



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE MINDBODY, INC.,
STOCKHOLDER LITIGATION

C.A. No. 2019-0442-KSJM

**LEAD PLAINTIFFS' MOTION
FOR CLASS DISTRIBUTION ORDER**

PLEASE TAKE NOTICE THAT Lead Plaintiffs Luxor Capital Partners, LP, Luxor Capital Partners Offshore Master Fund, LP, Luxor Wavefront, LP, and Lugard Road Capital Master Fund, LP (collectively, "Lead Plaintiffs" or "Luxor"), respectfully move this Court to enter the accompanying Class Distribution Order pursuant to the terms of the Stipulation and Agreement of Settlement, Compromise, and Release with Defendants Liaw and IVP Entities (the "Stipulation") (Trans. ID 67349508) and the Court's Order and Final Judgment (Trans. ID 67705915). Lead Plaintiffs submit in support of this motion the accompanying Affidavit of Luiggy Segura in Support of Lead Plaintiffs' Motion for Class Distribution Order (the "Segura Affidavit"), Vice President of Securities Class Actions of Court-approved Settlement Administrator, JND Legal Administration ("JND").^{1,2} Defendants' Counsel has reviewed the motion. The Settling Defendants do not oppose the motion while the Non-Settling Defendants

¹ Pursuant to the Court's Scheduling Order (Trans. ID 67429771), the Court authorized JND to act as the Settlement Administrator in connection with the Partial Settlement of this Action.

² Lead Plaintiffs incorporate by reference the definitions in the Stipulation and the Segura Affidavit, and all terms used herein shall have the same meanings as set forth in the Stipulation and/or the Segura Affidavit.

take no position. If approved by the Court, the Class Distribution Order will, *inter alia*:

1. Direct JND to distribute the Net Settlement Fund to Eligible Class Members,³ after deducting all payments previously allowed and the payment of JND's fees and expenses requested in this motion, and after deducting payment of any estimated taxes, the costs of preparing appropriate tax returns, administrative contingencies, and any escrow fees, as set forth in paragraph 11 of the Segura Affidavit (the "Distribution").⁴

2. Consistent with ¶ 28 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 equal to the product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the "Per-Share Recovery" for the Settlement, which will be determined by

³ As the Court is aware, Petitioners have the right to elect to participate in the class recovery. If Petitioners elect to participate in the class recovery, they will be entitled to their *pro rata* share of this Settlement. Accordingly, the portion of this Settlement that Petitioners will be entitled to receive, should they elect to participate in the class recovery, will remain in escrow until Petitioners determine whether to participate in the class recovery, at which time that money will either be distributed to Petitioners (should Petitioners elect to participate in the class recovery) or to the remainder of the class (should Petitioners elect not to participate in the class recovery).

⁴ In calculating the distribution of the Net Settlement Fund under the terms of the Court-approved Plan of Allocation, JND relied on Merger Records, the DTCC Allocation Report, and information provided by Defense Counsel. In June 2024, JND was advised by Lead Counsel of Mindbody's publicly filed SEC Form 8-K/A dated February 21, 2019 indicating the existence of 43,642,996 Eligible Shares on January 18, 2019, prior to the merger Closing Date.

dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares. (Segura Affidavit ¶ 11(a)).

3. Consistent with ¶ 29 of the Plan of Allocation, payments from the Net Settlement Fund to Eligible Class Members will be made in the same manner in which Eligible Class Members received the Merger Consideration. Accordingly, if an Eligible Class Member's shares of Mindbody common stock were held in "street name" and the Merger Consideration was deposited into that Eligible Class Member's brokerage account, that Eligible Class Member's broker will be responsible for depositing that Eligible Class Member's Settlement payment into that same brokerage account. (Segura Affidavit ¶ 11(b)).

4. Consistent with ¶ 30(i) of the Plan of Allocation, with respect to Mindbody common stock held of record at the Closing by the Depository Trust & Clearing Corporation, including its subsidiary the Depository Trust Company (collectively, "DTCC"), through its nominee Cede & Co., Inc. ("Cede"), direct JND to cause that portion of the Net Settlement Fund to be allocated to Eligible Class Members who held their shares through DTCC Participants to be paid to DTCC. DTCC shall then distribute that portion of the Net Settlement Fund among the DTCC Participants by paying each the Per-Share Recovery times its respective Closing Security Position,⁵ using the same mechanism that DTCC used to distribute the Merger Consideration and subject to payment suppression instructions with respect

⁵ For each DTCC Participant, the "Closing Security Position" is the number of shares of Mindbody common stock reflected on the DTCC Allocation Report used by DTCC to distribute the Merger Consideration. See Notice at footnote 5.

to Excluded Shares and any other shares ineligible for recovery from the Settlement. (Segura Affidavit ¶ 10(c)). The DTCC 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.*)

5. Consistent with ¶ 30(ii) of the Plan of Allocation, with respect to Mindbody common stock held of record as of the Closing other than by Cede, as nominee for DTCC (a “Closing Non-Cede Record Position”), direct JND to make payment from the Net Settlement Fund directly to the record owner of each such Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Closing Non-Cede Record Position. (Segura Affidavit ¶ 11(d)).

6. Direct that, to the extent that any record owner, any DTCC Participants, or their respective customers, including any intermediaries, took or permitted actions that had the effect of increasing the number of shares of Mindbody common stock 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, DTCC Participants, or their respective customers (including intermediaries) shall 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 DTCC, any

DTCC Participant, or DTCC Participants' customers are entitled to receive such funds from any such short-seller is not before this Court. (Segura Affidavit ¶ 11(e)).

7. Consistent with ¶ 30(iii) of the Plan of Allocation, direct that any person who purchased shares of Mindbody common stock on or before the Closing on February 15, 2019 but had not settled those shares at the Merger's Closing ("Non-Settled Shares") shall be treated as an Eligible Class Member (and their shares treated as Eligible Shares) with respect to those Non-Settled Shares, and a person who sold those Non-Settled Shares on or before the Closing on February 15, 2019 shall not be treated as an Eligible Class Member with respect to those Non-Settled Shares. (Segura Affidavit ¶ 11(f)).

8. Consistent with ¶ 30(iv) of the 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 DTCC Participants or the holder of a Closing Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution or escheatment. (Segura Affidavit ¶ 11(g)).

9. Following the distribution of the Net Settlement Fund to DTCC Participants, direct that inquiries by Eligible Class Members regarding payment of the Net Settlement Fund should be made directly to DTCC Participants, such as banks or brokerage firms, through which they beneficially owned Eligible Shares. (Segura Affidavit ¶ 11(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, direct that all Distribution checks bear the following notation: “CASH PROMPTLY, VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [6 MONTHS AFTER ISSUE DATE].” (Segura Affidavit ¶ 11(i)).

11. All undeliverable or uncashed payments returned to JND by DTCC Participants or the holder of a Closing Non-Cede Record Position will be available for further distribution provided that such distribution is economically feasible. At such time as Co-Lead Counsel, in consultation with JND, 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 (the “CCJ”). (Segura Affidavit ¶ 11(j)).

12. 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 after all funds in the Net Settlement Fund have been distributed. (Segura Affidavit ¶ 11(k)).

13. 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, Lead Plaintiffs, Co-Lead Counsel, the Settlement Administrator (JND), or any other agent retained by Lead Plaintiffs or Co-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.

14. Approve all of JND'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 Segura Affidavit and authorize Co-Lead Counsel to direct payment out of the Settlement Fund to JND in payment of any such outstanding fees and expenses.

15. 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: September 16, 2024

OF COUNSEL:

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WORDS: 1,735 (of 3,000 Word Limit)

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE MINDBODY, INC.,
STOCKHOLDER LITIGATION

C.A. No. 2019-0442-KSJM

[PROPOSED] CLASS DISTRIBUTION ORDER

The Court, having considered Lead Plaintiffs' 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 _____, 2024.

Chancellor Kathaleen St. Jude McCormick



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE MINDBODY, INC.,
STOCKHOLDER LITIGATION

C.A. No. 2019-0442-KSJM

**AFFIDAVIT OF LUIGGY SEGURA IN SUPPORT OF LEAD PLAINTIFFS'
MOTION FOR CLASS DISTRIBUTION ORDER**

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, Luiggy Segura, being duly sworn, deposes and says:

1. I am the Vice President of Securities Class Actions at JND Legal Administration (“JND”). 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 March 28, 2022 Scheduling Order (Trans. ID 67429771) the Court authorized JND to act as the Settlement Administrator for the Partial Settlement. As more fully described in the Affidavit of Luiggy Segura Regarding (A) Mailing of the Notice, (B) Publication of the Summary Notice, and (C) Establishment of Call Center and Settlement Website (Trans. ID 67680866), as the Settlement Administrator, JND has implemented the terms of the Partial Settlement by, among other things: (i) mailing the Notice of Pendency of Stockholder

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 with Defendants Liaw and IVP Entities, dated February 26, 2022 (the “Stipulation”) (Trans. ID 67349508).

Class Action and Proposed Settlement with Defendants Liaw and IVP Entities,² Settlement Hearing, and Right to Appear (the “Notice”) to potential Class Members; (ii) causing the publication of the Summary Notice of Pendency of Stockholder Class Action and Proposed Settlement With Defendants Liaw and IVP Entities, Settlement Hearing, and Right to Appear in *Investor’s Business Daily*; (iii) creating and continuing to maintain a toll-free helpline and a Partial Settlement website to assist Class Members during the course of the administration; and (iv) administering the Partial Settlement in accordance with the terms of the Stipulation.

3. On June 8, 2022, the Court entered the Order and Final Judgment (the “Final Approval Order”) (Trans. ID 67705915), granting final approval of the Partial 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 Lead Plaintiffs’ 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 Partial Settlement and the Court-approved Plan of Allocation.

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 Class Members who held shares of MINDBODY, Inc. (“Mindbody”) common stock at the

² Settling defendants Eric Liaw (“Liaw”) and Institutional Venture Partners XIII, L.P. and Institutional Venture Management XIII LLC (the “IVP Entities” and, together with Liaw, hereinafter the “Settling Defendants”).

Closing of the merger of Mindbody and affiliates of Vista Equity Partners Management, LLC (“Vista”) (the “Merger”) on February 15, 2019 and therefore received or were entitled to receive the Merger Consideration for their shares. In accordance with terms of the Stipulation, the Eligible Class Members do not include any of the Excluded Stockholders.³

5. Consistent with ¶ 23 of the Court-approved Plan of Allocation, Eligible Class Members were not required to file a claim form to receive distribution from the Net Settlement Fund.

6. On March 24, 2022, JND received a copy of the Merger Records identifying all registered holders of Mindbody common stock who held shares of Mindbody common stock, not including Appraisal Shares (“Appraisal Shares”), at the Closing, i.e., February 15, 2019 (“Registered Holders”). The Merger Records contain the names, addresses, and number of shares held by each of the Registered Holders. The Merger Records identified 84 Registered Holders, including Cede & Co. (“Cede”), holding 33,628,219 shares of Mindbody common stock outstanding at the Closing.⁴ Accounting for the Cede position of 29,926,540 shares further discussed in paragraph

³ As the Court is aware, Petitioners have the right to elect to participate in the class recovery. If Petitioners elect to participate in the class recovery, they will be entitled to their *pro rata* share of this Partial Settlement. Accordingly, the portion of this Partial Settlement that Petitioners will be entitled to receive, should they elect to participate in the class recovery, will remain in escrow until they elect whether to participate in the class recovery, at which time that money will either be distributed to Petitioners (should Petitioners elect to participate in the class recovery) or to the remainder of the class (should Petitioners elect not to participate in the class recovery).

⁴ The Merger Records include an entry for Cede with a total of 29,926,540 shares. As Cede is the nominee for the DTCC, all relevant Eligible Shares held by the DTCC are reflected in the Eligible Closing Date Beneficial Holder position discussed in ¶ 7.

7 and the 3,205,250 Excluded Shares described in paragraph 8 below, JND identified 496,429 Eligible Shares of Mindbody common stock held by 73 eligible non-Cede Merger Record Holders at the Closing (the “Eligible Closing Date Record Holders”).

7. Between July 21, 2022 and January 8, 2024, JND also received reports from Cede, as nominee for the Depository Trust & Clearing Company (“DTCC”), showing each DTCC Participant’s holdings of Mindbody common stock at the Closing (ultimately, the “DTCC Allocation Report”). JND consulted with DTCC to confirm the accuracy of the number of shares identified in the Merger Records. The DTCC Allocation Report contains each DTCC Participant’s name, identification number, and the number of shares held by the DTCC Participant. The DTCC Allocation Report, after accounting for the 113,219 suppressed shares, identified 122 DTCC Participants holding a total of 29,813,321 Eligible Shares on behalf of Eligible Closing Date Beneficial Holders (the “Eligible Closing Date Beneficial Holder”).

8. Consistent with the terms of the Settlement, Settling Defendants provided JND with information concerning the stockholdings of the identified Excluded Stockholders. Based on this information, as mentioned above in paragraph 6, JND identified 3,205,250 Excluded Shares held by Excluded Stockholders who are listed on the Registered Holders report. Further, JND worked to successfully obtain suppression letters for Excluded Stockholders whose Mindbody shares were held by a DTCC Participant. JND has delivered the executed suppression letters to the DTCC and will direct the DTCC to suppress payment to each of the Excluded Stockholders on whose behalf the DTCC Participants held Excluded Shares. These efforts resulted

in the confirmation of 113,219 suppressed shares held by the Excluded Stockholders. In addition, Settling Defendants' Counsel or Settling Defendants provided a name, number of shares, and DTCC Participant for a set of shares to be excluded, but for which the Registered Holders report did not, and the DTC participant could not, verify the Excluded Shares. Specifically, after numerous discussions with the DTCC Participant and Settling Defendants' Counsel and/or Settling Defendants, a total of 63,142 shares to be excluded could not be identified. These shares are not reflected in JND's calculations.⁵ Finally, Settling Defendants' Counsel or Settling Defendants provided the share count of shares held by four of the Settled Parties. These 1,098,500 shares are also excluded from JND's calculations. In the aggregate, as detailed above, a total of 4,480,111 shares have been excluded from the Eligible Share count and JND's calculations.

9. On this basis, JND identified 30,309,750 Eligible Shares including: 1) 496,429 shares held by the 73 Eligible Closing Date Record Holders, discussed in paragraph 6, above; and 2) 29,813,321 shares reflected in the DTCC Allocation Report held by Eligible Closing Date Beneficial Holders, discussed in paragraph 7, above. Additionally, Co-Lead Counsel has identified and directed JND to also include: 1) 9,074,929 shares held by Lead Plaintiffs (all of which were Appraisal Shares at closing and some of which continue to be Appraisal Shares); and 2) 4,258,317 Additional Appraisal Shares ("Additional Appraisal Shares") reflected in the

⁵ Amongst the shares that could not be identified are certain shares held by Settling Defendant Liaw. Liaw's counsel has represented that Liaw will promptly return any funds should he inadvertently receive them.

Mindbody's SEC Form 8-K/A, filed on February 21, 2019.⁶ In the aggregate, the total Eligible Shares identified are 43,642,996 when deducting the 4,480,111 excluded shares discussed in paragraph 8, above.⁷

SETTLEMENT ADMINISTRATION FEES AND DISBURSEMENTS

10. JND agreed to be the Settlement Administrator in exchange for payment of its fees and expenses. Lead Plaintiffs' Counsel received regular reports of all the work JND performed with respect to the administration of the Partial Settlement and authorized the administration work performed herein. Attached hereto as Exhibit A are invoices of JND's total fees and expenses for this matter through August 31, 2024, which total \$162,696.34, and JND's estimate of fees and expenses to conduct the initial distribution of the Net Settlement Fund in accordance with the "Distribution Plan" described below is \$60,647.16. To date, JND has received \$72,091.97 for its fees and expenses. Accordingly, there is an outstanding balance of \$151,251.53 payable to JND, which amount includes JND's anticipated fees and expenses for the initial distribution as well as the estimated fee to be paid to DTCC for their part of the distribution.

⁶ At this time, initial Distribution for the Lead Plaintiffs' shares and Additional Appraisal Shares' will be held in Reserve. The Appraisal Share Records will be confirmed prior to the initial distribution of the net Partial Settlement.

⁷ As directed by the Parties for the implementation of the Court-approved Plan of Allocation, JND relied on Merger Records, the DTCC Allocation Report, as well as information provided by Defense Counsel and Mindbody's SEC Form 8-K/A, filed on February 21, 2019. According to these records, there were 48,016,533 Outstanding Shares on January 18, 2019, prior to the merger Closing Date, of which 43,642,996 have been deemed Eligible Shares.

DISTRIBUTION PLAN FOR THE NET SETTLEMENT FUND

11. JND will distribute 100% of the Net Settlement Fund directly or indirectly to Eligible Class Members (other than the amount held by Petitioners should they elect to participate in the class), after deducting all payments previously allowed and the payments approved by the Court on this motion, and after deducting payment of any estimated taxes, the costs of preparing appropriate tax returns, administrative contingencies, and any escrow fees (the “Distribution”), as follows:

a. Consistent with ¶ 28 of the Court-approved Plan of Allocation, each Eligible Class Member will be allocated a *pro rata* payment from the Net Settlement Fund equal to the product of (i) the number of Eligible Shares held by the Eligible Class Member and (ii) the “Per-Share Recovery” for the Settlement, which will be determined by dividing the total amount of the Net Settlement Fund by the total number of Eligible Shares. Based upon the total number of identified Eligible Shares and the estimated Net Settlement Fund available for distribution, the estimated Per-Share Recovery is \$0.42 per share.

b. Consistent with ¶ 29 of the Plan of Allocation, payments from the Net Settlement Fund to Eligible Class Members will be made in the same manner in which Eligible Class Members received the Merger Consideration. Accordingly, if an Eligible Class Member’s shares of Mindbody common stock were held in “street name” and the Merger Consideration was deposited into that Eligible Class Member’s brokerage account, that Eligible Class Member’s

broker will be responsible for depositing that Eligible Class Member's Settlement payment into that same brokerage account.

c. Consistent with ¶ 30(i) of the Plan of Allocation, with respect to Mindbody common stock held of record at the Closing by DTCC, through its nominee Cede, JND will cause that portion of the Net Settlement Fund to be allocated to Eligible Class Members who held their shares through DTCC Participants to be paid to DTCC. DTCC will then be directed to distribute that portion of the Net Settlement Fund among the DTCC Participants by paying each the Per-Share Recovery times its respective Closing Security Position,⁸ using the same mechanism that DTCC used to distribute the Merger Consideration and subject to payment suppression instructions with respect to Excluded Shares and any other shares ineligible for recovery from the Settlement. The DTCC Participants and their respective customers, including any intermediaries, will then ensure *pro rata* payment to each Eligible Class Member based on the number of Eligible Shares beneficially owned by such Eligible Class Member.

d. Consistent with ¶ 30(ii) of the Plan of Allocation, with respect to Mindbody common stock held of record as of the Closing other than by Cede, as nominee for DTCC (a "Closing Non-Cede Record Position"), JND will make payment from the Net Settlement Fund directly to the record owner of each

⁸ For each DTCC Participant, the "Closing Security Position" is the number of shares of Mindbody common stock reflected on the DTCC Allocation Report used by DTCC to distribute the Merger Consideration. See Notice at footnote 5.

such Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number of Eligible Shares comprising such Closing Non-Cede Record Position.

e. For the avoidance of doubt, to the extent that any record owner, any DTCC Participants, or their respective customers, including any intermediaries, took or permitted actions that had the effect of increasing the number of shares of Mindbody common stock 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, DTCC 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 DTCC, any DTCC Participant, or DTCC Participants’ customers are entitled to receive such funds from any such short-seller is not before this Court.

f. Consistent with ¶ 30(iii) of the Plan of Allocation, for the avoidance of doubt, any person who purchased shares of Mindbody common stock on or before the Closing on February 15, 2019 but had not settled those shares at the Merger’s Closing (“Non-Settled Shares”) shall be treated as an Eligible Class Member (and their shares treated as Eligible Shares) with

respect to those Non-Settled Shares, and a person who sold those Non-Settled Shares on or before the Closing on February 15, 2019 shall not be treated as an Eligible Class Member with respect to those Non-Settled Shares.

g. Consistent with ¶ 30(iv) of the 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 DTCC Participants or the holder of a Closing Non-Cede Record Position shall follow their respective policies with respect to further attempted distribution or escheatment.

h. Following the distribution of the Net Settlement Fund to DTCC Participants, inquiries by Eligible Class Members regarding payment of the Net Settlement Fund should be made directly to DTCC 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]."

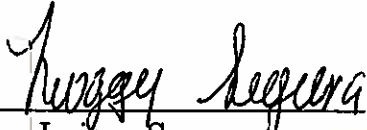
j. All undeliverable or uncashed payments returned to JND by DTCC Participants or the holder of a Closing Non-Cede Record Position will be available for further distribution provided that such distribution is

economically feasible. At such time as Co-Lead Counsel, in consultation with JND, 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 (the "CCJ").

k. 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.

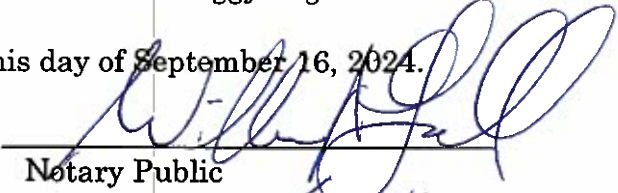
I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct.

Executed this day of September 16, 2024.



Luiggy Segura

Sworn to and subscribed before me this day of September 16, 2024.



Notary Public
State of New York, Suffolk County

My Commission Expires: SEPTEMBER 2, 2025

Personally Known or Produced Identification.

Type of Identification Produced: PERSONALLY KNOWN

WILLIAMA O'LOUGHLIN
Notary Public, State of New York
No. 01OL5084336
Qualified in Suffolk County
Commission Expires SEPTEMBER 2, 2025

EXHIBIT A
INVOICES



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
1100 2nd Ave., Suite #300
Seattle, WA 98101
206.788.8750
accounting@classactionadmin.com
www.jndla.com

PAID
09/29/2022

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
5/26/2022	144152

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (Inception - April 30, 2022)		
	FEES:		
20,000	Notice Packet Printing	0.53	10,600.00
12	Call Center	120.00	1,440.00
137.59	IVR Minutes	0.32	44.03
2	Toll-Free Number Monthly Maintenance	50.00	100.00
11	Email Communications	125.00	1,375.00
26.25	Case Website	175.00	4,593.75
2	Monthly Website Maintenance	200.00	400.00
3.5	Coordinate Mailing Broker/Nominee Reminder Postcards	95.00	332.50
2.5	Database Management	165.00	412.50
12.5	Draft/Format/Quality Review notices and Other Documents	150.00	1,875.00
19	Process Broker Shareholder Lists	125.00	2,375.00
0.5	Process Transfer Agent Shareholder List	95.00	47.50
41.75	Project Management	185.00	7,723.75
2.5	Auditing	200.00	500.00
7.25	Publish Notice	245.00	1,776.25
5.75	Track Undeliverables / Process Forwards	105.00	603.75
	EXPENSES:		
	Investor's Business Daily	4,400.00	4,400.00
3,028	Electronic Storage	0.006	18.17
	Broker Reimbursement	1,085.10	1,085.10
2	PO Box	150.00	300.00
	Domain Registration	627.65	627.65

Invoice Total



CLASS ACTION
ADMINISTRATION

Class Action Administration LLC
1100 2nd Ave., Suite #300
Seattle, WA 98101
206.788.8750
accounting@classactionadmin.com
www.jndla.com

PAID
09/29/2022

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
5/26/2022	144152

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Postage	4,799.67	4,799.67
		Invoice Total	\$45,429.62



CLASS ACTION
ADMINISTRATION

Class Action Administration LLC
1100 2nd Ave., Suite 300
Seattle, WA 98101
206.788.8750
accounting@classactionadmin.com
www.jndla.com

PAID
09/29/2022

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
6/30/2022	144371

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (May 1 - 31, 2022)		
	FEES:		
1.25	Call Center	60.00	75.00
233.46	IVR Minutes	0.32	74.71
1	Toll-Free Number Monthly Maintenance	50.00	50.00
8.75	Email Communications	120.00	1,050.00
1	Monthly Website Maintenance	200.00	200.00
1	Draft/Format/Quality Review notices and Other Documents	120.00	120.00
16	Project Management	185.00	2,960.00
7.25	Track Undeliverables / Process Forwards	115.00	833.75
2.25	Data Team Support	130.00	292.50
10.25	Mailroom	90.00	922.50
1	Research Undeliverables / Remail	150.00	150.00
29	Working with Brokers	105.00	3,045.00
	EXPENSES:		
5,840	Electronic Storage	0.006	35.04
	Broker Reimbursement	5,634.97	5,634.97
1	PO Box	150.00	150.00
	Supplies	115.58	115.58
	Postage	3,121.61	3,121.61
	Copy Charges	333.20	333.20
	Address Research	3.68	3.68
	FedEx	495.00	495.00

Invoice Total \$19,662.54

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
1100 2nd Ave., Suite 300
Seattle, WA 98101
206.788.8750
accounting@classactionadmin.com
www.jndla.com

PAID
09/29/2022

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
7/29/2022	144782

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (June 1 - 30, 2022)		
	FEES:		
2	Call Center	65.00	130.00
150.93	IVR Minutes	0.32	48.30
1	Toll-Free Number Monthly Maintenance	50.00	50.00
9	Email Communications	120.00	1,080.00
1	Monthly Website Maintenance	200.00	200.00
1	Quality Assurance	200.00	200.00
4.5	Project Management	150.00	675.00
0.5	Track Undeliverables / Process Forwards	85.00	42.50
2.5	Mailroom	70.00	175.00
	EXPENSES:		
5,946	Electronic Storage	0.006	35.68
	Broker Reimbursement	540.99	540.99
1	PO Box	150.00	150.00
	Supplies	1.46	1.46

Invoice Total	\$3,328.93
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Total Balance Due



CLASS ACTION
ADMINISTRATION

Class Action Administration LLC
1100 2nd Ave., Suite 300
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206.788.8750
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PAID
09/29/2022

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
8/31/2022	144957

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (July 1 - 31, 2022)		
	FEES:		
2	Call Center	95.00	190.00
82.44	IVR Minutes	0.32	26.38
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
17.25	Project Management	175.00	3,018.75
	EXPENSES:		
5,958	Electronic Storage	0.006	35.75
1	PO Box	150.00	150.00

	Invoice Total \$3,670.88
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
9/29/2022	145201

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

Date	HOURS	DESCRIPTION	RATE	AMOUNT
		Billing Period (August 1 - 31, 2022)		
		FEES:		
	2	Call Center	135.00	270.00
	17.94	IVR Minutes	0.32	5.74
	1	Toll-Free Number Monthly Maintenance	50.00	50.00
	1	Monthly Website Maintenance	200.00	200.00
	29	Project Management	170.00	4,930.00
		EXPENSES:		
	5,343	Electronic Storage	0.006	32.06
	1	PO Box	165.00	165.00

Invoice Total \$5,652.80



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
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 206.788.8750
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
11/7/2022	145460

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (September 1 - 30, 2022)		
	FEES:		
1.25	Call Center	85.00	106.25
78.07	IVR Minutes	0.32	24.98
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
2	Email Communications	115.00	230.00
13.5	Project Management	180.00	2,430.00
	EXPENSES:		
5,761	Electronic Storage	0.006	34.57
1	PO Box	165.00	165.00

	Invoice Total \$3,240.80
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
12/13/2022	145133

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (October 1 - 31, 2022)		
	FEES:		
3.5	Call Center	70.00	245.00
28.53	IVR Minutes	0.32	9.13
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
17.25	Project Management	180.00	3,105.00
	EXPENSES:		
5,973	Electronic Storage	0.006	35.84
1	PO Box	165.00	165.00

Invoice Total	\$3,809.97
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
1/30/2023	148237

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (November 1 - December 31, 2022)		
	FEES:		
1.75	Call Center	65.00	113.75
133.12	IVR Minutes	0.32	42.60
2	Toll-Free Number Monthly Maintenance	50.00	100.00
2	Monthly Website Maintenance	200.00	400.00
23.25	Project Management	160.00	3,720.00
2	Quality Assurance	210.00	420.00
3.5	Email Communications	100.00	350.00
	EXPENSES:		
11,956	Electronic Storage	0.006	71.74
2	PO Box	165.00	330.00

Invoice Total	\$5,548.09
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
1100 2nd Ave., Suite 300
Seattle, WA 98101
206.788.8750
accounting@classactionadmin.com
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
2/21/2023	148448

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (January 1 - 31, 2023)		
	FEES:		
1	Call Center	65.00	65.00
51.01	IVR Minutes	0.32	16.32
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
6.75	Project Management	160.00	1,080.00
3.5	Email Communications	100.00	350.00
	EXPENSES:		
5,979	Electronic Storage	0.006	35.87
1	PO Box	165.00	165.00

	Invoice Total \$1,962.19
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
3/21/2023	148622

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (February 1 - 28, 2023)		
	FEES:		
1	Call Center	65.00	65.00
36.58	IVR Minutes	0.32	11.71
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
2.75	Project Management	160.00	440.00
	EXPENSES:		
5,979	Electronic Storage	0.006	35.87
1	PO Box	165.00	165.00

	Invoice Total	\$967.58
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
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 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
4/27/2023	149032

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (March 1 - 31, 2023)		
	FEES:		
30.92	IVR Minutes	0.32	9.89
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
10	Project Management	150.00	1,500.00
	EXPENSES:		
5,980	Electronic Storage	0.006	35.88
1	PO Box	165.00	165.00

Invoice Total	\$1,960.77
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
5/30/2023	149213

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (April 1 - 30, 2023)		
	FEES:		
48.59	IVR Minutes	0.32	15.55
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
7.25	Project Management	150.00	1,087.50
2.25	Call Center	65.00	146.25
	EXPENSES:		
5,984	Electronic Storage	0.006	35.90
1	PO Box	165.00	165.00

Invoice Total	\$1,700.20
----------------------	------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
6/27/2023	149464

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (May 1 - 31, 2023)		
	FEES:		
23.43	IVR Minutes	0.32	7.50
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
3.25	Project Management	150.00	487.50
2.5	Call Center	65.00	162.50
	EXPENSES:		
5,988	Electronic Storage	0.006	35.93
1	PO Box	165.00	165.00

	Invoice Total \$1,108.43
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
7/31/2023	149706

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (June 1 - 30, 2023)		
	FEES:		
25.93	IVR Minutes	0.32	8.30
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
6.25	Project Management	150.00	937.50
3.25	Call Center	65.00	211.25
	EXPENSES:		
5,992	Electronic Storage	0.006	35.95
1	PO Box	165.00	165.00

Invoice Total	\$1,608.00
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

DATE	INVOICE #
8/22/2023	149846

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (July 1 - 31, 2023)		
	FEES:		
45.65	IVR Minutes	0.32	14.61
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
5.25	Project Management	150.00	787.50
1.5	Call Center	65.00	97.50
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	165.00	165.00

	Invoice Total \$1,350.57
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
9/15/2023	170034

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (August 1 - 31, 2023)		
	FEES:		
32.51	IVR Minutes	0.32	10.40
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
4.75	Project Management	150.00	712.50
2	Call Center	65.00	130.00
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	165.00	165.00

Invoice Total	\$1,303.86
----------------------	------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
10/23/2023	170314

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (September 1 - 30, 2023)		
	FEES:		
44.19	IVR Minutes	0.32	14.14
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
7	Project Management	150.00	1,050.00
1	Call Center	65.00	65.00
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	165.00	165.00

Invoice Total	\$1,580.10
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
11/30/2023	170575

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (October 1 - 31, 2023)		
	FEES:		
5.03	IVR Minutes	0.32	1.61
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
10.75	Project Management	150.00	1,612.50
1	Call Center	65.00	65.00
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	175.00	175.00

	Invoice Total \$2,140.07
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
12/26/2023	170695

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (November 1 - 30, 2023)		
	FEES:		
110.22	IVR Minutes	0.32	35.27
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
11.25	Project Management	150.00	1,687.50
1	Call Center	65.00	65.00
1.25	Email Communications	100.00	125.00
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	175.00	175.00

	Invoice Total \$2,373.73
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
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 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
1/25/2024	170872

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (December 1 - 31, 2023)		
	FEES:		
0.29	IVR Minutes	0.32	0.09
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
14.75	Project Management	150.00	2,212.50
1	Email Communications	100.00	100.00
5.5	Quality Assurance	210.00	1,155.00
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	175.00	175.00

	Invoice Total \$3,928.55
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
2/26/2024	171087

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (January 1 - 31, 2024)		
	FEES:		
12.45	IVR Minutes	0.32	3.98
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
20.75	Project Management	150.00	3,112.50
5.75	Quality Assurance	210.00	1,207.50
1.5	Call Center	65.00	97.50
	EXPENSES:		
5,994	Electronic Storage	0.006	35.96
1	PO Box	175.00	175.00

	Invoice Total \$4,882.44
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
1100 2nd Ave., Suite 300
Seattle, WA 98101
206.788.8750
accounting@classactionadmin.com
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
3/13/2024	171205

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (February 1 - 29, 2024)		
	FEES:		
14.27	IVR Minutes	0.32	4.57
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
38	Project Management	150.00	5,700.00
14.25	Email Communications	100.00	1,425.00
1.5	Quality Assurance	210.00	315.00
1	Call Center	65.00	65.00
	EXPENSES:		
6,116	Electronic Storage	0.006	36.70
1	PO Box	175.00	175.00
	DTCC Processing Fee	12,150.00	12,150.00

			Invoice Total \$20,121.27
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Total Balance Due			
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**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

DATE	INVOICE #
4/12/2024	171397

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (March 1 - 31, 2024)		
	FEES:		
85.44	IVR Minutes	0.32	27.34
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
22	Project Management	150.00	3,300.00
9	Email Communications	100.00	900.00
12.25	Quality Assurance	210.00	2,572.50
3.25	Call Center	65.00	211.25
	EXPENSES:		
6,117	Electronic Storage	0.006	36.70
1	PO Box	175.00	175.00

	Invoice Total \$7,472.79
--	---------------------------------

Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
5/28/2024	171727

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (April 1 - 30, 2024)		
	FEES:		
28.92	IVR Minutes	0.32	9.25
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
10.25	Project Management	150.00	1,537.50
2	Email Communications	100.00	200.00
3	Quality Assurance	210.00	630.00
1.5	Call Center	65.00	97.50
	EXPENSES:		
6,117	Electronic Storage	0.006	36.70
1	PO Box	175.00	175.00
	Copy Charges	3.00	3.00

			Invoice Total \$2,938.95
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Total Balance Due			
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**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1100 2nd Ave., Suite 300
 Seattle, WA 98101
 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
6/10/2024	171813

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (May 1 - 31, 2024)		
	FEES:		
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
6.75	Project Management	150.00	1,012.50
1	Call Center	65.00	65.00
	EXPENSES:		
6,117	Electronic Storage	0.006	36.70
1	PO Box	175.00	175.00

Invoice Total	\$1,539.20
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Total Balance Due



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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
7/15/2024	172025

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (June 1 - 30, 2024)		
	FEES:		
33.93	IVR Minutes	0.32	10.86
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
1.25	Email Communications	100.00	125.00
10.75	Project Management	150.00	1,612.50
3.5	Quality Assurance	210.00	735.00
	EXPENSES:		
6,118	Electronic Storage	0.006	36.71
1	PO Box	175.00	175.00

Invoice Total	\$2,945.07
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Total Balance Due



**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
1201 2nd Ave., Suite 3400
Seattle, WA 98101
800.207.7160
accounting@classactionadmin.com
www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
8/28/2024	172394

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (July 1 - 31, 2024)		
	FEES:		
17.54	IVR Minutes	0.32	5.61
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
2	Call Center Services	65.00	130.00
1.5	Email Communications	100.00	150.00
26.5	Project Management	150.00	3,975.00
13.5	Quality Assurance	210.00	2,835.00
	EXPENSES:		
6,118	Electronic Storage	0.006	36.71
1	PO Box	175.00	175.00

			Invoice Total \$7,557.32
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Total Balance Due			
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**CLASS ACTION
ADMINISTRATION**

Class Action Administration LLC
 1201 2nd Ave., Suite 3400
 Seattle, WA 98101
 800.207.7160
 accounting@classactionadmin.com
 www.jndla.com

Invoice

DATE	INVOICE #
9/12/2024	172513

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Billing Period (August 1 - 31, 2024)		
	FEES:		
30.98	IVR Minutes	0.32	9.91
1	Toll-Free Number Monthly Maintenance	50.00	50.00
1	Monthly Website Maintenance	200.00	200.00
1.5	Call Center Services	65.00	97.50
1	Email Communications	100.00	100.00
9	Project Management	150.00	1,350.00
4.25	Quality Assurance	210.00	892.50
	EXPENSES:		
6,118	Electronic Storage	0.006	36.71
1	PO Box	175.00	175.00

			Invoice Total \$2,911.62
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**CLASS ACTION
ADMINISTRATION**

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 206.788.8750
 accounting@classactionadmin.com
 www.jndla.com

Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
6/24/2024	171870

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	Distribution Estimate (Assumes 9 Months)		
	FEES:		
100	Check Printing, including reissues	0.21	21.00
10	Wire Process	150.00	1,500.00
5	Senior Project Manager (includes declarant)	425.00	2,125.00
20	Project Director	150.00	3,000.00
10	Quality Assurance Manager	170.00	1,700.00
50	Project Manager Working with Financial Institutions and Brokers	125.00	6,250.00
50	Project Coordinator	95.00	4,750.00
25	Senior Manager	170.00	4,250.00
5	Uncashed Check Outreach	95.00	475.00
5	Data Entry Clerical Staff	85.00	425.00
20	Account Management and Reconciliation	150.00	3,000.00
1,500	IVR Minutes	0.32	480.00
20	Contact Center Services	65.00	1,300.00
20	Class Member Communication	95.00	1,900.00
9	IVR Maintenance Fee	50.00	450.00
9	Website Monthly Maintenance Fee	200.00	1,800.00
1	OFAC Search	5,000.00	5,000.00
	EXPENSES:		
100	Check Postage, including reissues	0.66	66.00
55,026	Electronic Storage (6,112 records/images stored for 9 months)	0.006	330.16
Invoice Total			
Total Balance Due			



CLASS ACTION
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Invoice

BILL TO
Bernstein Litowitz Berger & Grossmann LLP c/o Catherine van Kampen 1251 Avenue of the Americas New York, NY 10020

DATE	INVOICE #
6/24/2024	171870

PROJECT	TERMS
MBD - Mindbody Stockholder Litigation	Settlement Fund

HOURS / QTY	DESCRIPTION	RATE	AMOUNT
	DTCC Processing Fees	20,000.00	20,000.00
	Supplies	150.00	150.00
	FedEx	75.00	75.00
100	Copy Charges	0.25	25.00
9	PO Box	175.00	1,575.00

Invoice Total	\$60,647.16
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Total Balance Due
