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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

IN RE OPTICAL DISK DRIVE PRODUCTS
ANTITRUST

Case No. 3:10-md-2143 RS (JCS)

**DECLARATION OF CHRIS
WHIPPS RE PROPOSED PLAN OF
DISTRIBUTION AND SCHEDULE**

This Document Relates to:
ALL INDIRECT PURCHASER ACTIONS

1 I, Chris Whipps, declare as follows:

2 1. I am employed as CEO of Sipree, Inc., d/b/a DigitalPay, which serves as one of the
 3 Court-appointed administrators of the settlements in this action. As the CEO of DigitalPay, I oversee
 4 the administrative services provided in this matter. I make this declaration to further outline those
 5 administrative services. I have personal knowledge of the facts set forth herein and, if called as a
 6 witness, could and would testify competently thereto.

7 2. The total number of timely and valid claims received at
 8 www.dollarsfordiskdrives.com, via email to info@dollarsfordiskdrives.com, and via U.S. Mail is
 9 approximately 465,012.

10 3. As set forth below, the total amount from the initial settlement funds is
 11 \$204,999,138.10. After accounting for accumulated interest and approved payments from the
 12 settlement funds, the net distributable settlement amount is now \$167,197,144.48:

Total funds available (settlements plus interest)	\$	\$207,071,998.09
Taxes Paid from the Funds	\$	(430,265.69)
Attorneys' Fees	\$	(31,026,000.00)
Service Awards (\$6,000 x 25 class reps)	\$	(150,000.00)
Administration Costs (including those expected to be incurred)	\$	(4,856,401.30)
Current balance	\$	170,609,331.10
2% reserve	\$	(3,412,186.62)
Net settlement fund	\$	167,197,144.48

20 4. Taking the net settlement fund available, individual payments will be calculated on a
 21 *pro rata* basis based on the number of validly claimed internal or standalone optical disk drives.

22 5. The following six payment options will be available to class members:

23 Option 1: Virtual Mastercard with Online & Point of Sale (POS) Use – \$1,000 Maximum
 24 Limit. This option does not require a bank account. A virtual Mastercard is instantly
 25 activated with confirmation of name + mobile number, with no other registration needed.

26 Option 2: Physical Mastercard (pCard): Online & Point of Sale Use – \$1,000 Max. This
 27 option also does not require a bank account for online / point-of-sale usage. The card only
 28

requires activation – no other registration needed.

Option 3: Physical Mastercard with Online & Point of Sale & ATM Use – \$9,999.99 Max.

This card activates instantly. No bank account or registration needed for online or point-of-sale usage. An ATM feature is also available, but requires card registration and claimant must have active bank account to withdraw funds.

Option 4: Amazon – \$2,000 Max. Instant use and/or transfer to Amazon balance.

Option 5: Target – \$1,000 Max. Instant use online or at point of sale (printout or Target app).

Option 6: Starbucks – \$500 Max. Instant use online or at point of sale (with Starbucks app).

6. Claimants will be presented with payment options according to the amount of their validated settlement claim and the maximum value approved for an endpoint. For validated claims up to \$10,000 (the maximum for digital payments, per AML Compliance) claimants will have the following choices:

Level of Payment	Payment Amount	Payment Options	Maximum Amounts
Tier 1	\$3.92-\$499.99	Target	\$1,000
		Digital Debit Card (vMC)	\$1,000
		Amazon	\$2,000
		Starbucks	\$500
Tier 2	\$500-\$999.99	Target	\$1,000
		Digital Debit Card (vMC)	\$1,000
		Amazon	\$2,000
		pCard – Online/POS	\$1,000
Tier 3	\$1000-\$1999.99	Amazon	\$2,000
		pCard – Online/POS/ATM	\$10,000
Tier 4	\$2,000-\$9999.99	pCard – Online/POS/ATM	\$10,000

7. DigitalPay proposes to execute the distribution in two phases: “Initial Payment Offering” and “Second Round Offering.” During Initial Payment Offering, claimants will be sent emails notifying them of the funds that are waiting for them. Claimants follow simple, easy steps to receive their payment – a process of four clicks, with no applications to download or to get in the way of receiving money. From DigitalPay’s experience delivering litigation funds to consumers in

1 2020 and 2021, more than 80% of claimants are expected to receive funds in this phase of the
2 program.

3 8. Payment notices sent in the Initial Payment Offering each have a pre-designated time-
4 to-live (TTL). After TTL expiration, DigitalPay will gather a file of claimants who accepted
5 payment during the Initial Payment Offering. A final assessment of funds remaining for distribution
6 will be completed, followed by the Second Round Offering. In this phase, DigitalPay will send a
7 final pro-rata payment to claimants who accepted funds in the Initial Payment Offering. This
8 payment will align with the same endpoint the claimant chose to receive funds in the Initial Payment
9 Offering. This process:

- 10 • Maximizes payout with 100% delivery to claimants who are proven to be responsive
11 and have validated email addresses;
- 12 • Provides continuity by sending the additional pro-rata payment to an endpoint the
13 claimant prefers;
- 14 • Provides finality of payment and delegates escheatment to the retailer or bank issuing
15 the debit card;
- 16 • Is the closing event designed to take the settlement fund to as close to a \$0 balance as
17 possible (not including outstanding paper checks or final “bounced” digital pro-rata
18 payments).

19 9. Epiq Class Action Claims and Solutions (Epiq) will mail payments to class members
20 that requested a payment by check or for whom the award value is too large to allow for digital
21 payment. This is estimated to be 8,753 checks as of the time of this filing. Epiq will also assist
22 DigitalPay with the customer service component of the digital distribution.

23 10. Although one appeal remains pending, DigitalPay understands that this Court has
24 ordered distribution to proceed. Given this, Digital Pay and counsel for the indirect purchaser class
25 propose the following schedule:

Event	Date for Completion
<p>Warm Up</p> <p>DigitalPay emails claimants an initial notice (a “warm up”) that communicates payment is soon coming and provides a date range of when payee will see payment. This email sets expectations and reinforces credibility of the payment to be received.</p>	<p>March 25 to April 23, 2022</p>
<p>Phase I: Payment Notification and Receipt</p> <p>DigitalPay issues payments (“payment notification”) to claimants via email. From this communication, claimants will be able to select where they would like to receive funds. This action transfers funds from the settlement fund to the possession of the payee.</p> <p>Paper Checks Issued</p> <p>Claims administrator Epiq to mail paper checks week of April 25, with 60-day expiration.</p>	<p>April 25 to May 6, 2022</p>
<p>Payment Expiration</p> <p>All digital payments issued in Phase I will expire (each digital payment will expire 35 days from the rolling notification; the vast majority of payments taken will occur in a ~72-hour window from notification). While a payment is active—but has not yet been taken—payees will receive four emails to remind them they have funds waiting.</p>	<p>June 10, 2022</p>
<p>Process Payment Exceptions</p> <p>Reissue digital payments as necessary and allow a further one week for expiration.</p>	<p>June 20-26, 2022</p>
<p>Report Results of Phase I</p> <p>DigitalPay and Epiq to identify and report funds that have not yet been taken by payees. Final accounting report and reconciliation will be created, along with proposed Second Round Distribution amounts. A report on first round distribution will be filed with the Court with a proposed plan for Second Round Distribution.</p>	<p>July 22, 2022</p>
<p>Phase II: Second Round Distribution</p> <p>Claims administrator DigitalPay securely delivers a final pro rata payment to all payees who took a</p>	<p>August 8-19, 2022</p>

Event	Date for Completion
<p>payment in the Initial Payment Offering (Phase I). This card is the named property of the payee and delivers live funds. No bank account is required to activate and use any of the cards delivered. This final phase delivers funds to all entitled claimants with the intent of taking the settlement balance as closed to \$0 as possible (except for outstanding physical checks issued by Epiq).</p> <p>Claims administrator Epiq to reissue checks with 30-day expiration to those who did not cash 60 days from first issuance.</p>	
<p>Final Reporting</p> <p>Claims administrator DigitalPay to provide final report regarding the disbursement of the settlement funds.</p> <p>Claims administrator Epiq to identify and report checks that have not been cashed 30 days from re-issuance.</p> <p>Any remaining funds will be distributed to the Attorneys General for the Class jurisdictions for use in prosecuting consumer antitrust claims.</p>	<p>October 7, 2022</p>

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 7th day of March 2022, in San Francisco, California.



CHRIS WHIPPS