

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA**

CHRISTOPHER J. GERKEN, DENNIS )  
KEMP, TRAVIS KNIGHT and )  
ANGELIQUE PERKINS, individually and )  
on behalf of all others similarly situated, )

Plaintiffs, )

v. )

MANTECH INTERNATIONAL )  
CORPORATION, BOARD OF DIRECTORS )  
OF MANTECH INTERNATIONAL )  
CORPORATION, THE RETIREMENT )  
PLAN COMMITTEE, and JOHN DOES 1- )  
30. )

Defendants. )

**CIVIL ACTION NO.:**

**1:20-cv-01536**

I, Mark K. Gyandoh, Esquire, as Class Counsel, declare as follows:

1. I am a member in good standing of the bar of the Commonwealth of Pennsylvania and have personal knowledge of the facts set forth below and, if called as a witness, I could and would testify competently thereto.

2. I am chair of the Fiduciary Practice Group at Capozzi Adler, P.C., and have been the lead attorney for my firm in this litigation representing Plaintiffs and the proposed Settlement Class in the above-captioned action.

3. I have been actively involved in all stages of this lawsuit, including investigating and preparing the Complaint and Amended Complaint, and settling this litigation.

***Procedural History***

4. Following several months of investigation, Plaintiffs Christopher J. Gerken, Dennis Kemp, Travis Knight, and Angelique Perkins, filed the initial Complaint on May 15, 2020.

5. The Complaint asserts claims under the Employee Retirement Income Security Act of 1974 (“ERISA”) against ManTech International Corporation (“ManTech”) and other alleged fiduciaries of the Plan, on behalf of a class of participants and/or beneficiaries in the Plan for relief to the Plan pursuant to section 502(a) of ERISA, 29 U.S.C. § 1132(a).

6. Copies of the Complaint were served on the IRS and U.S. Dept. of Labor pursuant to ERISA § 502(h).

7. On July 2, 2020, Plaintiffs filed a Rule 41 Notice of Dismissal voluntarily dismissing the action without prejudice. (ECF No. 9).

***Investigation of Claims***

8. Prior to filing the Complaint Capozzi Adler, P.C. (“Capozzi Adler”) engaged in substantial investigation of the potential claims.

9. The firm’s attorneys conducted a detailed review and analysis of documents related to the administration of the Plan, including Form 5500s filed with the Department of Labor, as well as publicly filed documents regarding the fees and investment returns of the Plan’s investments and comparable investment alternatives, the compensation paid to the Plan’s recordkeepers for recordkeeping and administrative services, and industry publications regarding prudent fiduciary practices, the competitive market for Plan services, and other matters as referenced in the complaint.

10. The firm’s attorneys worked closely with the Named Plaintiffs to obtain Plan-related information addressing their claims and also consulted with a financial expert on the validity of the claims.

11. As part of its investigation, Capozzi Adler requested Plan-related documents from Defendants pursuant to ERISA § 104(b)(4) to further investigate Defendants’ potential breaches

and prior to filing suit, counsel closely analyzed the documents received from Defendants via the request pursuant to ERISA § 104(b)(4).

***Settlement Negotiations***

12. On October 20, 2020, the parties participated in a mediation before Robert Meyer, Esq. from JAMS, a neutral, third-party private mediator with experience mediating ERISA class actions.

13. Defendants are represented by experienced members of the ERISA bar.

14. After reviewing all of the relevant information, Plaintiffs determined realistic maximum potential damages to the Plan to be in excess of \$3.5 million. This figure is based in large part on what Plaintiffs allege is the cost to the Plan for Defendants failing to utilize lower cost identical mutual funds and materially identical collective trusts as Plan investment options during the Class Period.

15. Following a long day of mediation under Mr. Meyer's auspices, the parties arrived at a settlement in principle, settling this matter for \$1,200,000.00. Several months of negotiations followed to finalize the terms of the Settlement Agreement, inclusive of exhibits, which was executed on December 28, 2020. The Settlement Agreement is attached hereto as Exhibit 1.

16. Throughout the litigation and settlement negotiation processes, Class Counsel has been cognizant of the strengths and weaknesses of Plaintiffs' claims and Defendants' defenses. Plaintiffs entered into this Settlement with a full and comprehensive understanding of the strengths and weaknesses of the claims, which is based on Class Counsel's extensive experience with ERISA litigation, the investigation performed in connection with filing the Complaint, and the facts obtained during the course of litigation.

17. It is Plaintiffs' counsel's opinion that the proposed settlement is fair and reasonable.

18. The Settlement Class encompasses potentially hundreds of Plan participants. At the end of 2018 there were over 10,000 participants with account balances in the Plan. *See* 2018 Form 5500 filed with the U.S. Dept. of Labor. Acknowledging that Class Notices have not been mailed to the Settlement Class, Plaintiffs are not aware of any Settlement Class member who intends to oppose the Settlement.

***Experience of Proposed Class Counsel***

19. I received both my J.D. (2001) and LLM in trial advocacy (2011) from Temple University School of Law. While at Temple, I was the research editor for the Temple International and Comparative Law Journal. I have been litigating ERISA fiduciary breach lawsuits for over 15 years, first at my prior firm of Kessler Topaz Meltzer & Check, LLP (KTMC), and currently at Capozzi Adler where I am chair of the Fiduciary Practice Group. My biography is attached hereto as Exhibit 2.

20. The Fiduciary Practice Group is comprised of three partners, including myself, two associates, and five support staff, including paralegals. Additionally, as litigation dictates, the group avails itself of the services of the other attorneys and staff at the firm. The firm has three office locations, two in the Harrisburg area and one in the Philadelphia region. The firm has been successfully serving clients for over 23 years offering a full range of legal services.

21. I have successfully handled dozens of ERISA breach of fiduciary duty class actions, including cases involving defined contribution retirement plans' investment lineups. I was also one of the lead attorneys in *Fifth Third Bancorp, et al., v. Dudenhoeffer, et al.*, 573 U.S. 409, 134 S. Ct. 2459 (2014), a seminal Supreme Court decision that clarified the unwavering duties owed by fiduciaries to pension plan participants.

22. Of particular importance here, while I was counsel at KTMC for several years, and in my current position, in the course of prosecuting ERISA class actions such as this, I have supervised the preparation of numerous consolidated pleadings, responses to motions to dismiss, drafting of discovery requests and review of hundreds of thousands of pages of plan-related documents and related documentation, and litigated cases through the summary judgment phase and trial.

23. Capozzi Adler is lead counsel in several actions pending across the country, including *Nunez, et al., v. B. Braun Medical, Inc., et al.*, No. 5:20-cv-04195 (E.D.Pa.); *Buescher, et al., v. Brenntag North America, Inc., et al.*, No. 5:20-cv-00147-EGS (E.D.Pa.); *Diaz v. BTG International, Inc., et al.*, No. 2:19-cv-01664-MSG (E.D.Pa.); *Boley, et al., v. Universal Health Services, Inc.*, No. 2:20-cv-02644 (E.D.Pa.); *McGowan et al. v. Barnabas Health, Inc. et al*, No. 2:20-cv-13119 (D.N.J.); *Milano et al. v. Cognizant Technology Solutions et al.*, 2:20-cv-17793 (D.N.J.); *Peterson et al. v. Insurance Services Office, Inc. et al.*, 2:20-cv-13223 (D.N.J.); and *Silva et al. v. Evonik Corp. et al*, No. 2:20-cv-02202 (D.N.J.).

24. Capozzi Adler has also been appointed interim lead or co-lead class counsel in several analogous ERISA breach of fiduciary duty matters. *See, e.g., Bilello, et al., v. Estee Lauder, Inc., et al.*, No. 1:20-cv-04770-JMF (S.D.N.Y. Aug. 10, 2020) (Doc. 11.) (appointing Capozzi Adler interim lead class counsel); *Covington et al. v. Biogen Inc. et al.*, No. 1:20-cv-11325 (D. Mass. Oct. 6, 2020 (Doc. 24) (appointing Capozzi Adler interim Co-Lead Class Counsel); *Tepper et al. v. Omnicom Group et al.*, No. 20-cv-4141 (S.D.N.Y. Sept. 17, 2020) (Doc. 13) (same); *Johnson et al. v. Quest Diagnostics et al.*, No. 2:20cv07936 (D.N.J. Oct. 2, 2020) (Doc. 7) (same).

25. The firm strives to obtain the best results for class members in every circumstance. As a result, the firm has engaged in successful settlement negotiations and mediations in ERISA actions, recovering millions of dollars for its clients and class members. *See, e.g., Buescher, et al., v. Brenntag North America, Inc., et al.*, No. 5:20-cv-00147 (E.D. Pa. 2020) (recovered \$2,300,000.00 class settlement); *Pinnell, et al., v. Teva Pharmaceuticals USA, Inc., et al.*, No. 2:19-cv-05738-MAK (E.D. Pa. 2019) (settlement in the amount of \$2,550,000.00 after successful mediation).

I declare, pursuant to 28 U.S.C. §1746 and under penalty of perjury, that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 28th day of December 2020, in Merion Station, Pennsylvania.

**CAPOZZI ADLER, P.C.**

/s/ Mark K. Gyandoh  
Mark K. Gyandoh, Esquire  
312 Old Lancaster Road  
Merion Station, PA 19066  
[markg@capozziadler.com](mailto:markg@capozziadler.com)  
(610) 890-0200  
Fax (717) 233-4103

***Class Counsel***