

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

SHUHUAN YU, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

RMG SPONSOR, LLC, MKC  
INVESTMENTS LLC, ROBERT S.  
MANCINI, PHILIP KASSIN, D.  
JAMES CARPENTER, W. GRANT  
GREGORY, CRAIG BRODERICK, W.  
THADDEUS MILLER, and STEVEN  
P. BUFFONE,

Defendants.

C.A. No. 2021-0932-NAC

**AFFIDAVIT OF ERIK W. LUEDEKE**

STATE OF CALIFORNIA     )  
  ) ss.  
COUNTY OF SAN DIEGO     )

I, ERIK W. LUEDEKE, being duly sworn, deposes and says:

1. I am a member of the firm of Robbins Geller Rudman & Dowd LLP (“Robbins Geller” or the “Firm”). Robbins Geller served as counsel for plaintiff Shuhuan Yu (“Plaintiff”) in the above-captioned action (“Action”). I was actively involved in the prosecution of the Action, am familiar with its proceedings, and have personal knowledge of the matters set forth herein based upon my supervision of, and participation in, all material aspects of the Action.

2. I submit this Affidavit in support of my Firm’s application for an award of attorneys’ fees and expenses in connection with services rendered in the Action.

3. Plaintiff's counsel, including Robbins Geller, represented Plaintiff in this Action on a fully contingent basis. All costs and expenses in this case were borne by either my firm or co-counsel at Robbins LLP or Andrews & Springer LLC.

4. The information in this Affidavit regarding the Firm's time and expenses is taken from time and expense reports and supporting documentation prepared and/or maintained by the Firm in the ordinary course of business. I am the partner who oversaw and/or conducted the day-to-day activities in the Action, and I reviewed these reports (and backup documentation where necessary or appropriate) in connection with the preparation of this Affidavit. The purpose of this review was to confirm both the accuracy of the entries as well as the necessity for, and reasonableness of, the time and expenses committed to the Action. As a result of this review, reductions were made to both time and expenses in the exercise of billing judgment. Based on these reviews and the adjustments made, I believe that the time reflected in the Firm's lodestar calculation and the costs and expenses for which payment is sought herein are reasonable and were necessary for the effective and efficient prosecution and resolution of the Action.

5. After the reductions referred to above, the number of hours spent on the Action by the Firm from inception through November 6, 2023 (the date the parties accepted the mediator's proposal to settle the Action) is 1,172.30 for a total lodestar

of \$840,382.00. A breakdown of the Firm's hours from inception through November 6, 2023, is as follows:

NAME	HOURS	RATE <sup>1</sup>	LODESTAR
Baron, Randall J. (P)	74.00	\$1,200.00	\$88,800.00
Downs III, Travis E. (P)	28.90	\$1,150.00	\$33,235.00
Goodman, Benny C. (P)	151.90	\$985.00	\$149,621.50
Luedeke, Erik W. (P)	398.50	\$925.00	\$368,612.50
Bolton, Tayler D. (A)	8.70	\$560.00	\$4,872.00
Daniels, Jeremy W. (A)	13.00	\$375.00	\$4,875.00
Oetting, Justin G. (A)	97.80	\$375.00	\$36,675.00
Park, Michaela D. (A)	40.40	\$375.00	\$15,150.00
Petix, Andrew T. (SA)	186.30	\$450.00	\$83,835.00
Barhoum, Anthony J. (EA)	30.80	\$470.00	\$14,476.00
Wyman, Bryan M. (LC)	75.60	\$175.00	\$13,230.00
Gonzales, Ariana M. (PL)	11.20	\$390.00	\$4,368.00
McDade, Jaime A. (PL)	47.30	\$410.00	\$19,393.00
Williams, Susan (PL)	7.90	\$410.00	\$3,239.00

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<sup>1</sup> The hourly rates shown below are the Firm's current rates in contingent cases set by the Firm for each individual. These hourly rates are consistent with hourly rates submitted by the Firm to state and federal courts in other securities/stockholder class and derivative litigation. The Firm's rates are set based on periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. For personnel who are no longer employed by the Firm, the "current rate" used for the lodestar calculation is based upon the rate for that person in his or her final year of employment with the Firm.

<b>NAME</b>	<b>HOURS</b>	<b>RATE<sup>1</sup></b>	<b>LODESTAR</b>
<b>TOTAL</b>	<b>1,172.30</b>		<b>\$840,382.00</b>

(P) – Partner; (A) – Associate; (SA) – Staff Attorney; (EA) – Economic Analyst; (LC) – Law Clerk; (PL) – Paralegal

6. After the reductions referred to above, the number of hours spent on the Action by the Firm from November 7, 2023 (the date after the parties accepted the mediator’s proposal to settle the Action) through June 17, 2024 (the date the Stipulation and Agreement of Compromise, Settlement, and Release (“Settlement Stipulation”) was filed), is 245.00 for a total lodestar of \$221,616.50. A breakdown of the Firm’s hours from November 7, 2023 through June 17, 2024, is as follows:

<b>NAME</b>	<b>HOURS</b>	<b>RATE</b>	<b>LODESTAR</b>
Baron, Randall J. (P)	6.20	\$1,200.00	\$7,440.00
Goodman, Benny C. (P)	26.10	\$985.00	\$25,708.50
Luedeke, Erik W. (P)	87.70	\$925.00	\$81,122.50
Lyons, Christopher H. (P)	4.00	\$875.00	\$3,500.00
Pintar, Theodore J. (P)	68.80	\$1,200.00	\$82,560.00
Park, Michaela D. (A)	4.70	\$375.00	\$1,762.50
Petix, Andrew T. (SA)	5.30	\$450.00	\$2,385.00
Engfelt, Benjamin H. (PL)	8.20	\$390.00	\$3,198.00
McDade, Jaime A. (PL)	7.00	\$410.00	\$2,870.00
Williams, Jaclyn N. (PL)	27.00	\$410.00	\$11,070.00

<b>NAME</b>	<b>HOURS</b>	<b>RATE</b>	<b>LODESTAR</b>
<b>TOTAL</b>	<b>245.00</b>		<b>\$221,616.50</b>

(P) – Partner; (A) – Associate; (SA) – Staff Attorney; (PL) – Paralegal

7. After the reductions referred to above, the number of hours spent on the Action by the Firm from inception through June 17, 2024 is 1,417.30 for a total lodestar of \$1,061,998.50. A breakdown of the Firm’s hours from inception through June 17, 2024, is as follows:

<b>NAME</b>	<b>HOURS</b>	<b>RATE</b>	<b>LODESTAR</b>
Baron, Randall J. (P)	80.20	\$1,200.00	\$96,240.00
Downs III, Travis E. (P)	28.90	\$1,150.00	\$33,235.00
Goodman, Benny C. (P)	178.00	\$985.00	\$175,330.00
Luedeke, Erik W. (P)	486.20	\$925.00	\$449,735.00
Lyons, Christopher H. (P)	4.00	\$875.00	\$3,500.00
Pintar, Theodore J. (P)	68.80	\$1,200.00	\$82,560.00
Bolton, Tayler D. (A)	8.70	\$560.00	\$4,872.00
Daniels, Jeremy W. (A)	13.00	\$375.00	\$4,875.00
Oetting, Justin G. (A)	97.80	\$375.00	\$36,675.00
Park, Michaela D. (A)	45.10	\$375.00	\$16,912.50
Petix, Andrew T. (SA)	191.60	\$450.00	\$86,220.00
Barhoum, Anthony J. (EA)	30.80	\$470.00	\$14,476.00
Wyman, Bryan M. (LC)	75.60	\$175.00	\$13,230.00
Engfelt, Benjamin H. (PL)	8.20	\$390.00	\$3,198.00

<b>NAME</b>	<b>HOURS</b>	<b>RATE</b>	<b>LODESTAR</b>
Gonzales, Ariana M. (PL)	11.20	\$390.00	\$4,368.00
McDade, Jaime A. (PL)	54.30	\$410.00	\$22,263.00
Williams, Susan (PL)	7.90	\$410.00	\$3,239.00
Williams, Jaclyn N. (PL)	27.00	\$410.00	\$11,070.00
<b>TOTAL</b>	<b>1,417.30</b>		<b>\$1,061,998.50</b>

(P) – Partner; (A) – Associate; (SA) – Staff Attorney; (EA) – Economic Analyst; (LC) – Law Clerk; (PL) – Paralegal

8. The Firm also has \$45,613.79 in expenses and charges in connection with the prosecution of the Action from inception to date. The expenses and charges are summarized by category below:

<b>CATEGORY</b>	<b>AMOUNT</b>
Filing, Witness, and Other Fees	\$1,063.45
Transportation, Hotels, and Meals	\$7,100.13
Telephone	\$7.64
Messenger, Overnight Delivery	\$105.38
Experts (Matthew D. Cain (d/b/a Cleveland Analytics, Inc.))	\$11,525.00
Online Legal and Financial Research	\$2,865.69
eDiscovery Database Hosting	\$964.00
Mediation Fees (Phillips ADR Enterprises, P.C.)	\$21,982.50
<b>TOTAL</b>	<b>\$45,613.79</b>

9. The expenses pertaining to this case are reflected in the Firm's books and records which are prepared from receipts, expense vouchers, check records, and other documents and are an accurate record of the expenses.

*[Signature Page Follows]*

I state under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

ROBBINS GELLER RUDMAN  
& DOWD LLP




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ERIK W. LUEDEKE  
(admitted *pro hac vice*)  
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San Diego, CA 92101  
(619) 231-1058

*Attorneys for Plaintiff*

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California            )  
  ) ss:  
County of San Diego         )

Subscribed and sworn to (or affirmed) before me on this 12 day of September, 2024, by Erik W. Luedeke, proved to me on the basis of satisfactory evidence to be the person who appeared before me.


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Notary Public, State of California

Commission expires:  
10/9/2027

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