

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re TALKSPACE, INC. SECURITIES : Civil Action No. 1:22-cv-00163-PGG
LITIGATION :
: CLASS ACTION
: X

**DECLARATION OF STEVEN JACOB GREENBLATT IN SUPPORT OF PLAINTIFFS'
MOTIONS FOR FINAL APPROVAL OF SETTLEMENT, PLAN OF ALLOCATION
AND AWARD OF ATTORNEYS' FEES AND EXPENSES**

I, Steven Jacob Greenblatt, pursuant to 28 U.S.C. § 1746 and on behalf of myself, 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 (collectively, the “Montague Street Group”), 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. I am authorized to make this declaration on behalf of each of the members of the Montague Street Group.

3. I am the Founding Partner and Portfolio Manager for Montague Street Capital Partners LLC, a family investment office based in New York, New York, and the investment manager for Montague Street LP, a member of the Montague Street Group. The other members of the Montague Street Group are accounts held in the name of, or in trust for, members of my immediate family.

4. In seeking appointment as lead plaintiff, the Montague Street Group understood its duty to serve the interests of the Class by supervising the management and prosecution of the litigation under the guidance of lead counsel Rolnick Kramer Sadighi LLP. I understand that Robbins Geller Rudman & Dowd LLP is also serving as lead counsel and represents in this Action lead plaintiff Ivan M. Baron.

5. 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.

6. Following the Montague Street Group's 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, on behalf of the Montague Street Group 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.

7. On behalf of the Montague Street Group, 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.

8. Although the Montague Street Group recognizes that the determination of attorneys' fees and expenses is made by the Court, it believes that lead counsel's requested fees and 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.

9. Since its inception in January 2022, I have expended approximately 20 hours on the prosecution of this Action, which would otherwise have been focused on other activities. 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.

10. 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 22nd day of September, 2023, in New York, New York.

A handwritten signature in black ink, appearing to read 'S J Greenblatt', written over a horizontal line.

STEVEN JACOB GREENBLATT

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

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

Electronic Mail Notice List

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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)