UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., et al., Defendants.	Civil Action No. 14-1183 (BAH) Chief Judge Beryl A. Howell

JOINT DECLARATION OF JONATHAN GARDNER AND ANDREW D. ABRAMOWITZ IN SUPPORT OF (I) CLASS REPRESENTATIVES' MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION AND (II) CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND PAYMENT OF LITIGATION EXPENSES

We, JONATHAN GARDNER and ANDREW D. ABRAMOWITZ, declare as follows pursuant to 28 U.S.C. §1746:

1. Jonathan Gardner is a partner of the law firm of Labaton Sucharow LLP ("Labaton Sucharow") and Andrew D. Abramowitz is a partner of the law firm of Spector Roseman & Kodroff, P.C. ("Spector Roseman"). Labaton Sucharow and Spector Roseman serve as Court-appointed Class Counsel for Class Representatives, Caisse de dépôt et placement du Québec ("Caisse") and the City of Newport News Employees' Retirement Fund ("NNERF") (collectively, the "Lead Plaintiffs" or "Class Representatives") and the Class in the Action. We have been actively involved in prosecuting and resolving the Action, are familiar with its proceedings, and have personal knowledge of the matters set forth herein based upon our supervision and participation in all material aspects of the Action.[1]

2. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, we submit this declaration (the "Declaration") in support of Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Allocation. We also submit this Declaration in support of Class Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses. Both motions have the full support of Class Representatives. *See* Declaration of Jérôme Lussier

[1] All capitalized terms used herein that are not otherwise defined shall have the meanings provided in the Stipulation and Agreement of Settlement, dated as of June 19, 2018 (ECF No. 117-1) (the "Stipulation"), which was entered into by and among (i) Class Representatives, on behalf of themselves and the Class and (ii) Liquidity Services, Inc. ("LSI" or "the Company"), William P. Angrick III ("Angrick"), and James M. Rallo ("Rallo") (collectively, "Defendants").

on behalf of Caisse, dated August 30, 2018, attached hereto as Exhibit 1, and Declaration of Frank S. James on behalf of the NNERF, dated August 31, 2018, attached hereto as Exhibit 2.[2]

I. PRELIMINARY STATEMENT

3. The proposed Settlement now before the Court provides for the resolution of all claims in the Action and related claims (referred to and defined as "Released Claims" in the Stipulation) in exchange for a cash payment of $17,000,000. As detailed herein, the Class Representatives and Class Counsel respectfully submit that the Settlement represents a very favorable result for the Class in light of the significant risks of prevailing at trial or summary judgment, as to both liability and damages.

4. This case has been vigorously litigated from its commencement in July 2014 through the execution of the Stipulation. Over the course of more than three and a half years, Class Counsel engaged in comprehensive and vigorous litigation efforts in which they, *inter alia*: (i) conducted a thorough investigation into the Class's claims, including interviews with 31 former employees of LSI and other persons with relevant knowledge (20 of whom provided information as confidential witnesses); (ii) drafted a detailed consolidated class action complaint; (iii) opposed Defendants' motion to dismiss the complaint, which was denied in part and granted in part; (iv) successfully opposed Defendants' motion for reconsideration of the Court's rulings on the motion to dismiss; (v) successfully opposed Defendants' motion for partial summary judgment on the issue of reliance; (vi) successfully moved for class certification; (vii) issued class notice; (viii) engaged in extensive fact and class discovery, which included a

[2] Citations to "Exhibit" or "Ex.___" herein refer to exhibits to this Declaration. For clarity, citations to exhibits that have attached exhibits will be referenced as "Ex. __-__." The first numerical reference is to the designation of the entire exhibit attached hereto and the second alphabetical reference is to the exhibit designation within the exhibit itself.

comprehensive meet and confer process, taking or defending 15 depositions, reviewing approximately 500,000 pages of documents, and successfully moving to compel additional depositions from Defendants; (ix) worked with experts in the fields of damages, accounting, and the reverse supply chain industry to develop and support Lead Plaintiffs' claims; and (x) engaged in arm's-length negotiations to reach a resolution of the Action, including a mediation session and a month of subsequent telephonic mediated discussions before the Honorable Layn R. Phillips (Ret.).

5. The Class Representatives and Class Counsel believe that the Settlement is in the best interests of the Class. As discussed in detail below, the Settlement was achieved in the face of vigorous opposition by Defendants who would have, had the Settlement not been reached, continued to raise numerous defenses and were tenacious in their efforts to disprove the Class Representatives' claims. For example, Defendants would have continued to raise serious arguments challenging the falsity of the alleged misstatements, scienter and loss causation. Additionally, Defendants would likely argue that damages would not be significant and, in any event, much less than what the Class Representatives' expert estimates. Issues relating to damages (including Defendants' likely *Daubert* challenges) would likely have come down to an inherently unpredictable and hotly disputed "battle of the experts," with Defendants' experts focusing heavily on the method employed by Class Representatives (who bear the burden) of disaggregating potentially confounding news from the alleged fraud-related cause of the stock drops, among other things. Accordingly, in the absence of a settlement, there was a very real risk that the Class could have recovered nothing or an amount significantly less than the negotiated Settlement.

6. With respect to the proposed Plan of Allocation for the Net Settlement Fund, as discussed below, the proposed plan was developed with the assistance of the Class Representatives' damages expert, and provides for the distribution of the Net Settlement Fund to Class Members who submit Claim Forms that are approved for payment on a *pro rata* basis based on their losses attributable to the alleged fraud.

7. With respect to the Fee and Expense Application, as discussed in Class Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses ("Fee Memorandum"), the requested fee of 25% of the Settlement Fund is fair both to the Class and to Class Counsel, and warrants the Court's approval. This fee request is within the range of fee percentages frequently awarded in this type of action, is significantly *less than* the "lodestar" value of the legal services provided and is justified in light of the substantial benefits that Class Counsel conferred on the Class, the risks they undertook, the quality of their representation, the nature and extent of the legal services, and the fact that Class Counsel pursued the case entirely at their own financial risk. Class Counsel also seek $790,897.81 in litigation expenses, plus a collective request of $26,974.66 to reimburse the Class Representatives for their reasonable costs and expenses, including lost wages, pursuant to the PSLRA.

II. SUMMARY OF THE CLAIMS

8. As set forth in the Amended Complaint for Violations of the Federal Securities Laws (the "Complaint," ECF No. 35), LSI provides online auction marketplaces for surplus and salvage assets, also known as a "reverse supply chain." Complaint ¶37. A reverse supply chain provides for the redeployment and remarketing of assets such as retail customer returns, overstock products, and end-of-life goods or capital assets. *Id*. LSI primarily makes money by

buying and reselling goods, as well as retaining a percentage of the proceeds from the consignment sales it manages for its sellers. The Company operated during the Class Period through three divisions: (i) retail; (ii) capital assets; and (iii) public sector. *Id*. ¶¶45-51.

9. As detailed in the Complaint, the Class Representatives allege that Defendants made materially false and misleading statements and omissions concerning the organic growth of the Company's retail division, and the inorganic growth due to acquisitions. In attempting to transition from a business that was primarily dependent upon its contracts with the U.S. Department of Defense ("DoD") to a more diversified client base, Defendants allegedly fraudulently (1) portrayed LSI's retail division as a growth driver and downplayed the impact of competition, and (2) portrayed its acquisitions in the capital assets division – GoIndustry and Network International - in a positive light, even though Liquidity was having trouble successfully integrating GoIndustry and was experiencing various macroeconomic factors negatively impacting its energy vertical, of which Network International was a key component. *Id*. ¶¶58, 63-73. The Complaint alleges that through a series of partial corrective disclosures, the market learned the truth about the declining growth in the retail division and the troubles with the acquisitions. On May 8, 2014, the date of the final corrective disclosure, LSI reported substantial declines in gross merchandize volume ("GMV"), adjusted EBITDA, and adjusted diluted EPS. As a result, LSI's stock price fell from $17.31 per share on May 7, 2014 to $12.17 per share on May 8, 2014, a 29.7% drop. *Id*. ¶236.

10. The Complaint was brought against LSI and two of its officers, William P. Angrick (Chief Executive Officer) and James M. Rallo (Chief Financial Officer) for violations of

Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §§78j(b), 78t(a), and Rule 10b-5 promulgated thereunder, 17 C.F.R. §240.10b-5.

III. RELEVANT PROCEDURAL HISTORY

A. Commencement of the Action and Appointment of Lead Plaintiffs and Lead Counsel

11. On July 14, 2014, a securities class action complaint was filed in the United States District Court for the District of Columbia (the "Court") on behalf of investors in LSI. ECF No. 1.

12. Pursuant to Section 21D(a)(3) of the Exchange Act, 15 U.S.C. §78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 ("PSLRA"), on September 12, 2014, Caisse and NNERF moved together for appointment as co-lead plaintiffs (*see* ECF No. 22) and their respective counsel, Labaton Sucharow and Spector Roseman, sought appointment as co-lead counsel.[3] Four other movants also filed for appointment as lead plaintiff along with their respective chosen counsel, two of whom withdrew their motions. *See* ECF Nos. 20, 21, 24, and 25.

13. On October 14, 2014, the Court issued an order appointing Caisse and NNERF as Lead Plaintiffs pursuant to the PSLRA. ECF No. 32. By the same Order, the Court approved Lead Plaintiffs' selection of Labaton Sucharow and Spector Roseman as co-lead counsel for the class. *Id*.

[3] At the time of its appointment, Spector Roseman was known as Spector Roseman Kodroff & Willis, P.C. During the course of the Action, Mr. Willis joined Labaton Sucharow.

B. The Consolidated Complaint

14. On December 15, 2014, Lead Plaintiffs filed the operative Complaint. ECF No. 35. The Complaint was the result of a rigorous investigation by Class Counsel that included, among other things, the review and analysis of: (i) documents filed publicly by the Company with the SEC; (ii) press releases, news articles, and other public statements issued by or concerning the Company and the Defendants; (iii) research reports issued by financial analysts concerning the Company; (iv) other publicly available information and data concerning the Company; and (v) interviews with 31 individuals who were either former LSI employees or other persons with potentially relevant knowledge. Additionally, in preparing the Complaint, Class Counsel consulted with experts on issues related to damages.

15. In general, the allegations in the Complaint focused on the allegedly false and misleading statements issued by the Company concerning the Company's organic growth through margin expansion and inorganic growth through acquisitions. As set forth in the Complaint, between 2001 and 2005, the majority of the Company's revenue was earned through contracts with the DoD. Complaint ¶52. The DoD contracts, however, were up for renewal in 2014 and subject to a competitive bidding process, and therefore, the Company sought to expand into the retail markets and acquired a number of businesses to develop its retail and capital assets business. *Id*. ¶53, 56. The Complaint alleges that beginning in February 2012, the Company began to falsely tout its organic growth and fraudulently portrayed its margins as expanding and improving. *Id*. ¶¶105, 208. As alleged in the Complaint, Defendants were also dismissive of the Company's competition in the reverse supply chain space. *Id*. ¶¶11, 165, 185. The Complaint also alleged that Liquidity's position was strengthening due to its growth by acquisition within

its capital assets division. ¶¶193. Specifically, the Company acquired GoIndustry, a global provider of surplus asset management, auction and valuation services in August 2012, and touted that the deal would "significantly" expanded Liquidity's capital assets footprint. Likewise, Defendants allegedly failed to adequately and timely warn the market about then-known macroeconomic weakness in the energy vertical (its customers in the energy business) that would adversely affect its Network International acquisition.

16. The Complaint alleges that Defendants' statements during the Class Period regarding the retail division and competition did not paint an accurate picture of the Company's performance. As alleged, Defendant Angrick touted the Company's ability to maintain organic growth and spoke of strong organic growth opportunities with existing clients. *Id*. ¶¶137, 146. Defendants also allegedly made false and misleading statements about competition in the reverse supply chain space, stating, among other things, that the Company's competition was "not very formidable." *Id*. ¶¶11, 165, 185. Defendants also allegedly extolled the virtues of certain acquisitions as strengthening the Company's position in existing markets. *Id*. ¶¶122-23. These statements were allegedly made despite knowing that margins were stagnant (at best) in the retail business, due in part to heightened competition which was forcing the Company to accept new and re-negotiated contracts at far slimmer margins and, in some cases, at a loss. *Id*. ¶¶67, 132.

17. According to the Complaint, the Company also made false and misleading statements concerning its acquisition of GoIndustry. Defendants allegedly repeatedly misrepresented the degree of success Liquidity was having in integrating GoIndustry into Liquidity's business. For example, when discussing some difficulties with integrating GoIndustry, they allegedly revealed only logistical integration issues, not more troubling

integration issues such as those posed by the fact that GoIndustry's top European sales staff was leaving and taking their clients, while the remainder of its European sales force was unprofitable. The Complaint also alleges that Defendants falsely portrayed factors affecting Network International. According to the Complaint, Defendants failed to adequately warn the market about the specific, then-known negative developments in the energy vertical in a timely fashion after the August 2013 discovery of actual and significant macroeconomic weaknesses in that sector. Not only did the Company fail to disclose any such macroeconomic problems until nearly a year later, but, as former Liquidity employees explained, Liquidity senior management's ill-conceived interference with Network International's business compounded the problem by alienating its niche customer base.

18. The Complaint alleges that the truth about the organic growth in the retail division and the inorganic growth by acquisition was allegedly revealed in a series of partial corrective disclosures throughout the Class Period. On May 8, 2014, the day of the final corrective disclosure, the Company revealed that LSI suffered heavy, unforeseen losses and reported substantial declines in GMV, adjusted EBITDA, and adjusted diluted EPS. ¶¶62, 233. On this news, the price of LSI stock dropped 30%, from $17.31 on May 7, 2014 to $12.17 on May 8, 2014, a loss of $5.14 per share. ¶¶17, 236.

C. Defendants' Motion to Dismiss the Complaint

19. On March 2, 2015, Defendants moved to dismiss the Complaint. ECF No. 40. Defendants' memorandum cited dozens of cases and raised numerous legal issues aimed at undermining the Lead Plaintiffs' claims and allegations. Defendants argued that the Complaint

should be dismissed because the Lead Plaintiffs failed to plead: (i) that any of the challenged statements were false or misleading; (ii) loss causation; and (iii) a strong inference of scienter.

20. Regarding falsity of the alleged misstatements and omissions, Defendants argued, among other things, that the statements at issue are not actionable because they were true statements of historical fact as to LSI's financial or operating results. Defendants also argued that the statements regarding LSI's potential to sustain its profit margins and growth through improvements in client services and acquisitions are vague statements of corporate optimism that are immaterial as a matter of law. Additionally, Defendants argued that the challenged statements are immune from liability either under the PSLRA's "safe harbor" for forward-looking statements or the "bespeaks caution" doctrine. For example, Defendants argued that the statements on financial guidance and future earnings were specifically identified as forward-looking and accompanied by meaningful cautionary language, including language that informed investors of the risks that ultimately materialized regarding a changing competitive environment and difficulties in integrating acquired businesses. Defendants also argued that most of the challenged statements were inactionable puffery.

21. Regarding scienter, Defendants argued that the Complaint's reliance on confidential witnesses does not provide strong circumstantial evidence of scienter because: (i) the Complaint failed to plead any facts showing that any confidential witness had contact with either of the Individual Defendants; (ii) none of the confidential witnesses had involvement with LSI's financial reporting; (iii) the confidential witness allegations were vague and conclusory; and (iv) the confidential witnesses provided no facts demonstrating what Defendants knew, or when they knew it, as to what the accurate financials supposedly should have been and why.

22. Defendants also argued that the Complaint's insider trading allegations fail to raise a compelling inference of scienter. First, Defendant Rallo did not sell any stock at all, thereby undermining any allegations of motive as to the other Defendants who did. As for Defendant Angrick, Defendants argued that the Complaint fails to allege facts establishing that the timing or amount of his sales were suspicious, and that despite his sales, Angrick remained LSI's largest stockholder.

23. Regarding loss causation, Defendants stated that the Lead Plaintiffs do not plead any corrective disclosure that revealed the falsity of a prior misstatement or the existence of any prior omission of material fact. In particular, Defendants argued that the May 8, 2014 release did not reveal or correct any prior misstatements, nor did it restate any financial results; rather, it reported a new event – namely, that the DoD had declined to renew a previously profitable contract and new reduced forward looking guidance.

24. On April 27, 2015, the Lead Plaintiffs filed their opposition to Defendants' motion to dismiss. ECF No. 41. The Lead Plaintiffs argued that, with respect to the falsity of Defendants' statements, the Complaint contains a wealth of misrepresentations and omissions that primed investors to focus on and expect sustained margins and continued growth through acquisitions. Lead Plaintiffs argued that the Complaint shows why Defendants' statements concerning the Company's growth through sustained margins, increased overall sales, and the profitable entry into new markets by acquisition were false and/or misleading when made. For example, the Complaint contained allegations from confidential witnesses describing a slackening in organic growth and shrinking margins due to increased competition. Lead Plaintiffs also pointed to allegations that there was inflated internal reporting of retail sales.

25. The Lead Plaintiffs argued that Defendants' puffery argument failed because Defendants "cherry-picked" from the Complaint a list of statements and urged the Court to view them in isolation, thereby stripping them of their context and omitting relevant information that made them material and actionable. The Lead Plaintiffs also argued that the alleged misrepresentations are not protected by the PSLRA safe harbor as forward-looking statements because the statements were not forward-looking; rather, they were misstatements and omissions of present-day fact. Additionally, even if the statements could be considered forward-looking, they were not accompanied by meaningful cautionary language and, in any event, the potential risks had already occurred and were known at the time by Defendants.

26. The Lead Plaintiffs argued that Defendants' scienter arguments fail because the statements of the confidential witnesses referred to in the Complaint are reliable and their allegations corroborate each other as to the essential allegations of the Complaint, including dwindling margins and inflated sales reporting, among other allegations. The Lead Plaintiffs also argued that Defendants had knowledge of the true state of affairs through their access to and receipt of information through reports, attendance at meetings, and dialogue with subordinates and that the reporting mechanisms at the Company guaranteed that key data was communicated up the chain to senior management. This, the Lead Plaintiffs argued, established that Defendants were aware that sales generation was being impacted by competition, that retail margins were shrinking, and that the integration of certain acquisitions was not successful.

27. The Lead Plaintiffs also argued that the magnitude of Defendant Angrick's Class Period stock sales – 1.6 million shares (25% of his holdings) – was sufficiently suspicious to demonstrate scienter and that Defendants' arguments regarding his sales were not supported by

the case law. Additionally, the Lead Plaintiffs argued that contrary to Defendants' suggestion, Defendant Rallo did sell LSI stock during the Class Period and, although the amounts were far less than Angrick's sales, they were suspicious.

28. Regarding loss causation, the Lead Plaintiffs argued that they alleged a direct link between the alleged misstatements falsely touting the Company's organic and inorganic growth, and the multiple corrective statements that leaked out during the Class Period leading up to the ultimate disclosure on May 8, 2014. The Lead Plaintiffs also argued that Defendants misconstrued the news that the DoD declined to renew a previously profitable contract as new information when it was not. Lead Plaintiffs additionally argued that a corrective disclosure can come from any source, including securities analysts.

29. On June 1, 2015, Defendants filed a reply brief in further support of their motion, expanding on the arguments in their opening brief. ECF No. 48.

D. The Court's Order on Defendants' Motion to Dismiss the Complaint

30. On March 31, 2016, the Court issued an Order granting in part and denying in part Defendants' motion (ECF No. 52) and a Memorandum Opinion (ECF No. 53). The Court noted that the allegedly false and misleading statements fall into two categories: (1) public statements regarding the organic growth of LSI's retail and commercial capital assets divisions; and (2) public statements and omissions regarding LSI's inorganic growth through its acquisitions. Memorandum Opinion at 19-20. The Court denied the motion to dismiss with respect to the statements regarding the organic growth of the retail division and granted the motion to dismiss with respect to the other allegations in the Complaint.

31. With respect to the falsity of Defendants' statements, the Court noted that, accepting the allegations of the Complaint as true, by "misstating the key drivers of LSI's apparent overall health, the defendants actively concealed LSI's unsuccessful attempt to 'diversify away from its dependence on its DOD relationship' which permitted investors to believe that 'revenue growth is robust.'" Memorandum Opinion at 22. The Court also found that "statements regarding the positive performance of LSI's retail division are particularly material because the plaintiffs have alleged that the sales numbers may in fact have been inflated, by as much as ten percent, and thereby affected earnings reports, even if that division was a small portion of Liquidity's source of revenue." *Id*. at 23. Indeed, the Court found that "seven confidential witnesses, from various departments holding different levels of positions, spoke of decreasing margins and profits in the retail and commercial capital assets segments, and purposeful inflation of sales figures within the retail segment." *Id*. at 21. Additionally, the Court further noted that any "cautionary language regarding the possibility that increased competition may result in reduced operating margins . . . is undermined by conflicting statements by the defendants that the competition LSI faced was not at all 'formidable.'" *Id*. at 25-26.

32. With respect to scienter, the Court found that "eleven confidential witnesses . . . provided sufficient information about the defendants' knowledge of the retail and commercial capital assets divisions' weak performance. . . ." *Id.* at 31. The confidential witnesses detailed how the true state of LSI's retail division was known at the highest levels of management, including by the CEO and CFO—Defendants Angrick and Rallo, respectively. Moreover, the Court found that Defendant Angrick's insider trading "raises at least a whiff of foul play." *Id.* at

35. The Court thus found that the facts alleged created "a strong and cogent inference of scienter." *Id.*

33. Regarding loss causation, the Court found Defendants' arguments "unavailing" because plaintiffs are only required to show that the retail and commercial capital assets segments were not as strong as previously indicated, which the May 8 release, as well as other releases, does. *Id*. at 38. Additionally, the Court held that the May 8 release was not the first time the market would learn of the loss of the DoD contract. *Id*.

34. On May 16, 2016, Defendants filed their Answer to the Complaint, denying the Complaint's substantive allegations and raising 21 affirmative defenses. ECF No. 56.

E. Defendants' Motion for Reconsideration of the Court's Order on the Motion to Dismiss

35. On November 21, 2016, following four depositions, Defendants moved for reconsideration of the Court's Memorandum Opinion denying Defendants' motion to dismiss claims relating to the retail division. ECF No. 73. In their motion, Defendants argued that because certain confidential witnesses cited in the Complaint and in the Court's Memorandum Opinion had since recanted their statements, the Court should reconsider its decision on the motion to dismiss. After briefing on this motion, which Lead Plaintiffs opposed, the Court denied Defendants' motion, without prejudice, by Minute Order on December 21, 2016. Defendants contended that they could renew their arguments about the confidential witnesses at summary judgment, which would constitute an ongoing risk as the litigation proceeded.

F. Lead Plaintiffs' Motion for Class Certification and Defendants' Motion for Partial Summary Judgment on Reliance

36. On September 2, 2016, the Lead Plaintiffs filed their Motion for Class Certification and Appointment of Class Representatives and Class Counsel. ECF No. 64. In connection with this motion, the Lead Plaintiffs submitted an expert report by Chad Coffman, CFA, who opined on market efficiency and whether the calculation of damages was subject to a common methodology. *See* ECF No. 64-4. Defendants deposed Mr. Coffman on February 14, 2017.

37. In connection with class certification, Defendants deposed Lead Plaintiffs' investment advisors. On October 18, 2016, Defendants deposed Mathieu Sirois of Van Berkom and Associates. On November 29, 2016, Defendants deposed Alexander McLean of New South Capital Management and on January 9, 2017, Defendants deposed Alexander Yakirevich of Pier Capital. Defendants also deposed representatives of each Lead Plaintiff.

38. Defendants opposed the class certification motion on March 14, 2017, arguing, among other things, that certification should be denied because the Lead Plaintiffs cannot satisfy the adequacy and typicality requirements of Rule 23(a) or the predominance requirement of Rule 23(b)(3). ECF No. 81.

39. On April 5, 2017, Defendants moved for partial summary judgment on the issue of the Lead Plaintiffs' reliance. ECF No. 83. Defendants argued that there was no genuine issue that the Lead Plaintiffs, through their investment advisors, did not rely on the integrity of the market for LSI stock, and therefore the fraud-on-the market presumption under *Basic Inc. v. Levinson*, 485 U.S. 224 (1988), was rebutted.

40. On May 16, 2017, the Lead Plaintiffs submitted an omnibus (a) reply memorandum in further support of class certification, and (b) opposition to Defendants' motion for partial summary judgment on the issue of reliance. ECF No. 89.

41. By Order dated September 6, 2017 (ECF No. 100) and Memorandum Opinion also dated September 6, 2017 (ECF No. 101), the Court granted the Lead Plaintiffs' motion and certified the Class. The Court appointed Lead Plaintiffs Caisse and the NNERF as Class Representatives and appointed Labaton Sucharow and Spector Roseman as Class Counsel. *Id.* In the same Order, the Court denied Defendants' motion for partial summary judgment.

42. On November 17, 2017, the Class Representatives filed an unopposed motion to approve the form and content of the Notice of Pendency of Class Action (the "Class Notice") and Summary Notice of Pendency of Class Action (ECF No. 109), which was granted on November 21, 2017 (ECF No. 111). Beginning with the initial mailing on December 21, 2017, the Class Notice was mailed to over 72,500 potential Class Members. ECF No. 115 ¶8. The Class Notice notified potential Class Members of, among other things: (i) the pendency of the Action against Defendants; (ii) the Court's certification of the Action to proceed as a class action on behalf of the certified Class; and (iii) their right to request to be excluded from the Class, the effect of remaining in the Class or requesting exclusion, and the requirements for requesting exclusion. The Class Notice was also posted on the website for the Action and the Summary Notice was published in *Investor's Business Daily* and disseminated over the internet using *PRNewswire*. ECF No. 115 ¶¶ 9-10. Six (6) valid requests for exclusion from the Class were received in connection with the Class Notice. *Id*. ¶¶12-14 and Exhibit E attached thereto.

IV. DISCOVERY

43. The Class Representatives ultimately reviewed and analyzed approximately 500,000 pages of documents produced by Defendants and third parties; took eight depositions of fact witnesses; defended two depositions of the Class Representatives; participated in four depositions of confidential witnesses referenced in the Complaint; negotiated and resolved myriad discovery disputes, with Defendants (with the assistance of the Court when necessary); and defended one expert deposition in connection with class certification.

A. Extensive Fact Discovery Propounded on Defendants

44. The Class Representatives served their first set of document requests on Defendants on May 13, 2016. Defendants served their responses and objections to the document requests on June 20, 2016 and their amended responses and objections on August 8, 2016. On September 21, 2016, the Class Representatives served Defendants with their first set of interrogatories, which Defendants responded to on October 24, 2016. The Class Representatives' second set of document requests and interrogatories were served on Defendants on October 11, 2016. Defendants submitted their responses to these requests and interrogatories on November 14, 2016. Additional interrogatories were served on Defendants on November 30, 2017 and February 23, 2018.

45. On July 18, 2016, the Class Representatives served Defendants with their first set of requests for admission. Defendants served their responses on the Class Representatives on August 22, 2016.

46. In total, this discovery included two sets of document requests containing 38 individual requests, four sets of interrogatories containing a total of six individual interrogatories

to Defendant LSI, 13 individual interrogatories to Defendant Angrick, and 11 individual interrogatories to Defendant Rallo, and two sets of requests to admit containing a total of 112 requests for admission.

47. On January 10, 2017, the Parties finalized and executed the Agreed Protocol Governing Procedures for use of Predictive Coding in Identifying Relevant Discovery Materials which provided, among other things, that Defendants would use predictive coding to identify relevant material in response to discovery requests, as opposed to other methods of gathering documents, such as searching electronically stored information through search terms.

48. Defendants' objections, responses, and answers to the Class Representatives' discovery requests, as well as the Class Representatives' objections, responses, and answers to Defendants' discovery requests (set forth below) prompted numerous meet and confer sessions between the Parties as to the scope and manner of document production, interrogatories, and requests for admission, including issues pertaining to predictive coding and the relevant time period, and other disputes related to the requests. Through this effort, the Parties were able to reach an understanding as to the appropriate scope of Defendants' discovery on many issues, with a few notable exceptions that required the Court's assistance. *See infra* §IV.E (Discovery Disputes). While continuing to meet and confer on the scope of document production, on or about August 2016, Defendants began their rolling production of documents.

49. The Class Representatives conducted an efficient review of documents produced by Defendants and non-parties, totaling approximately 500,000 pages. To facilitate a cost and time-efficient document review process, all of the documents were placed in an electronic database that was maintained at a secure facility on servers that were administered by Precision

Discovery. A platform called Relativity was used to organize the data. A team of experienced attorneys reviewed and analyzed the production, over the course of nearly one year. These attorneys were focused on reviewing Defendants' document production for the purpose of preparing for depositions, and ultimately trial, with many of them assisting in additional stages of deposition preparation, as well as providing information to support statements and assertions in the Class Representatives' responses to interrogatories and in connection with preparing for mediation.

50. The review of Defendants' documents was accomplished through a combination of the efforts of the team of attorneys noted above, and leveraging analytics software to accurately focus on the most relevant documents in the most cost effective manner. The software, referred to as TAR (technology assisted review), is a process that utilized artificial intelligence in assisting attorneys in culling, searching, and reviewing the documents. TAR allowed the attorneys to narrow the universe of documents that needed to be reviewed by focusing on the most significant material. Once the universe of documents was narrowed, the attorneys conducted targeted searching through text, author and/or recipients, type of document (e.g., emails, memoranda, SEC filings), date, Bates number, etc. to identify relevant, irrelevant, and hot documents for additional review.

51. The document review attorneys also participated in frequent meetings with more senior attorneys—generally on a weekly basis—to discuss important documents, deposition preparation efforts, and case strategy.

B. The Class Representatives' Depositions of Fact Witnesses

52. Class Counsel conducted five fact-witness depositions of witnesses affiliated with LSI. Additional depositions were in the process of being scheduled when the Parties agreed to resolve the Action. The depositions Class Counsel conducted included:

(a) Christian Hensel (Senior Manager of Analytics at LSI; 30(b)(6) representative) on September 19, 2017 in New York, NY;

(b) Julie Davis (Investor Relations at LSI; 30(b)(6) representative) on September 28, 2017, in Denver, CO;

(c) Girish Jaguste (Manager of Pricing and Optimization in LSI's Analytics Group) on January 5, 2018 in Washington, D.C.;

(d) Timothy Hwu (Director of Channel Optimization at LSI) on January 23, 2018 in Washington, D.C.;

(e) Brian Johnson (Vice President of Operations in the Retail Supply Chain Retail Group of LSI) on January 24, 2018 in Washington, D.C.

C. Discovery Propounded on Class Representatives

53. Defendants aggressively sought discovery from the Class Representatives. Defendants' discovery requests led to the production of approximately 120,000 pages of documents, two depositions of the Class Representatives' personnel, and participation in multiple meet-and-confer sessions. Defendants served on Caisse and NNERF one set of document requests and three sets of interrogatories. In all instances, the Class Representatives objected on the basis that Defendants' discovery requests were exceedingly broad and sought documents that were protected by various privileges and protections. As a result of the breadth of Defendants' requests, the Parties engaged in a series of meet-and-confer conferences to negotiate the scope of the Class Representatives' production.

54. Defendants deposed the Class Representatives. Defendants deposed Tonya Anne O'Connell, Administrator at NNERF, who testified as a Rule 30(b)(6) witness for NNERF, on February 24, 2017, in New York, New York, and deposed Paul Eric Naud, Director of External Portfolio Management at Caisse, who testified as a Rule 30(b)(6) witness for Caisse, on March 7, 2017 in Washington, D.C.

D. Non-Party Discovery

55. The Class Representatives served non-party discovery, including subpoenas on approximately 25 non-parties. In total, approximately 223,000 pages of documents were produced by various non-parties. Defendants also deposed representatives from three non-parties. These depositions included the following:

(a) Mathieu Sirois (Van Berkom and Associates) on October 18, 2016 in Montreal, Quebec;

(b) Alexander McLean (New South Capital Management) on November 29, 2016 in Washington, D.C.; and

(c) Alexander Yakirevich (Pier Capital) on January 9, 2017 in Hoboken, N.J.

56. Subpoenas were also served on certain confidential witnesses mentioned in the Complaint. As noted above, the depositions of four confidential witnesses were taken by the Parties.

E. Discovery Disputes

57. As described above, discovery in this matter was both intense and substantial. The Parties held dozens of meet-and-confer sessions throughout discovery and, for the most part, were able to resolve many disputes in the absence of Court intervention. On several occasions, however, the Parties sought the assistance of the Court.

58. For example, the Class Representatives propounded detailed discovery requests to Defendants including requests concerning the various divisions of LSI. However, Defendants refused to produce documents concerning any division of LSI except for documents concerning the retail division. Class Representatives moved to compel the discovery, which Defendants opposed by seeking a protective order. On August 22, 2016, pursuant to the Court's Standing Order requiring the submission of a description of the issues in dispute prior to the filing of a discovery motion, the Parties submitted a Joint Status Report regarding these disputes.

59. On October 14, 2016, the Court held a hearing on the discovery motion. At the hearing, Defendants argued that by granting the motion to dismiss, in part, as to the inorganic growth by acquisition allegations, the Court had limited the case to those allegations involving only the retail division. Class Representatives argued that the false statements sustained by the Court touched on the Company as a whole – including all its divisions, and that in any event, Class Representatives needed financial information about the Company's other divisions - including the DOD - in order to provide context for the allegations concerning the retail division. The Court granted Defendants' motion for a protective order and denied Class Representatives' motion to compel. In doing so, the Court effectively limited the scope of discovery that Class Representatives would be entitled to.

60. On June 29, 2017, also pursuant to the Court's Standing Order regarding discovery disputes, the Parties submitted a letter to the Court regarding the Class Representatives' concerns with Defendants' predictive coding process and the timeliness of Defendants' productions. The letter also included Defendants' concerns with respect to the Class Representatives' productions, namely that NNERF allegedly refused to search the files of

members of its investment committee and the Class Representatives' refusal to produce documents that post-date November 2014. A hearing was held before the Court on July 6, 2017, at which point the Court heard the Parties' positions with regard to predictive coding. The Court instructed the Class Representatives to set forth a list of questions to Defendants, in order to provide the Class Representatives with additional transparency regarding the predictive coding process. The Court also encouraged the Parties to reach an agreement on these issues before making a formal motion before the Court.

61. On July 14, 2017, the Class Representatives submitted a letter to Defendants pursuant to the Court's instructions at the July 6, 2017 hearing that addressed questions concerning the predictive coding process, along with other concerns regarding deficiencies in the document production. Defendants responded by letter dated July 19, 2017, and noted some issues regarding the Class Representatives' request to identify responsive documents in Defendants' control and training sets. Further correspondence was exchanged on these issues, along with meet and confer sessions in late July and early August 2017, until the Parties ultimately came to a resolution on many of the areas in dispute.

62. On November 22, 2017, pursuant to the Court's Standing Order, the Parties submitted a letter to the Court regarding the Class Representatives' request for more than the 10 depositions allowed by the Federal rules. On November 30, 2017, the Court held a telephonic hearing and agreed to enlarge the number of depositions that Class Representatives could take to 14.

V. SETTLEMENT NEGOTIATIONS

A. Mediation

63. In December 2017, the Parties engaged the Honorable Layn R. Phillips (Ret.), a well-respected and highly experienced mediator and retired federal judge, to assist them in exploring a potential negotiated resolution of the claims in the Action. In advance of the mediation, Class Counsel and Defendants' Counsel met to preliminarily discuss settlement-related issues and, thereafter, the Parties exchanged mediation statements, which addressed issues bearing on both liability and damages, and discussed the Parties' respective views of the claims and alleged damages. On February 8, 2018, the Parties participated in a full-day mediation session in New York, NY with Judge Phillips in an attempt to reach a settlement. A settlement, however, was not reached at that time.

64. Following the mediation, Judge Phillips continued his efforts to facilitate discussions in order to achieve a resolution of the Action. The Parties ultimately reached an agreement-in-principle to settle the Action on March 7, 2018 and, after further negotiations, executed a Term Sheet as of April 12, 2018. The Parties thereafter negotiated the terms of the Stipulation, which was executed on June 19, 2018 and filed with the Court on June 20, 2018. ECF No. 117-1.

65. On June 20, 2018, the Class Representatives moved for preliminary approval of the Settlement. ECF No. 116. On June 21, 2018, the Court entered the Preliminary Approval Order, authorizing that notice of the Settlement be sent to Class Members and scheduling the Settlement Hearing for October 5, 2018, to consider whether to grant final approval to the Settlement. ECF No. 118.

VI. CLASS REPRESENTATIVES' COMPLIANCE WITH PRELIMINARY APPROVAL ORDER AND REACTION OF THE CLASS TO DATE

66. Pursuant to the Preliminary Approval Order, the Court appointed the Garden City Group, LLC ("GCG") as the Claims Administrator and instructed GCG to disseminate copies of the Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses and Proof of Claim (collectively the "Claim Packet") by mail and to publish the Summary Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses.

67. The Settlement Notice, attached as Exhibit A to the Affidavit of Brian Stone Regarding (A) Mailing of the Settlement Notice and Proof of Claim Form; (B) Publication of Summary Notice; and (C) Website and Telephone Helpline, dated August 30, 2018 ("Mailing Affidavit") (attached as Exhibit 3 hereto), provided potential Class Members with information about the terms of the Settlement and, among other things: their right to opt-back into the Class (for those who previously requested exclusion in connection with the Class Notice); their right to object to any aspect of the Settlement, the Plan of Allocation, or the Fee and Expense Application; and the manner for submitting a Claim Form in order to be eligible to receive a payment from the net proceeds of the Settlement. The Settlement Notice also informed Class Members of Class Counsel's intention to apply for an award of attorneys' fees of no more than 25% of the Settlement Fund and for payment of litigation expenses in an amount not to exceed $980,000.

68. As detailed in the Mailing Affidavit, on July 6, 2018, GCG began mailing Claim Packets to potential Class Members, as well as banks, brokerage firms, and other third party nominees whose clients may be Class Members. Ex. 3 ¶4. To disseminate the Settlement Notice, GCG used the names and addresses of potential Class Members from the mailing file that

GCG compiled in connection with the Class Notice, and those received from banks, brokers, and other nominees. *Id.* ¶¶4-7. In total, to date, GCG has mailed 93,001 Claim Packets to potential nominees and Class Members by first-class mail, postage prepaid. *Id.* ¶7.

69. On July 16, 2018, GCG caused the Summary Notice to be published in *Investor's Business Daily* and to be transmitted over the *PR Newswire*. *Id.* ¶8 and Exhibits B & C attached thereto.

70. GCG also maintains and posts information regarding the Settlement on a dedicated website established for the Action, www.LiquiditySecuritiesLitigation.com, to provide Class Members with information, as well as downloadable copies of the Claim Packet and the Stipulation. *Id*. ¶9.

71. Pursuant to the terms of the Preliminary Approval Order, the deadline for Class Members to submit objections to the Settlement, the Plan of Allocation, or the Fee and Expense Application, or to opt back into the Class is September 14, 2018. To date, no objections to the Settlement have been received and the Claims Administrator has received no requests to opt-back into the Class. *Id*. ¶12. Class Counsel will respond to any objections in their reply papers, which are due September 28, 2018.

VII. RISKS FACED BY CLASS REPRESENTATIVES IN THE ACTION

72. As detailed above, the core allegations remaining in this case are that Defendants made materially false and misleading statements during the Class Period regarding the organic growth of the Company's retail division. While the Class Representatives believe that the claims asserted against Defendants are meritorious, they recognize that the Action presents a number of significant risks to establishing the falsity of the alleged misstatements and that Defendants acted

with scienter. In addition, even if Class Representatives are able to overcome the risks to establishing liability, they face very serious risks in proving loss causation and damages.

A. Risks Concerning Liability

73. Class Representatives face real risks concerning their ability to prevail in the Action. As a preliminary matter, this case does not involve a restatement of financial information, there have been no government investigations into the conduct at issue, no consent decrees or judgments, and there have been no findings or admissions of guilt by the Company or the Individual Defendants, any one of which would have significantly aided in establishing liability. Each element of the claims would have to be established by Class Representatives based on the discovery obtained.

1. Risks in Proving Falsity of Alleged Misstatements

74. At summary judgment and at trial, Defendants would argue that the Class Representatives would not be able to prove that the alleged misstatements regarding the retail division are actionable. Among other things, Defendants would likely argue that the challenged statements about competition in the retail division were in fact accurate, or at most were immaterial comments about the general nature of LSI's business environment, and are identical to the kind of vague, non-specific statements that companies routinely make and that courts often dismiss as puffery.

75. Defendants would also likely argue that internal data shows that retail sales were actually stronger during the Class Period than at any time prior, that the retail division made a positive contribution to LSI's overall performance, and that its performance from February 2012 until March 31, 2014 vastly exceeded the pre-Class Period when the retail contribution margin

was negative. In response, among other things, the Class Representatives would seek to present evidence that the margins were negatively affected during the Class Period, and that Defendants downplayed the challenges posed by competition and that the Company and senior management was aware that competitors were applying pricing pressure to the retail division.

76. Defendants would also contend that Defendants' statements reporting LSI's financial guidance and expectations about margins for the Company were either accurate statements of historical earnings or forward-looking statements that were accompanied by meaningful cautionary language and not disbelieved by the speakers when made, and generally proved to be accurate.

2. Risks Concerning Scienter

77. One of Defendants' primary defenses is that they did not act with scienter, which is generally the most difficult element of a securities fraud claim for a plaintiff to prove. In this case, Defendants have advanced numerous scienter arguments that pose very significant hurdles to proving that they acted with an intent to commit securities fraud or with severe recklessness.

78. Defendants would likely argue that the Class Representatives would not be able to prove scienter by relying on Angrick's alleged suspicious stock sales. Defendants would attempt to show that Angrick's stock sales, which constituted 25% of his holdings over a 27 month period, (i) were made with the knowledge, approval, and oversight of the Company's general counsel and Board of Directors, to diversify his personal finances; (ii) ended more than six months before the end of the Class Period; (iii) were mostly made at prices 36-48% below the Class Period high; (iv) were only 30% higher than his sales made during the 27 months before the 27-month Class Period; and (v) were not made on days right after public releases of good

results or right before releases of bad results – and that before the Class Period, he had publicly announced his intention to sell even more shares than he actually sold.

79. The Class Representatives, among other things, would seek to provide evidence that not every sale was individually approved by the Board, and that the evidence shows that Angrick requested the Board to approve changes to LSI's Insider Trading Policy that would allow his stock sales within the policy to avoid an exception from the Board.

80. The Class Representatives would also seek to put forth evidence obtained through discovery showing that Defendants Angrick and Rallo were closely monitoring LSI's competition, margins, GMV, and other key metrics, and were aware of the problems that Class Representatives had alleged. For example, the Class Representative would present evidence of internal presentations to LSI's Board showing that Angrick and Rallo were kept apprised of the margin and competition issues facing the retail division, as well as Account Management Reports that detailed weekly updates on GMV, gross margins, and other data points in the retail division.

81. However, Defendants would argue in response that the objective data did not show a significant decline in retail margins and that competition was, true to Defendants' word, not formidable during the Class Period. Even if there were declines in the retail segment, these were either immaterial or they were disclosed to the market. In any case, the fact that Defendants Angrick and Rallo had access to data does not mean they acted with intent; in other words, there could be no intent if there is no fraud.

3. Risks Related to Loss Causation and Damages

82. Even assuming that the Class Representatives overcome the above risks and successfully establish liability, Defendants have very substantial arguments that the Class Representatives would not be able to prove loss causation and, as a result, damages.

83. Class Representatives retained an expert to analyze loss causation and economic damages. This analysis demonstrates, in their view, that there was a statistically significant decline in the market price of LSI common stock associated with corrective disclosures on (i) July 1, 2012; (ii) January 31, 2013; (iii) June 6, 2013; (iv) July 16, 2013; (v) October 7, 2013; (vi) November 21, 2013; and (vii) May 8, 2014. Class Representatives' expert also estimated aggregate damages suffered by the Class by looking at trading information for institutional investors and supplemented this with a proportional two-trader model. Based on the results of an event study and after factoring in disaggregation, Class Representatives' expert estimated maximum aggregate damages of approximately $415 million – assuming that (1) Class Representatives could prove falsity throughout the entirety of the Class Period, (2) that all seven corrective disclosures were found by a jury to be corrective of false statements, and (3) that Class Representatives' expert could disaggregate the retail related information from the non-retail related information for each of the seven corrective disclosure dates.

84. Defendants would likely contend that the Class Representatives could not link any drop in the stock price to a false statement about retail competition, sales, or margins; but rather that the stock price declines correlated directly to adverse accurate facts and negative forward-looking guidance. And that, without evidence that the alleged misstatements were the source of artificial stock price inflation, the Class Representatives cannot prove that "correction" of those

alleged misstatements caused the stock price decline. Likewise, Defendants would state that none of the supposed corrective disclosures are "corrective" of anything, much less corrective of prior allegedly false or misleading statements as to retail competition, organic growth, or margins. Moreover, Defendants would point out that not a single corrective disclosure addresses LSI's competitive position and, therefore, any supposed fraud about competition has never been corrected and, thus, could not have caused any price decline.

85. If Defendants were able to convince a jury that some or all of the corrective disclosures did not actually correct misleading statements (or that there weren't any misleading statements to correct because the statements were all true when made), then the Class Period might be shortened and damages would be significantly reduced. For example, if Defendants were able to convince a jury that no false statements were made until 2013, and there were no corrective disclosures on July 2, 2012 or January 31, 2013, then class wide damages (assuming all other corrective disclosures listed above stayed actionable) would decrease to approximately $118 million (if pre-class period gains were subtracted).

86. The Parties strongly disagree with each other's damages analyses and their respective methodologies, including the method of disaggregating potentially "confounding" news, including accurate historical or forward-looking statements, from the alleged fraud-related cause of the stock drops. The Class Representatives' damages expert opined that there was a statistically significant decline in the market price of LSI common stock associated with corrective disclosures on the seven dates listed above, and one event where there was a statistically significant stock price increase associated with alleged misstatements. The expert

performed a detailed analysis to disaggregate any non-fraud related factors for each of the event dates.

87. However, Defendants would likely argue that the Class Representatives' expert's opinion did not, and that he could not: (i) disaggregate the effect of the confounding information and other non-fraudulent, LSI specific events, such as new quarterly financial results and new forward-looking negative guidance, to which the market repeatedly and consistently reacted, or (ii) account for non-fraud, firm-specific explanations for the decline in LSI's stock price. Defendants would argue that the few times that allegedly corrective disclosures even mentioned "retail," the same disclosures also contained numerous other highly material, non-fraud information, including information about other divisions in the Company. For instance, Defendants would argue that the May 8, 2014 earnings announcement, which is when the Class Representatives allege that the market learned the full truth, did not correct or reveal the falsity of any prior disclosure, rather, it disclosed reduced forward-looking earnings guidance for both the remaining and next fiscal year due to dramatic facts affecting LSI as a whole. If Defendants were able to erode the number of corrective disclosures or false statements, damages would continue to decrease below the $118 million level.

88. Defendants would also disagree with the Class Representatives' calculations of artificial inflation per share that would be recoverable if the Class Representatives prevailed on all claims. Based on Defendants' arguments noted above, Defendants would no doubt argue that damages are significantly less than even $118 million, and are more in the range of $10 million to $25 million—assuming liability and damages were proven—if not zero.

89. The Class Representatives would offer counterarguments to these contentions, mainly rejecting Defendants' theories on inflation and contending that Defendants' arguments are not supported by relevant case law, among other arguments. However, there was a significant risk that the jury would credit Defendants' loss causation and damages positions, and expert, over that of the Class Representatives, which would have considerable potential consequences in terms of the amount of recovery for the Class, even assuming liability were proven.

B. Additional Trial Risks

90. At the time the agreement-in-principle to settle the Action was reached, the Parties were weeks away from concluding fact discovery. In order to recover any damages at trial, the Class Representatives would have had to complete expert discovery, prevail in a summary judgment challenge, at trial and, even if the Class Representatives prevailed at those stages, in the appeals that would likely follow. At each of these stages, there would be significant risks attendant to the continued prosecution of the Action, and no guarantee that further litigation would have resulted in a higher recovery than the Settlement provides, or any recovery at all. While the Class Representatives and Class Counsel believe that the claims asserted against Defendants were strong, we also recognize that there are considerable risks to actually trying the case.

91. For example, given the complex nature of the claims, Class Counsel intended to rely heavily on expert opinion concerning loss causation and damages, and LSI's financial condition. Accordingly, the Class bore the risk that: (i) the experts could be subject to a successful *Daubert* motion prior to trial, permitting little or no expert testimony on these key

issues; or (ii) if allowed to testify, the jury would evaluate the "battle of the experts" and decide to credit Defendants' experts over the Class' experts.

92. Given the challenges of continuing to pursue the claims against Defendants, versus the certain recovery the Settlement provides for the Class, Class Counsel and the Class Representatives respectfully submit that the Settlement achieved more than satisfies the fair, reasonable, and adequate standard and should be approved.

VIII. THE PLAN OF ALLOCATION

93. Pursuant to the Preliminary Approval Order, and as set forth in the Settlement Notice, all Class Members who wish to participate in the distribution of the Net Settlement Fund must submit a valid Claim Form, including all required information, postmarked, or electronically submitted online, no later than November 3, 2018. As provided in the Settlement Notice, after deduction of Court-awarded attorneys' fees and expenses, Notice and Administration Expenses, and all applicable Taxes, the balance of the Settlement Fund (the "Net Settlement Fund") will be distributed according to the plan of allocation approved by the Court (the "Plan of Allocation").

94. The proposed Plan of Allocation, which is set forth in full in the Settlement Notice (Ex. 3–A at 8-12), was designed to achieve an equitable and rational distribution of the Net Settlement Fund, but it is not a damages analysis that would be submitted at trial. Class Counsel developed the Plan of Allocation in close consultation with the Class Representatives' damages expert and believe that the plan provides a fair and reasonable method to equitably distribute the Net Settlement Fund among Authorized Claimants.

95. The Plan of Allocation provides for distribution of the Net Settlement Fund among Authorized Claimants on a *pro rata* basis based on "Recognized Loss" formulas tied to liability and damages. In developing the Plan of Allocation, the Class's damages expert considered the amount of artificial inflation present in LSI's common stock throughout the Class Period that was purportedly caused by the alleged fraud. This analysis entailed studying the price declines associated with LSI's allegedly corrective disclosures, adjusted to eliminate the effects attributable to general market or industry conditions. In this respect, an inflation table was created as part of the Plan of Allocation and reported in the Settlement Notice. The table will be utilized by the Claims Administrator in calculating Recognized Loss Amounts for Authorized Claimants.

96. Under the Plan of Allocation, a "Recognized Loss Amount" will be calculated by the Claims Administrator for each share of LSI common stock purchased or acquired during the Class Period, as listed in the Claim Form, and for which adequate documents is provided. Under Class Counsel's direction, the Claims Administrator, GCG, will determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's total Recognized Claim compared to the aggregate Recognized Claims of all Authorized Claimants. Calculation of Recognized Claims will depend upon several factors, including when the Authorized Claimant purchased shares during the Class Period and whether these shares were sold during the Class Period, and if so, when.

97. To date, there have been no objections to the Plan of Allocation.

98. In sum, the proposed Plan of Allocation, developed in consultation with the Class Representatives' damages expert, was designed to fairly and rationally allocate the Net

Settlement Fund among Authorized Claimants. Accordingly, Class Counsel respectfully submit that the proposed Plan of Allocation is fair, reasonable, and adequate and should be approved.

IX. CLASS COUNSEL'S APPLICATION FOR ATTORNEYS' FEES AND EXPENSES IS REASONABLE

A. Consideration of Relevant Factors Justifies an Award of a 25% Fee

99. Consistent with the Settlement Notice, Class Counsel seek a fee award of 25% of the Settlement Fund, which would include interest on such fees at the same rate as earned by the Settlement Fund. If approved by the Court, the fee award will include a referral payment to attorney Jean-Felix Brassard (and his former law firm Stein Monast L.L.P.), who worked on behalf of Class Representative Caisse. It bears emphasis that this referral payment will in no way increase the fees that will be deducted from the Settlement Fund. Any attorneys' fees awarded by the Court to Class Counsel will be allocated among all Plaintiffs' Counsel. No other firms will share the fee.

100. Class Counsel also request payment of expenses in connection with the prosecution of the Action from the Settlement Fund in the amount of $790,897.81, plus a collective request of $26,974.66 to reimburse the Class Representatives for the time they dedicated to the Action, pursuant to the PSLRA. Class Counsel submit that, for the reasons discussed below and in the accompanying Fee Memorandum, such awards would be reasonable and appropriate under the circumstances before the Court.

1. Class Representatives Support the Fee and Expense Application

101. Class Representatives Caisse and NNERF have evaluated and fully support the Fee and Expense Application. Ex. 1 ¶7; Ex. 2 ¶7. In reaching this conclusion, Class Representatives—who were involved throughout the prosecution of the Action, including the

negotiation of the Settlement—considered the recovery obtained, as well as Class Counsel's efforts to prosecute the claims, and the significant risks and challenges in the litigation. Caisse and NNERF take their roles as Class Representatives seriously to ensure that Class Counsel's fee request is fair in light of work performed and the result achieved for the Class. *Id.* Class Representatives also respectfully request reimbursement for the time they dedicated to the Action, in the aggregate amount of $26,974.66, as is allowed by the PSLRA and for the reasons discussed below.

2. The Time and Labor of Class Counsel

102. The investigation, prosecution, and settlement of the claims asserted in the Action required extensive efforts on the part of Class Counsel, given the complexity of the legal and factual issues raised by the claims and the vigorous defense mounted by Defendants. The many tasks undertaken by Class Counsel in this case are detailed above.

103. As also more fully set forth above, the Action was prosecuted for more than three and a half years. Among other efforts, Class Counsel researched and prepared a detailed Complaint; conducted a comprehensive investigation into the Class's claims; briefed a thorough opposition to Defendants' motion to dismiss; successfully opposed Defendants' partial motion for summary judgment; successfully moved for class certification; obtained approximately 500,000 pages documents from Defendants and non-parties; took or defended 15 depositions; engaged in contested discovery proceedings, and participated in a hard-fought settlement process with experienced defense counsel.

104. At all times throughout the pendency of the Action, Class Counsel's efforts were driven and focused on advancing the litigation to bring about the most successful outcome for the Class, whether through settlement, summary judgment, or trial.

105. Attached hereto are declarations, which are submitted in support of the request for an award of attorneys' fees and payment of litigation expenses. *See* Declaration on Behalf of Labaton Sucharow LLP (Ex. 4); and Declaration on Behalf of Spector Roseman & Kodroff, P.C. (Ex. 5).

106. Included with these declarations are schedules that summarize the time of each firm, as well as each firm's litigation expenses by category (the "Fee and Expense Schedules").[4] The attached declarations and the Fee and Expense Schedules report the amount of time spent by Plaintiffs' attorneys and professional support staff and the "lodestar" calculations, *i.e.*, their hours multiplied by their current hourly rates.[5] As explained in each declaration, they were prepared from contemporaneous daily time records maintained by the respective firms, which are available at the request of the Court.

107. The hourly rates of Class Counsel here range from $460 to $975 for partners, $520 to $775 for of counsels, $375 to $675 for associates, and $335 to $410 for other attorneys. *See* Exs. 4-A, 5-A. It is respectfully submitted that the hourly rates for attorneys and professional support staff included in these schedules are reasonable and customary within the commercial litigation bar. Exhibit 7, attached hereto, is a table of hourly rates for defense firms

[4] Attached hereto as Exhibit 6 is a summary table of the lodestars and expenses of Class Counsel.

[5] As set forth in their respective firm declarations, Class Counsel have included time from the inception of the Action through and including July 31, 2018.

compiled by Labaton Sucharow from fee applications submitted by such firms nationwide in bankruptcy proceedings in 2017. The analysis shows that across all types of attorneys, Class Counsel's rates are consistent with, or lower than, the firms surveyed.

108. Class Counsel have collectively expended 20,797.35 hours prosecuting the Action. *See* Exs. 4-A, 5-A. The resulting collective lodestar is $10,742,591.75. *Id*., Ex. 6. The requested fee of 25% of the Settlement Fund results in a significantly negative "multiplier" of 0.4, or a request of 40% of the lodestar.

3. The Complexity and Duration of the Litigation

109. The substantial challenges presented by this Action from the outset, have been skillfully navigated by Class Counsel. The specific risks Class Representatives faced in proving Defendants' liability and damages are detailed in paragraphs 72 to 92, above. In addition to these case-specific risks, there exist the more typical risks accompanying securities class action litigation, such as the fact that this Action is governed by stringent PSLRA requirements and case law interpreting the federal securities laws, as well as the fact that the Action was undertaken by Class Counsel on a purely contingent basis.

4. The Skill and Efficiency of Class Counsel

110. Class Counsel Labaton Sucharow and Spector Roseman are highly experienced and skilled securities litigation law firms. The expertise and experience of their attorneys are described in Exhibits 4 and 5, annexed hereto. Since the passage of the PSLRA, Labaton Sucharow and Spector Roseman have been approved by courts to serve as lead counsel in numerous securities class actions throughout the United States.

111. For example, Labaton Sucharow has served as lead counsel in a number of high profile matters, including: *In re Am. Int'l Grp., Inc. Sec. Litig.*, No. 04-8141 (S.D.N.Y.) (representing the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Ohio Police & Fire Pension Fund and reaching settlements of $1 billion); *In re HealthSouth Corp. Sec. Litig.*, No. 03-1500 (N.D. Ala.) (representing the State of Michigan Retirement System, New Mexico State Investment Council, and the New Mexico Educational Retirement Board and securing settlements of more than $600 million); and *In re Schering-Plough Corp. / ENHANCE Sec. Litig.*, Civil Action No. 08-397 (DMC) (JAD) (D.N.J.) (representing Massachusetts Pension Reserves Investment Management Board and reaching a settlement of $473 million). *See* Ex. 4 - D.

112. Likewise, Spector Roseman has achieved many notable successes on behalf of investors in securities class actions, as well as in other complex litigation, including: the *Converium/SCOR* action (*In re SCOR Holding (Switzerland) AG Litigation (Converium*), No. 04 Civ. 07897 (DLC) (S.D.N.Y.) (resulting in a settlement resolution before the Amsterdam Court of Appeal that constituted the first trans-Atlantic resolution to a securities class action); and *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.) (recovering monies directly from the bankrupt company Parmalat under a unique theory using Italian bankruptcy law). See Ex. 5 - C.

5. The Risk of Nonpayment

113. From the outset, Class Counsel understood that they were embarking on a complex, expensive, and lengthy litigation with no guarantee of ever being compensated for the substantial investment of time and money the case would require. In undertaking that

responsibility, Class Counsel were obligated to ensure that sufficient resources were dedicated to the prosecution of the Action, and that funds were available to compensate staff and to cover the considerable costs that a case such as this requires. With an average time of several years for these cases to conclude (and this case has been no different), the financial burden on contingent-fee counsel is far greater than on a firm that is paid on an ongoing basis. Class Counsel received no compensation during the course of the Action while expending 20,797.35 hours of time for a total lodestar of $10,742,591.75 and incurring $790,897.81 in expenses in prosecuting the Action for the benefit of the Class.

114. Class Counsel also bore the risk that no recovery would be achieved. Even with the most vigorous and competent of efforts, success in contingent-fee litigation, such as this, is never assured.

115. Class Counsel know from experience that the commencement of a class action does not guarantee a settlement. To the contrary, it takes hard work and diligence by skilled counsel to develop the facts and theories that are needed to sustain a complaint or win at trial, or to convince sophisticated defendants to engage in serious settlement negotiations at meaningful levels.

116. Class Counsel are aware of many hard-fought lawsuits where, because of the discovery of facts unknown when the case was commenced, or changes in the law during the pendency of the case, or a decision of a judge or jury following a trial on the merits, excellent professional efforts of members of the plaintiffs' bar produced no fee for counsel.

117. Circuit courts' jurisprudence is replete with opinions affirming dismissals with prejudice in securities cases. The many appellate decisions affirming summary judgments and

directed verdicts for defendants show that surviving a motion to dismiss is not a guarantee of recovery. *See, e.g., McCabe v. Ernst & Young, LLP*, 494 F.3d 418 (3d Cir. 2007); *In re Oracle Corp. Sec. Litig.*, 627 F.3d 376 (9th Cir. 2010); *In re Silicon Graphics Sec. Litig.*, 183 F.3d 970 (9th Cir. 1999); *Phillips v. Scientific-Atlanta, Inc.*, 489 F. App'x. 339 (11th Cir. 2012); *In re Smith & Wesson Holding Corp. Sec. Litig*, 669 F.3d 68 (1st Cir. 2012); *In re Digi Int'l Inc. Sec. Litig*., 14 F. App'x. 714 (8th Cir. 2001); *Geffon v. Micrion Corp*., 249 F.3d 29 (1st Cir. 2001).

118. Successfully opposing a motion for summary judgment is also not a guarantee that plaintiffs will prevail at trial. While only a few securities class actions have been tried before a jury, several have been lost in their entirety, such as *In re JDS Uniphase Securities Litigation*, Case No. C-02-1486 CW (EDL), slip op. (N.D. Cal. Nov. 27, 2007), or substantially lost as to the main case, such as *In re Clarent Corp. Securities Litigation*, Case No. C-01-3361 CRB, slip op. (N.D. Cal. Feb. 16, 2005).

119. Even plaintiffs who succeed at trial may find their verdict overturned on appeal. *See, e.g., Ward v. Succession of Freeman*, 854 F.2d 780 (5th Cir. 1998) (reversing plaintiffs' jury verdict for securities fraud); *Anixter v. Home-Stake Prod. Co.*, 77 F.3d 1215 (10th Cir. 1996) (overturning plaintiffs' verdict obtained after two decades of litigation); *Glickenhaus & Co., et al. v. Household Int'l, Inc., et al*., 787 F.3d 408 (7th Cir. 2015) (reversing and remanding jury verdict of $2.46 billion after 13 years of litigation on loss causation grounds and error in jury instruction under *Janus Capital Grp, Inc. v. First Derivative Traders*, 131 S.Ct. 2296 (2011)); *Robbins v. Koger Props., Inc*., 116 F.3d 1441 (11th Cir. 1997) (reversing $81 million jury verdict and dismissing case with prejudice). And, the path to maintaining a favorable jury verdict can be arduous and time consuming. *See, e.g., In re Apollo Grp., Inc. Sec. Litig.*, Case No. CV-04-

2147-PHX-JAT, 2008 WL 3072731 (D. Ariz. Aug. 4, 2008), *rev'd*, No. 08-16971, 2010 WL 5927988 (9th Cir. June 23, 2010) (trial court rejecting unanimous verdict for plaintiffs, which was later reinstated by the Ninth Circuit Court of Appeals) and judgment re-entered (*id*.) after denial by the Supreme Court of the United States of defendants' Petition for Writ of Certiorari (*Apollo Grp. Inc. v. Police Annuity and Benefit Fund*, 562 U.S. 1270 (2011)).

120. As discussed in greater detail above, this case was fraught with significant risk factors concerning liability and damages. The Class Representatives' success was by no means assured. Were this Settlement not achieved, the Class Representatives and Class Counsel faced potentially years of costly and risky trial and appellate litigation against Defendants, with ultimate success far from certain and the prospect of no recovery significant. Class Counsel respectfully submit that based upon the considerable risk factors present, this case involved a very substantial contingency risk to counsel.

6. The Amount Involved and the Results Obtained

121. Courts in this District have recognized that the result achieved is an important factor to be considered in making a fee award. *See* Fee Memorandum, §I.C.1. Here, the $17,000,000 Settlement is a very favorable result, particularly when considered in view of the substantial risks and obstacles to recovery if the Action were to continue through class certification, summary judgment, to trial, and through likely post-trial motions and appeals. Given that approximately 93,000 Settlement Notices have been mailed to date, thousands of investors stand to benefit from the Settlement.

122. The recovery was the result of very thorough prosecutorial and investigative efforts, complicated motion practice, and vigorous settlement negotiations. As a result of this

Settlement, thousands of Class Members will benefit and receive compensation for their losses and avoid the very substantial risk of no recovery in the absence of a settlement.

B. Request for Litigation Expenses

123. Class Counsel seek payment from the Settlement Fund of $790,897.81 in litigation expenses reasonably and necessarily incurred by Class Counsel in connection with commencing and prosecuting the claims against Defendants. *See* Exs. 4 - B, 5 - B, 6.

124. From the beginning of the case, Class Counsel were aware that they might not recover any of their expenses, and, at the very least, would not recover anything until the Action was successfully resolved. Thus, Class Counsel were motivated to take steps to manage expenses without jeopardizing the vigorous and efficient prosecution of the case. Many of the expenses were paid out of a joint litigation fund created and maintained by Labaton Sucharow (the "Litigation Expense Fund"), which received contributions from Labaton Sucharow and Spector Roseman. A description of the expenses charged to the Litigation Expense Fund, organized by category, is included as Exhibit C to the individual firm declaration submitted on behalf of Labaton Sucharow. *See* Ex. 4-C.

125. As attested to, these expenses are reflected on the books and records maintained by each firm. These books and records are prepared from expense vouchers, check records, and other source materials and are an accurate record of counsel's expenses. These expenses are set forth in detail in Class Counsel's declarations, which identify the specific category of expense—*e.g.*, experts' fees, mediation fees, travel costs, online/computer research, and duplicating. *See* Exs. 4 - B, 5 – B.

126. Of the total amount of expenses, approximately $340,000, or 43% of total expenses, was expended on consultants and experts in the fields of damages, loss causation, accounting and the reverse supply chain industry. These experts were valuable for Class Counsel's analysis and development of the claims, as well as mediation efforts.

127. Additionally, Class Counsel paid $38,675 in mediation fees assessed by the mediator in this matter.

128. Another significant cost was litigation support and the expense of retaining a database provider to host and manage the data from the document productions obtained in the Action. Those costs totaled approximately $174,000, or approximately 22% of the total expenses. Deposition transcriptions and other court reporting costs totaled $44,670.

129. The other expenses for which Class Counsel seek payment are the types of expenses that are necessarily incurred in complex commercial litigation and routinely charged to clients billed by the hour. These expenses include, among others, travel costs at coach rates, late night transportation and working meals, legal and factual research, duplicating costs, and court fees.

130. All of the litigation expenses were necessary to the successful prosecution and resolution of the claims against Defendants.

X. REIMBURSEMENT OF CLASS REPRESENTATIVES' EXPENSES IS FAIR AND REASONABLE

131. Additionally, in accordance with 15 U.S.C. §78u-4(a)(4), Class Representatives Caisse and NNERF seek reimbursement of their reasonable costs and expenses (including lost wages) incurred in connection with their work representing the Class in the aggregate amount of $26,974.66. The amount of time and effort devoted to this Action by each of the Class

Representatives is detailed in the accompanying Declarations of Frank S. James and Jérôme Lussier, attached hereto as Exhibits 1 & 2.

132. Class Representative Caisse is seeking reimbursement of $11,900, based on approximately 119 hours of time (Ex. 1 at ¶¶8-9). Class Representative NNERF is seeking reimbursement of $15,074.66, based on approximately 239 hours of time (Ex. 2 at ¶¶8-20).

133. As discussed in the Fee Memorandum and in Class Representatives' supporting declarations, each has been committed to pursuing the Class's claims since they became involved in the litigation. The Class Representatives have actively and effectively fulfilled their obligations as representatives of the Class, complying with all of the demands placed upon them during the litigation and settlement of the Action, and providing valuable assistance to Class Counsel. Each worked with counsel to gather documents and information relating to the Action, including responding to Defendants' document requests and interrogatories, and each sat for a deposition. These efforts required the Class Representatives to dedicate time and resources to the Action that they would have otherwise devoted to their regular duties.

134. The efforts expended by the Class Representatives during the course of the Action are precisely the types of activities courts have found to support reimbursement to lead plaintiffs. They thus support the Class Representatives' request for reimbursement here.

XI. THE REACTION OF THE CLASS TO THE FEE AND EXPENSE APPLICATION

135. As mentioned above, consistent with the Preliminary Approval Order, a total of 93,001 Settlement Notices have been mailed to potential Class Members to date advising them that Class Counsel would seek an award of attorneys' fees not to exceed 25% of the Settlement Fund, and payment of expenses in an amount not greater than $980,000. *See* Ex. 3 ¶7.

Additionally, the Summary Notice was published in *Investor's Business Daily* and disseminated over *PR Newswire*. *Id*. ¶8. The Settlement Notice and the Stipulation have also been available on the settlement website maintained by the Claims Administrator. *Id.* ¶9.[6] While the deadline set by the Court for Class Members to object to the requested fees and expenses has not yet passed, to date no objections have been received. Class Counsel will respond to any objections received in their reply papers, which are due on September 28, 2018.

XII. MISCELLANEOUS EXHIBITS

136. Attached hereto as Exhibit 8 is a compendium of unreported cases, in alphabetical order, cited in the accompanying Fee Memorandum.

137. Attached hereto is a true and correct copy of Stefan Boettrich and Svetlana Starykh, *Recent Trends in Securities Class Action Litigation: 2017 Full-Year Review*, (NERA Jan. 2018).

XIII. CONCLUSION

138. In view of the significant recovery for the Class and the substantial risks of this litigation, as described above and in the accompanying memorandum of law, the Class Representatives and Class Counsel respectfully submit that the Settlement should be approved as fair, reasonable, and adequate and that the proposed Plan of Allocation should likewise be approved as fair, reasonable, and adequate. In view of the significant recovery in the face of substantial risks, the quality of work performed, the contingent nature of the fee, and the standing and experience of Class Counsel, as described above and in the accompanying memorandum of

[6] The Class Representatives' motion for approval of the Settlement and Class Counsel's motion for an award of attorneys' fees and expenses will also be posted on the Settlement website.

law, Class Counsel respectfully submit that a fee in the amount of 25% of the Settlement Fund be awarded and that litigation expenses be paid in full.

We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 31st day of August, 2018.

JONATHAN GARDNER

Andrew D. Abramowitz /mkp per ea
ANDREW D. ABRAMOWITZ

CERTIFICATE OF SERVICE

I hereby certify that on the 31st day of August 2018, I caused to be electronically filed the Declaration of Jonathan Gardner and Andrew D. Abramowitz in Support of (I) Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Allocation and (II) Class Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses, using ECF. Accordingly, I also certify that the Declaration was served on counsel of record via transmission of Notices of Electronic Filing generated by CM/ECF.

/s/ *Jonathan Gardner*
Jonathan Gardner

EXHIBIT 1

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Civil Action No. 14-01183 (BAH) Chief Judge Beryl A. Howell

DECLARATION OF JÉRÔME LUSSIER ON BEHALF OF CAISSE DE DÉPÔT ET PLACEMENT DU QUÉBEC IN SUPPORT OF MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR ATTORNEYS' FEES AND PAYMENT OF LITIGATION EXPENSES

I, Jérôme Lussier, declare as follows:

1. I am Director of Investment Stewardship at Caisse de dépôt et placement du Québec ("Caisse"), one of the Court-appointed Lead Plaintiffs and Class Representatives in the above-captioned securities class action (the "Action").[1] Caisse is an institutional investor with a principal place of business in Montreal, Québec, Canada and was established in 1965 to manage the funds of the Quebec Pension Plan. Today, Caisse manages funds for approximately 40 depositors, which are primarily public and parapublic pension and insurance funds. As of June 30, 2018, Caisse administered total assets of more than C$308 billion on behalf of millions of contributors, retirees, and other beneficiaries.

[1] All capitalized terms used herein, unless otherwise defined, have the same meanings as set forth in the Stipulation and Agreement of Settlement (the "Stipulation"), dated as of June 19, 2018.

2. I respectfully submit this declaration in support of (a) approval of the proposed class action settlement and plan of allocation and (b) Class Counsel's motion for an award of attorneys' fees and litigation expenses, which includes Caisse's application for reimbursement of costs and expenses pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA").

3. I have personal knowledge of the matters related to Caisse's application and of the other matters set forth in this declaration, as I, or others working with me, have been directly involved in monitoring and overseeing the prosecution of the Action, and I could and would testify competently thereto.

Work Performed by Caisse on Behalf of the Class

4. Caisse understands that the PSLRA was intended to encourage institutional investors with large losses to seek to manage and direct securities fraud class actions. Caisse is a large, sophisticated institutional investor that committed itself to vigorously prosecuting this litigation, through trial if necessary. In seeking appointment as a lead plaintiff in the case, and later as a class representative, Caisse understood its fiduciary duties to serve the interests of the class by participating in the management and prosecution of the case.

5. Since Caisse's appointment as a Lead Plaintiff on October 14, 2014, my colleagues and I have monitored and been engaged in all material aspects of the prosecution and resolution of this litigation. Among other things, we worked with outside counsel to gather documents and information relating to the Action, including responding to Defendants' document requests and interrogatories. We met with our counsel on multiple occasions, and communicated with them on a regular basis, to discuss the status of the case and counsel's strategy for the prosecution, and eventual settlement, of the case. Paul Éric Naud, CFA, Investment director, was deposed by Defendants on March 7, 2017 in Washington, D.C. Caisse also reviewed pleadings, motions, and other material documents filed throughout the case.

Caisse Endorses Approval of the Settlement

6. Based on its involvement throughout the prosecution and resolution of the Action, Caisse believes that the proposed Settlement is fair, reasonable, and adequate and in the best interest of the Class. Caisse believes that the proposed Settlement represents a favorable recovery for the Class, particularly in light of the substantial risks of continuing to litigate the Action, and it endorses approval of the Settlement by the Court.

Caisse Supports Class Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses

7. Caisse also believes that Class Counsel's request for an award of attorneys' fees in the amount of 25% of the Settlement Fund is fair and reasonable. Caisse has evaluated Class Counsel's fee request in light of the very substantial work performed, the risks and challenges in the litigation, as well as the recovery obtained for the Class. Caisse understands that Class Counsel will also devote additional time in the future to administering the Settlement. Caisse further believes that the litigation expenses requested are reasonable and represent the costs and expenses that were necessary for the successful prosecution and resolution of this case. Based on the foregoing, and consistent with its obligation to obtain the best result at the most efficient cost on behalf of the Class, Caisse fully supports Class Counsel's motion for attorneys' fees and payment of litigation expenses.

8. In addition, Caisse understands that reimbursement of a lead plaintiff's reasonable costs and expenses, including lost wages, is authorized under the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4). Consequently, in connection with Class Counsel's request for payment of litigation expenses, Caisse seeks reimbursement in the amount of $11,900.00, which represents the cost, based on a reasonable effective rate of approximately

$100.00 per hour, of the approximately 119 hours that Caisse devoted to supervising and participating in the litigation.

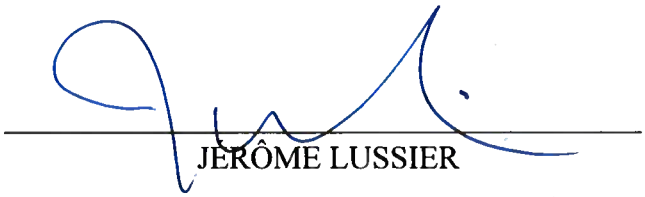
9. I was the primary point of contact between Caisse and our outside counsel during the final stages of the litigation, including discussions about a potential negotiated resolution of the Action and related proceedings. Paûle Gaumond, Director of Legal Affairs, Paul Éric Naud, Investment Director, and the personnel described below, were involved in earlier stages of the Action, including reviewing court filings, responding to discovery requests (including the production of documents, interrogatories, and sitting for a deposition), and maintaining regular consultation with counsel. IT personnel at Caisse also performed work in connection with the Action. They helped respond to discovery requests and assisted in Caisse's efforts to compile and provide responsive information and performed other necessary tasks at our direction.

Conclusion

10. In conclusion, Caisse endorses the Settlement as fair, reasonable, and adequate, and believes it represents a favorable recovery for the Class in light of the significant risks of continued litigation. Caisse further supports Class Counsel's attorneys' fee and litigation expense request and believes that it represents fair and reasonable compensation for counsel in light of the extensive work performed, the recovery obtained for the Class, and the attendant litigation risks. Finally, Caisse requests reimbursement for its costs in the amount of $11,900.00. Accordingly, Caisse respectfully requests that the Court approve the motion for final approval of the proposed Settlement and the motion for an award of attorneys' fees and payment of litigation expenses.

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

Executed this 30th day of August, 2018 at Montreal, Canada.



JÉRÔME LUSSIER

EXHIBIT 2

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Civil Action No. 14-01183 (BAH) Chief Judge Beryl A. Howell

DECLARATION OF FRANK S. JAMES ON BEHALF OF THE NEWPORT NEWS EMPLOYEES' RETIREMENT FUND IN SUPPORT OF MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND MOTION FOR ATTORNEYS' FEES AND PAYMENT OF LITIGATION EXPENSES

I, FRANK S. JAMES, declare as follows:

1. I am Chairman of the Board the Newport News Employees' Retirement Fund (the "NNERF"), one of the Court-appointed Lead Plaintiffs and Class Representatives in the above-captioned securities class action (the "Action").[1] The NNERF is a defined benefit public employee retirement system established by the City of Newport News and administered by a Board of Trustees and the City of Newport News to provide pension benefits for employees and former employees of the local government, among others, including the non-professional employees of the Newport News School System.

2. I respectfully submit this declaration in support of (a) approval of the proposed class action settlement and plan of allocation and (b) Class Counsel's motion for an award of

[1] All capitalized terms used herein, unless otherwise defined, have the same meanings as set forth in the Stipulation and Agreement of Settlement (the "Stipulation"), dated as of June 19, 2018.

attorneys' fees and litigation expenses, which includes the NNERF's application for reimbursement of costs and expenses pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA").

3. I have personal knowledge of the matters related to the NNERF's application and of the other matters set forth in this declaration, as I, or others working with me, have been directly involved in monitoring and overseeing the prosecution of the Action, and I could and would testify competently thereto.

Work Performed by the NNERF on Behalf of the Class

4. The NNERF understands that the PSLRA was intended to encourage institutional investors with large losses to seek to manage and direct securities fraud class actions. The NNERF is a large, sophisticated institutional investor that committed itself to vigorously prosecuting this litigation, through trial if necessary. In seeking appointment as a lead plaintiff in the case, and later as a class representative, the NNERF understood its fiduciary duties to serve the interests of the class by participating in the management and prosecution of the case.

5. Since the NNERF's appointment as a Lead Plaintiff on October 14, 2014, I, or others working with me, have monitored and been engaged in all material aspects of the prosecution and resolution of this litigation. Among other things, we worked with counsel to gather documents and information relating to the Action, including responding to Defendants' document requests and interrogatories. We met with our attorneys on multiple occasions, and spoke with them on a regular basis, to discuss the status of the case and counsel's strategy for the prosecution, and eventual settlement, of the case. Tonya O'Connell, the Fiscal Services Administrator for the City of Newport News, was deposed by Defendants on February 24, 2017 in New York, New York. The NNERF also reviewed pleadings, motions, and other material documents filed throughout the case.

NNERF Endorses Approval of the Settlement

6. Based on its involvement throughout the prosecution and resolution of the Action, the NNERF believes that the proposed Settlement is fair, reasonable, and adequate and in the best interest of the Class. The NNERF believes that the proposed Settlement represents a favorable recovery for the Class, particularly in light of the substantial risks of continuing to litigate the Action, and it endorses approval of the Settlement by the Court.

NNERF Supports Class Counsel's Motion for an Award of Attorneys' Fees and Payment of Litigation Expenses

7. The NNERF also believes that Class Counsel's request for an award of attorneys' fees in the amount of 25% of the Settlement Fund is fair and reasonable. The NNERF has evaluated Class Counsel's fee request in light of the very substantial work performed, the risks and challenges in the litigation, as well as the recovery obtained for the Class. The NNERF understands that Class Counsel will also devote additional time in the future to administering the Settlement. The NNERF further believes that the litigation expenses requested are reasonable, and represent the costs and expenses that were necessary for the successful prosecution and resolution of this case. Based on the foregoing, and consistent with its obligation to obtain the best result at the most efficient cost on behalf of the Class, the NNERF fully supports Class Counsel's motion for attorneys' fees and payment of litigation expenses.

8. In addition, the NNERF understands that reimbursement of a lead plaintiff's reasonable costs and expenses, including lost wages, is authorized under the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4). Consequently, in connection with Class Counsel's request for payment of litigation expenses, the NNERF seeks reimbursement in the

amount of $15,074.66, which represents the cost of the 239 hours that the NNERF estimates it devoted to supervising and participating in the litigation.[2]

9. From the inception of the litigation, attorneys from the City Attorney's Office of the City of Newport News, Virginia were the primary points of contact between the NNERF and Labaton Sucharow. Richard Caplan was the Deputy City Attorney who was the primary point of contact from the inception of the lawsuit until approximately the spring of 2015, and Patrick C. Murphrey is the Assistant City Attorney who has served as the primary point of contact from June 2015 to the present. Mr. Caplan and Mr. Murphrey were assisted (during their respective tenures) by me, Thomas Mitchell, Finance Director, Ms. O'Connell, and the personnel described below. I, or others working with me, consulted with counsel throughout the course of the litigation. I, or others working with me, also reviewed court filings, assisted with responses to discovery requests (including the production of documents, interrogatories, and a deposition), and participated in discussions about a potential negotiated resolution of the Action.

10. In total, I dedicated at least 23 hours to this Action on behalf of the NNERF. This was time that I did not spend conducting the usual business of Newport News or the NNERF. My effective hourly rate is $75.06 per hour.[3] The total cost of my time is $1,726.38.

11. In total, Mr. Murphrey dedicated at least 83 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the usual business of the NNERF. His effective hourly rate is $51.15 per hour.[4] The total cost of his time is $4,245.45.

[2] This figure is based on a reasonable estimate of the amount of time dedicated to the litigation by each individual listed herein.

[3] This hourly rate is based upon current salary, benefits, and related taxes.

[4] This hourly rate is based upon current salary, benefits, and related taxes.

12. In total, Mr. Caplan dedicated at least 25 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the usual business of the NNERF. His effective hourly rate is $83.29 per hour. The total cost of his time is $2,082.25.

13. In total, Mr. Mitchell dedicated at least 15 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the usual business of the NNERF. His effective hourly rate is $88.18 per hour. The total cost of his time is $1,322.70.

14. In total, Ms. O'Connell dedicated at least 31 hours to this Action on behalf of the NNERF. This was time that she did not spend conducting the usual business of Newport News or the NNERF. Her effective hourly rate is $70.69 per hour.[5] The total cost of her time is $2,191.39.

15. Additionally, Mark Jordan, Dorian Dulaney, Chris Labelle, Derrick Simpson and William O'Tootle, IT personnel at the NNERF, performed work in connection with the Action at my or Mark Jordan's direction. They helped respond to discovery requests and assisted in the NNERF's efforts to compile and provide responsive information and performed other necessary tasks at our direction.

16. In total, Mark Jordan dedicated at least 52 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the NNERF's usual business. Mr. Jordan's effective hourly rate is $58.42 per hour.[6] The total cost of his time is $3,037.84.

17. In total, Dorian Dulaney dedicated at least 5 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the NNERF's usual business. Mr. Dulaney's effective hourly rate is $43.31 per hour.[7] The total cost of his time is $216.55.

[5] This hourly rate is based upon current salary, benefits, and related taxes.

[6] This hourly rate is based upon current salary, benefits, and related taxes.

[7] This hourly rate is based upon current salary, benefits, and related taxes.

18. In total, Chris Labelle dedicated at least 2.5 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the NNERF's usual business. Mr. Labelle's effective hourly rate is $39.55 per hour.[8] The total cost of his time is $98.87.

19. In total, Derrick Simpson dedicated at least 1.5 hours to this Action on behalf of the NNERF. This was time that he did not spend conducting the NNERF's usual business. Mr. Simpson's effective hourly rate is $58.20 per hour.[9] The total cost of his time is $87.30.

20. In total, William O'Tootle dedicated at least 1 hour to this Action on behalf of the NNERF. This was time that he did not spend conducting the NNERF's usual business. Mr. O'Toole's effective hourly rate is $65.93 per hour.[10] The total cost of his time is $65.93.

Conclusion

21. In conclusion, the NNERF endorses the Settlement as fair, reasonable, and adequate, and believes it represents a favorable recovery for the Class in light of the significant risks of continued litigation. The NNERF further supports Class Counsel's attorneys' fee and litigation expense request and believes that it represents fair and reasonable compensation for counsel in light of the extensive work performed, the recovery obtained for the Class, and the attendant litigation risks. Finally, the NNERF requests reimbursement for its costs in the amount of $15,074.66. Accordingly, the NNERF respectfully requests that the Court approve the motion for final approval of the proposed Settlement and the motion for an award of attorneys' fees and payment of litigation expenses.

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

[8] This hourly rate is based upon current salary, benefits, and related taxes.

[9] This hourly rate is based upon current salary, benefits, and related taxes.

[10] This hourly rate is based upon current salary, benefits, and related taxes.

Executed this 31st day of August, 2018 at Newport News, Virginia.

Frank S. James

FRANK S. JAMES

EXHIBIT 3

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Case No. 1:14-cv-01183-BAH Chief Judge Beryl A. Howell

AFFIDAVIT OF BRIAN STONE REGARDING (A) MAILING OF THE SETTLEMENT NOTICE AND PROOF OF CLAIM FORM; (B) PUBLICATION OF SUMMARY NOTICE; AND (C) WEBSITE AND TELEPHONE HELPLINE

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

BRIAN STONE, being duly sworn, deposes and says:

1. I am an Assistant Director of Operations for Garden City Group, LLC ("GCG") located at 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042. Pursuant to this Court's June 21, 2018 Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice, and Setting Date for Hearing on Final Approval of Settlement (the "Preliminary Approval Order")(ECF No. 118), GCG was authorized to act as the Claims Administrator in connection with the Settlement of the above-captioned action (the "Action").[1] The following statements are based on my personal knowledge and information provided by other experienced GCG employees working under my supervision and, if called as a witness, I could and would testify competently thereto.

[1] All capitalized terms not otherwise defined in this document shall have the meaning ascribed to them in the Stipulation and Agreement of Settlement dated June 19, 2018 (the "Stipulation").

2. As more fully described in the Affidavit of Jose C. Fraga Regarding Dissemination of the Notice of Pendency, filed with the Court on March 14, 2018 (ECF No. 115), GCG previously conducted a mailing campaign in which it mailed the Notice of Pendency of Class Action (the "Class Notice") to potential Class Members (the "Class Notice Mailing"). The Class Notice notified potential Class Members that the Action was pending and provided them with the opportunity to request exclusion from the Class.

MAILING OF THE SETTLEMENT NOTICE AND PROOF OF CLAIM FORM

3. Pursuant to the Preliminary Approval Order, GCG disseminated the Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses (the "Settlement Notice") and the Proof of Claim and Release (the "Proof of Claim" and, collectively with the Settlement Notice, the "Claim Packet") to potential Class Members. A copy of the Claim Packet is attached hereto as Exhibit A.

4. GCG created a mailing file consisting of 51,633 names and addresses compiled as a result of the Class Notice Mailing. On July 6, 2018, Claim Packets were disseminated to those 51,633 potential Class Members by first-class mail. In addition, 19,477 Claim Packets were sent to two nominees (banks, brokers, and other institutions that hold securities in "street name" on behalf of beneficial owners are referred to herein as "Nominees"), which had made requests for that number of Class Notices to be sent to them in bulk for forwarding to their beneficial owner clients.

5. On July 6, 2018, Claim Packets were also mailed to 1,754 Nominees listed in GCG's proprietary Nominee Database.[2] The Settlement Notice included a statement, consistent with the Court's Preliminary Approval Order, explaining that if the Nominees had previously

[2] While this Nominee Database was substantially the same as the database used for the Class Notice Mailing, GCG continuously updates its Nominee Database with new addresses when they are received, and eliminates duplicate or obsolete addresses when identified (as brokers merge or go out of business).

submitted names and addresses in connection with the Class Notice Mailing, they need not provide that information again unless they have additional names and addresses of potential Class Members to provide to GCG. The statement also explained that Nominees who previously elected to mail the Class Notice directly to Class Members now had to mail Claim Packets provided by GCG to those Class Members. The Nominees were further instructed that if they had additional names and addresses, or required additional bulk mailings, they were to provide that information to GCG within seven calendar days of receipt of the Claim Packet.

6. Since July 6, 2018, GCG has received an additional 13,274 names and addresses of potential Class Members from individuals or Nominees. GCG promptly sent a Claim Packet to each such name and address. In addition, during this same time period, GCG received requests from Nominees for 6,863 Claim Packets to be forwarded directly by the Nominees to potential Class Members. GCG promptly provided the requested Claim Packets to the Nominees.

7. In the aggregate, to date, GCG has mailed 93,001 Claim Packets to Nominees and potential Class Members. This includes 441 Claim Packets that were re-mailed to updated addresses provided by the U.S. Postal Service.

PUBLICATION OF SUMMARY NOTICE

8. Pursuant to the Court's Preliminary Approval Order, GCG's Notice & Media Team caused the Summary Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses ("Summary Notice") to be published on July 16, 2018 in *Investor's Business Daily* ("*IBD*"). Attached hereto as Exhibit B is the affidavit of Rodney Taylor, attesting to publication of the Summary Notice in *IBD*. On July 16, 2018, the Summary Notice was also issued on the internet using *PR Newswire*. Attached hereto as Exhibit C is a Confirmation Report for the *PR Newswire*, attesting to that issuance.

WEBSITE AND TELEPHONE HELPLINE

9. In coordination with Class Counsel, GCG designed, implemented, and maintains a website dedicated to this Action. This website is located at www.liquidityservicessecuritieslitigation.com. The homepage of the website contains a general overview of the Action. The website also contains links to the Settlement Notice, Proof of Claim, Stipulation, Amended Complaint for Violations of the Federal Securities Laws, Preliminary Approval Order, and other documents. The website is accessible 24 hours a day, seven days a week.

10. GCG established a toll-free Interactive Voice Response ("IVR") system to accommodate potential Class Members. This system became operational on December 21, 2017 and was updated on July 6, 2018 with information detailed in the Settlement Notice. As of August 29, 2018, GCG has received a total of 237 calls.

11. GCG also established an email address, info@liquidityservicessecuritieslitigation.com, to allow potential Class Members to obtain information about the Action and/or request a Claim Packet.

REPORT ON REQUESTS TO OPT BACK INTO THE CLASS

12. As described in the Settlement Notice, potential Class Members were notified that they could elect to opt-back into the Class (if they previously submitted a request for exclusion in connection with the Class Notice, as described in Question 10 of the Settlement Notice). Written requests must be received by September 14, 2018 and submitted to *LSI Securities Litigation* c/o GCG P.O. Box 10520, Dublin, Ohio 43017-5589. To date, GCG has not processed any requests to opt-back into the Class from potential Class Members who had previously submitted a request for exclusion.

B Stone
BRIAN STONE

Sworn to before me this
30th day of August, 2018

Rose Marie Hardina
Notary Public

ROSE MARIE HARDINA
Notary Public State of New York
No. 01HA5067940
Qualified in Nassau County
Commission Expires January 7, 2019

EXHIBIT A

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Civil Action No. 14-1183 (BAH) Chief Judge Beryl A. Howell **NOTICE OF PROPOSED CLASS ACTION SETTLEMENT AND MOTION FOR ATTORNEYS' FEES AND EXPENSES**

IF YOU PURCHASED OR OTHERWISE ACQUIRED THE PUBLICLY TRADED COMMON STOCK OF LIQUIDITY SERVICES, INC. DURING THE PERIOD FROM FEBRUARY 1, 2012, THROUGH MAY 7, 2014, INCLUSIVE, AND WERE DAMAGED THEREBY, YOU MAY BE ENTITLED TO RECEIVE MONEY FROM A CLASS ACTION SETTLEMENT.

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

This Settlement Notice describes important rights you may have and what steps you must take if you wish to participate in the Settlement. *This notice is different from the Notice of Pendency of Class Action ("Class Notice"), which you might have received at the end of 2017 or beginning of 2018 alerting you to the fact that the Class had been certified*.

- The Settlement, if approved by the Court, will provide a total recovery of **$17,000,000** (on average approximately $0.27 per allegedly damaged share, as calculated by Class Representatives' expert, before the deduction of Court-approved fees and expenses) in cash for the benefit of the Class (described below).[1]
- The Settlement resolves the claims that were or that could have been brought by the Class Representatives, Caisse de dépôt et placement du Québec ("Caisse") and the City of Newport News Employees' Retirement Fund ("NNERF") (collectively, the "Lead Plaintiffs" or "Class Representatives"), on behalf of the Class against Liquidity Services, Inc. ("LSI" or the "Company"), William P. Angrick III ("Angrick"), and James M. Rallo ("Rallo") (Angrick and Rallo, collectively, the "Individual Defendants," and with LSI, the "Defendants").
- Class Representatives claim that Defendants made materially false and misleading statements and omissions during the Class Period concerning the organic growth of the Company's Retail Division. Class Representatives also allege that the false and misleading statements inflated the price of LSI's common stock during the Class Period and that when Defendants disclosed that the Retail Division was not performing as strongly as plaintiffs allege had been previously indicated, and that LSI's retail growth could not be sustained, LSI's stock price dropped. Defendants deny that there were any false or misleading statements, and further deny any wrongdoing or liability in this lawsuit. The Parties do not agree about either the existence of or the amount of damages, if any, suffered by the Class, or the correct methodologies for proving damages. The Court did not decide in favor of either the Class Representatives or Defendants.
- Court-appointed lawyers for the Class Representatives and the Class ("Class Counsel") will ask the Court for (i) no more than $4,250,000 in attorneys' fees (25% of the Settlement Amount), plus accrued interest after funding, and (ii) up to $980,000, plus accrued interest after funding, in expenses for their work litigating the case and negotiating the Settlement, including a payment to Class Representatives of no more than $100,000, collectively, pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"), to reimburse them for their expenses and/or the time that they spent representing the Class. A decision about whether to approve the payment of these fees and expenses will not be made until the Settlement Hearing described in this Settlement Notice. If approved by the Court, these amounts (totaling on average approximately $0.08 per allegedly damaged share, as calculated by Class Representatives' expert) will be deducted from the $17,000,000 Settlement.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments to eligible Class Members will be made only if the Court approves the Settlement and after any appeals are resolved.
- **If you are a Class Member, your legal rights will be affected by this Settlement whether you act or do not act. Please read this Settlement Notice carefully.**

[1] All capitalized terms not defined in this Settlement Notice have the meanings provided in the Stipulation and Agreement of Settlement, dated as of June 19, 2018 (the "Stipulation"), which can be viewed at www.LiquidityServicesSecuritiesLitigation.com.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A PROOF OF CLAIM FORM BY NOVEMBER 3, 2018	The only way to get a payment.
OPT BACK INTO THE CLASS BY SUBMITTING A REQUEST BY SEPTEMBER 14, 2018	If you previously submitted a request for exclusion from the Class in connection with the previously mailed Class Notice and now want to be part of the Class in order to receive a payment, you must follow the steps for "Opting Back Into the Class" on page 5, below.
OBJECT BY SEPTEMBER 14, 2018	Write to the Court about why you do not like the Settlement, the Fee and Expense Application, or the proposed Plan of Allocation.
GO TO A HEARING ON OCTOBER 5, 2018	Ask to speak in Court about the Settlement, the Fee and Expense Application, or the proposed Plan of Allocation.
DO NOTHING	Get no payment.

Unless you previously validly requested exclusion from the Class, you will be bound by any judgment or order entered by the Court in this Action, including the release of Defendants, regardless of whether you object to the Settlement, and regardless of whether you submit a Claim Form to share in the Net Settlement Fund or whether your Claim Form is accepted, in whole or in part.

Identification of Attorneys' Representatives

Class Representatives and the Class are being represented by Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C., Court-appointed Class Counsel. Any questions regarding the Settlement should be directed to Jonathan Gardner, Labaton Sucharow LLP, 140 Broadway, New York, NY 10005, (888) 219-6877, www.labaton.com, settlementquestions@labaton.com or Andrew D. Abramowitz, Spector Roseman & Kodroff, P.C., 1818 Market Street, Suite 2500, Philadelphia, PA 19103, (888) 844-5862, http://srkattorneys.com.

BASIC INFORMATION

1. Why did I get this Settlement Notice?

The Court authorized that this Settlement Notice be sent to you because you, someone in your family, or someone for whom you are a trustee or other authorized representative, may have purchased or otherwise acquired the publicly traded common stock of LSI from February 1, 2012, through May 7, 2014, inclusive (the "Class Period").

If this description applies to you, someone in your family, or someone for whom you are a trustee or other authorized representative, you have a right to know about the proposed Settlement of this class action lawsuit, and about your options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after any objections and appeals are resolved, an administrator appointed by the Court will make the payments that the Settlement allows.

This Settlement Notice explains the lawsuit, the Settlement, Class Members' legal rights, what benefits are available, who is eligible for them, and how to get them. **Receipt of this notice does not mean you are a Class Member or that you are eligible for a payment from the Settlement.**

The Court in charge of this Action is the United States District Court for the District of Columbia (the "Court"), and the case is known as *Howard, et al. v. Liquidity Services, Inc., et al*., Case No. 1:14-cv-1183-BAH (D.D.C.) (the "Action"). The Action is assigned to the Honorable Chief Judge Beryl A. Howell, United States District Judge.

The Court did not decide in favor of Class Representatives or Defendants. Instead, they have agreed to a settlement. For Class Representatives, the principal reason for the Settlement is the certain benefit of a substantial cash recovery for the Class, in contrast to the costs and delay of fact and expert discovery; the uncertainty that the Court may grant, in whole or in part, some or all of the anticipated motions for summary judgment to be filed by Defendants; the uncertainty of being able to prove the allegations of liability and/or damages at a jury trial; and the difficulties and delays inherent in such litigation (including any appeals).

For Defendants, who deny all allegations of wrongdoing or liability whatsoever and deny that any Class Members were damaged, the principal reason for entering into the Settlement is to bring to an end the substantial burden, expense, uncertainty, and risk of further litigation.

2. What is this lawsuit about? What has happened so far?

LSI provides online auction marketplaces for surplus and salvage assets, also known as a "reverse supply chain" or "reverse logistics." Reverse logistics is essentially the redeployment and remarketing of retail customer returns, overstock products, and end-of-life goods or capital assets. LSI primarily makes money by buying and reselling goods, as well as retaining a percentage of the proceeds from the consignment sales it manages for its sellers. The Company operates through three divisions: (i) Retail, (ii) Capital Assets, and (iii) Public Sector.

The initial complaint was filed on July 14, 2014. On October 14, 2014, the Court issued an order appointing Caisse and NNERF as co-lead plaintiffs and approving their selection of Labaton Sucharow LLP and Spector Roseman Kodroff & Willis, P.C. (now Spector Roseman & Kodroff, P.C.) as co-lead counsel (collectively, "Co-Lead Counsel" or "Class Counsel").

Lead Plaintiffs filed the operative Amended Complaint for Violations of the Federal Securities Laws on December 15, 2014 (the "Complaint"), alleging violations of §§10(b) and 20(a) of the Securities and Exchange Act of 1934 ("Exchange Act"). The Complaint alleges that during the Class Period, Defendants made materially false and misleading statements and failed to disclose information to investors about the financial performance of the Company's Retail Division in violation of the Exchange Act, as well as making further allegations not related to the Retail Division. As detailed in the Complaint, Class Representatives allege that Defendants made materially false and misleading statements and omissions concerning the organic growth of its Retail Division. The Complaint alleges that in attempting to transition from a business that was dependent in primary part upon its contracts with the U.S. Department of Defense ("DoD") to a more diversified retail client base, Defendants allegedly fraudulently portrayed LSI's Retail Division as a growth driver and downplayed the impact of competition. The Complaint alleges that sales and margins in the Retail Division were not growing as much as portrayed during the Class Period due, in part, to heightened competition. On May 8, 2014, LSI reported substantial declines in gross merchandise volume ("GMV"), adjusted EBITDA, and adjusted diluted EPS. LSI's stock price decreased.

Lead Plaintiffs further allege that the false and misleading statements and omissions inflated the price of LSI's common stock, thereby damaging Class Members; and that when Defendants later allegedly disclosed that the Retail Division was not performing as strongly as had been previously indicated, and that LSI's retail growth could not be sustained, LSI's stock price declined.

On March 2, 2015, Defendants moved to dismiss the Complaint. On March 31, 2016, the Court issued a Memorandum Opinion, as well as an Order, denying in part (as to the Retail Division) and granting in part (as to the other allegations in the Complaint) Defendants' motion to dismiss. Thereafter, on May 16, 2016, Defendants filed their answer to the Complaint, denying all allegations of wrongdoing or damages and asserting affirmative defenses.

On September 2, 2016, Lead Plaintiffs moved for class certification, appointment of Caisse and NNERF as class representatives, and appointment of Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C. as class counsel. Defendants opposed the motion on March 14, 2017. Two weeks later, on April 5, 2017, Defendants moved for partial summary judgment on the issue of reliance. Lead Plaintiffs opposed the partial summary judgment motion on May 16, 2017.

On September 6, 2017, the Court issued an Order granting the certification motion and certifying the Class. The Court also appointed Caisse and NNERF as Class Representatives and appointed Co-Lead Counsel as Class Counsel. In the same Order, the Court denied Defendants' motion for partial summary judgment. On November 17, 2017, the Class Representatives filed an unopposed motion for approval of the form and content of notices of pendency of the Action as a class action, and the methods for providing notice to the Class, which was granted on November 21, 2017.

Beginning on December 21, 2017, the Class Notice was mailed to potential Class Members and information was posted on the case website www.LiquidityServicesSecuritiesLitigation.com. The Class Notice informed investors of this class action, their right to be excluded from the Class (to "opt out"), the requirements for requesting exclusion, and a February 20, 2018 deadline for seeking exclusion. Information in summary form was also published in *Investor's Business Daily* and transmitted over the Internet via *PR Newswire*.

Class Representatives, through Class Counsel, have conducted a thorough investigation of the claims, defenses, and underlying events and transactions that are the subject of the Action. This process included reviewing and analyzing: (i) documents filed publicly by the Company with the U.S. Securities and Exchange Commission ("SEC"); (ii) publicly available information, including press releases, news articles, and other public statements issued by or concerning the Company and the Defendants; (iii) research reports issued by financial analysts concerning the Company; (iv) other publicly available information and data concerning the Company; (v) interviews with former employees of the Company and third-parties with relevant knowledge; (vi) approximately 500,000 pages of documents produced in discovery, including approximately 274,000 pages of documents produced by Defendants and approximately 223,000 pages of documents produced by third-parties; and (vii) the applicable law governing the claims and potential defenses.

Counsel for Class Representatives and Defendants engaged in voluminous class and fact discovery. In addition to Class Representatives' review of approximately 500,000 pages of documents produced by Defendants and various non-parties, noted above, Class Counsel defended or took 15 depositions, including the depositions of Class Representatives, Class Representatives' investment advisors, numerous current and former employees of the Company, and Class Representatives' market efficiency expert; and they submitted one expert report directed at market efficiency, loss causation, and damages.

Following the Court's certification of the Class, the Parties engaged the Honorable Layn R. Phillips (Ret.), a well-respected and highly experienced mediator and retired federal judge, to assist them in exploring a potential negotiated resolution of the claims in the Action. The mediation process involved an extended effort to settle the claims. Prior to the mediation, Class Counsel and Defendants' Counsel met to preliminarily discuss settlement-related issues. Thereafter, the Parties provided the mediator with detailed mediation statements. On February 8, 2018, Class Counsel and Defendants' Counsel met for a full day with Judge Phillips in an attempt to reach a settlement. However, the Parties were unable to reach a resolution at that time. In the month following the mediation, Judge Phillips continued his efforts to facilitate discussions and to mediate a potential resolution of the Action by the Parties. The Parties reached an agreement in principle to settle the Action on March 7, 2018. After further extensive negotiation, the Parties executed a Term Sheet on April 12, 2018; and they thereafter negotiated the Stipulation and exhibits incorporated therein.

3. Why is this a class action?

In a class action, one or more persons or entities (in this case, the Class Representatives), sue on behalf of people and entities that have similar claims. Together, these people and entities are a class, and each is a class member. Bringing a case, such as this one, as a class action allows the Court to resolve many similar claims that might be economically too small to bring as individual

actions. One court resolves the issues for all class members at the same time, except for those who exclude themselves, or "opt out," from the class.

WHO IS IN THE SETTLEMENT

4. How do I know if I am part of the Class?

The Court has certified the following Class, subject to certain exceptions identified below:

> All persons and entities who purchased or otherwise acquired the publicly traded common stock of LSI during the period from February 1, 2012, through May 7, 2014, inclusive, and who were damaged thereby.

If you are a member of the Class and did not previously and validly seek exclusion from the Class in connection with the Class Notice, you are subject to the Settlement.

Check your investment records or contact your broker to see if you have any eligible purchases during the period from February 1, 2012, through May 7, 2014 inclusive.

5. Are there exceptions to being included in the Class?

Yes. Some people and entities are excluded from the Class by definition. Excluded from the Class, by definition, are: Defendants LSI, William P. Angrick, III, and James M. Rallo, and members of their immediate families; any subsidiary or affiliate of LSI, including any employee retirement and/or benefit plan(s) of LSI or its subsidiaries; the Minnesota limited liability company Jacobs Trading, LLC ("Jacobs Trading, LLC"), and its subsidiaries or affiliates; the directors and officers of LSI or its subsidiaries or affiliates; the directors and officers of Jacobs Trading, LLC; any entity in which any excluded person has a controlling interest; the legal representatives, heirs, successors, and assigns of any excluded person; and any person or entity that validly sought exclusion from the Class in connection with the previously disseminated Class Notice who does not opt back into the Class, in accordance with the procedures set forth under Question 10 below.

6. What if I am still not sure if I am included in the Class?

If you are still not sure whether you are included in the Class, you can ask for free help. You can call the Claims Administrator toll-free at (888) 684-4985, send an e-mail to the Claims Administrator at info@liquidityservicessecuritieslitigation.com, or write to the Claims Administrator at *LSI Securities Litigation*, c/o GCG, P.O. Box 10520, Dublin, OH 43017-5589. Or you can fill out and return the Claim Form described under Question 8 to see if you qualify.

THE SETTLEMENT BENEFITS — HOW TO RECEIVE A PAYMENT

7. How much will my payment be?

In exchange for the Settlement and the release of the Released Claims against the Released Defendant Parties, Defendants have agreed to cause the creation of a $17,000,000 fund, which will earn interest once it is funded and which will be distributed, after the deduction of Court-approved fees and expenses, to eligible Class Members who submit a valid Claim Form and are found to be entitled to a distribution from the Net Settlement Fund ("Authorized Claimants").

If you are an Authorized Claimant entitled to a payment, your share of the Net Settlement Fund will depend on several things, including: how many Class Members timely send in valid Claim Forms; the total amount of Recognized Claims of other Class Members; how many shares of LSI common stock you purchased; the prices and dates of those purchases; and the prices and dates of any sales.

You can calculate your Recognized Claim in accordance with the formulas shown below in the Plan of Allocation. However, it is unlikely that you will receive a payment for all of your Recognized Claim. *See* the Plan of Allocation of Net Settlement Fund on pages 8-12 for more information.

8. How can I receive a payment?

To qualify for a payment, you must submit a timely and valid Claim Form. A Claim Form is included with this Settlement Notice. If you did not receive a Claim Form, you can obtain one on the internet at the website for the case: www.LiquidityServicesSecuritiesLitigation.com. You can also ask for a Claim Form by calling the Claims Administrator toll-free at (888) 684-4985.

Please read the instructions on the Claim Form carefully, fill out the Claim Form, include all the documents the form requests, sign it, and mail or submit it to the Claims Administrator so that it is **postmarked or electronically submitted online no later than November 3, 2018.**

HOW CLASS MEMBERS ARE AFFECTED BY THE SETTLEMENT

9. How are Class Members Affected by the Settlement?

If you are a Class Member, upon the "Effective Date," you will release all "Released Claims" against the "Released Defendant Parties."

"Released Claims" means any and all claims, rights, actions, controversies, causes of action, duties, obligations, demands, actions, debts, sums of money, suits, contracts, agreements, promises, damages, and liabilities of every kind, nature, and description, including both known claims and unknown claims, whether arising under federal, state, or foreign law, or statutory, common, or administrative law, or any other law, rule, or regulation, whether asserted as claims, cross-claims, counterclaims, or third-party claims, whether fixed or contingent, choate or inchoate, accrued or not accrued, matured or unmatured, liquidated or un-liquidated, perfected or

unperfected, whether class, representative, or individual in nature, that previously existed, currently exist, or that exist as of the date of entry of the Court's Order approving the Settlement and entry of the Court's Judgment dismissing the Action, that Class Representatives or any other member of the Class asserted in the Complaint or any of the complaints filed in the Action or that Class Representatives or any Member of the Class could have asserted in the Action or in any other action or in any forum (including, without limitation, any federal or state court, or in any other court, arbitration proceeding, administrative agency, or other forum in the United States or elsewhere), that in any way arise out of, are based upon, relate to, or concern both: (i) the claims, filings, pleadings, allegations, transactions, facts, circumstances, events, acts, disclosures, statements, representations, omissions, or failures to act alleged, set forth, referred to, involved in, or which could have been raised in the Action, including, without limitation, claims that arise out of or relate to any disclosures, SEC filings, press releases, investor calls, registration statements, offering memoranda, web postings, presentations, or any other statements by or on behalf of LSI or any other Defendant during the Class Period; and (ii) the purchase, acquisition, disposition, or sale of LSI publicly traded common stock during the Class Period. Released Claims do not include claims to enforce the Settlement contemplated by this Stipulation or claims in *In re Liquidity Services, Inc. Derivative Litigation*, Civ. No. 17-0080-JTL (Del. Ch.).

"Released Defendant Parties" means (i) each and every Defendant; (ii) Defendants' respective present and former parents, affiliates, subsidiaries, divisions, general partners, limited partners, and any Person in which any Defendant has or had a controlling interest; and (iii) the present and former immediate family, heirs, principals, trustees, trusts, executors, administrators, predecessors, successors, assigns, members, agents, subsidiaries, employees, officers, managers, directors, general partners, limited partners, bankers, consultants, attorneys, accountants, auditors, representatives, estates, divisions, advisors, estate managers, indemnifiers, insurers, and reinsurers of each of the Persons listed in subpart (i) or (ii) of this definition.

"Unknown Claims" means any and all Released Claims that Class Representatives or any other Class Member, and each of their respective heirs, executors, trustees, administrators, predecessors, successors, and assigns, in their capacity as such, does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendant Parties, and any and all Released Defendants' Claims that any Defendant, and each of their respective heirs, executors, trustees, administrators, predecessors, successors, and assigns, in their capacity as such, does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiff Parties, which if known by him, her, or it might have affected his, her, or its decision(s) with respect to the Settlement, including, in the case of any Class Member, the decision to object to the terms of the Settlement or to seek to be excluded from the Class. With respect to any and all Released Claims and Released Defendants' Claims, the Parties stipulate and agree that, upon the Effective Date, Class Representatives and Defendants shall expressly, and each Class Member, and their respective heirs, executors, trustees, administrators, predecessors, successors, and assigns, in their capacity as such, shall be deemed to have, and by operation of the Judgment or Alternative Judgment shall have, to the fullest extent permitted by law, expressly waived and relinquished any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, including, or which is similar, comparable, or equivalent to, Cal. Civ. Code § 1542, which provides:

> **A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.**

Class Representatives, other Class Members, the Defendants, and each of their respective heirs, executors, trustees, administrators, predecessors, successors, and assigns, in their capacity as such, may hereafter discover facts, legal theories, or authorities in addition to, contrary to, or different from those which any of them now knows or believes to be true with respect to the subject matter of the Released Claims and the Released Defendants' Claims, but Class Representatives and Defendants expressly, fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and each Class Member, and each of their respective heirs, executors, trustees, administrators, predecessors, successors, and assigns, in their capacity as such, shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date and by operation of the Judgment or Alternative Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims and Released Defendants' Claims, as applicable, known or unknown, suspected or unsuspected, contingent or absolute, accrued or unaccrued, apparent or unapparent, which now exist, or heretofore existed, or may hereafter exist, without regard to the subsequent discovery or existence of such different, contrary, or additional facts, legal theories, or authorities. Class Representatives and Defendants acknowledge, and all other Class Members, and each of their respective heirs, executors, trustees, administrators, predecessors, successors, and assigns, in their capacity as such, by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Claims and Released Defendants' Claims was separately bargained for and was a material element of the Settlement.

The "Effective Date" will occur when an Order and Judgment entered by the Court approving the Settlement becomes final and is not subject to appeal. If you are a member of the Class, all of the Court's orders will apply to you and legally bind you, even if you do not file a claim form or if your claim form is rejected in whole or in part.

OPTING BACK INTO THE CLASS

10. What if I previously requested exclusion in connection with the Class Notice and now want to be eligible to receive a payment from the Settlement? How do I opt back into the Class?

If you previously submitted a request for exclusion from the Class in connection with the Class Notice, you may opt back into the Class and be eligible to receive a payment from the Settlement. If you are not certain whether you previously submitted a request for exclusion, please contact the Claims Administrator at (888) 684-4985 for assistance.

In order to opt back into the Class, you must submit a written "Request to Opt Back into the Class" to the Claims Administrator, addressed as follows: *LSI Securities Litigation,* c/o GCG, P.O. Box 10520, Dublin, OH 43017-5589. This request must be ***received no later than September 14, 2018***. Your Request to Opt Back into the Class must: (i) state the name, address, and telephone number of the person or entity requesting to opt back into the Class; (ii) state that such person or entity requests to opt back into the Class in

"*Howard v. Liquidity Services Inc. et al.,* No. 1:14-cv-01183-BAH (D.D.C.)"; and (iii) be signed by the person or entity requesting to opt back into the Class or an authorized representative.

Please note: Opting back into the Class ***does not mean*** that you will automatically be entitled to receive proceeds from the Settlement. If you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are also required to submit the Claim Form that is being distributed with this Settlement Notice. *See* Question 8, above.

THE LAWYERS REPRESENTING YOU

11. Do I have a lawyer in this case?

The Court ordered the law firms of Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C. to represent all Class Members. These lawyers are called Class Counsel. You will not be separately charged for these lawyers. The Court will determine the amount of Class Counsel's fees and expenses, which will be paid from the Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

12. How will the lawyers for the Class be paid?

Class Counsel have not been paid for any of their work. They will ask the Court to award them, on behalf of Plaintiffs' Counsel, attorneys' fees from the Settlement Fund of no more than 25% of the Settlement Fund, which includes interest on such fees after funding at the same rate as earned by the Settlement Fund. If approved by the Court, the fee award will include a referral payment to attorney Jean-Felix Brassard (and his former law firm Stein Monast L.L.P.), who worked on behalf of Class Representative Caisse. The payment will not increase the fees that will be deducted from the Settlement Fund. Class Counsel will also seek payment of their litigation expenses in connection with the prosecution of this Action of no more than $980,000, plus interest on such expenses after funding at the same rate as earned by the Settlement Fund, from which Class Representatives may seek an award of no more than $100,000 in total pursuant to the PSLRA to reimburse them for their expenses and/or the time that they spent representing the Class.

OBJECTING TO THE SETTLEMENT

13. How do I tell the Court that I do not like something about the proposed Settlement?

If you are a Class Member, you can object to the Settlement or any of its terms, the proposed Plan of Allocation, and/or the Fee and Expense Application. You may write to the Court explaining your objection. You can ask the Court to not approve the Settlement; however, you cannot ask the Court to order a larger settlement – the Court can only approve or deny this Settlement. If the Court denies approval, the settlement payments will not be sent out; sums remaining in the Settlement Fund will be returned to Defendants; and the lawsuit will continue. If you would like the Court to consider your views, you must file a proper objection within the deadline, and according to the following procedures.

To object, you must mail a signed letter (or more formal court filing) stating that you object to the proposed Settlement in "*Howard v. Liquidity Services Inc. et al.,* No. 1:14-cv-01183-BAH (D.D.C.)." You must include your name, address, telephone number, e-mail address, and signature; identify the date(s), price(s), and number(s) of shares of LSI common stock that you purchased, acquired, and sold; state the reasons why you object and the part(s) of the Settlement, Plan of Allocation, and/or Fee and Expense Application to which you object; and include any legal support and evidence, to support your objection. Unless otherwise ordered by the Court, any Class Member who does not object in the manner described in this Settlement Notice will be deemed to have waived their objection and shall be forever foreclosed from making any future objection. Your objection must be: (i) submitted to the Court, either by mailing the objection to the Clerk of the Court at the address below or by filing the objection in person at the location below, and (ii) mailed by first class mail to Class Counsel and Defendants' Counsel. **It must be received by each *on or before September 14, 2018*:**

The Court
Clerk of the Court
United States District Court for the District of Columbia
333 Constitution Avenue N.W.
Washington, D.C. 20001

Class Counsel
Labaton Sucharow LLP
Attn: Jonathan Gardner, Esq.
140 Broadway
New York, NY 10005

Spector Roseman & Kodroff, P.C.
Attn: Andrew D. Abramowitz, Esq.
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Defendants' Counsel
Weil, Gotshal & Manges LLP
Attn: Miranda S. Schiller, Esq.
767 Fifth Avenue
New York, NY 10153

You do not need to attend the Settlement Hearing to have your written objection considered by the Court. However, any Class Member who has complied with the procedures set out both in this Question 13 and below in Question 15 may appear at the Settlement Hearing and be heard, to the extent allowed by the Court, either in person or through an attorney, arranged and paid for at his, her, or its own expense.

THE SETTLEMENT HEARING

14. When and where will the Court decide whether to approve the proposed Settlement?

The Court will hold the Settlement Hearing on **October 5, 2018 at 9:30 a.m**., in Courtroom 22A, 2nd Floor, United States District Court for the District of Columbia, 333 Constitution Avenue N.W., Washington, D.C. 20001.

At this hearing, the Court will consider: (i) whether the Settlement is fair, reasonable, and adequate and should be finally approved; (ii) whether the proposed Plan of Allocation is fair, reasonable, and adequate; and (iii) the application of Class Counsel for an award of attorneys' fees and payment of litigation expenses. The Court will take into consideration any written objections filed in accordance with the instructions in Question 13. We do not know how long it will take the Court to make these decisions.

You should be aware that the Court may change the date and time of the Settlement Hearing without another notice being sent to Class Members. If you want to attend the hearing, you should check with Class Counsel beforehand to be sure that the date and/or time has not changed or check the case-specific website at www.LiquidityServicesSecuritiesLitigation.com to see if the Settlement Hearing stays as calendared or is changed.

15. May I speak at the Settlement Hearing?

You may ask the Court for permission to speak at the Settlement Hearing. To do so, you must submit a statement that it is your intention to appear in "*Howard v. Liquidity Services Inc. et al.,* No. 1:14-cv-01183-BAH (D.D.C.)." Persons who also intend to object to the Settlement, the Plan of Allocation, or Class Counsel's Fee and Expense Application and desire to present evidence at the Settlement Hearing must also include in their objections (prepared and submitted in accordance with the answer to Question 13 above), in addition to the notice of appearance, the identity of any witness they may wish to call to testify and any exhibits they intend to introduce into evidence at the Settlement Hearing. You may not speak at the Settlement Hearing if you previously excluded yourself from the Class and have not opted back in, as provided under Question 10 above, or if you have not provided written notice of your objection and/or intention to speak at the Settlement Hearing in accordance with the procedures described under Questions 13 and 15.

IF YOU DO NOTHING

16. What happens if I do nothing at all?

If you do nothing and you are a member of the Class, you will receive no money from this Settlement but you will still be bound by the Settlement, including the releases contained therein, and you therefore still will be precluded from starting a lawsuit, continuing with a lawsuit, or being part of any other lawsuit against Defendants and the other Released Defendant Parties concerning the Released Claims. To share in the Net Settlement Fund, you must submit a Claim Form (*see* Question 8).

GETTING MORE INFORMATION

17. Are there more details about the proposed Settlement?

This Settlement Notice summarizes the proposed Settlement. More details are in the Stipulation. Class Counsel's motions in support of approval of the Settlement, the request for attorneys' fees and litigation expenses, and approval of the proposed Plan of Allocation will be filed with the Court no later than August 31, 2018 and will be available from Class Counsel, the Claims Administrator, or the Court, pursuant to the instructions below.

You may review the Stipulation or documents filed in the case at the Office of the Clerk of the United States District Court for the District of Columbia, 333 Constitution Avenue N.W., Washington, D.C. 20001, on weekdays (other than court holidays) between 9:00 a.m. and 4:00 p.m., Eastern Time. Subscribers to PACER, a fee-based service, can also view the papers filed publicly in the Action through the Court's online Case Management/Electronic Case Files System at https://www.pacer.gov.

You can also get a copy of the Stipulation and other case documents by calling the Claims Administrator toll free at (888) 684-4985; writing to the Claims Administrator at *LSI Securities Litigation,* c/o GCG, P.O. Box 10520, Dublin, OH 43017-5589; or visiting the websites: www.LiquidityServicesSecuritiesLitigation.com, www.labaton.com, or http://srkattorneys.com where you will be able to find answers to common questions about the Settlement, download copies of the Stipulation or Claim Form, and locate other documents.

Please Do Not Call the Court with Questions about the Settlement.

PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND

The Settlement Amount and the interest it earns is the "Settlement Fund." The Settlement Fund, after deduction of Court-approved attorneys' fees and expenses, Notice and Administration Expenses, Taxes, and any other fees or expenses approved by the Court, is the "Net Settlement Fund." The Net Settlement Fund will be distributed to members of the Class who timely submit valid Claim Forms that show a Recognized Claim according to the Plan of Allocation approved by the Court. The Court may approve the following proposed Plan of Allocation or modify it without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the case website at: www.LiquidityServicesSecuritiesLitigation.com and at www.labaton.com.

The purpose of this Plan of Allocation of the Net Settlement Fund ("Plan of Allocation" or "Plan") is to establish a reasonable and equitable method of distributing the Net Settlement Fund among Authorized Claimants who allegedly suffered economic losses as a result of the alleged violations of the federal securities laws. For purposes of determining the amount an Authorized Claimant may recover under this Plan, Class Counsel have conferred with their damages expert. This Plan is intended to be generally consistent with an assessment of, among other things, the damages that Class Counsel and Class Representatives believe were recoverable in the Action. Defendants, however, deny any wrongdoing or damages; and the Plan is not a formal damages analysis and the calculations made pursuant to the Plan are not intended to be estimates of, nor indicative of, the amounts that Class Members might have been able to recover after a trial. An individual Class Member's recovery under the Plan of Allocation will depend on, for example: (i) the total number of claims submitted and the value of those claims; (ii) when the Class Member purchased or acquired LSI publicly traded common stock; and (iii) whether and when the Class Member sold his, her, or its shares of LSI common stock.

Because the Net Settlement Fund is less than the total losses alleged to be suffered by Class Members, the formulas described below for calculating Recognized Losses are not intended to estimate the amount that will actually be paid to Authorized Claimants. Rather, these formulas provide the basis on which the Net Settlement Fund will be distributed among Authorized Claimants on a *pro rata* basis. An Authorized Claimant's Recognized Claim shall be the amount used to calculate the Authorized Claimant's *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant's Recognized Claim divided by the total of the Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund shall be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

This Plan of Allocation generally measures the amount of loss that a Class Member can claim for purposes of making *pro rata* allocations of the Net Settlement Fund to Authorized Claimants. For losses to be compensable as damages under the federal securities laws, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of LSI common stock. In this case, Class Representatives alleged that Defendants issued false statements and omitted material facts during the period from February 1, 2012 through May 7, 2014, inclusive (the Class Period), which artificially inflated the price of LSI common stock. It is alleged that corrective information was released to the market on July 1, 2012 (when the market was closed), January 31, 2013 (prior to market open), June 6, 2013 (after market close), July 16, 2013 (prior to market open), October 7, 2013 (prior to market open), November 21, 2013 (prior to market open), and prior to market open on May 8, 2014, negatively impacting the market price of LSI common stock and removing the alleged artificial inflation from the LSI common stock prices on July 2, 2012, January 31, 2013, June 7, 2013, July 16, 2013, October 7, 2013, November 21, 2013, and May 8, 2014. Accordingly, in order to have a compensable loss in this Settlement, a claimant must have purchased or otherwise acquired LSI common stock during the Class Period and held it through at least one of the alleged corrective disclosure dates listed above.

Defendants, their respective counsel, and all other Released Defendant Parties will have no responsibility or liability for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the review or payment of any claim. Class Representatives, Class Counsel, and anyone acting on their behalf, likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

CALCULATION OF RECOGNIZED LOSS AMOUNTS AND RECOGNIZED GAIN AMOUNTS

For purposes of determining whether a claimant has a "Recognized Claim," purchases, acquisitions, and sales of LSI common stock will first be matched on a First In/First Out ("FIFO") basis, as set forth below.

A "Recognized Loss Amount" and a "Recognized Gain Amount" will be calculated as set forth below for each purchase or acquisition of LSI common stock during the Class Period, from February 1, 2012 through May 7, 2014, that is listed in the Claim Form and for which adequate documentation is provided. To the extent that the calculation of a claimant's Recognized Loss Amount results in a negative number (*i.e.*, a gain), that number shall be set to zero.

For each share of LSI common stock purchased or otherwise acquired during the Class Period and sold before the close of trading on August 5, 2014, an "Out of Pocket Loss" will be calculated. Out of Pocket Loss is defined as the purchase price (excluding all fees, taxes, and commissions) minus the sale price (excluding all fees, taxes, and commissions). To the extent that the calculation of the Out of Pocket Loss results in a negative number (*i.e.*, a gain), that number shall be set to zero.

A. For each share of LSI common stock purchased or otherwise acquired from February 1, 2012 through and including May 7, 2014, and:

1. Sold before the opening of trading on July 2, 2012, the Recognized Loss Amount for each such share shall be zero and the Recognized Gain Amount for each such share shall be zero.

2. Sold after the opening of trading on July 2, 2012, and before the close of trading on May 7, 2014:

(a) the Recognized Loss Amount for each such share shall be ***the lesser of***:

(i) the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below ***minus*** the dollar artificial inflation applicable to each such share on the date of sale as set forth in **Table 1** below; or

(ii) the Out of Pocket Loss.

(b) the Recognized Gain Amount for each such share shall be:

(i) for purchases made between November 21, 2013 and February 6, 2014, inclusive, the dollar artificial inflation applicable to each such share on the date of sale as set forth in **Table 1** below ***minus*** the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below;[2] or

(ii) for all other purchases, zero.

3. Sold after the close of trading on May 7, 2014, and before the close of trading on August 5, 2014:[3]

(a) the Recognized Loss Amount for each such share shall be ***the lesser of***:

(i) the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below; or

(ii) the actual purchase/acquisition price of each such share ***minus*** the average closing price from May 8, 2014, up to the date of sale as set forth in **Table 2** below; or

(iii) the Out of Pocket Loss.

(b) the Recognized Gain Amount for each such share shall be:

(i) for purchases made between November 21, 2013 and February 6, 2014, $0.13; or

(ii) for all other purchases, zero.

4. Held as of the close of trading on August 5, 2014:

(a) the Recognized Loss Amount for each such share shall be ***the lesser of***:

(i) the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below; or

(ii) the actual purchase/acquisition price of each such share ***minus*** $14.57.

(b) the Recognized Gain Amount for each such share shall be:

(i) for purchases made between November 21, 2013 and February 6, 2014, $0.13; or

(ii) for all other purchases, zero.

ADDITIONAL PROVISIONS

The sum of a claimant's Recognized Loss Amounts ***minus*** the sum of a claimant's Recognized Gain Amounts will be a claimant's "Recognized Claim." If the claimant's Recognized Claim is zero or a negative number, the claimant's Recognized Claim will be zero.

Publicly traded LSI common stock is the only security eligible for recovery under the Plan of Allocation. With respect to LSI common stock purchased or sold through the exercise of an option, the purchase/sale date of the LSI common stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.

If a Class Member has more than one purchase/acquisition or sale of LSI common stock during the Class Period, all purchases, acquisitions, and sales shall be matched on a FIFO basis. Shares sold during the Class Period will be matched first against

[2] Purchases made between November 21, 2013 and February 6, 2014, and held on or after February 7, 2014, benefited from artificial inflation, and these inflationary gains will be used to offset a claimant's Recognized Loss Amounts.

[3] Pursuant to Section 21(D)(e)(1) of the PSLRA, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day look-back period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the PSLRA, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of LSI common stock during the 90-day look-back period, May 8, 2014 through August 5, 2014. The mean (average) closing price for LSI common stock during this 90-day look-back period was $14.57.

any shares held at the beginning of the Class Period and then against shares purchased/acquired during the Class Period in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.

Purchases or acquisitions and sales of LSI common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" or "sale" date. The receipt or grant by gift, inheritance or operation of law of LSI common stock during the Class Period shall not be deemed a purchase, acquisition, or sale of shares of LSI common stock for the calculation of a claimant's Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares of such LSI common stock unless (i) the donor or decedent purchased or otherwise acquired such LSI common stock during the Class Period; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares of LSI common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.

In accordance with the Plan of Allocation, the Recognized Loss Amount on any portion of a purchase or acquisition that matches against (or "covers") a "short sale" is zero. The Recognized Loss Amount on a "short sale" that is not covered by a purchase or acquisition is also zero.

The Net Settlement Fund will be allocated among all Authorized Claimants whose prorated payment is $10.00 or greater. If the prorated payment to any Authorized Claimant calculates to less than $10.00, it will not be included in the calculation and a distribution will not be made to that Authorized Claimant, but that claimant nevertheless will be bound by the Settlement and Final Judgment, including the releases therein.

Distributions to Authorized Claimants will be made after claims have been processed. After an initial distribution of the Net Settlement Fund, if there is any balance remaining in the Net Settlement Fund (whether by reason of tax refunds, uncashed checks or otherwise) after at least six (6) months from the date of initial distribution of the Net Settlement Fund, Class Counsel shall, if feasible and economical, redistribute such balance among Authorized Claimants who have cashed their checks in an equitable and economic fashion. These redistributions shall be repeated until the balance in the Net Settlement Fund is no longer feasible to distribute to Authorized Claimants. Any balance that still remains in the Net Settlement Fund after re-distribution(s), which is not feasible or economical to reallocate, after payment of Notice and Administration Expenses, Taxes, and attorneys' fees and expenses, shall be donated to a non-sectarian, not-for-profit charitable organization serving the public interest designated by Class Representatives and approved by the Court.

Payment according to this Plan of Allocation, or such other plan as the Court may approve, will be deemed conclusive against all claimants. Recognized Claims will be calculated as defined herein by the Claims Administrator and cannot be less than zero. No person shall have any claim against Class Representatives, Class Counsel, their damages expert, the Claims Administrator, or other agent designated by Class Counsel arising from determinations or distributions to claimants made substantially in accordance with the Stipulation, the Plan of Allocation approved by the Court, or further orders of the Court. Defendants and their counsel shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Plan of Allocation, the determination, administration, calculation, or payment of any claim or any actions taken (or not taken) by the Claims Administrator, the payment or withholding of Taxes owed by the Settlement Fund, or any losses incurred in connection therewith.

Each claimant is deemed to have submitted to the jurisdiction of the United States District Court for the District of Columbia with respect to his, her, or its claim.

SPECIAL NOTICE TO SECURITIES BROKERS AND NOMINEES

In the previously mailed Class Notice, you were advised that if, for the beneficial interest of any person or entity other than yourself, you purchased or otherwise acquired the publicly traded common stock of LSI during the period from February 1, 2012 through May 7, 2014, inclusive, you must either: (1) request from the Claims Administrator sufficient copies of the Class Notice to forward to all such beneficial owners, and forward them to all such beneficial owners; or (2) provide a list of the names and addresses of all such beneficial owners to the Claims Administrator.

If you chose the first option, *i.e.*, you elected to mail the Class Notice directly to beneficial owners, you were advised that you must retain the mailing records for use in connection with any further notices that may be provided in the Action. If you elected this option, the Claims Administrator will forward the same number of Settlement Notices and Claim Forms (together, the "Claim Packet") to you for sending to the beneficial owners **WITHIN SEVEN (7) CALENDAR DAYS** of receipt of the Claim Packets. If you require more copies than you previously requested, please contact the Claims Administrator at 888-684-4985.

If you chose the second option, the Claims Administrator will send a copy of the Claim Packet to the beneficial owners whose names and addresses you previously supplied. Unless you have identified additional beneficial owners whose names you did not previously provide, **you need do nothing further at this time**. If you believe that you have identified additional beneficial owners **whose names you did not previously provide** to the Claims Administrator, you must either (i) **WITHIN SEVEN (7) CALENDAR DAYS** of receipt of the Claim Packet, provide a list of the names and addresses of all such additional beneficial owners to the Claims Administrator at *LSI Securities Litigation,* c/o GCG, P.O. Box 10520, Dublin, OH 43017-5589; or (ii) **WITHIN SEVEN (7) CALENDAR DAYS** of receipt of the Claim Packet, request from the Claims Administrator sufficient copies of the Claim Packet to forward to all such additional beneficial owners which you shall, **WITHIN SEVEN (7) CALENDAR DAYS** of receipt of the Claim Packet from the Claims Administrator, mail to the beneficial owners. If you elect to send the Claim Packet to beneficial owners you shall also send a statement to the Claims Administrator confirming that the mailing was made and shall retain your mailing records for use in connection with any further notices that may be provided in the Action.

Upon full and timely compliance with these directions, you may seek reimbursement of your reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought.

All communications concerning the foregoing should be addressed to the Claims Administrator:

LSI Securities Litigation
c/o GCG
P.O. Box 10520
Dublin, OH 43017-5589
Phone: (888) 684-4985
info@liquidityservicessecuritieslitigation.com
www.LiquidityServicesSecuritiesLitigation.com

Dated: July 6, 2018

BY ORDER OF THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

TABLE 1

LSI Common Stock Artificial Inflation
for Purposes of Calculating Purchase and Sale Inflation

Transaction Date	Artificial Inflation Per Share
February 1, 2012 - July 1, 2012	$23.60
July 2, 2012 - January 30, 2013	$17.11
January 31, 2013 - June 6, 2013	$10.73
June 7, 2013 - July 15, 2013	$7.44
July 16, 2013 - October 6, 2013	$5.68
October 7, 2013 - November 20, 2013	$3.31
November 21, 2013 - February 6, 2014	($0.13)
February 7, 2014 - May 7, 2014	$0.70

TABLE 2

LSI Closing Price and Average Closing Price
May 8, 2014 – August 5, 2014

Date	Closing Price	Average Closing Price Between May 8, 2014 and Date Shown		Date	Closing Price	Average Closing Price Between May 8, 2014 and Date Shown
5/8/2014	$12.17	$12.17		6/23/2014	$15.85	$14.86
5/9/2014	$12.24	$12.21		6/24/2014	$15.60	$14.88
5/12/2014	$12.82	$12.41		6/25/2014	$15.81	$14.91
5/13/2014	$13.20	$12.61		6/26/2014	$15.68	$14.93
5/14/2014	$13.57	$12.80		6/27/2014	$16.05	$14.96
5/15/2014	$13.47	$12.91		6/30/2014	$15.76	$14.98
5/16/2014	$13.91	$13.05		7/1/2014	$15.70	$15.00
5/19/2014	$14.26	$13.21		7/2/2014	$15.53	$15.01
5/20/2014	$14.61	$13.36		7/3/2014	$15.63	$15.03
5/21/2014	$15.04	$13.53		7/7/2014	$15.26	$15.04
5/22/2014	$15.08	$13.67		7/8/2014	$14.91	$15.03
5/23/2014	$15.31	$13.81		7/9/2014	$14.68	$15.02
5/27/2014	$15.33	$13.92		7/10/2014	$12.81	$14.97
5/28/2014	$15.29	$14.02		7/11/2014	$13.06	$14.93
5/29/2014	$15.46	$14.12		7/14/2014	$13.34	$14.90
5/30/2014	$15.38	$14.20		7/15/2014	$13.40	$14.87
6/2/2014	$15.46	$14.27		7/16/2014	$13.25	$14.83
6/3/2014	$14.93	$14.31		7/17/2014	$13.36	$14.80
6/4/2014	$14.91	$14.34		7/18/2014	$13.68	$14.78
6/5/2014	$14.99	$14.37		7/21/2014	$13.46	$14.75
6/6/2014	$15.13	$14.41		7/22/2014	$13.65	$14.73
6/9/2014	$15.97	$14.48		7/23/2014	$14.01	$14.72
6/10/2014	$15.89	$14.54		7/24/2014	$14.08	$14.71
6/11/2014	$15.69	$14.59		7/25/2014	$13.98	$14.69
6/12/2014	$15.48	$14.62		7/28/2014	$13.77	$14.68
6/13/2014	$15.72	$14.67		7/29/2014	$13.72	$14.66
6/16/2014	$15.80	$14.71		7/30/2014	$13.98	$14.65
6/17/2014	$15.84	$14.75		7/31/2014	$13.49	$14.63
6/18/2014	$15.91	$14.79		8/1/2014	$13.70	$14.61
6/19/2014	$15.68	$14.82		8/4/2014	$13.32	$14.59
6/20/2014	$15.06	$14.83		8/5/2014	$13.11	$14.57

Must be Postmarked or Submitted Online No Later Than November 3, 2018

LIQ

LSI Securities Litigation
c/o GCG
P.O. Box 10520
Dublin, OH 43017-5589
Phone: (888) 684-4985
www.LiquidityServicesSecuritiesLitigation.com

Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE

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Important - *This form should be completed IN CAPITAL LETTERS using BLACK or DARK BLUE ballpoint/fountain pen. Characters and marks used should be similar in the style to the following:*

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z 1 2 3 4 5 6 7 0

PART I - CLAIMANT IDENTIFICATION

Claimant or Representative Contact Information:

The Claims Administrator will use this information for all communications relevant to this claim (including the check, if eligible for payment). If this information changes, you MUST notify the Claims Administrator in writing at the address above.

Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):

Street Address:

City:

Last 4 digits of Claimant SSN/TIN:[1]

State: **Zip Code:** **Country (if Other than U.S.):**

Name of the Person you would like the Claims Administrator to Contact Regarding This Claim (if different from the Claimant Name(s) listed above:):

Daytime Telephone Number: - -

Evening Telephone Number: - -

Email Address **(Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)**

To view GCG's Privacy Notice, please visit http://www.choosegcg.com/privacy

[1]The last four digits of the taxpayer identification number (TIN), consisting of a valid Social Security Number (SSN) for individuals or Employer Identification Number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.

PART II - INSTRUCTIONS

A. GENERAL INSTRUCTIONS

1. Capitalized terms not defined in this Proof of Claim and Release form (the "Claim Form") have the same meaning as set forth in the Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses (the "Settlement Notice") that accompanies this Claim Form and the Stipulation and Agreement of Settlement, dated as of June 19, 2018 (the "Stipulation").

2. To recover as a Class Member based on your claims in the action entitled *Howard, et al. v. Liquidity Services, Inc., et al.,* Case No. 1:14-cv-1183-BAH (D.D.C.) (the "Action"), YOU MUST MAIL OR SUBMIT ONLINE A COMPLETED CLAIM FORM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **ON OR BEFORE NOVEMBER 3, 2018,** ADDRESSED AS FOLLOWS:

LSI Securities Litigation
c/o GCG
P.O. Box 10520
Dublin, OH 43017-5589
Phone: (888) 684-4985
www.LiquidityServicesSecuritiesLitigation.com

Submission of a Claim Form, however, does not assure that you will receive a payment.

3. If you are a Class Member and you did not validly request exclusion in connection with the previously mailed Notice of Pendency of Class Action, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A CLAIM FORM AND WHETHER OR NOT YOUR CLAIM IS ALLOWED IN WHOLE OR IN PART.

B. CLAIMANT IDENTIFICATION

4. If you purchased or otherwise acquired the publicly traded common stock of Liquidity Services, Inc. ("LSI") during the period from February 1, 2012, through May 7, 2014, inclusive (the "Class Period"), use Part I of this form, entitled "Claimant Identification," to list your name, mailing address, and account information if relevant (such as for a claim submitted on behalf of an IRA, Trust, or estate account). Please list the most current claimant or account name, because these will appear on the settlement check, if the claim is eligible for payment. Please also provide a telephone number and/or e-mail address, as the Claims Administrator may need to contact you. If your Claimant Identification information changes, please notify the Claims Administrator in writing at the address above.

5. All joint purchasers must sign this Claim Form. If you are acting in a representative capacity on behalf of a Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents or other documents which provide you with the authority to submit the claim. Please also indicate your representative capacity under your signature on page 7 of this Claim Form.

C. IDENTIFICATION OF TRANSACTIONS

6. Use Part III of this form entitled, "Schedule of Transactions in LSI Publicly Traded Common Stock," to supply all required details of your transaction(s). Neither the Claims Administrator, the Defendants, nor the Class Representatives have access to your transactional information. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

7. On the schedules, provide all of the requested information with respect to all of your transactions in LSI publicly traded common stock, regardless of whether each of the transactions resulted in a profit or a loss. Failure to report all transactions may result in the rejection of your claim. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

8. The date of "covering" a "short sale" is deemed to be the date of purchase of LSI common stock. The date of a "short sale" is deemed to be the date of sale of LSI common stock.

PART II - INSTRUCTIONS (CONTINUED)

9. COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS SHOULD BE ATTACHED TO YOUR CLAIM. **FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.**

10. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the settlement website at www.LiquidityServicesSecuritiesLitigation.com or you may email the Claims Administrator's electronic filing department at eclaim@choosegcg.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email to that effect after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eclaim@choosegcg.com to inquire about your file and confirm it was received and acceptable.

PART III - SCHEDULE OF TRANSACTIONS IN LSI PUBLICLY TRADED COMMON STOCK

1. **BEGINNING HOLDINGS:** State the total number of shares of LSI publicly traded common stock you held as of the opening of trading on **February 1, 2012**. If none, write "zero" or "0."

Shares

2. **PURCHASES/ACQUISITIONS DURING THE CLASS PERIOD:** Separately list each and every purchase/acquisition of LSI publicly traded common stock from the opening of trading on **February 1, 2012** through and including the close of trading on **May 7, 2014**. (Must be documented.)

Date(s) of Purchase/ Acquisition (List Chronologically) Month/Day/Year	Number of Shares Purchased/Acquired	Price Per Share	Total Purchase Price (Excluding fees, taxes, and commissions)
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.

3. **PURCHASES/ACQUISITIONS DURING "90-DAY LOOKBACK PERIOD":** State the total number of shares of LSI publicly traded common stock you purchased/acquired from **May 8, 2014** through and including the close of trading on **August 5, 2014**. If none, write "zero" or "0."[1]

Shares

4. **SALES**: Separately list each and every sale/disposition of LSI publicly traded common stock from after the opening of trading on **February 1, 2012** through and including the close of trading on **August 5, 2014**. (Must be documented.)

Date(s) of Sale (List Chronologically) Month/Day/Year	Number of Shares Sold	Price Per Share	Total Sale Price (Excluding fees, taxes, and commissions)
/ /		.	.
/ /		.	.
/ /		.	.
/ /		.	.

5. **ENDING HOLDINGS:** State the total number of shares of LSI publicly traded common stock you held as of the close of trading on **August 5, 2014**. If none, write "zero" or "0." (Must be documented.)

Shares

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU **MUST** PHOTOCOPY THIS PAGE AND CHECK THIS BOX ☐
IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL **NOT** BE REVIEWED

[1] **Please note:** Information requested with respect to your purchases/acquisitions of LSI publicly traded common stock from May 8, 2014 through and including the close of trading on August 5, 2014 is needed in order for the Claims Administrator to balance your claim; purchases during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

PART IV – RELEASE OF CLAIMS AND SIGNATURE

PLEASE READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON PAGE 7 OF THIS CLAIM FORM.

I (we) hereby acknowledge that I (we) am (are) a Class Member, or am (are) the duly authorized representative of a Class Member. As of the Effective Date of the Settlement, pursuant to the terms set forth in the Stipulation, I (we), on behalf of myself (ourselves), or such Class Member(s) as I (we) represent, and my (our), or their, heirs, executors, trustees, administrators, predecessors, successors, and assigns in their capacities as such, shall be deemed to have fully, finally, and forever waived, released, discharged, and dismissed each and every one of the Released Claims against each and every one of the Released Defendant Parties, and shall forever be barred and enjoined from commencing, instituting, prosecuting, or maintaining any and all of the Released Claims against any and all of the Released Defendant Parties.

PART V – CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) agree(s) to the release above and certifies (certify) as follows:

1. that I (we) have read the contents of the Settlement Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;

2. that the claimant(s) is (are) a Class Member(s), as defined in the Settlement Notice, and is (are) not excluded by definition from the Class as set forth in the Settlement Notice;

3. that the claimant(s) has (have) not submitted a request for exclusion from the Class;

4. that the claimant(s) own(ed) the LSI publicly traded common stock identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Released Defendant Parties to another, and that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;

5. that the claimant(s) has (have) not submitted any other claim covering the same purchases of LSI publicly traded common stock and knows (know) of no other person having done so on the claimant's (claimants') behalf;

6. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim and for purposes of enforcing the releases set forth herein;

7. that I (we) agree to furnish such additional information with respect to this Claim Form as Class Counsel, the Claims Administrator or the Court may require;

8. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;

9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s), including the releases provided for therein, that may be entered in the Action; and

10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) the claimant(s) is (are) exempt from backup withholding or (b) the claimant(s) has (have) not been notified by the IRS that he/she/it is subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the claimant(s) that he/she/it is no longer subject to backup withholding. **If the IRS has notified the claimant(s) that he/she/it is subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.**

PART V – CERTIFICATION (CONTINUED)

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

_____
Signature of Claimant

_____ _____
Print Name of Claimant Date

_____
Signature of Joint Claimant, if any

_____ _____
Print Name of Joint Claimant, if any Date

If claimant is other than an individual, or is not the person completing this form, the following also must be provided:

_____
Signature of Person Completing Form

_____ _____
Print Name of Person Completing Form Date

_____
CAPACITY OF PERSON SIGNING ON BEHALF OF CLAIMANT, IF OTHER THAN AN INDIVIDUAL, E.G., EXECUTOR, PRESIDENT, TRUSTEE, CUSTODIAN, ETC. (MUST PROVIDE EVIDENCE OF AUTHORITY TO ACT ON BEHALF OF CLAIMANT.)

REMINDER CHECKLIST

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE**

1. **Please sign above.** If this Claim Form is being made on behalf of joint claimants, then both must sign.

2. Remember to attach only **copies** of supporting documentation. **Do not send original** stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.

3. **Please do not highlight or use red pen** on the Claim Form or any supporting documents.

4. Keep copies of your completed Claim Form and documentation for your own records.

5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement. **If you do not receive an acknowledgement within 60 days, please call the Claims Administrator toll free at (888) 684-4985.**

6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.

7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the address below, by email at info@liquidityservicessecuritieslitigation.com, or toll-free at (888) 684-4985, or visit www.LiquidityServicesSecuritiesLitigation.com. Please DO NOT call LSI, any of the other Defendants or their counsel, or the Court, with questions regarding your claim.

THIS CLAIM FORM MUST BE SUBMITTED ONLINE OR, IF MAILED, POSTMARKED NO LATER THAN NOVEMBER 3, 2018, ADDRESSED AS FOLLOWS:

LSI Securities Litigation
c/o GCG
P.O. Box 10520
Dublin, OH 43017-5589
Phone: (888) 684-4985
www.LiquidityServicesSecuritiesLitigation.com

EXHIBIT B

INVESTOR'S BUSINESS DAILY®

Affidavit of Publication

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

Name of Publication:	IBD Weekly
Address:	12655 Beatrice Street
City, State, Zip:	Los Angeles, CA 90066
Phone #:	310.448.6700
State of:	California
County of:	Los Angeles

RE Taylor

I, **Rodney Taylor** for the publisher of **IBD Weekly**, published in the city of Los Angeles, state of California, county of Los Angeles hereby certify that the attached notice(s) for Liquidity Services Inc. was printed in said publication on the following date(s):

JULY 16, 2018

State of California

County of Los Angeles

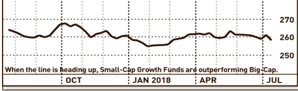
Subscribed and sworn to (or affirmed) before me on this 16th day of July, 2018, by Rod Taylor, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

SANDRA CISNEROS
Notary Public – California
Los Angeles County
Commission # 2234076
My Comm. Expires Apr 11, 2022

Signature _____ (Seal)

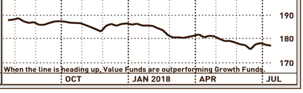
SMALL-CAP GROWTH FUNDS VS. BIG-CAP GROWTH FUNDS

Funds in Small-Cap Index:	Largest positions of funds in Small-Cap Index:			
Federated Kaufmann R	RoperTech	Conduent	CorceptTh	Coupa
Fidelity Adv Small Cap M	2U	Encompass	GdsHldgs A	iShR2000G
Franklin Small Mid Cap Gr A	EdwrdlifeSc	CDW Crp	Firstcash	Pure Stor-
Lkcm Small Cap Equity Instl	Godaddy A	Veeva Sys A	OlliesBar-	CathyGn
Nuveen Small Cap Gr Opps I	Stamps	Servicenow	TwilioInc	Insulet



VALUE FUNDS VS. GROWTH FUNDS

Funds in Value Index:	Largest positions of funds in Value Index:		
Amer Century Inc & Gr Inv	Amazon	ExxonMobil	TJX Cos	Alexion
Clearbridge Value C	WellsFargo	Intel	Alphabet	NobleEngy
Davis New York Venture A	BerkHthwyA	Pfizer	Microsoft	SMEnergy
Fpa Capital	JPMorganCh	CarMax	Allergan	Avnet
Sequoia	Apple	Mastercard	Oracle	InterDigtl



Top Growth Funds
Last 3 Months (All Total Returns)

Mutual Fund	% Change Last 3 Mos	Performance Rating 36 Mos	$ Net Assets
Meridian Funds EquityInc	+ 19	A+	61.1 bil
Ivy CapGrwFndA	+ 18	B–	177 mil
Morgan Stan Ins MidCapGrl	+ 17	A–	625 mil
Morgan Stan A MltiCpGrt	+ 17	A+	506 mil
Fidelity GrowthOpp	+ 16	A+	3.11 bil
Kinetics ParadigmNL	+ 16	A+	850 mil
Wasatch UltraGrow	+ 16	A+	136 mil
Wasatch MicroCap	+ 15	A+	372 mil
Lord Abbett A DvlpGrwth	+ 15	B	2 bil
Lord Abbett I SecMicroGr	+ 15	A	149 mil
Alger SmidCpGrA	+ 14	A+	148 mil
Buffalo Funds SmallCap	+ 14	A	533 mil
Baron Partners	+ 14	A	2.395 bil
Delaware A SMIDCapGrow	+ 13	A+	1.3 bil
Touchstone SandCpInsGr	+ 13	A+	2 bil
Touchstone SandSelGrZ	+ 13	A+	2.3 bil
Legg Mason A CBSmCapGr	+ 13	A+	3.1 bil
Baron GrwRet	+ 13	B+	192 mil
Kinetics SmCpOpport	+ 13	A+	303 mil
Morgan Stan Ins CapGrl	+ 13	A+	4.159 bil
Alger SmCapGr	+ 13	A	133 mil
Fidelity Sel Retailing	+ 12	A+	2.8 bil
Alger SmCapGr	+ 12	B–	220 mil
Alger CpGrowth	+ 12	A–	269 mil
Hartford HLS IA GrwthOpps	+ 12	A+	1.511 bil

Top Growth Funds
Last 36 Months (All Total Returns)

Mutual Fund	% Change In 2018	Performance Rating 36 Mos	$ Net Assets
Morgan Stan A MltiCpGrt	+ 28	A+	506 mil
Morgan Stan Ins CapGrl	+ 26	A+	4.159 bil
Virtus Funds I SmlCapCore	+ 13	A+	1.152 bil
Fidelity OTC	+ 17	A+	18.5 bil
EdgeWood EdgwdGrInst	+ 19	A+	6.3 bil
Fidelity Dfnse&Aero	+ 9	A+	3 bil
Brown Captl Mgmt SmallCo	+ 23	A+	3.8 bil
AMG Funds EmgCosl	+ 15	A+	143 mil
Transamerica A CapGrwA	+ 25	A+	1.3 bil
PriceFds LgCpGrInstl	+ 17	A+	17.3 bil
William Blair I SmCpGr	+ 19	A+	643 mil
Wasatch UltraGrow	+ 27	A+	136 mil
Fidelity GrwthCmpny	+ 16	A+	42.6 bil
Fidelity Sel Retailing	+ 19	A+	2.8 bil
USAA Nasdaq100	+ 16	A+	1.647 bil
BlackRock A GrwtInv	+ 20	A+	691 mil
Frank/Tmp Fr A Dynatech	+ 19	A+	5.13 bil
Wasatch MicroCap	+ 23	A+	372 mil
PriceFds LgCoreGr	+ 16	A+	3.4 bil
PriceFds BlueChipGrw	+ 16	A+	54.157 bil
Federated Instl MDTSmlCpGr	+ 16	A+	196 mil
Rydex Investor Ndq100	+ 15	A+	1.141 bil
PRIMECAPOdyssey AggrGrowth	+ 13	A+	11.1 bil
Value Line LargerCo	+ 20	A+	297 mil
Meridian Funds EquityInc	+ 21	A+	61.1 bil

U.S. Stock Fund Cash Position High (11/00) 6.2% Low (2/18) 2.5%

Dec	16	2.6%	Jun	17	2.8%	Dec	17	2.6%
Jan	17	2.7%	Jul	17	2.8%	Jan	18	2.6%
Feb	17	2.7%	Aug	17	2.8%	Feb	18	2.5%
Mar	17	2.8%	Sep	17	2.8%	Mar	18	2.6%
Apr	17	2.7%	Oct	17	2.8%	Apr	18	2.6%
May	17	2.8%	Nov	17	2.8%	**May**	**18**	**2.5%**

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
A+	BaronGrt	+20	+10	+133	31.17n	+.01
A	Growth	+15	+12	+71	80.29n	+.12
A+	Opportunity	+26	+13	+82	22.18n	+.03
A+	Partners	+20	+14	+109	59.70n	+.22
A	SmallCap	+15	+10	+67	33.66n	+.05
	Baron Funds $18.2 bil 800-992-2766					
A	Asset	+15	+9	+85	78.60n	-.06
A+	Discovery	+21	+17	..	21.95n	-.05
A-	Growth	+15	+11	+68	78.01n	+.11
A+	GrwRet	+20	+10	+130	30.60n	+.01
A+	Opportunity	+26	+13	+79	21.40n	+.03
A	Partners	+20	+14	+107	58.44n	+.21
A	SmallCap	+15	+9	+64	32.45n	+.05
	BlackRock A $156 bil 212-810-5596					
A+	CapApplnvA	+18	+9	+95	30.63	+.03
A-	CoreInv	+6	+4	+72	16.83	+.01
A+	EqInvA	+18	+9	+108	23.15	-.05
D-	Glob Alloc	0	+0	+20	19.61	+.03
A+	GrwtInv	+20	+9	+105	14.67	+.01
A	LarCapGrInv	+12	+7	+58	16.32	+.04
A+	Sci&TechOp	+21	+11	+204	28.69	+.00
A-	SmlCapIdx	+10	+8	+69	21.80n	-.05
	BlackRock BlRk $12.2 bil 212-810-5596					
A+	CapAppK	+19	+9	+99	33.21n	+.02
	BlackRock C $146 bil 212-810-5596					
A	AdvLarCap	+12	+7	+53	13.90n	+.03
A+	CapApplnvC	+18	+9	+84	22.87n	+.02
A-	CapCoreInv	+6	+4	+65	14.46n	+.01
A	**EqInvC**	**+18**	**+9**	**+99**	**18.23n**	**-.04**
E	GlobAlloc	-1	-1	+16	17.64n	+.03

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
A+	LarCpFocInv	+19	+9	+95	11.58n	+.01
A+	Sci&TechOp	+21	+11	+192	24.42n	+.00
	BlackRock Instl $997 bil 212-810-5596					
A+	AdvLarCapGr	+12	+8	+60	17.05n	+.04
A+	CapAppInst	+19	+9	+98	33.03n	+.02
A+	EqInstl	+18	+9	+112	26.63n	-.05
A+	FocusGrwth	+20	+10	+108	15.72n	+.01
D-	Glob Alloc	0	+0	+21	19.75n	+.03
E	GNMA	-1	+1	+4	9.23n	+.01
A	LarCapCore	+7	+4	+74	17.46n	+.02
A+	Sci&TechOp	+21	+11	+208	30.85n	-.01
A-	**SmlCapIdx**	**+11**	**+8**	**+71**	**21.82n**	**-.04**
	BlackRock K $27.7 bil 212-810-5596					
A	S&P500Ind	+6	+5	+80	333.67n	+.37
	Blackrock R $89.8 bil 212-810-5596					
A-	AdvCapCore	+6	+4	+70	15.74n	+.01
A+	CapAppR	+18	+9	+90	25.50n	+.02
D-	Glob Alloc	-1	+0	+18	18.65n	+.03
A+	LarCapFoc	+20	+9	+102	13.36n	+.01
	BlackRock S $2.2 bil 212-810-5596					
A+	LrgCapFocGr	+20	+9	+107	15.63n	+.01
	BNY Mellon $11.9 bil 212-495-1784					
A-	SmlCapStrM	+13	+9	+80	22.67n	-.01
	BoydWatter $254 mil 216-771-3450					
A+	FnSvC	+3	+1	+89	25.93n	-.17
	Bridgeway Funds $1.5 bil 800-531-4066					
A-	BluChp35Idx	+4	+5	+68	15.14n	+.02

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
A-	UltSmCoMkt	+13	+8	+63	16.05n	-.06
	Brown Advisory $9.0 bil 410-537-5400					
A	FlexEqtInst	+9	+7	+82	22.58n	-.01
A+	GrEqInv	+18	+8	+83	24.57n	+.02
A+	GrowEqtInst	+18	+8	+84	24.80n	+.02
A	SmlGrInv	+13	+7	+75	21.01n	+.01
	Brown Captl Mgmt $3.8 bil 877-892-4226					
A+	SmallCo	+23	+10	+126	109.69n	-.49
	Buffalo Funds $4.1 bil 800-492-8332					
A	SmallCap	+20	+14	+43	17.54n	-.06
	—C—					
	Calvert Group $10.9 bil 800-368-2745					
A-	EquityA	+9	+5	+72	46.79	+.12
	CGM Funds $2.3 bil 800-345-4048					
E	Focus	-17	-16	+29	44.46n	+.21
E	Mutual	-7	-9	+18	28.88n	+.09
	Champlain $3.6 bil 866-773-3238					
A+	MidCap b	+12	+5	+84	19.17n	+.01
A+	SmallCo	+17	+11	+83	23.21n	-.05
	Clipper Fund $1.2 bil 800-432-2504					
A	Clipper	+5	+4	+77	121.81n	+.17
	Columbia A $157 bil 800-345-6611					
A	AcornA	+14	+9	+45	14.12	+.02
A	AcornSel	+10	+9	+52	14.88	+.03
A	AcorUSA	+19	+12	+52	14.38	-.03
A-	ActiveM	+11	+8	+92	14.90n	+.03
A-	**DivInc**	**+1**	**+3**	**+59**	**22.04**	**+.00**
A-	**GlobalEq**	**+9**	**+4**	**+67**	**14.00**	**+.06**
A-	LargeCapA	+12	+8	+65	18.77	+.04
A	LargeGrA	+12	+8	+93	44.35	+.10
A+	LargeGrow	+9	+8	+90	10.18	+.03
A-	Lg Cp Idx	+6	+5	+77	50.86n	+.06
A-	LrCorQuant	+6	+4	+83	12.63	+.00
A-	LrgCapCore	+5	+5	+61	14.64	+.02

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
A-	LrgEnCore	+5	+5	+79	24.89n	+.04
A+	SelCom&Inf	+9	+4	+141	77.10	-.04
A+	SelGlbTch	+8	+3	+147	42.65	-.02
A-	SelLgGr	+16	+9	+88	17.23	+.04
A	SmallGrl	+13	+9	+56	20.63	+.00
A	SmCapIndxA	+12	+9	+80	27.29n	-.02
A	SmCpVal	+5	+6	+57	42.83	-.12
A-	SMLEQ	+10	+9	+67	17.05n	-.02
A+	Technology	+16	+9	+192	35.19	-.02
	Columbia C $122 bil 800-345-6611					
A-	AcornC	+14	+9	+31	6.95n	+.01
A-	AcornSel	+10	+9	+40	9.41n	+.01
A	AcornUSA	+18	+12	+38	7.37n	-.01
A-	LrgCapGrow	+11	+7	+86	37.13n	+.09
A+	SelgCom&Inf	+8	+4	+130	53.15n	-.03
A+	SelGlbTch	+8	+3	+137	32.91n	-.03
A	SmCpVal	+4	+6	+47	28.63n	-.08
A+	Technology	+16	+9	+182	31.60n	-.02
	Columbia I,T&G $25.5 bil 800-345-6611					
A-	DivIncT	+1	+3	+59	22.05	+.00
A	LargeGrT	+12	+8	+93	43.96	+.10
A	SmallCap	+12	+9	..	27.03	-.02
A+	SmallGrl	+13	+9	+59	21.91n	+.00
	Columbia R $160 bil 800-345-6611					
A-	CoreR5	+6	+4	+85	12.67n	+.00
A-	Dividend	+1	+3	+58	22.05n	-.01
A-	DivIncAdv	+1	+3	+61	22.41n	-.01
A-	DivIncR5	+1	+3	+61	22.39n	-.01
A	Largecap	+6	+5	+78	51.89n	+.06
A-	LargeGrow	+16	+9	+92	18.46n	+.04
A-	LGcap	+5	+5	+77	24.83n	+.04
A-	Midcap	+6	+5	+69	17.62n	+.00
A+	SelCom&Inf	+9	+4	+138	73.35n	-.04
A+	SelCom&Inf	+9	+4	+145	84.34n	-.05
A+	SmallCapR5	+12	+9	+82	28.06n	-.02
	Columbia Y $40.2 bil 800-345-6611					
A-	Dividend	+1	+3	+62	22.42n	-.01
A-	LrgCapGr	+16	+9	+93	18.67n	+.04
A	LrgEnCore	+6	+5	+81	24.86n	+.04

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
	Columbia Z $131 bil 800-345-6611					
A	Acorn	+14	+9	+49	16.92n	+.02
A	AcornSel	+10	+9	+55	16.99n	+.04
A	AcornUSA	+19	+12	+57	17.60n	-.03
A-	DisCore	+6	+4	+85	12.71n	+.00
A-	DivIncZ	+1	+3	+61	22.06n	+.00
A	LargeGr	+12	+8	+96	46.06n	+.10
A-	LgCapGrIII	+12	+8	+68	20.25n	+.04
A	LgCapIdxZ	+6	+5	+78	51.16n	+.06
A	LrgCapCore	+5	+5	+62	14.54n	+.02
A	LrgEnCore	+6	+5	+80	24.85n	+.04
A-	MidCapIdxZ	+6	+5	+68	17.27n	-.01
A+	SelGlob	+9	+4	+150	43.46n	-.03
A+	SeligCom	+9	+4	+144	83.99n	-.05
A-	SelLgGrZ	+16	+9	+91	17.81n	+.04
A+	SmCapIndZ	+12	+9	+82	27.47n	-.02
A	SmCpVal	+5	+6	+60	47.73n	-.13
A+	TechGrw	+17	+9	+196	36.57n	-.03
	ColumbiaW $40.2 bil 800-345-6611					
A-	DiscoreW	+6	+4	+83	12.72	+.01
A	Largegr	+12	+8	+94	44.44	+.10
A+	LargeGrow	+10	+8	+90	10.25	+.03
A-	LrgCapGr	+16	+9	+88	17.22	+.03
	CRM Funds $2.0 bil 800-276-2883					
A	CapValInst	+10	+7	+53	24.02n	+.00
A	MidCapInv	+10	+7	+52	23.08n	-.01
	—D—E—					
	Davis Funds A $14.6 bil 800-279-0279					
A	NYVenture	+5	+4	+58	32.40	+.06
A	Opportunity	+6	+5	+83	39.05	+.14
	Davis Funds B $12.1 bil 800-279-0279					
A-	NYVenture	+4	+4	+50	28.15n	+.05
	Davis Funds C&Y $26.9 bil 800-279-0279					
A-	NYVentureC	+5	+4	+52	29.11n	+.06
A	NYVentureY	+5	+4	+59	33.18n	+.06
A	OpportntyC	+5	+5	+74	31.90n	+.12
	Delaware A $21.4 bil 877-693-3546					
A-	SmCapVal	+3	+5	+66	68.02	-.09
A+	SMIDCapGrow	+21	+13	+86	26.48	-.09
	Delaware C $8.3 bil 877-693-3546					
A	LrgCpGrow	+12	+7	+84	16.05n	+.03
A+	SMIDCapGrow	+20	+13	+72	13.37n	-.04
	Delaware Instl $20.5 bil 877-693-3546					
A+	LrgCpGrow	+13	+8	+96	20.32n	+.03
	DEUTSCHE Asst & Wealth $17.5 bil 800-621-7705					
A	CapGrowthA	+12	+8	+92	86.04	+.15
A-	CoreEquity	+7	+6	+79	29.08	+.06
A-	CoreEquity	+7	+6	+81	29.38n	+.06
A	Eq500Idx	+6	+5	+69	230.10n	+.25
A	Eq500Idx	+6	+5	+69	227.02n	+.24
A	LgCpFocGrw	+10	+7	+91	49.60n	+.02
A	S&P500IdxS	+6	+5	+74	31.97n	+.03
	Dimensional Funds $408 bil 512-306-7400					
A	ContlSmCo	-2	-5	+80	27.58n	-.04
A	EnhUSLgCo	+5	+5	+53	13.49n	+.03
A	JapanSmCo	-6	-8	+75	27.34n	+.12
A-	SustUSCorl	+7	+6	+79	22.46n	+.02
A-	TaxMgUSSm	+8	+7	+73	47.24n	-.04
A	TxMgdUSEq	+6	+5	+81	30.66n	+.03
A-	USCorEq1	+6	+5	+78	24.00n	+.02
A	USLCpGr	+8	+7	+88	20.57n	+.07
A	USLgCo	+6	+5	+79	21.76n	+.03
A	USMicroCap	+10	+8	+75	24.17n	-.01
A-	USSmallCap	+8	+7	+70	38.61n	-.04
A-	USSoCrEq2	+5	+5	+69	16.84n	+.01
	Dodge&Cox $218 bil 800-621-3979					
E	Income	-1	+1	+10	13.44n	+.02
E	IntlStock	-6	-6	+28	43.77n	+.21
A-	Stock	+4	+3	+73	207.56n	-.14
	Doubleline Funds $149 bil 213-633-8200					
A+	Enhance	+7	+6	..	16.14n	+.04
A+	Enhance	+10	+6	..	16.13n	+.05
E	TotRtrnBndI	0	+1	+8	10.44n	+.01
E	TotRtrnBndN	0	+1	+7	10.44n	+.01
	Dreyfus $75.4 bil 800-346-8893					
A	BasS&P500	+6	+5	+79	56.31n	+.06
A-	BosSmlVall	+10	+8	+49	24.54n	-.01

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
A-	DiscStock	+6	+5	+63	38.72n	-.01
A-	Growth&Inc	+8	+6	+72	22.83n	+.00
A	GrowthI	+14	+11	+86	16.37n	+.03
A	LgCapEqI	+7	+6	+87	22.80n	+.03
A-	OppSmlCap	+9	+6	+70	39.97n	-.06
A	ResearchA	+14	+11	+85	16.35	+.02
A-	S&P500Idx	+6	+5	+71	57.06n	+.07
A	SmCpStkIdx	+12	+9	+81	35.35n	-.03
A+	TechGrA	+18	+9	+125	57.66	-.21
A+	TechGrC	+17	+9	+113	44.44n	-.16
A	USEquity	+8	+6	..	20.38n	+.03
	DREYFUS I $12.1 bil 800-346-8893					
A+	Boston	+22	+10	+88	23.96n	-.02
	DREYFUS Z $2.2 bil 800-346-8893					
A	ReseGrwZ	+14	+11	+86	16.66n	+.03
	DWS Funds A $11.5 bil 800-728-3337					
A	LgCpFocGrw	+10	+7	+88	47.55	+.01
A+	Technology	+18	+10	+117	25.39	+.00
	DWS Funds C $4.8 bil 800-728-3337					
A+	Technology	+18	+10	+105	17.41n	+.00
	DWS Funds S $16.0 bil 800-728-3337					
A	CapGrowth	+12	+8	+94	86.96n	+.15
A	InvSmVal	+11	+9	+77	34.56n	+.03
	Eagle Funds $17.5 bil 800-237-3101					
A+	**CapApprA**	**+9**	**+6**	**+96**	**45.71**	**+.15**
A	CapApprC	+8	+6	+85	33.22n	+.11
A	MidCpGrowA	+12	+7	+95	61.84	+.08
A-	MidCpGrowC	+12	+7	+87	49.20n	+.06
	Eaton Vance A $57.5 bil 800-225-6265					
A	AtlSmidCap	+8	+6	+90	33.07	+.03
A	LgCapGrow	+15	+9	+98	30.66	+.08
A-	TaxMgGr	+6	+5	+79	24.43	+.05
A-	TaxMgGr1.1	+6	+5	+80	54.39	+.10
A-	TxMgdGr1.0	+6	+5	+81	1210.06n	+2.2
	Eaton Vance Instl $40.5 bil 800-225-6265					
A+	AtlSmidCap	+9	+6	+93	36.48n	+.03
	EdgeWood $6.3 bil 800-791-4226					
A+	EdgwdGrInst	+19	+9	+143	35.15n	-.12
	Emerald Funds $1.7 bil 855-828-9909					
A+	Bank&Fin	+6	+3	+134	48.28	-.52
	Evermore Funds Tr $651 mil 908-378-2880					
A-	GlbValue	0	-3	+71	15.24n	-.05
	—F—					
	FAM Funds $1.5 bil 800-721-5391					
A	EquityInc	+6	+6	+63	31.75n	+.09
	Federated A $82.7 bil 800-245-5051					
A	Kaufmann	+18	+6	+83	6.59	-.02
A+	KaufSmlCap	+21	+10	+115	38.79	-.14
A-	MDTMdGrStr	+11	+5	+71	43.98	+.03
	Federated B $25.2 bil 800-245-5051					
A	Kaufmann	+17	+6	+82	5.46n	-.03
A+	**KaufSmlCap**	**+20**	**+9**	**+107**	**33.48n**	**-.13**
	Federated C $47.2 bil 800-245-5051					
A	KaufmnC	+17	+6	+81	5.45n	-.02
A+	KaufSmlCapC	+20	+9	+108	33.49n	-.13
A-	MaxCapIdx	+5	+5	+57	13.13n	+.02
A-	MaxCapIdx R	+5	+5	+58	13.32n	+.02
	Federated Funds $52.1 bil 800-245-5051					
A	KaufmannR	+18	+6	+94	6.60n	-.03
A+	KaufSmlCapR	+21	+10	+116	38.95n	-.15
A-	MaxCapIdx	+5	+5	+61	13.33n	+.01
	Federated Instl $55.4 bil 800-245-5051					
A	**MaxCapIdx**	**+6**	**+5**	**+62**	**13.48n**	**+.01**
A-	MDTMdGrStr	+12	+6	+73	45.14n	+.03
A+	MDTSmlCap	+11	+9	+97	22.25n	-.02
	Fidelity Adv A $166 bil 800-343-3548					
A-	ConsmrDisc r	+13	+8	+79	28.64	+.10
A+	EquityGr	+14	+8	+108	12.46	+.02
A+	GrowthOpp	+22	+16	+112	79.28	-.04
A+	InsightsZ	+12	+7	..	35.04n	+.00
A+	SmallGrowA r	+18	+8	+102	27.99	+.01
A-	StkSelAll	+8	+5	+77	47.37	+.05
E	TotalBond r	-2	+1	+6	10.41	+.02
	Fidelity Adv C $158 bil 800-343-3548					
A+	EquityGrow r	+14	+8	+100	10.63n	+.01
A+	GrowthOpp r	+22	+16	+103	69.33n	-.04
A	NewInsight	+11	+6	+76	29.91n	-.01
A+	SmallGrowA r	+17	+8	+94	25.06n	+.01
E	TotalBond r	-2	+1	+4	10.41n	+.01
	Fidelity Adv I $174 bil 800-343-3548					
A	ConsmrDisc r	+13	+8	+81	30.87n	+.11
A-	DiverStck	+10	+5	+73	28.89n	+.08
A+	EquityGrow	+14	+8	+111	13.65n	+.02
A+	GrowthOpp	+23	+17	+115	84.92n	-.04
A+	NewInsight	+12	+7	+86	34.98n	-.01
A+	SmallGrowI r	+18	+9	+105	29.23n	+.02

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
A	StkSelAll	+8	+5	+79	47.39n	+.04
E	TotalBond	-1	+1	+7	10.39n	+.02
A	Utilities r	+9	+7	+63	32.15n	+.00
	Fidelity Freedom $216 bil 800-343-3548					
C-	2020	+1	+1	+35	16.40n	+.03
C+	2030	+2	+2	+45	17.96n	+.03
	Fidelity Select $23.1 bil 800-343-3548					
A	AirTrnsprt r	-2	+1	+99	77.68n	+.62
A	Chemicals r	-3	+1	+68	162.40n	+.13
A	CommEquip r	+13	+2	+72	38.27n	-.57
A+	Computers r	+10	+6	+82	97.51n	+.67
A	ConsmrDisc r	+14	+8	+83	46.29n	+.16
A+	ITServices r	+20	+11	+140	64.31n	-.28
A+	Retailing r	+19	+12	+132	15.86n	+.04
A+	Sftwr&Cmp r	+18	+12	+132	19.58n	+.05
A	Utilities r	+8	+7	+62	86.14n	+.00
	Fidelity Spartan $326 bil 800-343-3548					
A-	SmlCapInst	+11	+8	+74	22.36n	-.04
A-	SmlCapInv	+11	+8	+74	22.32n	-.04
A	TotMktAdv	+6	+6	+80	80.97n	+.06
A	TotMktIdxF	+6	+6	+80	80.98n	+.06
A	TotMktInv	+6	+6	+80	80.96n	+.05
E	USBdIdx	-2	+1	+4	11.28n	+.01
	Fidelity Spartan Adv $155 bil 800-343-3548					
A-	TotMkIdl	+6	+6	+79	80.96n	+.06
E	USBdId	-2	+1	+4	11.28n	+.01
E	USBdIdl	-2	+1	+4	11.28n	+.01
	Fidelity Invest $3043 bil 800-343-3548					
A	100Index	+6	+6	+79	18.34n	+.02
	2020Freedom	+1	+1	..	16.38n	+.03
A	500IdxInsPr	+6	+5	+81	97.93n	+.10
A	500IdxInstl	+6	+5	+81	97.93n	+.10
A	500IdxInv	+6	+5	+80	97.92n	+.11
A	500IdxPre	+6	+5	+80	97.93n	+.10
A-	AdvDivStkA	+10	+5	+71	27.19	+.08
A	AdvDivStkO	+10	+5	+73	27.96n	+.08
A+	AdvSemi	+8	+6	+199	26.46n	-.15
A+	AdvSemiconC	+8	+6	+152	22.01n	-.12
A+	AdvSrsGro	+24	+18	..	15.83n	+.00
A+	AdvTechA r	+16	+8	+151	62.17	+.02
A-	AllSectEq	+8	+6	+65	13.10n	+.02
B-	Balanced	+6	+5	+49	24.91n	+.03
B-	BalancedK	+6	+5	+50	24.91n	+.04
A-	Banking r	0	-1	+73	32.56n	-.31
A+	BluChpGro	+16	+11	+123	102.09n	+.05
A+	BluChpGroK	+16	+11	+124	102.26n	+.05
A-	Consmr Disc r	+13	+8	+72	23.25n	+.08
A-	ConsmrDis r	+13	+8	+76	26.76	+.09
A+	Contrafund	+14	+8	+100	137.27n	-.01
A+	ContraK	+14	+8	+101	137.25n	-.01
A+	Dfnse&Aero r	+9	-1	+111	177.48n	+1.5
A-	DiversStk	+10	+5	+68	26.94	+.08
A+	EqGrowthZ	+14	+8	..	13.74n	+.03
A+	EquityGr	+14	+8	+106	12.24	+.03
A+	FocusedStk r	+16	+8	+85	26.34n	+.01
	Freedom	+2	+2	..	17.94n	+.03
	Freedom2030	+2	+2	..	17.95n	+.03
	FreedomK6	+2	+1	..	16.39n	+.03
A+	GrowthCo	+17	+9	..	19.47n	+.00
A+	GrowthOpp	+22	+16	+109	78.74	-.04
A+	GrwDiscovy	+14	+8	+115	37.15n	+.06
A+	GrwDiscovyK	+14	+8	+116	37.19n	+.07
A+	GrwthCmpny	+16	+9	+134	208.09n	+.04
A+	GrwthCmpnyK	+17	+9	+149	208.15n	+.04
A	JpnSmCom r	-5	-6	+66	17.97n	+.15
A-	LgCorEnhIdx	+6	+5	+71	15.61n	+.03
A	LgGrwEnhIdx	+10	+8	+93	20.75n	+.06
B-	LowPriStkK	+2	+1	+56	55.73n	+.28
B-	LowPrStk	+2	+1	+56	55.75n	+.28
A	Magellan	+9	+5	+85	109.00n	+.11
A	MagellanK	+9	+5	+85	108.85n	+.11
A+	**MedEq&Sys r**	**+22**	**+11**	**+139**	**51.17n**	**-.09**
A+	NasdaqIndex r	+14	+10	+128	103.11n	+.03
A-	New MillnM	+6	+4	+66	42.27n	+.01
A	NewInsight	+11	+6	+81	33.06	-.01
A	NewInsight	+11	+7	+84	34.21	+.00
A+	OTC	+17	+11	+140	12.85n	+.01
A+	OTCK	+17	+11	+140	13.02n	+.01
A+	SelectTech r	+16	+8	+141	187.03n	+.11
A+	SelSemi r	+8	+6	+186	11.42n	-.07
A+	SemiCondA	+8	+6	+194	25.19	-.15
A+	SerEqGr	+15	+8	..	14.95n	+.03
A+	SmlCapGrM r	+18	+8	+99	27.12	+.01
A+	SmlGrow r	+18	+8	+105	29.15n	+.01
A-	SpartanSm	+11	+8	+75	22.35n	-.05
A	SprTotMkIdl	+6	+6	+80	80.96n	+.06
E	SprtUSBdIdF	-2	+1	+4	11.28n	+.01
A-	StkSelAll	+7	+5	+76	47.31	+.04
A	StkSelAllCp	+8	+5	+79	47.37n	+.04
A	StkSlAllCpK	+8	+5	+80	47.40n	+.05
A+	Technology	+16	+8	+148	58.95	+.02
A+	Technology r	+16	+8	+142	52.72n	+.01
E	TotalBnd	-1	+1	+7	10.40n	+.01
E	TotalBond r	-2	+1	+6	10.39	+.01
A	Transport r	-2	+1	+90	97.62n	+.52
A+	Trend	+13	+7	+93	109.82n	+.26
E	USBdIdInv	-2	+1	+4	11.29n	+.02
A	Utilities r	+8	+7	+59	31.53	+.00
A	Volatility	+5	+5	..	13.09n	+.01
	FidltyAdvFoc A $6.7 bil 800-343-3548					
A	Utilities	+8	+7	+61	31.49	+.00
	FidltyAdvFoc C					

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

36 Mos Performance Rating	Fund	2018 % Chg	12Wk % Chg	5 Yr After Tax Rtn	Net Asset Value	NAV Chg
	$4.7 bil 800-343-3548					
A-	Utilities r	+8	+7	+57	30.77n	+.00
	First Eagle $104 bil 800-334-2143					
C-	GlobalA	0	+0	+35	58.92	+.07
	First Invstrs A $9.2 bil 800-423-4026					
A	SelectGrow b	+10	+7	+92	13.12	+.00
	First Invstrs B $7.1 bil 800-423-4026					
A	SelectGrow m	+9	+7	+77	10.85n	+.00
	Firsthand Funds $280 mil 888-884-2675					
A+	TechOpp	+25	+11	+186	12.45n	-.12
	Frank/Tmp Fr A $249 bil 800-342-5236					
A-	ConvSecs	+12	+5	+55	21.54	-.02
A+	Dynatech	+19	+9	+130	78.05	+.01
A-	GrOppoA	+17	+8	+93	42.29	-.01
A	Grwth	+8	+5	+95	102.47	+.18
D	Income	0	+2	+21	2.32	+.00
	Frank/Tmp Fr C $253 bil 800-342-5236					
A+	**Dynatech**	**+19**	**+9**	**+121**	**65.57n**	**+.01**
A	Grwth	+8	+4	+89	93.85n	+.16
D	Income	0	+2	+18	2.35n	+.00
	Frank/Tmp Fr R $164 bil 800-342-5236					
A-	GrOppoR	+16	+8	+91	40.46n	-.02
A	Grwth	+8	+5	+93	101.97n	+.18
D	Income	0	+2	+18	2.28n	+.00
	Frank/Tmp FrAd $232 bil 800-342-5236					
A-	ConvSecs	+12	+5	+56	21.55n	-.01
A+	Dynatech	+20	+10	+133	80.31n	+.01
A-	GrOppAdv	+17	+8	+96	45.34n	-.01
A	Grwth	+9	+5	+96	102.76n	+.18
D+	Income	+1	+2	+21	2.30n	+.00
A-	RisingDivs	+3	+5	+62	62.73n	+.21
	Frank/Tmp Mutual R $27.0 bil 800-342-5236					
A+	Dynatech	+19	+9	+127	75.90n	+.01
	Frank/Tmp Tp A $71.4 bil 800-342-5236					
E	Glob Bond	+1	-1	+1	11.78	+.00
	Frank/Tmp TpAd $79.6 bil 800-342-5236					
E	Glob Bond	+1	-1	+2	11.74n	+.01
	Frank/Tmp TpB/C $71.4 bil 800-342-5236					
E	GlobalBdC	+1	-1		11.81n	+.00
	Franklin Temp $168 bil 800-342-5236					
A+	DynTchClR6	+20	+10	+135	81.02n	+.01
E	GlobBond	+1	-1		11.78n	+.00
A	GrthOppR6	+17	+8	+98	45.82n	-.02
A	GrthR6	+9	+5	+97	102.69n	+.18
A-	IntlGrthA	+7	+6	+56	15.52	+.09
A-	RisDivR6	+3	+5	+63	62.72n	+.20
E	TempGlb	+1	-1	+2	11.74n	+.01
A-	UtlR6	+1	+6	+48	18.82n	+.00
	—G—H—I—					
	Gabelli AAA $12.5 bil 800-422-3554					
A+	Growth	+16	+10	+98	65.89n	+.13
	GE Elfun S&S $12.7 bil 800-242-0134					
A-	Trusts	+8	+6	+77	65.14n	+.17
	Glenmede Funds $5.0 bil 800-966-3200					
A	StrategicEq	+4	+3	+76	25.33n	+.00
	GMO Trust III $26.4 bil 617-330-7500					
A+	Quality	+7	+7	+65	25.17n	+.03
A-	USEquity	+2	+2	+50	14.47n	+.05
	GMO Trust IV $26.8 bil 617-330-7500					
A+	Quality	+7	+7	+66	25.21n	+.03
A-	USEquity	+2	+2	+51	14.48n	+.04
	GMO Trust V $13.3 bil 617-330-7500					
A+	QualityTr	+7	+7	+66	25.21n	+.03
	GMO Trust VI $17.7 bil 617-330-7500					
A+	Quality	+7	+7	+69	25.17n	+.03
A-	USEquity	+2	+2	+50	14.36n	+.04
	GoldmnSachs A $41.4 bil 800-292-4726					
A	CapitalGr	+10	+5	+82	31.48	+.04
A-	Insght	+3	+3	+72	22.41	+.01
A	SmCapEqA	+13	+9	+85	28.44	-.04
A	StratGr	+13	+8	+83	13.36	+.02
A+	StrucLgGr	+11	+7	+109	33.10	+.08
A-	StrucTaxMgd	+7	+5	+82	23.87	+.05
A	StrucUSEq	+7	+5	+81	49.87	+.13
A+	TechOppsA	+18	+9	+134	26.95	-.04
	GoldmnSachs C $7.9 bil 800-292-4726					
A-	Capital Gr	+9	+5	+72	23.31n	+.03
A+	StrucLgGr	+10	+7	+103	29.67n	+.07
A-	StrucUSEq	+6	+5	+75	44.82n	+.10
A+	TechOpps	+18	+9	+124	22.28n	-.04
	GoldmnSachs In $36.5 bil 800-292-4726					
A	Capital Gr	+10	+5	+86	34.66n	+.04
A	SmCapEq	+13	+9	+87	29.54n	-.04
A+	StrucLgGr	+11	+7	+112	34.24n	+.08

36 Mos Performance Rating | Fund | 2018 % Chg | 12 Wk % Chg | 5 Yr After Tax% | Net Asset Value | NAV Chg

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Civil Action No. 14-1183 (BAH) Chief Judge Beryl A. Howell SUMMARY NOTICE OF PROPOSED CLASS ACTION SETTLEMENT AND MOTION FOR ATTORNEYS' FEES AND EXPENSES

TO: ALL PERSONS AND ENTITIES THAT, DURING THE PERIOD FROM FEBRUARY 1, 2012, THROUGH MAY 7, 2014, INCLUSIVE, PURCHASED OR OTHERWISE ACQUIRED THE PUBLICLY TRADED COMMON STOCK OF LIQUIDITY SERVICES, INC.

YOU ARE HEREBY NOTIFIED, pursuant to an Order of the United States District Court for the District of Columbia, that Class Representatives Caisse de dépôt et placement du Québec and the City of Newport News Employees' Retirement Fund (collectively, the "Class Representatives"), on behalf of themselves and the certified Class, and Liquidity Services, Inc. ("LSI"), William P. Angrick III, and James M. Rallo (collectively, "Defendants"), have reached a settlement of the above-captioned action (the "Action") in the amount of $17,000,000 (the "Settlement Amount"), which, if approved by the Court, will resolve all claims in the Action.[1]

A hearing will be held before the Honorable Chief Judge Beryl A. Howell, United States District Judge of the United States District Court for the District of Columbia in Courtroom 22A, 333 Constitution Avenue N.W. Washington, D.C. 20001 at **9:30 a.m. on October 5, 2018** to, among other things, determine whether: (1) the Settlement should be approved by the Court as fair, reasonable, and adequate to the Class; (2) the Plan of Allocation for distribution of the Settlement Amount, and any interest thereon, less Court-awarded attorneys' fees, Notice and Administration Expenses, Taxes, and any other costs, fees, or expenses approved by the Court (the "Net Settlement Fund"), should be approved as fair, reasonable, and adequate; and (3) the Court should approve the application of Class Counsel for an award of attorneys' fees of no more than 25% of the Settlement Fund and payment of litigation expenses of no more than $980,000 from the Settlement Fund, including a payment to Class Representatives of no more than $100,000, collectively, pursuant to the Private Securities Litigation Reform Act of 1995 to reimburse them for their expenses and/or the time that they spent representing the Class. The Court may change the date of the Settlement Hearing without providing another notice. You do NOT need to attend the Settlement Hearing in order to receive a distribution from the Net Settlement Fund.

IF YOU ARE A MEMBER OF THE CLASS, YOUR RIGHTS WILL BE AFFECTED BY THE SETTLEMENT, INCLUDING THE RELEASES PROVIDED FOR THEREIN, AND YOU MAY BE ENTITLED TO SHARE IN THE NET SETTLEMENT FUND. If you have not yet received the full Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses (the "Settlement Notice") and a Proof of Claim and Release form ("Claim Form"), you may obtain copies of these documents by contacting the Claims Administrator or visiting its website:

LSI Securities Litigation
c/o GCG
P.O. Box 10520
Dublin, Ohio 43017-5589
Tel: (888) 684-4985
info@LiquidityServicesSecuritiesLitigation.com
www.LiquidityServicesSecuritiesLitigation.com

Inquiries may also be made to Class Counsel:

LABATON SUCHAROW LLP
Jonathan Gardner, Esq.
140 Broadway
New York, NY 10005
Tel: (888) 219-6877
www.labaton.com
settlementquestions@labaton.com

SPECTOR ROSEMAN & KODROFF, P.C.
Andrew D. Abramowitz, Esq.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Tel: (888) 844-5862
http://srkattorneys.com

If you are a Class Member, to be eligible to share in the distribution of the Net Settlement Fund, you must submit a Claim Form postmarked or electronically submitted ***no later than November 3, 2018.*** If you are a Class Member and do not timely submit a valid Claim Form, you will not be eligible to share in the distribution of the Net Settlement Fund, but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you previously submitted a request for exclusion from the Class in connection with the prior Notice of Pendency of Class Action, but you want to ***opt back*** into the Class now for the purpose of being eligible to receive a payment from the Net Settlement Fund, you may do so. In order to opt back into the Class, you must submit a request in writing such that it is ***received no later than September 14, 2018***, in accordance with the instructions set forth in the Settlement Notice.

Any objections to the Settlement, Plan of Allocation, and/or application for attorneys' fees and payment of expenses must be filed with the Court and mailed to counsel for the Parties in accordance with the instructions set forth in the Settlement Notice, such that they are ***received no later than September 14, 2018.***

PLEASE DO NOT CONTACT THE COURT, DEFENDANTS, OR DEFENDANTS' COUNSEL REGARDING THIS NOTICE.

Dated: July 16, 2018

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

[1] All capitalized terms not defined in this notice have the meanings provided in the Stipulation and Agreement of Settlement, dated as of June 19, 2018 (the "Stipulation"), which can be viewed at www.LiquidityServicesSecuritiesLitigation.com.

EXHIBIT C

Tammy Ollivier

From: sfhubs@prnewswire.com
Sent: Monday, July 16, 2018 6:00 AM
To: Tammy Ollivier; GCGBuyers
Subject: PR Newswire: Press Release Distribution Confirmation for Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C. . ID#2185178-1-1

Hello

Your press release was successfully distributed at: 16-Jul-2018 09:00:00 AM ET

Release headline: Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C. Announce Proposed Class Action Settlement in the LSI Securities Litigation
Word Count: 853
Product Selections:
US1
Visibility Reports Email
Complimentary Press Release Optimization
PR Newswire ID: 2185178-1-1

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Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C. Announce Proposed Class Action Settlement in the LSI Securities Litigation

NEW YORK, July 16, 2018 /PRNewswire/ -- The following statement is being issued by Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C. regarding the class action *Howard, et al. v. Liquidity Services, Inc., et al.*, Civil Action No. 14-1183-BAH (D.D.C.).

TO: ALL PERSONS AND ENTITIES THAT, DURING THE PERIOD FROM FEBRUARY 1, 2012, THROUGH MAY 7, 2014, INCLUSIVE, PURCHASED OR OTHERWISE ACQUIRED THE PUBLICLY TRADED COMMON STOCK OF LIQUIDITY SERVICES, INC.

YOU ARE HEREBY NOTIFIED, pursuant to an Order of the United States District Court for the District of Columbia, that Class Representatives Caisse de dépôt et placement du Québec and the City of Newport News Employees' Retirement Fund (collectively, the "Class Representatives"), on behalf of themselves and the certified Class, and Liquidity Services, Inc. ("LSI"), William P. Angrick III, and James M. Rallo (collectively, "Defendants"), have reached a settlement of the above-captioned action (the "Action") in the amount of $17,000,000 (the "Settlement Amount"), which, if approved by the Court, will resolve all claims in the Action.[1]

A hearing will be held before the Honorable Chief Judge Beryl A. Howell, United States District Judge of the United States District Court for the District of Columbia in Courtroom 22A, 333 Constitution Avenue N.W. Washington, D.C. 20001 at **9:30 a.m. on October 5, 2018** to, among other things, determine whether: (1) the Settlement should be approved by the Court as fair, reasonable, and adequate to the Class; (2) the Plan of Allocation for distribution of the Settlement Amount, and any interest thereon, less Court-awarded attorneys' fees, Notice and Administration Expenses, Taxes, and any other costs, fees, or expenses approved by the Court (the "Net Settlement Fund"), should be approved as fair, reasonable, and adequate; and (3) the Court should approve the application of Class Counsel for an award of attorneys' fees of no more than 25% of the Settlement Fund and payment of litigation expenses of no more than $980,000 from the Settlement Fund, including a payment to Class Representatives of no more than $100,000, collectively, pursuant to the Private Securities Litigation Reform Act of 1995 to reimburse them for their expenses and/or the time that they spent representing the Class. The Court may change the date of the Settlement Hearing without providing another notice. You do NOT need to attend the Settlement Hearing in order to receive a distribution from the Net Settlement Fund.

IF YOU ARE A MEMBER OF THE CLASS, YOUR RIGHTS WILL BE AFFECTED BY THE SETTLEMENT, INCLUDING THE RELEASES PROVIDED FOR THEREIN, AND YOU MAY BE ENTITLED TO SHARE IN THE NET SETTLEMENT FUND. If you have not yet received the full Notice of Proposed Class Action Settlement and Motion for Attorneys' Fees and Expenses (the "Settlement Notice") and a Proof of Claim and Release form ("Claim Form"), you may obtain copies of these documents by contacting the Claims Administrator or visiting its website:

LSI Securities Litigation

c/o GCG

P.O. Box 10520

Dublin, Ohio 43017-5589

Tel: (888) 684-4985

Info@LiquidityServicesSecuritiesLitigation.com

www.LiquidityServicesSecuritiesLitigation.com

Inquiries may also be made to Class Counsel:

LABATON SUCHAROW LLP

Jonathan Gardner, Esq.

140 Broadway

New York, NY 10005

Tel: (888) 219-6877

www.labaton.com

settlementquestions@labaton.com

SPECTOR ROSEMAN & KODROFF, P.C.

Andrew D. Abramowitz, Esq.

1818 Market Street, Suite 2500

Philadelphia, PA 19103

Tel: (888) 844-5862

http://srkattorneys.com

If you are a Class Member, to be eligible to share in the distribution of the Net Settlement Fund, you must submit a Claim Form postmarked or electronically submitted ***no later than November 3, 2018***. If you are a Class Member and do not timely submit a valid Claim Form, you will not be eligible to share in the distribution of the Net Settlement Fund, but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you previously submitted a request for exclusion from the Class in connection with the prior Notice of Pendency of Class Action, but you want to ***opt back*** into the Class now for the purpose of being eligible to receive a payment from the Net Settlement Fund, you may do so. In order to opt back into the Class, you must submit a request in writing such that it is ***received no later than September 14, 2018***, in accordance with the instructions set forth in the Settlement Notice.

Any objections to the Settlement, Plan of Allocation, and/or application for attorneys' fees and payment of expenses must be filed with the Court and mailed to counsel for the Parties in accordance with the instructions set forth in the Settlement Notice, such that they are ***received no later than September 14, 2018***.

PLEASE DO NOT CONTACT THE COURT, DEFENDANTS, OR DEFENDANTS' COUNSEL REGARDING THIS NOTICE.

Dated: July 16, 2018

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

[1] All capitalized terms not defined in this notice have the meanings provided in the Stipulation and Agreement of Settlement, dated as of June 19, 2018 (the "Stipulation"), which can be viewed at www.LiquidityServicesSecuritiesLitigation.com.

SOURCE Labaton Sucharow LLP and Spector Roseman & Kodroff, P.C.

EXHIBIT 4

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Case No. 1:14-cv-01183-BAH Chief Judge Beryl A. Howell

DECLARATION OF JONATHAN GARDNER ON BEHALF OF LABATON SUCHAROW LLP IN SUPPORT OF CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND PAYMENT OF EXPENSES

Jonathan Gardner, Esq., declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Labaton Sucharow LLP. I submit this declaration in support of Class Counsel's motion for an award of attorneys' fees and payment of litigation expenses on behalf of all plaintiffs' counsel who contributed to the prosecution of the claims in the above-captioned action (the "Action") from inception through July 31, 2018 (the "Time Period"). I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

2. My firm, which served as Court-appointed Class Counsel in the Action, was involved in all aspects of the litigation and settlement as set forth in the Joint Declaration of Jonathan Gardner and Andrew D. Abramowitz in Support of (I) Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Allocation and (II) Class Counsel's Motion for Award of Attorneys' Fees and Payment of Litigation Expenses, submitted herewith.

3. The schedule attached hereto as Exhibit A is a summary indicating the amount of time spent by each attorney and professional support staff member of my firm who was involved in the prosecution of the Action and the lodestar calculation based on my firm's current rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and payment of expenses has not been included in this request.

4. The hourly rates for the attorneys and professional support staff of my firm included in Exhibit A are their usual and customary rates, which have been accepted in other securities litigations.

5. The total number of hours expended on this litigation by my firm during the Time Period is 12,262.90 hours. The total lodestar for my firm for those hours is $6,318,306.00.

6. My firm's lodestar figures are based upon the firm's hourly rates, which rates do not include charges for expense items. Expense items are recorded separately and are not duplicated in my firm's hourly rates.

7. As detailed in Exhibit B, my firm has incurred a total of $592,020.74 in expenses in connection with the prosecution of the Action.

8. My firm was also responsible for maintaining a joint litigation expense fund on behalf of Class Counsel (the "Litigation Expense Fund") in order to monitor the major expenses incurred in the Action and to facilitate their payment. The expenses incurred by the Litigation Expense Fund are reported in Exhibit C, attached hereto. The Litigation Expense Fund received contributions totaling $220,015.51, from my firm and Spector Roseman & Kodroff, P.C. These

contributions are reported on Exhibit B to each firm's individual fee and expense declaration. The Litigation Expense Fund incurred a total of $398,968.48 in expenses in connection with the prosecution of the Action, which were paid using the firms' contributions. Accordingly, there is an unpaid and outstanding balance of $178,952.97, which has been added to my firm's expense report (Exhibit B hereto) so that, upon Court approval, the unpaid expenses can be paid.

9. The expenses pertaining to the Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

10. With respect to the standing of my firm, attached hereto as Exhibit D is a brief biography of my firm, as well as biographies of the firm's partners and of counsels.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 30, 2018.

JONATHAN GARDNER

EXHIBIT A

EXHIBIT A

Howard, et al., v. Liquidity Services Inc., et al.

LODESTAR REPORT

FIRM: LABATON SUCHAROW LLP
REPORTING PERIOD: INCEPTION THROUGH JULY 31, 2018

PROFESSIONAL	STATUS*	HOURLY RATE	TOTAL HOURS TO DATE	TOTAL LODESTAR TO DATE
Gardner, J.	P	$975	413.00	$402,675.00
Keller, C.	P	$975	74.00	$72,150.00
Zeiss, N.	P	$900	116.00	$104,400.00
Belfi, E.	P	$900	37.10	$33,390.00
Villegas, C.	P	$850	1,175.80	$999,430.00
Goldman, M.	OC	$775	99.70	$77,267.50
Avan, R.	OC	$700	35.60	$24,920.00
Wierzbowski, E.	A	$675	179.60	$121,230.00
Erroll, D.	A	$675	31.10	$20,992.50
Cividini, D.	A	$585	1,346.20	$787,527.00
Jessee, S.	A	$575	1,569.80	$902,635.00
Mooney, C.	A	$465	492.80	$229,152.00
Watson, T.	A	$465	297.30	$138,244.50
de Villiers, S.	A	$460	97.70	$44,942.00
Coquin, A.	A	$450	21.60	$9,720.00
Leggio, P.	A	$375	70.90	$26,587.50
Nahoum, B.	SA	$410	1,336.80	$548,088.00
Watson, J.	SA	$410	86.00	$35,260.00
Barrett, T.	SA	$360	2,578.70	$928,332.00
Park, C.	SA	$335	788.40	$264,114.00
Schervish, W.	DMI	$550	35.20	$19,360.00
Pontrelli, J.	I	$495	35.80	$17,721.00
Greenbaum, A.	I	$455	271.60	$123,578.00
Wroblewski, R.	I	$425	38.50	$16,362.50
Clark, J.	I	$400	403.30	$161,320.00
Malonzo, F.	PL	$340	268.50	$91,290.00
Carpio, A.	PL	$325	231.70	$75,302.50
Schneider, P.	PL	$325	68.50	$22,262.50
Boria, C.	PL	$325	31.00	$10,075.00

PROFESSIONAL	STATUS*	HOURLY RATE	TOTAL HOURS TO DATE	TOTAL LODESTAR TO DATE
Gutierrez, K.	PL	$325	16.30	$5,297.50
Rogers, D.	PL	$325	14.40	$4,680.00
TOTAL			**12,262.90**	**$6,318,306.00**

Partner (P)
Of Counsel (OC)
Associate (A)
Staff Attorney (SA)
Director of Market Intelligence (DMI)
Investigator (I)
Paralegal (PL)

EXHIBIT B

EXHIBIT B

Howard, et al., v. Liquidity Services Inc., et al.

EXPENSE REPORT

FIRM: LABATON SUCHAROW LLP
REPORTING PERIOD: INCEPTION THROUGH JULY 31, 2018

EXPENSE	TOTAL AMOUNT
Duplicating	$58,320.03
Postage/ Express Delivery Services	$2,768.48
Long Distance Telephone / Fax/Conference Calls	$1,894.03
Court Fees	$200.00
Court Reporting	$9,925.16
Litigation Support	$36,543.47
Computer Research Fees	$19,694.69
Expert/Consultant Fees	$66,239.59
Work-Related Transportation/ Meals/Lodging*	$44,734.52
Service Fees	$6,239.00
Contribution to Litigation Fund	$166,332.51
Research Items	$176.29
Litigation Fund Remaining Balance	$178,952.97
TOTAL	**$592,020.74**

* $2,730.00 in estimated travel costs has been included for representatives of Labaton Sucharow to attend the final approval hearing. If less than $2,730.00 is incurred, the actual amount incurred will be deducted from the Settlement Fund. If more than $2,730.00 is incurred, $2,730.00 will be the cap and only that amount will be deducted from the Settlement Fund.

EXHIBIT C

EXHIBIT C

Howard, et al., v. Liquidity Services Inc., et al.

LITIGATION EXPENSE FUND
INCEPTION THROUGH JULY 31, 2018

DEPOSITS:		***TOTALS***
Labaton Sucharow LLP		$166,332.51
Spector Roseman & Kodroff, P.C.		$53,683.00
TOTAL DEPOSITS		**$220,015.51**
EXPENSES INCURRED BY THE LITIGATION EXPENSE FUND:		
Experts		$214,801.25
Loss Causation/Damages	$128,123.75	
Accounting	$7,840.00	
Reverse Supply Chain	$78,837.50	
Court Reporting Services		$28,761.64
Process Service		$3,289.00
Mediator		$38,675.00
Litigation Support		$113,441.59
Total Expenses of Litigation Expense Fund		**$398,968.48**
BALANCE REMAINING IN LITIGATION EXPENSE FUND AS OF AUGUST 30, 2018		**-$178,952.97**

EXHIBIT D

EXHIBIT D

Howard, et al., v. Liquidity Services Inc., et al.

FIRM RESUME

Labaton Sucharow

MORE THAN 50 YEARS OF ADVOCACY

Firm Resume

Securities Class Action Litigation

Labaton Sucharow

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Labaton Sucharow

About the Firm

Founded in 1963, Labaton Sucharow LLP has earned a reputation as one of the leading plaintiffs firms in the United States. We have recovered more than $12 billion and secured corporate governance reforms on behalf of the nation's largest institutional investors, including public pension and Taft-Hartley funds, hedge funds, investment banks, and other financial institutions. These recoveries include more than $1 billion in *In re American International Group, Inc. Securities Litigation,* $671 million in *In re HealthSouth Securities Litigation*, $624 million in *In re Countrywide Financial Corporation Securities Litigation*, and $473 million in *In re Schering-Plough/ENHANCE Securities Litigation.*

As a leader in the field of complex litigation, the Firm has successfully conducted class, mass, and derivative actions in the following areas: securities; antitrust; financial products and services; corporate governance and shareholder rights; mergers and acquisitions; derivative; REITs and limited partnerships; consumer protection; and whistleblower representation.

Along with securing newsworthy recoveries, the Firm has a track record for successfully prosecuting complex cases from discovery to trial to verdict. In court, as *Law360* has noted, our attorneys are known for "fighting defendants tooth and nail." Our appellate experience includes winning appeals that increased settlement value for clients, and securing a landmark 2013 U.S. Supreme Court victory benefitting all investors by reducing barriers to the certification of securities class action cases.

Our Firm is equipped to deliver results with a robust infrastructure of more than 60 full-time attorneys, a dynamic professional staff, and innovative technological resources. Labaton Sucharow attorneys are skilled in every stage of business litigation and have challenged corporations from every sector of the financial markets. Our professional staff includes paralegals, financial analysts, e-discovery specialists, a certified public accountant, a certified fraud examiner, and a forensic accountant. With seven investigators, including former members of federal and state law enforcement, we have one of the largest in-house investigative teams in the securities bar. Managed by a law enforcement veteran who spent 12 years with the FBI, our internal investigative group provides us with information that is often key to the success of our cases.

Outside of the courtroom, the Firm is known for its leadership and participation in investor protection organizations, such as the Council for Institutional Investors, World Federation of Investors, National Association of Shareholder and Consumer Attorneys, as well as serving as a patron of the John L. Weinberg Center for Corporate Governance of the University of Delaware. The Firm shares these groups' commitment to a market that operates with greater transparency, fairness, and accountability.

Labaton Sucharow has been consistently ranked as a top-tier firm in leading industry publications such as *Chambers & Partners USA*, *The Legal 500*, and *Benchmark Litigation*. For the past decade, the Firm was listed on *The National Law Journal*'s Plaintiffs' Hot List and was inducted to the Hall of Fame for successive honors. The Firm has also been featured as one of *Law360*'s Most Feared Plaintiffs Firms and Class Action Practice Groups of the Year.

Visit www.labaton.com for more information about our Firm.

Labaton Sucharow

Securities Class Action Litigation

Labaton Sucharow is a leader in securities litigation and a trusted advisor to more than 300 institutional investors. Since the passage of the Private Securities Litigation Reform Act of 1995 (PSLRA), the Firm has recovered more than $9 billion in the aggregate for injured investors through securities class actions prosecuted throughout the United States and against numerous public corporations and other corporate wrongdoers.

These notable recoveries would not be possible without our exhaustive case evaluation process. The Firm has developed a proprietary system for portfolio monitoring and reporting on domestic and international securities litigation, and currently provides these services to more than 160 institutional investors, which manage collective assets of more than $2 trillion. The Firm's in-house licensed investigators also gather crucial details to support our cases, whereas other firms rely on outside vendors, or conduct no confidential investigation at all.

As a result of our thorough case evaluation process, our securities litigators can focus solely on cases with strong merits. The benefits of our selective approach are reflected in the low dismissal rate of the securities cases we pursue, which is well below the industry average. Over the past decade, we have successfully prosecuted headline-making class actions against AIG, Countrywide, Fannie Mae, and Bear Stearns, among others.

Notable Successes

Labaton Sucharow has achieved notable successes in financial and securities class actions on behalf of investors, including the following:

- ***In re American International Group, Inc. Securities Litigation*, No. 04-cv-8141, (S.D.N.Y.)**

  In one of the most complex and challenging securities cases in history, Labaton Sucharow secured more than $1 billion in recoveries on behalf of lead plaintiff Ohio Public Employees' Retirement System in a case arising from allegations of bid rigging and accounting fraud. To achieve this remarkable recovery, the Firm took over 100 depositions and briefed 22 motions to dismiss. The settlement entailed a $725 million settlement with American International Group (AIG), $97.5 million settlement with AIG's auditors, $115 million settlement with former AIG officers and related defendants, and an additional $72 million settlement with General Reinsurance Corporation, which was approved by the Second Circuit on September 11, 2013.

- ***In re Countrywide Financial Corp. Securities Litigation*, No. 07-cv-05295 (C.D. Cal.)**

  Labaton Sucharow, as lead counsel for the New York State Common Retirement Fund and the five New York City public pension funds, sued one of the nation's largest issuers of mortgage loans for credit risk misrepresentations. The Firm's focused investigation and discovery efforts uncovered incriminating evidence that led to a $624 million settlement for investors. On February 25, 2011, the court granted final approval to the settlement, which is one of the top 20 securities class action settlements in the history of the PSLRA.

- ***In re HealthSouth Corp. Securities Litigation*, No. 03-cv-01500 (N.D. Ala.)**

  Labaton Sucharow served as co-lead counsel to New Mexico State Investment Council in a case stemming from one of the largest frauds ever perpetrated in the healthcare industry. Recovering $671 million for the class, the settlement is one of the top 15 securities class action settlements of all

time. In early 2006, lead plaintiffs negotiated a settlement of $445 million with defendant HealthSouth. On June 12, 2009, the court also granted final approval to a $109 million settlement with defendant Ernst & Young LLP. In addition, on July 26, 2010, the court granted final approval to a $117 million partial settlement with the remaining principal defendants in the case, UBS AG, UBS Warburg LLC, Howard Capek, Benjamin Lorello, and William McGahan.

- ***In re Schering-Plough/ENHANCE Securities Litigation*, No. 08-cv-00397 (D. N.J.)**

  As co-lead counsel, Labaton Sucharow obtained a $473 million settlement on behalf of co-lead plaintiff Massachusetts Pension Reserves Investment Management Board. After five years of litigation, and three weeks before trial, the settlement was approved on October 1, 2013. This recovery is one of the largest securities fraud class action settlements against a pharmaceutical company. The Special Masters' Report noted, "**the outstanding result achieved for the class is the direct product of outstanding skill and perseverance by Co-Lead Counsel…no one else…could have produced the result here—no government agency or corporate litigant to lead the charge and the Settlement Fund is the product solely of the efforts of Plaintiffs' Counsel**."

- ***In re Waste Management, Inc. Securities Litigation*, No. H-99-2183 (S.D. Tex.)**

  In 2002, the court approved an extraordinary settlement that provided for recovery of $457 million in cash, plus an array of far-reaching corporate governance measures. Labaton Sucharow represented lead plaintiff Connecticut Retirement Plans and Trust Funds. At that time, this settlement was the largest common fund settlement of a securities action achieved in any court within the Fifth Circuit and the third largest achieved in any federal court in the nation. Judge Harmon noted, among other things, that Labaton Sucharow "**obtained an outstanding result by virtue of the quality of the work and vigorous representation of the class.**"

- ***In re General Motors Corp. Securities Litigation*, No. 06-cv-1749, (E.D. Mich.)**

  As co-lead counsel in a case against automotive giant, General Motors (GM), and Deloitte & Touche LLP (Deloitte), its auditor, Labaton Sucharow obtained a settlement of $303 million—one of the largest settlements ever secured in the early stages of a securities fraud case. Lead plaintiff Deka Investment GmbH alleged that GM, its officers, and its outside auditor overstated GM's income by billions of dollars, and GM's operating cash flows by tens of billions of dollars, through a series of accounting manipulations. The final settlement, approved on July 21, 2008, consisted of a cash payment of $277 million by GM and $26 million in cash from Deloitte.

- ***Arkansas Teacher Retirement System v. State Street Corp.*, No. 11-cv-10230 (D. Mass)**

  Labaton Sucharow served as lead counsel for the plaintiff Arkansas Teacher Retirement System (ATRS) in this securities class action against Boston-based financial services company, State Street Corporation (State Street). On November 2, 2016, the court granted final approval of the $300 million settlement with State Street. The plaintiffs claimed that State Street, as custodian bank to a number of public pension funds, including ATRS, was responsible for foreign exchange (FX) trading in connection with its clients global trading. Over a period of many years, State Street systematically overcharged those pension fund clients, including Arkansas, for those FX trades.

- ***Wyatt v. El Paso Corp.*, No. H-02-2717 (S.D. Tex.)**

  Labaton Sucharow secured a $285 million class action settlement against the El Paso Corporation on behalf of co-lead plaintiff, an individual. The case involved a securities fraud stemming from the company's inflated earnings statements, which cost shareholders hundreds of millions of dollars during a four-year span. On March 6, 2007, the court approved the settlement and also commended the

efficiency with which the case had been prosecuted, particularly in light of the complexity of the allegations and the legal issues.

- ***In re Bear Stearns Cos., Inc. Securities, Derivative & ERISA Litigation,* No. 08-cv-2793 (S.D.N.Y.)**

  Labaton Sucharow served as co-lead counsel, representing lead plaintiff, the State of Michigan Retirement Systems, and the class. The action alleged that Bear Stearns and certain officers and directors made misstatements and omissions in connection with Bear Stearns' financial condition, including losses in the value of its mortgage-backed assets and Bear Stearns' risk profile and liquidity. The action further claimed that Bear Stearns' outside auditor, Deloitte & Touche LLP, made misstatements and omissions in connection with its audits of Bear Stearns' financial statements for fiscal years 2006 and 2007. Our prosecution of this action required us to develop a detailed understanding of the arcane world of packaging and selling subprime mortgages. Our complaint has been called a "tutorial" for plaintiffs and defendants alike in this fast-evolving area. After surviving motions to dismiss, on November 9, 2012, the court granted final approval to settlements with the Bear Stearns defendants for $275 million and with Deloitte for $19.9 million.

- ***In re Massey Energy Co. Securities Litigation*, No. 10-CV-00689 (S.D. W.Va.)**

  As co-lead counsel representing the Commonwealth of Massachusetts Pension Reserves Investment Trust, Labaton Sucharow achieved a $265 million all-cash settlement in a case arising from one of the most notorious mining disasters in U.S. history. On June 4, 2014, the settlement was reached with Alpha Natural Resources, Massey's parent company. Investors alleged that Massey falsely told investors it had embarked on safety improvement initiatives and presented a new corporate image following a deadly fire at one of its coal mines in 2006. After another devastating explosion which killed 29 miners in 2010, Massey's market capitalization dropped by more than $3 billion. Judge Irene C. Berger noted that "**Class counsel has done an expert job of representing all of the class members to reach an excellent resolution and maximize recovery for the class.**"

- ***Eastwood Enterprises, LLC v. Farha (WellCare Securities Litigation),* No. 07-cv-1940 (M.D. Fla.)**

  On behalf of The New Mexico State Investment Council and the Public Employees Retirement Association of New Mexico, Labaton Sucharow served as co-lead counsel and negotiated a $200 million settlement over allegations that WellCare Health Plans, Inc., a Florida-based managed healthcare service provider, disguised its profitability by overcharging state Medicaid programs. Under the terms of the settlement approved by the court on May 4, 2011, WellCare agreed to pay an additional $25 million in cash if, at any time in the next three years, WellCare was acquired or otherwise experienced a change in control at a share price of $30 or more after adjustments for dilution or stock splits.

- ***In re Bristol-Myers Squibb Securities Litigation*, No. 00-cv-1990 (D.N.J.)**

  Labaton Sucharow served as lead counsel representing the lead plaintiff, union-owned LongView Collective Investment Fund of the Amalgamated Bank, against drug company Bristol-Myers Squibb (BMS). Lead plaintiff claimed that the company's press release touting its new blood pressure medication, Vanlev, left out critical information, other results from the clinical trials indicated that Vanlev appeared to have life-threatening side effects. The FDA expressed serious concerns about these side effects, and BMS released a statement that it was withdrawing the drug's FDA application, resulting in the company's stock price falling and losing nearly 30 percent of its value in a single day. After a five year battle, we won relief on two critical fronts. First, we secured a $185 million recovery for shareholders, and second, we negotiated major reforms to the company's drug development

process that will have a significant impact on consumers and medical professionals across the globe. Due to our advocacy, BMS must now disclose the results of clinical studies on all of its drugs marketed in any country.

- ***In re Fannie Mae 2008 Securities Litigation*, No. 08-cv-7831 (S.D.N.Y.)**

  As co-lead counsel representing co-lead plaintiff Boston Retirement System, Labaton Sucharow secured a $170 million settlement on March 3, 2015 with Fannie Mae. Lead plaintiffs alleged that Fannie Mae and certain of its current and former senior officers violated federal securities laws, by making false and misleading statements concerning the company's internal controls and risk management with respect to Alt-A and subprime mortgages. Lead plaintiffs also alleged that defendants made misstatements with respect to Fannie Mae's core capital, deferred tax assets, other-than-temporary losses, and loss reserves. This settlement is a significant feat, particularly following the unfavorable result in a similar case for investors of Fannie Mae's sibling company, Freddie Mac. Labaton Sucharow successfully argued that investors' losses were caused by Fannie Mae's misrepresentations and poor risk management, rather than by the financial crisis.

- ***In re Broadcom Corp. Class Action Litigation*, No. 06-cv-05036 (C.D. Cal.)**

  Labaton Sucharow served as lead counsel on behalf of lead plaintiff New Mexico State Investment Council in a case stemming from Broadcom Corp.'s $2.2 billion restatement of its historic financial statements for 1998 - 2005. In August 2010, the court granted final approval of a $160.5 million settlement with Broadcom and two individual defendants to resolve this matter, the second largest up-front cash settlement ever recovered from a company accused of options backdating. Following a Ninth Circuit ruling confirming that outside auditors are subject to the same pleading standards as all other defendants, the district court denied Broadcom's auditor Ernst & Young's motion to dismiss on the ground of loss causation. This ruling is a major victory for the class and a landmark decision by the court—the first of its kind in a case arising from stock-options backdating. In October 2012, the court approved a $13 million settlement with Ernst & Young.

- ***In re Satyam Computer Services Ltd. Securities Litigation*, No. 09-md-2027 (S.D.N.Y.)**

  Satyam, referred to as "India's Enron," engaged in one of the most egregious frauds on record. In a case that rivals the Enron and Bernie Madoff scandals, the Firm represented lead plaintiff UK-based Mineworkers' Pension Scheme, which alleged that Satyam Computer Services Ltd., related entities, its auditors, and certain directors and officers made materially false and misleading statements to the investing public about the company's earnings and assets, artificially inflating the price of Satyam securities. On September 13, 2011, the court granted final approval to a settlement with Satyam of $125 million and a settlement with the company's auditor, PricewaterhouseCoopers, in the amount of $25.5 million. Judge Barbara S. Jones commended lead counsel during the final approval hearing noting that the "**…quality of representation which I found to be very high…**"

- ***In re Mercury Interactive Corp. Securities Litigation*, No. 05-cv-3395 (N.D. Cal.)**

  Labaton Sucharow served as co-lead counsel on behalf of co-lead plaintiff Steamship Trade Association/International Longshoremen's Association Pension Fund, which alleged Mercury backdated option grants used to compensate employees and officers of the company. Mercury's former CEO, CFO, and General Counsel actively participated in and benefited from the options backdating scheme, which came at the expense of the company's shareholders and the investing public. On September 25, 2008, the court granted final approval of the $117.5 million settlement.

- ***In re Oppenheimer Champion Fund Securities Fraud Class Actions*, No. 09-cv-525 (D. Colo.) and *In re Core Bond Fund*, No. 09-cv-1186 (D. Colo.)**

  Labaton Sucharow served as lead counsel and represented individuals and the proposed class in two related securities class actions brought against OppenheimerFunds, Inc., among others, and certain officers and trustees of two funds—Oppenheimer Core Bond Fund and Oppenheimer Champion Income Fund. The lawsuits alleged that the investment policies followed by the funds resulted in investor losses when the funds suffered drops in net asset value although the funds were presented as safe and conservative investments to consumers. In May 2011, the Firm achieved settlements amounting to $100 million: $52.5 million in *In re Oppenheimer Champion Fund Securities Fraud Class Actions*, and a $47.5 million settlement in *In re Core Bond Fund*.

- ***In re Computer Sciences Corporation Securities Litigation*, No. 11-cv-610 (E.D. Va.)**

  As lead counsel representing Ontario Teachers' Pension Plan Board, Labaton Sucharow secured a $97.5 million settlement in this "rocket docket" case involving accounting fraud. The settlement was the third largest all cash recovery in a securities class action in the Fourth Circuit and the second largest all cash recovery in such a case in the Eastern District of Virginia. The plaintiffs alleged that IT consulting and outsourcing company Computer Sciences Corporation (CSC) fraudulently inflated its stock price by misrepresenting and omitting the truth about the state of its most visible contract and the state of its internal controls. In particular, the plaintiffs alleged that CSC assured the market that it was performing on a $5.4 billion contract with the UK National Health Services when CSC internally knew that it could not deliver on the contract, departed from the terms of the contract, and as a result, was not properly accounting for the contract. Judge T.S. Ellis, III stated, "**I have no doubt—that the work product I saw was always of the highest quality for both sides.**"

Lead Counsel Appointments in Ongoing Litigation

Labaton Sucharow's institutional investor clients are regularly chosen by federal judges to serve as lead plaintiffs in prominent securities litigations brought under the PSLRA. Dozens of public pension funds and union funds have selected Labaton Sucharow to represent them in federal securities class actions and advise them as securities litigation/investigation counsel. Our recent notable lead and co-lead counsel appointments include the following:

- ***In re SCANA Corporation Securities Litigation*, No. 17-cv-2616 (D.S.C.)**

  Labaton Sucharow represents the West Virginia Investment Management Board against SCANA Corporation and certain of the company's senior executives in this securities class action alleging false and misleading statements about the construction of two new nuclear power plants.

- ***Murphy v. Precision Castparts Corp.*, No. 16-cv-00521 (D. Or.)**

  Labaton Sucharow represents Oklahoma Firefighters Pension and Retirement System in this securities class action against Precision Castparts Corp., an aviation parts manufacturing conglomerate that produces complex metal parts primarily marketed to industrial and aerospace customers.

- ***In re Goldman Sachs Group, Inc. Securities Litigation*, No. 10-cv-03461 (S.D.N.Y.)**

  Labaton Sucharow represents Arkansas Teacher Retirement System in this high-profile litigation based on the scandals involving Goldman Sachs' sales of the Abacus CDO.

- ***In re Tempur Sealy International, Inc. Securities Litigation*, No. 17-cv-2169 (S.D.N.Y.)**

  Labaton Sucharow represents Oklahoma Police Pension and Retirement System in this securities class action against Tempur Sealy, a mattress and bedding-products company.

- ***In re Intuitive Surgical Securities Litigation*, No. 13-cv-01920 (N.D. Cal.)**

  Labaton Sucharow represents the Employees' Retirement System of the State of Hawaii in this securities class action alleging violations of securities fraud laws by concealing FDA regulations violations and a dangerous defect in the company's primary product, the da Vinci Surgical System.

Innovative Legal Strategy

Bringing successful litigation against corporate behemoths during a time of financial turmoil presents many challenges, but Labaton Sucharow has kept pace with the evolving financial markets and with corporate wrongdoer's novel approaches to committing fraud.

Our Firm's innovative litigation strategies on behalf of clients include the following:

- ***Mortgage-Related Litigation***

  In *In re Countrywide Financial Corporation Securities Litigation*, No. 07-cv-5295 (C.D. Cal.), our client's claims involved complex and data-intensive arguments relating to the mortgage securitization process and the market for residential mortgage-backed securities (RMBS) in the United States. To prove that defendants made false and misleading statements concerning Countrywide's business as an issuer of residential mortgages, Labaton Sucharow utilized both in-house and external expert analysis. This included state-of-the-art statistical analysis of loan level data associated with the creditworthiness of individual mortgage loans. The Firm recovered $624 million on behalf of investors.

  Building on its experience in this area, the Firm has pursued claims on behalf of individual purchasers of RMBS against a variety of investment banks for misrepresentations in the offering documents associated with individual RMBS deals.

- ***Options Backdating***

  In 2005, Labaton Sucharow took a pioneering role in identifying options-backdating practices as both damaging to investors and susceptible to securities fraud claims, bringing a case, *In re Mercury Interactive Securities Litigation*, No. 05-cv-3395 (N.D. Cal.), that spawned many other plaintiff recoveries.

  Leveraging its experience, the Firm went on to secure other significant options backdating settlements, in, for example, *In re Broadcom Corp. Class Action Litigation*, No. 06-cv-5036 (C.D. Cal.), and in *In re Take-Two Interactive Securities Litigation*, No. 06-cv-0803 (S.D.N.Y.). Moreover, in *Take-Two*, Labaton Sucharow was able to prompt the SEC to reverse its initial position and agree to distribute a disgorgement fund to investors, including class members. The SEC had originally planned for the fund to be distributed to the U.S. Treasury. As a result, investors received a very significant percentage of their recoverable damages.

- ***Foreign Exchange Transactions Litigation***

  The Firm has pursued or is pursuing claims for state pension funds against BNY Mellon and State Street Bank, the two largest custodian banks in the world. For more than a decade, these banks failed

to disclose that they were overcharging their custodial clients for foreign exchange transactions. Given the number of individual transactions this practice affected, the damages caused to our clients and the class were significant. Our claims, involving complex statistical analysis, as well as qui tam jurisprudence, were filed ahead of major actions by federal and state authorities related to similar allegations commenced in 2011. Our team favorably resolved the BNY Mellon matter in 2012. The case against State Street Bank resulted in a $300 million recovery.

Appellate Advocacy and Trial Experience

When it is in the best interest of our clients, Labaton Sucharow repeatedly has demonstrated our willingness and ability to litigate these complex cases all the way to trial, a skill unmatched by many firms in the plaintiffs bar.

Labaton Sucharow is one of the few firms in the plaintiffs securities bar to have prevailed in a case before the U.S. Supreme Court. In *Amgen Inc. v. Connecticut Retirement Plans and Trust Funds*, 458 U.S. 455 (2013), the Firm persuaded the court to reject efforts to thwart the certification of a class of investors seeking monetary damages in a securities class action. This represents a significant victory for all plaintiffs in securities class actions.

In *In re Real Estate Associates Limited Partnership Litigation*, Labaton Sucharow's advocacy significantly increased the settlement value for shareholders. The defendants were unwilling to settle for an amount the Firm and its clients viewed as fair, which led to a six-week trial. The Firm and co-counsel ultimately obtained a landmark $184 million jury verdict. The jury supported the plaintiffs' position that the defendants knowingly violated the federal securities laws, and that the general partner had breached his fiduciary duties to shareholders. The $184 million award was one of the largest jury verdicts returned in any PSLRA action and one in which the class, consisting of 18,000 investors, recovered 100 percent of their damages.

Labaton Sucharow

Our Clients

Labaton Sucharow represents and advises the following institutional investor clients, among others:

- Arkansas Teacher Retirement System
- Baltimore County Retirement System
- Boston Retirement System
- California Public Employees' Retirement System
- California State Teachers' Retirement System
- City of New Orleans Employees' Retirement System
- Connecticut Retirement Plans & Trust Funds
- Division of Investment of the New Jersey Department of the Treasury
- Genesee County Employees' Retirement System
- Illinois Municipal Retirement Fund
- Teachers' Retirement System of Louisiana
- Macomb County Employees Retirement System
- Metropolitan Atlanta Rapid Transit Authority
- Michigan Retirement Systems
- Mississippi Public Employees' Retirement System
- New York City Pension Funds
- New York State Common Retirement Fund
- Norfolk County Retirement System
- Office of the Ohio Attorney General and several of its Retirement Systems
- Oklahoma Firefighters Pension and Retirement System
- Plymouth County Retirement System
- Office of the New Mexico Attorney General and several of its Retirement Systems
- Public Employee Retirement System of Idaho
- Rhode Island State Investment Commission
- Santa Barbara County Employees' Retirement System
- State of Oregon Public Employees' Retirement System
- State of Wisconsin Investment Board
- Virginia Retirement System

Labaton Sucharow

Awards and Accolades

Industry publications and peer rankings consistently recognize the Firm as a respected leader in securities litigation.

Chambers & Partners USA

Leading Plaintiffs Securities Litigation Firm (2009-2018)

> "effective and greatly respected…a bench of partners who are highly esteemed by competitors and adversaries alike"

The Legal 500

Leading Plaintiffs Securities Litigation Firm and also recognized in Antitrust (2010-2018) and M&A Litigation (2013, 2015-2018)

> "'Superb' and 'at the top of its game.' The Firm's team of 'hard-working lawyers, who push themselves to thoroughly investigate the facts' and conduct 'very diligent research.'"

Benchmark Litigation

Recommended in Securities Litigation Nationwide and in New York State (2012-2018); and Noted for Corporate Governance and Shareholder Rights Litigation in the Delaware Court of Chancery (2016-2018), Top 10 Plaintiffs Firm in the United States (2017)

> "clearly living up to its stated mission 'reputation matters'…consistently earning mention as a respected litigation-focused firm fighting for the rights of institutional investors"

Law360

Most Feared Plaintiffs Firm (2013-2015) and Class Action Practice Group of the Year (2012 and 2014-2017)

> "known for thoroughly investigating claims and conducting due diligence before filing suit, and for fighting defendants tooth and nail in court"

The National Law Journal

Winner of the Elite Trial Lawyers Award in Securities Law (2015), Hall of Fame Honoree, and Top Plaintiffs' Firm on the annual Hot List (2006-2016)

> "definitely at the top of their field on the plaintiffs' side"

Labaton Sucharow

Community Involvement

To demonstrate our deep commitment to the community, Labaton Sucharow has devoted significant resources to pro bono legal work and public and community service.

Firm Commitments

Brooklyn Law School Securities Arbitration Clinic
Mark S. Arisohn, Adjunct Professor and Joel H. Bernstein, Adjunct Professor

Labaton Sucharow partnered with Brooklyn Law School to establish a securities arbitration clinic. The program, which ran for five years, assisted defrauded individual investors who could not otherwise afford to pay for legal counsel and provided students with real-world experience in securities arbitration and litigation. Partners Mark S. Arisohn and Joel H. Bernstein led the program as adjunct professors.

Change for Kids

Labaton Sucharow supports Change for Kids (CFK) as a Strategic Partner of P.S. 182 in East Harlem. One school at a time, CFK rallies communities to provide a broad range of essential educational opportunities at under-resourced public elementary schools. By creating inspiring learning environments at our partner schools, CFK enables students to discover their unique strengths and develop the confidence to achieve.

The Lawyers' Committee for Civil Rights Under Law
Edward Labaton, Member, Board of Directors

The Firm is a long-time supporter of The Lawyers' Committee for Civil rights Under Law, a nonpartisan, nonprofit organization formed in 1963 at the request of President John F. Kennedy. The Lawyers' Committee involves the private bar in providing legal services to address racial discrimination.

Labaton Sucharow attorneys have contributed on the federal level to U.S. Supreme Court nominee analyses (analyzing nominees for their views on such topics as ethnic equality, corporate diversity, and gender discrimination) and national voters' rights initiatives.

Sidney Hillman Foundation

Labaton Sucharow supports the Sidney Hillman Foundation. Created in honor of the first president of the Amalgamated Clothing Workers of America, Sidney Hillman, the foundation supports investigative and progressive journalism by awarding monthly and yearly prizes. Partner Thomas A. Dubbs is frequently invited to present these awards.

Individual Attorney Commitments

Labaton Sucharow attorneys give of themselves in many ways, both by volunteering and in leadership positions in charitable organizations. A few of the awards our attorneys have received or organizations they are involved in are:

- Awarded "Champion of Justice" by the Alliance for Justice, a national nonprofit association of over 100 organizations which represent a broad array of groups "committed to progressive values and the creation of an equitable, just, and free society."
- Pro bono representation of mentally ill tenants facing eviction, appointed as guardian ad litem in several housing court actions.
- Recipient of a Volunteer and Leadership Award from a tenants' advocacy organization for work defending the rights of city residents and preserving their fundamental sense of public safety and home.
- Board Member of the Ovarian Cancer Research Fund—the largest private funding agency of its kind supporting research into a method of early detection and, ultimately, a cure for ovarian cancer.

Our attorneys have also contributed to or continue to volunteer with the following charitable organizations, among others:

- American Heart Association
- Big Brothers/Big Sisters of New York City
- Boys and Girls Club of America
- Carter Burden Center for the Aging
- City Harvest
- City Meals-on-Wheels
- Coalition for the Homeless
- Cycle for Survival
- Cystic Fibrosis Foundation
- Dana Farber Cancer Institute
- Food Bank for New York City
- Fresh Air Fund
- Habitat for Humanity
- Lawyers Committee for Civil Rights
- Legal Aid Society
- Mentoring USA
- National Lung Cancer Partnership
- National MS Society
- National Parkinson Foundation
- New York Cares
- New York Common Pantry
- Peggy Browning Fund
- Sanctuary for Families
- Sandy Hook School Support Fund
- Save the Children
- Special Olympics
- Toys for Tots
- Williams Syndrome Association

Labaton Sucharow

Commitment to Diversity

Recognizing that business does not always offer equal opportunities for advancement and collaboration to women, Labaton Sucharow launched its Women's Networking and Mentoring Initiative in 2007.

Led by Firm partners and co-chairs Serena P. Hallowell and Carol C. Villegas, the Women's Initiative reflects our commitment to the advancement of women professionals. The goal of the Initiative is to bring professional women together to collectively advance women's influence in business. Each event showcases a successful woman role model as a guest speaker. We actively discuss our respective business initiatives and hear the guest speaker's strategies for success. Labaton Sucharow mentors young women inside and outside of the firm and promotes their professional achievements. The Firm also is a member of the National Association of Women Lawyers (NAWL). For more information regarding Labaton Sucharow's Women's Initiative, please visit www.labaton.com/en/about/women/Womens-Initiative.cfm.

Further demonstrating our commitment to diversity in the legal profession and within our Firm, in 2006, we established the Labaton Sucharow Minority Scholarship and Internship. The annual award—a grant and a summer associate position—is presented to a first-year minority student who is enrolled at a metropolitan New York law school and who has demonstrated academic excellence, community commitment, and personal integrity.

Labaton Sucharow has also instituted a diversity internship which brings two Hunter College students to work at the Firm each summer. These interns rotate through various departments, shadowing Firm partners and getting a feel for the inner workings of the Firm.

Labaton Sucharow

Securities Litigation Attorneys

Our team of securities class action litigators includes:

Partners

Lawrence A. Sucharow (Co-Chairman)
Christopher J. Keller (Co-Chairman)
Mark S. Arisohn
Eric J. Belfi
Michael P. Canty
Marisa N. DeMato
Thomas A. Dubbs
Christine M. Fox
Jonathan Gardner
David J. Goldsmith
Louis Gottlieb
Serena P. Hallowell
Thomas G. Hoffman, Jr.
James W. Johnson
Edward Labaton
Christopher J. McDonald
Michael H. Rogers
Ira A. Schochet
Irina Vasilchenko
Carol C. Villegas
Ned Weinberger
Mark S. Willis
Nicole M. Zeiss

Of Counsel

Rachel A. Avan
Mark Bogen
Joseph H. Einstein
Mark Goldman
Lara Goldstone
Francis P. McConville
James McGovern
Domenico Minerva
Corban S. Rhodes
David J. Schwartz
Mark R. Winston

Detailed biographies of the team's qualifications and accomplishments follow.

Lawrence A. Sucharow, Co-Chairman

lsucharow@labaton.com

With more than four decades of experience, Co-Chairman Lawrence A. Sucharow is an internationally recognized trial lawyer and a leader of the class action bar. Under his guidance, the Firm has grown into and earned its position as one of the top plaintiffs securities and antitrust class action firms in the world. As Co-Chairman, Larry focuses on counseling the Firm's large institutional clients, developing creative and compelling strategies to advance and protect clients' interests, and the prosecution and resolution of many of the Firm's leading cases.

Over the course of his career, Larry has prosecuted hundreds of cases and the Firm has recovered billions in groundbreaking securities, antitrust, business transaction, product liability, and other class actions. In fact, a landmark case tried in 2002—*In re Real Estate Associates Limited Partnership Litigation*—was the very first securities action successfully tried to a jury verdict following the enactment of the Private Securities Litigation Reform Act (PSLRA). Experience such as this has made Larry uniquely qualified to evaluate and successfully prosecute class actions.

Other representative matters include: *In re CNL Resorts, Inc. Securities Litigation* ($225 million settlement); *In re Paine Webber Incorporated Limited Partnerships Litigation* ($200 million settlement); *In re Prudential Securities Incorporated Limited Partnerships Litigation* ($110 million partial settlement); *In re Prudential Bache Energy Income Partnerships Securities Litigation* ($91 million settlement) and *Shea v. New York Life Insurance Company* (over $92 million settlement).

Larry's consumer protection experience includes leading the national litigation against the tobacco companies in *Castano v. American Tobacco Co.*, as well as litigating *In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation*. Currently, he plays a key role in *In re Takata Airbag Products Liability Litigation* and a nationwide consumer class action against Volkswagen Group of America, Inc., arising out of the wide-scale fraud concerning Volkswagen's "Clean Diesel" vehicles. Larry further conceptualized the establishment of two Dutch foundations, or "Stichtingen" to pursue settlement of claims against Volkswagen on behalf of injured car owners and investors in Europe.

In recognition of his career accomplishments and standing in the securities bar at the Bar, Larry was selected by *Law360* as one the 10 Most Admired Securities Attorneys in the United States and as a Titan of the Plaintiffs Bar. Further, he is one of a small handful of plaintiffs' securities lawyers in the United States recognized by *Chambers & Partners USA*, *The Legal 500*, *Benchmark Litigation*, and *Lawdragon 500* for his successes in securities litigation. Referred to as a "legend" by his peers in *Benchmark Litigation*, *Chambers* describes him as an "an immensely respected plaintiff advocate" and a "renowned figure in the securities plaintiff world…[that] has handled some of the most high-profile litigation in this field." According to *The Legal 500*, clients characterize Larry as a "a strong and passionate advocate with a desire to win." In addition, Brooklyn Law School honored Larry with the 2012 Alumni of the Year Award for his notable achievements in the field.

In 2018, Larry was appointed to serve on Brooklyn Law School's Board of Trustees. He has served a two-year term as President of the National Association of Shareholder and Consumer Attorneys, a membership organization of approximately 100 law firms that practice complex civil litigation including class actions. A longtime supporter of the Federal Bar Council, Larry serves as a trustee of the Federal Bar Council Foundation. He is a member of the Federal Bar Council's Committee on Second Circuit Courts, and the Federal Courts Committee of the New York County Lawyers' Association. He is also a member of the Securities Law Committee of the New Jersey State Bar Association and was the Founding Chairman of the Class Action Committee of the Commercial and Federal Litigation Section of the New York State Bar Association, a position he held from 1988-1994. In addition, Larry serves on the Advocacy Committee of the World Federation of Investors Corporation, a worldwide umbrella organization of national shareholder associations. In May 2013, Larry was elected Vice Chair of the International Financial Litigation Network, a network of law firms from 15 countries seeking international solutions to cross-border financial problems.

Larry is admitted to practice in the States of New York, New Jersey, and Arizona as well as before the Supreme Court of the United States, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York, and the District of New Jersey.

Christopher J. Keller, Co-Chairman
ckeller@labaton.com

Christopher J. Keller focuses on complex securities litigation. His clients are institutional investors, including some of the world's largest public and private pension funds with tens of billions of dollars under management.

Described by *The Legal 500* as a "sharp and tenacious advocate" who "has his pulse on the trends," Chris has been instrumental in the Firm's appointments as lead counsel in some of the largest securities matters arising out of the financial crisis, such as actions against Countrywide ($624 million settlement), Bear Stearns ($275 million settlement with Bear Stearns Companies, plus a $19.9 million settlement with Deloitte & Touche LLP, Bear Stearns' outside auditor), Fannie Mae ($170 million settlement), and Goldman Sachs.

Chris has also been integral in the prosecution of traditional fraud cases such as *In re Schering-Plough Corporation / ENHANCE Securities Litigation*; *In re Massey Energy Co. Securities Litigation*, where the Firm obtained a $265 million all-cash settlement with Alpha Natural Resources, Massey's parent company; as well as *In re Satyam Computer Services, Ltd. Securities Litigation*, where the Firm obtained a settlement of more than $150 million. Chris was also a principal litigator on the trial team of *In re Real Estate Associates Limited Partnership Litigation*. The six-week jury trial resulted in a $184 million plaintiffs' verdict, one of the largest jury verdicts since the passage of the Private Securities Litigation Reform Act.

In addition to his active caseload, Chris holds a variety of leadership positions within the Firm, including serving on the Firm's Executive Committee. In response to the evolving needs of clients, Chris also established, and currently leads, the Case Development Group, which is composed of attorneys, in-house investigators, financial analysts, and forensic accountants. The group is responsible for evaluating clients' financial losses and analyzing their potential legal claims both in and outside of the U.S. and tracking trends that are of potential concern to investors.

Educating institutional investors is a significant element of Chris' advocacy efforts for shareholder rights. He is regularly called upon for presentations on developing trends in the law and new case theories at annual meetings and seminars for institutional investors.

He is a member of several professional groups, including the New York State Bar Association and the New York County Lawyers' Association. In 2017, he was elected to the New York City Bar Fund Board of Directors. The City Bar Fund is the nonprofit 501(c)(3) arm of the New York City Bar Association aimed at engaging and supporting the legal profession in advancing social justice."

He is admitted to practice in the States of New York and Ohio, as well as before the Supreme Court of the United States, and the United States District Courts for the Southern and Eastern Districts of New York, the Eastern District of Wisconsin, and the District of Colorado.

Mark S. Arisohn, Partner
marisohn@labaton.com

Mark S. Arisohn focuses on prosecuting complex securities fraud cases on behalf of institutional investors. Mark is an accomplished litigator, with nearly 40 years of extensive trial experience in jury and non-jury matters in the state and federal courts nationwide. He has also argued in the New York Court of Appeals, the United States Court of Appeals for the Second Circuit and appeared before the United States Supreme Court in the landmark insider trading case of *Chiarella v. United States*.

Mark's wide-ranging practice has included prosecuting and defending individuals and corporations in cases involving securities fraud, mail and wire fraud, bank fraud, and RICO violations. He has represented public officials, individuals, and companies in the construction and securities industries as well as professionals accused of regulatory offenses and professional misconduct. He also has appeared as trial counsel for both plaintiffs and defendants in civil fraud matters and corporate and commercial matters, including shareholder litigation, business torts, unfair competition, and misappropriation of trade secrets.

Mark is one of the few litigators in the plaintiffs' bar to have tried two securities fraud class action cases to a jury verdict.

Mark is an active member of the Association of the Bar of the City of New York and has served on its Judiciary Committee, the Committee on Criminal Courts, Law and Procedure, the Committee on Superior Courts, and the Committee on Professional Discipline. He serves as a mediator for the Complaint Mediation Panel of the Association of the Bar of the City of New York where he mediates attorney client disputes and as a hearing officer for the New York State Commission on Judicial Conduct where he presides over misconduct cases brought against judges.

Mark also co-leads Labaton Sucharow's Securities Arbitration pro bono project in conjunction with Brooklyn Law School where he serves as an adjunct professor. Mark, together with Labaton Sucharow associates and Brooklyn Law School students, represents aggrieved and defrauded individual investors who cannot otherwise afford to pay for legal counsel in financial industry arbitration matters against investment advisors and stockbrokers.

Mark was named to the recommended list in the field of Securities Litigation by *The Legal 500* and recognized by *Benchmark Litigation* as a Securities Litigation Star. He has also received a rating of AV Preeminent from publishers of the Martindale-Hubbell directory.

Mark is admitted to practice in the State of New York and the District of Columbia as well as before the Supreme Court of the United States, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern, Eastern, and Northern Districts of New York, the Northern District of Texas, and the Northern District of California.

Eric J. Belfi, Partner
ebelfi@labaton.com

Representing many of the world's leading pension funds and other institutional investors, Eric J. Belfi is an accomplished litigator with experience in a broad range of commercial matters. Eric focuses on domestic and international securities and shareholder litigation, as well as direct actions on behalf of governmental entities. He serves as a member of the Firm's Executive Committee.

As an integral member of the Firm's Case Development Group, Eric has brought numerous high-profile domestic securities cases that resulted from the credit crisis, including the prosecution against Goldman Sachs. In *In re Goldman Sachs Group, Inc. Securities Litigation*, he played a significant role in the investigation and drafting of the operative complaint. Eric was also actively involved in securing a combined settlement of $18.4 million in *In re Colonial BancGroup, Inc. Securities Litigation*, regarding material misstatements and omissions in SEC filings by Colonial BancGroup and certain underwriters.

Along with his domestic securities litigation practice, Eric leads the Firm's Non-U.S. Securities Litigation Practice, which is dedicated exclusively to analyzing potential claims in non-U.S. jurisdictions and advising on the risk and benefits of litigation in those forums. The practice, one of the first of its kind, also serves as liaison counsel to institutional investors in such cases, where appropriate. Currently, Eric represents nearly 30 institutional investors in over a dozen non-U.S. cases against companies including SNC-Lavalin Group Inc. in Canada, Vivendi Universal, S.A. in France, OZ Minerals Ltd. in Australia, Lloyds Banking Group in the UK, and Olympus Corporation in Japan.

Eric's international experience also includes securing settlements on behalf of non-U.S. clients including the UK-based Mineworkers' Pension Scheme in *In re Satyam Computer Securities Services Ltd. Securities Litigation*, an action related to one of the largest securities fraud in India which resulted in $150.5 million in collective settlements. Representing two of Europe's leading pension funds, Deka Investment GmbH and Deka International S.A., Luxembourg, in *In re General Motors Corp. Securities Litigation*, Eric was integral in securing a $303 million settlement in a case regarding multiple accounting manipulations and overstatements by General Motors.

Additionally, Eric oversees the Financial Products and Services Litigation Practice, focusing on individual actions against malfeasant investment bankers, including cases against custodial banks that allegedly committed deceptive practices relating to certain foreign currency transactions. Most recently, he served as lead counsel to Arkansas Teacher Retirement System in a class action against State Street Corporation and certain affiliated entities alleging misleading actions in connection with foreign currency exchange trades, which resulted in a $300 million recovery. He has also represented the Commonwealth of Virginia in its False Claims Act case against Bank of New York Mellon, Inc.

Eric's M&A and derivative experience includes noteworthy cases such as *In re Medco Health Solutions Inc. Shareholders Litigation*, in which he was integrally involved in the negotiation of the settlement that included a significant reduction in the termination fee.

Eric's prior experience included serving as an Assistant Attorney General for the State of New York and as an Assistant District Attorney for the County of Westchester. As a prosecutor, Eric investigated and prosecuted white-collar criminal cases, including many securities law violations. He presented hundreds of cases to the grand jury and obtained numerous felony convictions after jury trials.

Eric is a member of the National Association of Public Pension Attorneys (NAPPA) Securities Litigation Working Group. He has spoken on the topics of shareholder litigation and U.S.-style class actions in European countries and has discussed socially responsible investments for public pension funds.

Eric is admitted to practice in the State of New York, as well as before the United States Court of Appeals for the Tenth Circuit, and the United States District Courts for the Southern and Eastern Districts of New York, the Eastern District of Michigan, the District of Colorado, the District of Nebraska, and the Eastern District of Wisconsin.

Michael P. Canty, Partner
mcanty@labaton.com

Michael P. Canty prosecutes complex fraud cases on behalf of institutional investors and consumers. Upon joining Labaton, Michael successfully prosecuted a number of high profile securities matters involving technology companies including cases against AMD, a multi-national semiconductor company and Ubiquiti Networks, Inc., a global software company. In both cases Michael played a pivotal role in securing favorable settlements for investors. Recommended by The Legal 500 in the field of securities litigation, Michael also is an accomplished litigator with more than a decade of trial experience in matters relating to national security, white collar crime, and cybercrime.

Prior to joining Labaton Sucharow, Michael was a federal prosecutor in the United States Attorney's Office for the Eastern District of New York, where he served as the Deputy Chief of the Office's General Crimes Section. Michael also served in the Office's National Security and Cybercrimes Section. During his time as lead prosecutor, Michael investigated and prosecuted complex and high-profile white collar, national security, and cybercrime offenses. He also served as an Assistant District Attorney for the Nassau County District Attorney's Office, where he handled complex state criminal offenses and served in the Office's Homicide Unit.

Michael has extensive trial experience both from his days as a prosecutor in New York City for the United States Department of Justice and during his six years as an Assistant District Attorney. He served as trial counsel in more than 35 matters, many of which related to violent crime, white collar and terrorism related offenses. He played a pivotal role in United States v. Abid Naseer, where he prosecuted and convicted an al-Qaeda operative who conspired to carry out attacks in the United States and Europe. Michael also led the investigation in United States v. Marcos Alonso Zea, a case in which he successfully prosecuted a citizen for attempting to join a terrorist organization in the Arabian Peninsula and for providing material support intended for planned attacks.

Michael also has a depth of experience investigating and prosecuting cases involving the distribution of prescription opioids. In January 2012, Michael was assigned to the U.S. Attorney's Office Prescription Drug Initiative to mount a comprehensive response to what the United States Department of Health and Human Services' Center for Disease Control and Prevention has called an epidemic increase in the abuse of so-called opioid analgesics. As a member of the initiative, in United States. v. Conway and United States v. Deslouches Michael successfully prosecuted medical professionals who were illegally prescribing opioids. In United States v. Moss et al. he was responsible for dismantling one of the largest oxycodone rings operating in the New York metropolitan area at the time. In addition to prosecuting these cases, Michael spoke regularly to the community on the dangers of opioid abuse as part of the Office's community outreach.

Additionally, Michael has extensive experience in investigating and prosecuting data breach cases

Before becoming a prosecutor, Michael worked as a Congressional Staff Member for the United States House of Representatives. He primarily served as a liaison between the Majority Leader's Office and the Government Reform and Oversight Committee. During his time with the House of Representatives, Michael managed congressional oversight of the United States Postal Service and reviewed and analyzed counter-narcotics legislation as it related to national security matters.

Michael is admitted to practice in the State of New York as well as before the United States Courts of Appeals for the Second Circuit, and the United States District Court for the Eastern District of New York.

Marisa N. DeMato, Partner
mdemato@labaton.com

With more than 13 years of securities litigation experience, Marisa N. DeMato advises leading pension funds and other institutional investors in the United States and Canada on issues related to corporate fraud in the U.S. securities markets. Her work focuses on complex securities class actions, counseling clients on best practices in the corporate governance of publicly traded companies, and advising institutional investors on monitoring the well-being of their investments. Marisa also advises municipalities and health plans on issues related to U.S. antitrust law and potential violations.

Recently, Marisa represented Seattle City Employees' Retirement System and helped reach a $90 million derivative settlement and historic corporate governance changes with Twenty-First Century Fox, Inc., regarding allegations surrounding workplace harassment incidents at Fox News. Marisa represented the Oklahoma Firefighters Pension and Retirement System in securing a $9.5 million settlement with Castlight Health, Inc. for securities violations in connection with the company's initial public offering. She also served as legal adviser to the West Palm Beach Police Pension Fund in *In re Walgreen Co. Derivative Litigation*, which secured significant corporate governance reforms and required Walgreens to extend its Drug Enforcement Agency commitments as part of the settlement related to the company's violation of the U.S. Controlled Substances Act.

Prior to joining Labaton Sucharow, Marisa worked for a nationally recognized securities litigation firm and devoted a substantial portion of her time to litigating securities fraud, derivative, mergers and acquisitions, consumer fraud, and qui tam actions. Over the course of those eight years she represented numerous pension funds, municipalities, and individual investors throughout the United States and was an integral member of the legal teams that helped secure multimillion dollar settlements, including *In re Managed Care Litigation* ($135 million recovery); *Cornwell v. Credit Suisse Group* ($70 million recovery); *Michael v. SFBC International, Inc.* ($28.5 million recovery); *Ross v. Career Education Corporation* ($27.5 million recovery); and *Village of Dolton v. Taser International Inc.* ($20 million recovery).

Marisa has spoken on shareholder litigation-related matters, frequently lecturing on topics pertaining to securities fraud litigation, fiduciary responsibility, and corporate governance issues. Most recently, she testified before the Texas House of Representatives Pensions Committee to address the changing legal landscape public pensions have faced since the Supreme Court's *Morrison* decision and highlighted the best practices for non-U.S. investment recovery. During the 2008 financial crisis, Marisa spoke widely on the subprime mortgage crisis and its disastrous effect on the pension fund community at regional and national conferences, and addressed the crisis' global implications and related fraud to institutional investors internationally in Italy, France, and the United Kingdom. Marisa has also presented on issues pertaining to the federal regulatory response to the 2008 crisis, including implications of the Dodd-Frank legislation and the national debate on executive compensation and proxy access for shareholders. Marisa is an active member of the National Association of Public Pension Attorneys (NAPPA) and also a member of the Federal Bar Council, an organization of lawyers dedicated to promoting excellence in federal practice and fellowship among federal practitioners.

In the spring of 2006, Marisa was selected over 250,000 applicants to appear on the sixth season of *The Apprentice*, which aired on January 7, 2007, on NBC. As a result of her role on *The Apprentice*, Marisa has appeared in numerous news media outlets, such as *The Wall Street Journal*, *People* magazine, and various national legal journals.

Marisa is admitted to practice in the State of Florida and the District of Columbia as well as before the United States District Courts for the Northern, Middle, and Southern Districts of Florida.

Thomas A. Dubbs, Partner
tdubbs@labaton.com

Thomas A. Dubbs focuses on the representation of institutional investors in domestic and multinational securities cases. Recognized as a leading securities class action attorney, Tom has been named as a top litigator by *Chambers & Partners* for nine consecutive years.

Tom has served or is currently serving as lead or co-lead counsel in some of the most important federal securities class actions in recent years, including those against American International Group, Goldman Sachs, the Bear Stearns Companies, Facebook, Fannie Mae, Broadcom, and WellCare. Tom has also played an integral role in securing significant settlements in several high-profile cases including: *In re American International Group, Inc. Securities Litigation* (settlements totaling more than $1 billion); *In re Bear Stearns Companies, Inc. Securities Litigation* ($275 million settlement with Bear Stearns Companies, plus a $19.9 million settlement with Deloitte & Touche LLP, Bear Stearns' outside auditor); *In re HealthSouth Securities Litigation* ($671 million settlement); *Eastwood Enterprises LLC v. Farha et al.* (*WellCare Securities Litigation*) (over $200 million settlement); *In re Fannie Mae 2008 Securities Litigation* ($170 million settlement); *In re Broadcom Corp. Securities Litigation* ($160.5 million settlement with Broadcom, plus $13 million settlement with Ernst & Young LLP, Broadcom's outside auditor); *In re St. Paul Travelers Securities Litigation* ($144.5 million settlement); *In re Amgen Inc. Securities Litigation* ($95 million settlement); and *In re Vesta Insurance Group, Inc. Securities Litigation* ($79 million settlement).

Representing an affiliate of the Amalgamated Bank, the largest labor-owned bank in the United States, a team led by Tom successfully litigated a class action against Bristol-Myers Squibb, which resulted in a settlement of $185 million as well as major corporate governance reforms. He has argued before the United States Supreme Court and has argued 10 appeals dealing with securities or commodities issues before the United States Courts of Appeals.

Due to his reputation in securities law, Tom frequently lectures to institutional investors and other groups such as the Government Finance Officers Association, the National Conference on Public Employee Retirement Systems, and the Council of Institutional Investors. He is a prolific author of articles related to his field, and he recently penned "Textualism and Transnational Securities Law: A Reappraisal of Justice Scalia's Analysis in *Morrison v. National Australia Bank*," *Southwestern Journal of International Law* (2014). He has also written several columns in UK-wide publications regarding securities class action and corporate governance.

Prior to joining Labaton Sucharow, Tom was Senior Vice President & Senior Litigation Counsel for Kidder, Peabody & Co. Incorporated, where he represented the company in many class actions, including the First Executive and Orange County litigation and was first chair in many securities trials. Before joining Kidder, Tom was head of the litigation department at Hall, McNicol, Hamilton & Clark, where he was the principal partner representing Thomson McKinnon Securities Inc. in many matters, including the Petro Lewis and Baldwin-United class actions.

In addition to his *Chambers & Partners* recognition, Tom was named a Leading Lawyer by *The Legal 500*, and inducted into its Hall of Fame, an honor presented to only three other plaintiffs securities litigation lawyers "who have received constant praise by their clients for continued excellence." *Law360* also named him an "MVP of the Year" for distinction in class action litigation in 2012 and 2015, and he has been recognized by

The National Law Journal, *Lawdragon 500*, and *Benchmark Litigation* as a Securities Litigation Star. Tom has received a rating of AV Preeminent from the publishers of the Martindale-Hubbell directory.

Tom serves as a FINRA Arbitrator and is an Advisory Board Member for the Institute for Transnational Arbitration. He is a member of the New York State Bar Association, the Association of the Bar of the City of New York, the American Law Institute, and he is a Patron of the American Society of International Law. He was previously a member of the Members Consultative Group for the Principles of the Law of Aggregate Litigation and the Department of State Advisory Committee on Private International Law. Tom also serves on the Board of Directors for The Sidney Hillman Foundation.

Tom is admitted to practice in the State of New York as well as before the Supreme Court of the United States, the United States Courts of Appeals for the Second, Third, Fourth, Ninth, and Eleventh Circuits, and the United States District Court for the Southern District of New York.

Christine M. Fox, Partner
cfox@labaton.com

With more than 20 years of securities litigation experience, Christine M. Fox prosecutes complex securities fraud cases on behalf of institutional investors. Christine is actively involved in litigating matters against CommVault Systems, Intuitive Surgical, and Horizon Pharma, PLC.

Christine has played a pivotal role in securing favorable settle for investors in class actions against Barrick Gold Corporation, one of the largest gold mining companies in the world ($140 million recovery); CVS Caremark, the nation's largest pharmacy retail chain ($48 million recovery); Nu Skin Enterprises, a multilevel marketing company ($47 million recovery); and Genworth Financial, Inc. ($20 million recovery).

Prior to joining the Firm, Christine worked at a national litigation firm focusing on securities, antitrust, and consumer litigation in state and federal courts. She played a significant role in securing class action recoveries in a number of high-profile securities cases, including I*n re Merrill Lynch & Co., Inc. Research Reports Securities Litigation* ($475 million recovery); *In re Informix Corp. Securities Litigation* ($136.5 million recovery); *In re Alcatel Alsthom Securities Litigation* ($75 million recovery); and *In re Ambac Financial Group, Inc. Securities Litigation* ($33 million recovery).

Christine received her J.D. from the University of Michigan Law School and her B.A. from Cornell University. She is a member of the American Bar Association, the New York State Bar Association, and the Puerto Rican Bar Association.

Christine is conversant in Spanish.

Christine is admitted to the practice in the State of New York as well as before the United States District Courts for the Southern and Eastern Districts of New York.

Jonathan Gardner, Partner
jgardner@labaton.com

With more than 25 years of experience, Jonathan Gardner leads one of the litigation teams at the Firm and prosecutes complex securities fraud cases on behalf of institutional investors. He has played an integral role in securing some of the largest class action recoveries against corporate offenders since the global financial crisis. Jonathan also serves as General Counsel to the Firm.

A *Benchmark Litigation* "Star" acknowledged by peers as "engaged and strategic," Jonathan also was named an MVP by *Law360* for securing hard-earned successes in high-stakes litigation and complex global matters. Recently, he led the Firm's team in the investigation and prosecution of *In re Barrick Gold Securities Litigation*, which resulted in a $140 million recovery. Jonathan has also served as the lead attorney in several cases

resulting in significant recoveries for injured class members, including: *In re Hewlett-Packard Company Securities Litigation*, resulting in a $57 million recovery; *Medoff v. CVS Caremark Corporation*, resulting in a $48 million recovery; *In re Nu Skin Enterprises, Inc., Securities Litigation*, resulting in a $47 million recovery; *In re Carter's Inc. Securities Litigation*, resulting in a $23.3 million recovery against Carter's and certain of its officers as well as PricewaterhouseCoopers, its auditing firm; *In re Aeropostale Inc. Securities Litigation*, resulting in a $15 million recovery; *In re Lender Processing Services Inc.*, involving claims of fraudulent mortgage processing which resulted in a $13.1 million recovery; and *In re K-12, Inc. Securities Litigation*, resulting in a $6.75 million recovery.

Recommended and described by *The Legal 500* as having the "ability to master the nuances of securities class actions," Jonathan has led the Firm's representation of investors in many recent high-profile cases including *Rubin v. MF Global Ltd.*, which involved allegations of material misstatements and omissions in a Registration Statement and Prospectus issued in connection with MF Global's IPO in 2007. In November 2011, the case resulted in a recovery of $90 million for investors. Jonathan also represented lead plaintiff City of Edinburgh Council as Administering Authority of the Lothian Pension Fund in *In re Lehman Brothers Equity/Debt Securities Litigation*, which resulted in settlements totaling exceeding $600 million against Lehman Brothers' former officers and directors, Lehman's former public accounting firm as well as the banks that underwrote Lehman Brothers' offerings. In representing lead plaintiff Massachusetts Bricklayers and Masons Trust Funds in an action against Deutsche Bank, Jonathan secured a $32.5 million dollar recovery for a class of investors injured by the Bank's conduct in connection with certain residential mortgage-backed securities.

Jonathan has also been responsible for prosecuting several of the Firm's options backdating cases, including *In re Monster Worldwide, Inc. Securities Litigation* ($47.5 million settlement); *In re SafeNet, Inc. Securities Litigation* ($25 million settlement); *In re Semtech Securities Litigation* ($20 million settlement); and *In re MRV Communications, Inc. Securities Litigation* ($10 million settlement). He also was instrumental in *In re Mercury Interactive Corp. Securities Litigation*, which settled for $117.5 million, one of the largest settlements or judgments in a securities fraud litigation based upon options backdating.

Jonathan also represented the Successor Liquidating Trustee of Lipper Convertibles, a convertible bond hedge fund, in actions against the fund's former independent auditor and a member of the fund's general partner as well as numerous former limited partners who received excess distributions. He successfully recovered over $5.2 million for the Successor Liquidating Trustee from the limited partners and $29.9 million from the former auditor.

He is a member of the Federal Bar Council, New York State Bar Association, and the Association of the Bar of the City of New York.

Jonathan is admitted to practice in the State of New York as well as before the United States Court of Appeals for the First, Sixth, Ninth, and Eleventh Circuits, and the United States District Courts for the Southern and Eastern Districts of New York, and the Eastern District of Wisconsin.

David J. Goldsmith, Partner
dgoldsmith@labaton.com

David J. Goldsmith has nearly 20 years of experience representing public and private institutional investors in a variety of securities and class action litigations. He has twice been recommended by *The Legal 500* as part of the Firm's recognition as a top-tier plaintiffs firm in securities class action litigation.

A principal litigator at the Firm, David is responsible for the Firm's appellate practice, and has briefed and argued multiple appeals in federal Courts of Appeals. He is presently litigating appeals in the Second, Third, and Ninth Circuits in significant securities class actions brought against Celladon Corp., Cigna Corp., Eros International, Nimble Storage, and StoneMor Partners. David is also co-counsel for a group of *amici curiae* law professors in the United States Supreme Court in *Cyan, Inc. v. Beaver County Employees Retirement System*,

and, in the same Court, represents one of the nation's largest not-for-profit organizations as *amicus* in *China Agritech, Inc. v. Resh.*

As a trial lawyer, David was an integral member of the team representing the Arkansas Teacher Retirement System in a significant action alleging unfair and deceptive practices by State Street Bank in connection with foreign currency exchange trades executed for its custodial clients. The resulting $300 million settlement is the largest class action settlement ever reached under the Massachusetts consumer protection statute, and one of the largest class action settlements reached in the First Circuit. David also represented the New York State Common Retirement Fund and New York City pension funds as lead plaintiffs in the landmark *In re Countrywide Financial Corp. Securities Litigation*, which settled for $624 million. He has successfully represented state and county pension funds in class actions in California state court arising from the IPOs of technology companies, and recovered tens of millions of dollars for a large German bank and a major Irish special-purpose vehicle in individual actions alleging fraud in connection with the sale of residential mortgage-backed securities. David's representation of a hedge fund and individual investors as lead plaintiffs in an action concerning the well-publicized collapse of four Regions Morgan Keegan mutual funds led to a $62 million settlement.

David regularly advises the Genesee County (Michigan) Employees' Retirement Commission with respect to potential securities, shareholder, and antitrust claims, and represents the System in a major action charging a conspiracy by some of the world's largest banks to manipulate the U.S. Dollar ISDAfix benchmark interest rate. This case was featured in Law360's selection of the Firm as a Class Action Group of the Year for 2017.

In 2016, David participated in a panel moderated by Prof. Arthur Miller at the 22nd Annual Symposium of the Institute for Law and Economic Policy, discussing changes in Rule 23 since the 1966 Amendments. David is an active member of several professional organizations, including The National Association of Shareholder & Consumer Attorneys (NASCAT), a membership organization of approximately 100 law firms that practice complex civil litigation including class actions, the American Association for Justice, New York State Bar Association, and the Association of the Bar of the City of New York.

During law school, David was Managing Editor of the *Cardozo Arts & Entertainment Law Journal* and served as a judicial intern to the Honorable Michael B. Mukasey, then a United States District Judge for the Southern District of New York.

For many years, David has been a member of AmorArtis, a renowned choral organization with a diverse repertoire.

He is admitted to practice in the States of New York and New Jersey as well as before the United States Courts of Appeals for the First, Second, Fourth, Fifth, Eighth, and Ninth Circuits, and the United States District Courts for the Southern and Eastern Districts of New York, the District of New Jersey, the District of Colorado, and the Western District of Michigan.

Louis Gottlieb, Partner
lgottlieb@labaton.com

Louis Gottlieb focuses on representing institutional and individual investors in complex securities and consumer class action cases. He has played a key role in some of the most high-profile securities class actions in recent history, securing significant recoveries for plaintiffs and ensuring essential corporate governance reforms to protect future investors, consumers, and the general public.

Lou was integral in prosecuting *In re American International Group, Inc. Securities Litigation* (settlements totaling more than $1 billion) and *In re 2008 Fannie Mae Securities Litigation* ($170 million settlement pending final approval). He also helped lead major class action cases against the company and related defendants in *In re Satyam Computer Services, Ltd. Securities Litigation* ($150.5 million settlement). He has led successful

litigation teams in securities fraud class action litigations against Metromedia Fiber Networks and Pricesmart, as well as consumer class actions against various life insurance companies.

In the Firm's representation of the Connecticut Retirement Plans and Trust Funds in *In re Waste Management, Inc. Securities Litigation*, Lou's efforts were essential in securing a $457 million settlement. The settlement also included important corporate governance enhancements, including an agreement by management to support a campaign to obtain shareholder approval of a resolution to declassify its board of directors, and a resolution to encourage and safeguard whistleblowers among the company's employees. Acting on behalf of New York City pension funds in *In re Orbital Sciences Corporation Securities Litigation*, Lou helped negotiate the implementation of measures concerning the review of financial results, the composition, role and responsibilities of the Company's Audit and Finance committee, and the adoption of a Board resolution providing guidelines regarding senior executives' exercise and sale of vested stock options.

Lou was a leading member of the team in the *Napp Technologies Litigation* that won substantial recoveries for families and firefighters injured in a chemical plant explosion. Lou has had a major role in national product liability actions against the manufacturers of orthopedic bone screws and atrial pacemakers, and in consumer fraud actions in the national litigation against tobacco companies.

A well-respected litigator, Lou has made presentations on punitive damages at Federal Bar Association meetings and has spoken on securities class actions for institutional investors.

Lou brings a depth of experience to his practice from both within and outside of the legal sphere. He graduated first in his class from St. John's School of Law. Prior to joining Labaton Sucharow, he clerked for the Honorable Leonard B. Wexler of the Eastern District of New York, and he worked as an associate at Skadden Arps Slate Meagher & Flom LLP.

Lou is admitted to practice in the States of New York and Connecticut as well as before the United States Courts of Appeals for the Fifth and Seventh Circuits, and the United States District Courts for the Southern and Eastern Districts of New York.

Serena P. Hallowell, Partner
shallowell@labaton.com

Serena P. Hallowell leads the Direct Action Litigation Practice and focuses on complex litigation, prosecuting securities fraud cases on behalf of some of the world's largest institutional investors, including pension funds, hedge funds, mutual funds, asset managers, and other large institutional investors. Currently she is prosecuting several direct actions against Valeant Pharmaceuticals International, Inc., Perrigo Company, PLC, and AbbVie Inc. alleging a wide variety of state and federal claims. In addition, Serena regularly counsels clients on the merits of pursuing an opt out or direct action strategy as a means of recovery. Serena also serves as Co-Chair of the Firm's Women's Networking and Mentoring Initiative and is actively involved in the Firm's summer associate and lateral hiring program.

For the last two years Serena has been recommended by *The Legal 500* in securities litigation. In 2016, she was named a *Benchmark Litigation* Rising Star and a Rising Star by *Law360*.

Serena was part of a highly skilled team that reached a $140 million settlement against one of the world's largest gold mining companies in *In re Barrick Gold Securities Litigation*. Playing a principal role in prosecuting *In re Computer Sciences Corporation Securities Litigation* in a "rocket docket" jurisdiction, she helped secure a settlement of $97.5 million on behalf of lead plaintiff Ontario Teachers' Pension Plan Board, the third largest all cash settlement in the Fourth Circuit at the time. She was also instrumental in securing a $48 million recovery in *Medoff v. CVS Caremark Corporation*, as well as a $41.5 million settlement in *In re NII Holdings, Inc. Securities Litigation*. Serena also has broad appellate and trial experience.

Prior to joining Labaton Sucharow, Serena was an attorney at Ohrenstein & Brown LLP, where she participated in various federal and state commercial litigation matters. During her time there, she also defended financial companies in regulatory proceedings and assisted in high-profile litigation matters in connection with mutual funds trading investigations.

Serena received a J.D. from Boston University School of Law, where she served as the Note Editor for the Journal of Science & Technology Law. She earned a B.A. in Political Science from Occidental College.

Serena is a member of the Association of the Bar of the City of New York, the Federal Bar Council, the South Asian Bar Association, and the National Association of Women Lawyers (NAWL). She has also devoted time to pro bono work with the Securities Arbitration Clinic at Brooklyn Law School.

She is conversational in Urdu/Hindi.

Serena is admitted to practice in the State of New York, as well as before the United States Courts of Appeals for the First, Ninth, and Eleventh Circuits, and the United States District Courts for the Southern and Eastern Districts of New York.

Thomas G. Hoffman, Jr., Partner
thoffman@labaton.com

Thomas G. Hoffman, Jr. focuses on representing institutional investors in complex securities actions.

Thomas was instrumental in securing a $1 billion recovery in the eight-year litigation against AIG and related defendants. He also was a key member of the Labaton Sucharow team that recovered $170 million for investors in *In re 2008 Fannie Mae Securities Litigation*. Currently, Thomas is prosecuting cases against BP, Allstate, American Express, and Maximus.

Thomas received a J.D. from UCLA School of Law, where he was Editor-in-Chief of the UCLA *Entertainment Law Review*, and he served as a Moot Court Executive Board Member. In addition, he was a judicial extern to the Honorable William J. Rea, United States District Court for the Central District of California. Thomas earned a B.F.A., with honors, from New York University.

Thomas is admitted to practice in the State of New York as well as before the United States District Courts for the Southern and Eastern Districts of New York.

James W. Johnson, Partner
jjohnson@labaton.com

James W. Johnson focuses on complex securities fraud cases. In representing investors who have been victimized by securities fraud and breaches of fiduciary responsibility, Jim's advocacy has resulted in record recoveries for wronged investors. Currently, he is prosecuting high-profile cases against financial industry leader Goldman Sachs in *In re Goldman Sachs Group, Inc., Securities Litigation,* and the world's most popular social network, in *In re Facebook, Inc., IPO Securities and Derivative Litigation*. In addition to his active caseload, Jim holds a variety of leadership positions within the Firm, including serving on the Firm's Executive Committee and acting as the Firm's Hiring Partner. He also serves as the Firm's Executive Partner overseeing firmwide issues.

A recognized leader in his field, Jim has successfully litigated a number of complex securities and RICO class actions including: *In re Bear Stearns Companies, Inc. Securities Litigation* ($275 million settlement with Bear Stearns Companies, plus a $19.9 million settlement with Deloitte & Touche LLP, Bear Stearns' outside auditor); *In re HealthSouth Corp. Securities Litigation* ($671 million settlement); *Eastwood Enterprises LLC v. Farha et al.* (WellCare Securities Litigation) ($200 million settlement); *In re Bristol Myers Squibb Co. Securities Litigation* ($185 million settlement), in which the court also approved significant corporate governance reforms

and recognized plaintiff's counsel as "extremely skilled and efficient"; *In re Amgen Inc. Securities Litigation* ($95 million settlement); *In re National Health Laboratories, Inc. Securities Litigation*, which resulted in a recovery of $80 million in the federal action and a related state court derivative action; and *In re Vesta Insurance Group, Inc. Securities Litigation* ($79 million settlement).

In *County of Suffolk v. Long Island Lighting Co.*, Jim represented the plaintiff in a RICO class action, securing a jury verdict after a two-month trial that resulted in a $400 million settlement. The Second Circuit quoted the trial judge, Honorable Jack B. Weinstein, as stating "counsel [has] done a superb job [and] tried this case as well as I have ever seen any case tried." On behalf of the Chugach Native Americans, he also assisted in prosecuting environmental damage claims resulting from the Exxon Valdez oil spill.

Jim is a member of the American Bar Association and the Association of the Bar of the City of New York, where he served on the Federal Courts Committee, and he is a Fellow in the Litigation Council of America.

Jim has received a rating of AV Preeminent from the publishers of the Martindale-Hubbell directory.

He is admitted to practice in the States of New York and Illinois as well as before the Supreme Court of the United States, the United States Courts of Appeals for the Second, Third, Fourth, Fifth, Seventh, and Eleventh Circuits, and the United States District Courts for the Southern, Eastern, and Northern Districts of New York, and the Northern District of Illinois.

Edward Labaton, Partner
elabaton@labaton.com

An accomplished trial lawyer and partner with the Firm, Edward Labaton has devoted 50 years of practice to representing a full range of clients in class action and complex litigation matters in state and federal court. He is the recipient of the Alliance for Justice's 2015 Champion of Justice Award, given to outstanding individuals whose life and work exemplifies the principle of equal justice.

Ed has played a leading role as plaintiffs' class counsel in a number of successfully prosecuted, high-profile cases, involving companies such as PepsiCo, Dun & Bradstreet, Financial Corporation of America, ZZZZ Best, Revlon, GAF Co., American Brands, Petro Lewis and Jim Walter, as well as several Big Eight (now Four) accounting firms. He has also argued appeals in state and federal courts, achieving results with important precedential value.

Ed has been President of the Institute for Law and Economic Policy (ILEP) since its founding in 1996. Each year, ILEP co-sponsors at least one symposium with a major law school dealing with issues relating to the civil justice system. In 2010, he was appointed to the newly formed Advisory Board of George Washington University's Center for Law, Economics, & Finance (C-LEAF), a think tank within the Law School, for the study and debate of major issues in economic and financial law confronting the United States and the globe. Ed is an Honorary Lifetime Member of the Lawyers' Committee for Civil Rights under Law, a member of the American Law Institute, and a life member of the ABA Foundation. In addition, he has served on the Executive Committee and has been an officer of the Ovarian Cancer Research Fund since its inception in 1996.

Ed is the past Chairman of the Federal Courts Committee of the New York County Lawyers Association, and was a member of the Board of Directors of that organization. He is an active member of the Association of the Bar of the City of New York, where he was Chair of the Senior Lawyers' Committee and served on its Task Force on the Role of Lawyers in Corporate Governance. He has also served on its Federal Courts, Federal Legislation, Securities Regulation, International Human Rights, and Corporation Law Committees. He also served as Chair of the Legal Referral Service Committee, a joint committee of the New York County Lawyers' Association and the Association of the Bar of the City of New York. He has been an active member of the American Bar Association, the Federal Bar Council, and the New York State Bar Association, where he has served as a member of the House of Delegates.

For more than 30 years, he has lectured on many topics including federal civil litigation, securities litigation, and corporate governance.

He is admitted to practice in the State of New York as well as before the Supreme Court of the United States, the United States Courts of Appeals for the Second, Fifth, Sixth, Seventh, Ninth, Tenth, and Eleventh Circuits, and the United States District Courts for the Southern and Eastern Districts of New York, and the Central District of Illinois.

Christopher J. McDonald, Partner
cmcdonald@labaton.com

Christopher J. McDonald works with both the Firm's Antitrust & Competition Litigation Practice and its Securities Litigation Practice.

In the antitrust field, Chris is currently litigating *In re Generic Pharmaceuticals Pricing Antitrust Litigation*, in which the Firm has been appointed to the End-Payor Plaintiffs Steering Committee, *In re Treasury Securities Auction Antitrust Litigation*, in which the Firm serves as interim co-lead counsel, and *In re Platinum and Palladium Antitrust Litigation*, in which the Firm serves as co-lead counsel. Chris was also co-lead counsel in *In re TriCor Indirect Purchaser Antitrust Litigation*, obtaining a $65.7 million settlement on behalf of the plaintiff class. He has been recommended in Antitrust Litigation Class Action by The Legal 500.

Chris' securities practice has developed a focus on life sciences industries; his cases often involve claims against pharmaceutical, biotechnology, or medical device companies. Most recently, Chris served as lead counsel in *In re Amgen Inc. Securities Litigation*, a case against global biotechnology company Amgen and certain of its former executives, resulting in a $95 million settlement. He also served as co-lead counsel in *In re Schering-Plough Corporation / ENHANCE Securities Litigation*, which resulted in a $473 million settlement, one of the largest securities class action settlements ever against a pharmaceutical company and among the largest recoveries ever in a securities class action that did not involve a financial restatement. He was also an integral part of the team that successfully litigated *In re Bristol-Myers Squibb Securities Litigation*, where Labaton Sucharow secured a $185 million settlement, as well as significant corporate governance reforms, on behalf of Bristol-Myers Squibb shareholders.

Chris began his legal career at Patterson, Belknap, Webb & Tyler LLP, where he gained extensive trial experience in areas ranging from employment contract disputes to false advertising claims. Later, as a senior attorney with a telecommunications company, Chris advocated before regulatory agencies on a variety of complex legal, economic, and public policy issues.

During his time at Fordham University School of Law, Chris was a member of the Law Review. He is currently a member of the New York State Bar Association, its Antitrust Law Section, and the Section's Cartel and Criminal Practice Committee. He is also a member of the New York City Bar Association.

Chris is admitted to practice in the State of New York and the United States Supreme Court. He is also admitted before the United States Courts of Appeals for the Second, Fourth, Third, Ninth, and Federal Circuit, as well as the United States District Courts for the Southern and Eastern Districts of New York, and the Western District of Michigan.

Michael H. Rogers, Partner
mrogers@labaton.com

Michael H. Rogers focuses on prosecuting complex securities fraud cases on behalf of institutional investors. Currently, Mike is actively involved in prosecuting *In re Goldman Sachs, Inc. Securities Litigation*; *3226701 Canada, Inc. v. Qualcomm, Inc.*; *Public Employees' Retirement System of Mississippi v. Sprouts Farmers Markets, Inc.*; *Vancouver Asset Alumni Holdings, Inc. v. Daimler AG; Jyotindra Patel v. Cigna Corp.*; and *In re Virtus Investment Partners, Inc. Securities Litigation*.

Since joining Labaton Sucharow, Mike has been a member of the lead counsel teams in federal class actions against Countrywide Financial Corp. ($624 million settlement), HealthSouth Corp. ($671 million settlement), State Street ($300 million settlement), Mercury Interactive Corp. ($117.5 million settlement), and Computer Sciences Corp. ($97.5 million settlement).

Prior to joining Labaton Sucharow, Mike was an attorney at Kasowitz, Benson, Torres & Friedman LLP, where he practiced securities and antitrust litigation, representing international banking institutions bringing federal securities and other claims against major banks, auditing firms, ratings agencies and individuals in complex multidistrict litigation. He also represented an international chemical shipping firm in arbitration of antitrust and other claims against conspirator ship owners.

Mike began his career as an attorney at Sullivan & Cromwell, where he was part of Microsoft's defense team in the remedies phase of the Department of Justice antitrust action against the company.

Mike received a J.D., *magna cum laude*, from the Benjamin N. Cardozo School of Law, Yeshiva University, where he was a member of the *Cardozo Law Review*. He earned a B.A., *magna cum laude*, in Literature-Writing from Columbia University.

Mike is proficient in Spanish.

He is admitted to practice in the State of New York as well as before the United States Court of Appeals for the Second and Ninth Circuits, and the United States District Courts for the Southern and Eastern Districts of New York.

Ira A. Schochet, Partner
ischochet@labaton.com

A seasoned litigator with three decades of experience, Ira A. Schochet focuses on class actions involving securities fraud. Ira has played a lead role in securing multimillion dollar recoveries and major corporate governance reforms in high-profile cases such as those against Countrywide Financial, Boeing, Massey Energy, Caterpillar, Spectrum Information Technologies, InterMune, and Amkor Technology.

A longtime leader in the securities class action bar, Ira represented one of the first institutional investors acting as a lead plaintiff in a post-Private Securities Litigation Reform Act case and ultimately obtained one of the first rulings interpreting the statute's intent provision in a manner favorable to investors. His efforts are regularly recognized by the courts, including in *Kamarasy v. Coopers & Lybrand*, where the court remarked on "the superior quality of the representation provided to the class." Further, in approving the settlement he achieved in the *InterMune* litigation, the court complimented Ira's ability to secure a significant recovery for the class in a very efficient manner, shielding the class from prolonged litigation and substantial risk.

Ira has also played a key role in groundbreaking cases in the field of merger and derivative litigation. In *In re Freeport-McMoRAn Copper &Gold Inc. Derivative Litigation*, he achieved the second largest derivative settlement in the Delaware Court of Chancery history, a $153.75 million settlement with an unprecedented provision of direct payments to stockholders by means of a special dividend. In another first-of-its-kind case, Ira was featured in *The AmLaw Litigation Daily* as Litigator of the Week for his work in *In re El Paso Corporation Shareholder Litigation*. The action alleged breach of fiduciary duties in connection with a merger transaction, including specific reference to wrongdoing by a conflicted financial advisory consultant, and resulted in a $110 million recovery for a class of shareholders and a waiver by the consultant of its fee.

From 2009-2011, Ira served as President of the National Association of Shareholder and Consumer Attorneys (NASCAT), a membership organization of approximately 100 law firms that practice class action and complex civil litigation. During this time, he represented the plaintiffs' securities bar in meetings with members of Congress, the Administration, and the SEC.

From 1996 through 2012, Ira served as Chairman of the Class Action Committee of the Commercial and Federal Litigation Section of the New York State Bar Association. During his tenure, he has served on the Executive Committee of the Section and authored important papers on issues relating to class action procedure including revisions proposed by both houses of Congress and the Advisory Committee on Civil Procedure of the United States Judicial Conference. Examples include: "Proposed Changes in Federal Class Action Procedure," "Opting Out On Opting In," and "The Interstate Class Action Jurisdiction Act of 1999."

He also has lectured extensively on securities litigation at continuing legal education seminars. He has also been awarded an AV Preeminent rating, the highest distinction, from the publishers of the Martindale-Hubbell directory.

He is admitted to practice in the State of New York as well as before the United States Court of Appeals for the Second, Fifth, Ninth, and Tenth Circuits, and the United States District Courts for the Southern and Eastern Districts of New York, the Central District of Illinois, the Northern District of Texas, and the Western District of Michigan.

Irina Vasilchenko, Partner
ivasilchenko@labaton.com

Irina Vasilchenko focuses on prosecuting complex securities fraud cases on behalf of institutional investors.

Currently, Irina is actively involved in prosecuting *In re Goldman Sachs Group, Inc. Securities Litigation*, *In re Extreme Networks, Inc. Securities Litigation*, and *In re Eaton Corporation Securities Litigation*. Since joining Labaton Sucharow, she has been part of the Firm's teams in *In re Massey Energy Co. Securities Litigation*, where the Firm obtained a $265 million all-cash settlement with Alpha Natural Resources, Massey's parent company; *In re Fannie Mae 2008 Securities Litigation* ($170 million settlement); *In re Amgen Inc. Securities Litigation* ($95 million settlement); and *In re Hewlett-Packard Company Securities Litigation* ($57 million settlement).

Prior to joining Labaton Sucharow, Irina was an associate in the general litigation practice group at Ropes & Gray LLP, where she focused on securities litigation.

Irina maintains a commitment to pro bono legal service including, most recently, representing an indigent defendant in a criminal appeal case before the New York First Appellate Division, in association with the Office of the Appellate Defender. As part of this representation, she argued the appeal before the First Department panel.

Irina received a J.D., *magna cum laude*, from Boston University School of Law, where she was an editor of the *Boston University Law Review* and was the G. Joseph Tauro Distinguished Scholar (2005), the Paul L. Liacos Distinguished Scholar (2006), and the Edward F. Hennessey Scholar (2007). Irina earned a B.A. in Comparative Literature with Distinction, *summa cum laude* and Phi Beta Kappa, from Yale University.

She is fluent in Russian and proficient in Spanish.

Irina is admitted to practice in the State of New York and the State of Massachusetts as well as before the United States District Courts for the Southern and Eastern Districts of New York.

Carol C. Villegas, Partner
cvillegas@labaton.com

Carol C. Villegas focuses on prosecuting complex securities fraud cases on behalf of institutional investors. Leading one of the Firm's litigation teams, she currently oversees litigation against DeVry Education Group, Skechers, U.S.A., Inc., Nimble Storage, Liquidity Services, Inc., Extreme Networks, Inc., and SanDisk. In addition to her litigation responsibilities, Carol holds a variety of leadership positions within the Firm, including

serving on the Firm's Executive Committee and serving as Co-Chair of the Firm's Women's Networking and Mentoring Initiative.

Carol's skillful handling of discovery work, her development of innovative case theories in complex cases, and her adept ability during oral argument earned her recent accolades from the *New York Law Journal* as a Top Woman in Law as well as a Rising Star by *Benchmark Litigation*.

Carol played a pivotal role in securing favorable settlements for investors from AMD, a multi-national semiconductor company, Aeropostale, a leader in the international retail apparel industry, ViroPharma Inc., a biopharmaceutical company, and Vocera, a healthcare communications provider. A true advocate for her clients, Carol's argument in the case against Vocera resulted in a ruling from the bench, denying defendants motion to dismiss in that case.

Prior to joining Labaton Sucharow, Carol served as the Assistant District Attorney in the Supreme Court Bureau for the Richmond County District Attorney's office, where she took several cases to trial. She began her career as an associate at King & Spalding LLP, where she worked as a federal litigator.

Carol received a J.D. from New York University School of Law, and she was the recipient of The Irving H. Jurow Achievement Award for the Study of Law and selected to receive the Association of the Bar of the City of New York Minority Fellowship. Carol served as the Staff Editor, and later the Notes Editor, of the *Environmental Law Journal*. She earned a B.A., with honors, in English and Politics from New York University.

Carol is a member of the National Association of Public Pension Attorneys (NAPPA), the National Association of Women Lawyers (NAWL), the Hispanic National Bar Association, the Association of the Bar of the City of New York, and a member of the Executive Council for the New York State Bar Association's Committee on Women in the Law.

She is fluent in Spanish.

Ned Weinberger, Partner
nweinberger@labaton.com

Ned Weinberger is Chair of the Firm's Corporate Governance and Shareholder Rights Litigation Practice. An experienced advocate of shareholder rights, Ned focuses on representing investors in corporate governance and transactional matters, including class action and derivative litigation. Ned was recognized by *Chambers & Partners USA* in the Delaware Court of Chancery and was named "Up and Coming," noting his impressive range of practice areas. He was also recently named a "Leading Lawyer" by *The Legal 500* and a Rising Star by *Benchmark Litigation*.

Ned is currently prosecuting, among other matters, *In re Straight Path Communications Inc. Consolidated Stockholder Litigation*, which alleges breaches of fiduciary duty by the controlling stockholder of Straight Path Communications, Howard Jonas, in connection with the company's proposed sale to Verizon Communications Inc. He also leads a class and derivative action on behalf of stockholders of Providence Service Corporation—*Haverhill Retirement System v. Kerley*—that challenges an acquisition financing arrangement involving Providence's board chairman and his hedge fund. The case recently settled for $10 million, and is currently pending court approval.

Ned was part of a team that achieved a $12 million recovery on behalf of stockholders of ArthroCare Corporation in a case alleging breaches of fiduciary duty by the ArthroCare board of directors and other defendants in connection with Smith & Nephew, Inc.'s acquisition of ArthroCare. Other recent successes on behalf of stockholders include *In re Vaalco Energy Inc. Consolidated Stockholder Litigation*, which resulted in the invalidation of charter and bylaw provisions that interfered with stockholders' fundamental right to remove directors without cause.

Prior to joining Labaton Sucharow, Ned was a litigation associate at Grant & Eisenhofer P.A. where he gained substantial experience in all aspects of investor protection, including representing shareholders in matters relating to securities fraud, mergers and acquisitions, and alternative entities. Representative of Ned's experience in the Delaware Court of Chancery is *In re Barnes & Noble Stockholders Derivative Litigation*, in which Ned assisted in obtaining approximately $29 million in settlements on behalf of Barnes & Noble investors. Ned was also part of the litigation team in *In re Clear Channel Outdoor Holdings, Inc. Shareholder Litigation*, the settlement of which provided numerous benefits for Clear Channel Outdoor Holdings and its shareholders, including, among other things, a $200 million cash dividend to the company's shareholders.

Ned received his J.D. from the Louis D. Brandeis School of Law at the University of Louisville where he served on the *Journal of Law and Education*. He earned his B.A. in English Literature, *cum laude*, at Miami University.

Ned is admitted to practice in the States of Delaware, Pennsylvania, and New York as well as before the United States District Court for the District of Delaware.

Mark S. Willis, Partner
mwillis@labaton.com

With nearly three decades of experience, Mark S. Willis' practice focuses on domestic and international securities litigation. Mark advises leading pension funds, investment managers, and other institutional investors from around the world on their legal remedies when impacted by securities fraud and corporate governance breaches. Mark represents clients in U.S. litigation and maintains a significant practice advising clients of their legal rights abroad to pursue securities-related claims.

Mark represents institutions from the United Kingdom, Spain, the Netherlands, Denmark, Germany, Belgium, Canada, Japan, and the United States in a novel lawsuit in Texas against BP plc to salvage claims that were dismissed from the U.S. class action because the claimants' BP shares were purchased abroad (thus running afoul of the Supreme Court's *Morrison* rule that precludes a U.S. legal remedy for such shares). These previously dismissed claims have now been sustained and are being pursued under English law in a Texas federal court.

Mark also represents Caisse de dépôt et placement du Québec, one of Canada's largest institutional investors, in an ongoing U.S. shareholder class action against Liquidity Services, the Utah Retirement Systems in a shareholder action against the DeVry Education Group, and he represented the Arkansas Public Employees Retirement System in a shareholder action against The Bancorp (which settled for $17.5 million).

In the *Converium* class action, Mark represented a Greek institution in a nearly four-year battle that eventually became the first U.S. class action settled on two continents. This trans-Atlantic result saw part of the $145 million recovery approved by a federal court in New York, and the rest by the Amsterdam Court of Appeal. The Dutch portion was resolved using the Netherlands then newly enacted Act on Collective Settlement of Mass Claims. In doing so, the Dutch Court issued a landmark decision that substantially broadened its jurisdictional reach, extending jurisdiction for the first time to a scenario in which the claims were not brought under Dutch law, the alleged wrongdoing took place outside the Netherlands, and none of the potentially liable parties were domiciled in the Netherlands.

In the corporate governance arena, Mark has represented both U.S. and overseas investors. In a shareholder derivative action against Abbott Laboratories' directors, he charged the defendants with mismanagement and fiduciary breaches for causing or allowing the company to engage in a 10-year off-label marketing scheme, which had resulted in a $1.6 billion payment pursuant to a Justice Department investigation—at the time the second largest in history for a pharmaceutical company. In the derivative action, the company agreed to implement sweeping corporate governance reforms, including an extensive compensation clawback provision going beyond the requirements under the Dodd-Frank Act, as well as the restructuring of a board committee and enhancing the role of the Lead Director. In the *Parmalat* case, known as the "Enron of Europe" due to the size and scope of the fraud, Mark represented a group of European institutions and eventually recovered

nearly $100 million and negotiated governance reforms with two large European banks who, as part of the settlement, agreed to endorse their future adherence to key corporate governance principles designed to advance investor protection and to minimize the likelihood of future deceptive transactions. Securing governance reforms from a defendant that was not an issuer was a first at that time in a shareholder fraud class action.

Mark has also represented clients in opt-out actions. In one, brought on behalf of the Utah Retirement Systems, Mark negotiated a settlement that was nearly four times more than what its client would have received had it participated in the class action.

On non-U.S. actions Mark has advised clients, and represented their interests as liaison counsel, in more than 30 cases against companies such as Volkswagen, Olympus, the Royal Bank of Scotland, the Lloyds Banking Group, and Petrobras, and in jurisdictions ranging from the UK to Japan to Australia to Brazil to Germany.

Mark has written on corporate, securities, and investor protection issues—often with an international focus—in industry publications such as *International Law News*, *Professional Investor*, *European Lawyer*, and *Investment & Pensions Europe*. He has also authored several chapters in international law treatises on European corporate law and on the listing and subsequent disclosure obligations for issuers listing on European stock exchanges. He also speaks at conferences and at client forums on investor protection through the U.S. federal securities laws, corporate governance measures, and the impact on shareholders of non-U.S. investor remedies.

He is admitted to practice in the State of Massachusetts and the District of Columbia, as well as the U.S. District Court for the District of Columbia.

Nicole M. Zeiss, Partner
nzeiss@labaton.com

A litigator with nearly two decades of experience, Nicole M. Zeiss leads the Settlement Group at Labaton Sucharow, analyzing the fairness and adequacy of the procedures used in class action settlements. Her practice includes negotiating and documenting complex class action settlements and obtaining the required court approval of the settlements, notice procedures, and payments of attorneys' fees.

Over the past year, Nicole was actively involved in finalizing settlements with Massey Energy Company ($265 million), Fannie Mae ($170 million), and Hewlett-Packard Company ($57 million), among others.

Nicole was part of the Labaton Sucharow team that successfully litigated the $185 million settlement in *In re Bristol-Myers Squibb Securities Litigation*, and she played a significant role in *In re Monster Worldwide, Inc. Securities Litigation* ($47.5 million settlement). Nicole also litigated on behalf of investors who have been damaged by fraud in the telecommunications, hedge fund, and banking industries.

Prior to joining Labaton Sucharow, Nicole practiced in the area of poverty law at MFY Legal Services. She also worked at Gaynor & Bass practicing general complex civil litigation, particularly representing the rights of freelance writers seeking copyright enforcement.

Nicole maintains a commitment to pro bono legal services by continuing to assist mentally ill clients in a variety of matters—from eviction proceedings to trust administration.

She received a J.D. from the Benjamin N. Cardozo School of Law, Yeshiva University, and earned a B.A. in Philosophy from Barnard College.

Nicole is a member of the Association of the Bar of the City of New York.

She is admitted to practice in the State of New York as well as before the United States Court of Appeals for the Second and Ninth Circuits, and the United States District Courts for the Southern and Eastern Districts of New York, and the District of Colorado.

Rachel A. Avan, Of Counsel
ravan@labaton.com

Rachel A. Avan prosecutes complex securities fraud cases on behalf of institutional investors. She focuses on advising institutional investor clients regarding fraud-related losses on securities, and on the investigation and development of U.S. and non-U.S. securities fraud class, group, and individual actions. Rachel manages the Firm's Non-U.S. Securities Litigation Practice, which is dedicated to analyzing the merits, risks, and benefits of potential claims outside the United States. She has played a key role in ensuring that the Firm's clients receive substantial recoveries through non-U.S. securities litigation.

In evaluating new and potential matters, Rachel draws on her extensive experience as a securities litigator. She was an active member of the team prosecuting the securities fraud class action against Satyam Computer Services, Inc., in *In re Satyam Computer Services Ltd. Securities Litigation*, dubbed "India's Enron." That case achieved a $150.5 million settlement for investors from the company and its auditors. She also had an instrumental part in the pleadings in a number of class actions including, *In re Barrick Gold Securities Litigation* ($140 million settlement); *Freedman v. Nu Skin Enterprises, Inc.* ($47 million recovery); and *Iron Workers District Council of New England Pension Fund v. NII Holdings, Inc.* ($41.5 million recovery).

Rachel has spearheaded the filing of more than 75 motions for lead plaintiff appointment in U.S. securities class actions including, *In re Facebook, Inc. IPO Securities & Derivative Litigation*; *In re Computer Sciences Corporation Securities Litigation*; *In re Petrobras Securities Litigation*; *In re Spectrum Pharmaceuticals, Inc. Securities Litigation*; *Weston v. RCS Capital Corporation*; and *Cummins v. Virtus Investment Partners Inc.*

In addition to her securities class action litigation experience, Rachel also played a role in prosecuting several of the Firm's derivative matters, including *In re Barnes & Noble Stockholder Derivative Litigation*; *In re Coca-Cola Enterprises Inc. Shareholders Litigation*; and *In re The Student Loan Corporation Litigation*.

Rachel brings to the Firm valuable insight into corporate matters, having served as an associate at a corporate law firm, where she counseled domestic and international public companies regarding compliance with federal and state securities laws. Her analysis of corporate securities filings is also informed by her previous work assisting with the preparation of responses to inquiries by the U.S. Securities and Exchange Commission and the Financial Industry Regulatory Authority.

Before attending Benjamin N. Cardozo School of Law, Rachel enjoyed a career in editing for a Boston-based publishing company. She also earned a Master of Arts in English and American Literature from Boston University.

Since 2015, Rachel has been recognized as a New York Metro "Rising Star" in securities litigation by *Super Lawyers*, a Thomson Reuters publication.

She is proficient in Hebrew.

Rachel is admitted to practice in the States of New York and Connecticut as well as before the United States District Court for the Southern District of New York.

Mark Bogen, Of Counsel
mbogen@labaton.com

Mark Bogen advises leading pension funds and other institutional investors on issues related to corporate fraud in domestic and international securities markets. His work focuses on securities, antitrust, and consumer class action litigation, representing Taft-Hartley and public pension funds across the country.

Among his many efforts to protect his clients' interests and maximize shareholder value, Mark recently helped bring claims against and secure a settlement with Abbott Laboratories' directors, whereby the company agreed to implement sweeping corporate governance reforms, including an extensive compensation clawback provision going beyond the requirements under the Dodd-Frank Act.

Mark has written weekly legal columns for the *Sun-Sentinel*, one of the largest daily newspapers circulated in Florida. He has been legal counsel to the American Association of Professional Athletes, an association of over 4,000 retired professional athletes. He has also served as an Assistant State Attorney and as a Special Assistant to the State Attorney's Office in the State of Florida.

Mark obtained his J.D. from Loyola University School of Law. He received his B.A. in Political Science from the University of Illinois.

He is admitted to practice in the States of Illinois and Florida.

Joseph H. Einstein, Of Counsel
jeinstein@labaton.com

A seasoned litigator, Joseph H. Einstein represents clients in complex corporate disputes, employment matters, and general commercial litigation. He has litigated major cases in the state and federal courts and has argued many appeals, including appearing before the United States Supreme Court.

His experience encompasses extensive work in the computer software field including licensing and consulting agreements. Joe also counsels and advises business entities in a broad variety of transactions.

Joe serves as an official mediator for the United States District Court for the Southern District of New York. He is an arbitrator for the American Arbitration Association and FINRA. Joe is a former member of the New York State Bar Association Committee on Civil Practice Law and Rules and the Council on Judicial Administration of the Association of the Bar of the City of New York. He currently is a member of the Arbitration Committee of the Association of the Bar of the City of New York.

During Joe's time at New York University School of Law, he was a Pomeroy and Hirschman Foundation Scholar, and served as an Associate Editor of the *Law Review*.

Joe has been awarded an AV Preeminent rating, the highest distinction, from the publishers of the Martindale-Hubbell directory.

He is admitted to practice in the State of New York as well as before the Supreme Court of the United States, the United States Courts of Appeals for the First and Second Circuits, and the United States District Courts for the Southern and Eastern Districts of New York.

Mark Goldman, Of Counsel
mgoldman@labaton.com

Mark S. Goldman has 30 years of experience in commercial litigation, primarily litigating class actions involving securities fraud, consumer fraud, and violations of federal and state antitrust laws.

Mark is currently prosecuting securities fraud claims on behalf of institutional and individual investors against the manufacturer of communications systems used by hospitals that allegedly misrepresented the impact of the ACA and budget sequestration of the company's sales, and a multi-layer marketing company that allegedly misled investors about its business structure in China. Mark is also participating in litigation brought against international air cargo carriers charged with conspiring to fix fuel and security surcharges, and domestic manufacturers of various auto parts charged with price-fixing.

Mark successfully litigated a number of consumer fraud cases brought against insurance companies challenging the manner in which they calculated life insurance premiums. He also prosecuted a number of insider trading cases brought against company insiders who, in violation of Section 16(b) of the Securities Exchange Act, engaged in short swing trading. In addition, Mark participated in the prosecution of *In re AOL Time Warner Securities Litigation*, a massive securities fraud case that settled for $2.5 billion.

He is admitted to practice in the State of Pennsylvania, the Third, Ninth, and Eleventh Circuits of the U.S. Court of Appeals, the Eastern District of Pennsylvania, the District of Colorado, and the Eastern District of Wisconsin.

Lara Goldstone, Of Counsel
lgoldstone@labaton.com

Lara Goldstone advises pension funds and other institutional investors on issues related to corporate fraud in the U.S. securities markets. Before joining Labaton Sucharow, Lara worked as a legal intern in the Larimer County District Attorney's Office and the Jefferson County District Attorney's Office.

Prior to her legal career, Lara worked at Industrial Labs where she worked closely with Federal Drug Administration standards and regulations. In addition, she was a teacher in Irvine, California.

Lara received a J.D. from University of Denver Sturm College of Law, where she was a judge of The Providence Foundation of Law & Leadership Mock Trial and a competitor of the Daniel S. Hoffman Trial Advocacy Competition. She earned a B.A. from The George Washington University where she was a recipient of a Presidential Scholarship for academic excellence. She earned a B.A. from The George Washington University where she was a recipient of a Presidential Scholarship for academic excellence.

Lara is admitted to practice in the State of Colorado.

Francis P. McConville, Of Counsel
fmcconville@labaton.com

Francis P. McConville focuses on prosecuting complex securities fraud cases on behalf of institutional investor clients. As a lead member of the Firm's Case Development Group, he focuses on the identification, investigation, and development of potential actions to recover investment losses resulting from violations of the federal securities laws and various actions to vindicate shareholder rights in response to corporate and fiduciary misconduct.

Most recently, Francis has played a key role in filing several matters on behalf of the Firm including, *Norfolk County Retirement System v. Solazyme, Inc.*; *Oklahoma Firefighters Pension and Retirement System v. Xerox Corporation*; *In re Target Corporation Securities Litigation*; *City of Warwick Municipal Employees Pension Fund v. Rackspace Hosting, Inc.*; and *Frankfurt-Trust Investment Luxemburg AG v. United Technologies Corporation*.

Prior to joining Labaton Sucharow, Francis was a litigation associate at a national law firm primarily focused on securities and consumer class action litigation. Francis has represented institutional and individual clients in federal and state court across the country in class action securities litigation and shareholder disputes, along with a variety of commercial litigation matters. He assisted in the prosecution of several matters, including *Kiken v. Lumber Liquidators Holdings, Inc.* ($42 million recovery); *Hayes v. MagnaChip Semiconductor Corp.* ($23.5 million recovery); and *In re Galena Biopharma, Inc. Securities Litigation* ($20 million recovery).

Francis received his J.D. from New York Law School, *magna cum laude*, where he served as Associate Managing Editor of the *New York Law School Law Review*, worked in the Urban Law Clinic, named a John Marshall Harlan Scholar, and received a Public Service Certificate. He earned his B.A. from the University of Notre Dame.

He is admitted to practice in the State of New York as well as in the United States District Courts for the Southern and Eastern Districts of New York, the District of Colorado, and the Eastern District of Michigan.

James McGovern, Of Counsel
jmcgovern@labaton.com

James McGovern advises leading pension funds and other institutional investors on issues related to corporate fraud in domestic and international securities markets. His work focuses primarily on securities litigation and corporate governance, representing Taft-Hartley, public pension funds, and other institutional investors across the country in domestic securities actions. He also advises clients as to their potential claims tied to securities-related actions in foreign jurisdictions.

James has worked on a number of large securities class action matters, including *In re Worldcom, Inc. Securities Litigation*, the second-largest securities class action settlement since the passage of the PSLRA ($6.1 billion recovery); *In re Parmalat Securities Litigation* ($90 million recovery); *In re American Home Mortgage Securities Litigation* (amount of the opt-out client's recovery is confidential); *In re The Bancorp Inc. Securities Litigation* ($17.5 million recovery); *In re Pozen Securities Litigation* ($11.2 million recovery); *In re Cabletron Systems, Inc. Securities Litigation* ($10.5 million settlement); and *In re UICI Securities Litigation* ($6.5 million recovery).

In the corporate governance arena, James helped bring claims against Abbott Laboratories' directors, on account of their mismanagement and breach of fiduciary duties for allowing the company to engage in a 10-year off-label marketing scheme. Upon settlement of this action, the company agreed to implement sweeping corporate governance reforms, including an extensive compensation clawback provision going beyond the requirements under the Dodd-Frank Act.

Following the unprecedented takeover of Fannie Mae and Freddie Mac by the federal government in 2008, James was retained by a group of individual and institutional investors to seek recovery of the massive losses they had incurred when the value of their shares in these companies was essentially destroyed. He brought and continues to litigate a complex takings class action against the federal government for depriving Fannie Mae and Freddie Mac shareholders of their property interests in violation of the Fifth Amendment of the U.S. Constitution, and causing damages in the tens of billions of dollars.

James also has addressed members of several public pension associations, including the Texas Association of Public Employee Retirement Systems and the Michigan Association of Public Employee Retirement Systems, where he discussed how institutional investors could guard their assets against the risks of corporate fraud and poor corporate governance.

Prior to focusing his practice on plaintiffs' securities litigation, James was an attorney at Latham & Watkins where he worked on complex litigation and FIFRA arbitrations, as well as matters relating to corporate bankruptcy and project finance. At that time, he co-authored two articles on issues related to bankruptcy filings: *Special Issues In Partnership and Limited Liability Company Bankruptcies* and *When Things Go Bad: The Ramifications of a Bankruptcy Filing*.

James earned his J.D., *magna cum laude*, from Georgetown University Law Center. He received his B.A. and M.B.A. from American University, where he was awarded a Presidential Scholarship and graduated with high honors.

He is admitted to practice in the State of Vermont and the District of Columbia.

Domenico Minerva, Of Counsel
dminerva@labaton.com

Domenico "Nico" Minerva advises leading pension funds and other institutional investors on issues related to corporate fraud in the U.S. securities markets. A former financial advisor, his work focuses on securities, antitrust, and consumer class action litigation and shareholder derivative litigation, representing Taft-Hartley and public pension funds across the country.

Nico's extensive experience litigating securities cases includes those against global securities systems company Tyco and co-defendant PricewaterhouseCoopers (*In re Tyco International Ltd., Securities Litigation*), which resulted in a $3.2 billion settlement, achieving the largest single defendant settlement in post-PSLRA history. He also has counseled companies and institutional investors on corporate governance reform.

Nico has also done substantial work in antitrust class actions in pay-for-delay or "product hopping" cases in which pharmaceutical companies allegedly obstructed generic competitors in order to preserve monopoly profits on patented drugs, including *Mylan Pharmaceuticals Inc. v. Warner Chilcott Public Limited Co.*, *In re Lidoderm Antitrust Litigation*, *In re Solodyn (MinocyclineHydrochloride) Antitrust Litigation*, *In re Niaspan Antitrust Litigation*, *In re Aggrenox Antitrust Litigation*, and *Sergeants Benevolent Association Health & Welfare Fund et al. v. Actavis PLC et al.* In an anticompetitive antitrust matter, *The Infirmary LLC vs. National Football League Inc et al.*, Nico played a part in challenging an exclusivity agreement between the NFL and DirectTV over the service's "NFL Sunday Ticket" package, and he litigated on behalf of indirect purchasers of potatoes in a case alleging that growers conspired to control and suppress the nation's potato supply *In re Fresh and Process Potatoes Antitrust Litigation*.

On behalf of consumers, Nico represented a plaintiff in *In Re ConAgra Foods Inc.* over its claims that Wesson-brand vegetable oils are 100 percent natural.

An accomplished speaker, Nico has given numerous presentations to investors on a variety of topics of interest regarding corporate fraud, wrongdoing, and waste. He is also an active member of the National Association of Public Pension Plan Attorneys (NAPPA).

Nico obtained his J.D. from Tulane University Law School, where he also completed a two-year externship with the Honorable Kurt D. Engelhardt of the United States District Court for the Eastern District of Louisiana. He earned his B.S. in Business Administration from the University of Florida.

Nico is admitted to practice in the state courts of New York and Delaware, as well as the United States District Courts for the Eastern and Southern Districts of New York.

Corban S. Rhodes, Of Counsel
crhodes@labaton.com

Corban S. Rhodes focuses on prosecuting complex securities fraud cases on behalf of institutional investors, as well as consumer data privacy litigation.

Currently, Corban represents shareholders litigating fraud-based claims against TerraVia (formerly Solazyme) and Alexion Pharmaceuticals. He has successfully litigated dozens of cases against most of the largest Wall Street banks in connection with their underwriting and securitization of mortgage-backed securities leading up to the financial crisis.

Recognized as a "Rising Star" in Consumer Protection Law by *Law360*, Corban is also pursuing a number of matters involving consumer data privacy, including cases of intentional misuse or misappropriation of consumer data, and cases of negligence or other malfeasance leading to data breaches, including *In re Facebook Biometric Information Privacy Litigation* and *Schwartz v. Yahoo Inc.*

Before joining Labaton Sucharow, Corban was an associate at Sidley Austin LLP where he practiced complex commercial litigation and securities regulation and served as the lead associate on behalf of large financial institutions in several investigations by regulatory and enforcement agencies related to the financial crisis.

In 2008, Corban received a Thurgood Marshall Award for his pro bono representation on a habeas petition of a capital punishment sentence. He also later co-authored "Parmalat Judge: Fraud by Former Executives of Bankrupt Company Bars Trustee's Claims Against Auditors," published by the American Bar Association.

Corban received a J.D., *cum laude*, from Fordham University School of Law, where he received the 2007 Lawrence J. McKay Advocacy Award for excellence in oral advocacy and was a board member of the Fordham Moot Court team. He earned his B.A., *magna cum laude*, in History from Boston College.

Corban serves on the Securities Litigation Committee of the New York City Bar Association. Additionally, *Super Lawyers*, a Thomson Reuters publication, recognized Corban as a New York Metro "Rising Star," noting his experience and contribution to the securities litigation field.

David J. Schwartz, Of Counsel
dschwartz@labaton.com

David J. Schwartz's practice focuses on event driven, special situation, and illiquid asset litigation, using legal strategies to enhance clients' investment return.

His extensive experience includes prosecuting as well as defending against securities and corporate governance actions for an array of institutional clients including pension funds, hedge funds, mutual funds, and asset management companies. He played a pivotal role against real estate service provider Altisource Portfolio Solutions, where he helped achieve a $32 million cash settlement. David has also done substantial work in mergers and acquisitions appraisal litigation.

David obtained his J.D. from Fordham University School of Law, where he served as an editor of the *Urban Law Journal*. He received his B.A. in economics from the University of Chicago.

Mark R. Winston, Of Counsel
mwinston@labaton.com

Mark R. Winston prosecutes securities and consumer fraud actions on behalf of institutional investors and other victims of wrongful conduct. He also has extensive experience with white collar criminal matters, the product of years of government and private practice experience. He has litigated cases involving various types of fraud, as well as tax evasion, the Racketeer Influenced and Corrupt Organizations Act (RICO), and environmental crimes.

Earlier in his career, Mark held senior positions at several national consulting firms, where, among other responsibilities, he handled corporate internal investigations and compliance projects. During his 14-year tenure as an Assistant U.S. Attorney in the United States Attorney's Office for the District of New Jersey, Mark served as the Financial Institution Fraud Coordinator and, later, as the Environmental Crimes Coordinator. Mark tried a number of cases to successful verdicts and received numerous commendations from the Justice Department and other federal agencies for his service, including the Director's Award from the Executive Office for United States Attorneys.

Mark has been spoken at various events and seminars over the years and conducts a seminar for Master of Law students on international criminal law, including the U.S. Foreign Corrupt Practices Act, at the Instituto Superior de Derecho y Economía (ISDE) in Barcelona, Spain.

Mark has authored articles published in the *New York Law Journal* and *GC New York*. He has been interviewed by publications such as *Law360*, *Bloomberg* television and radio, and has also been quoted in various publications, including *The New York Times*.

Immediately after law school, Mark clerked for Judge John V. Corrigan, Ohio Court of Appeals, Eighth Appellate District and then for Judge Neal P. McCurn, U.S. District Court, Northern District of New York.

Mark is admitted to practice in the States of New York and Ohio.

EXHIBIT 5

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

LEONARD HOWARD, individually and on behalf of all others similarly situated, Plaintiff, v. LIQUIDITY SERVICES INC., WILLIAM P. ANGRICK III, and JAMES M. RALLO, Defendants.	Case No. 1:14-cv-01183-BAH Chief Judge Beryl A. Howell

DECLARATION OF ANDREW D. ABRAMOWITZ ON BEHALF OF SPECTOR ROSEMAN & KODROFF, P.C. IN SUPPORT OF CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND PAYMENT OF EXPENSES

Andrew D. Abramowitz, Esq., declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a partner of the law firm of Spector Roseman & Kodroff, P.C. I submit this declaration in support of Class Counsel's motion for an award of attorneys' fees and payment of litigation expenses on behalf of all plaintiffs' counsel who contributed to the prosecution of the claims in the above-captioned action (the "Action") from inception through July 31, 2018 (the "Time Period"). I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

2. My firm, which served as Court-appointed Class Counsel in the Action, was involved in all aspects of the litigation and settlement, as set forth in the Joint Declaration of Jonathan Gardner and Andrew D. Abramowitz in Support of (I) Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Allocation and (II) Class Counsel's Motion for Award of Attorneys' Fees and Payment of Litigation Expenses, submitted herewith.

3. The schedule attached hereto as Exhibit A is a summary indicating the amount of time spent by each attorney and professional support staff member of my firm who was involved in the prosecution of the Action and the lodestar calculation based on my firm's current rates.[1] For personnel who are no longer employed by my firm, the lodestar calculation is based upon the rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and payment of expenses has not been included in this request.

4. The hourly rates for the attorneys and professional support staff of my firm included in Exhibit A are their usual and customary rates, which have been accepted in other securities litigations. The rates of the two Contract Attorneys, Messrs. Lacorte and Federbusch, are based on their legal experience.

5. The total number of hours expended on this litigation by my firm during the Time Period is 8,534.45 hours. The total lodestar for my firm for those hours is $4,424,285.75.

6. My firm's lodestar figures are based upon the firm's hourly rates, which rates do not include charges for expense items. Expense items are recorded separately and are not duplicated in my firm's hourly rates.

7. As detailed in Exhibit B, my firm has incurred a total of $198,877.07 in expenses in connection with the prosecution of the Action. The expenses are reflected on the books and

[1] Two attorneys listed in Exhibit A, Kevin Lacorte and Stephen Federbusch, were retained by my firm on an independent contractor basis through an agency, Independence Counsel, LLC, for purposes of assisting with discovery in this Action. Messrs. Lacorte and Federbusch kept contemporaneous daily time records for the work they performed on this Action, and these records were provided to me on a weekly basis, at the time of invoicing, by Independence Counsel, LLC.

records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

8. With respect to the standing of my firm, attached hereto as Exhibit C is a brief biography of my firm, as well as biographies of the firm's attorneys.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 31, 2018.

Andrew D. Abramowitz

EXHIBIT A

EXHIBIT A

Howard, et al., v. Liquidity Services Inc., et al.

LODESTAR REPORT

FIRM: SPECTOR ROSEMAN & KODROFF, P.C.
REPORTING PERIOD: INCEPTION THROUGH JULY 31, 2018

PROFESSIONAL	STATUS*	HOURLY RATE	TOTAL HOURS TO DATE	TOTAL LODESTAR TO DATE
R. ROSEMAN	P	$875	393.50	$344,312.50
A. ABRAMOWITZ	P	$750	2305.00	$1,728,750.00
D. FELDERMAN	P	$695	23.00	$15,985.00
D. MIRARCHI	P	$585	157.25	$91,991.25
E. SPECTOR	P	$900	3.50	$3,150.00
M. WILLIS	P	$840	122.75	$103,110.00
J. SPECTOR	P	$460	6.25	$2,875.00
A. DODEMAIDE	A	$435	1202.60	$523,131.00
J. KAPLAN	A	$400	341.25	$136,500.00
K. LACORTE	CA	$375	1936.80	$726,300.00
M. GEPPERT	OC	$520	42.75	$22,230.00
S. FEDERBUSCH	CA	$375	1854.50	$695,437.50
A. IOZZO	PL	$170	1.00	$170.00
D. SHAH	PL	$170	52.50	$8,925.00
H. NGUYEN	PL	$170	0.75	$127.50
C. BRIGLIA	PL	$240	44.75	$10,740.00
C. SREY	PL	$170	12.80	$2,176.00
G. DE MARSHALL	PL	$250	33.50	$8,375.00
TOTAL			**8,534.45**	**$4,424,285.75**

Partner (P)
Of Counsel (OC)
Associate (A)
Contract Attorney (CA)
Paralegal (PL)
Investigator (I)
Research Analyst (RA)

EXHIBIT B

EXHIBIT B

Howard, et al., v. Liquidity Services Inc., et al.

EXPENSE REPORT

FIRM: SPECTOR ROSEMAN & KODROFF, P.C.
REPORTING PERIOD: INCEPTION THROUGH JULY 31, 2018

EXPENSE	TOTAL AMOUNT
Duplicating	$10,531.83
Postage/ Express Delivery Services	$201.70
Long Distance Telephone / Fax/ Conference Calls	$354.09
Court Fees	$821.60
Court Reporting	$5,984.99
Computer Research Fees	$29,672.05
Expert/Consultant Fees	$83,898.16
Work-Related Transportation/ Meals/Lodging	$13,729.65
Contribution to Litigation Fund	$53,683.00
TOTAL	**$198,877.07**

EXHIBIT C

EXHIBIT C

Howard, et al., v. Liquidity Services Inc., et al.

FIRM RESUME

SPECTOR ROSEMAN & KODROFF

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
1818 MARKET STREET, SUITE 2500
PHILADELPHIA, PENNSYLVANIA 19103
215.496.0300
FAX 215.496.6611
http://www.srkattorneys.com
email: classaction@srkattorneys.com

Spector Roseman & Kodroff, P.C. is a highly successful law firm with a nationwide practice that focuses on class actions and complex litigation, including securities, antitrust, consumer protection, and commercial claims. The firm is active in major litigation in state and federal courts throughout the country and internationally. The firm's reputation for excellence has been recognized by numerous courts which have appointed the firm as lead counsel in prominent class actions. As a result of the firm's efforts, defrauded consumers and shareholders have recovered billions of dollars in damages and implemented important corporate governance reforms. The firm is rated "AV" by Martindale-Hubbell, its highest rating for competence and integrity.

Judges throughout the country have recognized the Firm's contributions in class action cases:

- "Lead class counsel - Jeffrey Corrigan and the other lawyers from Spector Roseman & Kodroff, P.C. - performed brilliantly in this exceptionally difficult case." *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa. Dec. 9, 2008)

- "[Class counsel] did a wonderful job here for the class and were in all respects totally professional and totally prepared. I wish I had counsel this good in front of me in every case." *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.) (approval hearing March 2, 2009)

- "I think perhaps the most important for the class is the recovery, and I think the recovery has been significant and very favorable to the class given my understanding of the risks in the litigation. And so perhaps that's always the starting point for judging and assessing the quality of representation. The class I think was well represented, in that it got a very significant recovery in the circumstances". *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.) (formerly known as Converium Holdings)

- "[O]utstanding work [of counsel] … was done under awful time constraints" and the "efforts here were exemplary…under lousy time constraints." *In re Atheros Communications, Inc. Shareholder Litigation*, C.A. No. 6124-VCN (Del. Ch.)

- "Plaintiffs' counsel have been excellent in this complex, hard-fought litigation and innovative in its notice program and efforts to find class members." *New*

England Carpenters Health Benefits Fund v. First Databank, Inc., C.A. 05-11148 (D. Mass. Aug. 3, 2009)

- "Here, Plaintiffs' counsel are highly experienced in complex antitrust litigation, as evidenced by the attorney biographies filed with the Court. . . . They have obtained a significant settlement for the Class despite the complexity and difficulties of this case." *Stop & Shop Supermarket Co. v. SmithKline Beecham Corp.*, C.A. No. 03-4578 (E.D. Pa. May 19, 2005)

- "Counsel are among the most experienced lawyers the national bar has to offer in the prosecution and defense of significant class actions." *In re Lupron Marketing and Sales Practices Litigation*, 345 F. Supp. 2d 135, 137-38 (D. Mass. 2004)

- "[T]he class attorneys in this case have worked with enthusiasm and have been creative in their attempt to compensate as many members of the consumer class as possible. . . . This Court has consistently noted the exceptional efforts of class counsel." *In re Relafen Antitrust Litigation*, 231 F.R.D. 52, 80 (D. Mass. 2005)

Securities/Corporate Governance Litigation

SRK's securities practice group has actively managed important class actions involving securities fraud, winning not only significant damages but also important corporate governance reforms. Some of the Firm's most notable cases include:

- *In re Abbott Labs-Depakote Shareholder Derivative Litigation*, Case No.: 1:11-cv-08114 (VMK) (N.D.Ill.). As the lead counsel, SRK negotiated cutting-edge corporate reforms including new legal and regulatory compliance responsibilities at both the board and management levels, a clawback policy which goes well beyond the requirements under the Dodd-Frank Act of 2010, a change of the "tone at the top" to foster a culture of legal and regulatory compliance, "flow of information" protocols, and other significant reforms designed to address oversight deficiencies that resulted in Abbott having to pay $1.6 billion in criminal and civil penalties due to the illegal marketing and sale of its Depakote drug (the second largest penalties ever paid for off-label marketing at that time).

- *In re Lehman Brothers Holdings, Inc. Equity/Debt Securities Litigation*, No. 08-cv-5523 (S.D.N.Y.). SRK was one of the firms prosecuting the U.S. action against Lehman Brothers arising from a massive fraud pertaining to the credit market meltdown. In this securities class action, SRK represents one of the lead plaintiffs, the Northern Ireland Local Government Officers' Superannuation Committee ("NILGOSC"). The case settled for over $600 million.

- *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.). SRK was one of the co-lead counsel for the lead plaintiffs, who are European institutional bond holders, in this widely-known case, often called the "Enron of

Europe." This is a massive worldwide securities fraud action involving the collapse of an international dairy conglomerate, in which major financial institutions and accounting firms created schemes to materially overstate Parmalat's revenue, income, and assets, and understate its considerable and expanding debt. The case has been heavily litigated for five years, resulting in settlements of $98 million.

In addition, settlements with certain accounting firms provided that these defendants confirm their endorsement of specific corporate governance principles of behavior designed to advance investor protection and to minimize the likelihood of future deceptive transactions. This is the first time in a Section 10(b) case that shareholders were able to negotiate corporate governance measures from a defendant other than the issuer.

- *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.) (formerly known as Converium Holdings). In the *Converium* U.S. class action, SRK was one of the co-lead counsel representing a European institutional investor which served as one of the lead plaintiffs in that action. The Firm negotiated a $145 million recovery for a global class of investors, which involved settling the action on two continents – *the first trans-Atlantic resolution to a securities class action*. Part of the settlement, on behalf of foreign investors, was approved in the Netherlands under the then newly enacted Act on Collective Statement of Mass Claims. What is particularly noteworthy about the *Converium* litigation is that the Amsterdam Court of Appeal, in a landmark decision, ruled that it had jurisdiction to declare the two international settlements of that action binding. What makes the *Converium* decision groundbreaking is that, in addition to showing its willingness to provide an effective forum for European and other investors to settle their claims on a pan-European or even global basis, the Amsterdam Court of Appeal substantially broadened its jurisdictional reach – to the benefit of investors in this case and in future actions. The Dutch Court secured jurisdiction even though the claims were not brought under Dutch law, the alleged wrongdoing took place outside the Netherlands, and none of the potentially liable parties and only a limited number of the potential claimants are domiciled in the Netherlands. The decision means that European Union Member States, as well as Switzerland, Iceland and Norway, must recognize it, under the Brussels I Regulation and the Lugano Convention. Without the approval of the settlements by the Amsterdam Court of Appeal, common stock holders of Converium, who were excluded from the U.S. action, would not have been able to recover a portion of their losses.

- *Utah Retirement Systems v. Strauss*, No. 09-cv-3221 (E.D.N.Y.). SRK served as counsel in an individual (opt-out) action brought on behalf of the Utah Retirement Systems relating to the scandal at American Home Mortgage – one of the companies involved in the subprime market meltdown. This action alleged violations of the Securities Act of 1933 and the Securities and Exchange Act of 1934, as well as various state laws. Although the monetary terms of the

settlement are confidential, SRK was able to negotiate an amount that was nearly four times more than what the Utah Retirement Systems would have received had it participated in the class action.

- *In re Laidlaw, Inc. Bondholders Securities Litigation*, No. 3-00-2518-17 (D.S.C.). SRK was a member of the Executive Committee in this complex accounting case which resulted in a settlement of $42,875,000.

- *In re Abbott Laboratories, Inc. Derivative Shareholder Litigation*, C.A. No. 99-C 07246 (N.D. Ill.) (Abbott I). SRK was co-lead counsel for plaintiffs. The case was dismissed twice but reversed on appeal, and settled in 2004 for substantial corporate governance reforms funded by $27 million from directors. The ABA's *Securities Litigation Journal* called the Seventh Circuit's opinion the second most important decision in 2003.

- *Felzen v. Andreas (Archer Daniels Midland Co. Derivative Litigation)*, C.A. No. 95-2279 (C.D. Ill.). As co-lead counsel, SRK negotiated broad corporate governance changes in the company's board structure including strengthening the independence of the board of directors, creating corporate governance and regulatory oversight committees, requiring that the audit committee be composed of a majority of outside directors, and establishing a $8 million fund for educational seminars for directors and the retention of independent outside counsel for the oversight committees.

The Firm is in the forefront of advising and representing foreign institutional investors in U.S. class actions and in group actions in Europe, Australia and Japan. During the past 14 years, SRK has been working with and representing various European investors and conducting educational seminars on securities class actions, as well as speaking at international shareholder and corporate governance conferences. The Firm is currently counsel to numerous large European entities.

Pharmaceutical Marketing Litigation

Since 2001, the Firm has been at the vanguard of identifying and pursuing healthcare reforms. It has developed an extensive practice in representing consumers and third-party payors in class actions against pharmaceutical companies over the unlawfully high pricing of prescription drugs. These cases have proceeded in state and federal courts on a variety of legal theories, including state and federal antitrust law, state consumer protection statutes, common law claims of unjust enrichment, and the federal RICO statute.

As part of their work in this area, the Firm's attorneys have formally and informally consulted with the Attorneys General of a number of states who have been actively involved in drug and health care litigation. The Attorney General of Connecticut chose SRK in a competitive bidding process to help lead the state's pharmaceutical litigation involving use of the Average Wholesale Price. The Firm's clients also include large employee benefit plans as well as individual consumers.

Some of the Firm's important pharmaceutical cases include the following:

- SRK, as co-lead counsel, devised the legal theory for claims against most major pharmaceutical companies for using the Average Wholesale Price to inflate the price paid by consumers and third-party payors for prescription and doctor-administered drugs. The larger AWP case, *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.), was tried in part to the court in November-December 2006. On June 21, 2007, the judge issued a 183-page opinion largely finding for plaintiffs, and requesting additional evidence on damages. Moreover, plaintiffs have reached settlements in amounts exceeding $230 million. SRK was co-lead counsel for the class.

- *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.). SRK, as co-lead counsel, negotiated a settlement of $150 million for purchasers of the cancer drug Lupron.

- *New England Carpenters Health Benefits Fund v. First Databank, Inc.*, C.A. 05-11148 (D. Mass.) and *District 37 Health and Securities Fund v. Medi-Span*, C.A. No. 07-10988 (D. Mass.). SRK was co-lead counsel for a group of third-party payors who pay for prescription drugs at prices based on the AWP. The complaints allege that First DataBank and Medispan, two of the largest publishers of AWP, fraudulently published inflated AWP prices for thousands of drugs. The claims against McKesson settled for $350 million. In addition, the settlement requires First DataBank and Medispan to lower the AWP price they publish for hundreds of drugs (by reducing the formulaic ratio they use to calculate AWP); and to eventually cease publishing AWP prices. Plaintiffs' experts conservatively estimate that the savings from this settlement will be in the hundreds of millions of dollars.

- *Stop & Shop Supermarket Co. v. Smithkline Beecham Corp.* C.A. 03-4578 (E.D. Pa.). SRK was co-lead counsel on behalf of direct purchasers of the drug Paxil. The complaint alleged that the drug company misled the U.S. Patent and Trademark Office in obtaining the patents protecting Paxil and then used the patents to prevent lower-cost, generic versions of the drug from coming to market. A settlement of $100 million was approved by the court.

- *In re TriCor Indirect Purchaser Antitrust Litigation*, C.A. No. 05-360 (D. Del.). SRK was co-lead counsel for indirect purchasers in prosecuting state antitrust and consumer protection claims against Abbott Laboratories and Labatoires Fournier for suppressing competition from generic versions of TriCor. The indirect purchaser case settled for $65.7 million to the class plus a substantial settlement for opt-out insurers.

- *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.). SRK was co-lead counsel for indirect purchasers in prosecuting state antitrust and consumer

protection claims against GlaxoSmithKline for suppressing competition from generic versions of its drug Relafen by fraudulently obtaining a patent on the compound. The indirect purchaser settlement for $75 million was approved by the court (the overall settlement for all plaintiffs exceeded $400 million).

- *Vista Healthplan, Inc. v. Cephalon, Inc.*, CA No. 06-1833 (E.D. Pa.) and *In re Effexor XR Antitrust Litigation*, CA No. 11-5479 (D.N.J.). SRK is serving as co-lead counsel in on-going litigation over pay-for-delay settlements involving the drugs Provigil and Effexor XR. The firm represented end -payors (consumers and healthplans) who were denied the chance to buy cheaper generic alternatives because of manipulation of the patent challenge and generic drug approval system by the brand name companies and some generic manufacturers.

- *In re Niaspan Antitrust Litigation* MDL No. 2460 (E.D. Pa) and *In re Suboxone Antitrust Litigation* MDL No. 2445(E.D. Pa). SRK was appointed to serve as Liaison Counsel for a purported class of end payors for the drugs Niaspan and Suboxone. In each case, the complaint alleges that the end payors were overcharged by defendants' illegal efforts to keep generic versions off the market which caused the class to pay supra competitive monopolistic prices.

Antitrust Litigation

SRK's antitrust practice group regularly oversees important antitrust cases. Among the Firm's most significant cases are:

- *In re Automotive Parts Antitrust Litigation, MDL 12-2311 (E.D. Mich.).* SRK has been appointed Interim Co-Lead Counsel for Direct Purchaser Plaintiffs for all product cases filed (currently 16 different cases with more to follow). These massive price-fixing class actions are being brought on behalf of direct purchasers who were overcharged for various kinds of automotive parts, including wire harness products, heater control panels, instrument panel clusters, fuel senders, occupant safety restraint system products, bearings, air conditioning systems, starters, windshield wiper systems, windshield washer systems, spark plugs, oxygen sensors, fuel injection systems, alternators, ignition coils, and power window motors. All cases are pending before Judge Marianne Battani in the United States District Court for the Eastern District of Michigan in Detroit. SRK and its Interim Co-Lead Counsel on behalf of the Direct Purchaser Plaintiffs have defeated motions to dismiss filed to date in all product cases. Direct Purchaser Plaintiffs have reached settlements with four defendants totaling approximately $53 million.

- *In re Domestic Drywall Antitrust Litigation*, MDL 12-2437 (E.D. Pa.). SRK has been appointed as Co-Lead Counsel for plaintiffs in this nation-wide price fixing class action.

- *In re Blood Reagents Antitrust Litigation*, MDL 09-2081 (E.D. Pa.). SRK was appointed sole Lead Counsel in this nation-wide, price-fixing class action. In January 2012, Spector Roseman negotiated a $22 million settlement with one defendant, and Judge DuBois certified plaintiffs' class in August 2012 (which was upheld on appeal). The case is set for trial in early 2017.

- *McDonough, et al., v. Toys R Us, et al.* (E.D. Pa.) (Brody, J.). SRK is Co-Lead Counsel for six sub-classes of Babies "R" Us' customers, a rare case involving resale price maintenance in which a purchaser class was certified. A settlement of $35.5 million was achieved on behalf of the sub-classes.

- *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.). SRK was appointed co-lead counsel for plaintiffs in this price-fixing antitrust action which settled for total of $202 million, the largest antitrust settlement ever in Third Circuit.

- *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.). SRK was lead counsel for a nationwide class of direct purchasers, which settled for $120 million.

- *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.). SRK was co-lead counsel for plaintiffs in this price fixing/market allocation antitrust action which settled for $120 million.

- *In re DRAM Antitrust Litigation*, MDL No. 1486 (N.D. Cal.). SRK was a member of the executive committee in this action against all major manufacturers of "dynamic random access memory" ("DRAM"), alleging that defendants conspired to fix the prices they charged for DRAM in the United States and throughout the world. The case settled with all defendants for more than $300 million.

- *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197 (D. D.C.). SRK was a member of the executive committee and co-chair of the discovery committee for plaintiffs in this price-fixing antitrust action which settled for $300 million.

Privacy Litigation

SRK is also litigation numerous cases relating to privacy.

- *In re Google Inc. Street View Electronic Communications Litigation* (N.D. Cal.). SRK was appointed Co-Lead Counsel for plaintiffs in this action. Google used its "Street View" vehicles to access wireless internet networks located in the United States and more than thirty countries around the world. Google's Street View vehicles traveled through cities and towns and collected data sent and received over the wireless networks they encountered, including all or part of e-mails, passwords, videos, audio files, and documents, as well as network names

and router information. This data was captured and stored without the knowledge or authorization of class members. Plaintiffs allege that Google's conduct violated Title III of the Omnibus Crime Control and Safe Streets Act of 1968, as amended by the Electronic Communications Privacy Act of 1986, 18 U.S.C. § 2511, *et seq*, also known as the Wiretap Act. The District Court denied Google's motion to dismiss and Court of Appeals for the Ninth Circuit affirmed the denial of Google's motion to dismiss. The panel held that Google's data collection could be a violation of the Wiretap Act because Wi-Fi communications are "electronic communications" that are not "readily accessible to the general public." The Court rejected Google's argument that Wi-Fi communications are "radio communication" and its contention that this permitted Google to freely intercept them so long as they are not encrypted. Google is seeking Supreme Court review.

- *In Re: Heartland Payment Systems Inc. Customer Data Security Breach* MDL No. 2046 (S.D. TX). SRK represents banks in a class action after Heartland disclosed on January 20, 2009 that it had been the victim of a security breach within its processing system in 2008. The data stolen included the digital information encoded onto the magnetic stripe built into the backs of credit and debit cards; with that data, thieves can fashion counterfeit credit cards by imprinting the same stolen information onto fabricated cards.

- *In re: Target Corporation Customer Data Breach* MDL No. 14-2522 (D. Minn). SRK represents banks in a class-action lawsuit against Target claiming the retail giant ignored warnings from as early as 2007 that the company's point-of-sale (POS) system was vulnerable to attack, a move that put more than 40 million credit and debit card records at risk and compromised the personal information of up to an additional 70 million customers after Target's systems were penetrated by attackers from on or about November 27, 2013 through December 15, 2013.

PARTNERS

EUGENE A. SPECTOR, founding partner, has extensive experience in complex litigation, and has represented both plaintiffs and defendants in antitrust and securities. Mr. Spector has handled many high profile cases, including such antitrust class actions as *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.), in which he was co-lead counsel and which settled for more than $200 million, the largest antitrust case settlement ever in the Eastern District of Pennsylvania, where Judge Dubois stated: "The Court has repeatedly stated that the lawyering in this case at every stage was superb ...." 2004 WL 1221350, *6 (E.D. Pa. June 2, 2004). Mr. Spector was also co-lead counsel in *In re Relafen Antitrust Litigation*, No. 01-12239 (D. Mass.), in which a settlement of $75 million was obtained for the class, which Judge Young described as "the result of a great deal of very fine lawyering." Mr. Spector has been involved in securities class action litigation including *Rosenthal v. Dean Witter*, which resulted in a landmark decision by the Colorado Supreme Court that recognized, for the first time, that securities fraud could be proved without reliance being alleged. This precedent-setting case was important because under state securities law the reliance element sometimes proved difficult, especially when large numbers of people were involved in a class action suit.

Mr. Spector is currently serving as sole lead counsel in *In Re Blood Reagents Antitrust Litigation*, MDL No. 02081 (E.D. Pa.); as co-lead counsel in such antitrust cases as *In re Domestic Drywall Antirust Litigation*, MDL No. 2437 (E.D. Pa.); *In Re Automotive Parts Antitrust Litigation*, MDL No. 2311 (E.D. Mich.); *McDonough, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*,2:06-cv-00242-AB (E.D. Pa.); *Elliott, et al. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*,2:09-cv-06151-AB (E.D. Pa.); as a member of the direct purchaser Plaintiff's Executive Committee in *In Re Fresh and Process Potatoes Antitrust Litigation*, MDL No. 2186 (D.Id.), *as a member of the Steering Committee for all Plaintiffs in In re Online DVD Rental Antitrust Litigation*, MDL No. 2029 (N.D. Cal.), and as a member of the trial team in *In re Rail Freight Fuel Surcharge Antitrust Litigation*, MDL No. 1869 (D.D.C.).

Mr. Spector has served as lead or co-lead counsel for plaintiffs in numerous cases with successful results, such as:

- *In re Linerboard Antitrust Litigation*, MDL No. 1261 (E.D. Pa.) (settled for $202 million, the largest antitrust settlement ever in the Third Circuit)

- *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.) (a drug marketing case that settled for $75 million for indirect purchasers)

- *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.) (a price-fixing/market allocation antitrust action that settled for $120 million)

- *In re Mercedes Benz Antitrust Litigation, No. 99-4311* (D.N.J.) (a price-fixing class action against Mercedes-Benz U.S.A. and its New York tri-state area dealers in which a $17.5 million settlement was obtained for the class)

- *Cohen v. MacAndrews & Forbes Group, Inc.*, No. 7390 (Del. Ch.) (a class action on behalf of shareholders challenging a going-private transaction under Delaware corporate law in which a benefit in excess of $11 million was obtained for the class)

Mr. Spector has also served as lead counsel or co-lead counsel in a number of other securities fraud class action cases and shareholder derivative actions: *Shanno v. Magee Industrial Enterprises, Inc.*, No. 79-2038 (E.D. Pa.) (trial counsel for defendants); *In re U.S. Healthcare Securities Litigation*, No. 88-559 (E.D. Pa.) (trial counsel); *PNB Mortgage and Realty Trust by Richardson v. Philadelphia National Bank*, No. 82-5023 (E.D. Pa.); *Swanick v. Felton*, No. 91-1350 (E.D. Pa.); *In re Surgical Laser Technologies, Inc. Securities Litigation*, No. 91-CV-2478 (E.D. Pa.); *Tolan v. Adler*, No. C-90-20710-WAI (PVT) (N.D. Cal.); *Rosenthal v. Dean Witter, Reynolds, Inc.*, No. 91-F-591 (D. Colo.); *Soenen v. American Dental Laser, Inc.*, No. 92 CV 71917 DT (E.D. Mich.); *In re Sunrise Technologies Securities Litigation*, Master File No. C-92-0948-THE (N.D. Cal.); *The Berwyn Fund v. Kline*, No. 4671-S-1991 (Dauphin Cty. C.C.P.); *In re Pacific Enterprises Securities Litigation*, Master File No. CV-92-0841-JSL (C.D. Cal.); *In re New America High Income Fund Securities Litigation*, Master File No. 90-10782-MA (D.

Mass.); and *In re RasterOps Corp. Securities Litigation*, No. C-92-20349-RMW (EAI) (N.D. Cal. 1992).

Further, Mr. Spector has actively participated as plaintiffs' counsel in national class action antitrust cases, including *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, No. M-02-1486 PJH (N.D. Cal.) (executive committee); *In re Vitamins Antitrust Litigation*, Misc. No. 99-0197 (TFH) (D.D.C.) (Chair of the discovery committee); *In re Neurontin Antitrust Litigation*, MDL No. 1479 (D. N.J.) (executive committee); *Ryan-House v. GlaxoSmithKline, plc*, No. 02-CV-442 (ED Va.) (co-chair class certification committee); *In re Bulk [Extruded] Graphite Products Antitrust Litigation*, Master File No. 02-CV-06030 (D. N.J.) (chair of experts committee); *In re Publication Paper Antitrust Litigation*, No 04-MD-1631 (D. Conn.); *In re Polyester Staple Antitrust Litigation*, No. 03-CV-1576 (W.D.N.C.); *Chlorine & Caustic Soda Antitrust Litigation*, No. 86-5428 (E.D. Pa.); *In re Brand Name Prescription Drug Antitrust Litigation*, MDL No. 997 (N.D. Ill.); *Polypropylene Carpet Antitrust Litigation*, MDL No. 1075 (N.D. Ga.); *NASDAQ Market Markers Antitrust Litigation*, MDL No. 1023 (S.D.N.Y.); *Potash Antitrust Litigation*, MDL No. 981 (D. Minn.); *Commercial Tissue Products Antitrust Litigation*, MDL No. 1189 (N.D. Fla.); *High Fructose Corn Syrup Antitrust Litigation*, MDL No. 1087 (C.D. Ill.).

In 2002, Mr. Spector obtained a jury verdict of $4.5 million in *Heiser v. SEPTA*, No. 3167 July Term 1999 (Phila. C.C.P.), an employment class action.

Mr. Spector is admitted to practice in the Commonwealth of Pennsylvania; the United States Supreme Court; the United States Courts of Appeals for the First, Third, Fifth, Sixth, Ninth, Tenth, and Eleventh Circuits; and the United States District Court for the Eastern District of Pennsylvania and the Eastern District of Michigan. He is a graduate of Temple University (B.A. 1965) and an honors graduate of Temple University School of Law (J.D. 1970), where he was an editor of the *Temple Law Quarterly*. He served as law clerk to the Honorable Herbert B. Cohen and the Honorable Alexander F. Barbieri, Justices of the Pennsylvania Supreme Court (1970-71).

Mr. Spector has written a number of articles over the years which appeared in the *National Law Journal*, the *Legal Intelligencer*, and other trade and legal publications; and he has appeared on CNBC to discuss securities fraud. He is a member of the American, Federal, Pennsylvania and Philadelphia Bar Associations; the American Bar Association's Antitrust and Litigation Sections and the Securities Law Sub-Committee of the Litigation Section; and the Federal Courts Committee of the Philadelphia Bar Association. Mr. Spector has been appointed to the Advisory Board of the American Antitrust Institute and has been named as a leading U.S. plaintiffs' antitrust lawyer by Who's Who Legal Competition 2014, published by the Global Competition Review. Mr. Spector also has been appointed to serve on the Board of Visitors of the James E. Beasley School of Law of Temple University. He is A-V rated by Martindale-Hubbell and has been named by Law & Politics to its list of Pennsylvania "Superlawyers."

ROBERT M. ROSEMAN, founding partner of SRK, chairs the Firm's international and domestic securities practice. His practice focuses on investor protection issues, including the enforcement of the federal securities laws and state laws involving fiduciary duties of directors

and officers, and under the laws in the various jurisdictions in Europe where group actions can be brought. An important component of his practice involves protecting U.S. and European investors in European proceedings. In that role, he works with U.S. and European institutional investors on investor protection and corporate governance matters.

Most notable example of Mr. Roseman's role is Co-Lead Counsel is in the *Converium/SCOR* action, where he prosecuted the first US securities class action settled on two continents (for a collective $145 million). The European portion of this settlement is being adjudicated before the Court of Appeal in Amsterdam using the Dutch Act on the Collective Settlements of Mass Damage Claims. Importantly, Mr. Roseman's international expertise helped secure a key decision from the Dutch Court of Appeal in this case that will likely make it easier in the future for U.S. and European investors to claim monies recovered from actions brought in the Netherlands.

Mr. Roseman represented European institutions and was co-lead counsel in the landmark *In re Parmalat Securities Litigation* action, the largest fraud in European corporate history that is frequently referred to as Europe's Enron, which settled for $96.5 million. There, Mr. Roseman devised a unique legal theory against the bankrupt Parmalat which used Italian bankruptcy law to secure funds not normally available to investors. He also extracted corporate governance endorsements from defendants other than the issuer - a first in a US-based investor action.

Among other notable cases, Mr. Roseman represented Brussels-based KBC Asset Management in *In re Royal Dutch/Shell Securities Litigation* and Brussels-based Fortis Investments in *In re Chicago Bridge and Iron Securities Litigation.* He represented the Northern Ireland Local Government Officers' Superannuation Committee, a UK institution, that is one of the lead plaintiffs in the US investor action involving Lehman Brothers and was co-lead counsel *In re Atheros Communications Shareholder Litigation*, in which he obtained a preliminary injunction of a merger where inadequate information about the transaction had been disclosed to shareholders.

Mr. Roseman has been at the vanguard of using securities class actions and derivative suits to implement corporate governance changes at U.S. and European companies to help them operate more effectively and reduce the likelihood that wrongdoing will occur in the future. He litigated as lead counsel against the directors of Abbott Labs (involving off label marketing of Depakote) in which the company agreed for a four year period to implement cutting-edge, bespoke reforms addressing allegations of illegal conduct which are designed to prevent it from occurring in the future. As co-lead counsel Mr. Roseman litigated against the directors of Archer Daniels Midland Company in which the corporation agreed to implement significant reforms which, at that time, were “state of the art” corporate governance measures designed to strengthen the independence of the board of directors. Mr. Roseman also litigated against the directors of Abbott Laboratories (*Abbott I*) and settled the case for numerous corporate governance changes governing the way in which the board of directors addresses regulatory matters. The Seventh Circuit's landmark decision in this case was named second among the top ten securities law decisions of 2003 by the American Bar Association's *Securities Litigation Journal*.

Mr. Roseman has written extensively on securities and investor protection issues, including Global Markets, Global Fraud: What We Can Learn from Europe's Enron', *Investment and Pensions Europe* (May 2006 supp.); Cost-Effective Monitoring of Corporate Fraud: Reducing the Time Necessary to Stay Informed, *Investment and Pensions Europe* (June 2006 supp.); and A Trans-Atlantic Trend, *Professional Investor* (May 2005). He also appeared in a roundtable discussion in *Global Pensions* (October 2006 supp.).

Mr. Roseman has been a frequent speaker at numerous U.S. and international conferences on the issues of investor protection through litigation and engagement and the importance of using corporate governance measures as part of settlements to ensure that Board of Directors act in the best interest of the Company and its shareholders. In addition to speaking at numerous conferences in the U.S., Mr. Roseman appeared as an invited speaker at institutional investor conferences held in London, Paris, Munich, Milan, Barcelona, Brussels, Paris, Frankfurt and Dublin and the Annual Conference of the International Corporate Governance Network in Amsterdam in 2004 and Paris in 2011.

Mr. Roseman obtained his J.D. in 1982 from Temple University School of Law and earned his B.S. *cum laude* in political science from the State University of New York in 1978. He is admitted to practice in Pennsylvania and New York, as well as the United States District Courts for the Eastern District of Pennsylvania and Central District of Illinois, the U.S. Courts of Appeals for the Third and Seventh Circuits, United States Court of Federal Claims, and United States Supreme Court. He is a member of the Philadelphia, Pennsylvania, New York State and Federal Bar Associations.

Mr. Roseman recently served or is currently serving as lead or co-lead counsel in numerous major cases, including:

- *Pension Trust Fund for Operating Engineers v. DeVry Education Group*, No. 16-cv-05198 (N.D.Ill.)
- *In re The Bancorp, Inc. Securities Litigation*, No. 14 Civ. 0952 (GMS) (D. Del.)
- *In re Abbott-Depakote Shareholder Derivative Litigation*, Case No. 1:11-cv-08114 (N.D. Ill.)
- *In re Lehman Brothers Holdings, Inc. Equity/Debt Securities Litigation*, 1:09-mdl-0217-LAK-GWG (S.D.N.Y.)
- *In re Life Partners Holdings, Inc. Derivative Litigation*, C.A. No. 2:11-CV-00043-AM (W.D. Tex.)
- *In re Atheros Communications, Inc. Shareholder Litigation*, Consolidated C.A. No. 6124-CVN (Del. Ch. Ct)
- *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.) (settled for $145 million)

- *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.) (settled for $98 million)

- *In re PSINet, Inc. Securities Litigation*, Civ. No. 00-1850-A (E.D. Va.) (settled for $17,833,000 on the eve of trial)

- *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 1283 (S.D.N.Y.)

Mr. Roseman is admitted to practice in the Commonwealth of Pennsylvania and the State of New York; the United States Supreme Court; the United States Court of Federal Claims; the United States Court of Appeals for the Third and Seventh Circuits; and the United States District Courts for the Eastern District of Pennsylvania and the Central District of Illinois. He is also a member of the Philadelphia, Pennsylvania, New York State, and Federal Bar Associations. He has lectured extensively throughout Europe on the role of private litigation in enforcing U.S. securities laws. He earned a B.S. degree with honors in political science from the State University of New York in 1978, and a J.D. degree in 1982 from Temple University School of Law. He is AV-rated by Martindale-Hubbell and has been named by Law & Politics to its list of Pennsylvania "Superlawyers."

JEFFREY L. KODROFF concentrates his practice in healthcare antitrust, securities and consumer litigation. He was among the first attorneys to represent clients in class action litigation against national health maintenance organizations. (*Tulino v. U.S. Healthcare, Inc.*, No. 95-CV-4176 (E.D. Pa.)). He also filed the first class action complaint against the manufacturers of the cancer drug Lupron relating to the illegal marketing practices and use of the published Average Wholesale Price. Mr. Kodroff was co-lead counsel in *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.), which settled for $150 million. Mr. Kodroff was also co-lead counsel in a consolidated national class action against many of the largest pharmaceutical companies in the world, including GlaxoSmithKline, BMS, J&J, Schering-Plough and AstraZeneca, for their illegal marketing and use of a false Average Wholesale Price. See *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.) (settlement over $300 million.)

He has also served as lead or co-lead counsel in other substantial pharmaceutical marketing cases, including *New England Carpenters Health Benefits Fund v. First Databank, Inc. and McKesson Corp.*, C.A. 05-11148 (D. Mass.); and *District 37 Health and Securities Fund v. Medi-Span*, C.A. No. 07-10988 (D. Mass. 2007). This litigation massive class action was against pharmaceutical wholesaling giant McKesson Corporation ("McKesson") and pharmaceutical pricing publishers First DataBank, Inc. ("FDB") and Medi-Span. The case addressed an unlawful 5% mark-up in the Average Wholesale Prices ("AWPs") of various drugs, causing consumers and third party payors to overpay for pharmaceuticals. The case settled for $350 million plus an agreement to roll back AWPs by 5% thereby saving the Class and others hundreds of millions of dollars.

Mr. Kodroff has also been very active in litigation against brand named pharmaceutical companies in their attempts to keep generic drugs from entering the market.

Mr. Kodroff has served or is serving as co-lead counsel in numerous major cases, including:

- *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (E.D. Pa., Judge Paul S. Diamond) (settled for $120 million)
- *Stop & Shop Supermarket Co. v. Smithkline Beecham Corp.* C.A. 03-4578 (E.D. Pa., Judge Padova) (settled for $150 million)
- *In re Express Scripts, Inc., PBM Litigation*, Master Case No. 05-md-01672-SNL (E.D. Mo.)
- *In re Lovenox Antitrust Litigation*, Case No. CV05-5598 (C.D. Cal.)
- *In re DDAVP Indirect Purchaser Antitrust Litigation*, Case No. 05 Civ. 2237 (S.D.N.Y.)
- *Man-U Service Contract Trust, et al. v. Wyeth, Inc. (Effexor Antitrust Litigation)* Civil Action No. 3:11-cv-05661 (D.N.J.)
- *In re: Merck Mumps Vaccine Antitrust Litigation,* Master File No. 2:12-cv-03555 (E.D. Pa., Judge C. Darnell Jones, II)
- *Vista Healthplan Inc. v. Cephalon, Inc., et al.,* Case No. 2:06-cv-1833 (E.D. Pa., Judge Mitchell S. Goldberg) (Provigil)

Mr. Kodroff has served as lead or co-lead counsel in many class action securities fraud cases, including *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.); *In re Dreyfus Aggressive Growth Mutual Fund Litigation*, No. 98 Civ. 4318 (HB) (S.D.N.Y.); *Kalodner v. Michaels Stores, Inc.*, No. 3:95-CV-1903-R (N.D. Tex.); *In re Valuevision International, Inc. Securities Litigation*, Master File No. 94-CV-2838 (E.D. Pa.); *In re GTECH Holdings Corp. Securities Litigation*, Master File No. 94-0294 (D.R.I.); *In re Surgical Laser Technologies, Inc. Securities Litigation*, No. 91-CV-2478 (E.D. Pa.); and *The Berwyn Fund v. Kline*, No. 4671-S-1991 (Dauphin Cty. C.C.P.).

He has also served as lead or co-lead counsel in many consumer class actions including the current case *In re Google Inc. Street View Electronic Communications Litigation,* Case No. C 10-md-02184 JW (N.D. Cal.), which arise out of Google's interception of electronic communications by its Street View vehicles. Other consumer class actions in which Mr. Kodroff has served as lead or co-lead counsel include: *Kaufman v. Comcast Cablevision of Phila., Inc.*, No. 9712-3756 (Phila. C.C.P.); *LaChance v. Harrington*, No. 94-CV-4383 (E.D. Pa.); *Smith v. Recordex,* No. 5152, June Term 1991 (Phila. Cty. C.C.P.); *Guerrier v. Advest Inc.*, C.A. No. 90-709 (D. N.J.); and *Pache v. Wallace*, C.A. No. 93-5164 (E.D. Pa.).

Mr. Kodroff has served as a Continuing Legal Education presenter on class actions and health care issues as well as making presentations at conferences including the NCPERS Health Care Symposium and the Pennsylvania Public Employees Retirement System Conference.

He also serves on the advisory board for the Bureau of National Affairs Class Action Litigation Report. Mr. Kodroff also appeared with one of his clients before the U.S. House of Representatives, Subcommittee on Housing and Community Opportunity, Committee on Banking and Financial Services on the issue of predatory lending.

Mr. Kodroff is admitted to practice in the Commonwealth of Pennsylvania and the United States District Courts for the Middle and Eastern Districts of Pennsylvania. He is a member of the Pennsylvania, Philadelphia and American Bar Associations. A graduate of LaSalle University, where he earned his undergraduate degree in finance (magna cum laude, 1986), Mr. Kodroff received his law degree from Temple University School of Law (1989). He is a resident of Dresher, Pennsylvania. Mr. Kodroff is AV-rated by Martindale-Hubbell.

JEFFREY J. CORRIGAN joined SRK in 2000 as a partner to help direct the Firm's complex antitrust litigation. From 1990 until 2000, he was a Trial Attorney with the U.S. Department of Justice in the New York office of the Antitrust Division.

Mr. Corrigan has extensive experience investigating and prosecuting complex antitrust and other white collar criminal cases. He was lead counsel on numerous federal grand jury investigations and has significant federal trial experience as well. His cases include *United States v. Tobacco Valley Sanitation*, Cr. H-90-4 (D. Conn. 1991); and *United States v. Singleton*, Crim. No. 94-10066 (D. Mass. 1995). He was nominated by the Antitrust Division in 1999 for the Attorney General's Distinguished Service Award for his lead role on a major case involving bid-rigging at state courthouses in Queens and Brooklyn in New York City, which resulted in 49 guilty pleas. *United States v. Abrishamian*, No. 98 CR 826 (E.D.N.Y. 1998). Mr. Corrigan also played a major part in *United States v. Canstar Sports USA, Inc.*, C.A. No. 93-7 (D. Vt. 1993), a complex civil antitrust case.

Mr. Corrigan is currently serving as sole Liaison and Interim Lead Class Counsel in *In re Blood Reagents Antitrust Litigation*, MDL 09-2081 (E.D. Pa.), a nation-wide, price-fixing class action into the market for blood reagents, which are used for testing blood. Mr. Corrigan is also currently serving as Interim Co-Lead Counsel for direct purchaser plaintiffs in *In re Domestic Drywall Antitrust Litigation*, MDL 12-2437 (E.D. Pa.), a nation-wide price fixing class action.

He has been co-lead counsel in *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (PSD) (E.D. Pa.), where a nationwide class of direct purchasers settled for $120 million; and *In re Mercedes-Benz Antitrust Litigation*, Master File No. 99-4311 (D. N.J.) (settled for $17.5 million). He was also active in *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.), which settled for $202 million; *In re Buspirone Antitrust Litigation*, MDL Docket No.1413 (S.D.N.Y.) which in 2003 settled for $670 million for all plaintiff groups; and *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.), which settled for $120 million.

Mr. Corrigan is a 1985 graduate of The State University of New York at Stony Brook, where he earned his B.A. in economics. He received his J.D. in 1990 from Fordham University School of Law, where he was a member of the Moot Court Board. Mr. Corrigan is admitted to practice in the states of New York and New Jersey, and in the United States Court of Appeals for the Third Circuit and the D.C. Circuit; and the United States District Courts for the District of New Jersey, Southern District of New York and the Eastern District of New York.

ANDREW D. ABRAMOWITZ, a partner in the Firm, graduated *cum laude* and Phi Beta Kappa from Franklin and Marshall College in 1993, where he earned a B.A. in Government. Mr. Abramowitz received his J.D. in 1996 from the University of Maryland, School of Law, where he was Assistant Editor for *The Business Lawyer*, published jointly with the American Bar Association. He was formerly an associate at Polovoy & Turner, LLC, in Baltimore, where he practiced commercial litigation and corporate transactional law, and was a law clerk at the Office of the Attorney General of Maryland in the Department of Business and Economic Development.

Mr. Abramowitz has served one of the lead counsel numerous cases under the federal securities laws and state law governing fiduciary duties. Recent cases include *In re The Bancorp, Inc. Securities Litigation*, No. 14 Civ. 0952 (GMS) (D. Del.); *Howard v. Liquidity Services, Inc.*, Case No. 1:14-cv-01183-BAH (D.D.C.); *In re Key Energy Services, Inc. Securities Litigation*, Civil Action No.: 4:14-cv-2368 (S.D. Tex.); *In re Abbott Depakote Shareholder Derivative Litigation*, No. 11 Civ. 08114 (VMK) (N.D. Ill.); *In re Life Partners Holdings, Inc. Derivative Litigation*, C.A. No. 2:11-CV-00043-AM (W.D. Tex.); *Scandlon v. Blue Coat Systems, Inc.*, No. CV 11-04293 (RS) (N.D. Cal.); *In re Synthes Inc. Shareholder Litigation*, C.A. No. 6452-CS (Del. Ch.); and *Utah Retirement Systems v. Strauss, et al.*, No. 09 Civ. 3221(TCP) (ETB) (E.D.N.Y.) (American Home Mortgage, Inc.). Notably, in *In re Atheros Communications, Inc. Shareholder Litigation*, C.A. No. 6124-VCN (Del. Ch.), Mr. Abramowitz was on the team whose efforts secured a preliminary injunction which halted the shareholder vote on Qualcomm Incorporated's proposed $3.1 billion acquisition of Atheros Communications, Inc. until shareholders were provided with additional material information regarding the merger. He also represented lead plaintiffs in *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.), often called the "Enron of Europe," which was a massive worldwide securities fraud action involving the collapse of an international dairy conglomerate.

Other cases in which Mr. Abramowitz has participated include *In re Royal Dutch/Shell Securities Litigation*, C.A. No. 04-374 (D. N.J.); *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.); *In re Gerova Financial Group, Ltd. Securities Litigation*, No. 11 MD 2275-SAS (S.D.N.Y.); *Inter-Local Pension Fund of the Graphic Communications Conference of the International Brotherhood of Teamsters v. Cybersource Corp., et al.* (Del. Ch.); *In re PSINet, Inc. Securities Litigation*, Civ. No. 00-1850-A (E.D. Va.); *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.); *O'Brien v. Ashcroft* (*Tyco Corp. Derivative Litigation*), No. 03-E-0005 (N.H. Super. Ct.); *Brudno v. Wise* (*El Paso Corp. Derivative Action*), C.A. No. 19953NC (Del. Ch.); *In re Xcel Energy, Inc. Securities Derivative & "ERISA" Litigation*, MDL No. 1511 (D. Minn.); *In re Bristol-Myers Squibb Derivative Litigation*, No. 02 Civ. 8571 (S.D.N.Y.); *Penn Federation BMWE v. Norfolk Southern Corp.*, C.A. No. 02-9049 (E.D. Pa.); *Rosenthal v. Dean Witter Reynolds, Inc.*, No. 91-CV-429

(Dist. Ct. Douglas Cty., Colo.); *In re Visa Check/MasterMoney Antitrust Litigation*, No. CV-96-5238 (S.D.N.Y.); *Moskowitz v. Mitcham Industries, Inc.*, C.A. No. H-98-1244 (S.D. Tex.); and *In re Flat Glass Antitrust Litigation*, C.A. No. 97-550 (W.D. Pa.).

He also represents shareholders in matters relating to a stockholder's right to inspect the books and records of a corporation. This mechanism assists investors in determining whether a corporate board has committed wrongdoing. Examples of corporations from which books and records have been obtained include Community Health Systems, Inc., The McGraw-Hill Companies, and Cobalt International Energy, Inc. Mr. Abramowitz also facilitated the return of proceeds to European investors in bankruptcy proceedings and Federal Bureau of Investigation forfeiture actions relating to a multi-national Ponzi scheme (*In re Hartford Investments*, No. 09-17214(ELF)).

In addition, Mr. Abramowitz serves on the Corporate Advisory Board of the Pennsylvania Association of Public Employee Retirement Systems (PAPERS), an organization dedicated to educating trustees and fiduciaries of public pension funds throughout Pennsylvania. He also frequently participates in the University of Pennsylvania, School of Law's Mentor Program, where he serves as mentor to international students to provide insight and guidance regarding the practice of law in the U.S. He writes and speaks frequently on matters relating to securities litigation and corporate governance.

Mr. Abramowitz is admitted to practice in the State of Maryland and the United States District Court for the District of Maryland, as well as the United States District Court for the District of Colorado. He is a member of the Maryland Bar Association.

JOHN MACORETTA represents both individuals and businesses in a wide variety of litigation and, occasionally, transactional matters. He currently represents consumers and healthcare payors in several cases alleging that brand name pharmaceutical companies illegally kept generic drug competitors off the market. Mr. Macoretta is also involved in electronic privacy litigation, including the *In re Google Streetview Electronic Communications Litigation*, No. 10-md-02184 (N.D. Cal.) where he is a co-lead counsel representing consumers whose private wi-fi communications were intercepted. Mr. Macoretta also represents investors in stock-broker arbitration and class-action securities fraud litigation.

He has been involved in a number of significant cases, including *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.) (where he acted as one of the trial counsel); *In re Lupron Marketing and Sales Practices Litigation*, MDL No. 1430 (D. Mass.); *In re Unisys Corporation Securities Litigation*, No. 99-CV-5333 (E.D. Pa.); *Masters v. Wilhelmina Model Agency, Inc.*, No. 02 Civ. 4911 (S.D.N.Y.); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation*, C.A. No. M-02-1486 PJH (N.D. Cal.).

Mr. Macoretta graduated with honors from the University of Texas Law School in 1990 and received his undergraduate degree *cum laude* from LaSalle University in 1986. He is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey; the United States Court of Appeals for the First, Third and Ninth Circuits; and the United States District Courts in the District of New Jersey, the Eastern District of Michigan and the Middle

and Eastern Districts of Pennsylvania. In addition to being a member of the Philadelphia Bar Association, Mr. Macoretta also serves as an arbitrator in the Philadelphia Court of Common Pleas and the US District Court. Mr. Macoretta also serves as a *pro bono* attorney representing Philadelphia residents whose homes are facing foreclosure.

WILLIAM G. CALDES is a partner in the Antitrust Practice Group. He has a national practice representing plaintiffs in antitrust class actions for over twenty years. He has represented both individual and corporate clients in class actions across the United States. Mr. Caldes has been involved in some of the largest Antitrust cases ever litigated, including *In re NASDAQ Market-Makers Antitrust Litigation,* MDL No. 1023 (S.D.N.Y.) which was the first antitrust case to have settlements in excess of one billion dollars to most recently being co-lead counsel in *In re Automotive Parts Antitrust Litigation,* MDL No. 2311 (E.D. Mich.), regarded as one of the largest antitrust cases to be litigated to date.

Mr. Caldes also represents several unions and their members in litigation against the pharmaceutical industry for various types of antitrust and consumer violations on behalf of the union's pension funds. He is currently involved in *In Re Niaspan Antitrust Litigation* MDL No. 2460 (E.D.Pa.); *In re Loestrin 24 FE Antitrust Litigation*, MDL No. 2472 (D.R.I.); *In Re Lidoderm Antitrust Litigation*, MDL No. 2521 (N.D.Ca.); and *In re Aggrenox Antitrust Litigation*, MDL No. 2516 (D.Conn.). Among other cases in which Mr. Caldes has participated are *McDonough, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:06-cv-00242-AB (E.D. Pa.); *Elliott, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.,* No. 2:09-cv-06151-AB (E.D. Pa.); *In re Online DVD Rental Antitrust Litigation,* MDL No. 2029 (N.D. Cal.); *In re Processed Eggs Antitrust Litigation,* MDL No. 2002 (E.D. Pa.); *In re Air Cargo Shipping Services Antitrust Litigation,* MDL No. 1775 (E.D.N.Y.); *In Re: Municipal Derivatives Antitrust Litigation,* No. 1:08-md-01950-VM (S.D.N.Y.); *In Re Optical Disk Drive Products Antitrust Litigation,* No. 3:10-ms-02143-RS (N.D. Cal.); *In Re Aftermarket Filters Antitrust Litigation,* No. 1:08-cv-04883 (N.D. Ill.); *In re McKesson HBOC, Inc. Securities Litigation,* Master File No. 99-CV-20743 (N.D. Cal.); *In re K-Dur Antitrust Litigation,* MDL No. 1419 (D.N.J.); *In re Relafen Antitrust Litigation,* C.A. No. 01-12222 (D. Mass); *In re Buspirone Antitrust Litigation,* MDL No. 1413 (S.D.N.Y.); *In re Linerboard Antitrust Litigation,* C.A. No.98-5055 (E.D. Pa.); *In re Dynamic Random Access Memory (DRAM) Antitrust Litigation,* No.M-02-1486 PJH (N.D. Cal.); *In re Baycol Products Litigation,* No. 1431 (D. Minn.); and *In re Vitamins Antitrust Litigation,* Misc. No. 99-0197(TFH) (D.D.C.).

Mr. Caldes is a 1986 graduate of the University of Delaware, where he earned a B.A. with a double major in Economics and Political Science. He received his J.D. in 1994 from Rutgers School of Law at Camden, and then served as law clerk to the Honorable Rushton H. Ridgway of the New Jersey Superior Court, Cumberland County. Mr. Caldes is admitted to practice in the Commonwealth of Pennsylvania, the State of New Jersey, the United States District Court for the District of New Jersey, the United States District Court for Eastern District of Pennsylvania and the United States Court of Appeals for the 3rd Circuit.

DAVID FELDERMAN is a 1991 graduate of the University of Pennsylvania where he earned a B.A. degree in Economics. He received his J.D. degree *cum laude* from Temple University School of Law in 1996. Upon graduation from law school, Mr. Felderman served as

a law clerk to the Honorable Bernard J. Goodheart in the Court of Common Pleas, Philadelphia County. Mr. Felderman joined SRK in 2000. He was formerly associated with McEldrew & Fullam, P.C., where his practice focused on medical malpractice litigation.

Mr. Felderman has worked on the following cases: *In re Sunoco, Inc.*, April Term, 2012, No. 3894 (Pa. Common Pleas, Phila. County); *In re Harleysville Mutual*, November Term, 2011, No. 2137 (Pa. Common Pleas, Phila. County); *In re Lehman Brothers Holdings, Inc. Equity/Debt Securities Litigation*, No. 08-cv-5523 (S.D.N.Y.); *In re Alltel Shareholder Litigation*, Civ. No. 2975-CC (Del. Chancery); *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 7897 (DLC) (S.D.N.Y.); *Ong v. Sears Roebuck and Co.*, C.A. No. 03-4142 (N.D. Ill.); and *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 1283 (S.D.N.Y.).

He has also been involved in *In re AOL Time Warner Securities Litigation*, MDL Docket 1500 (S.D.N.Y.); *In re McKesson HBOC, Inc. Securities Litigation,* Master File No. 99-CV-20743 (N.D. Cal.); *In re Lupron Marketing and Sales Practices Litigation*, MDL Docket No. 1430 (D. Mass); *In re Managed Care Litigation,* C.A. No. 00-1334-MD (S.D. Fla.); *In re Monosodium Glutamate Antitrust Litigation,* MDL Docket No. 1328 (D. Minn); *In re Flat Glass Antitrust Litigation*, MDL No. 1200 (W.D. Pa.); and *In re Linerboard Antitrust Litigation*, C.A. No. 98-5055 (E.D. Pa.).

Mr. Felderman is admitted to practice in the Commonwealth of Pennsylvania and the State of New Jersey, as well as in the United States Court of Appeals for the Third Circuit; and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. He is currently a member of the American and Philadelphia Bar Associations. Mr. Felderman served a three year term (2000-2002) as a member of the Executive Committee of the Philadelphia Bar Association's Young Lawyers Division. As part of this commitment, he co-Chaired Legal Line, P.M. which won a national award from Lexis-Nexis during the second year he co-Chaired the program. Mr. Felderman also previously served as a member of the Philadelphia Bar Association's State Civil Committee and the Pennsylvania Trial Lawyers Association's New Lawyer Section Leadership Council. In addition, he was a Charter Member of the Philadelphia Bar Foundation's Young Lawyers Division of the Andrew Hamilton Circle.

DANIEL J. MIRARCHI earned his B.A. from Temple University in 1995 and his law degree from the St. John's University School of Law in 1999. During law school, Mr. Mirarchi was a legal extern for Justice Arthur Cooperman of the New York State Supreme Court, Queens County, and served as an intern to the Philadelphia District Attorney's Office and the Pennsylvania Attorney General's Office.

Among the recent cases in which Mr. Mirarchi has participated include: *In re Abbott Depakote Shareholder Derivative Litigation*, No. 11 Civ. 08114 (VMK) (N.D. Ill.); *Avalon Holdings, Inc., et al. v. BP, plc, et al.* (S.D. Tex.); *Houston Municipal Employees Pension System, et al. v. BP, plc, et al.* (S.D. Tex.); *In re Atheros Communications, Inc. Shareholder Litigation*, C.A. No. 6124-VCN (Del. Ch.); *In re Gerova Financial Group, Ltd. Securities Litigation*, No. 11 MD 2275-SAS (S.D.N.Y.); *Inter-Local Pension Fund of the Graphic Communications Conference of the International Brotherhood of Teamsters v. Cybersource Corp., et al.* (Del. Ch.); *Utah Retirement Systems v. Strauss, et al.*, No. 09 Civ. 3221(TCP)(ETB)

(E.D.N.Y.); *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In re SCOR Holding (Switzerland) AG Litigation*, No. 04 Civ. 07897 (MBM) (S.D.N.Y.); *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 1283 (S.D.N.Y.). He has also represented shareholders in matters relating to a stockholder's right to inspect the books and records of a corporation: *Eagle v. Community Health Systems, Inc.*, C.A. No. 7488-VCL (Del. Ch.) and *Stein, et al. v. The McGraw-Hill Companies, Inc.*, Index No. 650349/2013 (N.Y. Sup. Ct.). Mr. Mirarchi also facilitated the return of proceeds to European investors in bankruptcy proceedings and Federal Bureau of Investigation forfeiture actions relating to a multi-national Ponzi scheme in *In re Hartford Investments*, No. 09-17214 (ELF).

Prior to joining the Firm, Mr. Mirarchi was associated with the law firms of Wilson, Elser, Moskowitz, Edelman & Dicker; and Marks, O'Neill, O'Brien & Courtney, where he handled products liability, complex insurance coverage and commercial matters. He was also appointed staff counsel to the AHP Settlement Trust, the entity responsible for administering the class action settlement reached in the *In re Diet Drugs Products Liability Litigation,* MDL No. 1203 (E.D. Pa.).

Mr. Mirarchi is admitted to practice in the State of Pennsylvania and the United States District Court for the Eastern District of Pennsylvania. He is a member of the Philadelphia and Pennsylvania Bar Associations.

JONATHAN M. JAGHER concentrates his practice in nationwide class action litigation, specifically antitrust litigation. Recent cases include: *In re Automotive Parts Antitrust Litigation*, MDL No. 2311 (E.D. Mich.); *In re Korean Ramen Antitrust Litigation*, 13-cv-04115 (N.D.Cal.); *In re Lithium Ion Batteries Antitrust Litigation*, 13-MD-2420 (N.D.Cal.); *In re OSB Antitrust Litigation*, Master File No. 06-CV-00826 (E.D.Pa.); *In re Online DVD Rental Antitrust Litigation*, MDL No. 2029 (N.D.Cal.); *In re Processed Eggs Antitrust Litigation*, MDL No. 2002 (E.D.Pa.); and *In re Air Cargo Shipping Services Antitrust Litigation*, MDL No. 1775 (E.D.N.Y.).
Prior to joining Spector Roseman Kodroff & Willis, P.C. in 2007, Mr. Jagher was a supervising Assistant District Attorney for the Middlesex District Attorney in Cambridge, Massachusetts. As a prosecutor, he tried approximately forty cases to a jury and conducted numerous investigations. Mr. Jagher was also previously associated with the law firm of Bellotti & Barretto, P.C., in Cambridge, Massachusetts, handling civil litigation.

Mr. Jagher received a B.A. degree *magna cum laude* from Boston University in 1998 and a J.D. degree from Washington University School of Law in 2001. He is currently admitted to practice law in Pennsylvania, Massachusetts, the United States District Court for the District of Massachusetts, the United States District Court for the Eastern District of Pennsylvania and the United States Court of Appeals for the Third Circuit. Mr. Jagher is a member of the Philadelphia Bar Association and the American Bar Association.

JEFFREY L. SPECTOR graduated from the University of Pennsylvania in 2000 with a B.S. in Economics and concentrations in Marketing and Legal Studies. He received his J.D. degree from Temple University in 2007. Prior to attending law school, Mr. Spector worked for the William Morris Agency in New York as a part of its prestigious Agent Training Program.

Mr. Spector is currently participating in *In Re Blood Reagents Antitrust Litigation*, No. 2:09-md-02081-JD (E.D. Pa.); *In re Domestic Drywall Antitrust Litigation*, No. 13-md-2437 (E.D. Pa.); *McDonough, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:06-cv-00242-AB (E.D. Pa.); *Elliott, et al. v. Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, No. 2:09-cv-06151-AB (E.D. Pa.); and *In Re Automotive Parts Antitrust Litigation*, No. 2:12-md-02311 (E.D. Mich.).

Mr. Spector is admitted to practice law in Pennsylvania, New Jersey, and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey, and the United States Court of Appeals for the 3rd Circuit. He is currently a member of the American and Philadelphia Bar Associations.

ASSOCIATES

RACHEL E. KOPP focuses her practice in antitrust litigation. She is involved in a number of significant cases, including *In re Domestic Drywall Antitrust Litigation*, No. 13-md-2437 (E.D. Pa.); *In Re Automotive Parts Antitrust Litigation*, No. 2:12-md-02311 (E.D. Mich.); *In Re Blood Reagents Antitrust Litigation*, No. 2:09-md-02081-JD (E.D. Pa.); *In Re: American Express Anti-Steering Rules Antitrust Litigation*, MDL 2221 (E.D.N.Y.); and *In Re Municipal Derivatives Antitrust Litigation*, MDL No. 1950 (S.D.N.Y.). She has also previously been heavily involved in the following securities cases: *In re Parmalat Securities Litigation*, No. 04 Civ. 0030 (LAK) (S.D.N.Y.); *In Re Converium Holding AG Securities Litigation*, No. 04 Civ. 7897 (DLC) (S.D.N.Y.); *Welmon v. Chicago Bridge & Iron Co. N.V.*, No. 06 Civ. 01283 (JES) (S.D.N.Y.); and *In re Pharmaceutical Industry Average Wholesale Price Litigation*, MDL No. 1456 (D. Mass.).

Ms. Kopp has also been actively involved in the Philadelphia and American Philadelphia Bar Associations. Most recently, Ms. Kopp finished serving a three-year term on the Philadelphia Bar Association Board of Governors. Ms. Kopp has also served as the American Bar Association Young Lawyers Division (ABA YLD) liaison to the ABA Standing Committee on Membership; the Membership Director of the ABA YLD, which is comprised of approximately 150,000 young lawyers worldwide; and the ABA YLD's Administrative Director. In recognition of her service to the ABA YLD, Ms. Kopp has received Star of the Year awards at several ABA Annual Meetings.

Ms. Kopp earned her Juris Doctor degree from Villanova University Law School, where she received a Public Interest Summer Fellowship, to serve as a legal intern at New York Volunteer Lawyers for the Arts and VH1 *Save The Music*. She received a B.A. in Government and Politics from the University of Maryland, where she concentrated in languages and studied abroad in Florence, Italy. Ms. Kopp is admitted to practice in Pennsylvania and New Jersey, as well as in the U.S. Court of Appeals for the Third Circuit and the U.S. District Court for the Eastern District of Pennsylvania.

DIANA J. ZINSER focuses her practice on consumer protection and healthcare litigation. She is involved in a number of cases including *In re Merck Mumps Vaccine Antitrust*

Litigation, No 2:12-cv-03555 (E.D. Pa.); *In re Niaspan Antitrust Litigation*, No. 2:13-md-2460 (E.D. Pa.; *In re Suboxone Antitrust Litigation*, (E.D. Pa.), and *Vista Healthplan, Inc. v. Cephalon, Inc. et al.*, C.A. No. 2:06-cv-01833 (E.D. Pa.). Prior to joining SRK, Ms. Zinser was an attorney with the law firm Kessler Topaz Meltzer & Check, LLC, where she was involved with antitrust and complex consumer litigation.

Ms. Zinser graduated *cum laude* from Saint Joseph's University in 2003 with a B.A. in Political Science and a minor in Economics, where she was a member of the Phi Beta Kappa, Pi Sigma Alpha, and Omicron Delta Epsilon Honor Societies. She earned her J.D. from Temple University Beasley School of Law in 2006. While attending law school, she received a summer fellowship from the Peggy Browning Fund and worked as a legal intern for Sheet Metal Workers Local Union No. 19. Ms. Zinser is admitted to practice law in Pennsylvania and the United States District Court for the Eastern District of Pennsylvania.

ANDREW DODEMAIDE focuses on securities fraud class actions. Prior to joining the Firm, Mr. Dodemaide was an associate for Kessler Topaz Meltzer & Check, LLP. In that role, Mr. Dodemaide evaluated potential and newly-filed securities class actions, and helped investors with significant losses obtain leadership status in the most meritorious cases. Directly after law school, Mr. Dodemaide clerked for the Honorable Jack M. Sabatino at the New Jersey Superior Court, Appellate Division.

Mr. Dodemaide graduated *summa cum laude* from Rutgers School of Law - Camden, where he was the Editor-in-Chief of the Rutgers Journal of Law and Public Policy. Mr. Dodemaide received his Bachelor's Degree in Classics from Rutgers University in New Brunswick, graduating *summa cum laude* and Phi Beta Kappa.

Mr. Dodemaide is admitted to practice law in Pennsylvania, New Jersey, and the United States District Court for the Eastern District of Pennsylvania.

LEN A. FISHER focused his practice in antitrust litigation. Mr. Fisher graduated from Penn State University in 2012 with a B.S. in Crime, Law and Justice, and received his J.D. degree from Temple University Beasley School of Law in 2015. During law school, he was a member of Asian Pacific American Law Students Association and clerked at two law firms. Prior to joining SRK, Mr. Fisher was an attorney with the law firm Rawle & Henderson LLP.

Mr. Fisher is admitted to practice law in Pennsylvania, New Jersey, and the United States District Courts for the Eastern District of Pennsylvania. He is currently a member of the Philadelphia Bar Association.

OF COUNSEL

THEODORE M. LIEVERMAN is Of Counsel to the Firm. During his 30 years of practice, he has concentrated on civil litigation and appeals involving complex issues of federal law, including claims under the Labor Management Relations Act, the Racketeer Influenced and Corrupt Organizations Act (RICO), federal civil rights statutes, constitutional law, the Employee Retirement Income Security Act (ERISA), the Labor-Management Reporting and Disclosure Act

(LMRDA), and antitrust statutes. He has tried numerous cases to judges, juries, and administrative judges.

Mr. Lieverman was co-lead counsel in *In re TriCor Antitrust Litigation*, C.A. No. 05-360 (D. Del.) (settled for $65.7 million to end-payor class, plus settlement for opt-out health insurers); *In re Relafen Antitrust Litigation*, C.A. No. 01-12239 (D. Mass.) (settled for $75 million to end-payors); *Cement Masons Local 699 Health & Welfare Fund v. Mylan Laboratories*, Docket No. MER-L-000431-99 (N.J. Super. L.) (part of a $147 million nationwide settlement); and lead counsel in *Penn Federation BMWE v. Norfolk Southern Corp.*, C.A. No. 02-9049 (E.D. Pa.) (settled for changes in the 401(k) plan and $1 million to plan participants). In 2001, he was asked to file an amicus brief on behalf of a number of distinguished historians in the important copyright case of *New York Times Co. v. Tasini*, 533 U.S. 483 (2001). He also litigated one of the leading case on the use of labor-management cooperation programs in unionized workplaces. *E.I. duPont deNemours & Co.*, 311 NLRB No. 88 (1993).

He is admitted to practice in Pennsylvania, New Jersey and Massachusetts; the United States Supreme Court; United States Courts of Appeals for the Second, Third, Eleventh, D.C. and Federal Circuits; and the United States District Courts for the Eastern and Middle Districts of Pennsylvania, the District of New Jersey, the Eastern District of Michigan and the Southern District of New York. He earned a B.A. with general and departmental honors in History from Vassar College and a J.D. degree from Northeastern University Law School.

Mr. Lieverman has lectured on various legal issues to lawyers and union officials and has been an adjunct professor of law at Rutgers Law School-Camden. In 2011, he participated in the Fulbright Specialists Program by lecturing on electoral reform and U.S. constitutional law at the Faculty of Law, University of Belgrade, Serbia. He also served as an adjunct Professor at the Faculty of Law, Vytautas Magnus University, Kaunas, Lithuania.

MARY ANN GEPPERT graduated *cum laude* from St. Joseph's University in 2000, with a B.S. degree in Finance. She received her Juris Doctor degree from the Widener University School of Law in 2003, where she served as the Articles Editor of the Widener Law Symposium Journal. She also was a legal intern for the Honorable James J. Fitzgerald of the Philadelphia Court of Common Pleas.

Among the cases in which Ms. Geppert has participated are *In re Google Inc. Street View Electronic Communications Litigation*, C.A. No. 5:10-md-02184 (N.D. Cal.); *Vista Healthplan, Inc. v. Cephalon, Inc. et al.*, C.A. No. 2:06-cv-01833 (E.D. Pa.); and *In re Merck Mumps Vaccine Antitrust Litigation*, C.A. No. 2:12-cv-03555 (E.D. Pa.).

Ms. Geppert is currently admitted to practice law in Pennsylvania, New Jersey, the United States District Court for the Eastern District of Pennsylvania, and the United States District Court for the District of New Jersey. Ms. Geppert was named as a Pennsylvania Rising Star by *Philadelphia Magazine* in 2010 and 2013.

EXHIBIT 6

Howard, et al., v. Liquidity Services Inc., et al.
Case No. 1:14-cv-01183-BAH

SUMMARY OF LODESTARS AND EXPENSES

FIRM	HOURS	LODESTAR	EXPENSES
Labaton Sucharow LLP	12,262.90	$6,318,306.00	$592,020.74
Spector Roseman & Kodroff, P.C.	8,534.45	$4,424,285.75	$198,877.07
TOTALS	**20,797.35**	**$10,742,591.75**	**$790,897.81**

EXHIBIT 7

	Count	Low	25th Percentile	Median	75th Percentile	High
		Rate (%Diff.)	Rate (%Diff.)	Rate (%Diff.)	Rate (%Diff.)	Rate (%Diff.)
All Partners						
All Firms Sampled	545	$650 **(+24%)**	$995 **(+17%)**	$1,100 **(+16%)**	$1,325 **(+39%)**	$1,525 **(+55%)**
Labaton Sucharow LLP	29	$525	$850	$950	$950	$985
Senior Partners						
All Firms Sampled	460	$650 **(-21%)**	$1,000 **(+14%)**	$1,130 **(+19%)**	$1,330 **(+40%)**	$1,525 **(+55%)**
Labaton Sucharow LLP	24	$825	$875	$950	$950	$985
Mid-Level Partners						
All Firms Sampled	54	$650 **(-21%)**	$900 **(+9%)**	$1,015 **(+23%)**	$1,075 **(+30%)**	$1,295 **(+57%)**
Labaton Sucharow LLP	3	$825	$825	$825	$825	$825
Junior Partners						
All Firms Sampled	28	$650 **(+24%)**	$898 **(+60%)**	$980 **(+63%)**	$1,035 **(+62%)**	$1,095 **(+62%)**
Labaton Sucharow LLP	2	$525	$563	$600	$638	$675
Of Counsel						
All Firms Sampled	227	$350 **(-36%)**	$825 **(+29%)**	$950 **(+33%)**	$1,015 **(+34%)**	$1,295 **(+67%)**
Labaton Sucharow LLP	8	$550	$638	$713	$756	$775

	Count	Low	25th Percentile	Median	75th Percentile	High
		Rate (%Diff.)	Rate (%Diff.)	Rate (%Diff.)	Rate (%Diff.)	Rate (%Diff.)
All Associates						
All Firms Sampled	956	$290 (-23%)	$555 (+19%)	$725 (+45%)	$835 (+45%)	$1,015 (+40%)
Labaton Sucharow LLP	29	$375	$465	$500	$575	$725
Senior Associates						
All Firms Sampled	230	$400 (-11%)	$795 (+51%)	$885 (+54%)	$930 (+55%)	$995 (+37%)
Labaton Sucharow LLP	15	$450	$525	$575	$600	$725
Mid-Level Associates						
All Firms Sampled	400	$325 (-26%)	$640 (+42%)	$725 (+56%)	$810 (+71%)	$1,015 (+103%)
Labaton Sucharow LLP	12	$440	$450	$465	$475	$500
Junior Associates						
All Firms Sampled	301	$290 (-23%)	$490 (+31%)	$525 (+40%)	$640 (+71%)	$895 (+139%)
Labaton Sucharow LLP	2	$375	$375	$375	$375	$375
Paralegals						
All Firms Sampled	307	$95 (-71%)	$230 (-29%)	$315 (-3%)	$350 (+8%)	$450 (+17%)
Labaton Sucharow LLP	13	$325	$325	$325	$325	$385

Partners

	Count	Low	25th Percentile	Median	75th Percentile	High
1) Kirkland & Ellis LLP	83	$730	$1,030	$1,135	$1,295	$1,525
2) Skadden, Arps, Slate, Meagher, & Flom LLP	39	$975	$1,250	$1,335	$1,335	$1,495
3) Proskauer Rose LLP	36	$650	$1,025	$1,075	$1,275	$1,450
4) Willkie Farr & Gallagher LLP	10	$995	$1,188	$1,350	$1,425	$1,425
5) Weil, Gotshal & Manges LLP	86	$950	$1,090	$1,230	$1,360	$1,400
6) Wilmer Cutler Pickering Hale and Door LLP	2	$910	$1,033	$1,155	$1,278	$1,400
7) Milbank, Tweed, Hadley & McCloy LLP	18	$1,015	$1,346	$1,395	$1,395	$1,395
8) Paul, Weiss, Rifkind, Wharton, & Garrison LLP	34	$1,070	$1,328	$1,395	$1,395	$1,395
9) Davis Polk & Wardwell LLP	3	$1,292	$1,299	$1,305	$1,328	$1,350
10) O'Melveny & Myers LLP	23	$850	$950	$1,013	$1,125	$1,350
11) Morrison & Foerster LLP	46	$775	$950	$1,005	$1,054	$1,340
12) Akin Gump Strauss Hauer & Feld LLP	18	$735	$963	$1,050	$1,158	$1,325
13) Sidley Austin LLP	42	$735	$894	$950	$975	$1,325
14) Latham & Watkins LLP	20	$975	$1,050	$1,150	$1,175	$1,295
15) Paul Hastings LLP	7	$900	$995	$1,050	$1,050	$1,150
16) Quinn Emanuel Urquhart & Sullivan, LLP	5	$1,025	$1,035	$1,050	$1,125	$1,125
17) Jones Day	55	$650	$794	$850	$925	$1,075
18) Kramer Levin Naftalis & Frankel	10	$900	$993	$1,033	$1,069	$1,075
19) Kasowitz Benson Torres LLP	4	$825	$919	$975	$1,013	$1,050
20) **Labaton Sucharow LLP**	**29**	**$525**	**$850**	**$950**	**$950**	**$985**

Of Counsel

	Count	Low	25th Percentile	Median	75th Percentile	High
1) Latham & Watkins LLP	7	$915	$950	$1,050	$1,125	$1,295
2) Kirkland & Ellis LLP	3	$795	$995	$1,195	$1,223	$1,250
3) Sidley Austin LLP	14	$795	$795	$800	$1,038	$1,200
4) Morrison & Foerster LLP	16	$795	$825	$875	$950	$1,160
5) Weil, Gotshal & Manges LLP	20	$900	$940	$940	$963	$1,120
6) Skadden, Arps, Slate, Meagher, & Flom LLP	30	$350	$1,015	$1,090	$1,090	$1,090
7) Paul Hastings LLP	2	$750	$750	$1,000	$1,000	$1,075
8) Paul, Weiss, Rifkind, Wharton, & Garrison LLP	14	$945	$995	$1,040	$1,040	$1,040
9) Davis Polk & Wardwell LLP	3	$980	$985	$990	$1,004	$1,017
10) Milbank, Tweed, Hadley & McCloy LLP	7	$985	$1,015	$1,015	$1,015	$1,015
11) Willkie Farr & Gallagher LLP	7	$965	$965	$965	$965	$965
12) Quinn Emanuel Urquhart & Sullivan, LLP	3	$775	$873	$905	$919	$960
13) Kasowitz Benson Torres LLP	2	$575	$669	$763	$856	$950
14) Kramer Levin Naftalis & Frankel	4	$875	$890	$895	$906	$940
15) Proskauer Rose LLP	1	$925	$925	$925	$925	$925
16) O'Melveny & Myers LLP	24	$715	$775	$785	$825	$890
17) Akin Gump Strauss Hauer & Feld LLP	12	$665	$720	$785	$825	$875
18) Jones Day	7	$625	$719	$750	$813	$850

	Count	Low	25th Percentile	Median	75th Percentile	High
19) **Labaton Sucharow LLP**	**8**	**$550**	**$638**	**$713**	**$756**	**$775**

Associates

1) Morrison & Foerster LLP	66	$795	$825	$875	$950	$1,160
2) Kirkland & Ellis LLP	99	$405	$645	$735	$850	$1,015
3) Weil, Gotshal & Manges LLP	20	$490	$640	$785	$870	$990
4) Latham & Watkins LLP	29	$395	$639	$795	$895	$980
5) Paul, Weiss, Rifkind, Wharton, & Garrison LLP	85	$540	$650	$820	$910	$970
6) Skadden, Arps, Slate, Meagher, & Flom LLP	14	$350	$595	$710	$860	$965
7) Milbank, Tweed, Hadley & McCloy LLP	31	$540	$665	$750	$835	$950
8) Willkie Farr & Gallagher LLP	7	$380	$625	$800	$800	$950
9) Davis Polk & Wardwell LLP	10	$390	$731	$870	$912	$935
10) Proskauer Rose LLP	1	$495	$550	$735	$845	$900
11) Jones Day	65	$325	$400	$450	$525	$825
12) Kramer Levin Naftalis & Frankel	16	$550	$575	$718	$826	$850
13) Paul Hastings LLP	2	$495	$615	$675	$735	$825
14) Quinn Emanuel Urquhart & Sullivan, LLP	3	$550	$603	$680	$780	$820
15) Sidley Austin LLP	14	$315	$450	$598	$765	$795
16) O'Melveny & Myers LLP	24	$450	$535	$610	$700	$765
17) **Labaton Sucharow LLP**	**8**	**$375**	**$465**	**$500**	**$575**	**$725**
18) Akin Gump Strauss Hauer & Feld LLP	21	$295	$460	$525	$580	$695
19) Kasowitz Benson Torres LLP	7	$290	$333	$360	$443	$550

Paralegals

1) Skadden, Arps, Slate, Meagher, & Flom LLP	29	$210	$315	$365	$385	$450
2) Latham & Watkins LLP	6	$260	$271	$318	$405	$435
3) Kirkland & Ellis LLP	33	$215	$240	$345	$388	$420
4) Proskauer Rose LLP	22	$205	$250	$330	$370	$415
5) Davis Polk & Wardwell LLP	6	$310	$325	$340	$387	$405
6) **Labaton Sucharow LLP**	**13**	**$325**	**$325**	**$325**	**$325**	**$385**
7) Morrison & Foerster LLP	11	$225	$256	$325	$340	$385
8) Sidley Austin LLP	21	$125	$310	$320	$350	$385
9) Kramer Levin Naftalis & Frankel	3	$340	$355	$365	$365	$380
10) Willkie Farr & Gallagher LLP	16	$230	$230	$263	$330	$380
11) Weil, Gotshal & Manges LLP	63	$140	$220	$295	$350	$375
12) Paul Hastings LLP	2	$350	$350	$360	$370	$370
13) Paul, Weiss, Rifkind, Wharton, & Garrison LLP	52	$210	$285	$315	$315	$365
14) O'Melveny & Myers LLP	9	$95	$275	$313	$355	$355
15) Akin Gump Strauss Hauer & Feld LLP	4	$225	$300	$350	$350	$350
16) Jones Day	7	$225	$250	$300	$300	$325
17) Quinn Emanuel Urquhart & Sullivan, LLP	9	$175	$175	$175	$305	$310
18) Kasowitz Benson Torres LLP	12	$230	$234	$245	$276	$285

EXHIBIT 8

COMPENDIUM OF UNREPORTED CASES

In re Harman Int'l Indus., Inc. Sec. Litig.,
No. 07-cv-1757-RC, slip op. (D.D.C. Sept. 28, 2017).....1

Klugmann v. Am. Capital Ltd.,
No. 09-cv-00005-PJM, slip op. (D. Md. June 12, 2012) 2

In re L.G. Philips LCD Co. Ltd. Sec. Litig.,
No. 07-cv-00909-RJS, slip op. (S.D.N.Y. Mar. 17, 2011) 3

Public Pension Grp. v. KV Pharm. Co.,
No. 08-cv-1859 (CEJ), slip op. (E.D. Mo. Apr. 23, 2014) 4

In re Satyam Comput. Servs. Ltd. Sec. Litig.,
No. 09-md-2027-BSJ, slip op. (S.D.N.Y. Sept. 13, 2011).....5

In re Sunrise Senior Living, Inc. Sec. Litig.,
No. 07-cv-00102 (RBW), slip op. (D.D.C. June 26, 2009) 6

In re Winstar Commc'ns Sec. Litig.,
No. 01-cv-3014 (GBD), slip op. (S.D.N.Y. Nov. 13, 2013).....7

TAB 1

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

IN RE HARMAN INTERNATIONAL INDUSTRIES, INC. SECURITIES LITIGATION	Case No. 07-cv-1757-RC

ORDER ON LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES

Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses ("Fee Application") duly came before the Court for a hearing on September 28, 2017. The Court has considered the Fee Application and all supporting and other related materials, including the matters presented at the September 28, 2017 hearing. Due and adequate notice having been given to the Class as required by the May 11, 2017 Preliminary Approval Order (ECF No. 100), and the Court having considered all papers and proceedings had herein and otherwise being fully informed in the proceedings and good cause appearing therefor:

NOW, THEREFORE, THE COURT FINDS, CONCLUDES AND ORDERS AS FOLLOWS:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement (the "Stipulation," ECF No. 99), and all capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all members of the Class.

3. Notice of the Fee Application was directed to Class Members in a reasonable manner and complies with Rule 23(h)(1) of the Federal Rules of Civil Procedure, due process,

and Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995.

4. Class Members have been given the opportunity to object to the Fee Application in compliance with Rule 23(h)(2) of the Federal Rules of Civil Procedure. The Court has received no objections.

5. The Fee Application is hereby GRANTED.

6. Lead Counsel are hereby awarded attorneys' fees in the amount of 25% of the Settlement Fund, or $7,062,500, and $436,964.76 in reimbursement for Lead Counsel's Litigation Expenses (which fees and expenses shall be paid to Lead Counsel from the Settlement Fund), which sums the Court finds to be fair and reasonable, plus interest earned at the same rate and for the same period as earned by the Settlement Fund.

7. Pursuant to paragraph 28 of the Stipulation, the fees and expenses awarded herein shall be paid to Lead Counsel within three (3) days after entry of this Order, notwithstanding the existence of or pendency of any appeal or collateral attack on the Settlement or any part thereof or on this Order, subject to Lead Counsel's obligation to repay all such amounts with interest pursuant to the terms and conditions set forth in paragraph 28 of the Stipulation.

8. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

a. the Settlement has created a fund of $28,250,000.00 in cash that has been funded into an escrow account for the benefit of the Class pursuant to the terms of the Stipulation, and that Class Members who submit acceptable Proof of Claim Forms will benefit from the Settlement that occurred because of the efforts of Lead Counsel;

b. the fee sought by Lead Counsel has been reviewed and approved as fair and reasonable by the Court-appointed Lead Plaintiff, a sophisticated institutional investor that was substantially involved in all aspects of the prosecution and resolution of the Action;

c. copies of the Notice were mailed to over 42,000 potential Class Members or their nominees stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed 25% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed $500,000, plus interest earned at the same rate and for the same period as earned by the Settlement Fund;

d. no Class Member has objected to the Fee Application;

e. Lead Counsel has conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

f. the Action involves complex factual and legal issues and was actively prosecuted for more than nine years;

g. had the Settlement not been achieved, there would remain a significant risk that Lead Plaintiff and the other members of the Class may have recovered less or nothing from Defendants;

h. Lead Counsel devoted over 8,600 hours, with a lodestar value of over $3.9 million, to the case; and

i. the amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

9. Any appeal or any challenge affecting this Court's approval of any attorneys' fees or expenses shall in no way disturb or affect the finality of the Order and Final Judgment entered with respect to the Settlement.

10. Jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Settlement and this Order.

11. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the terms of the Stipulation.

IT IS SO ORDERED.

Dated: September 28, 2017

HON. RUDOLPH C. CONTRERAS
UNITED STATES DISTRICT JUDGE

TAB 2

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

WARD KLUGMANN, Individually and on behalf of all others similarly situated, *Plaintiffs,* *v.* AMERICAN CAPITAL LTD., MALON WILKUS, JOHN R. ERICKSON, IRA WAGNER, SAMUEL A. FLAX, and RICHARD E. KONZMANN, *Defendants.*	**Civil Action No. 8:09-CV-00005-PJM**

FINAL JUDGMENTAND ORDER CERTIFYING SETTLEMENT CLASS, APPROVING CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION, AWARDING ATTORNEYS' FEES AND EXPENSES, APPROVING REIMBURSEMENT OF PLAINTIFFS' EXPENSES AND DISMISSING ACTION WITH PREJUDICE

This matter came on for hearing on June 7, 2012, upon the motion of Plaintiffs for approval of the Settlement set forth in the Stipulation of Settlement, dated as of February 9, 2012 (the "Settlement Stipulation"). Due and adequate notice having been given to the Settlement Class as required by the Court's Preliminary Approval Order, dated February 22, 2012, and the Amendment to Order, dated March 14, 2012 (collectively, the "Preliminary Approval Order"), and the Court having considered the Settlement Stipulation, all papers filed and proceedings had herein, and all comments received regarding the proposed Settlement, the proposed Plan of Allocation, Plaintiffs' Counsel's

application for an award of attorneys' fees and reimbursement of litigation expenses and Plaintiffs' application for reimbursement of their time and expenses devoted to prosecution of the Litigation, and having reviewed the entire record in the Litigation and good cause appearing,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. Except as otherwise specifically set forth herein, the Court, for purposes of this Final Judgment and Order (the "Judgment"), adopts all defined terms set forth in the Settlement Stipulation and incorporates the terms of the Settlement Stipulation by reference herein.

2. The Court has jurisdiction over the subject matter of the above-captioned Litigation (the "Litigation"), Plaintiffs, the other Settlement Class Members, and Defendants.

3. The Court finds that the forms and methods for dissemination of the Notice of Pendency and Proposed Settlement of Class Action and Settlement Hearing, Proof of Claim and Release (the "Notice"), and publication of the Summary Notice of Proposed Settlement of Class Action and Settlement Hearing, as provided for in the Preliminary Approval Order, constituted the best notice practicable under the circumstances to apprise all Persons within the definition of the Settlement Class of the pendency of the Litigation and their rights in it, the terms of the proposed Settlement of the Litigation, of the proposed Plan of Allocation, of Plaintiffs' Counsel's application for an award of attorneys' fees and reimbursement of expenses, Plaintiffs' application for reimbursement for their time and expenses, and afforded Settlement Class Members with an opportunity to present their

objections, if any, to the Settlement Stipulation, and fully met the requirements of Rule 23(c) and (e) of the Federal Rules of Civil Procedure, the requirements of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(7), federal law, due process, the United States Constitution, and any other applicable law.

4. The Court finds that all Persons within the definition of the Settlement Class have been adequately provided with an opportunity to object to the proposed Settlement, the proposed Plan of Allocation, Plaintiffs' Counsel's application for an award of attorneys' fees and reimbursement of litigation expenses and Plaintiffs' application for reimbursement of their time and expenses devoted to prosecution of the Litigation or to request exclusion from the Settlement Class by executing a written request for exclusion in conformance with the procedures and deadlines set forth in the Preliminary Approval Order, and that no objections to the proposed Settlement, Plaintiffs' counsel's application for an award of attorneys' fees and reimbursement of litigation expenses and Plaintiffs' application for reimbursement of their time and expenses devoted to prosecution of the Litigation have been submitted, and those Persons who requested exclusion from the Settlement Class are listed in Exhibit 1 to this Judgment and are hereby excluded from the Settlement Class.

5. With respect to the Settlement Class, this Court finds and concludes that, for purposes of the Settlement only, the prerequisites of Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the number of Settlement Class Members is so numerous that joinder of all members thereof is impracticable; (b) there are questions of law or fact common to the Settlement Class; (c) the claims of

Plaintiffs are typical of the claims of the Settlement Class they seeks to represent; (d) Plaintiffs will fairly and adequately represent the interests of the Settlement Class and retained counsel experienced in the prosecution of securities and class action claims; (e) the questions of law or fact common to the Settlement Class Members predominate over any questions affecting only individual Settlement Class Members; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy, and, for the purposes of this Settlement, and hereby:

(a) certifies a Settlement Class consisting of all Persons who purchased the publicly-traded common stock of ACAS between October 31, 2007 and November 7, 2008, inclusive. Excluded from the Settlement Class are Defendants, members of Defendants' immediate families, any entity in which any Defendant has a controlling interest, and the legal representatives, heirs, successors or assigns of any such excluded persons (all solely in their capacity as such and not otherwise). Also excluded from the Settlement Class are those Persons who have made Requests for Exclusion and who are listed on Exhibit 1 hereto;

(b) appoints and certifies Plaintiffs Charles E. Mendinhall, Ron Miller, Joseph J. Saville, Kent Nixon and Nina van Dyke as representatives of the Settlement Class; and

(c) finds, pursuant to Rules 23(g)(1) and (4) of the Federal Rules of Civil Procedure, that Court-appointed Co-Lead Counsel, Izard Nobel LLP ("Izard Nobel") and Brower Piven, A Professional Corporation ("Brower Piven") (collectively "Plaintiffs' Counsel"), have represented, and will continue to

represent the interests of the Settlement Class fairly and adequately, and therefore appoints Izard Nobel and Brower Piven as counsel for the Settlement Class.

6. Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, this Court hereby approves the Settlement set forth in the Settlement Stipulation and finds that said Settlement is, in all respects, fair, reasonable, and adequate to, and is in the best interests of, Plaintiffs and each Settlement Class Member based on: (a) the Settlement resulting from arm's-length negotiations between able and experienced counsel representing the interests of Plaintiffs and the Settlement Class Members, and the Defendants, following development of the facts in the Litigation; (b) the amount of the recovery for Settlement Class Members being well within the range of fairness given the strengths and weaknesses of the claims and defenses thereto and the likely amount of damages that could be recovered absent the Settlement assuming complete success by Plaintiffs on the merits for themselves and all Settlement Class Members; (c) the risks of non-recovery and/or recovery of a lesser amount than is represented through the Settlement by continued litigation through all pre-trial, trial and appellate procedures; (d) the recommendation of experienced counsel for Plaintiffs and Defendants; and (e) after due and proper notice to Settlement Class Members of the Settlement and the terms of the Settlement Stipulation, the lack of any objection from any Settlement Class Member to the Settlement or any aspect thereof, and, accordingly, the Settlement embodied in the Settlement Stipulation is hereby approved in all respects and the Parties to the Settlement Stipulation are directed to perform and consummate the Settlement in accordance with its terms and provisions of the Settlement Stipulation and this Judgment.

7. The Released Claims are dismissed with prejudice as to the Settlement Class Members as against the Released Persons, with the Parties are to bear their own costs except as otherwise provided in the Settlement Stipulation or this Judgment, and by operation of this Judgment and under the terms of the Settlement Stipulation and the releases therein, it is intended to preclude, and shall preclude, Plaintiffs and all other Settlement Class Members from filing or pursuing the Released Claims.

8. Upon the Effective Date, each Settlement Class Member shall be deemed to have, and by operation of this Judgment to have, fully, finally, and forever released, relinquished and discharged the Released Claims against the Released Persons whether or not such Settlement Class Member executes and delivers the Proof of Claim and Release and whether or not the Claims Administrator and Plaintiffs' Counsel accept the Settlement Class Member's Proof of Claim and Release. Such release shall be binding upon each Settlement Class Member and upon any Person acting, or purporting to act, on behalf of Settlement Class Members (but solely in their capacity as a Person acting or purporting to act on behalf of a Settlement Class Member and not in the Person's individual capacity or otherwise).

9. Upon the Effective Date, each of the Defendants and Released Persons shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released, relinquished and discharged all claims against each of the Settlement Class Members and all Plaintiffs' Counsel, arising out of, relating to, or in connection with the institution and/or prosecution of the Litigation, and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and

forever released, relinquished and discharged all claims against Defendants, Released Persons, and Defendants' Counsel arising out of, relating to, or in connection with the defense of the Litigation, in each case except as expressly provided in the Settlement Stipulation or to enforce the terms of the Settlement Stipulation.

10. All Settlement Class Members are permanently barred and enjoined from instituting, prosecuting, participating in, continuing, maintaining, or asserting, in any capacity, any action or proceeding that asserts any of the Released Claims.

11. Only those Settlement Class Members who submit complete, valid and, except as otherwise set forth in the Settlement Stipulation or allowed by this Court, timely, Proofs of Claim and Release forms shall be entitled to participate in the Settlement and receive a distribution from the Net Settlement Fund.

12. Neither the Settlement Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Settlement Stipulation or the Settlement (i) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim, or of any wrongdoing or liability of the Released Persons, or (ii) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Released Persons in any civil, criminal, or administrative proceeding in any court, administrative agency or other tribunal.

13. Any Released Person may file the Settlement Stipulation and/or this Judgment from this Litigation in any other action that may be brought against them by any of the Settlement Class Members or any other Released Person in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release,

good faith settlement, judgment bar, or reduction or any theory of claim preclusion or issue preclusion or similar defense or counterclaim, and any Party to the Settlement Stipulation, counsel for any Party to the Settlement Stipulation, any Settlement Class Member, or counsel for any Settlement Class Members may file the Settlement Stipulation in any proceeding brought to enforce any of its terms or provisions.

14. Those Persons who have requested exclusion from the Settlement Class listed in Exhibit 1 hereto shall not be bound by this Judgment, the release of Released Claims against the Released Parties and/or the releases set forth herein, in the Settlement Stipulation and/or in the Proof of Claim and Release. Pursuant to Rule 23(c)(3) of the Federal Rule of Civil Procedure, all Persons who fall within the definition of Settlement Class Members who have not requested exclusion from the Settlement Class are thus Settlement Class Members and are bound by this Judgment and by the terms of the Settlement Stipulation

15. This Court hereby overrules the one objection received to the Plan of Allocation that complains that no proceeds of the Settlement will be distributed to Persons for Shares not purchased during the Class Period but only held during the Class Period on the grounds that, as a matter of law, there is no standing for claims in this litigation based on holding Shares during the Class Period in this Litigation, and approves the Plan of Allocation as set forth in the Notice as fair, reasonable, and equitable, and directs Plaintiffs' Counsel to proceed, through the Court-appointed Claims Administrator, The Garden City Group, Inc. ("GCG"), with the processing of Proof of Claim and Release forms and the administration of the Settlement pursuant to the terms of the Plan of

Allocation and, upon completion of the claims processing procedure, to present to this Court a proposed final distribution order for the distribution of the Net Settlement Fund to Settlement Class Members, as provided in the Settlement Stipulation and Plan of Allocation.

16. Plaintiffs' Counsel are hereby awarded thirty-three and one-third (33 1/3 %) percent of the Settlement Fund, plus $219,689.48 in reimbursement of litigation expenses. The amounts shall be paid to Plaintiffs' Counsel from the Settlement Fund with interest from the date of entry of this Judgment to the date of payment at the same rate of interest that earned by the Settlement Fund. The Court finds the amount of attorneys' fees awarded herein is fair and reasonable based on: (a) the work performed and costs incurred by Plaintiffs' Counsel; (b) the complexity of the case; (c) the risks undertaken by Plaintiffs' Counsel and the contingent nature of their employment; (d) the quality of the work performed by Plaintiffs' Counsel in this Litigation and their standing and experience in prosecuting similar class action securities litigation; (e) awards to plaintiffs' counsel in other, similar litigation; (f) the benefits achieved for Settlement Class Members through the Settlement; and (g) the absence of any objection from any Settlement Class Members to either the application for an award of attorneys' fees or reimbursement of expenses to Plaintiffs' Counsel. The Court further finds that the expenses that Plaintiffs' Counsel's request reimbursed were reasonably and necessarily incurred by Plaintiffs' Counsel in the prosecution of the Litigation and in obtaining the results achieved for the Settlement Class.

17. Plaintiffs' Counsel may apply, from time to time, for any expenses incurred by them in connection with the administration of the Settlement and distribution of the Net Settlement Fund to Settlement Class Members

18. The Court finds that the requests submitted by Plaintiffs for payment for their time and expenses in litigating this case on behalf of the Settlement Class are reasonable and adequately documented, and accordingly awards $2,070 to Plaintiff Kent Nixon, $4,625 to Plaintiff Joseph Saville, $5,000 to Plaintiff Ron Miller, $5,000 for Plaintiff Nina van Dyke, and $3,750 to Charles E. Mendinhall. At the request of Plaintiffs' Counsel, in the interests of preserving the corpus of the Net Settlement Fund, the aforementioned reimbursements awarded to the Plaintiffs shall be paid to them by Plaintiffs' Counsel from this Court's award of attorneys' fees to Plaintiffs' Counsel.

19. The Court finds that the Claims Administrator, GCG, has incurred costs and expenses to date in providing notice to the settlement Class as directed by the Preliminary Approval Order and administering the Settlement of $307,394.09, which the Court finds reasonable and commercially competitive, and hereby approves interim payment of that amount from the Settlement Fund.

18. All payments of attorneys' fees and reimbursement of expenses to Plaintiffs, Plaintiffs' Counsel and/or the Claims Administrator shall be made from the Settlement Fund, and the Released Persons shall have no liability or responsibility for the payment of any such attorneys' fees or expenses except as expressly provided in the Settlement Stipulation.

19. Any objection, order, or appeal from, or appellate modification of, the

portions of this Judgment approving the Plan of Allocation, Plaintiffs' Counsel's award of attorneys' fees and/or reimbursement of litigation expenses, the awards to the Plaintiffs and/or the interim payment of the costs of notice to the Settlement Class and administration of the Settlement incurred to date shall in no way disturb or affect the finality of the approval of the notice to the Settlement Class, the certification of the Settlement Class, or the Settlement as set forth in the Settlement Stipulation under this Judgment, and shall be considered separate from this Judgment.

20. The Court finds that Plaintiffs and Defendants, and their respective counsel, have, at all times during the course of the Litigation, complied with the requirements of Rule 11 of the Federal Rules of Civil Procedure. The Court finds that the amount paid and the other terms of the Settlement were negotiated at arm's length and in good faith by the Parties and reflect a settlement that was reached voluntarily based upon adequate information and after consultation with experienced legal counsel and under the supervision of a mediator.

21. Without affecting the finality of this Judgment in any way, the Court hereby reserves and retains exclusive and continuing jurisdiction over the Parties and the Settlement Class Members for all matters relating to the Litigation, the Settlement, and the Settlement Stipulation, including, but not limited to: (a) the administration, interpretation, effectuation or enforcement of the Settlement Stipulation and this Judgment; (b) implementation and enforcement of any awards from the Settlement Fund or Net Settlement Fund; (c) interpretation of the Plan of Allocation and disposition of the Settlement Fund or Net Settlement Fund; (d) determining applications for payment of

expenses incurred by Plaintiffs' Counsel in connection with administration and distribution of the Settlement Fund and Net Settlement Fund; (e) payment of taxes by the Settlement Fund; and (f) any other matters related to finalizing the Settlement and distributions from the Settlement, the Settlement Fund and/or the Net Settlement Fund.

22. In the event that the Settlement does not become Final or the Effective Date does not occur, (i) this Judgment shall be rendered null and void and shall be vacated *nunc pro tunc*, (ii) the Litigation shall proceed as set forth in the Settlement Stipulation, and (iii) no Party may assert that another Party is estopped (whether equitably, judicially, or collaterally) from taking any position regarding any substantive or procedural issue in the Litigation by virtue of anything in the Settlement Stipulation, having entered into the Settlement Stipulation, or having done anything in connection with or related to the Settlement. For the purposes of this paragraph, the Parties shall include Settlement Class Members.

23. It is expressly determined, within the meaning of Rule 54(b) of the Federal Rules of Civil Procedure, that there is no just reason for delay, and the Clerk of this Court is hereby directed to enter this Judgment forthwith.

Signed this 11 day of June, 2012.

BY THE COURT

HONORABLE PETER J. MESSITTE
UNITED STATES DISTRICT COURT JUDGE

TAB 3

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re L.G. PHILIPS LCD CO., LTD. SECURITIES LITIGATION	:	Civil Action No. 1:07-cv-00909-RJS
	:	CLASS ACTION
This Document Relates To:	:	
ALL ACTIONS.	:	

[redacted] ORDER AWARDING CO-LEAD COUNSEL ATTORNEYS' FEES AND EXPENSES

This matter having come before the Court on March 17, 2011, on the motion of Co-Lead Counsel for an award of attorneys' fees and expenses incurred in the action, the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this action to be fair, reasonable, and adequate and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement dated October 15, 2010 (the "Stipulation"), and filed with the Court.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all members of the Class who have not timely and validly requested exclusion.

3. The Court hereby awards Co-Lead Counsel attorneys' fees of 30% of the Settlement Amount, plus litigation expenses in the amount of $81,993.45, together with the interest earned on both amounts for the same time period and at the same rate as that earned on the Settlement Fund until paid, pursuant to 15 U.S.C. §78u-4(a)(6). The Court finds that the amount of fees awarded is fair and reasonable under the "percentage-of-recovery" method.

4. The fees and expenses shall be allocated among Lead Plaintiffs' counsel in a manner which, in Co-Lead Counsel's good-faith judgment, reflects each such counsel's contribution to the institution, prosecution, and resolution of the action.

5. Justin M. Coren is awarded $1,500.00 pursuant to 15 U.S.C. §78u-4(a)(4) for his efforts and service to the Class during the action.

6. The awarded attorneys' fees and expenses and interest earned thereon shall immediately be paid to Co-Lead Counsel subject to the terms, conditions, and obligations of the Stipulation, and in particular ¶8 thereof which terms, conditions, and obligations are incorporated herein.

IT IS SO ORDERED.

DATED: March 17, 2011

THE HONORABLE RICHARD J. SULLIVAN
UNITED STATES DISTRICT JUDGE

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TAB 4

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

PUBLIC PENSION GROUP, et al.,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	**Cause No. 4:08-cv-1859 (CEJ)**
	:	
KV PHARMACEUTICAL COMPANY, et al.,	:	
	:	
Defendant.	:	

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

THIS MATTER having come before the Court on April 23, 2014 for a hearing to determine, among other things, whether and in what amount to award Lead Counsel in the above-captioned securities class action attorneys' fees and litigation expenses. The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing, substantially in the form approved by the Court, was mailed to all reasonably identified Class Members; and that a summary notice of the hearing, substantially in the form approved by the Court, was published in *Investor's Business Daily* and transmitted over *PR Newswire;* and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested;

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Court has jurisdiction over the subject matter of this Action and over all parties to the Action, including all Class Members and the claims administrator, A.B. Data Ltd.

2. All capitalized terms used herein have the meanings as set forth and defined in the Stipulation and Agreement of Settlement, dated as of December 20, 2013 (the "Stipulation").

3. Notice of Lead Counsel's motion for attorneys' fees and payment of expenses was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for attorneys' fees and expenses met the requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Lead Counsel is hereby awarded attorneys' fees in the amount of $3,840,000 plus interest at the same rate earned by the Settlement Fund (or 30% of the Settlement Fund) and payment of litigation expenses in the amount of $488,531.75, plus interest, which sums the Court finds to be fair and reasonable.

5. The award of attorneys' fees and expenses may be paid to Lead Counsel from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions, and obligations are incorporated herein.

6. In making the award to Lead Counsel of attorneys' fees and litigation expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a common fund of $12.8 million in cash and that numerous Class Members who submit acceptable proofs of claim will benefit from the Settlement created by the efforts of Lead Counsel;

(b) The requested attorneys' fees and payment of litigation expenses have been reviewed and approved as fair and reasonable by Lead Plaintiffs, Norfolk County Retirement System and the State-Boston Retirement System, two sophisticated institutional

investors that have been directly involved in the prosecution and resolution of the Action and have a substantial interest in ensuring that any fees paid to Lead Counsel are duly earned and not excessive;

(c) Notice was disseminated to putative Class Members stating that Lead Counsel would be moving for attorneys' fees in an amount not to exceed 30% of the Settlement Fund, plus interest, and payment of expenses incurred in connection with the prosecution of this Action in an amount not to exceed $750,000, plus interest, and no Class Member has filed an objection to the fees and expenses requested by Lead Counsel;

(d) The Action presented substantial risks and uncertainties and would involve lengthy proceedings whose resolution would be uncertain, especially in light of the Company's bankruptcy;

(e) The Action involved complex factual and legal issues, including technical and scientific subject matter;

(f) Lead Counsel is an experienced law firm in the area of securities class action and conducted the litigation and achieved the Settlement with skillful and diligent advocacy;

(g) Lead Counsel has devoted more than 4,200 hours, with a lodestar value of $2,346,367.25 to achieve the Settlement;

(h) The amount of attorneys' fees awarded and litigation expenses paid from the Settlement Fund are fair and reasonable and consistent with awards in similar cases; and

(i) Public policy favors granting Lead Counsel's fee and expense request.

7. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fee and expense application shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

8. Exclusive jurisdiction is hereby retained over the subject matter of this Action and over all parties to the Action, including the administration and distribution of the Net Settlement Fund to Class Members.

9. In the event that the Settlement is terminated or does not become final or the Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation.

IT IS SO ORDERED.

Dated: April 23, 2014

Carol E. Jackson
UNITED STATES DISTRICT JUDGE

TAB 5

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: SATYAM COMPUTER SERVICES LTD. SECURITIES LITIGATION	:	No.: 09-MD-2027-BSJ

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

This matter came on for hearing on September 8, 2011 (the "Settlement Hearing") on the motion of Lead Counsel to determine, among other things, whether and in what amount to award Lead Counsel in the above-captioned consolidated securities class action (the "Action") fees and reimbursement of expenses.

The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notices of the Settlement Hearing substantially in the form approved by the Court were mailed to all Class Members who or which could be identified with reasonable effort, except those persons or entities excluded from the definition of the Class, and that summary notices of the hearing substantially in the form approved by the Court were published in *The Wall Street Journal*, *Investor's Business Daily* and *The Financial Times* and transmitted over *Business Wire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order Awarding Attorneys' Fees and Expenses incorporates by reference the definitions in the Stipulations and Agreements of Settlement (the "Settlement Stipulations") and all

terms used herein shall, with respect to the respective Settlement Stipulations, have the same meanings as set forth in the applicable Settlement Stipulations.[1]

2. The Court has jurisdiction to enter this Order Awarding Attorneys' Fees and Expenses, and over the subject matter of the Action and all parties to the Action, including all Class Members.

3. Notice of Lead Counsel's application for attorneys' fees and reimbursement of expenses was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for attorneys' fees and expenses constituted due, adequate, and sufficient notice to all persons or entities entitled to receive notice of the motion and satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4, et seq.) (the "PSLRA"), and all other applicable law and rules.

4. Lead Counsel are hereby awarded attorneys' fees in the amount of 17% of the total Settlement Funds, as well as 17% of any additional Settlement Funds recovered by Satyam from the PwC Entities, net of any taxes withheld from the Initial Escrow Accounts and ultimately paid pursuant to Indian tax law, and $1,027,076.94 in reimbursement of litigation expenses advanced or incurred by Lead Counsel collectively while prosecuting this Action (which expenses shall be paid from the Settlement Funds) with interest on such fees and expenses at the same rate as earned by the Settlement Funds from the dates the Settlement Funds were funded to the date of payment, which sums the Court finds to be fair and reasonable. The foregoing award of Attorneys' Fees and

[1] The Settlement Stipulations are: the Stipulation and Agreement of Settlement with Defendant Satyam Computer Services Ltd., dated February 16, 2011 (the "Satyam Stipulation") and the Stipulation and Agreement of Settlement between Lead Plaintiffs and the PwC Entities, dated April 27, 2011 (the "PwC Entities Stipulation") entered into by and among Lead Plaintiffs and the Settling Defendants (together, the "Settlement Stipulations").

Expenses shall be payable immediately in accordance with the terms set forth in ¶¶ 19 and 16, respectively of the Satyam Stipulation and the PwC Entities Stipulation. The award of attorneys' fees shall be allocated among Plaintiffs' Counsel in a manner which, in the opinion of Lead Counsel, fairly compensates Plaintiffs' Counsel for their respective contributions in the prosecution and settlement of the Action.

5. Also in accordance with the terms set forth in ¶¶ 20 and 17, respectively of the Satyam Stipulation and the PwC Entities Stipulation, Lead Counsel who seek to be paid their share of the attorney fee and expense award prior to the Effective Date shall be jointly and severally obligated to make appropriate refunds or repayments of attorneys' fees and expenses and any interest thereon paid to Lead Counsel to the Settlement Funds or to the Settling Defendants who contributed the Settlement Funds in direct proportion to their contributions to the Settlement Funds, as applicable, plus accrued interest at the same net rate as is earned by the Settlement Funds, if the Settlements are terminated pursuant to the terms of the Stipulations or if, as a result of any appeal or further proceedings on remand, or successful collateral attack, the award of attorneys' fees and/or litigation expenses is reduced or reversed by final non-appealable court order.

6. Class Representative the Public Employees' Retirement System of Mississippi is awarded $14,400 as reimbursement for its costs and expenses directly relating to its services in representing the Class.

7. Class Representative Mineworkers' Pension Scheme is awarded $98,711 as reimbursement for its costs and expenses directly relating to its services in representing the Class.

8. Class Representative SKAGEN AS is awarded $59,000 as reimbursement for its costs and expenses directly relating to its services in representing the Class.

9. Class Representative Sampension KP Livsforsikring A/S is awarded $21,000 as reimbursement for its costs and expenses directly relating to its services in representing the Class.

10. Subclass Representative Brian F. Adams is awarded $2,000 as reimbursement for his costs and expenses directly relating to his services in representing the Class and Subclass.

11. A litigation fund in the amount of $1,000,000 from the Satyam Settlement Fund shall be established to fund the continued prosecution of the Action against the Non-Settling Defendants.

12. In making this award of attorneys' fees, and reimbursement of expenses to be paid from the Settlement Funds, the Court has considered and found that:

(a) The Settlements have created a total settlement amount of $150.5 million in cash that is already on deposit and has been earning interest, and that numerous Class Members who submit acceptable Proofs of Claim will benefit from the Settlements created by the efforts of Lead Counsel;

(b) The fee sought by Lead Counsel has been reviewed and approved as fair and reasonable by the Court-appointed Lead Plaintiffs, sophisticated institutional investors that were substantially involved in all aspects of the prosecution and resolution of the Action;

(c) To date, over 208,000 copies of the Notices were disseminated to putative Class Members stating that Lead Counsel were moving for attorneys' fees not to exceed 17% of proposed Settlements and reimbursement of expenses incurred in connection with the prosecution of this Action. Only one objection to the terms of the Settlement and the fees and expenses requested by Lead Counsel contained in the Notice was received, although it was untimely and not filed with the Court as required by the Preliminary Approval Orders. The objector has not proven that he is a member of the Class, nor does he have standing; even if he did, his objection has been considered and overruled;

(d) Lead Counsel have conducted the litigation and achieved the Settlements with skill, perseverance and diligent advocacy;

(e) The Action involves complex factual and legal issues and, in the absence of settlement, would involve lengthy proceedings with uncertain resolution of the complex factual and legal issues;

(f) Had the Settlements not been achieved, there would remain a significant risk that Lead Plaintiffs and the other members of the Class may have recovered less or nothing from the Settling Defendants; and

(g) The amount of attorneys' fees awarded and expenses reimbursed from the Settlement Funds are fair and reasonable and consistent with awards in similar cases.

13. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgments entered with respect to the Settlements.

14. Continuing jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Settlement Stipulations and this Order, including any further application for fees and expenses incurred in connection with administering and distributing the settlement proceeds to the members of the Class.

15. In the event that any of the Settlements are terminated or do not become Final or the Effective Date does not occur in accordance with the terms of the applicable Settlement Stipulation(s), this Order, except for ¶ 5 above, shall be rendered null and void to the extent provided by the applicable Settlement Stipulation(s) and shall be vacated in accordance with the terms of the applicable Settlement Stipulation(s).

16. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

Dated: New York, New York
September 13, 2011

Honorable Barbara S. Jones
UNITED STATES DISTRICT JUDGE

TAB 6

UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

ECF

IN RE: SUNRISE SENIOR LIVING, INC. SECURITIES LITIGATION	:	Master File 07 Civ. 00102 (RBW)
This Document Relates to: All Cases	:	

FINAL JUDGMENT

THIS MATTER came before the Court for hearing on June 26, 2009, pursuant to the Order of this Court and the application of Lead Plaintiffs for approval of the Settlement set forth in the Stipulation of Settlement dated February 27, 2009 ("Stipulation"). Due and adequate notice having been given to the Class as required by the Court's Preliminary Approval Order and the Court having considered all papers filed in connection with the Settlement and being otherwise fully advised in the premises,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. This Final Judgment incorporates by reference the definitions in the Stipulation and all terms used herein shall have the same meaning as set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of this Action and over all parties to the Stipulation, including all members of the Class.

3. This Court finds and concludes that the prerequisites to class certification under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that:

a. The number of Class Members is so numerous that joinder is impracticable;

b. There are questions of law and fact common to the Class;

c. The claims of Lead Plaintiffs are typical of the claims of the Class they seek to represent;

d. Lead Plaintiffs and Lead Counsel for the Class, Bernstein Litowitz Berger & Grossmann LLP and Berman DeValerio, have and will fairly and adequately represent the interests of the Class;

e. The questions of law and fact common to the Class Members predominate over any questions affecting only individual Class Members; and

f. A class action is superior to other available methods for the fair and efficient adjudication of this controversy.

4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby finally certifies the following Class for purposes of this Settlement:

> All persons who purchased or acquired the common stock of Sunrise between February 26, 2004 and July 28, 2006, inclusive, and were damaged thereby. Excluded from the Class are the Individual Defendants, Sunrise, Sunrise's current or former officers and directors, members of any of these excluded persons' immediate families and their legal representatives, heirs, successors or assigns and any entity in which any such excluded person has or had a controlling interest. Also excluded from the Class are the persons and/or entities who properly requested exclusion from the Class as listed on Exhibit A to this Final Judgment.

5. The Court finds that the Notice to the Class advising of the pendency of this Action and the Settlement of this Action provided the best notice practical under the circumstances. Said Notice provided due and adequate notice of these proceedings, the matters set forth herein, and the Settlement, Plan of Allocation and Lead Counsel's request for an award of attorneys' fees and expenses. The Notice fully complies with the requirements of Rule 23 of the Federal Rules of Civil

Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), and the requirements of due process. Due and adequate notice of the proceedings has been given to Class Members, and a full opportunity has been afforded to Class Members to object to the proposed Settlement or seek to be excluded from the Class.

6. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves the Settlement set forth in the Stipulation in all respects and finds that the Settlement is in all respects fair, reasonable and adequate to the Class. All Class Members, other than those persons and/or entities who properly excluded themselves from the Class as listed on Exhibit A to this Final Judgment, are bound by this Final Judgment.

7. The Complaint, which the Court finds was filed on a good faith basis in accordance with the PSLRA and Rule 11 of the Federal Rules of Civil Procedure based upon all publicly available information, is hereby dismissed with prejudice and without costs, except as provided in the Stipulation, as against the Defendants. The Court further finds that during the initiation, prosecution and defense of this Action, all Parties and their respective counsel at all times complied with the requirements of Rule 11 of the Federal Rules of Civil Procedure.

8. Lead Plaintiffs and all other members of the Class, on behalf of themselves, their heirs, executors, administrators, successors and assigns, are hereby permanently barred and enjoined from instituting, commencing or prosecuting any and all Released Claims against (a) Sunrise and all of its past or present officers, directors, agents, employees, attorneys, insurers and reinsurers; (b) Sunrise's past or present subsidiaries, parents, predecessors or successors, and the officers and directors thereof; and (c) the Individual Defendants and all of their respective present and former

spouses, heirs, agents, employees, attorneys, insurers, representatives, executors, administrators, successors and assigns (collectively, "the Released Persons"). "Released Claims" includes any and all claims or causes of action, including "Unknown Claims" (as defined in the Stipulation), arising out of the purchase or acquisition of Sunrise common stock during the Class Period which have been or could have been asserted by Lead Plaintiffs or any member of the Class in the Action against the Defendants or any other Released Person (other than claims to enforce the Settlement). The Released Claims are hereby compromised, settled, released, discharged and dismissed as against the Released Persons on the merits and with prejudice by virtue of the proceedings herein and this Final Judgment; provided, however, that this release of Released Claims shall not release, bar, waive or otherwise affect any derivative claims that have been brought in the putative derivative actions involving Sunrise captioned *In Re Sunrise Senior Living, Inc. Derivative Litigation*, Civil Action No. 07-00143 in the United States District Court for the District of Columbia, *Peter V. Young and Ellen Roberts Young v. Paul J. Klaasen, et al.*, C.A. No. 2770-VCL in the Delaware Chancery Court, *Nicholas Von Guggenberg v. Paul J. Klaasen, et al.*, C.A. No. CL 2006-10174 (*dismissed*) in the Circuit Court for Fairfax County, Virginia, and *Catherine Molner v. Paul J. Klaasen, et al.*, C.A. No. CL-2006-11244 (*dismissed*) in the Circuit Court for Fairfax County, Virginia, or any claims, if any, against the Released Persons arising under the Employee Retirement Income Security Act of 1974 ("ERISA").

9. Defendants and the other Released Persons, on behalf of themselves, their heirs, executors, administrators, predecessors, successors and assigns, are hereby permanently barred and enjoined from instituting, commencing or prosecuting any and all Released Defendants' Claims against Lead Plaintiffs, any other member of the Class, any of their counsel, and their heirs,

executors, administrators, successors and assigns. "Released Defendants' Claims" includes any and all claims, including "Unknown Claims" as defined in the Stipulation, which arise out of or in any way relate to the institution, prosecution or settlement of the Action (other than claims to enforce the Settlement). The Released Defendants' Claims are hereby compromised, settled, released, discharged and dismissed on the merits and with prejudice by virtue of the proceedings herein and this Final Judgment.

10. Pursuant to 15 U.S.C. § 78u-4(f)(7)(A) of the PSLRA, the Defendants (and, to the extent required by the PSLRA, the Released Persons) are hereby discharged from all claims for contribution, however styled, by any person or entity, whether arising under state, federal or common law rule, based upon, arising out of, relating to, or in connection with the Released Claims of the Class or any Class Member. Accordingly, to the full extent provided by the PSLRA, the Court hereby bars all claims for contribution arising out of the action: (a) against any Defendant (and, to the extent required by the PSLRA, the Released Persons) by any person or entity; and (b) by any Defendant (and, to the extent required by the PSLRA, the Released Persons) against any person or entity; provided, however, that the foregoing shall not affect the rights of any Defendants (or any Released Person) under any insurance policy or contract, or any agreement relating thereto, that provides coverage respecting the conduct at issue in this Action. Any final verdict or judgment that might be obtained by or on behalf of the Class or a Class Member against any person or entity whose claims are barred pursuant to the foregoing shall be reduced as provided for in 15 U.S.C. § 78u-4(f)(7)(B) of the PSLRA.

11. Neither the Stipulation nor any of its terms and provisions, nor any of the negotiations or proceedings connected with it, nor the fact of the Settlement nor any proceedings taken pursuant to the Settlement nor this Final Judgment shall be:

a. offered or received against Defendants as evidence of or construed as or deemed to be evidence of any presumption, concession, or admission by Defendants with respect to the truth of any fact alleged by Lead Plaintiffs or the validity of any claim that had been or could have been asserted in the Action or in any litigation, or the deficiency of any defense that has been or could have been asserted in the Action or in any litigation, or of any liability, negligence, fault, or wrongdoing of the Defendants;

b. offered or received against Defendants as evidence of a presumption, concession or admission of any fault, misrepresentation or omission with respect to any statement or written document approved or made by Defendants, or against the Lead Plaintiffs or any Class Member as evidence of any infirmity in the claims of Lead Plaintiffs or any Class Member.

c. offered or received against the Defendants or against the Lead Plaintiffs or any Class Member as evidence of a presumption, concession or admission with respect to a liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against any of the parties to the Stipulation, in any other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; provided, however, that if the Stipulation is approved by the Court, the Defendants may refer to it to effectuate the liability protection and release granted them thereunder;

d. construed against the Defendants or the Lead Plaintiffs or any Class Member as an admission or concession that the consideration given thereunder represents the amount which could be or would have been recovered after trial; and

e. construed as or received in evidence as an admission, concession or presumption against Lead Plaintiffs or any Class Member or any of them that any of their claims are without merit or that damages recoverable under the Complaint would not have exceeded the Settlement Amount.

12. The Plan of Allocation described in the Notice to Class Members is hereby approved as fair and reasonable, and Lead Counsel and the Claims Administrator are directed to administer the Stipulation in accordance with its terms and provisions. Any appeal or subsequent proceedings regarding the Court's approval of the Plan of Allocation shall in no way disturb or affect the finality of this Final Judgment with respect to approval of the Settlement.

13. Plaintiffs' Counsel are hereby awarded as counsel fees 25 % of the Gross Settlement Fund, and are further awarded $ 91,731.22 as reimbursement for expenses in this litigation, which expenses shall be paid to Plaintiffs' Counsel from the Settlement Fund. The awarded attorneys' fees shall be allocated by Lead Counsel among Plaintiffs' Counsel in a fashion which fairly compensates each Plaintiffs' Counsel for their respective contribution to the prosecution of the Action.

14. Lead Plaintiff City of Miami General Employees' and Sanitation Employees' Retirement Trust is hereby awarded $ 9,000.00 and Lead Plaintiff Oklahoma Firefighters Pension and Retirement System is hereby awarded $ 577.50. Such awards are for

reimbursement of Lead Plaintiffs' reasonable costs and expenses directly related to their representation of the Class.

15. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Gross Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of $13.5 million in cash that is already on deposit and has been earning interest, and that numerous Class Members who submit acceptable Proofs of Claim will benefit from the Settlement created by the efforts of Plaintiffs' Counsel;

(b) The fee sought by Lead Counsel has been reviewed and approved as fair and reasonable by the Court-appointed Lead Plaintiffs, each of which are sophisticated institutional investors that were substantially involved in all aspects of the prosecution and resolution of the Action;

(c) To date, over 55,000 copies of the Notice have been disseminated to putative Class Members indicating that Lead Counsel were moving for attorneys' fees in the amount of up to 25% of the Gross Settlement Fund and for reimbursement of expenses in an amount not to exceed $225,000, and no objections were filed against the terms of the proposed Settlement or the ceiling on the fees and expenses requested by Lead Counsel contained in the Notice;

(d) Plaintiffs' Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action involves complex factual and legal issues and was actively prosecuted for nearly two years and, in the absence of a settlement, would involve further lengthy proceedings with uncertain resolution of the complex factual and legal issues;

(f) Had Plaintiffs' Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Class may have recovered less or nothing from the Defendants;

(g) Plaintiffs' Counsel have devoted over 4,300 hours, with a lodestar value of $1,969,872, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses reimbursed from the Gross Settlement Fund are fair and reasonable and consistent with awards in similar cases.

16. Any appeals or subsequent proceedings with respect to the award of attorneys' fees and expenses shall in no way disturb or affect the finality of this Final Judgment with respect to approval of the Settlement.

17. Without affecting the finality of this Judgment in any way, this Court hereby retains exclusive jurisdiction with respect to the implementation and enforcement of the terms of the Stipulation; the funding of and disposition of the Settlement Fund; the determination of any fees or expenses associated with the administration of the Settlement and for any purpose of construing or enforcing the terms of the Settlement.

18. Without further order of the Court, the Parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

19. In the event this Settlement does not become effective in accordance with the terms of the Stipulation, this Final Judgment shall be rendered null and void to the extent provided by and in accordance with the terms of the Stipulation and shall be vacated. In such event, all orders and releases in connection therewith shall be null and void to the extent provided by and in accordance with the Stipulation.

20. There is no just reason for delay in the entry of this Final Judgment and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

DONE AND ENTERED at Washington, D.C., this 26 day of June, 2009.

/s/
United States District Judge

EXHIBIT A

PERSONS EXCLUDED FROM THE CLASS BY REQUEST

1. Mary E. Gowing
   Keller, Texas

2. Cari Henson
   Blacksburg, Virginia

3. Doris N. Heydt
   Walter F. Heydt Co-TTEES
   The Heydt Family Trust
   New Milford, Connecticut

4. IRA FBO Melvin Belsky
   Pershing LLC as Custodian Rollover Account
   Alamo, California

5. William G. Kraft TTEE
   William G. Kraft Trust
   Sarasota, Florida

6. Jessica Salz
   Ardmore, Pennsylvania

7. Maxine S. Koenigsberg TOD
   Las Vegas, Nevada

TAB 7

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re WINSTAR COMMUNICATIONS SECURITIES LITIGATION

This Document Relates To: All Actions

Master File No.01 Civ. 3014 (GBD)

[redacted] ORDER REGARDING PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES, AND AN AWARD TO THE LEAD PLAINTIFFS

WHEREAS, this matter came before the Court for hearing on November 13, 2013, on the application of Plaintiffs for approval of the Settlement set forth in the Stipulation and Agreement of Settlement, dated July 12, 2013 (the "Stipulation");

WHEREAS, this Court has entered an Order approving the terms of the Stipulation between Lead Plaintiffs BIM Intermobiliare SGR, Robert Ahearn, and DRYE Custom Pallets (collectively, "Lead Plaintiffs"), on behalf of themselves and the Class (as defined in the Stipulation), and Defendant Grant Thornton LLP in the above-captioned class action; and

WHEREAS, this Court has directed the parties to consummate the terms of the Stipulation;

WHEREAS, this Court has reviewed all papers filed and proceedings had with respect to this matter, including the Plaintiffs' Memorandum of Law in Support of Their Motion for an Award of Attorneys' Fees and Reimbursement of Expenses, Plaintiffs' Memorandum of Law in Support of Their Motion for Approval of Class Action Settlement, the Declarations of Patrick L. Rocco in support thereof, and the exhibits thereto;

NOW, THEREFORE, IT IS HEREBY:

ORDERED, that this Order incorporates by reference the definitions in the settlement Stipulation, and all terms used herein shall have the same meanings as set forth in the Stipulation;

ORDERED, that Plaintiffs' Counsel are awarded the sum of $ 3,333,333.00 in fees, which sum the Court finds to be fair and reasonable, and [$1,137,623.16] in reimbursement of expenses incurred in connection with their representation of the Class, both of which shall be paid to Plaintiffs' Lead Counsel from the ~~Gross~~ TOTAL Settlement Fund and each of which may be paid with a proportionate amount of any interest that has accrued to date on the Settlement Fund. The award of attorneys' fees shall be allocated by Plaintiffs' Lead Counsel in their discretion among other Plaintiffs' Counsel for their respective contributions in the prosecution of this litigation; and

ORDERED, that the Lead Plaintiffs are hereby awarded as follows (a) $40,000.00 to Banca Intermobiliare di Investimenti e Gestioni S.p.A.; (b) $15,000.00 to Robert Ahearn; and (c) $5,000.00 to DRYE Custom Pallets; which shall be paid to Lead Plaintiffs from the ~~Gross~~ TOTAL Settlement Fund.

SO ORDERED this 13TH day of November, 2013.

NOV 13 2013

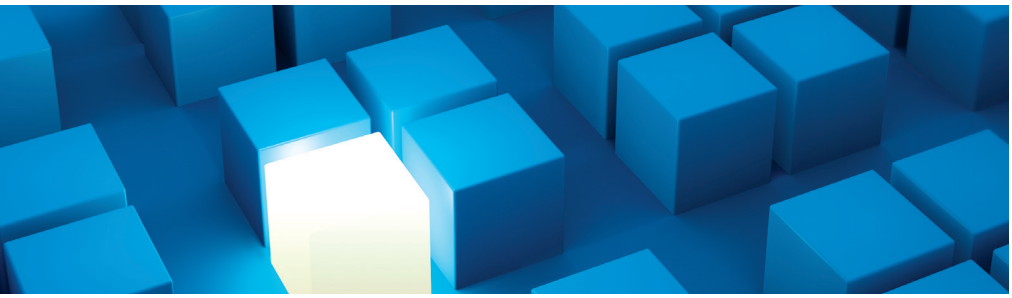
George B. Daniels

The Honorable George B. Daniels
United States District Judge

EXHIBIT 9

NERA
ECONOMIC CONSULTING

29 January 2018



25th Anniversary Edition

Recent Trends in Securities Class Action Litigation: 2017 Full-Year Review

Record Pace of Filings Led by a Continued Surge in Merger Objections

Highest Number of Dismissals and Lowest Settlement Values Since the Early 2000s

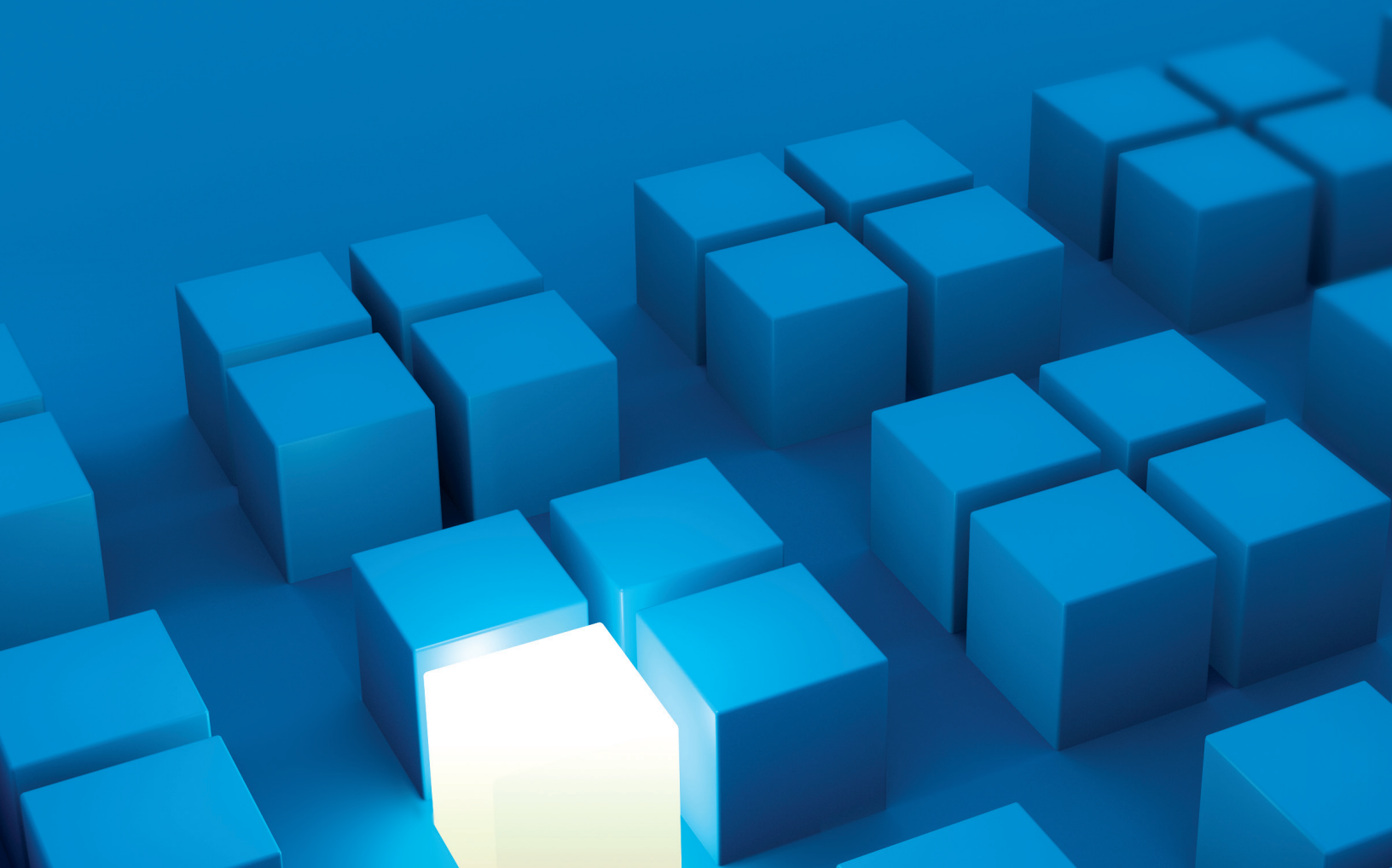
By Stefan Boettrich and Svetlana Starykh

Insight in Economics™

Foreword

I am excited to share our 25th anniversary edition of NERA's *Recent Trends in Securities Class Action Litigation* with you. This marks the 25th year of work by members of NERA's Securities and Finance Practice. In this edition, we document an increase in filings, which we also noted last year, again led by a doubling of merger-objection filings. While this may be the most prominent result, this report contains discussions about other developments in filings, settlements, and case sizes as measured by NERA-defined Investor Losses. Although space limitations prevent us from sharing all of the analyses the authors have undertaken to create this latest edition of our series, we hope you will contact us if you want to learn more, to discuss our data and analyses, or to share your thoughts on securities class actions. On behalf of NERA's Securities and Finance Practice, I thank you for taking the time to review our work and hope that you will find it informative and interesting.

Dr. David Tabak
Managing Director



Recent Trends in Securities Class Action Litigation: 2017 Full-Year Review

Record Pace of Filings Led by a Continued Surge in Merger Objections
Highest Number of Dismissals and Lowest Settlement Values Since the Early 2000s

By Stefan Boettrich and Svetlana Starykh[1]

29 January 2018

Introduction and Summary[2]

In 2017, an explosion in securities class action filings reflected growth not seen in almost two decades, and drove the average filing rate to more than one per day. For a second year in a row, growth was dominated by a record number of federal merger-objection filings, continuing a trend sparked by various state court decisions that restricted "disclosure-only" settlements. In the first quarter, more cases alleging violations of SEC Rule 10b-5 under the Securities and Exchange Act of 1934 were filed than in any quarter since the aftermath of the dotcom boom. Over the entire year, filings alleging violations of Rule 10b-5, or Section 11 or Section 12 of the Securities Act of 1933, grew for a record fifth straight year.

The total size of filed securities cases, as measured by NERA-defined Investor Losses, was $334 billion and well above average for a second year, mostly due to numerous large cases alleging various regulatory violations. Allegations related to regulatory violations and misleading performance projections by management seem to be slowly supplanting claims related to accounting issues and missed earnings guidance.

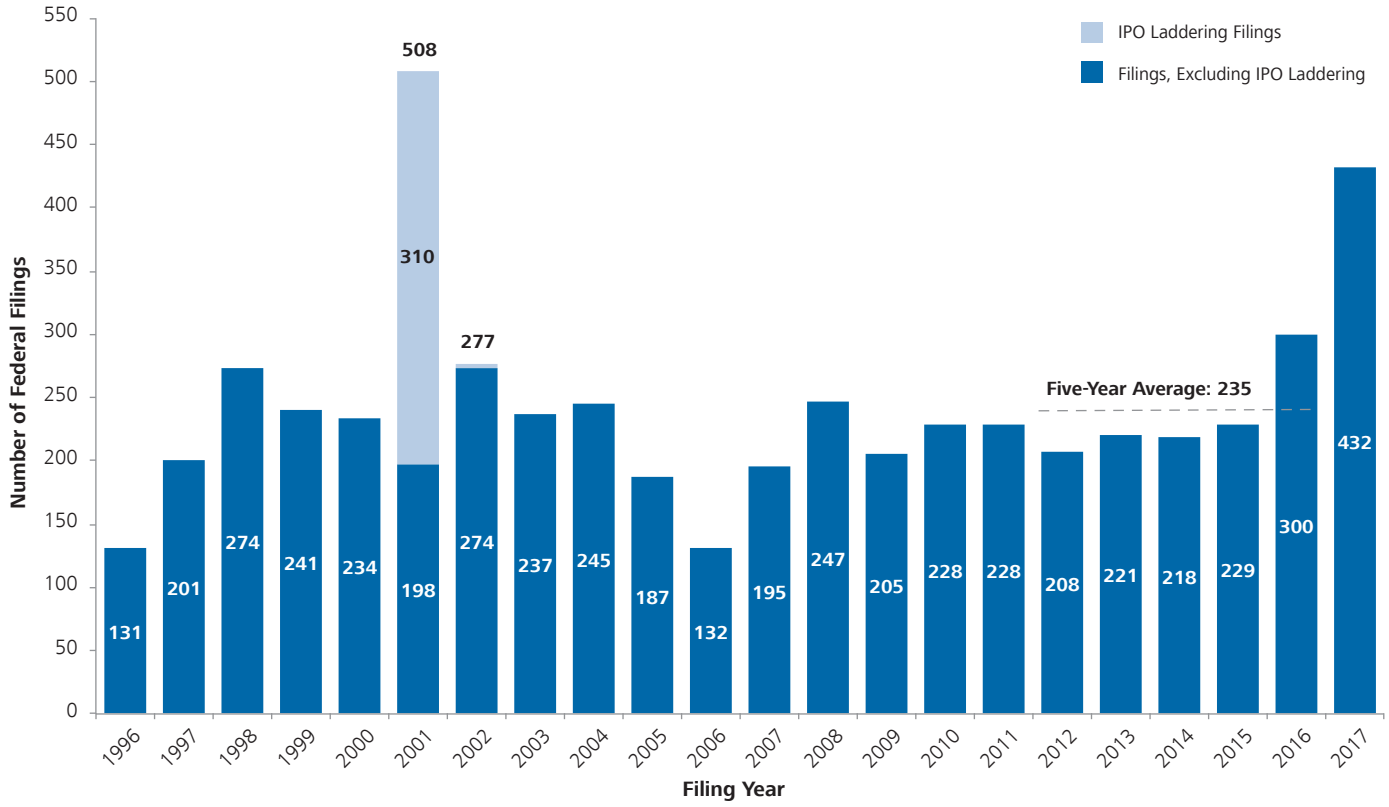
A record rate of case resolution was motivated by a more than 40% spike in dismissals and a 30% increase in settlements. Despite this, the value of settlements plunged to lows not seen since the early 2000s, stemming from a dearth of large or even moderate settlements. Due to an unprecedented rate of voluntary dismissals, nearly 16% of cases filed in 2017 alleging violations of Rule 10b-5, Section 11, or Section 12 were resolved by the end of the year.

Trends in Filings

Number of Cases Filed

There were 432 federal securities class actions filed in 2017, the third straight year of growth (see Figure 1). For the second year in a row, the filing rate was the highest seen since passage of the Private Securities Litigation Reform Act (PSLRA), with the exception of 2001 when an unusually high number of IPO laddering cases were filed. The number of filings was 44% higher in 2017 than 2016, marking the fastest rate of growth since 2007. The number of filings grew 89% over the past two years, a rate not seen since 1998. The level of 2017 filings was also well above the post-PSLRA average of approximately 244 cases per year, and 84% higher than the five-year average rate, continuing a departure from the generally stable filing rate since the aftermath of the 2008 financial crisis.

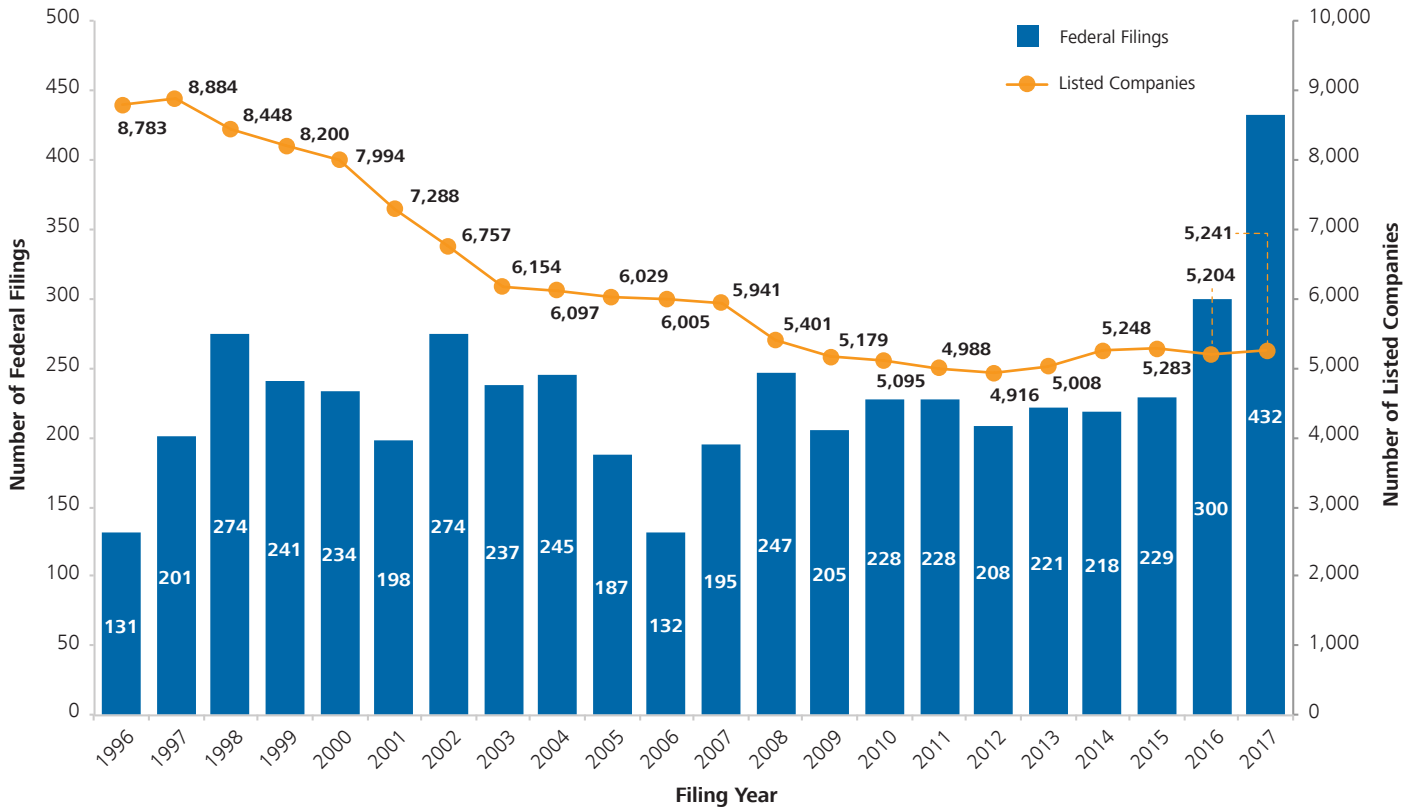
Figure 1. **Federal Securities Class Action Filings**
January 1996–December 2017



As of November 2017, there were 5,241 companies listed on the major US securities exchanges, including the NYSE and Nasdaq (see Figure 2). The 432 federal securities class action suits filed in 2017 involved approximately 8.2% of publicly traded companies, nearly double the rate of 2014, when fewer than 4.2% of companies were subject to a securities class action.

Contrasting with the uptick in listed firm counts over the past five years, the longer-term trend is toward fewer publicly listed companies. Since passage of the PSLRA in 1995, the number of publicly listed companies in the United States has steadily declined by about 3,500, or by more than 40%. Recent research attributed this decline to fewer new listings and an increase in delistings, mostly through mergers and acquisitions.[3]

Figure 2. **Federal Filings and Number of Companies Listed on US Exchanges**
January 1996–December 2017



Note: Listed companies include those listed on the NYSE and Nasdaq. Listings data from 2016 and 2017 were obtained from World Federation of Exchanges (WFE). The 2017 listings data is as of November 2017. Data for prior years was obtained from Meridian Securities Markets and WFE.

Despite the drop in the number of listed companies, the average number of securities class action filings over the preceding five years, of about 235 per year, is still higher than the average filing rate of about 216 over the first five years after the PSLRA went into effect. The long-term trend toward fewer listed companies, coupled with an increased rate of class actions, implies that the average probability of a listed firm being subject to such litigation has increased from 3.2% for the 2000–2002 period to 8.2% in 2017.

Over the past two years, the higher average risk of federal securities class action litigation has been driven by dramatic growth in merger-objection cases, which were previously filed much more often in various state courts, but are now less so, given recent rulings discouraging filings in those jurisdictions. Hence the increase in the average firm's litigation risk might be lower than is indicated above, especially given that the risk of merger-objection litigation is limited to those planning or engaged in M&A activity. The average probability of a firm being targeted by what is often regarded as a "standard" securities class action—one that alleges violations of Rule 10b-5, Section 11, and/or Section 12—was only 4.1% in 2017; higher than the average probability of 3.0% between 2000 and 2002.

Filings by Type

In 2017, each of the major filing types currently tracked in NERA's securities class action database experienced growth (see Figure 3). The continued near-record overall growth rate was driven by a more than doubling of merger-objection filings for the second consecutive year. Federal merger-objection filings typically allege a violation of Section 14(a), 14(d), and/or 14(e) of the Securities and Exchange Act of 1934, and/or a breach of fiduciary duty by managers of the firm being acquired. Filings of standard securities cases were up by 11% over 2016, the fifth consecutive year of steady growth and the longest expansion on record.

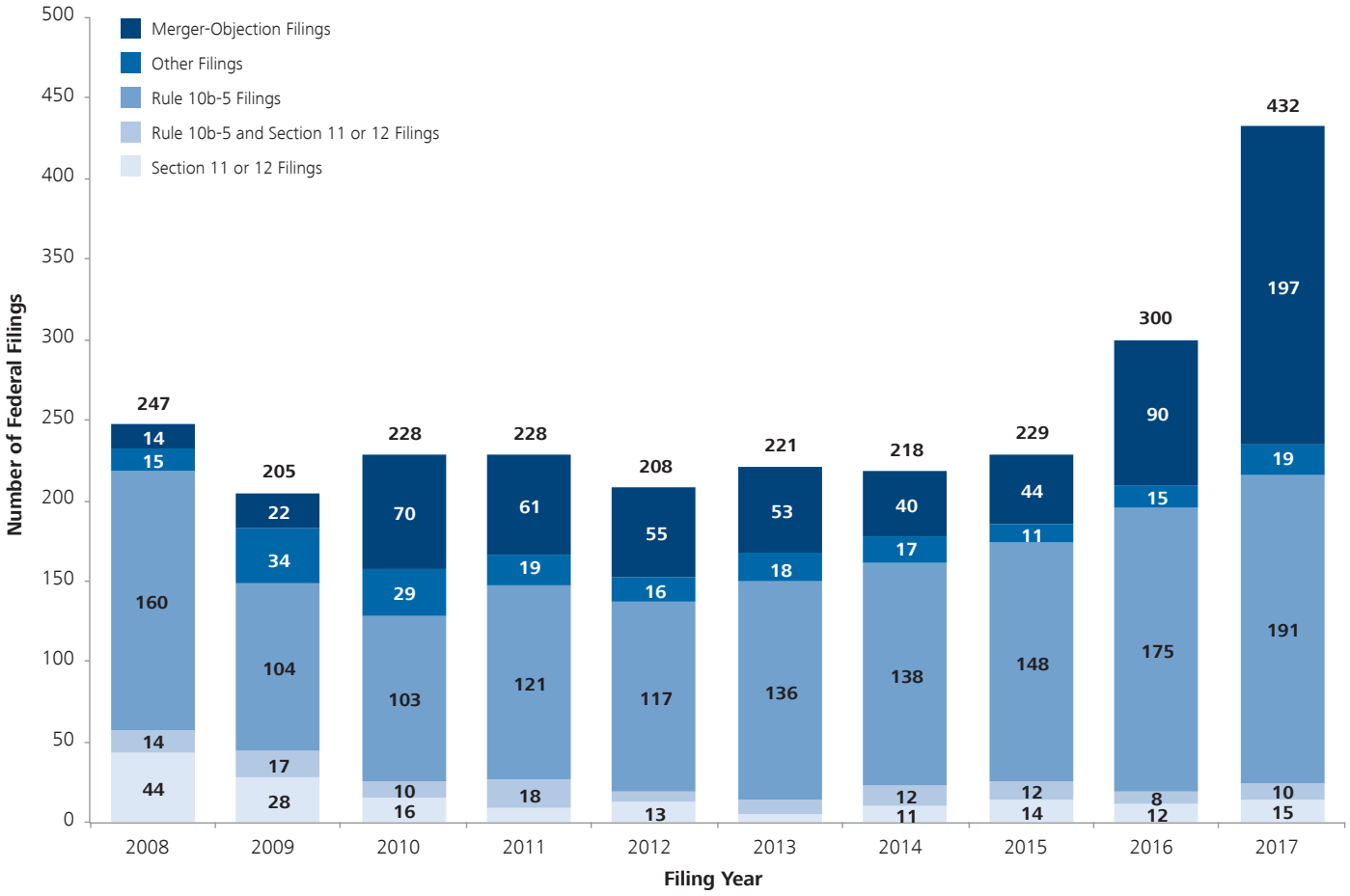
While standard filings still predominate in federal dockets, the 197 merger-objection cases constituted about 46% of all filings and were almost at parity with the 216 standard filings. The continued growth in merger objections likely stemmed from the filing of federal merger-objection suits that would have been filed in other jurisdictions but for various state-level decisions limiting "disclosure-only" settlements, with the most prominent of these being the 22 January 2016 *Trulia* decision in the Delaware Court of Chancery.[4]

Although aggregate merger-objection filings (including those at the state level) may correspond with the rate of merger and acquisitions, such deal activity does not appear to have historically been the primary driver of federal merger-objection filings over multiple years. The number of federal merger-objection filings generally fell between 2010 and 2015, despite increased M&A activity. The higher filing counts in 2016 and 2017 likely stemmed from trends in the choice of jurisdiction rather than trends in deal volume.[5]

On a quarterly basis, the filing of 90 standard cases in the first quarter of 2017 was two-thirds higher than in the fourth quarter of 2016 and the highest quarterly rate since 2001. Cases filed during the first quarter resembled filings over the remainder of the year. Coupled with slower filing rates in each of the latter three quarters, this may portend a slowdown in standard filings in early 2018.

Besides filings of standard cases and merger-objection cases, a variety of other filings rounded out 2017. Several filings alleged breaches of fiduciary duty (including cases regarding the safety of alternative investments and shareholder class rights), but we also saw filings related to alleged fraud in the sale of privately held securities in Uber, Inc.

Figure 3. **Federal Filings by Type**
January 2008–December 2017



Merger-Objection Filings

In 2017, federal merger-objection filings more than doubled for the second consecutive year (see Figure 4). While not matching the dramatic growth in filings in 2010, which did coincide with a doubling in M&A activity, the persistent increase in filings over the past two years overlapped with only marginal growth in M&A deal activity: a slowdown in 2016 was followed by a recovery in 2017.[6] Rather, the jurisdiction where cases were brought and the attributes of target firms imply that this trend, in part, reflects forum selection by plaintiffs.

Historically, state courts, rather than federal courts, have served as the primary forum for merger-objection cases.[7] Between 2010 and 2015, the slowdown in federal merger-objection filings largely mirrored the slowdown in multi-jurisdiction litigation, such as merger objections filed in multiple state courts. This trend, according to researchers, may be due to the increased use and effectiveness of forum selection corporate bylaws that limit the ability of plaintiffs to file claims outside of stipulated jurisdictions.[8]

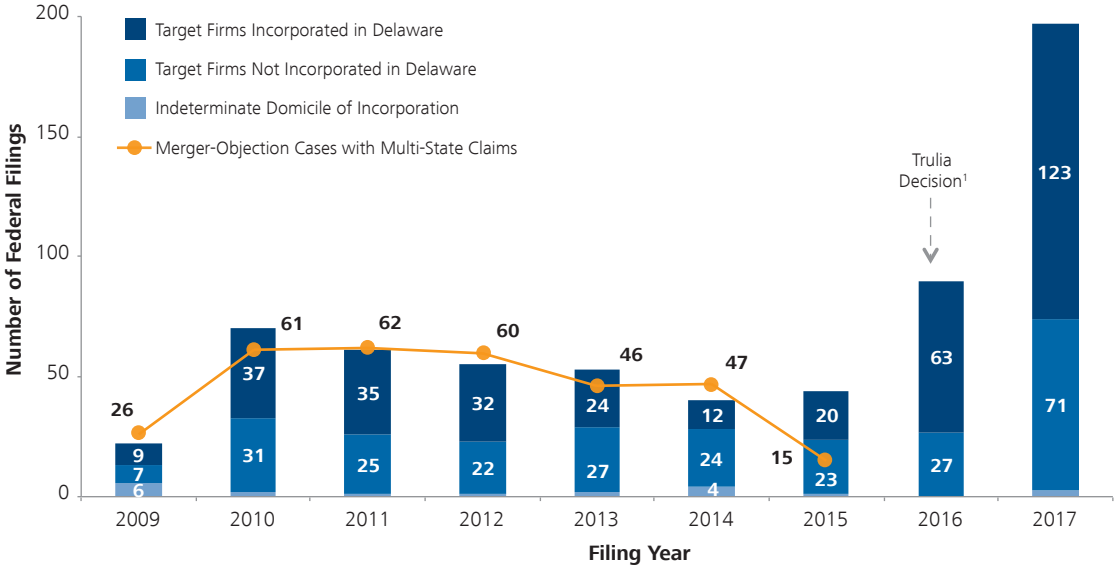
The increased adoption of forum selection bylaws coincided with various state court decisions in 2015 and 2016, particularly those against "disclosure-only" settlements, including the *Trulia* decision handed down by the Delaware Court of Chancery on 22 January 2016.[9] Prior to the *Trulia* decision, the Delaware Court of Chancery attracted about half of eligible merger-objection cases.

Research suggested that the *Trulia* decision would drive merger objections to alternative jurisdictions, such as federal courts.[10] This prediction has largely been borne out thus far. In 2016, more than 90% of the growth in federal merger-objection cases was associated with firms incorporated in Delaware. In 2017, firms incorporated in Delaware accounted for more than half of the annual growth in filings. The 2017 increase in federal filings targeting firms incorporated in Delaware was concentrated in the Third Circuit (of which Delaware is part), where 28% of merger objections were filed, and the Ninth Circuit, where 22% of such cases were filed.

Whether the movement of merger-objection suits out of Delaware persists will likely depend on the extent to which other jurisdictions adopt the Delaware Court of Chancery's lead on disclosure-only settlement disapproval, as well as on the rate of corporate adoption of forum selection bylaws.[11] In the latter part of 2016, the Seventh Circuit ruled against a disclosure-only settlement in *In re: Walgreen Co. Stockholder Litigation*.[12] Unsurprisingly, the proportion of merger objections filed in the Seventh Circuit fell by more than 60% in 2017 versus 2016. In 2017, merger-objection cases filed in the Seventh Circuit were dismissed at nearly double the rate of other circuits.

In 2017, 71 federal merger-objection filings targeted firms not incorporated in Delaware, up from 27 in 2016. A quarter of the growth involved firms incorporated in Maryland and Minnesota, cases that made up nearly half of all merger objections targeting non-Delaware firms filed in the Fourth and Eighth Circuits. After Delaware, firms incorporated in Maryland were most frequently targeted in federal merger objections in both 2016 and 2017. This followed a 2013 decision in Maryland State Circuit Court rejecting a request for attorneys' fees in a disclosure-only settlement.[13]

Figure 4. **Federal Merger-Objection Filings and Merger-Objection Cases with Multi-State Claims**
January 2009–December 2017



Notes: Counts of merger-objection cases with multi-state claims based on data obtained from Matthew Cain and Steven Solomon, "Takeover Litigation in 2015," Berkeley Center for Law, Business and the Economy, 14 January 2016. Data on multi-state claims unavailable for 2016 or 2017. State of incorporation obtained from the Securities and Exchange Commission.

[1] *In re Trulia, Inc. Stockholder Litigation*, C.A. No. 10020-CB (Del. Ch. Jan. 22, 2016).

Filings Targeting Foreign Companies

Foreign companies continued to be disproportionately targeted in "standard" securities class actions in 2017.[14] Despite making up a relatively stable share of listings, foreign companies' share of filings increased for a fourth consecutive year and such filings made up more than a quarter of all standard filings (see Figure 5).

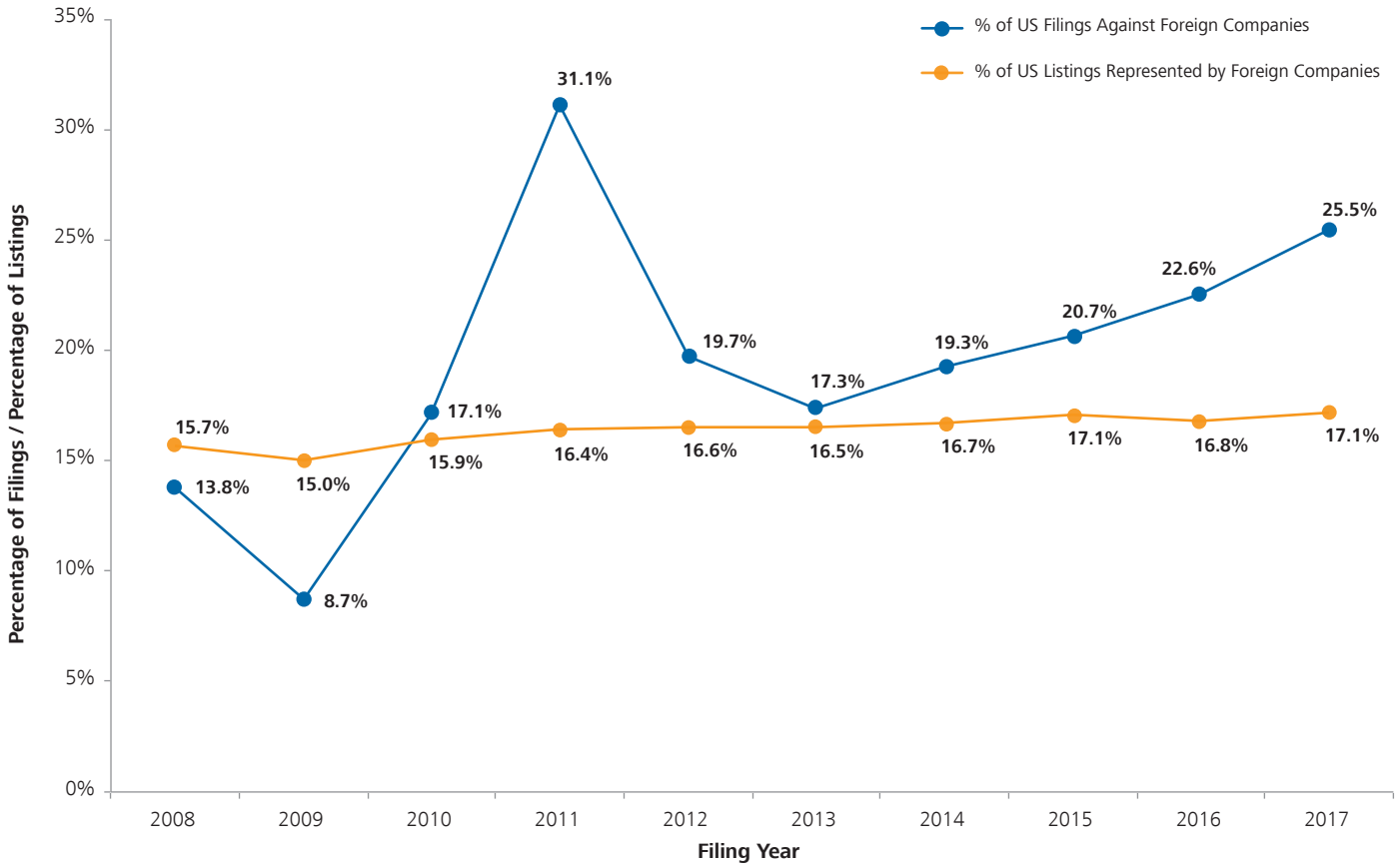
In 2017, there were 55 standard filings against foreign companies, a 25% increase over 2016 and more than a 50% increase over 2015. Recent growth in filings has been driven by alleged regulatory violations. The number of such cases increased by more than 80% in 2017, which followed more than a 50% increase in 2016. In 2017, more than a third of filings against foreign companies alleged regulatory violations.

Filings against foreign companies spanned several economic sectors, with more than 20% targeting firms in the Health Technology and Services Sector (down from more than 25% in 2016). Half of filings against companies in this sector alleged regulatory violations. Over the last five years, the percentage of filings against foreign companies in the Electronic Technology and Technology Services Sector has persistently fallen, from more than 30% of all filings in 2013 to about 8% in 2017.

In 2011, a record 31% of filings targeted foreign companies, mostly due to a surge in litigation against Chinese companies, which was mainly related to a proliferation in so-called *reverse mergers* years earlier. A reverse merger is one whereby a company orchestrates a merger with a publicly traded company listed in the US, thereby enabling access to US capital markets without going through the process of obtaining a new listing.

Merger-objection claims infrequently target foreign companies.[15] In 2017, there were four merger-objection claims against foreign companies (up from two in 2016). These represent 2% of all merger objections, and about 7% of all filings against foreign companies.

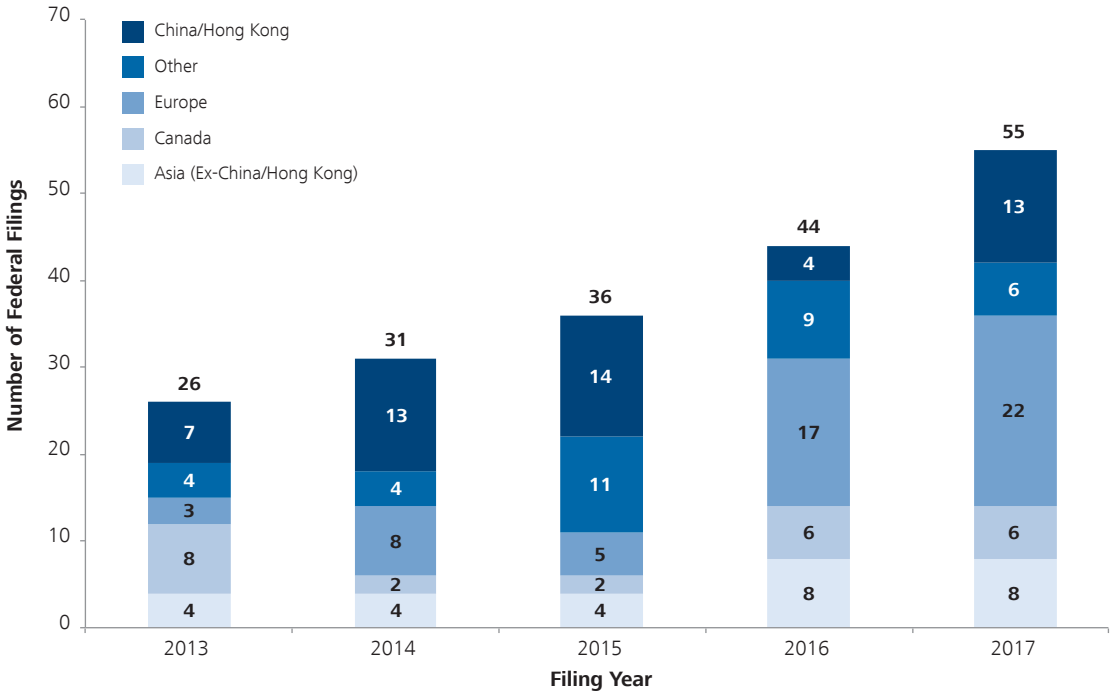
Figure 5. **Foreign Companies: Share of Filings and Share of Companies Listed on US Exchanges**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
January 2008–December 2017



Note: Foreign company status based on country of principal executive offices.

Geographically, growth in standard filings against foreign companies in 2017 was driven by claims against European and Chinese firms (see Figure 6). The number of filings against European firms grew for the second consecutive year, while claims against Chinese firms were resurgent. Over the past five years, filings targeting European firms have overtaken those against Chinese firms. This may be due to a recent tendency for Chinese companies to delist from US exchanges and relist their shares in Chinese markets, which historically have had higher relative valuations.[16] In addition to reducing the overall count of listed Chinese companies in the United States, such a relisting mechanism is more likely to be taken advantage of by firms with relatively weak accounting or disclosure practices.

Figure 6. **Filings Against Foreign Companies**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12 by Region
January 2013–December 2017



Note: Foreign company status based on country of principal executive offices.

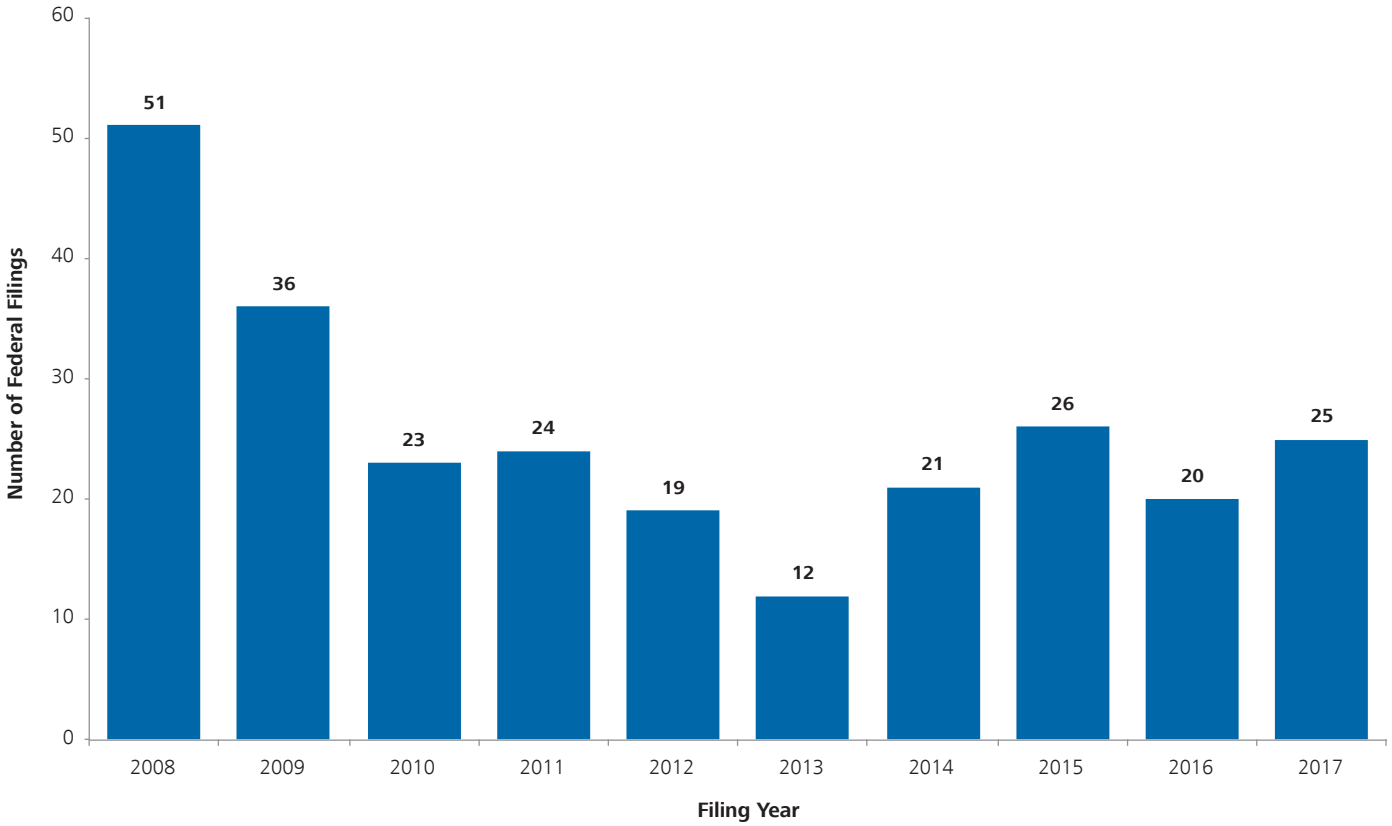
Section 11 Filings

There were 25 federal filings alleging violations of Section 11 in 2017 (see Figure 7). This is approximately the average rate since 2014, a year described by the *Financial Times* as a "bumper IPO year" that precipitated an uptick in Section 11 filings.[17] IPO activity has since declined, falling by more than 40% between 2014 and 2017.[18]

In 2017, Section 11 filings, which spanned multiple economic sectors, were concentrated in the Second and Third Circuits. Filings in the Ninth Circuit were proportionally underrepresented in 2017, accounting for about 60% of the average proportion since 2008.

While potentially just an anomaly, the slowdown in Section 11 litigation in the Ninth Circuit may stem from plaintiffs' filing Section 11 claims in California state courts, perceived as being relatively plaintiff-friendly, in lieu of federal courts.[19] Two factors may reverse this trend in coming years. First, several firms have recently required that Section 11 claims be filed in federal courts.[20] Second, on 27 June 2017, the US Supreme Court granted certiorari in *Cyan, Inc. v. Beaver County Employees Retirement Fund*, to decide whether state courts have jurisdiction over class actions with claims under the Securities Act of 1933, including Section 11 claims.[21]

Figure 7. **Federal Section 11 Filings**
January 2008–December 2017



Aggregate NERA-Defined Investor Losses

In addition to the number of cases filed, we also consider the total potential size of these cases using a metric we label "NERA-defined Investor Losses."

NERA's Investor Losses variable is a proxy for the aggregate amount that investors lost from buying the defendant's stock, rather than investing in the broader market during the alleged class period. Note that the Investor Losses variable is not a measure of damages because any stock that underperforms the S&P 500 would have Investor Losses over the period of underperformance; rather, it is a rough proxy for the relative size of investors' potential claims. Historically, Investor Losses have been a powerful predictor of settlement size. Investor Losses can explain more than half of the variance in the settlement values in our database.

We do not compute NERA-defined Investor Losses for all cases included in this publication. For instance, class actions in which only bonds and not common stock are alleged to have been damaged are not included. The largest excluded groups are IPO laddering cases and merger-objection cases.

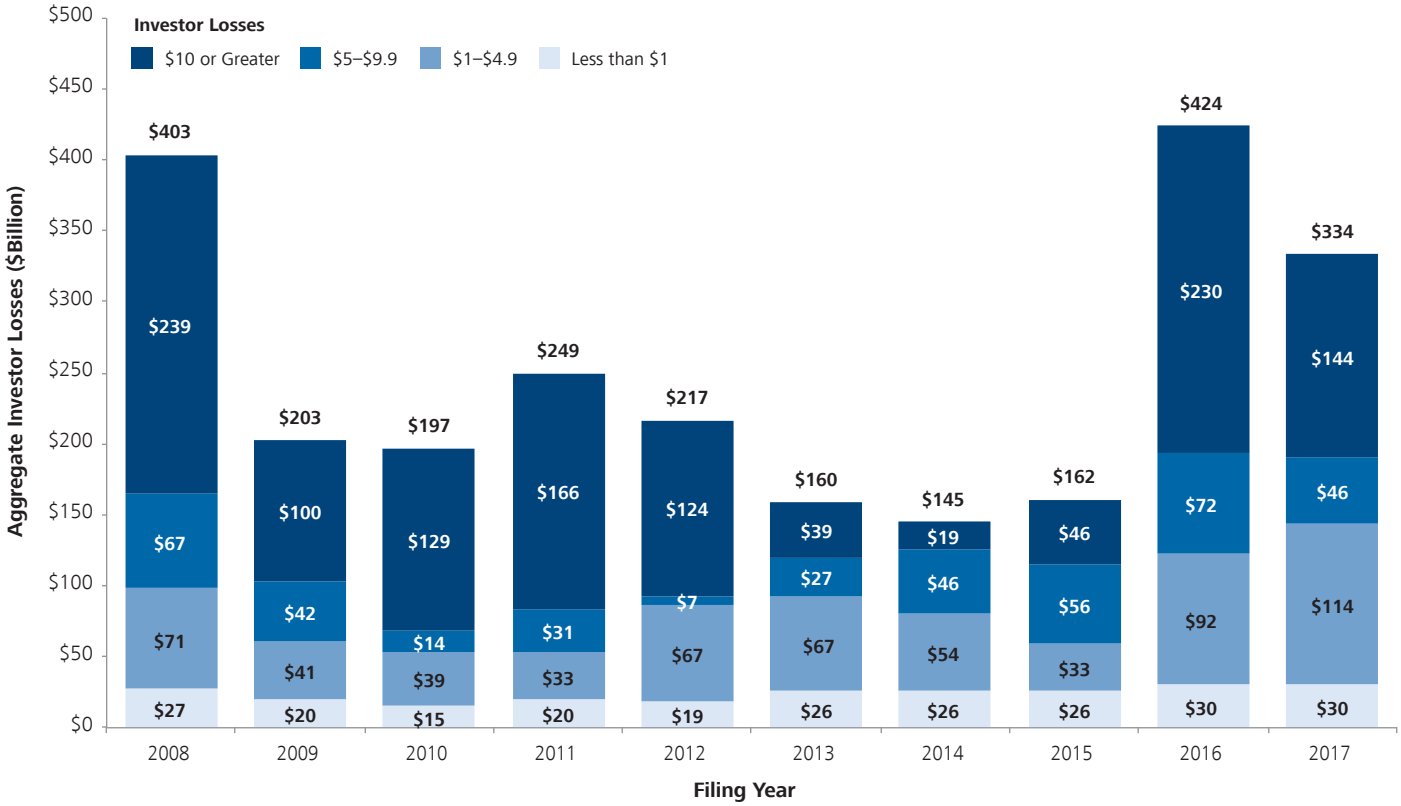
In 2017, aggregate NERA-defined Investor Losses (a measure of case size) was $334 billion; 50% more than the five-year average of $222 billion (see Figure 8). The increase in total case size since 2015 was due to a tripling of filings with Investor Losses between $1 billion and $5 billion, and a jump in filings with very large Investor Losses (over $10 billion).

Although down from the 2016 record, 2017 marked the second year in a row since 2008 in which NERA-defined Investor Losses exceeded $300 billion. Like in 2016, the high level of Investor Losses in 2017 stemmed from the number and size of filings claiming regulatory violations (i.e., those alleging a failure to disclose a regulatory issue), which totaled $163 billion. Five of the eight cases in the largest strata of Investor Losses alleged regulatory violations.

A considerable share of NERA-defined Investor Losses in 2016 were tied to two major industrial antitrust investigations. The fact that these were one-off events suggested that aggregate case size would fall back considerably in 2017.[22] Although total Investor Losses did decline in 2017, the metric was still more than double that of 2015 due to more filings (especially of cases with $1 to $5 billion in Investor Losses), and, in particular, more regulatory filings. This indicates that filings alleging regulatory violations, which tend to have higher Investor Losses, are becoming more broadly based and potentially a stronger driver of Investor Losses going forward. Details of filings alleging regulatory violations are discussed in the *Allegations* section below.

Excluding regulatory claims, aggregate NERA-defined Investor Losses were $171 million, down from $262 million in 2016. Notable cases with very large Investor Losses that did not allege regulatory violations included a data breach case against Yahoo! Inc. and a case against Facebook, Inc. related to disclosure of customer video screening times.

Figure 8. **Aggregate NERA-Defined Investor Losses ($Billion)**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
January 2008–December 2017



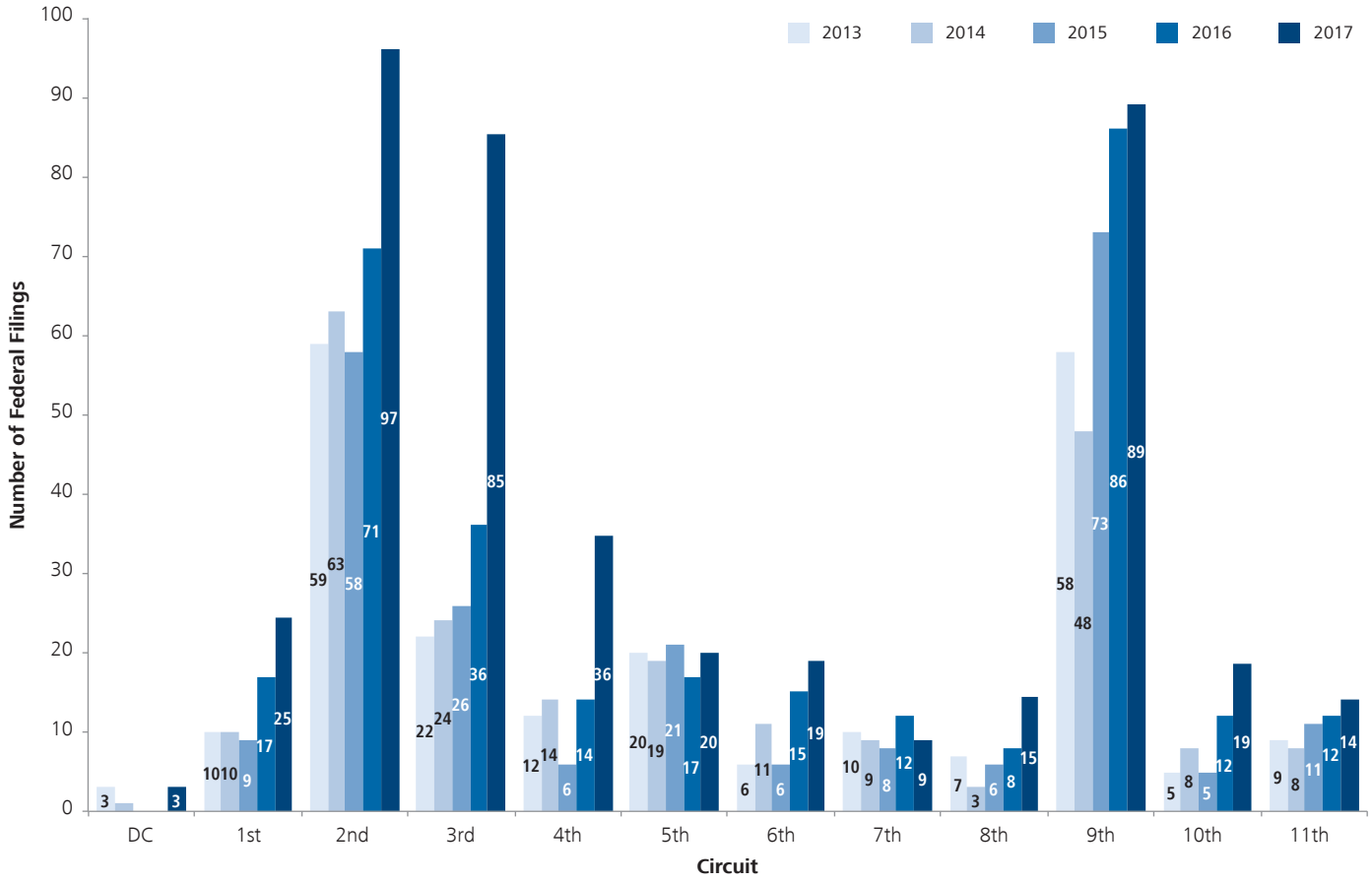
Filings by Circuit

In 2017, filings increased in every federal circuit except the Seventh Circuit, primarily due to the jump in federal merger-objection cases (see Figure 9). Although the Second and Ninth Circuits continued to have the most filings, rapid growth in merger objections accounted for the vast majority of filings in the First, Third, and Fourth Circuits, with filings more than doubling in the Third and Fourth Circuits.

Excluding merger objections, filings in the Second Circuit grew by a third to 84, contrasting with the Ninth Circuit, in which non-merger-objection filings fell by 12% to 51. As in the past, non-merger-objection filings in the Ninth Circuit were dominated by claims against firms in the Electronic Technology and Technology Services Sector. There was also a 60% jump in non-merger-objection cases in the Third Circuit. As in the past, the Third Circuit was subject to a disproportionate number of claims in the Health Technology and Services Sector (despite a general slowdown in such filings). This was mostly driven by the fact that the Third Circuit has a higher proportion of firms in the Pharmaceutical Preparations industry (SIC code 2834), an industry that dominates filings in Health Technology and Services Sector.[23]

The number of merger-objection filings quadrupled in the Third Circuit, which includes Delaware. However, acceleration in the number of such filings was greatest in the Eighth Circuit, where the sharpest increase was seen among firms incorporated in Minnesota. The Seventh Circuit is the only circuit where merger-objection filings fell, which follows its 2016 ruling against disclosure-only settlements.[24] Despite remarkable growth in merger objections in certain circuits, it may be too early to identify the circuits that would be most likely to accommodate such filings. Rather, growth in merger-objection filings at the circuit level is likely more reflective of opposition to such filings at the state level.

Figure 9. **Federal Filings by Circuit and Year**
January 2013–December 2017



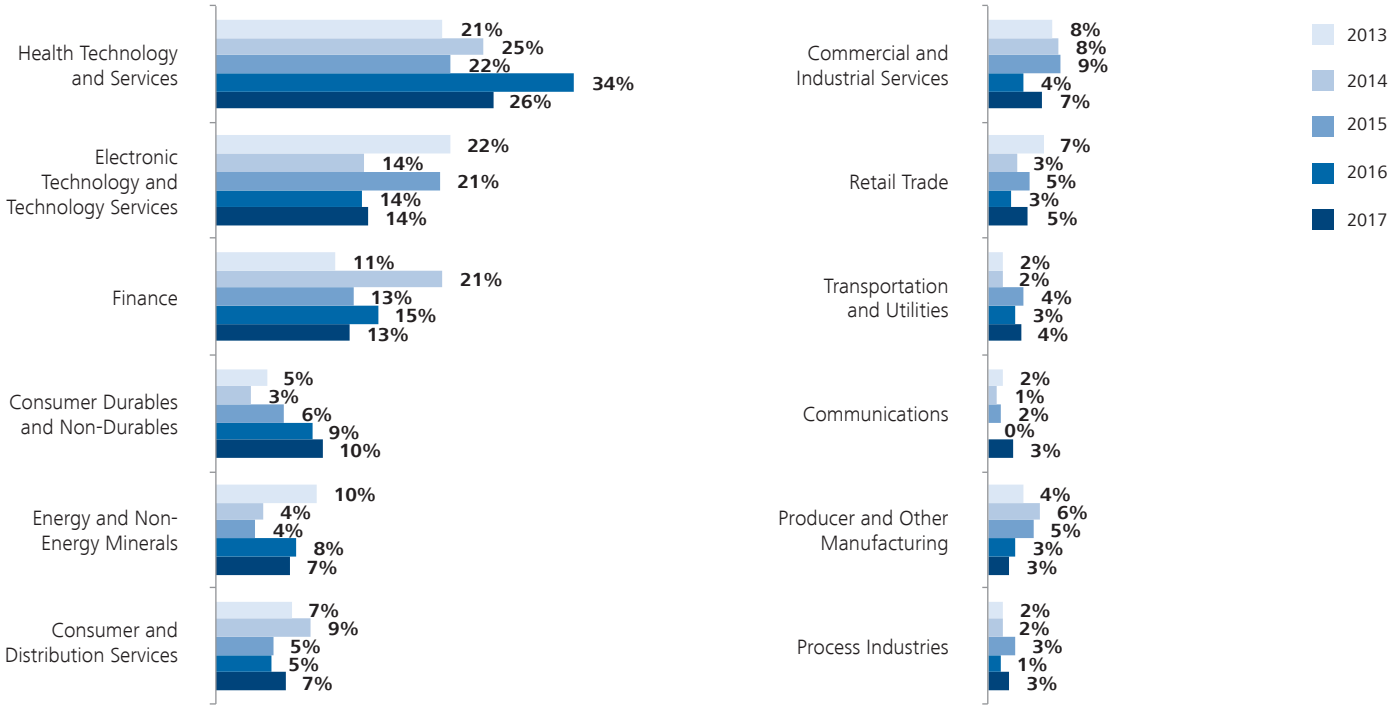
Filings by Sector

In 2017, filing counts were highest in the three historically dominant sectors, which include firms involved in health care, technology, and financial services (see Figure 10). However, the share of filings in these sectors fell from 63% in 2016 to 53% in 2017.

Claims against firms in the Health Technology and Services Sector were again dominated by filings against firms in the Pharmaceutical Preparations industry (SIC code 2834), which constituted about 63% of filings in the sector. A rise in the number of filings against firms in the Commercial and Industrial Services Sector coincided with an increase in filings alleging regulatory violations and misleading future performance, both of which targeted firms in that sector.

Of industries with more than 25 publicly traded companies, the industry with the highest percentage of US companies targeted by litigation was the Motor Vehicles and Equipment industry (SIC 371), where 10% of firms were targeted. Nine percent of firms in the Telephone Communications industry (SIC 481) faced litigation, while more than 8% of firms in the Drugs industry (SIC 283) were targeted. Due to alleged manipulative financing schemes by Kalani Investments Limited affecting multiple Greek shipping companies, filings targeted 8% of firms in the Deep Sea Foreign Transport of Freight industry (SIC 441).

Figure 10. **Percentage of Federal Filings by Sector and Year**
Excluding Merger-Objection Cases
January 2013–December 2017



Note: This analysis is based on the FactSet Research Systems Inc. economic sector classification. Some of the FactSet economic sectors are combined for presentation.

Allegations

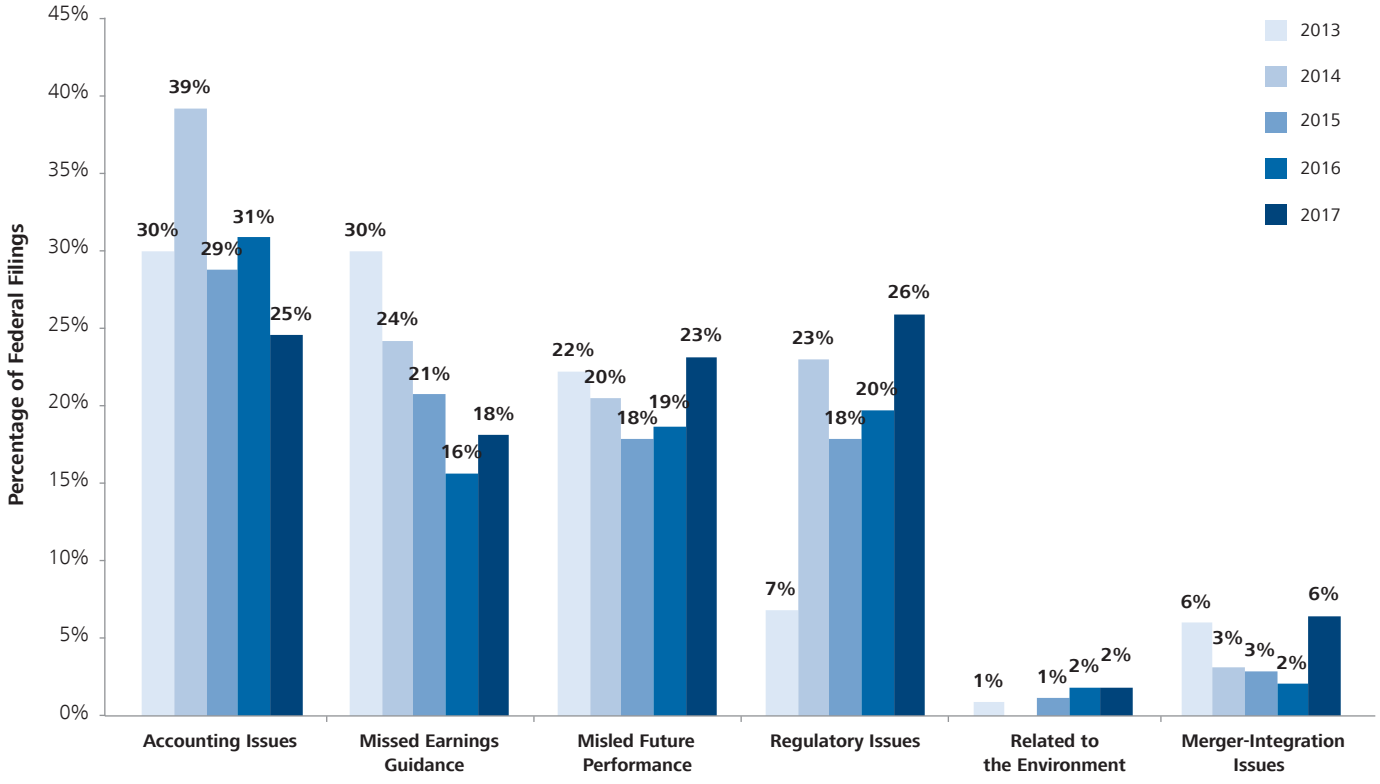
In 2017, the number of cases alleging regulatory violations increased for the second consecutive year (see Figure 11). The filing of 56 regulatory cases was 43% higher than 2016, and accounted for about 26% of standard filings in 2017. Such cases accounted for a total of $163.2 billion in NERA-defined Investor Losses, or nearly half of the 2017 total, compared with $161.7 billion in Investor Losses in 2016, or about 38% of the 2016 total.

In 2017, we witnessed the filing of large cases alleging regulatory violations that spanned multiple industries. In 2016, two widespread investigations into two industries accounted for nearly 80% of NERA-defined Investor Losses tied to regulatory violations (about $127 billion).[25] However, in 2017, not only did cases alleging regulatory violations account for more Investor Losses, but those Investor Losses were distributed across more cases and industries. Median NERA-defined Investor Losses for regulatory cases were also higher, increasing from $250 million over the 2014-2015 period to $1.05 billion over the 2016-2017 period. The largest regulatory cases involved several industries and included allegations related to safety recalls, emissions defeat devices, customer account creation, and antitrust violations.

The number of filings alleging misleading future performance rose for the second consecutive year. Such allegations are more frequent in the Health Technology and Services Sector, and particularly in the Pharmaceutical Preparations industry (SIC code 2834), which sees many cases related to drug development.

Most complaints include a wide variety of allegations, not all of which are depicted here. Due to multiple types of allegations in complaints, the same case may be included in multiple categories.

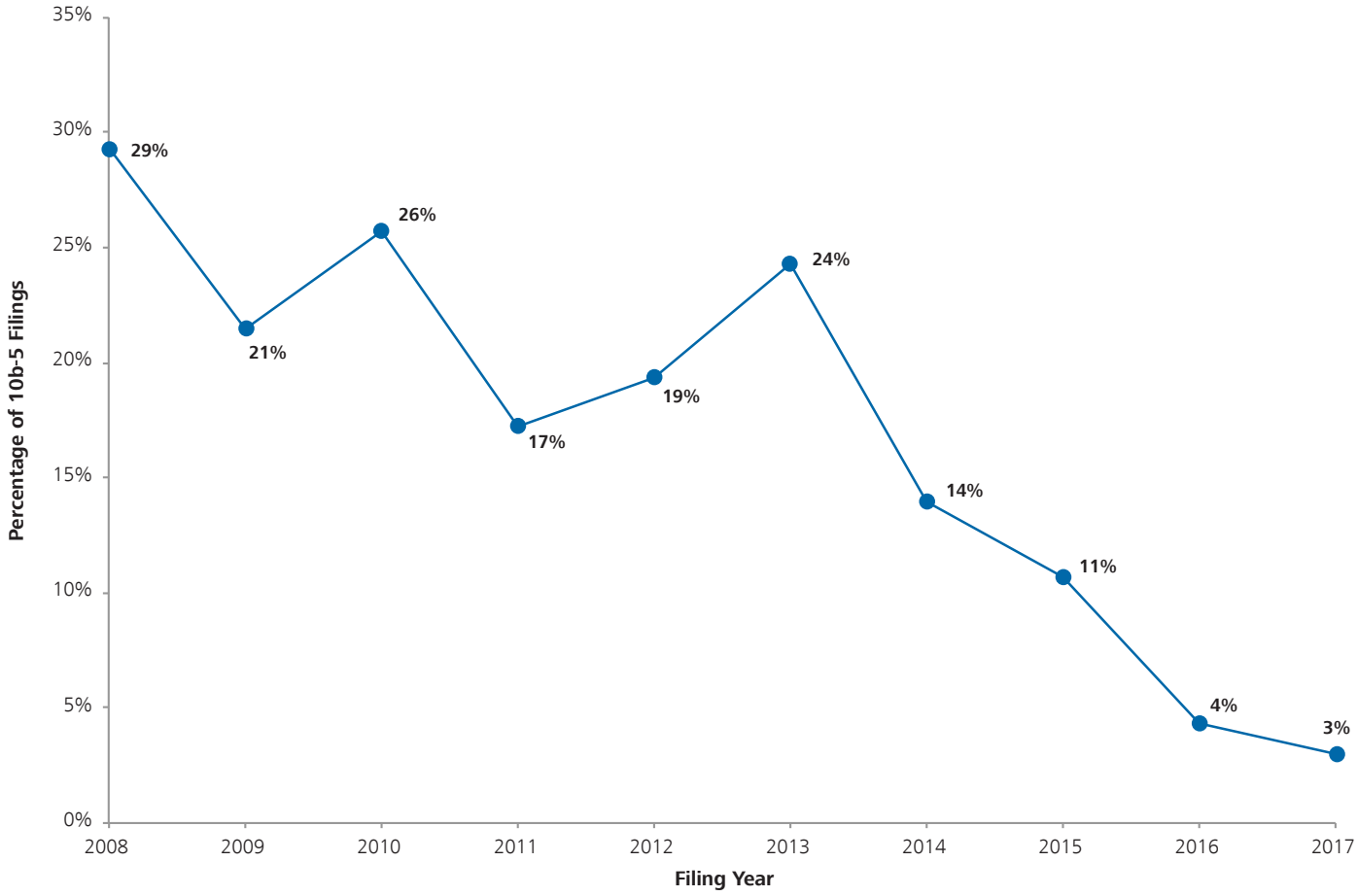
Figure 11. **Types of Misrepresentations Alleged**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
January 2013–December 2017



Alleged Insider Sales

The percentage of Rule 10b-5 class actions that alleged insider sales continued to decrease in 2017, dropping to 3% and marking a fourth consecutive record low (see Figure 12). Cases alleging insider sales were more common in the aftermath of the financial crisis, when a quarter of filings included insider trading claims. In 2005, half of Rule 10b-5 class actions filed included such claims.

Figure 12. **Percentage of Rule 10b-5 Filings Alleging Insider Sales by Filing Year**
January 2008–December 2017



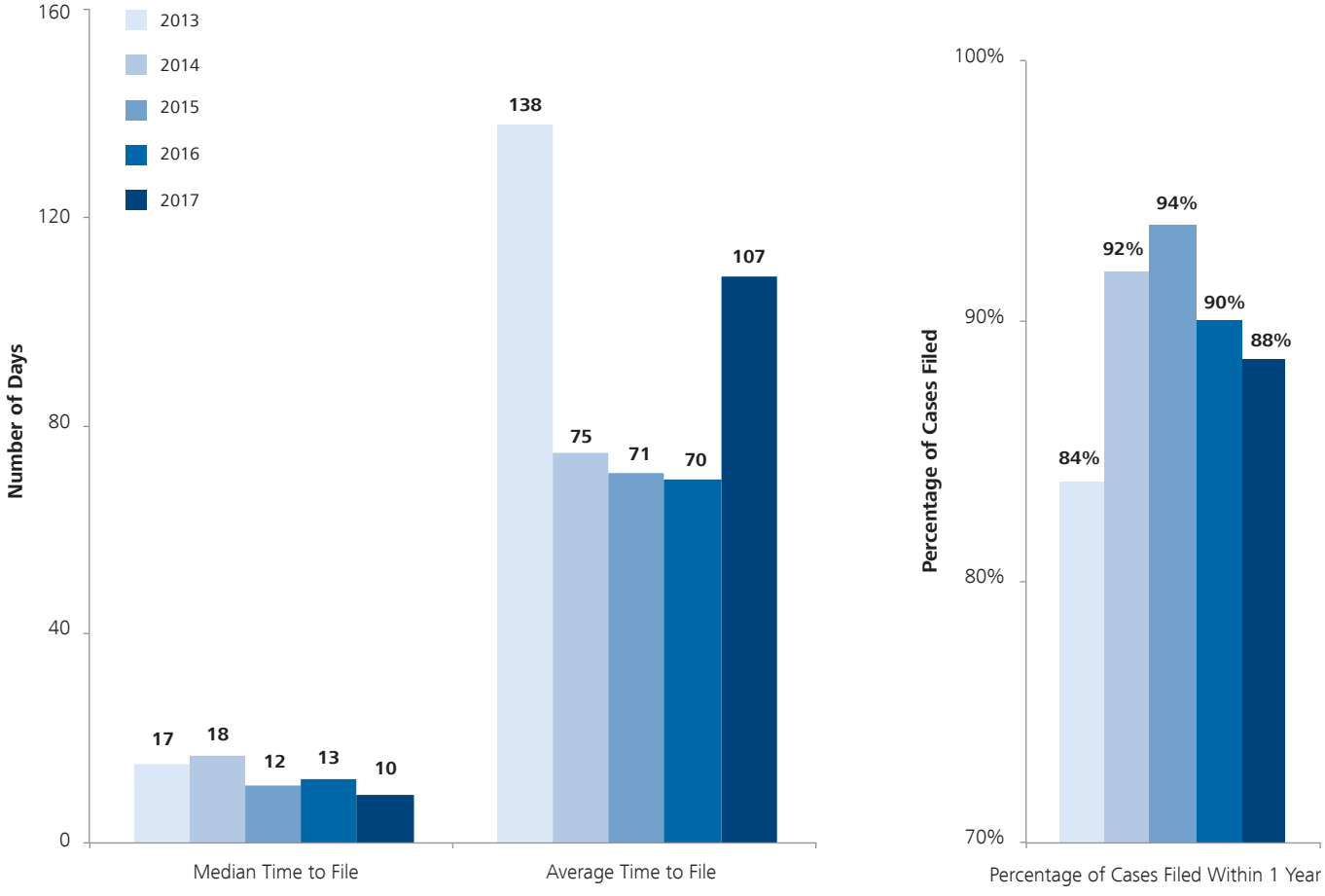
Time to File

The term "time to file" denotes the time that has elapsed between the end of the alleged class period and the filing date of the first complaint. Figure 13 illustrates how the median time and average time to file (in days) have changed over the past five years.

The median time to file fell to a record low of 10 days in 2017, indicating that it took 10 days or less to file a complaint in 50% of cases. This shows a lower frequency of cases with long periods of time between when an alleged fraud was revealed and the filing of a related claim. While the median time to file continued to drop, the average time was affected by 10 cases with very long filing delays. One case against Rio Tinto, regarding the valuation of mining assets in Mozambique, took more than 4.5 years to file and boosted the average time to file by nearly 9%.[26]

Despite the small minority of cases with very long times to file, the data generally point toward a lower incidence of cases with long periods between the date of discovery of an alleged fraud and the date when a related claim is filed.

Figure 13. **Time to File Rule 10b-5 Cases from End of Alleged Class Period to File Date**
January 2013–December 2017



Note: Excludes cases where the alleged class period could not be unambiguously determined.

Analysis of Motions

NERA's statistical analysis has found robust relationships between settlement amounts and the stage of the litigation at which settlements occur. We track filings and decisions on three types of motions: motion to dismiss, motion for class certification, and motion for summary judgment. For this analysis, we include securities class actions in which purchasers of common stock are part of the class and in which a violation of Rule 10b-5, Section 11, or Section 12 is alleged.

As shown in the below figures, we record the status of any motion as of the resolution of the case. For example, a motion to dismiss which had been granted but was later denied on appeal is recorded as denied, even if the case settles without the motion being filed again.

Motions for summary judgment were filed by defendants in 7.5%, and by plaintiffs in only 2.2%, of the securities class actions filed and resolved over the 2000–2017 period, among those we tracked.[27]

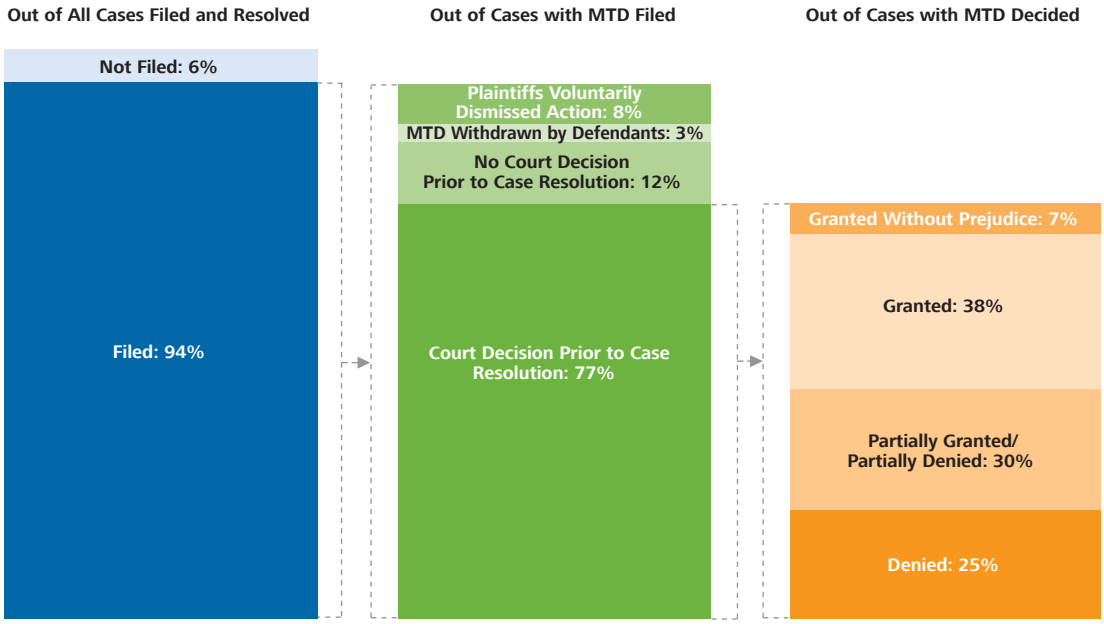
Outcomes of motions to dismiss and motions for class certification are discussed below.

Motion to Dismiss

A motion to dismiss was filed in 94% of the securities class actions tracked. However, the court reached a decision on only 77% of the motions filed. In the remaining 23% of cases in which a motion to dismiss was filed, either the case resolved before a decision was reached, plaintiffs voluntarily dismissed the action, or the motion to dismiss itself was withdrawn by defendants (see Figure 14).

Out of the motions to dismiss for which a court decision was reached, the following three outcomes capture all of the decisions: granted with or without prejudice (45%), granted in part and denied in part (30%), and denied (25%).

Figure 14. **Filing and Resolutions of Motions to Dismiss**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
Excluding IPO Laddering Cases
Cases Filed and Resolved January 2000–December 2017

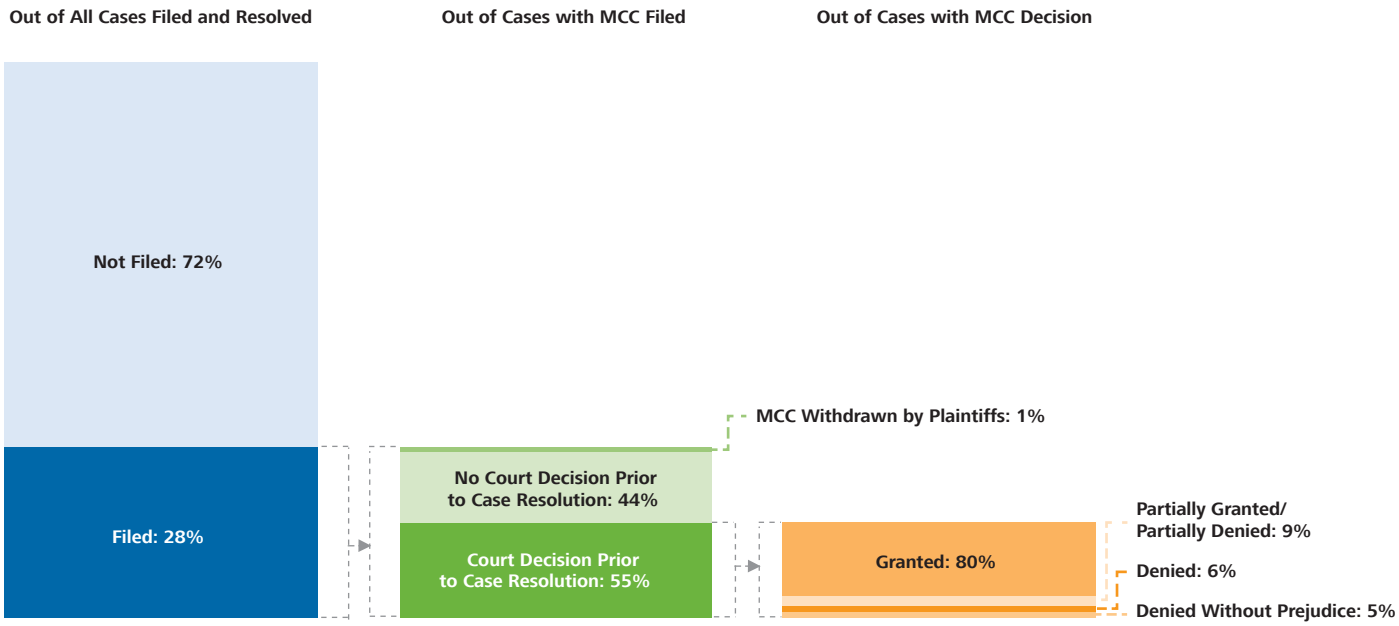


Note: Includes cases in which holders of common stock are part of the class.

Motion for Class Certification

Most cases were settled or dismissed before a motion for class certification was filed: 72% of cases fell into this category. Of the remaining 28%, the court reached a decision in only 55% of the cases in which a motion for class certification was filed. Overall, only 15% of the securities class actions filed (or 55% of the 28%) reached a decision on the motion for class certification (see Figure 15). According to our data, 89% of the motions for class certification that were decided were granted in full or partially.

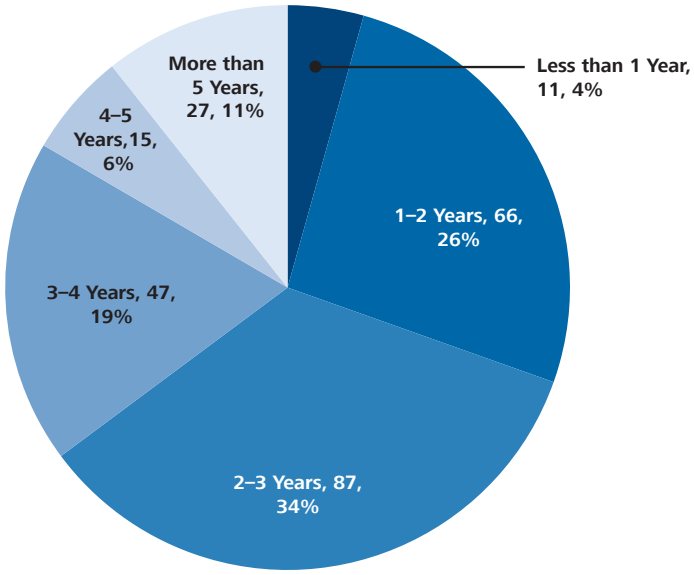
Figure 15. **Filing and Resolutions of Motions for Class Certification**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
Excluding IPO Laddering Cases
Cases Filed and Resolved January 2000–December 2017



Note: Includes cases in which holders of common stock are part of the class.

Approximately 65% of the decisions handed down on motions for class certification were reached within three years from the original filing date of the complaint (see Figure 16). The median time was about 2.5 years.

Figure 16. **Time from First Complaint Filing to Class Certification Decision**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
Excluding IPO Laddering Cases
Cases Filed and Resolved January 2000–December 2017



Note: Includes cases in which holders of common stock are part of the class.

Trends in Case Resolutions

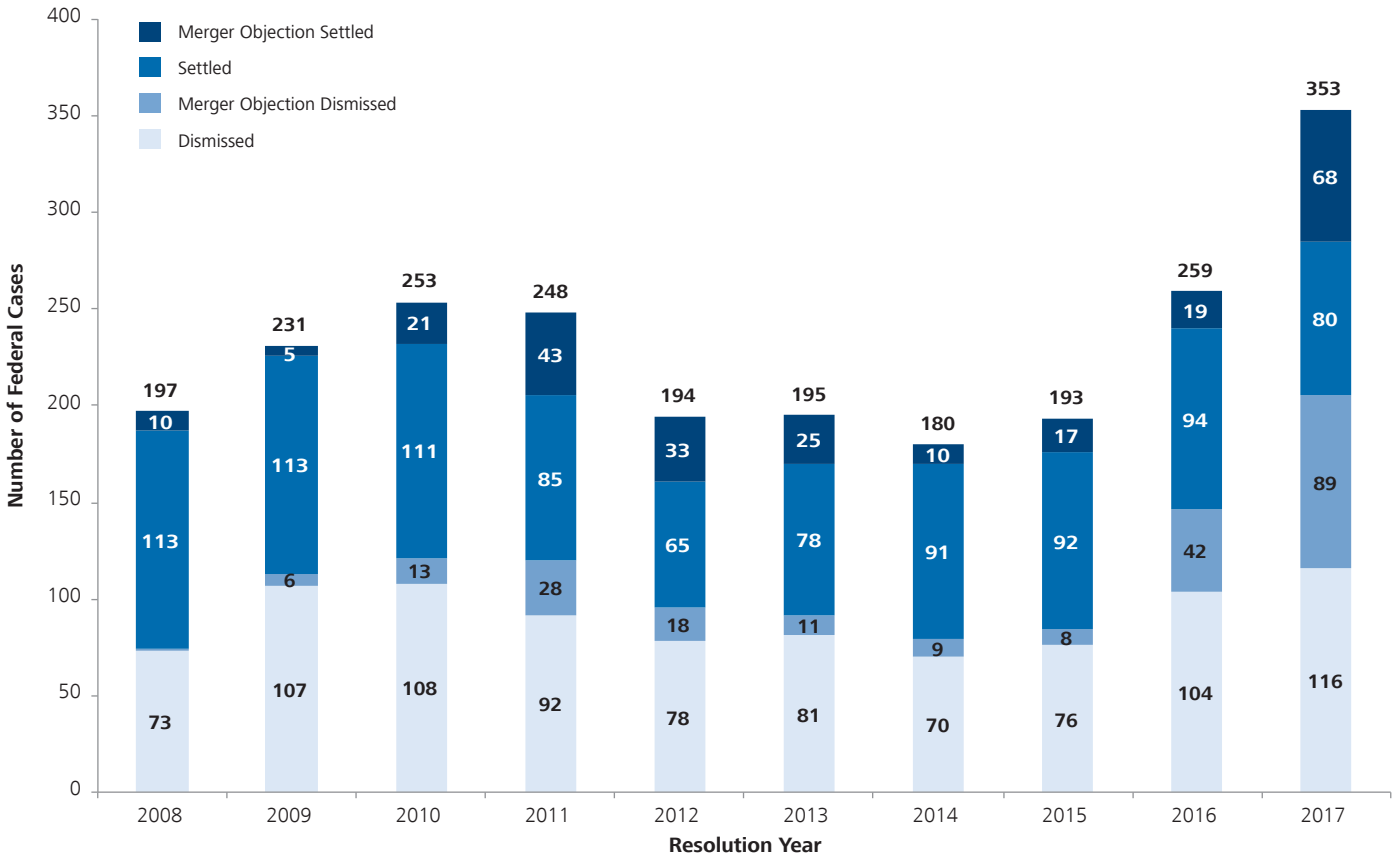
Number of Cases Settled or Dismissed

In 2017, 353 securities class actions were resolved, which is a post-PSLRA record high (see Figure 17). Of those, 148 cases settled, approaching the record 150 in 2007. The number of settlements was up by more than 30% over 2016, when 113 cases settled. A record 205 cases were dismissed in 2017, which marked the second consecutive year (and second year since the PSLRA became law) in which more cases were dismissed than settled. More than 40% of cases dismissed in 2017 were done so within a year of filing, the fastest pace since the passage of the PSLRA.

As with filings of securities class actions, case resolution statistics were affected by the surge in federal merger-objection cases. Merger objections made up 30% of all active cases during 2017, but constituted 43% of dismissals and 46% of settlements.[28] Moreover, of merger-objection cases dismissed in 2017, 89% were done so within one year of filing, compared with 29% for non-merger-objections cases.[29]

Beside merger-objection cases, most securities class actions in NERA's database allege violations of Rule 10b-5, Section 11, and/or Section 12, and are often regarded as "standard" securities class actions.[30] There were 116 dismissals of such cases in 2017, a record high. Contrasting with the record high number of dismissals, only 80 cases settled, near the 2012 record post-PSLRA low. In 2017, settlements of non-merger-objection cases constituted less than 41% of all case resolutions, a post-PSLRA low.

Figure 17. **Number of Resolved Cases: Dismissed or Settled**
January 2008–December 2017



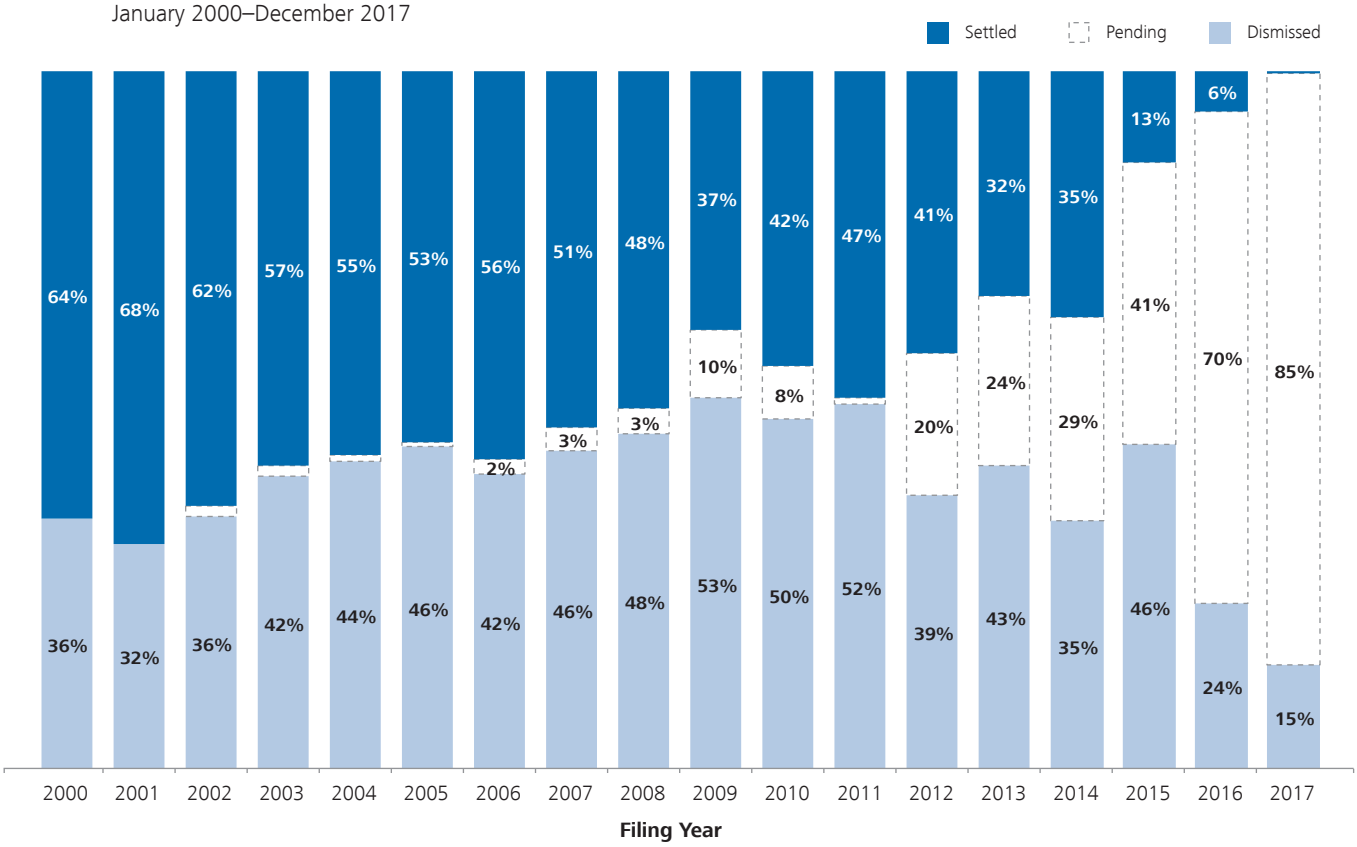
Case Status by Year

Figure 18 shows the current resolution status of cases by filing year. Each percentage in the figure represents the current resolution status of cases filed in each year as a proportion of all cases filed in that year. IPO laddering cases are excluded, as are merger-objection cases, and verdicts.

Historically, more cases settled than were dismissed. However, the rate of case dismissal has steadily increased. While only about a third of cases filed between 2000 and 2002 were dismissed, in 2011, the most recent year with substantial resolution data, about half of cases filed were dismissed.[31]

While dismissal rates have been climbing since 2000, at least until 2011, the ultimate dismissal rate for cases filed in more recent years is less certain. On one hand, it may increase further, as there are more pending cases awaiting resolution. On the other hand, it may decrease because recent dismissals have more potential than older ones to be appealed or re-filed, and cases that were recently dismissed without prejudice may ultimately result in settlements.

Figure 18. **Status of Cases as Percentage of Federal Filings by Filing Year**
Excluding Merger Objections and IPO Laddering Cases and Verdicts
January 2000–December 2017



Note: Dismissals may include dismissals without prejudice and dismissals under appeal.

Number of Cases Pending

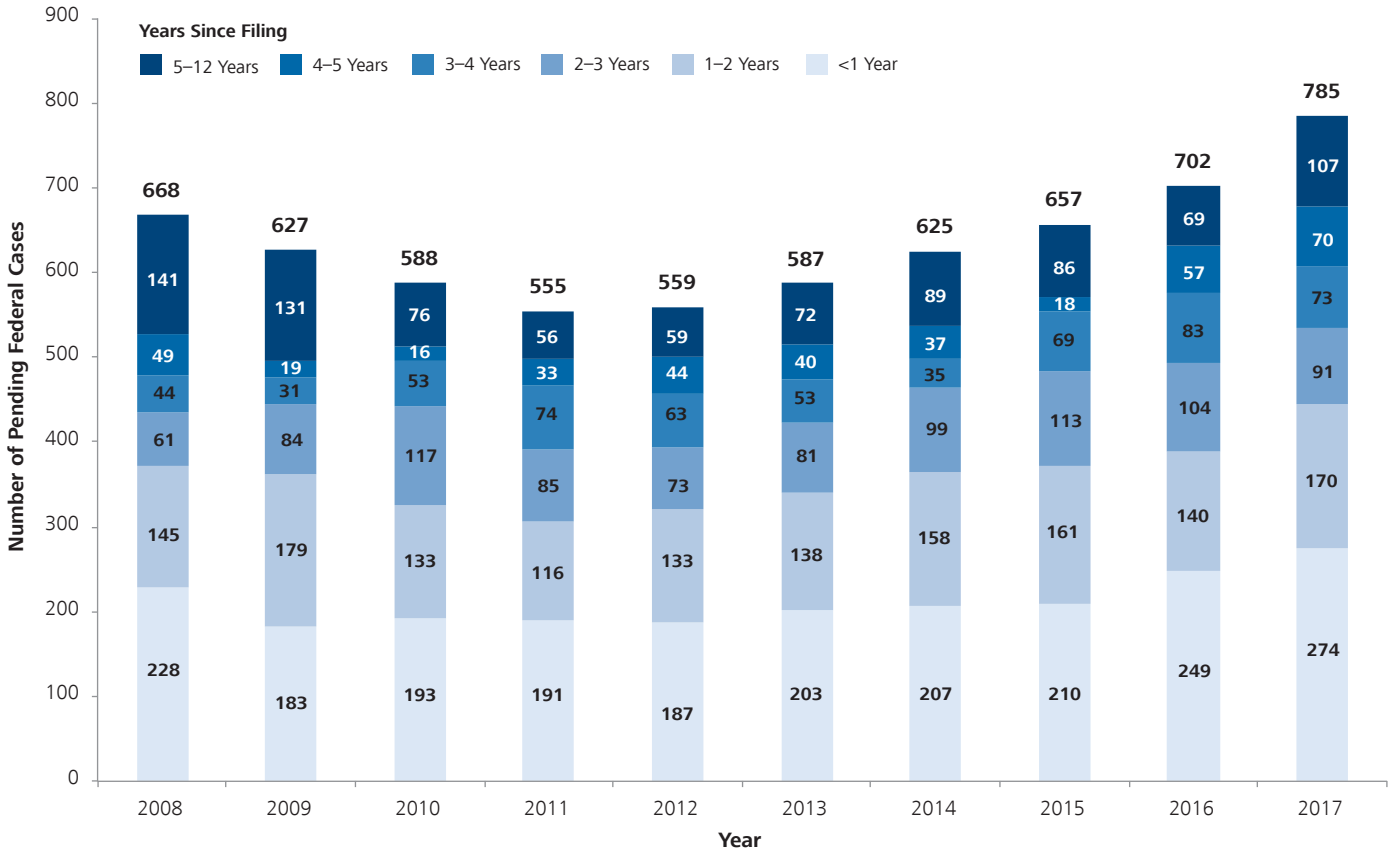
The number of securities class actions pending in the federal system has steadily increased from a post-PSLRA low of 555 in 2011 (see Figure 19).[32] Since then, pending case counts have increased every year (indeed at a faster rate in every year except 2015). In 2017, the number pending cases in the federal system increased to 785, up by 12% from 2016 and 41% from 2011.

Generally, since cases are either pending or resolved, a change in filing rate or a lengthening of the time to case resolution potentially contributes to changes in the number of cases pending. If the number of new filings is constant, the change in the number of pending cases can be indicative of whether the time to case resolution is generally shortening or lengthening.

The increase in pending cases in 2017 partially stemmed from a record number of recent filings, which was only partially offset by the record number of case resolutions. Approximately 20% of the growth in pending cases in 2017 is tied to new filings. In other words, despite the record number of cases filed in the past year also being resolved at a record rate, new filings are adversely affecting the pending case load.

The recent influx of merger-objection filings corresponded with considerable differences in the growth of pending cases between circuits. Growth in pending cases between 2015 (just before the *Trulia* decision) and 2017 was about 5.5 times higher in the four circuits with the most new merger-objection filings relative to historical filing rates, versus the four circuits with the fewest new merger-objection filings relative to historical filing rates. Overall, in 2016 and 2017, merger-objection filings in the Third, Fourth, Eighth, and Tenth Circuits exceeded the total number of all types of filings in those circuits in 2014 and 2015 by about 6.5%. This corresponded with a 41.9% increase in pending cases in those circuits. That contrasts with the Second, Fifth, Seventh, and Eleventh Circuits, where new merger objections in 2016 and 2017 were about 82.7% less than aggregate filings in 2014 and 2015. This corresponded with only about a 7.5% increase in pending cases in those circuits.[33] It remains to be seen whether the recent influx of merger-objection cases significantly slows processing of standard securities class actions.

Figure 19. **Number of Pending Federal Cases**
Excluding IPO Laddering Cases
January 2008–December 2017



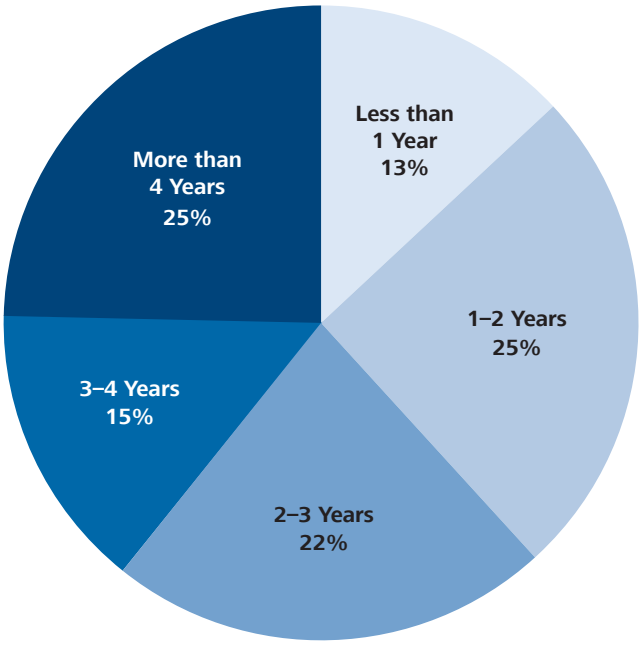
Note: Years since filing are year-end calculations. The figure excludes, in each year, cases that had been filed more than 12 years earlier, which ensures that all pending cases were filed post-PSLRA and that years are comparable.

Time to Resolution

The term "time to resolution" denotes the time between the filing of the first complaint and resolution (whether through settlement or dismissal). Figure 20 illustrates the time to resolution for all securities class actions filed between 2001 and 2013, and shows that about 38% of cases are resolved within two years of initial filing and about 60% are resolved within three years.[34]

The median time to resolution for cases filed in 2015 (the last year with sufficient resolution data) was 2.3 years, similar to the range observed over the preceding five years. Over the previous decade, the median time to resolution declined by more than 5%, primarily due to an increase in the dismissal rate (dismissals are generally resolved faster than settlements) and due to shorter time to settlement, as opposed to a shorter time to dismissal.

Figure 20. **Time from First Complaint Filing to Resolution**
Excludes Merger Objection and IPO Laddering Cases
Cases Filed January 2001–December 2013



Trends in Settlements

We present several settlement metrics to highlight attributes of cases that settled in 2017 and to compare them with cases settled in past years. We discuss two ways of measuring average settlement amounts and calculate the median settlement amount. Each calculation excludes IPO laddering cases, merger-objection cases, and cases that settle with no cash payment to the class, as settlements of such cases may obscure trends in what have historically been more typical cases.

Each of our three metrics indicates a decline in settlement values on an inflation-adjusted basis to lows not observed since the early 2000s. The recent drop is in sharp contrast with a steady increase in overall settlement values over the preceding two years. However, excluding settlements of over $1 billion, 2017 saw the second consecutive annual drop in the average settlement value. For the first time since 1998, no case settled for more than $250 million (without adjusting for inflation).

Record-low settlement metrics in 2017 do not necessarily indicate that cases were, on average, especially weak, as the aggregate size of settled cases in 2017 (indicated by aggregate NERA-defined Investor Losses) was the lowest since 2003. The trends in 2017 settlements do not necessarily portend low aggregate settlements in the future.[35] In fact, aggregate Investor Losses of pending cases, a factor that has historically been significantly correlated with settlement amounts, increased for the second consecutive year and currently exceed $900 billion.[36] Average Investor Losses of pending standard cases have also increased for the second consecutive year to $2.1 billion, but have fallen from a 10-year high of $3.8 billion in 2011.

To illustrate how many cases settled over various ranges in 2017 compared with prior years, we provide a distribution of settlements over the past five years. We also tabulated the 10 largest settlements of 2017.

Average and Median Settlement Amounts

In 2017, the average settlement amount fell to less than $25 million, a drop of about two-thirds compared with 2016, adjusted for inflation (see Figure 21). This contrasts with increases in year-over-year average settlements between 2014 and 2016. While infrequent large settlements are generally responsible for the wide variability in average settlement amounts over the past decade, in 2017 there was a dearth of even moderate settlements.

Figure 21. **Average Settlement Value ($Million)**
Excluding Merger-Objection Cases, IPO Laddering Cases, and Settlements for $0 Payment to the Class
January 2008–December 2017

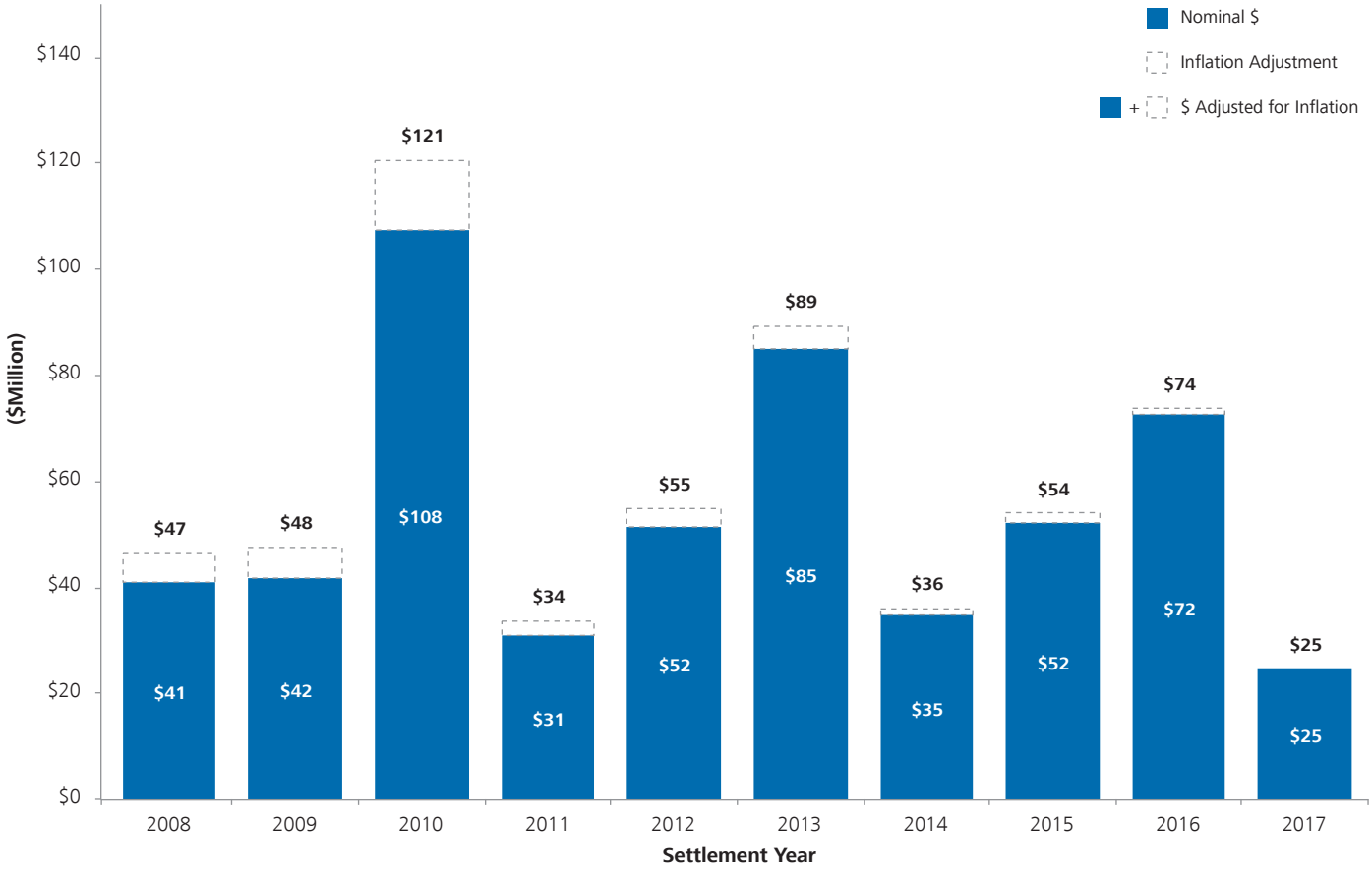
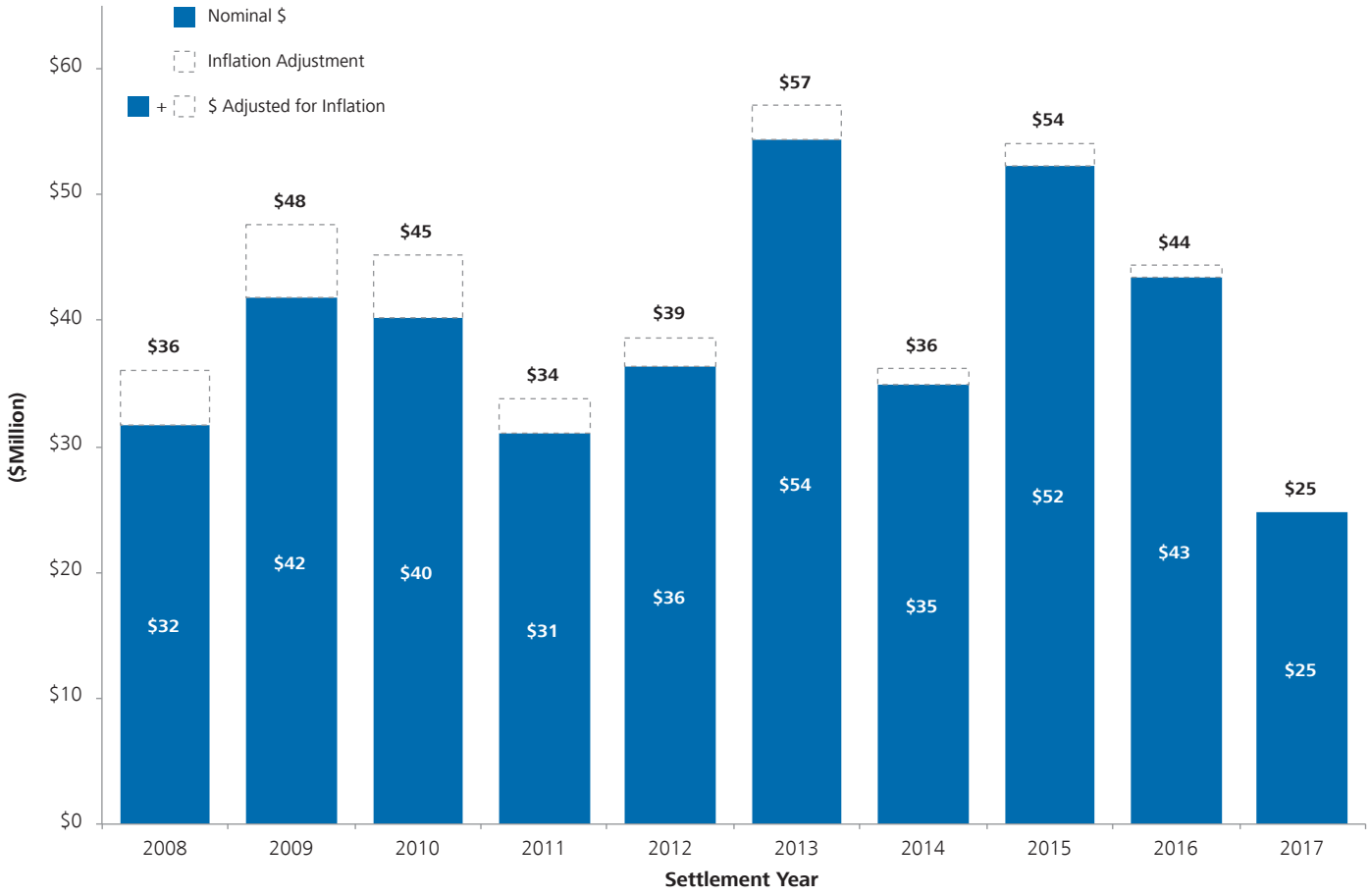


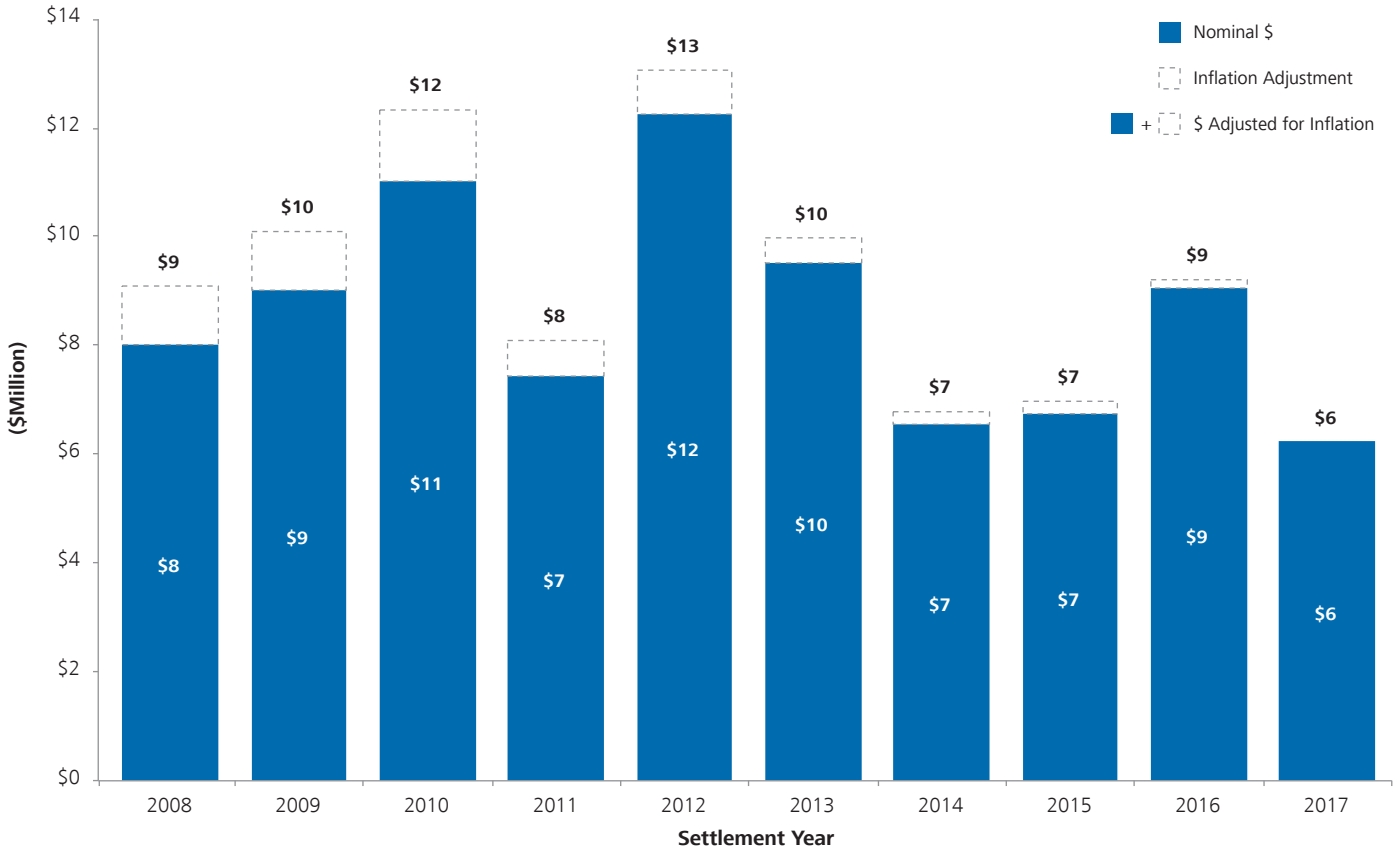
Figure 22 illustrates that, even excluding settlements over $1 billion, the $25 million average settlement in 2017 is more than 40% less than the comparable figure from 2016, and more than 25% less than the next lowest average settlement over the last decade (in 2011). Adjusted for inflation, the average settlement in 2017 was the lowest since 2001.

Figure 22. **Average Settlement Value ($Million)**
Excluding Settlements over $1 Billion, Merger-Objection Cases, IPO Laddering Cases, and Settlements for $0 Payment to the Class
January 2008–December 2017



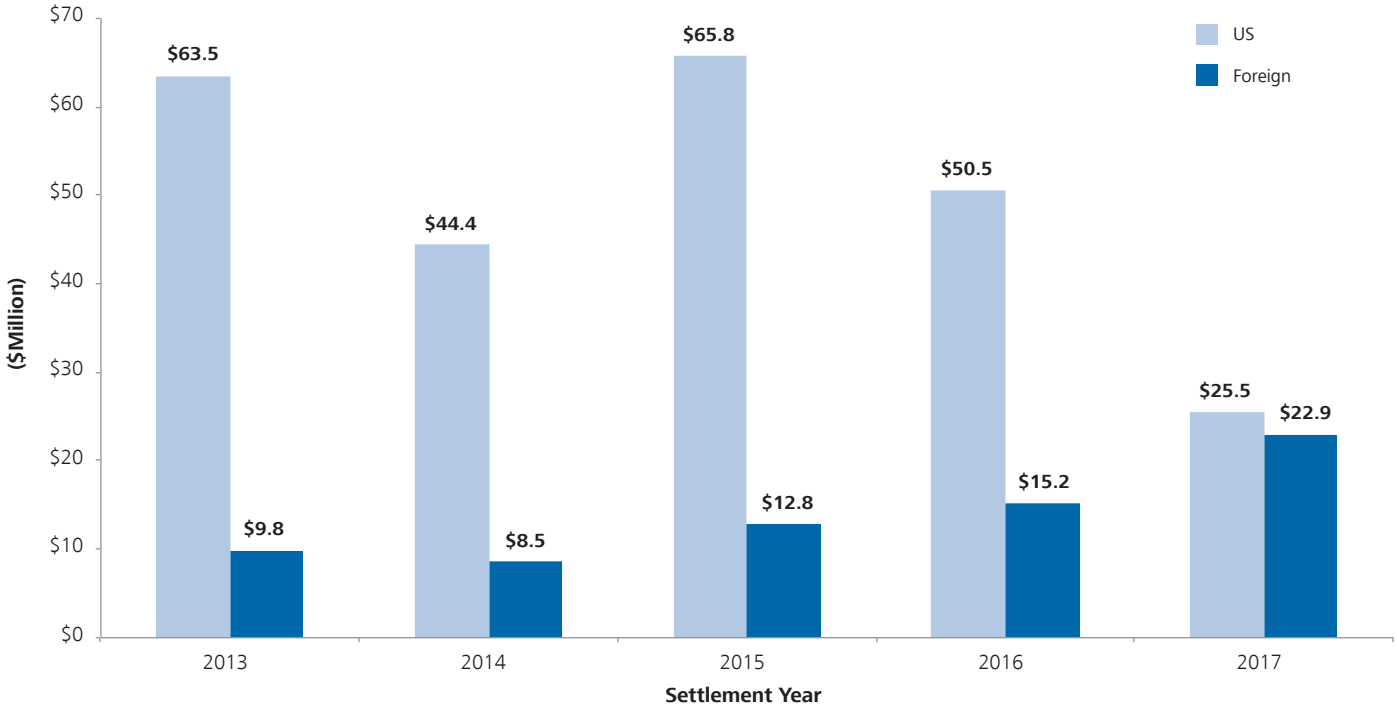
Despite the dramatic drop in 2017 average settlement metrics, over the longer term, settlement amounts have not declined as considerably across the board. The 2017 median settlement amount, or the amount that is larger than half of the settlement values over the year, is only moderately below the median settlement values in 2014 and 2015, even after adjusting for inflation (see Figure 23). Despite this, the median settlement in 2017 is the lowest since 2001.

Figure 23. **Median Settlement Value ($Million)**
Excluding Settlements over $1 Billion, Merger-Objection Cases, IPO Laddering Cases, and Settlements for $0 Payment to the Class
January 2008–December 2017



Securities class actions targeting foreign issuers settled for an average of $22.9 million in 2017, close to parity with settlements of cases against domestic issuers (see Figure 24). Contrasting with the slowdown in high and moderate settlements against domestic issuers, there were two relatively large settlements against foreign issuers in 2017. BP p.l.c. (2010) settled for $175 million, while Elan Corporation plc (2012) settled for $135 million, with both settlements among the top 10 settlements in 2017. Excluding these two cases, the 2017 average was $8.2 million.

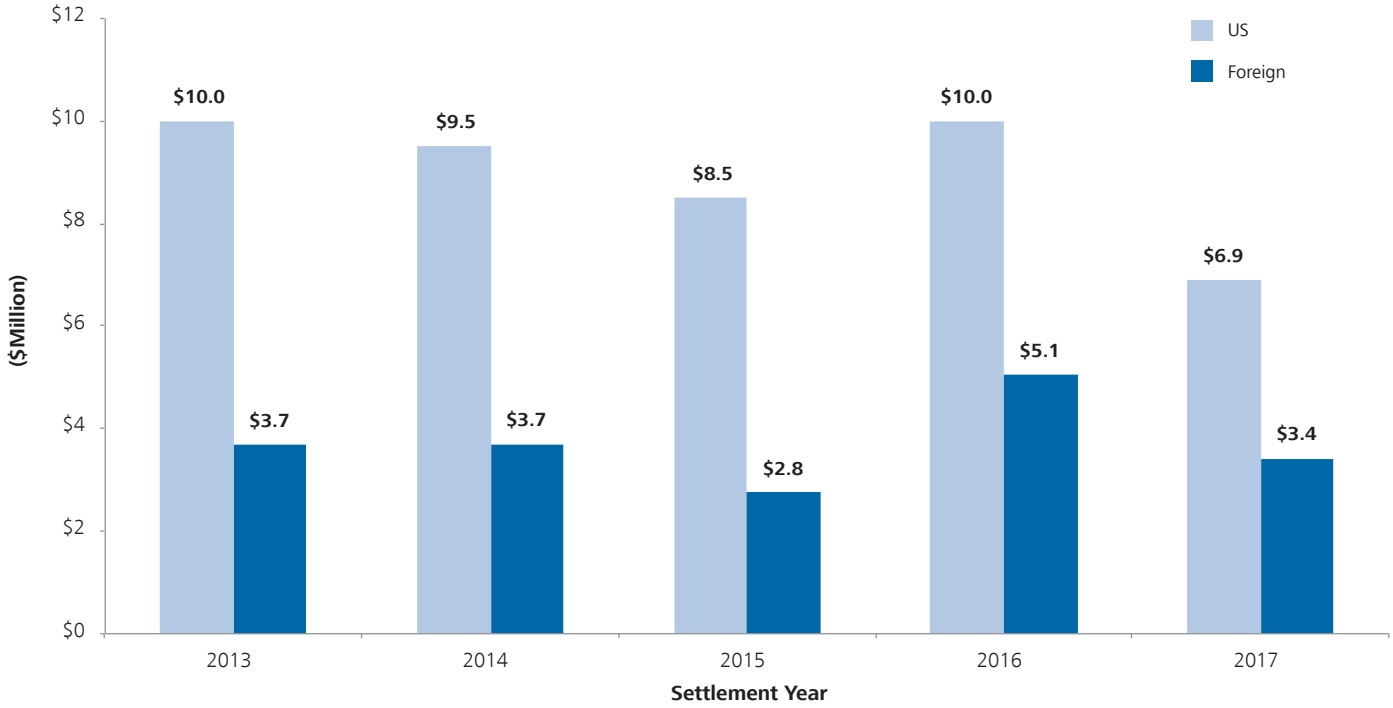
Figure 24. **Average Settlement Value—US vs. Foreign Companies ($Million)**
Excluding Settlements over $1 Billion, Merger-Objection Cases, and Settlements for $0 Payment to the Class
January 2013–December 2017



Note: Foreign company status based on country of principal executive offices.

In 2017, the median settlement of securities class actions targeting foreign issuers was $3.4 million, in line with prior years. Securities class actions against foreign issuers are generally smaller, as measured by NERA-defined Investor Losses. Cases targeting firms located in China also tend to settle for less than comparable cases against domestic firms.

Figure 25. **Median Settlement Value—US vs. Foreign Companies ($Million)**
Excluding Settlements over $1 Billion, Merger-Objection Cases, and Settlements for $0 Payment to the Class
January 2013–December 2017

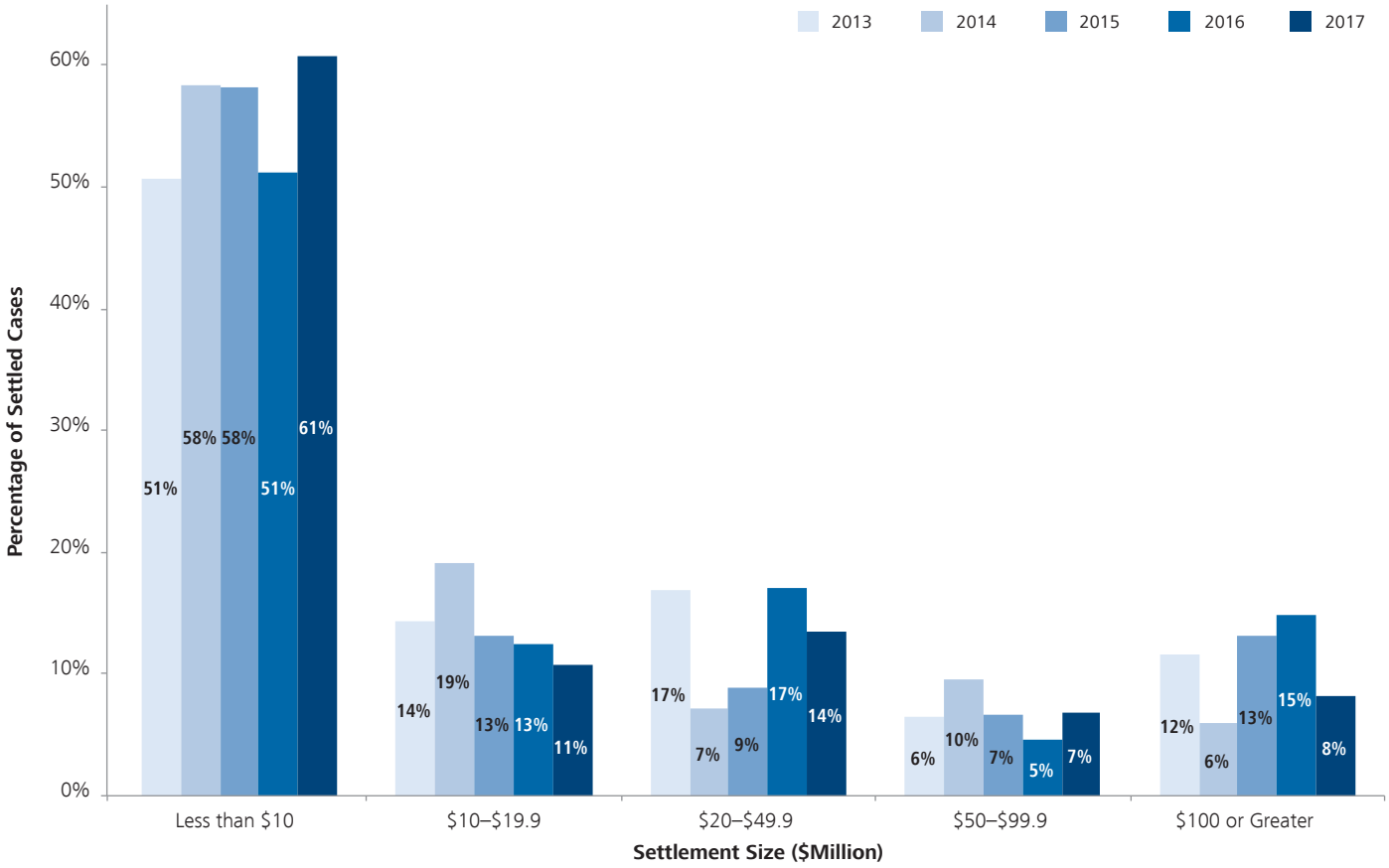


Note: Foreign company status based on country of principal executive offices.

Distribution of Settlement Amounts

In 2017, a dearth of moderate and large settlements resulted in a higher proportion of cases that settled for amounts less than $10 million (see Figure 26). This reversed a persistent trend between 2014 and 2016 toward a higher proportion of settlements that exceeded $20 million. As such, in 2017 the distribution of settlements dramatically skewed toward the lower end of the range.

Figure 26. **Distribution of Settlement Values**
Excluding Merger-Objection Cases and Settlements for $0 Payment to the Class
January 2013–December 2017



The 10 Largest Settlements of Securities Class Actions of 2017

The 10 largest securities class action settlements of 2017 are shown in Table 1. Three of the 10 largest settlements involved defendants in the Health Technology and Services Sector. This contrasts with the preceding two years, in which the majority of large settlements involved financial sector defendants. Overall, these 10 cases accounted for more about $1.2 billion out of about $1.8 billion in aggregate settlements (67%) over the period. The largest settlement, which involved Salix Pharmaceuticals, Ltd., was for $210 million, making up about 11% of total dollars spent on settlements during the year.

Table 1. **Top 10 2017 Securities Class Action Settlements**

Ranking	Case Name	Total Settlement Value ($Million)	Plaintiffs' Attorneys' Fees and Expenses Value ($Million)
1	Salix Pharmaceuticals, Ltd.	$210.0	$48.7
2	BP p.l.c. (2010)	$175.0	$24.3
3	NovaStar Mortgage Funding Trusts	$165.0[1]	$49.7
4	Clovis Oncology, Inc. (2015)	$142.0	$32.9
5	Elan Corporation, plc (2012)	$135.0	$29.5
6	Halliburton Company	$100.0	$40.8
7	J. C. Penney Company, Inc.	$97.5	$33.5
8	Dole Food Company, Inc. (2015)	$74.0	$19.1
9	Rayonier Inc.	$73.0	$25.4
10	Ocwen Financial Corporation	$56.0	$17.3
	Total	**$1,227.5**	**$321.2**

Note:

[1] The settlement was preliminarily approved on 9 May 2017. The final hearing was originally scheduled for 13 September 2017 and later rescheduled for 20 September 2017, but did not occur due to an appeal. At the time of this report's publication, the appeal was pending before the Second Circuit.

These settlements pale in comparison to the largest settlements since passage of the PSLRA. Enron Corp. settled for more than $7.2 billion in aggregate, while Bank of America Corp. settled for more than $2.4 billion in 2013, making it the largest Finance Sector settlement ever (see Table 2).

Table 2. **Top 10 Securities Class Action Settlements**
As of 31 December 2017

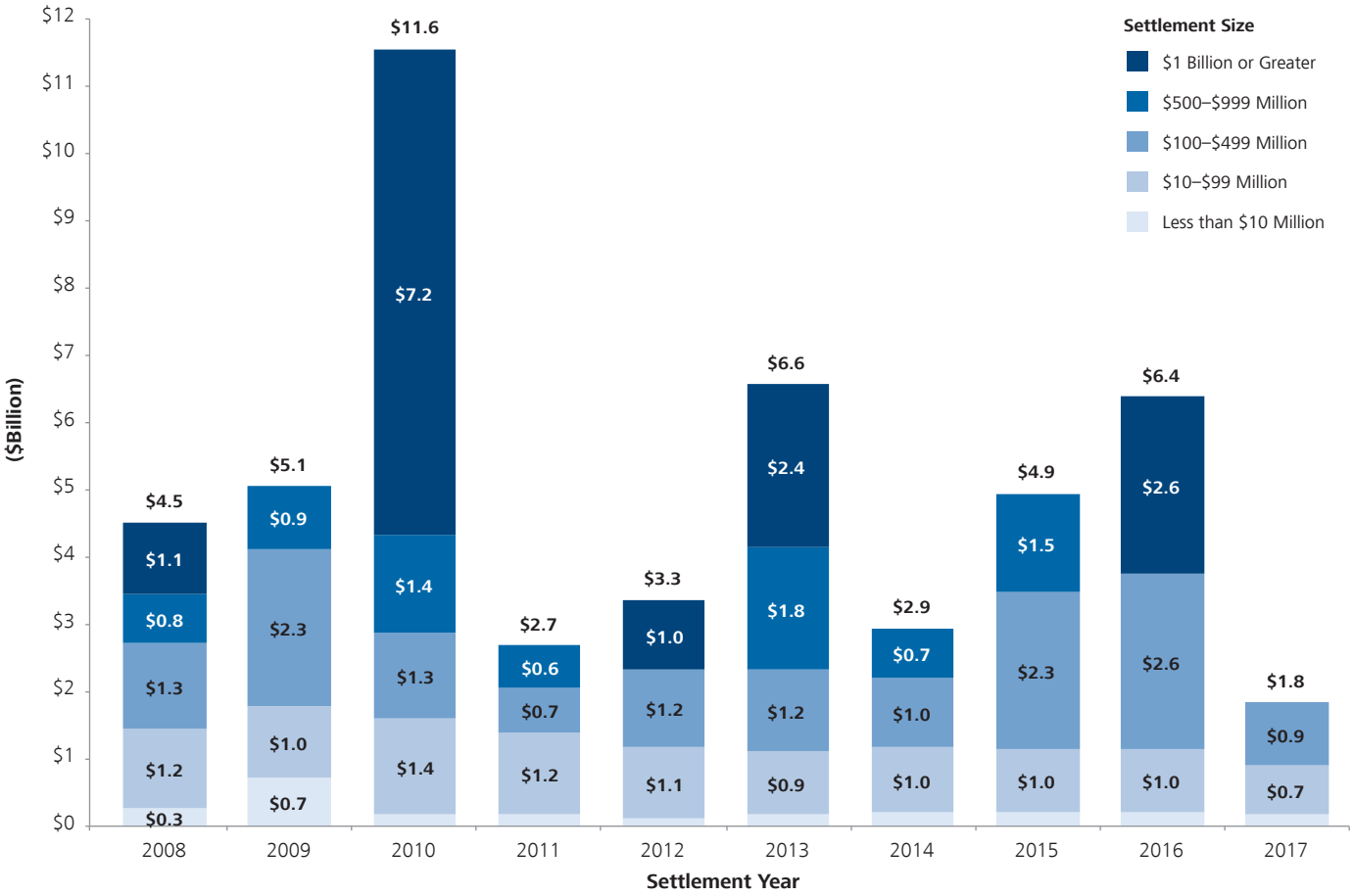
				Codefendant Settlements		
Ranking	Defendant	Settlement Year(s)	Total Settlement Value ($Million)	Financial Institutions Value ($Million)	Accounting Firms Value ($Million)	Plaintiffs' Attorneys' Fees and Expenses Value ($Million)
1	ENRON Corp.	2003–2010	$7,242	$6,903	$73	$798
2	WorldCom, Inc.	2004–2005	$6,196	$6,004	$103	$530
3	Cendant Corp.	2000	$3,692	$342	$467	$324
4	Tyco International, Ltd.	2007	$3,200	No codefendant	$225	$493
5	AOL Time Warner Inc.	2006	$2,650	No codefendant	$100	$151
6	Bank of America Corp.	2013	$2,425	No codefendant	No codefendant	$177
7	Household International, Inc.	2006–2016	$1,577	$0	Dismissed	$427
8	Nortel Networks (I)	2006	$1,143	No codefendant	$0	$94
9	Royal Ahold, NV	2006	$1,100	$0	$0	$170
10	Nortel Networks (II)	2006	$1,074	No codefendant	$0	$89
	Total		**$30,298**	**$13,249**	**$967**	**$3,252**

Aggregate Settlements

We use the term "aggregate settlements" to denote the total amount of money to be paid to settle litigation by (non-dismissed) defendants based on court-approved settlements during a year.

Aggregate settlements were about $1.8 billion in 2017, a drop of more than 70% to a level not seen since 2001 (see Figure 27). This dramatic decline reflects both a drop in the number of standard case settlements in 2017 and the near-record low overall average settlement value.

Figure 27. **Aggregate Settlement Value by Settlement Size ($Billion)**
January 2008–December 2017



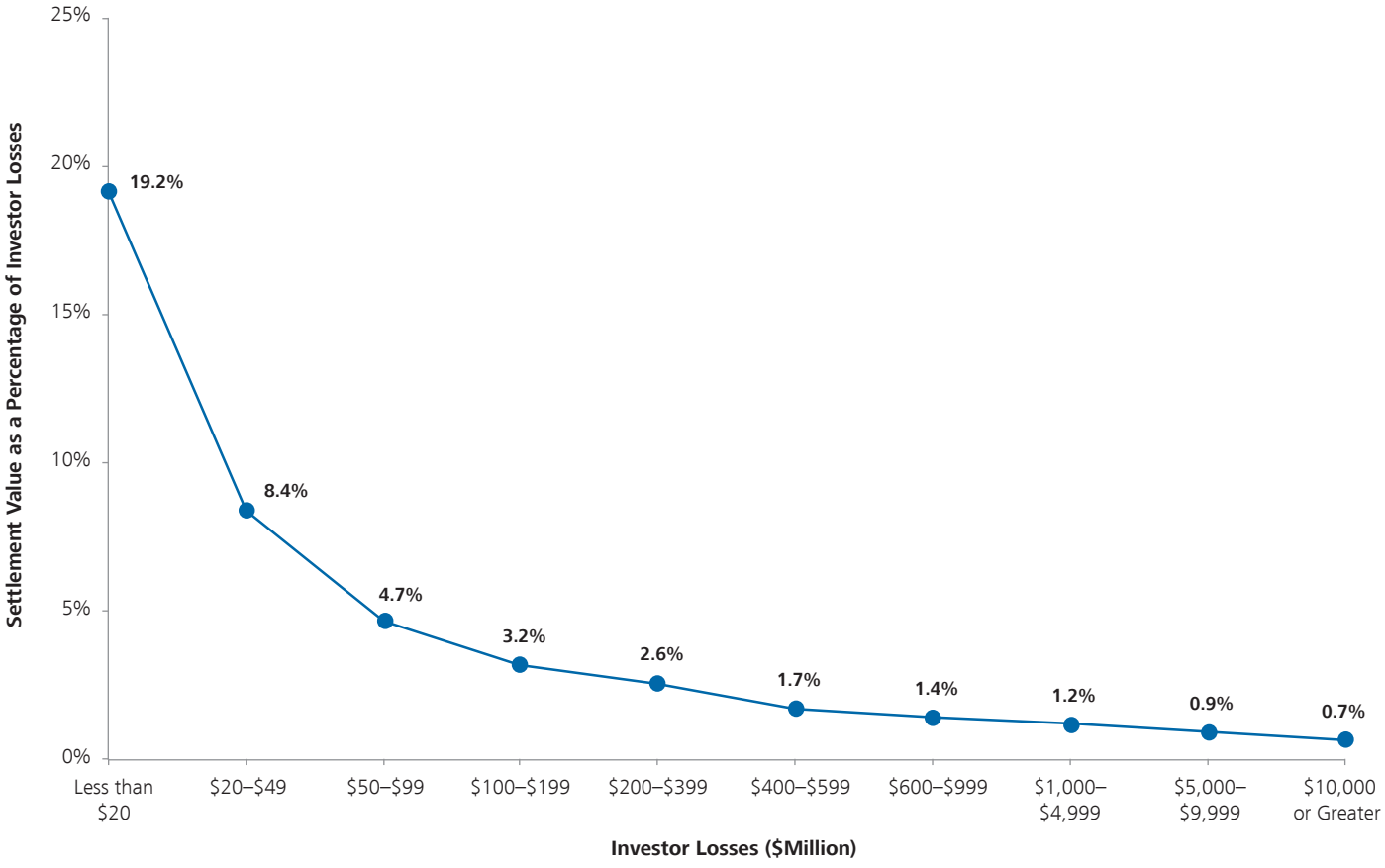
NERA-Defined Investor Losses vs. Settlements

As noted above, our proxy for case size, NERA-defined Investor Losses, is a measure of the aggregate amount that investors lost from buying the defendant's stock rather than investing in the broader market during the alleged class period.

In general, settlement size grows as NERA-defined Investor Losses grow, but the relationship is not linear. Based on our analysis of data from 1996 to 2017, settlement size grows less than proportionately with Investor Losses. In particular, small cases typically settle for a higher fraction of Investor Losses (i.e., more cents on the dollar) than larger cases. For example, the median ratio of settlement to Investor Loss was 19.2% for cases with Investor Losses of less than $20 million, while it was 0.7% for cases with Investor Losses over $10 billion (see Figure 28).

Our findings regarding the ratio of settlement amount to NERA-defined Investor Losses should not be interpreted as the share of damages recovered in settlement but rather as the recovery compared to a rough measure of the "size" of the case. Notably, the percentages given here apply *only* to NERA-defined Investor Losses. Use of a different definition of investor losses would result in a different ratio. Also, the use of the ratio alone to forecast the likely settlement amount would be inferior to a proper all-encompassing analysis of the various characteristics shown to impact settlement amounts, as discussed in the next section.

Figure 28. **Median of Settlement Value as a Percentage of NERA-Defined Investor Losses by Level of Investor Losses**
Excluding Settlements for $0 Payment to the Class
January 1996–December 2017

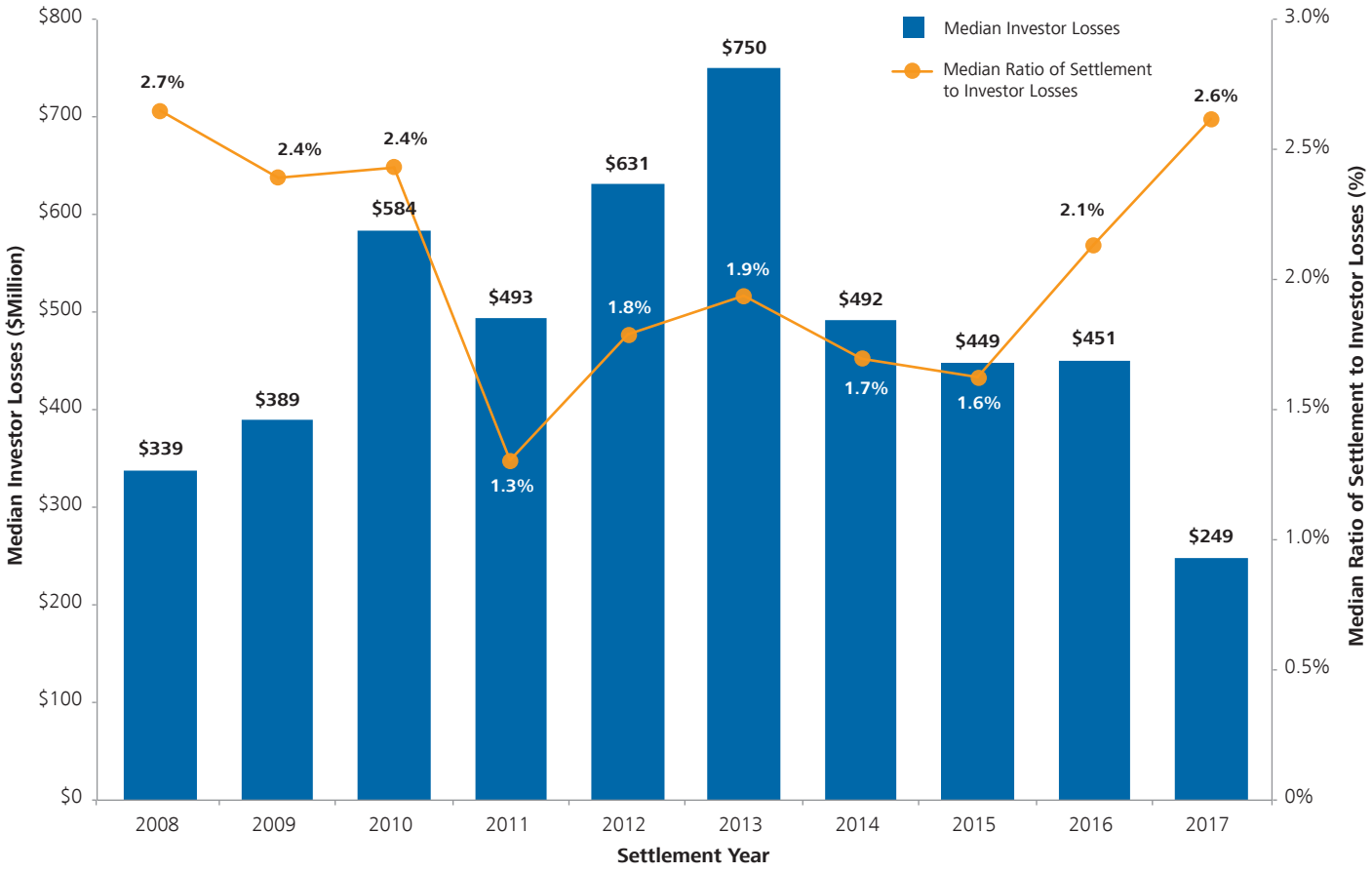


Median NERA-Defined Investor Losses over Time

Prior to 2014, median NERA-defined Investor Losses for settled cases had been on an upward trajectory since the passage of the PSLRA. As described above, the median ratio of settlement size to Investor Losses generally decreases as Investor Losses increase. Over time, the increase in median Investor Losses coincided with a decreasing trend in the median ratio of settlement to Investor Losses. Of course, there are year-to-year fluctuations.

As shown in Figure 29, the median ratio of settlements to NERA-defined Investor Losses was 2.6% in 2017. This was the second consecutive yearly increase and at least a short-term reversal of a long-term downtrend of the ratio between passage of the PSLRA and 2015. The increase in the median settlement ratio is to be expected given relatively few settlements of large and moderately-sized cases.

Figure 29. **Median NERA-Defined Investor Losses and Median Ratio of Settlement to Investor Losses**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, or Section 12
January 2008–December 2017



Explaining Settlement Amounts

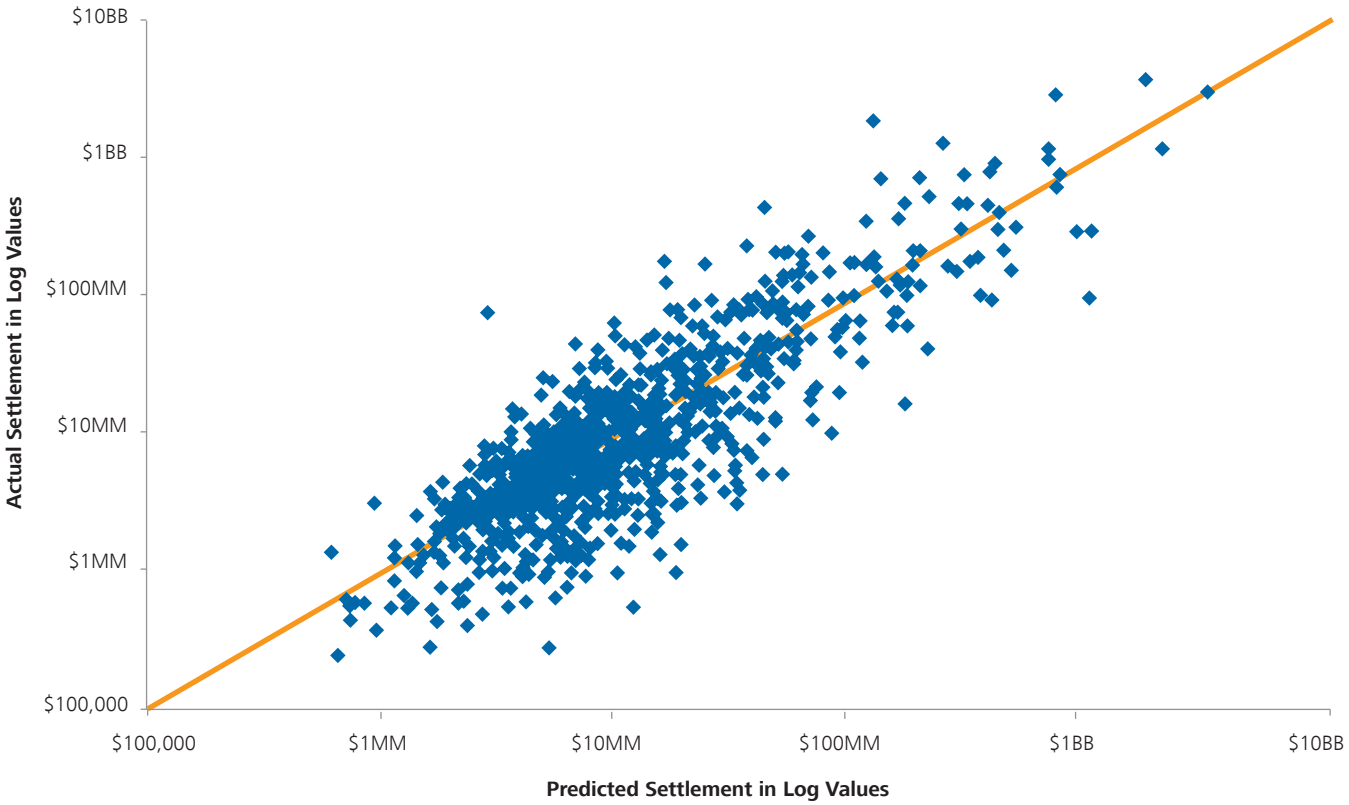
The historical relationship between case attributes and other case- and industry-specific factors can be used to measure the factors that are correlated with settlement amounts. NERA has examined settlements in more than 1,000 securities class actions and identified key drivers of settlement amounts, many of which have been summarized in this report.

Generally, we find that the following factors have historically been significantly correlated with settlement amounts:

- NERA-defined Investor Losses (a proxy for the size of the case);
- The market capitalization of the issuer;
- Types of securities alleged to have been affected by the fraud;
- Variables that serve as a proxy for the "merit" of plaintiffs' allegations (such as whether the company has already been sanctioned by a governmental or regulatory agency or paid a fine in connection with the allegations);
- Admitted accounting irregularities or restated financial statements;
- The existence of a parallel derivative litigation; and
- An institution or public pension fund as lead plaintiff.

Together, these characteristics and others explain most of the variation in settlement amounts, as illustrated in Figure 30.[37]

Figure 30. **Predicted vs. Actual Settlements**

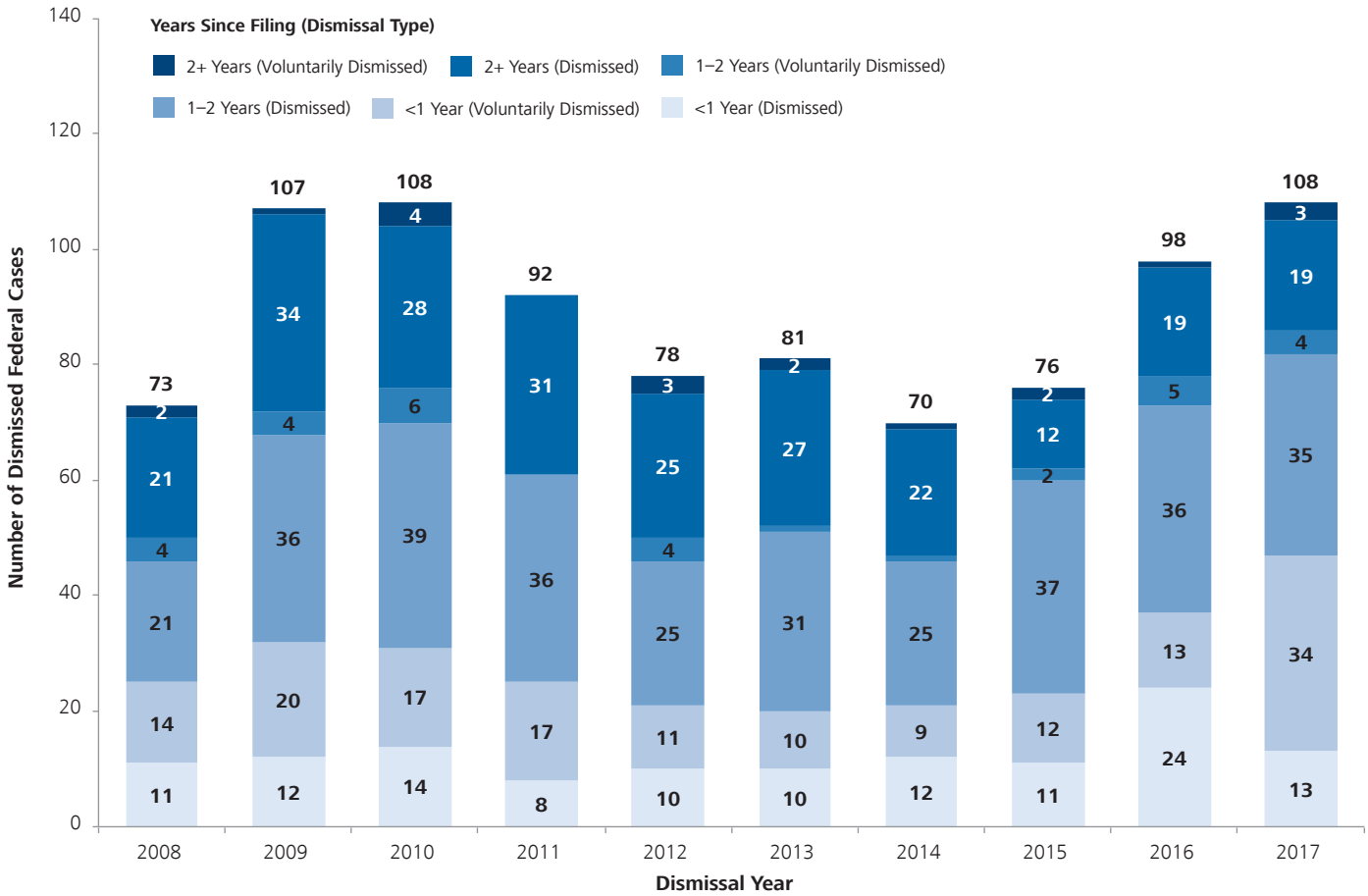


Trends in Dismissals

In 2017, the number of dismissals (excluding merger objections) matched the high of 108 over the last decade (see Figure 31). This was largely due to a substantial increase in voluntary dismissals, which more than doubled.[38] In particular, the number of voluntary dismissals without prejudice increased from two in 2016 to 32 in 2017. Out of all voluntary dismissals in 2017, 83% occurred within one year of filing, the highest rate in 10 years and well above the five-year average of 73%.

Generally, most voluntary dismissals occur within a year of filing, and the increase in 2017 can partially be attributed to more cases being filed. More filings also occurred in the first quarter of 2017, providing a longer dismissal window. However, filings of standard securities class actions grew at a slower rate in 2017 than in 2011, and growth was only somewhat faster than in 2013. Despite that, the number of voluntary dismissals within one year of filing was unchanged in 2011 and fell in each year between 2012 and 2014.

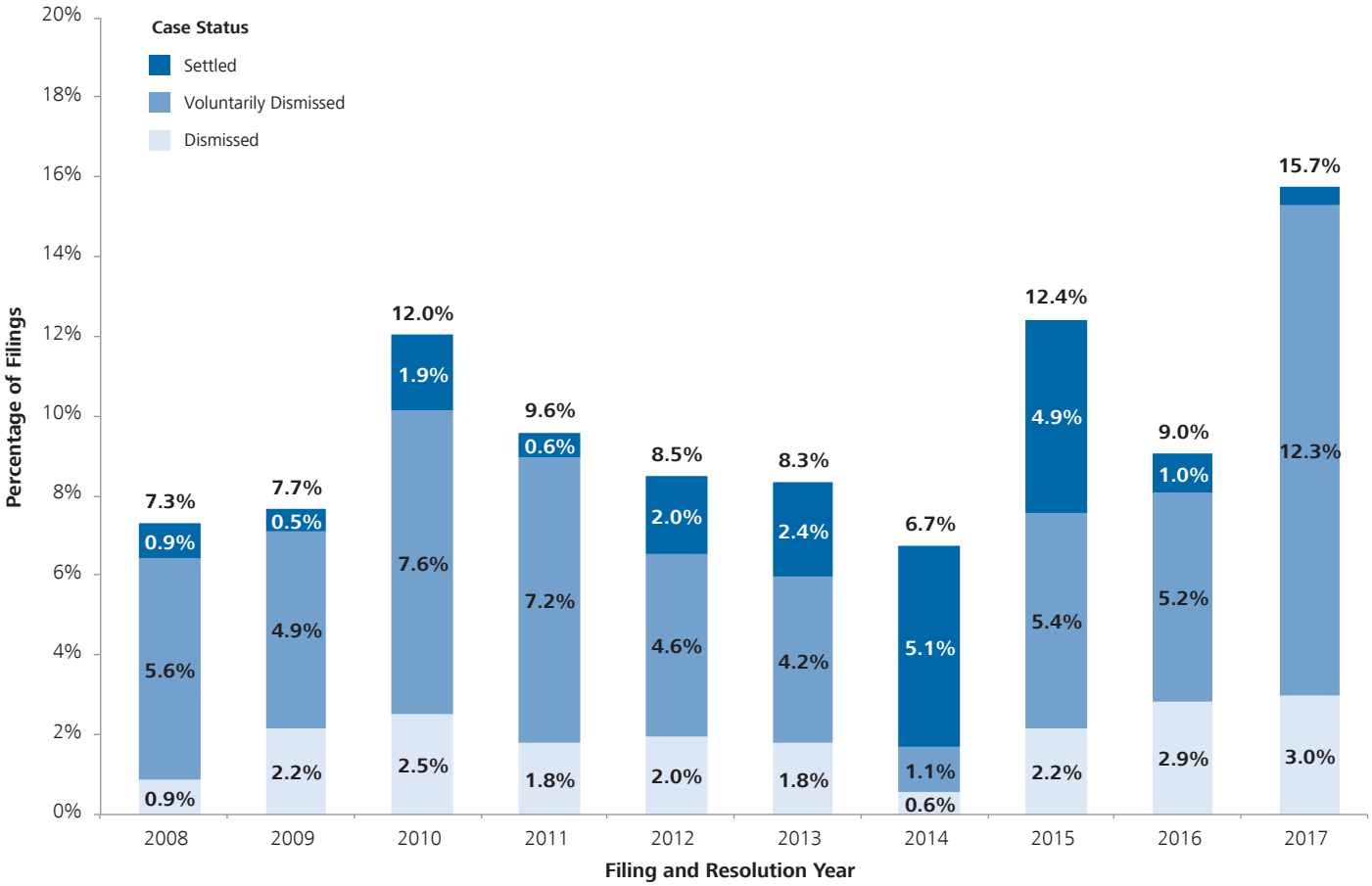
Figure 31. **Number of Dismissed Cases by Case Age**
Excluding Merger Objections
January 2008–December 2017



In 2017, 15.7% of standard cases were filed and resolved within the same calendar year, which was the highest rate in at least a decade (see Figure 32). By the end of the year, 12% of cases were voluntarily dismissed, of which the vast majority were voluntary dismissals without prejudice. This may indicate that certain securities cases filed in 2017 were particularly weak, perhaps a result of plaintiffs' managing a more diverse portfolio of casework. Alternatively, the dramatic increase in such dismissals may be driven by plaintiff forum selection.[39]

The rate of voluntary dismissals was not particularly concentrated in terms of jurisdiction or the specific allegations we track.

Figure 32. **Year-End Status of Class Actions Filed and Resolved Within Each Calendar Year**
Excluding Merger Objections
January 2008–December 2017



Trends in Attorneys' Fees

Plaintiffs' Attorneys' Fees and Expenses

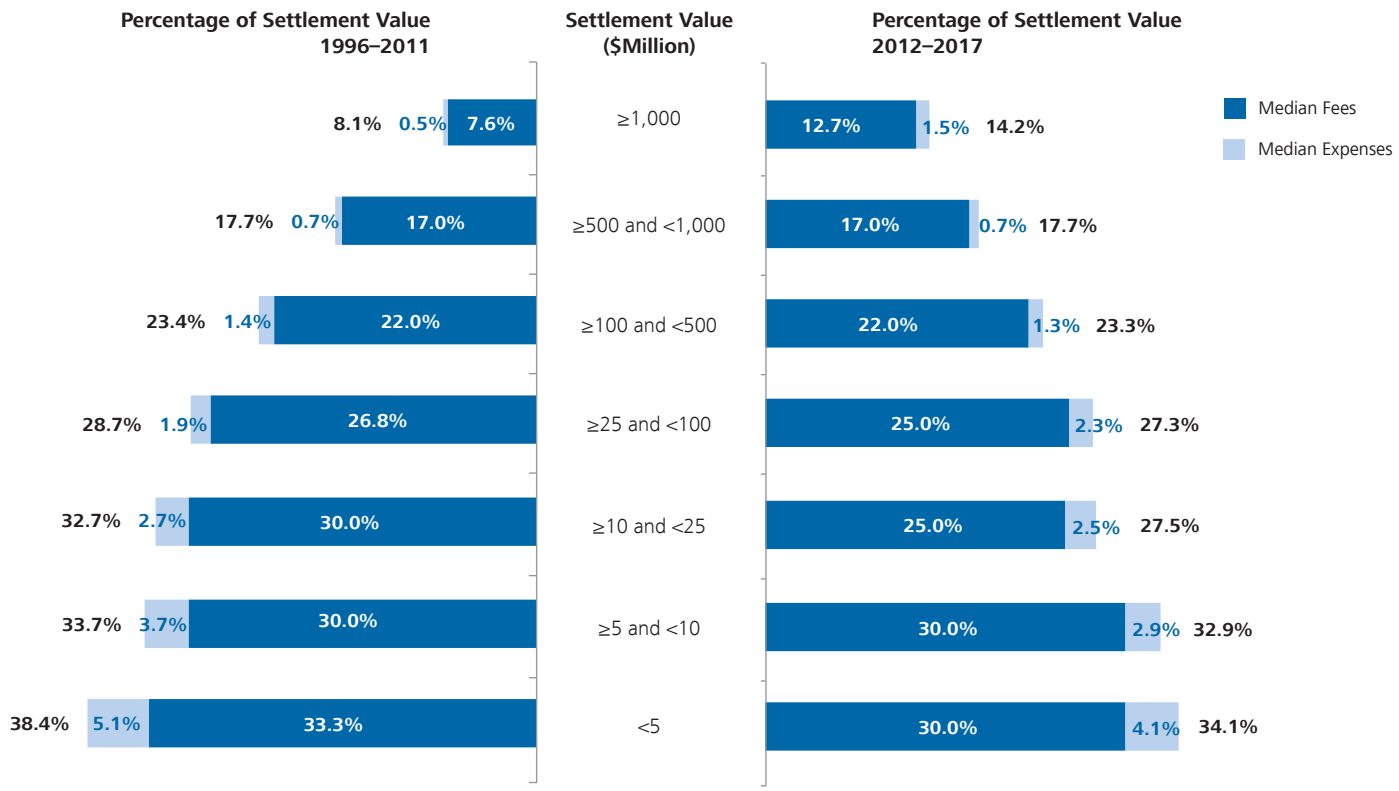
Usually, plaintiffs' attorneys' remuneration is determined as a fraction of any settlement amount in the form of fees, plus expenses. Figure 33 depicts plaintiffs' attorneys' fees and expenses as a proportion of settlement values over ranges of settlement amounts. The data in the figure exclude settlements of merger-objection cases and cases with no cash payment to the class.

A strong pattern is evident in Figure 33: typically, fees grow with settlement size, but less than proportionally (i.e., the fee percentage shrinks as the settlement size grows).

To illustrate that the fee percentage typically shrinks as settlement size grows, we grouped settlements by settlement value and reported the median fee percentage for each group. While fees are stable at around 30% of settlement values for settlements below $10 million, this percentage declines as settlement size increases.

We also observe that fee percentages have been decreasing over time, except for fees awarded on very large settlements. For settlements above $1 billion, fee rates have increased.

Figure 33. **Median of Plaintiffs' Attorneys' Fees and Expenses by Size of Settlement**
Excluding Merger-Objection Cases and Settlements for $0 Payment to the Class



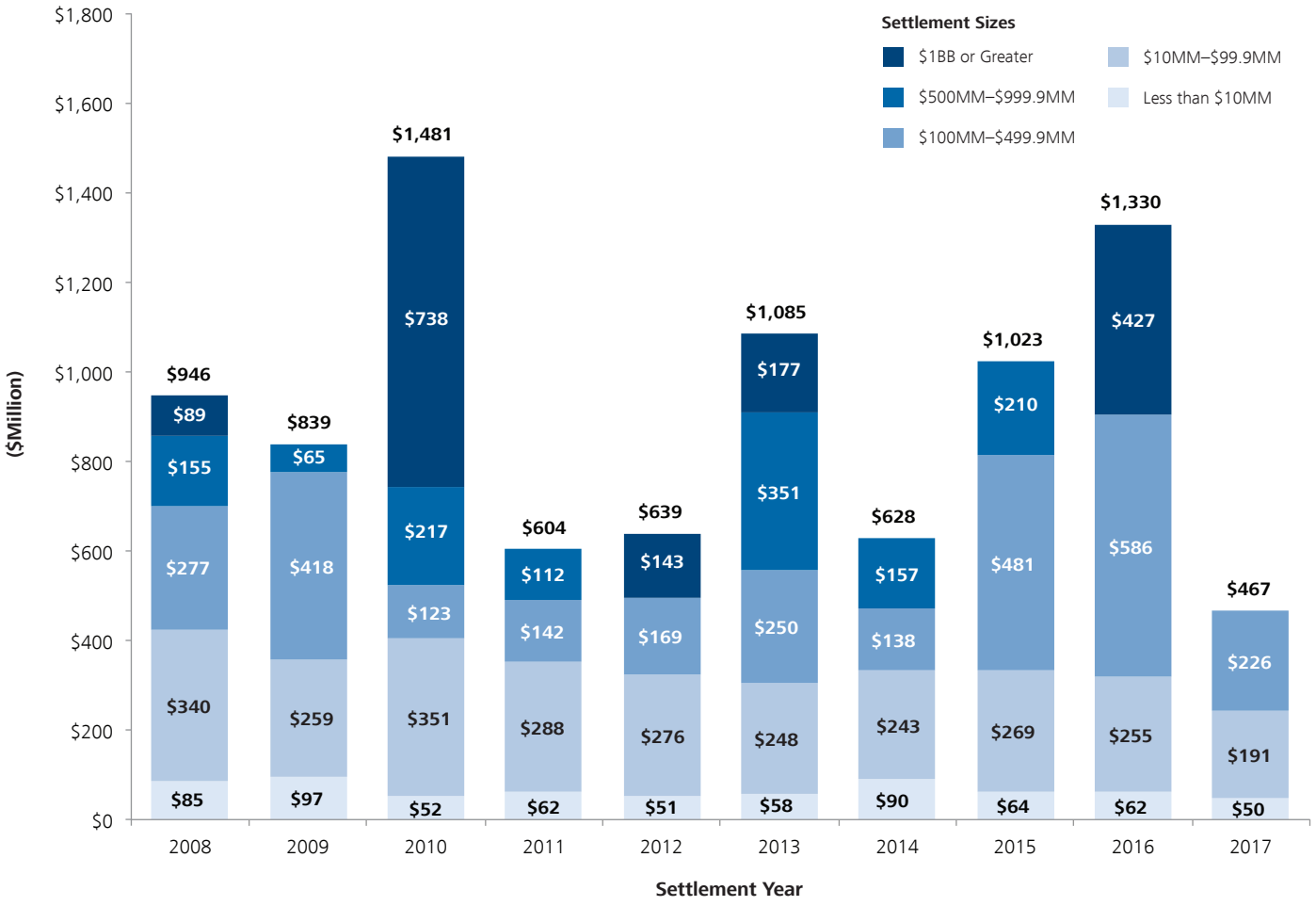
Aggregate Plaintiffs' Attorneys' Fees and Expenses

Aggregate plaintiffs' attorneys' fees and expenses are the sum of all fees and expenses received by plaintiffs' attorneys for all securities class actions that receive judicial approval in a given year.

In 2017, aggregate plaintiffs' attorneys' fees and expenses were $467 million, a drop of about 65% to a level not seen since 2004 (see Figure 34). This decrease in fee amounts partially reflects the trend toward fewer and smaller settlements. However, the drop in aggregate plaintiffs' attorneys' fees is still less than the 70%+ drop in aggregate settlements, as most cases that settled were smaller, and smaller cases typically have higher fee payout ratios.

Note that this figure differs from the other figures in this section, because the aggregate includes fees and expenses that plaintiffs' attorneys receive for settlements in which no cash payment was made to the class.

Figure 34. **Aggregate Plaintiffs' Attorneys' Fees and Expenses by Settlement Size ($Million)**
January 2008–December 2017



Notes

[1] This edition of NERA's report on recent trends in securities class action litigation expands on previous work by our colleagues Lucy Allen, Dr. Renzo Comolli, the late Dr. Frederick C. Dunbar, Dr. Vinita M. Juneja, Sukaina Klein, Dr. Denise Neumann Martin, Dr. Jordan Milev, Dr. John Montgomery, Robert Patton, Dr. Stephanie Plancich, and others. The authors also thank Dr. Jordan Milev for helpful comments on this edition. In addition, we thank Edward Flores and other researchers in NERA's Securities and Finance Practice for their valuable assistance. These individuals receive credit for improving this paper; all errors and omissions are ours. The authors also thank Dr. Jordan Milev and Benjamin Seggerson for helpful comments on this edition.

[2] Data for this report have been collected from multiple sources, including Institutional Shareholder Services, Inc., complaints, case dockets, Dow Jones, Bloomberg L.P., FactSet Research Systems Inc., the US Securities and Exchange Commission (SEC) filings, and public press reports.

[3] Craig Doidge, G. Andrew Karolyi, and René M. Stulz, "The U.S. Listing Gap," National Bureau of Economic Research Working Paper No. 21181, May 2015.

[4] *In re Trulia, Inc. Stockholder Litigation*, C.A. No. 10020-CB (Del. Ch. Jan. 22, 2016).

[5] Despite a 13% year-over-year drop in US M&A deals in 2016, merger-objection suits doubled from 2015 levels (see "Global M&A Review: Full Year 2016 Final Results," Dealogic, January 2017.) The doubling of merger-objection filings again in 2017 far exceeded the 18% increase in deals over the first nine months of 2017 (see "Global M&A Review 3Q 2017," Thomson Reuters, October 2017).

[6] 2010 deal growth and litigation rates obtained from M. D. Cain and S. D. Solomon, "A Great Game: The Dynamics of State Competition and Litigation," *Iowa Law Review*, Vol. 100, No. 165, 2015, Table 1. 2016 M&A activity growth obtained from "Global M&A Review: Full Year 2016 Final Results," Dealogic, January 2017. 2017 deal activity obtained from "Global M&A Review 3Q 2017," Thomson Reuters, October 2017.

[7] M. D. Cain and S. D. Solomon, "A Great Game: The Dynamics of State Competition and Litigation," *Iowa Law Review*, Vol. 100, No. 165, 2015.

[8] M. D. Cain and S. D. Solomon, "Takeover Litigation in 2015," Berkeley Center for Law Business and the Economy, 14 January 2016. Alison Frankel, "Forum Selection Clauses Are Killing Multiforum M&A litigation," *Reuters*, 24 June 2014.

[9] *In re Trulia, Inc. Stockholder Litigation*, C.A. No. 10020-CB (Del. Ch. Jan. 22, 2016), n. 36.

[10] M. D. Cain and S. D. Solomon, "Takeover Litigation in 2015," Berkeley Center for Law Business and the Economy, 14 January 2016.

[11] Warren S. de Wied, "Delaware Forum Selection Bylaws After Trulia," Harvard Law School Forum on Corporate Governance and Financial Regulation, 25 February 2016.

[12] *In re: Walgreen Co. Stockholder Litigation*, No. 15-3799 (7th Cir. Aug. 10, 2016).

[13] *Jones v. WSB Holdings, Inc.*, No. CAL-1231262 (Md. Cir. Ct. Nov. 12, 2013).

[14] Federal securities class actions that allege violations of Rule 10b-5, Section 11, and/or Section 12 have historically dominated federal securities class action dockets and are often referred to as "standard" cases.

[15] Robert Patton, "Recent Trends in US Securities Class Actions against Non-US Companies," NERA Working Paper, 24 October 2012.

[16] Kane Wu, "U.S.-Listed China Firms Hurry Homeward," *The Wall Street Journal*, 17 November 2015.

[17] Andrew Bolger, "Warning signs appear after bumper IPO year," *Financial Times*, 26 December 2014.

[18] "U.S. Tech IPO Market Sucked Less In 2017, But Still Managed To Disappoint," *VentureBeat*, 18 December 2017.

[19] "Why Section 11 Class Actions Are Proliferating In Calif.," *Law360*, 27 April 2015.

[20] Examples of such forum selection include those used by Blue Apron Holdings (see Blue Apron Holdings, Inc. SEC Form 8-K, filed 5 July 2017), MongoDB (see MongoDB, Inc. SEC Form 8-K, filed 25 October 2017), Restoration Robotics (See Restoration Robotics Inc. SEC Form 8-K, filed 17 October 2017), Roku (see Roku, Inc. SEC Form S-1/A, filed 18 September 2017), and Snap (see Snap, Inc. SEC Form S-1, filed 2 February 2017).

[21] *Cyan, Inc. v. Beaver County Employees Retirement Fund*, Supreme Court No. 15-1439.

[22] In 2016, several pharmaceutical companies were caught up in a long-running US Department of Justice (DOJ) probe into alleged generic drug price collusion (see Andrew Bolger, "U.S. Charges in Generic-Drug Probe to Be Filed by Year-End," *Bloomberg Markets*, 3 November 2016). In September 2016, a leading poultry distributor sued several poultry producers, alleging price fixing of broiler chickens (see Eric Kroh, "Poultry Producers Hit With Chicken Price Antitrust Suit," *Law360*, 3 September 2016).

[23] 13% of firms in the Third Circuit are in the Pharmaceutical Preparations industry (SIC code 2834), compared with 8% of publicly traded firms. These are mostly incorporated in New Jersey.

[24] *In re: Walgreen Co. Stockholder Litigation*, No. 15-3799 (7th Cir. Aug. 10, 2016).

[25] In 2016, several pharmaceutical companies were targeted in a long-running DOJ probe and a leading poultry distributor sued several poultry producers, alleging price fixing. See endnote 22 for details and sources.

[26] This case was filed after the SEC filed a complaint, more than four years after the end of the proposed class period. The plaintiffs in the class action stated that the SEC complaint first revealed the alleged fraud.

[27] Outcomes of the motions for summary judgment are available from NERA but not shown in this report.

[28] *Active cases* equals the sum of pending cases at the beginning of 2017 plus those filed during the year.

[29] In 2016, 84% of dismissed merger-objection cases were dismissed within one year of filing. Prior to 2016, a period completely before the *Trulia* decision, about 66% of such cases were dismissed within a year of filing.

[30] In addition to merger objections and standard securities class actions, our database includes a small number of "other" cases (see Figure 3).

[31] Nearly 90% of cases filed before 2012 have been resolved, providing evidence of longer-term trends about dismissal and settlement rates. Data since then is inconclusive given pending litigation.

[32] We only consider pending litigation filed after the passage of the PSLRA in 1995.

[33] The D.C. Circuit was excluded, as it generally has few securities class action filings.

[34] Each of the metrics in the *Time to Resolution* subsection excludes IPO laddering cases and merger-objection cases.

[35] In fact, in January 2018, Petrobras agreed to settle its securities class action for $2.95 billion. That settlement has not yet been finalized as of the date of this report.

[36] Over the last decade, aggregate NERA-defined Investor Losses peaked at about $1.2 trillion at the end of 2012.

[37] The axes are in logarithmic scale, and the two largest settlements are excluded from this figure.

[38] The number of cases voluntarily dismissed within one year of filing nearly tripled.

[39] Commentary regarding a 2017 ruling in the Southern District of New York indicated that "[p]laintiffs in [*Cheung v. Bristol-Myers Squibb*] had originally filed their lawsuits in a federal district court, but after the federal district court issued a ruling that was unfavorable for the plaintiffs, the plaintiffs voluntarily dismissed their lawsuits without prejudice and then refiled them in Delaware state court." See "Getting Your Company's Case Removed to Federal Court When Sued in Your 'Home' State," *The Legal Intelligencer*, 21 December 2017. The case referred to is *Cheung v. Bristol-Myers Squibb*, Case No. 17cv6223 (DLC), (S.D.N.Y. Oct. 12, 2017).

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Contacts

For further information, please contact:

Dr. David Tabak
Managing Director
New York City: +1 212 345 2176
david.tabak@nera.com

Stefan Boettrich
Senior Consultant
New York City: +1 212 345 1968
stefan.boettrich@nera.com

Svetlana Starykh
Senior Consultant
White Plains, NY: +1 914 448 4123
svetlana.starykh@nera.com

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