

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

ATG FUND II LLC, individually and on  
behalf of all others similarly situated,

Plaintiff,

v.

VPC IMPACT ACQUISITION HOLDINGS  
SPONSOR II, LLC, BRENDAN CARROLL,  
GORDON WATSON, CARLY ALTIERI,  
JOHN MARTIN, JOSEPH LIEBERMAN,  
and KAI SCHMITZ,

Defendants,

-and-

VPC IMPACT ACQUISITION HOLDINGS  
II,

Nominal Defendant.

Civil Action No. 23-1978-JSR

**DECLARATION OF JACOB MA-WEAVER IN SUPPORT  
OF (A) MOTION FOR FINAL APPROVAL OF SETTLEMENT, CLASS  
CERTIFICATION, AND PLAN OF ALLOCATION; AND (B) MOTION FOR  
ATTORNEYS' FEES, LITIGATION EXPENSES, AND INCENTIVE AWARD**

JACOB MA-WEAVER declares as follows:

1. I am the Managing Member of Cable Car Capital LLC, the General Partner of Funicular Funds LP (“Funicular”).

2. I submit this declaration in support of Lead Plaintiff’s Motion for Final Approval of Settlement, Class Certification, and Plan of Allocation (“Approval Motion”) and Lead Counsel’s Motion for Attorneys’ Fees, Litigation Expenses, and Incentive Award (“Fee Motion”).

3. I have personal knowledge of the matters set forth herein. I could and would testify competently to these matters.

4. Along with Camac Fund, LP and ATG Fund II LLC (“ATG”), Funicular was a member of the “Ad Hoc Group” that was formed to protect and represent the interests of Class A stockholders the parallel Cayman Islands litigation. In this capacity, I actively participated in litigation in the Cayman Islands and engaged with the Joint Official Liquidators (“JOLs”) and the Defendants in an effort to make a recovery for Class A stockholders. Among other things, Funicular and the other members of the Ad Hoc Group participated in extensive settlement discussions with the JOLs and Defendants’ principals over the course of 2023 and early 2024, which ultimately culminated in the Settlement.

5. I have reviewed the Stipulation and Agreement of Settlement, Compromise, and Release (the “Settlement Agreement”) dated June 12, 2024, as well as the Approval Motion, the Fee Motion, and their accompanying briefs. I believe that the Settlement Agreement provides tremendous value to Class A stockholders and is in the best interests of the Settlement Class. Funicular states its unqualified support for the Approval Motion.


6. Funicular supports the Fee Motion because an award of attorneys’ fees in the amount of 25% of the Settlement Fund appears to be fair and reasonable in light of the efforts of

counsel, their agreement to litigate on a fully contingent basis, and the favorable result for Class A stockholders brought about by the litigation.

7. Funicular also supports the litigation expense application because the expenses incurred were reasonable and necessary to advance and protect the claims of Class members, which ultimately resulted in the favorable Settlement. As of the date below, Funicular has incurred \$103,055.81 of out-of-pocket, unreimbursed expenses in connection with the retention of Cayman Islands counsel at Cambells, which was necessary in the view of Funicular and the members of the Ad Hoc Committee to protect the interests of Class A stockholders in the Cayman Islands proceeding.

8. Finally, Funicular supports ATG's request for an incentive award of \$50,000 in light of ATG's efforts in prosecuting this action and obtaining a recovery for the benefit of all Class A stockholders.

Executed this 22nd day of August, 2024.

  
Jacob Ma-Weaver (Aug 23, 2024 05:51 GMT+12)

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Jacob Ma-Weaver