

Exhibit 3

**IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION**

AMANDA SMITH,)
CHERYL FERNANDEZ,)
JOSEPH COLELLA,)
JOSEPH TIMMERMAN,)
KELLY STYLES LONGO,)
SANDRA STYLES-HORVATH,)
JOHANA GARCIA, and)
SHARON MARIE BETSELL,)
individually and)
on behalf of all others similarly situated,)
)
Plaintiffs,)
)
v.)
)
ATKINS NUTRITIONALS, INC.,)
)
Defendant.)

Case No. 2:18-CV-04004-MDH

**JOINT DECLARATION OF JASON “JAY” BARNES
AND RANDALL O. BARNES**

We, Jason “Jay” Barnes and Randall O. Barnes, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. I, Jay Barnes, am currently a shareholder in the class action section of the complex litigation department of Simmons Hanly Conroy, LLC, with headquarters in Alton, Illinois and offices in St. Louis, New York, San Francisco, Los Angeles, and elsewhere. My practice involves class action cases throughout the country, including current federal and state court class action litigation in Illinois, New York, California, Massachusetts, Washington, Maryland, and Pennsylvania. I am admitted to practice in the State of Missouri as well as numerous federal courts, including the Western District of Missouri. Prior to joining SHC, I worked with Randall O. Barnes in Jefferson City, Missouri, where I worked on class action and personal injury litigation. I joined

SHC in December 2018, where I continued working on this case with Randall O. Barnes. I have served as counsel in several class cases, including cases against Google, Facebook, Viacom, LegalZoom, Volkswagen, Johnson & Johnson, Walmart, and several others. In addition to work as a private attorney, I previously served as a state representative in the Missouri House of Representatives from 2010 to 2018, serving as chairman of various committees including the Joint Committee on Administrative Rules and Rules-Administrative Oversight.

2. I, Randall O. Barnes, am the principle at Randall O. Barnes & Associates in Jefferson City, Missouri. My practice includes complex class action litigation, including nationwide class actions, and I have acted as counsel in several class cases, including cases filed against Google, Facebook, Viacom, and LegalZoom. Our cases have been filed in many jurisdictions including the United State District Court of the Norther District of California, United State District Court for the Southern District of New Jersey and the United State District Court for the Southern District of New York.

3. Barnes & Associates filed the above-captioned case on January 3, 2018, and a predecessor companion case on July 22, 2016 (*Johnson v. Atkins Nutritionals, Inc.*, Case No. 16-4213). This case has a lengthy history, including litigation in three different federal courts, including here, the Eastern District of New York and the Southern District of California, and multiple settlement efforts with different neutrals, motions to dismiss, discovery disputes, depositions, court hearings, and dispositive motions across those jurisdictions.

4. We respectfully submit this declaration in support of Plaintiffs' request for attorneys' fees and costs. We have personal knowledge of the matters set forth herein and am competent to testify with respect thereto.

5. Combined, Jay Barnes and Randall Barnes have expended 685.8 hours of work in connection with this litigation (after an exercise of billing judgment). Due to the contingent nature of Plaintiff's practice not all hours have been recorded. For example, we rarely record the time spent on phone calls, yet over the course of this litigation we have participated in dozens of calls with co-counsel, opposing counsel, and other individuals associated with the litigation.

6. Based upon customary rates in class action litigation state-wide, the lodestar value of our recorded time in this matter is \$508,425.

7. Our work on this case was performed on a wholly contingent basis pursuant to contingency fee contracts with the Named Plaintiffs. We have not received any amounts in connection with this case, either as fee income, litigation funding or expense reimbursement.

8. Since 2016, Randall O. Barnes & Associates has advanced out-of-pocket a total of \$11,025.77 in expenses (after the exercise of billing judgment) reasonably and necessarily incurred in connection with the prosecution of this matter. These expenses are reflected in the books and records regularly kept and maintained by my firm.

9. The most recent lodestar rates that have been crosschecked in the Kansas City area for class action litigation range from \$695-\$865 per hour for partners and from \$350-\$475 for associates. *See In re: Syngenta AG MIR 162 Corn Litigation*, No. 14-MD-2591 (D. Kan.) (Lungrum J.) (conducting lodestar cross check and finding these rates "generally reasonable" for Kansas City class action firm).

10. Shown below is a true and correct summary of the number of hours recorded, hourly class action billing rates, and respective lodestar values. Additional time and expenses will be incurred for work performed on this matter through the conclusion of the settlement and even after final approval of the settlement.

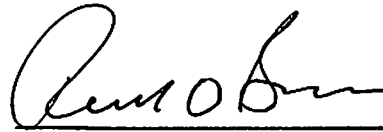
- Randall O. Barnes – Principal – 118.5 hours @ \$700/hour = \$82,950
- Jay O. Barnes – Shareholder, SHC – 567.3 hours @ \$750/hour = \$425,475

11. The lodestar summary reflects our extensive experience in the field, the complexity of the matters involved in this litigation, and the prevailing rate for providing such services.


12. In our opinion, the time and costs expended and incurred in prosecuting this action were reasonably and necessary for the diligent litigation of this matter.

13. We declare under penalty of perjury that the foregoing is true and correct.

Dated: June [], 2020

 6/5/20

RANDALL O. BARNES

 June 5, 2020

JAY O. BARNES