

Exhibit B

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN**

JOHN LOFTUS, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

OUTSIDE INTEGRATED MEDIA,
LLC,

Defendant.

Case No. 21-cv-11809-MAG-DRG

Hon. Mark A. Goldsmith

Mag. Judge David R. Grand

DECLARATION OF JENNIFER M. KEOUGH
REGARDING NOTICE ADMINISTRATION

I, JENNIFER M. KEOUGH, declare and state as follows:

1. I am the Chief Executive Officer of JND Legal Administration LLC (“JND”). JND is a legal administration services provider with its headquarters located in Seattle, Washington. JND has extensive experience with all aspects of legal administration and has administered settlements in hundreds of class action cases.

2. JND is serving as the Settlement Administrator¹ in the above-captioned litigation (“Action”) for the purposes of administering the Class Action Settlement Agreement (“Settlement Agreement”) preliminarily approved by the Court in its Order Granting Preliminary Approval of Class Action Settlement Agreement,

¹ Capitalized terms used and otherwise not defined in this Declaration shall have the meanings given such terms in the Settlement Agreement.

Certifying Settlement Class, Appointing Class Representative, Appointing Class Counsel, and Approving Notice Plan (“Order”), dated on May 5, 2022.

3. This Declaration is based on my personal knowledge, as well as upon information provided to me by experienced JND employees, and if called upon to do so, I could and would testify competently thereto.

CAFA NOTICE

4. In compliance with the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715, JND compiled a CD-ROM containing the following documents:

- a. Class Action Complaint, filed on August 5, 2021;
- b. First Amended Class Action Complaint, filed on August 18, 2021;
- c. Plaintiff’s Corrected Unopposed Motion for Preliminary Approval of Class Action Settlement, filed on March 17, 2022;
- d. Declaration of Philip L. Fraietta in Support of Plaintiff’s Corrected Unopposed Motion for Preliminary Approval of Class Action Settlement, containing 1. Class Action Settlement Agreement 2. Class Notices 3. Claim Form for Unidentified Class Members 4. Stipulations Regarding Undertaking Re: Attorneys’ Fees, Costs, and Expenses 5. Firm Resumés;
- e. Joint Notice of Re-submission of Proposed Order Granting Preliminary Approval of Class Action Settlement Agreement, Certifying Settlement Class, Appointing Class Representative, Appointing Class Counsel, and Approving Notice Plan, filed May 3, 2022;
- f. Order Granting Preliminary Approval of Class Action Settlement Agreement (Dkt. 24), Certifying Settlement Class, Appointing

Class Representative, Appointing Class Counsel, and Approving Notice Plan, filed on May 5, 2022.

5. The CD-ROM was mailed on May 6, 2022 to the appropriate Federal and State officials identified in the attachment with an accompanying cover letter, a copy of which is attached hereto as **Exhibit A**.

CLASS MEMBER DATA

6. On May 18, 2022, counsel for the Defendant provided JND with an electronic list containing all of the names, last known U.S. Mail addresses, and email addresses, to the extent available, belonging to individuals within the Settlement Class, pursuant to Section 4.1(a) of the Settlement Agreement. The spreadsheet contained contact information and other identifying data for a total of 12,335 records.

7. Prior to mailing notices, JND analyzed the raw data to remove duplicate records. JND identified 236 duplicate records, resulting in 12,099 unique Class Member records. The Class Member data was promptly loaded into a database established for this Action.

8. JND updated the Class Member contact information using data from the National Change of Address (“NCOA”) database.² A mailing address could not be located for three (3) potential Class Member records, leaving a total of 12,096 potential Class Members with a mailing address.

NOTICE MAILING

9. Pursuant to the Settlement and the Court’s Order on June 2, 2022, JND sent the Court-approved Postcard Notice via U.S. Postal Service regular mail to the

² The NCOA database is the official United States Postal Service (“USPS”) technology product which makes changes of address information available to mailers to help reduce undeliverable mail pieces before mail enters the mail stream.

12,096 unique Class Members. A representative sample of the Postcard Notice is attached hereto as **Exhibit B**.

10. As of the date of this declaration, JND tracked 418 Postcard Notices that were returned to JND as undeliverable. Of these undeliverable Postcard Notices, JND re-mailed 128 Postcard Notices to forwarding addresses provided by the USPS. For the remaining undeliverable Postcard Notices, JND conducted advanced address searches and received updated address information for 179 Class Members. JND re-mailed the Postcard Notice to the 179 Class Members, and one (1) re-mailed Postcard Notice was returned as undeliverable.

11. In the event JND conducted advanced address searches on undeliverable Postcard Notices and could not locate updated address information for Class Members, JND sent the Court-approved Email Notice to the individuals with email addresses provided in the class data JND sent the Email Notice to 96 individuals, 14 of which were undeliverable. A representative sample of the Email Notice is attached hereto as **Exhibit C**.

12. As of the date of this Declaration, 12,066 Class Members were mailed or e-mailed a Notice which was not returned as undeliverable, representing nearly 99.75% of total Class Members from the data.

SETTLEMENT WEBSITE

13. On May 13, 2022, JND established a Settlement Website (www.oimagazinesettlement.com), which hosts copies of important case documents, including the Claim Form, Settlement Notice, Settlement Agreement, and Preliminary Approval Order, along with providing answers to frequently asked questions and Settlement Administrator contact information. The Settlement Website also allowed Class Members to electronically submit a Claim Form, Exclusion Request, or to request electronic payment.

14. On June 24, 2022, Class Counsel filed Plaintiff's Unopposed Motion for Attorneys' Fees, Costs, Expenses, and Service Award, which JND made promptly available on the Settlement Website same day.

15. As of the date of this Declaration, the Settlement Website has tracked 1,243 unique users who registered 9,148 page views.

TOLL-FREE INFORMATIONAL LINE

16. On May 13, 2022, JND established a case-specific toll-free telephone number (1-844-202-9482) for Class Members to call to obtain information about the Settlement. The toll-free number is accessible 24 hours a day, 7 days a week.

17. As of the date of this declaration, the toll-free number has received 11 calls.

REQUESTS FOR EXCLUSION

18. The Postcard Notice informed Class Members who wanted to exclude themselves from the Settlement ("opt-out") that they must do so by submitting an exclusion request electronically on the Settlement website or by mailing an exclusion letter to the Settlement Administrator, postmarked on or before July 8, 2022.

19. As of the date of this Declaration, JND has not received any exclusion requests.

OBJECTIONS

20. The Postcard Notice informed recipients that any Class Members who would like to object to the proposed Settlement may do so by filing a written objection with the Court (and mailing timely postmarked copies of the written objection to Class Counsel and Defendant's Counsel) by July 8, 2022.

21. As of the date of this Declaration, JND has not received, and is not aware of, any objections submitted by Class Members.

CLAIMS RECEIVED FROM UNIDENTIFIED CLASS MEMBERS

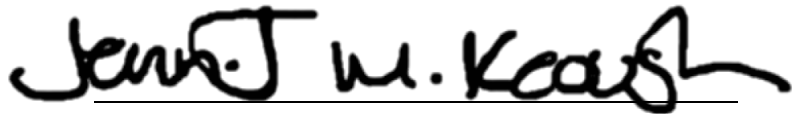
22. Pursuant to the terms of the Settlement Agreement, Class Members who are on the Class List (but for whom JND could not locate at least one (1) mailing address that is reasonably likely to reflect the Class Member's current mailing address) were required to submit the Unidentified Class Member Claim Form, submitted electronically or postmarked by July 8, 2022.

23. As of the date of this Declaration, JND has received and processed a total of 20 valid and timely Claim Forms from Unidentified Class Members.

24. JND will continue to maintain and process any claims throughout the administration process.

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

Executed on July 18, 2022, at Seattle, Washington.

A handwritten signature in black ink, appearing to read "Jennifer M. Keough", written over a horizontal line.

JENNIFER M. KEOUGH

EXHIBIT A



May 6, 2022

Via FedEx

Merrick Garland
Office of the U.S. Attorney General
U.S. Department of Justice
950 Pennsylvania Ave NW
Washington, DC 20530-0001

RE: CAFA Notice of Proposed Class Action Settlement

Dear Sir or Madam:

This Notice is being provided to you in accordance with the Class Action Fairness Act (“CAFA”), 28 U.S.C. § 1715 on behalf of Outside Interactive, Inc. (incorrectly named as Outside Integrated Media, LLC), the defendant in the below-referenced class action (“the Action”). Plaintiffs’ Corrected Unopposed Motion for Preliminary Approval of Class Action Settlement was initially filed with the Court on March 17, 2022. On May 3, 2022, the parties jointly re-submitted the proposed order granting preliminary approval. As of the date of this Notice, the Court has scheduled an approval hearing to take place on August 2, 2022 at 10:00 a.m..

Case Name: *Loftus v. Outside Integrated Media, Inc.*
Case Number: *2:21-cv-11809-MAG-DRG*
Jurisdiction: *United States District Court for the Eastern District of Michigan*
Date Settlement filed with Court: *March 17, 2022*

Copies of all materials filed in the above-named actions are electronically available on the Court’s Pacer website found at <https://pcl.uscourts.gov>. Additionally, in compliance with 28 U.S.C. § 1715(b), the enclosed CD-ROM contains the following documents filed in the Action:

01 - Complaint.pdf

Class Action Complaint, filed August 5, 2021

02 - Amended Complaint.pdf

First Amended Class Action Complaint, filed August 18, 2021

03 - Preliminary Approval Motion.pdf

Plaintiffs’ Corrected Unopposed Motion for Preliminary Approval of Class Action Settlement, filed March 17, 2022

04 - Fraietta Declaration.pdf

Declaration of Philip L. Fraietta in Support of Plaintiff’s Corrected Unopposed Motion for Preliminary Approval of Class Action Settlement, attaching

- 1. Class Action Settlement Agreement**
- 2. Class Notices**
- 3. Claim Form for Unidentified Class Members**

4. Stipulations Regarding Undertaking Re: Attorneys' Fees, Costs, and Expenses

5. Firm Resumés

05 - Notice of Resubmission.pdf

Joint Notice of Re-submission of Proposed Order Granting Preliminary Approval of Class Action Settlement Agreement, Certifying Settlement Class, Appointing Class Representative, Appointing Class Counsel, and Approving Notice Plan, filed May 3, 2022

06 - Preliminary Approval Order.pdf

Order Granting Preliminary Approval of Class Action Settlement Agreement (Dkt. 24), Certifying Settlement Class, Appointing Class Representative, Appointing Class Counsel, and Approving Notice Plan, dated May 5, 2022

At the time of mailing, it is not feasible to provide a breakdown of the Settlement Class in accordance with 28 U.S.C. § 1715 (b)(7)(A). However, as the scope of the class definition is limited to all persons with a Michigan street address who subscribed to an Outside Publication between August 4, 2015, and July 30, 2016, it is anticipated that the entirety of the class is located in Michigan.

There are no other settlements or agreements made between Counsel for the parties related to the class defined in the proposed settlement, and as of the date of this Notice, no Final Judgment or notice of dismissal has been entered in this case.

If you have any questions regarding the details of the case and settlement, please contact Defense Counsel's representative at:

Kristen C. Rodriguez
Dentons US LLP
233 S Wacker Drive, Suite 5900
Chicago, IL 60606
Email: kristen.rodriquez@dentons.com
Phone: 312-876-6133

For questions regarding this Notice, please contact JND at:

JND Class Action Administration
1100 2nd Ave, Suite 300
Seattle, WA 98101
Phone: 800-207-7160

Regards,

JND Legal Administration

Encl.

cc: Dana Nessel, Attorney General for Michigan

EXHIBIT B

COURT-AUTHORIZED NOTICE OF CLASS ACTION AND PROPOSED SETTLEMENT

**OUR RECORDS
INDICATE YOU HAVE
SUBSCRIBED TO A
OUTSIDE PUBLICATION
AND MAY BE ENTITLED
TO A PAYMENT FROM
A CLASS ACTION
SETTLEMENT.**

By Order of the Court Dated: May 5, 2022

Outside Magazine Settlement
c/o JND Legal Administration
P.O. Box 91428
Seattle, WA 98111

Unique ID:

OUTSIDE SETTLEMENT

A settlement has been reached in a class action lawsuit claiming that Defendant, magazine publisher Outside Interactive Inc., disclosed its customers' subscription information to third parties, which is alleged to violate Michigan privacy law. **While Outside believes that its practices were in compliance with Michigan law, Outside chose to settle this case, without admitting liability, to focus time, effort and resources on continuing to provide valued content to its readers, and not on additional legal fees and the uncertainty of litigation.**

Am I a Class Member? Our records indicate you may be a Class Member. Class Members are persons who purchased a subscription directly from the publisher of *Backpacker*, *Clean Eating*, *Climbing*, *Gym Climber*, *Outside*, *Oxygen*, *Rock and Ice*, *SKI*, *Trail Runner*, *Triathlete*, *VeloNews*, *Women's Running*, or *Yoga Journal* for delivery to a Michigan street address, and who subscribed to such publication between August 4, 2015, and July 30, 2016.

What Can I Get? If approved by the Court, a Settlement Fund of a minimum of \$998,406.92 has been established to pay all claims to the Settlement Class, together with notice and administration expenses, approved attorneys' fees and costs to Class Counsel, and a service award to Plaintiff. Once the Settlement becomes Final, you will receive a *pro rata* share of the Settlement Fund, which Class Counsel estimates will be approximately \$50 per class member, although the final amount you receive will also depend on the number of requests for exclusion submitted.

How Do I Get a Payment? If you are a Class Member, you will automatically receive a *pro rata* share of the Settlement Fund, so long as you do not request to be excluded from the Settlement Class. Your payment will come by check, sent to the following address:

[Address 1]
[Address 2]
[City, State Zip]

If you no longer reside at this address or are planning to change addresses prior to August 30, 2022, please complete and submit a change of address form accessible on the Settlement Website so that your check is sent to the correct address. If you wish to receive your payment via PayPal or Venmo, you may do so by submitting an Election Form on the Settlement Website.

What are My Other Options? You may exclude yourself from the Class by submitting an online form on the Settlement Website no later than 11:59 p.m. on **July 8, 2022** or by sending a letter to the Settlement Administrator postmarked no later than **July 8, 2022**. If you exclude yourself, you cannot get a settlement payment, but you keep any rights you may have to sue the Defendant over the legal issues in the lawsuit. You and/or your lawyer have the right to appear before the Court and/or object to the proposed settlement. Any written objection must be filed no later than **July 8, 2022**. Specific instructions about how to object to, or exclude yourself from, the Settlement are available at www.OIMagazineSettlement.com. If you do nothing, and the Court approves the Settlement, you will be bound by all of the Court's orders and judgments. In addition, your claims relating to the alleged disclosure or subscriber information in this case against the Defendant and others will be released.

Who Represents Me? The Court has appointed The Court has appointed Joseph I. Marchese and Philip L. Fraietta of Bursor & Fisher, P.A., Frank S. Hedin and Arun G. Ravindran of Hedin Hall LLP, and E. Powell Miller of The Miller Law Firm, P.C. to represent the class. These attorneys are called Class Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer in this case, you may hire one at your expense.

When Will the Court Consider the Proposed Settlement? The Court will hold the Final Approval Hearing at 10 a.m. on August 2, 2022 at the Theodore Levin United States Courthouse, Room 120, 231 W. Lafayette Blvd., Detroit, MI 48226. At that hearing, the Court will: hear any objections concerning the fairness of the settlement; determine the fairness of the settlement; decide whether to approve Class Counsel's request for attorneys' fees and costs; and decide whether to award the Class Representative \$5,000 from the Settlement Fund for his services in helping to bring and settle this case. Defendant has agreed to pay Class Counsel reasonable attorneys' fees in an amount to be determined by the Court. Class Counsel is entitled to seek no more than 35% of the Settlement Fund, but the Court may award less than this amount.

How Do I Get More Information? For more information, including the full Notice, Claim Form and Settlement Agreement, go to www.OIMagazineSettlement.com, contact the Settlement Administrator by calling (844) 202-9482 or writing to Outside Magazine Settlement, c/o JND Legal Administration, PO Box 91428, Seattle, WA 98111, or contact Class Counsel by calling (646) 837-7150.

EXHIBIT C

From: OutsideMagazineSettlement@oimagazinesettlement.com
To:
Re: Legal Notice of Class Action Settlement

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

Loftus v. Outside Integrated Media, LLC, Case No. 2:21-cv-11809-MAG-DRG
(United States District Court for the Eastern District of Michigan)

This notice is to inform you of the settlement of a class action lawsuit with publisher Outside Interactive, Inc. (“Outside”), the Defendant in this case. Plaintiff John Loftus alleges that Defendant disclosed its customers’ subscription information to third parties which is alleged to violate Michigan privacy law. **While Outside believes that its practices were in compliance with Michigan law, Outside chose to settle this case, without admitting liability, to focus time, effort and resources on continuing to provide valued content to its readers, and not on additional legal fees and the uncertainty of litigation.**

Am I a Class Member? Yes. Our records indicate you are a Class Member. Class Members are persons who purchased a subscription directly from the publisher of *Backpacker*, *Clean Eating*, *Climbing*, *Gym Climber*, *Outside*, *Oxygen*, *Rock and Ice*, *SKI*, *Trail Runner*, *Triathlete*, *VeloNews*, *Women’s Running*, or *Yoga Journal* for delivery to a Michigan street address, and who subscribed to such publication between August 4, 2015 and July 30, 2016.

What Can I Get? A Settlement Fund of a minimum of \$998,406.92 has been established to pay all claims to the Settlement Class, together with notice and administration expenses, approved attorneys’ fees and costs to Class Counsel, and a service award to the Plaintiff. Unless you received a postcard Notice concerning the Settlement sent to you by postal mail, you **must** submit a Claim Form (see instructions below) in order to receive a share of the Settlement Fund. **If you submit a Claim Form**, you will receive a *pro rata* share of the Settlement Fund, which Class Counsel estimates will be for approximately \$50 per class member. The exact amount of the share of the Settlement Fund that you will receive depends on the number of requests for exclusion that are received.

How Do I Get a Payment? Unless you received a postcard Notice concerning the Settlement sent to you by postal mail, you **must** complete and submit a Claim Form to receive a *pro rata* share of the Settlement Fund, which Class Counsel estimates will be approximately \$50. You may submit a Claim Form either electronically on the Settlement Website by clicking [here](#), or by printing and mailing in a paper Claim Form, copies of which are available for download [here](#). Claim Forms must be submitted online by 11:59 p.m. EST on **July 8, 2022** or postmarked and mailed by **July 8, 2022**.

What are My Other Options? You may exclude yourself from the Class by sending a letter to the settlement administrator postmarked no later than **July 8, 2022**. If you exclude yourself, you cannot get a settlement payment, but you keep any rights you may have to sue the Defendant over the legal issues in the lawsuit. You and/or your lawyer have the right to appear before the Court and/or object to the proposed settlement. Your written objection must be filed no later than **July 8, 2022**. Specific instructions about how to object to, or exclude yourself from, the Settlement are

available at the [Settlement Website](#). If you do nothing, and the Court approves the Settlement, you will be bound by all of the Court's orders and judgments. In addition, your claims relating to the alleged disclosure of subscriber information in this case against the Defendant will be released.

Who Represents Me? The Court has appointed Joseph I. Marchese and Philip L. Fraietta of Bursor & Fisher, P.A., Frank S. Hedin and Arun G. Ravindran of Hedin Hall LLP, and E. Powell Miller of The Miller Law Firm, P.C. to represent the class. These attorneys are called Class Counsel. You will not be charged for these lawyers. If you want to be represented by your own lawyer in this case, you may hire one at your expense.

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How Do I Get More Information? For more information, including a more detailed Notice, a copy of the Settlement Agreement and other documents, go to www.oimagazinesettlement.com, contact the Settlement Administrator by calling 1-844-202-9482 or by writing to Outside Magazine Settlement, c/o JND Legal Administration, PO Box 91428, Seattle, WA 98111, or contact Class Counsel by calling (646) 837-7150.