

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

MASSACHUSETTS BRICKLAYERS AND
MASONS TRUST FUNDS, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

DEUTSCHE ALT-A SECURITIES, INC., et
al.,

Defendants.

X

Civil Action No. 2:08-cv-03178-LDW-ARL

CLASS ACTION

JOINT DECLARATION OF ARTHUR
LEAHY AND JONATHAN GARDNER IN
SUPPORT OF (1) LEAD PLAINTIFFS'
MOTION FOR FINAL APPROVAL OF
CLASS ACTION SETTLEMENT AND
PLAN OF ALLOCATION OF
SETTLEMENT PROCEEDS AND (2) LEAD
COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND EXPENSES

X

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We, ARTHUR C. LEAHY and JONATHAN GARDNER, declare as follows:

1. We are members of Robbins Geller Rudman & Dowd LLP (“Robbins Geller”) and Labaton Sucharow LLP (“Labaton Sucharow”), respectively, Lead Counsel for Lead Plaintiffs¹ in this action. We were actively involved in the prosecution of this action (hereinafter, the “Litigation”), are familiar with its proceedings, and have personal knowledge of the matters set forth herein based upon our participation in all material aspects of the Litigation.

2. We submit this declaration in support of Lead Plaintiffs’ motion, pursuant to Rule 23 of the Federal Rules of Civil Procedure, for approval of: (a) the Stipulation for a cash settlement on behalf of the Settlement Class² of \$32.5 million (the “Settlement Amount”); (b) the

¹ Unless otherwise defined herein, capitalized terms have the meanings ascribed to them in the Stipulation and Agreement of Settlement, dated as of March 15, 2012 (“Stipulation”), previously filed with the Court on March 26, 2012. ECF 137-2.

² For purposes of effectuating this Settlement, references to the “Settlement Class,” “Settlement Class Members,” or “Members of the Settlement Class” are to the proposed class in this matter, defined as:

[A]ll Persons who purchased or otherwise acquired Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 Mortgage Pass-Through Certificates and/or Deutsche Alt-A Securities Mortgage Loan Trust 2006 AR-5 Mortgage Pass-Through Certificates during the Relevant Time Period and who were damaged thereby. Excluded from the Settlement Class are: the Defendants, IndyMac Bank, F.S.B., GreenPoint Mortgage Funding, Inc., American Home Mortgage, Dexia SA/NV, Dexia Holdings, Inc., FSA Asset Management LLC, Dexia Credit Local SA, Massachusetts Mutual Life Insurance Company, Federal Home Loan Bank of Boston, and Teachers Insurance and Annuity Association of America; the officers, directors, successors and assigns of Deutsche Alt-A, DBSI, DBSP, IndyMac Bank, F.S.B., GreenPoint Mortgage Funding, Inc., American Home Mortgage Corp., Dexia SA/NV, Dexia Holdings, Inc., FSA Asset Management LLC, Dexia Credit Local SA, Massachusetts Mutual Life Insurance Company, Federal Home Loan Bank of Boston, and Teachers Insurance and Annuity Association of America; members of the immediate families, the legal representatives, heirs, successors or assigns of the Individual Defendants; any entity in which any excluded Person has or had a controlling interest; and any Person who timely and validly seeks exclusion from the Settlement Class.

proposed Plan of Allocation of settlement proceeds; and (c) Lead Counsel's application for attorneys' fees and expenses and Lead Plaintiffs' expenses including lost wages.

I. PRELIMINARY STATEMENT

3. This case has been vigorously litigated from its commencement on June 27, 2008 through the agreement-in-principle to settle reached in November 2011. With discovery actively underway and Lead Plaintiffs' motion for class certification fully briefed and *sub judice*, the parties participated in a full-day mediation regarding a potential settlement facilitated by the Hon. Layn R. Phillips (Ret.). However, the parties were unable to reach a settlement during that mediation. Following that session, Judge Phillips submitted a mediator's proposal that was accepted by both sides. The Settlement represents an excellent recovery for Certificate purchasers who were at substantial risk of receiving no recovery at all through continued litigation. At every stage of the Litigation, counsel for Defendants asserted aggressive defenses and expressed the belief that the Settlement Class could not prevail on the claims asserted, and that a class would not be certified. The Settlement was not achieved until Lead Plaintiffs, *inter alia*: (a) conducted an extensive factual investigation; (b) twice amended their complaint; (c) twice opposed motions to dismiss Lead Plaintiffs' complaints; (d) reviewed and analyzed several million pages of documents produced through discovery, including from Defendants and third parties, such as mortgage originators and the FDIC; (e) consulted with experts in securitizations, mortgage underwriting, statistics, and damages; (f) fully briefed a motion for class certification, and conducted discovery thereon including the depositions of each side's class certification experts and each Lead Plaintiff and their respective investment managers; and (g) prepared for and attended a mediation, followed by post-mediation settlement discussions.

4. The Settlement was negotiated with the assistance of a respected mediator, the Hon. Layn R. Phillips (Ret.), a former United States Attorney and District Court Judge in

Oklahoma, and now a litigation partner at Irell & Manella LLP in Newport Beach, California. Judge Phillips conducted the mediation session on November 18, 2011 in Newport Beach, California. Lead Plaintiffs and Defendants prepared comprehensive opening and reply mediation briefs and expended substantial efforts in connection with this mediation, including working with damages consultants who performed detailed and comprehensive damage analyses. Representatives of each of the Lead Plaintiffs attended and actively participated in the mediation. The November 18, 2011 mediation did not result in a settlement. However, after evaluating the strengths and weaknesses of the claims and defenses, Judge Phillips subsequently made a mediator's proposal to settle the litigation for \$32.5 million. The Settling Parties reached an agreement to settle the Litigation for \$32.5 million in the weeks following the mediation.

5. Lead Plaintiffs believe that this Settlement represents an excellent result for the Settlement Class, especially under the circumstances and procedural posture of the Litigation. Substantial investigation, motion practice, extensive discovery, meetings with consultants, and legal research informed Lead Plaintiffs that, while they believed their case was meritorious, it had weaknesses which had to be carefully evaluated in determining what course (*i.e.*, whether to settle and on what terms, or to continue to litigate through the pending motion for class certification, and potentially summary judgment and trial) was in the best interests of the Settlement Class.

6. As set forth in further detail below, despite the fact that Lead Plaintiffs' allegations and claims were supported by legal authority and the evidence discovered to date, the specific circumstances involved here presented many uncertainties with respect to Lead Plaintiffs' ability to ultimately prevail in this Litigation. Most significantly, Lead Plaintiffs had not yet prevailed on their motion to certify the Litigation as a class action, and while Lead

Plaintiffs believed that their motion would succeed and the Court would certify the class proposed in the motion, Lead Plaintiffs recognized the very real risk, considering the novel issues in class certification in mortgage-backed securities actions, and recent authority in this and other Circuits, that the Court might not certify a class at all and, even if it did, might certify a much smaller class than the one proposed, increasing the risk of no recovery at all for most of the Settlement Class Members. Were Lead Plaintiffs to overcome the obstacles of class certification, they would still face the significant time and expense of continued discovery and the challenges of summary judgment, and trial. The achievement of the \$32.5 million Settlement assures that damaged Settlement Class Members will receive a significant recovery and will receive it in the short-term.

II. FACTUAL SUMMARY OF LEAD PLAINTIFFS' CLAIMS AGAINST DEFENDANTS

7. The operative Complaint in this action was brought on behalf of all persons or entities who acquired Mortgage Pass-Through Certificates (the "Certificates") issued by Deutsche Alt-A Securities, Inc. ("Deutsche Alt-A" or the "Depositor"), Deutsche Alt-A Securities Mortgage Loan Trust, Series 2006-AR5 and Deutsche Alt-B Securities Mortgage Loan Trust, Series 2006-AB4 (the "Trusts") between May 2006 and May 2007 (the "Relevant Time Period"), pursuant and/or traceable to a false and misleading Registration Statement filed with the Securities and Exchange Commission ("SEC") on May 1, 2006, and two prospectus supplements filed with the SEC dated September 28, 2006 and October 30, 2006 (collectively, the "Offering Documents"). ¶¶1, 3, 39.³

³ All references to "¶" or "¶¶" are to the Second Amended Complaint ("Complaint") for Violation of §§11, 12(a)(2) and 15 of the Securities Act of 1933 filed May 24, 2010.

8. Lead Plaintiffs brought claims under §§11, 12(a)(2), and 15 of the Securities Act of 1933 (“Securities Act”) against defendants Deutsche Alt-A as issuer, Deutsche Bank Securities as the underwriter in the sale of the Certificates, DB Structured Products, Inc. as sponsor of the Certificate offerings, and certain officers and directors of Deutsche Alt-A who signed the Registration Statement; Anilesh Ahuja, Jeffrey Lehocky, Richard W. Ferguson, Joseph J. Rice, and Richard d’Albert (collectively the “Defendants”). ¶¶27-35, 149, 160, 165.

9. Deutsche Alt-A, a subsidiary of DB Structural Products, Inc., is a Delaware corporation formed in 2002 for the purpose of acquiring and owning mortgage loan assets and selling interests in them. ¶2. Deutsche Alt-A acquired pools of mortgage loans generally secured by liens on residential properties, including conventional, adjustable rate, and hybrid adjustable rate loans and transferred them to the Trusts. ¶¶3, 45. Deutsche Alt-A established the Trusts to issue the Certificates supported by the pools of mortgage loans. ¶2. The Certificates were then offered and sold to investors such as Lead Plaintiffs by Deutsche Bank Securities acting as the underwriter pursuant to the Offering Documents. ¶¶3, 29.

10. The Complaint alleged that the Offering Documents contained false and misleading statements about the underwriting standards employed by the key originators of the mortgage loans underlying the Certificates. ¶¶4, 47. For example, rather than originating loans in accordance with “common sense” and “professional judgment” as the Offering Documents stated, the originators allegedly were not ensuring that the borrower’s income would support repayment, and were not evaluating the borrower’s credit standing, loan repayment ability, or the value and adequacy of the mortgaged property as collateral. ¶¶47, 48. Rather, the originators implemented policies designed to extend mortgages to borrowers regardless of their ability to pay and employed practices such as coaching borrowers to misstate their income on loan

applications in order to qualify, directing unqualified applicants to no-documentation or low documentation loans, steering borrowers to loans that exceed their borrowing capacity, approving borrowers based on “teaser rates” for loans when they could not afford the “fully-indexed rate,” and approving borrowers under “exceptions” to underwriting guidelines when no exceptions were present. ¶49. In addition, many loans underlying the Certificates were allegedly made to borrowers who had either not submitted or had altered the required documentation. ¶50.

11. Based on information gained from confidential witnesses and consultants retained by Lead Counsel to, among other things, statistically sample and “re-underwrite” (*i.e.*, in accordance with the more conservative criteria described in the Offering Documents) loans from the key originators backing the Trusts (based on information obtained through bankruptcy proceedings, government reports, statements by former employees of the originators, other mortgage-related litigation, and other public sources), the Complaint alleged how the underwriting practices of the key originators deviated from the representations about them in the Offering Documents. *See, e.g.*, ¶¶ 54-94. It also alleged how the Offering Documents misrepresented or omitted material facts about the appraisals conducted by or for the loan originators, describing the key originator’s underwriting transgressions as reported in public sources, *see, e.g.*, ¶¶ 95-107, and how those transgressions were consistent with Lead Plaintiffs’ testing of samples of loans underlying the Trusts. ¶¶109-110. It further described how, as a result of inflated appraisals, an important metric -- the loan-to-value (“LTV”) ratios, set forth in the Offering Documents relating to nearly half of the loans backing the Trusts were inaccurate. ¶¶108-121. In addition, it described how the Offering Documents misstated the Certificates’ true investment rating, as the ratings set forth in the Offering Documents were based on outdated

assumptions, relaxed ratings criteria, and inaccurate loan information, resulting in artificially high credit ratings. ¶¶122-139.

12. The Complaint further alleged that after the Certificates were issued, the ratings on Certificates within each of the Trusts were downgraded as a result of the original ratings not accurately reflecting the risk associated with the loans underlying the Certificates. ¶¶141-41. Moreover, the total 60+ day delinquency rate on the loans underlying the Certificates was in excess of 25%, and by March 2010, and the total percentage of delinquent and foreclosed loans and bank owned and sold properties exceeded 41% of the total loan pool. ¶141.

13. The Complaint identified each of the statements alleged to contain misrepresentations or omissions of material fact, and set forth what was alleged to be misstated or omitted. ¶¶4-15, 47-139. It also alleged that the Certificates purchased by the Lead Plaintiffs and the Class declined in value as a result of the misrepresentations and omissions in the Offering Documents, and thus caused damages to Lead Plaintiffs and the Class. ¶¶16-21.

III. RELEVANT PROCEDURAL HISTORY

14. The Litigation was initiated on June 27, 2008 by plaintiff Massachusetts Bricklayers and Masons Trust Funds (“Mass. Bricklayers”) in the Supreme Court of the State of New York, County of Nassau. It asserted claims against Defendants under Sections 11 and 15 of the Securities Act on behalf of a purported class of purchasers of mortgage-backed certificates issued by fourteen trusts created by Deutsche Alt-A. The fourteen trusts that were the subject of the initial complaint were created by Deutsche Alt-A pursuant to a common registration statement filed with the SEC, and included the two Trusts that remained the subject of the Complaint.

15. Defendants removed the Litigation to this Court on August 5, 2008. ECF 1. Thereafter, plaintiff sought remand asserting that Section 22(a) of the Securities Act provided for

concurrent jurisdiction of Securities Act claims and expressly barred removal. On October 2, 2010, pursuant to the Court's Amended Rules, the parties filed a fully-briefed motion package with the Court which included plaintiff's motion for remand, defendants' opposition thereto, and plaintiff's reply brief in support of remand. ECF 8-13.

16. On January 8, 2009, the Court issued a Memorandum and Order denying plaintiff's motion for remand finding that the Litigation was sufficiently related to the pending American Home Mortgage Holdings, Inc. ("AHM")⁴ bankruptcy action to support federal jurisdiction. ECF 16.

17. On May 5, 2009, Mass. Bricklayers along with Pipefitters' Retirement Fund Local 597 ("Pipefitters") moved unopposed to be appointed Lead Plaintiffs in the Litigation and to appoint Labaton Sucharow LLP ("Labaton Sucharow") and Robbins Geller Rudman & Dowd LLP ("Robbins Geller")⁵ as Lead Counsel.

18. On May 18, 2009, the Court issued an Order appointing Mass. Bricklayers and Pipefitters as Lead Plaintiffs and approving Lead Plaintiffs selection of Labaton Sucharow and Robbins Geller as Lead Counsel. ECF 19.

19. On May 27, 2009, the Court approved the parties' proposed schedule for Lead Plaintiffs to file an amended complaint, Defendants to respond or move to dismiss, Lead Plaintiffs to oppose any such motion, and Defendants to reply. ECF 20.

A. The First Amended Complaint and Motion to Dismiss

20. On June 18, 2009, Lead Plaintiffs filed an amended complaint alleging violations of §§11, 12(a)(2) and 15 of the Securities Act against the Defendants on behalf of a purported

⁴ AHM was one of the "key originators" of mortgages supporting the Trusts. ¶78.

⁵ Robbins Geller was known as Coughlin Stoia Geller Rudman & Robbins LLP at the time.

class of purchasers of Certificates in the same fourteen trusts created by Deutsche Alt-A as alleged in the initial complaint. ECF 22.

21. In preparation for filing the amended complaint, Lead Counsel: (i) conducted an extensive proprietary investigation including consulting with experts in residential mortgage-backed securities securitizations; (ii) interviewed or oversaw interviews of former employees of the key originators; (iii) reviewed and analyzed publicly available information regarding the Defendants; (iv) conducted an extensive investigation of the originators identified in the Offering Documents including AHM, MortgageIT, Countrywide Home Loans, Inc. (“Countrywide”), IndyMac Bank, F.S.B. (“IndyMac”), GreenPoint Mortgage Funding, Inc. (“GreenPoint”), Impac Funding Corporation (“Impac”), Ohio Savings Bank (“OSB”), Residential Funding Company, LLC (“RFC”), and Home 123 Corporation (“Home 123”), which included a thorough review of media and investigative reports relating to the originators and an extensive nation-wide review of court dockets and filings relating to private litigation and government actions related to them; (v) investigated the rating agencies retained by Defendants that rated the Certificates as “investment grade;” and (vi) researched the applicable law related to Lead Plaintiffs’ claims and Defendants’ potential defenses.

22. The amended complaint alleged that the Offering Documents misrepresented the underwriting standards purportedly used in connection with the origination of the underlying mortgage loans, misrepresented the LTV ratios of the loans underlying the Certificates, misrepresented the appraisals of properties underlying the mortgage loans, misrepresented the debt-to-income ratios permitted on the loans, and misrepresented the ratings of the Certificates. It contained over 90 pages of detailed facts about residential loan categories, the secondary market for mortgage loans and the securitization process, the market for sub-prime and Alt-A

loans, and listed each of the statements in the Offering Documents alleged to be misstated or which omitted material facts, and set forth in detail why those statements were misstated and which facts were omitted. It further alleged that the misstatements and omissions caused Lead Plaintiffs' losses.

23. On August 14, 2009, Defendants served a motion to dismiss the amended complaint, (ECF 28),⁶ arguing, *inter alia*, that Lead Plaintiffs lacked standing to pursue claims on behalf of purchasers of certificates in the twelve trusts that Lead Plaintiffs did not purchase, and that Lead Plaintiffs could not bring a claim under Section 12(a)(2) of the Securities Act because Lead Plaintiffs did not allege that they purchased their Certificates directly in a public offering, or that Defendants solicited the purchases. Defendants also asserted that Lead Plaintiffs' claims were time-barred because Lead Plaintiffs were on inquiry notice of the lending practices Lead Plaintiffs claimed were misrepresented more than one year before the initial complaint was filed. Defendants attached a detailed declaration to their motion citing 82 separate paragraphs of news stories and other public reports purportedly demonstrating that the lending practices were publicly disclosed. Defendants additionally argued that Lead Plaintiffs failed to allege any actionable misstatements or omissions, and that the amended complaint failed to allege any misstatement regarding the ratings of the certificates.

24. On October 9, 2009, Lead Plaintiffs served a detailed opposition to Defendants' motion. ECF 32. Lead Plaintiffs argued, *inter alia*, that they had standing to pursue claims on behalf of investors in certificates in the twelve trusts that Lead Plaintiffs did not purchase because all of the trusts at issue emanated from a single false and misleading registration

⁶ The fully briefed motion package was filed with the Court on November 6, 2009 pursuant to the Court's Amended Rules.

statement filed with the SEC, and that Defendants' standing challenges were otherwise misdirected. Lead Plaintiffs also argued that the amended complaint adequately identified each statement alleged to be misrepresented and each material fact allegedly omitted, sufficiently "tying" the improper underwriting practices of the loan originators to the Certificates. Lead Plaintiffs' opposition contained a detailed explanation and legal argument why the claims were not time-barred.

25. On November 6, 2009, Defendants served their reply memorandum, (ECF 34), and the fully-briefed motion package was then filed with the Court.

B. The April 6, 2010 Memorandum and Order and the Second Amended Complaint

26. On April 6, 2010, the Court issued a Memorandum and Order, (ECF 43), granting Defendants' motion to dismiss all claims with respect to the twelve trusts in which Lead Plaintiffs did not purchase on standing grounds. The Court denied the motion to dismiss claims regarding the remaining two Trusts on statute of limitations grounds and directed Lead Plaintiffs to re-plead their claims regarding the two Trusts that remained. The Court instructed Lead Plaintiffs to identify the false statements and/or omissions upon which Lead Plaintiffs relied, set forth how those statements were tied to the loans in which they invested, and set forth the basis for Lead Plaintiffs' damages claims, and state whether the damages claim arose from non-payment of amounts due, or the inability to sell the Certificates in the secondary market. The Court stated that it would be in a better position to evaluate the merits of Lead Plaintiffs' claims through the amended pleading.

27. On April 15, 2010, the parties submitted a proposed Stipulated Scheduling Order, (ECF 44), setting forth proposed dates for Lead Plaintiffs to file an amended complaint as

directed by the Court, and setting forth a briefing schedule for a second motion to dismiss. The schedule was approved by Magistrate Judge Lindsay on April 21, 2010.

28. On May 24, 2010, Lead Plaintiffs filed the operative Complaint as described in ¶¶7-13 above on behalf of Certificate purchasers in the two Trusts in which Lead Plaintiffs purchased. In preparation for filing, Lead Counsel renewed its investigation of the claims at issue and retained an additional consultant to review loan files that Lead Counsel was able to identify as supporting the Certificates that were the subject of bankruptcy proceedings relating to key originators IndyMac, GreenPoint and AHM. The consultant then undertook to “re-underwrite” those loans in order to identify any transgressions in the original underwriting. Lead Plaintiffs were thus able to tie specific loans underlying the Certificates to the underwriting errors complained of in order to demonstrate that the Offering Documents contained misstatements or omissions of material fact.

C. The Motion to Dismiss the Second Amended Complaint

29. On July 9, 2010, Defendants moved to dismiss the Complaint. ECF 50-52.⁷ Defendants’ motion focused extensively on challenging Lead Plaintiffs’ Constitutional standing to bring the claims at issue arguing that Lead Plaintiffs did not allege an injury-in-fact under Article III. Defendants again argued that the Complaint did not identify any material misrepresentation or omission, and the Complaint failed to tie the underwriting violations alleged to the specific loans underlying the Trusts. In addition, Defendants raised a novel argument that under the publicly-filed Mortgage Loan Purchase Agreements, Lead Plaintiffs would have been required to notify DBSP about any allegedly defective loans and give DBSP an opportunity to

⁷ The fully-briefed motion package was filed with the Court on September 14, 2010 pursuant to the Court’s Amended Order. *See*, ECF 50-54.

cure the defect by repurchasing or replacing them. Since Lead Plaintiffs did not allege that DBSP failed to repurchase or replace, Defendants argued they did not allege an actionable misrepresentation.

30. On August 24, 2010, Lead Plaintiffs opposed Defendants' motion, (ECF 53), explaining in detail how the Complaint addressed the issues the Court identified in its April 6, 2010 Memorandum and Order, (ECF 43), and satisfied the Court's directives for re-pleading. Lead Plaintiffs noted that the Complaint specifically referenced a review of over 100 loans actually contained in the Trusts, and that with regard to 74% of the loans, no apparent determination was made regarding the borrowers ability to repay, and a review of 79 loans backing the Certificates revealed that for 38 of those loans (48%), the appraisal overvalued the property by 9% or more. Lead Plaintiffs also noted that, based on the March 2010 trustee reports, the total percentage of delinquent and foreclosed loans backing the Trusts exceeded 41%, demonstrating that the Certificates were falsely rated. Lead Plaintiffs also argued that the Complaint established Article III standing because it alleged that the Certificates experienced a significant decline in value and therefore Lead Plaintiffs suffered actual losses, and that Defendants could not rely on the purported "cure" provision to escape the strict liability provisions of the Securities Act.

31. Defendants served their reply memorandum on September 14, 2010, (ECF 54), after which the entire motion package was filed with the Court.

D. The December 23, 2010 Memorandum and Order and Defendants' Motion to Stay or Certify for Appeal

32. On December 23, 2010, the Court issued a Memorandum and Order, (ECF 62), rejecting each of Defendants' arguments and denying Defendants' motion to dismiss the

Complaint in its entirety and rejecting Defendants' argument regarding the purported "cure" provision.

33. On January 25, 2011, Defendants served a motion for an order staying discovery or in the alternative, certification pursuant to 28 U.S.C. §1292(b). ECF 75-77. According to Defendants, a stay of discovery was appropriate in light of *Footbridge Ltd. Trust v. Countrywide Home Loans, Inc.*, No. 10-4244 (2d Cir.), then pending before the Second Circuit. Defendants asserted that the *Footbridge* appeal would be dispositive of the availability of a complete defense to Lead Plaintiffs' claims, *i.e.*, whether Lead Plaintiffs could assert their misrepresentation claims in light of the cure provision in the Offering Documents. In the alternative, Defendants requested that the Court certify for interlocutory appeal to the Second Circuit pursuant to 28 U.S.C. §1292(b), Defendants' ability to assert the same defense under the circumstances in the Litigation.

34. Thereafter, on February 2, 2011, Defendants answered the Complaint setting forth general and specific denials and asserting numerous affirmative defenses. ECF 65.

35. Lead Plaintiffs opposed Defendants' motion on February 8, 2011, (ECF 78), asserting that the Second Circuit's decision in *Footbridge* would not be dispositive of Lead Plaintiffs' claims in the Litigation, Lead Plaintiffs would be substantially prejudiced by the imposition of a stay, and Defendants' purported reasons for a stay were unavailing. Plaintiffs further argued that Section 1292(b) certification should be denied because the Court's December 23, 2010 Memorandum and Order did not involve a controlling question of law as to which there was a substantial ground for difference of opinion, and an immediate appeal would not materially advance the Litigation. ECF 62.

36. Defendants served a reply memorandum in support of their motion on February 15, 2011, (ECF 79), after which the fully briefed motion package was filed with the Court pursuant to the Court's Amended Order.

37. On February 24, 2011, the Court issued a Memorandum and Order denying Defendants' motion for a stay or for certification. ECF 82.

E. Defendants' Efforts to Bifurcate Discovery

38. On February 28, 2011, within days of the Court's Order denying the motion for stay or certification, Defendants wrote to the Court proposing that discovery be bifurcated and that merits discovery be stayed pending a decision on class certification. ECF 84. Defendants cited two recent decisions in the Southern District of New York – *New Jersey Carpenters Health Fund v. Residential Capital, LLC*, No. 08-CV-8781 (HB) (S.D.N.Y.) and *New Jersey Carpenters Health Fund v. The Royal Bank of Scotland Group, PLC*, No. 08-CV-5093 (HB) (S.D.N.Y.), 2011 WL 147735 (S.D.N.Y. Jan. 18, 2011) in which the court denied class certification in cases very similar to the Litigation.

39. On the same date, February 28, 2011, Lead Plaintiffs submitted a letter brief opposing Defendants' request and asked that discovery proceed without delay. ECF 83. Lead Plaintiffs explained that Defendants failed to meet their burden of demonstrating good cause for a stay, that bifurcation would result in a duplication of efforts, and that Lead Plaintiffs and the proposed class would be severely prejudiced if discovery was not allowed to proceed.

40. On March 8, 2011, Magistrate Judge Lindsay denied Defendants' proposal and imposed a schedule for joinder of additional parties, the completion of class and merits discovery, the filing of any dispositive motions, and scheduled a final conference with the Court. ECF 86.

41. Thereafter, discovery began in earnest and is described more fully in §IV below.

F. Lead Plaintiffs' Motion for Class Certification

42. On July 11, 2011, Lead Plaintiffs served their motion for class certification. ECF 114. The motion sought certification of a class of all persons who purchased or otherwise acquired the Certificates in the Trusts, and argued why the Litigation was particularly well suited for class action treatment, and why Lead Plaintiffs satisfied each of the elements necessary for class certification. In addition, Lead Plaintiffs submitted the expert report of Professor Joseph R. Mason, (ECF 115, Ex. B), who provided an overview of securitization and explained that basic securitization strategy and mechanism hinges crucially on pool homogeneity and consistency, and different types of mortgage loans are securitized separately to maintain pool homogeneity. Professor Mason also opined that the various tranches of Certificates all represent claims on the cash flow of the same underlying collateral. Accordingly, misstatements or omissions in the Offering Documents affected all Certificates similarly. Professor Mason also opined that there were in excess of 310 members of the purported class, that the Certificates could be valued at different points in time, and that damages could be calculated on a class-wide basis.

43. In connection with the motion, Lead Plaintiffs also submitted Declarations of representatives of the Lead Plaintiffs demonstrating the Lead Plaintiffs' adequacy to represent the proposed class. *See*, ECF 116 and 117.

44. Thereafter, the parties engaged in discovery on class certification issues. Defendants previously requested documents from the Lead Plaintiffs and subpoenaed documents from the Lead Plaintiffs' investment advisors and absent class members. Defendants then deposed representatives of the Lead Plaintiffs. Peter A. Driscoll, the Administrator of Lead Plaintiff Pipefitters, was deposed on May 27, 2011, and Gregory Sarno, the Administrator of Lead Plaintiff Mass. Bricklayers, was deposed on June 3, 2011. Defendants also deposed representatives of Lead Plaintiffs' investment managers. Daniel A. Tranchita from Baird

Advisors (Pipefitters) was deposed on May 23, 2011, and Neil Moriarty of Aberdeen Asset Management, Inc. (Mass. Bricklayers) was deposed on May 26, 2011. Defendants deposed Professor Joseph R. Mason on August 4, 2011.

45. On August 30, 2011, Defendants served their opposition to Lead Plaintiffs' class certification motion. ECF 119. Defendants launched a formidable attack on each of the elements of class certification and focused extensively on attempting to demonstrate that substantial differences among the two offerings, three loan groups and purported fifty-three different tranches – each evidencing a separate security - should defeat certification. Defendants' opposition included a lengthy and detailed expert report from Professor Walter Torous, (ECF 120, Ex. 1), who attempted to refute the opinions of Professor Mason, and opined that numerous differences among offerings, groups and securities made certification improper, the proposed class did not satisfy numerosity, the members of the proposed class had knowledge of the alleged misstatements, individualized proof on materiality from one loan group to another predominated, and damages and causation could not be established on a class-wide basis. He further opined that because each tranche of Certificates is a separately traded security with its own CUSIP number, Lead Plaintiffs lacked standing to represent purchasers in tranches the Lead Plaintiffs did not purchase.

46. Thereafter, Lead Plaintiffs subpoenaed documents from Professor Torous and prepared for and deposed him on September 28, 2011.

47. On October 10, 2011, Lead Plaintiffs served their reply brief in further support of class certification responding to each of the challenges to certification raised in Defendants' opposition and Professor Torous' report. ECF 123. Lead Plaintiffs also submitted the Declaration of Professor Bruce A. Green, (ECF 125), from Fordham University School of Law

who opined that it is permissible under New York Rules of Professional Conduct for class counsel to assume responsibility for the payment of any costs that might be awarded to Defendants pursuant to Fed. R. Civ. P. 68.⁸

48. The fully briefed motion package was filed with the Court on October 10, 2011 pursuant to the Court's Amended Order. *See*, ECF 114-125.

IV. LEAD PLAINTIFFS' INVESTIGATION AND ANALYSIS

49. The Settling Parties negotiated the Settlement on an informed basis and with a thorough understanding of the merits and value of the Settling Parties' claims and defenses.

A. Lead Plaintiffs' Pre-Filing and Ongoing Investigation

50. Lead Plaintiffs, through Lead Counsel, conducted an extensive investigation of the claims asserted in the Litigation. This investigation began with a review of all relevant public information, including public statements, filings with the SEC, regulatory filings and reports, as well as securities analysts' reports, advisories and media reports about the Defendants, each of the loan originators identified in the Offering Documents, the mortgage and securitization markets in general, and the rating agencies. The investigation continued throughout the course of the Litigation as new events continued to unfold and included a detailed review of governmental reports and investigations including the report issued by the U.S. Senate Permanent Subcommittee on Investigations on Wall Street and the Nation's Financial Collapse, related testimony about the mortgage and securitization markets, the report issued by the Financial Crisis Inquiry Committee ("FCIC"), transcripts of testimony taken by the FCIC and

⁸ On June 21, 2010, and again on March 11, 2011, Defendants, either directly or through counsel, made offers of judgment pursuant to Fed. R. Civ. P. 68 to settle the claims with each of the Lead Plaintiffs individually and not on behalf of the class. Lead Plaintiffs rejected Defendants' offers.

documents submitted to the FCIC, and a review of litigation files relating to actions by numerous states Attorneys General, and private litigation involving the originators.

51. Lead Counsel also retained experienced private investigators to perform certain investigative and consulting services relating to the Litigation. The tasks performed by the investigators, at the direction of Lead Counsel included, *inter alia*, identifying, locating, and interviewing former employees of Deutsche and the originators, and other potentially knowledgeable witnesses. During 2008 through 2011, the investigators identified approximately 610 potential witnesses, conducted comprehensive interviews with more than 83 of them, spoke with at least 63 more of these potential witnesses, and discussed their findings and research with Lead Counsel. This investigation significantly aided Lead Counsel in evaluating the strengths and weaknesses of Lead Plaintiffs' case, and ultimately, settling the Litigation with the Defendants. In sum, the efforts of the private investigators were integral in achieving this Settlement on behalf of the Settlement Class.

52. In addition to conducting dozens of interviews of percipient confidential witnesses, Lead Plaintiffs also engaged the services of consultants to: (i) identify, review and re-underwrite certain loans for which records were available through bankruptcy filings for the purpose of pleading the Complaint; (ii) opine on the propriety of statistical sampling of mortgage loans to determine whether the testing of those loans would support the conclusion that the sample is representative of the loan pools as a whole for purposes of establishing liability; (iii) determine the appropriate sample size; (iv) opine that the Certificates were sufficiently related for purposes of class certification, that the class satisfied numerosity, and damages were capable of being determined on a class-wide basis; (v) assist in the analysis of potential damages and issues related to loss causation, and (vi) assist in the preparation of the proposed Plan of

Allocation. These consultants were retained to provide expertise regarding the issues identified above in this matter both during the drafting of the complaints, during discovery, and in the settlement process. Their services contributed materially to the benefits achieved by the Settlement Class.

B. Fact and Expert Discovery

53. Lead Plaintiffs' decision to settle was also informed by extensive discovery taken in the Litigation by the Settling Parties. Specifically, on February 28, 2011, Lead Plaintiffs served comprehensive document requests and interrogatories on Defendants. Thereafter, Lead Plaintiffs served numerous document and deposition subpoenas including on the following non-parties, several of which were absent class members:

- Bank of America Corporation;
- Bank of New York Mellon Corporation;
- Barclays Capital;
- The Charles Schwab Corporation;
- Credit Suisse (USA), Inc;
- JP Morgan Chase & Co;
- Morgan Stanley & Company, Inc;
- State Street Corporation;
- Clayton Holdings, LLC;
- Fitch, Inc;
- Moody's Corporation;
- Standard & Poor's Rating Services;
- Alfred H. Siegel, U.S. Trustee for Indymac Bank, F.S.B;
- GreenPoint Mortgage Funding, Inc;

- American Home Mortgage Investment Corp;
- Capital One Financial Corp;
- The Depository Trust Company;
- HSBC Bank USA, N.A;
- One West Bank, F.S.B;
- Wells Fargo Bank, National Association;
- Lydian Data Services, LLC;
- Headstrong Business Services, Inc, acquirer of the assets of Lydian;
- Kroll Factual Data;
- First American CoreLogic, Inc;
- Ocwen Financial Corporation;
- American Home Mortgage Servicing, Inc.;
- Assured Guaranty Security Municipal Corp.;
- Citibank, NA;
- Citigroup Global Markets, Inc.;
- Comerica Bank;
- Deutsche Bank National Trust Company;
- Genworth Financial, Inc.;
- GMAC Mortgage, LLC;
- Indymac Bank, F.S.B. c/o Scott Christensen;
- Merrill Lynch, Pierce, Fenner & Smith, Inc.;
- MGIC (Mortgage Guaranty Ins. Corp.);
- The Northern Trust Co.;
- Radian Guaranty, Inc.;

- Republic Mortgage Ins. Co.;
- Triad Guaranty Ins. Corp.; and
- Walter N. Torous.

54. Likewise, Defendants conducted extensive fact discovery, serving their first set of document requests and interrogatories on Lead Plaintiffs on March 11, 2011. Defendants also subpoenaed numerous non-parties including:

- Teachers Insurance Annuity Association;
- Agribank, F.C.B;
- Koch Global Capital, LLC;
- Segal Advisors;
- Robert W. Baird
- Dearborn Partners LLC;
- State Street Global Advisors;
- Aberdeen Asset Management Inc;
- Comerica Securities Incorporated;
- National Investment Services;
- Strategic Capital Investment Advisors, Inc;
- Joseph R. Mason;
- The TCW Group;
- Pacific Investment Management Co; and
- Summit Investment Partners.

55. The parties then negotiated a Confidentiality Protective Order that was So Ordered by the Court on April 1, 2011. ECF 89.

56. Over the subsequent months, the parties aggressively pursued discovery, negotiating electronic storage protocols, with each side producing documents, engaging in numerous meet and confers regarding the scope and responsiveness of discovery responses, serving supplemental document requests and interrogatories and serving requests for admissions. The parties also exchanged privilege logs, pursued documents from the non-parties, and negotiated deposition schedules.

57. For example, Lead Plaintiffs engaged in extensive negotiations with counsel for the Federal Deposit Insurance Corporation in its capacity as receiver (“FDIC Receiver”) for key originator IndyMac. Lead Plaintiffs sought documents through subpoena from IndyMac. The FDIC Receiver objected and Lead Plaintiffs and the FDIC Receiver engaged in extensive back-and-forth negotiation to facilitate production.

58. Thereafter, the FDIC Receiver determined that, among other issues, some of the documents it agreed to produce contained non-public information and the redaction of that material would be unduly burdensome. The FDIC Receiver then refused to produce any documents unless Lead Plaintiffs agreed to provide the FDIC Receiver with a supplemental protective order. After substantial further negotiation, Lead Plaintiffs and the FDIC receiver agreed that the FDIC Receiver would produce the agreed-to documents in un-redacted format subject to the Court approving a protective order acceptable to the FDIC Receiver.

59. The parties then negotiated the scope of the protective order and on June 6, 2011, Lead Plaintiffs moved for the entry of two supplemental protective orders to facilitate the FDIC Receiver’s production. ECF 94.

60. On June 9, 2011, Defendants opposed the motion. ECF 95. Defendants argued that Lead Plaintiffs did not demonstrate that the April 1, 2011 Confidentiality Protective Order

was inadequate, and the proposed supplemental protective orders would create unworkable burdens on Defendants.

61. On June 21, 2011, Magistrate Judge Arlene R. Lindsay issued an Order approving the supplemental protective orders subject to Defendants permission to challenge the FDIC Receiver's designations. ECF 100.

62. Thereafter, the FDIC Receiver produced over 4.1 million pages of documents related to the mortgage loans originated by IndyMac and underlying the Certificates, which Lead Counsel reviewed and analyzed.

63. Lead Plaintiffs also engaged in protracted negotiations with Defendants over the scope and pace of Defendants' document production. As just one example, Lead Plaintiffs noticed the deposition of Joseph Swartz, Deutsche Bank's Vice President in Charge of Mortgage Acquisitions Due Diligence and the person the FCIC testimony revealed to be Deutsche Bank's main contact with third-party due diligence firm Clayton Holdings, for August 30, 2011. Defendants, however, stated they could not produce documents related to Mr. Swartz until mid-August 2011, and could not complete the bulk of their document production until mid-September 2011. The delay in receiving the Swartz documents and the hurdles regarding the IndyMac documents from the FDIC Receiver forced Lead Plaintiffs to write to the Court on July 25, 2011 requesting a four month extension of the discovery deadline until March 1, 2012. ECF 102.

64. On July 27, 2011, Defendants wrote to the Court stating their non-opposition to the extension, but disputing Lead Plaintiffs' statements regarding the pace and scope of production. ECF 103.

65. On August 2, 2011, Magistrate Judge Lindsay issued an Order granting the extension of the discovery schedule.

66. At about the same time, Lead Plaintiffs were also forced to compel the production of additional IndyMac documents from non-party OneWest Bank, F.S.B. ECF 105. Despite the fact that the FDIC Receiver “owned” the IndyMac files in OneWest’s possession, OneWest asserted that the supplemental protective orders agreed to by the FDIC Receiver were inadequate to protect OneWest’s interests, and notwithstanding the protective order issue, OneWest would only agree to produce a sample of loan files at issue and not the entire universe of documents Lead Plaintiffs sought. Lead Plaintiffs sought a full production subject to the supplemental protective orders approved by the Court. *See*, ECF 100.

67. OneWest responded through counsel contesting the Court’s jurisdiction to enforce the subpoena, (ECF 106), and through additional counsel to seek reimbursement of any costs incurred in the production. ECF 108.

68. On October 7, 2011, Magistrate Judge Lindsay issued another Order directing Lead Plaintiffs to seek to enforce the OneWest Bank subpoena in the Central District of California, and also directing Defendants to produce the documents Lead Plaintiffs sought related to Joseph Swartz by October 21, 2011. ECF 113.

69. Notwithstanding the various discovery disputes, Defendants produced documents to Lead Plaintiffs on a rolling basis. In all, Lead Plaintiffs investigation included a review and analysis of several million pages of documents produced by Defendants and third-parties prior to the Settlement.

70. Defendants also conducted extensive discovery of Lead Plaintiffs. For example, Mass. Bricklayers served its Responses and Objections to Defendants’ First Set of Requests for the Production of Documents and First Set of Interrogatories on April 29, 2011, along with its initial production of documents. Mass. Bricklayers continued its search for responsive

documents and made supplemental productions on May 19, 2011, again on May 24, 2011. In addition, Mr. Sarno travelled to New York to prepare for and be deposed by defense counsel. Mass. Bricklayers produced additional documents in response to Defendants' document requests on July 21, 2011 and July 27, 2011 based on requests made by defense counsel at and subsequent to Mr. Sarno's June 3, 2011 deposition.

71. Pipefitters served its Responses and Objections to Defendants' First Set of Requests for the Production of Documents and First Set of Interrogatories on April 29, 2011, along with its initial production of documents. Pipefitters continued to search for responsive documents and made supplemental productions on May 10, 2011, May 27, 2011 and June 28, 2011. In addition, Mr. Driscoll, on behalf of Pipefitters, traveled to New York to prepare for and be deposed by defense counsel on May 27, 2011. Pipefitters supplemented its responses to Defendants' First Set of Interrogatories on July 27, 2011.

72. In addition to the numerous non-parties identified above, Defendants also conducted extensive discovery of Lead Plaintiffs' investment advisors, investment managers and custodians, subpoenaing and obtaining documents from and deposing Mass. Bricklayers' investment manager Aberdeen Asset Management, Inc., and seeking documents from Mass. Bricklayers' investment advisor Segal Advisors, and custodian State Street Advisors. Defendants also sought documents from and deposed Pipefitters' investment manager, Baird Advisors, and sought documents from Pipefitters' investment managers Dearborn Partners, LLC and National Investment Services, Inc., investment consultant Strategic Capital Investment Advisors, Inc., and custodian Comerica Bank.

73. The extensive investigation and discovery taken in the Litigation demonstrates that the Settling Parties negotiated the Settlement on an informed basis and with a thorough understanding of the merits and value of the Settling Parties' claims and defenses.

C. The Mediation

74. At the close of class certification briefing, the parties began discussions of a possible settlement of the Litigation. In connection therewith, the parties informed the Court that both sides were receptive to exploring a possible settlement through mediation. On October 12, 2011, the Court issued an Order referring the matter to mediation and staying discovery until December 16, 2011, at which point the parties were to report on the status of the mediation. ECF 126, 127.

75. The parties participated in a mediation session with Judge Phillips on November 18, 2011 in Newport Beach, California. Prior to the mediation session, Lead Plaintiffs and Defendants exchanged comprehensive opening and reply mediation briefs setting forth the strengths and weaknesses of each side's position and submitted them to Judge Phillips. Lead Plaintiffs expended substantial efforts in connection with the mediation, including working with damages consultants who performed detailed and comprehensive damage analyses.

76. Representatives of each of the Lead Plaintiffs attended and actively participated in the mediation. Specifically, Mr. Driscoll attended on behalf of Pipefitters and Mr. Sarno attended on behalf of Mass. Bricklayers.

77. After a full day of mediation, the parties were unable to reach a settlement. However, in the following weeks, after evaluating the strengths and weaknesses of the claims and defenses, Judge Phillips issued a mediator's proposal to settle the Litigation for \$32.5 million. The Settling Parties each agreed to the proposal.

78. On December 19, 2011, counsel for Defendants informed the Court (ECF 135) that the parties reached an agreement in principal to settle the Litigation and were actively negotiating the terms of a definitive settlement agreement.

79. Over the subsequent weeks, the Settling Parties worked diligently on the Stipulation and Notice and Plan of Allocation, addressing and overcoming numerous impasses, particularly regarding the scope of the Release. On March 20, 2012, Lead Plaintiffs advised the Court that a definitive settlement agreement had been finalized and executed and requested permission for Lead Plaintiffs to file their Unopposed Motion for: (I) Preliminary Approval of Settlement, (II) Certification of the Class for Purposes of Settlement, (III) Approval of Notice to the Class, and (IV) Scheduling of a Final Approval Hearing. ECF 136.

80. The Unopposed Motion and supporting documents were filed with the Court on March 22, 2012. ECF 137, and 137-1 to 4.

V. THE COURT'S PRELIMINARY APPROVAL ORDER AND LEAD PLAINTIFFS' DISSEMINATION OF PRE-HEARING NOTICES

81. On March 29, 2012, the Court issued its Preliminary Approval Order (ECF 139):

(a) Preliminarily approving the Stipulation and Settlement subject to further consideration at the Final Approval Hearing;

(b) Preliminarily certifying the Litigation as a class action on behalf of the Settlement Class for the purposes of this Settlement only. With respect to the Settlement Class, the Court preliminarily found, for purposes of effectuating the Settlement only, that the prerequisites for a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that:

(i) The Members of the Settlement Class are so numerous that joinder of all Settlement Class Members in the Litigation is impracticable;

(ii) There are questions of law and fact common to the Settlement Class which predominate over any individual questions;

(iii) The claims of the Lead Plaintiffs are typical of the claims of the Settlement Class;

(iv) The Lead Plaintiffs and Lead Counsel will fairly and adequately represent and protect the interests of all of the Settlement Class Members; and

(v) A class action is superior to other available methods for the fair and efficient adjudication of the controversy.

(c) Scheduling a hearing (the “Final Approval Hearing”) for July 11, 2012 at 11:00 a.m. to determine whether (1) the proposed Settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate to the Settlement Class and should be approved by the Court; (2) a Judgment as provided in ¶ 1.20 of the Stipulation should be entered; (3) the proposed Plan of Allocation should be approved; and (4) to determine the amount of fees and expenses that should be awarded to Lead Counsel and the amount that each Lead Plaintiff should be reimbursed for its expenses including lost wages.

(d) Approving as to form and content, the Notice of Pendency and Proposed Settlement of Class Action and Motion for Attorneys’ Fees and Expenses (“Notice”), Summary Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys’ Fees and Expenses (“Summary Notice”) and the Proof of Claim and Release form (“Proof of Claim”) and approving the plan for mailing and distribution of the Notice and publishing of the Summary Notice;

(e) Appointing Gilardi & Co, LLC (“Claims Administrator”) to supervise and administer the notice procedure as well as the processing of claims; and

(f) Establishing procedures and deadlines for providing notice to the Settlement Class and for Settlement Class Members to exclude themselves from the Settlement Class or to object to the Settlement, Plan of Allocation, and/or the application for attorneys’ fees and reimbursement of expenses.

82. Annexed hereto as Ex. 1 is the Declaration of Carole K. Sylvester Re A) Mailing of the Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys’ Fees and Expenses and the Proof of Claim and Release Form, B) Publication of the Summary Notice, and C) Internet Posting (“Sylvester Decl.”), dated May 25, 2012. Ms. Sylvester is an employee of Gilardi & Co. LLC (“Gilardi”) who oversaw the notice services provided by Gilardi

for this case. Pursuant to the Preliminary Approval Order, and under Lead Counsel's supervision, Gilardi mailed copies of the Notice and Proof of Claim to all potential Settlement Class Members who could be reasonably identified, and to known nominees. *Id.* ¶¶3-9. Gilardi and Lead Counsel also made the Notice and Proof of Claim readily available on Gilardi's website, www.gilardi.com/DEUTSCHE, and on the websites of Lead Counsel, www.labaton.com and www.rgrdlaw.com. In further compliance with the Preliminary Approval Order, Gilardi caused the Summary Notice to be timely published in Investor's Business Daily and transmitted over PR Newswire. *Id.* ¶12.

83. The Notice describes, *inter alia*, the claims asserted in the Litigation, the Settling Parties' contentions, the course of the Litigation, the Settlement's terms, the Plan of Allocation, and Settlement Class Members' right to object to the Settlement and to seek exclusion from the Settlement Class. Ex. 1-A. The Notice provides the deadlines for objecting to the Settlement and seeking exclusion from the Settlement Class, and advises potential Settlement Class Members of the scheduled Final Approval Hearing. *Id.* at A, p. 2. The Notice also notifies Settlement Class Members that aggregate attorneys' fees requested by Lead Counsel will not exceed 29% of the Settlement Fund and aggregate litigation expenses will not exceed \$950,000, with interest earned on both amounts at a rate equal to the interest earned by the Settlement Fund. *Id.* at A, pp. 2, 10-11.

84. Although the date for objecting to the Settlement and seeking exclusion from the Settlement Class have not yet passed, to date, no objections to the Settlement have been received. Following the June 20, 2012 deadline for exclusions and objections, Lead Plaintiffs will report on any exclusions and objections in their reply papers.

VI. THE STRENGTHS AND WEAKNESSES OF THE CASE

85. Based on publicly available documents, information and internal documents obtained through their own investigation, their discussions with consultants and through the extensive fact discovery conducted in the Litigation, Lead Counsel believe that they have adduced and would continue to adduce substantial evidence to support Lead Plaintiffs' claims. They also realize, however, that they face considerable risks and defenses in continuing this Litigation in light of its current procedural posture. Some of the most serious risks are discussed in the following paragraphs. Lead Plaintiffs and Lead Counsel carefully considered these risks during the months leading up to the Settlement and during the settlement discussions with Defendants.

A. Challenges to Class Certification

86. Lead Plaintiffs recognized that their pending motion for class certification presented certain hurdles. Defendants launched numerous challenges to class certification. Among them, Defendants asserted that Lead Plaintiffs lacked standing to represent the majority of the proposed class since Lead Plaintiffs purchased in only two tranches of Certificates, and in furtherance of that position, spent considerable effort through legal argument and expert testimony demonstrating that the Trusts were composed of 53 separate tranches of securities, each with its own CUSIP number, and thus each tranche was a unique security. Defendants noted that their standing argument was accepted by two courts; first by the Central District of California in *Maine State Ret. Sys. V. Countrywide Fin. Corp., et al.*, No. 10-cv-0302 (MRP), 2011 WL 4389689 (C.D. Cal. May 5, 2011), and more recently in *In re Wash. Mut. Mortg. Backed Sec. Litig. ("In re WaMu")*, No. C09-37 (MJP), 2011 U.S. Dist. LEXIS 123946, at *11-12 (W.D. Wash. Oct. 21, 2011). Defendants also argued that Lead Plaintiffs failed to demonstrate numerosity and improperly grouped all 53 tranches and included large institutions

with resources to pursue individual claims, and foreign purchasers of Certificates in their numerosity analysis. Defendants further argued that the proper analysis required a tranche by tranche inquiry which demonstrated that the proposed class was not sufficiently numerous.

87. Lead Plaintiffs, on the other hand, argued that the Court should follow decisions in the Second Circuit, notably *Public Emps. Ret. Sys. Of Miss v. Merrill Lynch & Co.*, (“*Merrill Lynch*”), No. 08 Civ. 10841 (JSR), 2011 U.S. Dist. LEXIS 93222 at *34-*35 (S.D.N.Y. Aug. 22, 2011), and *N.J. Carpenters Health Fund v. DLJ Mortg. Capital, Inc.*, (“*N.J. Carpenters*”), No. 08 Civ. 5653 (PAC), 2011 U.S. Dist. LEXIS 92597 (S.D.N.Y. Aug. 16, 2011), and certify the proposed class. Nonetheless, Lead Plaintiffs recognized that even after certification, Defendants would continue to press this issue and the Court could revisit standing and narrow the class.

88. Defendants also challenged Lead Plaintiffs ability to satisfy the predominance and superiority requirements of Rule 23 relying on Judge Baer’s decision denying class certification in another mortgage-backed securities case, *N.J. Carpenters Health Fund v. The Royal Bank of Scot. Grp.*, 272 F.R.D. 160 (S.D.N.Y. 2011), in which Judge Baer concluded that individual issues predominated because the knowledge levels of the members of the class – composed of sophisticated institutional investors -- will differ, thus defeating class certification. Judge Baer’s ruling denying class certification was recently affirmed by the Second Circuit. *See, N.J. Carpenters Health Fund v. Rali Series 2006-Q01*, 2012 U.S. App. LEXIS 8675 (2d Cir. 2012). Defendants argued that the facts of the Litigation were even more compelling than *RALI/Harborview* because they demonstrated substantial differences among class members’ knowledge regarding underwriting deficiencies in the Alt-A mortgage market, and thus bear on statute of limitations, falsity and materiality. Defendants also argued that the 53 tranches are supported by different credit enhancements and are supported by three different loan groups.

Accordingly, Defendants argued that Lead Plaintiffs needed to prove deviations from underwriting guidelines separately for each loan group. Defendants further argued that the structure of the offerings and credit enhancements applicable to each tranche necessitated a tranche-level inquiry of materiality, which prevented class certification.

89. Lead Plaintiffs asserted their belief that Defendants' reliance on Judge Baer's opinion in *RALI/Harborview* was misplaced as that decision was heavily criticized. Moreover, Lead Plaintiffs argued that Defendants failed to provide any evidence that any class member had actual knowledge of facts contradicting any specific misstatement alleged in the Complaint. Lead Plaintiffs further argued that all tranches within each Trust were issued pursuant to one common prospectus supplement, and thus the same alleged misstatements apply to all loan groups and tranches within each Trust. In addition, the "knowledge defense" the court in *RALI/Harborview* relied on was rejected by the court in *Merrill Lynch*, and in *N.J. Carpenters*. Lead Plaintiffs argued that that the Court should follow *Merrill Lynch* and *N.J. Carpenters* and conclude that individual issues did not predominate.

90. Additionally, Defendants challenged Mass. Bricklayers adequacy to represent the class since, according to Defendants, Mass. Bricklayers earned a profit on its investment. Lead Plaintiffs believe that Defendants' conclusion was based on the wrong methodology and improperly included interest received in the measure of damages for claims under the Securities Act.

91. In summary, Lead Plaintiffs faced significant challenges to maintaining the proposed class throughout the Litigation.

B. Risks of Proving Damages

92. Lead Plaintiffs also recognized the significant challenges in proving damages. Defendants were expected to advance, primarily through expert testimony, a "negative

causation” argument – *i.e.*, any losses were caused by external factors unrelated to the alleged misrepresentations or omissions, that Defendants would have asserted would dramatically reduce or eliminate recoverable damages. Defendants also would be expected to present testimony that the inherent complexities in RMBS valuation precluded Lead Plaintiffs from proving any damages at all, and that such damages, if any, had to be reduced by amounts claimed by plaintiffs in individual actions involving the same Certificates as well as foreign purchasers of those Certificates.

93. Lead Plaintiffs, on the other hand, would respond with expert testimony that any attempt by Defendants to disaggregate the causes for the Certificates’ decline in value would fail. Moreover, Lead Plaintiffs would assert that the Certificates could be valued, and that any damage reduction arguments for individual cases or foreign transactions were either overstated or misplaced. While Lead Plaintiffs were confident in their arguments, they nonetheless recognized the very real risk that the Court might have accepted some or all of Defendants’ arguments, and that uncertainty presented a real risk to recovery. And while Lead Plaintiffs believe they could rebut those arguments with expert testimony, survive summary judgment, and prevail at trial, battles between experts are notoriously difficult to assess. Moreover, Lead Plaintiffs would need to explain to a jury, *inter alia*, how the class was damaged – a significant challenge in a complex case like this one.

C. Risks of Establishing Liability

94. In addition to Defendants’ expected challenges to class certification and damages, Defendants would be expected to argue on summary judgment and at trial that Lead Plaintiffs could not establish that the Offering Documents contained material misrepresentations because of the types of loans at issue -- reduced and no-documentation loans -- made up the majority of the loans underlying the Certificates, and were clearly described as such in the

Offering Documents. Therefore, according to Defendants, the risks of those types of loans and any departures from underwriting guidelines were adequately disclosed. Moreover, according to Defendants, the underwriting of those loans could not have been deficient because the underwriters did not have documentation to determine the borrowers' qualifications.

95. Lead Plaintiffs, on the other hand, would respond that even with reduced or no-documentation loans, the originators still needed to evaluate the borrower's ability to repay through other means, and were still required to assess the adequacy of collateral. Regardless of the types of loans underlying the Certificates, the systematic abandonment of underwriting guidelines was never disclosed in the Offering Documents. While Lead Plaintiffs believed that Defendants' argument was wrong, there was always a risk that the Court or jury would accept Defendants' argument instead of Lead Plaintiffs'.

96. Defendants were also expected to argue that Lead Plaintiffs' claims were time-barred and would, like they did in moving to dismiss and in opposing class certification, seek to present considerable evidence that the facts which the Lead Plaintiffs claim were misstated or omitted in the Offering Documents were known to Certificate investors prior to one year from the date of first suit. Lead Plaintiffs would expect to respond that Defendants could not point to any public disclosure of the specific facts Lead Plaintiffs alleged were misstated or omitted prior to one year before suit. However, it is difficult to predict how a jury would interpret the enormous volume of information Defendants would likely present on this issue injecting additional uncertainty.

97. Finally, in order to meet their burden at trial, Lead Plaintiffs would require the testimony of multiple experts on structured finance, the mortgage market, mortgage loan underwriting, real estate appraisals, statistics, credit ratings, and damages. Defendants would

likewise hire equally competent experts to counter Lead Plaintiffs' experts' conclusions. Indeed, a trial of this case is likely to hinge as much on the testimony of experts as on fact witnesses, which always presents a substantial risk of a party prevailing, not because of the merits, but because of a jury's assessment of one party's expert or experts.

98. Even if Lead Plaintiffs prevailed on liability on any or all of their claims and were awarded all of their damages, there was the significant risk that the Defendants would appeal the verdict and award. The appeals process would likely span several additional years, during which time the Settlement Class would receive no distribution on any damage award. Of course, an appeal of any verdict would carry with it the risk of reversal, in which case the Settlement Class would receive no distribution despite having prevailed on the claims at trial.

99. In summary, there were multiple procedural hurdles as well as significant merits-based risks involved in proceeding with this matter, each of which was carefully considered by Lead Plaintiffs, in consultation with Lead Counsel, in making the determination to settle with the Defendants on the agreed terms.

VII. SETTLEMENT NEGOTIATIONS AND TERMS OF THE SETTLEMENT

100. The Settling Parties agreed to a mediation, which was held on November 18, 2011 before Judge Phillips (Ret.). To facilitate the mediation process, Lead Plaintiffs and Defendants prepared and exchanged comprehensive mediation statements, and submitted replies to each other's statements. During the mediation, Judge Phillips conferred with counsel for Lead Plaintiffs and Defendants both separately and in joint session. Because the Settling Parties were adamant about their respective positions, they were unable to reach an agreement. After the mediation, and after follow-up discussions with counsel for the Settling Parties, Judge Phillips issued a Mediator's Proposal on November 22, 2011, which was subsequently accepted by both

parties on November 23, 2011. Pursuant to the Settlement, and subject to the approval of the Court and entry of judgment, the Defendants will pay \$32.5 million cash to the Settlement Class.

101. Darren Robbins, Arthur Leahy, and Jonathan Gardner, led the settlement negotiations for Lead Plaintiffs and the Settlement Class. All have years of experience in the prosecution and resolution of complex class actions. Jamie L. Wine of Latham & Watkins led the defense team along with Joseph M. Salama formerly of Latham & Watkins and now at Deutsche Bank. All defense counsel's credentials in defending class actions are similarly unquestionable.

102. Lead Counsel are actively engaged in complex civil litigation, particularly the litigation of securities class actions. We believe that Lead Counsels' experience and reputation as attorneys who will zealously carry a meritorious case through the trial and appellate levels, as well as aggressively litigate this case, put Lead Plaintiffs in as strong a position as possible in settlement negotiations with the Defendants.

103. The Stipulation is the result of vigorous arm's-length negotiations. In the estimation of Lead Counsel, the compromise embodied in the Stipulation with the Defendants represents a successful resolution of a complex and risky class action.

104. Upon approval of the Stipulation by the Court and entry of a judgment that becomes a final judgment, and upon satisfaction of the other conditions to the Settlement, the Gross Settlement Fund will pay for certain administrative expenses, including the cost of providing notice to the Settlement Class; the cost of publishing newspaper notice; payment of taxes assessed against the income earned by the Gross Settlement Fund; costs associated with the processing of claims submitted; and Lead Counsels' fees and expenses and the expenses of the Lead Plaintiffs. The balance of the Settlement Fund (the "Net Settlement Fund") will be

distributed according to the Plan of Allocation (described below) to Settlement Class Members who submit valid, timely Proof of Claim and Release forms.

VIII. THE SETTLEMENT IS IN THE BEST INTERESTS OF THE SETTLEMENT CLASS AND WARRANTS APPROVAL

105. While Lead Plaintiffs believe they could have prevailed on the merits of the case, the Defendants were just as confident that Lead Plaintiffs would fail. There was a very real risk, as discussed in detail above, to class certification, liability and proving damages. Had Lead Plaintiffs successfully obtained class certification, Lead Plaintiffs still faced significant hurdles to demonstrating a material misstatement or omission in the Offering Documents at summary judgment and at trial. Additionally, any order or judgment in Lead Plaintiffs' favor faced the very real risk that Defendants would appeal, which could take additional years to resolve and bore the risk of reversal.

106. Having considered the foregoing, and evaluating the likelihood of prevailing at class certification, at summary judgment, and at trial, it is the informed judgment of Lead Plaintiffs and Lead Counsel, based upon all proceedings to date and their extensive experience in litigating securities class actions, that the proposed Settlement of this matter before this Court is fair, reasonable, and adequate, and in the best interests of the Settlement Class.

IX. THE PLAN OF ALLOCATION

107. The Net Settlement Fund will be allocated to the two Trusts based on the aggregate damages Lead Plaintiffs would have asserted at trial attributable to each of the two Trusts. Accordingly, 75.27% of the Net Settlement Fund will be allocated to Recognized Claims based on the 2006-AR5 Trust and 24.73% will be allocated to Recognized Claims based on the 2006-AB4 Trust.

108. If approved, the Plan of Allocation (“Plan”) will govern how the proceeds of the Net Settlement Fund will be distributed among Settlement Class Members who submit valid Proof of Claim and Release forms. To the extent there are sufficient funds in the Net Settlement Fund, each Settlement Class Member who submits a valid, timely Proof of Claim and Release form (“Authorized Claimant”) will receive an amount equal to the Authorized Claimant’s claim. If, however, as is more likely, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage that each Authorized Claimant’s claim bears to the total of the claims of all Authorized Claimants. Payment in this manner shall be deemed conclusive against all Authorized Claimants.

109. The Plan is set forth in detail in the Notice. In developing the Plan, Lead Counsel conferred with a valuation consultant experienced in mortgage-backed securitizations. The Plan is generally based on each Authorized Claimant’s out-of-pocket loss resulting from an investment in the Certificates. It considers: (i) when the Certificate was purchased or acquired, and the price at the time of purchase; (ii) any principal payments received or write-downs incurred; (iii) whether it was sold, and if so, when it was sold and for how much; and (iv) if held on January 25, 2012, the last date for which Trustee data was available at the time the Stipulation was finalized, the value of the Certificate on that date (the “Measurement Date”).

110. In order to assist the Claims Administrator in determining Recognized Losses or Gains, Lead Plaintiffs’ valuation consultant performed certain calculations based on the Trustee reports for each Certificate. Specifically, the valuation consultant identified the portion of original face value remaining on each Certificate as of specific dates between the time of the initial offering of the Certificate for sale and the Measurement Date reflecting all principal

payments received and write-downs incurred, referred to in the Plan as the “Factor.” The consultant also identified for each Certificate, the portion of original face value remaining on each Certificate as of specific dates between the time of the initial offering of the Certificate for sale and the Measurement Date reflecting all principal payments received but *excluding* any write-downs incurred, referred to in the Plan as the “Write-Down Free Factor” or “WFF.” The consultant also determined the price of each Certificate on the Measurement Date.

111. Based on purchase and sale information, the Factors, the Write-Down Free Factors and the Measurement Date prices, the claims administrator will calculate each Authorized Claimant’s Recognized Losses or Gains based on the formulas set forth in the Plan.

112. In sum, each Authorized Claimant’s Recognized Losses or Gains will be determined by: 1) the Original Principal Amount; 2) less the Principal Payments Received; 3) less the Amount Received on Sale; or 4) for Certificates not sold or sold after the Measurement Date, the Value on Measurement Date.

113. A Total Recognized Loss By CUSIP will be calculated for each Authorized Claimant on a CUSIP by CUSIP basis. Multiple transactions by an Authorized Claimant in a single CUSIP will be netted, *i.e.*, a total of all Recognized Gains for that CUSIP will be subtracted from the total of Recognized Losses for that CUSIP. However, a Total Recognized Loss By CUSIP cannot be less than zero.

114. Authorized Claimants do not have to calculate their own claim. The claims administrator will calculate the claim. However, the Factors, the WFFs and the Measurement Date prices will be available to Authorized Claimants on the Claims Administrator’s website at www.gilardi.com, or by calling the Claims Administrator Toll Free at (866) 255-3328. Lead

Plaintiffs believe that the proposed Plan provides a fair and equitable allocation of the Net Settlement Fund.

X. LEAD COUNSEL'S APPLICATION FOR ATTORNEYS' FEES IS REASONABLE

A. The Requested Fee of 26.5% of the Settlement Fund Is Fair and Reasonable, Is Consistent with Percentages Routinely Awarded by Courts, and Is Amply Justified by the Specific Facts and Circumstances in this Case

1. Nature and Extent of Litigation

115. The prosecution and resolution of this action required Lead Counsel and their professional support staff to perform in excess of 21,000 hours of work and incur \$789,204.87 in expenses for which they have not been paid.

116. This case was vigorously litigated and settled only after Lead Counsel had, *inter alia*: (a) conducted an extensive factual investigation; (b) amended their complaint for violation of the Securities Act twice; (c) opposed two motions to dismiss; (d) conducted extensive discovery from Defendants and third parties including compiling and analyzing several million pages of documents; (e) engaged in multiple rounds of discovery motion practice; (f) produced documents to Defendants and each of the Lead Plaintiffs and their investment managers sat for a deposition; (g) fully briefed a motion for class certification; (h) deposed Defendants' class certification expert, and defended the deposition of Lead Plaintiffs' class certification expert; and (i) prepared for and attended a mediation, followed by post-mediation settlement discussions. These efforts and others on the part of Lead Counsel are described in detail throughout this declaration.

117. For our extensive efforts on behalf of the Settlement Class, Lead Counsel are applying for compensation from the Settlement Fund in the amount of 26.5% of the common fund created through Lead Counsel's efforts – a fee of \$8,612,500.00. We respectfully submit

that the percentage method is the appropriate method of fee recovery because, among other things, it aligns the lawyers' interest in being paid a fair fee with the interest of the Settlement Class in achieving the maximum recovery in the shortest amount of time required under the circumstances. In any event, the requested fee is fair and reasonable compared to Lead Counsel's lodestar as well, as the requested amount is less than Lead Counsel's lodestar in the Litigation. *See, infra* ¶119.

B. The Requested Fee Is Reasonable

118. Shortly after an agreement-in-principle was reached to settle the Litigation, Lead Plaintiffs reviewed Lead Counsel's time to date in the Litigation, considered the results achieved by Lead Counsel and negotiated the fee request of \$8,618,440.75, which was Lead Counsel's lodestar as of the time that the Settlement was reached and partially documented. The requested 26.5% of the Settlement Fund is slightly below the amount approved by Lead Plaintiffs. Indeed, since agreeing to the fee request with Lead Plaintiffs, Lead Counsel has incurred substantial additional time in finalizing the Settlement papers including the Plan of Allocation, preparing motion papers for the motion for preliminary approval and the motion for final approval and will incur additional time in the future in connection with Lead Plaintiffs reply papers in further support of final approval and addressing any objections and in administering and distributing the Net Settlement Fund. As set forth in the accompanying memorandum in support of Lead Counsel's application for an award of attorneys' fees and expenses, numerous courts have applied the percentage-of-recovery method in awarding fees in "common fund" cases. The percentage sought is merited in this case in light of the effort required and the results obtained. The fee is also fair based on a lodestar cross-check basis because the requested fee is less than Lead Counsel's lodestar. *See, infra* ¶119.

1. The Time Expended

119. As of April 11, 2012, Lead Counsel have expended a total of 21,076.90 hours in attorney and professional support staff time in litigating this case and obtaining this Settlement. The resulting lodestar is \$8,765,088.75. Thus, the requested fee represents a negative multiplier of .98 (*see* Declaration of Jonathan Gardner Filed on Behalf of Labaton Sucharow LLP in Support of Application for Award of Attorneys' Fees and Expenses, dated May 29, 2012, ¶5, and Joint Declaration of Arthur C. Leahy and Keith F. Park Filed on Behalf of Robbins Geller Rudman & Dowd LLP in Support of Application for Award of Attorneys' Fees and Expenses, dated May 30, 2012, ¶5, annexed hereto as Exs. 2 and 3).

2. The Settlement Achieved

120. As discussed in detail above, the \$32.5 million cash Settlement was achieved as a result of extensive and creative prosecutorial and investigative efforts, extensive discovery and contentious and complicated motions practice and settlement negotiations, as detailed herein. As a result of this Settlement, Settlement 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.

3. The Risk, Magnitude and Complexity of the Litigation

121. Courts have recognized that the risk, magnitude and complexity of the issues in a case are significant factors to be considered in making a fee award. As demonstrated by the discussion above, the contested issues in this Litigation involved difficult issues of fact and law regarding the Defendants' alleged misstatements or omissions of material fact in the Offering Documents, an understanding of mortgage underwriting and the securitization process, difficult and novel issues regarding standing and class certification, an understanding of the complex structure of the Certificates, difficult and risky issues regarding proof of damages, including whether damages could be demonstrated on a class-wide basis, and complex proof regarding

Defendants' expected negative causation and statute of limitations defenses. This declaration and the motions in support of the proposed Settlement and the fee application describe the substantial risks of this Litigation. Those same difficulties also constituted risks that counsel might never be paid for their efforts.

122. There are numerous cases where class counsel in contingent fee cases such as this, after expenditures of thousands of hours and significant expenses, have received no compensation whatsoever. Class counsel who litigate cases in good faith and receive no fees whatsoever are often the most diligent members of the plaintiffs' bar. The fact that defendants and their counsel know that the leading members of the plaintiffs' bar are actually able to, and will, go to trial even in high-risk cases gives rise to meaningful settlements in actions such as this. The losses suffered by class counsel in other actions where insubstantial settlement offers are rejected, and class counsel ultimately receive little or no fee, should not be ignored. Lead Counsel know from personal experience that despite the most vigorous and competent of efforts, including trials to jury verdict, attorneys' success in contingent litigation such as this is never assured.

123. Because the fee to be awarded in this matter is entirely contingent, the only certainty from the outset was that there would be no fee without a successful result, and that such a result would be realized only after a lengthy and difficult effort.

124. Lawsuits such as this are exceedingly time consuming and expensive to litigate successfully. Those unfamiliar with the efforts required to litigate class actions often focus on the aggregate fees awarded but ignore the fact that those fees are used to fund enormous overhead expenses incurred during the course of many years of litigation, are taxed by federal, state, and local authorities, are used to fund the massive expenses of other contingent cases

prosecuted by plaintiffs' counsel and are used to pay the monthly salaries of the firms' attorneys and staff. When reduced to a bottom line, these funds are far less imposing than the gross fees awarded appear.

125. As discussed in greater detail above, this case was fraught with significant risks. Defendants disputed whether Lead Plaintiffs could overcome the class certification issues they raised, establish a material misstatement or omission, or prove damages. Were this Settlement not achieved, and even if Lead Plaintiffs prevailed through trial, Lead Plaintiffs faced potentially years of costly and risky appeals against Defendants, with ultimate success far from certain. It is also possible that a jury could have found no liability or no damages. We respectfully submit that Lead Counsel are entitled to 26.5% of the Gross Settlement Fund because of the risk factors involved in this case.

4. Quality of the Representation

126. A 26.5% fee is also warranted in light of the extensive efforts on the part of Lead Counsel, as outlined above, that were required to produce this Settlement. Lead Counsel and their in-house professionals spent thousands of hours litigating the claims asserted against the Defendants, *inter alia*, conducting an investigation, reviewing publicly available documents and internal documents, conferring with consultants, drafting two complaints and comprehensive memoranda of law concerning the motions to dismiss, briefing class certification, deposing Defendants' class certification expert, defending the deposition of their own class certification expert, defending the depositions of Lead Plaintiffs, participating in the depositions of Lead Plaintiffs' investment advisors, negotiating with Defendants and third-parties over the production of documents, moving to compel, negotiating a confidentiality order with Defendants, and a separate one with the FDIC Receiver, reviewing and analyzing *millions* of pages of documents

produced by Defendants and third-parties, engaging in extensive settlement discussions, and otherwise strategically guiding this Litigation to a successful conclusion for the Settlement Class.

127. Labaton Sucharow is among the nation's preeminent law firms in this area of practice and has served as lead or co-lead counsel on behalf of major institutional investors in numerous class litigation since the enactment of the PSLRA, including *In re American International Group, 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. 03-1501 (N.D. Ala.) (representing New Mexico State Investment Council, the New Mexico Educational Retirement Board and the State of Michigan Retirement System and securing settlements of more than \$600 million); *In re Broadcom Corp. Class Action Litig.*, No. 06-5036 (C.D. Cal.) (representing the New Mexico State Investment Council and securing a settlement of \$160.5 million); and *In re Countrywide Sec. Litig.*, No. 07-5295 (C.D. Cal.) (representing the State of New York and New York City Pension Funds and reaching settlements of more than \$600 million). *See* Ex. 2-A.

128. Robbins Geller is the nation's largest plaintiff-shareholder litigation firm and has served as lead or co-lead counsel in some of the most prominent shareholder cases. It represented the Regents of the University of California in *In re Enron Corp. Sec. Litig.*, Case No. H-01-3624 (S.D. Tx.), recovering \$7.3 billion for investors, as well as California Public Employees' Retirement System in *In re United Health Group Inc. PSLRA Litig.*, Case No. 06-CV-1691 (D. Minn.), recovering \$925 million in a stock option backdating litigation, and recovered \$600 million for investors in *In re Cardinal Health, Inc. Sec. Litig.*, Case No. C2-04-575 (S.D. Ohio). *See* Ex. 3-A.

XI. PAYMENT OF LEAD COUNSEL'S EXPENSES

129. Lead Counsel also requests payment of expenses incurred in connection with the Litigation, in the amount of \$789,204.87. Each law firm requesting expenses has submitted a declaration, which states that the expenses are: (i) reflected in the books and records maintained by the firm; and (ii) accurately recorded in their declaration. *See* Exs. 2 and 3.

130. Lead Counsel submits that the expenses are reasonable and were necessary for the successful prosecution of the case. Because counsel were aware that they might not recover any of these expenses unless and until the litigation was successfully resolved against the Defendants, they took steps to minimize expenses whenever practical to do so without jeopardizing the vigorous and efficient prosecution of the case.

131. Approximately \$440,000, or 56% of these expenses, relate to the cost of experts and consultants. These expenses were critical to Lead Counsels' motion for class certification, pleading and proving Lead Plaintiffs' claims, and calculating the Settlement Class' damages in the Litigation. Given the complexity of the Securities Act claims at issue, it was essential for Lead Counsel to hire and use the services of experts and consultants to ensure success in prosecuting the case and achieving the proposed Settlement.

132. Lead Plaintiffs' counsel's expenses also reflect routine and typical expenditures incurred in the course of litigation, such as the costs of legal research (*i.e.*, Westlaw and Lexis fees), travel, document duplication, telephone, and overnight mail delivery, for example. *Id.* These expenses are reasonable and were necessary for the successful prosecution of the case.

XII. LEAD PLAINTIFFS' APPLICATION FOR REIMBURSEMENT OF COSTS AND EXPENSES

133. The Notice informs Class Members that Lead Plaintiffs may apply for reimbursement of its reasonable costs and expenses directly related to its representation of the Class in accordance with 15 U.S.C. §77z-1(a)(4).

134. Lead Plaintiff Mass. Bricklayers seeks reimbursement of its reasonable costs and expenses, including lost wages that it directly incurred in connection with its representation of the Class in the total amount of \$9,770. The amount of time and effort devoted to this Action by Mass. Bricklayers is detailed in the declaration of Charles Raso, Secretary-Treasurer of the Massachusetts Bricklayers and Masons Trust Funds annexed hereto as Ex. 4.

135. Specifically, four Mass. Bricklayers employees spent a total of approximately 104 hours representing the Class at reimbursable rates of between \$45 and \$135 per hour. The Executive Director of Mass. Bricklayers, Greg Sarno was primarily responsible to oversee the Action and interact with counsel. Mr. Sarno spent approximately 78 hours prosecuting the Action on behalf of the Class, including overseeing Mass. Bricklayers document collection and production efforts, preparing for and having his deposition taken by Defendants and participating in the mediation in California. This was time he was unable to dedicate to his regular duties on behalf of Mass. Bricklayers. Based upon his annual salary and benefits and a normal 40 hour work week, his hourly rate is \$95 per hour.

136. Lead Plaintiff Pipefitters seeks reimbursement of its reasonable costs and expenses, including lost wages that it directly incurred in connection with its representation of the Class in the total amount of \$23,387.58. The amount of time and effort devoted to this Action by Pipefitters is detailed in the declaration of Peter A. Driscoll, Administrator of Pipefitters' Local 597 Retirement Fund annexed hereto as Ex. 5.

137. Specifically, Mr. Driscoll spent approximately 60 hours prosecuting the Action on behalf of the Class, including having his deposition taken by Defendants and participating in the mediation in California. This was time he was unable to dedicate to his regular duties on behalf of Pipefitters. Based upon Pipefitters' formula for reimbursement of Mr. Driscoll's services and the number of hours he works a week, his hourly rate is \$185 per hour, which results in a \$11,100 request for reimbursement. In addition, it is Pipefitters' practice to consult with its regular Fund counsel in connection with litigation. In connection with this Litigation, Pipefitters consulted with Johnson & Kroll, LLC and DLA Piper, its regular counsel, seeking their services and analysis regarding the merits of the case, its decision to participate as a lead plaintiff, its review of significant pleadings and motions, its responses to discovery and Defendants' Offers of Settlement, deposition preparation, its review of major events in the case reported by Lead Counsel, and the mediation that led to the settlement of the Litigation. In connection with this Action, Fund counsel billed Pipefitters by the hour and Pipefitters incurred \$12,287.58 in legal expenses. *Id.* ¶¶8-9.

138. To date no objection has been raised as to the request for reimbursement of litigation expenses by Lead Plaintiffs.

139. Lead Counsel respectfully submits that this award, which will be paid directly to Lead Plaintiffs Mass. Bricklayers and Pipefitters, is fully consistent with Congress's intent, as expressed in the PSLRA, of encouraging institutional and other highly experienced plaintiffs to take an active role in bringing and supervising actions of this type. *See*, 15 U.S.C. §77z-1(a)(4).

XIII. MISCELLANEOUS EXHIBITS

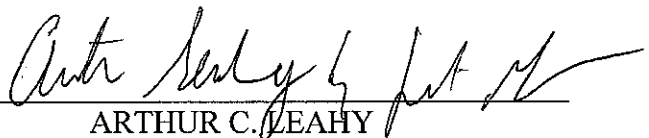
140. Annexed hereto as Ex. 6 is a table of billing rates for defense firms compiled by Labaton Sucharow from fee applications submitted by such firms in bankruptcy proceedings in 2010.

141. Annexed hereto as Ex. 7 is a compilation of slip opinions cited in the two memoranda of law submitted herewith.

XIV. CONCLUSION

142. For all of the foregoing reasons, Lead Counsel respectfully request the Court to approve the Settlement, the Plan of Allocation of settlement proceeds, award Lead Counsel 26.5% of the Settlement Amount plus \$789,204.87 in expenses, plus the interest earned thereon at the same rate and for the same period as that earned on the Settlement Fund until paid, and award Lead Plaintiff Mass. Bricklayers reimbursement of their expenses in the amount of \$9,770, and award Lead Plaintiff Pipefitters reimbursement of their expenses in the amount of \$23,387.58.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of June, 2012, at San Diego, California.


ARTHUR C. LEAHY

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of June, 2012, at New York, New York.

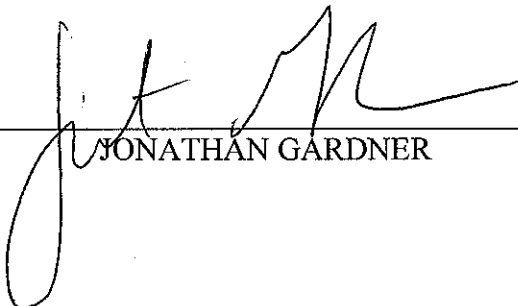

JONATHAN GARDNER

EXHIBIT 1

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

MASSACHUSETTS BRICKLAYERS AND
MASONS TRUST FUNDS, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

DEUTSCHE ALT-A SECURITIES, INC., et
al.,

Defendants.

x

: Civil Action No. 2:08-cv-03178-LDW-ARL

: CLASS ACTION

: DECLARATION OF CAROLE K.

: SYLVESTER RE A) MAILING OF THE

: NOTICE OF PENDENCY OF CLASS

: ACTION AND PROPOSED SETTLEMENT

: AND MOTION FOR ATTORNEYS' FEES

: AND EXPENSES AND THE PROOF OF

: CLAIM AND RELEASE FORM, B)

: PUBLICATION OF THE SUMMARY

: NOTICE, AND C) INTERNET POSTING

x

I, Carole K. Sylvester, declare:

THE NOTICE AND PROOF OF CLAIM

1. I submit this declaration in order to provide the Court and the parties to the above-captioned litigation with information regarding the mailing of the Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys' Fees and Expenses (the "Notice") and the Proof of Claim and Release form (the "Proof of Claim"), the posting of those documents on the Gilardi & Co. LLC ("Gilardi") website, and publication of the Summary Notice. I am over 21 years of age and am not a party to this action. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I am employed by Gilardi, located at 3301 Kerner Blvd., San Rafael, California. Gilardi was retained as the Claims Administrator in this matter. I oversaw the notice services Gilardi provided in accordance with the Order Preliminarily Approving Settlement and Providing for Notice (the "Order") that was entered by the Court on April 5, 2012, in connection with the settlement. True and correct copies of the Notice and Proof of Claim are attached hereto as Exhibits A and B, respectively. The Notice and Proof of Claim (collectively, the "Claim Package") are in the form approved by the Court.

MAILING OF THE NOTICE AND PROOF OF CLAIM

3. In accordance with the Order, Gilardi obtained from plaintiffs' counsel a list of all persons who purchased or otherwise acquired Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 Mortgage Pass-Through Certificates and/or Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5 Mortgage Pass-Through Certificates between May 1, 2006 through May 30, 2007, inclusive. The list was reviewed to identify and eliminate duplicate entries and incomplete data, resulting in a usable mailing list of 757 names and addresses. Gilardi prepared mailing labels from that list, affixed those labels to Claim Packages, posted the Claim Packages for First-Class Mail prepaid, and delivered them on April 12, 2012, to the United States Post Office located in Santa Rosa, California. The total number of Claim Packages mailed on April 12, 2012, to those potential members of the class was 757.

4. As part of its normal mailing procedures, Gilardi also sent Claim Packages and cover letters to a list of 237 brokerages, custodial banks, and other institutions ("Nominal Holders") that hold securities in "street name" as nominees for the benefit of their customers who

are the beneficial owners of the securities. This list also includes a group of filers/institutions who have requested notification on every securities case. These Nominal Holders are included in a proprietary database created and maintained by Gilardi. In Gilardi's experience, the institutions included in this initial mailing represent a significant majority of the beneficial holders of securities. The cover letter accompanying the Claim Package advised the Nominal Holders of the proposed settlement and requested their cooperation in forwarding the Claim Package to potential class members. In the 25 years that Gilardi has been doing notification of securities class actions, Gilardi has found the majority of potential class members hold their securities in street name and are reached through the Nominal Holders. A copy of the letter dated April 12, 2012, sent to Nominal Holders in this case is attached hereto as Exhibit C.

5. On April 12, 2012, Gilardi delivered electronic copies of the Claim Package to 519 registered electronic filers who are qualified to submit electronic claims. These filers are primarily institutions and third-party filers who typically file numerous claims on behalf of beneficial owners for whom they act as trustee or fiduciary.

6. Gilardi caused the Claim Package to be published by the Depository Trust Corporation ("DTC") on the DTC Legal Notice System ("LENS"). LENS enables the participating banks and broker nominees to review the Claim Package and contact the Claims Administrator for copies of the Claim Package for their beneficial holders.

7. Gilardi has acted as a repository for shareholder inquiries and communications received in this action. In this regard, Gilardi has forwarded the Claim Package on request to nominees who held the relevant Deutsche securities for the beneficial interest of other persons. Gilardi has also forwarded the Claim Package directly to beneficial owners upon receipt of the names and addresses from such beneficial owners or nominees.

8. To date, in response to the outreach efforts described above, Gilardi received 5 responses that included computer files listing a total of 110 names and addresses of potential class members. Gilardi also received 1 response that included mailing labels with names and addresses for an additional mailing to 4 potential class members. Four institutions requested that Gilardi send them a total of 40 additional Claim Packages, which they indicated that they would mail directly to their clients who might be class members.

9. As of the date of this declaration, Gilardi has sent a total of 1,667 Claim Packages to potential class members and nominees.

10. Gilardi established a toll-free number to accommodate potential class member inquiries. This toll-free number, 1-866-255-3328, became operational on April 12, 2012.

11. Gilardi also posted copies of the Notice, the Proof of Claim, the Deutsche Measurement Date Price Table, the Deutsche Factor Table and WFF Table, the Stipulation and Agreement of Settlement, and the Order on the Gilardi website (www.gilardi.com) on April 12, 2012.

PUBLICATION OF THE SUMMARY NOTICE

12. In accordance with the Order, Gilardi caused the Summary Notice to be published in *Investor's Business Daily* and over *PR Newswire* on April 24, 2012, as shown in the Affidavits of Publication attached hereto as Exhibit D.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed this 25th day of May, 2012, at San Rafael, California.

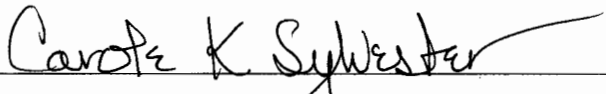

CAROLE K. SYLVESTER

EXHIBIT A

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

MASSACHUSETTS BRICKLAYERS AND
MASON TRUST FUNDS, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

DEUTSCHE ALT-A SECURITIES, INC., et al.,

Defendants.

X

Civil Action No. 2:08-cv-03178-LDW-ARL

CLASS ACTION

X

NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT AND MOTION FOR ATTORNEYS'
FEES AND EXPENSES

IF YOU PURCHASED OR OTHERWISE ACQUIRED MORTGAGE PASS-THROUGH CERTIFICATES IN EITHER: 1) THE DEUTSCHE ALT-A SECURITIES MORTGAGE LOAN TRUST 2006-AR5; AND/OR 2) THE DEUTSCHE ALT-B SECURITIES MORTGAGE LOAN TRUST 2006-AB4 (THE "CERTIFICATES") BETWEEN MAY 1, 2006 THROUGH MAY 30, 2007, INCLUSIVE, YOU COULD RECEIVE A PAYMENT FROM A CLASS ACTION SETTLEMENT

A federal court authorized this Notice. This is not a solicitation from a lawyer.

Securities and Time Period: Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5 and Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 Mortgage Pass-Through Certificates purchased or otherwise acquired between May 1, 2006 through May 30, 2007, inclusive (the "Relevant Time Period"). Please see Table A on page 4 below for a complete list of all tranches of Certificates included in the Settlement and their CUSIP numbers.

Settlement Amount: \$32,500,000 in cash.

Statement of Plaintiffs' Recovery: Pursuant to this proposed Settlement, a settlement fund consisting of \$32,500,000 in cash, plus any accrued interest (the "Gross Settlement Fund"), has been established. A Settlement Class Member's actual recovery will be a portion of the "Net Settlement Fund" (the Gross Settlement Fund minus taxes, the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing newspaper notice, and attorneys' fees and expenses awarded by the Court) determined by comparing his or her loss to the total losses of all eligible Settlement Class Members. Based on the total initial face dollar value of the Certificates as stated in the Prospectus Supplements pursuant to which the Certificates were offered (without subtracting the principal pay-downs received on the Certificates), and assuming claims are submitted for 100% of the eligible Certificates, the estimated average recovery is \$12.80 per \$1,000 in initial certificate value of the Certificates. Members of the Settlement Class may recover more or less than that amount depending on a number of factors, including when the Certificates were purchased or sold, the purchase and sales price, if any, the amount of principal that has been repaid, the price of the Certificates on January 25, 2012, the number of Settlement Class Members who timely file claims, and the Plan of Allocation, as described more fully below. In addition, the actual recovery of a Settlement Class Member may be further reduced by the payment of fees and costs from the Gross Settlement Fund as explained below.

Settlement Class: The Court has preliminarily certified a Settlement Class of all Persons who purchased or otherwise acquired Certificates in the Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5 and Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 between May 1, 2006 through May 30, 2007, inclusive, and who were damaged thereby. Excluded from the Settlement Class are: the Defendants, IndyMac Bank, F.S.B., GreenPoint Mortgage Funding, Inc., American Home Mortgage Corp., Dexia SA/NV, Dexia Holdings, Inc., FSA Asset Management LLC, Dexia Credit Local SA, Massachusetts Mutual Life Insurance Company, Federal Home Loan Bank of Boston, and Teachers Insurance and Annuity Association of America; the officers, directors, successors and assigns of Deutsche Alt-A Securities, Inc. ("Deutsche Alt-A"), Deutsche Bank Securities Inc. ("DBSI"), DB Structured Products, Inc. ("DBSP"), IndyMac Bank, F.S.B., GreenPoint Mortgage Funding, Inc., American Home Mortgage Corp., Dexia SA/NV, Dexia Holdings, Inc., FSA Asset Management LLC, Dexia Credit Local SA, Massachusetts Mutual Life Insurance Company, Federal Home Loan Bank of Boston, and Teachers Insurance and Annuity Association of America; members of the immediate families, the legal representatives, heirs, successors or assigns of the Individual Defendants; any entity in which any excluded Person has or had a controlling interest; and any Person who timely and validly seeks exclusion from the Settlement Class.

Reasons for Settlement: The principal reasons for Lead Plaintiffs to settle are to avoid the costs and risks associated with continued litigation, including the danger of no recovery, and to provide an immediate benefit to Members of the Settlement Class.

If the Case Had Not Settled: The Settlement must be compared to the risk of no recovery after contested motions, trial, and likely appeals. A trial is a risky proposition and Lead Plaintiffs might not have prevailed. The claims in this case involve numerous complex legal and factual issues that would require extensive and costly expert testimony. Among the

key issues about which the two sides do not agree are: (1) whether any of the Defendants violated the securities laws or otherwise engaged in any wrongdoing; (2) whether the Registration Statement or Prospectus Supplements pursuant to which the Certificates were offered contained a material misstatement or omission; (3) whether the claims asserted by Lead Plaintiffs are time-barred; (4) whether Lead Plaintiffs have standing to represent the entire proposed class, or only a small subset thereof; (5) whether the proposed class would be certified at all; and (6) the amount of and method for determining damages.

Attorneys' Fees and Expenses: Lead Counsel have not received any payment for their work investigating the facts, conducting this litigation and negotiating the Settlement on behalf of the Lead Plaintiffs and the Settlement Class. Lead Counsel will ask the Court for attorneys' fees of no more than 29% of the Settlement Amount and expenses of no more than \$950,000, plus any accrued interest on the amounts awarded by the Court, to be paid from the Gross Settlement Fund. The fee request will be equal to or less than Lead Counsel's hourly charges incurred in the case even though the law allows, and courts in comparable cases regularly approve, attorneys' fees that are greater than counsel's hourly charges in order to compensate for the contingent risk of non-payment undertaken by counsel, the result obtained and other factors. Litigation expenses may include reimbursement of the expenses of the Lead Plaintiffs in accordance with 15 U.S.C. §77z-1(a)(4).

Based on the total initial face dollar value of the Certificates as stated in the Prospectus Supplements (without subtracting the principal pay-downs received in the Certificates), and assuming claims are submitted for 100% of the eligible Certificates and the Court approves Lead Counsel's attorneys' fee and expense application, the estimated average cost of those fees and expenses is \$4.09 per \$1,000 in initial certificate value of the Certificates.

Deadlines:

Submit Claim:	August 10, 2012
Request Exclusion:	June 20, 2012
File Objection:	June 20, 2012

Court Hearing on Fairness of Settlement: July 11, 2012

More Information: www.gilardi.com/deutsche

Claims Administrator:	Lead Counsel:	Lead Counsel:
<i>Deutsche Mortgage Pass-Through Certificates Securities Litigation</i> Claims Administrator c/o Gilardi & Co. LLC P.O. Box 990 Corte Madera, CA 94976-0990 Tel: 1-866-255-3328 www.gilardi.com/deutsche	Jonathan Gardner Labaton Sucharow LLP 140 Broadway, 34th Floor New York, NY 10005 Tel: 888-219-6877 info@settlementquestions.com www.labaton.com	Arthur C. Leahy Robbins Geller Rudman & Dowd LLP 655 West Broadway, Suite 1900 San Diego, CA 92101 Tel: 619-231-1058 www.rgrdlaw.com

- Your legal rights are affected whether you act or do not act. Read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM

The only way to receive a payment.

OBJECT

You may write the Court about why you do not like any part of the Settlement.

GO TO HEARING ON FAIRNESS OF SETTLEMENT

You may ask to speak in Court about any part of the Settlement.

DO NOTHING

Receive no payment and release claims.

EXCLUDE YOURSELF

Receive no payment. This is the only option that allows you to participate in another lawsuit against the Defendants or any of the other Released Parties related to the claims being released in this Settlement.

- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court in charge of this case must decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and, if there are any appeals, after the appeals are resolved. Please be patient.

BASIC INFORMATION

1. Why Did I Receive This Notice?

You may have purchased Certificates in the Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 or the Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5 (the "Trusts") during the Relevant Time Period.

The Court directed that this Notice be sent to you because you have a right to know about a proposed Settlement of a class action lawsuit, and about your options, before the Court decides whether to approve the Settlement. If the Court

This package explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of this case is the United States District Court for the Eastern District of New York, and the case is known as *Massachusetts Bricklayers and Masons Trust Funds v. Deutsche Alt-A Securities, Inc., et al.*, Civil Action No. 2:08-cv-03178-LDW-ARL. The two pension funds that sued are called the Lead Plaintiffs and the companies and individuals they sued – Deutsche Alt-A, DBSI, DBSP, Anilesh Ahuja, Jeffrey Lehocky, Richard W. Ferguson, Joseph J. Rice, Richard D'Albert and Kevin Burns – are called the Defendants.

2. What Is This Lawsuit About?

This lawsuit was brought as a class action alleging that Defendants made false statements and omitted material information in a Registration Statement and two Prospectus Supplements (the "Offering Documents") pursuant to which the Certificates were offered to investors. More specifically, the lawsuit claims that Defendants misrepresented the quality of bundled and securitized pools of mortgage loans, then sold the rights to payments made on those mortgage loans to the Members of the Settlement Class in the form of the Certificates. It further alleges that the Offering Documents misrepresented that: 1) the mortgage loans supporting the Certificates were originated pursuant to certain underwriting standards – including evaluating whether the borrower could afford to repay the loan – when in fact they were not; 2) the appraisals performed in connection with the underlying loans conformed to the Uniform Standards of Professional Appraisal Practice ("USPAP") and/or Fannie Mae and Freddie Mac requirements and evaluated the adequacy of the property as collateral for the mortgage loans, when in fact they did not; 3) the underlying loans had certain loan-to-value ratios, when those ratios were falsely understated; and 4) the Certificates had certain "investment grade" credit ratings, when in fact, those ratings should have been much lower. The lawsuit claims that by making the misrepresentations and omissions described above, Defendants violated the Securities Act of 1933 (the "Securities Act"). The Defendants have and continue to deny all allegations of misconduct or liability alleged in any of the complaints filed in this Litigation, and deny having engaged in any wrongdoing whatsoever.

3. What Has Happened in the Case so Far?

The lawsuit was originally filed on June 27, 2008, in New York state court by Massachusetts Bricklayers and Masons Trust Funds on behalf of purchasers of certificates in fourteen trusts issued pursuant to a Registration Statement filed with the Securities and Exchange Commission ("SEC") dated May 1, 2006, and pursuant to prospectus supplements issued for each trust. The lawsuit was subsequently removed to federal court by Defendants, and on May 18, 2009, the Court appointed Massachusetts Bricklayers and Masons Trust Funds and the Pipefitters' Retirement Fund Local 597 to serve as Lead Plaintiffs, and Robbins Geller Rudman & Dowd LLP and Labaton Sucharow LLP as Lead Counsel.

On June 18, 2009, Lead Plaintiffs filed their amended complaint for violations of the Securities Act also on behalf of purchasers in the fourteen trusts arising from the May 1, 2006 Registration Statement. On April 6, 2010, the Court granted, in part, a motion to dismiss filed by Defendants ruling that Lead Plaintiffs only had standing to pursue claims on behalf of the two Trusts in which the Lead Plaintiffs purchased, dismissing the claims of purchasers in the other twelve trusts without prejudice.

On May 24, 2010, at the instruction of the Court, Lead Plaintiffs filed the Second Amended Complaint for Violation of §§11, 12(a)(2) and 15 of the Securities Act of 1933 (the "Second Amended Complaint") on behalf of purchasers of Certificates in the Deutsche Alt-A Securities Mortgage Loan Trust Series 2006-AR5 and Deutsche Alt-B Securities Mortgage Loan Trust Series 2006-AB4. The Court denied Defendants' motion to dismiss and sustained the Second Amended Complaint in its entirety. After that, the lawsuit was allowed to proceed to discovery.

The lawsuit was heavily litigated requiring substantial effort on the part of counsel. Following the extensive briefing on the two motions to dismiss, counsel served discovery on Defendants and numerous third parties. Likewise, Defendants served discovery on Lead Plaintiffs and third parties. Lead Plaintiffs filed motions to compel certain information, and thereafter undertook a review of millions of pages of documents produced by Defendants, third-party loan originators, the Federal Deposit Insurance Corporation, and Defendants' outside due diligence firms.

Lead Plaintiffs also filed a motion for class certification. In connection with the class certification motion, Defendants deposed the Lead Plaintiffs, their investment advisors, and their class certification expert, and Lead Plaintiffs deposed Defendants' class certification expert. The motion for certification was fully briefed, and Lead Plaintiffs had noticed and were prepared to begin depositions of fact witnesses at the time the Settlement was reached.

4. Why Is This a Class Action?

In a class action, one or more people called class representatives (in this case the Court-appointed Lead Plaintiffs, Massachusetts Bricklayers and Masons Trust Funds and the Pipefitters' Retirement Fund Local 597), sue on behalf of people who have similar claims. Here, all these people are called the Settlement Class or Settlement Class Members. One court resolves the issues for all Settlement Class Members, except for those who timely and validly exclude themselves from the Settlement Class. Judge Leonard Wexler is in charge of this class action.

5. Why Is There a Settlement?

The Court did not decide in favor of the Lead Plaintiffs or Defendants. Instead, both sides agreed to the Settlement. The Lead Plaintiffs and their attorneys think the Settlement is in the best interest of Settlement Class Members insofar as

WHO IS IN THE SETTLEMENT

To see if you will receive money from this Settlement, you first have to determine if you are a Settlement Class Member.

6. How Do I Know if I Am Part of the Settlement?

The Settlement Class includes **persons who purchased or otherwise acquired Certificates in the Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5 and/or the Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 between May 1, 2006 through May 30, 2007, inclusive, and who were damaged thereby.**

The table below sets forth the specific tranches, by CUSIP number, of Certificates in each Trust eligible to be included in the Settlement Class.

TABLE A

	TRANCHE	CUSIP
1.	DBALT 2006-AR5 IA1	25150NAA2
2.	DBALT 2006-AR5 IA2	25150NAB0
3.	DBALT 2006-AR5 IA3	25150NAC8
4.	DBALT 2006-AR5 IA4	25150NAD6
5.	DBALT 2006-AR5 IM1	25150NAE4
6.	DBALT 2006-AR5 IM2	25150NAF1
7.	DBALT 2006-AR5 IM3	25150NAG9
8.	DBALT 2006-AR5 IM4	25150NAH7
9.	DBALT 2006-AR5 IM5	25150NAJ3
10.	DBALT 2006-AR5 IM6	25150NAK0
11.	DBALT 2006-AR5 IM7	25150NAL8
12.	DBALT 2006-AR5 IM8	25150NAM6
13.	DBALT 2006-AR5 IM9	25150NAN4
14.	DBALT 2006-AR5 IM10	25150NAP9
15.	DBALT 2006-AR5 IIA1	25150NAT1
16.	DBALT 2006-AR5 IIM	25150NAZ7
17.	DBALT 2006-AR5 IIB1	25150NBA1
18.	DBALT 2006-AR5 IIB2	25150NBB9
19.	DBALT 2006-AR5 IIPO	25150NAW4
20.	DBALT 2006-AR5 IIX2	25150NAY0
21.	DBALT 2006-AR5 IIA2	25150NAU8
22.	DBALT 2006-AR5 IIX1	25150NAX2
23.	DBALT 2006-AR5 IIA3	25150NAV6
24.	DBALT 2006-AB4 A1A	251513AQ0
25.	DBALT 2006-AB4 A1B1	251513AR8
26.	DBALT 2006-AB4 A1B2	251513AS6

	TRANCHE	CUSIP
27.	DBALT 2006-AB4 A1C	251513AT4
28.	DBALT 2006-AB4 A2	251513AU1
29.	DBALT 2006-AB4 A3	251513AV9
30.	DBALT 2006-AB4 A3A1	251513AW7
31.	DBALT 2006-AB4 A3A2	251513AX5
32.	DBALT 2006-AB4 A4A	251513AY3
33.	DBALT 2006-AB4 A4B	251513AZ0
34.	DBALT 2006-AB4 A4C	251513BA4
35.	DBALT 2006-AB4 A5	251513BB2
36.	DBALT 2006-AB4 A6A1	251513BC0
37.	DBALT 2006-AB4 A6A2	251513BD8
38.	DBALT 2006-AB4 A7	251513BE6
39.	DBALT 2006-AB4 M1	251513AA5
40.	DBALT 2006-AB4 M2	251513AB3
41.	DBALT 2006-AB4 M3	251513AC1
42.	DBALT 2006-AB4 M4	251513AD9
43.	DBALT 2006-AB4 M5	251513AE7
44.	DBALT 2006-AB4 M6	251513AF4
45.	DBALT 2006-AB4 M7	251513AG2
46.	DBALT 2006-AB4 M8	251513AH0
47.	DBALT 2006-AB4 M9	251513AJ6
48.	DBALT 2006-AB4 M10	251513AK3
49.	DBALT 2006-AB4 M11	251513AL1
50.	DBALT 2006-AB4 M12	251513AM9
51.	DBALT 2006-AB4 M13	251513AN7
52.	DBALT 2006-AB4 M14	251513AP2

7. What Are the Exceptions to Being Included?

You are not a Settlement Class Member if you are an excluded Person. Excluded Persons are: the Defendants, IndyMac Bank, F.S.B., GreenPoint Mortgage Funding, Inc., American Home Mortgage Corp., Dexia SA/NV, Dexia Holdings, Inc., FSA Asset Management LLC, Dexia Credit Local SA, Massachusetts Mutual Life Insurance Company, Federal Home Loan Bank of Boston, and Teachers Insurance and Annuity Association of America; the officers, directors, successors and assigns of Deutsche Alt-A, DBSI, DBSP, IndyMac Bank, F.S.B., GreenPoint Mortgage Funding, Inc., American Home Mortgage Corp., Dexia SA/NV, Dexia Holdings, Inc., FSA Asset Management LLC, Dexia Credit Local SA, Massachusetts Mutual Life Insurance Company, Federal Home Loan Bank of Boston, and Teachers Insurance and Annuity Association of America; members of the immediate families, the legal representatives, heirs, successors or assigns of the Individual Defendants; and any entity in which any excluded Person has or had a controlling interest. You are also not a Settlement Class Member if you timely and validly request exclusion from the Settlement Class pursuant to this Notice.

You are a Settlement Class Member only if you purchased or otherwise acquired Certificates during the Relevant Time Period and suffered damages.

8. I'm Still Not Sure if I Am Included.

If you are still not sure whether you are included, you can ask for free help. You can call the Claims Administrator at 1-866-255-3328. Or you can call Rick Nelson of Robbins Geller Rudman & Dowd LLP at 800-449-4900 or Colin Holmes of Labaton Sucharow LLP at 888-219-6877 for more information. Or you can fill out and return the claim form described in Question 11, to see if you qualify.

THE SETTLEMENT BENEFITS — WHAT YOU GET

9. What Does the Settlement Provide?

In exchange for the Settlement, the dismissal of this Litigation, and the release of claims against all the Released Parties, certain Defendants have agreed to pay \$32.5 million in cash. The balance of the Gross Settlement Fund after payment of Court-approved attorneys' fees and expenses, payment of taxes and tax expenses, reimbursement of the expenses of the Lead Plaintiffs in accordance with 15 U.S.C. §77z-1(a)(4), and the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing newspaper notice (the Net Settlement Fund) will be divided among all Settlement Class Members who timely send in valid claim forms and qualify for a distribution under the Plan of Allocation described below.

10. How Much Will My Payment Be?

Your share of the Net Settlement Fund will depend on a number of things. A claim will be calculated as follows.

A. THE PROPOSED PLAN OF ALLOCATION: GENERAL PROVISIONS

i. The Plan of Allocation (the "Plan") described below will govern how the claims of Authorized Claimants ("Recognized Claims") are calculated and the Net Settlement Fund distributed. In developing the Plan, Lead Plaintiffs' counsel conferred with a valuation consultant experienced in mortgage-backed securitizations. The Plan is generally based on each Authorized Claimant's out-of-pocket loss resulting from an investment in the Certificates at issue. The Court may approve the Plan, or modify it without additional notice to the Settlement Class. Any order modifying the Plan will be posted on these websites: www.gilardi.com/deutsche, www.rgrdlaw.com, www.labaton.com.

ii. Because the estimated aggregate damages of Authorized Claimants will, in all likelihood, exceed the amount of the Net Settlement Fund, a Recognized Claim amount is not an estimate of the amount that will be distributed to an Authorized Claimant from the Net Settlement Fund. Rather, the Plan provides for a fair and reasonable basis for allocating the Net Settlement Fund, on a *pro rata* basis, to Authorized Claimants.

B. CALCULATION OF RECOGNIZED LOSS OR GAIN AMOUNTS

i. A "Recognized Loss or Gain" will be calculated for each Certificate purchased or acquired for which adequate documentation is provided to the Claims Administrator (each an "Eligible Certificate"). The calculation of the Recognized Loss or Gain will depend on several considerations, including: (i) when the Certificate was purchased or acquired and the price at the time of purchase; (ii) any principal payments received; (iii) whether it was sold, and if so, when it was sold and for how much; and/or (iv) if held on January 25, 2012, the value of the Certificate on that date, which is the last date for which Trustee data is available (the "Measurement Date"). Because of these variables, among others, it is not possible at the present time to determine how much an Authorized Claimant may receive from the Net Settlement Fund.

ii. To assist the Claims Administrator in determining Recognized Loss(es) or Gain(s), Lead Plaintiffs' valuation consultant performed certain calculations based on the Trustee reports for each Certificate. Specifically, the valuation consultant identified: (1) the portion of original face value remaining on each Certificate as of specific dates between the time of the initial offering of the Certificate for sale and the Measurement Date reflecting all principal payments received and write-downs incurred, referred to as the "Factor"; and (2) the portion of original face value on each Certificate as of specific dates between the time of the initial offering of the Certificate for sale and the Measurement Date reflecting all principal payments received but not reflecting write-downs incurred, referred to as the Write-Down Free Factor, or "WFF". Lead Plaintiffs' valuation consultant also calculated the price of each Certificate, if any, on the Measurement Date. Complete lists of the Factors (the "Factor Table"), the WFFs (the "WFF Table"), and the prices of the Certificates on the Measurement Date (the "Measurement Date Price Table") are available via the Claims Administrator's website at www.gilardi.com/deutsche, or you can call 1-866-255-3328 and request the information via hard copy. How each of the above amounts will be used by the Claims Administrator to calculate a Recognized Loss or Gain is explained below.

iii. If the amount received on sale of a Certificate or its value at the Measurement Date exceeds the "Original Principal Amount" (defined and discussed below), then the calculation will result in a Recognized Gain for that Certificate and you will not receive a recovery for that transaction. In addition, if after offsetting all Recognized Gains for a Certificate(s) with all Recognized Losses for Certificate(s) with the same CUSIP number, you have a net Recognized Gain for Certificates with the same CUSIP number, you will not receive a recovery for those transactions. If you purchased Certificates with different CUSIP numbers but within the same Trust, the Claims Administrator will calculate a separate total Recognized Gain or Loss for each set of Certificates with the same CUSIP number, which will be netted against the total Recognized Gain(s) or Loss(es) for transactions in sets of Certificates with different CUSIP numbers but within the same Trust. If you purchased Certificates of more than one Trust, the Claims Administrator will calculate a separate total Recognized Gain or Loss for each Trust, which will not be netted against the total Recognized Gain or Loss for the other Trust.

C. EXAMPLES OF RECOGNIZED GAIN OR LOSS CALCULATIONS

SET FORTH BELOW ARE EXAMPLES OF HOW CLAIMS WILL BE CALCULATED.

HOWEVER, THE CLAIMS ADMINISTRATOR WILL CALCULATE YOUR RECOGNIZED GAINS AND LOSSES FOR YOU BASED ON THE INFORMATION YOU SUPPLY ON THE PROOF OF CLAIM FORM WHICH ACCOMPANIES THIS NOTICE.

YOU DO NOT HAVE TO CALCULATE YOUR OWN CLAIM.

i. **Certificates Sold Prior to the Measurement Date:** For each Eligible Certificate sold prior to the Measurement Date, the Claims Administrator will calculate your Recognized Loss or Gain as follows:

Step 1: Determine the Original Principal Amount.

The Original Principal Amount will be calculated by the Claims Administrator as follows:

Original Principal Amount = Face Amount of Certificates Purchased x Factor on Date of Purchase x (Purchase Price/100)

The face amount of the Certificates you purchased and the purchase price can be determined from your records. The value of the Factor on the date of your purchase can be found in the Factor Table available from the Claims Administrator. The Factor is determined by identifying the correct date range on the Factor Table within which your purchase falls.

Step 2: Determine the Principal Payments Received.

The Principal Payments Received during the time you held your certificates can be calculated from the face amount of Certificates purchased and the WFFs at purchase and sale, as set forth in the WFF Table available from the Claims Administrator as follows:

Principal Payments Received = Face Amount of Certificates Purchased x (WFF at Purchase – WFF at Sale)

The face amount of the Certificates you purchased can be determined from your records. The WFF at the date of purchase and the WFF at the date of sale can be found in the WFF Table (available from the Claims Administrator) and are determined by identifying the correct date range within which each purchase and sale falls.

Step 3: Determine the Amount Received on Sale.

The Amount Received on Sale will be:

Amount Received on Sale = Face Amount of Certificates Purchased x Factor on Date of Sale x (Sale Price/100)

The face amount of the Certificates you purchased and the sale price can be determined from your records. The value of the Factor on date of sale can be found in the Factor Table available from the Claims Administrator and is determined by identifying the correct date range within which your date of sale falls.

Step 4: Calculate Your Recognized Loss or Gain.

Your Recognized Loss or Gain will be your Original Principal Amount [Step 1] less the Principal Payments Received [Step 2], less the Amount Received on Sale [Step 3].

Example 1: Investor A purchased \$100,000.00 face amount of Certificate 25150NAB0 (DBALT 2006-AR5 IA2) on March 7, 2007. The purchase price was 98.50. On November 12, 2009, after receiving monthly principal payments during its holding period, Investor A sold its remaining interest in the Certificate. The sales price was 49.85.

To determine its Recognized Loss or Gain, Investor A first calculates Original Principal Amount (Step 1). By identifying the correct date range for a purchase date of March 7, 2007 in the IA2 Certificate chart of the Factor Table, Investor A determines the appropriate Factor to use in the Step 1 calculation is 0.915498.

Original Principal Amount = \$100,000.00 x 0.915498 x (98.50/100) = \$90,176.55

To determine the amount of Principal Payments Received during its holding period (Step 2), Investor A determines the WFFs at the date of purchase and the date of sale. Using the purchase date of March 7, 2007, Investor A determines the WFF at the date of purchase is 0.915498 in the IA2 Certificate chart of the WFF Table. Similarly, Investor A determines, from the same chart, that the WFF on its sale date of November 12, 2009 was 0.559290. Thus,

Principal Payments Received = \$100,000.00 x (0.915498 - 0.559290) = \$35,620.80

Finally, in order to determine its Amount Received on Sale (Step 3), Investor A identifies the Factor at November 12, 2009 in the IA2 Certificate chart of the Factor Table. The Factor during the period appropriate to November 12, 2009 was 0.559290.

Amount Received on Sale = \$100,000.00 x 0.559290 x (49.85/100) = \$27,880.61

As the final step (Step 4), Investor A calculates its Recognized Loss or Gain by subtracting the Principal Payments Received and Amount Received on Sale from the Original Principal Amount:

\$90,176.55 - \$35,620.80 - \$27,880.61 = \$26,675.14

Investor A's Recognized Loss is \$26,675.14.

Example 2: Investor B purchased \$100,000.00 face amount of Certificate 25150NAZ7 (DBALT 2006-AR5 IIM) on October 31, 2006. The purchase price was 100.00. On July 5, 2011, after receiving principal payments during its holding period, Investor B sold its remaining interest in the Certificate. The sales price was 6.04.

To determine its Recognized Loss or Gain, Investor B first calculates its Original Principal Amount (Step 1). By identifying the correct date range for a purchase date of October 31, 2006 in the IIM Certificate chart of the Factor Table, Investor B determines the appropriate Factor to use in the Step 1 calculation is 1.000000.

$$\text{Original Principal Amount} = \$100,000.00 \times 1.000000 \times (100.00/100) = \$100,000.00$$

To determine the amount of Principal Payments Received during its holding period (Step 2), Investor B determines the WFFs at the date of purchase and the date of sale. Using the purchase date of October 31, 2006, Investor B determines the WFF at the date of purchase is 1.000000 in the IIM Certificate chart of the WFF Table. Similarly, Investor B determines, from the same chart, that the WFF on its sale date of July 5, 2011 was 0.840252. Thus,

$$\text{Principal Payments Received} = \$100,000.00 \times (1.000000 - 0.840252) = \$15,974.80$$

Finally, in order to determine its Amount Received on Sale (Step 3), Investor B identifies the Factor at July 5, 2011 in the IIM Certificate chart of the Factor Table. The Factor during the period appropriate to July 5, 2011 was 0.154122.

$$\text{Amount Received on Sale} = \$100,000.00 \times 0.154122 \times (6.04/100) = \$930.90$$

As the final step (Step 4), Investor B calculates its Recognized Loss or Gain by subtracting the Principal Payments Received and Amount Received on Sale from the Original Principal Amount:

$$\$100,000.00 - \$15,974.80 - \$930.90 = \$83,094.30$$

Investor B's Recognized Loss is \$83,094.30.

ii. **Certificates Not Sold or Sold After the Measurement Date:** For each Eligible Certificate still held by the Authorized Claimant or sold after the Measurement Date, the Recognized Loss or Gain is calculated using the same steps set forth in ¶C.i. above except that a sale of the Certificate on the Measurement Date is assumed.

Step 1: Determine Your Original Principal Amount.

Your Original Principal Amount will be:

$$\text{Original Principal Amount} = \text{Face Amount of Certificates Purchased} \times \text{Factor on Date of Purchase} \times (\text{Purchase Price}/100)$$

The face amount of the Certificates you purchased and the purchase price can be determined from your records. The value of the Factor on the date of your purchase can be found in the Factor Table available from the Claims Administrator. The Factor is determined by identifying the correct date range within which your date of purchase falls.

Step 2: Determine the Principal Payments Received.

The Principal Payments Received during the time you held your certificates can be calculated from the face amount of Certificates purchased and the WFFs both at purchase and at the Measurement Date, as set forth in the WFF Table available from the Claims Administrator, as follows:

$$\text{Principal Payments Received} = \text{Face Amount of Certificates Purchased} \times (\text{WFF at Purchase} - \text{WFF at Measurement Date})$$

The face amount of the Certificates you purchased can be determined from your records. The values of the WFF at the date of purchase and the WFF at the Measurement Date can be found in the WFF Table available from the Claims Administrator and are individually determined by identifying the correct date range within which each date falls.

Step 3: Determine the Value on the Measurement Date.

The Value of your Certificates on the Measurement Date will be:

$$\text{Value on Measurement Date} = \text{Face Amount of Certificates Purchased} \times \text{Factor on Measurement Date} \times (\text{Price on Measurement Date}/100)$$

The face amount of the Certificates you purchased can be determined from your records. The value of the Factor on the Measurement Date can be found in the Factor Table available from the Claims Administrator by identifying the date range that contains January 25, 2012. The price on the Measurement Date can be found in the Measurement Date Price Table available from the Claims Administrator.

Step 4: Calculate Your Recognized Loss.

Your Recognized Loss will be your Original Principal Amount [Step 1] less the Principal Payments Received [Step 2], less the Value on Measurement Date [Step 3].

Example 3: Investor C purchased \$100,000.00 face amount of Certificate 251513AQ0 (DBALT 2006-AB4 A1A) on February 16, 2007. The purchase price was 99.72. Investor C retains its position in the Certificate.

To determine its Recognized Loss or Gain, Investor C first calculates its Original Principal Amount (Step 1). By identifying the correct date range for a purchase date of February 16, 2007 in the A1A Certificate chart of the Factor Table, Investor C determines the appropriate Factor to use in the Step 1 calculation is 0.829084.

$$\text{Original Principal Amount} = \$100,000.00 \times 0.829084 \times (99.72/100) = \$82,676.26$$

To determine the principal payments actually received during its holding period (Step 2), Investor C determines the WFFs at the date of purchase and the Measurement Date, as Investor C still retains ownership of the Certificate. Using the purchase date of February 16, 2007, Investor C determines the WFF at the date of purchase is 0.829084 in the A1A

Certificate chart of the WFF Table. Similarly, Investor C determines, from the same chart, that the WFF on January 25, 2012, the Measurement Date, was 0.161616. Thus,

$$\text{Principal Payments Received} = \$100,000.00 \times (0.829084 - 0.161616) = \$66,746.80$$

Finally, in order to determine the Value on Measurement Date (Step 3), Investor C identifies the Factor at January 25, 2012 in the A1A Certificate chart of the Factor Table. The Factor during the period appropriate to January 25, 2012 was 0.129391. Additionally, to determine the price on the Measurement Date, Investor C references the Measurement Date Price Table. The price appropriate to the A1A Certificate on the Measurement Date is 54.65.

$$\text{Value on Measurement Date} = \$100,000.00 \times 0.129391 \times (54.65/100) = \$7,071.22$$

As the final step (Step 4), Investor C calculates its Recognized Loss or Gain by subtracting the Principal Payments Received and Value on Measurement Date from the Original Principal Amount:

$$\$82,676.26 - \$66,746.80 - \$7,071.22 = \$8,858.24$$

Investor C's Recognized Loss is \$8,858.24.

Example 4: Investor D purchased \$100,000.00 face amount of Certificate 25150NAD6 (DBALT 2006-AR5 IA4) on November 3, 2006. The purchase price was 100.00. Investor D retains its position in the Certificate.

To determine its Recognized Loss or Gain, Investor D first calculates its Original Principal Amount (Step 1). By identifying the correct date range for a purchase date of November 3, 2006 in the IA4 Certificate chart of the Factor Table, Investor D determines the appropriate Factor to use in the Step 1 calculation is 1.000000.

$$\text{Original Principal Amount} = \$100,000.00 \times 1.000000 \times (100.00/100) = \$100,000.00$$

To determine the principal payments actually received during its holding period (Step 2), Investor D determines the WFFs at the date of purchase and the Measurement Date, as Investor D still retains ownership of the Certificate. Using the purchase date of November 3, 2006, Investor D determines the WFF at the date of purchase is 1.000000 in the IA4 Certificate chart of the WFF Table. Similarly, Investor D determines, from the same chart, that the WFF on January 25, 2012, the Measurement Date, was 0.537265. Thus,

$$\text{Principal Payments Received} = \$100,000.00 \times (1.000000 - 0.537265) = \$46,273.50$$

Finally, in order to determine the Value on Measurement Date (Step 3), Investor D identifies the Factor at January 25, 2012 in the IA4 Certificate chart of the Factor Table. The Factor during the period appropriate to January 25, 2012 was 0.000000. To determine the price on the Measurement Date, Investor D references the Measurement Date Price Table. The price appropriate to the IA4 Certificate on the Measurement Date is 0.00.

$$\text{Value on Measurement Date} = \$100,000.00 \times 0.000000 \times (0.00/100) = \$0.00$$

As the final step (Step 4), Investor D calculates its Recognized Loss or Gain by subtracting the Principal Payments Received and Value on Measurement Date from the Original Principal Amount:

$$\$100,000.00 - \$46,273.50 - \$0.00 = \$53,726.50$$

Investor D's Recognized Loss is \$53,726.50.

iii. In each example above, if only a portion of the Certificate was sold, any Recognized Loss or Gain related to the remaining portion of the Certificate will be calculated separately.

iv. Notwithstanding the above provisions, the Recognized Loss or Gain for any purchases or acquisitions that occurred after May 30, 2007 (the last day of the Settlement Class Period) is zero.

v. A "Total Recognized Loss By CUSIP" will be calculated for each Authorized Claimant on a CUSIP-by-CUSIP basis. Accordingly, multiple transactions by an Authorized Claimant in a single CUSIP will be netted; i.e., the total of all Recognized Gains for that CUSIP will be subtracted from the total of all Recognized Losses for that CUSIP. However, a Total Recognized Loss By CUSIP cannot be less than zero.

vi. A total Recognized Loss by Trust will then be calculated. Thus, an Authorized Claimant's "2006-AR5 Recognized Claim" and "2006-AB4 Recognized Claim" are the sum of all that Authorized Claimant's Total Recognized Loss By CUSIPs for just the CUSIPs contained in the respective Trust.

D. DISTRIBUTION OF THE NET SETTLEMENT FUND

i. The Net Settlement Fund will be allocated to the two Trusts based on the aggregate damages Lead Plaintiffs would have asserted at trial attributable to each of the two Trusts. Accordingly, 75.27% of the Net Settlement Fund will be allocated to the Recognized Claims based on the 2006-AR5 Trust (the "2006-AR5 Allocation") and 24.73% will be allocated to the Recognized Claims based on the 2006-AB4 Trust (the "2006-AB4 Allocation") (collectively, the "Net Settlement Fund Allocation"). Each Authorized Claimant will receive his, her or its pro rata share of the Net Settlement Fund Allocation for that Trust which shall be his, her, or its Recognized Claim for that Trust divided by the total of all Recognized Claims for that Trust multiplied by the Net Settlement Fund Allocation for that Trust. In the event all Authorized Claimants' 2006-AR5 Recognized Claims and/or all Authorized Claimants' 2006-AB4 Recognized Claims are paid in full and there remains a balance in that Trust's allocation of the Net Settlement Fund, the remaining balance shall be allocated to the other Trust. If all Recognized Claims in both Trusts are paid in full and there remains a balance in a Trust's Net Settlement Fund Allocation, the remaining balance(s) in each Trust will be allocated on a pro rata basis to Authorized Claimants for that Trust.

ii. No distributions will be made to Authorized Claimants who would otherwise receive less than \$10. A Recognized Loss or Gain will be calculated only on purchases of Certificates. No Recognized Loss or Gain will be calculated on receipt of Certificates by gift, grant, inheritance, or operation of law.

iii. The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Settlement Class Member on equitable grounds.

iv. Payment pursuant to the Plan of Allocation set forth above shall be conclusive as to all Authorized Claimants. No Person shall have any claim against Plaintiffs, Lead Counsel, any claims administrator, or Defendants or their Related Parties based on distributions made substantially in accordance with the Stipulation and the settlement contained therein, the Plan of Allocation, or further orders of the Court. All Settlement Class Members who fail to complete and file a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

HOW YOU OBTAIN A PAYMENT — SUBMITTING A CLAIM FORM

11. How Can I Obtain a Payment?

To qualify for payment, you must be an eligible Settlement Class Member, send in a timely and valid claim form, and properly document your claim as requested in the claim form. A claim form is enclosed with this Notice. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it **postmarked no later than August 10, 2012** to:

*Deutsche Mortgage Pass-Through
Certificates Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 990
Corte Madera, CA 94976-0990*

12. When Will I Receive My Payment?

The Court will hold a hearing on July 11, 2012, to decide whether to approve the Settlement. If the Court approves the Settlement, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps several years. Please be patient.

13. What Am I Giving Up to Receive a Payment or Stay in the Settlement Class?

If you are in the Settlement Class, unless you timely and validly exclude yourself, you will remain a Member of the Settlement Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants about the Released Claims in this case. It also means that all of the Court's orders will apply to you and legally bind you and you will release your claims in this case against the Defendants. Upon the "Effective Date" of the Settlement, you will release all "Released Claims" (as defined below) against the "Released Parties" (as defined below):

"Released Claims" shall collectively mean all claims (including "Unknown Claims" as defined below), demands, rights (including the right to appeal the Court's dismissal of any claims in the Litigation related to securities originally pled but no longer at issue in this Litigation), liabilities and causes of action of every nature and description whatsoever, known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, which now exist, or heretofore have existed, asserted or that could have been asserted under federal, state, common or foreign law by Lead Plaintiffs or any Settlement Class Member against Defendants and their Related Parties based upon or arising out of (i) both (a) the allegations, facts, transactions, events, occurrences, disclosures, statements, representations, acts, omissions or failures to act which were or could have been alleged in the Litigation, and (b) the purchase or other acquisition or disposition or holding of the Certificates or any interest therein by Lead Plaintiffs or any Settlement Class Member during the Relevant Time Period; or (ii) the administration of the Net Settlement Fund. Released Claims shall not include: (i) claims to enforce the Settlement; or (ii) claims brought in *Dexia SA/NV. et al. v. Deutsche Bank AG., et al.*, No. 11-cv-5672 (S.D.N.Y.); *Mass. Mut. Life Ins. Co. v. DB Structured Prods., Inc., et al.*, No. 11-cv-30039 (D. Mass.); *Fed. Home Loan Bank of Boston v. Ally Fin., Inc. et al.*, No. 11-cv-10952 (D. Mass.); and *Teachers Ins. & Annuity Assoc. of Am. v. Deutsche Bank AG, et al.*, No. 11-cv-6141 (S.D.N.Y.).

"Released Parties" means each and all of the Defendants and each and all of their Related Parties.

"Related Parties" means each of a Defendant's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, principals, controlling shareholders, attorneys, accountants, auditors, underwriters, investment advisors, agents, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, affiliates, joint ventures, assigns, assignees, spouses, heirs, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of an Individual Defendant's immediate family, any trust of which an Individual Defendant is the settlor or which is for the benefit of an Individual Defendant and/or any member of an Individual Defendant's immediate family, and any entity in which a Defendant and/or any member of an Individual Defendant's immediate family has or have a controlling interest (directly or indirectly). "Related Parties" specifically includes, but is not limited to: (i) Kevin P. Burns, who is named as a defendant in the Second Amended Complaint; (ii) Deutsche Alt-A Securities Mortgage Loan Trust, Series 2006-AR5; and (iii) Deutsche Alt-B Securities Mortgage Loan Trust, Series 2006-AB4.

"Unknown Claims" means collectively any Released Claims that Lead Plaintiffs or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Parties, or might have affected his, her or its decision not to object to or opt out of this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiffs shall expressly waive, and each of the Settlement Class Members shall be deemed to have waived, and by operation of the Judgment shall have waived, the provisions, rights and benefits of California Civil 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.

Lead Plaintiffs shall expressly waive and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived 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, which is similar, comparable or equivalent to California Civil Code §1542. Lead Plaintiffs and Settlement Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiffs shall expressly, fully, finally and forever settle and release, and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiffs acknowledge, and the Settlement Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, but you want to keep the right to sue or continue to sue the Defendants or any other Released Parties on your own for the Released Claims in this case, then you must take steps to get out of the Settlement Class. This is called excluding yourself, or is sometimes referred to as opting out of the Settlement Class.

14. How Do I Get Out of the Settlement Class?

To exclude yourself from the Settlement Class you must send a letter by mail stating that you "request to be excluded from *Massachusetts Bricklayers and Masons Trust Funds v. Deutsche Alt-A Securities, Inc., et al.*, Civil Action No. 2:08-cv-03178-LDW-ARL (E.D.N.Y.)." You must include your name, address, telephone number, your signature, and the number of Certificates you purchased between May 1, 2006 through May 30, 2007, inclusive, identify the specific trusts and tranches in which you purchased, the dates of your purchases and any sales, and the purchase prices and sales prices, if any. **TO BE VALID YOUR EXCLUSION REQUEST MUST INCLUDE ALL OF THE INFORMATION REQUESTED. You must mail your exclusion request postmarked no later than June 20, 2012, to:**

*Deutsche Mortgage Pass-Through
Certificates Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 990
Corte Madera, CA 94976-0990*

You cannot exclude yourself on the phone or by e-mail. If you ask to be excluded, you are not eligible to receive any settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit.

15. If I Do Not Exclude Myself, Can I Sue the Defendants for the Same Thing Later?

No. Unless you timely and validly exclude yourself, you give up any right to sue the Defendants or any other Released Parties for any and all Released Claims. If you have a pending lawsuit against any of the Defendants or Released Parties, speak to your lawyer in that case immediately. You must exclude yourself from this Settlement Class to continue your own lawsuit. Remember, the exclusion deadline is June 20, 2012.

16. If I Exclude Myself, Can I Receive Money from This Settlement?

No. If you timely and validly exclude yourself, do not send in a claim form because you are no longer a Settlement Class Member. But, you may be able to sue, continue to sue, or be part of a different lawsuit involving the Released Claims against the Defendants.

THE LAWYERS REPRESENTING YOU

17. Do I Have a Lawyer in This Case?

The Court appointed the law firms of Robbins Geller Rudman & Dowd LLP and Labaton Sucharow LLP to represent you and other Settlement Class Members. These lawyers are called Lead Counsel. You will not be directly charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

18. How Will the Lawyers Be Paid?

Lead Counsel will ask the Court for attorneys' fees not to exceed 29% of the Settlement Amount and up to \$950,000 in expenses that were incurred in connection with the Litigation, plus any accrued interest on the amounts awarded by the Court. The fee request will be equal to or less than Lead Counsel's hourly charges incurred in the case even though the law allows, and courts in comparable cases regularly approve, attorneys' fees that are greater than counsel's hourly charges in order to compensate for the contingent risk of non-payment undertaken by counsel, the result obtained and other factors. As part of the fee request, Lead Plaintiffs may seek reimbursement of up to \$35,000 for time and expenses (including lost wages) incurred representing the Settlement Class in accordance with 15 U.S.C. §77z-1(a)(4). Such sums as may be approved by the Court will be paid from the Gross Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Lead Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. Lead Counsel have committed significant time and expenses in litigating this case for the benefit of the Settlement Class. To date, Lead Counsel have not been paid for their services in conducting this litigation on behalf of the Lead Plaintiffs and the Settlement Class, nor for their substantial expenses. The fees requested will compensate Lead Counsel for their work in achieving the Settlement Amount. The Court will ultimately decide what is a reasonable fee award and may award less than the amount requested by Lead Counsel.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some part of it.

19. How Do I Tell the Court that I Do Not Like the Settlement?

If you are a Settlement Class Member, you can object to the Settlement if you do not like any part of it, including the Plan of Allocation and the request for attorneys' fees or expenses. You can state the reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a letter saying that you object to the Settlement in "*Massachusetts Bricklayers and Masons Trust Funds v. Deutsche Alt-A Securities, Inc., et al.*, Civil Action No. 2:08-cv-03178-LDW-ARL (E.D.N.Y.)." Be sure to include your name, address, telephone number, your signature, the number of Certificates purchased between May 1, 2006 through May 30, 2007, inclusive, the specific trusts and tranches in which you purchased, the dates of your purchases and any sales, the purchase prices and sales prices, if any, and the reasons you object. **TO BE VALID YOUR OBJECTION MUST INCLUDE ALL OF THE INFORMATION REQUESTED.** Any objection must be mailed or delivered such that it is **received by each of the following no later than June 20, 2012:**

Court:

Clerk of the Court
UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK
100 Federal Plaza
Central Islip, NY 11722-4438

Counsel for Lead Plaintiffs:

Arthur C. Leahy
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Jonathan Gardner
LABATON SUCHAROW LLP
140 Broadway, 34th Floor
New York, NY 10005

Counsel for Defendants:

Jamie L. Wine
LATHAM & WATKINS LLP
885 Third Avenue
New York, NY 10022-4834

20. What's the Difference Between Objecting and Seeking Exclusion?

Objecting is simply telling the Court that you do not like something about the Settlement. You can object **only if** you stay in the Settlement Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but you do not have to.

21. When and Where Will the Court Decide Whether to Approve the Settlement?

The Court will hold a fairness hearing at 11:00 a.m., on July 11, 2012, at the Long Island Federal Courthouse, 944 Federal Plaza, Central Islip, New York 11722. At this hearing the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court will also consider whether to approve the Plan of Allocation and how much to pay to Lead Counsel. The Court may decide these issues at the hearing or take them under consideration. We do not know how long these decisions will take.

22. Do I Have to Come to the Hearing?

No. Lead Counsel will answer any questions Judge Wexler may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you submitted your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary.

23. May I Speak at the Hearing?

You may ask the Court for permission to speak at the fairness hearing. To do so, you must send a letter saying that it is your intention to appear in "*Massachusetts Bricklayers and Masons Trust Funds v. Deutsche Alt-A Securities, Inc., et al.*," Civil Action No. 2:08-cv-03178-LDW-ARL (E.D.N.Y.). Be sure to include your name, address, telephone number, your signature, and the number of Certificates purchased between May 1, 2006 through May 30, 2007, inclusive, identify the specific trusts and tranches in which you purchased, the dates of your purchases and any sales, and the purchase prices and sales prices, if any. Your notice of intention to appear must **be received no later than June 20, 2012**, by the Clerk of the Court, Lead Counsel, and Defendants' counsel, at the four addresses listed in Question 19. If you intend to present evidence or witnesses, you must explain in your letter what information you intend to present, and identify the specific documents you intend to introduce and the witnesses you intend to present. You cannot speak at the hearing if you exclude yourself from the Settlement Class.

IF YOU DO NOTHING

24. What Happens if I Do Nothing at All?

If you do nothing and you are a Member of the Settlement Class, you will remain a Settlement Class Member. However, you will not receive any money from this Settlement unless you submit a claim form. Unless you exclude yourself, you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants or any other Released Parties about the Released Claims in this case.

GETTING MORE INFORMATION

25. Are There More Details About the Settlement?

This Notice summarizes the proposed Settlement. More details are in the Stipulation of Settlement, dated as of March 15, 2012. You can obtain a copy of the Stipulation of Settlement or receive other information about the Settlement by going to www.gilardi.com/deutsche, www.rgrdlaw.com, www.labaton.com, or by contacting Rick Nelson, c/o Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 800-449-4900, or Colin Holmes c/o Labaton Sucharow LLP, 140 Broadway, 34th Floor, New York, NY 10005, 888-219-6877.

PLEASE DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE

SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES

The Court has ordered that if you held any Certificate purchased between May 1, 2006 through May 30, 2007, inclusive, as nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice by first class mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

*Deutsche Mortgage Pass-Through
Certificates Securities Litigation*
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 990
Corte Madera, CA 94976-0990
www.gilardi.com/deutsche

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for, or advancement of, reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: April 12, 2012

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

Exhibit B

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

MASSACHUSETTS BRICKLAYERS AND
MASONS TRUST FUNDS, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

DEUTSCHE ALT-A SECURITIES, INC., et al.,

Defendants.

Civil Action No. 2:08-cv-03178-LDW-ARL

CLASS ACTION

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Settlement Class based on your claims in the action entitled *Massachusetts Bricklayers and Masons Trust Funds v. Deutsche Alt-A Securities, Inc., et al.*, Civil Action No. 2:08-cv-03178-LDW-ARL (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Litigation.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of settlement in the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE AUGUST 10, 2012, ADDRESSED AS FOLLOWS:

*Deutsche Mortgage Pass-Through
Certificates Securities Litigation*
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 990
Corte Madera, CA 94976-0990

If you are NOT a Member of the Settlement Class, as defined in the Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys' Fees and Expenses ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Member of the Settlement Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. DEFINITIONS

1. "Defendants" means Deutsche Alt-A Securities, Inc. ("Deutsche Alt-A"), Deutsche Bank Securities Inc. ("DBSI"), DB Structured Products, Inc. ("DBSP"), and the Individual Defendants, as defined below.

2. "Individual Defendants" means Anilesh Ahuja, Jeffrey Lehocky, Richard W. Ferguson, Joseph J. Rice, and Richard D'Albert.

3. "Released Claims" means the claims defined in the accompanying Notice at page 9.

4. "Released Parties" means each and all of the Defendants and each and all of their Related Parties (as defined in the accompanying Notice).

5. "Unknown Claims" means the claims defined in the accompanying Notice at page 10.

III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Mortgage Pass-Through Certificates in either: 1) the Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5; and/or 2) the Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 (the "Certificates") between May 1, 2006 through May 30, 2007, inclusive (the "Relevant Time Period"), and held the Certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the Certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of the Certificates that form the basis of this claim. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE CERTIFICATES UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Deutsche Mortgage Pass-Through Certificates" to supply all required details of your transaction(s) in the Certificates. 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.

2. On the schedules, provide all of the requested information with respect to all of your purchases/acquisitions and all of your sales (or transfers out) of the Certificates, regardless of whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. 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.

4. Copies of broker confirmations or other documentation of your transactions in the Certificates should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Settlement Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the claimant's responsibility for any increased costs due to the nature and/or scope of the claim.

6. **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. All claimants **MUST** submit a manually signed paper Proof of Claim form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-866-255-3328 or visit their website at www.gilardi.com/deutsche to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Official
Office
Use
Only

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

*Deutsche Mortgage Pass-Through
Certificates Securities Litigation*

Civil Action No. 2:08-cv-03178-LDW-ARL

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

**Must Be Postmarked
No Later Than
August 10, 2012**

DEUTSCHE

PART I: CLAIMANT IDENTIFICATION

Last Name

M.I.

First Name

Last Name (Co-Beneficial Owner)

First Name (Co-Beneficial Owner)

☐ IRA ☐ Joint Tenancy ☐ Employee ☐ Individual ☐ Other _____
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Social Security Number

Taxpayer Identification Number

Telephone Number (Work)

Telephone Number (Home)

Email Address

MAILING INFORMATION

Address

Address

City

State

Zip Code

Foreign Province

Foreign Postal Code

Foreign Country Name/Abbreviation

For Claims
Processing
Only

OB ☐ ☐

CB ☐ ☐

☐ ATP
☐ KE

☐ BE
☐ DR
☐ EM

☐ FL
☐ ME
☐ ND

☐ OP
☐ RE
☐ SH

MM / DD / YY

For Claims
Processing
Only

A. Purchases or acquisitions of Deutsche Certificates (May 1, 2006 – May 30, 2007, inclusive):

PURCHASES				
Security Type *	Trade Date(s) (List Chronologically) MM DD YY	Face Value	Total Purchase Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar	Proof of Purchase Enclosed?
1. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

IMPORTANT: If any purchase listed covered a "short sale", please mark Yes: ☐ Yes

B. Sales of Deutsche Certificates (May 1, 2006 – January 25, 2012, inclusive):

SALES				
Security Type *	Trade Date(s) (List Chronologically) MM DD YY	Face Value	Total Sales Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar	Proof of Sales Enclosed?
1. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
4. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

C. Number of Deutsche Unsold Certificates held at the Measurement Date (January 25, 2012):

Security Type *	Face Value
1. <input type="text"/>	<input type="text"/>
2. <input type="text"/>	<input type="text"/>
3. <input type="text"/>	<input type="text"/>
4. <input type="text"/>	<input type="text"/>

***FOR DEUTSCHE SECURITY TYPES
REFER TO PAGE 5**

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



DEUTSCHE SECURITY MORTGAGE LOAN TRUSTS

TABLE A

2006-AR5

2006-AB4

	TRANCHE	CUSIP	SEC TYPE
1.	DBALT 2006-AR5 IA1	25150NAA2	A01
2.	DBALT 2006-AR5 IA2	25150NAB0	A02
3.	DBALT 2006-AR5 IA3	25150NAC8	A03
4.	DBALT 2006-AR5 IA4	25150NAD6	A04
5.	DBALT 2006-AR5 IM1	25150NAE4	A05
6.	DBALT 2006-AR5 IM2	25150NAF1	A06
7.	DBALT 2006-AR5 IM3	25150NAG9	A07
8.	DBALT 2006-AR5 IM4	25150NAH7	A08
9.	DBALT 2006-AR5 IM5	25150NAJ3	A09
10.	DBALT 2006-AR5 IM6	25150NAK0	A10
11.	DBALT 2006-AR5 IM7	25150NAL8	A11
12.	DBALT 2006-AR5 IM8	25150NAM6	A12
13.	DBALT 2006-AR5 IM9	25150NAN4	A13
14.	DBALT 2006-AR5 IM10	25150NAP9	A14
15.	DBALT 2006-AR5 II1A	25150NAT1	A15
16.	DBALT 2006-AR5 IIM	25150NAZ7	A16
17.	DBALT 2006-AR5 IIB1	25150NBA1	A17
18.	DBALT 2006-AR5 IIB2	25150NBB9	A18
19.	DBALT 2006-AR5 IIPO	25150NAW4	A19
20.	DBALT 2006-AR5 IIX2	25150NAY0	A20
21.	DBALT 2006-AR5 II2A	25150NAU8	A21
22.	DBALT 2006-AR5 IIX1	25150NAX2	A22
23.	DBALT 2006-AR5 II3A	25150NAV6	A23

	TRANCHE	CUSIP	SEC TYPE
24.	DBALT 2006-AB4 A1A	251513AQ0	B24
25.	DBALT 2006-AB4 A1B1	251513AR8	B25
26.	DBALT 2006-AB4 A1B2	251513AS6	B26
27.	DBALT 2006-AB4 A1C	251513AT4	B27
28.	DBALT 2006-AB4 A2	251513AU1	B28
29.	DBALT 2006-AB4 A3	251513AV9	B29
30.	DBALT 2006-AB4 A3A1	251513AW7	B30
31.	DBALT 2006-AB4 A3A2	251513AX5	B31
32.	DBALT 2006-AB4 A4A	251513AY3	B32
33.	DBALT 2006-AB4 A4B	251513AZ0	B33
34.	DBALT 2006-AB4 A4C	251513BA4	B34
35.	DBALT 2006-AB4 A5	251513BB2	B35
36.	DBALT 2006-AB4 A6A1	251513BC0	B36
37.	DBALT 2006-AB4 A6A2	251513BD8	B37
38.	DBALT 2006-AB4 A7	251513BE6	B38
39.	DBALT 2006-AB4 M1	251513AA5	B39
40.	DBALT 2006-AB4 M2	251513AB3	B40
41.	DBALT 2006-AB4 M3	251513AC1	B41
42.	DBALT 2006-AB4 M4	251513AD9	B42
43.	DBALT 2006-AB4 M5	251513AE7	B43
44.	DBALT 2006-AB4 M6	251513AF4	B44
45.	DBALT 2006-AB4 M7	251513AG2	B45
46.	DBALT 2006-AB4 M8	251513AH0	B46
47.	DBALT 2006-AB4 M9	251513AJ6	B47
48.	DBALT 2006-AB4 M10	251513AK3	B48
49.	DBALT 2006-AB4 M11	251513AL1	B49
50.	DBALT 2006-AB4 M12	251513AM9	B50
51.	DBALT 2006-AB4 M13	251513AN7	B51
52.	DBALT 2006-AB4 M14	251513AP2	B52



V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release form under the terms of the Stipulation of Settlement, dated as of March 15, 201 ("Stipulation"), described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of New York with respect to my (our) claim as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases of the Certificates during the Relevant Time Period and know of no other Person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish, dismiss, and discharge all of the Released Claims, including Unknown Claims (as described in the accompanying Notice), against each and all of the Released Parties, with prejudice and on the merits.

2. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.

3. I (We) hereby acknowledge that upon the Effective Date I am (we are) forever barred and enjoined from commencing, instituting, or continuing to prosecute any action or proceeding in any court of law or equity, arbitration tribunal, administrative forum or other forum of any kind, asserting against any of the Released Parties, and each of them, any of the Released Claims.

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included all requested information about all of my (our) transactions in the Certificates, as well as the number of Certificates held by me (us) as of January 25, 2012.

6. I (We) hereby warrant and represent that I am (we are) not excluded from the Settlement Class, as defined in the Notice.

7. The number(s) shown on this form is (are) the correct SSN/TIN(s).

8. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

(NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 8 above.)

I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach copies of supporting documentation, if available.
3. Do not send originals of certificates or other documents.
4. Keep a copy of your claim form and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.



EXHIBIT C



3301 Kerner Blvd.
San Rafael, CA 94901
P: (415) 461-0410
F: (415) 461-0412

April 12, 2012

«FirstName» «LastName»
«Company»
«Addr1»
«Addr2»
South Bend, IN 46601
«FCountry»

Re: Deutsche Mortgage Pass-Through Certificates Securities Litigation

Dear «GENDER» «LastName»:

Please find enclosed the Notice of Pendency of Class Action and Proposed Settlement and Motion for Attorneys' Fees and Expenses and Proof of Claim and Release for the above referenced litigation. Please note both the class period and the designated eligible securities described on page one of the Notice, specifically the inclusion of all persons who purchased or otherwise acquired Mortgage Pass-Through Certificates in either: 1) The Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5; and/or 2) the Deutsche ALT-b Securities Mortgage Loan Trust 2006-AB4 between May 1, 2006 through May 30, 2007, inclusive. In addition, **the Notice provides that the Exclusion Deadline is June 20, 2012, and that the Claim Filing Deadline is August 10, 2012.**

Please pay particular attention to the "Special Notice to Banks, Brokers, and Other Nominees" on page twelve of the Notice. Please do not make your own copies of the Proof of Claim Form, as copies may not be accepted for processing. Additional copies of the appropriate documents may be requested by contacting us at the above address and/or phone number.

If we conduct the necessary mailing on your behalf, please submit names and addresses either via email to Notifications@Gilardi.com, via CD Rom to the above address or contact Matt Markham at (415) 458-3015 to obtain secure FTP transmission instructions. Mailing labels will be accepted, but you may be requested to provide an additional copy of the address information you send. Do not include any confidential information that should not appear on a mailing label.

The data provided must be in one of the following formats:

- ASCII Fixed Length file
- ASCII Tab Delimited file
- Microsoft Excel spreadsheet

Your request must also specify the case name and Control Total(s) (for example, the total number of name and address records provided) for each file submission. Please refer to the attached file format guidelines to ensure your data is processed without delays.

If you have any questions, please call Matt Markham at (415) 458-3015.

Sincerely,

Gilardi & Co. LLC

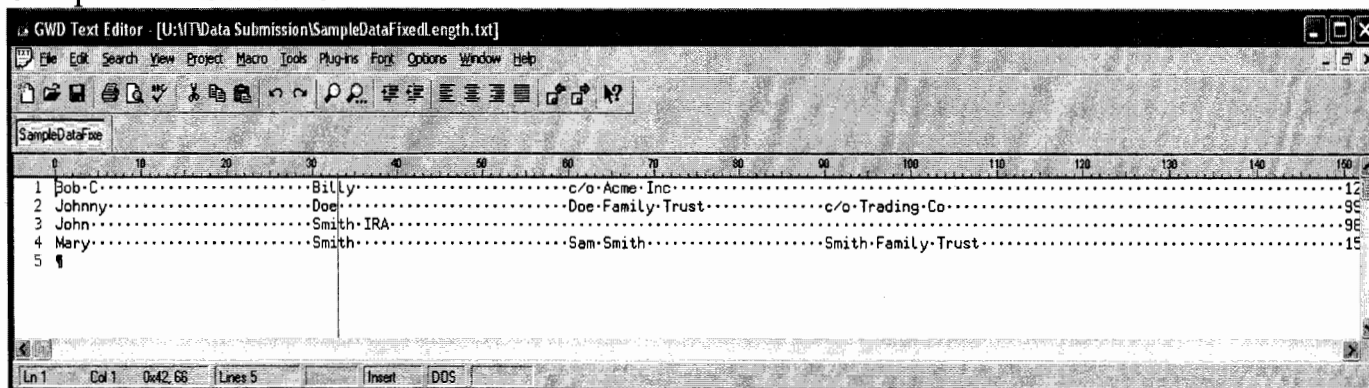
ASCII Fixed Length – File Submission Guidelines

In the interest of ensuring the highest degree of data integrity, the preferred file format for all data submission is the ASCII Fixed Length or ASCII Tab Delimited file format, in the following layout.

Please be sure to specify the case name and Control Totals, for example, the total number of accounts provided in all accompanying files.

Field	Length	Starting Position	Ending Position	Type	Description
First Name	30	1	30	Character	Primary account holder first name
Last Name	30	31	60	Character	Primary account holder last name
Name2	30	61	90	Character	Secondary name(s)
Name3	30	91	120	Character	Secondary name(s)
Name4	30	121	150	Character	Secondary name(s)
Address 1	30	151	180	Character	First address line
Address 2	30	181	210	Character	Second address line
City	30	211	240	Character	
State	2	241	242	Character	
Zip Code	5	243	247	Character	
Foreign Province	30	248	277	Character	
Foreign Zip Code	10	278	287	Character	
Foreign Country	30	288	317	Character	
E-mail Address	75	318	392	Character	
CUSIP	15	393	407	Character	CUSIP number of the security traded.

Sample File Screen Shot



ASCII Tab Delimited – File Submission Guidelines

Field	Length	Type	Description
First Name	30	Character	Primary account holder first name
Last Name	30	Character	Primary account holder last name
Name2	30	Character	Secondary name(s)
Name3	30	Character	Secondary name(s)
Name4	30	Character	Secondary name(s)
Address 1	30	Character	First address line
Address 2	30	Character	Second address line
City	30	Character	
State	2	Character	
Zip Code	5	Character	
Foreign Province	30	Character	
Foreign Zip Code	10	Character	
Foreign Country	30	Character	
E-mail Address	75	Character	
CUSIP	15	Character	CUSIP number of the security traded.

Sample File Screen Shot

```

1 FirstName» LastName» Name2» Name3» Name4» Address1» Address2» City» State» Zip» ForeignProvince» ForeignZipCode» ForeignCountry»
2 Bob»C» Billy» c/o»Acme»Inc» » » 1234»Main»Street» » San»Francisco» Ca» 91234» » » bbilly@xyz.com»
3 Johnny» Doe» Doe»Family»Trust» c/o»Trading»Co» » 999»Front»Street» Suite»500» San»Jose» Ca» 94321» » »
4 John» Smith»IRA» » » » 9876»Main»Blvd.»» Edmonton» » » Alberta»T6R»2J7»Canada» jsmith@xyz.com» 26816010»
5 Mary» Smith» Sam»Smith» Smith»Family»Trust» » 158»Sternstrasse» » Hamburg» » » 22609» Germany»mssmith@
6

```


Microsoft Excel - File Submission Guidelines

Please only use Microsoft Excel file format if submitting data in ASCII Fixed Length or ASCII Tab Delimited file formats is not feasible. However, if your data exceeds 65,536 rows (the maximum Excel page limit), then an ASCII Fixed Length or ASCII tab delimited file is required.

Please be sure to specify the case name and Control Totals, for example, the total number of accounts provided in all accompanying files.

Field	Cell Format	Maximum Length	Description
First Name	Text	30	Primary account holder first name
Last Name	Text	30	Primary account holder last name
Name2	Text	30	Secondary name(s)
Name3	Text	30	Secondary name(s)
Name4	Text	30	Secondary name(s)
Address 1	Text	30	First address line
Address 2	Text	30	Second address line
City	Text	30	
State	Text	2	
Zip Code	Text	5	
Foreign Province	Text	30	
Foreign Zip Code	Text	10	
Foreign Country	Text	30	
E-mail Address	Text	75	
CUSIP	Text	15	CUSIP number of the security traded.

Sample File Screen Shot

The screenshot shows a Microsoft Excel spreadsheet titled "Excel Example.xls". The spreadsheet contains a table with 15 columns: First Name, Last Name, Name2, Name3, Name4, Address1, Address2, City, State, Zip Code, Foreign Province, Foreign Zip Code, Foreign Country, E-mail Address, and CUSIP. The data is organized into rows, with the first row containing headers and subsequent rows containing individual records. The first record is for Bob C. Billy, c/o Acme Inc, 1234 Main Street, San Francisco, CA 91234, with email bbilly@xyz.com and CUSIP 26816Q101. The second record is for Johnny Doe, Doe Family Trust, c/o Trading Co, 999 Front Street, Suite 500, San Jose, CA 94321, with email doe@abc.com and CUSIP 26816Q101. The third record is for John Smith IRA, 9876 Main Blvd, Edmonton, Alberta, T6R 2J7, with email jsmith@xyz.com and CUSIP 26816Q101. The fourth record is for Mary Smith, Sam Smith, Smith Family Trust, 138 Sternstrasse, Hamburg, Germany, 22609, with email mssmith@abc.com and CUSIP 26816Q101.

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
	First Name	Last Name	Name2	Name3	Name4	Address1	Address2	City	State	Zip Code	Foreign Province	Foreign Zip Code	Foreign Country	E-mail Address	CUSIP
1	Bob C	Billy	c/o Acme Inc			1234 Main Street		San Francisco	Ca	91234				bbilly@xyz.com	26816Q101
2	Johnny	Doe	Doe Family Trust	c/o Trading Co		999 Front Street	Suite 500	San Jose	Ca	94321				doe@abc.com	26816Q101
3	John	Smith IRA				9876 Main Blvd		Edmonton			Alberta	T6R 2J7	Canada	jsmith@xyz.com	26816Q101
4	Mary	Smith	Sam Smith	Smith Family Trust		138 Sternstrasse		Hamburg				22609	Germany	mssmith@abc.com	26816Q101
5															
6															
7															
8															
9															
10															

EXHIBIT D



INVESTOR'S BUSINESS DAILY

Affidavit of Publication

Name of Publication: Investor's Business Daily
Address: 12655 Beatrice Street
City, State, Zip: Los Angeles, CA 90066
Phone #: 310.448.6700
State of: California
County of: Los Angeles

I, **Stephan Johnson**, for the publisher of **Investor's Business Daily**, published in the city of Los Angeles, state of California, county of Los Angeles hereby certify that the attached notice(s) for **Gilardi & Co. LLC** was printed in said publication on the following date(s):

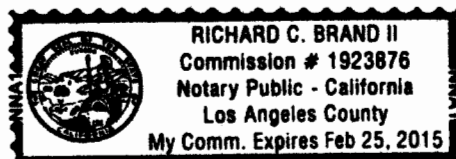
April 24th, 2012: DEUTSCHE ALT-A SECURITIES LITIGATION

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 24th day of April,

2012, by Stephan Johnson, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature Richard C. Brand II (Seal)



LARKSPUR DESIGN GROUP

Affidavit of Publication

I, David Chernus, as Media Coordinator of the Larkspur Design Group in San Rafael, California, hereby certify that I caused the attached notice for Gilardi & Co., LLC to be published as a press release by the following wire service:

Name of Publication: PR Newswire
Address: 810 7th Ave., 32nd floor
City, State, Zip New York, NY 10019
Phone #: 800.832.5522
State of: New York

The press release was distributed to the following media circuits offered by the above referenced wire service:

1. US1 National Newswire

I, David Chernus, as Media Coordinator of the Larkspur Design Group in San Rafael, California hereby certify that I caused the attached **Deutsche Alt-A Securities Litigation** notice for Gilardi & Co., LLC to be released on the following date:

4/24/12


Signature

David Chernus
Print Name

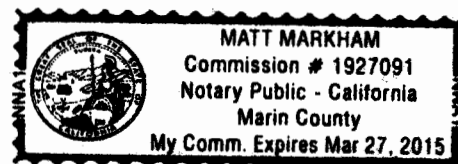
May 23, 2012
Date

State of: California
County of: Marin

Subscribed and sworn to (~~or affirmed~~) before me on this 23rd day of May, 2012, by David Chernus, who proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

WITNESS my hand and official seal


Signature of Notary Public



Robbins Geller Rudman & Dowd LLP And Labaton Sucharow
LLP Announce Summary Notice Of Pendency Of Class Action
And Proposed Settlement And Motion For Attorneys Fees And
Expenses

YOU ARE HEREBY NOTIFIED pursuant to an Order of the United States District Court for the Eastern District of New York, that a hearing will be held on July 11, 2012, at 11:00 a.m., before the Honorable Leonard D. Wexler at the Long Island Federal Courthouse, 944 Federal Plaza, Central Islip, New York 11722, for the purpose of determining: (1) whether the proposed settlement of the claims in the Litigation for the sum of \$32.5 million in cash should be approved by the Court as fair, reasonable, and adequate; (2) whether a Settlement Class should be certified for purposes of the Settlement; (3) whether this Litigation should be dismissed with prejudice pursuant to the terms and conditions set forth in the Stipulation of Settlement, dated as of March 15, 2012 ("Stipulation"); (4) whether the Plan of Allocation is fair, reasonable, and adequate and therefore should be approved; and (5) whether the application of Lead Counsel for the payment of attorneys' fees and expenses

incurred in connection with this Litigation should be approved.

If you purchased Deutsche Alt-B Securities Mortgage Loan Trust 2006-AB4 Mortgage Pass-Through Certificates and/or Deutsche Alt-A Securities Mortgage Loan Trust 2006-AR5 Mortgage Pass-Through Certificates during the period between May 1, 2006 through May 30, 2007, inclusive, your rights may be affected by the settlement of this Litigation. If you have not received a detailed Notice of Pendency and Proposed Settlement of Class Action and Motion for Attorneys' Fees and Expenses ("Notice") and a copy of the Proof of Claim and Release form ("Proof of Claim"), you may obtain copies by writing to *Deutsche Mortgage Pass-Through Certificates Securities Litigation*, Claims Administrator, c/o Gilardi & Co. LLC, P.O. Box 990, Corte Madera, CA 94976-0990, or going to www.gilardi.com/deutsche. If you are a Settlement Class Member, in order to share in the distribution of the Net Settlement Fund, you must submit a Proof of Claim postmarked no later than August 10, 2012, establishing that you are entitled to recovery.

If you desire to be excluded from the Settlement Class, you must submit a request for exclusion postmarked no later than June 20, 2012, in the manner and form explained in the detailed Notice referred to above. All Settlement Class Members who do not timely and validly request exclusion from the Settlement Class will be bound by any judgment entered in the Litigation pursuant to the terms and conditions of the Stipulation.

Any objection to the Settlement must be mailed or delivered such that it is received by each of the following no later than June 20, 2012:

Clerk of the Court

Counsel for Lead Plaintiffs:

UNITED STATES DISTRICT COURT

EASTERN DISTRICT OF NEW YORK

100 Federal Plaza

Central Islip, NY 11722-4438

Arthur C. Leahy

ROBBINS GELLER RUDMAN & DOWD LLP

655 West Broadway, Suite 1900

San Diego, CA 92101

Counsel for Defendants:

Jonathan Gardner

Jamie L. Wine

LABATON SUCHAROW LLP

LATHAM & WATKINS LLP

140 Broadway, 34th Floor

885 Third Avenue

New York, NY 10005

New York, NY 10022-4834

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE. If you have any questions about the Settlement, you may contact counsel for the Lead Plaintiffs at the addresses listed above or go to the following websites: www.gilardi.com/deutsche; www.labaton.com; www.rgrdlaw.com.

DATED: April 12, 2012

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SOURCE Robbins Geller Rudman & Dowd LLP

Back to top

RELATED LINKS

<http://www.rgrdlaw.com>

<http://www.labaton.com>

<http://www.gilardi.com/deutsche>

Find this article at:

<http://www.prnewswire.com/news-releases/robbins-geller-rudman--dowd-llp-and-labaton-sucharow-llp-announce-summary-notice-of-pendency-of-class-action-and-proposed-settlement-and-motion-for-attorneys-fees-and-expenses-148704915.html>

☐ Check the box to include the list of links referenced in the article.

EXHIBIT 2

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

MASSACHUSETTS BRICKLAYERS AND
MASONS TRUST FUNDS, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

DEUTSCHE ALT-A SECURITIES, INC., et
al.,

Defendants.

x

: Civil Action No. 2:08-cv-03178-LDW-ARL

:

: CLASS ACTION

:

:

:

:

:

:

:

:

:

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:

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x

DECLARATION OF JONATHAN
GARDNER FILED ON BEHALF OF
LABATON SUCHAROW LLP IN SUPPORT
OF APPLICATION FOR AWARD OF
ATTORNEYS' FEES AND EXPENSES

I, JONATHAN GARDNER, declare as follows:

1. I am a member of the firm of Labaton Sucharow LLP. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. This firm is counsel of record for Court-appointed Lead Plaintiff Massachusetts Bricklayers and Masons Trust Funds.

3. The identification and background of my firm and its partners and of counsel are attached hereto as Exhibit A.

4. The following information regarding the firm's time and expenses is taken from time and expense printouts prepared and maintained by the firm in the ordinary course of business. I oversaw and/or conducted the day-to-day activities in the Litigation and reviewed these printouts (and backup documentation where necessary or appropriate). The purpose of these reviews was to confirm both the accuracy of the entries on the printouts as well as the necessity for and reasonableness of the time and expenses committed to the Litigation. As a result of these reviews, reductions were made to both time and expenses either in the exercise of "billing judgment" or to conform to the firm's guidelines and policies regarding certain expenses such as charges for hotels, meals, and transportation. As a result of these reviews and adjustments, I believe that the time reflected in the firm's lodestar calculation and the expenses for which payment is sought are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the Litigation.

5. The total number of hours spent on this Litigation by my firm from inception of the Litigation through April 11, 2012 is 9,898.4. The total lodestar amount for attorney/professional support time based on the firm's billing rates is \$3,867,272.50. The hourly

rates shown below are the usual and customary rates charged for each individual in 2011. A breakdown of the lodestar is as follows:

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Arisohn, M.	(P)	75.5	\$785.00	\$59,267.50
Keller, C.	(P)	69.5	\$760.00	\$52,820.00
Alex, M.	(P)	17.1	\$760.00	\$12,996.00
Gardner, J.	(P)	396.8	\$675.00	\$267,840.00
Scarlato, P.	(OC)	1,010.5	\$615.00	\$621,457.50
Goldman, M.	(OC)	23.2	\$615.00	\$14,268.00
Zeiss, N.	(OC)	75.2	\$610.00	\$45,872.00
Einstein, J.	(OC)	5.4	\$550.00	\$2,970.00
Penny, B.	(OC)	4.3	\$525.00	\$2,257.50
Villegas, C.	(A)	60.8	\$540.00	\$32,832.00
Nguyen, A.	(A)	241.2	\$515.00	\$124,218.00
Hallowell, S.	(A)	283.6	\$515.00	\$146,054.00
Sundel, S.	(A)	4.0	\$500.00	\$2,000.00
Smith, P.	(A)	3.9	\$425.00	\$1,657.50
Dolgoff, M.	(A)	571.4	\$415.00	\$237,131.00
Holmes, C.	(A)	40.3	\$400.00	\$16,120.00
Cividini, D.	(A)	365.0	\$350.00	\$127,750.00
Woller, S.	(A)	166.5	\$350.00	\$58,275.00
Ladson, E.	(A)	81.5	\$350.00	\$28,525.00
Hwang, J.	(A)	8.2	\$350.00	\$2,870.00
Hector, N.	(A)	492.1	\$340.00	\$167,314.00
Wiltz, R.	(A)	747.9	\$330.00	\$246,807.00
Kaiafas, G.	(A)	504.5	\$330.00	\$166,485.00
Hawkins, D.	(A)	488.7	\$330.00	\$161,271.00
Nelson, D.	(A)	341.6	\$330.00	\$112,728.00
Dixon, E.	(A)	301.5	\$330.00	\$99,495.00
Farzin, N.	(A)	299.8	\$330.00	\$98,934.00
Carrigan, R.	(A)	298.5	\$330.00	\$98,505.00
Weiss, M.	(A)	209.1	\$330.00	\$69,003.00
Philip, A.	(A)	65.5	\$330.00	\$21,615.00
Bolano, M.	(A)	45.5	\$330.00	\$15,015.00
Gianturco, D.	(A)	429.5	\$300.00	\$128,850.00
Erekosima, O.	(A)	323.6	\$300.00	\$97,080.00
Carlie, J.	(A)	40.0	\$300.00	\$12,000.00
Shrem, E.	(A)	415.5	\$275.00	\$114,262.50
Leimgruber, D.	(A)	305.3	\$275.00	\$83,957.50
Shyr, J.	(A)	291.2	\$275.00	\$80,080.00
Chung, E.	(A)	243.6	\$275.00	\$66,990.00
Rovenskaya, S.	(A)	181.0	\$275.00	\$49,775.00
Blum, E.	(A)	6.5	\$275.00	\$1,787.50

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Ching, N.	(RA)	15.0	\$405.00	\$6,075.00
Chianelli, T.	(RA)	6.8	\$295.00	\$2,006.00
Greenbaum, A.	(I)	25.2	\$400.00	\$10,080.00
Wroblewski, R.	(I)	8.0	\$365.00	\$2,920.00
Malonzo, F.	(PL)	172.9	\$335.00	\$57,921.50
McKenzie, D.	(PL)	53.1	\$300.00	\$15,930.00
Rogers, D.	(PL)	10.2	\$290.00	\$2,958.00
Kupersmith, R.	(PL)	60.5	\$280.00	\$16,940.00
Cordoba-Riera, D.	(PL)	3.2	\$280.00	\$896.00
Wattenberg, S.	(PL)	3.6	\$280.00	\$1,008.00
Chan, C.	(PL)	5.1	\$275.00	\$1,402.50
<i>TOTAL:</i>		9,898.4		\$3,867,272.50

(P) Partner
 (OC) Of Counsel
 (A) Associate
 (RA) Research Analyst
 (I) Investigator
 (PL) Paralegal

6. My firm seeks an award of \$324,534.58 in expenses which were reasonably and necessarily committed to the prosecution of the Litigation. They are broken down as follows:

EXPENSES

From Inception to April 11, 2012

<i>EXPENSE CATEGORY</i>		<i>TOTAL</i>
Meals, Hotels & Transportation		\$ 23,414.44
Photocopies		\$ 9,126.74
Postage		\$ 14.22
Telephone, Facsimile		\$ 333.52
Messenger, Overnight Delivery		\$ 555.10
Filing, Witness and Other Fees		\$ 875.00
Court Hearing and Deposition Reporting, and Transcripts		\$ 3,254.68
Lexis, Westlaw, Online Library Research		\$ 4,729.91
Experts/Consultants/Investigators		\$ 93,142.34
Outside:		
Alix Partners LLP	\$89,142.34	
Harvest Capital Services Corporation	\$ 4,000.00	
Database Management Costs		\$ 14,088.63
Assessments/Contributions to Litigation Expense Fund		\$ 175,000.00
<i>TOTAL</i>		\$ 324,534.58

7. The following is additional information regarding certain of these expenses:

(a) Out-of-town Meals, Hotels and Transportation: \$17,369.99.

<i>NAME</i>	<i>DATE</i>	<i>DESTINATION</i>	<i>PURPOSE</i>
Jonathan Gardner	2/4/11	Boston, MA	Client meeting
Nicholas Hector	5/22-23/11	Milwaukee, WI	Deposition
Jonathan Gardner	5/25-26/11	Boston, MA	Client deposition preparation
Gregory Sarno	6/2-5/11	New York, NY	Lead Plaintiff travel for deposition
Jonathan Gardner	11/17-19/11	Newport Beach, CA	Mediation
Martis Alex	11/15-19/11	Newport Beach, CA	Mediation
Paul Scarlato	11/17-19/11	Newport Beach, CA	Mediation
Serena Hallowell	11/17-19/11	Newport Beach, CA	Mediation
Gregory Sarno	11/17-20/11	Newport Beach, CA	Lead Plaintiff travel for Mediation

(b) Photocopying:

In-house (14,362 copies @ \$0.20 per copy): \$2,872.40

In-house Imaging/Scanning/Printing: \$5,947.00

Outside Photocopy: \$307.34

<i>DATE</i>	<i>VENDOR</i>
9/28/11	Reliable Copy Services

(c) Filing, Witness and Other Fees: \$875.00

<i>DATE</i>	<i>VENDOR</i>
4/1/11	Clerk of Court, USDC,EDNY
4/20/11	Legalease
4/21/11	Legalease
4/26/11	Legalease
5/3/11	Legalease

(d) Court Hearing and Deposition Reporting, and Transcripts: \$3,254.68

<i>DATE</i>	<i>VENDOR</i>
6/7/11	TSG Reporting
6/16/11	TSG Reporting
10/14/11	Legalink Merrill Corp

(e) Lexis, Westlaw, Online Library Research: \$4,729.91. This category includes vendors such as: Westlaw, Thomson Reuters Business, LexisNexis Risk Solutions and Pacer Service Center. These databases were used to obtain access to SEC filings and legal research. The charges for these vendors vary depending upon the type of services requested.

(f) Outside Experts/Consultants/Investigators: \$93,142.34.

(i) Alix Partners LLP \$89,142.34: consulting expert for preparation of plan of allocation for Net Settlement Fund.

(ii) Harvest Capital Services Corporation \$4,000.00: consulting expert that provided analysis of mortgage backed securities trading and pricing.

(g) Database Management Costs: \$14,088.63.

(i) Precision Discovery: vendor used to collect, organize, search and produce Lead Plaintiff's electronic discovery.

8. The expenses pertaining to this case are reflected in the books and records of my firm. These books and records are prepared from expense vouchers, check records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29th day of May, 2012, at New York, NY.



JONATHAN GARDNER

EXHIBIT A

**Labaton
Sucharow**

Firm Resume

InvestorProtectionLitigation

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Introduction

Founded in 1963, Labaton Sucharow LLP ("Labaton Sucharow") is an internationally respected law firm with offices in New York, New York and Wilmington, Delaware and has relationships throughout the United States, Europe and the world. The Firm consists of over 70 attorneys and a professional support staff that includes paralegals, sophisticated financial analysts, e-discovery specialists, licensed private investigators, certified public accountants, and forensic accountants with notable federal and state law enforcement experience. The Firm prosecutes major complex litigation in the United States, and has successfully conducted a wide array of representative actions (primarily class, mass and derivative) in the areas of: Securities; Antitrust & Competition; Financial Products & Services; Corporate Governance & Shareholder Rights; Mergers & Acquisitions; Derivative; REITs & Limited Partnerships; Consumer; and Whistleblower Representation.

For nearly 50 years, Labaton Sucharow has cultivated a reputation as one of the finest litigation boutiques in the country. The Firm's attorneys are skilled in every stage of business litigation and have successfully taken on corporations in virtually every industry. Our work has resulted in billions of dollars in recoveries for our clients, and in sweeping corporate reforms protecting consumers and shareholders alike.

On behalf of some of the most prominent institutional investors around the world, Labaton Sucharow prosecutes high-profile and high-stakes securities fraud. Our Securities Litigation Practice has recovered billions of dollars and achieved corporate governance reforms to ensure that the financial marketplace operates with greater transparency, fairness and accountability.

Labaton Sucharow also brings its unparalleled securities litigation expertise to the practice of Whistleblower Representation, exclusively representing whistleblowers that have original information about violations of the federal securities laws. The Firm's Whistleblower

Representation Practice plays a critical role in exposing securities fraud and creating necessary corporate reforms.

Labaton Sucharow's Corporate Governance & Shareholder Rights Practice successfully pursues derivative and other shareholder actions to advance shareholder interests. In addition to our deep knowledge of corporate law and the securities regulations that govern corporate conduct, our established office in Delaware where many of these matters are litigated, uniquely positions us to protect shareholder assets and enforce fiduciary obligations.

Visit our website at www.labaton.com for more information about our dynamic Firm.

Corporate Governance

Labaton Sucharow is committed to corporate governance reform. Through its leadership of membership organizations which seek to advance the interests of shareholders and consumers, Labaton Sucharow seeks to strengthen corporate governance and support legislative reforms which improve and preserve shareholder and consumer rights.

Through the aegis 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, the Firm continues to advocate against those who would legislatively seek to weaken shareholders' rights, including their right to obtain compensation through the legal system.

From 2009-2011 Partner Ira A. Schochet served as President of NASCAT, following in the footsteps of Chairman Lawrence A. Sucharow who held the position from 2003-2005.

Labaton Sucharow is also a patron of the John L. Weinberg Center for Corporate Governance of the University of Delaware ("The Center") and was instrumental in the task force of the Association of the Bar of the City of New York, which drafted recommendations on the roles of law firms and lawyers' in preventing corporate fraud through improved

governance. One of Labaton Sucharow's partners, Edward Labaton, is a member of the Advisory Committee of The Center.

In early 2011, Partner Michael W. Stocker spoke before the Securities and Exchange Commission's Trading and Markets Division regarding liability for credit rating agencies under the Dodd-Frank Act. His articles on corporate governance issues have been published in a number of national trade publications.

On behalf of our institutional and individual investor clients, Labaton Sucharow has achieved some of the largest precedent-setting settlements since the enactment of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), and has helped avert future instances of securities fraud by negotiating substantial corporate governance reforms as conditions of many of its largest settlements.

Some of the successful cases in which Labaton Sucharow has been able to affect significant corporate governance changes include:

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

In the settlement of the *In re Waste Management, Inc. Securities Litigation* case, we earned critical corporate governance improvements resulting in:

- A stronger and more independent audit committee;
- A board structure with greater accountability; and
- Protection for whistleblowers.

In re Bristol-Myers Squibb Securities Litigation,
Civ. No. CV-98-W-1407-S (N.D. Ala.)

In *Bristol-Myers Squibb*, we won unprecedented corporate governance concessions, including:

- Required public disclosure of the design of all clinical drug trials; and
- Required public disclosure on the company's website of the results of all clinical studies on drugs marketed in any country throughout the world.

Cohen v. Gray, et al.,

Case No. 03 CH 15039 (C.C. Ill.)

In this case against the Boeing aircraft company, we achieved a landmark settlement establishing unique corporate governance standards relating to ethics compliance including:

- At least 75 percent of Boeing's Board must be independent under NYSE criteria;
- Board members will receive annual corporate governance training;
- Direct Board supervision of an improved ethics and compliance program;
- Improved Audit Committee oversight of ethics and compliance; and
- A \$29 million budget dedicated to the implementation and support of these governance reforms.

In re Vesta Insurance Group Securities Litigation,

Civ. No. CV-98-W-1407-S (N.D. Ala.)

In settling Vesta, the company adopted provisions that created:

- A Board with a majority of independent members;
- Increased independence of members of the company's audit, nominating and compensation committees;
- Increased expertise in corporate governance on these committees; and
- A more effective audit committee.

In re Orbital Sciences Corporation Securities Litigation,

Civ. No. 99-197-A (E.D. Va.)

In this case against Orbital Sciences Corporation, Labaton Sucharow was able to:

- Negotiate the implementation of measures concerning the company's quarterly review of its financial results;
- The composition, role and responsibilities of its Audit and Finance committee; and
- The adoption of a Board resolution providing guidelines regarding senior executives' exercise and sale of vested stock options.

In re Take-Two Interactive Securities Litigation,

Civ. No. 06-CV-803-RJS (S.D.N.Y.)

In settling *Take-Two Interactive*, we achieved significant corporate governance reforms which required the company to:

- Adopt a policy, commonly referred to as "clawback" provision, providing for the recovery of bonus or incentive compensation paid to senior executives in the event that such compensation was awarded based on financial results later determined to have been erroneously reported as a result of fraud or other knowing misconduct by the executive;
- Adopt a policy requiring that its Board of Directors submit any stockholder rights plan (also commonly known as 'poison pill') that is greater than 12 months in duration to a vote of stockholders; and

- Adopt a bylaw providing that no business may be properly brought before an annual meeting of stockholders by a person other than a stockholder unless such matter has been included in the proxy solicitation materials issued by the company.

Trial Experience

Few securities class action cases go to trial. But when it is in the best interests of its clients and the class, Labaton Sucharow repeatedly has demonstrated its willingness and ability to try these complex securities cases before a jury. More than 95% of the Firm's partners have trial experience.

Labaton Sucharow's recognized willingness and ability to bring cases to trial significantly increases the ultimate settlement value for shareholders.

In *In re Real Estate Associates Limited Partnership Litigation*, when defendants were unwilling to settle for an amount Labaton Sucharow and its clients viewed as fair, we tried the case with co-counsel for six weeks and obtained a landmark \$184 million jury verdict in November 2002. The jury supported plaintiffs' position that defendants knowingly violated the federal securities laws, and that the general partner had breached his fiduciary duties to plaintiffs. The \$184 million award was one of the largest jury verdicts returned in any PSLRA action and one in which the plaintiff class, consisting of 18,000 investors, recovered 100% of their damages.

Notable Lead Counsel Appointments

Labaton Sucharow's institutional investor clients are regularly appointed by federal courts to serve as lead plaintiffs in prominent securities litigations brought under the PSLRA. Dozens of state, city and country 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. Listed below are several of our current notable lead and co-lead counsel appointments:

In re MF Global Holdings Limited Securities Litigation,

No. 11-cv-7866 (S.D.N.Y.)

Representing the Province of Alberta as co-lead plaintiff

Richard Gammel v. Hewlett-Packard Company, et al.,

No. 8:11-cv-01404-AG-RNB (C.D.Cal.)

Representing Arkansas Teacher Retirement System and the Labourers' Pension Fund of Central and Eastern Canada as co-lead plaintiff

In re Massey Energy Co. Securities Litigation,

No. 5:10-cv-00689 (S.D. W. Va.)

Representing Commonwealth of Massachusetts Pension Reserves Investment Trust ("Massachusetts PRIT") as lead plaintiff

In re Schering Plough/Enhance Securities Litigation,

No. 08-cv-00397-DMC-JAD (D.N.J.)

Representing the Pension Reserves Investment Management Board (Commonwealth of Massachusetts) as co-lead plaintiff

Listed below are several of our current notable lead and co-lead counsel appointments resulting from the credit crisis:

In re Bear Stearns Companies, Inc. Securities Litigation,

No. CV:08-MD-01963-RWS (S.D.N.Y.)

Representing Michigan Retirement Systems as co-lead plaintiff

In re Goldman Sachs Group Inc. Securities Litigation,

No. 1:10-cv-03461 (S.D.N.Y.)

Representing the Arkansas Teacher Retirement System as co-lead plaintiff

In re 2008 Fannie Mae Securities Litigation,

No. 08-CV-1859 (E.D.Mo.)

Representing Boston Retirement Board as co-lead plaintiff

McClure v. Morgan Stanley et al.,

No. 09-cv-2017 (S.D.N.Y.)

Representing Boston Retirement Board as lead plaintiff

Notable Successes

Labaton Sucharow has achieved notable successes in major securities litigations on behalf of its clients and certified investor classes.

Docket Information	Results of the Case
<i>In re American International Group Inc. Securities Litigation</i> , No. 04-cv-8141 (S.D.N.Y.)	Negotiated settlements totaling more than \$1 billion
<i>In re HealthSouth Securities Litigation</i> , No. 03-cv-1500 (N.D. Ala.)	Settlement valued at \$671 million
<i>In re Waste Management, Inc. Securities Litigation</i> , Civ. No. H-99-2183 (S.D. Tex.)	Settled for \$457 million
<i>In re Countrywide Financial Corp. Securities Litigation</i> , No. 07-cv-5295 (C.D. Cal.)	Settled for \$624 million – the largest credit-crisis-related settlement at the time
<i>In re General Motors Corp. Securities & Derivative Litigation</i> , No. 06-md-01749 (E.D. Mich.)	Settled for \$303 million
<i>Wyatt v. El Paso Corp.</i> , No. 02-cv-2717 (S.D. Tex.)	Settled for \$285 million
<i>In re PaineWebber Limited Partnerships Litigation</i> , No. 94 Civ. 832/7 (SHS) (S.D.N.Y.)	Settled for \$200 million
<i>Eastwood Enterprises LLC v. Farha ("Wellcare")</i> , No. 07-cv-1940 (M.D. Fla.)	Settled for \$200 million
<i>In re Bristol-Myers Squibb Securities Litigation</i> , No. 00-cv-1990 (D.N.J.)	Settled for \$185 million and significant corporate governance reforms
<i>In re Broadcom Corp. Class Action Litigation</i> , No. 06-cv-5036 (C.D. Cal.)	Settled for \$160.5 million – at the time, the second largest up-front cash settlement ever recovered from a company accused of options backdating (the case against auditors continues)
<i>In re Satyam Computer Services Ltd. Securities Litigation</i> , No. 09-md- 2027 (S.D.N.Y.)	Settled for \$150.5 million with Satyam and 25.5 million with PwC Entities (partial settlements, case is ongoing)
<i>In re Mercury Interactive Corp. Securities Litigation</i> , No. 05-cv- 3395 (N.D. Cal.)	Settled for \$117.5 million – the largest options backdating settlement at the time
<i>In re Prudential Securities Inc. Limited Partnership Litigation</i> , Civ. No. M-21-67 (S.D.N.Y.)	Negotiated \$110 million partial settlement
<i>In re Oppenheimer Champion Fund Securities Fraud Class Actions</i> , No. 09-cv-386 (D. Colo.) and <i>In re Core Bond Fund</i> , No. 09-cv-1186 (D. Colo.)	Settled for \$100 million

Docket Information	Results of the Case
<i>In re Vesta Insurance Group, Inc. Securities Litigation</i> , No. 98 cv-1407 (N.D. Ala.)	Settled for \$80 million in total and significant corporate governance reforms
<i>In re St. Paul Travelers Securities Litigation II</i> , No. 04-cv-4697 (D. Minn.)	Settled for \$77 million
<i>In re St. Paul Travelers Securities Litigation</i> , No. 04-CV-3801 (D. Minn.)	Settled for \$67.5 million
<i>In re Monster Worldwide, Inc. Securities Litigation</i> , No. 07-cv-2237 (S.D.N.Y.)	Settled for \$47.5 million – required Monster’s founder and former Chief Executive Officer Andrew McKelvey to personally pay \$550,000 toward the settlement
<i>Hughes v. Huron Consulting Group, Inc.</i> , No. 09-cv-4734 (N.D. Ill.)	Settled for \$38 million
<i>Abrams v. VanKampen Funds, Inc.</i> , No. 01 C 7538 (N.D. Ill.)	Settled for \$31.8 million
<i>In re Novagold Resources Inc. Securities Litigation</i> , No. 1:08-cv-07041 (S.D.N.Y.)	Settled for \$26 million
<i>Police & Fire Ret. System of Detroit v. SafeNet, Inc.</i> , 06-cv-05797 (S.D.N.Y.)	Settled for \$25 million
<i>Desert Orchid Partners, L.L.C. v. Transactions Systems Architects, Inc.</i> , Civ. No. 02 CV 533 (D. Neb.)	Settled for \$24.5 million
<i>In re Orbital Sciences Corp. Securities Litigation</i> , Civ. No. 99-197-A (E.D. Va.)	Settled for \$23.5 million and significant corporate governance reforms
<i>In re Take Two Interactive Securities Litigation</i> , No. 06-cv-803 (S.D.N.Y.)	Settled for \$20.1 million and significant corporate governance reforms
<i>In re International Business Machines Corp. Securities Litigation</i> , Civ. No. 1:05-cv-6279 (AKH) (S.D.N.Y.)	Settled for \$20 million
<i>In re Just for Feet Noteholder Litigation</i> , Civ. No. CV-00-C-1404-S (N.D. Ala.)	Settled for \$17.75 million
<i>In re American Tower Corporation Securities Litigation</i> , Civ. No. 06 CV 10933 (MLW) (D. Mass.)	Settled for \$14 million
<i>In re CapRock Communications Corp. Securities Litigation</i> , Civ. No. 3-00-CV-1613-R (N.D. Tex. 2003)	Settled for \$11 million
<i>In re SupportSoft Securities Litigation</i> , Civ. No. C 04-5222 SI (N.D. Cal. 2007)	Settled for \$10.7 million

Docket Information	Results of the Case
<i>In re InterMune Securities Litigation</i> , No. 03-2454 SI (N.D. Cal. 2005)	Settled for \$10.4 million
<i>In re HCC Insurance Holdings, Inc. Securities Litigation</i> , Civ. No. 4:07-cv-801 (S.D. Tex. 2008)	Settled for \$10 million

***In re HealthSouth Securities Litigation*,**
Civ. No CV-03-BE-1500-S (N.D. Ala.)

Labaton Sucharow served as co-lead counsel in a case stemming from the largest fraud ever perpetrated in the healthcare industry. In early 2006, lead plaintiffs negotiated a settlement of \$445 million with defendant HealthSouth. This partial settlement, comprised of cash and HealthSouth securities to be distributed to the class, is one of the largest in history. On June 12, 2009, the Court also granted final approval to a \$109 million settlement with defendant Ernst & Young LLP ("E&Y") which at the time was approximately the eighth largest securities fraud class action settlement with an auditor. 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 (the "UBS Defendants"). The total value of the settlements for HealthSouth stockholders and HealthSouth bondholders, who were represented by separate counsel, is \$804.5 million.

***In re NYSE Euronext Shareholders Litigation*,**
Consolidated C.A., 6220-VCS (Del. Ch. 2011)

Labaton Sucharow played a leadership role in landmark shareholder litigation arising from the acquisition of the New York Stock Exchange—a deal that had implications not only for NYSE shareholders, but for global financial markets. Following aggressive litigation spanning both sides of the Atlantic, the Firm secured a proposed settlement which would have provided a special dividend of nearly a billion dollars to NYSE shareholders if the transaction was completed. While European regulators ultimately rejected the merger in 2012 citing anticompetitive concerns, the Firm's work in the litigation cemented its reputation as a leader in the field.

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

In one of the most complex and challenging securities cases in history, Labaton Sucharow secured a landmark \$725 million settlement with American International Group ("AIG") regarding allegations of bid rigging and accounting fraud. This followed our \$97.5 million settlement with AIG's auditors and an additional \$115 million settlement with former AIG officers and related defendants which is still pending before the Court. Further, a proposed \$72 million settlement with General Reinsurance Corporation, which was alleged to have been involved in one of the accounting frauds with AIG, is pending before the Second Circuit. In total, the four AIG settlements would provide a recovery of more than \$1 billion for class members.

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

In 2002, Judge Melinda Harmon approved an extraordinary settlement that provided for recovery of \$457 million in cash, plus an array of far reaching corporate governance measures. 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 Countrywide Financial Corp. Securities Litigation,
No. CV 07-cv-05295-MRP-MAN (C.D. Cal.)

Labaton Sucharow served as sole lead counsel on behalf of the New York State Common Retirement Fund and the five New York City public pension funds. Plaintiffs alleged that defendants violated securities laws by making false and misleading statements concerning Countrywide’s business as an issuer of residential mortgages, the creditworthiness of borrowers, underwriting and loan origination practices, loan loss and other accounting provisions, and misrepresenting high-risk low-documentation loans as being “prime.” While the price of Countrywide stock was artificially inflated by defendants’ false representations, insiders received millions of dollars from Countrywide stock sales. On February 25, 2011, the Court granted final approval to a settlement of \$624 million, which at the time was the 14th largest securities class action settlement in the history of the PSLRA.

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

Labaton Sucharow was co-lead counsel for DekalInvestment GmbH. The complaint alleged that, over a period of six years, General Motors (“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 that included, among other things, prematurely recognizing income from supplier rebates, misclassifying cash flow as operating rather than investing cash flow, and omitting to disclose the nature and amount of GM’s guarantee of pension benefits owing to workers at GM’s former parts division, now an independent corporation in Chapter 11 bankruptcy protection, Delphi Corporation. On July 21, 2008, a settlement was reached whereby GM made a cash payment of \$277 million and defendant Deloitte & Touche LLP, which served as GM’s outside auditor during the period covered by the action, agreed to contribute an additional \$26 million in cash.

In re El Paso Corporation Securities Litigation,
Civ. No. H-02-2717 (S.D. Tex.)

Labaton Sucharow secured a \$285 million class action settlement against the El Paso Corporation. 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. The settlement was approved by the Court on March 6, 2007.

In re PaineWebber Limited Partnerships Litigation,
No. 94 Civ. 832/7 (SHS) (S.D.N.Y.)

Judge Sidney H. Stein approved a settlement valued at \$200 million and found “*that class counsel’s representation of the class has been of high caliber in conferences, in oral arguments and in work product.*”

Eastwood Enterprises, LLC v. Farha et al. (WellCare Securities Litigation),
No. 8:07-cv-1940-T-33EAJ (M.D. Fla.)

On behalf of The New Mexico State Investment Council and the Public Employees Retirement Association of New Mexico, co-lead counsel for the class, Labaton Sucharow, 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, which was 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 is acquired or otherwise experiences 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,
Civ. No. 00-1990 (D.N.J.)

After prosecuting securities fraud claims against Bristol-Myers Squibb (“BMS”) for more than five years, Labaton Sucharow reached an agreement to settle the claims for \$185 million and significant corporate governance reforms. This settlement is the second largest recovery against a pharmaceutical company, and it is the largest recovery ever obtained against a pharmaceutical company in a securities fraud case involving the development of a new drug. Moreover, the settlement is the largest ever obtained against a pharmaceutical company in a securities fraud case that did not involve a restatement of financial results.

In re Broadcom Corp. Securities Litigation,
No. 06-cv-05036-R-CW (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 upfront cash settlement ever recovered from a company accused of options backdating. On April 14, 2011, the Court of Appeals for the Ninth Circuit issued an opinion in *New Mexico State Investment Council v. Ernst & Young LLP*—a matter related to Broadcom. In particular, the Ninth Circuit’s opinion held that the Complaint contains three separate sets of allegations that adequately allege Ernst & Young’s (“E&Y”) scienter, and that there is “no doubt” that lead plaintiff carried its burden in alleging E&Y acted with actual knowledge or reckless disregard that their unqualified audit opinion was fraudulent. Importantly, the decision confirms that outside auditors are subject to the same pleading standards as all other defendants. In addition, the opinion confirms that a defendant’s pre-class-period knowledge is relevant to its fraudulent scienter, and must be considered holistically with the rest of the allegations. In August 2011, the District

Court spread the Ninth Circuit's mandate made in April 2011, and denied 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. The decision underscores the impact that institutional investors can have in enforcing the federal securities laws, above and beyond the role of prosecutors and regulators.

In re Satyam Computer Services Ltd. Securities Litigation,
09-md-2027-BSJ (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 Madoff scandals, lead plaintiffs allege that Satyam Computer Services Ltd., related entities, its auditors and certain directors and officers allegedly made materially false and misleading statements to the investing public about the company’s earnings and assets, which had the effect of artificially inflating the price of Satyam securities. On September 13, 2011, the court granted final approval to a settlement with Satyam of \$125 million, with the possibility of an additional recovery in the future. The Court also granted final approval to a settlement with the company’s auditor, PricewaterhouseCoopers (PwC), in the amount of \$25.5 million. Litigation continues against additional defendants. In addition to achieving over \$150 million in collective settlements, we procured a letter of confession from the CEO—unprecedented in its detail—who, with other former officers, remains on trial in India for securities fraud.

In re Mercury Interactive Corp. Securities Litigation,
Civ. No. 5:05-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. The allegations in *Mercury* concern 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 Mercury shareholders and the investing public. On September 25, 2008, the Court granted final approval of the \$117.5 million settlement.

In re Prudential Securities Inc. Limited Partnership Litigation,
Civ. No. M-21-67 (S.D.N.Y.)

In this well-known securities litigation, the late Judge Milton Pollack cited the “Herculean” efforts of Labaton Sucharow and its co-lead counsel and, in approving a \$110 million partial settlement, stated that *“this case represents a unique recovery – a recovery that does honor to every one of the lawyers on your side of the case.”*

In re Oppenheimer Champion Fund Securities Fraud Class Actions,
No. 09-cv-525-JLK-KMT (D. Colo.)
and

In re Core Bond Fund,
No. 09-cv-1186-JLK-KMT (D. Colo.)

Labaton Sucharow served as lead counsel 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 Vesta Insurance Group, Inc. Securities Litigation,
Civ. No. CV-98-AR-1407 (N.D. Ala.)

After years of protracted litigation, Labaton Sucharow secured a settlement of \$78 million on the eve of trial.

In re St. Paul Traveler's II Securities Litigation,
Civ. No. 04-4697 (JRT/FLN) (D. Minn.)

In the second of two cases filed against St. Paul Travelers by Labaton Sucharow, arose from the industry-wide insurance scandal involving American International Group, Marsh McLennan, the St. Paul Companies and numerous other insurance providers and brokers. On July 23, 2008, the Court granted final approval of the \$77 million settlement and certified the settlement class.

In re St. Paul Travelers Securities Litigation,
No. 04-CV-3801 (D. Minn.)

Labaton Sucharow was able to successfully negotiate the creation of an all cash settlement fund to compensate investors in the amount of \$67.5 million in November 2005. This settlement is one of the largest securities class action settlements in the Eighth Circuit.

In re Monster Worldwide, Inc. Securities Litigation,
No. 07-CV-02237 (S.D.N.Y.)

Labaton Sucharow represented Middlesex County Retirement System in claims alleging that defendants engaged in a long-running scheme to backdate Monster's stock option grants to attract and retain employees without recording the resulting compensation expenses. On November 25, 2008, the Court granted final approval of the \$47.5 million settlement.

Hughes v. Huron Consulting Group, Inc.,
09-CV-4734 (N.D. Ill.)

Labaton Sucharow acted as co-lead counsel for lead plaintiffs the Public School Teachers' Pension & Retirement Fund of Chicago, the Arkansas Public Employees Retirement System, State-Boston Retirement Board, the Cambridge Retirement System and the Bristol County Retirement System in a suit alleging that Huron Consulting Group and certain individual defendants made materially false or misleading statements to the investing public, which had the effect of artificially inflating the price of Huron's common stock. On May 6, 2011, the Court granted final approval to a settlement in the amount of \$27 million dollars plus 474,547 shares of Huron common stock (valued at approximately \$11 million as of November 24, 2010, based on its

closing price of \$23.18). This settlement represents a significant percentage of the alleged \$57 million in earnings that the company overstated.

Abrams v. VanKampen Funds, Inc.,

01 C 7538 (N.D. Ill.)

In January 2006 Labaton Sucharow obtained final approval of a \$31.5 million settlement in an innovative class action concerning VanKampen's senior loan mutual fund, alleging that the fund overpriced certain senior loan interests where market quotations were readily available. The gross settlement fund constitutes a recovery of about 70% of the class's damages as determined by plaintiffs' counsel.

In re NovaGold Resources Inc. Securities Litigation,

No. 1:08-cv-07041 (S.D.N.Y.)

Labaton Sucharow served as lead counsel in a securities class action over NovaGold's misleading representations regarding the economic feasibility of its Galore Creek mining project. Labaton Sucharow secured a global settlement of C\$28 million (approximately \$26 million U.S.), one of the largest cross-border securities class action settlements in 2010.

Police and Fire Retirement System of the City of Detroit, et al. v. SafeNet, Inc., et al.,

No. 06-Civ-5797 (PAC)

Labaton Sucharow served as co-lead counsel for lead plaintiffs the Police and Fire Retirement System of the City of Detroit, the Plymouth County Retirement System, and the State-Boston Retirement System in a suit alleging that SafeNet, Inc. ("SafeNet") and certain individual defendants misled investors by making misrepresentations and omissions to the investing public, which had the effect of artificially inflating SafeNet's stock price. On December 20, 2010, the Court granted final approval to the \$25 million settlement.

Desert Orchid Partners, L.L.C. v. Transactions Systems Architects, Inc.,

Civ. No. 02 CV 533 (D. Neb.)

Labaton Sucharow represented the Genesee Employees' Retirement System as lead plaintiff in claims alleging violations of the federal securities laws. On March 2, 2007, the Court granted final approval to the settlement of this action for \$24.5 million in cash.

In re Orbital Sciences Corp. Securities Litigation,

Civ. No. 99-197-A (E.D. Va.)

After cross-motions for summary judgment were fully briefed, defendants (and Orbital's auditor in a related proceeding) agreed to a \$23.5 million cash settlement, warrants, and substantial corporate governance measures.

In re International Business Machines Corp. Securities Litigation,

Civ. No. 1:05-cv-6279 (AKH) (S.D.N.Y.)

Labaton Sucharow served as lead counsel in this action alleging that that International Business Machines Corp. ("IBM"), and its Chief Financial Officer, Mark Loughridge, made material misrepresentations and omissions concerning IBM's expected 2005 first

quarter earnings, IBM's expected 2005 first quarter operational performance, and the financial impact of IBM's decision to begin expensing stock options on its 2005 first quarter financial statements. On September 9, 2008, the Court granted final approval of the \$20 million settlement.

In re Take-Two Interactive Securities Litigation,

Civ. No. 06-CV-803-RJS (S.D.N.Y.)

Labaton Sucharow acted as lead counsel for lead plaintiffs New York City Employees' Retirement System, New York City Police Pension Fund and New York City Fire Department Pension Fund in a securities class action against Take-Two Interactive Software, Inc. ("Take-Two") and its officers and directors. Lead plaintiffs alleged that Take-Two, maker of the "Grand Theft Auto" video game series, improperly backdated stock options. On October 20, 2010, the Court granted final approval of the \$20.1 million settlement and significant corporate governance reforms.

In re Just for Feet Noteholder Litigation,

Civ. No. CV-00-C-1404-S (N.D. Ala.)

Labaton Sucharow, as lead counsel, represented lead plaintiff Delaware Management and the Aid Association for Lutherans with respect to claims brought on behalf of noteholders. On October 21, 2005, Chief Judge Clemon of the U.S. District Court for the Northern District of Alabama preliminarily approved plaintiffs' settlement with Banc of America Securities LLC, the sole remaining defendant in the case, for \$17.75 million. During the course of the litigation, Labaton Sucharow obtained certification for a class of corporate bond purchasers in a ground-breaking decision, *AAL High Yield Bond Fund v. Ruttenberg*, 229 F.R.D. 676 (N.D. Ala. 2005), which is the first decision by a federal court to explicitly hold that the market for high-yield bonds such as those at issue in the action was efficient.

In re American Tower Corporation Securities Litigation,

Civ. No. 06 CV 10933 (MLW) (D. Mass.)

Labaton Sucharow represented the Steamship Trade Association-International Longshoreman's Association Pension Fund (STA-ILA) in claims alleging that certain of American Tower Corporation's current and former officers and directors improperly backdated the Company's stock option grants and made materially false and misleading statements to the public concerning the Company's financial results, option grant policies and accounting, causing damages to investors. On June 11, 2008, the Court granted final approval of the \$14 million settlement.

In re CapRock Communications Corp. Securities Litigation,

Civ. No. 3-00-CV-1613-R (N.D. Tex.)

Labaton Sucharow represented a prominent Louisiana-based investment adviser in claims alleging violations of the federal securities laws. The case settled for \$11 million in 2003.

In re SupportSoft Securities Litigation,

Civ. No. C 04-5222 SI (N.D. Cal.)

Labaton Sucharow secured a \$10.7 million settlement on October 2, 2007 against SupportSoft, Inc. The action alleged that the defendants had artificially inflated the price of the Company's securities by re-working previously entered into license agreements for the company's software in order to accelerate the recognition of revenue from those contracts.

In re InterMune Securities Litigation,

No. 03-2454 SI (N.D. Cal. 2005)

Labaton Sucharow commenced an action on behalf of its client, a substantial investor, against InterMune, a biopharmaceutical firm, and certain of its officers, alleging securities fraud in connection with InterMune's sales and marketing of a drug for off-label purposes. Notwithstanding higher pleading and proof standards in the jurisdiction in which the action had been filed, Labaton Sucharow utilized its substantial investigative resources and creative alternative theories of liability to successfully obtain an early, pre-discovery settlement of \$10.4 million. The Court complimented Labaton Sucharow on its ability to obtain a substantial benefit for the class in such an effective manner.

In re HCC Insurance Holdings, Inc. Securities Litigation,

Civ. No. 4:07-cv-801 (S.D. Tex.)

Labaton Sucharow served as lead counsel in this case alleging that certain of HCC's current and former officers and directors improperly backdated the Company's stock option grants and made materially false and misleading statements to the public concerning the Company's financial results, option grant policies and accounting, causing damages to investors. On June 17, 2008, the Court granted final approval of the \$10 million settlement.

In re Adelphia Communications Corp. Securities & Derivative Litigation,

Civ. No. 03 MD 1529 (LMM) (S.D.N.Y.)

Labaton Sucharow represents the New York City Employees' Retirement System (and certain other New York City pension funds) and the Division of Investment of the New Jersey Department of the Treasury in separate individual actions against Adelphia's officers, auditors, underwriters, and lawyers. To date, Labaton Sucharow has fully resolved certain of the claims brought by New Jersey and New York City for amounts that significantly exceed the percentage of damages recovered by the class. New Jersey and New York City continue to prosecute their claims against the remaining defendants.

STI Classic Funds v. Bollinger Industries, Inc.,

No. 96-CV-0823-R (N.D. Tex.)

Labaton Sucharow commenced related suits in both state and federal courts in Texas on behalf of STI Classic Funds and STI Classic Sunbelt Equity Fund, affiliates of the SunTrust Bank. As a result of Labaton Sucharow's efforts, the class of Bollinger Industries, Inc. investors, on whose behalf the bank sued, obtained the maximum recovery possible from the individual defendants and a substantial recovery from the

underwriter defendants. Notwithstanding a strongly unfavorable trend in the law in the State of Texas, and strong opposition by the remaining accountant firm defendant, Labaton Sucharow has obtained class certification and continues to prosecute the case against that firm.

Among the institutional investor clients Labaton Sucharow represents and advises are:

- Arkansas Teacher Retirement System
- Baltimore County Retirement System
- Bristol County Retirement Board
- California Public Employees' 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
- Louisiana Municipal Police Employees' Retirement System
- Teachers' Retirement System of Louisiana
- Macomb County Employees Retirement System
- Metropolitan Atlanta Rapid Transit Authority
- Michigan Retirement Systems
- Middlesex Retirement Board
- 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
- Rhode Island State Investment Commission
- San Francisco Employees' Retirement System
- State of Oregon Public Employees' Retirement System
- State of Wisconsin Investment Board
- State-Boston Retirement System
- Steamship Trade Association/International Longshoremen's Association
- Virginia Retirement Systems

Comments About Our Firm By The Courts

Many federal judges have commented favorably on the Firm's expertise and results achieved in securities class action litigation. Judge John E. Sprizzo complimented the Firm's work in *In re Revlon Pension Plan Litigation*, Civ. No. 91-4996 (JES) (S.D.N.Y.). In granting final approval to the settlement, Judge Sprizzo stated that:

[t]he recovery is all they could have gotten if they had been successful. I have probably never seen a better result for the class than you have gotten here.

Labaton Sucharow was a member of the executive committee of plaintiffs' counsel in *In re PaineWebber Limited Partnerships Litigation*, Master File No. 94 Civ. 8547 (SHS). In approving a class-wide settlement valued at \$200 million, Judge Sidney H. Stein of the Southern District of New York stated:

The Court, having had the opportunity to observe first hand the quality of class counsel's representation during this litigation, finds that class counsel's representation of the class has been of high caliber in conferences, in oral arguments and in work product.

In re Prudential-Bache Energy Income Partnerships Securities Litigation, MDL No. 888 (E.D. La.), an action in which Labaton Sucharow served on the executive committee of plaintiffs' counsel, Judge Marcel Livaudais, Jr., of the United States District Court for the Eastern District of Louisiana, observed that:

Counsel were all experienced, possessed high professional reputations and were known for their abilities. Their cooperative effort in efficiently bringing this litigation to a successful conclusion is the best indicator of their experience and ability The executive committee is comprised of law firms with national reputations in the prosecution of securities class action and derivative litigation. The biographical summaries submitted by each member of the executive committee attest to the accumulated experience and record of success these firms have compiled.

In *Rosengarten v. International Telephone & Telegraph Corp.*, Civ. No. 76-1249 (N.D.N.Y.), Judge Morris Lasker noted that the Firm:

served the corporation and its stockholders with professional competence as well as admirable intelligence, imagination and tenacity.

Judge Lechner, presiding over the \$15 million settlement in *In re Computron Software Inc. Securities Class Action Litigation*, Civ. No. 96-1911 (AJL) (D.N.J.), where Labaton Sucharow served as co-lead counsel, commented that:

I think it's a terrific effort in all of the parties involved . . . , and the co-lead firms . . . I think just did a terrific job. You [co-lead counsel and] Mr. Plasse, just did terrific work in the case, in putting it all together

In *Middlesex County Retirement System v. Monster Worldwide, Inc.*, No. 07-cv-2237 (S.D.N.Y.), Judge Rakoff appointed Labaton Sucharow as lead counsel, stating that “*the Labaton firm is very well known to courts for the excellence of its representation.*”

In addition, Judge Rakoff commented during a final approval hearing that “*the quality of the representation was superb*” and “[*this case is a*] good example of how [*the*] securities class action device serves laudatory public purposes.”

During a fairness hearing in the *In re American Tower Corporation Securities Litigation*, No. 06-CV-10933 (MLW) (D. Mass.), Chief Judge Mark L. Wolf stated:

[t]he attorneys have brought to this case considerable experience and skill as well as energy. Mr. Goldsmith has reminded me of that with his performance today and he maybe educated me to understand it better.

In *In re Satyam Computer Services Ltd. Securities Litigation*, No. 09-md- 2027 (S.D.N.Y.), Judge Jones commended lead counsel during the final approval hearing noting that the “. . . *quality of representation which I found to be very high*”

In *In re DG Fastchannel, Inc. Securities Litigation*, No. 10 Civ 6523 (RJS), Judge Sullivan remarked in the order granting attorneys' fees and litigation expenses that "*Lead counsel conducted the litigation and achieved the settlement with skillful and diligent advocacy.*"

During the final approval hearing in *Bruhl, et al. v. PricewaterhouseCoopers, et al.*, No. 03-23044 (S.D. Fla.), Judge Kenneth Marra stated:

I want to thank all of the lawyers for your professionalism. It's been a pleasure dealing with you. Same with my staff. You've been wonderful. The quality of the work was, you know, top notch magnificent lawyering. And I can't say that I'm sad to see the case go, but I certainly look forward to having all of you back in court with me again in some other matters. So thank you again for everything you've done in terms of the way you've handled the case, and I'm going to approve the settlement and the fees.

In and Around The Community

As a result of our deep commitment to the community, Labaton Sucharow stands out in areas such as *pro bono* legal work and public and community service.

Firm Commitments

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 Lawyer's Committee involves the private bar in providing legal services to address racial discrimination.

Labaton Sucharow attorneys have contributed on the federal level to United States 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.

Volunteer Lawyers For The Arts (VLA)

Labaton Sucharow also supports Volunteer Lawyers for the Arts, working as part of VLA's *pro bono* team representing low-income artists and nonprofit arts organizations. VLA is the leading provider of educational and legal services, advocacy and mediation to the arts community.

Change For Kids

Labaton Sucharow supports Change for Kids and became its Lead School Partner as a Patron of P.S. 73 in the South Bronx.

Individual Attorney Commitments

Labaton Sucharow attorneys serve in a variety of *pro bono* and community service capacities:

- *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.
- *Pro bono* representation of victims of domestic violence in affiliation with *inMotion*, an organization that provides *pro bono* legal services to indigent women.
- 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.
- Founder of Roseann's Gift, a non-profit organization dedicated to fighting lung cancer by raising awareness and increasing funding to detect lung cancer at its earliest and most treatable stages. The fund works closely with The National Lung Cancer Partnership.

Our attorneys also participate in many charitable organizations, including:

- The National Lung Cancer Partnership
- Operation Smile
- CARE
- New York Cares
- Cystic Fibrosis Foundation
- Boys and Girls Club of America
- City Harvest

- City Meals-On-Wheels
- Lance Armstrong Foundation
- Make-a-Wish Foundation
- Sanctuary for Families
- The Melanoma Research Foundation
- Big Brothers/Big Sisters of New York City
- Fresh Air Fund
- Cycle for Survival

Women's Initiative and Minority Scholarship

Recognizing that opportunities for advancement and collaboration have not always been equitable to women in business, Labaton Sucharow launched its Women's Networking and Mentoring Initiative in 2007. The Firm founded a Women's Initiative to reflect 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 and promotes the professional achievements of the young women in our ranks and others who join us for events. 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 <http://www.labaton.com/en/about/women/Womens-Initiative.cfm>

Further, demonstrating our commitment to diversity in law and to introduce minority students to Labaton Sucharow, 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 from a metropolitan New York law school who has demonstrated academic excellence, community commitment and personal integrity.

The Firm has also instituted a diversity internship in which we invite two students from Hunter College to join us each summer. These interns are rotated through our various departments, shadowing Firm partners and getting a feel for the inner workings of Labaton Sucharow.

Attorneys

Among the attorneys at Labaton Sucharow who are involved in the prosecution of securities actions are partners Lawrence A. Sucharow, Martis Alex, Mark S. Arisohn, Christine S. Azar, Eric J. Belfi, Joel H. Bernstein, Javier Bleichmar, Thomas A. Dubbs, Joseph A. Fonti, Jonathan Gardner, David J. Goldsmith, Louis Gottlieb, James W. Johnson, Christopher J. Keller, Edward Labaton, Christopher J. McDonald, Jonathan M. Plasse, Hollis Salzman, Ira A. Schochet, Michael W. Stocker, Jordan A. Thomas and Stephen W. Tountas; and of counsel attorneys Dominic J. Auld, Mark S. Goldman, Terri Goldstone, Richard T. Joffe, Barry M. Okun, Paul Scarlato, Joseph V. Sternberg and Nicole M. Zeiss. A short description of the qualifications and accomplishments of each follows.

Lawrence A. Sucharow, Chairman

lsucharow@labaton.com

With more than three decades of experience, the Firm's Chairman, Lawrence 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 boutiques in the world. As 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 more than \$4 billion 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).

In recognition of his career accomplishments and standing at the Bar, in 2010, Larry was selected by *Law360* as one the Ten Most Admired Securities Attorneys in the United States. Further, he is one of a small handful of plaintiff's securities lawyers in the United States independently selected by each of *Chambers and Partners USA*, *The Legal 500* and *Benchmark Plaintiff* for their respective highest rankings. Larry was honored by his peers by his election to serve 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.

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

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, the District of New Jersey, and the District of Arizona.

Martis Alex, Partner

malex@labaton.com

Martis Alex concentrates her practice on prosecuting complex securities fraud cases on behalf of institutional investors. Martis has extensive experience managing complex nationwide litigation, including securities class actions as well as product liability and consumer fraud litigation. She has successfully represented investors and consumers in cases that achieved cumulative recoveries of hundreds of millions of dollars for plaintiffs.

Martis was an integral part of the team that successfully litigated *In re Bristol-Myers Squibb Securities Litigation*, where Labaton Sucharow was able to secure a \$185 million settlement on behalf of investors, as well as meaningful corporate governance reforms that will affect future consumers and investors alike. She is currently litigating *In re American International Group, Inc. Securities Litigation*, a major securities class action brought by Lead Plaintiff Ohio (comprised of several of Ohio's retirement systems).

Martis was Lead Trial Counsel and Chair of the Executive Committee in *Zenith Laboratories Securities Litigation*, a federal securities fraud class action which settled during trial, and achieved a significant recovery for investors. She also was Chair of the Plaintiffs' Steering Committee in *Napp Technologies Litigation*, where Labaton Sucharow won

substantial recoveries for families and firefighters injured in a chemical plant explosion. Martis served as Co-Lead Counsel or in a leadership role in several securities class actions that achieved substantial awards for investors, including *Cadence Design Securities Litigation*, *Halsey Drug Securities Litigation*, *Slavin v. Morgan Stanley*, *Lubliner v. Maxtor Corp.* and *Baden v. Northwestern Steel and Wire*. She also served on the Executive Committee or in other leadership roles in national product liability actions against the manufacturers of breast implants, orthopedic bone screws, and atrial pacemakers, and was a member of the Plaintiffs' Legal Committee in the national litigation against the tobacco companies.

Martis is the author of "Women in the Law: Many Mentors, Many Lessons: A Baby Boomer's Perspective," *New York Law Journal*, November 8, 2010; and the co-author of "Role of the Event Study in Loss Causation Analysis," *New York Law Journal*, August 20, 2009.

Prior to entering private practice, Martis was a trial lawyer with the Sacramento, California District Attorney's Office. She is a frequent speaker at national conferences on product liability and securities fraud litigation, and is a recipient of the American College of Trial Lawyers' Award for Excellence in Advocacy.

Martis is admitted to practice in the States of California and New York 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 Western District of Washington, the Southern, Eastern and Western Districts of New York, and the Central District of California.

Mark S. Arisohn, Partner

marisohn@labaton.com

Mark S. Arisohn concentrates his practice 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.

Most recently, Mark was lead trial counsel in a securities class action against BankAtlantic Bancorp, Inc. and several of its highest officers. After a four-week trial in federal court, the jury found BankAtlantic and its two senior officers liable for securities fraud. This was only the tenth securities fraud class action to go to trial since passage of the Private Securities Litigation Reform Act in 1995 and is the first securities class action case arising out of the financial crisis to go to jury verdict. Litigation on aspects of the case is ongoing before the Eleventh Circuit Court of Appeals.

During his impressive career as a trial lawyer, Mark has also authored numerous articles including: "Electronic Eavesdropping," *New York Criminal Practice*, LEXIS - Matthew Bender, 2005; "Criminal Evidence," *New York Criminal Practice*, Matthew Bender, 1986; and "Evidence," *New York Criminal Practice*, Matthew Bender, 1987.

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.

Recently, Mark was named to the Recommended List in the field of Securities Litigation by *The Legal 500* 2011 and recognized by *Benchmark Plaintiff* 2011 as a Local Securities Litigation Star in New York. 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.

Christine S. Azar, Partner

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Christine S. Azar is the Partner in Charge of Labaton Sucharow's Wilmington, Delaware Office. A longtime advocate of shareholders' rights, Christine concentrates her practice on prosecuting complex merger and derivative litigation in the Delaware Court of Chancery and throughout the United States.

Christine's caseload represents some of the most sophisticated litigation in her field. Currently, she is acting as co-lead counsel in *In re El Paso Corporation Shareholder Litigation* in the Delaware Court of Chancery in which shareholders allege that acquisition of El Paso by Kinder Morgan, Inc. was improperly influenced by conflicted financial advisors and management. She is also a key member of the team representing Norfolk County Retirement System in *In re BJ's Wholesale Club Inc. Shareholder Litigation*, alleging a breach of fiduciary responsibility by BJ's board of directors related to a buyout by private equity firms. In *In re Synthes, Inc. Shareholder Litigation*, Christine represents shareholders of Synthes alleging the

proposed merger between Synthes and Johnson & Johnson is not fair in terms of valuation and is the result of a flawed negotiating process by the controlling shareholder.

In recent years, Christine has worked on some of the most groundbreaking cases in the field of merger and derivative litigation. Acting as co-lead counsel in *In re RehabCare Group, Inc. Shareholders Litigation*, Christine was part of the team that structured a settlement that included a cash payment to shareholders as well as key deal reforms such as enhanced disclosures and an amended merger agreement. Representing shareholders in *In re Compellent Technologies, Inc. Shareholder Litigation*, regarding the proposed acquisition of Compellent Technologies Inc. by Dell, Inc., Christine was integral in negotiating a settlement that included key deal improvements including elimination of the "poison pill" and standstill agreement with potential future bidders as well as a reduction of the termination fee amount.

Prior to joining Labaton Sucharow, Christine practiced corporate litigation at Blank Rome LLP with a primary focus on disputes related to corporate mismanagement in courts nationwide as well as in the Delaware Court of Chancery. Christine began her career at Grant & Eisenhofer, P.A., where she specialized in the representation of institutional investors in federal and state securities, corporate governance, and breach of fiduciary duty actions. There she served as counsel in *In re Hayes Lemmerz International Bondholder Litigation* and *In re Adelphia Communications Securities Litigation*.

Christine writes regularly on issues of shareholder concern in the national press and is a featured speaker on many topics related to financial reform. She is the co-author of "M&A on the rise - and litigation may well follow," *The National Law Journal*, April 4, 2011, and "Running on Empty," *The Deal Magazine*, February 18, 2011.

In recognition of her many accomplishments, Christine was recently featured on *The National Law Journal's* Plaintiffs' Hot List and named a Local Securities Litigation Star in Delaware by *Benchmark Plaintiff* 2011.

Christine received her J.D. and graduated *cum laude* from University of Notre Dame Law School and received her B.S. from James Madison University.

In addition to her active legal practice, Christine serves as a Volunteer Guardian Ad Litem in the Office of the Child Advocate. In this capacity, she has represented children in foster care in the state of Delaware to ensure the protection of their legal rights.

Christine is admitted to practice in the States of Delaware, New Jersey and Pennsylvania as well as before the United States Court of Appeals for the Third Circuit and the United States District Courts for the District of Delaware, the District of New Jersey, and the Eastern District of Pennsylvania.

Eric J. Belfi, Partner

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Representing many of the world's leading pension funds and other institutional investors, Eric J. Belfi concentrates his practice on the investigation and initiation of securities and shareholder class actions. Eric is an accomplished litigator with a wealth of experience in a broad range of commercial matters.

A leader in cutting-edge securities litigation, Eric is currently prosecuting two seminal cases involving deceptive foreign exchange pricing practices by custodial banks. In *Commonwealth of Virginia ex. rel FX Analytics v. The Bank of New York Mellon Corporation*, Eric is an integral part of the team representing the Virginia Attorney General in seeking more than \$900 million in damages due to fraudulent charges by Bank of New York Mellon to certain public pension funds in foreign currency transactions. Eric is also litigating *Arkansas Teacher Retirement System v. State Street Corp.*, a class action alleging that the defendant profited by deceiving its custodial clients with respect to foreign-exchange transactions.

Recently, Eric has also played a key role in securing settlements in several high-profile securities cases including: *In re General Motors Corp. Securities Litigation* (\$303 million

settlement); *In re Colonial BancGroup, Inc. Securities Litigation* (\$10.5 million partial settlement); and *In re Satyam Computer Services Ltd. Securities Litigation* (\$150.5 million partial settlement).

Eric's practice is greatly enhanced by his prior experience 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.

A frequent speaker and author on the topic of shareholder litigation, Eric has for several years served as a panelist regarding U.S. class actions in numerous European countries. He also participated in a panel discussion on socially responsible investments for public pension funds during the New England Public Employees' Retirement Systems Forum. He co-authored *The Proportionate Trading Model: Real Science or Junk Science?* 52 Cleveland St. L. Rev. 391 (2004-05) and "International Strategic Partnerships to Prosecute Securities Class Actions," *Investment & Pensions Europe*, May, 2006.

Eric 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, the Eastern District of Michigan, the District of Colorado, the District of Nebraska, and the Eastern District of Wisconsin.

Joel H. Bernstein, Partner

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With more than 35 years of experience in complex litigation, Joel H. Bernstein concentrates his practice on the protection of investors who have been victimized by securities fraud and breach of fiduciary duty. His significant expertise in the area of shareholder

litigation has resulted in the recovery of more than a billion dollars in damages to wronged investors.

As a recognized leader in his field, Joel advises large public pension funds, banks, mutual funds, insurance companies, hedge funds and other institutional and individual investors with respect to securities-related litigation in the federal and state courts as well as in arbitration proceedings before the NYSE, FINRA and other self-regulatory organizations.

Joel heads up the Firm's RMBS (Residential Mortgage-Backed Securities) team, representing large domestic and foreign institutional investors that invested more than \$5 billion in failed investments, which were at the heart of the current global economic crisis. The RMBS team is comprised of more than 20 attorneys and is currently prosecuting over 30 separate matters. Joel has developed significant experience with RMBS-related matters and served as lead counsel for one of the most prototypical cases arising from the financial crisis, *In re Countrywide Corporation Securities Litigation*. In this matter, he obtained a settlement of \$624 million for co-lead plaintiffs, New York State Common Retirement Fund and the New York City Pension Funds.

Joel is currently lead counsel to a class of investors in Massey Energy Corporation stemming from the horrific 2010 mining disaster at the Company's Upper Big Branch coal mine. Joel is also currently litigating two cases which arose out of deceptive practices by custodial banks relating to certain foreign currency transactions; he serves as Lead Counsel to Arkansas Teachers Retirement System in a class action against the State Street Corporation and certain affiliated entities and he is also representing the Commonwealth of Virginia in its False Claims Act case against Bank of New York Mellon, Inc.

In the past, Joel has played a central role in numerous high profile cases including: *In re Paine Webber Incorporated Limited Partnerships Litigation* (\$200 million settlement); *In re Prudential Securities Incorporated Limited Partnerships Litigation* (\$130 million settlement); *In*

re Prudential Bache Energy Income Partnerships Securities Litigation (\$91 million settlement); *Shea v. New York Life Insurance Company* (\$92 million settlement); and *Saunders et al. v. Gardner* (\$10 million—the largest punitive damage award in the history of the NASD at that time). In addition, Joel was instrumental in securing a \$117.5 million settlement in *In re Mercury Interactive Securities Litigation*, the largest settlement at the time in a securities fraud litigation based upon options backdating.

Given his depth of experience, Joel is frequently sought out by the press to comment on securities law and has also authored numerous articles on related issues, including “Stand Up to Your Stockbroker, Your Rights As An Investor.” He is a member of the American Bar Association and the New York County Lawyers' Association.

Joel was recognized by *The Legal 500* in the Recommended List in the field of Securities Litigation and by *Benchmark Plaintiff* 2011 as a Local Securities Litigation Star in New York. He was also featured in *The AmLaw Litigation Daily* as Litigator of the Week on May 13, 2010 for his work on Countrywide Financial. Joel has received a rating of AV Preeminent 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 Courts of Appeals for the First, Second, Third and Ninth Circuits and the United States District Courts for the Southern and Eastern Districts of New York. He is a member of the American Bar Association and the New York County Lawyers' Association.

Javier Bleichmar, Partner

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Javier Bleichmar concentrates his practice on prosecuting complex securities fraud cases on behalf of institutional investors. Since joining Labaton Sucharow, Javier was instrumental in securing a \$77 million settlement in the *In re St. Paul Travelers Securities Litigation II* on behalf of the Lead Plaintiff, the Educational Retirement Board of New Mexico.

Most recently, he has been a member of the team prosecuting securities class actions against British Petroleum and The Bear Stearns Companies, Inc.

Javier is very active in educating European institutional investors on developing trends in the law, particularly the ability of international investors to participate in securities class actions in the United States. Through these efforts, many of Javier's European clients were able to join the Foundation representing investors in the first securities class action settlement under a recently enacted Dutch statute against Royal Dutch Shell.

Prior to joining Labaton Sucharow, Javier practiced securities litigation at Bernstein Litowitz Berger & Grossmann LLP, where he prosecuted securities actions on behalf of institutional investors. He was actively involved in the *In re Williams Securities Litigation*, which resulted in a \$311 million settlement, as well as securities cases involving Lucent Technologies, Inc., Consec, Inc. and Biovail Corp.

During his time at Columbia University Law School, he was a managing editor of the *Journal of Law and Social Problems*. Additionally, he was a Harlan Fiske Stone Scholar. As a law student, Javier served as a law clerk to the Honorable Denny Chin, United States District Court Judge for the Southern District of New York.

After law school, Javier authored the article "Deportation As Punishment: A Historical Analysis of the British Practice of Banishment and Its Impact on Modern Constitutional Law," 14 *Georgetown Immigration Law Journal* 115 (1999).

Javier is a native Spanish speaker and fluent in French.

Javier is admitted to practice in the State of New York as well as before the United States Courts of Appeals for the Second, Eighth and Ninth Circuits and the United States District Courts for the Southern and Eastern Districts of New York, the Northern District of Oklahoma, the Western District of Washington, the Southern District of Florida, the Eastern District of Missouri, and the Northern District of Illinois.

Thomas A. Dubbs, Partner

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A recognized leader in securities-related litigation, Thomas A. Dubbs concentrates his practice on the representation of institutional investors in securities cases.

Tom has served 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, 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 pending final court approval); *In re HealthSouth Securities Litigation* (\$671 million settlement); *Eastwood Enterprises LLC v. Farha et al.* (WellCare) (over \$200 million settlement); *In re Broadcom Corp. Securities Litigation* (\$160.5 million settlement); *In re St. Paul Travelers Securities Litigation* (\$144.5 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 ten appeals dealing with securities or commodities issues before the United States Courts of Appeals.

Due to his well-known expertise 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 also a prolific author of articles related to his field. His publications include: "Shortsighted?," *Investment Dealers' Digest*, May 29, 2009; "A Scotch Verdict on 'Circularity' and Other Issues," 2009 *Wis. L. Rev.* 455 (2009). He has also written

several columns in U.K.-wide publications regarding securities class action and corporate governance. He is the co-author of the following articles: "In Debt Crisis, An Arbitration Alternative," *The National Law Journal*, March 16, 2009; "The Impact of the LaPerriere Decision: Parent Companies Face Liability," *Directors Monthly*, February 1, 2009; "Auditor Liability in the Wake of the Subprime Meltdown," *BNA's Accounting Policy & Practice Report*, November 14, 2009; and "U.S. Focus: Time for Action," *Legal Week*, April 17, 2008.

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 litigations 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 action litigations.

As a result of his many accomplishments, Tom has received the highest ranking from *Chambers and Partners*, an honor he shares with only five other plaintiffs' securities lawyers in the country. He appears on the Recommended List in the field of Securities Litigation and was one of four U.S. plaintiffs' securities lawyers to be named a Leading Lawyer by *The Legal 500* 2011. He has also been recognized by *The National Law Journal*, *Lawdragon 500* and was listed in *Benchmark Plaintiff* 2011 as a Local Securities Litigation Star in New York. Tom has received a rating of AV Preeminent from the publishers of the Martindale-Hubbell directory.

He is a member of the New York State Bar Association, the Association of the Bar of the City of New York and is a Patron of the American Society of International Law.

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, Ninth and Eleventh Circuits, and the United States District Court for the Southern District of New York.

Joseph A. Fonti, Partner

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Joseph A. Fonti concentrates his practice on prosecuting complex securities fraud cases on behalf of institutional investors. Currently, Joseph is actively involved in prosecuting *In re HealthSouth Securities Litigation*, *In re Broadcom Corp. Securities Litigation*, *In re Celestica Inc. Securities Litigation* and *Caisse de Dépôt du Québec v. Vivendi et al.*

Joseph has successfully litigated complex civil and regulatory securities matters, including obtaining a favorable judgment after trial. Prior to joining Labaton Sucharow, Joseph was an attorney at Bernstein Litowitz Berger & Grossmann LLP, where he prosecuted securities class actions on behalf of institutional investors, including class actions involving WorldCom, Bristol-Myers, Omnicom, Biovail, and the mutual fund industry scandal. Joseph's work on these cases contributed to historic recoveries for shareholders, including the \$6.15 billion recovery in the *WorldCom* litigation and the \$300 million recovery in the *Bristol-Myers* litigation, alleging accounting fraud and improper inventory practices.

Joseph began his legal career at Sullivan & Cromwell, where he represented several Fortune 500 corporations, focusing on securities matters and domestic and international commercial law. Joseph also represented clients in complex investigations conducted by federal regulators, including the U.S. Securities and Exchange Commission.

Over the past several years, he has represented victims of domestic violence in affiliation with inMotion, an organization that provides *pro bono* legal services to indigent women.

During his time at New York University School of Law, Joseph was active in the Marden Moot Court Competition and served as a Student Senator-at-Large of the NYU Senate. As a law student, he served as a law clerk to the Honorable David Trager, United States District Court Judge for the Eastern District of New York.

Joseph 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 Ninth and Eleventh Circuits, and the United States District Courts for the Southern and Eastern Districts of New York.

Jonathan Gardner, Partner

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Jonathan Gardner concentrates his practice on prosecuting complex securities fraud cases on behalf of institutional investors. An experienced litigator, he has played an integral role in securing some of the largest class action recoveries against corporate offenders since the onset of the global financial crisis.

Jonathan has led the Firm's representation of investors in many recent high-profile cases including *Rubin v. MF Global Ltd., et al.*, 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 \$516 million against Lehman Brothers' former officers and directors as well as most of 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. Most recently, Jonathan was the lead attorney in *In re Carter's Inc. Securities Litigation* that was partially settled for \$20 million.

Jonathan has 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, a figure representing 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 has successfully recovered over \$5.2 million for the Successor Liquidating Trustee from the limited partners and \$29.9 million from the former auditor.

Jonathan is the co-author of "Does 'Dukes' Require Full 'Daubert' Scrutiny at Class Certification," *New York Law Journal*, November 25, 2011 and "Pre-Confirmation Remedies to Assure Collection of Arbitration Rewards," *New York Law Journal*, October 12, 2010.

He is a member of the 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 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

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David J. Goldsmith has nearly 15 years of experience representing public and private institutional investors in a wide variety of securities and class action litigations. In recent years,

David's work has directly led to record recoveries against corporate offenders in some of the most complex and high profile securities class actions.

David was an integral member of the team representing the New York State Common Retirement Fund and New York City pension funds as lead plaintiffs in *In re Countrywide Financial Corporation Securities Litigation*, which settled for \$624 million. David currently represents these clients in an appeal brought by Countrywide's 401(k) plan in the Ninth Circuit concerning complex settlement allocation issues.

Current assignments include representation of a hedge fund and other investors harmed by the well-publicized collapse of four Regions Morgan Keegan closed-end investment companies, representation of a state pension fund in a notable action alleging deceptive acts and practices by State Street Bank in connection with foreign currency exchange trades executed for its custodial clients, and representation of state and union pension funds in a securities fraud class action against Hewlett-Packard Company.

David has regularly represented the Genesee County (Michigan) Employees' Retirement System in securities and shareholder matters, including pending or settled actions against CBeyond, Inc., Compellent Technologies, Inc., Merck & Co., Spectranetics Corporation, Stryker Corporation and Transaction Systems Architects, Inc.

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 an active member and treasurer of the AmorArtis Chamber Choir, a renowned choral organization with a repertoire ranging from Palestrina to Bach, Mozart to Bruckner, and Stravinsky to Bernstein.

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, 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

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Louis Gottlieb concentrates his practice 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 pending final Court approval). He also helped lead major class action cases against the company and related defendants in *In re Satyam Computer Services, Ltd. Securities Litigation* (\$125 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 on behalf of the insured.

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 the 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 *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 was a litigation associate with Skadden Arps Slate Meagher & Flom. He has also enjoyed successful careers as a public school teacher and as a restaurateur.

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.

James W. Johnson, Partner

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James Johnson concentrates his practice on complex securities fraud cases. In representing investors who have been victimized by securities fraud and breach of fiduciary responsibility, Jim's advocacy has resulted in record recoveries for wronged investors.

A recognized leader in his field, Jim currently serves as lead or co-lead counsel in high-profile federal securities class actions against Goldman Sachs Group and the Bear Stearns Companies, among others.

In recent years, Jim has successfully litigated a number of complex securities and RICO class actions including: *In re HealthSouth Corp. Securities Litigation* (\$671 million settlement); *Eastwood Enterprises LLC v. Farha et al. (WellCare Securities Litigation)* (\$200 million settlement); *In re Vesta Insurance Group, Inc Securities Litigation* (\$79 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"; and *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.

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, in awarding attorneys' fees to the plaintiff, 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 Native Americans, he also assisted in prosecuting environmental damage claims resulting from the Exxon Valdez oil spill.

He is the co-author of "The Impact of the LaPerriere Decision: Parent Companies Face Liability," *Directors Monthly*, February 2009.

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.

Jim has received a rating of AV Preeminent from the publishers of the Martindale-Hubbell directory. He is a Fellow in the Litigation Council of America.

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.

Christopher J. Keller, Partner

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Christopher J. Keller concentrates his practice in sophisticated securities class action litigation in federal courts throughout the country.

Chris has served as lead counsel in over a dozen options backdating class actions filed under the federal securities laws. He was instrumental in securing a \$117.5 million settlement in *In re Mercury Interactive Securities Litigation*, which is one of the largest settlements to date in an options backdating class action. He also serves as Co-Lead Counsel in *In re Satyam Computer Services, Ltd. Securities Litigation*.

Chris was a member of the trial team that successfully litigated the *In re Real Estate Associates Limited Partnership Litigation* in the United States District Court for the Central District of California. The six-week jury trial resulted in a landmark \$184 million plaintiffs' verdict, which is one of the largest jury verdicts since the passage of the Private Securities Litigation Reform Act of 1995.

Chris is very active in investigating and initiating securities and shareholder class actions. He also concentrates his efforts on educating institutional investors on developing trends in the law and new case theories. Chris is a regular speaker at institutional investor gatherings as well as a frequent speaker at continuing legal education seminars relating to securities class action litigation.

Chris is the co-author of the following articles: "Is the Shield Beginning to Crack?," *New York Law Journal*, November 15, 2010; "Say What? Pay What? Real World Approaches to Executive Compensation Reform," *Corporate Counsel*, August 5, 2010; "Reining in the Credit Ratings Industry," *New York Law Journal*, January 11, 2010; "Japan's Past Recession Provides a Cautionary Tale," *The National Law Journal*, April 13, 2009; "Balancing the Scales: The Use of Confidential Witnesses in Securities Class Actions," *BNA's Securities Regulation & Law*

Report, January 19, 2009; "Eyeing Executive Compensation," *The National Law Journal*, November 17, 2008; and "Tellabs: PSLRA Pleading Test Comparative, Not Absolute," *New York Law Journal*, October 3, 2007.

Chris is a member of several professional groups, including the New York State Bar Association and the New York County Lawyers' Association.

He is admitted to practice in the State of New York 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.

Edward Labaton, Partner

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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. 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 since its founding in 1996. Each year, the Institute 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 also a member of the Advisory Committee of the Weinberg Center for Corporate Governance of the

University of Delaware, a Director 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.

Ed is the co-author of "It's Time to Resuscitate the Shareholder Derivative Action," *The Panic of 2008: Causes, Consequences, and Implications for Reform*, Lawrence Mitchell and Arthur Wilmarth, Jr., eds., (Edward Elgar, 2010). For more than 30 years, he has lectured on many topics including federal civil litigation, securities litigation and corporate governance.

Ed has received a rating of AV Preeminent 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 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

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Christopher J. McDonald concentrates his practice on prosecuting complex securities fraud cases. Chris also works with the Firm's Antitrust Practice Group, representing businesses, associations and individuals injured by anticompetitive activities and unfair business practices.

In the securities field, Chris is currently co-lead counsel in *In re Schering-Plough Corporation/ENHANCE Securities Litigation*, and lead counsel in *In re Amgen Inc. Securities Litigation*. 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 shareholders. The settlement with Bristol-Myers is the largest ever obtained against a pharmaceutical company in a securities fraud case that did not hinge on a restatement of financial results.

In the antitrust field, Chris was most recently co-lead counsel in *In re TriCor Indirect Purchaser Antitrust Litigation*, obtaining a \$65.7 million settlement on behalf of the Class.

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 government regulatory agencies on a variety of complex legal, economic, and public policy issues. Since joining Labaton Sucharow, Chris' practice has developed a focus on life sciences industries; his cases often involve pharmaceutical, biotechnology or medical device companies accused of wrongdoing.

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 and the Association of the Bar of the City of New York.

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

Jonathan M. Plasse, Partner

jplasse@labaton.com

An accomplished litigator, Jonathan M. Plasse has more than 30 years of experience in the prosecution of complex cases involving securities class action, derivative, transactional, and consumer litigation. He has played a key role in litigating many of the most high-profile securities class actions ever filed including architecting significant settlements and aggressive corporate governance reforms to protect the public and investors alike. Currently, he is prosecuting securities class actions against Schering-Plough, Fannie Mae and Morgan Stanley.

Most recently, Jon served as lead counsel in two related securities class actions brought against Oppenheimer Funds, Inc., and obtained a \$100 million global settlement. Jon was also an integral member of the team representing the New York State Common Retirement Fund and the New York City Pension Funds as Lead plaintiffs in *In re Countrywide Financial Corporation Securities Litigation*. The \$601.5 million settlement was the largest securities fraud settlement at the time. His other recent successes include serving as co-lead counsel in *In re General Motors Corp. Securities Litigation* (\$303 million settlement) and *In re El Paso Corporation Securities Litigation* (\$285 million settlement). Jon also acted as Lead Counsel in *In re Waste Management Inc. Securities Litigation*, where he represented the Connecticut Retirement Plans and Trusts Funds, and obtained a settlement of \$457 million.

Since 2010, Jon has served as the Chair of the Securities Litigation Committee of the Association of the Bar of the City of New York. In addition, he also regularly chairs and is a frequent speaker at programs, classes and continuing legal education seminars relating to securities class action litigation.

During his time at Brooklyn Law School, Jon served as a member of the *Brooklyn Journal of International Law*. An avid photographer, Jon has published three books, including *The Stadium*, a collection of black-and-white photographs of the original Yankee Stadium, released by SUNY Press in September 2011.

Jon has received a rating of AV Preeminent 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 Circuit and the United States District Courts for the Southern and Eastern Districts of New York.

Hollis Salzman, Partner

hsalzman@labaton.com

As Managing Chair of the Firm's Antitrust & Competition Litigation Practice, Hollis Salzman represents businesses and consumers in complex antitrust and consumer class actions. She is also involved in the Firm's Securities Litigation Practice where she represents institutional investors in portfolio monitoring and securities litigation.

Hollis is actively engaged in the prosecution of major antitrust and other complex class actions pending throughout the United States. She is currently a lead counsel in several high-profile matters including *In re Air Cargo Shipping Services Antitrust Litigation*, *In re Automotive Wire Harness Antitrust Litigation* and *In re Imprelis Herbicide Marketing, Sales Practices and Products Liability Litigation*.

In recent years, Hollis has served as a lead counsel in groundbreaking antitrust class actions that have resulted in extraordinary settlements for class members including *In re Air Cargo Shipping Services Antitrust Litigation* (almost \$500 million in partial settlements from certain defendants); *In re Lorazepam & Clorazepate Antitrust Litigation* (\$135.4 million settlement); *In re Buspirone Antitrust Litigation* (\$90 million settlement); *In re Puerto Rican Cabotage Antitrust Litigation* (\$52 million settlement); *In re Marine Hose Antitrust Litigation* (\$31.7 million settlement from certain defendants); *Continental Seasonings Inc. v. Pfizer, Inc., et al./In re Maltol Antitrust Litigation* (\$18.45 million settlement); and *In re Abbott Labs Norvir Antitrust Litigation* (\$10 million settlement). Additionally, she was principally responsible for administering a \$65 million settlement with certain brand-name prescription drug manufacturers where their conduct allegedly caused retail pharmacy customers to overpay for their prescription drugs.

In recognition of Hollis' remarkable advocacy, *Benchmark Plaintiff* named her a National Litigation Star for Antitrust. *The Legal 500* placed Hollis on its list of recommended lawyers in the Antitrust Class Action Field and she has been twice recognized by the *National Law Journal*.

A frequent speaker and prolific writer on emerging issues in the antitrust bar, Hollis is the co-author of numerous articles including: "Class Actions: Practical Considerations of Motions to Deny Certification," *New York Law Journal*, August 15, 2011; "NFL: Single Entity or Sherman Act Violator?," *New York Law Journal*, March 8, 2010; "Iqbal And The Twombly Pleading Standard," *CompLaw 360*, June 15, 2009; "Analysis of Abbott Laboratories Antitrust Litigation," *Pharmaceutical Law & Industry Report*, June 20, 2008; and "The State of State Antitrust Enforcement," *NYSBA NYLitigator*, Winter 2003, Vol. 8, No. 1.

Hollis is Chair of the New York State Bar Association's Antitrust Class Action Committee, Co-Chair of its Commercial & Federal Litigation Section Antitrust Committee,

and Member of the American Bar Association, Antitrust Law Section's International Civil Redress Task Force. She is also an active member of the several bar associations including the Association of the Bar of the City of New York Antitrust Committee, the Women's Antitrust Bar Association and the National Association of Women Lawyers. Hollis also provides *pro bono* representation to indigent and working-poor women in matrimonial and family law matters.

Hollis is admitted to practice in the States of New York, New Jersey, and Florida as well as before the United States Court of Appeals for the Eleventh Circuit and the United States District Courts for the Southern and Eastern Districts of New York and the Southern and Middle Districts of Florida.

Ira A. Schochet, Partner

ischochet@labaton.com

A seasoned litigator with three decades of experience, Ira Schochet concentrates his practice on class actions involving securities fraud. Ira has played a lead role in securing multi-million dollar recoveries and major corporate governance reforms in high-profile cases such as those against Countrywide Financial, 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 *In re InterMune Securities 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.

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.

Since 1996, Ira has 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.

Ira has received a rating of AV Preeminent 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 Circuit and the United States District Courts for the Southern and Eastern Districts of New York, the Central District of Illinois, and the Northern District of Texas.

Michael W. Stocker, Partner

mstocker@labaton.com

Michael W. Stocker represents institutional investors in a broad range of class action litigation, corporate governance and securities matters.

A tireless proponent of corporate reform, Mike's caseload reflects his commitment to effect meaningful change that benefits his clients and the markets in which they operate. In *Eastwood Enterprises LLC v. Farha et al. (Wellcare)*, Mike was a core part of the legal team that prosecuted a complex securities matter against a major healthcare provider that had allegedly engaged in a massive Medicaid fraud and pervasive insider trading. The case settled for more than \$200 million with additional financial protections built into the settlement to protect shareholders from losses in the future.

Mike also was an instrumental part of the team that took on AIG and 21 other defendants in one of the most significant securities class actions of the decade. In this closely watched case, the firm negotiated a recovery of more than \$1 billion, the largest securities settlement of 2010.

In a case against one of the world's largest pharmaceutical companies, *In re Abbott Laboratories Norvir Antitrust Litigation*, Mike played a leadership role in litigating a landmark action arising at the intersection of antitrust and intellectual property law. The novel settlement in the case created a multi-million dollar fund to benefit nonprofit organizations serving individuals with HIV. In recognition of his work on *Norvir*, he was named to the prestigious Plaintiff's Hot List by the *National Law Journal* and also received the 2010 Courage Award from the AIDS Resource Center of Wisconsin.

A prolific writer on issues relating to shareholder advocacy and corporate reform, Mike's articles have appeared in national publications including *Forbes.com*, *Institutional Investor*, *Pensions & Investments*, *Corporate Counsel* and the *New York Law Journal*. He is also regularly called upon for commentary by print and television media, including Fox

Business, BBC4 Radio and the Canadian Broadcasting Corporation's Lang & O'Leary Exchange. Mike serves as the Chief Contributor to *eyesonwallstreet.com*, Labaton Sucharow's blog on economics, corporate governance, and other issues of interest to investors. Mike also directly participates in advocacy efforts such as his longtime work guiding non-profit consumer protection groups on many issues such as reform of the credit rating industry.

Earlier in his career, Mike served as a senior staff attorney with the United States Court of Appeals for the Ninth Circuit, and completed a legal externship with federal Judge Phyllis J. Hamilton, currently sitting in the U.S. District Court for the Northern District of California. He earned a B.A. from the University of California, Berkeley, a Master of Criminology from the University of Sydney, and a J.D. from University of California's Hastings College of the Law. His educational background provides unique insight into white-collar crime, an issue at the core of many of the cases he litigates.

He is an active member of the National Association of Public Pension Plan Attorneys (NAPPA). He is also a member of the New York State Bar Association and the Association of the Bar of the City of New York.

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

Jordan A. Thomas, Partner

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Jordan A. Thomas exclusively concentrates his practice on investigating and prosecuting securities fraud on behalf of whistleblowers and institutional clients. As Chair of the Firm's Whistleblower Representation practice, Jordan protects and advocates for whistleblowers throughout the world that have information about potential violations of the

federal securities laws. He also is the Editor of SECwhistlebloweradvocate.com, a website dedicated to helping responsible organizations establish a culture of integrity and courageous whistleblowers to report possible securities violations—without personal or professional regrets.

A career public servant and seasoned trial lawyer, Jordan joined Labaton Sucharow from the Securities and Exchange Commission where he served as an Assistant Director and, previously, as an Assistant Chief Litigation Counsel in the Division of Enforcement. He had a leadership role in the development of the Commission's Whistleblower Program, including leading fact-finding visits to other federal agencies with whistleblower programs, drafting the proposed legislation and implementing rules and briefing House and Senate staffs on the proposed legislation. He is also the principal architect and first National Coordinator of the Commission's Cooperation Program, an initiative designed to facilitate and incentivize individuals and companies to self-report securities violations and participate in its investigations and related enforcement actions. In recognition of his important contributions to these national initiatives, while at the Commission, Jordan was a recipient of the Arthur Mathews Award, which recognizes "sustained demonstrated creativity in applying the federal securities laws for the benefit of investors," and, on two occasions, the Law and Policy Award.

Throughout his tenure at the Commission, Jordan was assigned to many of the Commission's highest-profile matters such as those involving Enron, Fannie Mae, UBS, and Citigroup. He successfully investigated, litigated and supervised a wide variety of enforcement matters involving violations of the Foreign Corrupt Practices Act, issuer accounting fraud and other disclosure violations, audit failures, insider trading, market manipulations, offering frauds and broker-dealer, investment adviser and investment company violations. His cases resulted in monetary relief for harmed investors in excess of \$35 billion.

Prior to joining the Commission, Jordan was a Trial Attorney at the Department of Justice, where he specialized in complex financial services litigation involving the FDIC and Office of Thrift Supervision. He began his legal career as a Navy Judge Advocate on active duty and continues to serve as a senior officer in the Reserve Law Program. Earlier, Jordan worked as a stockbroker.

Throughout his career, Jordan has received numerous awards and honors. At the Commission, he was the recipient of four Chairman's Awards, four Division Director's Awards and a Letter of Commendation from the United States Attorney for the District of Columbia. He is also a decorated military officer, who has twice been awarded the Rear Admiral Hugh H. Howell Award of Excellence—the highest award the Navy can bestow upon a reserve judge advocate.

Jordan is a sought after writer, speaker and media commentator on securities enforcement and whistleblower issues.

Jordan is admitted to practice in the States of New York and New Mexico as well as the District of Columbia.

Stephen W. Tountas, Partner

stountas@labaton.com

Stephen W. Tountas concentrates his practice on prosecuting highly complex securities fraud cases on behalf of institutional investors. In recent years, Steve has developed a recognized expertise in auditor liability and has played a significant role in securing multi-million dollar recoveries in several high-profile cases.

Currently, Steve is actively involved in prosecuting *In re MF Global Holdings Ltd. Securities Litigation*; *In re Schering-Plough Corp. /ENHANCE Securities Litigation*; *In re Broadcom Corp. Securities Litigation*; and *In re Celestica Inc. Securities Litigation*.

Since joining Labaton Sucharow, Steve has been responsible for prosecuting several securities class actions arising from options backdating including: *In re Broadcom Corp. Securities Litigation* (\$160.5 million settlement); *In re American Tower Corp. Securities Litigation* (\$14 million settlement); *In re Amkor Technologies Inc. Securities Litigation* (\$11.25 million settlement); and *In re HCC Insurance Holdings, Inc. Securities Litigation* (\$10 million settlement).

Steve was also a key member of the team responsible for representing the New York City Employees' Retirement System and the Division of Investment of the New Jersey Department of the Treasury in two individual actions arising from the massive fraud at Adelphi Communications Corp., and was instrumental in prosecuting *In re VERITAS Software Corp. Securities Litigation*, which settled for \$21.5 million.

Steve also has substantial appellate experience and has successfully briefed several appeals before the U.S. Court of Appeals for the Ninth, Second and Third Circuits.

Prior to joining Labaton Sucharow, Steve practiced securities litigation at Bernstein Litowitz Berger & Grossmann LLP. There he prosecuted the *In re OM Group, Inc. Securities Litigation*, which resulted in a settlement of \$92.4 million. In addition, his work on the securities class action against Biovail Corp. contributed to obtaining a settlement of \$138 million.

During his time at Washington University School of Law, Steve served as Editor-in-Chief of the *Journal of Law & Policy* and was a finalist in the Environmental Law Moot Court Competition. Additionally, he worked as a research assistant to Joel Seligman, one of the country's foremost experts on securities regulation.

Steve serves as Secretary of the Securities Litigation Committee for the New York City Bar Association.

Stephen 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 Second, Third and Ninth Circuits and the United States District Courts for the Southern District of New York and the District of New Jersey.

Dominic J. Auld, Of Counsel

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Dominic J. Auld joined Labaton Sucharow with over seven years of experience in the area of securities class action litigation. He has also worked in the areas of environmental and antitrust litigation. Dominic is primarily responsible for working with the client and case development departments in identifying meritorious securities fraud cases and presenting them to the institutional investors harmed by the conduct at issue. Dominic focuses on the Firm's existing relationships with institutional investors from his home country of Canada, and is also part of the Firm's outreach to other institutions worldwide.

Prior to joining Labaton Sucharow, Dominic practiced securities litigation at Bernstein Litowitz Berger & Grossmann LLP, where he began his career as a member of the litigation team responsible for prosecuting the landmark *WorldCom* action which resulted in a settlement of over \$6 billion. He also has a great deal of experience in working directly with institutional clients affected by securities fraud and worked extensively with the Ontario Teachers' Pension Plan in their actions *In re Nortel Networks Corporation Securities Litigation*, *In re Williams Securities Litigation*, and *In re Biovail Corporation Securities Litigation* – cases that settled for a total of over \$1.7 billion. In the last two years, Dominic has focused his practice on client relationships and development, and regularly advises large worldwide institutional investors on their rights and avenues of recovery available in the U.S. Courts and elsewhere.

He is a regular speaker at law and investment conferences and recently published an article on executive compensation in *Benefits Canada* magazine.

As a law student at Lewis and Clark Law School in Portland, Oregon, Dominic served as a founding member of the law review, *Animal Law*, which explores legal and environmental issues relating to laws such as the Endangered Species Act.

He is admitted to practice in the State of New York.

Mark S. Goldman, Of Counsel

mgoldman@labaton.com

Mark S. Goldman has 24 years' 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 hedge funds that misrepresented the net asset value of investors' shares, against a Company in the video rental market that allegedly provided investors with overly optimistic guidance, and against the parent of a leading shoe retailer which was acquired by its subsidiary without fully disclosing the terms of the transaction or reasons that the transaction was in the minority investors' best interest. In addition, Mark is participating in litigation brought against international air cargo carriers charged with conspiring to fix fuel and security surcharges, and domestic manufacturers of air filters, OSB, flat glass and chocolate, also 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 a member of the Philadelphia Bar Association.

Mark 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 Commonwealth of Pennsylvania.

Terri Goldstone, Of Counsel

tgoldstone@labaton.com

Terri Goldstone concentrates her practice on prosecuting complex securities litigations on behalf of institutional investors.

Prior to joining Labaton Sucharow, Terri worked as an associate at Schwartz Goldstone & Campisi LLP. During her time there, she litigated personal injury cases and was the liaison to union members injured in the course of their employment.

Terri began her career as an Assistant District Attorney at the Bronx County District Attorney's Office.

Terri received a J.D. from Emory University School of Law, and she earned a B.A., *cum laude*, in Economics and Pre-Law, from American University.

Terri is admitted to practice in the State of New York.

Richard T. Joffe, Of Counsel

rjoffe@labaton.com

Richard Joffe's practice focuses on class action litigation, including securities fraud, antitrust and consumer fraud cases. Since joining the Firm, Rich has represented such varied clients as institutional purchasers of corporate bonds, Wisconsin dairy farmers, and consumers who alleged they were defrauded when they purchased annuities. He played a key role in

shareholders obtaining a \$303 million settlement of securities claims against General Motors and its outside auditor.

Prior to joining Labaton Sucharow, Rich was an associate at Gibson, Dunn & Crutcher LLP, where he played a key role in obtaining a dismissal of claims against Merrill Lynch & Co. and a dozen other of America's largest investment banks and brokerage firms, who, in *Friedman v. Salomon/Smith Barney, Inc.*, were alleged to have conspired to fix the prices of initial public offerings.

Rich also worked as an associate at Fried, Frank, Harris, Shriver & Jacobson where, among other things, in a case handled *pro bono*, he obtained a successful settlement for several older women who alleged they were victims of age and sex discrimination when they were selected for termination by New York City's Health and Hospitals Corporation during a city-wide reduction in force.

He co-authored "Protection Against Contribution and Indemnification Claims" in *Settlement Agreements in Commercial Disputes* (Aspen Law & Business, 2000).

Long before becoming a lawyer, Rich was a founding member of the internationally famous rock and roll group, Sha Na Na.

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

Barry M. Okun, Of Counsel

bokun@labaton.com

Barry M. Okun is a seasoned trial and appellate lawyer with more than 30 years' experience in a broad range of commercial litigation. Currently, Barry is actively involved in prosecuting *In re Goldman Sachs Group, Inc. Securities Litigation*. Most recently, he was part of the Labaton Sucharow team that recovered more than \$1 billion (subject to Court approval)

in the six-year litigation against American International Group, Inc. Barry also played a key role representing the Successor Liquidating Trustee of Lipper Convertibles, L.P. and Lipper Fixed Income Fund, L.P., failed hedge funds, in actions against the Fund's former auditors, overdrawn limited partners and management team. He helped recover \$5.2 million from overdrawn limited partners and \$30 million from the Fund's former auditors.

Barry has litigated several leading commercial law cases, including the first case in which the United States Supreme Court ruled on issues relating to products liability. He has argued appeals before the United States Court of Appeals for the Second and Seventh Circuits and the Appellate Divisions of three out of the four judicial departments in New York State. Barry has appeared in numerous trial courts throughout the country.

He received a J.D., *cum laude*, from Boston University School of Law, where he was the Articles Editor of the *Law Review*. Barry earned a B.A., with a citation for academic distinction, in History from the State University of New York at Binghamton.

Barry 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, Second, Seventh and Eleventh Circuits, and the United States District Courts for the Southern and Eastern Districts of New York.

Paul J. Scarlato, Of Counsel

pscarlato@labaton.com

Paul J. Scarlato has over 22 years' experience litigating complex commercial matters, primarily in the prosecution of securities fraud and consumer fraud class actions and shareholder derivative actions.

Most recently, Paul was a member of the co-lead counsel team that secured a settlement (still subject to Court approval) for shareholders in *In re Compellent Technologies, Inc. Securities Litigation*.

Currently, he is prosecuting *Arkansas Teacher Retirement System v. State Street Corp.*

Paul has litigated numerous cases on behalf of institutional and individual investors involving companies in a broad range of industries, many of which involved financial statement manipulation and accounting fraud. Paul was one of three lead attorneys for the class in *Kaufman v. Motorola, Inc.*, a securities-fraud class action case that recovered \$25 million for investors just weeks before trial and, was one of the lead counsel in *Seidman v. American Mobile Systems, Inc.*, a securities-fraud class action case that resulted in a favorable settlement for the class on the eve of trial. Paul also served as co-lead counsel in *In re Corel Corporation Securities Litigation*, and as class counsel in *In re AOL Time Warner Securities Litigation*, a securities fraud class action that recovered \$2.5 billion for investors.

Paul received a J.D. from the Delaware Law School of Widener University. After law school, Paul served as law clerk to Judge Nelson Diaz of the Court of Common Pleas of Philadelphia County, and Justice James McDermott of the Pennsylvania Supreme Court. Thereafter, he worked in the tax department of a "big-six" accounting firm prior to entering private practice. Paul earned a B.A. in Accounting from Moravian College.

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

He is admitted to practice in the State of New Jersey and the Commonwealth of Pennsylvania.

Joseph V. Sternberg, Of Counsel

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Joseph V. Sternberg is a trial and appellate lawyer with more than 35 years of experience in the areas of civil and class action litigation. He has prosecuted cases that have resulted in the return of hundreds of millions of dollars to class members. Among the numerous landmark cases in which Joe has participated are: *Limmer v. Medallion Group, Inc.*, *Koppel v. Wien*, *In re Energy Systems Equipment Leasing Securities Litigation*, *Koppel v. 4987 Corp.*, *Gunter v. Ridgewood Energy Corp.* and *In re Real Estate Associates Limited Partnership Litigation*.

Joe authored "Using and Protecting Against Rule 12(b) and 9(b) Motions," *The Practical Litigator*, September 1993.

Joe has received a rating of AV Preeminent 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 Courts of Appeals for the Second and Third Circuits and the United States District Courts for the Southern and Eastern Districts of New York.

Nicole M. Zeiss, Of Counsel

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Nicole M. Zeiss has 16 years of litigation experience. Nicole focuses her practice on negotiating and documenting complex class action settlements and obtaining the required court approval of the settlements, notice procedures and payments of attorneys' fees. She has expertise in analyzing the fairness and adequacy of the procedures used in class action settlements.

Nicole was part of the Labaton Sucharow team that successfully litigated the \$185 million settlement in *Bristol-Myers Squibb*. She also played a significant role in *In re Monster*

Worldwide, Inc. Securities Litigation (\$47.5 million settlement). Nicole has 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 worked for MFY Legal Services, practicing in the area of poverty law. 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. Nicole 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 District Courts for the Southern and Eastern Districts of New York.

EXHIBIT 3

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

<hr/>		X
MASSACHUSETTS BRICKLAYERS AND	:	Civil Action No. 2:08-cv-03178-LDW-ARL
MASONS TRUST FUNDS, Individually and	:	
On Behalf of All Others Similarly Situated,	:	<u>CLASS ACTION</u>
	:	
Plaintiff,	:	JOINT DECLARATION OF ARTHUR C.
	:	LEAHY AND KEITH F. PARK FILED ON
vs.	:	BEHALF OF ROBBINS GELLER RUDMAN
	:	& DOWD LLP IN SUPPORT OF
DEUTSCHE ALT-A SECURITIES, INC., et	:	APPLICATION FOR AWARD OF
al.,	:	ATTORNEYS' FEES AND EXPENSES
	:	
Defendants.	:	
<hr/>		X

WE, ARTHUR C. LEAHY AND KEITH F. PARK, declare as follows:

1. We are members of the firm of Robbins Geller Rudman & Dowd LLP (“Robbins Geller”). We are submitting this joint declaration in support of our firm’s application for an award of attorneys’ fees and expenses in connection with services rendered in the above-entitled action.

2. Our firm is Co-Lead Counsel of record for Lead Plaintiffs Massachusetts Bricklayers and Masons Trust Funds, and the Pipefitters’ Retirement Fund Local 597.

3. The identification and background of our firm and its partners is attached hereto as Exhibit A.

4. The information set forth below regarding the firm’s time and expenses is taken from time and expense printouts prepared and maintained by the firm in the ordinary course of business. We were the partners who either oversaw and/or conducted the day-to-day activities in the Litigation or were involved in the settlement process. We reviewed the firm’s time and expense printouts (and backup documentation where necessary or appropriate) to confirm both the accuracy of the entries on the printouts as well as the necessity for, and reasonableness of, the time and expenses committed to the Litigation. As a result of these reviews, reductions were made to time or expenses either in the exercise of “billing judgment” or to conform to the firm’s guidelines, policies, and limitations regarding certain expenses such as charges for hotels, meals, and transportation. As a result of these reviews and adjustments, we believe that the time set forth in this declaration and the expenses for which payment is sought are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the Litigation.

5. From inception to April 11, 2012, the total number of hours spent on this Litigation by my firm is 11,178.50. The total lodestar amount for attorney/paraprofessional time based on the

firm's 2011 rates is \$4,897,816.25. The hourly rates shown below are the usual and customary rates for each individual. A breakdown of the lodestar is as follows:

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Daley, Joseph	(P)	10.00	625	6,250.00
Dowd, Michael	(P)	5.75	800	4,600.00
Egler, Thomas	(P)	224.25	635	142,398.75
Goldstein, Jonah H.	(P)	724.75	635	460,216.25
Leahy, Arthur C.	(P)	804.50	745	599,352.50
Llorens, Ryan	(P)	726.50	565	410,472.50
Park, Keith F.	(P)	90.75	775	70,331.25
Robbins, Darren J.	(P)	46.75	760	35,530.00
Rosenfeld, David	(P)	35.25	595	20,973.75
Saham, Scott H.	(P)	215.00	635	136,525.00
Taylor, Susan G.	(P)	153.25	615	94,248.75
Walton, David C.	(P)	87.75	740	64,935.00
Alpert, Matthew	(A)	98.25	425	41,756.25
Charo, Jarrett	(A)	125.75	510	64,132.50
Fitzgerald, Carolina	(A)	94.50	395	37,327.50
Lindell, Nathan	(A)	771.50	395	304,742.50
Martindale, L. Dana	(A)	270.50	295	79,797.50
Matera, Shannon	(A)	87.75	490	42,997.50
Myers, Danielle S.	(A)	10.25	330	3,382.50
Ngo, Ivy	(A)	667.00	395	263,465.00
Butler, James	(PA)	202.75	385	78,058.75
Hines, Nicole	(PA)	1,182.00	355	419,610.00
Hinton, David	(PA)	256.00	325	83,200.00
Klemann, Jill	(PA)	216.00	305	65,880.00
Lin, David	(PA)	405.00	305	123,525.00
Matney, Andrew	(PA)	409.00	360	147,240.00
McCoy, Christine	(PA)	197.50	315	62,212.50
Melikian, Deborah	(PA)	92.00	365	33,580.00
Miller, Shawn	(PA)	256.00	315	80,640.00
Nienberg, Jason	(PA)	89.75	360	32,310.00
Noursamadi, Ramona	(PA)	67.00	300	20,100.00
O'Donoghue, Nicola	(PA)	295.75	410	121,257.50
Resnicov-Motola, Deborah	(PA)	34.00	300	10,200.00
Rudolph, James	(PA)	243.00	315	76,545.00

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Simonson, Todd	(PA)	426.00	375	159,750.00
Stickney, Alexis	(PA)	302.50	405	122,512.50
Woodward, Lucas	(PA)	438.75	305	133,818.75
Barhoum, Anthony J.	(EA)	77.75	380	29,545.00
Roelen, Scott	(EA)	39.00	305	11,895.00
Koelbl, Terry R.	(FA)	9.75	370	3,607.50
Freer, Brad	(LS)	31.50	260	8,190.00
Goodwin, Danielle	(LS)	18.50	260	4,810.00
Milliron, Christine	(LS)	19.00	315	5,985.00
Price, Craig	(LS)	28.50	260	7,410.00
Ulloa, Sergio	(LS)	38.00	260	9,880.00
Young, Donald	(LS)	14.50	260	3,770.00
Paralegal I		525.25	295	154,948.75
Paralegal II		3.75	280	1,050.00
Shareholder Relations		10.00	285	2,850.00
<i>TOTAL</i>		<i>11,178.50</i>		<i>\$4,897,816.25</i>

(P) Partner

(A) Associate

(PA) Project Attorney

(EA) Economic Analyst

(FA) Forensic Accountant

(LS) Litigation Support

6. Our firm seeks an award of \$464,670.29 in expenses which were reasonably and necessarily committed to the prosecution of the Litigation. They are broken down as follows:

EXPENSES

From Inception to April 11, 2012

<i>EXPENSE CATEGORY</i>	<i>TOTAL</i>
Out-of-Town Meals, Hotels & Transportation	\$ 27,036.98
Photocopies	8,291.94
Postage	82.65
Telephone, Facsimile	349.96
Messenger, Overnight Delivery	2,510.09
Filing, Witness and Other Fees	4,039.45
Lexis, Westlaw, Online Library Research	15,327.10
Class Action Notices/Business Wire	1,615.00
Mediation Fees	2,520.00

EXPENSE CATEGORY		TOTAL
Experts/Consultants/Investigators		199,384.67
All Point Financial, Inc.	\$73,746.92	
Bruce A. Green	750.00	
Dr. Charles D. Cowan (dba Analytic Focus LLC)	2,384.95	
L.R. Hodges & Associates, Ltd.	105,100.30	
Lily Haggerty	2,560.00	
Precision Economics LLC	1,050.00	
RRMS Advisors, LLC	12,900.00	
Robert Klonoff	892.50	
Database Management Costs		28,512.45
Assessments/Contributions to Litigation Expense Fund		175,000.00
TOTAL		\$ 464,670.29

7. The following is additional information regarding certain of these expenses:

(a) Out-of-Town Meals, Hotels and Transportation: \$27,036.98.

NAME	DATE	DESTINATION	PURPOSE
Goldstein, Jonah	05/22/11 – 05/23/11	Milwaukee, WI	Prepare for and attend Baird deposition
Llorens, Ryan	05/22/11 – 05/23/11	Milwaukee, WI	Attend Baird deposition
Ngo, Ivy	05/23/11 – 05/27/11	New York, NY	Prepare for and attend third party document review and deposition
Goldstein, Jonah	05/23/11 – 05/27/11	New York, NY	Prepare for meeting and deposition with Peter Driscoll; deposition of Peter Driscoll
Llorens, Ryan	05/23/11 – 05/27/11	New York, NY	AHM document review preparation; Aberdeen deposition
Driscoll, Peter	05/25/11 – 05/27/11	New York, NY	Client's attendance at deposition
Lindell, Nathan	08/02/11 – 08/04/11	New York, NY	Prepare for and defend Mason deposition
Leahy, Arthur	08/02/11 – 08/04/11	New York, NY	Meet with and prepare for Mason deposition; attend deposition
Lindell, Nathan	09/27/11 – 09/28/11	New York, NY	Prepare for and take deposition of defendants' class certification expert
Driscoll, Peter	11/16/11 – 11/19/11	Newport Beach, CA	Client's attendance at mediation
Leahy, Arthur	11/16/11 – 11/19/11	Newport Beach, CA	Prepare for and attend mediation

NAME	DATE	DESTINATION	PURPOSE
Robbins, Darren	11/17/11 – 11/18/11	Newport Beach, CA	Prepare for and attend mediation
Lindell, Nathan	11/17/11 – 11/18/11	Newport Beach, CA	Research and preparation for mediation; attend mediation

- (b) Photocopying:
 In-house (22,308 copies @ \$0.25 per copy): \$5,577.00
 In-house Imaging/Scanning/Printing: \$8.75
 Outside Photocopy: \$2,706.19

DATE	VENDOR
03/23/11	Young Conaway Stargatt & Taylor LLP
07/20/11	The Northern Trust Company
08/15/11	Comerica
11/30/11	Document Technologies, Inc.

Other such charges were paid for from the litigation fund in this case and are reflected there. *See infra* ¶8.

- (c) Filing, Witness and Other Fees: \$4,039.45.

DATE	VENDOR
03/23/08	Gary McClurg
06/27/08	Nassau County Clerk
07/07/08	D&D Process Service, Inc.
07/31/08	Class Action Research & Litigation Support
08/03/08	Class Action Research & Litigation Support
01/28/10	Irma Herron
02/07/11	D&D Process Service, Inc.
02/10/11	D&D Process Service, Inc.
03/31/11	Class Action Research & Litigation Support
04/11/11	Class Action Research & Litigation Support

Other such charges were paid for from the litigation fund in this case and are reflected there. *See infra* ¶8.

- (d) Lexis, Westlaw, Online Library Research: \$15,327.10. These included vendors such as Accurint, Mortgagedaily.com, Lexis Nexis, Premium News Service, Thomson Financial, Pacer, Westlaw, Matthew Bender Service, Country Information Service, and Courtlink.

These databases were used to obtain access to SEC filings, legal research and cite-checking of briefs. The charges for these vendors vary depending upon the type of services requested.

(e) Class Action Notices/Business Wire: \$1,615.00. This expense was necessary under the Private Securities Litigation Reform Act of 1995's early notice requirements, which provides, among other things, that "[n]ot later than 20 days after the date on which the complaint is filed, the plaintiff or plaintiffs shall cause to be published, in a widely circulated national business-oriented publication or wire service, a notice advising members of the purported plaintiff class – (I) of the pendency of the action, the claims asserted therein, and the purported class period; and (II) that, not later than 60 days after the date on which the notice is published, any member of the purported class may move the court to serve as lead plaintiff of the purported class." *See* 15 U.S.C. §77z-1(a)(3)(A)(i).

(f) Mediation Fees: \$2,520.00. These are a portion of the fees of the mediator, The Honorable Layn R. Phillips (Ret.), who conducted a mediation session and follow up negotiations leading to the settlement of this case. The remainder of the mediation fees were paid from the litigation fund in this case. *See infra* ¶8.

(g) Experts/Consultants/Investigators: \$199,384.67:

(i) All Point Financial, Inc. (\$73,746.92). All Point Financial, Inc. ("All Point") is a firm with mortgage-backed securities expertise, particularly in the areas of residential mortgage-backed securities ("RMBS"), mortgage lending, and RMBS securitizations. All Point was retained to conduct investigations concerning the RMBS and underlying loans at issue herein, to assist in formulating the factual allegations herein, and to review and comment on the complaints filed in the Litigation, including the allegations concerning the falsity of Defendants' misrepresentations regarding loan underwriting guidelines, appraisals and loan-to-value ratios.

Additional payments made to All Point for services rendered in the Litigation were made from the litigation fund in this case and are reflected there. *See infra* ¶8.

(ii) Bruce A. Green (\$750.00). Law professor Bruce A. Green was retained to provide legal opinions concerning the propriety of Defendants' offers to compromise Lead Plaintiffs' individual claims and to provide a declaration in support of Lead Plaintiffs' Motion for Class Certification. Additional payments to Professor Green for such services were made from the litigation fund in this case and are reflected there. *See infra* ¶8.

(iii) Dr. Charles D. Cowan (dba Analytic Focus LLC) (\$2,384.95). Dr. Cowan is an expert in statistics and provided advice and guidance concerning the sampling of loans within the RMBS offerings at issue herein.

(iv) L.R. Hodges & Associates, Ltd. ("LRH") (\$105,100.30). LRH is a firm of experienced private investigators who assisted Lead Counsel in locating and interviewing potential witnesses, including former employees of the loan originators at issue herein, third party due diligence vendors, Defendants, and others who had knowledge of the issues and allegations in the Litigation. Because of the stay on pre-motion to dismiss formal discovery imposed by the Private Securities Litigation Reform Act of 1995, the use of investigators who are familiar with the kinds of issues typically presented in securities cases to assist counsel in both their pre-filing and ongoing factual investigation, has become the norm. In this case, LRH identified and located approximately 610 potential witnesses, conducted comprehensive interviews of more than 83 of them, and spoke with at least 63 more of those witnesses. LRH expended over 750 hours in researching and reviewing relevant information and locating, contacting and interviewing witnesses. Additional payments to LRH for such services were made from the litigation fund in this case and are reflected there. *See infra* ¶8.

(v) Lily Haggerty (\$2,560.00). In addition to LRH, Lead Counsel also retained Lily Haggerty to assist in locating potential witnesses.

(vi) Precision Economics LLC (\$1,050.00). Precision Economics LLC (“Precision Economics”) is a firm with expertise in RMBS which Lead Counsel retained to consult with and advise on issues related to class certification, damages and RMBS in general. Dr. Joseph Mason was affiliated with Precision Economics and he provided a supporting report, and was deposed in connection with Lead Plaintiffs’ motion for class certification, and advised concerning the report of Defendants’ RMBS expert. Precision Economics also provided class-wide damages analyses and reports and damage estimates to Lead Counsel, and generally advised on all issues related to class certification in the RMBS context. The amount shown above is a small portion of the charges for the services described above. The majority of payments to Precision Economics for these services were made from the litigation fund in this matter. *See infra* ¶8.

(vii) RRMS Advisors, LLC (\$12,900.00). RRMS Advisors, LLC (“RRMS”) is a firm with expertise in RMBS, including expertise in valuation, damages and loan underwriting issues. RRMS was retained to re-underwrite the loan files at issues in this case to determine whether the loans complied with the underwriting guidelines stated in the offering documents. RRMS also advised concerning valuation, damages, and other RMBS issues requiring expert input during the course of the Litigation. The amount shown above is a small portion of the charges for the services described above. The majority of payments to RRMS for its services were made from the litigation fund for this matter and are reflected there. *See infra* ¶8.

(viii) Robert Klonoff (\$892.50). Law professor Robert Klonoff is a legal expert on aggregate, or class action, litigation and was consulted in this matter concerning the ethical

propriety of Defendants' Federal Rule of Civil Procedure 68 offers of judgment to Lead Plaintiffs, offering to comprise Lead Plaintiffs' individual claims in the context of this class action.

(h) Database Management Costs: \$28,512.45. These are in-house charges which recoup the expense relating to the creation and maintenance of a searchable document database for, among other case-specific materials, millions of pages of the documents produced in this case. The charge is calculated monthly at \$15.00 per gigabyte of storage space taken up by the database.

8. My firm maintained a litigation expense fund for certain common expenses incurred in connection with the prosecution of this case. The category entitled "assessments" or "contributions to litigation expense fund" in this and Labaton Sucharow LLP's fee and expense declaration represents contributions to this expense fund. These amounts were used for the following expenses:

CONTRIBUTIONS		\$350,000.00
Robbins Geller Rudman & Dowd LLP	175,000.00	
Labaton Sucharow LLP	175,000.00	
EXPENSES		
Attorney Service Fees:		
Class Action Research	6,191.50	
Consultants:		
All Point Financial, Inc.	19,135.17	
Bruce A. Green	15,750.00	
Precision Economics LLC	187,314.33	
RRMS Advisors, LLC	31,275.00	
Deposition Transcripts:		
Legalink, Inc.	3,207.80	
TSG Reporting, Inc.	5,931.45	
Federal Express/UPS	63.90	
Investigators:		
L.R. Hodges & Associates	63,235.04	
Mediation Fees:		
Irell & Manella LLP	13,375.00	

Outside Imaging/Scanning/Printing:	
AHM Liquidating Trust	556.03
Merrill Communications LLC	269.38
Teris	2,383.80
Young Conaway Stargatt & Taylor	918.61
Lead Plaintiffs' Litigation Expenses:	
Peter Driscoll	392.99

BALANCE REMAINING IN LITIGATION EXPENSE FUND	\$0.00
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9. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of May, 2012, at San Diego, California.

s/ Arthur C. Leahy
ARTHUR C. LEAHY

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of May, 2012, at San Diego, California.

s/ Keith F. Park
KEITH F. PARK

EXHIBIT A

ROBBINS GELLER RUDMAN & DOWD LLP

Robbins Geller Rudman & Dowd LLP (the “Firm”) is a 180-lawyer firm with offices in Atlanta, Boca Raton, Chicago, Melville, New York, San Diego, San Francisco, Philadelphia and Washington, D.C. (www.rgrdlaw.com). The Firm is actively engaged in complex litigation, emphasizing securities, consumer, insurance, healthcare, human rights, employment discrimination and antitrust class actions. The Firm’s unparalleled experience and capabilities in these fields are based upon the talents of its attorneys, who have successfully prosecuted thousands of class action lawsuits.

This successful track record stems from our experienced attorneys, including many who left partnerships at other firms or came to the Firm from federal, state and local law enforcement and regulatory agencies, including dozens of former prosecutors and SEC attorneys. The Firm also includes more than 25 former federal and state judicial clerks.

The Firm currently represents more institutional investors, including public and multi-employer pension funds and domestic and international financial institutions, in securities and corporate litigation than any other firm in the United States.

The Firm is committed to practicing law with the highest level of integrity and in an ethical and professional manner. We are a diverse firm with lawyers and staff from all walks of life. Our lawyers and other employees are hired and promoted based on the quality of their work and their ability to enhance our team and treat others with respect and dignity. Evaluations are never influenced by one’s background, gender, race, religion or ethnicity.

We also strive to be good corporate citizens and to work with a sense of global responsibility. Contributing to our communities and our environment is important to us. We raised hundreds of thousands of dollars in aid for the victims of Hurricane Katrina and we often take cases on a pro bono basis. We are committed to the rights of workers and to the extent possible, we contract with union vendors. We care about civil rights, workers’ rights and treatment, workplace safety and environmental protection. Indeed, while we have built a reputation as the finest securities and consumer class action law firm in the nation, our lawyers have also worked tirelessly in less high-profile, but no less important, cases involving human rights.

PRACTICE AREAS

SECURITIES FRAUD

As recent corporate scandals demonstrate clearly, it has become all too common for companies and their executives – often with the help of their advisors, such as bankers, lawyers and accountants – to manipulate the market price of their securities by misleading the public about the company’s financial condition or prospects for the future. This misleading information has the effect of artificially inflating the price of the company’s securities above their true value. When the underlying truth is eventually revealed, the prices of these securities plummet, harming those innocent investors who relied upon the company’s misrepresentations.

Robbins Geller Rudman & Dowd LLP is the leader in the fight to provide investors with relief from corporate securities fraud. We utilize a wide range of federal and state laws to provide investors with remedies, either by bringing a class action on behalf of all affected investors or, where appropriate, by bringing individual cases.

The Firm's reputation for excellence has been repeatedly noted by courts and has resulted in the appointment of Firm attorneys to lead roles in hundreds of complex class-action securities and other cases. In the securities area alone, the Firm's attorneys have been responsible for a number of outstanding recoveries on behalf of investors. Currently, Robbins Geller Rudman & Dowd LLP attorneys are lead or named counsel in approximately 500 securities class action or large institutional-investor cases. Some current and past cases include:

- ***In re Enron Corp. Sec. Litig.***, No. H-01-3624 (S.D. Tex.). Investors lost billions of dollars as a result of the massive fraud at Enron. In appointing Robbins Geller Rudman & Dowd LLP lawyers as sole lead counsel to represent the interests of Enron investors, the court found that the Firm's zealous prosecution and level of "insight" set it apart from its peers. Robbins Geller Rudman & Dowd LLP attorneys and lead plaintiff The Regents of the University of California aggressively pursued numerous defendants, including many of Wall Street's biggest banks, and successfully obtained settlements in excess of **\$7.2 billion** for the benefit of investors. ***This is the largest aggregate class action settlement not only in a securities class action, but in class action history.***
- ***In re UnitedHealth Grp. Inc. PSLRA Litig.***, No. 06-CV-1691 (D. Minn.). In the *UnitedHealth* case, Robbins Geller Rudman & Dowd LLP represented the California Public Employees' Retirement System ("CalPERS") and demonstrated its willingness to vigorously advocate for its institutional clients, even under the most difficult circumstances. For example, in 2006, the issue of high-level executives backdating stock options made national headlines. During that time, many law firms, including Robbins Geller Rudman & Dowd LLP, brought shareholder derivative lawsuits against the companies' boards of directors for breaches of their fiduciary duties or for improperly granting backdated options. Rather than pursuing a shareholder derivative case, the Firm filed a securities fraud class action against the company on behalf of CalPERS. In doing so, Robbins Geller Rudman & Dowd LLP faced significant and unprecedented legal obstacles with respect to loss causation, *i.e.*, that defendants' actions were responsible for causing the stock losses. Despite these legal hurdles, Robbins Geller Rudman & Dowd LLP obtained an \$895 million recovery on behalf of the UnitedHealth shareholders. Shortly after reaching the \$895 million settlement with UnitedHealth, the remaining corporate defendants, including former CEO William A. McGuire, also settled. Mr. McGuire paid \$30 million and returned stock options representing more than three million shares to the shareholders. The total recovery for the class was over \$925 million, the largest stock option backdating recovery ever, and ***a recovery which is more than four times larger than the next largest***

options backdating recovery. Moreover, Robbins Geller Rudman & Dowd LLP obtained unprecedented corporate governance reforms, including election of a shareholder-nominated member to the company's board of directors, a mandatory holding period for shares acquired by executives via option exercise, and executive compensation reforms which tie pay to performance.

- ***Jaffe v. Household Int'l, Inc.***, No. 02-C-05893 (N.D. Ill.). Sole lead counsel Robbins Geller Rudman & Dowd LLP obtained a jury verdict on May 7, 2009, following a six-week trial in the Northern District of Illinois, on behalf of a class of investors led by plaintiffs PACE Industry Union-Management Pension Fund, the International Union of Operating Engineers, Local No. 132 Pension Plan, and Glickenhause & Company. The jury determined that Household and the individual defendants made fraudulent misrepresentations concerning the company's predatory lending practices, the quality of its loan portfolio, and the company's financial results between March 23, 2001 and October 11, 2002. Although certain post-trial proceedings are ongoing, plaintiffs' counsel anticipate that the verdict will ultimately allow class members to recover in excess of \$1 billion in damages. Since the enactment of the PSLRA in 1995, trials in securities fraud cases have been rare. According to published reports, only nine such cases have gone to verdict since the passage of the PSLRA.
- ***Alaska Elec. Pension Fund v. CitiGroup, Inc. (In re WorldCom Sec. Litig.)***, No. 03 Civ. 8269 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys represented more than 50 private and public institutions that opted out of the class action case and sued WorldCom's bankers, officers and directors, and auditors in courts around the country for losses related to WorldCom bond offerings from 1998 to 2001. The Firm's clients included major public institutions from across the country such as CalPERS, CalSTRS, the state pension funds of Maine, Illinois, New Mexico and West Virginia, union pension funds, and private entities such as AIG and Northwestern Mutual. Robbins Geller Rudman & Dowd LLP attorneys recovered more than \$650 million for their clients on the May 2000 and May 2001 bond offerings (the primary offerings at issue), substantially more than they would have recovered as part of the class.
- ***In re Cardinal Health, Inc. Sec. Litig.***, No. C2-04-575 (S.D. Ohio). As sole lead counsel representing Cardinal Health shareholders, Robbins Geller Rudman & Dowd LLP obtained a recovery of \$600 million for investors. On behalf of the lead plaintiffs, Amalgamated Bank, the New Mexico State Investment Council, and the California Ironworkers Field Trust Fund, the Firm aggressively pursued class claims and won notable courtroom victories, including a favorable decision on defendants' motion to dismiss. *In re Cardinal Health, Inc. Sec. Litigs.*, 426 F. Supp. 2d 688 (S.D. Ohio 2006). At the time, the \$600 million settlement was the tenth-largest settlement in the

history of securities fraud litigation and is the largest-ever recovery in a securities fraud action in the Sixth Circuit.

- ***AOL Time Warner Cases I & II***, JCCP Nos. 4322 & 4325 (Cal. Super. Ct., Los Angeles County). Robbins Geller Rudman & Dowd LLP represented The Regents of the University of California, six Ohio state pension funds, Rabo Bank (NL), the Scottish Widows Investment Partnership, several Australian public and private funds, insurance companies, and numerous additional institutional investors, both domestic and international, in state and federal court opt-out litigation stemming from Time Warner's disastrous 2001 merger with Internet high flier America Online. Robbins Geller Rudman & Dowd LLP attorneys exposed a massive and sophisticated accounting fraud involving America Online's e-commerce and advertising revenue. After almost four years of litigation involving extensive discovery, the Firm secured combined settlements for its opt-out clients totaling over \$629 million just weeks before The Regents' case pending in California state court was scheduled to go to trial. The Regents' gross recovery of \$246 million is the largest individual opt-out securities recovery in history.
- ***In re HealthSouth Corp. Sec. Litig.***, No. CV-03-BE-1500-S (N.D. Ala.). As court-appointed co-lead counsel, Robbins Geller Rudman & Dowd LLP attorneys obtained a combined recovery of \$671 million from HealthSouth, its auditor Ernst & Young, and its investment banker, UBS, for the benefit of stockholder plaintiffs. The settlement against HealthSouth represents one of the larger settlements in securities class action history and is considered among the top 15 settlements achieved after passage of the PSLRA. Likewise, the settlement against Ernst & Young is one of the largest securities class action settlements entered into by an accounting firm since the passage of the PSLRA. HealthSouth and its financial advisors perpetrated one of the largest and most pervasive frauds in the history of U.S. healthcare, prompting Congressional and law enforcement inquiry and resulting in guilty pleas of 16 former HealthSouth executives in related federal criminal prosecutions.
- ***In re Dynegy Inc. Sec. Litig.***, No. H-02-1571 (S.D. Tex.). As sole lead counsel representing The Regents of the University of California and the class of Dynegy investors, Robbins Geller Rudman & Dowd LLP attorneys obtained a combined settlement of \$474 million from Dynegy, Citigroup, Inc. and Arthur Andersen LLP for their involvement in a clandestine financing scheme known as Project Alpha. Given Dynegy's limited ability to pay, Robbins Geller Rudman & Dowd LLP attorneys structured a settlement (reached shortly before the commencement of trial) that maximized plaintiffs' recovery without bankrupting the company. Most notably, the settlement agreement provides that Dynegy will appoint two board members to be nominated by The Regents, which Robbins Geller Rudman & Dowd LLP and The Regents believe will benefit all of Dynegy's stockholders.

- ***In re Qwest Commc'ns Int'l, Inc. Sec. Litig.***, No. 01-cv-1451 (D. Colo.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for a class of investors that purchased Qwest securities. In July 2001, the Firm filed the initial complaint in this action on behalf of its clients, long before any investigation into Qwest's financial statements was initiated by the SEC or Department of Justice. After five years of litigation, lead plaintiffs entered into a settlement with Qwest and certain individual defendants that provided a \$400 million recovery for the class and created a mechanism that allowed the vast majority of class members to share in an additional \$250 million recovered by the SEC. In 2008, Robbins Geller Rudman & Dowd LLP attorneys recovered an additional \$45 million for the class in a settlement with defendants Joseph P. Nacchio and Robert S. Woodruff, the CEO and CFO, respectively, of Qwest during large portions of the class period.
- ***In re AT&T Corp. Sec. Litig.***, MDL No. 1399 (D.N.J.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for a class of investors that purchased AT&T common stock. The case charged defendants AT&T and its former Chairman and CEO, C. Michael Armstrong, with violations of the federal securities laws in connection with AT&T's April 2000 initial public offering of its wireless tracking stock, the largest IPO in American history. After two weeks of trial, and on the eve of scheduled testimony by Armstrong and infamous telecom analyst Jack Grubman, defendants agreed to settle the case for \$100 million. In granting approval of the settlement, the court stated the following about the Robbins Geller Rudman & Dowd LLP attorneys handling the case:

Lead Counsel are highly skilled attorneys with great experience in prosecuting complex securities action[s], and their professionalism and diligence displayed during [this] litigation substantiates this characterization. The Court notes that Lead Counsel displayed excellent lawyering skills through their consistent preparedness during court proceedings, arguments and the trial, and their well-written and thoroughly researched submissions to the Court. Undoubtedly, the attentive and persistent effort of Lead Counsel was integral in achieving the excellent result for the Class.

In re AT&T Corp. Sec. Litig., MDL No. 1399, 2005 U.S. Dist. LEXIS 46144, at *28-*29 (D.N.J. Apr. 25, 2005), *aff'd*, 455 F.3d 160 (3d Cir. 2006).

- ***In re Dollar General Corp. Sec. Litig.***, No. 01-CV-00388 (M.D. Tenn.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel in this case in which the Firm recovered \$172.5 million for investors. The *Dollar General* settlement was the largest shareholder class action recovery ever in Tennessee.

- ***Carpenters Health & Welfare Fund v. Coca-Cola Co.***, No. 00-CV-2838 (N.D. Ga.). As co-lead counsel representing Coca-Cola shareholders, Robbins Geller Rudman & Dowd LLP attorneys obtained a recovery of \$137.5 million after nearly eight years of litigation. Robbins Geller Rudman & Dowd LLP attorneys traveled to three continents to uncover the evidence that ultimately resulted in the settlement of this hard-fought litigation. The case concerned Coca-Cola's shipping of excess concentrate at the end of financial reporting periods for the sole purpose of meeting analyst earnings expectations, as well as the company's failure to properly account for certain impaired foreign bottling assets.
- ***Schwartz v. TXU Corp.***, No. 02-CV-2243 (N.D. Tex). As co-lead counsel, Robbins Geller Rudman & Dowd LLP attorneys obtained a recovery of over \$149 million for a class of purchasers of TXU securities. The recovery compensated class members for damages they incurred as a result of their purchases of TXU securities at inflated prices. Defendants had inflated the price of these securities by concealing the fact that TXU's operating earnings were declining due to a deteriorating gas pipeline and the failure of the company's European operations.
- ***Thurber v. Mattel, Inc.***, No. 99-CV-10368 (C.D. Cal.). Robbins Geller Rudman & Dowd LLP attorneys served as co-lead counsel for a class of investors who purchased Mattel common stock. When the shareholders approved Mattel's acquisition of The Learning Company, they were misled by defendants' false statements regarding the financial condition of the acquired company. Within months of the close of the transaction, Mattel disclosed that The Learning Company had incurred millions in losses, and that instead of adding to Mattel's earnings, earnings would be far less than previously stated. After thorough discovery, Robbins Geller Rudman & Dowd LLP attorneys negotiated a settlement of \$122 million plus corporate governance changes.
- ***Brody v. Hellman (U.S. West Dividend Litigation)***, No. 00-CV-4142 (Dist. Ct. for the City & Cty. of Denver, Colo.). Robbins Geller Rudman & Dowd LLP attorneys were court-appointed counsel for the class of former stockholders of U.S. West, Inc. who sought to recover a dividend declared by U.S. West before its merger with Qwest. The merger closed before the record and payment dates for the dividend, which Qwest did not pay following the merger. The case was aggressively litigated and the plaintiffs survived a motion to dismiss, two motions for summary judgment and successfully certified the class over vigorous opposition from defendants. In certifying the class, the court commented, "Defendants do not contest that Plaintiffs' attorneys are extremely well qualified to represent the putative class. This litigation has been ongoing for four years; in that time Plaintiffs' counsel has proven that they are more than adequate in ability, determination, and resources to represent the putative class." The case settled for \$50 million on the day before trial was scheduled to commence. At

the August 30, 2005 final approval hearing relating to the settlement, the court noted that the case “was litigated by extremely talented lawyers on both sides” and that the settlement was “a great result.” In describing the risk taken by the Firm and its co-counsel, the court noted, “There wasn’t any other lawyer[] in the United States that took the gamble that these people did. Not one other firm anywhere said I’m willing to take that on. I’ll go five years. I’ll pay out the expenses. I’ll put my time and effort on the line.” In discussing the difficulties facing the Firm in this case, the court said, “There wasn’t any issue that wasn’t fought. It took a great deal of skill to get to the point of trial.” In concluding, the court remarked that the class was “fortunate they had some lawyers that had the guts to come forward and do it.”

Robbins Geller Rudman & Dowd LLP’s Securities Department includes dozens of former federal and state prosecutors and trial attorneys. The Firm’s securities practice is also strengthened by the existence of a strong Appellate Department, whose collective work has established numerous legal precedents. The Securities Department also utilizes an extensive group of in-house economic and damage analysts, investigators and forensic accountants to aid in the prosecution of complex securities issues.

CORPORATE GOVERNANCE

While obtaining monetary recoveries for our clients is our primary focus, Robbins Geller Rudman & Dowd LLP attorneys have also been at the forefront of securities fraud **prevention**. The Firm’s prevention efforts are focused on creating important changes in corporate governance, either as part of the global settlements of derivative and class cases or through court orders. Recent cases in which such changes were made include:

- ***In re UnitedHealth Grp. Inc. PSLRA Litig.***, No. 06-CV-1691 (D. Minn.). In the *UnitedHealth* case, our client, CalPERS, obtained sweeping corporate governance improvements, including the election of a shareholder-nominated member to the company’s board of directors, a mandatory holding period for shares acquired by executives via option exercises, as well as executive compensation reforms which tie pay to performance. These corporate governance reforms were obtained in addition to a \$925 million cash recovery for UnitedHealth shareholders, the largest stock option backdating recovery ever. The recovery included \$30 million paid to the class by the CEO out of his own pocket.
- ***Pirelli Armstrong Tire Corp. Retiree Med. Benefits Trust v. Hanover Compressor Co.***, No. H-02-0410 (S.D. Tex.). Groundbreaking corporate governance changes obtained include: direct shareholder nomination of two directors; mandatory rotation of the outside audit firm; two-thirds of the board required to be independent; audit and other key committees to be filled only by independent directors; and creation and appointment of lead independent director with authority to set up board meetings.

- ***In re Sprint Corp. S'holder Litig.***, No. 00-CV-230077 (Mo. Cir. Ct., Jackson County). In connection with the settlement of a derivative action involving Sprint Corporation, the company adopted over 60 new corporate governance provisions which, among other things, established a truly independent board of directors and narrowly defines "independence" to eliminate cronyism between the board and top executives; required outside board directors to meet at least twice a year without management present; created an independent director who will hold the authority to set the agenda, a power previously reserved for the CEO; and imposed new rules to prevent directors and officers from vesting their stock on an accelerated basis.
- ***Teachers' Ret. Sys. of La. v. Occidental Petroleum Corp.***, No. BC185009 (Cal. Super. Ct., Los Angeles County). As part of the settlement, corporate governance changes were made to the composition of the company's board of directors, the company's nominating committee, compensation committee and audit committee.
- ***Barry v. E*Trade Grp., Inc.***, No. CIV419804 (Cal. Super. Ct., San Mateo County). In connection with settlement of derivative suit, excessive compensation of the company's CEO was eliminated (reduced salary from \$800,000 to zero; bonuses reduced and to be repaid if company restates earnings; reduction of stock option grant; and elimination of future stock option grants) and important governance enhancements were obtained, including the appointment of a new unaffiliated outside director as chair of board's compensation committee.

Through these efforts, Robbins Geller Rudman & Dowd LLP has been able to create substantial shareholder guarantees to prevent future securities fraud. The Firm works closely with noted corporate governance consultant Robert Monks and his firm, LENS Governance Advisors, to shape corporate governance remedies for the benefit of investors.

SHAREHOLDER DERIVATIVE LITIGATION

The Firm's shareholder derivative practice is focused on **preserving** corporate assets, **restoring** accountability, **improving** transparency, **strengthening** the shareholder franchise and **protecting** long-term investor value. Often brought by large institutional investors, these actions typically address executive malfeasance that resulted in violations of the nation's securities, environmental, labor, health & safety and wage & hour laws, coupled with self-dealing. Corporate governance therapeutics recently obtained in the following actions were valued by the market in the billions of dollars:

- ***Unite Nat'l Ret. Fund v. Watts (Royal Dutch Shell Derivative Litigation)***, No. 04-CV-3603 (D.N.J.). Successfully prosecuted and settled a shareholder derivative action on behalf of the London-based Royal Dutch Shell plc, achieving very unique and quite valuable transatlantic corporate governance reforms. The suit, filed June 25, 2004, charged that misconduct by executives and board members that resulted in four separate misstatements

of Shell's oil and gas reserves – which collectively erased billions of gallons of previously improperly reported “proven reserves” – was due in large part to inadequate internal controls. To settle the derivative litigation, the complicit executives agreed to:

- **Improved Governance Standards:** The Dutch and English Company committed to changes that extend well beyond the corporate governance requirements of the New York Stock Exchange listing requirements, while preserving the important characteristics of Dutch and English corporate law.
- **Board Independence Standards:** Shell agreed to a significant strengthening of the company's board independence standards and a requirement that a majority of its board members qualify as independent under those rigorous standards.
- **Stock Ownership Requirements:** The company implemented enhanced director stock ownership standards and adopted a requirement that Shell's officers or directors hold stock options for two years before exercising them.
- **Improved Compensation Practices:** Cash incentive compensation plans for Shell's senior management must now be designed to link pay to performance and prohibit the payment of bonuses based on reported levels of hydrocarbon reserves.
- **Full Compliance with U.S. GAAP:** In addition to international accounting standards, Shell agreed to comply in all respects with the Generally Accepted Accounting Principles of the United States.
- ***Alaska Electrical Pension Fund v. Brown (EDS Derivative Litigation)***, No. 6:04-CV-0464 (E.D. Tex.). Prosecuted shareholder derivative action on behalf of Electronic Data Systems Corporation alleging EDS's senior executives breached their fiduciary duties by improperly using percentage-of-completion accounting to inflate EDS's financial results, by improperly recognizing hundreds of millions of dollars in revenue and concealing millions of dollars in losses on its contract with the U.S. Navy Marine Corps, by failing in their oversight responsibilities, and by making and/or permitting material, false and misleading statements to be made concerning EDS's business prospects, financial condition and expected financial results in connection with EDS's contracts with the U.S. Navy Marine Corps and WorldCom. In settlement of the action, EDS agreed, among other provisions, to:
 - limits on the number of current EDS employees that may serve as board members and limits on the number of non-independent directors;

- limits on the number of other boards on which independent directors may serve;
 - requirements for the compensation and benefits committee to retain an independent expert consultant to review executive officer compensation;
 - formalize certain responsibilities of the audit committee in connection with its role of assisting the board of directors in its oversight of the integrity of the company's financial statements;
 - a requirement for new directors to complete an orientation program, which shall include information about principles of corporate governance;
 - a prohibition on repricing stock options at a lower exercise price without shareholder approval;
 - change of director election standards from a plurality standard to a majority vote standard;
 - change from classified board to annual election of directors;
 - elimination of all supermajority voting requirements;
 - a termination of rights plan; and
 - adopt corporate governance guidelines, including: requirement that a substantial majority of directors be outside, independent directors with no significant financial or personal tie to EDS; that all board committees be composed entirely of independent directors; and other significant additional practices and policies to assist the board in the performance of its duties and the exercise of its responsibilities to shareholders.
- ***In re BP p.l.c. Derivative Litig.***, No. 3AN-06-11929CI (Alaska Super. Ct.). Successfully prosecuted a shareholder derivative action on behalf of the London-based BP plc. The action, filed in late 2006, arose out of the misconduct of certain of BP's officers and directors whose gross dereliction of duty and failure to oversee BP's U.S. operations exposed the company to significant criminal and civil liability in connection with the 2005 Texas City refinery explosion (where 15 workers were killed and 170 more were injured), the 2006 Prudhoe Bay oil spill (where 200,000 gallons of crude were spilled on the Alaska tundra) and the Federal Commodities Trade Commission energy trading manipulation charges (where BP and its traders were charged with intentionally inflating the price of propane, the primary heating source in the northeastern United States). BP ultimately pled guilty to several felony

and misdemeanor criminal charges, paid over \$373 million in criminal fines and penalties and agreed to serve five years felony corporate probation, and paid over \$2 billion in civil damages for its failure to properly fund or oversee maintenance and operations at its U.S. facilities. As part of the settlement of the shareholder derivative action, BP agreed to:

- Improved Operational Safety Oversight in the United States: BP adopted a six-point plan to enhance the operational integrity and safety oversight function; formed two new board-level operations committees to facilitate the flow of important safety and operations information; put in place a new management team in Alaska; and improved oversight responsibility over compliance, safety and operational integrity at BP's U.S. operations.
- Increased Shareholder Input: BP agreed to hold annual meetings with the company's top 20 shareholders – including ADR holders – to engage in discussions concerning BP's ongoing commitment to good corporate governance.
- Site Inspections: BP agreed to facilitate regular visits for BP board members to the company's operational sites around the globe.
- Safety as an Executive Compensation Metric: BP agreed to include operational health, safety and environmental performance in the principles used to calculate performance pay for executives.
- Strengthened the Shareholder Voting Franchise: BP agreed to take measures to improve shareholder access to the proxy, webcast the annual shareholder meeting and remove impediments that prevent ADR holders from putting up resolutions at the annual meeting.

Robbins Geller Rudman & Dowd LLP lawyers are also currently prosecuting shareholder derivative actions against executives at several companies charged with violating the Foreign Corrupt Practices Act and have obtained an injunction preventing the recipient of the illegally paid bribe payments at one prominent international arms manufacturer from removing those funds from the United States while the action is pending. In another ongoing action, Robbins Geller Rudman & Dowd LLP lawyers are prosecuting audit committee members who knowingly authorized the payment of illegal "security payments" to a terrorist group though expressly prohibited by U.S. law. As artificial beings, corporations only behave – or misbehave – as their directors and senior executives let them. So they are only as valuable as their corporate governance. Shareholder derivative litigation enhances value by allowing shareholder-owners to replace chaos and self-dealing with accountability.

CORPORATE TAKEOVER LITIGATION

Robbins Geller Rudman & Dowd LLP has earned a reputation as the leading law firm in representing shareholders in corporate takeover litigation. Through its aggressive efforts in prosecuting corporate takeovers, the Firm has secured for shareholders billions of dollars of additional consideration as well as beneficial changes for shareholders in the context of mergers and acquisitions.

The Firm regularly prosecutes merger and acquisition cases post-merger, often through trial, to maximize the benefit for its shareholder class. Some of these cases include:

- ***In re Del Monte Foods Co. S'holders Litig.***, No. 6027-VCL (Del. Ch.). Robbins Geller Rudman & Dowd LLP exposed the unseemly practice by investment bankers of participating on both sides of large merger and acquisition transactions and ultimately secured an \$89 million settlement for shareholders of Del Monte. This is one of, if not the largest, shareholder settlements challenging a merger in a Delaware court. Del Monte shareholders challenged the 2010 \$5.3 billion buyout of the food company, charging that Del Monte adviser Barclays Capital was also financing the buyers – a practice known as “staple financing,” where the seller’s bank steers the acquisition by lending money to a favored buyer to obtain buy-side financing fees. For efforts in achieving these results, the Robbins Geller lawyers prosecuting the case were named Attorneys of the Year by *California Lawyer* magazine in 2012.
- ***In re Kinder Morgan, Inc. S'holders Litig.***, No. 06-C-801 (Kan. Dist. Ct., Shawnee County). In the largest recovery ever for corporate takeover litigation, the firm negotiated a settlement fund of \$200 million in 2010. As co-lead counsel, the Firm represented former shareholders for Kinder Morgan, Inc., challenging a management-led buyout announced in 2006. Following settlement, the court noted: “Throughout this litigation, the Court has found that Lead Plaintiff’s Counsel have zealously rendered legal services in a professional and skillful manner. Moreover, it is important to recognize that this action was vigorously defended by attorneys with substantial experience and expertise in complex litigation, including class actions. Despite facing significant factual and legal hurdles, Lead Plaintiff’s Counsel were ultimately successful in negotiating a large settlement on behalf of the Class Members.”
- ***In re Chaparral Resources, Inc. S'holders Litig.***, No. 2633-VCL (Del. Ch.). After a full trial and a subsequent mediation before the Delaware Chancellor, the Firm obtained a common fund settlement of \$41 million (or 45% increase above merger price) for both class and appraisal claims. The Delaware Vice Chancellor who presided over the trial noted that “the performance was outstanding, and frankly, without the efforts of counsel, nothing would have been achieved. The class would have gotten zero. I don’t think that can be more clear.”

- ***In re TD Banknorth S'holders Litig.***, No. 2557-VCL (Del. Ch.). After objecting to a modest recovery of just a few cents per share, the Firm took over the litigation and obtained a common fund settlement of \$50 million. The Delaware Vice Chancellor who presided over the case expressly noted that “through the sheer diligence and effort of plaintiffs’ counsel,” the Firm’s efforts “resulted in substantial awards for plaintiffs, after overcoming serious procedural and other barriers.”
- ***In re eMachines, Inc. Merger Litig.***, No. 01-CC-00156 (Cal. Super. Ct., Orange County). After four years of litigation, the Firm secured a common fund settlement of \$24 million on the brink of trial.
- ***In re Prime Hospitality, Inc. S'holders Litig.***, No. 652-N (Del. Ch.). The Firm objected to a settlement that was unfair to the class and proceeded to litigate breach of fiduciary duty issues involving a sale of hotels to a private equity firm. The litigation yielded a common fund of \$25 million for shareholders. The Delaware Chancellor presiding over the case noted that “had it not been for the intervention of [Robbins Geller Rudman & Dowd LLP] . . . there would not have been a settlement that would have generated actual cash for the shareholders. . . . That’s quite an achievement”
- ***In re Dollar Gen. Corp. S'holder Litig.***, No. 07MD-1 (Tenn. Cir. Ct., Davidson County). As lead counsel, the Firm secured a recovery of up to \$57 million in cash for former Dollar General shareholders on the eve of trial.
- ***In re UnitedGlobalCom, Inc. S'holder Litig.***, No. 1012-VCS (Del. Ch.). The Firm secured a common fund settlement of \$25 million just weeks before trial.

Robbins Geller Rudman & Dowd LLP has also obtained significant benefits for shareholders, including increases in consideration and significant improvements to merger terms. Some of these cases include:

- ***Harrah’s Entertainment***, No. A529183 (Nev. Dist. Ct., Clark County). The Firm’s active prosecution of the case on several fronts, both in federal and state court, assisted Harrah’s shareholders in securing an additional \$1.65 billion in merger consideration.
- ***In re Chiron S'holder Deal Litig.***, No. RG 05-230567 (Cal. Super. Ct., Alameda County). The Firm’s efforts helped to obtain an additional \$800 million in increased merger consideration for Chiron shareholders.
- ***In re PeopleSoft, Inc. S'holder Litig.***, No. RG-03100291 (Cal. Super. Ct., Alameda County). The Firm successfully objected to a proposed compromise of class claims arising from takeover defenses by PeopleSoft, Inc. to thwart an acquisition by Oracle Corp., resulting in shareholders receiving an increase of over \$900 million in merger consideration.

- ***ACS S'holder Litig.***, No. CC-09-07377-C (Tex. County Ct., Dallas County). The Firm forced ACS's acquirer, Xerox, to make significant concessions by which shareholders would not be locked out of receiving more money from another buyer. The *New York Times* Deal Professor deemed this result both "far reaching" and "unprecedented."

OPTIONS BACKDATING LITIGATION

As has been widely reported in the media, the stock options backdating scandal suddenly engulfed hundreds of publicly traded companies throughout the country. Robbins Geller Rudman & Dowd LLP was at the forefront of investigating and prosecuting options backdating derivative and securities cases. Robbins Geller Rudman & Dowd LLP lawyers have recovered over \$1 billion in damages on behalf of injured companies and shareholders. Robbins Geller Rudman & Dowd LLP attorneys have served as lead counsel in several large stock option backdating actions, including actions involving Affiliated Computer Services, Extreme Networks, Inc., KLA-Tencor Corp., KB Home, Inc., Marvell Technology Group, Inc., McAfee, Inc. and UnitedHealth Group, Inc.

- ***In re PMC-Sierra, Inc. Derivative Litig.***, No. C-06-05330 (N.D. Cal.). As lead counsel for lead plaintiff, Robbins Geller Rudman & Dowd LLP obtained substantial relief for nominal party PMC-Sierra in the form of extensive corporate governance measures, including improved stock option granting practices and procedures and an executive compensation "claw-back" in the event of a future restatement.
- ***In re KLA-Tencor Corp. S'holder Derivative Litig.***, No. C-06-03445 (N.D. Cal.). After successfully opposing the special litigation committee of the board of directors' motion to terminate the derivative claims, Robbins Geller Rudman & Dowd LLP recovered \$43.6 million in direct financial benefits for KLA-Tencor, including \$33.2 million in cash payments by certain former executives and their directors' and officers' insurance carriers.
- ***In re Marvell Technology Grp. Ltd. Derivative Litig.***, No. C-06-03894 (N.D. Cal.). In this stock option backdating derivative action, Robbins Geller Rudman & Dowd LLP recovered \$54.9 million in financial benefits, including \$14.6 million in cash, for Marvell, in addition to extensive corporate governance reforms related to Marvell's stock option granting practices, board of directors' procedures and executive compensation. At the time, the recovery in Marvell represented one of the largest of its kind in shareholder derivative actions.
- ***In re KB Home S'holder Derivative Litig.***, No. 06-CV-05148 (C.D. Cal.). Robbins Geller Rudman & Dowd LLP served as co-lead counsel for the plaintiffs and recovered more than \$31 million in financial benefits, including \$21.5 million in cash, for KB Home, plus substantial corporate governance enhancements relating to KB Home's stock option granting practices, director elections and executive compensation practices.

- ***In re Affiliated Computer Servs. Derivative Litig.***, No. 06-CV-1110 (N.D. Tex.). Robbins Geller Rudman & Dowd LLP served as counsel for the federal plaintiffs. After defeating the defendants' dismissal motions and opposing the special litigation committee of the board of directors' motion to terminate the federal derivative claims, Robbins Geller Rudman & Dowd LLP recovered \$30 million in cash for Affiliated Computer Services. This amount exceeded the cash recovery anticipated for the company in the settlement negotiated by the special litigation committee in a parallel state court stock option backdating proceeding.
- ***In re Ditech Networks, Inc. Derivative Litig.***, No. C-06-05157 (N.D. Cal.). Robbins Geller Rudman & Dowd LLP served as co-lead counsel for plaintiffs in this stock option backdating derivative action. The prosecution and settlement of the action resulted in the adoption of substantial corporate governance measures designed to enhance Ditech Network's stock option granting practices and improve the overall responsiveness of the Ditech Networks' board to shareholder concerns.
- ***In re F5 Networks, Inc. Derivative Litig.***, No. 81817-7 (Wash. Sup. Ct.). Robbins Geller Rudman & Dowd LLP represented the plaintiffs in this precedent-setting stock option backdating derivative action. Adopting the plaintiffs' arguments, the Washington Supreme Court unanimously held that shareholders of Washington corporations need not make a pre-suit litigation demand upon the board of directors where such a demand would be a futile act. The Washington Supreme Court also adopted Delaware's less-stringent pleading standard for establishing backdating and futility of demand in a shareholder derivative action, as urged by the plaintiffs.

INSURANCE

Fraud and collusion in the insurance industry by executives, agents, brokers, lenders and others is one of the most costly crimes in the United States. Some experts have estimated the annual cost of white collar crime in the insurance industry to be over \$120 billion nationally. Recent legislative proposals seek to curtail anti-competitive behavior within the industry. However, in the absence of comprehensive regulation, Robbins Geller Rudman & Dowd LLP has played a critical role as private attorney general in protecting the rights of consumers against insurance fraud and other unfair business practices within the insurance industry.

Robbins Geller Rudman & Dowd LLP attorneys were among the first to expose illegal and improper bid-rigging and kickbacks between insurance companies and brokers. The Firm is a leader in representing businesses, individuals, school districts, counties and the State of California in numerous actions in state and federal courts nationwide to stop these practices. To date, the Firm has helped recover over \$200 million on behalf of insureds.

Robbins Geller Rudman & Dowd LLP attorneys have long been at the forefront of litigating race discrimination issues within the life insurance industry. For example, the Firm has

fought the practice by certain insurers of charging African-Americans and other people of color more for life insurance than similarly situated Caucasians. The Firm recovered over \$400 million for African-Americans and other minorities as redress for civil rights abuses, including landmark recoveries in *McNeil v. American General Life & Accident Insurance Company*; *Thompson v. Metropolitan Life Insurance Company*; and *Williams v. United Insurance Company of America*.

The Firm's attorneys fight on behalf of elderly victims targeted for the sale of deferred annuity products with hidden sales loads and illusory bonus features. Sales agents for life insurance companies such as Allianz Life Insurance Company of North America, Midland National Life Insurance Company, and National Western Life Insurance Company have targeted senior citizens for these annuities with lengthy investment horizons and high sales commissions. The Firm has recovered millions of dollars for elderly victims and seeks to ensure that senior citizens are afforded full and accurate information regarding deferred annuities.

Robbins Geller Rudman & Dowd LLP attorneys also stopped the fraudulent sale of life insurance policies based on misrepresentations about how the life insurance policy would perform, the costs of the policy, and whether premiums would "vanish." Purchasers were also misled about the financing of a new life insurance policy, falling victim to a "replacement" or "churning" sales scheme where they were convinced to use loans, partial surrenders or withdrawals of cash values from an existing permanent life insurance policy to purchase a new policy.

- **Brokerage "Pay to Play" Cases.** On behalf of individuals, governmental entities, businesses, and non-profits, Robbins Geller Rudman & Dowd LLP has sued the largest commercial and employee benefit insurance brokers and insurers for unfair and deceptive business practices. While purporting to provide independent, unbiased advice as to the best policy, the brokers failed to adequately disclose that they had entered into separate "pay to play" agreements with certain third-party insurance companies. These agreements provide additional compensation to the brokers based on such factors as profitability, growth and the volume of insurance that they place with a particular insurer, and are akin to a profit-sharing arrangement between the brokers and the insurance companies. These agreements create a conflict of interest since the brokers have a direct financial interest in selling their customers only the insurance products offered by those insurance companies with which the brokers have such agreements.

Robbins Geller Rudman & Dowd LLP attorneys were among the first to uncover and pursue the allegations of these practices in the insurance industry in both state and federal courts. On behalf of the California Insurance Commissioner, the Firm brought an injunctive case against the biggest employee benefit insurers and local San Diego brokerage, ULR, which resulted in major changes to the way they did business. The Firm also sued on behalf of the City and County of San Francisco to recover losses due to these practices. Finally, Robbins Geller Rudman & Dowd LLP

represents a putative nationwide class of individuals, businesses, employers, and governmental entities against the largest brokerage houses and insurers in the nation. To date, the Firm has obtained over \$200 million on behalf of policyholders and enacted landmark business reforms.

- **Discriminatory Credit Scoring and Redlining Cases.** Robbins Geller Rudman & Dowd LLP attorneys have prosecuted cases concerning countrywide schemes of alleged discrimination carried out by Nationwide, Allstate, and other insurance companies against African-American and other persons of color who are purchasers of homeowner and automobile insurance policies. Such discrimination includes alleged redlining and the improper use of “credit scores,” which disparately impact minority communities. Plaintiffs in these actions have alleged that the insurance companies’ corporate-driven scheme of intentional racial discrimination includes refusing coverage and/or charging them higher premiums for homeowners and automobile insurance. On behalf of the class of aggrieved policyholders, the Firm has recovered over \$400 million for these predatory and racist policies.
- **Senior Annuities.** Insurance companies and their agents target senior citizens for the sale of long-term deferred annuity products and misrepresent or otherwise fail to disclose the extremely high costs, including sales commissions. These annuities and their high costs are particularly harmful to seniors because they do not mature for 15 or 20 years, often beyond the elderly person’s life expectancy. Also, they carry exorbitant surrender charges if cashed in before they mature. As a result, the annuitant’s money is locked up for years, and the victims or their loved ones are forced to pay high surrender charges if they need to get it out early. Nevertheless, many companies and their sales agents intentionally target the elderly for their deferred annuity products, holding seminars in retirement centers and nursing homes, and through pretexts such as wills and estate planning or financial advice. The Firm has filed lawsuits against a number of life insurance companies, including Allianz Life Insurance Company of North America, Midland National Life Insurance Company, and Jackson National Insurance Company, in connection with the marketing and sales of deferred annuities to senior citizens. We are investigating similar practices by other companies.
- **State Farm.** State Farm and other automobile insurance companies in California have illegally charged monthly policyholders more premiums than they are required to pay. Because automobile insurance is required under law, it is closely regulated. State Farm and others bring in millions of dollars each year by concealing up front that policyholders must pay an extra charge if they opt for a monthly plan, and they later tack on the extra charge without revealing it as a premium as they must do under state law. Robbins Geller Rudman & Dowd LLP attorneys have fought this practice, recovering millions of dollars on behalf of policyholders.

ANTITRUST

Robbins Geller Rudman & Dowd LLP's antitrust practice focuses on representing businesses and individuals who have been the victims of price-fixing, unlawful monopolization, market allocation, tying and other anti-competitive conduct. The Firm has taken a leading role in many of the largest federal and state price-fixing, monopolization, market allocation and tying cases throughout the United States.

- ***In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.***, 05 MDL No. 1720 (E.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys are co-lead counsel in one of the country's largest antitrust actions, in which merchants allege Visa, MasterCard and their member banks, including Bank of America, Citibank, JPMorgan Chase, Capital One, Wells Fargo and HSBC, among others, have collectively imposed and set the level of interchange fees paid by merchants on each Visa and MasterCard credit and debit transaction, in violation of federal and state antitrust laws. Fact discovery has closed, and plaintiffs' motion for class certification and the defendants' motions to dismiss are under submission.
- ***In re Currency Conversion Fee Antitrust Litig.***, 01 MDL No. 1409 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys recovered \$336 million for credit and debit cardholders in this multi-district litigation in which the Firm served as co-lead counsel. Plaintiffs alleged that Visa and MasterCard, and certain leading member banks of Visa and MasterCard, conspired to fix and maintain the foreign currency conversion fee charged to U.S. cardholders, and failed to disclose adequately the fee in violation of federal law. In October 2009, the trial court granted final approval of the \$336 million settlement and described the Firm as a "highly competent and experienced" law firm. The court specifically commented: "Class Counsel provided extraordinarily high-quality representation. This case raised a number of unique and complex legal issues including the effect of arbitration clauses on consumer antitrust class actions, and collusive activity in the context of joint ventures." The court further praised the Firm as "indefatigable" and noted that the Firm's lawyers "represented the Class with a high degree of professionalism, and vigorously litigated every issue against some of the ablest lawyers in the antitrust defense bar." The trial court's final approval decision is currently on appeal.
- ***The Apple iPod iTunes Antitrust Litig.***, No. C-05-00037-JW (N.D. Cal.). The Firm represents iPod purchasers who challenged Apple's use of iPod software and firmware updates to prevent consumers who purchased music from non-Apple sources from playing it on their iPods. Apple's conduct resulted in monopolies in the digital music and portable digital music player markets and enabled the company to charge inflated prices for millions of iPods. The certified class includes individuals and businesses that purchased iPods directly from Apple between September 12, 2006 and

March 31, 2009. The court has denied in part Apple's motion for summary judgment. Plaintiffs expect to try the case in late 2012 or early 2013.

- ***In re Aftermarket Automotive Lighting Products Antitrust Litig.***, 09 MDL No. 2007 (C.D. Cal.). Robbins Geller Rudman & Dowd LLP attorneys are co-lead counsel in this multi-district litigation in which plaintiffs allege that defendants conspired to fix prices and allocate markets for automotive lighting products. Discovery is ongoing.
- ***Dahl v. Bain Capital Partners, LLC***, No. 07-cv-12388-EFH (D. Mass). Robbins Geller Rudman & Dowd LLP attorneys are co-lead counsel on behalf of shareholders in this action against the nation's largest private equity firms who have colluded to restrain competition to suppress prices paid to shareholders of public companies in connection with leveraged buyouts. The trial court denied the defendants' motion to dismiss and discovery is ongoing.
- ***In re Digital Music Antitrust Litig.***, 06 MDL No. 1780 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys are co-lead counsel in an action against the major music labels (Sony-BMG, EMI, Universal and Warner Music Group) in a case involving music that can be downloaded digitally from the Internet. Plaintiffs allege that defendants restrained the development of digital downloads and agreed to fix the distribution price of digital downloads at supracompetitive prices. Plaintiffs also allege that as a result of defendants' restraint of the development of digital downloads, and the market and price for downloads, defendants were able to maintain the prices of their CDs at supracompetitive levels. The Second Circuit Court of Appeals recently upheld plaintiffs' complaint, reversing the trial court's dismissal.
- ***In re NASDAQ Market-Makers Antitrust Litig.***, MDL No. 1023 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys served as co-lead counsel in this case in which investors alleged that NASDAQ market-makers set and maintained artificially wide spreads pursuant to an industry-wide conspiracy. After three and one half years of intense litigation, the case settled for a total of \$1.027 billion, at the time the largest ever antitrust settlement. The court commended counsel for its work, saying:

Counsel for the Plaintiffs are preeminent in the field of class action litigation, and the roster of counsel for the Defendants includes some of the largest, most successful and well regarded law firms in the country. It is difficult to conceive of better representation than the parties to this action achieved.

In re NASDAQ Market-Makers Antitrust Litig., 187 F.R.D. 465, 474 (S.D.N.Y. 1998).

- ***Hall v. NCAA (Restricted Earnings Coach Antitrust Litigation)***, No. 94-2392 (D. Kan.). Robbins Geller Rudman & Dowd LLP attorneys served as

lead counsel and lead trial counsel for one of three classes of coaches who alleged that the National Collegiate Athletic Association illegally fixed their compensation by instituting the “restricted earnings coach” rule. On May 4, 1998, the jury returned verdicts in favor of the three classes for more than \$70 million.

- ***Thomas & Thomas Rodmakers, Inc. v. Newport Adhesives and Composites, Inc. (Carbon Fiber Antitrust Litigation)***, No. CV-99-7796 (C.D. Cal.). Robbins Geller Rudman & Dowd LLP attorneys were co-lead counsel (with one other firm) in this consolidated class action in which a class of purchasers alleged that the major producers of carbon fiber fixed its price from 1993 to 1999. The case settled for \$67.5 million.
- ***In re Carbon Black Antitrust Litig.***, MDL No. 1543 (D. Mass.). Robbins Geller Rudman & Dowd LLP attorneys recovered \$20 million for the class in this multi-district litigation in which the Firm served as co-lead counsel. Plaintiffs purchased carbon black from major producers that unlawfully conspired to fix the price of carbon black, which is used in the manufacture of tires, rubber and plastic products, inks and other products, from 1999 to 2005.
- ***In re Dynamic Random Access Memory (DRAM) Antitrust Litig.***, 02 MDL No. 1486 (N.D. Cal.). Robbins Geller Rudman & Dowd LLP attorneys served on the executive committee in this multi-district class action in which a class of purchasers of dynamic random access memory (or DRAM) chips alleged that the leading manufacturers of semiconductor products fixed the price of DRAM chips from the fall of 2001 through at least the end of June 2002. The case settled for more than \$300 million.
- ***Microsoft I-V Cases***, JCCP No. 4106 (Cal. Super. Ct., San Francisco County). Robbins Geller Rudman & Dowd LLP attorneys served on the executive committee in these consolidated cases in which California indirect purchasers challenged Microsoft’s illegal exercise of monopoly power in the operating system, word processing and spreadsheet markets. In a settlement approved by the court, class counsel obtained an unprecedented \$1.1 billion worth of relief for the business and consumer class members who purchased the Microsoft products.

CONSUMER FRAUD

In our consumer-based economy, working families who purchase products and services must receive truthful information so they can make meaningful choices about how to spend their hard-earned money. When financial institutions and other corporations deceive consumers or take advantage of unequal bargaining power, class action suits provide, in many instances, the only realistic means for an individual to right a corporate wrong.

Robbins Geller Rudman & Dowd LLP attorneys represent consumers around the country in a variety of important, complex class actions. Our attorneys have taken a leading role in many of the largest federal and state consumer fraud, environmental, human rights and public health cases throughout the United States. The Firm is also actively involved in many cases relating to banks and the financial services industry, pursuing claims on behalf of individuals victimized by abusive telemarketing practices, abusive mortgage lending practices, market timing violations in the sale of variable annuities, and deceptive consumer credit lending practices in violation of the Truth-In-Lending Act. Below are a few representative samples of our robust, nationwide consumer practice.

- ***Bank Overdraft Fees Litigation.*** The banking industry charges consumers exorbitant amounts for “overdraft” of their checking accounts, even if the customer did not authorize a charge beyond the available balance and even if the account would not have been overdrawn had the transactions been ordered chronologically as they occurred – that is, banks reorder transactions to maximize such fees. In fact, it is reported that Americans spent more money on bank overdraft fees than on vegetables last year. The Firm has brought lawsuits against major banks to stop this practice and recover the hundreds of millions, if not billions, of dollars in overdraft fees. We are investigating other banks that engage in this practice.
- ***Vertrue Sales and Marketing Practices Litigation.*** Telemarketing companies use a deceptive telemarketing practice they call “upselling.” In the *Vertrue Sales Practices Litigation*, after purchasing products (including Nad’s, vitamins, knives, Q-Ray bracelets, Edgemaster paint roller, Simoniz car washer, flowers, dance videos, AB Slider, ultrasonic toothbrushes and OxiClean) via an infomercial, consumers were told they were being sent a free 30-day trial membership in an unrelated buying club. Those consumers who did not refuse the 30-day membership were charged between \$60 and \$150 annually for this so-called “gift.” We have filed suit in 21 states.
- ***Chase Bank Home Equity Line of Credit Litigation.*** In October 2008, after receiving \$25 billion in TARP funding to encourage lending institutions to provide businesses and consumers with access to credit, Chase Bank began unilaterally suspending its customers’ home equity lines of credit. Plaintiffs charge that Chase Bank did so using an unreliable computer model that did not reliably estimate the actual value of its customers’ homes in breach of the borrowers’ contracts. The Firm has brought a lawsuit to secure damages on behalf of borrowers whose credit lines were improperly suspended.
- ***Pacific Gas & Electric Trespass Litigation.*** Robbins Geller Rudman & Dowd LLP attorneys have filed suit on behalf of property owners alleging that PG&E has trespassed on their land. In short, PG&E has electricity easements giving it access for the purposes of building towers and stringing lines related to the transmission of electricity. PG&E has recently installed a fiberoptic telecommunications network which it has leased to telephone and Internet services, despite the fact that the electricity easements do not allow

PG&E to use plaintiffs' property to engage in general telecommunications business. Through their lawsuit, plaintiffs seek damages to compensate them for PG&E's trespass.

SETTLEMENTS

- ***Visa and MasterCard Fees.*** After years of litigation and a six-month trial, Robbins Geller Rudman & Dowd LLP attorneys won one of the largest consumer-protection verdicts ever awarded in the United States. The Firm's attorneys represented California consumers in an action against Visa and MasterCard for intentionally imposing and concealing a fee from cardholders. The court ordered Visa and MasterCard to return \$800,000,000 in cardholder losses, which represented 100% of the amount illegally taken, plus 2% interest. In addition, the court ordered full disclosure of the hidden fee.
- ***Drivers' Privacy Case.*** In a cutting-edge consumer case, Robbins Geller Rudman & Dowd LLP attorneys brought a case on behalf of a half-million Florida drivers against a national bank for purchasing their private information from the state department of motor vehicles for marketing purposes. After years of litigation that included appeals to the United States Supreme Court, the Firm's attorneys successfully negotiated a \$50 million all-cash settlement in this cutting-edge case involving consumer privacy rights. The published decision in *Kehoe v. Fidelity Fed. Bank & Trust*, 421 F.3d 1209 (11th Cir. 2005), one of the first opinions construing the Federal Drivers Privacy Protection Act, was a victory for the Firm's clients.
- ***LifeScan Diabetic Systems.*** Robbins Geller Rudman & Dowd LLP attorneys were responsible for achieving a \$45 million all-cash settlement with Johnson & Johnson and its wholly owned subsidiary, LifeScan, Inc., over claims that LifeScan deceptively marketed and sold a defective blood-glucose monitoring system for diabetics. The LifeScan settlement was noted by the court as providing "exceptional results" for members of the class.
- ***West Telemarketing Case.*** Robbins Geller Rudman & Dowd LLP attorneys secured a \$39 million settlement for class members caught up in a telemarketing scheme where consumers were charged for an unwanted membership program after purchasing Tae-Bo exercise videos. Under the settlement, consumers were entitled to claim between one and one-half to three times the amount of all fees they unknowingly paid.
- ***Dannon Activia®.*** Robbins Geller Rudman & Dowd LLP attorneys secured the largest ever settlement for a false advertising case involving a food product. The case alleged that Dannon's advertising for its Activia® and DanActive® branded products and their benefits from "probiotic" bacteria were overstated. As part of the nationwide settlement, Dannon agreed to modify its advertising and establish a fund of up to \$45 million to compensate consumers for their purchases of Activia® and DanActive®.

- ***Out-of-Network Emergency Room Doctors.*** In a case that changed the way out-of-network emergency room physicians are paid by insurance carriers in Florida, Robbins Geller Rudman & Dowd LLP successfully represented a class of physicians who claimed their reimbursements for emergency services were unfair. As a result of the case, these physicians were guaranteed approximately double the rate of reimbursement they received prior to the case being pursued, resulting in a recovery of nearly \$20 million and important business reforms.
- ***Mattel Lead Paint Toys.*** In 2006-2007, toy manufacturing giant Mattel, and its subsidiary Fisher-Price, announced the recall of over 14 million toys made in China due to hazardous lead and dangerous magnets. Robbins Geller Rudman & Dowd LLP attorneys filed lawsuits on behalf of millions of parents and other consumers who purchased or received toys for children that were marketed as safe but were later recalled because they were dangerous. The Firm's attorneys reached a landmark settlement for millions of dollars in refunds and lead testing reimbursements, as well as important testing requirements to ensure that Mattel's toys are safe for consumers in the future.
- ***Tenet Healthcare Cases.*** Robbins Geller Rudman & Dowd LLP attorneys were co-lead counsel in a class action alleging a fraudulent scheme of corporate misconduct, resulting in the overcharging of uninsured patients by the Tenet chain of hospitals. The Firm's attorneys represented uninsured patients of Tenet hospitals nationwide who were overcharged by Tenet's admittedly "aggressive pricing strategy," which resulted in price gouging of the uninsured. The case was settled with Tenet changing its practices and making refunds to patients.

HUMAN RIGHTS, LABOR PRACTICES AND PUBLIC POLICY

Robbins Geller Rudman & Dowd LLP attorneys have a long tradition of representing the victims of unfair labor practices and violations of human rights. These include:

- ***Does I v. The Gap, Inc.***, No. 01 0031 (D. N. Mar. I.). In this groundbreaking case, Robbins Geller Rudman & Dowd LLP attorneys represented a class of 30,000 garment workers who alleged that they had worked under sweatshop conditions in garment factories in Saipan that produced clothing for top U.S. retailers such as The Gap, Target and J.C. Penney. In the first action of its kind, Robbins Geller Rudman & Dowd LLP attorneys pursued claims against the factories and the retailers alleging violations of RICO, the Alien Tort Claims Act, and the Law of Nations based on the alleged systemic labor and human rights abuses occurring in Saipan. This case was a companion to two other actions: ***Does I v. Advance Textile Corp.***, No. 99 0002 (D. N. Mar. I.), which alleged overtime violations by the garment factories under the Fair Labor Standards Act and local labor law, and ***UNITE v. The Gap, Inc.***, No. 300474 (Cal. Super. Ct., San Francisco County), which alleged violations of

California's Unfair Practices Law by the U.S. retailers. These actions resulted in a settlement of approximately \$20 million that included a comprehensive monitoring program to address past violations by the factories and prevent future ones. The members of the litigation team were honored as Trial Lawyers of the Year by the Trial Lawyers for Public Justice in recognition of the team's efforts at bringing about the precedent-setting settlement of the actions.

- ***Kasky v. Nike, Inc.***, 27 Cal. 4th 939 (2002). The California Supreme Court upheld claims that an apparel manufacturer misled the public regarding its exploitative labor practices, thereby violating California statutes prohibiting unfair competition and false advertising. The Court rejected defense contentions that any misconduct was protected by the First Amendment, finding the heightened constitutional protection afforded to noncommercial speech inappropriate in such a circumstance.
- ***World War II-Era Slave Labor***. Against steep odds, the Firm's lawyers took up the claims of people forced to work as slave labor for Japanese corporations during the Second World War. Their human rights case ran into trouble when the Ninth Circuit agreed with the Bush administration that any claims against Japanese corporations and their subsidiaries were preempted by the federal government's foreign-affairs power. *See Deutsch v. Turner Corp.*, 324 F.3d 692 (9th Cir. 2003). The case nonetheless demonstrates the lawyers' dedication to prosecuting human-rights violations against the challenge of formidable political opposition.
- ***Taco Bell workers***. Robbins Geller Rudman & Dowd LLP attorneys represented over 2,300 Taco Bell workers who were denied thousands of hours of overtime pay because, among other reasons, they were improperly classified as overtime-exempt employees.

Shareholder derivative litigation brought by Robbins Geller Rudman & Dowd LLP attorneys at times also involves stopping anti-union activities, including:

- ***Southern Pacific/Overnite***. A shareholder action stemming from several hundred million dollars in loss of value in the company due to systematic violations by Overnite of U.S. labor laws.
- ***Massey Energy***. A shareholder action against an anti-union employer for flagrant violations of environmental laws resulting in multi-million-dollar penalties.
- ***Crown Petroleum***. A shareholder action against a Texas-based oil company for self-dealing and breach of fiduciary duty while also involved in a union lockout.

ENVIRONMENT AND PUBLIC HEALTH

Robbins Geller Rudman & Dowd LLP attorneys have also represented plaintiffs in class actions related to environmental law. The Firm's attorneys represented, on a *pro bono* basis, the Sierra Club and the National Economic Development and Law Center as *amici curiae* in a federal suit designed to uphold the federal and state use of project labor agreements ("PLAs"). The suit represented a legal challenge to President Bush's Executive Order 13202, which prohibits the use of project labor agreements on construction projects receiving federal funds. Our *amici* brief in the matter outlined and stressed the significant environmental and socio-economic benefits associated with the use of PLAs on large-scale construction projects.

Attorneys with Robbins Geller Rudman & Dowd LLP have been involved in several other significant environmental cases, including:

- ***Public Citizen v. U.S. D.O.T.*** Robbins Geller Rudman & Dowd LLP attorneys represented a coalition of labor, environmental, industry and public health organizations including Public Citizen, The International Brotherhood of Teamsters, California AFL-CIO and California Trucking Industry in a challenge to a decision by the Bush Administration to lift a Congressionally-imposed "moratorium" on cross-border trucking from Mexico on the basis that such trucks do not conform to emission controls under the Clean Air Act, and further, that the Administration did not first complete a comprehensive environmental impact analysis as required by the National Environmental Policy Act. The suit was dismissed by the United States Supreme Court, the Court holding that because the D.O.T. lacked discretion to prevent crossborder trucking, an environmental assessment was not required.
- ***Sierra Club v. AK Steel.*** Brought on behalf of the Sierra Club for massive emissions of air and water pollution by a steel mill, including homes of workers living in the adjacent communities, in violation of the Federal Clean Air Act, Resource Conservation Recovery Act and the Clean Water Act.
- ***MTBE Litigation.*** Brought on behalf of various water districts for befouling public drinking water with MTBE, a gasoline additive linked to cancer.
- ***Exxon Valdez.*** Brought on behalf of fisherman and Alaska residents for billions of dollars in damages resulting from the greatest oil spill in U.S. history.
- ***Avila Beach.*** A citizens' suit against UNOCAL for leakage from the oil company pipeline so severe it literally destroyed the town of Avila Beach, California.

Federal laws such as the Clean Water Act, the Clean Air Act, and the Resource Conservation and Recovery Act and state laws such as California's Proposition 65 exist to protect the environment and the public from abuses by corporate and government

organizations. Companies can be found liable for negligence, trespass or intentional environmental damage, be forced to pay for reparations and to come into compliance with existing laws. Prominent cases litigated by Robbins Geller Rudman & Dowd LLP attorneys include representing more than 4,000 individuals suing for personal injury and property damage related to the Stringfellow Dump Site in Southern California, participation in the Exxon Valdez oil spill litigation, and litigation involving the toxic spill arising from a Southern Pacific train derailment near Dunsmuir, California.

Robbins Geller Rudman & Dowd LLP attorneys have led the fight against Big Tobacco since 1991. As an example, Robbins Geller Rudman & Dowd LLP attorneys filed the case that helped get rid of Joe Camel, representing various public and private plaintiffs, including the State of Arkansas, the general public in California, the cities of San Francisco, Los Angeles and Birmingham, 14 counties in California, and the working men and women of this country in the Union Pension and Welfare Fund cases that have been filed in 40 states. In 1992, Robbins Geller Rudman & Dowd LLP attorneys filed the first case in the country that alleged a conspiracy by the Big Tobacco companies.

INTELLECTUAL PROPERTY

Individual inventors, universities, and research organizations provide the fundamental research behind many existing and emerging technologies. Every year, the majority of U.S. patents are issued to this group of inventors. Through this fundamental research, these inventors provide a significant competitive advantage to this country. Unfortunately, while responsible for most of the inventions that issue into U.S. patents every year, individual inventors, universities and research organizations receive very little of the licensing revenues for U.S. patents. Large companies reap 99% of all patent licensing revenues.

Robbins Geller Rudman & Dowd LLP enforces the rights of these inventors by filing and litigating patent infringement cases against infringing entities. Our attorneys have decades of patent litigation experience in a variety of technical applications. This experience, combined with the Firm's extensive resources, gives individual inventors the ability to enforce their patent rights against even the largest infringing companies.

Our attorneys have experience handling cases involving a broad range of technologies, including:

- biochemistry
- telecommunications
- medical devices
- medical diagnostics
- networking systems
- computer hardware devices and software

- mechanical devices
- video gaming technologies
- audio and video recording devices

Current intellectual property cases include:

- ***vTRAX Technologies Licensing, Inc. v. Siemens Communications, Inc.***, No. 10-CV-80369 (S.D. Fla.). Counsel for plaintiff vTRAX Technologies in a patent infringement action involving U.S. Patent No. 6,865,268 for “Dynamic, Real-Time Call Tracking for Web-Based Customer Relationship Management.”
- ***U.S. Ethernet Innovations***. Counsel for plaintiff U.S. Ethernet Innovations, owner of the 3Com Ethernet Patent Portfolio, in multiple patent infringement actions involving U.S. Patent Nos. 5,307,459 for “Network Adapter with Host Indication Optimization,” 5,434,872 for “Apparatus for Automatic Initiation of Data Transmission,” 5,732,094 for “Method for Automatic Initiation of Data Transmission,” and 5,299,313 for “Network Interface with Host Independent Buffer Management.”
- ***SIPCO, LLC v. Johnson Controls, Inc.***, No. 09-CV-532 (E.D. Tex.). Counsel for plaintiff SIPCO in a patent infringement action involving U.S. Patent Nos. 7,103,511 for “Wireless Communications Networks for Providing Remote Monitoring of Devices” and 6,437,692 and 7,468,661 for “System and Method for Monitoring and Controlling Remote Devices.”
- ***SIPCO, LLC v. Florida Power & Light Co.***, No. 09-CV-22209 (S.D. Fla.). Counsel for plaintiff SIPCO, LLC in a patent infringement action involving U.S. Patent Nos. 6,437,692, 7,053,767 and 7,468,661, entitled “System and Method for Monitoring and Controlling Remote Devices.”
- ***IPCO, LLC v. Cellnet Technology, Inc.***, No. 05-CV-2658 (N.D. Ga.). Counsel for plaintiff IPCO, LLC in a patent infringement action involving U.S. Patent No. 6,044,062 for a “Wireless Network System and Method for Providing Same” and U.S. Patent No. 6,249,516 for a “Wireless Network Gateway and Method for Providing Same.”
- ***IPCO, LLC v. Tropos Networks, Inc.***, No. 06-CV-585 (N.D. Ga.). Counsel for plaintiff IPCO, LLC in a patent infringement action involving U.S. Patent No. 6,044,062 for a “Wireless Network System and Method for Providing Same” and U.S. Patent No. 6,249,516 for a “Wireless Network Gateway and Method for Providing Same.”
- ***Jardin v. Datallegro, Inc.***, No. 08-CV-01462 (S.D. Cal.). Counsel for plaintiff Cary Jardin in a patent infringement action involving U.S. Patent No.

7,177,874 for a “System and Method for Generating and Processing Results Data in a Distributed System.”

- **NorthPeak Wireless, LLC v. 3Com Corporation**, No. 09-CV-00602 (N.D. Cal.). Counsel for plaintiff NorthPeak Wireless, LLC in a multi-defendant patent infringement action involving U.S. Patent Nos. 4,977,577 and 5,987,058 related to spread spectrum devices.
- **PageMelding, Inc. v. Feeva Technology, Inc.**, No. 08-CV-03484 (N.D. Cal.). Counsel for plaintiff PageMelding, Inc. in a patent infringement action involving U.S. Patent No. 6,442,577 for a “Method and Apparatus for Dynamically Forming Customized Web Pages for Web Sites.”
- **SIPCO, LLC v. Amazon.com, Inc.**, No. 08-CV-359 (E.D. Tex.). Counsel for plaintiff SIPCO in a multi-defendant patent infringement action involving U.S. Patent No. 6,891,838 for a “System and Method for Monitoring and Controlling Residential Devices” and U.S. Patent No. 7,103,511 for “Wireless Communication Networks for Providing Remote Monitoring Devices.”
- **IPCO, LLC d/b/a Intus IQ v. Oncor Electric Delivery Co. LLC**, No. 09-CV-00037 (E.D. Tex.). Counsel for plaintiff Intus IQ in a patent infringement action involving U.S. Patent Nos. 6,249,516 and 7,054,271 for a “Wireless Network System and Method for Providing Same.”

PRO BONO

Robbins Geller Rudman & Dowd LLP attorneys have a distinguished record of *pro bono* work. In 1999, the Firm’s lawyers were finalists for the San Diego Volunteer Lawyer Program’s 1999 *Pro Bono* Law Firm of the Year Award, for their work on a disability-rights case. In 2003, when the Firm’s lawyers were nominated for the California State Bar President’s *Pro Bono* Law Firm of the Year award, the State Bar President praised them for “dedication to the provision of *pro bono* legal services to the poor” and “extending legal services to underserved communities.”

More recently, one of the Firm’s lawyers obtained political asylum, after an initial application for political asylum had been denied, for an impoverished Somali family whose ethnic minority faced systematic persecution and genocidal violence in Somalia. The family’s female children also faced forced genital mutilation if returned to Somalia.

The Firm’s lawyers worked as cooperating attorneys with the ACLU in a class action filed on behalf of welfare applicants subject to San Diego County’s “Project 100%” program, which sent investigators from the D.A.’s office (Public Assistance Fraud Division) to enter and search the home of every person applying for welfare benefits, and to interrogate neighbors and employers – never explaining they had no reason to suspect wrongdoing. Real relief was had when the County admitted that food-stamp eligibility could not hinge upon the Project 100% “home visits,” and again when the district court ruled that unconsented “collateral contacts” violated state regulations. The district court’s ruling that

CalWORKs aid to needy families could be made contingent upon consent to the D.A.'s "home visits" and "walk throughs," was affirmed by the Ninth Circuit with eight judges vigorously dissenting from denial of *en banc* rehearing. *Sanchez v. County of San Diego*, 464 F.3d 916 (9th Cir. 2006), *reh'g denied* 483 F.3d 965 (9th Cir. 2007). The decision was noted by the *Harvard Law Review*, *The New York Times*, and even *The Colbert Report*.

The Firm's lawyers also have represented groups such as the Sierra Club and the National Economic Development and Law Center as *amici curiae* before the United States Supreme Court.

Senior appellate partner Eric Alan Isaacson has in a variety of cases filed *amicus curiae* briefs on behalf of religious organizations and clergy supporting civil rights, opposing government-backed religious-viewpoint discrimination, and generally upholding the American traditions of religious freedom and church-state separation. Organizations represented as *amici curiae* in such matters have included the California Council of Churches, Union for Reform Judaism, Jewish Reconstructionist Federation, United Church of Christ, Unitarian Universalist Association of Congregations, Unitarian Universalist Legislative Ministry – California, and California Faith for Equality.

JUDICIAL COMMENDATIONS

Robbins Geller Rudman & Dowd LLP attorneys have been commended by countless judges all over the country for the quality of their representation in class-action lawsuits.

- In March 2009, Judge Karon Bowdre commented in the HealthSouth class certification opinion that "[t]he court has had many opportunities since November 2001 to examine the work of class counsel and the supervision by the Class Representatives. The court find both to be far more than adequate."

In re HealthSouth Corp. Sec. Litig., No. CV-03-BE-1500-S, Memorandum Opinion (S.D. Ala. Mar. 31, 2009).

- In October 2007, a \$600 million settlement for shareholders in the securities fraud class action against Ohio's biggest drug distributor, Cardinal Health, Inc., was approved – the largest settlement in the Sixth Circuit. Judge Marbley commented:

The quality of representation in this case was superb. Lead Counsel, [Robbins Geller Rudman & Dowd LLP], are nationally recognized leaders in complex securities litigation class actions. The quality of the representation is demonstrated by the substantial benefit achieved for the Class and the efficient, effective prosecution and resolution of this action. Lead Counsel defeated a volley of motions to dismiss, thwarting well-formed challenges from prominent and capable attorneys from six different law firms.

In re Cardinal Health Inc. Sec. Litig., 528 F. Supp. 2d 752 (S.D. Ohio 2007).

- In the *Enron* securities class action, Robbins Geller Rudman & Dowd LLP attorneys and lead plaintiff The Regents of the University of California successfully recovered over **\$7.2 billion** on behalf of Enron investors. The court overseeing this action had utmost praise for Robbins Geller Rudman & Dowd LLP's efforts and stated that "[t]he experience, ability, and reputation of the attorneys of [Robbins Geller Rudman & Dowd LLP] is not disputed; it is one of the most successful law firms in securities class actions, if not the preeminent one, in the country." *In re Enron Corp. Sec., Derivative & "ERISA" Litig.*, 586 F. Supp. 2d 732, 797 (S.D. Tex. 2008).

The court further commented, "[I]n the face of extraordinary obstacles, the skills, expertise, commitment, and tenacity of [Robbins Geller Rudman & Dowd LLP] in this litigation cannot be overstated. Not to be overlooked are the unparalleled results, . . . which demonstrate counsel's clearly superlative litigating and negotiating skills." *Id.* at 789.

In addition, the court noted, "This Court considers [Robbins Geller Rudman & Dowd LLP] 'a lion' at the securities bar on the national level," noting that the Lead Plaintiff selected Robbins Geller Rudman & Dowd LLP because of the Firm's "outstanding reputation, experience, and success in securities litigation nationwide." *Id.* at 790.

- In *Stanley v. Safeskin Corp.*, No. 99 CV 454 (S.D. Cal. May 25, 2004), where Robbins Geller Rudman & Dowd LLP attorneys obtained \$55 million for the class of investors, Judge Moskowitz stated:

I said this once before, and I'll say it again. I thought the way that your firm handled this case was outstanding. This was not an easy case. It was a complicated case, and every step of the way, I thought they did a very professional job.

- In April 2005, in granting final approval of a \$100 million settlement obtained after two weeks of trial in *In re AT&T Corp. Sec. Litig.*, MDL No. 1399 (D.N.J.), Judge Garrett E. Brown, Jr. stated the following about the Robbins Geller Rudman & Dowd LLP attorneys prosecuting the case:

Lead Counsel are highly skilled attorneys with great experience in prosecuting complex securities action[s], and their professionalism and diligence displayed during [this] litigation substantiates this characterization. The Court notes that Lead Counsel displayed excellent lawyering skills through their consistent preparedness during court proceedings, arguments and the trial, and their well-written and thoroughly researched submissions to the Court. Undoubtedly, the attentive and

persistent effort of Lead Counsel was integral in achieving the excellent result for the Class.

In re AT&T Corp. Sec. Litig., MDL No. 1399, 2005 U.S. Dist. LEXIS 46144, at *28-*29 (D.N.J. Apr. 25, 2005), *aff'd*, 455 F.3d 160 (3d Cir. 2006).

- In a December 2006 hearing on the \$50 million consumer privacy class action settlement in *Kehoe v. Fidelity Fed. Bank & Trust*, No. 03-80593-CIV (S.D. Fla.), United States District Court Judge Daniel T.K. Hurley said the following:

First, I thank counsel. As I said repeatedly on both sides we have been very, very fortunate. We have had fine lawyers on both sides. The issues in the case are significant issues. We are talking about issues dealing with consumer protection and privacy – something that is increasingly important today in our society. [I] want you to know I thought long and hard about this. I am absolutely satisfied that the settlement is a fair and reasonable settlement. [I] thank the lawyers on both sides for the extraordinary effort that has been brought to bear here.

- In July 2007, the Honorable Richard Owen of the Southern District of New York approved the \$129 million settlement of *In re Doral Fin. Corp. Sec. Litig.*, 05 MDL No. 1706 (S.D.N.Y.), finding in his order that:

The services provided by Lead Counsel [Robbins Geller Rudman & Dowd LLP] were efficient and highly successful, resulting in an outstanding recovery for the Class without the substantial expense, risk and delay of continued litigation. Such efficiency and effectiveness supports the requested fee percentage.

Cases brought under the federal securities laws are notably difficult and notoriously uncertain. . . . Despite the novelty and difficulty of the issues raised, Lead Plaintiffs' counsel secured an excellent result for the Class.

. . . Based upon Lead Plaintiff's counsel's diligent efforts on behalf of the Class, as well as their skill and reputations, Lead Plaintiff's counsel were able to negotiate a very favorable result for the Class. . . . The ability of [Robbins Geller Rudman & Dowd LLP] to obtain such a favorable partial settlement for the Class in the face of such formidable opposition confirms the superior quality of their representation

NOTABLE CLIENTS

PUBLIC FUND CLIENTS

- Alaska State Pension Investment Board
- California Public Employees' Retirement System
- California State Teachers' Retirement System
- Teachers' Retirement System of the State of Illinois
- Illinois Municipal Retirement Fund
- Illinois State Board of Investment
- Los Angeles County Employees Retirement Association
- Maine State Retirement System
- The Maryland-National Capital Park & Planning Commission Employees' Retirement System
- Milwaukee Employees' Retirement System
- Minnesota State Board of Investment
- New Hampshire Retirement System
- New Mexico Public Funds (New Mexico Educational Retirement Board, New Mexico Public Employees Retirement Association, and New Mexico State Investment Council)
- Ohio Public Funds (Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, School Employees Retirement System of Ohio, Ohio Police and Fire Pension Fund, Ohio State Highway Patrol Retirement System, and Ohio Bureau of Workers' Compensation)
- The Regents of the University of California
- State Universities Retirement System of Illinois
- State of Wisconsin Investment Board
- Tennessee Consolidated Retirement System
- Washington State Investment Board

- Wayne County Employees' Retirement System
- West Virginia Investment Management Board

MULTI-EMPLOYER CLIENTS

- Alaska Electrical Pension Fund
- Alaska Hotel & Restaurant Employees Pension Trust Fund
- Alaska Ironworkers Pension Trust
- Carpenters Pension Fund of West Virginia
- Carpenters Health & Welfare Fund of Philadelphia & Vicinity
- Carpenters Pension Fund of Baltimore, Maryland
- Carpenters Pension Fund of Illinois
- Southwest Carpenters Pension Trust
- Central States, Southeast and Southwest Areas Pension Fund
- Employer-Teamsters Local Nos. 175 & 505 Pension Trust Fund
- Heavy & General Laborers' Local 472 & 172 Pension & Annuity Funds
- 1199 SEIU Greater New York Pension Fund
- Massachusetts State Carpenters Pension and Annuity Funds
- Massachusetts State Guaranteed Fund
- New England Health Care Employees Pension Fund
- SEIU Staff Fund
- Southern California Lathing Industry Pension Fund
- United Brotherhood of Carpenters Pension Fund

ADDITIONAL INSTITUTIONAL INVESTORS

- Bank of Ireland Asset Management
- Northwestern Mutual Life Insurance Company

- Standard Life Investments

PROMINENT CASES AND PRECEDENT-SETTING DECISIONS

PROMINENT CASES

- ***In re Enron Corp. Sec. Litig.***, No. H-01-3624 (S.D. Tex.). Investors lost billions of dollars as a result of the massive fraud at Enron. In appointing Robbins Geller Rudman & Dowd LLP lawyers as sole lead counsel to represent the interests of Enron investors, the court found that the Firm's zealous prosecution and level of "insight" set it apart from its peers. Robbins Geller Rudman & Dowd LLP attorneys and lead plaintiff The Regents of the University of California aggressively pursued numerous defendants, including many of Wall Street's biggest banks, and successfully obtained settlements in excess of **\$7.2 billion** for the benefit of investors. ***This is the largest aggregate class action settlement not only in a securities class action, but in class action history.***
- ***In re UnitedHealth Grp. Inc. PSLRA Litig.***, No. 06-CV-1691 (D. Minn.). In the *UnitedHealth* case, Robbins Geller Rudman & Dowd LLP represented the California Public Employees' Retirement System ("CalPERS") and demonstrated its willingness to vigorously advocate for its institutional clients, even under the most difficult circumstances. For example, in 2006, the issue of high-level executives backdating stock options made national headlines. During that time, many law firms, including Robbins Geller Rudman & Dowd LLP, brought shareholder derivative lawsuits against the companies' boards of directors for breaches of their fiduciary duties or for improperly granting backdated options. Rather than pursuing a shareholder derivative case, the Firm filed a securities fraud class action against the company on behalf of CalPERS. In doing so, Robbins Geller Rudman & Dowd LLP faced significant and unprecedented legal obstacles with respect to loss causation, *i.e.*, that defendants' actions were responsible for causing the stock losses. Despite these legal hurdles, Robbins Geller Rudman & Dowd LLP obtained an \$895 million recovery on behalf of the UnitedHealth shareholders. Shortly after reaching the \$895 million settlement with UnitedHealth, the remaining corporate defendants, including former CEO William A. McGuire, also settled. Mr. McGuire paid \$30 million and returned stock options representing more than three million shares to the shareholders. The total recovery for the class was over \$925 million, the largest stock option backdating recovery ever, and ***a recovery which is more than four times larger than the next largest options backdating recovery.*** Moreover, Robbins Geller Rudman & Dowd LLP obtained unprecedented corporate governance reforms, including election of a shareholder-nominated member to the company's board of directors, a mandatory holding period for shares acquired by executives via option exercise, and executive compensation reforms which tie pay to performance.

- ***Jaffe v. Household Int'l, Inc.***, No. 02-C-05893 (N.D. Ill.). Sole lead counsel Robbins Geller Rudman & Dowd LLP obtained a jury verdict on May 7, 2009, following a six-week trial in the Northern District of Illinois, on behalf of a class of investors led by plaintiffs PACE Industry Union-Management Pension Fund, the International Union of Operating Engineers, Local No. 132 Pension Plan, and Glickenhau & Company. The jury determined that Household and the individual defendants made fraudulent misrepresentations concerning the company's predatory lending practices, the quality of its loan portfolio and the company's financial results between March 23, 2001 and October 11, 2002. Although certain post-trial proceedings are ongoing, plaintiffs' counsel anticipate that the verdict will ultimately allow class members to recover in excess of \$1 billion in damages. Since the enactment of the PSLRA in 1995, trials in securities fraud cases have been rare. According to published reports, only nine such cases have gone to verdict since the passage of the PSLRA.
- ***Alaska Elec. Pension Fund v. CitiGroup, Inc. (In re WorldCom Sec. Litig.)***, No. 03 Civ. 8269 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys represented more than 50 private and public institutions that opted out of the class action case and sued WorldCom's bankers, officers and directors, and auditors in courts around the country for losses related to WorldCom bond offerings from 1998 to 2001. The Firm's clients included major public institutions from across the country such as CalPERS, CalSTRS, the state pension funds of Maine, Illinois, New Mexico and West Virginia, union pension funds, and private entities such as AIG and Northwestern Mutual. Robbins Geller Rudman & Dowd LLP attorneys recovered more than \$650 million for their clients on the May 2000 and May 2001 bond offerings (the primary offerings at issue), substantially more than they would have recovered as part of the class.
- ***In re Cardinal Health, Inc. Sec. Litig.***, No. C2-04-575 (S.D. Ohio). As sole lead counsel representing Cardinal Health shareholders, Robbins Geller Rudman & Dowd LLP obtained a recovery of \$600 million for investors. On behalf of the lead plaintiffs, Amalgamated Bank, the New Mexico State Investment Council, and the California Ironworkers Field Trust Fund, the Firm aggressively pursued class claims and won notable courtroom victories, including a favorable decision on defendants' motion to dismiss. *In re Cardinal Health, Inc. Sec. Litigs.*, 426 F. Supp. 2d 688 (S.D. Ohio 2006). At the time, the \$600 million settlement was the tenth-largest settlement in the history of securities fraud litigation and is the largest-ever recovery in a securities fraud action in the Sixth Circuit.
- ***AOL Time Warner Cases I & II***, JCCP Nos. 4322 & 4325 (Cal. Super. Ct., Los Angeles County). Robbins Geller Rudman & Dowd LLP represented The Regents of the University of California, six Ohio state pension funds, Rabo Bank (NL), the Scottish Widows Investment Partnership, several Australian public and private funds, insurance companies, and numerous additional

institutional investors, both domestic and international, in state and federal court opt-out litigation stemming from Time Warner's disastrous 2001 merger with Internet high flier America Online. Robbins Geller Rudman & Dowd LLP attorneys exposed a massive and sophisticated accounting fraud involving America Online's e-commerce and advertising revenue. After almost four years of litigation involving extensive discovery, the Firm secured combined settlements for its opt-out clients totaling over \$629 million just weeks before The Regents' case pending in California state court was scheduled to go to trial. The Regents' gross recovery of \$246 million is the largest individual opt-out securities recovery in history.

- ***In re HealthSouth Corp. Sec. Litig.***, No. CV-03-BE-1500-S (N.D. Ala.). As court-appointed co-lead counsel, Robbins Geller Rudman & Dowd LLP attorneys obtained a combined recovery of \$671 million from HealthSouth, its auditor Ernst & Young, and its investment banker, UBS, for the benefit of stockholder plaintiffs. The settlement against HealthSouth represents one of the larger settlements in securities class action history and is considered among the top 15 settlements achieved after passage of the PSLRA. Likewise, the settlement against Ernst & Young is one of the largest securities class action settlements entered into by an accounting firm since the passage of the PSLRA. HealthSouth and its financial advisors perpetrated one of the largest and most pervasive frauds in the history of U.S. healthcare, prompting Congressional and law enforcement inquiry and resulting in guilty pleas of 16 former HealthSouth executives in related federal criminal prosecutions.
- ***In re Dynegy Inc. Sec. Litig.***, No. H-02-1571 (S.D. Tex.). As sole lead counsel representing The Regents of the University of California and the class of Dynegy investors, Robbins Geller Rudman & Dowd LLP attorneys obtained a combined settlement of \$474 million from Dynegy, Citigroup, Inc. and Arthur Andersen LLP for their involvement in a clandestine financing scheme known as Project Alpha. Given Dynegy's limited ability to pay, Robbins Geller Rudman & Dowd LLP attorneys structured a settlement (reached shortly before the commencement of trial) that maximized plaintiffs' recovery without bankrupting the company. Most notably, the settlement agreement provides that Dynegy will appoint two board members to be nominated by The Regents, which Robbins Geller Rudman & Dowd LLP and The Regents believe will benefit all of Dynegy's stockholders.
- ***In re Qwest Commc'ns Int'l, Inc. Sec. Litig.***, No. 01-cv-1451 (D. Colo.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for a class of investors that purchased Qwest securities. In July 2001, the Firm filed the initial complaint in this action on behalf of its clients, long before any investigation into Qwest's financial statements was initiated by the SEC or Department of Justice. After five years of litigation, lead plaintiffs entered into a settlement with Qwest and certain individual defendants that provided a \$400 million recovery for the class and created a mechanism that allowed the

vast majority of class members to share in an additional \$250 million recovered by the SEC. In 2008, Robbins Geller Rudman & Dowd LLP attorneys recovered an additional \$45 million for the class in a settlement with defendants Joseph P. Nacchio and Robert S. Woodruff, the CEO and CFO, respectively, of Qwest during large portions of the class period.

- ***In re AT&T Corp. Sec. Litig.***, MDL No. 1399 (D.N.J.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for a class of investors that purchased AT&T common stock. The case charged defendants AT&T and its former Chairman and CEO, C. Michael Armstrong, with violations of the federal securities laws in connection with AT&T's April 2000 initial public offering of its wireless tracking stock, the largest IPO in American history. After two weeks of trial, and on the eve of scheduled testimony by Armstrong and infamous telecom analyst Jack Grubman, defendants agreed to settle the case for \$100 million. In granting approval of the settlement, the court stated the following about the Robbins Geller Rudman & Dowd LLP attorneys handling the case:

Lead Counsel are highly skilled attorneys with great experience in prosecuting complex securities action[s], and their professionalism and diligence displayed during [this] litigation substantiates this characterization. The Court notes that Lead Counsel displayed excellent lawyering skills through their consistent preparedness during court proceedings, arguments and the trial, and their well-written and thoroughly researched submissions to the Court. Undoubtedly, the attentive and persistent effort of Lead Counsel was integral in achieving the excellent result for the Class.

In re AT&T Corp. Sec. Litig., MDL No. 1399, 2005 U.S. Dist. LEXIS 46144, at *28-*29 (D.N.J. Apr. 25, 2005), *aff'd*, 455 F.3d 160 (3d Cir. 2006).

- ***In re Dollar Gen. Corp. Sec. Litig.***, No. 01-CV-00388 (M.D. Tenn.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel in this case in which the Firm recovered \$172.5 million for investors. The *Dollar General* settlement was the largest shareholder class action recovery ever in Tennessee.
- ***Carpenters Health & Welfare Fund v. Coca-Cola Co.***, No. 00-CV-2838 (N.D. Ga.). As co-lead counsel representing Coca-Cola shareholders, Robbins Geller Rudman & Dowd LLP attorneys obtained a recovery of \$137.5 million after nearly eight years of litigation. Robbins Geller Rudman & Dowd LLP attorneys traveled to three continents to uncover the evidence that ultimately resulted in the settlement of this hard-fought litigation. The case concerned Coca-Cola's shipping of excess concentrate at the end of financial reporting periods for the sole purpose of meeting analyst earnings

expectations, as well as the company's failure to properly account for certain impaired foreign bottling assets.

- ***Schwartz v. TXU Corp.***, No. 02-CV-2243 (N.D. Tex). As co-lead counsel, Robbins Geller Rudman & Dowd LLP attorneys obtained a recovery of over \$149 million for a class of purchasers of TXU securities. The recovery compensated class members for damages they incurred as a result of their purchases of TXU securities at inflated prices. Defendants had inflated the price of these securities by concealing the fact that TXU's operating earnings were declining due to a deteriorating gas pipeline and the failure of the company's European operations.
- ***Thurber v. Mattel, Inc.***, No. 99-CV-10368 (C.D. Cal.). Robbins Geller Rudman & Dowd LLP attorneys served as co-lead counsel for a class of investors who purchased Mattel common stock. When the shareholders approved Mattel's acquisition of The Learning Company, they were misled by defendants' false statements regarding the financial condition of the acquired company. Within months of the close of the transaction, Mattel disclosed that The Learning Company had incurred millions in losses, and that instead of adding to Mattel's earnings, earnings would be far less than previously stated. After thorough discovery, Robbins Geller Rudman & Dowd LLP attorneys negotiated a settlement of \$122 million plus corporate governance changes.
- ***Brody v. Hellman (U.S. West Dividend Litigation)***, No. 00-CV-4142 (Dist. Ct. for the City & Cty. of Denver, Colo.). Robbins Geller Rudman & Dowd LLP attorneys were court-appointed counsel for the class of former stockholders of U.S. West, Inc. who sought to recover a dividend declared by U.S. West before its merger with Qwest. The merger closed before the record and payment dates for the dividend, which Qwest did not pay following the merger. The case was aggressively litigated and the plaintiffs survived a motion to dismiss, two motions for summary judgment and successfully certified the class over vigorous opposition from defendants. In certifying the class, the court commented, "Defendants do not contest that Plaintiffs' attorneys are extremely well qualified to represent the putative class. This litigation has been ongoing for four years; in that time Plaintiffs' counsel has proven that they are more than adequate in ability, determination, and resources to represent the putative class." The case settled for \$50 million on the day before trial was scheduled to commence. At the August 30, 2005 final approval hearing relating to the settlement, the court noted that the case "was litigated by extremely talented lawyers on both sides" and that the settlement was "a great result." In describing the risk taken by the Firm and its co-counsel, the court noted, "There wasn't any other lawyer[] in the United States that took the gamble that these people did. Not one other firm anywhere said I'm willing to take that on. I'll go five years. I'll pay out the expenses. I'll put my time and effort on the line." In discussing the difficulties facing the Firm in this case, the court said, "There wasn't any

issue that wasn't fought. It took a great deal of skill to get to the point of trial." In concluding, the court remarked that the class was "fortunate they had some lawyers that had the guts to come forward and do it."

- ***In re NASDAQ Market-Makers Antitrust Litig.***, MDL No. 1023 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys served as court-appointed co-lead counsel for a class of investors. The class alleged that the NASDAQ market-makers set and maintained wide spreads pursuant to an industry-wide conspiracy in one of the largest and most important antitrust cases in recent history. After three and one half years of intense litigation, the case was settled for a total of \$1.027 billion, at the time the largest ever antitrust settlement. An excerpt from the court's opinion reads:

Counsel for the Plaintiffs are preeminent in the field of class action litigation, and the roster of counsel for the Defendants includes some of the largest, most successful and well regarded law firms in the country. It is difficult to conceive of better representation than the parties to this action achieved.

In re NASDAQ Market-Makers Antitrust Litig., 187 F.R.D. 465, 474 (S.D.N.Y. 1998).

- ***In re Exxon Valdez***, No. A89 095 Civ. (D. Alaska), and ***In re Exxon Valdez Oil Spill Litig.***, No. 3 AN 89 2533 (Alaska Super. Ct., 3d Jud. Dist.). Robbins Geller Rudman & Dowd LLP attorneys served on the Plaintiffs' Coordinating Committee and Plaintiffs' Law Committee in this massive litigation resulting from the Exxon Valdez oil spill in Alaska in March 1989. The jury awarded hundreds of millions in compensatory damages, as well as \$5 billion in punitive damages (the latter were later reduced by the United States Supreme Court to \$507 million).
- ***In re 3Com, Inc. Sec. Litig.***, No. C-97-21083 (N.D. Cal.). A hard-fought class action alleging violations of the federal securities laws in which Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for the class and obtained a recovery totaling \$259 million.
- ***Mangini v. R.J. Reynolds Tobacco Co.***, No. 939359 (Cal. Super. Ct., San Francisco County). In this case, R.J. Reynolds admitted that "the *Mangini* action, and the way that it was vigorously litigated, was an early, significant and unique driver of the overall legal and social controversy regarding underage smoking that led to the decision to phase out the Joe Camel Campaign."
- ***Cordova v. Liggett Grp., Inc.***, No. 651824 (Cal. Super. Ct., San Diego County), and ***People v. Philip Morris, Inc.***, No. 980864 (Cal. Super. Ct., San Francisco County). Robbins Geller Rudman & Dowd LLP attorneys, as lead counsel in both these actions, played a key role in these cases which were

settled with the Attorneys General's global agreement with the tobacco industry, bringing \$26 billion to the State of California as a whole and \$12.5 billion to the cities and counties within California.

- ***Does I v. The Gap, Inc.***, No. 01 0031 (D. N. Mar. I.). In this groundbreaking case, Robbins Geller Rudman & Dowd LLP attorneys represented a class of 30,000 garment workers who alleged that they had worked under sweatshop conditions in garment factories in Saipan that produced clothing for top U.S. retailers such as The Gap, Target and J.C. Penney. In the first action of its kind, Robbins Geller Rudman & Dowd LLP attorneys pursued claims against the factories and the retailers alleging violations of RICO, the Alien Tort Claims Act, and the Law of Nations based on the alleged systemic labor and human rights abuses occurring in Saipan. This case was a companion to two other actions: ***Does I v. Advance Textile Corp.***, No. 99 0002 (D. N. Mar. I.), which alleged overtime violations by the garment factories under the Fair Labor Standards Act and local labor law, and ***UNITE v. The Gap, Inc.***, No. 300474 (Cal. Super. Ct., San Francisco County), which alleged violations of California's Unfair Practices Law by the U.S. retailers. These actions resulted in a settlement of approximately \$20 million that included a comprehensive monitoring program to address past violations by the factories and prevent future ones. The members of the litigation team were honored as Trial Lawyers of the Year by the Trial Lawyers for Public Justice in recognition of the team's efforts in bringing about the precedent-setting settlement of the actions.
- ***Hall v. NCAA (Restricted Earnings Coach Antitrust Litigation)***, No. 94-2392 (D. Kan.). Robbins Geller Rudman & Dowd LLP attorneys were lead counsel and lead trial counsel for one of three classes of coaches in these consolidated price fixing actions against the National Collegiate Athletic Association. On May 4, 1998, the jury returned verdicts in favor of the three classes for more than \$70 million.
- ***In re Prison Realty Sec. Litig.***, No. 3:99-0452 (M.D. Tenn.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for the class, obtaining a \$105 million recovery.
- ***In re Honeywell Int'l, Inc. Sec. Litig.***, No. 00-cv-03605 (D.N.J.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel for a class of investors that purchased Honeywell common stock. The case charged Honeywell and its top officers with violations of the federal securities laws, alleging the defendants made false public statements concerning Honeywell's merger with Allied Signal, Inc. and that defendants falsified Honeywell's financial statements. After extensive discovery, Robbins Geller Rudman & Dowd LLP attorneys obtained a \$100 million settlement for the class.

- ***In re Reliance Acceptance Grp., Inc. Sec. Litig.***, 99 MDL No. 1304 (D. Del.). Robbins Geller Rudman & Dowd LLP attorneys served as co-lead counsel and obtained a recovery of \$39 million.
- ***Schwartz v. Visa Int'l***, No. 822404-4 (Cal. Super. Ct., Alameda County). After years of litigation and a six-month trial, Robbins Geller Rudman & Dowd LLP attorneys won one of the largest consumer protection verdicts ever awarded in the United States. Robbins Geller Rudman & Dowd LLP attorneys represented California consumers in an action against Visa and MasterCard for intentionally imposing and concealing a fee from their cardholders. The court ordered Visa and MasterCard to return \$800,000,000 in cardholder losses, which represented 100% of the amount illegally taken, plus 2% interest. In addition, the court ordered full disclosure of the hidden fee.
- ***Thompson v. Metro. Life Ins. Co.***, No. 00-cv-5071 (S.D.N.Y.). Robbins Geller Rudman & Dowd LLP attorneys served as lead counsel and obtained \$145 million for the class in a settlement involving racial discrimination claims in the sale of life insurance.
- ***In re Prudential Ins. Co. of Am. Sales Practices Litig.***, MDL No. 1061 (D.N.J.). In one of the first cases of its kind, Robbins Geller Rudman & Dowd LLP attorneys obtained a settlement of \$4 billion for deceptive sales practices in connection with the sale of life insurance involving the “vanishing premium” sales scheme.

PRECEDENT-SETTING DECISIONS

INVESTOR AND SHAREHOLDER RIGHTS

- ***Fox v. JAMDAT Mobile, Inc.***, 185 Cal. App. 4th 1068 (2010). Concluding that Delaware’s shareholder ratification doctrine did not bar the claims, the California Court of Appeal reversed dismissal of a shareholder class action alleging breach of fiduciary duty in a corporate merger.
- ***In re Constar Int'l Inc. Sec. Litig.***, 585 F.3d 774 (3d Cir. 2009). The Third Circuit flatly rejected defense contentions that where relief is sought under §11 of the Securities Act of 1933, which imposes liability when securities are issued pursuant to an incomplete or misleading registration statement, class certification should depend upon findings concerning market efficiency and loss causation.
- ***Siracusano v. Matrixx Initiatives, Inc.***, 585 F.3d 1167 (9th Cir. 2009). In a securities fraud action, the Ninth Circuit rejected reliance upon a bright-line “statistical significance” materiality standard, agreeing with plaintiffs that defendants had omitted a material fact by failing to disclose a possible link

between the company's popular cold remedy and the loss of sense of smell in some users.

- ***Alaska Elec. Pension Fund v. Flowserve Corp.***, 572 F.3d 221 (5th Cir. 2009). Aided by former United States Supreme Court Justice O'Connor's presence on the panel, the Fifth Circuit reversed a district court order denying class certification and also reversed an order granting summary judgment to defendants. The court held that the district court applied an incorrect fact-forfact standard of loss causation, and that genuine issues of fact on loss causation precluded summary judgment.
- ***In re F5 Networks, Inc., Derivative Litig.***, 207 P.3d 433 (Wash. 2009). In a derivative action alleging unlawful stock option backdating, the Supreme Court of Washington ruled that shareholders need not make a pre-suit demand on the board of directors where this step would be futile, agreeing with plaintiffs that favorable Delaware case law should be followed as persuasive authority.
- ***Lormand v. US Unwired, Inc.***, 565 F.3d 228 (5th Cir. 2009). In a rare win for investors in the Fifth Circuit, the court reversed an order of dismissal, holding that safe harbor warnings were not meaningful when the facts alleged established a strong inference that defendants knew their forecasts were false. The court also held that plaintiffs sufficiently alleged loss causation.
- ***Institutional Investors Grp. v. Avaya, Inc.***, 564 F.3d 242 (3d Cir. 2009). In a victory for investors in the Third Circuit, the court reversed an order of dismissal, holding that shareholders pled with particularity why the company's repeated denials of price discounts on products were false and misleading when the totality of facts alleged established a strong inference that defendants knew their denials were false.
- ***Alaska Elec. Pension Fund v. Pharmacia Corp.***, 554 F.3d 342 (3d Cir. 2009), *cert. denied*, __ U.S. __, 130 S. Ct. 2401 (2010). The Third Circuit held that claims filed for violation of §10(b) of the Securities Exchange Act of 1934 were timely, adopting investors' argument that because scienter is a critical element of the claims, the time for filing them cannot begin to run until the defendants' fraudulent state of mind should be apparent.
- ***Rael v. Page***, 222 P.3d 678 (N.M. Ct. App.), *cert. denied*, 224 P.3d 649 (N.M. 2009). In this shareholder class and derivative action, Robbins Geller Rudman & Dowd LLP attorneys obtained an appellate decision reversing the trial court's dismissal of the complaint alleging serious director misconduct in connection with the merger of SunCal Companies and Westland Development Co., Inc., a New Mexico company with large and historic landholdings and other assets in the Albuquerque area. The appellate court held that plaintiff's claims for breach of fiduciary duty were direct, not derivative, because they constituted an attack on the validity or fairness of

the merger and the conduct of the directors. Although New Mexico law had not addressed this question directly, at the urging of the Firm's attorneys, the court relied on Delaware law for guidance, rejecting the "special injury" test for determining the direct versus derivative inquiry and instead applying more recent Delaware case law.

- ***Luther v. Countrywide Home Loans Servicing LP***, 533 F.3d 1031 (9th Cir. 2008). In a case of first impression, the Ninth Circuit held that the Securities Act of 1933's specific non-removal features had not been trumped by the general removal provisions of the Class Action Fairness Act of 2005.
- ***In re Gilead Scis. Sec. Litig.***, 536 F.3d 1049 (9th Cir. 2008), *cert. denied*, __ U.S. __, 129 S. Ct. 1993 (2009). The Ninth Circuit upheld defrauded investors' loss causation theory as plausible, ruling that a limited temporal gap between the time defendants' misrepresentation was publicly revealed and the subsequent decline in stock value was reasonable where the public had not immediately understood the impact of defendants' fraud.
- ***Fidel v. Farley***, 534 F.3d 508 (6th Cir. 2008). The Sixth Circuit upheld class-notice procedures, rejecting an objector's contentions that class action settlements should be set aside because his own stockbroker had failed to forward timely notice of the settlement to him.
- ***In re WorldCom Sec. Litig.***, 496 F.3d 245 (2d Cir. 2007). The Second Circuit held that the filing of a class action complaint tolls the limitations period for all members of the class, including those who choose to opt out of the class action and file their own individual actions without waiting to see whether the district court certifies a class – reversing the decision below and effectively overruling multiple district court rulings that *American Pipe* tolling did not apply under these circumstances.
- ***In re Merck & Co. Sec., Derivative & ERISA Litig.***, 493 F.3d 393 (3d Cir. 2007). In a shareholder derivative suit appeal, the Third Circuit held that the general rule that discovery may not be used to supplement demand-futility allegations does not apply where the defendants enter a voluntary stipulation to produce materials relevant to demand futility without providing for any limitation as to their use.
- ***Alaska Elec. Pension Fund v. Brown***, 941 A.2d 1011 (Del. 2007). The Supreme Court of Delaware held that the Alaska Electrical Pension Fund, for purposes of the "corporate benefit" attorney-fee doctrine, was presumed to have caused a substantial increase in the tender offer price paid in a "going private" buyout transaction. The Court of Chancery originally ruled that Alaska's counsel, Robbins Geller Rudman & Dowd LLP, was not entitled to an award of attorney fees, but Delaware's high court, in its published opinion, reversed and remanded for further proceedings.

- ***Crandon Capital Partners v. Shelk***, 157 P.3d 176 (Or. 2007). Oregon's Supreme Court ruled that a shareholder plaintiff in a derivative action may still seek attorney fees even if the defendants took actions to moot the underlying claims. The Firm's attorneys convinced Oregon's highest court to take the case, and reverse, despite the contrary position articulated by both the trial court and the Oregon Court of Appeals.
- ***In re Qwest Commc'ns Int'l***, 450 F.3d 1179 (10th Cir. 2006). In a case of first impression, the Tenth Circuit held that a corporation's deliberate release of purportedly privileged materials to governmental agencies was not a "selective waiver" of the privileges such that the corporation could refuse to produce the same materials to non-governmental plaintiffs in private securities fraud litigation.
- ***In re Guidant S'holders Derivative Litig.***, 841 N.E.2d 571 (Ind. 2006). Answering a certified question from a federal court, the Supreme Court of Indiana unanimously held that a pre-suit demand in a derivative action is excused if the demand would be a futile gesture. The court adopted a "demand futility" standard and rejected defendants' call for a "universal demand" standard that might have immediately ended the case.
- ***Denver Area Meat Cutters v. Clayton***, 209 S.W.3d 584 (Tenn. Ct. App. 2006). The Tennessee Court of Appeals rejected an objector's challenge to a class action settlement arising out of Warren Buffet's 2003 acquisition of Tennessee-based Clayton Homes. In their effort to secure relief for Clayton Homes stockholders, the Firm's attorneys obtained a temporary injunction of the Buffet acquisition for six weeks in 2003 while the matter was litigated in the courts. The temporary halt to Buffet's acquisition received national press attention.
- ***DeJulius v. New Eng. Health Care Emps. Pension Fund***, 429 F.3d 935 (10th Cir. 2005). The Tenth Circuit held that the multi-faceted notice of a \$50 million settlement in a securities fraud class action had been the best notice practicable under the circumstances, and thus satisfied both constitutional due process and Rule 23 of the Federal Rules of Civil Procedure.
- ***In re Daou Sys.***, 411 F.3d 1006 (9th Cir. 2005). The Ninth Circuit sustained investors' allegations of accounting fraud and ruled that loss causation was adequately alleged by pleading that the value of the stock they purchased declined when the issuer's true financial condition was revealed.
- ***Barrie v. Intervoice-Brite, Inc.***, 397 F.3d 249 (5th Cir.), *reh'g denied and opinion modified*, 409 F.3d 653 (5th Cir. 2005). The Fifth Circuit upheld investors' accounting-fraud claims, holding that fraud is pled as to both defendants when one knowingly utters a false statement and the other knowingly fails to correct it, even if the complaint does not specify who spoke and who listened.

- ***Ill. Mun. Ret. Fund v. Citigroup, Inc.***, 391 F.3d 844 (7th Cir. 2004). The Seventh Circuit upheld a district court's decision that the Illinois Municipal Retirement Fund was entitled to litigate its claims under the Securities Act of 1933 against WorldCom's underwriters before a state court rather than before the federal forum sought by the defendants.
- ***Nursing Home Pension Fund, Local 144 v. Oracle Corp.***, 380 F.3d 1226 (9th Cir. 2004). The Ninth Circuit ruled that defendants' fraudulent intent could be inferred from allegations concerning their false representations, insider stock sales and improper accounting methods.
- ***City of Monroe Emps. Ret. Sys. v. Bridgestone Corp.***, 399 F.3d 651 (6th Cir. 2004). The Sixth Circuit held that a statement regarding objective data supposedly supporting a corporation's belief that its tires were safe was actionable where jurors could have found a reasonable basis to believe the corporation was aware of undisclosed facts seriously undermining the statement's accuracy.
- ***Southland Sec. Corp. v. INSpire Ins. Solutions Inc.***, 365 F.3d 353 (5th Cir. 2004). The Fifth Circuit sustained allegations that an issuer's CEO made fraudulent statements in connection with a contract announcement.
- ***Pirraglia v. Novell, Inc.***, 339 F.3d 1182 (10th Cir. 2003). The Tenth Circuit upheld investors' accounting-fraud claims, holding that plaintiffs could not be expected to plead details of documents from defendants' files, that the materiality of defendants' false statements is usually not resolvable at the pleading stage, and that the absence of insider trading by individual defendants did not mean they lacked a motive to commit fraud.
- ***No. 84 Employer-Teamster Joint Council Pension Trust Fund v. Am. West Holding Corp.***, 320 F.3d 920 (9th Cir. 2003). The Ninth Circuit upheld investors' fraud claims, ruling that the materiality of defendants' fraud was not reflected in the stock's market price until the full economic effects of defendants' fraud were finally revealed, and that a lack of stock sales by defendants is not dispositive as to scienter.
- ***In re Cavanaugh***, 306 F.3d 726 (9th Cir. 2002). The Ninth Circuit disallowed judicial auctions to select lead plaintiffs in securities class actions and protected lead plaintiffs' right to select the lead counsel they desire to represent them.
- ***Lone Star Ladies Inv. Club v. Schlotzsky's Inc.***, 238 F.3d 363 (5th Cir. 2001). The Fifth Circuit upheld investors' claims that securities offering documents were incomplete and misleading, reversing a district court order that had applied inappropriate pleading standards to dismiss the case.

INSURANCE

- ***Smith v. Am. Family Mut. Ins. Co.***, 289 S.W.3d 675 (Mo. Ct. App. 2009). Capping nearly a decade of hotly contested litigation, the Missouri Court of Appeals reversed the trial court's judgment notwithstanding the verdict for auto insurer American Family and reinstated a unanimous jury verdict for the plaintiff class.
- ***Troyk v. Farmers Grp., Inc.***, 171 Cal. App. 4th 1305 (2009). The California Court of Appeal held that Farmers Insurance's practice of levying a "service charge" on one-month auto insurance policies, without specifying the charge in the policy, violated California's Insurance Code.
- ***Lebrilla v. Farmers Grp., Inc.***, 119 Cal. App. 4th 1070 (2004). Reversing the trial court, the California Court of Appeal ordered class certification of a suit against Farmers, one of the largest automobile insurers in California, and ruled that Farmers' standard automobile policy requires it to provide parts that are as good as those made by vehicle's manufacturer. The case involved Farmers' practice of using inferior imitation parts when repairing insureds' vehicles.
- ***In re Monumental Life Ins. Co.***, 365 F.3d 408, 416 (5th Cir. 2004). The Fifth Circuit Court of Appeals reversed a district court's denial of class certification in a case filed by African-Americans seeking to remedy racially discriminatory insurance practices. The Fifth Circuit held that a monetary relief claim is viable in a Rule 23(b)(2) class if it flows directly from liability to the class as a whole and is capable of classwide "computation by means of objective standards and not dependent in any significant way on the intangible, subjective differences of each class member's circumstances."
- ***Dehoyos v. Allstate Corp.***, 345 F.3d 290 (5th Cir. 2003). The Fifth Circuit Court of Appeals held that claims under federal civil rights statutes involving the sale of racially discriminatory insurance policies based upon the use of credit scoring did not interfere with state insurance statutes or regulatory goals and were not preempted under the McCarran-Ferguson Act. Specifically, the appellate court affirmed the district court's ruling that the McCarran-Ferguson Act does not preempt civil-rights claims under the Civil Rights Act of 1866 and the Fair Housing Act for racially discriminatory business practices in the sale of automobile and homeowners insurance.
- ***Mass. Mut. Life Ins. Co. v. Superior Court***, 97 Cal. App. 4th 1282 (2002). The California Court of Appeal affirmed a trial court's order certifying a class in an action by purchasers of so-called "vanishing premium" life-insurance policies who claimed violations of California's consumer-protection statutes. The court held that common issues predominate where plaintiffs allege a uniform failure to disclose material information about policy dividend rates.

- ***Moore v. Liberty Nat'l Life Ins. Co.***, 267 F.3d 1209 (11th Cir. 2001). The Eleventh Circuit affirmed the district court's denial of the defendant's motion for judgment on the pleadings, rejecting contentions that insurance policyholders' claims of racial discrimination were barred by Alabama's common law doctrine of repose. The Eleventh Circuit also rejected the insurer's argument that the McCarran-Ferguson Act mandated preemption of plaintiffs' federal civil rights claims under 42 U.S.C. §§1981 and 1982.

CONSUMER PROTECTION

- ***Kwikset Corp. v. Superior Court***, 51 Cal. 4th 310 (2011). In a leading decision interpreting the scope of Proposition 64's new standing requirements under California's Unfair Competition Law (UCL), the California Supreme Court held that consumers alleging that a manufacturer has misrepresented its product have "lost money or property" within the meaning of the initiative, and thus have standing to sue under the UCL, if they "can truthfully allege that they were deceived by a product's label into spending money to purchase the product, and would not have purchased it otherwise." *Id.* at 317. *Kwikset* involved allegations, proven at trial, that defendants violated California's "Made in the U.S.A." statute by representing on their labels that their products were "Made in U.S.A." or "All-American Made" when, in fact, the products were substantially made with foreign parts and labor.
- ***Safeco Ins. Co. of Am. v. Superior Court***, 173 Cal. App. 4th 814 (2009). In a class action against auto insurer Safeco, the California Court of Appeal agreed that the plaintiff should have access to discovery to identify a new class representative after her standing to sue was challenged.
- ***Consumer Privacy Cases***, 175 Cal. App. 4th 545 (2009). The California Court of Appeal rejected objections to a nationwide class action settlement benefiting Bank of America customers.
- ***Koponen v. Pac. Gas & Elec. Co.***, 165 Cal. App. 4th 345 (2008). The Firm's attorneys obtained a published decision reversing the trial court's dismissal of the action, and holding that the plaintiff's claims for damages arising from the utility's unauthorized use of rights-of-way or easements obtained from the plaintiff and other landowners were not barred by a statute limiting the authority of California courts to review or correct decisions of the California Public Utilities Commission.
- ***Sanford v. MemberWorks, Inc.***, 483 F.3d 956 (9th Cir. 2007). In a telemarketing-fraud case, where the plaintiff consumer insisted she had never entered the contractual arrangement that defendants said bound her to arbitrate individual claims to the exclusion of pursuing class claims, the Ninth Circuit reversed an order compelling arbitration – allowing the plaintiff to litigate on behalf of a class.

- ***Ritt v. Billy Blanks Enters.***, 870 N.E.2d 212 (Ohio Ct. App. 2007). In the Ohio analog to the *West* case, the Ohio Court of Appeals approved certification of a class of Ohio residents seeking relief under Ohio's consumer protection laws for the same telemarketing fraud.
- ***Haw. Med. Ass'n v. Haw. Med. Serv. Ass'n***, 148 P.3d 1179 (Haw. 2006). The Supreme Court of Hawaii ruled that claims of unfair competition were not subject to arbitration and that claims of tortious interference with prospective economic advantage were adequately alleged.
- ***Branick v. Downey Sav. & Loan Ass'n***, 39 Cal. 4th 235 (2006). Robbins Geller Rudman & Dowd LLP attorneys were part of a team of lawyers that briefed this case before the Supreme Court of California. The court issued a unanimous decision holding that new plaintiffs may be substituted, if necessary, to preserve actions pending when Proposition 64 was passed by California voters in 2004. Proposition 64 amended California's Unfair Competition Law and was aggressively cited by defense lawyers in an effort to dismiss cases after the initiative was adopted.
- ***McKell v. Wash. Mut., Inc.***, 142 Cal. App. 4th 1457 (2006). The California Court of Appeal reversed the trial court, holding that plaintiff's theories attacking a variety of allegedly inflated mortgage-related fees were actionable.
- ***West Corp. v. Superior Court***, 116 Cal. App. 4th 1167 (2004). The California Court of Appeal upheld the trial court's finding that jurisdiction in California was appropriate over the out-of-state corporate defendant whose telemarketing was aimed at California residents. Exercise of jurisdiction was found to be in keeping with considerations of fair play and substantial justice.
- ***Kruse v. Wells Fargo Home Mortg., Inc.***, 383 F.3d 49 (2d Cir. 2004), and ***Santiago v. GMAC Mortg. Grp., Inc.***, 417 F.3d 384 (3d Cir. 2005). In two groundbreaking federal appellate decisions, the Second and Third Circuits each ruled that the Real Estate Settlement Practices Act prohibits marking up home loan-related fees and charges.
- ***Lavie v. Procter & Gamble Co.***, 105 Cal. App. 4th 496 (2003). The California Court of Appeal issued an extensive opinion elaborating, for the first time in California law, the meaning of the "reasonable consumer" standard. The court announced a balanced approach that has enabled actions under California's leading consumer protection statutes when necessary to protect the public from acts of unfair business competition.
- ***Kasky v. Nike, Inc.***, 27 Cal. 4th 939 (2002). The California Supreme Court upheld claims that an apparel manufacturer misled the public regarding its exploitative labor practices, thereby violating California statutes prohibiting

unfair competition and false advertising. The court rejected defense contentions that such misconduct was protected by the First Amendment.

- ***Spielholz v. Superior Court***, 86 Cal. App. 4th 1366 (2001). The California Court of Appeal held that false advertising claims against a wireless communications provider are not preempted by the Federal Communications Act of 1934.

ATTORNEY BIOGRAPHIES

PARTNERS

Mario Alba, Jr.

Mario Alba, Jr. is a partner in the Firm's New York office. Mr. Alba is responsible for initiating, investigating, researching and filing securities fraud class actions. Mr. Alba has served as lead counsel in numerous class actions alleging violations of securities laws, including cases against NBTY (\$16 million recovery) and OSI Pharmaceuticals (\$9 million recovery). He is also part of the Firm's Institutional Outreach Department whereby he advises institutional investors. In addition, Mr. Alba is active in all phases of the Firm's lead plaintiff motion practice.

Education: B.S., St. John's University, 1999; J.D., Hofstra University School of Law, 2002

Honors/Awards: B.S., Dean's List, St. John's University, 1999; Selected as participant in Hofstra Moot Court Seminar, Hofstra University School of Law

Susan K. Alexander

Susan K. Alexander is a partner in the Firm's San Francisco office and focuses on federal appeals of securities fraud class actions. With 25 years of federal appellate experience, Ms. Alexander has argued on behalf of defrauded investors in the First, Second, Fifth, Seventh, Ninth, Tenth and Eleventh Circuits. Representative results include *In re Gilead Scis. Sec. Litig.*, 536 F.3d 1049 (9th Cir. 2008) (reversal of district court dismissal of securities fraud complaint, focused on loss causation); and *Barrie v. Intervoice-Brite, Inc.*, 397 F.3d 249 (5th Cir.) (reversal of district court dismissal of securities fraud complaint, focused on scienter), *reh'g denied and opinion modified*, 409 F.3d 653 (5th Cir. 2005).

Ms. Alexander's prior appellate work was with the California Appellate Project ("CAP"), where she prepared appeals and petitions for writs of *habeas corpus* on behalf of individuals sentenced to death. At CAP, and subsequently in private practice, Ms. Alexander litigated and consulted on death penalty direct and collateral appeals for ten years. Representative results include *In re Brown*, 17 Cal. 4th 873 (1998) (reversal of first degree murder conviction, special circumstance finding, and death penalty), and *Odle v. Woodford*, 238 F.3d 1084 (9th Cir. 2001) (remand of death penalty conviction for retrospective competency hearing).

Education: B.A., Stanford University, 1983; J.D., University of California, Los Angeles, 1986

Honors/Awards: Appellate Delegate, Ninth Circuit Judicial Conference; Executive Committee, ABA Council of Appellate Lawyers

X. Jay Alvarez

X. Jay Alvarez is a partner in the Firm's San Diego office. Mr. Alvarez's practice areas include securities fraud and other complex litigation. Mr. Alvarez is responsible for litigating securities class actions and has obtained recoveries for investors including in the following matters: *Carpenters Health & Welfare Fund v. Coca-Cola Co.* (N.D. Ga.) (\$137.5 million recovery); *In re Qwest Commc'ns Int'l, Inc. Sec. Litig.* (D. Colo.) (\$445 million recovery); *Hicks v. Morgan Stanley* (S.D.N.Y.), *Abrams v. VanKampen Funds Inc.* (N.D. Ill.), and *In re Eaton Vance* (D. Mass.) (\$51.5 million aggregate settlements); *In re Cooper Cos., Inc. Sec. Litig.* (C.D. Cal.) (\$27 million recovery); and *In re Bridgestone Sec. Litig.* (M.D. Tenn.) (\$30 million recovery). Prior to joining the Firm, Mr. Alvarez served as an Assistant United States Attorney for the Southern District of California, where he prosecuted a number of bank fraud, money laundering, and complex narcotics conspiracy cases.

Education: B.A., University of California, Berkeley, 1984; J.D., University of California, Berkeley, Boalt Hall School of Law, 1987

STEPHEN R. ASTLEY

Stephen R. Astley is a partner in the Firm's Boca Raton office. Mr. Astley's practice is devoted to representing shareholders in actions brought under the federal securities laws. Mr. Astley has been responsible for the prosecution of complex securities cases and has obtained significant recoveries for investors, including cases involving Red Hat, US Unwired, TECO Energy, Tropical Sportswear, Medical Staffing, Sawtek, Anchor Glass, ChoicePoint, Jos. A. Bank, TomoTherapy, and Navistar. Prior to joining the Firm, Mr. Astley clerked for the Honorable Peter T. Fay, United States Court of Appeals for the Eleventh Circuit. In addition, he obtained extensive trial experience as a member of the United States Navy's Judge Advocate General's Corps, where he was the Senior Defense Counsel for the Pearl Harbor, Hawaii, Naval Legal Service Office Detachment.

Education: B.S., Florida State University, 1992; M. Acc., University of Hawaii at Manoa, 2001; J.D., University of Miami School of Law, 1997

Honors/Awards: J.D., *Cum Laude*, University of Miami School of Law, 1997; United States Navy Judge Advocate General's Corps., Lieutenant

A. RICK ATWOOD, JR.

A. Rick Atwood, Jr. is a partner in the Firm's San Diego office. He represents shareholders in securities class actions, merger-related class actions, and shareholder derivative actions in federal and state court in numerous jurisdictions, and through his efforts on behalf of the Firm's clients has helped recover billions of dollars for shareholders, including the largest

post-merger common fund recoveries on record. Significant reported opinions include *In re Del Monte Foods Co. S'holders Litig.*, 25 A.3d 813 (Del. Ch. 2011) (enjoining merger in an action that subsequently resulted in an \$89.4 million recovery for shareholders); *Brown v. Brewer*, No. CV 06-3731, 2010 U.S. Dist. LEXIS 60863 (C.D. Cal. June 17, 2010) (holding corporate directors to a higher standard of good faith conduct in an action that subsequently resulted in a \$45 million recovery for shareholders); *In re Prime Hospitality, Inc. S'holders Litig.*, No. 652-N, 2005 Del. Ch. LEXIS 61 (Del. Ch. May 4, 2005) (successfully objecting to unfair settlement and thereafter obtaining \$25 million recovery for shareholders); *Crandon Capital Partners v. Shelk*, 157 P.3d 176 (Or. 2007) (expanding rights of shareholders in derivative litigation); *Ind. State Dist. Council of Laborers & HOD Carriers Pension Fund v. Renal Care Grp., Inc.*, No. 05-0451, 2005 U.S. Dist. LEXIS 24210 (M.D. Tenn. Aug. 18, 2005) (successfully obtaining remand of case improperly removed to federal court under the Class Action Fairness Act); *Pipefitters Local 522 & 633 Pension Trust Fund v. Salem Commc'ns Corp.*, No. CV 05-2730, 2005 U.S. Dist. LEXIS 14202 (C.D. Cal. June 28, 2005) (successfully obtaining remand of case improperly removed to federal court under the Securities Litigation Uniform Standards Act of 1998); and *Pate v. Elloway*, No. 01-03-00187-CV, 2003 Tex. App. LEXIS 9681 (Tex. App. Houston 1st Dist. Nov. 13, 2003) (upholding certification of shareholder class action under new Texas standards).

Education: B.A., University of Tennessee, Knoxville, 1987; B.A., Katholieke Universiteit Leuven, Belgium, 1988; J.D., Vanderbilt School of Law, 1991

Honors/Awards: Attorney of the Year, *California Lawyer*, 2012; B.A., Great Distinction, Katholieke Universiteit Leuven, Belgium, 1988; B.A., Honors, University of Tennessee, Knoxville, 1987; Authorities Editor, *Vanderbilt Journal of Transnational Law*, 1991

AELISH M. BAIG

Aelish Marie Baig is a partner in the Firm's San Francisco office and focuses her practice on securities class action litigation in federal court. Ms. Baig has litigated a number of cases through jury trial, resulting in multi-million dollar awards or settlements for her clients. Ms. Baig has prosecuted numerous securities fraud actions filed against corporations such as Huffy, Pall and Verizon. Ms. Baig was part of the litigation and trial team in *White v. Cellco Partnership d/b/a Verizon Wireless*, which ultimately settled for \$21 million and Verizon's agreement to an injunction restricting its ability to impose early termination fees in future subscriber agreements. Ms. Baig also prosecuted numerous stock option backdating actions, securing tens of millions of dollars in cash recoveries, as well as the implementation of comprehensive corporate governance enhancements for companies victimized by fraudulent stock option practices. Her clients have included the Counties of Santa Clara and Santa Cruz, as well as state, county and municipal pension funds across the country. Ms. Baig is a member of the California Bar, and has been admitted to practice in state and federal courts in California as well as in the U.S. Supreme Court.

Education: B.A., Brown University, 1992; J.D., Washington College of Law at American University, 1998.

Honors/Awards: J.D., *Cum Laude*, Washington College of Law at American University, 1998; Senior Editor, *Administrative Law Review*, Washington College of Law at American University

RANDALL J. BARON

Randall J. Baron is a partner in the Firm's San Diego office and specializes in securities and corporate takeover litigation and breach of fiduciary duty actions. Mr. Baron is responsible for 7 of the 12 largest takeover settlements in history, including the largest settlement of its kind. In 2010, as a lead counsel in *In re Kinder Morgan, Inc. S'holder Litig.* (Kan. Dist. Ct., Shawnee County), Mr. Baron secured a settlement of \$200 million on behalf of shareholders who were cashed out in the buyout. Other notable achievements include *In re Chaparral Res., Inc. S'holder Litig.* (Del. Ch.), where Mr. Baron was one of the lead trial counsel, which resulted in a common fund settlement of \$41 million (or 45% increase above merger price); *In re ACS S'holder Litig.* (Del. Ch. and Tex. County Ct., Dallas County), where Mr. Baron, as lead Texas counsel, obtained significant modifications to the terms of the merger agreement and a \$69 million common fund; *In re Prime Hospitality, Inc. S'holder Litig.* (Del. Ch.), where Mr. Baron led a team of lawyers who objected to a settlement that was unfair to the class and proceeded to litigate breach of fiduciary duty issues involving a sale of hotels to a private equity firm, which resulted in a common fund settlement of \$25 million for shareholders; and *In re Dollar Gen. S'holder Litig.* (Tenn. Cir. Ct., Davidson County), where Mr. Baron was lead trial counsel and helped to secure a settlement of up to \$57 million in a common fund shortly before trial. Prior to joining the Firm, Mr. Baron served as a Deputy District Attorney from 1990-1997 in Los Angeles County.

Education: B.A., University of Colorado at Boulder, 1987; J.D., University of San Diego School of Law, 1990

Honors/Awards: Attorney of the Year, *California Lawyer*, 2012; One of the Top 500 Lawyers, *Lawdragon*, 2011; Litigator of the Week, *American Lawyer*, October 7, 2011; J.D., *Cum Laude*, University of San Diego School of Law, 1990

JAMES E. BARZ

James E. Barz is a former federal prosecutor and a registered CPA. He is a trial lawyer who has tried 18 federal and state jury trials to verdict. Mr. Barz has also been the lead or co-lead in numerous evidentiary hearings and injunction hearings, and he has argued nine cases in the Seventh Circuit. Mr. Barz has experience in state and federal court, as a prosecutor and plaintiffs' attorney, as well as defending both criminal and civil cases.

For the past three years, Mr. Barz has been an Adjunct Professor at Northwestern University School of Law where he teaches Trial Advocacy.

Education: B.B.A., Loyola University Chicago, School of Business Administration, 1995; J.D., Northwestern University School of Law, 1998

Honors/Awards: B.B.A., *Summa Cum Laude*, Loyola University Chicago, School of Business Administration, 1995; J.D., *Cum Laude*, Northwestern University School of Law, 1998

ALEXANDRA S. BERNAY

Alexandra S. Bernay is a partner in the San Diego office of Robbins Geller Rudman & Dowd LLP, where she specializes in antitrust and unfair competition class-action litigation. Ms. Bernay has also worked on some of the Firm's largest securities fraud class actions, including the *Enron* litigation, which recovered an unprecedented \$7.2 billion for investors.

Ms. Bernay's current practice focuses on the prosecution of antitrust and consumer fraud cases. She is on the litigation team prosecuting the *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, which is pending in the Eastern District of New York. Ms. Bernay is also a member of the team prosecuting *The Apple iPod iTunes Anti-Trust Litigation* in the Northern District of California as well as the litigation team involved in the *In re Digital Music Antitrust Litigation*, among other cases in the Firm's antitrust practice area.

She is also actively involved in the consumer action on behalf of bank customers who were overcharged for debit card transactions. That case, *In re Checking Account Overdraft Litigation*, is pending in the Southern District of Florida.

Education: B.A., Humboldt State University, 1997; J.D., University of San Diego School of Law, 2000

DOUGLAS R. BRITTON

Douglas R. Britton is a partner in the Firm's San Diego office and represents shareholders in securities class actions. Mr. Britton has secured settlements exceeding \$1 billion and significant corporate governance enhancements to improve corporate functioning.

Notable achievements include the *In re WorldCom, Inc. Sec. & "ERISA" Litig.*, where Mr. Britton was one of the lead partners that represented a number of opt-out institutional investors and secured an unprecedented recovery of \$651 million; *In re SureBeam Corp. Sec. Litig.*, where Mr. Britton was the lead trial counsel and secured an impressive recovery of \$32.75 million; and *In re Amazon.com, Inc. Sec. Litig.*, where Mr. Britton was one of the lead attorneys securing a \$27.5 million recovery for investors.

Mr. Britton has been specializing in securities litigation his entire legal career.

Education: B.B.A., Washburn University, 1991; J.D., Pepperdine University School of Law, 1996

Honors/Awards: J.D., *Cum Laude*, Pepperdine University School of Law, 1996

LUKE O. BROOKS

Luke O. Brooks is a partner in the Firm's San Francisco office and is a member of the securities litigation practice group. Notably, Mr. Brooks was on the trial team that won a jury verdict in *Lawrence E. Jaffe Pension Plan v. Household Int'l, Inc.*, No. 02-C-5893 (N.D. Ill.), a securities fraud class action against one of the world's largest subprime lenders. Although the litigation is ongoing, the *Household* verdict is expected to yield in excess of \$1 billion for the plaintiff class.

Education: B.A., University of Massachusetts at Amherst, 1997; J.D., University of San Francisco, 2000

Honors/Awards: Member, *University of San Francisco Law Review*, University of San Francisco

ANDREW J. BROWN

Andrew J. Brown is a partner in the Firm's San Diego office and prosecutes complex securities fraud and shareholder derivative actions against executives and corporations. Mr. Brown's efforts have resulted in numerous multi-million dollar recoveries to shareholders and precedent-setting changes in corporate practices. Recent examples include *Batwin v. Occam Networks, Inc.*, No. CV 07-2750, 2008 U.S. Dist. LEXIS 52365 (C.D. Cal. July 1, 2008); *In re Constar Int'l Inc. Sec. Litig.*, 585 F.3d 774 (3d Cir. 2009); *In re UNUMProvident Corp. Sec. Litig.*, 396 F. Supp. 2d 858 (E.D. Tenn. 2005); and *In re UnitedHealth Grp. Inc. PSLRA Litig.*, No. 06-CV-1691, 2007 U.S. Dist. LEXIS 94616 (D. Minn. Dec. 26, 2007). Prior to joining the Firm, Mr. Brown worked as a trial lawyer for the San Diego County Public Defender's Office. Thereafter, he opened his own law firm, where he represented consumers and insureds in lawsuits against major insurance companies.

Education: B.A., University of Chicago, 1988; J.D., University of California, Hastings College of the Law, 1992

JOY ANN BULL

Joy Ann Bull is a partner in the Firm's San Diego office and focuses her practice on court approval of settlements reached in the Firm's class actions. Ms. Bull has negotiated complex settlement agreements and obtained court approval of a variety of notable settlements, including *In re HealthSouth Corp. Sec. Litig.*, No. CV-03-BE-1500-S (N.D. Ala.) (\$671 million recovery); *BP plc Shareholder Litigation*, No. 3AN-06-11929CI (Alaska Super. Ct.) (BP agreed to improved shareholder input and shareholder rights as well as operational safety oversight); *Royal Dutch Shell Shareholder Litigation*, No. 04-CV-3603 (D.N.J.) (obtained improved governance standards, shareholder participation in nomination of board members, board independence standards, and compensation practices); *Carbon Fiber Antitrust Litigation*, No. CV-99-7796 (C.D. Cal.) (\$67.5 million recovery); *Ryan v. Flowserve Corp.*, No. 3:03-CV-01769-B (N.D. Tex.) (\$55 million recovery); *In re Krispy Kreme Doughnuts, Inc. Sec. Litig.*, No. 1:04-cv-00416 (M.D.N.C.) (\$75 million recovery); *In re Northwestern Corp. Sec. Litig.*, No. CIV-03-4049 (D.S.D.) (\$48 million recovery); *In re Dole S'holders Litig.*, No. BC281949 (Cal. Super. Ct., Los Angeles County) (\$172 million

recovery plus injunctive relief); *In re Disposable Contact Lens Antitrust Litig.*, MDL No. 1030 (M.D. Fla.) (\$89 million); *In re LifeScan, Inc. Consumer Litig.*, No. C-98-20321 (N.D. Cal.) (\$45 million cash recovery); and *Hall v. NCAA*, No. 94-2392 (D. Kan.) (more than \$70 million cash recovery).

Education: B.A., University of Illinois, Springfield, 1970; M.A., University of Illinois, Springfield, 1972; J.D., University of San Diego School of Law, 1988

Honors/Awards: J.D., *Magna Cum Laude*, University of San Diego School of Law, 1988; Member, University of San Diego National Trial Competition Team; Member, *San Diego Law Review*, University of San Diego School of Law

SPENCER A. BURKHOLZ

Spencer A. Burkholz is a partner in the Firm's San Diego office and a member of the Firm's Executive and Management Committees. Mr. Burkholz specializes in securities class actions and private actions on behalf of large institutional investors and was one of the lead trial attorneys in the *Household* securities class action that resulted in a jury verdict on liability and per share damages in favor of investors in May 2009. Mr. Burkholz has also represented public and private institutional investors in the *Enron*, *WorldCom*, *Qwest* and *Cisco* securities actions that have recovered billions of dollars for investors. Mr. Burkholz is currently representing large institutional investors in actions involving the credit crisis.

Education: B.A., Clark University, 1985; J.D., University of Virginia School of Law, 1989

Honors/Awards: B.A., *Cum Laude*, Clark University, 1985; *Phi Beta Kappa*, Clark University, 1985

JAMES CAPUTO

James Caputo is a partner in the Firm's San Diego office. Mr. Caputo focuses his practice on the prosecution of complex litigation involving securities fraud and corporate malfeasance, consumer protection violations, unfair business practices, contamination and toxic torts, and employment and labor law violations. Mr. Caputo successfully served as lead or co-lead counsel in numerous class, consumer and employment litigation matters, including *In re S3 Sec. Litig.*, No. CV770003 (Cal. Super. Ct., Santa Clara County); *Santiago v. Kia Motors Am.*, No. 01CC01438 (Cal. Super. Ct., Orange County); *In re Fleming Cos. Sec. Litig.*, No. 02-CV-178 (E.D. Tex.); *In re Valence Tech. Sec. Litig.*, No. C95-20459 (N.D. Cal.); *In re THQ, Inc. Sec. Litig.*, No. CV-00-01783 (C.D. Cal.); *Mynaf v. Taco Bell Corp.*, CV 761193 (Cal. Super. Ct., Santa Clara County); *Newman v. Stringfellow* (Cal. Super. Ct., Riverside County); *Carpenters Health & Welfare Fund v. Coca Cola Co.*, No. 00-CV-2838-WBH (N.D. Ga.); *Hawaii Structural Ironworkers Pension Trust Fund v. Calpine Corp.*, No. 1-04-cv-021465 (Cal. Super. Ct., Santa Clara County); and *In re HealthSouth Corp. Sec. Litig.*, No. CV-03-BE-1500-S (N.D. Ala.). Collectively, these actions have returned well over \$1 billion to injured stockholders, consumers and employees.

Prior to joining the Firm, Mr. Caputo was a staff attorney to Associate Justice Don R. Work and Presiding Justice Daniel J. Kremer of the California Court of Appeal, Fourth Appellate District.

Education: B.S., University of Pittsburgh, 1970; M.A., University of Iowa, 1975; J.D., California Western School of Law, 1984

Honors/Awards: San Diego Super Lawyer (2008-Present); J.D., *Magna Cum Laude*, California Western School of Law, 1984; Editor-in-Chief, International Law Journal, California Western School of Law

CHRISTOPHER COLLINS

Christopher Collins is a partner in the Firm's San Diego office. His practice areas include antitrust, consumer protection and tobacco litigation. Mr. Collins served as co-lead counsel in *Wholesale Elec. Antitrust Cases I & II*, JCCP Nos. 4204 & 4205, charging an antitrust conspiracy by wholesale electricity suppliers and traders of electricity in California's newly deregulated wholesale electricity market wherein plaintiffs secured a global settlement for California consumers, businesses and local governments valued at more than \$1.1 billion. Mr. Collins was also involved in California's tobacco litigation, which resulted in the \$25.5 billion recovery for California and its local entities. Mr. Collins is currently counsel on the MemberWorks upsell litigation, as well as a number of consumer actions alleging false and misleading advertising and unfair business practices against major corporations. Mr. Collins formerly served as a Deputy District Attorney for Imperial County.

Education: B.A., Sonoma State University, 1988; J.D., Thomas Jefferson School of Law, 1995

JOSEPH D. DALEY

Joseph D. Daley is a partner in the Firm's San Diego office, serves on the Firm's Securities Hiring Committee, and is a member of the Firm's Appellate Practice Group. Precedents include *Frank v. Dana Corp.* ("*Dana I*"), 646 F.3d 954 (6th Cir.), *cert. denied*, __U.S.__, 132 S. Ct. 559 (2011); *Siracusano v. Matrixx Initiatives, Inc.*, 585 F.3d 1167 (9th Cir. 2009), *aff'd*, __U.S.__, 131 S.Ct. 1309 (2011); *In re HealthSouth Corp. Sec. Litig.*, 334 F. App'x 248 (11th Cir. 2009); *Frank v. Dana Corp.* ("*Dana I*"), 547 F.3d 564 (6th Cir. 2008); *Luther v. Countrywide Home Loans Servicing LP*, 533 F.3d 1031 (9th Cir. 2008); *In re Merck & Co. Sec., Derivative & ERISA Litig.*, 493 F.3d 393 (3d Cir. 2007); *In re Qwest Commc'ns Int'l*, 450 F.3d 1179 (10th Cir. 2006); and *DeJulius v. New Eng. Health Care Emps. Pension Fund*, 429 F.3d 935 (10th Cir. 2005). Mr. Daley is admitted to practice before the Supreme Court of the United States, as well as before 12 United States Courts of Appeals around the nation.

Education: B.S., Jacksonville University, 1981; J.D., University of San Diego School of Law, 1996

Honors/Awards: San Diego Super Lawyer (2011); Appellate Moot Court Board, Order of the Barristers, University of San Diego School of Law; Best Advocate Award (Traynore

Constitutional Law Moot Court Competition), First Place and Best Briefs (Alumni Torts Moot Court Competition and USD Jessup International Law Moot Court Competition)

PATRICK W. DANIELS

Patrick W. Daniels is a founding partner of the Firm and a member of the Firm's Management Committee. Mr. Daniels counsels private and state government pension funds, central banks and fund managers in the United States, Australia, United Arab Emirates, United Kingdom, the Netherlands, and other countries within the European Union on issues related to corporate fraud in the United States securities markets and on "best practices" in the corporate governance of publicly traded companies. Mr. Daniels has represented dozens of institutional investors in some of the largest and most significant shareholder actions in the United States, including the *Enron*, *WorldCom*, *AOL Time Warner* and *BP* actions.

Education: B.A., University of California, Berkeley, 1993; J.D., University of San Diego School of Law, 1997

Honors/Awards: One of the Most 20 Most Influential Lawyers in the State of California Under 40 Years of Age, *Daily Journal*; Rising Star of Corporate Governance, Yale School of Management's Milstein Center for Corporate Governance & Performance; B.A., *Cum Laude*, University of California, Berkeley, 1993

STUART A. DAVIDSON

Stuart A. Davidson is a partner in the Firm's Boca Raton office and currently devotes his time to the representation of investors in class actions involving mergers and acquisitions, in prosecuting derivative lawsuits on behalf of public corporations, and in prosecuting a number of consumer fraud cases throughout the nation. Since joining the Firm, Mr. Davidson has obtained multi-million dollar recoveries for healthcare providers, consumers and shareholders, including cases involving Aetna Health, Vista Healthplan, Fidelity Federal Bank & Trust, and UnitedGlobalCom. Mr. Davidson is a former lead trial attorney in the Felony Division of the Broward County, Florida Public Defender's Office. During his tenure at the Public Defender's Office, Mr. Davidson tried over 30 jury trials and represented individuals charged with a variety of offenses, including life and capital felonies.

Education: B.A., State University of New York at Geneseo, 1993; J.D., Nova Southeastern University Shepard Broad Law Center, 1996

Honors/Awards: J.D., *Summa Cum Laude*, Nova Southeastern University Shepard Broad Law Center, 1996; Associate Editor, *Nova Law Review*, Book Awards in Trial Advocacy, Criminal Pretrial Practice and International Law

JASON C. DAVIS

Jason C. Davis is a partner in the Firm's San Francisco office. Mr. Davis' practice focuses on securities class actions and complex litigation involving equities, fixed-income, synthetic

and structured securities issued in public and private transactions. Mr. Davis was on the trial team that won a unanimous jury verdict in a class action against one of the world's largest subprime lenders in *Jaffe v. Household Int'l, Inc.*, No. 02-C-5893 (N.D. Ill.).

Previously, Mr. Davis focused on cross-border transactions, mergers and acquisitions at Cravath, Swaine and Moore LLP in New York.

Education: B.A., Syracuse University, 1998; J.D., University of California at Berkeley, Boalt Hall School of Law, 2002

Honors/Awards: B.A., *Summa Cum Laude*, Syracuse University, 1998; International Relations Scholar of the year, Syracuse University; Teaching fellow, examination awards, Moot court award, University of California at Berkeley, Boalt Hall School of Law

MICHAEL J. DOWD

Michael J. Dowd is a founding partner in the Firm's San Diego office and a member of the Firm's Executive and Management Committees. Mr. Dowd is responsible for prosecuting complex securities cases and has obtained significant recoveries for investors in cases such as *AOL Time Warner*, *UnitedHealth*, *WorldCom*, *Qwest*, *Vesta*, *U.S. West* and *Safeskin*. In 2009, Mr. Dowd served as lead trial counsel in *Jaffe v. Household Int'l Inc.* in the Northern District of Illinois, which resulted in a jury liability verdict for plaintiffs expected to yield in excess of \$1 billion for the injured class. Mr. Dowd also served as the lead trial lawyer in *In re AT&T Corp. Sec. Litig.*, which was tried in the District of New Jersey and settled after only two weeks of trial for \$100 million. Mr. Dowd served as an Assistant United States Attorney in the Southern District of California from 1987-1991, and again from 1994-1998.

Education: B.A., Fordham University, 1981; J.D., University of Michigan School of Law, 1984

Honors/Awards: Attorney of the Year, *California Lawyer*; Director's Award for Superior Performance, United States Attorney's Office; Top 100 Lawyers, *Daily Journal*, 2009; B.A., *Magna Cum Laude*, Fordham University, 1981

TRAVIS E. DOWNS III

Travis E. Downs III is a partner in the Firm's San Diego office and focuses his practice on the prosecution of shareholder and securities litigation, including shareholder derivative litigation on behalf of corporations. Mr. Downs has extensive experience in federal and state shareholder litigation and recently led a team of lawyers who successfully prosecuted over 65 stock option backdating derivative actions pending in state and federal courts across the country, including *In re Marvell Tech. Grp., Inc. Derivative Litig.* (\$54 million in financial relief and extensive corporate governance enhancements); *In re KLA-Tencor Corp. Derivative Litig.* (\$42.6 million in financial relief and significant corporate governance reforms); *In re McAfee, Inc. Derivative Litig.* (\$30 million in financial relief and corporate governance enhancements); *In re Activision Corp. Derivative Litig.* (\$24.3 million in financial relief and extensive corporate governance reforms); and *In re Juniper Networks, Inc.*

Derivative Litig. (\$22.7 million in financial relief and significant corporate governance enhancements).

Education: B.A., Whitworth University, 1985; J.D., University of Washington School of Law, 1990

Honors/Awards: B.A., Honors, Whitworth University, 1985

DANIEL S. DROSMAN

Daniel S. Drosman is a partner in the Firm's San Diego office and focuses his practice on securities fraud and other complex civil litigation. Mr. Drosman has obtained significant recoveries for investors in cases such as *Cisco Systems*, *Coca-Cola*, *Petco*, *PMI* and *America West*. In 2009, Mr. Drosman served as one of the lead trial attorneys in *Jaffe v. Household Int'l, Inc.* in the Northern District of Illinois, which resulted in a jury verdict for plaintiffs expected to yield in excess of \$1 billion for the injured investors. Mr. Drosman currently leads a group of attorneys prosecuting fraud claims against the credit rating agencies, where he is distinguished as one of the few plaintiffs' counsel to overcome the credit rating agencies' motions to dismiss.

Prior to joining the Firm, Mr. Drosman served as an Assistant District Attorney for the Manhattan District Attorney's Office, and an Assistant United States Attorney in the Southern District of California, where he investigated and prosecuted violations of the federal narcotics, immigration, and official corruption law.

Education: B.A., Reed College, 1990; J.D., Harvard Law School, 1993

Honors/Awards: Department of Justice Special Achievement Award, Sustained Superior Performance of Duty; B.A., Honors, Reed College, 1990; *Phi Beta Kappa*, Reed College, 1990

THOMAS E. EGLER

Thomas E. Egler is a partner in the Firm's San Diego office and focuses his practice on the prosecution of securities class actions on behalf of defrauded shareholders. Mr. Egler is responsible for prosecuting securities fraud class actions and has obtained recoveries for investors in litigation involving WorldCom (\$657 million recovery), AOL Time Warner (\$629 million recovery), and Qwest (\$445 million recovery), as well as dozens of other actions.

Prior to joining the Firm, Mr. Egler was a law clerk to the Honorable Donald E. Ziegler, Chief Judge, United States District Court, Western District of Pennsylvania.

Education: B.A., Northwestern University, 1989; J.D., The Catholic University of America, Columbus School of Law, 1995

Honors/Awards: Associate Editor, *The Catholic University Law Review*

JASON A. FORGE

Jason A. Forge is a partner in the Firm's San Diego office, specializing in complex investigations, litigation, and trials. As a federal prosecutor and private practitioner, Mr. Forge has conducted dozens of jury and bench trials in federal and state courts, including the month-long trial of a defense contractor who conspired with Congressman Randy "Duke" Cunningham in the largest bribery scheme in congressional history. Mr. Forge has taught trial practice techniques on local and national levels. He has also written and argued many state and federal appeals, including an en banc argument in the Ninth Circuit. Representative results include *United States v. Wilkes*, 662 F.3d 524 (9th Cir. 2011) (affirming in all substantive respects, fraud, bribery, and money laundering convictions), and *United States v. Iribe*, 564 F.3d 1155 (9th Cir. 2009) (affirming use of U.S.-Mexico extradition treaty to extradite and convict defendant who kidnapped and murdered private investigator).

Education: B.B.A., The University of Michigan Ross School of Business, 1990; J.D., The University of Michigan Law School, 1993

Honors/Awards: Two-time recipient of one of Department of Justice's highest awards: Director's Award for Superior Performance by Litigation Team; numerous commendations from Federal Bureau of Investigation (including commendation from FBI Director Robert Mueller III), Internal Revenue Service, and Defense Criminal Investigative Service; J.D., *Magna Cum Laude*, Order of the Coif, The University of Michigan Law School, 1993; B.B.A., High Distinction, The University of Michigan Ross School of Business, 1990

PAUL J. GELLER

Paul J. Geller, one of the Firm's founding partners, manages the Firm's Boca Raton, Florida office and sits on the Firm's Executive Committee. Before devoting his practice exclusively to the representation of plaintiffs, Mr. Geller defended blue-chip companies in class action lawsuits at one of the world's largest corporate defense firms.

Mr. Geller's class action experience is broad, and he has handled cases in each of the Firm's practice areas. His securities fraud successes include class actions against three large mutual fund families for the manipulation of asset values (*Hicks v. Morgan Stanley*; *Abrams v. Van Kampen*; *In re Eaton Vance*) (\$51.5 million aggregate settlements) and a case against Lernout & Hauspie Speech Products, N.V. (\$115 million settlement). In the derivative arena, Mr. Geller was lead derivative counsel in a case against Prison Realty Trust (total aggregate settlement of \$120 million). In the corporate takeover area, Mr. Geller led cases against the boards of directors of Outback Steakhouse (\$30 million additional consideration to shareholders) and Intermedia Corp. (\$38 million settlement). Finally, Mr. Geller has handled many consumer fraud class actions, including cases against Fidelity Federal for privacy violations (\$50 million settlement) and against Dannon for falsely advertising the health benefits of yogurt (\$45 million settlement).

Education: B.S., University of Florida, 1990; J.D., Emory University School of Law, 1993

Honors/Awards: One of Florida's Top Lawyers, *Law & Politics*; One of the Nation's Top 500 Lawyers, *Lawdragon*; One of the Nation's Top 40 Under 40, *The National Law Journal*; Editor, *Emory Law Review*; Order of the Coif, Emory University School of Law; "Florida Super Lawyer," *Law & Politics*; "Legal Elite," *South Fla. Bus. Journal*; "Most Effective Lawyer Award," *American Law Media*

DAVID J. GEORGE

David J. George is a partner in the Firm's Boca Raton office and devotes his practice to representing defrauded investors in securities class actions. Mr. George, a zealous advocate of shareholder rights, has been lead and/or co-lead counsel with respect to various securities class action matters, including *In re Cryo Cell Int'l, Inc. Sec. Litig.* (M.D. Fla.) (\$7 million settlement); *In re TECO Energy, Inc. Sec. Litig.* (M.D. Fla.) (\$17.35 million settlement); *In re Newpark Res., Inc. Sec. Litig.* (E.D. La.) (\$9.24 million settlement); *In re Mannatech, Inc. Sec. Litig.* (N.D. Tex.) (\$11.5 million settlement); *Reese v. McGraw Hill Cos., Inc.* (S.D.N.Y.); *Kuriakose v. Fed. Home Loan Mtg. Co.* (S.D.N.Y.); *City of Lakeland Emps. Pension Plan v. Baxter Int'l, Inc.* (N.D. Ill.); *Locals 302 & 612 of the Int'l Union of Operating Eng's v. Mort. Asset Securitization Transactions, Inc.* (D.N.J.); *City of Roseville Emps. Ret. Sys. v. Textron, Inc.* (D.R.I.); and *Sheet Metal Workers Local 32 Pension Fund v. Terex Corp.* (D. Conn.). Mr. George has also acted as lead counsel in numerous consumer class actions, including *Lewis v. Labor Ready, Inc.* (S.D. Fla.) (\$11 million settlement); *In re Webloyalty.com, Inc. Mktg. Practices & Sales Practices Litig.* (D. Mass.) (\$10 million settlement); and *In re Navisite Migration Litig.* (D. Md.) (\$1.7 million settlement). Mr. George was also a member of the litigation team in *In re UnitedHealth Grp. Inc. PSLRA Litig.* (D. Minn.) (\$925.5 million settlement).

Education: B.A., University of Rhode Island, 1988; J.D., University of Richmond School of Law, 1991

Honors/Awards: One of Florida's Most Effective Corporate/Securities Lawyers (only plaintiffs' counsel recognized), *Daily Business Review*; J.D., Highest Honors, Outstanding Graduate & Academic Performance Awards, President of McNeill Law Society, University of Richmond School of Law

JONAH H. GOLDSTEIN

Jonah H. Goldstein is a partner in the Firm's San Diego office and responsible for prosecuting complex securities cases and obtaining recoveries for investors. Mr. Goldstein also represents corporate whistleblowers who report violations of the securities laws. Mr. Goldstein has achieved significant settlements on behalf of investors including in *In re HealthSouth Sec. Litig.* (over \$670 million recovered against HealthSouth, UBS and Ernst & Young) and *In re Cisco Sec. Litig.* (approximately \$100 million). Mr. Goldstein also served on the Firm's trial team in *In re AT&T Corp. Sec. Litig.*, MDL No. 1399 (D.N.J.), which settled after two weeks of trial for \$100 million. Prior to joining the Firm, Mr. Goldstein served as a law clerk for the Honorable William H. Erickson on the Colorado Supreme Court and as an Assistant United States Attorney for the Southern District of California,

where he tried numerous cases and briefed and argued appeals before the Ninth Circuit Court of Appeals.

Education: B.A., Duke University, 1991; J.D., University of Denver College of Law, 1995

Honors/Awards: Comments Editor, *University of Denver Law Review*, University of Denver College of Law

BENNY C. GOODMAN III

Benny C. Goodman III is a partner in the Firm's San Diego office and concentrates his practice on shareholder derivative and securities class actions. Mr. Goodman has achieved groundbreaking settlements as lead counsel in a number of shareholder derivative actions related to stock option backdating by corporate insiders, including *In re KB Home S'holder Derivative Litig.*, No. CV-06-05148 (C.D. Cal.) (extensive corporate governance changes, over \$80 million cash back to the company); *In re Affiliated Computer Servs. Derivative Litig.*, No. 06-CV-1110 (N.D. Tex.) (\$30 million recovery); and *Gunther v. Tomasetta*, No. 06-cv-02529 (C.D. Cal.) (corporate governance overhaul, including shareholder nominated directors, and cash payment to Vitesse Semiconductor Corporation from corporate insiders).

Mr. Goodman also represented over 60 public and private institutional investors that filed and settled individual actions in the *WorldCom* securities litigation. Additionally, Mr. Goodman successfully litigated several other notable securities class actions against companies such as Infonet Services Corporation, Global Crossing, and Fleming Companies, Inc., each of which resulted in significant recoveries for shareholders.

Education: B.S., Arizona State University, 1994; J.D., University of San Diego School of Law, 2000

ELISE J. GRACE

Elise J. Grace is a partner in the San Diego office and responsible for advising the Firm's state and government pension fund clients on issues related to securities fraud and corporate governance. Ms. Grace serves as the Editor-in-Chief of the Firm's Corporate Governance Bulletin and is a frequent lecturer on securities fraud, shareholder litigation, and options for institutional investors seeking to recover losses caused by securities and accounting fraud. Ms. Grace has prosecuted various significant securities fraud class actions, including the *AOL Time Warner* state and federal securities opt-out litigations, which resulted in a combined settlement of \$629 million for defrauded shareholders. Prior to joining the Firm, Ms. Grace was an associate at Brobeck Phleger & Harrison LLP and Clifford Chance LLP, where she defended various Fortune 500 companies in securities class actions and complex business litigation.

Education: B.A., University of California, Los Angeles, 1993; J.D., Pepperdine School of Law, 1999

Honors/Awards: J.D., *Magna Cum Laude*, Pepperdine School of Law, 1999; AMJUR American Jurisprudence Awards - Conflict of Laws; Remedies; Moot Court Oral Advocacy; Dean's Academic Scholarship, Pepperdine School of Law; B.A., *Summa Cum Laude*, University of California, Los Angeles, 1993; B.A., *Phi Beta Kappa*, University of California, Los Angeles, 1993

JOHN K. GRANT

John K. Grant is a partner in the Firm's San Francisco office and devotes his practice to representing investors in securities fraud class actions. Mr. Grant has litigated numerous successful securities actions as lead or co-lead counsel, including *In re Micron Tech., Inc. Sec. Litig.* (\$42 million recovery), *Perera v. Chiron Corp.* (\$40 million recovery), *King v. CBT Grp., PLC* (\$32 million recovery), and *In re Exodus Commc'ns, Inc. Sec. Litig.* (\$5 million recovery).

Education: B.A., Brigham Young University, 1988; J.D., University of Texas at Austin, 1990

KEVIN K. GREEN

Kevin K. Green is a partner in the Firm's San Diego office and represents defrauded investors and consumers in the appellate courts. He is a member of the California Academy of Appellate Lawyers and a Certified Appellate Specialist, State Bar of California Board of Legal Specialization. Mr. Green has filed briefs and argued appeals and writs in jurisdictions across the country. Decisions include: *Kwikset Corp. v. Superior Court*, 51 Cal. 4th 310 (2011); *Luther v. Countrywide Fin. Corp.*, 195 Cal. App. 4th 789 (2011); *Fox v. JAMDAT Mobile, Inc.*, 185 Cal. App. 4th 1068 (2010); *In re F5 Networks, Inc., Derivative Litig.*, 207 P.3d 433 (Wash. 2009); *Smith v. Am. Family Mut. Ins. Co.*, 289 S.W.3d 675 (Mo. Ct. App. 2009); *Alaska Elec. Pension Fund v. Brown*, 941 A.2d 1011 (Del. 2007); and *Lebrilla v. Farmers Grp., Inc.*, 119 Cal. App. 4th 1070 (2004).

Education: B.A., University of California, Berkeley, 1989; J.D., Notre Dame Law School, 1995

Honors/Awards: San Diego Super Lawyer (2008- present)

TOR GRONBORG

Tor Gronborg is a partner in the Firm's San Diego office and focuses his practice on securities fraud actions. Mr. Gronborg has served as lead or co-lead litigation counsel in various cases that have collectively recovered more than \$1 billion for investors, including *In re Cardinal Health, Inc. Sec. Litig.* (\$600 million); *Silverman v. Motorola, Inc.* (\$200 million); *In re Prison Realty Sec. Litig.* (\$104 million); and *In re CIT Group Sec. Litig.* (\$75 million). On three separate occasions, Mr. Gronborg's pleadings have been upheld by the federal Courts of Appeals (*Broudo v. Dura Pharms., Inc.*, 339 F.3d 933 (9th Cir. 2003), *rev'd on other grounds*, 554 U.S. 336 (2005); *In re Daou Sys.*, 411 F.3d 1006 (9th Cir. 2005); *Staehr v. Hartford Fin. Servs. Grp.*, 547 F.3d 406 (2d Cir. 2008)), and he has been responsible for a number of significant rulings, including *Silverman v. Motorola, Inc.*, 798 F.

Supp. 2d 954 (N.D. Ill. 2011); *Roth v. Aon Corp.*, No. 04-C-6835, 2008 U.S. Dist. LEXIS 18471 (N.D. Ill. Mar. 7, 2008); *In re Cardinal Health, Inc. Sec. Litigs.*, 426 F. Supp. 2d 688 (S.D. Ohio 2006); and *In re Dura Pharms., Inc. Sec. Litig.*, 452 F. Supp. 2d 1005 (S.D. Cal. 2006).

Education: B.A., University of California, Santa Barbara, 1991; Rotary International Scholar, University of Lancaster, U.K., 1992; J.D., University of California, Berkeley, 1995

Honors/Awards: Moot Court Board Member, University of California, Berkeley; AFL-CIO history scholarship, University of California, Santa Barbara

ELLEN GUSIKOFF STEWART

Ellen Gusikoff Stewart is a partner in the Firm's San Diego office and practices in the Firm's settlement department, negotiating and documenting the Firm's complex securities, merger, ERISA and stock options backdating derivative actions. Recent settlements include *In re Forest Labs., Inc. Sec. Litig.* (S.D.N.Y.) (\$65 million); *In re Activision, Inc. S'holder Derivative Litig.* (C.D. Cal.) (\$24.3 million in financial benefits to Activision in options backdating litigation); *In re Affiliated Computer Servs. Derivative Litig.* (N.D. Tex.) (\$30 million cash benefit to ACS in options backdating litigation); and *In re TD Banknorth S'holders Litig.* (Del. Ch.) (\$50 million).

Education: B.A., Muhlenberg College, 1986; J.D., Case Western Reserve University, 1989

Honors/Awards: Peer-Rated by Martindale-Hubbell

DENNIS J. HERMAN

Dennis J. Herman is a partner in the Firm's San Francisco office and concentrates his practice on securities class action litigation. Mr. Herman has led or been significantly involved in the prosecution of numerous securities fraud claims that have resulted in substantial recoveries for investors, including settled actions against Coca-Cola (\$137 million), VeriSign (\$78 million), NorthWestern (\$40 million), America Service Group (\$15 million), Specialty Laboratories (\$12 million), Stellant (\$12 million) and Threshold Pharmaceuticals (\$10 million). Mr. Herman led the prosecution of the securities action against Lattice Semiconductor, which resulted in a significant, precedent-setting decision regarding the liability of officers who falsely certify the adequacy of internal accounting controls under the Sarbanes-Oxley Act.

Education: B.S., Syracuse University, 1982; J.D., Stanford Law School, 1992

Honors/Awards: Order of the Coif, Stanford Law School; Urban A. Sontheimer Award (graduating second in his class), Stanford Law School; Award-winning Investigative Newspaper Reporter and Editor in California and Connecticut

JOHN HERMAN

John Herman is the Chair of the Firm's Intellectual Property Practice and manages the Firm's Atlanta office. Mr. Herman has spent his career enforcing the intellectual property rights of famous inventors and innovators against infringers throughout the United States. He has assisted patent owners in collecting hundreds of millions of dollars in royalties. Mr. Herman is recognized by his peers as being among the leading intellectual property litigators in the country.

Mr. Herman's noteworthy cases include representing renowned inventor Ed Phillips in the landmark case of *Phillips v. AWH Corp.*; representing pioneers of mesh technology – David Petite and Edwin Brownrigg – in a series of patent infringement cases on multiple patents; and acting as plaintiffs' counsel in the *In re Home Depot* shareholder derivative actions pending in Fulton County Superior Court.

Education: B.S., Marquette University, 1988; J.D., Vanderbilt University Law School, 1992

Honors/Awards: Georgia Super Lawyer, *Atlanta Magazine*; Top 100 Georgia Super Lawyers list; John Wade Scholar, Vanderbilt University Law School; Editor-in-Chief, *Vanderbilt Journal*, Vanderbilt University Law School; B.S., *Summa Cum Laude*, Marquette University, 1988

ERIC ALAN ISAACSON

Eric Alan Isaacson is a partner in the Firm's San Diego office and has prosecuted many securities fraud class actions, including *In re Apple Computer Sec. Litig.*, No. C 84-20148 (N.D. Cal.). Since the early 1990s, Mr. Isaacson's practice has focused primarily on appellate matters in cases that have produced dozens of published precedents, including *Alaska Elec. Pension Fund v. Pharmacia Corp.*, 554 F.3d 342 (3d Cir. 2009); *In re NYSE Specialists Sec. Litig.*, 503 F.3d 89 (2d Cir. 2007); and *In re WorldCom Sec. Litig.*, 496 F.3d 245 (2d Cir. 2007). Mr. Isaacson has also authored a number of publications, including *What's Brewing in Dura v. Broudo? The Plaintiffs' Attorneys Review the Supreme Court's Opinion and Its Import for Securities-Fraud Litigation* (co-authored with Patrick J. Coughlin and Joseph D. Daley), 37 Loy. U. Chi. L.J. 1 (2005); and *Securities Class Actions in the United States* (co-authored with Patrick J. Coughlin), *Litigation Issues in the Distribution of Securities: An International Perspective* 399 (Kluwer International/International Bar Association, 1997).

Education: B.A., Ohio University, 1982; J.D., Duke University School of Law, 1985

Honors/Awards: San Diego Super Lawyer; Unitarian Universalist Association Annual Award for Volunteer Service; J.D., High Honors, Order of the Coif, Duke University School of Law, 1985; Comment Editor, *Duke Law Journal*, Moot Court Board, Duke University School of Law

JAMES I. JACONETTE

James I. Jaconette is a partner in the Firm's San Diego office and focuses his practice on securities class action and shareholder derivative litigation. Mr. Jaconette has served as one of the lead counsel in securities cases with recoveries to individual and institutional investors totaling over \$8 billion. He also advises institutional investors, including hedge funds, pension funds and financial institutions. Landmark securities actions in which Mr. Jaconette contributed in a primary litigating role include *In re Informix Corp. Sec. Litig.*, and *In re Dynegy Inc. Sec. Litig.* and *In re Enron Corp. Sec. Litig.*, where Mr. Jaconette represented lead plaintiff The Regents of the University of California. In addition, Mr. Jaconette has extensive experience in options backdating matters.

Education: B.A., San Diego State University, 1989; M.B.A., San Diego State University, 1992; J.D., University of California Hastings College of the Law, 1995

Honors/Awards: J.D., *Cum Laude*, University of California Hastings College of the Law, 1995; Associate Articles Editor, *Hastings Law Journal*, University of California Hastings College of the Law; B.A., with Honors and Distinction, San Diego State University, 1989

FRANK J. JANECEK, JR.

Frank J. Janecek, Jr. is a partner in the Firm's San Diego office and practices in the areas of consumer/antitrust, Proposition 65, taxpayer and tobacco litigation. Mr. Janecek served as co-lead counsel, as well as court appointed liaison counsel, in *Wholesale Elec. Antitrust Cases I & II*, JCCP Nos. 4204 & 4205, charging an antitrust conspiracy by wholesale electricity suppliers and traders of electricity in California's newly deregulated wholesale electricity market. In conjunction with the Governor of the State of California, the California State Attorney General, the California Public Utilities Commission, the California Electricity Oversight Board, a number of other state and local governmental entities and agencies, and California's large, investor-owned electric utilities, plaintiffs secured a global settlement for California consumers, businesses and local governments valued at more than \$1.1 billion. Mr. Janecek also chaired several of the litigation committees in California's tobacco litigation, which resulted in the \$25.5 billion recovery for California and its local entities, and also handled a constitutional challenge to the State of California's Smog Impact Fee in *Ramos v. Dep't of Motor Vehicles*, No. 95AS00532 (Cal. Super. Ct., Sacramento County), which resulted in more than a million California residents receiving full refunds and interest, totaling \$665 million.

Education: B.S., University of California, Davis, 1987; J.D., Loyola Law School, 1991

RACHEL L. JENSEN

Rachel L. Jensen is a partner in the Firm's San Diego office and focuses her practice on nationwide consumer, insurance and securities class actions against some of the largest companies in the United States. Most recently, her practice has focused on hazardous children's toys, helping to secure a nationwide settlement with toy manufacturing giants Mattel and Fisher-Price that provided full consumer refunds and required greater quality assurance programs. She has also helped to secure millions of dollars on behalf of

policyholders against insurance brokers and carriers for engaging in bid-rigging and other conduct that betrayed their trust and resulted in higher premiums and inferior coverage.

Prior to joining the Firm, Ms. Jensen was an associate at Morrison & Foerster in San Francisco and later served as a clerk to the Honorable Warren J. Ferguson of the Ninth Circuit Court of Appeals. Ms. Jensen also worked abroad as a law clerk in the Office of the Prosecutor at the International Criminal Tribunal for Rwanda (ICTR) and at the International Criminal Tribunal for the Former Yugoslavia (ICTY).

Education: B.A., Florida State University, 1997; University of Oxford, International Human Rights Law Program at New College, Summer 1998; J.D., Georgetown University Law School, 2000

Honors/Awards: Nominated for 2011 Woman of the Year, *San Diego Magazine*; Editor-in-Chief, *First Annual Review of General and Sexuality Law*, Georgetown University Law School; Dean's List 1998-1999; B.A., *Cum Laude*, Florida State University's Honors Program, 1997; *Phi Beta Kappa*; Awarded Best Executive Agency Director of the Year in college for revamping Florida State University's Women's Educational and Cultural Center

EVAN J. KAUFMAN

Evan J. Kaufman is a partner in the Firm's New York office and focuses his practice in the area of complex litigation in federal and state courts including securities, corporate mergers and acquisitions, derivative, and consumer fraud class actions. Mr. Kaufman has served as lead counsel or played a significant role in numerous actions, including *In re TD Banknorth S'holders Litig.* (\$50 million recovery); *In re Gen. Elec. Co. ERISA Litig.* (\$40 million cost to GE, including significant improvements to GE's employee retirement plan, and benefits to GE plan participants valued in excess of \$100 million); *In re Warner Chilcott Ltd. Sec. Litig.* (\$16.5 million recovery); *In re Royal Grp. Tech. Sec. Litig.* (\$9 million recovery); and *In re Audiovox Derivative Litig.* (\$6.75 million recovery and corporate governance reforms).

Education: B.A., University of Michigan, 1992; J.D., Fordham University School of Law, 1995

Honors/Awards: Member, *Fordham International Law Journal*, Fordham University School of Law

CATHERINE J. KOWALEWSKI

Catherine J. Kowalewski is a partner in the Firm's San Diego office and focuses her practice on the investigation of potential actions on behalf of defrauded investors, primarily in the area of accounting fraud. In addition to being an attorney, Ms. Kowalewski is a Certified Public Accountant. Ms. Kowalewski has participated in the investigation and litigation of many large accounting scandals, including *In re Cardinal Health, Inc. Sec. Litig.* and *In re Krispy Kreme Doughnuts, Inc. Sec. Litig.*, and numerous companies implicated in the stock option backdating scandal. Prior to joining the Firm, Ms. Kowalewski served as a judicial extern to the Honorable Richard D. Huffman of the California Court of Appeal.

Education: B.B.A., Ohio University, 1994; M.B.A., Limburgs Universitair Centrum, 1995; J.D., University of San Diego School of Law, 2001

Honors/Awards: Lead Articles Editor, *San Diego Law Review*, University of San Diego

LAURIE L. LARGENT

Laurie L. Largent is a partner in the Firm's San Diego, California office. Her practice focuses on securities class action and shareholder derivative litigation and she has helped recover millions of dollars for injured shareholders. Ms. Largent earned her Bachelor of Business Administration degree from the University of Oklahoma in 1985 and her Juris Doctor degree from the University of Tulsa in 1988. While at the University of Tulsa, Ms. Largent served as a member of the *Energy Law Journal* and is the author of *Prospective Remedies Under NGA Section 5; Office of Consumers' Counsel v. FERC*, 23 Tulsa L.J. 613 (1988). Ms. Largent has also served as an Adjunct Business Law Professor at Southwestern College in Chula Vista, California. Prior to joining the Firm, Ms. Largent was in private practice for 15 years specializing in complex litigation, handling both trials and appeals in state and federal courts for plaintiffs and defendants.

Education: B.B.A., University of Oklahoma, 1985; J.D., University of Tulsa, 1988

ARTHUR C. LEAHY

Arthur C. Leahy is a founding partner in the Firm's San Diego office and a member of the Firm's Executive and Management Committees. Mr. Leahy has over 15 years of experience successfully litigating securities class actions and derivative cases. Mr. Leahy has recovered well over a billion dollars for the Firm's clients and has also negotiated comprehensive pro-investor corporate governance reforms at several large public companies. Mr. Leahy was part of the Firm's trial team in the AT&T securities litigation, which AT&T and its former officers paid \$100 million to settle after two weeks of trial. Prior to joining the Firm, Mr. Leahy served as a judicial extern for the Honorable J. Clifford Wallace of the United States Court of Appeals for the Ninth Circuit, and served as a judicial law clerk for the Honorable Alan C. Kay of the United States District Court for the District of Hawaii.

Education: B.A., Point Loma College, 1987; J.D., University of San Diego School of Law, 1990

Honors/Awards: J.D., *Cum Laude*, University of San Diego School of Law, 1990; Managing Editor, *San Diego Law Review*, University of San Diego School of Law

JEFFREY D. LIGHT

Jeffrey D. Light is a partner in the Firm's San Diego office and also currently serves as a Judge Pro Tem for the San Diego County Superior Court. Mr. Light practices in the Firm's settlement department, negotiating, documenting, and obtaining court approval of the Firm's complex securities, merger, consumer and derivative actions. These settlements include *In re Kinder Morgan, Inc. S'holder Litig.* (Kan. Dist. Ct., Shawnee County) (\$200

million recovery); *In re Currency Conversion Fee Antitrust Litig.* (S.D.N.Y.) (\$336 million recovery); *In re Qwest Commc'ns Int'l Inc. Sec. Litig.* (D. Colo.) (\$445 million recovery); and *In re AT&T Corp. Sec. Litig.* (D.N.J.) (\$100 million recovery). Prior to joining the Firm, Mr. Light served as a law clerk to the Honorable Louise DeCarl Adler, United States Bankruptcy Court, Southern District of California, and the Honorable James Meyers, Chief Judge, United States Bankruptcy Court, Southern District of California.

Education: B.A., San Diego State University, 1987; J.D., University of San Diego School of Law, 1991

Honors/Awards: J.D., *Cum Laude*, University of San Diego School of Law, 1991; Judge Pro Tem, San Diego Superior Court; American Jurisprudence Award in Constitutional Law

RYAN LLORENS

Ryan Llorens is a partner in the Firm's San Diego office. Mr. Llorens' practice focuses on litigating complex securities fraud cases. Mr. Llorens has worked on a number of securities cases that have resulted in significant recoveries for investors, including *In re HealthSouth Corp. Sec. Litig.* (\$670 million recovery); *AOL Time Warner* (\$629 million recovery); *In re AT&T Corp. Sec. Litig.* (\$100 million recovery); *In re Fleming Cos. Sec. Litig.* (\$95 million recovery); and *In re Cooper Cos., Inc. Sec. Litig.* (\$27 million recovery).

Education: B.A., Pitzer College, 1997; J.D., University of San Diego School of Law, 2002

THOMAS R. MERRICK

Thomas R. Merrick is a partner in the Firm's San Diego office whose practice focuses on complex class action and antitrust litigation. Mr. Merrick was on the successful trial teams in *Lebrilla v. Farmers Grp., Inc.*, and *Smith v. Am. Family Mut. Ins. Co.*, 289 S.W.3d 675 (Mo. Ct. App. 2009) (upholding unanimous jury verdict in plaintiffs' favor). He is also counsel for a certified class of direct purchaser plaintiffs in *The Apple iPod iTunes Anti-Trust Litigation*, currently pending in the Northern District of California, and *In re Aftermarket Automotive Lighting Products Antitrust Litigation*, pending in the Central District of California, which has so far resulted in recoveries for the Class of \$25.45 million. Prior to joining the Firm, Mr. Merrick served as a Deputy San Diego City Attorney and worked as a general practice attorney in Illinois.

Education: B.A., University of California, Santa Barbara, 1986; J.D., California Western School of Law, 1992

Honors/Awards: B.A., with high honors and distinction, University of California, Santa Barbara, 1986; J.D. *Magna Cum Laude*, California Western School of Law, 1992; Editor-in-Chief of both *California Western Law Review* and *California Western International Law Journal*, California Western School of Law

DAVID W. MITCHELL

David W. Mitchell is a partner in the Firm's San Diego office and focuses his practice on securities fraud, antitrust and derivative litigation. Mr. Mitchell has achieved significant settlements on behalf of plaintiffs in numerous cases, including *Thomas & Thomas Rodmakers, Inc. v. Newport Adhesives & Composites, Inc.*, No. CV-99-7796 (C.D. Cal.), which settled for \$67.5 million, and *In re Currency Conversion Fee Antitrust Litig.*, 01 MDL No. 1409 (S.D.N.Y.), which settled for \$336 million. Mr. Mitchell is currently litigating securities, derivative and antitrust actions, including *In re NYSE Specialists Sec. Litig.*, No. 03-Civ.-8264 (S.D.N.Y.); *In re Payment Card Interchange Fee & Merch. Disc. Antitrust Litig.*, 05 MDL No. 1720 (E.D.N.Y.); *Dahl v. Bain Capital Partners, LLC*, No. 07-cv-12388-EFH (D. Mass); and *In re Johnson & Johnson Derivative Litig.*, No. 10-cv-02033 (D.N.J.).

Prior to joining the Firm, Mr. Mitchell served as an Assistant United States Attorney in the Southern District of California and prosecuted cases involving narcotics trafficking, bank robbery, murder-for-hire, alien smuggling, and terrorism. Mr. Mitchell has tried nearly 20 cases to verdict before federal criminal juries and made numerous appellate arguments before the Ninth Circuit Court of Appeals.

Education: B.A., University of Richmond, 1995; J.D., University of San Diego School of Law, 1998

CULLIN AVRAM O'BRIEN

Cullin Avram O'Brien is a partner in the Firm's Boca Raton, Florida office and concentrates his practice in direct and derivative shareholder class actions, consumer class action litigation, and securities fraud cases. Some recent representative cases include: *In re Compellent Techs, Inc. S'holder Litig.*, No. 6084-VCL, 2011 WL 6382523 (Del. Ch. Dec. 9, 2011); *All Family Clinic of Daytona Beach, Inc. v. State Farm Mut. Auto. Ins. Co.*, No. 10-12554, 2011 WL 4954171 (11th Cir. Oct. 19, 2011); *Fitzpatrick v. General Mills, Inc.*, 635 F.3d 1279 (11th Cir. 2011). Prior to joining the Firm, Mr. O'Brien gained extensive trial and appellate experience in a wide variety of practices, including as an Assistant Public Defender in Broward County, Florida, as a civil rights litigator in non-profit institutes, and as an associate at a national law firm that provides litigation defense for corporations.

Education: B.A., Tufts University, 1999; J.D., Harvard Law School, 2002

BRIAN O. O'MARA

Brian O. O'Mara is a partner in the Firm's San Diego office. Mr. O'Mara's practice focuses on securities litigation and corporate governance. Since 2003, Mr. O'Mara has been lead or co-lead counsel in numerous securities fraud and derivative actions, including *In re Direct Gen. Sec. Litig.*; *In re St. Paul Travelers Cos., Inc. Derivative Litig.*; *In re Constar Int'l Inc. Sec. Litig.*; *In re Surebeam Corp. Sec. Litig.*; *Broudo v. Dura Pharms.*; *In re NYSE Specialists Sec. Litig.*; and *In re CIT Grp. Inc. Sec. Litig.* Mr. O'Mara has been responsible for a number of significant rulings, including *In re Constar Int'l Inc. Sec. Litig.*, No. 03-5020, 2008 U.S. Dist. LEXIS 16966 (E.D. Pa. Mar. 5, 2008); *In re Direct Gen. Corp. Sec. Litig.*, No. 3:05-0077, 2006 U.S. Dist. LEXIS 56128 (M.D. Tenn. Aug. 8, 2006); and *In re Dura*

Pharms., Inc. Sec. Litig., 452 F. Supp. 2d 1005 (S.D. Cal. 2006). Mr. O'Mara is the co-author of *Whether Alleging "Motive and Opportunity" Can Satisfy the Heightened Pleading Standards for the Private Securities Litigation Reform Act: Much Ado About Nothing*, 1 DePaul Bus. & Com. L.J. 313 (2003). Prior to joining the Firm, Mr. O'Mara served as law clerk to the Honorable Jerome M. Polaha of the Second Judicial District Court of the State of Nevada.

Education: B.A., University of Kansas, 1997; J.D., DePaul University, College of Law, 2002

Honors/Awards: CALI Excellence Award in Securities Regulation, DePaul University, College of Law

KEITH F. PARK

Keith F. Park is a partner in the Firm's San Diego office and a member of the Firm's Management Committee.

Mr. Park is responsible for prosecuting complex securities cases and has overseen the court approval process in more than 1,000 securities class action and shareholder derivative settlements, including actions involving Enron (\$7.2 billion recovery); UnitedHealth (\$925 million recovery and corporate governance reforms); Dynegy (\$474 million recovery and corporate governance reforms); 3Com (\$259 million recovery); Dollar General (\$162 million recovery); Mattel (\$122 million recovery); and Prison Realty (\$105 million recovery). Mr. Park is also responsible for obtaining significant corporate governance changes relating to compensation of senior executives and directors; stock trading by directors, executive officers and key employees; internal and external audit functions; and financial reporting and board independence.

Education: B.A., University of California, Santa Barbara, 1968; J.D., Hastings College of Law, 1972

Honors/Awards: San Diego Super Lawyer, Securities Litigation

STEVEN W. PEPICH

Steven W. Pepich is a partner in the Firm's San Diego office. Mr. Pepich's practice primarily focuses on securities class action litigation, but he has also represented plaintiffs in a wide variety of complex civil cases, including mass tort, royalty, civil rights, human rights, ERISA and employment law actions. Mr. Pepich has participated in the successful prosecution of numerous securities class actions, including *Carpenters Health & Welfare Fund v. Coca-Cola Co.*, No. 00-CV-2838 (N.D. Ga.) (\$137.5 million recovery); *In re Fleming Cos. Sec.*, No. 02-CV-178 (E.D. Tex.) (\$95 million recovery); and *In re Boeing Sec. Litig.*, No. C-97-1715Z (W.D. Wa.) (\$92 million recovery). Mr. Pepich was also a member of the plaintiffs' trial team in *Mynaf v. Taco Bell Corp.*, which settled after two months at trial on terms favorable to two plaintiff classes of restaurant workers for recovery of unpaid wages, and a member of the plaintiffs' trial team in *Newman v. Stringfellow*, where after a nine-month trial, all claims for exposure to toxic chemicals were resolved for \$109 million.

Education: B.S., Utah State University, 1980; J.D., DePaul University, 1983

THEODORE J. PINTAR

Theodore J. Pintar is a partner in the Firm's San Diego office. Mr. Pintar has over 20 years of experience prosecuting securities fraud actions on behalf of investors and over 10 years of experience prosecuting insurance-related consumer class actions on behalf of policyholders, with recoveries in excess of \$1 billion. Mr. Pintar was a member of the litigation team in the *AOL Time Warner* state and federal court securities opt-out actions, which arose from the 2001 merger of America Online and Time Warner. These cases resulted in a global settlement of \$629 million. Mr. Pintar's participation in the successful prosecution of insurance-related and consumer class actions includes: (i) actions against major life insurance companies based on the deceptive sale of annuities and life insurance such as Manufacturer's Life (\$555 million initial estimated settlement value) and Principal Mutual Life Insurance Company (\$380+ million settlement value); (ii) actions against major homeowners insurance companies such as Allstate (\$50 million settlement) and Prudential Property and Casualty Co. (\$7 million settlement); (iii) actions against automobile insurance companies such as the Auto Club and GEICO; and (iv) actions against Columbia House (\$55 million settlement value) and BMG Direct, direct marketers of CDs and cassettes.

Education: B.A., University of California, Berkeley, 1984; J.D., University of Utah College of Law, 1987

Honors/Awards: Note and Comment Editor, *Journal of Contemporary Law*, University of Utah College of Law; Note and Comment Editor, *Journal of Energy Law and Policy*, University of Utah College of Law

WILLOW E. RADCLIFFE

Willow E. Radcliffe is a partner in the Firm's San Francisco office and concentrates her practice on securities class action litigation in federal court. Ms. Radcliffe has been significantly involved in the prosecution of numerous securities fraud claims, including actions filed against Flowserve, NorthWestern and Ashworth, and has represented plaintiffs in other complex actions, including a class action against a major bank regarding the adequacy of disclosures made to consumers in California related to Access Checks. Prior to joining the Firm, Ms. Radcliffe clerked for the Honorable Maria-Elena James, Magistrate Judge for the United States District Court for the Northern District of California.

Education: B.A., University of California, Los Angeles 1994; J.D., Seton Hall University School of Law, 1998

Honors/Awards: J.D., *Cum Laude*, Seton Hall University School of Law, 1998; Most Outstanding Clinician Award; Constitutional Law Scholar Award

JACK REISE

Jack Reise is a partner in the Firm's Boca Raton office. Mr. Reise devotes a substantial portion of his practice to representing shareholders in actions brought under the federal

securities laws. He has served as lead counsel in over 50 cases brought nationwide and is currently serving as lead counsel in more than a dozen cases. Recent notable actions include a series of cases involving mutual funds charged with improperly valuating their net assets, which settled for a total of over \$50 million; *In re NewPower Holdings Sec. Litig.*, No. 02-cv-01550 (S.D.N.Y.) (\$41 million settlement); *In re Red Hat Sec. Litig.*, No. 04-cv-473 (E.D.N.C.) (\$20 million settlement); and *In re AFC Enters., Inc. Sec. Litig.*, No. 03-cv-0817 (N.D. Ga.) (\$17.2 million settlement). Mr. Reise started his legal career representing individuals suffering from their exposure back in the 1950s and 1960s to the debilitating affects of asbestos.

Education: B.A., Binghamton University, 1992; J.D., University of Miami School of Law, 1995

Honors/Awards: American Jurisprudence Book Award in Contracts; J.D., *Cum Laude*, University of Miami School of Law, 1995; *University of Miami Inter-American Law Review*, University of Miami School of Law

DARREN J. ROBBINS

Darren J. Robbins is a founding partner of Robbins Geller and a member of its Executive and Management Committees. Mr. Robbins oversees various aspects of the Firm's practice, including the Firm's Institutional Outreach Department and its Mergers and Acquisitions practice. Mr. Robbins has served as lead counsel in more than one hundred securities-related actions, which have yielded recoveries of over \$2 billion for injured shareholders.

One of the hallmarks of Mr. Robbins' practice has been his focus on corporate governance reform. For example, in *UnitedHealth*, a securities fraud class action arising out of an options backdating scandal, Mr. Robbins represented lead plaintiff the California Public Employees' Retirement System and was able to obtain the cancellation of more than 3.6 million stock options held by the company's former CEO and a record \$925 million cash recovery for shareholders.

Education: B.S., University of Southern California, 1990; M.A., University of Southern California, 1990; J.D., Vanderbilt Law School, 1993

Honors/Awards: One of the Top 500 Lawyers, *Lawdragon*; One of the Top 100 Lawyers Shaping the Future, *Daily Journal*; One of the "Young Litigators 45 and Under," *The American Lawyer*; Attorney of the Year, *California Lawyer*; Managing Editor, *Vanderbilt Journal of Transnational Law*, Vanderbilt Law School

ROBERT J. ROBBINS

Robert J. Robbins is a partner in the Firm's Boca Raton office. Mr. Robbins focuses his practice on the representation of individuals and institutional investors in class actions brought pursuant to the federal securities laws. His efforts on behalf of shareholders and consumers have resulted in numerous multi-million dollar recoveries, including *In re Cryo Cell Int'l, Inc. Sec. Litig.* (\$7 million settlement); *In re TECO Energy, Inc. Sec. Litig.* (\$17.35

million settlement); *In re Newpark Res., Inc. Sec. Litig.* (\$9.24 million settlement); *In re Mannatech, Inc. Sec. Litig.* (\$11.5 million settlement); and *Lewis v. Labor Ready, Inc.* (\$11 million settlement). Mr. Robbins, an ardent advocate, is counsel for shareholders in *Reese v. The McGraw-Hill Cos., Inc.* (S.D.N.Y.), *Kuriakose v. Fed. Home Loan Mtg. Co.* (Freddie Mac) (S.D.N.Y.), *City of Lakeland Employees Pension Plan v. Baxter Int'l Inc.* (N.D. Ill.), and many other securities fraud actions.

Education: B.S., University of Florida, 1999; J.D., University of Florida College of Law, 2002

Honors/Awards: J.D., High Honors, University of Florida College of Law, 2002; Member, *Journal of Law and Public Policy*, University of Florida College of Law; Member, *Phi Delta Phi*, University of Florida College of Law; *Pro bono* certificate, Circuit Court of the Eighth Judicial Circuit of Florida

HENRY ROSEN

Henry Rosen is a partner in the Firm's San Diego office and a member of the Firm's Hiring Committee and Technology Committee, which focuses on applications to digitally manage documents produced during litigation and internally generate research files.

Mr. Rosen has significant experience prosecuting every aspect of securities fraud class actions, including largescale accounting scandals, and has obtained hundreds of millions of dollars on behalf of defrauded investors. Prominent cases include *In re Cardinal Health, Inc. Sec. Litig.*, in which Mr. Rosen recovered \$600 million for defrauded Cardinal Health shareholders. This \$600 million settlement is the largest recovery ever in a securities fraud class action in the Sixth Circuit, and remains one of the largest settlements in the history of securities fraud litigation. Additional recoveries include *In re First Energy* (\$89.5 million recovery); *Stanley v. Safeskin Corp.* (\$55 million recovery); *In re Storage Tech. Corp. Sec. Litig.* (\$55 million recovery); and *Rasner v. Sturm* (First World Commc'ns) (\$25.9 million recovery). Major clients include Minebea Co., Ltd., a Japanese manufacturing company represented in securities fraud arbitration against a United States investment bank.

Education: B.A., University of California, San Diego, 1984; J.D., University of Denver, 1988

Honors/Awards: Editor-in-Chief, *University of Denver Law Review*, University of Denver

DAVID A. ROSENFELD

David A. Rosenfeld is a partner in the Firm's New York office and focuses his practice on securities and corporate takeover litigation. Mr. Rosenfeld is currently prosecuting many cases involving widespread financial fraud, ranging from options backdating to Bernie Madoff, as well as litigation concerning collateralized debt obligations and credit default swaps.

Mr. Rosenfeld has been appointed as lead counsel in dozens of securities fraud cases and has successfully recovered hundreds of millions of dollars for defrauded shareholders. For

example, Mr. Rosenfeld was appointed as lead counsel in the securities fraud lawsuit against First BanCorp, which provided shareholders with a \$74.25 million recovery. He also served as lead counsel in *In re Aramark Corp. S'holders Litig.*, which resulted in a \$222 million increase in consideration paid to shareholders of Aramark and a dramatic reduction to management's voting power in connection with shareholder approval of the going-private transaction (reduced from 37% to 3.5%).

Education: B.S., Yeshiva University, 1996; J.D., Benjamin N. Cardozo School of Law, 1999

Honors/Awards: Advisory Board Member of *Stafford's Securities Class Action Reporter*

ROBERT M. ROTHMAN

Robert M. Rothman is a partner in the Firm's New York office. He has extensive experience litigating cases involving investment fraud, consumer fraud and antitrust violations. Mr. Rothman also lectures to institutional investors throughout the world.

Mr. Rothman has served as lead counsel in numerous class actions alleging violations of securities laws, including cases against First Bancorp (\$74.25 million recovery), Spiegel (\$17.5 million recovery), NBTY (\$16 million recovery), and The Children's Place (\$12 million recovery). Mr. Rothman actively represents shareholders in connection with going-private transactions and tender offers. For example, in connection with a tender offer made by Citigroup, Mr. Rothman secured an increase of more than \$38 million over what was originally offered to shareholders.

Education: B.A., State University of New York at Binghamton, 1990; J.D., Hofstra University School of Law, 1993

Honors/Awards: Dean's Academic Scholarship Award, Hofstra University School of Law; J.D., with Distinction, Hofstra University School of Law, 1993; Member, *Hofstra Law Review*, Hofstra University School of Law

SAMUEL H. RUDMAN

Samuel H. Rudman is a founding member of the Firm, a member of the Firm's Executive and Management Committees, and manages the Firm's New York office. Mr. Rudman's practice focuses on recognizing and investigating securities fraud, and initiating securities and shareholder class actions to vindicate shareholder rights and recover shareholder losses. A former attorney with the United States Securities and Exchange Commission, Mr. Rudman has recovered hundreds of millions of dollars for shareholders, including \$129 million recovery in *In re Doral Fin. Corp. Sec. Litig.*, No. 05 MD 1706 (S.D.N.Y.); \$74 million recovery in *In re First BanCorp Sec. Litig.*, No. 05-CV-2148 (D.P.R.); \$65 million recovery in *In re Forest Labs., Inc. Sec. Litig.*, No. 05-CV-2827 (S.D.N.Y.); and \$50 million recovery in *In re TD Banknorth S'holders Litig.*, No. 2557-VCL (Del. Ch.).

Education: B.A., Binghamton University, 1989; J.D., Brooklyn Law School, 1992

Honors/Awards: Dean's Merit Scholar, Brooklyn Law School; Moot Court Honor Society, Brooklyn Law School; Member, Brooklyn Journal of International Law, Brooklyn Law School

JOSEPH RUSSELLO

Joseph Russello is a partner in the Firm's New York office, where he concentrates his practice on prosecuting shareholder class action and breach of fiduciary duty claims, as well as complex commercial litigation and consumer class actions.

Mr. Russello has played a vital role in recovering millions of dollars for aggrieved investors, including those of NBTY, Inc. (\$16 million); LaBranche & Co., Inc. (\$13 million); The Children's Place Retail Stores, Inc. (\$12 million); Prestige Brands Holdings, Inc. (\$11 million); and Jarden Corporation (\$8 million). He also has significant experience in corporate takeover and breach of fiduciary duty litigation. In expedited litigation in the Delaware Court of Chancery involving Mat Five LLC, for example, his efforts paved the way for an "opt-out" settlement that offered investors more than \$38 million in increased cash benefits. In addition, he played an integral role in convincing the Delaware Court of Chancery to enjoin Oracle Corporation's \$1 billion acquisition of Art Technology Group, Inc. pending the disclosure of material information. He also has experience in litigating consumer class actions.

Prior to joining the Firm, Mr. Russello practiced in the professional liability group at Rivkin Radler LLP, where he defended attorneys, accountants and other professionals in state and federal litigation and assisted in evaluating and resolving complex insurance coverage matters.

Education: B.A., Gettysburg College, 1998; J.D., Hofstra University School of Law, 2001

SCOTT SAHAM

Scott Saham is a partner in the Firm's San Diego office whose practice areas include securities and other complex litigation. Mr. Saham recently served as lead counsel prosecuting the *Coca-Cola* securities litigation in the Northern District of Georgia, which resulted in a \$137.5 million settlement after nearly 8 years of litigation. Prior to joining the Firm, Mr. Saham served as an Assistant United States Attorney in the Southern District of California, where he tried over 20 felony jury trials.

Education: B.A., University of Michigan, 1992; J.D., University of Michigan Law School, 1995

STEPHANIE SCHRODER

Stephanie Schroder is a partner in the Firm's San Diego office. Ms. Schroder has significant experience prosecuting securities fraud class actions and shareholder derivative actions. Ms. Schroder's practice also focuses on advising institutional investors, including multi-employer and public pension funds, on issues related to corporate fraud in the United States securities markets. Currently, Ms. Schroder is representing clients that have suffered losses from the Madoff fraud in the *Austin Capital* and *Meridian Capital* litigations.

Ms. Schroder has obtained millions of dollars on behalf of defrauded investors. Prominent cases include *In re AT&T Corp. Sec. Litig.* (\$100 million recovery at trial); *In re FirstEnergy Corp. Sec. Litig.* (\$89.5 million recovery); and *Rasner v. Sturm* (FirstWorld Communications) (\$25.9 million recovery). Major clients include the Pension Trust Fund for Operating Engineers, the Kentucky State District Council of Carpenters Pension Trust Fund, the Laborers Pension Trust Fund for Northern California, the Construction Laborers Pension Trust for Southern California, and the Iron Workers Mid-South Pension Fund.

Education: B.A., University of Kentucky, 1997; J.D., University of Kentucky College of Law, 2000

CHRISTOPHER P. SEEFER

Christopher P. Seefer is a partner in the Firm's San Francisco office. Mr. Seefer concentrates his practice in securities class action litigation. One recent notable recovery was a \$30 million settlement with UTStarcom in 2010, a recovery that dwarfed a \$150,000 penalty obtained by the SEC. Prior to joining the Firm, Mr. Seefer was a Fraud Investigator with the Office of Thrift Supervision, Department of the Treasury (1990-1999), and a field examiner with the Office of Thrift Supervision (1986-1990).

Education: B.A., University of California Berkeley, 1984; M.B.A., University of California, Berkeley, 1990; J.D., Golden Gate University School of Law, 1998

TRIG SMITH

Trig Smith is a partner in the Firm's San Diego office. Mr. Smith focuses on complex securities class actions in which he has helped obtain significant recoveries for investors in cases such as *Cardinal Health* (\$600 million recovery); *Qwest* (\$445 million recovery); *Forest Labs.* (\$65 million recovery); *Accredo* (\$33 million recovery); and *Exide* (\$13.7 million recovery).

Education: B.S., University of Colorado, Denver, 1995; M.S., University of Colorado, Denver, 1997; J.D., Brooklyn Law School, 2000

Honors/Awards: Member, *Brooklyn Journal of International Law*, Brooklyn Law School; CALI Excellence Award in Legal Writing, Brooklyn Law School

MARK SOLOMON

Mark Solomon is a partner in the Firm's San Diego office. Mr. Solomon regularly represents both United States and United Kingdom-based pension funds and asset managers in class and non-class securities litigation. Mr. Solomon has spearheaded the prosecution of many significant cases and has obtained substantial recoveries and judgments for plaintiffs through settlement, summary adjudications and trial. Mr. Solomon played a pivotal role in *In re Helionetics*, where plaintiffs won a unanimous \$15.4 million jury verdict, and in many other cases, among them: *Schwartz v. TXU* (\$150 million recovery plus significant corporate governance reforms); *In re Informix Corp. Sec. Litig.* (\$142 million recovery); *Rosen v. Macromedia, Inc.* (\$48 million recovery); *In re Cmty. Psychiatric Ctrs. Sec. Litig.*

(\$42.5 million recovery); *In re Advanced Micro Devices Sec. Litig.* (\$34 million recovery); and *In re Tele-Comm's, Inc. Sec. Litig.* (\$33 million recovery).

Education: B.A., Trinity College, Cambridge University, England, 1985; L.L.M., Harvard Law School, 1986; Inns of Court School of Law, Degree of Utter Barrister, England, 1987

Honors/Awards: Lizette Bentwich Law Prize, Trinity College, 1983 and 1984; Hollond Travelling Studentship, 1985; Harvard Law School Fellowship, 1985-1986; Member and Hardwicke Scholar of the Honourable Society of Lincoln's Inn

SANFORD SVETCOV

Sandy Svetcov is a partner in the Firm's San Francisco office and has been an appellate lawyer for 45 years. Mr. Svetcov has briefed and argued more than 300 appeals in state and federal court, including *Braxton v. Mun. Court*, 10 Cal. 3d 138 (1973) (First Amendment); *Procunier v. Navarette*, 434 U.S. 555 (1978) (prisoner civil rights); *United States v. Henke*, 222 F.3d 633 (9th Cir. 2000) (securities fraud); *Moore v. Liberty Nat'l Life Ins. Co.*, 267 F.3d 1209 (11th Cir. 2001) (civil rights); *In re Cavanaugh*, 306 F.3d 726 (9th Cir. 2002) (securities fraud); *Inst. Investors Grp. v. Avaya, Inc.*, 564 F.3d 242 (3d Cir. 2009) (securities fraud); *Lormand v. US Unwired, Inc.*, 565 F.3d 228 (5th Cir. 2009) (securities fraud); and *Alaska Elec. Pension Fund v. Flowserve Corp.*, 572 F.3d 221 (5th Cir. 2009) (securities fraud).

Prior to joining the Firm in July 2000, Mr. Svetcov was a partner at Landels firm from 1989-2000; served as Chief, Appellate Section, United States Attorney's Office, San Francisco, 1984-1989; Attorney-in-Charge, Organized Crime Strike Force, San Francisco, 1981-1984; Chief Assistant United States Attorney, San Francisco, 1978-1981; Deputy Attorney General, State of California, 1969-1977; Legal Officer, United States Navy, VT-25, Chase Field, Beeville, Texas, 1966-1969; and Deputy Legislative Counsel, Legislature of California, Sacramento, 1965-1966.

Education: B.A., Brooklyn College, 1961; J.D., University of California, Berkeley, 1964

Honors/Awards: Appointed by Chief Justice Rehnquist to Federal Appellate Rules Advisory Committee; Department of Justice's John Marshall Award for Excellence in Appellate Advocacy, California Attorney General; Specialist in Appellate Practice, State Bar of California Board of Legal Specialization

BONNY E. SWEENEY

Bonny E. Sweeney is a partner in the Firm's San Diego office, where she specializes in antitrust and unfair competition class action litigation. Ms. Sweeney has served as co-lead counsel in several multi-district antitrust class actions pending in federal courts around the country, including *In re Payment Card Interchange Fee & Merchant Discount Antitrust Litig.* (E.D.N.Y.), and *In re Currency Conversion Fee Antitrust Litig.* (S.D.N.Y.). In *Currency Conversion*, Ms. Sweeney helped recover \$336 million for class members through a proposed settlement that is awaiting approval from the federal court. Ms. Sweeney was

also one of the trial lawyers in *Law v. NCAA/Hall v. NCAA/Schreiber v. NCAA* (D. Kan.), in which the jury awarded \$67 million to three classes of college coaches.

Ms. Sweeney has participated in the successful prosecution and settlement of numerous other antitrust and unfair competition cases, including *In re LifeScan, Inc. Consumer Litig.* (N.D. Cal.), which settled for \$45 million; *In re Dynamic Random Access Memory (DRAM) Antitrust Litig.* (N.D. Cal.), which settled for more than \$300 million; *In re NASDAQ Market-Makers Antitrust Litig.* (S.D.N.Y.), which settled for \$1.027 billion; and *In re Airline Ticket Comm'n Antitrust Litig.* (D. Minn.), which settled for more than \$85 million.

Education: B.A., Whittier College, 1981; M.A., Cornell University, 1985; J.D., Case Western Reserve University School of Law, 1988

Honors/Awards: "Outstanding Women in Antitrust," *Competition Law 360*; Wiley M. Manuel Pro Bono Services Award; San Diego Volunteer Lawyer Program Distinguished Service Award; J.D., *Summa Cum Laude*, Case Western Reserve University of School of Law, 1988

SUSAN GOSS TAYLOR

Susan Goss Taylor is a partner in the Firm's San Diego office. Ms. Taylor's practice focuses on antitrust, consumer, and securities fraud class actions. Ms. Taylor has served as counsel on the Microsoft, DRAM and Private Equity antitrust litigation teams, as well as on a number of consumer actions alleging false and misleading advertising and unfair business practices against major corporations such as General Motors, Saturn, Mercedes-Benz USA, LLC, BMG Direct Marketing, Inc., and Ameriquest Mortgage Company. Ms. Taylor is also responsible for prosecuting securities fraud class actions and has obtained recoveries for investors in litigation involving *WorldCom* (\$657 million recovery), *AOL Time Warner* (\$629 million recovery), and *Qwest* (\$445 million recovery). Prior to joining the Firm, Ms. Taylor served as a Special Assistant United States Attorney for the Southern District of California, where she obtained considerable trial experience prosecuting drug smuggling and alien smuggling cases.

Education: B.A., Pennsylvania State University, 1994; J.D., The Catholic University of America, Columbus School of Law, 1997

Honors/Awards: Member, Moot Court Team, The Catholic University of America, Columbus School of Law

RYAN K. WALSH

Ryan K. Walsh, a founding partner of the Firm's Atlanta office, is an experienced litigator of complex commercial disputes. Mr. Walsh's practice focuses primarily on protecting the rights of innovators in patent litigation and related technology disputes. Mr. Walsh has appeared and argued before federal appellate and district courts, state trial courts, and in complex commercial proceedings across the country. Mr. Walsh's cases have involved a wide variety of technologies, ranging from basic mechanical applications to more sophisticated technologies in the wireless telecommunications and medical device fields.

Recent notable cases have involved patents in the wireless mesh networking and wired Ethernet networking fields.

Throughout his career, Mr. Walsh has been active in the Atlanta legal community. Beginning in January 2011, Mr. Walsh will serve as President of the Atlanta Legal Aid Society, having previously served on the ALAS Board of Directors for several years. Mr. Walsh also serves on the Board of the Atlanta Bar Association and is a regular speaker at the State Bar of Georgia's Beginning Lawyer's Program.

Education: B.A., Brown University, 1993; J.D., University of Georgia School of Law, 1999

Honors/Awards: "Rising Star" in the field of Intellectual Property, *Atlanta Magazine*; Super Lawyer, *Atlanta Magazine*; J.D., *Magna Cum Laude*, Bryant T. Castellow Scholar, Order of the Coif, University of Georgia School of Law, 1999

DAVID C. WALTON

David C. Walton is a partner in the Firm's San Diego office and a member of the Firm's Executive and Management Committees. Mr. Walton specializes in pursuing financial fraud claims, using his background as a Certified Public Accountant and Certified Fraud Examiner to prosecute securities law violations on behalf of investors. Mr. Walton has investigated and participated in the litigation of many large accounting scandals, including Enron, WorldCom, AOL Time Warner, Krispy Kreme, Informix, HealthSouth, Dynegy, Dollar General, and numerous companies implicated in stock option backdating. In 2003-2004, Mr. Walton served as a member of the California Board of Accountancy, which is responsible for regulating the accounting profession in California.

Education: B.A., University of Utah, 1988; J.D., University of Southern California Law Center, 1993

Honors/Awards: Member, *Southern California Law Review*, University of Southern California Law Center; Hale Moot Court Honors Program, University of Southern California Law Center; Appointed to California State Board of Accountancy, 2004

DOUGLAS WILENS

Douglas Wilens is a partner in the Firm's Boca Raton office. Mr. Wilens is involved in all aspects of securities class action litigation, focusing on lead plaintiff issues arising under the Private Securities Litigation Reform Act. Mr. Wilens is also involved in the Firm's appellate practice and participated in the successful appeal of a motion to dismiss before the Fifth Circuit Court of Appeals in *Lormand v. US Unwired, Inc.*, No 07-30106 (5th Cir. 2009) (reversal of order granting motion to dismiss).

Prior to joining the Firm, Mr. Wilens was an associate at a nationally recognized firm, where he litigated complex actions on behalf of numerous professional sports leagues, including the National Basketball Association, the National Hockey League and Major League Soccer. Mr. Wilens has also served as an adjunct professor at Florida Atlantic University

and Nova Southeastern University, where he taught undergraduate and graduate-level business law classes.

Education: B.S., University of Florida, 1992; J.D., University of Florida College of Law, 1995

Honors/Awards: Book Award for Legal Drafting, University of Florida College of Law; J.D., with Honors, University of Florida College of Law, 1995

SHAWN A. WILLIAMS

Shawn A. Williams is a partner in the Firm's San Francisco office and focuses his practice on securities class actions and shareholder derivative actions. Mr. Williams has served as lead class counsel in notable cases, including *In re Harmonic Inc. Sec. Litig.*, No. 00-2287 (N.D. Cal.); *In re Krispy Kreme Doughnuts, Inc. Sec. Litig.*, No. 04-0416 (M.D.N.C.); and *In re Veritas Software Corp. Sec. Litig.*, No. 03-0283 (N.D. Cal.). Mr. Williams has also prosecuted significant shareholder derivative actions, including numerous stock option backdating actions, in which he secured tens of millions of dollars in cash recoveries and negotiated the implementation of comprehensive corporate governance enhancements. See, e.g., *In re McAfee, Inc. Derivative Litig.*, No. 06-3484- JF (N.D. Cal.); *In re Marvell Tech. Grp. Ltd. Derivative Litig.*, No. 06-3894-RMW (N.D. Cal.); and *The Home Depot, Inc. Derivative Litig.*, No. 2006-cv-122302 (Ga. Super. Ct., Fulton County). Prior to joining the Firm, Mr. Williams served as an Assistant District Attorney in the Manhattan District Attorney's Office, where he tried over 20 cases to New York City juries and led white-collar fraud grand jury investigations.

Education: B.A., The State of University of New York at Albany, 1991; J.D., University of Illinois, 1995

DAVID T. WISSBROECKER

David T. Wissbroecker is a partner in the Firm's San Diego office and focuses his practice on securities class action litigation in the context of mergers and acquisitions, representing both individual shareholders and institutional investors. Mr. Wissbroecker combines aggressive advocacy with a detailed knowledge of the law to achieve effective results for his clients in both state and federal courts nationwide. Mr. Wissbroecker has successfully litigated matters resulting in monetary settlements in excess of \$500 million over the last four years, including the two largest settlements ever obtained in merger-related litigation in *In re Kinder Morgan, Inc. S'holder Litig.* (\$200 million) and *In re ACS S'holders Litig.* (\$69 million). Other large fund settlements obtained by Mr. Wissbroecker include *In re PETCO Animal Supplies* (\$16 million); and *In re Dollar Gen. Corp. S'holders Litig.* (\$40 million). Most recently, Mr. Wissbroecker obtained a \$45 million common fund settlement in *Brown v. Brewer*, a breach of fiduciary duty and securities class action litigated on behalf of former shareholders of Intermix, Inc. over the value of MySpace sold via merger to News Corporation in 2005.

Education: B.A., Arizona State University, 1998; J.D., University of Illinois College of Law, 2003

Honors/Awards: J.D., *Magna Cum Laude*, University of Illinois College of Law, 2003; B.A., *Cum Laude*, Arizona State University, 1998

DEBRA J. WYMAN

Debra J. Wyman is a partner in the Firm's San Diego office who specializes in securities litigation. Ms. Wyman has litigated numerous cases against public companies in state and federal courts that have resulted in over \$1 billion in recoveries for victims of securities fraud. Ms. Wyman was a member of the trial team in *In re AT&T Corp. Sec. Litig.*, which was tried in the United States District Court, District of New Jersey, and settled after only two weeks of trial for \$100 million. Ms. Wyman recently prosecuted a complex securities and accounting fraud case against HealthSouth Corporation, one of the largest and longest-running corporate frauds in history, in which \$671 million was recovered for defrauded HealthSouth investors.

Education: B.A., University of California Irvine, 1990; J.D., University of San Diego School of Law, 1997

OF COUNSEL

RANDI D. BANDMAN

Randi D. Bandman has directed numerous complex securities cases at the Firm, such as the pending case of *In re BP plc Derivative Litig.*, a case brought to address the alleged utter failure of BP to ensure the safety of its operation in the United States, including Alaska, and which caused such devastating results as in the Deepwater Horizon oil spill, the worst environmental disaster in history. Ms. Bandman was instrumental in the Firm's development of representing coordinated groups of institutional investors in private opt-out cases that resulted in historical recoveries, such as in WorldCom and AOL Time Warner. Through her years at the Firm, Ms. Bandman has represented hundreds of institutional investors, including domestic and non-U.S. investors, in some of the largest and most successful shareholder class actions ever prosecuted, resulting in billions of dollars of recoveries, involving such companies as Enron, Unocal and Boeing. Ms. Bandman was also instrumental in the landmark 1998 state settlement with the tobacco companies for \$12.5 billion.

Education: B.A., University of California, Los Angeles; J.D., University of Southern California

BRUCE BOYENS

Bruce Boyens has served as Of Counsel to the Firm since 2001. A private practitioner in Denver, Colorado since 1990, Mr. Boyens specializes in issues relating to labor and environmental law, labor organizing, labor education, union elections, internal union governance and alternative dispute resolutions. In this capacity, Mr. Boyens previously served as a Regional Director for the International Brotherhood of Teamsters elections in 1991 and 1995, and developed and taught collective bargaining and labor law courses for

the George Meany Center, Kennedy School of Government, Harvard University, and the Kentucky Nurses Association, among others.

In addition, Mr. Boyens served as the Western Regional Director and Counsel for the United Mine Workers from 1983-1990, where he was the chief negotiator in over 30 major agreements, and represented the United Mine Workers in all legal matters. From 1973-1977, Mr. Boyens served as General Counsel to District 17 of the United Mine Workers Association, and also worked as an underground coal miner during that time.

Education: J.D., University of Kentucky College of Law, 1973; Harvard University, Certificate in Environmental Policy and Management

PATRICK J. COUGHLIN

Patrick J. Coughlin is Of Counsel to the Firm and has served as lead counsel in several major securities matters, including one of the largest class action securities cases to go to trial, *In re Apple Computer Sec. Litig.*, No. C-84-20148 (N.D. Cal.). Additional prominent securities class actions prosecuted by Mr. Coughlin include the *Enron* litigation (\$7.2 billion recovery); the *Qwest* litigation (\$445 million recovery); and the *HealthSouth* litigation (\$671 million recovery). Mr. Coughlin was formerly an Assistant United States Attorney in the District of Columbia and the Southern District of California, handling complex white-collar fraud matters.

Education: B.S., Santa Clara University, 1977; J.D., Golden Gate University, 1983

Honors/Awards: Southern California Super Lawyer, 2009, 2007, 2006; Top 100 Lawyers, *Daily Journal*, 2008

MARK J. DEARMAN

Mark J. Dearman is Of Counsel to the Firm and is based in the Firm's Boca Raton office. Mr. Dearman devotes his practice to protecting the rights of those who have been harmed by corporate misconduct. Mr. Dearman is involved as lead or co-lead trial counsel in the context of protecting shareholders' rights, representing pension funds in the context of securities lending, and in consumer class actions which are pending in a multi-district venue or in many of the district courts throughout the United States, notably, *In re Burger King Holdings, Inc. S'holder Litig.*, No. 10-48395 (11th Cir.); *The Board of Trustees of the Southern California IBEW-NECA v. The Bank of New York Mellon Corp.*, No. 09-06273 (S.D.N.Y.); *POM Wonderful LLC Mktg. & Sales Practices Litig.*, MDL No. 2199; *Gutierrez v. Home Depot U.S.A., Inc.*, No. 10-cv-0166 (N.D. Ga.); and *Pelkey v. McNeil Consumer Health Care*, No. 10-cv-61853 (S.D. Fla.). Prior to joining the Firm, Mr. Dearman founded Dearman & Gerson, where he defended Fortune 500 companies in all aspects of litigation, with an emphasis on complex commercial litigation, consumer claims, and products liability. During the past 17 years of practice, Mr. Dearman has obtained extensive jury trial experience throughout the United States. Having represented defendants for so many years before joining the Firm, Mr. Dearman has a unique perspective that enables him to represent clients effectively.

Education: B.A., University of Florida, 1990; J.D., Nova Southeastern University, 1993

Honors/Awards: AV rated by Martindale-Hubbell; In top 1.5% of Florida Civil Trial Lawyers in *Florida Trend's* Florida Legal Elite, 2004 and 2006

L. THOMAS GALLOWAY

L. Thomas Galloway is Of Counsel to the Firm. Mr. Galloway is the founding partner of Galloway & Associates PLLC, a law firm that specializes in the representation of institutional investors – namely, public and multi-employer pension funds. Mr. Galloway is also President of the Galloway Family Foundation, which funds investigative journalism into human rights abuses around the world.

Education: B.A., Florida State University, 1967; J.D., University of Virginia School of Law, 1972

Honors/Awards: Articles Editor, *University of Virginia Law Review*, University of Virginia School of Law; *Phi Beta Kappa*, University of Virginia School of Law; Trial Lawyer of the Year in the United States, 2003

EDWARD M. GERGOsIAN

Edward M. Gergosian is Of Counsel in the Firm's San Diego office. Mr. Gergosian has practiced solely in complex litigation for 28 years, first with a nationwide securities and antitrust class action firm, managing its San Diego office, and thereafter as a founding member of his own firm. Mr. Gergosian has actively participated in the leadership and successful prosecution of several securities and antitrust class actions and shareholder derivative actions, including *In re 3Com Corp. Sec. Litig.* (which settled for \$259 million); *In re Informix Corp. Sec. Litig.* (which settled for \$142 million); and the Carbon Fiber antitrust litigation (which settled for \$60 million). Mr. Gergosian was part of the team that prosecuted the *AOL Time Warner* state and federal court securities opt-out actions, which settled for \$629 million. He also obtained a jury verdict in excess of \$14 million in a consumer class action captioned *Gutierrez v. Charles J. Givens Organization*.

Education: B.A., Michigan State University, 1975; J.D., University of San Diego School of Law, 1982

Honors/Awards: J.D., *Cum Laude*, University of San Diego School of Law, 1982

MITCHELL D. GRAVO

Mitchell D. Gravo is Of Counsel to the Firm and concentrates his practice on government relations. Mr. Gravo represents clients before the Alaska Congressional delegation, the Alaska Legislature, the Alaska State Government and the Municipality of Anchorage.

Mr. Gravo's clients include Anchorage Economic Development Corporation, Anchorage Convention and Visitors Bureau, UST Public Affairs, Inc., International Brotherhood of Electrical Workers, Alaska Seafood International, Distilled Spirits Council of America, RIM

Architects, Anchorage Police Department Employees Association, Fred Meyer, and the Automobile Manufacturer's Association. Prior to joining the Firm, Mr. Gravo served as an intern with the Municipality of Anchorage, and then served as a law clerk to Superior Court Judge J. Justin Ripley.

Education: B.A., Ohio State University; J.D., University of San Diego School of Law

HELEN J. HODGES

Helen J. Hodges is Of Counsel to the Firm and is based in the Firm's San Diego office. Ms. Hodges has been involved in numerous securities class actions, including *Knapp v. Gomez*, No. 87-0067 (S.D. Cal.), in which a plaintiffs' verdict was returned in a Rule 10b-5 class action; *Nat'l Health Labs*, which settled for \$64 million; *Thurber v. Mattel*, which settled for \$122 million; and *Dynegy*, which settled for \$474 million. More recently, Ms. Hodges focused on the prosecution of *Enron*, where a record recovery (\$7.2 billion) was obtained for investors.

Education: B.S., Oklahoma State University, 1979; J.D., University of Oklahoma, 1983

Honors/Awards: Rated AV by Martindale-Hubbell; San Diego Super Lawyer, 2007; Oklahoma State University Foundation Board of Governors, 2009

DAVID J. HOFFA

David J. Hoffa is based in Michigan and works out of the Firm's Washington, D.C. office. Since 2006, Mr. Hoffa has been serving as a liaison to over 80 institutional investors in portfolio monitoring and securities litigation matters. His practice focuses on providing a variety of legal and consulting services to single and multi-employer Taft-Hartley benefit funds, as well as municipal pension funds. Mr. Hoffa also serves as a member of the Firm's lead plaintiff advisory team, and advises public and multi-employer pension funds around the country on issues related to fiduciary responsibility, legislative and regulatory updates, and "best practices" in the corporate governance of publicly traded companies.

Early in his legal career, Mr. Hoffa worked for a law firm based in Birmingham, Michigan, where he appeared regularly in Michigan state court in litigation pertaining to business, construction, and employment related matters. Mr. Hoffa has also appeared before the Michigan Court of Appeals on several occasions.

Education: B.A., Michigan State University, 1993; J.D., Michigan State University College of Law, 2000

NANCY M. JUDA

Nancy M. Juda is Of Counsel to the Firm and is based in the Firm's Washington, D.C. office. Ms. Juda concentrates her practice on employee benefits law and works in the Firm's Institutional Outreach Department. Using her extensive experience representing union pension funds, Ms. Juda advises Taft-Hartley fund trustees regarding their options for seeking redress for losses due to securities fraud. Ms. Juda also represents workers in

ERISA class actions involving breach of fiduciary duty claims against corporate plan sponsors and fiduciaries.

Prior to joining the Firm, Ms. Juda was employed by the United Mine Workers of America Health & Retirement Funds, where she practiced in the area of employee benefits law. Ms. Juda was also associated with union-side labor law firms in Washington, D.C., where she represented the trustees of Taft-Hartley pension and welfare funds on qualification, compliance, fiduciary, and transactional issues under ERISA and the Internal Revenue Code.

Education: B.A., St. Lawrence University, 1988; J.D., American University, 1992

RUBY MENON

Ruby Menon is Of Counsel to the Firm and focuses on providing a variety of legal and consulting services to single and multi-employer pension funds, and also serves as a member of the Firm's advisory team and liaison between the Firm's individual and institutional investor clients in the United States and abroad. For over 12 years, Ms. Menon served as chief legal counsel to two large multi-employer retirement plans, developing her expertise in many areas of employee benefits administration, including legislative initiatives and regulatory affairs, investments, tax, fiduciary compliance and plan administration.

Education: B.A., Indiana University, 1985; J.D., Indiana University School of Law, 1988

MARK T. MILLKEY

Mark T. Millkey is Of Counsel to the Firm and is based in the Firm's New York Office. Mr. Millkey has significant experience in the area of complex securities class actions, consumer fraud class actions, and derivative litigation.

Mr. Millkey was previously involved in a consumer litigation against MetLife, which resulted in a benefit to the class of approximately \$1.7 billion, and a securities class action against Royal Dutch/Shell, which settled for a minimum cash benefit to the class of \$130 million and a contingent value of more than \$180 million. Mr. Millkey also has significant appellate experience in both the federal court system and the state courts of New York.

Education: B.A., Yale University, 1981; M.A., University of Virginia, 1983; J.D., University of Virginia, 1987

ROXANA PIERCE

Roxana Pierce is Of Counsel to the Firm and focuses her practice on negotiations, contracts, international trade, real estate transactions, and project development. She is presently acting as liaison to several international funds in the area of securities litigation. She has represented clients in over 65 countries, with extensive experience in the Middle East, Asia, Russia, the former Soviet Union, the Caribbean and India. Ms. Pierce counsels institutional investors on recourse available to them when the investors have been victims

of fraud or other schemes. Her diverse clientele includes international institutional investors in Europe and the Middle East and domestic public funds across the United States.

Education: B.A., Pepperdine University, 1988; J.D., Thomas Jefferson School of Law, 1994

Honors/Awards: Certificate of Accomplishment, Export-Import Bank of the United States

MARK S. REICH

Mark S. Reich is Of Counsel in the Firm's New York office, where he has helped recover millions of dollars for individual and institutional shareholders and achieved significant results for aggrieved consumers. He concentrates his practice in corporate takeover, ERISA, breach of fiduciary duty, derivative and consumer litigation matters. Mr. Reich's notable achievements include *In re Aramark Corp. S'holders Litig.* (\$222 million increase in consideration paid to shareholders and substantial reduction to management's voting power – from 37% to 3.5% – in connection with approval of going-private transaction), and *In re TD Banknorth S'holders Litig.* (played significant role in convincing court to reject \$3 million initial settlement and appointing Firm to litigate case, which later resulted in a \$50 million recovery).

Education: B.A., Queens College, 1997; J.D., Brooklyn Law School, 2000

LEONARD B. SIMON

Leonard B. Simon is Of Counsel to the Firm. His practice has been devoted heavily to litigation in the federal courts, including both the prosecution and defense of major class actions and other complex litigation in the securities and antitrust fields. Mr. Simon has also handled a substantial number of complex appellate matters, arguing cases in the United States Supreme Court, several federal Courts of Appeals, and several California appellate courts. Mr. Simon has served as plaintiffs' co-lead counsel in dozens of class actions, including *In re Am. Cont'l Corp./Lincoln Sav. & Loan Sec. Litig.*, MDL No. 90-834 (D. Ariz.) (settled for \$240 million) and *In re NASDAQ Market-Makers Antitrust Litig.*, MDL No. 1023 (S.D.N.Y.) (settled for more than \$1 billion), and was centrally involved in the prosecution of *In re Washington Pub. Power Supply Sys. Sec. Litig.*, MDL No. 551 (D. Ariz.), the largest securities class action ever litigated.

Mr. Simon is an Adjunct Professor of Law at Duke University, the University of San Diego, and the University of Southern California Law Schools. He is an Editor of California Federal Court Practice and has authored a law review article on the Private Securities Litigation Reform Act of 1995.

Education: B.A., Union College, 1970; J.D., Duke University School of Law, 1973

Honors/Awards: San Diego Super Lawyer; J.D., Order of the Coif and with Distinction, Duke University School of Law, 1973

LAURA S. STEIN

Laura S. Stein is Of Counsel to the Firm and has practiced in the areas of securities class action litigation, complex litigation and legislative law. In a unique partnership with her mother, attorney Sandra Stein, also Of Counsel to the Firm, the Steins focus on minimizing losses suffered by shareholders due to corporate fraud and breaches of fiduciary duty. The Steins also seek to deter future violations of federal and state securities laws by reinforcing the standards of good corporate governance. The Steins work with over 500 institutional investors across the nation and abroad, and their clients have served as lead plaintiff in successful cases where billions of dollars were recovered for defrauded investors against such companies as AOL Time Warner, Tyco, Cardinal Health, AT&T, Hanover Compressor, First Bancorp, Enron, Dynegy, Honeywell International and Bridgestone.

Ms. Stein is Special Counsel to the Institute for Law and Economic Policy (ILEP), a think tank that develops policy positions on selected issues involving the administration of justice within the American legal system. Ms. Stein has also served as Counsel to the Annenberg Institute of Public Service at the University of Pennsylvania.

Education: B.A., University of Pennsylvania, 1992; J.D., University of Pennsylvania Law School, 1995

SANDRA STEIN

Sandra Stein is Of Counsel to the Firm and concentrates her practice in securities class action litigation, legislative law and antitrust litigation. In a unique partnership with her daughter, Laura Stein, also Of Counsel to the Firm, the Steins focus on minimizing losses suffered by shareholders due to corporate fraud and breaches of fiduciary duty.

Previously, Ms. Stein served as Counsel to United States Senator Arlen Specter of Pennsylvania. During her service in the United States Senate, Ms. Stein was a member of Senator Specter's legal staff and a member of the United States Senate Judiciary Committee staff. Ms. Stein is also the Founder of the Institute for Law and Economic Policy (ILEP), a think tank that develops policy positions on selected issues involving the administration of justice within the American legal system. Ms. Stein has also produced numerous public service documentaries for which she was nominated for an Emmy and received an ACE award, cable television's highest award for excellence in programming.

Education: B.S., University of Pennsylvania, 1961; J.D., Temple University School of Law, 1966

Honors/Awards: Nominated for an Emmy and received an ACE award for public service documentaries

JOHN J. STOIA, JR.

John J. Stoia, Jr. is Of Counsel to the Firm and is based in the Firm's San Diego office. Mr. Stoia was a founding partner of Robbins Geller Rudman & Dowd LLP, previously known as Coughlin Stoia Geller Rudman & Robbins LLP. Currently, Mr. Stoia is court-appointed co-

lead counsel in eight nationwide class actions against sellers of deferred annuities to senior citizens. Mr. Stoia has worked on dozens of nationwide complex securities class actions, including *In re Am. Cont'l Corp./Lincoln Sav. & Loan Sec. Litig.*, MDL No. 834 (D. Ariz.), which arose out of the collapse of Lincoln Savings & Loan and Charles Keating's empire. Mr. Stoia was a member of the plaintiffs' trial team, which obtained verdicts against Mr. Keating and his co-defendants in excess of \$3 billion and settlements of over \$240 million.

Mr. Stoia has brought over 50 nationwide class actions against life insurance companies and recovered over \$10 billion on behalf of victims of insurance fraud due to deceptive sales practices such as "vanishing premiums," "churning," and discrimination in the sale of burial or debit insurance. Mr. Stoia has also represented numerous large institutional investors who suffered hundreds of millions of dollars in losses as a result of major financial scandals, including AOL Time Warner and WorldCom.

Education: B.S., University of Tulsa, 1983; J.D., University of Tulsa, 1986; LL.M. Georgetown University Law Center, 1987

Honors/Awards: Litigator of the Month, *The National Law Journal*; Super Lawyer, *Southern California Super Lawyers* (2008-Present); California Super Lawyer; LL.M. Top of Class, Georgetown University Law Center

SPECIAL COUNSEL

BRUCE GAMBLE

Bruce Gamble is Special Counsel to the Firm and a member of the Institutional Outreach Department.

Mr. Gamble serves as a liaison with the Firm's institutional investor clients in the United States and abroad, advising them on securities litigation matters. Previously, Mr. Gamble was General Counsel and Chief Compliance Officer for the District of Columbia Retirement Board, where he served as chief legal advisor to the Board of Trustees and staff. Mr. Gamble's experience also includes serving as Chief Executive Officer of two national trade associations and several senior level staff positions on Capitol Hill.

Education: B.S., University of Louisville, 1979; J.D., Georgetown University Law Center, 1989

Honors/Awards: Executive Board Member, National Association of Public Pension Attorneys, 2000-2006; American Banker selection as one of the most promising U.S. bank executives under 40 years of age, 1992

TRICIA MCCORMICK

Tricia L. McCormick is Special Counsel to the Firm and focuses primarily on the prosecution of securities class actions. Ms. McCormick has litigated numerous cases against public companies in state and federal courts that resulted in hundreds of millions of dollars in recoveries for investors. She is also a member of a team that is in constant

contact with clients who wish to become actively involved in the litigation of securities fraud. In addition, Ms. McCormick is active in all phases of the Firm's lead plaintiff motion practice.

Education: B.A., University of Michigan, 1995; J.D., University of San Diego School of Law, 1998

Honors/Awards: J.D., *Cum Laude*, University of San Diego School of Law, 1998

FORENSIC ACCOUNTANTS

R. STEVEN ARONICA

R. Steven Aronica is a Certified Public Accountant licensed in the States of New York and Georgia and is a member of the American Institute of Certified Public Accountants, the Institute of Internal Auditors and the Association of Certified Fraud Examiners. Mr. Aronica has been instrumental in the prosecution of numerous financial and accounting fraud civil litigation claims against companies including Lucent Technologies, Tyco, Oxford Health Plans, Computer Associates, Aetna, WorldCom, Vivendi, AOL Time Warner, Ikon, Doral Financial, First BanCorp, Acclaim Entertainment, Hibernia Foods, and NBTY. In addition, Mr. Aronica assisted in the prosecution of numerous claims against major United States public accounting firms.

Mr. Aronica has been employed in the practice of financial accounting for more than 25 years, including public accounting, where he was responsible for providing clients with a wide range of accounting and auditing services; private accounting with Drexel Burnham Lambert, Inc., where he held positions with accounting and financial reporting responsibilities; and at the United States Securities and Exchange Commission, where he held various positions in the divisions of Corporation Finance and Enforcement.

Education: B.B.A., University of Georgia, 1979

ANDREW J. RUDOLPH

Andrew J. Rudolph is the Director of the Firm's Forensic Accounting Department, which provides in-house forensic accounting expertise in connection with securities fraud litigation against national and foreign companies.

Mr. Rudolph has directed hundreds of financial statement fraud investigations, which were instrumental in recovering billions of dollars for defrauded investors. Prominent cases include *Qwest*, *HealthSouth*, *WorldCom*, *Boeing*, *Honeywell*, *Vivendi*, *Aurora Foods*, *Informix*, *Platinum Software*, *AOL Time Warner*, and *UnitedHealth*.

Mr. Rudolph is a Certified Fraud Examiner and a Certified Public Accountant licensed to practice in California.

He is an active member of the American Institute of Certified Public Accountants, California's Society of Certified Public Accountants, and the Association of Certified Fraud Examiners. His 20 years of public accounting, consulting and forensic accounting

experience includes financial fraud investigation, auditor malpractice, auditing of public and private companies, business litigation consulting, due diligence investigations and taxation.

Education: B.A., Central Connecticut State University, 1985

CHRISTOPHER YURCEK

Christopher Yurcek is the Assistant Director of the Firm's Forensic Accounting Department, which provides in-house forensic accounting and litigation expertise in connection with major securities fraud litigation. Mr. Yurcek has directed the Firm's forensic accounting efforts on numerous high-profile cases, including *In re Enron Corp. Sec. Litig.* and *Jaffe v. Household Int'l, Inc.*, which resulted in a major jury verdict at trial in 2009. Other prominent cases include *HealthSouth*, *UnitedHealth*, *Vesta*, *Informix*, *Mattel*, *Coca-Cola* and *Media Vision*.

Mr. Yurcek has over 20 years of accounting, auditing, and consulting experience in areas including financial statement audit, forensic accounting and fraud investigation, auditor malpractice, turn-around consulting, business litigation and business valuation. Mr. Yurcek is a Certified Public Accountant licensed in California, holds a Certified in Financial Forensics (CFF) Credential from the American Institute of Certified Public Accountants, and is a member of the California Society of CPAs and the Association of Certified Fraud Examiners.

Education: B.A., University of California, Santa Barbara, 1985

EXHIBIT 4

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

x

MASSACHUSETTS BRICKLAYERS AND : Civil Action No. 2:08-cv-03178-LDW-ARL
MASONS TRUST FUNDS, Individually and : CLASS ACTION
On Behalf of All Others Similarly Situated, :

Plaintiff, :

vs. :

DEUTSCHE ALT-A SECURITIES, INC., et :
al., :

Defendants. :

**DECLARATION OF CHARLES RASO, SECRETARY-TREASURER OF
MASSACHUSETTS BRICKLAYERS AND MASONS TRUST FUNDS, IN
SUPPORT OF (I) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF
CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION AND (II) LEAD
COUNSEL'S MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION EXPENSES**

I, Charles Raso, hereby declare under penalty of perjury as follows:

1. I am the Secretary-Treasurer of the Massachusetts Bricklayers and Masons Trust Funds ("Mass. Bricklayers"), a Court-appointed Lead Plaintiff in this securities class action (the "Action").¹

2. I submit this Declaration in support of (a) Lead Plaintiffs' Motion for Final Approval of Class Action Settlement and Plan of Allocation and (b) Lead Counsel's

¹ Unless otherwise indicated herein, capitalized terms have those meanings contained in the Stipulation and Agreement of Settlement, dated as of March 15, 2012.

Motion for Attorneys' Fees and Reimbursement of Litigation Expenses, which includes our request for reimbursement of the costs and expenses incurred directly by Mass. Bricklayers in connection with its representation of the Settlement Class in this Action. I have personal knowledge of the matters related to Mass. Bricklayers' request and of the other matters set forth in this Declaration, as I, or others working closely with me or under my direction, have been directly involved in monitoring and overseeing the prosecution of the Action on Mass. Bricklayers' behalf, and I could and would testify competently thereto.

I. Work Performed by Mass. Bricklayers on Behalf of the Settlement Class

3. In fulfillment of its responsibilities as Lead Plaintiff, and on behalf of all Class Members, Mass. Bricklayers performed its role as a lead plaintiff in pursuit of a favorable result in this Action.

4. Since being appointed as a Lead Plaintiff, Mass. Bricklayers has, among other things: (a) conferred with Lead Counsel on the overall strategies for the prosecution of the Action including the initial filing of the Action in State Court and then moving for Lead Plaintiff once the Action was removed to Federal Court; (b) reviewed significant pleadings and motion papers filed in the Action; (c) worked cooperatively with the other Lead Plaintiff; (d) met with Lead Counsel and reviewed periodic reports from Lead Counsel concerning the work being done; (e) reviewed Defendants' request for production of documents, and compiled and produced responsive documents; (f) reviewed and responded to Defendants' interrogatory requests; (g) analyzed and responded to Defendants' offers of settlement directed to Mass. Bricklayers; (h) prepared for and was deposed by defense counsel; and (i) attended the all-day mediation session with former Federal Judge Layn Phillips that led to the Settlement and communicated

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with Lead Counsel with respect to settlement negotiations and documentation of the Settlement.

II. Mass. Bricklayers Strongly Endorses Approval of the Settlement

5. Based on its involvement throughout the prosecution and resolution of the claims, Mass. Bricklayers believes that the proposed Settlement is fair, reasonable and adequate to the Settlement Class. We believe that the proposed Settlement represents a substantial recovery for the Settlement Class, particularly in light of the substantial risks of continued litigation in this case. Therefore, Mass. Bricklayers strongly endorses approval of the Settlement by the Court.

III. Mass. Bricklayers Supports Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses

6. We also believe that Lead Counsel's request for an award of attorneys' fees in the amount of \$8,618,440.75 representing 26.5% of the Gross Settlement Fund created as a result of the Settlement is fair and reasonable in light of the work they performed on behalf of Lead Plaintiffs and the Settlement Class. Mass. Bricklayers has evaluated Lead Counsel's fee request by considering the work performed by Lead Counsel, and by considering the substantial recovery obtained for the Settlement Class. I understand that the fee requested by Lead Counsel amounts to their collective lodestar as of the time that the Settlement was reached and mostly documented and that Lead Counsel has incurred additional time since then in preparing both the preliminary approval and final approval motions and will incur additional time in the future in connection with administering the Settlement and distributing the Net Settlement Fund. Mass. Bricklayers further believes that the litigation expenses being requested for reimbursement to Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of the claims. Based on the foregoing, and

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consistent with its obligation to the Settlement Class to obtain the best result at the most efficient cost, we fully support Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

7. Mass. Bricklayers also understands that reimbursement of a lead plaintiff's reasonable costs and expenses, including lost wages, is authorized under Section 21D(a)(4) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4). For this reason, in connection with Lead Counsel's request for reimbursement of litigation expenses, Mass. Bricklayers seeks reimbursement for the costs and expenses it incurred in connection with its representation of the Settlement Class. Such costs and expenses total \$9,770, consisting of the cost of the time that Mass. Bricklayers devoted to supervising and participating in the Action (approximately 104 hours at rates of between \$45 per hour and \$135 per hour).

8. Greg Sarno, the Executive Director of Mass. Bricklayers, was the primary point of contact between Mass. Bricklayers and our counsel Labaton Sucharow. Mr. Sarno oversaw our efforts to compile and produce responsive documents, respond to interrogatory requests, met on numerous occasions with attorneys from Labaton Sucharow in the course of the Action, traveled to New York to prepare for and be deposed by Defendants' counsel, and traveled to California and participated in the mediation session. He was also in regular contact through e-mail and telephone conferences. In total, Mr. Sarno dedicated approximately 78 hours to this Action on behalf of Mass. Bricklayers. This was time that he did not spend conducting Mass. Bricklayers usual business. Mr. Sarno's effective hourly rate was \$95 per hour.² The total cost of his time

² The effective rates used are based upon the individual's annual salary plus benefits and a standard 40 hour work week.

is \$7,410.

9. I spent approximately 7 hours overseeing Mr. Sarno and interacting with counsel. I also was heavily involved in analyzing and responding to Defendants' numerous settlement offers and offers of judgment directed to Mass. Bricklayers. My effective hourly rate is \$135 per hour, for a total cost of \$945.

10. Additionally, two members of our staff also worked on compiling, copying and producing documents in response to Defendants' requests, Ms. Damigella and Charles Raso II. Ms. Damigella spent approximately 3 hours at a rate of \$45 per hour for a total of \$135 and Mr. Raso II spent approximately 16 hours at a rate of \$80 per hour for a total of \$1,280.

IV. Conclusion

11. In conclusion, Mass. Bricklayers, a Court-appointed Lead Plaintiff that was closely involved throughout the prosecution and settlement of the claims in this Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes it represents a significant recovery for the Settlement Class. We further support Lead Counsel's attorneys' fee and litigation expense reimbursement application, and believe that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Settlement Class and the litigation risks. And finally, Mass. Bricklayers requests reimbursement for its expenses in the amount of \$9,770. Accordingly, we respectfully request that the Court approve Lead Plaintiffs' motion for final approval of the proposed Settlement and Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

I declare under penalty of perjury under the laws of the United States of America that that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of Mass. Bricklayers. Executed this 10 day of May, 2012


CHARLES RASO

EXHIBIT 5

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

<hr/>		X
MASSACHUSETTS BRICKLAYERS AND	:	Civil Action No. 2:08-cv-03178-LDW-ARL
MASONS TRUST FUNDS, Individually and	:	
On Behalf of All Others Similarly Situated,	:	<u>CLASS ACTION</u>
	:	
Plaintiff,	:	DECLARATION OF PETER A. DRISCOLL,
	:	ADMINISTRATOR OF PIPEFITTERS'
vs.	:	LOCAL 597 RETIREMENT FUND, IN
	:	SUPPORT OF (I) LEAD PLAINTIFFS'
DEUTSCHE ALT-A SECURITIES, INC., et	:	MOTION FOR FINAL APPROVAL OF
al.,	:	CLASS ACTION SETTLEMENT AND
	:	PLAN OF ALLOCATION AND (II) LEAD
Defendants.	:	COUNSEL'S MOTION FOR ATTORNEYS'
<hr/>	X	FEES AND LITIGATION EXPENSES

I, PETER A. DRISCOLL, declare as follows:

1. I am the Administrator of Pipefitters' Local 597 Retirement Fund ("Pipefitters"), a Court-appointed Lead Plaintiff in the above-captioned securities class action (the "Action").¹

2. I submit this Declaration in support of (a) Lead Plaintiffs' Motion for Final Approval of Class Action Settlement and Plan of Allocation and (b) Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses, which includes Pipefitters' application for reimbursement of costs and expenses pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"). I have personal knowledge of the matters related to Pipefitters' application, and of the other matters set forth in this Declaration, as I, or others working under my direction, have been directly involved in monitoring and overseeing the prosecution of the Action on Pipefitters' behalf, and I could and would testify competently thereto.

I. Work Performed by Pipefitters on Behalf of the Settlement Class

3. Pipefitters understands that the PSLRA was intended to encourage institutional investors with large losses to seek to manage and direct securities class actions. Pipefitters is an institutional investor who committed itself to prosecuting this litigation, through trial if necessary. In seeking appointment as Lead Plaintiff in the case, Pipefitters understood its fiduciary duties to serve in the interests of the Settlement Class by participating in the management and prosecution of the case.

4. Pipefitters has fulfilled its responsibilities as Lead Plaintiff. Since being appointed as a Lead Plaintiff, it has, *inter alia*: (a) conferred with Lead Counsel on the overall strategy for

¹ Unless otherwise indicated herein, capitalized terms have those meanings contained in the Stipulation and Agreement of Settlement, dated as of March 15, 2012.

prosecuting the Action; (b) reviewed significant pleadings and motion papers filed in the Action; (c) worked cooperatively with the other Lead Plaintiff; (d) met with Lead Counsel and reviewed periodic reports from Lead Counsel concerning the progress of the Action; (e) reviewed Defendants' requests for production of documents, as well as compiled and produced responsive documents; (f) reviewed and responded to Defendants' interrogatory requests; (g) analyzed and responded to Defendants' Offers of Settlement to Pipefitters; (h) prepared for and sat for a deposition conducted by defense counsel; and (i) attended the all-day mediation session with former federal court Judge Layn Phillips that led to the Settlement, and communicated with Lead Counsel regarding settlement negotiations and documentation.

II. Pipefitters Endorses the Court's Approval of the Settlement

5. Based on its involvement throughout the prosecution and resolution of the Action, Pipefitters believes that the proposed Settlement is fair, reasonable and adequate to the Settlement Class in light of the substantial risks of continuing to litigate the Action. Pipefitters accordingly endorses approval of the Settlement by the Court.

III. Pipefitters Supports Lead Counsel's Motion for an Award of Attorneys' Fees and Litigation Expenses

6. Pipefitters also believes that Lead Counsel's request for an award of attorneys' fees in the amount of \$8,618,440.75, representing 26.5% of the Gross Settlement Fund, is fair and reasonable in light of the work they performed on behalf of Lead Plaintiffs and the Settlement Class. Pipefitters has evaluated Lead Counsel's fee request in light of the work performed by Lead Counsel as well as the recovery obtained for the Settlement Class. Pipefitters understands that the fee requested by Lead Counsel amounts to the collective lodestar they had documented at the time the Settlement was reached and that Lead Counsel has incurred additional time since then, preparing the preliminary and final approval motions, and will incur time in the future administering the

Settlement and distributing the Net Settlement Fund. Based on the foregoing, and consistent with its obligation to obtain the best result at the most efficient cost on behalf of the Settlement Class, Pipefitters supports Lead Counsel's motion for attorneys' fees and litigation expenses.

7. In addition, Pipefitters understands that reimbursement of a lead plaintiff's reasonable costs and expenses, including lost wages, is authorized under §21D(a)(4) of the PSLRA, 15 U.S.C. §77z-1(a)(4). Consequently, in connection with Lead Counsel's request for litigation expenses, Pipefitters seeks reimbursement for costs, fees and expenses in the amount of \$23,387.58, which includes the cost of the time that Pipefitters devoted to supervising and participating in the litigation and the attorneys' fees incurred in consulting with outside Fund counsel in connection with the litigation.

8. I was the primary point of contact between Pipefitters and Lead Counsel. I oversaw the efforts to compile and produce responsive documents, reviewed the responses to interrogatory requests, met with attorneys from Robbins Geller numerous times throughout the course of the litigation, traveled to New York to prepare for and be deposed by Defendants' counsel, analyzed and responded to Defendants' Offers of Settlement to Pipefitters and traveled to California to participate in the mediation session. I also regularly corresponded with Lead Counsel through email and telephone conferences. In sum, I dedicated approximately 60 hours to this Action on behalf of Pipefitters. This was time that I did not spend conducting Pipefitters' usual business. My effective hourly rate was \$185.00 per hour.² The total cost of my time is \$11,100.00.

² I am an employee of the Pipefitters Local 597 Welfare Fund. Their formula for reimbursement of my services is \$185.00 per hour, representing my salary, benefits, taxes and pro rata share of office supplies, rent, telephone and miscellaneous. This is the rate Pipefitters Welfare Fund currently charges related entities (*e.g.*, the Local 597 Retirement Fund and the Local 597 401(a) Plan) for my work for them.

9. With regard to Pipefitters' request for reimbursement of expenses incurred in representing the Settlement Class, it is Pipefitters' practice to consult with its regular Fund counsel in connection with litigation. In connection with this Action, Pipefitters consulted with Johnson & Kroll, LLC and DLA Piper, its regular counsel, seeking their services and analysis regarding the merits of the case, its decision to participate as a lead plaintiff, its review of significant pleadings and motions, its responses to discovery and Defendants' Offers of Settlement, deposition preparation, its review of major events in the case reported by Lead Counsel, and the mediation that led to the settlement of this Action. In connection with this Action, Fund counsel billed Pipefitters by the hour and Pipefitters incurred \$12,287.58 in legal expenses.

IV. Conclusion

In conclusion, Pipefitters, a Court-appointed Lead Plaintiff who was closely involved in the prosecution and settlement of the claims in this Action, endorses the Settlement as fair, reasonable and adequate. Pipefitters further supports Lead Counsel's attorneys' fee application, and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Settlement Class. Finally, Pipefitters requests reimbursement for its expenses in the amount of \$23,387.58. Accordingly, Pipefitters requests that the Court approve Lead Plaintiffs' motion for final approval of the proposed Settlement and Lead Counsel's motion for an award of attorneys' fees and litigation expenses.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that I have the authority to execute this Declaration on behalf of Pipefitters. Executed this 23rd day of May, 2012 at Chicago, IL.



PETER A. DRISCOLL

Pipefitters' Local 597 Retirement Fund

EXHIBIT 6

Rate Distributions by Title Over Time

2007-2010

		Count	Low	25th Percentile	Median	75th Percentile	High
Partners							
All Partners	2010	407	\$450	\$725	\$845	\$945	\$1,075
	2009	358	\$425	\$745	\$850	\$945	\$1,050
	2008	321	\$335	\$595	\$695	\$795	\$1,200
	2007	416	\$330	\$600	\$705	\$810	\$995
Sr. Partners	2010	303	\$550	\$775	\$885	\$950	\$1,050
	2009	249	\$500	\$800	\$900	\$960	\$1,050
	2008	208	\$350	\$670	\$750	\$828	\$1,200
	2007	314	\$395	\$650	\$750	\$825	\$995
Mid-Level Partners	2010	74	\$450	\$700	\$730	\$825	\$950
	2009	78	\$425	\$695	\$768	\$861	\$1,005
	2008	57	\$335	\$580	\$635	\$710	\$865
	2007	54	\$420	\$564	\$630	\$704	\$850
Jr. Partners	2010	29	\$550	\$625	\$675	\$760	\$1,075
	2009	31	\$550	\$620	\$685	\$740	\$845
	2008	55	\$350	\$543	\$590	\$625	\$740
	2007	48	\$330	\$520	\$565	\$615	\$900
Of Counsel							
	2010	103	\$475	\$675	\$720	\$778	\$995
	2009	78	\$450	\$650	\$695	\$775	\$925
	2008	88	\$330	\$485	\$548	\$638	\$925
	2007	113	\$360	\$525	\$570	\$625	\$895
Associates							
All Associates	2010	1001	\$135	\$405	\$505	\$585	\$845
	2009	1002	\$135	\$400	\$465	\$580	\$815
	2008	454	\$195	\$325	\$415	\$490	\$750
	2007	642	\$165	\$345	\$420	\$485	\$665
Sr. Associates	2010	170	\$300	\$556	\$630	\$680	\$845
	2009	148	\$225	\$529	\$610	\$650	\$815
	2008	62	\$220	\$450	\$490	\$584	\$675
	2007	145	\$300	\$450	\$515	\$550	\$645
Mid-Level Associates	2010	341	\$175	\$475	\$555	\$605	\$680
	2009	315	\$200	\$470	\$540	\$605	\$775
	2008	209	\$200	\$395	\$465	\$520	\$750
	2007	316	\$185	\$365	\$438	\$480	\$665
Jr. Associates	2010	452	\$175	\$375	\$440	\$505	\$650
	2009	485	\$150	\$375	\$430	\$480	\$675
	2008	160	\$195	\$295	\$338	\$415	\$675
	2007	167	\$165	\$265	\$335	\$370	\$485
Paralegals							
	2010	367	\$80	\$185	\$230	\$263	\$385
	2009	300	\$105	\$190	\$220	\$250	\$385
	2008	151	\$75	\$160	\$200	\$225	\$355

1. Percentiles within title and year across all firms sampled for that year.

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: July 18, 2007

In re AMERICAN EXPRESS FINANCIAL
ADVISORS SECURITIES LITIGATION

Master File No. 04 Civ. 1773 (DAB)

ORDER AND FINAL JUDGMENT

On July 13, 2007, the Court held a hearing to determine (1) whether the terms and conditions of the Stipulation of Settlement dated January 18, 2007 ("Stipulation")¹ are fair, reasonable, and adequate for the settlement of all claims asserted on behalf of the Class in the above-captioned Action, including the release of Defendants, Nominal Defendants, and the other Released Persons, and should be approved; (2) whether judgment should be entered dismissing the Action on the merits and with prejudice in favor of Defendants and Nominal Defendants and as against all Class Members who are not Opt-Outs; (3) whether the Plan of Allocation proposed by Plaintiffs' Co-Lead Counsel is a fair, reasonable, and adequate method of allocating the settlement proceeds among the Class Members; (4) whether and in what amount Plaintiffs' Co-Lead Counsel should be awarded attorneys' fees and reimbursement of expenses; and (5) whether and in what amount incentive awards should be given to the lead plaintiffs in the instant action and in a related action, known as *Haritos v. American Express Financial Advisors, Inc.*, Case No. 02-2255 PHX-PGR, pending in the United States District Court for the District of Arizona ("Haritos").

1. All defined terms have the same meaning as defined in the Stipulation of Settlement dated January 18, 2007.

The Court, having considered all matters submitted to it at the hearing and otherwise; and it appearing from the submissions of the parties that, in accordance with the Court's Order Provisionally Certifying Class, Directing Dissemination of Notice, and Setting Settlement Fairness Hearing, dated February 14, 2007 ("Notice Order"), a notice of the Settlement and Final Fairness Hearing, substantially in the form approved by the Court, was mailed to all Class Members who could be identified with reasonable effort, using the information provided by Defendant American Express Financial Advisors, Inc. or its successor, Ameriprise Financial Services, Inc. (collectively, "AEFA"), pursuant to the Notice Order; and it appearing that a summary notice of the Settlement and Final Fairness Hearing, substantially in the form approved by the Court, was published once in the national edition of The Wall Street Journal and Parade Magazine in accordance with the Notice Order; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested by Plaintiffs' Co-Lead Counsel; and all defined terms used herein having the meanings as set forth and defined in the Stipulation,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court has jurisdiction over the subject matter of the Action, Plaintiffs, all Class Members, and Defendants.
2. The Court makes a final determination that, for the purposes of the Settlement, the prerequisites for a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that (a) the Class is so numerous that joinder of all members thereof is impracticable; (b) there are questions of law and fact common to the Class; (c) Plaintiffs' claims are typical of the claims of the Class they seek to represent; (d) Plaintiffs and their counsel will fairly and adequately represent the interests of the Class; (e) questions of

law and fact common to the Class Members predominate over questions affecting only individual members of the Class; and (f) a class action settlement is superior to other available methods for the fair and efficient adjudication of the controversy.

3. Pursuant to Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure, and, for the purposes of the Settlement, this Court hereby makes final its certification of the Action as a class action on behalf of the following Class:

All Persons who, at any time during the Class Period:

- (i) Paid a fee for financial advice, financial planning, or Financial Advisory Services;
- (ii) Purchased any of the Non-Proprietary Funds through AEFA or for which AEFA was listed as the broker;
- (iii) Purchased any of the AXP Funds through AEFA or for which AEFA was listed as the broker; and/or;
- (iv) Paid a fee for financial advice, financial planning, or other financial advisory services rendered in connection with an SPS, WMS and/or SMA account.

Excluded from the Class are Defendants, Nominal Defendants, members of Defendant James M. Cracchiolo's immediate family, any entity in which any Defendant or Nominal Defendant has or had a controlling interest, and the employees, agents, legal affiliates, or representatives who had been employees, agents, legal affiliates or representatives during the Class Period, heirs, controlling persons, successors, and predecessors in interest or assigns of any such excluded party, and all persons and entities who timely and properly requested exclusion from the Class pursuant to the Mailed Notice or Publication Notice disseminated in accordance with the Notice

Order, and six persons whose tardy exclusions are excused due to extenuating circumstances.

Those six persons are: Carroll Neinhaus, James King, Dorothy King, Muriel Wester, Joseph Centineo and Ester Saabye.

4. Plaintiffs assert claims against Defendants under Sections 12(a)(2) and 15 of the Securities Act of 1933; Section 10(b) of the Securities Exchange Act of 1934 and Securities and Exchange Commission Rules 10b-5(a)-(c) and 10b-10 promulgated thereunder; Section 20(a) of the Securities Exchange Act of 1934; the Investment Advisers Act of 1940, 15 U.S.C. §§ 80b-5, 80b-6; the Minnesota Uniform Deceptive Trade Practices Act, Minnesota Consumer Fraud Act, Minnesota False Advertisement Act, and Minnesota Unlawful Trade Practices Act; and for breach of fiduciary duty and unjust enrichment. The Complaint alleges that Defendants engaged in a common course of conduct that included, among other things, misrepresentations and omissions in connection with the (a) marketing and sale of financial plans and advice to Defendants' clients; (b) the marketing, recommending, and sale of certain non-proprietary mutual funds that paid inadequately disclosed compensation to Defendants for such promotion; and (c) the marketing, recommending, and sale of Defendants' proprietary mutual funds and other proprietary products. For purposes of the Settlement only, the Court makes final its certification of these claims for class treatment.

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby makes final its appointment of Plaintiffs (Leonard D. Caldwell, Carol M. Anderson, Donald G. Dobbs, Kathie Kerr, Susan M. Rangeley, and Patrick J. Wollmering) as representatives of the Class for purposes of the Settlement.

6. Having considered the factors described in Rule 23(g)(1) of the Federal Rules of Civil Procedure, the Court hereby makes final its appointment of Plaintiffs' counsel, the law

firms of Girard Gibbs LLP, Milberg Weiss LLP, and Stull Stull & Brody, as counsel for the Class for purposes of the Settlement.

7. In accordance with the Notice Order, individual notice of the pendency of this Action as a class action and of the proposed Settlement was given to all Class Members who could be identified with reasonable effort, using the information provided by Defendant AEFA, supplemented by published notice. The form and method of notifying the Class of the pendency of the Action as a class action, the terms and conditions of the Settlement, and the Final Fairness Hearing met the requirements of Rule 23 of the Federal Rules of Civil Procedure; Section 21D(a)(7) of the Securities Exchange Act of 1934 (as amended by the Private Securities Litigation Reform Act of 1995), 15 U.S.C. § 78u-4(a)(7); and due process, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

8. The Settlement is approved as fair, reasonable, and adequate, and the Parties are directed to consummate the Settlement in accordance with the terms and provisions of the Stipulation.

9. The Complaint, which the Court finds was filed on a good-faith basis in accordance with the Private Securities Litigation Reform Act of 1995, based upon publicly available information, is hereby dismissed with prejudice and without costs, except as provided in the Stipulation, as against Defendants.

10. Class Members, and the successors and assigns of any of them, are hereby permanently barred and enjoined from instituting, commencing, or prosecuting, either directly or in any other capacity, any and all Released Claims against any and all Released Persons. The Released Claims are hereby compromised, settled, released, discharged, and dismissed as to all

Class Members and their successors and assigns and as against the Released Persons on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

11. Defendants and Nominal Defendants and their successors and assigns are hereby permanently barred and enjoined from instituting, commencing, or prosecuting, either directly or in any other capacity, any and all Settled Defendants' Claims against any Plaintiffs, Class Members, or their attorneys. The Settled Defendants' Claims of all Defendants and Nominal Defendants are hereby compromised, settled, released, discharged, and dismissed on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

12. The Released Persons are hereby discharged from all claims for indemnity and contribution by any person or entity, whether arising under state, federal or common law, based upon, arising out of, relating to or in connection with the Released Claims of the Class or any Class Member, other than claims for indemnity or contribution asserted by a Released Person against another Released Person. Accordingly, the Court hereby bars all claims for indemnity and/or contribution by or against the Released Persons based upon, arising out of, relating to, or in connection with the Released Claims of the Class or any Class Member; provided, however, that this bar order does not prevent any Released Person from asserting a claim for indemnity or contribution against another Released Person.

13. Neither this Order and Final Judgment, nor the Stipulation, nor any of its terms and provisions, nor any of the negotiations or proceedings connected with it, nor any of the documents or statements referred to therein shall be:

(a) offered or received against Defendants or Nominal Defendants as evidence of or construed as or deemed to be evidence of any presumption, concession, or admission by any Defendant with respect to the truth of any fact alleged by Plaintiffs, the

certification of the class, or the validity of any claim that has 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 Defendants or Nominal Defendants;

(b) offered or received against Defendants or Nominal 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 any Defendant or Nominal Defendant;

(c) offered or received against Defendants or Nominal Defendants as evidence of a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against any Defendant or Nominal Defendant, 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 Defendants and/or Nominal Defendants may refer to this Order and Final Judgment and/or the Stipulation to effectuate the liability protection granted them thereunder;

(d) construed as an admission or concession that the consideration given under the Stipulation represents the amount which could be or would have been recovered after dispositive motions or trial; or

(e) construed as or received in evidence as an admission, concession, or presumption against Plaintiffs or any Class Members that any of their claims are without merit, or that any defenses asserted by Defendants or Nominal Defendants have any merit, or that damages recoverable under the Complaint would not have exceeded the Settlement Payment.

14. The Plan of Allocation proposed by Plaintiffs' Co-Lead Counsel for allocating the proceeds of the Settlement is approved as fair, reasonable, and adequate, and the Claims Administrator is directed to administer the Settlement and allocate the Settlement Fund in accordance with its terms and provisions.

15. The Court finds that all Parties and their counsel have complied with each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all proceedings herein.

16. Plaintiffs' Co-Lead Counsel are hereby awarded 27 percent of the Settlement Fund in attorneys' fees, which sum the Court finds to be fair and reasonable, and \$597,204 in reimbursement of expenses, which fees and expenses shall be paid to Plaintiffs' Co-Lead Counsel from the Settlement Fund with interest at the same net rate that the Settlement Fund earns, from the date the Court approves the Fee and Expense Award. Plaintiffs' Co-Lead Counsel shall allocate the award of attorneys' fees among themselves according to their own agreement, and among any other counsel in a fashion that, in the opinion of Plaintiffs' Co-Lead Counsel, fairly compensates such counsel for their contribution to the prosecution of the Action.

17. 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 \$100,000,000 in cash that is already on deposit, plus interest thereon, and that numerous Class Members who file acceptable Proof of Claim forms will benefit from the Settlement created by Plaintiffs' Co-Lead Counsel;

(b) The Settlement obligates Defendants to pay all reasonable expenses of notice and settlement administration and to adopt remedial measures negotiated with Plaintiffs' Co-Lead Counsel and designed to address the issues giving rise to the Action;

(c) Over 3,012,814 copies of the Settlement Notice were disseminated to putative Class Members indicating that Plaintiffs' Co-Lead Counsel were moving for attorneys' fees and reimbursement of expenses in the requested amounts, and there were approximately 80 written comments and objections in opposition to the proposed Settlement and/or the fees and expenses requested by Plaintiffs' Co-Lead Counsel which have been considered by the Court and the Court overrules;

(d) Plaintiffs' Co-Lead 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, in the absence of a settlement, would involve further lengthy proceedings with uncertain resolution of such issues;

(f) Had Plaintiffs' Co-Lead Counsel not achieved the Settlement, there would remain a significant risk that the Class would recover significantly less or nothing from Defendants and/or Nominal Defendants;

(g) Plaintiffs' Co-Lead Counsel have submitted affidavits showing that they expended over 24,000 hours, with a lodestar value of \$9,572,865, in prosecuting the Action and achieving the Settlement; and

(h) The amounts of attorneys' fees awarded and expenses reimbursed from the Settlement Fund are consistent with awards in similar cases.

18. Plaintiffs' Co-Lead Counsel are authorized to pay, from the amount awarded by the Court for attorneys' fees, incentive awards of \$5,000 each to each of the six class representatives in this action and each of the five plaintiffs in the related Haritos case.

19. Exclusive jurisdiction is hereby retained over the Parties and the Class Members for all matters relating to this Action and the Settlement, including (a) the administration, interpretation, effectuation, or enforcement of the Stipulation and this Order and Final Judgment; (b) any application for fees and expenses incurred in connection with administering and distributing the Settlement proceeds to the Class Members; (c) any dispute over attorneys' fees or expenses sought in connection with the Action or the Settlement; and (d) determination whether, in the event an appeal is taken from any aspect of the Judgment approving the Settlement or any award of attorneys' fees, notice should be given under Federal Rule of Civil Procedure 23(d), at the appellant's expense, to some or all members of the Class apprising them of the pendency of the appeal and such other matters as the Court may order.

20. 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.

DATED: July 18, 2007

Deborah A. Batts
THE HONORABLE DEBORAH A. BATTS
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PUBLIC EMPLOYEES' RETIREMENT
SYSTEM OF MISSISSIPPI, et al.,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs,

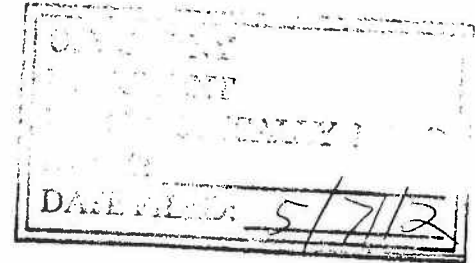
v.

MERRILL LYNCH & CO. INC., et al.,

Defendants.

Civil Action No. 08-cv-10841-JSR-JLC
ECF case

CLASS ACTIONS - CONSOLIDATED



ORDER AND FINAL JUDGMENT

This matter came for hearing on March 21, 2012 (the "Settlement Hearing"), on the application of the parties to determine whether the terms and conditions of the Stipulation and Agreement of Settlement (the "Stipulation" or the "Settlement") are fair, reasonable, and adequate for the settlement of all claims asserted by Lead Plaintiff the Public Employees' Retirement System of Mississippi on behalf of the Settlement Class against defendants Merrill Lynch & Co., Inc., Merrill Lynch Mortgage Investors, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Matthew Whalen, Paul Park, Brian T. Sullivan, Michael M. McGovern, Donald J. Puglisi and Donald C. Han (collectively the "Settling Defendants") in the above-captioned Action, and should be approved; and whether judgment should be entered dismissing the Action on the merits and with prejudice in favor of the Settling Defendants and as against all persons or entities who are members of the Settlement Class herein who have not requested exclusion therefrom, and releasing the Class Members' Released Claims as against all Released Parties.

The Court having considered all matters submitted to it at the Settlement Hearing and otherwise;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order and Final Judgment hereby incorporates by reference the definitions in the Stipulation, and all capitalized terms, unless otherwise defined herein, shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction to enter this Order and Final Judgment. The Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Settlement Class Members.

3. Notice of the pendency of the Action as a class action and of the proposed Settlement was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the pendency of the action as a class action and of the terms and conditions of the proposed Settlement met the requirements of due process, Rule 23 of the Federal Rules of Civil Procedure, and Section 27 of the Securities Act of 1933, 15 U.S.C. § 77z-1(a)(7), as amended by the Private Securities Litigation Reform Act of 1995, and constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, the Court hereby finds that due and adequate notice of these proceedings was directed to all persons and entities who are Settlement Class Members, advising them of the Settlement, and of their right to object thereto, and a full and fair opportunity was accorded to all persons and entities who are Settlement Class Members to be heard with respect to the Settlement. Thus, it is hereby determined that all Settlement Class Members, other than those persons and entities that are listed on Exhibit 1 hereto, are bound by this Order and Final Judgment.

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves the Settlement as set forth in the Stipulation, and finds that the Settlement is, in all respects, fair, reasonable, and adequate, and in the best interests of the Settlement Class Members. This Court further finds that the Settlement set forth in the Stipulation is the result of arm's-length negotiations between experienced counsel representing the interests of the Settling Parties. Accordingly, the Settlement embodied in the Stipulation is hereby approved in all respects and shall be consummated in accordance with the terms and provisions of the Stipulation.

6. The Court finds and concludes that the Settling Parties and their respective counsel have complied in all respects with the requirements of Rule 11 of the Federal Rules of Civil Procedure in connection with the commencement, maintenance, prosecution, defense and settlement of the Action.

7. The Complaint is hereby dismissed on the merits with prejudice as against the Released Parties and without costs except for the payments expressly provided for in the Stipulation.

8. Upon the Effective Date of the Settlement, Lead Plaintiff and all other Settlement Class Members, whether or not such Person submits a Proof of Claim Form, shall be deemed to have released, dismissed and forever discharged the Released Claims against each and all of the Released Parties, with prejudice and on the merits, without costs to any party.

9. Upon the Effective Date of the Settlement, Lead Plaintiff and all other Settlement Class Members, and anyone claiming through or on behalf of any of them, are forever barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal, administrative forum, or other

forum of any kind, asserting against any of the Released Parties, and each of them, any of the Settlement Class Members' Released Claims.

10. Upon the Effective Date of the Settlement, Defendants and each of the other Released Parties shall be deemed to have released, dismissed and forever discharged all Released Parties' Claims against all Plaintiffs in the Action and their respective attorneys, and any other Settlement Class Member.

11. Upon the Effective Date of the Settlement, all claims for contribution, indemnification, or any other form of relief by other alleged joint tortfeasors against the Released Parties based upon, arising out of, relating to, or in connection with the Released Claims of the Settlement Class or any Settlement Class Member, shall be barred, extinguished, discharged, satisfied and otherwise rendered unenforceable to the full extent permitted by law, and the future filing of any such claims is enjoined.

12. The fact and terms of the Stipulation, including Exhibits thereto, this Order and Final Judgment, all negotiations, discussions, drafts and proceedings in connection with the Settlement, and any act performed or document signed in connection with the Settlement:

(a) shall not be offered or received against Defendants, other Released Parties, Lead Plaintiff or the other members of the Settlement Class as evidence of, or be deemed to be evidence of, any presumption, concession or admission by any of the Defendants or other Released Parties or by Lead Plaintiff or the other members of the Settlement Class with respect to the truth of any fact alleged by Lead Plaintiff or the validity, or lack thereof, of any claim that has 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 Defendants or other Released Parties;

(b) shall not be offered or received against the Released Parties 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 any Released Party, or against Lead Plaintiff or any of the other members of the Settlement Class as evidence of any infirmity in the claims of Lead Plaintiff and the other members of the Settlement Class;

(c) shall not be offered or received against the Released Parties, Lead Plaintiff or the other members of the Settlement Class as evidence of a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against any of the parties to this Stipulation, in any arbitration proceeding or other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of this Stipulation; provided, however, that if this Settlement is approved by the District Court, the Released Parties may refer to it to effectuate the liability protection granted them hereunder;

(d) shall not be construed against the Released Parties, Lead Counsel or Lead Plaintiff or the other members of the Settlement Class as an admission or concession that the consideration to be given hereunder represents the amount which could be or would have been recovered after trial; and

(e) shall not be construed as or received in evidence as an admission, concession or presumption against Lead Plaintiff or the other members of the Settlement Class 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 Fund.

13. The Court reserves jurisdiction, without affecting in any way the finality of this Order and Final Judgment, (a) over implementation and enforcement of the Settlement; (b) the

allowance, disallowance or adjustment of any Settlement Class Member's claim on equitable grounds and any award or distribution of the Settlement Fund; (c) disposition of the Settlement Fund; (d) hearing and determining Lead Counsel's application for attorneys' fees, costs, interest and expenses, including fees and costs of experts and/or consultants; (e) enforcing and administering this Order and Final Judgment; (f) enforcing and administering the Stipulation including any releases executed in connection therewith; and (g) other matters related or ancillary to the foregoing.

14. A separate order shall be entered regarding Lead Counsel's application for attorneys' fees and reimbursement of litigation expenses as allowed by the Court. Such order shall not disturb or affect any of the terms of this Order and Final Judgment.


15. A separate order shall be entered regarding the proposed Plan of Allocation. Such order shall not disturb or affect any of the terms of this Order and Final Judgment.

16. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation or in the event that the Settlement Fund, or any portion thereof, is returned to Defendants, then this Order and Final Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation, and shall be vacated to the extent provided by the Stipulation and, in such event: (a) all Orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation; (b) the fact of the Settlement shall not be admissible in any trial of the Action and the parties to the Stipulation shall be deemed to have reverted *nunc pro tunc* to their respective status in the Action immediately before October 20, 2011; and (c) the balance of the Settlement Fund, less any Notice and Administration Expenses paid or incurred and less any Taxes and Tax Expenses paid, incurred, or owing, shall be returned in full as provided in the Stipulation.

17. 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.

18. There is no just reason for delay in the entry of this Order and Final Judgment and immediate entry by the Clerk of the Court is expressly directed.

Dated: New York, New York
5/7, 2012


HONORABLE JED S. RAKOFF
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PUBLIC EMPLOYEES' RETIREMENT
SYSTEM OF MISSISSIPPI, et al.,
Individually and On Behalf of All Others
Similarly Situated,

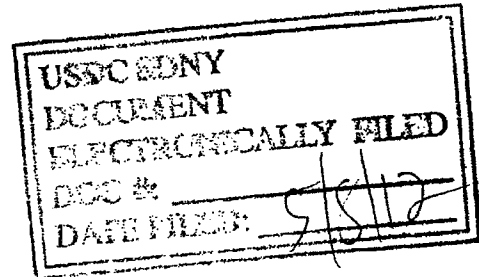
Plaintiffs,

v.

MERRILL LYNCH & CO. INC., et al.,

Defendants.

Civil Action No. 08-cv-10841-JSR-JLC
ECF case



~~PROPOSED~~ ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

This matter came on for hearing on March 21, 2012 (the "Settlement Hearing") on Lead Counsel's motion to determine, among other things, whether and in what amount to award Lead Counsel in the above-captioned consolidated securities class action (the "Action") attorneys' fees and reimbursement of Litigation Expenses:

The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Settlement Class Members who or which could be identified with reasonable effort, except those persons or entities excluded from the definition of the Settlement Class, and that a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal* and was transmitted over the *PR Newswire* 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 Litigation Expenses requested.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated December 5, 2011 (ECF No. 174-1) (the "Stipulation") and all terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.

3. Notice of Lead Counsel's application for attorneys' fees and reimbursement of Litigation Expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the application for attorneys' fees and expenses satisfied the requirements of due process, Rule 23 of the Federal Rules of Civil Procedure, Section 27 of the Securities Act of 1933, 15 U.S.C. § 77z-1(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 and the Rules of the Court, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 17 % of the Settlement Fund and \$ 3,280,523.87 in reimbursement of 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. 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.¹

5. Lead Counsel shall be paid 50% of the attorneys' fees awarded and 100% of the approved expenses immediately upon entry of this Order. Payment of the balance of the

¹ Plaintiffs' Counsel shall mean Lead Counsel Bernstein Litowitz Berger & Grossmann LLP; Kessler Topaz Meltzer & Check, LLP; Berman DeValerio; and Pond Gadow & Tyler.

attorneys' fees awarded shall be made to Lead Counsel when distribution of the Net Settlement Fund to claimants has been very substantially completed.

6. 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 \$315 million in cash that has been funded into an escrow account for the benefit of the Settlement Class pursuant to the terms of the Stipulation, and that numerous Settlement Class Members who submit acceptable Proof of Claim Forms will benefit from the Settlement that occurred because of 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 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 10,000 potential Settlement Class Members or their nominees stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed 17% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$4 million, plus interest earned at the same rate and for the same period as earned by the Settlement Fund, and there are no objections to the requested award of attorneys' fees or Litigation Expenses;

(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 three years;

(f) Had the Settlement not been achieved, there would remain a significant risk that Lead Plaintiff and the other members of the Settlement Class may have recovered less or nothing from Settling Defendants;

(g) Plaintiffs' Counsel devoted over 56,000 hours, with a lodestar value of approximately \$23 million, to achieve the Settlement; and

(h) 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.

7. Lead Plaintiff, Public Employees' Retirement System of Mississippi, on behalf of itself and the Office of the Attorney General of the State of Mississippi, is hereby awarded \$ 30,380 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

8. Plaintiff Los Angeles County Employees Retirement Association is hereby awarded \$ 16,424 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

9. Plaintiff Connecticut Carpenters Pension Fund and Connecticut Carpenters Annuity Fund Association is hereby awarded \$ 3,375 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

10. Plaintiff Wyoming State Treasurer is hereby awarded \$ 12,255 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

11. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees or expense application shall in no way disturb or affect the finality of the Order and Final Judgment entered with respect to the Settlement.

12. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

13. 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 terms of the Stipulation.

14. 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.

SO ORDERED this 7th day of May, 2012.



HONORABLE JED S. RAKOFF
UNITED STATES DISTRICT JUDGE

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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA – SAN JOSE DIVISION

IN RE WELLS FARGO MORTGAGE-
BACKED CERTIFICATES LITIGATION

Case No. 09-CV-1376-LHK (PSG)

CONSOLIDATED CLASS ACTION
ECF

**FINAL JUDGMENT AND ORDER
OF DISMISSAL WITH PREJUDICE**

1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 July 26, 2011, on the application of the Lead Plaintiffs for approval of the Settlement set forth in the
3 Stipulation of Settlement dated as of July 5, 2011 (the "Stipulation"). Full and adequate notice having
4 been given to the Settlement Class as required in the Court's Order, and the Court having considered
5 all papers filed and proceedings held herein and otherwise being fully informed in the premises and
6 good cause appearing therefor,

7 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

8 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
9 capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation.

10 2. This Court has jurisdiction over the subject matter of the Action and over all parties to
11 the Action, including all members of the Settlement Class.

12 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby certifies
13 the Action as a class action for settlement purposes only. The Settlement Class consists of all persons
14 or entities who purchased or otherwise acquired mortgage pass-through certificates pursuant or
15 traceable to Wells Fargo Asset Securities Corporation's July 29, 2005 Registration Statement,
16 October 20, 2005 Registration Statement, or September 27, 2006 Registration Statement, and the
17 accompanying prospectuses and prospectus supplements in the following 28 offerings, and were
18 damaged thereby: The WFMB 2006-1 offering, WFMB 2006-2 offering, WFMB 2006-3 offering,
19 WFMB 2006-4 offering, WFMB 2006-6 offering, WFMB 2006-AR1 offering, WFMB 2006-
20 AR2 offering, WFMB 2006-AR4 offering, WFMB 2006-AR5 offering, WFMB 2006-AR6
21 offering, WFMB 2006-AR8 offering, WFMB 2006-AR10 offering, WFMB 2006-AR11 offering,
22 WFMB 2006-AR12 offering, WFMB 2006-AR14 offering, WFMB 2006-AR17 offering,
23 WFMB 2007-11 offering, WFMB 2006-7 offering, WFMB 2006-10 offering, WFMB 2006-
24 AR16 offering, WFMB 2006-18 offering, WFMB 2006-AR19 offering, WFMB 2006-20 offering,
25 WFALT 2007-PA1 offering, WFMB 2007-AR4 offering, WFMB 2007-10 offering, WFMB 2007-
26 13 offering, and WFMB 2006-AR15 offering. Excluded from the Settlement Class are Defendants
27 and their respective officers, affiliates and directors at all relevant times, members of their immediate
28 families and their legal representatives, heirs, successors or assigns and any entity in which any

1 Defendant has or had a controlling interest, except that Investment Vehicles shall not be excluded
2 from the Class. Also excluded from the Settlement Class are any persons or entities who excluded
3 themselves by filing a valid request for exclusion in accordance with the requirements set forth in the
4 Notice, a list of which is attached hereto as Exhibit 1.

5 4. With respect to the Settlement Class, this Court finds, solely for the purposes of
6 settlement, that:

7 (a) the members of the Settlement Class are so numerous that joinder of all Class
8 Members in the Action is impracticable;

9 (b) there are questions of law and fact common to the Settlement Class;

10 (c) the claims by Class Representatives are typical of the claims of the Settlement
11 Class;

12 (d) Class Representatives and Lead Counsel have and will fairly and adequately
13 represent and protect the interests of the Class Members;

14 (e) the questions of law and fact common to the members of the Settlement Class
15 predominate over any questions affecting only individual members; and

16 (f) a class action is superior to other available methods for the fair and efficient
17 adjudication of the controversy, considering: (i) the interests of the Class Members in individually
18 controlling the prosecution of separate actions; (ii) the extent and nature of any litigation concerning
19 the controversy already commenced by Class Members; and (iii) the desirability or undesirability of
20 concentrating the litigation of these claims in this particular forum.

21 5. Pursuant to Federal Rule of Civil Procedure 23, and having considered and rejected in a
22 separate, concurrently filed Order the single objection raised by two Class Members, this Court hereby
23 approves the Settlement set forth in the Stipulation and finds that the Settlement is, in all respects, fair,
24 reasonable and adequate to Lead Plaintiffs, the Settlement Class and each of the Class Members. The
25 Court further finds that the Settlement set forth in the Stipulation is the result of arm's-length
26 negotiations between experienced counsel representing the interests of the Settling Parties and is in the
27 best interest of the Settlement Class. The Court further finds that the record is sufficiently developed
28 and complete to have enabled Class Representatives and Defendants to have adequately evaluated and

1 considered their positions. Accordingly, the Settlement embodied in the Stipulation is hereby finally
2 approved in all respects. The Settling Parties are hereby directed to perform its terms.

3 6. Except as to any individual claim of those persons who have validly and timely
4 requested exclusion from the Settlement Class (identified in Exhibit 1 hereto), the Action and all
5 claims contained therein are dismissed with prejudice. The Settling Parties are to bear their own costs,
6 except as otherwise provided in the Stipulation.

7 7. This Judgment is binding on all members of the Settlement Class (which does not
8 include those persons listed in Exhibit 1 hereto who have validly and timely requested exclusion from
9 the Settlement Class).

10 8. Pursuant to this Judgment, upon the Effective Date, Lead Plaintiffs and each of the
11 Class Members, on behalf of themselves and any of their personal representatives, spouses, domestic
12 partners, trustees, heirs, executors, administrators, successors or assigns shall be deemed by operation
13 of law to have fully, finally and forever released, relinquished, waived, discharged and dismissed each
14 and every Settled Claim, and shall forever be enjoined from pursuing any or all Settled Claims, against
15 any Released Party, whether directly or indirectly, whether on their own behalf or otherwise, and
16 regardless of whether or not such Class Member executes and delivers a Proof of Claim Form (except
17 that the foregoing provision shall not apply to any such representative, spouse, domestic partner,
18 trustee, heir, executor, administrator, successor or assign who independently would be a member of
19 the Settlement Class and timely excludes himself, herself or itself). By entering into the Settlement
20 Agreement, Plaintiffs represent and warrant that they have not assigned, hypothecated, conveyed,
21 transferred or otherwise granted or given any interest in the Settled Claims, or any of them, to any
22 other person or entity.

23 9. Pursuant to this Judgment, upon the Effective Date, Defendants and each of the other
24 Released Parties, on behalf of themselves, their heirs, executors, administrators, predecessors,
25 successors and assigns, shall be deemed by operation of law to have released, waived, discharged and
26 dismissed each and every of the Released Parties' Claims, and shall forever be enjoined from
27 prosecuting any or all of the Released Parties' Claims, against Plaintiffs, and their respective attorneys,
28 and all other Class Members.

10. The distribution of the Notice and the publication of the Summary Notice as provided for in the Preliminary Approval Order constituted the best notice practicable under the circumstances, including individual notice to all Class Members who could be identified through reasonable effort. Said notice provided the best notice practicable under the circumstances of those proceedings and of the matters set forth therein, including the proposed Settlement set forth in the Stipulation, to all persons entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23, 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, due process, and any other applicable law.

11. Any plan of allocation submitted by Lead Counsel or any order entered regarding any attorneys' fee and/or expense application shall in no way disturb or affect this Final Judgment and Order of Dismissal with Prejudice and shall be considered separate from this Final Judgment and Order of Dismissal with Prejudice.

12. Neither the Stipulation nor the Settlement shall be:

a. offered or received against any of the Released Parties as evidence of, or construed as, or deemed to be evidence of any presumption, concession or admission by any of the Released Parties with respect to the truth of any fact alleged by Lead Plaintiffs or the validity of any claim that was or could have been asserted against any of the Released Parties in this Action or in any litigation, or of any liability, negligence, fault or other wrongdoing of any kind of any of the Released Parties;

b. offered or received against any of the Released Parties 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 any of the Released Parties, or against the Lead Plaintiffs or any Class Member(s) as evidence of any infirmity in the claims of Lead Plaintiffs or the other Class Member(s);

c. offered or received against any of the Released Parties, or against Lead Plaintiffs or any other Class Member(s), as evidence of a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing of any kind, or in any way referred to for any

1 other reason or purpose as against any of the Released Parties, in any other civil, criminal or
2 administrative action or proceeding, other than such proceedings as may be necessary to effectuate the
3 provisions of this Stipulation; provided, however, that if the Stipulation is approved by the Court,
4 Defendants or any other Released Party may refer to it to effectuate the protection from liability
5 granted them hereunder;

6 d. construed against any of the Released Parties, Lead Plaintiffs or any other Class
7 Member(s) as an admission, concession or presumption that the consideration to be given hereunder
8 represents the amount which could be or would have been recovered after trial; nor

9 e. construed against Lead Plaintiffs or any other Class Member(s) as an admission,
10 concession or presumption that any of their claims are without merit or that damages recoverable
11 under the Complaint would not have exceeded the amount of the Settlement Fund.

12 13. The Stipulation may be filed in an action to enforce or interpret the terms of the
13 Stipulation, the Settlement contained therein, and any other documents executed in connection with
14 the performance of the agreements embodied therein. Class Members, Defendants and/or the other
15 Released Parties may file the Stipulation and/or this Final Judgment and Order of Dismissal with
16 Prejudice in any action that may be brought against them in order to support a defense or counterclaim
17 based on the principles of *res judicata*, collateral estoppel, full faith and credit, release, good faith
18 settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or
19 similar defense or counterclaim.

20 14. Without affecting the finality of this Final Judgment and Order of Dismissal with
21 Prejudice in any way, this Court hereby retains continuing jurisdiction over: (a) implementation of this
22 Settlement and any award or distribution of the Settlement Fund, including interest earned thereon;
23 (b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees and
24 expenses in the Action; and (d) all parties hereto for the purpose of construing, enforcing and
25 administering the Stipulation.

26 15. The Court finds, pursuant to 15 U.S.C. § 78u-4(c)(1), that during the course of the
27 Action, the Settling Parties and their respective counsel at all times complied with the requirements of
28 Federal Rule of Civil Procedure 11.

1 16. In the event that the Settlement does not become effective in accordance with the terms
2 of the Stipulation or the Effective Date does not occur, or in the event that the Settlement Fund, or any
3 portion thereof, is returned to the Defendants, then this Final Judgment and Order of Dismissal with
4 Prejudice shall be rendered null and void to the extent provided by and in accordance with the
5 Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in
6 connection herewith shall be null and void to the extent provided by and in accordance with the
7 Stipulation.

8 17. There is no just reason for delay in the entry of this Judgment and immediate entry by
9 the Clerk of the Court is expressly directed.

10 IT IS SO ORDERED.

11
12 DATED: November 14, 2011



THE HONORABLE LUCY H. KOH
UNITED STATES DISTRICT COURT JUDGE