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8 **UNITED STATES DISTRICT COURT**
 9 **NORTHERN DISTRICT OF CALIFORNIA**

10 IN RE UKG INC CYBERSECURITY
 LITIGATION

Case No. 3:22-cv-00346-SI

11 THIS DOCUMENT RELATES TO:
 12 All Actions.

**DECLARATION OF
 JEANNE C. FINEGAN, APR OF
 KROLL SETTLEMENT
 ADMINISTRATION LLC IN
 CONECTION WITH
 IMPLEMENTATION OF NOTICE
 PLAN AND CLAIMS REVIEW
 PROCESS**

Judge: Hon. Susan Illston

16 I, Jeanne C. Finegan, declare as follows:

17 **INTRODUCTION**

18 1. I am the Managing Director and Head of Kroll Notice Media Solutions (“Kroll
 19 Media”),¹ a business unit of Kroll Settlement Administration LLC (“Kroll”), the Settlement
 20 Administrator appointed in the above-captioned case. This declaration is based upon my personal
 21 knowledge as well as information provided to me by my associates and staff, including information
 22 reasonably relied upon in the fields of advertising media and communications.

23 2. Kroll was appointed as the Settlement Administrator to, among other tasks, develop
 24 and implement a notice plan (the “Notice Plan”) pursuant to that certain Settlement Agreement
 25 and Release (the “Settlement Agreement”) entered into in connection with this Action.

26 _____
 27 ¹ Capitalized terms used but not defined herein have the meanings given to them in the Settlement
 28 Agreement (as defined below).

1 3. This declaration provides a report concerning the successful implementation of the
2 Notice Plan, as previously detailed in the *Declaration of Jeanne C. Finegan, APR of Kroll*
3 *Settlement Administration LLC in Connection with Preliminary Approval*, filed on April 28, 2023.
4 The Notice Plan commenced on July 3, 2023, and was substantially completed by August 18,
5 2023.

6 4. This declaration also supplements the *Declaration of Scott M. Fenwick of Kroll*
7 *Settlement Administration LLC in Connection with Final Approval of Settlement*, filed on August
8 14, 2023 (the “Fenwick Declaration”), in order to provide updated information to the Court
9 regarding the direct notice program, as well as the number of Claim Forms, requests for exclusion
10 and objections received by Kroll. The Fenwick Declaration is incorporated herein by reference in
11 its entirety.

12 5. The Notice Plan employed best-in-class tools, technology and optimizations to
13 ultimately reach² an estimated 77% of potential Settlement Class Members (*i.e.*, adults 18 to 64
14
15
16

17 ² **Measurement of Reach.** Reach and Frequency are companion metrics. Net reach measures
18 the number of unduplicated people exposed to an advertisement, and frequency is a report of the
19 number of exposures or opportunities to see a message. In advertising, this is commonly referred
20 to as a “Reach and Frequency” analysis, where “Reach” refers to the estimated percentage of the
21 unduplicated audience exposed to the campaign, and “Frequency” refers to how many times, on
22 average, the target audience had the opportunity to see the message. The calculations are used by
23 advertising and communications firms worldwide and have been embraced by Courts as a critical
24 element to help provide the basis for determining the adequacy of notice. The calculation of reach
25 and frequency is verified by sophisticated media software that cross references which media is
26 being purchased with the media use and preference of a specific target audience. These software
27 tools include MRI-Simmons, which provides demographic, brand preference and media-use habits,
28 and captures in-depth information on consumer media choices, attitudes, and consumption of
products. MRI-Simmons Survey of the American Consumer® is the country’s largest consumer
database, reporting on consumption of over 6,500 products and services in nearly 600 categories.
Relatedly, Comscore, provides proprietary digital audience measurement methodology and allows
marketers to calculate audience reach in a manner not affected by variables such as cookie deletion
and cookie blocking/rejection, multiple IP addresses or multiple devices. Comscore data is derived
from the opt-in installation of tracking software on over 2 million consumer devices, including
desktop computers, laptops, smartphones, and tablets. The tracking software collects data on the
panelist’s online behavior, including websites visited, apps used, and search queries entered.

1 years of age who have an annual income less than \$100,000 per year) on average an estimated 1.6
2 times. In total, the Notice Plan served over 306,245,900 impressions.

3 **SUMMARY OF THE NOTICE PLAN**

4 6. The Notice Plan included the following components, as described in more detail
5 below:

- 6 • Direct mail to identified Exfiltration Subclass Members;
- 7 • Direct email to identified Nationwide Class Members whose employers voluntarily
8 participated in the Email Notice;
- 9 • Social media advertising on Facebook, Instagram and YouTube;
- 10 • Digital advertising on LinkedIn targeted to employees of KPC customers;
- 11 • Google Search advertising;
- 12 • CAFA Notice to applicable government officials (as stated in the Fenwick
13 Declaration);
- 14 • A neutral, informational Settlement Website with the Long Form and Claim Form in
15 both English and Spanish (as stated in the Fenwick Declaration); and
- 16 • A toll-free information telephone line with both English and Spanish Interactive Voice
17 Response (“IVR”) scripts.
18
19

20 **DIRECT MAIL NOTICE**

21 7. As stated in the Fenwick Declaration, on July 3, 2023, Kroll caused 19,852 postcard
22 Notices to be mailed via first-class mail to members of the Exfiltration Subclass.

23 8. As of October 17, 2023, seventy-seven (77) postcard Notices were returned by the
24 USPS with a forwarding address. Sixty-six (66) postcard Notices were automatically re-mailed to
25 the updated addresses provided by the USPS. The remaining eleven (11) postcard Notices were
26 re-mailed by Kroll to the updated addresses provided by the USPS.

27 9. As October 17, 2023, 1,343 postcard Notices were returned by the USPS as
28 undeliverable as addressed, without a forwarding address. Kroll ran 1,343 undeliverable records

1 through an advanced address search. The advanced address search produced 1,085 updated
2 addresses. Kroll has re-mailed postcard Notices to the 1,085 updated addresses obtained from the
3 advanced address search. Of the 1,085 re-mailed postcard Notices, 121 have been returned as
4 undeliverable a second time.

5 10. Of the approximately 19,852 members of the Exfiltration Subclass to whom
6 postcard Notices were mailed, Kroll has reason to believe that 19,473 Exfiltration Subclass
7 members received direct postcard Notice, which equates to a reach rate of approximately 98.1%
8 of the Exfiltration Subclass. Stated differently, 379 members of the Exfiltration Subclass did not
9 receive the postcard Notice.

10 11. At the direction of Counsel, on September 22, 2023, Kroll caused 19,109 reminder
11 postcard Notices to be sent by first-class mail to all Exfiltration Subclass Members whose mailing
12 address Kroll had not yet determined to be undeliverable and who had not yet filed a Claim Form.
13 A true and correct copy of the reminder letter Notice is attached hereto as **Exhibit A**. Of the 19,109
14 Exfiltration Subclass Members who were sent the email reminder Notice, 546 have submitted
15 Claim Forms.

16 12. The cost to transmit the reminder postcard Notices to members of the Exfiltration
17 Subclass was \$9,014.92, which is included in the Settlement Administration Expenses total set
18 forth below.

19 **DIRECT EMAIL NOTICE**

20 13. As stated in the Fenwick Declaration, on August 7, 2023, Kroll caused the email
21 Notice to be sent to the 40,066 email addresses for Nationwide Class Members as provided to
22 Kroll by UKG's customers participating in the voluntary Email Notice. Of the 40,066 emails
23 attempted for delivery, 10,074 emails were rejected/bounced back as undeliverable.

24 14. At the direction of Counsel, on September 21, 2023, Kroll caused the email Notice
25 to be sent to 3,892 additional email addresses provided by an additional UKG customer
26 participating in the voluntary Email Notice.

1 15. At the direction of Counsel, on September 26, 2023, Kroll caused an email reminder
2 Notice to be sent to 29,942 email addresses belonging to Settlement Class Members described in
3 paragraph 13 above (i) who had not unsubscribed from future emails, (ii) whose email address had
4 not been determined to be undeliverable, and (iii) who had not yet filed a Claim Form. A true and
5 correct copy of the email reminder Notice sent to such Settlement Class Members who had not
6 filed a Claim Form is attached hereto as **Exhibit B**. Of the 29,942 Settlement Class Members who
7 were sent the email reminder Notice, 1,012 have submitted Claim Forms.

8 16. The cost to transmit the email reminder Notice in Exhibit B was \$1,150.00, which
9 is included in the Settlement Administration Expenses total set forth below.

10 **SUPPLEMENTAL EMAIL REMINDER NOTICE FOR WEBSITE REGISTRANTS**

11 17. As part of the claims filing process, Settlement Class Members were required to
12 register their name, address and email in order to obtain a unique claim ID (“registrants”).

13 18. At the direction of Counsel, on September 22, 2023, Kroll caused an email reminder
14 Notice to be sent to 20,354 email addresses belonging to registrants from the Settlement Website
15 who had not yet submitted a claim. A true and correct copy of the email reminder Notice sent to
16 such Settlement Class Members who had not filed a Claim Form is attached hereto as **Exhibit C**.
17 Of the 20,354 Settlement Class Members who were sent the email reminder Notice, 1,693 have
18 submitted Claim Forms.

19 19. The cost to transmit the email reminder Notice in Exhibit C was \$1,650.00, which
20 is included in the Settlement Administration Expenses total set forth below.

21 **SOCIAL MEDIA AND DIGITAL ADVERTISING**

22 20. Social ads on Facebook and Instagram appeared in the Newsfeeds and Stories
23 sections.³ Impressions were targeted to U.S. adults between the age of 18 to 64 who have an
24
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26 _____
27 ³ Newsfeeds are where Facebook and Instagram users look for information about friends, family,
28 news and brand information. Stories are brief, immersive, thoughts or moments shared by a user
and appear at the top of a user’s Newsfeed.

1 annual income of less than \$100,000 per year. Ads were served in English and Spanish, based on
2 the individual's device language setting.

3 21. On YouTube, banner ads were targeted to adults between the ages of 18 to 64.

4 22. On LinkedIn, ads were targeted to a custom list of individuals who identify in their
5 profiles that they are currently or formerly employed at KPC customer companies. These profiles
6 included nurses, and targeting was not income limited.

7 23. Attached hereto as **Exhibit D** are copies of the social media ads.

8 **GOOGLE SEARCH AND KEY WORD ADVERTISING**

9 24. Kroll Media utilized keyword search advertisements on Google. When searching for
10 specific keywords or phrases related to the Settlement, a sponsored ad link appeared, providing
11 brief information about the Settlement and directed the user to the Settlement Website for more
12 information. Such search terms and topics included *payroll data breach*, *payroll systems*,
13 *employment data breach*, *UKG class action*, *UKG Kronos Settlement* and other similar terms.

14 **SETTLEMENT WEBSITE**

15 25. As stated in the Fenwick Declaration, on May 1, 2023, Kroll created a dedicated
16 Settlement Website entitled www.kronosprivatecloudsettlement.com. As of October 17, 2023,
17 there have been over 385,000 unique visitors to the website.

18 **TOLL FREE INFORMATION TELEPHONE LINE**

19 26. As stated in the Fenwick Declaration, on May 24, 2023, Kroll established a toll-free
20 telephone number, 1-833-747-6267, for Settlement Class Members to call and obtain additional
21 information regarding the Settlement through an IVR system. The IVR is available in both English
22 and Spanish. As of October 17, 2023, the IVR system has received 1,516 calls, totaling 5,028
23 minutes.

24 **EXCLUSIONS AND OBJECTIONS**

25 27. The Objection/Exclusion Deadline was September 18, 2023.

26 28. Kroll has received three (3) timely exclusion requests and one (1) late exclusion
27 request, which was postmarked on October 3, 2023. A list of the exclusions received is attached
28

1 hereto as **Exhibit E**. Settlement Class Members were not instructed to submit their objection to
2 the Settlement Administrator, and none have been received by Kroll.

3 **CLAIM FORMS AND REVIEW PROCESS**

4 29. The Claims Deadline was October 3, 2023.

5 30. As of October 17, 2023, Kroll has initially determined that 21,047 Claim Forms are
6 valid and worth approximately \$1,879,440, representing 1,036 claims for identified Exfiltration
7 Subclass Class and 19,122 claims for the Nationwide Class. Currently, the approved claims rate
8 for the Exfiltration Subclass is 5.2%. Kroll is still in the process of reviewing and validating Claim
9 Forms it has received, and the number of valid claims that will receive a benefit remains subject
10 to change until such review is complete. Kroll will undertake a cure process for all deficient claims
11 pursuant to paragraph 65 of the Settlement Agreement. Kroll has received eleven (11) late Claim
12 Forms through the mail with a postmark date after October 3, 2023.

13 31. Kroll will provide a supplemental declaration on the status of the claim validation
14 process, including the number of valid and approved Claim Forms and the value of those claims,
15 no later than November 14, 2023.

16 **SETTLEMENT ADMINISTRATION EXPENSES**

17 32. Through October 17, 2023, Kroll has incurred a total of \$836,000.15 in Settlement
18 Administration Expenses. Kroll will provide an updated amount for Settlement Administration
19 Expenses no later than November 14, 2023.

20 **CONCLUSION**

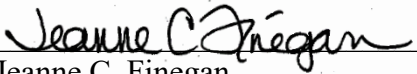
21 33. In my opinion, the Notice Plan reflects a particularly appropriate, highly targeted,
22 and contemporary way to provided notice to Settlement Class Members. Further, in my opinion,
23 the efforts undertaken in this Notice Plan are of the highest modern communication standards, are
24 reasonably calculated to provide notice, and are consistent with best-practicable, court-approved
25 notice programs in similar matters and the Federal Judicial Center's guidelines concerning
26 appropriate reach.

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CERTIFICATION

I declare under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct.

Executed on October 17, 2023, in Tigard, Oregon.



Jeanne C. Finegan

Exhibit A

Kronos Private Cloud Settlement
c/o Kroll Settlement Administration
P.O. Box 225391
New York, NY 10150-5391

FIRST-CLASS MAIL
U.S. POSTAGE PAID
CITY, ST
PERMIT NO. XXXX

SECOND NOTICE

**Records indicate that a
Cyberattack on the Kronos
Private Cloud, an application
used for timekeeping, may
have affected you and you
may be eligible for benefits
from a Settlement.**

DEADLINE REMINDER

**October 3, 2023 is the
deadline to file a claim.**

Postal Service: Please do not mark barcode
<<Barcode>>
Unique Class Member ID: <<Refnum>>

<<FirstName>> <<LastName>>
<<BusinessName>>
<<Address>>
<<Address2>>
<<City>>, <<STATE>> <<Zip>>-<<zip4>>
<<Country>>

You are receiving this notice because records indicate that you may be included in a proposed class action settlement.

You have already received a notice about the Settlement. This is a reminder letting you know that time is running out to file a claim for benefits from this Settlement. **The deadline to file a claim is October 3, 2023.** Please submit your claim for benefits today!

Who is Included? Records indicate you are included in this Settlement as an Exfiltration Subclass Member, meaning you were previously sent notice that some of your and/or your dependent's personal information was exfiltrated during the December 2021 KPC Cyberattack and offered credit monitoring services.

What benefits does the Settlement provide? The Settlement provides \$5,500,000, with a potential of an additional \$500,000, as needed to pay Claims. The Settlement Fund will be used to pay **up to \$1,000** for reimbursement of Ordinary Losses, **up to \$7,500** for reimbursement of Extraordinary Losses (if applicable) and additional payments of **\$100** and/or **\$30** to Exfiltration and/or California Subclass Members, respectively. All cash payments may be adjusted pro rata depending on the number of Approved Claims.

What Do I Need to Do? You must submit a Claim Form **by October 3, 2023** to be eligible to get money from the Settlement. Claims must include any required documentation. Document requirements are available at [KronosPrivateCloudSettlement.com](https://www.kronosprivatecloudsettlement.com).

How do I file a Claim?

- The fastest and easiest way to file a claim is to submit it online at **KronosPrivateCloudSettlement.com**.
- You can also download and print a Claim Form and send it by mail to:
Kronos Private Cloud Settlement
c/o Kroll Settlement Administration
PO Box 225391, New York, NY 10150-5391
- You can also request that a Claim Form be sent to you by calling the Settlement Administrator at **1-833-747-6267 (toll free)**.
- **When filing your claim as an Exfiltration Subclass Member, use your and/or your dependent's Unique Class Member ID (printed on the front of this Notice).**

What happens if I do not submit a Claim? If you do not submit a Claim by October 3, 2023 and you did not exclude yourself by the September 18, 2023 exclusion deadline, then you will receive no compensation and you will be legally bound by the Settlement.

The Court has scheduled a hearing in this case for **November 17, 2023 at 10:00 a.m. PT**.

For complete information about all of your rights and options, as well as Claim Forms, the long form Notice and Settlement Agreement, visit **KronosPrivateCloudSettlement.com**, or call the Settlement Administrator toll free **1-833-747-6267**.

Exhibit B

Subject: Reminder Notice – Deadline to Claim Benefits is October 3

Unique Class Member ID: <<refnum>>

In re UKG Inc. Cybersecurity Litigation, Master Dkt. No.: 3:22-cv-00346-SI

Time is running out to file a claim for Settlement benefits. The deadline is October 3, 2023.
[You May File Your Claim Here.](#)

Records indicate that a Cyberattack on the Kronos Private Cloud, an application used for timekeeping, may have affected you and you may be eligible for benefits from a Settlement.

You have already received a notice about the Settlement. This is a reminder letting you know that time is running out to file a claim for benefits from this Settlement. **The deadline to file a claim is October 3, 2023.** Please submit your claim for benefits today at www.KronosPrivateCloudSettlement.com!

Who is Included? You are eligible for benefits from the Settlement if: (1) you are a resident of the United States; (2) you are a current or former employee or contractor of a UKG customer – a business that uses the KPC application for timekeeping – and your data was stored in the KPC when the cyberattack happened in December 2021; and (3) You were impacted by the interruption of KPC application because of the cyberattack.

What benefits does the Settlement Provide? The Settlement provides \$5,500,000, with a potential of an additional \$500,000, as needed to pay Claims.

- You can get reimbursed of **up to \$1,000** for out-of-pocket expenses and lost time.
- California residents may be eligible for an additional payment of \$30.
- Payments may be adjusted *pro rata* based on the total number of valid claims submitted.

What Do I Need to Do? You must submit a Claim Form by **October 3, 2023** to be eligible to get money from the Settlement. Claims must include any required documentation. Document requirements are available at www.KronosPrivateCloudSettlement.com.

How do I file a Claim?

- The fastest and easiest way to file a claim is to submit it online at www.KronosPrivateCloudSettlement.com.
- You can also download and print a Claim Form and submit it by mail to the address below:
UKG Security Data Breach
c/o Kroll Settlement Administration
PO Box 225391
New York, NY 10150-5391
- You can also request that a Claim Form be sent to you by calling the Settlement Administrator at 1-833-747-6267 (toll free).

What happens if I do not submit a Claim? If you do not submit a Claim by October 3, 2023 and you did not exclude yourself by the September 18, 2023 exclusion deadline, then you will receive no compensation and you will be legally bound by the Settlement.

The Court has scheduled a hearing in this case for **November 17, 2023 at 10:00 a.m. PT.**

For complete information about all of your rights and options, as well as Claim Forms, the long form Notice and Settlement Agreement, visit www.KronosPrivateCloudSettlement.com, or call the Settlement Administrator toll free **1-833-747-6267**.

PLEASE DO NOT TELEPHONE THE COURT OR THE COURT CLERK'S OFFICE TO
INQUIRE ABOUT THIS SETTLEMENT OR THE CLAIM PROCESS.

Para ver la notificación en español, visite www.KronosPrivateCloudSettlement.com

Exhibit C

Subject: In re UKG Inc. Cybersecurity Litigation - Complete Your Claim

Unique Class Member ID: <<refnum>>

In re UKG Inc. Cybersecurity Litigation, Master Dkt. No.: 3:22-cv-00346-SI

Our records indicate you registered for the In re UKG Inc. Cybersecurity Litigation, **but you have not submitted your claim and the deadline is approaching.**

Your Unique Class Member ID is <<refnum>>. You have until Tuesday, October 3, 2023 to file a claim using this ID, which is unique to you.

Please retain this Unique Class Member ID for your records. Your Unique Class Member ID is required in order to file a Claim Form. **At this time, you have not filed a Claim Form.** To submit a Claim Form, go to the [online Claim Form](#), enter your Unique Class Member ID, complete, and submit your form. The deadline to submit a Claim Form is **October 3, 2023**.

What does the Settlement Provide? The Settlement Fund will be used to pay **up to \$1,000** for reimbursement of Ordinary Losses, including **up to \$100** of lost time, **up to \$7,500** for reimbursement of Extraordinary Losses (if applicable), and additional payments of **\$100** and/or **\$30** to Exfiltration and/or California Subclass Members, respectively. All cash payments may be adjusted *pro rata* depending on the number of Approved Claims.

If you do not submit a Claim Form, you will not receive a payment if the Settlement receives final approval. For further information regarding the Settlement, please visit www.KronosPrivateCloudSettlement.com. You may also contact the Settlement Administrator by calling toll-free **1-833-747-6267**.

Exhibit D

UKG CREATIVE

SOCIAL MEDIA ADS

FACEBOOK/INSTAGRAM NEWSFEED

Legal Notices
Sponsored · 🌐

If you were Impacted by the December 2021 Cyberattack on the Kronos Private Cloud ("KPC"). You may be eligible for benefits from a class action Settlement.

Kronos Private Cloud Settlement

kronosprivatecloudsettlement...
Kronos Private Cloud Settlement [Learn more](#)

FACEBOOK/INSTAGRAM STORIES

Legal Notices
Sponsored

Kronos Private Cloud Settlement

If you were Impacted by the December 2021 Cyberattack on the Kronos... [More](#)

[Learn more](#)

UKG CREATIVE

YOUTUBE ADS

If you were impacted by the December 2021 Cyberattack on the Kronos Private Cloud ("KPC")
You may be eligible for benefits from a Class Action Settlement.



LEARN MORE

If you were impacted by the December 2021 Cyberattack on the Kronos Private Cloud ("KPC")
You may be eligible for benefits from a Class Action Settlement.



LEARN MORE

UKG CREATIVE


LINKEDIN ADS

Legal Notices + Follow

32 followers
Promoted

If you were Impacted by the December 2021 Cyberattack on the Kronos Private Cloud ("KPC"). You may be eligible for benefits from a class action ...more

Kronos Private Cloud Settlement



In re UKG Inc. Cybersecurity Litigation
kronosprivatecloudsettlement.com Learn more

Exhibit E

Exclusion List

Count	Record Identification Number
1	687441M9D4YNT
2	687441MBGKNQQ
3	687443PJRW2B1
4 (Late)	687444QVXKC3Z