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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

**MARCIA G. FLEMING, CASEY
FREEMAN, DAVID GUYON,
ANTHONY LOSCALZO, PATRICK
ROSEBERRY,
and JULIO SAMANIEGO individually,
on behalf of the Rollins, Inc. 401(k)
Savings Plan and on behalf of all
similarly situated participants and
beneficiaries of the Plan,**

Plaintiff,

vs.

ROLLINS, INC.; THE
ADMINISTRATIVE COMMITTEE OF
THE ROLLINS, INC. 401(k) SAVINGS
PLAN; BOTH INDIVIDUALLY AND AS
THE DE FACTO INVESTMENT
COMMITTEE OF THE ROLLINS, INC.
401(K) SAVINGS PLAN; EMPOWER
RETIREMENT, LLC F/K/A
PRUDENTIAL INSURANCE AND
ANNUITY COMPANY; PRUDENTIAL
BANK & TRUST, FBS, AS DIRECTED
TRUSTEE OF THE ROLLINS, INC.
401(K) PLAN TRUST; ALLIANT
INSURANCE SERVICES, INC.;
ALLIANT RETIREMENT SERVICES,
LLC; LPL FINANCIAL LLC; PAUL E.
NORTHERN, JOHN WILSON, JERRY
GAHLHOFF, JAMES BENTON and A.
KEITH PAYNE in their capacities as
members of the Administrative Committee;
and John and Jane Does 1-10,,

Defendant.

Civil Action File No. 1:21-cv-05343-ELR

CLASS ACTION

**DECLARATION OF SETTLEMENT
ADMINISTRATOR RE: NOTICE
PROCEDURES**

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I, Alex Thomas, declare and state as follows:

1. I am a Senior Project Manager with KCC Class Action Services, LLC (“KCC”), located at Louisville, Kentucky. Pursuant to the Preliminary Approval Order dated December 01, 2023, the Court appointed KCC as the Settlement Administrator in connection with the proposed Settlement of the above-captioned Action.¹ I have personal knowledge of the matters stated herein and, if called upon, could and would testify thereto.

CLASS LIST

2. On or about December 1, 2023, counsel for the Rollins Defendants caused three excel files of persons identified as the Class List to be transferred to KCC. The Class List included names, addresses, Social Security Numbers (“SSNs”), e-mail addresses, account numbers, account status, and account balance details. KCC formatted the list for mailing purposes, removed duplicate records, and processed the names and addresses through the National Change of Address Database (“NCOA”) to update any addresses on file with the United States Postal Service (“USPS”). KCC updated its proprietary database with the Class List.

MAILING OF THE NOTICE PACKET

3. On January 16, 2024, KCC caused the Notice (collectively, the “Notice Packet”) to be printed and mailed to the 41,544 names and mailing addresses in the Class List. A true and correct copy of the Notice Packet is attached hereto as Exhibit A.

4. Since mailing the Notice Packets to the Class Members, KCC has received 52 Notice Packets returned by the USPS with undeliverable addresses. Through credit bureau and/or other public source databases, KCC performed address searches for these undeliverable Notice Packets, and was able to find updated addresses for 30 Class Members. KCC promptly re-mailed Notice Packets to the found new addresses.

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Settlement Agreement, dated November 17, 2023 (the “Stipulation”) and/or the Preliminary Approval Order.

1 **SETTLEMENT WEBSITE**

2 5. On or about January 16, 2024, KCC established a website
3 www.rollins401ksettlement.com dedicated to this matter to provide information to the Class
4 Members and to answer frequently asked questions. The website URL was set forth in the Notice.
5 Visitors to the website can download copies of the Notice, and other case-related documents.
6 Visitors can also submit rollover forms online. As of the date of this declaration 773 election forms
7 have been submitted online. As of February 14, 2024, the website has received 2,884 visits.
8

9 **TELEPHONE HOTLINE**

10 6. KCC established and continues to maintain a toll-free telephone number
11 (866) 723-8270 for potential Class Members to call and obtain information about the Settlement,
12 and seek assistance from a live operator during regular business hours. The telephone hotline
13 became operational on January 16, 2024, and is accessible 24 hours a day, 7 days a week. As of
14 February 13, 2024, KCC has received a total of 174 calls to the telephone hotline.
15

16 **OBJECTIONS TO THE SETTLEMENT**

17 7. The deadline for Class Members to object to the settlement is March 13, 2024. As
18 of the date of this declaration, KCC has received 0 objections to the settlement.
19

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

22 Executed on February 15, 2024.


23 
24 _____
25 ALEX THOMAS

EXHIBIT A

RLE

«|||arcode»

Postal Service: Please do not mark barcode

Claim#: RLE-«Claim8»-«CkDig»

«FirstNAME» «LastNAME»

«Addr1» «Addr2»

«City», «State»«FProv» «Zip»«FZip»

«FCountry»



Claim ID: <<Claim8>>

PIN code: <<PIN>>

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

A federal court has authorized this Notice. This is not a solicitation from a lawyer.

PLEASE READ THIS NOTICE CAREFULLY AS IT MAY AFFECT YOUR RIGHTS

You are receiving this notice (the “Notice”) because the records of the Rollins, Inc. 401(k) Savings Plan (the “Plan”) indicate that you have been a participant in the Plan between December 30, 2015 and September 30, 2023. As such, your rights may be affected by a proposed Settlement of the class action litigation in the U.S. Federal Court for the Northern District of Georgia titled *Fleming, et al. v. Rollins, Inc., et al.*, Case No. 21-cv-05343-ELR (the “Action”).

This Notice summarizes the proposed Settlement. Capitalized terms not defined in this Notice are defined in the Settlement Agreement. The complete terms and conditions of the Settlement are described in the Settlement Agreement, which is available at www.rollins401ksettlement.com, by contacting Class Counsel, Mark G. Boyko at mboyko@baileyglasser.com, by accessing the Court docket in this case, for a fee, through the Court’s Public Access to Court Electronic Records (PACER) system at <https://ecf.gand.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Northern District of Georgia, during public service hours, provided the office is not closed to the public.

DO NOT TELEPHONE THE COURT OR THE COURT CLERK’S OFFICE TO INQUIRE ABOUT THIS SETTLEMENT.

What this Litigation is About

This class action litigation is brought on behalf of participants in the Plan. Marcia G. Fleming, Casey Freeman, David Guyon, Anthony Loscalzo, Patrick Roseberry, and Julio Samniago are the Named Plaintiffs and the representatives on behalf of all members of the Class in the litigation. The lawsuit was originally filed on December 30, 2021. The Class is generally defined as Participants in the Rollins, Inc. 401(k) Savings Plan (including its predecessors, the Western Plan and the Waltham Plan) during the period from December 30, 2015, through September 30, 2023.

Plaintiffs sued Rollins, Inc. (“Rollins”), the Administrative Committee of the Rollins, Inc. 401(k) Savings Plan (the “Committee”), Empower Retirement, LLC, Prudential Bank & Trust, FBS, Alliant Insurance Services, Inc., Alliant Retirement Services, LLC, and members of the Administrative Committee, including Paul E. Northen, John Wilson, Jerry Gahlhoff, James Benton, and A. Keith Payne. The complaint alleges that Defendants selected imprudent investment products for the Rollins 401(k) plan and allowed investment and administrative costs higher than reasonable levels. Based on these allegations, Plaintiffs claim that Defendants engaged in breaches of fiduciary duties to the Plan and that certain transactions were prohibited under the Employee Retirement Income Security Act of 1974 (“ERISA”).

Defendants deny all allegations of wrongdoing, fault, liability or damage to the Plaintiffs and the Class and deny that they engaged in any wrongdoing or violation of law or breach of fiduciary duties. Among other things, Defendants contend that the Plan fiduciaries employed a prudent, robust and thorough process for selecting, monitoring, and removing Plan investment options and for monitoring fees.

The Terms of the Settlement

To avoid the time and expense of further litigation, Plaintiffs and Rollins have agreed to resolve the litigation. The Settlement is the product of extensive negotiations between the Plaintiffs and Rollins, who were assisted in their negotiations by a neutral private mediator. Plaintiffs and Rollins have taken into account the uncertainty and risks of litigation and have concluded that it is desirable to resolve the litigation. The Settlement between Plaintiffs and Rollins is on the terms and conditions set forth in the Settlement Agreement. If the Settlement is approved by the Court, the Class will obtain the benefits of the Settlement without the further delay and uncertainty of additional litigation. The Settlement resolves all issues regarding the Plan's selection and monitoring of plan investments and administrators and their fees from December 30, 2015 through September 30, 2023. The Named Plaintiffs have dismissed the other Defendants to the litigation.

The terms of the Settlement are set forth in the Stipulation and Agreement of Settlement dated November 17, 2023 (the "Settlement Agreement"), which is available on the Settlement Website at www.rollins401ksettlement.com. Those terms are summarized below. This Notice is a summary, and in the event of any inconsistency, the Settlement Agreement, and any order of the Court, controls. Nothing in the Settlement Agreement is an admission or concession on Rollins' part of any fault or liability, nor is it an admission or concession on Plaintiffs' part that their claims lacked merit.

Who Is Covered by the Settlement?

Plaintiffs will request that the Court certify a Class, and the Settlement will apply to, and be binding on, that Class. The Class is defined as:

all Participants in and Beneficiaries of the Rollins Plan (including, prior to November 1, 2022, the Western Plan and Waltham Plan) at any time from December 30, 2015 through September 30, 2023. Excluded from the Settlement Class are those individuals, including the individual defendants, who served as voting members of the Plans' administrative and/or investment committee during the Class Period.

Plan records indicate that you may be a member of the Class because you are a current or former participant in the Plan during the Class Period.

Relief Provided to the Class by the Settlement.

Under the proposed Settlement, Rollins will arrange for \$3,925,000 to be paid into a Settlement Fund. After payment of Settlement Administration Costs (such as the cost of distributing this Notice), Class Counsel's attorneys' fees and costs, and other expenses, the remaining Net Settlement Amount will be paid to the Class.

The Net Settlement Amount will be distributed to eligible Class Members pursuant to a Plan of Allocation to be approved by the Court. Individual payments under the Settlement for each Class Member will be determined in accordance with that Plan of Allocation, and cannot be quantified with certainty for any individual Class Member at this time. That is in part because the exact Net Settlement Amount and number of Class Members are not known at this time, although a preliminary review of Plan records suggests that approximately 41,546 individuals will be included in the Class. The proposed Plan of Allocation, and other case and settlement documents, are available at www.rollins401ksettlement.com.

On a summary level, the Plan of Allocation will work as follows: The Settlement Administrator will determine the Net Settlement Amount to be allocated to Class Members. The Settlement Administrator will then calculate the portion of the Net Settlement Amount to be allocated to each Class Member, based on that Class Member's quarter-ending account balances in the Plan throughout the Class Period. Thus, a Class Member's allocation will depend on the amount he or she had invested in the Plan during the Class Period, and for what amount of time. To ensure that no Class Member receives less than \$10, any Class Member entitled to receive less than \$10 will be allocated \$10, and the remaining allocations will be adjusted proportionally. Any additional money remaining in the Settlement Fund after allocation to Class Members will be used by the Plan to pay Plan expenses that would otherwise have been paid by Plan participants.

Settlement benefits will be distributed as follows: Current Plan participants with a balance in the Plan on the Distribution Date will receive their distributions through an electronic transfer directly into their Plan accounts, which will be invested in accordance with the Participant's instructions for new contributions or, absent instruction, in the Plan's applicable default investment. Class Members who no longer maintain a balance in their Plan account as of the Distribution Date will receive a check automatically mailed to them at the address provided in the Settlement Administrator's records (generally, the address where this Notice has been mailed); provided, however, that any Class Member who no longer maintains a balance in their Plan account and who is entitled to a settlement distribution of more than \$5,000 will have to execute and return a written consent form to receive their settlement check. Unless the administrator separately notifies you that you are required to execute and return a written consent, you do not need to do anything. The administrator will not notify people prior to the Court finally approving the Settlement.

Actual allocation amounts will depend on the final Net Settlement Amount, the final number of Class Members, and the individual Class Member's aggregate quarterly Plan investment balances and number of quarters in the Plan during the Class Period. It is possible that some Class Members may receive the minimum recovery of \$10.

All inquiries related to distributions should be addressed solely to the Settlement Administrator at the address listed below. In addition, if you are no longer a Plan Participant, you can contact the Administrator to request a roll-over of your distribution into a Qualified Retirement Account via email at info@rollins401ksettlement.com. If you are still a Plan Participant, your distribution will be made into your Plan account automatically and you do not need to request a roll-over.

The Settlement Administrator can also be reached by mail at:

Fleming v. Rollins Settlement Administrator
P.O. Box 301130
Los Angeles, CA 90030-1130

Summary of the Claims Released by the Class. In exchange for the Settlement Amount and other terms of the Settlement, if the Settlement is approved, all members of the Class will release the "Released Claims," which are defined in the Settlement Agreement as any and all actual or potential claims (including any Unknown Claims), actions, causes of action, demands, obligations, or liabilities (including claims for attorneys' fees, expenses, or costs), whether arising under federal, state, or local law, whether by statute, contract, tort or equity or otherwise, whether brought in an individual or representative capacity, whether known or unknown, suspected or unsuspected, for monetary, injunctive, and any other relief against the Defendant Released Parties through the date the Court enters the Final Approval Order and Judgment: (a) that were asserted in any of the Actions or that could have been asserted in any of the Actions and arise out of the conduct alleged in the Complaint; (b) that arise out of, relate to, are based on, or have any connection with: (1) the selection, retention, performance, and monitoring of the Plans' actual or potential investment options during the Class Period; (2) the performance, costs, fees, and other characteristics of the Plans' investment options during the Class Period, including any revenue sharing paid by any such investment options or used to pay service provider fees; (3) the Plans' fees and expenses during the Class Period, including without limitation its recordkeeping and other service provider fees; (4) the selection, retention, competence, performance, and monitoring of the Plans'

service providers during the Class Period; (5) the selection, retention, performance, and monitoring of the Plans' asset allocation service during the Class Period; (6) the Plans' disclosures or disclosure obligations during the Class Period; or (7) the nomination, appointment, retention, monitoring, and removal of the Plans' fiduciaries during the Class Period; (c) that would be barred by *res judicata* based on entry of the Final Approval Order and Judgment; (d) that relate to the direction to calculate, the calculation of, and/or the method or manner of allocation of the Net Settlement Amount pursuant to the Plan of Allocation; **or** (e) that relate to the approval by the Independent Fiduciary of the Settlement Agreement, unless brought against the Independent Fiduciary alone.

Class Members will not have the right to bring any Released Claims against the Defendant Released Parties, which is defined in Paragraph 2.42.1 of the Settlement Agreement to mean: (i) the Rollins Defendants (and, where applicable, their past, present and future affiliates, subsidiaries, predecessors, successors, successors-in-interest, assigns, insurers, co-insurers, reinsurers, directors, officers, benefit plan administrative and investment committee members, managers, employees, agents, independent contractors, subcontractors, representatives, attorneys, consultants, accountants, auditors, advisors, personal representatives, spouses, heirs, executors, associates and immediate family members); (ii) Alliant Insurance Services, Inc. and Alliant Retirement Services, LLC and their respective affiliates, subsidiaries, predecessors, successors, successors-in-interest, assigns, insurers, co-insurers, reinsurers, directors, officers, managers, agents, independent contractors, subcontractors, representatives, attorneys, consultants, accountants, auditors and advisors; and (iii) all persons acting under, by, through or in concert with any of the foregoing.

The entire release is set forth in the Settlement Agreement, which can be viewed online at www.rollins401ksettlement.com, or requested from the Settlement Administrator or Class Counsel.

The Settlement Approval Process

The Court has granted preliminary approval of the proposed Settlement and approved this Notice. The Settlement will not take effect, and there will be no benefits distributed under the Settlement, however, if the Court does not enter a Final Approval Order and Judgment or the Settlement otherwise does not become effective. The Court will hold a Final Approval Hearing on April 3, 2024. The Court and the Parties anticipate the hearing will be conducted in Courtroom 1708 at the United States District Court for the Northern District of Georgia, but the Court may, in order filed on the public record, change the format, time or place of the hearing. Class Counsel will attend the hearing to answer any questions the Court may have. You are not required to attend the Final Approval Hearing.

The date, modality and location of the Final Approval Hearing are subject to change by order of the Court without further notice to the Class. If you would like to attend the Final Approval Hearing, you should check the Settlement Website, www.rollins401ksettlement.com, or the Court's online docket to confirm that the date, modality or location has not been changed. Prior to the Final Approval Hearing, an Independent Fiduciary will be asked to approve the Settlement and Released Claims on behalf of the Plan, as may be required by ERISA Prohibited Transaction Exemption 2003-39 or any other applicable class or statutory exemptions. The Court will be informed as to whether the Independent Fiduciary approved the Settlement and Released Claims on behalf of the Plan prior to ruling on the application for final approval of the Settlement.

The Opportunity to Object to the Settlement

As a Class Member, you can ask the Court to deny approval of the Settlement by filing an objection. You cannot, however, ask the Court to order a settlement on different terms; the Court can approve or reject the Settlement only on the terms set forth in the Settlement Agreement. If the Court denies approval, the Settlement Amount will not be distributed and the litigation will resume.

Any objection to the proposed Settlement must be made in writing. If you file a timely written objection, you may, but are not required to, appear at the Final Approval Hearing, either in person or through your own attorney. If you appear through your own attorney, you are responsible for hiring and paying that attorney. All written objections and supporting papers must be served upon Class Counsel and counsel for Rollins, and submitted to the Court either by mailing to the Clerk of the Court, United States District Court for the Northern District of Georgia, 2211 United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3309, or by filing in person at any location of the United States District Court for the Northern District of Georgia. The objection must be filed (actually received by the Court) on or before March 13, 2024. Each objection must contain (a) the name and case number of the Action (*Fleming, et al. v. Rollins, Inc., et al.*, Case No. 21-cv-05343-ELR); (b) the Class Member’s full name, address, telephone number, and signature; (c) a statement that the person submitting the comments or objections is a Class Member and an explanation of the basis upon which the person claims to be a Class Member; (d) all grounds for the objection, accompanied by any legal support known to the objector or his or her counsel; (e) a statement as to whether the Class Member or his or her counsel intends to personally appear and/or testify at the Final Approval Hearing; and (f) a list of any persons the objector or his or her counsel may call to testify at the Final Approval Hearing in support of the objection.

Those Class Members or their attorneys intending to appear at the Final Approval Hearing must give notice of their intention to appear setting forth, among other things, the name, address, and telephone number of the Class Member (and, if applicable, the name, address, and telephone number of that Class Member’s attorney) to Class Counsel and Rollins’ Counsel and file it with the Court Clerk on or before March 13, 2024.

If the Court approves the Settlement, you will be bound by it and will receive whatever benefits you are entitled to under its terms. You cannot exclude yourself (or “opt out”) from the Settlement. The Court has conditionally certified the Class under Federal Rule of Civil Procedure 23(b)(1), which does not permit Class Members to opt out of the Class.

Attorneys’ Fees and Case Contribution Award for Named Plaintiff

The Class is represented by Class Counsel. The attorneys for the Class are as follows:

Gregory Y. Porter
Mark G. Boyko
Bailey & Glasser LLP
1055 Thomas Jefferson Street NW
Suite 540
Washington, DC 20007
mboyko@baileyglasser.com
(314) 863-5446

Paul J. Sharman
The Sharman Law Firm, LLC
11175 Cicero Dr., Suite 100
Alpharetta, GA 30022
paul@sharman-law.com

John Pels
The Pels Law Firm, LLC
4845 Rugby Ave., 3rd Floor
Bethesda, MD 20814
jpels@pallaw.com

Class Counsel and the Named Plaintiffs have devoted many hours to investigating the claims, bringing this litigation, and pursuing it for four years. During that time, Class Counsel incurred litigation expenses in addition to the time spent by attorneys, paralegals, and others. Class Counsel also took the risk of litigation and have not been paid for their time and expenses while this litigation has been pending before the Court.

Class Counsel will file a motion with the Court seeking approval of reasonable attorneys' fees and reimbursement of the expenses they incurred in prosecuting the litigation, to be paid from the Settlement Fund. Their request will not exceed (1) attorneys' fees of one-third of the Settlement Amount, or \$1,308,333, and (2) reimbursement of expenses.

Plaintiffs will not request that the Court approve a Case Contribution Award for the Named Plaintiffs from the Settlement Fund.

Plaintiffs' preliminary approval motion and supporting papers were filed on November 1, 2023, and the final approval motion and fee and expense motion, will be filed on or before February 14, 2024. Once filed, you may review these filings at www.rollins401ksettlement.com. Any award of Attorneys' Fees and Expenses approved by the Court, in addition to the Administration Costs, Independent Fiduciary Fees and Costs, and Taxes and Tax-Related Costs, will be paid from the Settlement Fund.

Getting More Information

You do not need to do anything to be a part of this Class or, if the Settlement is approved, to be eligible to receive your share of the Settlement Fund. If you still have a Plan account with a positive balance when Settlement Fund distributions are made, your Settlement benefits will be distributed to your Plan account. If you no longer have a Plan account, a check will be mailed to you. If you no longer have a Plan account, and your settlement distribution is more than \$5,000, you will need to execute and return a written consent form in order to receive your settlement distribution.

You can visit the Settlement Website at www.rollins401ksettlement.com, where you will find the full Settlement Agreement, the Court's order granting preliminary approval, this Notice, and other relevant documents. If there are any changes to the deadlines identified in this Notice, the date of the Final Approval Hearing, or the Settlement Agreement, those changes will be posted to the Settlement Website. You will not receive an additional mailed notice with those changes, unless separately ordered by the Court. If you cannot find the information you need on the Settlement Website, you may also contact **1-866-723-8270** for more information. Please do not contact the Court or counsel for Rollins to get additional information.

Dated: January 15, 2024

By Order of the United States District Court
District Judge Eleanor L. Ross