

# **Exhibit 1**



Securities Class Action Services

# Securities Class Action Services

## The SCAS 100 for 2H 2012

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The SCAS “Top 100 Settlements Semi-Annual Report” identifies the largest securities class action settlements filed after the passage of the Private Securities Litigation Reform Act of 1995, ranked by the total value of the settlement fund.

The Top 100 Settlements Semi-Annual Report provides a wealth of information, including the settlement date, filing court, settlement fund, and identifies the key players for each settlement.

The report, which is updated and circulated semi-annually, is broken down into following categories:

### **SCAS Top 100 Settlements Semi-Annual Report**

The Front Page provides the complete list of the Top 100 Securities Class Action Settlements, ranked according to the Total Settlement Amount, and provides information on the filing court, settlement year and settlement fund. The SCAS Top 100 does not include non-US cases and the SEC disgorgements. Cases with the same settlement amount are given the same ranking.

For cases with multiple partial settlements, the amount indicated in the Total Settlement Amount is computed by combining all partial settlements. The settlement year reflects the year the most recent settlement received final approval from the Court.

Cases in the Top 100 settlements are limited to those that have been filed on or after January 1, 1996. Only final settlements are included. Data on SEC settlements are not included, but rather compiled in a separate list—the Top 30 SEC Disgorgements.

### **No. of Settlements Added to SCAS 100 (1996-2012)**

The Top 100 Settlements from 1996-2012 section provides a chart of the cases in the Top 100 Settlements Semi-Annual Report, categorized by Settlement Year. The Settlement Year corresponds to the year the settlement, or the most recent partial settlement, received final approval from the Court.

### **Institutional Lead Plaintiff Participation**

The Institutional Lead Plaintiff section displays the number of cases in the Top 100 involving Institutional Lead Plaintiffs and also identifies the institutional investors serving as Institutional Lead Plaintiff.

### **Lead Counsel Participation**

The Lead Counsel Participation section lists the law firms that served as lead or co-lead counsel for each litigation in the Top 100 settlements and identifies the most frequent lead or co-lead counsel appearing in the Top 100.



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### **Claims Administration Participation**

The Claims Administration section lists the claims administrators who handled the Top 100 settlements and identifies the most frequent claims administrators in the Top 100.

### **Restatements**

The Restatements section identifies the cases in the Top 100 involving accounting restatements, and shows the no. of restatement cases vis-à-vis non-restatement cases.

### **Top 30 SEC Disgorgements**

The Top 30 SEC Disgorgements section provides a list of the largest SEC settlements, ranked according to the Total Settlement Amount. The Total Settlement Amount reflects the sum of disgorgement and civil penalties in settlements reached with the Securities and Exchange Commission. The Top 30 SEC Disgorgements includes only those where the distribution plan has received final approval. Cases with the same settlement amount are given the same ranking.



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## SCAS Top 100 Settlements Report as of December, 2012

RANK	CASE NAME	SETTLEMENT YEAR	COURT	TOTAL SETTLEMENT AMOUNT
1	Enron Corp.	2010	S.D. Tex.	\$ 7,242,000,000.00
2	WorldCom, Inc.	2012	S.D.N.Y.	\$ 6,194,100,713.69
3	Cendant Corp.	2000	D. N.J.	\$ 3,318,250,000.00
4	Tyco International, Ltd.	2007	D. N.H.	\$ 3,200,000,000.00
5	AOL Time Warner, Inc.	2006	S.D.N.Y.	\$ 2,500,000,000.00
6	Nortel Networks Corp.	2006	S.D.N.Y.	\$ 1,142,775,308.00
7	Royal Ahold, N.V.	2006	D. Md.	\$ 1,100,000,000.00
8	Nortel Networks Corp.	2006	S.D.N.Y.	\$ 1,074,265,298.00
9	McKesson HBOC Inc.	2008	N.D. Cal.	\$ 1,042,500,000.00
10	UnitedHealth Group, Inc.	2009	D. Minn.	\$ 925,500,000.00
11	American International Group, Inc.	2012	S.D.N.Y.	\$ 822,500,000.00
12	HealthSouth Corp.	2010	N.D. Ala.	\$ 804,500,000.00
13	Xerox Corp.	2009	D. Conn.	\$ 750,000,000.00
14	Lucent Technologies, Inc.	2003	D. N.J.	\$ 667,000,000.00
15	Wachovia Preferred Securities and Bond/Notes	2011	S.D.N.Y.	\$ 627,000,000.00
16	Countrywide Financial Corp.	2011	C.D. Cal.	\$ 624,000,000.00
17	Cardinal Health, Inc.	2007	S.D. Ohio	\$ 600,000,000.00
18	IPO Securities Litigation	2009	S.D.N.Y.	\$ 586,000,000.00
19	Lehman Brothers Holdings, Inc.	2012	S.D.N.Y.	\$ 516,218,000.00
20	BankAmerica Corp.	2004	E.D. Mo.	\$ 490,000,000.00
21	Merrill Lynch & Co., Inc.	2009	S.D.N.Y.	\$ 475,000,000.00
22	Dynegy Inc.	2005	S.D. Tex.	\$ 474,050,000.00
23	Adelphia Communications Corp.	2011	S.D.N.Y.	\$ 466,725,000.00
24	Raytheon Company	2004	D. Mass.	\$ 460,000,000.00
25	Waste Management Inc.	2003	S.D. Tex.	\$ 457,000,000.00
26	Global Crossing, Ltd.	2007	S.D.N.Y.	\$ 447,800,000.00
27	Qwest Communications International, Inc.	2006	D. Colo.	\$ 445,000,000.00
28	Federal Home Loan Mortgage Corp.	2006	S.D.N.Y.	\$ 410,000,000.00
29	Marsh & McLennan Companies, Inc.	2009	S.D.N.Y.	\$ 400,000,000.00
30	Cendant Corp.	2006	D. N.J.	\$ 374,000,000.00
31	Refco, Inc.	2011	S.D.N.Y.	\$ 358,300,000.00
32	Rite Aid Corp.	2003	E.D. Pa.	\$ 319,580,000.00
33	Merrill Lynch Mortgage Investors, Inc.	2012	S.D.N.Y.	\$ 315,000,000.00
34	Williams Companies, Inc.	2007	N.D. Okla.	\$ 311,000,000.00
35	General Motors Corp.	2009	E.D. Mich.	\$ 303,000,000.00
36	Bristol-Myers Squibb Co.	2004	S.D.N.Y.	\$ 300,000,000.00
36	DaimlerChrysler AG	2003	D. Del.	\$ 300,000,000.00
36	Oxford Health Plans Inc.	2003	S.D.N.Y.	\$ 300,000,000.00
39	Bear Stearns Companies, Inc.	2012	S.D.N.Y.	\$ 294,900,000.00
40	El Paso Corporation	2007	S.D. Tex.	\$ 285,000,000.00



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41	Tenet Healthcare Corp.	2008	C.D. Cal.	\$ 281,500,000.00
42	3Com Corp.	2001	N.D. Cal.	\$ 259,000,000.00
43	Charles Schwab & Co., Inc.	2011	N.D. Cal.	\$ 235,000,000.00
44	Comverse Technology, Inc.	2010	E.D.N.Y.	\$ 225,000,000.00
45	Waste Management Inc.	1999	N.D. Ill.	\$ 220,000,000.00
46	Sears, Roebuck & Co.	2006	N.D. Ill.	\$ 215,000,000.00
47	Washington Mutual, Inc.	2011	W.D. Wash.	\$ 208,500,000.00
48	The Mills Corp.	2009	E.D. Va.	\$ 202,750,000.00
49	CMS Energy Corp.	2007	E.D. Mich.	\$ 200,000,000.00
49	Motorola, Inc.	2012	N.D. Ill.	\$ 200,000,000.00
49	WellCare Health Plans, Inc.	2011	M.D. Fla.	\$ 200,000,000.00
49	Kinder Morgan, Inc.	2010	Kansas District Court	\$ 200,000,000.00
53	Safety-Kleen Corp.	2006	D. S.C.	\$ 197,622,944.00
54	MicroStrategy Inc.	2001	E.D. Va.	\$ 192,500,000.00
55	Motorola, Inc.	2007	N.D. Ill.	\$ 190,000,000.00
56	Bristol-Myers Squibb Co.	2006	D. N.J.	\$ 185,000,000.00
57	Broadcom Corp.	2012	C.D. Cal.	\$ 173,500,000.00
58	Maxim Integrated Products, Inc.	2010	N.D. Cal.	\$ 173,000,000.00
59	Juniper Networks, Inc.	2010	N.D. Cal.	\$ 169,500,000.00
60	National City Corp.	2012	N.D. Ohio	\$ 168,000,000.00
61	Schering-Plough Corp.	2009	D. N. J.	\$ 165,000,000.00
61	Digex, Inc.	2001	Delaware Chancery Court	\$ 165,000,000.00
63	Dollar General Corp.	2002	M.D. Tenn.	\$ 162,000,000.00
64	Brocade Communications Systems, Inc.	2009	N.D. Cal.	\$ 160,098,500.00
65	Bennett Funding Group, Inc.	2003	S.D.N.Y.	\$ 152,635,000.00
66	Satyam Computer Services, Ltd.	2011	S.D.N.Y.	\$ 150,500,000.00
67	Merrill Lynch & Co., Inc.	2009	S.D.N.Y.	\$ 150,000,000.00
67	AT&T Wireless Tracking Stock	2006	S.D.N.Y.	\$ 150,000,000.00
67	Broadcom Corp.	2005	C.D. Cal.	\$ 150,000,000.00
70	TXU Corp.	2005	N.D. Tex.	\$ 149,750,000.00
71	Sumitomo	2001	S.D.N.Y.	\$ 149,250,000.00
72	Charter Communications, Inc.	2005	E.D. Mo.	\$ 146,250,000.00
73	Apollo Group, Inc.	2012	D. Ariz.	\$ 145,000,000.00
74	Sunbeam Corp.	2001	S.D. Fla.	\$ 140,995,187.00
75	Biovail Corp.	2008	S.D.N.Y.	\$ 138,000,000.00
76	The Coca-Cola Company	2008	N.D. Ga.	\$ 137,500,000.00
76	Electronic Data Systems Corp.	2006	E.D. Tex.	\$ 137,500,000.00
78	Informix Corp.	1999	N.D. Cal.	\$ 136,500,000.00
79	Computer Associates International, Inc.	2003	E.D.N.Y.	\$ 133,551,000.00
80	Doral Financial Corp.	2007	S.D.N.Y.	\$ 130,000,000.00
81	Delphi Corporation	2009	E.D. Mich.	\$ 128,350,000.00
82	Edward D. Jones & Co., L.P.	2007	E.D. Mo. / Mo. C.C.	\$ 127,500,000.00
83	Wells Fargo Mortgage-Backed Securities Pass-Thr	2011	N.D. Cal.	\$ 125,000,000.00
83	Bristol-Myers Squibb Co.	2009	S.D.N.Y.	\$ 125,000,000.00
85	New Century Financial Corp.	2010	C.D. Cal.	\$ 124,827,088.00
86	Mattel, Inc.	2003	C.D. Cal.	\$ 122,000,000.00



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87	Lernout & Hauspie Speech Products N.V.	2005	D. Mass.	\$ 120,520,000.00
88	Bank One Corp.	2005	N.D. Ill.	\$ 120,000,000.00
88	Deutsche Telekom AG	2005	S.D.N.Y.	\$ 120,000,000.00
88	Conseco, Inc.	2002	S.D. Ind.	\$ 120,000,000.00
91	Chicago Board of Trade	2011	N.D. Ill.	\$ 118,750,000.00
92	Peregrine Systems, Inc.	2009	S.D. Cal.	\$ 117,567,922.00
93	Mercury Interactive Corp.	2008	N.D. Cal.	\$ 117,500,000.00
94	The Interpublic Group of Companies, Inc.	2004	S.D.N.Y.	\$ 115,000,000.00
95	Ikon Office Solutions, Inc.	2000	E.D. Pa.	\$ 111,000,000.00
96	CVS Corp.	2005	D. Mass.	\$ 110,000,000.00
96	DPL Inc.	2003	S.D. Ohio	\$ 110,000,000.00
96	El Paso Corporation	2012	Delaware Chancery Court	\$ 110,000,000.00
99	Homestore.com, Inc.	2009	C.D. Cal.	\$ 107,421,215.64
100	Prison Realty Trust Inc.	2001	M.D. Tenn.	\$ 104,129,480.00

\*\*\* "Settlement Year" for cases that include multiple settlements reflects the year the most recent settlement was approved by the Court.

\*\*\* Settlements that have the same amount are given the same ranking.

\*\*\* To be eligible for the Top 100 Settlements, cases must have been filed after January 1, 1996, and the settlement must have received final approval from the Court.



Securities Class Action Services

## Restatements

### Cases Involving Accounting Restatements in Top 100 Settlements

RANK	CASE NAME	TOTAL SETTLEMENT AMOUNT	SETTLEMENT YEAR
1	Enron Corp.	\$7,242,000,000.00	2010
2	WorldCom, Inc.	\$6,194,100,713.69	2012
3	Cendant Corp.	\$3,318,250,000.00	2000
5	AOL Time Warner, Inc.	\$2,500,000,000.00	2006
7	Royal Ahold, N.V.	\$1,100,000,000.00	2006
8	Nortel Networks Corp.	\$1,074,265,298.00	2006
9	McKesson HBOC Inc.	\$1,042,500,000.00	2008
10	American International Group, Inc.	\$ 937,500,000.00	2012
11	UnitedHealth Group, Inc.	\$ 925,500,000.00	2009
12	HealthSouth Corp.	\$ 804,500,000.00	2010
13	Xerox Corp.	\$ 750,000,000.00	2009
14	Lucent Technologies, Inc.	\$ 667,000,000.00	2003
16	Countrywide Financial Corp.	\$ 624,000,000.00	2011
17	Cardinal Health, Inc.	\$ 600,000,000.00	2007
22	Dynegy Inc.	\$ 474,050,000.00	2005
23	Adelphia Communications Corp.	\$ 466,725,000.00	2011
24	Raytheon Company	\$ 460,000,000.00	2004
26	Global Crossing, Ltd.	\$ 447,800,000.00	2007
27	Qwest Communications International, Inc.	\$ 445,000,000.00	2006
28	Federal Home Loan Mortgage Corp.	\$ 410,000,000.00	2006
30	Cendant Corp.	\$ 374,000,000.00	2006
31	Refco, Inc.	\$ 358,300,000.00	2011
32	Rite Aid Corp.	\$ 319,580,000.00	2003
35	General Motors Corp.	\$ 303,000,000.00	2009
40	El Paso Corporation	\$ 285,000,000.00	2007
42	3Com Corp.	\$ 259,000,000.00	2001
44	Comverse Technology, Inc.	\$ 225,000,000.00	2010
45	Waste Management Inc.	\$ 220,000,000.00	1999
46	Sears, Roebuck & Co.	\$ 215,000,000.00	2006
48	The Mills Corp.	\$ 202,750,000.00	2009
49	CMS Energy Corp.	\$ 200,000,000.00	2007
49	WellCare Health Plans, Inc.	\$ 200,000,000.00	2011



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53	Safety-Kleen Corp.	\$ 197,622,944.00	2006
54	MicroStrategy Inc.	\$ 192,500,000.00	2001
57	Maxim Integrated Products, Inc.	\$ 173,000,000.00	2010
58	Juniper Networks, Inc.	\$ 169,500,000.00	2010
62	Dollar General Corp.	\$ 162,000,000.00	2002
63	Broadcom Corp.	\$ 160,500,000.00	2010
64	Brocade Communications Systems, Inc.	\$ 160,098,500.00	2009
66	Satyam Computer Services, Ltd.	\$ 150,500,000.00	2011
67	Broadcom Corp.	\$ 150,000,000.00	2005
72	Charter Communications, Inc.	\$ 146,250,000.00	2005
74	Sunbeam Corp.	\$ 140,995,187.00	2001
75	Biovail Corp.	\$ 138,000,000.00	2008
78	Informix Corp.	\$ 136,500,000.00	1999
80	Doral Financial Corp.	\$ 130,000,000.00	2007
81	Delphi Corporation	\$ 128,350,000.00	2009
85	New Century Financial Corp.	\$ 124,827,088.00	2010
87	Lernout & Hauspie Speech Products N.V.	\$ 120,520,000.00	2005
88	Conseco, Inc.	\$ 120,000,000.00	2002
92	Peregrine Systems, Inc.	\$ 117,567,922.00	2009
93	Mercury Interactive Corp.	\$ 117,500,000.00	2008
94	The Interpublic Group of Companies, Inc.	\$ 115,000,000.00	2004
96	DPL Inc.	\$ 110,000,000.00	2003
99	Homestore.com, Inc.	\$ 107,421,215.64	2009



# **Exhibit 2**

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

IN RE SCHERING-PLOUGH  
CORPORATION / ENHANCE  
SECURITIES LITIGATION

Civil Action No. 08-397 (DMC) (JAD)

**DECLARATION OF LAURA GILSON, GENERAL COUNSEL OF  
ARKANSAS TEACHER RETIREMENT SYSTEM, IN SUPPORT OF  
LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION  
SETTLEMENT AND PLAN OF ALLOCATION AND CO-LEAD COUNSEL'S  
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF LITIGATION EXPENSES**

I, Laura Gilson, hereby declare under penalty of perjury as follows:

1. I am General Counsel of Arkansas Teacher Retirement System ("Arkansas Teachers"), a Court-appointed Class Representative in this certified securities class action (the "Action").<sup>1</sup> Arkansas Teachers is a public pension fund organized in 1937 to provide retirement, disability, and survivor benefit programs to active and retired public teachers of the State of Arkansas. Arkansas Teachers is responsible for the retirement income of these employees and their beneficiaries. As of June 1, 2013, Arkansas Teachers' defined benefit plans served a total of 120,207 active and retired members and their beneficiaries, and Arkansas Teachers had \$13 billion in assets under management.

2. I submit this Declaration in support of (a) Lead Plaintiffs' motion for final approval of the proposed settlement reached with Defendants in the Action (the "Settlement"); and (b) Co-Lead Counsel's motion for an award of attorneys' fees and

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<sup>1</sup> Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Stipulation and Agreement of Settlement, dated June 3, 2013, and filed with the Court on June 4, 2013. (ECF No. 419-1.)

reimbursement of litigation expenses, which includes Arkansas Teachers' request for reimbursement of the costs and expenses incurred directly by Arkansas Teachers in connection with its representation of the Class in the Action. I have been directly involved in monitoring and overseeing the prosecution of the Action, as well as the negotiations leading to the Settlement. The matters testified to herein are based on my personal knowledge and/or discussions with outside counsel, Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), and with other Arkansas Teachers' employees.

**I. Class Representative's Oversight of the Litigation**

3. In seeking appointment as Lead Plaintiff and later as Class Representative in this Action, Arkansas Teachers understood its responsibility to serve the best interests of the Class by participating in the supervision of the effective prosecution of this litigation and actively sought to do so at all times.

4. Since being appointed as a Lead Plaintiff, Arkansas Teachers has, among other things: (a) conferred with outside counsel concerning the overall strategies for the prosecution of the Action; (b) reviewed all significant pleadings filed in the Action; (c) worked cooperatively and communicated with the other Lead Plaintiffs; (d) responded to discovery requests; (e) been deposed in connection with the motion for class certification; (f) reviewed periodic reports from BLB&G concerning the status of the litigation; and (g) attended multiple mediation sessions and consulted with BLB&G with respect to the settlement negotiations that occurred during the course of the litigation and those that occurred at, and following, the mediation session that ultimately led to the agreement in principle to settle the Action.

**II. Arkansas Teachers Strongly Endorses Approval of the Settlement**

5. Based on its involvement throughout the prosecution and resolution of the Action, Arkansas Teachers believes that the proposed Settlement is fair, reasonable and

adequate to the Class. Arkansas Teachers believes that the proposed Settlement represents an outstanding recovery for the Class, particularly in light of the substantial risks and uncertainties of a trial and continued litigation in this case. Therefore, Arkansas Teachers strongly endorses approval of the Settlement by the Court.

**III. Arkansas Teachers Supports Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses**

6. In a case of this magnitude and degree of complexity, where counsel has demonstrated superior skill and ability, Arkansas Teachers believes a fee of 16.92% is a reasonable attorneys' fee award. Arkansas Teachers has authorized counsel to present this fee request to the Court for its ultimate determination on the application for attorneys' fees.

7. Arkansas Teachers has evaluated Co-Lead Counsel's fee request by considering, among other things: the amount and quality of work performed; the substantial recovery obtained for the Class, which would not have been possible without the tremendous efforts of Co-Lead Counsel; the complexities and challenges that were faced by counsel; and the customary fees in similar cases. Arkansas Teachers further believes that the litigation expenses being requested for reimbursement to Co-Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of this complex securities fraud action, which was essentially made ready for trial.

8. Based on the foregoing, and consistent with its obligation to the Class to obtain the best result at the most efficient cost, Arkansas Teachers fully supports Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

9. Arkansas Teachers understands that reimbursement of a lead plaintiff's reasonable costs and expenses 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 Co-Lead Counsel's request for reimbursement of litigation expenses, Arkansas Teachers seeks reimbursement for the costs and expenses that it incurred in connection with its representation of the Class. Such costs and expenses total \$8,020.00, consisting of the cost of the time that I devoted to supervising and participating in the Action (160.4 hours at a rate of \$50 per hour).

10. The 160.4 hours I dedicated to representing the Class in this case to date were spent: consulting and strategizing with outside counsel via telephone, electronic mail and in-person meetings; reviewing pleadings, motion papers and other court documents filed on behalf of the Class (including drafts), and documents filed on behalf of defendants; reviewing and responding to defendants' discovery requests; preparing and sitting for a deposition in connection with the motion for certification of the Class; attending multiple mediation sessions; and corresponding and consulting with BLB&G concerning the potential for settlement and reviewing documents related to the Settlement once it was reached. During this time, I was unable to perform my regular duties on behalf of Arkansas Teachers.


#### **IV. Conclusion**

11. In conclusion, Arkansas Teachers, a Court-appointed Class Representative, which was intimately involved throughout the prosecution and settlement of the Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes it represents an excellent recovery for the Class. Arkansas Teachers further supports Co-Lead Counsel's request for attorneys' fees and litigation expenses, and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained

for the Class, the substantial work conducted, and the litigation risks. And finally, Arkansas Teachers requests reimbursement for its expenses as set forth above. Accordingly, Arkansas Teachers respectfully requests that the Court approve (a) Lead Plaintiffs' motion for final approval of the proposed Settlement; and (b) Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

I declare under penalty of perjury that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of Arkansas Teachers.

Executed this 18<sup>th</sup> day of June, 2013

  
\_\_\_\_\_  
Laura Gilson  
General Counsel of Arkansas  
Teacher Retirement System

#729885

# **Exhibit 3**

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE SCHERING-PLOUGH  
CORPORATION / ENHANCE  
SECURITIES LITIGATION

Civil Action No. 08-397 (DMC) (JAD)

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**DECLARATION OF GEORGE W. NEVILLE, SPECIAL ASSISTANT  
ATTORNEY GENERAL, LEGAL COUNSEL TO THE PUBLIC EMPLOYEES'  
RETIREMENT SYSTEM OF MISSISSIPPI, IN SUPPORT OF  
LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION  
SETTLEMENT AND PLAN OF ALLOCATION AND CO-LEAD COUNSEL'S  
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF LITIGATION EXPENSES**

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I, George W. Neville, hereby declare under penalty of perjury as follows:

1. I am a Special Assistant Attorney General in the Office of the Attorney General of the State of Mississippi (the "OAG"), legal counsel to the Public Employees' Retirement System of Mississippi ("MissPERS"), a Court-appointed Class Representative in this certified securities class action (the "Action").<sup>1</sup> The OAG serves as legal counsel for MissPERS. In this regard, the OAG is responsible for, among other things, providing legal advice and representation to MissPERS on all securities and corporate governance litigation, including managing MissPERS' relationship with outside counsel. MissPERS is a governmental defined-benefit pension plan qualified under Section 401(a) of the Internal Revenue Code for the benefit of current and retired employees of the State of Mississippi. MissPERS is responsible for the retirement income of employees of the State, including current and retired employees of the state,

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<sup>1</sup> Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Stipulation and Agreement of Settlement, dated June 3, 2013, and filed with the Court on June 4, 2013. (ECF No. 419-1.)



public school districts, municipalities, counties, community colleges, state universities and other public entities, such as libraries and water districts. As of June 30, 2012, MissPERS' defined benefit plans served a total of 163,058 members and 89,731 retirees and beneficiaries and MissPERS had \$20.2 billion in net assets under management.

2. I submit this Declaration in support of (a) Lead Plaintiffs' motion for final approval of the proposed settlement reached with Defendants in the Action (the "Settlement"); and (b) Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses, which includes MissPERS' request for reimbursement of the costs and expenses incurred directly by OAG and MissPERS in connection with MissPERS representation of the Class in the Action. I have been directly involved in monitoring and overseeing the prosecution of the Action, as well as the negotiations leading to the Settlement. The matters testified to herein are based on my personal knowledge and/or discussions with outside counsel, Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), and with MissPERS' employees.

**I. Class Representative's Oversight of the Litigation**

3. In seeking appointment as Lead Plaintiff and later as Class Representative in this Action, MissPERS understood its responsibility to serve the best interests of the Class by participating in the supervision of the effective prosecution of this litigation and actively sought to do so at all times.

4. Since being appointed as a Lead Plaintiff, MissPERS has, among other things: (a) conferred with outside counsel concerning the overall strategies for the prosecution of the Action; (b) reviewed all significant pleadings filed in the Action; (c) worked cooperatively and communicated with the other Lead Plaintiffs; (d) responded to discovery requests; (e) been deposed in connection with the motion for class certification; (f) reviewed periodic reports from BLB&G concerning the status of the litigation; and (g)

attended multiple mediation sessions and consulted with BLB&G with respect to the settlement negotiations that occurred during the course of the litigation and those that occurred at, and following, the mediation session that ultimately led to the agreement in principle to settle the Action.

**II. MissPERS Strongly Endorses Approval of the Settlement**

5. Based on its involvement throughout the prosecution and resolution of the Action, MissPERS believes that the proposed Settlement is fair, reasonable and adequate to the Class. MissPERS believes that the proposed Settlement represents an outstanding recovery for the Class, particularly in light of the substantial risks and uncertainties of a trial and continued litigation in this case. Therefore, MissPERS strongly endorses approval of the Settlement by the Court.

**III. MissPERS Supports Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses**

6. In a case of this magnitude and degree of complexity, where counsel has demonstrated superior skill and ability, MissPERS believes a fee of 16.92% is a reasonable attorneys' fee award. MissPERS has authorized counsel to present this fee request to the Court for its ultimate determination on the application for attorneys' fees.

7. MissPERS has evaluated Co-Lead Counsel's fee request by considering, among other things: the amount and quality of work performed; the substantial recovery obtained for the Class, which would not have been possible without the tremendous efforts of Co-Lead Counsel; the complexities and challenges that were faced by counsel; and the customary fees in similar cases. MissPERS further believes that the litigation expenses being requested for reimbursement to Co-Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of this complex securities fraud action, which was essentially made ready for trial.

8. Based on the foregoing, and consistent with its obligation to the Class to obtain the best result at the most efficient cost, MissPERS fully supports Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

9. MissPERS understands that reimbursement of a lead plaintiff's reasonable costs and expenses 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 Co-Lead Counsel's request for reimbursement of litigation expenses, MissPERS seeks reimbursement for the costs and expenses that it incurred in connection with its representation of the Class.

10. My primary responsibility at the OAG involves work on outside litigation that generates income for the OAG. I was assisted in my work on this Action by Geoffrey Morgan, Chief of Staff to the Attorney General of Mississippi as well as other Special Assistant Attorneys General in the OAG. In addition, employees of MissPERS, including Lorrie S. Tingle, the Chief Investment Officer of MissPERS, Charles Nielson, Senior Portfolio Manager at MissPERS, and Elaine Kyzer, Executive Assistant at MissPERS, also assisted by responding to discovery, including producing documents in response to document requests and, in the case of Ms. Tingle, sitting for a deposition in connection with Lead Plaintiffs' class certification motion.

11. The time that I and other employees of the OAG and MissPERS devoted to the representation of the Class in this Action was time that we would otherwise would have been expected to spend on billable work for the State of Mississippi and, thus, represented a cost to OAG and MissPERS. MissPERS, on behalf of itself and the OAG, seeks reimbursement in the amount of \$39,080, for (a) the time I devoted to supervising and participating in the Action in the amount of \$23,200 (116 hours at rate of \$200 per

hour, which is the rate at which the OAG is compensated for my time in other litigation); (b) the time Mr. Morgan devoted to this Action in the amount of \$3,080 (14 hours at \$220 per hour, which is the rate at which the OAG is compensated for Mr. Morgan's time in other litigation); (c) the time that Ben Bryant, Martin Millette, Jane L. Mapp and Margo Bowers, Special Assistant Attorneys General in the OAG, devoted to this Action in the amount of \$8,575 (49 total hours at \$175 per hour, which is the rate at which the OAG is compensated for these attorneys' time in other litigation); (d) the time that Ms. Tingle, MissPERS' Chief Investment Officer, devoted to this Action in the amount of \$3,625 (29 hours at \$125 per hour); and (e) the time that Mr. Nielson and Ms. Kyser devoted to the Action in the amount of \$600 (8 total hours at \$75 per hour).

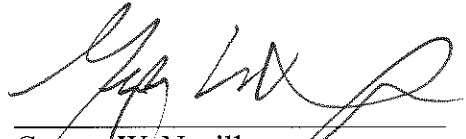
12. The 116 hours that I dedicated to representing the Class in this case to date were spent: consulting and strategizing with outside counsel via telephone, electronic mail and in-person meetings; reviewing pleadings, motion papers and other court documents filed on behalf of the Class (including drafts), and documents filed on behalf of defendants; reviewing and responding to defendants' discovery requests; preparing and sitting for deposition in connection with the motion for certification of the Class; attending multiple mediation sessions; and corresponding and consulting with BLB&G concerning the potential for settlement and reviewing documents related to the Settlement once it was reached. The time that Mr. Morgan, Mr. Bryant, Mr. Millette, Ms. Mapp and Ms. Bowers dedicated to the Action including reviewed legal developments and case strategy. In addition, Messrs. Morgan, Bryant and Millette were involved in discussions and consultations concerning settlement and Mr. Millette attended one of the mediation sessions. The time that Ms. Tingle, Mr. Nielson and Ms. Kyser devoted to the Action included producing documents in response to document requests and, as to Ms. Tingle, preparing and sitting for a deposition.

**IV. Conclusion**

13. In conclusion, MissPERS, a Court-appointed Class Representative, which was intimately involved throughout the prosecution and settlement of the Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes it represents an excellent recovery for the Class. MissPERS further supports Co-Lead Counsel's request for attorneys' fees and litigation expenses, and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Class, the substantial work conducted, and the litigation risks. And finally, MissPERS requests reimbursement for the expenses of the OAG and itself as set forth above. Accordingly, MissPERS respectfully requests that the Court approve (a) Lead Plaintiffs' motion for final approval of the proposed Settlement; and (b) Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

I declare under penalty of perjury that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of MissPERS.

Executed this 21<sup>st</sup> day of June, 2013

  
George W. Neville  
Special Assistant Attorney General

*Legal Counsel to the Mississippi  
Public Employees' Retirement  
System*

#729929

# **Exhibit 4**

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE SCHERING-PLOUGH  
CORPORATION / ENHANCE  
SECURITIES LITIGATION

Civil Action No. 08-397 (DMC) (JAD)

**DECLARATION OF R. RANDALL ROCHE, GENERAL COUNSEL OF  
LOUISIANA MUNICIPAL POLICE EMPLOYEES' RETIREMENT SYSTEM,  
IN SUPPORT OF LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF  
CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION AND CO-  
LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF LITIGATION EXPENSES**

I, R. Randall Roche, hereby declare under penalty of perjury as follows:

1. I am General Counsel of Louisiana Municipal Police Employees' Retirement System ("LMPERS"), a Court-appointed Class Representative in this certified securities class action (the "Action").<sup>1</sup> LMPERS is a public pension fund system organized for the benefit of the current and retired police employees of the State of Louisiana and is located in Baton Rouge, Louisiana. As of June 30, 2012, LMPERS had total assets of approximately \$1.4 billion under management for approximately 10,000 active and retired police department workers throughout Louisiana.

2. I submit this Declaration in support of (a) Lead Plaintiffs' motion for final approval of the proposed settlement reached with Defendants in the Action (the "Settlement"); and (b) Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses, which includes LMPERS' request for

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<sup>1</sup> Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Stipulation and Agreement of Settlement, dated June 3, 2013, and filed with the Court on June 4, 2013. (ECF No. 419-1.)

reimbursement of the costs and expenses incurred directly by LMPERS in connection with its representation of the Class in the Action. I have been directly involved in monitoring and overseeing the prosecution of the Action, as well as the negotiations leading to the Settlement. The matters testified to herein are based on my personal knowledge and/or discussions with outside counsel, Bernstein Litowitz Berger & Grossmann LLP (“BLB&G”), and with other LMPERS’ employees.

**I. Class Representative’s Oversight of the Litigation**

3. In seeking appointment as Lead Plaintiff and later as Class Representative in this Action, LMPERS understood its responsibility to serve the best interests of the Class by participating in the supervision of the effective prosecution of this litigation and actively sought to do so at all times.

4. Since being appointed as a Lead Plaintiff, LMPERS has, among other things: (a) conferred with outside counsel concerning the overall strategies for the prosecution of the Action; (b) reviewed all significant pleadings filed in the Action; (c) worked cooperatively and communicated with the other Lead Plaintiffs; (d) responded to discovery requests; (e) been deposed in connection with the motion for class certification; (f) reviewed periodic reports from BLB&G concerning the status of the litigation; and (g) attended multiple mediation sessions and consulted with BLB&G with respect to the settlement negotiations that occurred during the course of the litigation and those that occurred at, and following, the mediation session that ultimately led to the agreement in principle to settle the Action.

**II. LMPERS Strongly Endorses Approval of the Settlement**

5. Based on its involvement throughout the prosecution and resolution of the Action, LMPERS believes that the proposed Settlement is fair, reasonable and adequate to the Class. LMPERS believes that the proposed Settlement represents an outstanding



recovery for the Class, particularly in light of the substantial risks and uncertainties of a trial and continued litigation in this case. Therefore, LMPERS strongly endorses approval of the Settlement by the Court.

**III. LMPERS Supports Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses**

6. In a case of this magnitude and degree of complexity, where counsel has demonstrated superior skill and ability, LMPERS believes a fee of 16.92% is a reasonable attorneys' fee award. LMPERS has authorized counsel to present this fee request to the Court for its ultimate determination on the application for attorneys' fees.

7. LMPERS has evaluated Co-Lead Counsel's fee request by considering, among other things: the amount and quality of work performed; the substantial recovery obtained for the Class, which would not have been possible without the tremendous efforts of Co-Lead Counsel; the complexities and challenges that were faced by counsel; and the customary fees in similar cases. LMPERS further believes that the litigation expenses being requested for reimbursement to Co-Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of this complex securities fraud action, which was essentially made ready for trial.

8. Based on the foregoing, and consistent with its obligation to the Class to obtain the best result at the most efficient cost, LMPERS fully supports Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

9. LMPERS understands that reimbursement of a lead plaintiff's reasonable costs and expenses 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 Co-Lead Counsel's request for reimbursement of litigation expenses, LMPERS

seeks reimbursement for the costs and expenses that it incurred in connection with its representation of the Class. Such costs and expenses total \$19,575, consisting of the cost of the time that I devoted to supervising and participating in the Action (145 hours at a rate of \$135 per hour).

10. The 145 hours I dedicated to representing the Class in this case to date were spent: consulting and strategizing with outside counsel via telephone, electronic mail and in-person meetings; reviewing pleadings, motion papers and other court documents filed on behalf of the Class (including drafts), and documents filed on behalf of defendants; reviewing and responding to defendants' discovery requests; preparing and sitting for a deposition in connection with the motion for certification of the Class; attending multiple mediation sessions; and corresponding and consulting with BLB&G concerning the potential for settlement and reviewing documents related to the Settlement once it was reached. During this time, I was unable to perform my regular duties on behalf of LMPERS.

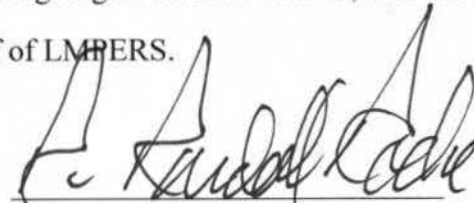
#### **IV. Conclusion**

11. In conclusion, LMPERS, a Court-appointed Class Representative, which was intimately involved throughout the prosecution and settlement of the Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes it represents an excellent recovery for the Class. LMPERS further supports Co-Lead Counsel's request for attorneys' fees and litigation expenses, and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Class, the substantial work conducted, and the litigation risks. And finally, LMPERS requests reimbursement for its expenses as set forth above. Accordingly, LMPERS respectfully requests that the Court approve (a) Lead Plaintiffs' motion for final approval of the

proposed Settlement; and (b) Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

I declare under penalty of perjury that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of LMPERS.

Executed this 27th day of June, 2013



R. Randall Roche  
General Counsel,  
Louisiana Municipal Police  
Employees' Retirement System

#729930