

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

MAX STORY, *et al.*, on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

HEARTLAND PAYMENT SYSTEMS,
LLC,

Defendant.

No. 3:19-cv-724-TJC

**DECLARATION OF JANET VARNELL IN SUPPORT OF PLAINTIFFS AND
CLASS COUNSEL’S PETITION FOR ATTORNEYS’ FEES AND
REIMBURSEMENT OF EXPENSES**

I, Janet R. Varnell, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a founding partner of the law firm Varnell & Warwick, P.A. (“V&W”), co-counsel for the Settlement Class in this matter. I am licensed to practice law in the State of Florida and am a member in good standing of this Court.

2. I submit this Declaration in support of Plaintiffs and Class Counsel’s Petition for Attorneys’ Fees and Reimbursement of Expenses. The facts set forth herein are based on my personal knowledge, my firm’s contemporaneously maintained billing and expense records, and my direct involvement in this litigation.

3. My firm initiated this Action on behalf of Max Story and the Class in 2019 after a thorough investigation of Heartland’s deceptive marketing and fee practices in connection with its “MySchoolBucks” payment system. V&W did not provide the named Plaintiffs with legal representation prior to bringing their claims in this Action.

4. For the first two years of the litigation, my firm was the lead counsel responsible for all aspects of case development, legal briefing, oral advocacy, and

strategic coordination. This included prevailing over numerous and novel procedural and substantive challenges raised by Defendant. Since 2022 when we associated Lief Cabraser Heimann & Bernstein, LLP, V&W has served as co-lead counsel in this case and has made substantial contributions to every phase of this litigation—pre-filing investigation, motion practice, discovery, class certification, expert analysis, mediation, and settlement negotiation.

5. As early as the October 25, 2019 hearing, the Court noted the unusually accelerated pace and intensity of motion practice relative to the age of the case. Judge Corrigan remarked on the substantial defense presence and legal firepower, observing that defending this case was "going to cost millions of dollars," highlighting the seriousness and complexity of the issues involved.

6. The novel theory that a private fee disguised as a school-mandated charge violated consumer protection laws required both legal creativity and strong factual development. I have been practicing complex litigation and consumer protection law for over 30 years and have successfully handled dozens of certified class actions and trials. My firm's skill and persistence were instrumental in positioning this case for the favorable settlement ultimately obtained for the class.

7. V&W attorneys and staff have devoted over 2,342 hours to this litigation over the course of more than six years. These hours were recorded contemporaneously and represent work performed by myself, my partner Brian Warwick, and other attorneys and legal professionals at our firm.

8. The time invested reflects a vigorous and persistent prosecution of this case against a sophisticated and well-resourced defense team. Among other things, our firm:

- a. Investigated and documented Heartland's program fees and their deviation from network rules;

- b. Prepared for and conducted the deposition of a Heartland fact witness;
- c. Prepared and defended the depositions of both named Plaintiffs in the litigation;
- d. Drafted and argued numerous substantive motions including class certification and summary judgment;
- e. Prepared for and assisted in mediating the case before experienced neutral Hunter Hughes; and
- f. Worked collaboratively to structure a fair, robust, and non-reversionary \$18.25 million common fund settlement.

9. Our firm accepted this representation on a purely contingent basis, advancing all time and expenses without any guarantee of recovery. The demands of the case required us to forgo other opportunities and dedicate substantial firm resources. Please note that the national nonprofit legal advocacy organization Public Justice provided limited assistance to V&W in connection with Plaintiffs' motion for injunctive relief.

10. V&W's lodestar as of July 2025 is approximately \$1,640,000, based on reasonable hourly rates commensurate with market rates for complex class action litigation in the Middle District of Florida.

11. Our firm has incurred \$64,797.43 in reimbursable litigation expenses, which include filing fees, service fees, FOIA requests, court reporter costs, hearing transcripts, deposition transcripts, legal research costs, and travel expenses. All were necessary to the effective prosecution of the case.

12. This case presented serious risks at every stage, including the lack of directly analogous New Jersey authority, the aggressive imposition of post-suit arbitration clauses, and close questions on summary judgment and unconscionability under the NJCFA. The result obtained—a significant, claims-based monetary recovery with zero reversion—is an outstanding outcome given the litigation risks.

13. This case resulted in a substantial non-reversionary common fund settlement that provides significant monetary relief to consumers. The Settlement was reached only after the parties had exchanged expert data and negotiated with the assistance of a third-party mediator. The relief is especially meaningful in light of the difficulty of proving individualized damages and causation in consumer fraud class actions.

14. In my opinion, the requested attorneys' fee of 33% of the common fund is fair and reasonable, and well-supported under the Eleventh Circuit's *Camden I* decision and the *Johnson* factors. It is also justified under a lodestar cross-check and supported by comparable awards in this district and circuit.

15. V&W will continue to provide post-settlement services including responding to Class Member inquiries, assisting with claims administration, preparing for the final approval hearing, and addressing any appeals, further increasing our time investment in this case.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 24th day of July, 2025.

Respectfully submitted,

/s/ Janet R. Varnell
Janet R. Varnell (FBN 0071072)
VARNELL & WARWICK, P.A.