

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

This Document Applies To:

*In re Lehman Brothers Equity/Debt
Securities Litigation*, 08-CV-5523 (LAK)

Case No. 09-MD-2017 (LAK)

ECF CASE

**JOINT DECLARATION OF DAVID STICKNEY AND DAVID KESSLER IN SUPPORT
OF (A) PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION
SETTLEMENT WITH DEFENDANT ERNST & YOUNG LLP AND APPROVAL OF
PLAN OF ALLOCATION AND (B) LEAD COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

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TABLE OF ABBREVIATIONS

ABBREVIATION	DEFINED TERM
“ACERA”	Alameda County Employees’ Retirement Association
“Action”	<i>In re Lehman Brothers Equity/Debt Securities Litigation</i> , 08 Civ. 5523 (LAK)
“Bernstein Litowitz”	Bernstein Litowitz Berger & Grossmann LLP
“Claim Form” or “Proof of Claim Form”	Form that claimants must complete and submit or have already submitted in connection with either the D&O Settlement or UW Settlements in order to be potentially eligible to share in the distribution of the proceeds of the Settlement
“Complaint” or “TAC”	The Third Amended Class Action Complaint filed with the Court on April 23, 2010 (ECF No. 212)
“D&O Defendants”	Former Lehman officers Richard S. Fuld, Jr., Christopher M. O’Meara, Joseph M. Gregory, Erin Callan, and Ian Lowitt; and former Lehman directors Michael L. Ainslie, John F. Akers, Roger S. Berlind, Thomas H. Cruikshank, Marsha Johnson Evans, Sir Christopher Gent, Roland A. Hernandez, Henry Kaufman, and John D. Macomber
“D&O Settlement”	The \$90 million dollar settlement with the D&O Defendants in this Action approved by order of the Court dated May 24, 2012 (ECF No. 414)
“EY” or “E&Y”	Defendant Ernst & Young LLP
“ <i>Equity/Debt</i> Action” or “ <i>Equity/Debt</i> ”	<i>In re Lehman Brothers Equity/Debt Securities Litigation</i> , 08 Civ. 5523 (LAK)
“Examiner”	Anton R. Valukas, Esq., the court-appointed examiner in Lehman’s Chapter 11 bankruptcy proceedings, <i>In re Lehman Brothers Holdings Inc.</i> , 08-13555 (JMP) (Bankr. S.D.N.Y.)
“Examiner’s Report”	Report of Anton R. Valukas, Examiner, dated March 11, 2010
“Exchange Act”	Securities Exchange Act of 1934
“Fee and Expense Application”	Lead Counsel’s application for an award of attorneys’ fees and reimbursement of litigation expenses on behalf of all Plaintiffs’ Counsel
“Fee Memorandum”	The Memorandum of Law in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the EY Settlement
“GCG”	The Garden City Group, Inc., the Court-approved claims administrator for the Settlement
“GGRF”	Government of Guam Retirement Fund

ABBREVIATION	DEFINED TERM
“Individual Action Plaintiffs”	Plaintiffs named in the Individual Actions who do not request removal from the excluded list in accordance with the Stipulation and the Notice
“Individual Actions”	The actions listed on Appendix C to the Stipulation
“Joint Declaration”	Joint Declaration of David Stickney and David Kessler in Support of (A) Plaintiffs’ Motion for Final Approval of Class Action Settlement with Defendant Ernst & Young LLP and Approval of Plan of Allocation and (B) Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses
“Kessler Topaz”	Kessler Topaz Meltzer & Check, LLP
“Lead Counsel”	Bernstein Litowitz and Kessler Topaz
“Lead Plaintiffs”	ACERA, GGRF, NILGOSC, Lothian, and Operating Engineers
“Lehman” or “Company”	Lehman Brothers Holdings Inc.
“Lothian”	The City of Edinburgh Council as Administering Authority of the Lothian Pension Fund
“NILGOSC”	Northern Ireland Local Governmental Officers’ Superannuation Committee
“Notice”	Notice of Pendency of Class Action and Proposed Settlement with Defendant Ernst & Young LLP, Settlement Fairness Hearing and Motion for Attorneys’ Fees and Reimbursement of Litigation Expenses
“Notice Order”	Order Concerning Proposed Settlement With Defendant Ernst & Young LLP filed December 3, 2013 (ECF No. 542)
“Notice Packet”	The Notice, Claim Form and a cover letter, sent to potential members of the Settlement Class
“Oklahoma FF”	Oklahoma Firefighters Pension and Retirement System
“Operating Engineers”	Operating Engineers Local 3 Trust Fund
“Plaintiffs” or “Settlement Class Representatives”	Lead Plaintiffs and Oklahoma FF
“Plaintiffs’ Counsel”	Lead Counsel and all other legal counsel who, at the direction and under the supervision of Lead Counsel, represent any Plaintiffs in the Action, including the following: Grant & Eisenhofer P.A.; Kirby McInerney LLP; Labaton Sucharow LLP; Law Offices of Bernard M. Gross, P.C.; Murray Frank LLP; Saxena White P.A.; and Spector Roseman Kodroff & Willis, P.C.
“PSLRA”	The Private Securities Litigation Reform Act of 1995

ABBREVIATION	DEFINED TERM
“Repo 105”	A repurchase agreement (<i>i.e.</i> , a “repo”) that Lehman accounted for as a sale instead of a financing, which removed the assets from Lehman’s balance sheet. In a second step, Lehman used the cash obtained in exchange for the assets to pay down other liabilities. The Repo 105 transactions reduced the size of Lehman’s balance sheet and reduced its net leverage ratio. The transactions were called Repo 105 because Lehman provided 5% overcollateralization. Repo 105 and Repo 108 are referred to collectively as “Repo 105”
“Repo 108”	Similar to Repo 105 transactions, except Lehman provided 8% overcollateralization instead of 5%
“SEC”	U.S. Securities and Exchange Commission
“Securities Act”	Securities Act of 1933
“Settlement Amount”	\$99 million in cash
“Settlement Class”	All investors who (a) purchased or otherwise acquired Lehman Securities identified in Appendix A to the Stipulation, (b) purchased or otherwise acquired Lehman Structured Notes identified in Appendix B to the Stipulation, and/or (c) purchased or otherwise acquired Lehman common stock or call options and/or sold Lehman put options, during the Settlement Class Period (<i>i.e.</i> , the period between June 12, 2007 and September 15, 2008, through and inclusive). Excluded from the Settlement Class are (i) the named defendants in the Complaint, (ii) Lehman, (iii) the executive officers and directors of each Defendant or Lehman, (iv) any entity in which any Defendant or Lehman have or had a controlling interest, (v) members of any Defendant’s immediate families, (vi) the plaintiffs named in the actions listed on Appendix C to the Stipulation who do not request removal from the excluded list in accordance with Paragraph 34 of the Stipulation, (vii) any person or entity that has (a) litigation claims in any forum against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period and received a judgment, or (b) settled and released claims against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period (as identified on a confidential exhibit that will be produced by EY on a confidential basis to the Claims Administrator, but shall not be provided to Lead Counsel or Lead Plaintiffs or to any other person or entity), and (viii) the legal representatives, heirs, successors or assigns of any such

ABBREVIATION	DEFINED TERM
	excluded party. Also excluded from the Settlement Class are any persons or entities who exclude themselves by filing a timely request for exclusion in accordance with the requirements set forth in the Notice
“Settlement Class Period”	The period between June 12, 2007 and September 15, 2008, through and inclusive
“Settlement Fairness Hearing” or “Final Approval Hearing”	The hearing scheduled for April 15, 2014 at 4:30 p.m. at which the Court will consider, among other things, whether the Settlement, the Plan of Allocation and Lead Counsel’s Fee and Expense Application are fair, reasonable and adequate
“Settlement Memorandum”	The Memorandum of Law in Support of Plaintiffs’ Motion for Final Approval of Class Action Settlement with Defendant Ernst & Young LLP and Approval of Plan of Allocation
“SNP Class”	The settlement class as certified by the Court’s order granting final approval of the SNP Settlement on December 13, 2013 (ECF No. 544)
“SNP Settlement”	The settlement with UBSFS for \$120 million related to Lehman structured notes that was approved by order of the Court on December 13, 2013 (ECF No. 544)
“Stipulation”	Stipulation of Settlement and Release between Plaintiffs and EY dated as of November 20, 2013
“Summary Notice”	Summary Notice of Pendency of Class Action and Proposed \$99 Million Cash Settlement with Defendant Ernst & Young LLP, Settlement Fairness Hearing, and Motion for Attorneys’ Fees and Reimbursement of Litigation Expenses
“UBSFS”	UBS Financial Services, Inc.
“UW Defendants”	The underwriters named as defendants in the Action and with whom settlements were reached, as approved by the Court on May 2, 2012 (ECF No. 397)
“UW Settlements”	The settlements in this Action with the UW Defendants totaling \$426,218,000 approved by order of the Court on May 2, 2012 (ECF No. 397)

We, David Stickney of the law firm of Bernstein Litowitz and David Kessler of the law firm of Kessler Topaz, submit this joint declaration in support of (A) Plaintiffs' Motion for Final Approval of Class Action Settlement with Defendant Ernst & Young LLP and Approval of Plan of Allocation and (B) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses ("Joint Declaration"). We are partners in our respective law firms and have actively supervised and participated in the prosecution of this Action since its inception. As a result, we have personal knowledge of all material matters related to this Action. The statements in this declaration are made based on our personal knowledge unless otherwise indicated.¹

I. INTRODUCTION

1. The purpose of this declaration is to set forth, with respect to EY, the background of the Action, its procedural history, the factual investigation, discovery, and negotiations that led to the Settlement.

2. The Settlement with EY is for \$99 million in cash, which was deposited into an interest-bearing escrow account for the benefit of the Settlement Class on December 18, 2013. The terms of the Settlement are set forth in the Stipulation. The Settlement, if approved, will resolve this Action in its entirety. Combined with the D&O Settlement and the UW Settlements, this recovery from EY brings the total recovery for Lehman investors obtained by Lead Counsel through this Action to \$615,218,000.00.

3. As explained below, we believe that the proposed Settlement with EY represents a significant recovery for the Settlement Class that is fair, reasonable and warrants Court approval.

4. In February 2009, Lead Counsel obtained a tolling agreement from EY to preserve the rights of class members while Lead Counsel pursued claims against Lehman's officers and directors and the underwriters of certain Lehman offerings, and Lead Counsel investigated potential claims against Lehman's outside auditor. Following publication of the Examiner's

¹ All terms with initial capitalization not otherwise defined herein or in the "Table of Abbreviations" set forth above, shall have the meanings ascribed to them in the Stipulation of Settlement and Release dated as of November 20, 2013 (ECF Nos. 535-1 and 535-2).

Report, analysis of its supporting documents and consultation with accounting and damages experts, Lead Plaintiffs asserted claims against EY for violations of § 11 of the Securities Act and § 10(b) of the Exchange Act. Deciding EY's motion to dismiss, the Court dismissed the § 11 claims and the § 10(b) claims for purchases before July 10, 2008. The Court sustained § 10(b) claims against EY arising from the alleged misrepresentation in EY's quarterly review report for Lehman's second quarter of 2008.

5. Lead Plaintiffs' litigation against EY continued for three and one-half years. The parties reached settlement only after Lead Plaintiffs partially overcame EY's motion to dismiss, successfully moved for class certification, consulted extensively with experts and developed a compelling record through substantial document and written discovery and obtained testimony through depositions. Lead Counsel obtained and analyzed over 26 million pages of documents from EY, Lehman's bankruptcy estate (the "Lehman Estate"), and various other third parties such as the three major credit ratings agencies, Lehman's secured creditors, counterparties to the Repo 105 transactions and Lehman's potential strategic partners. Lead Counsel used these documents to prepare for and obtain testimony from more than fifty percipient witnesses domestically and internationally. Moreover, Lead Counsel coordinated the discovery across multiple state and federal actions.

6. EY asserted myriad defenses to liability – such as disputing evidence of loss causation, scienter, and the existence of a materially false statement – that, if successful, would have resulted in no recovery. And even if Plaintiffs succeeded at establishing liability, EY invoked "proportionate fault" to reduce a hypothetical judgment by assigning blame to others, such as Lehman's officers and directors. Moreover, the class relied on the fraud-on-the-market presumption to demonstrate common issues of reliance. Just one month after the parties reached agreement to settle the litigation, the Supreme Court issued its writ of *certiorari* in *Halliburton Co. v. Erica P. John Fund, Inc.*, No. 13-317, 134 S. Ct. 636, 187 L. ed. 415 (Mem) (Nov. 15, 2013) (granting *certiorari* to review the fraud-on-the-market presumption recognized in *Basic Inc. v.*

Levinson, 485 U.S. 224, 108 S. Ct. 978 (1988)). The Settlement removes the risk that Settlement Class Members' claims could be adversely affected by the outcome of *Halliburton*.

7. The negotiations leading to the Settlement were protracted, difficult and required careful analysis of complex factual and legal issues. The Honorable Layn R. Phillips (Fmr.) of the United States District Court for the Western District of Oklahoma served as mediator. The parties commenced negotiations in December 2011 but reached an impasse that they overcame years later only after certification of the class, development of a full record, further mediation and direct negotiations, both in-person and telephonically, between Lead Counsel and EY's general counsel over the course of several months.

8. To our knowledge, this is the only recovery to date on behalf of the Lehman investors against EY arising from the Lehman bankruptcy. The Department of Justice ("DOJ") and the SEC declined to bring charges or claims against EY. In September 2013, *The New York Times* reported that the SEC and DOJ decided against asserting claims when "[t]hey discovered that Repo 105 had nothing to do with Lehman's failure and was technically allowed under an obscure accounting rule." See Ben Protess and Susanne Craig, *Inside the End of the U.S. Bid to Punish Lehman Executives*, N.Y. Times, Sept. 8, 2013 ("[P]rosecutors and the FBI lost interest in the case.). Not only is the Settlement the only recovery for the Settlement Class against EY, but we believe that the Settlement is a favorable result considering the amount of the Settlement, the immediacy of the recovery and the risks raised by EY's defenses.

9. Plaintiffs also seek approval of the proposed Plan of Allocation as fair and reasonable. The Plan of Allocation is largely based on the same plan that the Court approved to distribute the proceeds of the \$90 million D&O Settlement. Lead Counsel again consulted with an expert in the areas of economics and damages and reconfirmed the validity of the underlying rationale for the prior plan of allocation. In addition, in order to reduce transactional costs associated with submitting claims, valid claims that were submitted in connection with the D&O Settlement or UW Settlements will be used in this Settlement as well.

10. Lead Counsel, on behalf of all Plaintiffs' Counsel and with Plaintiffs' approval, are also applying for an award of attorneys' fees and reimbursement of Litigation Expenses (the "Fee and Expense Application"). Specifically, Lead Counsel are applying for an award of attorneys' fees of \$29.7 million and for reimbursement of Litigation Expenses of \$4,279,706.87. The requested fee is substantially less than Plaintiffs' Counsel's remaining \$47,028,506.36 in total lodestar for services that benefitted the Settlement Class (excluding all lodestar previously submitted in prior fee applications in this Action), and if awarded, would result in an overall multiplier for the fee awards in the D&O Settlement, the UW Settlements, and the EY Settlement of only 1.02.

11. We respectfully submit that the Settlement and the Plan of Allocation are each "fair, reasonable and adequate" in all respects, and that the Court should therefore approve them pursuant to Rule 23(e) of the Federal Rules of Civil Procedure. We believe this is justified for all of the reasons detailed herein, including the outstanding result obtained in the face of significant litigation risks. For similar reasons, we respectfully submit that Lead Counsel's Fee and Expense Application is fair and reasonable, and should be approved.

12. This Joint Declaration describes: (a) the efforts undertaken by Lead Counsel, and the additional firms performing work at the direction of Lead Counsel, to prosecute the Action against EY (Section II); (b) the Settlement, potential recovery and the risks that Lead Plaintiffs and Lead Counsel considered in determining that the Settlement provides a favorable recovery for the Settlement Class (Section III.A.); (c) notice of the Settlement to members of the Settlement Class (Section III.B.); (d) the proposed Plan of Allocation for the Settlement (Section III.C.); and (e) Lead Counsel's Fee and Expense Application (Section IV.).

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The following is a list of the exhibits attached hereto, which are also discussed below:

<u>EX.</u>	<u>DESCRIPTION</u>
1	Affidavit of Jose C. Fraga Regarding (A) Mailing of the EY Notice and EY Claim Form; (B) Publication of the EY Summary Notice; (C) Report on Requests for Exclusion Received to Date; and (D) Report on Requests for Removal from the Excluded List by Individual Action Plaintiffs (“Fraga Aff.”)
2	Schedule of Plaintiffs’ Counsel’s Lodestar and Expenses in Connection with the EY Settlement
2-A	Declaration of David R. Stickney in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Bernstein Litowitz Berger & Grossmann LLP
2-B	Declaration of David Kessler in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Kessler Topaz Meltzer & Check, LLP
2-C	Declaration of James J. Sabella in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Grant & Eisenhofer P.A.
2-D	Declaration of Mark A. Strauss in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Kirby McInerney LLP
2-E	Declaration of Jonathan Gardner in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Labaton Sucharow LLP
2-F	Declaration of Deborah R. Gross in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Law Offices of Bernard M. Gross, P.C.
2-G	Declaration of Marvin L. Frank in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Murray Frank LLP
2-H	Declaration of Robert Roseman in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Spector Roseman Kodroff & Willis, PC
2-I	Declaration of Joseph E. White, III, in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Saxena White P.A.
3	Schedule of Expenses by Category – EY Settlement
4	Aggregate Proposed Compensation Compared to Aggregate Lodestar of Plaintiffs’ Counsel

II. HISTORY OF THE ACTION AGAINST EY

13. The following is a summary of the primary events during the course of this Action for claims against EY.²

A. Lead Counsel's Investigation And The Tolling Agreement

14. The Court appointed Lead Plaintiffs and approved their selection of Lead Counsel on July 31, 2008. Lead Counsel pursued an extensive investigation and prepared the first consolidated complaint. While Lead Counsel's investigation was ongoing, Lehman petitioned for bankruptcy protection on September 15, 2008. Shortly thereafter, on October 27, 2008, Lead Counsel filed the Amended Class Action Complaint, alleging claims against certain Lehman directors and officers and certain underwriters. Lead Counsel continued their investigation and filed a Second Amended Class Action Complaint on February 23, 2009.

15. EY was not included as a defendant in either the Amended Class Action Complaint or the Second Amended Class Action Complaint. Prior to filing the Second Amended Class Action Complaint, however, Lead Counsel entered into a tolling agreement with EY to preserve Plaintiffs' rights to pursue claims, if warranted, against Lehman's outside auditor.

16. On March 9, 2009, Lead Plaintiffs and Anton R. Valukas, who had previously been appointed as the examiner (the "Examiner") in Lehman's Chapter 11 bankruptcy proceedings, entered into a Stipulation and Order Relating to Chapter 11 Cases and Proceedings in order to promote cooperation and coordination with each other in an effort to assist the Examiner.

17. On March 11, 2010, while other defendants' motions to dismiss were *sub judice*, the Examiner issued his report into potential claims of the bankruptcy estate (the "Examiner's Report"). As to EY, the Examiner found that there may be evidence to support the Lehman Estate's claims against EY for negligence. The Examiner's Report did not reach EY's scienter or issues of causation – both of which Lead Counsel were aware the Plaintiffs would be required to

² To avoid duplication, we also respectfully refer the Court to our prior Joint Declaration supporting final approval of the D&O Settlement and the UW Settlements (ECF No. 343) for additional background.

prove if they brought federal fraud claims against EY. Lead Counsel thoroughly analyzed the Examiner's Report and its supporting documentation and combined such material with their own independent investigation and consultation with experts.

B. Preparation Of The TAC, EY's Motion To Dismiss, And Lead Plaintiffs' Opposition

18. On April 23, 2010, Lead Plaintiffs filed the Third Amended Class Action Complaint ("TAC" or "Complaint"), which named EY as a new defendant. With respect to EY, the TAC alleged that the auditor's public statements in Lehman's Forms 2Q07 10-Q, 3Q07 10-Q, 2007 10-K, 1Q08 10-Q and 2Q08 10-Q filed with the SEC, were materially false and misleading concerning EY's knowledge of: (a) Lehman's use of undisclosed Repo 105 transactions to artificially deflate Lehman's reported net leverage ratio and create the appearance of a stronger balance sheet; and (b) Lehman's failure to disclose material facts concerning its concentration of risk assets.

19. On June 4, 2010, EY filed a motion to dismiss the TAC, ECF No. 227, challenging allegations that EY's statements in (1) Lehman's 2007 Form 10-K concerning its audit and Lehman's financial statements, and (2) Lehman's quarterly reports on Forms 10-Q for the second and third quarters of 2007 and the first two quarters of 2008 filed with the SEC concerning its review of Lehman's financials were materially false and misleading arguing, among other things, that the Complaint should be dismissed because:

- (a) An auditor's statements of Generally Accepted Audit Standards ("GAAS") compliance is an assertion of opinion that is not a misstatement unless the auditor believed it to be false when it was made;
- (b) The Exchange Act claims relating to its GAAS opinions should be dismissed because the Complaint lacked allegations that EY subjectively believed that its statements of GAAS compliance were false;
- (c) The accounting treatment for Repo 105 transactions complied with Generally Accepted Accounting Principles ("GAAP");
- (d) No disclosure was necessary for the Repo 105 transactions;

- (e) The Complaint failed to allege facts giving rise to a “strong inference” of EY’s scienter;
- (f) The Complaint failed to plead loss causation for, among other reasons, the fact that market-wide phenomena and not the alleged misstatements caused the losses; and
- (g) The Repo 105 allegations could not have caused Plaintiffs’ losses because they were not revealed until the Examiner’s Report, almost 1.5 years after the close of the class period.

20. On June 30, 2010, Lead Plaintiffs filed their combined Opposition to Defendants’ Motions to Dismiss the Third Amended Class Action Complaint (the “Opposition”). ECF No. 235. The Opposition asserted the following as it related to EY, among other points:

- (a) Lehman’s Repo 105 transactions were indisputably material and violated GAAP, and were never disclosed to investors as required by GAAP;
- (b) EY knew enough about Lehman’s use of Repo 105 transactions to window-dress its period-end balance sheets to permit a finding that EY had no reasonable basis for believing that those balance sheets fairly presented the financial condition of Lehman;
- (c) EY’s opinions as to Lehman’s preparation of its financial statements in accordance with GAAP were statements of fact and were false because those financial statements, in fact, did not comply with GAAP’s requirement of fair presentation;
- (d) The facts alleged in the Complaint give rise to a “strong inference” of scienter; and
- (e) Lehman’s liquidity risk was concealed by the Repo 105 transactions’ impact on Lehman’s reported net leverage ratio, and EY’s false statements. This liquidity risk slowly materialized during the class period as a result of several loss causing events leading up to Lehman’s bankruptcy.

21. On July 27, 2011, the Court entered its Opinion on the various motions to dismiss the TAC. *See* ECF No. 263. With respect to EY, the Court dismissed the § 11 claims and all § 10(b) claims that arose from EY statements prior to July 10, 2008. Thus, the sole remaining claim against EY was a § 10(b) claim related to the 2008 Second Quarter Form 10-Q in which EY reviewed Lehman’s financials and represented that, “Based on our review, we are not aware of any

material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with [GAAP].”

C. Class Certification

22. Lead Counsel initiated the parties’ Rule 26(f) conference following denial of the motions to dismiss the Complaint. On November 1, 2011, the parties filed their Joint Rule 26(f) Discovery Plan Report with the Court in anticipation of the November 8, 2011 status and scheduling conference. Lead Counsel and counsel for the parties appeared before the Court for the conference to address various scheduling and case management issues. On November 9, 2011, the Court ordered that class certification depositions and document production could begin immediately pursuant to Pretrial Order No. 23.

23. On February 3, 2012, Lead Counsel, on behalf of Lead Plaintiffs, filed their motion for (1) certification of a class of Lehman investors; (2) appointment of Lead Plaintiff ACERA and additional plaintiff Oklahoma FF as Class Representatives; and (3) appointment of Lead Counsel as Class Counsel (the “Class Certification Motion”). Lead Plaintiffs sought to certify a class of all persons and entities who purchased or otherwise acquired Lehman common stock, or purchased call options or sold put options referencing Lehman common stock between July 11, 2008 and September 14, 2008, inclusive, and who were damaged thereby. In support of their motion, Lead Plaintiffs submitted the expert opinion of Professor Gregg A. Jarrell, Ph.D. demonstrating that the common stock of Lehman traded in an efficient market, supporting Lead Plaintiffs’ assertion of the fraud-on-the-market presumption of reliance. *See* ECF No. 321-2. On March 13, 2012, EY deposed Dr. Jarrell.

24. EY obtained documents and testimony of Lead Plaintiff ACERA, additional plaintiff Oklahoma FF, and their respective financial advisors, each of which produced documents in response to the requests. In addition, between February 22 and March 2, 2012, EY noticed the depositions of financial advisors of ACERA, including Pzena Investment Management, LLC, Winslow Asset Management, Inc., Oakbrook Investments, LLC, Loomis Sayles & Co., L.P., and Bivium Capital Partners, Inc.

25. On February 27, 2012, EY deposed Oklahoma FF's investment advisor at INTECH Investment Management. The next day, EY deposed Oklahoma FF's Rule 30(b)(6) representative (Robert E. Jones) and on March 2, 2012, EY deposed ACERA's Rule 30(b)(6) representative (Robert L. Gaumer). Lead Counsel attended and participated in each of these depositions.

26. On April 4, 2012, EY filed its opposition memorandum to Lead Plaintiffs' Class Certification Motion, and on May 2, 2012, Lead Plaintiffs filed their reply memorandum.

27. On January 23, 2013, the Court issued Pretrial Order No. 59, certifying a plaintiff class and finding that Oklahoma FF was an appropriate class representative, and that all of the other requirements of Rules 23(a) and 23(b)(3) were satisfied. The Court found that because Oklahoma FF was an appropriate class representative, it was unnecessary to determine whether ACERA was also an appropriate class representative.

D. Lead Counsel's Extensive Document Discovery

28. Plaintiffs' Counsel obtained, reviewed and analyzed over 26 million pages of documents from EY, the Lehman Estate, the Examiner's Report, and third parties (*e.g.*, ratings agencies, secured creditors, counterparties to the Repo 105 transactions and potential strategic partners).

1. Documents Obtained From The Lehman Estate

29. Immediately after the Court lifted the Private Securities Litigation Reform Act ("PSLRA") discovery stay with respect to documents only, Lead Counsel served a subpoena on the Lehman Estate for relevant documents. Lead Counsel then negotiated custodians, the relevant time period, and search terms for electronic documents with counsel for the Lehman Estate in order to obtain the documents most relevant to Repo 105 and the claims against EY. Lead Counsel obtained over 2.5 million documents (over 9 million pages) from the Lehman Estate in 2012. Moreover, Lead Counsel analyzed over 4,200 documents identified in the Examiner's Report. Lead Counsel, with the assistance of Plaintiffs' Counsel, reviewed and analyzed all of these documents with the aim of preparing for fact witness depositions, expert discovery, summary judgment motions and trial.

30. Lead Counsel developed and utilized a sophisticated electronic database to host and manage the document productions in order to efficiently analyze the discovery material and coordinate discovery with the plaintiffs in the various coordinated individual actions, as discussed further herein.

2. Documents Obtained From EY

31. Following the Court's order lifting the PSLRA discovery stay with respect to documents only, Lead Counsel served a First Set of Requests for Production of Document requests upon EY. Following meet and confer efforts, EY made two initial productions on January 10, 2012 and February 14, 2012 (combined the "Initial Production").

32. Between May 4, 2012 through July 13, 2012, after completing their review and analysis of the entire Initial Production, Lead Counsel met and conferred with EY concerning EY's responses and objections to Lead Plaintiffs' First Set of Requests for Production of Documents, as well as the deficiencies with EY's Initial Production. Lead Counsel also served a Second Set of Requests for Production of Documents. Lead Counsel also served separate subpoenas on the EY auditors for the Lehman engagement.

33. As a result of Lead Counsel's meet and confer efforts, EY agreed to provide Lead Counsel with the custodian list used for the Initial Production and a privilege log. EY also agreed to produce, on a rolling basis, a "Supplemental Production" which included a much broader electronic production (*e.g.*, expanded search terms, custodians, and time period) as well as complete hardcopy workpapers. EY's rolling production continued thereafter, with a production made approximately every other week until May 4, 2013. In addition, Lead Counsel obtained additional documents following a 30(b)(6) deposition of EY and the depositions of several EY partners.

34. EY refused to produce Ernst & Young, LLP (U.K.) ("EY U.K.") audit documents located in the United Kingdom ("U.K.") on the grounds that such documents were not in its custody or control. Lead Counsel disagreed with EY's position and prepared a motion to compel on the subject. After additional negotiations, Lead Counsel reached an acceptable compromise to

obtain relevant documents through international process pursuant to the Hague Convention of 18 March 1970 on the Taking of Evidence Abroad in Civil or Commercial Matters (the “Hague Convention”). To that end, Lead Counsel retained and worked with U.K. counsel to prepare a Letter of Request for international judicial assistance (“U.K. Letter of Request”) and filed a Motion with the Court for Issuance of Letter of Request (“Motion for Issuance”).

35. On September 16, 2013, The High Court of Justice, Queen’s Bench Division, Royal Courts of Justice (the “U.K. Court”) issued an Order requiring EY U.K. to produce certain documents regarding its review and audit of Lehman’s Repo 105 transactions.

36. EY’s rolling document production commenced on January 10, 2012. Plaintiffs’ Counsel reviewed and analyzed over 13 million pages of EY documents.

3. Documents Obtained From Other Third Parties

37. Lead Counsel also obtained documents from many third parties to aid in proving not only the existence of a materially misleading statement and EY’s scienter, but also to establish a factual record supporting loss causation against EY.

38. Lead Counsel obtained and reviewed relevant documents from Lehman’s significant creditors and trading partners. For example, Lead Counsel served subpoenas upon and negotiated documents from Lehman’s secured creditors JPMorgan Chase & Co. and Citigroup, Inc. Lead Counsel also obtained a sizeable production of documents from Lehman’s counterparty UBS AG.

39. Lead Counsel also obtained and reviewed relevant documents from the major credit ratings agencies, including Fitch, Inc., Moody’s Investors Service, Inc. and Standard & Poor’s Financial Services, Inc.

40. Lead Counsel also issued subpoenas and obtained documents from Lehman’s financial advisors at Lazard, Ltd., which Lehman engaged to search for an infusion of capital during the summer of 2008. Lead Counsel also obtained documents from numerous potential strategic partners, which were permitted to conduct due diligence on Lehman during this time

period, including: Bank of America, MetLife, the Korea Development Bank and the Korea Development Bank's financial advisors at Perella Weinberg.

41. Lead Counsel pursued and obtained documents from Lehman's former officers, directors and relevant employees as well. Specifically, Lead Counsel obtained and reviewed documents from Lehman's Audit Committee and the balance of Lehman's former board of directors. Lead Counsel also obtained and reviewed documents from Lehman's former officers, including Richard S. Fuld, Jr., Erin Callan, Christopher M. O'Meara, Ian Lowitt, and Joseph M. Gregory. Lead Counsel obtained and reviewed documents from relevant former Lehman employees with knowledge of Repo 105 and Lehman's liquidity issues.

42. In total, Plaintiffs' Counsel reviewed and analyzed over 2.7 million pages of documents from third parties.

E. Coordinated Fact And Expert Discovery

1. Coordination Of Discovery With Numerous Plaintiffs In Individual Actions And NYAG

43. On December 4, 2012, the Court issued Pretrial Order No. 44, which among other things, required the remaining parties to the multidistrict litigation to meet and confer prior to December 23, 2012, in order to agree upon a "proposed scheduling order that will require conclusion of all discovery in the coming year and on such other matters as may facilitate the preparation of these cases for dispositive motions and, if appropriate, trial." The Court further set a status and scheduling conference for January 17, 2013. ECF No. 466.

44. In advance of the January 17, 2013 scheduling conference, Lead Counsel arranged for the parties in this multidistrict litigation to meet and confer in-person on December 17, 2012, and telephonically thereafter, in order to prepare this "Class Action" (*i.e.*, Lead Plaintiffs, the Structured Notes Plaintiffs, EY, and Defendant UBSFS and the various individual actions (as defined in Pretrial Order 61)) for dispositive motions and trial. The participants included counsel for the parties to the Class Action as well as counsel for certain parties to the 31 remaining Individual Actions.

45. As a result of these meetings, the parties submitted a joint proposed Pretrial Schedule and Coordinated Discovery Order on January 15, 2013, in advance of the scheduled January 17, 2013 scheduling conference. This proposal included a proposed schedule for the completion of initial disclosures, document productions, fact discovery, expert discovery, and dispositive motions. It also contained provisions for the coordination of discovery among the Class Action and the Individual Actions, including (1) the appointment of a Liaison Counsel and associated duties; (2) confidentiality; and (3) specific coordination protocols for written, document, and fact witness deposition discovery. ECF No. 479.

46. At the January 17, 2013 scheduling conference, the Court resolved disputes regarding coordination of discovery and obtained an update on settlement negotiations with EY.

47. Following the scheduling conference, on January 23, 2013, the Court issued Pretrial Order No. 61, which granted in large part the proposed schedule and discovery coordination protocols negotiated by Lead Counsel and submitted jointly by the parties. ECF No. 484. On April 10, 2013, the Court entered Pretrial Order No. 65, which amended Pretrial Order No. 57 concerning the production and exchange of confidential information so that the NYAG could use the depositions taken and exhibits marked in the Class Action in its separate action against EY, captioned *People of the State of New York by Eric T. Schneiderman, Attorney General of the State of New York v. Ernst & Young LLP*, Index No. 451586/2010 (N.Y. Sup. Ct.) (the “NYAG Action”).

48. Throughout the remainder of the Action, and in accordance with Pretrial Order Nos. 1, 3, and 61, the Executive Committee coordinated discovery among the many Lehman-related cases that were transferred to this Court’s docket.

**2. Lead Counsel Took Over
Fifty Fact Witness Depositions**

49. The Settlement with EY was reached only after Lead Counsel engaged in extensive but efficient fact deposition discovery from April 2013 to October 2013. We devised and implemented a deposition discovery plan aimed at establishing EY’s liability. We believe the

evidence procured during these depositions concerning the liability issues of EY's scienter and loss causation was instrumental in procuring the result here for Lehman's shareholders.

50. Lead Counsel deposed EY's designated Rule 30(b)(6) witness on subjects concerning the role EY's national offices played in approving Lehman's Repo 105 transactions, as well as the accounting firm's general organization structure, and quarterly review and year-end audit procedures for its largest audit client at the time, Lehman.

51. We identified the most relevant EY auditors for depositions. The identification of a limited number of witnesses to depose was a challenge considering the number of EY personnel and the facts surrounding Repo 105. Lead Counsel deposed the following EY auditors concerning audit and review work conducted on Lehman's Repo 105 program: Arthur F. Tully (Engagement Partner, Leader of Asset Management Practice), Wyatt de Silva (Manager), Denise Marie (Labisi) Prosser (Manager), Nathalie (Nguyen) Daniels (Manager), Gerard "Jerry" Gruner (Senior Manager), Matthew L. Kurzweil (Partner), Rosanna Delia (Senior Accountant), Robert Schirling (Coordinating Partner), Joseph Paul Link, Jr. (Partner), Bharat Jain (Senior Manager), Jennifer Jackson (Partner), Thomas J. Smith (Senior Auditor), Joseph Palumbo (Partner), Margaret (Finan) Dennis (Partner), Stavros Zafiridis (Manager), and Paul Haus (Independent Review Partner).

52. We also deposed the key witnesses with knowledge of EY's investigation into the whistleblower's Repo 105 allegations, which included deposing the EY Coordinating Partner and Engagement Partner that met with the whistleblower, as well as Lehman's Head of Corporate Audit. These witnesses included Beth Ann Rudofker (Lehman's Head of Corporate Audit), as well as EY's Hillary D. Hansen (Engagement Partner) and William Schlich (Coordinating Partner for Lehman audits and reviews in 2007 and 2008).

53. We identified and deposed three former members of the Lehman global audit team who performed work on behalf of EY's Japanese member firm ("EY Tokyo"). These EY auditors included: Alexander Louis Phillips Gironde (Senior Manager), Morimassa Ueda (Senior Manager), and Ronald Joseph Genty (Regional Coordinating Partner).

54. We also negotiated with EY U.K. counsel to take the depositions of three key EY U.K. auditors (Andrew Woosey, Manprit Dosanjh, and Mduduzi Mswabuki) responsible for EY U.K.'s audit of Lehman's London office, including relevant Repo 105 transactions conducted out of that office. At the time the Settlement was reached, Lead Counsel were prepared to take each EY U.K. deposition.

55. We deposed Lehman's former officers, directors, and key employees. These deponents included: Richard S. Fuld, Jr. (Chief Executive Officer), Joseph M. Gregory (President and Chief Operating Officer), Erin Callan (Chief Financial Officer), Christopher M. O'Meara (Global Head, Credit Risk Management), Ian Lowitt (Co-Chief Administrative Officer, Chief Financial Officer), Thomas H. Cruikshank (Director and Chairman of Audit Committee), Michael L. Ainslie (Director, Audit Committee Member), Marsha Johnson Evans (Director), Sir Christopher Gent (Director, Audit Committee Member), Roger S. Berlind (Director, Audit Committee Member), Paolo Tonucci (Global Treasurer), John Feraca (Senior Vice President of Liquidity Management), Robert Azerad (Global Head of Asset & Liability Management), Eric Felder (Co-Head of U.S. and Global Credit), and Clement Bernard (Chief Financial Officer of Fixed Income).

56. We deposed the most relevant former Lehman employees, including the whistleblower and leaders of Lehman's Accounting Policy Group, who had knowledge of Lehman's misuse of Repo 105 transactions. Lead Counsel traveled to Sydney, Australia to depose the Global Head of Lehman's Accounting Policy Group, Marie Stewart. The other former Lehman employees we deposed concerning Repo 105 included: Robert Charles Mathew Lee (Senior Vice President, Consolidated Balance Sheet and Entity Control), Martin B. Kelly (Financial Controller), Anuraj Bismal (Senior Vice President, Balance Sheet Reporting Group), Kristine Smith (a/k/a Kristine M. Brzozowski) (Treasury Controller), Joseph Gentile (Chief Financial Officer), Ryan Traversari (Senior Vice President, Finance), Marc Silverberg (Associate on Interest Rates Trading Desk), Herbert "Bart" McDade (Global Head of Equities, President & Chief Operating Officer), Michael McGarvey (Vice President, Fixed Income Product Control), Edward S. Grieb (Global

Financial Controller), Brett Beldner (Senior Vice President, Accounting Policy Group), Tejal Joshi (Business Manager, Finance Group), Mitchell King (Head of Agency Desk), and Wei “Margaret” Sear (Vice President, Global Accounting Policy).

57. We also procured sworn affidavits from two witnesses who were previously engaged in determining Lehman’s credit ratings: Eileen Fahey of Fitch, Inc. and Diane Hinton of Standard & Poor’s Financial Services, Inc.

3. Lead Counsel’s Use Of Consultants And Experts

58. Throughout the litigation, Lead Plaintiffs and Lead Counsel consulted with numerous experts and consultants, including experts and consultants in the fields of accounting, auditing principles, economics, finance, valuation, liquidity, and financial analysis. Such consultation assisted with pre-suit investigation, preparation of initial and amended complaints, assessing damages and loss causation, and preparing materials for mediation.

59. With respect to EY in particular, Lead Counsel engaged experts concerning market efficiency, financial disclosure and accounting principles, liquidity and solvency, credit ratings, loss causation and damages. These experts and consultants engaged in work ranging from the preparation of a declaration in support of class certification, to assisting in fact discovery document analysis and depositions, to the preparation of initial expert reports, to reconfirming the Plan of Allocation used in connection with the D&O Settlement as being appropriate for use in connection with the instant Settlement.

60. In accordance with the Court’s ordered protocol for disclosures regarding testifying experts, Lead Counsel disclosed the identities of Plaintiffs’ testifying experts and rebuttal experts, and their areas of expertise. Expert reports were due to be filed just days prior to reaching the Settlement.

III. THE SETTLEMENT

61. The proposed Settlement is for \$99,000,000 in cash. As set forth above, the Settlement is the result of more than three years of hard-fought litigation against EY, as well as arms’-length negotiations, by fully informed Plaintiffs and Lead Counsel. The Settlement provides

the members of the Settlement Class immediate benefits and eliminates the significant risks of continued litigation under circumstances where a favorable outcome could not be assured.

62. For the reasons discussed below and in the accompanying Settlement Memorandum, Lead Counsel believe that the Settlement is fair, reasonable, and an excellent result for members of the Settlement Class considering the risk of recovering nothing or less than the Settlement Amount after substantial delay.

A. The EY Settlement

1. Negotiation Of The Settlement With EY

63. The process of achieving the Settlement was long and difficult. At various times during the litigation, the parties and their counsel had preliminary discussions to explore possible settlement. In December 2011, the parties participated in an in-person mediation session under the supervision of the Honorable Layn R. Phillips, former federal district judge for the Western District of Oklahoma, and an experienced and highly respected neutral.³ Prior to the mediation, Plaintiffs and EY submitted detailed mediation statements setting out their respective positions.

64. The December 2011 mediation session ended with the parties at an impasse, but the mediator remained in contact with counsel for both parties throughout the litigation about developments in the case and possible resolution.

65. For most of the discovery phase, the parties remained far apart with divergent views of the case and the level at which it could be resolved. The parties, however, remained in communication with each other and the mediator about the prospects for resolution. Direct negotiations followed over the next several months, through telephonic and in-person meetings,

³ Judge Phillips is a former Assistant United States Attorney in the Central District of California, who then served as a United States Attorney in the Northern District of Oklahoma. He was then appointed and served as a United States District Judge in the Western District of Oklahoma for four years. In 1991, he resigned from the federal bench and joined Irell & Manella LLP. Along with litigating cases, the majority of Judge Phillips' professional time is devoted to serving as a mediator and an arbitrator in connection with large, complex cases like this one. He has successfully mediated numerous complex commercial cases, including securities class actions. He has been nationally recognized as a mediator by the Center for Public Resources Institute for Dispute Resolution ("CPR"), serving on CPR's National Panel of Distinguished Neutrals.

while Plaintiffs continued to actively prosecute the case, develop their record and consult with experts. Finally, on October 11, 2013, the parties reached an agreement in principle to settle the Action for \$99,000,000.

2. The EY Stipulation

66. Pursuant to the Stipulation, on December 18, 2013, EY caused \$99,000,000 in cash to be paid into the Escrow Account, subject to the terms and conditions of the Stipulation.

67. The Settlement, if approved, will release the Settlement Class Members' Settled Claims (as defined in paragraph 1.kk. of the Stipulation) against the Released Parties (as defined in paragraph 1.ii. of the Stipulation).

68. For purposes of the Settlement and as agreed to by the Settling Parties and ordered by the Court (ECF No. 542), the Settlement Class is defined as:

[A]ll investors who (a) purchased or otherwise acquired Lehman Securities identified in Appendix A to the Stipulation, (b) purchased or otherwise acquired Lehman Structured Notes identified in Appendix B to the Stipulation, and/or (c) purchased or otherwise acquired Lehman common stock or call options and/or sold Lehman put options, during the Settlement Class Period (i.e., the period between June 12, 2007 and September 15, 2008, through and inclusive). Excluded from the Settlement Class are (i) the named defendants in the Complaint, (ii) Lehman, (iii) the executive officers and directors of each Defendant or Lehman, (iv) any entity in which any Defendant or Lehman have or had a controlling interest, (v) members of any Defendant's immediate families, (vi) the plaintiffs named in the actions listed on Appendix C to the Stipulation (the "Individual Actions") who do not request removal from the excluded list in accordance with Paragraph 34 of the Stipulation (the "Individual Action Plaintiffs"), (vii) any person or entity that has (a) litigated claims in any forum against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period and received a judgment, or (b) settled and released claims against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period, and (viii) the legal representatives, heirs, successors or assigns of any such excluded party. Also excluded from the Settlement Class are any persons or entities who exclude themselves by filing a timely request for exclusion in accordance with the requirements set forth in the Notice.

3. Reasons For The Settlement With EY

69. Plaintiffs considered a variety of factors in negotiating and deciding to accept the Settlement and recommend it to the Court. Based on our collective experience and deep

familiarity of the facts and applicable law, Lead Counsel believe that the Settlement is in the best interest of the Settlement Class considering the amount of the Settlement, the immediacy of the recovery and EY's defenses.

70. Lead Counsel engaged a consultant to assist in estimating potentially recoverable damages for purchases of Lehman's securities. This estimate, *before* taking into account defenses to causation, proportionate fault or other defenses, amounts to billions of dollars in the aggregate. Not only does EY lack the ability to satisfy such an enormous judgment if it was obtained at trial and upheld through appeals, but EY vigorously challenged Plaintiffs' theory of damages, the "disaggregation" of amounts attributable to EY's review opinion and causation. EY also assigned a high degree of fault to others.

71. Plaintiffs also considered the many challenges in succeeding on their claims against EY. The risks of succeeding at trial against EY and of recovering more than the Settlement Amount were significant. EY had successfully moved to dismiss all claims against it except for those arising from an alleged untrue statement in EY's quarterly review for Lehman's second quarter of 2008. By eliminating the 2007 year-end audit opinion and 1Q08 review report, proving the existence of a false statement and EY's scienter would be substantially more difficult. EY's statement concerning conducting a "GAAS" audit was no longer at issue. Rather, the only remaining alleged false statement was a single quarterly review report, not an audit. Throughout, EY argued that it had only limited responsibilities when conducting a quarterly interim review, as contrasted with an audit of year-end financial statements. "The objective of a review of interim financial information differs significantly from that of an audit conducted in accordance with generally accepted auditing standards." PCAOB, AU § 722.07.

72. Plaintiffs further considered the inherent problem of proof and possible defenses to loss causation in this case. There were no Repo 105 "corrective disclosures" during or immediately following the class period. The market learned of Lehman's misuse of Repo 105 in March of 2010 when the Examiner published his report – eighteen months after Lehman filed for bankruptcy. While Plaintiffs developed a record through extensive discovery to support their

allegation that EY's alleged false statement caused investor losses because it concealed risks that later materialized, the issue is complex and was hotly-contested. Throughout, EY maintained that neither Repo 105 transactions nor its quarterly review report were the cause of investor losses. Rather, EY maintained that Lehman suffered a liquidity crisis amidst a global, financial meltdown, and that investor losses reflected the market's growing recognition of managements' misjudgment that Lehman would not be allowed to fail.

73. In reaching the Settlement, Lead Counsel also considered EY's proportionate fault defenses. When, as here, Plaintiffs partially settled claims against co-defendants, the non-settling defendant is entitled to a judgment credit of at least the proportionate fault of the settling defendants. *See* 15 U.S.C. § 78u-4(a)(7)(B). EY assigned all or most of the fault to others, such as Lehman's officers and directors, who arguably were more responsible for Lehman's financial statements than EY. If successful, these defenses would substantially reduce or eliminate any recovery.

74. Moreover, even in the event that Plaintiffs successfully obtained a judgment against EY for the full amount, EY's ability to pay a hypothetical future judgment for billions of dollars (after a trial and inevitable appeals) is improbable.

75. The \$99,000,000 Settlement provides a certain and immediate recovery to the Settlement Class, eliminating the risks of receiving less or no recovery at all after substantial delays. Among the risks eliminated by the Settlement is the outcome of the *Halliburton* case, through which the Supreme Court will decide the continued vitality of *Basic*'s fraud-on-the-market presumption of reliance.

76. The Settlement Amount is believed to be among the top ten recoveries against an outside audit firm through a securities class action and the largest auditor recovery stemming from the financial crisis to date. Such a result is particularly notable because, unlike other top recoveries against auditors, there is no restatement of audited financial statements or parallel prosecution by the SEC or DOJ. Likewise, the sustained claims were exclusively Exchange Act

§ 10(b) claims, rather than strict-liability Securities Act claims, and arose from a quarterly review report rather than an audit opinion.

**B. Notice To The Settlement Class Meets
The Requirements Of Due Process And
Rule 23 Of The Federal Rules Of Civil Procedure**

77. The Court's December 3, 2013 Notice Order (a) directed that notice be disseminated to the Settlement Class; (b) set March 25, 2014, as the deadline for Settlement Class Members to submit objections to the Settlement, the Plan of Allocation and the Fee and Expense Application, or to request exclusion from the Settlement Class; and (c) set a final approval hearing date of April 15, 2014, at 4:30 p.m.⁴

78. Pursuant to the Notice Order, Lead Counsel instructed GCG, the Court-approved Claims Administrator for the Settlement, to disseminate copies of the Notice and Claim Form by mail to all prior recipients of class notices in connection with the D&O Settlement and/or the UW Settlements, as well as any additional potential Settlement Class Members and to publish the Summary Notice in accordance with the Notice Order. The Notice Packet contains a description of the Settlement, the Plan of Allocation and the right of members of the Settlement Class to: (a) participate in the Settlement; (b) object to any aspect of the Settlement, the Plan of Allocation and/or the Fee and Expense Application; or (c) exclude themselves from the Settlement Class. The Notice Packet also informs members of the Settlement Class of Lead Counsel's intent to apply for an award of attorneys' fees in an amount of \$29.7 million and for reimbursement of Litigation Expenses in an amount not to exceed \$5 million. In addition, the Notice Packet informs Settlement Class Members that if they previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, they do not need to submit another Claim Form in order to be

⁴ ECF No. 542. The Notice Order also set March 25, 2014, as the deadline for Individual Action Plaintiffs (those plaintiffs named in one of the Individual Actions set forth on Appendix C to the Stipulation and excluded from the Settlement) to request removal from the excluded list and participate in the Settlement. Lead Counsel mailed a copy of the Notice Packet to counsel of record for each of the Individual Action Plaintiffs. To date, two requests for removal from the excluded list have been submitted on behalf of Individual Action Plaintiffs.

potentially eligible to participate in the Settlement with EY because those previously submitted valid Claim Forms will be processed in connection with the EY Settlement.

79. As set forth in the Affidavit of Jose C. Fraga Regarding (A) Mailing of the EY Notice and EY Claim Form; (B) Publication of the EY Summary Notice; (C) Report on Requests for Exclusion Received to Date; and (D) Report on Requests for Removal from the Excluded List by Individual Action Plaintiffs attached hereto as Exhibit 1 (“Fraga Aff.”), as of March 5, 2014, over 916,000 copies of the Notice Packet have been mailed to potential members of the Settlement Class in accordance with the Notice Order. *See* Fraga Aff. ¶8. To disseminate the Notice Packet, GCG used the records that GCG previously obtained in connection with the D&O Settlement and UW Settlements, as well as additional information obtained from banks, brokers and other nominees regarding the names and addresses of potential members of the Settlement Class. *See id.* ¶¶3-8.

80. In accordance with the Notice Order, on January 2, 2014, GCG caused the publication of the Summary Notice in the national edition of *The Wall Street Journal* and *Investor’s Business Daily*. *Id.* ¶9.

81. Lead Counsel also caused GCG to update the dedicated settlement website, www.LehmanSecuritiesLitigationSettlement.com, to address the Settlement with EY. The website contains a separate section dedicated to the Settlement with EY and provides members of the Settlement Class with information concerning the Settlement and access to downloadable copies of the Notice and Claim Form, as well as a copy of the Stipulation, the Notice Order, and the Complaint. *Id.* ¶11.

82. As set forth above, the deadline for members of the Settlement Class to file objections to the Settlement, the Plan of Allocation and/or the Fee and Expense Application is March 25, 2014. Despite the dissemination of over 916,000 Notice Packets, as of March 5 2014,

only three requests for exclusion from the Settlement Class have been received (*see* Fraga Aff. ¶13); and only three potential objections have been received.⁵

C. Plan Of Allocation

83. As set forth in the Notice, Plaintiffs have proposed a plan for allocating the proceeds of the Settlement among members of the Settlement Class who (i) previously submitted valid Claim Forms to the Claims Administrator in connection with the D&O Settlement or UW Settlements or (ii) submit timely and valid Claim Forms to the Claims Administrator in connection with this Settlement, in accordance with the requirements established by the Court, and which are approved for payment. The objective of the proposed Plan of Allocation is to equitably distribute the net proceeds of the Settlement to those members of the Settlement Class who suffered losses as a result of the alleged misrepresentations alleged in the Action.

84. The proposed Plan of Allocation was prepared in consultation with Plaintiffs' damages consulting expert and is largely based on the plan developed and approved in connection with the D&O Settlement. It is the opinion of Lead Counsel that the Plan of Allocation is fair, reasonable and adequate to the Settlement Class.

85. The Plan of Allocation (the "Plan") is set forth in Appendix D to the Notice. Under the Plan, a Recognized Loss or Recognized Gain will be calculated for (i) each share of common stock purchased or acquired during the Settlement Class Period; (ii) each share of Lehman common stock purchased or acquired in the June 9, 2008 Secondary Offering; (iii) each share of Lehman Preferred Stock (listed in Exhibit 2 to the Plan) purchased or acquired during the Settlement Class Period; (iv) each unit of Lehman Senior Unsecured Notes (including "Principal

⁵ To date, objections have been received from Raymond Gao (ECF No. 545), who also submitted an objection in connection with the D&O Settlement which the Court found to be without merit (ECF No. 345), and Robert J. Kreps (ECF No. 1377 in 09-md-02017-LAK). Lead Counsel have also received a correspondence from William Brady which they are treating as an objection. Despite the fact that two of the individuals fail to provide the required documentation confirming their status as a Settlement Class Member, Lead Counsel will file these objections and similar correspondence and address them, along with any additional objections received following this submission, as well as the requests for exclusion, in connection with Lead Plaintiffs' reply papers to be filed with the Court on April 8, 2014, as provided in the Notice Order.

Protection” Notes and other Structured Notes) and Subordinated Notes (listed in Exhibit 3 to the Plan) purchased or acquired during the Settlement Class Period; (v) each exchange-traded call option on Lehman common stock purchased or acquired during the Settlement Class Period; and (vi) each exchange-traded put option on Lehman common stock sold or written during the Settlement Class Period. For transactions in common stock and options, the Recognized Losses (and Recognized Gains) are generally calculated pursuant to the Plan based on differences in the amount of artificial inflation (or deflation) in the securities on the date of purchase and the date of sale (if any). For transactions in Lehman Preferred Stock, Lehman Senior Unsecured Notes and Subordinated Notes, and Lehman common stock purchased or acquired in the June 9, 2008 Secondary Offering, the Recognized Losses (and Recognized Gains) are calculated based on the Section 11 measure of damages and are generally based on the difference between the purchase price (not to exceed the issue price) of the security and either the sale price or the price on the date suit was filed.⁶

86. The Plan also takes into account the Court’s dismissal of certain claims asserted by the Settlement Class for acquisitions made prior to the issuance of EY’s review report on Lehman’s Form 10-Q filed with the SEC on July 10, 2008. Accordingly, as explained in the Notice (p. 19), the Recognized Loss, Recognized Gain, Trading Loss and Trading Gain calculations for (i) purchases of Lehman Securities (other than Lehman exchange-traded options) and (ii) sales of Lehman exchange-traded options between June 12, 2007 and July 10, 2008, inclusive, will be multiplied by 10% to reflect the substantially lower likelihood of success on the dismissed claims, which would be viable only if the Court’s dismissal was reversed on appeal, and such claims would then face the additional risk of proof due to passage of time.

⁶ There is no Recognized Loss or Recognized Gain if the Lehman common stock, Lehman Preferred Stock, or Lehman Senior Unsecured Notes and Subordinated Notes were sold before June 9, 2008, or if the call options were sold, exercised or expired (or put options were re-purchased, exercised or expired) before June 6, 2008.

87. As explained in the Notice (p. 18), under the Plan, each Claimant's Recognized Claim will be calculated by combining his, her, or its Recognized Losses in all eligible securities and offsetting all Recognized Gains. If a Claimant has an overall trading gain on his, her or its transactions in eligible securities during the relevant time period, that Claimant will not be eligible for a recovery from the Settlement, and if a Claimant's overall trading loss is less than his, her or its Recognized Claim, then his, her or its Recognized Claim will be capped at the amount of the Claimant's overall trading loss (*see* Notice pp. 18-19). An Authorized Claimant's Distribution Amount under the Plan will be his, her or its *pro rata* share of the Net Settlement Fund based on the size of his, her or its Recognized Claim compared to the aggregate Recognized Claims of all Authorized Claimants.

88. Under the Plan, if a Claimant's Distribution Amount calculates to less than \$10, then no distribution will be made to the Claimant with respect to the Settlement and the disallowed amount will be reallocated to the remaining Authorized Claimants with allocations greater than \$10 (*see* Notice p. 21). A similar \$10 minimum was proposed by Lead Plaintiffs and the Claims Administrator, and approved by the Court, in connection with the D&O Settlement and UW Settlements, given the administrative costs involved and to prevent depletion of the settlement funds to pay *de minimis* claims. *See* Lead Plaintiffs' Memorandum in Support of Motion for Approval of Distribution Plan (ECF No. 494), at pp. 8-9 n.9; Order Approving Distribution Plan (ECF No. 503), at p. 3.

IV. APPLICATION FOR ATTORNEYS' FEES AND EXPENSES

A. Application For Attorneys' Fees

1. The Requested Fee Is Fair And Reasonable

89. Respectfully, the work undertaken by Lead Counsel in prosecuting this case against EY and arriving at this Settlement has been challenging. It was not until after Lead Counsel engaged in extensive fact discovery and built a compelling record – including through review of millions of pages of documents produced and obtaining testimony from over fifty witnesses – that the parties were able to reach agreement to resolve the Action.

90. For the extensive efforts expended on behalf of the Settlement Class, Lead Counsel are applying on behalf of Plaintiffs' Counsel for fees in an amount that is substantially less than the lodestar incurred by Plaintiffs' Counsel for such services on behalf of the Settlement Class. The applied-for amount, \$29.7 million, represents a substantial negative multiplier on Plaintiffs' Counsel's remaining lodestar of over \$47 million.

91. As set forth in the accompanying Fee Memorandum, Lead Counsel respectfully submit that the fee is justified and should be approved based on the result achieved for the Settlement Class, the extent and quality of work performed, the risks of the litigation and the contingent nature of the representation.

92. As set forth in Exhibit 2 attached hereto, Plaintiffs' Counsel have expended a total of 116,920.65 hours in the prosecution and investigation of the claims against EY, for which they have not previously included in a lodestar submission in this Action, for a lodestar value of \$47,028,506.36. *See* Exhibits 2, 2A-2I attached hereto.

93. The time that Lead Counsel submitted in previous applications is excluded from this application. As reflected in our firm declarations attached hereto (Exhibits 2A and 2B), Lead Counsel excluded from prior applications the time for tasks performed prior to February 15, 2012, that exclusively related to the prosecution of the Action against EY, such as drafting accounting and auditing allegations, responding to EY's motion to dismiss, and preparing for and participating in mediation. Such time is included in this application.

94. In addition, excluded from this application is time incurred by Lead Counsel between February 15, 2012 and August 8, 2013, that exclusively benefitted the SNP Class and 7.5% of the time that benefitted both the Settlement Class and the SNP Class. Lead Counsel submitted such time in the fee application for the SNP Settlement. Time for tasks performed after submission of the application for the SNP Settlement that relates to the SNP Settlement, such as time spent preparing for and attending the final settlement hearing in that matter, has also been excluded from the instant application. Thus, for time between August 8, 2013, through

January 15, 2014, only that time which benefitted the Settlement Class is reported in this application.

95. Lead Counsel maintained daily control and monitoring of the work performed by the attorneys on this case. While we personally devoted substantial time to prosecuting the claims against EY, other experienced attorneys at our firms undertook particular tasks appropriate to their levels of expertise, skill and experience, and more junior attorneys and paralegals worked on matters appropriate to their experience levels. Throughout the prosecution of the claims against EY, Lead Counsel allocated work assignments among the attorneys at our firms, and also among other Plaintiffs' Counsel, to avoid unnecessary duplication of effort. Teams of more junior attorneys, for example, devoted themselves to analyzing discovery and developing evidence. Such analysis included reviewing and organizing the voluminous document productions, assisting in assessing the adequacy of various document productions for meet-and-confer efforts, preparing internal memoranda on key legal and factual issues, assembling witness files for use in depositions, and supporting our consulting experts. The teams held periodic meetings with more experienced attorneys in order to efficiently coordinate the prosecution.

96. Lead Counsel's rates are based on their annual survey of the market rates for practitioners in the field using available sources, including rates charged by law firms that regularly defend securities class actions. For personnel who are no longer employed with our respective firms, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment.

97. Lead Counsel's rates are consistent with their prior lodestar submissions in this Action, and are comparable to, or less than, the known hourly rates charged by defense counsel. For example, a January 2014 National Law Journal survey reports that the law firm that represents EY in this case (Latham & Watkins LLP) charges hourly rates for partners ranging from \$895 to \$1,110, and for associates from \$465 to \$725.⁷ Lead Counsel's rates are also consistent with, or

⁷ See *Billing Rates Across the Country*, National Law Journal Survey, January 13, 2014. Similarly, in fee applications submitted in 2013 in Bankruptcy Court proceedings by Latham & Watkins

lower than, the known hourly rates charged by other defense counsel who have appeared in this Action previously.⁸

98. With regard to work performed by additional Plaintiffs' Counsel at the direction of Lead Counsel, we have attached as Exhibits 2C-2I declarations from other Plaintiffs' Counsel in support of an award of attorneys' fees and reimbursement of Litigation Expenses. Included with each firm's declaration is a schedule summarizing the lodestar of each firm, as well as the expenses incurred by category. As set forth in the individual firm declarations, they prepared the lodestar summaries from contemporaneous daily time records regularly prepared and maintained by Plaintiffs' Counsel. In accordance with paragraph 3.4 of Pretrial Order No. 1, Lead Counsel instructed the additional Plaintiffs' Counsel to submit only time for actions undertaken on behalf of any plaintiff at the direction or with the permission of the Chair and/or Executive Committee and advised them that any services provided by Plaintiffs' Counsel to their clients without the prior approval of the Chair and/or the Executive Committee would not be compensated. Lead Counsel also instructed the additional Plaintiffs' Counsel to submit only time and expenses that were not previously included in the prior lodestar submissions in this Action.

99. The resulting remaining lodestar for all Plaintiffs' Counsel, which excludes all time for preparation of the Fee Memorandum and the Fee and Expense Application, and all time previously submitted, is \$47,028,506.36. The fee, if awarded, would yield a negative multiplier of 0.63, *i.e.* the requested fee is less than two-thirds of the hourly charges for services by Plaintiffs' Counsel on behalf of the Settlement Class.

100. To put the application into context of the total recovery in this Action, Plaintiffs' Counsel recovered a combined total of \$615,218,000 through the D&O Settlement (\$90,000,000),

LLP, the rates for partners and counsel ranged from \$820 to \$1,100 and the rates for associates ranged from \$320 to \$700. *See In re LightSquared Inc., et al.*, Case No. 12-12080 (Bankr. S.D.N.Y.), ECF No. 988, filed November 7, 2013.

⁸ For example, Weil, Gotshal & Manges LLP reportedly charges \$625 to \$1,075 for partners, and \$300 to \$790 for associates; and Paul Hastings reportedly charges \$750 to \$900 for partners, and \$335 to \$755 for associates. *Billing Rates, supra.*

the UW Settlements (\$426,218,000), and the EY Settlement (\$99,000,000). If approved, the requested fee reflects a lodestar multiplier of 1.02 for the aggregate recovery. It represents an overall fee award of 14% of the aggregate recovery for the classes.

101. Plaintiffs' Counsel prosecuted the claims against EY on a contingency basis, committed their resources and litigated the claims for over three and one-half years. A recovery at this level was only possible when the case reached advanced stages, and the defendant recognized its risks of continued litigation. Based on the results achieved for the Settlement Class, the quality of work performed, the risks of the Action and the contingent nature of the representation, Lead Counsel submit that the requested fee is fair and reasonable.

2. Standing And Expertise Of Lead Counsel

102. The expertise and experience of counsel are other important factors in setting a fair fee. As demonstrated by Lead Counsel's firm resumes (attached as Exhibits 2A4 and 2B3⁹), the attorneys at Lead Counsel Bernstein Litowitz and Kessler Topaz are experienced and skilled class action securities litigators and have a successful track record in securities cases throughout the country – including within this Circuit, and in this Action.

3. Standing And Caliber Of Defendants' Counsel

103. The quality of the work performed by Lead Counsel in achieving the Settlement should also be evaluated in light of the quality of opposing counsel. Here, Latham & Watkins spared no effort or expense in the defense of its client, and made it clear it was willing and able to face Plaintiffs through trial and on appeal, if necessary.

4. The Risks Of The Litigation And The Need To Ensure The Availability Of Competent Counsel In High-Risk, Contingent Securities Cases

⁹ Plaintiffs' Counsel's firm biographies are also available upon request from the Court.

104. As the Court is aware, this Action was initiated, and continued against EY, on an entirely contingent basis. This case was unquestionably complex and the outcome – against any defendant, especially an outside auditor – was highly uncertain. Indeed, the Court granted EY’s motion to dismiss with respect to all claims other than that which related to the Second Quarter 2008 Form 10-Q.

105. Lead Counsel assured that sufficient attorney resources were dedicated to prosecution of the claims against EY, in particular, to the voluminous fact and expert document and deposition discovery. Lead Counsel also retained highly competent experts in such fields as accounting and financial disclosure, liquidity and solvency, credit ratings, and loss causation and damages, and ensured that sufficient funds were available to advance the expenses required to pursue and complete such complex litigation. Plaintiffs’ Counsel incurred over \$4.27 million in unreimbursed expenses in prosecuting this Action for the benefit of the Settlement Class.

106. As discussed above in Section III.A.3., Plaintiffs and Lead Counsel faced tremendous risks establishing their case against EY, especially in proving scienter and loss causation with respect to an outside auditor. They also faced hurdles associated with EY’s potential proportional fault defenses, and the risk associated with the Supreme Court’s pending consideration of the “fraud-on-the-market” theory of reliance.

107. Government authorities (including the SEC) have brought very few securities law enforcement actions against financial institutions and related entities following the 2008 financial collapse. Here, the SEC has not filed a complaint against EY or any of the other Defendants – yet Lead Counsel have recovered \$615,218,000 in total in this Action on behalf of investors. Plaintiffs’ Counsel should be adequately compensated with fees commensurate with the magnitude of their successes in order to incentivize them to engage in the work necessary to make such recoveries possible. In this instance, Lead Counsel seek to be compensated for Plaintiffs’ Counsel’s collective lodestar at a 1.02 overall multiplier on the entire matter. *See* Exhibit 4 attached hereto.

5. The Reaction Of The Settlement Class To Date

108. Lead Counsel are submitting their application for an award of attorneys' fees and reimbursement of Litigation Expenses with the approval of Plaintiffs. As set forth above, more than 916,000 Notice Packets have been mailed to potential members of the Settlement Class. Fraga Aff., ¶8 and Ex. 1. In addition, the Summary Notice was published in the national edition of *The Wall Street Journal* and *Investor's Business Daily*. See *id.* ¶9. The Notice explains the Settlement and Lead Counsel's anticipated fee request. The deadline to object to Lead Counsel's fee request is March 25, 2014. To date, only one individual – who again fails to demonstrate his assertion that he is a Settlement Class Member – has submitted a general objection to the fee request.¹⁰ No other Settlement Class Members – whether individuals or institutional investors – have submitted any objections to any aspect of the Fee and Expense Application.

109. In sum, given the complexity and uncertainty of the claims against EY; the responsibility undertaken by Lead Counsel; the risks faced related to proving liability, loss causation, damages, allocation of responsibility, and fraud-on-the-market issues; the experience of Lead Counsel and defense counsel; and the contingent nature of Plaintiffs' Counsel's agreement to prosecute the claims against EY, Lead Counsel respectfully submit that the requested attorneys' fees are reasonable and should be approved.

B. Application For Reimbursement Of Expenses

110. Lead Counsel also request \$4,279,706.87 in Litigation Expenses reasonably and necessarily incurred by Plaintiffs' Counsel in the prosecution and settlement of the claims against EY, with interest thereon. Expenses for which reimbursement has previously been sought in this Action are not included in this request.

111. Lead Counsel respectfully submit that the expense application is appropriate, fair, and reasonable and should be approved in the amounts submitted herein. Plaintiffs' Counsel were

¹⁰ ECF No. 545. Mr. Gao's similar general objection submitted in connection with the prior settlements was overruled. As stated above, his current objection will be addressed, along with any other objections to the Fee and Expense Application that may be received, if any, in Plaintiffs' reply brief to be filed with the Court after the expiration of the deadline for submitting objections.

aware that they might not recover any of their expenses incurred in prosecuting the claims against EY, and, at the very least, would not recover such expenses until the claims were successfully resolved. Plaintiffs' Counsel also understood that, even assuming that the case was ultimately successful, an award of expenses would not compensate them for the lost use of the funds advanced to prosecute the claims against EY. Thus, Lead Counsel were motivated to, and did, take significant steps to minimize expenses whenever practicable without jeopardizing the vigorous and efficient prosecution of the claims against EY.

112. The application for expenses is within the upper limit of the \$5 million contained in the Notice mailed to the Settlement Class. In response to the mailing of over 916,000 Notice Packets, as of the date of this Joint Declaration, there are no objections to such expenses.

113. The expenses incurred by Plaintiffs' Counsel were necessary and appropriate for the prosecution and settlement of the claims against EY. These expenses include charges for experts and consultants, computer research devoted to the case, costs incurred in out-of-town travel, charges for photocopying, telephone, postal and express mail charges, and similar case-related costs. A chart reflecting all expenses by category for which reimbursement is sought is attached hereto as Exhibit 3. Courts have typically found that such expenses are reimbursable from a fund recovered by counsel for the benefit of the class.

114. Included in the amount of expenses is \$1,823,072.72 paid or payable to Plaintiffs' experts and consultants. *See* Exhibit 3 attached hereto. This encompasses over 42% of Plaintiffs' Counsel's total expenses. As detailed above, Plaintiffs worked extensively with experts and consultants at the different stages of the litigation. Experts were utilized to draft allegations against EY, draft the opposition to EY's motion to dismiss, analyze documents related to the claims against EY, prepare for fact depositions, draft expert reports and prepare for expert depositions, prepare for settlement negotiations, and to prepare the Plan of Allocation. Experts were retained in the complex and specialized areas of accounting and financial disclosure, liquidity, credit ratings, and loss causation and damages.

115. In addition, as detailed above, in prosecuting the claims against EY Lead Counsel obtained, reviewed, and analyzed over 26 million pages of documents from EY, the Lehman Estate, and various other third parties such as the three major credit ratings agencies, Lehman's secured creditors and counterparties to the Repo 105 transactions and Lehman's potential strategic partners. In order to effectively and efficiently review and analyze the voluminous documents from multiple sources, a document management system was engaged. Lead Plaintiffs retained Epiq Systems to host the database. Duplication of many of these documents obtained in discovery was also necessary for the effective prosecution of the claims against EY, including, but not limited to, in preparation for the over fifty depositions taken. Included in the expense request above is \$1,794,350.77 for reimbursement of expenses related to the document management system, and \$130,409.41 for reimbursement of Plaintiffs' Counsel's internal and external copying costs. *See* Exhibit 3 attached hereto.

116. In addition, Plaintiffs' Counsel were required to travel – including on three continents for the over fifty depositions – in connection with prosecuting the claims against EY, and thus incurred the related costs of airline tickets, meals and lodging. Included in the expense request above is \$258,215.47 for travel expenses necessarily incurred for the prosecution of the claims against EY. *See* Exhibit 3 attached hereto.

117. As set forth in the Stipulation, approval of the Settlement is independent from approval of Lead Counsel's application for an award of attorneys' fees and reimbursement of Litigation Expenses. Any determination with respect to Lead Counsel's application for an award

of attorneys' fees and reimbursement of Litigation Expenses will not affect the Settlement, if approved.

We declare under penalty of perjury that the foregoing facts are true and correct and that this declaration was executed this 11th day of March, 2014.

/s/ David R. Stickney

DAVID R. STICKNEY

/s/ David Kessler

DAVID KESSLER

EXHIBIT 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re LEHMAN BROTHERS SECURITIES AND
ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**AFFIDAVIT OF JOSE C. FRAGA REGARDING
(A) MAILING OF THE EY NOTICE AND EY CLAIM FORM; (B) PUBLICATION OF
THE EY SUMMARY NOTICE; (C) REPORT ON REQUESTS FOR EXCLUSION
RECEIVED TO DATE; AND (D) REPORT ON REQUESTS FOR
REMOVAL FROM THE EXCLUDED LIST BY INDIVIDUAL ACTION PLAINTIFFS**

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

Jose C. Fraga, being duly sworn, deposes and says:

1. I am the Senior Director of Operations for The Garden City Group, Inc. (“GCG”), headquartered at 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042. The following statements are based on my personal knowledge and information provided by other experienced GCG employees working under my supervision.

2. Pursuant to the Court’s Order Concerning Proposed Settlement with Defendant Ernst & Young LLP dated December 3, 2013 (ECF. No. 542) (the “EY Notice Order”), GCG was appointed as the Claims Administrator in connection with the settlement reached with Ernst & Young LLP (the “EY Settlement”) in the above-captioned action (the “Action”).¹

¹ All terms with initial capitalizations not otherwise defined herein shall have the meanings ascribed to them in the EY Notice Order.

3. GCG was previously appointed as the Claims Administrator in connection with the settlement reached with the director and officer defendants (the “D&O Settlement”) and the settlements reached with the settling underwriter defendants (the “UW Settlement”) pursuant to the Court’s December 15, 2011 Order Concerning Proposed Settlement with the Director and Officer Defendants (ECF No. 306) and the Court’s December 15, 2011 Order Concerning Proposed Settlement with the Settling Underwriter Defendants (ECF No. 307) (together, the “2011 Notice Orders”). Pursuant to the 2011 Notice Orders and as more fully described in the (i) Affidavit of Stephen J. Cirami Regarding (A) Mailing of the Notices and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date dated March 8, 2012 (ECF No. 343-2) and (ii) Supplemental Affidavit of Stephen J. Cirami dated April 4, 2012 (ECF No. 380) (together, the “Prior GCG Mailing Affidavits”), GCG mailed the notices and claim form for the D&O and UW Settlements, along with a cover letter (the “D&O and UW Settlements Notice Packet”) to potential members of the D&O and UW Settlement Classes beginning on January 18, 2012.

MAILING OF THE EY NOTICE AND EY CLAIM FORM

4. Pursuant to the EY Notice Order, GCG has disseminated the Notice of Pendency of Class Action and Proposed Settlement with Defendant Ernst & Young LLP, Settlement Fairness Hearing and Motion for Attorneys’ Fees and Reimbursement of Litigation Expenses (the “EY Notice”) and Proof of Claim (the “EY Claim Form”) (collectively, the EY Notice and EY Claim Form are referred to herein as the “EY Notice Packet”) to potential members of the EY Settlement Class. A copy of the EY Notice Packet is attached hereto as Exhibit A.

5. On December 18, 2013, GCG mailed a total of 826,180 EY Notice Packets to potential members of the EY Settlement Class whose names and addresses were received by

GCG in connection with the D&O and UW Settlements.² Specifically, GCG mailed EY Notice Packets to (i) 765,691 potential members of the EY Settlement Class who did not previously submit a valid Claim Form in connection with the D&O or UW Settlements and (ii) 60,489 members of the EY Settlement Class who submitted a valid Claim Form in connection with the D&O or UW Settlements. The EY Notice Packets disseminated to those members of the EY Settlement Class who submitted valid Claim Forms in connection with the D&O or UW Settlements also included a cover letter informing the recipients that their previously submitted claim would automatically be deemed an eligible claim with respect to the transaction(s) in the Lehman securities covered by the EY Settlement for which their claim was previously approved, so long as the approved transaction(s) calculate to an Overall Recognized Claim under the Plan of Allocation for the EY Settlement.³ GCG also mailed 28,560 EY Notice Packets to brokerage firms, banks, institutions and other nominees that had previously requested D&O and UW Settlements Notice Packets so that they could forward them to their customers.

6. As in most class actions of this nature, the large majority of potential class members are beneficial purchasers whose securities are held in “street name” – *i.e.*, the securities are purchased by brokerage firms, banks, institutions and other third-party nominees in the name of the nominee, on behalf of the beneficial purchasers. GCG maintains a proprietary database with names and addresses of the largest and most common U.S. banks, brokerage firms, and

² See Prior GCG Mailing Affidavits. ECF No. 343-2 at ¶¶3-12; ECF No. 380 at ¶¶2-3.

³ In addition, GCG caused emails to be sent to each institutional investor, law firm and claim filing company that submitted claims electronically in the D&O or UW Settlements. The emails contained a copy of the EY Notice Packet and provided similar information as in the cover letter described above. The emails also provided the recipients with a spreadsheet advising which, if any, of their claims were eligible in the D&O or UW Settlements and therefore would automatically be deemed eligible with respect to the transaction(s) in the Lehman securities covered by the EY Settlement, so long as the approved transaction(s) calculate to an Overall Recognized Claim under the Plan of Allocation for the EY Settlement.

nominees, including national and regional offices of certain nominees (the “Nominee Database”). GCG’s Nominee Database is updated from time to time as new nominees are identified, and others go out of business. At the time of the initial mailing for the EY Settlement, the Nominee Database contained 2,028 mailing records. On December 18, 2013, GCG caused the EY Notice Packet to be mailed to the 2,028 mailing records contained in GCG’s Nominee Database. The EY Notice informs persons or entities who purchased Lehman Securities (as that term is defined in the EY Notice) as a nominee for a beneficial owner that they must provide names and addresses for all of their beneficiaries who are members of the EY Settlement Class to the extent that these names and addresses were not previously provided to GCG in connection with the D&O and UW Settlements. To the extent that that this information was not previously provided to GCG, the EY Notice instructs nominees that they must, within 14 days after receipt of the EY Notice, either (i) provide the names and addresses of such persons and entities to GCG, or (ii) send a copy of the EY Notice Packet by first class mail to the beneficial owners of such Lehman Securities. *See* EY Notice at page 9.

7. As of March 5, 2014, GCG has received an additional 56,882 names and addresses of potential members of the EY Settlement Class (after exact duplicate mailing records were removed) from individuals or from brokerage firms, banks, institutions and other nominees requesting that EY Notice Packets be mailed to such persons. Also, GCG has received requests from brokers and other nominee holders for 3,200 EY Notice Packets to be mailed to such brokers and nominee holders so that they could forward them to their customers. All such requests have been complied with in a timely manner.

8. As of March 5, 2014, an aggregate of 916,850 EY Notice Packets have been disseminated to potential members of the EY Settlement Class or nominees by first-class mail or

bulk mail. In addition, GCG has re-mailed 4,072 EY Notice Packets to persons whose original mailing was returned by the U.S. Postal Service and for whom updated addresses were provided to GCG by the U.S. Postal Service.

PUBLICATION OF THE EY SUMMARY NOTICE

9. Pursuant to the EY Notice Order, GCG Communications, the media division of GCG, caused the Summary Notice of Pendency of Class Action and Proposed \$99 Million Cash Settlement with Defendant Ernst & Young LLP, Settlement Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses (the "EY Summary Notice") to be published once in the national edition of *The Wall Street Journal* and in *Investor's Business Daily*. Attached hereto as Exhibit B is the affidavit of Jeb Smith, the Advertising Clerk of the Publisher of *The Wall Street Journal*, attesting to the publication of the EY Summary Notice in that newspaper on January 2, 2014. Attached hereto as Exhibit C is the affidavit of Stephan Johnson for the publisher of *Investor's Business Daily*, attesting to the publication of the EY Summary Notice in that newspaper on January 2, 2014.

TELEPHONE HOTLINE

10. Beginning on or about December 18, 2013, GCG established and continues to maintain a toll-free telephone number (1-888-499-2911) and interactive voice response system to accommodate inquiries from potential members of the EY Settlement Class and to respond to frequently asked questions. The telephone hotline dedicated to the EY Settlement is accessible 24 hours a day, 7 days a week. Callers to the toll-free telephone number during regular business hours have the option of speaking with a call center representative. All inquiries have been and continue to be promptly responded to.

WESBITE

11. GCG established and maintains a website (www.LehmanSecuritiesLitigationSettlement.com) dedicated to the prior D&O and UW Settlements and the EY Settlement to assist potential members of the settlement classes. On or about December 18, 2013, GCG updated the settlement website to include information regarding the EY Settlement and important deadlines in connection therewith – i.e., deadlines for submitting a request for exclusion from the EY Settlement Class, submitting a request for removal from the excluded list for Individual Action Plaintiffs, filing an objection, filing a notice of intention to appear and submitting a Proof of Claim, as well as the date and time of the Court’s Settlement Fairness Hearing in connection with the EY Settlement. Pursuant to the EY Notice Order, on or before December 18, 2013, GCG posted the EY Notice, the EY Claim Form and the EY Summary Notice on the settlement website, as well as a copies of the Third Amended Class Action Complaint for Violations of the Federal Securities Laws, the EY Notice Order, the Stipulation of Settlement and Release and a list of eligible securities. In addition, the settlement website contains a link to a document with detailed instructions for persons and entities who wish to submit their claims electronically. The address for the settlement website was set forth in the published EY Summary Notice, the EY Notice and in the EY Claim Form. The settlement website is accessible 24 hours a day, 7 days a week.

12. As instructed by Co-Lead Counsel, GCG made certain non-substantive improvements to the EY Notice and EY Claim Form, and those improved versions were made available on the settlement website beginning on January 3, 2014.

REPORT ON EXCLUSION REQUESTS RECEIVED TO DATE

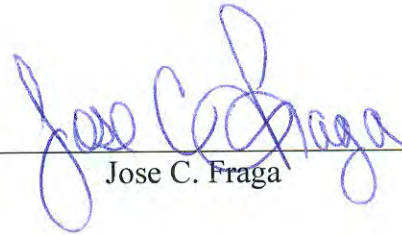
13. The EY Notice informs potential members of the EY Settlement Class that requests for exclusion are to be mailed, addressed to *In re: Lehman Brothers Equity/Debt Securities Litigation – EY Settlement*, c/o GCG, Claims Administrator, P.O. Box 10025, Dublin, OH 40317-6625, such that they are received by GCG no later than March 25, 2014. The EY Notice also sets forth the information that must be included in each request for exclusion. GCG has been monitoring all mail delivered to the Post Office Box. As of March 5, 2014, GCG has received three requests for exclusion. GCG will submit a supplemental affidavit after the March 25, 2014 deadline to request exclusion that addresses all requests for exclusion received.

**REPORT ON REQUESTS FOR REMOVAL FROM THE EXCLUDED LIST BY
INDIVIDUAL ACTION PLAINTIFFS**

14. The EY Notice informs those plaintiffs named in one of the Individual Actions listed on Appendix C to the EY Notice and excluded by definition from the EY Settlement Class (the “Individual Action Plaintiffs”), that they can request to participate in the EY Settlement by requesting removal from the list of excluded individuals and entities, and that by doing so, they are agreeing to (i) forego their participation in the Individual Action and (ii) not object to any aspect of the Settlement, including the terms of the Settlement set forth in the Stipulation, the proposed Plan of Allocation or Co-Lead Counsel’s request for an award of attorneys’ fees and reimbursement of Litigation Expenses. As set forth in the EY Notice, such request for removal must be made in writing and must be received by the Clerk of the Court, United States District Court for the Southern District of New York; Co-Lead Counsel and Counsel for EY by March 25, 2014.

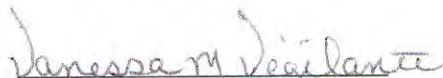
15. Co-Lead Counsel have informed GCG that, to date, two such requests for removal by Individual Action Plaintiffs have been received. GCG will address all such requests for

removal in its supplemental affidavit to be filed with the Court after the March 25, 2014 deadline.



Jose C. Fraga

Sworn to before me this
6th day of March, 2014



Notary Public

VANESSA M. VIGILANTE
Notary Public, State of New York
No. 01VI6143817
Qualified in Queens County
My Commission Expires 4-17-2014

EXHIBIT A

**NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT WITH DEFENDANT ERNST & YOUNG LLP,
SETTLEMENT FAIRNESS HEARING AND MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION EXPENSES**

**IF YOU PURCHASED OR ACQUIRED THE LEHMAN SECURITIES DESCRIBED BELOW,
YOU COULD RECEIVE A PAYMENT FROM A SETTLEMENT WITH ERNST & YOUNG LLP**

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

- This notice addresses the settlement reached with Ernst & Young LLP ("EY") in the class action lawsuit *In re Lehman Brothers Equity/Debt Securities Litigation*, Case No. 08-CV-5523-LAK (S.D.N.Y.) (the "Action"). This notice is directed at all investors who (a) purchased or otherwise acquired Lehman securities identified in Appendix A hereto, (b) purchased or otherwise acquired Lehman Structured Notes identified in Appendix B hereto, and/or (3) purchased or otherwise acquired Lehman common stock or call options and/or sold Lehman put options ("Lehman Securities") during the period between June 12, 2007 and September 15, 2008, through and inclusive (the "Settlement Class").
- See Question 8 below for a list of individuals and entities excluded by definition from the Settlement Class. **Please Note:** If you are a plaintiff named in one of the actions listed on Appendix C hereto (the "Individual Actions"), you are excluded from the Settlement Class, **unless** you request removal from the excluded list in accordance with Question 18 below.
- The Settlement amount is \$99,000,000 in cash ("Settlement Amount") plus interest (the "Settlement Fund") for the benefit of the Settlement Class. Estimates of average recovery per damaged security are set forth on Appendix E hereto. Some Settlement Class Members may recover more or less than these estimated amounts depending on, among other factors, how many Settlement Class Members submit claims or have previously submitted claims in connection with the D&O Settlement or UW Settlements (as defined below) in this Action, when and the prices at which their Lehman Securities were purchased, acquired or sold, and what security they purchased, acquired or sold. In addition, as set forth in Question 20 below, Co-Lead Counsel will seek approval for attorneys' fees of \$29.7 million, plus interest thereon, and for reimbursement of Litigation Expenses in an amount not to exceed \$5 million, plus interest thereon. Co-Lead Counsel's application for reimbursement of Litigation Expenses may include the reasonable costs and expenses of Plaintiffs (as defined in Question 1 below) directly related to their representation of the Settlement Class. The requested fees represent an amount which is less than the lodestar incurred by Plaintiffs' Counsel for such services on behalf of the Settlement Class. The hours utilized to calculate this lodestar have not been included in any prior fee submission in this Action. If the Court approves Co-Lead Counsel's application for attorneys' fees and reimbursement of Litigation Expenses, the average cost per damaged security will be as set forth on Appendix E hereto.
- If the Settlement is approved by the Court, it will result in (i) the distribution of the Settlement Fund, minus certain Court-approved fees, costs and expenses as described herein, to investors who submit Proof of Claim Forms ("Claim Forms") or have previously submitted valid Claim Forms in connection with the D&O Settlement or UW Settlements; (ii) the release of EY and certain other related parties from further lawsuits that are based on, arise out of, or relate in any way to the facts and claims alleged, or that could have been alleged, in the Action; and (iii) the dismissal with prejudice of EY. The Settlement also avoids the costs and risks of further litigation against EY.
- This Settlement is in addition to the following settlements previously reached in the Action: (i) the settlements reached with certain of the underwriters of certain Lehman offerings for a total of \$426,218,000 approved by the Court on May 2, 2012 (the "UW Settlements"), (ii) the settlement with certain of Lehman's directors and officers during the relevant period for \$90,000,000 approved by the Court on May 24, 2012 (the "D&O Settlement"), and (iii) the \$120,000,000 proposed settlement reached on behalf of certain investors in certain Lehman structured products regarding the claims against UBS Financial Services, Inc. ("UBS") (the "SNP Settlement"). See Question 6 below for more details regarding these settlements.
- **If you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you need not submit another Claim Form in order to participate in this Settlement with EY.** Your previously submitted Claim Form will be processed in connection with this Settlement. **If you did not submit a valid Claim Form in connection with the D&O Settlement or UW Settlements, you must submit a Claim Form now in order to be potentially eligible to participate in this Settlement.**
- **If you submitted a claim form exclusively in the SNP Settlement, you must submit a new Claim Form now in order to be potentially eligible to participate in this Settlement.**

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
Submit a Claim Form Postmarked No Later Than April 17, 2014	The only way to receive a payment. Instructions as to how to request a Claim Form are contained below. If you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you need not submit another Claim Form in connection with this Settlement. See Question 13 below.
Exclude Yourself By March 25, 2014	Receive no payment. This is the only option that <i>potentially</i> allows you to ever bring or maintain your own lawsuit against EY and the other released parties, or to be part of another lawsuit, concerning the claims being resolved in this Settlement. See Question 16 below.
Request Removal From the Excluded List If You Are a Plaintiff Named in an Individual Action By March 25, 2014	The only way to participate in this Settlement and be potentially eligible to receive a payment if you are a plaintiff named in one of the Individual Actions included on Appendix C hereto.
Object By March 25, 2014	Write to the Court about why you do not like the Settlement or any aspect thereof.
Go to a Hearing on April 15, 2014 at 4:30 p.m.	Ask to speak in Court about the fairness of the Settlement or any aspect thereof.
Do Nothing	If you do nothing, and you did not submit a valid Claim Form in connection with the prior D&O Settlement or the prior UW Settlements, you will receive no payment and give up your rights. If, however, you previously submitted a valid Claim Form in connection with the prior D&O Settlement or the prior UW Settlements, that Claim Form will be processed in connection with this Settlement.

- These rights and options – and the deadlines to exercise them – are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the Settlement. If it does, it will take time to process all of the Claim Forms and to distribute payments. Please be patient.

[END OF COVER PAGE]

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BASIC INFORMATION

1. Why was this Notice Issued?

A U.S. Court authorized this Notice to inform you about a settlement reached with one of the defendants in this class action lawsuit. This Notice explains the lawsuit, the Settlement and your legal rights and options in connection with the Settlement before the Court decides whether to give "final approval" to the Settlement. The Honorable Lewis A. Kaplan of the United States District Court for the Southern District of New York is presiding over the case known as *In re Lehman Brothers Equity/Debt Securities Litigation*, Case No. 08-CV-5523-LAK. The persons or entities that are suing are called plaintiffs, and those who are being sued are called defendants. In this case, the plaintiffs are (i) Court-appointed Lead Plaintiffs Alameda County Employees' Retirement Association, Government of Guam Retirement Fund, Northern Ireland Local Government Officers' Superannuation Committee, City of Edinburgh Council as Administering Authority of the Lothian Pension Fund, and Operating Engineers Local 3 Trust Fund and (ii) the Court-appointed Class Representative Oklahoma Firefighters Pension and Retirement System (collectively, the "Plaintiffs" or "Settlement Class Representatives"). The defendant who has agreed to settle is EY. The proposed Settlement discussed in this Notice will resolve all claims against EY and certain other released parties only. As discussed below in Question 6, separate settlements have been reached with the other defendants in the Action.

Receipt of this Notice does not necessarily mean that you are a Settlement Class Member or that you will be entitled to receive proceeds from the Settlement. If you wish to be eligible to participate in the distribution of the proceeds from the Settlement, you will be required to submit the Claim Form that is included with this Notice, as described in Question 13 below, unless you already submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements. **If you submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you do not need to submit another Claim Form. Your previously submitted Claim Form will be processed in connection with this Settlement.**

2. What is this lawsuit about?

The operative complaint in the Action, the Third Amended Class Action Complaint dated April 23, 2010 (the "Complaint"), asserts (i) claims under Sections 11, 12 and/or 15 of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. §§ 77k, 77l, 77o, against EY, Lehman Brothers Holdings Inc.'s auditor during the relevant time period, certain current and/or former Lehman officers and directors, and certain underwriters of certain Lehman offerings, and (ii) claims under Sections 10, 20 and/or 20A of the Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §§ 78j, 78t(a), 78t(A), against EY and certain former Lehman officers. The Complaint alleges, among other things, that during the relevant time period, the defendants in the Action made misrepresentations and omissions of material facts concerning certain aspects of Lehman's financial results and operations. Specifically with respect to EY, the Complaint alleges, among other things, that (i) EY falsely certified that Lehman's 2007 financial statements were prepared in accordance with Generally Accepted Accounting Principles ("GAAP"); (ii) EY falsely represented that it conducted its audits or reviews of these financials in accordance with Generally Accepted Accounting Standards; and (iii) EY falsely represented that Lehman's interim financial statements during the relevant time period required no material modification in order to conform with GAAP.

On September 8, 2011, the Court entered an order granting EY's motion to dismiss all claims asserted against it under the Securities Act, and granting EY's motion to dismiss with respect to the claims brought against it under the Exchange Act for all purchases of Lehman common stock and options made prior to July 10, 2008. By the same order, the Court denied EY's motion to dismiss with respect to the claims brought against it under the Exchange Act for all purchases of Lehman common stock and options made after July 10, 2008 through and including September 15, 2008. On October 3, 2011, EY answered the Complaint.

On February 3, 2012, Lead Plaintiffs filed a motion to certify a class action for purposes of the continuing litigation against EY. On January 23, 2013, the Court certified a class and appointed Oklahoma Firefighters Pension and Retirement System as the class representative with respect to the claims against EY. Additionally, the Court appointed Bernstein Litowitz Berger & Grossmann LLP and Kessler Topaz Meltzer & Check, LLP as Co-Lead Counsel with respect to the claims against EY.

During the course of the Action, the parties also conducted voluminous discovery, including Plaintiffs' review of over 26 million pages of documents produced by EY, other defendants and relevant third parties and obtaining testimony in over 50 depositions.

3. Why is this a class action?

In a class action lawsuit, one or more persons or entities known as class representatives – in this case Plaintiffs Alameda County Employees' Retirement Association, Government of Guam Retirement Fund, Northern Ireland Local Government Officers'

Superannuation Committee, City of Edinburgh Council as Administering Authority of the Lothian Pension Fund, Operating Engineers Local 3 Trust Fund and Oklahoma Firefighters Pension and Retirement System – assert legal claims on behalf of all persons and entities with similar legal claims.¹ Here, the Lead Plaintiffs sued on behalf of others who have similar claims. All of these people together are referred to as the “Settlement Class” or as “Settlement Class Members.” One Court resolves the issues for all Settlement Class Members, except for any persons or entities who choose to exclude themselves from the Settlement Class (see Question 17 below), if the Court determines that a class action is an appropriate method to do so.

4. Why is there a settlement?

EY has agreed to settle the Action. The Court did not decide in favor of the Plaintiffs or EY. The Settling Parties disagree on both liability and the amount of damages that could be won if Plaintiffs had prevailed at trial. Specifically, the Settling Parties disagree, among other things, on (1) whether the statements made or facts allegedly omitted were material, false or misleading, (2) whether EY is otherwise liable under the securities laws for those statements or omissions, (3) the average amount of damages per security, if any, that would be recoverable if Plaintiffs were to prevail, and (4) whether the alleged misleading statements caused any part of the Plaintiffs’ losses. Based upon their investigation, formal discovery and extensive mediation efforts, and after considering (a) the attendant risks of litigation and (b) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation of Settlement and Release dated November 20, 2013 (the “Stipulation”), Plaintiffs and their lawyers believe that the Settlement is in the best interests of the Settlement Class Members.

EY has denied the claims asserted against it in the Action and denies having engaged in any wrongdoing or violation of law of any kind whatsoever. EY has agreed to the Settlement solely to eliminate the burden and expense of continued litigation. Accordingly, the Settlement may not be construed as an admission of EY’s wrongdoing.

5. Are the other defendants included in this Settlement?

No. This Settlement only includes EY.

6. What are the other settlements in connection with this Action?

Lead Plaintiffs previously obtained settlements with certain of the underwriters of certain Lehman offerings for a total of \$426,218,000 which were approved by the Court on May 2, 2012, and a settlement with certain of Lehman’s directors and officers during the relevant period for \$90,000,000 which was approved by the Court on May 24, 2012. On June 10, 2013, the Court entered an order approving distributions to eligible settlement class members in connection with the D&O Settlement and UW Settlements. **As explained in Question 13 below, if you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you do not have to submit a Claim Form in connection with this Settlement.**

Additionally, on August 8, 2013, certain of the named plaintiffs reached a settlement for \$120,000,000 on behalf of a class of certain investors in certain Lehman structured products regarding the claims against UBS. Following a hearing, on September 11, 2013, the plaintiffs filed an amended stipulation of proposed settlement (the “SNP Settlement”). On September 16, 2013, the Court preliminarily certified a settlement class for purposes of the proposed SNP Settlement, authorized notice to be disseminated to the SNP Class, and scheduled a settlement hearing for December 10, 2013. More information regarding the SNP Settlement can be found by visiting www.LehmanSPSettlement.com. **If you submitted a claim form exclusively in the SNP Settlement, you must submit a new Claim Form now in order to participate in this Settlement.**

WHO IS IN THE SETTLEMENT

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

7. How do I know if I am part of the Settlement?

Judge Kaplan has determined that everyone who fits the following description is a Settlement Class Member, unless you are excluded from the Settlement Class as described in Question 8 below: ***All investors who (a) purchased or otherwise acquired Lehman Securities identified in Appendix A hereto, (b) purchased or otherwise acquired Lehman Structured Notes identified in Appendix B hereto, and/or (c) purchased or otherwise acquired Lehman common stock or call options and/or sold Lehman put options during the period between June 12, 2007 and September 15, 2008, through and inclusive.***

8. Are there exceptions to being included?

Yes. Excluded from the Settlement Class are (i) the named defendants in the Complaint, (ii) Lehman, (iii) the executive officers and directors of each Defendant or Lehman, (iv) any entity in which any Defendant or Lehman have or had a controlling interest,

¹ Additional named plaintiffs in this Action are Brockton Contributory Retirement System; Inter-Local Pension Fund of the Graphic Communications Conference of the International Brotherhood of Teamsters; Police and Fire Retirement System of the City of Detroit; American European Insurance Company; Belmont Holdings Corp.; Marsha Kosseff; Stacey Oyler; Montgomery County Retirement Board; Fred Telling; Stuart Bregman; Irwin and Phyllis Ingwer; Carla LaGrassa; Teamsters Allied Benefit Funds; Francisco Perez; Island Medical Group PC Retirement Trust f/b/o Irwin Ingwer; Robert Feinerman; John Buzanowski; Steven Ratnow; Ann Lee; Sydney Ratnow; Michael Karfunkel; Mohan Ananda; Ronald Profili; Grace Wang; Stephen Gott; Juan Tolosa; Neel Duncan; Nick Fotinos; Arthur Simons; Richard Barrett; Shea-Edwards Limited Partnership; Miriam Wolf; Harry Pickle (trustee of Charles Brooks); Barbara Moskowitz; Rick Fleischman; Karim Kano; David Kotz; Ed Davis; and Joe Rottman.

(v) members of any Defendant's immediate families, (vi) the plaintiffs named in the actions listed on Appendix C hereto (the "Individual Actions") who do not request removal from the excluded list in accordance with Question 18 below (the "Individual Action Plaintiffs"); (vii) any person or entity that has (a) litigated claims in any forum against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period and received a judgment, or (b) settled and released claims against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period (as identified on a confidential exhibit that will be produced by EY on a confidential basis to the Claims Administrator, but shall not be provided to Co-Lead Counsel or Lead Plaintiffs or to any other person or entity); and (viii) the legal representatives, heirs, successors or assigns of any such excluded party. Also excluded from the Settlement Class are any persons or entities who exclude themselves by filing a timely request for exclusion in accordance with the requirements set forth in this Notice.

Please Note: If you are a plaintiff named in one of the Individual Actions listed on Appendix C hereto, please see Question 18 below.

9. I am still not sure if I am included.

If you are not sure whether you are a Settlement Class Member, you may visit www.LehmanSecuritiesLitigationSettlement.com or you can contact the Claims Administrator for the Settlement, The Garden City Group, Inc. ("GCG") by writing to *In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement*, c/o GCG, P.O. Box 10025, Dublin, OH 43017-6625 or by calling (888) 499-2911. You may also want to contact your broker to see if you bought the Lehman Securities eligible to participate in the Settlement.

THE SETTLEMENT BENEFITS – WHAT YOU GET

10. What does the Settlement provide?

A Settlement Fund for \$99,000,000 has been established. If the Settlement is approved, the Settlement Fund, less Court-awarded attorneys' fees and Litigation Expenses, the costs of administering the Settlement and taxes, if any (the "Net Settlement Fund"), will be distributed to eligible Settlement Class Members.

11. How much will my payment be?

The proposed Plan of Allocation provides for distribution of the Net Settlement Fund to Authorized Claimants. Each person claiming to be a claimant entitled to share in the Net Settlement Fund ("Authorized Claimant") shall have either: (i) previously submitted a valid Claim Form to the Claims Administrator in connection with the D&O Settlement or UW Settlements; or (ii) submitted a timely and valid Claim Form to the Claims Administrator in connection with this Settlement, signed under penalty of perjury and supported by such documents as specified in the Claim Form as are reasonably available to the Authorized Claimant, and such claim has been approved for payment from the Net Settlement Fund.

All Claim Forms must be postmarked no later than April 17, 2014 addressed as follows:

In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement
c/o GCG
Claims Administrator
P.O. Box 10025
Dublin, OH 43017-6625

Unless otherwise ordered by the Court, any Settlement Class Member who has not submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements and fails to submit a properly completed and signed Claim Form in connection with this Settlement within such period as may be ordered by the Court shall be forever barred from receiving any payments pursuant to the Settlement, but will in all other respects be subject to the provisions of the Stipulation entered into by the Settling Parties and the final judgment entered by the Court.

The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the proposed Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the Settling Parties, or another plan of allocation, without further notice to Settlement Class Members.

The proposed Plan of Allocation, which is subject to Court approval, is attached as Appendix D to this Notice. Please review the Plan of Allocation carefully.

Please Note: The Court previously dismissed certain of the claims that were asserted by the Settlement Class for acquisitions made prior to July 10, 2008, due to a failure to establish falsity and a lack of scienter on EY's part during that portion of the Settlement Class Period. Because those claims were previously dismissed, it is far less likely that Plaintiffs could prevail on those claims. Accordingly, as set forth in the Plan of Allocation attached as Appendix D hereto, Recognized Loss, Recognized Gain, Trading Loss and Trading Gain calculations for: (i) sales of Lehman exchange-traded put options, and (ii) purchases of Eligible Securities (other than Lehman exchange-traded put options), between June 12, 2007 and July 10, 2008, inclusive, will be multiplied by 10% to reflect the lesser likelihood of success on the dismissed claims (*i.e.*, the amount will be adjusted downward so that the adjusted amount used in calculating a claimant's *pro rata* recovery is 10% of the unadjusted amount).

12. What am I giving up as part of the Settlement?

If the Settlement is approved by the Court and becomes final, you will be releasing EY and certain parties related to EY (*i.e.*, the “Released Parties” as set forth in paragraph 1(ii) of the Stipulation) for all of the “Settled Claims.” Generally speaking, “Settled Claims” are those claims brought in this case or that could have been brought in the case and relate to the Settlement Class Member’s purchase, acquisition or holding of Lehman Securities during the Settlement Class Period. “Settled Claims” is defined in legal terms at paragraph 1(kk) of the Stipulation. The Stipulation is available at www.LehmanSecuritiesLitigationSettlement.com. Please read it carefully.

13. How can I get a payment?

If you are a Settlement Class Member and you submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, your previously submitted Claim Form will be processed in connection with this Settlement. YOU DO NOT NEED TO SUBMIT ANOTHER CLAIM FORM. If you are unsure about whether you submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you may contact The Garden City Group, Inc. at P.O. Box 10025, Dublin, OH 43017-6625 or by calling (888) 499-2911.

Submission of a claim form in the SNP Settlement will not be sufficient to allow for you to participate in this Settlement and thus, even if you submitted a valid claim form in connection with the SNP Settlement but did not submit a Claim Form in connection with the D&O Settlement or UW Settlements, you must submit a new Claim Form in order to be potentially eligible to participate in this Settlement.

If you did not submit a valid Claim Form in connection with the D&O Settlement or UW Settlements, you must submit a Claim Form and the necessary supporting documentation to establish your potential eligibility to share in the Net Settlement Fund. A Claim Form is included with this Notice, or you may visit the website maintained by the Claims Administrator, www.LehmanSecuritiesLitigationSettlement.com, to request that a Claim Form be mailed to you. Submitting a Claim Form does not necessarily guarantee that you will receive a payment. Please refer to the attached Plan of Allocation for further information on how Plaintiffs propose the Net Settlement Fund will be allocated.

Please retain all records of your ownership of and transactions in Lehman Securities, as they may be needed to document your claim.

14. When will I get my payment?

If the Settlement is approved, it will take time for the Claims Administrator to review all of the Claim Forms that are submitted and to decide pursuant to the Plan of Allocation how much each claimant should receive. This could take many months. Please check the website for updates.

EXCLUDING YOURSELF FROM THE SETTLEMENT CLASS

If you do not want a payment from this Settlement, but you want to keep the right to *potentially* sue or continue to sue EY on your own about the same claims being released in this Settlement, then you must take steps to exclude yourself from the Settlement Class. This is sometimes referred to as “opting out” of the settlement class. See Question 17 below. Co-Lead Counsel and Lead Plaintiffs offer no opinion as to whether you will be able to sue or participate in any other actions against EY related to the claims in this Action if you exclude yourself from the Settlement Class as further explained in response to Question 16 below.

15. If I exclude myself, can I get money from the Settlement?

No. If you exclude yourself from the Settlement Class, you will not be able to request a payment from this Settlement Class, and you cannot object to this Settlement. You will not be bound by anything that happens in this lawsuit with respect to EY, and you may be able to sue EY on your own in the future. **Please Note: If you previously requested exclusion from one or both of the settlement classes certified by the Court in connection with the D&O Settlement or UW Settlements, you are not automatically excluded from the Settlement Class described here. If you wish to exclude yourself from this Settlement Class, you must submit a request for exclusion in accordance with the instructions set forth in Question 17 below.**

16. If I do not exclude myself, can I sue later?

No. Unless you exclude yourself, you give up any right you may *potentially* have to sue EY or any of the other released parties for the claims being released by this Settlement. If you have a pending lawsuit relating to the claims being released in the Action against EY, you should speak to your lawyer in that case immediately.

Should you elect to exclude yourself from the Settlement Class, you should understand that EY will have the right to assert any and all defenses it may have to any claims that you may seek to assert, including without limitation the defense that any such claims are untimely under applicable statutes of limitations and statutes of repose. Although EY has decided to settle the Action in its entirety in order to eliminate the burden and expense of continued litigation, EY will retain and is not waiving in any way the right to assert that any subsequent claims asserted by any individual Settlement Class Members who exclude themselves from the Settlement Class are time-barred, are otherwise subject to dismissal, or otherwise lack merit. You should discuss these issues with a lawyer.

17. How do I get out of the Settlement?

To exclude yourself from the Settlement Class, you must send a letter by mail saying that you want to be excluded from the Settlement Class in the *In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement*, Case No. 08-CV-5523-LAK. Be sure to include your name, address, telephone number and your signature. Your request for exclusion also should provide information concerning your transactions in Lehman Securities, including the date(s), price(s), type(s) and amount(s) of all purchases, acquisitions, and sales of the eligible Lehman Securities during the Settlement Class Period. The request for exclusion must be signed by the person or entity requesting exclusion, and provide a telephone number for that person or entity. You must mail your exclusion request so that it is **received** no later than **March 25, 2014** to:

In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement
c/o GCG
Claims Administrator
P.O. Box 10025
Dublin, OH 43017-6625

*Please keep a copy of everything you send by mail, in case it is lost or destroyed during mailing.

You cannot exclude yourself over the phone or by e-mail.

**REMOVING YOURSELF FROM THE EXCLUDED LIST
 IF YOU ARE A PLAINTIFF NAMED IN ONE OF THE INDIVIDUAL ACTIONS**

18. If I am a plaintiff named in one of the Individual Actions listed on Appendix C hereto and excluded from the Settlement Class can I choose to participate in the Settlement?

Yes. If you are a plaintiff named in one of the Individual Actions listed on Appendix C hereto and therefore excluded from the Settlement Class (the “Individual Action Plaintiffs”), you may remove yourself from the list of excluded individuals and entities by requesting such removal in writing, **and filing a copy of such request with the Court**. By taking this action, you are agreeing to (i) forego your participation in the Individual Action and (ii) not object to any aspect of the Settlement, including the terms of the Settlement set forth in the Stipulation, the proposed Plan of Allocation or Co-Lead Counsel’s request for an award of attorneys’ fees and reimbursement of Litigation Expenses.

A request for removal must be signed by the person or entity requesting removal, and provide a telephone number for that person or entity. You must mail your request for removal so that it is **received** by *each of the following*, and filed with the Court, by **March 25, 2014**:

CLERK’S OFFICE	CO-LEAD COUNSEL	COUNSEL FOR EY
UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK Clerk of the Court 500 Pearl Street New York, NY 10007	BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP David R. Stickney, Esq. 12481 High Bluff Drive, Suite 300 San Diego, CA 92130-3582 KESSLER TOPAZ MELTZER & CHECK, LLP David Kessler, Esq. 280 King of Prussia Road Radnor, PA 19087	LATHAM & WATKINS LLP Miles N. Ruthberg, Esq. 885 Third Avenue New York, NY 10022

THE LAWYERS REPRESENTING YOU

19. Do I have a lawyer in this case?

The Court has appointed the law firms of Bernstein Litowitz Berger & Grossmann LLP and Kessler Topaz Meltzer & Check, LLP to represent you and the other Settlement Class Members. These lawyers are called Co-Lead Counsel. You may contact them as follows: David R. Stickney, Esq., Bernstein Litowitz Berger & Grossmann LLP, 12481 High Bluff Drive, Suite 300, San Diego, CA 92130, (866) 648-2524, blbg@blbglaw.com, or David Kessler, Esq., Kessler Topaz Meltzer & Check, LLP, 280 King of Prussia Road, Radnor, PA 19087, (610) 667-7706, info@ktmc.com. You will not be separately charged for these lawyers beyond your *pro rata* share of any attorneys’ fees and expenses awarded by the Court that will be paid from the Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

20. How will the lawyers be paid?

Before final approval of the Settlement with EY, Co-Lead Counsel intend to apply to the Court for an award of attorneys' fees, as compensation for investigating the facts, litigating the case and negotiating the Settlement with EY, of \$29.7 million, plus interest thereon. Such amount is less than the hourly charges for services on behalf of the Settlement Class.

At the same time, Co-Lead Counsel also intend to apply for reimbursement of Litigation Expenses, which were not reimbursed in connection with the Court's June 29, 2012 Pretrial Order No. 35 regarding Attorneys' Fees and Expenses in connection with the D&O Settlement and UW Settlements, in an amount not to exceed \$5 million, plus interest thereon. Litigation Expenses may include reimbursement of the expenses of Plaintiffs in accordance with 15 U.S.C. § 78u-4(a)(4).

The Court may award less than the requested amounts. Any payments to the attorneys for fees or expenses, now or in the future, will first be approved by the Court.

OBJECTING TO THE SETTLEMENT

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

21. How do I tell the Court if I do not like the Settlement?

If you are a Settlement Class Member who has not sought to exclude yourself from the Settlement, you can object to the Settlement if you do not like any part of it. To object, you must send a letter saying that you object to the Settlement in the *In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement*, Case No. 08-CV-5523-LAK and the reasons why you object to the Settlement. Be sure to include your name, address, telephone number and your signature. You must also include information concerning all of your transactions in Lehman Securities, including the date(s), price(s), type(s) and amount(s) of all purchases, acquisitions, and sales of the eligible Lehman Securities during the Settlement Class Period to confirm that you are a member of the Settlement Class, including brokerage confirmation receipts or other competent documentary evidence of such transactions. The objection must include a written statement of all grounds for an objection accompanied by any legal support for the objection; copies of any papers, briefs or other documents upon which the objection is based; a list of any persons who will be called to testify in support of the objection; a statement of whether the objector intends to appear at the fairness hearing; a list of other cases in which the objector or the objector's counsel have appeared either as settlement objectors or as counsel for objectors in the preceding five years; and the objector's signature, even if represented by counsel. If you are not a member of the Settlement Class, you cannot object to the Settlement as it does not affect you. You also cannot object to the Settlement if you are a plaintiff named in one of the Individual Actions who has submitted a valid request for removal from the excluded list as set forth in Question 18 above.

Any objection to the Settlement must be **received** by each of the following by **March 25, 2014**:

CLERK'S OFFICE	CO-LEAD COUNSEL	COUNSEL FOR EY
UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK Clerk of the Court 500 Pearl Street New York, NY 10007	BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP David R. Stickney, Esq. 12481 High Bluff Drive, Suite 300 San Diego, CA 92130-3582 KESSLER TOPAZ MELTZER & CHECK, LLP David Kessler, Esq. 280 King of Prussia Road Radnor, PA 19087	LATHAM & WATKINS LLP Miles N. Ruthberg, Esq. 885 Third Avenue New York, NY 10022

22. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you do not like something about the Settlement, the Plan of Allocation, and/or the application for attorneys' fees and reimbursement of Litigation Expenses. 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. 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 consider whether to approve the Settlement, the Plan of Allocation and the application for attorneys' fees and reimbursement of Litigation Expenses. You may attend and you may ask to speak, but you do not have to.

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

The Court will hold a fairness hearing at 4:30 p.m., on April 15, 2014, before the Honorable Lewis A. Kaplan at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007, Courtroom 21B. At this hearing, the Court will consider whether the Settlement and the Plan of Allocation are fair, reasonable, and adequate. If there are objections, the Court will consider them. Judge Kaplan may also consider Co-Lead Counsel's application for

attorneys' fees and reimbursement of Litigation Expenses at this time. The fairness hearing may occur on a different date without additional notice, so it is a good idea to check the settlement website, www.LehmanSecuritiesLitigationSettlement.com, for updated information.

24. Do I have to come to the fairness hearing?

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

25. May I speak at the fairness hearing?

You may ask the Court for permission to speak at the fairness hearing. To do so, you must send a letter stating that it is your "Notice of Intention to Appear in the *In re Lehman Brothers Equity/Debt Securities Litigation*, Case No. 08-CV-5523-LAK." Be sure to include your name, address, telephone number, your signature, and also identify your transactions in Lehman Securities, including the date(s), price(s), type(s) and amount(s) of all purchases, acquisitions, and sales of the eligible Lehman Securities during the Settlement Class Period. Your notice of intention to appear must be received no later than March 25, 2014, and must be sent to the Clerk of the Court, Co-Lead Counsel, and Counsel for EY, at the addresses listed in Question 21 above. Absent Court approval, you cannot speak at the hearing if you exclude yourself from the Settlement Class.

IF YOU DO NOTHING

26. What happens if I do nothing at all?

Unless you exclude yourself, subject to the caveats set forth above in response to Question 16 above, you will not be potentially able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against EY or other released parties about the same claims being released in this Settlement.

If you do nothing, and you did not submit a valid Claim Form in connection with the prior D&O Settlement or the prior UW Settlements, you will receive no payment and give up your rights. If, however, you previously submitted a valid Claim Form in connection with the prior D&O Settlement or the prior UW Settlements, that Claim Form will be processed in connection with this Settlement.

GETTING MORE INFORMATION

27. How do I get more information?

This notice summarizes the Settlement. More details are contained in the Stipulation. You can get a copy of the Stipulation and more information about the Settlement by visiting www.LehmanSecuritiesLitigationSettlement.com. You may also write to the Claims Administrator at, *In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement*, c/o GCG, Claims Administrator, P.O. Box 10025, Dublin, OH 43017-6625.

INFORMATION FOR BROKERS AND OTHER NOMINEES

28. What if I bought Lehman Securities for a beneficial owner?

PLEASE NOTE: If you previously provided the Claims Administrator with a list of the names and addresses of all of your beneficiaries who are Settlement Class Members in connection with the D&O Settlement and UW Settlements, then you do not need to respond; the Claims Administrator will automatically send the Notice and Claim Form to those individuals and entities.

If you bought Lehman Securities during the Settlement Class Period as a nominee for a beneficial owner and you **did not** previously provide the Claims Administrator with a list of the names and addresses of **all** of your beneficiaries who are Settlement Class Members in connection with the D&O Settlement and UW Settlements, the Court has directed that, **within fourteen (14) calendar days after you receive the Notice**, you must either:

- provide the names and addresses of such persons and entities to the Claims Administrator, GCG, and GCG will send a copy of the Notice and Claim Form to the beneficial owners; or
- send a copy of the Notice and Claim Form by first class mail to the beneficial owners of such Lehman Securities. You can request copies of these documents by contacting the Claims Administrator or by going to www.LehmanSecuritiesLitigationSettlement.com.

If you verify and provide details about your assistance with either of these options, you may be reimbursed from the Settlement Fund for the actual expenses you incur to send the Notice and Claim Form, including postage and/or the reasonable costs of determining the names and addresses of beneficial owners. Please send any requests for reimbursement, along with appropriate supporting documentation, to: *In re Lehman Brothers Equity/Debt Securities Litigation – EY Settlement*, c/o GCG, Claims Administrator, P.O. Box 10025, Dublin, OH 43017-6625, or visit www.LehmanSecuritiesLitigationSettlement.com.

DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE CLERK OF THE COURT REGARDING THIS NOTICE.

Dated: December 18, 2013

By Order of the Clerk of the Court
United States District Court
Southern District of New York

Appendix A

ISSUE DATE	SECURITY (CUSIP)
June 9, 2008	Common Stock (524908100)
February 5, 2008 (the "Series J Offering")	7.95% Non-Cumulative Perpetual Preferred Stock, Series J (the "Series J Shares") (52520W317)
April 4, 2008 (the "Series P Offering")	7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series P (the "Series P Shares") (52523J453)
June 12, 2008 (the "Series Q Offering")	8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series Q (the "Series Q Shares") (52520W218)
June 15, 2007	Medium-Term Notes, Series I (52517P2S9)
July 19, 2007	6% Notes Due 2012 (52517P4C2)
July 19, 2007	6.50% Subordinated Notes due 2017 (524908R36)
July 19, 2007	6.875% Subordinated Notes Due 2037 (524908R44)
July 31, 2007	100% Principal Protected Notes Linked to a Basket Consisting of a Foreign Equity Component and a Currency Component (524908K25)
August 1, 2007	Partial Principal Protection Notes Linked to a Basket of Global Indices (524908J92)
August 22, 2007	Annual Review Notes with Contingent Principal Protection Linked to an Index (52517P4Y4)
August 29, 2007	Medium-Term Notes, Series I (52517P4T5)
September 26, 2007	6.2% Notes Due 2014 (52517P5X5)
September 26, 2007	7% Notes Due 2027 (52517P5Y3)
December 5, 2007	Medium-Term Notes, Series I (5252M0AU1)
December 7, 2007	Medium-Term Notes, Series I (5252M0AW7)

December 21, 2007	6.75% Subordinated Notes Due 2017 (5249087M6)
December 28, 2007	Medium-Term Notes, Series I (5252M0AY3)
January 22, 2008	5.625% Notes Due 2013 (5252M0BZ9)
January 30, 2008	Medium-Term Notes, Series I (5252M0BX4)
February 5, 2008	Lehman Notes, Series D (52519FFB6)
February 14, 2008	Medium-Term Notes, Series I Principal Protected Notes Linked to MarQCUS Portfolio A (USD) Index (5252M0DK0)
February 20, 2008	Buffered Return Enhanced Notes Linked to the Financial Select Sector SPDR Fund (5252M0DH7)
February 27, 2008	Medium-Term Notes, Series I (5252M0CQ8)
March 13, 2008	Medium-Term Notes, Series I (5252M0EH6)
April 21, 2008	Medium-Term Notes, Series I (5252M0EY9)
April 21, 2008	Medium-Term Notes, Series I (5252M0FA0)
April 24, 2008	6.875% Notes Due 2018 (5252M0FD4)
April 29, 2008	Lehman Notes, Series D (52519FFM8)
May 7, 2008	Buffered Semi-Annual Review Notes Linked to the Financial Select Sector SPDR® Fund (5252M0FR3)
May 9, 2008	7.50% Subordinated Notes Due 2038 (5249087N4)
May 19, 2008	Medium-Term Notes, Series I (5252M0FE5)
June 13, 2008	Annual Review Notes with Contingent Principal Protection Linked to the S&P 500® Index (5252M0GM3)
June 26, 2008	Medium-Term Notes, Series I (5252M0GN1)

Appendix B

ISSUE DATE	SECURITY (CUSIP)
March 30, 2007	100% Principal Protection Notes Linked to a Global Index Basket (52520W564) (524908VP2)
March 30, 2007	Performance Securities with Partial Protection Linked to a Global Index Basket (52520W556) (524908VQ0)
April 30, 2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates (52517PX63)
April 30, 2007	Performance Securities with Partial Protection Linked to a Global Index Basket (52520W515)
May 31, 2007	100% Principal Protection Notes Linked to a Currency Basket (52520W440)
June 29, 2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates (52517P2P5)
July 31, 2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates (52517P3H2)
August 31, 2007	100% Principal Protection Notes Linked to an International Index Basket (52522L186)
August 31, 2007	100% Principal Protection Notes Linked to a Global Index Basket (52522L889)
September 28, 2007	Performance Securities with Partial Protection Linked to a Global Index Basket (52522L244)
September 28, 2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates (52517P5K3)

October 31, 2007	Medium-Term Notes, Series I, 100% Principal Protection Notes Linked to an Asian Currency Basket (52520W341)
October 31, 2007	100% Principal Protection Absolute Return Barrier Notes Linked to the S&P 500 Index (52522L293)
October 31, 2007	Return Optimization Securities Linked to an index (52522L319)
October 31, 2007	Return Optimization Securities Linked to an Index (52522L335)
November 30, 2007	100% Principal Protection Notes Linked to an Asian Currency Basket (52520W333)
November 30, 2007	Return Optimization Securities with Partial Protection Linked to the S&P 500® Index (52522L459)
December 31, 2007	Return Optimization Securities with Partial Protection Linked to the S&P 500® Index (52522L491)
January 31, 2008	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates (52517P4N8)
January 31, 2008	100% Principal Protection Notes Linked to an Asian Currency Basket (52520W325)
January 31, 2008	100% Principal Protection Absolute Return Barrier Notes Linked to the S&P 500® Index (52522L525)
February 8, 2008	Autocallable Optimization Securities with Contingent Protection Linked to the S&P 500® Financials Index (52522L657)
February 29, 2008	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates (5252M0CZ8)
February 29, 2008	Return Optimization Securities with Partial Protection Notes Linked to the S&P 500® Index (52522L574)
February 29, 2008	100% Principal Protection Absolute Return Barrier Notes Linked to the Russell 2000® Index (52522L566)

February 29, 2008	100% Principal Protection Notes Linked to an Asian Currency Basket (52523J412)
March 31, 2008	Return Optimization Securities with Partial Protection Notes Linked to the S&P 500® Index (52522L806)
March 31, 2008	Return Optimization Securities with Partial Protection Notes Linked to the MSCI EM Index (52522L814)
March 31, 2008	Bearish Autocallable Optimization Securities with Contingent Protection Linked to the Energy Select Sector SPDR® Fund (52522L871)
March 31, 2008	100% Principal Protection Absolute Return Barrier Notes Linked to the Russell 2000® Index (52522L798)
April 23, 2008	Return Optimization Securities with Partial Protection Linked to a Basket of Global Indices (52523J172)
May 15, 2008	Return Optimization Securities with Partial Protection Linked to the S&P 500 Financials Index (52523J205)
May 30, 2008	Return Optimization Securities with Partial Protection Linked to the S&P 500® Financials Index (52523J230)
June 30, 2008	100% Principal Protection Absolute Return Barrier Notes (52523J248)
June 30, 2008	100% Principal Protection Absolute Return Barrier Notes (52523J255)

APPENDIX C

- *The California Public Employees' Retirement System v. Fuld, et al.*, Case No. 11-cv-01281-LAK (U.S. Dist. Ct. SDNY);
- *C.V. Starr & Co., Inc. Trust, et al. v. Ernst & Young LLP*, Case No. 11-cv-03745-LAK (U.S. Dist. Ct. SDNY);
- *State of New Jersey, Dept. of Treasury, Division of Investment v. Fuld, et al.*, Case No. 10-cv-05201-LAK (U.S. Dist. Ct. SDNY);
- *Washington State Investment Board v. Fuld, et al.*, Case No. 09-cv-06041-LAK (U.S. Dist. Ct. SDNY);
- *The San Mateo County Investment Pool v. Fuld, et al.*, Case No. 09-cv-01239-LAK (U.S. Dist. Ct. SDNY);
- *City of Auburn v. Fuld, et al.*, Case No. 09-cv-03474-LAK (U.S. Dist. Ct. SDNY);
- *City of Burbank v. Fuld, et al.*, Case No. 09-cv-03475-LAK (U.S. Dist. Ct. SDNY);
- *Contra Costa Water District v. Fuld, et al.*, Case No. 09-cv-06652-LAK (U.S. Dist. Ct. SDNY);
- *Mary A. Zeeb, Monterey County Treasurer, on behalf of the Monterey County Investment Pool v. Fuld, et al.*, Case No. 09-cv-01944-LAK (U.S. Dist. Ct. SDNY);
- *City of San Buenaventura v. Fuld, et al.*, Case No. 09-cv-03476-LAK (U.S. Dist. Ct. SDNY);
- *Vallejo Sanitation and Flood Control District v. Fuld, et al.*, Case No. 09-cv-06040-LAK (U.S. Dist. Ct. SDNY);
- *Zenith Insurance Co. v. Fuld, et al.*, Case No. 09-cv-01238-LAK (U.S. Dist. Ct. SDNY);
- *City of South San Francisco v. Citigroup Global Markets Inc., et al.*, Case No. 09-cv-01946-LAK (U.S. Dist. Ct. SDNY);
- *City of Long Beach v. Fuld, et al.*, Case No. 09-cv-03467-LAK (U.S. Dist. Ct. SDNY);
- *City of Tuolumne v. Ernst & Young LLP, et al.*, Case No. 09-cv-03468-LAK (U.S. Dist. Ct. SDNY);
- *City of Fremont v. Citigroup Global Markets, Inc., et al.*, Case No. 09-cv-03478-LAK (U.S. Dist. Ct. SDNY);
- *County of Alameda v. Ernst & Young LLP, et al.*, Case No. 09-cv-07877-LAK (U.S. Dist. Ct. SDNY);

- *City of Cerritos v. Citigroup Global Markets, Inc., et al.*, Case No. 09-cv-07878-LAK (U.S. Dist. Ct. SDNY);
- *American National Insurance Co., et al. v. Fuld, et al.*, Case No. 09-cv-02363-LAK (U.S. Dist. Ct. SDNY);
- *State Compensation Insurance Fund v. Fuld, et al.*, Case No. 11-cv-03892-LAK (U.S. Dist. Ct. SDNY);
- *Sylvia Remer v. Fuld, et al.*, Case No. 10-cv-02926-LAK (U.S. Dist. Ct. SDNY);
- *Epstein Real Estate Advisory Retirement Trust, et al. v Fuld, et al.*, Case No. 10-cv-05617-LAK (U.S. Dist. Ct. SDNY);
- *Michael and Maria Lane, Individually and as Trustees of the Lane Family Trust UAD 2004, et al. v. Advisors Asset Management, Inc.*, Case No. 10-cv-06077-LAK (U.S. Dist. Ct. SDNY);
- *Retirement Housing Foundation, et al. v. Fuld, et al.*, Case No. 10-cv-06185-LAK (U.S. Dist. Ct. SDNY);
- *William Reeves v. Ernst & Young LLP*, Case No. 11-cv-02039-LAK (U.S. Dist. Ct. SDNY);
- *Phil and Lorraine Walker v. Ernst & Young LLP*, Case No. 11-cv-03552-LAK (U.S. Dist. Ct. SDNY);
- *Schron, et al. v. Ernst & Young LLP, et al.*, Case No. 11-cv-05112 (U.S. Dist. Ct. SDNY);
- *Fifty-Ninth Street Investors LLC, et al. v. Fuld, et al.*, Case No. 11-cv-04278-LAK (U.S. Dist. Ct. SDNY);
- *Danis v. Ernst & Young LLP, et al.*, Case No. 11-cv-09001-LAK (U.S. Dist. Ct. SDNY).

Appendix D

PLAN OF ALLOCATION FOR THE NET SETTLEMENT FUND**A. Preliminary Matters**

Pursuant to the Settlement reached with EY, EY has caused to be paid \$99 million in cash (the "Settlement Amount"). The Settlement Amount and the interest earned thereon is the "Gross Settlement Fund." The Gross Settlement Fund, after deduction of Court-approved attorneys' fees and Litigation Expenses, notice and administration expenses, and taxes and tax expenses, is the "Net Settlement Fund." The Net Settlement Fund will be distributed to Settlement Class Members who either (i) previously submitted valid Proof of Claim Forms ("Claim Form") to the Claims Administrator in connection with the D&O Settlement or UW Settlements,¹ or (ii) submit timely and valid Claim Forms to the Claims Administrator in connection with this Settlement, in accordance with the requirements established by the District Court, and which are approved for payment from the Net Settlement Fund (collectively "Authorized Claimants"), and whose payment from the Net Settlement Fund equals or exceeds ten dollars (\$10.00).

The objective of the proposed plan of allocation set forth below (the "Plan of Allocation") is to equitably distribute the Net Settlement Fund to those Authorized Claimants who suffered losses as a result of the misstatements alleged in the Action. The calculations made pursuant to the Plan of Allocation, which has been developed in consultation with Lead Plaintiffs' damages consulting expert, are not intended to be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover after a trial. Nor are the calculations made pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Settlement Class Members pursuant to the Settlement. The calculations made pursuant to the Plan of Allocation are only a method to weigh the claims of Settlement Class Members against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund.

The Plan of Allocation is the plan that is being proposed to the Court for approval by Lead Plaintiffs and Co-Lead Counsel which was prepared by their damages consulting expert in connection with the D&O Settlement. The Court may approve the Plan of Allocation as proposed or may modify it without further notice to the Class. EY had no involvement in the proposed Plan of Allocation.

Any Orders regarding any modification to the Plan of Allocation will be posted on the settlement website, www.LehmanSecuritiesLitigationSettlement.com. Court approval of the Settlement is independent from Court approval of the Plan of Allocation. Any determination with respect to the Plan of Allocation will not affect the Settlement, if approved.

Each person or entity claiming to be an Authorized Claimant, who has not yet submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements must submit a Claim Form in connection with this Settlement, signed under penalty of perjury and supported by such documents as specified in the Claim Form as are reasonably available to the Authorized Claimant, postmarked on or before April 17, 2014 to the address set forth in the accompanying Claim Form. ***If you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you should not submit a new Claim Form as the prior Claim Form will be utilized.*** If you are unsure about whether you submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you may contact The Garden City Group, Inc. at P.O. Box 10025, Dublin, OH 43017-6625 or by calling (888) 499-2911.

If you are entitled to a payment from the Net Settlement Fund, your share of the Net Settlement Fund will depend on, among other things, (i) the total amount of Recognized Claims resulting from valid Claim Forms submitted or which were previously submitted in connection with the D&O Settlement or UW Settlements, (ii) the type and amount of Lehman Securities you purchased, acquired and/or sold during the Settlement Class Period, and (iii) the dates on which you purchased, acquired and/or sold such Eligible Securities (as defined below).

By following the Plan of Allocation below, you can calculate your "Overall Recognized Claim." The Claims Administrator will distribute the Net Settlement Fund according to the Plan of Allocation after the deadline for submission of Claim Forms has passed and upon a motion to the Court. **At this time, it is not possible to make any determination as to how much a Settlement Class Member may receive from the Settlement.**

Unless the Court otherwise orders, any Settlement Class Member who fails to submit a valid Claim Form by the deadline or has not previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, and who does not request exclusion from the Settlement Class in accordance with the requirements set forth in Question 17 of the Notice of Pendency of Class Action and Proposed Settlement with Defendant Ernst & Young LLP, Settlement Fairness Hearing and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") shall be forever barred from receiving payment(s) pursuant to the Settlement but will be subject to the provisions of the Stipulation of Settlement and Release dated November 20, 2013 and the Settlement embodied therein, including the terms of any judgments entered and releases given.

B. Definitions

This Plan of Allocation is based on the following definitions (listed alphabetically), among others:

1. "Authorized Claimant" is a Settlement Class Member who either (i) previously submitted a valid Claim Form to the Claims Administrator in connection with the D&O Settlement or UW Settlements; or (ii) submits a timely and valid Claim Form to the Claims Administrator in connection with this Settlement, in accordance with the requirements established by the District Court, and who is approved for payment from the Net Settlement Fund.

¹ The term UW Settlements refers collectively to the settlements reached with certain underwriter Defendants approved by the Court on May 2, 2012, and the term D&O Settlement refers to the settlement reached with certain Lehman directors and officers approved by the Court on May 24, 2012. See Question 6 of the Notice.

2. "Deflation" means the amount by which the price of a put option was underpriced on each day of the Settlement Class Period because of the alleged misrepresentations as determined by Lead Plaintiffs' damages consulting expert.
3. "Distribution Amount" is the actual amount to be distributed to an Authorized Claimant from the Net Settlement Fund.
4. "Inflation" is the amount by which the price of Lehman common stock and exchange-traded call options were overpriced on each day of the Settlement Class Period as determined by Lead Plaintiffs' damages consulting expert.
5. "Overall Recognized Claim" is the total of an Authorized Claimant's Net Recognized Losses (defined below) for all of the Eligible Securities (as set forth below).
6. "Purchase" is the acquisition of an Eligible Security by any means other than a purchase transaction conducted for the purpose of covering a "short sale" transaction.
7. "Sale" is the disposition of an Eligible Security by any means other than a "short sale" transaction.
8. "Secondary Offering" refers to the secondary public offering of Lehman common stock on June 9, 2008.
9. "Settlement Class Period" means the period between June 12, 2007 and September 15, 2008, through and inclusive, as applicable to transactions in common stock and exchange-traded call and put options.
10. "Unit" is the measure by which the security is denominated (*i.e.*, share, option contract, note).

C. Eligible Securities

The Lehman securities covered by the Settlement and for which an Authorized Claimant may be entitled to receive a distribution from the Net Settlement Fund (the "Eligible Securities") include the following:

- Common stock;
- Preferred stock listed on Exhibit 2;
- Senior unsecured notes (including "Principal Protection" Notes and other Structured Notes) and subordinated notes listed on Exhibit 3; and
- Exchange-traded call and put options listed on Exhibit 4.

FIFO Matching: If a Settlement Class Member has more than one purchase/acquisition or sale of Eligible Securities, all purchases/acquisitions and sales of like securities shall be matched on a First In, First Out ("FIFO") basis, such that sales will be matched against purchases/acquisitions of the same security in chronological order, beginning first with the opening positions, if any, and then with the earliest purchase/acquisition made during the Settlement Class Period. Note: Short sales and purchases to cover short sales (whether they occurred before, during, or after the Settlement Class Period) are not included when calculating an Authorized Claimant's Recognized Loss or Recognized Gain. Short sales and purchases to cover short sales are, however, included when calculating an Authorized Claimant's Trading Losses/Gains.

Date of Transaction: Purchases or acquisitions and sales of Eligible Securities shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date.

Commissions and Other Trading Expenses: Commissions or other trading expenses that an Authorized Claimant incurred in connection with the purchase or acquisition and sale of an Eligible Security will not be included when calculating an Authorized Claimant's Recognized Loss or Recognized Gain.

Treatment of the Acquisition or Disposition of an Eligible Security by Means of a Gift, Inheritance or Operation of Law: The receipt or grant by gift, inheritance or operation of law of an Eligible Security shall not be deemed a purchase, acquisition or sale of an Eligible Security for the calculation of an Authorized Claimant's Recognized Loss or Recognized Gain, nor shall such receipt or grant be deemed an assignment of any claim relating to the purchase/sale of any Eligible Security, unless (i) the donor or decedent purchased or acquired such Eligible Security during the Settlement Class Period; (ii) no Claim Form was submitted on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such Eligible Security; and (iii) it is specifically so provided in the instrument of gift or assignment.

Holding Value in Lieu of Pricing Information: To determine the appropriate measurement of damages under Section 11(e) of the Securities Act of 1933, the Plan uses October 28, 2008 as the date when a suit alleging such claims was initially brought. Where information is unavailable to determine the October 28, 2008 closing price for certain senior unsecured notes, the closing price is determined by averaging the closing prices of the senior unsecured notes where such pricing information is available (as reflected on Exhibit 3). Likewise, where pricing information is unavailable to determine the October 28, 2008 closing price for certain subordinated notes, the closing price is determined by averaging the closing prices of the subordinated notes where such pricing is available (as reflected on Exhibit 3).

Calculating Net Recognized Loss or Net Recognized Gain: An Authorized Claimant's Recognized Loss will be offset by the Authorized Claimant's Recognized Gain, resulting in a Net Recognized Loss or a Net Recognized Gain for each Eligible Security. For all Eligible Securities, an Authorized Claimant's Net Recognized Loss and Net Recognized Gain will be added together to compute an Overall Net Recognized Loss or an Overall Net Recognized Gain. In the event an Authorized Claimant has an Overall Net Recognized Gain, *i.e.*, the total Net Recognized Gain for all Eligible Securities exceeds the Overall Net Recognized Loss for all Eligible Securities, the Authorized Claimant will not have a Recognized Claim and will not be eligible to receive a distribution from the Net Settlement Fund.

Calculating Trading Gains and Losses: An Authorized Claimant's Trading Loss will be offset by the Authorized Claimant's Trading Gain, resulting in a Net Trading Loss or a Net Trading Gain for each Eligible Security. For all Eligible Securities, an Authorized Claimant's Net Trading Loss and Net Trading Gain will be added together to compute an Overall Trading Loss or an Overall Trading Gain. If an Authorized Claimant has an Overall Trading Gain, *i.e.*, the Net Trading Gains for all Eligible Securities exceed the Net

Trading Losses for all Eligible Securities, the Authorized Claimant will not have a Recognized Claim and will not be eligible to receive a distribution from the Net Settlement Fund. If an Authorized Claimant has an Overall Trading Loss that is less than the Authorized Claimant's Overall Net Recognized Loss, as defined above, then the Overall Net Recognized Loss shall be limited to the Authorized Claimant's Overall Trading Loss.

Calculating an Authorized Claimant's Overall Recognized Claim: An Authorized Claimant's Overall Recognized Claim will be calculated by multiplying the Net Settlement Fund by a fraction, the numerator of which is the Authorized Claimant's Overall Recognized Losses (limited to Overall Trading Loss as described above) for all transactions in all Eligible Securities, and the denominator of which is the aggregate Recognized Losses (limited to Overall Trading Loss as described above) of all Authorized Claimants for all transactions in all Eligible Securities.

Purchases, Acquisitions or Sales of Lehman Securities between June 12, 2007 and July 10, 2008, inclusive: Recognized Loss, Recognized Gain, Trading Loss and Trading Gain calculations for: (i) sales of Lehman exchange-traded put options, and (ii) purchases of Eligible Securities (other than Lehman exchange-traded put options), between June 12, 2007 and July 10, 2008, inclusive, will be multiplied by 10% (*i.e.*, the amount will be adjusted downward so that the adjusted amount used in calculating a claimant's *pro rata* recovery is 10% of the unadjusted amount).

D. Recognized Losses for Lehman Common Stock Purchased/Acquired during the Settlement Class Period (Other than Lehman Common Stock Purchased/Acquired in the June 9, 2008 Secondary Offering)

For each share of Lehman common stock purchased/acquired during the Settlement Class Period (other than common stock purchased or acquired in the Secondary Offering), the Recognized Loss or Recognized Gain will be computed by the Claims Administrator as follows:

- a) *if sold before June 9, 2008*, there is no Recognized Loss or Recognized Gain;
- b) *if sold between June 9, 2008 and September 14, 2008 (inclusive)*, the Recognized Loss or Recognized Gain is the inflation per share on the date of purchase *minus* the inflation per share on the date of sale (as shown on Exhibit 1);
- c) *if held through September 14, 2008*, the Recognized Loss or Recognized Gain is the inflation per share on the date of purchase (as shown on Exhibit 1).²

E. Recognized Losses for Lehman Common Stock Purchased/Acquired in the June 9, 2008 Secondary Offering

For Lehman common stock purchased/acquired in the Secondary Offering, the Recognized Loss or Recognized Gain will be computed by the Claims Administrator as follows:

- a) *if sold between June 9, 2008 and October 28, 2008 (inclusive)*, the Recognized Loss or Recognized Gain is \$28 per share (the offering price per share) *minus* the sale price per share;
- b) *if still held as of the close of trading on October 28, 2008*, the Recognized Loss is \$27.94, which represents \$28 per share (the offering price per share) *minus* \$0.06 per share (the closing price per share on October 28, 2008).

F. Recognized Losses for Lehman Preferred Stock Purchased/Acquired During the Settlement Class Period

For Lehman Preferred Stock listed on Exhibit 2 purchased/acquired during the Settlement Class Period, the Recognized Loss or Recognized Gain will be computed by the Claims Administrator as follows:

- a) *if sold before June 9, 2008*, there is no Recognized Loss or Recognized Gain;
- b) *if sold between June 9, 2008 and October 28, 2008 (inclusive)*, the Recognized Loss or Recognized Gain is the purchase price per share (not to exceed the respective issue price per share as shown on Exhibit 2) *minus* the sale price per share;
- c) *if still held as of the close of trading on October 28, 2008*, the Recognized Loss or Recognized Gain is the purchase price per share (not to exceed the respective issue price per share as shown on Exhibit 2) *minus* the respective closing price per share on October 28, 2008 as shown on Exhibit 2.

G. Recognized Losses for Lehman Senior Unsecured Notes (including "Principal Protection" Notes and other Structured Notes) and Subordinated Notes Purchased/Acquired During the Settlement Class Period

For Lehman Senior Unsecured Notes (including "Principal Protection" Notes and other Structured Notes) and Subordinated Notes listed on Exhibit 3 purchased/acquired during the Settlement Class Period, the Recognized Loss or Recognized Gain will be computed by the Claims Administrator as follows:

- a) *if sold before June 9, 2008*, there is no Recognized Loss or Recognized Gain;
- b) *if sold between June 9, 2008 and October 28, 2008 (inclusive)*, the Recognized Loss or Recognized Gain is the purchase price per note (not to exceed the respective issue price per note as shown on Exhibit 3) *minus* the sale price per note;
- c) *if still held as of the close of trading on October 28, 2008*, the Recognized Loss or Recognized Gain is the purchase price per note (not to exceed the respective issue price per note as shown on Exhibit 3) *minus* the closing price per note on October 28, 2008 as shown on Exhibit 3.

² Due to the impact of Lehman's bankruptcy on Lehman's common stock price, the 90-day look-back period under the Private Securities Litigation Reform Act of 1995 is not being utilized as an offset.

H. Recognized Losses for Exchange-Traded Options on Lehman Common Stock During the Settlement Class Period

Exchange-traded options are typically traded in units called contracts. Each contract entitles the option buyer/owner to 100 shares of the underlying stock upon exercise or expiration. For options, a unit is an option with one hundred shares of Lehman common stock as the underlying security.

An Authorized Claimant will be entitled to a recovery relating to such transactions in exchange-traded options on Lehman common stock *only* if the initial option transaction was either purchasing or acquiring a call option or selling or writing a put option.

For purposes of the Plan of Allocation, no damages are being attributed to Lehman common stock sold before June 9, 2008. Accordingly, Authorized Claimants who purchased exchange-traded call options or sold put options that expired before June 9, 2008 will likewise receive no compensation from the Net Settlement Fund with respect to those particular transactions.

Inflation/Deflation per option in the prices of call/put options on Lehman common stock is calculated based on the Black-Scholes option pricing model and the estimated inflation per share in Lehman common stock as identified on Exhibit 1.

Exhibit 4 displays the amount of Inflation in the prices of Lehman exchange-traded call options and Deflation in the prices of Lehman exchange-traded put options during the Settlement Class Period that have expiration dates on or after June 9, 2008 as well as the price as of the close of business on September 15, 2008 for each option.

Lehman common stock traded as the result of the exercise/assignment of an exchange-traded call option shall be treated as a purchase and/or sale of Lehman common stock on the date of exercise of the option. The purchase price paid, or sale price received, for such Lehman common stock shall be the strike price on the option.

Lehman common stock traded as the result of the assignment/exercise of an exchange-traded put option shall be treated as a purchase and/or sale of Lehman common stock on the date of assignment. The purchase price paid, or sale price received, for such Lehman common stock shall be the strike price on the option.

1. Purchase/Acquisition of Exchange-Traded Call Options During the Settlement Class Period

For each purchase/acquisition of Lehman exchange-traded call options (listed on Exhibit 4) during the Settlement Class Period, the Recognized Loss or Recognized Gain will be computed by the Claims Administrator as follows:

- a) *if sold, exercised or expired on or before June 6, 2008*, there is no Recognized Loss or Recognized Gain;
- b) *if sold, exercised or expired after June 6, 2008 but on or before September 14, 2008*, the Recognized Loss or Recognized Gain equals the difference between the Inflation per option on the date of purchase and the Inflation per option on the date of sale, exercise or expiration as shown on Exhibit 4;
- c) *if held through September 14, 2008*, the Recognized Loss or Recognized Gain equals the Inflation per option on the date of purchase as shown on Exhibit 4.

2. Sale of Exchange-Traded Put Options

For each sale or writing of Lehman exchange-traded put options (listed on Exhibit 4), the Recognized Loss or Recognized Gain will be computed by the Claims Administrator as follows:

- a) *if re-purchased, exercised or expired on or before June 6, 2008*, there is no Recognized Loss or Recognized Gain;
- b) *if re-purchased, exercised or expired after June 6, 2008 but on or before September 14, 2008*, the Recognized Loss or Recognized Gain equals the difference between the Deflation per option on the date of sale or writing and the Deflation per option on the date of re-purchase, exercise or expiration as shown on Exhibit 4;
- c) *if still sold or written after September 14, 2008*, the Recognized Loss or Recognized Gain equals the Deflation per option on the date of sale or writing as shown on Exhibit 4.

I. Distribution Amount

The Claims Administrator will determine each Authorized Claimant's share of the Net Settlement Fund. In general, each Authorized Claimant will receive an amount (the "Distribution Amount") determined by multiplying the Net Settlement Fund by a fraction, the numerator of which is the Authorized Claimant's Recognized Claim and the denominator of which is the aggregate Recognized Claims of all Authorized Claimants. The Distribution Amount received by an Authorized Claimant will exceed his, her, or its Recognized Claim only in the unlikely event that the Net Settlement Fund exceeds the aggregate Recognized Claims of all Authorized Claimants.

Payments made pursuant to this Plan of Allocation, or such other plan of allocation as may be approved by the Court, shall be conclusive against all Authorized Claimants. No Person shall have any claim against the Named Plaintiffs, Plaintiffs' Counsel, EY and their respective counsel or any other Released Parties, or the Claims Administrator or other agent designated by Co-Lead Counsel arising from distributions made substantially in accordance with the Stipulation, the Plan of Allocation approved by the Court, or further orders of the Court. Named Plaintiffs, EY and their respective counsel, and all other Released Parties shall have no responsibility or liability whatsoever for the investment or distribution of the Gross Settlement Fund, the Net Settlement Fund, the Plan of Allocation, or the determination, administration, calculation, or payment of any Claim Form or nonperformance of the Claims Administrator, the payment or withholding of taxes owed by the Gross Settlement Fund, or any losses incurred in connection therewith.

Authorized Claimants who have not previously filed a valid Claim Form in connection with the D&O Settlement or UW Settlements and who fail to complete and file a valid and timely Claim Form shall be barred from participating in distributions from the Net Settlement Fund, unless the Court otherwise orders. Settlement Class Members who do not either submit a request for exclusion

or submit a valid and timely Claim Form will nevertheless be bound by the Settlement and the Judgment of the Court dismissing this Action as against EY.

The Court has reserved jurisdiction to modify, amend or alter the Plan of Allocation without further notice to anyone, and to allow, disallow or adjust any Authorized Claimant's claim to ensure a fair and equitable distribution of settlement funds.

If any funds remain in the Net Settlement Fund by reason of uncashed distributions or other reasons, then, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in the distribution of the Net Settlement Fund cash their distribution checks, any balance remaining in the Net Settlement Fund one (1) year after the initial distribution of such funds shall be re-distributed to Authorized Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund, including costs for fees for such re-distribution. The Claims Administrator may make further re-distributions of balances remaining in the Net Settlement Fund to such Authorized Claimants to the extent such re-distributions are cost-effective. At such time as it is determined that the re-distribution of funds which remain in the Net Settlement Fund is not cost-effective, Co-Lead Counsel shall seek an order approving the contribution of the balance to one or more non-sectarian, not-for-profit, 501(c)(3) organizations. Co-Lead Counsel's motion shall identify at least three proposed recipients. The proposed recipients shall have been selected by one or more of the following individuals: the President of the New York City Bar Association, the President of the New York State Bar Association, and the President of the American Bar Association. The proposed recipients shall not include any organization listed in the preceding sentence and shall be independent of Co-Lead Counsel so that Co-Lead Counsel does not derive a direct or indirect benefit from the selection of such organization as the recipient of a charitable contribution. Co-Lead Counsel's motion will include a declaration detailing the means by which the proposed recipients were selected.

Please note that the term "Overall Recognized Claim" is used solely for calculating the amount of participation by Authorized Claimants in the Net Settlement Fund. It is not the actual amount an Authorized Claimant can expect to recover.

Exhibit 1
Inflation in Lehman Brothers Common Stock

Start Date	End Date	Inflation (\$ Per Share)
June 12, 2007	July 2, 2007	12.08
July 3, 2007	July 31, 2007	12.19
August 1, 2007	August 31, 2007	12.41
September 4, 2007	October 1, 2007	12.77
October 2, 2007	October 31, 2007	12.48
November 1, 2007	November 30, 2007	12.75
December 1, 2007	December 31, 2007	13.10
January 1, 2008	January 31, 2008	12.84
February 1, 2008	February 29, 2008	13.79
March 3, 2008	March 31, 2008	15.08
April 1, 2008	April 30, 2008	15.64
May 1, 2008	June 2, 2008	14.94
June 3, 2008	June 6, 2008	14.68
June 9, 2008	June 9, 2008	12.97
June 10, 2008	June 10, 2008	10.87
June 11, 2008	June 11, 2008	9.00
June 12, 2008	June 12, 2008	7.06
June 13, 2008	June 13, 2008	8.20
June 16, 2008	June 30, 2008	8.73
July 1, 2008	July 31, 2008	9.05
August 1, 2008	September 2, 2008	9.28
September 3, 2008	September 4, 2008	10.37
September 5, 2008	September 5, 2008	10.96
September 8, 2008	September 8, 2008	7.90
September 9, 2008	September 9, 2008	3.06
September 10, 2008	September 10, 2008	5.08
September 11, 2008	September 11, 2008	2.50
September 12, 2008	September 14, 2008	2.22
September 15, 2008	September 15, 2008	0.00

Exhibit 2
Lehman Preferred Stock

Security CUSIP	Series	Issue Date	Issue Price	Fixed Coupon	Total Face Value	Closing Price on October 28, 2008
52523J453	P	4/4/2008	\$1,000	7.25%	\$4,000,000,000	\$1.15
52520W317	J	2/5/2008	\$25	7.95%	\$1,897,500,000	\$0.01
52520W218	Q	6/12/2008	\$1,000	8.75%	\$2,000,000,000	\$0.50

Exhibit 3
Lehman Senior Unsecured Notes and Subordinated Notes

CUSIP	Issue Date	Description	Par Amount Per Note	Issue Price Per Note	Value Per Note as of October 28, 2008
52520W564 524908VP2	3/30/2007	100% Principal Protection Notes Linked to a Global Index Basket*	\$10.00	\$10.00	\$1.21 ²
52520W556 524908VQ0	3/30/2007	Performance Securities with Partial Protection Linked to a Global Index Basket*	\$10.00	\$10.00	\$1.21 ²
52517PX63	4/30/2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	\$1,000.00	\$1,000.00	\$120.96 ²
52520W515	4/30/2007	Performance Securities with Partial Protection Linked to a Global Index Basket*	\$10.00	\$10.00	\$1.21 ²
52520W440	5/31/2007	100% Principal Protection Notes Linked to a Currency Basket*	\$10.00	\$10.00	\$1.21 ²
52517P2S9	6/15/2007	Medium-Term Notes, Series 1	\$1,000.00	\$1,000.00	\$120.96 ²
52517P2P5	6/29/2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	\$1,000.00	\$1,000.00	\$120.96 ²
52517P4C2	7/19/2007	6% Notes Due 2012	\$1,000.00	\$998.98	\$120.00 ¹
524908R36	7/19/2007	6.50% Subordinated Notes Due 2017	\$1,000.00	\$998.26	\$60.00
524908R44	7/19/2007	6.875% Subordinated Notes Due 2037	\$1,000.00	\$992.97	\$60.00
524908K25	7/31/2007	100% Principal Protected Notes Linked to a Basket Consisting of a Foreign Equity Component and a Currency Component*	\$1,000.00	\$1,000.00	\$120.96 ²
52517P3H2	7/31/2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	\$1,000.00	\$1,000.00	\$120.96 ²
524908J92	8/1/2007	Partial Principal Protection Notes Linked to a Basket of Global Indices*	\$1,000.00	\$1,000.00	\$120.96 ²
52517P4Y4	8/22/2007	Annual Review Notes with Contingent Principal Protection Linked to an Index	\$1,000.00	\$1,000.00	\$120.96 ²
52517P4T5	8/29/2007	Medium-Term Notes, Series 1	\$1,000.00 ⁵	\$1,000.00	\$120.96 ²
52522L889	8/31/2007	100% Principal Protection Notes Linked to a Global Index Basket*	\$10.00	\$10.00	\$1.21 ²
52522L186	8/31/2007	100% Principal Protection Notes Linked to an International Index Basket*	\$10.00	\$10.00	\$1.21 ²
52517P5X5	9/26/2007	6.2% Notes Due 2014	\$1,000.00	\$999.16	\$122.50 ¹
52517P5Y3	9/26/2007	7% Notes Due 2027	\$1,000.00	\$998.08	\$125.00 ¹
52522L244	9/28/2007	Performance Securities with Partial Protection Linked to a Global Index Basket*	\$10.00	\$10.00	\$1.21 ²
52517P5K3	9/28/2007	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	\$1,000.00	\$1,000.00	\$120.96 ²
52522L335	10/31/2007	Return Optimization Securities Linked to an Index	\$10.00	\$10.00	\$1.21 ²
52522L319	10/31/2007	Return Optimization Securities Linked to an Index	\$10.00	\$10.00	\$1.21 ²

Exhibit 3
Lehman Senior Unsecured Notes and Subordinated Notes

CUSIP	Issue Date	Description	Par Amount Per Note	Issue Price Per Note	Value Per Note as of October 28, 2008
52522L293	10/31/2007	100% Principal Protection Absolute Return Barrier Notes Linked to the S&P 500 Index*	\$10.00	\$10.00	\$1.21 ²
52520W341	10/31/2007	Medium-Term Notes, Series I, 100% Principal Protection Notes Linked to an Asian Currency Basket	\$10.00	\$10.00	\$1.21 ²
52520W333	11/30/2007	100% Principal Protection Notes Linked to an Asian Currency Basket*	\$10.00	\$10.00	\$1.21 ²
52522L459	11/30/2007	Return Optimization Securities with Partial Protection Linked to the S&P 500* Index*	\$10.00	\$10.00	\$1.21 ²
5252M0AU1	12/5/2007	Medium-Term Notes, Series I	\$1,000.00	\$1,000.00 ⁴	\$120.96 ²
5252M0AW7	12/7/2007	Medium-Term Notes, Series I	\$1,000.00	\$1,000.00 ³	\$120.96 ²
5249087M6	12/21/2007	6.75% Subordinated Notes Due 2017	\$1,000.00	\$999.26	\$60.00
5252M0AY3	12/28/2007	Medium-Term Notes, Series I	\$1,000.00 ⁵	\$1,000.00	\$120.96 ²
52522L491	12/31/2007	Return Optimization Securities with Partial Protection Linked to the S&P 500* Index*	\$10.00	\$10.00	\$1.21 ²
5252M0BZ9	1/22/2008	5.625% Notes Due 2013	\$1,000.00	\$995.44	\$111.00 ¹
5252M0BX4	1/30/2008	Medium-Term Notes, Series I	\$1,000.00 ⁵	\$1,000.00	\$120.96 ²
52522L525	1/31/2008	100% Principal Protection Absolute Return Barrier Notes Linked to the S&P 500* Index*	\$10.00	\$10.00	\$1.21 ²
52517P4N8	1/31/2008	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	\$1,000.00	\$1,000.00	\$120.96 ²
52520W325	1/31/2008	100% Principal Protection Notes Linked to an Asian Currency Basket*	\$10.00	\$10.00	\$1.21 ²
52519FFE6	2/5/2008	Lehman Notes, Series D	\$1,000.00 ⁷	\$1,000.00	\$120.96 ²
52522L657	2/8/2008	Autocallable Optimization Securities with Contingent Protection Linked to the S&P 500® Financials Index	\$10.00	\$10.00	\$1.21 ²
5252M0DK0	2/14/2008	Medium-Term Notes, Series I Principal Protection Notes Linked to MarQCuS Portfolio A (USD) Index*	\$100,000.00	\$100,000.00	\$12,096.00 ²
5252M0DH7	2/20/2008	Buffered Return Enhanced Notes Linked to the Financial Select Sector SPDR Fund	\$1,000.00	\$1,000.00	\$120.96 ²
5252M0CQ8	2/27/2008	Medium-Term Notes, Series I	\$1,000.00	\$1,000.00 ³	\$120.96 ²
52522L574	2/29/2008	Return Optimization Securities with Partial Protection Notes Linked to the S&P 500* Index*	\$10.00	\$10.00	\$1.21 ²
52522L566	2/29/2008	100% Principal Protection Absolute Return Barrier Notes Linked to the Russell 2000* Index*	\$10.00	\$10.00	\$1.21 ²
5252M0CZ8	2/29/2008	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	\$1,000.00	\$1,000.00	\$120.96 ²
52523J412	2/29/2008	100% Principal Protection Notes Linked to an Asian Currency Basket*	\$10.00	\$10.00	\$1.21 ²
5252M0EH6	3/13/2008	Medium-Term Notes, Series I	\$1,000.00 ⁵	\$1,000.00	\$120.96 ²
52522L871	3/31/2008	Bearish Autocallable Optimization Securities with Contingent Protection Linked to the Energy Select Sector SPDR® Fund	\$10.00	\$10.00	\$1.21 ²

Exhibit 3
Lehman Senior Unsecured Notes and Subordinated Notes

CUSIP	Issue Date	Description	Par Amount Per Note	Issue Price Per Note	Value Per Note as of October 28, 2008
52522L806	3/31/2008	Return Optimization Securities with Partial Protection Notes Linked to the S&P 500® Index*	\$10.00	\$10.00	\$1.21 ¹
52522L798	3/31/2008	100% Principal Protection Absolute Return Barrier Notes Linked to the Russell 2000® Index*	\$10.00	\$10.00	\$1.21 ²
52522L814	3/31/2008	Return Optimization Securities with Partial Protection Notes Linked to the MSCI EM Index*	\$10.00	\$10.00	\$1.21 ³
5252M0FA0	4/21/2008	Medium-Term Notes, Series I	\$1,000.00 ⁵	\$1,000.00 ³	\$120.96 ²
5252M0BY9	4/21/2008	Medium-Term Notes, Series I	\$1,000.00 ⁵	\$1,000.00 ³	\$120.96 ²
52523J172	4/23/2008	Return Optimization Securities with Partial Protection Linked to a Basket of Global Indices*	\$10.00	\$10.00	\$1.21 ³
5252M0FD4	4/24/2008	6.875% Notes Due 2018	\$1,000.00	\$996.69	\$126.30 ¹
52519FFM8	4/29/2008	Lehman Notes, Series D	\$1,000.00 ⁵	\$1,000.00	\$120.96 ²
5252M0FR3	5/7/2008	Buffered Semi-Annual Review Notes Linked to the Financial Select Sector SPDR® Fund	\$1,000.00	\$1,000.00	\$120.96 ²
5249087N4	5/9/2008	7.50% Subordinated Notes Due 2038	\$1,000.00	\$992.79	\$60.00
52523J206	5/15/2008	Return Optimization Securities with Partial Protection Linked to the S&P 500 Financials Index*	\$10.00	\$10.00	\$1.21 ³
5252M0FH5	5/19/2008	Medium-Term Notes, Series I	\$1,000.00	\$1,000.00 ³	\$120.96 ²
52523J230	5/30/2008	Return Optimization Securities with Partial Protection Linked to the S&P 500® Financials Index*	\$10.00	\$10.00	\$1.21 ³
5252M0GM3	6/13/2008	Annual Review Notes with Contingent Principal Protection Linked to the S&P 500® Index	\$1,000.00	\$1,000.00	\$120.96 ²
5252M0GNI	6/26/2008	Medium-Term Notes, Series I	\$1,000.00 ⁵	\$1,000.00	\$120.96 ²
52523J248	6/30/2008	100% Principal Protection Absolute Return Barrier Notes*	\$10.00	\$10.00	\$1.21 ²
52523J255	6/30/2008	100% Principal Protection Absolute Return Barrier Notes*	\$10.00	\$10.00	\$1.21 ²

1 Actual Closing Price Per Note on October 28, 2008.

2 Because reliable pricing data was not available for this security, the average of Closing Prices for five Notes (CUSIP Nos. 52517P4C2, 52517P5X5, 52517P5Y3, 5252M0BZ9, and 5252M0FD4) on October 28, 2008 for which reliable pricing data was available was utilized.

3 Issue Price based on information from Bloomberg only because Issue Price information not available in Securities and Exchange Commission ("SEC") filings.

4 Issue Price assumed to be \$1,000 because no information available on Bloomberg or in SEC filings.

5 Issue date information unavailable for these securities. Par Amount assumed to be \$1,000 per note.

*Notes identified as having full or partial principal protection in documents filed in conjunction with the offerings.

Exhibit 4

Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or Before		6/16/08 to										9/12/08 to		Closing Price on 9/15/08**		
			6/6/08	6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08		9/14/08	9/15/08
Call	2.50	6/21/2008	595.23	424.22	213.72	27.56	-167.38	-53.18	0.00										
Call	5.00	6/21/2008	593.80	423.20	213.07	27.24	-167.16	-53.15	0.00										
Call	7.50	6/21/2008	587.36	418.29	209.98	25.93	-165.61	-52.88	0.00										
Call	10.00	6/21/2008	573.89	407.84	203.61	23.65	-161.50	-52.01	0.00										
Call	12.50	6/21/2008	553.86	392.23	194.37	20.92	-154.51	-50.32	0.00										
Call	15.00	6/21/2008	559.24	396.80	198.61	25.63	-148.36	-48.95	0.00										
Call	17.50	6/21/2008	535.89	376.86	184.74	18.84	-141.29	-48.26	0.00										
Call	20.00	6/21/2008	519.82	365.74	174.05	11.11	-128.90	-45.58	0.00										
Call	21.00	6/21/2008						-43.92	0.00										
Call	22.50	6/21/2008	485.60	338.05	156.79	2.02	-109.97	-41.06	0.00										
Call	24.00	6/21/2008				-2.22	-94.49	-36.78	0.00										
Call	25.00	6/21/2008	419.12	280.05	119.50	-4.69	-82.66	-33.23	0.00										
Call	26.00	6/21/2008				-7.61	-69.68	-28.86	0.00										
Call	27.00	6/21/2008	347.44	219.50	84.14	-8.36	-55.96	-23.83	0.00										
Call	28.00	6/21/2008	310.06	188.61	68.73	-7.35	-42.70	-18.52	0.00										
Call	29.00	6/21/2008	275.42	160.93	57.68	-3.16	-31.03	-13.68	0.00										
Call	30.00	6/21/2008	237.93	131.47	45.59	-1.17	-22.11	-9.24	0.00										
Call	31.00	6/21/2008	200.81	102.93	34.15	-1.29	-14.83	-6.60	0.00										
Call	32.00	6/21/2008	165.66	76.99	23.51	-2.74	-5.95	-4.03	0.00										
Call	33.00	6/21/2008	138.14	58.68	18.08	-1.85	-4.00	-2.75	0.00										
Call	34.00	6/21/2008	113.79	43.65	13.90	-1.24	-2.70	-1.88	0.00										
Call	35.00	6/21/2008	91.57	30.67	9.79	-0.75	-1.57	-1.13	0.00										
Call	36.00	6/21/2008	70.77	18.70	3.92	-0.22	-0.35	-0.28	0.00										
Call	37.00	6/21/2008	58.02	14.33	2.91	-0.14	-0.23	-0.19	0.00										
Call	38.00	6/21/2008	56.45	20.35	5.03	-0.25	-0.62	-0.44	0.00										
Call	39.00	6/21/2008	43.15	13.99	3.20	-0.13	-0.31	-0.23	0.00										
Call	40.00	6/21/2008	32.65	9.44	1.99	-0.07	-0.15	-0.11	0.00										
Call	41.00	6/21/2008	24.98	6.49	1.27	-0.04	-0.08	-0.06	0.00										
Call	42.00	6/21/2008	19.58	4.64	0.86	-0.02	-0.04	-0.03	0.00										
Call	43.00	6/21/2008	13.86	2.79	0.46	-0.01	-0.02	-0.01	0.00										
Call	44.00	6/21/2008	12.37	2.48	0.42	-0.01	-0.02	-0.01	0.00										
Call	45.00	6/21/2008	9.60	1.74	0.28	0.00	-0.01	-0.01	0.00										
Call	46.00	6/21/2008	6.83	1.06	0.15	0.00	0.00	0.00	0.00										
Call	47.00	6/21/2008	2.50	0.21	0.02	0.00	0.00	0.00	0.00										
Call	48.00	6/21/2008	1.04	0.05	0.00	0.00	0.00	0.00	0.00										
Call	49.00	6/21/2008	0.04	0.00	0.00	0.00	0.00	0.00	0.00										
Call	50.00	6/21/2008	0.01	0.00	0.00	0.00	0.00	0.00	0.00										
Call	2.50	7/19/2008	595.27	424.25	213.74	27.57	-167.39	-53.18	0.00										
Call	5.00	7/19/2008	592.74	422.21	212.43	27.06	-166.48	-52.98	0.00										
Call	7.50	7/19/2008	577.78	410.63	205.78	25.38	-160.96	-51.55	0.00										
Call	10.00	7/19/2008	573.55	408.03	205.84	28.34	-156.73	-50.82	0.00										
Call	12.50	7/19/2008	572.22	409.18	204.95	25.99	-151.37	-49.61	0.00										
Call	15.00	7/19/2008	557.95	398.12	198.61	22.56	-144.13	-47.89	0.00										
Call	17.50	7/19/2008	537.54	382.23	188.03	18.21	-135.40	-45.63	0.00										
Call	20.00	7/19/2008	502.60	352.70	169.85	12.25	-123.73	-42.54	0.00										
Call	21.00	7/19/2008						-41.02	0.00										
Call	22.50	7/19/2008	460.33	317.92	147.73	6.28	-109.05	-38.30	0.00										
Call	24.00	7/19/2008				2.92	-98.73	-35.19	0.00										
Call	25.00	7/19/2008	404.18	271.05	119.69	0.40	-91.35	-32.82	0.00										
Call	26.00	7/19/2008				-1.74	-83.60	-30.27	0.00										
Call	27.00	7/19/2008	351.46	227.57	95.19	-4.32	-75.40	-27.45	0.00										
Call	28.00	7/19/2008	323.01	204.57	82.80	-6.07	-67.16	-24.61	0.00										
Call	29.00	7/19/2008	295.56	182.87	72.30	-6.16	-58.29	-21.60	0.00										
Call	30.00	7/19/2008	267.15	160.61	61.77	-6.75	-50.29	-18.65	0.00										
Call	31.00	7/19/2008	240.04	140.01	52.58	-6.36	-42.56	-15.51	0.00										
Call	32.00	7/19/2008	213.80	120.53	44.64	-5.79	-35.11	-12.70	0.00										
Call	33.00	7/19/2008	188.16	101.92	37.53	-4.74	-28.43	-10.29	0.00										
Call	34.00	7/19/2008	165.52	86.44	31.78	-3.38	-22.99	-8.15	0.00										
Call	35.00	7/19/2008	143.58	72.08	26.68	-2.37	-18.24	-6.47	0.00										

Exhibit 4

Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or	6/16/08													9/12/08	Closing Price on 9/15/08**	
			Before	to	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08	to							
			6/6/08	6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08	9/14/08	9/15/08	
Call	36.00	7/19/2008	124.27	59.75	22.13	-1.32	-14.01	-4.68	0.00										
Call	37.00	7/19/2008	106.61	49.46	18.62	-0.12	-10.01	-3.52	0.00										
Call	38.00	7/19/2008	90.83	40.51	15.50	0.21	-8.52	-2.69	0.00										
Call	39.00	7/19/2008	76.23	32.57	12.73	0.74	-6.85	-1.94	0.00										
Call	40.00	7/19/2008	63.11	26.02	10.19	0.25	-5.44	-1.75	0.00										
Call	41.00	7/19/2008	50.57	18.70	6.03	-1.64	-6.44	-3.33	0.00										
Call	42.00	7/19/2008	41.13	14.54	4.59	-1.47	-5.92	-3.05	0.00										
Call	43.00	7/19/2008	34.41	12.32	3.60	-1.34	-5.73	-2.91	0.00										
Call	44.00	7/19/2008	29.40	11.27	4.01	-0.58	-1.39	-0.85	0.00										
Call	45.00	7/19/2008	24.63	9.84	3.50	-0.50	-1.20	-0.73	0.00										
Call	46.00	7/19/2008	18.32	6.17	1.54	-0.22	-0.43	-0.29	0.00										
Call	47.00	7/19/2008	17.60	7.44	3.18	-0.43	-1.11	-0.66	0.00										
Call	48.00	7/19/2008	11.90	3.95	0.95	-0.13	-0.24	-0.17	0.00										
Call	49.00	7/19/2008	9.78	3.14	0.74	-0.10	-0.18	-0.13	0.00										
Call	50.00	7/19/2008	6.63	1.92	0.43	-0.05	-0.09	-0.07	0.00										
Call	55.00	7/19/2008	1.62	0.35	0.06	-0.01	-0.01	-0.01	0.00										
Call	60.00	7/19/2008	0.18	0.02	0.00	0.00	0.00	0.00	0.00										
Call	65.00	7/19/2008	0.15	0.02	0.00	0.00	0.00	0.00	0.00										
Call	70.00	7/19/2008	0.10	0.01	0.00	0.00	0.00	0.00	0.00										
Call	2.50	9/20/2008							1034.13	1077.03	1036.88	1096.23	790.25	305.75	401.07	142.55	115.09	0.00	2.00
Call	4.00	9/20/2008														22.78	6.68	0.00	0.00
Call	5.00	9/20/2008							916.56	958.61	919.13	977.30	678.15	213.51	225.09	40.42	28.53	0.00	0.00
Call	6.00	9/20/2008														23.31	15.23	0.00	1.50
Call	7.50	9/20/2008							765.07	806.69	767.51	824.94	531.22	96.01	84.77	1.99	0.63	0.00	0.00
Call	9.00	9/20/2008														0.50	0.11	0.00	0.00
Call	10.00	9/20/2008							652.52	691.96	654.56	707.23	442.77	99.87	97.10	10.89	7.01	0.00	0.00
Call	11.00	9/20/2008														8.02	4.98	0.00	0.00
Call	12.00	9/20/2008														5.98	3.58	0.00	0.00
Call	12.50	9/20/2008														2.13			
Call	13.00	9/20/2008							398.80	432.72	399.88	444.20	231.47	7.98	5.98	0.01	0.00	0.00	0.00
Call	14.00	9/20/2008							336.57	367.99	337.36	377.68	188.81	4.24	3.01	0.00	0.00	0.00	0.00
Call	15.00	9/20/2008							275.94	304.46	276.57	312.29	149.32	2.02	1.33	0.00	0.00	0.00	0.00
Call	16.00	9/20/2008							221.09	246.42	221.58	252.40	116.02	0.96	0.59	0.00	0.00	0.00	0.00
Call	17.00	9/20/2008							169.35	191.28	169.80	195.52	85.79	0.38	0.21	0.00	0.00	0.00	0.00
Call	18.00	9/20/2008							128.68	147.09	129.16	149.94	64.95	0.19	0.10	0.00	0.00	0.00	0.00
Call	19.00	9/20/2008							92.29	107.27	92.85	109.22	45.85	0.07	0.03	0.00	0.00	0.00	0.00
Call	20.00	9/20/2008							64.94	76.81	65.52	78.11	33.64	0.04	0.01	0.00	0.00	0.00	0.00
Call	21.00	9/20/2008							28.24	37.29	28.82	38.22	6.41	0.00	0.00	0.00	0.00	0.00	0.00
Call	22.00	9/20/2008							16.87	23.61	17.47	24.25	3.24	0.00	0.00	0.00	0.00	0.00	0.00
Call	23.00	9/20/2008							7.06	12.04	7.56	10.77	0.87	0.00	0.00	0.00	0.00	0.00	0.00
Call	24.00	9/20/2008							4.71	7.53	4.39	6.45	0.40	0.00	0.00	0.00	0.00	0.00	0.00
Call	25.00	9/20/2008							4.97	8.03	4.93	7.10	0.54	0.00	0.00	0.00	0.00	0.00	0.00
Call	30.00	9/20/2008							0.00	0.02	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Call	35.00	9/20/2008							0.00	0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Call	2.50	10/18/2008	1598.43	1428.39	1219.32	1034.60	841.68	954.76	1007.52	1050.28	1010.25	1069.39	764.67	284.31	403.73	161.95	138.59	0.00	5.00
Call	4.00	10/18/2008														103.01	85.08	0.00	3.00
Call	5.00	10/18/2008	1496.04	1327.01	1119.54	936.50	746.17	857.37	909.43	951.11	912.00	969.47	674.67	222.36	284.84	94.86	78.87	0.00	3.00
Call	6.00	10/18/2008														97.08	81.65	0.00	2.50
Call	7.50	10/18/2008	1379.79	1212.44	1005.52	823.24	634.69	743.17	794.21	834.64	796.46	851.36	572.29	167.06	209.94	69.00	56.77	0.00	0.00
Call	9.00	10/18/2008														54.74	44.50	0.00	0.00
Call	10.00	10/18/2008	1235.36	1070.39	866.47	685.24	500.96	605.89	656.11	693.86	658.15	708.73	455.18	112.26	116.25	20.54	15.16	0.00	1.50
Call	11.00	10/18/2008														16.28	11.83	0.00	0.00
Call	12.50	10/18/2008	1076.39	914.89	715.25	539.59	365.95	466.32	514.95	548.71	516.44	560.99	342.44	71.87	69.04	8.40	5.73	0.00	0.00
Call	14.00	10/18/2008							429.43	460.13	430.61	470.60	278.04	53.85	49.90	4.86	3.15	0.00	0.00
Call	15.00	10/18/2008	916.97	759.28	565.69	397.26	233.98	329.09	375.75	404.17	376.78	413.42	240.03	45.87	41.93	3.72	2.36	0.00	1.50
Call	16.00	10/18/2008							323.15	349.11	324.00	357.07	203.57	38.22	34.34	2.70	1.67	0.00	0.00
Call	17.50	10/18/2008	767.85	615.31	429.84	270.39	119.58	208.48	252.82	274.82	253.42	280.93	157.89	30.47	27.10	1.91	1.15	0.00	2.00
Call	19.00	10/18/2008							199.68	217.66	200.08	222.24	127.82	31.65	29.56	2.55	1.62	0.00	0.00

Exhibit 4

Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or Before 6/6/08	6/16/08 to													9/12/08 to 9/15/08	Closing Price on 9/15/08**		
				6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08				
Call	20.00	10/18/2008	643.02	496.51	321.12	172.45	36.08	117.72	159.12	174.51	159.52	178.20	101.81	24.49	22.42	1.60	0.97	0.00	0.00	
Call	21.00	10/18/2008						91.08	131.13	144.06	131.41	147.06	84.79	21.17	19.24	1.28	0.76	0.00	0.00	
Call	22.50	10/18/2008	542.45	403.38	241.01	105.55	-14.52	58.82	96.66	106.39	97.08	108.69	65.63	19.63	17.87	1.22	0.73	0.00	0.00	
Call	24.00	10/18/2008						60.74	-48.73	19.09	54.48	61.57	54.91	63.78	34.44	0.33	0.23	0.00	0.00	
Call	25.00	10/18/2008	445.56	315.31	167.82			47.67	-54.73	9.07	42.70	48.43	43.05	49.96	27.35	0.21	0.14	0.00	0.00	
Call	26.00	10/18/2008						37.38	-57.63	2.26	34.02	38.59	34.36	40.11	22.56	0.15	0.10	0.00	0.00	
Call	27.00	10/18/2008	391.66	269.39	135.54			28.84	-59.34	-3.56	26.31	29.90	26.68	31.26	17.71	0.09	0.06	0.00	0.00	
Call	28.00	10/18/2008						22.29	-57.99	-6.29	21.53	24.44	21.80	25.52	15.26	0.08	0.05	0.00	0.00	
Call	29.00	10/18/2008						18.39	-55.03	-7.32	18.47	20.85	18.86	20.44	12.30	0.05	0.03	0.00	0.00	
Call	30.00	10/18/2008	314.13	205.45	93.92			8.03	-60.11	-15.83	7.96	10.08	8.37	9.72	2.07	0.00	0.00	0.00	0.00	
Call	31.00	10/18/2008	290.20	186.38	82.70			3.77	-56.85	-16.98	4.65	6.30	4.58	5.98	1.12	0.00	0.00	0.00	0.00	
Call	32.00	10/18/2008	275.36	176.54	80.41			8.23	-46.16	-10.06	9.51	12.10	9.47	11.89	2.92	0.00	0.00	0.00	0.00	
Call	33.00	10/18/2008	248.92	155.23	66.71			1.06	-48.00	-15.30	2.32	3.29	2.28	3.04	0.49	0.00	0.00	0.00	0.00	
Call	34.00	10/18/2008	229.76	141.18	60.13			0.71	-43.33	-13.78	1.92	2.75	1.88	2.52	0.39	0.00	0.00	0.00	0.00	
Call	35.00	10/18/2008	213.05	129.77	55.96			2.56	-38.09	-11.59	2.21	3.09	2.18	2.88	0.49	0.00	0.00	0.00	0.00	
Call	36.00	10/18/2008	193.40	114.99	47.95			0.06	-35.68	-11.78	0.19	0.33	0.18	0.26	0.02	0.00	0.00	0.00	0.00	
Call	37.00	10/18/2008	176.44	103.19	42.40			-0.35	-31.77	-10.29	0.12	0.22	0.11	0.17	0.01	0.00	0.00	0.00	0.00	
Call	38.00	10/18/2008	160.59	92.27	37.68			-0.22	-27.76	-8.85	0.01	0.02	0.01	0.01	0.00	0.00	0.00	0.00	0.00	
Call	39.00	10/18/2008	146.02	82.81	33.96			0.12	-24.47	-7.54	0.01	0.02	0.01	0.01	0.00	0.00	0.00	0.00	0.00	
Call	40.00	10/18/2008	133.51	75.34	31.70			1.97	-21.28	-6.27	0.11	0.05	0.08	0.00	0.00	0.00	0.00	0.00	0.00	
Call	41.00	10/18/2008	119.57	65.65	26.72			0.57	-18.46	-5.21	0.18	0.30	0.17	0.25	0.02	0.00	0.00	0.00	0.00	
Call	42.00	10/18/2008	108.78	59.35	24.58			1.51	-15.25	-3.43	0.97	1.40	0.96	1.29	0.21	0.00	0.00	0.00	0.00	
Call	43.00	10/18/2008	98.59	53.25	22.41			2.34	-13.15	-2.92	0.79	1.15	0.79	1.06	0.17	0.00	0.00	0.00	0.00	
Call	44.00	10/18/2008	88.36	46.69	19.27			1.65	-12.24	-2.73	0.20	0.32	0.19	0.27	0.03	0.00	0.00	0.00	0.00	
Call	45.00	10/18/2008	76.69	39.43	15.18			0.03	-11.16	-2.49	0.07	0.12	0.06	0.09	0.01	0.00	0.00	0.00	0.00	
Call	46.00	10/18/2008	69.99	35.74	14.38			0.95	-9.52	-1.97	0.06	0.11	0.06	0.08	0.01	0.00	0.00	0.00	0.00	
Call	47.00	10/18/2008	62.49	31.25	12.51			0.79	-8.41	-1.84	0.05	0.09	0.05	0.07	0.01	0.00	0.00	0.00	0.00	
Call	48.00	10/18/2008	55.68	27.50	11.06			0.90	-7.21	-1.21	0.04	0.07	0.04	0.05	0.00	0.00	0.00	0.00	0.00	
Call	49.00	10/18/2008	50.34	24.98	10.18			1.24	-6.18	-0.89	0.04	0.07	0.04	0.05	0.00	0.00	0.00	0.00	0.00	
Call	50.00	10/18/2008	45.13	22.14	9.33			1.07	-5.46	-1.06	0.04	0.08	0.04	0.06	0.00	0.00	0.00	0.00	0.00	
Call	55.00	10/18/2008	23.92	10.79	3.82			-0.79	-3.58	-1.74	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	60.00	10/18/2008	13.12	5.83	1.91			-0.64	-3.30	-1.57	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	65.00	10/18/2008	6.24	2.38	0.43			-0.51	-2.85	-1.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	70.00	10/18/2008	4.99	2.14	0.63			-0.10	-0.28	-0.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	75.00	10/18/2008	4.46	2.94	0.93			-0.13	-0.44	-0.23	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	80.00	10/18/2008	0.47	0.15	0.04			-0.01	-0.01	-0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	85.00	10/18/2008	0.32	0.10	0.02			0.00	-0.01	-0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Call	2.50	1/17/2009	1566.35	1397.02	1188.93	1005.12	813.24	925.89	978.46	1020.25	981.11	1038.82	741.92	276.69	421.29	186.58	163.07	0.00	7.50	
Call	4.00	1/17/2009														153.36	133.03	0.00	4.00	
Call	5.00	1/17/2009	1492.86	1324.46	1117.88	935.70	746.40	856.82	908.55	949.66	910.97	967.26	678.94	239.12	336.33	132.39	113.93	0.00	4.00	
Call	6.00	1/17/2009														116.35	99.88	0.00	4.50	
Call	7.50	1/17/2009	1397.04	1230.20	1026.14	846.59	656.42	764.54	815.80	854.92	818.07	871.27	600.21	200.20	266.63	95.08	81.10	0.00	0.00	
Call	9.00	1/17/2009														76.76	65.90	0.00	3.00	
Call	10.00	1/17/2009	1287.50	1123.30	919.57	740.46	558.15	662.35	712.29	748.74	714.30	763.54	515.24	162.22	202.22	62.54	52.48	0.00	4.00	
Call	11.00	1/17/2009														57.17	49.05	0.00	3.00	
Call	12.50	1/17/2009	1156.31	995.58	797.71	624.51	452.17	552.14	600.52	633.63	602.23	646.55	426.24	127.36	155.58	45.97	38.37	0.00	2.50	
Call	14.00	1/17/2009														36.57	30.19	0.00	3.00	
Call	15.00	1/17/2009	1020.62	864.30	673.20	507.23	345.00	440.01	486.46	515.52	487.81	526.24	338.69	96.71	115.08	31.70	26.22	0.00	1.50	
Call	16.00	1/17/2009														87.21	72.71	0.00	0.00	
Call	17.50	1/17/2009	885.95	734.69	552.09	394.78	244.07	333.18	377.31	401.77	378.36	410.26	258.75	74.02	84.58	21.07	16.52	0.00	0.00	
Call	19.00	1/17/2009														69.41	57.78	0.00	0.00	
Call	20.00	1/17/2009	757.14	612.07	439.25	292.28	154.76	237.10	278.44	297.97	279.15	304.42	189.38	54.49	57.57	9.90	7.38	0.00	0.00	
Call	21.00	1/17/2009														49.43	7.86	-5.77	0.00	0.00
Call	22.50	1/17/2009	640.24	502.28	341.13	205.87	82.84	157.62	195.64	210.39	196.13	215.19	133.38	39.50	40.76	5.92	4.27	0.00	0.00	
Call	24.00	1/17/2009														4.52	3.21	0.00	0.00	
Call	25.00	1/17/2009	537.96	408.11	260.26	138.23	30.47	97.15	131.42	141.98	131.85	145.43	91.60	29.46	30.11	3.82	2.69	0.00	0.00	
Call	26.00	1/17/2009														26.37	3.15	2.19	0.00	0.00
Call	27.00	1/17/2009	467.32	344.75	208.61	97.97	2.60	62.48	93.46	100.99	93.64	103.73	66.17	22.15	22.15	2.42	1.65	0.00	0.00	

Exhibit 4
Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or	6/16/08											9/12/08	Closing			
			Before	to											to		Price on		
			6/6/08	6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08	9/14/08	9/15/08	9/15/08**
Call	28.00	1/17/2009	435.62	316.89	186.83	81.94	-7.09	49.13	78.37	84.72	78.49	87.07	56.18	19.15	18.84	1.90	1.28	0.00	0.00
Call	29.00	1/17/2009	406.72	291.96	168.13	69.16	-14.16	38.92	66.46	71.74	66.59	73.83	48.88	18.52	18.34	1.87	1.26	0.00	0.00
Call	30.00	1/17/2009	382.13	271.36	153.99	60.67	-17.53	32.09	57.90	62.29	57.83	64.16	43.72	17.94	17.83	1.84	1.24	0.00	0.00
Call	31.00	1/17/2009	353.27	246.71	135.63	48.49	-23.20	23.10	47.24	50.90	47.30	52.53	36.37	15.21	14.98	1.42	0.94	0.00	0.00
Call	32.00	1/17/2009	327.67	225.35	120.38	38.83	-27.42	15.62	38.00	40.96	37.98	42.26	29.07	12.12	11.62	0.96	0.62	0.00	0.00
Call	33.00	1/17/2009	304.41	206.41	108.32	32.37	-28.68	11.18	31.87	34.32	31.99	35.56	25.04	11.43	12.08	1.05	0.69	0.00	0.00
Call	34.00	1/17/2009	272.50	178.86	86.80	16.46	-39.77	-2.85	16.19	18.12	16.03	18.99	10.81	0.10	0.07	0.00	0.00	0.00	0.00
Call	35.00	1/17/2009	254.64	165.27	80.46	15.66	-37.11	-4.12	13.45	15.00	13.08	15.86	9.30	0.08	0.06	0.00	0.00	0.00	0.00
Call	36.00	1/17/2009	234.85	149.71	70.32	10.48	-36.84	-5.48	10.49	11.82	10.46	12.61	7.29	0.05	0.03	0.00	0.00	0.00	0.00
Call	37.00	1/17/2009	219.65	138.86	65.51	10.75	-32.54	-3.82	10.59	11.71	10.59	12.32	6.28	0.04	0.03	0.00	0.00	0.00	0.00
Call	38.00	1/17/2009	203.18	126.69	59.16	8.97	-30.76	-4.42	8.69	9.96	9.09	10.79	6.76	0.05	0.04	0.00	0.00	0.00	0.00
Call	39.00	1/17/2009	184.66	112.41	50.46	5.03	-30.87	-6.98	4.77	5.94	4.71	5.83	1.59	0.00	0.00	0.00	0.00	0.00	0.00
Call	40.00	1/17/2009	175.81	107.30	50.29	9.04	-23.66	-1.75	8.77	9.92	8.86	9.81	6.22	0.05	0.04	0.00	0.00	0.00	0.00
Call	41.00	1/17/2009	162.65	98.80	46.84	9.54	-20.02	-0.06	9.39	11.24	9.34	11.25	3.67	0.02	0.01	0.00	0.00	0.00	0.00
Call	42.00	1/17/2009	154.28	94.58	47.39	13.20	-13.18	4.61	12.96	15.25	12.93	15.37	5.43	0.05	0.03	0.00	0.00	0.00	0.00
Call	43.00	1/17/2009	144.18	88.28	45.03	14.86	-9.37	6.91	14.50	16.95	14.48	17.12	6.24	0.07	0.05	0.00	0.00	0.00	0.00
Call	44.00	1/17/2009	132.30	79.77	40.51	13.08	-8.70	6.05	12.74	14.95	12.72	15.07	5.42	0.05	0.04	0.00	0.00	0.00	0.00
Call	45.00	1/17/2009	113.67	64.68	28.31	3.77	-16.27	-3.49	2.37	2.99	2.34	2.92	0.76	0.00	0.00	0.00	0.00	0.00	0.00
Call	46.00	1/17/2009	100.44	55.44	22.80	0.68	-16.37	-5.02	0.43	0.60	0.42	0.55	0.10	0.00	0.00	0.00	0.00	0.00	0.00
Call	47.00	1/17/2009	93.24	50.88	21.29	0.45	-15.76	-4.71	0.13	0.19	0.13	0.17	0.02	0.00	0.00	0.00	0.00	0.00	0.00
Call	48.00	1/17/2009	82.32	44.16	17.39	0.24	-14.00	-3.81	0.14	0.20	0.13	0.18	0.03	0.00	0.00	0.00	0.00	0.00	0.00
Call	50.00	1/17/2009	85.50	51.81	29.25	13.89	1.80	9.39	12.63	14.68	12.62	14.84	5.60	0.08	0.06	0.00	0.00	0.00	0.00
Call	55.00	1/17/2009	44.20	21.83	8.53	-0.51	-8.36	-1.69	0.88	1.13	0.86	1.09	0.27	0.00	0.00	0.00	0.00	0.00	0.00
Call	60.00	1/17/2009	30.67	15.72	6.13	-0.47	-5.93	-0.79	0.81	1.03	0.80	1.00	0.25	0.00	0.00	0.00	0.00	0.00	0.00
Call	65.00	1/17/2009	17.36	8.01	2.60	-0.09	-3.78	-1.69	0.08	0.11	0.08	0.10	0.02	0.00	0.00	0.00	0.00	0.00	0.00
Call	70.00	1/17/2009	13.95	7.86	3.82	-0.40	-4.15	-1.22	0.71	0.89	0.70	0.87	0.24	0.00	0.00	0.00	0.00	0.00	0.00
Call	75.00	1/17/2009	9.14	6.37	3.47	0.44	-3.39	-0.59	0.14	0.19	0.14	0.17	0.04	0.00	0.00	0.00	0.00	0.00	0.00
Call	80.00	1/17/2009	9.34	5.63	2.83	-0.28	-2.66	-0.10	0.59	0.74	0.59	0.73	0.20	0.00	0.00	0.00	0.00	0.00	0.00
Call	90.00	1/17/2009	6.72	5.16	2.89	0.63	-1.25	-0.04	0.60	0.75	0.60	0.73	0.21	0.00	0.00	0.00	0.00	0.00	0.00
Call	100.00	1/17/2009	10.24	8.16	5.82	3.17	1.17	2.45	3.05	3.58	3.06	3.61	1.35	0.02	0.02	0.00	0.00	0.00	0.00
Call	110.00	1/17/2009	0.23	0.09	0.02	0.00	-0.01	-0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Call	2.50	4/18/2009							985.23	1027.35	987.90	1046.06	746.84	278.47	427.46	191.31	167.56	0.00	6.50
Call	4.00	4/18/2009														162.85	141.76	0.00	3.50
Call	5.00	4/18/2009							912.49	953.29	914.91	970.81	683.95	245.22	353.15	144.15	124.87	0.00	4.50
Call	6.00	4/18/2009														126.48	109.00	0.00	3.50
Call	7.50	4/18/2009							827.66	866.45	829.95	882.86	613.19	211.54	287.03	105.72	90.66	0.00	4.00
Call	9.00	4/18/2009														87.03	74.78	0.00	3.50
Call	10.00	4/18/2009							736.10	772.33	738.15	787.31	538.90	180.28	234.55	79.41	67.50	0.00	3.00
Call	11.00	4/18/2009														64.68	55.15	0.00	3.00
Call	12.00	4/18/2009														56.41	47.98	0.00	3.00
Call	13.00	4/18/2009							619.92	652.44	621.66	665.35	447.43	144.76	176.91	51.54	43.06	0.00	0.00
Call	14.00	4/18/2009							580.59	611.70	582.20	623.88	416.71	133.94	162.25	46.06	38.47	0.00	0.00
Call	15.00	4/18/2009							541.20	570.89	542.72	582.31	386.64	123.32	144.85	37.59	30.94	0.00	0.00
Call	16.00	4/18/2009							503.04	531.25	504.48	541.95	357.87	114.16	133.78	34.63	28.25	0.00	0.00
Call	17.00	4/18/2009							464.81	491.51	466.18	501.42	329.61	104.38	121.46	29.88	25.02	0.00	0.00
Call	18.00	4/18/2009							427.90	453.01	429.21	462.21	302.10	96.15	108.53	23.76	19.63	0.00	0.00
Call	19.00	4/18/2009							394.78	418.31	395.99	426.84	278.49	89.26	100.48	22.19	17.89	0.00	0.00
Call	20.00	4/18/2009							360.20	382.14	361.36	389.92	254.35	82.06	93.69	22.26	17.67	0.00	2.00
Call	25.00	4/18/2009							215.40	229.71	216.46	234.77	153.48	60.04	60.04	12.19	9.40	0.00	0.00
Call	30.00	4/18/2009							121.50	129.64	122.54	133.22	90.18	37.72	39.71	6.89	5.17	0.00	0.00
Call	35.00	4/18/2009							64.03	68.19	64.96	70.78	49.99	24.40	24.73	3.56	2.58	0.00	0.00
Call	2.50	1/16/2010	1577.31	1408.08	1200.09	1016.36	824.54	936.97	989.44	1031.58	992.12	1050.02	751.81	284.26	446.39	205.90	180.83	0.00	15.50
Call	5.00	1/16/2010	1504.51	1336.65	1130.75	949.17	760.50	871.18	923.02	963.54	925.48	981.12	695.89	256.88	386.00	168.18	146.46	0.00	8.50
Call	7.50	1/16/2010	1429.97	1263.70	1056.89	875.77	689.72	798.01	849.19	887.76	851.52	904.34	634.80	227.22	322.98	129.86	111.55	0.00	8.00
Call	10.00	1/16/2010	1339.24	1176.27	975.21	799.96	621.02	725.54	775.29	811.61	777.43	826.98	575.41	201.30	273.42	102.04	86.48	0.00	5.50
Call	12.50	1/16/2010	1240.51	1081.63	887.49	718.39	547.89	648.04	696.01	729.84	697.96	743.85	513.30	177.00	233.47	84.13	69.40	0.00	7.50
Call	15.00	1/16/2010	1145.75	991.50	804.50	641.95	479.77	575.54	621.71	652.86	623.50	665.51	455.99	153.67	194.81	64.38	52.65	0.00	5.50
Call	17.50	1/16/2010	1043.79	894.56	715.14	559.89	406.43	497.52	541.58	569.92	543.22	581.15	395.62	130.86	164.96	52.43	44.34	0.00	3.00

Exhibit 4

Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or Before	6/16/08 to													9/12/08 to	Closing Price on 9/15/08**	
			6/6/08	6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08	9/14/08		9/15/08
Call	20.00	1/16/2010	948.58	804.83	633.64	486.22	341.28	427.39	469.23	494.52	470.68	504.75	342.39	113.78	139.11	41.80	34.61	0.00	0.00
Call	22.50	1/16/2010	857.37	719.51	556.90	417.82	282.60	363.51	402.93	425.32	404.29	434.32	293.95	98.79	117.65	31.97	26.87	0.00	3.50
Call	25.00	1/16/2010	775.36	643.71	490.23	359.89	233.99	309.67	346.62	366.20	347.81	374.18	256.37	90.19	108.97	33.76	25.94	0.00	0.00
Call	30.00	1/16/2010	624.70	506.24	371.70	259.59	151.51	216.54	248.39	263.29	249.60	269.42	187.94	70.44	82.21	22.28	17.40	0.00	0.00
Call	35.00	1/16/2010	502.00	397.19	283.21	189.38	100.13	154.49	181.10	191.59	182.16	196.94	141.81	60.06	72.22	23.46	17.05	0.00	2.00
Call	40.00	1/16/2010	389.95	298.73	204.57	128.41	55.41	100.42	122.14	129.53	123.34	133.69	100.46	44.38	53.64	16.79	13.49	0.00	2.50
Call	45.00	1/16/2010	308.74	230.97	155.12	93.79	36.08	72.81	90.29	95.66	91.61	99.10	77.95	38.82	51.60	20.07	16.32	0.00	0.00
Call	50.00	1/16/2010	243.31	177.32	117.16	68.90	23.12	52.33	65.91	69.54	66.99	72.07	57.76	32.02	51.79	27.49	22.73	0.00	1.50
Call	55.00	1/16/2010	189.36	134.85	88.54	51.18	15.42	38.46	48.89	51.31	49.80	53.53	45.72	28.57	50.11	28.89	23.98	0.00	0.00
Call	60.00	1/16/2010	144.74	99.87	63.86	35.14	7.49	25.60	34.11	35.70	34.79	37.90	31.76	20.11	20.36	3.48	2.62	0.00	0.00
Call	65.00	1/16/2010	114.29	77.76	49.65	28.64	7.91	21.45	28.10	29.24	28.49	30.53	26.43	18.43	18.55	3.15	2.36	0.00	0.00
Call	70.00	1/16/2010	105.10	75.48	53.63	35.90	20.70	32.22	37.15	38.38	37.36	39.68	33.49	14.48	14.50	2.28	1.69	0.00	0.00
Call	75.00	1/16/2010	70.63	46.78	30.65	19.12	7.30	15.48	18.88	19.87	19.17	20.81	16.52	13.77	13.85	2.20	1.63	0.00	0.00
Call	80.00	1/16/2010	54.51	35.97	22.97	12.45	3.20	10.50	13.43	14.10	13.41	14.62	11.91	10.29	9.73	1.37	1.00	0.00	0.00
Call	90.00	1/16/2010	40.76	29.22	21.90	15.57	8.78	12.96	14.60	15.17	14.59	15.64	11.14	8.01	7.86	1.07	0.77	0.00	0.00
Call	100.00	1/16/2010	22.92	16.01	10.92	6.04	1.16	4.13	5.52	6.29	5.52	6.38	2.67	0.08	0.06	0.00	0.00	0.00	0.00
Put	15.00	6/21/2008	8.29	8.29	8.29	8.29	-13.91	-2.66	0.00										
Put	17.50	6/21/2008	52.73	43.95	29.96	13.83	-21.99	-4.21	0.00										
Put	20.00	6/21/2008	76.79	63.69	41.24	20.72	-35.37	-6.78	0.00										
Put	21.00	6/21/2008						-8.47	0.00										
Put	22.50	6/21/2008	110.33	89.92	62.75	26.23	-56.96	-11.63	0.00										
Put	24.00	6/21/2008					28.38	-74.55	-15.99	0.00									
Put	25.00	6/21/2008	171.38	140.96	93.62	29.94	-88.82	-19.70	0.00										
Put	26.00	6/21/2008					26.91	-104.55	-24.43	0.00									
Put	27.00	6/21/2008	228.96	187.21	113.08	20.69	-124.77	-29.97	0.00										
Put	28.00	6/21/2008	278.20	229.62	138.98	31.45	-127.18	-35.73	0.00										
Put	29.00	6/21/2008	317.64	261.38	152.82	31.22	-140.34	-40.79	0.00										
Put	30.00	6/21/2008	353.68	289.23	162.17	28.37	-152.68	-47.12	0.00										
Put	31.00	6/21/2008	394.73	321.43	176.59	31.95	-149.60	-43.54	0.00										
Put	32.00	6/21/2008	427.75	345.14	183.03	30.84	-157.43	-47.22	0.00										
Put	33.00	6/21/2008	455.34	363.34	188.60	29.97	-160.01	-48.71	0.00										
Put	34.00	6/21/2008	482.10	380.16	193.32	29.31	-161.97	-49.86	0.00										
Put	35.00	6/21/2008	503.52	392.17	194.91	28.93	-162.41	-50.23	0.00										
Put	36.00	6/21/2008	500.29	380.72	197.49	28.59	-163.32	-50.79	0.00										
Put	37.00	6/21/2008	522.01	392.83	201.27	28.28	-164.67	-51.54	0.00										
Put	38.00	6/21/2008	538.55	401.33	204.02	28.06	-165.52	-52.03	0.00										
Put	39.00	6/21/2008	548.90	405.28	204.20	27.97	-165.49	-52.06	0.00										
Put	40.00	6/21/2008	565.22	411.06	204.35	27.88	-165.47	-52.08	0.00										
Put	41.00	6/21/2008	567.96	410.02	202.08	27.80	-164.60	-51.71	0.00										
Put	42.00	6/21/2008	586.28	423.07	213.60	27.57	-167.38	-53.17	0.00										
Put	43.00	6/21/2008	579.31	413.49	203.51	27.65	-165.02	-51.96	0.00										
Put	44.00	6/21/2008	583.00	414.03	203.63	27.58	-165.01	-51.99	0.00										
Put	45.00	6/21/2008	592.11	423.99	213.71	27.57	-167.39	-53.18	0.00										
Put	46.00	6/21/2008	594.39	424.22	213.73	27.57	-167.39	-53.18	0.00										
Put	47.00	6/21/2008	594.73	424.23	213.73	27.57	-167.39	-53.18	0.00										
Put	48.00	6/21/2008	594.92	424.24	213.74	27.57	-167.39	-53.18	0.00										
Put	49.00	6/21/2008	595.08	424.24	213.74	27.57	-167.39	-53.18	0.00										
Put	50.00	6/21/2008	595.06	424.24	213.74	27.57	-167.39	-53.18	0.00										
Put	55.00	6/21/2008	595.08	424.24	213.74	27.57	-167.39	-53.18	0.00										
Put	60.00	6/21/2008	595.03	424.23	213.73	27.57	-167.39	-53.18	0.00										
Put	65.00	6/21/2008	594.99	424.23	213.73	27.57	-167.39	-53.18	0.00										
Put	70.00	6/21/2008	594.96	424.22	213.73	27.57	-167.39	-53.18	0.00										
Put	2.50	7/19/2008	2.66	2.04	1.20	0.37	-0.85	-0.21	0.00										
Put	5.00	7/19/2008	2.36	1.90	1.22	0.48	-0.85	-0.18	0.00										
Put	7.50	7/19/2008	0.45	-0.20	-1.27	-2.50	-4.99	-1.21	0.00										
Put	10.00	7/19/2008	21.40	16.85	9.86	2.45	-8.83	-2.07	0.00										
Put	12.50	7/19/2008	26.26	19.98	12.68	4.64	-14.35	-3.16	0.00										
Put	15.00	7/19/2008	42.37	32.84	21.14	7.31	-21.67	-5.01	0.00										

Exhibit 4
Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or Before		6/16/08 to										9/12/08 to		Closing Price on 9/15/08**						
			6/6/08	6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08	9/11/08		9/14/08	9/15/08				
Put	17.50	7/19/2008	62.89	48.98	31.42	10.98	-30.95	-7.30	0.00														
Put	20.00	7/19/2008	92.86	73.50	47.06	15.87	-43.16	-10.47	0.00														
Put	22.50	7/19/2008	134.69	107.24	67.53	20.90	-58.79	-14.75	0.00														
Put	24.00	7/19/2008				23.24	-69.80	-17.95	0.00														
Put	25.00	7/19/2008	189.73	152.16	93.49	26.38	-77.70	-20.37	0.00														
Put	26.00	7/19/2008				27.24	-86.30	-23.00	0.00														
Put	27.00	7/19/2008	239.90	192.86	114.83	28.93	-95.42	-25.88	0.00														
Put	28.00	7/19/2008	265.68	213.26	124.35	28.54	-104.29	-28.90	0.00														
Put	29.00	7/19/2008	290.86	232.59	132.19	26.71	-114.34	-32.09	0.00														
Put	30.00	7/19/2008	319.51	255.01	142.84	27.56	-124.71	-35.27	0.00														
Put	31.00	7/19/2008	342.02	270.84	146.87	22.47	-134.85	-38.50	0.00														
Put	32.00	7/19/2008	365.16	287.16	151.04	19.11	-143.18	-41.75	0.00														
Put	33.00	7/19/2008	398.09	312.95	165.85	26.32	-140.97	-44.34	0.00														
Put	34.00	7/19/2008	420.76	328.19	171.44	25.32	-146.20	-46.91	0.00														
Put	35.00	7/19/2008	443.52	343.66	176.89	24.02	-149.90	-49.06	0.00														
Put	36.00	7/19/2008	468.73	361.43	187.34	30.45	-145.83	-43.49	0.00														
Put	37.00	7/19/2008	486.64	371.76	191.07	30.22	-148.40	-44.57	0.00														
Put	38.00	7/19/2008	503.16	381.30	193.76	29.77	-147.26	-44.32	0.00														
Put	39.00	7/19/2008	517.60	388.81	197.36	29.36	-146.23	-44.10	0.00														
Put	40.00	7/19/2008	531.29	395.59	198.92	29.57	-154.00	-47.00	0.00														
Put	41.00	7/19/2008	539.29	397.93	199.63	29.00	-148.05	-44.96	0.00														
Put	42.00	7/19/2008	548.98	402.94	201.64	28.81	-148.49	-45.20	0.00														
Put	43.00	7/19/2008	560.19	406.97	203.96	28.90	-152.16	-46.58	0.00														
Put	44.00	7/19/2008	568.05	409.08	203.12	28.85	-154.29	-47.43	0.00														
Put	45.00	7/19/2008	571.43	408.98	204.06	28.62	-152.77	-46.93	0.00														
Put	46.00	7/19/2008	571.56	410.08	203.14	28.50	-153.04	-47.09	0.00														
Put	47.00	7/19/2008	574.78	411.17	203.20	28.40	-153.28	-47.23	0.00														
Put	48.00	7/19/2008	577.82	413.45	205.22	28.35	-154.34	-47.66	0.00														
Put	49.00	7/19/2008	581.05	415.16	206.27	28.26	-154.54	-47.77	0.00														
Put	50.00	7/19/2008	582.62	413.63	203.55	28.33	-157.43	-48.87	0.00														
Put	55.00	7/19/2008	584.68	416.22	206.48	28.02	-158.03	-49.23	0.00														
Put	60.00	7/19/2008	582.73	414.29	204.69	27.74	-157.60	-49.18	0.00														
Put	65.00	7/19/2008	578.82	413.29	205.54	27.51	-157.17	-49.10	0.00														
Put	70.00	7/19/2008	579.05	413.30	205.57	27.38	-157.47	-49.27	0.00														
Put	75.00	7/19/2008	577.69	411.78	204.07	27.27	-157.70	-49.40	0.00														
Put	80.00	7/19/2008	579.32	413.29	205.60	27.18	-157.89	-49.51	0.00														
Put	85.00	7/19/2008	579.40	413.27	205.60	27.10	-158.04	-49.60	0.00														
Put	90.00	7/19/2008	578.71	412.51	204.86	27.03	-158.17	-49.67	0.00														
Put	95.00	7/19/2008	578.74	412.48	204.86	26.97	-158.27	-49.74	0.00														
Put	2.50	9/20/2008						7.01		7.02		7.02		7.03		6.97		6.79	106.09	101.60	99.37	0.00	233.00
Put	4.00	9/20/2008																		190.19	179.23	0.00	382.50
Put	5.00	9/20/2008						106.98		107.41		107.10		107.68		104.17		91.91	292.31	219.60	202.78	0.00	482.50
Put	6.00	9/20/2008																		234.66	213.61	0.00	580.00
Put	7.50	9/20/2008						268.43		269.58		268.73		270.46		259.24		212.06	425.76	247.89	221.63	0.00	732.50
Put	9.00	9/20/2008																		249.19	222.04	0.00	879.00
Put	10.00	9/20/2008						383.91		387.80		384.45		390.56		351.88		209.23	415.11	239.91	216.05	0.00	982.50
Put	11.00	9/20/2008																		242.56	217.88	0.00	1,080.00
Put	12.00	9/20/2008																		244.42	219.12	0.00	1,182.50
Put	12.50	9/20/2008																		25.55			
Put	13.00	9/20/2008						626.15		635.33		627.62		642.31		549.09		294.67	499.48	249.55	222.12	0.00	1,285.00
Put	14.00	9/20/2008						687.38		698.99		689.15		708.06		590.92		299.50	503.45	249.57	222.12	0.00	1,380.00
Put	15.00	9/20/2008						745.48		759.90		747.49		771.18		628.00		302.31	505.66	249.58	222.12	0.00	1,482.50
Put	16.00	9/20/2008						801.68		819.18		803.89		832.76		662.72		304.09	507.00	249.58	222.12	0.00	1,580.00
Put	17.00	9/20/2008						851.41		872.19		853.73		887.88		691.23		304.94	507.60	249.58	222.12	0.00	1,680.00
Put	18.00	9/20/2008						894.23		918.40		896.61		936.10		714.10		305.34	507.87	249.58	222.12	0.00	1,782.50
Put	19.00	9/20/2008						926.30		953.71		928.61		972.79		728.38		305.48	507.95	249.58	222.12	0.00	1,882.50
Put	20.00	9/20/2008						953.59		983.97		955.83		1004.38		742.93		305.61	508.03	249.58	222.12	0.00	1,982.50
Put	21.00	9/20/2008						973.64		1006.76		976.18		1028.62		752.93		305.66	508.06	249.58	222.12	0.00	2,080.00

Exhibit 4

Inflation/Deflation for Exchange-Traded Options on Lehman Brothers Common Stock
Inflation/Deflation Per Option (One Hundred Shares of Common Stock Underlying Each Option)*

Call/Put	Exercise Price	Expiration	On or Before 6/6/08	6/16/08 to										9/12/08 to		Closing Price on 9/15/08**				
				6/9/08	6/10/08	6/11/08	6/12/08	6/13/08	9/2/08	9/3/08	9/4/08	9/5/08	9/8/08	9/9/08	9/10/08		9/11/08	9/14/08	9/15/08	
Put	11.00	4/18/2009															218.82	196.82	0.00	1,079.00
Put	12.00	4/18/2009															233.37	210.11	0.00	1,179.00
Put	13.00	4/18/2009							422.62	433.01	423.67	439.45	350.88	170.27	341.14	199.12	180.56	0.00	1,279.00	
Put	14.00	4/18/2009							462.54	474.33	463.73	481.61	381.59	181.49	357.56	206.13	186.60	0.00	1,379.00	
Put	15.00	4/18/2009							505.44	518.67	506.74	526.78	415.01	195.94	398.03	237.99	213.60	0.00	1,479.00	
Put	16.00	4/18/2009							541.25	556.00	542.70	564.97	441.38	202.45	386.64	217.75	196.51	0.00	1,579.00	
Put	17.00	4/18/2009							579.50	595.80	581.05	605.64	469.62	211.72	399.17	222.39	200.43	0.00	1,679.00	
Put	18.00	4/18/2009							618.03	635.92	619.72	646.61	498.29	221.62	411.86	226.93	204.23	0.00	1,779.00	
Put	19.00	4/18/2009							650.46	669.93	652.24	681.56	520.80	226.85	417.95	228.77	205.73	0.00	1,879.00	
Put	20.00	4/18/2009							685.50	706.63	687.36	718.96	545.65	233.80	426.30	231.44	207.94	0.00	1,979.00	
Put	25.00	4/18/2009							838.47	867.54	840.98	883.69	652.99	267.73	467.15	243.08	217.34	0.00	2,479.00	
Put	30.00	4/18/2009							927.72	962.96	930.49	981.67	709.86	280.84	481.08	245.87	219.46	0.00	2,979.00	
Put	35.00	4/18/2009							993.87	1033.66	997.41	1054.80	759.64	304.63	507.19	249.57	222.11	0.00	3,479.00	
Put	2.50	1/16/2010	55.11	54.28	53.14	51.88	50.24	51.32	51.66	52.59	51.79	52.98	45.33	27.47	86.71	64.61	60.52	0.00	237.50	
Put	5.00	1/16/2010	135.99	133.43	129.90	126.36	121.13	124.51	125.59	127.99	125.80	129.27	109.08	63.64	179.06	129.05	118.33	0.00	480.00	
Put	7.50	1/16/2010	226.20	221.15	213.98	206.67	196.37	202.74	204.91	209.23	205.33	211.72	175.41	97.48	263.59	185.38	170.85	0.00	732.50	
Put	10.00	1/16/2010	328.05	319.60	307.74	295.51	278.49	288.41	291.96	298.55	292.59	302.53	246.88	133.07	324.28	218.24	197.74	0.00	985.00	
Put	12.50	1/16/2010	424.20	411.75	393.95	376.32	351.71	365.70	370.84	380.04	371.70	385.59	308.05	155.33	317.26	187.41	170.25	0.00	1,229.00	
Put	15.00	1/16/2010	527.49	510.52	486.19	462.12	429.34	447.81	454.81	466.84	455.92	474.05	372.86	181.99	358.05	205.47	185.92	0.00	1,487.50	
Put	17.50	1/16/2010	633.04	611.05	579.51	548.43	506.97	530.37	539.47	554.55	540.84	563.54	436.42	206.81	393.49	219.71	198.09	0.00	1,735.00	
Put	20.00	1/16/2010	731.20	703.86	664.51	625.81	575.15	603.72	615.10	633.27	616.68	643.85	492.54	227.22	420.50	229.31	206.14	0.00	1,982.50	
Put	22.50	1/16/2010	825.68	792.52	744.82	697.97	638.07	671.99	685.81	707.24	687.79	719.73	541.59	242.09	438.59	234.93	210.75	0.00	2,229.00	
Put	25.00	1/16/2010	916.94	877.64	821.06	765.68	696.36	735.89	752.34	776.80	754.58	790.30	590.35	257.69	457.71	240.44	215.21	0.00	2,479.00	
Put	30.00	1/16/2010	1065.53	1013.02	937.42	863.83	774.66	825.33	847.11	876.86	849.54	892.92	653.03	273.28	474.21	244.23	218.18	0.00	2,990.00	
Put	35.00	1/16/2010	1178.49	1112.15	1016.77	925.55	819.11	881.45	908.74	942.67	911.28	960.98	693.38	281.29	482.17	245.74	219.32	0.00	3,479.00	
Put	40.00	1/16/2010	1270.83	1190.60	1076.21	968.20	847.37	920.52	952.95	990.37	956.39	1011.68	723.03	287.84	488.94	246.98	220.26	0.00	3,985.00	
Put	45.00	1/16/2010	1334.73	1241.07	1108.72	985.82	849.44	931.66	968.51	1007.71	972.37	1026.01	745.45	302.17	504.92	249.41	222.02	0.00	4,485.00	
Put	50.00	1/16/2010	1330.46	1224.35	1076.47	942.22	797.89	887.27	928.05	965.32	933.47	982.10	726.48	298.32	501.15	248.94	221.70	0.00	4,979.00	
Put	55.00	1/16/2010	1339.79	1221.87	1061.57	915.99	759.68	850.15	894.36	931.95	900.34	948.54	702.82	273.57	470.47	241.44	215.74	0.00	5,479.00	
Put	60.00	1/16/2010	1358.68	1230.41	1060.11	907.12	748.10	841.75	887.48	924.87	892.96	941.52	694.06	267.89	462.61	238.69	213.44	0.00	5,979.00	
Put	65.00	1/16/2010	1404.70	1267.56	1092.03	935.86	773.90	864.07	907.97	945.15	913.37	961.69	718.51	295.14	497.68	248.21	221.14	0.00	6,479.00	
Put	70.00	1/16/2010	1390.17	1246.79	1066.54	909.00	745.19	835.87	875.97	912.96	881.44	929.33	678.18	259.61	450.70	234.09	209.53	0.00	6,979.00	
Put	75.00	1/16/2010	1396.12	1244.36	1063.57	907.22	743.11	833.48	873.54	910.34	878.82	926.68	683.03	265.04	458.31	236.64	211.66	0.00	7,479.00	
Put	80.00	1/16/2010	1387.11	1233.62	1054.24	898.33	735.71	825.37	868.97	905.59	874.21	921.83	679.41	257.58	447.16	232.41	208.06	0.00	7,979.00	
Put	90.00	1/16/2010	1397.69	1249.41	1069.60	914.68	752.55	842.47	886.42	922.67	891.58	938.72	698.78	288.46	448.87	246.14	219.49	0.00	8,979.00	
Put	100.00	1/16/2010	1384.53	1238.02	1058.94	905.06	744.27	833.54	877.27	913.18	882.35	929.06	691.59	285.94	486.76	245.19	218.70	0.00	9,979.00	

** Closing price on September 15, 2008 is the mid-point of the closing bid price and closing ask price on September 15, 2008, where applicable.

* Blanks on any date or in any time period reflects that the Option did not exist on that date or in that time period.

Appendix E

Type of Security	Estimated Average Recovery Per Damaged Security	Estimated Average Cost Per Damaged Security
Common Stock	\$0.03	\$0.01
Options*	\$2.56	\$0.90
Common Stock Offering	\$0.03	\$0.01
Senior Unsecured Notes Offerings**	\$1.83	\$0.64
Subordinated Notes Offerings**	\$1.95	\$0.68
Preferred Stock Offerings	\$0.20	\$0.07
Principal Protection Notes (PPN) Offerings**	\$1.83	\$0.64

* Per Option Contract representing 100 shares.

** The estimated recovery amounts and costs are based upon \$1000 face value of notes.

Must be
Postmarked
No Later Than
April 17, 2014

In re Lehman Brothers Equity/
Debt Securities Litigation - EY Settlement
c/o GCG
PO Box 10025
Dublin, OH 43017-6625
1-888-499-2911

LMN



Claim Number:

Control Number:

PROOF OF CLAIM

YOU MUST SUBMIT A PROOF OF CLAIM TO THE ADDRESS ABOVE POSTMARKED NO LATER THAN APRIL 17, 2014 TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT WITH ERNST & YOUNG LLP.

PLEASE NOTE: IF YOU PREVIOUSLY SUBMITTED A VALID PROOF OF CLAIM IN CONNECTION WITH THE PRIOR SETTLEMENT IN THIS ACTION WITH CERTAIN LEHMAN DIRECTORS AND OFFICERS (THE “D&O SETTLEMENT”) OR THE PRIOR SETTLEMENTS IN THIS ACTION WITH CERTAIN UNDERWRITER DEFENDANTS (THE “UW SETTLEMENTS”), YOU SHOULD NOT SUBMIT ANOTHER PROOF OF CLAIM. YOUR PREVIOUSLY SUBMITTED PROOF OF CLAIM WILL BE PROCESSED IN CONNECTION WITH THE SETTLEMENT WITH ERNST & YOUNG LLP. IF YOU ARE UNSURE ABOUT WHETHER OR NOT YOU SUBMITTED A VALID CLAIM FORM IN CONNECTION WITH THE D&O SETTLEMENT OR UW SETTLEMENTS, PLEASE CONTACT THE GARDEN CITY GROUP, INC. AT P.O. BOX 10025, DUBLIN, OH 43017-6625 OR BY CALLING 1-888-499-2911.

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

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



SECTION A - CLAIMANT IDENTIFICATION

Claimant or Representative Contact Information:

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

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

[Grid for Claimant Name(s)]

Street Address:

[Grid for Street Address]

City: **Last 4 digits of Claimant SSN/TIN:¹**

[Grid for City and Last 4 digits of Claimant SSN/TIN]

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

[Grid for State, Zip Code, and Country]

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

[Grid for Name of the Person to Contact]

Daytime Telephone Number: **Evening Telephone Number:**

[Grid for Daytime and Evening Telephone Numbers]

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

[Grid for Email Address]

IF YOU FAIL TO SUBMIT A COMPLETE CLAIM BY APRIL 17, 2014, YOUR CLAIM IS SUBJECT TO REJECTION OR YOUR PAYMENT MAY BE DELAYED.

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

To view GCG's Privacy Notice, please visit <http://www.gcginc.com/pages/privacy-policy.php>

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



SECTION B - GENERAL INSTRUCTIONS

A. It is important that you completely read and understand the Notice of Pendency of Class Action and Proposed Settlement with Defendant Ernst & Young LLP, Settlement Fairness Hearing and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that accompanies this Proof of Claim Form ("Proof of Claim" or "Claim Form"), and the Plan of Allocation included in the Notice. The Notice and the Plan of Allocation set forth in the Notice describe (i) the proposed settlement that will resolve the class action lawsuit *In re Lehman Brothers Equity/Debt Securities Litigation*, No. 08-CV-5523-LAK (S.D.N.Y.) (the "Action") against Ernst & Young LLP ("EY"), Lehman Brothers Holdings Inc.'s auditor during the relevant time period (the "Settlement"), (ii) how class members are affected by the Settlement, and (iii) the manner in which the Net Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, or if you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you will be certifying that you have read the Notice, including the terms of the release described therein and provided for herein.

B. TO BE ELIGIBLE TO RECEIVE A DISTRIBUTION FROM THE NET SETTLEMENT FUND CREATED BY THE SETTLEMENT, YOU MUST MAIL YOUR COMPLETED AND SIGNED CLAIM FORM TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED NO LATER THAN APRIL 17, 2014, ADDRESSED AS FOLLOWS:

In re Lehman Brothers Equity/Debt Securities Litigation - EY Settlement
c/o GCG
P.O. Box 10025
Dublin, OH 43017-6625

PLEASE DO NOT SUBMIT A CLAIM FORM FOR THE SETTLEMENT WITH EY IF YOU PREVIOUSLY SUBMITTED A VALID CLAIM FORM IN CONNECTION WITH THE D&O SETTLEMENT OR UW SETTLEMENTS. YOUR PREVIOUSLY SUBMITTED CLAIM FORM WILL BE PROCESSED IN CONNECTION WITH THIS SETTLEMENT.

Please be sure to include all of your transactions in the Lehman Securities listed in the transaction sections of this Claim Form.

C. This Proof of Claim is directed to the following settlement class (the "Settlement Class"):

All investors who (a) purchased or otherwise acquired Lehman Securities identified in Appendix A to the Notice, (b) purchased or otherwise acquired Lehman Structured Notes identified in Appendix B to the Notice, and/or (c) purchased or otherwise acquired Lehman common stock or call options and/or sold Lehman put options between June 12, 2007 and September 15, 2008, through and inclusive (the "Settlement Class Period"). Excluded from the Settlement Class are: (i) the named defendants in the Complaint, (ii) Lehman, (iii) the executive officers and directors of each Defendant or Lehman, (iv) any entity in which any Defendant or Lehman have or had a controlling interest, (v) members of any Defendant's immediate families, (vi) the plaintiffs named in the actions listed on Appendix C to the Notice (the "Individual Actions") who do not request removal from the excluded list in accordance with the Notice (the "Individual Action Plaintiffs"), (vii) any person or entity that has (a) litigated claims in any forum against EY arising out of the purchase of Lehman Securities during any portion of the Settlement Class Period and received a judgment, or (b) settled and released claims against EY arising out of the purchases of Lehman Securities during any portion of the Settlement Class Period (as identified on a confidential exhibit that will be produced by EY on a confidential basis to the Claims Administrator, but shall not be provided to Co-Lead Counsel or Lead Plaintiffs or to any other person or entity), and (viii) the legal representatives, heirs, successors or assigns of any such excluded party. Also excluded from the Settlement Class are any persons or entities who exclude themselves by filing a timely request for exclusion in accordance with the requirements set forth in the Notice.

D. IF YOU ARE NOT A MEMBER OF THE SETTLEMENT CLASS DESCRIBED ABOVE, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, SUBMITTED A REQUEST FOR EXCLUSION FROM THE SETTLEMENT CLASS, DO NOT SUBMIT A CLAIM FORM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A MEMBER OF THE SETTLEMENT CLASS (AS DESCRIBED ABOVE). THUS, IF YOU REQUEST EXCLUSION AND ARE EXCLUDED FROM THE SETTLEMENT CLASS, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED WITH RESPECT TO THE SETTLEMENT.

E. All Settlement Class Members will be bound by the terms of the Judgment entered in the Action in connection with the Settlement WHETHER OR NOT A CLAIM FORM IS SUBMITTED, unless a valid request for exclusion from the Settlement Class is received by March 25, 2014. The Judgment in connection with the Settlement will release and enjoin the filing or continued prosecution of the Settled Claims (defined in paragraph 1(kk) of the Stipulation of Settlement and Release dated November 20, 2013 (the "Stipulation")) against EY and certain parties related to EY (*i.e.*, the "Released Parties" as set forth in paragraph 1(ii) of the Stipulation).

F. Submission of this Claim Form does not guarantee that you will share in the proceeds of the Settlement. Distribution of the Net Settlement Fund will be governed by the Plan of Allocation for the Settlement (as set forth in the Notice), if it is approved by the Court, or by such other plan of allocation as the Court approves.

**SECTION B - GENERAL INSTRUCTIONS (CONTINUED)**

G. Use Sections C through G of this Claim Form to supply all required details of your transaction(s) in the Lehman securities covered by the Settlement (the "Lehman Securities"). On the schedules provided, please provide all of the information requested below with respect to all of your holdings, purchases, other acquisitions and sales of the Lehman Securities, whether such transactions resulted in a profit or a loss. Failure to report all transactions during the requested periods may result in the rejection of your claim.

H. You are required to submit genuine and sufficient documentation for all your transaction(s) in and holdings of the Lehman Securities set forth in the Schedules of Transactions in Sections C through G of this Claim Form. Documentation may consist of copies of brokerage confirmations or monthly statements. The Settling Parties and the Claims Administrator do not independently have information about your investments in Lehman Securities. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR COULD RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.** Please keep a copy of all documents that you send to the Claims Administrator.

I. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

J. All joint beneficial owners must each sign this Claim Form. If you purchased or acquired Lehman Securities in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or acquired Lehman Securities and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner.

K. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Lehman Securities; and
- (c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)

L. By submitting a signed Claim Form, you will be swearing that you:
(a) own(ed) the Lehman Securities you have listed in the Claim Form; or
(b) are expressly authorized to act on behalf of the owner thereof.

M. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

N. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, GCG, at the above address or by toll-free phone at 1-888-499-2911, or you may download the documents from www.LehmanSecuritiesLitigationSettlement.com.



SECTION C - SCHEDULE OF TRANSACTIONS IN COMMON STOCK

Failure to provide proof of all beginning holdings, purchases or acquisitions, sales, and ending holdings information for Lehman common stock as requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form.

1. **BEGINNING HOLDINGS:** State the number of shares of common stock you held as of the opening of trading on **June 12, 2007**. If none, write "zero" or "0". (Must be documented.)

Shares									

2. **PURCHASES/ACQUISITIONS:** Separately list each and every purchase and/or acquisition, including free receipts, of common stock during the period **June 12, 2007** through and including the close of trading on **October 28, 2008** (must be documented).

IF NONE, CHECK HERE:

Date(s) of Purchase or Acquisition (List Chronologically) (Month/Day /Year)	Number of Shares Purchased/Acquired	Purchase Price Per Share	Aggregate Cost (excluding commissions, taxes, and fees)	Please Check the Box if this Transaction was the Result of the Exercise/ Assignment of an Option
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>

3. **SALES:** Separately list each and every sale, including free deliveries, of common stock during the period **June 12, 2007** through and including the close of trading on **October 28, 2008** (must be documented).

IF NONE, CHECK HERE:

Date(s) of Sale (List Chronologically) (Month/Day /Year)	Number of Shares Sold	Sale Price Per Share	Amount Received (excluding commissions, taxes, and fees)	Please Check the Box if this Transaction was the Result of the Exercise/ Assignment of an Option
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>
/ /		.	.	<input type="checkbox"/>

4. **ENDING HOLDINGS:** State the number of shares of common stock you held as of the close of trading on **October 28, 2008**. If none, write "zero" or "0". (Must be documented.)

Shares									

Please note: Information requested with respect to your purchases/acquisitions of Lehman Securities from September 16, 2008 through and including October 28, 2008 is needed in order to balance your claim; purchases/acquisitions during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation for the Settlement.

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



SECTION D - SCHEDULE OF TRANSACTIONS IN PREFERRED STOCK

Failure to provide proof of all beginning holdings, purchases or acquisitions, sales, and ending holdings information for Lehman preferred stock as requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form.

Code	Preferred Security Description	Initial Offering Date	CUSIP Number
P1	7.95% Non-Cumulative Perpetual Preferred Stock, Series J (the "Series J Shares")	February 5, 2008 (the "Series J Offering")	52520W317
P2	7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series P (the "Series P Shares")	April 4, 2008 (the "Series P Offering")	52523J453
P3	8.75% Non-Cumulative Mandatory Convertible Preferred Stock, Series Q (the "Series Q Shares")	June 12, 2008 (the "Series Q Offering")	52520W218

1. **PURCHASES/ACQUISITIONS:** Separately list each and every purchase and/or acquisition, including free receipts, of preferred stock during the period from the opening of trading on the **relevant initial offering dates listed above** through and including the close of trading on **October 28, 2008** (must be documented).

IF NONE, CHECK HERE:

Insert Code Indicated Above	Date(s) of Purchase or Acquisition (List Chronologically) (Month/Day /Year)	Number of Shares Purchased/Acquired	Purchase Price Per Share	Amount Received (excluding commissions, taxes, and fees)
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	

Please note: Information requested with respect to your purchases/acquisitions of Lehman Securities from September 16, 2008 through and including October 28, 2008 is needed in order to balance your claim; purchases/acquisitions during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation for the Settlement.

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



SECTION D - SCHEDULE OF TRANSACTIONS IN PREFERRED STOCK (CONTINUED)

Failure to provide proof of all beginning holdings, purchases or acquisitions, sales, and ending holdings information for Lehman preferred stock as requested below will impede proper processing of your claim and may result in the rejection of your claim. Please include proper documentation with your Claim Form.

2. **SALES:** Separately list each and every sale, including free deliveries, of preferred stock during the period from the opening of trading on the **relevant initial offering dates listed above** through and including the close of trading on **October 28, 2008** (must be documented).

IF NONE, CHECK HERE:

Insert Code Indicated Above	Date(s) of Sale (List Chronologically) (Month/Day /Year)	Number of Shares Sold	Sale Price Per Share	Amount Received (excluding commissions, taxes, and fees)
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
	/ /		.	
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3. **ENDING HOLDINGS:** State the number of shares of preferred stock you held as of the close of trading on **October 28, 2008**. If none, write “zero” or “0”. (Must be documented.)

Insert Code Indicated Above	Number of Shares Held

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

SECTION E - SCHEDULE OF TRANSACTIONS IN SENIOR UNSECURED NOTES AND SUBORDINATED NOTES (CONTINUED)



- 2. SALES: Below please list (in chronological order) all sales of Senior Unsecured Notes and Subordinated Notes listed on pages 14-16 through the close of trading on **October 28, 2008** (must be documented):

Insert Code Indicated on Pages 14-16	Date(s) of Sale (List Chronologically) (Month/Day/Year)	Principal Amount	Sale Price per Unit Sold	Amount Received (excluding commissions, taxes, and fees)
	/ /			
	/ /			
	/ /			
	/ /			
	/ /			
	/ /			
	/ /			

- 3. ENDING HOLDINGS: State the principal amount of Senior Unsecured Notes and Subordinated Notes you held as of the close of trading on **October 28, 2008**. If none, write "zero" or "0". (Must be documented.)

Insert Code Indicated on Pages 14-16	Principal Amount

Insert Code Indicated on Pages 14-16	Principal Amount

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

SECTION F - SCHEDULE OF TRANSACTIONS IN CALL OPTIONS



1. **BEGINNING HOLDINGS:** At the opening of trading on **June 12, 2007**, I owned the following call option contracts (must be documented):

Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 04/08 \$40)	Purchase Price Per Contract	Amount Paid	Insert an "E" if Exercised or an "X" if Expired	Exercise Date (Month/Day/Year)
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /
	/ /	.	.		/ /

2. **PURCHASES:** I made the following purchases of call option contracts between **June 12, 2007** and **September 15, 2008**, inclusive (must be documented):

Date of Purchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 04/08 \$40)	Purchase Price Per Contract	Amount Paid	Insert an "E" if Exercised or an "X" if Expired	Exercise Date (Month/Day/Year)
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /
/ /		/ /	.	.		/ /

3. **SALES:** I made the following sales of the above call option contracts which call option contracts were purchased between **June 12, 2007** and **September 15, 2008, inclusive (include all such sales no matter when they occurred)** (must be documented):

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 04/08 \$40)	Sale Price Per Contract	Amount Received (excluding commissions, taxes, and fees)
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.
/ /		/ /	.	.

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

SECTION G - SCHEDULE OF TRANSACTIONS IN PUT OPTIONS



1. **BEGINNING HOLDINGS:** At the opening of trading on **June 12, 2007**, I was obligated on the following put option contracts (must be documented):

Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 04/08 \$40)	Sale Price Per Contract	Amount Received (excluding commissions, taxes, and fees)	Insert an "A" if Assigned or an "X" if Expired	Assign Date (Month/Day/Year)
/	/	.	.	.	/
/	/	.	.	.	/
/	/	.	.	.	/

2. **SALES (WRITING) OF PUT OPTIONS:** I wrote (sold) put option contracts between **June 12, 2007** and **September 15, 2008**, inclusive, as follows (must be documented):

Date of Writing (Sale) (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 04/08 \$40)	Sale Price Per Contract	Amount Received	Insert an "A" if Assigned or an "X" if Expired	Assign Date (Month/Day/Year)
/	/	/	.	.	.	/
/	/	/	.	.	.	/
/	/	/	.	.	.	/

3. **COVERING TRANSACTIONS (REPURCHASES):** I made the following repurchases of the above put option contracts that I wrote (sold) on or before **September 15, 2008**, inclusive (include all repurchases no matter when they occurred) (must be documented):

Date of Repurchase (List Chronologically) (Month/Day/Year)	Number of Contracts	Expiration Month and Year & Strike Price of Options (i.e. 04/08 \$40)	Price Paid Per Contract	Aggregate Cost (excluding commissions, taxes, and fees)
/	/	/	.	.
/	/	/	.	.
/	/	/	.	.

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

**SECTION H – RELEASE OF CLAIMS AND SIGNATURE**

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON THE NEXT PAGE.

I (we) hereby acknowledge that as of the Effective Date of the Settlement, pursuant to the terms set forth in the Stipulation for the Settlement, I (we) shall be deemed to have, and by operation of law and the Judgment shall have fully, finally and forever compromised, settled, released, resolved, relinquished, waived, discharged and dismissed each and every Settled Claim (as defined in the Stipulation), and shall forever be enjoined from prosecuting any or all of the Settled Claims against any of the Released Parties (as that term is defined in the Stipulation).

SECTION I – CERTIFICATION

By signing and submitting this Claim Form, the Claimant(s) or the person(s) who represents the Claimant(s) certifies, as follows:

1. that I (we) have read the Notice, the Plan of Allocation and the Claim Form, including the releases provided for in the Settlement;
2. that the Claimant(s) is (are) members of the Settlement Class, as defined in the Notice, and is (are) not one of the individuals or entities excluded from the Settlement Class (as set forth in the Notice and above in Section B, paragraph C);
3. that the Claimant(s) has (have) not submitted a request for exclusion from the Settlement Class;
4. that the Claimant(s) owns (ed) the Lehman Securities identified in the Claim Form and (has) have not assigned the claim against the Released Parties to another, or that, in signing and submitting this Claim Form, the Claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
5. that the Claimant(s) has (have) not submitted any other claim covering the same purchases, acquisitions, sales, or holdings of Lehman Securities and knows of no other person having done so on his/her/its/their behalf;
6. that the Claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Claim Form as the Claims Administrator or the Court may require;
8. that the Claimant(s) waives (waive) the right to trial by jury, to the extent it exists, and agrees (agree) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;
9. that I (we) acknowledge that the Claimant(s) will be bound by and subject to the terms of any judgment that may be entered in the Action; and
10. that the Claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (i) the Claimant(s) is (are) exempt from backup withholding; or (ii) the Claimant(s) has (have) not been notified by the IRS that he/she/it/they is (are) subject to backup withholding as a result of a failure to report all interest or dividends; or (iii) the IRS has notified the Claimant(s) that he/she/it/they is (are) no longer subject to backup withholding. If the IRS has notified the Claimant(s) that he/she/it/they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the Claimant(s) is (are) not subject to backup withholding in the certification above.



SECTION I – CERTIFICATION (CONTINUED)

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

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant, if any

Date

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

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of person signing on behalf of Claimant, if other than an individual, e.g., executor, president, custodian, etc.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED NO LATER THAN APRIL 17, 2014, ADDRESSED AS FOLLOWS:

In re Lehman Brothers Equity/Debt Securities Litigation - EY Settlement
c/o GCG
P.O. Box 10025
Dublin, OH 43017-6625

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by April 17, 2014 and if a postmark is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

If you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, you should not submit another Claim Form as the prior Claim Form will be utilized. If you are unsure about whether you submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, please contact The Garden City Group, Inc. at P.O. Box 10025, Dublin, OH 43017-6625 or by calling 1-888-499-2911.

You should be aware that it will take a significant amount of time to fully process all of the Claim Forms. Please notify the Claims Administrator of any change of address.



LIST OF NOTES
NOTES LISTED BY ISSUE DATE

Code	Security	Issue Date*	Cusip
01	100% Principal Protection Notes Linked to a Global Index Basket	March 30, 2007	52520W564 524908VP2
02	Performance Securities with Partial Protection Linked to a Global Index Basket	March 30, 2007	52520W556 524908VQ0
03	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	April 30, 2007	52517PX63
04	Performance Securities with Partial Protection Linked to a Global Index Basket	April 30, 2007	52520W515
05	100% Principal Protection Notes Linked to a Currency Basket	May 31, 2007	52520W440
06	Medium-Term Notes, Series I	June 15, 2007	52517P2S9
07	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	June 29, 2007	52517P2P5
08	6% Notes Due 2012	July 19, 2007	52517P4C2
09	6.50% Subordinated Notes Due 2017	July 19, 2007	524908R36
10	6.875% Subordinated Notes Due 2037	July 19, 2007	524908R44
11	100% Principal Protected Notes Linked to a Basket Consisting of a Foreign Equity Component and a Currency Component	July 31, 2007	524908K25
12	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	July 31, 2007	52517P3H2
13	Partial Principal Protection Notes Linked to a Basket of Global Indices	August 1, 2007	524908J92
14	Annual Review Notes with Contingent Principal Protection Linked to an Index	August 22, 2007	52517P4Y4
15	Medium-Term Notes, Series I	August 29, 2007	52517P4T5
16	100% Principal Protection Notes Linked to an International Index Basket	August 31, 2007	52522L186
17	100% Principal Protection Notes Linked to a Global Index Basket	August 31, 2007	52522L889
18	6.2% Notes Due 2014	September 26, 2007	52517P5X5
19	7% Notes Due 2027	September 26, 2007	52517P5Y3
20	Performance Securities with Partial Protection Linked to a Global Index Basket	September 28, 2007	52522L244
21	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	September 28, 2007	52517P5K3
22	Medium-Term Notes, Series I, 100% Principal Protection Notes Linked to an Asian Currency Basket	October 31, 2007	52520W341
23	Return Optimization Securities Linked to an Index	October 31, 2007	52522L319
24	Return Optimization Securities Linked to an Index	October 31, 2007	52522L335
25	100% Principal Protection Absolute Return Barrier Notes Linked to the S&P 500® Index	October 31, 2007	52522L293
26	100% Principal Protection Notes Linked to an Asian Currency Basket	November 30, 2007	52520W333
27	Return Optimization Securities with Partial Protection Linked to the S&P 500® Index	November 30, 2007	52522L459
28	Medium-Term Notes, Series I	December 5, 2007	5252M0AU1
29	Medium-Term Notes, Series I	December 7, 2007	5252M0AW7
30	6.75% Subordinated Notes Due 2017	December 21, 2007	5249087M6
31	Medium-Term Notes, Series I	December 28, 2007	5252M0AY3

* The Issue Dates presented in this chart are presented solely for the purpose of identifying the specific security and are not meant to be the first dates on which an investor could have traded in the respective security. If your trade occurs before the Issue Date presented in this chart, such trade will be considered for the purposes of calculating your claim.



LIST OF NOTES
NOTES LISTED BY ISSUE DATE (CONTINUED)

Code	Security	Issue Date*	Cusip
32	Return Optimization Securities with Partial Protection Linked to the S&P 500® Index	December 31, 2007	52522L491
33	5.625% Notes Due 2013	January 22, 2008	5252M0BZ9
34	Medium-Term Notes, Series I	January 30, 2008	5252M0BX4
35	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	January 31, 2008	52517P4N8
36	100% Principal Protection Notes Linked to an Asian Currency Basket	January 31, 2008	52520W325
37	100% Principal Protection Absolute Return Barrier Notes Linked to the S&P 500® Index	January 31, 2008	52522L525
38	Lehman Notes, Series D	February 5, 2008	52519FFE6
39	Autocallable Optimization Securities with Contingent Protection Linked to the S&P 500® Financials Index	February 8, 2008	52522L657
40	Medium-Term Notes, Series I Principal Protected Notes Linked to MarQCuS Portfolio A (USD) Index	February 14, 2008	5252M0DK0
41	Buffered Return Enhanced Notes Linked to the Financial Select Sector SPDR Fund	February 20, 2008	5252M0DH7
42	Medium-Term Notes, Series I	February 27, 2008	5252M0CQ8
43	100% Principal Protection Callable Spread Daily Accrual Notes with Interest Linked to the Spread between the 30-year and the 2-year Swap Rates	February 29, 2008	5252M0CZ8
44	Return Optimization Securities With Partial Protection Notes Linked to the S&P 500® Index	February 29, 2008	52522L574
45	100% Principal Protection Absolute Return Barrier Notes Linked to the Russell 2000® Index	February 29, 2008	52522L566
46	100% Principal Protection Notes Linked to an Asian Currency Basket	February 29, 2008	52523J412
47	Medium-Term Notes, Series I	March 13, 2008	5252M0EH6
48	Return Optimization Securities With Partial Protection Notes Linked to the S&P 500® Index	March 31, 2008	52522L806
49	Return Optimization Securities with Partial Protection Notes Linked to the MSCI EM Index	March 31, 2008	52522L814
50	Bearish Autocallable Optimization Securities with Contingent Protection Linked to the Energy Select Sector SPDR® Fund	March 31, 2008	52522L871
51	100% Principal Protection Absolute Return Barrier Notes Linked to the Russell 2000® Index	March 31, 2008	52522L798
52	Medium-Term Notes, Series I	April 21, 2008	5252M0EY9
53	Medium-Term Notes, Series I	April 21, 2008	5252M0FA0
54	Return Optimization Securities with Partial Protection Linked to a Basket of Global Indices	April 23, 2008	52523J172
55	6.875% Notes Due 2018	April 24, 2008	5252M0FD4
56	Lehman Notes, Series D	April 29, 2008	52519FFM8
57	Buffered Semi-Annual Review Notes Linked to the Financial Select Sector SPDR® Fund	May 7, 2008	5252M0FR3
58	7.50% Subordinated Notes Due 2038	May 9, 2008	5249087N4

* The Issue Dates presented in this chart are presented solely for the purpose of identifying the specific security and are not meant to be the first dates on which an investor could have traded in the respective security. If your trade occurs before the Issue Date presented in this chart, such trade will be considered for the purposes of calculating your claim.



LIST OF NOTES
NOTES LISTED BY ISSUE DATE (CONTINUED)

Code	Security	Issue Date*	Cusip
59	Return Optimization Securities with Partial Protection Linked to the S&P 500® Financials Index	May 15, 2008	52523J206
60	Medium-Term Notes, Series I	May 19, 2008	5252M0FH5
61	Return Optimization Securities with Partial Protection Linked to the S&P 500® Financials Index	May 30, 2008	52523J230
62	Annual Review Notes with Contingent Principal Protection Linked to the S&P 500® Index	June 13, 2008	5252M0GM3
63	Medium-Term Notes, Series I	June 26, 2008	5252M0GN1
64	100% Principal Protection Absolute Return Barrier Notes	June 30, 2008	52523J248
65	100% Principal Protection Absolute Return Barrier Notes	June 30, 2008	52523J255

* The Issue Dates presented in this chart are presented solely for the purpose of identifying the specific security and are not meant to be the first dates on which an investor could have traded in the respective security. If your trade occurs before the Issue Date presented in this chart, such trade will be considered for the purposes of calculating your claim.

CHECKLIST REGARDING PROOF OF CLAIM FORM

1. If you previously submitted a valid Claim Form in connection with the D&O Settlement or UW Settlements, do not submit another Claim Form.
2. Please sign the release and certification on the enclosed Claim Form. If this Claim Form is being made on behalf of joint Claimants, then both must sign.
3. Remember to attach only copies of acceptable supporting documentation.
4. Please do not highlight any portion of the Claim Form or any supporting documents.
5. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
6. Keep copies of the completed Claim Form and documentation for your own records.
7. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 1-888-499-2911.
8. If your address changes in the future, or if the Claim Form was sent to an old or incorrect address, please send the Claims Administrator written notification of your new address. If you change your name, please inform the Claims Administrator.
9. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the below address or at 1-888-499-2911, or visit www.LehmanSecuritiesLitigationSettlement.com.

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
APRIL 17, 2014 AND MUST BE MAILED TO:

**In re Lehman Brothers Equity/
Debt Securities Litigation - EY Settlement
c/o GCG
P.O. Box 10025
Dublin, OH 43017-6625**

EXHIBIT B

AFFIDAVIT

STATE OF TEXAS)
) ss:
CITY AND COUNTY OF DALLAS)

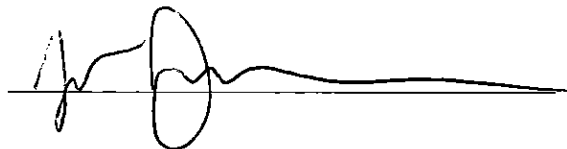
I, Jeb Smith, being duly sworn, depose and say that I am the Advertising Clerk of the Publisher of THE WALL STREET JOURNAL, a daily national newspaper of general circulation throughout the United States, and that the notice attached to this Affidavit has been regularly published in THE WALL STREET JOURNAL for National distribution for

1 insertion(s) on the following date(s):

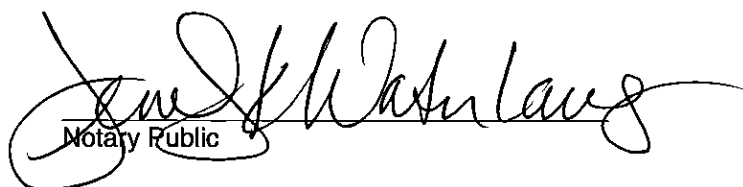
JAN-02-2014;

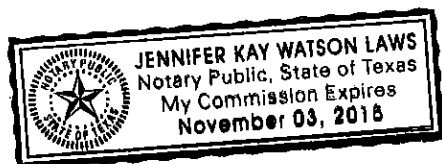
ADVERTISER: LEHMAN BROTHERS SECURITIES AND ERISA LITIGATION;

and that the foregoing statements are true and correct to the best of my knowledge.



Sworn to before me this
2 day of January 2014


Notary Public



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORKIn re LEHMAN BROTHERS SECURITIES AND
ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

ECF CASE

This Document Applies To:

*In re Lehman Brothers Equity/Debt
Securities Litigation*, 08-CV-5523-LAK**SUMMARY NOTICE OF PENDENCY OF CLASS ACTION AND
PROPOSED \$99 MILLION CASH SETTLEMENT WITH DEFENDANT ERNST &
YOUNG LLP, SETTLEMENT FAIRNESS HEARING, AND MOTION FOR
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

TO: ALL INVESTORS WHO (A) PURCHASED OR OTHERWISE ACQUIRED LEHMAN SECURITIES IDENTIFIED IN APPENDIX A TO THE STIPULATION OF SETTLEMENT AND RELEASE WITH ERNST & YOUNG LLP ("EY") DATED NOVEMBER 20, 2013 (THE "STIPULATION"), (B) PURCHASED OR OTHERWISE ACQUIRED LEHMAN STRUCTURED NOTES IDENTIFIED IN APPENDIX B TO THE STIPULATION, AND/OR (C) PURCHASED OR OTHERWISE ACQUIRED LEHMAN COMMON STOCK OR CALL OPTIONS AND/OR SOLD LEHMAN PUT OPTIONS, DURING THE SETTLEMENT CLASS PERIOD OF JUNE 12, 2007 TO SEPTEMBER 15, 2008, THROUGH AND INCLUSIVE (THE "SETTLEMENT CLASS"). CERTAIN PERSONS ARE EXCLUDED FROM THE DEFINITION OF THE SETTLEMENT CLASS, AS SET FORTH IN DETAIL IN THE STIPULATION.

PLEASE READ THIS NOTICE CAREFULLY. YOUR RIGHTS WILL BE AFFECTED BY A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and Order of the United States District Court for the Southern District of New York, that the above-captioned litigation ("Action") has been preliminarily certified as a class action for the purposes of settlement only and that a settlement has been proposed with EY for \$99 million in cash. A hearing will be held before the Honorable Lewis A. Kaplan, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, Courtroom 21B, at 4:30 p.m. on April 15, 2014, to, among other things: determine whether the proposed Settlement should be approved by the Court as fair, reasonable, and adequate; determine whether the proposed Plan of Allocation for distribution of the settlement proceeds should be approved as fair and reasonable; and consider the application of Co-Lead Counsel for an award of attorneys' fees and reimbursement of expenses.

IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS DESCRIBED ABOVE, YOUR RIGHTS WILL BE AFFECTED BY THE PENDING ACTION AND THE SETTLEMENT, AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT FUND. If you have not yet received copies of the full printed Notice for the Settlement, with the attached Claim Form, you may obtain a copy of these documents by contacting the Claims Administrator: *In re Lehman Brothers Equity/Debt Securities Litigation - EY Settlement*, c/o GCG, Claims Administrator, P.O. Box 10025, Dublin, OH 43017-6625, (888) 499-2911. Copies of the Notice for the Settlement and the Claim Form can also be downloaded from the website maintained by the Claims Administrator, www.LehmanSecuritiesLitigationSettlement.com, or from Co-Lead Counsel's websites www.blbglaw.com and www.ktmc.com.

If you previously submitted a valid Claim Form in connection with the prior settlement in this Action with certain Lehman directors and officers (the "D&O Settlement") or the prior settlements in this Action with certain underwriter defendants (the "UW Settlements") it is not necessary to resubmit a Claim Form. Your previously submitted Claim Form will be processed in connection with this Settlement. If you did not previously submit a valid Claim Form in connection with the D&O or UW Settlements and you are a Settlement Class Member, in order to be potentially eligible to share in the distribution of the Net Settlement Fund in connection with this Settlement, you must submit a Claim Form postmarked on or before April 17, 2014.

To exclude yourself from the Settlement Class in the EY Settlement, you must submit a written request for exclusion such that it is received no later than March 25, 2014, in accordance with the instructions set forth in the Notice. Please Note: Submission of a request for exclusion from the settlement class in one or both of the D&O or UW Settlements, or any other settlement, does not automatically exclude you from the Settlement Class in connection with this Settlement. A request for exclusion that does not specify which Settlement Class you are seeking exclusion from, if received after the filing of the Stipulation, will be interpreted as a request for exclusion from the EY Settlement Class. If you are a Settlement Class Member and do not exclude yourself from the Settlement Class, you will be bound by the Judgment entered in the Action, including the releases provided for in the Judgment, whether or not you submit a Claim Form. If you submit a request for exclusion, you will have no right to recover money pursuant to the Settlement and will have to pursue any claims against the defendant independently. Co-Lead Counsel offer no opinion on whether or not you will be able to maintain such claims and recommend that you secure counsel in connection with this decision.

Note that plaintiffs named in the Individual Actions listed on Appendix C to the Stipulation who do not request removal from the excluded list in accordance with Paragraph 34 of the Stipulation and the instructions set forth in the Notice are excluded from the Settlement Class. Such written request for removal must be received by Co-Lead Counsel and EY's Counsel, and filed with the Court, no later than March 25, 2014.

Any objections to the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and reimbursement of expenses, must be filed with the Court and delivered to Co-Lead Counsel for the Settlement Class and counsel for EY such that they are received no later than March 25, 2014, in accordance with the instructions set forth in the Notice.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE. Inquiries, other than requests for the Notice or Claim Form, may be made to Co-Lead Counsel:

David R. Stickney, Esq.
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, CA 92130-3582
(866) 648-2524
www.blbglaw.com

David Kessler, Esq.
KESSLER TOPAZ MELTZER
& CHECK, LLP
280 King of Prussia Road
Radnor, PA 19087
(610) 667-7706
www.ktmc.com

By Order of the Court

EXHIBIT C

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

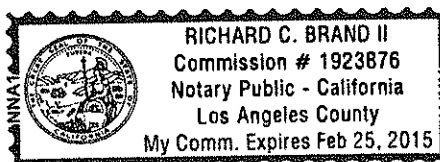
I, Stephan Johnson, for the publisher of Investor's Business Daily, published in the city of Los Angeles, state of California, county of Los Angeles hereby certify that the attached notice for The Garden City Group, Inc. was printed in said publication on the following date:

January 2nd, 2014: LEHMAN BROTHERS SECURITIES AND ERISA LITIGATION

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 2nd day of January, 2014,
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)



L FUND PERFORMANCE

THURSDAY, JANUARY 2, 2014

A7UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORKIn re LEHMAN BROTHERS SECURITIES AND ERISA LITIGATION
This Document Applies To:

Case No. 09-MD-2017 (LAK)

ECF CASE

*In re Lehman Brothers Equity/Debt Securities Litigation, 08-CV-5523-LAK***SUMMARY NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED \$99 MILLION
CASH SETTLEMENT WITH DEFENDANT ERNST & YOUNG LLP, SETTLEMENT FAIRNESS HEARING,
AND MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

TO: ALL INVESTORS WHO (A) PURCHASED OR OTHERWISE ACQUIRED LEHMAN SECURITIES IDENTIFIED IN APPENDIX A TO THE STIPULATION OF SETTLEMENT AND RELEASE WITH ERNST & YOUNG LLP ("EY") DATED NOVEMBER 20, 2013 (THE "STIPULATION"), (B) PURCHASED OR OTHERWISE ACQUIRED LEHMAN STRUCTURED NOTES IDENTIFIED IN APPENDIX B, TO THE STIPULATION, AND/OR (C) PURCHASED OR OTHERWISE ACQUIRED LEHMAN COMMON STOCK OR CALL OPTIONS AND/OR SOLD LEHMAN PUT OPTIONS, DURING THE SETTLEMENT CLASS PERIOD OF JUNE 12, 2007 TO SEPTEMBER 15, 2008, THROUGH AND INCLUSIVE (THE "SETTLEMENT CLASS"). CERTAIN PERSONS ARE EXCLUDED FROM THE DEFINITION OF THE SETTLEMENT CLASS, AS SET FORTH IN DETAIL IN THE STIPULATION.

PLEASE READ THIS NOTICE CAREFULLY. YOUR RIGHTS WILL BE AFFECTED BY A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and Order of the United States District Court for the Southern District of New York, that the above-captioned litigation ("Action") has been preliminarily certified as a class action for the purposes of settlement only and that a settlement has been proposed with EY for \$99 million in cash. A hearing will be held before the Honorable Lewis A. Kaplan, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, Courtroom 21B, at 4:30 p.m. on April 15, 2014, to, among other things: determine whether the proposed Settlement should be approved by the Court as fair, reasonable, and adequate; determine whether the proposed Plan of Allocation for distribution of the settlement proceeds should be approved as fair and reasonable; and consider the application of Co-Lead Counsel for an award of attorneys' fees and reimbursement of expenses.

IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS DESCRIBED ABOVE, YOUR RIGHTS WILL BE AFFECTED BY THE PENDING ACTION AND THE SETTLEMENT, AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT FUND. If you have not yet received copies of the full printed Notice for the Settlement, with the attached Claim Form, you may obtain a copy of these documents by contacting the Claims Administrator: *In re Lehman Brothers Equity/Debt Securities Litigation - EY Settlement*, c/o GCG, Claims Administrator, P.O. Box 10025, Dublin, OH 43017-6625, (888) 499-2911. Copies of the Notice for the Settlement and the Claim Form can also be downloaded from the website maintained by the Claims Administrator, www.LehmanSecuritiesLitigationSettlement.com, or from Co-Lead Counsel's websites www.blbglaw.com and www.ktmc.com.

If you previously submitted a valid Claim Form in connection with the prior settlement in this Action with certain Lehman directors and officers (the "D&O Settlement") or the prior settlements in this Action with certain underwriter defendants (the "UW Settlements") it is not necessary to resubmit a Claim Form. Your previously submitted Claim Form will be processed in connection with this Settlement. If you did not previously submit a valid Claim Form in connection with the D&O or UW Settlements and you are a Settlement Class Member, in order to be potentially eligible to share in the distribution of the Net Settlement Fund in connection with this Settlement, you must submit a Claim Form postmarked on or before April 17, 2014.

To exclude yourself from the Settlement Class in the EY Settlement, you must submit a written request for exclusion such that it is received no later than March 25, 2014, in accordance with the instructions set forth in the Notice. Please Note: Submission of a request for exclusion from the settlement class in one or both of the D&O or UW Settlements, or any other settlement, *does not* automatically exclude you from the Settlement Class in connection with this Settlement. A request for exclusion that does not specify which Settlement Class you are seeking exclusion from, if received after the filing of the Stipulation, will be interpreted as a request for exclusion from the EY Settlement Class. If you are a Settlement Class Member and do not exclude yourself from the Settlement Class, you will be bound by the Judgment entered in the Action, including the releases provided for in the Judgment, whether or not you submit a Claim Form. If you submit a request for exclusion, you will have no right to recover money pursuant to the Settlement and will have to pursue any claims against the defendant independently. Co-Lead Counsel offer no opinion on whether or not you will be able to maintain such claims and recommend that you secure counsel in connection with this decision.

Note that plaintiffs named in the Individual Actions listed on Appendix C to the Stipulation who do not request removal from the excluded list in accordance with Paragraph 34 of the Stipulation and the instructions set forth in the Notice are excluded from the Settlement Class. Such written request for removal must be received by Co-Lead Counsel and EY's Counsel, and filed with the Court, no later than March 25, 2014.

Any objections to the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and reimbursement of expenses, must be filed with the Court and delivered to Co-Lead Counsel for the Settlement Class and counsel for EY such that they are received no later than March 25, 2014, in accordance with the instructions set forth in the Notice.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE. Inquiries, other than requests for the Notice or Claim Form, may be made to Co-Lead Counsel:

David R. Stickney, Esq.
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, CA 92130-3582
(866) 648-2524
www.blbglaw.com

David Kessler, Esq.
KESSLER TOPAZ MELTZER
& CHECK, LLP
280 King of Prussia Road
Radnor, PA 19087
(610) 667-7706
www.ktmc.com

By Order of the Court

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

**SCHEDULE OF PLAINTIFFS' COUNSEL'S LODESTAR AND EXPENSES
 IN CONNECTION WITH THE EY SETTLEMENT**

TAB	FIRM	HOURS	LODESTAR	EXPENSES
2-A	Bernstein Litowitz Berger & Grossmann LLP	48,384.89	\$19,973,073.35	\$3,435,678.90
2-B	Kessler Topaz Meltzer & Check, LLP	28,664.21	\$11,888,538.76	\$811,396.15
2-C	Grant & Eisenhofer P.A.	5,045.60	\$1,658,430.00	\$2,318.98
2-D	Kirby McInerney LLP	9,169.75	\$3,344,068.75	\$897.31
2-E	Labaton Sucharow LLP	5,103.20	\$2,115,323.00	\$9,329.01
2-F	Law Offices of Bernard M. Gross, P.C.	3,153.75	\$1,396,187.50	\$1,049.40
2-G	Murray Frank LLP	477.50	\$192,880.00	\$127.27
2-H	Spector Roseman Kodroff & Willis, PC	1,459.75	\$511,581.25	\$195.88
2-I	Saxena White P.A.	15,462.00	\$5,948,423.75	\$18,713.97
	TOTAL:	116,920.65	\$47,028,506.36	\$4,279,706.87

EXHIBIT 2A

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523(LAK)*

**DECLARATION OF DAVID R. STICKNEY IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP**

DAVID R. STICKNEY declares as follows:

1. I am a member of the law firm of BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP. I submit this declaration in support of my firm's application for an award of attorneys' fees and reimbursement of certain expenses in connection with services rendered in the above-captioned action (the "Action").

2. My firm, which served as Co-Lead Counsel in this Action, was involved in all aspects of the prosecution and settlement of the claims against Defendant Ernst & Young LLP ("EY") as set forth in the Joint Declaration of David Stickney and David Kessler in Support of (A) Plaintiffs' Motion for Final Approval of Class Action Settlement with Defendant Ernst & Young LLP and Approval of Plan of Allocation and (B) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Joint Declaration" or "Joint Decl.").

3. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's 2013 billing rates and positions. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

4. Time and expenses that were included in prior application submissions in this Action are not included in this application. Specifically, the lodestar reported on Exhibit 1 includes: (i) time from the inception of the case through February 15, 2012 (the end-date for the prior lodestar submission in connection with the settlements with the Lehman Directors and Officers and Underwriters ("D&O" and "UW" Settlements), that was excluded from that lodestar submission as having been related specifically to ongoing claims against EY; (ii) time for tasks performed between February 16, 2012 and August 8, 2013 (the date when the Structured Products ("SNP") Class Settlement was first filed with the Court) that was excluded from the SNP Class lodestar submission (including time for tasks that did not benefit the SNP Class, as well as 92.5% of Lead Counsel's time that benefitted the prosecution of both the SNP Class claims and the claims against EY that are being resolved by the instant EY Settlement¹); and (iii) time for tasks performed from August 9, 2013 through January 15, 2014, except for time spent solely on the SNP Class Settlement or any fee application.

¹ See Declaration Of David Stickney In Support Of Structured Product Plaintiffs' Counsel's Motion For An Award Of Attorneys' Fees Filed On Behalf Of Co-Lead Counsel Bernstein Litowitz Berger & Grossmann LLP (ECF No. 1323 in 09-md-02017).

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as or similar to the regular rates that have been accepted in other securities or shareholder litigation, including this Court in connection with the previously approved D&O and UW Settlements.

6. As calculated pursuant to paragraph 4 above, my firm spent a total of 48,384.89 hours performing work for the benefit of the Settlement Class. The total lodestar for that work is \$19,973,073.35, consisting of \$19,247,760.55 for attorneys' time and \$725,312.80 for professional support staff time. These numbers do not include the time incurred in presenting the Fee and Expense Application to the Court.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$3,435,678.90 in unreimbursed expenses in connection with the work performed in this Action from inception. Expenses that were included in prior requests for reimbursement in this Action are not included in this request.

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

10. My firm was responsible for maintaining the litigation fund created by Lead Counsel (the "Litigation Fund"). Attached hereto as Exhibit 3 is a schedule reflecting the contributions to and disbursements from the Litigation Fund. Expenses and disbursements that were included in prior requests for reimbursement in this Action are not included in the schedule.

11. With respect to the standing of my firm, attached hereto as Exhibit 4 is a brief biography of my firm and attorneys in my firm who were principally involved in this Action.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on March 11, 2014.

/s/ David R. Stickney
DAVID R. STICKNEY

EXHIBIT 1***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP****TIME REPORT – E&Y Settlement****From Inception through January 15, 2014**

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Max Berger	290.66	975	283,393.50
Steven Singer	51.88	875	45,395.00
David Stickney	1,206.54	875	1,055,722.50
Senior Counsel			
Benjamin Galdston	1,033.21	650	671,586.50
Richard Gluck	1,091.56	700	764,092.00
Rochelle Hansen	163.29	700	114,303.00
Niki Mendoza	268.55	650	174,557.50
Brett M. Middleton	3,363.06	650	2,185,989.00
Associates			
David Duncan	276.55	550	152,102.50
John Mills	42.80	550	23,540.00
Jon F. Worm	399.89	500	199,945.00
Reza Wrathall	1,118.08	450	503,136.00
Staff Attorneys			
Mimi Afshar	234.63	340	79,774.20
Endre Algover	316.58	395	125,049.10
Christine Barrett	840.96	340	285,926.40
Justus Benjamin	3,443.43	340	1,170,766.20
Christopher A. Brewster	288.14	395	113,815.30
Tanya Calzo	265.48	340	90,263.20
Darcie Czajkowski	2,540.04	340	863,613.60
Sanjeev Dave	261.66	395	103,355.70
Jenny Dixon	293.50	395	115,932.50
Adam Donaton	585.52	375	219,570.00
Ryan Donnelly	252.76	340	85,938.40
Riva Eltanal	229.40	375	86,025.00

NAME	HOURS	HOURLY RATE	LODESTAR
Teri Gazallo	1,757.04	340	597,393.60
Helen Glynn	218.30	395	86,228.50
Sivan Goldman	51.80	340	17,612.00
Jennifer Hermann	2,958.62	375	1,109,482.50
Mahdi Ibrahim	1,040.99	340	353,936.60
Tammy Issarapanichkit	1,063.01	340	361,423.40
Jonathan Kaplan	249.98	340	84,993.20
Naseer Khan	262.70	340	89,318.00
Marguerite Middaugh	222.00	340	75,480.00
Paula Miller	251.60	395	99,382.00
Colin Morris	252.53	340	85,860.20
Shirin Naghavi	254.84	340	86,645.60
Khamsay Nainani	138.06	340	46,940.40
Angela Parsons	311.40	395	123,003.00
Marion Passmore	603.91	395	238,544.45
Rachel Pimentel-McCole	266.40	375	99,900.00
Michelle Powers	318.66	375	119,497.50
Jacob Pyle	419.03	340	142,470.20
Ariadna Ramirez	266.40	340	90,576.00
Sarah Robinson-McElroy	245.82	340	83,578.80
John Rogers	209.28	340	71,155.20
Michelle Samuels	1095.43	340	372,446.20
Scott Schnebbe	266.17	395	105,137.15
Carolina Scofield	246.80	395	97,486.00
Matthew Semmer	2,070.38	375	776,392.50
Robert Setterbo	1,536.26	340	522,328.40
Blaine Sheppard	303.40	375	113,775.00
Jamie A. Steward	875.19	395	345,700.05
Alexis Stierman	250.28	340	85,095.20
Emily Stuart	406.31	375	152,366.25
Jerome R. Synold	2,960.78	375	1,110,292.50
Isabelle Talleyrand	274.17	395	108,297.15
Rachelle Lee Warner	686.02	375	257,257.50
Stephney Windsor	270.08	375	101,280.00
Brandon Zapf	1,438.88	340	489,219.20
Alexander Zarrinnesan	2,788.36	340	948,042.40
Megan Zellmer	251.27	340	85,431.80
Communications			
Dalia El-Newehy	29.18	225	6,565.50
Case Analyst			
Sam Jones	98.13	270	26,495.10

NAME	HOURS	HOURLY RATE	LODESTAR
Litigation Support			
Andy Alcindor	154.55	285	44,046.75
Riki Smyth	37.07	260	9,638.20
Andrea R. Webster	22.66	310	7,024.60
Document Clerk			
Kevin Kazules	109.11	200	21,822.00
Managing Clerk			
Errol Hall	83.54	310	25,897.40
Paralegals and Case Managers			
Jessica Cuccurullo	42.60	285	12,141.00
Maureen Duncan	20.66	310	6,404.60
Dena Bielasz	1,318.94	310	408,871.40
Kelly McDaniel	39.62	245	9,706.90
Justin Omalev	55.75	225	12,543.75
Norbert Sygdziak	432.76	310	134,155.60
TOTAL LODESTAR	48,384.89		\$19,973,073.35

EXHIBIT 2***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP****EXPENSE REPORT – EY Settlement**

CATEGORY	AMOUNT (\$)
Court Fees	746.68
Service of Process	6,482.75
On-Line Legal Research*	9,257.84
On-Line Factual Research*	15,439.40
Document Management/Litigation Support	1,112.47
Telephone	1,791.04
Postage & Express Mail	10,056.95
Hand Delivery Charges	53.65
Local Transportation	3,800.74
Internal Copying	35,235.00
Outside Copying	1,112.83
Out of Town Travel	157,039.43
Working Meals	4,385.10
Court Reporters and Transcripts	1,999.19
Staff Overtime	2,462.22
Experts and Consultants	47,625.00
Mediation Fees	18,150.00
Contributions to Plaintiffs' Litigation Fund	553,425.66
SUBTOTAL:	\$870,175.95
Outstanding Invoices:	
Document Management	1,687,859.08
Court Reporters and Transcripts	105,772.12
Experts and Consultants	771,871.75
TOTAL EXPENSES:	\$3,435,678.90

* The charges reflected for on-line research are for out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

EXHIBIT 3***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**CONTRIBUTIONS TO AND DISBURSEMENTS
FROM THE LITIGATION FUND – E&Y Settlement****Beginning March 1, 2012****CONTRIBUTIONS:**

Firm	Amount (\$)
Bernstein Litowitz Berger & Grossmann LLP**	553,425.66
Kessler Topaz Meltzer & Check, LLP	561,000.00
TOTAL CONTRIBUTED:	\$1,114,425.66

DISBURSEMENTS:

Category of Expense	Amount Disbursed (\$)
Experts/Consultants	933,572.39
Service of Process	900.00
Court Reporters & Transcripts	34,795.31
Outside Copying	14,635.74
Document Management and Litigation Support	104,954.22
Mediator/Neutral Fees	25,568.00
TOTAL DISBURSED:	\$1,114,425.66

** \$22,150 of BLB&G's contribution was contributed prior to March 1, 2012, but not included in the prior application for the D&O Settlement and UW Settlements because it related to the EY mediation. A payment from the litigation fund made after March 1, 2012, related to a mediation of the D&O Settlement, is excluded from this application. BLB&G will be refunded the balance of \$2,640.73 remaining in the litigation fund following all scheduled payments from the litigation fund, and thus its contribution amount recorded herein is reduced by that amount.

EXHIBIT 4

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

BLB&G FIRM RESUME

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

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FIRM RESUME

Visit our web site at www.blbglaw.com for the most up-to-date information on the firm, its lawyers and practice groups.

Bernstein Litowitz Berger & Grossmann LLP, a national law firm with offices located in New York, California, Louisiana and Illinois, prosecutes class and private actions on behalf of individual and institutional clients. The firm's litigation practice areas include securities class and direct actions in federal and state courts; corporate governance and shareholder rights litigation, including claims for breach of fiduciary duty and proxy violations; mergers and acquisitions and transactional litigation; intellectual property; alternative dispute resolution; distressed debt and bankruptcy; civil rights and employment discrimination; consumer class actions and antitrust. We also handle, on behalf of major institutional clients and lenders, more general complex commercial litigation involving allegations of breach of contract, accountants' liability, breach of fiduciary duty, fraud, and negligence.

We are the nation's leading firm in representing institutional investors in securities fraud class action litigation. The firm's institutional client base includes the New York State Common Retirement Fund, the California Public Employees Retirement System (CalPERS), and the Ontario Teachers' Pension Plan Board, the largest public pension funds in North America, collectively managing nearly \$500 billion in assets; the Los Angeles County Employees' Retirement Association (LACERA); the Chicago Municipal, Police and Labor Retirement Systems; the State of Wisconsin Investment Board; the Retirement Systems of Alabama; the Connecticut Retirement Plans and Trust Funds; the City of Detroit Pension Systems; the Houston Firefighters' and Municipal Employees' Pension Funds; the Louisiana School, State, Teachers and Municipal Police Retirement Systems; the Public School Teachers' Pension and Retirement Fund of Chicago; the New Jersey Division of Investment of the Department of the Treasury; TIAA-CREF and other private institutions; as well as numerous other public and Taft-Hartley pension entities.

Since its founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has litigated some of the most complex cases in history and has obtained over \$25 billion on behalf of investors. Unique among its peers, the firm has negotiated the largest settlements ever agreed to by public companies related to securities fraud, and obtained five of the ten largest securities recoveries in history.

As Co-Lead Counsel for the Class representing Lead Plaintiff the New York State Common Retirement Fund in *In re WorldCom, Inc. Securities Litigation*, arising from the financial fraud and subsequent bankruptcy at WorldCom, Inc., we obtained unprecedented settlements totaling more than \$6 billion from the investment bank defendants who underwrote WorldCom bonds, the second largest securities recovery in history. Additionally, the former WorldCom Director Defendants agreed to pay over \$60 million to settle the claims against them. An unprecedented first for outside directors, \$24.75 million of that amount is coming out of the pockets of the individuals – 20% of their collective net worth. Also, after four weeks of trial, Arthur Andersen, WorldCom's former auditor, settled for \$65 million. In July 2005, settlements were reached with the former executives of WorldCom, bringing the total obtained for the Class to over \$6.15 billion.

BLB&G was Co-Lead Counsel representing the State Teachers Retirement System of Ohio, the Ohio Public Employees Retirement System, and the Teacher Retirement System of Texas in the landmark *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, a securities class action on behalf of shareholders of Bank of America Corporation arising from materially misleading statements and omissions concerning BAC's 2009 acquisition of Merrill Lynch & Co., Inc. We obtained an unprecedented \$2.425 billion cash recovery, as well as significant corporate governance reforms, for BAC shareholders in what is by far the largest shareholder recovery related to the subprime meltdown and credit crisis.

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The firm was also Co-Lead Counsel in *In re Cendant Corporation Securities Litigation*, which settled for more than \$3 billion in cash. This settlement, the largest sums ever recovered from a public company and a public accounting firm, includes some of the most significant corporate governance changes ever achieved through securities class action litigation. The firm represented Lead Plaintiffs CalPERS, the New York State Common Retirement Fund, and the New York City Pension Funds on behalf of all purchasers of Cendant securities during the Class Period. The firm also recovered over \$1.07 billion for investors in Nortel Networks, and the settlements in *In re McKesson HBOC Inc. Securities Litigation* totaled over \$1 billion in monies recovered for investors. Additionally, the firm was lead counsel in the celebrated *In re Washington Public Power Supply System Litigation*, which, after seven years of litigation and three months of jury trial, resulted in what was then the largest securities fraud recovery ever – over \$750 million.

A leader in representing institutional shareholders in litigation arising from the widespread stock options backdating scandals of recent years, the firm recovered nearly \$920 million in ill-gotten compensation directly from former officers and directors in the *UnitedHealth Group, Inc. Shareholder Derivative Litigation*. The largest derivative recovery in history, the settlement is notable for holding individual wrongdoers accountable for their role in illegally backdating stock options, as well as for the company's agreement to far-reaching reforms to curb future executive compensation abuses. (Court approval of the recovery is pending.)

The firm's prosecution of Arthur Andersen LLP, for Andersen's role in the 1999 collapse of the Baptist Foundation of Arizona ("BFA"), received intense national and international media attention. As lead trial counsel for the defrauded BFA investors, the firm obtained a cash settlement of \$217 million from Andersen in May 2002, after six days of what was scheduled to be a three month trial. The case was covered in great detail by *The Wall Street Journal*, *The New York Times*, *The Washington Post*, "60 Minutes II," National Public Radio, and the BBC, as well as various other international news outlets.

The firm is also a recognized leader in representing the interests of shareholders in M&A litigation arising from transactions that are structured to unfairly benefit the company's management or directors at the shareholder's expense. For example, in the high-profile *Caremark Takeover Litigation*, the firm obtained a landmark ruling from the Delaware Court of Chancery ordering Caremark's board to disclose previously withheld information, enjoin a shareholder vote on CVS' merger offer, and grant statutory appraisal rights to Caremark shareholders. CVS was ultimately forced to raise its offer by \$7.50 per share, equal to more than \$3 billion in additional consideration to Caremark shareholders.

Equally important, Bernstein Litowitz Berger & Grossmann LLP has successfully advanced novel and socially beneficial principles by developing important new law in the areas in which we litigate.

The firm served as co-lead counsel on behalf of Texaco's African-American employees in *Roberts v. Texaco Inc.*, which similarly resulted in a recovery of \$176 million, the largest settlement ever in a race discrimination case. The creation of a Task Force to oversee Texaco's human resources activities for five years was unprecedented and served as a model for public companies going forward.

More recently, BLB&G prosecuted the *In re Pfizer, Inc. Derivative Litigation*, which resulted in a historic \$75 million dedicated fund to be used solely to support the activities of an unprecedented Regulatory and Compliance Committee created in the settlement, which not only materially enhances the Pfizer board's oversight but may set a new benchmark of good corporate governance for all highly regulated companies. The action arose from Pfizer's illegal marketing of prescription drugs which resulted in one of the largest health care frauds in history.

In addition, on behalf of twelve public pension funds, including the New York State Common Retirement Fund, CalPERS, LACERA, and other institutional investors, the firm successfully prosecuted *McCall v. Scott*, a derivative suit filed against the directors and officers of Columbia/HCA Healthcare Corporation, the subject of the largest health care fraud investigation in history. This settlement included a landmark corporate governance plan which went well beyond all recently enacted regulatory reforms, greatly enhancing the corporate governance structure in place at HCA.

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The firm also represents intellectual property holders who are victims of infringement in litigation against some of the largest companies in the world. Our areas of specialty practice include patents, copyrights, trademarks, trade dress, and trade-secret litigation, and our attorneys are recognized by industry observers for their excellence.

In the consumer field, the firm has gained a nationwide reputation for vigorously protecting the rights of individuals and for achieving exceptional settlements. In several instances, the firm has obtained recoveries for consumer classes that represented the entirety of the class' losses – an extraordinary result in consumer class cases.

Our firm is dedicated to litigating with the highest level of professional competence, striving to secure the maximum possible recovery for our clients in the most efficient and professionally responsible manner. In those cases where we have served as either lead counsel or as a member of plaintiffs' executive committee, the firm has recovered billions of dollars for our clients.

THE FIRM'S PRACTICE AREAS

Securities Fraud Litigation

Securities fraud litigation is the cornerstone of the firm's litigation practice. Since its founding, the firm has tried and settled many high profile securities fraud class actions and continues to play a leading role in major securities litigation pending in federal and state courts. Moreover, since passage of the Private Securities Litigation Reform Act of 1995, which sought to encourage institutional investors to become more pro-active in securities fraud class action litigation, the firm has become the nation's leader in representing institutional investors in securities fraud and derivative litigation. The firm has the distinction of having prosecuted many of the most complex and high-profile cases in securities law history, recovering billions of dollars and obtaining unprecedented corporate governance reforms on behalf of our clients.

The firm also pursues direct actions in securities fraud cases when appropriate. By selectively opting-out of certain securities class actions we seek to resolve our clients' claims efficiently and for substantial multiples of what they might otherwise recover from related class action settlements.

The attorneys in the securities fraud litigation practice group have extensive experience in the laws that regulate the securities markets and in the disclosure requirements of corporations that issue publicly traded securities. Many of the attorneys in this practice group also have accounting backgrounds. The group has access to state-of-the-art, online financial wire services and databases, which enables it to instantaneously investigate any potential securities fraud action involving a public company's debt and equity securities.

Corporate Governance and Shareholders' Rights

The corporate governance and shareholders' rights practice group prosecutes derivative actions, claims for breach of fiduciary duty and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country. The group has prosecuted actions challenging numerous highly publicized corporate transactions which violated fair process and fair price, and the applicability of the business judgment rule. The group has also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation. As a result of the firm's high profile and widely recognized capabilities, the corporate governance practice group is increasingly in demand by institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the board's accountability to shareholders.

The firm is actively involved in litigating numerous cases in this area of law, an area that has become increasingly important in light of efforts by various market participants to buy companies from their public shareholders "on the cheap."

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Employment Discrimination and Civil Rights

The employment discrimination and civil rights practice group prosecutes class and multi-plaintiff actions, and other high impact litigation against employers and other societal institutions that violate federal or state employment, anti-discrimination, and civil rights laws. The practice group represents diverse clients on a wide range of issues including Title VII actions, race, gender, sexual orientation and age discrimination suits, sexual harassment and “glass ceiling” cases in which otherwise qualified employees are passed over for promotions to managerial or executive positions.

Bernstein Litowitz Berger & Grossmann LLP is committed to effecting positive social change in the workplace and in society. The practice group has the necessary financial and human resources to ensure that the class action approach to discrimination and civil rights issues is successful. This litigation method serves to empower employees and other civil rights victims, who are usually discouraged from pursuing litigation because of personal financial limitations, and offers the potential for effecting the greatest positive change for the greatest number of people affected by discriminatory practice in the workplace.

Intellectual Property

BLB&G’s Intellectual Property Litigation practice group is dedicated to protecting the creativity and innovation of individuals and firms. Patent cases exemplify the type of complex, high-stakes litigation in which we specialize. Our areas of concentration include patent, trademark, false advertising, copyright, and trade-secret litigation. We have successfully prosecuted these actions against infringers in both federal and state courts across the country, in foreign courts and before administrative bodies.

General Commercial Litigation and Alternative Dispute Resolution

The General Commercial Litigation practice group provides contingency fee representation in complex business litigation and has obtained substantial recoveries on behalf of investors, corporations, bankruptcy trustees, creditor committees and other business entities. We have faced down powerful and well-funded law firms and defendants — and consistently prevailed.

However, not every dispute is best resolved through the courts. In such cases, BLB&G Alternative Dispute practitioners offer clients an accomplished team and a creative venue in which to resolve conflicts outside of the litigation process. BLB&G has extensive experience — and a marked record of successes — in ADR practice. For example, in the wake of the credit crisis, we successfully represented numerous former executives of a major financial institution in arbitrations relating to claims for compensation. Our attorneys have led complex business-to-business arbitrations and mediations domestically and abroad representing clients before all the major arbitration tribunals, including the American Arbitration Association (AAA), FINRA, JAMS, International Chamber of Commerce (ICC) and the London Court of International Arbitration.

Distressed Debt and Bankruptcy Creditor Negotiation

BLB&G Distressed Debt and Bankruptcy Creditor Negotiation group has obtained billions of dollars through litigation on behalf of bondholders and creditors of distressed and bankrupt companies, as well as through third party litigation brought by bankruptcy trustees and creditor’s committees against auditors, appraisers, lawyers, officers and directors, and others defendant who may have contributed to a clients’ losses. As counsel, we advise institutions and individuals nationwide in developing strategies and tactics to recover assets presumed lost as a result of bankruptcy. Our record in this practice area is characterized by extensive trial experience in addition to completion of successful settlements.

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Consumer Advocacy

The consumer advocacy practice group at Bernstein Litowitz Berger & Grossmann LLP prosecutes cases across the entire spectrum of consumer rights, consumer fraud, and consumer protection issues. The firm represents victimized consumers in state and federal courts nationwide in individual and class action lawsuits that seek to provide consumers and purchasers of defective products with a means to recover their damages. The attorneys in this group are well versed in the vast array of laws and regulations that govern consumer interests and are aggressive, effective, court-tested litigators. The consumer practice advocacy group has recovered hundreds of millions of dollars for millions of consumers throughout the country. Most notably, in a number of cases, the firm has obtained recoveries for the class that were the entirety of the potential damages suffered by the consumer. For example, in actions against MCI and Empire Blue Cross, the firm recovered all of the damages suffered by the class. The group achieved its successes by advancing innovative claims and theories of liabilities, such as obtaining decisions in Pennsylvania and Illinois appellate courts that adopted a new theory of consumer damages in mass marketing cases. Bernstein Litowitz Berger & Grossmann LLP is, thus, able to lead the way in protecting the rights of consumers.

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THE COURTS SPEAK

Throughout the firm's history, many courts have recognized the professional competence and diligence of the firm and its members. A few examples are set forth below.

Judge Denise Cote (United States District Court for the Southern District of New York) has noted, several times on the record, the quality of BLB&G's representation of the Class in *In re WorldCom, Inc. Securities Litigation*. Judge Cote on December 16, 2003:

"I have the utmost confidence in plaintiffs' counsel . . . they have been doing a superb job. . . . The Class is extraordinarily well represented in this litigation."

In granting final approval of the \$2.575 billion settlement obtained from the Citigroup Defendants, Judge Cote again praised BLB&G's efforts:

"The magnitude of this settlement is attributable in significant part to Lead Counsel's advocacy and energy....The quality of the representation given by Lead Counsel...has been superb...and is unsurpassed in this Court's experience with plaintiffs' counsel in securities litigation. Lead Counsel has been energetic and creative.... Its negotiations with the Citigroup Defendants have resulted in a settlement of historic proportions."

* * *

In February 2005, at the conclusion of trial of *In re Clarent Corporation Securities Litigation*, The Honorable Charles R. Breyer of the United States District Court for the Northern District of California praised the efforts of counsel: "It was the best tried case I've witnessed in my years on the bench....[A]n extraordinarily civilized way of presenting the issues to you [the jury]....We've all been treated to great civility and the highest professional ethics in the presentation of the case.... The evidence was carefully presented to you....They got dry subject matter and made it interesting... [brought] the material alive... good trial lawyers can do that.... I've had fascinating criminal trials that were far less interesting than this case. [I]t's a great thing to be able to see another aspect of life... It keeps you young...vibrant... [and] involved in things... These trial lawyers are some of the best I've ever seen."

* * *

"I do want to make a comment again about the excellent efforts...[these] firms put into this case and achieved. Earlier this year, I wrote a decision in *Revlon* where I actually replaced plaintiff's counsel because they hadn't seemed to do the work, or do a good job...In doing so, what I said and what I meant was that I think class and derivative litigation is important; that I am not at all critical of class and derivative litigation, and that I think it has significant benefits in terms of what it achieves for stockholders, or it can. It doesn't have to act as a general tax for the sale of indulgences for deals. This case, I think, shows precisely the type of benefits that you can achieve for stockholders and how representative litigation can be a very important part of our corporate governance system. So, if you had book ends, you would put the *Revlon* situation on one book end and you'd put this case on the other book end. You'd hold up the one as an example of what not to do, and you hold up this case as an example of what to do."

Vice Chancellor J. Travis Laster, Delaware Court of Chancery praising the firm's work in the *Landry's Restaurants, Inc. Shareholder Litigation* on October 6, 2010

* * *

In granting the Court's approval of the resolution and prosecution of *McCall v. Scott*, a shareholder derivative lawsuit against certain former senior executives of HCA Healthcare (formerly Columbia/HCA), Senior Judge Thomas A. Higgins (United States District Court, Middle District of Tennessee) said that the settlement "confers an exceptional benefit upon the company and the shareholders by way of the corporate governance plan. . . . Counsel's excellent qualifications and reputations are well documented in the record, and they have litigated this complex case adeptly and tenaciously throughout the six years it has been pending. They assumed an enormous risk and have

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shown great patience by taking this case on a contingent basis, and despite an early setback they have persevered and brought about not only a large cash settlement but sweeping corporate reforms that may be invaluable to the beneficiaries.”

* * *

Judge Walls (District of New Jersey), in approving the \$3.2 billion *Cendant* settlement, said that the recovery from all defendants, which represents a 37% recovery to the Class, “far exceeds recovery rates of any case cited by the parties.” The Court also held that the \$335 million separate recovery from E&Y is “large” when “[v]iewed in light of recoveries against accounting firms for securities damages.” In granting Lead Counsel’s fee request, the Court determined that “there is no other catalyst for the present settlement than the work of Lead Counsel. . . . This Court, and no other judicial officer, has maintained direct supervision over the parties from the outset of litigation to the present time. In addition to necessary motion practice, the parties regularly met with and reported to the Court every five or six weeks during this period about the status of negotiations between them. . . . [T]he Court has no reason to attribute a portion of the Cendant settlement to others’ efforts; Lead Counsel were the only relevant material factors for the settlement they directly negotiated.” The Court found that “[t]he quality of result, measured by the size of settlement, is very high. . . . The Cendant settlement amount alone is over three times larger than the next largest recovery achieved to date in a class action case for violations of the securities laws, and approximately ten times greater than any recovery in a class action case involving fraudulent financial statements. . . . The E&Y settlement is the largest amount ever paid by an accounting firm in a securities class action.” The Court went on to observe that “the standing, experience and expertise of the counsel, the skill and professionalism with which counsel prosecuted the case and the performance and quality of opposing counsel were high in this action. Lead Counsel are experienced securities litigators who ably prosecuted the action.” The Court concluded that this Action resulted in “excellent settlements of uncommon amount engineered by highly skilled counsel with reasonable cost to the class.”

* * *

After approving the settlement in *Alexander v. Pennzoil Company*, the Honorable Vanessa D. Gilmore of the United States District Court for the Southern District of Texas ended the settlement hearing by praising our firm for the quality of the settlement and our commitment to effectuating change in the workplace. “... the lawyers for the plaintiffs ... did a tremendous, tremendous job. ... not only in the monetary result obtained, but the substantial and very innovative programmatic relief that the plaintiffs have obtained in this case ... treating people fairly and with respect can only inure to the benefit of everybody concerned. I think all these lawyers did an outstanding job trying to make sure that that’s the kind of thing that this case left behind.”

* * *

On February 23, 2001, the United States District Court for the Northern District of California granted final approval of the \$259 million cash settlement in *In re 3Com Securities Litigation*, the largest settlement of a securities class action in the Ninth Circuit since the Private Securities Litigation Reform Act was passed in 1995, and the fourth largest recovery ever obtained in a securities class action. The district court, in an Order entered on March 9, 2001, specifically commented on the quality of counsel’s efforts and the settlement, holding that “counsel’s representation [of the class] was excellent, and ... the results they achieved were substantial and extraordinary.” The Court described our firm as “among the most experienced and well qualified in this country in [securities fraud] litigation.”

* * *

United States District Judge Todd J. Campbell of the Middle District of Tennessee heard arguments on Plaintiffs’ Motion for Preliminary Injunction in *Cason v. Nissan Motor Acceptance Corporation Litigation*, the highly publicized discriminatory lending class action, on September 5, 2001. He exhibited his own brand of candor in commenting on the excellent work of counsel in this matter: “In fact, the lawyering in this case... is as good as I’ve seen in any case. So y’all are to be commended for that.”

* * *

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In approving the \$30 million settlement in the *Assisted Living Concepts, Inc. Securities Litigation*, the Honorable Ann L. Aiken of the Federal District Court in Oregon, praised the recovery and the work of counsel. She stated that, “...without a doubt...this is a...tremendous result as a result of very fine work...by the...attorneys in this case.”

* * *

The Honorable Judge Edward A. Infante of the United States District Court for the Northern District of California expressed high praise for the settlement and the expertise of plaintiffs’ counsel when he approved the final settlement in the *Wright v. MCI Communications Corporation* consumer class action. “The settlement. . . is a very favorable settlement to the class. . . to get an 85% result was extraordinary, and plaintiffs’ counsel should be complimented for it on this record. . . . The recommendations of experienced counsel weigh heavily on the court. The lawyers before me are specialists in class action litigation. They’re well known to me, particularly Mr. Berger, and I have confidence that if Mr. Berger and the other plaintiffs’ counsel think this is a good, well-negotiated settlement, I find it is.” The case was settled for \$14.5 million.

* * *

At the *In re Computron Software, Inc. Securities Litigation* settlement hearing, Judge Alfred J. Lechner, Jr. of the United States District Court for the District of New Jersey approved the final settlement and commended Bernstein Litowitz Berger & Grossmann’s efforts on behalf of the Class. “I think the job that was done here was simply outstanding. I think all of you just did a superlative job and I’m appreciat[ive] not only for myself, but the court system and the plaintiffs themselves. The class should be very, very pleased with the way this turned out, how expeditiously it’s been moved.”

* * *

The *In re Louisiana-Pacific Corporation Securities Litigation*, filed in the United States District Court, District of Oregon, was a securities class action alleging fraud and misrepresentations in connection with the sale of defective building materials. Our firm, together with co-lead counsel, negotiated a settlement of \$65.1 million, the largest securities fraud settlement in Oregon history, which was approved by Judge Robert Jones on February 12, 1997. The Court there recognized that “. . . the work that is involved in this case could only be accomplished through the unique talents of plaintiffs’ lawyers . . . which involved a talent that is not just simply available in the mainstream of litigators.”

* * *

Judge Kimba M. Wood of the United States District Court for the Southern District of New York, who presided over the six-week securities fraud class action jury trial in *In re ICN/Viratek Securities Litigation*, also recently praised our firm for the quality of the representation afforded to the class and the skill and expertise demonstrated throughout the litigation and trial especially. The Court commented that “. . . plaintiffs’ counsel did a superb job here on behalf of the class. . . This was a very hard fought case. You had very able, superb opponents, and they put you to your task. . . The trial work was beautifully done and I believe very efficiently done. . .”

* * *

Similarly, the Court in the *In re Prudential-Bache Energy Income Partnership Securities Litigation*, United States District Court, Eastern District of Louisiana, recognized Bernstein Litowitz Berger & Grossmann LLP’s “. . . professional standing among its peers.” In this case, which was settled for \$120 million, our firm served as Chair of the Plaintiffs’ Executive Committee.

* * *

In the landmark securities fraud case, *In re Washington Public Power Supply System Litigation* (United States District Court, District of Arizona), the district court called the quality of representation “exceptional,” noting that “[t]his was a case of overwhelmingly unique proportions. . . a rare and exceptional case involving extraordinary services on behalf of Class plaintiffs.” The Court also observed that “[a] number of attorneys dedicated significant

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portions of their professional careers to this litigation, . . . champion[ing] the cause of Class members in the face of commanding and vastly outnumbering opposition. . . [and] in the face of uncertain victory. . . . [T]hey succeeded admirably.”

* * *

Likewise, in *In re Electro-Catheter Securities Litigation*, where our firm served as co-lead counsel, Judge Nicholas Politan of the United States District Court for New Jersey said, “Counsel in this case are highly competent, very skilled in this very specialized area and were at all times during the course of the litigation...always well prepared, well spoken, and knew their stuff and they were a credit to their profession. They are the top of the line.”

* * *

In our ongoing prosecution of the *In re Bennett Funding Group Securities Litigation*, the largest “Ponzi scheme” fraud in history, partial settlements totaling over \$140 million have been negotiated for the class. While the action continues to be prosecuted against other defendants, the United States District Court for the Southern District of New York has already found our firm to have been “extremely competent” and of “great skill” in representing the class.

* * *

Judge Sarokin of the United States District Court for the District of New Jersey, after approving the \$30 million settlement in *In re First Fidelity Bancorporation Securities Litigation*, a case in which we were lead counsel, praised the “. . . outstanding competence and performance” of the plaintiffs’ counsel and expressed “admiration” for our work in the case.

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RECENT ACTIONS & SIGNIFICANT RECOVERIES

Bernstein Litowitz Berger & Grossmann LLP is counsel in many diverse nationwide class and individual actions and has obtained many of the largest and most significant recoveries in history. Some examples from our practice groups include:

Securities Class Actions

In re WorldCom, Inc. Securities Litigation -- (United States District Court for the Southern District of New York) The second largest securities fraud class action in history. The court appointed BLB&G client the **New York State Common Retirement Fund** as Lead Plaintiff and the firm as Lead Counsel for the class in this securities fraud action arising from the financial fraud and subsequent bankruptcy at WorldCom, Inc. The complaints in this litigation alleged that WorldCom and others disseminated false and misleading statements to the investing public regarding its earnings and financial condition in violation of the federal securities and other laws. As a result, investors suffered tens of billions of dollars in losses. The Complaint further alleged a nefarious relationship between Citigroup subsidiary Salomon Smith Barney and WorldCom, carried out primarily by Salomon employees involved in providing investment banking services to WorldCom (most notably, Jack Grubman, Salomon's star telecommunications analyst), and by WorldCom's former CEO and CFO, Bernard J. Ebbers and Scott Sullivan, respectively. On November 5, 2004, the Court granted final approval of the \$2.575 billion cash settlement to settle all claims against the Citigroup defendants. In mid-March 2005, on the eve of trial, the 13 remaining "underwriter defendants," including J.P. Morgan Chase, Deutsche Bank and Bank of America, agreed to pay settlements totaling nearly \$3.5 billion to resolve all claims against them, bringing the total over \$6 billion. Additionally, by March 21, 2005, the day before trial was scheduled to begin, all of the former WorldCom Director Defendants had agreed to pay over \$60 million to settle the claims against them. An unprecedented first for outside directors, \$24.75 million of that amount came out of the pockets of the individuals – 20% of their collective net worth. The case generated headlines across the country – and across the globe. In the words of Lynn Turner, a former SEC chief accountant, the settlement sent a message to directors "that their own personal wealth is at risk if they're not diligent in their jobs." After four weeks of trial, Arthur Andersen, WorldCom's former auditor, settled for \$65 million. In July 2005, settlements were reached with the former executives of WorldCom, bringing the total obtained for the Class to over \$6.15 billion.

In re Cendant Corporation Securities Litigation -- (United States District Court, District of New Jersey) Securities class action filed against Cendant Corporation, its officers and directors and Ernst & Young (E&Y), its auditors. Cendant settled the action for \$2.8 billion and E&Y settled for \$335 million. The settlements are the third largest in history in a securities fraud action. Plaintiffs alleged that the company disseminated materially false and misleading financial statements concerning CUC's revenues, earnings and expenses for its 1997 fiscal year. As a result of company-wide accounting irregularities, Cendant restated its financial results for its 1995, 1996 and 1997 fiscal years and all fiscal quarters therein. A major component of the settlement was Cendant's agreement to adopt some of the most extensive corporate governance changes in history. The firm represented Lead Plaintiffs **CalPERS** – the **California Public Employees Retirement System**, the **New York State Common Retirement Fund** and the **New York City Pension Funds**, the three largest public pension funds in America, in this action.

In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation -- (United States District Court, Southern District of New York) Securities class action on behalf of shareholders of Bank of America Corporation ("BAC") arising from materially misleading statements and omissions concerning BAC's 2009 acquisition of Merrill Lynch & Co., Inc. After nearly four years of intense litigation, BLB&G unveiled an unprecedented settlement in which BAC has agreed to pay \$2.425 billion in cash and to implement significant corporate governance reforms to resolve all claims. This is the largest shareholder recovery related to the subprime meltdown and credit crisis and the single largest securities class action settlement ever resolving a Section 14(a) claim – the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation. In addition, the settlement amount is one of the largest ever funded by a single corporate defendant for violations of the federal securities laws, the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the

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alleged misconduct, and one of the 10 largest securities class action recoveries in history. The action alleges that BAC, Merrill Lynch, and certain of the companies' current and former officers and directors violated the federal securities laws by making a series of materially false statements and omissions in connection with BAC's acquisition of Merrill Lynch. These violations included the alleged failure to disclose information regarding billions of dollars of losses which Merrill had suffered before the BAC shareholder vote on the proposed acquisition, as well as an undisclosed agreement allowing Merrill to pay up to \$5.8 billion in bonuses before the acquisition closed despite these losses. Not privy to these material facts, BAC shareholders voted on December 5, 2008 to approve the acquisition. The firm represented Co-Lead Plaintiffs the **State Teachers Retirement System of Ohio**, the **Ohio Public Employees Retirement System**, and the **Teacher Retirement System of Texas** in this action.

Baptist Foundation of Arizona v. Arthur Andersen, LLP -- (Superior Court of the State of Arizona in and for the County of Maricopa) Firm client, the **Baptist Foundation of Arizona Liquidation Trust** ("BFA") filed a lawsuit charging its former auditors, the "Big Five" accounting firm of Arthur Andersen LLP, with negligence in conducting its annual audits of BFA's financial statements for a 15-year period beginning in 1984, and culminating in BFA's bankruptcy in late 1999. Investors lost hundreds of millions of dollars as a result of BFA's demise. The lawsuit alleges that Andersen ignored evidence of corruption and mismanagement by BFA's former senior management team and failed to investigate suspicious transactions related to the mismanagement. These oversights of accounting work, which were improper under generally accepted accounting principles, allowed BFA's undisclosed losses to escalate to hundreds of millions of dollars, and ultimately resulted in its demise. On May 6, 2002, after one week of trial, Andersen agreed to pay \$217 million to settle the litigation.

In re Nortel Networks Corporation Securities Litigation -- ("Nortel II") (United States District Court for the Southern District of New York) Securities fraud class action on behalf of persons and entities who purchased or acquired the common stock of Nortel Networks Corporation. The action charged Nortel, and certain of its officers and directors, with violations of the Securities Exchange Act of 1934, alleging that the defendants knowingly or, at a minimum, recklessly made false and misleading statements with respect to Nortel's financial results during the relevant period. BLB&G clients the **Ontario Teachers' Pension Plan Board** and the **Treasury of the State of New Jersey and its Division of Investment** were appointed as Co-Lead Plaintiffs for the Class, and BLB&G was appointed Lead Counsel for the Class by the court in July 2004. On February 8, 2006, BLB&G and Lead Plaintiffs announced that they and another plaintiff had reached an historic agreement in principle with Nortel to settle litigation pending against the Company for approximately \$2.4 billion in cash and Nortel common stock (all figures in US dollars). The Nortel II portion of the settlement totaled approximately \$1.2 billion. Nortel later announced that its insurers had agreed to pay \$228.5 million toward the settlement, bringing the total amount of the global settlement to approximately \$2.7 billion, and the total amount of the Nortel II settlement to over \$1.07 billion.

In re McKesson HBOC, Inc. Securities Litigation -- (United States District Court, Northern District of California) Securities fraud litigation filed on behalf of purchasers of HBOC, McKesson and McKesson HBOC securities. On April 28, 1999, the Company issued the first of several press releases which announced that, due to its improper recognition of revenue from contingent software sales, it would have to restate its previously reported financial results. Immediately thereafter, McKesson HBOC common stock lost \$9 billion in market value. On July 14, 1999, the Company announced that it was restating \$327.8 million of revenue improperly recognized in the HBOC segment of its business during the fiscal years ending March 31, 1997, 1998 and 1999. The complaint alleged that, during the Class Period, Defendants issued materially false and misleading statements to the investing public concerning HBOC's and McKesson HBOC's financial results, which had the effect of artificially inflating the prices of HBOC's and the Company's securities. On September 28, 2005, the court granted preliminary approval of a \$960 million settlement which BLB&G and its client, Lead Plaintiff the **New York State Common Retirement Fund**, obtained from the company. On December 19, 2006, defendant Arthur Andersen agreed to pay \$72.5 million in cash to settle all claims asserted against it. On the eve of trial in September 2007 against remaining defendant Bear Stearns & Co. Inc., Bear Stearns, McKesson and Lead Plaintiff entered into a three-way settlement agreement that resolved the remaining claim against Bear Stearns for a payment to the class of \$10 million, bringing the total recovery to more than \$1.04 billion for the Class.

In re Citigroup, Inc. Bond Action Litigation -- (United States District Court for the Southern District of New York) Securities fraud class action filed on behalf of purchasers of Citigroup bonds and preferred stock. In the years prior to the collapse of the subprime mortgage market, Citigroup issued 48 offerings of preferred stock and bonds. We alleged that these Citigroup offerings contained material misrepresentations and omissions regarding its exposure to

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billions of dollars in mortgage-related assets, the loss reserves for its portfolio of high-risk residential mortgage loans, and the credit quality of the risky assets it held in off-balance sheet entities known as “structured investment vehicles.” After protracted litigation lasting four years, we obtained a \$730 million cash recovery - the second largest securities class action recovery in a litigation arising from the financial crisis, and the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. It is also the third largest recovery ever in a case that did not involve a financial restatement, and among the fifteen largest in history. The settlement is pending final Court approval.

In re Schering-Plough Corporation/ENHANCE Securities Litigation; In re Merck & Co., Inc. Vytorin/Zetia Securities Litigation -- (United States District Court for the District of New Jersey) Coordinated securities fraud litigations filed on behalf of investors in Merck and Schering Plough. We obtained a combined \$688 million in settlements (Schering-Plough settled for \$473 million; Merck settled for \$215 million) – the second largest securities recovery ever in the Third Circuit, among the top 25 settlements of all time, and among the ten largest recoveries ever in a case where there was no financial restatement. The settlement is pending final Court approval. After nearly five years of intense litigation, just days before trial, BLB&G resolved the two actions, which stemmed from claims that Merck and Schering artificially inflated their market value by concealing material information and making false and misleading statements regarding their blockbuster anti-cholesterol drugs Zetia and Vytorin. Specifically, we alleged that the companies knew that their “ENHANCE” clinical trial of Vytorin (a combination of Zetia and a generic) demonstrated that Vytorin was no more effective than the cheaper generic at reducing artery thickness. The Companies nonetheless championed the “benefits” of their drugs, attracting billions of dollars of capital. When public pressure to release the results of the ENHANCE trial became too great, the companies reluctantly announced these negative results, which we alleged led to sharp declines in the value of the companies’ securities, resulting in significant losses to investors.

HealthSouth Corporation Bondholder Litigation -- (United States District Court for the Northern District of Alabama {Southern Division}) On March 19, 2003, the investment community was stunned by the charges filed by the Securities and Exchange Commission against Birmingham, Alabama based HealthSouth Corporation and its former Chairman and Chief Executive Officer, Richard M. Scrushy, alleging a “massive accounting fraud.” Stephen M. Cutler, the SEC’s Director of Enforcement, said “HealthSouth’s fraud represents an appalling betrayal of investors.” According to the SEC, HealthSouth overstated its earnings by at least \$1.4 billion since 1999 at the direction of Mr. Scrushy. Subsequent revelations disclosed that the overstatement actually exceeded over \$2.4 billion, virtually wiping out all of HealthSouth’s reported profits for the prior five years. A number of executives at HealthSouth, including its most senior accounting officers – including every chief financial officer in HealthSouth’s history – pled guilty to criminal fraud charges. In the wake of these disclosures, numerous securities class action lawsuits were filed against HealthSouth and certain individual defendants. On June 24, 2003, the Honorable Karon O. Bowdre of the District Court appointed the **Retirement Systems of Alabama** to serve as Lead Plaintiff on behalf of a class of all purchasers of HealthSouth bonds who suffered a loss as a result of the fraud. Judge Bowdre appointed BLB&G to serve as Co-Lead Counsel for the bondholder class. On February 22, 2006, the RSA and BLB&G announced that it and several other institutional plaintiffs leading investor lawsuits arising from the scandal had reached a class action settlement with HealthSouth, certain of the company’s former directors and officers, and certain of the company’s insurance carriers. The total consideration in that settlement was approximately \$445 million for shareholders and bondholders. On April 23, 2010, RSA and BLB&G announced that it had reached separate class action settlements with UBS AG, UBS Warburg LLC, Benjamin D. Lorello, William C. McGahan and Howard Capek (collectively, UBS) and with Ernst & Young LLP (E&Y). The total consideration to be paid in the UBS settlement is \$100 million in cash and E&Y agreed to pay \$33.5 million in cash. Bond purchasers will also receive approximately 5% of the recovery achieved in Alabama state court in a separate action brought on behalf of HealthSouth against UBS and Richard Scrushy. The total settlement for injured HealthSouth bond purchasers will be in excess of \$230 million, which should recoup over a third of bond purchaser damages.

Ohio Public Employees Retirement System, et al. v. Freddie Mac, et al. -- (United States District Court for the Southern District of Ohio {Eastern Division}) Securities fraud class action filed on behalf of the **Ohio Public Employees Retirement System** and the **State Teachers Retirement System of Ohio** against the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and certain of its current and former officers. The Class included all purchasers of Freddie Mac common stock during the period July 15, 1999 through June 6, 2003. The Complaint alleged that Freddie Mac and certain current or former officers of the Company issued false and misleading statements in connection with Company’s previously reported financial results. Specifically, the complaint alleged that the defendants misrepresented the Company’s operations and financial results by having engaged in numerous

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improper transactions and accounting machinations that violated fundamental GAAP precepts in order to artificially smooth the Company's earnings and to hide earnings volatility. On November 21, 2003, Freddie Mac restated its previously reported earnings in connection with these improprieties, ultimately restating more than \$5.0 billion in earnings. In October 2005, with document review nearly complete, Lead Plaintiffs began deposition discovery. On April 25, 2006, the parties reported to the Court that they had reached an agreement in principle to settle the case for \$410 million. On October 26, 2006, the Court granted final approval of the settlement.

In re Washington Public Power Supply System Litigation -- (United States District Court, District of Arizona) Commenced in 1983, the firm was appointed Chair of the Executive Committee responsible for litigating the action on behalf of the class. The action involved an estimated 200 million pages of documents produced in discovery; the depositions of 285 fact witnesses and 34 expert witnesses; more than 25,000 introduced exhibits; six published district court opinions; seven appeals or attempted appeals to the Ninth Circuit; and a three-month jury trial, which resulted in a settlement of over \$750 million – then the largest securities fraud settlement ever achieved.

In re Wachovia Preferred Securities and Bond/Notes Litigation -- (United States District Court, Southern District of New York) Securities class action, filed on behalf of certain Wachovia bonds or preferred securities purchasers, against Wachovia Corp., certain former officers and directors, various underwriters, and its auditor, KPMG LLP. The case alleges that Wachovia provided offering materials that misrepresented and omitted material facts concerning the nature and quality of Wachovia's multi-billion dollar option-ARM (adjustable rate mortgage) "Pick-A-Pay" mortgage loan portfolio, and that Wachovia violated Generally Accepted Accounting Principles ("GAAP") by publicly disclosing loan loss reserves that were materially inadequate at all relevant times. According to the Complaint, these undisclosed problems threatened the viability of the financial institution, requiring it to be "bailed out" during the financial crisis before it was acquired by Wells Fargo & Company in 2008. Wachovia and its affiliated entities settled the action for \$590 million, while KPMG agreed to pay \$37 million. The combined \$627 million recovery is among the 15 largest securities class action recoveries in history and the largest to date obtained in an action arising from the subprime mortgage crisis. It also is believed to be the largest settlement ever in a class action case asserting only claims under the Securities Act of 1933. The case also represents one of a handful of largest securities class action recoveries ever obtained where there were no parallel civil or criminal securities fraud actions brought by government authorities. The settlement is pending subject to final Court approval. The firm represented Co-Lead Plaintiffs **Orange County Employees' Retirement System** and **Louisiana Sheriffs' Pension and Relief Fund** in this action.

In re Lucent Technologies, Inc. Securities Litigation -- (United States District Court for the District of New Jersey) A securities fraud class action filed on behalf of purchasers of the common stock of Lucent Technologies, Inc. from October 26, 1999 through December 20, 2000. In the action, BLB&G served as Co-Lead Counsel for the shareholders and Lead Plaintiffs, the **Parnassus Fund** and **Teamsters Locals 175 & 505 D&P Pension Trust**, and also represented the **Anchorage Police and Fire Retirement System** and the **Louisiana School Employees' Retirement System**. Lead Plaintiffs' complaint charged Lucent with making false and misleading statements to the investing public concerning its publicly reported financial results and failing to disclose the serious problems in its optical networking business. When the truth was disclosed, Lucent admitted that it had improperly recognized revenue of nearly \$679 million in fiscal 2000. On September 23, 2003, the Court granted preliminary approval of the agreement to settle this litigation, a package valued at approximately \$600 million composed of cash, stock and warrants. The appointment of BLB&G as Co-Lead Counsel is especially noteworthy as it marked the first time since the 1995 passage of the Private Securities Litigation Reform Act that a court reopened the lead plaintiff or lead counsel selection process to account for changed circumstances, new issues and possible conflicts between new and old allegations.

In re Refco, Inc. Securities Litigation -- (United States District Court of the Southern District of New York) Securities fraud class action on behalf of persons and entities who purchased or acquired the securities of Refco, Inc. ("Refco" or the "Company") during the period from July 1, 2004 through October 17, 2005. The lawsuit arises from the revelation that Refco, a once prominent brokerage, had for years secreted hundreds of millions of dollars of uncollectible receivables with a related entity controlled by Phillip Bennett, the Company's Chairman and Chief Executive Officer. This revelation caused the stunning collapse of the Company a mere two months after its August 10, 2005 initial public offering of common stock. As a result, Refco filed one of the largest bankruptcies in U.S. history as a result. Settlements have been obtained from multiple company and individual defendants, and the total recovery for the Class is expected to be in excess of \$407 million.

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In re Williams Securities Litigation -- (United States District Court for the Northern District of Oklahoma) Securities fraud class action filed on behalf of a class of all persons or entities that purchased or otherwise acquired certain securities of The Williams Companies. The action alleged securities claims pursuant to Section 10(b) of the Securities Exchange Act of 1934 and Section 11 of the Securities Act of 1933. After a massive discovery and intensive litigation effort, which included taking more than 150 depositions and reviewing in excess of 18 million pages of documents, BLB&G and its clients, the Arkansas Teacher Retirement System and the Ontario Teachers' Pension Plan Board, announced an agreement to settle the litigation against all defendants for \$311 million in cash on June 13, 2006. The recovery is among the largest ever in a securities class action in which the corporate defendant did not restate its financial results.

In re DaimlerChrysler Securities Litigation -- (United States District Court for the District of Delaware) A securities class action filed against defendants DaimlerChrysler AG, Daimler-Benz AG and two of DaimlerChrysler's top executives, charging that Defendants acted in bad faith and misrepresented the nature of the 1998 merger between Daimler-Benz AG and the Chrysler Corporation. According to plaintiffs, defendants framed the transaction as a "merger of equals," rather than an acquisition, in order to avoid paying an "acquisition premium." Plaintiffs' Complaint alleges that Defendants made this representation to Chrysler shareholders in the August 6, 1998 Registration Statement, Prospectus, and Proxy, leading 97% of Chrysler shareholders to approve the merger. BLB&G is court-appointed Co-Lead Counsel for Co-Lead Plaintiffs the **Chicago Municipal Employees Annuity and Benefit Fund** and the **Chicago Policemen's Annuity and Benefit Fund**. BLB&G and the Chicago funds filed the action on behalf of investors who exchanged their Chrysler Corporation shares for DaimlerChrysler shares in connection with the November 1998 merger, and on behalf of investors who purchased DaimlerChrysler shares in the open market from November 13, 1998 through November 17, 2000. The action settled for \$300 million.

In re The Mills Corporation Securities Litigation -- (United States District Court, Eastern District of Virginia) On July 27, 2007, BLB&G and **Mississippi Public Employees' Retirement System** ("Mississippi") filed a Consolidated Complaint against The Mills Corporation ("Mills" or the "Company"), a former real estate investment trust, certain of its current and former senior officers and directors, its independent auditor, Ernst & Young LLP, and its primary joint venture partner, the KanAm Group. This action alleged that, during the Class Period, Mills issued financial statements that materially overstated the Company's actual financial results and engaged in accounting improprieties that enabled it to report results that met or exceeded the market's expectations and resulted in the announcement of a restatement. Mills conducted an internal investigation into its accounting practices, which resulted in the retirement, resignation and termination of 17 Company officers and concluded, among other things, that: (a) there had been a series of accounting violations that were used to "meet external and internal financial expectations;" (b) there were a set of accounting errors that were not "reasonable and reached in good faith" and showed "possible misconduct;" and (c) the Company "did not have in place fully adequate accounting information systems, personnel, formal policies and procedures, supervision, and internal controls." On December 24, 2009, the Court granted final approval of settlements with the Mills Defendants (\$165 million), Mills' auditor Ernst & Young (\$29.75 million), and the Kan Am Defendants (\$8 million), bringing total recoveries obtained for the class to \$202.75 million plus interest. This settlement represents the largest recovery ever achieved in a securities class action in Virginia, and the second largest ever achieved in the Fourth Circuit Court of Appeals.

In re Washington Mutual, Inc., Securities Litigation -- (United States District Court, Western District of Washington) Securities class action filed against Washington Mutual, Inc., certain of its officers and executive officers, and its auditor, Deloitte & Touche LLP. In one of the largest settlements achieved in a case related to the fallout of the financial crisis, Washington Mutual's directors and officers agreed to pay \$105 million, the Underwriter Defendants (consisting of several large Wall Street banks) agreed to pay \$85 million, and Deloitte agreed to pay \$18.5 million to settle all claims, for a total settlement of \$208.5 million. Plaintiffs allege that Washington Mutual, aided by the Underwriter Defendants and Deloitte, misled investors into investing in Washington Mutual securities by making false statements about the nature of the company's lending business, which had been marketed as low-risk and subject to strict lending standards. The action alleges that when Washington Mutual experienced a severe drop in the value of its assets and net worth during the financial crisis, it became evident that the losses were related to its increasing focus on high-risk and experimental mortgages, and their gradual abandonment of proper standards of managing, conducting and accounting for its business. The firm represented the **Ontario Teachers' Pension Plan Board** in this case. The settlement is pending subject to final Court approval.

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Wells Fargo Mortgage Pass-Through Litigation -- (United States District Court, Northern District of California) Securities class action filed against Wells Fargo, N.A. and certain related defendants. After extensive litigation and discovery, Wells Fargo agreed to pay \$125 million to resolve all claims against all defendants. This is the first settlement of a class action asserting Securities Act claims related to the issuance of mortgage-backed securities. Plaintiffs allege that the Offering Documents related to the issuance of mortgage pass-through certificates contained untrue statements and omissions related to the quality of the underlying mortgage loans and that Wells Fargo had disregarded or abandoned its loan underwriting and loan origination standards. The firm represented **Alameda County Employees' Retirement Association**, the **Government of Guam Retirement Fund**, the **Louisiana Sheriffs' Pension and Relief Fund** and the **New Orleans Employees' Retirement System** in this action. The settlement is pending subject to final Court approval.

In re New Century Securities Litigation -- (United States District Court, Central District of California) Securities class action against New Century Financial Corp., certain of its officers and directors, its auditor, KPMG LLP, and certain underwriters. This action arises from the sudden collapse of New Century, a now bankrupt mortgage finance company focused on the subprime market, and alleges that throughout the Class Period, the defendants artificially inflated the price of the Company's securities through false and misleading statements concerning the significant risks associated with its mortgage lending business. In particular, the Company and the Individual Defendants failed to disclose that New Century maintained grossly inadequate reserves against losses associated with loan defaults and delinquencies. These understated reserves, which detract directly from earnings, caused the Company to significantly overstate its publicly reported earnings. The defendants also falsely represented internal controls relating to loan origination, loan underwriting and financial reporting existed at all or were effective. Following extensive negotiations, the parties settled the litigation for a total of approximately \$125 million, a feat characterized by numerous industry observers as "enormously difficult given the number of parties, the number of proceedings, the number of insurers, and the amount of money at stake" (*The D&O Diary*). The firm represented Lead Plaintiff the **New York State Teachers' Retirement System** in this action.

Corporate Governance and Shareholders' Rights

UnitedHealth Group, Inc. Shareholder Derivative Litigation -- (United States District Court, District of Minnesota) Shareholder derivative action filed on behalf of Plaintiffs the St. Paul Teachers' Retirement Fund Association, the Public Employees' Retirement System of Mississippi, the Jacksonville Police & Fire Pension Fund, the Louisiana Sheriffs' Pension & Relief Fund, the Louisiana Municipal Police Employees' Retirement System and Fire & Police Pension Association of Colorado ("Public Pension Funds"). The action was brought in the name and for the benefit of UnitedHealth Group, Inc. ("UnitedHealth" or the "Corporation") against certain current and former executive officers and members of the Board of Directors of UnitedHealth. It alleged that defendants obtained, approved and/or acquiesced in the issuance of stock options to senior executives that were unlawfully backdated to provide the recipients with windfall compensation at the direct expense of UnitedHealth and its shareholders. The firm recovered nearly \$920 million in ill-gotten compensation directly from the former officer defendants – the largest derivative recovery in history. The settlement is notable for holding these individual wrongdoers accountable for their role in illegally backdating stock options, as well as for the fact that the company agreed to far-reaching reforms to curb future executive compensation abuses. As feature coverage in *The New York Times* indicated, "investors everywhere should applaud [the UnitedHealth settlement]....[T]he recovery sets a standard of behavior for other companies and boards when performance pay is later shown to have been based on ephemeral earnings."

Caremark Merger Litigation -- (Delaware Court of Chancery - New Castle County) Shareholder class action against the directors of Caremark RX, Inc. ("Caremark") for violations of their fiduciary duties arising from their approval and continued endorsement of a proposed merger with CVS Corporation ("CVS") and their refusal to consider fairly an alternative transaction proposed by Express Scripts, Inc. ("Express Scripts"). On December 21, 2006, BLB&G commenced this action on behalf of the **Louisiana Municipal Police Employees' Retirement System** and other Caremark shareholders in order to force the Caremark directors to comply with their fiduciary duties and otherwise obtain the best value for shareholders. In a landmark decision issued on February 23, 2007, the Delaware Court of Chancery ordered the defendants to disclose additional material information that had previously been withheld, enjoined the shareholder vote on the CVS transaction until the additional disclosures occurred, and granted statutory appraisal rights to Caremark's shareholders. The Court also heavily criticized the conduct of the Caremark board of directors and, although declining to enjoin the shareholder vote on procedural grounds, noted

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that subsequent proceedings will retain the power to make shareholders whole through the availability of money damages. The lawsuit forced CVS to increase the consideration offered to Caremark shareholders by a total of \$7.50 per share in cash (over \$3 billion in total), caused Caremark to issue a series of additional material disclosures, and twice postponed the shareholder vote to allow shareholders sufficient time to consider the new information. On March 16, 2007, Caremark shareholders voted to approve the revised offer by CVS.

In re Pfizer Inc. Shareholder Derivative Litigation -- (United States District Court, Southern District of New York) Shareholder derivative action brought by Court-appointed Lead Plaintiffs **Louisiana Sheriffs' Pension and Relief Fund** ("LSPRF") and **Skandia Life Insurance Company, Ltd.** ("Skandia") and fellow shareholders, in the name and for the benefit of Pfizer Inc. ("Pfizer" or the "Company"), against members of the Board of Directors and senior executives of the Company. On September 2, 2009, the U.S. Department of Justice announced that Pfizer agreed to pay \$2.3 billion as part of a settlement to resolve civil and criminal charges regarding the illegal marketing of at least 13 of the Company's most important drugs – including the largest criminal fine ever imposed for any matter and the largest civil health care fraud settlement in history. The Complaint alleged that Pfizer's senior management and Board breached their fiduciary duties to Pfizer by, among other things, allowing unlawful promotion of drugs to continue after receiving numerous "red flags" that Pfizer's improper drug marketing was systemic and widespread. The Parties engaged in extensive discovery between March 31, 2010 and November 12, 2010, including discovery-related evidentiary hearings before the Court, the production by Defendants and various third parties of millions of pages of documents. On December 14, 2010, the Court granted preliminary approval of a proposed settlement. Under the terms of the proposed settlement, Defendants agree to create a new Regulatory and Compliance Committee of the Pfizer Board of Directors (the "Regulatory Committee") that will exist for a term of at least five years. The Committee will have a broad mandate to oversee and monitor Pfizer's compliance and drug marketing practices and, together with Pfizer's Compensation Committee, to review the compensation policies for Pfizer's drug sales related employees. The new Regulatory Committee's activities will be supported by a dedicated fund of \$75 million, minus any amounts awarded by the Court to Plaintiffs' Counsel as attorneys' fees and expenses. The proposed settlement also provides for the establishment of an Ombudsman Program as an alternative channel to address employee concerns about legal or regulatory issues.

In re El Paso Corp. Shareholder Litigation – (Delaware Court of Chancery)

This case aimed a spotlight on ways that financial insiders — in this instance Wall Street titan Goldman Sachs — game the system. The Delaware Chancery Court harshly rebuked Goldman for ignoring blatant conflicts of interest while advising their corporate clients on Kinder Morgan's high-profile acquisition of El Paso Corporation. The case and the Court's rulings echoed throughout the business community and media, and will materially improve investment banking practices. Goldman was forced to relinquish a \$20 million advisory fee, and BLB&G obtained a \$110 million cash settlement for El Paso shareholders — one of the highest merger litigation money damage recoveries in Delaware history.

In re Delphi Financial Group Shareholder Litigation – (Delaware Court of Chancery)

As the Delphi Financial Group prepared to be acquired by Tokio Marine Holdings Inc., the conduct of Delphi's founder and controlling shareholder drew the scrutiny of BLB&G and its institutional investor clients for improperly using the transaction to expropriate at least \$55 million at the expense of the public shareholders. We aggressively litigated this action and obtained a settlement of \$49 million for Delphi's public shareholders. The settlement fund is equal to about 90% of recoverable Class damages — a virtually unprecedented recovery.

Qualcomm Books & Records Litigation – (Delaware Court of Chancery)

The U.S. Supreme Court's controversial 2010 opinion in *Citizens United v. FEC* made it easier for corporate directors and executives to secretly use company funds — shareholder assets — to support personally favored political candidates or causes. We prosecuted the first ever "books and records" litigation to obtain disclosure of corporate political spending at our client's portfolio company — technology giant Qualcomm Inc. — in response to Qualcomm's refusal to share the information. After extensive private disclosures and constructive discussions, Qualcomm adopted a Political Contributions and Expenditures Policy that provides its shareholders with comprehensive disclosures regarding the Company's political activities and places Qualcomm as a standard bearer for other companies.

In re News Corp. Shareholder Derivative Litigation – (Delaware Court of Chancery)

Following News Corp.'s 2011 acquisition of a company owned by News Corp. Chairman and CEO Rupert Murdoch's daughter, and the phone-hacking scandal within its British newspaper division, we filed a derivative

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litigation on behalf of the company because of institutional shareholder concern with the conduct of News Corp.'s management. We ultimately obtained an unprecedented settlement in which News Corp. will recoup \$139 million for the company coffers, and will enact a variety of corporate governance and oversight enhancements to strengthen its global compliance structure, the independence and functioning of its board, and the compensation and clawback policies for management.

In re ACS Shareholder Litigation (Xerox) -- (Delaware Court of Chancery) Shareholder class action filed on behalf of the **New Orleans Employees' Retirement System** ("NOERS") and similarly situated shareholders of Affiliated Computer Service, Inc. ("ACS" or the "Company"), against members of the Board of Directors of ACS ("the Board"), Xerox Corporation ("Xerox"), and Boulder Acquisition Corp. ("Boulder"), a wholly owned subsidiary of Xerox. The action alleged that the members of the ACS Board breached their fiduciary duties by approving a merger with Xerox which would allow Darwin Deason, ACS's founder and Chairman and largest stockholder, to extract hundreds of millions of dollars of value that rightfully belongs to ACS's public shareholders for himself. Per the agreement, Deason's consideration amounted to over a 50% premium when compared to the consideration paid to ACS's public stockholders. The ACS Board further breached its fiduciary duties by agreeing to certain deal protections in the merger agreement, including an approximately 3.5% termination fee and a no-solicitation provision. These deal protections, along with the voting agreement that Deason signed with Xerox (which required him under certain circumstances to pledge half of his voting interest in ACS to Xerox) essentially locked-up the transaction between ACS and Xerox. Plaintiffs, therefore, sought a preliminary injunction to enjoin the deal. After intense discovery and litigation, the parties also agreed to a trial in May 2010 to resolve all outstanding claims. On May 19, 2010, Plaintiffs reached a global settlement with defendants for \$69 million. In exchange for the release of all claims, Deason agreed to pay the settlement class \$12.8 million while ACS agreed to pay the remaining \$56.1 million. The Court granted final approval to the settlement on August 24, 2010.

In re Dollar General Corporation Shareholder Litigation -- (Sixth Circuit Court for Davidson County, Tennessee; Twentieth Judicial District, Nashville) Class action filed against Dollar General Corporation ("Dollar General" or the "Company") for breaches of fiduciary duty related to its proposed acquisition by the private equity firm Kohlberg Kravis Roberts & Co. ("KKR"), and against KKR for aiding and abetting those breaches. A Nashville, Tennessee corporation that operates retail stores selling discounted household goods, in early March 2007, Dollar General announced that its board of directors had approved the acquisition of the Company by KKR. On March 13, 2007, BLB&G filed a class action complaint alleging that the "going private" offer was approved as a result of breaches of fiduciary duty by the board and that the price offered by KKR did not reflect the fair value of Dollar General's publicly-held shares. The Court appointed BLB&G Co-Lead Counsel and **City of Miami General Employees' & Sanitation Employees' Retirement Trust** as Co-Lead Plaintiff. On the eve of the summary judgment hearing, KKR agreed to pay a \$40 million settlement in favor of the shareholders, with a potential for \$17 million more for the Class.

Landry's Restaurants, Inc. Shareholder Litigation -- (Delaware Court of Chancery) A derivative and shareholder class action arising from the conduct of Landry's Restaurants, Inc.'s ("Landry's" or "the Company") chairman, CEO and largest shareholder, Tilman J. Fertitta ("Fertitta"). Fertitta and Landry's board of directors (the "Board") breached their fiduciary duties by stripping Landry's public shareholders of their controlling interest in the Company for no premium and severely devalued Landry's remaining public shares. In June 2008 Fertitta agreed to pay \$21 per share to Landry's public shareholders to acquire the approximately 61% of the Company's shares that he did not already own (the "Buyout"). Fertitta planned to finance the Buyout by obtaining funds from a number of lending banks. In September 2008 before the Buyout closed, Hurricane Ike struck Texas and damaged certain of the Company's restaurants and properties. Fertitta used this natural disaster, and the general state of the national economy, to leverage renegotiation of the Buyout. By threatening the Board that the lending banks might invoke the material adverse effect clause of the Buyout's debt commitment letter – even though no such right existed – Fertitta drastically reduced his purchase price to \$13.50 a share in an amended agreement announced on October 18, 2008 (the "Amended Transaction"). In the wake of this announcement, Landry's share price plummeted, and Fertitta took advantage of Landry's depressed stock price by accumulating shares on the open market. Despite the Board's recognition of Fertitta's stock accumulation outside the terms of the Amended Transaction, it did nothing to protect the interests of Landry's minority shareholders. By December 2, 2008, Fertitta owned more than 50% of the Company, and sought to escape his obligations under the amended agreement. Roughly one month later, Fertitta and the lending banks used a routine request of the Company to cause the Board to terminate the Amended Transaction, thereby allowing Fertitta to avoid paying a termination fee. On February 5, 2009, BLB&G filed a lawsuit on behalf of Plaintiff **Louisiana Municipal Police Employees' Retirement System** and other public shareholders, and

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derivatively on behalf of Landry's, against Fertitta and the Board seeking to enforce the Buyout and various other reliefs. On November 3, 2009, Landry's announced that its Board approved a new deal with Fertitta, whereby Fertitta would acquire the approximately 45% of Landry's outstanding stock that he does not already own for \$14.75 per share in cash (the "Proposed Transaction"). On November 12, 2009, the Court granted Plaintiff's motion to supplement its original complaint to add additional claims involving breaches of fiduciary duty by Fertitta and the Landry's Board related to the Proposed Transaction.

After over a year of intensive litigation in which the Court denied defendants' motion to dismiss on all grounds, settlements were reached resolving all claims asserted against Defendants, which included the creation of a settlement fund composed of \$14.5 million in cash. With respect to the conduct surrounding the 2009 Proposed Transaction, the settlement terms included significant corporate governance reforms, and an increase in consideration to shareholders of the purchase price valued at \$65 million.

In re Yahoo! Inc., Takeover Litigation -- (Delaware Court of Chancery) Shareholder class action filed on behalf of the Police & Fire Retirement System of the City of Detroit and the General Retirement System of the City of Detroit (collectively "Plaintiffs") (the "Detroit Funds"), and all other similarly situated public shareholders (the "Class") of Yahoo! Inc. ("Yahoo" or the "Company"). The action alleged that the Board of Directors at Yahoo breached their fiduciary duties by refusing to respond in good faith to Microsoft Corporation's ("Microsoft") non-coercive offer to acquire Yahoo for \$31 per share - a 62% premium above the \$19.18 closing price of Yahoo common stock on January 31, 2008. The initial complaint filed on February 21, 2008 alleged that Yahoo pursued an "anyone but Microsoft" approach, seeking improper defensive options to thwart Microsoft at the expense of Yahoo's shareholders, including transactions with Google, AOL, and News Corp. The Complaint also alleged the Yahoo Board adopted improper change-in-control employee severance plans designed to impose tremendous costs and risks for an acquirer by rewarding employees with rich benefits if they quit and claimed a constructive termination in the wake of merger. Following consolidation of related cases and appointment of BLB&G as co-lead counsel by Chancellor Chandler on March 5, 2008, plaintiffs requested expedited proceedings and immediately commenced discovery, including document reviews and depositions of certain third parties and defendants. In December 2008, the parties reached a settlement of the action which provided significant benefits to Yahoo's shareholders including substantial revisions to the two challenged Change-in-Control Employee Severance Plans that the Yahoo board of directors adopted in immediate response to Microsoft's offer back in February of 2008. These revisions included changes to the first trigger of the severance plans by modifying what constitutes a "change of control" as well as changes to the second trigger by narrowing what amounts to "good reason for termination" or when an employee at Yahoo could leave on his own accord and claim severance benefits. Finally, the settlement provided for modifications to reduce the expense of the plan. The Court approved the settlement on March 6, 2009.

Ceridian Shareholder Litigation -- (Delaware Chancery Court, New Castle County) Shareholder litigation filed in 2007 against the Ceridian Corporation ("Ceridian" or "the Company"), its directors, and Ceridian's proposed merger partners on behalf of BLB&G client, **Minneapolis Firefighter's Relief Association** ("Minneapolis Firefighters"), and other similarly situated shareholders, alleging that the proposed transaction arose from the board of directors' breaches of their fiduciary duty to maximize shareholder value and instead was driven primarily as a means to enrich Ceridian's management at the expense of shareholders. Ceridian is comprised primarily of two divisions: Human Resources Solutions and Comdata. The Company's biggest shareholder pursued a proxy fight to replace the current board of directors. In response to these efforts, the Company disclosed an exploration of strategic alternatives and later announced that it had agreed to be acquired by Thomas H. Lee Partners, LP ("THL") and Fidelity National Financial, Inc. ("Fidelity"), and had entered into a definitive merger agreement in a deal that values Ceridian at \$5.3 billion, or \$36 per share. In addition, Ceridian's directors were accused of manipulating shareholder elections by embedding into the merger agreement a contractual provision that allowed THL and Fidelity an option to abandon the deal if a majority of the current board is replaced. This "Election Walkaway" provision would have punished shareholders for exercising the shareholder franchise and thereby coerce the vote. The defendants were also accused of employing additional unlawful lockup provisions, including "Don't Ask Don't Waive" standstill agreements, an improper "no-shop/no-talk" provision, and a \$165 million termination fee as part of the merger agreement in order to deter and preclude the successful emergence of alternatives to the deal with THL and Fidelity. Further, in the shadow of the ongoing proxy fight, Ceridian refused to hold its annual meeting for over 13 months. Pursuant to Section 211 of the Delaware General Corporation Law, BLB&G and Minneapolis Firefighters successfully filed a petition to require that the Company hold its annual meeting promptly which resulted in an order compelling the annual meeting to take place. BLB&G and Minneapolis also obtained a partial settlement in the fiduciary duty litigation. Pursuant to the settlement terms, the "Election Walkaway" provision in

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the merger agreement and the “Don’t Ask Don’t Waive” standstills were eliminated, letters were sent by the Ceridian board to standstill parties advising them of their right to make a superior offer, and the “no-shop/no-talk” provision in the merger agreement was amended to significantly expand the scope of competing transactions that can be considered by the Ceridian board. On February 25, 2008, the court approved the final settlement of the action.

McCall v. Scott -- (United States District Court, Middle District of Tennessee). A derivative action filed on behalf of Columbia/HCA Healthcare Corporation – now “HCA” – against certain former senior executives of HCA and current and former members of the Board of Directors seeking to hold them responsible for directing or enabling HCA to commit the largest healthcare fraud in history, resulting in hundreds of millions of dollars of loss to HCA. The firm represented the **New York State Common Retirement Fund** as Lead Plaintiff, as well as the **California Public Employees’ Retirement System (“CalPERS”)**, the **New York City Pension Funds**, the **New York State Teachers’ Retirement System** and the **Los Angeles County Employees’ Retirement Association (“LACERA”)** in this action. Although the district court initially dismissed the action, the United States Court of Appeals for the Sixth Circuit reversed that dismissal and upheld the complaint in substantial part, and remanded the case back to the district court. On February 4, 2003, the Common Retirement Fund, announced that the parties had agreed in principle to settle the action, subject to approval of the district court. As part of the settlement, HCA was to adopt a corporate governance plan that goes well beyond the requirements both of the Sarbanes-Oxley Act and of the rules that the New York Stock Exchange has proposed to the SEC, and also enhances the corporate governance structure presently in place at HCA. HCA also will receive \$14 million. Under the sweeping governance plan, the HCA Board of Directors is to be substantially independent, and would have increased power and responsibility to oversee fair and accurate financial reporting. In granting final approval of the settlement on June 3, 2003, the Honorable Senior Judge Thomas A. Higgins of the District Court said that the settlement “confers an exceptional benefit upon the company and the shareholders by way of the corporate governance plan.”

Official Committee of Unsecured Creditors of Integrated Health Services, Inc. v. Elkins, et al. -- (Delaware Chancery Court) The Official Committee of Unsecured Creditors (the “Committee”) of Integrated Health Services (“IHS”), filed a complaint against the current and former officers and directors of IHS, a health care provider which declared bankruptcy in January 2000. The Committee, on behalf of the Debtors Bankruptcy Estates, sought damages for breaches of fiduciary duties and waste of corporate assets in proposing, negotiating, approving and/or ratifying excessive and unconscionable compensation arrangements for Robert N. Elkins, the Company’s former Chairman and Chief Executive Officer, and for other executive officers of the Company. BLB&G is a special litigation counsel to the committee in this action. The Delaware Chancery Court sustained most of Plaintiff’s fiduciary duty claims against the defendants, finding that the complaint sufficiently pleaded that the defendants “consciously and intentionally disregarded their responsibilities.” The Court also observed that Delaware law sets a very high bar for proving violation of fiduciary duties in the context of executive compensation. Resulting in a multi-million dollar settlement, the Integrated Health Services litigation was one of the few executive compensation cases successfully litigated in Delaware.

Employment Discrimination and Civil Rights

Roberts v. Texaco, Inc. -- (United States District Court for the Southern District of New York) Six highly qualified African-American employees filed a class action complaint against Texaco Inc. alleging that the Company failed to promote African-American employees to upper level jobs and failed to compensate them fairly in relation to Caucasian employees in similar positions. Two years of intensive investigation on the part of the lawyers of Bernstein Litowitz Berger & Grossmann LLP, including retaining the services of high level expert statistical analysts, revealed that African-Americans were significantly under-represented in high level management jobs and Caucasian employees were promoted more frequently and at far higher rates for comparable positions within the Company. Settled for over \$170 million. Texaco also agreed to a Task Force to monitor its diversity programs for five years. The settlement has been described as the most significant race discrimination settlement in history.

ECOA - GMAC/NMAC/Ford/Toyota/Chrysler - Consumer Finance Discrimination Litigation (multiple jurisdictions) -- The cases involve allegations that the lending practices of General Motors Acceptance Corporation, Nissan Motor Acceptance Corporation, Ford Motor Credit, Toyota Motor Credit and DaimlerChrysler Financial cause African-American and Hispanic car buyers to pay millions of dollars more for car loans than similarly situated

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white buyers. At issue is a discriminatory kickback system under which minorities typically pay about 50% more in dealer mark-up which is shared by auto dealers with the defendants.

- NMAC: In March 2003, the United States District Court for the Middle District of Tennessee granted final approval of the settlement of the class action pending against Nissan Motor Acceptance Corporation (“NMAC”). Under the terms of the settlement, NMAC agreed to offer pre-approved loans to hundreds of thousands of current and potential African-American and Hispanic NMAC customers, and limit how much it raises the interest charged to car buyers above the Company’s minimum acceptable rate. The company will also contribute \$1 million to America Saves, to develop a car financing literacy program targeted toward minority consumers. The settlement also provides for the payment of \$5,000 to \$20,000 to the 10 people named in the class-action lawsuit.
- GMAC: In March 2004, the United States District Court for the Middle District of Tennessee granted final approval of a settlement of the litigation against General Motors Acceptance Corporation (“GMAC”), in which GMAC agreed to take the historic step of imposing a 2.5% markup cap on loans with terms up to sixty months, and a cap of 2% on extended term loans. GMAC also agreed to institute a substantial credit pre-approval program designed to provide special financing rates to minority car buyers with special rate financing. The pre-approval credit program followed the example laid down in the successful program that NMAC implemented. The GMAC program extended to African-American and Hispanic customers throughout the United States and will offer no less than 1.25 million qualified applicants “no markup” loans over a period of five years. In addition, GMAC further agreed to (i) change its financing contract forms to disclose that the customer’s annual percentage interest rate may be negotiable and that the dealer may retain a portion of the finance charge paid by the customer to GMAC, and (ii) to contribute \$1.6 million toward programs aimed at educating and assisting consumers.
- DaimlerChrysler: In October 2005, the United States District Court for the District of New Jersey granted final approval of the settlement of BLB&G’s case against DaimlerChrysler. Under the Settlement Agreement, DaimlerChrysler agreed to implement substantial changes to the Company’s practices, including limiting the maximum amount of mark-up dealers may charge customers to between 1.25% and 2.5% depending upon the length of the customer’s loan. In addition, the Company agreed to (i) include disclosures on its contract forms that the consumer can negotiate the interest rate with the dealer and that DaimlerChrysler may share the finance charges with the dealer, (ii) send out 875,000 pre-approved credit offers of no-mark-up loans to African-American and Hispanic consumers over the next several years, and (iii) contribute \$1.8 million to provide consumer education and assistance programs on credit financing.
- Ford Motor Credit: In June 2006, the United States District Court for the Southern District of New York granted final approval of the settlement in this class action lawsuit. Under the terms of the settlement, Ford Credit agreed to make contract disclosures in the forms it creates and distributes to dealerships informing consumers that the customer’s Annual Percentage Rate (“APR”) may be negotiated and that sellers may assign their contracts and retain their right to receive a portion of the finance charge. Ford Credit also agreed to: (i) maintain or lower its present maximum differential between the customer APR and Ford Credit’s “Buy Rate”; (ii) to contribute \$2 million toward certain consumer education and assistance programs; and (iii) to fund a Diversity Marketing Initiative offering 2,000,000 pre-approved firm offers of credit to African-American and Hispanic Class Members during the next three years.
- Toyota Motor Credit: In November 2006, the United States District Court for the Central District of California granted final approval of the settlement of BLB&G’s case against Toyota. Under the Settlement Agreement, Toyota agreed to limit the amount of mark-up on certain automobiles for the next three years with a cap of 2.50% on loans for terms of sixty (60) months or less; 2.00% on loans for terms of sixty-one (61) to seventy-one (71) months; and 1.75% on loans for terms of seventy-two (72) months or more. In addition, Toyota agreed to: (i) disclose to consumers that loan rates are negotiable and can be negotiated with the dealer; (ii) fund consumer education and assistance programs directed to African-American and Hispanic communities which will help consumers with respect to credit financing; (iii) offer 850,000 pre-approved, no mark-up offers of credit to African-Americans and Hispanics over the next five years; and offer a certificate of credit or cash to eligible class members.

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Alexander v. Pennzoil Company -- (United States District Court, Southern District of Texas) A class action on behalf of all salaried African-American employees at Pennzoil alleging race discrimination in the Company's promotion, compensation and other job related practices. The action settled for \$6.75 million.

Butcher v. Gerber Products Company -- (United States District Court, Southern District of New York) Class action asserting violations of the Age Discrimination in Employment Act arising out of the mass discharging of approximately 460 Gerber sales people, the vast majority of whom were long-term Gerber employees aged 40 and older. Settlement terms are confidential.

Consumer Class Actions

DoubleClick -- (United States District Court, Southern District of New York) Internet Privacy. A class action on behalf of Internet users who have had personal information surreptitiously intercepted and sent to a major Internet advertising agency. In the settlement agreement reached in this action, DoubleClick committed to a series of industry-leading privacy protections for online consumers while continuing to offer its full range of products and services. This is likely the largest class action there has ever been - virtually every, if not every, Internet user in the United States.

General Motors Corporation -- (Superior Court of New Jersey Law Division, Bergen County) A class action consisting of all persons who currently own or lease a 1988 to 1993 Buick Regal, Oldsmobile Cutlass Supreme, Pontiac Grand Prix or Chevrolet Lumina or who previously owned or leased such a car for defective rear disc brake caliper pins which tended to corrode, creating both a safety hazard and premature wearing of the front and rear disc brakes, causing extensive economic damage. Settled for \$19.5 million.

Wright v. MCI Communications Corporation -- (United States District Court, District of California) Consumer fraud class action on behalf of individuals who were improperly charged for calls made through MCI's Automated Operator Services. Class members in this class action received a return of more than 85% of their losses. Settled for \$14.5 million.

Empire Blue Cross -- (United States District Court, Southern District of New York) Overcharging health care subscribers. BLB&G was lead counsel in a recently approved \$5.6 million settlement that represented 100% of the class' damages and offered all the overcharged subscribers 100 cents on the dollar repayment.

DeLima v. Exxon -- (Superior Court of Hudson County, New Jersey) A class action complaint alleging false and deceptive advertising designed to convince consumers who did not need high-test gasoline to use it in their cars. A New Jersey class was certified by the court and upheld by the appellate court. Under terms of the settlement, the class received one million \$3 discounts on Exxon 93 Supreme Gasoline upon the purchase of at least 8 gallons of the gasoline.

Toxic/Mass Torts

Fen/Phen Litigation ("Diet Drug" Litigation) -- (Class action lawsuits filed in 10 jurisdictions including New York, New Jersey, Vermont, Pennsylvania, Florida, Kentucky, Indiana, Arizona, Oregon and Arkansas) The firm played a prominent role in the nationwide "diet drug" or "fen-phen" litigation against American Home Products for the Company's sale and marketing of Redux and Pondimin. The suits alleged that a number of pharmaceutical companies produced these drugs which, when used in combination, can lead to life-threatening pulmonary hypertension and heart valve thickening. The complaint alleged that these manufacturers knew of or should have known of the serious health risks created by the drugs, should have warned users of these risks, knew that the fen/phen combination was not approved by the FDA, had not been adequately studied, and yet was being routinely prescribed by physicians. This litigation led to one of the largest class action settlements in history, the multi-billion dollar Nationwide Class Action Settlement with American Home Products approved by the United States District Court for the Eastern District of Pennsylvania. In this litigation, BLB&G was involved in lawsuits filed in the 10 jurisdictions and was designated Class Counsel in the Consolidated New York and New Jersey state court litigations. Additionally, the firm was Co-Liaison Counsel in the New York litigations and served as the State Court Certified Class Counsel for the New York Certified Class to the Nationwide Settlement.

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CLIENTS AND FEES

Most of the firm's clients are referred by other clients, law firms and lawyers, bankers, investors and accountants. A considerable number of clients have been referred to the firm by former adversaries. We have always maintained a high level of independence and discretion in the cases we decide to prosecute. As a result, the level of personal satisfaction and commitment to our work is high.

As stated, our client roster includes many large and well known financial and lending institutions and pension funds, as well as privately held corporate entities which are attracted to our firm because of our reputation, particular expertise and fee structure.

We are firm believers in the contingency fee as a socially useful, productive and satisfying basis of compensation for legal services, particularly in litigation. Wherever appropriate, even with our corporate clients, we will encourage a retention where our fee is at least partially contingent on the outcome of the litigation. This way, it is not the number of hours worked that will determine our fee but, rather, the result achieved for our client.

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IN THE PUBLIC INTEREST

Bernstein Litowitz Berger & Grossmann LLP is guided by two principles: excellence in legal work and a belief that the law should serve a socially useful and dynamic purpose. Attorneys at the firm are active in academic, community and *pro bono* activities, as well as participating as speakers and contributors to professional organizations. In addition, the firm endows a public interest law fellowship and sponsors an academic scholarship at Columbia Law School.

The Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship, Columbia Law School. BLB&G is committed to fighting discrimination and effecting positive social change. In support of this commitment, the firm donated funds to Columbia Law School to create the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship. This newly endowed fund at Columbia Law School will provide Fellows with 100% of the funding needed to make payments on their law school tuition loans so long as such graduates remain in the public interest law field. The Bernstein Litowitz Berger & Grossmann Fellows will be able to leave law school free of any law school debt if they make a long term commitment to public interest law.

Firm sponsorship of *inMotion*, New York, NY. BLB&G is a sponsor of *inMotion*, a non-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally battered women, in connection with the myriad legal problems they face. The organization trains and supports the efforts of New York lawyers, typically associates at law firms or in-house counsel, who provide *pro bono* counsel to these women. Several members and associates of the firm volunteer their time and energies to help women who need divorces from abusive spouses, or representation on legal issues such as child support, custody and visitation. To read more about *inMotion* and the remarkable services it provides, visit the organization's website at www.inmotiononline.org.

The Paul M. Bernstein Memorial Scholarship, Columbia Law School. Paul M. Bernstein was the founding senior partner of the firm. Mr. Bernstein led a distinguished career as a lawyer and teacher and was deeply committed to the professional and personal development of young lawyers. The Paul M. Bernstein Memorial Scholarship Fund is a gift of the firm of Bernstein Litowitz Berger & Grossmann LLP, and the family and friends of Paul M. Bernstein. Established in 1990, the scholarship is awarded annually to one or more second-year students selected for their academic excellence in their first year, professional responsibility, financial need and contributions to fellow students and the community.

Firm sponsorship of City Year New York, New York, NY. BLB&G is also an active supporter of City Year New York, a division of AmeriCorps. The program was founded in 1988 as a means of encouraging young people to devote time to public service and unites a diverse group of volunteers for a demanding year of full-time community service, leadership development and civic engagement. Through their service, corps members experience a rite of passage that can inspire a lifetime of citizenship and build a stronger democracy.

Max W. Berger Pre-Law Program at Baruch College. In order to encourage outstanding minority undergraduates to pursue a meaningful career in the legal profession, the Max W. Berger Pre-Law Program was established at Baruch College. Providing workshops, seminars, counseling and mentoring to Baruch students, the program facilitates and guides them through the law school research and application process, as well as placing them in appropriate internships and other pre-law working environments.

New York Says Thank You Foundation. Founded in response to the outpouring of love shown to New York City by volunteers from all over the country in the wake of the 9/11 attacks, The New York Says Thank You Foundation sends volunteers from New York City to help rebuild communities around the country affected by disasters. BLB&G is a corporate sponsor of NYSTY and its goals are a heartfelt reflection of the firm's focus on community and activism.

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THE MEMBERS OF THE FIRM

MAX W. BERGER, the firm's senior founding partner, supervises BLB&G's litigation practice and prosecutes class and individual actions on behalf of the firm's clients.

He has litigated many of the firm's most high-profile and significant cases, and has negotiated six of the largest securities fraud settlements in history, each in excess of a billion dollars: *Cendant* (\$3.3 billion); *Citigroup-WorldCom* (\$2.575 billion); *Bank of America/Merrill Lynch* (\$2.4 billion); *JPMorgan Chase-WorldCom* (\$2 billion); *Nortel* (\$1.07 billion); and *McKesson* (\$1.04 billion).

Mr. Berger's work has garnered him extensive media attention, and he has been the subject of feature articles in a variety of major media publications. Unique among his peers, *The New York Times* highlighted his remarkable track record in an October 2012 profile entitled "Investors' Billion-Dollar Fraud Fighter," which also discussed his role in the *Bank of America/Merrill Lynch Merger* litigation. In 2011, Mr. Berger was twice profiled by *The American Lawyer* for his role in negotiating a \$627 million recovery on behalf of investors in the *In re Wachovia Corp. Securities Litigation*, and a \$516 million recovery in *In re Lehman Brothers Equity/Debt Securities Litigation*. Previously, Mr. Berger's role in the WorldCom case generated extensive media coverage including feature articles in *BusinessWeek* and *The American Lawyer*. For his outstanding efforts on behalf WorldCom investors, *The National Law Journal* profiled Mr. Berger (one of only eleven attorneys selected nationwide) in its special annual 2005 "Winning Attorneys" section. He was subsequently featured in a 2006 *New York Times* article, "A Class-Action Shuffle," which assessed the evolving landscape of the securities litigation arena.

Widely recognized for his professional excellence and achievements, Mr. Berger was named one of the "100 Most Influential Lawyers in America" by the National Law Journal for being "front and center" in holding Wall Street banks accountable and obtaining over \$5 billion in cases arising from the subprime meltdown, and for his work as a "master negotiator" in obtaining numerous multi-billion dollar recoveries for investors. Most recently, he was named one of six 2013 Legal MVPs in the nation by *Law360* for his work in securities litigation.

In addition, for the past seven years in a row, he has received the top attorney ranking in plaintiff securities litigation by the Chambers and Partners' Guide to America's Leading Lawyers for Business and is consistently recognized as one of New York's "local litigation stars" by *Benchmark Litigation: The Definitive Guide to America's Leading Litigation Firms & Attorneys* (published by *Institutional Investor* and *Euromoney*). Since their various inception, he has been named a "litigation star" by the *Legal 500 US* guide, one of "10 Legal Superstars" by *Securities Law360*, and one of the "500 Leading Lawyers in America" and "100 Securities Litigators You Need to Know" by *Lawdragon* magazine. Further, *The Best Lawyers in America* guide has named Mr. Berger a leading lawyer in his field.

Mr. Berger also serves the academic community in numerous capacities as a member of the Dean's Council to Columbia Law School, and as a member of the Board of Trustees of Baruch College. He has taught Profession of Law, an ethics course at Columbia Law School, and currently serves on the Advisory Board of Columbia Law School's Center on Corporate Governance. In May 2006, he was presented with the Distinguished Alumnus Award for his contributions to Baruch College, and in February 2011, Mr. Berger received Columbia Law School's most prestigious and highest honor, "The Medal for Excellence." This award is presented annually to Columbia Law School alumni who exemplify the qualities of character, intellect, and social and professional responsibility that the Law School seeks to instill in its students. Most recently, Mr. Berger was profiled in the Fall 2011 issue of *Columbia Law School Magazine*.

Mr. Berger is currently a member of the New York State, New York City and American Bar Associations, and is a member of the Federal Bar Council. His is also an advisor to the American Law Institute's Restatement Third: Economic Torts project, and is a member of the Board of Trustees of The Supreme Court Historical Society, a prestigious non-profit organization committed to preserving the history of the Supreme Court of the United States.

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Mr. Berger is a past chairman of the Commercial Litigation Section of the Association of Trial Lawyers of America (now known as the American Association for Justice) and lectures for numerous professional organizations. In 1997, Mr. Berger was honored for his outstanding contribution to the public interest by Trial Lawyers for Public Justice, (now known as Public Justice) where he was a "Trial Lawyer of the Year" Finalist for his work in *Roberts, et al. v. Texaco*, the celebrated race discrimination case, on behalf of Texaco's African-American employees.

Among numerous charitable and volunteer works, Mr. Berger is an active supporter of City Year New York, a division of AmeriCorps, dedicated to encouraging young people to devote time to public service. In July 2005, he was named City Year New York's "Idealist of the Year," for his long-time service and work in the community. He and his wife, Dale, have also established the Dale and Max Berger Public Interest Law Fellowship at Columbia Law School and the Max Berger Pre-Law Program at Baruch College.

EDUCATION: Baruch College-City University of New York, B.B.A., Accounting, 1968; President of the student body and recipient of numerous awards. Columbia Law School, J.D., 1971, Editor of the *Columbia Survey of Human Rights Law*.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals, Second Circuit; U.S. Supreme Court.

EDWARD A. GROSSMANN, one of the firm's founding partners, served as lead counsel in the *Prudential-Bache Energy Income Limited Partnership* and the *In re Bennett Funding Group* class actions, well-publicized cases which have each settled for in excess of \$120 million.

He is a past chairman of the Class and Derivative Action Trials Subcommittee of the Litigation Section of the American Bar Association and a past chairman of the Commercial Litigation Section of the Association of Trial Lawyers of America (now known as the American Association for Justice) and has lectured for that organization. Mr. Grossmann is a member of the Executive Committee of the Jackson Gabriel Silver Foundation, the Board of Trustees of the Kaplen JCC on the Palisades, the Committee of Visitors of the University of Michigan Law School and the Committee of Visitors of the University of Wisconsin Center for Jewish Studies. He is also past President of the Kaplen JCC on the Palisades and is a past trustee of the UJA Federation of Northern New Jersey.

EDUCATION: University of Wisconsin, B.A., *cum laude*, 1970. University of Michigan Law School, J.D., 1973.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Courts of Appeals for the Second, Third, Fifth, Ninth and Eleventh Circuits.

STEVEN B. SINGER, a member of the firm's Management Committee, has been the lead partner responsible for prosecuting a number of the most significant and high-profile securities cases in the country, which collectively have recovered billions of dollars for investors. He recently led the litigation against Bank of America Corp. relating to its acquisition of Merrill Lynch, which resulted in a landmark settlement shortly before trial of \$2.43 billion, one of the largest recoveries in history. The BLB&G *Bank of America* trial team, including Mr. Singer, were the subject of *The New York Times* October 2012 feature article, "Investors' Billion-Dollar Fraud Fighter." Mr. Singer was also responsible for the securities class action against Citigroup Inc., which recently settled for \$730 million, a recovery which ranks as the second largest recovery in a securities class action brought on behalf of purchasers of debt securities, and one of the fifteen largest recoveries in any securities class action. The *Bank of America* and *Citigroup* settlements are the two largest settlements arising from the credit crisis of 2008.

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In addition, Mr. Singer has been the lead partner responsible for numerous other actions that have resulted in substantial settlements, including cases involving Mills Corp. (\$203 million settlement), WellCare Health Plans, Inc. (\$200 million settlement), Satyam Computer Services, Ltd. (\$150 million settlement), and Biovail Corp. (\$138 million settlement). He has substantial trial experience, and was one of the lead trial lawyers on the *WorldCom Securities Litigation*, which culminated in a four week trial and resulted in the recovery of more than \$6.15 billion. In 1997, Trial Lawyers for Public Justice named Mr. Singer as a finalist for “Trial Lawyer of the Year” for his role in the prosecution of the class action race discrimination litigation, *Roberts v. Texaco*, which resulted in the largest discrimination settlement in history.

Mr. Singer has been recognized by industry observers for his legal excellence and achievements. He has been selected by *Lawdragon* magazine as one of the “500 Leading Lawyers in America.” He is ranked by *Chambers* as one of the “key individuals” in the field of plaintiffs’ securities litigation, by the *Legal 500 US* guide as one of the “Leading Lawyers in plaintiffs’ securities litigation – one of only seven attorneys in the nation so recognized – and has been honored by his peers as a “Litigation Star” in *Benchmark Plaintiff: The Definitive Guide to America’s Leading Litigation Firms & Attorneys*. Mr. Singer has also been selected as a New York Super Lawyer every year since 2006.

Currently, Mr. Singer is responsible for prosecuting a number of high-profile securities class actions, including those against J.P. Morgan relating to the “London Whale” trading losses, and Facebook.

Mr. Singer is an active member of the New York State and American Bar Associations. He is also a speaker at various continuing legal education programs offered by the Practising Law Institute.

EDUCATION: Duke University, B.A., *cum laude*, 1988. Northwestern University School of Law, J.D., 1991.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York.

GERALD H. SILK’s practice focuses on representing institutional investors on matters involving federal and state securities laws, accountants’ liability, and the fiduciary duties of corporate officials, as well as general commercial and corporate litigation. He also advises creditors on their rights with respect to pursuing affirmative claims against officers and directors, as well as professionals both inside and outside the bankruptcy context.

A member of the firm’s Management Committee, Mr. Silk is one of the partners who oversee the firm’s new matter department, in which he, along with a group of financial analysts and investigators, counsels institutional clients on potential legal claims. He was the subject of “Picking Winning Securities Cases,” a feature article in the June 2005 issue of *Bloomberg Markets* magazine, which detailed his work for the firm in this capacity. *Lawdragon* magazine has named him one of the “100 Securities Litigators You Need to Know,” one of the “500 Leading Lawyers in America,” and one of America’s top 500 “rising stars” in the legal profession. In addition, he was also named as a “Litigation Star” by *Benchmark Plaintiff*, and is recommended by the *Legal 500 US* guide in the field of plaintiffs’ securities litigation. Mr. Silk has also been selected for inclusion among *New York Super Lawyers* every year since 2006.

Mr. Silk is currently advising institutional investors worldwide on their rights with respect to claims involving transactions in residential mortgage-backed securities (RMBS) and collateralized debt obligations (CDOs). He is also representing Cambridge Place Investment Management Inc. on claims under Massachusetts state law against numerous investment banks arising from the purchase of billions of dollars of RMBS (see Gretchen Morgenson, “Mortgage Investors Turn to State Courts for Relief,” *The New York Times*, July 11, 2010). Mr. Silk is also representing public pension funds who participated in a securities lending program administered and managed by Northern Trust Company and sustained losses as a result of Northern Trust’s alleged breaches of fiduciary duty. In addition, he is actively involved in the firm’s prosecution of highly successful M&A litigation, representing shareholders in widely publicized lawsuits, including the litigation arising from the proposed acquisition of Caremark Rx, Inc. by CVS Corporation – which led to an increase of approximately \$3.5 billion in the consideration offered to shareholders.

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Mr. Silk was one of the principal attorneys responsible for prosecuting the *In re Independent Energy Holdings Securities Litigation*. A case against the officers and directors of Independent Energy as well as several investment banking firms which underwrote a \$200 million secondary offering of ADRs by the U.K.-based Independent Energy, the litigation was resolved for \$48 million. Mr. Silk has also prosecuted and successfully resolved several other securities class actions, which resulted in substantial cash recoveries for investors, including *In re Sykes Enterprises, Inc. Securities Litigation* in the Middle District of Florida, and *In re OM Group, Inc. Securities Litigation* in the Northern District of Ohio. He was also a member of the litigation team responsible for the successful prosecution of *In re Cendant Corporation Securities Litigation* in the District of New Jersey, which was resolved for \$3.2 billion.

A graduate of the Wharton School of Business, University of Pennsylvania and Brooklyn Law School, in 1995-96, Mr. Silk served as a law clerk to the Hon. Steven M. Gold, U.S.M.J., in the United States District Court for the Eastern District of New York.

Mr. Silk lectures to institutional investors at conferences throughout the country, and has written or substantially contributed to several articles on developments in securities and corporate law, including "The Compensation Game," *Lawdragon*, Fall 2006; "Institutional Investors as Lead Plaintiffs: Is There A New And Changing Landscape?," *75 St. John's Law Review* 31 (Winter 2001); "The Duty To Supervise, Poser, Broker-Dealer Law and Regulation", 3rd Ed. 2000, Chapter 15; "Derivative Litigation In New York after Marx v. Akers," *New York Business Law Journal*, Vol. 1, No. 1 (Fall 1997).

He is a frequent commentator for the business media on television and in print. Among other outlets, he has appeared on NBC's *Today*, and CNBC's *Power Lunch*, *Morning Call*, and *Squawkbox* programs, as well as being featured in *The New York Times*, *Financial Times*, *Bloomberg*, *The National Law Journal*, and the *New York Law Journal*.

EDUCATION: Wharton School of the University of Pennsylvania, B.S., Economics, 1991. Brooklyn Law School, J.D., *cum laude*, 1995.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York.

BLAIR A. NICHOLAS is a senior and managing partner of the firm and widely recognized as one of the leading securities litigators in the country. He has extensive experience representing prominent private and public institutional investors in high-stakes actions involving federal and state securities laws, accountants' liability, market manipulation, and corporate governance matters. Mr. Nicholas has recovered billions of dollars in courts throughout the nation on behalf of some of the largest mutual funds, investment managers, insurance companies, public pension plans, and hedge funds in North America and Europe.

On behalf of institutional investor clients, Mr. Nicholas currently serves, and has served in prior litigation, as lead counsel in a wide variety of high-profile actions. Select representations include: *Tyco Direct Action* – served as Lead Counsel on behalf of prominent mutual funds, hedge funds and a public pension fund in a direct action against Tyco International and certain of its former officers, which was successfully resolved for over \$105 million; *AXA Rosenberg Breach of Fiduciary Duty Action* – recovered over \$65 million for investors in AXA Rosenberg's funds and strategies who incurred losses as a result of an error in the company's quantitative investment model; *Maxim Integrated Securities Litigation* – served as Lead Counsel in a stock options backdating action which resulted in \$173 million cash for investors – the largest backdating recovery in the Ninth Circuit; *Qwest Direct Action* – represented prominent mutual funds in a direct action which resulted in significant and confidential recovery; *Countrywide Equity Direct Action* – represented seventeen prominent institutional investors, including many of the largest in the world, in a direct action that was successfully and confidentially resolved against Countrywide Financial, certain of its former executive officers, and KPMG LLP; *Williams Securities Litigation* – served as Lead

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Counsel in a securities fraud action resolved for \$311 million; *Marsh & McLennan Direct Action* – successfully resolved direct securities action against Marsh & McLennan on behalf of several prominent mutual funds; *Clarent Securities Litigation* – served as Co-Lead Trial Counsel in a securities fraud action prosecuted in the Northern District of California – after a four-week jury trial, in which Mr. Nicholas delivered the closing argument, the jury returned a rare securities fraud verdict in favor of the shareholders against the Company’s former CEO; *Countrywide RMBS Direct Action* – represented prominent institutional investors, including money managers and insurance companies, in a direct action that was successfully and confidentially resolved against Countrywide Financial; *LIBOR Manipulation Actions* – currently representing the Los Angeles County Employees’ Retirement Association and the County of Riverside in actions on behalf of investors and municipalities who were damaged by the LIBOR rate-setting banks conspiracy to manipulate this critical financial benchmark; *Morgan Stanley RMBS Direct Action* – currently representing two prominent insurance companies against Morgan Stanley arising out of its fraudulent sale of residential mortgage-backed securities; *Toyota Securities Litigation* – representing the Maryland State Retirement and Pension System in a securities action in the Central District of California arising out of Toyota’s concealment of unintended acceleration; *J.P. Morgan RMBS Direct Action* – representing a prominent insurance company in an action alleging fraud claims arising from J.P. Morgan’s sale of residential mortgage pass-through certificates; *Dendreon Securities Litigation* – serving as Lead Counsel representing San Mateo County Employees’ Retirement Association in a securities class action pending in the Western District of Washington involving a series of misrepresentations concerning a prostate cancer treatment.

Mr. Nicholas was named one of the “2010 Attorneys of the Year” by *The Recorder*, California’s premier legal daily publication, for his impressive legal achievements and “blockbuster” cases that were resolved favorably for investors in 2010. According to *The Recorder*, “this year’s winners are marked by their perseverance - whether fighting long odds, persuading courts to reconsider their own rulings, or getting great trial results in high-profile, high-pressure situations.” He is also widely recognized by other industry observers and publications for his professional excellence and achievements. *Benchmark Litigation – The Definitive Guide to America’s Leading Litigation Firms & Attorneys* recently named Mr. Nicholas a “Litigation Star – in Securities.” In addition, he has been ranked by *The Best Lawyers in America* guide as a Leading Lawyer in Commercial Litigation, and is consistently selected as a *San Diego Super Lawyer*. *Lawdragon* magazine has named him one of the “100 Securities Litigators You Need to Know,” one of the “500 Leading Lawyers in America,” and one of America’s top 500 “rising stars” in the legal profession. Mr. Nicholas was featured by *The American Lawyer* as one of the top 50 litigators in the country under 45, who have “made their marks already and whom [they] expect to see leading the field for years to come.” He was also honored in the *Daily Journal* for “rack[ing] up a string of multi-million dollar victories for investors,” and was selected as a “recommended lawyer” in M&A-Related Shareholder Litigation by *Legal 500*.

Mr. Nicholas frequently lectures at institutional investor and continuing legal educational conferences throughout the United States. He has written numerous articles relating to the application of the federal and state securities laws, including: “Concerns Rise with Foreign Litigation: Action May Be Only Way to Recoup Losses,” *Pensions & Investments* (January 2013) (co-author) and “Regulations Needed for Healthy Market,” *The Recorder* (March 2011). Mr. Nicholas served as Vice President on the Executive Committee of the San Diego Chapter of the Federal Bar Association, and is an active member of the Association of Business Trial Lawyers of San Diego, Consumer Attorneys of California, Litigation Section of the State Bar of California, and the San Diego County Bar Association.

EDUCATION: University of California, Santa Barbara, B.A., Economics. University of San Diego School of Law, J.D.; Lead Articles Editor of the *San Diego Law Review*.

BAR ADMISSIONS: California; U.S. Courts of Appeals for the Fifth and Ninth Circuits; U.S. District Courts for the Southern, Central and Northern Districts of California; U.S. District Court for the District of Arizona; U.S. District Court for the Eastern District of Wisconsin.

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SALVATORE J. GRAZIANO, an experienced trial attorney, has taken a leading role in a number of major securities fraud class actions over the past twenty years on behalf of institutional investors and hedge funds nationwide. These high profile cases include *In re Schering-Plough Corp./ENHANCE Sec. Litig.* (D.N.Y.) (total recoveries of \$688 million); *In re Raytheon Sec. Litig.* (D. Mass.) (total recoveries in excess of \$460 million); *In re Refco Sec. Litig.* (S.D.N.Y.) (total recoveries in excess of \$400 million); *In re MicroStrategy, Inc. Sec. Litig.* (E.D. Va.) (total recoveries in excess of \$150 million); *In re Bristol Myers Squibb Co. Sec. Litig.* (S.D.N.Y.) (total recovery of \$125 million); and *In re New Century* (C.D. Cal.) (total recoveries of approximately \$125 million).

Featured consistently in prominent industry rankings as a leading attorney in the field, observers, peers and adversaries recognize Mr. Graziano as “a wonderfully talented lawyer with excellent judgment” and “a smart, aggressive lawyer who works hard for his clients” (*Chambers USA*); an attorney who performs “top quality work” (*Benchmark Litigation*); and a “highly effective litigator” (*US Legal 500*). He is also regularly named as one of *Lawdragon’s* 500 Leading Lawyers in America and as a *New York Super Lawyer*.

Mr. Graziano is a member of the firm’s Management Committee. He has previously served as the President of the National Association of Shareholder & Consumer Attorneys, and has served as a member of the Financial Reporting Committee and the Securities Regulation Committee of the Association of the Bar of the City of New York.

Upon graduation from law school, Mr. Graziano served as an Assistant District Attorney in the Manhattan District Attorney’s Office.

Mr. Graziano regularly lectures on securities fraud litigation and shareholder rights.

EDUCATION: New York University College of Arts and Science, B.A., psychology, *cum laude*, 1988. New York University School of Law, J.D., *cum laude*, 1991.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Courts of Appeals for the First, Second, Third, Ninth and Eleventh Circuits.

DAVID R. STICKNEY practices in the firm’s California office, where he focuses on complex litigation in state and federal courts nationwide at both the trial court and appellate levels. He regularly represents institutions and individuals in class actions, derivative cases and individual litigation.

Mr. Stickney is currently responsible for a number of the firm’s prominent cases, including litigation involving *Lehman Brothers Holding Inc.*; *Morgan Stanley*; *Merrill Lynch*; *Goldman Sachs*; *Bear Stearns*; *JP Morgan*; *Sunpower Corp.*, and others. He has prosecuted and, together with his partners, successfully resolved a number of the firm’s significant cases. Among such cases are *In re McKesson Sec. Litig.*, which settled before trial for a total of \$1.023 billion, the largest settlement amount in history for any securities class action within the Ninth Circuit; *In re Lehman Brothers Debt/Equity Sec. Litig.*, which partially settled for \$516 million; *Public Employees Ret. Sys. of Mississippi vs. Merrill Lynch & Co.*, recovering \$325 million; *Wyatt v. El Paso Corp.*, which settled for \$285 million; *BFA Liquidation Trust v. Arthur Andersen LLP*, which settled during trial for \$217 million; *In re Wells Fargo Mortgage Pass-Through Certificate Litig.*, which settled for \$125 million; *Atlas v. Accredited Home Lenders Holding Company*; *In re Connetics Inc.*; *In re Stone Energy Corp.*; *In re WSB Financial Group Sec. Litig.*; *In re Dura Pharmaceuticals Inc. Sec. Litig.*; *In re EMAC Sec. Litig.*, and additional cases.

Mr. Stickney lectures on securities litigation and shareholder matters for seminars and programs sponsored by professional organizations. He has also authored and co-authored several articles concerning securities litigation and class actions. He was recognized in 2008-2012 as a Super Lawyer in *San Diego Super Lawyers* and in the Corporate Counsel edition of *Super Lawyers* (published by *Law and Politics*). He was also named as a “Litigation Star” and a “Rising Star” in *Benchmark – The Definitive Guide to America’s Leading Litigation Firms & Attorneys*, one of only 40 attorneys selected to this list in California.

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During 1996-1997, Mr. Stickney served as law clerk to the Honorable Bailey Brown of the United States Court of Appeals for the Sixth Circuit.

EDUCATION: University of California, Davis, B.A., 1993. University of Cincinnati College of Law, J.D., 1996; Jacob B. Cox Scholar; Lead Articles Editor of *The University of Cincinnati Law Review*.

BAR ADMISSIONS: California; U.S. Courts of Appeals for the Second, Fifth, Sixth, Eighth and Ninth Circuits; U.S. District Courts for the Northern, Southern and Central Districts of California; U.S. District Court for the District of Colorado.

JOHN C. BROWNE's practice concentrates on the prosecution of securities fraud class action litigation. He represents the firm's institutional investor clients in jurisdictions throughout the country, and has been member of the trial teams of some of the most high-profile securities fraud class actions in history.

Most recently, Mr. Browne was Lead Counsel in the *In re Citigroup, Inc. Bond Action Litigation* which resulted in a \$730 million cash recovery – the second largest in history on behalf of a class of purchasers of debt securities. It is also the second largest settlement of a litigation arising out of the subprime meltdown and financial crisis.

Mr. Browne was also a member of the team representing the New York State Common Retirement Fund in *In re WorldCom, Inc. Securities Litigation*, which culminated in a five-week trial against Arthur Andersen LLP and a recovery for investors of over \$6.15 billion – the second largest securities fraud recovery in history. He was also Lead Counsel in the *In re Refco Securities Litigation* which resulted in a \$407 million settlement.

Other notable litigations in which Mr. Browne served as Lead Counsel on behalf of shareholders include *In re King Pharmaceuticals Litigation*, which settled for \$38.25 million and *In re SFBC Securities Litigation*, which settled for \$28.5 million. He was also a leading member of the team that achieved a \$32 million settlement in the *In re RAIT Financial Trust Securities Litigation*.

He is currently prosecuting a number of securities matters, including *In re State Street Corporation Securities Litigation*, *In re the Reserve Fund Securities and Derivative Litigation*, *In re JPMorgan Foreign Exchange Trading Litigation*, and the *Anadarko Petroleum Corporation Securities Litigation*.

Prior to joining BLB&G, Mr. Browne was an attorney at Latham & Watkins, where he had a wide range of experience in commercial litigation, including defending corporate officers and directors in securities class actions and derivative suits, and representing major corporate clients in state and federal court litigations and arbitrations.

Mr. Browne has been a panelist at various continuing legal education programs offered by the American Law Institute ("ALI") and has authored and co-authored numerous articles relating to securities litigation.

EDUCATION: James Madison University, B.A., Economics, *magna cum laude*, 1994. Cornell Law School, J.D., *cum laude*, 1998; Editor of *The Cornell Law Review*.

BAR ADMISSIONS: New York; U.S. District Court for the Southern District of New York; U.S. Court of Appeals for the Second Circuit.

MARK LBOVITCH heads the firm's corporate governance litigation practice, focusing on derivative suits and transactional litigation.

Most recently, in the *In re El Paso Corp. Shareholder Litigation*, he was co-lead counsel in representing a group of public pension funds challenging a conflict-ridden transaction, resulting in a \$110 million settlement, which is among the highest recoveries in any merger-related case in history. The settlement followed a landmark ruling by

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the Delaware Chancery Court that has materially improved the way M&A financial advisors address conflicts of interest. In *In re Delphi Financial Group Shareholder Litigation*, Mr. Lebovitch was co-lead counsel in challenging the founder and controlling shareholder's unlawful demand for an additional \$55 million in connection with the sale of the company, resulting in the recovery of \$49 million. He served as lead counsel in the *Pfizer Derivative Litigation*, which resulted in a \$75 million payment and creation of a new Healthcare Law Regulatory Committee, which sets an improved standard for regulatory compliance oversight by a public company board of directors.

Mr. Lebovitch was co-lead counsel in a challenge to Xerox's acquisition of ACS, which settled on the eve of trial for a \$69 million cash payment to ACS shareholders. Mr. Lebovitch has prosecuted various precedent setting claims, including in *In re Amylin Shareholders Litigation*, a first impression challenge to the legal validity of "Proxy Puts." Most recently, he followed his *Amylin* success by obtaining substantive injunctive relief from the Delaware Chancery Court regarding breaches of duty by the board of SandRidge Energy, Inc. in connection with similar "Proxy Put" provisions. In *In re Landry's Restaurants, Inc. Shareholders Litigation*, he obtained a nearly 60% increase in a proposed takeover price, plus a \$14.5 million cash fund for Landry's shareholders who sold their shares during the class period. And in *In re Airgas Shareholder Litigation*, Mr. Lebovitch served as co-lead trial attorney in a landmark trial challenging the Airgas board's use of a poison pill.

Mr. Lebovitch also prosecutes securities litigations, and in that capacity was the lead litigation attorney in *In re Merrill Lynch Bondholders Litigation*, which settled for \$150 million, and is a member of the team prosecuting *In re Bank of America Securities Litigation*, which has settled for \$2.425 billion to shareholders harmed by the defendants' violations of Sections 14(a) and 10(b) of the Securities Exchange Act.

Mr. Lebovitch has received national recognition for his work in securities and M&A litigation in recent years. He is regularly recognized as one of *Lawdragon's* "500 Leading Lawyers in America," a "Litigation Star" by *Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys*, and is recommended by the *Legal 500 US* guide for his work in M&A litigation. In May 2012, *The Deal* magazine prominently profiled Mr. Lebovitch as one of the top three lawyers nationally representing shareholder plaintiffs in M&A litigation in its feature article, "The Troika Atop the M&A Plaintiffs' Bar." Most recently, *Law360* recognized him as one of its five "Rising Stars" nationally in the area of securities litigation – the only plaintiff-side attorney so selected.

A member of the Board of Advisors for the Institute for Law and Economics, Mr. Lebovitch is an author and a frequent speaker and commentator at industry events on a wide range of corporate governance and securities related issues. He has taught at the Schulich School of Business in Toronto and at Harvard Law School on corporate governance issues. His prior publications include "Making Order Out of Chaos: A Proposal To Improve Organization and Coordination in Multi-Jurisdictional Merger-Related Litigation;" "Novel Issues' or a Return to Core Principles? Analyzing the Common Link Between the Delaware Chancery Court's Recent Rulings in Option Backdating and Transactional Cases" (*NYU Journal of Law & Business*, Volume 4, Number 2); "Calling a Duck a Duck: Determining the Validity of Deal Protection Provisions in Merger of Equals Transactions" (2001 *Columbia Business Law Review* 1) and "Practical Refinement" (*The Daily Deal*, January 2002), each of which discussed evolving developments in the law of directors' fiduciary duties.

Mr. Lebovitch clerked for Vice Chancellor Stephen P. Lamb on the Court of Chancery of the State of Delaware, and was a litigation associate at Skadden, Arps, Slate, Meagher & Flom in New York, where he represented clients in a variety of corporate governance, commercial and federal securities matters.

EDUCATION: Binghamton University – State University of New York, B.A., *cum laude*, 1996. New York University School of Law, J.D., *cum laude*, 1999.

BAR ADMISSIONS: New York; U. S. District Courts for the Southern and Eastern Districts of New York.

HANNAH ROSS is involved in a variety of the firm's litigation practice areas, focusing in particular on securities fraud, corporate governance, shareholder rights and other complex commercial matters. She has over a decade of experience as a civil and criminal litigator, and represents the firm's institutional investor clients as counsel in a number of major pending actions.

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Most recently, Ms. Ross was a key member of the team prosecuting *In re Bank of America Securities Litigation*, which resulted in a landmark settlement shortly before trial of \$2.43 billion, one of the largest recoveries ever obtained. In addition, she also led the prosecution against Washington Mutual and certain of its former officers and directors for alleged fraudulent conduct in the thrift's home lending operations, an action which settled for \$208.5 million and represents one of the largest settlements achieved in a case related to the fallout of the subprime crisis and the largest recovery ever achieved in a securities class action in the Western District of Washington. Ms. Ross was also a key member of the team prosecuting *In re The Mills Corporation Securities Litigation*, which settled for \$202.75 million, the largest recovery ever achieved in a securities class action in Virginia and the second largest recovery ever in the Fourth Circuit.

Ms. Ross is currently responsible for handling a number of high-profile securities class actions, including those involving MF Global and Wilmington Trust. She has also been a member of the trial teams in several securities litigations which have successfully recovered over \$2 billion on behalf of injured investors. Among other matters, Ms. Ross prosecuted the securities class action against New Century Financial Corporation, the Federal Home Loan Mortgage Corporation ("Freddie Mac") as well as *In re Tronox Securities Litigation*, *In re Delphi Corporation Securities Litigation*, *In re Affiliated Computer Services, Inc. Derivative Litigation*, *In re Nortel Networks Corporation Securities Litigation* and *In re OM Group, Inc. Securities Litigation*.

Ms. Ross handles *pro bono* matters on behalf of the firm and has also served as an adjunct faculty member in the trial advocacy program at the Dickinson School of Law of the Pennsylvania State University.

Before joining BLB&G, Ms. Ross was a prosecutor in the Massachusetts Attorney General's Office as well as an Assistant District Attorney in the Middlesex County (Massachusetts) District Attorney's Office.

EDUCATION: Cornell University, B.A., *cum laude*, 1995. The Dickinson School of Law of the Pennsylvania State University, J.D., *with distinction*, 1998; Woolsack Honor Society; Comments Editor of the *Dickinson Law Review*; D. Arthur Magaziner Human Services Award.

BAR ADMISSIONS: Massachusetts, New York.

TIMOTHY A. DeLANGE practices in the firm's California office, where he focuses on complex litigation in state and federal courts nationwide. Mr. DeLange regularly represents institutions and individuals in class actions, derivative cases and direct actions. He is a senior member of the team prosecuting the securities class action against Washington Mutual and certain of its former officers and directors for alleged fraudulent conduct in the thrift's home lending operation. He is also a senior member of the team representing investors who were harmed by the abusive practices of the many players in the mortgage lending arena. Mr. DeLange is currently representing numerous institutions that invested directly in mortgage-backed securities, including mortgage pass-through class actions against Wells Fargo, Bear Stearns, JP Morgan, Merrill Lynch, and Goldman Sachs.

Since joining the firm, Mr. DeLange has prosecuted and successfully resolved a number of prominent securities class actions. Most recently, he served as co-lead counsel on behalf of institutional investors in *In re Maxim Integrated Products, Inc. Securities Litigation*, which settled for \$173 million and represents the largest stock option backdating settlement reached in the Ninth Circuit and the third-largest backdating settlement overall. Among other major cases are *In re McKesson Securities Litigation*, which settled before trial for a total of over \$1.04 billion, the largest settlement amount in history for any securities class action within the Ninth Circuit; *In re Accredo Health, Inc.*, which settled less than 6 weeks before trial for \$33 million; *In re HCA, Inc.*, which settled for \$20 million; and *In re Network Associates Securities Litigation*, which settled for \$70 million.

Mr. DeLange has also authored and co-authored several articles concerning securities litigation and class actions.

EDUCATION: University of California, Riverside, B.A., 1994. University of San Diego School of Law, J.D., 1997; Recipient of the American Jurisprudence Award in Contracts.

BAR ADMISSIONS: California; U.S. District Courts for the Northern, Eastern, Central and Southern Districts of California.

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DAVID L. WALES, an experienced trial and appellate attorney, prosecutes class and private actions in both federal and state courts, specializing in complex commercial and securities litigation, as well as arbitrations.

He has taken more than 15 cases to trial, including obtaining a jury verdict for more than \$11 million in a derivative action against the general partner of a hedge fund, and a multi-million dollar class action settlement with an accounting firm reached during trial.

Mr. Wales has extensive experience litigating residential mortgage backed (“RMBS”) securities cases, securities fraud class actions and securities lending cases. He is currently lead or co-lead counsel in the following cases:

- *In Re Citigroup Inc. Bond Litigation*, a class action on behalf of investors in numerous securities offerings;
- *In Re Agnico-Eagle Mines Ltd. Securities Litigation*, a securities fraud class action on behalf of investors in Agnico-Eagle common stock;
- *Public Employees’ Retirement System of Mississippi v. Goldman Sachs Group Inc.*, a class action on behalf of investors in RMBS (\$26.6 million proposed settlement scheduled for final approval);
- *Bayerische Landesbank v. Deutsche Bank, A.G.*, private action on behalf of institutional investor in RMBS;
- *Dexia Holdings and TIAA-Cref v. Deutsche Bank, A.G.*, two consolidated private actions on behalf of institutional investors in RMBS; and
- *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc.*, a private action on behalf of institutional investors in RMBS.

As lead trial counsel in numerous securities class actions and derivative actions, he has recovered hundreds of millions of dollars on behalf of institutional investor clients. Some of his significant recoveries include:

- *Public Employees’ Retirement System of Mississippi v. Merrill Lynch & Co. Inc.*, \$315 million settlement in a class action on behalf of investors in RMBS;
- *In re Pfizer Inc. Shareholder Derivative Action*, a \$75 million settlement and substantial corporate governance changes in a derivative action;
- *In re Sepracor Corp. Securities Litigation*, a \$52.5 million recovery in a securities fraud class action;
- *In re Cablevision Systems Corp. Derivative Litigation*, a \$34.4 million settlement in a back dated stock option action;
- *In re Luxottica Group SpA Securities Litigation*, an \$18.25 million recovery in a Williams Act case;
- *In re Marque Partners LP Derivative Action*, an \$11 million jury verdict in a derivative action; and
- *In re Jennifer Convertibles Securities Litigation*, a \$9.55 million recovery in a securities fraud class action, part of the recovery obtained in the middle of trial.

His representative clients have included a variety of public pension funds, Taft-Hartley pension funds, insurance companies, banks, hedge funds and private investment funds.

As a former Assistant United States Attorney for the Southern District of New York, Mr. Wales specialized in investigating and prosecuting fraud and white collar criminal cases.

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A member of the Federal Bar Council and the Federal Courts Committee of the New York County Lawyers Association, he is rated AV, the highest rating possible from Martindale-Hubbell®, the country's foremost legal directory.

EDUCATION: State University of New York at Albany, B.A., *magna cum laude*, 1984. Georgetown University Law Center, J.D., *cum laude*, 1987; Notes and Comments Editor for the *Journal of Law and Technology*.

BAR ADMISSIONS: New York; District of Columbia; U.S. Courts of Appeals for the Second and Fourth Circuits; U.S. District Courts for the Eastern, Southern and Western Districts of New York; U.S. District Court, Eastern District of Michigan; U.S. District Court, District of Columbia; U.S. District Court, Northern District of Illinois and Trial Bar.

AVI JOSEFSON prosecutes securities fraud litigation for the firm's institutional investor clients, and has participated in many of the firm's significant representations, including *In re SCOR Holding (Switzerland) AG Securities Litigation*, which resulted in a recovery worth in excess of \$143 million for investors. He was also a member of the team that litigated the *In re OM Group, Inc. Securities Litigation*, which resulted in a settlement of \$92.4 million.

Mr. Josefson is also actively involved in the M&A litigation practice, and represented shareholders in the litigation arising from the proposed acquisitions of Ceridian Corporation and Anheuser-Busch. A member of the firm's subprime litigation team, he has participated in securities fraud actions arising from the collapse of subprime mortgage lender American Home Mortgage and the actions against Lehman Brothers, Citigroup and Merrill Lynch, arising from those banks' multi-billion dollar loss from mortgage-backed investments. Mr. Josefson is presently prosecuting actions against Deutsche Bank and Morgan Stanley arising from their sale of mortgage-backed securities, and is advising U.S. and foreign institutions concerning similar claims arising from investments in mortgage-backed securities.

As a member of the firm's new matter department, Mr. Josefson counsels institutional clients on potential legal claims. He has presented argument in several federal and state courts, including an appeal he argued before the Delaware Supreme Court.

Mr. Josefson practices in the firm's Chicago and New York Offices.

EDUCATION: Brandeis University, B.A., *cum laude*, 1997. Northwestern University, J.D., 2000; *Dean's List*; Justice Stevens Public Interest Fellowship (1999); Public Interest Law Initiative Fellowship (2000).

BAR ADMISSIONS: Illinois, New York; U.S. District Courts for the Southern District of New York and the Northern District of Illinois.

JOHN RIZIO-HAMILTON is involved in a variety of the firm's litigation practice areas, focusing specifically on securities fraud, corporate governance, and shareholder rights. He currently represents the firm's institutional investor clients as counsel in a number of major pending actions, including *In re Facebook, Inc. IPO Securities Litigation*.

Mr. Rizio-Hamilton was a member of the trial team prosecuting *In re Bank of America Securities Litigation*, which settled for \$2.425 billion, the single largest securities class action recovery ever resolving violations of Sections 14(a) and 10(b) of the Securities Exchange Act and one of the top securities litigation settlements obtained in history. Most recently, he served as counsel on behalf of the institutional investor plaintiffs in *In re Citigroup, Inc. Bond Action Litigation*, which settled for \$730 million, the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. In addition, Mr. Rizio-Hamilton was a member of the team that prosecuted the *In re Wachovia Corp. Bond/Notes Litigation*, in which the firm recovered a total of \$627 million on behalf of investors, which is one of the 15 largest securities class action recoveries in history.

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Mr. Rizio-Hamilton has also been a member of the trial teams in several additional securities litigations through which the firm has successfully recovered hundreds of millions of dollars on behalf of injured investors. Among other matters, he was part of the trial teams that prosecuted *Eastwood Enterprises LLC v. WellCare, Inc. Securities Litigation*, and *In re RAIT Financial Trust Securities Litigation*.

Before joining BLB&G, Mr. Rizio-Hamilton clerked for the Honorable Chester J. Straub of the United States Court of Appeals for the Second Circuit, and the Honorable Sidney H. Stein of the United States District Court for the Southern District of New York.

EDUCATION: The Johns Hopkins University, B.A., *with honors*, 1997. Brooklyn Law School, J.D., *summa cum laude*; Editor-in-Chief of the *Brooklyn Law Review*; first-place winner of the J. Braxton Craven Memorial Constitutional Law Moot Court Competition.

BAR ADMISSION: New York.

BENJAMIN GALDSTON practices in the firm's California office and focuses on complex litigation, securities fraud class actions, and derivative and corporate governance matters. He currently represents the Lead Plaintiff in *In re Toyota Motor Corp. Securities Litigation* pending in the Central District of California. Mr. Galdston also is prosecuting claims on behalf of shareholders in *In re Citigroup Bond Litigation*, *In re Citigroup Inc. Bond Litigation*, *In re SunPower Corp. Securities Litigation* and *West Virginia Laborers' Trust Fund v. STEC, Inc.*

Mr. Galdston has participated in the prosecution and resolution of many of the firm's most significant recoveries, including *In re Wachovia Corp. Securities Litigation* (\$627 million); *In re Washington Mutual, Inc. Securities Litigation* (\$208.5 million); *In re Maxim Integrated Products, Inc. Securities Litigation* (\$173 million), *In re New Century* (\$125 million), *In re International Rectifier Corp. Securities Litigation* (\$90 million), *In re AXA Rosenberg Investor Litigation* (\$65 million), and *In re Stone Energy Corp. Securities Litigation* (\$10 million). Together with firm partners Max Berger and David Stickney, Mr. Galdston successfully prosecuted *In re McKesson HBOC Securities Litigation*, which settled for more than \$1 billion – the largest settlement recovery for a securities class action within the Ninth Circuit. Mr. Galdston also represented institutional investors to a successful settlement in *In re EMAC Securities Litigation*, a case that arose from a private offering of asset-backed securities.

While in law school, Mr. Galdston served on the Moot Court Board, competed in national Moot Court tournaments and directed the University of San Diego School of Law National Criminal Procedure Moot Court Tournament. Following law school, Mr. Galdston represented investors in securities fraud actions at another national law firm. Previously, Mr. Galdston was the sole proprietor of Litigation Support Systems, where he designed, constructed and maintained relational document databases for small law firms litigating document-intensive cases. He has authored several articles concerning practice in the federal courts.

Mr. Galdston is a member of the California Bar Association and the Federal Bar Association, and is a former president of the Greater San Diego Barristers Club.

EDUCATION: University of San Diego School of Law, J.D., 2000; American Trial Lawyers' Association Book Award for Outstanding Scholarship in Appellate Advocacy, American Jurisprudence Award for Property, and the Computer Assisted Learning Institute Award for Excellence.

BAR ADMISSIONS: California; U.S. District Courts for the Southern, Northern and Central Districts of California.

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OF COUNSEL

G. ANTHONY GELDERMAN, III heads the firm's Louisiana office and is responsible for the firm's institutional investor and client outreach. He is a frequent speaker at U.S. and European investor conferences and has written numerous articles on securities litigation and asset protection.

Earlier in his career, Mr. Gelderman served as Chief of Staff and General Counsel to the Treasurer of the State of Louisiana, (1992-1996) and prior to that served as General Counsel to the Louisiana Department of the Treasury. Mr. Gelderman also coordinated all legislative matters for the State Treasurer during his tenure with the Treasury Department. Earlier in Mr. Gelderman's legal career, he served as law clerk to U.S. District Judge Charles Schwartz, Jr., Eastern District of Louisiana (1986-1987).

Mr. Gelderman is a former adjunct professor of law at the Tulane Law School where he has taught a course in legislative process.

Mr. Gelderman is a member of the Louisiana State Bar Association, where he served as Chairman for the Young Lawyers Continuing Legal Education Committee between 1990 and 1993, and the American Bar Association.

BAR ADMISSIONS: Louisiana; U.S. District Courts for the Eastern and Middle Districts of Louisiana.

KURT HUNCIKER's practice is concentrated in complex business and securities litigation. Prior to joining BLB&G, Mr. Hunciker represented clients in a number of class actions and other actions brought under the federal securities laws and the Racketeer Influenced and Corrupt Organizations Act. He has also represented clients in actions brought under intellectual property laws, federal antitrust laws, and the common law governing business relationships.

Mr. Hunciker served as a member of the trial team for the *In re WorldCom, Inc. Securities Litigation* and, more recently, teams that prosecuted various litigations arising from the financial crisis, including the *In re MBIA Inc. Securities Litigation*, *In re Ambac Financial Group, Inc. Securities Litigation*, *In re Wachovia Preferred Securities and Bond/Notes Litigation* and *In re Citigroup, Inc. Bond Litigation*. Mr. Hunciker also was a member of the team that prosecuted the *In re Schering-Plough Corp./Enhance Securities Litigation* and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*, and he presently is a member of the team prosecuting the *In re Merck & Co., Inc. Securities Litigation*, which arises out of Merck's alleged failure to disclose adverse facts regarding the risks of Vioxx.

EDUCATION: Stanford University, B.A.; Phi Beta Kappa. Harvard Law School, J.D., Founding Editor of the *Harvard Environmental Law Review*.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Courts of Appeals for the Second, Fourth and Ninth Circuits.

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SENIOR COUNSEL

ROCHELLE FEDER HANSEN has handled a number of high profile securities fraud cases at the firm, including *In re StorageTek Securities Litigation*, *In re First Republic Securities Litigation*, and *In re RJR Nabisco Litigation*. Ms. Hansen has also acted as Antitrust Program Coordinator for Columbia Law School's Continuing Legal Education Trial Practice Program for Lawyers.

EDUCATION: Brooklyn College of the City University of New York, B.A., 1966; M.S., 1976. Benjamin N. Cardozo School of Law, J.D., *magna cum laude*, 1979; Member, *Cardozo Law Review*.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Court of Appeals for the Second Circuit.

NIKI L. MENDOZA has helped obtain hundreds of millions of dollars in recoveries on behalf of defrauded investors. Some of Ms. Mendoza's more notable accomplishments include participating in a full jury trial and achieving a rare securities fraud verdict against the company's CEO in *In re Clarent Corporations Securities Litigation*. She also conducted extensive fact and expert discovery, full motion practice and completed substantial trial preparation in *In re Electronic Data Systems, Inc. Securities Litigation*, resulting in settlement just prior to trial for \$137.5 million; one of the larger settlements in non-restatement cases since the passage of the PSLRA. Ms. Mendoza also advocates for employee rights, and previously sought to end racial steering through her prosecution of a race discrimination class action lawsuit filed against Bank of America. Ms. Mendoza also handles many of the firm's settlement matters, including matters involving mortgage-backed securities.

Ms. Mendoza co-authored various articles which have been cited in federal court opinions (including "*Dura Pharm., Inc. v. Broudo-The Least of All Evils*," 1505 PLI/Corp. 272, 274 (Sept. 2005) and "*Dura-Bull: Myths of Loss Causation*," 1557 PLI/Corp. 339 (Sept. 2006)). She was also a panel speaker at the Securities Litigation & Enforcement Institute 2007, Practicing Legal Institute (San Francisco, October 2007). In addition to her practice, Ms. Mendoza is a member of Rotary International (South Salem, Oregon Chapter), and previously served as the Co-Chair of the Steering Committee of the San Diego County Bar Association's Children At Risk committee, a committee that works with schools and children's organizations and coordinates literacy and enrichment programs that rely on attorney volunteers.

Ms. Mendoza served as judicial law clerk to the Honorable Chief Judge Michael R. Hogan of the United States District Court for the District of Oregon for three years where she received the Distinguished Service Recognition. While serving as Managing Editor for the *Oregon Law Review*, Ms. Mendoza authored "*Rooney v. Kulungoski, Limiting The Principle of Separation of Powers?*"

Before joining BLB&G, Ms. Mendoza represented both plaintiffs and defendants in commercial and employment litigation, practicing in both Hawaii and California. Ms. Mendoza is a member of the State Bar of California, the State Bar of Oregon, and the State Bar of Hawaii (inactive).

EDUCATION: University of Oregon, B.A. and J.D.; Order of the Coif; Managing Editor of the *Oregon Law Review*.

BAR ADMISSIONS: Hawaii (inactive); California; Oregon; U.S. District Courts for the Districts of Hawaii, and the Northern, Southern, Central and Eastern Districts of California; U.S. Courts of Appeals for the Second, Fifth, Ninth, Tenth and Eleventh Circuits.

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JAI K. CHANDRASEKHAR prosecutes securities fraud litigation for the firm's institutional investor clients. He has been a member of the litigation teams on several of the firm's high-profile securities cases including *In re Refco, Inc. Securities Litigation*, in which multiple settlements were achieved by Lead Plaintiffs resulting in a total recovery of \$367.3 million for the benefit of the settlement class, and *In re Bristol Meyers Squibb Co. Securities Litigation*, in which a settlement of \$125 million was achieved for the class.

Mr. Chandrasekhar is currently counsel for the plaintiffs in *In re JPMorgan Chase & Co. Securities Litigation*, a securities fraud class action arising from misrepresentations and omissions concerning the trading activities of JPMorgan's Chief Investment Office and the losses suffered by investors following JPMorgan's surprise announcement in May 2012 that it had suffered over \$2 billion in losses on trades tied to complex credit derivative products. He is also counsel for the plaintiffs in *In re MF Global Holdings Ltd. Securities Litigation*, a securities class action arising out of the collapse of MF Global – formerly a leading derivatives brokerage firm – and concerning a series of materially false and misleading statements and omissions about MF Global's business and financial results. He is also counsel for the plaintiffs in a number of cases related to wrongdoing in the issuance of mortgage-backed securities, including *Cambridge Place Investment Management Inc. v. Morgan Stanley* and *Sealink Funding Ltd. v. Morgan Stanley*.

Prior to joining BLB&G, Mr. Chandrasekhar was a Staff Attorney with the Division of Enforcement of the United States Securities and Exchange Commission, where he investigated securities law violations and coordinated investigations involving multiple SEC offices and other government agencies. Before his tenure at the SEC, he was an associate at Sullivan & Cromwell LLP, where he represented corporate issuers and underwriters in public and private offerings of stocks, bonds, and complex securities and advised corporations on periodic reporting under the Securities Exchange Act of 1934, compliance with the Sarbanes-Oxley Act of 2002, and other corporate and securities matters.

Mr. Chandrasekhar currently serves as a member of the Board of Directors of the New York County Lawyers' Association, and is a member of the New York City Bar Association.

EDUCATION: Yale University, B.A., *summa cum laude*, 1987; Phi Beta Kappa. Yale Law School, J.D., 1997; Book Review Editor of the *Yale Law Journal*.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Courts of Appeals for Second, Third and Federal Circuits.

LAUREN McMILLEN ORMSBEE's practice focuses on complex commercial and securities litigation out of the firm's New York office.

Following law school, Ms. Ormsbee served as a law clerk for the Honorable Colleen McMahon, District Court Judge for the Southern District of New York.

Prior to joining the firm in 2007, Ms. Ormsbee was a litigation associate at a prominent defense firm where she had extensive experience in securities litigation and complex commercial litigation.

Since joining the firm in 2007, Ms. Ormsbee has represented institutional and private investors in a number of class and direct actions involving securities fraud and other violations. She has been an integral part of the teams that prosecuted *In re HealthSouth Bondholder Litigation*, which obtained \$230 million for the Class, *In re New Century Securities Litigation*, which obtained \$125 million for the benefit of the Class, *In re Ambac Financial Group Securities Litigation*, which obtained \$33 million from the now-bankrupt insurer, *In re Goldman Sachs Mortgage Pass-Through Litigation*, which obtained \$26.6 million for the benefit of the class of RMBS purchasers, *Barron v. Union Bancaire Privée*, which obtained \$8.9 million on behalf of the class of investors harmed by the fund's investments with Bernard Madoff.

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Ms. Ormsbee is currently a member of the teams prosecuting *In re Wilmington Trust Securities Litigation*, *In re State Street Corporation Securities Litigation*, *In re Bankrate, Inc. Securities Litigation*, *Reserve Primary Fund Securities Litigation*, *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, and several other cases related to wrongdoing in the issuance of mortgage-backed securities.

EDUCATION: Duke University, B.A., History, 1996. University of Pennsylvania Law School, J.D., *cum laude*, 2000; Research Editor for the *University of Pennsylvania Law Review*.

BAR ADMISSIONS: New York; U. S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals for the Second Circuit.

BRETT M. MIDDLETON primarily focuses on the areas of securities fraud litigation, as well as corporate transaction (mergers and acquisitions) and derivative litigation. He has significant trial experience, having worked on the trial team responsible for successfully prosecuting *Clarent Corp. Securities Litigation*, a securities fraud class action which resulted in a rare jury verdict in favor of plaintiffs and against the former CEO of Clarent Corp.

Securities Fraud Litigation: Most recently, Mr. Middleton helped manage the team that successfully prosecuted *In re Lehman Brothers Equity/Debt Securities Litigation*, the securities class action involving the largest bankruptcy in United States history. Lead Plaintiffs achieved a cash settlement of \$615 million with the Underwriter Defendants (\$426 million), the Officer and Director Defendants (\$90 million), and Lehman Brothers' public auditor, Ernst & Young (\$99 million), on behalf of Lehman Brothers' former shareholders. The settlement is one of the largest recoveries in a case arising from the financial crisis. The settlement with Ernst & Young is one of the largest auditor settlements in a securities fraud class action case and resulted only after the team engaged in extensive discovery, which included taking more than 50 fact witness depositions and reviewing in excess of 26 million pages of documents.

Mr. Middleton is also a member of the team representing investors who were harmed by the abusive practices of the many players in the mortgage lending arena. Mr. Middleton has represented institutions that invested directly in mortgage-backed securities, including mortgage fraud actions against JP Morgan, Bear Stearns, Washington Mutual, Bank of America, and Countrywide, among others.

Since joining the firm, Mr. Middleton has assisted in the prosecution of a number of other prominent securities class actions. For example, Mr. Middleton was a member of the team that prosecuted the *Williams Securities Litigation*, which resulted in a \$311 million cash settlement – the largest known settlement at the time without a company restating its financial statements. Mr. Middleton was responsible for the prosecution of the case against Ernst & Young for its 2001 audit of Williams' Energy Marketing & Trading subsidiary and was instrumental in obtaining a settlement from the auditor in the amount of \$21 million. Other notable cases include *Accredo Health, Inc. Securities Litigation* (\$33 million settlement); *Atlas v. Accredited Home Lenders Holding Co.* (\$22 million settlement) and *Dura Pharmaceuticals, Inc. Securities Litigation* (\$12 million settlement).

Mergers & Acquisitions Litigation: Mr. Middleton helped successfully prosecute *In re Medco/Express Scripts Merger Litigation*, the second largest merger announced in 2011. Following the completion of extended motion practice and the filing of a preliminary injunction brief, the defendants agreed to settle the action and reduce the Termination Fee by an unprecedented \$300 million, limit the matching rights to a single round, and postpone the shareholder vote on the challenged transaction.

Previously, Mr. Middleton represented public pension systems seeking to vindicate shareholder voting rights allegedly infringed by *Yahoo!, Inc.*'s employee severance plan adopted to ward off a hostile takeover attempt by Microsoft; by a unique merger agreement and "Naked No-Vote" provisions used in the acquisition of *Arena Resources, Inc.*; by the combination of a "NOL Rights Agreement" and by-law amendment adopted by the board of directors of *Tenet Healthcare Corporation* to ward off a hostile acquisition attempt by an industry rival; and by the *Emulex* board's allegedly bad faith rejection of a premium takeover offer by Broadcom Corporation and adoption of a "Poison Pill" and by-law amendment.

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While at BLB&G, Mr. Middleton has also helped obtain for shareholders higher prices and meaningful corporate governance improvements and disclosures in suits arising from, among other things, the takeover battles over *Caremark Rx, Inc.* and *Longs Drug Stores, Corp.*, as well as the acquisitions of *Ticketmaster Entertainment, Inc.*, *iPCS, Inc.*, and *Alberto-Culver, Co.*

Derivative Litigation: Mr. Middleton has prosecuted important shareholder derivative cases for corporate waste such as the *Apollo Group, Inc.* and the *Activision, Inc.* stock option backdating cases, as well as the *Ryland Group, Inc. Derivative Litigation*, which resulted in monetary reimbursement and significant mortgage lending compliance oversight reforms to remedy alleged reckless lending practices at the national home builder's home lending subsidiary.

Prior to joining BLB&G in 2004, Mr. Middleton was a litigation associate at the San Diego office of Gordon & Rees LLP, where he practiced intellectual property and securities litigation for the second largest law firm in San Diego County. An active member of the San Diego County legal community, Mr. Middleton is a member of the Federal Bar Association and the Association of Business Trial Lawyers of San Diego.

EDUCATION: University of California, Los Angeles, 1993. University of San Diego School of Law, J.D., 1998.

BAR ADMISSIONS: California; U.S. District Courts for the Central, Southern and Northern Districts of California.

AMY MILLER works in the firm's corporate governance litigation practice. She prosecutes corporate governance and shareholder rights litigation on behalf of the firm's institutional investor clients. Her practice often focuses on merger and acquisition litigation arising from transactions that are structured to unfairly benefit the company's management or directors at the shareholders' expense, and other corporate governance disputes.

She has litigated numerous suits fighting "poison pills," "poison puts," and other defensive measures used by corporate boards to effectively sabotage buyout offers from other companies and infringe upon shareholders' voting rights. As counsel in the *Atmel Corporation Litigation*, she was a member of the team that successfully challenged the Atmel Board's novel extension of the poison pill device and obtained a revision of such pill that clarified its triggering points and provided shareholders with an opportunity to be heard in an advisory vote if Atmel adopts another poison pill in the future.

Ms. Miller also represents institutional clients seeking accountability from corporate management on issues ranging from corporate waste to breach of fiduciary duty. For example, she was a member of the team that successfully prosecuted the *In re Data Domain Shareholder Litigation*, which obtained for Data Domain shareholders an increased purchase price by forcing the Data Domain Board of Directors to negotiate with an additional potential acquirer that the Board previously refused to consider. Ms. Miller further served as a member of the team that successfully litigated breach of fiduciary claims in the *In re J.Crew Group Shareholder Litigation*, by securing an additional monetary payment for shareholders related to the sale of J.Crew and numerous corporate governance reforms to ensure a fair sales process occurred.

She was also a member of the team that successfully prosecuted the *In re ACS Shareholder Litigation*, against the Board of Directors of Affiliated Computer Service, Inc. The case alleged that the Board violated its fiduciary duties relating to the Company's acquisition by Xerox Corporation and Boulder Acquisition Corp. by allowing the Company's founder and Chairman Darwin Deason to extract for himself millions of dollars of value that rightfully belonged to ACS's public shareholders through the proposed transaction. The firm obtained a settlement of \$69 million, which included a personal payment of \$12.8 million by Deason.

Ms. Miller also served as counsel in a shareholder class action and derivative suit involving Landry's Restaurants, Inc. and its Board of Directors, which alleged that the Board breached their fiduciary duties by allowing Landry's CEO and Chairman to strip Landry's public shareholders of their controlling interest in the Company for no premium - thereby severely devaluing Landry's remaining public shares. Through litigation, the firm was able to significantly increase the consideration offered to Landry's public shareholders by more than 61%, and to obtain a \$14.5 million cash recovery for shareholders.

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Ms. Miller is currently involved in a high profile derivative litigation as a member of the team prosecuting the derivative action on behalf of News Corporation against its Board of Directors, including Rupert Murdoch, for breaching its fiduciary duties by failing in its duty of oversight along with other corporate governance failures, which have allowed Murdoch to run the company as his own personal fiefdom and fostered a corrupt corporate culture.

In 2011, Ms. Miller authored “Rebalancing the System – Institutional Investors Fight for Corporate Governance Reform?” published in the firm’s quarterly newsletter *The Advocate For Institutional Investors*. Prior to joining the firm, Ms. Miller worked at Cadwalader, Wickersham & Taft, where she participated in a number of securities and corporate governance-related litigations, which included investigations by the S.E.C., Massachusetts United States Attorney’s Office and Illinois United States Attorney’s Office. Ms. Miller has also participated in an externship with the Honorable George B. Daniels of the U.S. District Court for the Southern District of New York.

EDUCATION: Boston University, B.A., *magna cum laude*, 1995. New York Law School, J.D., *summa cum laude*, 2001; Member and Articles Editor, *New York Law School Law Review*; Merit Based Scholarship.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York.

JEROEN VAN KWAWEGEN is an accomplished litigator focusing on disputes relating to securities, corporate governance, and regulatory compliance. *Super Lawyers* selected him as a New York “Rising Star” in 2013. No more than 2.5% of the lawyers in New York are selected to receive this honor each year.

Mr. van Kwawegen has represented institutional investors and corporations in state and federal courts throughout the country. Currently, he represents institutional investors in a variety of lawsuits relating to the credit market crisis, including disputes regarding the sale of mortgage-backed securities. In addition, Mr. van Kwawegen represents clients in a number of governance disputes relating to corporate transactions, including a derivative action on behalf of Dish Network Corporation in the Nevada Business Court and a class action in connection with the sale of Virgin Media in New York Supreme Court, Commercial Division.

Mr. van Kwawegen has extensive court room experience. For example, he represented a number of European banks that purchased residential mortgage-backed securities at oral argument on motions to dismiss in New York Supreme Court, the lessee of the World Trade Center shopping mall in arbitration proceedings against insurance carriers following the terrorist attacks on 9/11, and the ACLU during a five-week trial in the Eastern District of Pennsylvania resulting in a permanent injunction of an Internet censorship statute that was affirmed by the Third Circuit Court of Appeals.

Recent representations include:

- A number of European banks in common law fraud actions against JPMorgan, Bear Stearns and Washington Mutual in New York Supreme Court, Commercial Division in connection with the sale of \$5 billion in residential mortgage-backed securities.
- Public employee retirement funds from Mississippi and California in a securities class action against Merrill Lynch in the Southern District of New York regarding the sale of mortgage-backed securities resulting in a class recovery of \$315 million.
- Public employee retirement funds from California and Louisiana in a securities class action against Wachovia in the Southern District of New York regarding misleading statements in Wachovia’s financial statements resulting in a class recovery of \$627 million.
- Union-owned bank and public employee retirement fund from Louisiana in a derivative action asserting breach of fiduciary duty claims against Pfizer, Inc.’s board of directors in connection with off-label

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marketing of prescription drugs in the Southern District of New York resulting in extensive corporate governance changes, including new Board committee, and payment of \$75 million.

- Public employee retirement fund from Chicago in a securities class action against Huron Consulting Group, Inc. and its former senior management in the Northern District of Illinois regarding alleged accounting fraud resulting in a class recovery of \$38 million; and
- Public employee retirement fund from Louisiana in a breach of fiduciary duty class action in Delaware Chancery Court against the largest shareholder and Chairman/CEO and a Special Committee of Directors of Landry's Restaurants, Inc. in connection with a proposed going-private transaction resulting in \$78.5 million recovery, including \$14.5 million for a novel sellers' class.

Prior to joining BLB&G, Mr. van Kwawegen was a senior associate in the litigation department of Latham and Watkins LLP in New York. He pursued his Juris Doctor degree at Columbia Law School. Before moving to the US, he worked as a Dutch litigator at Schut & Grosheide in the Netherlands where his practice focused on commercial disputes and international arbitration.

EDUCATION: University of Amsterdam School of Law, 1998, LL.M. Columbia University Law School, 2003, J.D.; Harlan Fiske Stone Scholar.

BAR ADMISSIONS: New York; U.S. Courts of Appeals for the Second and Third Circuits; U.S. District Courts for the Southern and Eastern Districts of New York.

JEREMY P. ROBINSON has extensive experience in securities and civil litigation. Since joining BLB&G, Mr. Robinson has been involved in prosecuting many high-profile securities cases. He was an integral member of the teams that prosecuted significant recent cases such as *In re Refco Securities Litigation* (total recoveries in excess of \$425 million) and *In re WellCare Health Plans, Inc. Securities Litigation* (\$200 million settlement, representing the second largest settlement of a securities case in Eleventh Circuit history). He also recently served as counsel on behalf of the institutional investor plaintiffs in *In re Citigroup, Inc. Bond Action Litigation*, which settled for \$730 million (subject to court approval), representing the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities and ranking among the fifteen largest recoveries in the history of securities class actions. He is presently a member of the teams prosecuting *Hill v. State Street Corporation*, *Goodwin v. Anadarko Petroleum Corp.* and *In re Freeport McMoRan Copper & Gold Inc. Derivative Litigation*.

In 2000-01, Mr. Robinson spent a year working with barristers and judges in London, England as a recipient of the Harold G. Fox Education Fund Scholarship. In 2005, Mr. Robinson completed his Master of Laws degree at Columbia Law School where he was honored as a Harlan Fiske Stone Scholar.

EDUCATION: Queen's University, Faculty of Law in Kingston, Ontario, Canada, LL.B., 1998; graduated within the top 10% of class; Best Brief in the Niagara International Moot Court Competition. Columbia Law School, LL.M., 2005; Harlan Fiske Stone Scholar.

BAR ADMISSIONS: Ontario, Canada; New York; U.S. District Court for the Eastern District of Michigan; U.S. District Court for the Southern District of New York.

ADAM H. WIERZBOWSKI has represented institutional investors and other plaintiffs in numerous complex litigations that include securities fraud class actions and derivative suits.

In *In re Schering-Plough Corp./ENHANCE Securities Litigation* and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*, Mr. Wierzbowski was a member of the team that achieved a total settlement of \$688 million on behalf of investors. The combined \$688 million in settlements is the second largest securities class action settlement in the Third Circuit and among the top 25 securities class action settlements of all time. The cases settled after nearly five years of litigation and less than a month before trial. In *UnitedHealth*, which involved executives'

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illegal backdating of UnitedHealth stock options, Mr. Wierzbowski helped recover in excess of \$920 million from the individual Defendants. In the *Merck Vioxx Securities Litigation*, which arises out of Merck's failure to disclose adverse facts regarding the risks of Vioxx, the plaintiffs achieved a unanimous and ground-breaking victory for investors at the U.S. Supreme Court and that case is currently in discovery. In *Medtronic*, Mr. Wierzbowski was a member of the team that achieved an \$85 million recovery for investors arising out of allegations that Medtronic promoted the Infuse bone graft for dangerous "off-label" uses.

Mr. Wierzbowski also played a key role in obtaining significant recoveries on behalf of investors in *Spahn v. Edward D. Jones* (settlement value of \$127.5 million), *In re American Express Financial Advisors Securities Litigation* (\$100 million recovery) and the *Monster Worldwide Derivative Litigation* (recovery valued at \$32 million). Mr. Wierzbowski is currently a member of the teams prosecuting *In re Merck Vioxx Securities Litigation* and *Bach v. Amedisys*.

EDUCATION: Dartmouth College, B.A., *magna cum laude*, 2000. The George Washington University Law School, J.D., *with honors*, 2003; Notes Editor for *The George Washington International Law Review*; Member of the Moot Court Board.

BAR ADMISSIONS: New York; U.S. Supreme Court; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals for the Third Circuit.

RICHARD D. GLUCK has almost 25 years of litigation and trial experience in bet-the-company cases. His practice focuses on securities fraud, corporate governance, and shareholder rights litigation.

Since joining BLB&G, Mr. Gluck has been a key member of the teams prosecuting a number of high-profile cases, including several RMBS class and direct actions against a number of large Wall Street Banks. Most recently, in a case arising out of the failure of Lehman Brothers, he played a leading role in developing important evidence that led to one of the largest recoveries ever obtained from an audit firm. That case, *In re Lehman Brothers Equity/Debt Securities Litigation*, resulted in one of the largest total recoveries for shareholders in any case arising from the financial crisis.

Before joining BLB&G, Mr. Gluck represented corporate and individual clients in securities fraud and consumer class actions, SEC investigations and enforcement actions, and in actions involving claims of fraud, breach of contract and misappropriation of trade secrets in state and federal courts and in arbitration. He has substantial trial experience, having obtained verdicts or awards for his clients in multi-million dollar lawsuits and arbitrations. Prior to entering private practice, Mr. Gluck clerked for Judge William H. Orrick of the United States District Court for the Northern District of California.

Mr. Gluck currently is a member of the teams prosecuting *Cambridge Place Investment Management, Inc. v. Morgan Stanley & Co., et al.*, and MBS class actions against JP Morgan, Bear Stearns, and Morgan Stanley. He practices out of the firm's San Diego office.

Mr. Gluck is the President of the San Diego Chapter of the Association of Business Trial Lawyers and is a member of its Board of Governors.

EDUCATION: California State University Sacramento, B.S., Business Administration, *with honors*, 1987. Santa Clara University, J.D., *summa cum laude*, 1990; Articles Editor of the *Santa Clara Computer and High Technology Law Journal*.

BAR ADMISSIONS: California; U.S. District Courts for the Central, Northern and Southern Districts of California.

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ASSOCIATES

ABE ALEXANDER practices out of the New York office, where he focuses on securities fraud, corporate governance and shareholder rights litigation. Mr. Alexander was a principal member of the trial team that prosecuted *In re Schering-Plough Corp./ENHANCE Securities Litigation* and *In re Merck & Co., Inc. Vytorin/Zetia Securities Litigation*, which settled on the eve of trial for a combined \$688 million. This \$688 million settlement represents the largest securities class action recovery against a pharmaceutical company in history and is among the largest securities class action settlements of any kind. He is currently a member of the teams prosecuting securities claims against Merck and others arising from alleged misrepresentations concerning the safety profile of Merck's pain-killer, VIOXX, and against Bank of New York Mellon arising from alleged misrepresentations concerning the bank's foreign exchange trading practices.

Prior to joining the firm, Mr. Alexander represented institutional clients in a number of high profile securities, corporate governance, and antitrust matters.

Mr. Alexander was a member of his law school's award-winning national moot court team. Following law school, he served as a judicial clerk to Chief Justice Michael L. Bender of the Colorado Supreme Court.

EDUCATION: New York University - The College of Arts and Science, B.A., Analytic Philosophy, *cum laude*, 2003. University of Colorado Law School, J.D., 2008; Order of the Coif.

BAR ADMISSIONS: Delaware; New York; U.S. District Court for the District of Delaware; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals for the First Circuit.

EVAN M. BERKOW practices out of the New York office, where he prosecutes securities fraud, corporate governance and shareholder rights litigation on behalf of the firm's institutional investor clients. He is currently a member of the teams prosecuting *In re Bank of New York Mellon Corp. Forex Transactions Litigation* and *In re State Street Securities Litigation*.

Before joining BLB&G, Mr. Berkow was a litigation associate at a defense firm, where he represented clients in numerous shareholder class actions, complex commercial litigation, government investigations, and intellectual property matters.

EDUCATION: Wesleyan University, B.A., English and Anthropology, *with honors*, 2004. University of Chicago Law School, J.D., 2011; Topics and Submissions Editor for *The Chicago Journal of International Law*.

BAR ADMISSION: New York.

MICHAEL D. BLATCHLEY's practice focuses on securities fraud litigation. He is currently a member of the firm's new matter department in which he, along with a team of attorneys, financial analysts, forensic accountants, and investigators, counsels the firm's clients on their legal claims.

Mr. Blatchley has also served as a member of the litigation teams responsible for prosecuting a number of the firm's significant cases. For example, he was a member of the litigation team in *In re Medtronic, Inc. Securities Litigation*, an action arising out of allegations that Medtronic promoted the Infuse bone graft for dangerous "off-label" uses,

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which resulted in an \$85 million recovery for investors. Mr. Blatchley has also served on the litigation teams in a number of cases related to the financial crisis, including several actions arising out of wrongdoing related to the issuance of residential mortgage-backed securities and other complex financial products. Currently, he serves as a member of the team prosecuting *In re JPMorgan Chase & Co. Securities Litigation*, a securities fraud class action arising out of misrepresentations and omissions concerning JPMorgan's Chief Investment Office, the company's risk management systems, and the trading activities of the so-called "London Whale."

While attending Brooklyn Law School, Mr. Blatchley held a judicial internship position for the Honorable David G. Trager, United States District Judge for the Eastern District of New York. In addition, he worked as an intern at The Legal Aid Society's Harlem Community Law Office, as well as at Brooklyn Law School's Second Look and Workers' Rights Clinics, and provided legal assistance to victims of Hurricane Katrina in New Orleans, Louisiana.

EDUCATION: University of Wisconsin, B.A., 2000. Brooklyn Law School, J.D., *cum laude*, 2007; Edward V. Sparer Public Interest Law Fellowship, William Payson Richardson Memorial Prize, Richard Elliott Blyn Memorial Prize, Editor for the *Brooklyn Law Review*, Moot Court Honor Society.

BAR ADMISSION: New York, New Jersey; U.S. District Courts for the Southern District of New York and the District of New Jersey.

REBECCA BOON practices out of the New York office, where she prosecutes securities fraud, corporate governance and shareholder rights litigation for the firm's institutional investor clients.

Prior to joining the firm, Ms. Boon was an associate at Shearman & Sterling LLP, where she represented clients in securities litigation, ERISA litigation, contract disputes, international arbitration, white collar crime and criminal appeals.

Ms. Boon is currently a member of the teams prosecuting actions against Morgan Stanley and Deutsche Bank arising out of their fraudulent sales of residential mortgage-backed securities, including *Allstate Insurance Co. v. Morgan Stanley* and *Metropolitan Life Insurance Company v. Morgan Stanley*, among others. Ms. Boon is also a member of the team prosecuting *Louisiana Firefighters' Retirement System v. Northern Trust Investments*.

While in law school, Ms. Boon served as the research assistant to Dean Nora Demleitner. Ms. Boon also worked as an intern at inMotion, Inc., as well as Hofstra Law School's Political Asylum Clinic.

EDUCATION: Vassar College, B.A., 2004 (History, Correlate in Women's Studies); Social Justice Community Fellow. Hofstra University School of Law, 2007, J.D., *cum laude*; Charles H. Revson Foundation Law Students Public Interest Fellow; *Hofstra Law Review*; Distinguished Contribution to the School and Excellence in International Law Awards; Merit Scholarship.

BAR ADMISSION: New York; U.S. District Court for the Southern District of New York.

DAVID L. DUNCAN's practice concentrates on the settlement of class actions and other complex litigation and the administration of class action settlements.

Prior to joining BLB&G, Mr. Duncan worked as a litigation associate at Debevoise & Plimpton, where he represented clients in a wide variety of commercial litigation, including contract disputes, antitrust and products liability litigation, and in international arbitration. In addition, he has represented criminal defendants on appeal in New York State courts and has successfully litigated on behalf of victims of torture and political persecution from Sudan, Côte d'Ivoire and Serbia in seeking asylum in the United States.

While in law school, Mr. Duncan served as an editor of the *Harvard Law Review*. After law school, he clerked for Judge Amalya L. Kearsse of the U.S. Court of Appeals for the Second Circuit.

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EDUCATION: Harvard College, A.B., Social Studies, *magna cum laude*, 1993. Harvard Law School, J.D., *magna cum laude*, 1997.

BAR ADMISSIONS: New York; Connecticut; U.S. District Court for the Southern District of New York.

SCOTT R. FOGLIETTA focuses his practice on securities litigation and is a member of the firm's New Matter Group, in which he, as part of a team of attorneys, financial analysts, and investigators, counsels institutional clients on potential legal claims.

Before joining the firm, Mr. Foglietta represented institutional and individual clients in a wide variety of complex litigation matters, including securities class actions, commercial litigation, and ERISA litigation.

While in law school, Mr. Foglietta served as a legal intern in the Financial Industry Regulatory Authority's (FINRA) Enforcement Division, and in the general counsel's office of NYSE Euronext. Prior to law school, Mr. Foglietta earned his M.B.A. in finance from Clark University and worked as an analyst for a boutique investment banking firm.

EDUCATION: Clark University, B.A., Management, *cum laude*, 2006. Clark University, Graduate School of Management, M.B.A., Finance, 2007. Brooklyn Law School, J.D., 2010.

BAR ADMISSIONS: New York; New Jersey.

JEREMY FRIEDMAN prosecutes corporate governance and shareholder rights litigation on behalf of the firm's institutional investors, focusing on merger and acquisition litigation. Prior to joining the firm, Mr. Friedman was an associate at Simpson Thacher & Bartlett LLP, where he represented clients in merger and acquisition transactions and debt financings. During this time, he also served as an associate counsel for the Lawyers' Committee For Civil Rights Under Law, where he led non-partisan election protection efforts for the organization's National Campaign for Fair Elections.

EDUCATION: University of Maryland, B.A., *summa cum laude*, 2004; Honors program; President's Scholarship; Beta Gamma Sigma Business Fraternity. New York University School of Law, J.D., *magna cum laude*, 2007; Order of the Coif.

BAR ADMISSION: New York.

LUCAS E. GILMORE practices out of the firm's San Diego office and focuses on securities fraud litigation. He is currently a member of the teams prosecuting *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, the *Pfizer Direct Action* and the *LIBOR Manipulation Actions*.

Prior to joining BLB&G, Mr. Gilmore was an associate at a law firm in San Francisco, where he successfully prosecuted and defended a variety of civil actions, including commercial, consumer and antitrust cases. He also gained significant experience as a judicial extern for the Honorable Vaughn R. Walker of the United States District Court for Northern District of California.

EDUCATION: Vanderbilt University, B.A. *cum laude*, Political Science, 2002. University of California Hastings College of the Law, J.D., 2007; Computer Assisted Learning Institute Award for Excellence in Trial Advocacy I and II.

BAR ADMISSIONS: California; U.S. Court of Appeals for the Ninth Circuit; U.S. District Court for the Eastern and Northern Districts of California.

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JOSEPH W. GOODMAN practices out of the firm's San Diego office, focusing on securities class and derivative actions brought on behalf of defrauded investors. Currently, he is a member of the teams prosecuting *Barry R. Lloyd v. CVB Financial Corp. et al.*, *In re Toyota Motor Corporation Securities Litigation*, *Thrivent Financial For Lutherans, et al. v. Countrywide Financial Corp., et al.*, *Sealink Funding Ltd. v. Countrywide Financial Corp., et al.* and *West Virginia Laborers' Trust Fund v. STEC, Inc. et al.* Mr. Goodman was a member of the team that litigated *In re Wells Fargo Mortgage-Backed Certificates Litigation*, which settled for \$125 million – the first settlement of a class action asserting Securities Act claims for mortgage-backed securities.

Prior to joining the firm, Mr. Goodman was an associate at Mayer Brown LLP, where he represented clients in complex commercial litigation before federal and state courts, including consumer class action lawsuits. In addition to his private practice experience, Mr. Goodman clerked for the Honorable David R. Thompson of the U.S. Court of Appeals for the Ninth Circuit and the Honorable James M. Munley of the U.S. District Court for the Middle District of Pennsylvania. During law school, Mr. Goodman interned for the Honorable Victor Marrero of the U.S. District Court for the Southern District of New York and the General Counsel's office of the U.S. International Trade Commission.

Mr. Goodman has served as an adjunct professor or visiting scholar at Loyola Law School, Thomas Jefferson School of Law, Georgetown University and l'Universite libre de Bruxelles. He is a frequent author, and has published several articles, including "Dodd-Frank One Year Later . . . and Still Waiting" (*The Advocate*, December 2011); "Demonstrable Consumer Harm in EU and US Antitrust Laws" (*New Europe* 801, September 2008); "The Advantages and Disadvantages of Online Dispute Resolution: An Assessment of Cyber-Mediation Websites" (*Journal of Internet Law* 9, 2006); and "Leandro v. North Carolina and the Constitutional Limitation on School Suspensions in North Carolina" (*North Carolina Law Review* 6, 2005).

EDUCATION: Stanford University, B.A., Political Science, Departmental Honors, 1994. University of Oxford, M. Phil, Politics, 1996; D.Phil, Politics, 2003. Duke University School of Law, J.D., *cum laude*, 2003; Articles Editor for *Duke Journal of Comparative and International Law*; Editor for *Duke Law and Technology Review*.

BAR ADMISSIONS: California; New York; Washington, DC; U.S. District Courts for the Central, Northern and Southern Districts of California; U.S. Court of Appeals for the Ninth Circuit.

ADAM HOLLANDER prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

Mr. Hollander has represented institutional investors and corporations in state and federal trial and appellate courts throughout the country. Currently, he is a member of the team prosecuting the Wilmington Trust securities class action, and also represents clients in a number of governance disputes relating to corporate transactions, including a derivative action on behalf of Dish Network Corporation in the Nevada Business Court. In addition, Mr. Hollander has played a key role drafting numerous briefs in matters before the federal courts of appeals.

Prior to joining BLB&G, Mr. Hollander clerked for the Honorable Barrington D. Parker, Jr. of the United States Court of Appeals for the Second Circuit, and for the Honorable Stefan R. Underhill of the United States District Court for the District of Connecticut. He has also been associated with two New York defense firms, where he gained significant experience representing clients in various civil, criminal, and regulatory matters, including white collar and complex commercial litigation.

Mr. Hollander is currently a member of the teams prosecuting *In re Wilmington Trust Securities Litigation*, *In re Genzyme Corp. Securities Litigation*, *Bach v. Amedisys, Inc.*, and *In re Dish Network Corp. Shareholder Litigation*.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

EDUCATION: Brown University, A.B., *magna cum laude*, 2001, Urban Studies. Yale Law School, J.D., 2006; Editor, *Yale Law and Policy Review*.

BAR ADMISSIONS: New York; Connecticut; U.S. District Courts for the Southern District of New York and the District of Connecticut; U.S. Court of Appeals for the Second Circuit.

MATTHEW P. JUBENVILLE represents individual and institutional investors asserting claims under the federal and state securities laws. While at BLB&G, he has litigated a wide variety of cases resulting in cumulative settlements of over \$1 billion.

Recently, Mr. Jubenville's practice has focused on cases asserting claims related to the issuance of mortgage-backed securities, including *In re Bear Stearns Mortgage Pass-Through Certificates Litigation*; *In re Morgan Stanley Mortgage Pass-Through Certificates Litigation*; *Plumbers' & Pipefitters' Local #562 Supplemental Plan & Trust, v. J.P. Morgan Acceptance Corp.*; and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

EDUCATION: University of Colorado, B.A., *with distinction*, Molecular, Cellular and Developmental Biology, 2000; Phi Beta Kappa. University of San Diego School of Law, J.D., 2003; *San Diego Law Review*.

BAR ADMISSIONS: California, U.S. District Courts for the Northern, Central and Southern Districts of California.

DAVE KAPLAN's practice is focused on complex litigation, including securities class actions, mortgage-related litigation, and general business litigation. Mr. Kaplan currently represents lead plaintiffs in several federal class action lawsuits, including *In re Fannie Mae/Freddie Mac Senior Preferred Stock Purchase Agreement Class Action Litigations* pending in the District of Columbia, *Government of Guam Retirement Fund v. Invacare Corporation* pending in the Northeastern District of Ohio, *In re Toyota Motor Corp. Securities Litigation* in the Central District of California (\$25.5 million settlement), *In re AXA Rosenberg Investor Litigation* in the Northern District of California (\$65 million settlement), and *In re Dendreon Corp. Securities Litigation* in the Western District of Washington (\$40 million settlement).

EDUCATION: Washington & Lee University, B.A., *cum laude*, 1999. Duke University, J.D., *High Honors*, *Duke Law Review*, Stanley Starr Scholar, 2003.

BAR ADMISSIONS: California; U.S. District Courts for the Central, Northern and Southern Districts of California; U.S. Court of Appeals for the Ninth Circuit; U.S. Bankruptcy Court, Central District of California.

CATHERINE McCAW's practice focuses on securities fraud and corporate governance and shareholder rights litigation. She is currently a member of the teams prosecuting *In re Facebook, Inc., IPO Securities and Derivative Litigation*, *In re Merck & Co., Inc. Securities, Derivative, and ERISA Litigation*, *In re Freeport-McMoran Copper and Gold, Inc. Derivative Litigation*, and *Dexia Holdings, Inc., et al. v. Deutsche Bank AG.* and *Dexia Holdings, Inc., et al. v. Deutsche Bank AG.*

Prior to joining the firm, Ms. McCaw clerked for the Honorable Chester J. Straub of the United States Court of Appeals for the Second Circuit and the Honorable Richard J. Holwell of the United States District Court for the Southern District of New York. She also served as a Presidential Management Fellow at the General Counsel's Office for the Federal Bureau of Investigation (FBI).

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

EDUCATION: Harvard College, A.B., *magna cum laude*, History, 2003. Harvard Law School, J.D., 2009; Articles Editor, *Harvard Civil Rights-Civil Liberties Law Review*.

BAR ADMISSION: Massachusetts.

KRISTIN A. MEISTER has extensive experience in commercial and class action litigation. She has argued motions in both state and federal court and has represented plaintiffs and defendants in securities fraud class actions, derivative suits, white collar criminal investigations, federal antitrust multi-district litigation, banking litigation, and federal and state criminal matters. Most recently, Ms. Meister served as counsel on behalf of the institutional investor plaintiffs in *In re Citigroup, Inc. Bond Action Litigation*, which resulted in a \$730 million cash recovery – the second largest in history in a securities class action brought on behalf of purchasers of debt securities, and one of the fifteen largest recoveries in any securities class action. It is also the second largest settlement of a litigation arising out of the subprime meltdown and financial crisis. She also served as counsel representing a union-owned bank and public employee retirement fund from Louisiana asserting breach of fiduciary duty claims in the *Pfizer Derivative Litigation* against the senior management and board of directors of Pfizer, Inc., which resulted in a \$75 million payment and creation of a new Healthcare Law Regulatory Committee, setting an improved standard for regulatory compliance oversight by a public company board of directors. Ms. Meister currently represents shareholders in the *Merck Vioxx Securities Litigation*, which arises out of Merck's failure to disclose adverse facts regarding the risks of Vioxx. Prior to joining the firm, she was a Litigation and Trial Practice Group associate at Alston & Bird LLP.

EDUCATION: Kenyon College, B.A., *magna cum laude*, 2000; Political Science and English; Elmer Graham Scholar Full Scholarship Award Recipient; Student Council Vice-President; Editor in Chief of *The Kenyon Observer*. University of Michigan Law School, J.D., 2004; Associate/Contributing Editor of *Michigan Telecommunications and Technology Law Review*; Elected Law School Student Senator.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York.

JOHN J. MILLS' practice concentrates on Class Action Settlements and Settlement Administration. Mr. Mills also has experience representing large financial institutions in corporate finance transactions.

EDUCATION: Duke University, B.A., 1997. Brooklyn Law School, J.D., *cum laude*, 2000; Member of *The Brooklyn Journal of International Law*; Carswell Merit Scholar recipient.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York.

LAURA H. POSNER has represented institutional investors as a lead or co-lead counsel in a number of class and derivative actions, including cases involving securities fraud, consumer fraud, copyright infringement, and employment discrimination. Most notably, she was an integral member of the trial team that prosecuted the landmark *In re Walt Disney Derivative Litigation*, which redefined the fiduciary duties of directors in public companies, *In re Mills Corporation Securities Litigation*, which obtained \$202.75 million plus interest for the class – the largest recovery ever achieved in a securities class action in Virginia, and the second largest ever achieved in the Fourth Circuit – and *In re WellCare Health Plans, Inc.*, which obtained \$200 million for the class – the largest recovery ever achieved in a securities class action in Florida and the second largest ever achieved in the Eleventh Circuit. Ms. Posner was also an integral member of the trial team that prosecuted *In re Schering-Plough Corp./Enhance Securities Litigation* and *In re Merck & Co. Securities Litigation*, which resulted in a combined \$688 settlement. The combined \$688 settlement represents the largest settlement in a securities class action from a pharmaceutical company, the second largest securities class action settlement in the Third Circuit and among the top 25 securities class action settlements of all time.

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Ms. Posner is currently a member of the teams prosecuting *Louisiana Municipal Police Employees' Retirement System v. The Bank of New York Mellon Corporation* and *In re Green Mountain Coffee Roasters, Inc. Securities Litigation*.

In 2013, *Super Lawyers* named Ms. Posner one of New York's Rising Stars and Top Women Attorneys.

While in law school, Ms. Posner worked at the Lawyers' Committee for Civil Rights, Health Law Advocates, The Hale & Dorr Legal Services Center and the Tenant Advocacy Project.

Ms. Posner is a member of the New York Bar Association's Securities Litigation Committee and Public Justice.

EDUCATION: University of California, Los Angeles, B.A., *magna cum laude*, 2001; Phi Beta Kappa. Harvard Law School, J.D., 2004; Founding Member and the Vice-President of the Harvard Advocates for Reproductive Choices; Executive Committee, *Women's Law Journal*.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Court of Appeals for the Third Circuit.

ROSS SHIKOWITZ focuses his practice on securities litigation and is a member of the firm's New Matter Group, in which he, as part of a team attorneys, financial analysts, and investigators, counsels institutional clients on potential legal claims.

Mr. Shikowitz is also a member of the litigation teams prosecuting actions against Morgan Stanley arising out of its alleged fraudulent sale of residential mortgage-backed securities, including: *Allstate Insurance Co. v. Morgan Stanley*; *Bayerische Landesbank, New York Branch v. Morgan Stanley*; *Dexia SA/NV v. Morgan Stanley*; *Sealink Funding Limited v. Morgan Stanley*; and *Metropolitan Life Insurance Company v. Morgan Stanley*.

While in law school, Mr. Shikowitz was a research assistant to Brooklyn Law School Professor of Law Emeritus Norman Poser, a widely respected expert in international and domestic securities regulation. He also served as a judicial intern to the Honorable Brian M. Cogan of the Eastern District of New York, and as a legal intern for the Major Narcotics Investigations Bureau of the Kings County District Attorney's Office.

EDUCATION: Skidmore College, B.A., Music, *cum laude*, 2003. Indiana University-Bloomington, M.M., 2005. Brooklyn Law School, J.D., *magna cum laude*, 2010; Notes/Comments Editor, *Brooklyn Law Review*; Moot Court Honor Society; Order of Barristers Certificate; CALI Excellence for the Future Award in Products Liability, Professional Responsibility.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York.

KATHERINE M. SINDERSON is involved in a variety of the firm's practice areas, including securities fraud, corporate governance, and advisory services. She is currently a member of the teams prosecuting *In re Wilmington Trust Securities Litigation*, *In re Lululemon Securities Litigation*, and *Louisiana Firefighters' Retirement System v. Northern Trust Investments N.A.*

Most recently, Ms. Sinderson was a member of the trial team prosecuting *In re Bank of America Securities Litigation*, which resulted in a recovery of \$2.425 billion, the single largest securities class action recovery ever resolving violations of Sections 14(a) and 10(b) of the Securities Exchange Act and one of the largest shareholder recoveries in history. Ms. Sinderson was also a member of the trial team that prosecuted the action against Washington Mutual, Inc. and certain of its former officers and directors for alleged fraudulent conduct in the thrift's home lending operations, an action which resulted in a recovery of \$208.5 million and represents one of the largest settlements achieved in a case related to the fallout of the subprime crisis and the largest recovery ever achieved in a securities class action in the Western District of Washington.

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Ms. Sinderson has also been part of the trial teams in several additional securities litigations through which the firm has successfully recovered hundreds of millions of dollars on behalf of injured investors. Among other matters, she was a part of the trial teams that prosecuted the *In re Bristol-Myers Squibb Co. Securities Litigation*, which resulted in a recovery of \$125 million, as well as *In re Biovail Corporation Securities Litigation*, which resulted in a recovery of \$138 million for defrauded investors and represents the second largest recovery in any securities case involving a Canadian issuer.

EDUCATION: Baylor University, B.A., *cum laude*, 2002. Georgetown University, J.D., *cum laude*, 2006; Dean's Scholar; Articles Editor for *The Georgetown Journal of Gender and the Law*.

BAR ADMISSIONS: New York; U.S. District Court for the Southern District of New York.

KATHERINE A. STEFANO practices out of the New York office, where she prosecutes securities fraud, corporate governance and shareholder rights litigation on behalf of the firm's institutional investor clients.

While in law school, Ms. Stefanou served as Article Editor for the *Brooklyn Journal of Corporate, Financial and Commercial Law* and as a judicial intern to the Honorable Ramon E. Reyes Jr. of the Eastern District of New York. She also was a research assistant to Brooklyn Law School Centennial Professor, Roberta S. Karmel, a former SEC Commissioner, and served as a legal intern for the Organized Crime Division of the U.S. Attorney's Office in the Eastern District of New York, and for the U.S. Securities and Exchange Commission's Enforcement Division.

Ms. Stefanou is currently a member of the teams prosecuting *In re Bank of New York Mellon Corp. Forex Transactions Litigation*, *JPMorgan Chase & Co. (Mortgage Pass-Through)*, *Bear Stearns & Company, Inc. (Mortgage Pass-Through)*, and *Morgan Stanley & Co., Inc. (Mortgage Pass-Through)*.

EDUCATION: University of Michigan, B.A., History and Modern Greek, *with distinction*, 2007. Brooklyn Law School, J.D., *cum laude*, 2011.

BAR ADMISSION: New York.

STEFANIE J. SUNDEL practices out of the New York office, where she focuses on securities fraud, corporate governance and shareholder rights litigation. She has over six years of experience representing institutional clients in securities and financial product-related disputes.

A frequent author, Ms. Sundel has published several articles, including "Many Lessons, Many Mentors: From the Alpha Girl," (*New York Law Journal*, November 2010), "Corporate Democracy in Action after 'Citizens United,'" (*New York Law Journal*, 2010), as well as "Revisions to Rules by Committee on Standards of Attorney Conduct," (*NYLitigator*, 2008), among several others.

Ms. Sundel is a member of the Ovarian Cancer Research Fund's Junior Board and is the former Committee Secretary for the New York City Bar Association's Securities Litigation Committee.

Currently, she is a member of the teams prosecuting *In re Bank of America Corp. Securities, Derivative and ERISA Litigation*, *In re Citigroup Inc. Bond Litigation*, *In re JPMorgan Foreign Exchange Trading Litigation* and *In re MF Global Holdings Limited Securities Litigation*.

EDUCATION: Franklin College Switzerland, B.A., International Relations, *magna cum laude*, 2001. New York Law School, J.D., *cum laude*, 2004.

BAR ADMISSIONS: New York; U.S. District Court for the Southern District of New York.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

JONATHAN D. USLANER prosecutes securities class action and shareholder derivative litigation on behalf of the firm's institutional investor clients. Most recently, Mr. Uslaner was a member of the team that successfully prosecuted *In re Wells Fargo Mortgage-Backed Certificates Litigation*, which resulted in a recovery of \$125 million for investors in mortgage-backed securities issued by Wells Fargo and its affiliates. Mr. Uslaner was also a member of the team that successfully prosecuted a derivative action against the senior management and the board of directors of Pfizer, Inc., which resulted in a historic \$75 million payment dedicated to improve the company's compliance with healthcare laws.

Mr. Uslaner is currently a member of the teams prosecuting *In re Bank of America Securities Litigation*, *In re Dendreon Corp. Securities Litigation*, *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, and other cases related to wrongdoing in the issuance of mortgage-backed securities.

Prior to joining BLB&G, Mr. Uslaner was a senior litigation associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, where he successfully prosecuted and defended claims from the discovery stage through trial. Mr. Uslaner also gained significant experience as a judicial extern for Justice Steven Wayne Smith of the Supreme Court of Texas and as a volunteer prosecutor for the City of Inglewood, California.

EDUCATION: Duke University, B.A., *magna cum laude*, 2001, William J. Griffith Award for Leadership; Chairperson, Duke University Undergraduate Publications Board. The University of Texas School of Law, J.D., 2005; University of Texas Presidential Academic Merit Fellowship; Articles Editor, *Texas Journal of Business Law*.

BAR ADMISSIONS: California; New York; U.S. District Courts for the Central and Northern Districts of California; U.S. District Court for the Southern District of New York.

BRETT VAN BENTHUSEN prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

Prior to joining the firm, Mr. Van Benthysen interned at the New Jersey Office of the Attorney General, Securities Fraud Prosecution Section, as well as at the Seton Hall Center for Social Justice, assisting Essex County homeowners who were defrauded by a predatory lending scheme.

EDUCATION: The College of New Jersey, B.A., *magna cum laude*, 2004. New York University, M.S., Global Affairs, 2006. Seton Hall University School of Law, J.D., *cum laude*, 2009; Civil Litigation Clinic Practitioner Award.

BAR ADMISSIONS: New Jersey; New York; U.S. District Court for the District of New Jersey.

LAURENCE REZA WRATHALL practices out of the San Diego office, where he prosecutes securities fraud, corporate governance and shareholder rights litigation for the firm's institutional investor clients.

Prior to joining the firm, Mr. Wrathall served as a Naval Officer in the United States Submarine Force, and later, while attending law school, as an undersea warfare analyst for Systems Planning & Analysis, Inc. During law school, Mr. Wrathall was a Bernard H. Siegan Scholar for property rights and economic liberties; he authored "The Vulnerability of Subsea Infrastructure to Underwater Attack: Legal Shortcomings and the Way Forward," published by the *San Diego International Law Journal* in the Fall of 2010; and he also completed an LL.M. in Taxation.

EDUCATION: University of Virginia, B.S., Commerce, 1997. University of San Diego School of Business, M.S., Global Leadership, 2005. University of San Diego School of Law, LL.M., *cum laude*, 2011; J.D., 2010; Bernard H. Siegan Scholarship Recipient.

BAR ADMISSIONS: California; U.S. District Court for the Southern District of California.

STAFF ATTORNEYS

Justus Benjamin focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Benjamin has worked on *In re Lehman Brothers Equity/Debt Securities Litigation*, *In re Washington Mutual, Inc. Securities & ERISA Litigation*, and *In re Wachovia Preferred Securities and Bond/Notes Litigation*.

Prior to joining the firm in 2010, Mr. Benjamin worked as an attorney and deposition coding manager for Paradocs Litigation Motion Support.

EDUCATION: Washington University, B.S., Business Administration, 2005. Hofstra University, School of Law, J.D., 2008.

BAR ADMISSIONS: California, U.S. Dist. Ct. (S.D. Cal.).

Darcie Czajkowski focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Czajkowski has worked on *In re Wachovia Preferred Securities and Bond/Notes Litigation, Inc. Securities & ERISA Litigation* and *In re Lehman Brothers Equity/Debt Securities Litigation*.

Prior to joining the firm in 2011, Ms. Czajkowski worked as a law clerk at the Law Offices of Jan Joseph Bejar.

EDUCATION: University of California, San Diego, B.A., 2006. University of San Diego, School of Law, J.D., 2010.

BAR ADMISSIONS: California.

Sanjeev Davé focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Davé has worked on *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation* and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Mr. Davé was an associate at Kramer DeBoer Endelicato & Keane, LLP.

EDUCATION: University of Massachusetts, Amherst, B.A., 1994. University of San Diego, School of Law, J.D., 2000.

BAR ADMISSIONS: California.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

Riva Eltanal focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Eltanal has worked on *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation* and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Eltanal was an attorney at Drinker Biddle & Reath LLP.

EDUCATION: University of Arizona, Honors College, B.S., 1998. Golden Gate University, School of Law, J.D., 2007.

BAR ADMISSIONS: California.

Helen Glynn focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Glynn has worked on *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Glynn worked as an attorney at Morrison & Foerster LLP.

EDUCATION: Florida Atlantic University, B.S., *with Honors*, 1996. St. Thomas University of Miami, School of Law, J.D., 1999.

BAR ADMISSIONS: California, Florida.

Sivan Goldman focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Goldman has worked on *In re Washington Mutual, Inc. Securities & ERISA Litigation*, *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Dexia SA/NV, et al., v. Bear, Stearns & Cos., et al.*

Prior to joining the firm in 2010, Ms. Goldman worked as an associate at Petruccio LLP.

EDUCATION: American University, B.A., 2004. Thomas Jefferson School of Law, J.D., 2009.

BAR ADMISSIONS: California.

Jennifer Hermann focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Hermann has worked on *In re Stone Energy Corp. Securities Litigation*, *In re Dura Pharmaceuticals, Inc. Securities Litigation*, *In re International Rectifier Corporation Securities Litigation*, *In re Washington Mutual, Inc. Securities & ERISA Litigation*, *In re Wachovia Preferred Securities and Bond/Notes Litigation*, and *In re Lehman Brothers Equity/Debt Securities Litigation*.

Prior to joining the firm in 2008, Ms. Hermann worked as an associate at Rutan & Tucker, LLP.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

EDUCATION: University of California, Los Angeles, B.A., 2000. University of Southern California, Gould School of Law, J.D., 2004.

BAR ADMISSIONS: California.

Mahdi Ibrahim focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Ibrahim has worked on *Allstate Insurance Company v. Morgan Stanley & Co., Inc.*, *Dexia Holdings, Inc. v. JP Morgan* and *In re Lehman Brothers Equity/Debt Securities Litigation*.

Prior to attending law school and joining the firm in 2011, Mr. Ibrahim was a paralegal at Cleary, Gottlieb, Steen & Hamilton LLP.

EDUCATION: Pennsylvania State University, B.S., 2006. University of San Diego School of Law, J.D., 2010.

BAR ADMISSIONS: California.

Tammy Issarapanichkit focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Issarapanichkit has worked on *In re Lehman Brothers Equity/Debt Securities Litigation*, *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Issarapanichkit worked as an attorney at Aguirre, Morris and Severson, LLP.

EDUCATION: University of California, Irvine, B.A., *cum laude*, 2005; Golden Key International Honors Society. California Western School of Law, J.D., 2009; Phi Alpha Delta.

BAR ADMISSIONS: California.

Marguerite Middaugh focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Middaugh has worked on *In re Lehman Brothers Equity/Debt Securities Litigation*, *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Middaugh worked as a staff attorney at Robbins Umeda LLP.

EDUCATION: Pamona College, B.A., 2001. University of San Diego, School of Law, J.D., 2007.

BAR ADMISSIONS: California.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

Paula Miller focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Miller has worked on *In re Wells Fargo Mortgage-Backed Certificates Litigation*, *In re New Century*, *Public Employees' Retirement System of Mississippi, et al. v. Merrill Lynch & Co. Inc., et al.*, *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2009, Ms. Miller worked an attorney at Morrison & Foerster LLP.

EDUCATION: San Diego State University, B.S., 1983; M.A., 2001. University of California, Davis, J.D., 1988.

BAR ADMISSIONS: California, Colorado, U.S. Patent & Trademark Office.

Colin Morris focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Morris has worked on *In re Lehman Brothers Equity/Debt Securities Litigation*, *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.* and *Montana Board of Investments, et al. v. Pfizer Inc., et al.*

Prior to joining the firm in 2011, Mr. Morris was the Deputy District Attorney Pro Tempore in San Diego's Office of the District Attorney and a volunteer attorney at Legal Aid Society of San Diego's Domestic Violence Clinic.

EDUCATION: University of Colorado, Boulder, B.A., 2001; Phi Alpha Delta. University of San Diego, School of Law, J.D., 2007; LL.M., 2011.

BAR ADMISSIONS: California.

Rachel Pimentel-McCole focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Pimentel-McCole has worked on *In re Lehman Brothers Equity/Debt Securities Litigation* and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Pimentel-McCole worked as an associate at Morris, Polich & Purdy, LLP.

EDUCATION: University of San Diego, San Diego, B.A., 1999. Loyola Law School, J.D., 2004.

BAR ADMISSIONS: California, U.S. Dist. Ct. (C.D. Cal.).

Michelle Samuels focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Samuels has worked on *In re Wells Fargo Mortgage-Backed Certificates Litigation*, *Public Employees' Retirement System of Mississippi, et al. v. Merrill Lynch & Co.*

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

Inc., et al., In re Lehman Brothers Equity/Debt Securities Litigation, Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al., and Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.

Prior to joining the firm in 2011, Ms. Samuels worked as a contract attorney for Synergy Legal Professionals.

EDUCATION: Florida State University, B.S., *cum laude*, 2005. Hofstra University, School of Law, J.D., 2008.

BAR ADMISSIONS: Florida.

Matthew Semmer focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Semmer has worked on *In re Washington Mutual, Inc. Securities & ERISA Litigation, In re Wachovia Preferred Securities and Bond/Notes Litigation, In re Lehman Brothers Equity/Debt Securities Litigation*, and *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*

Prior to joining the firm in 2010, Mr. Semmer worked as general counsel at Douglas Wilson Companies.

EDUCATION: Cornell University, B.S., 2001. University of San Diego, School of Law, J.D., 2005.

BAR ADMISSIONS: California.

Robert Setterbo focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Setterbo has worked on *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al., In re Wachovia Preferred Securities and Bond/Notes Litigation*, and *In re Lehman Brothers Equity/Debt Securities Litigation*.

Prior to joining the firm in 2011, Mr. Setterbo worked as a litigation associate at Daley & Heft LLP.

EDUCATION: University of California, San Diego, B.S., 2005. University of San Diego, School of Law, J.D., 2009.

BAR ADMISSIONS: California, U.S. Dist. Ct. (C.D. Cal.).

Blaine Sheppard focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Sheppard has worked on *In re Tyco International, Ltd. Securities, Derivative and "ERISA" Litigation, In re International Rectifier Corporation Securities Litigation, In re Washington Mutual, Inc. Securities & ERISA Litigation, In re Wachovia Preferred Securities and Bond/Notes Litigation, In re Lehman Brothers Equity/Debt Securities Litigation, Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al., and Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2008, Mr. Sheppard worked as an attorney at Ross, Dixon & Bell, LLP.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

EDUCATION: West Virginia University, B.A., 1994. University of Tennessee, M.S., 1996. University of San Diego, School of Law, J.D., 2005.

BAR ADMISSIONS: California.

Jamie Steward focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Steward has worked on *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Steward worked as an attorney at Gordon & Rees LLP.

EDUCATION: Pepperdine University, B.A., 1986. Thomas Jefferson School of Law, J.D., 1994.

BAR ADMISSIONS: California.

Jerome Synold focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Synold has worked on *In re International Rectifier Corporation Securities Litigation*, *In re Washington Mutual, Inc. Securities & ERISA Litigation*, *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*

Prior to joining the firm in 2009, Mr. Synold worked as an attorney at Barrack, Rodos and Bacine LLP.

EDUCATION: University of California, San Diego, B.A., Economics, 2001. University of San Diego, School of Law, J.D., 2005. Université Paul Cezanne Aix-Marseille III, LL.M., DESU de Droit Européen des Affaires, *with High Honors*, 2006.

BAR ADMISSIONS: California.

Stepheney Windsor focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Ms. Windsor has worked on *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*

Prior to joining the firm in 2011, Ms. Windsor worked as an attorney for DLA Piper LLP.

EDUCATION: University of California, Santa Barbara, B.A., *with Honors*, 1999. New England School of Law, J.D., 2004.

BAR ADMISSIONS: California, New York.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

Brandon Zapf focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Zapf has worked on *Public Employees' Retirement System of Mississippi, et al. v. Merrill Lynch & Co. Inc., et al.*, *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*, and *In re Lehman Brothers Equity/Debt Securities Litigation*.

Prior to joining the firm in 2011, Mr. Zapf worked as an associate for Winterbotham Parham Temple, PC.

EDUCATION: University of California, Santa Barbara, B.A., 2002. University of San Francisco, School of Law, J.D., *cum laude*, 2007. University of San Diego, School of Law, LL.M., 2011.

BAR ADMISSIONS: California.

Alex Zarrinnesan focuses on discovery matters, from the initial stages of electronic discovery through depositions. Among other cases, Mr. Zarrinnesan has worked on *In re Washington Mutual, Inc. Securities & ERISA Litigation*, *In re Wachovia Preferred Securities and Bond/Notes Litigation*, *In re Lehman Brothers Equity/Debt Securities Litigation*, and *Dexia SA/NV, et al. v. Bear, Stearns & Cos., et al.*

Prior to joining the firm in 2010, Mr. Zarrinnesan was an associate at Golchin & Associates, PC.

EDUCATION: George Mason University, B.A., 2005. George Mason University School of Law, J.D., 2008.

BAR ADMISSIONS: California.

EXHIBIT 2-B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF DAVID KESSLER, IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF KESSLER TOPAZ MELTZER & CHECK, LLP**

DAVID KESSLER declares as follows:

1. I am a partner of the law firm of Kessler Topaz Meltzer & Check, LLP. I submit this declaration in support of my firm's application for an award of attorneys' fees and reimbursement of certain expenses in connection with services rendered in the above-captioned action (the "Action").

2. My firm, which served as Co-Lead Counsel in this Action, was involved in all aspects of the prosecution and settlement of the claims against Defendant Ernst & Young LLP ("E&Y") as set forth in the Joint Declaration of David Stickney and David Kessler in Support of (A) Plaintiffs' Motion for Final Approval of Class Action Settlement with Defendant Ernst & Young LLP and Approval of Plan of Allocation and (B) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Joint Declaration" or "Joint Decl.").

3. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's 2013 billing rates and positions. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court.

4. Time and expenses that were included in prior application submissions in this Action are not included in this application. Specifically, the lodestar reported on Exhibit 1 includes: (i) time from the inception of the case through February 15, 2012 (the end-date for the prior lodestar submission in connection with the settlements with the Lehman Directors and Officers and Underwriters ("D&O" and "UW" Settlements)), that was excluded from that lodestar submission as having been related specifically to ongoing claims against E&Y; (ii) time for tasks performed between February 16, 2012 and August 8, 2013 (the date when the Structured Products ("SNP") Class Settlement was first filed with the Court) that was excluded from the SNP Class lodestar submission (including time for tasks that did not benefit the SNP Class, as well as 92.5% of Lead Counsel's time that benefitted the prosecution of both the SNP Class claims and the claims against E&Y that are being resolved by the instant E&Y Settlement¹); and (iii) time for tasks performed from August 9, 2013 through January 15, 2014, except for time spent solely on the SNP Class Settlement or any fee application.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as or similar to the regular rates that have been accepted in

¹ See Declaration of David Kessler In Support Of Structured Product Plaintiffs' Counsel's Motion For An Award Of Attorneys' Fees Filed On Behalf Of Co-Lead Counsel Kessler Topaz Meltzer & Check, LLP (ECF No. 1324 in 09-md-02017).

other securities or shareholder litigation, including this Court in connection with the previously approved D&O and UW Settlements.

6. As calculated pursuant to paragraph 4 above, my firm spent a total of 28,664.21 hours performing work for the benefit of the Settlement Class. The total lodestar for that work is \$11,888,538.76, consisting of \$11,564,712.28 for attorneys' time and \$323,826.48 for professional support staff time. These numbers do not include the time incurred in presenting the Fee and Expense Application to the Court.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$811,396.15 in unreimbursed expenses in connection with the work performed in the Action from inception. Expenses that were included in prior requests for reimbursement in this Action are not included in this request.

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

10. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were principally involved in this Action.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on March 6, 2014.



DAVID KESSLER

EXHIBIT 1

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

KESSLER TOPAZ MELTZER & CHECK, LLP

TIME REPORT – E&Y Settlement

From Inception through January 15, 2014

NAME	HOURS	HOURLY RATE	LODESTAR
PARTNERS			
Berman, Stuart L.	30.29	700.00	21,199.50
Castaldo, Gregory M.	569.37	700.00	398,557.25
Check, Darren J.	31.05	625.00	19,406.25
Justice, Kimberly	1,392.04	625.00	870,024.22
Kehoe, John	439.10	650.00	285,415.81
Kessler, David	498.23	735.00	366,200.89
Nirmul, Sharan	34.60	625.00	21,621.88
ASSOCIATES			
Browning, Nichole	17.00	500.00	8,500.00
Enck, Jennifer	492.50	475.00	233,937.50
Gross, John	253.75	450.00	114,188.63
Hinerfeld, Benjamin J.	27.60	495.00	13,662.00
Newcomer, Michelle	909.45	450.00	409,254.19
Onasch, Margaret E.	699.62	345.00	241,367.18
Russo, Richard	1,035.78	450.00	465,652.13
STAFF ATTORNEYS			
Benedict, Matthew C.	2,239.26	395.00	884,507.70
Boak, Ronald	158.92	395.00	62,771.43
Byrne, Bethany O'Neill	3,290.60	375.00	1,223,660.63
Causey, Sara	126.73	395.00	50,056.38
Chapman-Smith, Quiana	1,323.28	375.00	496,229.06
DePhillips, Scott	478.78	395.00	189,118.10
Eagleston, Donna K.	2,434.56	395.00	961,649.72
Gamble, Kimberly V.	859.97	375.00	322,489.69
Gaskill, Warren D.	3,274.06	395.00	1,293,252.22
Gibson, Sati	116.09	395.00	45,854.56
Linehan, Seth	2,287.51	395.00	903,567.44
Mathurin, Katrice Taylor	1,311.26	395.00	517,948.69
Mellon, Thomas S.	157.71	395.00	62,296.44
Osinupebi, Tinu	506.35	375.00	189,879.38

Phoebe, Timm O.	429.66	395.00	169,716.69
Plona, R. Matthew	172.42	395.00	68,105.90
Renegar, C. Patrick	902.38	395.00	356,441.58
Smith, Cathleen R.	513.65	395.00	202,892.74
Washington, Zakiya M.	254.10	375.00	95,286.56
INVESTIGATION DEPARTMENT			
Rabbiner, David	31.58	450.00	14,210.44
Evans, John	16.65	325.00	5,411.25
Maginnis, Jamie	50.64	325.00	16,459.22
Marshall, Kate	41.50	225.00	9,337.50
Molina, Henry	16.19	325.00	5,260.94
PARALEGALS			
Cashwell, Amy	88.88	200.00	15,554.00
Chiappinelli, Christiane	150.31	225.00	33,820.31
Potts, Denise	379.13	225.00	85,304.25
Swift, Mary R.	602.90	225.00	135,651.94
PROFESSIONAL STAFF			
Butcheck, Patricia	18.78	150.00	2,816.63
TOTAL	28,664.21		\$11,888,538.76

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

KESSLER TOPAZ MELTZER & CHECK, LLP

EXPENSE REPORT – E&Y Settlement

CATEGORY	AMOUNT
Court Fees	530.00
Service of Process	2,681.10
On-Line Legal Research*	6,980.83
On-Line Factual Research*	6,441.43
Document Management/Litigation Support	425.00
Telephone	204.44
Postage & Express Mail	8,586.14
Internal Copying	53,975.30
Out of Town Travel	83,730.65
Out of Town Deposition Expenses	2,503.37
Working Meals	36.87
External Reproduction Costs	14,297.44
Experts	70,003.58
Contributions to Plaintiffs' Litigation Fund**	561,000.00
TOTAL EXPENSES:	\$811,396.15

* The charges reflected for on-line research are for out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

** See Exhibit 3 to the Declaration of David R. Stickney, In Support of Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses in Connection with the Ernst & Young LLP Settlement, Filed on Behalf of Bernstein Litowitz Berger & Grossmann LLP for a schedule reflecting the contributions to and disbursements from the Litigation Fund.

EXHIBIT 3

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

KESSLER TOPAZ MELTZER & CHECK, LLP

FIRM RESUME



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FIRM PROFILE

Since 1987, Kessler Topaz Meltzer & Check, LLP has specialized in the prosecution of securities class actions and has grown into one of the largest and most successful shareholder litigation firms in the field. With offices in Radnor, Pennsylvania and San Francisco, California, the Firm is comprised of 94 attorneys as well as an experienced support staff consisting of over 80 paralegals, in-house investigators, legal clerks and other personnel. With a large and sophisticated client base (numbering over 180 institutional investors from around the world -- including public and Taft-Hartley pension funds, mutual fund managers, investment advisors, insurance companies, hedge funds and other large investors), Kessler Topaz has developed an international reputation for excellence and has extensive experience prosecuting securities fraud actions. For the past several years, the National Law Journal has recognized Kessler Topaz as one of the top securities class action law firms in the country. In addition, the Legal Intelligencer recently awarded Kessler Topaz with its Class Action Litigation Firm of The Year award. Lastly, Kessler Topaz and several of its attorneys are regularly recognized by Legal500 and Benchmark: Plaintiffs as leaders in our field.

Currently, Kessler Topaz is serving as lead or co-lead counsel in many of the largest and most significant securities class actions pending in the United States, including actions against: Bank of America, Duke Energy, Lehman Brothers, Hewlett Packard, Johnson & Johnson, JPMorgan Chase, Morgan Stanley, Pfizer, and MGM Mirage, among others. As demonstrated by the magnitude of these high-profile cases, we take seriously our role in advising clients to seek lead plaintiff appointment in cases, paying special attention to the factual elements of the fraud, the size of losses and damages, and whether there are viable sources of recovery.

Kessler Topaz has recovered billions of dollars in the course of representing defrauded shareholders from around the world and takes pride in the reputation we have earned for our dedication to our clients. Kessler Topaz devotes significant time to developing relationships with its clients in a manner that enables the Firm to understand the types of cases they will be interested in pursuing and their expectations. Further, the Firm is committed to pursuing meaningful corporate governance reforms in cases where we suspect that systemic problems within a company could lead to recurring litigation and where such changes also have the possibility to increase the value of the underlying company. The Firm is poised to continue protecting rights worldwide.

NOTEWORTHY ACHIEVEMENTS

During the Firm's successful history, Kessler Topaz has recovered billions of dollars for defrauded stockholders and consumers. The following are among the Firm's notable achievements:

Securities Fraud Litigation

In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation, Master File No. 09 MDL 2058:

Kessler Topaz, as Co-Lead Counsel, brought an action on behalf of lead plaintiffs that asserted claims for violations of the federal securities laws against Bank of America Corp. ("BoA") and certain of BoA's officers and board members relating to BoA's merger with Merrill Lynch & Co. ("Merrill") and its failure to inform its shareholders of billions of dollars of losses which Merrill had suffered before the pivotal shareholder vote, as well as an undisclosed agreement allowing Merrill to pay up to \$5.8 billion in bonuses before the acquisition closed, despite these losses. On September 28, 2012, the Parties announced a \$2.425 billion case settlement with BoA to settle all claims asserted against all defendants in the action which has since received final approval from the Court. BoA also agreed to implement significant corporate governance improvements. The settlement, reached after almost four years of litigation with a trial set to begin on October 22, 2012, amounts to 1) the sixth largest securities class action lawsuit settlement ever; 2) the fourth largest securities class action settlement ever funded by a single corporate defendant; 3) the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; 4) the single largest securities class action settlement ever resolving a Section 14(a) claim (the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation); and 5) by far the largest securities class action settlement to come out of the subprime meltdown and credit crisis to date.

In re Tyco International, Ltd. Sec. Litig., No. 02-1335-B (D.N.H. 2002):

Kessler Topaz, which served as Co-Lead Counsel in this highly publicized securities fraud class action on behalf of a group of institutional investors, achieved a record \$3.2 billion settlement with Tyco International, Ltd. ("Tyco") and their auditor PricewaterhouseCoopers ("PwC"). The \$2.975 billion settlement with Tyco represents the single-largest securities class action recovery from a single corporate defendant in history. In addition, the \$225 million settlement with PwC represents the largest payment PwC has ever paid to resolve a securities class action and is the second-largest auditor settlement in securities class action history.

The action asserted federal securities claims on behalf of all purchasers of Tyco securities between December 13, 1999 and June 7, 2002 ("Class Period") against Tyco, certain former officers and directors of Tyco and PwC. Tyco is alleged to have overstated its income during the Class Period by \$5.8 billion through a multitude of accounting manipulations and shenanigans. The case also involved allegations of looting and self-dealing by the officers and directors of the Company. In that regard, Defendants L. Dennis Kozlowski, the former CEO and Mark H. Swartz, the former CFO have been sentenced to up to 25 years in prison after being convicted of grand larceny, falsification of business records and conspiracy for their roles in the alleged scheme to defraud investors.

As presiding Judge Paul Barbadoro aptly stated in his Order approving the final settlement, "[i]t is difficult to overstate the complexity of [the litigation]." Judge Barbadoro noted the extraordinary effort required to pursue the litigation towards its successful conclusion, which included the review of more than 82.5 million pages of documents, more than 220 depositions and over 700 hundred discovery requests and responses. In addition to the complexity of the litigation, Judge Barbadoro also highlighted the great risk undertaken by Co-Lead Counsel in pursuit of the litigation, which he indicated was greater than in other multi-billion dollar securities cases and "put [Plaintiffs] at the cutting edge of a rapidly changing area of law."

In sum, the Tyco settlement is of historic proportions for the investors who suffered significant financial losses and it has sent a strong message to those who would try to engage in this type of misconduct in the future.

In re Tenet Healthcare Corp. Sec. Litig., No. CV-02-8462-RSWL (Rx) (C.D. Cal. 2002):

Kessler Topaz served as Co-Lead Counsel in this action. A partial settlement, approved on May 26, 2006, was comprised of three distinct elements: (i) a substantial monetary commitment of \$215 million by the company; (ii) personal contributions totaling \$1.5 million by two of the individual defendants; and (iii) the enactment and/or continuation of numerous changes to the company's corporate governance practices, which have led various institutional rating entities to rank Tenet among the best in the U.S. in regards to corporate governance. The significance of the partial settlement was heightened by Tenet's precarious financial condition. Faced with many financial pressures — including several pending civil actions and federal investigations, with total contingent liabilities in the hundreds of millions of dollars — there was real concern that Tenet would be unable to fund a settlement or satisfy a judgment of any greater amount in the near future. By reaching the partial settlement, we were able to avoid the risks associated with a long and costly litigation battle and provide a significant and immediate benefit to the class. Notably, this resolution represented a unique result in securities class action litigation — personal financial contributions from individual defendants. After taking the case through the summary judgment stage, we were able to secure an additional \$65 million recovery from KPMG — Tenet's outside auditor during the relevant period — for the class, bringing the total recovery to \$281.5 million.

In re Wachovia Preferred Securities and Bond/Notes Litigation, Master File No. 09 Civ. 6351 (RJS) (S.D.N.Y.):

Kessler Topaz, as court-appointed Co-Lead Counsel, asserted class action claims for violations of the Securities Act of 1933 on behalf of all persons who purchased Wachovia Corporation ("Wachovia") preferred securities issued in thirty separate offerings (the "Offerings") between July 31, 2006 and May 29, 2008 (the "Offering Period"). Defendants in the action included Wachovia, various Wachovia related trusts, Wells Fargo as successor-in-interest to Wachovia, certain of Wachovia's officer and board members, numerous underwriters that underwrote the Offerings, and KPMG LLP ("KPMG"), Wachovia's former outside auditor. Plaintiffs alleged that the registration statements and prospectuses and prospectus supplements used to market the Offerings to Plaintiffs and other members of the class during the Offerings Period contained materially false and misleading statements and omitted material information. Specifically, the Complaint alleged that in connection with the Offerings, Wachovia: (i) failed to reveal the full extent to which its mortgage portfolio was increasingly impaired due to dangerously lax underwriting practices; (ii) materially misstated the true value of its mortgage-related assets; (iii) failed to disclose that its loan loss reserves were grossly inadequate; and (iv) failed to record write-downs and impairments to those assets as required by Generally Accepted Accounting Principles ("GAAP"). Even as Wachovia faced insolvency, the Offering Materials assured investors that Wachovia's capital and liquidity positions were "strong," and that it was so "well capitalized" that it was actually a "provider of liquidity" to the market. On August 5, 2011, the Parties announced a \$590 million cash settlement with Wells Fargo (as successor-in-interest to Wachovia) and a \$37 million cash settlement with KPMG, to settle all claims asserted against all defendants in the action. This settlement was approved by the Hon. Judge Richard J. Sullivan by order issued on January 3, 2012.

In re Initial Public Offering Sec. Litig., Master File No. 21 MC 92(SAS):

This action settled for \$586 million on January 1, 2010, after years of litigation overseen by U.S. District Judge Shira Scheindlin. Kessler Topaz served on the plaintiffs' executive committee for the case, which was based upon the artificial inflation of stock prices during the dot-com boom of the late 1990s that led to the collapse of the technology stock market in 2000 that was related to allegations of laddering and excess commissions being paid for IPO allocations.

Operative Plasterers and Cement Masons International Association Local 262 Annuity Fund v. Lehman Brothers Holdings, Inc., No. 1:08-cv-05523-LAK (S.D.N.Y.):

Kessler Topaz, on behalf of lead plaintiffs, asserted claims against certain individual defendants and underwriters of Lehman securities arising from misstatements and omissions regarding Lehman's financial condition, and its exposure to the residential and commercial real estate markets in the period leading to Lehman's unprecedented bankruptcy filing on September 14, 2008. In July 2011, the Court sustained the majority of the amended Complaint finding that Lehman's use of Repo 105, while technically complying with GAAP, still rendered numerous statements relating to Lehman's purported Net Leverage Ratio materially false and misleading. The Court also found that Defendants' statements related to Lehman's risk management policies were sufficient to state a claim. With respect to loss causation, the Court also failed to accept Defendants' contention that the financial condition of the economy led to the losses suffered by the Class. As the case was being prepared for trial, a \$517 million settlement was reached on behalf of shareholders --- \$426 million of which came from various underwriters of the Offerings, representing a significant recovery for investors in this now bankrupt entity. In addition, \$90 million

came from Lehman's former directors and officers, which is significant considering the diminishing assets available to pay any future judgment. Following these settlements, the litigation continued against Lehman's auditor, Ernst & Young LLP. In November 2013, a proposed settlement for \$99 million was reached with Ernst & Young LLP.

***Minneapolis Firefighters' Relief Association v. Medtronic, Inc. et al.* Case No. 0:08-cv-06324-PAM-AJB (D. Minn.):**

Kessler Topaz brought an action on behalf of lead plaintiffs that alleged that the company failed to disclose its reliance on illegal "off-label" marketing techniques to drive the sales of its INFUSE Bone Graft ("INFUSE") medical device. While physicians are allowed to prescribe a drug or medical device for any use they see fit, federal law prohibits medical device manufacturers from marketing devices for any uses not specifically approved by the United States Food and Drug Administration. The company's off-label marketing practices have resulted in the company becoming the target of a probe by the federal government which was revealed on November 18, 2008, when the company's CEO reported that Medtronic received a subpoena from the United States Department of Justice which is "looking into off-label use of INFUSE." After hearing oral argument on Defendants' Motions to Dismiss, on February 3, 2010, the Court issued an order granting in part and denying in part Defendants' motions, allowing a large portion of the action to move forward. The Court held that Plaintiff successfully stated a claim against each Defendant for a majority of the misstatements alleged in the Complaint and that each of the Defendants knew or recklessly disregarded the falsity of these statements and that Defendants' fraud caused the losses experienced by members of the Class when the market learned the truth behind Defendants' INFUSE marketing efforts. While the case was in discovery, on April 2, 2012, Medtronic agreed to pay shareholders an \$85 million settlement. The settlement was approved by the Court by order issued on November 8, 2012.

In re Brocade Sec. Litig., Case No. 3:05-CV-02042 (N.D. Cal. 2005) (CRB):

The complaint in this action alleges that Defendants engaged in repeated violations of federal securities laws by backdating options grants to top executives and falsified the date of stock option grants and other information regarding options grants to numerous employees from 2000 through 2004, which ultimately caused Brocade to restate all of its financial statements from 2000 through 2005. In addition, concurrent SEC civil and Department of Justice criminal actions against certain individual defendants were commenced. In August, 2007 the Court denied Defendant's motions to dismiss and in October, 2007 certified a class of Brocade investors who were damaged by the alleged fraud. Discovery is currently proceeding and the case is being prepared for trial. Furthermore, while litigating the securities class action Kessler Topaz and its co-counsel objected to a proposed settlement in the Brocade derivative action. On March 21, 2007, the parties in *In Re Brocade Communications Systems, Inc. Derivative Litigation*, No. C05-02233 (N.D. Cal. 2005) (CRB) gave notice that they had obtained preliminary approval of their settlement. According to the notice, which was buried on the back pages of the Wall Street Journal, Brocade shareholders were given less than three weeks to evaluate the settlement and file any objection with the Court. Kessler Topaz client Puerto Rico Government Employees' Retirement System ("PRGERS") had a large investment in Brocade and, because the settlement was woefully inadequate, filed an objection. PRGERS, joined by fellow institutional investor Arkansas Public Employees Retirement System, challenged the settlement on two fundamental grounds. First, PRGERS criticized the derivative plaintiffs for failing to conduct any discovery before settling their claims. PRGERS also argued that derivative plaintiff's abject failure to investigate its own claims before providing the defendants with broad releases from liability made it impossible to weigh the merits of the settlement. The Court agreed, and strongly admonished derivative plaintiffs for their failure to perform this most basic act of service to their fellow Brocade shareholders. The settlement was rejected and later withdrawn. Second, and more significantly, PRGERS claimed that the presence of the well-respected law firm Wilson, Sonsini Goodrich and Rosati, in this case, created an incurable conflict of interest that corrupted the entire settlement process. The conflict stemmed from WSGR's dual role as counsel to Brocade and the Individual Settling Defendants, including WSGR Chairman and former Brocade Board Member Larry Sonsini. On this point, the Court also agreed and advised WSGR to remove itself from the case entirely. On May 25, 2007, WSGR complied and withdrew as counsel to Brocade. The case settled for \$160 million and was approved by the Court.

In re Satyam Computer Services, Ltd. Sec. Litig., No. 09 MD 02027 (BSJ) (S.D.N.Y.):

Kessler Topaz served as Co-Lead Counsel in this securities fraud class action in the Southern District of New York. The action asserts claims by lead plaintiffs for violations of the federal securities laws against Satyam Computer Services Limited ("Satyam" or the "Company") and certain of Satyam's former officers and directors and its former auditor PricewaterhouseCoopers International Ltd. ("PwC") relating to the Company's January 7, 2009, disclosure admitting that B. Ramalinga Raju ("B. Raju"), the Company's former chairman, falsified Satyam's financial reports by, among other things, inflating its reported cash balances by more than \$1 billion. The news caused the price of Satyam's common stock (traded on the National Stock Exchange of India and the Bombay Stock Exchange) and

American Depository Shares (“ADSs”) (traded on the New York Stock Exchange (“NYSE”)) to collapse. From a closing price of \$3.67 per share on January 6, 2009, Satyam’s common stock closed at \$0.82 per share on January 7, 2009. With respect to the ADSs, the news of B. Raju’s letter was revealed overnight in the United States and, as a result, trading in Satyam ADSs was halted on the NYSE before the markets opened on January 7, 2009. When trading in Satyam ADSs resumed on January 12, 2009, Satyam ADSs opened at \$1.14 per ADS, down steeply from a closing price of \$9.35 on January 6, 2009. Lead Plaintiffs filed a consolidated complaint on July 17, 2009, on behalf of all persons or entities, who (a) purchased or otherwise acquired Satyam’s ADSs in the United States; and (b) residents of the United States who purchased or otherwise acquired Satyam shares on the National Stock Exchange of India or the Bombay Stock Exchange between January 6, 2004 and January 6, 2009. Co-Lead Counsel secured a settlement for \$125 million from Satyam on February 16, 2011. Additionally, Co-Lead Counsel was able to secure a \$25.5 million settlement from PwC on April 29, 2011, who was alleged to have signed off on the misleading audit reports.

In re BankAtlantic Bancorp, Inc. Sec. Litig., Case No. 07-CV-61542 (S.D. Fla. 2007):

On November 18, 2010, a panel of nine Miami, Florida jurors returned the first securities fraud verdict to arise out of the financial crisis against BankAtlantic Bancorp. Inc., its chief executive officer and chief financial officer. This case was only the tenth securities class action to be tried to a verdict following the passage of the Private Securities Litigation Reform Act of 1995, which governs such suits. Following extensive post-trial motion practice, the District Court upheld all of the Jury’s findings of fraud but vacated the damages award on a narrow legal issue and granted Defendant’s motion for a judgment as a matter of law. Plaintiffs appealed to the U.S. Court of Appeals for the Eleventh Circuit. On July 23, 2012, a three-judge panel for the Appeals Court found the District Court erred in granting the Defendant’s motion for a judgment as a matter of law based in part on the Jury’s findings (perceived inconsistency of two of the Jury’s answers to the special interrogatories) instead of focusing solely on the sufficiency of the evidence. However, upon its review of the record, the Appeals Court affirmed the District Court’s decision as it determined the Plaintiffs did not introduce evidence sufficient to support a finding in its favor on the element of loss causation. The Appeals Court’s decision in this case does not diminish the five years of hard work which Kessler Topaz expended to bring the matter to trial and secure an initial jury verdict in the Plaintiffs’ favor. This case is an excellent example of the Firm’s dedication to our clients and the lengths it will go to try to achieve the best possible results for institutional investors in shareholder litigation.

In re AremisSoft Corp. Sec. Litig., C.A. No. 01-CV-2486 (D.N.J. 2002):

Kessler Topaz is particularly proud of the results achieved in this case before the Honorable Joel A. Pisano. This case was exceedingly complicated, as it involved the embezzlement of hundreds of millions of dollars by former officers of the Company, one of whom remains a fugitive. In settling the action, Kessler Topaz, as sole Lead Counsel, assisted in reorganizing AremisSoft as a new company to allow for it to continue operations, while successfully separating out the securities fraud claims and the bankrupt Company’s claims into a litigation trust. The approved Settlement enabled the class to receive the majority of the equity in the new Company, as well as their pro rata share of any amounts recovered by the litigation trust. During this litigation, actions have been initiated in the Isle of Man, Cyprus, as well as in the United States as we continue our efforts to recover assets stolen by corporate insiders and related entities.

In re CVS Corporation Sec. Litig., C.A. No. 01-11464 JLT (D.Mass. 2001):

Kessler Topaz, serving as Co-Lead Counsel on behalf of a group of institutional investors, secured a cash recovery of \$110 million for the class, a figure which represents the third-largest payout for a securities action in Boston federal court. Kessler Topaz successfully litigated the case through summary judgment before ultimately achieving this outstanding result for the class following several mediation sessions, and just prior to the commencement of trial.

In re Marvell Technology, Group, Ltd. Sec. Lit., Master File No. 06-06286 RWM:

Kessler Topaz served as Co-Lead Counsel in this securities class action brought against Marvell Technology Group Ltd. (“Marvell”) and three of Marvell’s executive officers. This case centered around an alleged options backdating scheme carried out by Defendants from June 2000 through June 2006, which enabled Marvell’s executives and employees to receive options with favorable option exercise prices chosen with the benefit of hindsight, in direct violation of Marvell’s stock option plan, as well as to avoid recording hundreds of millions of dollars in compensation expenses on the Marvell’s books. In total, the restatement conceded that Marvell had understated the cumulative effect of its compensation expense by \$327.3 million, and overstated net income by \$309.4 million, for the period covered by the restatement. Following nearly three years of investigation and prosecution of the Class’

claims as well as a protracted and contentious mediation process, Co-Lead Counsel secured a settlement for \$72 million from defendants on June 9, 2009. This Settlement represents a substantial portion of the Class' maximum provable damages, and is among the largest settlements, in total dollar amount, reached in an option backdating securities class action.

In re Delphi Corp. Sec. Litig., Master File No. 1:05-MD-1725 (E.D. Mich. 2005):

In early 2005, various securities class actions were filed against auto-parts manufacturer Delphi Corporation in the Southern District of New York. Kessler Topaz its client, Austria-based mutual fund manager Raiffeisen Kapitalanlage-Gesellschaft m.b.H. ("Raiffeisen"), were appointed as Co-Lead Counsel and Co-Lead Plaintiff, respectively. The Lead Plaintiffs alleged that (i) Delphi improperly treated financing transactions involving inventory as sales and disposition of inventory; (ii) improperly treated financing transactions involving "indirect materials" as sales of these materials; and (iii) improperly accounted for payments made to and credits received from General Motors as warranty settlements and obligations. As a result, Delphi's reported revenue, net income and financial results were materially overstated, prompting Delphi to restate its earnings for the five previous years. Complex litigation involving difficult bankruptcy issues has potentially resulted in an excellent recovery for the class. In addition, Co-Lead Plaintiffs also reached a settlement of claims against Delphi's outside auditor, Deloitte & Touche, LLP, for \$38.25 million on behalf of Delphi investors.

In re Royal Dutch Shell European Shareholder Litigation, No. 106.010.887, Gerechtshof Te Amsterdam (Amsterdam Court of Appeal):

Kessler Topaz was instrumental in achieving a landmark \$352 million settlement on behalf non-US investors with Royal Dutch Shell plc relating to Shell's 2004 restatement of oil reserves. This settlement of securities fraud claims on a class-wide basis under Dutch law was the first of its kind, and sought to resolve claims exclusively on behalf of European and other non-United States investors. Uncertainty over whether jurisdiction for non-United States investors existed in a 2004 class action filed in federal court in New Jersey prompted a significant number of prominent European institutional investors from nine countries, representing more than one billion shares of Shell, to actively pursue a potential resolution of their claims outside the United States. Among the European investors which actively sought and supported this settlement were Alecta pensionsförsäkring, ömsesidigt, PKA Pension Funds Administration Ltd., Swedbank Robur Fonder AB, AP7 and AFA Insurance, all of which were represented by Kessler Topaz.

In re Computer Associates Sec. Litig., No. 02-CV-1226 (E.D.N.Y. 2002):

Kessler Topaz served as Co-Lead Counsel on behalf of plaintiffs, alleging that Computer Associates and certain of its officers misrepresented the health of the company's business, materially overstated the company's revenues, and engaged in illegal insider selling. After nearly two years of litigation, Kessler Topaz helped obtain a settlement of \$150 million in cash and stock from the company.

In re The Interpublic Group of Companies Sec. Litig., No. 02 Civ. 6527 (S.D.N.Y. 2002):

Kessler Topaz served as sole Lead Counsel in this action on behalf of an institutional investor and received final approval of a settlement consisting of \$20 million in cash and 6,551,725 shares of IPG common stock. As of the final hearing in the case, the stock had an approximate value of \$87 million, resulting in a total settlement value of approximately \$107 million. In granting its approval, the Court praised Kessler Topaz for acting responsibly and noted the Firm's professionalism, competence and contribution to achieving such a favorable result.

In re Digital Lightwave, Inc. Sec. Litig., Consolidated Case No. 98-152-CIV-T-24E (M.D. Fla. 1999):

The firm served as Co-Lead Counsel in one of the nation's most successful securities class actions in history measured by the percentage of damages recovered. After extensive litigation and negotiations, a settlement consisting primarily of stock was worth over \$170 million at the time when it was distributed to the Class. Kessler Topaz took on the primary role in negotiating the terms of the equity component, insisting that the class have the right to share in any upward appreciation in the value of the stock after the settlement was reached. This recovery represented an astounding approximately two hundred percent (200%) of class members' losses.

In re Transkaryotic Therapies, Inc. Sec. Litig., Civil Action No.: 03-10165-RWZ (D. Mass. 2003):

After five years of hard-fought, contentious litigation, Kessler Topaz as Lead Counsel on behalf of the Class, entered into one of largest settlements ever against a biotech company with regard to non-approval of one of its

drugs by the U.S. Food and Drug Administration (“FDA”). Specifically, the Plaintiffs alleged that Transkaryotic Therapies, Inc. (“TKT”) and its CEO, Richard Selden, engaged in a fraudulent scheme to artificially inflate the price of TKT common stock and to deceive Class Members by making misrepresentations and nondisclosures of material facts concerning TKT’s prospects for FDA approval of Replagal, TKT’s experimental enzyme replacement therapy for Fabry disease. With the assistance of the Honorable Daniel Weinstein, a retired state court judge from California, Kessler Topaz secured a \$50 million settlement from the Defendants during a complex and arduous mediation.

In re PNC Financial Services Group, Inc. Sec. Litig., Case No. 02-CV-271 (W.D. Pa. 2002):

Kessler Topaz served as Co-Lead Counsel in a securities class action case brought against PNC bank, certain of its officers and directors, and its outside auditor, Ernst & Young, LLP (“E&Y”), relating to the conduct of Defendants in establishing, accounting for and making disclosures concerning three special purpose entities (“SPEs”) in the second, third and fourth quarters of PNC’s 2001 fiscal year. Plaintiffs alleged that these entities were created by Defendants for the sole purpose of allowing PNC to secretly transfer hundreds of millions of dollars worth of non-performing assets from its own books to the books of the SPEs without disclosing the transfers or consolidating the results and then making positive announcements to the public concerning the bank’s performance with respect to its non-performing assets. Complex issues were presented with respect to all defendants, but particularly E&Y. Throughout the litigation E&Y contended that because it did not make any false and misleading statements itself, the Supreme Court’s opinion in *Central Bank of Denver, N.A. v. First Interstate Bank of Denver, N.A.*, 511 U.S. 164 (1993) foreclosed securities liability for “aiding or abetting” securities fraud for purposes of Section 10(b) liability. Plaintiffs, in addition to contending that E&Y did make false statements, argued that Rule 10b-5’s deceptive conduct prong stood on its own as an independent means of committing fraud and that so long as E&Y itself committed a deceptive act, it could be found liable under the securities laws for fraud. After several years of litigation and negotiations, PNC paid \$30 million to settle the action, while also assigning any claims it may have had against E&Y and certain other entities that were involved in establishing and/or reporting on the SPEs. Armed with these claims, class counsel was able to secure an additional \$6.6 million in settlement funds for the class from two law firms and a third party insurance company and \$9.075 million from E&Y. Class counsel was also able to negotiate with the U.S. government, which had previously obtained a disgorgement fund of \$90 million from PNC and \$46 million from the third party insurance carrier, to combine all funds into a single settlement fund that exceeded \$180 million and is currently in the process of being distributed to the entire class, with PNC paying all costs of notifying the Class of the settlement.

In re SemGroup Energy Partners, L.P., Sec. Litig., No. 08-md-1989 (DC) (N.D. Okla.)

Kessler Topaz, which was appointed by the Court as sole Lead Counsel, litigated this matter, which ultimately settled for \$28 million. The defense was led by 17 of the largest and best capitalized defense law firms in the world. On April 20, 2010, in a fifty-page published opinion, the United States District Court for the Northern District of Oklahoma largely denied defendants’ ten separate motions to dismiss Lead Plaintiff’s Consolidated Amended Complaint. The Complaint alleged that: (i) defendants concealed SemGroup’s risky trading operations that eventually caused SemGroup to declare bankruptcy; and (ii) defendants made numerous false statements concerning SemGroup’s ability to provide its publicly-traded Master Limited Partnership stable cash-flows. The case was aggressively litigated out of the Firm’s San Francisco and Radnor offices and the significant recovery was obtained, not only from the Company’s principals, but also from its underwriters and outside directors.

In re Liberate Technologies Sec. Litig., No. C-02-5017 (MJJ) (N.D. Cal. 2005):

Kessler Topaz represented plaintiffs which alleged that Liberate engaged in fraudulent revenue recognition practices to artificially inflate the price of its stock, ultimately forcing it to restate its earnings. As sole Lead Counsel, Kessler Topaz successfully negotiated a \$13.8 million settlement, which represents almost 40% of the damages suffered by the class. In approving the settlement, the district court complimented Lead Counsel for its “extremely credible and competent job.”

In re Riverstone Networks, Inc. Sec. Litig., Case No. CV-02-3581 (N.D. Cal. 2002):

Kessler Topaz served as Lead Counsel on behalf of plaintiffs alleging that Riverstone and certain of its officers and directors sought to create the impression that the Company, despite the industry-wide downturn in the telecom sector, had the ability to prosper and succeed and was actually prospering. In that regard, plaintiffs alleged that defendants issued a series of false and misleading statements concerning the Company’s financial condition, sales and prospects, and used inside information to personally profit. After extensive litigation, the parties entered into

formal mediation with the Honorable Charles Legge (Ret.). Following five months of extensive mediation, the parties reached a settlement of \$18.5 million.

Shareholder Derivative Actions

In re Southern Peru Copper Corp. Derivative Litigation, Consol. CA No. 961-CS (Del. Ch.):

On October 14, 2011, Kessler Topaz and its Delaware co-counsel secured the largest damage award in Delaware Chancery Court history, a \$1.3 billion derivative judgment against copper mining company Southern Peru's majority shareholder Grupo Mexico. The litigation stemmed from Southern Peru's 2005 acquisition of Minera Mexico, a private mining company owned by Grupo Mexico, for more than \$3 billion in Southern Peru stock. Plaintiff alleged that the private company was worth more than a billion dollars less, but that Southern Peru's board had approved this conflicted transaction in deference to its majority shareholder's interests. In his trial opinion, Chancellor Leo Strine agreed, writing that Grupo Mexico "extracted a deal that was far better than market, and got real, market-tested value of over \$3 billion for something that no member of the special committee, none of its advisors, and no trial expert was willing to say was worth that amount of actual cash." He concluded that Southern Peru's "non-adroit act of commercial charity toward the controller resulted in a manifestly unfair transaction." Discovery in the case spanned years and continents, with depositions in Peru and Mexico. Defendants appealed the historic verdict to the Delaware Supreme Court, which affirmed the Court of Chancery's judgment on August 27, 2012. The final judgment, with interest, amounted to \$2.1 billion.

In re Converse Technology, Inc. Derivative Litigation, 601272/2006 (Supreme Court, NY 2006):

Kessler Topaz attorneys negotiated a settlement that required the Company's founder/Chairman/CEO and other executives to disgorge more than \$62 million in ill-gotten gains from backdated stock options back to the Company and overhauled the Company's corporate governance and internal controls, including replacing a number of members on the board of directors and corporate executives, splitting the Chairman and CEO positions, and instituting majority voting for directors.

Wanstrath v. Doctor R. Crants, et. al. Shareholders Litigation, No. 99-1719-111 (Tenn. Chan. Ct., 20th Judicial District, 1999):

Kessler Topaz served as Lead Counsel in a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets from the Company to a private entity owned by several of the Company's top insiders. Numerous federal securities class actions were pending against the Company at this time. Through the derivative litigation, the Company's top management was ousted, the composition of the Board of Directors was significantly improved, and important corporate governance provisions were put in place to prevent future abuse. Kessler Topaz, in addition to achieving these desirable results, was able to effectuate a global settlement of all pending litigation against the backdrop of an almost certain bankruptcy. The case was resolved in conjunction with the federal securities cases for the payment of approximately \$50 million by the Company's insurers and the issuance of over 46 million shares to the class members.

In re Viacom, Inc. Shareholder Derivative Litig., Index No. 602527/05 (New York County, NY 2005):

Kessler Topaz represented the Public Employees' Retirement System of Mississippi and served as Lead Counsel in a derivative action alleging that the members of the Board of Directors of Viacom, Inc. paid excessive and unwarranted compensation to Viacom's Executive Chairman and CEO, Sumner M. Redstone, and co-COOs Thomas E. Freston and Leslie Moonves, in breach of their fiduciary duties. Specifically, we alleged that in fiscal year 2004, when Viacom reported a record net loss of \$17.46 billion, the board improperly approved compensation payments to Redstone, Freston, and Moonves of approximately \$56 million, \$52 million, and \$52 million, respectively. Judge Ramos of the New York Supreme Court denied Defendants' motion to dismiss the action as we overcame several complex arguments related to the failure to make a demand on Viacom's Board; Defendants then appealed that decision to the Appellate Division of the Supreme Court of New York. Prior to a decision by the appellate court, a settlement was reached in early 2007. Pursuant to the settlement, Sumner Redstone, the company's Executive Chairman and controlling shareholder, agreed to a new compensation package that, among other things, substantially reduces his annual salary and cash bonus, and ties the majority of his incentive compensation directly to shareholder returns.

In re Family Dollar Stores, Inc. Derivative Litig., Master File No. 06-CVS-16796 (Mecklenburg County, NC 2006):

Kessler Topaz served as Lead Counsel, derivatively on behalf of Family Dollar Stores, Inc., and against certain of Family Dollar's current and former officers and directors. The actions were pending in Mecklenburg County Superior Court, Charlotte, North Carolina, and alleged that certain of the company's officers and directors had improperly backdated stock options to achieve favorable exercise prices in violation of shareholder-approved stock option plans. As a result of these shareholder derivative actions, Kessler Topaz was able to achieve substantial relief for Family Dollar and its shareholders. Through Kessler Topaz's litigation of this action, Family Dollar agreed to cancel hundreds of thousands of stock options granted to certain current and former officers, resulting in a seven-figure net financial benefit for the company. In addition, Family Dollar has agreed to, among other things: implement internal controls and granting procedures that are designed to ensure that all stock options are properly dated and accounted for; appoint two new independent directors to the board of directors; maintain a board composition of at least 75 percent independent directors; and adopt stringent officer stock-ownership policies to further align the interests of officers with those of Family Dollar shareholders. The settlement was approved by Order of the Court on August 13, 2007.

In re Barnes & Noble, Inc. Derivative Litig., Index No. 06602389 (New York County, NY 2006):

Kessler Topaz served as Lead Counsel, derivatively on behalf of Barnes & Noble, Inc., and against certain of Barnes & Noble's current and former officers and directors. This action was pending in the Supreme Court of New York, and alleged that certain of the company's officers and directors had improperly backdated stock options to achieve favorable exercise prices in violation of shareholder-approved stock option plans. As a result of this shareholder derivative action, Kessler Topaz was able to achieve substantial relief for Barnes & Noble and its shareholders. Through Kessler Topaz's litigation of this action, Barnes & Noble agreed to re-price approximately \$2.64 million unexercised stock options that were alleged improperly granted, and certain defendants agreed to voluntarily repay approximately \$1.98 million to the Company for the proceeds they received through exercise of alleged improperly priced stock options. Furthermore, Barnes & Noble has agreed to, among other things: adopt internal controls and granting procedures that are designed to ensure that all stock options are properly dated and accounted for; at least once per calendar year, preset a schedule of dates on which stock options will be granted to new employees or to groups of twenty (20) or more employees; make final determinations regarding stock options at duly-convened committee meetings; and designate one or more specific officer(s) within the Company who will be responsible for, among other things, compliance with the Company's stock option plans. The settlement was approved by Order of the Court on November 14, 2007.

In re Sepracor, Inc. Derivative Litig., C.A. NO.: SUCV2006-04057-BLS:

Kessler Topaz served as Lead Counsel, derivatively on behalf of Sepracor Inc., and against certain of Sepracor's current and former officers and directors. This action was pending in the Superior Court of Suffolk County, Massachusetts, and alleged that certain of the company's officers and directors had improperly backdated stock options to achieve favorable exercise prices in violation of shareholder-approved stock option plans. As a result of this shareholder derivative action, Kessler Topaz was able to achieve substantial relief for Sepracor and its shareholders. Through Kessler Topaz's litigation of this action, Sepracor agreed to cancel or reprice more than 2.7 million unexercised stock options that were alleged to have been improperly granted. Furthermore, Sepracor has agreed to, among other things: adopt internal controls and granting procedures that are designed to ensure that all stock options are properly dated and accounted for; not alter the exercise prices of stock options without shareholder approval; hire an employee responsible for ensuring that the Company's complies with its stock option plans; and appoint a director of internal auditing. The settlement was approved by Order of the Court on January 4, 2008.

In re Monster Worldwide, Inc. Stock Option Derivative Litigation, Index No. 1:06-CV-04622 (New York Supreme Court, New York County):

Kessler Topaz represented Allegheny County in this shareholder derivative action brought on behalf of Monster Worldwide, Inc. ("Monster") against certain of its officers and directors. The action alleged that insiders had breached their fiduciary duties to the company and its shareholders by "backdating" stock options, that is, by granting stock options at artificially low prices by pretending that the options had been granted on earlier, fictitious dates. Kessler Topaz attorneys negotiated a settlement which required the recipients of backdated stock options to disgorge more than \$32 million in unlawful gains back to the company, plus agreeing to significant corporate governance measures. These measures included (a) requiring Monster's founder Andrew McKelvey to reduce his voting control over Monster from 31% to 7%, by exchanging super-voting stock for common stock; and (b)

implementing new equity granting practices that require greater accountability and transparency in the granting of stock options moving forward. In approving the settlement, the court noted “the good results, mainly the amount of money for the shareholders and also the change in governance of the company itself, and really the hard work that had to go into that to achieve the results....”

Denbury Resources, Inc. Shareholder Litigation, 2008-CP-23-8395 (Greenville County, SC 2008):

This derivative litigation challenged the Board’s decision to award excessive compensation to the Company’s outgoing President and CEO, Gareth Roberts. Kessler Topaz negotiated a settlement that included both the disgorgement of ill-gotten compensation by Mr. Roberts as well as numerous corporate governance improvements. In approving the settlement, the Court acknowledged that the litigation was a “hard-fought battle all the way through,” and commented, “I know you guys have very vigorous and able counsel on the other side, and you had to basically try to knock your way through the wall at every stage.”

Carbon County Employees Retirement System, et al., Derivatively on Behalf of Nominal Defendant Southwest Airlines Co. v. Gary C. Kelly, et al. Cause No. 08-08692 (District Court of Dallas County, Texas)

Kessler Topaz served as Lead Counsel against certain officers and directors of Southwest Airlines Co. alleging breaches of fiduciary duties in connection with Southwest’s violations of Federal Aviation Administration safety and maintenance regulations. Plaintiffs alleged that from June 2006 to March 2007, Southwest flew 46 Boeing 737 airplanes on nearly 60,000 flights without complying with a 2004 FAA Airworthiness Directive that required the Company to inspect the planes for fuselage fatigue cracks. As a result, Southwest was forced to temporarily ground 44 planes, and the FAA levied on the Company a record \$7.5 million civil penalty. Plaintiffs successfully negotiated numerous reforms targeted not only at ensuring that Southwest’s Board is adequately apprised of any issues concerning Southwest’s safety and operations, but also at implementing significant measures to strengthen Southwest’s safety and maintenance processes and procedures, which will yield positive changes in many areas of Southwest’s operations and will have long-lasting effects on Southwest that go far beyond its Board-level practices.

The South Financial Group, Inc. Shareholder Litigation, 09-09061 (Dallas County, TX 2009):

This derivative litigation challenged the Board’s decision to accelerate “golden parachute” payments to the Company’s CEO Mack Whittle as the Company applied for emergency assistance in 2008 under the Troubled Asset Recovery Plan (“TARP”). Kessler Topaz attorneys sought injunctive relief to block the payments and protect the Company’s ability to receive the TARP funds. The litigation was settled, with Whittle giving up a portion of his severance package and agreeing to leave the board, as well as the implementation of important corporate governance changes which were described by one commentator as “unprecedented.”

Mergers & Acquisitions Litigation

In re Genentech, Inc. Shareholders Lit., Cons. Civ. Action No. 3991-VCS (Del. Chancery Court):

Kessler Topaz served as Co-Lead Counsel in this shareholder class action brought against the directors of Genentech and Genentech’s former majority owner, Roche Holdings, Inc., in response to Roche’s July 21, 2008 attempt to acquire Genentech for \$89 per share. We sought to enforce provisions of an Affiliation Agreement between Roche and Genentech and to ensure that Roche fulfilled its fiduciary obligations to Genentech’s shareholders through any buyout effort by Roche. After moving to enjoin the tender offer, Kessler Topaz negotiated with Roche and Genentech to amend the Affiliation Agreement to allow a negotiated transaction between Roche and Genentech, which enabled Roche to acquire Genentech for \$95 per share, approximately \$3.9 billion more than Roche offered in its hostile tender offer. In approving the settlement, Vice Chancellor Leo Strine complimented plaintiffs’ counsel, noting that this benefit was only achieved through “real hard-fought litigation in a complicated setting.”

In re GSI Commerce, Inc. Shareholder Litigation, Consolidated C.A. No. 6346-VCN (Del. Ch. Ct.):

Kessler Topaz represented Lead Plaintiff Erie County Employees Retirement System (“Erie County”) in this consolidated class action matter involving the acquisition of GSI Commerce, Inc. (“GSI”) by eBay, Inc., litigated in the Delaware Court of Chancery. Erie County’s complaint alleged, among other things, that GSI’s founder, chairman of the board and chief executive officer Michael Rubin breached his fiduciary duties to GSI and its stockholders by secretly negotiating with eBay to acquire several of GSI’s businesses as a part of a merger with eBay, before the GSI board considered a possible merger with eBay, thereby reducing the price that eBay would pay to GSI’s stockholders in the merger. The complaint also alleged that GSI’s board breached its fiduciary duties to stockholders by allowing Rubin to acquire the GSI-owned businesses and by failing to make full material disclosure

to stockholders in advance of a stockholder vote on the merger. Following expedited discovery and GSI's release of additional factual disclosures less than a week before a scheduled hearing on Erie County's motion to enjoin the transaction, Erie County agreed to settle the action in exchange for a payment of approximately \$23.7 million to GSI stockholders, as well as an agreement to pay attorneys' fees and expenses on top of that sum, without reducing the payment to stockholders. GSI stockholders received the settlement payment in June 2011, upon the closing of the eBay merger.

In re Amicas, Inc. Shareholder Litigation, 10-0174-BLS2 (Suffolk County, MA 2010):

Kessler Topaz served as lead counsel in class action litigation challenging a proposed private equity buy out of Amicas that would have paid Amicas shareholders \$5.35 per share in cash while certain Amicas executives retained an equity stake in the surviving entity moving forward. Kessler Topaz prevailed in securing a preliminary injunction against the deal, which then allowed a superior bidder to purchase the Company for an additional \$0.70 per share. The court complimented Kessler Topaz attorneys for causing an "exceptionally favorable result for Amicas' shareholders" after "expend[ing] substantial resources."

In re American Italian Pasta Company Shareholder Litigation, CA 5610-VCN (Del. Ch 2010):

This expedited merger litigation challenged certain provisions of a merger agreement, whereby the board had granted the acquiring company a "Top-Up Option" to purchase additional shares in the event that less than 90% of the shares were tendered. Kessler Topaz attorneys asserted that the Top-Up Option was granted in violation of Delaware law and threatened the rights of shareholders to seek appraisal post-closing. In settling the litigation, the parties agreed to substantially rewrite provisions of the merger agreement and issue substantial additional disclosures prior to the closing of the transaction. The Delaware Chancery Court approved the settlement, noting that "the issues were novel and difficult," and that the "litigation was brought under severe time constraints."

Consumer Protection and ERISA Litigation

CompSource Oklahoma v. BNY Mellon Bank, N.A., No. CIV 08-469-KEW (E.D. Okla. October 25, 2012):

Kessler Topaz served as Interim Class Counsel in this matter alleging that BNY Mellon Bank, N.A. and the Bank of New York Mellon (collectively, "BNYM") breached their statutory, common law and contractual duties in connection with the administration of their securities lending program. The Second Amended Complaint alleged, among other things, that BNYM imprudently invested cash collateral obtained under its securities lending program in medium term notes issued by Sigma Finance, Inc. -- a foreign structured investment vehicle ("SIV") that is now in receivership -- and that such conduct constituted a breach of BNYM's fiduciary obligations under the Employee Retirement Income Security Act of 1974, a breach of its fiduciary duties under common law, and a breach of its contractual obligations under the securities lending agreements. The Complaint also asserted claims for negligence, gross negligence and willful misconduct. The case recently settled for \$280 million.

Transatlantic Holdings, Inc., et al. v. American International Group, Inc., et al., American Arbitration Association Case No. 50 148 T 00376 10:

Kessler Topaz served as counsel for Transatlantic Holdings, Inc., and its subsidiaries ("TRH"), alleging that American International Group, Inc. and its subsidiaries ("AIG") breached their fiduciary duties, contractual duties, and committed fraud in connection with the administration of its securities lending program. Until June 2009, AIG was TRH's majority shareholder and, at the same time, administered TRH's securities lending program. TRH's Statement of Claim alleged that, among other things, AIG breached its fiduciary obligations as investment advisor and majority shareholder by imprudently investing the majority of the cash collateral obtained under its securities lending program in mortgage backed securities, including Alt-A and subprime investments. The Statement of Claim further alleged that AIG concealed the extent of TRH's subprime exposure and that when the collateral pools began experiencing liquidity problems in 2007, AIG unilaterally carved TRH out of the pools so that it could provide funding to its wholly owned subsidiaries to the exclusion of TRH. The matter was litigated through a binding arbitration and TRH was awarded \$75 million.

Board of Trustees of the AFTRA Retirement Fund v. JPMorgan Chase Bank, N.A. – Consolidated Action No. 09-cv-00686 (SAS) (S.D.N.Y.):

On January 23, 2009, the firm filed a class action complaint on behalf of all entities that were participants in JPMorgan's securities lending program and that incurred losses on investments that JPMorgan, acting in its capacity

as a discretionary investment manager, made in medium-term notes issue by Sigma Finance, Inc. – a now defunct structured investment vehicle. The losses of the Class exceeded \$500 million. The complaint asserted claims for breach of fiduciary duty under the Employee Retirement Income Security Act (ERISA), as well as common law breach of fiduciary duty, breach of contract and negligence. Over the course of discovery, the parties produced and reviewed over 500,000 pages of documents, took 40 depositions (domestic and foreign) and exchanged 21 expert reports. The case settled for \$150 million. Trial was scheduled to commence on February 6, 2012.

In re Global Crossing, Ltd. ERISA Litigation, No. 02 Civ. 7453 (S.D.N.Y. 2004):

Kessler Topaz served as Co-Lead Counsel in this novel, complex and high-profile action which alleged that certain directors and officers of Global Crossing, a former high-flier of the late 1990's tech stock boom, breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA") to certain company-provided 401(k) plans and their participants. These breaches arose from the plans' alleged imprudent investment in Global Crossing stock during a time when defendants knew, or should have known, that the company was facing imminent bankruptcy. A settlement of plaintiffs' claims restoring \$79 million to the plans and their participants was approved in November 2004. At the time, this represented the largest recovery received in a company stock ERISA class action.

In re AOL Time Warner ERISA Litigation, No. 02-CV-8853 (S.D.N.Y. 2006):

Kessler Topaz, which served as Co-Lead Counsel in this highly-publicized ERISA fiduciary breach class action brought on behalf of the Company's 401(k) plans and their participants, achieved a record \$100 million settlement with defendants. The \$100 million restorative cash payment to the plans (and, concomitantly, their participants) represents the largest recovery from a single defendant in a breach of fiduciary action relating to mismanagement of plan assets held in the form of employer securities. The action asserted claims for breach of fiduciary duties pursuant to the Employee Retirement Income Security Act of 1974 ("ERISA") on behalf of the participants in the AOL Time Warner Savings Plan, the AOL Time Warner Thrift Plan, and the Time Warner Cable Savings Plan (collectively, the "Plans") whose accounts purchased and/or held interests in the AOLTW Stock Fund at any time between January 27, 1999 and July 3, 2003. Named as defendants in the case were Time Warner (and its corporate predecessor, AOL Time Warner), several of the Plans' committees, as well as certain current and former officers and directors of the company. In March 2005, the Court largely denied defendants' motion to dismiss and the parties began the discovery phase of the case. In January 2006, Plaintiffs filed a motion for class certification, while at the same time defendants moved for partial summary judgment. These motions were pending before the Court when the settlement in principle was reached. Notably, an Independent Fiduciary retained by the Plans to review the settlement in accordance with Department of Labor regulations approved the settlement and filed a report with Court noting that the settlement, in addition to being "more than a reasonable recovery" for the Plans, is "one of the largest ERISA employer stock action settlements in history."

In re Honeywell International ERISA Litigation, No. 03-1214 (DRD) (D.N.J. 2004):

Kessler Topaz served as Lead Counsel in a breach of fiduciary duty case under ERISA against Honeywell International, Inc. and certain fiduciaries of Honeywell defined contribution pension plans. The suit alleged that Honeywell and the individual fiduciary defendants, allowed Honeywell's 401(k) plans and their participants to imprudently invest significant assets in company stock, despite that defendants knew, or should have known, that Honeywell's stock was an imprudent investment due to undisclosed, wide-ranging problems stemming from a consummated merger with Allied Signal and a failed merger with General Electric. The settlement of plaintiffs' claims included a \$14 million payment to the plans and their affected participants, and significant structural relief affording participants much greater leeway in diversifying their retirement savings portfolios.

Henry v. Sears, et. al., Case No. 98 C 4110 (N.D. Ill. 1999):

The Firm served as Co-Lead Counsel for one of the largest consumer class actions in history, consisting of approximately 11 million Sears credit card holders whose interest rates were improperly increased in connection with the transfer of the credit card accounts to a national bank. Kessler Topaz successfully negotiated a settlement representing approximately 66% of all class members' damages, thereby providing a total benefit exceeding \$156 million. All \$156 million was distributed automatically to the Class members, without the filing of a single proof of claim form. In approving the settlement, the District Court stated: ". . . I am pleased to approve the settlement. I think it does the best that could be done under the circumstances on behalf of the class. . . . The litigation was complex in both liability and damages and required both professional skill and standing which class counsel demonstrated in abundance."

Antitrust Litigation

In re Remeron Antitrust Litigation, No. 02-CV-2007 (D.N.J. 2004):

Kessler Topaz was Co-Lead Counsel in an action which challenged Organon, Inc.'s filing of certain patents and patent infringement lawsuits as an abuse of the Hatch-Waxman Act, and an effort to unlawfully extend their monopoly in the market for Remeron. Specifically, the lawsuit alleged that defendants violated state and federal antitrust laws in their efforts to keep competing products from entering the market, and sought damages sustained by consumers and third-party payors. After lengthy litigation, including numerous motions and over 50 depositions, the matter settled for \$36 million.

OUR PROFESSIONALS

PARTNERS

NAUMON A. AMJED, a partner of the Firm, has significant experience conducting complex litigation in state and federal courts including federal securities class actions, shareholder derivative actions, suits by third-party insurers and other actions concerning corporate and alternative business entity disputes. Mr. Amjed has litigated in numerous state and federal courts across the country, including the Delaware Court of Chancery, and has represented shareholders in several high profile lawsuits, including: *LAMPERS v. CBOT Holdings, Inc. et al.*, C.A. No. 2803-VCN (Del. Ch.); *In re Alstom SA Sec. Litig.*, 454 F. Supp. 2d 187 (S.D.N.Y. 2006); *In re Global Crossing Sec. Litig.*, 02— Civ. — 910 (S.D.N.Y.); *In re Enron Corp. Sec. Litig.*, 465 F. Supp. 2d 687 (S.D. Tex. 2006); and *In re Marsh McLennan Cos., Inc. Sec. Litig.* 501 F. Supp. 2d 452 (S.D.N.Y. 2006).

Prior to joining the Firm, Mr. Amjed was associated with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A. Mr. Amjed is a graduate of the Villanova University School of Law, *cum laude*, and holds an undergraduate degree in business administration from Temple University, *cum laude*. Mr. Amjed is a member of the Delaware State Bar, the Bar of the Commonwealth of Pennsylvania and is admitted to practice before the United States Court for the District of Delaware.

STUART L. BERMAN, a partner of the Firm, concentrates his practice on securities class action litigation in federal courts throughout the country, with a particular emphasis on representing institutional investors active in litigation. Mr. Berman regularly counsels and educates institutional investors located around the world on emerging legal trends, new case ideas and the rights and obligations of institutional investors as they relate to securities fraud class actions and individual actions. In this respect, Mr. Berman has been instrumental in courts appointing the Firm's institutional clients as lead plaintiffs in class actions as well as in representing institutions individually in direct actions. Mr. Berman is currently representing institutional investors in direct actions against Vivendi and Merck, and took a very active role in the precedent setting Shell settlement on behalf of many of the Firm's European institutional clients.

In connection with these responsibilities, Mr. Berman is a frequent speaker on securities issues, especially as they relate to institutional investors, at events such as The European Pension Symposium in Florence, Italy; the Public Funds Symposium in Washington, D.C.; the Pennsylvania Public Employees Retirement (PAPERS) Summit in Harrisburg, Pennsylvania; the New England Pension Summit in Newport, Rhode Island; the Rights and Responsibilities for Institutional Investors in Amsterdam, Netherlands; and the European Investment Roundtable in Barcelona, Spain.

Mr. Berman is an honors graduate from Brandeis University and received his law degree from George Washington University National Law Center.

MICHAEL J. BONELLA, a partner of the Firm, concentrates his practice on intellectual property litigation and particularly complex patent litigation. He earned his law degree *magna cum laude* from the Duke University School of Law. Michael is one of a few attorneys who is both registered to practice before the Patent and Trademark Office and that also holds an LLM degree in Trial Advocacy, which he obtained from Temple University. In addition, Michael obtained a bachelor of science degree *cum laude* in mechanical engineering from Villanova University. Michael also served five years in the U.S. Naval Submarine program. While serving in the Navy, Michael was certified by the U.S. Navy as a nuclear engineer and received advance training in electrical engineering.

Michael is currently the co-chair of the Firm's intellectual property department. Michael has served as the lead lawyer on patent litigations involved pharmaceutical and consumer products. Michael was the case manager for TruePosition, Inc. and was instrumental in achieving a settlement valued at about \$45 million for TruePosition, Inc. in *TruePosition, Inc. v. Allen Telecom, Inc.*, No. 01-0823 (D. Del.). Michael has also been the attorney that was primarily responsible for obtaining favorable settlements for defendants (e.g., *Codman & Shurtleff, Inc. v. Integra LifeSciences Corp.*, No. 06-2414 (D. N.J.) (declaratory judgment action). Michael has litigated patent cases involving a wide range of technologies including balloon angioplasty catheters, collagen sponges, neurosurgery, sutures, shoulder surgery, knee surgery, orthopedic implants, pump technology, immunoassay testing, cellular telephones, computer software, signal processing, and electrical hardware. Michael has also served as a case manager for a plaintiff in a multidistrict patent litigation (MDL) involving multiple defendants and complex signal processing

Michael has written numerous articles and most recently authored an article entitled *Valuing Patent Infringement Actions After the Supreme Court's eBay Decision* (2008). In 2005, Michael was named a Rising Star by Pennsylvania SuperLawyer.

DAVID A. BOCIAN, a partner of the Firm, focuses his practice on whistleblower representation and False Claims Act litigation. Mr. Bocian spent more than ten years as a federal prosecutor in the U.S. Attorney's Office for the District of New Jersey, where he was appointed Senior Litigation Counsel and managed the Trenton U.S. Attorney's office. During his tenure, Mr. Bocian oversaw multifaceted investigations and prosecutions pertaining to government corruption and federal program fraud, commercial and public sector kickbacks, tax fraud, and other white collar and financial crimes. He tried numerous cases before federal juries, and was a recipient of the Justice Department's Director's Award for superior performance by an Assistant U.S. Attorney, as well as commendations from federal law enforcement agencies including the FBI and IRS.

Mr. Bocian has extensive experience in the health care field. As an adjunct professor of law, he teaches Healthcare Fraud and Abuse at Rutgers School of Law – Camden, and previously was employed in the health care industry, where he was responsible for implementing and overseeing a system-wide compliance program for a complex health system.

Mr. Bocian graduated *cum laude* from Princeton University and received his law degree from the University of Virginia School of Law. He is licensed to practice law in the Commonwealth of Pennsylvania, New Jersey, New York and the District of Columbia. Mr. Bocian began his legal career in Washington, D.C., as a litigation associate at Patton Boggs LLP, where his practice included internal corporate investigations, government contracts litigation and securities fraud matters.

GREGORY M. CASTALDO, a partner of the Firm, received his law degree from Loyola Law School, where he received the American Jurisprudence award in legal writing. He received his undergraduate degree from the Wharton School of Business at the University of Pennsylvania. He is licensed to practice law in Pennsylvania and New Jersey.

Mr. Castaldo served as one of Kessler Topaz's lead litigation partners in *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, Master File No. 09 MDL 2058, recovering \$2.425 billion settlement for the class. Mr. Castaldo also served as the lead litigation partner in *In re Tenet Healthcare Corp.*, No. 02-CV-8462 (C.D. Cal. 2002), securing an aggregate recovery of \$281.5 million for the class, including \$65 million from Tenet's auditor. Mr. Castaldo also played a primary litigation role in the following cases: *In re Liberate Technologies Sec. Litig.*, No. C-02-5017 (MJJ) (N.D. Cal. 2005) (settled — \$13.8 million); *In re Sodexo Marriott Shareholders Litig.*, Consol. C.A. No. 18640-NC (Del. Ch. 1999) (settled — \$166 million benefit); *In re Motive, Inc. Sec. Litig.*, 05-CV-923 (W.D. Tex. 2005) (settled — \$7 million cash, 2.5 million shares); and *In re Wireless Facilities, Inc., Sec. Litig.*, 04-CV-1589 (S.D. Cal. 2004) (settled — \$16.5 million).

DARREN J. CHECK, a partner of the Firm, concentrates his practice in the area of securities litigation and institutional investor relations. He is a graduate of Franklin & Marshall College and received his law degree from Temple University School of Law. Mr. Check is licensed to practice in Pennsylvania and New Jersey.

Currently, Mr. Check concentrates his time as the Firm's Director of Institutional Relations and heads up the Firm's Portfolio Monitoring and Business Development departments. He consults with institutional investors from around the world regarding their rights and responsibilities with respect to their investments and taking an active role in shareholder litigation. Mr. Check assists clients in evaluating what systems they have in place to identify and monitor shareholder and consumer litigation that has an effect on their funds, and also assists them in evaluating the strength of such cases and to what extent they may be affected by the conduct that has been alleged. He currently works with clients in the United States, Canada, the Netherlands, United Kingdom, France, Italy, Sweden, Denmark, Finland, Norway, Germany, Austria, Switzerland and Australia.

Mr. Check regularly speaks on the subject of shareholder litigation, corporate governance, investor activism, and recovery of investment losses. Mr. Check has spoken at or participated in panel sessions at conferences around the world, including MultiPensions; the European Pension Symposium; the Public Funds Summit; the European Investment Roundtable; The Rights & Responsibilities of Institutional Investors; the Corporate Governance & Responsible Investment Summit; the Public Funds Roundtable; The Evolving Fiduciary Obligations of Pension Plans: Understanding the New Era of Corporate Governance; the International Foundation for Employee Benefit Plans Annual Conference; the Florida Public Pension Trustees Association Annual Conference, the Pennsylvania Association of Public Employees Retirement Systems Annual Meeting; and the Australian Investment Management Summit.

Mr. Check has also been actively involved in the precedent setting Shell settlement, direct actions against Vivendi and Merck, and the class action against Bank of America related to its merger with Merrill Lynch.

EDWARD W. CIOLKO, a partner of the Firm, received his law degree from Georgetown University Law Center, and an MBA from the Yale School of Management. He is licensed to practice law in the State of New Jersey, and has been admitted to practice before the Supreme Court of the United States, the United States District Court for the District of New Jersey and the United States Courts of Appeals for the First, Fourth, Ninth and Eleventh Circuits. Mr. Ciolko concentrates his practice in the areas of ERISA, Antitrust, RESPA and Consumer Protection.

Mr. Ciolko is counsel in several pending nationwide ERISA breach of fiduciary duty class actions, brought on behalf of retirement plans and their participants alleging, inter alia, imprudent investment of plan assets which caused significant losses to the retirement savings of tens of thousands of workers. These cases include: *In re Beazer Homes USA, Inc. ERISA Litig.*, 07-CV-00952-RWS (N.D. Ga. 2007); *Nowak v. Ford Motor Co.*, 240 F.R.D. 355 (E.D. Mich. 2006); *Gee v. UnumProvident Corp.*, 03-1552(E.D. Tenn. 2003); *Pettit v. JDS Uniphase Corp. et al.*, C.A. No. 03-4743 (N.D. Ca. 2003);

Hargrave v. TXU, et al., C.A. No. 02-2573 (N.D. Tex. 2002); *Evans v. Akers*, C.A. No. 04-11380 (D. Mass. 2004); *Lewis v. El Paso Corp.* No. 02-CV-4860 (S.D. Tex. 2002); and *In re Schering-Plough Corp. ERISA Litig.* No. 03-CV-1204 (D.N.J. 2003).

Mr. Ciolko's efforts have also helped achieve a number of large recoveries for affected retirement plan participants: *In re Sears Roebuck & Co. ERISA Litig.*, C.A. No. 02-8324 (N.D. Ill. 2002) (settled — \$14.5 million recovery); and *In re Honeywell Intern'l ERISA Litig.*, No. 03-CV-1214 (DRD) (D.N.J. 2003) (settled — \$14 million recovery, as well as significant structural relief regarding the plan's administration and investment of its assets).

Mr. Ciolko has also concentrated part of his practice to the investigation and prosecution of pharmaceutical antitrust actions, medical device litigation, and related anticompetitive and unfair business practices including *In re Wellbutrin SR Antitrust Litigation*, 04-CV-5898 (E.D. Pa. Dec. 17, 2004); *In re Remeron End-Payor Antitrust Litigation*, Master File No. 02-CV-2007 (D.N.J. Apr. 25, 2002); *In re Modafinil Antitrust Litigation*, 06-2020 (E.D. Pa. May 12, 2006); *In re Medtronic, Inc. Implantable Defibrillator Litigation*, 05-CV-2700 (D. Minn. 2005); and *In re Guidant Corp. Implantable Defibrillator Litigation*, 05-CV-2883 (D. Minn. 2005).

Before coming to Kessler Topaz, Mr. Ciolko worked for two and one-half years as a Law Clerk and Attorney Advisor to Commissioner Sheila F. Anthony of the Federal Trade Commission ("FTC"). While at the FTC, Mr. Ciolko reviewed commission actions/investigations and counseled the Commissioner on a wide range of antitrust and consumer protection topics including, in pertinent part: the confluence of antitrust and intellectual property law; research and production of "Generic Drug Entry Prior to Patent Expiration: An FTC Study," and an administrative complaint against, among others, Schering-Plough Corporation regarding allegedly unlawful settlements of patent litigation which delayed entry of a generic alternative to a profitable potassium supplement (K-Dur).

ELI R. GREENSTEIN is a partner in the Firm's San Francisco office and a member of the Firm's federal securities litigation practice group. Mr. Greenstein received his B.A. in Business Administration from the University of San Diego in 1997 where he was awarded the Presidential Scholarship. Mr. Greenstein received his J.D. from Santa Clara University School of Law in 2001, and his M.B.A. from Santa Clara's Leavey School of Business in 2002. Mr. Greenstein also was a judicial extern for the Honorable James Ware, Chief Judge of the United States District Court for the Northern District of California.

Mr. Greenstein's notable federal securities actions and recoveries include:

In re VeriFone Holdings, Inc. Sec. Litig., 2012 U.S. App. LEXIS 26133 (9th Cir. 2012); *Dobina v. Weatherford Int'l*, 2012 U.S. Dist. LEXIS 160663 (S.D.N.Y. 2012); *Minneapolis Firefighters Relief Ass'n v. Medtronic, Inc.*, 278 F.R.D. 454 (D. Minn.) (\$85 million recovery); *In re Sunpower Secs. Litig.*, 2011 U.S. Dist. LEXIS 152920 (N.D. Cal. 2011); *AOL Time Warner state securities opt-out actions* (including *Regents of the Univ. of Cal. v. Parsons* (Cal. Super. Ct.) and *Ohio Pub. Emps. Ret. Sys. v. Parsons* (Franklin County Ct. of Common Pleas) (\$618 million in total recoveries); *In re Am. Apparel, Inc. S'holder Litig.*, 2013 U.S. Dist. LEXIS 6977 (C.D. Cal. 2013); *In re Am. Serv. Group, Inc.*, 2009 U.S. Dist. LEXIS 28237 (M.D. Tenn. 2009) (\$15.1 million recovery); *In re Nuvelo, Inc. Sec. Litig.*, 668 F. Supp. 2d 1217 (N.D. Cal. 2009) (\$8.9 million recovery); *Greater Pa. Carpenters Pension Fund v. Whitehall Jewellers, Inc.*, 2005 U.S. Dist. LEXIS 12971 (N.D. Ill. 2005) (\$7.5 million recovery); *In re Endocare, Inc. Sec. Litig.*, No. CV02-8429 DT (CTX) (C.D. Cal. 2004) (\$8.95 million recovery); *In re Terayon Communs. Sys. Sec. Litig.*, 2002 U.S. Dist. LEXIS 5502 (N.D. Cal. 2002) (\$15 million recovery); *Parnes v. Harris (In re Purus)*, No. C-98-20449-JF(RS) (\$9.95 million recovery).

Prior to joining the Firm, Mr. Greenstein was a partner at Robbins Geller Rudman & Dowd LLP in its federal securities litigation practice group. His relevant background also includes consulting for

PricewaterhouseCoopers LLP's International Tax and Legal Services division, and work on the trading floor of the Chicago Mercantile Exchange, S&P 500 futures and options division.

SEAN M. HANDLER, a partner of the Firm and member of Kessler Topaz's Management Committee, currently concentrates his practice on all aspects of new matter development for the Firm including securities, consumer and intellectual property.

As part of these responsibilities, Mr. Handler also oversees the lead plaintiff appointment process in securities class actions for the Firm's clients. In this role, Mr. Handler has achieved numerous noteworthy appointments for clients in reported decisions including *Foley v. Transocean*, 272 F.R.D. 126 (S.D.N.Y. 2011); *In re Bank of America Corp. Sec., Derivative & Employment Ret. Income Sec. Act (ERISA) Litig.*, 258 F.R.D. 260 (S.D.N.Y. 2009) and *Tanne v. Autobytel, Inc.*, 226 F.R.D. 659 (C.D. Cal. 2005) and has argued before federal courts throughout the country, including the United States Court of Appeals for the Ninth Circuit.

Mr. Handler was also one of the principal attorneys in *In re Brocade Securities Litigation* (N.D. Cal. 2008), where the team achieved a \$160 million settlement on behalf of the class and two public pension fund class representatives. This settlement is believed to be one of the largest settlements in a securities fraud case in terms of the ratio of settlement amount to actual investor damages.

Mr. Handler received his Bachelor of Arts degree from Colby College, graduating *with distinction* in American Studies. Mr. Handler then earned his Juris Doctor, *cum laude*, from Temple University School of Law.

Mr. Handler also lectures and serves on discussion panels concerning securities litigation matters, most recently appearing at American Conference Institute's National Summit on the Future of Fiduciary Responsibility and Institutional Investor's The Rights & Responsibilities of Institutional Investors.

KIMBERLY A. JUSTICE, a partner of the Firm, graduated *magna cum laude* from Temple University School of Law, where she was Articles/Symposium Editor of the Temple Law Review and received the Jacob Kossman Award in Criminal Law. Ms. Justice earned her undergraduate degree, *cum laude* and Phi Beta Kappa, from Kalamazoo College. Upon graduating from law school, Ms. Justice served as a judicial clerk to the Honorable William H. Yohn, Jr. of the United States District Court for the Eastern District of Pennsylvania. Ms. Justice is licensed to practice law in Pennsylvania and admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Ms. Justice joined the Firm after several years serving as a trial attorney and prosecutor in the Antitrust Division of the U.S. Department of Justice where she led teams of trial attorneys and law enforcement agents who investigated and prosecuted domestic and international cartel cases and related violations, and where her success at trial was recognized with the *Antitrust Division Assistant Attorney General Award of Distinction* for outstanding contribution to the protection of American consumers and competition. Since joining Kessler Topaz, Ms. Justice concentrates her practice in the area of securities litigation.

Ms. Justice began her practice as an associate at Dechert LLP where she defended a broad range of complex commercial cases, including antitrust and product liability class actions, and where she advised clients concerning mergers and acquisitions and general corporate matters.

DAVID KESSLER, a partner of the Firm, graduated with distinction from the Emory School of Law, after receiving his undergraduate B.S.B.A. degree from American University. Mr. Kessler is licensed to practice law in Pennsylvania, New Jersey and New York, and has been admitted to practice before numerous United States District Courts. Prior to practicing law, Mr. Kessler was a Certified Public Accountant in Pennsylvania.

Mr. Kessler manages the Firm's internationally recognized securities department and in this capacity, has achieved or assisted in obtaining Court approval for the following outstanding results in federal securities class action cases:

In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation, Master File No. 09 MDL 2058: A \$2.425 billion settlement, the sixth largest securities class action lawsuit settlement ever, received final approval from the Court in April 2013.

In re Tyco International, Ltd. Sec. Lit., No. 02-1335-B (D.N.H. 2002): This landmark \$3.2 billion settlement on behalf of investors included the largest securities class action recovery from a single corporate defendant in history as well as the second largest auditor settlement in securities class action history at the time.

In re Wachovia Preferred Securities and Bond/Notes Litigation, Master File No. 09 Civ. 6351 (RJS): This recovery of \$627 million is one of the most significant recoveries from litigation arising out of the financial crisis and is believed to be the single largest pure Section 11 recovery in securities class action history. The settlement included a \$37 million recovery from Wachovia Corporation's outside auditor.

In re: Lehman Brothers Securities and ERISA Litigation, Master File No. 09 MD 2017 (LAK): A \$516,218,000 settlement was reached on behalf of purchasers of Lehman securities — \$426,218,000 of which came from various underwriters of corporate offerings. In addition, \$90 million came from Lehman's former directors and officers, which is significant considering Lehman's bankruptcy meant diminishing assets available to pay any future judgment. The case is continuing against the auditors.

In re Satyam Computer Services Ltd. Sec. Litig., Master File No. 09 MD 02027 (BSJ): This \$150.5 million settlement on behalf of investors resulted from allegations that the Company had harmed investors by falsifying numerous financial indicators including company profits, cash flows, cash position, bank balances and related balance sheet data. The settlement included a \$25.5 million recovery from the Company's outside auditor and the case is continuing against the Company's officers and directors.

In re Tenet Healthcare Corp. Sec. Litig., No. CV-02-8462-RSWL (Rx) (C.D. Cal. 2002): This recovery of over \$280 million on behalf of investors included a substantial monetary commitment by the company, personal contributions from individual defendants, the enactment of numerous corporate governance changes, as well as a substantial recovery from the Company's outside auditor.

In re Initial Public Offering Sec. Litig., Master File No. 21 MC 92(SAS): This action settled for \$586 million after years of litigation overseen by U.S. District Judge Shira Scheindlin. Mr. Kessler served on the plaintiffs' executive committee for the case, which was based upon the artificial inflation of stock prices during the dot-com boom of the late 1990s that led to the collapse of the technology stock market in 2000 that was related to allegations of laddering and excess commissions being paid for IPO allocations.

Mr. Kessler is also currently serving as one of the Firm's primary litigation partners in the Citigroup, JPMorgan, Hewlett Packard, Pfizer and Morgan Stanley securities litigation matters.

In addition, Mr. Kessler often lectures and writes on securities litigation related topics and has been recognized as "Litigator of the Week" by the American Lawyer magazine for his work in connection with the Lehman Brothers securities litigation matter in December of 2011 and was honored by Benchmark as one of the preeminent plaintiffs practitioners in securities litigation throughout the country. Most recently Mr. Kessler co-authored *The FindWhat.com Case: Acknowledging Policy Considerations When Deciding Issues of Causation in Securities Class Actions* published in Securities Litigation Report.

JOSEPH H. MELTZER, a partner of the Firm, concentrates his practice in the areas of ERISA, fiduciary and antitrust complex litigation.

Mr. Meltzer leads the Firm's Fiduciary Litigation Group which has excelled in the highly specialized area of prosecuting cases involving breach of fiduciary duty claims. Mr. Meltzer has served as lead or co-lead counsel in numerous nationwide class actions brought under ERISA, including cases against El Paso Corp., Global Crossing, AOL Time Warner, and National City Corp. Since founding the Fiduciary Litigation Group, Mr. Meltzer has helped recover well over \$300 million for clients and class members including some of the largest settlements in ERISA fiduciary breach actions.

As part of his fiduciary litigation practice, Mr. Meltzer has been actively involved in actions related to losses sustained in securities lending programs including *Bd. of Trustees of the AFTRA Ret. Fund v. JPMorgan Chase Bank* and *CompSource Okla. v. BNY Mellon*; in addition, Mr. Meltzer is representing a publicly traded company in a large arbitration pending against AIG, Inc. related to securities lending losses. Mr. Meltzer also represents an institutional client in a fiduciary breach action against Wells Fargo for large losses sustained while Wachovia Bank and its subsidiaries, including Evergreen Investments, were managing the client's investment portfolio.

A frequent lecturer on ERISA litigation and employee benefits issues, Mr. Meltzer is a member of the ABA's Section Committee on Employee Benefits and has been recognized by numerous courts for his ability and expertise in this complex area of the law.

Mr. Meltzer also manages the Firm's Antitrust and Pharmaceutical Pricing Groups. Here, Mr. Meltzer focuses on helping clients that have been injured by anticompetitive and unlawful business practices, including with respect to overcharges related to prescription drug and other health care expenditures. Mr. Meltzer currently serves as co-lead counsel for direct purchasers in the *Flonase Antitrust Litigation* pending in the Eastern District of Pennsylvania and has served as lead or co-lead counsel in numerous nationwide actions, representing such clients as the Pennsylvania Turnpike Commission, the Southeastern Pennsylvania Transportation Authority (SEPTA) and the Sidney Hillman Health Center of Rochester. Mr. Meltzer also serves as a special assistant attorney general for the states of Montana, Utah and Alaska.

Mr. Meltzer lectures on issues related to antitrust litigation and is a member of the ABA's Section Committee on Antitrust Law.

Mr. Meltzer is an honors graduate of the University of Maryland and received his law degree with honors from Temple University School of Law. Honors include being named a Pennsylvania Super Lawyer.

PETER A. MUHIC, a partner of the Firm, is a graduate of Syracuse University and an honors graduate of the Temple University School of Law, where he was Managing Editor of the Temple Law Review and a member of the Moot Court Board.

Mr. Muhic has substantial trial and other courtroom experience involving complex actions in federal and state courts throughout the country. In addition to his trial recoveries, he has obtained significant monetary awards and settlements through arbitrations and mediations. In 2009, Mr. Muhic was co-lead trial counsel in one of the few class action ERISA cases ever to be tried, which involved claims against the fiduciaries of the 401k plan of an S&P 500 company for imprudent investment in company stock and misrepresentations to plan participants. Mr. Muhic primarily prosecutes class actions and/or collective actions concerning ERISA, FLSA, FHA, ECOA and numerous state consumer protection statutes and laws. He has served as lead counsel in numerous nationwide actions. He is licensed to practice law in Pennsylvania and New Jersey and also is admitted to the United States Courts of Appeals for the Third, Fifth, Seventh, Ninth and Eleventh Circuits, the United States District Courts for the Eastern and Middle Districts of Pennsylvania, the District of New Jersey and the District of Colorado.

Mr. Muhic serves as a Judge Pro Tem for the Court of Common Pleas of Philadelphia County, is a former Board Member of the SeniorLAW Center in Philadelphia and a past recipient of the White Hat Award for outstanding pro bono contributions to the Legal Clinic for the Disabled, a nonprofit organization in Philadelphia.

MATTHEW L. MUSTOKOFF, a partner of the Firm, is an experienced securities and corporate governance litigator. He has represented clients at the trial and appellate level in numerous high-profile shareholder class actions and other litigations involving a wide array of matters, including financial fraud, market manipulation, mergers and acquisitions, fiduciary mismanagement of investment portfolios, and patent infringement.

Mr. Mustokoff is currently prosecuting several nationwide securities cases, including *In re JPMorgan Chase Securities Litigation* (S.D.N.Y.) arising out of the "London Whale" derivatives trading scandal, and *In re Pfizer Inc. Securities Litigation* (S.D.N.Y.) involving the alleged non-disclosure of adverse clinical results surrounding the pain drugs Celebrex and Bextra. He also serves as lead counsel for six public pension funds in the multi-district securities litigation against BP in Texas federal court stemming from the 2010 *Deepwater Horizon* disaster in the Gulf of Mexico. Mr. Mustokoff played a major role in prosecuting *In re Citigroup Bond Litigation* (S.D.N.Y.), involving allegations that Citigroup concealed \$42 billion in exposure to subprime mortgage debt on the eve of the 2008 financial crisis. The \$730 million settlement marks the second largest recovery under Section 11 of the Securities Act in the history of the statute. His experience also includes serving as one of the lead trial lawyers for shareholders in the only securities fraud class action arising out of the credit market crisis to be tried to jury verdict.

Prior to joining the Firm, Mr. Mustokoff practiced at Weil, Gotshal & Manges LLP in New York, where he represented public companies and financial institutions in SEC enforcement and white collar criminal matters, shareholder litigation and contested bankruptcy proceedings.

Mr. Mustokoff currently serves as Co-Chair of the American Bar Association's Subcommittee on Securities Class Actions and Derivative Litigation. He was a featured panelist at the ABA Section of Litigation's 2010 Annual Conference on the subject of internal investigations and has lectured on corporate governance issues at the Cardozo School of Law. His publications include: "Proving Securities Fraud Damages at Trial," *Review of Securities & Commodities Regulation* (June 2013); "Is Item 303 Liability Under the Securities Act Becoming a 'Trend'?", *ABA Securities Litigation Journal* (Summer 2012); "The Maintenance Theory of Inflation in Fraud-on-the-Market Cases," *Securities Regulation Law Journal* (Spring 2012); "Delaware and Insider Trading: The Chancery Court Rejects Federal Preemption Arguments of Corporate Directors," *Securities Regulation Law Journal* (Summer 2010); "The Pitfalls of Waiver in Corporate Prosecutions: Sharing Work Product with the Government," *Securities Regulation Law Journal* (Fall 2009); "Scheme Liability Under Rule 10b-5: The New Battleground in Securities Fraud Litigation," *The Federal Lawyer* (June 2006); and "Sovereign Immunity and the Crisis of Constitutional Absolutism: Interpreting the Eleventh Amendment After *Alden v. Maine*," *Maine Law Review* (2001).

Mr. Mustokoff is a Phi Beta Kappa honors graduate of Wesleyan University. He received his law degree from the Temple University School of Law, where he was the articles and commentary editor of the *Temple Political and Civil Rights Law Review* and the recipient of the Raynes, McCarty, Binder, Ross and Mundy Graduation Prize for scholarly achievement in the law. He is admitted to practice before the state courts of New York and Pennsylvania, the United States District Courts for the Southern and Eastern Districts of New York, the Eastern District of Pennsylvania and the District of Colorado, and the United States Courts of Appeals for the Eleventh and Federal Circuits.

SHARAN NIRMUL, a partner of the Firm, focuses on securities and corporate governance litigation. He has represented investors successfully in major securities fraud litigation including financial frauds involving Bank of America, Transatlantic Holdings, Inc., Heckmann Corporation, Global Crossing Ltd,

Qwest Communications International, WorldCom Inc., Delphi Corp., Marsh and McLennan Companies, Inc. and Able Laboratories. Mr. Nirmul has also represented shareholders in derivative and direct shareholder litigation in the Delaware Chancery Court and in other state courts around the country. Prior to joining the firm, Mr. Nirmul was associated with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A.

Sharan Nirmul received his law degree from The George Washington University Law School (J.D. 2001) where he served as an articles editor for the *Environmental Lawyer Journal* and was a member of the Moot Court Board. He was awarded the school's Lewis Memorial Award for excellence in clinical practice. He received his undergraduate degree from Cornell University (B.S. 1996).

Mr. Nirmul is admitted to practice law in the state courts of New York, New Jersey, Pennsylvania and Delaware and in the U.S. District Courts for the Southern District of New York, District of New Jersey, District of Delaware, and District of Colorado.

LEE D. RUDY, a partner of the Firm, manages the Firm's mergers and acquisition and shareholder derivative litigation. Representing both institutional and individual shareholders in these actions, he has helped cause significant monetary and corporate governance improvements for those companies and their shareholders. Most recently, Mr. Rudy served as co-lead trial counsel in the *In re Southern Peru* (Del. Ch. 2011) derivative litigation filed against Southern Peru's majority shareholder, which resulted in a landmark \$1.3 billion plaintiff's verdict. Previously, Mr. Rudy served as lead counsel in dozens of high profile derivative actions relating to the "backdating" of stock options, including litigation against the directors and officers of Comverse, Affiliated Computer Services, and Monster Worldwide. Prior to civil practice, Mr. Rudy served for several years as an Assistant District Attorney in the Manhattan (NY) District Attorney's Office, and as an Assistant United States Attorney in the US Attorney's Office (DNJ). He received his law degree from Fordham University, and his undergraduate degree, cum laude, from the University of Pennsylvania.

MARC A. TOPAZ, a partner of the Firm, received his law degree from Temple University School of Law, where he was an editor of the *Temple Law Review* and a member of the Moot Court Honor Society. He also received his Master of Law (L.L.M.) in taxation from the New York University School of Law, where he served as an editor of the *New York University Tax Law Review*. He is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. Mr. Topaz oversees the Firm's derivative, transactional and case development departments. In this regard, Mr. Topaz has been heavily involved in all of the Firm's cases related to the subprime mortgage crisis, including cases seeking recovery on behalf of shareholders in companies affected by the subprime crisis, as well as cases seeking recovery for 401K plan participants that have suffered losses in their retirement plans. Mr. Topaz has also played an instrumental role in the Firm's option backdating litigation. These cases, which are pled mainly as derivative claims or as securities law violations, have served as an important vehicle both for re-pricing erroneously issued options and providing for meaningful corporate governance changes. In his capacity as the Firm's department leader of case initiation and development, Mr. Topaz has been involved in many of the Firm's most prominent cases, including *In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS) (S.D.N.Y. Dec. 12, 2002); *Wanstrath v. Doctor R. Crants, et al.*, No. 99-1719-111 (Tenn. Chan. Ct., 20th Judicial District, 1999); *In re Tyco International, Ltd. Sec. Lit.*, No. 02-1335-B (D.N.H. 2002) (settled — \$3.2 billion); and virtually all of the 80 options backdating cases in which the Firm is serving as Lead or Co-Lead Counsel. Mr. Topaz has played an important role in the Firm's focus on remedying breaches of fiduciary duties by corporate officers and directors and improving corporate governance practices of corporate defendants.

MICHAEL C. WAGNER, a partner of the Firm, handles class-action merger litigation and shareholder derivative litigation for the Firm's individual and institutional clients.

A graduate of Franklin and Marshall College and the University of Pittsburgh School of Law, Mr. Wagner has clerked for two appellate court judges and began his career at a Philadelphia-based commercial litigation firm, representing clients in business and corporate disputes across the United States. Mr. Wagner has also represented Fortune 500 companies in employment matters. He has extensive nationwide litigation experience and is admitted to practice in the courts of Pennsylvania, the United States Court of Appeals for the Third Circuit, and the United States District Courts for the Eastern and Western Districts of Pennsylvania, the Eastern District of Michigan, and the District of Colorado.

Frequently appearing in the Delaware Court of Chancery since joining Kessler Topaz, Mr. Wagner has helped to achieve substantial monetary recoveries for stockholders of public companies in cases arising from corporate mergers and acquisitions, including: *In re Genentech, Inc. Shareholders Litigation*, Consolidated C.A. No. 3911-VCS (Del. Ch.) (litigation caused Genentech's stockholders to receive \$3.9 billion in additional merger consideration from Roche); *In re Anheuser Busch Companies, Inc. Shareholders Litigation*, C.A. No. 3851-VCP (Del. Ch.) (settlement required enhanced disclosures to stockholders and resulted in a \$5 per share increase in the price paid by InBev in its acquisition of Anheuser-Busch); *In re GSI Commerce, Inc. Shareholders Litigation*, C.A. No. 6346-VCN (Del. Ch.) (settlement required additional \$23.9 million to be paid to public stockholders as a part of the company's merger with eBay, Inc.); and *In re AMICAS, Inc. Shareholder Litigation*, 10-0412-BLS2 (Mass. Super.) (litigation resulted in a third-party acquisition of the company, with stockholders receiving an additional \$26 million in merger consideration). Mr. Wagner was also a part of the team that prosecuted *In re Southern Peru Copper Corp. Shareholder Derivative Litigation*, C.A. No. 961-CS, which resulted in a \$1.9 billion post-trial judgment.

Mr. Wagner has also had a lead role in litigation that resulted in enhanced shareholder rights and corporate reforms in merger contexts, including: *In re Emulex Shareholder Litigation*, Consolidated C.A. No. 4536-VCS (Del. Ch.) (litigation caused company to redeem "poison pill" stock plan and rescind supermajority bylaw); *Solomon v. Take-Two Interactive Software, Inc.*, C.A. No. 3064-VCL (Del. Ch.) (settlement required substantial enhanced disclosures to stockholders regarding executive compensation matters in advance of director elections, and litigation caused company to redeem "poison pill" stock plan); and *Olson v. ev3, Inc.*, C.A. No. 5583-VCL (Del. Ch.) (settlement required a merger's "top-up option" feature to be revised to as to comply with Delaware law).

In shareholder derivative cases involving executive compensation matters, Mr. Wagner has also had a lead role in cases that achieved substantial financial recoveries and reforms for publicly traded companies, such as *In re KV Pharmaceutical Co., Inc. Derivative Litigation*, Case No. 4:07-cv-00384-HEA (E.D. Mo.) (litigation caused executives to make financial remediation of approximately \$3 million and resulted in enhanced internal controls at the company concerning financial reporting); *In re Medarex, Inc. Derivative Litigation*, Case No. MER-C-26-08 (N.J. Super.) (settlement resulted in approximately \$9 million in financial remediation and substantial corporate governance reforms related to executive compensation); *Harbor Police Retirement System v. Roberts*, Cause No. 09-09061 (95th District Court, Dallas County, Texas) (settlement required substantial modifications to corporate policies, designed to heighten the independence of outside directors in awarding executive compensation); and *In re Comverse Technologies, Inc. Derivative Litigation* (Index No. 601272/06, N.Y. Supreme Ct.) (settlement required disgorgement of more than \$60 million from the company's executive officers for their receipt of backdated stock options).

JOHNSTON de F. WHITMAN, JR., a partner of the Firm, focuses his practice on securities litigation. Mr. Whitman graduated cum laude from Colgate University. He received his law degree from Fordham University School of Law, where he was a member of the Fordham International Law Journal. He is licensed to practice in Pennsylvania and New York as well as before the United States Courts of Appeals for the Second and Fourth Circuits. Prior to joining the Firm, Mr. Whitman was a partner of Entwistle & Cappucci LLP in New York, where he also concentrated his practice on securities litigation.

Mr. Whitman has represented institutional investors in obtaining substantial recoveries in numerous securities fraud class actions, including *In re Royal Ahold Sec. Litig.*, No. 03-md-01539 (D. Md. 2003) (settled -- \$1.1 billion); *In re DaimlerChrysler AG Sec. Litig.*, No. 00-0993 (D. Del. 2000) (settled -- \$300 million); and *In re Dollar General, Inc. Sec. Litig.*, No. 01-cv-0388 (M.D. Tenn. 2001) (settled \$162 million). Mr. Whitman has also obtained favorable recoveries for institutional investors pursuing direct securities fraud claims, including cases against Qwest Communications International, Inc. and Merrill Lynch & Co., Inc.

ROBIN WINCHESTER, a partner of the Firm, received her Bachelor of Science degree in Finance from St. Joseph's University. Ms. Winchester then earned her Juris Doctor degree from Villanova University School of Law, and is licensed to practice law in Pennsylvania and New Jersey. After law school, Ms. Winchester served as a law clerk to the Honorable Robert F. Kelly in the United States District Court for the Eastern District of Pennsylvania.

After joining KTMC, Ms. Winchester concentrated her practice in the areas of securities litigation and lead plaintiff litigation. Presently, Ms. Winchester concentrates her practice in the area of shareholder derivative actions, and, most recently, has served as lead counsel in numerous high-profile derivative actions relating to the backdating of stock options, including *In re Eclipsys Corp. Derivative Litigation*, Case No. 07-80611-Civ-MIDDLEBROOKS (S.D. Fla.); *In re Juniper Derivative Actions*, Case No. 5:06-cv-3396-JW (N.D. Cal.); *In re McAfee Derivative Litigation*, Master File No. 5:06-cv-03484-JF (N.D. Cal.); *In re Quest Software, Inc. Derivative Litigation*, Consolidated Case No. 06CC00115 (Cal. Super. Ct., Orange County); and *In re Sigma Designs, Inc. Derivative Litigation*, Master File No. C-06-4460-RMW (N.D. Cal.). Settlements of these, and similar, actions have resulted in significant monetary returns and corporate governance improvements for those companies, which, in turn, greatly benefits their public shareholders.

MICHAEL K. YARNOFF, a partner of the Firm, received his law degree from Widener University School of Law. Mr. Yarnoff is licensed to practice law in Pennsylvania, New Jersey, and Delaware and has been admitted to practice before the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. In addition to actively litigating and assisting in achieving the historic Tyco settlement, Mr. Yarnoff served as the primary litigating partner on behalf of Kessler Topaz in the following cases: *In re CVS Corporation Sec. Litig.*, C.A. No. 01-11464 JLT (D.Mass. 2001) (settled — \$110 million); *In re Transkaryotic Therapies, Inc. Sec. Litig.*, Civil Action No. 03-10165-RWZ (D.Mass. 2003) (settled — \$50 million); *In re Riverstone Networks, Inc. Sec. Litig.*, Case No. CV-02-3581 (N.D. Cal. 2002) (settled — \$18.5 million); *In re Zale Corporation Sec. Litig.*, 06-CV-1470 (N.D. Tex. 2006) (settled — \$5.9 million); *Gebhard v. ConAgra Foods Inc., et al.*, 04-CV-427 (D. Neb. 2004) (settled — \$14 million); *Reynolds v. Repsol YPF, S.A., et al.*, 06-CV-733 (S.D.N.Y. 2006) (settled — \$8 million); and *In re InfoSpace, Inc. Sec. Litig.*, 01-CV-913 (W.D. Wash. 2001) (settled — \$34.3 million).

ERIC L. ZAGAR, a partner of the Firm, received his law degree from the University of Michigan Law School, cum laude, where he was an Associate Editor of the *Michigan Law Review*. He has practiced law in Pennsylvania since 1995, and previously served as a law clerk to Justice Sandra Schultz Newman of the Pennsylvania Supreme Court. He is admitted to practice in Pennsylvania, California, and New York.

In addition to his extensive options backdating practice, Mr. Zagar concentrates his practice in the area of shareholder derivative litigation. In this capacity, Mr. Zagar has served as Lead or Co-Lead counsel in numerous derivative actions in courts throughout the nation, including *David v. Wolfen*, Case No. 01-CC-03930 (Orange County, CA 2001) (Broadcom Corp. Derivative Action); and *In re Viacom, Inc. Shareholder Derivative Litig.*, Index No. 602527/05 (New York County, NY 2005). Mr. Zagar has successfully achieved significant monetary and corporate governance relief for the benefit of shareholders, and has extensive experience litigating matters involving Special Litigation Committees. Mr. Zagar is also a featured speaker at Kessler Topaz's annual symposium on corporate governance.

TERENCE S. ZIEGLER, a partner of the Firm, received his law degree from the Tulane University School of Law and received his undergraduate degree from Loyola University. He has concentrated a significant percentage of his practice to the investigation and prosecution of pharmaceutical antitrust actions, medical device litigation, and related anticompetitive and unfair business practice claims. Specific examples include: *In re Flonase Antitrust Litigation*; *In re Wellbutrin SR Antitrust Litigation*; *In re Modafinil Antitrust Litigation*; *In re Guidant Corp. Implantable Defibrillators Products Liability Litigation* (against manufacturers of defective medical devices — pacemakers/implantable defibrillators — seeking costs of removal and replacement); and *In re Actiq Sales and Marketing Practices Litigation* (regarding drug manufacturer’s unlawful marketing, sales and promotional activities for non-indicated and unapproved uses).

Mr. Ziegler is licensed to practice law in the State of Louisiana, and has been admitted to practice before several courts including the United States Court of Appeals for the Third Circuit.

ANDREW L. ZIVITZ, a partner of the Firm, received his law degree from Duke University School of Law, and received a Bachelor of Arts degree, with distinction, from the University of Michigan, Ann Arbor.

Mr. Zivitz concentrates his practice in the area of securities litigation and is currently litigating several of the largest federal securities fraud actions in the U.S. including matters against Pfizer, Inc., JPMorgan Chase & Co., UBS AG, Morgan Stanley and Countrywide Financial Corporation. Mr. Zivitz has helped the firm achieve extraordinary results in numerous securities fraud matters in which Kessler Topaz was Lead or Co-Lead Counsel, including *In re Tenet Healthcare Corp.*, 02-CV-8462 (C.D. Cal. 2002) (settled — \$281.5 million); *In re Computer Associates Sec. Litig.*, No. 02-CV-122 6 (E.D.N.Y. 2002) (settled — \$150 million); *In re Medtronic Inc. Sec. Litig.*, 08-cv-0624 (D. Minn. 2008) (settlement pending - \$ 85 million); *In re McLeod USA Inc. Sec. Litig.*, No. C02-0001-MWB (N.D. Iowa 2002) (settled — \$30 million); and *In re Barrick Gold Sec. Litig.*, 03-cv-04302 (S.D.N.Y.2003) (settled — \$24 million).

Mr. Zivitz has litigated cases in federal district and appellate courts throughout the country, including two successful appeals before the United States Court of Appeals for the Ninth Circuit in *In re Merix Sec. Litig.*, 04-cv-00826 (D.Or. 2004) and *In re Leadis Sec. Litig.*, 05-cv-00882 (N.D.Ca. 2005). His experience also includes serving as one of the lead trial attorneys for shareholders in the only securities fraud class action arising out of the credit market crisis to be tried to a jury verdict.

Mr. Zivitz also lectures and serves on discussion panels concerning securities litigation matters. Mr. Zivitz recently was a faculty member at the Pennsylvania Bar Institute’s workshop entitled, “Securities Liability in Turbulent Times: Practical Responses to a Changing Landscape.”

ASSOCIATES AND OTHER PROFESSIONALS

JULES D. ALBERT, an associate of the Firm, concentrates his practice in mergers and acquisition litigation and stockholder derivative litigation. Mr. Albert is licensed to practice law in Pennsylvania, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Mr. Albert has litigated in state and federal courts across the country, and has represented stockholders in numerous actions that have resulted in significant monetary recoveries and corporate governance improvements, including: *In re Sunrise Senior Living, Inc. Deriv. Litig.*, No. 07-00143 (D.D.C.); *Mercier v. Whittle, et al.*, No. 2008-CP-23-8395 (S.C. Ct. Com. Pl., 13th Jud. Cir.); *In re K-V Pharmaceutical Co. Deriv. Litig.*, No. 06-00384 (E.D. Mo.); *In re Progress Software Corp. Deriv. Litig.*, No. SUCV2007-01937-BLS2 (Mass. Super. Ct., Suffolk Cty.); *In re Quest Software, Inc. Deriv. Litig.* No 06CC00115 (Cal. Super. Ct., Orange Cty.); and *Quaco v. Balakrishnan, et al.*, No. 06-2811 (N.D. Cal.).

Mr. Albert received his law degree from the University of Pennsylvania Law School, where he was a Senior Editor of the *University of Pennsylvania Journal of Labor and Employment Law* and recipient of the James Wilson Fellowship. Mr. Albert also received a Certificate of Study in Business and Public Policy from The Wharton School at the University of Pennsylvania. Mr. Albert graduated magna cum laude with a Bachelor of Arts in Political Science from Emory University.

ALI M. AUDI, a staff attorney of the Firm, received his law degree from The Pennsylvania State University, Dickinson School of Law, where he was a member of the Trial and Appellate Moot Court boards. He received his Bachelor of Arts in Journalism from The Pennsylvania State University. Mr. Audi is licensed to practice before the state courts of Pennsylvania and New Jersey, and the United States District Court for the District of New Jersey. He concentrates his practice in the area of securities litigation.

ADRIENNE BELL, an associate of the Firm, received her law degree from Brooklyn Law School and her undergraduate degree in Music Theory and Composition from New York University, where she graduated *magna cum laude*. Prior to joining the Firm, Ms. Bell practiced in the areas of mass tort, commercial and general liability litigation. Ms. Bell is licensed to practice in Pennsylvania and Nevada, and works in the Firm's case development department.

MATTHEW BENEDICT, a staff attorney of the Firm, concentrates his practice in the area of mergers and acquisitions litigation and shareholder derivative litigation. Prior to joining the firm, he worked as a staff attorney in the White Collar / Securities Litigation department at Dechert LLP. Mr. Benedict earned his law degree from Villanova University School of Law and his undergraduate degree from Haverford College. He is licensed to practice law in Pennsylvania and New Jersey.

SHANNON O. BRADEN, an associate of the Firm, received her law degree from the University of Pittsburgh School of Law and her undergraduate degree in International Relations and French from Bucknell University. While a law student, Ms. Lack served as a judicial clerk for the Honorable Max Baer of the Supreme Court of Pennsylvania. She also served as a Managing Editor of the University of Pittsburgh *Journal of Law and Commerce*. Ms. Lack has authored "Civil Rights for Trafficked Persons: Recommendations for a More Effective Federal Civil Remedy," University of Pittsburgh School of Law, *Journal of Law and Commerce*, Vol. 26 (2007). Ms. Lack is licensed to practice law in Pennsylvania and New Jersey. She concentrates her practice in the areas of ERISA and consumer protection litigation.

PAUL BREUCOP, an associate in the Firm's San Francisco office, received his Bachelor of Arts from Santa Clara University with majors in Classical Studies and Religious Studies. He received his law degree from the University of California, Hastings College of the Law. While in law school, Mr. Breucop interned for the Securities and Exchange Commission Enforcement Division and the California Teachers Association. He also taught constitutional law to high school students in Oakland as part of the Marshall-Brennan Program. Mr. Breucop concentrates his practice on prosecuting securities class actions. He is admitted to the California Bar.

BETHANY O'NEILL BYRNE, a staff attorney of the Firm, received her law degree from the Widener University School of Law in Delaware and her undergraduate degree from Villanova University. She is licensed to practice law in the Commonwealth of Pennsylvania and the State of New Jersey. Ms. Byrne concentrates her practice in the area of securities litigation.

ELIZABETH WATSON CALHOUN, a staff attorney of the Firm, focuses on securities litigation. She has represented investors in major securities fraud and has also represented shareholders in derivative and direct shareholder litigation. Prior to joining the Firm, Ms. Calhoun was employed with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A.

Ms. Calhoun received her law degree from Georgetown University Law Center (*cum laude*), where she served as Executive Editor of the Georgetown Journal of Gender and the Law. She received her undergraduate degree in Political Science from the University of Maine, Orono (*with high distinction*).

Ms. Calhoun is admitted to practice before the state court of Pennsylvania and the U.S. District Court for the Eastern District of Pennsylvania.

SEKOU CAMPBELL, an associate of the Firm, concentrates his practice in the area of securities litigation. Prior to joining the Firm, Mr. Campbell served as an associate in the entertainment and litigation departments at Fox Rothschild LLP. He also interned for the Honorable Kiyo A. Matsumoto of the United States District Court for the Eastern District of New York. In 2012, The Network Journal honored Mr. Campbell with a "Forty under 40" Award. In 2013, the Lawyers of Color LLC placed him on their inaugural "Hot List" of attorneys.

Mr. Campbell received his Juris Doctor from Benjamin N. Cardozo Law School, where he served as an associate articles editor for the Cardozo Arts & Entertainment Law Journal and received the Cardozo Service & Achievement Award. He also possesses a Masters of Fine Arts in Theater from Columbia University, where he represented the student body on the Faculty Senate. He obtained a Bachelor's degree from Vanderbilt University, where he was a Dean's scholar.

Currently, Mr. Campbell serves as the Barristers' Association of Philadelphia's Treasurer and as an ex officio member of the Public Interest Law Center of Philadelphia's Board of Directors.

Mr. Campbell is licensed to practice law in the Commonwealth of Pennsylvania and the State of New Jersey as well as the United States District Court for the Eastern District of Pennsylvania.

QUIANA CHAPMAN-SMITH, a staff attorney at the Firm, received her law degree from Temple University Beasley School of Law in Pennsylvania and her Bachelor of Science in Management and Organizations from The Pennsylvania State University. Prior to joining Kessler Topaz, she worked in pharmaceutical litigation. She is licensed to practice law in the Commonwealth of Pennsylvania. Ms. Chapman-Smith concentrates her practice in the area of securities litigation.

EMILY N. CHRISTIANSEN, an associate of the Firm, focuses her practice in securities litigation and international actions in particular. Ms. Christiansen received her Juris Doctor and Global Law certificate, *cum laude*, from Lewis and Clark Law School in 2012. Ms. Christiansen is a graduate of the University of Portland, where she received her Bachelor of Arts, *cum laude*, in Political Science and German Studies. While in law school, Ms. Christiansen worked as an intern in Trial Chambers III at the International Criminal Tribunal for the Former Yugoslavia. Ms. Christiansen also spent two months in India as foreign legal trainee with the corporate law firm of Fox Mandal. Ms. Christiansen is a 2007 recipient of a Fulbright Fellowship and is fluent in German.

Ms. Christiansen is currently licensed to practice law in the state of New York.

SARA A. CLOSIC, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Closic earned her Juris Doctor degree from Widener University School of Law in Wilmington, Delaware, and her undergraduate degree from Pennsylvania State University.

During law school, Mrs. Closic interned at the U.S. Food and Drug Administration and the Delaware Department of Justice in the Consumer Protection & Fraud Division where she was heavily involved in protecting consumers within a wide variety of subject areas.

Prior to joining the Firm, Mrs. Clovic practiced in the areas of pharmaceutical & health law litigation, and was an Associate at a general practice firm in Bensalem, Pennsylvania. Ms. Clovic is admitted to practice in Pennsylvania and New Jersey.

JOSHUA E. D'ANCONA, an associate of the Firm, received his J.D., magna cum laude, from the Temple University Beasley School of Law in 2007, where he served on the Temple Law Review and as president of the Moot Court Honors Society. Before joining the Firm in 2009, he served as a law clerk to the Honorable Cynthia M. Rufe of the United States District Court for the Eastern District of Pennsylvania. Mr. D'Ancona graduated with honors from Wesleyan University. He is licensed to practice in Pennsylvania and New Jersey, and practices in the securities litigation and lead plaintiff departments of the firm.

JONATHAN R. DAVIDSON, an associate of the Firm, concentrates his practice in the area of shareholder litigation. He consults with Firm clients regarding their rights and responsibilities with respect to their investments and taking an active role in shareholder litigation. Mr. Davidson also assists clients in evaluating what systems they have in place to identify and monitor shareholder litigation that has an impact on their funds, and also assists them in evaluating the strength of such cases and to what extent they may be affected by the conduct that has been alleged. Mr. Davidson currently works with numerous U.S. institutional investors, including public pension plans at the state, county and municipal level, as well as Taft-Hartley funds across all trades. Mr. Davidson has spoken on the subjects of shareholder litigation, corporate governance, investor activism and recovery of investment losses at conferences around the world, including the National Conference on Public Employee Retirement Systems' Annual Conference & Exhibition, the International Foundation of Employee Benefit Plans Annual Conference, the California Association of Public Retirement Systems Administrators Roundtable, the Florida Public Pension Trustees Association Trustee Schools and Wall Street Program, the Pennsylvania Association of Public Employees Retirement Systems Spring Forum; the Fiduciary Investors Symposium, numerous U.S. Markets' Institutional Investor Forums, and The Evolving Fiduciary Obligations of Pension Plans. Mr. Davidson is also a member of numerous professional and educational organizations, including the National Association of Public Pension Attorneys.

Mr. Davidson is a graduate of The George Washington University where he received his Bachelor of Arts, *summa cum laude*, in Political Communication. Mr. Davidson received his Juris Doctor and Dispute Resolution Certificate from Pepperdine University School of Law and is licensed to practice law in the State of California.

RYAN T. DEGNAN, an associate of the Firm, concentrates his practice on new matter development with a specific focus on analyzing securities class action lawsuits, antitrust actions, and complex consumer actions. Mr. Degnan is also a member of the Firm's lead plaintiff litigation practice group and, in this role, has helped secure the Firm's clients' appointments as lead plaintiffs in: *In re HP Sec. Litig.*, No. 12-cv-5090, 2013 WL 792642 (N.D. Cal. Mar. 4, 2013); *In re JPMorgan Chase & Co. Sec. Litig.*, No. 12-cv-03852 (S.D.N.Y.); *Freedman v. St. Jude Medical, Inc., et al.*, No. 12-cv-3070 (D. Minn.); *Louisiana Municipal Police Employees' Ret. Sys. v. Green Mountain Coffee Roasters, Inc., et al.*, No. 11-cv-289, 2012 U.S. Dist. LEXIS 89192 (D. Vt. Apr. 27, 2012); and *In re Longtop Fin. Techs. Ltd. Sec. Litig.*, No. 11-cv-3658, 2011 U.S. Dist. LEXIS 112970 (S.D.N.Y. Oct. 4, 2011). Additionally, Mr. Degnan is currently litigating claims in *Woods v. Google Inc.*, No. 11-cv-1263 (N.D. Cal.).

Mr. Degnan received his law degree from Temple University Beasley School of Law in 2010, where he was a Notes and Comments Editor for the Temple Journal of Science, Technology & Environmental Law. Mr. Degnan earned his undergraduate degree in Biology from The Johns Hopkins University in 2004. While a law student, Mr. Degnan served as a Judicial Intern to the Honorable Gene E.K. Pratter of the United States District Court for the Eastern District of Pennsylvania. Mr. Degnan is licensed to practice in Pennsylvania and New Jersey, as well as before the United States District Court for the Eastern District of Pennsylvania.

BENJAMIN J. DE GROOT, an associate of the Firm, received his law degree from Columbia Law School where he was a Stone Scholar. He earned his B.A., with honors, in Philosophy and German Studies from the University of Arizona. Mr. de Groot is licensed to practice law in Pennsylvania and New York.

Following a clerkship with Judge Robert W. Sweet of the Southern District of New York, Mr. de Groot practiced litigation as an associate at Cleary Gottlieb Steen and Hamilton, LLP in New York. Prior to joining Kessler Topaz, he helped found A.I.S.G., a startup security integration firm in New York. Mr. de Groot's practice is currently focused in the case development department and he assists with the Firm's litigation discovery.

ANDREW DODEMAIDE, an associate of the Firm, concentrates his practice on new matter development with a specific focus on analyzing securities class action lawsuits, antitrust actions, and complex consumer actions. Mr. Dodemaide is also a member of the Firm's lead plaintiff litigation practice group.

Mr. Dodemaide earned his Juris Doctor degree from Rutgers School of Law – Camden, *summa cum laude*, and his B.A. from Rutgers University, Rutgers College, *summa cum laude*. Mr. Dodemaide is licensed to practice in New Jersey and Pennsylvania.

DONNA EAGLESON, a staff attorney of the Firm, received her law degree from the University of Dayton School of Law in Dayton, Ohio. Prior to joining Kessler Topaz, Ms. Eagleson worked as an attorney in the law enforcement field, and practiced insurance defense law with the Philadelphia firm Margolis Edelstein. Ms. Eagleson is licensed to practice law in Pennsylvania and concentrates in the area of securities litigation discovery matters.

JENNIFER P. ELWELL, a staff attorney at the Firm, concentrates her practice in the areas of ERISA and consumer protection litigation.

Ms. Elwell earned her Law degree from Temple University School of Law where she was a member of the Temple Law Review, and her Undergraduate degree from Villanova University. Before joining Kessler Topaz, Ms. Elwell was an associate at Pepper Hamilton LLP and a senior staff attorney at Dechert LLP where she practiced in the area of pharmaceutical litigation. Ms. Elwell is licensed to practice in Pennsylvania and New Jersey.

JENNIFER L. ENCK, an associate of the Firm, received her law degree, *cum laude*, from Syracuse University College of Law in 2003 and her undergraduate degree in International Politics from The Pennsylvania State University in 1999. Ms. Enck also received a Masters degree in International Relations from Syracuse University's Maxwell School of Citizenship and Public Affairs.

Prior to joining Kessler Topaz, Ms. Enck was an associate with Spector, Roseman & Kodroff, P.C. in Philadelphia, where she worked on a number of complex antitrust, securities and consumer protection cases. Ms. Enck is licensed to practice law in Pennsylvania. She concentrates her practice in the areas of securities litigation and settlement matters.

MONIQUE MYATT GALLOWAY, an associate with the Firm, concentrates her practice in the areas of ERISA, antitrust, and consumer protection litigation.

Ms. Galloway brings to the Firm ten years of complex defense litigation experience. Prior to joining the Firm, Ms. Galloway was a senior trial attorney for the Department of the Navy, Office of General Counsel in Washington, D.C., and later, an associate at DLA Piper LLP (US) in Philadelphia, Pennsylvania. Ms. Galloway has substantial government and private sector experience in the areas of

government contracts, construction, product liability, toxic tort, and antitrust litigation in federal and state courts nationwide. She has extensive successful motion practice on claims involving alleged mass torts, wrongful death, warranties, fraud, unfair business practices and anti-competition violations. Ms. Galloway also has successful first and second chair non-jury trial experience.

In 2012 and 2013, Ms. Galloway was selected as a Pennsylvania Super Lawyers® Rising Star.

Ms. Galloway is a former federal judicial law clerk for the Honorable Cynthia M. Rufe of the United States District Court for the Eastern District of Pennsylvania. In 2003, Ms. Galloway received her juris doctorate from Thurgood Marshall School of Law, with *cum laude* honors, where she was Managing Editor of the Thurgood Marshall Law Review. In 2008, she received her LL.M. in Trial Advocacy from Temple University, and received her Bachelor of Business Administration in Accounting from Texas Southern University in 2000.

Ms. Galloway is licensed to practice law in Pennsylvania and Texas. She is also admitted to practice before the Supreme Court of the United States, the United States Court of Appeals for the Third Circuit Court, the Eastern District of Pennsylvania, and the United States Court of Federal Claims.

Ms. Galloway currently serves as the Vice-President of Administration for the Barristers' Association of Philadelphia, Inc. and is a member of the Board of Directors for the Public Interest Law Center of Philadelphia. In addition to her service to clients and the legal community, she is a member of Alpha Kappa Alpha Sorority, Incorporated, Omega Omega Chapter.

KIMBERLY V. GAMBLE, a staff attorney at the Firm, received her law degree from Widener University, School of Law in Wilmington, DE. While in law school she was a CASA/Youth Advocates volunteer and had internships with the Delaware County Public Defender's Office as well as The Honorable Judge Ann Osborne in Media, Pennsylvania. She received her Bachelor of Arts degree in Sociology from The Pennsylvania State University.

Prior to joining Kessler Topaz, she worked in pharmaceutical litigation and now concentrates her practice in the area of securities litigation. Ms. Gamble is licensed to practice law in the Commonwealth of Pennsylvania.

TAMARA GAVRILOVA, an associate of the Firm, concentrates her practice on mergers and acquisition litigation and shareholder derivative litigation. Ms. Gavrilova previously served as a full-time extern for the Division of Enforcement of the United States Securities & Exchange Commission. She also served as an intern to the Honorable Allan L. Gropper of the United States Bankruptcy Court for the Southern District of New York.

Ms. Gavrilova earned her Juris Doctor degree from Cornell Law School where she served as Article Editor of the *Cornell Journal of Law & Public Policy*, and her undergraduate degree from Baruch College - City University of New York, *magna cum laude*. Ms. Gavrilova is licensed to practice in New York and New Jersey.

ABIGAIL J. GERTNER, a staff attorney of the Firm, concentrates her practice in consumer and ERISA litigation. Ms. Gertner has experience in a wide range of litigation including securities, consumer, pharmaceutical, and toxic tort matters. Prior to joining the Firm, Ms. Gertner was an associate with the Wilmington, Delaware law firm of Maron, Marvel, Bradley & Anderson. Before that, she was employed by the Wilmington office of Grant & Eisenhofer, P.A.

Ms. Gertner earned her Juris Doctor degree from Santa Clara University School of Law, and her undergraduate degree from Tulane University, *cum laude*. Ms. Gertner is licensed to practice in Pennsylvania and New Jersey.

MATTHEW A. GOLDSTEIN, an associate of the Firm, received his law degree from Rutgers School of Law – Camden and his Bachelor of Arts degree, *magna cum laude*, from The George Washington University. While in law school, Mr. Goldstein served as Associate Editor of Business and Marketing for the Rutgers Journal of Law and Religion. Mr. Goldstein also participated in the Children’s Justice Clinic, representing indigent minors in criminal matters.

Prior to joining Kessler Topaz, Mr. Goldstein was an associate in the commercial litigation department of Zarwin Baum DeVito Kaplan Schaer & Toddy, P.C. in the Philadelphia office. There, Mr. Goldstein concentrated his practice in commercial, corporate and real estate litigation.

Mr. Goldstein is licensed to practice law in Pennsylvania and New Jersey and concentrates his practice in mergers and acquisitions litigation and shareholder derivative litigation.

TYLER S. GRADEN, an associate of the Firm, received undergraduate degrees in Economics and International Relations from American University, and his Juris Doctor degree from Temple Law School. Mr. Graden is licensed to practice law in Pennsylvania and New Jersey and has been admitted to practice before numerous United States District Courts. Mr. Graden concentrates his practice in the areas of ERISA, employment law and consumer protection litigation.

Mr. Graden currently represents plaintiffs in a number of putative class actions brought nationwide alleging that certain mortgage servicers engaged in improper and unlawful kickback schemes with force-placed insurance providers.

Prior to joining Kessler Topaz, Mr. Graden practiced with a Philadelphia law firm where he litigated various complex commercial matters and served as an investigator with the Chicago District Office of the Equal Employment Opportunity Commission.

JOHN DEREK GUYNN, a staff attorney at the Firm. Mr. Guynn concentrates his practice on mergers and acquisitions litigation and shareholder derivative litigation. Prior to joining the Firm, Mr. Guynn practiced as an Assistant Public Defender in Bucks County, Pennsylvania, followed by a solo criminal defense practice and work in pharmaceutical and securities litigation.

Mr. Guynn earned his Juris Doctor degree from Widener University School of Law, during which time he was a judicial extern for the Honorable Joseph D. O’Keefe at the Philadelphia Court of Common Pleas Complex Litigation Center, and his B.A. from Roanoke College, where he was the Charles Wise Poet. Mr. Guynn is licensed to practice in Pennsylvania.

MARK K. GYANDOH, an associate of the Firm, concentrates his practice in the area of ERISA and consumer protection litigation. Mr. Gyandoh litigates ERISA fiduciary breach class actions across the country and was part of one of the few trial teams that have ever tried a “company stock” imprudent investment case to verdict in *Brieger et al. v. Tellabs, Inc.*, No. 06-CV-01882 (N.D. Ill.).

Mr. Gyandoh received his undergraduate degree from Haverford College (B.A. 1996) and his J.D. (2001) and LLM in trial advocacy (2011) from Temple University School of Law. While attending law school, Mr. Gyandoh served as the research editor for the Temple International and Comparative Law Journal. He also interned as a judicial clerk for the Honorable Dolores K. Sloviter of the U.S. Court of Appeals for the Third Circuit and the Honorable Jerome B. Simandle of the U.S. District Court for New Jersey.

After graduating from law school Mr. Gyandoh was employed as a judicial clerk for the Honorable Dennis Braithwaite of the Superior Court of New Jersey Appellate Division. Mr. Gyandoh is the author of “Foreign Evidence Gathering: What Obstacles Stand in the Way of Justice?” 15 Temp. Int’l & Comp. L.J.

(2001) and “Incorporating the Principle of Co-Equal Branches into the European Constitution: Lessons to Be Learned from the United States” found in *Redefining Europe* (2005).

Mr. Gyandoh is licensed to practice in New Jersey and Pennsylvania.

LEAH HEIFETZ, an associate of the Firm, concentrates her practice on mergers and acquisition litigation and stockholder derivative litigation.

Prior to joining the firm, Ms. Heifetz was an associate at Mulholland & Knapp, LLP, where she concentrated her practice in commercial litigation. Before that, she served as a law clerk to the Hon. Cynthia S. Kern of the New York State Supreme Court, New York County.

Ms. Heifetz received her law degree from Columbia Law School, and her undergraduate degree from the University of Pennsylvania with a major in Philosophy, Politics, and Economics.

Ms. Heifetz is licensed to practice law in New York, and has been admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York.

SUFEI HU, a staff attorney of the Firm, received her J.D. from Villanova University School of Law, where she was a member of the Moot Court Board. Prior to joining the Firm, Ms. Hu worked in pharmaceutical, anti-trust, and securities law. Ms. Hu received her undergraduate degree from Haverford College in Political Science, with honors. She is licensed to practice law in Pennsylvania and New Jersey, and is admitted to the United States District Court of the Eastern District of Pennsylvania. She concentrates her practice in the area of securities litigation.

SAMANTHA E. JONES, an associate of the Firm, received her Juris Doctor from Temple University Beasley School of Law in 2011. While at Temple, Ms. Jones was the president of the Moot Court Honor Society and a member of Temple’s Trial Team. Upon graduating from Temple, Ms. Jones was awarded the Philadelphia Trial Lawyers Association James A. Manderino Award. Ms. Jones received her undergraduate degrees in Political Science and Spanish from The Pennsylvania State University in 2007.

Ms. Jones is licensed to practice in Pennsylvania and New Jersey. She concentrates her practice in the ERISA department of the Firm.

JENNIFER L. JOOST, an associate in the Firm’s San Francisco office, received her law degree, cum laude, from Temple University Beasley School of Law, where she was the Special Projects Editor for the *Temple International and Comparative Law Journal*. Ms. Joost earned her undergraduate degree in History, with honors, from Washington University in St. Louis in 2003. She is licensed to practice in Pennsylvania and New Jersey and admitted to practice before the United States Courts of Appeals for the Second, Fourth, Ninth, and Eleventh Circuits, and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. She concentrates her practice at Kessler Topaz in the area of securities litigation.

Ms. Joost has served as an associate on the following matters: *In re Wireless Facilities, Inc.*, No. 04-CV-1589-JAH (NLS) (S.D. Cal.) and *In re ProQuest Inc. Securities Litigation*, No. 2:06-cv-10619 (E.D. Mich.). Additionally, she is currently serving as an associate on the following matters: *In re UBS AG Securities Litigation*, No. 1:07-cv-11225-RJS, currently pending in the United States District Court for the Southern District of New York; *Luther, et al. v. Countrywide Financial Corp.*, No. BC 380698, currently pending in the Superior Court of the State of California, County of Los Angeles; and *In re Citigroup, Inc. Bond Litig.*, No. 08 Civ. 9522 (SHS), currently pending in the United States District Court for the Southern District of New York.

STACEY KAPLAN, an associate in the Firm's San Francisco office, received her Bachelor of Business Administration from the University of Notre Dame in 2002, with majors in Finance and Philosophy. Ms. Kaplan received her J.D. from the University of California at Los Angeles School of Law in 2005.

During law school, Ms. Kaplan served as a Judicial Extern to the Honorable Terry J. Hatter, Jr., United States District Court, Central District of California. Prior to joining the firm, Ms. Kaplan was an associate with Robbins Geller Rudman & Dowd LLP in San Diego, California.

Ms. Kaplan concentrates her practice on prosecuting securities class actions. She is admitted to the California Bar and is licensed to practice in all California state courts, as well as the United States District Courts for the Northern and Central Districts of California.

D. SEAMUS KASKELA, an associate of the Firm, received his B.S. in Sociology from Saint Joseph's University, his M.B.A. from The Pennsylvania State University, and his law degree from Rutgers School of Law – Camden. Mr. Kaskela is licensed to practice law in Pennsylvania and New Jersey, and is admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. Mr. Kaskela works in the Firm's case development department.

JOHN Q. KERRIGAN, an associate of the Firm, received his J.D. in 2007 from the Temple University Beasley School of Law. Before joining the firm in 2009, he was an associate in the litigation department of Curtin and Heefner LLP in Morrisville, Pennsylvania. Mr. Kerrigan graduated Phi Beta Kappa from Johns Hopkins University and received an MA in English from Georgetown University. He is licensed to practice law in Pennsylvania and New Jersey and concentrates his practice in the areas of mergers and acquisitions and shareholder derivative actions.

TOD A. KUPSTAS, an associate of the Firm, concentrates his practice in the field of Intellectual Property Litigation. Mr. Kupstas is a graduate of the University of Pennsylvania where he earned degrees in Physics and Anthropology. He earned his law degree from the top IP law ranked George Washington University School of Law. He is licensed to practice in Pennsylvania and before the United States Patent and Trademark Office.

Mr. Kupstas started his career at the United States Patent and Trademark Office where he examined patent applications to determine if they met legal standards. He focused on optic and computer networking systems technologies. While there, he received outstanding performance, special achievement and productivity awards.

Since being in private practice, Mr. Kupstas has handled matters in a variety of technological fields, including mechanical devices, electrical devices, green technology, complex systems, software, advanced physics and material science. He has represented clients in all matters of Intellectual Property, including patent litigation, patent prosecution, trademark matters and copyright. Before joining the Firm, Mr. Kupstas practiced at an Intellectual Property boutique and T Wolf Block Schorr Solis-Cohen.

MEREDITH LAMBERT, an associate of the Firm, received her law degree in 2010 from Temple University Beasley School of Law, where she was an Associate Editor for the Temple International and Comparative Law Journal. Ms. Lambert earned a Bachelors of Arts degree in History and a Certificate of Proficiency in Spanish Language and Culture from Princeton University in 2006. While a law student, Ms. Lambert served as Judicial Extern to the Honorable Judge Leonard P. Stark of the U.S. District Court for the District of Delaware. Ms. Lambert is licensed to practice in Pennsylvania and concentrates her practice in the area of securities litigation.

JOSHUA A. LEVIN, a staff attorney at the Firm, and concentrates his practice in the area of securities litigation. Prior to joining Kessler Topaz, he worked in pharmaceutical litigation.

Mr. Levin received his law degree from Widener University School of Law, and earned his undergraduate degree from The Pennsylvania State University. Mr. Levin is licensed to practice in Pennsylvania and New Jersey.

JAMES A. MARO, JR., an associate of the Firm, received his law degree from the Villanova University School of Law. He received a B.A. in Political Science from the Johns Hopkins University. Mr. Maro is licensed to practice law in Commonwealth of Pennsylvania and New Jersey. He is admitted to practice in the United States Court of Appeals for the Third Circuit and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey.

Mr. Maro concentrates his practice in the Firm's case development department. He also has experience in the areas of consumer protection, ERISA, mergers and acquisitions, and shareholder derivative actions.

MEGAN MARTINO, a staff attorney at the Firm, concentrates her practice in the area of securities litigation. Ms. Martino earned her Juris Doctor degree from the University of the District of Columbia David A. Clarke School of Law, and her undergraduate degree from West Virginia University. Ms. Martino is licensed to practice in the District of Columbia and Maryland.

JOSHUA A. MATERESE, an associate of the Firm, received his Juris Doctor from Temple University Beasley School of Law in 2012, graduating with honors. He received his undergraduate degree from the Syracuse University Newhouse School of Communications. Mr. Materese is licensed to practice in Pennsylvania and admitted to practice before the United States Courts of Appeals for the Second and Third Circuits, and the United States District Courts for the Eastern District of Pennsylvania and the District of Colorado. He concentrates his practice at Kessler Topaz in the areas of securities and consumer protection litigation.

KATRICE TAYLOR MATHURIN, a staff attorney of the Firm, received her law degree from the University of Richmond School of Law. She received her undergraduate degree from The Johns Hopkins University. During law school, Ms. Mathurin practiced as an intern in the office of the United States Attorney for the Eastern District of Virginia, where she represented the United States in matters before the District Court. She also practiced in the University of Richmond Children's Law Center Disability Clinic. Prior to joining Kessler Topaz, Ms. Mathurin practiced in the areas of real estate and construction litigation. Ms. Mathurin is licensed to practice law in Pennsylvania and concentrates in the area of securities litigation.

JOHN J. McCULLOUGH, a staff attorney at the Firm, concentrates his practice in the area of securities litigation. In 2012, Mr. McCullough passed the CPA Exam.

Mr. McCullough earned his Juris Doctor degree from Temple University School of Law, and his undergraduate degree from Temple University. Mr. McCullough is licensed to practice in Pennsylvania.

PATRICK J. MATTUCCI, a staff attorney at the Firm, received his law degree from the University of Pennsylvania Law School, and his undergraduate degree in History from Yale University. Mr. Mattucci is licensed to practice law in Pennsylvania, and concentrates his practice in the area of securities litigation.

JAMES H. MILLER, an associate of the Firm, received his J.D. in 2005 from Villanova University School of Law, where he was enrolled in Villanova University's JD/MBA program. Mr. Miller received his Master of Business Administration from Villanova University in 2005, and received his Bachelor of Chemical Engineering from Villanova University in 2002. Mr. Miller is licensed to practice law in Pennsylvania and concentrates his practice in the areas of mergers and acquisitions and shareholder derivative actions.

KRYSTN E. MUNDY, a staff attorney of the Firm, received her law degree from the University of Miami School of Law and her undergraduate degree in Political Science and Spanish, cum laude, from Mount Saint Mary's University.

Prior to joining Kessler Topaz, Ms. Mundy practiced employment law and was in-house counsel at Philadelphia Corporation for Aging. Ms. Mundy is licensed to practice law in Pennsylvania and Nevada and is admitted to practice in the United States District Court for the Eastern District of Pennsylvania. She now concentrates her practice in the area of securities litigation.

CASANDRA A. MURPHY, an associate of the Firm, received her law degree from Widener University School of Law and her undergraduate from Gettysburg College. Prior to joining Kessler Topaz, Ms. Murphy was an associate at Post & Schell, P.C. where she practiced general casualty litigation. Ms. Murphy is licensed to practice in Pennsylvania and New Jersey, and has been admitted to practice before the United State District Court for the Eastern District of Pennsylvania. Ms. Murphy has lectured for the Pennsylvania Bar Institute and the Philadelphia Judicial Conference. She concentrates her practice in the areas of consumer protection, ERISA, pharmaceutical pricing and antitrust litigation.

JONATHAN F. NEUMANN, an associate with the Firm, concentrates his practice in the area of securities litigation. Prior to joining the Firm, Mr. Neumann served as a law clerk to the Honorable Douglas E. Arpert of the United States District Court for the District of New Jersey.

Mr. Neumann earned his Juris Doctor degree from Temple University Beasley School of Law, and his undergraduate degree from the University of Delaware. Mr. Neumann is licensed to practice in New Jersey.

MICHELLE M. NEWCOMER, an associate of the Firm, received her law degree from Villanova University School of Law in 2005. Ms. Newcomer received her undergraduate degrees in Finance and Art History from Loyola College in Maryland in 2002. Throughout her legal career, Ms. Newcomer has concentrated her practice in the area of securities litigation, representing individual and institutional investors and helping them to recover millions against corporate and executive defendants for violations of the federal securities laws. In this respect, Ms. Newcomer helped secure the following recoveries for investors: *In re Tenet Healthcare Corp. Sec. Litig.*, No. 02-8462 (C.D. Cal.) (settled – \$281.5 million); *In re Acclaim Entertainment, Inc. Sec. Litig.*, No. 2:03-CV-1270 (JS) (ETB) (E.D.N.Y.) (settled – \$13.65 million); *In re Zale Corp. Sec. Litig.*, No. 3:06-CV-01470-N (settled – \$5.9 million); and *In re Leadis Tech., Inc. Sec. Litig.*, No. C-05-0882-CRB (N.D. Cal.) (settled – \$4.2 million). Ms. Newcomer is also currently involved in several high profile securities fraud suits, including: *In re Lehman Brothers Sec. & ERISA Litig.*, No. 09 MD 2017 (LAK) (S.D.N.Y.) and *In re SemGroup Energy Partners, L.P. Sec. Litig.*, No. 08-MD-1989-GFK-FHM (N.D. OIka.).

Ms. Newcomer is licensed to practice law in the Commonwealth of Pennsylvania and the State of New Jersey and has been admitted to practice before the Supreme Court of the United States, the United States Court of Appeals for the Ninth and Tenth Circuits, and the United States District Court for the District of New Jersey.

MARGARET E. ONASCH, an associate of the Firm, received her law degree, cum laude, from Temple University Beasley School of Law. While at Temple, Ms. Onasch was a Beasley Scholar and a staff editor for the Temple Journal of Science, Technology, and Environmental Law. Ms. Onasch earned her undergraduate degree with honors in Sociology and Spanish from Franklin and Marshall College in 2007. During law school, Ms. Onasch served as a judicial Intern to the Honorable Glynnis D. Hill of the Philadelphia Court of Common Pleas. Ms. Onasch is licensed to practice in Pennsylvania and New Jersey. She concentrates her practice in the area of securities litigation.

JENNA M. PELLECCIA, an associate of the Firm, received her law degree, cum laude, from Villanova University School of Law in 2010 and her undergraduate degrees in Physics and Mathematics from Duke University in 2007. Ms. Pelleccia is licensed to practice law in Pennsylvania and New Jersey. She concentrates her practice in the areas of Intellectual Property law and Patent Litigation.

JUSTIN O. RELIFORD, an associate of the Firm, concentrates his practice on mergers and acquisition litigation and shareholder derivative litigation. Mr. Reliford graduated from the University of Pennsylvania Law School in 2007. While earning his J.D., Mr. Reliford was a member of the University of Pennsylvania Mock Trial Team and a member of the Keedy Cup Moot Court Board. Mr. Reliford received his B.A. from Williams College in 2003, majoring in Psychology with a concentration in Leadership Studies. Prior to joining the firm, Mr. Reliford was an associate in the labor and employment practice group of Morgan Lewis & Bockius, LLP. There, Mr. Reliford concentrated his practice on employee benefits, fiduciary, and workplace discrimination litigation. Mr. Reliford has extensive experience representing clients in connection with nationwide class and collective actions.

Mr. Reliford is a member of the Pennsylvania and New Jersey bars, and he is admitted to practice in the Third Circuit Court of Appeals, the Eastern District of Pennsylvania, and the District of New Jersey.

KRISTEN L. ROSS, an associate of the Firm, concentrates her practice in shareholder derivative actions. Ms. Ross received her J.D., with honors, from the George Washington University Law School, and B.A., *magna cum laude*, from Saint Joseph's University, with a major in Economics and minors in International Relations and Business.

Ms. Ross is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Courts for the District of New Jersey and the Eastern District of Pennsylvania. Prior to joining Kessler Topaz, Ms. Ross was an associate at Ballard Spahr LLP, where she focused her practice in commercial litigation, particularly foreclosure and bankruptcy proceedings. She also has experience in commercial real estate transactions. During law school, Ms. Ross served as an intern with the United States Attorney's Office for the Eastern District of Pennsylvania.

ALLYSON M. ROSSEEL, a staff attorney of the Firm, received her law degree from Widener University School of Law. She earned her B.A. in Political Science from Widener University and is licensed to practice law in Pennsylvania and New Jersey.

Prior to joining the Firm, Ms. Rosseel was employed as general counsel for a boutique insurance consultancy/brokerage focused on life insurance sales, premium finance and structured settlements. She concentrates her practice at Kessler Topaz in the area of securities litigation.

RICHARD A. RUSSO, JR., an associate of the Firm, received his law degree, cum laude, from the Temple University Beasley School of Law, where he was a member of the Temple Law Review. Mr. Russo received his Bachelor of Science in Business Administration, cum laude, from Villanova University. He is licensed to practice law in Pennsylvania and New Jersey, and is admitted to practice before the United States Courts of Appeals for the First and Tenth Circuits. He concentrates his practice at Kessler Topaz in the area of securities litigation.

Mr. Russo recently helped secure a \$516 million recovery for investors in *In re Lehman Brothers Sec. & ERISA Litig.*, No. 09 MD 2017 (LAK), and is currently pursuing claims against Lehman Brothers' auditor in the United States District Court for the Southern District of New York. In addition, Mr. Russo currently serves as an associate on the following matters: *In re Bank of America Corp. Sec., Deriv. & ERISA Litig.*, No. 09 MD 2058 (PKC), pending in the United States District Court for the Southern District of New York; *In re Citigroup, Inc. Bond Litig.*, No. 08 Civ. 9522 (SHS), pending in the United States District Court for the Southern District of New York; *In re Heckmann Corp. Sec. Litig.*, No. 10 Civ. 00378-LPS-MPT, pending in the United States District Court for the District of Delaware; *Stratte-*

McClure v. Morgan Stanley, No. 09 Civ. 2017 (DAB), pending in the United States District Court for the Southern District of New York; and *In re UBS AG Sec. Litig.*, No. 07 Civ.11225-RJS, pending in the United States District Court for the Southern District of New York.

JULIE SIEBERT-JOHNSON, an associate of the Firm, received her law degree from Villanova University School of Law in 2008. She graduated cum laude from the University of Pennsylvania in 2003. Ms. Siebert-Johnson is licensed to practice law in Pennsylvania and New Jersey. She concentrates her practice in the area of ERISA and consumer protection litigation.

MELISSA J. STARKS, a staff attorney at the Firm, concentrates her practice in the area of securities litigation. Ms. Starks earned her Juris Doctor degree from Temple University- Beasley School of Law, her LLM from Temple University -Beasley School of Law, and her undergraduate degree from Lincoln University. Ms. Starks is licensed to practice in Pennsylvania.

MICHAEL P. STEINBRECHER, a staff attorney at the Firm, concentrates his practice in the area of securities litigation. Prior to joining Kessler Topaz he worked in pharmaceutical litigation. Mr. Steinbrecher earned his Juris Doctor from Temple University James E. Beasley School of Law, and received his Bachelors of Arts in Marketing from Temple University. Ms. Steinbrecher is licensed to practice in Pennsylvania and New Jersey.

JULIE SWERDLOFF, a staff attorney of the Firm, received her undergraduate degree in Real Estate and Business Law from The Pennsylvania State University and received her law degree from Widener University School of Law. While attending law school, she interned as a judicial clerk for the Honorable James R. Melinson of the United States District Court for the Eastern District of Pennsylvania. She is licensed to practice law in Pennsylvania and New Jersey and has been admitted to practice before the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey.

Prior to joining Kessler Topaz, Ms. Swerdloff managed environmental claims litigation for a Philadelphia-based insurance company and prior to that was an associate at a general practice firm in Montgomery County, PA. At Kessler Topaz, she has been involved in the Firm's derivative and securities class action cases, including the historic Tyco case (*In re Tyco International, Ltd. Sec. Lit.*, No. 02-1335-B (D.N.H. 2002) (settled -- \$3.2 billion)) and many options backdating cases. Currently she concentrates her practice in federal and state wage and hour litigation.

BRIAN W. THOMER, a staff attorney at the Firm, concentrates his practice in the area of securities litigation. Mr. Thomer received his Juris Doctor degree from Temple University Beasley School of Law, and his undergraduate degree from Widener University. Mr. Thomer is licensed to practice in Pennsylvania.

ALEXANDRA H. TOMICH, a staff attorney of the Firm, received her law degree from Temple Law School and her undergraduate degree, from Columbia University, with a B.A. in English. She is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, she worked as an associate at Trujillo, Rodriguez, and Richards, LLC in Philadelphia. Ms. Tomich volunteers as an advocate for children through the Support Center for Child Advocates in Philadelphia and at Philadelphia VIP. She concentrates her practice in the area of securities litigation.

AMANDA R. TRASK, an associate of the Firm, received her law degree from Harvard Law School and her undergraduate degree, cum laude, from Bryn Mawr College, with honors in Anthropology. She is licensed to practice law in Pennsylvania and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Prior to joining Kessler Topaz, she worked as an associate at a Philadelphia law firm where she represented defendants in consumer product litigation. Ms. Trask has served as an advocate for children with disabilities and their parents and taught special education law. She currently serves on the Board of the Bryn Mawr College Club of Philadelphia. She concentrates her practice in the areas of ERISA, consumer protection and stockholder derivative actions.

DAVE W. URIS, a staff attorney with the Firm, received his law degree from Santa Clara University School of Law, where he was the Technical Editor of the Santa Clara Law Review. Mr. Uris received his undergraduate degree from the University of California at Santa Barbara, with a B.A. in Law and Society.

Mr. Uris is licensed to practice law in the Commonwealth of Pennsylvania, the State of California, and the District of Columbia, and concentrates his practice in mergers and acquisitions litigation and stockholder derivative litigation.

JASON M. WARE, a staff attorney at the Firm, received his law degree from Villanova University School of Law. He received his Bachelor of Arts in English from Millersville University. Mr. Ware is licensed to practice law in the Commonwealth of Pennsylvania.

Prior to joining the Firm, Mr. Ware was a Legal Coordinator in the Jackson Cross Partners Advisory Services Group. He was responsible for the legal and title review of commercial real estate portfolios and abstraction of commercial leases. With the Firm, Mr. Ware concentrates his practice in the area of securities litigation.

STACEY WAXMAN, a staff attorney at the Firm, received her undergraduate degree in Business Administration from George Washington University and received her law degree from Widener University School of Law. While in law school, she was a law clerk for a general practice firm in Bucks County. Prior to joining Kessler Topaz, she worked as an associate for a Bucks County law firm. Ms. Waxman is licensed to practice in Pennsylvania, and she concentrates her practice in the area of securities litigation.

KURT WEILER, a staff attorney of the Firm, received his law degree from Duquesne University School of Law, where he was a member of the Moot Court Board and McArdle Wall Honoree. He received his undergraduate degree from the University of Pennsylvania.

Prior to joining Kessler Topaz, Mr. Weiler was associate corporate counsel for a Philadelphia-based mortgage company, where he specialized in the area of foreclosures and bankruptcy. Mr. Weiler is licensed to practice law in Pennsylvania and currently concentrates his practice in the area of securities litigation.

DIANA J. ZINSER, a staff attorney of the Firm, received her J.D. from Temple University Beasley School of Law in 2006. She received her B.A., *cum laude*, in political science with a minor in economics from Saint Joseph's University in 2003 and was a member of the Phi Beta Kappa honor society.

Prior to joining the firm, Ms. Zinser was a project attorney at Pepper Hamilton LLP in Philadelphia, where she worked in the health effects litigation practice group. Ms. Zinser is licensed to practice law in Pennsylvania, and concentrates her practice in the area of consumer protection, ERISA, pharmaceutical pricing and antitrust litigation.

COUNSEL

IOANA A. BROOKS, Counsel in the Firm's San Francisco office, received her law degree from the University of San Francisco School of Law. She received her Bachelor of Science in Economics from Duke University. Ms. Brooks is licensed to practice law in California and concentrates her practice in the area of securities litigation.

DONNA SIEGEL MOFFA, Counsel to the Firm, received her law degree, with honors, from Georgetown University Law Center in May 1982. She received her undergraduate degree, cum laude, from Mount Holyoke College in Massachusetts. Ms. Siegel Moffa is admitted to practice before the Third Circuit Court of Appeals, the United States Courts for the District of New Jersey and the District of Columbia, as well as the Supreme Court of New Jersey and the District of Columbia Court of Appeals. Prior to joining the firm, Ms. Siegel Moffa was a member of the law firm of Trujillo, Rodriguez & Richards, LLC, where she litigated, and served as co-lead counsel, in complex class actions arising under federal and state consumer protection statutes, lending laws and laws governing contracts and employee compensation. Prior to entering private practice, Ms. Siegel Moffa worked at both the Federal Energy Regulatory Commission (FERC) and the Federal Trade Commission (FTC). At the FTC, she prosecuted cases involving allegations of deceptive and unsubstantiated advertising. In addition, both at FERC and the FTC, Ms. Siegel Moffa was involved in a wide range of administrative and regulatory issues including labeling and marketing claims, compliance, FOIA and disclosure obligations, employment matters, licensing and rulemaking proceedings.

Ms. Siegel Moffa continues to concentrate her practice in the area of consumer protection litigation. She served as co-lead counsel for the class in *Robinson v. Thorn Americas, Inc.*, L-03697-94 (Law Div. 1995), a case that resulted in a significant monetary recovery for consumers and changes to rent-to-own contracts in New Jersey. Ms. Siegel Moffa was also counsel in *Muhammad v. County Bank of Rehoboth Beach, Delaware*, 189 N.J. 1 (2006), U.S. Sup. Ct. cert. denied, 127 S. Ct. 2032(2007), in which the New Jersey Supreme Court struck a class action ban in a consumer arbitration contract. She has served as class counsel representing consumers pressing TILA claims, e.g. *Cannon v. Cherry Hill Toyota, Inc.*, 184 F.R.D. 540 (D.N.J. 1999), and *Dal Ponte v. Am. Mortg. Express Corp.*, CV- 04-2152 (D.N.J. 2006), and has pursued a wide variety of claims that impact consumers and individuals including those involving predatory and sub-prime lending, mandatory arbitration clauses, price fixing, improper medical billing practices, the marketing of light cigarettes and employee compensation. Ms. Siegel Moffa's practice has involved significant appellate work representing individuals, classes, and non-profit organizations participating as amicus curiae, such as the National Consumer Law Center and the AARP. In addition, Ms. Siegel Moffa has regularly addressed consumer protection and litigation issues in presentations to organizations and professional associations. Ms. Siegel Moffa is a member of the Pennsylvania Bar Association, the New Jersey State Bar Association, the Camden County Bar Association, the District of Columbia Bar Association, the National Association of Consumer Advocates and the Public Justice Foundation.

DANIEL C. MULVENY, Counsel to the Firm, received his law degree, with honors, from the Dickinson School of Law of the Pennsylvania State University. He received his bachelor of science degree in Chemical Engineering from the University of Delaware.

Mr. Mulveny brings to the Firm over 10 years of patent litigation experience in a variety of technologies including generic pharmaceutical litigation under the Hatch-Waxman Act, semiconductor manufacturing, magnetic recording media, catalysts, and automotive coatings. Prior to joining the Firm, Mr. Mulveny was a member of the law firm of Novak Druce Connolly Bove + Quigg, LLP in their Wilmington, Delaware office where he was a lead attorney in defending Pfizer's blockbuster cholesterol drug Lipitor® from multiple generic challenges.

Mr. Mulveny is a former federal judicial clerk for the Honorable Thomas J. Rueter of the United States District Court for the Eastern District of Pennsylvania in Philadelphia, PA.

Mr. Mulveny is licensed to practice in Delaware, Pennsylvania, and the United States Patent and Trademark Office. He is also admitted to practice before the United States District Courts for the District of Delaware, the Eastern District of Pennsylvania, and the District of Colorado and the United States Court of Appeals for the Federal Circuit. Mr. Mulveny concentrates his practice in the areas of Intellectual Property law and Patent Litigation.

CONSULTANTS

DAVID RABBINER serves as Kessler Topaz's Director of Investigative Services and leads investigations necessary to further and strengthen the Firm's class action litigation efforts. Although his investigative services are primarily devoted to securities matters, Mr. Rabbiner routinely provides litigation support, conducts due diligence, and lends general investigative expertise and assistance to the Firm's other class action practice areas. Mr. Rabbiner plays an integral role on the Firm's legal team, providing critical investigative services to obtain evidence and information to help ensure a successful litigation outcome. Before joining Kessler Topaz, Mr. Rabbiner enjoyed a broad based, successful career as an FBI Special Agent, including service as an Assistant Special Agent in Charge, overseeing multiple criminal programs, in one of the Bureau's largest field offices. He holds an A.B. in English Language and Literature from the University of Michigan and a Juris Doctor from the University of Miami School of Law.

EXHIBIT 2-C

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

ECF CASE

This Document Applies To:

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF JAMES J. SABELLA IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF GRANT & EISENHOFER P.A.**

JAMES J. SABELLA declares as follows:

1. I am a director of the law firm of Grant & Eisenhofer P.A. ("G&E"). I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").
2. My firm, which is co-counsel to plaintiff Belmont Holdings Corp., acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair. Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm for the benefit of the class and included in this submission includes review and analysis of documents produced by defendants and others, and coding such documents according to the nature of the document, the persons transmitting or receiving the document, and the specific issues in the case to which the documents relate.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

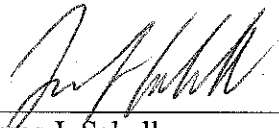
6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications, is 5,045.60. The total lodestar for that work is \$1,658,430.00, all of which is attorneys' time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$2,318.98 in unreimbursed expenses in connection with the work performed at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 10, 2014.



James J. Sabella

EXHIBIT 1***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**Grant & Eisenhofer P.A.****TIME REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
James J. Sabella	.60	875.00	525.00
Counsel/Associates/Staff Attorneys			
Deborah Elman	1.80	640.00	1,152.00
James Cavanaugh	636.00	395.00	251,220.00
Edward Lilly	607.30	340.00	206,482.00
Simona Bonifacic	602.10	340.00	204,714.00
Lisa Grumbine	591.00	340.00	200,940.00
Kimberly B. Schwarz	528.00	275.00	145,200.00
Lawrence Kempner	513.10	395.00	202,674.50
Kerry Dustin	511.90	310.00	158,689.00
Katie Sierakowski	458.30	295.00	135,198.50
George Stemerman	319.50	250.00	79,875.00
C. Kirby Happer	276.00	260.00	71,760.00
TOTAL LODESTAR	5,045.60		1,658,430.00

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

Grant & Eisenhofer P.A.

EXPENSE REPORT – E&Y Settlement

From February 16, 2012 through January 15, 2014

CATEGORY	AMOUNT
Telephones/Faxes	.75
Postage & Express Mail	168.98
Internal Copying	2,149.25
TOTAL EXPENSES	2,318.98

EXHIBIT 2-D

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF MARK A. STRAUSS, IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF KIRBY MCINERNEY LLP**

MARK A. STRAUSS, declares as follows:

1. I am a member of the law firm of Kirby McInerney LLP. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").

2. My firm, which represents plaintiffs Ann Lee and Michael Karfunkel, acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair. Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm for the benefit of the class and included in this submission includes extensive discovery-related document review and analysis at the direction of the Executive Committee.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications, is 9,169.75. The total lodestar for that work is \$3,344,068.75, consisting of \$3,325,218.75 for attorneys' time and \$18,850.00 for professional support staff time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$897.31 in unreimbursed expenses in connection with the work performed at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 4, 2014.



MARK A. STRAUSS

EXHIBIT 1

In re Lehman Brothers Equity/Debt Securities Litigation

08-CV-5523-LAK

Kirby McInerney LLP

TIME REPORT - E&Y Settlement

From February 16, 2012 through January 15, 2014

NAME	HOURS	HOURLY RATE	LODESTAR
Partner			
Mark Strauss	1.00	\$ 775	\$ 775.00
Associates			
James Hill	107.00	\$ 300	\$ 32,100.00
Jennifer Sharp	594.75	\$ 425	\$ 252,768.75
Deep Patel	542.50	\$ 400	\$ 217,000.00
Michael Warden	527.50	\$ 350	\$ 184,625.00
Brett Parker	777.00	\$ 325	\$ 252,525.00
Stephen Christy	687.00	\$ 325	\$ 223,275.00
Rob Hill	559.25	\$ 500	\$ 279,625.00
Bradley Bush	509.00	\$ 400	\$ 203,600.00
Nancy Hull	535.75	\$ 325	\$ 174,118.75
James Carroll	85.25	\$ 525	\$ 44,756.25
Carissa Beene	651.00	\$ 325	\$ 211,575.00
Elizabeth Graham	28.25	\$ 450	\$ 12,712.50
Thomas Howery	472.25	\$ 275	\$ 129,868.75
Brittany Teal	305.00	\$ 375	\$ 114,375.00
Emily Jakobeit	458.50	\$ 400	\$ 183,400.00
Helina Medhin	388.75	\$ 325	\$ 126,343.75
Stacy Hays	128.00	\$ 425	\$ 54,400.00
Kathryn Allen	40.50	\$ 500	\$ 20,250.00
Morgan Faber	181.00	\$ 400	\$ 72,400.00
Amy Oakden	81.75	\$ 425	\$ 34,743.75
Nyla Kazi	733.50	\$ 325	\$ 238,387.50
Ravinder Deol	631.25	\$ 375	\$ 236,718.75
Karina Kosharsky	49.75	\$ 500	\$ 24,875.00
Professional Support Staff			
Erin O'Balle	92.75	\$ 200	\$ 18,550.00
Janice Togonal	1.50	\$ 200	\$ 300.00
TOTAL	9,169.75		\$ 3,344,068.75

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

Kirby McInerney LLP

EXPENSE REPORT - E&Y Settlement

From February 16, 2012 through January 15, 2014

Expense Category	Amount
Telephone	\$ 865.59
Fedex	31.72
Total	\$ 897.31

EXHIBIT 2-E

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF JONATHAN GARDNER, IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF LABATON SUCHAROW LLP**

JONATHAN GARDNER, declares as follows:

1. I am a member of the law firm of Labaton Sucharow LLP. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").

2. My firm, which represents Lead Plaintiff the City of Edinburgh Council as administering authority of the Lothian Pension Fund ("Lothian"), acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair as well as for services provided to our client for which we had the prior approval of the Executive

Committee and/or its Chair. Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm for the benefit of the class and included in this submission includes: researching and investigating the claims and defenses, reviewing and analyzing documents produced by defendants, as well as third party sources, and participating in conferences with Lead Counsel. Additionally, the following services were provided by my firm with respect to our client, Lead Plaintiff Lothian, with the prior approval of the Executive Committee and/or its Chair: consulting, communicating and strategizing with Lothian via telephone, email and in person meetings concerning the Action, analyzing damages, and advising and obtaining Lothian's authority on issues related to efforts to settle the action.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was

not included in prior applications, is 5,103.2. The total lodestar for that work is \$2,115,323.00, consisting of \$2,101,704.00 for attorneys' time and \$13,619.00 for professional support staff time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$9,329.01 in unreimbursed expenses in connection with the work performed at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 6, 2014.



JONATHAN GARDNER

EXHIBIT 1***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**LABATON SUCHAROW LLP****TIME REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

NAME	HOURLY RATE	HOURS	LODESTAR
Partners			
Dubbs, T.	\$975.00	32.3	\$31,492.50
Belfi, E.	\$825.00	7.0	\$5,775.00
Gardner, J.	\$800.00	125.6	\$100,480.00
Of Counsel, Associates, Staff Attorneys			
Zeiss, N.	\$750.00	20.8	\$15,600.00
Wierzbowski, E.	\$690.00	4.5	\$3,105.00
Nguyen, A.	\$640.00	116.4	\$74,496.00
Smith, P.	\$590.00	44.9	\$26,491.00
Cividini, D.	\$560.00	7.4	\$4,144.00
Sontag, M.	\$435.00	455.5	\$198,142.50
George, L.	\$435.00	300.5	\$130,717.50
Ladson, E.	\$435.00	155.6	\$67,686.00
Quiles, T.	\$425.00	495.3	\$210,502.50
Allan, A.	\$410.00	595.5	\$244,155.00
Hirsh, J.	\$410.00	243.1	\$99,671.00
Zaneski, A.	\$400.00	409.2	\$163,680.00
Hawkins, D.	\$400.00	230.1	\$92,040.00
Gianturco, D.	\$360.00	655.9	\$236,124.00
Donnelly, C.	\$350.00	519.8	\$181,930.00
Shrem, E.	\$335.00	643.2	\$215,472.00
Professional Support Staff			
Ching, N.	\$405.00	5.5	\$2,227.50
Malonzo, F.	\$340.00	23.2	\$7,888.00
Mehringer, L.	\$300.00	3.5	\$1,050.00
Kupersmith, R.	\$295.00	3.5	\$1,032.50
Capuozzo, C.	\$290.00	4.9	\$1,421.00
TOTAL LODESTAR		5,103.2	\$2,115,323.00

EXHIBIT 2***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**LABATON SUCHAROW LLP****EXPENSE REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

CATEGORY	AMOUNT
On-Line Legal Research*	\$ 908.31
Telephones/Faxes	\$ 81.37
Internal Copying	\$ 354.00
Out of Town Travel	\$ 7,426.85
Local Transportation	\$ 436.42
Working Meals	\$ 60.86
Court Reporters and Transcripts	\$ 61.20
TOTAL EXPENSES:	\$9,329.01

* The charges reflected for on-line research are for out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

EXHIBIT 2-F

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF DEBORAH R. GROSS, IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF LAW OFFICES BERNARD M. GROSS, P.C.**

Deborah R. Gross, declares as follows:

1. I am a member of the law firm of Law Offices Bernard M. Gross, P.C. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").

2. My firm, which represents Belmont Holdings Corp., acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair as well as for services provided to our client for which we had the prior approval of the Executive Committee and/or its Chair. Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm, at the direction of lead counsel and for the benefit of the class, includes:

(a) The analysis, review and coding of documents of the following custodians: Robert Azerad; Ed Grieb, Steve Berkenfelder; Jeff Goodman; Eric Felder; Shaun Butler; Kenneth Cohen, Ted Janulis, Andrew Morton, Tom Russo, Ryan Traverso, Roger Naigoff, Jerry Rizzeri, Beth Rudofker, Demetrios Kritkos, Alex Kirk, Marie Stewart; Martin Kelly, Paul Shotton, Divyesh Chokshi, John Feraca, Chris O'Meara, Amin Kaushik; Erin Callan; Bernard Clement, David Goldfarb, Rich McKinney, Larry Wieseneck, Joseph Gregory; M. King; Michael McGarvey, Gerald Reilly, James Emmert, Tracey Binkley, Madelyn Antoncic, Daniel Fleming, Bart McDade, Richard Fuld, Ian Lowitt, Kentaro Umezaki, Michael Gelband; Jennifer Park, and Paolo Tonucci, by Kay Sickles, Susan Gross, Tina Moukoulis, Eileen Lavin, Susan Halpern, Andrew Kurtz, Andrew Seid, Matthew Reid, and Timothy Jeff Domis;

(b) Participating in regularly scheduled conference calls to discuss interesting documents found and drafting of memos regarding "hot" documents which were then reported to and provided to the other Lehman team members/leadership;

(c) Attending the depositions of Sam Descovich and Dan Ryan and summarizing the depositions of: Margaret Finan, Gerard Gruner, Hillary Hansen, Jennifer Jackson, Bharat Jain, Michael Kelly, Matthew Kurzweil, Matthew Lee, Dan Ryan, Kevin Reilly, William Schlich, Kristine Smith, Marie Stewart, and Arthur Tully; and,

(d) Communicated with lead counsel and with our client, Belmont Holdings.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the

billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications, is 3153.75. The total lodestar for that work is \$1,396,187.50.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$1,049.40 in unreimbursed expenses in connection with the work performed at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 12, 2014.



DEBORAH R. GROSS

EXHIBIT 1***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**LAW OFFICE BERNARD M. GROSS, P.C.****TIME REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Deborah R. Gross	41.25	\$750	\$30,937.50
Susan R. Gross	563.75	\$525	\$295,968.75
Associates			
Kay E. Sickles	70.75	\$500	\$35,375.00
Tina Moukoulis	312.25	\$475	\$148,318.75
Susan Halpern	709.50	\$485	\$344,107.50
Andrew Kurtz	15.25	\$495	\$7,548.75
Eileen Lavin	580.75	\$475	\$275,856.25
Andrew Seid	228.50	\$300	\$68,550.00
T. Jeffrey Domis	270.50	\$300	\$81,150.00
Matthew Reid	361.25	\$300	\$108,375.00
TOTAL LODESTAR	3153.75		\$1,396,187.50

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

LAW OFFICES BERNARD M. GROSS, P.C.

EXPENSE REPORT – E&Y Settlement

From February 16, 2012 through January 15, 2014

CATEGORY	AMOUNT
On-Line Legal Research*	\$253.64
Telephones/Faxes	\$36.55
Postage & Express Mail	\$11.70
Internal Copying	\$64.00
Out of Town Travel	\$564.48
Working Meals	\$119.03
TOTAL EXPENSES:	\$1049.40

* The charges reflected for on-line research are for out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

EXHIBIT 2-G

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF MARVIN L. FRANK IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF MURRAY FRANK LLP**

Marvin L. Frank declares as follows:

1. I am a member of the law firm of Murray Frank LLP. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").

2. My firm, which represents Marsha Kosseff, acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair. Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm for the benefit of the class and included in this submission includes: document review and reviewing the opposition to the motion to dismiss.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications, is 477.5. The total lodestar for that work is \$192,880, consisting of attorneys' time.

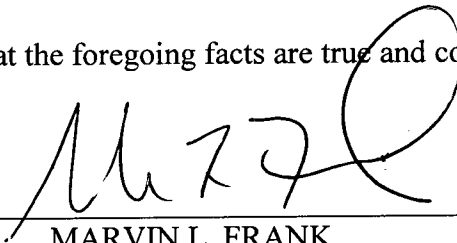
7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$127.27 in unreimbursed expenses in connection with the work performed at the

direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 7, 2014.



MARVIN L. FRANK

Exhibit 1

EXHIBIT 1

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

MURRAY FRANK LLP

TIME REPORT – E&Y Settlement

From February 16, 2012 through January 15, 2014

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Marvin L. Frank	4.7	\$800	\$3,760
Associates			
Matthew Lepore	472.8	\$400	\$189,120
Professional Support Staff			
TOTAL LODESTAR	477.5		\$192,880

Exhibit 2

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

MURRAY FRANK LLP

EXPENSE REPORT – E&Y Settlement

From February 16, 2012 through January 15, 2014

CATEGORY	AMOUNT
Court Fees	\$13.36 (Pacer)
Service of Process	
On-Line Legal Research*	\$5.80
On-Line Factual Research*	
Document Management/Litigation Support	
Telephones/Faxes	
Postage & Express Mail	\$108.11
Hand Delivery Charges	
Internal Copying	
Outside Copying	
Out of Town Travel	
Local Transportation	
Working Meals	
Court Reporters and Transcripts	
Special Publications	
Staff Overtime	
Investigators	
Experts	
Mediation Fees	
Contributions to Plaintiffs' Litigation Fund	
TOTAL EXPENSES:	\$127.27

* The charges reflected for on-line research are for out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

EXHIBIT 2-H

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

ECF CASE

This Document Applies To:

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF ROBERT ROSEMAN IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF SPECTOR ROSEMAN KODROFF & WILLIS, PC**

ROBERT M. ROSEMAN, declares as follows:

1. I am a member of the law firm of SPECTOR ROSEMAN KODROFF & WILLIS, PC. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").

2. My firm, which represents the Northern Ireland Local Government Officers' Superannuation Committee, acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair as well as for services provided to our client for which we had the prior approval of the Executive Committee and/or its Chair.

Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm for the benefit of the class and included in this submission includes: participating in discovery, reviewing the stipulation of settlement and related documents, and advising my client with respect to the proposed settlement.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications, is 1,459.75. The total lodestar for that work is \$511,581.25, consisting of \$511,271.25 for attorneys' time and \$310.00 for professional support staff time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$195.88 in unreimbursed expenses in connection with the work performed at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 10, 2014.



ROBERT ROSEMAN

EXHIBIT 1***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**SPECTOR ROSEMAN KODROFF & WILLIS, PC****TIME REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
ROBERT ROSEMAN	59.75	750	\$44,812.50
ANDREW ABRAMOWITZ	.25	610	\$152.50
Associates			
I. SCHWARTZ	475.00	350	\$166,250.00
S. OKUOGLU	493.25	325	\$160,306.25
I. DOERING	430.00	325	\$139,750.00
Paralegals			
C. BRIGLIA	1.00	205	\$205.00
G. DE MARSHALL	.50	210	\$105.00
TOTAL LODESTAR	1,459.75		\$511,581.25

EXHIBIT 2

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

SPECTOR ROSEMAN KODROFF & WILLIS, PC

EXPENSE REPORT – E&Y Settlement

From February 16, 2012 through January 15, 2014

CATEGORY	AMOUNT
Telephones/Faxes	\$110.45
Postage & Express Mail	\$19.93
Internal Copying	\$65.50
TOTAL EXPENSES:	\$195.88

EXHIBIT 2-I

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

In re LEHMAN BROTHERS SECURITIES
AND ERISA LITIGATION

Case No. 09-MD-2017 (LAK)

This Document Applies To:

ECF CASE

*In re Lehman Brothers Equity/Debt
Securities Litigation, 08-CV-5523-LAK*

**DECLARATION OF JOSEPH E. WHITE, III, IN SUPPORT OF LEAD
COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES IN CONNECTION
WITH THE ERNST & YOUNG LLP SETTLEMENT, FILED ON BEHALF
OF SAXENA WHITE P.A.**

I, Joseph E. White, III, declares as follows:

1. I am a Shareholder of the law firm of Saxena White P.A.. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with certain services rendered in the above-captioned action (the "Action"), as well as for reimbursement of certain expenses incurred by my firm in connection with the settlement with Ernst & Young LLP ("E&Y").

2. My firm, which represents Oklahoma Firefighters Pension and Retirement System ("Oklahoma Firefighters"), acted as one of plaintiffs' counsel in the Action. My firm seeks attorneys' fees and reimbursement of expenses only for the work performed between February 16, 2012, and January 15, 2014, inclusive, at the direction or with the permission of the Executive Committee designated by the Court and/or its Chair as well as for services provided to our client for which we had the prior approval of the Executive Committee and/or its Chair.

Time and expenses that were included in prior fee application submissions in this Action are not included in this application.

3. Specifically, the work performed by my firm for the benefit of the class and included in this submission includes successfully defending the class certification deposition of Oklahoma Firefighters; attending the deposition of Oklahoma Firefighters' money manager and coordinating class certification-related discovery with counsel; negotiating with multiple third parties to obtain discovery pursuant to third party subpoenas; researching and drafting motions, briefs and other legal memoranda; obtaining discovery and reviewing and analyzing document productions; monitoring related cases and proceedings; performing legal and factual research relating to all facets of the case, and participating in numerous conferences with Lead Counsel.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in litigating this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates which have been accepted in other securities or shareholder litigation.

6. The total number of hours expended on this Action by my firm performing work at the direction or with the permission of the Executive Committee and/or its Chair, and that was

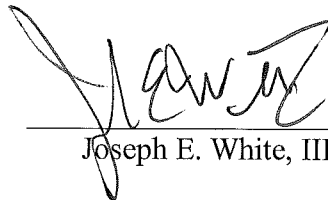
not included in prior applications, is 15,462.00. The total lodestar for that work is \$5,948,423.75, consisting of \$5,922,058.75 for attorneys' time and \$26,365.00 for professional support staff time.

7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$18,713.97 in unreimbursed expenses in connection with the work performed at the direction or with the permission of the Executive Committee and/or its Chair, and that was not included in prior applications.

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

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on February 5, 2014.



Joseph E. White, III

EXHIBIT 1***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**Saxena White P.A.****TIME REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

NAME	HOURS	HOURLY RATE	LODESTAR
Shareholders			
Joseph E. White, III, Esq.	139.50	\$725.00	\$101,137.50
Maya Saxena, Esq.	145.75	\$725.00	\$105,668.75
Senior Counsel			
Christopher Jones, Esq.	8.25	\$650.00	\$5,362.50
Associates			
Adam Warden, Esq.	16.50	\$365.00	\$6,022.50
Alberto Naranjo, Esq.	5,159.25	\$360.00	\$1,857,330.00
Brandon T. Grzandziel, Esq.	402.25	\$445.00	\$179,001.25
David Frank, Esq.	26.50	\$350.00	\$9,275.00
Giancarlo Foschini, Esq.	4,402.00	\$360.00	\$1,584,720.00
Lester R. Hooker, Esq.	7.00	\$455.00	\$3,185.00
Renato Pinto e Silva, Esq.	1,442.50	\$395.00	\$569,787.50
Toni Kissel, Esq.	3,219.25	\$425.00	\$1,368,181.25
Yanaisdys Martinez, Esq.	378.25	\$350.00	\$132,387.50
Professional Support Staff			
Kara King	54.00	\$225.00	\$12,150.00
Loren Ryan	3.25	\$225.00	\$731.25
Marc Grobler	7.00	\$295.00	\$2,065.00
Michelle Hernandez	8.25	\$225.00	\$1,856.25
Stefanie Leverette	36.75	\$225.00	\$8,268.75
Taylor Haggard	5.75	\$225.00	\$1,293.75
TOTALS:	15,462.00		\$5,948,423.75

EXHIBIT 2***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**Saxena White P.A.****EXPENSE REPORT – E&Y Settlement****From February 16, 2012 through January 15, 2014**

CATEGORY	AMOUNT
On-Line Legal Research*	\$337.57
On-Line Factual Research*	\$743.08
Telephones/Faxes	\$5.76
Postage & Express Mail	\$526.69
Internal Copying	\$7,242.30
Outside Copying	\$1,278.05
Out of Town Travel	\$6,950.69
Working Meals	\$827.63
Court Reporters and Transcripts	\$802.20
TOTAL EXPENSES:	\$18,713.97

* The charges reflected for on-line research are for out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

EXHIBIT 3

EXHIBIT 3***In re Lehman Brothers Equity/Debt Securities Litigation***
08-CV-5523-LAK**SCHEDULE OF EXPENSES BY CATEGORY – EY Settlement***

CATEGORY	AMOUNT
Court Fees	\$1,290.04
Service of Process	\$10,063.85
On-Line Legal Research	\$17,743.99
On-Line Factual Research	\$22,623.91
Document Management/Litigation Support	\$1,794,350.77
Telephone/Faxes	\$3,095.95
Postage/Express Mail	\$19,510.22
Hand Delivery Charges	\$53.65
Local Transportation	\$4,237.16
Internal Copying	\$99,085.35
Outside Copying	\$31,324.06
Out of Town Travel	\$258,215.47
Working Meals	\$5,429.49
Court Reporters and Transcripts	\$143,430.02
Staff Overtime	\$2,462.22
Experts and Consultants	\$1,823,072.72
Mediator/Neutral Fees	\$43,718.00
TOTAL EXPENSES:	\$4,279,706.87

*Source: Lead Counsel's and Plaintiffs' Counsel's individual firm declarations, submitted herewith as Exhibits 2A-2I.

EXHIBIT 4

In re Lehman Brothers Equity/Debt Securities Litigation
08-CV-5523-LAK

**AGGREGATE PROPOSED COMPENSATION COMPARED TO
 AGGREGATE LODESTAR OF PLAINTIFFS' COUNSEL**

	LODESTAR	FEE	MULTIPLIER
D&O and UW Settlements	\$37,819,510.00 ¹	\$56,729,265.00	1.50
EY Settlement	\$47,028,506.36	\$29,700,000.00 ²	0.63
TOTAL:	\$84,848,016.36	\$86,429,265.00	1.02

¹ See Pretrial Order No. 35 (Attorneys' Fees and Expenses) filed June 29, 2012 (ECF No. 431).

² Requested Fee in connection with EY Settlement.