

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANDREW CORZO, SIA HENRY, ALEXANDER LEO-
GUERRA, MICHAEL MAERLENDER, BRANDON
PIYEVSKY, BENJAMIN SHUMATE, BRITTANY
TATIANA WEAVER, and CAMERON WILLIAMS,
individually and on behalf of all others similarly situated,

Case No. 1:22-cv-00125

Plaintiffs,

v.

Hon. Matthew F. Kennelly

BROWN UNIVERSITY, CALIFORNIA INSTITUTE
OF TECHNOLOGY, UNIVERSITY OF CHICAGO,
THE TRUSTEES OF COLUMBIA UNIVERSITY IN
THE CITY OF NEW YORK, CORNELL
UNIVERSITY, TRUSTEES OF DARTMOUTH
COLLEGE, DUKE UNIVERSITY, EMORY
UNIVERSITY, GEORGETOWN UNIVERSITY, THE
JOHNS HOPKINS UNIVERSITY, MASSACHUSETTS
INSTITUTE OF TECHNOLOGY, NORTHWESTERN
UNIVERSITY, UNIVERSITY OF NOTRE DAME DU
LAC, THE TRUSTEES OF THE UNIVERSITY OF
PENNSYLVANIA, WILLIAM MARSH RICE
UNIVERSITY, VANDERBILT UNIVERSITY, and
YALE UNIVERSITY,

Defendants.

**PLAINTIFFS' MEMORANDUM OF LAW IN SUPPORT OF THEIR
MOTION FOR FINAL APPROVAL OF THE PROPOSED SETTLEMENTS**

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Plaintiffs and the proposed Settlement Class, through their undersigned counsel (“Settlement Class Counsel”), respectfully submit this Memorandum of Law in Support of their Motion for Final Approval of the Proposed Settlements.

I. INTRODUCTION

Settlement Class Counsel has reached and finalized settlements (the “Settlements”) with ten of the seventeen Defendants¹ (the “Settling Defendants”),² under which Settling Defendants have collectively agreed to provide \$284 million in aggregate cash payments (the “Settlement Fund”) and each has agreed as part of the Settlements to complete certain additional, limited discovery and, in some instances, to provide evidence for trial. *See* ECF 439 (preliminarily approving Chicago settlement), 614 (preliminarily approving Brown, Columbia, Duke, Emory, and Yale settlements, and certain conforming amendments to Chicago settlement), 638 (preliminarily approving Dartmouth, Northwestern, Rice, and Vanderbilt settlements).

These Proposed Settlements are an excellent result both in absolute terms, considering the nearly the \$284 million in cash, and given that litigation continues against the seven non-settling Defendants, each of which is potentially jointly and severally liable for treble damages (minus the cash value of any settlements). *See generally* ECF 679. If Settlement Class Counsel had not secured these Settlements in this complex matter, the Settlement Class may have had to wait years for any money—and may have received nothing at all. *See id.*

¹ Defendants, referred to hereinafter in common shorthand, are Brown University, California Institute of Technology, University of Chicago, The Trustees of Columbia University in the City of New York, Cornell University, Trustees of Dartmouth College, Duke University, Emory University, Georgetown University, The Johns Hopkins University, Massachusetts Institute of Technology, Northwestern University, University of Notre Dame, The Trustees of the University of Pennsylvania, William Marsh Rice University, Vanderbilt University, and Yale University.

² The Settling Defendants, in order of timing of the settlements in principle, are Chicago, Emory, Yale, Brown, Columbia, Duke, Dartmouth, Rice, Northwestern, and Vanderbilt.

In general, as the Court has observed in this case, antitrust litigation is complex and requires economic and industry experts in proving liability and damages and demonstrating that class certification for litigation purposes is appropriate. *See, e.g.*, Feb. 8, 2023, Hrg. Tr. 20:19-21:2; Nov. 28, 2023, Hrg. Tr. 11:15-18, 20:11-17. This lawsuit has been especially complex and hard-fought, given such factors as (a) the sheer number of Defendants, (b) that a cadre of the best law firms in the country represent them, (c) a proposed Class Period of almost twenty years and a proposed Class of approximately 200,000 individuals, (d) that discovery has involved a voluminous amount of complicated structured data, and (e) that multiple third parties possessed relevant information. In addition, as Settlement Class Counsel have previously explained to the Court, *see* ECF 679, they have had to grapple with numerous factual and legal obstacles, including contending with Defendants who claim unique defenses; dealing with FERPA-related issues for objecting students; deconstructing the complex web of higher education and its multiple organizations; and developing a common methodology for proving both classwide injury and damages.

The Proposed Settlements took years to resolve, and all of the numerous legal and factual issues in the case have been vigorously contested. Defendants have presented sophisticated defenses to all of Plaintiffs' claims, and the parties have engaged in exhaustive fact discovery and significant motion practice. (Plaintiffs and the remaining Defendants have begun their extensive work on expert reports and discovery). One key measure of the adequacy of the Settlements is the reaction of the members of the Settlement Class. The approximately 200,000 members of the Settlement Class received notice of the Settlements, in various forms pursuant to the Court-approved notice program, and the case has received significant media attention. The reaction has been almost uniformly positive, with hundreds of thousands of visitors to the

Settlement website and more than twenty thousand signing up for more information. There were only fourteen (14) opt-outs and a single objection. *See* Declaration of Steven Weisbrot, Esq. of Angeion Group LLC ¶¶ 45-46 (May 28, 2024) (“Weisbrot Decl.”). In addition to this appropriate notice program, the Settlement Class meets the standards of Rule 23(e)(1) and the Settlements are fair, adequate, and reasonable under both the stated factors of Federal Rule of Civil Procedure 23(e)(2) and the factors the Seventh Circuit has set forth, as in *Wong v. Accretive Health, Inc.*, 773 F.3d 859, 863 (7th Cir. 2014).

Accordingly, for themselves and the Settlement Class, Plaintiffs respectfully request that the Court enter the accompanying proposed order: (a) granting final approval to the Proposed Settlements pursuant to Rule 23(e); (b) approving Plaintiffs’ Revised Plan of Allocation, ECF 638 ¶ 9, and proposed Allocation Plan Process (discussed below), which provide a fair and reasonable method of determining each claimant’s share; and (c) entering a Final Judgment and Order terminating the litigation between Plaintiffs and the Settling Defendants.

II. BACKGROUND

Settlement Class Counsel have set out much of the following background, relevant to the instant motion, in their pending Motion for Service Awards, Reimbursement of Expenses, and Attorneys’ Fees, and the Joint Declaration from Class Counsel, dated April 29, 2024 (“Joint Decl.”), submitted in conjunction with that motion. *See* ECF 679, 679-1.

A. Investigation and Pleadings

After a period of significant joint investigation, including discussions with consulting economists and meetings with Plaintiffs, on January 9, 2022, Settlement Class Counsel filed the Complaint, alleging that Defendants “participated in a price-fixing cartel that is designed to reduce or eliminate financial aid as a locus of competition, and that in fact has artificially inflated the net price of attendance for students receiving financial aid,” and that Defendants were not

entitled to the “protection of Section 568 of the Improving America’s Schools Act of 1994 (the ‘568 Exemption’).” ECF 1 ¶¶ 1-2. Settlement Class Counsel continued to investigate and developed the pleadings through their and their clients’ own initiative and collective resources—without the benefit of a related government investigation. Settlement Class Counsel filed the Amended Complaint on February 15, 2022, adding Johns Hopkins University as a Defendant, and the Second Amended Complaint on February 6, 2023. *See* ECF 106, 308.

B. Motions to Dismiss

Defendants filed motions to dismiss on April 15, 2022. *See* ECF 145 (by Brown, Chicago, Emory, and Johns Hopkins), 146 (by all Defendants), 148 (by Yale). Defendants argued, among other points, that (a) they fell within a statutory antitrust exemption, (b) Plaintiffs failed to state a claim, and (c) several of the claims were time barred. Settlement Class Counsel filed a thorough consolidated Opposition to the Motions to Dismiss on June 10, 2022. ECF 164. The Court denied all the Motions to Dismiss. ECF 185; Joint Decl. ¶ 10. The Court concluded Plaintiffs had sufficiently alleged that (a) the challenged conduct did not fall within the antitrust exemption; (b) Defendants had committed violations of Section 1 of the Sherman Act; (c) that they suffered antitrust injury and have standing ;. The Court further concluded that, on the facts alleged, the applicable statute of limitations did not bar Plaintiffs’ claims. ECF 185.

C. Fact Discovery

After the Court denied Defendants’ motions to dismiss, Settlement Class Counsel aggressively pursued fact and expert discovery to position Plaintiffs to establish liability and the foundations for class certification; to obtain favorable settlements; to prepare to oppose Defendants’ anticipated summary judgment and *Daubert* motions; to prepare for the jury trial in this matter; and to defend any judgment on appeal.

Settlement Class Counsel served extensive written discovery, including 42 Requests for Admission on Brown, Caltech, and Johns Hopkins, 45 Requests for Admission on the other Defendants, 192 Requests for Production, and 45 Interrogatories. Settlement Class Counsel also served many other RFPs on each Defendant individually. Joint Decl. ¶ 14. Settlement Class Counsel analyzed the voluminous responses and objections to this substantial written discovery. Settlement Class Counsel secured the production of over 1.1 million documents, and have painstakingly reviewed, tagged, and highlighted a substantial portion of these documents. Joint Decl. ¶¶ 18-21. Settlement Class Counsel found it necessary to file multiple motions to compel to obtain key categories of documents. *See, e.g.*, ECF 331, 402, 440, 443, 467, 505, 539.

In addition, Settlement Class Counsel have collected, reviewed, and produced nearly 4,000 documents from Plaintiffs. Joint Decl. ¶¶ 23-27. This involved numerous meetings with Plaintiffs to identify and collect documents, and to identify electronic data sources subsequently collected by a retained vendor. *Id.* Once Settlement Class Counsel responded to document requests and negotiated search terms with Defendants, they reviewed the collected documents to locate those appropriate for production. Settlement Class Counsel also worked with Plaintiffs to produce multiple rounds of Interrogatory Responses as well as initial disclosures. *Id.*

In preparation for the over ninety (90) fact depositions they have taken in this case, Settlement Class Counsel (a) identified key documents for each deposition, (b) prepared extensive and detailed outlines, and (c) coordinated strategy and questioning amongst the Plaintiffs' legal team, as well as logistics with Defendants. *Id.* ¶¶ 18-21, 32. Settlement Class Counsel also prepared and defended the depositions of the eight class representatives and the parents of two class representatives. *Id.* ¶¶ 33-34. Settlement Class Counsel also prepared and served approximately 11 third-party subpoenas and secured tens of thousands documents from

numerous third parties. *Id.* ¶¶ 16. Settlement Class Counsel have prepared for, taken, and defended two third-party depositions. *Id.* ¶¶ 34.

D. Expert Reports

Considering the complexity and importance of expert issues in this case, including the calculation of damages, Settlement Class Counsel retained consulting and testifying experts who have performed extensive work for the multiple expert reports that Plaintiffs served on May 14, 2024. Settlement Class Counsel of course spent significant time facilitating the work of their experts and investigators to address the key issues, including the impact of the challenged conduct on the proposed class, aggregate class damages, and anticompetitive effects. Joint Decl. ¶¶ 35-36. Settlement Class Counsel have spent thousands of hours collecting and synthesizing relevant data; frequently met with their experts to discuss their opinions and reports; and repeatedly undertaken to ensure the experts had the necessary information to evaluate, among other issues, the alleged impact and damages of the challenged conduct. *See id.* ¶¶ 8, 11, 35, 44.

E. Joint Status Reports and Discovery Motion Practice

Settlement Class Counsel spent significant time preparing Joint Status Reports regarding discovery issues and frequently met and conferred with Defendants regarding same. Joint Decl. ¶¶ 38-39. Settlement Class Counsel engaged in extensive discovery motion practice, including motions to compel, motions to seal, motions for protective orders and others to resolve outstanding discovery disputes. *See, e.g.*, ECF 271, 331, 402, 440, 443, 467, 503, 505, 539, 547, 631, 645; Joint Decl. ¶¶ 28.

F. Negotiations and Settlements

Settlement Class Counsel engaged in protracted arm's length settlement negotiations with the Settling Defendants over the past year—with several mediated by one of the most respected ADR firms in the country, Phillips ADR. Joint Decl. ¶¶ 40-56. The ten Settling Defendants have

agreed to provide \$284 million in aggregate cash payments for the benefit of the Settlement Class and to complete certain additional, limited discovery and, in some instances, to make witnesses available for trial. ECF 439, 614, 638. Settlement Class Counsel did not achieve these Settlements as a group or all at once, but separately and over time, often with simultaneous negotiations. Joint Decl. ¶¶ 40-56. Settlement Class Counsel pursued a strategy of increasing the settlement amounts with each successive agreement or set of agreements to exert pressure on Defendants to reach agreement imminently or risk having to pay more. *Id.*

Settlement Class Counsel initiated discussions with Chicago in April 2023 and executed a settlement agreement with Chicago on August 7, 2023 (the “Chicago Settlement”). ECF 428, Ex. A; Joint Decl. ¶¶ 41. That settlement provides for cash payments totaling \$13.5 million to Plaintiffs and the proposed Settlement Class, and to offer additional discovery and evidence for trial. *Id.* ¶¶ 2, 41. The Court preliminary approved the Chicago Settlement on September 9, 2023. ECF 439. Settlement Class Counsel thereafter negotiated and executed separate settlement agreements with Brown, Columbia, Duke, Emory, and Yale (collectively, the “Second Tranche Settling Defendants” and the “Second Tranche Settlements”). ECF 603, Exs. 1-5; Joint Decl. ¶ 42. The Second Tranche Settling Defendants agreed to pay \$104.5 million, with Emory agreeing to pay \$18.5 million, Yale \$18.5 million, Brown \$19.5 million, Columbia \$24 million, and Duke \$24 million. *Id.* They also agreed to complete certain important, continued discovery obligations. Joint Decl. ¶ 47. The Court preliminary approved the Second Tranche Settlements on February 14, 2024, and also conformed certain of the Chicago Settlement’s terms to the Second Tranche Settlements. ECF 614.

Settlement Class Counsel subsequently negotiated and executed settlement agreements with Dartmouth, Northwestern, Rice, and Vanderbilt (collectively, the “Third Tranche Settling

Defendants” and the “Third Tranche Settlements”). ECF 629, Exs. 8-11; Joint Decl. ¶ 43. The Third Tranche Settlements were executed after two years of hard-fought litigation and four months of negotiations. Joint Decl. ¶¶ 40-43. The Third Tranche Settling Defendants agreed to pay \$166 million, with Dartmouth agreeing to pay \$33.75 million, Rice \$33.75 million, Northwestern \$43.5 million, and Vanderbilt \$55 million. *Id.* ¶ 43. They also agreed to complete certain discovery obligations. *Id.* On February 28, 2024, the Court preliminarily approved the Third Tranche Settlements. ECF 638.

These Settlements were the result of Settlement Class Counsel’s significant and protracted work over a three-year period, which work included researching and initiating the action; prosecuting the case; negotiating the terms of the settlements with each Defendant; preparing the Settlement Agreements; developing a consolidated notice plan; finding and working with an escrow agent and settlement claims administrator; working with their experts on a plan of allocation of the net Settlement Funds to the Settlement Class; and preparing and filing motions for preliminary approval and supporting papers. Joint Decl. ¶¶ 40-56; Weisbrot Decl. ¶¶ 2, 4. In connection with several of the Settlements, the parties negotiated with the able assistance of former U.S. District Court Judge Layn Phillips and, in particular, his colleagues Miles Ruthberg and Clay Cogman at Phillips ADR.

III. THE PROPOSED SETTLEMENTS WARRANT FINAL APPROVAL

The “court may approve a class action settlement if: (1) it is able to certify the settlement class; (2) the class was provided adequate notice and a public hearing; and (3) it determines that the settlement is ‘fair, reasonable, and adequate.’” *In re TikTok, Inc., Consumer Privacy Litig.*, 617 F. Supp. 3d 904, 921 (N.D. Ill. 2022) (quoting Fed. R. Civ. P. 23(e)).

A. The Settlement Class Satisfies Rule 23(e)(1)(B)

The Settlement Class satisfies Rule 23(e)(1)(B) because, as to the requirements of Rule 23(a) for settlement purposes only, consistent with the Court’s analysis in granting preliminary approval to the Proposed Settlements, the following is true:

- The Settlement Class exceeds 100,000 individuals, and joinder of all of them would be impracticable. The discovery that Settlement Class Counsel have taken, and their work with their experts, has confirmed this fact.
- Class Representatives’ claims are typical of the claims of the Settlement Class they seek to represent for purposes of settlement. The bases for the Class Representatives’ claims for damages are no different than those of the absent Settlement Class members.
- Class Representatives are adequate representatives of the Settlement Class, as shown by their diligence in connection with their fact deposition and their patience with respect to Defendants’ decision to depose their parents in several instances.

See ECF 439, 614, 638. With respect to Rule 23(b)(3), in turn, questions of law and fact common to the Settlement Class predominate over any questions affecting any individual Settlement Class Member; and a class action on behalf of the Settlement Class is superior to other available means of settling and disposing of this dispute. *See* ECF 439, 614, 638.

B. The Settlement Class Was Given Adequate Notice

Settlement Class Counsel, through the proposed claims administrator, Angeion Group LLC (“Angeion”), have followed the “Notice Plan” the Court set out. *See* ECF 638. The Court concluded that these means of notice were the best notice practicable; were reasonably calculated to apprise members of the Settlement Class of the pendency and status of this action and of their right to participate in, object to, or exclude themselves from the Proposed Settlements; were reasonable and constituted due, adequate, and sufficient notice to all persons entitled to receive

notice of the Fairness Hearing; and fully satisfies Fed. R. Civ. P. 23(e)(1), constitutes due process, and is a reasonable manner of distributing notice. *See id.*

Under the Court-approved Notice Plan, on April 3, April 24, and May 1, 2024, Angeion sent 388,420 email notices, with the number of undeliverable emails at 6,870, for an excellent deliverability rate of approximately 98.23%. Weisbrot Decl. ¶¶ 18-20. Angeion has sent 43,482 long-form notices by U.S. mail to those without valid or available email addresses, with 3,796 return as undeliverable. *Id.* ¶¶ 21-24. In addition, on March 29, 2024, Angeion caused the first press release to be issued via PR Newswire. The press release was picked up by a total of 266 media outlets, which have a combined potential audience size of approximately 147.2 million. *Id.* ¶ 25. The state-of-the-art comprehensive media campaign consisting of social media advertising via Facebook and Instagram, programmatic display advertising (“internet banner ads”), and a paid search campaign via Google, was designed to deliver an approximate 75.31% reach with an average frequency of 3.22 times each—that is, the campaign was designed so 75.31% of the potential Settlement Class members would have a digital advertisement concerning the settlement displayed to them an average of 3.22 times each. This is separate and apart from the direct email and mail notice, press release, website, and toll-free hotline. *Id.* ¶¶ 26-27. The campaign exceeded expectations, by serving over 40 million impressions, resulting in an approximate 78.24% reach with an average frequency of 4.32 times each. *Id.* ¶¶ 35-36.³

In line with the Court’s preliminary approval of the Proposed Settlements, of course, these notices, press release, and media campaign all detailed the terms of the Settlements; the procedures and deadline for objecting to or opting out of the Settlements, which alluded to Class

³ The Federal Judicial Center states that a publication notice plan that reaches 70% of class members is one that reaches a “high percentage” and is within the “norm.” B. Rothstein & T. Willging, Federal Judicial Center, *Managing Class Action Litigation: A Pocket Guide for Judges* 27 (3d ed. 2010).

Counsel’s prospective fee submission; and the date and time of the Court’s final fairness hearing. The deadline for Class members to object to or opt out of the Settlements was May 13, 2024. As of May 13, 2024, only one objection had been filed, and only fourteen (14) individuals had opted out of the Settlements. Weisbrot Decl. ¶¶ 45-46.

C. The Proposed Settlements Satisfy the Factors Stated in Rule 23(e)(2)

This has long been the backdrop to Federal Rule of Civil Procedure 23(e)(2): “Federal courts naturally favor the settlement of class action litigation.” *Isby v. Bayh*, 75 F.3d 1191, 1196 (7th Cir. 1996); accord *Molinari v. Fin. Asset Mgmt. Sys., Inc.*, 2021 WL 5832788, at *6 (N.D. Ill. Nov. 22, 2021). Settlement “minimizes the litigation expense of both parties and also reduces the strain such litigation imposes upon already scarce judicial resources.” *Lechuga v. Elite Eng’g, Inc.*, 559 F. Supp. 3d 736, 744 (N.D. Ill. 2021) (internal citations omitted). Plaintiffs first address below the settlement factors stated in Federal Rule of Civil Procedure 23(e)(2), and then address the distinct factors the Seventh Circuit has applied under Rule 23(e)(2).⁴

A class action settlement may be finally approved under Federal Rule of Civil Procedure 23(e) if it is “fair, reasonable and adequate” after analysis of the factors outlined in Rule 23(e)(2). *See, e.g., Am. Int’l Grp., Inc. v. ACE INA Holdings, Inc.*, 2012 WL 651727, at *1 (N.D. Ill. Feb. 28 2012). In applying Rule 23(e)(2), a court must consider whether and to what extent (1) the class representative and class counsel have adequately represented the class; (2) the settlement was negotiated at arm’s length; (3) the settlement treats class members equitably relative to each other; and (4) the relief provided for the class is adequate. Fed. R. Civ. P. 23(e)(2); *see, e.g., T.K. v. Bytedance Tech. Co.*, 2022 WL 888943, at *11-16 (N.D. Ill. Mar. 25, 2022); *Snyder v. Ocwen*

⁴ One court has concluded, in reference to the factors stated in Rule 23(e)(2), that “the factors articulated by the Seventh Circuit subsume most of these factors.” *Charvat v. Valente*, 2019 WL 5576932, at *6 (N.D. Ill. Oct. 208, 2019). Considering some of these differences between the two sets of factors, however, and for completeness, Plaintiffs analyze each of the factors separately.

Loan Servicing, LLC, 2019 WL 2103379, at *4 (N.D. Ill. May 14, 2019). The facts here satisfy all four pre-requisites for fairness under Rule 23(e)(2).

1. Adequacy of Representation.

The principal question is “the actual performance of counsel acting on behalf of the class,” *Bytedance*, 2022 WL 888943, at *11, which relates to whether class counsel “has extensive experience with class action litigation.” *id.* (This factor also overlaps with certain of the Seventh Circuit factors, and to that extent Plaintiffs address the relevant facts further below).

Settlement Class Counsel and the Class Representatives have zealously represented the Class. Settlement Class Counsel have aggressively litigated this case—which the Court well understands has been hotly contested—for years. In particular, through March 2024, Settlement Class Counsel had expended 91,313.4 hours of professional time, amounting to a collective lodestar of \$70,150,911.00 based on historical market rates. The Class Representatives made meaningful contributions to the litigation and assumed significant risk. Settlement Class Counsel consistently brought to bear decades of experience in complex commercial litigation in general, and in class action and antitrust litigation in particular. Joint Decl. ¶¶ 63-68.

2. Arm’s Length Negotiations.

The Settlements were the end-product of arm’s-length negotiations between the parties over which, in large part, nationally prominent and experienced mediators presided. “The best evidence of a truly adversarial bargaining process is the presence of a neutral third-party mediator.” *Bytedance*, 2022 WL 888943, at *11; *see also* Fed. R. Civ. P. 23(e)(2)(B) advisory committee’s notes to 2018 amendment (noting that “the involvement of a neutral or court-affiliated mediator or facilitator” is a relevant factor in protecting “class interests”). With respect to the discussions in which the parties did not involve the mediators, Settlement Class Counsel unequivocally represent that the parties were all represented by counsel who independently and

zealously represented their clients' respective interests, and that Settlement Class Counsel participated in those negotiations based on the same factors, and in consideration of the same Class interests, as they did in the negotiations involving the mediators. Joint Decl. ¶¶ 40-50.

3. Equitable Treatment of Class Members Relative to Each Other.

“Generally, a settlement that provides for pro rata shares to each class member will meet this standard.” *Bytedance*, 2022 WL 888943, at *15. This has long been true. *See, e.g., Summers v. UAL Corp. ESOP Comm.*, 2005 WL 3159450, at *2 (N.D. Ill. Nov. 22, 2005) (“Given that the settlement funds in the instant action will be disbursed on a pro rata basis to all class members, we find that the allocation plan is reasonable.”); *see also* Alba Conte & Herbert Newberg, *Newberg on Class Actions* § 12.35, at 350 (4th ed. 2002) (noting that pro-rata allocation of a settlement fund “is the most common type of apportionment of lump sum settlement proceeds for a class of purchasers” and “has been accepted and used in allocating and distributing settlement proceeds in many antitrust class actions”).

In this case, the Proposed Settlements treat Class members equitably relative to each other, as under the Plan of Allocation—which Plaintiffs discuss further below—each Claimant receives their proportionate share of the recovery. Service awards to the proposed class representatives, which Settlement Class Counsel have requested, will generally not “raise a red flag” because such members “do more work and take more risks than the average class member.” *Bytedance*, 2022 WL 888943, at *15 (quotations omitted).

4. Adequacy of Relief.

This factor substantially overlaps with the Seventh Circuit factor, discussed further below, concerning the strength of plaintiffs' case compared to the terms of the settlement. *Bytedance*, 2022 WL 888943, at *11-12. This factor also concerns the effectiveness of the proposed method of distributing the settlement funds, *id.* at *14, which Plaintiffs address below

in discussing the plan of allocation, and the proposed attorneys' fee award, *id.* at *15, which Settlement Class Counsel have separately briefed. *See* ECF 679. In that regard, what “weighs in favor of finding the relief adequate” is that “the approval of attorneys’ fees remains entirely separate from approval of the Settlement.” *Bytedance*, 2022 WL 888943, at *15. That is, any order relating to the amount of any award of attorneys’ fees or reimbursed expenses will not operate to modify, terminate, or cancel the Proposed Settlements. In addition, on an issue that also overlaps with the Seventh Circuit factors and that Plaintiffs thus address further below, only a single Class member has objected to the Settlements.

D. The Settlements Satisfy the Seventh Circuit’s Factors Under Rule 23(e)(2)

The Seventh Circuit has set forth several factors—some of which overlap with the factors above—for assessing whether a class settlement is fair, reasonable, and adequate: “(1) the strength of the case for plaintiffs on the merits, balanced against the extent of settlement offer; (2) the complexity, length, and expense of further litigation; (3) the amount of opposition to the settlement; (4) the reaction of members of the class to the settlement; (5) the opinion of competent counsel; and (6) stage of the proceedings and the amount of discovery completed.” *Wong*, 773 F.3d at 863; *accord Gautreaux v. Pierce*, 690 F.2d 616, 631 (7th Cir. 1982).⁵ Settlement Class Counsel shows below that the facts satisfy each of these factors as well.

1. The Strength of Plaintiffs’ Case Compared to the Terms of the Proposed Settlements.

This factor is the “most important consideration” bearing on the fairness, reasonableness, and adequacy of a class settlement. *Isby*, 785 F.3d at 1199; *accord Snyder*, 2019 WL 2103379, at *6 (citing *Wong*, 773 F.3d at 864). When there are no “suspicious circumstances” surrounding a

⁵ As one Court has observed, for example, “the post-2018 four-prong test for the adequacy of relief, Fed. R. Civ. P. 23(e)(2)(C), captures the ‘strength of the case’ and the ‘complexity, length, and expense of further litigation’ factors already considered by the Seventh Circuit.” *Bytedance*, 2022 WL 888943, at *10 n.9. As noted above, however, for completeness, Plaintiffs separately address these factors further below.

settlement reached through arms' length negotiations by experienced counsel after the parties have sufficiently explored the merits of the case, a court may approve a settlement without quantifying the value of continued litigation. *Wong*, 773 F.3d at 864. That is, while district courts often "assess the net expected value of continued litigation" by quantifying the range of possible outcomes as part of this analysis, *Lucas v. Vee Pak, Inc.*, 2017 WL 6733688, at *8 (N.D. Ill. Dec. 20, 2017), the Seventh Circuit has held that courts need not engage in such quantification "where there are other reliable indicators that the settlement reasonably reflects the merits of the case." *TikTok, Inc. Consumer Privacy Litig.*, 565 F. Supp. 3d 1076, 1087 (N.D. Ill. 2021) (quoting *Kaufman v. Am. Express Travel Related Servs. Co.*, 877 F.3d 276, 285 (7th Cir. 2017)).

Such reliable indicators are present where, as here, the Proposed Settlements were reached through arms' length negotiations by highly experienced counsel based on substantial discovery for analyzing the strengths and weaknesses of the case. In *TikTok*, for example, because such factors were present, the court concluded that it "need not undertake [a] mechanical mathematical valuation," and instead recognized that the proposed settlement ensured meaningful value to the class members as compared to the risks of seeking a better outcome at trial. 565 F. Supp. 3d at 1088. In addition, given that seven non-settling Defendants remain in the case—and remain jointly and severally liable for the treble damages that the Class seeks to recover—the Proposed Settlements have reduced the value of continued litigation only by the amount of the Settlements.

The amounts of the Proposed Settlements, in turn, are excellent by any reasonable measure. The Settlement Fund amounts to 36% of the single damages amount, \$780.3 million, that Plaintiffs' expert economist, Dr. Hal Singer, computed in his report dated May 14, 2024. This would be an extraordinary result even if this resolved the entire case. *See, e.g., Tawfilis v. Allergan*, 2018 WL 4849716, at *4 (C.D. Cal. Aug. 27, 2018) (approving antitrust settlement for

approximately 8.36% of overcharge damages); *Meijer, Inc. v. 3M*, 2006 WL 2382718, at *16 (E.D. Pa. Aug. 14, 2006) (approving antitrust settlement for approximately 2% of single damages); *In re Auto. Refinishing Paint Antitrust Litig.*, 2004 WL 1068807, at *2 (E.D. Pa. May 11, 2004) (same); *In re Suboxone (Buprenorphine Hydrochloride & Naloxone) Antitrust Litig.*, 2024 WL 815503, at *9 (E.D. Pa. Feb. 27, 2024) (approving antitrust settlement for 12% to 14% of estimated single damages).

The fact of Plaintiffs' continued prosecution of their claims further underscores the strength of the Proposed Settlements compared to Plaintiffs' continuing case. *See, e.g., Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.*, 2013 WL 452323, at *8-9 (E.D.N.Y. Aug. 27, 2013) (analyzing the fact that "Plaintiffs continue to litigate against non-settling defendants" as a factor favoring approval); *In re Air Cargo Shipping Servs. Antitrust Litig.*, 2009 WL 3077396, at *8-9 (E.D.N.Y. Sept. 25, 2009) (same); *In re Automotive Refinishing Paint Antitrust Litig.*, 2003 WL 23316645, at *4 (E.D. Pa. Sept. 5, 2003) ("At the outset, we observe that since the lawsuit will continue against the remaining defendants, and (as discussed above) since the remaining defendants are jointly and severally liable for the damages, the partial settlement with one defendant will not negatively impact the class' prospect of further recovery at trial from the nonsettling Defendants.").⁶ The same is true of the Settling Defendants' agreement to provide certain additional discovery and, in some instances, to make witnesses available for trial. *Cf. Lucas*, 2017 WL 6733688, at *11 (capacity to pursue "ongoing litigation against the non-settling defendants increase[s] the value of the settlement") (collecting

⁶ The fact that the litigation continues against non-settling Defendants thus effectively moots the analysis by which courts measure the strength of a plaintiff's case by determining the "net expected value of continued litigation to the class," *Bytedance*, 2022 WL 888943, at *12 (quotations and citation omitted), and thus "the range of possible outcomes" that the Class members would not stand to recover, *id.* (quotations and citation omitted).

authority); *see also In re Domestic Airline Travel Antitrust Litig.*, 378 F. Supp. 3d 10, 29 (D.D.C. 2019) (plaintiffs’ continuing “litigation against the Non-Settling Defendants” is a factor that “weighs in favor” of approval).

2. The Complexity, Length, and Expense of Continued Litigation.

This factor, in this case, entails the common observations that “[a]ntitrust cases are particularly complex and risky,” *Kleen Prods. LLC v. Int’l Paper Co.*, 2017 WL 5247928, at *5 (N.D. Ill. Oct. 17, 2017), such that “settlement in a complex antitrust case like this is far from a foregone conclusion.” *In re Broiler Chicken Antitrust Litig.*, 2021 WL 5709250, at *3 (N.D. Ill. Dec. 1, 2021).⁷ The Proposed Settlements avoid the inherent, and inherently unpredictable, risks arising out of such central, complex issues as Plaintiffs’ econometric analysis of damages and the lengthy Class Period that Plaintiffs have proposed. *Compare, e.g., In re Lithium Ion Batteries*, 2020 WL 7264559, at *15 (explaining that “[t]his case in particular was intrinsically difficult to litigate due to the scope and length of the conspiracy alleged” and “the complexity associated with proving the existence of overcharges”). “The sheer scale of this litigation required extensive coordination among Class Counsel . . . in developing pleadings, engaging in motion practice, conducting discovery, and creating economic models to demonstrate damages.” *Id.* Settlement Class Counsel have sought to achieve the best of both worlds by securing a substantial Settlement Fund while preserving claims for joint and several liability against the non-settling Defendants. *See, e.g., Precision Assocs.*, 2013 WL 452323, at *8-9; *In re Air Cargo*, 2009 WL 3077396, at *8-9. The Proposed Settlements thus provide the Settlement Class with immediate,

⁷ *See also, e.g., In re Remicade Antitrust Litig.*, 2023 WL 2530418, at *25 (E.D. Pa. Mar. 15, 2023) (“[C]ourts acknowledge that antitrust class actions are among the most complex to litigate.”); *In re Lithium Ion Batteries Antitrust Litig.*, 2020 WL 7264559, at *15 (N.D. Cal. Dec. 10, 2020) (“Antitrust cases are particularly risky, challenging, and widely acknowledged to be among the most complex actions to prosecute.”) (collecting authority); *Glaberson v. Comcast Corp.*, 2015 WL 5582251, at *3 (E.D. Pa. Sept. 22, 2015) (an antitrust action is “arguably the most complex action to prosecute as the legal and factual issues involved are always numerous and uncertain in outcome”) (cleaned up).

substantial, and definite relief while narrowing the number of adversaries at trial and avoid the risk of an adverse jury verdict resulting in recovery at all. Accordingly, this factor weighs in favor of final approval.

3. The Amount of Opposition to the Settlement and Reaction of Class Members to the Settlements.

The absence of opposition to a class action settlement “indicates that the class members consider the settlement to be in their best interest.” *Am. Int’l Grp., Inc.*, 2012 WL 651727, at *6. “Courts assess whether opposition levels are ‘low’ by comparing the number of objectors and opt-outs to the number of individuals reached by the notice plan. Opt-out and objection rates below 0.01% suggest that a settlement is reasonable.” *Charvat*, 2019 WL 5576932, at *7 (citation omitted). The deadline for Class members to object to or opt out of the Settlements was May 13, 2024. As of May 14, 2024, only one objection had been served, and only fourteen (14) individuals had opted out of the Settlements.⁸ Weisbrot Decl. ¶¶ 45-46. On the conservative assumption that the Settlement Class comprises approximately 200,000 individuals, the opt-out and objection rate is approximately 0.007%. *Id.*⁹ This is, in short, a “miniscule number” of opt-outs and objections “relative to the size of the class.” *Bytedance*, 2022 WL 888943, at *16.

Indeed, as this Court recently observed with respect to a proposed settlement with seven (7) opt-outs and one objection, “the fact that so few members of the Proposed Settlement Class objected to or opted out of the Proposed Settlement suggests strong support.” *Bytedance*, 2022 WL 888943, at *16. In fact, courts have properly approved proposed settlements with much

⁸ There were two late opt-outs. Weisbrot Decl. ¶ 45. Plaintiffs are counting those opt-outs towards the calculation of the opt-outs and objection rate.

⁹ This calculation is “conservative” because Angeion identified over 300,000 unique mail addresses for Class members. Given the high likelihood of duplicate email addresses, the 300,000 is likely an overstatement. Settlement Class Counsel’s estimate of 200,000 Class members, Joint Decl. ¶ 4, is based on the undergraduate attendance at the Defendants and the percentage of those students who received institutional financial aid.

higher numbers of opt-outs. *See, e.g., Uhl v. Thoroughbred Tech. & Telecomm., Inc.*, 309 F.3d 978, 987-88 (7th Cir. 2002) (the district court did not abuse its discretion approving a class settlement from which 250 of the 58,000 class members had opted out). This is a situation in which the “overwhelming support by class members weighs strongly in favor of the fairness, reasonableness, and adequacy of the Proposed Settlement.” *Bytedance*, 2022 WL 888943, at *16.

With respect to the objection that has been filed, the courts “routinely overrule” what amount to “bare objections to settlements.” *Bytedance*, 2022 WL 888943, at *24; *see, e.g., Snyder*, 2019 WL 2103379, at *9 (overruling objection to settlement based on “relatively low per-claim award” in part because “objectors’ reservations about the amount of the settlement could have been resolved by simply opting out of the class and filing separate suits”). On May 20, 2024, the clerk docketed an objection from a member of the proposed Settlement Class who attended Columbia from 2004 to 2008. ECF 691. The sole objector made two points. First, he claimed that the “proposed settlement amount is inadequate,” because, for example, the objector calculates that he is to receive \$1,000 from the Net Settlement Fund but he paid over \$104,000 in tuition. *Id.* Second, he asserted that the allocation plan “benefits younger members of the class at the expense of older members . . . [b]ecause the cost of attending universities has grown significantly over the years.” *Id.*

These objections do not require any changes to the proposed Settlements or Plan of Allocation. As to the first objection, the Settlement Fund amounts to 36% of the single damages amount of \$780.3 million, which is an extraordinary result on its own. In addition, the objector does not discount at all for risk of loss or delay, or taking into account that Plaintiffs continue to prosecute the case against seven Defendants that are each jointly and severally liable for the entire damages amount trebled (less only the amount of the Settlements). As to the second argument, the objector fails to address important facts and risks. It is undisputed that the net prices at issue, discussed further below, have risen faster than inflation. This means that any

artificial price inflation the challenged conduct has caused is likely to have had a marginally greater net effect in more recent years because the prices have inflated from an increasingly higher base price. In addition, older claims like the objector's are more susceptible to a statute of limitations defense, which Defendants have repeatedly signaled they will assert vigorously. Plaintiffs are confident in overcoming this defense, but it is fair and reasonable to discount older claims in light of that risk. The fact that the objector did not opt out, which would otherwise be the way to resolve his concerns, *Snyder*, 2019 WL 2103379, at *9, tends to underscore the risk that older claimants may face.

With respect to the side of the ledger concerning class response, moreover, the facts further and strongly weigh in favor of final approval. As of May 16, 2024, Angeion had received a total of 25,381 online registrations for updates, in addition to the approximately 146 email inquiries to the dedicated email inbox, and approximately 112 email and/or phone call inquiries forwarded from Settlement Class Counsel. Weisbrot Decl. ¶¶ 41-42. These registrations and inquiries are not formal "claims," but do represent an affirmative response rate of approximately 12.8% of the estimated 200,000-member proposed Class.¹⁰

4. The Opinion of Competent Counsel.

Courts often defer to the judgment of experienced counsel, understanding that vigorous, skilled negotiation protects against collusion and advances the fairness interests of Fed R. Civ. P.

¹⁰ This rate falls in line with the claim rates of recent consumer class action settlements. *See, e.g.*, Declaration of Professor William B. Rubenstein, *In re Facebook Biometric Info. Privacy Litig.*, 15-CV-03747 (N.D. Cal.), ECF 517-2 at 4 (classes above 2.7 million class members average claims rates of 1.4%); *Poertner v. Gillette Co.*, 618 F. App'x 624, 626 (11th Cir. 2015) (approving unfair trade practices settlement with 7.26-million-member settlement class and 1% claims rate); *Sullivan v. DB Invs., Inc.*, 667 F.3d 273, 329 n.60 (3d Cir. 2011) (en banc) (claims rates in consumer class settlements "rarely" exceed 7%, "even with the most extensive notice campaigns"); *Perez v. Asurion Corp.*, 501 F. Supp. 2d 1360, 1377 (S.D. Fla. 2007) (1.1% of 10.3-million-member settlement class filed claims); *see also Kolinek v. Walgreen Co.*, 311 F.R.D. 483, 493 (N.D. Ill. 2015) (approving TCPA settlement with 2% claims rate); *Davenport v. Discover Fin. Servs.*, No. 1:15-CV-06052 (N.D. Ill. Dec. 19, 2017) (approving settlement with 3% claims rate).

23(e). *See, e.g., TikTok*, 565 F. Supp. 3d at 1091 (plaintiffs’ “well qualified” counsel attested to their belief that the settlement was fair, reasonable and adequate); *Lucas*, 2017 WL 6733688, at *12 (plaintiffs’ counsel had relevant “extensive experience” and believed settlement to be in the best interest of the class). Indeed, it has long been the law that on final approval of a class settlement, the federal courts are “entitled to rely heavily on the opinion of competent counsel.” *Gautreaux*, 690 F.2d at 631; *accord Hispanics United of DuPage Cnty. v. Village of Addison, Ill.*, 988 F. Supp. 1130, 1170 (N.D. Ill. 1997). In short: “What matters here is that experienced counsel—particularly counsel experienced in class action litigation—have reached the settlement and are proposing it.” *Bytedance*, 2022 WL 888943, at *16 (quotations omitted).

Settlement Class Counsel firmly believe, as discussed and shown in their briefs in support of their motions for preliminary approval, as well as their motions for service awards, reimbursement of expenses, and attorneys’ fees, that the Proposed Settlements are fair and in the best interests of the Class. Settlement Class Counsel have formed this belief on the strength of, as noted above, their decades of experience in complex commercial litigation in general, and in class action and antitrust litigation in particular. Settlement Class Counsel applied that experience during their many rounds of settlement negotiations with the ten Settling Defendants. Accordingly, this factor weighs in favor of final approval.

5. The Stage of the Proceedings and the Discovery Completed.

This factor principally concerns the “nature and amount of discovery” taken as of the settlements, which “may indicate whether counsel negotiating on behalf of the class had an adequate information base.” Fed. R. Civ. P. 23(e)(2)(A) advisory committee’s notes to 2018 amendment; *accord Bytedance*, 2022 WL 888943, at *11. The relevant question focuses on “how additional discovery would have been in the interest of the class or would have resulted in a better settlement.” *Schulte v. Fifth Third Bank*, 805 F. Supp. 2d 560, 588 (N.D. Ill. 2011). In

addition, the “stage of the proceedings at which settlement is reached is important because it indicates how fully the district court and counsel are able to evaluate the merits of plaintiffs’ claims.” *Armstrong v. Bd. of Sch. Dirs.*, 616 F.2d 305, 325 (7th Cir. 1980); accord *In re AT&T Mobility Wireless Data Servs. Sales Litig.*, 270 F.R.D. 330, 350 (N.D. Ill. 2010).

The Proposed Settlements, as shown in Plaintiffs’ summary of the relevant Background, above, are based on substantial fact discovery and expert work, establishing an extensive “information base.” The Settlements occurred in the latter third of the lengthy period of fact discovery. The parties thus have had sufficient opportunity to assess the strengths and weaknesses and “place value on their respective positions in this case.” *In re Cap. One Tel. Consumer Prot. Act Litig.*, 80 F. Supp. 3d 781, 793 (N.D. Ill. 2015). In addition, Settlement Class Counsel have continued to prosecute the case against the remaining Defendants. This continued work has included, for example, the finalization and service on those Defendants of three expert reports on May 14, 2024. Settlement Class Counsel’s continued work, including on those reports, has provided a further information base that continues to bear out the excellent result that the Proposed Settlements represent. Accordingly, this factor weighs in favor of final approval.

E. The Plan of Allocation Is Also Fair, Reasonable, and Adequate

“Federal courts have held that an allocation plan that reimburses class members based on the extent of their injuries is generally reasonable.” *Lucas*, 2017 WL 6733688, at *13 (collecting cases). The Court must also consider “the effectiveness of any proposed method of distributing relief to the class, including the method of processing class-member claims.” Fed. R. Civ. P. 23(e)(2)(C)(ii). The methods of processing claims should not be “so complex that they discourage class members from pursuing valid claims.” *Bytedance*, 2022 WL 888943, at *14. “A requirement that potential claimants fill out a form in order to collect from the settlement fund seldom raises such concerns.” *Id.* (quotations omitted). The same is true with respect to “a

requirement that class members attest to their eligibility for recovery.” *Id.* Courts are “especially wary” of settlements “distributing only the amount actually claimed by the class members, or reversionary funds.” *Id.* (quotations omitted).

Plaintiffs’ proposed Plan of Allocation, which Plaintiffs previously described to the Court in detail as the “Revised Plan of Allocation,” *see, e.g.*, ECF 603-1, raises no such issues. Under the Revised Plan of Allocation, all members of the Settlement Class who timely submit claims (“Claimants”) will receive payments from the Net Settlement Fund, *pro rata*, in proportion to an estimate of the damages allegedly suffered. The Net Settlement Fund shall be disbursed in accordance with the Revised Plan to be approved by the Court at the Final Approval Hearing. In short, under the Revised Plan, Angeion will calculate each Claimant’s *pro rata* share of the Net Settlement Fund based on the formula discussed below. The Revised Plan was designed in conjunction with economists at Econ One consulting group. Where Plaintiffs allege that Defendants’ conduct has artificially inflated the “Net Price” that Class members paid, *see* Second Amended Compl. ¶¶ 7, 238, 241; where “Net Price” includes the price of tuition, fees, room, and board minus all need-based and other forms of aid (excluding loans), *id.* ¶ 5; and where Plaintiffs allege that the challenged conduct sought to affect Net Prices in a consistent manner, it is reasonable to conclude that a reasonable measure of the injury to each Claimant is the average Net Price each Defendant University charged during each year or term that Claimant attended.¹¹ As a result, the Revised Plan proposes to allocate the Net Settlement Fund to each Claimant in proportion to the average Net Price charged by the Defendant to each Claimant for each year or

¹¹ Plaintiffs do not have sufficient data to determine the Net Price each Claimant paid for each year he or she attended, including because the per-student data Plaintiffs have is anonymized. In addition, it would not be efficient or practical to require each Claimant, many of whom attended a Defendant more than a decade ago, to have records of the Net Prices each paid. (The lone objector, for example, states that he was unable to obtain his Net Price information for one of his years.) Under the Plan, Angeion will use data from the U.S. Department of Education, or structured data produced by Defendants, as part of the calculation for determining the *pro rata* shares for Claimants attending Defendants.

term that such Claimant attended that institution. This method can be carried out mechanically based on the data available to the Claims Administrator without requiring Claimants to provide any additional information or take any additional time other than simply filing out a Claim Form.

Under Plaintiffs' proposed Allocation Plan Process, set forth in the accompanying Declaration of Edward Normand ("Normand Decl.") at Ex. 1, Settlement Class Members will submit a Settlement Claim Form ("Claim Form"). The Claim Form will be pre-populated by the Claims Administrator, for each Settlement Class member for whom the Claims Administrator has identity and contact information, with the Settlement Class Member's full name, mailing address for correspondence regarding the distribution of the Net Settlement Fund, and Defendant or Defendants attended (with the option to update any inaccurate information). Settlement Class Members who submit Claim Forms ("Claimants") will provide information for (1) the academic year(s), or portions thereof, each attended and paid for education services while receiving partial need-based grant aid provided by one or more Defendants and (2) attestations that the Claimant meets each of the criteria for membership in the Settlement Class and does not fit into any recognized exception set out in the Settlement Class definition. The Claim Form will indicate that it can be submitted electronically via an online portal available on www.financialaidantitrustsettlement.com (the "Settlement Website") or may be emailed or mailed to Angeion. *See* Allocation Plan Process ¶ 1.

Within 60 days after an order ("Final Approval") finally approving the Proposed Settlements, Revised Plan of Allocation, and Allocation Plan Process, Angeion will mail (via email or else first-class mail) a notice with a link to a pre-populated Claim Form to each Settlement Class Member for whom Angeion has a valid and current address. Allocation Plan Process ¶ 2. If a Settlement Class Member does not receive a Claim Form by mail or email, the Member can complete a Claim Form from the Settlement Website or contact Angeion at (833)

585-3338 or email at info@financialaidantitrustsettlement.com for instructions on how to access the Claim Form. *Id.* ¶ 3. All Claim Forms submitted will be reviewed and processed by Angeion, with assistance from Dr. Hal Singer and his staff at EconOne and Settlement Class Counsel, as required and appropriate. *Id.* ¶¶ 5-8. Angeion will work with EconOne to determine the amount each Claimant is entitled to receive from the Net Settlement Fund following the method set forth in the Revised Plan of Allocation, and to resolve payment to Claimants upon the Court's Final Approval. *Id.* ¶¶ 12-15.

Finally, by agreement among Plaintiffs and the Settling Defendants, if funds are left over from the Net Settlement Fund after distribution to the Settlement Class, and it is determined that it would be inefficient to conduct an additional distribution, the Revised Plan calls for Plaintiffs to seek leave of Court to ask that such left over funds be contributed to a charity focused on increasing access to college for lower income students. *See* ECF 638 ¶ 9.

IV. DEFENDANTS HAVE PROVIDED THE REQUISITE NOTICE UNDER THE CLASS ACTION FAIRNESS ACT

Under the Settlement Agreements, and the Court's orders granting preliminary approval of the Proposed Settlements, *see* ECF 439, 614, 638, Defendants were to serve notice of the Settlement under the Class Action Fairness Act, 28 U.S.C. § 1715 ("CAFA"). The Settling Defendants have confirmed that as of March 13, 2024, they had each done so. *See* Normand Decl. Exs. 1-3. Accordingly, as of the date of the scheduled final Fairness Hearing, which is July 19, 2024, more than 90 days will have passed since Defendants gave notice under CAFA.

V. CONCLUSION

Plaintiffs respectfully request, for the foregoing reasons, that the Court grant Plaintiffs' Motion for Final Approval of the Proposed Settlements.

Dated: May 28, 2024

Respectfully Submitted,

By: /s/ Robert D. Gilbert

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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANDREW CORZO, SIA HENRY, ALEXANDER LEO-
GUERRA, MICHAEL MAERLENDER, BRANDON
PIYEVSKY, BENJAMIN SHUMATE, BRITTANY
TATIANA WEAVER, and CAMERON WILLIAMS,
individually and on behalf of all others similarly situated,

Case No. 1:22-cv-00125

Plaintiffs,

v.

Hon. Matthew F. Kennelly

BROWN UNIVERSITY, CALIFORNIA INSTITUTE
OF TECHNOLOGY, UNIVERSITY OF CHICAGO,
THE TRUSTEES OF COLUMBIA UNIVERSITY IN
THE CITY OF NEW YORK, CORNELL
UNIVERSITY, TRUSTEES OF DARTMOUTH
COLLEGE, DUKE UNIVERSITY, EMORY
UNIVERSITY, GEORGETOWN UNIVERSITY, THE
JOHNS HOPKINS UNIVERSITY, MASSACHUSETTS
INSTITUTE OF TECHNOLOGY, NORTHWESTERN
UNIVERSITY, UNIVERSITY OF NOTRE DAME DU
LAC, THE TRUSTEES OF THE UNIVERSITY OF
PENNSYLVANIA, WILLIAM MARSH RICE
UNIVERSITY, VANDERBILT UNIVERSITY, and
YALE UNIVERSITY,

Defendants.

DECLARATION OF EDWARD NORMAND

I, Edward Normand, am a partner at the law firm of Freedman Normand Friedland LLP,
co-counsel for Plaintiffs in this case. I hereby declare as follows:

1. I submit this Declaration in support of Plaintiffs' Motion for Final Approval of
the Proposed Settlements.

2. Attached at Exhibit 1 is the proposed Allocation Plan Process that Settlement Class Counsel and the third-party claims administrator, Angeion Group LLC, have developed.

3. Attached at Exhibit 2 is the Declaration of Graham D. Penny, dated August 31, 2023, Regarding Notice Pursuant to Class Action Fairness Act of 2005.

4. Attached at Exhibit 3 is the Declaration of Graham D. Penny, dated February 13, 2023, Regarding Notice Pursuant to Class Action Fairness Act of 2005.

5. Attached at Exhibit 4 is the Declaration of Graham D. Penny, dated March 13, 2024, Regarding Notice Pursuant to Class Action Fairness Act of 2005.

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

Executed this 28th day of May 2024.

/s/ Edward Normand
Edward Normand

Exhibit 1

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANDREW CORZO, SIA HENRY, ALEXANDER
LEO-GUERRA, MICHAEL MAERLENDER,
BRANDON PIYEVSKY, BENJAMIN SHUMATE,
BRITTANY TATIANA WEAVER, and
CAMERON WILLIAMS, individually and on
behalf of all others similarly situated,

Plaintiffs,

v.

BROWN UNIVERSITY, CALIFORNIA
INSTITUTE OF TECHNOLOGY, UNIVERSITY
OF CHICAGO, THE TRUSTEES OF COLUMBIA
UNIVERSITY IN THE CITY OF NEW YORK,
CORNELL UNIVERSITY, TRUSTEES OF
DARTMOUTH COLLEGE, DUKE UNIVERSITY,
EMORY UNIVERSITY, GEORGETOWN
UNIVERSITY, THE JOHNS HOPKINS
UNIVERSITY, MASSACHUSETTS INSTITUTE
OF TECHNOLOGY, NORTHWESTERN
UNIVERSITY, UNIVERSITY OF NOTRE DAME
DU LAC, THE TRUSTEES OF THE
UNIVERSITY OF PENNSYLVANIA, WILLIAM
MARSH RICE UNIVERSITY, VANDERBILT
UNIVERSITY, and YALE UNIVERSITY,

Defendants.

Case No.: 1:22-cv-00125

Hon. Matthew F. Kennelly

PLAINTIFFS' [PROPOSED] ALLOCATION PLAN PROCESS

INTRODUCTION

Plaintiffs have articulated, and the Court has preliminarily approved, the Revised Plan of Allocation (ECF 603-9) for allocating the \$284,000,000 Settlement Fund, plus any interest earned on the Settlement Fund, and net of Court-awarded attorneys' fees, expenses, service awards for Class Representatives, and Settlement Costs ("Net Settlement Fund"). Plaintiffs now submit this proposed Allocation Plan Process to discuss the process by which Settlement Class Members will make claims on the Net Settlement Fund, for distributing funds to Settlement Class Members, for reporting distribution of the Net Settlement Fund to the Court, and for resolution of any related disputes.

CLAIM FORM

1. Settlement Class Members will submit a Settlement Claim Form ("Claim Form") attached to the Steven Weisbrot May 28, 2024 Declaration as Exhibit F. The Claim Form will contain the Settlement Class definition and will be pre-populated by the Claims Administrator (Angeion Group LLC, or "Angeion"), for each Settlement Class Member for whom the Claims Administrator has identity and contact information, with the Settlement Class Member's full name, mailing address for correspondence regarding the distribution of the Net Settlement Fund, and Defendant University or Universities attended during the Class Period (with the option to update any inaccurate information). Settlement Class Members who submit Claim Forms ("Claimants") will provide the following information through the Claim Form process: (1) the academic year(s), or portions thereof, each attended and paid for education services while receiving partial need-based grant aid provided by one or more Defendants during the Class Period; (2) the institution(s) attended during the Class Period; (3) one or more documents demonstrating membership in the Settlement Class; and (4) attestations under oath that the

Claimant meets each of the criteria for membership in the Settlement Class and does not fit into any recognized exception set out in the Settlement Class definition. The Claim Form can be submitted electronically via an online portal available on www.financialaidantitrustsettlement.com (the “Settlement Website”).

TIMELINE AND PROCESS FOR SUBMITTING CLAIMS

2. Within 60 days after the Court issues an order finally approving (“Final Approval”) the Settlements, Revised Plan of Allocation, and Allocation Plan Process, Angeion will mail (via email or first-class mail if Angeion has no valid email address for that individual) a notice with a link to a pre-populated Claim Form to each Settlement Class Member for whom Angeion has a valid and current address.

3. If a Settlement Class Member does not receive a Claim Form by mail or email, the Settlement Class Member can complete a Claim Form from the Settlement Website or contact Angeion by phone at (833) 585-3338 or email at info@financialaidantitrustsettlement.com for instructions on how to access the Claim Form.

4. *Timeliness.* For members of the Settlement Class, the submission of a fully executed Claim Form to Angeion will be deemed timely if it is received within 150 days of Final Approval.

PROCESSING OF CLAIMS

5. All Claim Forms submitted will be reviewed and processed by Angeion, with assistance from Dr. Singer and his staff at EconOne and Settlement Class Counsel, as required and appropriate.

6. *Acceptance and Rejection.* Angeion shall first determine whether a submitted Claim Form received is timely, properly completed, and signed. If a Claim Form is incomplete,

Angeion shall communicate with the Claimant via mail, email, or telephone regarding the deficiency. Angeion will review all completed, non-deficient Claim Forms to determine whether each will be accepted or rejected. Angeion shall also be charged with verifying that Claim Forms do not have indicia of fraud, and as part of its role, Angeion may contact Claimants requesting additional documentation or other materials. Claimants will have 28 days from the date they are contacted by Angeion to cure any identified deficiency or to verify Settlement Class membership or other information provided on the Claim Form. If a Claimant fails to adequately respond and/or correct any perceived deficiency within 28 days, Angeion in consultation with Settlement Class Counsel may reject the claim, and the Claimant shall be notified in writing the reason(s) for rejection. Any Claimant whose Claim Form is rejected may seek review by the Court via the appeals process described in paragraphs 24-25 below.

7. All correctly completed late Claim Forms will be processed by Angeion but marked as “Late Approved Claims.” If Settlement Class Counsel, in conjunction with Angeion, conclude that, in their collective judgment, any such “Late Approved Claims” should ultimately not be accepted, the Claimant will be so notified, and then may seek review by the Court via the appeals process described in paragraphs 16-17 below.

8. *The Pro Rata Distribution Calculation for Claimants.* EconOne, in consultation with Angeion and Settlement Class Counsel, will be responsible for determining the total amount each Claimant will receive of the Net Settlement Fund pursuant to the methodology described in the Revised Plan of Allocation, ECF 603-9, at 8-10. Once Angeion has determined which claims submitted by Claimants are approved, EconOne will work with Angeion to calculate each Claimant’s *pro rata* share of the Net Settlement Fund as determined by the calculation described in the Revised Plan of Allocation. This will include analysis of the years (or fractions of years)

Claimants attended Defendant Universities and the average net cost of attendance for each year during the Class Period at each Defendant University.¹

PROCESSING CHALLENGED CLAIMS

9. Angeion, in consultation with EconOne and Settlement Class Counsel, shall review all written challenges by Claimants to Angeion's determinations. If upon review of a challenge and any supporting documentation submitted by the Claimant, Angeion and EconOne, or Settlement Class Counsel, decide to amend or modify their determination, Angeion shall advise the Claimant who made the challenge. Any such determinations shall be final, subject to the appeals process described in paragraphs 16-17 below.

10. Where Angeion, in consultation with EconOne or Settlement Class Counsel, determines that a challenge requires additional information or documentation, Angeion shall so advise the Claimant and provide that Claimant an opportunity to cure the deficiency within 28 days, as set forth in paragraph 6 above. If that Claimant fails to cure the deficiency within that time, the challenge will be rejected and the Claimant will be notified of the rejection of its challenge in writing, which notification shall be deemed final subject to the appeals process described below in paragraphs 16-17 below.

11. If Angeion, in consultation with EconOne or Settlement Class Counsel, concludes that it has enough information to properly evaluate a challenge and maintains that its initial determinations were correct, it will so inform the Claimant in writing. Such notification shall be deemed final subject to any appeal of that decision to the Court.

REPORT TO THE COURT REGARDING DISTRIBUTION OF THE NET SETTLEMENT FUND

¹ Angeion will use data from the U.S. Department of Education, or structured data produced by Defendants, as part of the calculation for determining the *pro rata* shares for Claimants attending Defendants.

12. Angeion will work with EconOne to determine the amount each Claimant is entitled to receive from the Net Settlement Fund following the method set forth in the Revised Plan of Allocation (ECF No. 603-9). After this process is completed, Angeion will prepare a final report for the Court's review and approval ("Final Report"). The Final Report will explain the tasks and methodologies employed by Angeion in processing the claims and administering the Revised Plan of Allocation. It will also contain (a) a list of purported Settlement Class Members who filed Claim Forms or were rejected and the reasons for the rejections, (b) a list of challenges (if any) to the estimated distribution amounts that were rejected and the reasons for rejecting the challenges, and (c) the date any such Claimant whose challenge was rejected was informed by Angeion of that rejection for purposes of calculating the timeliness of any appeal using the procedures set forth below. Finally, the Final Report shall contain an accounting of the expenses associated with the Revised Plan of Allocation, including bills from EconOne and Angeion, any taxes that are due and owing on the Escrow Accounts, and any other fees or expenses associated with the settlement administration and allocation process. Those costs are to be paid by out of the Settlement Fund upon Court approval.

PAYMENT TO CLAIMANTS

13. Upon Court approval of the Final Report, Angeion shall issue, with Court approval, a check or other form of secure payment to each Claimant who has submitted a complete and valid Claim Form, including to each Claimant who filed a Late Approved Claim.

14. Subject to further Order of the Court, any monies from the Net Settlement Fund that remain unclaimed after any initial distribution shall, if economically feasible, be distributed (with Court approval) to Claimants in an additional distribution or distributions based on the same calculations described above.

15. Insofar as the Net Settlement Fund includes residual funds after distribution or distributions as set forth in the preceding sections that cannot be economically or efficiently distributed to the Claimants (because of the costs of distribution as compared to the amount remaining), Settlement Class Counsel shall make an application to the Court for such sums to be used to make *cy pres* payments for the benefit of members of the Settlement Class. *See* Settlement Agreements ¶ 9.

RESOLUTION OF DISPUTES

16. In the event of any disputes between Claimants and Angeion on any subject (*e.g.*, timeliness, required completeness or documentation of a claim, the calculation of a Claimant's *pro rata* share of the Net Settlement Fund), the decision of Angeion shall be final, subject to the Claimant's right to seek review by the Court. In notifying a Claimant of the final rejection of a Claim or a challenge thereto, Angeion shall notify the Claimant of its right to seek such review.

17. Any such appeal by a Claimant must be submitted in writing to the Court, with copies to Angeion and Settlement Class Counsel, within 21 days of Angeion's sending a final rejection notification to the Claimant.

Dated: May 28, 2024

Respectfully Submitted,

By: /s/ Robert D. Gilbert

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Elpidio Villarreal
Robert S. Raymar
David Copeland
Natasha Zaslove
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Counsel for Plaintiffs

Exhibit 2

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANDREW CORZO, SIA HENRY, ALEXANDER LEO-GUERRA, MICHAEL MAERLENDER, BRANDON PIYEVSKY, BENJAMIN SHUMATBRITTANY TATIANA WEAVER, and CAMERON WILLIAMS, individually and on behalf of all others similarly situated,

Plaintiffs,

v.

BROWN UNIVERSITY, CALIFORNIA INSTITUTE OF TECHNOLOGY, UNIVERSITY OF CHICAGO, THE TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK, CORNELL UNIVERSITY, TRUSTEES OF DARTMOUTH COLLEGE, DUKE UNIVERSITY, EMORY UNIVERSITY, GEORGETOWN UNIVERSITY, THE JOHNS HOPKINS UNIVERSITY, MASSACHUSETTS INSTITUTE OF TECHNOLOGY, NORTHWESTERN UNIVERSITY, UNIVERSITY OF NOTRE DAM DU LAC, THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, WILLIAM MARSH RICE UNIVERSITY, VANDERBILT UNIVERSITY, and YALE UNIVERSITY,

Defendants.

Case No.: 1:22-cv-00125

Hon. Matthew F. Kennelly

**DECLARATION OF GRAHAM D. PENNY REGARDING NOTICE PURSUANT TO
CLASS ACTION FAIRNESS ACT OF 2005**

I, Graham D. Penny, declare as follows:

1. I am an Assistant Director of JND Legal Administration, LLC (“JND”). JND is a legal administration services provider with its headquarters located in Seattle, Washington. This

Declaration is based on my personal knowledge as well as upon information provided to me by experienced JND employees.

2. JND was asked by Counsel for the University of Chicago to effect notice of the proposed Settlement in the above-captioned action pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 (“CAFA”). On August 21, 2023, JND duly sent by Federal Express or U.S. Mail notice of the settlement in the action to the United States Attorney General and to the appropriate State officials. An example CAFA notice and list of recipients is attached hereto as **Exhibit A**.

3. JND subsequently confirmed that all of the notices had been delivered. Copies of the delivery reports are attached hereto as **Exhibit B**. As of the date of this Declaration, JND has not received any inquiries or objections from any State or Federal officials.

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

Executed on August 31, 2023, at Totowa, New Jersey.

BY: 

GRAHAM D. PENNY

Exhibit A



James L. Cooper
+1 202.942.5014 Direct
James.Cooper@arnoldporter.com

August 21, 2023

VIA FEDEX OR USPS

United States Attorney General
And Other Attorneys General and Officials
Identified in Exhibit A

Re: **CAFA Notice of Proposed Settlement, *Henry et al. v. Brown University et al.*, No. 1:22-cv-00125 (N.D. Ill.)**

Dear Sir/Madam:

Pursuant to the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715(b), the University of Chicago (“UChicago”) hereby serves notice of a proposed settlement in *Henry et al. v. Brown University et al.*, No. 1:22-cv-00125 (the “Action”) pending in the United States District Court for the Northern District of Illinois (the “Court”).

A motion for preliminary approval of the proposed settlement in the Action was filed with the Court on August 14, 2023. In compliance with the requirements set forth in CAFA, UChicago encloses a CD containing copies of the following documents related to the Action:

1. The original class action complaint filed by individual named plaintiffs in the Action on January 9, 2022;
2. The first amended class action complaint filed by individual named plaintiffs in the Action on February 15, 2022;
3. The second amended class action complaint filed by individual named plaintiffs in the Action on February 15, 2022;
4. Plaintiffs’ Unopposed Motion for Preliminary Approval of Settlement, Provisional Certification of Proposed Settlement Class, Approval of Notice Plan, and Approval of the Proposed Schedule for Completing the Settlement Process, including the Settlement Agreement, executed August 7, 2023, which is attachment #3 to the motion and includes an Escrow Agreement; and proposed Summary and Long

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Form notices as attachments #9 and #10 to the motion (collectively, “Motion for Preliminary Approval”).

An index of the above exhibits is attached hereto as Exhibit B.

It is not feasible to identify the names of putative class members who reside in each state, district, or territory, or to estimate the proportionate share of the claims of such members to the entire settlement. The proposed settlement class includes approximately two decades of current and former undergraduate students who attended 17 different universities, were U.S. citizens or permanent residents, and received certain need-based financial aid, with exclusions based on, among other things, the amount of financial aid received. The class definition is as follows:

All U.S. citizens or permanent residents who have during the Class Period (a) enrolled in one or more of Defendants' full-time undergraduate programs, and (b) received at least some need-based financial aid from one or more Defendants, and (c) directly purchased from one or more Defendants tuition, fees, room, or board that was not fully covered by the combination of any types of financial aid or merit aid (not including loans) in any undergraduate year.¹

The Class Period is defined as follows:

- i. For UChicago, Columbia, Cornell, Duke, Georgetown, MIT, Northwestern, Notre Dame, Penn, Rice, Vanderbilt, Yale—from 2003 through the date the Court enters an order preliminarily approving the Settlement.
- ii. For Brown, Dartmouth, Emory—from 2004 through the date the Court enters an order preliminarily approving the Settlement.
- iii. For CalTech—from 2019 through the date of the Court enters an order preliminarily approving the Settlement.

¹ For avoidance of doubt, the Class does not include purchasers for whom the total cost they were charged by the Defendant or Defendants whose institution(s) they attended, including tuition, fees, room, or board for each undergraduate academic year, was covered by any form of financial aid or merit aid (not including loans) from one or more Defendants.

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And Other Attorneys General and Officials
August 21, 2023
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- iv. For Johns Hopkins—from 2021 to the date the Court enters an order preliminarily approving the Settlement.

Excluded from the Class are:

- i. Any Officers and/or Trustees of Defendants, or any current or former employees holding any of the following positions: Assistant or Associate Vice Presidents or Vice Provosts, Executive Directors, or Directors of Defendants' Financial Aid and Admissions offices, or any Deans or Vice Deans, or any employees in Defendants in-house legal offices; and
- ii. the Judge presiding over this action, his or her law clerks, spouse, and any person within the third degree of relationship living in the Judge's household and the spouse of such a person.

Plaintiffs estimate that the settlement class includes approximately 200,000 U.S. citizens and permanent residents. Based on that estimated class size and census data related to each state, district, or territory's population over age of 25 that has a bachelor's degree, Exhibit C estimates the number of putative class members who reside in each state, district or territory, and the estimated proportionate share of the claims of such members to the entire settlement. Each class member would receive a share of the proposed settlement in accordance with the proposed plan of allocation described in Plaintiffs' memorandum in support of their Motion for Preliminary Approval and Exhibit D to the Motion for Preliminary Approval.

As of the date of this letter:

- i. There are no other agreements between Class Counsel and counsel for UChicago beyond those set forth in the Settlement Agreement and Escrow Agreement.
- ii. UChicago is not aware of any other settlement agreements made between Class Counsel and counsel for other defendants.
- iii. The next status hearing for this matter is scheduled for August 24, 2023, at 1:00 pm CDT. Any party wishing to speak at that hearing must appear in person. The Court has indicated a plan to hold in-person status hearings every six weeks thereafter, which have not yet been scheduled.

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- iv. The Court has not issued any written judicial opinion or order relating to the settlement agreement, proposed notice, or Motion for Preliminary Approval.
- v. The Court has not ordered any final judgment or notice of dismissal.

Sincerely,

/s/ James L. Cooper

Enclosures as stated

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Exhibit A

CAFA Notice Distribution List

1. Merrick Garland
Office of the U.S. Attorney General
U.S. Department of Justice
950 Pennsylvania Ave NW
Washington, DC 20530-0001
2. Treg R. Taylor
Office of the Attorney General, State of Alaska
1031 W 4th Ave, Ste 200
Anchorage, AK 99501
3. Steve Marshall
Attorney General's Office, State of Alabama
501 Washington Ave
Montgomery, AL 36104
4. Tim Griffin
Office of the Attorney General, State of Arkansas
323 Center St, Ste 200
Little Rock, AR 72201-2610
5. Kris Mayes
Office of the Attorney General, State of Arizona
2005 N Central Ave
Phoenix, AZ 85004-2926
6. CAFA Coordinator
Office of the Attorney General, State of California
Consumer Protection Section
455 Golden Gate Ave., Ste 11000
San Francisco, CA 94102-7004

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7. Phil Weiser
Office of the Attorney General, State of Colorado
Ralph L. Carr Judicial Building
1300 Broadway, 10th Fl
Denver, CO 80203
8. William Tong
Office of the Attorney General, State of Connecticut
165 Capitol Ave
Hartford, CT 06106
9. Brian Schwalb
Office of the Attorney General, District of Columbia
400 6th St NW
Washington, DC 20001
10. Kathy Jennings
Delaware Department of Justice, State of Delaware
Carvel State Office Building
820 N French Street
Wilmington, DE 19801-3520
11. Ashley Moody
Office of the Attorney General, State of Florida
PL-01 The Capitol
Tallahassee, FL 32399-1050
12. Chris Carr
Office of the Attorney General, State of Georgia
40 Capitol Sq SW
Atlanta, GA 30334-1300
13. Anne E. Lopez
Department of the Attorney General, State of Hawaii
425 Queen Street
Honolulu, HI 96813-2903

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14. Brenna Bird
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Hoover State Office Building
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Des Moines, IA 50319-0109
15. Raúl R. Labrador
Office of the Attorney General, State of Idaho
700 W. Jefferson St, Suite 210
Boise, ID 83720
16. Kwame Raoul
Office of the Attorney General
James R. Thompson Center
100 W. Randolph St
Chicago, IL 60601
17. Ginger Ostro, Executive Director
Illinois Board of Higher Education
1 North Old State Capitol Plz, Ste 333
Springfield, IL 62701-1377
18. Todd Rokita
Office of the Attorney General, State of Indiana
Indiana Government Center South
302 W Washington St 5th Fl
Indianapolis, IN 46204
19. Kris W. Kobach
Office of the Attorney General, State of Kansas
120 SW 10th Ave, 2nd Fl
Topeka, KS 66612-1597
20. Daniel Cameron
Office of the Attorney General, Commonwealth of Kentucky
Capitol Building
700 Capitol Ave Ste 118
Frankfort, KY 40601-3449

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21. Jeff Landry
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General Counsel's Office
Office of Attorney General, Commonwealth of Massachusetts
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Boston, MA 02108
23. Anthony G. Brown
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200 St. Paul Pl
Baltimore, MD 21202
24. Aaron Frey
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6 State House Station
Augusta, ME 04333-0006
25. Dana Nessel
Department of Attorney General, State of Michigan
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Lansing, MI 48933-1067
26. Keith Ellison
Office of the Attorney General, State of Minnesota
445 Minnesota St, Suite 1400
St. Paul, MN 55101-2131
27. Andrew Bailey
Attorney General's Office, State of Missouri
Supreme Court Building
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Jefferson City, MO 65101-1516

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32. Mike Hilgers
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Lincoln, NE 68509
33. John Formella
Office of the Attorney General, State of New Hampshire
NH Department of Justice
33 Capitol St.
Concord, NH 03301
34. Matthew J. Platkin
Office of the Attorney General, State of New Jersey
Richard J. Hughes Justice Complex
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Trenton, NJ 08611

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And Other Attorneys General and Officials
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36. Aaron Ford
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38. Dave Yost
Attorney General's Office, State of Ohio
State Office Tower
30 E Broad St 14th Fl
Columbus, OH 43215-3414
39. Gentner Drummond
Office of the Attorney General, State of Oklahoma
313 NE 21st St
Oklahoma City, OK 73105-3207
40. Ellen F. Rosenblum
Oregon Department of Justice
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1162 Court St NE
Salem, OR 97301-4096
41. Michelle Henry
Office of the Attorney General, Commonwealth of Pennsylvania
Strawberry Square 16th Fl
Harrisburg, PA 17120

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United States Attorney General
And Other Attorneys General and Officials
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42. Peter F. Neronha
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Salt Lake City, UT 84114
48. Jason S. Miyares
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United States Attorney General
And Other Attorneys General and Officials
August 21, 2023
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Madison, WI 53707-7857
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Cheyenne, WY 82002-3642
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Department of Legal Affairs
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United States Attorney General
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August 21, 2023
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58. Ariel Smith
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United States Attorney General
And Other Attorneys General and Officials
August 21, 2023
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Exhibit B

INDEX OF EXHIBITS

Ex. No.	Document	No. 1:22-cv-125 N.D. Ill. Dkt. #
1.	Class Action Complaint	1
2.	Amended Class Action Complaint	106
3.	Second Amended and Supplemental Class Action Complaint	308
4.	Plaintiffs' Unopposed Motion for Preliminary Approval of Settlement, Provisional Certification of Proposed Settlement Class, Approval of Notice Plan, and Approval of the Proposed Schedule for Completing the Settlement Process	428

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Exhibit C

Estimate of Proportionate Share

U.S. State, District, or Territory	Estimated Share of Settlement	Estimated Number of Putative Class Members (Assuming 200,000 Class Members)
Alabama	1.17%	2,340
Alaska	0.20%	400
Arizona	2.00%	4,000
Arkansas	0.64%	1,280
California	12.08%	24,160
Colorado	2.23%	4,460
Connecticut	1.32%	2,640
Delaware	0.31%	620
District of Columbia	0.37%	740
Florida	6.48%	12,960
Georgia	3.11%	6,220
Hawaii	0.45%	900
Idaho	0.48%	960
Illinois	4.02%	8,040
Indiana	1.63%	3,260
Iowa	0.81%	1,620
Kansas	0.85%	1,700
Kentucky	1.03%	2,060
Louisiana	1.02%	2,040
Maine	0.45%	900
Maryland	2.26%	4,520
Massachusetts	2.85%	5,700
Michigan	2.74%	5,480
Minnesota	1.88%	3,760
Mississippi	0.60%	1,200
Missouri	1.66%	3,320
Montana	0.33%	660
Nebraska	0.55%	1,100
Nevada	0.75%	1,500
New Hampshire	0.50%	1,000
New Jersey	3.46%	6,920
New Mexico	0.54%	1,080

Arnold & Porter

United States Attorney General
 And Other Attorneys General and Officials
 August 21, 2023
 Page 16

U.S. State, District, or Territory	Estimated Share of Settlement	Estimated Number of Putative Class Members (Assuming 200,000 Class Members)
New York	6.93%	13,860
North Carolina	3.14%	6,280
North Dakota	0.20%	400
Ohio	3.09%	6,180
Oklahoma	0.91%	1,820
Oregon	1.37%	2,740
Pennsylvania	3.93%	7,860
Puerto Rico	0.85%	1,700
Rhode Island	0.35%	700
South Carolina	1.41%	2,820
South Dakota	0.23%	460
Tennessee	1.82%	3,640
Texas	7.90%	15,800
Utah	0.92%	1,840
Vermont	0.26%	520
Virginia	3.08%	6,160
Washington	2.61%	5,220
West Virginia	0.38%	760
Wisconsin	1.65%	3,300
Wyoming	0.14%	280
American Samoa	0.01%	20
Guam	0.02%	40
Northern Mariana Islands	0.01%	20
U.S. Virgin Islands	0.01%	20
TOTAL	100%	200,000

Exhibit B



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Summary Tracking Results

TRACKING ID	SHIP DATE	SHIPPER CITY, STATE	RECIPIENT CITY, STATE	STATUS	DELIVERY DATE	SCHEDULED DELIVERY DATE	SERVICE
773092245279	8/21/23	SEATTLE, WA	Washington, DC	Delivered	8/22/23 9:15 AM		FedEx Express
773092328268	8/21/23	SEATTLE, WA	Anchorage, AK	Delivered	8/22/23 9:37 AM		FedEx Express
773092327478	8/21/23	SEATTLE, WA	Montgomery, AL	Delivered	8/22/23 9:51 AM		FedEx Express
773092322844	8/21/23	SEATTLE, WA	Little Rock, AR	Delivered	8/22/23 9:03 AM		FedEx Express
773092230600	8/21/23	SEATTLE, WA	Phoenix, AZ	Delivered	8/22/23 9:26 AM		FedEx Express
773092200972	8/21/23	SEATTLE, WA	San Francisco, CA	Delivered	8/22/23 12:24 PM		FedEx Express
773092245073	8/21/23	SEATTLE, WA	Denver, CO	Delivered	8/22/23 10:10 AM		FedEx Express
773092327158	8/21/23	SEATTLE, WA	Hartford, CT	Delivered	8/22/23 10:21 AM		FedEx Express
773092201280	8/21/23	SEATTLE, WA	Washington, DC	Delivered	8/22/23 10:00 AM		FedEx Express
773092229088	8/21/23	SEATTLE, WA	Wilmington, DE	Delivered	8/22/23 9:22 AM		FedEx Express
773092127910	8/21/23	SEATTLE, WA	Tallahassee, FL	Delivered	8/22/23 8:58 AM		FedEx Express
773092201085	8/21/23	SEATTLE, WA	Atlanta, GA	Delivered	8/22/23 9:21 AM		FedEx Express
773092372264	8/21/23	SEATTLE, WA	Honolulu, HI	Delivered	8/22/23 12:03 PM		FedEx Express



773092200619	8/21/23	SEATTLE, WA	Des Moines, IA		Delivered	8/22/23 9:56 AM	FedEx Express
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773092224914	8/21/23	SEATTLE, WA	Springfield, IL		Delivered	8/22/23 11:56 AM	FedEx Express
773092327526	8/21/23	SEATTLE, WA	Indianapolis, IN		Delivered	8/22/23 10:19 AM	FedEx Express
773092231033	8/21/23	SEATTLE, WA	Topeka, KS		Delivered	8/22/23 9:24 AM	FedEx Express
773092224774	8/21/23	SEATTLE, WA	Frankfort, KY		Delivered	8/22/23 1:31 PM	FedEx Express
773092229434	8/21/23	SEATTLE, WA	Baton Rouge, LA		Delivered	8/22/23 10:33 AM	FedEx Express
773092200218	8/21/23	SEATTLE, WA	Boston, MA		Delivered	8/22/23 10:07 AM	FedEx Express
773092129935	8/21/23	SEATTLE, WA	Baltimore, MD		Delivered	8/22/23 10:31 AM	FedEx Express
773092129615	8/21/23	SEATTLE, WA	Augusta, ME		Delivered	8/22/23 10:02 AM	FedEx Express
773092201203	8/21/23	SEATTLE, WA	Lansing, MI		Delivered	8/22/23 10:29 AM	FedEx Express
773092230368	8/21/23	SEATTLE, WA	St. Paul, MN		Delivered	8/22/23 9:44 AM	FedEx Express
773092129020	8/21/23	SEATTLE, WA	Jefferson City, MO		Delivered	8/22/23 11:10 AM	FedEx Express
773092231147	8/21/23	SEATTLE, WA	Jackson, MS		Delivered	8/22/23 10:05 AM	FedEx Express
773092129784	8/21/23	SEATTLE, WA	Helena, MT		Delivered	8/22/23 2:38 PM	FedEx Express



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773092230574	8/21/23	SEATTLE, WA	Raleigh, NC	Delivered	8/22/23 8:58 AM		FedEx Express
773092225185	8/21/23	SEATTLE, WA	Bismarck, ND	Delivered	8/22/23 10:41 AM		FedEx Express
773092246849	8/21/23	SEATTLE, WA	Lincoln, NE	Delivered	8/22/23 10:28 AM		FedEx Express
773092230563	8/21/23	SEATTLE, WA	Concord, NH	Delivered	8/22/23 10:19 AM		FedEx Express
773092245051	8/21/23	SEATTLE, WA	Trenton, NJ	Delivered	8/22/23 9:34 AM		FedEx Express
773092246301	8/21/23	SEATTLE, WA	Santa Fe, NM	Delivered	8/22/23 9:22 AM		FedEx Express
773092128608	8/21/23	SEATTLE, WA	Carson City, NV	Delivered	8/22/23 9:19 AM		FedEx Express
773092199688	8/21/23	SEATTLE, WA	New York, NY	Delivered	8/22/23 8:35 AM		FedEx Express
773092224590	8/21/23	SEATTLE, WA	Columbus, OH	Delivered	8/22/23 9:23 AM		FedEx Express
773092224811	8/21/23	SEATTLE, WA	Oklahoma City, OK	Delivered	8/22/23 9:20 AM		FedEx Express
773092225380	8/21/23	SEATTLE, WA	Salem, OR	Delivered	8/22/23 9:42 AM		FedEx Express
773092244950	8/21/23	SEATTLE, WA	Harrisburg, PA	Delivered	8/22/23 10:09 AM		FedEx Express
773092246460	8/21/23	SEATTLE, WA	Providence, RI	Delivered	8/22/23 9:23 AM		FedEx Express



773092128620	8/21/23	SEATTLE, WA	Columbia, SC		Delivered	8/22/23 8:54 AM	FedEx Express
773092245349	8/21/23	SEATTLE, WA	Pierre, SD		Delivered	8/22/23 10:11 AM	FedEx Express
773092230736	8/21/23	SEATTLE, WA	Nashville, TN		Delivered	8/22/23 12:53 PM	FedEx Express
773092125860	8/21/23	SEATTLE, WA	Austin, TX		Delivered	8/22/23 10:20 AM	FedEx Express
773092324148	8/21/23	SEATTLE, WA	Salt Lake City, UT		Delivered	8/22/23 9:47 AM	FedEx Express
773092225406	8/21/23	SEATTLE, WA	Richmond, VA		Delivered	8/22/23 9:51 AM	FedEx Express
773092199427	8/21/23	SEATTLE, WA	Montpelier, VT		Delivered	8/22/23 10:29 AM	FedEx Express
773092199806	8/21/23	SEATTLE, WA	Olympia, WA		Delivered	8/22/23 10:29 AM	FedEx Express
773092246551	8/21/23	SEATTLE, WA	Charleston, WV		Delivered	8/22/23 9:16 AM	FedEx Express
773092200961	8/21/23	SEATTLE, WA	Cheyenne, WY		Delivered	8/23/23 11:41 AM	FedEx Express
773100395050	8/21/23	SEATTLE, WA	TAMUNING		Delivered	8/28/23 8:20 AM	FedEx Express
773100425344	8/21/23	SEATTLE, WA	SAIPAN		Delivered	8/31/23 8:31 AM	FedEx Express
773100360446	8/21/23	SEATTLE, WA	SAN JUAN, PR		Delivered	8/23/23 4:02 PM	FedEx Express
773092388594	8/21/23	SEATTLE, WA	ST THOMAS		Delivered	8/22/23 2:19 PM	FedEx Express

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Scheduled Delivery by

TUESDAY

22

August
2023 ⓘ

by
6:00pm ⓘ

Your item has been delivered and is available at a PO Box at 8:37 am on August 22, 2023 in MADISON, WI 53707.

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MADISON, WI 53707

August 22, 2023, 8:37 am

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Tracking Number:

Remove X

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Scheduled Delivery by

WEDNESDAY

23

August
2023 ⓘ

by
6:00pm ⓘ

Your item has been delivered and is available at a PO Box at 4:13 am on August 25, 2023 in PAGO PAGO, AS 96799.

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Delivered, PO Box

PAGO PAGO, AS 96799

August 25, 2023, 4:13 am

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Exhibit 3

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANDREW CORZO, SIA HENRY, ALEXANDER LEO-GUERRA, MICHAEL MAERLENDER, BRANDON PIYEVSKY, BENJAMIN SHUMATBRITTANY TATIANA WEAVER, and CAMERON WILLIAMS, individually and on behalf of all others similarly situated,

Plaintiffs,

v.

BROWN UNIVERSITY, CALIFORNIA INSTITUTE OF TECHNOLOGY, UNIVERSITY OF CHICAGO, THE TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK, CORNELL UNIVERSITY, TRUSTEES OF DARTMOUTH COLLEGE, DUKE UNIVERSITY, EMORY UNIVERSITY, GEORGETOWN UNIVERSITY, THE JOHNS HOPKINS UNIVERSITY, MASSACHUSETTS INSTITUTE OF TECHNOLOGY, NORTHWESTERN UNIVERSITY, UNIVERSITY OF NOTRE DAM DU LAC, THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, WILLIAM MARSH RICE UNIVERSITY, VANDERBILT UNIVERSITY, and YALE UNIVERSITY,

Defendants.

Case No.: 1:22-cv-00125

Hon. Matthew F. Kennelly

**DECLARATION OF GRAHAM D. PENNY REGARDING NOTICE PURSUANT TO
CLASS ACTION FAIRNESS ACT OF 2005**

I, Graham D. Penny, declare as follows:

1. I am an Assistant Director of JND Legal Administration, LLC (“JND”). JND is a legal administration services provider with its headquarters located in Seattle, Washington. This

Declaration is based on my personal knowledge as well as upon information provided to me by experienced JND employees.

2. JND was asked by Counsel for Brown University, the University of Chicago, the Trustees of Columbia University in the City of New York, Duke University, Emory University, and Yale University to effect notice of the proposed Settlement in the above-captioned action pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 (“CAFA”). On February 2, 2024, JND duly sent by Federal Express or U.S. Mail notice of the settlement in the action to the United States Attorney General, the appropriate State officials, the Inspector General of the State of Georgia, and the Executive Director of the Illinois Board of Higher Education. An example CAFA notice and list of recipients is attached hereto as **Exhibit A**.

3. JND subsequently confirmed that all of the notices had been delivered. Copies of the delivery reports are attached hereto as **Exhibit B**. As of the date of this Declaration, JND has not received any inquiries or objections from any State or Federal officials.

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

Executed on February 13, 2024, at Totowa, New Jersey.

BY:



GRAHAM D. PENNY

Exhibit A

February 2, 2024

Via USPS or Fedex

United States Attorney General
& Other Attorneys General and Officials
Identified in Exhibit A

Re: **Class Action Fairness Act Notice of Proposed Settlements, *Henry et al. v. Brown University et al.*, No. 1:22-cv-00125 (N.D. Ill.)**

Dear Sir/Madam:

Pursuant to the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715(b), Brown University, The Trustees of Columbia University in the City of New York, Duke University, Emory University, and Yale University (together, the “Settling Universities”) hereby serve notice of their proposed settlements in *Henry et al. v. Brown University et al.*, No. 1:22-cv-00125 (the “Action”) pending in the U.S. District Court for the Northern District of Illinois (the “Court”), and the University of Chicago provides notice of alignment of the class definition applicable to its proposed settlement in the Action for which notice dated August 21, 2023 was previously provided.

A motion for preliminary approval of the proposed settlements and to align the class definition in the University of Chicago settlement was filed with the Court on January 23, 2024. In compliance with the requirements set forth in CAFA, the Settling Universities enclose a CD containing copies of the following documents related to the Action:

1. The original class action complaint filed by individual named plaintiffs in the Action on January 9, 2022 (Dkt. 1);
2. The first amended class action complaint filed by individual named plaintiffs in the Action on February 15, 2022 (Dkt. 106);
3. The second amended class action complaint filed by individual named plaintiffs in the Action on February 6, 2023 (Dkt. 308);
4. Order Preliminarily Approving [University of Chicago] Settlement, Provisionally Certifying the Proposed Settlement Class, Approving the Notice Plan, and Approving the Process Scheduled for Completing the Settlement Process, dated September 9, 2023 (Dkt. 439);
5. Order suspending the dates for issuance of notice and for a final approval hearing for the University of Chicago Settlement, dated November 28, 2023 (Dkt. 530); and
6. Plaintiffs’ Motion for Preliminary Approval of Settlements with Defendants Brown University, The Trustees of Columbia University in the City of New York, Duke University, Emory University, and Yale University, Provisional Certification of the

U.S. Attorney General and
Other Attorneys General and Officials
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Page 2

Proposed Settlement Class, Approval of the Notice Plan, and Approval of the Schedule for Completing the Settlement Process (Dkt. 603), which includes as exhibits thereto the Settlement Agreements, an Escrow Agreement, and proposed Summary and Long Form notices (collectively, the “Motion for Preliminary Approval”), and which also proposes to align the class definition, notices, and approval schedule applicable to the University of Chicago settlement to those applicable to the settlements with the Settling Universities.

An index of the above exhibits is attached hereto as Exhibit B.

It is not feasible to identify the names of putative class members who reside in each state, district, or territory, or to estimate the proportionate share of the claims of such members to the entire settlement. The proposed settlement class includes approximately two decades of current and former undergraduate students who attended 17 different universities, were U.S. citizens or permanent residents, and received certain need-based financial aid, with exclusions based on, among other things, the amount of financial aid received. The class definition (to which the class definition in the settlement with the University of Chicago is proposed to be aligned) is as follows:

All U.S. citizens or permanent residents who have during the Class Period (a) enrolled in one or more of Defendants’ full-time undergraduate programs, (b) received at least some need-based financial aid from one or more Defendants, and (c) whose tuition, fees, room, or board to attend one or more of Defendants’ full-time undergraduate programs was not fully covered by the combination of any types of financial aid or merit aid (not including loans) in any undergraduate year.¹

The Class Period is defined as follows:

- i. For Chicago, Columbia, Cornell, Duke, Georgetown, MIT, Northwestern, Notre Dame, Penn, Rice, Vanderbilt, Yale—from Fall Term 2003 through the date the Court enters an order preliminarily approving the Settlement.
- ii. For Brown, Dartmouth, Emory—from Fall Term 2004 through the date the Court enters an order preliminarily approving the Settlement.
- iii. For CalTech—from Fall Term 2019 through the date the Court enters an order preliminarily approving the Settlement.
- iv. For Johns Hopkins—from Fall Term 2021 through the date the Court enters an order preliminarily approving the Settlement.

¹ For avoidance of doubt, the Class does not include those for whom the total cost of attendance, including tuition, fees, room, and board for each undergraduate academic year, was covered by any form of financial aid or merit aid (not including loans) from one or more Defendants.

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Excluded from the Class are:

- i. Any Officers² and/or Trustees of Defendants, or any current or former employees holding any of the following positions: Assistant or Associate Vice Presidents or Vice Provosts, Executive Directors, or Directors of Defendants' Financial Aid and Admissions offices, or any Deans or Vice Deans, or any employees in Defendants' in-house legal offices; and
- ii. the Judge presiding over this action, his or her law clerks, spouse, and any person within the third degree of relationship living in the Judge's household and the spouse of such a person.

Exhibit C approximates the number of putative class members who reside in each state, district, or territory and the estimated proportionate share of the claims of such members to the entire settlement based on certain student and alumni data provided by the class administrator in the Action, including applying assumptions for individuals with unknown physical addresses. Each class member would receive a share of the proposed settlement in accordance with the proposed plan of allocation described in the Motion for Preliminary Approval and exhibits thereto.

As of the date of this letter:

- i. There are no other agreements between Class Counsel and counsel for the Settling Universities or the University of Chicago beyond those set forth in the Settlement Agreement and Escrow Agreement.
- ii. The Settling Universities and the University of Chicago are aware that agreements in principle to settle the Action have been reached between Class Counsel and counsel for certain other defendants in the Action.
- iii. The Court has set a deadline of February 6, 2024 for the filing of objections to the Motion for Preliminary Approval, and a video hearing on February 12, 2024 at 9:30 am CDT to consider the Motion for Preliminary Approval.
- iv. The next status hearing in the Action is scheduled for February 22, 2024 at 1:00 pm CDT. Any party wishing to speak at that hearing must appear in person.
- v. The Court has not issued any written judicial opinion or other orders relating to the Settlement Agreements, proposed notices, or the Motion for Preliminary Approval.
- vi. The Court has not ordered any final judgment or notice of dismissal.

² For the avoidance of doubt, the Columbia University "Officers" excluded from the Class are members of the Senior Administration of Columbia University, and do not include exempt employees of Columbia University who are referred to as officers.

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/s/ Jon R. Roellke

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Counsel to Duke University

/s/ Tina M. Tabacchi

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Counsel to Emory University

Respectfully submitted,

/s/ Karen Hoffman Lent

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/s/ Charles Loughlin

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Counsel to Yale University

/s/ James L. Cooper

James L. Cooper
Michael A. Rubin
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Counsel for University of Chicago

U.S. Attorney General and
Other Attorneys General and Officials
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Exhibit A

CAFA Notice Distribution List

1. Merrick Garland
Office of the U.S. Attorney General
U.S. Department of Justice
950 Pennsylvania Ave NW
Washington, DC 20530-0001
2. Steve Marshall
Attorney General's Office, State of Alabama
501 Washington Ave
Montgomery, AL 36104
3. Treg R. Taylor
Office of the Attorney General, State of Alaska
1031 W 4th Ave, Ste 200
Anchorage, AK 99501
4. Kris Mayes
Office of the Attorney General, State of Arizona
2005 N Central Ave
Phoenix, AZ 85004-2926
5. Tim Griffin
Office of the Attorney General, State of Arkansas
323 Center St, Ste 200
Little Rock, AR 72201-2610
6. CAFA Coordinator
Office of the Attorney General, State of California
Consumer Protection Section
455 Golden Gate Ave., Ste 11000
San Francisco, CA 94102-7004
7. Phil Weiser
Office of the Attorney General, State of Colorado
Ralph L. Carr Judicial Building
1300 Broadway, 10th Fl
Denver, CO 80203

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8. William Tong
Office of the Attorney General, State of Connecticut
165 Capitol Ave
Hartford, CT 06106
9. Kathy Jennings
Delaware Department of Justice, State of Delaware
Carvel State Office Building
820 N French Street
Wilmington, DE 19801-3520
10. Brian Schwalb
Office of the Attorney General, District of Columbia
400 6th St NW
Washington, DC 20001
11. Ashley Moody
Office of the Attorney General, State of Florida
PL-01 The Capitol
Tallahassee, FL 32399-1050
12. Chris Carr
Office of the Attorney General, State of Georgia
40 Capitol Sq SW
Atlanta, GA 30334-1300
13. Nigel Lange
Interim State Inspector General
State of Georgia Office of the Inspector General
2 Martin Luther King Jr. Drive, SW
Suite 1102, West Tower
Atlanta, GA 30334
14. Anne E. Lopez
Department of the Attorney General, State of Hawaii
425 Queen Street
Honolulu, HI 96813-2903
15. Raúl R. Labrador
Office of the Attorney General, State of Idaho
700 W. Jefferson St, Suite 210
Boise, ID 83720

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16. Kwame Raoul
Office of the Attorney General
Office Services
115 South LaSalle, 23rd Floor
Chicago, IL 60603
17. Ginger Ostro
Executive Director
Illinois Board of Higher Education
1 North Old State Capitol Plz, Ste 333
Springfield, IL 62701-1377
18. Todd Rokita
Office of the Attorney General, State of Indiana
Indiana Government Center South
302 W Washington St 5th Fl
Indianapolis, IN 46204
19. Brenna Bird
Office of the Attorney General, State of Iowa
Hoover State Office Building
1305 E. Walnut Street Rm 109
Des Moines, IA 50319-0109
20. Kris W. Kobach
Office of the Attorney General, State of Kansas
120 SW 10th Ave, 2nd Fl
Topeka, KS 66612-1597
21. Russell Coleman
Office of the Attorney General, Commonwealth of Kentucky
Capitol Building
700 Capitol Ave Ste 118
Frankfort, KY 40601-3449
22. Elizabeth B. Murrill
Office of the Attorney General, State of Louisiana
1885 N. Third St
Baton Rouge, LA 70802
23. Aaron Frey
Office of the Attorney General, State of Maine
6 State House Station
Augusta, ME 04333-0006

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24. Anthony G. Brown
Office of the Attorney General, State of Maryland
200 St. Paul Pl
Baltimore, MD 21202
25. CAFA Coordinator
General Counsel's Office
Office of Attorney General, Commonwealth of Massachusetts
One Ashburton Pl, 20th Fl
Boston, MA 02108
26. Dana Nessel
Department of Attorney General, State of Michigan
G. Mennen Williams Building, 7th Fl
525 W Ottawa St
Lansing, MI 48933-1067
27. Keith Ellison
Office of the Attorney General, State of Minnesota
445 Minnesota St, Suite 1400
St. Paul, MN 55101-2131
28. Lynn Fitch
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Walter Sillers Building
550 High St Ste 1200
Jackson, MS 39201
29. Andrew Bailey
Attorney General's Office, State of Missouri
Supreme Court Building
207 W High St
Jefferson City, MO 65101-1516
30. Austin Knudsen
Office of the Attorney General, State of Montana
Justice Building, Third Fl
215 N. Sanders
Helena, MT 59601-4517

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31. Mike Hilgers
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2115 State Capitol
Lincoln, NE 68509
32. Aaron Ford
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100 N Carson St
Carson City, NV 89701-4717
33. John Formella
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NH Department of Justice
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Concord, NH 03301
34. Matthew J. Platkin
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Richard J. Hughes Justice Complex
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Trenton, NJ 08611
35. Raúl Torrez
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408 Galisteo Street
Santa Fe, NM 87501
36. CAFA Coordinator
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28 Liberty St, 15th Fl
New York, NY 10005
37. Josh Stein
Attorney General's Office, State of North Carolina
114 W Edenton St
Raleigh, NC 27603
38. Drew H. Wrigley
Office of the Attorney General, State of North Dakota
State Capitol, 600 E Boulevard Ave
Dept. 125
Bismarck, ND 58505

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39. Dave Yost
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40. Gentner Drummond
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313 NE 21st St
Oklahoma City, OK 73105-3207
41. Ellen F. Rosenblum
Oregon Department of Justice
Justice Building
1162 Court St NE
Salem, OR 97301-4096
42. Michelle Henry
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Harrisburg, PA 17120
43. Peter F. Neronha
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44. Alan Wilson
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Columbia, SC 29201
45. Marty Jackley
Office of the Attorney General, State of South Dakota
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Pierre, SD 57501-8501
46. Jonathan Skrmetti
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Nashville, TN 37219

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47. Ken Paxton
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Utah State Capitol Complex
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49. Charity R. Clark
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Montpelier, VT 05609-1001
50. Jason S. Miyares
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202 N. Ninth St.
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51. Bob Ferguson
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52. Patrick Morrisey
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53. Josh Kaul
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February 2, 2024
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55. Fainu'ulelei Falefatu Ala'ilima-Utu
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57. Edward Manibusan
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Saipan, MP 96950-8907

58. Domingo Emanuelli Hernández
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Exhibit B

Index of Exhibits

Ex. No.	Document	No. 1:22-cv-125 N.D. Ill. Dkt. No.
1.	Class Action Complaint	1
2.	Amended Class Action Complaint	106
3.	Second Amended and Supplemental Class Action Complaint	308
4.	Order Preliminarily Approving [University of Chicago] Settlement, Provisionally Certifying the Proposed Settlement Class, Approving the Notice Plan, and Approving the Process Scheduled for Completing the Settlement Process	439
5.	Order suspending the dates for issuance of notice and for a final approval hearing for the University of Chicago Settlement	530
6.	Plaintiffs' Motion for Preliminary Approval of Settlements with Defendants Brown University, The Trustees of Columbia University in the City of New York, Duke University, Emory University, and Yale University, Provisional Certification of the Proposed Settlement Class, Approval of the Notice Plan, and Approval of the Schedule for Completing the Settlement Process	603

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Exhibit C

Estimate of Putative Class Members & Proportionate Share

U.S. State, District, or Territory	Estimated Number of Putative Class Members	Estimated Share of Settlement (Assuming 379,334 Class Members)
Alabama	2,070	0.5%
Alaska	416	0.1%
Arizona	2,981	0.8%
Arkansas	830	0.2%
California	41,812	11.0%
Colorado	5,305	1.4%
Connecticut	8,844	2.3%
Delaware	797	0.2%
District of Columbia	9,500	2.5%
Florida	15,522	4.1%
Georgia	14,481	3.8%
Hawaii	1,121	0.3%
Idaho	472	0.1%
Illinois	29,390	7.7%
Indiana	2,996	0.8%
Iowa	852	0.2%
Kansas	1,058	0.3%
Kentucky	1,808	0.5%
Louisiana	1,650	0.4%
Maine	1,138	0.3%
Maryland	11,731	3.1%
Massachusetts	17,723	4.7%
Michigan	4,312	1.1%
Minnesota	3,409	0.9%
Mississippi	712	0.2%
Missouri	2,893	0.8%
Montana	451	0.1%
Nebraska	581	0.2%
Nevada	1,241	0.3%
New Hampshire	1,453	0.4%
New Jersey	18,976	5.0%
New Mexico	904	0.2%
New York	73,379	19.3%
North Carolina	11,323	3.0%
North Dakota	156	0.04%

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U.S. State, District, or Territory	Estimated Number of Putative Class Members	Estimated Share of Settlement (Assuming 379,334 Class Members)
Ohio	6,690	1.8%
Oklahoma	1,086	0.3%
Oregon	2,551	0.7%
Pennsylvania	11,867	3.1%
Puerto Rico	629	0.2%
Rhode Island	2,320	0.6%
South Carolina	2,411	0.6%
South Dakota	222	0.1%
Tennessee	7,786	2.1%
Texas	21,230	5.6%
Utah	946	0.2%
Vermont	899	0.2%
Virginia	11,168	2.9%
Washington	6,499	1.7%
West Virginia	400	0.1%
Wisconsin	2,984	0.8%
Wyoming	192	0.1%
Foreign	7,097	1.9%
American Samoa	8	0.02%
Guam	34	0.1%
Northern Mariana	9	0.02%
U.S. Virgin Islands	19	0.02%
TOTAL	379,334	100%

Exhibit B



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Summary Tracking Results

TRACKING ID	SHIP DATE	SHIPPER CITY, STATE	RECIPIENT CITY, STATE	STATUS	DELIVERED DATE	SCHEDULED DELIVERY DATE	SERVICE
270531849339	2/2/24	Seattle, WA	Washington, DC	Delivered	2/5/24 8:57 AM		FedEx Express
270531869845	2/2/24	Seattle, WA	Anchorage, AK	Delivered	2/5/24 10:27 AM		FedEx Express
270531865471	2/2/24	Seattle, WA	Montgomery, AL	Delivered	2/5/24 10:09 AM		FedEx Express
270531864887	2/2/24	Seattle, WA	Little Rock, AR	Delivered	2/5/24 9:10 AM		FedEx Express
270531837276	2/2/24	Seattle, WA	Phoenix, AZ	Delivered	2/5/24 9:32 AM		FedEx Express
270531808258	2/2/24	Seattle, WA	San Francisco, CA	Delivered	2/5/24 11:08 AM		FedEx Express
270531857510	2/2/24	Seattle, WA	Denver, CO	Delivered	2/5/24 9:41 AM		FedEx Express
270531871775	2/2/24	Seattle, WA	Hartford, CT	Delivered	2/5/24 9:03 AM		FedEx Express
270531806737	2/2/24	Seattle, WA	Washington, DC	Delivered	2/5/24 10:11 AM		FedEx Express
270531832930	2/2/24	Seattle, WA	Wilmington, DE	Delivered	2/5/24 8:48 AM	Not available	FedEx Express
270531797198	2/2/24	Seattle, WA	Tallahassee, FL	Delivered	2/5/24 9:36 AM		FedEx Express
270531817436	2/2/24	Seattle, WA	Atlanta, GA	Delivered	2/5/24 8:22 AM		FedEx Express



270536521660	2/2/24	Seattle, WA	Honolulu, HI	Delivered	2/5/24 12:11 PM	FedEx Express
270531804859	2/2/24	Seattle, WA	Des Moines, IA	Delivered	2/5/24 8:54 AM	FedEx Express
270531858940	2/2/24	Seattle, WA	Boise, ID	Delivered	2/5/24 9:42 AM	FedEx Express
270531842003	2/2/24	Seattle, WA	Chicago, IL	Delivered	2/5/24 10:08 AM	FedEx Express
270531868297	2/2/24	Seattle, WA	Indianapolis, IN	Delivered	2/5/24 10:26 AM	FedEx Express
270531839360	2/2/24	Seattle, WA	Topeka, KS	Delivered	2/5/24 9:22 AM	FedEx Express
270531862370	2/2/24	Seattle, WA	Frankfort, KY	Delivered	2/5/24 10:00 AM	FedEx Express
270531844727	2/2/24	Seattle, WA	Baton Rouge, LA	Delivered	2/5/24 10:13 AM	FedEx Express
270531810773	2/2/24	Seattle, WA	Boston, MA	Delivered	2/5/24 9:10 AM	FedEx Express
270531797669	2/2/24	Seattle, WA	Baltimore, MD	Delivered	2/5/24 9:38 AM	FedEx Express
270531792027	2/2/24	Seattle, WA	Augusta, ME	Delivered	2/5/24 9:28 AM	FedEx Express
270531817160	2/2/24	Seattle, WA	Lansing, MI	Delivered	2/6/24 9:35 AM	FedEx Express
270531835159	2/2/24	Seattle, WA	Saint Paul, MN	Delivered	2/5/24 11:54 AM	FedEx Express
270531796364	2/2/24	Seattle, WA	Jefferson City, MO	Delivered	2/5/24 8:35 AM	FedEx Express
270531844576	2/2/24	Seattle, WA	Jackson, MS	Delivered	2/5/24 9:31 AM	FedEx Express
270531802282	2/2/24	Seattle, WA	Helena, MT	Delivered	2/5/24 9:11 AM	FedEx Express



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TRACKING ID	SHIP DATE	SHIPPER CITY, STATE	RECIPIENT CITY, STATE	STATUS	DELIVERED DATE	SCHEDULED DELIVERY DATE	SERVICE
270531830363	2/2/24	Seattle, WA	Raleigh, NC	Delivered	2/5/24 8:52 AM	Not available	FedEx Express
270531821483	2/2/24	Seattle, WA	Bismarck, ND	Delivered	2/5/24 9:20 AM		FedEx Express
270531852254	2/2/24	Seattle, WA	Lincoln, NE	Delivered	2/6/24 9:23 AM		FedEx Express
270531828363	2/2/24	Seattle, WA	Concord, NH	Delivered	2/5/24 9:23 AM		FedEx Express
270531848777	2/2/24	Seattle, WA	Trenton, NJ	Delivered	2/5/24 11:21 AM		FedEx Express
270531861833	2/2/24	Seattle, WA	Santa Fe, NM	Delivered	2/5/24 9:26 AM		FedEx Express
270531792553	2/2/24	Seattle, WA	Carson City, NV	Delivered	2/5/24 11:26 AM		FedEx Express
270531813901	2/2/24	Seattle, WA	New York, NY	Delivered	2/5/24 8:33 AM		FedEx Express
270531818248	2/2/24	Seattle, WA	Columbus, OH	Delivered	2/5/24 10:24 AM		FedEx Express
270531825103	2/2/24	Seattle, WA	Oklahoma City, OK	Delivered	2/5/24 8:55 AM		FedEx Express
270531822870	2/2/24	Seattle, WA	Salem, OR	Delivered	2/5/24 8:36 AM		FedEx Express
270531851980	2/2/24	Seattle, WA	Harrisburg, PA	Delivered	2/5/24 9:30 AM		FedEx Express



270531857290	2/2/24	Seattle, WA	Providence, RI	Delivered	2/5/24 9:16 AM	Not available	FedEx Express
270531795151	2/2/24	Seattle, WA	Columbia, SC	Delivered	2/5/24 10:12 AM		FedEx Express
270531846031	2/2/24	Seattle, WA	Pierre, SD	Delivered	2/5/24 8:01 AM		FedEx Express
270531829668	2/2/24	Seattle, WA	Nashville, TN	Delivered	2/5/24 9:17 AM		FedEx Express
270531835950	2/2/24	Seattle, WA	Austin, TX	Delivered	2/5/24 9:48 AM		FedEx Express
270531863582	2/2/24	Seattle, WA	Salt Lake City, UT	Delivered	2/5/24 9:43 AM		FedEx Express
270531827242	2/2/24	Seattle, WA	Richmond, VA	Delivered	2/5/24 10:16 AM		FedEx Express
270531814724	2/2/24	Seattle, WA	Montpelier, VT	Delivered	2/5/24 8:38 AM		FedEx Express
270531801253	2/2/24	Seattle, WA	Olympia, WA	Delivered	2/5/24 10:10 AM	Not available	FedEx Express
270531854853	2/2/24	Seattle, WA	Charleston, WV	Delivered	2/5/24 9:15 AM		FedEx Express
270531807906	2/2/24	Seattle, WA	Cheyenne, WY	Delivered	2/5/24 10:26 AM	Not available	FedEx Express
270534699153	2/2/24	SEATTLE, WA	TAMUNING	Delivered	2/5/24 10:14 AM		FedEx Express
775053024307	2/2/24	SEATTLE, WA	SAIPAN	Delivered	2/7/24 8:13 AM		FedEx Express
270536056650	2/2/24	SEATTLE, WA	SAN JUAN, PR	Delivered	2/6/24 2:05 PM		FedEx Express
270535777489	2/2/24	SEATTLE, WA	ST THOMAS	Delivered	2/5/24 3:24 PM		FedEx Express
270534060503	2/2/24	Seattle, WA	Atlanta, GA	Delivered	2/5/24 10:20 AM	Not available	FedEx Express

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Add to Informed Delivery (<https://informedelivery.usps.com/>)

Scheduled Delivery by

MONDAY

5 February 2024 ⓘ by **6:00pm** ⓘ

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Scheduled Delivery by

MONDAY

5

February
2024 ⓘ

by

6:00pm ⓘ

Your item has been delivered and is available at a PO Box at 5:28 am on February 6, 2024 in PAGO PAGO, AS 96799.

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PAGO PAGO, AS 96799

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Exhibit 4

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ANDREW CORZO, SIA HENRY, ALEXANDER LEO-GUERRA, MICHAEL MAERLENDER, BRANDON PIYEVSKY, BENJAMIN SHUMATBRITTANY TATIANA WEAVER, and CAMERON WILLIAMS, individually and on behalf of all others similarly situated,

Plaintiffs,

v.

BROWN UNIVERSITY, CALIFORNIA INSTITUTE OF TECHNOLOGY, UNIVERSITY OF CHICAGO, THE TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK, CORNELL UNIVERSITY, TRUSTEES OF DARTMOUTH COLLEGE, DUKE UNIVERSITY, EMORY UNIVERSITY, GEORGETOWN UNIVERSITY, THE JOHNS HOPKINS UNIVERSITY, MASSACHUSETTS INSTITUTE OF TECHNOLOGY, NORTHWESTERN UNIVERSITY, UNIVERSITY OF NOTRE DAM DU LAC, THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, WILLIAM MARSH RICE UNIVERSITY, VANDERBILT UNIVERSITY, and YALE UNIVERSITY,

Defendants.

Case No.: 1:22-cv-00125

Hon. Matthew F. Kennelly

**DECLARATION OF GRAHAM D. PENNY REGARDING NOTICE PURSUANT TO
CLASS ACTION FAIRNESS ACT OF 2005**

I, Graham D. Penny, declare as follows:

1. I am an Assistant Director of JND Legal Administration, LLC (“JND”). JND is a legal administration services provider with its headquarters located in Seattle, Washington. This

Declaration is based on my personal knowledge as well as upon information provided to me by experienced JND employees.

2. JND was asked by Counsel for Trustees of Dartmouth College, Northwestern University, William Marsh Rice University, and Vanderbilt University to effect notice of the proposed Settlement in the above-captioned action pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 (“CAFA”). Between February 27, 2024, and February 28, 2024,¹ JND duly sent by Federal Express or U.S. Mail notice of the settlement in the action to the United States Attorney General, the appropriate State officials, the Inspector General of the State of Georgia, and the Executive Director of the Illinois Board of Higher Education. An example CAFA notice and list of recipients is attached hereto as **Exhibit A**.

3. JND subsequently confirmed that all of the notices had been delivered. Copies of the delivery reports are attached hereto as **Exhibit B**. As of the date of this Declaration, JND has not received any inquiries or objections from any State or Federal officials.

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

Executed on March 13, 2024, at Totowa, New Jersey.

BY: 

GRAHAM D. PENNY

¹ Although JND delivered all notice packets to their respective couriers on February 27, 2024, only the two (2) packets sent via U.S. Mail were mailed on that date, as FedEx did not process the notice packets that were delivered to them until the following day.

Exhibit A

February 27, 2024

Via USPS or Fedex

United States Attorney General
& Other Attorneys General and Officials
Identified in Exhibit A

Re: **Class Action Fairness Act Notice of Proposed Settlements, *Henry et al. v. Brown University et al.*, No. 1:22-cv-00125 (N.D. Ill.)**

Dear Sir/Madam:

Pursuant to the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715(b), Trustees of Dartmouth College, Northwestern University, William Marsh Rice University, and Vanderbilt University, (together, the “Settling Universities”) hereby serve notice of their proposed settlements in *Henry et al. v. Brown University et al.*, No. 1:22-cv-00125 (the “Action”) pending in the U.S. District Court for the Northern District of Illinois (the “Court”). Six other defendants already have moved for and received preliminary approval of settlements of this Action (see below).

A motion for preliminary approval of the proposed settlements was filed with the Court on February 23, 2024. In compliance with the requirements set forth in CAFA, the Settling Universities enclose a CD containing copies of the following documents related to the Action:

1. The original class action complaint filed by individual named plaintiffs in the Action on January 9, 2022 (Dkt. 1);
2. The first amended class action complaint filed by individual named plaintiffs in the Action on February 15, 2022 (Dkt. 106);
3. The second amended class action complaint filed by individual named plaintiffs in the Action on February 6, 2023 (Dkt. 308);
4. Order Preliminarily Approving University of Chicago Settlement, Provisionally Certifying the Proposed Settlement Class, Approving the Notice Plan, and Approving the Process Scheduled for Completing the Settlement Process, dated September 9, 2023 (Dkt. 439);
5. Order suspending the dates for issuance of notice and for a final approval hearing for the University of Chicago Settlement, dated November 28, 2023 (Dkt. 530);
6. Order Preliminarily Approving Settlements With Defendants Brown University, the Trustees of Columbia University in the City of New York, Duke University, Emory University, and Yale University, Provisionally Certifying the Proposed Settlement Class, Approving the Notice Plan, Approving the Schedule for Completing the Settlement Process, and Amending the Order of September 9, 2023 Preliminarily Approving the Settlement With the University of Chicago to Conform to this Order, dated February 14, 2024 (Dkt. 614); and

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Other Attorneys General and Officials
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7. Plaintiffs' Motion for Preliminary Approval of Settlements with Defendants, Trustees of Dartmouth College, Northwestern University, William Marsh Rice University, and Vanderbilt University, Provisional Certification of the Proposed Settlement Class, Approval of the Notice Plan, and Approval of the Schedule for Completing the Settlement Process (Dkt. 629), which includes as exhibits thereto the Settlement Agreements, an Escrow Agreement, and proposed Summary and Long Form notices (collectively, the "Motion for Preliminary Approval").

An index of the above exhibits is attached hereto as Exhibit B.

It is not feasible to identify the names of putative class members who reside in each state, district, or territory, or to estimate the proportionate share of the claims of such members to the entire settlement. The proposed settlement class includes approximately two decades of current and former undergraduate students who attended the 17 different defendant universities, were U.S. citizens or permanent residents, and received certain need-based financial aid, with exclusions based on, among other things, the amount of financial aid received. The class definition¹ is as follows:

All U.S. citizens or permanent residents who have during the Class Period (a) enrolled in one or more of Defendants' full-time undergraduate programs, (b) received at least some need-based financial aid from one or more Defendants, and (c) whose tuition, fees, room, or board to attend one or more of Defendants' full-time undergraduate programs was not fully covered by the combination of any types of financial aid or merit aid (not including loans) in any undergraduate year.²

The Class Period is defined as follows:

- i. For Chicago, Columbia, Cornell, Duke, Georgetown, MIT, Northwestern, Notre Dame, Penn, Rice, Vanderbilt, Yale—from Fall Term 2003 through the date the Court enters an order preliminarily approving the Settlement.
- ii. For Brown, Dartmouth, Emory—from Fall Term 2004 through the date the Court enters an order preliminarily approving the Settlement.
- iii. For CalTech—from Fall Term 2019 through the date the Court enters an order preliminarily approving the Settlement.

¹ See, e.g., Dkt. 629-6 at ¶ 1.c.

² For avoidance of doubt, the Class does not include those for whom the total cost of attendance, including tuition, fees, room, and board for each undergraduate academic year, was covered by any form of financial aid or merit aid (not including loans) from one or more Defendants.

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- iv. For Johns Hopkins—from Fall Term 2021 through the date the Court enters an order preliminarily approving the Settlement.

Excluded from the Class are:

- i. Any Officers³ and/or Trustees of Defendants, or any current or former employees holding any of the following positions: Assistant or Associate Vice Presidents or Vice Provosts, Executive Directors, or Directors of Defendants' Financial Aid and Admissions offices, or any Deans or Vice Deans, or any employees in Defendants' in-house legal offices; and
- ii. the Judge presiding over this action, his or her law clerks, spouse, and any person within the third degree of relationship living in the Judge's household and the spouse of such a person.

Exhibit C approximates the number of putative class members who reside in each state, district, or territory and the estimated proportionate share of the claims of such members to the entire settlement based on certain student and alumni data provided by the class administrator in the Action, including applying assumptions for individuals with unknown physical addresses. Each class member would receive a share of the proposed settlement in accordance with the proposed plan of allocation described in the Motion for Preliminary Approval and exhibits thereto.

As of the date of this letter:

- i. There are no other agreements between Class Counsel and counsel for the Settling Universities beyond those set forth in the Settlement Agreement and Escrow Agreement.
- ii. The Court has set a telephonic hearing on February 28, 2024, at 9:20 a.m. CST to consider the Motion for Preliminary Approval.
- iii. The next status hearing in the Action is scheduled for March 22, 2024, at 10:00 am CDT.
- iv. The Court has not issued any written judicial opinion or other orders relating to the Settlement Agreements, proposed notices, or the Motion for Preliminary Approval.
- v. The Court has not ordered any final judgment or notice of dismissal.

[signature blocks on next page]

³ For the avoidance of doubt, the Columbia University "Officers" excluded from the Class are members of the Senior Administration of Columbia University, and do not include exempt employees of Columbia University who are referred to as officers.

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Other Attorneys General and Officials
February 27, 2024
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Respectfully submitted,

By: /s/ Terri L. Mascherin
Terri L. Mascherin
Reid J. Schar
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Exhibit A

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February 27, 2024
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Exhibit B

Index of Exhibits

Ex. No.	Document	No. 1:22-cv-125 N.D. Ill. Dkt. No.
1.	Class Action Complaint	1
2.	Amended Class Action Complaint	106
3.	Second Amended and Supplemental Class Action Complaint	308
4.	Order Preliminarily Approving [University of Chicago] Settlement, Provisionally Certifying the Proposed Settlement Class, Approving the Notice Plan, and Approving the Process Scheduled for Completing the Settlement Process	439
5.	Order suspending the dates for issuance of notice and for a final approval hearing for the University of Chicago Settlement	530
6.	Order Preliminarily Approving Settlements With Defendants Brown University, the Trustees of Columbia University in the City of New York, Duke University, Emory University, and Yale University, Provisionally Certifying the Proposed Settlement Class, Approving the Notice Plan, Approving the Schedule for Completing the Settlement Process, and Amending the Order of September 9, 2023 Preliminarily Approving the Settlement With the University of Chicago to Conform to this	614

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7.	Plaintiffs' Motion for Preliminary Approval of Settlements with Defendants Trustees of Dartmouth College, Northwestern University, William Marsh Rice University, and Vanderbilt University, Provisional Certification of the Proposed Settlement Class, Approval of the Notice Plan, and Approval of the Schedule for Completing the Settlement Process	629
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Exhibit C

Estimate of Putative Class Members & Proportionate Share

U.S. State, District, or Territory	Estimated Number of Putative Class Members	Estimated Share of Settlement (Assuming 379,334 Class Members)
Alabama	2,070	0.5%
Alaska	416	0.1%
Arizona	2,981	0.8%
Arkansas	830	0.2%
California	41,812	11.0%
Colorado	5,305	1.4%
Connecticut	8,844	2.3%
Delaware	797	0.2%
District of Columbia	9,500	2.5%
Florida	15,522	4.1%
Georgia	14,481	3.8%
Hawaii	1,121	0.3%
Idaho	472	0.1%
Illinois	29,390	7.7%
Indiana	2,996	0.8%
Iowa	852	0.2%
Kansas	1,058	0.3%
Kentucky	1,808	0.5%
Louisiana	1,650	0.4%
Maine	1,138	0.3%
Maryland	11,731	3.1%
Massachusetts	17,723	4.7%
Michigan	4,312	1.1%
Minnesota	3,409	0.9%
Mississippi	712	0.2%
Missouri	2,893	0.8%
Montana	451	0.1%
Nebraska	581	0.2%
Nevada	1,241	0.3%
New Hampshire	1,453	0.4%
New Jersey	18,976	5.0%
New Mexico	904	0.2%
New York	73,379	19.3%
North Carolina	11,323	3.0%
North Dakota	156	0.04%

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U.S. State, District, or Territory	Estimated Number of Putative Class Members	Estimated Share of Settlement (Assuming 379,334 Class Members)
Ohio	6,690	1.8%
Oklahoma	1,086	0.3%
Oregon	2,551	0.7%
Pennsylvania	11,867	3.1%
Puerto Rico	629	0.2%
Rhode Island	2,320	0.6%
South Carolina	2,411	0.6%
South Dakota	222	0.1%
Tennessee	7,786	2.1%
Texas	21,230	5.6%
Utah	946	0.2%
Vermont	899	0.2%
Virginia	11,168	2.9%
Washington	6,499	1.7%
West Virginia	400	0.1%
Wisconsin	2,984	0.8%
Wyoming	192	0.1%
Foreign	7,097	1.9%
American Samoa	8	0.02%
Guam	34	0.1%
Northern Mariana	9	0.02%
U.S. Virgin Islands	19	0.02%
TOTAL	379,334	100%

Exhibit B



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271498120768	2/28/24	Seattle, WA	New York, NY	Delivered	2/29/24 8:50 AM		FedEx Express
271498147753	2/28/24	Seattle, WA	Denver, CO	Delivered	2/29/24 10:30 AM		FedEx Express
271498154593	2/28/24	Seattle, WA	Hartford, CT	Delivered	2/29/24 10:01 AM		FedEx Express
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271498137693	2/28/24	Seattle, WA	Chicago, IL	Delivered	2/29/24 10:22 AM		FedEx Express
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271498138943	2/28/24	Seattle, WA	Topeka, KS	Delivered	2/29/24 9:26 AM		FedEx Express
271498151079	2/28/24	Seattle, WA	Frankfort, KY	Delivered	2/29/24 11:23 AM		FedEx Express
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271498115920	2/28/24	Seattle, WA	Baltimore, MD	Delivered	2/29/24 9:00 AM		FedEx Express
271498113354	2/28/24	Seattle, WA	Augusta, ME	Delivered	2/29/24 10:07 AM		FedEx Express
271498126262	2/28/24	Seattle, WA	Lansing, MI	Delivered	2/29/24 1:21 PM		FedEx Express
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271498145073	2/28/24	Seattle, WA	Harrisburg, PA	Delivered	2/29/24 9:43 AM		FedEx Express



271498147812	2/28/24	Seattle, WA	Providence, RI	Delivered	2/29/24 2:03 PM		FedEx Express
271498113516	2/28/24	Seattle, WA	Columbia, SC	Delivered	2/29/24 9:46 AM		FedEx Express
271498141479	2/28/24	Seattle, WA	Pierre, SD	Delivered	2/29/24 9:02 AM		FedEx Express
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271498137329	2/28/24	Seattle, WA	Austin, TX	Delivered	2/29/24 10:20 AM		FedEx Express
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271498131239	2/28/24	Seattle, WA	Richmond, VA	Delivered	2/29/24 9:26 AM		FedEx Express
271498124031	2/28/24	Seattle, WA	Montpelier, VT	Delivered	3/1/24 10:35 AM		FedEx Express
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271499939617	2/28/24	Seattle, WA	Charleston, WV	Delivered	2/29/24 9:12 AM		FedEx Express
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271498633577	2/28/24	SEATTLE, WA	SAN JUAN, PR	Delivered	2/29/24 1:43 PM		FedEx Express
271498739339	2/28/24	SEATTLE, WA	ST THOMAS	Delivered	3/1/24 3:07 PM		FedEx Express
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