

EXHIBIT C

From: [Kevin Barnes](#)
To: [info_RenrenSettlement](#); [wreid@reidcollins.com](#); [npalmer@reidcollins.com](#); [myoder@reidcollins.com](#); [jgross@rctlegal.com](#); [mdworsky@rctlegal.com](#)
Subject: Fwd: RenRen (#653594/2018): Objection to >\$100 MILLION Fee Request
Date: Tuesday, November 23, 2021 12:28:15 PM
Attachments: [RENN - Shareholder Kevin Barnes Objection to Attorney Fee Request - 2021-11-22 vEXTERNAL.pdf](#)
[JUDGE ANDREW BORROK - FEDEX - 2021-11-23.pdf](#)

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Bill & Team:

As per the attached, hardcopies of the RenRen fee objection, along with appendix materials, will be delivered to Judge Borrok's clerk by tomorrow at 11:30AM EST (unless the shipment is diverted).

Please let me know if you have any additional questions or requests.

Regards-
KB

Kevin Barnes
1.646.265.9535 - direct
kevinrbarnes@gmail.com

----- Forwarded message -----

From: Kevin Barnes <kevinrbarnes@gmail.com>
Date: Mon, Nov 22, 2021 at 7:16 PM
Subject: RenRen (#653594/201): Objection to >\$100 MILLION Fee Request
To: info@RenrenSettlement.com <info@renrensettlement.com>, <wreid@reidcollins.com>, <npalmer@reidcollins.com>, <myoder@reidcollins.com>, <jgross@rctlegal.com>, <mdworsky@rctlegal.com>

Bill & Team:

Please find attached a courtesy copy of my objection to the proposed fee award in RenRen, Inc (#653594/201).

Executed hardcopies, along with the accompanying appendix, will be FedEx'd to Judge Borrok's chambers tomorrow.

If you have any additional questions/requests, or would like to promptly discuss potential resolution, my contact information is below.

Respectfully
-KB

Kevin Barnes
1.646.265.9535 - direct
kevinrbarnes@gmail.com

ORIGIN ID:NMZA (646) 265-9535
KEVIN BARNES

SHIP DATE: 23NOV21
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4030 S WHITEHORSE RD
408
DEVAULT, PA 19432
UNITED STATES US

BILL CREDIT CARD

TO **JUDGE ANDREW BORROK, JSC**
SUPREME COURT OF THE STATE OF NY
60 CENTRE STREET
ROOM 119A
NEW YORK NY 10007

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(000) 000-0000

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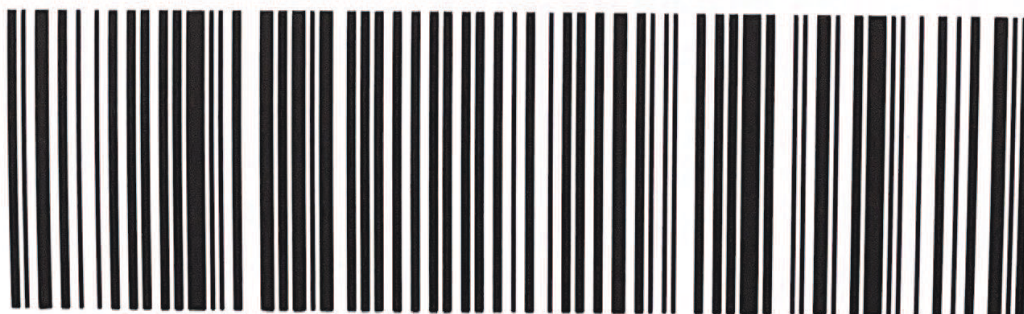
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Honorable Andrew Borrok, J.S.C.
Supreme Court of the State of New York
60 Centre Street, Room 119A
New York, NY 10007
November 22, 2021

RE: RenRen Litigation (#653594/201) – Objection to >\$100 MILLION Cash Legal Fee Request

Honorable Borrok:

I am private investor and a long-term minority shareholder of the American Depositary Shares issued by RenRen, Inc. I have followed this litigation closely and commend your many attempts to encourage prompt settlement over the course of this case to the benefit of all minority RenRen shareholders including myself.

I am writing to express my utter shock, awe, and robust objection to the unbridled greed advanced by counsel to certain other RenRen minority shareholders, which seeks to divert over USD\$100,950,000.00 in settlement cash proceeds, which rightfully belong to all minority shareholders, into the lawyers' gilded pockets. After only three years of paper briefings and virtual pre-trial hearings, these legal mercenaries now seek an unsubstantiated windfall fee award that is entirely unprecedented on both a percentage of recovery and billable hours basis. While the theft of SoFi and other investments by RenRen's unfaithful insiders was unfortunate, an even larger miscarriage of justice and catastrophic precedent would be a court-supervised, and yet entirely unjustified, diversion of \$10s of millions of cash away from RenRen's long-suffering minority shareholders.

First, let's consider the absolute magnitude of the requested >USD\$100,950,000.00 legal fees:

- The thickness of a single George Washington one dollar bill measures .0043 inches.ⁱ
 - The height of a stack of 100,950,000 one dollar bills would measure 36,185 feet or 6.85 miles; this would reach vertically from the earth's surface into the stratosphere and above the altitude at which commercial jetliners fly.
- New York City Department of Education starting pay for teachers is \$57,845 per year.ⁱⁱ
 - 1,176 days elapsed from the filing of the initial complaint to settlement, implying a requested fee of \$85,811 per DAY, including weekends, holidays, and no vacations.
- CityMeals-on-Wheels delivers >2m meals to >18,000 homebound elderly every year for \$24mⁱⁱⁱ
 - This requested legal fee payment could endow over 4.2 YEARS of hunger relief for NYC

Second, the requested 33.33% of settlement value fee award is unprecedented relative to previous comparable securities class actions settled both over the last three years since the RenRen complaint filing and in the entire history of securities class actions. Unlike the unsubstantiated "believe"^{iv} articulated in the limited supporting declarations, below is definitive quantitative proof that this >USD\$100,950,000.00 cash fee request is **entirely outsized and unwarranted.**

NERA Economic Consulting, a global firm of experts with more than six decades of experience dedicated to applying economic, finance, and quantitative principles to complex business and legal challenges, produces an annual review of securities class action litigation, including tracking the largest cash settlements and associated legal fees for each year and all time [Appendix A]. For reference, I have reproduced summary statistics from the annual NERA reports since the filing of the initial RenRen complaint in 2018. Please note plaintiffs' counsels' effective 33.7% cash award request on a percentage of settlement basis would be >1,158 basis points greater than the sample-set mean of 22.1%, and >110 basis points higher than the largest % fee awarded back in 2018 for a financial services case that required over eight years of multi-jurisdictional litigation to reach a final settlement.

NERA Securities Class Action Annual Review - Largest Cases, \$ millions

2020								
Rank	Defendant	Business Sector	Case Duration, Days	Total Settlement Value	Attorney Fees/Expenses	% of Fee Relative to Settlement Value	\$ Fee/day	
1	American Realty Capital Properties Inc.	Finance	1,910	\$1,025.0	\$105.2	10.3%	\$55,079	
2	First Solar, Inc.	Electronic Technology	3,029	\$350.0	\$72.5	20.7%	\$23,935	
3	Signet Jewelers Limited	Retail Trade	1,426	\$240.0	\$63.1	26.3%	\$44,250	
4	SCANA Corporation	Utilities	826	\$192.5	\$28.2	14.6%	\$34,140	
5	Equifax Inc.	Consumer Services	1,022	\$149.0	\$30.8	20.7%	\$30,137	
2019								
Rank	Defendant	Business Sector	Case Duration, Days	Total Settlement Value	Attorney Fees/Expenses	% of Fee Relative to Settlement Value	\$ Fee/day	
1	Cobalt International Energy, Inc.	Energy	1,536	\$398.6	\$112.4	28.2%	\$73,177	
2	Alibaba Group Holding Limited	Internet/Retail - China	1,720	\$250.0	\$66.4	26.6%	\$38,627	
3	Wal-Mart Stores, Inc.	Retail	2,527	\$160.0	\$48.6	30.4%	\$19,232	
4	SunEdison, Inc.	Utilities	1,299	\$147.9	\$36.0	24.3%	\$27,714	
5	Fiat Chrysler Automobiles N.V.	Automotive	1,455	\$110.0	\$35.8	32.5%	\$24,605	
2018								
Rank	Defendant	Business Sector	Case Duration, Days	Total Settlement Value	Attorney Fees/Expenses	% of Fee Relative to Settlement Value	\$ Fee/day	
1	Petróleo Brasileiro S.A.—Petrobras	Energy	1,287	\$3,000.0	\$205.0	6.8%	\$159,285	
2	Wells Fargo & Company	Finance	821	\$480.0	\$96.4	20.1%	\$117,418	
3	Allergan, Inc.	Pharmaceuticals	1,337	\$290.0	\$71.0	24.5%	\$53,104	
4	Wilmington Trust Corporation	Finance	2,940	\$210.0	\$66.3	31.6%	\$22,551	
5	LendingClub Corporation	Finance	861	\$125.0	\$16.8	13.4%	\$19,512	
Summary Statistics Since RenRen Case Filing								
						% of Fee Relative to Settlement Value	\$ Fee/day	
						Min	6.8%	\$19,232
						Mean	22.1%	\$33,009
						Median	24.3%	\$23,243
						Max	32.5%	\$159,285
	RenRen - REQUESTED		1,176	\$300.0	\$100.95	33.7%	\$85,811	

Since the RenRen complaint was first filed on July 19, 2019, the requested fee/expense award comes out to \$85,811 per day including weekends, holidays, and no vacations. On a per day of litigation basis, the RenRen requested USD\$100,950,000.00 fee/expense award is **2.6x** greater than the sample-set mean of \$33,009 per day for the largest cases since 2018. Also, since this case was originally consolidated from three separate plaintiffs represented by three law firms each pursuing simple theft claims, it seems quite disingenuous to argue this settlement outcome is so unique it is worthy of an outsized **\$100,950,000.00** cash award.

Next, it is important to consider the magnitude of the RenRen USD\$100,950,000.00 requested fee/expense award relative to largest securities class actions of all time, which includes a murders row of corporate malfeasance, bankruptcy, and investor losses. Please note RenRen's plaintiff legal counsel's effective 33.7% fee/expense award request on a percentage of settlement basis would be >2,263 basis points greater than Enron's 11.0% (largest securities class action settlement of all time) and 2,222 basis points higher than the sample-

set mean of 11.4%. In addition, all these precedent cases were pursued on an entirely contingent basis like this RenRen matter.

NERA Securities Class Action Review - Largest Cases of All Time, \$ millions						
Rank	Defendant	Business Sector	Filing Date	Total Settlement Value	Attorney Fees/Expenses	% of Fee Relative to Settlement Value
1	Enron Corp.	Energy	10/22/01	\$7,242.0	\$798.0	11.0%
2	Worldcom, Inc	Communications	04/30/02	\$6,196.0	\$530.0	8.6%
3	Cendant Corp	Finance	04/16/98	\$3,692.0	\$324.0	8.8%
4	Tyco International, Ltd	Industrial Manufacturing	08/23/02	\$3,200.0	\$493.0	15.4%
5	Petroleo Brasileiro S.A. - Petrobras	Energy	12/16/14	\$3,000.0	\$205.0	6.8%
6	AOL Time Warner Inc.	Consumer Technology	07/18/02	\$2,650.0	\$151.0	5.7%
7	Bank of America Corp	Finance	01/21/09	\$2,425.0	\$177.0	7.3%
8	Household International, Inc.	Finance	08/19/02	\$1,577.0	\$427.0	27.1%
9	Nortel Networks	Technology	03/02/01	\$1,143.0	\$94.0	8.2%
10	Royal Ahold, NV	Retail	02/25/03	\$1,100.0	\$170.0	15.5%
					Min	5.7%
					Mean	11.4%
					Median	8.7%
					Max	27.1%
	RenRen - REQUESTED	Consumer Technolgy	07/19/18	\$300.0	\$100.95	33.7%

To ensure the reasonableness of any requested fee award under the percentage-of-the-fund method, New York courts must cross-check the proposed award against plaintiffs' counsel's lodestar. See, e.g., *Clemons v. A.C.I. Found., Ltd.*, 2017 N.Y. Misc. LEXIS 1788, at *11 (Sup. Ct. N.Y. Cty. May 11, 2017)("[a]pplying the lodestar method as a comparison . . ."); *Ryan v. Volume Servs. Am.*, 2013 N.Y. Misc. LEXIS 932, at *14 (Sup. Ct. N.Y. Cty. Mar. 7, 2013) (same). Under the lodestar method, "the court scrutinizes the hours billed in the case and multiplies that amount by a reasonable hourly rate...Upon determining the lodestar amount, the court may, in its discretion and under specific circumstances, increase the lodestar amount by applying a multiplier based on certain more subjective factors, such as the difficulty of the case, the risk of success and the quality of representation." *Ousmane v. City of New York*, 2009 N.Y. Misc. LEXIS 574, at *24-*25 (Sup. Ct. N.Y. Cty. Mar. 17, 2009).

Third, the requested attorney fee award is completely inappropriate when considering the billable time purportedly accrued during the totality of the RenRen matter. While this case had selected cross-border complications, the tactics and skills necessary to bring about this resolution were not entirely unique or unprecedented (such as 2019 Alibaba case referenced above). Accepting counsel's summary declarations of time accrued at face value, it is important to note that over 35% of the purported 16,938.3 hours charged to the case were billed by paralegals or junior associates, which earn significantly lower compensation than the gilded partners of the securities class action bar. Thus, assuming that in this case paralegals are generously billed at \$200/hour, associates at \$500/hour, and of counsel at \$750/hour, this requested fee award implies **>\$10,121 PER HOUR** for the 14 Partners across four separate law firms that purportedly worked collaboratively on the case.

Plaintiffs' Counsels' Purported RenRen Billable Hours Summary^v

	Total Hours	%	Implied/Assumed Hourly Rate	Total
Partners	9,489.4	56%	\$10,121.26	\$96,044,660
Counsel	1,515.4	9%	\$750.00	\$1,136,550
Associates	5,440.3	32%	\$500.00	\$2,720,150
Paralegals	493.2	3%	\$200.00	\$98,640
Total	16,938.3	100%		\$100,000,000

Fourth, it is important to benchmark this RenRen case relative to the legal fees/expenses awarded in the *In re EverQuote, Inc.* (No. 651177/2019) \$4.75m total cash settlement and *In re Saks, Inc.* (No. 651177/2019) \$21.0m total cash settlement cases specifically cited by the plaintiffs' attorneys in an attempt to whitewash this outrageous >USD\$100,950,000.00 cash fee request. In *EverQuote*, plaintiffs' counsel billed 1,680.90 hours on the matter, implying a blended hourly lodestar-multiple adjusted rate of \$941.96/hour for its 33.3% fee request.^{vi} In *Saks*, plaintiffs' counsel billed 6,847.70 hours over >8 years, implying a blended hourly lodestar-multiple adjusted rate of \$1,022.24/hour for its 33.3% fee request.^{vii} If this Court wishes to build upon its *EverQuote* and *Saks* case precedents, as requested by RenRen Plaintiffs' attorneys, the application of a similar average \$975/hour lodestar-multiple adjusted billing rate for the purported 16,938.3 total hours accrued in this RenRen case would be the absolute maximum consideration appropriate.

Finally, in an attempt to proactively resolve these fee concerns, I repeatedly reached out to the case administrator to discuss my concerns and gather additional information, but unfortunately have received entirely unsatisfactory responses [Appendix B]. Also, since the plaintiffs' attorneys have repeatedly ignored my request for detailed time sheet entries for the purportedly accrued hours, it is impossible to independently determine the efficiency and credibility of the summary time figures accrued primarily during the work-from-home pandemic. For example, why did Reid Collins & Tsai LLP's Mr. Michael Yoder bill 2,469.3 hours to the case while residing in Wyoming and how were domestic co-counsel Grady & Notis' Mr. James Nortis 992.5 reported hours (more than Reid Collins & Tsai LLP's Mr. William T. Reid IV 839.0 reported hours) not duplicative with the activities of other attorneys on the case.^{viii}

Plaintiffs' attorneys alleged at the outset of this case that RenRen's controlling insiders undertook an "outrageous scheme" to defraud minority shareholders via the OPI transaction.^{ix} Unfortunately, this attempted diversion of USD\$100,950,000.00 cash, rightly owned by all disenfranchised minority shareholders, is no better. Thanks for your prompt attention to this matter of critical importance to all RenRen minority shareholders and I look forward to participating on a *pro se* basis on the December 9, 2021 virtual hearing. If you have any additional questions or requests, I am available via 1.646.265.9535 or kevinrbarnes@gmail.com.

Best Regards-



Kevin Barnes

Appendix A: NERA Economic Consulting - Recent Trends in Securities Class

Action Litigation Reports, 2018-2020

Appendix B: Correspondence with Case Administrator Regarding Fee Concerns

Appendix C:

I, Kevin Barnes, have attached here documentation sufficient to prove my holdings of RenRen ADSs as of the close of business on the date of this objection and hereby pledge my intention, at this time, to continue to hold such ADSs until December 9, 2021 for the Settlement Hearing.

Kevin Barnes

By: Kevin Barnes

Date: November 22, 2021

Kevin Barnes

Email: kevinrbarnes@gmail.com

Mobile: 1.646.265.9535

4030 S. Whitehorse Road, #408

Malvern, PA, USA 19432

End Notes:

ⁱ <https://www.uscurrency.gov/denominations/1>

ⁱⁱ <https://www.schools.nyc.gov/careers/working-at-the-doe/benefits-and-pay>

ⁱⁱⁱ <https://www.citymeals.org/sites/default/files/inline-files/AUDITED%20FINANCIALS%20REPORT%20FY%202021.pdf>

^{iv} NYSCEF DOC. NO. 762 & 763

^v NYSCEF DOC. NO. 764, 766, 767, & 769

^{vi} *In re EverQuote, Inc.* (No. 651 177/2019), NYSCEF DOC NO. 110

^{vii} *In re Saks, Inc.* (No. 651 177/2019), NYSCEF DOC. NO. 261

^{viii} NYSCEF DOC. NO. 764 & 767

^{ix} NYSCEF DOC. NO. 53