

EXHIBIT C

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

Jennifer Baker and Jean Greenberg, as
representatives of a class of similarly situated
persons, and on behalf of the Investment-Incentive
Plan for John Hancock Employees,

Plaintiffs,

v.

John Hancock Life Insurance Company (U.S.A.), and
the John Hancock US Benefits Committee,

Defendants.

Case No. 1:20-cv-10397-GAO

**DECLARATION OF KAI H.
RICHTER IN SUPPORT OF
PLAINTIFFS’ UNOPPOSED
MOTION FOR CLASS
CERTIFICATION**

I, Kai H. Richter, hereby declare and state as follows:

1. I am a partner at Nichols Kaster, PLLP (“Nichols Kaster”), and I am one of the attorneys representing Plaintiffs Jennifer Baker and Jean Greenberg in this putative class action.

2. I submit this declaration in support of Plaintiffs’ unopposed Motion for Class Certification.

Professional Overview

3. I am currently licensed in good standing to practice law in the State of Minnesota, and also have been admitted to practice in the following federal district courts and appellate courts across the country:

Supreme Court of the United States
1st Circuit Court of Appeals
2nd Circuit Court of Appeals
3rd Circuit Court of Appeals
6th Circuit Court of Appeals
8th Circuit Court of Appeals
9th Circuit Court of Appeals
U.S.D.C. for the District of Minnesota
U.S.D.C. for the Eastern District of Michigan
U.S.D.C. Western District of New York
U.S.D.C. for the Eastern District of Wisconsin
Minnesota Supreme Court

I am in good standing in every jurisdiction in which I have been admitted to practice.

4. I have been actively engaged in the practice of law since 1999, and have substantial class action experience and other complex litigation experience.

5. Since joining Nichols Kaster in April 2010, my practice has focused exclusively on class action cases. I have been appointed class counsel for litigation or settlement purposes in over two dozen class cases. In connection with those cases, I have personally negotiated class action settlements providing for more than \$300 million in available relief to class members nationwide.

6. The principal types of cases that I have handled at Nichols Kaster are consumer class actions and ERISA class actions.

7. As a former leader of our firm's Consumer Class Action Team, I led class action litigation against several major financial institutions, including JPMorgan Chase, Bank of America, U.S. Bank, Wells Fargo, Citibank, GMAC Mortgage, RBS Citizens, and MidFirst Bank. For example, I successfully argued contested class certification motions in *Hofstetter v. Chase Home Finance, LLC*, 2011 WL 1225900 (N.D. Cal. Mar. 31, 2011) and *Ellsworth v. U.S. Bank, N.A.*, 2014 WL 2734953 (N.D. Cal. June 13, 2014), successfully argued before the First Circuit Court of Appeals in *Lass v. Bank of America, N.A.*, 695 F.3d 129 (1st Cir. 2012), and successfully argued and/or briefed dispositive motions in a number of other consumer class cases, including *Jackson v. Wells Fargo Bank, N.A.*, 2013 WL 5945732 (W.D. Pa. Nov. 7, 2013); *Leghorn v. Wells Fargo Bank, N.A.*, 950 F. Supp. 2d 1093 (N.D. Cal. 2013); *Casey v. Citibank, N.A.*, 915 F. Supp. 2d 255 (N.D.N.Y. 2013); *Berger v. Bank of America, N.A.*, 2013 WL 1164497 (D. Mass. Mar. 21, 2013); *Morris v. Wells Fargo Bank, N.A.*, 2012 WL 3929805 (W.D. Pa. Sept. 7, 2012); *Ulbrich v. GMAC Mortgage, LLC*, 2012 WL 3516499 (Aug. 15, 2012); *Walls v. JPMorgan Chase Bank, N.A.*, 2012 WL 3096660 (W.D. Ky. July 30, 2012); *Skansgaard v. Bank of America, N.A.*, 896 F.

Supp. 2d 944 (W.D. Wash. 2011); and *Wulf v. Bank of America, N.A.*, 798 F. Supp. 2d 586 (E.D. Pa. June 27, 2011).

8. I am currently co-leading our firm's ERISA Class Action Team. In addition to the present case, the firm's lawyers (including myself) have been appointed class counsel for litigation and/or settlement purposes in over 20 other breach of fiduciary duty cases involving retirement plans, as set forth below:

- *Andrus v. NY Life Ins. Co.*, No. 1:16-cv-05698 (S.D.N.Y.);
- *Main v. American Airlines, Inc.*, No. 3:16-cv-01033 (N.D. Tex.);
- *Sims v. BB&T Corp.*, No. 1:15-cv-00732 (M.D.N.C.);
- *Stevens v. SEI Invs. Co.*, No. 2:18-cv-04205 (E.D. Pa.);
- *Urakhchin v. Allianz Asset Mgmt. of America, L.P.*, No. 8:15-cv-01614 (C.D. Cal.);
- *Johnson v. Fujitsu Tech. & Bus. of America, Inc.*, No. 5:15-cv-03698 (N.D. Cal.);
- *In re M&T Bank Corp. ERISA Litig.*, No. 1:16-cv-00375 (W.D.N.Y.);
- *Wildman v. American Century Servs., LLC*, No. 4:16-cv-00737 (W.D. Mo.);
- *Moreno v. Deutsche Bank Americas Holding Corp.*, No. 1:15-cv-09936 (S.D.N.Y.);
- *Clark v. Oasis Outsourcing Holdings Inc.*, No. 9:18-cv-81101 (S.D. Fla.);
- *Velazquez v. Massachusetts Financial Services Co.*, No. 1;17-cv-11249 (D. Mass.);
- *Beach v. JPMorgan Chase Bank, N.A.*, No. 1:17-cv-00563 (S.D.N.Y.);
- *Intravaia v. Nat'l Rural Electric Cooperative Assoc.*, No. 1:19-cv-00973 (E.D. Va.);
- *Larson v. Allina Heath System*, No. 17-cv-03835 (D. Minn.);
- *Brotherston v. Putnam Investments, LLC*, No. 1:15-cv-13825 (D. Mass.);
- *Karpik v. Huntington Bancshares Inc.*, No. 2:17-cv-1153 (S.D. Ohio);
- *Mass v. The Regents of the University of California*, No. RG17-879223 (Alameda County Super. Ct.);

- *Moitsoso v. FMR LLC*, No. 1:18-cv-12122 (D. Mass.);
- *Reetz v. Lowe’s Companies, Inc.*, No. 5:18-cv-00075 (W.D.N.C.);
- *Toomey v. Demoulas Super Markets, Inc.*, No. 1:19-cv-11633 (D. Mass);
- *Bhatia v. McKinsey & Co., Inc.*, No. 1:19-cv-01466 (S.D.N.Y.); and
- *Kirk v. Retirement Committee of CHS/Community Health Systems, Inc.*, No. 3:19-cv-00689 (M.D. Tenn.).

9. Our firm took the *Putnam* and the *American Century* cases to trial in April 2017 and September 2018, respectively. We received final court approval of settlements in *New York Life*, *American Airlines*, *BB&T*, *SEI*, *Allianz*, *Fujitsu*, *M&T*, *Deutsche Bank*, *Oasis Outsourcing*, *Massachusetts Financial Services*, *JPMorgan Chase*, *National Rural Electric Cooperative Association* (“NRECA”), and *Allina*, and also recently received preliminary court approval of settlements with *Putnam*, *Huntington Bank*, *FMR LLC* (also known as *Fidelity*), *McKinsey & Co.*, *Demoulas Super Markets*, and *CHS/Community Health Systems*. We won contested class certification motions in *Putnam*, *BB&T*, *Allianz*, *American Century*, *Deutsche Bank*, *JPMorgan Chase*, and *University of California*, and reached stipulations concerning class certification in our cases with *Massachusetts Financial Services*, *FMR LLC*, and *Lowe’s*. We also defeated motions to dismiss in many of these cases in whole or in part (*American Airlines*, *BB&T*, *Allianz*, *Fujitsu*, *M&T*, *American Century*, *Deutsche Bank*, *Massachusetts Financial Services*, *JPMorgan Chase*, *NRECA*, *Putnam*, *Huntington Bank*, *University of California*, *Demoulas Super Markets*, and *Lowe’s*), as well as in *Morin v. Essentia Health*, 2017 WL 4083133 (D. Minn. Sept. 14, 2017), *report and recommendation affirmed*, 2017 WL 4876281 (D. Minn. Oct. 27, 2017), *Nelsen v. Principal Global Investors Trust Company*, 362 F. Supp. 3d 627 (S.D. Iowa 2019), *Davis v. Stadion Money Management*, 2020 WL 1248580 (D. Neb. March 16, 2020), and *Falberg v. The Goldman Sachs Group*, 2020 WL 3893285 (S.D.N.Y. July 9, 2020).

10. Nichols Kaster is regarded as a leader in ERISA 401(k) cases. According to a recent Bloomberg BNA article, “Nichols Kaster has been the driving force” behind recent 401(k) self-dealing litigation. *See* Jacklyn Wille, *Deutsche Bank Can’t Shake 401(k) Fee Lawsuit*, Bloomberg BNA (Oct. 17, 2016). Attorneys from the firm have been interviewed by National Public Radio (for the program “All Things Considered”), the Wall Street Journal, Bloomberg, Financial Times, Pensions & Investments, Investment News, Bankrate.com, and other trade publications in connection with their ERISA work. I also have spoken by invitation at several national conferences and seminars on ERISA litigation, including (1) two employee benefits programs sponsored by the American Law Institute (October 22, 2020 and October 24, 2019); (2) a webinar on “Fee Litigation” sponsored by the American Bar Association (November 12, 2019); (3) a Professional Liability Directors & Officers conference on a panel regarding “Plan Fee Litigation” (February 6, 2019); (4) an American Bankers Association Insurance Risk Management Conference on a panel concerning excessive fee ERISA class actions (February 5, 2019); (5) an American Law Institute webcast on Excessive Fee Litigation (November 28, 2018); (6) the American Law Institute’s tax-exempt and government plans education series (September 24, 2018), where I co-presented on “The Current State of Fee Litigation and Its Implications”; (7) the American Conference Institute’s National Forum on ERISA Litigation (on both March 1, 2017 and November 2, 2017), where I was a member of the “Fiduciary Investment Litigation Update” panel; and (8) the Retirement Advisor Council’s annual meeting (May 22, 2018), where I was a member of a panel on “The Moving Litigation Frontier”.

11. Prior to joining Nichols Kaster, I served as the Manager of the Complex Litigation Division of the Office of the Minnesota Attorney General. During my tenure there (from February 2008 to March 2010), I supervised and handled a large number of complex matters. For example,

in June and September of 2009, I co-chaired a three-week trial involving claims for fraudulent sales of annuities and legal plans to over 1,200 Minnesota senior citizens, which ultimately resulted in a favorable judgment from the trial court. In addition, I handled a significant consumer enforcement action against Sprint Nextel related to wrongfully imposed contracts and termination fees, which resulted in a comprehensive settlement in October of 2009.

12. I also had significant prior class action experience in private practice, including two multi-week class action trials: a statewide wage and hour class action against Wal-Mart Stores in Minnesota (tried in 2007) and a landmark class action against the University of Michigan Law School. *See Grutter v. Bollinger*, 539 U.S. 306 (2003).

13. I received my law degree from the University of Minnesota Law School in 1999, and my B.A. from Dartmouth College in 1995.

Law Firm Overview

14. Nichols Kaster has been engaged in the practice of law for over 30 years, and is devoted to representing the interests of both consumers and employees. The firm has offices in Minneapolis and San Francisco, and currently employs 39 attorneys and a sizeable staff of paralegals, legal assistants, class action clerks, and information technology professionals

15. Nichols Kaster has extensive class action and collective action experience. The firm has been appointed lead counsel or co-counsel on hundreds of class and collective actions, and has recovered over \$750 million for its clients.

16. Nichols Kaster was named one of the top 50 elite trial firms by National Law Journal in September 2014, and also has been ranked as a Best Law Firm by U.S. News and World Report. In addition, Nichols Kaster has received praise from numerous courts for its work.

17. The firm's lawyers have litigated dozens of cases through trial, and have managed discovery in cases involving millions of pages of documents. The firm is also well regarded for its appellate work, and has been involved in two successful appeals before the United States Supreme Court, *Perez v. Mortgage Bankers Ass'n*, 135 S.Ct. 1199 (2015) and *Kasten v. Saint-Gobain Performance Plastics Corp.*, 131 S. Ct. 1325 (2010).

Work on the Present Case

18. Based on Nichols Kaster's class action and collective action experience, as well as my personal experience handling class action cases, I believe that Nichols Kaster is well-qualified to represent the putative class members in the present case.

19. We are also assisted in this matter by our local counsel, Block & Leviton LLP, which served as our local counsel in the *Putnam, Massachusetts Financial Services, FMR LLC*, and *Demoulas Super Markets* matters referenced above

20. At all times, we have vigorously represented the interests of Plaintiffs and the putative class members in this case. Among other things, we conducted a thorough pre-suit investigation, drafted a detailed initial Complaint and First Amended Complaint; responded to Defendants' motion to dismiss; served and responded to written discovery requests; reviewed Defendants' document productions to date (consisting of over 5,000 pages of documents); produced over 4,000 pages of documents; negotiated extensively with Defendants concerning the scope of additional ESI discovery; and took additional measures in furtherance of the litigation.

21. In the event that we are appointed class counsel, we will continue to vigorously represent the interests of the class members (as we have done to date), and will devote whatever resources are necessary to litigate the action to a conclusion.

22. I have enjoyed working with the named Plaintiffs, and am not aware of any conflicts of interest that would impede our ability to represent other class members.

Exhibits

23. Attached hereto are true and correct copies of the following exhibits:

- **Exhibit 1:** Nichols Kaster, PLLP law firm resume.
- **Exhibit 2:** 2019 Form 5500 for the Investment-Incentive Plan for John Hancock Employees.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: February 12, 2021

/s/ Kai H. Richter

Kai H. Richter

CERTIFICATE OF SERVICE

I hereby certify that on February 12, 2021, a true and correct copy of the foregoing *Declaration of Kai H. Richter in Support of Plaintiffs' Unopposed Motion For Class Certification* was served by CM/ECF to the parties registered to the Court's CM/ECF system.

/s/ Kai H. Richter

Kai H. Richter