

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re TALKSPACE, INC. SECURITIES : Civil Action No. 1:22-cv-00163-PGG  
LITIGATION :  
: CLASS ACTION  
:  
: JOINT DECLARATION OF DELAWARE  
: PLAINTIFF'S COUNSEL IN SUPPORT OF  
: APPLICATION FOR AWARD OF  
: ATTORNEYS' FEES AND EXPENSES  
:  

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X

We, Juan E. Monteverde, Michael J. Palestina, and Blake A. Bennett, declare as follows:

1. We are partners with the law firms of Monteverde & Associates PC, Kahn Swick & Foti, LLC, and Cooch and Taylor, P.A., respectively (collectively, the “Firms”). We submit this joint declaration in support of the application for an award of attorneys’ fees and expenses/charges (“expenses”) in connection with services rendered in connection with the litigation being settled via the settlement pending before this Court (the “Settlement”).

2. The Firms are counsel of record for plaintiff Luis Diaz Valdez in an action pending in the Court of Chancery for the State of Delaware styled *Valdez v. Braunstein, et al.*, No. 2022-1148-KSJM (Del. Ch.) (the “Delaware Action”). The Delaware Action is being resolved via the Settlement.

3. The information in this declaration regarding each Firm’s time and expenses is taken from time and expense reports and supporting documentation prepared and/or maintained by each Firm in the ordinary course of business. We are the partners who oversaw the day-to-day activities in the litigation and have reviewed these reports (and backup documentation where necessary or appropriate) in connection with the preparation of this joint declaration. 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 litigation. Based on this review, each of us believes that the time reflected in our respective Firm’s lodestar calculation and the expenses for which payment is sought herein are reasonable and were necessary for the effective and efficient prosecution and resolution of the litigation.

4. The total number of hours collectively spent on the litigation by the Firms is 400.50. A breakdown of each Firm’s lodestar is provided in Exhibit A. The total lodestar amount for attorney/paralegal (or attorney/paraprofessional) time based on each Firm’s current rates is

\$320,462.50. The hourly rates shown in Exhibit A are consistent with hourly rates submitted by each Firm in other securities class action litigation. The Firms' rates are set based on periodic analysis of rates charged by firms performing comparable work both on the plaintiff and defense side. Different timekeepers within the same employment category (*e.g.*, partners, associates, paralegals, etc.) may have different rates based on a variety of factors, including years of practice, years at the Firm, years in the current position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly experienced peers at this Firm or other firms.

5. The Firms also incurred a total of \$1,960.65 in aggregate expenses and charges in connection with the prosecution of the litigation. Those expenses and charges are summarized by category in Exhibit B.

6. The expenses pertaining to this case are reflected in the books and records of each of the Firms. These books and records are prepared from receipts, expense vouchers, check records, and other documents and are an accurate record of the expenses.

7. Each signatory below is signing on behalf of their own respective firm and is not signing on behalf of any other firm and makes no representations as to the positions of any other firm.

[INTENTIONALLY LEFT BLANK]

The undersigned declare under penalty of perjury that the foregoing is true and correct to the best of our knowledge and belief.

Executed this 18th day of September, 2023.



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Juan E. Monteverde



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Michael J. Palestina



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Blake A. Bennett

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

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

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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)

# **EXHIBIT A**

**EXHIBIT A**

*In re Talkspace, Inc. Sec. Litig.*, No. 1:22-cv-00163-PGG  
 Delaware Plaintiff's Counsel's Lodestar

**Monteverde & Associates, PC**

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Juan E. Monteverde	(P)	99.20	\$975	\$96,720.00
Miles Schreiner	(A)	145.60	\$850	\$123,760.00
Ahmed Khattab	(A)	82.20	\$475	\$39,045.00
<b><i>TOTAL</i></b>		<b><i>327</i></b>		<b><i>\$259,525.00</i></b>

**Kahn Swick & Foti, LLC**

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Lewis Kahn	(P)	6.0	\$1,200	\$7,200.00
Michael Palestina	(P)	35.5	\$900	\$31,950.00
Gina Palermo	(A)	9.0	\$725	\$6,525.00
Brian Mears	(A)	8.5	\$600	\$5,100.00
Rhosean Scott	(A)	2.9	\$550	\$1,595.00
Anton Marynenko	(A)	0.3	\$525	\$157.50
Support Staff				
Bronwyn Gibson	(S)	1.2	\$275	\$330.00
<b><i>TOTAL</i></b>		<b><i>63.4</i></b>		<b><i>\$52,857.50</i></b>

**Cooch and Taylor, P.A.,**

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Blake A. Bennett	(P)	10.1	\$800	\$8,080.00
<b><i>TOTAL</i></b>		<b><i>10.1</i></b>		<b><i>\$8,080.00</i></b>



# **EXHIBIT B**

**EXHIBIT B**

*In re Talkspace, Inc. Sec. Litig.*, No. 1:22-cv-00163-PGG  
Delaware Plaintiff's Counsel's Expenses

**Kahn Swick & Foti, LLC**

<b><i>CATEGORY</i></b>	<b><i>AMOUNT</i></b>
Filing Fees	\$1,960.65
Online Legal and Financial Research	
Mediation Fees (Name)	
Miscellaneous	
<b><i>TOTAL</i></b>	<b><i>\$1,960.65</i></b>