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14 *Attorneys for Defendant Walgreen Co.*

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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

Case No. 3:22-cv-02639-TLT

**DECLARATION OF CORY E.  
MANNING IN RESPONSE TO  
ADMINISTRATIVE MOTION TO FILE  
MATERIALS UNDER SEAL**

ELISA BARGETTO, on behalf of herself  
and all others similarly situated,

Plaintiffs,

vs.

WALGREEN CO.,

Defendant.

Judge: Trina L. Thompson

Initial Complaint filed: April 29, 2022

**DECLARATION OF CORY E. MANNING**

I, Cory Manning, hereby declare as follows:

1. I am a Partner in the law firm of Nelson Mullins Riley and Scarborough and am counsel for Walgreen Co. (“Walgreens”) in this matter. The information contained in this declaration is based on my own personal knowledge. I make this declaration in response to Plaintiff Elisa Bargetto’s (“Plaintiff”) Administrative Motion to File Under Seal Portions of Plaintiff’s Motion for Class Certification (“Sealing Motion”) (Dkt. No. 79) and pursuant to Civil L.R. 79-5(e)(1).
2. I have reviewed the materials filed under seal in support of the Class Certification Motion (Dkt. No. 80) including those documents and materials that were designated to be filed under seal (“Designated Materials”).
3. As counsel for Walgreens, I am familiar with the Designated Materials and Walgreens’ business practices and policies with respect to the confidential and proprietary nature of the same.
4. I have set forth below responses to each of the portions of Plaintiff’s Motion for Class Certification and the accompanying Declaration of Patrick Carey in Support of Plaintiff’s Administrative Motion to File under Seal Portions of Plaintiff’s Motion for Class Certification.

**Plaintiff’s Motion for Class Certification**

**Pages 1:18-19; 16:11-14**

The redacted quotations are from an internal slide deck presentation, Exhibit 4 to Plaintiff’s Motion for Class Certification, though it is unclear from where the graphics or statistics quoted originated. The slide deck is a non-public, internal document discussing corporate strategy, finance topics, and confidential, non-public consumer behavior analyses. Disclosure of this non-public business information would result in competitive harm to Walgreens.

**Pages 1:21; 4:19-20; 5:20-21; 6:13-14; 7:16-25; 15:19-20; 16:11-12; 16:16-17**

1 The redacted quotations are from a single draft internal slide deck presentation,  
2 Exhibit 5 to Plaintiff’s Motion for Class Certification. As stated above, although it is unclear  
3 from where the graphics or statistics quoted originated, the slide deck is a non-public,  
4 internal document discussing corporate strategy, finance topics, and confidential, non-public  
5 consumer behavior analyses. Disclosure of this non-public business information would result  
6 in competitive harm to Walgreens.

7 **Page 6:5-8**

8 Exhibit 6 does not support Plaintiff’s characterization. The redacted portions  
9 reference excerpts from the Rule 30(b)(6) deposition of Kyle Tunison dated 23, 2024,  
10 Exhibit 6 to Plaintiff’s Motion for Class Certification, which discusses corporate processes  
11 and procedures, business strategies, and financial information. Disclosure of this non-public  
12 business information would result in competitive harm to Walgreens.

13 **Page 6:16-17**

14 The redacted quotation references an internal chat message exchange between  
15 Walgreens employees discussing corporate business processes and procedures and business  
16 strategies, Exhibit 7 to Plaintiff’s Motion for Class Certification. Disclosure of this non-  
17 public business information would result in competitive harm to Walgreens.

18 **Pages 9:24; 11:20**

19 The redacted information references Exhibit 8 to Plaintiff’s Motion for Class  
20 Certification containing highly sensitive, non-public, internal financial information, the  
21 disclosure of which would result in significant harm to Walgreens.

22 **Exhibit 1: Declaration of Michelle Leonard**

23 **Paragraphs 11, 20, 26, and 30**

24 The redacted quotations are from a single draft internal slide deck presentation,  
25 Exhibit 5, WAG0009267 – WAG0009276. As stated above, although it is unclear from  
26 where the graphics or statistics quoted originated, the slide deck is a non-public, internal  
27 document discussing corporate strategy, finance topics, and confidential, non-public  
28

1 consumer behavior analyses. Disclosure of this non-public business information would result  
2 in competitive harm to Walgreens. Exhibit 5 does not support Ms. Leonard's  
3 characterizations.

4 **Exhibit 4: WAG0009358 – WAG0009366**

5 This document is a non-public, internal slide deck discussing corporate strategy,  
6 finance topics, and confidential, non-public consumer behavior analyses. Disclosure of this  
7 non-public business information would result in competitive harm to Walgreens.

8 **Exhibit 5: WAG0009267 – WAG0009276**

9 This is a draft, non-public, internal the slide deck discussing corporate strategy,  
10 finance topics, and confidential, non-public consumer behavior analyses. Disclosure of this  
11 non-public business information would result in competitive harm to Walgreens.

12 **Exhibit 6: Excerpts from the 30(b)(6) Deposition of Kyle Tunison**

13 This exhibit is excerpts from the Rule 30(b)(6) deposition of Kyle Tunison dated 23,  
14 2024, which discusses corporate processes and procedures, business strategies, and financial  
15 information. Disclosure of this non-public business information would result in competitive  
16 harm to Walgreens.

17 **Exhibit 7: WAG0005697 – WAG0005699**

18 This document is an internal chat message exchange between two Walgreens  
19 employees discussing corporate business processes and procedures and business strategies,  
20 Disclosure of this non-public business information would result in competitive harm to  
21 Walgreens.

22 **Exhibit 8: WAG0005741**

23 This exhibit is a spreadsheet containing highly sensitive, non-public, internal financial  
24 information, the disclosure of which would result in competitive harm to Walgreens.

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

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Dated: March 19, 2024.

NELSON MULLINS RILEY & SCARBOROUGH, LLP

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