

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re TALKSPACE, INC. SECURITIES
LITIGATION

X
:
:
:
:
:
X

Civil Action No. 1:22-cv-00163-PGG
CLASS ACTION

**DECLARATION OF IVAN M. BARON IN SUPPORT OF PLAINTIFFS' MOTIONS FOR
FINAL APPROVAL OF SETTLEMENT, PLAN OF ALLOCATION AND AWARD OF
ATTORNEYS' FEES AND EXPENSES**

I, IVAN M. BARON, declare as follows:

1. I respectfully submit this declaration in support of Plaintiffs' Motions for Final Approval of Settlement, Plan of Allocation, and Award of Attorneys' Fees and Expenses.

I have personal knowledge of the statements herein and, if called upon as a witness, could and would competently testify thereto.

2. In seeking appointment as lead plaintiff, I understood my duty to serve the interests of the Class by supervising the management and prosecution of the litigation under the guidance of lead counsel Robbin Geller Rudman & Dowd LLP. I understand that Rolnick Kramer Sadighi LLP is also serving as lead counsel and represents in this Action lead plaintiffs Steven Jacob Greenblatt, Montague Street LP, Greenblatt Family Investments LLC, William Greenblatt, Judith Greenblatt, the Brandon T. Greenblatt 2015 Trust, the Maggie S. Greenblatt 2015 Trust, and the Steven Jacob Greenblatt 2015 Trust.

3. Lead counsel vigorously prosecuted this case on behalf of the Class for over a year and a half. Ultimately, lead counsel agreed to settle the case, only after balancing the risks of protracted litigation, trial and appeal, against the immediate benefit of a \$8,500,000 recovery.

4. Following my appointment as lead plaintiff and over the course of the litigation, I was kept fully informed regarding case developments and procedural matters undertaken by lead counsel on my behalf and on behalf of the Class. Specifically, as a lead plaintiff in this action, I: (a) engaged in meetings, phone conferences, and correspondence; (b) reviewed pleadings and briefs; (c) reviewed detailed correspondence concerning the

status of the litigation; (d) consulted regarding litigation and settlement strategy; and (e) was kept informed about all aspects of the mediation and settlement negotiations.

5. I have evaluated the significant risks and uncertainties of continuing litigation, including the possibility of a nominal recovery or even no recovery at all, and have authorized lead counsel to settle this litigation for \$8,500,000. I am aware of the possibility of losing the pending motion to dismiss, and thereafter class certification, summary judgment, or trial and that, even if lead plaintiffs were to prevail at each of these steps, defendants would likely appeal, further delaying any recovery for the Class. I believe this Settlement is fair and reasonable, represents an excellent recovery, and is in the best interest of the Class.

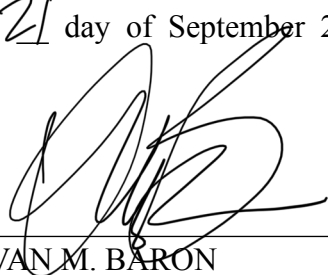
6. While I recognize that the determination of attorneys' fees and expenses is made by the Court, I believe that lead counsel's request for an award of attorneys' fees of 30% of the Settlement Amount and their litigation expenses, plus interest on both amounts, is fair and reasonable, as this Settlement would not have been possible without lead counsel's diligent and aggressive prosecutorial efforts.

7. Since its inception in January 2022, I have expended approximately 13 hours on the prosecution of this Action, which would otherwise have been focused on other activities. I have been a practicing attorney since 1987, previously served as chief legal officer of a public company, and served as a consultant to a private real estate firm during the pendency of this Action. I would charge an hourly rate of \$750 per hour to private paying clients. Based upon the time that I spent acting for the benefit of the Class, I believe my request for an award of \$5,000 is appropriate.

8. In light of the foregoing, I respectfully request that the Court grant final approval of the Settlement and the plan of allocation, approve Lead Counsel's motion for an award of attorneys' fees and expenses, and grant my request for a \$5,000 award for the time expended in representing the Class in the Action.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed this 21 day of September 2023, in

Jersey City, NJ.



IVAN M. BARON

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on September 25, 2023, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the email addresses on the attached Electronic Mail Notice List, and I hereby certify that I caused the mailing of the foregoing via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ Evan J. Kaufman

EVAN J. KAUFMAN

ROBBINS GELLER RUDMAN
& DOWD LLP
58 South Service Road, Suite 200
Melville, NY 11747
Telephone: 631/367-7100
631/367-1173 (fax)

Email: ekaufman@rgrdlaw.com

Mailing Information for a Case 1:22-cv-00163-PGG Baron v. Talkspace, Inc. et al

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Adam M. Apton**
aapton@zlk.com,ecf@zlk.com,jtash@zlk.com
- **Mark Stewart Cohen**
mcohen@cohengresser.com,managingclerksoffice@cohengresser.com,Mark-Cohen-1234@ecf.pacerpro.com,autodocket@cohengresser.com
- **Scott Alexander Edelman**
sedelman@milbank.com
- **Richard William Gonnello**
rgonnello@rgrdlaw.com,e_file_ny@rgrdlaw.com,e_file_sd@rgrdlaw.com
- **Evan Jay Kaufman**
ekaufman@rgrdlaw.com,e_file_ny@rgrdlaw.com,e_file_sd@rgrdlaw.com,ekaufman@ecf.courtdrive.com
- **Phillip C. Kim**
pkim@rosenlegal.com,pkrosenlaw@ecf.courtdrive.com
- **Jeremy Alan Lieberman**
jalieberman@pomlaw.com,mtjohnston@pomlaw.com,ahood@pomlaw.com,disaacson@pomlaw.com,ashmatkova@pomlaw.com,abarbosa@pomlaw.com
- **Gregory Bradley Linkh**
glinkh@glancylaw.com,info@glancylaw.com,greg-linkh-2000@ecf.pacerpro.com
- **David Lisner**
dlisner@cohengresser.com,managingclerksoffice@cohengresser.com,autodocket@cohengresser.com
- **Allison Samantha Markowitz**
amarkowitz@milbank.com,AutoDocketECF@milbank.com,allison-markowitz-1810@ecf.pacerpro.com
- **William A. Massa**
wmassa@rgrdlaw.com
- **Matthew Alain Peller**
mpeller@rksllp.com,cdeleon@rksllp.com
- **Bradley Philip Pollina**
brad@bflawoffice.com
- **Lawrence M. Rolnick**
lrolnick@rksllp.com,mhampson@rksllp.com,cdeleon@rksllp.com,docket@rksllp.com,clafferriere@rksllp.com
- **David Avi Rosenfeld**
drosenfeld@rgrdlaw.com,e_file_ny@rgrdlaw.com,e_file_sd@rgrdlaw.com,drosenfeld@ecf.courtdrive.com
- **Samuel Howard Rudman**
srudman@rgrdlaw.com,e_file_ny@rgrdlaw.com,mblasy@rgrdlaw.com,e_file_sd@rgrdlaw.com
- **Jed Mastren Schwartz**
jschwartz@milbank.com,jed-schwartz-8050@ecf.pacerpro.com,ggreen@milbank.com,AutoDocketECF@milbank.com
- **Ellen Anne Gusikoff Stewart**
elleng@rgrdlaw.com
- **Michael Saul Weinstein**
mweinstein@coleschotz.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)