

EXHIBIT 7

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE PAYMENT CARD INTERCHANGE
FEE AND MERCHANT DISCOUNT
ANTITRUST LITIGATION

Case No. 1:05-md-1720-MKB-JO

This document relates to:
ALL ACTIONS

**DECLARATION OF RAMONA
PALMER-EASON, ESQ.**

[REDACTED]

I, Ramona Palmer-Eason, Esq., pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am an attorney duly admitted to the practice of law in the State of Kansas since 2000. Currently, I serve as Group Counsel – Global Employment & Litigation Counsel and Head of Human Resources at Payless ShoeSource, Inc. (“Payless”). I work in the Payless corporate headquarters in Topeka, Kansas, and have been employed by the company for over 18 years. I have personal knowledge of the matters in this Declaration and I rely on information from others in the company, documents that I have reviewed, and information from outside counsel, Michael M. Buchman (“Counsel”), to support the factual statements herein. On behalf of Payless, I respectfully submit this Declaration in further support Payless’s request for an incentive award. If called as a witness, I could and would testify competently to the information provided herein.

2. Payless previously submitted a Declaration in support of its application for an incentive award for the work it has performed during the course of this now fourteen year litigation on April 11, 2013 (ECF No. 2113-13). For purposes of brevity, Payless incorporates that Declaration by reference herein. In this Declaration, Payless succinctly provides additional relevant information in connection with its renewed request for an incentive award for its diligent

service as a class representative since the case was remanded by the Second Circuit Court of Appeals.

3. Payless is one of the largest class representatives in this action, and is the largest retailer of any of the class representatives.

4. Payless previously served as one of the largest class representatives in *In re VisaCheck/MasterMoney Antitrust Litig.*, 96-cv-5238(JG)(JO) (E.D.N.Y.) (“*VisaCheck/MasterMoney*”).

5. Notably, Payless is also the only class representative plaintiff that has served in such capacity in both the *VisaCheck/MasterMoney* litigation and this action.

6. At all times relevant herein, Payless has maintained close contact with Counsel in order to: (i) fully and completely comply with Payless's discovery obligations; (ii) provide input concerning strategy decisions; (iii) monitor the progress of the case; and (iv) fulfill other duties and responsibilities as a Class Representative on behalf of the Class.

7. Payless’s work as a Class Representative continued unabated through the pendency of the appeal in the Second Circuit, the remand back to the District Court and every step since, including participating in extensive discovery efforts.

8. Following the remand, Payless was served by defendants with extensive discovery – beyond even the discovery served during the first period of the litigation. On October 20, 2017, Defendants served their Second Set of Interrogatories on each of the named plaintiff. Thirty-five interrogatories, several of which were multipart, called for detailed review and analysis by Payless. The interrogatories called for a decade of information regarding every aspect of Payless’s payment acceptance. The interrogatories requested details of every program considered to enhance customer loyalty, all fees incurred, all plans or considerations regarding

surcharges, discounts, the total costs incurred related to every type and brand of payment accepted and other similarly detailed requests. Payless undertook significant efforts to provide detailed answers to these interrogatories. On December 4, 2017, Payless provided its responses.

9. On September 11, 2017, Defendants served their Second Set of Requests for Production and Inspection of Documents to Each of the Putative Rule 23(b)(3) Class Plaintiffs. This set included 110 individual requests, each of which sought information going back to at least 2006, while a significant portion of the requests sought information extending back to 2000. Responding to these requests was very challenging. It took Payless significant time and effort to respond to these requests.

10. Payless spent considerable additional time and effort gathering materials responsive to defendants' document requests from more than ten Payless custodians. As part of this process, Payless custodians met and communicated with me and Counsel to ensure that a thorough search was conducted.

11. Searches of our electronic files and email systems using key words were conducted as well as a review of hard copy documents, which resulted in the collection of approximately four million documents. This is in addition to the more than five million emails that Payless gathered and reviewed in 2007.

12. More than thirty attorneys reviewed the recently gathered documents for relevance and privilege.

13. Payless produced two large document productions in 2018 to the Defendants. The first production contained 40,524 documents consisting of 149,206 pages. The second production consisted of 73,660 documents totaling 103,943 pages.

14. A third production over 325,000 documents was in the final stage of review and pre-production when this case settled.

15. More than two million additional pages were being reviewed for relevance and responsiveness when the parties reached settlement.

16. [REDACTED] were spent reviewing these Payless documents during the second wave of discovery in this case.

17. It appears that Payless has gathered more documents than any other Class Representative in this litigation, justifying one of, if not the, highest incentive award.

18. Payless also prepared a number of executives noticed for depositions which were later tabled due to the settlement.

19. Payless has requested and received regular status updates regarding the second phase of this case.

20. I regularly spoke with the attorneys prosecuting the litigation and provided reports regarding the litigation to others at Payless.

21. Although internal Payless employees are not required to maintain records reflecting the time spent on any tasks during the course of the work day, it is my reasonable estimation, and that of Counsel, that internal Payless employees spent well over [REDACTED] [REDACTED] on the second phase of this litigation.

22. Based upon the substantial work Payless has performed in the first and second phases of this litigation, Payless respectfully submits that it is entitled to a significant incentive award.

23. I declare under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct to the best of my knowledge.

Executed this 5th day of June, 2019, at Topeka, KS.



Ramona Palmer-Eason
Group Counsel - Global Employment & Litigation Counsel
Payless ShoeSource, Inc.