FEE APPLICATION FOR MINNESOTA OPIOID LITIGATION BACKSTOP FUND

Johnson & Johnson and Distributor Settlements

Firm Names: Motley Rice and Briol & Benson, PLLC

Clients Represented: Dakota County, Hennepin County, Itasca County, McLeod County, Meeker County, the city of Minneapolis, Roseau County, St. Louis County, Sibley County, and Winona County

Total Settlement Amount Obtained for Each Client For Johnson & Johnson and Distributor Settlements	Dakota County Hennepin County Itasca County McLeod County Meeker County Minneapolis Roseau County St. Louis County Sibley County Winona County	\$9,127,527.20 \$39,358,605.91 \$2,355,101.44 \$257,491.90 \$773,036.87 \$10,071,201.97 \$519,869.69 \$9,788,366.28 \$494,186.23 \$1,601,243.89
Total Attorney Fees Claimed For Each Client (Limited To 15% as Ordered by Judge Polster in the Ohio MDL)	Dakota County Hennepin County Itasca County McLeod County Meeker County Minneapolis Roseau County St. Louis County Sibley County Winona County	\$1,369,129.08 \$5,903,790.88 \$353,265.22 \$38,623.78 \$115,955.53 \$1,510,680.28 \$77,980.45 \$1,468,254.94 \$74,127.93 \$240,186.58
Total Attorney Fees Awarded For Each Client From the National Contingency Fee Fund	Dakota County Hennepin County Itasca County McLeod County Meeker County Minneapolis Roseau County St. Louis County Sibley County Winona County	\$527,633.68 \$2,275,197.39 \$136,141.01 \$14,884.81 \$44,686.83 \$582,184.56 \$30,052.03 \$565,834.71 \$28,567.36 \$92,562.88
Total Attorney Fees Sought From Backstop Fund for Each Client	Dakota County Hennepin County Itasca County McLeod County	\$841,495.40 \$3,628,593.49 \$217,124.21 \$23,738.97

Meeker County	\$71,268.70
Minneapolis	\$928,495.72
Roseau County	\$47,928.42
St. Louis County	\$902,420.23
Sibley County	\$45,560.57
Winona County	\$147,623.70
Total	\$6,854,249.41

ADDITIONAL INFORMATION REQUESTED

(1) Copies of all documents submitted in support of any application to the National Contingency Fee Fund and a copy of the final award of any attorney fees.

The application to the National Contingency Fee Fund required the following certifications which were completed electronically:

1. A certification by the submitting attorney (the "Contact Counsel"), in the form required by the Attorney Fee Fund, certifying, among other things, that s/he has been designated by all attorneys/firms who have a fee interest that are listed in the contingent fee agreement(s) or fee-split agreements with the relevant Litigating Subdivision (the "Fee Interest Counsel") as the sole attorney responsible for submitting a Contingent Fee Application and any other required supporting materials on behalf of all counsel for that Litigating Subdivision, and that he or she personally swears and affirms the accuracy and veracity of the information submitted in connection with the Contingent Fee Application under the penalty of perjury;

2. A copy of the contingent fee agreement(s) between the Litigating Subdivision and the Contact Counsel and Fee Interest Counsel, and a copy of all fee-split agreements between any of Contact Counsel and Fee Interest Counsel;

3. Certifications by each of the Contact Counsel and Fee Interest Counsel, in the form required by the Attorney Fee Fund, certifying, among other things, that: a. The Contact Counsel shall be solely responsible for communicating with the Attorney Fee Fund about the Contingent Fee Application(s) related to the representation of the Litigating Subdivision, and shall immediately notify the Attorney Fee Fund of any change of address or any other circumstance that could impact the Attorney Fee Fund's ability to evaluate and process the Contingent Fee Application; b. The Contact Counsel shall be solely responsible for receiving any Contingent Fee Award and distributing the funds among the Fee Interest Counsel and/or lienholders, as agreed upon between and among the Contact Counsel, Fee Interest Counsel, and lienholders, in accordance with any agreement among them or as otherwise required by law; c. Agreement by each of Fee Interest Counsel to release and hold harmless the Attorney Fee Fund and any of its agents or representatives from any and all claims related to the disbursement of Contingent Fee Award funds to the Contact Counsel and his or her allocation and disbursement of those funds to the Fee Interest Counsel; d. Agreement by each of the Contact Counsel and Fee Interest Counsel to cooperate fully with the Attorney Fee Fund in connection with its work to evaluate, process, and/or audit the Contingent Fee Application filed in connection with the Contingent Fee Application for fees. e. Certifications by each of the Contact Counsel and Fee Interest Counsel

that they understand and agree that no Contingent Fee Application shall be processed unless and until each of the Contact Counsel and Fee Interest Counsel have made these and all other required certifications, and the Contingent Fee Application is otherwise complete.

A copy of the signed certifications for the Janssen Settlement and the Distributor Settlement for Hennepin County is attached hereto. Identical certifications for the remaining counties and the City of Minneapolis represented by Motley Rice and Briol & Benson were also filed. The only additional documents that needed to be submitted to Rubris beyond the certifications in order to obtain funding from the National Contingency Fee Fund were the contingency fee contracts which are attached hereto. A copy of the final award of attorney fees from the National Contingency Fee Fund is attached hereto.

(2) Copies of any applicable contingency fee contracts with Litigating Local Government; and, certifications that said contingent fee agreements have been waived.

Copies of the fee contracts are provided herewith. Motley Rice and Briol & Benson, PLLC certified in the certifications to the National Contingency Fee Fund the following on behalf of each of their clients: "I waive enforcement against all of my client Litigating Subdivision, of all Fee Entitlements (other than under State Back-Stop Agreements) arising out of or related to any or all Qualifying Representations of any Participating Litigating Subdivisions."

(3) A description of the complexity of the legal issues involved in the MDL Matter, *In Re National Prescription Opiate Litigation, MDL 2804* and addressed by Counsel; work done by Counsel to directly benefit their Litigating Local Government clients, and the reasonableness and appropriateness of the fees requested in light of the considerations found in Minn. R. Prof. Cond. 1.5.

In February of 2015, Washington County Attorney Pete Orput and Ramsey County Attorney John Choi met with Mark Briol and Scott Benson to discuss the devasting effects that opioid addiction was having on the residents of their counties and on the services provided by their counties. These two county attorneys asked Briol & Benson to consider whether a case could be made against opioid manufacturers, distributors, and others who had caused this opioid crisis. Briol & Benson began their research and discovered that the Motley Rice firm had brought lawsuits representing the City of Chicago and counties in California. Working with Linda Singer from Motley Rice, Benson began to outline for County Attorneys Orput and Choi possible causes of action that could be asserted against those who caused the opioid crisis, including under the Minnesota False Claims Act, the Minnesota Prevention of Consumer Fraud Act, the Minnesota Unlawful Trade Practices Act, and the Minnesota Deceptive Trade Practices Act, the Minnesota False Statement in Advertising Act, and common law claims for fraudulent misrepresentation, negligent misrepresentation, and negligent failure to warn. The firms also recommend a public nuisance claim and an unjust enrichment claim. Each of these claims required research and work to develop, but the public nuisance claim, in particular, took a great deal of thought and complexity to establish and argue in a way that would result in recovery for the county clients. That included significant work to address potential causation issues raised in other opioid litigation, including the impact of potentially intervening factors, such as the impact of other drug use and the transition to heroin and, more recently fentanyl, and an understanding of the steps required to abate the opioid epidemic in the cities and counties in Minnesota. Minnesota also has an overlapping network of consumer protection statutes that had to be addressed in formulating litigation claims.

In March, 2015, Briol, Benson and Singer held a meeting with county attorneys representing Hennepin, Dakota, Ramsey, Anoka and Washington counties to gauge their interest in pursuing litigation against those who caused the opioid crisis. At this meeting, and for the following two plus years, Briol, Benson and Singer explained the basis of the cases against manufacturers, distributors, and others who caused the opioid crises and conducted research on the effects of opioids on the residents of the State of Minnesota as well as the potential burdens that would be faced by any county who took on the obligation of being a plaintiff in a lawsuit. These discussions culminated in a meeting in October of 2017 for all interested Minnesota County Attorneys at the offices of the Hennepin County Attorney called by Hennepin County Attorney Michael Freeman at which any firm interested in representing Minnesota clients was asked to present to the assembled group. Briol, Benson, and Singer presented at this meeting and at subsequent meetings with counties and the City of Minneapolis. This resulted in Motley Rice and Briol & Benson being hired by the clients listed above.

The law firms then commenced working with their clients to draft detailed and fact specific complaints for each of their clients detailing the effects that the opioid crisis had on each of the municipalities represented and setting forth the legal causes of action against the defendants. After each complaint was filed, the cases were transferred to the Multi District Litigation, *In Re National Prescription Opiate Litigation, MDL 2804*.

When discovery commenced in the MDL, each plaintiff was required to complete a "Plaintiff Fact Sheet" requiring detailed information from each of the ten municipalities represented by the law firms. A copy of the blank Plaintiff Fact Sheet requesting information from each municipality is attached. Obviously, the Plaintiff Fact Sheets took a great deal of work and coordination with our ten clients to fully and accurately complete.

Recovery of settlements on behalf of our Minnesota clients required significant work nationally to bring the Defendants to the negotiating table. Motley Rice has worked across every group of Defendants, in every substantive area of the opioid litigation and settlement, constituting the largest and most significant commitment of financial and human resources of any law firm in the opioid litigation. Specifically, Motle Rice attorneys:

- Served as counsel in the litigation that gave rise to the MDL, representing Santa Clara County and the City of Chicago in the first opioid cases filed in 2014;
- Served as MDL Co-Lead and Co-Chairs of the Manufacturer Track and Law & Briefing;
- Led settlement negotiations with and for the MDL and State Attorneys General ("AG");
- Acted as sole- or co-lead counsel in four trials against the settling defendants (CT2, CA, WA, and WV)—*half of the 8 trials that proceeded prior to the settlements*. Motley Rice also served as lead counsel in three cases that proceeded to the eve of trial (CT1-Distributors; NH-J&J; and RI-Distributors);

- Developed the IQVIA (prescribing) data relied on across MDL and state court cases;
- Handled key depositions and experts, including the development of the abatement model and plan that are the reason for this litigation; and
- Served as the point of contact with DOJ and DEA.

Motley Rice took an early leadership role once the MDL was formed, with Joe Rice appointed Co-Lead. Linda Singer was co-chair of the Manufacturer Track, and Motley Rice co-led the cases against Purdue and Janssen. The case against Purdue laid the foundation for and fueled the cases against other manufacturers. Motley Rice has represented bellwethers in each phase of the MDL and against each set of defendants. (Summit County/ Akron in CT1, Huntington in CT2, Chicago in CT5, and Montgomery County in CT7). In its bellwether work, Motley Rice effectively shouldered the burden of substantial defensive discovery (one bellwether trial alone required 2,400 pages of discovery responses) but also handled complaint and brief drafting, arguments, negotiations with defendants, and status conferences, keeping these cases on track and setting the framework for follow on cases.

Motley Rice attorneys have been at the forefront of discovery efforts prior to the MDL, throughout its existence, and in state cases. Discovery conducted by Motley Rice for Chicago prior to the MDL shaped MDL discovery against manufacturers and headed or staffed affirmative discovery teams for various manufacturers, distributors or pharmacies.

Motley Rice's active state court litigation efforts created favorable litigation-wide precedents and expanded the body of available evidence. Prior to June 30, 2021, Motley Rice took 292 affirmative depositions *outside of* the MDL.

Motley Rice has been responsible for complaints, dispositive motions, discovery disputes, Daubert motions, mandamus petitions and interlocutory appeals, JPML filings concerning the scope of the MDL, and bankruptcy actions. Motley Rice had lead responsibility for dispositive motions in the bellwether cases (CT1-4 and CT6) and drafted or edited more than *100* briefs litigation-wide. Motley Rice also provided active on-call legal support during every trial and for settlement-related issues.

Motley Rice was responsible for identifying, recruiting, vetting, preparing, presenting, and refining numerous experts who have been critical to the litigation, including taking the lead on the key abatement expert, Dr. Caleb Alexander, data analyst, Lacey Keller, addiction expert Dr. Andrew Kolodny, "gateway" (heroin/fentanyl) expert Dr. Daniel Ciccarone, and pharmacy expert Carmen Catizone, former Executive Director of the National Association of Boards of Pharmacy.

Motley Rice was actively involved in managing the document repository, initial discovery, and e-discovery protocols from the formation of the MDL, participating in all aspects of managing an unprecedented 59,636.34 GB (as of June 2021) of ESI in the MDL document platform.

Joe Rice led all settlement negotiations for the MDL. In approximately 48 months, he led the MDL Plaintiff's Executive Council in industry-wide settlement negotiations and to successful conclusion of multiple bankruptcies (Purdue, Mallinckrodt, and Insys) and promoted a unique abatement fund settlement process through the unification of subdivisions and states by working together. His 30+ years of experience in complex, high-stakes litigation, gave Mr. Rice unique opportunities to perform a critical role in bringing these settlements to an advantageous conclusion for the country's opioid casualties.

Attorneys from Briol & Benson and Motley Rice have worked with our Minnesota clients and held meetings with elected officials to explain the settlements, issues involved in the various bankruptcies, and numerous other legal and practical issues that have arisen surrounding the complexities of the use of opioid settlement funds.

On August 11, 2021, Briol & Benson along with attorneys from Lockridge Grindal Nauen and other attorneys representing municipalities organized our clients to engage in a discussion as to how to negotiate a split with the Minnesota Attorney General in settlement funds obtained for the State of Minnesota. After much discussion, the municipalities agreed to a unified position that would result in obtaining the largest recovery for the State of Minnesota. After significant negotiation, the Attorney General's office and representatives of Minnesota counties and cities agreed to split the settlement funds with the municipalities receiving 75 percent of the settlement funds and the State of Minnesota receiving 25 percent of the settlement funds.

Based on the complexity and novelty of the legal issues presented in seeking recovery for our clients, the fact that Motley Rice and Briol & Benson began addressing these issues even before 2015 when the first meetings in Minnesota occurred, and that obtaining this result for our Minnesota clients required extraordinary time and expense for research, experts, trials, and all of the work described above, the request for payment from the Minnesota Backstop is reasonable and appropriate in light of the considerations found in Minn. R. Prof. Cond. 1.5. Moreover, Minn. R. Prof. Cond. 1.5 (a)(8) includes a consideration as to whether the fee is fixed or contingent and 1.5(c) recognizes that parties may agree to a contingent fee. Agreeing to a contingent fee arrangement places all the risk on the law firms to bear the expenses, time for lawyers and legal professionals, and fees from experts against the possibility of no recovery. Both firms were precluded from taking other work based on the obligations of this case. Moreover, each of our clients agreed to a 25 percent contingent fee. Motley Rice and Briol & Benson would be justified in claiming the full 25 percent contingent fee. But, based on the ruling of Judge Polster in the MDL and as a requirement to waive that contingent fee in order to receive funds from the National Contingency Fee Fund and the Minnesota Backstop, the firms agreed to reduce their contingent fee to 15 percent. This allowed more money to go to combat the opioid crisis for each of our clients.

The result obtained in these cases on behalf of our Minnesota clients has been extraordinary, obtaining over \$74 million for our Minnesota clients in this settlement round alone to be used for opioid remediation programs for each of our clients. A draft of this application was provided to each of our clients asking them if they had any objection to the application. None of our clients indicated that they had an objection and the following counties affirmatively indicated they had no objection: Hennepin County, St. Louis County, Itasca County, and Sibley County.

(4) The identity of the lawyers or legal professionals within Counsel's firm who performed the work described in (3) above.

Briol & Benson lawyers: Scott Benson, Mark Briol, William Carpenter, Joe Pull, Mary Cate Cicero.

Motley Rice lawyers and legal professionals:

Money Rice lawyers and legal	professionais.	
Ackerman, David	Burnett, David	Dragon, Crystal
Adkins, Stefani	Butler, Kayla	Drake, Nelson
Aguiniga, Sara	Butto, Sawyer	Duane, John C.
Alderman, Morgan	Calderwood, Timothy	Duarte, Paolo
Andrae, Lane	Camm, Matthew	DuBois, Ethan
Andrews, Polly	Campbell, Janis	Ducharme, Alison
Anelli, Lauren	Camputaro, Elizabeth A.	Dundervill, Mark
Anthrop, Jenna	Cannon, Sharita	Eads, Chris
Arnold, Andrew P.	Carlyle, Caroline	Eekhoff, Kaitlyn
Ashby, Lisa	Caron, Sarah	Elliott, Lucy
Austin, Brendan	Carr, Melissa A.	Elmore, Christina
Baber, Jonathan	Carroll, Jessica	Elsner, Mike
Baden, John A.	Cash, Andrew T.	Ensign, Gregory
Baker, Frederick C.	Cashon, Richard J	Eubanks, John
Barbrick, Briana	Chandler, Grace	Faison, Cynthia
Baughman, Willliam Hunter	Christenson, Monique	Familoni, Olutola 'Tola'
Baumil, Scott	Cimini, Haley	Farrell, Jacqueline Kay
Beck, Daniel	Clack, Justin	Fayas, Rachel
Behm, Christina	Clerkin, Michelle Zolnoski	Finch, Nathan D.
Benner, David	Colombo, Jessica	Fisher, Rick
Benson, Dylan	Conners, Gregory	Fitzpatrick, Fidelma L.
Berezofsky, Esther	Cook, Patti Funderburk	Fleming, Katelyn Mariah
Bisig, Anna	Cope, Breanne	Flowers, Jodi Westbrook
Blackiston, Victoria	Corley, Steven	Floyd, Rebecca
Blatterman, Victoria	Cornwall, Sarah	Fonseca, Helena
Blom, Ryan	Costigan, Dennis	Fonseca, Rebecca
Bogan, Brianna	Cothran, Samuel B.	Forster, Jenna
Bograd, Louis M.	Couch, Sara O	French, Danielle
Bonilla, Carlos	Cox, Kathryn	Fu, Abigail
Bradford, Jacob	Cummings, Nicholas S.	Geisler, James
Breakell, Riley	Currie, Peter	Gilbert, Jeanette M.
Brescia, Monica	Dantzler, Charlene	Gonzalez, Felicity
Brinson, Caitlin	Davis, Vanessa	Gonzalez, Leonel
Brown, Dominique E.	Day, Thomas	Grant, Brian
Brown, Faith	DeHart, David	Greene, JeRai
Browne, Victor	Dengler, Barbara	Greene, Vincent L.
Buchman, Michael M.	Deyneka, Natalie	Gruetzmacher, Max
Burke, Susan L.	DiPalma, Taryn	Gunn, Micah

Guy, Jennifer Hack, Lisa M. Haefele, Robert T. Haileselassie, Jade Hansel, Sarah Harbin, Robert Clay Harvey, Christopher Heidari, Ra'na Hemelgarn, Colleen Hemminger, Stephen Hermiz, Kristen M. Herrick, John E. Heyl, C. Ross Hickey, Megan Hicks, Sherry Hickton, Daniel Hoch, Mark Hockenberry, Sara Holcomb, Laura C. Holestin, Melissa L. Holland, Maureen Hopkins, Kaitlin Hopkins, Marti Hornback, Shae Hornstein, Ashley Hoyle, David Hudnall, Shannon Hughes, James M. Hurst, John Hutson, Darien Jacob, Christopher Jacobs, Rebecca Janelle, Alice H. Jarvis, Nate Jasinski, Mathew Johnsen, Eric Johnson, Anna Johnson, Jenifer Johnson, Shelby Jones, Elizabeth Jones, Julie Kantala, Dmytro Kaye, Stacy Kearse, Anne McGinness Keith. Durell Kendrick, Austin Kerrison, Lizzie Kilpatrick, Ainsley Kimmel, Ellie Kimpson, Marlon Kinard, Caroline Kirkpatrick, Kyle Klink, Rachel Kotz, Tasha Kouba, Annie Kucemba, Melissa Lacy, Taylor Lattimore, Kayla Laube, Jessica (now Jessica Botto) Lawrimore, Kathryn 'Katy' Ledlie, James W. Lepine, Viola T. Levin, Gregg Levimu, Temitope Licwinko, Benjamin Lilly, Alexis Lin, Jacky Linardi, Jessica Lingenfelter, Andrea Littlejohn, Joshua C Littlejohn, Kimberly A. Liu, Mimi Loper, Charlotte Louie, Karen Lucas, Kathleen Ludden, Claudia Mack. David Mandara, Lisa Maron, Andrew Martin. Liz A. Marvin, Cynthia Matte, Olivia Mazingo, Ridge McBride, Barbara McClellan, Harley McConnell, Robert J. McCulloch, Bob

McDonald, Stephen McFarland, Patricia McInnis, Michaela McKellar, Hannah McLaughlin, Lora L. McLean, Logan McLean, William McNeil, Johnathan McNeill, Lin J. Menard. Katie Middleton, Seymoura Migliori, Donald A. Miles. Heather Miller, Craig Miller, Jillian Mogab, Fredrick Monroe, Chelsea L. Montoro, Victoria Moore, Ashton Moore, Joann Moore, Karen Moore, Madison Morgan, Frances H. Moriarty, Christopher F. Morris, Deanna Morris, Kenneth Murphy, Terry Muse, Jake Narwold, Bill Nelson, Jeffrey Neubert, Megan Ng, Jonathan Nguyen, Hai Niekamp, Janet K. Ninh, Isabelle Nobles, Caitlyn Nobles, Kaitlyn Norton, Bill S. Nossaman, Hillary Nunis, Tommy Oakley, Chris O'Brien, Judy O'Brien, William Oler, Christy

Oliver, Lance Onal, Taha Onile-Ere, Jacob Orent, Jonathan D Orvig, Sandra A. O'Shaughnessy, Andrew Ouse, Brian Peetoom, Davi Pendell, Michael J. Pitchford, Andrew Pitman, Ariel Poston, Heather Prevost, John Quinton, Jason Quirk, Michael Raynal, Andrew Rice, Andrew Rice, Joseph F. Richards, Evelyn Richardson, Rose-Ann Rigsbee, Logan Rimmer, Allyson Rion, Caroline Ritter, Ann Kimmel Rittmaier, Nicole Rivers, Tammy C. Roberts, Kendra Romeo, Leanna Rousseau, Michael G Roy, Kyle Russell, Cole Salerno, Danielle Saltzburg, Lisa M. Sarjent, Joy Scalise, Margaret

Schuster, Allyson Scudder-Levin, Jennie Shaarda, Lynn Shaw, Johnny Shealy, Sally Sherbow, Michael Shin, Joshua Shuman, Dawson Silvestro, Tyler Singer, Linda Slay, Alston Slyby, Allison Smith, Destiny Smith, Elizabeth Smith, Erin Smith, Lucy Snodgrass, Sarah Solomon, Cindi Staley, Chennise Stemkowski, Laura Stewart, James Stout, Jake Strong, Tristan Sullivan, Rose Sykes, Matthew Talati, Benita Taylor, Aaron Taylor, Maya Thies, Dillon Thompson, Laura E. Thornton, Mitchell Bryan Tillman, Ethan Traykova, Neli Turanchik, John Tyson, Christy

Unterreiner, Amanda L. Urrutia, Christi Vose, Kathy Waites, Kathryn Wallace, J. Benee Walters, Lyndsey Walton, Mary Watson, Erin S. Watson, James Watson, Mackenzie Watson, Pierce Weddle, Tyler Weil. Katherine M Welch, Josh Werner, Hannah White, Maggie Wichmann, Lucinda Gardner Wilds, Jessica Willcox, Courtney Williams, Ebony Williams, Erin Williams, Nicholas Williams, Susan S. Wolf, Courtney Worsham, Tracy L. Worthington, Gwendolyn E. Yost, Anthony Young, Kelli Zagnoli, Theresa Zamadics, Thomas Muccio, Jennifer D. Palmer, Staci R Kirk, Rachel Holland, Ashley