



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JESSE NEWBOLD,

Plaintiff,

v.

CRAIG MCCAWE, CATHLEEN A.
MASSEY, WAYNE PERRY, RANDY
RUSSELL, R. GERARD SALEMME,
DENNIS WEIBLING, PENDRILL
CORPORATION, and X-ICITY
HOLDINGS CORPORATION f/k/a
PENDRELL HOLICITY HOLDINGS
CORPORATION,

Defendants.

C.A. No. 2022-0439-LWW

**PLAINTIFF'S MOTION
FOR CLASS DISTRIBUTION ORDER**

PLEASE TAKE NOTICE THAT Plaintiff Jesse Newbold ("Plaintiff"), on behalf of himself and the other members of the Settlement Class, respectfully moves this Court to enter the accompanying Class Distribution Order pursuant to the terms of the Stipulation and Agreement of Settlement, Compromise, and Release (the "Stipulation") (Trans. ID 72777593) and the Court's Final Order and Judgment (Trans. ID 73845129) and submits in support of this motion the accompanying

Affidavit of Jack Ewashko in Support of Plaintiff’s Motion for Class Distribution Order (the “Ewashko Affidavit”) submitted by the Court-approved Settlement Administrator, A.B. Data, Ltd.’s Class Action Administration Company (“A.B. Data”).^{1,2} Lead Counsel has shared a copy of this motion with Defendants’ Counsel, and Defendants’ Counsel informed us that Defendants take no position on the motion. If approved by the Court, the Class Distribution Order will, *inter alia*:

1. Direct A.B. Data to distribute the Net Settlement Fund to Eligible Class Members, after deducting all payments previously allowed and the payment of A.B. Data’s fees and expenses requested in this motion, and after deducting a “reserve” for estimated taxes, the costs of preparing appropriate tax returns, escrow fees, and administrative contingencies as set forth in ¶ 10 of the Ewashko Affidavit (the “Distribution”).

2. Consistent with ¶ 35 of the Court-approved Plan of Allocation stated in the Notice disseminated to Class Members, direct that each Eligible Class Member will be allocated a *pro rata* payment from the Net Settlement Fund equal to the

¹ Pursuant to the Court’s Scheduling Order (Trans. ID 72849018), the Court authorized A.B. Data to act as the Settlement Administrator in connection with the Settlement of this Action.

² Plaintiff incorporates by reference the definitions in the Stipulation and the Ewashko Affidavit, and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation and/or the Ewashko Affidavit.

product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the “Per-Share Recovery”, which will be determined by dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares held by all Eligible Class Members. (Ewashko Affidavit ¶ 10(a)).

3. Consistent with ¶ 36(i) of the Court-approved Plan of Allocation, with respect to Eligible Shares held of record at the Closing by DTC, through its nominee Cede, A.B. Data shall distribute that portion of the Net Settlement Fund to be allocated to Eligible Class members who held their Eligible Shares through DTC Participants to be paid to the DTC Participants by paying each the Per-Share Recovery times its respective Security Position,³ subject to payment suppression instructions with respect to Excluded Shares and any other shares ineligible for recovery from the Settlement. (Ewashko Affidavit ¶ 10(b)). The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Class Member based on the number of Eligible Shares beneficially owned by such Eligible Class Member. (*Id.*).

4. Consistent with ¶ 36(ii) of the Court-approved Plan of Allocation, with respect to Eligible Shares held of record other than by Cede, as nominee for DTC (a “Non-Cede Record Position”), direct A.B. Data to make payment from the Net

³ For each DTC Participant, the “Security Position” is the number of Eligible Shares held by such DTC Participant, as reflected on the DTC Allocation Report. *See* Notice, n.6.

Settlement Fund directly to the Eligible Record Holder of each Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Non-Cede Record Position. (Ewashko Affidavit ¶ 10(c)).

5. For the avoidance of doubt, to the extent that any record owner, any DTC Participants, or their respective customers, including any intermediaries, took or permitted actions that had the effect of increasing the number of shares of Holicity Class A common stock (excluding, for the avoidance of doubt, shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger) as of the Effective Time and entitled to payment of the Merger consideration, whether through permitting naked short-selling or the cash settlement of short positions or through any other means (“Increased Merger Consideration Entitlements”), such record owner, DTC Participants, or their respective customers (including intermediaries) will be responsible for paying to the ultimate beneficial owners of such Increased Merger Consideration Entitlements an amount equal to the Per-Share Recovery times the number of the Increased Merger Consideration Entitlements. Whether DTC, any DTC Participant, or DTC Participants’ customers are entitled to receive such funds from any such short-seller is not before this Court. (Ewashko Affidavit ¶ 10(d)).

6. Consistent with ¶ 36(iii) of the Court-approved Plan of Allocation, direct that a person or entity who purchased Eligible Shares but had not settled those

Eligible Shares by the Effective Time of the Merger on June 30, 2021 (“Non-Settled Shares”) will be treated as an Eligible Class Member with respect to those Non-Settled Shares, and a person or entity who sold those Non-Settled Shares on or before the Effective Time of the Merger on June 30, 2021 will not be treated as an Eligible Class Member with respect to those Non-Settled Shares. (Ewashko Affidavit ¶ 10(e)).

7. Consistent with ¶ 36(iv) of the Court-approved Plan of Allocation, in the event that any payment from the Net Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (*i.e.*, more than six months from the check’s issue date), the DTC Participants or the holder of a Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution. (Ewashko Affidavit ¶ 10(f)).

8. All undeliverable or uncashed payments returned to A.B. Data by DTC Participants or the holder of a Closing Non-Cede Record Position shall be available for further distribution provided that such distribution is economically feasible. At such time as Plaintiff’s Lead Counsel, in consultation with A.B. Data, determines that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance of the Net Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after the payment of any estimated taxes, the costs of preparing

appropriate tax returns, and any escrow fees, will be contributed to the Combined Campaign for Justice. (Ewashko Affidavit ¶ 10(g)).

9. Following the distribution of the Net Settlement Fund to DTC Participants, inquiries by Eligible Class Members regarding payment of the Net Settlement Fund should be made directly to DTC Participants, such as banks or brokerage firms, through which they beneficially owned Eligible Shares. (Ewashko Affidavit ¶ 10(h)).

10. In order to encourage Eligible Class Members to promptly cash their checks, and to avoid or reduce future expenses relating to unpaid checks, all Distribution checks will bear a notation “CASH PROMPTLY, VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE].” (Ewashko Affidavit ¶ 10(i)).

11. Authorize the destruction of paper copies of all supporting documentation one year after the distribution of the Net Settlement Fund, and the destruction of electronic copies of the same one year of documentation after all funds in the Net Settlement Fund have been distributed. (Ewashko Affidavit ¶ 10(j)).

12. Direct that payment pursuant to the Class Distribution Order shall be final and conclusive against all Eligible Class Members, and release and discharge all Persons involved in the investment, administration, distribution, or taxation of the Settlement Fund or the Net Settlement Fund, from any and all claims arising out

of such involvement, and bar all Class Members, whether or not they receive payment from the Net Settlement Fund, from making any further claims against the Net Settlement Fund, Plaintiff, Plaintiff's Lead Counsel, the Settlement Administrator (A.B. Data), or any other agent retained by Plaintiff or Plaintiff's Lead Counsel in connection with the investment, administration, distribution, or taxation of the Settlement Fund or the Net Settlement Fund beyond the amounts allocated to Eligible Class Members.

13. Approve all of A.B. Data's fees and expenses incurred in connection with the administration of the Settlement and estimated to be incurred in connection with the distribution of the Net Settlement Fund as set forth in Exhibit A to the Ewashko Affidavit and authorize Plaintiff's Lead Counsel to direct payment out of the Settlement Fund to A.B. Data in payment of any such outstanding fees and expenses.

14. Retain jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as the Court deems appropriate.

Dated: February 10, 2025

**BERNSTEIN LITOWITZ
BERGER & GROSSMAN LLP**

OF COUNSEL:

Jeroen van Kwawegen
Thomas G. James

**BERNSTEIN LITOWITZ
BERGER & GROSSMANN LLP**

1251 Avenue of the Americas
New York, NY 10020
(212) 554-1400

/s/ Gregory V. Varallo

Gregory V. Varallo (Bar No. 2242)

Mae Oberste (Bar No. 6690)

Daniel E. Meyer (Bar No. 6876)

500 Delaware Avenue, Suite 901

Wilmington, DE 19801

(302) 364-3601

greg.varallo@blbglaw.com

mae.oberste@blbglaw.com

daniel.meyer@blbglaw.com

Attorneys for Plaintiff

WORDS: 1,428 (of 3,000 Word Limit)

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JESSE NEWBOLD,

Plaintiff,

v.

CRAIG MCCAWE, CATHLEEN A.
MASSEY, WAYNE PERRY, RANDY
RUSSELL, R. GERARD SALEMME,
DENNIS WEIBLING, PENDRILL
CORPORATION, and X-ICITY
HOLDINGS CORPORATION f/k/a
PENDRELL HOLICITY HOLDINGS
CORPORATION,

Defendants.

C.A. No. 2022-0439-LWW

[PROPOSED] CLASS DISTRIBUTION ORDER

The Court, having considered Plaintiff's Unopposed Motion for Class Distribution Order (the "Motion"), and for good cause shown, IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.
2. The Settlement Administrator shall implement the proposed Plan of Distribution as described in the Motion.

IT IS SO ORDERED this ____ day of _____, 2025.

Vice Chancellor Lori W. Will



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JESSE NEWBOLD,

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CRAIG MCCA W, CATHLEEN A. MASSEY, WAYNE PERRY, RANDY RUSSELL, R. GERARD SALEMME, DENNIS WEIBLING, PENDRILL CORPORATION, and X-ICITY HOLDINGS CORPORATION f/k/a PENDRELL HOLICITY HOLDINGS CORPORATION,

Defendants.

C.A. No. 2022-0439-LWW

AFFIDAVIT OF JACK EWASHKO IN SUPPORT OF PLAINTIFF’S MOTION FOR CLASS DISTRIBUTION ORDER

STATE OF WISCONSIN)
) ss.:
COUNTY OF MILWAUKEE)

I, Jack Ewashko, being duly sworn, deposes and says:

1. I am a Director of Case Management of A.B. Data, Ltd.’s Class Action Administration Company (“A.B. Data”), whose Corporate Office is located in Milwaukee, Wisconsin. I am over 21 years of age and am not a party to the above-

captioned action (the “Action”).¹ I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. Pursuant to its April 29, 2024 Scheduling Order (Trans. ID 72849018) the Court authorized A.B. Data to act as the Settlement Administrator for the Settlement. As more fully described in the “Affidavit of Jack Ewashko Regarding (A) Mailing of the Notice; (B) Publication of the Summary Notice; and (C) Establishment of Telephone Helpline and Settlement Website” (Trans. ID 73682386), as the Settlement Administrator, A.B. Data has implemented the terms of the Settlement by, among other things: (i) mailing the Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear (the “Notice”) to potential Eligible Class Members; (ii) causing the publication of the Summary Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear in *Investor’s Business Daily* and over the *PR Newswire*; (iii) creating and continuing to maintain a toll-free helpline and a Settlement website to assist potential Eligible Class Members during the course of the administration; and (iv) administering the Settlement in accordance with the terms of the Stipulation.

¹ Unless otherwise defined in this affidavit (the “Affidavit”), all capitalized terms that are not defined in this Affidavit have the meaning ascribed to them in the Stipulation and Agreement of Settlement, Compromise, and Release, dated April 22, 2024 (the “Stipulation”) (Trans. ID 72777593).

3. On July 30, 2024, the Court entered the Final Order and Judgment (the “Final Approval Order”) (Trans. ID 73845129), granting final approval of the Settlement and the proposed plan of allocation of the Net Settlement Fund set forth in the Notice (the “Plan of Allocation”). I submit this Affidavit in support of Plaintiff’s motion for a Class Distribution Order, which will, among other things, approve the proposed plan for the distribution of the Net Settlement Fund to Eligible Class Members in accordance with the terms of the Settlement and the Court-approved Plan of Allocation. *See* Notice at ¶ 31. The following statements are based on my personal knowledge and information provided by A.B. Data employees working under my supervision, and if called on to do so, I could and would testify competently thereto.

MERGER RECORDS

4. Pursuant to the terms of the Court-approved Plan of Allocation, the Net Settlement Fund will be distributed to all Eligible Class Members—*i.e.*, all holders of Holicity Class A common stock (excluding, for the avoidance of doubt, shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger), whether beneficial or of record, together with the heirs, successors in interest, transferees, and assignees of all such foregoing holders, as of the effective time of the Merger on June 30, 2021 (the “Effective Time”). In accordance with terms of the Stipulation, the Eligible Class Members do

not include any of the Excluded Stockholders or Redeeming Stockholders. *See* Notice ¶¶ 31-33; *see also* Stipulation ¶ 1(bb).

5. Under the terms of the Plan of the Allocation, Eligible Class Members were not required to file a claim form to receive distribution from the Settlement. Instead, distributions from the Net Settlement Fund will be paid to Eligible Class Members based upon the Merger Records provided to A.B. Data by Plaintiff's Lead Counsel. *See* Notice ¶ 27.

6. On April 30, 2024, A.B. Data received a copy of the Merger Records identifying all registered holders of Holicity Class A common stock (excluding shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger) as of the Effective Time, *i.e.*, the effective time of the Merger on June 30, 2021 ("Registered Holders"). The Merger Records contain the names, addresses, and number of shares held by each of the Registered Holders. The Merger Records identified one (1) Registered Holder holding one (1) ("non-Cede") share of Holicity Class A common stock (excluding shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger) outstanding at the Effective Time. Upon review it was determined that the same single Registered Holder held the 1 (one) Eligible Share (the "Eligible Record Holder"). There were no Registered Holders identified as holding Excluded Shares.

7. On April 30, 2024, A.B. Data received DTC Allocation Reports from Defendants' Counsel, showing each DTC Participant's holdings of Holicity Class A common stock (excluding, shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger) as of the Effective Time. A.B. Data consulted with the DTC to confirm the accuracy of the number of shares held of record by Cede (as nominee for DTC) identified in the DTC Allocation Reports. The DTC Allocation Report contains each DTC Participant's name, identification number, and the number of shares held by the DTC Participant. The DTC Allocation Report identified 106 DTC Participants holding a total of 29,501,737² shares of Holicity Class A common stock (excluding, shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger) as of the Effective Time. The total shares exclude the 10,981 Cede Excluded Shares described in paragraph 8 below, the total number of Eligible Shares held by the ultimate beneficial owner(s) of any Eligible Shares held of record by Cede ("Eligible Beneficial Holders") (29,501,737) added to the total of Eligible Shares held by Eligible Record Holders (1) calculate to 29,501,738 total Eligible Shares.

² The DTC Allocation Report provides total shares paid, which excludes shares of Holicity Class A common stock held by Redeeming Stockholders.

8. Consistent with the terms of the Settlement, Defendants' Counsel provided A.B. Data with information concerning the stockholdings of the identified Excluded Stockholders as well as information concerning the stockholdings of Redeeming Stockholders. This information reflected a total of 10,981 shares of Holicity Class A common stock held by Redeeming Stockholders, which are treated as Excluded Shares. *See* Stip. ¶¶ 23(d), 24. These Excluded Shares were held in 38 Beneficial Holder accounts. Defendants' Counsel also provided, where available, a name, number of shares, and DTC Participant for each set of shares held by Redeeming Stockholders to be excluded.

SETTLEMENT ADMINISTRATION FEES AND DISBURSEMENTS

9. A.B. Data agreed to be the Settlement Administrator in exchange for payment of its fees and expenses. Lead Counsel received regular reports of all the work A.B. Data performed with respect to the administration of the Settlement and authorized the administration work performed herein. Attached hereto as Exhibit A are invoices of A.B. Data's total fees and expenses for this matter through November 30, 2024, which total \$105,488.59 and A.B. Data's estimate of fees and expenses to conduct the initial distribution of the Net Settlement Fund in accordance with the "Distribution Plan" described below (\$14,656.65). To date, A.B. Data has not been paid for its fees and expenses. Accordingly, there is an outstanding balance of \$120,145.24 payable to A.B. Data, which amount includes A.B. Data's anticipated

fees and expenses for the initial distribution as well as the estimated fee to be paid to DTC for their part of the distribution.

DISTRIBUTION PLAN FOR THE NET SETTLEMENT FUND

10. A.B. Data will distribute the Net Settlement Fund to Eligible Class Members, after deducting all payments previously allowed and the payments approved by the Court on this motion, and after deducting a “reserve” for estimated taxes, the costs of preparing appropriate tax returns, escrow fees, and administrative contingencies (the “Distribution”),³ as follows:

a. Consistent with ¶ 35 of the Court-approved Plan of Allocation, each Eligible Class Member will be allocated a *pro rata* payment from the Net Settlement Fund in connection with the Distribution equal to the product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the “Per-Share Recovery,” which will be determined by dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares held by all Eligible Class Members. Based upon the total number of identified

³ 95% of the Net Settlement Fund will be distributed immediately, and 5% will be held in reserve for taxes, tax returns, escrow fees, and administrative contingencies. The funds available from the reserve will be distributed approximately 9 months after the initial distribution.

Eligible Shares and the estimated Net Settlement Fund available for distribution, the estimated Per-Share Recovery is \$0.49 per Eligible Share.⁴

b. Consistent with ¶ 36(i) of the Court-approved Plan of Allocation, with respect to Eligible Shares held of record by the DTC, through its nominee Cede, A.B. Data will be directed to distribute that portion of the Net Settlement Fund to be allocated to Eligible Class Members who held their Eligible Shares through DTC Participants to be paid to the DTC Participants by paying each the Per-Share Recovery times its respective Security Position,⁵ subject to payment suppression instructions with respect to Excluded Shares and any other shares ineligible for recovery from the Settlement. The DTC Participants and their respective customers, including any intermediaries, shall then ensure *pro rata* payment to each Eligible Class Member based on the number of Eligible Shares beneficially owned by such Eligible Class Member.

c. Consistent with ¶ 36(ii) of the Court-approved Plan of Allocation, with respect to Eligible Shares held of record other than by Cede, (a “Non-Cede Record Position”), A.B. Data will make payment from the Net

⁴ Based on the estimated Net Settlement Fund available for the initial distribution, the estimated Per-Share Recovery for the initial distribution is \$0.47 per Eligible Share.

⁵ For each DTC Participant, the “Security Position” is the number of Eligible Shares held by such DTC Participant, as reflected on the DTC Allocation Report. *See* Notice n6.

Settlement Fund directly to the Eligible Record Holder of each Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Non-Cede Record Position.

d. For the avoidance of doubt, to the extent that any record owner, any DTC Participants, or their respective customers, including any intermediaries, took or permitted actions that had the effect of increasing the number of shares of Holicity Class A common stock (excluding, for the avoidance of doubt, shares of Holicity Class B common stock that converted into Holicity Class A common stock solely in connection with the Merger) as of the Effective Time and entitled to payment of the Merger consideration, whether through permitting naked short-selling or the cash settlement of short positions or through any other means (“Increased Merger Consideration Entitlements”), such record owner, DTC Participants, or their respective customers (including intermediaries) will be responsible for paying to the ultimate beneficial owners of such Increased Merger Consideration Entitlements an amount equal to the Per-Share Recovery times the number of the Increased Merger Consideration Entitlements. Whether DTC, any DTC Participant, or DTC Participants’ customers are entitled to receive such funds from any such short-seller is not before this Court.

e. Consistent with ¶ 36(iii) of the Court-approved Plan of Allocation, a person or entity who purchased Eligible Shares but had not settled those Eligible Shares by the Effective Time of the Merger on June 30, 2021 (“Non-Settled Shares”) will be treated as an Eligible Class Member with respect to those Non-Settled Shares, and a person or entity who sold those Non-Settled Shares on or before the Effective Time of the Merger on June 30, 2021 will not be treated as an Eligible Class Member with respect to those Non-Settled Shares.

f. Consistent with ¶ 36(iv) of the Court-approved Plan of Allocation, in the event that any payment from the Net Settlement Fund is undeliverable or in the event a check is not cashed by the stale date (*i.e.*, more than six months from the check’s issue date), the DTC Participants or the holder of a Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution.

g. All undeliverable or uncashed payments returned to A.B. Data by DTC Participants or the holder of a Closing Non-Cede Record Position shall be available for further distribution provided that such distribution is economically feasible. At such time as Plaintiff’s Lead Counsel, in consultation with A.B. Data, determines that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, the remaining

balance of the Net Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be contributed to the Combined Campaign for Justice.

h. Following the distribution of the Net Settlement Fund to DTC Participants, inquiries by Eligible Class Members regarding payment of the Net Settlement Fund should be made directly to DTC Participants, such as banks or brokerage firms, through which they beneficially owned Eligible Shares.

i. In order to encourage Eligible Class Members to promptly cash their checks, and to avoid or reduce future expenses relating to unpaid checks, all Distribution checks will bear a notation “CASH PROMPTLY, VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE].”

j. Paper copies of all supporting documentation may be destroyed one year after the distribution of the Net Settlement Fund, and electronic copies of the same may be destroyed one year after all funds in the Net Settlement Fund have been distributed.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct. Executed this 10th day of February, 2025.



JACK EWASHKO

Sworn to and subscribed before me this 10th day of February, 2025.



Noah T. Fenner

Noah Fenner
Online Notary Public
Wisconsin
Milwaukee
Commission #: 249319
Commission Expires: 2026-08-29

Notarized online using audio-video communication

My commission expires August 29, 2026.

EXHIBIT A

Invoices



HOLICITY STOCKHOLDERS LITIGATION

Invoice Date	Invoice Number	Amount
June-24	6712	\$43,426.88
July-24	6879	\$41,269.11
August-24	7010	\$6,341.77
September-24	7181	\$4,995.87
October-24	7352	\$4,802.10
November-24	7507	\$4,652.86
Estimate to Complete (Initial Distribution)		\$14,656.65
Total		\$120,145.24

A.B. DATA, LTD.

Class Action Administration
600 A. B. Data Drive
Milwaukee, WI 53217
414-961-7523
accounting@abdataclassaction.com
abdataclassaction.com



BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP
1251 AVENUE OF THE AMERICAS, 44TH
FLOOR
NEW YORK, NY, 10020
USA

INVOICE #: INV000306712
INVOICE DATE: 7/15/2024
CLIENT: 107250
PAGE: 1/1
TERMS: 30 days upon receipt

INVOICE

JOB 54829 Holicity Inc.

DESCRIPTION	QTY	PRICE	AMOUNT
Project/Database Setup (One-Time Fee)	1	5,000.00	\$5,000.00
Remailing of Notices to Updated Addresses	403	0.50	\$201.50
Website Setup and Design (One-Time Fee)	1	2,000.00	\$2,000.00
Toll-Free Telephone Line Setup (One-Time Fee)	1	1,250.00	\$1,250.00
Senior Project Management (Hourly)	4.00	225.00	\$900.00
Project Management (Hourly)	21.26	185.00	\$3,933.10
System Support (Hourly)	13.14	195.00	\$2,562.30
Quality Assurance (Hourly)	1.50	170.00	\$255.00
Staff (Hourly)	21.65	110.00	\$2,381.50
Printing and Mailing of Notices	10,000	1.2751	\$12,751.00
Postage	1	3,077.26	\$3,077.26
Media Notice - PR Newswire	1	4,200.00	\$4,200.00
Website Maintenance/Hosting (Monthly)	1	200.00	\$200.00
Interactive Voice Response (IVR) (Per Minute)	6	0.50	\$3.00
CSRs/Live Operators (Per Hour)	7.30	75.00	\$547.50
800 Number Charges (Per Minute)	9	0.15	\$1.35
IVR and Line Maintenance (Monthly)	1	205.00	\$205.00
Advanced Address Updates	1,033	0.50	\$516.50
Post Office Box Rental/Renewal	1	1,600.00	\$1,600.00
Bank, Broker, and Nominee Fulfillment Expense	1	262.02	\$262.02
Receipt, Processing Bank, Broker, Nominee Lists for Mailing	6	185.00	\$1,110.00
Electronic Storage	1	369.85	\$369.85
Market Research (One Time Fee)	1	100.00	\$100.00

TOTAL \$43,426.88

MAIL CHECKS TO

PO Box 170062, Milwaukee, WI 53217
Make checks payable to A.B. DATA, LTD.

SEND WIRES TO

US BANK, N.A.
400 W. Brown Deer Road, Bayside, WI 53217
Routing Number 075000022
Account Number 182377466541 (AB Data, Ltd.)
Swift Code USBKUS44IMT

Past due invoices are subject to a 1.5% per month service charge

A.B. DATA, LTD.

Class Action Administration

600 A. B. Data Drive
Milwaukee, WI 53217
414-961-7523
accounting@abdataclassaction.com
abdataclassaction.com



BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP
1251 AVENUE OF THE AMERICAS, 44TH
FLOOR
NEW YORK, NY, 10020
USA

INVOICE #: INV000306879
INVOICE DATE: 8/15/2024
CLIENT: 107250
PAGE: 1/1
TERMS: 30 days upon receipt

INVOICE

JOB 54829 Holicity Inc.

DESCRIPTION	QTY	PRICE	AMOUNT
Remailing of Notices to Updated Addresses	131	0.50	\$65.50
Project Management (Hourly)	12.14	185.00	\$2,245.90
System Support (Hourly)	0.40	195.00	\$78.00
Staff (Hourly)	3.66	110.00	\$402.60
Printing of 20 page Notices	5,000	2.9040	\$14,520.00
Call Center Notice Requests	1	2.5000	\$2.50
Postage	1	116.25	\$116.25
Media Notice - Investor's Business Daily (Dow Jones)	1	5,754.29	\$5,754.29
Website Maintenance/Hosting (Monthly)	1	200.00	\$200.00
Interactive Voice Response (IVR) (Per Minute)	30	0.50	\$15.00
CSRs/Live Operators (Per Hour)	3.06	75.00	\$229.50
800 Number Charges (Per Minute)	40	0.15	\$6.00
IVR and Line Maintenance (Monthly)	1	205.00	\$205.00
Advanced Address Updates	373	0.50	\$186.50
Bank, Broker, and Nominee Fulfillment Expense	1	17,242.07	\$17,242.07

TOTAL \$41,269.11

MAIL CHECKS TO

PO Box 170062, Milwaukee, WI 53217
Make checks payable to A.B. DATA, LTD.

SEND WIRES TO

US BANK, N.A.
400 W. Brown Deer Road, Bayside, WI 53217
Routing Number 075000022
Account Number 182377466541 (AB Data, Ltd.)
Swift Code USBKUS44IMT

Past due invoices are subject to a 1.5% per month service charge

A.B. DATA, LTD.

Class Action Administration

600 A. B. Data Drive
Milwaukee, WI 53217
414-961-7523
accounting@abdataclassaction.com
abdataclassaction.com



BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP
1251 AVENUE OF THE AMERICAS, 44TH
FLOOR
NEW YORK, NY, 10020
USA

INVOICE #: INV000307010
INVOICE DATE: 9/16/2024
CLIENT: 107250
PAGE: 1/1
TERMS: 30 days upon receipt

INVOICE

JOB 54829 Holicity Inc.

DESCRIPTION	QTY	PRICE	AMOUNT
Senior Project Management (Hourly)	12.00	225.00	\$2,700.00
Project Management (Hourly)	15.96	185.00	\$2,952.60
Website Maintenance and Service (Monthly)	1	200.00	\$200.00
Interactive Voice Response (IVR) (Per Minute)	15	0.50	\$7.50
CSRs/Live Operators (Per Hour)	1.58	75.00	\$118.50
800 Number Charges (Per Minute)	74	0.15	\$11.10
IVR and Line Maintenance (Monthly)	1	205.00	\$205.00
Electronic Storage	14	0.02	\$0.28
Web Hosting (July and August)	1	146.79	\$146.79

TOTAL \$6,341.77

MAIL CHECKS TO
PO Box 170062, Milwaukee, WI 53217
Make checks payable to A.B. DATA, LTD.

SEND WIRES TO
US BANK, N.A.
400 W. Brown Deer Road, Bayside, WI 53217
Routing Number 075000022
Account Number 182377466541 (AB Data, Ltd.)
Swift Code USBKUS44IMT

Past due invoices are subject to a 1.5% per month service charge

A.B. DATA, LTD.

Class Action Administration

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Milwaukee, WI 53217
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INVOICE #: INV000307181
INVOICE DATE: 10/15/2024
CLIENT: 107250
PAGE: 1/1
TERMS: 30 days upon receipt

INVOICE

JOB 54829 Holicy Inc.

DESCRIPTION	QTY	PRICE	AMOUNT
Senior Project Management (Hourly)	8.00	225.00	\$1,800.00
Project Management (Hourly)	14.57	185.00	\$2,695.45
Call Center Notice Requests	2	2.5000	\$5.00
Website Maintenance and Service (Monthly)	1	200.00	\$200.00
Interactive Voice Response (IVR) (Per Minute)	2	0.50	\$1.00
CSRs/Live Operators (Per Hour)	0.17	75.00	\$12.75
800 Number Charges (Per Minute)	14	0.15	\$2.10
IVR and Line Maintenance (Monthly)	1	205.00	\$205.00
Electronic Storage	7	0.02	\$0.14
Web Hosting - Azure	1	74.43	\$74.43

TOTAL \$4,995.87

MAIL CHECKS TO

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1251 AVENUE OF THE AMERICAS, 44TH
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NEW YORK, NY, 10020
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INVOICE #: INV000307352
INVOICE DATE: 11/15/2024
CLIENT: 107250
PAGE: 1/1
TERMS: 30 days upon receipt

INVOICE

JOB 54829 Holicity Inc.

DESCRIPTION	QTY	PRICE	AMOUNT
Senior Project Management (Hourly)	5.00	225.00	\$1,125.00
Project Management (Hourly)	17.16	185.00	\$3,174.60
Website Maintenance and Service (Monthly)	1	200.00	\$200.00
CSRs/Live Operators (Per Hour)	0.33	75.00	\$24.75
800 Number Charges (Per Minute)	4	0.15	\$0.60
IVR and Line Maintenance (Monthly)	1	205.00	\$205.00
Electronic Storage	7	0.02	\$0.14
Web Hosting - Azure	1	72.01	\$72.01

TOTAL \$4,802.10

MAIL CHECKS TO

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SEND WIRES TO

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Account Number 182377466541 (AB Data, Ltd.)
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A.B. DATA, LTD.

Class Action Administration

600 A. B. Data Drive
Milwaukee, WI 53217
414-961-7523
billing@abdata.com
abdataclassaction.com



BERNSTEIN LITOWITZ BERGER &
GROSSMANN LLP
1251 AVENUE OF THE AMERICAS, 44TH
FLOOR
NEW YORK, NY, 10020
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INVOICE #: INV000307507
INVOICE DATE: 12/15/2024
PERIOD ENDING: 11/30/2024
CLIENT: 107250
PAGE: 1/1
TERMS: 30 days upon receipt

INVOICE

JOB 54829 Holicity Inc.

DESCRIPTION	QTY	PRICE	AMOUNT
Receipt and Processing of Undeliverable Mail	6	0.25	\$1.50
Senior Project Management (Hourly)	8.00	225.00	\$1,800.00
Project Management (Hourly)	12.78	185.00	\$2,364.30
Staff (Hourly)	0.03	110.00	\$3.30
Website Maintenance and Service (Monthly)	1	200.00	\$200.00
CSRs/Live Operators (Per Hour)	0.05	75.00	\$3.75
800 Number Charges (Per Minute)	3	0.15	\$0.45
IVR and Line Maintenance (Monthly)	1	205.00	\$205.00
Electronic Storage	1	74.56	\$74.56

TOTAL \$4,652.86

MAIL CHECKS TO

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Swift Code USBKUS44IMT

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A.B. Data, Ltd.
 Class Action Administration Company
 600 A.B. Data Drive
 Milwaukee, WI 53217

Date: December 30, 2024
 Project: Holicity Stockholders Litigation

Distribution Estimate	Quantity	Rate (\$)	Estimated Cost (\$)
Distribution Fees			
Printing & Mailing Checks	1	1,750.00	1,750.00
Reissuance of Checks to Updated Addresses	10	4.50	45.00
Check-Processing Fee	49	0.20	9.80
Postage-Checks	49	0.73	35.77
Wires	56	55.00	3,080.00
Website and Telephone Support/Charges			
Website Maintenance/Hosting (<i>monthly</i>)	12	200	2,400.00
Interactive Voice Response (IVR) (<i>per minute</i>)	350	0.50	175.00
CSRs/Live Operators (<i>per hour</i>)	10	75	750.00
800 Number Charges (<i>per minute</i>)	1,000	0.15	150.00
IVR and Line Maintenance (<i>monthly</i>)	12	205	2,460.00
Project Management and Reporting			
Project Management (hourly)	10	185	1,850.00
Quality Assurance (hourly)	3	170	510.00
Staff (hourly)	10	110	1,100.00
Miscellaneous Expenses			
Advanced Address Updates	20	1.10	22.00
Document Storage (\$1.50 per month)	12	1.50	18.00
Electronic Storage	12	25.09	301.08
Total Estimated Cost			\$ 14,656.65