

Exhibit A

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

IN RE CITIGROUP INC.
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

**AFFIDAVIT OF STEPHEN J. CIRAMI REGARDING (A) PREMAILING
ADMINISTRATIVE ACTIVITY; (B) MAILING OF THE NOTICE AND CLAIM FORM;
(C) PUBLICATION OF THE SUMMARY NOTICE; (D) IMPLEMENTATION
OF TOLL FREE HOTLINE AND WEBSITE; AND (E) REQUESTS FOR EXCLUSION**

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

STEPHEN J. CIRAMI, being duly sworn, deposes and says:

1. I am the Senior Vice President of Operations for The Garden City Group, Inc. (“GCG”). GCG was retained by Lead Counsel to administer the proposed settlement of the above-captioned action. This Court’s Order Preliminarily Approving Proposed Settlement and Providing for Notice dated August 29, 2012 (the “Preliminary Order”) approved GCG’s appointment as Claims Administrator herein.¹ Pursuant to the Preliminary Order, GCG has caused the Settlement Notice and Proof of Claim form to be mailed to all Class Members who could be identified with reasonable effort. GCG has also caused a Summary Notice to be published in one newspaper and transmitted via one newswire, and GCG has posted the Settlement Notice, and other documents, on an enhanced website. GCG has also received Requests for Exclusion. I make this affidavit to

¹ All terms with initial capitalization not otherwise defined herein shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement, dated August 28, 2012, as amended (the “Stipulation”), and as modified by the Court’s September 28, 2012 order further amending the preliminary approval order.

report on the mailing and publication of notice, and to report on the Exclusion Requests received. I have personal knowledge of the facts stated herein.

INTRODUCTION

2. Under the Preliminary Order, GCG was required to help implement the terms of the Settlement in several different ways. First, GCG was required to mail to all known Class Members the Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") and the Proof of Claim and Release (the "Claim Form" and, collectively with the Notice, the "Claim Packet"). In addition, the Preliminary Order required GCG to cause the publication of the Summary Notice, and to post the Notice and certain other specified documents on the case administration website. Finally, the Preliminary Order directed GCG to receive all requests for exclusion, receive and process Proof of Claim forms and respond to Class Member inquiries. The term "Class Members" includes all persons or entities who purchased or otherwise acquired common stock issued by Citigroup Inc. between February 26, 2007 and April 18, 2008, as defined on Page 1 and Paragraph 24 of the Notice.

3. As described more fully below, GCG complied with each of the requirements in the Preliminary Order. GCG mailed more than 2.1 million Claim Packets. In addition, GCG has handled hundreds of emails and thousands of telephone calls from Class Members and Nominees who sought information about the Settlement, guidance for filing claims and/or copies of Claim Packets.

PREMAILING TELEPHONE HOTLINE AND WEBSITE

4. Prior to the initial mailing, beginning on August 29, 2012, at the request of Lead Counsel, GCG established a toll-free telephone number (1-877-600-6533) and interactive voice response system, as well as a settlement website (www.citigroupsecuritiessettlement.com) to

announce that Lead Plaintiffs and Defendants had entered into a Stipulation setting forth the terms of a proposed Settlement and proposing a Settlement Class. Both of these provided basic information about the proposed settlement and also allowed potential Class Members to register for further mailings including a Notice and Proof of Claim.

PREPARATION FOR THE INITIAL MAILING OF THE CLAIM PACKETS

5. In order to meet the initial mailing deadline, GCG undertook a multi-layered effort immediately after entry of the Preliminary Order: (1) formatting, typesetting and printing the documents to be mailed, (2) updating the toll-free settlement hotline, (3) arranging for the publication of the summary notice as directed in the Preliminary Order, and (4) updating the settlement website, including the creation of the web claim processing infrastructure so Class Members could file their claims online.

6. As noted above, the Claim Packet, which was mailed to all identified potential Class Members, included two documents: (i) the Notice; and (ii) the Proof of Claim. A copy of a sample Claim Packet is attached hereto as Exhibit A.

7. The text of the Notice was provided to GCG by Lead Counsel in Microsoft Word format. Upon receipt, GCG formatted the Notice and typeset it for printing. GCG also designed, formatted and typeset the Proof of Claim form and the Instructions. The formatting and typeset process required the text to be moved and the typeface font and size to be changed; therefore, it was crucial to proofread all documents carefully for consistency and accuracy. Once formatted, all documents were then circulated to Lead Counsel for review, comment and, ultimately, approval. Any necessary changes were made and new documents were re-circulated. Lead Counsel

reviewed proofs of each of these documents before authorizing the commencement of the printing of the Claim Packet.

MAILING OF THE NOTICE AND CLAIM FORM

8. Pursuant to the Preliminary Order, GCG has disseminated the Claim Packet to potential Class Members. Toward that end, on or about September 20, 2012, GCG received via compact disk a list from Citigroup's counsel, Paul, Weiss, Rifkind, Wharton & Garrison LLP, which contained 347,062 unique names and addresses of potential Class Members. In addition, GCG collected 264 unique names and addresses of potential Class Members from the premailing telephone hotline and website, as explained in paragraph 4 above. GCG disseminated the Claim Packet by first-class mail to these 347,326 potential Class Members on October 10, 2012.

9. The Notice requested those who purchased or otherwise acquired Citigroup Common Stock during the Class Period for the beneficial interest of persons or organizations other than themselves to either (a) within fifteen (15) calendar days after receipt of the Notice, forward copies of the Claim Packet to all such beneficial owners; or (b) within fifteen (15) calendar days of receipt of the Notice, provide the names and addresses of such persons or entities to *In re Citigroup Inc. Securities Litigation*, c/o GCG, P.O. Box 9899, Dublin, OH 43017-5799. See Notice at 12, ¶72.

10. As in most shareholder class actions, a large majority of potential Class Members are beneficial purchasers whose securities are held in "street name" – *i.e.*, the securities are held 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 nominees, including the 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, the Nominee Database contained 2,075 mailing records.

11. On October 10, 2012, Claim Packets were disseminated by first-class mail to those 349,401 potential Class Members and nominees as explained in paragraphs 8 and 10 above (the “Initial Mailing”).

12. On October 10, 2012, GCG notified the security settlement system of the Depository Trust Company (“DTC”) of the issuance of the Notice in accordance with GCG’s standard practice. In response to GCG’s request, DTC posted the Notice on its electronic Legal Notice System (“LENS”). The LENS system may be accessed by any firm, bank, institution or other nominee which is a participant in DTC’s security settlement system.

13. As further follow-up, in mid-October and mid-November 2012, GCG implemented a calling campaign to the largest and most common brokers to make sure they received the Claim Packet.

14. From October 11, 2012 to December 6, 2012 GCG had received from individuals and from brokerage firms, banks, institutions and other nominees, the names and addresses of an additional 1,756,201 potential Class Members (after exact duplicate mailing records were removed), to whom GCG was requested to mail copies of the Claim Packet. GCG had also received requests from brokers and other nominee holders for copies of 52,140 Claim Packets to be sent 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.

15. From October 10, 2012 to December 6, 2012, an aggregate of 2,157,742 Claim Packets had been promptly disseminated to potential Class Members by first-class mail. In addition, GCG re-mailed 7,290 Claim Packets to persons whose original mailings were 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 SUMMARY NOTICE

16. Pursuant to the Preliminary Order, GCG Communications, the media division of GCG, caused the Summary Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Summary Notice") to be published once in *The Wall Street Journal* and to be transmitted once over the *PR Newswire*. Attached hereto as Exhibit B is the affidavit of Albert Fox, the Advertising Clerk of the Publisher of *The Wall Street Journal*, attesting to the publication of the Summary Notice in that paper on October 23, 2012. Attached hereto as Exhibit C is a confirmation report for the *PR Newswire*, attesting to the issuance of the Summary Notice over that wire service on October 23, 2012.

POSTMAILING TELEPHONE HOTLINE

17. On October 11, 2012, GCG updated the IVR on the telephone hotline (1-877-600-6533) to reflect the commencement of the claim filing process. The telephone hotline dedicated to the Settlement is accessible 24 hours a day, 7 days a week. In addition, potential Class Members can speak with an operator between the hours of 8:30 am and 5:30 pm Eastern Time, Monday through Friday. As of December 6, 2012, GCG has received a total of 8,222 calls to the telephone hotline, out of which 4,485 were handled by a live operator.

POSTMAILING WEBSITE

18. Likewise, on October 11, 2012, the settlement website was updated and continues to be maintained by GCG. Among other things, the website lists the exclusion, objection and claim filing deadlines, as well as the date and time of the Court's Settlement Hearing. Copies of the Stipulation, Plaintiffs' Motion for Preliminary Approval of the Settlement, the Preliminary Approval Orders, and the Claim Packet were posted on the website and may be downloaded by potential Class Members. In addition, the website allows potential Class Members to file a claim online. To that end, GCG programmers built an infrastructure that allows the input of transactional data directly on the website, which is connected to GCG's mailing database. The link for on-line claim filing is available on the homepage and elsewhere on the website. Once claimants click on the link, they are brought to a screen that allows them to file a claim online. At every stage of the filing process, "pop up" text boxes provide guidance for submitting claims. Once the claim is completed online, a confirmation page appears, which claimants are asked to print out for their files, and a confirmation email is automatically sent to the claimant at the email address they provided. Finally, the website contains a link to a document that provides detailed instructions for institutions submitting their claims electronically. The settlement website is accessible 24 hours a day, 7 days a week.

19. GCG also established an email address, Questions@citigroupsecuritiessettlement.com, to allow Settlement Class Members to obtain information about the Settlement, request a Claim Packet, and/or seek assistance with their claim.

REQUESTS FOR EXCLUSION

20. According to Paragraph 58 located on Page 10 of the Notice, each Class Member who wishes to request exclusion from the Settlement Class must send a written Request for Exclusion to *In re Citigroup Inc. Securities Litigation*, EXCLUSIONS, c/o GCG, P.O. Box 9932, Dublin, Ohio 43017-5832. The exclusion request must be received no later than December 6, 2012 and it must: 1) state the name, address and telephone number of the person or entity requesting exclusion; (2) state that such person or entity “requests exclusion from the Settlement Class in *In re Citigroup Inc. Securities Litigation*, No. 07 Civ. 9901 (S.D.N.Y) (SHS)”; (3) state the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008; (4) state the number of shares held at the start of the Class Period; (5) state the number of shares held through the close of trading on July 17, 2008; and (6) be signed by such person or entity requesting exclusion or an authorized representative.

21. GCG has been monitoring all mail delivered to the post office box detailed in paragraphs 9 and 20 of this Affidavit. As of December 6, 2012, GCG has received 135 requests for exclusion from potential Class Members. A list of these 135 requests is attached hereto as Exhibit D, which can be grouped as follows:

- a. 81 requests for exclusion were submitted with all required information as indicated in the Notice, were received on a timely basis and are accordingly considered valid (“Valid Exclusions”). Attached hereto as Exhibit E is a list of the valid requests for exclusion containing the exclusion identification number, name(s), and received date of each of these requests.
- b. Nine requests for exclusion were submitted with all required information and were received on a timely basis but claimed no purchases of Citigroup common stock

within the Settlement Class Period. Accordingly, those investors are not class members (“Non-Class Exclusions”). Attached hereto as Exhibit F is a list of the Non-Class Exclusions containing the exclusion identification number, name(s), and received date of each of these requests.

- c. 45 requests for exclusion were submitted without all of the required information as indicated in the Notice (“Non-Conforming Exclusions”). Many of these Non-Conforming Exclusions did not state their transactions in Citigroup common stock during the relevant period, which prevents GCG from determining whether they are settlement class members. All Non-Conforming Exclusions are being notified promptly of the risk that failure to cure any deficiencies by December 20, 2012 will result in the Parties to the Settlement asking the Court to reject any exclusion requests that do not contain the required information as indicated in the Notice. Attached hereto as Exhibit G is a list of the Non-Conforming Exclusions containing the exclusion identification number, name(s), received date of each of these requests, and the reason for the deficiency.

22. Pursuant to the Court’s Preliminary Order, GCG will provide a supplemental report no later than seven (7) calendar days prior to the Settlement Hearing on January 15, 2013 to provide the Court and the parties with revised information and results regarding the efforts by the Non-Conforming Exclusions to cure their deficiencies.

23. According to Paragraph 64 located on Page 11 of the Notice, any Class Member who does not request exclusion may object to any aspect of the Settlement, the proposed Plan of Allocation or Lead Counsel’s request for an award of attorneys’ fees and reimbursement of Litigation Expenses. They can do so by filing a written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk’s Office as well as serving papers on

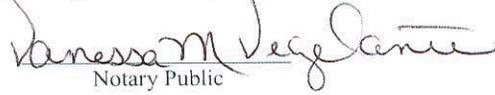
designated representative Lead Class Counsel and Defendant's Counsel such that the papers are received on or before December 21, 2012.

24. As of December 6, 2012, GCG has not received any stray objections.



Stephen J. Cirami

Sworn to before me this
7th day of December, 2012



Notary Public

VANESSA M. VIGILANTE
Notary Public, State of New York
No. 01VI6143817
Qualified in Queens County
My Commission Expires 7-17-2014

EXHIBIT A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC.
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)
ECF Case

**NOTICE OF (I) PENDENCY OF CLASS ACTION; (II) PROPOSED SETTLEMENT AND PLAN OF ALLOCATION;
(III) SETTLEMENT FAIRNESS HEARING; AND (IV) MOTION FOR AN AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES**

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

NOTICE OF PENDENCY OF CLASS ACTION: Please be advised that your rights may be affected by the above-captioned class action lawsuit before this Court (the "Action"), if you purchased or otherwise acquired Citigroup Inc. ("Citigroup" or the "Company") common stock between February 26, 2007 and April 18, 2008, inclusive (the "Class Period"), and were damaged thereby.¹

NOTICE OF SETTLEMENT: The Court-appointed Class Representatives (as defined in Paragraph 9 below), on behalf of themselves and the Settlement Class (as defined in Paragraph 24 below), have reached an agreement to settle the Action for a \$590 million cash settlement (the "Settlement"). If the Settlement is approved by the Court, all claims in the Action by the Settlement Class Members (defined in Paragraph 24 below) against all the Defendants, as well as other Released Parties, identified in Paragraph 49 below, will be resolved.

PLEASE READ THIS NOTICE CAREFULLY. This Notice explains important rights you may have, including the possible receipt of cash from the Settlement. If you are a member of the Settlement Class, your legal rights will be affected whether or not you act.

1. **Overview of the Action and the Settlement Class:** This Action is a class action lawsuit brought by investors alleging that they suffered damages as a result of alleged violations of the federal Securities Exchange Act of 1934. A more detailed description of the Action is set forth in Paragraphs 14-23 below. The "Defendants" in the Action are: (a) Citigroup; and (b) Charles Prince, Gary Crittenden, Robert Druskin, Thomas Maheras, Michael Klein, David Bushnell and Robert Rubin (the "Individual Defendants").

The proposed Settlement provides for the release of claims against all the Defendants, as well as certain other parties related to the Defendants, as specified in the Stipulation and as defined more fully in Paragraph 49 below. The Settlement Class consists of all persons and entities who purchased or otherwise acquired Citigroup common stock during the Class Period (as defined more fully in Paragraph 24 below). Members of the Settlement Class will be affected by the Settlement, if approved by the Court, and may be eligible to receive a payment from the Settlement.

2. **Statement of the Settlement Class' Recovery:** The parties have agreed to settle all claims asserted in the Action in exchange for \$590 million in cash, plus interest as earned from the date ten business days after Preliminary Approval of the Settlement, until the Effective Date (the "Settlement Amount"). The sum of the Settlement Amount is referred to as the "Settlement Fund." The "Net Settlement Fund" (the Settlement Fund less any taxes, attorneys' fees, expert fees, Notice and Administration Costs, Litigation Expenses, or other costs and expenses approved by the Court) will be distributed in accordance with the plan of allocation that is approved by the Court, which will determine how the Net Settlement Fund shall be allocated among Settlement Class Members who are eligible to participate in the distribution of the Net Settlement Fund and who submit a timely and valid proof of claim and release form (a "Claim Form" or "Proof of Claim Form"). The proposed plan of allocation (the "Plan of Allocation") is included in this Notice at pages 7-8 below.

3. **Estimate of Average Amount of Recovery Per Share:** Based on the information currently available to Plaintiffs and the analysis performed by their damages experts, the estimated average recovery per eligible share (before the deduction of any Court-approved fees, expenses and costs as described herein) would be approximately \$0.19, if all eligible Settlement Class Members submit valid and timely Claim Forms. If fewer than all Settlement Class Members submit timely and valid claims, this may result in higher distributions per share. A Settlement Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that Settlement Class Member's Recognized Loss (as defined below) as compared to the total Recognized Losses of all Settlement Class Members who submit timely and valid Claim Forms. See the Plan of Allocation beginning on page 7 for more information.

4. **Statement of Potential Outcome of Case:** The Parties disagree on both liability and damages and do not agree on the average amount of damages per share of Citigroup common stock that would be recoverable if Plaintiffs were to prevail in the Action. The Defendants deny that Plaintiffs have asserted any valid claims as to any of them, and expressly deny any and all allegations of fault, liability, wrongdoing or damages whatsoever. The issues on which the Parties disagree with respect to liability include, without limitation: (1) whether Defendants made any materially false or misleading statements during the Class Period; (2) in the event that Plaintiffs can establish that Defendants made any false or misleading statements, whether Plaintiffs can also prove that Defendants acted with fraudulent intent in doing so; and (3) the impact, if any, that any alleged false or misleading statements had on the market price of Citigroup common stock during the relevant period. The Defendants assert that they were prepared to establish that the price of Citigroup's common stock declined in value for reasons not related to the allegations at issue in the Action. The issues on which the Parties disagree with respect to damages, even assuming that Plaintiffs were to prevail on all liability issues, include, without limitation: (1) the appropriate economic methodology for determining the amount by which Citigroup common stock was allegedly artificially inflated (if at all) during the Class Period; (2) the amount by which Citigroup common stock was allegedly artificially inflated (if at all) during the Class Period; and (3) the extent to which information that influenced the trading prices of Citigroup common stock at various times during the Class Period corrected or otherwise related to the allegedly misleading statements that gave rise to Plaintiffs' claim.

¹ Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement dated August 28, 2012 (the "Stipulation"), which is available on the website established for the Settlement at www.citigroupsecuritiessettlement.com.

5. **Attorneys' Fees and Expenses Sought:** Plaintiffs intend to seek attorneys' fees not to exceed 17% of the \$590 million Settlement Fund, plus expenses incurred in connection with prosecution of this Action in the approximate amount of \$3,750,000. Such requested attorneys' fees and expenses would amount to an average of approximately \$0.03 per damaged share of Citigroup common stock. In addition, the class recovery will be reduced by Notice and Administration costs. See How Will The Notice Costs And Expenses Be Paid? on page 10 below. **Please note that these amounts are only estimates.**

6. **Identification of Attorneys' Representatives:** Plaintiffs and the Settlement Class are represented by the law firm of Kirby McInerney LLP, the Court-appointed Lead Class Counsel in the Action ("Lead Class Counsel"). Any questions regarding the Settlement should be directed to:

Andrew McNeela, Esq.
 Peter S. Linden, Esq.
 KIRBY McINERNEY LLP
 825 Third Avenue
 New York, NY 10022
 (212) 371-6600

The Court has appointed a Claims Administrator, who is also available to answer questions from Settlement Class Members regarding matters contained in this Notice, including submission of a Proof of Claim Form, and from whom additional copies of this Notice and the Proof of Claim Forms may be obtained.

In re Citigroup Inc. Securities Litigation
 c/o GCG
 P.O. Box 9899
 Dublin, Ohio 43017-5799
 (877) 600-6533
www.citigroupsecuritiessettlement.com
Questions@citigroupsecuritiessettlement.com

Please do not contact any representative of the Defendants or the Court with questions about the Settlement.

7. **Reasons for the Settlement:** Plaintiffs believe that the proposed Settlement is an excellent recovery and is in the best interests of the Settlement Class. The principal reasons for entering into the Settlement are the substantial benefits payable to the Settlement Class now, without further risk or the delays inherent in further litigation. The significant cash benefits under the Settlement must be considered against the significant risk that a smaller recovery – or indeed no recovery at all – might be achieved after a decision on the pending motion for class certification, contested summary judgment process, a contested trial (if the Plaintiffs prevailed on previous motions) and possible appeals at each stage, a process that may last years into the future. Plaintiffs further considered, after conducting substantial investigation into the facts of the case, the risks to proving liability and damages and if successful in doing so, whether a larger judgment could ultimately be obtained. For the Defendants, who deny all allegations of wrongdoing or liability whatsoever (and also deny all allegations that any conduct on their part caused any Settlement Class Members to suffer any damages), the principal reason for entering into the Settlement is to eliminate the expense, risks and uncertainty of further litigation.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:	
SUBMIT A CLAIM FORM POSTMARKED BY FEBRUARY 7, 2013.	This is the only way to be eligible to get a payment from the Settlement. If you are a Settlement Class Member, and do not exclude yourself from the Settlement Class, you will be bound by the Settlement as approved by the Court and you will give up any "Released Claims" (as defined in Paragraph 49 below) that you have against the Defendants. If you do not exclude yourself from the Settlement Class, it is likely in your interest to submit a Claim Form.
EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS RECEIVED NO LATER THAN DECEMBER 6, 2012.	If you exclude yourself from the Settlement Class, you will not be eligible to receive any payment from the Settlement Fund. This is the only option that allows you ever to be part of any other lawsuit against any of the Defendants concerning the Released Claims.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN DECEMBER 21, 2012.	If you do not like any aspect of the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and reimbursement of Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation or the fee and expense request unless you are a Settlement Class Member and do not exclude yourself from the Settlement Class.
GO TO A HEARING ON JANUARY 15, 2013 AT 10:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN DECEMBER 21, 2012.	Filing a written objection and notice of intention to appear by December 21, 2012 allows you to speak in Court about the fairness of the Settlement, the Plan of Allocation and/or the request for attorneys' fees and reimbursement of Litigation Expenses. If you submit a written objection, you may (but you do not have to) attend the hearing and speak to the Court about your objection.
DO NOTHING.	If you are a member of the Settlement Class and you do not submit a Claim Form postmarked by February 7, 2013 , you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

[END OF COVER PAGE]

WHAT THIS NOTICE CONTAINS

Why Did I Get This Notice? Page 3
 What Is The Case About? What Has Happened So Far? Page 4
 How Do I Know If I Am Affected By The Settlement? Page 4
 What Are Plaintiffs’ Reasons For The Settlement? Page 5
 How Much Will My Payment Be? Page 6
 What Rights Am I Giving Up By Remaining In The Settlement Class? Page 8
 What Payment Are The Attorneys For The Settlement Class Seeking? How Will The Lawyers Be Paid? Page 10
 How Will The Notice Costs And Expenses Be Paid? Page 10
 How Do I Participate In The Settlement? What Do I Need To Do? Page 10
 What If I Do Not Want To Participate In The Settlement? How Do I Exclude Myself? Page 10
 When And Where Will the Court Decide Whether To Approve The Settlement? Do I Have To Come To The Hearing? May I
 Speak At The Hearing If I Don’t Like The Settlement? Page 11
 What Happens If I Do Nothing At All? Page 12
 What If I Bought Shares On Someone Else’s Behalf? Page 12
 Can I See The Court File? Whom Should I Contact If I Have Questions? Page 12

WHY DID I GET THIS NOTICE?

8. This Notice is being sent to you pursuant to an Order of the United States District Court for the Southern District of New York because you or someone in your family or an investment account for which you serve as a custodian may have purchased or otherwise acquired Citigroup common stock during the Class Period. The Court has directed us to send you this Notice because, as a potential Settlement Class Member, you have a right to know how this Settlement may generally affect your legal rights.

9. A class action is a type of lawsuit in which similar claims of a large number of individuals or entities are resolved together, thereby allowing for the efficient and consistent resolution of the claims of all class members in a single proceeding. In a class action lawsuit, the court appoints one or more people, known as class representatives, to sue on behalf of all people with similar claims, commonly known as the class or the class members. In this Action, the Court has appointed Jonathan Butler, M. David Diamond, David K. Whitcomb, Henrietta C. Whitcomb, John A. Baden III, Warren Pinchuck, Anthony Sedutto, Edward Claus, Carol Weil, and Public Employees’ Retirement Association of Colorado to serve as the class representatives (hereinafter “Class Representatives”), and the Court has approved Lead Plaintiffs’ selection of the law firm of Kirby McInerney LLP to serve as Lead Class Counsel in the Action.

10. The court in charge of this case is the United States District Court for the Southern District of New York, and the case is known as *In re Citigroup Inc. Securities Litigation*, No. 07 Civ. 9901 (S.D.N.Y.) (SHS). The Judge presiding over this case is the Hon. Sidney H. Stein, United States District Judge. The persons or entities that are suing are called plaintiffs, and those who are being sued are called defendants. If the Settlement is approved, it will resolve all claims in the Action by Settlement Class Members against all of the Defendants, and will bring the Action to an end.

11. The purpose of this Notice is to inform you of the existence of this class action, how you might be affected and how to exclude yourself from the Settlement Class if you wish to do so. It is also being sent to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness and adequacy of the Settlement, the proposed Plan of Allocation and the motion by Lead Class Counsel for an award of attorneys’ fees and reimbursement of Litigation Expenses (the “Settlement Hearing”).

12. The Settlement Hearing will be held on January 15, 2013 at 10:00 a.m., before the Hon. Sidney H. Stein at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, NY 10007-1312, to determine:

- a. whether the proposed Settlement is fair, reasonable and adequate, and should be approved by the Court;
- b. whether all claims asserted in the Action against the Defendants should be dismissed on the merits and with prejudice, and whether all Released Claims against the Defendants and Citigroup Releasees should be released as set forth in the Stipulation;
- c. whether the proposed Plan of Allocation is fair and reasonable, and should be approved by the Court; and
- d. whether Lead Class Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses should be approved.

13. This Notice does not express any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement and the Plan of Allocation, then payments to Authorized Claimants will be made after any appeals are resolved and after the completion of all claims processing. Please be patient, as this process can take some time to complete.

WHAT IS THE CASE ABOUT? WHAT HAS HAPPENED SO FAR?
--

14. On November 8, 2007, a putative class action, *In re Citigroup Inc. Securities Litigation*, No. 07 Civ. 9901 (S.D.N.Y.) (SHS), was filed in the United States District Court for the Southern District of New York (the "Court") alleging claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") against Citigroup and certain of its officers and directors.

15. On August 19, 2008 the Court appointed Jonathan Butler, M. David Diamond, David Whitcomb and Henrietta Whitcomb (the "ATD Group") as Interim Lead Plaintiffs and the law firm of Kirby McInerney LLP as Interim Lead Counsel to represent the putative class.

16. On February 24, 2009, Plaintiffs filed their Amended Consolidated Class Action Complaint (the "Complaint"), on behalf of a proposed class of themselves and all other persons or entities who purchased or otherwise acquired Citigroup's common stock between January 1, 2004 and January 15, 2009, inclusive, and who were damaged thereby. The Complaint asserted claims under Sections 10(b) and 20(a) of the Exchange Act in connection with, among other things, Citigroup's disclosures concerning collateralized debt obligations ("CDOs"), structured investment vehicles ("SIVs"), mortgages, leveraged loans, auction rate securities, residential mortgage backed securities ("RMBSs"), solvency and generally accepted accounting principles against Citigroup and certain of Citigroup's officers and directors including Charles Prince, Robert Rubin, Lewis Kaden, Sallie Krawcheck, Gary Crittenden, Steven Freiberg, Robert Druskin, Todd S. Thomson, Thomas G. Maheras, Michael Stuart Klein, David Bushnell, John C. Gerspach, Stephen R. Volk and Vikram Pandit.

17. On March 13, 2009, the Defendants filed a motion to dismiss the Complaint and a comprehensive brief and numerous exhibits in support thereof. Plaintiffs filed their similarly comprehensive papers in opposition to these motions on April 24, 2009, and the Defendants filed their reply papers on May 13, 2009.

18. On November 9, 2010, the Court entered its Opinion and Order on the motion to dismiss. See *In re Citigroup Inc. Sec. Litig.*, 753 F. Supp. 2d 206 (S.D.N.Y. 2010) (the "November 9 Opinion"). The November 9 Opinion denied Defendants' motion to dismiss: (1) the Section 10(b) claims against Citigroup and the Section 10(b) and 20(a) claims against Prince, Crittenden, Druskin, Maheras, Klein, Bushnell and Rubin for the alleged misstatements and omissions relating to Citigroup's CDO exposure during the period from February 2007 through November 3, 2007; and (2) the Section 10(b) claims against Citigroup and the Section 10(b) and 20(a) claims against Crittenden for the alleged CDO-related misstatements and omissions occurring in the period from November 4, 2007 to April 2008. *In re Citigroup Inc. Sec. Litig.*, 753 F. Supp. 2d 206, 249 (S.D.N.Y. 2010). The remaining defendants and claims alleged in the Complaint were dismissed by the Court.

19. Following the November 9 Opinion, each party has conducted extensive discovery. Plaintiffs have produced thousands of pages of documents and provided 16 witnesses who were deposed by Defendants. Plaintiffs obtained almost 35 million pages of documents from Defendants and took depositions of more than 30 witnesses who were produced by Defendants. In addition, Plaintiffs obtained approximately 5 million pages of documents from third parties, and several experts for both Plaintiffs and Defendants have issued reports and have been deposed.

20. On July 15, 2011, Plaintiffs filed a motion seeking certification of the class. In the ensuing months, both sides filed numerous submissions with the Court in connection with this motion.

21. Plaintiffs and Defendants subsequently agreed to retain Judge Layn R. Phillips (ret.) ("Judge Phillips" or the "Mediator") to assist them in exploring a potential negotiated resolution of the claims against the Defendants, and met and exchanged certain information under the auspices of the Mediator in February and March 2012 (including a lengthy face-to-face mediation session held in New York City) in an effort to determine if the claims against the Defendants could be settled. After making significant progress, a second face-to-face mediation session was held in April 2012, and thereafter the Parties engaged in further negotiation through the mediator.

22. **Mediator's Statement:** In late April 2012, and after face-to-face and arm's-length negotiation, Judge Phillips proposed a settlement of the Action for \$590 million, all cash, to be paid by the Defendants or their insurers. The parties and their counsel accepted the proposal. In Judge Phillips' opinion, "the proposed Settlement is the result of vigorous arm's length negotiation by both sides. I believe, based on my extensive discussions with the Parties and the information made available to me both before and during the mediation, that the Settlement was negotiated in good faith and that the Settlement is fair and reasonable."

23. On August 28, 2012, the Parties entered into the Stipulation setting forth the terms and conditions of the proposed Settlement. On August 29, 2012, the Court entered an Order Preliminarily Approving Proposed Settlement and Providing for Notice ("Order"), which preliminarily approved the Settlement, authorized this Notice be sent to potential Settlement Class Members and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement. Pursuant to the Court's August 29th Order, the Action was also certified as a class action with the consent of the Defendants for settlement purposes only.

HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?
--

24. If you are a member of the Settlement Class, you are subject to the Settlement, unless you timely request to be excluded. The "Settlement Class" consists of:

All persons who purchased or otherwise acquired common stock issued by Citigroup during the period between February 26, 2007 and April 18, 2008, inclusive, or their successor in interest, and who were damaged thereby, excluding (i) the defendants named in the Complaint, (ii) members of the immediate families of the individual defendants named in the Complaint, (iii) any firm, trust, partnership, corporation, present or former officer, director or other individual or entity in

which any of the Citigroup Defendants has a controlling interest or which is related to or affiliated with any of the Citigroup Defendants, and (iv) the legal representatives, heirs, successors-in-interest or assigns of any such excluded persons or entities. The Settlement Class includes persons or entities who acquired shares of Citigroup common stock during the Class Period by any method, including but not limited to in the secondary market, in exchange for shares of acquired companies pursuant to a registration statement, or through the exercise of options including options acquired pursuant to employee stock plans, and persons or entities who acquired shares of Citigroup common stock after the Class Period pursuant to the sale of a put option during the Class Period. Regardless of the identity of the person or entity that beneficially owned Citigroup common stock in a fiduciary capacity or otherwise held Citigroup common stock on behalf of third party clients or any employee benefit plans, such third party clients and employee benefit plans shall not be excluded from the Settlement Class, irrespective of the identity of the entity or person in whose name the Citigroup common stock were beneficially owned, except that any beneficiaries of such third party clients, or beneficiaries of such benefit plans who are natural persons and, who are otherwise excluded above will not share in any settlement recovery. Notwithstanding the foregoing, the Settlement Class shall not include Persons whose only acquisition of Citigroup common stock during the Class Period was via gift or inheritance if the Person from which the common stock was received did not themselves acquire the common stock during the Class Period.

“Settlement Class Member” means a member of the Settlement Class who does not exclude himself, herself or itself by submitting a request for exclusion in accordance with the requirements set forth in this Notice.

PLEASE NOTE: RECEIPT OF THIS NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU ARE A SETTLEMENT CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE DISTRIBUTION OF PROCEEDS FROM THE SETTLEMENT, YOU ARE REQUIRED TO SUBMIT THE CLAIM FORM THAT IS BEING DISTRIBUTED WITH THIS NOTICE AND THE REQUIRED SUPPORTING DOCUMENTATION AS SET FORTH THEREIN POSTMARKED NO LATER THAN FEBRUARY 7, 2013.

WHAT ARE PLAINTIFFS' REASONS FOR THE SETTLEMENT?

25. Plaintiffs and Lead Class Counsel believe that the claims asserted against the Defendants in this Action have substantial merit, and that their legal advocacy and diligent factual investigation have led to a Settlement that reflects an exceptionally significant recovery.

26. Plaintiffs and Lead Class Counsel recognize, however, the expense and length of continued proceedings necessary to pursue their claims against the Defendants, as well as the inherent risks in establishing liability for violations of the federal securities laws. In the event that the motion for certification of the class was granted, there remains the inherent uncertainty that Plaintiffs and Lead Class Counsel would face in proving that the Defendants acted with fraudulent intent. Plaintiffs have taken into account that the claims made in the Complaint may not have survived a motion for summary judgment by Defendants. Moreover, jury reactions to Plaintiffs' proofs (and the Defendants' responses thereto) on the types of complex issues in this case are inherently difficult to predict. Although Plaintiffs were confident that they would have been able to support their claims with qualified and persuasive expert testimony, Defendants would have almost certainly retained highly experienced experts to argue their various defenses to liability.

27. In addition, even if the Defendants' liability could otherwise be established, Plaintiffs faced serious arguments by the Defendants that any losses suffered by Settlement Class Members on their investments in Citigroup common stock were attributable to factors other than the alleged wrongdoing. For example, the Defendants may have argued that any losses suffered by Settlement Class Members here were caused primarily – if not entirely – by the “financial tsunami” and related financial and liquidity crisis of 2007-08, and not by any alleged misrepresentations concerning Citigroup's exposure to, or valuation of, CDOs or the other matters alleged in the Complaint. As with contested liability issues, issues relating to loss causation and damages would also have likely come down to an inherently unpredictable and hotly disputed “battle of the experts.” Accordingly, even if liability were established, there was a real risk that, after a trial of the Action, the Settlement Class would have recovered an amount less than the Settlement Amount – or even nothing at all.

28. In agreeing to the terms of the Settlement, Plaintiffs and Lead Class Counsel weighed the magnitude of the benefits (\$590,000,000) against the risks that the claims asserted in the Complaint would be dismissed following completion of discovery in response to Defendants' anticipated motion for summary judgment. They have also considered the nature of the various issues that would have been decided by a jury in the event of a trial of the Action, including all of the risks of litigation discussed above.

29. Finally, Plaintiffs and Lead Class Counsel have also considered the fact that any recoveries obtained from a favorable verdict after a trial would still be in jeopardy on further appeal, and, even if a favorable verdict were ultimately sustained on appeal, it would likely take additional years before the Action was finally resolved, absent a settlement.

30. In light of the amount of the Settlement and the benefits of immediate and certain recovery to the Settlement Class as compared to the risks and uncertainties of ever obtaining a superior recovery at some indeterminate date in the future, Plaintiffs and Lead Class Counsel strongly believe that the proposed Settlement is fair, reasonable, adequate and in the best interests of the Settlement Class. Indeed, they respectfully submit that the Settlement achieved represents a truly outstanding result for the Settlement Class.

31. The Defendants have vigorously denied the claims asserted against them in the Action and vigorously deny having engaged in any wrongdoing or violation of law of any kind whatsoever. Defendants state that they are entering into this Settlement solely to eliminate the uncertainties, burden and expense of further protracted litigation, and the Stipulation they have agreed to provides that the Settlement shall not be construed as an admission of any wrongdoing by any of the Defendants or counsel for any of the Defendants.

HOW MUCH WILL MY PAYMENT BE?

32. At this time, it is not possible to make any determination as to how much a Settlement Class Member may receive from the Settlement. After approval of the Settlement by the Court and upon satisfaction of the other conditions to the Settlement, the Net Settlement Fund will be distributed to Authorized Claimants in accordance with the Plan of Allocation approved by the Court. Under the proposed Plan of Allocation, your share of the Net Settlement Fund will depend on: (1) the dates you acquired or sold your Citigroup common stock, (2) the number of shares acquired or sold and the price paid or received, (3) the expense of administering the claims process, (4) any attorneys' fees and expenses awarded by the Court, (5) interest income received and taxes paid by the Settlement Fund, (6) the number of eligible shares acquired by other Settlement Class Members who submit timely and valid Proof of Claim Forms, and (7) the Recognized Losses of all other Authorized Claimants computed in accordance with the Plan of Allocation set out on pages 7-8 below.

33. You can calculate your Recognized Loss in accordance with the formula set forth below in the proposed Plan of Allocation. In the event the aggregate Recognized Losses of all timely and validly submitted Proof of Claim Forms exceed the Net Settlement Fund, your share of the Net Settlement Fund will be proportionally less than your calculated Recognized Loss. It is unlikely that you will get a payment for all of your Recognized Loss. After all Settlement Class Members have sent in their Proof of Claim Forms, the payment you get will be that proportion of the Net Settlement Fund equal to your Recognized Loss divided by the total Recognized Losses of all Settlement Class Members who submit timely and valid Proof of Claim Forms (the "Pro Rata Share"). See the Plan of Allocation on pages 7-8 for more information on your Recognized Loss.

34. The Defendants have agreed to pay \$590 million in cash. The Settlement Amount will be deposited into an interest-bearing escrow account. If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to Settlement Class Members as set forth in the proposed Plan of Allocation or such other plan as the Court may approve. The Claims Administrator shall determine each Authorized Claimant's Pro Rata Share of the Net Settlement Fund based upon each Authorized Claimant's Recognized Loss. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Net Settlement Fund shall be distributed to Settlement Class Members who submit timely and valid Proof of Claim Forms and whose payment from the Net Settlement Fund would equal or exceed ten dollars (\$10.00).

35. The Net Settlement Fund will not be distributed until the Court has approved a plan of allocation, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

36. Neither the Defendants nor any other person or entity that paid any portion of the Settlement Amount on any of their behalves are entitled to get back any portion of the Settlement Fund once the Court's order or judgment approving the Settlement becomes final. The Defendants shall not have any liability, obligation or responsibility for the administration of the Settlement or disbursement of the Net Settlement Fund or the Plan of Allocation.

37. Approval of the Settlement is independent from approval of the Plan of Allocation. Any determination with respect to the Plan of Allocation will not affect the Settlement, if approved.

38. Only those Settlement Class Members who purchased or otherwise acquired Citigroup common stock during the Class Period and were damaged as a result of such purchases or acquisitions, will be eligible to share in the distribution of the Net Settlement Fund. Each person or entity wishing to participate in the distribution must timely submit a valid Claim Form establishing membership in the Settlement Class, and include all required documentation, postmarked on or before **February 7, 2013** to the address set forth in the Claim Form that accompanies this Notice.

39. Unless the Court otherwise orders, any Settlement Class Member who fails to submit a Claim Form postmarked on or before **February 7, 2013** shall be forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Settlement Class Member and be subject to the provisions of the Stipulation and Settlement, including the terms of any judgments entered and releases given. This means that each Settlement Class Member is bound by the release of claims (described in Paragraph 49 below) regardless of whether or not such Settlement Class Member submits a Claim Form.

40. *Information Required on the Claim Form:* Among other things, each Claim Form must state and provide sufficient documentation for each Claimant's transactions in Citigroup common stock during the Class Period.

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

42. Each Claimant shall be deemed to have submitted to the jurisdiction of the United States District Court for the Southern District of New York with respect to his, her or its Claim Form.

43. Persons and entities that are excluded from the Settlement Class by definition or that exclude themselves from the Settlement Class will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms.

PROPOSED PLAN OF ALLOCATION

44. The Plan of Allocation has been prepared by Plaintiffs and Lead Class Counsel. It reflects the allegations in the Complaint that Defendants made materially untrue and misleading statements and omissions resulting in violations of Sections 10(b) and 20(a) of the Exchange Act and opinions of Plaintiffs' experts on damages that were caused by disclosures relating to Defendants' alleged misleading statements. The objective of the Plan of Allocation is to equitably distribute the Settlement proceeds to the Settlement Class Members who suffered economic losses as a result of the alleged violations of the federal securities laws, as opposed to losses caused by market or industry factors or factors unrelated to the alleged violations of law. As set forth in the Plan of Allocation, Plaintiffs allege that on certain disclosure dates, Citigroup disclosed information that allegedly corrected previous alleged misrepresentations and omissions, causing a drop in Citigroup's stock price (net of factors unrelated to the alleged misrepresentations and omissions). An Authorized Claimant's Recognized Loss will be based upon the particular disclosure date(s) on which the Claimant held Citigroup stock for those shares purchased during the Class Period. The Recognized Loss formula is not intended to be an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.

For shares of Citigroup common stock purchased or otherwise acquired between February 26, 2007 and April 18, 2008, inclusive, the Recognized Loss will be calculated as set forth below:

- A. For shares held at the end of trading on July 17, 2008, the Recognized Loss shall be that number of shares multiplied by the lesser of:
- (1) the applicable purchase/acquisition date artificial inflation per share figure, as found in Table A below; or
 - (2) the difference between the purchase/acquisition price per share and \$21.07.²
- B. For shares sold between February 26, 2007 and April 18, 2008, inclusive, the Recognized Loss shall be that number of shares multiplied by the lesser of:
- (1) the applicable purchase/acquisition date artificial inflation per share figure less the applicable sale date artificial inflation per share figure, as found in Table A below; or
 - (2) the difference between the purchase/acquisition price per share and the sale price per share.
- C. For shares sold between April 19, 2008 and July 17, 2008, inclusive, the Recognized Loss shall be the lesser of:
- (1) the applicable purchase/acquisition date artificial inflation per share figure, as found in Table A below;
 - (2) the difference between the purchase/acquisition price per share and the sale price per share; or
 - (3) the difference between the purchase/acquisition price per share and the average closing price of Citigroup common stock between April 19, 2008 and the date of sale.³
- D. To the extent an Authorized Claimant had an aggregate gain from his, her or its transactions in Citigroup common stock during the Class Period, the value of his, her or its total Recognized Loss will be zero. To the extent that an Authorized Claimant suffered an overall loss on his, her or its transactions in Citigroup common stock during the Class Period, but the loss was less than the Recognized Loss calculated above, then the Recognized Loss shall be limited to the amount of the actual loss. There shall be no Recognized Loss on short sales of Citigroup common stock during the Class Period or Class Period purchases that were made in order to cover short sales; however, any aggregate gains with respect to short sales shall be offset against Recognized Losses on other transactions.

Table A	
Purchase/Acquisition or Sale Date Range	Artificial Inflation Per Share
2/26/07 – 11/4/07	\$4.94
11/5/07	\$3.38
11/6/07 – 11/18/07	\$1.72
11/19/07 – 1/14/08	\$1.15
1/15/08	\$0.71
1/16/08 – 4/18/08	\$0.10

² Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, "in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." \$21.07 was the mean closing price of Citigroup common stock during the 90 day period beginning on April 19, 2008 and ending on July 17, 2008 (the "Holding Value").

³ Pursuant to Section 21(D)(e)(2) of the Private Securities Litigation Reform Act of 1995, "in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, if the plaintiff sells or repurchases the subject security prior to the expiration of the 90 day period described in paragraph (1), the plaintiff's damages shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the security and the mean trading price of the security during the period beginning immediately after dissemination of information correcting the misstatement or omission and ending on the date on which the plaintiff sells or repurchases the security."

All purchases/acquisitions and sales of Citigroup shares in the Class Period shall be matched on a Last-In-First-Out (“LIFO”) basis; sales during the Class Period and the 90 days thereafter will be matched first against the most recent Citigroup shares purchased during that period that have not already been matched to sales under LIFO, and then against prior purchases/acquisitions in backward chronological order, until the beginning of the Class Period. A purchase/acquisition or sale of Citigroup common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. However, (a) for Citigroup shares acquired pursuant to a corporate merger or acquisition, the purchase of the Citigroup shares shall be deemed to have occurred on the date that the merger agreement was executed, and (b) for Citigroup shares that were put to investors pursuant to put options sold by those investors, the purchase of the Citigroup shares shall be deemed to have occurred on the date that the put option was sold, rather than the date on which the stock was subsequently put to the investor pursuant to that option. The proceeds of any put option sales shall be offset against any losses from shares that were purchased as a result of the exercise of the put option.

The receipt or grant by gift, devise or inheritance of Citigroup common stock during the Class Period shall not be deemed to be a purchase or acquisition of Citigroup common stock for the calculation of an Authorized Claimant’s Recognized Loss if the Person from which the Citigroup common stock was received did not themselves acquire the common stock during the Class Period, nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such shares unless specifically provided in the instrument or gift or assignment.

The following defined terms shall be used to describe the process the Claims Administrator shall use to determine whether an Authorized Claimant had a gain or suffered a loss in his, her or its overall transactions in Citigroup common stock during the Class Period: the “Total Purchase Amount” is the total amount paid by the Authorized Claimant for all Citigroup common stock purchased or otherwise acquired during the Class Period less commissions and fees; the “Sales Proceeds” means the amount received for sales of Citigroup common stock purchased or otherwise acquired by the Authorized Claimant during the Class Period and sold on or by July 17, 2008, as matched pursuant to LIFO less commissions and fees; and “Holding Value” means the monetary value assigned to the shares of Citigroup common stock purchased or otherwise acquired by the Authorized Claimant during the Class Period and still held by the Authorized Claimant as of the close of trading on July 17, 2008 (see fn. 2).

If any funds remain in the Net Settlement Fund by reason of uncashed distributions or otherwise, then after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund six (6) months after the initial distribution of such funds shall be redistributed to Settlement Class Members who have cashed their initial distributions in a manner consistent with the Plan of Allocation. Lead Class Counsel shall, if feasible, continue to reallocate any further balance remaining in the Net Settlement Fund after the redistribution is completed among Settlement Class Members in the same manner and time frame as provided for above. In the event that Lead Class Counsel determines that further redistribution of any balance remaining (following the initial distribution and redistribution) is no longer feasible, thereafter, Lead Class Counsel shall donate the remaining funds, if any, to a non-sectarian charitable organization(s) certified under the United States Internal Revenue Code § 501(c)(3), to be designated by Lead Class Counsel and approved by the Court.

45. Payment 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 Plaintiffs, Lead Class Counsel, Defendants, and their respective counsel, or other agent designated by Lead Class 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, and against Defendants under any circumstances with respect to distributions. Lead Class Counsel, Plaintiffs, the Defendants and their respective counsel shall have no responsibility or liability whatsoever for the investment or distribution of the 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 Settlement Fund, or any losses incurred in connection therewith.

46. The Plan of Allocation set forth herein is the plan that is being proposed to the Court for its approval by Plaintiffs and Lead Class Counsel after consultation with their experts. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Settlement Class. The Court will retain jurisdiction over the Plan of Allocation to the extent necessary to ensure that it is fully and fairly implemented. Any orders regarding any modification of the Plan of Allocation will be posted on the settlement website, www.citigroupsecuritiessettlement.com and Lead Class Counsel’s website at www.kmlp.com.

WHAT RIGHTS AM I GIVING UP BY REMAINING IN THE SETTLEMENT CLASS?

47. If you remain in the Settlement Class, you will be bound by any orders issued by the Court. For example, if the Settlement is approved, the Court will enter a judgment (the “Judgment”), which will dismiss on the merits with prejudice the claims against the Defendants and will provide that Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and other Settlement Class Members who have not timely and validly opted out in accordance with the requirements set forth in the Notice of Class Action, on behalf of themselves, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each, are deemed to have, and by operation of the Judgment have, fully, finally, and forever released, relinquished and discharged (whether or not such Settlement Class Members execute and deliver the proof of claim and release forms) (1) all Released Claims (as defined in Paragraph 49 below) against the Citigroup Releasees (as defined in Paragraph 49 below); and (2) against each and all of the Citigroup Releasees all claims arising out of, relating to, or in connection with, the defense, settlement or resolution of the Action or Released Claims. All Settlement Class Members are hereby permanently barred and enjoined from instituting or prosecuting any other action asserting any Released Claim in any court against the Citigroup Releasees. This release shall not apply to any Person who has timely and validly requested exclusion from the Settlement Class in accordance with the instructions set forth in Paragraph 58 below.

48. If you purchased or otherwise acquired Citigroup common stock during the Class Period through Citigroup's Voluntary FA Capital Accumulation Program then you may also be a member of a proposed plaintiff investor class in a lawsuit pending in the Southern District of New York titled *Brecher v. Citigroup Inc.* 09 civ. 7359 (the "*Brecher* action"). If you participate in this Settlement, you will release any claims that you may have in the *Brecher* action relating to Citigroup common stock that you purchased or otherwise acquired during the Class Period. The only way you can preserve any claims that you may have in the *Brecher* action, or otherwise, relating to Citigroup common stock purchased or otherwise acquired during the Class Period, is by filing valid requests for exclusion from this Settlement.

49. As described in more detail below, the Released Claims are any and all claims that (1) are based on, related to, or arise out of the allegations, transactions, facts, matters, events, disclosures, statements, occurrences, circumstances, representations, conduct, acts or omissions or failures to act that have been or could have been alleged or asserted in the Action (or in any forum or proceeding or otherwise), and/or (2) relate to or arise out of Plaintiffs' or any other Settlement Class Member's purchase, acquisition, holding or sale or other disposition of Citigroup common stock during the Class Period.

"Released Claims" means⁴:

- 1) with respect to the Citigroup Releasees, defined below, the release by Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and all Settlement Class Members, on behalf of themselves, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each, of all claims of every nature and description, known and unknown, arising out of or relating to investments in (including, but not limited to, purchases, sales, exercises, and decisions to hold) Citigroup common stock through April 18, 2008, inclusive, including without limitation all claims arising out of or relating to any disclosures, registration statements or other statements made or issued by any of the Citigroup Defendants concerning subprime-related assets, collateralized debt obligations, residential mortgage-backed securities, auction rate securities, leveraged lending activities, or structured investment vehicles, as well as all claims relating to such investments in Citigroup common stock asserted by or that could have been asserted by Plaintiffs or any member of the Settlement Class in the Action against the Citigroup Releasees, as defined below.
- 2) with respect to Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and all other Settlement Class Members, the release by the Citigroup Defendants of the Plaintiff Releasees, as defined below, from any claims relating to the institution or prosecution of this Action.

"Released Parties" means:

- 1) with respect to the Citigroup Defendants, the Citigroup Defendants, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each (together, the "Citigroup Releasees"), and any person or entity which is or was related to or affiliated with any Citigroup Releasee or in which any Citigroup Releasee has or had a controlling interest and the present and former employees, officers and directors, attorneys, accountants, insurers, and agents of each of them.
- 2) with respect to Plaintiffs and all other Settlement Class Members, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each (together, the "Plaintiff Releasees"), and any person or entity in which any Plaintiff Releasee has or had a controlling interest or which is or was related to or affiliated with any Plaintiff Releasee.

"Unknown Claims" means any Released Claims which Lead Plaintiff or any other Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Citigroup Releasees, and any Citigroup Releasees' Claims which any Citigroup Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of the Plaintiff Releasees, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date, Plaintiffs and each of the Defendants shall expressly waive, and each of the other Settlement Class Members and each of the other Citigroup Releasees shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

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

Plaintiffs and each of the Defendants acknowledge, and each of the other Settlement Class Members and each of the other Citigroup Releasees shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

⁴ Released Claims do not include, release, bar, waive, impair or otherwise impact any (i) claims asserted in the action styled *In re Citigroup Inc. Bond Litigation*, Master File No. 08 Civ. 9522 (S.D.N.Y.) (SHS), insofar as those claims are not asserted in connection with the purchase or acquisition of Citigroup common stock; (ii) contractual obligations arising out of a corporate merger or acquisition agreement pursuant to which Citigroup common stock was acquired; and (iii) claims relating to the enforcement of the Settlement.

50. The Judgment will also provide that, upon the Effective Date, the Citigroup Releasees fully, finally, and forever release, relinquish and discharge each and all of the Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs, other Settlement Class Members, Lead Class Counsel and Additional Settlement Class Counsel from all claims arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Action or the Released Claims.

51. In addition, the proposed Judgment provides that all Persons are barred from bringing any claim for contribution or indemnification against the Citigroup Releasees arising out of or related to the Released Claims, and the Citigroup Releasees are barred from bringing any claim for contribution or indemnification arising out of or related to the Released Claims against any such persons.

**WHAT PAYMENT ARE THE ATTORNEYS FOR THE SETTLEMENT CLASS SEEKING?
HOW WILL THE LAWYERS BE PAID?**

52. Lead Class Counsel and other counsel for Plaintiffs in this Action have not received any payment for their services in pursuing claims against the Defendants on behalf of the Settlement Class, nor have they been reimbursed for their out-of-pocket expenses. Prior to the Settlement Hearing (see Paragraph 12 above), Lead Class Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed 17% of the Settlement Fund. In addition, Lead Class Counsel will apply for reimbursement of Litigation Expenses paid or incurred in connection with the institution, prosecution and resolution of the claims against Defendants, in the approximate amount of \$3,750,000 (which may include an application for reimbursement of the reasonable costs and expenses incurred by the Lead Plaintiffs themselves that relate directly to their representation of the Settlement Class), plus interest on such expenses at the same rate as earned on the Settlement Amount.

HOW WILL THE NOTICE COSTS AND EXPENSES BE PAID?

53. Lead Class Counsel are authorized by the Stipulation to pay the Claims Administrator's fees and expenses incurred in connection with giving notice, administering the Settlement, and distributing the Net Settlement Fund to Settlement Class Members.

HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?

54. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Settlement Class and you must timely complete and return the Claim Form with adequate supporting documentation **postmarked no later than February 7, 2013**. A Claim Form is included with this Notice, or you may obtain one from the website maintained by the Claims Administrator for the Settlement, www.citigroupsecuritiessettlement.com, or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll free at (877) 600-6533. If you request exclusion from the Settlement Class or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund. Please retain all records of your ownership of and transactions in Citigroup common stock, as they may be needed to document your Claim.

55. As a Settlement Class Member you are represented by Plaintiffs and Lead Class Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, "When and Where Will the Court Decide Whether to Approve the Settlement?," below, so that the notice is **received** on or before **December 21, 2012**.

56. If you are a Settlement Class Member and do not wish to remain a Settlement Class Member, you may exclude yourself from the Settlement Class by following the instructions in the section entitled, "What If I Do Not Want to Participate in the Settlement? How Do I Exclude Myself?," below.

57. If you are a Settlement Class Member and you wish to object to any aspect of the Settlement, the Plan of Allocation, or Lead Class Counsel's application for attorneys' fees and reimbursement of Litigation Expenses, and if you do not exclude yourself from the Settlement Class, you may present your objections by following the instructions in the section entitled, "When and Where Will the Court Decide Whether to Approve the Settlement?," below.

WHAT IF I DO NOT WANT TO PARTICIPATE IN THE SETTLEMENT? HOW DO I EXCLUDE MYSELF?

58. Each Settlement Class Member will be bound by all determinations and judgments in this lawsuit, whether favorable or unfavorable, unless such person or entity mails or delivers a written "Request for Exclusion" from the Settlement Class, addressed to *In re Citigroup Inc. Securities Litigation*, EXCLUSIONS, c/o GCG, P.O. Box 9932, Dublin, Ohio 43017-5832. The exclusion request must be **received** no later than **December 6, 2012**. You will not be able to exclude yourself from the Settlement Class after that date. Each Request for Exclusion must (1) state the name, address and telephone number of the person or entity requesting exclusion; (2) state that such person or entity "requests exclusion from the Settlement Class in *In re Citigroup Inc. Securities Litigation*, No. 07 Civ. 9901 (S.D.N.Y.) (SHS)"; (3) state the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008; (4) state the number of shares held at the start of the Class Period; (5) state the number of shares held through the close of trading on July 17, 2008; and (6) be signed by such person or entity requesting exclusion or an authorized representative. A Request for Exclusion shall not be valid and effective unless it provides all the information called for in this paragraph and is received within the time stated above, or is otherwise accepted by the Court.

59. If you do not want to be part of the Settlement Class, you must follow these instructions for exclusion even if you have pending, or later file, another lawsuit, arbitration or other proceeding relating to any Released Claim against any of Defendants. You cannot exclude yourself by telephone or by email.

60. If you ask to be excluded from the Settlement Class, you will not be eligible to receive any payment out of the Net Settlement Fund, or any other benefit provided for in the Stipulation.

61. The Defendants have the right to terminate the Settlement if valid requests for exclusion are received from Persons and entities entitled to be members of the Settlement Class in an amount that exceeds an amount agreed to by Plaintiffs and the Defendants.

WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT? DO I HAVE TO COME TO THE HEARING? MAY I SPEAK AT THE HEARING IF I DON'T LIKE THE SETTLEMENT?

62. **Settlement Class Members may, but do not need to, attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if the Settlement Class Member does not attend the Settlement Hearing. You can participate in the Settlement without attending the Settlement Hearing.**

63. The Settlement Hearing will be held on January 15, 2013 at 10:00 a.m. before the Honorable Sidney H. Stein, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, NY 10007. At the Settlement Hearing the Court will decide whether to approve the Settlement, the Plan of Allocation and an award of attorneys' fees and reimbursement of Litigation Expenses. If the Court approves the Settlement, there may then be appeals by interested parties which may further delay distribution of the Net Settlement Fund. It is always uncertain how those appeals will resolve, and resolving them can take time, perhaps more than a year. The Court reserves the right to approve the Settlement at or after the Settlement Hearing without further notice to the members of the Settlement Class.

64. Any Settlement Class Member who does not request exclusion may object to any aspect of the Settlement, the proposed Plan of Allocation or Lead Class Counsel's request for an award of attorneys' fees and reimbursement of Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk's Office at the United States District Court for the Southern District of New York at the address set forth below on or before **December 21, 2012**. You must also serve the papers on designated representative Lead Class Counsel and Defendants' counsel at the addresses set forth below for their respective counsel so that the papers are **received on or before December 21, 2012**.

Clerk's Office

Clerk of the Court
 United States District Court
 Southern District of New York
 Daniel Patrick Moynihan United States
 Courthouse
 500 Pearl Street
 New York, NY 10007-1312
 Re: *In re Citigroup Inc. Securities Litigation*,
 Case No. 07 Civ. 9901 (SHS)

Defendants' Counsel

Brad S. Karp, Esq.
 Richard A. Rosen, Esq.
 Susanna M. Buerger, Esq.
 Jane B. O'Brien, Esq.
 Asad Kudiya, Esq.
 Paul, Weiss, Rifkind, Wharton & Garrison LLP
 1285 Avenue of the Americas
 New York, NY 10019

Lead Class Counsel

Peter S. Linden, Esq.
 Ira M. Press, Esq.
 Andrew McNeela, Esq.
 Kirby McInerney LLP
 825 Third Avenue
 New York, NY 10022

65. Any objection (1) must contain a statement of the Settlement Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Settlement Class Member wishes to bring to the Court's attention; and (2) must include documents sufficient to prove membership in the Settlement Class, including the number of shares of Citigroup common stock that the objecting Settlement Class Member purchased or otherwise acquired during the Class Period, as well as sales of such stock during the Class Period or thereafter through the close of trading on July 17, 2008, along with the dates and prices of each such purchase or other acquisition and sale or other disposition. You may not object to any aspect of the Settlement, the Plan of Allocation or the motion for attorneys' fees and reimbursement of expenses if you exclude yourself from the Settlement Class or if you are not a member of the Settlement Class.

66. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first filed and served a timely written objection in accordance with the procedures described above, unless the Court orders otherwise.

67. If you wish to be heard orally at the hearing in opposition to the approval of any aspect of the Settlement, the Plan of Allocation or Lead Class Counsel's request for an award of attorneys' fees and reimbursement of Litigation Expenses, and if you file and serve a timely written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on the designated representatives of Lead Class Counsel and counsel for the Defendants at the addresses set forth above so that it is **received** on or before **December 21, 2012**. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing.

68. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. If you decide to hire an attorney, which will be at your own expense, however, he or she must file a notice of appearance with the Court and serve it on the designated representatives of Lead Class Counsel and counsel for the Defendants at the addresses set forth above so that the notice is **received** on or before **December 21, 2012**.

69. The Settlement Hearing may be adjourned by the Court without further written notice to the Settlement Class. If you intend to attend the Settlement Hearing, you should confirm the date and time with Lead Class Counsel.

Unless the Court orders otherwise, any Settlement Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to any aspect of the proposed Settlement, the proposed Plan of Allocation or Lead Class Counsel's request for an award of attorneys' fees and reimbursement of expenses. Settlement Class Members do not need to appear at the Settlement Hearing or take any other action to indicate their approval.

WHAT HAPPENS IF I DO NOTHING AT ALL?

70. If you do nothing, you will get no money from this Settlement. To share in the Net Settlement Fund you must submit a Proof of Claim Form by following the instructions in the section entitled "How Do I Participate In The Settlement? What Do I Need To Do?," on page 10 above.

71. If you are a Settlement Class Member and you do not exclude yourself from the Settlement, you will be bound by the terms of the proposed Settlement described in this Notice once approved by the Court and you shall be forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Settlement Class Member and be subject to the provisions of the Stipulation and Settlement, including the terms of any judgments entered and releases given. This means that each Settlement Class Member releases the Released Claims (as defined above) against the Citigroup Releasees (as defined above) and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Claims against any of the Defendants regardless of whether or not such Settlement Class Member submits a Claim Form.

WHAT IF I BOUGHT SHARES ON SOMEONE ELSE'S BEHALF?

72. If you purchased or otherwise acquired Citigroup common stock during the Class Period for the beneficial interest of persons or organizations other than yourself, you must, WITHIN FIFTEEN (15) CALENDAR DAYS AFTER RECEIPT OF THIS NOTICE, either (1) forward copies of the Notice and Claim Form (the "Notice Packet") to all such beneficial owners; or (2) provide the names and addresses of such persons or entities to *In re Citigroup Inc. Securities Litigation*, c/o GCG, P.O. Box 9899, Dublin, Ohio 43017-5799. If you choose the second option, the Claims Administrator will send a copy of the Notice and the Claim Form to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the out-of-pocket expenses for which reimbursement is sought. Copies of this Notice and the Claim Form can be obtained from the website maintained by the Claims Administrator, www.citigroupsecuritiessettlement.com, or by calling the Claims Administrator toll-free at (877) 600-6533.

CAN I SEE THE COURT FILE? WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?

73. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in this Action, you are referred to the papers on file in the Action, including the Stipulation, which may be inspected during regular office hours at the Office of the Clerk, United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007-1312. Additionally, copies of the Stipulation and any related orders entered by the Court will be posted on the website maintained by the Claims Administrator, www.citigroupsecuritiessettlement.com.

All inquiries concerning this Notice should be directed to:

In re Citigroup Inc. Securities Litigation
c/o GCG
P.O. Box 9899
Dublin, Ohio 43017-5799
(877) 600-6533
www.citigroupsecuritiessettlement.com
Questions@citigroupsecuritiessettlement.com

and/or

Andrew McNeela, Esq.
Peter S. Linden, Esq.
KIRBY McINERNEY LLP
825 Third Avenue
New York, NY 10022
(212) 371-6600

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

Dated: October 10, 2012

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

**Must be
Postmarked
No Later Than
February 7, 2013**

In re Citigroup Inc. Securities Litigation
c/o GCG
P.O. Box 9899
Dublin, Ohio 43017-5799
(877) 600-6533
www.citigroupsecuritiessettlement.com



CII



Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE

YOU MUST COMPLETE THIS CLAIM FORM AND SUBMIT IT BY FEBRUARY 7, 2013 TO BE ELIGIBLE TO SHARE IN THE SETTLEMENT.

<u>TABLE OF CONTENTS</u>	<u>PAGE #</u>
PART I - CLAIMANT IDENTIFICATION	2
PART II - GENERAL INSTRUCTIONS	3
PART III - SCHEDULE OF TRANSACTIONS IN CITIGROUP COMMON STOCK AND SALES OF PUT OPTIONS.....	4-5
PART IV - RELEASE	6-7
PART V - SIGNATURE	7
PART VI - REMINDER CHECKLIST.....	8

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

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



PART I - CLAIMANT IDENTIFICATION

LAST NAME (CLAIMANT)

FIRST NAME (CLAIMANT)

Last Name (Beneficial Owner if Different From Claimant)

First Name (Beneficial Owner)

Last Four Digits of the Beneficial Owner's Employer Identification Number or Social Security Number¹

Last Name (Co-Beneficial Owner)

First Name (Co-Beneficial Owner)

Company/Other Entity (If Claimant Is Not an Individual)

Contact Person (If Claimant is Not an Individual)

Trustee/Nominee/Other

Account Number (If Claimant Is Not an Individual)

Trust/Other Date (If Applicable)

Address Line 1

Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Country

Foreign Zip Code

Telephone Number (Day)

Telephone Number (Night)

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.)

IDENTITY OF CLAIMANT (check only one box):

- Individual** **Joint Owners** **Estate** **Corporation** **Trust** **Partnership**
- Private Pension Fund** **Legal Representative**
- IRA, Keogh, or other type of individual retirement plan** (indicate type of plan, mailing address, and name of current custodian)
- Other** (specify, describe on separate sheet)

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.gcginc.com or you may e-mail the Claims Administrator 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 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.

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.

**PART II - GENERAL INSTRUCTIONS**

If you purchased or otherwise acquired common stock issued by Citigroup Inc. ("Citigroup") between February 26, 2007 and April 18, 2008, inclusive (the "Class Period", as further defined in the Notice), then you may be a class member entitled to share in the settlement proceeds ("Settlement Class Member", as further defined in the Notice) in *In re Citigroup Inc. Securities Litigation*, No. 07 Civ. 9901 (the "Action"), pending in the United States District Court for the Southern District of New York (the "Court").

To be eligible for any settlement benefits as a Settlement Class Member, you must provide the information requested in this Proof of Claim and Release form or you can complete and submit a valid online Proof of Claim and Release form by visiting the Claims Administrator's website at www.citigroupsecuritiessettlement.com. If submitted by mail, you must complete and sign this Proof of Claim and Release form and submit it to the Claims Administrator at the following address by first class mail, postmarked no later than February 7, 2013:

In re Citigroup Inc. Securities Litigation
c/o GCG
P.O. Box 9899
Dublin, Ohio 43017-5799

If you do not submit your Proof of Claim and Release form by the deadline set forth above, your claim will be rejected, and you will not receive any money in connection with the settlement of this Action. If you are a Settlement Class Member and you do not timely and validly request exclusion in connection with the settlement, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, regardless of whether you submit a Proof of Claim and Release form.

Do not mail or deliver your Proof of Claim and Release form to the Court or to any of the parties or their counsel as any such claim will be deemed not to have been submitted. Submit your Proof of Claim and Release form only to the Claims Administrator at the address above.

In completing the schedules of transactions requested in this Proof of Claim and Release form, separately list each purchase or acquisition and sale of Citigroup common stock, as applicable. Photocopy the relevant pages if more space is needed. Be sure to include and sign your name and the last four digits of your social security number or tax ID number on any additional sheets.

All purchases or acquisitions and sales of Citigroup common stock requested in this Proof of Claim and Release form must be documented by brokerage statements, confirmations or similar documents. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

For further information on the proposed Settlement in this Action, please review the Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses.

NOTE: Separate Proof of Claim and Release 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, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim and Release form should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions in Citigroup common stock) during the Class Period on one Proof of Claim and Release form, no matter how many accounts the transactions were made in.

**QUESTIONS? PLEASE CONTACT THE CLAIMS ADMINISTRATOR AT (877) 600-6533,
EMAIL QUESTIONS@CITIGROUPSECURITIESSETTLEMENT.COM OR VISIT
WWW.CITIGROUPSECURITIESSETTLEMENT.COM**



PART IV - RELEASE

I/We request payment from the Defendants as provided for in the Settlement, and I/we agree to the terms set out below:

I/We hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever release, relinquish and discharge (i) all Released Claims (as defined below) against the Citigroup Releasees (as defined below); and (ii) against each and all of the Citigroup Releasees all claims arising out of, relating to, or in connection with, the defense, settlement or resolution of the Action or Released Claims, and that I/we shall forever be barred and enjoined from instituting or prosecuting any other action asserting any Released Claim in any court against the Citigroup Releasees.

“Released Claims” means⁴:

(1) with respect to the Citigroup Releasees, defined below, the release by Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and all Settlement Class Members, on behalf of themselves, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each, of all claims of every nature and description, known and unknown, arising out of or relating to investments in (including, but not limited to, purchases, sales, exercises, and decisions to hold) Citigroup common stock through April 18, 2008, inclusive, including without limitation all claims arising out of or relating to any disclosures, registration statements or other statements made or issued by any of the Citigroup Defendants concerning subprime-related assets, collateralized debt obligations, residential mortgage-backed securities, auction rate securities, leveraged lending activities, or structured investment vehicles, as well as all claims relating to such investments in Citigroup common stock asserted by or that could have been asserted by Plaintiffs or any member of the Settlement Class in the Action against the Citigroup Releasees, as defined below.

(2) with respect to Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and all other Settlement Class Members, the release by the Citigroup Defendants of the Plaintiff Releasees, as defined below, from any claims relating to the institution or prosecution of this Action.

“Released Parties” means:

(1) with respect to the Citigroup Defendants, the Citigroup Defendants, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each (together, the “Citigroup Releasees”), and any person or entity which is or was related to or affiliated with any Citigroup Releasee or in which any Citigroup Releasee has or had a controlling interest and the present and former employees, officers and directors, attorneys, accountants, insurers, and agents of each of them.

(2) with respect to Plaintiffs and all other Settlement Class Members, their respective present and former parents, subsidiaries, divisions and affiliates, the present and former employees, officers and directors of each of them, the present and former attorneys, accountants, insurers, and agents of each of them, and the predecessors, heirs, successors and assigns of each (together, the “Plaintiff Releasees”), and any person or entity in which any Plaintiff Releasee has or had a controlling interest or which is or was related to or affiliated with any Plaintiff Releasee.

Released Claims shall not include claims relating to the enforcement of the Settlement contemplated by the Stipulation and Agreement of Settlement dated August 28, 2012 (the “Stipulation”).

“Unknown Claims” means any Released Claims which Plaintiffs or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Citigroup Releasees, and any Citigroup Releasee’s Claims which any Citigroup Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of the Plaintiff Releasees, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date, Plaintiffs and each of the Defendants shall expressly waive, and each of the other Settlement Class Members and each of the other Citigroup Releasees

⁴Released Claims do not include, release, bar, waive, impair or otherwise impact any (i) claims asserted in the action styled *In re Citigroup Inc. Bond Litigation*, Master File No. 08 Civ. 9522 (S.D.N.Y.) (SHS), insofar as those claims are not asserted in connection with the purchase or acquisition of Citigroup common stock; (ii) contractual obligations arising out of a corporate merger or acquisition agreement pursuant to which Citigroup common stock was acquired; and (iii) claims relating to the enforcement of the Settlement.



PART IV - RELEASE (CONT.)

shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

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

Plaintiffs and each of the Defendants acknowledge, and each of the other Settlement Class Members and each of the other Released Parties shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

Any capitalized terms not otherwise defined in this Proof of Claim and Release form shall have the meaning set forth in the Stipulation, a copy of which (with exhibits) may be obtained as explained in the Notice.

PART V - SIGNATURE

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (if this claim is being made on behalf of Joint Claimants, then each must sign.)

Executed this ____ day of ____ in ____
(Month) (Year) (City, State, Country)

Signature of Claimant

Date

Print your name here

Signature of joint claimant, if any

Date

Print your name here

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

Signature of person signing on behalf of claimant

Date

Print your name here

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

**PART VI - REMINDER CHECKLIST**

1. Please sign the Signature Section of the Proof of Claim and Release form.
2. If this Proof of Claim and Release form is being made on behalf of Joint Claimants, then both must sign.
3. For an overview of what constitutes adequate supporting documentation, please visit www.citigroupsecuritiessettlement.com.
4. Remember to attach supporting documentation.
5. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
6. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
7. The Claims Administrator will acknowledge receipt of your Proof of Claim 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.
8. If you move, please send your new address to the Claims Administrator at the address below.
9. Do not use highlighter on the Proof of Claim and Release form or supporting documentation.

***THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
FEBRUARY 7, 2013 AND MUST BE MAILED TO:***

***In re Citigroup Inc. Securities Litigation
c/o GCG
P.O. Box 9899
Dublin, Ohio 43017-5799
www.citigroupsecuritiessettlement.com***

EXHIBIT B

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC. No. 07 Civ. 9901 (SHS)
 SECURITIES LITIGATION ECF Case

SUMMARY NOTICE OF (I) PENDENCY OF CLASS ACTION; (II) PROPOSED SETTLEMENT AND PLAN OF ALLOCATION; (III) SETTLEMENT FAIRNESS HEARING; AND (IV) MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES

TO: All persons and entities who purchased or otherwise acquired Citigroup Inc. ("Citigroup") common stock between February 26, 2007 and April 18, 2008, inclusive, or their successors in interest, and who were damaged thereby. **THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY, 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 an Order of the United States District Court for the Southern District of New York, (i) that the above-captioned litigation (the "Action") has been preliminarily certified as a class action on behalf of a class of all persons and entities who purchased or otherwise acquired Citigroup common stock between February 26, 2007 and April 18, 2008, inclusive, or their successors in interest, and who were damaged thereby (the "Settlement Class"), except for certain persons and entities who are excluded from the Settlement Class, as defined in the Stipulation and Agreement of Settlement in the Action, as amended (the "Stipulation"), and in the Court's order dated August 29, 2012, as modified by the Court's order dated September 28, 2012; and (ii) that Plaintiffs in the Action have reached an agreement to settle the Action for an aggregated settlement payment of \$590 million in cash to the Settlement Class (the "Settlement").

A hearing will be held on January 15, 2013 at 10:00 a.m. before the Honorable Sidney H. Stein at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, NY 10007, to determine (i) whether the proposed Settlement should be approved as fair, reasonable and adequate; (ii) whether the Action should be dismissed on the merits and with prejudice against all the Citigroup Defendants, and whether the releases specified and described in the Stipulation should be granted; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Lead Class Counsel's application for an award of attorneys' fees and reimbursement of expenses should be approved.

If you are a member of the Settlement Class, your rights will be affected by the Action and the Settlement, and you may be entitled to share in the Settlement Fund. If you have not yet received the full printed Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice"), and the Proof of Claim and Release Form ("Claim Form"), you may obtain copies of these documents by contacting the Claims Administrator: *In re Citigroup Inc. Securities Litigation*, c/o GCG, P.O. Box 9899, Dublin, Ohio 43017-5799, (877) 600-6533. Copies of the Notice and Claim Form can also be downloaded from the website maintained by the Claims Administrator, www.citigroupsecuritiessettlement.com.

If you are a member of the Settlement Class, in order to be eligible to receive a payment under the proposed Settlement, **you must submit a Claim Form postmarked no later than February 7, 2013.** If you are a member of the Settlement Class and do not submit a proper Claim Form, you will not share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you are a member of the Settlement Class and wish to exclude yourself from the Settlement Class, you must submit a request for exclusion such that it is *received* no later than December 6, 2012, in accordance with the instructions set forth in the Notice. If you properly and timely exclude yourself from the Settlement Class, you will not be bound by any judgments or orders entered by the Court in the Action and you will not be eligible to share in the proceeds of the Settlement.

Any objections to any aspect of the proposed Settlement, the proposed Plan of Allocation or Lead Class Counsel's application for an award of attorneys' fees and reimbursement of expenses, must be filed with the Court and delivered to designated representative Lead Class Counsel and counsel for the Citigroup Defendants such that they are *received* no later than December 21, 2012, 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 and Claim Form, may be made to Lead Class Counsel:

Andrew McNeela, Esq.
 Peter S. Linden, Esq.
 KIRBY McINERNEY LLP
 825 Third Avenue
 New York, NY 10022
 (212) 371-6600

Dated: October 23, 2012.
 By Order of the United States District Court for the Southern District of New York

EXHIBIT C

PR NEWSWIRE EDITORIAL

Hello

Here's the clear time* confirmation for your news release:

Release headline: Kirby McInerney LLP Announces Proposed Settlement of Citigroup Inc. Securities Litigation

Word Count: 899

Product Summary:

US1

ReleaseWatch

Complimentary Press Release Optimization

IRW

PR Newswire's Editorial Order Number: 760956-1-1

Release clear time: 23-Oct-2012 09:00:00 AM

*Clear time represents the time your news release was distributed to the newswire you selected. Releases distributed publicly in the US can be located online in order of release time at: <http://www.pnewswire.com/news-releases-list/>

Thank you for choosing PR Newswire!

Engage opportunity everywhere it exists. Learn how content is currency in today's communications landscape. Download our FREE white papers:

<http://promotions.pnewswire.com/Clear-Time-Confirmation-Email-WP.html>

For more information on how PR Newswire can help support your communications initiatives, please visit:

<http://www.pnewswire.com/products-services/>

To contact PR Newswire directly, please call 888-776-0942 or e-mail information@pnewswire.com.

EXHIBIT D

Exhibit D

Requests for Exclusion from Potential Class Members

Count	Exclusion ID Number	Name(s)	Received Date
1	1147243	GERARD E. KETZ	October 19, 2012
2	1468793	JERRY M WAGGONER	November 2, 2012
3	1468794	BETTY R. WAGGONER	November 2, 2012
4	1056696	GEORGE S. MOSER	November 5, 2012
5	1056827	RACHEL MOSER	November 5, 2012
6	1545396	ROBERT R TASCHNER	November 5, 2012
7	1354758	THURE W DAHLGREN IRA	November 9, 2012
8	1547160	LOUIS LUBRANO	November 12, 2012
9	442	HERMANN NEUBAUER	November 14, 2012
10	1428390	JENE THOMPSON	November 15, 2012
11	1721125	EVA KAYTES	November 15, 2012
12	2673458	VELMA JACKSON-WILKINS	November 15, 2012
13	1382132	RALPH E BIRCHARD JR	November 16, 2012
14	1712425	MARILYN A HACH	November 16, 2012
15	1722510	NANCY H SKINNER UA 6 13 91 NANCY H SKINNER TR	November 16, 2012
16	1962643	JOSEPH D RUSSO & HELENE L OBACK-RUSSO	November 16, 2012
17	1382616	COURTNEY LEE	November 19, 2012
18	1825769	JAMES IANNUZO	November 19, 2012
19	1880765	LOUISE S GILLESPIE	November 19, 2012
20	2122290	LARRY E WALLACE & SHERRY L WALLACE, DECEASED	November 19, 2012
21	1130138	DOROTHY HARTY	November 20, 2012
22	701	IRMTRUD WENZEL	November 21, 2012
23	709	GORDON B WRIGHT & HILDEGARD E WRIGHT	November 26, 2012
24	1541523	MEHRANGIZ RUH SHAHBAZ	November 26, 2012
25	1745799	FOTIOS PANTELIS KOSMAS & JILL KOSMAS	November 26, 2012
26	2022078	CHARLES GOODMAN	November 26, 2012
27	2369039	ROBERT FAMILY TRUST DTD 01/19/1993 RICHARD & DOROTHY ROBERT TTEES	November 26, 2012
28	2430221	VIRGIE M. GRAY, DECEASED	November 26, 2012
29	2443436	JANE BULLARD	November 26, 2012
30	1375046	RICHARD STRASSER	November 27, 2012
31	2026397	JAMES R MANGUS VIRGINIA L MANGUS TTEE MANGUS FAMILY 1997 TRUST	November 27, 2012
32	2274789	GERARDO MARINI	November 27, 2012
33	2639067	PATRICIA STOTTLEMYER	November 27, 2012
34	1060989	ELIZABETH SIMPSON	November 28, 2012
35	923	NORGES BANK	November 29, 2012
36	924	MINeworkers' PENSION SYSTEM	November 29, 2012
37	1060090	MEHRANGIZ RUH SHAHBAZ	November 29, 2012
38	974	FRANK LATOS	November 30, 2012
39	1080866	GARY L BURGESS AND CARRIE L BURGESS	November 30, 2012
40	1430096	MUHAMMAD AHMAD ULLAH & KANEEZ FATIMA	November 30, 2012
41	1537748	MARY B PEDERSON	November 30, 2012
42	1966033	DEBBIE CRINK	November 30, 2012
43	2494817	SANDRA B D'ARCANGELO	November 30, 2012
44	2581806	GARY BURGESS	November 30, 2012
45	2485006	SALOMON MELGEN, FLOR MELGEN & SFM HOLDINGS LIMITED PARTNERSHIP	December 1, 2012
46	975	STICHTING PENSIOENFONDS ABP	December 3, 2012
47	977	STATE OF NEW JERSEY, DEPT. OF TREASURY, DIVISION OF INVESTMENT	December 3, 2012
48	979	SARAH SUNG & CHING-CHAO SUNG	December 3, 2012
49	980	ELIZABETH ROWCLIFFE	December 3, 2012
50	981	ROBERT F. STAUFFER	December 3, 2012
51	986	MARIE BALL	December 3, 2012

Exhibit D

Requests for Exclusion from Potential Class Members

Count	Exclusion ID Number	Name(s)	Received Date
52	992	THE COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOLS EMPLOYEES' RETIREMENT	December 3, 2012
53	993	PENNSYLVANIA MUNICIPAL RETIREMENT BOARD	December 3, 2012
54	1001	ABU DHABI INVESTMENT AUTHORITY	December 3, 2012
55	1003	GEORGE CUMMING & ANITA CUMMING	December 3, 2012
56	1004	HELMUT ZWINGMANN & JUTTA ZWINGMANN	December 3, 2012
57	1005	MARIANNE KRAUSS	December 3, 2012
58	1006	ANNETTE B. DICKIE	December 3, 2012
59	1122	EVA DEMIAN	December 3, 2012
60	1126	TYMAC LAUNCH IPP IN TRUST FOR JAMES & CATHERINE PHILLIPSON	December 3, 2012
61	1128	ARTHUR L. WILLIAMS III	December 3, 2012
62	1129	ANDREW L WILLIAMS	December 3, 2012
63	1130	ARTHUR L. WILLIAMS IV	December 3, 2012
64	1131	ALEX LANIER WILLIAMS	December 3, 2012
65	1132	ELIZABETH W. CARTER	December 3, 2012
66	1133	CAROLE CHARNUZKY	December 3, 2012
67	1014214	DORA RADIX	December 3, 2012
68	1323650	MARILYN MORTON	December 3, 2012
69	1768438	EDWARD C ZAWACKI	December 3, 2012
70	1985526	FMT CO IRA ROLLOVER FBO ARTHUR GLAZER	December 3, 2012
71	2028745	LEE K BARTLETT & MARGARET J BARTLETT	December 3, 2012
72	2081870	LINNIE CARROLL YOUNG	December 3, 2012
73	2212441	AHW INVESTMENT PARTNERSHIP	December 3, 2012
74	2360576	MARY ANNE JOHNSON	December 3, 2012
75	2380649	ANGELA H. WILLIAMS	December 3, 2012
76	2673524	MARILYN J MORTON	December 3, 2012
77	1226	ESTATE OF JOHN J. BEATON	December 4, 2012
78	1227	LGT FUNDS SICAV	December 4, 2012
79	1229	MEAG MUNICH ERGO KAPITALANLAGEGESELLSCHAFT MBH	December 4, 2012
80	1230	UNIVERSAL-INVESTMENT-GESELLSCHAFT MBH	December 4, 2012
81	1235	DEKA INVESTMENT GMBH	December 4, 2012
82	1236	DEKA FUNDMASTER INVESTMENTGESELLSCHAFT MGH	December 4, 2012
83	1237	DEKA INTERNATIONAL (IRELAND) LTD.	December 4, 2012
84	1238	DEKA INTERNATIONAL S.A. LUXEMBOURG	December 4, 2012
85	1239	INTERNATIONAL FUND MANAGEMENT S.A.	December 4, 2012
86	1246	SWISS LIFE INVESTMENT MANAGEMENT HOLDING AG	December 4, 2012
87	1699080	BORUT F SKOK SR	December 4, 2012
88	1980612	ERIC S MERRIFIELD MD	December 4, 2012
89	1241	FTIF - FRANKLIN TEMPLETON GLOBAL FUNDAMENTAL STRATEGIES FUND	December 5, 2012
90	1245	FRANKLIN TEMPLETON FUNDS - FRANKLIN MUTUAL SHARES FUND	December 5, 2012
91	1247	FTIF - FRANKLIN MUTUAL GLOBAL DISCOVERY FUND	December 5, 2012
92	1248	FTIF FRANKLIN MUTUAL BEACON FUND	December 5, 2012
93	1250	MUTUAL GLOBAL DISCOVERY FUND (CANADA)	December 5, 2012
94	1251	MUTUAL BEACON FUND (CANADA)	December 5, 2012
95	1252	FTVIP MUTUAL GLOBAL DISCOVERY SECURITIES FUND	December 5, 2012
96	1253	FTVIP MUTUAL SHARES SECURITIES FUND	December 5, 2012
97	1254	MUTUAL FINANCIAL SERVICES FUND	December 5, 2012
98	1256	MUTUAL GLOBAL DISCOVERY FUND	December 5, 2012
99	1257	MUTUAL BEACON FUND	December 5, 2012
100	1258	MUTUAL SHARES FUND	December 5, 2012

Exhibit D

Requests for Exclusion from Potential Class Members

Count	Exclusion ID Number	Name(s)	Received Date
101	1264	KATHLEEN SHUM	December 5, 2012
102	1265	SUWANDI GUNAWAN/LIE FIE FIE	December 5, 2012
103	1266	TERESA M. KENT	December 5, 2012
104	1267	BRADLEY CRAWFORD & DIANA CRAWFORD	December 5, 2012
105	1316	TMF HOLDINGS LTD	December 5, 2012
106	1296	EQ/MUTUAL LARGE CAP EQUITY PORTFOLIO	December 6, 2012
107	1297	JNL/FRANKLIN TEMPLETON MUTUAL SHARES FUND	December 6, 2012
108	1302	PENNYGOLD TRADING SUPPLIES	December 6, 2012
109	1303	MARIANNE BROCKMAN	December 6, 2012
110	1304	CHRISTEL BURNSIDE	December 6, 2012
111	1305	WILLIAM F. GRAHAM	December 6, 2012
112	1308	ESL PARTNERS L.P.	December 6, 2012
113	1309	RBS PARTNERS, L.P.	December 6, 2012
114	1310	ESL INVESTORS, L.L.C.	December 6, 2012
115	1312	WOLF OPPORTUNITY FUND, LTD.	December 6, 2012
116	1313	OKUMUS CAPITAL, L.L.C.	December 6, 2012
117	1314	OKUMUS DIVERSIFIED VALUE, LTD. (F/K/A OKUMUS DIVERSIFIED VALUE FUND, LTD.)	December 6, 2012
118	1315	OKUMUS OPPORTUNITY, LTD. (F/K/A OKUMUS OPPORTUNITY FUND, LTD.)	December 6, 2012
119	1319	HOAG HOSPITAL FOUNDATION	December 6, 2012
120	1320	INTERNATIONALE KAPITALANLAGEGESELLSCHAFT GMBH	December 6, 2012
121	1321	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT MBH	December 6, 2012
122	1322	HANSALINVEST HANSEATISCHE INVESTMENT-GMB	December 6, 2012
123	1323	METZLER INVESTMENT GMBH	December 6, 2012
124	1324	NORD/LB KAPITALANLAGEGESELLSCHAFT AG	December 6, 2012
125	1325	SWISS & GLOBAL ASSET MANAGEMENT AG	December 6, 2012
126	1326	SWISS & GLOBAL ASSET MANAGEMENT (LUXEMBOURG) SA	December 6, 2012
127	1327	SWISSCANTO ASSET MANAGEMENT AG	December 6, 2012
128	1328	FRANK G RACZEK & COLLEEN RACZEK	December 6, 2012
129	1402	SWISSCANTO ASSET MANAGEMENT INTERNATIONAL S.A.	December 6, 2012
130	2095847	HOAG MEMORIAL HOSPITAL PRESBYTERIAN	December 6, 2012
131	2370137	KEITH M MANNING	December 6, 2012
132	2370759	OLSTEIN ALL CAP VALUE FUND (F/K/A) OLSTEIN FINANCIAL ALERT FUND	December 6, 2012
133	2708738	ROBERT D IMKE	December 6, 2012
134	2716859	HAROLD H RAEDEL	December 6, 2012
135	2741665	MULIAN ZHOU	December 6, 2012

EXHIBIT E

In re Citigroup Inc. Securities Litigation

Exhibit E

Valid Requests for Exclusion

Count	Exclusion ID Number	Name(s)	Received Date
1	1468793	JERRY M WAGGONER	November 2, 2012
2	1468794	BETTY R. WAGGONER	November 2, 2012
3	1547160	LOUIS LUBRANO	November 12, 2012
4	1382132	RALPH E BIRCHARD JR	November 16, 2012
5	1962643	JOSEPH D RUSSO & HELENE L OBACK-RUSSO	November 16, 2012
6	1382616	COURTNEY LEE	November 19, 2012
7	1880765	LOUISE S GILLESPIE	November 19, 2012
8	701	IRMTRUD WENZEL	November 21, 2012
9	1745799	FOTIOS PANTELIS KOSMAS & JILL KOSMAS	November 26, 2012
10	1375046	RICHARD STRASSER	November 27, 2012
11	1060989	ELIZABETH SIMPSON	November 28, 2012
12	923	NORGES BANK	November 29, 2012
13	924	MINEWORKERS' PENSION SYSTEM	November 29, 2012
14	1966033	DEBBIE CRINK	November 30, 2012
15	2494817	SANDRA B D'ARCANGELO	November 30, 2012
16	2485006	SALOMON MELGEN, FLOR MELGEN & SFM HOLDINGS LIMITED PARTNERSHIP	December 1, 2012
17	975	STICHTING PENSIOENFONDS ABP	December 3, 2012
18	977	STATE OF NEW JERSEY, DEPT. OF TREASURY, DIVISION OF INVESTMENT	December 3, 2012
19	992	THE COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOLS EMPLOYEES' RETIREMENT	December 3, 2012
20	993	PENNSYLVANIA MUNICIPAL RETIREMENT BOARD	December 3, 2012
21	1001	ABU DHABI INVESTMENT AUTHORITY	December 3, 2012
22	1128	ARTHUR L. WILLIAMS III	December 3, 2012
23	1129	ANDREW L WILLIAMS	December 3, 2012
24	1130	ARTHUR L. WILLIAMS IV	December 3, 2012
25	1131	ALEX LANIER WILLIAMS	December 3, 2012
26	1132	ELIZABETH W. CARTER	December 3, 2012
27	1014214	DORA RADIX	December 3, 2012
28	1985526	FMT CO IRA ROLLOVER FBO ARTHUR GLAZER	December 3, 2012
29	2212441	AHW INVESTMENT PARTNERSHIP	December 3, 2012
30	2380649	ANGELA H. WILLIAMS	December 3, 2012
31	1226	ESTATE OF JOHN J. BEATON	December 4, 2012
32	1227	LGT FUNDS SICAV	December 4, 2012
33	1229	MEAG MUNICH ERGO KAPITALANLAGEGESELLSCHAFT MBH	December 4, 2012
34	1230	UNIVERSAL-INVESTMENT-GESELLSCHAFT MBH	December 4, 2012
35	1235	DEKA INVESTMENT GMBH	December 4, 2012
36	1236	DEKA FUNDMASTER INVESTMENTGESELLSCHAFT MGH	December 4, 2012
37	1237	DEKA INTERNATIONAL (IRELAND) LTD.	December 4, 2012
38	1238	DEKA INTERNATIONAL S.A. LUXEMBOURG	December 4, 2012
39	1239	INTERNATIONAL FUND MANAGEMENT S.A.	December 4, 2012
40	1246	SWISS LIFE INVESTMENT MANAGEMENT HOLDING AG	December 4, 2012
41	1699080	BORUT F SKOK SR	December 4, 2012
42	1980612	ERIC S MERRIFIELD MD	December 4, 2012
43	1241	FTIF - FRANKLIN TEMPLETON GLOBAL FUNDAMENTAL STRATEGIES FUND	December 5, 2012
44	1245	FRANKLIN TEMPLETON FUNDS - FRANKLIN MUTUAL SHARES FUND	December 5, 2012
45	1247	FTIF - FRANKLIN MUTUAL GLOBAL DISCOVERY FUND	December 5, 2012
46	1248	FTIF FRANKLIN MUTUAL BEACON FUND	December 5, 2012
47	1250	MUTUAL GLOBAL DISCOVERY FUND (CANADA)	December 5, 2012
48	1251	MUTUAL BEACON FUND (CANADA)	December 5, 2012
49	1252	FTVIP MUTUAL GLOBAL DISCOVERY SECURITIES FUND	December 5, 2012

Exhibit E

Valid Requests for Exclusion

Count	Exclusion ID Number	Name(s)	Received Date
50	1253	FTVIP MUTUAL SHARES SECURITIES FUND	December 5, 2012
51	1254	MUTUAL FINANCIAL SERVICES FUND	December 5, 2012
52	1256	MUTUAL GLOBAL DISCOVERY FUND	December 5, 2012
53	1257	MUTUAL BEACON FUND	December 5, 2012
54	1258	MUTUAL SHARES FUND	December 5, 2012
55	1264	KATHLEEN SHUM	December 5, 2012
56	1296	EQ/MUTUAL LARGE CAP EQUITY PORTFOLIO	December 6, 2012
57	1297	JNL/FRANKLIN TEMPLETON MUTUAL SHARES FUND	December 6, 2012
58	1302	PENNYGOLD TRADING SUPPLIES	December 6, 2012
59	1305	WILLIAM F. GRAHAM	December 6, 2012
60	1308	ESL PARTNERS L.P.	December 6, 2012
61	1309	RBS PARTNERS, L.P.	December 6, 2012
62	1310	ESL INVESTORS, L.L.C.	December 6, 2012
63	1312	WOLF OPPORTUNITY FUND, LTD.	December 6, 2012
64	1313	OKUMUS CAPITAL, L.L.C.	December 6, 2012
65	1314	OKUMUS DIVERSIFIED VALUE, LTD. (F/K/A OKUMUS DIVERSIFIED VALUE FUND, LTD.)	December 6, 2012
66	1315	OKUMUS OPPORTUNITY, LTD. (F/K/A OKUMUS OPPORTUNITY FUND, LTD.)	December 6, 2012
67	1319	HOAG HOSPITAL FOUNDATION	December 6, 2012
68	1320	INTERNATIONALE KAPITALANLAGEGESELLSCHAFT MBH	December 6, 2012
69	1321	BAYERNINVEST KAPITALANLAGEGESELLSCHAFT MBH	December 6, 2012
70	1322	HANSAINVEST HANSEATISCHE INVESTMENT-GMBH	December 6, 2012
71	1323	METZLER INVESTMENT GMBH	December 6, 2012
72	1324	NORD/LB KAPITALANLAGEGESELLSCHAFT AG	December 6, 2012
73	1325	SWISS & GLOBAL ASSET MANAGEMENT AG	December 6, 2012
74	1326	SWISS & GLOBAL ASSET MANAGEMENT (LUXEMBOURGH) SA	December 6, 2012
75	1327	SWISSCANTO ASSET MANAGEMENT AG	December 6, 2012
76	1328	FRANK G RACZEK & COLLEEN RACZEK	December 6, 2012
77	1402	SWISSCANTO ASSET MANAGEMENT INTERNATIONAL S.A.	December 6, 2012
78	2095847	HOAG MEMORIAL HOSPITAL PRESBYTERIAN	December 6, 2012
79	2370137	KEITH M MANNING	December 6, 2012
80	2370759	OLSTEIN ALL CAP VALUE FUND (F/K/A) OLSTEIN FINANCIAL ALERT FUND	December 6, 2012
81	2741665	MULIAN ZHOU	December 6, 2012

EXHIBIT F

Exhibit F

Non-Class Exclusions

Count	Exclusion ID Number	Name(s)	Received Date
1	1147243	GERARD E. KETZ	October 19, 2012
2	442	HERMANN NEUBAUER	November 14, 2012
3	1721125	EVA KAYTES	November 15, 2012
4	2673458	VELMA JACKSON-WILKINS	November 15, 2012
5	1722510	NANCY H SKINNER UA 6 13 91 NANCY H SKINNER TR	November 16, 2012
6	2122290	LARRY E WALLACE & SHERRY L WALLACE, DECEASED	November 19, 2012
7	1541523	MEHRANGIZ RUH SHAHBAZ	November 26, 2012
8	1060090	MEHRANGIZ RUH SHAHBAZ	November 29, 2012
9	1537748	MARY B PEDERSON	November 30, 2012

EXHIBIT G

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
1	1056696	GEORGE S. MOSER	November 5, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
2	1545396	ROBERT R. TASHNER	November 5, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
3	1056827	RACHEL MOSER	November 5, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
4	1354758	THURE W DAHLGREN IRA	November 9, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
5	1428390	JENE THOMPSON	November 15, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
6	1712425	MARILYN A HACH	November 16, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
7	1825769	JAMES IANNUZO	November 19, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
8	1130138	DOROTHY HARTY	November 20, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
9	709	GORDON B WRIGHT & HILDEGARD E WRIGHT	November 26, 2012	Failed to provide the price(s) of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
10	2022078	CHARLES GOODMAN	November 26, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
11	2369039	ROBERT FAMILY TRUST DTD 01/19/1993 RICHARD & DOROTHY ROBERT TTEES	November 26, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
12	2430221	VIRGIE M. GRAY, DECEASED	November 26, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
13	2443436	JANE BULLARD	November 26, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
14	2639067	PATRICIA STOTTLEMYER	November 27, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
15	2026397	JAMES R MANGUS VIRGINIA L MANGUS TTEE MANGUS FAMILY 1997 TRUST	November 27, 2012	Failed to provide the address and telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
16	2274789	GERARDO MARINI	November 27, 2012	Failed to provide the price(s) of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008.
17	2581806	GARY BURGESS	November 30, 2012	Failed to provide us with the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008 because the transactions provided do not "balance."
18	974	FRANK LATOS	November 30, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide that such person or entity "requests exclusion from the Settlement Class in In re Citigroup Inc. Securities Litigation, No. 07 Civ. 9901 (S.D.N.Y. (SHS))." Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
19	1080866	GARY L BURGESS AND CARRIE L BURGESS	November 30, 2012	Failed to provide us with the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008 because the transactions provided do not "balance." Failed to provide the telephone number of the person or entity requesting exclusion.
20	1430096	MUHAMMAD AHMAD ULLAH & KANEZ FATIMA	November 30, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
21	1768438	EDWARD C ZAWACKI	December 3, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
22	2028745	LEE K BARTLETT & MARGARET J BARTLETT	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
23	2081870	LINNIE CARROLL YOUNG	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
24	2673524	MARILYN J MORTON	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
25	2360576	MARY ANNE JOHNSON	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
26	1323650	MARILYN MORTON	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
27	979	SARAH SUNG & CHING-CHAO SUNG	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
28	980	ELIZABETH ROWCLIFFE	December 3, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
29	981	ROBERT F. STAUFFER	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
30	986	MARIE BALL	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
31	1003	GEORGE CUMMING & ANITA CUMMING	December 3, 2012	Failed to provide the date(s) and price(s) of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
32	1004	HELMUT ZWINGMANN & JUTTA ZWINGMANN	December 3, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
33	1005	MARIANNE KRAUSS	December 3, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
34	1006	ANNETTE B. DICKIE	December 3, 2012	Failed to provide the price(s) of Citigroup common stock that the person or entity requesting exclusion sold during the period February 26, 2007 through and including July 17, 2008.
35	1122	EVA DEMIAN	December 3, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
36	1126	TYMAC LAUNCH IPP IN TRUST FOR JAMES & CATHERINE PHILLIPSON	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
37	1133	CAROLE CHARNUTZKY	December 3, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
38	1265	SUWANDI GUNAWAN/LIE FIE FIE	December 5, 2012	Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
39	1266	TERESA M. KENT	December 5, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
40	1267	BRADLEY CRAWFORD & DIANA CRAWFORD	December 5, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
41	1316	TMF HOLDINGS LTD	December 5, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
42	2708738	ROBERT D IMKE	December 6, 2012	Failed to provide the transaction of Citigroup common stock that the person or entity requesting exclusion was either purchased or otherwise acquired or sold during the period February 26, 2007 through and including July 17, 2008.

Exhibit G

Non-Conforming Exclusions

Count	Exclusion ID Number	Name(s)	Received Date	Deficient Condition(s)
43	1303	MARIANNE BROCKMAN	December 6, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
44	1304	CHRISTEL BURNSIDE	December 6, 2012	Failed to provide the telephone number of the person or entity requesting exclusion. Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.
45	2716859	HAROLD H RAEDEL	December 6, 2012	Failed to provide the date(s), price(s) and number of shares of Citigroup common stock that the person or entity requesting exclusion purchased or otherwise acquired and sold during the period February 26, 2007 through and including July 17, 2008. Failed to provide the number of shares held at the start of the Class Period. Failed to provide the number of shares held through the close of trading on July 17, 2008.

Exhibit B

24 July 2012

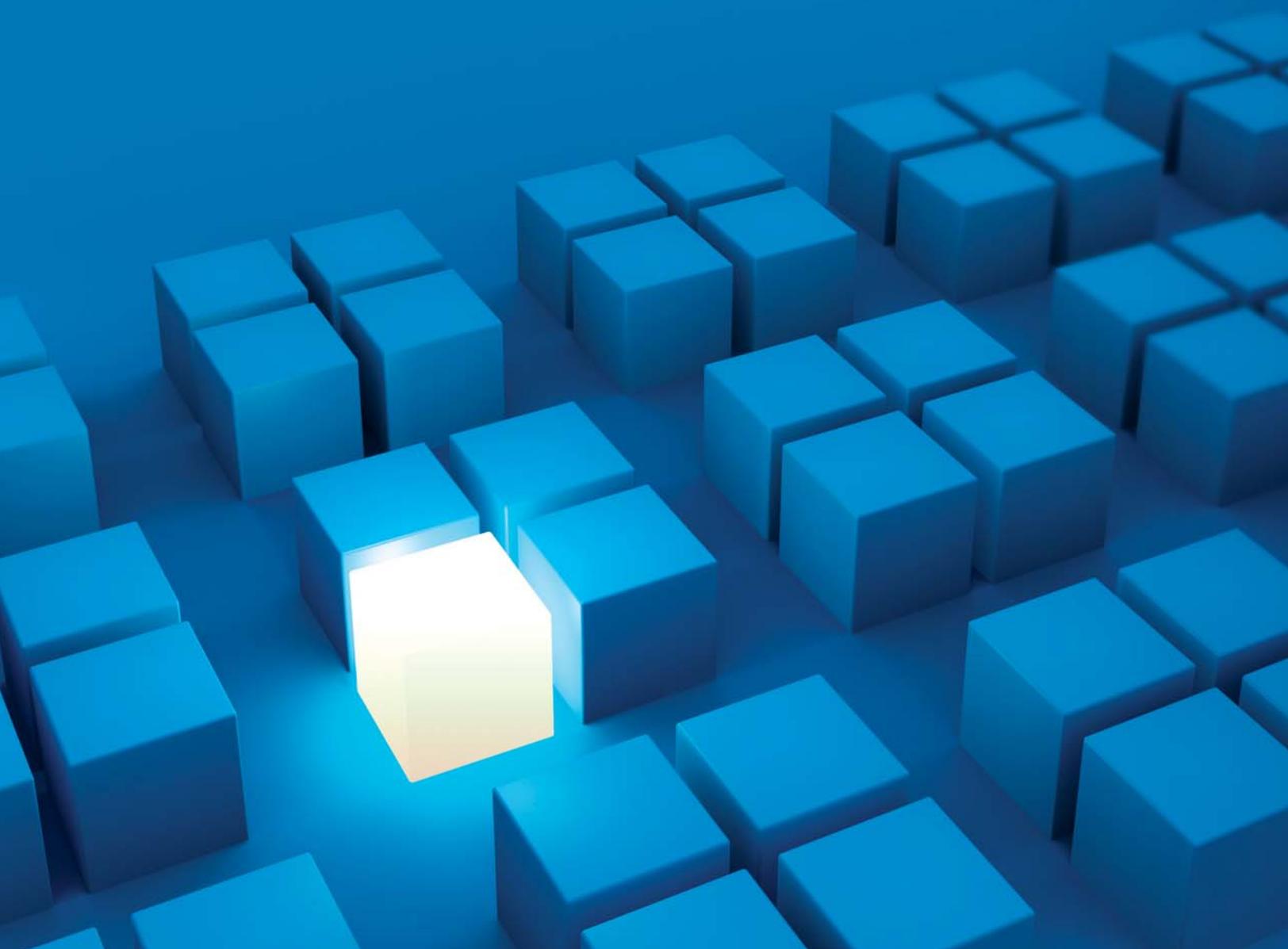


Recent Trends in Securities Class Action Litigation: 2012 Mid-Year Review

Settlements bigger, but fewer

By Dr. Renzo Comolli, Dr. Ron Miller, Dr. John Montgomery, and Svetlana Starykh

The pace of “standard” filings and the total value of potential claims are rising compared with the last three years.



Recent Trends in Securities Class Action Litigation: 2012 Mid-Year Review

Settlements bigger, but fewer

By Dr. Renzo Comolli, Dr. Ron Miller, Dr. John Montgomery, and Svetlana Starykh

24 July 2012

Mid-2012 Highlights in Filings

- Filings on track to be as high or higher than in any of the last three years
- Merger objection suits continue to be a large proportion of filings
- No new filings with accounting codefendants

New Analysis of Motions

- Of the cases that settled, 90% had a motion to dismiss filed and 42% had motion for class certification filed
- Settlement amounts depend on the litigation stage at which settlement is reached

Mid-2012 Highlights in Settlements

- Settlement pace slowing down markedly
- Average settlement amounts rebound to levels close to the all-time high

Introduction and Summary¹

Securities class actions filed in Federal court have continued to be filed at their historical pace so far in 2012, but their composition has changed significantly. Last year, a wave of filings against Chinese companies, often involving reverse mergers, made the news. This year, those cases have greatly decreased in number. Merger objection cases continue to be a major portion of total filings, as they have since 2010.

The targets of litigation have been changing. Financial sector firms' share of filings in 2012 is smaller than it has been since 2005 while filings in the technology and health care sectors have risen. Accounting firms had frequently been named as codefendants in securities class actions in the past and had figured prominently in some of the largest settlements. However, since 2010 there have been relatively few accounting firms named and so far this year there have been none at all.

While filings have continued at their typical rate, settlements have not kept pace. The rate of settlements this year is on track to make 2012 the slowest year for settlement activity since 1999 and many of the settlements that have been reached do not include monetary compensation for investors.

Although the number of cases settled this year is low, the cases that have settled are relatively big ones. The average settlement value is more than double last year's level and higher than the recent historical average.

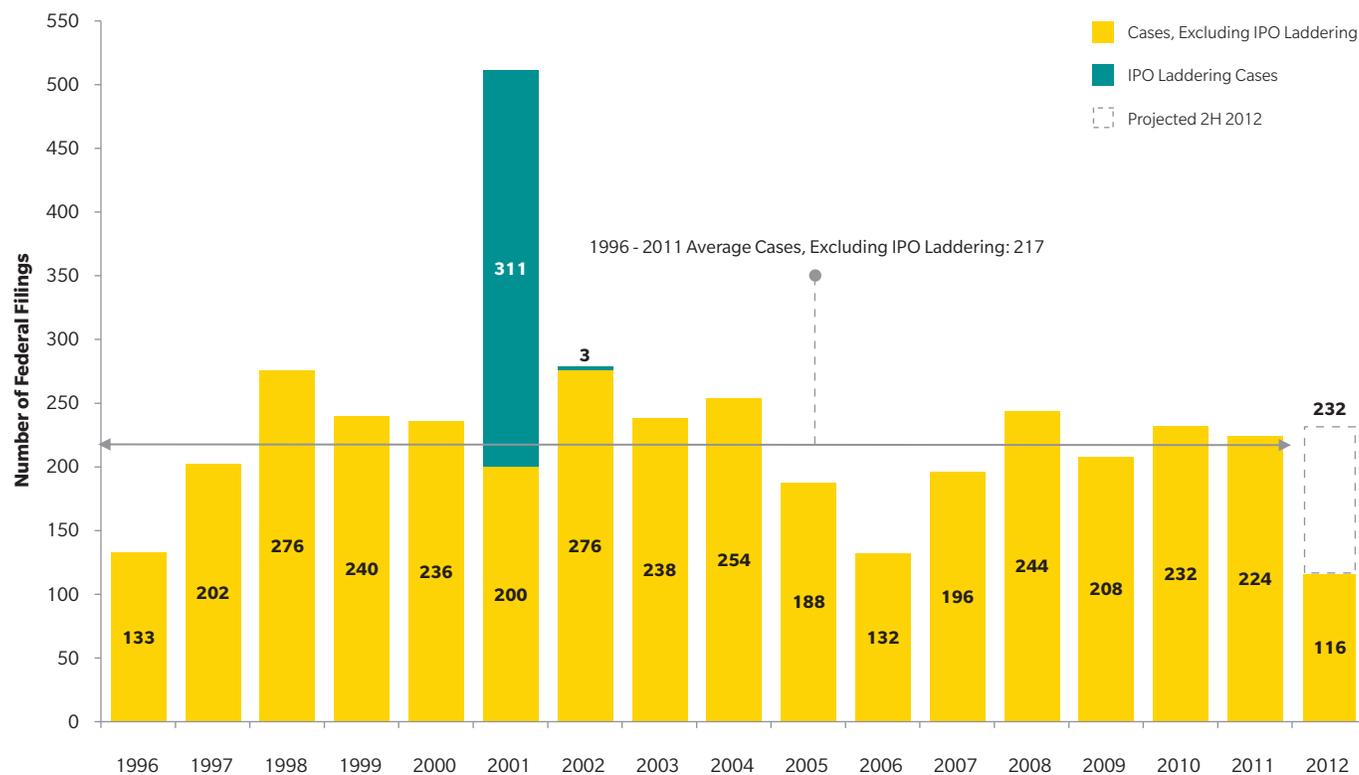
We also report newly-compiled statistics on the settlement value by status of the motions filed in those cases. Among other things, we find that most settlements occur after a motion to dismiss has been filed but before a motion for class certification has been decided.

Trends in Filings²

Rate of Filings

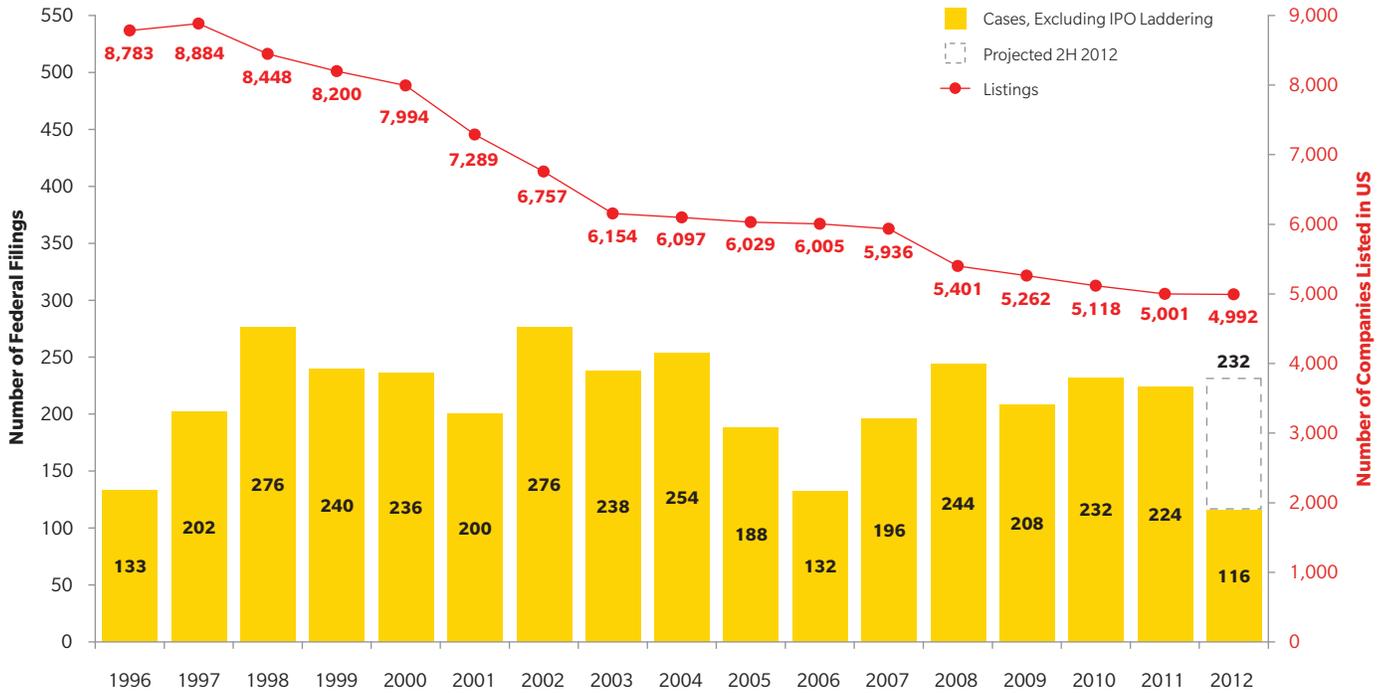
Federal filings of securities class actions are keeping up with the average pace since the passage of the Private Securities Litigation Reform Act (PSLRA) in 1995. In the first half of this year, 116 such actions were filed. At this pace, there will be 232 class actions filed in 2012 as a whole; for comparison, on average, 217 class actions were filed annually, between 1996 and 2011.³ Although the number of class actions since 1996 has fluctuated from year to year, the longer-term average has remained substantially stable over time. See Figure 1.

Figure 1. **Federal Filings**
January 1996 – June 2012



In contrast, the number of companies listed in the US has decreased markedly, by about 43% since 1996. Thus, the average company listed in the US is significantly more likely to be the target of a securities class action now than it was in 1996. See Figure 2.

Figure 2. **Federal Filings and Number of Companies Listed in United States**
January 1996 – June 2012



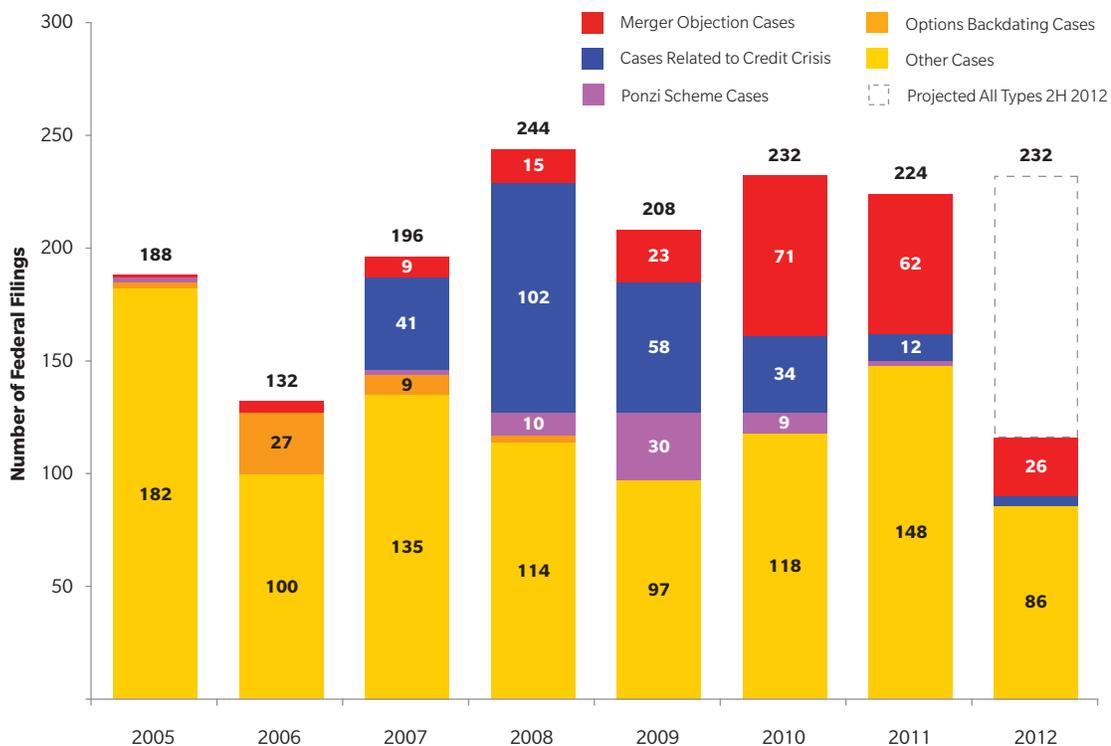
Note: Number of companies listed in US is from Meridian Securities Markets.

Filings by Type

Filings for the first half of 2012 included 26 merger objection cases and 83 cases alleging the violation of at least one of the following: Section 10b of the Securities and Exchange Act (including Rule 10b-5), Section 11, or Section 12 of the Securities Act. Credit crisis cases are becoming rarer as the events of 2008 fade into the past.⁴ Only four credit crisis-related cases have been filed so far in 2012.

See Figures 3 and 4.

Figure 3. **Federal Filings by Type of Case**
January 2005 – June 2012



Merger objection cases

There continued to be a relatively large number of merger and acquisition objection cases (merger objection cases) in recent years. Merger objection cases first represented an important component of federal filings in 2010, when they amounted to 31% of filings. These cases are brought on behalf of shareholders of a target company in a merger or acquisition, and typically rest on allegations that the directors of the target company breached their fiduciary duty to shareholders either by accepting a price for the shares that was too low or by providing insufficient disclosures about the value of the deal. These cases differ in many ways from the more traditional securities class actions, including legal aspects, dismissal rates, settlement amounts, and the speed with which they are typically resolved. Some of these differences are discussed below.

The merger objection cases differ in another important way from other recent waves of securities litigation such as IPO laddering, options backdating, credit crisis-related cases, and Chinese reverse mergers. To generalize, these earlier waves of litigation originated with particular actions, or alleged actions, of issuers that ended soon after the litigation began, either because of the litigation itself or because of the end of the underlying issue. Because of that quick end to the source of the litigation issue, a defined pool of companies that could be sued was created and the wave ended naturally when the pool was exhausted. Not so for the merger objection cases, where the litigated issues could potentially relate to any merger or acquisition. As such, the merger objection cases may continue indefinitely, in the absence of substantial changes in the legal environment, their number fluctuating with market cycles in M&A activity.

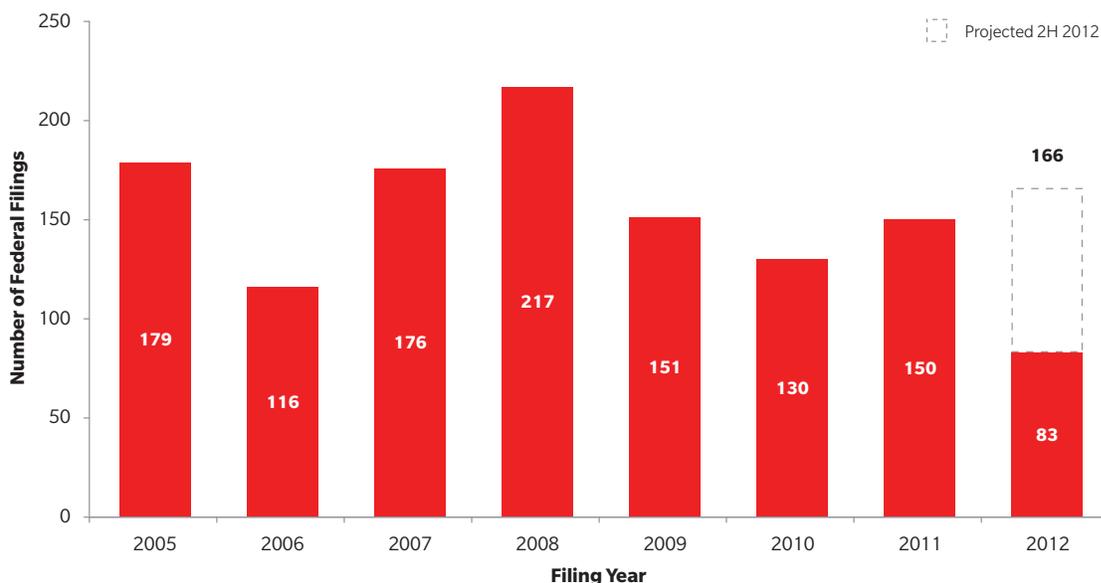
The decline in the number of companies listed in the US, discussed above, may be contributing to the shift towards less traditional types of securities class actions, such as merger objection cases. The reduction in traditional targets may give plaintiffs' firms an incentive to innovate in the kinds of cases that they bring.

It is also worth noting that the merger objection cases depicted in figure 3 are only the federal securities class action cases. Many more merger objection cases are filed in state courts or as derivative actions. In fact, almost three times as many deals have been the target of state class actions as have been subject to federal securities class actions.⁵

Rule 10b-5, Section 11, and Section 12

Class actions alleging violations of Rule 10b-5, Section 11, and/or Section 12 historically have represented a large majority of federal securities class actions filed and are sometimes viewed as the "standard" type of securities class action.⁶ Figure 4 depicts such cases for the period 2005 to today. These "standard" filings peaked in 2008 with the credit crisis. So far this year, 83 such securities class actions have been filed. If filings continue at this pace, by the end of the year, 166 class actions will have been filed—more than in any of the last three years, but well below the 2008 peak.

Figure 4. **Federal Filings Alleging Violation of Any of: Rule 10b-5, Section 11, or Section 12**
By Filing Year; January 2005 – June 2012



New filings in 2012 also represent a larger total dollar volume of potential claims than in the last few years. We gauge potential claims with NERA’s investor losses measure. This is a proxy for the aggregate amount that investors lost from buying the defendant’s stock during the class period relative to investing in the broader market; it is also a rough proxy for the size of plaintiffs’ potential claims. Aggregate investor losses are simply total investor losses across all cases for which investor losses are computed.⁷ At their current rate of accumulation, aggregate investor losses by the end of 2012 would be larger than those in any of the previous three years. See Figure 5. Aggregate investor losses are up not only because the number of cases has grown but also because investor losses for a typical case has grown. The median investor losses in the first six months of 2012 have been more than twice the median investor losses in 2010 or 2011. See Figure 6.

Figure 5. **Aggregate Investor Losses for Federal Filings with Alleged Violations of Rule 10b-5, Section 11, or Section 12**
By Filing Year; January 2005 – June 2012

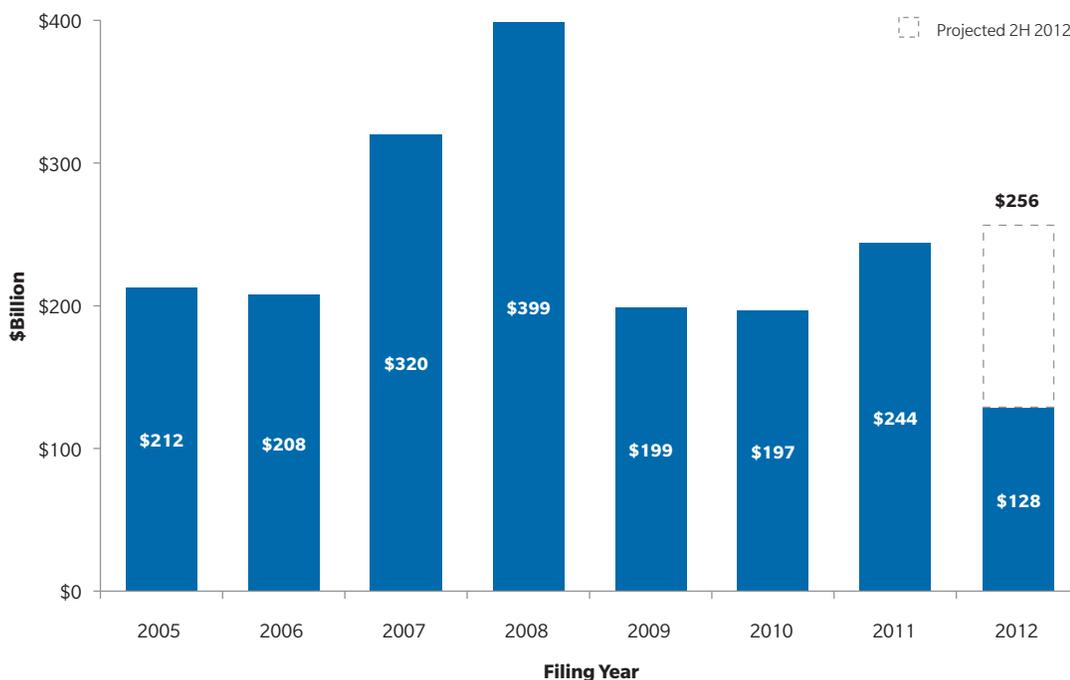
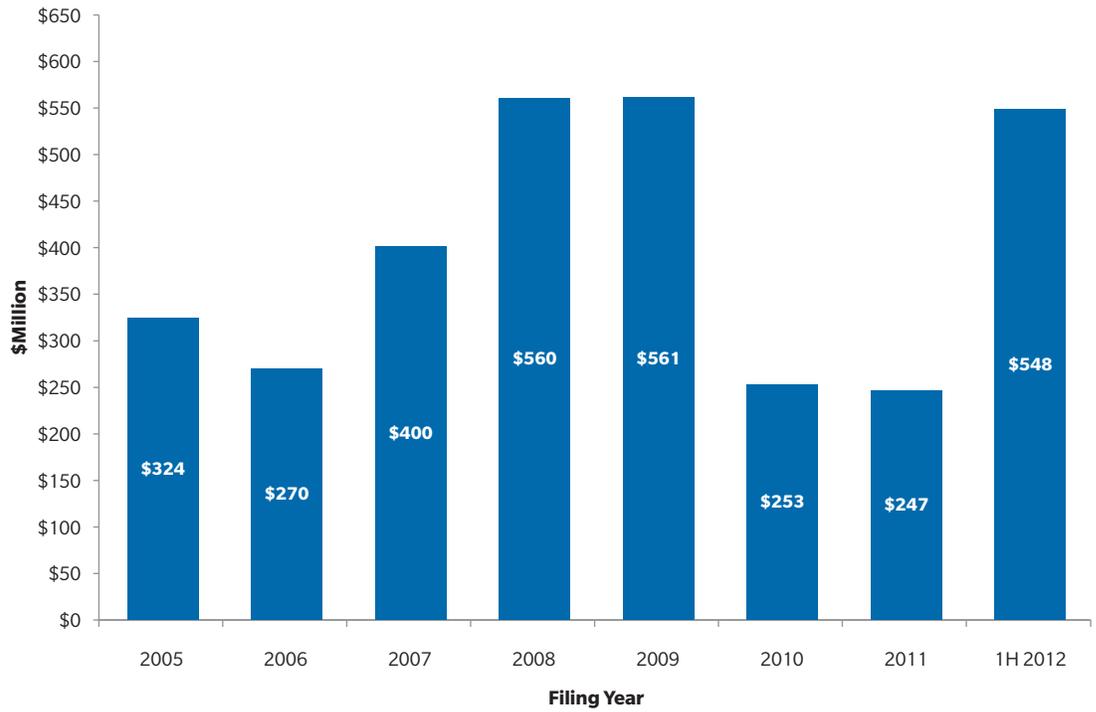


Figure 6. **Median Investor Losses for Federal Filings with Alleged Violations of Rule 10b-5, Section 11, or Section 12**
By Filing Year; January 2005 – June 2012

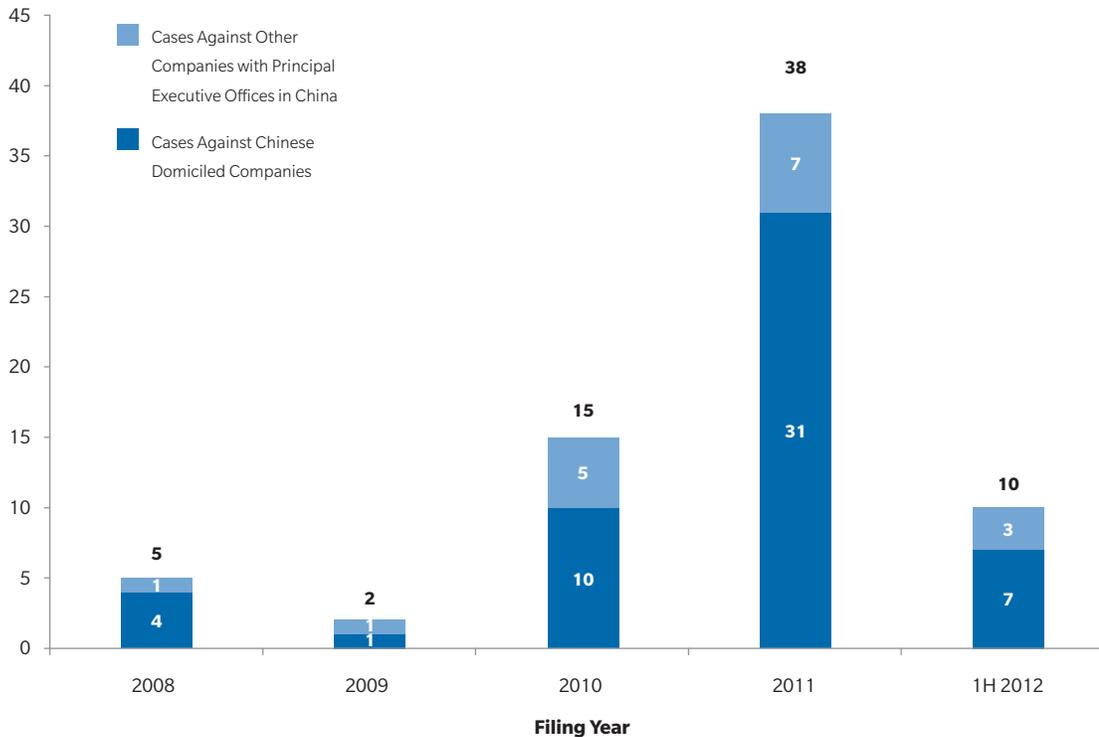


Filings by Issuer’s Country of Domicile⁸

Last year, the big story for securities class action filings was the wave of cases involving Chinese companies listed in the US. This wave of litigation also has been referred to as the “Chinese reverse merger litigation” because of the way many such companies were listed in the US.⁹

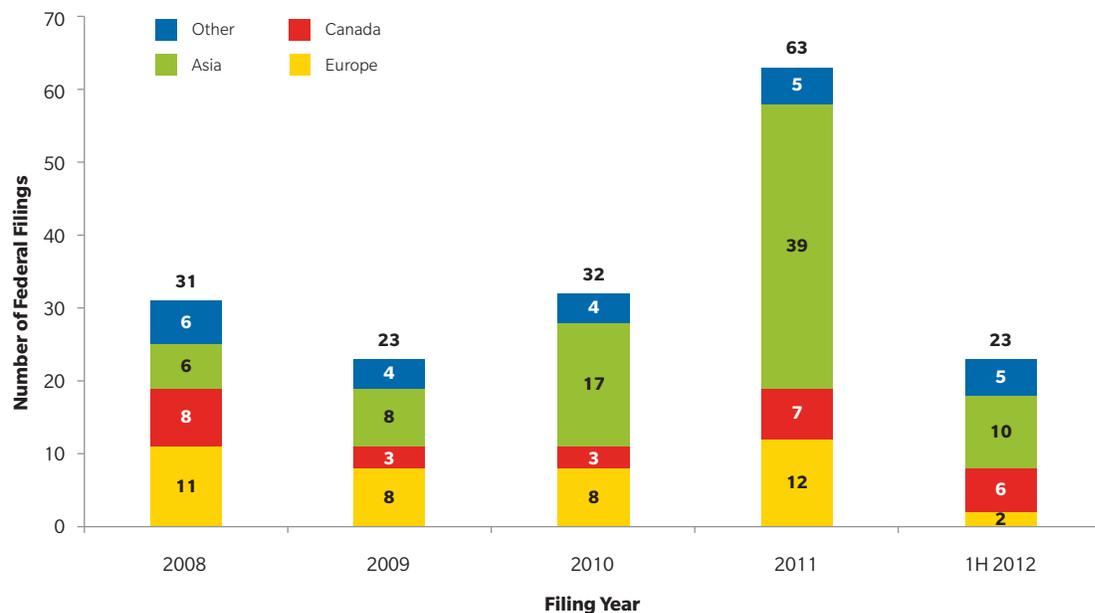
This year, the number of these cases has dropped dramatically. Only 10 cases against Chinese companies listed in the US have been filed so far in 2012, less than half of the 2011 filing rate. See Figure 7. The reduced pace of filings against Chinese companies has at least two potential explanations. First, requirements for listing in the US through the reverse merger process have been tightened.¹⁰ Second, the flurry of filings against Chinese companies may have made US listings less attractive for Chinese companies, because of increased potential legal costs.

Figure 7. **Number of Federal Filings Against Chinese Companies**
January 2008 – June 2012



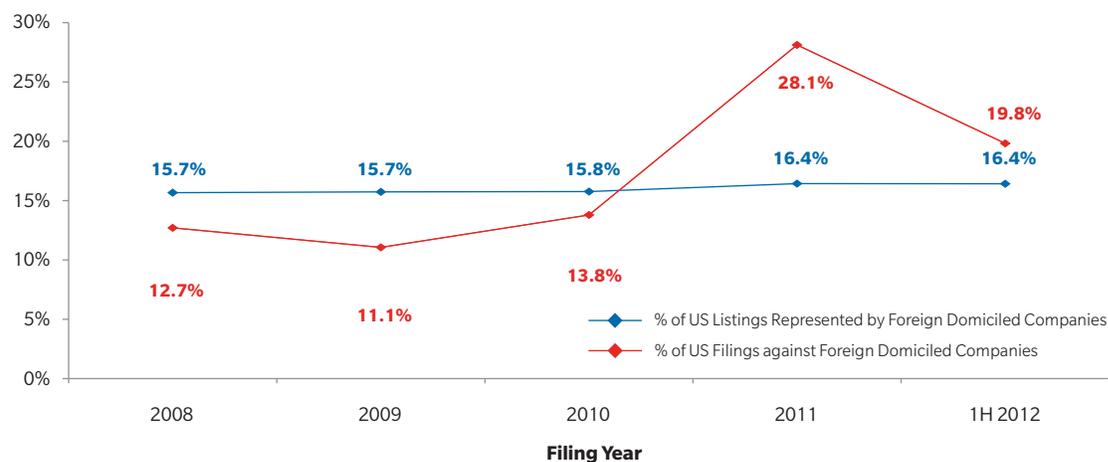
The number of cases filed against all foreign-domiciled companies is decreasing too, due to the decrease in filings against Chinese companies. See Figure 8. With the fall in filings against Chinese issuers, the rate of securities class actions filings against foreign companies listed in the US has now reverted to a level only slightly above the rate for US companies. In the first half of 2012, the proportion of securities class actions involving foreign companies was approximately the same as the proportion of foreign companies among issuers. See Figure 9.

Figure 8. **Filings by Company Domicile and Year**
January 2008 – June 2012



Note: Companies with principal executive offices in China are included in the totals for Asia.

Figure 9. **Foreign Domiciled Companies: Share of Filings and Share of All Companies Listed in United States**
January 2008 – June 2012



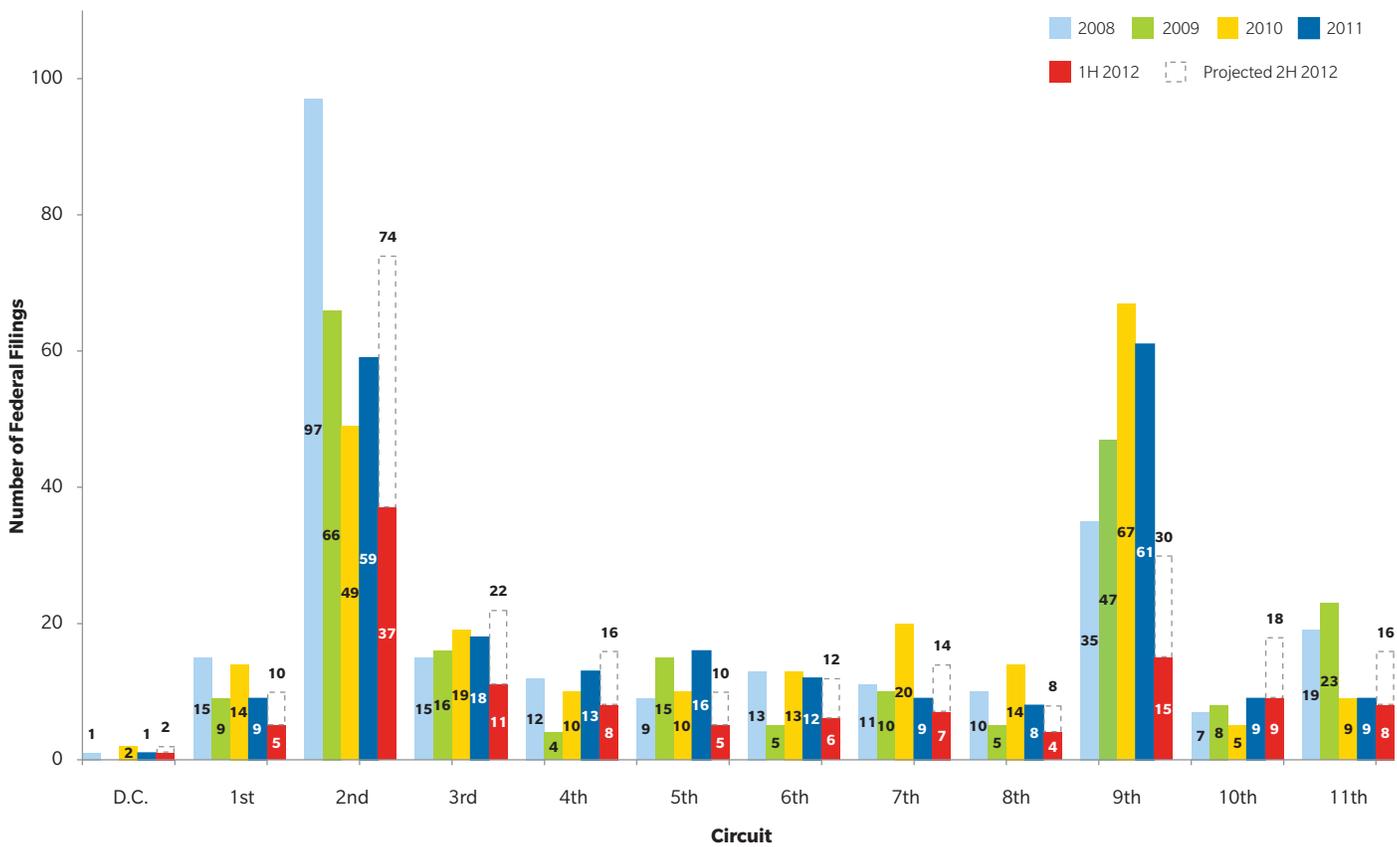
Note: Companies with principal executive offices in China are included in the counts of foreign companies. Listings data are from Meridian Securities Markets. 2008 – 2011 data are as of respective year end, 2012 data are as of April.

Filings by Circuit

Filings remain concentrated in two circuits: the Second (encompassing New York, Connecticut, and Vermont), and the Ninth (including California, Washington, and certain other Western states and territories). However, in the first half of 2012 the balance between these two circuits was substantially different from that in previous years.

During the first half of this year, filings in the Second Circuit have been made at a higher pace than in any recent year except 2008. Filings in the Ninth Circuit, by contrast, have decreased substantially. At their current pace, there will be only 30 filings in the Ninth Circuit this year, which would be the lowest total since the passage of the PSLRA in 1995. See Figure 10.

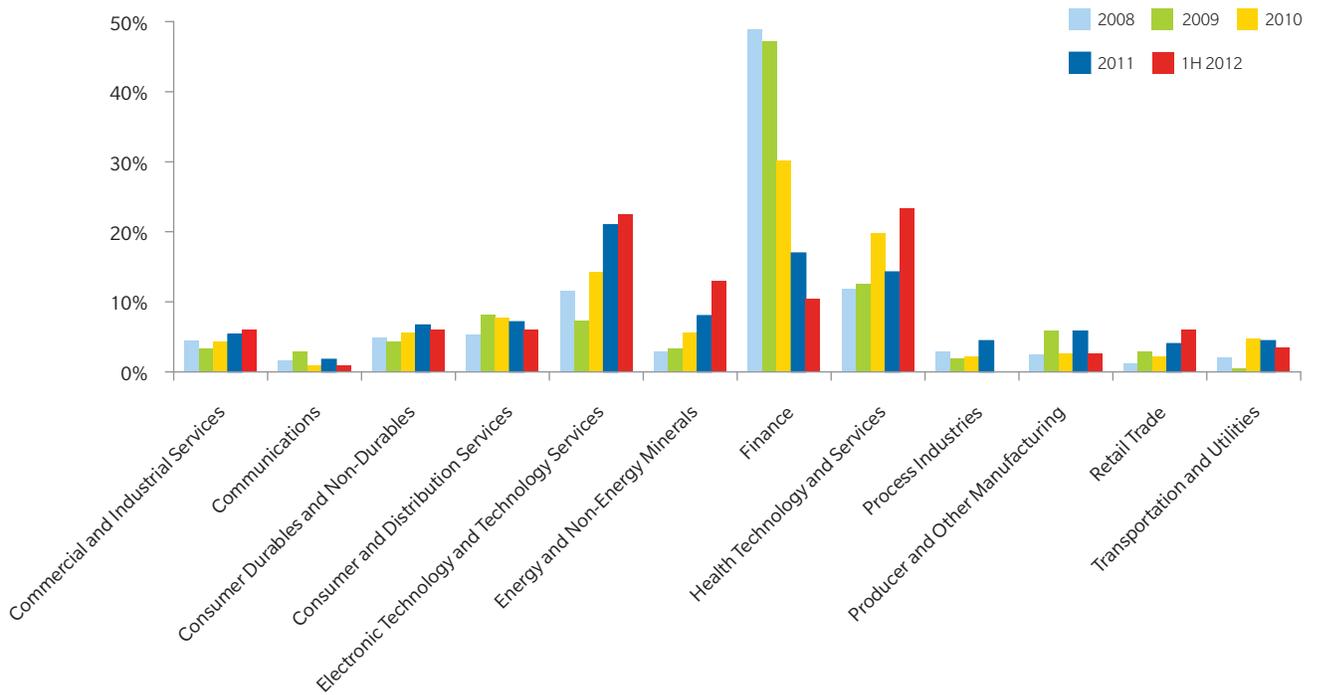
Figure 10. **Federal Filings by Circuit and Year**
January 2008 – June 2012



Filings by Sector

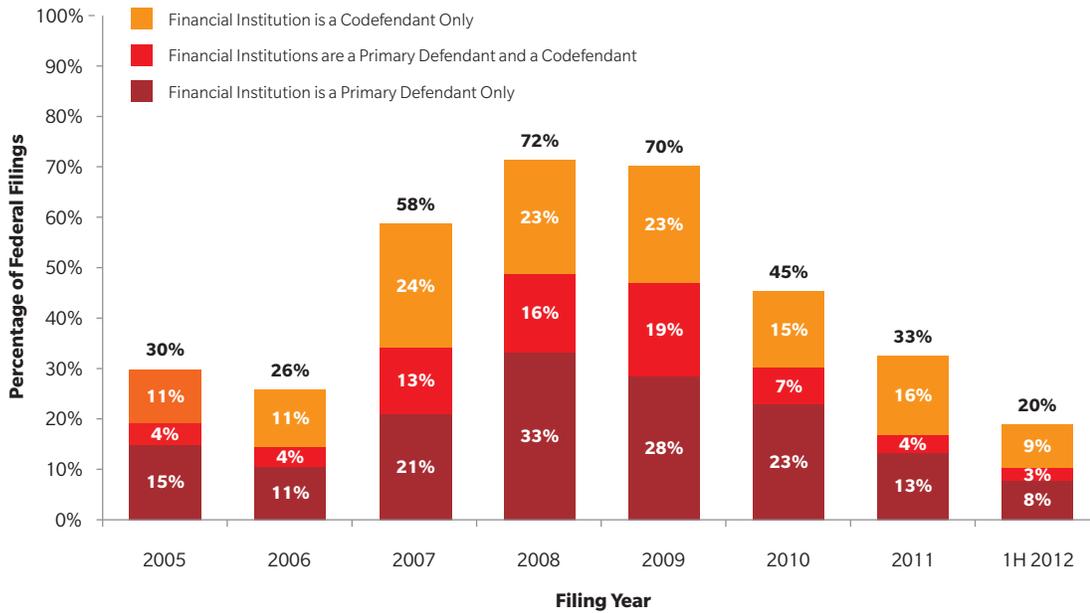
In 2008 and 2009, with the fallout from the credit crisis, filings of securities class actions against companies in the financial sector reached a peak, amounting to nearly half of all securities class actions. The share of filings against companies in the financial sector has declined since then. The decline continued in the first half of this year, in which financial companies represented only 11% of issuers subject to securities class actions. See Figure 11. These figures refer to companies named as primary defendants; companies in the financial sector also have been named as codefendants. Including codefendants, the fraction of cases involving a financial company is 19%, the lowest percentage since at least 2005. See Figure 12.

Figure 11. **Filings by Sector and Year**
January 2008 – June 2012



Note: This analysis is based on the FactSet Research Systems, Inc. economic sector classification. Some of the FactSet economic sectors are combined for presentation.

Figure 12. **Federal Cases in which Financial Institutions Are Named Defendants**
January 2005 – June 2012



The share of securities class actions with a defendant in the electronic technology and technology services or health technology and services industries has continued to increase, reaching 22% and 23%, respectively. The share of securities class action filings against issuers in the energy and non-energy minerals sector also has grown.

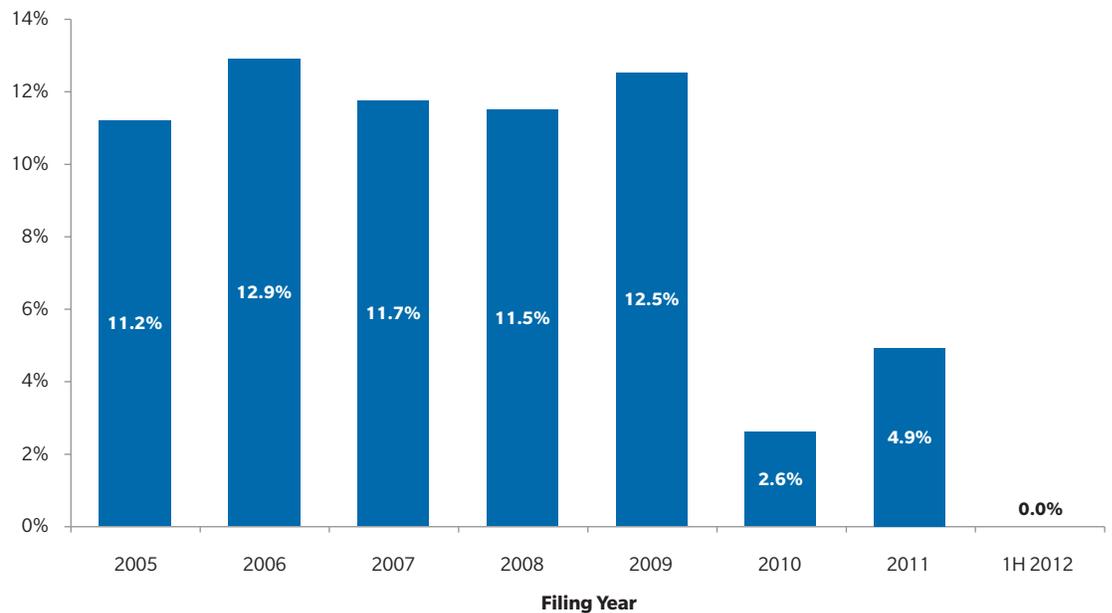
Accounting codefendants are becoming rare

Historically, a substantial fraction of securities class actions included an accounting firm as a codefendant. Over 2005-2009, 12% of cases had accounting codefendants; during 2010-2011, that percentage fell to 4%. So far this year, not a single newly filed federal securities class action has included an accounting codefendant. See Figure 13.

This dramatic change may be the result of changes in the legal environment. The Supreme Court's 2011 decision in *Janus* limited the ability of plaintiffs to sue parties not directly responsible for misstatements. Commentators have noted that, as a result of this decision, auditors may be liable only for statements made in their audit opinion.¹¹ Further, this decision comes after the Court's 2008 decision in *Stoneridge* limiting scheme liability. The cumulative effect appears to have made accounting firms relatively unattractive targets for securities class action litigation.

Despite the virtual disappearance of accounting codefendants, accounting allegations against any defendant are still a common feature in newly filed cases; in 2012, 26% of securities class action filings included allegations of accounting violations. See portion labeled "Accounting" in Figure 14.

Figure 13. **Percentage of Federal Filings in Which an Accounting Firm is a Codefendant**
January 2005 – June 2012

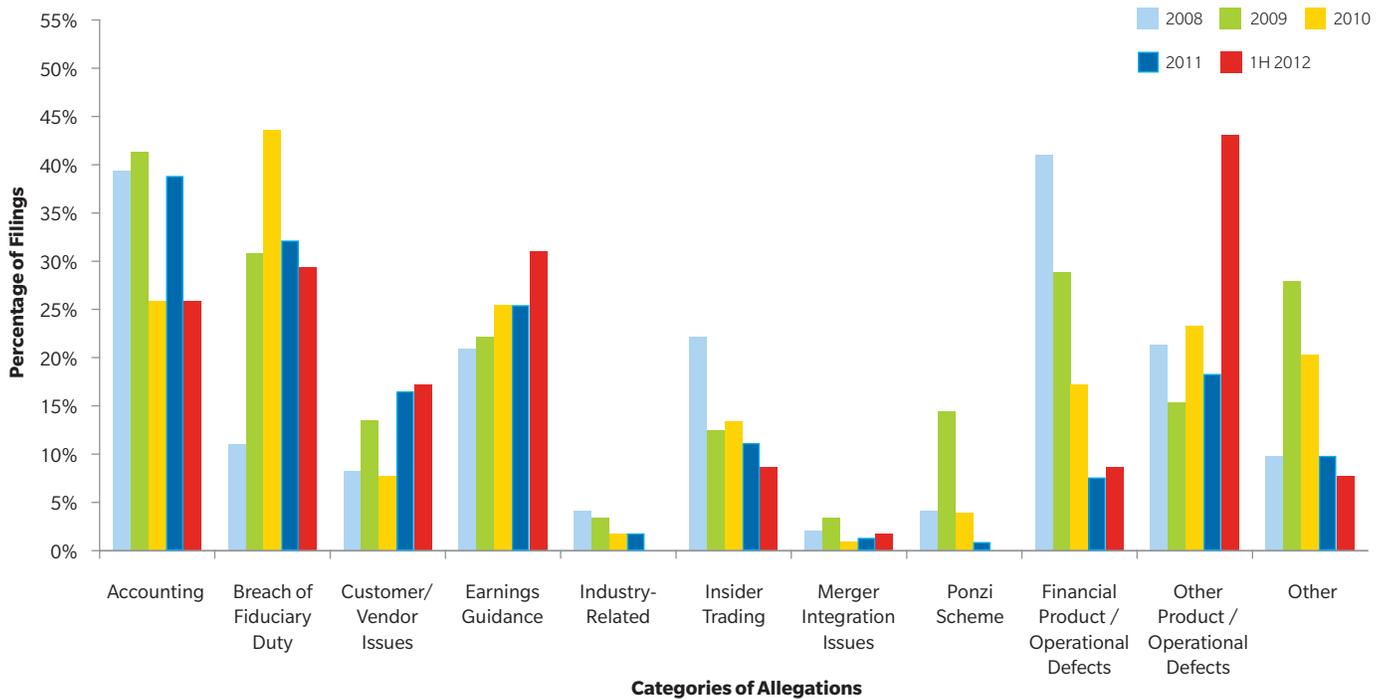


Allegations

NERA reviews complaints in securities class action filings to evaluate trends in the types of allegations that are made. Figure 14 contains the percentages of filings with allegations in different categories.¹²

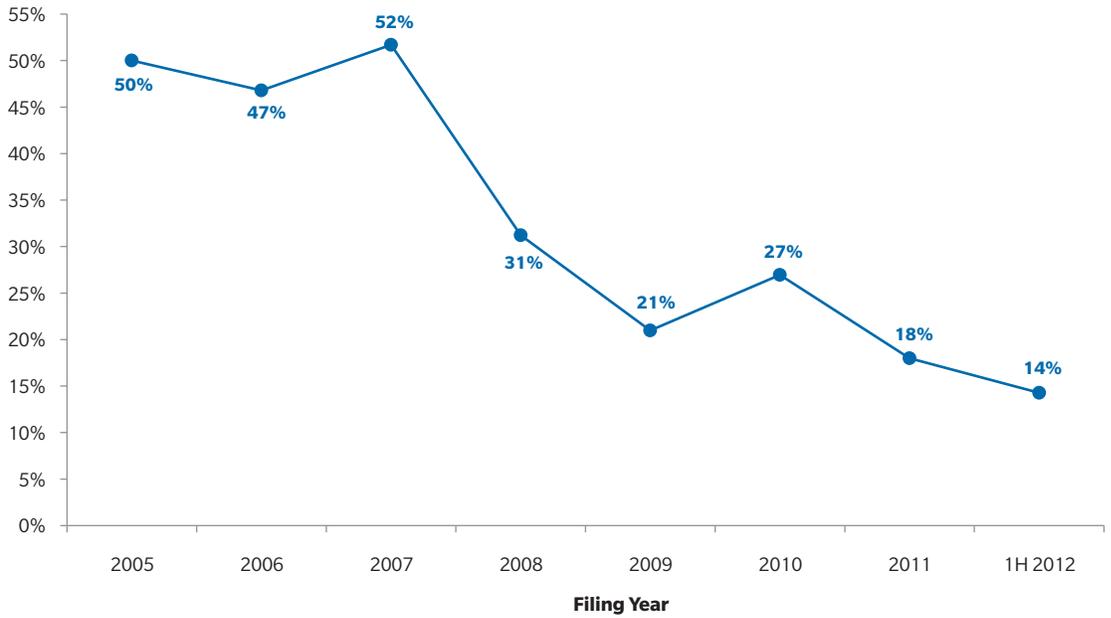
So far in 2012, allegations related to product defects and operational shortcomings (other than financial) have been the most prevalent, having been made in almost 45% of complaints. Allegations related to earnings guidance, breach of fiduciary duty (typical in the merger objection cases), and accounting were each made in more than a quarter of the complaints filed.

Figure 14. **Allegations in Federal Filings**
January 2008 – June 2012



The fraction of securities class actions alleging violations of Rule 10b-5 that also allege insider sales has continued to decrease in 2012 and has reached a new low since we started tracking these data in 2005.¹³ Only 14% of the class actions alleging violations of Rule 10b-5 have alleged insider sales in the first half of 2012. See Figure 15.

Figure 15. **Percentage of Federal Filings Alleging Violations of Rule 10b-5 with Insider Sales Allegations**
By Filing Year; January 2005 – June 2012

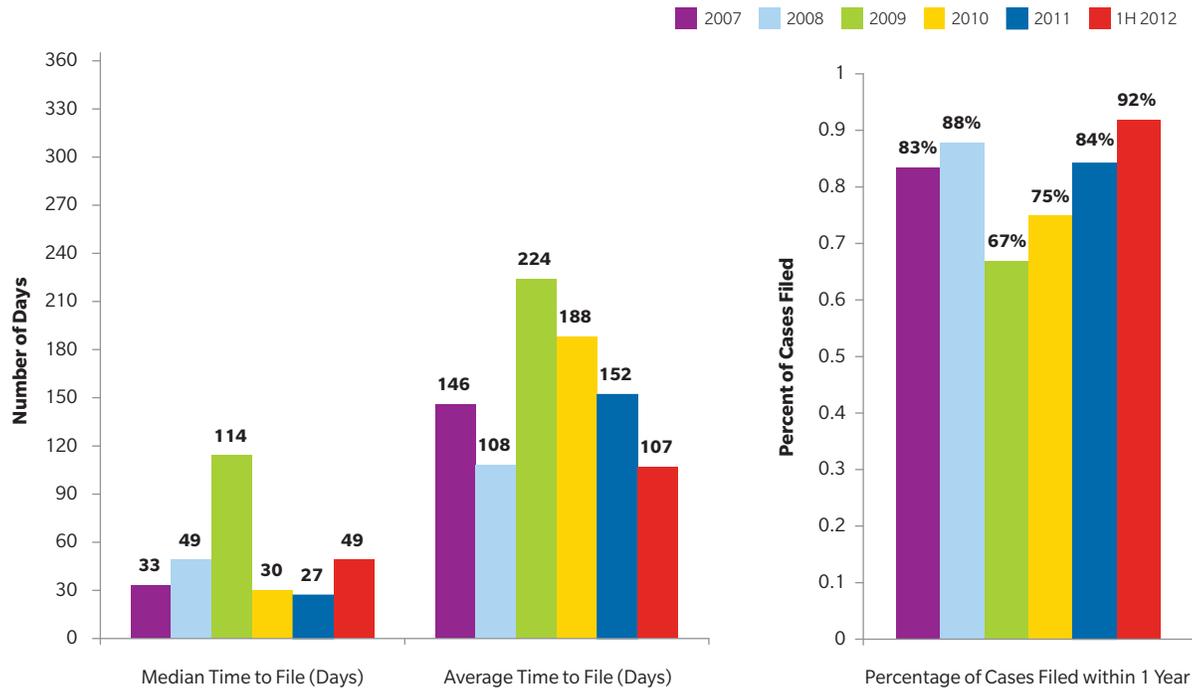


Time to File

For Rule 10b-5 cases, we define “time to file” as the time from the end of the alleged class period to the date of filing of the first complaint. The average time to file has been decreasing since 2009. In the first half of 2012, it took 107 days, on average, for a complaint to be filed. This is down from a high of 224 days in 2009 and from 120 days in 2011. See Figure 16.

The median time to file was 49 days in the first half of 2012, meaning that half of the complaints were filed within 49 days. Unlike the average time to file, the median time to file is longer than in 2011, when it was only 27 days.

Figure 16. **Time to File**
Filings Alleging Violation of Rule 10b-5
January 2007 – June 2012



This analysis excludes cases where the alleged class period could not be unambiguously determined.

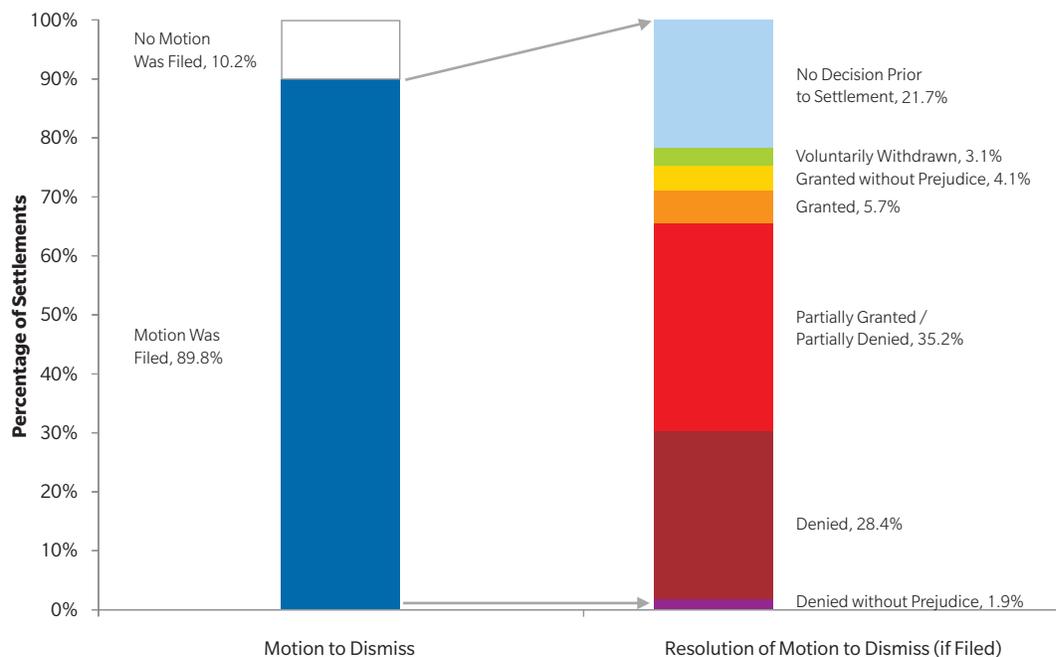
Analysis of Motions

In an important addition to NERA’s analysis of class actions, we have now collected data on motions and their resolutions, for federal securities class actions filed and settled in 2000 or later.¹⁴ Specifically, we have collected data on motions to dismiss, motions for class certification, and motions for summary judgment. These data allow new insight into the process of the litigation of securities class actions and the relation between developments in litigation and the settlement that is ultimately reached. In this section we report on our first analysis based on the status of motions.

Motions to dismiss had at least been filed in the vast majority—nearly 90%—of the cases that settled: the remaining cases settled before any such motion had been filed. In almost 22% of cases where a motion to dismiss had been filed, settlement was reached before the court reached a decision on the motion.

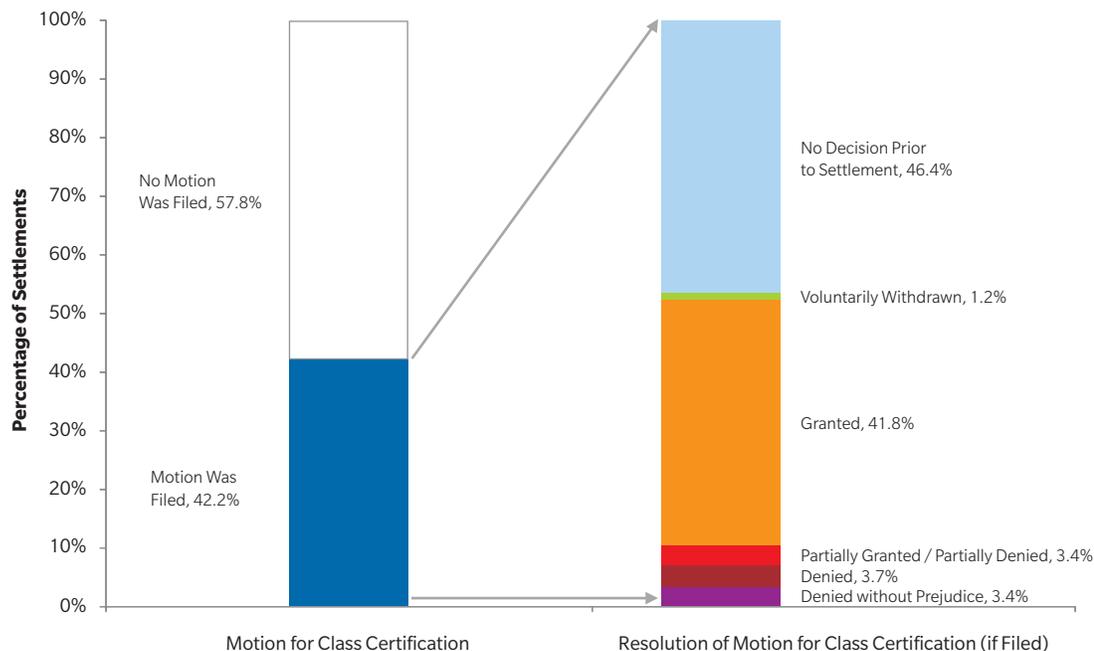
Next we turn to the resolutions of the motion to dismiss. The most frequent decision on the motion to dismiss was a partial grant/partial denial, at 35% of cases filed, followed by complete denial for 28% of cases. A motion to dismiss was granted in 10% of cases that ultimately settled.¹⁵ It is important to note that our data on resolutions are based on the status of the case at the time of settlement—for example, some cases that have been dismissed still reach settlement. These dismissals were likely either without prejudice or under appeal at the time of settlement; had these cases not settled, there was a chance the cases would be refiled or the dismissals would be reversed. As a result of our focus on settled cases, our data do not include the many cases which terminated with a dismissal, without a settlement. See Figure 17 for more details.

Figure 17. **Filing and Resolutions of Motions to Dismiss**
Cases Filed and Settled January 2000 – June 2012



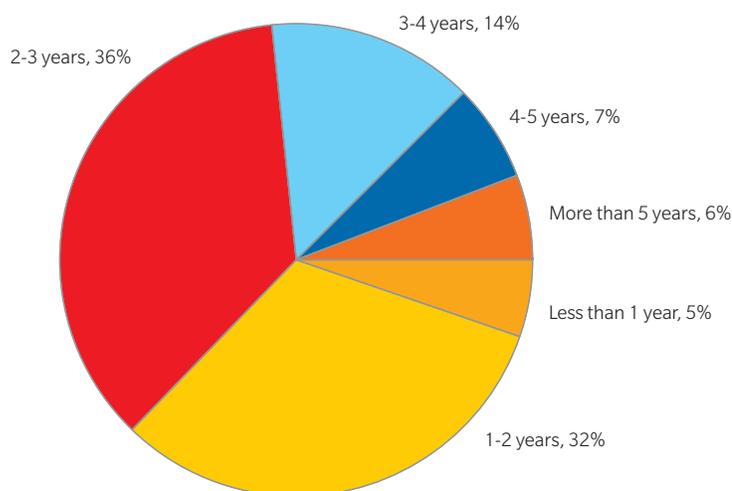
Most cases that settle do so before a motion for class certification is filed—58% of settled cases fall into this category. Of the settled cases for which a motion for class certification had been filed, 46% settled before the motion was resolved. A further 45% of the cases with a class certification motion end up with a certified class. See Figure 18 for more details.

Figure 18. **Filing and Resolutions of Motions for Class Certification**
Cases Filed and Settled January 2000 – June 2012



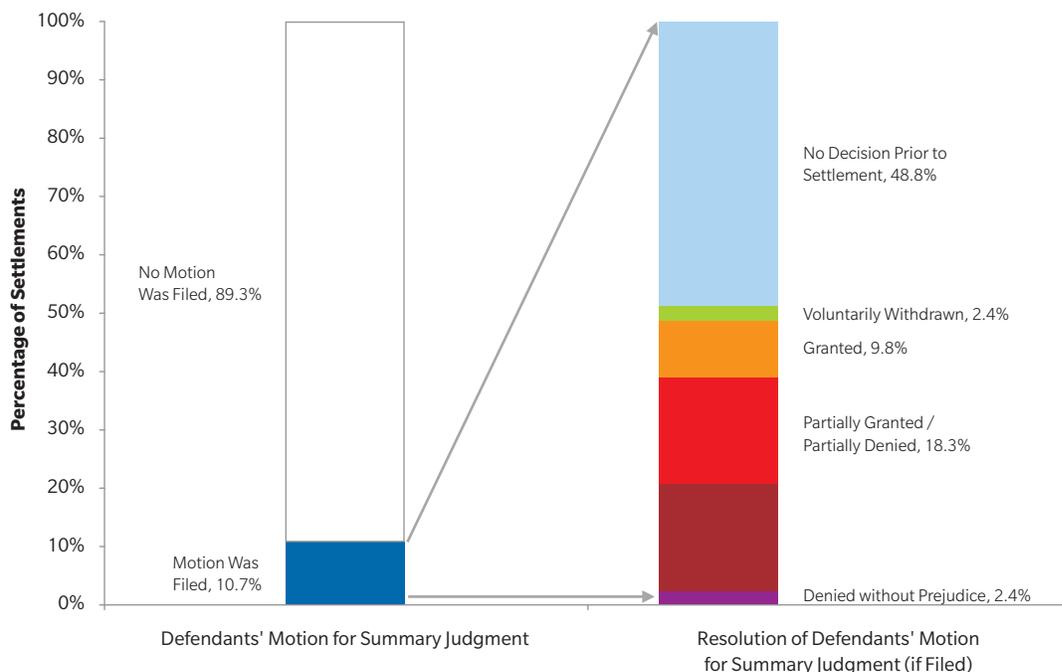
While most cases reach settlement before any decision on class certification, the cases that reach this point provide a measure of the overall speed of the legal process. For those cases in which the motion of class certification was eventually decided, the decision came within three years of the original file date of the complaint for almost three quarters of the cases. See Figure 19. It is possible that, with the Supreme Court having granted *certiorari* in *Amgen*, the speed with which a decision on the motion of class certification is reached will slow down, at least until *Amgen* is decided.

Figure 19. **Time From Complaint Filing to Class Certification Decision**
Cases Filed and Settled January 2000 – June 2012



Motions for summary judgment had been filed by defendants in only 11% of the cases that ultimately settled. See Figure 20 for details on the outcomes when cases settled after defendants filed such a motion. A very small number of motions for summary judgment were filed by plaintiffs.

Figure 20. **Filing and Resolutions of Defendants' Motions for Summary Judgment**
Cases Filed and Settled January 2000 – June 2012



Unsurprisingly, the status of motions at the time of settlements affects typical settlement values. For example, for cases settled 2008 through 2012, the median settlement value is \$9.1 million. For cases in which a class was certified at the time of settlement, the median settlement is \$16.5 million, over the same period. In general, however, the relationship between settlement values and motion status at the time of settlement is complicated. Strategic considerations for both parties to the litigation can have an important influence on the stage at which a settlement occurs. Different kinds of cases are likely to settle at different points in the process, making simple comparisons across all cases difficult. Despite this difficulty, NERA research has found that there are statistically robust relationships between motion status and ultimate settlement values, when other case characteristics are taken into account. It is beyond the scope of this paper to provide details on this research.

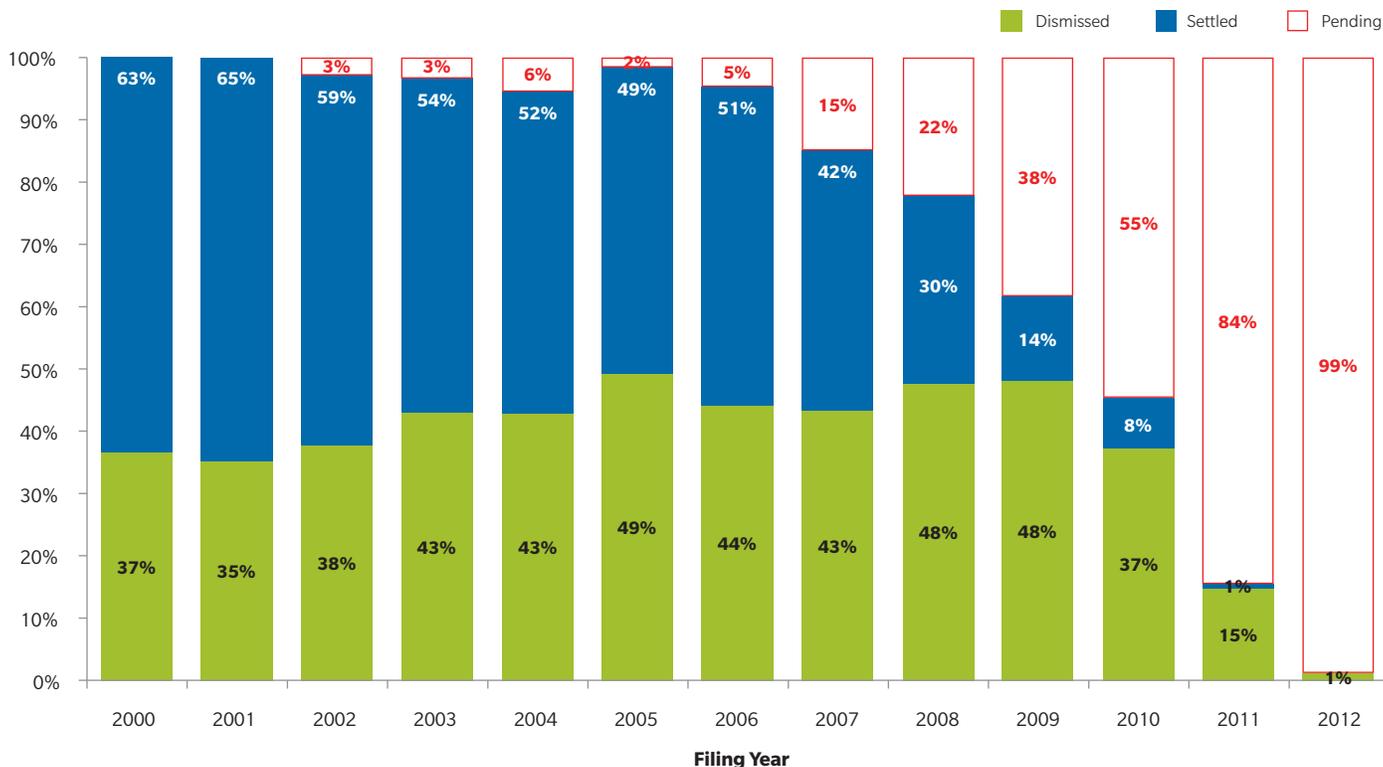
Trends in Case Resolutions

The typical securities class action takes several years to reach a final resolution, and some take a decade or more. Only a small fraction of securities class actions go to trial (see below), while the large majority of them are settled or dismissed.¹⁶

To analyze resolutions, we focus on annual “cohorts” of cases filed in different years. The 2001 cohort is the most recent one for which all cases have been resolved. For that cohort, 35% of cases were ultimately dismissed and 65% ultimately settled. For the next five annual cohorts, spanning the years 2002-2006, more than 94% of cases have been resolved. Results for these more recent cohorts indicate that the dismissal rate may be increasing. Indeed, for each annual cohort from 2003 to 2006, the dismissal rate has been 43% or more. These figures will ultimately change somewhat, because some cases are not yet resolved and other cases that have been dismissed may see reversals on appeal or be filed again (for cases dismissed without prejudice). Nonetheless, the evidence so far suggests that these more recent annual cohorts will ultimately see a higher dismissal rate than had been seen in earlier years. See Figure 21.

A larger proportion of cases in the 2007-2012 cohorts await resolution. It is too early to know the exact dismissal rate for cases filed in these recent years. That said, the preliminary data, as shown in the chart, suggest a continuing higher dismissal rate.

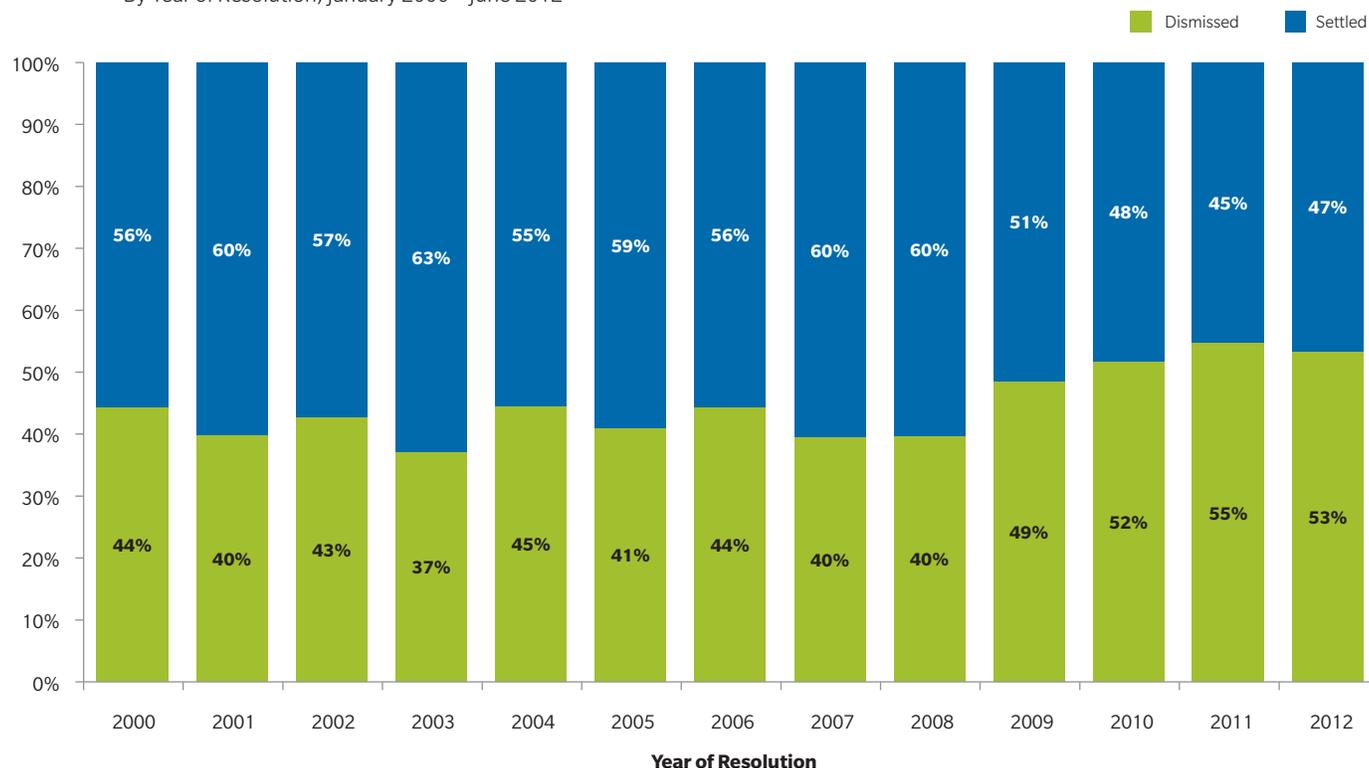
Figure 21. **Status of Cases as Percentage of Federal Filings**
By Filing Year; January 2000 – June 2012



Note: Analysis excludes IPO laddering, merger objection cases, and verdicts. Dismissals may include dismissals without prejudice and dismissals under appeal.

An alternate way to look at dismissal rates is to examine the percentage of cases dismissed by year of resolution, rather than year of filing as above. Between 2000 and the first half of 2012, dismissed cases have been between 37% and 55% of the cases resolved. That percentage is 48%-55% in 2009-2012, subject to the same disclaimers about dismissals without prejudice and possible appeals. See Figure 22.

Figure 22. **Status of Cases as Percentage of Federal Filings**
By Year of Resolution; January 2000 – June 2012



Note: Analysis excludes IPO laddering, merger objection cases, and verdicts. Dismissals may include dismissals without prejudice and dismissals under appeal.

The preceding discussion of case resolutions does not include the resolution of merger objection cases. Merger objection cases usually resolve quickly. Merger objections that are filed as federal securities class actions tend to be voluntarily dismissed relatively often because plaintiffs often elect to participate in the settlement of a parallel action filed in state court. Of the merger objection cases filed as federal securities class actions since the beginning of 2010, 6% settled, 34% were voluntarily dismissed because of the settlement in a parallel state action, 21% were dismissed, and 39% were pending as of June 30, 2012.

Trends in Settlements

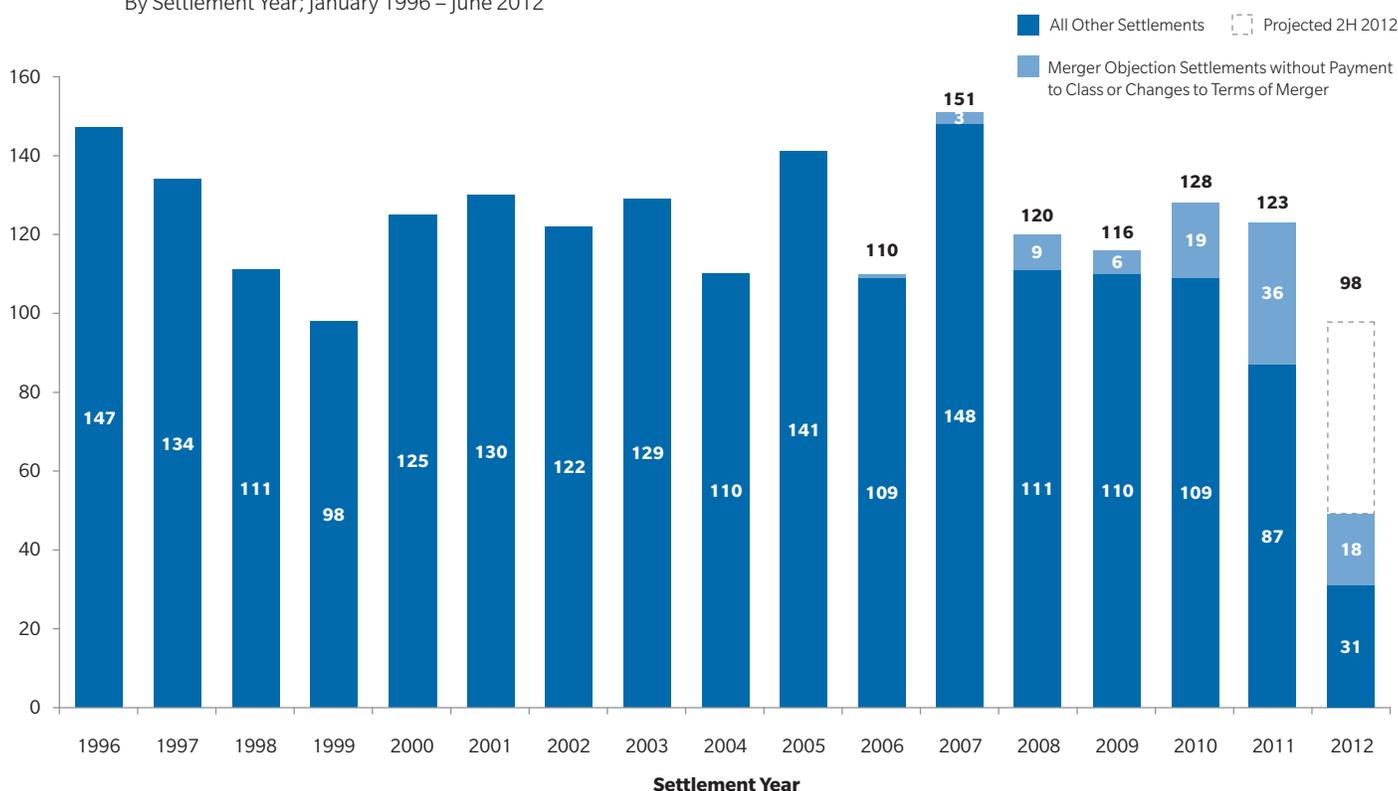
Number of Settlements¹⁷

Settlements have been proceeding at an unusually slow pace so far this year. If the current pace continues for the whole year, settlement activity will be at its lowest level since 1999, with only 98 cases settled.

The overall number of settlements did not show a significant slowdown in 2011: there were 123 settlements in 2011, which is in line with the historical average. However, closer examination reveals that settlement activity had already started changing dramatically last year. A large portion of the 2011 settlements involved merger objection cases. Settlements are one more respect in which merger objection cases differ from other securities class actions. Merger objection cases have typically settled only for additional disclosures to investors and fees to plaintiffs' lawyers, with neither monetary compensation to investors nor changes to the terms of merger. Over 2010-2012, 89% of merger objection cases have fallen into this category. If we exclude such merger objection cases, the number of settlements in 2011 was the lowest since the passage of PSLRA in 1995.

In the first six months of 2012, only 31 settlements yielded monetary compensation to investors. If settlements were to continue at this pace for the rest of the year, then by the end of 2012 there would be even fewer such settlements than in 2011, setting a new post-PSLRA low record. See Figure 23.

Figure 23. **Number of Settlements**
By Settlement Year; January 1996 – June 2012

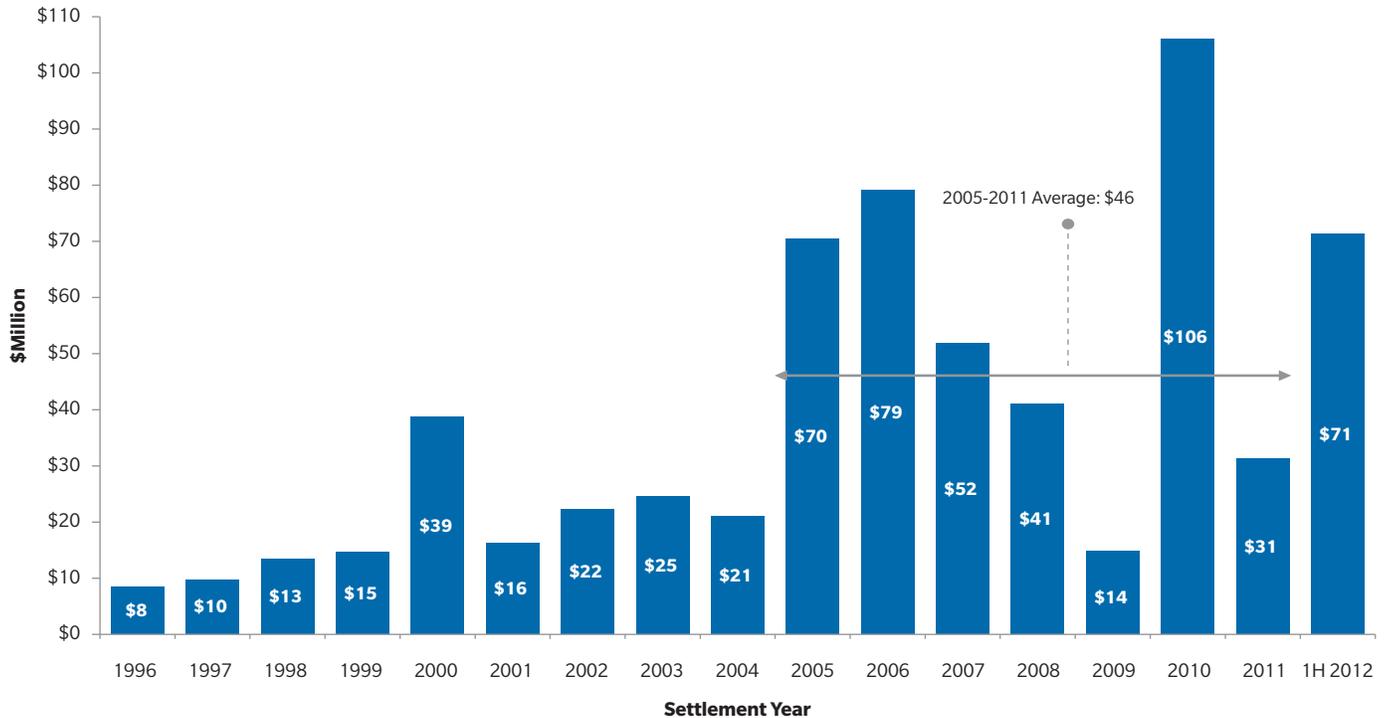


Note: Analysis excludes IPO laddering cases and settlements without details. Merger objection settlements with payment to class or changes to terms of the merger are included in other settlements.

Settlement Amounts

The average value of a settlement in the first half of 2012 was \$71 million, a sharp rise from the average value of \$46 million over the period 2005-2011.¹⁸ See Figure 24. However, a handful of the very largest settlements often influences the annual average settlement. For the first six months of 2012, the average settlement value has been substantially increased by the \$1.01 billion settlement in *In Re American International Group, Inc. Securities Litigation* (“AIG settlement”). The AIG settlement is composed of four tranches, three of which had been previously approved and the fourth of which was approved this year.

Figure 24. **Average Settlement Value**
January 1996 – June 2012



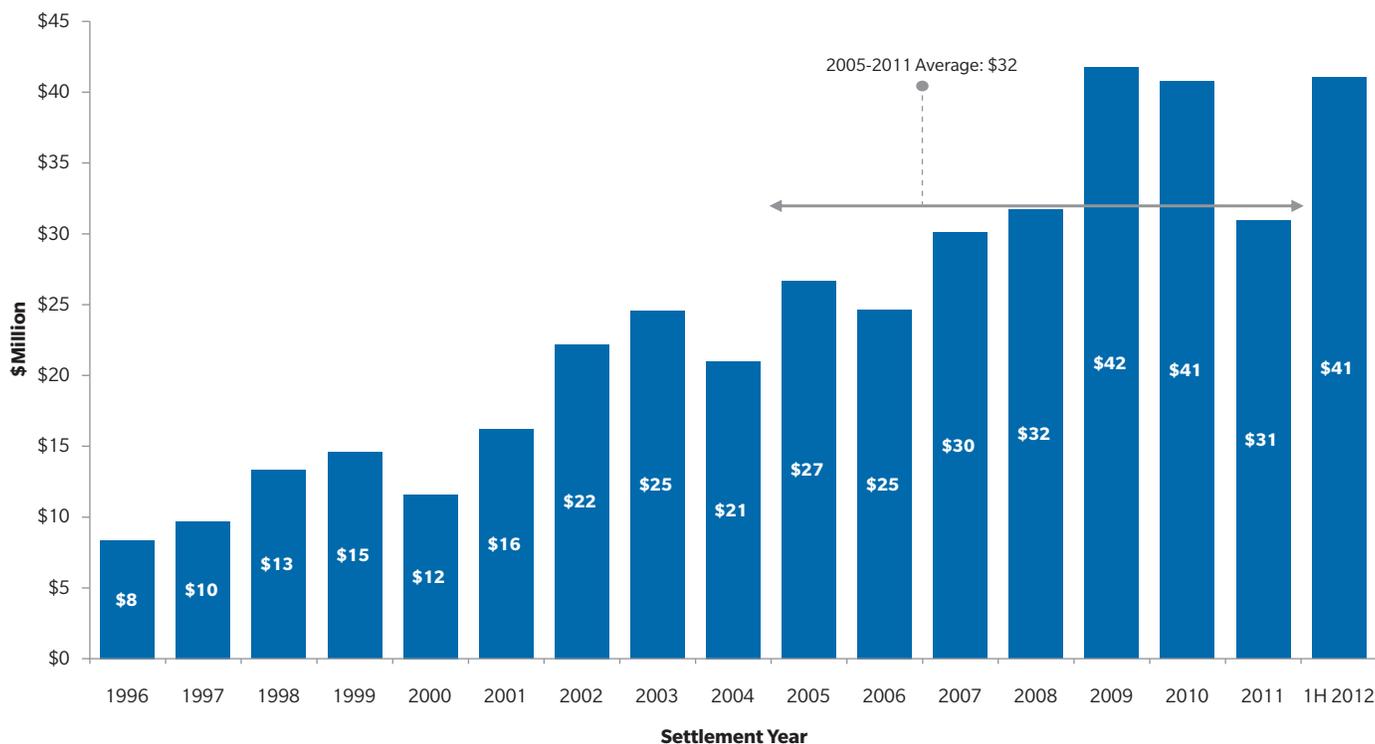
Note: Settlements include 309 IPO laddering cases in 2009. Settlements exclude merger objection cases.

Figure 25 contains average settlements excluding those above \$1 billion and the IPO laddering cases. Under these restrictions (which exclude the AIG settlement), this year’s average settlement amount is \$41 million, rebounding from last year’s \$31 million to levels close to the record levels of 2009 and 2010.

Another way to look at the typical settlement value is to examine median settlements: medians are more robust to extreme observations than are averages.¹⁹ The median settlement amount in the first six months of 2012 was \$7.9 million, approximately the same as in 2011 and consistent with pre-credit crisis levels. See Figure 26.

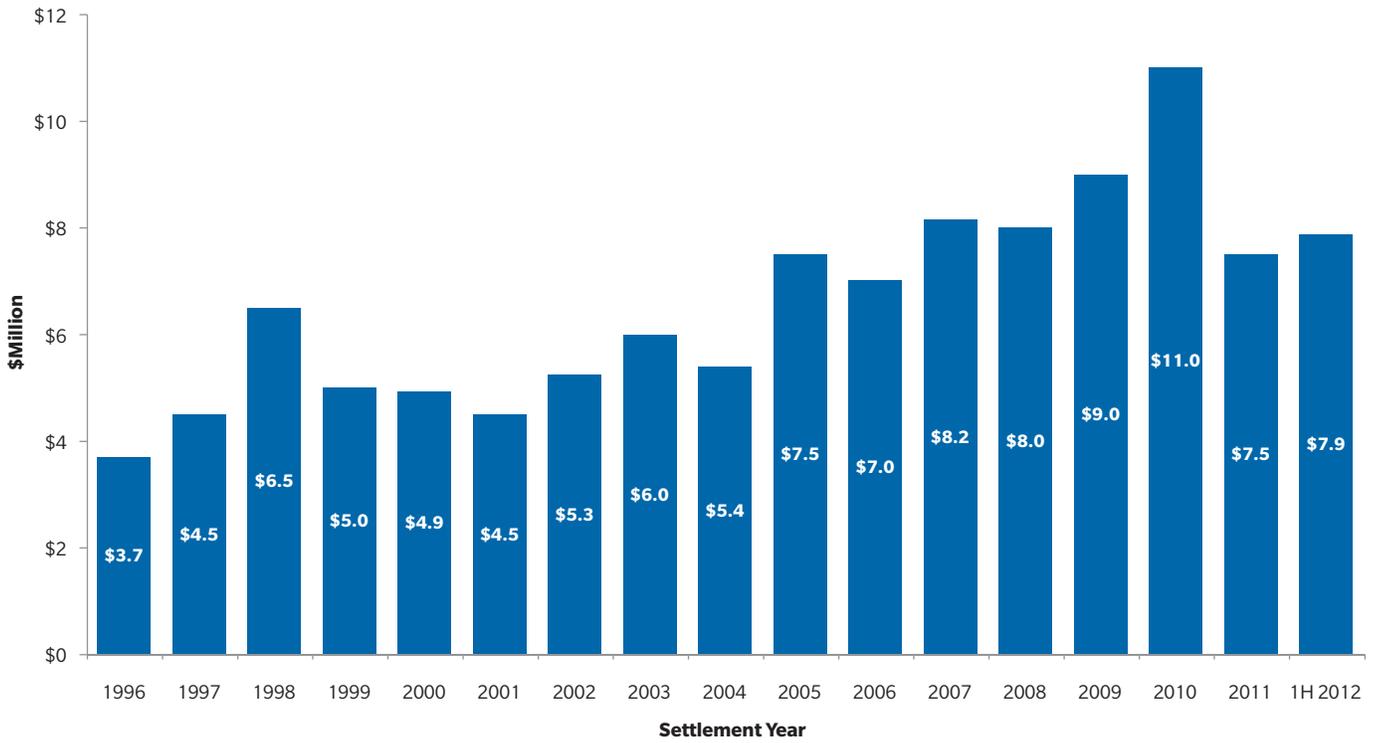
So far this year, there have been four “mega-settlements” over \$100 million—a record high 14% of all settlements. Most settlements, however, are much more modest than the mega-settlements that dominate the news. Of cases that settled in the first half of this year, 52% have settled for less than \$10 million. That percentage is in line with historical observations since at least 2005 (apart from 2010). See Figure 27.

Figure 25. **Average Settlement Value, Excluding Settlements over \$1 Billion**
January 1996 – June 2012



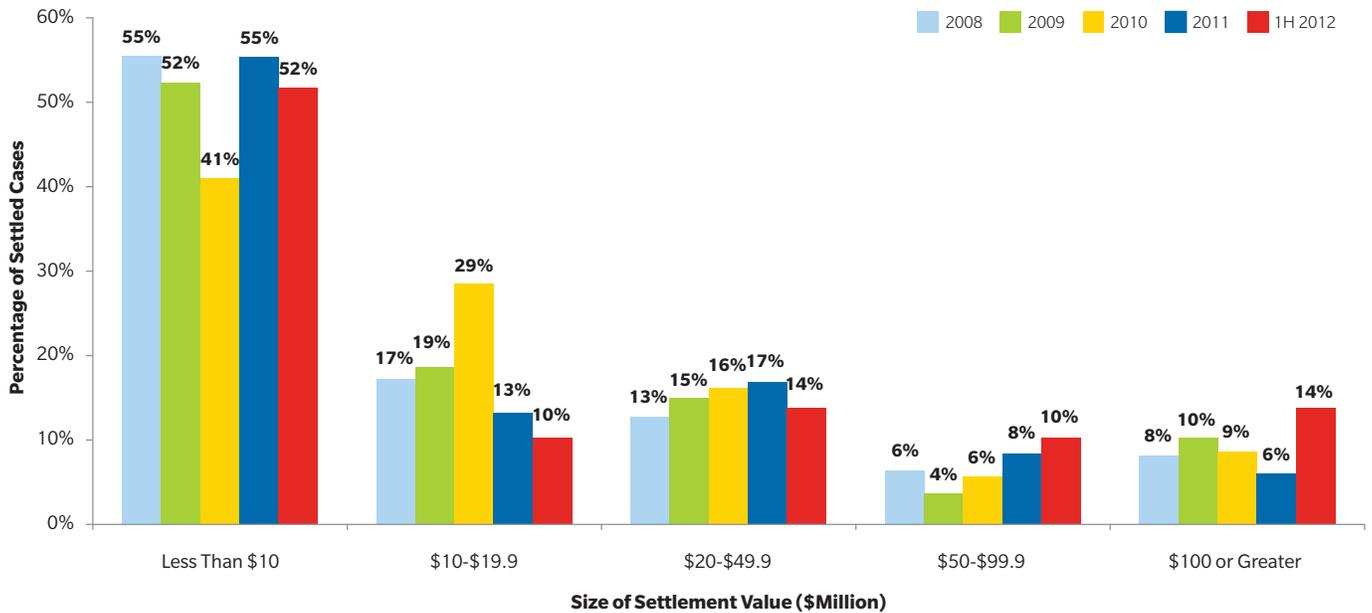
Note: Settlements exclude IPO laddering and merger objection cases. For list of excluded settlements over \$1 billion see Table 1.

Figure 26. **Median Settlement Value**
January 1996 – June 2012



Note: Settlements exclude IPO laddering and merger objection cases.

Figure 27. **Distribution of Settlement Values**
January 2008 – June 2012



Note: Settlements exclude IPO laddering and merger objection cases.

Table 1 presents the top 10 securities class action settlements of all time. The AIG settlement already appeared on our list last year, but reached final approval this year with the approval of the fourth tranche. The AIG settlement is one of only two settlements on the list after 2008; the other is Enron, which only completely settled in 2010, though both cases are based on much older events.

Table 1. **Top 10 Securities Class Action Settlements (As of June 30, 2012)**

Ranking	Company	Settlement Year	Total Settlement Year Value (\$MM)	Settlements with Co-Defendants, if Any, that Were			
				Financial Institutions		Accounting Firms	
				Value (\$MM)	Percent	Value (\$MM)	Percent
1	Enron Corp. ¹	2010	\$7,242	\$6,903	95%	\$73	1%
2	WorldCom, Inc. ²	2005	\$6,158	\$6,004	98%	\$65	1%
3	Cendant Corp. ³	2000	\$3,692	\$342	9%	\$467	13%
4	Tyco International, Ltd.	2007	\$3,200	\$0	0%	\$225	7%
5	AOL Time Warner Inc.	2006	\$2,650	\$0	0%	\$100	4%
6	Nortel Networks (I)	2006	\$1,143	\$0	0%	\$0	0%
7	Royal Ahold, NV	2006	\$1,100	\$0	0%	\$0	0%
8	Nortel Networks (II)	2006	\$1,074	\$0	0%	\$0	0%
9	McKesson HBOC Inc.	2008	\$1,043	\$10	1%	\$73	7%
10	American International Group, Inc.	2012	\$1,010	\$0	0%	\$98	10%
Total			\$28,311	\$13,259	47%	\$1,099	4%

Notes: For this summary table only, tentative and partial settlements are included for comparison, and "Settlement Year" in this table represents the year in which the last settlement—whether partial or final—had the first fairness hearing. For partial tentative settlements "Settlement Year" is the year in which this settlement was announced.

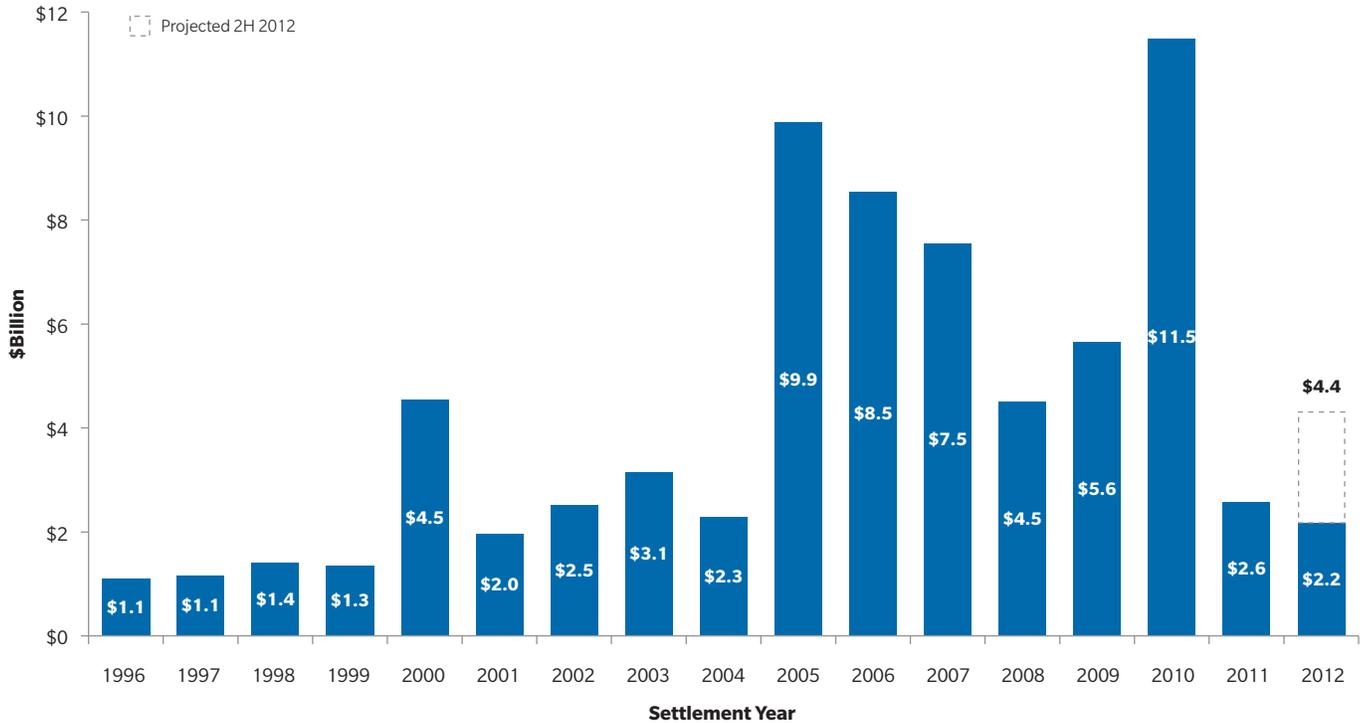
¹ The fairness hearing for the last tentative partial settlement, with Goldman Sachs, was held on February 4, 2010.

² The settlement value incorporates a \$1.6 million settlement in the MCI WorldCom TARGETS case.

³ The settlement value incorporates a \$374 million settlement amount in the Cendant PRIDES I and PRIDES II cases. Settlement in the Cendant PRIDES I case was a non-cash settlement valued at \$341.5 million. The settlement value also incorporates 50% of December 29, 2007 separate settlement of claims of Cendant and certain former HFS officers against E&Y. Under the terms of the Cendant Settlement, the Class is entitled to 50% of Cendant's net recovery from E&Y. The additional recovery to the class is \$131,750,000.

The aggregate amount of settlements approved in the first six months of this year exceeds \$2 billion. See Figure 28. This amount includes just over \$1 billion for the AIG settlement. If settlements were to continue at the current pace for the rest of the year, aggregate settlements by year end would be substantially higher than last year. This result, though, is largely driven by the AIG settlement; if we exclude AIG and extrapolate only the other settlements to the end of the year, then by year end the aggregate settlements could be as low as last year. In large part, the low aggregate settlement value to date this year reflects the small number of settlements as documented at the beginning of this section.

Figure 28. **Aggregate Settlement Value**
By Settlement Year; January 1996 – June 2012



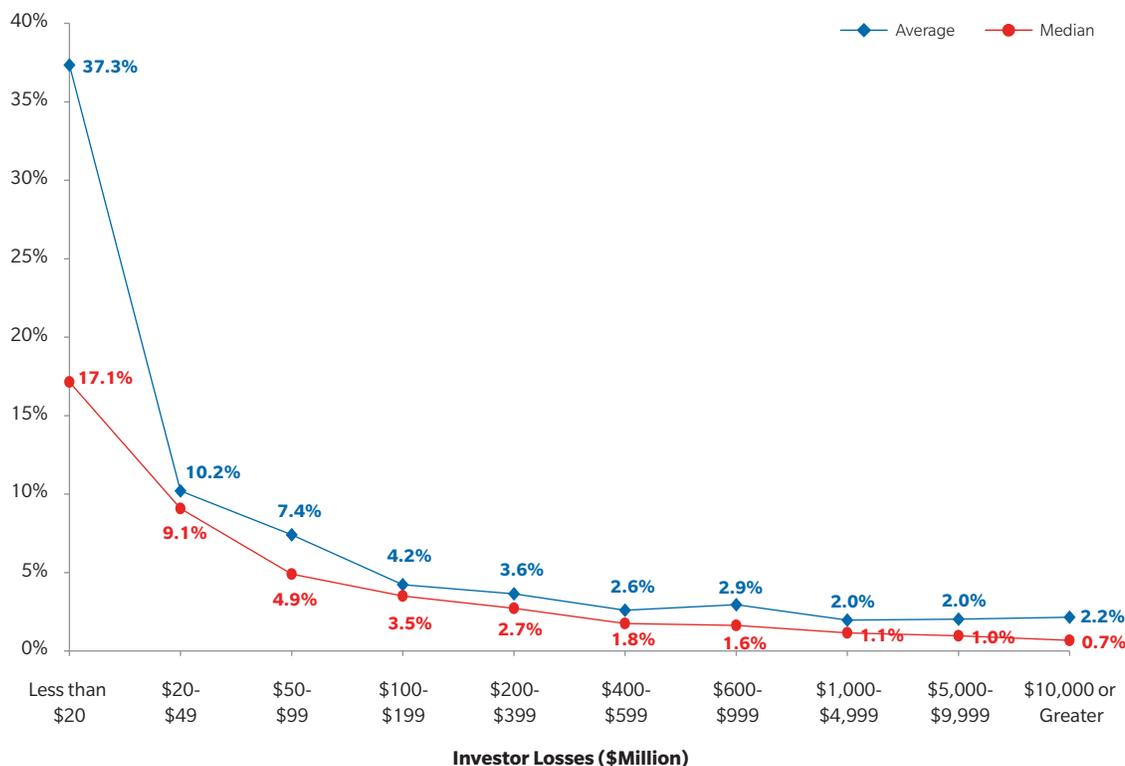
Note: Settlements exclude Merger Objection cases. Excluding the 2010 Enron settlement, aggregate settlement value for that year was \$4.3 billion.

Investor Losses versus Settlements

Historically, “investor losses” have been a powerful predictor of settlement size. As noted above, NERA’s investor losses variable is a proxy for the aggregate amount that investors lost from buying the defendant’s stock rather than investing in the broader market during the alleged class period. Investor losses can explain more than half of the variance in the settlement values in our database.²⁰

In general, settlement sizes grow as investor losses grow, but the relationship is not linear. In particular, settlement size tends to rise less than proportionately, so small cases typically settle for a higher fraction of investor losses (i.e., more cents on the dollar) than larger cases. For example, cases with investor losses below \$20 million on average settle for 37.3% of investor losses, while cases with investor losses over \$10 billion settle for an average of 2.2% percent of investor losses. See Figure 29.

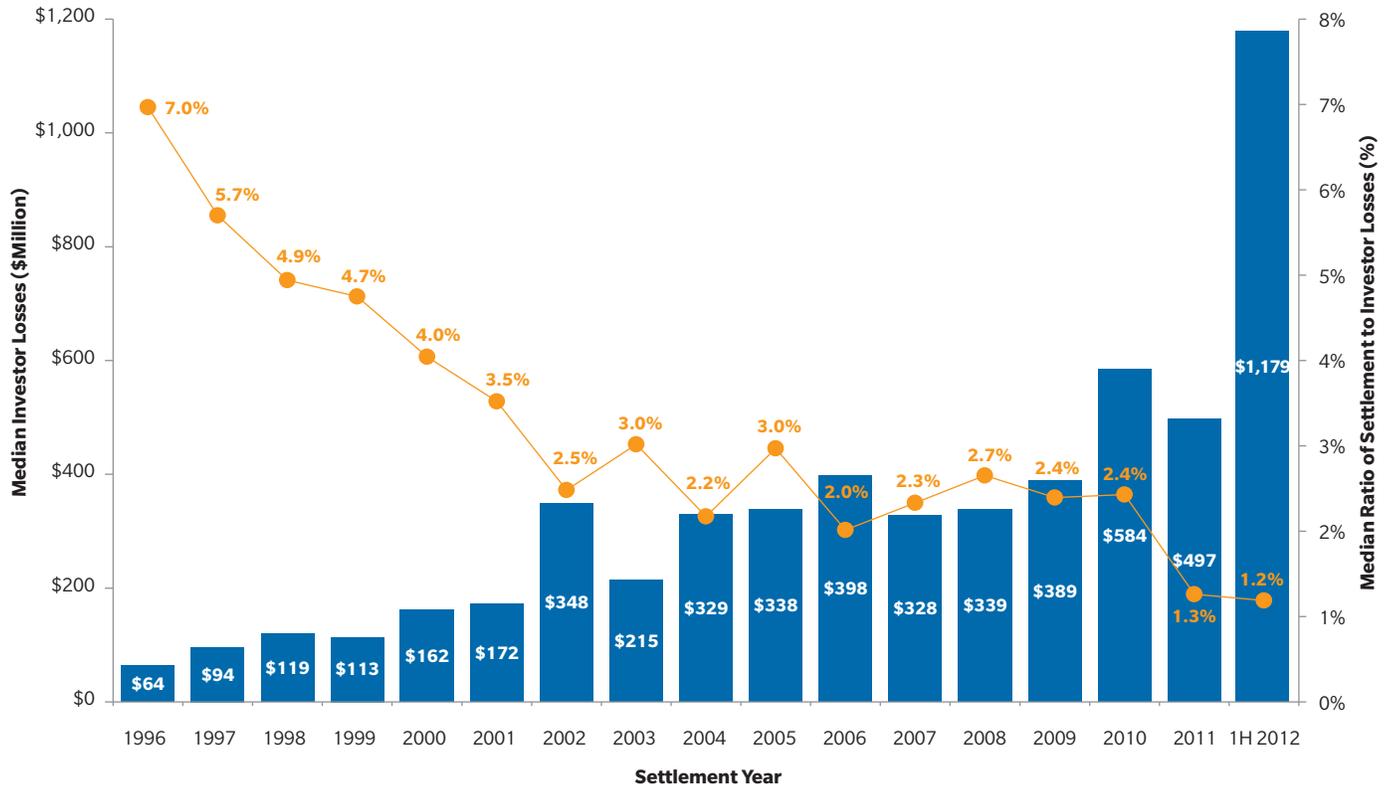
Figure 29. **Settlement Value as a Percentage of Investor Losses**
By Level of Investor Losses; January 1996 – June 2012



Note that the investor losses variable is not a measure of damages since any stock that underperforms the S&P 500 would have “investor losses” over the period of underperformance; rather it is a rough proxy for the relative size of investors’ potential claims. Thus, our findings on the ratio of settlement to investor losses should not be interpreted as the share of damages recovered in settlement but rather as the recovery compared to a rough measure of the “size” of the case.

Median investor losses for settled cases have been steadily increasing since the passage of the PSLRA, from \$64 million for settlements in 1996 to \$497 million in 2011. They appear to have skyrocketed in the first half of 2012, exceeding \$1 billion. However, this figure is based on a relatively small number of settlements and as such may not represent a trend that will continue for the rest of the year. The median ratio of settlement to investor losses has reached a new post-PSLRA low at 1.2%, but that is unsurprising given that investor losses are high and (as explained above) settlements typically grow less than proportionally to investor losses. See Figure 30.

Figure 30. **Median Investor Losses and Median Ratio of Settlement to Investor Losses**
By Settlement Year; January 1996 – June 2012

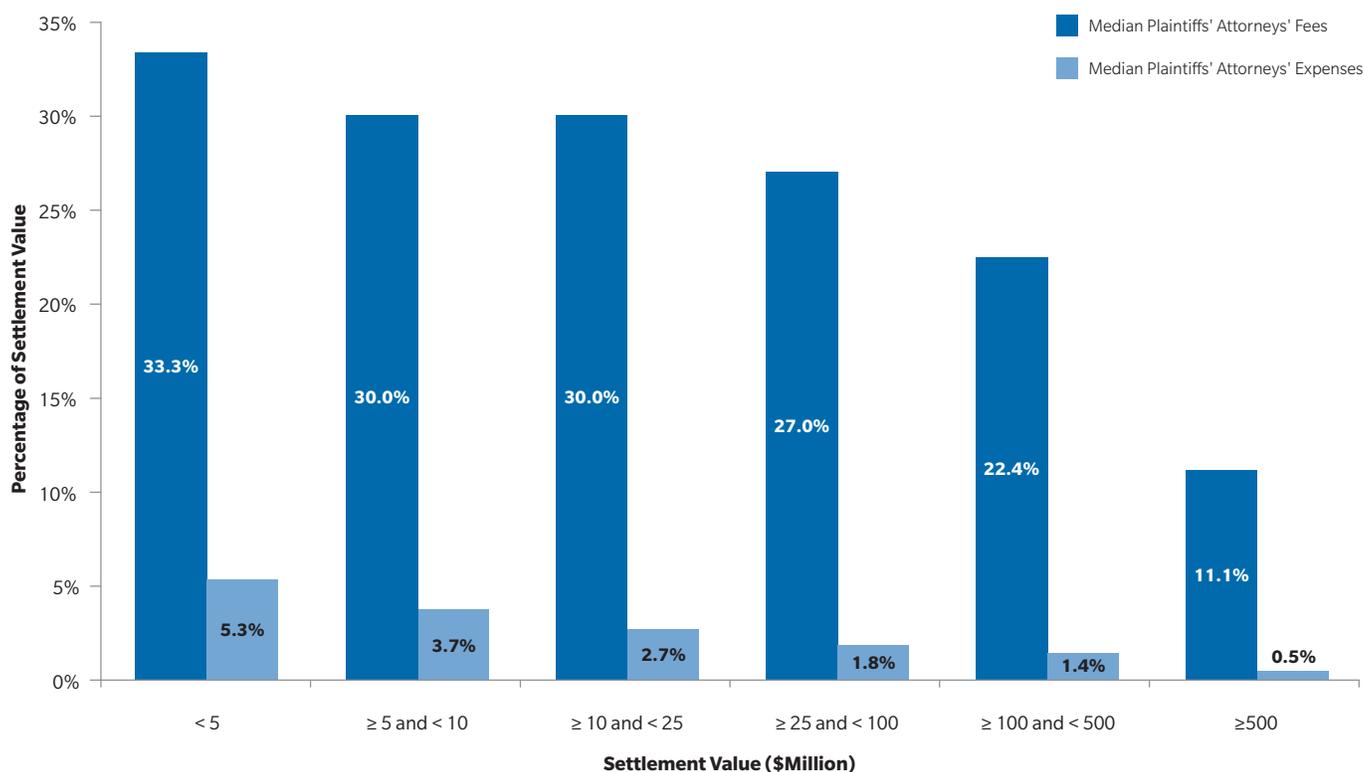


Note: Settlements exclude IPO laddering and merger objection cases.

Plaintiffs' Attorneys' Fees and Expenses

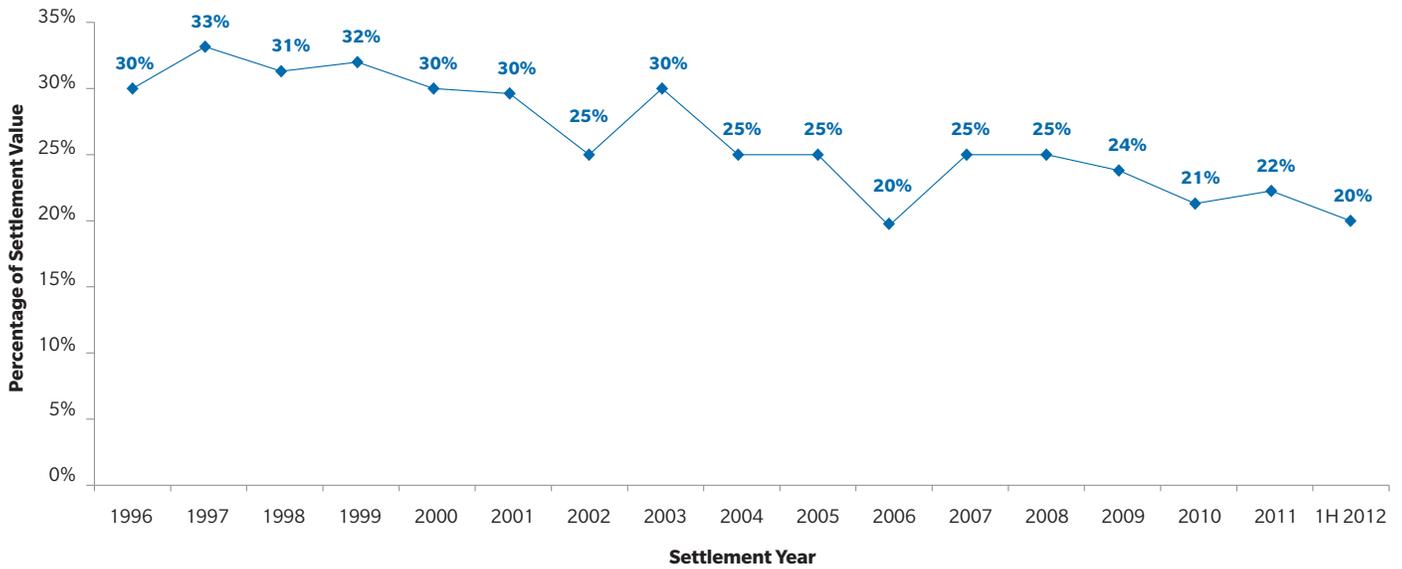
The settlement values that we report include plaintiffs' attorneys' fees and expenses in addition to the amounts ultimately paid to the class. In Figure 31, fees and expenses as a proportion of settlement value for settlements finalized from 1996 through June 2012, excluding merger objection cases, are shown. Typically, the proportion of a settlement taken by fees and expenses declines as the settlement size rises. For settlements below \$5 million, for example, median plaintiffs' attorneys' fees are 33% of the settlement amount; while for settlements of over \$500 million, median fees fall to 11%. Median plaintiff expense ratios fall over this settlement value range as well, as seen in Figure 31.

Figure 31. **Median Plaintiffs' Attorneys' Fees and Expenses, by Size of Settlement**
January 1996 – June 2012



We have also analyzed trends in plaintiffs' attorneys' fees over time. Median fees for all settlements other than merger objections cases during the first half of this year have represented 20% of the settlement value—a small decrease since last year. See Figure 32. The general downward time trend in the fee percentage is explained, at least in part, by the fact that cases have been getting bigger over time, and that, as documented above, bigger cases typically have lower fee percentages.

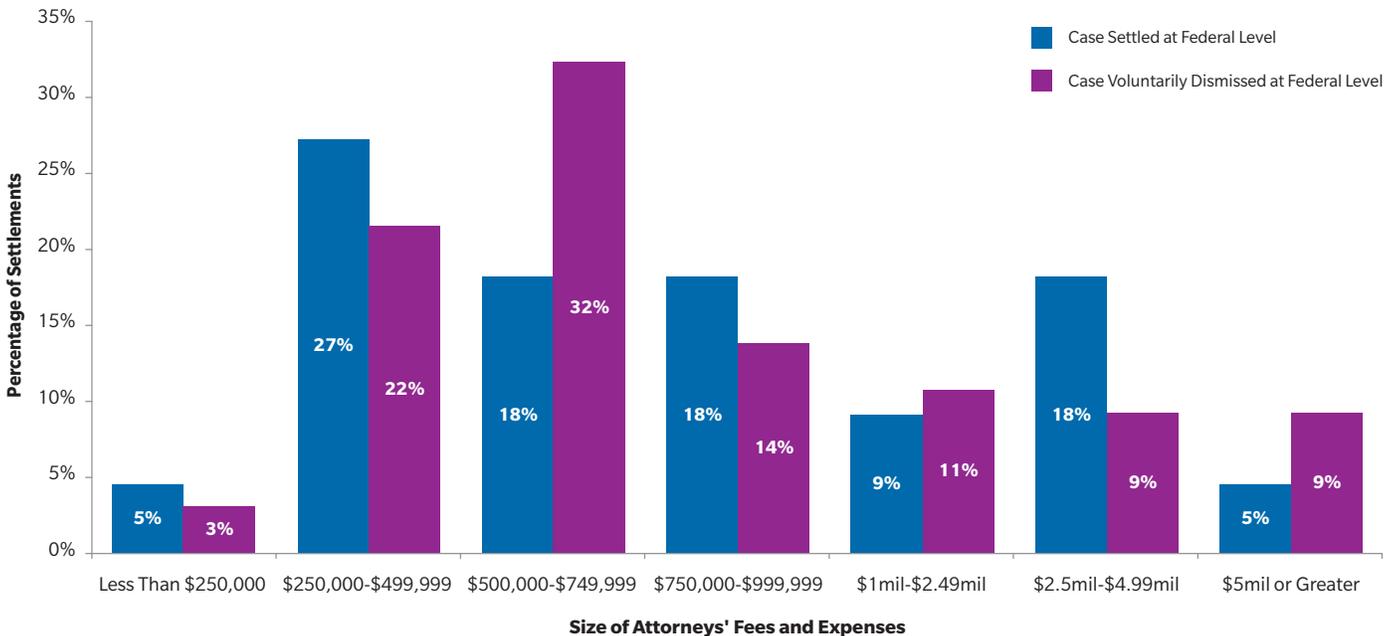
Figure 32. **Median Plaintiffs' Attorneys' Fees, by Year**
 For Settlement Values Greater Than or Equal to \$25M; January 1996 – June 2012



Note: Analysis excludes merger objection cases.

We report the fees for merger objection cases separately. For the merger objection cases that settled at the federal level since 2005 with no payment to investors, plaintiffs' attorneys' fees have been below \$1 million in 68% of the cases. See Figure 33. For the merger objection cases that were voluntarily dismissed because a parallel state action settled, plaintiffs' attorneys' fees in the parallel state action have been below \$1 million in 71% of the cases.

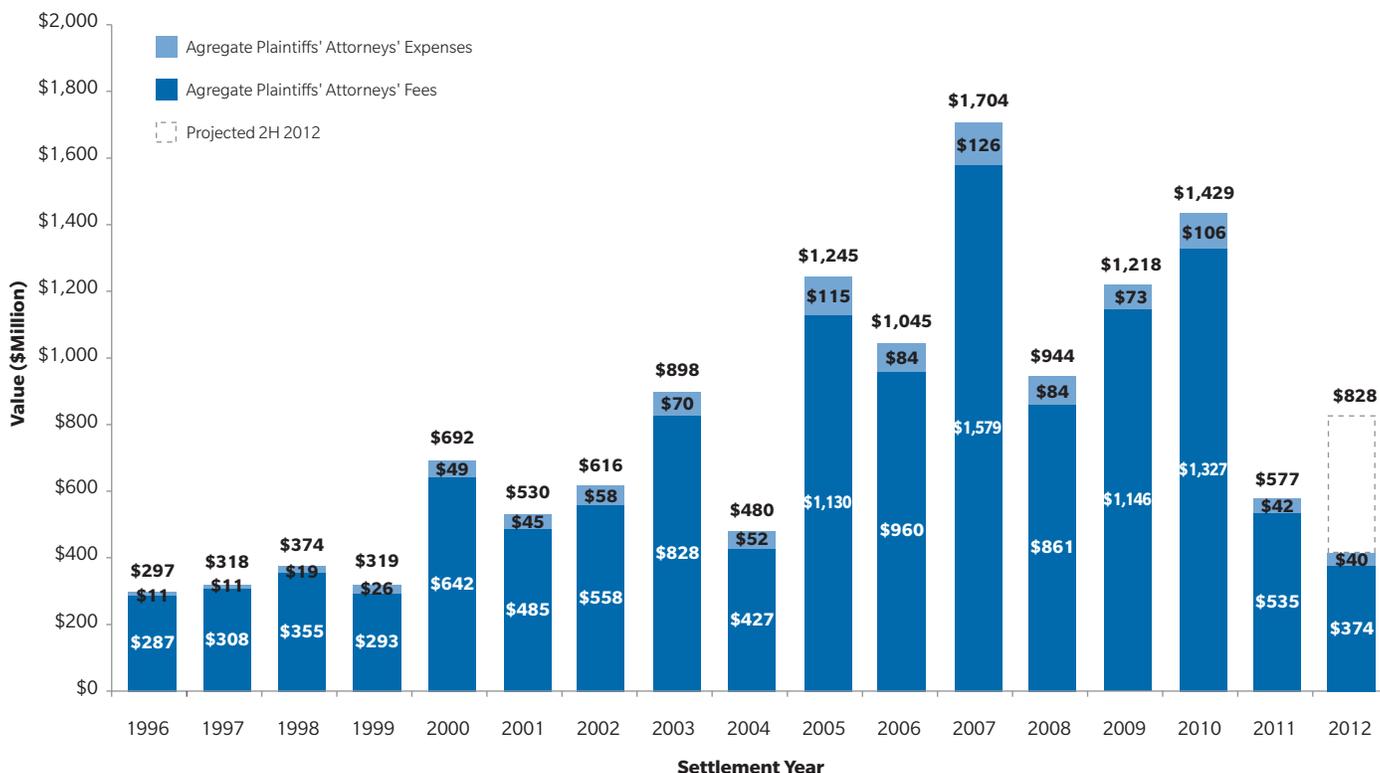
Figure 33. **Distribution of Plaintiffs' Attorneys' Fees and Expenses in Merger Objection Settlements**
 With No Payment to Investors; January 2005 – June 2012



Note: Cases filed and settled January 2005 - June 2012. For merger objections voluntarily dismissed at federal level, attorneys' fees and expenses refer to the settlement in the parallel state merger objection case, when such settlement exists.

Aggregate plaintiffs’ attorneys’ fees and expenses for all federal settlements have been \$414 million in the first six months of this year. See Figure 34. If fees and expenses were to continue at this pace, they would be noticeably higher than last year, but still the second lowest since 2004. Fees and expenses for the first six months of this year include \$143 million for the AIG settlement. If the AIG fees and expenses are excluded, and if the remainder were to continue at the same pace for the rest of the year, aggregate fees and expenses for 2012 would end up being similar to the aggregate level for 2011.

Figure 34. **Aggregate Plaintiffs' Attorneys' Fees and Expenses**
January 1996 – June 2012



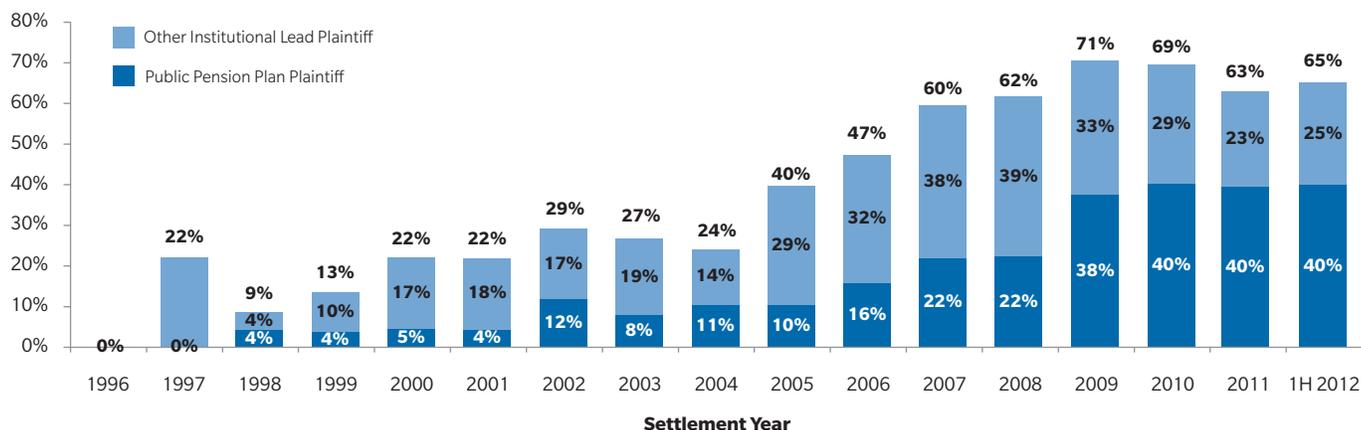
These fees are calculated for federal securities class actions only. As such, they do not include fees and expenses for merger objection cases filed in state court or as derivative actions, which may be lucrative for plaintiffs’ law firms. One example is *In Re Southern Peru Copper*, a case in Delaware Chancery Court that yielded a well-publicized award of \$285 million to plaintiffs’ attorneys.

Characteristics of Settled Cases

One of the policy goals of the PSLRA was to increase the participation of institutions as lead plaintiffs in securities class actions, and in that respect it has been a success. The proportion of settled cases with an institutional lead plaintiff rose sharply between 1996 and 2010, as did the fraction of such settlements in which the institutional lead plaintiff was a public pension plan, *peaking* at 71% and 40%, respectively. The trend of increasing institutional participation appears to have leveled off in the last two or three years. The fraction of lead plaintiffs that are public pension plans has remained at or near 40% since 2009. During the first half of 2012, the total fraction of institutional lead plaintiffs has been 65%—a little below the 2009 and 2010 levels. See Figure 35.

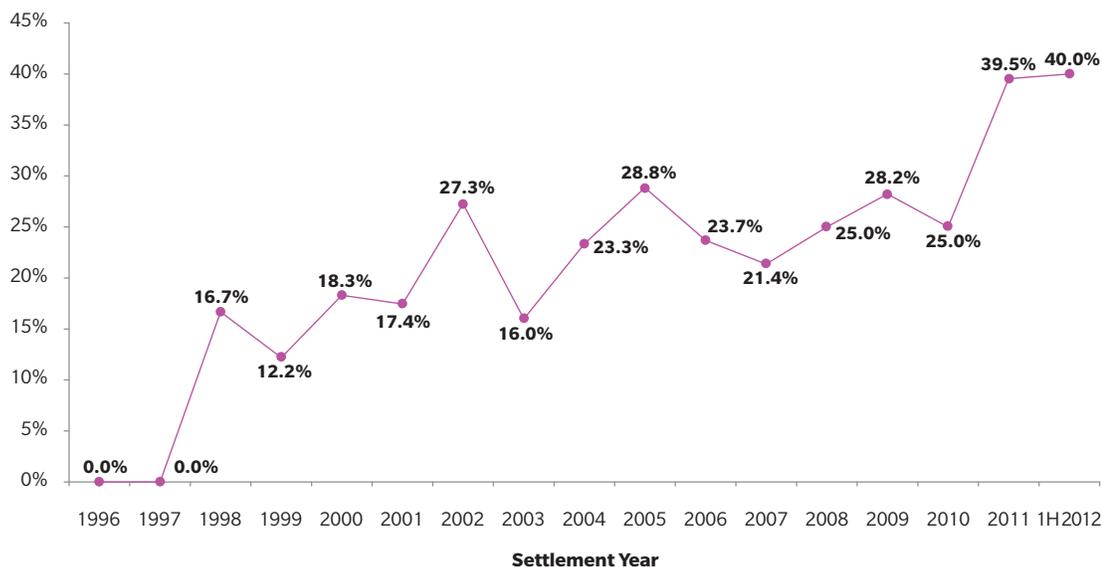
NERA's research on factors explaining the amounts for which cases have settled historically finds that, on average, institutional lead plaintiff participation is associated with larger settlements.

Figure 35. **Percentage of Settlements with an Institutional Lead Plaintiff**
Cases Filed and Settled; January 1996 – June 2012



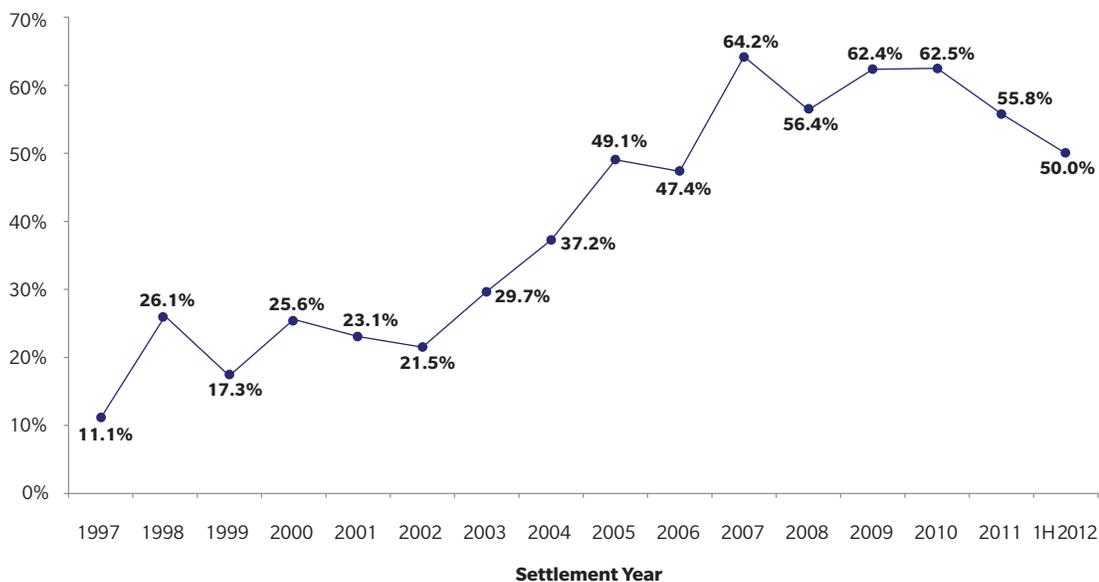
A “blow-up” provision typically permits a settlement to be invalidated if more than a certain proportion of the class opts out. These provisions have become an increasingly common feature of settlement agreements in recent years. In 2012, the proportion of settlements with such provisions increased to 40% of all settlements, continuing an upward trend. See Figure 36.

Figure 36. **Percentage of Settlements with a "Blow-Up" Provision (Settlements with Available Settlement Notice)**
Cases Filed and Settled; January 1996 – June 2012



"Tag-along" derivative actions associated with securities class actions have been proliferating over the last ten years. Over the period 2007-2010, more than 60% of securities class actions had parallel derivative suits. This year and last, the trend toward such derivative actions appears to have reversed. In 2012, the proportion of cases with a parallel derivative action (among those that settled) has declined to 50%. See Figure 37.

Figure 37. **Percentage of Settled Cases with a Parallel Derivative Action**
Cases Filed and Settled; January 1996 – June 2012



Note: We excluded cases filed and settled in 1996 because there was only one case and it had a derivative action.

Trials

Few securities class actions proceed to trial, though those that do tend to attract a great deal of attention. Fewer still get all the way to a verdict. So it is not surprising that there have been no trials or verdicts so far in 2012 that we know of. Since the passage of the PSLRA in late 1995, there have been only 30 securities class action trials, as compared to a total of over 3,909 filings. Figure 38 summarized the status of cases that have gone to trial and Table 2 provides details.

Figure 38. **Status of 30 Securities Class Actions That Went to Trial After PSLRA**
As of June 30, 2012

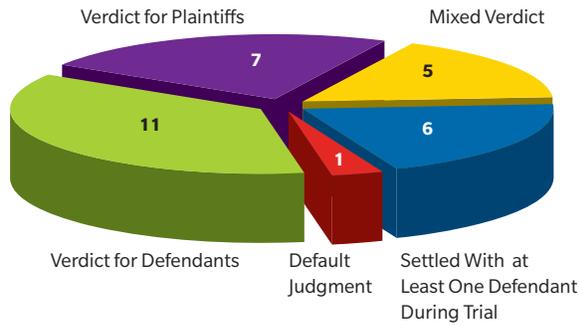


Table 2. **Thirty Securities Class Actions That Went to Trial after PSLRA**

Case (1)	Federal Circuit (2)	File Year (3)	Trial Year¹ (4)
I. Verdict for Defendants (11)			
1 American Mutual Funds (Fee Litigation) ²	9	2004	2009
2 American Pacific Corp. ³	9	1993	1997
3 BankAtlantic Bancorp, Inc. ⁴	11	2007	2011
4 Biogen Inc.	1	1994	1998
5 Everex Systems Inc. ⁵	9	1992	2002
6 Garment Capitol Associates	2	1996	2000
7 Health Management, Inc.	2	1996	1999
8 JDS Uniphase Corp.	9	2002	2007
9 NAI Technologies, Inc.	2	1994	1996
10 Thane International, Inc. ⁶	9	2003	2009
11 Tricord Systems, Inc.	8	1994	1997
II. Verdict for Plaintiffs (7)			
1 Apollo Group, Inc. ⁷	9	2004	2010
2 Claghorn / Scorpion Technologies, Inc.	9	1998	2002
3 Computer Associates International, Inc.	2	1991	2000
4 Helionetics, Inc.	9	1994	2000
5 Homestore.com, Inc. ⁸	9	2001	2011
6 Real Estate Associates, LP	9	1998	2002
7 U.S. Banknote Corp. ⁹	2	1994	1997
III. Mixed Verdict (5)			
1 Clarent Corp. ¹⁰	9	2001	2005
2 Digitran Systems, Inc. ¹¹	10	1993	1996
3 ICN Pharmaceuticals, Inc. ¹²	2	1987	1996
4 Household International, Inc. ¹³	7	2002	2009
5 Vivendi Universal, S.A. ¹⁴	2	2002	2010
IV. Settled During Trial¹⁵ (6)			
1 AT&T	3	2000	2004
2 First Union National Bank / First Union Securities / Cypres Funds	11	2000	2003
3 Globalstar Telecommunications, Ltd.	2	2001	2005
4 Heartland High-Yield / Short Duration High Yield Municipal Bond Funds	7	2000	2005
5 WorldCom	2	2002	2005
6 Safety-Kleen Corp. (Bondholders Litigation) ¹⁶	4	2000	2005
V. Default Judgment (1)			
1 Equisure Inc. ¹⁷	8	1997	1998

Notes: Until otherwise noted, all these cases went to a jury trial. Data are from case dockets. Cases within each group presented in alphabetical order.

Table 2 Notes Continued:

- ¹ Trial Year shows the year in which the trial began or, when there are relevant post-trial developments (such as a ruling on an appeal or a re-trial), the most recent such development.
- ² Judgment for defendants entered 12/28/09 after a 7/28/09-8/7/09 bench trial.
- ³ On 11/27/95 the US District Court granted in part the Company's motion for summary judgment ruling that the Company had not violated the federal securities laws in relation to disclosure concerning the Company's agreements with Thiokol. The remaining claims, which related to allegedly misleading or inadequate disclosures regarding Halotron, were the subject of a jury trial that began in December 1995 and ended on 1/17/96. The jury reached a unanimous verdict that neither the Company nor its directors and officers made misleading or inadequate statements regarding Halotron. Verdict was appealed, but on 6/5/97 affirmed by the 9th Circuit Court of Appeals.
- ⁴ On 11/18/10 the jury returned a verdict in the plaintiffs' favor, finding seven of the statements to have been false, and awarding damages of \$2.41 per share. On 4/25/11 the jury verdict was set aside by the court in a post-trial ruling. Judge opinion granted the defendants' motion for judgment as a matter of law and indicated that she will enter judgment in defendants' favor following remaining procedural issues.
- ⁵ 1998 verdict for defendants was reversed and remanded by the 9th Circuit Court of Appeals; 2002 retrial again yielded a verdict for defendants.
- ⁶ On 6/10/05 bench trial verdict dismissed the case. Thereafter, plaintiffs filed a notice of appeal from the trial verdict in favor of the defendants. On 11/26/07, the US Court of Appeals of the 9th Circuit issued an Opinion reversing and remanding the action back to District Court with instructions to enter judgment in favor of the plaintiffs, to address loss causation, and to conduct further proceedings consistent with this opinion. On 12/5/08 the defendants filed a Motion for Judgment On Loss Causation and a Motion for Judgment On Lack Of Control Person Liability And Good Faith Defenses. On 3/17/09, the Court granted the defendants' Motion for Judgment On Loss Causation but denied the Motion for Judgment On Lack Of Control Person Liability And Good Faith Defenses. Final Judgment on behalf of the defendants was entered on 3/25/09.
- ⁷ On 1/16/08 a federal jury found Apollo Group Inc. and certain former officers liable for securities fraud and ordered them to pay approximately \$280 million to shareholders. On 8/8/08 the District Court overturned the jury verdict; Federal Judge James A. Teilborg's order vacated the judgment and entered judgment in defendants' favor. Following the dismissal, a notice of appeal was filed on 8/29/08. On 6/23/10 the United States Court of Appeals for the 9th Circuit reversed the District Court's post-trial ruling and remanded the case with instructions that the District Court enter judgment in accordance with the jury's verdict.
- ⁸ On 1/25/11, a civil jury trial commenced against the sole remaining defendant in the case – Stuart H. Wolff, the company's former Chairman and CEO. On 2/24/11 a Central District of California rendered a verdict on behalf of plaintiffs. The jury found that the defendant, Stuart H. Wolff, had violated the federal securities laws in connection with a series of statements the company made in 2001. All other defendants had previously settled or been dismissed.
- ⁹ Judge subsequently vacated the jury verdict and approved a settlement.
- ¹⁰ Chairman of Clarent liable; Ernst & Young not liable.
- ¹¹ A 9/30/96-10/24/96 jury trial resulted in a mixed verdict, with liability for Digitran Systems, Inc. and its former president, but not liable verdict for other individual defendants and the auditor, Grant Thornton.
- ¹² Hung jury.
- ¹³ The jury found in favor of the defendants with respect to 23 of the alleged misstatements, but in favor of the plaintiffs with respect to 17 other statements.
- ¹⁴ The trial started 10/5/09. On 1/29/10 the jury returned a verdict against the company on all 57 of the plaintiffs' claims. However, the jury also found that the two individual defendants, (former CEO Jean-Marie Messier and former CFO Guillaume Hannezo) were not liable.
- ¹⁵ At least one defendant settled after the trial began, but prior to judgment.
- ¹⁶ Some director-defendants settled during the trial. Default judgment against CEO and CFO who failed to show up for trial.
- ¹⁷ Default judgment against Equisure Inc. which failed to show up for trial.

Notes

- 1 This edition of NERA's research on recent trends in shareholder class action litigation expands on previous work by our colleagues Lucy Allen, Elaine Buckberg, Frederick C. Dunbar, Todd Foster, Vinita M. Juneja, Denise Neumann Martin, Jordan Milev, Robert Patton, Stephanie Plancich, and David I. Tabak. We gratefully acknowledge their contribution to previous editions as well as this current version. The authors also thank Lucy Allen for helpful comments on this version. In addition, we thank Carlos Soto, Nicole Roman, and other researchers in NERA's Securities and Finance Practice for their valuable assistance with this paper. These individuals receive credit for improving this paper; all errors and omissions are ours. Data for this report are collected from multiple sources, including complaints, case dockets, RiskMetrics Group/Securities Class Action Services (SCAS), Dow Jones Factiva, Bloomberg Finance L.P., FactSet Research Systems, Inc., SEC filings, and the public press.
- 2 NERA tracks class actions filed in federal court and involving alleged violations of the federal securities laws. If multiple such actions are filed against the same defendant, are related to the same allegations, and are in the same circuit, we treat them as a single filing. However, multiple actions filed in different circuits are treated as separate filings. If cases filed in different circuits are consolidated, we revise our count to reflect that consolidation. Therefore, our count for a particular year may change over time. Different assumptions for consolidating filings would likely lead to counts that are directionally similar but may, in certain circumstances, lead observers to draw a different conclusion about short-term trends in filings.
- 3 This average excludes the IPO laddering cases.
- 4 We have classified cases as credit crisis-related based on the allegations in the complaint. The category includes cases with allegations related to subprime mortgages, mortgage-backed securities, and auction rate securities, as well as some other cases alleged to involve the credit crisis. Our categorization is intended to provide a useful picture of trends in litigation but is not based on detailed analysis of any particular case.
- 5 This figure refers to deals announced between 2010 and 2011 for \$100 million or more, completed by February 29, 2012, with a US public company as target, and challenged by December 31, 2011. Data from a proprietary NERA database.
- 6 The merger objection cases form the largest group of federal securities class actions not involving such alleged violations.
- 7 We do not compute investor losses for all cases included in this publication. For instance, class actions in which buyers of common stock are not alleged to have been damaged are not included.
- 8 Our normal approach to geographical classification is to use the country of domicile for the issuing company. Many of the defendant Chinese companies, however, obtained their US listing through a reverse merger and, consequently, report a US domicile. For this reason, we have also tracked companies with their principal executive offices in China.
- 9 Approximately 63% of the Chinese companies targeted by a securities class action in the period 2010-2012 were listed in the US through reverse mergers.
- 10 See, for example, Xueqing Linda Ji and Hunter Qiu, "Weighing Reverse Mergers for Private Chinese Cos," *Law360*, June 25, 2012.
- 11 See, for example, Gwyn Quillen and Amy June, "Clarifying Accountants' Secondary Liability," *Law360*, August 8, 2011.
- 12 In earlier editions of NERA's "Recent Trends in Securities Class Action Litigation," we displayed this information differently. The percentage corresponding to each category is now computed as the number of complaints making an allegation in that category as a percentage of the total number of complaints filed; in earlier editions, it was computed as a percentage of the total number of allegations in any category. In other words, we have changed the denominator from total number of allegations to total number of cases. The change in methodology can lead to different results because complaints often make multiple allegations.
- 13 We have updated this analysis so that the fraction is computed only over cases alleging violation of Rule 10b-5.
- 14 Cases for which investor losses cannot be calculated are excluded. The largest excluded groups are the IPO laddering cases and the merger objection cases.
- 15 Thus, it is not that only 10% of cases are dismissed; it is that 10% of settled cases in which a motion to dismiss had been filed, had been dismissed at the time of settlement.
- 16 The dismissed category includes several outcomes: cases with granted motion to dismiss granted, denied motion for class certification, granted motion for summary judgment filed by defendant, and cases that were voluntarily dismissed. Motions to dismiss that are only partially granted are not included in the dismissed category.
- 17 Unless otherwise noted, tentative settlements (those yet to receive court approval) and partial settlements (those covering some but not all non-dismissed defendants) are not included in our settlement statistics. We define "Settlement Year" as the year of the first court hearing related to the fairness of the entire settlement or the last partial settlement.
- 18 Because merger objection cases typically settle for no monetary compensation to investors, we exclude all merger objection settlements from the analysis of settlement values.
- 19 The median settlement value for a year is the level that half of all settlements that year exceeded and half fell below.
- 20 Technically, the investor losses variable explains more than half of the variance in the logarithm of settlement size. Investor losses over the class period are measured relative to the S&P 500, using a proportional decay trading model to estimate the number of affected shares of common stock. We measure investor losses only if the proposed class period is at least two days. Our sample includes more than 1,000 post-PSLRA settlements.

About NERA

NERA Economic Consulting (www.nera.com) is a global firm of experts dedicated to applying economic, finance, and quantitative principles to complex business and legal challenges. For half a century, NERA's economists have been creating strategies, studies, reports, expert testimony, and policy recommendations for government authorities and the world's leading law firms and corporations. We bring academic rigor, objectivity, and real world industry experience to bear on issues arising from competition, regulation, public policy, strategy, finance, and litigation.

NERA's clients value our ability to apply and communicate state-of-the-art approaches clearly and convincingly, our commitment to deliver unbiased findings, and our reputation for quality and independence. Our clients rely on the integrity and skills of our unparalleled team of economists and other experts backed by the resources and reliability of one of the world's largest economic consultancies. With its main office in New York City, NERA serves clients from more than 20 offices across North America, Europe, and Asia Pacific.

Contacts

For further information, please contact:

Dr. Renzo Comolli

Senior Consultant
+1 212 345 6025
renzo.comolli@nera.com

Dr. Ron Miller

Vice President
+1 212 345 3141
ronald.miller@nera.com

Dr. John Montgomery

Senior Vice President
+1 212 345 5411
john.montgomery@nera.com

Svetlana Starykh

Senior Consultant
+1 212 345 8931
svetlana.starykh@nera.com

The opinions expressed herein do not necessarily represent the views of NERA Economic Consulting or any other NERA consultant.

A horizontal decorative bar at the top of the page, composed of three segments: a large dark blue rectangle on the left, a smaller medium blue square in the middle, and a dark blue rectangle on the right.

Visit www.nera.com to learn more about our practice areas and global offices.

© Copyright 2012
National Economic Research
Associates, Inc.

All rights reserved.
Printed in the USA.

Exhibit C

CORNERSTONE RESEARCH
ECONOMIC AND FINANCIAL CONSULTING AND EXPERT TESTIMONY

Securities Class Action Settlements

2011 Review and Analysis

Ellen M. Ryan
Laura E. Simmons



For more than twenty-five years, Cornerstone Research staff have provided economic and financial analysis in all phases of commercial litigation and regulatory proceedings.

We work with a broad network of testifying experts, including faculty and industry practitioners, in a distinctive collaboration. Our staff consultants contribute expertise in economics, finance, accounting, and marketing, as well as business acumen, familiarity with the litigation process, and a commitment to produce outstanding results. The experts with whom we work bring the specialized expertise of researchers or practitioners required to meet the demands of each assignment.

Cornerstone Research has more than four hundred staff and offices in Boston, Los Angeles, Menlo Park, New York, San Francisco, and Washington.

TABLE OF CONTENTS

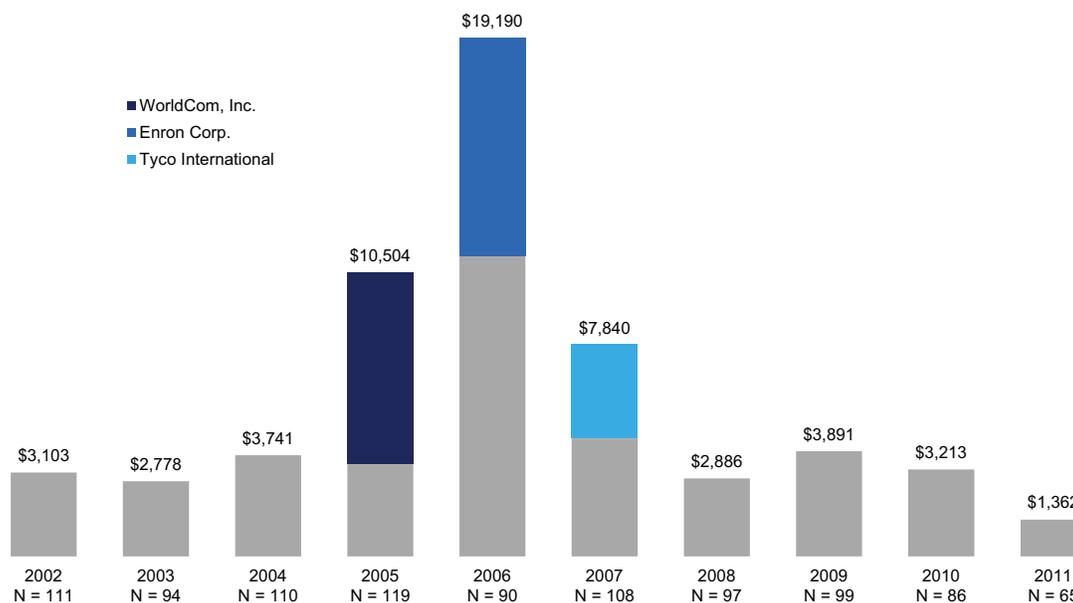
Introduction	1
Figure 1: Total Settlement Dollars.....	1
Cases Settled in 2011.....	2
Figure 2: Settlement Summary Statistics.....	2
Figure 3: Timing of Top 100 Post–Reform Act Settlements.....	3
Figure 4: Cumulative Distribution of Settlement Amounts	4
Figure 5: Duration from Filing Date to Settlement Hearing Date	5
Settlements and Damages Estimates	6
Figure 6: Median and Average “Estimated Damages”	6
Figure 7: Median Settlements as a Percentage of “Estimated Damages” by Damages Ranges.....	7
Figure 8: Median Settlements as a Percentage of DDL by DDL Range.....	8
Analysis of Settlement Characteristics	9
Figure 9: Median Settlements as a Percentage of “Estimated Damages” and Accounting Allegations	9
Figure 10: Median Settlements as a Percentage of “Estimated Damages” and Third-Party Defendants..	10
Figure 11: Settlements by Nature of Claim	11
Figure 12: Median Settlement Amounts and Public Pensions.....	12
Figure 13: Median Settlements and Derivative Actions	13
Figure 14: Median Settlements and SEC Actions.....	14
<i>Dura</i> Considerations.....	15
Figure 15: Tiered Estimated Damages.....	15
The State of Credit-Crisis Class Actions.....	16
Figure 16: Credit-Crisis-Related Settlements Comparative Characteristics	16
Settlements by Plaintiff Counsel, Jurisdiction, and Industry	17
Figure 17: Plaintiff Law Firms by Percentage of Settled Cases	17
Figure 18: Settlements by Federal Court Circuit.....	18
Figure 19: Settlements by Industry Sector.....	18
Cornerstone Research’s Settlement Prediction Analysis.....	19
Concluding Remarks	20
Research Sample	21
Data Sources.....	21
Endnotes	22
About the Authors	24

INTRODUCTION

In 2011, there were 65 court-approved securities class action settlements involving \$1.4 billion in total settlement funds—the lowest number of approved settlements and corresponding total settlement dollars in more than 10 years. The number of settlements approved in 2011 decreased by almost 25 percent compared with 2010 and was more than 35 percent below the average for the preceding 10 years. Further, the total dollar value of settlements declined by 58 percent, from \$3.2 billion in 2010 to \$1.4 billion in 2011. The change in the number of settlements from 2010 to 2011 is one of the two largest year-over-year declines (settlements in 2006 were also nearly 25 percent lower than the number of settlements in 2005) and, combined with a year-over-year decrease in settlements in 2010, the first time there has been a decline in the number of settled cases for two consecutive years. The 2011 total settlement value of \$1.4 billion is more than 50 percent below the next lowest value (\$2.8 billion in 2002) for any of the years in the period from 2002 to 2010.¹

**FIGURE 1: TOTAL SETTLEMENT DOLLARS
2002–2011**

Dollars in Millions



Settlement dollars adjusted for inflation; 2011 dollar equivalent figures used.

In this report, we explore causes for the declines noted above and discuss additional observations related to securities class action settlements. These settlements are identified based on a review of case activity collected by RiskMetric Group's Securities Class Action Services (SCAS).² In our study, the designated settlement year corresponds to the year in which the hearing to approve the settlement was held.³ Cases involving multiple settlements are reflected in the year of the most recent partial settlement, provided certain conditions are met.⁴

CASES SETTLED IN 2011

The median settlement amount for the 65 cases with court-approved settlements decreased substantially in 2011 to \$5.8 million, an almost 50 percent decline from the \$11.3 million median in 2010, and represents the lowest median settlement amount among all post-Reform Act years.⁵

The average reported settlement amount also decreased from \$36.3 million in 2010 to \$21.0 million in 2011 and remains substantially below the average of \$55.2 million for all post-Reform Act settlements through 2010. Excluding the top three post-Reform Act settlements illustrated in Figure 1 (WorldCom, Enron, and Tyco) from this analysis, the average settlement amount of \$21.0 million in 2011 is still well below the historical average of \$39.9 million for cases settled from 1996 through 2010 and is the lowest average settlement amount in the last decade.

FIGURE 2: SETTLEMENT SUMMARY STATISTICS

Dollars in Millions

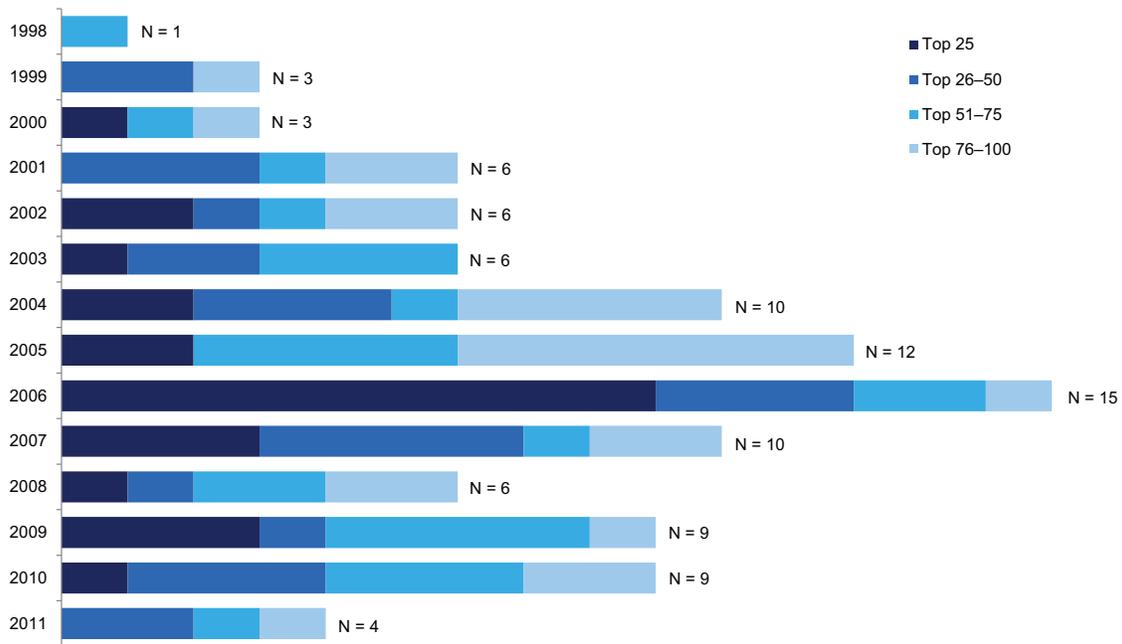
	2011	Settlements through 2010
Minimum	\$0.6	\$0.1
Median	\$5.8	\$8.1
Average	\$21.0	\$55.2
Maximum	\$208.5	\$8,070.0
Total Amount	\$1,362.0	\$66,712.6

Settlement dollars adjusted for inflation; 2011 dollar equivalent figures used. Excluding the top three settlements illustrated in Figure 1, the average and total settlement amounts through 2010 are \$36.5 million and \$44,008.9 million, respectively.

The decline in the average settlement amount in 2011 is due in part to a decline in very large settlements. For the fourth consecutive year, no single securities class action settlement exceeded \$1 billion. Additionally, the average settlement amount for “mega-settlements” (settlements of \$100 million or more) declined more than 27 percent from 2010 to 2011. In 2011, there were three mega-settlements in our study.

In fact, mega-settlements accounted for only 40 percent of total settlement dollars in 2011—the lowest proportion since 2001. In contrast, over the past five years, mega-settlements have accounted for an average of 71 percent of settlement dollars. As shown in Figure 3, only four settlements in 2011 ranked in the top 100 of post-Reform Act settlements and none ranked in the top 25.⁶

FIGURE 3: TIMING OF TOP 100 POST-REFORM ACT SETTLEMENTS

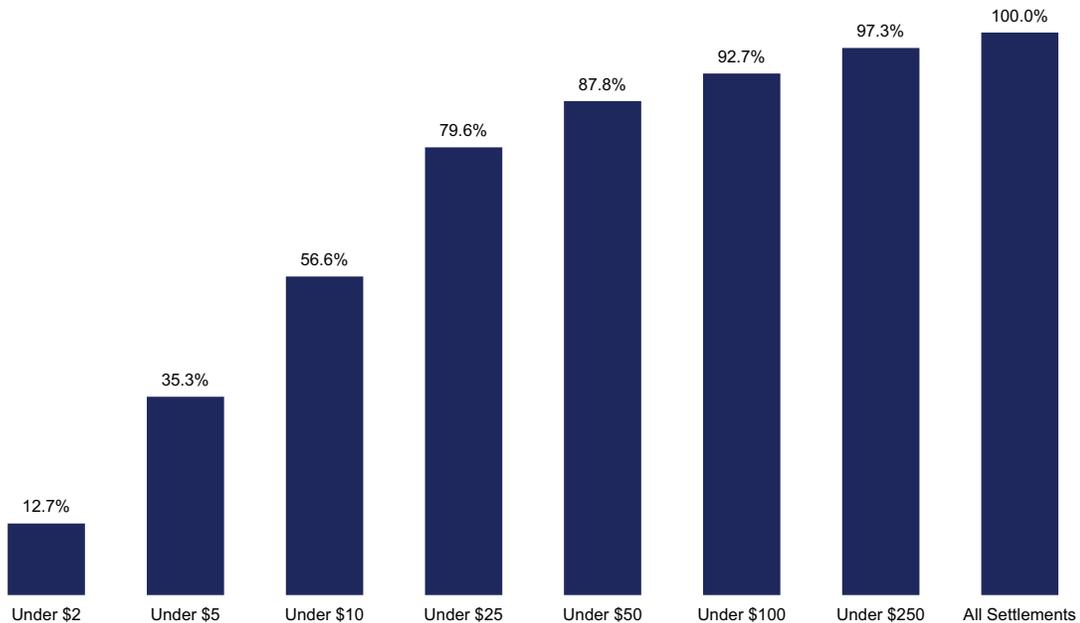


Settlement dollars adjusted for inflation; 2011 dollar equivalent figures used.

Despite the publicity that often accompanies mega-settlements, more than half of post-Reform Act cases have settled for less than \$10 million (see Figure 4). Approximately 80 percent of post-Reform Act cases have settled for less than \$25 million, and only 7 percent of cases have settled for \$100 million or higher.

**FIGURE 4: CUMULATIVE DISTRIBUTION OF SETTLEMENT AMOUNTS
1996–2011**

Dollars in Millions

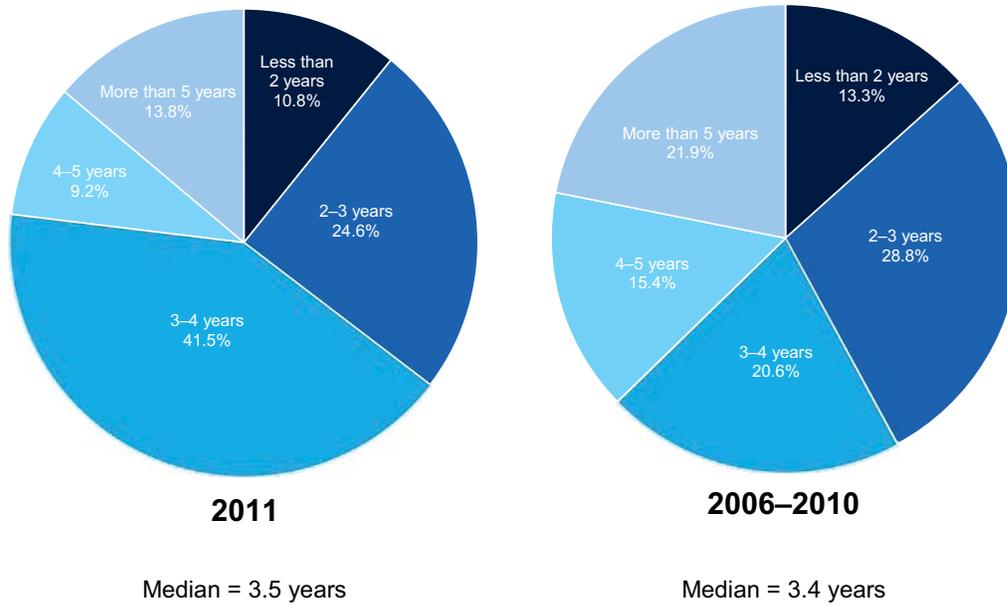


Settlement dollars adjusted for inflation; 2011 dollar equivalent figures used.

A review of publicly available settlement materials indicates that in 2011, nearly 80 percent of settlements with identifiable contributions from Directors and Officers (D&O) insurance proceeds were funded 100 percent by such policies, compared with approximately 60 percent in 2010. This apparent increase in the proportion of settlement amounts covered by D&O insurance may be a function of the lower overall settlement amounts in 2011 and an increase in the level of D&O coverage carried by firms.⁷

In 2011, the concentration of settlements occurring within three to four years of the case-filing date increased to more than 40 percent, compared with approximately 20 percent for cases settled during the last five years. Compared with prior years, fewer cases were settled in either less than three years or more than four years in 2011.

FIGURE 5: DURATION FROM FILING DATE TO SETTLEMENT HEARING DATE



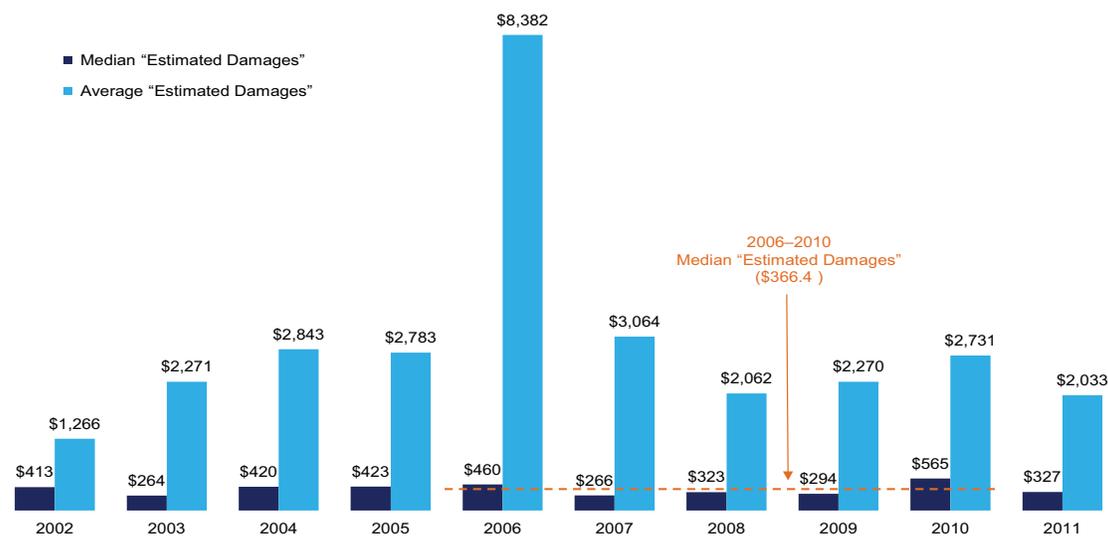
SETTLEMENTS AND DAMAGES ESTIMATES

For purposes of our research, we use a highly simplified approach to calculate “estimated damages,” which is based on a modified version of a calculation method historically used by plaintiffs in securities class actions.⁸ We make no attempt to link these simplified calculations of shareholder losses to the allegations included in the associated court pleadings. Accordingly, we do not intend for any damages estimates presented in this report to be indicative of actual economic damages borne by shareholders. Various models and alternative calculations could be used to assess defendants’ potential exposure in securities class actions, but our application of a consistent method allows us to identify and examine certain trends in “estimated damages.”⁹

Median “estimated damages” decreased in 2011 by more than 40 percent from the median reported for cases settled in 2010. Since “estimated damages” are the most important factor in determining settlement amounts, the decrease in “estimated damages” in 2011 likely had a major contribution to the decline in settlement amounts compared with 2010.

**FIGURE 6: MEDIAN AND AVERAGE “ESTIMATED DAMAGES”
2002–2011**

Dollars in Millions



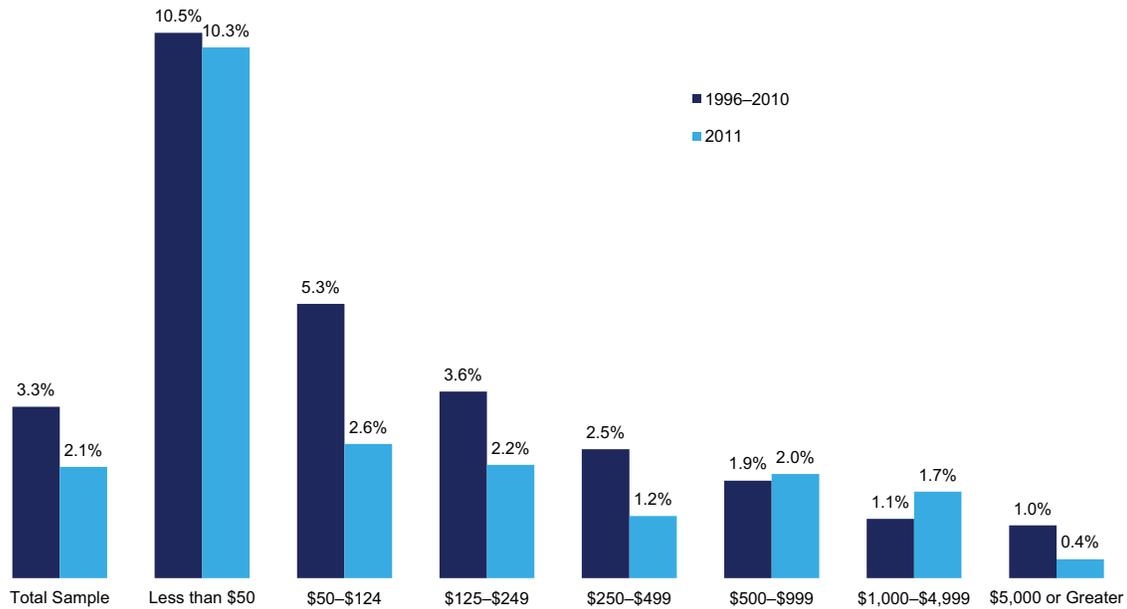
"Estimated damages" are adjusted for inflation based on class-end dates.

Average “estimated damages” for 2011 are the lowest since 2002. This is consistent with the lower average settlement amounts that we observe for the year-over-year comparison as well as the longer-term comparison. A shorter average class period length in 2011 also may have contributed to the lower damages. In 2011, the average class period length for settled cases was 1.3 years, 32 percent shorter than the average class period length for the prior five years and the lowest average for any single year during that period. In addition to the shorter-than-average class period length, we observe that the median reported trading volume during the alleged class period for cases settled in 2011—many of which had class periods that included intervals of low market volatility—was more than 30 percent lower than the median reported trading volume in 2010. Lower reported trading volume would also contribute to lower damages.

As we have described in prior reports, settlements generally increase as “estimated damages” increase; however, settlements as a percentage of “estimated damages” typically decrease as damages increase (see Figure 6). This is particularly true for very large cases. In 2011, settlements followed this general pattern.

FIGURE 7: MEDIAN SETTLEMENTS AS A PERCENTAGE OF “ESTIMATED DAMAGES” BY DAMAGES RANGES

Dollars in Millions



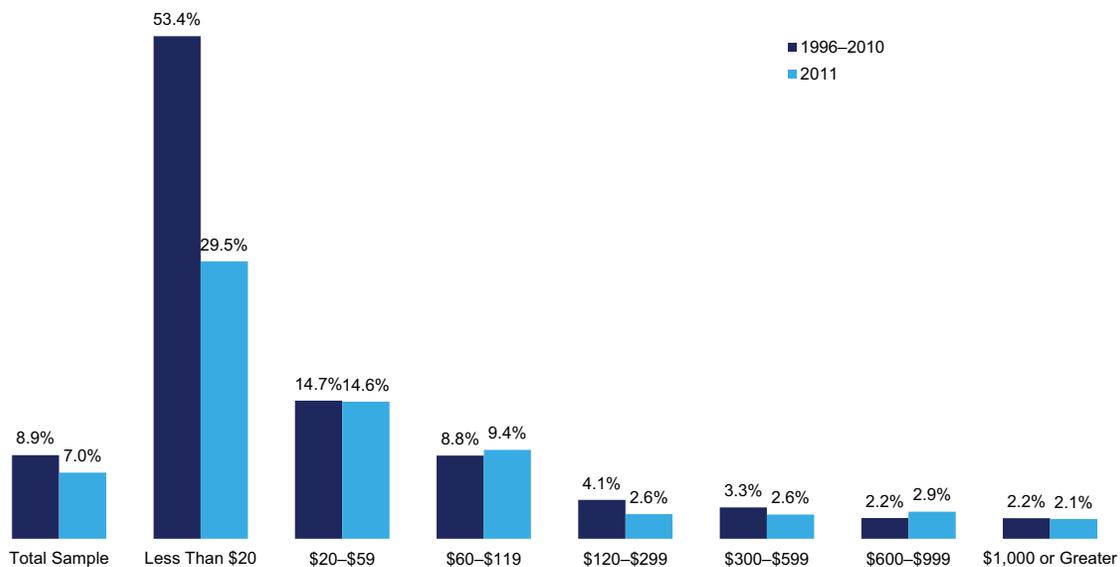
Overall, in 2011, median settlements as a percentage of “estimated damages” were substantially lower compared to the median for prior post-Reform Act years. This is surprising given that “estimated damages” in 2011 were low and the typical pattern is that settlements decrease as a percent of “estimated damages” when “estimated damages” increase. The overall lower median settlements as a percentage of “estimated damages” in 2011 were primarily driven by cases with “estimated damages” less than \$500 million.

Disclosure Dollar Loss (DDL) is another simplified measure of shareholder losses. DDL is calculated as the decline in the market capitalization of the defendant firm from the trading day immediately preceding the end of the class period to the trading day immediately following the end of the class period.¹⁰ As in the case of “estimated damages,” we do not attempt to link DDL to the allegations included in the associated court pleadings. This measure also does not capture additional stock price declines during the alleged class period that may affect certain purchasers’ potential damages claims. Thus, as this measure does not isolate movements in the defendant’s stock price that are related to case allegations, it is not intended to represent an estimate of damages. The DDL calculation also does not apply a model of investors’ share-trading behavior to estimate the number of shares damaged.

The median DDL associated with settled cases in 2011 decreased to \$111 million, representing a 45 percent year-over-year decline and a 23 percent decline compared with the median for the preceding five years. With settlements as a percentage of DDL declining as DDL increases, the relationship between settlements and DDL is similar to that between settlements and “estimated damages.”

FIGURE 8: MEDIAN SETTLEMENTS AS A PERCENTAGE OF DDL BY DDL RANGE

Dollars in Millions



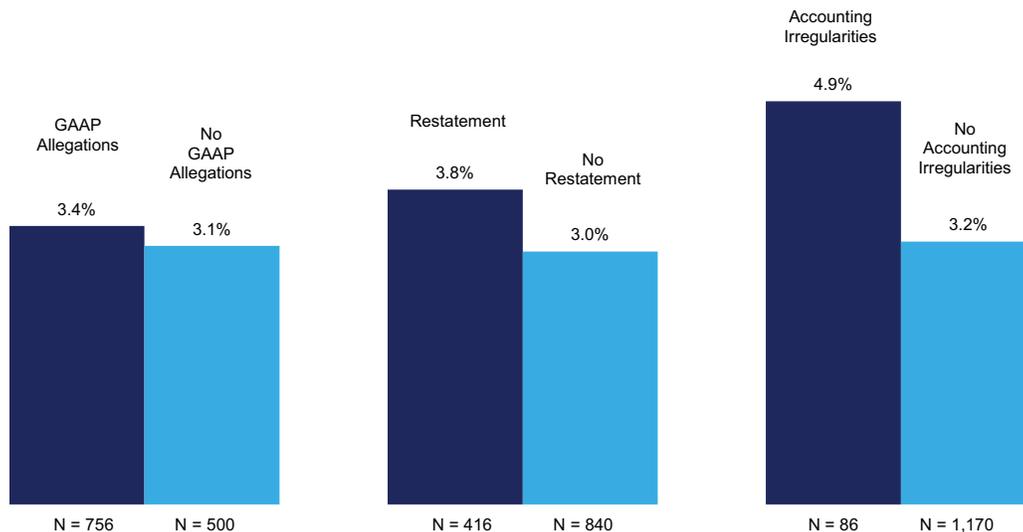
ANALYSIS OF SETTLEMENT CHARACTERISTICS

In addition to “estimated damages” and DDL, there are a number of important determinants of settlement outcomes, which we have identified from among more than 60 variables that we collect and analyze as part of our research. In this section, we provide information regarding several of these factors.

Accounting allegations play a central role in many securities class actions. However, among settlements in 2011, allegations related to violations of generally accepted accounting principles (GAAP) were included in only about 45 percent of settled cases compared with nearly 70 percent of settled cases in 2010 and 68 percent for the prior five years. Settlements that included instances of a restatement (or announcement of a possible restatement) of financials also declined substantially, from more than 40 percent for cases from 2006 to 2010 (and more than 45 percent for cases in 2010) to just under 25 percent in 2011. As others have suggested, declines in restatements and other accounting issues in recent years may be a function of improved corporate governance following the passage of the Sarbanes-Oxley Act of 2002.¹¹

While cases involving restatements of financial statements have settled for higher percentages of “estimated damages” compared with cases that do not involve restatements, cases in which the issuer defendant acknowledged the presence of accounting irregularities, specifically intentional misstatements or omissions in financial statements, have settled for even higher amounts (see Figure 9). Simply stated, cases for which accounting fraud has been acknowledged settle for higher amounts compared with accounting restatement cases.

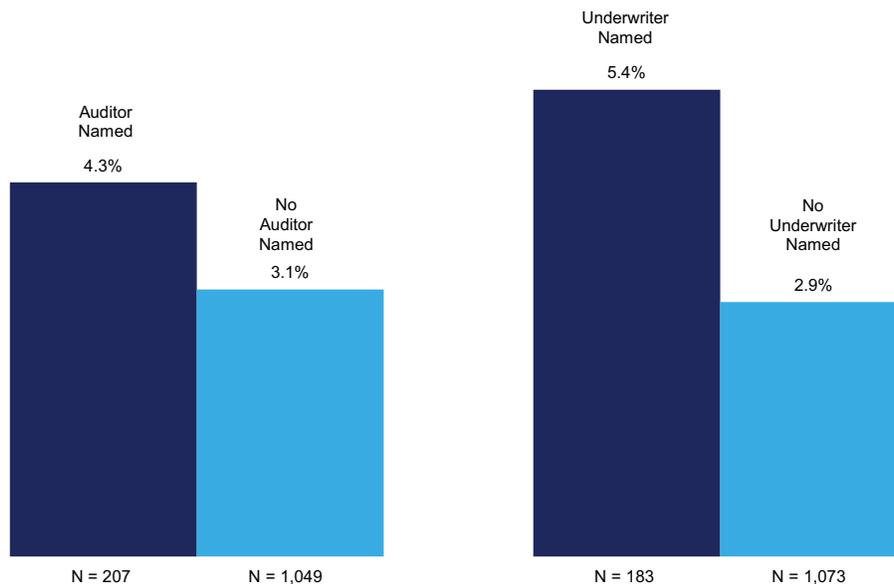
FIGURE 9: MEDIAN SETTLEMENTS AS A PERCENTAGE OF “ESTIMATED DAMAGES” AND ACCOUNTING ALLEGATIONS 1996–2011



Similarly, the presence of third-party defendants is associated with higher settlements as a percentage of “estimated damages.” Third parties provide an additional source of funds. The inclusion of third-party defendants also is closely related to the type of allegations involved in the case. While outside auditors historically were named in approximately 30 percent of cases involving restatements of financial statements, they were named in less than 10 percent of financial restatement cases in 2011. As shown in Figure 9, cases in which an outside auditor was named as a defendant have settled for relatively higher percentages of “estimated damages” when compared with the set of all cases not involving auditor defendants.

The presence of underwriter defendants is highly correlated with the inclusion of Section 11 claims. The percentage of total settlements involving underwriters matched the all-time high of 26 percent reached in 2010. As 60 percent of those cases that settled in 2011 had filing dates in 2007 and 2008, this continued high level can be attributed to the large number of case filings involving Section 11 claims and underwriter defendants during those years.¹² The percentage of underwriter defendants also remained high among cases filed in 2009; thus, we expect that underwriter defendants will continue to be a significant factor among settlements in the near future as these cases reach the settlement stage.

FIGURE 10: MEDIAN SETTLEMENTS AS A PERCENTAGE OF “ESTIMATED DAMAGES” AND THIRD-PARTY DEFENDANTS 1996–2011



There are 68 cases in our research sample that did not involve Rule 10b-5 claims (i.e., involved *only* Section 11 and/or 12(a)(2) claims). Nearly 50 percent of these were settled in the past three years. Further, 2011 is the first year in which we observe that more than 20 percent of settled cases did not involve Rule 10b-5 claims.

The median settlement amount of \$3.3 million for these cases is lower than the median settlement amount for cases involving Rule 10b-5 claims, while median settlements as a percentage of “estimated damages” are higher at 7.4 percent. “Estimated damages” tend to be smaller for cases involving only Section 11 claims, and thereby we would expect these cases to have higher median settlement as a percentage of “estimated damages” than cases with Rule 10b-5 claims only.

FIGURE 11: SETTLEMENTS BY NATURE OF CLAIM

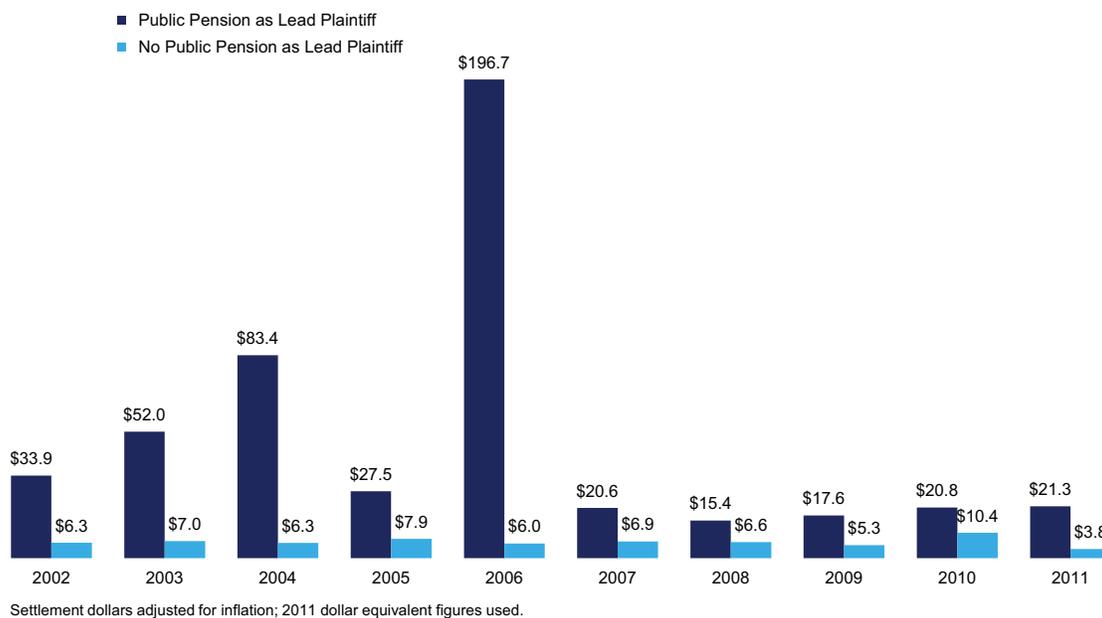
Dollars in Millions

	<u>Number of Cases</u>	<u>Median Settlement</u>	<u>Median Settlement as a Percentage of "Estimated Damages"</u>
Section 11 and/or 12(a)(2) Only Claims	68	\$3.3	7.4%
Both Rule 10b-5 and Section 11 and/or 12(a)(2) Claims	228	\$10.8	3.6%
Rule 10b-5 Only Claims	960	\$6.8	3.0%
All Post-Reform Act Settlements	1,256	\$7.0	3.3%

Institutional investors continue to play an active role as lead plaintiffs in post-Reform Act class actions. In 2011, institutions served as lead plaintiffs in nearly 60 percent of settlements—a decrease from their involvement in 2010 settlements but still above the 10-year average of nearly 45 percent. Among the various types of institutional investor lead plaintiffs, the most common are public pensions and unions. Further, unions and public pensions have increased their presence as lead plaintiffs considerably since the early part of the past decade.

**FIGURE 12: MEDIAN SETTLEMENT AMOUNTS AND PUBLIC PENSIONS
2002–2011**

Dollars in Millions



We find that the presence of public pensions as lead plaintiffs is associated with significantly higher settlement amounts.¹³ This observation could be explained by these relatively sophisticated investors choosing to participate in stronger cases. In addition, public pensions tend to be involved in larger cases in which they, as the plaintiffs, may have the potential for higher-magnitude claims against the defendants. In fact, since 2002, median “estimated damages” in settlements involving public pensions as lead plaintiffs are nearly five times the size of median “estimated damages” in class actions not involving public pensions. Additionally, statistical analysis of the association between settlement amounts and participation of public pensions as lead plaintiffs shows that even when controlling for “estimated damages” (a proxy for case size) and other observable factors that affect settlements, the presence of a public pension as a lead plaintiff is still associated with a statistically significant increase in settlement size.¹⁴ A list of control variables considered when testing the effect of public pensions serving as lead plaintiffs can be found on page 19.

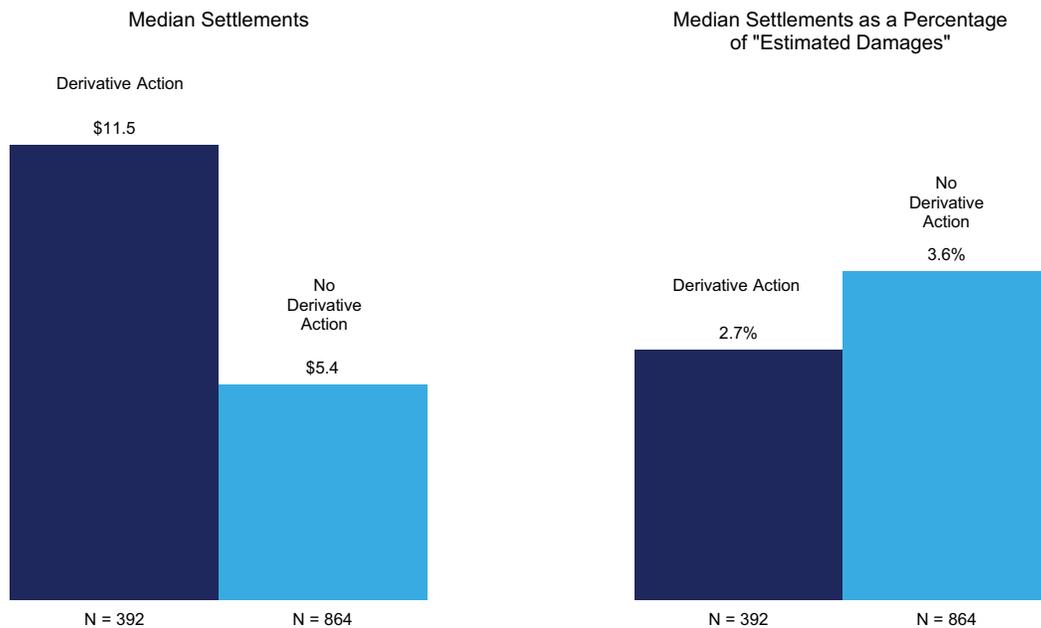
The number of settled cases involving the filing of a companion derivative action decreased in 2011 compared with 2010. Slightly less than 40 percent of cases settled in 2011 were accompanied by a derivative action filing compared with more than 45 percent of cases settled in 2010. The 2011 percentage is still higher than the post-Reform Act average of approximately 30 percent. Although settlement of a derivative action does not necessarily result in a cash payment,¹⁵ settlement amounts for class actions that are accompanied by derivative actions are significantly higher than those for cases without companion derivative actions (this is true whether or not the settlement of the derivative action coincides with the settlement of the underlying class action or occurs at a different time).

When considered as a percentage of “estimated damages,” settlements for cases with accompanying derivative actions are lower than settlements for cases with no identifiable derivative action. This lower percentage likely reflects the larger “estimated damages” that are associated with these cases. In fact, the median “estimated damages” for cases involving derivative actions is more than twice that for cases without an accompanying derivative action.

Accompanying derivative actions were filed in the state of Delaware for 11 percent of settled cases. We observe a threefold increase in median “estimated damages” associated with this group of cases than cases with accompanying derivative actions filed in other states. Consistent with the higher median “estimated damages,” our data indicate that a case with a companion derivative action filed in Delaware is associated with higher settlement amounts when compared with a case with a companion derivative action filed elsewhere.

**FIGURE 13: MEDIAN SETTLEMENTS AND DERIVATIVE ACTIONS
1996–2011**

Dollars in Millions



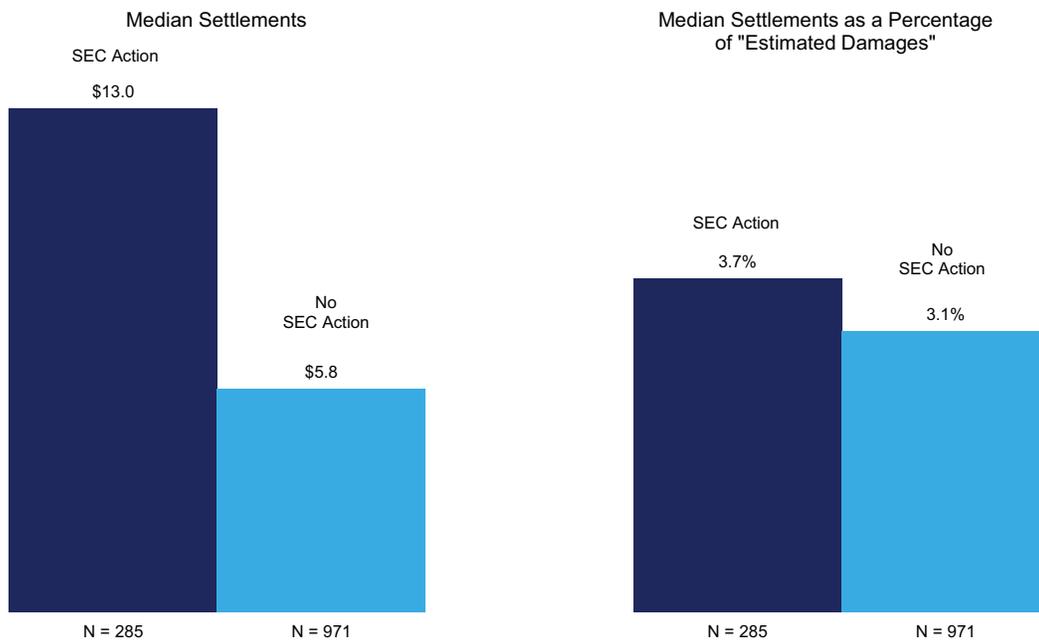
Using a regression analysis to control for “estimated damages” and other observable factors that influence securities class action settlements, we find that cases involving companion derivative actions are associated with significantly higher settlement amounts. In addition to their correlation with higher “estimated damages,” class actions accompanied by derivative actions tend to be associated with other

factors discussed in this report, including accounting allegations, related actions brought by the Securities and Exchange Commission (SEC), and public pensions as lead plaintiffs—all of which are important determinants of settlement amounts. Due to these confounding factors, it is particularly important to analyze the relation between companion derivative actions and class action settlement amounts in a multivariate context (i.e., allowing multiple variables to be considered simultaneously).

Cases that involve SEC actions are associated with significantly higher settlements and continue to exhibit higher settlements as a percentage of “estimated damages.” The percentage of settled cases that involved the remedy of a corresponding SEC action (evidenced by the filing of a litigation release or administrative proceeding) prior to the settlement of the class action was less than 10 percent in 2011 compared with 30 percent in 2010. However, SEC enforcement activity has continued at a strong pace in the last few years, including the largest number of enforcement actions filed in 2011 than in any prior year.¹⁶ Accordingly, we would expect the percentage of class action settlements with corresponding SEC actions to increase in the next few years as these cases are resolved.

**FIGURE 14: MEDIAN SETTLEMENTS AND SEC ACTIONS
1996–2011**

Dollars in Millions



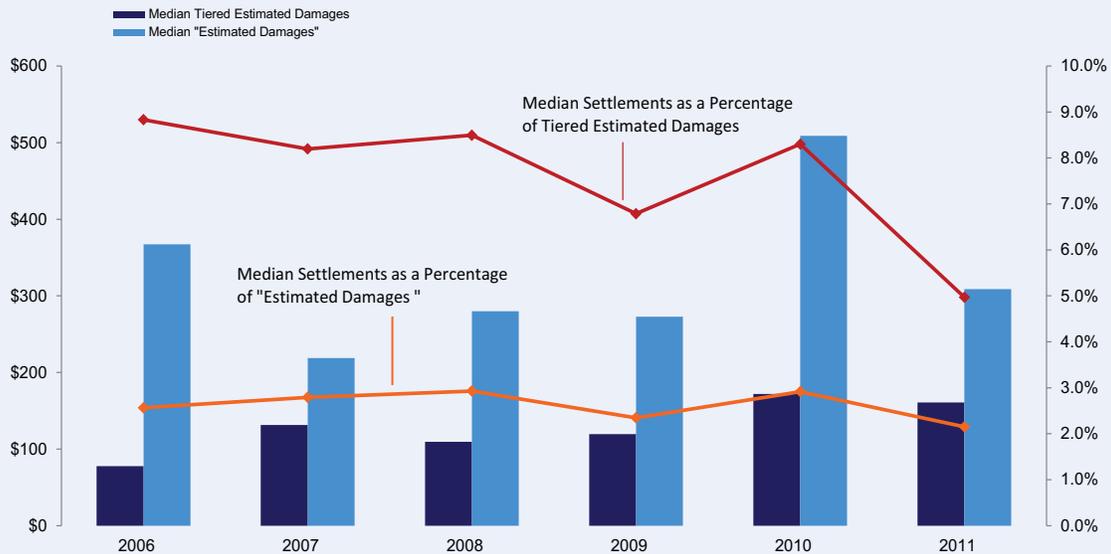
DURA CONSIDERATIONS

As discussed in *Securities Class Action Settlements—2009 Review and Analysis*, the landmark decision in 2005 by the U.S. Supreme Court in *Dura Pharmaceuticals v. Broudo (Dura)* determined that plaintiffs must show a causal link between alleged misrepresentations and the subsequent actual losses suffered by plaintiffs. *Dura* has had considerable influence on securities class action damages calculations. As a result of the decision, damages cannot be attributed to shares sold before information regarding the alleged fraud reaches the market. Accordingly, we began to analyze cases filed subsequent to 2005 by testing a variable that is based on the stock-price drops on alleged corrective disclosure dates and which creates a single or tiered value line (depending on the number of disclosure dates), hereafter referred to as tiered estimated damages.

While the tiered estimated damages variable has not yet surpassed our traditional measure of “estimated damages” as a predictor of settlement outcomes, it is highly correlated with settlement amounts based on cases settled through 2011. We plan to continue our analysis of this variable in the future, as we expect that it may eventually surpass our traditional measure of “estimated damages.”

FIGURE 15: TIERED ESTIMATED DAMAGES

Dollars in Millions



THE STATE OF CREDIT-CRISIS CLASS ACTIONS

While filings of cases related to the credit crisis declined in 2011, settlements of these cases increased. Overall, these cases continue to settle at a slower rate than traditional cases. Of the more than 200 credit-crisis cases filed, approximately 30 have settled to date.¹⁷ Twenty-three of these settlements are included in our sample, 10 of which had settlement hearing dates during 2011.¹⁸ See *Securities Class Action Filings—2011 Year in Review (2011 Filings Report)* for further discussion regarding filings trends associated with these cases.

Figure 14 presents a summary comparison of credit-crisis and non-credit-crisis case characteristics for settled cases.¹⁹ Since most settlements of credit-crisis cases have occurred during the 2009 to 2011 time frame, our comparison group comprises non-credit-crisis cases settled during this same period. As shown, credit-crisis cases have settled for substantially higher dollar amounts but lower percentages of “estimated damages” compared with non-credit-crisis cases. While the frequency of credit-crisis settlements accompanied by SEC actions is slightly lower than other types of cases, the percentage of settlements involving contributions from third-party codefendants is significantly higher. In addition, while the percentage of credit-crisis cases involving GAAP violations is significantly higher than other types of cases, the percentage of credit-crisis cases involving financial restatements is significantly lower. This is likely due to credit-crisis cases often involving allegations related to the allowance for loan losses. As an estimate account, changes in the allowance for loan losses are generally reflected prospectively, rather than requiring restatement.

**FIGURE 16: CREDIT-CRISIS-RELATED SETTLEMENTS
COMPARATIVE CHARACTERISTICS
2009–2011**

Dollars in Millions

	Settlement Amount		Settlements as a Percentage of "Estimated Damages"		Percentage of Cases That Include				
	Median	Average	Median	Average	Corresponding SEC Action	Related Derivative Action	Contribution from Codefendant(s)	GAAP Violations	Financial Restatement
	Credit-Crisis Related	\$31.3	\$85.2	2.0%	3.0%	17%	48%	22%	74%
Non-Credit-Crisis Related	\$8.0	\$27.4	2.6%	4.7%	22%	42%	6%	62%	42%

SETTLEMENTS BY PLAINTIFF COUNSEL, JURISDICTION, AND INDUSTRY

The list of firms most frequently involved with securities class action settlements as lead or colead plaintiff counsel has remained the same during the past few years. The law firm of Robbins Geller Rudman & Dowd (Robbins Geller) was the most active firm for the period from 2010 to 2011, involved in almost 35 percent of settled cases. As reported in the *2011 Filings Report*, Robbins Geller was also the most active firm in terms of case filings in recent years, suggesting that this firm is likely to continue to maintain the largest market share for settlements in future years.

Overall, in the last two years, we have observed an increased concentration of plaintiff law firms serving as lead or colead counsel as three firms accounted for more than 50 percent of all settled cases during 2010 and 2011.

**FIGURE 17: PLAINTIFF LAW FIRMS BY PERCENTAGE OF SETTLED CASES
2010–2011**

Plaintiff Law Firm	Percent of Settled Cases	Median Settlements as a Percentage of "Estimated Damages"
Robbins Geller Rudman & Dowd	35%	2.7%
Labaton Sucharow	13%	3.2%
Bernstein Litowitz Berger & Grossmann	10%	3.1%

The Second and Ninth Circuits continue to dominate in terms of securities class action activity, and based on recent case filing history, we expect this to continue.²⁰ Although these circuits consistently represent the top two in settlement volume, their relative activity levels reflect concentrations of cases by industry sector (i.e., technology firms in the Ninth Circuit and financial-sector firms in the Second Circuit). Accordingly, the large number of cases settled in the Second Circuit in 2011 reflects the prevalence of litigation against financial institutions in recent years.

FIGURE 18: SETTLEMENTS BY FEDERAL COURT CIRCUIT*Dollars in Millions*

Circuit	Number of Cases		Median Settlements	
	2011	1996–2010	2011	1996–2010
First	3	71	\$10.5	\$6.0
Second	27	212	4.0	9.0
Third	3	119	8.9	7.0
Fourth	4	40	3.0	7.3
Fifth	2	96	3.3	6.0
Sixth	0	61	–	12.7
Seventh	9	55	7.4	7.5
Eighth	1	40	5.8	8.5
Ninth	12	312	8.2	7.0
Tenth	1	48	8.5	7.2
Eleventh	3	112	12.5	4.4
All Federal Cases	65	1,166	\$5.8	\$8.1

Settlement dollars adjusted for inflation; 2011 dollar equivalent figures used.

While the technology and financial industry sectors historically have ranked as the top two in number of cases among all post-Reform Act settlements, median settlements and “estimated damages” are highest among the financial and pharmaceuticals sectors. Moreover, when controlling for other variables that influence settlement outcomes, industry sector is not a significant determinant of settlement amounts.

**FIGURE 19: SETTLEMENTS BY INDUSTRY SECTOR
1996–2011***Dollars in Millions*

Industry	Median Settlements	Median "Estimated Damages"	Median Settlements as a Percentage of "Estimated Damages"
Financial	\$12.8	\$514.1	3.4%
Telecommunications	\$8.4	\$372.6	2.3%
Pharmaceuticals	\$8.0	\$416.9	2.3%
Healthcare	\$6.3	\$212.1	3.5%
Technology	\$5.9	\$211.2	3.0%
Retail	\$5.8	\$183.2	4.3%

CORNERSTONE RESEARCH'S SETTLEMENT PREDICTION ANALYSIS

Features of securities cases that may affect settlement outcomes are often correlated, as noted in this report. Regression analysis makes it possible to examine the effects of these factors simultaneously. Accordingly, as part of our ongoing research on securities class action settlements, we applied regression analysis to study factors associated with settlement outcomes. Analysis performed on our sample of post-Reform Act cases settled through December 2011 reveals that the variables that are important determinants of settlement amounts include the following.^{21, 22}

- Simplified “estimated damages”
- DDL
- Most recently reported total assets of the defendant firm
- Number of entries on the lead case docket
- Indicator of the year in which the settlement occurred
- Indicator of whether intentional misstatements or omissions in financial statements were reported by the issuer
- Indicator of whether there was a corresponding SEC action against the issuer or whether other defendants are involved
- Indicator of whether an auditor is a named codefendant
- Indicator of whether an underwriter is a named codefendant
- Indicator of whether a companion derivative action is filed
- Indicator of whether a public pension is a lead plaintiff
- Indicator of whether noncash components, such as common stock or warrants, make up a portion of the settlement fund
- Indicator of whether securities other than common stock are alleged to be damaged

Settlements are higher when “estimated damages,” DDL, defendant asset size, or number of docket entries are higher. Settlements are also higher in cases involving intentional misstatements or omissions in financial statements reported by the issuer, a corresponding SEC action, an accountant named as codefendant, an underwriter named as codefendant, a corresponding derivative action, a public pension involved as lead plaintiff, a noncash component to the settlement, or securities other than common stock alleged to be damaged. Settlements are lower if the settlement occurred in 2004 or later.

Our clients have found our regression analysis to be a useful tool in estimating expected settlement amounts for securities class actions. While our primary approach is designed toward understanding and predicting the total settlement amount, we also have the ability to estimate the probabilities associated with reaching alternative settlement levels. These probabilities can be a useful analysis for our clients in considering the different layers of insurance coverage available and likelihood of contributing to the settlement fund. Regression analysis can also be used to explore hypothetical scenarios, including but not limited to the effects on settlement amounts given the presence or absence of particular factors that we have found to significantly affect settlement outcomes.

CONCLUDING REMARKS

In 2011, the number of cases approved for settlement represented a record low over the last decade. We attribute this decline in settlements largely to the drop in filings of traditional securities class actions that began in 2006 (see *2011 Filings Report*).²³ During the period from 2007 through 2009, the lower rate of traditional case filings was partially offset by cases brought in conjunction with the credit crisis. However, as previously mentioned, credit-crisis cases have tended to take longer to settle than traditional cases. These factors reduced the number of settlements approved in 2011.

The 10-year-low median and average settlement amounts observed for 2011 are driven in part by lower “estimated damages.” However, since settlements as a percentage of “estimated damages” also declined in 2011, other factors further contributed to the reduced settlement values. Substantial declines in the number of settled cases involving accounting-related allegations, overlapping SEC actions, and companion derivative actions occurred during 2011. Since these factors tend to be associated with higher settlement amounts, the reduction in cases with these characteristics may explain the lower 2011 settlement values.

Looking ahead, it is difficult to project future settlement trends. We typically look to characteristics of cases recently filed to anticipate settlement trends in upcoming years. Shareholder losses (as measured by DDL) for cases filed over the last few years have fluctuated substantially, suggesting no clear trend for the size of future settlements. However, considering that the \$725 million partial settlement approved in February 2012 in the *American International Group, Inc., Securities Litigation* matter exceeds 50 percent of the total value of 2011 settlements, it appears likely that the total dollar amount for settlements will return to more typical levels in 2012.

RESEARCH SAMPLE

Our database is limited to cases alleging fraudulent inflation in the price of a corporation's common stock (i.e., excluding cases with alleged classes comprising only bondholders, preferred stockholders, etc., and cases alleging fraudulent depression in price). Our sample is also limited to cases alleging Rule 10b-5, Section 11, and/or Section 12(a)(2) claims brought by purchasers of a corporation's common stock. These criteria are imposed to ensure data availability and to provide a relatively homogeneous set of cases in terms of the nature of the allegations. Our current sample includes 1,273 securities class actions filed after passage of the Reform Act [1995] and settled from 1996 through 2011.

DATA SOURCES

In addition to SCAS, data sources include Dow Jones Factiva, Bloomberg, the University of Chicago Booth Center for Research in Security Prices (CRSP), Standard & Poor's Compustat, court filings and dockets, SEC registrant filings, SEC litigation releases and administrative proceedings, LexisNexis, and public press.

ENDNOTES

- ¹ Settlement amounts are based on agreed-upon amounts at the time of settlement, including the disclosed value of any noncash components. Figures do not reflect attorneys' fees, additional amounts that may be paid to the class from related derivative, SEC, or other regulatory settlements, or amounts that may have been settled by opt-out investors. Contingency settlement amounts are also not included in the settlement total.
- ² Available on a subscription basis.
- ³ Movements of partial settlements between years can cause differences in amounts reported for prior years from those presented in earlier reports.
- ⁴ Our categorization is based on the timing of the settlement approval. If a new partial settlement equals or exceeds 50 percent of the then-current settlement fund amount, the entirety of the settlement amount is recategorized to reflect the settlement hearing date of the most recent partial settlement. If a subsequent partial settlement is less than 50 percent of the then-current total, the partial settlement is added to the total settlement amount, but the settlement hearing date is not changed.
- ⁵ Excluding 1996, the first year following passage of the Reform Act, in which there was only one settlement that met our sample criteria.
- ⁶ Based on our sample inclusion criteria, as previously described on page 1.
- ⁷ Towers Watson's latest study on D&O insurance trends reported that more than 25 percent of public companies increased their coverage, while only 5 percent of public firms decreased their coverage. See Towers Watson, "Directors and Officers Liability Survey 2011 Summary of Results," March 2012, <http://www.towerswatson.com/assets/pdf/6532/Towers-Watson-Directors-and-Officers-Liability-2011-Survey.pdf>.
- ⁸ Our simplified "estimated damages" model is applied to common stock only. For all cases involving Rule 10b-5 claims, damages are determined from a market-adjusted backward value line. For cases involving only Section 11 and/or 12(a)(2) claims, damages are determined from a model that caps the purchase price at the offering price. Volume reduction assumptions are based on the location of the exchange on which the issuer's common stock traded. Finally, no adjustments for institutions, insiders, or short sellers are made to the float.
- ⁹ We excluded 16 settlements out of the 1,273 cases in our sample from calculations involving "estimated damages" due to stock data availability issues. The WorldCom settlement was also excluded from these calculations because most of the settlements in that matter related to liability associated with bond offerings (and our research does not compute damages related to securities other than common stock).
- ¹⁰ DDL is calculated for the class-ending disclosure that resulted in the first filed complaint.
- ¹¹ The D&O Diary, "Restatements Decline—Again," Kevin LaCroix, March, 10, 2010, <http://www.dandodiary.com/2010/03/articles/corporate-governance/restatements-decline-again/>.
- ¹² *Securities Class Action Filings—2011 Year in Review*, Stanford Law School Securities Class Action Clearinghouse in cooperation with Cornerstone Research, 2012.
- ¹³ The extraordinarily high median settlement amount for public-pension-led settlements in 2006 was driven by six separate settlements in excess of \$1 billion.
- ¹⁴ This regression analysis may not control for the potential endogeneity in the choice by public pension plans to participate in a class action.
- ¹⁵ Derivative cases are often resolved with changes made to the issuer's corporate governance practices, accompanied by little or no cash payment; this continues to be true despite the increase in corporate controls introduced after the passage of the Sarbanes-Oxley Act of 2002. For purposes of the analyses in this report, a derivative action—generally a case filed against officers and directors on behalf of the issuer corporation—must have allegations similar to the class action in nature and time period to be considered an accompanying action.
- ¹⁶ U.S. Securities and Exchange Commission, *FY 2011 Performance and Accountability Report*, p. 2, <http://www.sec.gov/about/secpar/secpar2011.pdf>.
- ¹⁷ Sources for the categorization of "credit crisis" include the Stanford Law School Securities Class Action Clearinghouse in cooperation with Cornerstone Research and the D&O Diary (www.dandodiary.com).
- ¹⁸ The remaining credit-crisis cases settled do not meet our sample criterion of requiring common stock as part of the class.
- ¹⁹ In considering these comparisons, we caution that it is possible that the characteristics of credit-crisis cases that have settled to date could potentially differ from those of the remaining group of cases yet to be settled.

- ²⁰ *Securities Class Action Filings—2011 Year in Review*, Stanford Law School Securities Class Action Clearinghouse in cooperation with Cornerstone Research, 2012.
- ²¹ Our settlement database includes publicly available and measurable information about settled cases. Nonpublic or nonmeasurable factors, such as relative case merits or the limits of available insurance, are not reflected in the model to the extent that such factors are not correlated with the variables that are accessible to us (that is, publicly available and measurable factors).
- ²² Due to the presence of a small number of extreme observations in the data, we apply logarithmic transformations to settlement amounts, estimated damages, DDL, the defendant's total assets, and the number of docket entries.
- ²³ Traditional securities class actions are considered to be those alleging fraudulent activity during a specified period, i.e., excluding cases focused on merger and acquisition transactions, Ponzi schemes, and credit-crisis cases.

ABOUT THE AUTHORS

Ellen M. Ryan

M.B.A., American Graduate School of International Management
B.A., Saint Mary's College

617.927.3027
eryan@cornerstone.com

Ellen Ryan is a manager in the securities practice in Cornerstone Research's Boston office. She has consulted on economic and financial issues in a variety of cases, including securities class action lawsuits, financial institution breach of contract matters, and antitrust litigation. Ms. Ryan also has worked with testifying witnesses in corporate governance and breach of fiduciary duty matters. Prior to joining Cornerstone Research, Ms. Ryan worked for Salomon Brothers in New York and Tokyo. Currently Ms. Ryan focuses on post-Reform Act settlement research as well as general practice area business and research.

Laura E. Simmons

Ph.D., University of North Carolina at Chapel Hill
M.B.A., University of Houston
B.B.A., University of Texas at Austin

202.912.8998
lsimmons@cornerstone.com

Laura Simmons is an assistant professor in the Mason School of Business at the College of William & Mary and a senior advisor at Cornerstone Research. She is a certified public accountant and has over seventeen years of experience in accounting practice and economic and financial consulting. Her consulting experience has focused on damage and liability issues in securities litigation, as well as accounting issues arising in a variety of complex commercial litigation matters. She has served as a testifying expert in cases involving accounting analyses, securities case damages, and research on securities lawsuits.

Dr. Simmons's research on pre- and post-Reform Act securities litigation settlements has been published in a number of reports and is frequently cited in the public press and legal journals. She has spoken at various conferences and appeared as a guest on CNBC addressing the topic of securities case settlements. Dr. Simmons was a consultant at Cornerstone Research for over ten years, most recently as a principal. From 1986 to 1991, she was an accountant with Price Waterhouse.

The authors acknowledge the research efforts and significant contributions of their colleagues at Cornerstone Research. Please direct any questions and requests for additional information to the settlement database administrator at settlement.database@cornerstone.com. The authors request that you reference Cornerstone Research in any reprint of the charts and tables included in this study and include a link to the report: www.cornerstone.com/securities_settlements_2011_pdf.

Additional information about our research and analysis in securities class action filings and settlements can be found at www.cornerstone.com/securities.

Boston

617.927.3000

Los Angeles

213.553.2500

Menlo Park

650.853.1660

New York

212.605.5000

San Francisco

415.229.8100

Washington

202.912.8900

www.cornerstone.com

© 2012 by Cornerstone Research, Inc.
All Rights Reserved. Cornerstone
Research is a registered service mark
of Cornerstone Research, Inc. C logo
and design is a registered trademark of
Cornerstone Research, Inc.



Exhibit D

In re Citigroup Inc. Securities Litigation
No. 07 Civ. 9901 (SHS)

Exhibit D to the Joint Declaration

Schedule of Plaintiffs' Counsel's Lodestar and Expenses Applied for Reimbursement

EXHIBIT	FIRM	HOURS	LODESTAR	EXPENSES
E	Kirby McInerney LLP	87,898.75	\$ 39,192,990.00	\$ 2,545,393.88
F	Entwistle & Cappucci LLP	12,635.85	6,139,737.75	236,883.64
G	Glancy Binkow & Goldberg LLP	8,170.48	3,599,863.40	41,941.32 *
H	Motley Rice LLC	4,700.25	1,754,477.50	6,683.06
I	Law Office of Kenneth A. Elan	979.35	381,213.75	1,715.53 *
J	Law Office of Alan L. Kovacs	701.20	250,570.00	1,183.06
K	Kenneth H. Gold	221.50	102,997.50	9,041.10
L	Allen Brothers, PLLC	34.95	16,601.25	-
	TOTAL	115,342.33	\$ 51,438,451.15	\$ 2,842,841.59

* Contributions to the litigation fund (which total \$110,000) appear in the individual firms' declarations but are not included on this schedule because Lead Counsel's expenses include the payments to vendors using those funds.

Exhibit E

In re Citigroup Inc. Securities Litigation
Case No. 07 Civ. 9901 (SHS)
KIRBY McINERNEY LLP
Lodestar Report - Inception through December 5, 2012

Partners	Year of Graduation	Hours	Rate	Total
Daniel Hume	1992	345.75	\$ 700	\$ 242,025.00
Roger Kirby	1972	869.25	800	695,400.00
David Kovel	2003	41.25	600	24,750.00
Peter Linden	1984	3,368.50	700	2,357,950.00
Andrew McNeela	1998	895.75	600	537,450.00
Ira Press	1989	2,850.75	700	1,995,525.00
Mark Strauss	1993	1,144.00	600	686,400.00

Of Counsel

Laurie Pederson	1999	1,601.25	550	880,687.50
Henry Telias	1989	1,721.50	550	946,825.00
Kenneth Walsh	1991	44.75	600	26,850.00

Other Attorneys

Kathryn Allen	2006	1.75	350	612.50
India Autry	2006	629.00	375	235,875.00
Seth Ayarza	2006	601.00	375	225,375.00
Michael Balducci	1998	3,119.75	550	1,715,862.50
Ryan Belk	2009	405.75	375	152,156.25
Anne Bodley	1999	440.50	550	242,275.00
Gale Boesky	1972	445.25	550	244,887.50
Peter Brueggen	1996	1,896.50	550	1,043,075.00
Kristine Cangcuesta	2006	1,500.50	450	675,225.00
Steven Cohn	2004	583.25	400	233,300.00
Mashariki Daniels	2007	550.00	425	233,750.00
Nelson DeLaCruz	1998	1,241.25	450	558,562.50
Steven Dimirsky	2008	1,722.50	400	689,000.00
Eileen Dimitry	2000	2,615.25	550	1,438,387.50
Joanne Donbeck	2008	529.00	400	211,600.00
Thomas Elrod	2009	2,110.00	375	791,250.00
Riley Fenner	2005	1,609.25	475	764,393.75
Damien Figueroa	1998	2,711.50	550	1,491,325.00
Tilewa Folami	2007	649.00	425	275,825.00
Joshua Greenburg	2000	2,754.50	550	1,514,975.00
Brian Healey	1992	1,699.00	550	934,450.00
Paul Keaton	1998	505.50	550	278,025.00
Kevin Kessler	2009	80.00	375	30,000.00
Nader Khuri	2010	2,108.75	350	738,062.50
Pamela Kulsrud-Corey	1987	64.00	475	30,400.00
Teresa Lin	2010	531.00	350	185,850.00

In re Citigroup Inc. Securities Litigation
KIRBY McInerney LLP

Other Attorneys (cont'd)	Year of Graduation	Hours	Rate	Total
Sarah Lopez	2003	151.50	\$ 400	\$ 60,600.00
Michael Markunas	2007	3,068.50	425	1,304,112.50
Joshua Masters	2006	2,415.00	400	966,000.00
Beverly Tse Mirza	2004	386.25	475	183,468.75
Belden Nago	2003	3,359.50	525	1,763,737.50
Kristie Ortiz	2010	168.00	350	58,800.00
Surya Palaniappan	2006	168.00	325	54,600.00
Nina Petraro-Bastardi	2006	405.00	450	182,250.00
Janet Pitter	1996	484.00	550	266,200.00
Michael Schnurr	2009	520.25	375	195,093.75
Stephanie Siaw	2006	433.00	450	194,850.00
Julian Stephenson	2010	371.00	350	129,850.00
Kellen Stevens	2010	1,870.50	350	654,675.00
Colin Stewart	2001	316.25	550	173,937.50
Jason Stowe	2004	524.00	500	262,000.00
Christopher Studebaker	2004	33.50	400	13,400.00
Meghan Summers	2012	9.75	300	2,925.00
Kalyani Sundararajan	2009	292.00	400	116,800.00
Gail Torodash	2009	2,044.50	375	766,687.50
Kumudini Uswatte-Aratchi	1997	88.75	550	48,812.50
Edward Varga	2006	1,506.00	375	564,750.00
Ievgeniia Vtrenko	2010	808.00	350	282,800.00
J. Brandon Walker	2008	1.75	400	700.00
Andrew Watt	2002	2,650.50	550	1,457,775.00
Steven Willmore	1999	359.00	550	197,450.00
Soo Woo	2003	2,256.00	525	1,184,400.00

Senior Analysts

Kya Blackstone		2,551.75	295	752,766.25
Orie Braun		6,732.50	295	1,986,087.50
Matthew Meador		2,372.25	295	699,813.75
Elaine Mui		1,073.75	295	316,756.25
Valeriy Rudoy		13.00	295	3,835.00

Law Clerks		766.25	200	153,250.00
-------------------	--	--------	-----	------------

Paralegals/Clerks

Paralegals		4,492.25	\$ 175	786,143.75
Clerks		1,220.00	\$ 65	79,300.00

TOTAL		87,898.75	\$	39,192,990.00
--------------	--	------------------	-----------	----------------------

In re Citigroup Inc. Securities Litigation
Case No. 07 Civ. 9901 (SHS)

KIRBY McINERNEY LLP
Expense Report - Inception through December 5, 2012

Description	Amount
Expert Fee	\$ 1,200,640.63
Document Management	997,482.21
Legal Research (Westlaw, Lexis, Pacer)	144,634.69
Travel, Hotel, Meals	68,450.98
Mediation	48,500.00
Investigative Service	41,149.50
Court Reporter	31,161.93
Delivery (Fedex)	3,239.36
Conference Calls	2,972.51
Supplies	2,020.00
Process Server	2,000.00
Notices	1,395.00
Filing Fees	815.00
Outside Copies	499.64
Witness	280.00
Telephone Line for Class Member Inquiries	152.43
TOTAL EXPENSES	\$ 2,545,393.88



Kirby McInerney LLP is a specialist plaintiffs' litigation firm with expertise in securities, antitrust, commodities, health care, consumer, and other fraud litigation.

KM brings experience, intelligence, creativity and dedication to bear in defending our clients' interests against losses, generally in cases of corporate malfeasance. We utilize cutting edge strategies that bring high – and have even brought unprecedented – recoveries for our clients: institutional and other types of investors. We have achieved and are pursuing landmark results in the fields of securities fraud, corporate governance, commodities fraud, consumer, antitrust, health care and ERISA litigation, representing our clients in class actions or, if appropriate, individual litigation.

KM has been a pioneer in securities class action law, and is one of the oldest firms in the field, with over 65 years of experience. Throughout the history of our firm, we have procured ground-breaking victories for our clients. From our victory in *Schneider v. Lazard Freres*, No. 38899, M-6679 (N.Y. App.Div. 1st Dept 1990), which set the precedent that investment banks have direct duties to the shareholders of the companies they advise, to our procurement of the first-ever appellate reversal of a lower court's dismissal of a class action suit pursuant to the PSLRA in *In re GT Interactive Securities Litigation*, 98-cv-0095 (S.D.N.Y. 2000), to our recovery of an unprecedented 100 cents on the dollar for our clients in *In re Cendant Corp. PRIDES Litigation*, 98-cv-2819 (D. N.J. 2000), Kirby McInerney has helped to chart the nuances of the U.S. Securities laws, and has procured superior results for our clients in the process. KM has recovered billions of dollars for our clients, and the average recoveries that we procure in each individual case are among the very best in the field.

Today, our attorneys are leading some of the largest and most significant securities litigations related to the subprime fallout of 2008 on behalf of investors such as the New York State Common Retirement Fund and the New York City Pension Funds. The firm recently reached an agreement to settle one of the largest of all of the subprime cases - *In re Citigroup Inc Securities Litigation*, 07-cv-9901 (S.D.N.Y.) for \$590 million, subject to final court approval. We also obtained a \$168 million recovery for the class in *In re National City Corporation Securities, Derivative & ERISA Litigation*, 08-cv-70004 (N.D. Oh), a case related to the alleged misrepresentation of the nature and quality of many of National City's loans, the company's designation of unsellable loans as "held for sale," and their alleged understatement of the loan loss reserves, amongst other offenses. Finally, we also recently procured a \$75 million settlement for the class in *In re Wachovia Equity Securities Litigation*, 08-cv-6171 (S.D.N.Y.), a similar subprime-related lawsuit.

Some of our other notable recent securities work includes:

- ***In re BISYS Securities Litigation***, 04-cv-3480 (S.D.N.Y. 2007). We were co-lead counsel to the Police and Fire Retirement System for the City of Detroit and to a class of investors in connection with securities class action litigation against BISYS and Dennis Sheehan, BISYS President and Chief Operating Officer. The claim alleged that BISYS and Sheehan violated 10(b) of the Securities Exchange Act of 1934 and Rule 10-5 thereunder by disseminating false and misleading information in

press releases and SEC filings throughout the class period. Plaintiffs alleged that as a result of the misleading statements including inaccurate financial reporting, the price of BISYS common stock was inflated and investors who purchased stock at this time were damaged. Our work in this case included the drafting and oversight of pleadings and briefs; motions for *inter alia*, lead plaintiff appointment, dismissal, class certification; propounding and responding to discovery requests; review of document production; the taking and defending of depositions; and the filing and taking of appeals. This securities class action resulted in a total recovery of \$66 million for the class.

- ***In re Adelpia Communications Corp. Securities & Derivative Litigation***, 03 MDL 1529 (S.D.N.Y. 2007). We were co-lead counsel to Argent Classic Convertible Arbitrage Fund Ltd., Argent Lowlev Convertible Arbitrage Fund, LPI, Argent Classic Convertible Arbitrage Fund Lpl and a class of investors in *In re Adelpia Communications Corp. Securities & Deriv. Litig.*, one of the largest cases of improper self-dealing by insiders in corporate history. Our work on this case included drafting and oversight of pleadings and briefs relating to lead plaintiff appointment, motions to dismiss, and collateral litigation concerning, *inter alia*, the issuer's bankruptcy. Our work also included review of document production, consultation with experts, negotiations in settlement mediation, settlement, and advocacy of the proposed settlement in district court and on appeal. This securities class action resulted in a total recovery of \$455 million for the class.
- ***In re AT&T Wireless Tracking Stock Securities Litigation***, 00-cv-8754 (S.D.N.Y. 2006). We acted as sole lead counsel to the Soft Drink & Brewery Workers Local 812 Retirement Fund, a Taft-Hartley pension fund, and a class of investors in connection with *In re AT&T Corp. Securities Litigation*. The class was comprised of investors who purchased AT&T Wireless tracking stock in an April 26, 2000 initial public offering and through May 1, 2000 on the open market. The action asserted that the prospectus and registration statement used for the IPO misled investors about AT&T's prospects and recent results. Our work in this case included the drafting and oversight of pleadings and briefs; arguing motions for *inter alia*, lead plaintiff appointment, dismissal, class certification, expert and evidence disqualifications, and assorted motions relating to discovery disputes; propounding and responding to discovery requests; review of document production; and the taking and defending of over one hundred depositions. KM succeeded in procuring a settlement of \$150 million for the class on the eve of trial, following extensive trial preparation.
- ***Rite Aid Corp.*** (E.D. Pa. 2005). We represented Argent Classic Convertible Arbitrage Fund Ltd., Argent Lowlev Convertible Arbitrage Funds Ltd. and Argent Classic Convertible Arbitrage Fund, LPI, a group of investment funds that lost more than \$10 million in Rite Aid common stock and debt transactions in connection with an individual action, *Argent Classic v. Rite Aid*. Although an investor class action was already underway, KM filed the individual action on the belief that our clients could realize greater *pro rata* recovery on their multi-million dollar losses through an individual action than through a class action, where classwide damages were in the billions of dollars (and likely exceeded the ability of Rite Aid to pay). KM's clients were able to assert claims under Section 18 of the 1934 Act, which many courts hold cannot be asserted on a classwide basis. The class action eventually settled for less than 10¢ on the dollar. Thereafter, with the stay lifted, KM defeated defendants' motion to dismiss the individual action, and the parties agreed to mediate the claims. KM ultimately settled the claims of their institutional clients. Although confidentiality agreements entered in connection with the settlement prevent disclosure of terms, the settlement provided our clients with a percentage recovery which the clients found very satisfactory and which vindicated the decision to pursue an individual claim.

CURRICULA VITAE



Roger W. Kirby is Of Counsel to the firm. He has written several articles on litigation, the Federal Rules of Civil Procedure and Federal Rules of Evidence that have been published by various reporters and journals, and has been on the board of editors of Class Action Reports. He has also lectured on aspects of securities litigation to various professional organizations in the United States and abroad. Mr. Kirby has enjoyed considerable success as a trial attorney, and cases for which he has had primary responsibility have produced landmark decisions in the fields of securities law, corporate governance, and deceptive advertising.

Recent activities include:

- Representation of a putative class of initial public offerors in *Cordes & Company Financial Services v A.G. Edwards & Sons, Inc.* On appeal to the Court of Appeals for the Second Circuit, the court reversed the decision below, and held that assignees may be class representatives. It also clarified the meaning of antitrust injury;
- Representation of an objector to the settlement in *Reynolds v. Beneficial National Bank* in the United States Northern District Court for the District of Illinois. Mr. Kirby and KM persuaded the Court of Appeals for the Seventh Circuit and ultimately the district court to overturn the settlement, and were then appointed co-lead counsel to the class. Mr. Kirby and KM were lauded by the presiding judge for their “intelligence and hard work,” and for obtaining “an excellent result for the class.”;
- Representation, as lead counsel, of a class of investors in *Gerber v. Computer Associates International, Inc.*, a securities class action that resulted in a multimillion dollar recovery jury verdict that was upheld on appeal; and
- Representation, as lead counsel, of purchasers of PRIDES securities in connection with the Cendant Corporation accounting fraud. Mr. Kirby was instrumental in securing an approximate \$350 million settlement for the class – an unprecedented 100 percent recovery.

Mr. Kirby is admitted to the New York State Bar, the United States District Courts for the Southern, Northern and Eastern Districts of New York, the United States Courts of Appeals for the First, Second, Third, Fifth, Seventh, Eighth, Ninth, and Eleventh Circuits, the United States District Court, District of Connecticut, and the United States Supreme Court. He attended Stanford University & Columbia College (B.A.) and Columbia University School of Law (J.D.) where he was an International Fellow. He also attended The Hague Academy of International Law (Cert. D’Att.). Thereafter, he was law clerk to the late Honorable Hugh H. Bownes, United States District Court for New Hampshire, and the United States Court of Appeals for the First Circuit. He recently authored *Access to United States Courts By Purchasers Of Foreign Listed Securities In The Aftermath of Morrison v. National Australia Bank Ltd.*, 7 Hastings Bus. L.J. 223 (Summer 2011). Mr. Kirby is a visiting Law Fellow at the University of Oxford, St. Hilda’s College, Oxford, U.K. Mr. Kirby is conversant in French.



Alice McInerney is Of Counsel to the firm and practices out of our New York office. She focuses on antitrust and consumer matters, and also handles securities class actions. Ms. McInerney joined the firm in 1995 and has over 30 years of experience as an attorney.

Prior to joining KM, Ms. McInerney was Chief of the Investor Protection Bureau and Deputy Chief of the Antitrust Bureau of the New York Attorney General's office. While there, she chaired the Enforcement Section of the North American Securities Administrators Association and also chaired the Multi-State Task Force on Investigations for the National Association of Attorneys General. Alice is also a member of the National Association of Public Pension Attorneys

(NAPPA).

Some of Ms. McInerney's relevant work includes:

- Representation, as lead and co-lead counsel, of consumer classes in antitrust cases against Microsoft. These litigations resulted in settlements totaling nearly a billion dollars for consumers in Florida, New York, Tennessee, West Virginia and Minnesota;
- Representation of a class of retailers in *In re Visa Check/Master Money Antitrust Litigation*, an antitrust case which resulted in a settlement of over \$3 billion for the class;
- Representation of public entities in connection with ongoing Medicaid fraud and false claims act litigations arising from health expenditures of these state and local governmental entities; and
- Representation of California homeowners in litigation arising from mortgage repayment irregularities. Litigation resulted in settlements that afforded millions of California homeowners clear title to their property. The cases resulted in the notable decision *Bartold v. Glendale Federal Bank*.

Ms. McInerney is admitted to the New York State Bar, all United States District Courts for the State of New York, the United States Court of Appeals for the Second Circuit and the United States Supreme Court. She graduated from Smith College (B.A. 1970) and Hofstra School of Law (J.D. 1976).



Randall K. Berger is a partner in our New York office and is a member of the firm's management committee. Mr. Berger's practice focuses on antitrust, whistleblower and unclaimed property litigation. He joined the firm in 1994 and leads the firm's whistleblower practice. In whistleblower cases, fraud against Federal and State governments is exposed by persons having unique knowledge of the circumstances surrounding the fraud. The whistleblowers are often compensated from any recovery and the cases are generally litigated under seal.

Mr. Berger is a certified arbitrator for FINRA (the Financial Industry Regulatory Authority). The arbitration panels where Mr. Berger serves are used to resolve disputes between investors and broker dealers or registered representatives, and to resolve intra-industry conflicts.

Some of Mr. Berger's relevant work includes:

- Representation of State Treasurers in litigation against the Federal government to recover unclaimed U.S. savings bond proceeds;
- Multi-district class action litigation against Ford Motor Company alleging that a design defect in the Econolite E-350 van causes roll over accidents in violation of UCC warranties and state law consumer fraud statutes;
- Antitrust litigation against the 27 largest investment banks in the United States in connection with alleged price fixing in the market for the underwriting of initial public stock offerings; and
- Representation, as co-lead counsel, of investors in Ponzi scheme instruments issued by the now-bankrupt Bennett Funding Group in a class action which resulted in a recovery of \$169.5 million for the class.

Mr. Berger is admitted to the New York State Bar, the United States District Courts for the Southern, Eastern and Northern Districts of New York and the District of Colorado. He graduated from Iowa State University (B.S., 1985) and from the University of Chicago (J.D., 1992).

Prior to attending law school and joining KM, Mr. Berger was a consultant with the Management Information Consulting Division of Arthur Andersen & Co.'s and an associate with the law firm Winston & Strawn.



David Bishop is a partner practicing out of our New York office, where he coordinates domestic client and government relations. Mr. Bishop joined the firm in 2006 following a distinguished career in local government. Mr. Bishop was elected to the Suffolk County Legislature in 1993 while still attending Fordham Law School. There he served in several leadership capacities, including Democratic Party Leader, Chairman of Public Safety and Chairman of Environment. His legislative record earned him recognition from the Nature Conservancy, the Child Care Council and the Long Island Federation of Labor.

As an attorney in private practice, Mr. Bishop has litigated numerous NASD arbitrations on behalf of claimants.

Recent cases in which Mr. Bishop has been involved include:

- Representation of the NY State Common Retirement Fund as lead plaintiff in *In re National City Corporation Securities, Derivative & ERISA Litigation*, a securities class action arising from National City's alleged misrepresentations regarding exposure to subprime mortgage related losses. This case recently resulted in a settlement of \$168 million;
- Representation, as lead counsel, of classes of consumers harmed by price fixing in the LCD flat panel and SRAM markets;
- Representation of a union pension fund as lead plaintiff in *In re Moody's Corporation Securities Litigation*, a securities class action arising from Moody's misrepresentation about and in the course of its rating of mortgage-related securities. Classwide losses are estimated to be in the billions; and
- Representation, as co-lead counsel, of an investor class led by an individual investor in *Lapin v. Goldman Sachs*, a securities class action against Goldman Sachs. This litigation resulted in a recovery of \$29 million for the class.

Mr. Bishop is admitted to the New York State Bar and the United States District Court for the Eastern and Southern Districts of New York. He is a member of the Public Investors Arbitration Bar Association and of the New York City Bar Association. He graduated from American University (B.A., 1987) and from Fordham University (J.D., 1993).



Joanne M. Cicala is a partner in our Texas office and is a member of the firm's management committee. Ms. Cicala's practice concentrates on health care fraud, securities fraud and consumer litigation. She has been with the firm since 1997 and serves as Special Assistant Attorney General to the State of Michigan, Special Counsel to the State of Iowa, and counsel to the City of New York and forty three New York Counties, in connection with Medicaid fraud and false claims act litigations.

Ms. Cicala is a member of the National Association of Public Pension Fund Attorneys, the County Attorneys Association of the State of New York and the Texas State Bar Association.

Some of Ms. Cicala's recent, relevant experience includes:

- Representation of the San Antonio Fire & Police Pension (SAFPPF) Fund in an individual fraud case against Cantor Fitzgerald and Commonwealth Advisors. The case, pending in Bexar County District Court, San Antonio, Texas, alleges that defendants deliberately induced SAFPPF to invest in a Commonwealth Fund (and thereafter to maintain such investment) based on intentionally false and misleading misrepresentations regarding the Fund's diversification, assets, valuation, use of leverage, investment grade status and liquidity;
- Representation of the State of Michigan in a lawsuit filed in Michigan State Court against McKesson Corporation, Hearst Corporation, and First DataBank. The case alleges that each defendant caused false claims to be submitted to the Michigan Medicaid program, and the overpayment of Medicaid pharmacy claims;
- Representation, as lead counsel, of the State of Iowa, the City of New York and 43 New York counties in federal Medicaid fraud actions. KM has settled or reached agreements in principle with all defendants in these matters. We have recovered over \$225 million for the New York and Iowa Medicaid programs;
- Representation of the City of New York in federal antitrust proceedings against Purdue Pharma and GlaxoSmithKline for defrauding the USPTO in order to unlawfully extend patents for certain drugs;
- Representation of an objector to the settlement in *Reynolds v. Beneficial National Bank* in the United States Northern District Court for the District of Illinois. Ms. Cicala and KM successfully persuaded the U.S. Court of Appeals for the Seventh Circuit and ultimately the district court to overturn the settlement in question, and were then appointed co-lead counsel to the class. Ms. Cicala and KM were lauded by the presiding judge for their "intelligence and hard work," and for obtaining "an excellent result for the class"; and
- Representation, as lead counsel, of a class of investors in *Gerber v. Computer Associates International, Inc.*, a securities class action which succeeded in trial and resulted in a multimillion dollar recovery for the class.

Ms. Cicala is admitted to practice in the states of New York, New Jersey and Texas. She is also admitted to all United States District Courts for New York and New Jersey, the United States District Court for the Western District of Texas, and the United States Courts of Appeals for the Second, Seventh and Eighth Circuits. She graduated from Georgetown University (B.S.F.S., 1987) and Fordham University Law School (J.D., 1994). She is proficient in Spanish.

Prior to joining KM, Ms. Cicala practiced with Lane & Mittendorf LLP (now Windels Marx Lane & Mittendorf, LLP), focusing on litigation. Prior to attending law school, she worked for a US-AID funded organization in Washington, DC on legislative development projects in Central America. Ms Cicala also has extensive experience managing municipal welfare reform activities.



Daniel Hume is a partner in our New York office and is a member of the firm's management committee. Mr. Hume's practice focuses on securities and antitrust litigation. He joined the firm in 1995 and has helped to recover billions of dollars for corporate consumers, individual consumers, and institutional investors throughout the course of his career.

Some of Mr. Hume's relevant work includes:

- Representation, as lead counsel, of a group of Singapore-based investors in a class action lawsuit against Morgan Stanley pertaining to \$154.7 million of notes issued by Cayman Islands-registered Pinnacle Performance Ltd. Plaintiffs allege that Morgan Stanley engineered the Pinnacle Notes, which it marketed as a safe and conservative investment, to fail, investing the money into synthetic collateralized debt obligations linked to risky companies including subprime mortgage lenders and Icelandic banks, while actively shorting the same assets and betting against their clients;
- Representation, as lead counsel, of the investor class in *In re AT&T Wireless Tracking Stock Securities Litigation*, a securities class action which resulted in recovery of \$150 million for the class;
- Representation, as a lead counsel, of a union pension fund as lead plaintiff in *In re Moody's Corporation Securities Litigation*, a securities class action arising from Moody's misrepresentation about and in the course of its rating of mortgage-related securities. Classwide losses are estimated to be in the billions; and
- Representation, as a lead counsel, of consumer classes in connection with antitrust proceedings against Microsoft in the United States and Canada. So far, these litigations have resulted in settlements totaling nearly a billion dollars for consumers in Florida, New York, Tennessee, West Virginia and Minnesota, where the litigation proceeded to trial.

Mr. Hume is admitted to the New York State Bar and federal courts around the country, including the United States District Courts for the Southern and Eastern Districts of New York, the United States Court of Appeals for the Second, Fourth, and Fifth Circuits, the Appellate Division of the Supreme Court of the State of New York, First Judicial Department, and the United States Supreme Court. He graduated from the State University of New York at Albany *magna cum laude* (B.A. Philosophy, 1988) and from Columbia Law School, where he served as Notes Editor for the Columbia Journal of Environmental Law (J.D., 1991).



David E. Kovel is a partner based in our New York office focusing on whistleblower, antitrust, commodities, securities and corporate governance matters. Mr. Kovel joined the firm in 2004.

Recent cases in which Mr. Kovel has been involved include:

- Representation, as co-lead counsel, of exchange-based investors in futures, swaps, and other Libor-based derivative products, alleging that defendant banks colluded to misreport and manipulate Libor rates;
- Representation, as counsel for lead plaintiff and other share holders in a derivative action brought against members of the Board of Directors and senior executives of Pfizer, Inc. Plaintiffs made a breach of fiduciary duty claim because defendants allegedly allowed unlawful promotion of drugs to continue even after receiving numerous "red flags" that the improper drug marketing was systemic. Pfizer agreed to pay a proposed settlement of \$75 million and to make groundbreaking changes to the Board's oversight of regulatory matters;
- Representation of purchasers of pharmaceutical drugs claiming to have been harmed by Branded manufacturers who fraudulently extended patent or other regulation monopolies;
- Representation, as a lead counsel, of a class of New York State consumers in connection with antitrust proceedings against Microsoft;
- Representation, as lead counsel, of a class of gasoline purchasers in California in connection with Unocal, Inc.'s manipulation of the standard-setting process for gasoline. The litigation resulted in a \$48 million recovery for the class;
- Representation of propane purchasers who were harmed by BP America's manipulation of the physical propane market; and
- Representation of various whistleblowers who claim that their companies have defrauded the United States Government or other state and city governments.

Mr. Kovel is admitted to the New York State Bar, the United States District Courts for the Southern, Eastern, and Western Districts of New York, the United States Court of Appeals for the First Circuit, and the Connecticut State Bar. He is a member of the New York City Bar Association Committee on Futures and Derivatives Regulation, and is a former member of the New York City Bar Association Antitrust Committee. He graduated from Yale University (B.A.), Columbia University School of Law (J.D.) and Columbia University Graduate School of Business (M.B.A.). He is fluent in Spanish.

Mr. Kovel traded commodities for several years before attending law school. Prior to joining KM, Mr. Kovel practiced at Simpson Thacher & Bartlett LLP.



Peter S. Linden is a partner in our New York office and is a member of the firm's management committee. Mr. Linden's practice concentrates on securities, commercial, and healthcare fraud litigation. He joined the firm in 1990 and provides advisory services to government pension funds and other institutional investors as well as to corporate and individual consumers. He has been appointed a Special Assistant Attorney General for the State of Michigan and is a member of the National Association of Public Pension Plan Attorneys.

Mr. Linden has obtained numerous outstanding recoveries for investors and consumers during his career. His advocacy has also resulted in many notable decisions, including in *In re Matsushita Securities Litigation*, which granted partial summary judgment under § 14(d)(7) of the Securities Exchange Act, and *In re Ebay Inc. Shareholders Litigation*, which found that investment banking advisors could be held liable for aiding and abetting insiders' acceptance of IPO allocations through "spinning".

Some of Mr. Linden's relevant experience includes:

- Representation of the lead plaintiff in *In re Citigroup Inc Securities Litigation*, a class action arising out of Citigroup's alleged misrepresentations regarding their exposure to losses associated with numerous collateralized debt obligations. This case recently settled for \$590 million;
- Representation, as lead counsel, of the State of Iowa, the City of New York and 43 New York counties in federal Medicaid fraud actions. KM has settled or reached agreements in principle with all defendants in these matters. We have recovered over \$225 million for the New York and Iowa Medicaid programs;
- Representation, as co-lead counsel, of an investor class and an institutional plaintiff in *In re BISYS Securities Litigation*, a class action arising out of alleged accounting improprieties and which resulted in a \$65 million recovery for the class;
- Serving as Chairman of the Plaintiffs' Steering Committee in *In re MCI Non-Subscriber Litigation*, a consumer class action which resulted in an approximately \$90 million recovery for the class; and
- In *Reynolds v. Beneficial National Bank*, Mr. Linden and KM successfully persuaded the 7th Circuit U.S. Court of Appeals and ultimately the district court to overturn a questionable settlement, and were then appointed co-lead counsel to the class. Mr. Linden and KM were lauded by the district judge for their "intelligence and hard work," and for obtaining "an excellent result for the class."

Mr. Linden is admitted to the New York State Bar, the United States Courts of Appeals for the Second, Third, Sixth, Eighth, and Eleventh Circuits, and the U.S. District Courts for the Eastern and Southern Districts of New York, the Eastern District of Michigan, and the District of Colorado. He graduated from the State University of New York at Stony Brook (B.A., 1980) and the Boston University School of Law (J.D., 1984).

Prior to joining KM, Mr. Linden worked as an assistant district attorney in the Kings County District Attorney's Office from 1984 through October, 1990 where he served as a supervising attorney of the Office's Economic Crimes Bureau.



Andrew M. McNeela is a partner in our New York office focusing on securities litigation. Mr. McNeela joined the firm in 2008.

Some of Mr. McNeela's relevant work includes:

- Representation of the New York City Pension Funds as lead plaintiff in a class action against Wachovia Corporation arising from Wachovia's alleged misrepresentations of their exposure to the subprime market. This case recently resulted in a settlement of \$75 million;
- Representation of the NY State Common Retirement Fund as lead plaintiff in *In re National City Corporation Securities, Derivative & ERISA Litigation*, a securities class action arising from National City's alleged misrepresentations regarding exposure to subprime mortgage related losses. This case recently resulted in a settlement of \$168 million;
- Representation, as lead counsel, of a group of Singapore-based investors in a class action lawsuit against Morgan Stanley pertaining to \$154.7 million of notes issued by Cayman Islands-registered Pinnacle Performance Ltd. Plaintiffs allege that Morgan Stanley engineered the Pinnacle Notes, which it marketed as a safe and conservative investment, to fail, investing the money into synthetic collateralized debt obligations linked to risky companies including subprime mortgage lenders and Icelandic banks, while actively shorting the same assets and betting against their clients;
- Representation, as lead counsel, in the securities class action *In Re Herley Industries Inc. Securities Litigation* on behalf of investors. This litigation resulted in a recovery of \$10 million for the class; and
- Representation, as lead counsel, of investors in Goldman Sachs common stock in a securities class action case pertaining to Goldman's alleged instruction to their research analysts to favor procurement of investment banking deals over accuracy in their research. Disclosure caused Goldman Sachs' stock to decline materially. This litigation resulted in a recovery of \$29 million for the class.

Immediately prior to joining KM, Mr. McNeela served as an Assistant United States Attorney in the Civil Division of the United States Attorney's Office for the Southern District of New York. In this capacity, he represented the United States in a wide array of civil litigation. Mr. McNeela has argued over twenty cases before the United States Court of Appeals for the Second Circuit.

Mr. McNeela is admitted to the New York State Bar, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. He is a member of the New York American Inn of Court. He graduated from Washington University (B.A., 1995) and from Hofstra University School of Law (J.D., 1998, *cum laude*), where he was a member of the Law Review.



Ira M. Press is a partner in our New York office and is a member of the firm's management committee. Mr. Press's practice focuses on securities and consumer litigation. He joined the firm in 1993, and currently leads the firm's institutional investor monitoring program. In this capacity, he has provided advisory services to numerous government pension funds and other institutional investors. He has authored articles on securities law topics and has lectured to audiences of attorneys, experts and institutional investor fiduciaries.

Mr. Press' advocacy has resulted in several landmark appellate decisions, including *Rothman v. Gregor*, the first ever appellate reversal of a lower court's dismissal of a securities class action suit pursuant to the 1995 Private Securities Litigation Reform Act.

Some of Mr. Press' relevant experience includes:

- Representation of the NY State Common Retirement Fund as lead plaintiff in *In re National City Corporation Securities, Derivative & ERISA Litigation*, a securities class action arising from National City's alleged misrepresentations regarding exposure to subprime mortgage related losses. This case recently resulted in a settlement of \$168 million;
- Representation of the New York City Pension Funds as lead plaintiff in a class action against Wachovia Corporation arising from Wachovia's alleged misrepresentations of their exposure to the subprime market. This case recently resulted in a settlement of \$75 million;
- Representation of the lead plaintiff in *In re Citigroup Inc Securities Litigation*, a class action arising out of Citigroup's alleged misrepresentations regarding their exposure to losses associated with numerous collateralized debt obligations. This case recently settled for \$590 million; and
- Representation, as lead counsel, of investors in Goldman Sachs common stock in a securities class action case pertaining to Goldman's alleged instruction to their research analysts to favor procurement of investment banking deals over accuracy in their research. Disclosure caused Goldman Sachs' stock to decline materially. This case recently resulted in a \$29 million recovery for the class.

Mr. Press is admitted to the New York State Bar, the United States Courts of Appeals for the Second, Third, Fourth, Fifth, Ninth, and Tenth Circuits, and the United States District Courts for the Eastern and Southern Districts of New York. He graduated from Yeshiva University magna cum laude (B.A., 1986) and from New York University Law School (J.D., 1989).



Mark Strauss is a partner in our New York office. He concentrates his practice in complex commercial litigation with an emphasis on prosecuting securities, shareholder and consumer class actions and shareholder derivative actions. He has also represented victims of Ponzi schemes, illegal price-fixing, and improper cutbacks in pension benefits. Mr. Strauss has litigated cases throughout the country, and represented aggrieved plaintiffs in Federal and State Court.

Some of Mr. Strauss' relevant work includes significant roles in the following litigations:

- Representation of a whistleblower in a False Claims Act/*Qui Tam* lawsuit against Hong-Kong based manufacturer Noble Jewelry, which was accused of fraudulently avoiding U.S. customs duties in connection with goods imported into the United States. The action resulted in a recovery of \$3.85 million on behalf of the taxpayers, of which the whistleblower will receive approximately 19%;
- Representation, as co-lead counsel, of a multinational bank as lead plaintiff in *In re Adelpia Communications Corp. Securities & Deriv. Litig.*, a securities class action which resulted in a total recovery of \$455 million for the class;
- Representation, as co-lead counsel, of a class of hedge fund investors in *Cromer Finance v. Berger et al.*, a securities class action which resulted in a total recovery of US\$65 million, and one of the largest ever recoveries against a non-auditor third party service provider;
- Representation, as lead counsel, of a class of investors in a hedge fund, Lipper Convertibles, L.P., which fraudulently overstated its investment performance, in *In re Serino v. Lipper et al.* This litigation is resulted in a \$29.9 million recovery for the class;
- Representation, as lead counsel, of a class of bond investors in Amazon.com in *Argent Classic Convertible Arbitrage Fund v. Amazon.com*, a securities class action which resulted in a total recovery of \$20 million for the class; and
- Representation, as lead counsel, of a class of purchasers of debt securities issued by Owens Corning in *In re Owens Corning, et. Al.*, a securities class action filed against Owens Corning Inc., certain of its officers and directors and the underwriters of the relevant debt securities in connection with alleged securities fraud. This litigation resulted in a \$19.25 million recovery for the class.

Mr. Strauss is admitted to the New York State Bar, the California State Bar, and the United States District Courts for the Eastern and Southern Districts of New York, and the Northern, Eastern, Southern and Central Districts of California. He graduated from Cornell University (B.A., 1987) and from Fordham University School of Law, where he was Associate Editor of the Law Review (J.D., 1993).

Prior to joining Kirby McInerney, Mr. Strauss practiced at Christy & Viener, LLP and Cahill Gordon & Reindel LLP where he focused on complex commercial litigation.



Robert J. Gralewski, Jr. is Of Counsel to the firm on certain matters, and practices out of our New York office. Mr. Gralewski focuses on antitrust and consumer litigation and has been involved in the fields of complex litigation and class actions for over 15 years. Throughout the course of his career, Mr. Gralewski has prosecuted a wide variety of federal and state court price-fixing, monopoly and unfair business practice actions against multinational companies, major corporations, large banks, and credit card companies.

Some of Mr. Gralewski's relevant work includes:

- Representation of businesses and consumers in indirect purchaser class actions throughout the country against Microsoft for overcharging for its products as a result of its unlawful monopoly. Mr. Gralewski was a member of the trial teams in the Minnesota and Iowa actions (the only two Microsoft class actions to go to trial) which both settled in plaintiffs' favor after months of hard-fought jury trials. The Microsoft cases in which Mr. Gralewski was involved in ultimately settled for more than \$2 billion in the aggregate;
- Representation of consumers of thin-film transistor liquid crystal display (TFT-LCD) products who were harmed by an alleged price-fixing conspiracy among TFT-LCD manufacturers; and
- Representation of consumers in an indirect purchaser class action against various manufacturers of SRAM, alleging that defendants engaged in a conspiracy to fix prices in the SRAM market during the period of January 1998 to the present.

Mr. Gralewski is a member of the California State Bar and is admitted to practice in state and all federal courts in California as well as several federal courts throughout the country. He graduated from Princeton University (B.A., 1991) and *cum laude* from California Western School of Law (J.D., 1997).



Lauren Wagner Pederson is Of Counsel to the firm and works on securities litigation matters. She launched her legal career after working in sales and marketing for Fortune 500 companies such as Colgate-Palmolive Company.

Over the last 10 years, Ms. Pederson has represented individuals and institutional investors in many high profile securities class actions, and has served as counsel to public pension funds, shareholders and companies in a broad range of complex corporate securities and corporate governance litigation. In addition, Ms. Pederson has litigated accounting and legal malpractice actions and recently recovered a judgment in Delaware federal court on behalf of Trust Company of the West in a legal malpractice action arising out of an international private equity transaction. She also has successfully argued and defended appeals before the Court of Appeals for the Eleventh Circuit and has represented individuals and companies in securities arbitrations before the NASD and New York Stock Exchange. Currently, Ms. Pederson is involved in the firm's cases related to the subprime mortgage crisis, including *In re Citigroup Inc Securities Litigation*.

Ms. Pederson also is a certified mediator and a member of the State Bars of New York, Delaware, Maryland, Georgia, Alabama and the Commonwealth of Pennsylvania and is admitted to practice in numerous federal courts, including the Second, Tenth and Eleventh Circuit Courts of Appeals and the Southern District of New York. She also has been an Adjunct Professor of Law at the Widener University School of Law in Wilmington, Delaware, teaching a securities litigation seminar. Ms. Pederson received her B.S. degree in Business Administration from Auburn University, and earned her J.D., *summa cum laude*, from the Cumberland School of Law where she was Associate Editor of the Cumberland Law Review. Lauren served as Law Clerk to the Honorable Joel F. Dubina for the United States Court of Appeals for the Eleventh Circuit and currently is enrolled at Georgetown University Law Center in the Securities and Financial Regulation LL.M. program.



Henry Telias is Of Counsel to the firm and practices out of our New York office, focusing on accountants' liability and securities litigation. Mr. Telias joined the firm in 1997.

In addition to his legal work, Mr. Telias is the firm's chief forensic accountant. He holds the CFF credential (Certified in Financial Forensics) and the PFS credential (Personal Financial Specialist) from the American Institute of Certified Public Accountants. Mr. Telias received his CPA license from New York State in 1982. Prior to practicing as an attorney, he practiced exclusively as a certified public accountant from 1982 to 1989, including 3 years in the audit and tax departments of Deloitte Haskins & Sells' New York office.

Some of Mr. Telias' relevant experience includes:

- Representation of the lead plaintiff in *In re Citigroup Inc Securities Litigation*, a class action arising out of Citigroup's alleged misrepresentations regarding their exposure to losses associated with numerous collateralized debt obligations. This case recently settled for \$590 million;
- Representation of the NY State Common Retirement Fund as lead plaintiff in *In re National City Corporation Securities, Derivative & ERISA Litigation*, a securities class action arising from National City's alleged misrepresentations regarding exposure to subprime mortgage related losses. This case recently resulted in a settlement of \$168 million;
- Representation of the New York City Pension Funds as lead plaintiff in a class action against Wachovia Corporation arising from Wachovia's alleged misrepresentations of their exposure to the subprime market. This case recently resulted in a settlement of \$75 million; and
- Representation, as lead counsel, of a certified class of purchasers of PRIDES securities in connection with the Cendant Corporation accounting fraud in *In re Cendant Corporation PRIDES Litigation*. This litigation resulted in an approximate \$350 million settlement for the certified class – an unprecedented 100 percent recovery.

Mr. Telias is admitted to the New York State Bar and the United States District Court for the Southern District of New York. He graduated from Brooklyn College *cum laude* (B.S., 1980) and from Hofstra University School of Law (J.D., 1989).

Mr. Telias is a member of the American Institute of Certified Public Accountants, the Association of Certified Fraud Examiners, and the American Finance Association.



Kathryn B. Allen is an associate in our Texas office who focuses on healthcare fraud litigation. Ms. Allen joined the firm in 2006.

Recent cases on which Ms. Allen has worked include:

- Representation of the State of Michigan in a lawsuit filed in Michigan State Court against McKesson Corporation, Hearst Corporation, and First DataBank. The case alleges that each defendant caused false claims to be submitted to the Michigan Medicaid program, and the overpayment of Medicaid pharmacy claims;
- Representation of the San Antonio Fire & Police Pension (SAFPPF) Fund in an individual fraud case against Cantor Fitzgerald and Commonwealth Advisors. The case, pending in Bexar County District Court, San Antonio, Texas, alleges that defendants deliberately induced SAFPPF to invest in a Commonwealth Fund (and thereafter to maintain such investment) based on intentionally false and misleading misrepresentations regarding the Fund's diversification, assets, valuation, use of leverage, investment grade status and liquidity; and
- Representation, as lead counsel, of the State of Iowa, the City of New York and 43 New York counties in federal Medicaid fraud actions. KM has settled or reached agreements in principle with all defendants in these matters. We have recovered over \$225 million for the New York and Iowa Medicaid programs.

Ms. Allen is admitted to the Texas State Bar and the United States District Court for the Western District of Texas. She graduated from the University of Texas at Austin (B.A., 2003) and St. Mary's University School of Law (J.D., 2006).



Thomas W. Elrod is an associate based in our New York office focusing on securities and healthcare litigation. Mr. Elrod joined the firm in 2011.

Recent cases on which Mr. Elrod has worked include:

- *In re Citigroup Inc Securities Litigation*, a class action, in which Kirby McInerney served as lead counsel, arising out of Citigroup's alleged misrepresentations regarding their exposure to losses associated with numerous collateralized debt obligations. This case recently settled for \$590 million; and
- *Bill Schuette, Attorney General of the State of Michigan, ex rel. v. McKesson Corp., Hearst Corp. et al.*, a lawsuit filed in Michigan State Court against McKesson Corporation, Hearst Corporation, and First DataBank, arising out of an alleged fraudulent scheme to increase the Average Wholesale Prices of hundreds of brand name drugs thereby causing false claims to be submitted to the Michigan Medicaid program, and the overpayment of Medicaid pharmacy claims for such drugs and their generic counterparts. Kirby McInerney represents the State of Michigan in the suit.

Mr. Elrod is admitted to the New York State Bar and the New Jersey State Bar. He graduated from the University of Chicago (B.A., 2005) and from the Boston University School of Law (J.D., 2009).



Karina Kosharskyy is an associate based in our New York office focusing on securities and antitrust litigation. Ms. Kosharskyy joined the firm in 2005.

Recent cases on which Ms. Kosharskyy has worked include:

- Representation, as co-lead counsel, of exchange-based investors in futures, swaps, and other Libor-based derivative products, alleging that defendant banks colluded to misreport and manipulate Libor rates;
- Representation, as lead counsel, of a class of consumers in connection with *In re Reformulated Gasoline (RFG) Antitrust and Patent Litigation and Related Actions*. This case involves Unocal's manipulation of the standard-setting process for low-emissions reformulated gasoline in California, which increased retail prices of reformulated gasoline. The court recently approved a preliminary settlement of \$48 million in this litigation; and
- Representation, as a lead counsel, of consumer classes in connection with antitrust proceedings against Microsoft. These litigations resulted in settlements totaling nearly a billion dollars for consumers in Florida, New York, Tennessee, West Virginia and Minnesota, where the litigation proceeded to trial.

Ms. Kosharskyy is admitted to the New York State Bar, the United States District Courts for the Southern and Eastern Districts of New York, the United States District Court for the District of New Jersey, and the New Jersey State Bar. She graduated from Boston University (B.A., 2000) and from New York Law School (J.D., 2007). She is fluent in Russian.



Sarah G. Lopez is an associate in our New York office focusing on securities litigation. Ms. Lopez joined the firm in 2006.

Recent cases on which Ms. Lopez has worked include:

- Representation, as lead counsel, in a securities class action against Hewlett-Packard on behalf of investors. The lawsuit alleges that public statements about Hewlett-Packard's standards of business conduct, and warnings of the risks to the Company of key personnel departures, were false or misleading. This litigation is ongoing;
- Representation, as lead counsel, in the securities class action *In Re Herley Industries Inc. Securities Litigation* on behalf of investors. This litigation resulted in a recovery of \$10 million for the class; and
- Representation, as lead counsel, of a class of investors in a hedge fund, Lipper Convertibles, L.P., which fraudulently overstated its investment performance, in *In re Serino v. Lipper et al.* This litigation resulted in a \$29.9 million recovery for the class.

Prior to joining KM, Ms. Lopez practiced at Wilson, Elser, Moskowitz, Edelman & Dicker, LLP where her practice primarily focused on professional liability defense with a concentration on defending accountants and experience in defending directors and officers in shareholder derivative suits. Ms. Lopez's focus on accountants liability encompassed defending accounting firms against claims of negligence and fraud in connection with audit services provided to both profit and not-for profit entities as well as consulting services and tax preparations services provided to individuals and commercial entities.

During her time at Wilson Elser, Ms. Lopez also advised clients in connection with responding to subpoena requests issued in various investigations by government agencies such as the U.S. Attorney, SEC and NYS Attorney General. Ms. Lopez also has experience with ERISA matters and has experience representing Plaintiffs asserting commercial claims for breach of contract and various business torts. Finally, Ms. Lopez has extensive experience litigating matters at every phase of an action from commencement through the appellate process, in both New York State and Federal Court as well as before various arbitration tribunals.

Ms. Lopez is admitted to the New York State Bar, the United States District Courts for the Southern and Eastern Districts of New York, and the New Jersey State Bar. She graduated from Colgate University (B.A., 1998) and from St. John's University (J.D., 2003).



Beverly Tse Mirza is an associate based in our New York office focusing on antitrust and securities litigation. Ms. Mirza joined the firm in 2004.

Recent cases on which Ms. Mirza has worked include:

- Representation, as lead counsel, of a class of consumers in connection with *In re Reformulated Gasoline (RFG) Antitrust and Patent Litigation and Related Actions*. This case involves Unocal's manipulation of the standard-setting process for low-emissions reformulated gasoline in California, which increased retail prices of reformulated gasoline. This litigation resulted in a \$48 million recovery for the class;
- Representation, as co-lead counsel, of exchange-based investors in futures, swaps, and other Libor-based derivative products, alleging that defendant banks colluded to misreport and manipulate Libor rates;
- Representation, as one of the firms with primary responsibility for the case, of a class of purchasers of computers containing Intel's microprocessor chips in *Coordination Proceedings Special Title, Intel x86 Microprocessor Cases*. This litigation is ongoing;
- Representation, as executive committee member, of a class of retailers in *In re Chocolate Confectionary Antitrust Litigation*, alleging price fixing claims against a group of chocolate manufacturers in the United States and abroad;
- Representation of a union pension fund as lead plaintiff in *In re Moody's Corporation Securities Litigation*, a securities class action arising from Moody's misrepresentation about and in the course of its rating of mortgage-related securities. Classwide losses are estimated to be in the billions;
- Representation, as a lead counsel, of a class of sellers in *In re Ebay Seller Antitrust Litigation*, alleging monopolization claims against Ebay;
- Representation of an objector to the settlement in *Reynolds v. Beneficial National Bank* in the United States Northern District Court for the District of Illinois. Ms. Mirza and KM were lauded by the presiding judge for their "intelligence and hard work," and for obtaining "an excellent result for the class."

Ms. Mirza is admitted to the California State Bar and the United States District Courts for the Northern and Central Districts of California. Her practice is supervised by members of the State Bar of New York. She graduated from California State University of Los Angeles *magna cum laude* (B.S., 2000) and from California Western School of Law (J.D., 2004).



Christopher S. Studebaker is an associate in our New York office focusing on antitrust and securities litigation. Mr. Studebaker joined the firm in 2007.

Recent cases on which Mr. Studebaker has worked include:

- Representation of the State of Michigan in a lawsuit filed in Michigan State Court against McKesson Corporation, Hearst Corporation, and First DataBank. The case alleges that each defendant caused false claims to be submitted to the Michigan Medicaid program, and the overpayment of Medicaid pharmacy claims;
- Representation, as lead counsel, of a group of Singapore-based investors in a class action lawsuit against Morgan Stanley pertaining to \$154.7 million of notes issued by Cayman Islands-registered Pinnacle Performance Ltd. Plaintiffs allege that Morgan Stanley engineered the Pinnacle Notes, which it marketed as a safe and conservative investment, to fail, investing the money into synthetic collateralized debt obligations linked to risky companies including subprime mortgage lenders and Icelandic banks, while actively shorting the same assets and betting against their clients;
- Representation, as lead counsel, in *In Re Herley Industries Inc. Securities Litigation* on behalf of investors. This litigation resulted in a recovery of \$10 million;
- Representation of direct purchasers against Becton Dickinson for alleged monopolization of the hypodermic syringe market. This litigation is ongoing;
- Representation of California consumers against Intel for alleged monopolization of the X86 microprocessor chip market. This litigation is ongoing; and
- Representation of consumers against TFT-LCD manufacturers for alleged price-fixing of the TFT-LCD market. This litigation is ongoing.

Before joining the firm, Mr. Studebaker worked as an associate with an antitrust and consumer protection boutique, and served at the U.S. Department of Commerce. Prior to attending law school, Mr. Studebaker worked and studied in Japan.

Mr. Studebaker is admitted to the New York State Bar, the Washington State Bar, the United States District Court for the Southern District of New York, and the United States Court of Appeals for the Second Circuit. He is a member of the Asian American Bar Association of New York. Mr. Studebaker graduated from Georgetown University (B.S.F.S., 1997, *cum laude*), Waseda University (M.A., 2001), and University of Kansas (J.D., 2004), where he was Managing Editor of the Journal of Law & Public Policy. He is fluent in Japanese.



Meghan Summers is an associate based in our New York office focusing on securities and antitrust litigation. Ms. Summers previously worked at the firm as a paralegal and law clerk before joining the firm in September 2012 as an associate.

Recent cases on which Ms. Summers has worked include:

- *Dandong v. Pinnacle Performance Limited*, a class action lawsuit against Morgan Stanley pertaining to \$154.7 million of notes issued by Pinnacle Performance Ltd. Plaintiffs allege that Morgan Stanley engineered the Pinnacle notes, which it marketed as a safe investment, to fail, investing money into collateral debt obligations linked to risky companies, while actively shorting the same assets and betting against their clients; and
- *In re Cathode Ray Tube (CRT) Antitrust Litigation*, a class action lawsuit on behalf of consumers of cathode ray tube (CRT) products who were harmed by an alleged price-fixing conspiracy among CRT manufacturers.

As a law clerk, Ms. Summers worked on a variety of matters including *In re Citigroup Inc. Securities Litigation*, *In re Wachovia Corporation*, *In re Libor-Based Financial Instruments Antitrust Litigation*, *Dandong v. Pinnacle Performance Limited*, and private antitrust proceedings against Microsoft in the United States and Canada.

Ms. Summers is awaiting admission to the New York State Bar. Her practice is supervised by members of the State Bar of New York. She graduated from Cornell University *summa cum laude* where she was ranked first in her major (B.S., 2008) and from Pace University School of Law *summa cum laude* where she was Salutatorian of her class (J.D., 2012).



Edward M. Varga, III is an associate based in our New York office focusing on securities and antitrust litigation. Mr. Varga joined the firm in 2006.

Recent cases on which Mr. Varga has worked include:

- Representation, as lead counsel, in the securities class action *In Re Herley Industries Inc. Securities Litigation* on behalf of investors. This litigation resulted in a recovery of \$10 million for the class;
- Representation of companies that offered IPO securities in antitrust litigation against the 27 largest investment banks in the United States. Plaintiffs allege that the banks conspired to price fix underwriting fees in the mid-sized IPO market; and
- Representation of the NY State Common Retirement Fund as lead plaintiff in *In re National City Corporation Securities, Derivative & ERISA Litigation*, a securities class action arising from National City's issue of alleged materially false and misleading statements regarding the Company's business, including the extent of its exposure to subprime mortgage related losses. This case recently resulted in a settlement of \$168 million.

Mr. Varga is admitted to the New York State Bar, the United States District Court for the Southern District of New York, and the United States Court of Appeals for the Second Circuit. He graduated from Cornell University (B.S., 2000) and from New York University Law School (J.D., 2006).



J. Brandon Walker is an associate based in our New York office focusing on securities litigation. Mr. Walker joined the firm in 2012.

Some cases in which Mr. Walker is currently involved include:

- Representation, as co-lead counsel, of exchange-based investors in futures, swaps, and other LIBOR-based derivative products, alleging that defendant banks colluded to misreport and manipulate LIBOR rates;
- Representation, as lead counsel, of an asset manager in a securities class action against Omnicare related to whistleblower allegations that the Company has committed Medicare and Medicaid fraud; and
- Representation, as lead counsel, of an asset manager in a securities class action against Eaton Corporation. The lawsuit alleges that Eaton issued false and misleading statements concerning its executives' involvement in a scheme to improperly influence a Mississippi state court judge in litigation the Company had initiated against rival manufacturer Frisby Aerospace, Inc.

Prior to joining KM, Mr. Walker practiced at Motley Rice LLC, where his work focused on complex securities fraud class actions, merger and acquisition cases, and shareholder derivative suits. Mr. Walker represented private investors, public pension funds, banks, unions and other institutional investors in numerous cases, including: *In re Allion Healthcare Inc. Shareholders Litigation*; *In re Alberto Culver Company Shareholder Litigation*; *In re Atheros Communications, Inc. Shareholder Litigation*; *Bennet v. Sprint Nextel Corp., et al.*; *In re Boston Scientific Corporation Securities Litigation*; *In re Coca-Cola Enterprises, Inc., Shareholders Litigation*; *Cornwell v. Credit Suisse Group, et al.*; *Erste-Sparinvest KAG v. Netezza Corp., et al.*; *In re Force Protection Derivative Litigation*; *Hill v. State Street Corporation*; *Landesbank Baden-Württemberg v. Goldman, Sachs & Co., et al.*; *Manville v. Omnicare, et al.*; *In re Regions Financial Corp. Derivative Litigation*; and *In re RehabCare Group, Inc., Shareholders Litigation*.

Prior to his time at Motley Rice, Mr. Walker served as a law clerk to the Honorable Carl Horn III, of the U.S. District Court for the Western District of North Carolina in 2005. Additionally, as a law student, he conducted extensive research on the mutual fund industry with an emphasis on corporate governance and conflicts of interest, and was a volunteer on *In re Holocaust Victim Assets Litigation*, a suit against Germany, Austria and two Swiss banks on behalf of more than 4,000 Holocaust survivors.

Mr. Walker is admitted to the New York State Bar, the South Carolina Bar, the United States Courts of Appeals for the First and Second Circuits, and the United States District Courts for the Eastern and Southern Districts of New York. He graduated from New York University (B.A., 2003), from Wake Forest University Graduate School of Management (M.B.A., 2008) and from Wake Forest University School of Law (J.D., 2008).

Client & Adversary Recognition

KM received the highest available commendations from the City of NY four years in a row for its work on the AWP Litigation. In each of those four years, KM's efforts on the City's behalf received the overall rating of "excellent". The City elaborated, "*Kirby did a truly excellent job and the results reflect that*".

"The case has been in front of the Supreme Court of the United States once, and in front of the Ninth Circuit no fewer than three times. Throughout, [KM] has . . . brought a considerable degree of success . . . and thwarted attempts by other counsel who sought to settle . . . and destroy a potential billion dollars of class rights."

Plaintiff / client, Epstein v. MCA, Inc.

"[The KM firm] proved to be a highly able and articulate advocate. Single-handedly, [KM] was able to demonstrate not only that [KM's] client had a good case but that many of the suspicions and objections held by the Nigerian Government were ill-founded."

English adversary in The Nigerian Cement Scandal

"[KM] represented us diligently and successfully. Throughout [KM's] representation of our firm, [KM's] commitment and attention to client concerns were unimpeachable."

**European institutional defendant /client
involved in a multi-million dollar NASD arbitration**

"Against long odds, [KM] was able to obtain a jury verdict against one of the larger, more prestigious New York law firms."

**Plaintiff / client,
Vladimir v. U.S. Banknote Corporation**

"[KM] represented our investors with probity, skill, and diligence. There is too much money involved in these situations to leave selection of class counsel to strangers or even to other institutions whose interests may not coincide."

**Plaintiff / institutional client,
In re Cendant Corporation PRIDES Litigation**

Notables

The firm has repeatedly demonstrated its ability in the field of class litigation and our success has been repeatedly recognized. For example:

In re Citigroup Inc Securities Litigation, 07-cv-9901 (S.D.N.Y.). Lead counsel. \$590 million settlement (subject to final court approval).

In re National City Corporation Securities, Derivative & ERISA Litigation, 08-cv-70004 (N.D. Oh). Lead counsel. \$168 million settlement.

In re Wachovia Equity Securities Litigation, 08-cv-6171 (S.D.N.Y.). Lead counsel. \$75 million settlement.

In re J.P. Morgan Chase Cash Balance Litigation, 06-cv-732 (S.D.N.Y.). Co-lead counsel.

“Plaintiff’s counsel operated with a strong, genuine belief that they were litigating on behalf of a group of employees who had been injured and who needed representation and a voice, and, at great expense to [themselves], made Herculean efforts on behalf of the class over years...they’re to be commended for their fight on behalf of people that they believed had been victimized.”

In re Pfizer Inc. Shareholder Derivative Litigation, 09-cv-7822 (S.D.N.Y.). Pfizer agreed to pay a proposed settlement of \$75 million and to make groundbreaking changes to the Board’s oversight of regulatory matters.

In re Bisys Securities Litigation, C.A. No. 04-CV-3840 (S.D.N.Y. 2007). Co-lead counsel, \$66 million settlement.

“In this Court’s experience, relatively few cases have involved as high level of risk, as extensive discovery, and, most importantly, as positive a final result for the class members as that obtained in this case.”

In re AT&T Corp. Securities Litigation, C.A. No. 00-CV-8754 (S.D.N.Y. 2006). Sole counsel, \$150 million settlement.

In re Adelpia Communications, Inc. Securities Litigation, No. 04 CV 05759 (S.D.N.Y. 2006). Co-lead counsel, \$455 million settlement.

“[T]hat the settlements were obtained from defendants represented by ‘formidable opposing counsel from some of the best defense firms in the country’ also evidences the high quality of lead counsels’ work.”

Lapin v. Goldman Sachs. 04-cv-2236 (S.D.N.Y.). Co-lead counsel. \$29 million settlement.

Montoya v. Herley Industries, Inc., 06-cv-2596 (E.D. Pa). Lead counsel. \$10 million settlement.

Carnegie v. Household International Inc., et al., 98 C 2178 (EEB)(N.D.Ill. 2006). Co-lead counsel, \$39 million settlement:

“Since counsel took over the representation of this case . . . , they have pursued this case, conducting discovery, hiring experts, preparing for trial, filing

motions where necessary, opposing many motions, and representing the class with intelligence and hard work. They have obtained an excellent result for the class.”

Dutton v. Harris Stratex Networks Inc. et al, 08-cv-00755 (D.Del). Lead counsel. \$8.9 million settlement.

In re Isologen Inc. Sec. Litig., 05-cv-4983 (E.D. Pa.). Lead counsel. \$4.4 million settlement.

In re Textron, Inc. Securities Litigation. 02-cv-0190 (D.R.I.). Co-lead counsel. \$7 million settlement.

Argent Convertible Classic Arbitrage Fund, L.P. v. Amazon.com, Inc. et al., CV No. 01-0640L (W.D. Wash. Oct. 20, 2005). Lead counsel for class of convertible euro-demoninated bond purchase. \$20 million settlement.

Muzinich & Co., Inc. et al. v. Raytheon Company et al., No. C-01-0284-S-BLW (D. Idaho 2005). Co-lead counsel. \$39 million settlement.

Gordon v. Microsoft Corporation, Civil No. 00-5994 (Minn. Dist. Ct., Henn. Co. 2004). Co-lead counsel; \$175 million settlement following two months of trial.

In re Visa Check/MasterMoney Antitrust Litigation, 96-CV-5238 (E.D.N.Y. 2003) \$3 billion monetary settlement; injunctive relief.

In re Florida Microsoft Antitrust Litig., Case No. 99-27340 CA 11 (Fl. Cir. Ct. 11th Cir., Miami/Dade Co. 2003). Co-lead counsel. \$200 million settlement of antitrust claims.

In re Churchill Securities, Inc. (SIPA Proceeding), Case No. 99 B 5346A (Bankr. S.D.N.Y. 2003: Sole Counsel; recovered over \$9 million for 500+ victims of pyramid scheme perpetrated by defunct brokerage firm.

In re Laidlaw Bondholder Securities Litigation, 00 cv 2518-17 (D. S.C. 2002). Lead counsel; \$42.8 million settlement.

Cromer Finance v. Berger et al. (In re Manhattan Fund Securities Litigation), 00 cv 2284 (S.D.N.Y. 2002). Co-lead counsel; \$32 million settlement.

In re Boeing Securities Litigation, 97 cv 715 (W.D. Wash. 2001). \$92.5 million settlement.

In re MCI Non-Subscriber Telephone Rates Litigation, MDL No. 1275 (S.D. Ill. 2001). Chairman of steering committee; \$88 million settlement.

In re General Instrument Corp. Securities Litigation, 01 cv 1351 (E.D. Pa. 2001). Co-lead counsel; \$48 million settlement.

In re Bergen Brunswick/Bergen Capital Trust Securities Litigation, 99 cv 1305 and 99 cv 1462 (C.D. Cal. 2001). Co-lead counsel; \$42 million settlement.

Steiner v. Aurora Foods, 00 cv 602 (N.D. Cal. 2000). Co-lead counsel; \$36 million settlement.

Gerber v. Computer Associates International, Inc., No. 91 C 3610 (E.D.N.Y. 2000). Multi-million dollar jury verdict in securities class action.

Rothman v. Gregor, 220 F.3d 81 (2d Cir. 2000). Principal counsel of record in appeal that resulted in first ever appellate reversal of the dismissal of a securities fraud class action under the Securities Reform Act of 1995.

Bartold v. Glendale Federal Bank, (2000) 81 Cal.App.4th 816. Ruling on behalf of hundreds of thousands of California homeowners establishing banks' duties regarding title reconveyance; substantial damages still to be calculated in this and related cases against other banks for failures to have discharged these duties.

In re Cendant Corporation PRIDES Litigation, 51 F. Supp. 2d 537, 542 (D. N.J. 1999). Lead counsel, \$340 million settlement. The court said:

“[R]esolution of this matter was greatly accelerated by the creative dynamism of counsel.” * * * “We have seen the gifted execution of responsibilities by a lead counsel.”

In re Waste Management, Inc. Securities Litigation, No. 97C 7709 (N.D. Ill. 1999). Co-lead counsel, \$220 million settlement.

“...[Y]ou have acted the way lawyers at their best ought to act. And I have had a lot of cases... in 15 years now as a judge and I cannot recall a significant case where I felt people were better represented than they are here... I would say this has been the best representation that I have seen.”

In re Bennett Funding Group Securities Litigation, No. 96 Civ. 2583 (1999). Co-lead counsel; \$140 million in settlements to date (\$125 million recovered from Generali U.S. Branch, insurer of Ponzi scheme instruments issued by Bennett Funding Group; \$14 million settlement with Mahoney Cohen, Bennett's auditor). Case continuing against other defendants.

In re MedPartners Securities Litigation, CV-98-06364 (Ala. June 1999). Co-lead counsel; \$56 million settlement.

In re MTC Electronic Technologies Shareholder Litigation, No. CV-93-0876 (E.D.N.Y. October 20, 1998). Co-lead counsel; settlement in excess of \$70 million.

Skouras v. Creditanstalt International Advisers, Inc., et al., NASD Arb., No. 96-05847 (1998). Following an approximately one month hearing, successfully defeated multi-million dollar claim against major European institution.

In re Woolworth Corp. Securities Class Action Litigation, 94 Civ. 2217 (RO) (S.D.N.Y. Sept. 29, 1997). Co-lead counsel; \$20 million settlement.

In re Archer Daniels Midland Inc. Securities Litigation, C.A. No. 95-2877 (C. D. Ill. April 11, 1997). Co-lead counsel; \$30 million settlement.

Vladimir v. U.S. Banknote Corp., No. 94 Civ. 0255 (S.D.N.Y. 1997). Multi-million dollar jury verdict in § 10(b) action.

In re Archer Daniels Midland Inc. Securities Litigation, C.A. No. 95-2877 (C. D. Ill. April 11, 1997). Co-lead counsel; \$30 million settlement.

Vladimir v. U.S. Banknote Corp., No. 94 Civ. 0255 (S.D.N.Y. 1997). Multi-million dollar jury verdict in § 10(b) action.

Epstein et al. v. MCA, Inc., et al., No. 92-55675, 50 F.3d 644 (9th Cir. 1995) *rev'd and remanded on other grounds, Matsushita Electric Industrial Co., Ltd. et al. v. Epstein et al.*, No. 94-1809, 116 S. Ct. 873 (February 27, 1996). Sole counsel. Appeal resulted in landmark decision concerning liability of tender offeror under section 14(d)(7) of the Williams Act, SEC rule 14d-10 and preclusive effect of a release in a state court proceeding. In its decision granting partial summary judgment to plaintiffs, the court of appeals for the Ninth Circuit stated:

“The record shows that the performance of the Epstein plaintiffs and their counsel in pursuing this litigation has been exemplary.”

In re Abbott Laboratories Shareholder Litigation, No. 92-C-3869 MEA, Fed. Sec. L. Rep. P 98973 (N.D. Ill. 1995). Co-lead counsel; \$32.5 million settlement:

“The record here amply demonstrates the superior quality of plaintiffs’ counsel’s preparation, work product, and general ability before the court.”

In re Morrison Knudsen Securities Litigation, No. CV 94-334-S-EJL (D. Id. 1995). Co-lead counsel; approximately \$68 million settlement.

In re T2 Medical Inc. Securities Litigation, No. 1:94-CV-744-RLV (N.D. Ga. 1995). Co-lead counsel; approximately \$50 million settlement.

Gelb v. AT&T, 90 Civ. 7212 (LMM) (S.D.N.Y. 1994). Landmark decision regarding filed rate doctrine leading to injunctive relief.

In re International Technology Corporation Securities Litigation, CV 88-40-WPG, (C.D. Cal. 1993). Co-lead counsel; \$13 million settlement.

Colaprico v. Sun Microsystems, No. C-90-20710 (SW) (N.D. Cal. 1993). Co-lead counsel; \$5 million settlement.

Steinfink v. Pitney Bowes, Inc., No. B90-340 (JAC) (D. Conn. 1993). Lead counsel; \$4 million settlement.

In re Jackpot Securities Enterprises, Inc. Securities Litigation, CV-S-89-05-LDG (RJJ) (D. Nev. 1993). Lead counsel; \$3 million settlement.

In re Nordstrom Inc. Securities Litigation, No. C90-295C (W.D. Wa. 1991). Co-lead counsel; \$7.5 million settlement.

United Artists Litigation, No. CA 980 (Sup. Ct., L.A., Cal.). Trial counsel; \$35 million settlement.

In re A.L. Williams Corp. Shareholders Litigation, Consolidated, C.A. No. 10881 (Delaware. Ch. 1990). Lead counsel; benefits in excess of \$11 million.

In re Triangle Inds., Inc., Shareholders’ Litigation, C.A. No. 10466 (Delaware. Ch. 1990). Co-lead counsel; recovery in excess of \$70 million.

Schneider v. Lazard Freres, (N.Y. Sup. 1990). Co-lead counsel. Landmark decision concerning liability of investment bankers in corporate buyouts; \$55 million settlement.

Rothenberg v. A.L. Williams, C.A. No. 10060 (Delaware. Ch. 1989). Sole counsel; benefits of at least \$25 million to the class.

Kantor v. Zondervan Corporation, C.A. No. 88 C5425 (W.D. Mich. S.D. 1989). Sole counsel; recovery of \$3.75 million.

King v. Advanced Systems, Inc., C.A. No. 84 C10917 (N.D. Ill. E.D. 1988). Lead counsel; recovery of \$3.9 million (representing 90% of damages).

Straetz v. Cordis, 85-343 Civ. (SMA) (S.D. Fla. 1988). Lead counsel:

“I want to commend counsel and each one of you for the diligence with which you’ve pursued the case and for the results that have been produced on both sides. I think that you have displayed the absolute optimum in the method and manner by which you have represented your respective clients, and you are indeed a credit to the legal profession, and I’m very proud to have had the opportunity to have you appear before the Court in this matter.”

In re Flexi-Van Corporation, Inc. Shareholders Litigation, C.A. No. 9672 (Delaware. Ch. 1988). Co-lead counsel; \$18.4 million settlement.

Entezed, Inc. v. Republic of Nigeria, I.C.C. Arb. (London 1987). Multi-million dollar award for client.

In re Carnation Company Securities Litigation, No. CV84-6913 (FW) (C.D. Cal. 1987). Co-lead counsel; \$13 million settlement.

In re Data Switch Securities Litigation, B84 585 (RCZ) (D. Conn. 1985). Co-lead counsel; \$7.5 million settlement.

Stern v. Steans, 80 Civ 3903 (GLG). The court characterized the result for the class obtained during trial to jury as “unusually successful” and “incredible” (Jun 1, 1984).

In re Datapoint Securities Litigation, SA 82 CA 338 (W.D. Tex.). Lead Counsel for a Sub-Class; \$22.5 million aggregate settlement.

Malchman, et al. v. Davis, et al., 77 Civ. 5151 (S.D.N.Y., June 8, 1984) (TPG):

“It is difficult to overstate the far-reaching results of this litigation and the settlement. Few class actions have ever succeeded in altering commercial relationships of such magnitude. Few class action settlements have even approached the results achieved herein.... In the present case, the attorneys representing the class have acted with outstanding vigor and dedication . . . Although the lawyers in this litigation have appeared considerably more in the state courts than in the federal court, they have appeared in the federal court sufficiently for me to attest as to the high professional character of their work. Every issue which has come to this court has been presented by both sides with a thoroughness and zeal which is outstanding In sum, plaintiffs

and their attorneys undertook a very large and difficult litigation in both the state and federal courts, where the stakes were enormous. This litigation was hard fought over a period of four years. Plaintiffs achieved a settlement which altered commercial relationships involving literally hundreds of millions of dollars.”

* * *

Exhibit F

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

IN RE CITIGROUP
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

**DECLARATION OF ANDREW J. ENTWISTLE FILED
ON BEHALF OF ENTWISTLE & CAPPUCCI LLP IN SUPPORT
OF APPLICATION FOR AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES**

I, Andrew J. Entwistle, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Entwistle & Cappucci, LLP which represents plaintiffs in this litigation. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this litigation.

2. My firm, which served as counsel for the Public Employees' Retirement Association of Colorado ("Colorado PERA") and the Tennessee Consolidated Retirement System ("TCRS") in this litigation, was extensively involved in pursuing federal securities law claims against defendants from the commencement of the action through the mediated settlement of the claims.

The Firm's Pre-Complaint Investigation

3. Immediately following Citigroup Inc.'s ("Citigroup") November 2007 disclosure of \$43 billion in previously concealed exposure to super senior collateralized debt obligations ("CDOs") backed by subprime Residential Mortgage-Backed Securities ("RMBS"), our firm commenced an exhaustive investigation into possible legal claims on behalf of Colorado PERA and TCRS. Both Colorado PERA and TCRS had significant investments in Citigroup securities

and wanted to ensure that their financial interests and the interests of similarly-situated shareholders were protected through possible legal remedies against Citigroup and its executives. Our firm worked closely with Colorado PERA's General Counsel and Chief Operating Officer, Gregory A. Smith, and Gina Barham of the Tennessee Attorney General's Office in exploring these potential legal claims.

4. The attorneys at our firm engaged in a thorough investigation and analysis of Citigroup's mortgage and securitization businesses, and the company's disclosures about these business units from 2004 through 2007. This pre-complaint investigation included the review and analysis of (i) Citigroup's relevant period filings with the United States Securities and Exchange Commission ("SEC") and the London Stock Exchange, (ii) company press releases and transcripts of company press conferences and analyst conference calls, (iii) securities analyst reports concerning Citigroup and its mortgage and securitization businesses, and (iv) news articles and other publications disseminated by or concerning Citigroup during the relevant period. Our firm also consulted with banking, auditing, and accounting experts concerning Citigroup's business operations and audited financial statements to determine whether the company had complied with Generally Accepted Auditing Standards ("GAAS") and Generally Accepted Accounting Standards ("GAAP").

5. Based on this analysis, the firm determined that Citigroup and certain of its executives had failed adequately to disclose information and/or made affirmative misrepresentations in its SEC filings and other public statements from 2004 through 2007. These alleged omissions and misrepresentations concerned Citigroup's significant exposure to subprime RMBS, CDOs backed by subprime RMBS, and off-balance-sheet special investment

vehicles that utilized subprime mortgages as underlying collateral (“SIVs”).

6. Our firm’s investigation also found factual support for the conclusion that Citigroup had failed to disclose secret repayment guarantees on commercial paper backed by subprime mortgages issued during this same four-year period (the “liquidity puts”). Based on our review of Citigroup’s relevant period financial statements and our consultation with auditing and accounting experts, the firm also concluded that Citigroup had violated relevant GAAP and SEC reporting requirements in its accounting for the SIV’s and liquidity puts.

The Class Action Complaint and Motion for Lead Plaintiff Appointment

7. The firm’s exhaustive factual and legal investigation culminated in the drafting of a detailed 162-page class action complaint against Citigroup and certain of its former and current employees. The complaint was filed on January 7, 2008 in the United States District Court for the Southern District of New York on behalf of Colorado PERA, TCRS, and the European-based public pension funds (i) Sjunde AP-Fonden (7th Swedish National Pension Fund), (ii) Fjärde AP-Fonden (4th Swedish National Pension Fund), and (iii) Pensionskassernes Administration A/S (Danish pension fund) (collectively, the “European pension funds”), that also had significant investments in Citigroup securities during the relevant period. In addition to these named plaintiffs, the complaint sought to represent a putative class of investors who purchased or otherwise acquired Citigroup common stock during the period from January 2, 2004 through November 21, 2007, and were damaged by the alleged misrepresentations and omissions of the company and certain of its executives.

8. The class action complaint asserted claims under Sections 10(b), 20(a), and 20A of the Securities Exchange Act of 1934 (“Exchange Act”) against Citigroup and the following Citigroup executives during the alleged class period: (i) Charles Prince (Chief Executive Officer (“CEO”) and Chairman), (ii) Sallie Krawcheck (Chief Financial Officer (2004-2007) and Chairman and CEO of the Global Wealth Management Division); (iii) Gary Crittenden (Chief Financial Officer), (iv) Todd Thomson (CEO of the Global Wealth Management Division (2004-2007)), (v) Robert Druskin (Chief Operating Officer), (vi) Thomas Maheras (co-Chairman and co-CEO of Citi Markets & Banking), (vii) Michael Klein (co-Chairman and co-CEO of Citi Markets & Banking), (viii) David Bushnell (Senior Risk Officer and Chief Administrative Officer), (ix) John Gerspach (Chief Accounting Officer and Controller), (x) Stephen Volk (Vice Chairman and Senior Advisor at Citi Markets & Banking), and (xi) George David (member of Citigroup’s Board of Directors). The complaint also named KPMG LLP as a defendant for its role as Citigroup’s outside auditor for fiscal years 2003 through 2006 (collectively, the “Defendants”).

9. The Firm also analyzed the Citigroup common stock trading data of Colorado PERA, TCRS, and the European pension funds to determine whether their financial interests supported a motion for appointment as lead plaintiffs for the investor class. Colorado PERA, TCRS, and the European pension funds had all purchased their class period Citigroup stock on the open market. Through our analysis of this trading data, the firm had a basis to conclude that Colorado PERA, TCRS, and the European pension funds had the largest financial interest in the outcome of the litigation and were best suited for appointment as lead plaintiffs. Accordingly, our firm prepared a motion for lead plaintiff appointment, which was filed on January 7, 2008

together with the class action complaint.

10. Additionally, in an effort to further protect the interests of the class, we simultaneously filed a motion to partially lift the automatic stay of discovery imposed by the Private Securities Litigation Reform Act of 1995 (“PSLRA”), and a motion to require Citigroup’s non-party SIV entities to preserve all relevant documents and electronically stored information (“ESI”). The motion to partially lift the PSLRA discovery stay sought the production of any documents or ESI that Defendants produced or would produce to the SEC, the Financial Industry Regulatory Authority, any United States Attorney or State Attorney General’s Office, and/or any other regulatory or governmental agency investigating the facts alleged in our complaint.

11. Extensive briefing ensued between competing movants for lead plaintiff appointment. At an oral argument before this Court on February 8, 2008, I presented the lead plaintiff motion of Colorado PERA, TCRS, and the European pension funds, together with the discovery-related motions intended to preserve documentary evidence relevant to the class claims. On August 19, 2008, the Court appointed certain former employees of Automated Trading Desk, Inc. (the “ATD Group”) as interim lead plaintiffs to represent the Citigroup shareholder class. The Court also appointed the law firm of Kirby McInerney LLP as interim lead counsel.

The Motion for Reconsideration and Discovery Requests

12. The ATD Group had acquired their Citigroup shares in a privately negotiated merger transaction between ATD and Citigroup in 2007. Based on this fact, both Colorado PERA and TCRS were concerned that the ATD Group would be subject to unique defenses at

the class certification stage of the litigation because they may have received material non-public information from Citigroup prior to acquiring their Citigroup shares. After extensive consultation with our firm, Colorado PERA and TCRS decided to move for reconsideration of the Court's lead plaintiff appointment to avoid jeopardizing the certification of the Citigroup investor class.

13. On September 3, 2008, our firm filed a motion for reconsideration of the Court's lead plaintiff appointment, and requested limited discovery on the information possessed by the ATD Group at the time of the merger. As stated in the memorandum of law in support of the reconsideration motion, Colorado PERA and TCRS believed that "limited discovery at [that] stage of the litigation [would] efficiently resolve the ATD Group's adequacy and typicality issues that the Court appropriately recognized [were] likely to resurface during class certification." Additional briefing on the motion for reconsideration ensued between our firm and interim lead counsel.

14. While the motion for reconsideration was pending, the ATD Group filed the Amended Consolidated Class Action Complaint ("CAC") on February 24, 2009. The CAC named many of the same Defendants and asserted most of the same legal claims set forth in our complaint. Defendants moved to dismiss the CAC on March 13, 2009.

15. On August 31, 2009, the Court granted the motion for reconsideration filed by Colorado PERA and TCRS, and permitted limited discovery on the issue of whether "the ATD Group members relied on nonpublic information concerning Citigroup when they ratified the Citigroup-ATD merger." The Court stayed the requested discovery pending resolution of the Defendants' motion to dismiss the CAC. On November 9, 2010, the Court sustained the claims

asserted in the CAC in material part.

16. Pursuant to the Court's Order, on November 16, 2010, the firm served the ATD Group with limited discovery requests on behalf of Colorado PERA and TCRS. The document requests sought any information provided by Citigroup to ATD and/or the ATD Group in connection with the merger of the companies, including information on the contemplated or actual merger consideration and/or the value of Citigroup shares transferred in the merger. The firm also drafted interrogatories seeking the identification of all people who participated in the merger negotiations on behalf of the ATD Group, and all information reviewed and relied upon in connection with ATD's ratification of the merger.

Participation as Class Representatives

17. Following the service of the discovery demands, our firm engaged in extensive discussions with interim lead counsel on behalf of Colorado PERA and TCRS concerning representation of the class. After thorough consultation with our firm, Colorado PERA and TCRS determined they could enhance plaintiffs' ability to obtain certification by joining the ATD Group as proposed class representatives. Their presence ensured at least two experienced and adequate class representatives regardless of the outcome of Defendants' challenges to the ATD Group. Accordingly, Colorado PERA and TCRS agreed to withdraw their motion for reconsideration and discovery requests and join the ATD Group's forthcoming motion for class certification.

18. On July 14, 2011, our firm and interim lead counsel executed and filed a stipulation and proposed order with the Court that withdrew the motion for reconsideration and discovery requests (the "Stipulation"). Under the Stipulation, Colorado PERA and/or TCRS

would serve as Pension Fund Representatives for the class to the extent the court appointed them as class representatives. The Stipulation also provided that our firm would serve as non-lead class counsel for the Pension Fund Representatives. In addition, the Stipulation gave Colorado PERA and TCRS an active voice in the prosecution of the class action by entitling them to attend and participate in strategic meetings, teleconferences, settlement conferences, mediations and Court proceedings to the same extent and manner as the interim lead plaintiffs.

19. Pursuant to the Stipulation, Colorado PERA and TCRS joined the motion for class certification filed by interim lead plaintiffs on July 15, 2011.

The Class Certification Discovery

20. On August 2, 2011, Defendants served comprehensive document requests and interrogatories on Colorado PERA and TCRS concerning their decision to invest in Citigroup securities and join the motion for class certification, among other information. Our firm prepared and served written responses and objections to these discovery requests, and participated in numerous meet and confer sessions with counsel for Defendants concerning the scope of the proposed discovery. Defendants also served multiple deposition notices under Federal Rule of Civil Procedure 30(b)(6) following the interrogatory responses our firm filed on behalf of Colorado PERA and TCRS.

21. The attorneys at our firm engaged in extensive conferences with representatives of Colorado PERA and TCRS in an effort to identify, collect, and produce documents and ESI responsive to Defendants' document requests. This involved the restoration of archived e-mails and other ESI, and the collection and review of thousands of pages of additional hard-copy material from both Colorado PERA and TCRS. From August 2, 2011 through October 5, 2011,

our firm produced over 450,000 pages of material to Defendants in response to their class certification discovery requests.

22. Our attorneys also interviewed multiple current and former employees of Colorado PERA and TCRS to identify appropriate witnesses for Defendants' proposed depositions. This included the collection of voluminous deposition preparation materials and lengthy in-person preparation sessions in New York, Tennessee, and Washington. The attorneys at our firm ultimately presented and defended the following seven deposition witnesses who collectively testified for more than twenty-five hours: (i) Greg Smith (Colorado PERA General Counsel and COO), (ii) James Liptak (Colorado PERA Director of Equities), (iii) Bill Abney (TCRS Assistant Treasurer for Investments), (iv) Michael Keeler (TCRS Director of Equities), (v) Jim Robinson (TCRS Senior Portfolio Manager), (vi) Eddie Hennessee (former TCRS Assistant Treasurer for Investments & Benefits), and (v) Jeremy Conlin (former TCRS Senior Portfolio Manager).

23. Following this class certification discovery, Defendants filed their opposition to class certification which challenged the adequacy of Colorado PERA and TCRS to serve as class representatives. Through coordination with interim lead counsel, our firm drafted a section of the reply memorandum of law in support of class certification that thoroughly responded to Defendants' contentions regarding Colorado PERA and TCRS.

The Mediation and Settlement of the Class Action

24. Defendants approached interim lead counsel about mediation of the federal securities law claims while the motion for class certification was pending. Pursuant to the negotiated Stipulation with Colorado PERA and TCRS, interim lead counsel consulted with our

firm on the mediation process. I engaged in detailed and frequent discussions with interim lead counsel regarding the appropriate choice of mediator, the strengths and weaknesses of the claims, and the interest of Colorado PERA and TCRS in obtaining maximum recovery for the shareholder class. We also worked with interim lead counsel in assessing the appropriate value of the claims based on the expert reports submitted in the case.

25. On March 8, 2012, interim lead counsel and I attended an all day mediation session in New York City with Defendants' counsel and the Honorable Layn Phillips, a retired United States District Judge for the Western District of Oklahoma as mediator. Greg Smith, Colorado PERA's General Counsel and COO, was also present at the mediation and actively participated in the negotiations between the parties. Greg Smith and I were also in constant contact with representatives of TCRS during this initial mediation session. Through these negotiations, the parties largely resolved liability issues in the case.

26. In advance of the second mediation session on April 20, 2012, I regularly consulted with interim lead counsel on issues related to proposed settlement terms and class-wide damages. I also actively participated in the second mediation session on April 20, 2012 with Judge Philips, interim lead counsel, and counsel for Defendants. Greg Smith, who was the Acting Executive Director of Colorado PERA at the time, and Adam Franklin, the Acting General Counsel for Colorado PERA, also attended this second mediation session with me. Damage figures were extensively addressed at the mediation.

27. We also participated in a subsequent telephonic mediation session to resolve various drafting and deal points concerning the proposed settlement. These combined mediation sessions ultimately resulted in a final settlement proposal by Judge Phillips. After detailed

subsequent discussions between my firm, Colorado PERA, TCRS, and interim lead counsel, the proposed settlement offer was accepted by all parties on May 8, 2012.

28. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in this litigation, 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.

29. 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 charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

30. The total number of hours expended on this litigation by my firm through November 23, 2012 is 12,635.85. The total lodestar for my firm is \$6,139,737.75, consisting of \$5,657,693.50 for attorneys' time and \$482,044.25 for professional support staff time.

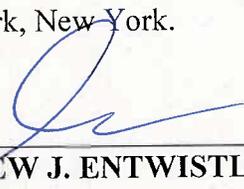
31. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

32. As detailed in Exhibit 2, my firm has incurred a total of \$236,883.54 in unreimbursed expenses in connection with the prosecution of this litigation.

33. 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.

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 litigation.

I declare under penalty of perjury under the laws of New York that the foregoing is true and correct. Executed this 7th day of December, 2012, at New York, New York.



ANDREW J. ENTWISTLE

EXHIBIT 1*In re Citigroup Inc. Securities Litigation*
Case No. 07 Civ. 9901 (SHS)**ENTWISTLE & CAPPUCCI LLP****TIME REPORT**

Inception through November 23, 2012

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
Partners				
Andrew J. Entwistle	1984	2,878.00	\$595	\$ 1,712,410.00
Vincent R. Cappucci	1984	79.80	\$595	\$ 47,481.00
Jonathan H. Beemer	1998	1,187.30	\$575	\$ 682,697.50
Robert N. Cappucci	1993	59.40	\$575	\$ 34,155.00
Richard Gonnello	1998	927.60	\$575	\$ 533,370.00
Richard Nawracaj	1993	466.10	\$575	\$ 268,007.50
Arthur V. Nealon	1973	14.90	\$595	\$ 8,865.50
Craig Nelson	1991	201.50	\$595	\$ 119,892.50
Joshua K. Porter	2001	832.30	\$575	\$ 478,572.50
Johnston deF. Whitman	1994	1,067.40	\$590	\$ 629,766.00
Of Counsel				
Stephen D. Oestreich	1968	238.40	\$590	\$ 140,656.00
Other Attorneys				
Laura J. Babcock	2006	1,968.00	\$375	\$ 738,000.00
Amanda J. Bagatta	2008	13.00	\$375	\$ 4,875.00
James C. Bitanga	2007	71.50	\$375	\$ 26,812.50
Jordan A. Cortez	2005	488.70	\$475	\$ 232,132.50
Professional Support Staff				
Jenifer Carbone		143.80	\$225	\$ 32,355.00
Neave R. Casey		287.70	\$225	\$ 64,732.50
Shannon Casey		484.15	\$225	\$ 108,933.75
Tanya Daly		255.20	\$190	\$ 48,488.00
Madeline B. Gayle		569.35	\$250	\$ 142,337.50
Roy W. Gilchrist		116.20	\$190	\$ 22,078.00
Sylvia Lo		21.45	\$190	\$ 4,075.50
Teresa Maloney		28.40	\$250	\$ 7,100.00
Michael Mezzina		124.60	\$225	\$ 28,035.00

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
Sean K. O'Mara		31.10	\$190	\$ 5,909.00
Sarah Taggart		80.00	\$225	\$ 18,000.00
TOTAL LODESTAR		12,635.85		\$ 6,139,737.75

EXHIBIT 2

In re Citigroup Inc. Securities Litigation
Case No. 07 Civ. 9901 (SHS)

ENTWISTLE & CAPPUCCI LLP**EXPENSE REPORT**

Inception through November 23, 2012

CATEGORY	AMOUNT
Consultants	\$ 144,887.20
Copies and Fax	\$ 6,389.22
Court Fees	\$ 350.00
Court Reporters and Transcripts	\$ 5,268.17
Electronic Discovery/Document Production	\$ 1,983.23
Hand Delivery Charges	\$ 25.82
Investigative Services	\$ 10,837.50
Online Legal Research	\$ 26,177.38
Postage & Express Mail	\$ 2,589.58
Service of Process	\$ 2,308.41
Telephone/Conference Calls	\$ 354.02
Travel, Hotel, Meals	\$ 35,713.01
TOTAL EXPENSES:	\$ 236,883.54

EXHIBIT 3

ENTWISTLE & CAPPUCCI LLP

FIRM RESUME

New York, NY

Overview

Entwistle & Cappucci LLP is a national law firm with top-flight legal representation and exceptional service to clients that include major public corporations, a number of the nation's largest public pension funds, governmental entities, leading institutional investors, domestic and foreign financial services companies, emerging business enterprises and individual entrepreneurs.

The lawyers who founded this firm in 1998 did so with a fresh commitment to excellence, integrity and creativity. Our strong reputation among clients, adversaries and the judiciary is not inherited from prior generations. Instead, we have earned our reputation day-by-day, client-by-client and matter-by-matter. Our approach to the practice of law is business-oriented, pragmatic and collegial.

As an entrepreneurial firm, we approach the issues facing our clients not merely as lawyers but as business owners who understand the realities of the modern business environment. We partner closely with our clients both in forging efficient solutions to the challenges they face and in identifying the opportunities open to them. This practical approach assists our clients in meeting their business objectives and rewards us with a loyal and expanding client roster of which we are immensely proud.

Internally, we maintain a collegial environment that attracts and retains highly qualified lawyers. Equipped with specialized knowledge relating to their respective areas of expertise, our lawyers engage in a robust exchange of ideas aimed at expertly advancing and protecting our clients' interests with the highest degree of professionalism and integrity.

Practice Groups

We organize the firm's lawyers into a number of highly specialized practice groups capable of responding effectively, efficiently and expeditiously to our clients' increasingly diverse needs. Our practice groups, however, do not operate in isolation; teams of lawyers from any number of these specialized groups often work together to provide a seamless interdisciplinary approach that we find critical to effective problem solving.

In the following pages, we provide summaries of our approach to the law in the principal areas of our practice:

- Antitrust Litigation;
- Appeals;
- Bankruptcy Litigation;
- Business and Commercial Litigation;
- Corporate;

- Corporate Governance;
- Governmental Affairs;
- Immigration;
- Insurance Litigation;
- Mergers, Acquisitions, Capital and Exit Strategies;
- Securities Litigation; and
- White Collar Criminal Defense and Internal Investigations.

Antitrust Litigation

We have extensive experience in antitrust litigation, primarily in the areas of price-fixing, market division, tying and monopolization. Our lawyers have also litigated antitrust cases involving zoning, patents and major league baseball licensing among many others, and can offer related counseling.

Appeals

The firm represents clients before state and federal appellate courts across the country. Whether seeking a reversal of an adverse result or the affirmance of a favorable outcome, clients routinely turn to our appellate lawyers for their careful assessment of the viability of an appeal, mastery of the trial court record, well-crafted briefs and effective oral argument.

Bankruptcy Litigation

We have substantial experience litigating complex bankruptcy matters. Among other things, we have represented the Retired Employees Committee in the OMC bankruptcy, equity holders in the American Bank Note bankruptcy and the State of Florida in connection with the Enron bankruptcy. We have also served as special litigation counsel for the Global Crossing Estate Representative in connection with the Global Crossing bankruptcy. In addition, we represented the New York State Common Retirement Fund in the Refco, Inc. bankruptcy and related litigations, and in the Lehman Brothers bankruptcy.

Business and Commercial Litigation

Our commercial litigators are devoted to the creative resolution of complex business disputes on behalf of both corporate entities and individuals. We represent a diverse client base

in a correspondingly broad array of matters. Although the nature of these disputes may vary greatly, our approach to resolving them is consistent. From the outset, we painstakingly marshal the relevant facts, objectively analyze the controlling law, assess the underlying commercial realities and develop a strategy to achieve the client's business objectives as efficiently and expeditiously as possible. Each of our commercial litigators understands this strategy, which is applied to every business dispute we encounter.

Our team approach guarantees that each lawyer knows who is doing what and why they are doing it. This allows us to staff our cases leanly from a deep bench of experienced litigators, and we can rapidly expand or contract our litigation teams as circumstances dictate. However, from start to finish, we maintain a core team of experienced litigators whose overriding objective is to materially advance the client's objectives on a daily basis. "Litigation for litigation's sake" has no place in our pragmatic and business-oriented approach. We understand firsthand that litigating complex business issues is enormously expensive and disruptive. For this reason, we vigilantly explore all available means short of a full-blown litigation to effect expeditious and favorable resolutions to disputes, whether through direct negotiation with our adversaries or some means of alternative dispute resolution, such as mediation or arbitration.

Corporate

We advise clients with respect to general legal matters relating to their business operations, including the proper choice of entity and the formation of corporations, limited liability companies and partnerships; negotiation and documentation of shareholder agreements, limited liability company agreements, partnership agreements, employment agreements and severance agreements; and partnership dissolutions and other business separations.

The firm also negotiates, structures and documents a wide variety of transactions including consulting agreements and many other commercial agreements and contracts that are dictated by the business needs of our clients. For matters involving intellectual property and information technology, we negotiate and document licenses, franchise and distributorship arrangements, consulting agreements and related agreements.

A portion of our client base is comprised of foreign investors who buy and sell U.S.-based assets and businesses. We understand the various challenges facing those making cross-border investments in this country and can structure deals that maximize their opportunities and minimize their exposure, just as we assist domestic businesses explore, develop and engage in business transactions in foreign countries.

Finally, many of our clients have accumulated substantial assets and want to develop comprehensive estate plans that reflect their priorities. We work with individuals and families to integrate personal, business and philanthropic needs into estate planning.

Corporate Governance

We have extensive experience advising public and private institutional clients on corporate governance matters, including board structure and composition, by-law and certificate of incorporation provisions, takeover devices, management remuneration, and accounting and reporting processes. We are well equipped to provide in-depth analyses of governance practices and promote governance issues that best serve the long-term investment objectives of our institutional clients.

We also litigate issues of corporate and board conduct arising from business transactions. These matters can involve issues such as the fairness of the transaction based on both pricing and process; the validity of take-over defenses such as poison pills and defensive restructurings; and the fairness of executive compensation. Such cases commonly include derivative claims alleging that the corporate entity's board of directors breached their fiduciary duties and failed to exercise proper business judgment.

Governmental Affairs

Our governmental affairs practice is national in scope. We represent clients requiring expertise in the development, management and resolution of public policy issues before the governmental community. We work to ensure that our clients have the necessary access to and level of advocacy before decision-makers in government.

Immigration

Immigration issues have proliferated as the global economy increases the demand for skilled foreign workers. We routinely counsel clients in developing strategies to address workplace immigration issues that ensure compliance with the controlling law while facilitating competition in the global marketplace.

Insurance Litigation

We have a long history of representing insurance carriers in the negotiation and litigation of complex coverage matters. In addition, carriers routinely look to our litigators to handle the most challenging claims asserted against their insureds.

We also have served as counsel to the New York State Superintendent of Insurance in his capacity as rehabilitator of troubled insurers. In that capacity, we have been called upon to determine why those insurers failed or faltered, and prosecute actions to recover wasted or misappropriated assets. We also have pursued actions against third parties, including accountants and brokers, for their role in precipitating the failure of these insurers.

Mergers and Acquisitions

We help companies, boards of directors and shareholders/owners manage their interests in mergers, acquisitions, dispositions and leveraged buy-outs. Unique issues confront entrepreneurs and capital providers who engage the firm for its experience in venture capital deals. These include start-up companies, emerging growth companies and mature businesses in a wide variety of industries -- from conventional to those that are technology-based industries. We can represent either portfolio companies or capital providers engaged in equity, mezzanine and/or senior debt financings.

Just as important as helping clients close a deal is helping clients choose the proper exit from a deal which can include sales, public offerings, refinancings, recapitalizations, restructuring or the spinning-off of businesses.

Securities Litigation

The firm fields one of the nation's premier teams of securities litigators. This team has prosecuted a full range of securities matters on behalf of public pension funds and other institutional investors. We represent clients in direct, or opt-out, actions; class actions alleging securities fraud and ancillary matters relating to insolvency and foreign judicial proceedings. We also prosecute shareholder derivative actions alleging breach of fiduciary duty, corporate waste, and self-dealing, among other things. We seek monetary damages for investment losses attributable to fraud as well as corporate governance remedies in the majority of these matters.

Our securities litigators have recovered more than \$3 billion on behalf of investors from some of the most significant securities fraud actions of the past five years, including *In re Royal Ahold Securities Litigation* (a \$1.1 billion recovery), *In re BankAmerica Securities Litigation* (a \$490 million recovery), *In re DaimlerChrysler Securities Litigation* (a \$300 million recovery), *In re CMS Energy Securities Litigation* (a \$200 million recovery), and *In re Dollar General Securities Litigation* (a \$172 million recovery). Our experience and ability in litigating securities matters is demonstrated not only by the results that we have achieved, but also by the roster of institutional clients who seek our advice. We are proud to include a number of the nation's largest and most sophisticated public pension funds among our clients.

Our Securities Monitoring and Reporting Program provides our institutional clients with the most complete information available to evaluate potential courses of action - whether to pursue securities class action litigation as a lead plaintiff; whether to litigate claims directly in a private action; or whether to forego litigation entirely. This program offers regular review of our clients' latest securities holdings in light of emerging market conditions and corporate developments to identify circumstances in which investment losses are likely attributable to fraud. Using this program we calculate client losses under a variety of loss calculation methodologies. We then prepare detailed reports describing, among other things, the factual and legal underpinnings of potential claims; the likelihood of recovering all or a portion of our

client's losses; strategies for resolution; and any opportunities to advocate corporate governance changes.

White Collar

Our white collar criminal defense group has decades of experience representing corporate entities and individuals in criminal investigations and proceedings. This group represents our clients in every phase of a criminal case -- from the inception of an investigation, before the grand jury, at trial and throughout post-trial proceedings. However some of the group's most important and sophisticated work takes place before criminal charges even materialize. Drawing on years of front-line experience, with a credibility developed over years of working with governmental authorities, our lawyers have had considerable success in persuading prosecutors not to pursue criminal charges in the first place -- thus protecting the client from the legal, financial and media fallout of a criminal prosecution.

As former prosecutors and long-time defense lawyers, members of our white collar criminal defense group are also uniquely qualified to conduct internal corporate investigations into suspected wrongdoing or improprieties. Working with accountants, computer forensic and other consultants as needed, our lawyers assist clients in taking a proactive role in uncovering improper conduct by their employees, vendors, officers, directors and others.

SELECTED ATTORNEY BIOGRAPHIES

Partners

Andrew J. Entwistle

Andrew J. Entwistle is a founding partner of the firm. The son of a Scottish coal miner and an American schoolteacher, he received his undergraduate degree from the University of Notre Dame and his law degree from the University of Syracuse College of Law. Mr. Entwistle's practice principally involves the representation of public and private institutional investors in complex litigation and corporate finance and transactional matters.

Over the years, Mr. Entwistle has represented clients including Fortune 100 companies, public and private institutional investors, governmental and individual clients in a variety of corporate finance and transactional matters, and in complex business, securities, antitrust and bankruptcy litigation throughout the United States before federal and state courts, surrogate's and probate courts, grand juries, administrative and regulatory agencies and arbitration panels. For example, Mr. Entwistle's representation of the Colorado Public Employees Retirement Association in *In re Royal Ahold N.V. Securities and ERISA Litigation* led to a recovery of more than \$1.1 billion for his clients. Mr. Entwistle is also actively engaged in the defense of institutional investors and international businesses in complex securities, antitrust, bankruptcy and corporate finance related matters. Having spent years both litigating complex securities fraud and antitrust cases and litigating major coverage cases for insurers and insureds, Mr. Entwistle often now finds himself retained to litigate Directors & Officers and related coverage litigation arising out of rapidly developing complex litigation.

Appointed by Chief Judge Lifland of the United States Bankruptcy Court for the Southern District of New York to serve on the Court's Special Mediation Panel, Mr. Entwistle has actively litigated a number of complex bankruptcy matters including representing the Retired Employees Committee in the OMC Bankruptcy, equity holders in the American Bank Note Bankruptcy and the State of Florida in connection with the Enron Bankruptcy. Mr. Entwistle is also special litigation counsel for the Global Crossing Estate Representative in connection with the Global Crossing Bankruptcy.

Mr. Entwistle has been named to the Martindale-Hubbell Bar Register of Preeminent Lawyers, to the Order of International Fellowship, Who's Who In The World, Who's Who In America, Who's Who In The East, Who's Who In American Law, Who's Who In Practicing Attorneys, Who's Who In Emerging Leaders In America and Who's Who In Finance and Industry. The International Biographical Centre of Cambridge, England named Mr. Entwistle as its International Legal Professional of the Year for 2004 and inducted him into the Centre's International Order of Merit.

Mr. Entwistle serves as a member of the Board of Directors of Hannah & Friends. Mr. Entwistle was also named the 2003 Man of the Year by the Catholic Big Brothers for Boys and

Girls after more than a decade of service on the Board of that organization which service included founding Sports Buddies New York, a partnership between the youth of New York City and athletes from the New York region's professional sports teams. Mr. Entwistle has received special commendations from the President of the United States, the Governors of the States of Georgia and Hawaii, and the New York State Assembly. He also serves as outside counsel to, and is now or has previously acted as a director on several corporate, advisory and charitable boards. Mr. Entwistle is a member of the Board of Directors of the Giuliani Center for Urban Leadership. In addition to membership in the Federal Bar Council and various city, county, state and national bar associations, Mr. Entwistle is a member of the National Association of Public Pension Funds Attorneys and is an Educational Sustainer of the Council of Institutional Investors.

Mr. Entwistle also acts as Northeast Regional Editor for the Defense Research Institute publication *The Business Suit* (from 1998-present), is a member of various bar and business association committees (including speaking on Sarbanes-Oxley to the Federal Bar Council's 2003 Annual Bench and Bar Conference and co-chairing a New York State Bar Association Panel on Alternative Dispute Resolution for the Trial Practice Committee of the State Bar's Commercial and Federal Litigation Section), and he has lectured extensively and has been interviewed by print, radio and television journalists to provide commentary on a variety of general business law, litigation, securities antitrust, bankruptcy and trial issues. In May 2009, Mr. Entwistle was interviewed by the Insider Exclusive on the following topics: the Bernard Madoff Scandal; Wall Street's Meltdown; the American Financial System; and, the Fight to Save Tator's Dodge. In March 2009, Mr. Entwistle was a panelist on the American Bar Association's conference entitled "Implied Repeals of the Antitrust Laws: How Far Are the Courts Willing to Go?" (<http://www.abanet.org/antitrust/at-bb/audio/09/03-09.shtml>). Mr. Entwistle was a member on the Federal Bar Council's 2005 Winter Bench & Bar Planning Committees, he spoke on both the Class Action Litigation and 2008 Cross Border Issues Panels at the Federal Bar Council's 2005 Conference, and he co-chairs the 2008 Supreme Court Review Sub-Committee. Mr. Entwistle is also the author of articles and publications on various legal and business topics, including: "Revisiting Discovery "Best Practices" and Penalties" For The Defense, DRI, August 2010; "Unconscionable Terms Can Be Waived in Arbitration Agreement," *The Business Suit*, DRI, June 2010; Computer Hacker Can Be Sued for Securities Fraud, Second Circuit Rules; New York Appellate Court Reinstates Complaint Based on Adverse Interest Exception to In Pari Delicto Doctrine" *The Business Suit*, DRI, January 4, 2010; "Broad Arbitration Agreement Authorizes Arbitrator to Sanction A Party's Bad Faith Conduct; Absent Class Members Not Entitled Full Access to Attorney's Files; Intentional Spoliation of Evidence May Form Basis for Fraud Claims," *The Business Suit*, DRI, August 25, 2009; "Affiant's 'To My Knowledge' Statement Sufficient to Defeat Summary Judgment; Class Action Waiver Clause in Arbitration Agreement is Unenforceable," *The Business Suit*, DRI, April 13, 2009; "'Stachr' Hikes Burden of Proof to Place Investor on Inquiry Notice," *New York Law Journal*, December 15, 2008; "Potential Securities Fraud: 'Storm Warnings' Clarified," *New York Law Journal*, October 23, 2008; "'Wagoner' In Pari Delicto Defenses Aid Outside Auditors," *New York Law Journal*, August 29, 2008; "Second Circuit Clarifies Pleading Requirements for Scienter in Securities Fraud Class Actions; No Forum Shopping in Insurance Dispute, Second Circuit Says; New York Sets Aside Verdict Imposing Alter Ego Liability," *The Business Suit*, DRI, August 11, 2008; "Long-Arm Statute Does Not Confer Jurisdiction on Foreign Libel Litigant; Crime-Fraud

Exception Pierces Attorney-Client Privilege; New York May Seek Own Separate Arbitration," The Business Suit, DRI, May 16, 2008; "Approaches to Asset Recovery For Pension Fund Subprime Exposure," The NAPPA Report, February 2008; "Injunction Against NHL's Transfer of Website Denied; Republic of Congo's Oil Company Immune from RICO Charges; Discovery of Anonymous Bloggers Denied," The Business Suit, DRI, December 20, 2007; "Ex Parte Communications with Former Employee May Not Merit Disqualification; Accounting Firm Not Subject to Federal Jurisdiction; Statements Made by Employer Privileged," The Business Suit, DRI, September 6, 2007; "Accounting Firm Has Affirmative Duty; New York's Highest Court Rejects Insured's Single-Occurrence Theory," The Business Suit, DRI, May 2, 2007; "Imputation Doctrine No Longer Protects Auditors," The Business Suit, DRI, August 2006; "Merchant Lacks Standing to Assert Antitrust Claims Against Credit Card Companies for Chargeback Fees," The Business Suit, DRI, December 22, 2006; "Thompson Memorandum's Attorneys' Fees Provision Held Unconstitutional," The Business Suit, DRI, August 2006; "Beer Supplier and Distributor Must Arbitrate Dispute Despite New York Law to the Contrary," The Business Suit, DRI, January 5, 2006; "Corporate Exposure and Employment Practices Liability," Mealey's Reinsurance Conference, November 2000; "Distinguishing Valid Fraud Claims From Trumped Up Breach of Contract Actions," The Business Suit, DRI, Winter 2000; "New York Clarifies Its "Borrowing Statute"; New Jersey's "New Business" Rule Declared Alive and Well; Second Circuit Finds Former Corporate Executives Entitled to Fifth Amendment Privilege," The Business Suit, DRI, January 2000; "The Fine Line Between An Auditor's Recklessness and Intent to Deceive," The Business Suit, DRI, Summer 1999; "What a Web We Weave . . . Jurisdiction in Web-Related Litigation," The Business Suit, DRI, Winter 1998; "Red Light, Green Light, 1-2-3: Stop and Go Traffic on the Information Superhighway," The Business Suit, DRI, Winter 1998; "Due Deference -- The Supreme Court Confirms the Post-Daubert Discretion of the Trial Judge as the "Gatekeeper", " The Business Suit, DRI, Winter 1998; "The Inevitable Disclosure Doctrine and the Economic Espionage Act: Emerging Weapons In the Battle to Protect Trade Secrets from Theft and Misappropriation," The Business Suit, DRI, Spring 1998; "Covenants Not to Compete and the Duty of Loyalty," (DRI Spring 1997 Conference Chicago); "New York Business Law Update 1997," (New York State Society of CPA's); "New York Business Law Update 1998," (New York State Society of CPA's); "Excess Insurers Late Notice and Prejudice, American Home Puts The Issue to Rest," New York Law Journal, July 1993; and "Managing the Risks of Accountants Liability, A Legal Perspective," New York Society of CPA's, 1993, 1995, 1997, 1998. In 2005 the Texas State Bar Association asked Mr. Entwistle to videotape a talk on disaster related issues to assist lawyers and other professionals in the wake of Hurricane Katrina. The videotape also received broad distribution by the State of Mississippi Governor's office.

After a brief tenure in the District Attorney's office, Mr. Entwistle became a lead trial and appellate attorney at Wilson Elser Moskowitz Edelman & Dicker, trying a broad variety of commercial, securities, insurance, fraud and government-related matters. During the following years with the Mudge Rose firm, Mr. Entwistle's trial and appellate practice also came to include transaction-related litigation, antitrust and bankruptcy work. Mr. Entwistle's practice now focuses on representing public and private institutional investors and financial institutions in litigation, transactional and bankruptcy matters. Mr. Entwistle also works closely with the governors, treasurers and attorneys general of several states. In connection with the firm's Corporate Practice,

Mr. Entwistle has acted as lead counsel on joint ventures, restructurings, venture capital placements and a multi-billion dollar leveraged buyout.

Martindale & Hubbell Rating

AV Preeminent 5.0 out of 5

State Bar Admissions

New York, New Jersey, Illinois, Texas, Colorado, District of Columbia, Pennsylvania

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second, Third, Fourth, Seventh and Eighth Circuits; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; U.S. District Court for the Northern District of Illinois; U.S. District Court for the District of Colorado; U.S. District Court for the Eastern District of Michigan; U.S. District Court for the Western District of Texas; and state and federal courts in the states of New York, New Jersey, Illinois, Texas, Colorado and District of Columbia.

Vincent R. Cappucci

Vincent R. Cappucci is a founding partner of the Firm and is Head of its Securities Litigation Practice. Throughout the years, Mr. Cappucci has served as lead counsel in many high profile securities class action and derivative litigations as well as individual actions representing the nation's largest public pension systems, investment advisory firms, hedge funds and proprietary trading firms. He has a distinguished record of success in securities litigation, having prosecuted cases in his career which have resulted in recoveries in the billions of dollars. His experience includes a multitude of complex trials, arguments in numerous state and federal appellate courts, appeals to the U.S. Supreme Court, and mediation and dispute resolution. Mr. Cappucci has also been named to the Martindale-Hubbell Bar Register of Preeminent Lawyers, for his expertise in securities litigation.

Mr. Cappucci has lectured before associations of the bar and various professional organizations, providing expert commentary on a wide range of securities markets and corporate governance issues. Recently, Mr. Cappucci addressed law professors from across the country in a discussion on The Future of Securities Fraud Litigation sponsored by the RAND Institute for Civil Justice.

Mr. Cappucci has served as a faculty member of the National Conference on Corporate Governance and Equity Offerings sponsored by the UCLA Anderson School of Management and University of California Rady School of Management. He has also addressed legal practitioners and financial professionals before the National Association of Public Pension Fund Attorneys, Council of Institutional Investors and The American Conference Institute (Trying and Defending Securities Class Actions), and before International Institutional Investors on Corporate Governance and Shareholder litigation matters at annual conferences of the International Corporate Governance Network ("ICGN"), where he also serves on the Committee on Executive Remuneration.

Mr. Cappucci is the author of numerous articles appearing in a host of publications, including: "Seeking Subprime Solutions: Fed Action, Legislation and Litigation Address the Subprime Mess," The 2007 Global Securitization Guide, May 2008; "Legislative and Regulatory Developments in U.S. Securitizations, The 2007 Global Securitization Guide, (May 2007); "Pay, Performance and Proxies: The Latest in Executive Compensation," Institutional Investor Fund Management Legal & Regulatory Report, March 2007; "Shareholder Activism and the Use of Litigation to Accomplish Investment Goals," Institutional Investor Fund Management Legal & Regulatory Report, April 2006; "Corporate Governance: 2005 in Review," Institutional Investor, 2005 Compliance Report; "Securities Class Actions: Settlements," The Review of Securities & Commodities Regulation, October 2003; "Hot Topics in Advertising Law: Investor Fraud," The Association of The Bar of the City of New York, October 22, 2003; "Did I Really Say That? The Truth Behind the DaimlerChrysler Merger," NAPPA Report, November 2003; "Beyond the Sarbanes-Oxley Bill: Additional Measures to Increase Corporate Accountability and Transparency," NAPPA Report, September 2002; "Casino Law Is Consistent With Equal Protection," New York Law Journal, March 20, 2002; "Misreading 'Gustafson' Could Eliminate Liability Under Section 11," New York Law Journal, September 22, 1997; "Liability for Excessive Executive

Compensation," The Corporate Governance Advisor, March/April 1997; "Must Reliance Be Proven To Certify A Class?," New York Law Journal, August 30, 1996; "Class Action Lawsuits and Securities Fraud: A Plaintiff Lawyer's View of the Litigation Reform Act," Securities Industry News, October 7, 1996; and, "Conflicts Between Rule 23 And Securities Reform Act," New York Law Journal, April 2, 1996.

In addition to membership in various State and National Bar Associations, Mr. Cappucci currently sits on the Second Circuit Courts Committee of the Federal Bar Council and is a member of the New York State Bar Association, the American Bar Association and the Association of Trial Lawyers of America.

Mr. Cappucci received his undergraduate degree from Fordham University with a B.S. in Accounting and his law degree from Fordham University School of Law. In 2007, he was named a Fordham Law School Centennial Founder and currently serves as Chair of the Law Advisory Committee and is a member of the Dean's Planning Council. Mr. Cappucci also serves on the Executive Committee of the Fordham University President's Council, a select group of distinguished professionals and philanthropists committed to perpetuating the profile and interests of the University.

Martindale & Hubbell Rating

AV Preeminent 5.0 out of 5

State Bar Admissions

New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second, Fifth, Seventh, Eighth and Ninth Circuits; U.S. District Court for the Eastern, Northern and Southern Districts of New York; U.S. District Court of the Central District of Illinois; U.S. District Court of the Northern District of Illinois; U.S. District Court for the Eastern District of Michigan; and all courts of the State of New York

Arthur V. Nealon

Arthur V. Nealon concentrates his practice on the resolution of commercial, securities, employment and white-collar criminal matters. He has represented corporations, partnerships and individuals at trials and in appeals in federal and state courts and in arbitration proceedings at the AAA, NYSE and NASD.

A graduate of Columbia College and Columbia Law School, Mr. Nealon previously served as an Assistant to the United States Special Prosecutor and an Assistant District Attorney for New York County.

Over the course of more than 20 years, Mr. Nealon has represented plaintiffs and defendants in securities, accounting and employment litigations and arbitrations. He has also handled professional malpractice defense matters for attorneys, physicians and accountants, and defended individuals accused of securities, tax and financial crimes in federal and state court. He is a member of the American Bar Association, the New York State Bar Association, The Association of the Bar of the City of New York and the New York County Lawyers Association.

Martindale & Hubbell Rating

AV Preeminent 5.0 out of 5

State Bar Admissions

New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second and Seventh Circuits; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. District Court for the Central District of Illinois; and all courts of the State of New York

Robert N. Cappucci

Robert N. Cappucci, a partner of the Firm, received his undergraduate degree from Fordham University, graduating *cum laude* and *in cursu honorum*. He received his law degree from Fordham University School of Law, where he was Articles Editor of the Fordham International Law Journal. He is the author of "Amending the Treatment of Defense Production Enterprises Under the U.S. Exon-Florio Provision: A Move Toward Protectionism or Globalism?," 16 Fordham Int'l L.J. 652 (1993). Mr. Cappucci concentrates his practice in the area of securities litigation and supervises the Firm's Market Monitoring and Reporting Program. He has particular expertise in issues impacting the Firm's hedge fund and institutional trading firm client base.

Mr. Cappucci is a member of the Commercial and Federal Litigation Sections of the New York State Bar Association and a member of the Litigation Section of the American Bar Association, The Federal Bar Council, The Association of the Bar of the City of New York and The Association of Trial Lawyers of America.

Before entering private practice, Mr. Cappucci interned with the Honorable John E. Sprizzo, United States District Court, Southern District of New York.

Martindale & Hubbell Rating

AV Preeminent 5.0 out of 5

State Bar Admissions

New Jersey and New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Third and Eighth Circuits; U.S. District Court for the District of New Jersey; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the Eastern District of Michigan; and all state courts of New York and New Jersey

Jonathan H. Beemer

Jonathan H. Beemer concentrates his practice on securities litigation and complex commercial disputes. Mr. Beemer has represented both underwriters and institutional investors in direct and class actions in federal and state courts. He has also represented parties in bankruptcy-related litigation, and litigation involving antitrust, False Claims Act and civil RICO claims.

Mr. Beemer has co-authored the following articles: “‘Wagoner,’ In Pari Delicto Defenses Aid Outside Auditors,” New York Law Journal, August 29, 2008; “Approaches to Asset Recovery For Pension Fund Subprime Exposure,” The NAPPA Report, February 2008.

Mr. Beemer graduated from Oberlin College with a B.A. in History. He received his J.D. from Brooklyn Law School, where he was the managing editor of the Brooklyn Law Review. Mr. Beemer also served as a law clerk to the Honorable Marilyn Dolan Go, United States Magistrate Judge for the Eastern District of New York.

State Bar Admissions

New York

Court Admissions

U.S. Court of Appeals for the Second and Sixth Circuits; U.S. District Court for the Southern and Eastern Districts of New York; and all courts of the State of New York

Joshua K. Porter

Joshua K. Porter has represented financial institutions, broker-dealers, underwriters, investors and individuals in civil and white-collar matters in federal and state courts. He has also represented parties in bankruptcy litigations and proceedings before self-regulating organizations, and in litigation involving ERISA and the Foreign Corrupt Practices Act.

State Bar Admissions

New York

Court Admissions

U.S. District Court for the Southern and Eastern Districts of New York; and all courts of the State of New York.

Senior Associate

Jordan A. Cortez

Jordan A. Cortez concentrates his practice on securities litigation and complex commercial disputes. Mr. Cortez has represented institutional investors in direct and class actions in federal and state courts. He has also represented parties in bankruptcy-related litigation, and litigation involving antitrust, Commodities Exchange Act and civil RICO claims. He is an honors graduate of Dartmouth College and received his J.D. from the University of Notre Dame Law School.

State Bar Admissions

New York

Court Admissions

U.S. District Court for the Southern and Eastern Districts of New York; and all courts of the State of New York.

Additional Associates

**Alexander Broche
Jeremy Gold
Ashley B. Graham
Katherine Lenahan
Alexandra Ober
Daniel Ping
Evan T. Raciti
Alexander Schlow**

Office Address

Entwistle & Cappucci LLP
280 Park Avenue,
26th Floor West
New York, New York 10017-0941
Telephone: 212-894-7200
Facsimile: 212-894-7272

Exhibit G

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

IN RE CITIGROUP
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

**DECLARATION OF LIONEL Z. GLANCY FILED ON BEHALF OF
GLANCY BINKOW & GOLDBERG LLP
IN SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

I, LIONEL Z. GLANCY, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am the senior partner of the law firm of Glancy Binkow & Goldberg LLP, which represents plaintiffs in this litigation. I submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this litigation.

2. My firm, which served as counsel for plaintiffs Carol Weil and Edward Claus, was actively involved with important aspects of the suit, including, *inter alia*, participating in research and investigation relating to the Amended Consolidated Class Action Complaint, assisting with the researching and drafting of portions of the Amended Consolidated Class Action Complaint, assisting with the drafting of portions of the opposition to the motion to dismiss, assisting lead counsel with the class certification process, including representing our clients in connection with depositions, and assisting lead counsel with the review of extensive documents relating to depositions conducted in connection with the discovery process that occurred in this action. Exhibit 1 attached hereto is a detailed summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in this litigation, 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.

3. 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 charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

4. The total number of hours expended on this litigation by my firm through November 27, 2012 is 8,170.48. The total lodestar for my firm is \$3,599,863.40, consisting of \$3,179,686.75 for attorneys' time and \$420,176.65 for professional support staff time.

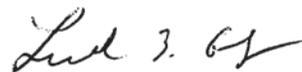
5. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

6. As detailed in Exhibit 2, my firm has incurred a total of \$141,941.32 in unreimbursed expenses in connection with the prosecution of this litigation.

7. 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.

8. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm.

I declare under penalty of perjury under the laws of the state of California, that the foregoing is true and correct. Executed this 7th day of December, 2012, at Los Angeles, California.



Lionel Z. Glancy

EXHIBIT 1

EXHIBIT 1
In re Citigroup Inc. Securities Litigation
Case No. 07 Civ. 9901 (SHS)

GLANCY BINKOW & GOLDBERG LLP

TIME REPORT

Inception through November 23, 2012

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
Partners				
Lionel Z. Glancy	1987	520.80	745.00	387,996.00
Peter A. Binkow	1994	78.00	725.00	56,500.00
Michael Goldberg	1996	31.35	695.00	21,788.25
Neal A. Dublinsky	1987	456.50	575.00	262,487.50
Of Counsel				
Frederick W. Gerken, III	1995	134.20	625.00	83,875.00
Other Attorneys				
Richard Wolkoff	1982	1486.50	550.00	817,575.00
Dale MacDiarmid	2001	28.45	525.00	14,936.25
Andy Sohrn	2005	498.40	475.00	236,740.00
Kathryn Colson	2001	533.55	475.00	253,436.25
Ann Levin	2007	754.75	400.00	301,900.00
Kymberly A. Robinson	2007	767.75	400.00	307,100.00
Dustin Johnson	2010	891.00	375.00	334,125.00
Coby M. Turner	2009	17.90	375.00	6,712.50
Katherine DenBleyker	2008	269.90	350.00	94,465.00
Professional Support Staff				
Tia Reiss		149.00	295.00	43,955.00
Ashlee Ilewicz		636.00	265.00	168,540.00
Jack Ligman		409.25	265.00	108,451.25
Erin Krikorian		125.55	240.00	30,132.00
Jason Tabuzo		20.25	200.00	4,050.00
J.D. Payne		48.10	180.00	8,658.00
Tiffany Wu		263.43	180.00	47,417.40
Jonathan Zweig		49.85	180.00	8,973.00
TOTAL LODESTAR				3,599,863.40

EXHIBIT 2

EXHIBIT 2
In re Citigroup Inc. Securities Litigation
Case No. 07 Civ. 9901 (SHS)

GLANCY BINKOW & GOLDBERG LLP
EXPENSE REPORT

Inception through November 23, 2012

CATEGORY	AMOUNT
On-Line Legal Research	11,833.14
Telephones/Conference Calls	772.36
Postage & Express Mail	1,505.36
Internal Copying	1,432.82
Outside Copying	74.55
Out of Town Travel	24,558.77
Working Meals	1,392.92
Court Reporters and Transcripts	371.40
Litigation Fund	100,000.00
TOTAL EXPENSES:	141,941.32

EXHIBIT 3

GLANCY BINKOW & GOLDBERG LLP
ATTORNEYS AT LAW

New York Office

30 BROAD STREET
SUITE 1401
NEW YORK, NY 10004
TELEPHONE (212) 382-2221
FACSIMILE (212) 382-3944

1925 CENTURY PARK EAST, SUITE 2100
LOS ANGELES, CALIFORNIA 90067

TELEPHONE (310) 201-9150
FACSIMILE (310) 201-9160
info@glancylaw.com

SAN FRANCISCO OFFICE

ONE EMBARCADERO CENTER
SUITE 760
SAN FRANCISCO, CA 94105
TELEPHONE (415) 972-8160
FACSIMILE (415) 972-8166

FIRM RESUME

Glancy Binkow & Goldberg LLP has represented investors, consumers and employees in federal and state courts throughout the United States for sixteen years. Based in Los Angeles, California and with offices in New York, New York and San Francisco, California, Glancy Binkow & Goldberg has developed expertise prosecuting securities fraud, antitrust and complex commercial litigation. As Lead Counsel or as a member of Plaintiffs' Counsel Executive Committees, Glancy Binkow & Goldberg has recovered in excess of \$1 billion for parties wronged by corporate fraud and malfeasance. The firm's efforts on behalf of individual investors have been the subject of articles in such publications as *The Wall Street Journal*, *The New York Times* and *The Los Angeles Times*.

Appointed as Lead or Co-Lead Counsel by federal judges throughout the United States, Glancy Binkow & Goldberg has achieved significant recoveries for class members, including:

In re Mercury Interactive Corporation Securities Litigation, USDC Northern District of California, Case No. 05-3395, in which Glancy Binkow & Goldberg served as Co-Lead Counsel and achieved a settlement valued at over \$117 million.

In re Real Estate Associates Limited Partnership Litigation, USDC Central District of California, Case No. 98-7035 DDP, in which the firm served as local counsel and plaintiffs achieved a \$184 million jury verdict after a complex six week trial in Los Angeles, California and later settled the case for \$83 million.

In re Lumenis, Ltd. Securities Litigation, USDC Southern District of New York, Case No.02-CV-1989, in which Glancy Binkow & Goldberg served as Co-Lead Counsel and achieved a settlement valued at over \$20 million.

In re Heritage Bond Litigation, USDC Central District of California, Case No. 02-ML-1475-DT, where as Co-Lead Counsel, Glancy Binkow & Goldberg recovered in excess of \$28 million for defrauded investors and continues to pursue additional defendants.

In re ECI Telecom Ltd. Securities Litigation, USDC Eastern District of Virginia, Case No. 01-913-A, in which Glancy Binkow & Goldberg served as sole Lead Counsel and recovered almost \$22 million for defrauded ECI investors.

Jenson v. First Trust Corporation, USDC Central District of California, Case No. 05-cv-3124-ABC, in which the firm was appointed sole lead counsel and achieved an \$8.5 million settlement in a very difficult case involving a trustee's potential liability for losses incurred by investors in a Ponzi scheme. Kevin Ruf of the firm also successfully defended in the 9th Circuit Court of Appeals the trial court's granting of class certification in this case.

Yaldo v. Airtouch Communications, State of Michigan, Wayne County, Case No. 99-909694-CP, in which Glancy Binkow & Goldberg served as Co-Lead Counsel and achieved a settlement valued at over \$32 million for defrauded consumers.

In re Infonet Services Corporation Securities Litigation, USDC Central District of California, Case No. CV 01-10456 NM, in which as Co-Lead Counsel, Glancy Binkow & Goldberg achieved a settlement of \$18 million.

In re Musicmaker.com Securities Litigation, USDC Central District of California, Case No. 00-02018, a securities fraud class action in which Glancy Binkow & Goldberg was sole Lead Counsel for the Class and recovered in excess of \$13 million.

In re ESC Medical Systems, Ltd. Securities Litigation, USDC Southern District of New York, Case No. 98 Civ. 7530, a securities fraud class action in which Glancy Binkow & Goldberg served as sole Lead Counsel for the Class and achieved a settlement valued in excess of \$17 million.

In re Lason, Inc. Securities Litigation, USDC Eastern District of Michigan, Case No. 99 76079, in which Glancy Binkow & Goldberg was Co-Lead Counsel and recovered almost \$13 million for defrauded Lason stockholders.

In re Inso Corp. Securities Litigation, USDC District of Massachusetts, Case No. 99 10193, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement valued in excess of \$12 million.

In re National TechTeam Securities Litigation, USDC Eastern District of Michigan, Case No. 97-74587, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement valued in excess of \$11 million.

In re Ramp Networks, Inc. Securities Litigation, USDC Northern District of California, Case No. C-00-3645 JCS, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of nearly \$7 million.

In re Gilat Satellite Networks, Ltd. Securities Litigation, USDC Eastern District of New York, Case No. 02-1510 CPS, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of \$20 million.

Taft v. Ackermans (KPNQwest Securities Litigation), USDC Southern District of New York, Case No. 02-CV-07951, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement worth \$11 million.

Ree v. Procom Technologies, Inc., USDC Southern District of New York, Case No. 02CV7613, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of \$2.7 million.

Capri v. Comerica, Inc., USDC Eastern District of Michigan, Case No. 02CV60211 MOB, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of \$6.0 million.

Tatz v. Nanophase Technologies Corp., USDC Northern District of Illinois, Case No. 01C8440, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of \$2.5 million.

In re Livent, Inc. Noteholders Litigation, USDC Southern District of New York, Case No. 99 Civ 9425, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of over \$27 million.

Plumbing Solutions Inc. v. Plug Power, Inc., USDC Eastern District of New York, Case No. CV 00 5553 (ERK) (RML), a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of over \$5 million.

Schleicher v. Wendt, (Conseco Securities Litigation), USDC Southern District of Indiana, Case No. 02-1332 SEB, a securities fraud class action in which Glancy Binkow & Goldberg served as Lead Counsel for the Class and achieved a settlement of over \$41 million.

Lapin v. Goldman Sachs, USDC Southern District of New York, Case No. 03-0850-KJD, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement of \$29 million.

Senn v. Sealed Air Corporation, USDC New Jersey, Case No. 03-cv4372, a securities fraud class action, in which the firm acted as co-lead counsel for the Class and achieved a settlement of \$20 million.

Glancy Binkow & Goldberg filed the initial landmark antitrust lawsuit against all of the major NASDAQ market makers and served on Plaintiffs' Counsel's Executive Committee in In re Nasdaq Market-Makers Antitrust Litigation, USDC Southern District of New York, Case No. 94 C 3996 (RWS), MDL Docket No. 1023, which recovered \$900 million for investors in numerous heavily traded Nasdaq issues.

The firm has also previously acted as Class Counsel in obtaining substantial benefits for shareholders in a number of actions, including:

In re F & M Distributors Securities Litigation, Eastern District of Michigan, Case No. 95 CV 71778 DT (Executive Committee Member) (\$20.25 million settlement)

James F. Schofield v. McNeil Partners, L.P. Securities Litigation, California Superior Court, County of Los Angeles, Case No. BC 133799

Resources High Equity Securities Litigation, California Superior Court, County of Los Angeles, Case No. BC 080254

The firm has served and currently serves as Class Counsel in a number of antitrust class actions, including:

In re Nasdaq Market-Makers Antitrust Litigation, USDC Southern District of New York, Case No. 94 C 3996 (RWS), MDL Docket No. 1023

In re Brand Name Prescription Drug Antitrust Litigation, USDC Northern District of Illinois, Eastern Division, Case No. 94 C 897

Glancy Binkow & Goldberg LLP has been responsible for obtaining favorable appellate opinions which have broken new ground in the class action or securities fields, or which have promoted shareholder rights in prosecuting these actions. Glancy Binkow & Goldberg successfully argued the appeals in a number of cases.

In Smith v. L'Oreal, 39 Cal.4th 77 (2006), firm partner Kevin Ruf established ground-breaking law when the California Supreme Court agreed with the firm's position that waiting penalties under the California Labor Code are available to *any* employee after termination of employment, regardless of the reason for that termination.

Other notable firm cases are: Silber v. Mabon I, 957 F.2d 697 (9th Cir. 1992) and Silber v. Mabon II, 18 F.3d 1449 (9th Cir. 1994), which are the leading decisions in the Ninth Circuit regarding the rights of opt-outs in class action settlements. In Rothman v. Gregor, 220 F.3d 81 (2d Cir. 2000), Glancy Binkow & Goldberg won a seminal victory for investors before the Second Circuit Court of Appeals, which adopted a more favorable pleading standard for investors in reversing the District Court's dismissal of the investors' complaint. After this successful appeal, Glancy Binkow & Goldberg then recovered millions of dollars for defrauded investors of the GT Interactive Corporation. The firm also argued Falkowski v. Imation Corp., 309 F.3d 1123 (9th Cir. 2002), *as amended*, 320 F.3d 905 (9th Cir. 2003) and favorably obtained the substantial reversal of a lower court's dismissal of a cutting edge, complex class action initiated to seek redress for a group of employees whose stock options were improperly forfeited by a giant corporation in the course of its sale of the subsidiary at which they worked. The revived action is currently proceeding in the California state court system.

The firm is also involved in the representation of individual investors in court proceedings throughout the United States and in arbitrations before the American Arbitration Association, National Association of Securities Dealers, New York Stock Exchange, and Pacific Stock Exchange. Mr. Glancy has successfully represented litigants in proceedings against such major securities firms and insurance companies as A.G. Edwards & Sons, Bear Stearns, Merrill Lynch & Co., Morgan Stanley, PaineWebber, Prudential, and Shearson Lehman Brothers.

One of firm's unique skills is the use of "group litigation" - the representation of groups of individuals who have been collectively victimized or defrauded by large institutions. This type of litigation brought on behalf of individuals who have been similarly damaged often provides an efficient and effective economic remedy that frequently has advantages over the class action or individual action devices. The firm has successfully achieved results for groups of individuals in cases against major corporations such as Metropolitan Life Insurance Company, and Occidental Petroleum Corporation.

Glancy Binkow & Goldberg LLP currently consists of the following attorneys:

THE FIRM'S PARTNERS

LIONEL Z. GLANCY, a graduate of the University of Michigan Law School, is the founding partner of the firm. After serving as a law clerk for United States District Judge Howard McKibben, he began his career as an associate at Patterson Belknap Webb & Tyler LLP, concentrating in securities litigation. Thereafter, he started a boutique law firm specializing in securities litigation, and other complex litigation, from the Plaintiff's perspective. Mr. Glancy has established a distinguished career in the field of securities litigation over the last fifteen years, appearing as lead counsel on behalf of aggrieved investors in securities class action cases throughout the country. He has appeared and argued before dozens of district courts and several appellate courts, and has recovered billions of dollars in settlement proceeds for large classes of shareholders. Well known in securities law, he has lectured on its developments and practice at CLE seminars and law schools.

PETER A. BINKOW, a partner in Glancy Binkow & Goldberg, was born in Detroit, Michigan on August 16, 1965. Mr. Binkow earned his degree in English Literature from the University of Michigan in 1988 and attended law school at the University of Southern California (J.D., 1994). Mr. Binkow joined the Law Offices of Lionel Z. Glancy upon graduation and became a partner in 2002.

Mr. Binkow has prosecuted lawsuits on behalf of consumers and investors in state and federal courts throughout the United States. He has served as Lead or Co-Lead Counsel in many class action cases, including In re Mercury Interactive Corp Securities Litigation (\$117.5 million recovery), In re Lumenis Ltd Securities Litigation (\$20.1 million recovery), In re Heritage Bond Litigation (\$28 million recovery), In re National Techteam Securities Litigation (\$11 million recovery), In re Credit Acceptance Corporation Securities Litigation (\$2.5 million recovery), In re Lason Inc. Securities Litigation (\$12.68 million recovery), In re ESC Medical Systems, Ltd. Securities Litigation (\$17 million recovery) In re GT Interactive Securities Litigation (\$3 million recovery) and many others. Mr. Binkow has prepared and/or argued appeals before the Ninth Circuit, Sixth Circuit and Second Circuit Courts of Appeals.

Mr. Binkow is admitted to practice before the state of California, the United States District Courts for the Central, Northern and Southern Districts of California, the United States District Court for the Eastern District of Michigan and the Ninth Circuit Court of Appeals. He is a member of the Los Angeles County Bar Association and the American Bar Association.

MICHAEL GOLDBERG, a partner in Glancy Binkow & Goldberg, specializes in federal securities, federal and state antitrust, and consumer fraud class action lawsuits. He has successfully litigated numerous cases which resulted in multi-million dollar recoveries for investors, consumers and businesses.

Mr. Goldberg was born in New York on April 27, 1966. He earned his B.A. degree in 1989 from Pitzer College - The Claremont Colleges, and his J.D. degree in 1996 from Thomas M. Cooley Law School. After graduation from law school, Mr. Goldberg joined the Law Offices of Lionel Z. Glancy and became a partner of Glancy Binkow & Goldberg in 2003. He was admitted to both the California and Florida bars in 1997 and is admitted to practice in numerous courts.

SUSAN G. KUPFER, a partner of Glancy Binkow & Goldberg LLP, joined the firm in 2003, where she established its antitrust practice. She is a native of New York City and received her A.B. degree from Mount Holyoke College in 1969 and her J.D. from Boston University School of Law in 1973. She did graduate work at Harvard Law School. In 1977, she was named Assistant Dean and Director of Clinical Programs at Harvard, where she supervised that program of legal practice and taught its related academic components: Introduction to Advocacy (a NITA-style workshop), Lawyering Process and Professional Responsibility.

For much of her legal career, Ms. Kupfer has been a professor of law. She subsequently taught at Hastings College of the Law, Boston University School of Law, Golden Gate University School of

Law and Northeastern University School of Law. From 1991 to 2002, she was a lecturer on law at University of California, Berkeley, Boalt Hall, teaching Civil Procedure and Conflict of Laws. Her areas of academic expertise are Civil Procedure, Federal Courts, Conflict of Laws, Constitutional Law, Legal Ethics and Jurisprudence. Her publications include articles on federal civil rights litigation, legal ethics and jurisprudence. She has also taught various aspects of practical legal and ethical training, including trial advocacy, negotiation and legal ethics, to both law students and practicing attorneys.

Ms. Kupfer previously served as corporate counsel to The Architects Collaborative in Cambridge and San Francisco and was the executive director of the Massachusetts Commission on Judicial Conduct. She returned to the practice of law in San Francisco with Morgenstein & Jubelirer and Berman DeValerio Pease Tabacco Burt & Pucillo before joining the Glancy Firm. Her practice is concentrated in antitrust, securities and consumer complex litigation. She has been a member of the lead counsel team which achieved significant settlements in the following cases: In re Sorbates Antitrust Litigation (\$96.5 million settlement), In re Pillar Point Partners Antitrust Litigation (\$50 million settlement), In re Critical Path Securities Litigation (\$17.5 million settlement).

Ms. Kupfer is a member of the Massachusetts and California State Bars and the United States District Courts for the Northern, Central and Southern districts of California, the District of Massachusetts, the First and Ninth Circuits Courts of Appeal and the U.S. Supreme Court. She was named one of Northern California's Super Lawyers of the Year in 2004, 2005, and 2006 in antitrust litigation.

Ms. Kupfer is currently serving in leadership positions in the following cases:

In re Korean Air Lines Co., Ltd. Antitrust Litigation, U.S.D.C., Central District of California, MDL 1891, No. 07-5107, Interim Co-Lead Counsel

In re: Urethane Antitrust Litigation, U.S.D.C., District of Kansas, No. 2:04-md-01616, Co-Lead Counsel.

In re: Western States Wholesale Natural Gas Antitrust Litigation, U.S.D.C., District of Nevada, No. 2:03-cv-01431, Co-Lead Counsel.

Sullivan et al v. DB Investments, Inc., et al., U.S.D.C, District of New Jersey, No. 3:04-cv-02819, Counsel for Reseller Subclass.

KEVIN F. RUF, a partner in Glancy Binkow & Goldberg LLP, was born in Wilmington, Delaware on December 7, 1961. Mr. Ruf graduated from the University of California at Berkeley in 1984 with a B.A. in Economics and earned his J.D. from the University of Michigan in 1987. Mr. Ruf was admitted to the State Bar of California in 1988. Mr. Ruf was an associate at the Los Angeles firm Manatt Phelps and Phillips from 1988 until 1992, where he specialized in commercial litigation and was a leading trial lawyer among the associates there. In 1993 he joined the firm Corbin & Fitzgerald

in order to gain experience in criminal law. There he specialized in white collar criminal defense work, including matters related to National Medical Enterprises, Cynergy Film Productions and the Estate of Doris Duke. Mr. Ruf joined Glancy Binkow & Goldberg in 2001 and has taken a lead trial lawyer role in many of the firm's cases. In 2006, Mr. Ruf argued before the California Supreme Court in the case *Smith v. L'Oreal* and achieved a unanimous reversal of the lower court rulings; the case established a fundamental right of all California workers to immediate payment of all earnings at the conclusion of employment. In 2007, Mr. Ruf took an important case before the Ninth Circuit Court of Appeals, convincing the Court to affirm the lower court's certification of a class action in a fraud case (fraud cases have traditionally faced difficulty as class actions because of the requirement of individual reliance). Mr. Ruf has extensive trial experience, including jury trials, and considers his courtroom and oral advocacy skills to be his strongest asset as a litigator. Mr. Ruf currently acts as the Head of the Firm's Labor and Consumer Practice, and has extensive experience in Securities cases as well. Mr. Ruf also has experience in real estate law and has been a Licensed California Real Estate Broker since 1999.

MARC L. GODINO has extensive experience successfully litigating complex, class action lawsuits as a plaintiffs' lawyer. Marc has played a primary role in cases resulting in settlements of more than \$100 million. He has prosecuted securities, derivative, merger & acquisition, and consumer cases throughout the country in both State and Federal court as well as represented defrauded investors at FINRA arbitrations. Marc supervises the firm's consumer class action department.

While an associate with Stull Stull & Brody, Marc was one of the two primary attorneys involved in *Small v. Fritz Co.*, 30 Cal. 4th 167 (April 7, 2003) in which the California Supreme Court created new law in the state of California for shareholders that held shares in detrimental reliance on false statements made by corporate officers. The decision was widely covered by national media including The National Law Journal, Los Angeles Times, New York Times, and the New York Law Journal, among others and was heralded as a significant victory for shareholders.

Recent successes with the firm include: *In re Magma Design Automation, Inc. Securities Litigation*, Case No. 05-2394 (N.D.Cal.) (\$13,500,000.00 cash settlement for shareholders); (*In re Hovnanian Enterprises, Inc. Securities Litigation*, Case No. 08-cv-0099 (D.N.J.) (\$4,000,000.00 cash settlement for shareholders); *In re Skilled Healthcare Group, Inc. Securities Litigation*, Case No. 09-5416 (C.D.Cal.) (\$3,000,000.00 cash settlement for shareholders); *In re Youbet.com, Inc. Shareholder Litigation*, Case No. BC426144 (L. A. Sup. Ct.) (settlement provided supplemental disclosures to shareholders in this merger action); *Burth v. MSC Software Corp., et al.*, Case No. 30-2009-00282743 (Orange Cty. Sup. Ct.) (settlement provided supplemental disclosures to shareholders in this merger action); *Shin et al., v. BMW of North America*, 2009 WL 2163509 (C.D.Cal. July 16, 2009) (after defeating a motion to dismiss, the case settled on very favorable terms for class members including free replacement of cracked wheels); *Payday Advance Plus, Inc. v. MIVA, Inc.*, Case No. 06-1923 (S.D.N.Y.) (\$3,936,812 cash settlement for class members); *Villefranche v. HSBC Bank Nevada, N.A.*, Case No. 09-3693 (C.D.Cal.) (after defeating a motion to dismiss, the case resulted in 100% recovery to class members).

Other published decisions include: *In re 2TheMart.com Securities Litigation*, 114 F.Supp 2d 955 (C.D.Ca 2002); *In re Irvine Sensors Securities Litigation*, 2003 U.S. Dist. LEXIS 18397 (C.D.Ca 2003).

The following represent just a few of the cases that Marc is currently litigating in a leadership position:

In re Toyota Motor Corp. Hybrid Brake Marketing, Sales Practices and Products Liability Litigation, MDL 02172 (C.D. Ca.), Co-Lead Counsel

In re Stec, Inc. Derivative Litigation, Case No. 10-00667 (C.D. Ca.), Co-Lead Counsel

Sabbag v. Akeena Solar, Inc., et al., Case No. 10-002735 (N.D. Ca.), Co-Lead Counsel

Conroy v. Citibank, N.A., et al., Case No. 10-4930 (C. D. Cal.), Co-Lead Counsel

Marc received his undergraduate degree from Susquehanna University with a bachelor of science degree in Business Management. He received his J.D from Whittier Law School in 1995.

Marc is admitted to practice before the state of California, the United States District Courts for the Central, Northern and Southern Districts of California, the District of Colorado, and the Ninth Circuit Court of Appeals.

OF COUNSEL

ROBIN BRONZAFT HOWALD, a native of Brooklyn, New York, returned home in 2001 to open the firm's New York City office. Ms. Howald graduated *magna cum laude* from Barnard College in 1980, with a B.A. in psychology. In 1983, she received her J.D. from Stanford Law School, where she served as an Articles Editor for the Stanford Law Review. In addition to her current focus on securities fraud and consumer class action matters, during her 20-year career Ms. Howald has handled cases in many different practice areas, including commercial disputes, professional malpractice, wrongful termination, bankruptcy, patent and construction matters. As outside counsel for the City of Torrance, California, she also handled a number of civil rights and land use matters, as well as a ground-breaking environmental action concerning Mobil Oil's Torrance refinery. Ms. Howald has experience in pre-trial and trial procedure and has successfully prosecuted post-trial motions and appeals.

Mrs. Howald is a member of the bar of both California (1983) and New York (1995), and is admitted to practice in all federal judicial districts in California, the Southern and Eastern Districts of New York, and the United States Supreme Court. She co-authored "Potential Tort Liability in Business Takeovers" (*California Lawyer*, September 1986), was a speaker and contributing author at the Eighth Annual Current Environmental and Natural Resources Issues Seminar at the University of Kentucky College of Law (April 1991), and served as a Judge Pro Tem for the Los Angeles County Small Claims Court (1996-1997). Married in 1985, Mrs. Howald and her husband have two sons. An avid runner, Mrs. Howald has completed six marathons.

EX KANO S. SAMS II earned his Bachelor of Arts degree in Political Science from the University of California Los Angeles in 1993. Mr. Sams earned his Juris Doctor degree from the University of California Los Angeles School of Law in 1996, where he served as a member of the UCLA Law Review. Since graduating from UCLA Law School, he has dedicated his entire career exclusively to representing plaintiffs in large-scale class action and complex civil litigation matters.

After law school, Mr. Sams practiced class action civil rights litigation on behalf of plaintiffs in cases involving employment discrimination, housing discrimination, and sexual harassment. Subsequently, Mr. Sams was a partner at Coughlin Stoia Geller Rudman & Robbins LLP (currently Robbins Geller Rudman & Dowd LLP), where his practice focused on securities and consumer class actions. While at Coughlin Stoia and its predecessor, he worked in the firm's San Diego, San Francisco, and Los Angeles offices.

Mr. Sams has served as lead counsel in dozens of securities class actions throughout the country. In one securities fraud class action that he actively litigated, Mr. Sams assisted in a successful appeal before a Fifth Circuit panel that included former United States Supreme Court Justice Sandra Day O'Connor sitting by designation, in which the court vacated the lower court's denial of class certification, reversed the lower court's grant of summary judgment, and issued an important decision on the issue of loss causation in securities litigation: *Alaska Electrical Pension Fund v. Flowserve Corp.*, 572 F.3d 221 (5th Cir. 2009). The case eventually settled for \$55 million. Mr. Sams also worked on a securities fraud class action where lead counsel obtained a settlement that represented approximately 78% of the likely recoverable damages in the case. He has also led large litigation teams in securities class actions and has prepared massive summary judgment oppositions, drafted and argued numerous motions, worked closely with expert witnesses, and has taken and defended dozens of depositions.

Mr. Sams has also successfully represented consumers in class action litigation. Mr. Sams worked on nationwide litigation and a trial against major tobacco companies and in statewide tobacco litigation that resulted in a \$12.5 billion recovery for California cities and counties in a landmark settlement. He also was a principal attorney in a consumer class action against one of the largest banks in the country that resulted in a recovery of over 80% of the compensatory damages and a change in the company's business practices. Additionally, Mr. Sams has also handled several complex environmental matters. Mr. Sams participated in settlement negotiations on behalf of national environmental organizations along with the United States Department of Justice and the Ohio Attorney General's Office that resulted in a consent decree requiring the company to conduct wide-ranging remediation measures to ameliorate the effects of air and water pollution and to pay civil penalties. He also participated in discovery and trial preparation in an unfair business practices action that led to a favorable settlement near the eve of trial providing for monetary relief for a public water provider against the threat of groundwater contamination.

Mr. Sams is admitted to practice law in the State of California. He is also admitted to practice before the United States Courts of Appeals for the Fifth, Sixth, Eighth, Ninth, Tenth, and Eleventh Circuits and before the district courts for the Northern, Southern, Eastern, and Central Districts of California,

the Northern District of Illinois, the Eastern District of Michigan, and the District of Colorado. Mr. Sams is a member of the Los Angeles County Bar Association, the John M. Langston Bar Association, and the Consumer Attorneys of California.

ASSOCIATES

DALE MacDIARMID is a native of Los Angeles, California. He holds a B.A. in Journalism (with Distinction) from the University of Hawaii, and a J.D. from Southwestern University School of Law, where he was a member of the Board of Governors of the Trial Advocacy Honors Program. He is admitted to practice in California, before the United States District Courts for the Southern, Central and Northern Districts of California and the District of Colorado. Dale is a member of Kappa Tau Alpha, the national journalism honor society, and before joining Glancy Binkow & Goldberg he was a writer and editor for newspapers and magazines in Honolulu and Los Angeles.

KARA M. WOLKE graduated summa cum laude with a B.S.B.A. in Economics from The Ohio State University in 2001. Kara earned her J.D. (with honors) from Ohio State in May, 2005, where she was active in Moot Court and received the Dean's Award for Excellence for each of her three years. In 2005, she was a finalist in a national writing competition co-sponsored by the American Bar Association and the Grammy® Foundation. (7 Vand. J. Ent. L. & Prac. 411). Kara joined Glancy Binkow & Goldberg in the fall of 2005 and was admitted to the State Bar of California in January, 2006.

ROBERT V. PRONGAY is an associate in the Firm's Los Angeles office, where he focuses on the investigation, initiation, and litigation, of complex securities cases brought on behalf of institutional and individual investors.

Mr. Prongay earned his Bachelor of Arts degree in Economics from the University of Southern California in 2005 and earned his Juris Doctor degree from Seton Hall University School of Law in 2008. While attending law school, Mr. Prongay worked as a summer associate at the Firm, and interned for a federal magistrate judge for the United States District Court for the District of New Jersey. Mr. Prongay is admitted to the State Bar of California, as well as the United States District Courts for the Central, Northern and Southern Districts of California, and the District of Colorado.

LOUIS BOYARSKY joined Glancy Binkow & Goldberg LLP in 2010. Louis received his JD/MBA from Loyola Law School, Los Angeles and Loyola Marymount University's Graduate School of Business. While in law school, Louis served as a staff writer for the *Loyola of Los Angeles Entertainment Law Review*. The *Law Review* published his article: *Stealth Celebrity Testimonials of Prescription Drugs: Placing the Consumer in Harm's Way and How the FDA has Dropped the Ball*. Additionally, while in law school, Louis externed for the Honorable Suzanne H. Segal, magistrate judge for the Central District of California.

Louis is a member of the St. Thomas More Legal Honor Society, the Alpha Sigma Nu National Jesuit Honor Society and the Beta Gamma Sigma Business Honor Society. Louis is admitted to practice before the state of California and the United States District Court for the Central District of California.

CASEY E. SADLER is a native of New York, New York. After graduating from the University of Southern California, Gould School of Law, Mr. Sadler joined Glancy Binkow & Goldberg LLP in 2010. While attending law school, Mr. Sadler externed for the Enforcement Division of the Securities and Exchange Commission, spent a summer working for P.H. Parekh & Co, one of the leading appellate law firms in New Delhi, India, and was a member of USC's Hale Moot Court Honors Program. Mr. Sadler holds a B.A. in Political Science from Emory University and was admitted to the State Bar of California in December 2010.

ELIZABETH M. GONSIOROWSKI graduated with honors from Vassar College, where she received a BA in Cognitive Science. As a student at Brooklyn Law School, she interned with the Honorable Ramon Reyes in the Eastern District of New York. After graduating from Brooklyn Law in 2008, she was awarded a fellowship to work with the World Intellectual Property Organization at the United Nations. She is admitted to practice in California, New York and New Jersey.