

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF INDIANA
FORT WAYNE DIVISION**

Martha Walther, Trent Kumfer, Jayme Lea,
Megan Kelsey, Dave Lowe, Carol Whisler, and
Michele Porter, as representatives of a class of
similarly situated persons, and on behalf of the
80/20, Inc. Employee Stock Ownership Plan,

Plaintiffs,

v.

John Wood and Brian Eagle,

Defendants.

1:23-cv-00294-GSL-ALT

**DECLARATION OF MELISSA A. CARRINGTON IN SUPPORT OF PLAINTIFFS’
MOTION FOR ATTORNEYS’ FEES, COSTS & ADMINISTRATIVE EXPENSES AND
CLASS REPRESENTATIVE COMPENSATION**

I, Melissa A. Carrington, declare and state as follows:

1. I am a partner at the law firm of Engstrom Lee LLC (“Engstrom Lee” or “Class Counsel”), which has been appointed Class Counsel in the above-captioned action. Dkt. 184 ¶ 3.

I submit this declaration in support of Plaintiffs’ Motion for Attorneys’ Fees, Costs & Administrative Expenses and Class Representative Compensation.

2. I incorporate my prior declaration filed in this case in support of Plaintiffs’ Motion for Preliminary Approval of Class Action Settlement, Dkt. 183-1 (“First Carrington Dec.”), and the exhibits attached thereto.

WORK PERFORMED BY CLASS COUNSEL

3. Class Counsel has dedicated substantial time and effort to prosecuting this class action in order to achieve the outstanding Settlement of a non-reversionary sum of \$7 million.

4. This case concerns the management and termination of the 80/20, Inc. Employee Stock Ownership Plan (the “Plan” or “ESOP”). Specifically, Plaintiffs alleged that the Plan’s fiduciaries, Defendants John Wood, Brian Eagle, Patrick Buesching, Patrice Maunk, and Rodney Strack (together, Buesching, Mauk, and Strack are the “Officer Defendants”), breached their duty of care to the Plan under ERISA by failing to acquire 80/20, Inc. (“80/20” or the “Company”) stock from founder Don Wood’s estate and committing the Plan to join the estate in a third-party sale on unfavorable terms to the Plan. Plaintiffs further alleged that Defendants MPE Partners II, L.P., MPE Partners III, L.P., and Pareto Efficient Solutions, LLC (together, the “MPE Defendants”), knowingly participated in the other Defendants’ violations of ERISA through their purchase of the Company from the estate and the Plan.

5. Prior to filing the Complaint, Class Counsel conducted an in-depth investigation of information relating to the ESOP, the Company, Don Wood’s estate plan, and the circumstances of the ESOP’s termination. As a result of these investigatory efforts, Class Counsel drafted and filed a detailed 24-page complaint in May 2023. Dkt. 1.

6. Class Counsel believes this case is novel, as Class Counsel is unaware of any other ESOP class action that sought to enforce ERISA duties in connection with rights and opportunities arising from an estate plan. Many of the issues briefed in this case had little to no guidance in ERISA case law.

7. As the record developed and additional members of the putative class joined the case, Class Counsel drafted and filed two amended complaints, in November 2023 and January 2024, respectively, adding new support for the claims of the putative class and new members as putative class representatives. Dkts. 47 & 63.

8. Class Counsel defended the case against multiple rounds of dispositive motions. Defendant Brian Eagle and the MPE Defendants filed motions to dismiss the Second Amended Complaint, dkt. 65 and 69, respectively, to which Class Counsel drafted and filed opposition briefs, dks. 75 and 76. After the Court denied Eagle's motion to dismiss, dkt. 125, Defendant Woods and Eagle moved for judgment on the pleadings. Dkts. 130, 153. Class Counsel successfully opposed both motions, defeating Defendants' second bid to have the action dismissed. Dkts. 136, 161 & 167.

9. Meanwhile, Class Counsel led discovery efforts on behalf of the putative class in order to develop a record to support their claims. Class Counsel's efforts included serving extensive written discovery on all Defendants and subpoenas on 14 third parties, ultimately collecting more than 40,000 documents totaling more than 300,000 pages of evidence. These efforts also included winning Plaintiffs' motion to compel discovery and defeating Defendants' motion to stay discovery before Magistrate Judge Susan Collins. Dkts. 92, 95, & 104. Based on their review and analysis of the discovery record developed, Class Counsel were able to draft and file a motion for class certification that included a comprehensive review of the evidence marshaled in support of the claims of the putative class. Dkts. 110, 112, & 121.

10. The case reached a mediation posture after the Court rejected Defendants' second round of dispositive motions in September 2025. Dkts. 167 & 171. Class Counsel zealously represented the putative class in connection with mediation. Class Counsel drafted and conveyed a demand letter to Defendants in November 2025 on that outlined Plaintiffs' positions. Class Counsel then drafted and submitted a mediation statement to Judge John Jarvery (Ret.), the mediator, which included comprehensive analysis of Plaintiffs' claims and the relevant evidence, with 53 exhibits. Class Counsel attended mediation in-person in Iowa on December 2, 2025.

After mediation ended without a settlement, Class Counsel engaged in telephone conferences and exchanged written communications with Judge Jarvey, counsel for Defendants, and Plaintiffs over the next two weeks in further pursuit of a resolution of this action. Through these efforts, the parties reached a settlement-in-principle on December 15, 2025.

11. After the parties reached a settlement-in-principle, Class Counsel negotiated a binding term sheet with Defendants' counsel executed on January 9, 2026. Class Counsel then drafted and negotiated a comprehensive settlement agreement and exhibits memorializing all terms of the settlement and establishing procedures to administer the settlement and distribute the proceeds to class members. Dkt 183-02. Class Counsel also prepared the motion for preliminary approval of the settlement, filed the motion on March 9, 2026. Dkt. 183. The Court granted preliminary approval on March 13, 2026. Dkt. 184.

12. Class Counsel selected Atticus Administration ("Atticus") as Settlement Administrator. Class Counsel then worked with Atticus and Defense counsel to ensure the Court-approved notices were timely mailed to class members. In addition, Class Counsel worked with Atticus to ensure the settlement website was established with all required information and a telephone line was created for Class Members who wished to obtain additional information about the settlement. Throughout this time, Class Counsel has responded to questions from Class Members and Atticus.

REMAINING WORK TO BE PERFORMED

13. Class Counsel's work on this matter remains ongoing. Prior to the Fairness Hearing, Class Counsel will draft Plaintiffs' motion for final approval of the Settlement and respond to any objections. Class Counsel also will communicate with the Independent Fiduciary that has been engaged to review the Settlement and will provide it with all necessary information in connection with its review. Class Counsel will then attend the Fairness Hearing, and if final

approval is granted, supervise the distribution of payments to eligible Class Members, which entails two rounds of distributions to ensure maximum recovery among Class Members. In addition, Class Counsel will continue to respond to questions from Class Members and take other actions necessary to support the Settlement until the conclusion of the Settlement Period.

LODESTAR

14. Class Counsel recorded 1,578.5 hours in this matter from pre-suit investigation to this motion. A summary of time and applicable hourly rates by timekeeper is as follows:

	Hours	Rates	Total
Partners	1,427.9	\$800–\$900	\$1,224,126
Associates	74.7	\$473	\$35,309
Paralegals	75.9	\$258–\$277	\$21,022
Total	1,578.5	\$258–\$900	\$1,280,458

The reasonableness of the hourly rates billed by Class Counsel is supported by—and lower than—the hourly rates of other national ERISA class action practitioners. *See, e.g., Henry v. Wilmington Trust, N.A.*, No. 1:19-cv-01925-JLH, Dkt. 143 ¶ 18 (D. Del. Oct. 17, 2025) (sworn declaration of ERISA class action practitioner, listing hourly rates of \$900–1275 for Of Counsel and Partners, \$350 for paralegals); *Cockerill v. Corteva, Inc.*, No. 2:21-cv-03966-MMB, Dkt. 386-1 at 8 (sworn declaration of ERISA class action practitioner, listing hourly rates of \$900–1275 for partners, \$350 for legal assistants) (E.D. Pa. May 8, 2025); *see also id.* Dkt. 385-5 (sworn declaration of ERISA class action practitioner, listing hourly rates of \$795–1510 for partners, \$495–800 for associates, \$355–460 for paralegals in national ERISA class action practice). The fee requested by Class Counsel of \$2,333,333 (one-third of the Settlement Amount) is around 1.82 times the lodestar fee of \$1,280,458.

15. In addition to the time set forth above, Class Counsel expects to spend an additional 30–60 hours overseeing the administration of the Settlement and seeking final approval of the Settlement.

ERISA CLASS LITIGATION AND CLASS COUNSEL’S STANDARD FEE

16. Class Counsel are highly skilled and experienced ERISA class action attorneys who are admitted to practice in courts nationwide. Class Counsel were able to leverage their expertise in this difficult field. Other firms with less experience would not have been able to litigate the case nearly as efficiently. Because of the complexities and special expertise demanded of ERISA class actions, the few attorneys who have the requisite skill to bring successful ERISA class actions generally litigate in U.S. District Courts all over the country. These cases often require extensive research and pre-suit investigative work involving a thorough understanding of finance and ERISA regulations, federal common law, and trust law. This is especially true of cases that are novel and develop new legal theories. Because of these factors, ERISA class action lawyers often charge—and are paid—substantial fees.

17. For class matters, Class Counsel’s standard fee is a one-third contingency fee. Class Counsel and Class Representatives agreed to a one-third fee (subject to the approval of the Court) at the time Class Counsel was retained. Courts around the country have recently awarded a one-third contingency fee in ERISA class actions where Engstrom Lee served as lead or co-lead class counsel, as identified below:

Matter	Case No.	Citation	Fee Awarded
<i>Colon v. Johnson</i>	8:22-cv-00888 (M.D. Fla.)	Dkt. 302, ¶ 14	One-Third
<i>Patzelt v. Garnet Health</i>	7:24-cv-06422 (S.D.N.Y.)	Dkt. 84, ¶ 17	One-Third
<i>Tufano v. Pride Mobility</i>	3:24-cv-00765 (M.D. Pa.)	Dkt. 52	One-Third
<i>Harvey v. Bed, Bath & Beyond</i>	2:23-cv-20376 (D.N.J.)	Dkt. 77	One-Third
<i>Cothran v. Adams</i>	8:23-cv-00518 (M.D. Fla.)	Dkt. 74, ¶ 14	One-Third

WORK OF CLASS REPRESENTATIVES

18. It has been my honor to represent Ms. Walther, Mr. Kumfer, Ms. Lea, Ms. Kelsey, Mr. Lowe, Ms. Whisler, and Ms. Porter as Class Representatives in this matter. Throughout the course of this action, the Class Representatives actively engaged with these proceedings, having reviewed filings, asked questions, responded to written discovery, assisted with preparation for mediation, participated telephonically in mediation and post-mediation conferences, decided whether to settle the case, and reviewed the term sheet and settlement agreement. They have remained engaged since settlement was reached, including sharing information about the settlement with other Class Members and assisting in locating Class Members whose notices were returned as undeliverable.

19. Based on the time and assistance that Ms. Walther, Mr. Kumfer, Ms. Lea, Ms. Kelsey, Mr. Lowe, Ms. Whisler, and Ms. Porter provided in service of the Class and their initiative and risks taken in pursuing this action, I believe that the requested class representative compensation is reasonable and appropriate.

COSTS ADVANCED BY CLASS COUNSEL

20. In connection with the action, Class Counsel advanced costs for the benefit of Plaintiffs and the Class. Because Class Counsel handled this action on a contingency basis, Class Counsel has not yet received reimbursement for any of these costs.

21. As of the date of this Declaration, Class Counsel has incurred \$35,812.79 in costs in connection with this action. These costs are broken down by category below:

Legal Research	\$23,019.89
E-Discovery	\$3,158.56
Mediation	\$2,500.00

Travel	\$2,057.21
Service of Process	\$2,028.00
Depositions	\$1,883.62
Court Filing Fees	\$926.13
Mailing and Copying	\$239.38
Total	\$35,812.79

In my professional experience, all of these costs were reasonable and necessary for the successful prosecution of this action.

WORK OF THE SETTLEMENT ADMINISTRATOR

22. I have personally reviewed progress reports provided by Atticus, the appointed Settlement Administrator, concerning their work in this matter to date. According to the progress reports, Atticus mailed settlement notices and rollover forms to all 328 Class Members and established the settlement website and telephone support line, as provided by the Settlement. Atticus also emailed the settlement notices and rollover forms to all Class Member email addresses available, as provided by the Company and Class Counsel.

23. Atticus has since collected rollover forms, monitored returned mail, and researched additional means to contact the few Class Members whose notices were returned undeliverable. This work continues, and Atticus’s complete work will be detailed in Plaintiffs’ forthcoming motion for final approval.

24. If the Settlement receives final approval, Atticus will review and process rollover forms, calculate payments to Class Members pursuant to the Plan of Allocation, and facilitate distribution of payments to Class Members.

25. For these services, Atticus will charge \$9,800. This expense amounts to \$29.88 per class member. In my professional experience, Atticus' fee is reasonable.

26. Finally, although the deadline for objections is still weeks away, since Class notices were mailed, neither Atticus nor Class Counsel has received an objection to the Settlement or to the attorneys' fees, costs, and expenses, and class representative compensation requested by Plaintiffs.

WORK OF INDEPENDENT FIDUCIARY

27. As contemplated by the Settlement and DOL regulations, an independent fiduciary will review and approve the Settlement and releases granted to Defendants on behalf of the ESOP. Defendants selected, and the Court appointed, Fiduciary Counselors to review the Settlement. For their work in this matter, Fiduciary Counselors will charge \$15,000. In my professional experience this is a standard rate for independent fiduciary review of an ERISA class settlement.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 22, 2026

/s/ Melissa A. Carrington
Melissa A. Carrington