

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

CHAMBER OF COMMERCE OF
THE UNITED STATES OF
AMERICA; FORT WORTH
CHAMBER OF COMMERCE;
LONGVIEW CHAMBER OF
COMMERCE; AMERICAN
BANKERS ASSOCIATION;
CONSUMER BANKERS
ASSOCIATION; and TEXAS
ASSOCIATION OF BUSINESS,

Plaintiffs,

v.

CONSUMER FINANCIAL PROTECTION
BUREAU; and ROHIT CHOPRA, in his
official capacity as Director of the Consumer
Financial Protection Bureau,

Defendants.

Case No. 4:24-CV-213-P

APPENDIX
TO PLAINTIFFS' SUPPLEMENTAL BRIEF ON VENUE AND
RESPONSE TO DEFENDANTS' MOTION TO TRANSFER VENUE

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CONSUMER BANKERS
ASSOCIATION; AMERICA'S
CREDIT UNIONS; TEXAS
ASSOCIATION OF BUSINESS,

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Defendants.

Case No. 4:24-cv-213-P

DECLARATION OF MATTHEW MAHAR

I, Matthew Mahar, do hereby declare and state as follows:

1. I make this declaration in support of Plaintiffs' Response to the CFPB's Motion to Transfer. This declaration is based on my personal knowledge, and I could and would competently testify to its contents if called to do so.

2. I am the Senior Vice President, Financial Planning and Analysis of Synchrony Bank ("Synchrony"), which has its home office located at 170 Election Road, Suite 125, Draper, Utah.

Synchrony Bank is a wholly-owned subsidiary of Synchrony Financial. I have held this position since June 2022 and have been employed by Synchrony since June 2016.

3. Synchrony is a member of the Chamber of Commerce of the United States of America (“U.S. Chamber”), the Fort Worth Chamber of Commerce, the American Bankers Association and the Consumer Bankers Association.

4. Synchrony issues credit cards to consumers across the United States, including consumers residing in the Fort Worth Division of the Northern District of Texas, as well as consumers residing in the Tyler Division of the Eastern District of Texas.

5. Synchrony has a far stronger connection to Texas in general, as well as the Fort Worth and Tyler Divisions in particular, than it does to the District of Columbia.

6. *Cardholders.* As of December 31, 2023, Synchrony has approximately 6.4 million unique cardholders in Texas, including approximately 600,000 in the Fort Worth Division and approximately 200,000 in the Tyler Division. By contrast, Synchrony has approximately 71,000 cardholders in the District of Columbia.


7. *Retail Partners.* Synchrony provides a range of credit products, including credit cards, through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which, in our business we refer to as our “partners.” Synchrony’s partners have approximately 45,000 locations in Texas, including approximately 4,000 locations in the Fort Worth Division and approximately 1,000 locations in the Tyler Division. By contrast, Synchrony’s partners have approximately 500 locations in the District of Columbia.

8. Additionally, several major retailers with whom Synchrony partners have Texas headquarters, including JC Penney, At Home, Mattress Firm, Home Zone Furniture, and Hill Country Holdings.

9. *Receivables.* As of December 31, 2023, approximately 11% of Synchrony's total outstanding loan receivables were from Texas—the highest amount of any state. Approximately 0.1% of Synchrony's total outstanding loan receivables were from the District of Columbia—a smaller amount than in any state.

10. In 2023, Synchrony had approximately 20 million paper applications submitted across its hundreds of unique credit card programs.

I declare under penalty of perjury that the foregoing is true and accurate. Executed this
22nd day of March, 2024, at Stamford, Connecticut.

DocuSigned by:

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Matthew Mahar _____

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**JOINT DECLARATION OF BARON
SCHLACHTER AND BRUCE
BOWMAN AND SUPPLEMENTAL
DECLARATION OF BARON
SCHLACHTER IN SUPPORT OF
PLAINTIFFS' RESPONSE TO
DEFENDANTS' MOTION TO
TRANSFER VENUE**

JOINT DECLARATION OF BARON SCHLACHTER AND BRUCE BOWMAN

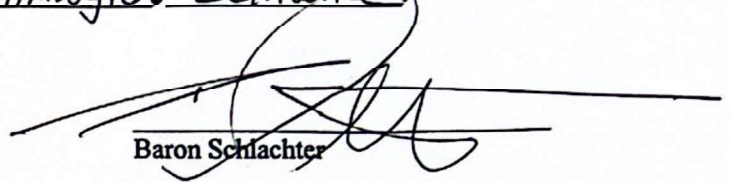
We, Baron Schlachter and Bruce Bowman, do hereby declare and state as follows:

1. Each of us makes this joint declaration in support of Plaintiffs' Brief in Response to Defendants' Motion for Transfer of Venue Pursuant to 28 U.S.C. § 1404(a). This joint declaration is based on personal knowledge and/or review of records and information gathered in the course of our normal duties, and each of us could and would competently testify to its contents if called to do so.

2. Baron Schlachter is the President of Comenity Bank (“Comenity”), which is headquartered at 1 Righter Parkway Suite 100, Wilmington, Delaware 19803 and has been so since 2021.
3. Bruce Bowman is the President of Comenity Capital Bank (“Comenity Capital”), which is headquartered at 12921 Vista Station Blvd., Draper, Utah 84020. and has been so since 2022.
4. Collectively, Comenity Bank and Comenity Capital Bank are herein referred to as the “Banks”.
5. The Banks issue credit cards to consumers across the United States, including in the Fort Worth Division of the Northern District of Texas and the Tyler Division of the Eastern District of Texas.
6. The Banks have a far stronger connection to Texas in general, and to the Fort Worth and Tyler Divisions in particular, than they do to the District of Columbia.
7. *Cardholders.* As of December 2023, the Banks had, combined, 253,000 cardholders in the Fort Worth Division and 83,000 unique cardholders in the Tyler Division, compared to only 40,000 unique cardholders within the District of Columbia.
8. *Retail Partners.* Among other products, the Banks provide credit cards through programs with a diverse array of retail clients. These clients have approximately 5,793 locations in Texas, compared to only 51 in the District of Columbia.
9. *Receivables.* As of December 31, 2023, approximately 10% of the Banks’ combined receivables were from Texas—the second highest amount of any state. Approximately 0.1% of their combined receivables were from the District of Columbia.

Each of us declares under penalty of perjury that the foregoing is true and accurate.

Executed this 24th day of March, 2024, at Wilmington Delaware.


Baron Schlachter

Executed this 24th day of March, 2024, at orem, Utah.


Bruce Bowman

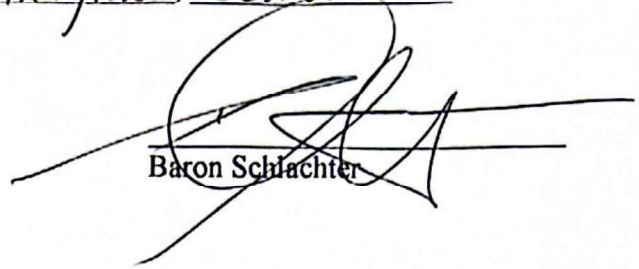
SUPPLEMENTAL DECLARATION OF BARON SCHLACHTER

I, Baron Schlachter, do hereby incorporate the declarations I made above and further make this supplemental declaration.

10. A change in disclosure terms takes months of work to accomplish. In the case of the changed terms noted in the CFPB's Appendix to its Motion to Transfer Venue, Comenity began working in July to be able to change terms for an expected inflation adjustment of the late fee safe harbor, which ultimately took place in January 2022. Because the CFPB's regulation predating this Final Rule called for annual adjustments to reflect changes in the Consumer Price Index, See Regulation Z § 1026.52(b)(ii)(D), and a Consumer Price Index came out in May 2021 suggesting that an inflationary adjustment for the safe harbor was needed, we were able to begin preparing for the expected adjustment to the late fee in July 2021. The Bureau eventually announced this adjustment on November 2, 2021. See Truth in Lending (Regulation Z) Annual Threshold Adjustments (Credit Cards, HOEPA, and Qualified Mortgages), 86 Fed. Reg. 60357, 60358 (Nov. 2, 2021). Because of our months-long preparatory work, we were able to give certain notices on December 6, 2021, of a change in terms that would be applicable as of January 31, 2022.
11. We did not know what the new safe harbor amount would be until the CFPB finalized its proposed rule on March 5, 2024, and thus could not complete the same preparatory work as in the example cited by the Bureau.

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

Executed this 24th day of March, 2024, at Wilmington, Delaware.



Baron Schlachter

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**DECLARATION OF KELLY HALL
IN SUPPORT OF PLAINTIFFS'
RESPONSE TO DEFENDANTS'
MOTION TO TRANSFER**

DECLARATION OF KELLY HALL

I, Kelly Hall, declare as follows:

1. I am the President and CEO of the Longview Chamber of Commerce. In that capacity, I oversee all of the Longview Chamber's operations. The Longview Chamber serves to enhance economic growth of the Longview trade area by focusing on education, promotion, and development of the business community, and those areas of the community affecting business.

2. The purpose of this declaration is to discuss the effects of a new rule announced by the CFPB pertaining to "Credit Card Penalty Fees." Credit Card Penalty Fees, Final Rule,

available at https://files.consumerfinance.gov/f/documents/cfpb_credit-card-penalty-fees_final-rule_2024-01.pdf.

3. Unless otherwise stated, this Declaration is based upon my personal knowledge and belief and/or upon my review of business records of the Longview Chamber. If called as a witness, I could and would testify competently thereto.

4. The Longview Chamber of Commerce is based in Longview, Texas, which is in Gregg County and thus within the Tyler Division of the Eastern District of Texas, see 28 U.S.C. § 124.

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

Executed this 22nd day of March 2024, at Longview, Texas.

A handwritten signature in black ink that reads "Kelly R. Hall". The signature is written in a cursive style with a large, looped initial "K".

Kelly R Hall

President/CEO