



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

THE POLICE AND FIRE RETIREMENT
SYSTEM OF THE CITY OF DETROIT,
derivatively on behalf of TESLA, INC.,
Plaintiff,
v.
ELON MUSK, BRAD BUSS, ROBYN M.
DENHOLM, IRA EHRENPREIS,
LAWRENCE J. ELLISON, ANTONIO J.
GRACIAS, STEPHEN T. JURVETSON,
LINDA JOHNSON RICE, JAMES
MURDOCH, KIMBAL MUSK, KATHLEEN
WILSON-THOMPSON, and HIROMICHI
MIZUNO,
Defendants,
-and-
TESLA, INC., a Delaware Corporation,
Nominal Defendant.

C.A. No. 2020-0477-KSJM

AFFIDAVIT OF ANDREW S. DUPRE

1. I am a member of the Bar of the State of Delaware and a partner in the law firm of McCarter & English LLP (“M&E”), counsel to Plaintiff The Police and Fire Retirement System of the City of Detroit (“Plaintiff”) in the above-captioned action (the “Action”). I have actively participated in all phases of the prosecution of the Action.

2. I submit this Affidavit on behalf of Plaintiff in support of the Stipulation and Agreement of Compromise and Settlement Between Plaintiff and Settling Defendants (the “Stipulation,” DI 143) and award of attorneys’ fees and expenses.

3. M&E undertook this Action on an entirely contingent basis.

4. Table 1 below summarizes the amount of time spent by each of M&E’s attorneys and professional staff from the Action’s inception through and including July 14, 2023, the hourly rates applicable to each individual in their most recent year of employment with M&E, and a lodestar calculation for each individual.

TABLE 1 – M&E LODESTAR

Timekeeper Name	Position	Hours	Hourly Rate	Lodestar
Andrew S. Dupre	Partner	307.80	\$1,150.00	\$353,970.00
Sarah E. Delia	Partner	223.6	\$850.00	\$190,060.00
Travis Ferguson	Partner	1.7	\$700.00	\$1,190.00
Johanna Peuscher-Funk	Associate	1.5	\$650.00	\$975.00
Tamera Pearson	Paralegal	55.4	\$350.00	\$19,390.50
Amanda Miller	Paralegal	.5	\$295.00	\$147.50
Mark Hitchens	Paralegal	.3	\$295.00	\$88.50
Katie Ford	Paralegal	.4	\$325.00	\$130.00
Pamela Keyl	Research Analyst	3.9	\$200.00	\$780.00
Magalie Desince	Research Analyst	5.80	\$200.00	\$1,160.00
TOTALS		600.9		\$567,891.00

5. Table 1 is based on contemporaneous time records prepared and maintained by M&E in the ordinary course. As the lead partner responsible for supervising M&E's work on this case, I supervised and participated in a review of these time records to prepare this affidavit. The purpose of this review was to confirm both the accuracy of the time entries and the necessity for, and reasonableness of, the time committed to the Action. As a result of this review, reductions were made in the exercise of billing judgment, including excluding all time expended after July 14, 2023, the date on which the parties executed the Stipulation.

3. Following this review and the adjustments made, as set forth in Table 1, M&E attorneys and professional support staff devoted 600.9 hours with a collective lodestar of \$567,891.00 from the inception of the Action through July 14, 2023. I believe that the time reflected in M&E's lodestar calculation, as set forth herein, is reasonable in amount and was necessary for the effective and efficient prosecution and resolution of the Action.

4. The work performed by M&E attorneys and professional staff included, among other things:

- i. Preparing and filing the Complaint;
- ii. Briefing a motion to compel;
- iii. Engaging in extensive fact discovery of Defendants and 23 third parties;

- iv. Responding to Defendants’ discovery requests and serving a privilege log;
- v. Engaging in significant expert work and discovery, including working with three testifying experts to submit opening reports and one testifying expert to submit a rebuttal report, as well as working with several consulting experts;
- vi. Preparing an Amended Complaint to conform the pleading to the evidence, including drafting a motion for leave to amend;
- vii. Preparing for trial, including systemically reviewing, collecting, and organizing important deposition testimony and documents for reference in Plaintiff’s pre-trial brief and at trial; and
- viii. Mediating the Action with Robert A. Meyer, including the preparation of substantive opening and rebuttal mediation statements and multiple presentations, participating in three full-day mediation sessions, and further negotiating through numerous meetings and additional correspondence over the course of more than four months after the last full-day mediation session.

5. M&E separately incurred expenses specific to this case between inception of the Action through August 30, 2023. Those expenses and charges are summarized below in Table 2.

TABLE 2 – M&E EXPENSES AND CHARGES

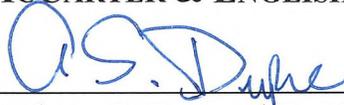
<i>CATEGORY</i>	<i>AMOUNT</i>
Library Research	\$5,710.45
External Printing & Photocopies	\$279.54
Filing Fees	\$2,586.10
Court Reporter Fees	\$60.00
TOTAL	\$8,636.09

6. The expenses and charges pertaining to this case, including the expenses and charges to be paid by the litigation fund and those separately incurred by M&E, are reflected in the books and records of M&E. These books and records are prepared from receipts, expense vouchers, check records, and other documents and are an accurate record of the expenses and charges.

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

Dated: August 30, 2023

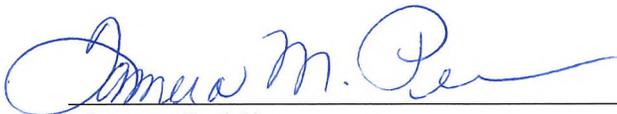
MCCARTER & ENGLISH, LLP



Andrew S. Dupre (No. 4621)
Sarah E. Delia (No. 5833)
Renaissance Centre
405 N. King Street, 8th Floor
Wilmington, DE 19801
(302) 984-6300

Counsel for Plaintiff

SUBSCRIBED and sworn to before me
this 30th day of August, 2023.



Notary Public

My Commission Expires:



CERTIFICATE OF SERVICE

I hereby certify that on August 31, 2023, I caused a true and correct copy of the foregoing **Affidavit of Andrew S. Dupre** to be served via File & Serve*Xpress* on the following counsel of record:

Raymond J. DiCamillo, Esquire
Kevin M. Gallagher, Esquire
Kyle H. Lachmund, Esquire
RICHARDS LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801

Jason C. Jowers, Esquire
Brett M. McCartney, Esquire
Sarah T. Andrade, Esquire
BAYARD, P.A.
600 N. King St., Suite 400
Wilmington, DE 19801

/s/ Andrew S. Dupre
Andrew S. Dupre (#4621)