



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

THE POLICE AND FIRE)
RETIREMENT SYSTEM OF THE)
CITY OF DETROIT, derivatively on)
behalf of TESLA, INC.,)

Plaintiff,)

v.)

ELON MUSK, BRAD BUSS, ROBYN)
M. DENHOLM, IRA EHRENPREIS,)
LAWRENCE J. ELLISON, ANTONIO)
J. GRACIAS, STEPHEN T.)
JURVETSON, LINDA JOHNSON)
RICE, JAMES MURDOCH, KIMBAL)
MUSK, KATHLEEN WILSON-)
THOMPSON, and HIROMICHI)
MIZUNO,)

C.A. No. 2020-0477-KSJM

Defendants,)

-and-)

TESLA, INC., a Delaware Corporation,)
Nominal Defendant.)

**AFFIDAVIT OF WILLIAM J. FIELDS IN
SUPPORT OF SETTLEMENT APPROVAL, AWARD OF
ATTORNEYS' FEES AND EXPENSES, AND INCENTIVE AWARD**

STATE OF CONNECTICUT :
: SS
COUNTY OF FAIRFIELD :

I, William J. Fields, being duly sworn, depose and say:

1. I am a Partner at Fields Kupka & Shukurov LLP (“FKS”) and member in good standing of the Bar of the State of New York. I submit this Affidavit in

support of Settlement approval, award of attorneys' fees and expenses, and incentive award.

2. FKS is co-counsel for Plaintiff The Police and Fire Retirement System of the City of Detroit ("Plaintiff") in the above-captioned action, along with McCarter & English, LLP and Bleichmar Fonti & Auld LLP ("BFA").

3. My firm undertook this litigation on an entirely contingent basis and all costs and expenses in this case were borne by either FKS or its co-counsel in this Action.

4. The information in this Affidavit regarding FKS's time and expenses is taken from time and expense printouts and supporting documentation prepared and/or maintained in the ordinary course of business. I oversaw and/or conducted the day-to-day activities in the litigation and I reviewed these printouts (and backup documentation where necessary or appropriate) in connection with the preparation of this affidavit. The purpose of this review was to confirm both the accuracy of the entries on the printouts as well as the necessity for, and reasonableness of, the time and expenses committed to the litigation. As a result of this review, I believe that the time reflected in FKS's lodestar calculation and the expenses for which payment is sought as set forth in this affidavit are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the litigation. In

addition, I believe that the expenses are all of a type that would normally be charged to a fee-paying client in the private legal marketplace.

5. Based on the daily time records maintained by my firm, FKS attorneys worked a total of 10,150.2 hours on this Action from its inception through July 14, 2023 (the date the Stipulation was executed), resulting in a total lodestar of \$7,524,306.25. The rates used to calculate this lodestar are the normal rates charged by FKS. A breakdown of FKS's hours follows:

PROFESSIONAL	TITLE	HOURS	HOURLY RATE	LODESTAR
William J. Fields	Partner	3,610.20	\$750.00	\$2,707,650.00
Christopher J. Kupka	Partner	3,006.25	\$750.00	\$2,254,687.50
Samir Shukurov	Partner	3,533.75	\$725.00	\$2,561,968.75
<i>Total =</i>		<i>10,150.20</i>	<i>Total =</i>	<i>\$7,524,306.25</i>

6. FKS and BFA contributed to a litigation fund through which most expenses incurred in litigating the Action were paid. Plaintiff's Counsel incurred a total of \$983,191.50 in expenses and charges, from inception of the Action through August 31, 2023, which were paid from the litigation fund. Those expenses and charges are summarized below:

EXPENSE	AMOUNT
Service and Filing Fees	\$399.05
Court Reporter Services and Transcript Fees	\$138,094.00
Expert Fees	\$735,309.70
eDiscovery Database Hosting	\$70,490.89
Mediation Fees	\$38,512.12
After-Hours Facilities Fees	\$385.74
Total =	\$983,191.50

7. FKS incurred an additional \$23,890.39 in expenses between inception of the Action through August 31, 2023, that were not paid from the litigation fund.

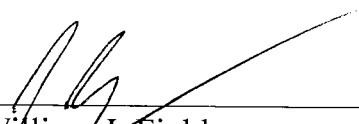
Those expenses are summarized below:

EXPENSE	AMOUNT PAID
Filing & Service Fees	\$12,420.16
On-Line Factual and Legal Research	\$11,052.99
Local Travel	\$175.32
Outside Printing	221.22
Meals	\$20.70
Total =	\$23,890.39

8. The additional expenses incurred by FKS are reflected in the books and records of this firm. These books and records are prepared from receipts, expense vouchers, check records, and other documents and are an accurate record of expenses incurred. The litigation fund expenses are based on information provided by BFA.

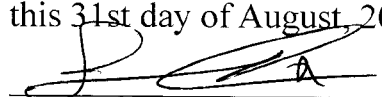
I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 31, 2023

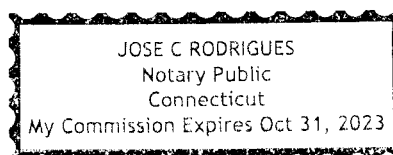


William J. Fields

SWORN TO AND SUBSCRIBED BEFORE ME
this 31st day of August, 2023.



Notary Public



CERTIFICATE OF SERVICE

I hereby certify that on August 31, 2023, I caused a true and correct copy of the foregoing **Affidavit of William J. Fields in Support of Settlement, Award of Attorneys' Fees and Expenses, and Plaintiff's Incentive Award** to be served via File & ServeXpress on the following counsel of record:

Raymond J. DiCamillo, Esquire
Kevin M. Gallagher, Esquire
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600 N. King St., Suite 400
Wilmington, DE 19801

/s/ Andrew S. Dupre

Andrew S. Dupre (#4621)