

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

Paul Laidig, Peter Lewis, and Derek Kemp, as
representatives of a class of similarly situated
persons, and on behalf of the Vi-Jon Employee
Stock Ownership Plan,

Plaintiffs,

v.

GreatBanc Trust Company, Berkshire Fund VI,
Limited Partnership, John G. Brunner, John G.
Brunner Revocable Trust dated 06-09-1992,
and John and Jane Does 1-20,

Defendants.

Case No. 1:22-cv-01296

Hon. LaShonda A. Hunt

Hon. Heather K. McShain

**DECLARATION OF
STEPHEN CAFLISCH**

I, Stephen Caflisch, declare and state as follows:

1. I am Senior Vice President and General Counsel of Fiduciary Counselors Inc.
2. I understand that Fiduciary Counselors has been identified by Plaintiffs' Counsel as a candidate to serve as the Independent Fiduciary to review the proposed partial settlement (the "Settlement") in *Laidig v. GreatBanc Trust Company, et al.*, No. 1:22-cv-01296 (N.D. Ill.).
3. Fiduciary Counselors has no conflict of interest that would prevent us from serving as an Independent Fiduciary in this matter.
4. Fiduciary Counselors is a leading provider of independent fiduciary services. We have extensive experience with settlements, having reviewed over 100 settlements under PTE 2003-39. As part of the process, we would review key documents and have separate conference calls with counsel for the plaintiffs and for the settling defendants. Our Litigation Committee, comprised of three experienced ERISA attorneys, would make all determinations, assuring a

thorough review and report. A partial list of settlements we have reviewed, excluding settlements we cannot list because of confidentiality, is attached as **Exhibit A**. We made PTE 2003-39 determinations in 13 settlements in 2020, 20 settlements in 2021, 15 settlements in 2022, 22 settlements in 2023, 31 settlements in 2024, and 12 settlements so far in 2025.

5. As an Independent Fiduciary, we would determine whether to approve and authorize the Settlement on behalf of the Emprise Group, Inc. Employee Stock Ownership Plan, formerly known as the Vi-Jon Employee Stock Ownership Plan. Fiduciary Counselors would comply with all relevant conditions set forth in Prohibited Transaction Class Exemption 2003-39, “Release of Claims and Extensions of Credit in Connection with Litigation,” issued December 31, 2003, by the United States Department of Labor, 68 Fed. Reg. 75,632, as amended on June 15, 2010, 75 Fed. Reg. 33830 (“PTE 2003-39”). We would provide a written report setting out our determinations under PTE 2003-39, including the reasons underlying those determinations. The report summarizes our process, key allegations and defenses, the procedural history of the case and settlement, potential damages and key risks. It also addresses settlement consideration, including non-cash consideration, the scope of the release, the plan of allocation, attorneys’ fees and expenses, and the case contribution awards to named plaintiffs. The report could be shared with the Court.

6. Our fee would be \$15,000.

7. Fiduciary Counselors Inc. requires confirmation of its appointment from the Court or from someone with the authority to act on behalf of the Plan in order to issue its report.

Under 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 9, 2025


Stephen Caflisch

Exhibit A. Partial List of Settlements



List of Litigation Settlements Reviewed by Fiduciary Counselors*

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- 99 Cents Only Stores (ERISA)
 - AAA Carolinas (ERISA)
 - Advance Stores (ERISA)
 - ADI (ERISA)
 - Aegis Media Americas (ERISA)
 - Affiliated Computer Services (ERISA)
 - AIG (ERISA)
 - Allegheny Energy (ERISA)
 - Allegheny Energy (securities)
 - Allegiant Travel Company (ERISA)
 - Alticor, Inc. (ERISA)
 - Amerada Hess (ERISA)
 - Amerada Hess (securities)
 - Amgen (ERISA)
 - Amgen (securities)
 - AOL Time Warner (ERISA)
 - Aspirus (ERISA)
 - Aurora Health Care (ERISA)
 - AutoZone, Inc. (ERISA)
 - Barnabas Health, Inc. (ERISA)
 - Bay Environmental Management, Inc. (ERISA)
 - BDO USA (ERISA)
 - Bear Stearns Companies Inc. (ERISA)
 - Bessemer Trust Company (ERISA)
 - Beth Israel Deaconess Medical Center (ERISA)
 - Beverly Enterprise (ERISA)
 - BHS Management Services (ERISA)
 - Biogen (ERISA)
 - BlackRock Institutional Trust Company (ERISA)
 - Boston Scientific Corp. (ERISA)
 - Broadwing (ERISA)
 - Broadwing (securities)
 - Bronson Healthcare Group (ERISA)
 - Brown University (ERISA)
 - Burnett v. Prudent Fiduciary Services (Western Global Airlines ESOP) (ERISA)
 - Calpine Corp. (ERISA)
 - Casino Queen ESOP (ERISA)
 - CDI Corporation (ERISA)
 - Chemtura Corporation (securities)
 - CHS/Community Health Systems (ERISA)
 - CIGNA (securities)
 - Cintas Corporation (ERISA)
 - Citgo Petroleum (ERISA)
 - Coca-Cola Consolidated (ERISA)
 - Colon v. Johnson (Advanced Diagnostic Group ESOP) (ERISA)
 - Columbia University (ERISA)
 - Columbus Regional Health System (ERISA)
 - Comair (ERISA)
 - ConAgra (ERISA)
 - Costco (ERISA)
 - Cumulus Media (ERISA)
 - Diebold, Incorporated (ERISA)
 - Dillard's (ERISA)
 - DST Systems (ERISA)
 - Duke Energy Corporation (securities)
 - Eaton Vance (ERISA)
 - Elevator Constructors Annuity and 401(k) Retirement Plan (ERISA)
 - Enron (securities)
 - Estee Lauder (ERISA)
 - Eversource Energy (ERISA)
 - Exela Enterprises (ERISA)
 - Federal-Mogul Corporation (ERISA)
 - Federal-Mogul Corporation (securities)
 - Fidelity (ERISA)
 - Fifth Third (securities)
 - FirstGroup America, Inc. (ERISA)
 - Fluor (securities)
 - Franklin Resources (ERISA)
 - GE (ERISA)
 - Genentech (ERISA)
 - GKN (ERISA)
 - Goodyear (ERISA)
 - Global Crossing (ERISA)
 - Global Crossing (securities)

- Grifols Shared Services North America (ERISA)
- Gucci (ERISA)
- Henry Ford Health System (ERISA)
- Huntington Bancshares Inc. (2011) (ERISA)
- Huntington Bancshares Inc. (2021) (ERISA)
- IBEW Local No. 82 Joint Pension Fund (ERISA and labor)
- IBM (securities)
- Infinera / Coriant Operations, Inc. (ERISA)
- Insurance Services Office (ERISA)
- International Game Technology (securities)
- Invesco (ERISA)
- J.C. Penney (ERISA)
- J.C. Penney (securities)
- JDS Uniphase (ERISA)
- JPMorgan Chase Bank, N.A. (ERISA)
- Juniper Networks (ERISA)
- Koch Industries, Inc. (ERISA)
- KPC Healthcare Holdings (ERISA)
- KPMG (ERISA)
- L3Harris Technologies (ERISA)
- Lear Corporation (ERISA)
- Level 3 Communications, Inc. (ERISA)
- MBNA (ERISA)
- Magna International of America (ERISA)
- Massachusetts Financial Services (ERISA)
- Massachusetts Financial Services (securities)
- MedStar (ERISA)
- Meritor (ERISA)
- Mirant (ERISA)
- M&T Bank (ERISA)
- Munson Healthcare (ERISA)
- National City (shareholder derivative)
- Nextep (ERISA)
- McKinsey & Company (ERISA)
- Neuberger Berman (ERISA)
- Northern Trust Investments (ERISA)
- Norton Healthcare, Inc. (ERISA)
- Nova Southeastern University (ERISA)
- NovaStar Financial, Inc. (ERISA)
- NUI (ERISA)
- Packaging Corporation of America (ERISA)
- Pactiv Evergreen Services (ERISA)
- Pharmaceutical Product Development (ERISA)
- Polaroid (ERISA)
- Popular, Inc. (ERISA)
- Popular, Inc. (securities)
- Prevea Clinic, Inc. (ERISA)
- Pride Mobility (ERISA)
- Princeton University (ERISA)
- PTC, Inc. (ERISA)
- Putnam Investments (ERISA)
- R.R. Donnelley & Sons (ERISA)
- RadioShack Corporation (ERISA)
- Rainbow Disposal (ERISA)
- Raydon Corporation (ERISA)
- RCN (ERISA)
- Rush University Medical Center (ERISA)
- Safeway (ERISA)
- SAG/AFTRA Health Fund (ERISA)
- Salesforce.com (ERISA)
- SEI Investments (ERISA)
- Serco, Inc. (ERISA)
- Seventy Seven Energy (ERISA)
- Sheet Metal Workers Pension Plan of Northern California (ERISA)
- Spectrum Health System (ERISA)
- Sprint (securities)
- Stantec Consulting Services (ERISA)
- State Street Bank & Trust Co. (ERISA)
- State Street Corporation (ERISA)
- Sterling Financial (securities)
- SunTrust Banks (ERISA)
- Symbria ESOP (ERISA)
- T. Rowe Price Group (ERISA)
- Taylor Corporation (ERISA)
- Teva Pharmaceuticals USA (ERISA)
- Tower Automotive (ERISA)
- Transamerica (2016) (ERISA)
- Transamerica (2021) (ERISA)
- Triad Manufacturing ESOP (ERISA)
- U. S. Steel (Securities)
- United Air Lines ESOP (ERISA)
- UnitedHealth Group (ERISA)
- Universal Health Services (ERISA)
- University of Maryland Medical system (ERISA)
- Ventura Foods (ERISA)
- WakeMed (ERISA)
- Washington University in St. Louis (ERISA)
- Waters Corporation (ERISA)

- World Travel ESOP (ERISA)
- Yanfeng US Automotive Interior Systems (ERISA)
- YRC Worldwide, Inc. (ERISA)
- Zachry Holdings (ERISA)

* This exhibit excludes reviews that are subject to confidentiality. Where ERISA and securities litigation are listed, Fiduciary Counselors reviewed separate ERISA and securities settlements.