

# Exhibit H

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

IN RE CITIGROUP  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

**ECF Case**

**DECLARATION OF WILLIAM H. NARWOLD  
FILED ON BEHALF OF MOTLEY RICE LLC IN SUPPORT OF APPLICATION  
FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, William H. Narwold, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Motley Rice LLC 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 John A. Baden, III in this litigation, among other things, performed factual and legal research regarding plaintiffs' claims; participated in the drafting of plaintiffs' Consolidated Class Action Complaint and Amended Consolidated Class Action Complaint; participated in researching and drafting plaintiffs' opposition to defendants' Motion to Dismiss; and participated in document review and deposition preparation. 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.

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 23, 2012 is 4,700.25. The total lodestar for my firm is \$1,754,477.50, consisting of \$1,669,358.75 for attorneys' time and \$85,118.75 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 \$6,683.06 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.

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 Connecticut that the foregoing is true and correct. Executed this 20th day of November, 2012, at Hartford, Connecticut.

  
WILLIAM H. NARWOLD

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

MOTLEY RICE LLC

**TIME REPORT**

**Inception through November 23, 2012**

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
<b>Partners</b>				
Narwold, William H.	1979	12.00	\$850.00	\$10,200.00
Levin, Gregg	1987	22.25	\$675.00	\$15,018.75
<b>Other Attorneys</b>				
Ritter, Ann	1982	12.35	\$800.00	\$9,880.00
Humphries, Badge	2001	152.50	\$575.00	\$87,687.50
Norton, William	2004	65.25	\$500.00	\$32,625.00
Oliver, Lance	2004	0.75	\$500.00	\$375.00
Walker, Brandon	2008	72.50	\$450.00	\$32,625.00
Bovaeva, Gilyana	2002	1,954.00	\$400.00	\$781,600.00
Abel, David	2010	3.25	\$350.00	\$1,137.50
Mastorovich, Kimberly	2007	1,912.00	\$350.00	\$669,200.00
Rome, Daniel	2001	95.20	\$300.00	\$28,560.00
Waites, Kathryn	2009	1.50	\$300.00	\$450.00
<b>Professional Support Staff</b>				
Foulke, Adam		23.50	\$350.00	\$8,225.00
Wankel, Sam		28.00	\$315.00	\$8,820.00
Walker, Brandon		107.50	\$300.00	\$32,250.00
Abel, David		12.50	\$250.00	\$3,125.00
Richards, Evelyn		1.00	\$225.00	\$225.00
Hudnall, Shannon		0.50	\$225.00	\$112.50
Janelle, Alice		0.20	\$225.00	\$45.00
McLaughlin, Lora		17.00	\$225.00	\$3,825.00
Weil, Katherine		2.00	\$225.00	\$450.00
Burley, Sandra L.		6.50	\$215.00	\$1,397.50
Carlson, Jessica		66.75	\$165.00	\$11,013.75
Egan, Andrea		40.25	\$150.00	\$6,037.50
Gionet, Laura		1.50	\$150.00	\$225.00
Stonehill, Kristen		86.50	\$105.00	\$9,082.50
Driggers, Megan		3.00	\$95.00	\$285.00
<b>TOTAL LODESTAR</b>		<b>4,700.25</b>		<b>\$1,754,477.50</b>

**EXHIBIT 2**  
***In re Citigroup Inc. Securities Litigation***  
**Case No. 07 Civ. 9901 (SHS)**

MOTLEY RICE LLC

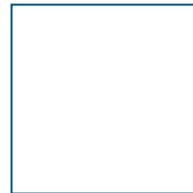
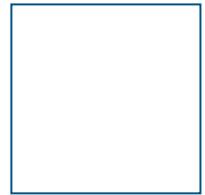
**EXPENSE REPORT**

**Inception through November 23, 2012**

<b>CATEGORY</b>	<b>AMOUNT</b>
<b>On-Line Legal Research</b>	\$654.32
<b>On-Line Factual Research</b>	\$784.06
<b>Telephones/Conference Calls</b>	\$4.07
<b>Postage &amp; Express Mail</b>	\$174.84
<b>Internal Copying</b>	\$985.32
<b>Out of Town Travel</b>	\$4,080.45
<b>TOTAL EXPENSES:</b>	<b>\$6,683.06</b>

**EXHIBIT 3**

# MOTLEY RICE LLC FIRM RESUME





## FIRM OVERVIEW

Founded on April 28, 2003, by Ronald Motley, Joseph Rice and nearly 50 other lawyers, Motley Rice LLC is one of the nation's largest plaintiffs' law firms. Our attorneys, assisted by over 250 support personnel, possess extensive experience in a wide variety of complex civil litigation.

Motley Rice lawyers initially gained national recognition for their work representing asbestos victims in the 1970s and 1980s, conducting some of the first successful representations of injured persons against the asbestos industry. Over the years, Motley Rice has maintained its leadership role in this important occupational disease/toxic tort litigation and continues to represent clients through involvement on numerous asbestos bankruptcy trust committees.

In the 1990s, Motley Rice attorneys took on the tobacco industry. Armed with evidence acquired from whistleblowers, individual smoker's cases, and tobacco liability class actions, the attorneys led the campaign of 26 states' attorneys general to recoup state healthcare funds and exact marketing restrictions from cigarette manufacturers. Through the litigation, "a powerful industry was forced by U.S. courts to reveal its internal documents that explain what nine tobacco companies knew, when they knew it and what they concealed from the public about their dangerous product."\* The effort culminated in the \$246 billion Master Settlement Agreement, the largest civil settlement in U.S. history, and its restrictions on cigarette marketing to children.

In 2001, Motley Rice initiated legal action against the airline industry for security lapses and brought a landmark lawsuit against the private and state sponsors of al Qaeda and Osama Bin Laden. Motley Rice has undertaken a global investigation into terrorism financing, and in keeping with its "no stone left unturned" discovery philosophy, spent more in the first 1½ years of its investigation of al Qaeda's financing than the \$15 million budgeted by the U.S. Congress for the entire 9/11 Commission. In the course of this investigation, Motley Rice also developed cases against defendants involved in terrorist acts by Libya, Hamas suicide bombers in Israel, and corrupt regimes' human rights abuses. Motley Rice attorneys also held a crucial role in executing the strategic mediations and/or settlements in 56 aviation liability and damages cases against multiple defendants on behalf of families of the victims of the 9/11 attacks who opted out of the Victims Compensation Fund.

As concerns about our global financial system have intensified, so has the firm's focus on creating a better, more secure future for pensioners, government entities and institutional investors through improved corporate governance and accountability. The firm's securities and consumer fraud team handles complex litigation involving securities fraud, shareholder rights, insurance fraud, mergers, deal cases. The firm represents clients in individual and class action securities matters.

In addition to these focus areas, the firm's attorneys also represent plaintiffs in complex litigation involving: workplace injuries, toxic torts, human rights violations, acts of terrorism, aviation disasters, vehicle defects, fires, environmental matters, defective drugs and medical devices and nursing home negligence and abuse.

The firm's lawyers regularly litigate complex cases involving multiple parties in state and federal jurisdictions throughout the United States, either as sole counsel for the plaintiffs or in association with local counsel and other firms. Motley Rice lawyers have dealt with clients and cases throughout the world, including in Latin America, Canada, Europe and the Caribbean. The firm's lawyers maximize the use of alternative dispute resolution where appropriate, such as negotiation, mediation and arbitration, making it possible to avoid protracted litigation in some cases.

Motley Rice employs state-of-the-art technology by using video conferencing, computer-based document management systems that enables the firm to process and enter into the database thousands of articles, liability documents and all other information and documents utilized in litigation proceedings.

The firm has offices in Mt. Pleasant, SC; Providence, RI; Hartford, CT; New York, NY; Morgantown, WV; Washington, DC; Los Angeles, CA; and New Orleans, LA.

\*World Health Org., *The Tobacco Industry Documents: What They Are, What They Tell Us, and How to Search Them*, (July 2004), available at [http://www.who.int/tobacco/communications/TI\\_manual\\_content.pdf](http://www.who.int/tobacco/communications/TI_manual_content.pdf).

## LITIGATION PROFILES

### ***Motley Rice has served as counsel in cases that include:***

Lead plaintiffs' counsel in *Burnett v. Al Baraka Investment & Development Corp.*, No. 02-1616 (D.D.C.), consolidated actions against terrorist financing organizations in U.S. District Court for the District of Columbia, representing over 6,500 families and victims of the 9/11 attacks.

Plaintiffs' steering and coordinating counsel, *Linscomb v. Pittsburgh Corning Corp.*, No. 1:90cv05000 (E.D. Tex.), a national class action on behalf of asbestos victims nationwide in U.S. District Court for the Eastern District of Texas, Beaumont Division.

Executive committee member in *In re Asbestos School Litigation*, No. 94-1494 (E.D. Pa.), a national school asbestos class action in U.S. District Court for the Eastern District of Pennsylvania.

Lead plaintiffs' counsel in *Central Wesleyan College v. W.R. Grace & Co.*, No. 2:87-1860-8 (D.S.C.), a national asbestos property damage class action in U.S. District Court for the District of South Carolina, Charleston Division.

Co-lead plaintiffs' counsel in shareholder class action *In re The Direct TV Group, Inc. Shareholder Litigation*, No. 4581-VCP (Del. Ch.).

Lead plaintiffs' counsel in *In re Raymark Asbestos Exposure Cases*, No. 87-1016-K (D. Kan.), a national asbestos personal injury class action filed in United States District Court of Kansas, Wichita Division, in which 19,684 claims were resolved.

Co-lead plaintiffs' counsel in *City of Sterling Heights General Employees' Retirement System v. Hospira, Inc. et al.*, No. 1:11-cv-08332 (N.D. Ill., Eastern Div.), a securities fraud class action.

Counsel for class representative in *Raytech Corp. v. White*, No. 89-05129 (D. Conn.), an asbestos bankruptcy related class action in U.S. District Court for the District of Connecticut.

Selected for the approved counsel list to represent 199 SEIU in securities litigation matters.

Co-lead plaintiffs' counsel in *Cimino v. Pittsburgh Corning Corp.*, No. 1:85-CV-00676 (E.D. Tex.), an asbestos personal injury class action on behalf of 2,300 plaintiffs in U.S. District Court for the District of Texas, Beaumont Division.

Counsel to class of Ponzi scheme victims seeking recovery under the S.C. Uniform Securities Act of 2002 in *Brown v. Charles Schwab & Co.*, No. 2:07-CV-03852-DCN (D.S.C.).

Co-lead plaintiffs' counsel in *Chatham v. AC&S, et al.*, a consolidated asbestos personal injury action involving 300 plaintiffs in the Circuit Court of Harris County, Texas.

Co-lead plaintiffs' counsel in *Abrams v. GAF Corp.*, No. 88-5422(1) (Jackson Cty., Miss.), a consolidated asbestos personal action involving more than 6,000 plaintiffs.

Co-liaison plaintiffs' counsel in 3,000 asbestos personal injury cases in the Third Judicial Circuit of Illinois, Madison County, Illinois.

Counsel in *Bennett v. Sprint Nextel Corp., et al.*, No. 09-CV-2122 EFM/KMH (D. Kan.).

Co-lead plaintiffs' counsel in a consolidated asbestos personal injury action involving 540 plaintiffs pending in the Superior Court of Alameda County, California.

Co-lead plaintiffs' counsel for plaintiffs in *In re Asbestos Products Liability Litigation*, MDL 875 (E.D. Pa.).

Counsel in numerous consolidated asbestos trials including 87 consolidated cases in Danville, Illinois; 300 consolidated cases in U.S. District Court, Western District of New York, Rochester, New York; 42 consolidated cases in State Court in Mississippi; and 315 consolidated cases in the Circuit Court of Kanawha County, West Virginia.

Counsel to putative class of municipal-bond investors asserting state law causes of action in *Kellerman v. Marion Bass Securities Corp.*, No. 01-L-000457 (Ill. Cir. Ct.).

Counsel in *Hughes v. Moody*, No. 2008-CP-10-2444 (S.C.) (Shareholder derivative regarding Force Protection, Inc.).

Plaintiffs' Steering Committee and plaintiffs' liaison counsel in *In re Showa Denko K.K. L-Tryptophan Products Liability Litigation (No. II)*, MDL 865 (D.S.C.).

Member Interim Plaintiffs' steering committee and Multiple Plaintiffs' Counsel in *In re San Juan DuPont Plaza Hotel Fire Litigation*, MDL 721 (D.P.R.).

Counsel in *Prickett v. Mass. Holding LLC*, No. 1:09-cv-03137-PGG (S.D.N.Y.), a Madoff-related case on behalf of an institutional investor.

Plaintiffs' lead counsel in *In re Kansas Asbestos Cases* in U.S. District Court for the District of Kansas, *In re Madison County Illinois Asbestos Litigation*, and *In re Wayne County Michigan Asbestos Cases*.

Class counsel in *Whitfield v. Sangamo Weston*, No. 6:84-3184 (D.S.C.), a PCB personal injury and property damage class action settled while pending before U.S. District Court for the District of South Carolina, Greenville Division.

Lead plaintiffs' counsel in *Bates v. Tenco Services Inc.*, 132 F.R.D. 160 (D.S.C. 1990), a jet fuel pollution case involving the consolidated property damage and personal injury claims of multiple plaintiffs in the Gold Cup Springs subdivision, in U.S. District Court for the District of South Carolina, Charleston Division.

Member by appointment of a three (3) person steering committee on the Food Lion Multidistrict Litigation Panel.

Plaintiffs' lead counsel in a case involving ten (10) persons injured in a crane disaster in Florence County, South Carolina.

Lead plaintiffs' counsel in securities class action settlement *In re MBNA Corp.*, Securities Litigation, No. 05-272 (GMS) (D.Del.).

Lead plaintiffs' counsel in a securities class action tentative settlement involving group of shareholders who purchased publicly-traded Dell securities in *In re Dell, Inc. Securities Litigation*, No. A-06-CA-726-SS (W.D. Tex.).

Counsel in *Minneapolis Firefighters' Relief Association v. Medtronic, Inc.*, No. 0:08-06324 (PAM/AJB) (D. Minn.).

Key role on the Plaintiffs' Steering Committee and as plaintiffs' liaison counsel in *In re Policy Management Systems Corp.*, No. 3:93-0807-JFA (D.S.C.).



## BANKRUPTCIES

### *Motley Rice lawyers serve on several committees in national bankruptcies including:*

Co-founding member Joe Rice serves on several Asbestos Creditor Committees, Negotiating Committees and Trust Advisory Committees, including as chair or co-chair for AWI, Federal Mogul and Pittsburgh Corning.

Claimants' Committee in *In re A.H. Robins*, a Chapter 11 Reorganization involving Dalkon Shield victims nationwide and H.K. Porter, National Gypsum, Raytech, Rock Wool and M.H. Detrick asbestos related bankruptcies.

Class Counsel in *In re Trebol Motors Corporation* and *In re Trebol Motors Distributors Corp.*, actively defending a \$143,000,000 class action judgment claim on behalf of a class of defrauded purchasers of Volvo automobiles.

Select counsel to the asbestos Claimants' Committee in the Johns-Manville bankruptcy pending in the United States Bankruptcy Court for the Southern District of New York.

## ACCOLADES

### *Motley Rice lawyers have received many accolades from the courts, as well as in the press. Some of these include:*

Motley Rice was named to "**The Plaintiffs' Hot List**" by *The National Law Journal* in 2006 and 2012.

Selected by their peers for inclusion in the latest 2012 edition of **The Best Lawyers in America**<sup>®</sup> were Motley Rice attorneys Ron Motley, Joe Rice, Fidelma Fitzpatrick, Anne McGinness Kears, Bob McConnell, Don Migliori, Bill Narwold and Mary Schiavo. Motley was named in the 2010 edition as the SC Personal Injury Litigator of the Year.

Joe Rice (2012) and Ron Motley (2011) with the *SC Lawyers Weekly Leadership in Law Award* for their contributions to the community and legal profession.

In 2012, *Best Lawyers*<sup>®</sup> named Ron Motley for the second time as the Charleston, S.C., "**Lawyer of the Year**" for his work in plaintiffs' mass tort litigation/class actions-plaintiffs.

Motley Rice was ranked as a **Best Law Firm**<sup>®</sup> in 2010 and 2011-2012 by *U.S. News & World Report* for its work in mass tort / class actions and personal injury. Ranked in 2010 for commercial litigation and in 2011-2012 for banking and finance.

The 2012 and 2013 editions of *Benchmark Plaintiff; The Definitive Guide to America's Leading Plaintiff Firms & Attorneys*, recognized Motley Rice and a number of its attorneys in both its national and local rankings. Visit [www.benchmarklitigation.com](http://www.benchmarklitigation.com) to view the complete list of rankings.

Motley Rice member attorneys have been included in several editions of **Super Lawyers**<sup>®</sup>.

#### *South Carolina Super Lawyers*<sup>®</sup>

Ronald Motley: 2008–2012

Joseph Rice: 2008–2012

#### *Southern California Super Lawyers*<sup>®</sup>

Mark Labaton: 2009–2012

#### *Connecticut Super Lawyers*<sup>®</sup> and *New England Super Lawyers*<sup>®</sup>

William Narwold: 2009–2012

#### *Rhode Island Super Lawyers*<sup>®</sup> and *New England Super Lawyers*<sup>®</sup>

Fidelma Fitzpatrick: 2008, 2011–2012

Robert McConnell: 2008–2012

Donald Migliori: 2009–2012

#### *Washington, D.C. Super Lawyers*<sup>®</sup>

Nathan Finch: 2012

#### *New York Super Lawyers*<sup>®</sup>

Rebecca Katz: 2008–2010

#### *Super Lawyers*<sup>®</sup> *Business Edition*

Rebecca Katz: 2011

#### *Connecticut Rising Stars*

Ingrid Moll: 2010

#### *New England Rising Stars*

Leah Donaldson: 2012

#### *South Carolina Rising Stars*

T. David Hoyle: 2012

Badge Humphries: 2012

James Ledlie: 2012

#### *West Virginia Rising Stars*

Vicki Antion Nelson: 2012

Motley Rice was listed in the 2007, 2009, 2011 and 2012 Litigation editions of *The Legal 500* United States for mass tort and class action: plaintiff representation – toxic tort. Individual attorneys have also been recommended for their work in this area: Ronald Motley (2011–2012), Joseph Rice (2011–2012), John Herrick (2009–2012) and Anne McGinness Kears (2009–2012). Additionally, Rebecca Katz was recommended in the 2012 Litigation edition of *The Legal 500* United States for her work in mass tort and class action: plaintiff representation – securities.

The *Lawdragon*<sup>™</sup> **500 Leading Lawyers in America** list has included Ronald Motley (2005–2012) and Jodi Westbrook Flowers (2010–2012) for their work in the plaintiffs' field.

*Chambers USA* named Ron Motley in the 2007, 2010 2011 and 2012 editions for his work in products liability and mass torts, calling him in one edition "an accomplished trial lawyer and a formidable opponent."

*Rhode Island Lawyers Weekly* and *Massachusetts Lawyers Weekly* selected Don Migliori as being among the 2011 **Lawyers of the Year**.

*The Trial Lawyer Magazine* named Ron Motley as a 2011 member of **The Roundtable: America's 100 Most Influential Trial Lawyers**.

In 2011, the University of South Carolina School of Law Alumni Association named Joe Rice a recipient of its **Platinum Compleat Lawyer Award**.

The American Association for Justice awarded Ron Motley in 2010 with its highest honor, the **Lifetime Achievement Award**.

In 2010, Joe Rice, Don Migliori and Anne Kearsse were each named a **Top 100 Trial Lawyer™** by The National Trial Lawyers.

Motley Rice was named to the Securities Class Action Services 2009, 2010 and 2011 **SCAS 50** and was individually recognized as one of the more “non-traditional securities litigation firms ... that bring some serious mass-tort or personal injury street cred” to the list of ranked firms.

Ron Motley and Joe Rice were named to the 2010 list of **75 “formidable trial lawyers”** entitled *Trial Lawyer Kingpins* that was published in *Am Law Litigation Daily*.

Occupational disease lawyer James Ledlie received the 2010 American Association for Justice **F. Scott Baldwin Award** for his contributions to the practice of law.

Motley Rice members Mike Elsner and Don Migliori were named in 2010 to the **Lawdragon 3000** list.

The American Association for Justice honored Ron Motley in 2007 with the **David S. Shrager President's Award** for his outstanding contributions to the safety and protection of American consumers and the civil justice system.

Bill Narwold was named **one of eleven lawyers “who made a difference”** by *The Connecticut Law Tribune*.

“[Ron Motley is] **one of the most influential lawyers** in corporate America.”— *The National Law Journal*

Joe Rice was named one of the nation's **“Five Most Respected Plaintiff Attorneys”** in a poll conducted by *Corporate Legal Times*.

Ron Motley received the 1999 **Campaign for Tobacco-Free Kids Award** for his leadership, courage and success in holding the tobacco companies accountable and for protecting millions of children from tobacco addiction.

In 1998, The National Association of Attorneys General presented Ron Motley and Joe Rice with its prestigious **President's Award**.

The Association of Trial Lawyers of America named Ron Motley the 1998 **Harry M. Philo Trial Lawyer of the Year**.

### ***Methodologies and selection criteria:***

*The Best Lawyers in America*® 2012 (Copyright 2011 by Woodward/ White, Inc., of Aiken, S.C.). Visit [www.bestlawyers.com](http://www.bestlawyers.com) to learn the areas of practice in which each of our attorneys were selected by their peers.

*Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys*: Visit [www.benchmarklitigation.com](http://www.benchmarklitigation.com) to view the selection methodology.

*Super Lawyers*®: Visit [www.superlawyers.com/about/selection\\_process.html](http://www.superlawyers.com/about/selection_process.html) to view the selection methodology.

*U.S. News— Best Lawyers*®: Visit [www.bestlawfirms.usnews.com/methodology.aspx](http://www.bestlawfirms.usnews.com/methodology.aspx) to view the selection methodology.

Please remember that every case is different. Although they endorse certain lawyers, *The Legal 500 United States* and *Chambers USA* are not Motley Rice clients. Any result we achieve for one client in one matter does not necessarily indicate similar results can be obtained for other clients.



## TEAM BIOGRAPHIES

### THE FIRM'S MEMBERS

#### **Ronald L. Motley**

Ron Motley has been recognized as one of America's most accomplished and skilled trial lawyers. Over a career spanning more than four decades, his persuasiveness before a jury and ability to break new legal and evidentiary ground has brought to justice two once-invincible giant industries whose malfeasance took the lives of millions of Americans — asbestos and tobacco. Armed with a combination of legal and trial skills, personal charisma, nose-to-the-grindstone hard work and record of success, Ron has built Motley Rice into one of the nation's largest plaintiffs' law firms.

Noted for his role in spearheading the historic litigation against the tobacco industry, Ron served as lead trial counsel for 26 State Attorneys General in the lawsuits. His efforts to uncover corporate and scientific wrongdoing resulted in the Master Settlement Agreement, the largest civil settlement in U.S. history in which the tobacco industry agreed to reimburse states for smoking-related health care costs.

Through his pioneering discovery and collaboration, Ron exposed asbestos manufacturers and the harmful and disabling effects of occupational, environmental and household asbestos exposure. He has represented thousands of asbestos victims, achieving numerous trial breakthroughs, including the class actions and mass consolidations of *Cimino, et al. v. Raymark, et al.* (U.S.D.C. TX); *Abate, et al. v. ACandS, et al.* (Baltimore); and *In re Asbestos Personal Injury Cases* (Mississippi).

In 2002, Ron once again advanced cutting-edge litigation as lead counsel for the 9/11 Families United to Bankrupt Terrorism with a lawsuit filed by more than 6,500 family members, survivors and those who lost their lives in the Sept. 11, 2001, terrorist attacks. The suit seeks justice and ultimately bankruptcy for al Qaeda's financiers, including many individuals, banks, corporations and charities that provided resources and monetary aid. He has served as lead counsel in numerous individual aviation security liability and damages cases under the *In re September 11 Litigation* filed against the aviation and aviation security industry by victims' families devastated by the security failures of 9/11.

Ron continues to fight for greater justice, accountability and recourse. He brought the landmark case of *Oran Almog v. Arab Bank* against the financial sponsors of Hamas and other terrorist organizations in Israel and, additionally, leads the firm in litigation and claims efforts involving people and businesses in Gulf Coast communities suffering as a result of the BP Deepwater Horizon oil spill that began in April 2010. The two settlements reached with BP, which were granted preliminary approval on May 2, 2012, will help thousands of oil spill victims recover for economic loss, property damage and physical injuries caused by the spill.

Inducted into *The Trial Lawyer 2012 Hall of Fame* in recognition of his lifetime of public service, Ron has won widespread honors for his ability to win justice and compensation for his clients and for his seminal impact on the course of civil litigation. He has been selected by his peers for inclusion in *The Best Lawyers in America*® since 1993 for his work in mass tort litigation/class actions- plaintiffs; personal injury litigation- plaintiffs; and product liability litigation- plaintiffs. In addition, he was named in 2010 as the Charleston-SC *Best Lawyers*® "Lawyer of the Year" for his work in personal injury litigation and, in 2012, was named as the Charleston-SC Mass Tort Litigation/Class Actions- Plaintiffs "Lawyer of the Year." The inaugural 2012 edition of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Ron as a "Litigation Star" in its national rankings for mass tort/product liability and securities and, in 2013, ranked him nationally again for his work in civil rights/human rights and mass tort/product liability. *Benchmark Plaintiff* recognized him in both 2012 and 2013 in its South Carolina rankings in human rights, product liability, securities and toxic tort.

Ron was a 2011 recipient of the *SC Lawyers Weekly* Leadership in Law Award and was highlighted in the 2011 and 2012 Litigation editions of *The Legal 500 United States* for his work in mass tort and class action: plaintiff representation- toxic tort. *The Trial Lawyer Magazine* named him as a 2011 member of *The Roundtable: America's 100 Most Influential Trial Lawyers*. In 2010, the American Association for Justice (formerly the Association of Trial Lawyers of America) awarded him with its highest honor, the Lifetime Achievement Award. *Chambers USA* named him in the 2007, 2010, 2011 and 2012 editions for his work in product liability and mass torts: plaintiffs, calling him in one edition "an accomplished trial lawyer and a formidable opponent." Recognized as an AV® rated attorney by Martindale-Hubbell®, Ron has also been included in the *South Carolina Super Lawyers*® list since 2008 and every edition of the *The Lawdragon*™ 500 Leading Lawyers in America list since 2005 for his work in the plaintiffs' field.

The American Association for Justice honored Ron in 2007 with the David S. Shrager President's Award for his outstanding contributions to the safety and protection of American consumers and the civil justice system. In 1998, he was named Harry M. Philo Trial Lawyer of the Year by the Association of Trial Lawyers of America, and, in the same year, he received the President's Award of the National Association of Attorneys General for his "courage, legal skills and dedication to our children and the public health of our nation." The Campaign for Tobacco-Free Kids gave him their Youth Advocates of the Year Award in 1999. For his trial achievements, *BusinessWeek* characterized Ron's courtroom skills as "dazzling." *American Lawyer* dubbed him "The man who took on Manville," and *The National Law Journal* has ranked him, "One of the most influential lawyers in America."

He has authored or co-authored more than two dozen publications, including:

“Decades of Deception: Secrets of Lead, Asbestos and Tobacco” (*Trial Magazine*, October 1999)

“Asbestos Disease Among Railroad Workers: ‘Legacy of the Laggin’ Wagon” (*Trial Magazine*, December 1981)

“Asbestos and Lung Cancer,” *New York State Journal of Medicine*, June 1980; Volume 80: No.7, New York State Medical Association, New York.

“Occupational Disease and Products Liability Claims” (*South Carolina Trial Lawyers Bulletin*, September and October 1976)

He has also been featured in numerous articles, books and scripts, including:

Shackelford, Susan. “Major Leaguer” (*South Carolina Super Lawyers*, April 2008)

Senior, Jennifer. “A Nation Unto Himself” (*The New York Times*, March 2004)

Freedman, Michael. “Turning Lead into Gold,” (*Forbes*, May 2001)

Zegart, Dan. *Civil Warriors: The Legal Siege on the Tobacco Industry*. Delacorte Press, 2000.

Ansen, David. “Smoke Gets in Your Eyes” (*Newsweek*, 1999)

Mann, Michael & Roth, Eric. “The Insider” (Blue Lion Entertainment, November 5, 1999)

Brenner, Marie. “The Man Who Knew Too Much” (*Vanity Fair*, May 1996)

Reisig, Robin. “The Man Who Took on Manville” (*The American Lawyer*, January 1983)

Elected to be a lifetime member of the American Association for Justice in 2012, Ron has served on its Board of Governors since 1977 and as chair of its Asbestos Litigation Group since 1978. He is also a member of the American Bar Association, Civil Justice Foundation, Inner Circle of Advocates, International Academy of Trial Lawyers and South Carolina Association for Justice. In 2002, Ron founded the Mark Elliott Motley Foundation, Inc., in loving memory of his son to help meet the health, education and welfare needs of children and young adults in the Charleston, S.C. community.

#### EDUCATION:

J.D., University of South Carolina School of Law, 1971

B.A., University of South Carolina, 1966

LICENSED IN: SC

#### ADMITTED TO PRACTICE BEFORE:

U.S. Supreme Court

U.S. Court of Appeals for the Third, Fourth, Fifth and Eleventh Circuits

### *Joseph F. Rice*

Motley Rice co-founding member Joe Rice is recognized as a skillful and innovative negotiator of complex litigation settlements. As lead private counsel for 26 State Attorneys General, he played a central role in crafting the landmark Master Settlement Agreement, the largest civil settlement in U.S. history, in which the tobacco industry agreed to reimburse states for smoking-related health costs. Over the past two decades, Joe has also been recognized for his role in structuring some of the most significant resolutions of asbestos liabilities on behalf of victims injured by asbestos-related products.

Joe has held leadership and negotiating roles involving the bankruptcies of several large organizations, including AWI, Federal Mogul, Johns Manville, Celotex, Garlock, W.R. Grace, Babcock & Wilcox, U.S. Gypsum, Owens Corning and Pittsburgh Corning. He remains a key player in developing and negotiating the structured settlements of asbestos manufacturers emerging from bankruptcy and has worked on numerous Trust Advisory Committees.

Currently, Joe directs the Motley Rice securities litigation team in securities fraud litigation, shareholder derivative cases and actions against proposed merger and acquisition transactions. He is sought after by investment funds for guidance on strategies to increase shareholder value and enhance corporate governance reforms and asset recovery through litigation. He also serves on the Plaintiffs’ Steering Committee for the Deepwater Horizon oil spill MDL *In re Oil Spill by the Oil Rig “Deepwater Horizon” in the Gulf of Mexico, on April 20, 2010*. As a lead negotiator, he helped reach the two settlements with BP that were granted preliminary approval on May 2, 2012, one of which is the largest civil class action settlement in U.S. history.

Joe continues to negotiate on behalf of the firm’s clients in anti-terrorism and human rights, environmental, drugs, devices and catastrophic injury cases. He held a crucial role in executing the strategic mediations and/or resolutions in all of the firm’s aviation liability and damages cases against multiple defendants on behalf of families of the victims of the 9/11 attacks who opted out of the Victim Compensation Fund. In addition to providing greater answers, accountability and recourse to victims’ families, the resulting settlements shattered a settlement matrix developed and utilized for decades, and the litigation helped provide public access to evidence in an archive of selected discovery materials gathered in the litigation.

A frequent guest speaker, Joe has presented at numerous conferences and seminars nationwide, including the National Asbestos Litigation Conference, the National Conference on Public Employee Retirement Systems, the Public Funds Summit, Class Action Settlements: Approval, Distribution and Oversight Workshop and several asbestos bankruptcy and complex litigation conferences.



Described as one of the nation's "five most feared and respected plaintiffs' lawyers in corporate America" in a poll of defense counsel and legal scholars conducted by *Corporate Legal Times*, Joe was cited time after time as one of the toughest, sharpest and hardest-working litigators they have faced. As the article notes, "For all his talents as a shrewd negotiator ... Rice has earned most of his respect from playing fair and remaining humble." Joe was named the *Best Lawyers*® 2013 Charleston-SC Mass Tort Litigation/Class Actions-Plaintiffs "Lawyer of the Year," and he was a 2012 recipient of the *SC Lawyers Weekly* Leadership in Law Award. In 2011, the University of South Carolina School of Law Alumni Association honored him with its platinum Compleat Lawyer Award, and he was highlighted in the 2011 and 2012 Litigation editions of *The Legal 500 United States* (mass tort and class action: plaintiff representation- toxic tort). The 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Joe as a "Litigation Star" in its national rankings for mass tort/product liability, as well as its South Carolina rankings in environmental, mass tort and product liability. Recognized as an AV® rated attorney by Martindale-Hubbell®, he has been selected by his peers for inclusion in each annual edition of *The Best Lawyers in America*® since 2007 for his work in mass tort litigation/class actions- plaintiffs. He has been included in every edition of *South Carolina Super Lawyers*® since 2008 and, in 2010, was named by The National Trial Lawyers as one of its *Top 100 Trial Lawyers*™ in South Carolina. *The American Lawyer* described Joe in 2006 as "one of the shrewdest businessmen practicing law."

In 1998, Joe received the President's Award of the National Association of Attorneys General. In 1999 and 2000, he served on the faculty at Duke University School of Law as a Senior Lecturing Fellow, and he has taught classes at the University of South Carolina School of Law, Duke University School of Law and Charleston School of Law on the art of negotiating. Joe serves his community through several organizations, including First Tee of Greater Charleston, the Center for Birds of Prey and the Dee Norton Lowcountry Children's Center, for which he co-chaired the inaugural Campaign for the Next Child. In 2010, MUSC Children's Hospital honored Joe with its Johnnie Dodds Award for his longtime support of its annual Bulls Bay Golf Challenge Fundraiser and continued work on behalf of our community's children. The University of South Carolina awarded Joe and his family with its 2011 Garnet Award for their passion for and devotion to Gamecock athletics. Joe was also awarded the 2011 Tom Fazio Service to Golf Award in recognition of his efforts to help promote the SC Junior Golf Association Programs.

He is a member of the American Association for Justice, American Bar Association, American Inns of Court, South Carolina Association for Justice and the American Constitution Society for Law and Policy.

#### EDUCATION:

J.D., University of South Carolina School of Law, 1979

B.S., University of South Carolina, 1976

LICENSED IN: DC, SC

#### ADMITTED TO PRACTICE BEFORE:

U.S. Supreme Court

U.S. Court of Appeals for the Second, Third, Fourth and Fifth Circuits

U.S. District Court for the District of Nebraska and the District of South Carolina

### *John A. Baden IV*

John Baden represents clients harmed by asbestos exposure in individual and mass tort forums, as well as in complex asbestos bankruptcies, handling complete case management and settlement negotiations for individuals and families suffering from mesothelioma and other asbestos-related diseases.

Working closely with Joe Rice, John also handles the negotiation and complex case resolution of multiple asbestos bankruptcies, including NARCO and W.R. Grace. He manages the related claims processes and directs the firm's team of senior claims administrators.

John has additionally been actively involved with the firm's representation of people and businesses in Gulf Coast communities suffering as a result of the BP Deepwater Horizon oil spill. He held a central role in the negotiation process involving the two settlements reached with BP that were granted preliminary approval on May 2, 2012, which will fairly compensate thousands of victims who suffered economic loss, property damage and physical injuries caused by the spill.

John began his legal career as a litigation trial paralegal for Ron Motley in 1997, working with the State Attorneys General on the landmark tobacco litigation primarily in Florida, Mississippi and Texas. He also supported occupational litigation in several states, including the exigent trial dockets of Georgia and West Virginia. John served as a judicial intern for Judge Sol Blatt, Jr., of the U.S. District Court of South Carolina and Judge Jasper M. Cureton of the South Carolina Court of Appeals. After earning a law degree in 2002, John began working with Motley Rice attorneys as part of the Occupational Disease practice group. He was named a Motley Rice member in 2008.

A member of the American Association for Justice and South Carolina Association for Justice, John has lectured on asbestos bankruptcy issues at various legal seminars.

#### EDUCATION:

J.D., University of South Carolina School of Law, 2002

B.A., College of Charleston, 1996

LICENSED IN: SC

***Kimberly Barone Baden***

Kimberly Barone Baden leads the firm's birth defect litigation, representing hundreds of children who were born with congenital birth defects allegedly caused by antidepressants, including Zoloft®, Prozac® and Wellbutrin®; the smoking cessation drug, Zyban®; and the migraine/anti-seizure medication, Topamax®. On July 13, 2012, Kimberly was appointed to the Plaintiffs' Steering Committee in the *In re Zoloft (sertraline hydrochloride) Products Liability Litigation*, MDL 2342. She manages the firm's Avandia® and Crestor® litigations, as well as the Actos® bladder cancer litigation. Kimberly is also currently investigating potential claims against Sanofi-Aventis regarding the manufacturer's antiarrhythmic drug, Multaq®.

Kimberly continues to manage the firm's nursing home abuse and neglect litigation. Representing the elderly, our nation's most defenseless population, she specifically litigates cases on behalf of both nursing home residents and assisted living facility residents who are victims of abuse and neglect nationwide. Published case: *Grant v. Magnolia Manor-Greenwood, Inc.*, 678 S.E.2d 435 (S.C. 2009).

Additionally, Kimberly co-manages the firm's active misappropriated human remains litigation: *In re New York Human Tissue Products Liability Litigation* and co-managed the firm's tainted tissue litigation in both the state and federal multidistrict litigation.

Prior to joining Motley Rice, Kimberly worked on the Fen-Phen diet drug litigation at Harrison, Kemp & Jones in Las Vegas and served as an attorney with the California District Attorney's Office in San Diego.

Kimberly is a member of the American Association for Justice, American Bar Association and South Carolina Association for Justice.

**EDUCATION:**

J.D., California Western School of Law, 1999

B.A. *cum laude*, Clemson University, 1996

Licensed in: CA, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Third Circuit

U.S. District Court for the Central, Northern and Southern Districts of California and District of South Carolina

***Frederick C. Baker***

Fred Baker represents individuals, consumers, institutional investors, governmental entities, unions, whistleblowers and other multi-employers in complex securities and consumer fraud litigation, including shareholder rights, unfair trade practices and whistleblower/qui tam claims. With a diverse complex litigation background, Fred also holds a leadership role within firm's environmental and occupational disease and toxic tort teams.

Over the course of his legal career, Fred has litigated a broad range of complex cases in the environmental, medical costs recovery, consumer and products liability fields. A member of the legal team that litigated the groundbreaking tobacco litigation on behalf of several State Attorneys General, he also participated in the litigation of individual tobacco cases, entity tobacco cases and a tobacco class action.

Fred has served as counsel in a number of class actions, including the two class action settlements arising out of the 2005 Graniteville train derailment chlorine spill and the currently pending West Virginia unfair trade practices insurance class action.

He additionally litigates large scale environmental contamination cases. After representing the state of Oklahoma in a case against poultry integrators alleging that poultry waste polluted natural resources in Eastern Oklahoma, Fred became actively involved with the firm's representation of people and businesses in Gulf Coast communities suffering as a result of the BP Deepwater Horizon oil spill. He held a central role in the negotiation process involving the two settlements reached with BP that were granted preliminary approval on May 2, 2012, which will fairly compensate thousands of victims who suffered economic loss, property damage and physical injuries caused by the spill.

Fred began practicing with Motley Rice attorneys in 1994 and currently chairs the firm's attorney hiring committee.

**EDUCATION:**

LL.M./J.D., Duke University School of Law, 1993

B.A., University of North Carolina, 1985

LICENSED IN: NY, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the First, Second, Third, Fourth and Tenth Circuits

U.S. District Court for the Southern District of New York and the District of South Carolina



### ***V. Brian Bevon***

Motley Rice member Brian Bevon has spent more than fifteen years representing individuals and families suffering from mesothelioma and other asbestos-related diseases as a result of occupational, environmental and household asbestos exposure.

An integral player in the firm's Occupational Disease and Toxic Tort practice, he continues to fight for the rights of victims harmed by asbestos and other occupational diseases and advocates for the improved health and welfare of the American worker. Brian has also worked with the firm's Environmental team to assist individuals and businesses in their efforts to hold corporate defendants accountable for alleged ground contamination.

Prior to joining Motley Rice attorneys in 1994, Brian practiced real estate, property owners, probate and construction defect law with another South Carolina firm and served on the legislative staff of Senator Ernest "Fritz" Hollings. He is a proud participant in the Lawyer Mentoring Program of the Supreme Court of South Carolina Commission on Continuing Legal Education and Specialization, serving as a mentor to young lawyers entering the legal profession.

Brian is a member of the American Association for Justice, American Bar Association, Federal Bar Association and South Carolina Association for Justice.

#### EDUCATION:

J.D., University of South Carolina School of Law, 1992

B.S., Catholic University of America, 1989

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of South Carolina and Northern District of Florida

### ***Samuel B. Cothran Jr.*** ***General Counsel***

Sam Cothran leads Motley Rice's legal department, directing and advising the firm's management on diverse in-house legal matters. He supervises and handles legal matters and opinions regarding governmental compliance, contracts and legal defense. He works closely with the firm's practice group leaders and executive administrative team members on labor and employment, marketing, financial and operational issues. Sam is also responsible for proactively addressing the complex ethical challenges inherent in practicing law, such as multi-jurisdictional and international practice.

After working for an international accounting firm as a certified public accountant and for several Fortune 1,000 companies as a financial manager, Sam attended law school to complement his

background in business management and finance and joined Motley Rice attorneys shortly after graduation. Sam enjoys creatively addressing the many challenges and opportunities inherent in the cutting-edge practice of a dynamic, multi-jurisdictional law firm.

Sam is a member of the American Bar Association, the Association of Professional Responsibility Lawyers, the American Institute of Certified Public Accountants and the South Carolina Association of Certified Public Accountants. As a law student, Sam served as Managing Editor of the *South Carolina Law Review*. He was named a Carolina Legal Scholar and awarded both the Order of the Coif and Order of the Wig and Robe. Sam is the author of *Dischargeability Of Consumer Credit Card Debt In Bankruptcy After Anastas v. American Savings Bank*, 48 S.C.L. Rev. 915 (1997).

#### EDUCATION:

J.D., *cum laude*, University of South Carolina School of Law, 1998

M.B.A., Duke University, 1994

B.S., *summa cum laude*, University of South Carolina, 1981

LICENSED IN: NC, SC

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the Western District of North Carolina and District of South Carolina

### ***Kevin R. Dean***

Kevin Dean focuses his litigation efforts on catastrophic injury, products liability, complex personal injury and wrongful death cases. As co-leader of Motley Rice's catastrophic injury practice group, Kevin represents individual victims and families affected by tragic events caused by hazardous consumer products, occupational and industrial accidents, fires, premise injuries and other incidents of negligence. Most recently, he served as lead plaintiffs' counsel in *In re Charleston Firefighter Litigation*, a wrongful death and negligence case against Sofa Super Store, contractors and multiple furniture manufacturers on behalf of the families of the nine firefighters lost in the June 2007 warehouse fire in Charleston, S.C.

Since the 2010 explosion of the Deepwater Horizon, Kevin has been helping victims pursuing litigation, as well as those needing help filing and negotiating their claims through the GCCF. He served as a member of the oil spill MDL's GCCF Jurisdiction & Court Oversight Workgroup and is now helping victims file claims through the new claims programs established by the two settlements reached with BP that were granted preliminary approval on May 2, 2012. Kevin has maintained a leadership role since 2005 in litigating hundreds of cases alleging illegal organ harvesting and potentially diseased human tissue and organ transplants. The remaining cases are set for a 2011 trial. He is actively involved with malpractice, defective medical devices and drug litigation. Additionally, Kevin

litigates vehicle defect cases, including against “the Big Three” automotive manufacturers in cases involving defective brakes, door locks, door latches, seat belts and roll overs. He was trial co-counsel in *Guzman v. Ford* (2001), the first case brought to trial regarding a hidden defective outside door latch handle, as well as in the vehicle rollover case *Hayward v. Ford* (2005).

Prior to joining Motley Rice, Kevin was a partner with the Law Offices of J. Edward Bell III, LLC. Before moving to South Carolina, he was a member of the William S. Stone, P.C. law firm, and he began his career as an associate with The Bennett Law Firm. His experience includes the health insurance fraud and post-claims underwriting case *Clark v. Security Life Insurance Company*, the largest civil RICO case in Georgia history, and *Wiggins v. Parsons Nursery*, one of the largest environmental and health contamination cases in South Carolina. Kevin also served as a County Commissioner on the Early County Georgia Board of Commissioners and still has the distinguished honor of having been the youngest elected commissioner in county history.

Kevin frequently appears in local and national broadcast and print media discussing legal matters of workplace safety, fire prevention and other products liability, as well as specific casework and efforts for changes and improvements in various industries. The 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Kevin as a “Litigation Star” in its national rankings for mass torts/product liability, as well as its South Carolina rankings in product liability.

He is a member of the American Association for Justice, Georgia Trial Lawyers Association and South Carolina Association for Justice. He co-authored “Dangerous Doors and Loose Latches,” published in *Trial Magazine* (2004) for the American Association for Justice (formerly Association of Trial Lawyers of America), and authored “The Right to Jury Trial in ERISA Civil Enforcement Actions” published in *The American Journal of Trial Advocacy* (1989).

#### EDUCATION:

J.D., Cumberland School of Law, 1991

B.A., Valdosta State University, 1989

LICENSED IN: GA, SC

#### ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Third, Fourth and Eleventh Circuits,  
U.S. District Court for the Middle, Northern and Southern  
Districts of Georgia, Central District of Illinois and District of  
South Carolina

#### *Michael E. Elsner*

Michael Elsner manages complex, cross-border litigation and intricate investigations of infringement and abuse of human rights, multi-layered financial transactions and due diligence. He litigates complex civil matters on behalf of individuals and businesses victimized by commercial malfeasance, violations of human rights, inadequate security measures and state-sponsored terrorism. As a key member of Motley Rice’s Anti-Terrorism and Human Rights practice group, Michael is using the U.S. civil justice system to seek social change and improved protection of Americans at home and abroad.

Michael’s understanding of the complex legal challenges of international matters is critical to litigating cases involving human rights and financial dealings. He is highly proficient in the use of legal mechanisms to track illicit finances, and his investigations through the maze of international banking and financial regulations continue to uncover violations that have allowed money laundering and terrorist financing. Michael is building upon legal theories and case precedents to represent plaintiffs harmed by financial crimes and actions and hold the global institutions and organizations accountable.

Michael is a lead plaintiffs’ counsel in *Almog v. Arab Bank*, a suit brought on behalf of American and Israeli victims of terrorist’s attacks trying to prevent the financing of more terrorists and help bring peace to the Middle East region. In addition, he currently leads the worldwide investigation for liability evidence in the 9/11 Families United to Bankrupt Terrorism civil action against al Qaeda’s alleged financiers and supporters. In this capacity, Michael meets with U.S. and foreign intelligence officers, witnesses, and informants, who have already helped him gather more than two million pages of documents in numerous languages identifying the activities of al Qaeda and its financiers. He is a member of the Plaintiffs’ Steering Committee for this multidistrict litigation filed on behalf of more than 6,500 families and survivors of the September 11, 2001 attacks. He also served as a member of the Plaintiffs’ Committee in *In re September 11th Litigation*, a suit brought against the airline industry for alleging it failed to detect and prevent the September 11, 2001 attacks.

Michael’s work with financial transaction litigation includes commercial, securities fraud and shareholder derivative cases such as his extensive work on behalf of domestic and foreign investors *In re Vivendi Universal, S.A. Securities Litigation*. Michael began his career with the Manville Personal Injury Trust and then practiced complex civil litigation in New York in the areas of toxic torts, security, personal injury, bankruptcy, and whistleblower protections prior to joining Motley Rice attorneys in 2002.

Sharing his experience and insight as a lecturer and consultant, Michael has discussed anti-terrorism and human rights litigation on several national and international news outlets, including CNN,



MSNBC, NPR and the BBC, as well as international anti-money laundering and anti-terrorism industry conferences. In 2010, Michael was named to the 2010 edition of the *Lawdragon*™ 3,000. He is a member of the American Association for Justice, American Bar Association, New York Bar Association, South Carolina Bar Association, Virginia Bar Association, National Crime Victims Bar Association, and Public Justice.

**EDUCATION:**

J.D., University of Memphis Cecil C. Humphreys School of Law, 1997

B.A., John Carroll University, 1993

LICENSED IN: NY, SC, VA

**ADMITTED TO PRACTICE BEFORE:**

U.S District Court for the Eastern and Southern Districts of New York

***Nathan D. Finch***

Nate Finch brings almost twenty years of experience in complex civil litigation and trial work to Motley Rice. With a diverse background, as well as strong trial and negotiation skills, he holds a central role in the firm's work representing clients in various asbestos, toxic tort, commercial, securities fraud and other complex cases. Nate has served as the lead trial attorney for his clients in many federal or state court trials and is sought after by co-counsel seeking advice on challenging cases and complex legal matters.

Nate's thorough knowledge of asbestos issues is an asset to the firm's occupational disease and toxic tort clients. He most recently obtained a plaintiffs' verdict against brake and vehicle manufacturers that used asbestos in their products and has years of experience trying cases involving a wide variety of asbestos-containing products, including gaskets, floor tiles, joint compound and various forms of insulation. He also has extensive experience representing individuals, companies and creditors' committees in personal injury litigation, mass torts products liability litigation, securities and financial fraud litigation and an array of other complex litigation ranging from single plaintiffs' products liability cases to high-stakes commercial disputes.

Prior to joining Motley Rice, Nate was a partner for more than ten years in a Washington, D.C.-based law firm and frequently collaborated with Motley Rice attorneys in trials and negotiations to resolve large asbestos product manufacturers' bankruptcies. He tried numerous cases in federal district courts focusing on the medical and scientific factors associated with asbestos-related diseases and asbestos exposure. During this time, he also tried and helped to resolve in favor of his clients five asbestos bankruptcy cases, each having more than \$1 billion at stake. In addition, Nate worked closely with Motley Rice attorneys on behalf of investors in *In re MBNA Securities Litigation* and *In re Vivendi Universal, S.A. Securities Litigation*.

Nate's understanding of the factual and legal challenges inherent in complex cases, combined with his trial experience, has positioned him as a considerable resource within many practice areas. A frequently invited speaker regarding a variety of legal matters, he has spoken at many asbestos litigation and bankruptcy conferences and has been a guest lecturer at the Georgetown University, George Washington University and University of Baltimore law schools on topics relating to civil procedure, mass tort litigation and the differences between litigating in Article III and Article I courts.

A Martindale Hubbell® AV® rated attorney, Nate was named a "Local Litigation Star" in the 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* in its Washington, D.C., rankings in product liability and securities. He was additionally recognized as a "Local Litigation Star" in the 2013 fifth annual edition of *Benchmark Litigation, The Definitive Guide to America's Leading Litigation Firms & Attorneys* for his work in civil litigation, creditors' rights and white-collar crime. Nate was selected by his peers for inclusion in the 2012 *Washington, D.C. Super Lawyers*® list and was also ranked a "Top Lawyer" in the 2009 and 2010 editions of *Chambers USA* in bankruptcy and restructuring. He is a member of the American Association for Justice and The Barristers. A graduate of the University of Virginia and the University of Virginia School of Law, Nate was a member of the *Virginia Law Review* and the Order of the Coif.

In addition to his professional activities, Nate has served his community for many years through volunteer activities coordinated by Greater D.C. Cares, an organization committed to connecting volunteers with community service groups. He is a former collegiate track and cross country athlete at UVA and continues to actively participate in Masters Track and Field competitions in the D.C. area.

**EDUCATION:**

J.D., University of Virginia School of Law, 1992

B.A., University of Virginia, 1989

LICENSED IN: DC, VA

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Third, Fifth, Sixth and Tenth Circuits, U.S. District Court for the District of Columbia and the Eastern District of Virginia

***Fidelma L. Fitzpatrick***

Fidelma Fitzpatrick litigates environmental contamination claims on behalf of various states, cities, counties and individuals. She held a central role in the state of Rhode Island's lead paint trial against former corporate manufacturers of lead paint. Fidelma continues to manage cases seeking to hold the lead paint industry accountable for the childhood lead poisoning crisis and provide restitution and compensation to affected children and families. As a result of her work for lead poisoning victims, the Wisconsin State Supreme Court

became the first to recognize the legal rights of poisoned children to sue lead pigment manufacturers. She worked on similar litigation filed by the City of New York and the City and County of San Francisco.

In addition to her work on lead poisoning issues, Fidelma represents communities and individuals in other toxic tort and environmental matters, including property damage and personal injury claims. She played a lead role in representing the community of Tallevast, Florida, in a lawsuit against Lockheed Martin Corporation involving the pollution of the community's groundwater with PCE and TCE. Fidelma is currently litigating nuclear contamination cases on behalf of Pennsylvania and Tennessee residents who allege that local nuclear facilities exposed them to hazardous levels of toxic or radioactive material in the surrounding air, soil and water. Those cases, involving both personal injuries and property damage, are pending in federal court.

Fidelma's experience with complex civil litigation has also led her to represent other victims of corporate malfeasance. She plays a central role in representing hundreds of women allegedly harmed by transvaginal mesh/sling products in filed cases against defendants that include Boston Scientific, C.R. Bard, Inc., and Johnson & Johnson. She serves as co-liaison counsel in the *In re Bard Litigation* in New Jersey state court, as well as state court liaison counsel in both Delaware and Massachusetts. In 2012, Fidelma was also appointed co-lead counsel of the pelvic mesh MDL *In re American Medical Systems, Inc., Pelvic Repair Systems Products Liability Litigation*.

Fidelma began working with Motley Rice attorneys in 1997 on the Massachusetts, New York and Rhode Island groundbreaking lawsuits against the tobacco industry. She is the author of "Painting Over Long-Standing Precedent: How the Rhode Island Supreme Court Misapplied Public Nuisance Law in *State v. Lead Industries Association*" in the Roger Williams University Law Review (Summer 2010) and also has co-authored several other law articles, including "Access to Justice: The Use of Contingent Fee Arrangements by Public Officials to Vindicate Public Rights" in *Cardozo J.L. & Gender* (Spring 2008) and "Negligence in the Paint: The Case for Applying the Risk Contribution Doctrine to Lead Litigation" in *Pace Environmental Law Review* (Fall 2008). She frequently speaks on environmental and mass tort topics at conferences for federal and state court judges, attorneys, academic professionals and law students.

In recognition of her legal work on the Rhode Island lead paint case, *Rhode Island Lawyers Weekly* named Fidelma a 2006 Rhode Island Lawyer of the Year, and she was a 2006 finalist for the Public Justice Foundation's Trial Lawyer of the Year award. In 2010, The National Trial Lawyers named her one of its *Top 100 Trial Lawyers*<sup>™</sup> in Rhode Island. Fidelma has been selected by her peers for inclusion

in the 2008, 2010, 2011 and 2012 editions of *New England Super Lawyers*<sup>®</sup> and *Rhode Island Super Lawyers*<sup>®</sup>. She has also been listed every year since 2008 in *The Best Lawyers in America*<sup>®</sup> for her work in mass tort litigation/class actions- plaintiffs.

Named a Motley Rice member in 2006, Fidelma serves as a volunteer attorney with the American Civil Liberties Union. She is a member of the American Association for Justice, American Bar Association, Public Justice, Rhode Island Association for Justice and Rhode Island Women's Bar Association. She also serves on the Science Advisory Board at Canisius College and as the Rhode Island State Coordinator for the Public Justice Foundation.

#### EDUCATION:

J.D., *cum laude*, American University, 1994

B.A., Canisius College, 1991

LICENSED IN: DC, MA, NY, RI

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the First Circuit, U.S. District Court for the District of Massachusetts and District of Rhode Island

#### *Jodi Westbrook Flowers*

Jodi Flowers co-leads, along with Ron Motley, Motley Rice's Anti-Terrorism and Human Rights practice group, the legal team that brought the groundbreaking complex litigation against the financiers and material supporters of al Qaeda. Representing thousands of family members and survivors of Sept. 11, 2001, in a pioneering civil action to hold al Qaeda's sponsors accountable and cut off the terror support pipeline, she serves on the Plaintiffs' Executive Committee for the *In re Terrorist Attacks on September 11, 2001* litigation consolidated by the Multidistrict Litigation Panel. She is also an integral member of the Motley Rice aviation security litigation team seeking accountability and change in aviation security following the 9/11 attacks.

Jodi handles a variety of other anti-terrorism cases regarding the state-sponsorship of international terrorism, as well as human rights litigation involving violations of international law and human rights abuses. Using her experience in complex case resolution, she served as the lead negotiator in the last hold-out of the individual cases against Libya for the Lockerbie bombing of Pan Am Flight 103.

Additionally, Jodi has worked on toxic environmental cases in the Virgin Islands involving leaking gas tanks, and she is currently helping Deepwater Horizon oil spill victims file claims through the new claims programs established by the two settlements reached with BP that were granted preliminary approval on May 2, 2012.

Jodi's legal career has included developing, researching and managing complex litigation and class actions on behalf of injured consumers and citizens in lawsuits and trials involving tobacco, asbestos, lead pigment, aviation, transportation and vehicle defects. She litigated against lead paint/pigment manufacturers, Bridgestone/Firestone



for injuries caused by tire defects cases, and the telecom industry for wiretapping. She has served on numerous MDL Executive Committees and Subcommittees. Currently, she plays an active role in litigating multiple complex securities fraud cases and shareholder derivative suits.

Jodi began her career applying restitution and fraud theories to the litigation against the tobacco industry which resulted in the historic Master Settlement Agreement between the state attorneys general and the tobacco industry. She developed expert and whistleblower testimony, synthesized millions of pages of documents and prepared the tobacco cases for trial. She prepared the false-marketing and child targeting case against the tobacco industry which resulted in restrictions on cartoon ads and the retirement of Joe Camel.

Jodi consults with various media outlets, including U.S. and foreign television, radio and print media. She provides pro bono work on a variety of global, national and community issues and helped establish the firm's Charitable Contributions Committee. The 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Jodi as a "Litigation Star" in its national rankings for civil rights/human rights and mass tort/product liability, as well as its South Carolina rankings in environmental, human rights, mass tort and securities. She was also named to the 2010, 2011 and 2012 editions of *The Lawdragon™ 500 Leading Lawyers in America* list for her work in plaintiffs' litigation.

Jodi is a member of the American Association for Justice, the South Carolina Association for Justice, the American Bar Association, the Charleston Bar Association and the Daughters of the American Revolution.

#### EDUCATION:

J.D., University of South Carolina School of Law, Carolina Legal Scholar, 1993

B.A. magna cum laude, College of Charleston, 1989

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Fourth Circuit

U.S. District Court for the District of South Carolina

#### ***Vincent L. Greene IV***

Vin Greene works on behalf of victims of lead poisoning and asbestos-related diseases. He represents children and families poisoned by exposure to lead paint and pigments in trials, negotiations and settlements. Vin's legal efforts led to his critical role in defeating tort reform legislation in Rhode Island, utilizing testimony, analysis and grassroots outreach to push passage of a bill that helped prevent childhood lead poisoning without infringing on victims' rights. For his numerous efforts and accomplishments, the Childhood Lead Action Project honored him with its Beyond the Call of Duty Award in 2001.

Currently, Vin represents workers and families suffering from mesothelioma and other asbestos-related diseases as a result of occupational, environmental or household exposure to asbestos. He has managed asbestos cases and negotiations on behalf of hundreds of individuals, including arguing before the Supreme Courts of Ohio and Rhode Island.

Vin began working with Motley Rice attorneys in 1997 on the landmark litigation against the tobacco industry and medical malpractice cases. Both the 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized him as a "Local Litigation Star" in the Rhode Island rankings in environmental, medical malpractice and toxic tort. Named a Motley Rice member in 2008, Vin is a member of the American Association for Justice and American Civil Liberties Union. He additionally serves on the Board of Directors for the Rhode Island Association for Justice.

#### EDUCATION:

J.D., George Washington University, 1998

B.A., College of the Holy Cross, 1995

LICENSED IN: RI

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of Rhode Island

#### ***John E. Herrick***

John Herrick has spent more than 20 years representing victims of asbestos exposure suffering from mesothelioma and other asbestos-related diseases. As a leader of the firm's occupational disease practice, John continues to fight for the rights of those harmed by asbestos and other occupational diseases and assists in managing the firm's asbestos litigation teams. A senior trial lawyer with years of courtroom experience, John represents individuals and families against defendants which manufactured and sold defective and unreasonably dangerous asbestos-containing products and equipment, as well as premise owners and contractors who specified and installed those products.

In his career, John has litigated asbestos cases resulting from occupational, environmental and household exposure, receiving verdicts in hundreds of matters. Most recently, John was lead trial counsel in a welding fume verdict for the plaintiff on behalf of a welder who developed manganism from exposure to welding fumes. He won the first affirmed jury verdict in the United States for a domestic, asbestos-exposed mesothelioma victim in the Marie Granski case and achieved the first verdict in the United States against SCAPA US, the former manufacturer of asbestos-containing dryer felts. John also worked as lead trial counsel in the Harlow trial group, cited as a top 100 case of the year by *The National Law Journal*, and litigated a personal injury case against a tobacco company for

a plaintiff harmed by the use of asbestos in cigarette filters. Using his crossover trial techniques and strong deposition skills, John is also contributing to the expansion of the firm's securities litigation practice.

John was highlighted in the 2009, 2011 and 2012 Litigation editions of *The Legal 500 United States* (mass tort and class action: plaintiff representation- toxic tort) and was given an AV® rating by Martindale-Hubbell®. He is a member of the American Association for Justice, American Bar Association and South Carolina Association for Justice. He also serves as a frequent guest speaker at asbestos litigation-related seminars.

**EDUCATION:**

J.D., University of South Carolina School of Law, 1988

B.A., University of South Carolina, 1983

LICENSED IN: MD, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. District Court for the Central District of Illinois, District of Maryland, District of South Carolina, Eastern and Western Districts of Wisconsin

***James M. Hughes, Ph.D.***

Jim Hughes practices securities fraud and shareholder litigation on behalf of institutional investors, public pension funds and unions. A former professor of philosophy, Jim's practice includes developing strategic legal arguments and drafting legal complaints and lead plaintiff motions. He plays a key role in cases involving corporate governance issues, shareholder derivative lawsuits and consumer and securities fraud.

Jim previously concentrated his practice on occupational disease and toxic torts, representing individuals such as steel and chemical workers injured by the exposure to silica and asbestos in the workplace. His efforts on behalf of occupational disease victims led to his arguing before appellate courts in Illinois and Minnesota. He shared his experience with silica litigation and product identification at several national conferences, addressing the plaintiff's perspective and other pertinent issues.

A published author on several legal and academic themes, Jim's law review article, "Informing South Carolina Capital Juries About Parole" (44 S.C. Law Review 383, 1993) was cited in 2000 by U.S. Supreme Court Justice John Paul Stevens in his dissenting opinion in *Ram Dass v. Angelone*. His reported opinions include *Ison v. E.I. DuPont de Nemours & Co.* (Del. 1999), *In re Minnesota Asbestos Litigation* (Minn., 1996), *W.R. Grace & Co. v. CSR Ltd.*, (Ill. App. Ct. 1996) and *In re Tutu Wells Contamination Litigation* (D.V.I. 1995).

Jim began his legal career with the plaintiffs' bar after clerkships with the South Carolina Office of Appellate Defense and a business, employment and intellectual property defense firm. He is recognized as an AV® rated attorney by Martindale-Hubbell® and is a member of the American Association for Justice and the South Carolina Association for Justice.

**EDUCATION:**

J.D., University of South Carolina School of Law, 1993

Ph.D., University of Illinois, Chicago, 1983

M.A., University of Illinois, Chicago, 1976

B.A., University of Minnesota, 1975

LICENSED IN: SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Supreme Court, U.S. Court of Appeals for the First and Fourth Circuits, U.S. District Court for the District of South Carolina

***Rebecca M. Katz***

Rebecca Katz brings to Motley Rice's Securities and Consumer Fraud team more than 20 years of complex litigation experience, including experience as a former senior counsel for the SEC's Enforcement Division and an extensive background in both *qui tam* and SEC whistleblower cases. Rebecca represents individuals in SEC whistleblower litigation, as well as institutional investors in securities class and individual actions. She is the managing member of the firm's New York office and leads its SEC whistleblower practice.

Prior to joining Motley Rice, Rebecca was a partner at a large New York firm, where she played a central management role in a number of major cases. She represented the Republic of Iraq and the Iraqi people in *Republic of Iraq v. ABB AG, et al.*, No. 08-CV-5951 (S.D.N.Y.), a case alleging corruption of the Oil-for-Food Programme that was established by the United Nations in 1995 to help provide basic necessities to Iraqi citizens. As a member of the Plaintiffs' Executive Committee for *In re Initial Public Offering Securities Litigation*, No. 21-MC-92 (S.D.N.Y.), which ultimately settled for \$586 million, she oversaw the hundreds of coordinated actions involved in the litigation. In addition, Rebecca has represented the Public Employees Retirement Association of New Mexico and the New Mexico Educational Retirement Board in individual securities cases against numerous defendants, including Wells Fargo & Company, for their alleged breach of contract and fiduciary duty in connection with certain investments in a securities lending program.

Rebecca is a regular guest speaker at legal conferences throughout the country, including public pension and Taft-Hartley fund conferences, and has presented on issues that include emerging developments in securities litigation and the SEC whistleblower provisions of the Dodd-Frank Act, as well as complex and class action litigation. As a former faculty member at the Practising



Law Institute's Securities Litigation & Enforcement Institute, she explored a variety of issues impacting securities law and lectured at the Fordham University School of Law's Eugene P. and Delia S. Murphy Conference on Corporate Law –Corporations, Investors and the Securities Markets. Rebecca has published numerous articles, including "Plaintiffs' Perspective: The SEC's Final Rules for Whistleblowers Offer a Balanced Approach to an Important New Program," *Securities Litigation Report* (with James M. Weir), July/August 2011; and "The Dodd-Frank Act: New Life for Whistleblowers and the SEC," *Securities Litigation Report* (with David B. Harrison), September 2010.

Rebecca's securities litigation experience earned her recognition in the 2013 edition of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys*, which honored her as a "Local Litigation Star" in the New York rankings in securities. She was selected by her peers for inclusion in the 2008, 2009 and 2010 editions of *New York Metro Super Lawyers*® and in the 2011 *Super Lawyers*® Business Edition in the litigation practice area. She was also recommended in the 2012 Litigation edition of *The Legal 500 United States* for her work in mass tort and class action: plaintiff representation – securities.

Rebecca earned a law degree from Hofstra University School of Law, where she was a member of the *Hofstra Law Review*. She is a member of the New York City Bar Association Securities Litigation Committee.

#### EDUCATION:

J.D., Hofstra University School of Law, 1990

B.S., Hofstra University, 1987

#### LICENSED IN: NY

#### ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Second Circuit

U.S. District Court for the Southern and Eastern Districts of New York

#### *Anne McGinness Kears*

Anne McGinness Kears focuses her practice on severe personal injury, representing children and adults in cases involving workplace injuries, toxic exposure, catastrophic burns, brain damage, loss of limb and paralysis, as well as wrongful death resulting from negligence and defective products. Through litigation, she has spent more than a decade seeking to hold accountable numerous corporations that put profits before safety, from the asbestos and tobacco companies to various consumer product manufacturers. Anne's work has been instrumental in causing the implementation of better safety practices and corporate governance measures and holding companies accountable for consumers' health and safety. She serves in a managing role for the firm's occupational health and catastrophic injury practice groups.

Anne works closely with families suffering from extreme and life-altering injuries caused by negligent manufacturing or management. She represents people severely burned by the ethanol-based fuel gel used in decorative firepots and is a member of the Motley Rice team litigating dozens of claims against manufacturers Napa Home and Garden, Inc., and Fuel Barons, Inc., and their insurers. Additionally, she represents a West Virginia resident seriously injured by carbon monoxide poisoning while a hotel guest and recently resolved a suit filed by a family whose young daughter suffered brain damage after a near drowning.

During law school, Anne supported the legal team representing the State Attorneys General in the historic lawsuit against Big Tobacco, which resulted in the largest civil settlement in U.S. history. After graduation, she helped litigate *Falise v. American Tobacco Company* and began representing asbestos victims. Today, she continues to represent people diagnosed with the devastating, deadly occupational disease mesothelioma caused by asbestos exposure in the chemical, electric power generation, steel or construction industries. She also litigates asbestos claims for household exposure victims, including children and housewives who developed mesothelioma or other asbestos-related diseases because they were exposed to asbestos a family member brought home on clothes or belongings.

Anne has tried several noteworthy cases, including *Cox vs. A&I Company*, West Virginia's first domestic asbestos exposure case, and the 2002 West Virginia Consolidated Asbestos Trial against Union Carbide in which the company was found to have maintained unsafe working conditions at its plants throughout the state. In addition to maintaining an active trial schedule, Anne represents Canadian Workers' Compensation Boards in U.S. courts to recoup benefits they paid Canadian asbestos victims.

Anne currently chairs the American Association for Justice Committee on Asbestos Education for the Asbestos Litigation Group. She has written several articles of interest to the plaintiffs' bar and frequently speaks on asbestos litigation, general product liability and tort reform at seminars across the country. She has been published on major legal issues, including *forum non conveniens* and defective products abroad, corporate misconduct, medicolegal aspects of asbestos litigation and mass tort litigation. Anne contributed to the 12th chapter of the book, "Pathology of Asbestos-Associated Diseases" (*Medicolegal Aspects of Asbestos-Related Diseases: A Plaintiff's Attorney's Perspective*, 2nd ed., 2004). Edited by Victor L. Roggli, MD; Tim D. Oury, MD, PhD; and Thomas A. Sporn, MD, this publication is a comprehensive asbestos reference book used by both physicians and attorneys.

Anne's peers selected her for inclusion in the 2011, 2012 and 2013 editions of *The Best Lawyers in America*® for her work in mass tort litigation/class actions- plaintiffs, and both the 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized her as

a “Litigation Star” in both its national and South Carolina rankings for mass tort/product liability. The National Trial Lawyers named her in 2010 as one of its *Top 100 Trial Lawyers*<sup>™</sup> in South Carolina. She was also highlighted in the 2009, 2011 and 2012 Litigation editions of *The Legal 500 United States* (mass tort and class action: plaintiff representation- toxic tort).

In 2012, Anne was elected to the Board of Governors for the South Carolina Association for Justice and asked to serve on its Legislative Policy Working Group. She was also elected in 2012 to the Board of Governors for the American Association for Justice and is a chair of its Committee on Asbestos Education for the Asbestos Litigation Group and Vice-Chair for STEP (Section of Toxic, Environmental and Pharmaceutical Torts). In 2011, Anne was re-elected to the Public Justice Foundation’s Board of Directors and, in 2012, was elected to serve on the Foundation’s Executive Committee. She was named in 2011 to the Executive Board for Safe Kids Trident Coalition, a local chapter of Safe Kids USA, to advocate for childhood injury prevention.

Anne is a member of the American Association for Justice, American Bar Association, South Carolina Association for Justice and Litigation Counsel of America Trial Lawyer Honorary Society. A University of South Carolina School of Law Compleat Bronze Award recipient, she is also a member of the Order of the Coif, Order of the Wig and Robe, John Belton O’Neal Inn of Court and the James L. Petigru Chapter of the American Inns of Court.

**EDUCATION:**

J.D. cum laude, University of South Carolina School of Law, 1998  
B.S., Syracuse University, 1983

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the Eastern District of New York and  
District of South Carolina

***Marlon E. Kimpson***

Marlon Kimpson represents victims of corporate malfeasance, from investors in securities and consumer fraud cases to those injured or killed in aviation disasters and other catastrophic incidents. Building upon the firm’s relationships with unions and governmental entities, Kimpson helps unions, state and municipality pension funds and other institutional investors better identify potential securities fraud and improve corporate governance through securities, deal and derivative litigation. Most recently, Motley Rice was appointed lead counsel in the securities fraud class action, *Bricklayers of Western Pennsylvania Pension Plan, et. al. v. Hecla Mining Company, et al.*, and Marlon serves as a member of the litigation team.

Marlon has worked on shareholder derivative litigation and on mergers and acquisitions cases that include: *In re Atheros Communications, Inc., Shareholder Litigation, In re Celera*

*Corporation Shareholder Litigation, In re RehabCare Group, Inc., Shareholders Litigation and In re Coventry Healthcare, Inc.*

Marlon joined Motley Rice attorneys in 2000 and has played an integral role in developing the firm’s catastrophic injury, aviation, asbestos and securities fraud practice groups. He has worked as a member of the aviation team on commercial and charter aviation cases with clients, defendants and accidents involving multiple countries. He has also worked with Environmental team to represent Deepwater Horizon oil spill victims and continues to help this team represent people and businesses that need help filing their claims under the new claims programs established by the two settlements that were granted preliminary approval on May 2, 2012.

A frequent speaker, Marlon has presented at seminars and conferences across the country, including the Public Funds Summit, the National Association of State Treasurers, the South Carolina Black Lawyers’ Association, the National Conference on Public Employee Retirement Systems (NCPERS) and the National Association of Securities Professionals (NASP).

After five years in commercial banking, Marlon earned a law degree before serving as a law clerk to Judge Matthew J. Perry of the U.S. District Court of South Carolina. His work in the legal field was recognized by *Benchmark Plaintiff, The Definitive Guide to America’s Leading Plaintiff Firms & Attorneys*, which named Marlon in 2012 as a “Litigation Star” in its national rankings for mass tort/product liability and, in both 2012 and 2013, as a “Local Litigation Star” in its South Carolina rankings in environmental, mass tort and securities. His legal work and volunteer service also earned him the University of South Carolina School of Law Compleat Bronze Award.

Marlon is active in his community and formerly served on the Board of Directors for the Peggy Browning Fund. He has also held leadership roles with the University of South Carolina Board of Visitors, the Charleston Black Lawyers Association and the South Carolina Election Commission.

Marlon is lifetime member of the NAACP and a member of the American Association for Justice, American Bar Association, National Bar Association, South Carolina Association for Justice, Sigma Pi Phi Boulé and Omega Psi Phi fraternity.

**EDUCATION:**

J.D., University of South Carolina School of Law, 1999  
B.A., Morehouse College, 1991

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of South Carolina



### **Mark I. Labaton**

As a former federal prosecutor, Mark Labaton is a long-standing advocate for corporate responsibility and financial accountability. For many years, Mark has litigated complex securities fraud, whistleblower, shareholder rights, corporate governance, insurance, financial fraud and consumer fraud cases. He currently serves as managing partner of the firm's Los Angeles office, Motley Rice LLP, and leads its *qui tam* whistleblower litigation team.

Mark has been instrumental in securing multiple settlements and judgments for his clients totaling close to \$1 billion. He has served as lead attorney or played an integral role in prosecuting (and defending) high-profile cases against a broad range of Fortune 500 and other large public and private companies, as well as prominent corporate officers and directors. A number of these cases have resulted in important legal precedents.

Early in his career, Mark served as an Assistant U.S. Attorney for the Central District of California, where he prosecuted white-collar fraud cases against officers, directors and senior executives of federally-insured financial institutions and False Claims Act actions against healthcare providers, defense contractors and other government contractors. He received awards and commendations from the U.S. Attorney General, several U.S. Attorneys, the FDIC, the FDIC's Office of the Inspector General, the Federal Bureau of Investigation, the Federal Reserve Board of Governors, the Immigration and Naturalization Service and the Small Business Administration. Mark also served as legal counsel on a District of Columbia mayoral transition team.

Mark's passion for writing has led to numerous published non-legal commentary, features and articles for daily, national and local newspapers and regional magazines. Awarded funding from the Ford Foundation, he wrote a series of articles on human rights issues for several international newspapers. Additionally, he has published more than two dozen legally-related commentary articles in publications that include: *Los Angeles Real Estate Journal*, *Los Angeles Lawyer*, *San Francisco Daily Journal*, the *Duke Law Journal*, the *Banking Law Review*, *Practising Law Institute's Securities Law Handbook*, the *Consumer Lawyers Advocate* magazine, *Legal Times*, *Texas Lawyer*, *New Jersey Lawyer*, *Manhattan Lawyer* and *Irish Times*. For years, he has written as a featured business law columnist in the *Los Angeles Daily Journal*. He also appeared in published symposia and was featured on the cover of *Los Angeles Lawyer* magazine in connection with a lead article on credit default swaps, which that magazine's editors solicited from him based on his work as an advocate for securities and consumer fraud victims.

At Duke University School of Law, Mark served as a staff and editorial board member of the *Duke Law Journal* and received the Hervey M. Johnson Writing Prize for the best law review article. The article was later cited in court opinions and other law review articles that led to an amendment of the Federal Rules of Civil Procedure.

The media frequently quotes Mark, and he has been named for five consecutive years to the *Southern California Super Lawyers*® list. He has also been a featured speaker, panelist and moderator at legal conferences hosted by Duke University School of Law, Taxpayers Against Fraud, the Institute of Law and Economic Policy, the Rand Institute, the Claremont University Drucker and Ito Business School, the U.S. Department of Justice, the FDIC, the U.S. Department of Education, the Beverly Hills Bar Association and the National Association of Legal Professionals.

Mark is an elected member of the American Law Institute, serves on the Board of Governors of the Association of Business Trial Lawyers, is an appointed member of the Appellate Courts Committee of the Los Angeles Bar Association and its Antitrust and Unfair Business Practice section. He is also a member of Taxpayers Against Fraud and its Dodd-Frank SEC Working Group, the American Association for Justice, the Association of Former U.S. Attorneys and Assistant U.S. Attorneys for the Central District of California, the National Association of Shareholder and Consumer Attorneys and the American Bar Association White Collar Crime Committee.

#### EDUCATION:

J.D., Duke University School of Law, 1988

M.A., Northwestern University Medill School of Journalism, 1981

B.A., Oberlin College, 1980

LICENSED IN: CA, DC

#### ADMITTED TO PRACTICE BEFORE:

Supreme Court of California, the District of Columbia and Pennsylvania, U.S. Court of Appeals for the First, Fifth, Ninth and D.C. Circuits, U.S. District Court for the District of Columbia, Western District of Washington, Central, Northern, Southern and Eastern Districts of California, Districts of Colorado, Massachusetts and Utah

### **Gregg S. Levin**

With more than two decades of legal experience, Gregg Levin represents domestic and foreign institutional investors and union pension funds in corporate governance, directorial misconduct and securities fraud matters. His investigative, research and writing skills have supported Motley Rice as lead or co-lead counsel in numerous securities and shareholder derivative cases against Dell, Inc., UBS AG and Cintas Corporation. Gregg manages complaint and brief writing for class action deal cases, shareholder derivative suits and securities fraud class actions.

Prior to joining Motley Rice, Gregg was an associate with Grant & Eisenhofer in Delaware, where he represented institutional investors in securities fraud actions and shareholder derivative actions in federal and state courts across the country, including the WorldCom, Telxon and Global Crossing cases. He also served as corporate counsel to a Delaware Valley-based retail corporation from 1996-2003, where he handled corporate compliance matters and internal investigations.

Gregg is a published author on corporate governance and accountability issues, having written significant portions of the treatise *Shareholder Activism Handbook* (Aspen Publishers, November 2005), as well as several other articles of interest to institutional investors, including:

“*In re Cox Communications: A Suggested Step in the Wrong Direction*” (*Bank and Corporate Governance Law Reporter*, September 2005)

“Does Corporate Governance Matter to Investment Returns?” (*Corporate Accountability Report*, September 23, 2005)

“*In re Walt Disney Co. Deriv. Litig.* and the Duty of Good Faith under Delaware Corporate Law” (*Bank and Corporate Governance Law Reporter*, September 2006)

“Proxy Access Takes Center Stage: The Second Circuit’s Decision in *American Federation of State County and Municipal Employees, Employees Pension Plan v. American International Group, Inc.*” (*Bloomberg Law Reports*, February 5, 2007)

“Investor Litigation in the U.S. -- The System is Working” (*Securities Reform Act Litigation Reporter*, February 2007)

Appearing in the media to discuss a variety of securities matters, Gregg has also presented in more educational forums, including at the Ethics and Transparency in Corporate America Webinar held by the National Association of State Treasurers.

#### EDUCATION:

J.D., Vanderbilt University School of Law, 1987

B.A., University of Rochester, 1984

LICENSED IN: DC, MA, SC

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the First, Third, Fifth and Eleventh Circuits

#### **Robert J. McConnell**

Bob McConnell’s practice concentrates on lead pigment litigation, childhood lead poisoning cases and other toxic environmental litigation with Motley Rice’s Environmental practice group. For several years, Bob prepared for and served on the trial team in the landmark trial on behalf of the state of Rhode Island against corporate defendants from the lead paint industry. In 2005, he successfully argued the precedent-setting case *Thomas v. Mallett* 285 Wis 2d 236 as part of the Motley Rice trial team applying risk contribution theory to the lead paint industry before the Wisconsin Supreme Court.

Bob currently represents children injured by childhood lead poisoning against property owners, governmental agencies and lead pigment companies. In Rhode Island, Bob secured the largest lead paint poisoning settlement on behalf of a child injured by lead poisoning.

He also played a leading role in a statewide lobbying effort to defeat legislation that would have denied lead-poisoned children and their families the right to seek justice. Through testimony, analysis and grassroots outreach, he helped the Rhode Island legislature pass a bill helping to prevent childhood lead poisoning without infringing on victims’ rights.

Additionally, Bob litigates cases involving environmental hazards such as groundwater or soil contamination. He represents victims seeking corporate accountability as a result of personal injury, property damage and economic loss as a result of negligent environmental practices. Recently, Bob represented more than 100 residents of Tiverton, Rhode Island, in an environmental contamination lawsuit against a major New England utility company.

With over two decades of experience in asbestos litigation, Bob also works on the firm’s occupational disease and toxic tort litigation. He continues to represent victims of asbestos exposure suffering from mesothelioma and other asbestos-related diseases. He has managed large consolidation trials in several states including Maryland, Mississippi and West Virginia.

After beginning his career as a teacher, Bob earned a law degree and clerked for the Honorable Donald F. Shea of the Rhode Island Supreme Court. He joined Motley Rice attorneys on the tobacco litigation team representing multiple state attorneys general, which resulted in the historic Master Settlement Agreement between the states and the tobacco industry.

Recognized as an AV<sup>®</sup> rated attorney by Martindale-Hubbell<sup>®</sup>, Bob was named a “Local Litigation Star” in the 2012 and 2013 editions of *Benchmark Plaintiff*, *The Definitive Guide to America’s Leading Plaintiff Firms & Attorneys* in its Rhode Island rankings in environmental and toxic tort. He has been selected by his peers for inclusion in every edition of *The Best Lawyers in America*<sup>®</sup> since 2009 for his work in mass tort litigation/class actions- plaintiffs. In addition, Bob has been selected by his peers for inclusion in the *New England Super Lawyers*<sup>®</sup> and *Rhode Island Super Lawyers*<sup>®</sup> lists each year since 2008.

Highly active in the Rhode Island community, Bob serves as board vice chairman of The Institute for the Study and Practice of Nonviolence, an organization that seeks to promote nonviolence among young people in Rhode Island’s inner cities. He is also a board member for the George Wiley Center, which advocates for the rights of low income Rhode Island citizens, and the Fund for Community Progress, an organization that supports 26 grassroots organizations working for long-term community change.

Bob frequently speaks about lead paint litigation to local and regional groups such as the Rhode Island Bar Association and the Northeast Conference of Attorneys General. He is a member of the American Association for Justice and the American Bar Association.



**EDUCATION:**

J.D., Suffolk University School of Law, 1987

A.B., Brown University, 1979

LICENSED IN: MA, RI

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of Massachusetts, District of Rhode Island

***Donald A. Migliori***

Building upon his experience in complex asbestos cases, the historic tobacco lawsuits and 9/11 litigation, Don Migliori is a multifaceted litigator. He represents victims of terrorism, aviation disasters, environmental contamination, defective medical devices and drugs, occupational diseases and securities and consumer fraud in cutting-edge litigation that spans the country.

As co-leader of Motley Rice's aviation team, Don has played a central role in the extensive discovery, mediations and settlements of more than 50 cases of 9/11 aviation liability and damages against numerous defendants. In this role, Don represents families of the victims of the September 11, 2001, attacks who opted-out of the Victim Compensation Fund to seek greater answers, accountability and recourse, and serves as liaison counsel for all wrongful death and personal injury cases in the 9/11 aviation security litigation. Additionally, he manages anti-terrorism litigation associated with the 9/11 terrorist attacks as a lead attorney of the 9/11 Families United to Bankrupt Terrorism groundbreaking litigation designed to bankrupt the financiers of al Qaeda.

Don serves as co-lead plaintiffs' counsel and liaison counsel for the Composix® Kugel® Mesh multidistrict litigation, *In re Kugel Mesh Hernia Patch Products Liability Litigation*, the first MDL in federal Rhode Island Court, on behalf of thousands of individuals alleging injury by the hernia repair patch. In *Christopher Thorpe and Laure Thorpe v. Davol, Inc. and C.R. Bard, Inc.*, the second case to go to trial out of thousands of cases filed in the MDL, the U.S. District Court for the District of Rhode Island found hernia patch manufacturer Davol and parent company C.R. Bard liable for negligent design of the patch and failure to warn of the dangers associated with the patch. The jury awarded \$1.5 million to the plaintiffs for personal injury damages and loss of consortium. He serves as liaison counsel for the Composix® Kugel® Mesh lawsuits consolidated in Rhode Island state court.

Don plays a central role in current litigation involving women allegedly harmed by pelvic mesh/sling products in hundreds of filed cases in federal and states courts against defendants that include American Medical Systems, Inc. (AMS), Boston Scientific, C.R. Bard, Inc., and Johnson & Johnson. He is a member of the Plaintiffs' Steering Committee in the Levaquin® litigation, as well as the Depuy® Orthopaedics, Inc. ASR™ and Pinnacle® Hip Implant MDLs. Motley Rice's Securities and Consumer Fraud team relied

upon Don's experience in connection with the commencement of and strategy for shareholder derivative litigation brought on behalf Chiquita Brands International, Inc., alleging the defendants breached their fiduciary duties by paying bribes to terrorist organizations in violation of U.S. and Columbian law. He also served as trial counsel for PACE Industry Union-Management Pension Fund in a securities case against Forest Laboratories, Inc., and continues to oversee liability discovery and trial strategy in a still ongoing securities fraud class action involving Household International, Inc.

Don began working with Motley Rice attorneys in 1997 on behalf of the State Attorneys General in the historic lawsuit against Big Tobacco, resulting in the largest civil settlement in U.S. history. He has more than a decade of interdisciplinary experience with asbestos, medical and securities litigation. He tried several noteworthy asbestos cases on behalf of mesothelioma victims, including the state of Indiana's first contractor liability verdict and first premises liability verdict for wrongful exposure to asbestos. He continues to manage asbestos cases and actively litigates mesothelioma lawsuits in the courtroom.

Don is a frequent speaker at legal seminars across the country and has appeared on numerous television and radio broadcast programs, as well as in print media to address legal issues related to terrorist financing, aviation security, class action litigation, premises liability, asbestos and defective medical devices cases. A "Distinguished Practitioner in Residence" at Roger Williams University School of Law for the 2010-2011 academic year, he currently teaches mass torts as an adjunct professor.

*Rhode Island Lawyers Weekly* and *Massachusetts Lawyers Weekly* each selected Don as being among their 2011 Lawyers of the Year. The 2012 and 2013 editions of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* honored him as a "Local Litigation Star" in the Rhode Island rankings in human rights and product liability. An AV® rated attorney in Martindale-Hubbell®, Don was selected by his peers for inclusion in the 2009, 2010, 2011 and 2012 editions of *New England Super Lawyers®* and *Rhode Island Super Lawyers®*. He was also selected by his peers for inclusion in the 2011, 2012 and 2013 editions of *The Best Lawyers in America®* for his work in mass tort litigation/class actions- plaintiffs. Rhode Island Lawyers Weekly selected him in 2011 as one of its Lawyers of the Year. In 2010, The National Trial Lawyers named him one of its *Top 100 Trial Lawyers™* in Rhode Island, and he was named in the 2010 edition of the *Lawdragon™ 3,000*. Don was honored in 2005 as one of *Providence Business News'* Forty Under 40.

Don is the former President of the Rhode Island Association for Justice. He serves on the Board of Governors for the American Association for Justice and the Board of Directors for the National Center for Victims of Crime. He is also a member of the American Bar Association.

**EDUCATION:**

M.A./J.D., Syracuse University, 1993

A.B., Brown University, 1988

LICENSED IN: MA, MN, NY, RI

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the First and Fourth Circuits, U.S.

District Court for the District of Rhode Island, District of Massachusetts and Northern, Southern and Eastern Districts of New York

***Ingrid L. Moll***

Ingrid Moll is a trial and appellate attorney who litigates on behalf of consumers, businesses, unions and governmental entities. Ingrid's practice focuses on class action and complex cases involving consumer protection, unfair trade practices, commercial, environmental and securities litigation.

Prior to joining Motley Rice, Ingrid was an associate attorney at two large defense firms. She also served as a law clerk to Justice David M. Borden of the Connecticut Supreme Court from 1999-2001 and, as a law student, was editor-in-chief of the *Connecticut Law Review*.

Ingrid was named as a *Connecticut Rising Star* in the 2010 edition of *New England Super Lawyers*® and, in recognition of her professional achievements and commitment to the community, was honored with the 2005 *Hartford Business Journal's* Forty Under 40 award and the 2005 *Connecticut Law Tribune's* New Leaders of Law Impact Award.

Active in the Connecticut community, Ingrid serves as an executive member of the Board of Directors of the Connecticut Bar Foundation and is the chair of the Bar Foundation's grantmaking committee. Ingrid also serves as Secretary of the Board of Directors of the Alumni Association of the University of Connecticut School of Law, where she previously taught moot court as an adjunct professor. Ingrid is a member of the Oliver Ellsworth Inn of Court, Swift's Inn, the Connecticut State Advisory Committee of the U.S. Civil Rights Commission and the Connecticut Client Security Fund Committee.

**EDUCATION:**

J.D., University of Connecticut School of Law, 1999

B.A., Wheaton College, 1995

LICENSED IN: CT, DC, NY, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Second, Fourth and Tenth Circuits,

U.S. District Court for the District of Colorado, District of Connecticut, Eastern and Southern Districts of New York

***William H. Narwold***

Bill Narwold has advocated for corporate accountability and fiduciary responsibility for nearly 30 years, representing consumers, governmental entities, unions and institutional investors. He litigates complex securities fraud, shareholder rights and consumer fraud lawsuits as well as matters involving unfair trade practices, antitrust violations, whistleblower/*qui tam* claims and accounting or tax issues. Bill is the practice group leader of Motley Rice's Securities and Consumer Fraud practice group.

Additionally, Bill manages the firm's appellate group. His experience includes more than 200 appeals before the U.S. Supreme Court, U.S. Courts of Appeal and multiple state courts.

Bill joined Motley Rice in 2004, after directing corporate, financial, real estate, and trust and estate litigation on behalf of private and commercial clients for 25 years at Cummings & Lockwood in Hartford, Connecticut, including 10 years as managing partner. Prior to his work in private practice, he served as a law clerk for the Honorable Warren W. Eginton of the U.S. District Court, District of Connecticut from 1979-1981.

Bill often acts as an arbitrator and mediator both privately and through the American Arbitration Association. He is a frequent speaker on legal matters, including class actions.

Named one of 11 lawyers "who made a difference" by *The Connecticut Law Tribune*, Bill serves the Hartford professional community as the past President of the Connecticut Bar Foundation and past member of the Board of Trustees of the University of Connecticut Law School Foundation. He was named in the 2008 *The Best of the U.S.* list and was selected by his peers for inclusion in the 2009, 2010, 2011 and 2012 editions of *Connecticut Super Lawyers*® and *New England Super Lawyers*®. He was named the *Best Lawyers*® 2013 Hartford Litigation- Banking & Finance "Lawyer of the Year" and has also been selected by his peers for inclusion in every edition of *The Best Lawyers in America*® since 2005 for his work in litigation- banking and finance; litigation-mergers and acquisitions; and litigation- securities. Bill is recognized as an AV® rated attorney by Martindale-Hubbell®.

He has also been involved with the Greater Hartford Legal Assistance Foundation and Lawyers for Children America. He is a member of the American Bar Association and the National Association of Consumer Advocates. Bill currently serves as Director and past Chairman of Protein Sciences Corporation, a biopharmaceutical company in Meriden, Connecticut. In 2008, Bill received the Connecticut Bar Foundation's Legal Services Leadership Award.

**EDUCATION:**

J.D. *cum laude*, University of Connecticut School of Law, 1979

B.A., Colby College, 1974

LICENSED IN: CT, DC, NY, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Supreme Court, U.S. Court of Appeals for the First, Second, Third, Fourth, Fifth, Sixth, Ninth, Tenth, Eleventh and Federal Circuits, U.S. District Court for the District of Colorado, District of Connecticut, Eastern and Southern Districts of New York

***Vincent I. Parrett***

Vince Parrett represents victims of terrorism, human rights and aviation disasters. He is currently focused on litigation brought on behalf of American and Israeli victims of terror attacks. This international litigation seeks to stop the financing of terror attacks and help bring peace to the Middle Eastern regions.

Working on the civil action Families United to Bankrupt Terrorism, he represents more than 6,500 victims' families against the financial sponsors of al Qaeda. He also has represented individual clients in aviation liability and damages cases alleging negligence by the airlines and security companies in connection with the 9/11 attacks.

Vince litigates corporate class actions to protect the direct financial interests of shareholders against under-priced or coercive corporate transactions. He has worked on PSLRA and federal class action securities fraud litigation, representing investors injured because of wrongful conduct.

Prior to joining Motley Rice in 2007, Vince represented victims of the September 11th attacks as an associate with a New York aviation firm. He represented clients in multidistrict litigation against financial sponsors of al Qaeda, and against the airlines and security companies who allegedly failed to implement basic security measures, enabling the terrorists to launch the attacks. During this time, he also worked on aviation litigation involving commercial and general aviation aircraft and helicopters.

Following law school, Vince completed research, document analysis and interviews as part of federal securities litigation and SEC investigations. After graduating from the Naval Justice School, he served as a Naval Officer in the United States Navy Judge Advocate General's Corps (JAG) and tried scores of court martial trials before juries. In 2002, Lt. Parrett was appointed Officer-In-Charge of Naval Legal Service Office at Naval Air Station Oceana, where he led a team of JAG Officers providing legal counsel to the large Naval aviation community.

Vince has co-authored several articles and presentations, including *Aviation Lawyers Striking Back At The Terror Network*; and *Reflections on the 1999 Montreal Convention Affecting Victims of International Aviation Disasters in Congested Skies*. He was recognized in the inaugural 2012 edition of *Benchmark Plaintiff, The Definitive Guide to America's Leading Plaintiff Firms & Attorneys*, which named him as a "Litigation Star" in its national rankings for civil rights/human rights, as well as its South Carolina rankings in human rights, personal injury and securities. Vince was recognized by *Benchmark Plaintiff* again in 2013 as a "Local Litigation Star" in the South Carolina rankings for human rights, product liability, securities and toxic tort.

In 2012, Vince was appointed to the Board of Advisers of the Academy of American Legal Writers, a division of LawProse, the "oldest and largest provider of continuing legal education in writing, advocacy, and transactional drafting in the United States." He is also a member of the American Association for Justice, American Bar Association and Federal Bar Council Inn of Court.

**EDUCATION:**

LT, JAG Corps, Naval Justice School, 1999

J.D., New York University School of Law, 1998

Goethe Institute, Mannheim, Germany, 1995

B.A., Yale University, 1994

LICENSED IN: CA, NY, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Supreme Court, U.S. Court of Appeals for the First, Second and Ninth Circuits, U.S. District Court for the Central, Northern and Southern Districts of California, Eastern and Southern Districts of New York and District of South Carolina, U.S. Navy - Marine Court of Criminal Appeals, U.S. Courts - Martial

***Mary F. Schiavo***

Throughout her career in law and public service, Mary Schiavo has sought accountability and industry change from corporations, institutions and the government so that they may meet their obligation to protect the safety and security of the traveling public. With experience in transportation litigation, Mary represents victims and their families suffering from negligence of airline, automotive, commercial trucking, motorcoach and rail companies.

A leader of the firm's aviation team, Mary has represented passengers and crew of most major U.S. air crashes, as well as pilots and passengers on private or charter planes. She represents passengers, pilots, flight attendants and select owners and operators. Her experience with major, complex aviation litigation includes more than 50 cases on behalf of the family members of the passengers and crew of all the planes hijacked on Sept. 11, 2001.

Mary has held numerous government appointments under three U.S. Presidents, including that of Inspector General of the U.S. Department of Transportation from 1990 to 1996. Under Mary's direction, the agency investigated air safety, crimes and disasters; secured more than 1,000 criminal convictions; and exposed billions of dollars of fraud, waste and abuse of taxpayer money. She testified before Congress multiple times on transportation safety, security, budgeting and infrastructure. In recognition of her work combating the use of bogus aircraft parts worldwide, Mary was honored at the Smithsonian Institution with its Aviation Laurel Award in 1992 and 1995 and was inducted to the Aviation Laurel Hall of Fame in 1997.

As an Assistant U.S. Attorney early in her career, Mary litigated civil cases and prosecuted federal white-collar crimes, bank and securities fraud, mail and wire fraud, drug trafficking and counterfeiting. During her appointment, she also served on the U.S. Department of Justice's Organized Crime and Racketeering Strike Force, prosecuting high-profile criminal cases of bank and securities fraud and related mail and wire fraud, including a large investigation of a bank and securities fraud scheme that resulted in the federal takeover of banks, savings and loans throughout the Midwest.

In 1987, Mary was selected as a White House Fellow and assigned to the U.S. Attorney General, where she worked as the Special Assistant for Criminal Affairs. In this role, she reviewed high security prosecutions, prepared Foreign Intelligence Surveillance Act Requests, attended foreign legal summits with the Attorney General and worked on international prisoner and evidence exchanges. During this time, she also taught trial technique at the U.S. Attorney General's Advocacy Institute and the Federal Bureau of Investigation Academy. Her work earned her an appointment as the Assistant U.S. Secretary of Labor in 1989, where she led the Office of Labor Management Standards, supervising union elections and investigations on election and financial irregularities.

A frequent on-air contributor or consultant for several networks, Mary has appeared on ABC, CNN, CBS, Fox News, NBC, BBC, the History Channel and Discovery Channel. Named by *Glamour* magazine as a 1997 Woman of the Year, 1987 Working Woman of the Year and a Top Ten College Student in 1975, she has spoken about aviation safety on *20/20*, *60 Minutes*, *Good Morning America*, *Larry King Live*, *Nancy Grace*, *Nightline*, *Oprah*, *The O'Reilly Factor*, *Today*, and *Your World with Neil Cavuto*, among others. Mary is the author of *Flying Blind*, *Flying Safe*, a *New York Times* bestseller, featured in *Time* magazine for exposing the poor safety and security practices of the airlines and the failures of the federal government to properly regulate the aviation industry. She contributed to *Aviation Security Management* (Volume One, 2008) and *Supply Chain Security* (Volumes One and Two, 2010).

The 2012 and 2013 editions of *Benchmark Plaintiff*, *The Definitive Guide to America's Leading Plaintiff Firms & Attorneys* recognized Mary as a "Litigation Star" in its national rankings for mass tort/product liability, as well as its South Carolina rankings in mass tort and securities. She was also selected by her peers for inclusion in the 2010, 2011, 2012 and 2013 editions of *The Best Lawyers in America*® for her work in mass tort litigation/class actions- plaintiffs.

Mary received her pilot's license soon after her driver's license, and later completed private and commercial flight training at The Ohio State University. She returned to The Ohio State University as the McConnell Aviation Chair and professor from 1998-2002 and as the Enarson Professor of Public Policy from 1997-1998. She has also served as a practitioner in residence at the New York University School of Law. Mary is an affiliate member of the International Society of Air Safety Investigators, as well as a member of the American Association for Justice and the American Bar Association, where she served in the House of Delegates and as the First Female Assembly Delegate from 1986-1989.

#### EDUCATION:

J.D., New York University School of Law, 1980 (Root-Tilden Scholar)

M.A., The Ohio State University, 1977 (University Fellow)

B.A., cum laude, Harvard University, 1976

LICENSED IN: DC, FL, MD, MO, SC

ADMITTED TO PRACTICE BEFORE:

U.S. Supreme Court

#### ***Carmen S. Scott***

Carmen Scott helps lead Motley Rice's Medical practice group, managing complex personal injury and economic recovery damages cases on behalf of victims of medical negligence, harmful prescription drugs or misconduct.

With a focus on women's products, Carmen has been on the forefront of national contraceptive litigation involving products such as Nuvaring®, Yaz®, and Yasmin® and currently serves on the Plaintiffs Steering Committee in the *In re NuvaRing Products Liability Litigation* multidistrict litigation. She recently litigated cases involving individuals who suffered serious side effects while being treated with Digitek® in the federal multidistrict litigation *In re Digitek Products Liability Litigation* and is currently representing clients in osteonecrosis and femur fracture cases related to the osteoporosis drug Fosamax®.

Prior to joining Motley Rice in 2005 and concentrating her efforts on the medical practice area, Carmen represented numerous clients in jury trials, working on products liability, personal injury and business cases for both plaintiffs and defendants.



Carmen is a frequent speaker on medical litigation and topics involving women's products, regularly lecturing at both legal seminars and public advocacy events on such issues as plaintiffs' rights in medical negligence and dangerous drug cases. She has been sought out and quoted in several national media outlets and publications, including The Associated Press, NBC News New York, *Marie Claire*, *MotherJones* and *The Safety Report*.

Active in her community, Carmen proudly serves as Vice Chair on the Board for the Make-A-Wish Foundation of South Carolina, fundraising and promoting the Foundation's mission, as well as serving as a "wish-granter" for families that have been selected by the organization. She has also served as a board member for the nonprofit organization Charleston County Friends of the Library. Carmen is a member of the American Association for Justice, the American Bar Association, the South Carolina Association for Justice and the South Carolina Women Lawyers Association.

**EDUCATION:**

J.D., University of South Carolina School of Law, 1999

B.A., College of Charleston, 1996

LICENSED IN: SC

***Fred Thompson III***

Fred Thompson leads Motley Rice's medical practice group, managing the firm's litigation related to defective medical devices, harmful pharmaceutical drugs, and medical malpractice, as well as overseeing the firm's nursing home abuse litigation team. In this role, Fred litigates personal injury and economic damage recovery cases on behalf of individuals harmed by negligence, product defects or misconduct.

His work has led to his appointment to numerous leadership positions, including co-lead coordinating counsel for the pelvic mesh lawsuits consolidated in the U.S. District Court for the Southern District of West Virginia, plaintiffs' co-lead counsel in the federal Digitek® consolidation and membership on the Plaintiffs' Steering Committees for the Medtronic Sprint Fidelis® defibrillator lead, Avandia® and Trasyolol® federal multidistrict litigation. Fred also serves as chairman of the American Association for Justice's Digitek® Litigation Group and co-chairman of the Kugel® Mesh Litigation Group. He co-authored "Composix® Kugel® Mesh: A Primer" for the Spring 2008 AAJ Section on Toxic, Environmental & Pharmaceutical Torts newsletter.

With more than two decades of diverse experience in personal injury, commercial and toxic tort law, Fred is also active with the firm's consumer fraud, commercial and economic damage litigation. He has represented clients in litigation involving bond issues and securities fraud in federal, state and bankruptcy forums as well as through alternative dispute resolution. Additionally, Fred has practiced commercial transaction work, including contracting, corporate, partnership and limited liability company formation, and capital acquisitions.

Recognized as an AV® rated attorney by Martindale-Hubbell®, Fred is a member of the American Association for Justice and frequently speaks on medical litigation topics at legal seminars throughout the country. He serves his local community as a Board Member for the East Cooper Community Outreach organization.

**EDUCATION:**

J.D., with distinction, Duke University School of Law, 1979

B.A., *cum laude*, Yale University, 1973

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. Supreme Court, U.S. Court of Appeals for the Fourth Circuit,

U.S. District Court for the District of South Carolina

**ASSOCIATES AND COUNSEL**

***David P. Abel***

David Abel represents institutional investors and individuals in securities and consumer fraud litigation. With a diverse background in securities litigation, from identifying clients' financial losses and complaint drafting to calculating class-wide damages and settlement plan of allocation analysis, David focuses on initial case evaluation for securities fraud class actions, shareholder derivative actions, and mergers and acquisitions litigation.

David also serves as Director of Shareholder Services and Business Analysts, supervising the firm's securities portfolio monitoring service and financial analysis for securities actions. The portfolio monitoring service identifies losses suffered by clients due to corporate fraud or misconduct and enables them to carefully evaluate their options. The service additionally provides securities class action settlement claims processing.

David joined Motley Rice in 2006 as a Business Analyst for the Securities and Consumer Fraud practice group. He was later elevated to the position of Director of Shareholder Services and Business Analysts and began practicing as an attorney with the firm in 2010. Prior to his tenure at Motley Rice, David gained professional experience serving as a consultant for small businesses, Vice President of Operations for a mid-size tour company, and General Manager and Editor for a political consulting firm.

David is a graduate of the Charleston School of Law and holds an MBA from The Citadel. As an undergraduate at Clemson University, he was a member of the men's varsity cross country and track & field teams. David is fluent in Spanish, having once lived in Spain.

**EDUCATION:**

J.D., *cum laude*, Charleston School of Law, 2009

M.B.A., The Citadel, 2005

B.A., *cum laude*, Clemson University, 2002

LICENSED IN: South Carolina

***Victoria Antion Nelson***

Victoria "Vicki" Antion Nelson represents victims of corporate wrongdoing and negligence in West Virginia and throughout the United States. She focuses her practice on cases involving asbestos victims, both managing and preparing consolidated, multi-party asbestos cases for trial. She also currently supports the firm's Catastrophic Injury team, representing people who were severely injured as a result of carbon monoxide inhalation in claims against Holiday Inn Express Hotel & Suites, as well as other corporate entities and insurers.

Vicki fights for the rights of victims suffering from mesothelioma, lung cancer and other asbestos-related diseases caused by occupational or household asbestos exposure and has represented many West Virginia workers and families during the last seven years. She handles all aspects of litigation, from initial client meetings to expert preparation, depositions, oral argument and, ultimately, case resolution.

Vicki began her legal career as an intern with the U.S. Department of Justice, Federal Bureau of Prisons. She then served as a graduate assistant with West Virginia University's Student Legal Services and the University's Office of the General Counsel, where she supported the General Counsel and staff on matters involving higher education law. From 2003-2005, Vicki served as a clerk for the Honorable Ronald E. Wilson, Chief Judge in West Virginia's First Judicial Circuit. She has primarily concentrated her efforts on litigating exigent asbestos cases since joining Motley Rice in 2005,

Vicki was selected by her peers in 2012 for inclusion in the *West Virginia Super Lawyers® Rising Stars* list. She is active in her community as a board member for the West Virginia University Hospital Rosenbaum Family House in Morgantown, W.V., and volunteers for several local Morgantown agencies. Vicki was elected in 2012 to serve on the West Virginia Association for Justice Board of Governors. She is a Morgantown native and is the proud parent of two, Harlyn and Brooks, with her husband, Matthew Harlin Nelson.

During law school, Vicki received the honor of induction into the Order of the Barristers and served as the Student Body President and Chair of the Annual 5k Race to benefit West Virginia Legal Aid. She is a former member of the West Virginia State Bar Association Board of Governors and West Virginia University College of Law's Development Committee.

Vicki is a member of the American Bar Association, South Carolina Association for Justice and West Virginia State Bar Association.

**EDUCATION:**

J.D., West Virginia University College of Law, 2003

B.A. *summa cum laude*, West Virginia University, 2000

LICENSED IN: SC, WV

**ADMITTED TO PRACTICE BEFORE:**

South Carolina Supreme Court, West Virginia Supreme Court of Appeals, U.S. District Court for the Northern and Southern Districts of West Virginia

***James R. Brauchle***

Bringing more than a decade of litigation experience to Motley Rice's aviation team, Jim Brauchle represents victims of aviation disasters and their families, as well as victims of passenger rights violations, in cases against the airline industry. He has extensive courtroom experience that includes both bench and jury trials and has handled civil, domestic, and criminal defense cases from pre-trial practice through trial, post-trial motions and appeals. A former U.S. Air Force navigator, Jim brings years of flying experience, leadership skills and knowledge of the aviation industry to his litigation work. He not only works closely with clients and co-counsel but also with pilots, engineers and experts in such areas as wreckage inspection and flight reconstruction.

Jim had the honor of supporting the firm's work in *Bavis v. United Airlines Corporation et al.*, the last aviation security case to be resolved in the nearly decade-long consolidated litigation, *In re September 11 Litigation*, involving 56 of the 96 families who opted out of the Victim Compensation Fund in an effort to force accountability and generate answers related to the 9/11 terrorist attacks. He is an integral member of the aviation team representing the families of the five Italian tourists who lost their lives when a helicopter tour and small private plane collided in mid-air over the Hudson River on Aug. 8, 2009. Litigating multiple crash cases involving small private planes, he also represents the family of a pilot who was one of six people killed when a Cessna Citation 550 aircraft on a life-saving transplant mission crashed into Lake Michigan shortly after takeoff.

An advocate for the rights of the traveling public, Jim took passenger rights case, *Amanda Tuxworth v. Delta Air Lines, Inc.*, to trial and, after a hung jury that was nine to one in his client's favor, used his negotiation skills to resolve the case in mediation prior to a re-trial. In another passenger rights case alleging negligence, breach



of contract and negligent misrepresentation, *Sandie Mallard v. Airtran Airways, Inc.*, he played a central role in achieving a confidential settlement. The U.S. District Court for the Southern District of Florida ruled in favor of his client in *Chris Turner v. Ramo, LLC*, a case involving the crash of an international charter flight. This ruling was upheld by the U.S. Eleventh Circuit Court of Appeals in February 2012. Jim also represented numerous families of those who lost their lives in the 2009 Continental Airlines/Colgan Air Flight 3407 crash, which took the lives of all 49 passengers and crew, as well as one person on the ground.

Jim served as a navigator in the United States Air Force from 1991 to 2001. He was one of only five people in the entire Air Force simultaneously qualified as a C-141 Special Operations navigator, flight instructor and examiner and was often selected to fly high visibility missions, both in the United States and abroad. Additionally, he was hand-selected to brief and demonstrate special operations capabilities to the Air Mobility Command's Director of Operations and represented the 437th Air Wing at RODEO 1996, the United States Air Force's airlift flying competition.

Jim is a member of the South Carolina Association for Justice and the American Association for Justice, as well as an affiliate member of the International Society of Air Safety Investigators.

**EDUCATION:**

J.D., Rutgers University School of Law, 2001  
 B.S., Lemoyne College, 1990  
 LICENSED IN: SC

***Meghan Johnson Carter***

Meghan Johnson Carter works primarily with Motley Rice's Catastrophic Injury and Medical practice groups where she litigates cases on behalf of victims of defective products and dangerous pharmaceutical drugs. Her previous experience includes interviewing clients and processing claims for *In re Graniteville Train Derailment* cases and completing research on venue, statutes of limitation, negligence, products liability and other tort issues.

As a law student, Meghan was a research editor for the *South Carolina Law Review*, the chief justice of the University of South Carolina Moot Court Bar, and a member of the John Belton O'Neill Inns of Court, the Order of the Wig and Robe, and the Order of the Barristers. She received the Sherod H. Eadon Scholarship Award which is awarded to a student who exhibits outstanding ability in trial advocacy.

Meghan is a member of the American Association for Justice, the American Bar Association, Charleston County Bar Association, the South Carolina Association for Justice and the South Carolina Bar Association.

**EDUCATION:**

J.D., University of South Carolina School of Law, 2007  
 B.S., University of North Carolina at Chapel Hill, 2003  
 LICENSED IN: SC

***Benjamin D. Cunningham***

Ben Cunningham handles complex litigation on behalf of individuals and families suffering from mesothelioma and other asbestos-related diseases. Working with Motley Rice's Occupational Disease and Toxic Tort practice group, Ben is responsible for extensive legal research and discovery, including authoring briefs, motions and responses, and taking and defending expert and fact witness depositions.

Ben began his legal career in Georgia, working on a variety of cases including banking, real estate and criminal matters after completing several clerkships, including one with Judge Hugh Lawson of the U.S. District Court for the Middle District of Georgia. A graduate of Mercer University law school, Ben received numerous CALI awards and authored "A Deep Breath Before the Plunge: Undoing Miranda's Failure Before It's Too Late," *55 MERCER LAW REV.* 1375 (2004). He is a member of the American Association for Justice, American Bar Association, Georgia Trial Lawyers Association and South Carolina Association for Justice.

**EDUCATION:**

J.D., Mercer University, Walter F. George School of Law, 2004  
 B.F.A., University of Georgia, 1997  
 LICENSED IN: GA, SC

**ADMITTED TO PRACTICE BEFORE:**

Supreme Court of Georgia, Georgia Court of Appeals, U.S. District Court for the Middle and Northern Districts of Georgia

***Rebecca M. Deupree***

Rebecca Deupree is a member of Motley Rice's Securities and Consumer Fraud practice group, litigating securities and consumer fraud cases on behalf of institutional investors, government entities and consumers.

Rebecca also works closely with the Environmental team, helping people and businesses in Gulf Coast communities file claims through the new claims programs established by the two settlements reached with BP, which were granted preliminary approval on May 2, 2012. These settlements will help thousands of oil spill victims recover for economic loss, property damage and physical injuries caused by the 2010 disaster.

Prior to joining Motley Rice, Rebecca served as a law clerk to the Honorable William H. Pryor Jr. of the Eleventh Circuit Court of Appeals, for whom she focused on appellate advocacy and conducted legal writing and research.

Rebecca earned a J.D. from the University of Virginia School of Law, where she served as Managing Editor of the *Virginia Law Review* and was named a member of the Order of the Coif. Before earning a law degree, she graduated Phi Beta Kappa from Washington and Lee University where she was a George Washington Honors Scholar and was honored with several awards during her studies in recognition of scholarship within the field of English language and literature.

**EDUCATION:**

J.D., University of Virginia School of Law, 2008  
B.A., summa cum laude, Washington and Lee University, 2005  
LICENSED IN: AL, SC

***Leah J. Donaldson***

Leah Donaldson represents individuals harmed by allegedly defective medical devices, including the Composix® Kugel® Mesh hernia patches in cases filed in Rhode Island state court and hundreds of federal cases transferred to Rhode Island District Court's first multidistrict litigation. She additionally works on behalf of lead poisoning victims, representing children harmed by lead paint and their families against property owners.

Leah initially joined Motley Rice as a law clerk in 2006, providing litigation support to the firm's Anti-Terrorism and Human Rights practice group. She drafted motions and completed legal research for aviation liability cases on behalf of victims of the September 11, 2001, attacks. Prior to attending law school, Leah worked as an airline emergency response manager, where she observed the loved ones of aircraft accident victims in their search for both answers and accountability.

As a law student, Leah was on the editorial staff of *The Roger Williams University Law Review*. She was a member of the Alternative Dispute Resolution Society, earned a certificate in mediation, and was selected to represent her law school in various mock trial and mediation competitions. She also worked as a student attorney for the RWU Community Justice and Legal Assistance clinic, as well as completed a judicial externship for the Honorable Bruce M. Selya of the U.S. Court of Appeals for the First Circuit.

Leah is recognized as an AV® rated attorney by Martindale-Hubbell® and was selected by LexisNexis Martindale-Hubbell® and ALM Media for inclusion in the 2012 "New England's Women Leaders in the Law" list based on this rating. She was selected by her peers for inclusion in the 2012 *Rhode Island Super Lawyers® Rising Stars* list. Additionally, Leah is a contributor to *A Practical Guide to Discovery & Depositions in Rhode Island* (First Edition, September 2010), a two-volume law manual published by Massachusetts Continuing Legal Education that addresses significant cases in Rhode Island judicial history.

Leah serves as President of the Rhode Island Women's Bar Association and is a member of the board of directors. She is also a member of the American Association for Justice, the American Bar Association, the American Civil Liberties Union and American Mensa.

**EDUCATION:**

J. D. cum laude, Roger Williams University School of Law, 2007  
B.A., University of West Georgia, 1998  
LICENSED IN: MA, NY, RI  
ADMITTED TO PRACTICE BEFORE:  
U.S. District Court for the District of Rhode Island

***John C. Duane***

Former federal prosecutor John Duane applies his experience prosecuting criminal matters to his work representing clients with Motley Rice's medical and catastrophic injury teams. John works with both local and national networks of co-counsel lawyers to represent clients harmed by defective medical devices and implants, as well as dangerous pharmaceutical products. Also, as part of Motley Rice's catastrophic injury team, John represents injured clients related to motor coach, bus and other vehicle incidents.

As an Assistant U.S. Attorney for the District of South Carolina, Duane prosecuted cases in a variety of areas, including financial crimes, wire and mail fraud, corporate fraud, and violent crimes. In this role, he also served as the lead trial attorney on several jury trials and trained new prosecutors in caseload management, procedures and trial technique. In 2004, Duane received the Assistant U.S. Attorney of the Year award for the Charleston Division.

Prior to his role with the U.S. Attorney's Office, Duane served as a law clerk to Senior United States District Judge C. Weston Houck, assisting with all phases of both civil and criminal trials, including pre- and post-trial motions, evidentiary rulings and research in class actions, transportation and design defect cases, shareholder derivative actions, and whistleblower actions.

**EDUCATION:**

J.D., University of South Carolina School of Law, 1998  
B.A., College of Charleston, 1994  
LICENSED IN: SC  
ADMITTED TO PRACTICE BEFORE:  
U.S. Court of Appeals for the Fourth Circuit, U.S. District Court for the District of South Carolina



### ***Ann E. Rice Ervin***

Ann E. Rice Ervin focuses her practice on representing victims injured by harmful pharmaceutical drugs and defective medical devices, working to hold accountable those responsible for corporate wrongdoing and inadequate product warning, research and testing.

Ann joined Motley Rice as an associate after first serving for two years as a law clerk for a New York plaintiffs' law firm while simultaneously earning a Master of Arts degree in Bioethics from New York University. As a law clerk, she gained experience conducting legal research and analysis for complex environmental litigation involving landfills, toxic spills, vapor intrusion and water contamination. The combination of her legal skill and knowledge of the bioethics field, specifically as it relates to the world of medicine, makes her an asset to Motley Rice's efforts on behalf of its medical clients.

While earning her bioethics degree, Ann interned with the Medical University of South Carolina's (MUSC) Ethics Committee and Ethics Consultation Service, which she joined earlier this year as a Community Representative to help facilitate discussions among patients, families and hospital staff in an effort to resolve ethical conflicts. She also began working as a research assistant on an experimental philosophy study determining the role of bioethics in a clinician's moral reasoning, specifically examining clinicians at three Charleston hospitals. This project was ultimately chosen to be part of Yale University's Experiment Month contest. Ann continues to hold each of these positions as a complement to her work in the legal field.

During law school, Ann worked as an intern for Washington Governor, Christine O. Gregoire. She also served as a summer special project research assistant with Duke University School of Law and focused her research on exploring whether the law imposes barriers or obligations to medical providers who wish to treat illegal immigrants for ethical reasons. Ann received both the Life Scholarship and Hope Scholarship as an undergraduate student at the University of South Carolina.

Ann is a former member of the Student Chapter of the South Carolina Trial Lawyers Association and Palmetto Law Society and has volunteered for organizations that include the Palmetto Health Richland Memorial Hospital, Relay-for-Life, Meals on Wheels, The Angel Tree and Project Clean Carolina. She also actively supports the Dee Norton Lowcountry Children's Center. An equestrian since 1988 and national level competitor in the hunters/jumpers division since 1994, she has been ranked in the national top 50 of her division for the past 15 years. Ann is a member of the American Bar Association, American Association for Justice, South Carolina Association for Justice, Charleston County Bar Association and state bar of South Carolina.

### EDUCATION:

M.A., New York University, 2012  
 J.D., University of South Carolina School of Law, 2009  
 B.A., University of South Carolina, 2006  
 LICENSED IN: SC

### ***John M. Eubanks***

With more than 10 years researching, investigating terrorism foundations and financing in the Middle East region, John Eubanks is an integral part of Motley Rice's Anti-Terrorism and Human Rights practice group. He represents victims, survivors and family members of terrorism and human rights violations in litigation against international and domestic defendants, including the September 11, 2001, attacks as part of the 9/11 Families United to Bankrupt Terrorism multidistrict litigation designed to end terrorist financing.

John's legal efforts include pursuing litigation against Libya allegedly providing material resources to the Provisional Irish Republican Army, resulting in the death and injury of citizens of the United States and United Kingdom. John has completed extensive litigation work on the Arab Bank lawsuit on behalf of victims of terrorist attacks in Israel as well as in *Mother Doe I, et al. v. Maktoum* on behalf of young boys kidnapped for enslavement as camel jockeys in the United Arab Emirates.

A former independent terrorism consultant for the Washington, D.C.-based think tank, The Investigative Project, John served as a liaison and researcher working with the FBI, INS, and U.S. Customs on terrorism financing investigations related to Hamas, the Palestinian Islamic Jihad organization. Prior to joining Motley Rice in 2004, John served as counsel in civil litigation against various groups in the U.S. for supplying Hamas with material support and financial resources in the groundbreaking *Boim v. Quranic Literacy Institute*.

John is a published author on counterterrorism and security and was a central contributor to the non-fiction work *American Jihad: The Terrorists Live Among Us* (Free Press 2002), which details the activities of organizations and individuals within the U.S. who provide material support and/or resources to Middle Eastern and Islamic terrorist organizations abroad. He is a member of the American Association for Justice.

### EDUCATION:

J.D., Georgetown University Law Center, 2003  
 B.S., Georgetown University, 1996  
 LICENSED IN: MD, SC  
 ADMITTED TO PRACTICE BEFORE:  
 U.S. Court of Appeals for the Fourth, Fifth and Eleventh Circuits

***Brian Frutig***

Brian Frutig represents victims of international terrorism and human rights violations as part of Motley Rice's Anti-Terrorism and Human Rights practice group. He assists with the firm's groundbreaking litigation against the financiers of al Qaeda on behalf of 6,500 family members and survivors of the September 11, 2001, attacks. Brian also litigates cases involving the Anti-Terrorism Act, the Alien Tort Claims Act, the Foreign Sovereign Immunities Act and international humanitarian law in U.S. courts.

As a law student, Brian gained international law experience as a legal assistant at the Association of Defense Counsel practicing at the International Criminal Tribunal for the Former Yugoslavia. In this role, he conducted legal research on international law, compiled witness summaries, and prepared exhibits on sensitive materials, including military and tactical information of the Yugoslav/Serbian military, the Kosovo Liberation Army and the North Atlantic Treaty Organization (NATO). Brian combines his legal experience with his graduate degree in international conflict analysis, where he studied international criminal law and the impact of international criminal tribunals on post-conflict redevelopment, particularly in Sierra Leone.

Brian uses his extensive background in global sales and marketing research and consulting to support the Motley Rice Securities and Consumer Fraud practice group. During his time at MarketBridge Corporation, an international sales and marketing professional services firm, Brian conducted research in finance, hi-tech and telecommunications industries and developed corporate planning and strategy programs for Fortune 500 clients while working out of the company's Bethesda, Maryland, and London, England, offices. His work included developing complex strategic change programs, market evaluations, budgeting processes and marketing strategies.

**EDUCATION:**

J.D., William & Mary School of Law, 2008  
M.A., King's College London, University of London, 2005  
B.A., Georgetown University, 2000  
LICENSED IN: NY, SC

***Jeanette M. Gilbert***

Jan Gilbert has spent her legal career assisting those who cannot speak for themselves due to age or illness. Since joining Motley Rice in 2006, she continues that advocacy through asbestos bankruptcy litigation and management of claims processing. Jan is one of the attorneys responsible for analyzing complex bankruptcy documents and advising clients and co-counsel lawyers on the claims facilities and asbestos personal injury trusts established by the bankruptcy courts for the benefit of asbestos victims.

Prior to her work at Motley Rice, Jan directed the estate department at a New-York based law firm, where she was responsible for the finance management and administration of multi-million dollar

estates and trusts. She provided investment and tax analysis to ensure compliance with federal regulations and reviewed documentation for proper bank and accounting statements. Jan currently utilizes this background to provide legal research for complex securities fraud and shareholder derivative cases with the Motley Rice securities litigation team.

Jan serves on the Ethics Committee of the South Carolina Bar and previously served a two-year term as the Continuing Legal Education (CLE) Seminar Committee Chair for the South Carolina Bar. She has also served on several educational and ethics committees with the Nassau County Bar Association of New York, serving as a dean and board member developing programming when Mandatory Continuing Legal Education (MCLE) was instituted in New York. Jan taught courses on legal ethics, legal research and real estate as an adjunct professor at Long Island University. She sat on the executive council of the New York State Conference of Bar Leaders and served as a delegate to New York State Chief Judge Judith Kaye's Institute of Professionalism in the Law.

**EDUCATION:**

J.D., Pace University School of Law, 1984  
B.A., Hofstra University, 1979

LICENSED IN: NY, SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. District Court for the Eastern and Southern Districts of New York

***Max N. Gruetzmacher***

Max Gruetzmacher focuses his practice on securities and consumer fraud, representing large public pension funds, unions and other institutional investors in securities and consumer fraud class actions and shareholder derivative suits.

Max joined Motley Rice as an associate after first serving as a contract attorney for the firm as part of its quality control team, during which time he conducted document review and supported securities and consumer fraud-related litigation projects. While in law school, he served as a legal intern for the Wisconsin State Public Defender, Appellate Division, where he aided assistant public defenders in appellate criminal defense and handled legal research and appellate brief writing projects. Max was also a member of the Pro Bono Society and assisted in primary document research related to the then-nascent foreclosure crisis.

Max additionally brings valuable experience to Motley Rice in both the business and marketing sectors. Between 2005 and 2010, he helped manage book-buyback operations for several major college bookstores throughout Wisconsin as a coordinator and supervisor with a national textbook wholesaling company. He also worked immediately following law school as an administrator and recruiter



for a South Carolina-based promotions and marketing company. As an undergraduate at the University of Wisconsin-Madison, he earned credits towards his degrees in History, as well as in German Language, while studying at the Albert-Ludwigs Universität in Freiburg, Germany.

Active in his community, Max volunteered with Volunteer Income Tax Assistance in Columbia, S.C., and was a member of Wisconsin's Legal Aid Society of Milwaukee. He is a member of the state bar of South Carolina and the Charleston County Bar Association.

#### EDUCATION:

J.D., Marquette University Law School, 2008  
 B.A., University of Wisconsin-Madison, 2004  
 LICENSED IN: SC

#### *John (Rett) E. Guerry III*

Charleston native Rett Guerry represents railroad and other industrial workers in personal injury, products liability and Federal Employers Liability Act (FELA) litigation. He currently manages the firm's FELA cases, representing workers in occupational injury lawsuits, including cases of exposure to asbestos, silica and chemical solvents. He is on the forefront of second injury FELA litigation, addressing the development of a second injury or disease in former FELA plaintiffs.

Rett litigates asbestos occupational exposure cases on behalf of individuals suffering from mesothelioma and other asbestos-related diseases. As Plaintiffs' Liaison Counsel for the Fulton County State Court Asbestos Consolidation in Georgia, Rett remains involved with the Fulton County asbestos docket, filing new cases, and working through the consolidation to trial. With more than 12 years of experience in asbestos litigation, his role as a trial lawyer and negotiator emphasizes the product identification aspect of occupational disease law and demonstrates an in-depth knowledge of the medical and scientific aspects of occupational disease.

Familiar with the life of an industrial worker, Rett served as a United States Coast Guard licensed tugboat captain prior to his law career, earning a commendation from the Department of the Navy for Meritorious Service to the Charleston Naval Shipyard during Hurricane Hugo. He is a published writer on maritime law and the author of *Maritime Wrongful Death: A Primer*, a piece published in *The University of South Carolina School of Law's South Carolina Journal of International Law and Business* that explores the potential legal options available to those injured in a maritime setting with specific reference to the High Seas Act, Jones Act, Longshoreman and Harbor Workers' Compensation Act and General Maritime Law.

Rett is active in the local Charleston community as a member of the Hibernian Society and St. Paul's Lutheran Church. He served as a member of the Board of Directors for the Cougar Club at the College of Charleston from 2000 to 2006. Additionally, Rett is a member of the American Association for Justice, American Bar Association, Charleston County Bar Association and South Carolina Association for Justice.

#### EDUCATION:

J.D., University of South Carolina School of Law, 1993  
 B.A., College of Charleston, 1990

#### LICENSED IN: SC

#### ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of South Carolina

#### *Robert T. Haeefe*

Robert Haeefe has spent more than twenty years practicing in complex civil litigation, including asbestos, tobacco and other mass tort and product liability litigation. His area of primary emphasis involves working with Motley Rice's anti-terrorism and human rights practice group, analyzing and litigating complex, domestic and international matters to meet clients' goals of justice and accountability while simultaneously achieving positive social change.

Robert's current focus is on aiding the more than 6,500 family members and survivors of the 9/11 terrorist attacks Motley Rice represents. He is an active member of the Personal Injury and Wrongful Death Plaintiffs' Steering Committee in *In re Terrorist Attacks on September 11, 2001*, U.S.D.C., S.D.N.Y., MDL 1570, lawsuits filed by Motley Rice's clients and others seeking to expose and bankrupt the alleged financiers and other supporters of al Qaeda terrorist activity.

Robert also plays a central role in *In re September 11th Litigation*, Case No. 21-MC-97-AKH (S.D.N.Y.), litigation that has involved more than 50 personal injury and wrongful death clients against the aviation and aviation security industries for their alleged failure to detect and prevent the 9/11 terrorist attacks. For both the 9/11 multidistrict terrorist financing litigation and 9/11 mass consolidations of the aviation security liability cases, Robert has appeared before the court for multiple hearings and oral arguments, directed and engaged in complex formal discovery, and managed informal investigative efforts involving, among other things, aviation security, designation of foreign terrorist individuals and entities, and elaborate webs of financial transactions.

In addition to traditional litigation efforts, Robert has provided substantial *pro bono* and other support to the survivors and families of those killed in the 9/11 attacks. From 2001-2004, he provided *pro bono* representation for more than 30 individuals, preparing and presenting their claims to the September 11th Victim

Compensation Fund. Working with Motley Rice clients, legislators and leading experts in various industries, Robert also works to encourage legislative changes to help meet clients' goals of justice, accountability and positive social change. He has represented victims of other terrorist attacks and human rights violations in litigation including *Oran Almog v. Arab Bank*, a landmark lawsuit filed by victims of terrorist bombings in Israel against Arab Bank for its alleged role in financing Hamas and other Israeli terrorist organizations and *Krishanti v. Rajaratnum et al.*, 09-cv-5395 (D. N.J.), litigation against alleged financiers of the Tamil Tigers terrorist organization in Sri Lanka.

Representing Motley Rice clients in an array of other complex litigation matters, Robert worked on *World Holdings LLC, v. The Federal Republic of Germany*, a suit filed to collect unpaid pre-WWII German bonds. He has collaborated with members of the firm's Securities and Consumer Fraud practice group, litigating such cases as *In re MBNA Corp. Sec. Litig.*, No. 05-272 (D. Del.), and with the Motley Rice Environmental team to litigate cases brought by individuals and businesses suffering as a result of the BP oil spill in *In re Oil Spill by the Oil Rig "Deepwater Horizon" in the Gulf of Mexico, on April 20, 2010*.

Prior to joining Motley Rice in 2003, Robert developed a strong co-counsel relationship with Motley Rice attorneys through complex litigation involving corporate wrongdoing, including the State of New Jersey's tobacco lawsuit and other tobacco, asbestos and occupational disease and injury cases. Practicing product liability, toxic and mass tort, and occupational injury law, he represented individuals and union members injured by defective products or toxic substances and authored "The Hidden Truth About Asbestos Disease" in the *New Jersey Law Journal* (December 2002). He clerked with Judge Neil F. Deighan of the Appellate Division of the Superior Court of New Jersey in 1990.

Robert is a member of the American Association for Justice, American Bar Association, New Jersey Association for Justice and Public Justice. He is a past chairman of the Product Liability and Toxic Tort Section of the New Jersey State Bar Association.

#### EDUCATION:

J.D., Rutgers University School of Law - Camden, 1989

B.A., Rutgers College, 1986

LICENSED IN: DC, NJ, NY, PA, SC

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Second, Third, Fourth and Eleventh Circuits, U.S. District Court for the District of New Jersey

#### ***Kristen M. Hermiz***

A team member of Motley Rice's Occupational Disease and Toxic Tort practice group, Kristen Hermiz represents individuals and families suffering from mesothelioma and other asbestos-related diseases caused by occupational, environmental and household asbestos exposure. On behalf of asbestos victims, she handles complex litigation against manufacturers, property owners and contractors who sold or installed defective or hazardous asbestos-containing products.

Prior to joining Motley Rice, Kristen gained courtroom experience as an associate for a Rhode Island-based firm, arguing motions in various civil actions on behalf of the city of Providence and handling housing, zoning, employment and civil rights litigation. She gained additional experience as a law clerk at Brown University, where she prepared memoranda for counsel regarding legal and administrative issues affecting the University.

A Roger Williams Scholarship recipient and CALI Award winner, Kristen served as a member of the *The Roger Williams University Law Review* and was a legal intern for the Honorable Daniel A. Procaccini of the Rhode Island Superior Court. Also a judicial extern for the Honorable Jacob Hagopian of the U.S. District Court for the District of Rhode Island, Kristen drafted judicial reports and made recommendations for *pro se* prisoner petitions. She additionally served as a research assistant to law professor Edward Eberle before serving in the same capacity to retired Rhode Island Superior Court Justice Stephen Fortunato, conducting statutory and case law research for a constitutional law manuscript involving race, poverty, gender discrimination and civil rights reform efforts.

Licensed to practice in 2010, in both Massachusetts and Rhode Island, Kristen is currently an active member of the Rhode Island Bar Association.

#### EDUCATION:

J.D., *magna cum laude*, Roger Williams University School of Law, 2010

B.A., *magna cum laude*, University of Connecticut, 2007

LICENSED IN: MA, RI, SC

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of Rhode Island

#### ***T. David Hoyle***

David Hoyle represents victims of corporate wrongdoing and negligence across a broad array of practice areas ranging from asbestos exposure and catastrophic incidents to environmental contamination. He focuses on complex personal injury cases involving catastrophic burns, brain injury, loss of limb, and paralysis, as well as wrongful death cases resulting from negligence, industrial accidents and defective products. He currently represents people severely burned by the ethanol-based fuel gel used in decorative firepots, litigating numerous claims against manufacturers Napa Home and Garden, Inc., and Fuel Barons, Inc., and their insurers.



An integral member of the occupational disease and toxic tort team, David fights for the rights of victims suffering from mesothelioma and other asbestos-related diseases as a result of occupational or household asbestos exposure and represents Canadian Workers' Compensation Boards in U.S. courts to recover benefits they paid Canadian asbestos victims. His diverse practice additionally includes representing victims of sexual assault and working with the environmental team to represent people and businesses in Gulf Coast communities that suffered economic loss, property damage and physical injuries due to the Deepwater Horizon oil spill.

David has handled all aspects of litigation, from initial client meetings to case resolution, including several trials and appellate oral arguments. He has also litigated liquor liability, tractor trailer and insurance bad faith cases.

David was selected by his peers for inclusion in the 2012 *South Carolina Super Lawyers® Rising Stars* list, and The National Trial Lawyers named him in 2012 as one of its *Top 100 Trial Lawyers™* in South Carolina. An AV® rated attorney in Martindale-Hubbell®, David has presented at seminars on a diverse range of topics, such as the effect of res judicata in cross-border class actions, the economic loss rule in environmental cases, ethical issues involving social media and asbestos disease awareness. He is the author of "Seal of Disapproval: International Implications of South Carolina's Notary Statute," 3 *S.C.J.Int'l. L. & Bus.* 1 (2006).

During law school, David worked with Distinguished Professor of Law David G. Owen as a research assistant and student editor in the area of products liability. He was a member of the Pro Bono Board, Order of the Wig and Robe and *South Carolina Law Review*. David received the Algernon Sydney Sullivan Award as an undergraduate.

Having more than a decade of involvement with community-based initiatives concerning children, HIV/AIDS and affordable housing, David is a former Chair of the Episcopal Diocese of South Carolina's HIV/AIDS ministry, in which capacity he helped plan and coordinate the 2011 and 2012 HIV/AIDS retreats at Kanuga in Hendersonville, N.C. He volunteers with the Lowcountry AIDS Legal Clinic and provides pro bono legal services to the Magdalene House of Charleston. In 2007, David helped lead the efforts of young alumni to establish the Elizabeth B. and Larry T. McGehee Endowed Scholarship Fund at Wofford College in honor of a former professor and his wife with the annual earnings awarded for the purchase of textbooks and other course-related materials.

David is a member of the American Association for Justice, American Bar Association, South Carolina Association for Justice, Florida Justice Association and Public Justice.

#### EDUCATION:

J.D., cum laude, University of South Carolina School of Law, 2005

B.A., Wofford College, 2002

LICENSED IN: FL, GA, SC

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Fourth and Eleventh Circuits, U.S. District Court for the Middle, Northern and Southern Districts of Florida and District of South Carolina

#### *Badge Humphries*

Badge Humphries represents institutional investors and individuals in complex securities fraud and shareholder litigation. He has achieved corporate governance enhancements for Motley Rice's clients in derivative cases involving Massey Energy Company and The South Financial Group, Inc., and has litigated direct class actions from start to finish in the Delaware Court of Chancery. Securities fraud cases in which he has played a significant litigation role include actions against UBS, Charles Schwab & Co., Inc., Vivendi and Washington Mutual, Inc. Badge has experience in many aspects of shareholder and securities fraud litigation, from initial case evaluation and complaint drafting to directing settlement negotiations involving corporate governance reforms. He also drafted an amicus curiae brief to the U.S. Supreme Court in the seminal case of *Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, 551 U.S. 308 (2007).

Badge has litigated other types of complex litigation, as well. He has conducted discovery and motion practice before courts across the country and has participated in several multi-week trials representing victims of asbestos exposure, including a mass consolidation of more than 1,200 plaintiffs lasting eight weeks in Virginia state court and a three week trial in the U.S. District Court for the District of Maryland, Baltimore Division. He represented the Commonwealth of Kentucky's Division of Workers' Compensation Funds in claims against the manufacturers of allegedly defective dust masks and is involved with the firm's litigation efforts on behalf of individuals and businesses in Gulf Coast communities suffering as a result of the BP oil spill.

Badge was selected by his peers for inclusion in the 2012 *South Carolina Super Lawyers® Rising Stars* list. A frequent guest lecturer, he recently presented for the South Carolina Association for Justice, InfoVest 21, Opal Financial Group's Police, Fire & Public Pensions Forum and the National Association of State Treasurers. Badge is also an active participant in the National Conference on Public Employee Retirement Systems and the International Foundation of Employee Benefit Plans.

He previously served as the Director of Land Protection for the South Atlantic region of Ducks Unlimited, an international conservation organization. A member of Phi Beta Kappa, Badge worked for a non-profit human rights organization before attending The University of

Texas School of Law, where he was a member of the *Texas Law Review* and an honors graduate. He served as a judicial intern to the Honorable Lee Yeakel of the Texas Third Court of Appeals and later clerked with the Honorable Thad Heartfield of U.S. District Court, Eastern District of Texas.

Badge serves as the elected Consumer and Securities Law Section Chair of the South Carolina Association for Justice (SCAJ) and is a member of the American Association for Justice and the James L. Petigru American Inn of Court.

**EDUCATION:**

J.D., with honors, The University of Texas School of Law, 2001  
B.A., *summa cum laude*, Tulane University, 1996

LICENSED IN: KY, SC, TX, WV

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Fourth Circuit, U.S. District Court for the District of South Carolina, Eastern District of Michigan, Eastern District of Texas and Southern District of Texas

***John D. Hurst***

John Hurst concentrates on occupational disease litigation, representing individual workers and family members injured by occupational, environmental or household exposure to asbestos. He handles written discovery, motions practice, depositions and establishing liability and plays a key role on the Motley Rice West Virginia trial team.

As a law student, John worked with the North Carolina Banking Institute, publishing the first academic analysis of credit counseling agencies, *Protecting Consumers from Consumer Credit Counseling*, 9 N.C. Banking Inst. 159 (2005). He also served as an articles and notes editor, reviewing consumer issues and the legal implications of the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005.

John clerked with the North Carolina Attorney General's Consumer Protection Division, where he gained experience investigating corporate wrongdoing and drafting appellate briefs. He later served as a research assistant, completing legal research for Professor Walker Blakey's books *Brown and Blakey's Black Letter Outline on Evidence*, 4th Edition (2005, West) and *North Carolina Evidence: 2005 Courtroom Manual*, 5th Edition (2005, Anderson Press). John was a member of Phi Beta Kappa.

John is a member of the American Association for Justice, American Bar Association, Charleston County Bar Association and the South Carolina Association for Justice.

**EDUCATION:**

J.D., University of North Carolina, School of Law, 2006  
B.A. highest distinction, University of North Carolina, Chapel Hill, 2002

LICENSED IN: NC, SC, WV

**ADMITTED TO PRACTICE BEFORE:**

U.S. District Court for the District of South Carolina and Southern District of West Virginia

***Mathew P. Jasinski***

An associate in Motley Rice's Securities and Consumer Fraud practice group, Mathew Jasinski represents consumers, businesses, unions and governmental entities in class action and complex cases involving consumer protection, unfair trade practices, commercial, environmental and securities litigation. Mathew additionally serves the firm's appellate group.

Mathew currently represents the plaintiffs in several putative and certified class actions involving such claims as breach of contract and unfair trade practices. He has experience in multi-forum cases regarding claims of fraud and breach of fiduciary duty and has represented an institutional investor in its efforts to satisfy a judgment obtained against the operator of a Ponzi scheme. Mathew has also worked on numerous appeals before several state and federal appellate courts throughout the country.

Prior to joining Motley Rice in 2009, Mathew practiced complex commercial and business litigation at a large defense firm. He began his legal career as a law clerk for Justice David M. Borden of the Connecticut Supreme Court. During law school, Mathew served as executive editor of the *Connecticut Law Review* and judging director of the Connecticut Moot Court Board. He placed first in various moot court and mock court competitions, including the Boston region mock trial competition of the American Association for Justice. As an undergraduate, Mathew served on the board of associate directors for the University of Connecticut's honors program and was recognized with the Donald L. McCullough Award for his student leadership. He is a member of Phi Beta Kappa.

Mathew is the co-author of "On the Causes and Consequences of and Remedies for Interstate Malapportionment of the U.S. House of Representatives" (Jasinski and Ladewig, *Perspectives on Politics*, Vol. 6, Issue 1, March 2008) and "Hybrid Class Actions: Bridging the Gap Between the Process Due and the Process that Functions" (Jasinski and Narwold), *The Brief*, Fall 2009.



Mathew continues to demonstrate civic leadership in the local Hartford community. He is a member of the board of directors for the Hartford Symphony Orchestra and has served on the city's Charter Revision Commission and its Young Professionals Task Force, an organization focused on engaging young professionals and positioning them for future business and community leadership. In 2009, Mathew was honored with the *Hartford Business Journal's* "40 Under Forty" award. He is a member of the American Association for Justice, American Bar Association, Connecticut Bar Association and the Oliver Ellsworth Inn of Court.

#### EDUCATION:

J.D. with high honors, University of Connecticut School of Law, 2006

LICENSED IN: CT, NY

#### ADMITTED TO PRACTICE BEFORE:

U.S. Supreme Court, U.S. Court of Appeals for the Second Circuit, U.S. District Court for the District of Connecticut and Southern District of New York

### **Laura N. Khare** **Associate General Counsel**

As Associate General Counsel at Motley Rice, Laura Khare manages the firm's legal matters, including employment issues, ethics, marketing, commercial contracts and legal defense. She advises the firm's nearly 65 attorneys on ethical matters, as well as develops appropriate compliance and risk management measures for the firm. In addition, Laura represents a diverse client base, including victims of sexual abuse and environmental contamination.

Laura joined Motley Rice in 2004 after several years as a civil rights attorney for the U.S. Equal Employment Opportunity Commission in Washington, D.C. She began her tenure as a political appointee for President William J. Clinton. In addition, Laura served as Deputy Director of Research at the State Affairs Company, a consulting firm in Arlington, Virginia, and as a legal fellow for the U.S. House of Representatives Judiciary Committee. She began her career as a staff attorney at the South Carolina Court of Appeals.

A South Carolina native, Laura was honored with the *Charleston Regional Business Journal's* Forty Under 40 award in 2008 in recognition of her professional achievements and contributions to the community. She is on the Board of Directors for the Dee Norton Lowcountry Children's Center, the Board of Directors for the Next Child Fund and the Charleston County Board of Zoning Appeals. In her spare time, she enjoys participating on local and national political campaigns, including as a volunteer for multiple national Democratic conventions, most recently in 2008 as a member of the convention's script writing team.

Laura is a member of the American Association for Justice, Association of Professional Responsibility Lawyers, South Carolina Association for Justice and South Carolina Women Lawyers' Association.

#### EDUCATION:

J.D., University of South Carolina School of Law, 1996

M.A., University of Virginia, 1993

B.A., Agnes Scott College, 1992

LICENSED IN: SC

### **W. Taylor Lacy**

Taylor Lacy focuses his efforts on catastrophic injury, products liability and securities litigation against diverse corporate defendants. His primary responsibilities include developing legal theories, conducting legal research, and drafting discovery, pleadings and motions.

A member of Motley Rice's Environmental team, Taylor has been representing Deepwater Horizon oil spill victims since shortly after the disaster occurred in 2010 and is now helping victims file claims through the new claims programs established by the two settlements reached with BP that were granted preliminary approval on May 2, 2012. These settlements will help thousands of people and businesses along the Gulf recover for their losses.

Taylor also litigates on behalf of victims hurt by defective consumer products, fires and premises liability incidents, as well as catastrophic motorcycle, automotive and trucking collisions. He additionally works with the firm's Securities and Consumer Fraud team to represent individual and institutional investor clients in complex securities fraud and shareholder claims.

As a law student, Taylor served as student research editor of the *A.B.A. Real Property, Trust & Probate Journal*, received multiple CALI awards and was inducted into the Order of the Wig and Robe. He studied comparative law and history at University College, Oxford, and The University of Virginia, and transnational dispute resolution at Gray's Inn in London. Taylor was a research assistant and student editor for Carolina Distinguished Professor of Law David G. Owen, assisting with the final preparations of Professor Owen's *Products Liability Law* treatise.

He is a member of the American Association for Justice, American Bar Association, Charleston County Bar Association and South Carolina Association for Justice.

**EDUCATION:**

J.D., University of South Carolina School of Law, 2006

B.A., University of Virginia, 2003

LICENSED IN: SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Second Circuit, U.S. District Court for the Western District of Arkansas and the District of South Carolina

***James W. Ledlie***

James Ledlie focuses his practice on occupational disease and worker safety, specifically fighting for clients suffering from mesothelioma and other asbestos-related diseases. Recognized for his litigation skills and client advocacy efforts, he has represented clients in jury trials, as well as a variety of complex litigation matters, and takes pride in his work advocating for the rights of people who have suffered serious injury or wrongful death as the result of corporate misconduct, negligence and defective product design.

In support of the firm's securities and consumer fraud work, James has represented whistleblowers in *qui tam* actions filed by clients alleging fraud against the federal government. James is a former Captain in the U.S. Judge Advocate General Corps (JAG) Reserve and has also represented injured veterans.

James was selected by his peers in 2012 for inclusion in the *South Carolina Super Lawyers® Rising Stars* list. Active in the local bar and his community, he was honored in 2010 with the American Association for Justice F. Scott Baldwin Award, a national award recognizing individuals who have made significant contributions to the trial bar and obtained one or more outstanding trial verdicts.

James is a frequent speaker on asbestos litigation, trial advocacy, jury selection and professionalism at seminars nationwide and currently acts as Chairman of the South Carolina Bar's Torts and Insurance Practice Section. He is recognized as an AV® rated attorney by Martindale-Hubbell® and has served on the Board of Governors of the South Carolina Association for Justice and the American Association of Justice's New Lawyers Division.

James is a member of the American Association for Justice, Charleston Bar Association, Public Justice Foundation, South Carolina Association for Justice and the South Carolina Bar.

**EDUCATION:**

J.D., University of South Carolina School of Law, 2000

B.A., Wofford College, 1996

LICENSED IN: DC, SC, WV

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Fourth Circuit, U.S. District Court for the District of South Carolina

***Joshua Littlejohn***

Josh Littlejohn represents public pension funds, unions and other institutional investors in complex securities fraud cases, as well as shareholder derivative and takeover litigation.

In addition to handling discovery, case strategy and analysis, he plays a lead role in initial case selection and start-up with the firm's Securities and Consumer Fraud team. Josh also works closely with both individual and institutional investor clients to counsel them on all aspects of the litigation process, from filing the initial complaint to case resolution.

Josh's experience litigating takeover cases includes actions involving Atheros Communications, Inc.; PLATO Learning, Inc.; Allion Healthcare, Inc.; The DirecTV Group, Inc.; and Lear Corporation, among numerous others. He has also been central to the expansion of Motley Rice's shareholder derivative practice, litigating cases against boards of directors of publicly traded companies such as Omnicare, Inc.; Massey Energy Company; Cintas Corporation; Force Protection, Inc.; and Regions Financial Corporation. Securities fraud cases on which he has worked extensively include actions against NPS Pharmaceuticals and Pharmacia Corporation.

Josh additionally supports Motley Rice's Environmental team in its efforts to help people and businesses in Gulf coast communities that suffered economic loss, property damage and physical injuries due to the Deepwater Horizon oil spill. With experience handling medical drug and device cases, including a case against Merck & Co., Inc., related to the drug Vioxx®, Josh served as second chair at a 2012 trial in a medical malpractice action tried in Georgetown, S.C.

Josh is a member of the American Bar Association and South Carolina Association for Justice.

**EDUCATION:**

J.D., Charleston School of Law, 2007

B.A., University of North Carolina at Asheville, 1999

LICENSED IN: SC

**ADMITTED TO PRACTICE BEFORE:**

U.S. Court of Appeals for the Third Circuit, U.S. District Court for the District of South Carolina

***Miles Loadholt  
Of Counsel***

Miles Loadholt has practiced law for over three decades in the areas of occupational disease, worker safety and business litigation. He has worked with Motley Rice attorneys on occupational injury and asbestos litigation since the early 1970s, representing victims of asbestos, radiation and beryllium exposure. He has also represented workers suffering from hearing loss caused by exposure to loud machinery on the job and managed hundreds of workers' compensation cases. Additionally, Miles has practiced business litigation including contract disputes and business torts.



A longtime advocate of higher education, Miles was elected chairman of the University of South Carolina Board of Trustees in January 2009. With more than 12 years of service on the Board, Miles is planning for the institution's future capital campaign and building endowments. His involvement with the University of South Carolina and higher education programs includes his appointment to the South Carolina Commission on Higher Education by Governor Jim Hodges, serving as a member of the Western Carolina Higher Education Commission and more than 20 years on the Executive Committee of the Gamecock Club.

For his contributions to education in South Carolina, Miles received the Order of the Palmetto in 2002, the highest civilian honor in the state. His portrait can be found in the law library of the University of South Carolina's School of Law as recognition for his generosity and service.

Miles earned a Bachelor of Science and Juris Doctor from the University of South Carolina. As a law student, he was on the editorial board of the *South Carolina Law Review* and was a member of Phi Delta Phi and the Society of Wig and Robe.

Miles is recognized as an AV<sup>®</sup> rated attorney by Martindale-Hubbell<sup>®</sup> and is a member of the American Association for Justice, American Bar Association, Barnwell County Bar Association and South Carolina Association for Justice.

#### EDUCATION:

J.D., cum laude, University of South Carolina School of Law, 1968  
B.S., University of South Carolina, 1965  
LICENSED IN: SC

#### ***P. Graham Maiden***

Graham Maiden represents victims, survivors and family members who have suffered due to acts of terrorism or human rights violations in litigation against both domestic and international defendants. He focuses his practice on anti-terrorism and human rights and currently supports the firm's work in *Oran Almog v. Arab Bank*, a landmark case filed by victims of terrorist bombings in Israel against Arab Bank for its alleged role in financing Hamas and other Israeli terrorist organizations.

Graham joined Motley Rice as an associate after first serving as a summer law clerk for the firm, during which time he supported litigation on behalf of people and businesses seeking to hold BP and other corporate defendants accountable for the BP oil spill.

While in law school, Graham held an internship with the Beverly Hills Sports Council, a California-based Major League Baseball player agency, where he handled research and writing projects, as well as salary arbitration preparation. He developed additional skills writing, conducting research, handling document production and helping with trial preparation as a law clerk for a South Carolina-based law firm. Graham also brings valuable business experience to Motley Rice, having previously worked for a large real estate and development company assisting with the development and management of hotels and restaurants across the country.

A former collegiate athlete at the College of Charleston, Graham played Division I baseball and proudly represented his school as a member of the All-Southern Conference Team in 2007. He is a member of the South Carolina Bar Association and Charleston Bar Association.

#### EDUCATION:

J.D., Charleston School of Law, 2011  
B.S., College of Charleston, 2007  
LICENSED IN: SC

#### ***Scott A. McGee***

Scott McGee practices in the areas of occupational disease, asbestos and other toxic tort litigation. He primarily represents victims of mesothelioma and other asbestos-related diseases from the United States and Canada in individual and consolidated cases. He is responsible for pre-trial preparation matters utilizing complex premise and product liability theories and taking and defending depositions of expert and fact witnesses.

Prior to joining Motley Rice in 2007, Scott gained experience in products liability and mass tort class actions, conducting witness preparation and interviews in class action litigation and completing research on medical monitoring, venue, negligence, contractual, pharmaceutical and insurance issues.

As an undergraduate, Scott completed a Duke University Research Fellowship in Hong Kong, Singapore and Taiwan, and defended his undergraduate thesis, *Toward a Functioning Bilingualism - Policy Proposal for Hong Kong, SAR in the Fifty Year Transition Period from British Colony to Chinese Megacity*. He serves on the American Association for Justice's New Lawyers Division Board of Governors and is a member of the American Association for Justice, the American Bar Association, the Charleston County Bar Association and the South Carolina Association for Justice.

#### EDUCATION:

J.D., Columbia University School of Law, 2006  
B.A., Duke University, 2003  
LICENSED IN: NY, SC, WV

#### ADMITTED TO PRACTICE BEFORE:

U.S District Court for the Southern District of New York, District of South Carolina and the Southern District of West Virginia

***Michaela Shea McInnis***

Michaela McInnis represents individuals, states, cities and other municipalities in environmental litigation involving harmful exposure to lead paint or other sources of environmental contamination.

She was a member of the trial team in the State of Rhode Island's landmark lead paint suit against the lead pigment industry, conducting discovery and overseeing the case management order. Her role with the Environmental practice group also includes toxic tort work, including cases of personal injury, property damage or economic loss as a result of water or land contamination. Michaela also represented more than 100 residents of Tiverton, Rhode Island, against a major utility company for environmental contamination of residential property.

Michaela began her legal career as an attorney with the appellate staff of the Rhode Island Supreme Court, later transitioning to a diverse tax practice in New York. Her legal work extended outside of the office as a volunteer to the IRS Volunteer Income Tax Assistance and Tax Counseling for the Elderly programs in Rhode Island. Additionally, Michaela volunteered for several years with the Ethics Committee of the Visiting Nurse Association of Newport County, where she offered case reviews and guidance to the staff of the VNA regarding ethical issues.

A former adjunct professor at the University of Rhode Island, Michaela has taught both undergraduate and graduate level courses on the American legal system and constitutional law. She is a former law clerk for the Honorable Joseph R. Weisberger of the Rhode Island Supreme Court.

**EDUCATION:**

L.L.M., Boston University School of Law, 1985

J.D., Suffolk University Law School, 1980

B.A., Providence College, 1977

LICENSED IN: MA, NY, RI

***Christopher F. Moriarty***

As a member of Motley Rice's Securities and Consumer Fraud practice group, Christopher Moriarty represents public pension funds, unions and other institutional investors in securities and consumer fraud class actions and shareholder derivative suits.

Christopher joined Motley Rice after serving as a summer associate with a Texas-based law firm, where he gained experience in commercial litigation. He previously held internships with both the Texas Defender Service and Texas Moratorium Network. Christopher also spent a year working at The Rutherford Institute in Virginia, where he focused on cases involving freedom of speech and religion and drafted amicus curiae briefs in cases, including *District of Columbia v. Heller* and *Snyder v. Phelps*, the latter of which was cited by the U.S. Supreme Court.

While in law school, Christopher served as a research assistant to Professors Joseph Blocher and Paul Haagen and drafted memoranda in constitutional law and academic freedom of speech cases. He was a member of the Moot Court Board and served as Executive Editor of the *Duke Journal of Constitutional Law and Public Policy*. He also taught a course on constitutional law to LL.M. students entitled "Distinctive Aspects of U.S. Law." Christopher has presented on the First Amendment and other legal issues and has contributed to several publications.

Christopher holds a Graduate Diploma in Law with commendation from London, England's B.P.P. Law School and completed the Bar Vocational Course, a professional law qualification required to practice as a barrister in England and Wales, at the Inns of Court School of Law. He was called to the Bar in England by the Honourable Society of the Middle Temple and is a member of both the American Bar Association and the South Carolina Association for Justice.

**EDUCATION:**

J.D., Duke University School of Law, 2011

M.A., Trinity College, University of Cambridge, 2007

B.A., Trinity College, University of Cambridge, 2003

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of South Carolina

***William S. Norton***

Bill Norton litigates securities fraud, shareholder derivative, mergers and acquisitions, consumer fraud and general commercial matters. He has represented public retirement systems, union pension funds, investment companies, banks and private investors before federal and state courts around the country.

Bill has represented clients in a variety of complex litigation, including the following matters: *In re Alberto Culver Company Shareholder Litigation*; *In re Allion Healthcare, Inc., Shareholders Litigation*; *In re Atheros Communications, Inc., Shareholder Litigation*; *Bennet v. Sprint Nextel Corp.*; *In re Celera Corporation Shareholder Litigation*; *City of Brockton Retirement System v. Avon Products, Inc.*; *In re Coca-Cola Enterprises, Inc., Shareholders Litigation*; *In re Constellation Energy Group, Inc., Securities Litigation*; *Hill v. State Street Corporation*; *In re Netezza Corporation Shareholders Litigation*; *In re Par Pharmaceutical Companies, Inc. Shareholders Litigation*; *In re RehabCare Group, Inc., Shareholders Litigation*; *In re The Shaw Group Shareholders Litigation*; *In re Synovus Financial Corp.*; *In re The South Financial Group, Inc.*; *In re Tremont Securities Law, State Law & Insurance Litigation*; and *In re Vivendi Universal, S.A. Securities Litigation*.



Prior to joining Motley Rice, Bill practiced securities litigation as an associate in the New York office of an international law firm and served as a law clerk in the U.S. Attorney's Office for the District of Massachusetts. He represented asylum seekers at Greater Boston Legal Services and volunteered as an outreach worker at the Neighborhood Legal Assistance Program, Inc.

Bill graduated from Boston University School of Law, where he was a G. Joseph Tauro Distinguished Scholar and served as an Editor of the *Boston University Law Review*. He graduated Phi Beta Kappa from the University of South Carolina Honors College.

Bill is a member of the American Bar Association, the South Carolina Bar, the New York State Bar Association and the Charleston County Bar Association.

#### EDUCATION:

J.D., Boston University School of Law, 2004  
 B.A./B.S. *magna cum laude*, University of South Carolina, 2001  
 LICENSED IN: MA, NY, SC  
 ADMITTED TO PRACTICE BEFORE:  
 U.S. Court of Appeals for the First and Second Circuits  
 U.S. District Court for the Eastern and Southern Districts of New York, and District of South Carolina

#### ***Lance Oliver***

Lance Oliver represents institutional investors, unions and public pension funds in securities fraud class actions in federal court at both the trial and appellate levels. He also has experience handling unauthorized trading claims in FINRA proceedings and is currently litigating breach of contract and fraud claims arising from credit default swap investments. Lance also has experience representing whistleblowers in qui tam actions under the False Claims Act.

Since joining Motley Rice's Securities and Consumer Fraud team in 2007, Lance has devoted a substantial amount of time to litigating and implementing settlements in securities fraud class actions. He has played a key role in the following cases: *In re Dell Securities Litigation*; *In re MBNA Securities Litigation*; *In re NPS Pharmaceuticals, Inc., Securities Litigation*; *In re RehabCare Group, Inc., Shareholders Litigation*; and *In re Select Medical Corporation Securities Litigation*.

Lance also works closely with the Environmental team, helping Deepwater Horizon oil spill victims file claims through the new claims programs established by the two settlements reached with BP, which were granted preliminary approval on May 2, 2012. These settlements will help thousands of victims recover for economic loss, property damage and physical injuries caused by the 2010 disaster.

Prior to joining Motley Rice, Lance served as an associate in the Washington, D.C., office of a national law firm, where he litigated complex products liability actions. Lance also has experience in the areas of insurance coverage matters and the Freedom of Information Act.

After graduating from Duke Law School, Lance served as a law clerk to the Honorable James Hughes Hancock of the U.S. District Court for the Northern District of Alabama. He is an active member of the National Conference on Public Employee Retirement Systems (NCPERS) and the American Bar Association and is recognized as an AV<sup>®</sup> rated attorney by Martindale-Hubbell<sup>®</sup>.

#### EDUCATION:

J.D., Duke University School of Law, 2004  
 B.A., Samford University, 2001  
 LICENSED IN: AL, DC, FL, SC  
 ADMITTED TO PRACTICE BEFORE:  
 U.S. Court of Appeals for the District of Columbia, Second, Fifth and the Eleventh Circuits, U.S. District Court for the District of Columbia

#### ***Meghan S. B. Oliver***

Meghan Oliver represents unions and other institutional investors in securities fraud class actions and merger suits. Her practice focuses on both general litigation and evaluation of potential merger cases. While at Motley Rice, she has worked on securities fraud cases and merger cases involving MBNA, Medtronic, Washington Mutual and DirecTV, among others. Meghan also litigates consumer fraud cases.

Prior to joining Motley Rice, Meghan worked as a business litigation and antitrust associate in Washington, DC. There, she assisted in the trial of a multidistrict litigation antitrust case and assisted in multiple corporate internal investigations. She is a member of Phi Beta Kappa and the American Bar Association.

#### EDUCATION:

J.D., University of Virginia School of Law, 2004  
 B.A. with distinction, University of Virginia, 2000  
 LICENSED IN: DC, SC, VA

#### ***Jonathan D. Orent***

Jonathan Orent represents communities and individuals facing personal injury, property damage and economic loss as a result of negligence, environmental hazards or groundwater and soil contamination. In 2008, he litigated against a large New England utility company on behalf of more than 100 Tiverton, R.I., residents who claimed they suffered damages resulting from environmental contamination of their residential property. More recently, Jonathan was a central player in the settlement of contamination

litigation between members of the Tallevast, Fla., community and a major aerospace defense contractor involving property damage and emotional distress claims resulting from the alleged release of trichloroethylene (TCE), perchloroethylene (PCE) and other chemicals into the groundwater.

Currently, Jonathan is litigating nuclear contamination cases, representing clients in Pennsylvania's Apollo-Parks and Tennessee's Erwin areas who allege they suffered severe illnesses after being exposed to dangerous levels of toxic or radioactive materials released into the air, water and soil by local nuclear facilities.

Jonathan also represents hundreds of clients allegedly harmed by transvaginal mesh/sling products in hundreds of filed cases against such large corporations as Boston Scientific, American Medical Systems, Inc. (AMS), C.R. Bard, Inc., and Johnson & Johnson. He serves as co-liaison counsel in the *In re Bard Litigation* in New Jersey state court and as state court liaison counsel in Massachusetts.

Jonathan has worked on complex litigation against the lead paint industry on behalf of government entities in California, New York, Rhode Island and Wisconsin, as well as lead poisoning cases on behalf of individual children and families against property owners. He additionally contributes to the firm's Occupational Disease and Toxic Tort group, assisting with discovery and trial preparation of the firm's asbestos cases.

Prior to joining Motley Rice in 2005, Jonathan served as a law clerk with the Missouri State Public Defender Youth Advocacy Unit and a legal intern for Senator Richard Durbin of Illinois. A frequent speaker, he has made numerous presentations on a variety of legal matters involving environmental law. He serves on the Rhode Island Advisory Committee to the U.S. Commission on Civil Rights, a group whose mission is to address key community issues and discrimination matters, such as foreclosure scams and the disparate treatment of minority youth, through research and initiatives.

Jonathan is a member of the board of the Rhode Island Toxic Action Center, the American Association for Justice and the American Bar Association.

**EDUCATION:**

J.D., Washington University School of Law, 2004

B.A., University of Rochester, 2001

LICENSED IN: MA, RI, WI

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of Massachusetts

***Kelly J. Patrick***  
**Counsel**

Kelly Patrick works closely with Motley Rice's Environmental team to represent people and businesses in Gulf Coast communities suffering as a result of the Deepwater Horizon oil spill. He is currently helping those pursuing litigation, as well as those who need help filing and negotiating their claims.

Prior to joining Motley Rice, Kelly ran his own general law practice in Louisiana, Patrick Law Office LLC, representing clients in cases involving such issues as successions, paternity matters, contracts and court-appointed curatorships in foreclosures. He previously served as a judicial law clerk for the Honorable Patricia Koch of the Ninth Judicial District Court of Louisiana, Division E (Juvenile Division), where he developed valuable legal research and writing skills and gained experience handling litigation related to child support, domestic violence and judicial commitments. Also a former law clerk for the Louisiana Office of Group Benefits, Kelly has experience in health and insurance law, as well as matters involving HIPAA compliance.

Kelly is a former member of the Law Student Bar Association and Sports and Entertainment Law Society at Mississippi College School of Law, where he received a Certificate of Civil Law Studies. A TOPS Scholarship and LSU Board of Supervisors Scholarship recipient during his undergraduate studies at Louisiana State University, he also served as a Senator with the LSU Student Government. Kelly is a member of the American Association for Justice, Louisiana Association for Justice and Louisiana State Bar Association.

**EDUCATION:**

J.D., Mississippi College School of Law, 2008

B.A., Louisiana State University, 2005

LICENSED IN: LA

***Michael J. Pendell***

As an associate in Motley Rice's Securities and Consumer Fraud practice group, Michael Pendell represents individuals and institutional clients in complex securities and consumer fraud litigation, shareholder derivative suits and a wide array of other consumer and commercial cases.

Michael joined Motley Rice after serving as an associate with a Connecticut-based law firm, where he gained more than three years of experience in both federal and state courts in such areas as commercial and construction litigation, media and administrative law, personal injury defense and labor and employment matters. Michael was responsible for drafting complex pleadings, handling discovery, taking and defending depositions, and representing clients at prejudgment remedy hearings, arbitrations and trials.



Michael served as a legal intern for the Honorable Randolph F. Treece of the U.S. District Court for the Northern District of New York and as a law clerk for the Major Felony Unity of the Albany County District Attorney's Office. He served as the executive editor for the *New York State Bar Association Government Law & Policy Journal* and senior editor for the *Albany Law Review*, which published his 2008 article entitled, "How Far is Too Far? The Spending Clause, the Tenth Amendment, and the Education State's Battle Against Unfunded Mandates." An avid writer, Michael has additional experience in freelance writing, as well as teaching, photography and film production.

In addition to being selected during law school as a Sponsor Teaching Fellow and ACES Teaching Fellow, he won both of Albany Law School's major moot court competitions, the Gabrielli Moot Court Appellate Advocacy Competition and the Karen C. McGovern Senior Prize Trials. He is also a New York State Bar Association Trial Academy graduate and a member of The Order of the Barristers and the Gold Key Honor Society. Michael is currently a member of the Connecticut Bar Association, the New York State Bar Association and the American Bar Association.

#### EDUCATION:

J.D., *summa cum laude*, Albany Law School, 2007

B.A., *cum laude*, Emerson College, 2000

LICENSED IN: CT, NY

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of Connecticut, Southern and Eastern Districts of New York

#### ***Ann K. Ritter***

##### ***Senior Counsel and Securities Case Coordination Manager***

As Senior Counsel for Motley Rice, Ann Ritter plays a key role on Motley Rice's securities team, which represents domestic and foreign institutional investors in complex cases involving shareholder rights, corporate governance, securities and consumer fraud. She possesses more than 25 years of experience in complex litigation involving matters as varied as securities, products liability and consumer protection.

Ann serves as a frequent speaker on legal topics such as worker safety, shareholder rights and corporate governance. In 2007, she addressed leading German institutional investors as a keynote speaker on the impact of U.S. class actions at the Deutsche Schutzvereinigung für Wertpapierbesitz e. V. Practical Workshop for institutional investors in Frankfurt, Germany.

After earning a Bachelor of Science degree from Florida State University, Ann pursued a law degree from the University of Tennessee. She is the co-author of *Asbestos in Schools*, published by the National School Boards Association. Ann previously served

on the Advisory Committee for the Tobacco Deposition and Trial Testimony Archives (DATTA) Project and currently serves on the Executive Committee of the Board of the South Carolina Special Olympics, the Advisory Board of the Medical University of South Carolina Hollings Cancer Center and the Advisory Board of The University of Mississippi School of Law. She is a member of the South Carolina Association for Justice.

#### EDUCATION:

J.D., University of Tennessee, 1982

B.S., Florida State University, 1980

LICENSED IN: SC

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Third and Eleventh Circuits

#### ***Michael G. Rousseau***

Michael Rousseau litigates environmental lead poisoning cases against paint manufacturing corporations and landlord defendants. After providing discovery and participating in *State of Rhode Island v. Lead Industries Association, et. al.*, C.A. 99-5226, Michael continues to play a key role in trial preparation, discovery and document analysis in lead paint litigation involving California, Wisconsin, Ohio and Rhode Island. In 2005, he served on the legal team that successfully advocated for an extension of the risk contribution theory of liability in Wisconsin, enabling lead-poisoned children and families to seek compensation from former manufacturers of lead paint.

Michael also represents victims of mesothelioma and works on the Comoposix® Kugel® Mesh legal team on discovery matters and document analysis. Prior to joining Motley Rice in 2003, Michael represented consumers in insurance bad faith class actions and handled wills, trusts and estates and elder law matters.

As a law student, Michael provided volunteer representation to autistic children to help them obtain special education services and physical therapy pursuant to the Individuals with Disabilities Education Act (IDEA). He is a member of the American Bar Association.

#### EDUCATION:

J.D., Pepperdine University, 1999

B.S., Bentley College, 1996

LICENSED IN: CA, MA, RI, WI

***Lisa M. Saltzburg***

A member of Motley Rice's Securities and Consumer Fraud practice group, Lisa Saltzburg represents individuals and institutional clients in complex securities and consumer fraud actions, merger and acquisition cases, shareholder derivative suits and a variety of other consumer and commercial matters.

Lisa also works closely with the Environmental team, helping people and businesses in Gulf Coast communities file claims through the new claims programs established by the two settlements reached with BP. Granted preliminary approval on May 2, 2012, the settlements will help thousands of oil spill victims recover for economic loss, property damage and physical injuries caused by the oil spill.

Prior to joining Motley Rice, Lisa was an associate attorney for a nonprofit advocacy organization, where she worked through law and policy to protect the environmental interests of the Southeast. She handled numerous legal matters, drafting briefs and other filings in South Carolina's federal and state courts and working with administrative agencies to prepare for hearings and mediation sessions. Lisa also served for two years as a judicial clerk for the Honorable Karen J. Williams of the U.S. Court of Appeals for the Fourth Circuit, where she developed valuable legal research and writing skills and gained experience involving a wide range of issues arising in civil and criminal cases.

Lisa held multiple positions in environmental organizations during law school, handling a broad array of constitutional, jurisdictional and environmental issues. She also served as an editor of the *Stanford Law Review* and as an executive editor of the *Stanford Environmental Law Journal*. A member of numerous organizations and societies, including the Stanford Environmental Law Society, Lisa attended the National Institute for Trial Advocacy's week-long Trial Advocacy College at the University of Virginia.

**EDUCATION:**

J.D., Stanford Law School, 2006

B.A., with high distinction, University of California, Berkeley, 2003

LICENSED IN: SC, CO

ADMITTED TO PRACTICE BEFORE:

U.S. Court of Appeals for the Fourth Circuit

U.S. District Court for the District of South Carolina

***Robert M. Shore***

Robert Shore has nearly 20 years of complex litigation experience. He primarily represents patent owners and leads the firm's patent litigation practice. Bob also lends his extensive background in business litigation to the Securities and Consumer Fraud team's work representing public pension funds, unions and other institutional investors.

Prior to joining Motley Rice, Bob ran a solo practice and served as Senior Counsel with a California-based law firm. He represented Stac Electronics early in his career as it obtained a \$120 million patent infringement verdict against Microsoft, and he has since handled patent litigation in a wide variety of technical fields, including computer software, erasable memory chips, nail polish formulations, rapid prototyping, material science, aerospace engineering, disc drives, exercise equipment and management systems. Bob has taken more than a dozen cases to trial or arbitration and served in a variety of roles, up to and including lead trial counsel. He has represented numerous large clients such as Acacia Research Corporation; 3D Systems Corporation; Mared Industries Incorporated; MEMSolutions, Inc.; and Polaroid Corporation.

Bob has been featured on CNBC to discuss various legal matters and, a published author, has written multiple articles, including "Public Property in Cyberspace" (with Grant Fondo) in *Cyberspace Lawyer* (June 2000); "Trade Secret or Patent Protection? Pros and Cons" (with Morgan Chu) in *Current Developments in Computer Litigation: New Theories, New Approaches* (1994); and "Saving the Right of Publicity" in *New Matter* (December 2003).

He was inducted into the Order of the Coif upon his graduation from the University of California Berkeley School of Law and received the American Jurisprudence Award in both Evidence Law and Remedies while in law school, as well as the Prosser Prize in Patent Law and Civil Trial Advocacy. Bob was elected by his peers as Production Editor of the *California Law Review* and also served as a member of the *Berkeley Journal of Law and Technology* (then known as the *High Technology Law Journal*).

A game show aficionado, Bob has appeared on several game shows, capped by victories on *Jeopardy!* in 2005. He is also an avid bridge player and Silver Life Master of the American Contract Bridge League (ACBL). Holding several sectional and regional titles, he is President and a Unit Columnist for the ACBL's Unit 562 and acts as Disciplinary Chair for ACBL District 23. Bob is a member of the California and Los Angeles County Bar Associations.

**EDUCATION:**

J.D., University of California Berkeley School of Law, 1993

M.S., University of California Los Angeles, 1985

B.S., with honors, California Institute of Technology, 1982

LICENSED IN: CA

ADMITTED TO PRACTICE BEFORE:

U.S. Supreme Court, U.S. Court of Appeals for the First, Ninth and Federal Circuits, U.S. District Court for the Northern, Southern, Eastern and Central Districts of California, the Western District of Texas and the Northern District of Illinois (Trial Bar), United States Patent and Trademark Office



### ***Elizabeth Smith***

Elizabeth represents clients injured by corporate wrongdoing, with an emphasis on anti-terrorism and human rights litigation. Her current practice includes aviation liability cases on behalf of victims and families of the September 11, 2001, airline disasters, as well as the 9/11 Families United to Bankrupt Terrorism multidistrict litigation aiming to bankrupt financiers of al Qaeda and other terrorist groups. As a member of the aviation and anti-terrorism practice groups, Elizabeth manages client relations, research and discovery, and trial preparation.

Elizabeth's role in the 9/11-related litigation led to her representing numerous 9/11 victims' families at hearings before September 11th Victim Compensation Fund with Special Master Kenneth Feinberg. She has also litigated personal injury and consumer protection cases, including vehicle defect cases, asbestos litigation and lead paint poisoning lawsuits.

As an undergraduate student, Elizabeth completed a Middle East and Africa Foreign Study Program, and traveled from Kenya to Israel. While in law school, she served on the editorial board of the *ABA Real Property, Probate & Trust Journal*. After graduation, Elizabeth was a law clerk for the Honorable Diane S. Goodstein, Circuit Court Judge of the First Judicial Circuit for South Carolina.

Elizabeth is a member of the American Association for Justice, Federal Bar Association and the South Carolina Association for Justice.

#### EDUCATION:

J.D. cum laude, University of South Carolina School of Law, 2000  
B.A., Furman University, 1995  
LICENSED IN: DC, SC

### ***Hayleigh T. Stewart***

As a member of Motley Rice's Medical team, Hayleigh Stewart represents victims harmed by dangerous prescription drugs and defective medical devices, working to hold accountable those responsible for corporate wrongdoing and inadequate product warning, research and testing. She currently represents people allegedly harmed by Actos®, dialysis products GranuFlo® powder and Naturalyte® Liquid, Nuvaring® and Topamax®.

Prior to joining Motley Rice, Hayleigh served as a summer law clerk for Pisgah Legal Services, a nonprofit organization based in Asheville, N.C., that offers legal assistance to disadvantaged citizens of Western North Carolina. She gained experience working with attorneys to provide legal aid to low-income victims of domestic violence, as well as homeowners facing foreclosure. During this time, Hayleigh also contributed to an appellate brief on terminating parental rights.

Hayleigh's background and interests are diverse and include the field of education. She taught English in Madrid, Spain, for nearly a year following her undergraduate studies, teaching writing, reading, speaking and listening skills to both adults and children. While living in Spain, she complemented her teaching work writing as a columnist for European Vibe Magazine, a monthly lifestyle magazine for the English-speaking community of Madrid.

Hayleigh held multiple positions while at the University of North Carolina School of Law in Chapel Hill, including serving as a Research, Reasoning, Writing, Advocacy Teacher's Assistant, the Treasurer of the Immigration Law Association and the co-President of the American Constitution Society. She was also a member of the *First Amendment Law Review* and North Carolina Student Bar Association. A member of Phi Beta Kappa who graduated in the top third of her class, she additionally competed as a Kilpatrick Stockton 1L Trial Competition Defense Attorney and helped domestic violence victims through her work with the Domestic Violence Clinic.

Hayleigh has volunteered with both the North Carolina Driver's License Restoration Project and the Lambda Law Students Health Care Power of Attorney Clinic in Chapel Hill, N.C.

#### EDUCATION:

J.D., University of North Carolina School of Law, 2012  
B.A., with honors, University of North Carolina at Chapel Hill, 2008  
LICENSED IN: SC

### ***Alex R. Straus***

Alex Straus handles complex litigation as a member of Motley Rice's Occupational Disease and Toxic Tort practice group. Focusing on asbestos cases, Alex represents individuals and family members who are suffering from mesothelioma or other asbestos-related diseases due to occupational, environmental or household exposure to asbestos.

Alex previously worked as an associate attorney for a New York law firm handling construction, real estate, estate planning and family law cases. During this time, he represented construction industry employers, employer associations and ERISA funds in negotiating and drafting a broad range of contracts, policies and procedures as well as resolving and litigating disputes before state and federal courts. He also served as a family and divorce law mediator and is an American Arbitration Association (AAA) certified mediator.

Prior to joining Motley Rice as an associate, Alex served as a law clerk for the firm, contributing to work on anti-terrorism, asbestos,

personal injury and medical device litigation. In addition to providing research, writing and pre-trial support, he often handled communications with clients. Also a law clerk for The New England Patriots, Alex worked with the organization's General Counsel, gaining experience in real estate acquisitions and environmental compliance matters. He drafted contracts in negotiations involving The New England Patriots and The New England Revolution soccer team and assisted outside counsel for National Football League collective bargaining issues. As a former senior legal editor with New York-based Dennis Publishing, Alex first acquired experience in the legal field working as a legal aide to outside counsel for all post-publication litigation and dealing with three national publications to vet all pre-publication libel, copyright and intellectual property issues.

An avid writer, Alex has authored two published books, *Medical Marvels: The 100 Most Important Medical Advances* (Prometheus Books) and *Guerrilla Golf: The Complete Guide to Playing Golf on Mountains, Pastures, City Streets and Everywhere But the Course* (Rodale press). He was awarded the Kathleen Brit Memorial Prize in 2009 for Alternative Dispute Resolution and, in 2008, was a regional finalist in the American Bar Association (ABA) Negotiation Competition. The New York Press Association bestowed its Best Sports Feature award to Alex in 1999.

Alex serves as an Executive Board Member of the Gary Forbes Foundation, a nonprofit organization that advocates for diabetes research and education. Active in his community, he has volunteered with Volunteer of America's Operation Backpack, an organization that provides school supplies to more than 7,000 homeless children in New York City.

#### EDUCATION:

J.D., Roger Williams University School of Law, 2009

B.A., Rollins College, 1992

LICENSED IN: MA, RI

#### ***W. Christopher Swett***

Chris is a member of Motley Rice's Occupational Disease and Toxic Tort Practice Group and represents individuals harmed by corporate misconduct and malfeasance. He primarily focuses his efforts on assisting workers and families suffering from mesothelioma and other asbestos-related diseases due to occupational, environmental or household asbestos exposure. On behalf of asbestos victims, he handles complex litigation against manufacturers, property owners and contractors who sold or installed defective or hazardous asbestos-containing products.

In the area of catastrophic injury, Chris represents individual victims and families affected by tragic events caused by hazardous consumer products, occupational and industrial accidents, fires, premise injuries and other incidents of negligence.

Prior to joining Motley Rice, Chris served as a law clerk to the Honorable R. Bryan Harwell of the U.S. District Court for the District of South Carolina, gaining two years of strong writing and research experience in the legal field. In this capacity, he conducted complex research and prepared proposed orders involving numerous areas of the law, assisted with various phases of both civil and criminal trials and researched opinions for the U.S. Court of Appeals for the Fourth Circuit. He also spent one year as a summer associate with a South Carolina-based law firm handling case matters in areas such as environmental litigation, property tax sale disputes, the Unfair Trade Practices Act and the Fair Debt Collection Practices Act.

Chris has additional experience in medical litigation, having served as a law clerk with another South Carolina firm drafting discovery and pretrial motions and conducting research for pharmaceutical cases such as *In re Prempro Products Liability Litigation*.

A recipient of the Citadel Scholar full academic scholarship and the Citadel Honors Program Gold Seal, Chris was honored with the University of South Carolina School of Law's Cali Award for environmental law. Additionally, he served as Senior Associate Editor for the *Southeastern Environmental Law Journal* and is the author of published pieces concerning environmental law such as *Politics, Money, and Radioactive Waste: The Savannah River Site Conundrum*, 16.2 *Se. Env'tl. L.J.* 391 (2008). He was also inducted into the Order of the Coif and Order of the Wig and Robe.

Chris is a member of the American Association for Justice, American Bar Association, South Carolina Association for Justice and Charleston County Bar Association. He is active in his local community and proudly serves as class chairman for The Citadel Foundation, helping to raise money for need-based scholarship funding.

#### EDUCATION:

J.D., *cum laude*, University of South Carolina School of Law, 2009

B.A., *summa cum laude*, The Citadel, 2006

B.S., *summa cum laude*, The Citadel, 2006

LICENSED IN: DC, MN, SC, WV

ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the District of South Carolina

U.S. District Court for the Southern District of West Virginia



### ***Kathryn A. Waites***

An associate attorney focused on catastrophic injuries, Katie Waites represents individual victims and families harmed by hazardous consumer products, occupational and industrial accidents, premises injuries and other incidents involving negligence in products liability, personal injury and wrongful death cases. She is currently involved in a number of local cases against various corporate defendants and is responsible for developing legal theories, conducting legal research, and drafting discovery, pleadings and motions.

Katie also works with Motley Rice's environmental team to assist individuals and businesses in their efforts to hold BP and other corporate defendants accountable for the BP oil spill. Additionally, she has experience representing consumers, public pension funds, unions, whistleblowers and other institutional investors in complex securities and consumer fraud class actions and shareholder derivative suits.

Prior to joining Motley Rice, Katie served as a law clerk for the Honorable Catharine R. Aron, U.S. Bankruptcy Judge for the Middle District of North Carolina. In this capacity, she gained valuable experience writing complex legal memoranda, preparing proposed orders and working with attorneys to handle and resolve both consumer and business bankruptcies. Katie clerked in 2007 and 2008 for a number of South Carolina-based law firms in the Charleston area and, a former summer associate with Motley Rice, returned to join the firm in 2010.

Katie earned a Bachelor of Arts degree in English Literature and Studio Art, *cum laude*, from Washington and Lee University in 2006. A South Carolina native, she returned home to pursue a Juris Doctor from the University of South Carolina School of Law as a 3-year Merit Scholarship Recipient. Katie served in law school as a Student Editor of the American Bar Association (ABA) *Real Property Probate & Trust Journal*, a competing member of the University of South Carolina Moot Court Bar, and a Representative for the Legislative Council of the Student Bar Association. Katie also demonstrated her commitment to public service as a member of the University of South Carolina Pro Bono Board, a student arbitrator with the Lexington County Juvenile Arbitration Program, and a volunteer law clerk for South Carolina Appleseed Legal Justice Center, where she worked to affect change in low-income communities throughout the state through education advocacy and petitions to the local courts. In 2008, she received the USC School of Law Pro Bono Award.

Katie is a member of the Charleston County and American Bar Associations, the South Carolina Bar Association, the American Association for Justice, the South Carolina Association for Justice and the South Carolina Women Lawyers Association.

### EDUCATION:

J.D., University of South Carolina School of Law, 2009

B.A., Washington and Lee University, 2006

LICENSED IN: SC

### ***Elizabeth C. Ward***

Liza Ward's practice ranges from helping clients injured by acts of negligence by large corporations to improving worker and environmental health and safety. She litigates commercial, products liability and personal injury cases with Motley Rice's Occupational and Toxic Tort practice group in addition to actively working with the Medical practice group to represent individuals affected by allegedly harmful prescription drugs such as Accutane.

After several years at large defense firms, Liza redirected her career to plaintiffs' law. At Motley Rice, she has represented welders harmed as a result of corporate malfeasance and conducted client relations and trial preparation for welding rod cases. In 2008, Liza was a member of the trial team that obtained the first welding fume plaintiff verdict in Mississippi state court since 2003.

Liza has advocated for domestic violence victims' rights by participating in training programs and pro bono litigation. She served as articles editor for the South Carolina Law Review while a law student at the University of South Carolina School of Law. She is a member of the Order of the Wig and Robe.

### EDUCATION:

J.D. cum laude, University of South Carolina School of Law, 1999

B.A., University of North Carolina at Chapel Hill, 1995

LICENSED IN: NC, SC

### ADMITTED TO PRACTICE BEFORE:

U.S. District Court for the Middle, Eastern and Western Districts of North Carolina and District of South Carolina

### ***Robert M. Zabb***

Robert Zabb brings more than 20 years of experience in complex litigation to Motley Rice's Securities and Consumer Fraud team that includes a comprehensive background in both federal and state courts in securities class actions, 10(b) lawsuits, employment and business litigation and tax law. A longtime proponent of financial accountability, Robert represents individuals, consumers, public pension funds, unions, multi-employer plans and other institutional investors in securities class and direct actions, shareholder derivative litigation, corporate acquisition cases, and *qui tam* and whistleblower litigation.

---

Prior to joining Motley Rice, Robert served as lead or co-lead counsel in various large, complex securities class actions involving accounting fraud and factual misstatements which victimized the investing public. Many of these cases involved multinational or foreign companies or entities and required international or foreign investigation and/or foreign court proceedings, such as KPNQwest, a European telecommunications provider; Infonet, a company jointly owned by European national telephone companies; and MTC, a company which claimed to own telecommunications joint ventures in China. His efforts resulted in substantial recoveries for investors. Robert also has experience litigating SEC cases, including *SEC v. Thrasher* and *In re Motel Six Securities Litigation*.

Robert's work has resulted in numerous reported federal decisions on accounting fraud, governing principles of federal securities law and federal discovery. He has played an instrumental role in opt-out cases and 10(b) lawsuits, including *Kayne et al. v. MTC*, which involved ownership of telecommunications joint ventures in the People's Republic of China. The Ninth Circuit later adopted an important RICO ruling in *Kayne* on retroactivity as its rule.

Robert has additionally been involved in high stakes litigation before the U.S. Supreme Court, representing two large insurers seeking contribution in *Employers Insurance of Wausau v. Musick, Peeler & Garrett*. He authored the prevailing Supreme Court brief, and the consequent ruling established the right of contribution in Rule 10b-5 securities lawsuits.

Robert holds an M.B.A. in accounting and finance, as well as an LL.M. in taxation. This background provides essential tools for uncovering financial and business fraud and other wrongdoing. Robert serves as a member of the Los Angeles County and New York State Bar Associations.

**EDUCATION:**

M.B.A., University of Southern California, 1987

LL.M., New York University, 1982

J.D., Columbia University Law School, 1979

B.A., *cum laude*, Yale College, 1975

LICENSED IN: CA, NY

**ADMITTED TO PRACTICE BEFORE:**

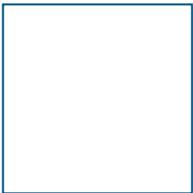
U.S. Supreme Court, U.S. Court of Appeals for the Ninth Circuit,

U.S. District Court for the Central, Northern, Southern and

Eastern and Districts of California, District of Massachusetts, and

Northern, Southern, Eastern and Western Districts of New York

**28 BRIDGESIDE BLVD. | MT. PLEASANT SC 29464**  
SC | RI | CT | NY | WV | DC | CA | LA



*Motley Rice LLC*  
*Attorneys at Law*  
*[www.motleyrice.com](http://www.motleyrice.com)*  
*1.800.768.4026*



Joseph F. Rice (DC, SC) is the attorney responsible for this communication. The attorney experiences and results obtained in previous litigation discussed in this brochure do not constitute representations regarding any claim or case you may have. The results of any particular claim or case depend upon the specific factual and legal circumstances of such claim or case. Prior results do not guarantee a similar outcome. Motley Rice LLP operates the California office. PD: 11.19.2012

# Exhibit I

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

DECLARATION OF KENNETH A. ELAN FILED ON BEHALF OF KENNETH A. ELAN, ESQ.  
IN SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES

I, KENNETH A. ELAN, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am an attorney duly admitted to practice law in the State of New York and represented plaintiffs in this litigation. I submit this declaration in support of my 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. Your Declarant served as counsel for Warren Pinchuck in this litigation. My firm participated in the review of documents produced by defendants and represented Mr. Pinchuck at his deposition. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by each attorney 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 your Declarant, 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 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 in other securities or shareholder litigation.

4. The total number of hours expended on this litigation by my firm through November 23, 2012 is 979.35. The total lodestar for my firm is \$381,213.75, all of which consists of attorneys' time.

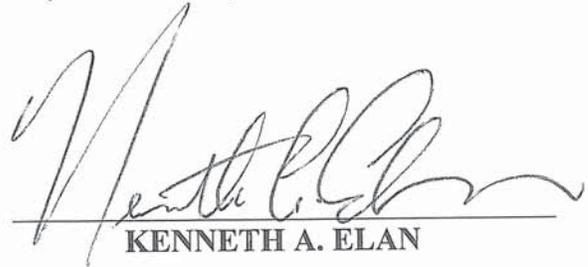
5. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

6. As detailed in Exhibit 2, my firm has incurred a total of \$11,715.53 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.

With respect to the standing of my firm, attached hereto as Exhibit 3, is a brief biography of the 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 13<sup>th</sup> day of November, 2012, at New York, New York.

  
KENNETH A. ELAN

**EXHIBIT 1**  
*In re Citigroup Inc. Securities Litigation*  
 Case No. 07 Civ. 9901 (SHS)

**KENNETH A. ELAN, ESQ.**

**TIME REPORT**

**Inception through November 23, 2012**

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
Kenneth A. Elan, Esq.	1977	93.60	\$700	\$65,520.00
<b>Of Counsel</b>				
Laura Colatrella	1994	320.50	\$500	\$160,250.00
Rachel Gauchman	2010	565.25	\$275	\$155,443.75
<b>TOTAL LODESTAR</b>		<b>979.35</b>		<b>\$381,213.75</b>

**EXHIBIT 2**  
***In re Citigroup Inc. Securities Litigation***  
**Case No. 07 Civ. 9901 (SHS)**

**KENNETH A. ELAN, ESQ.**

**EXPENSE REPORT**

**Inception through November 23, 2012**

<b>CATEGORY</b>	<b>AMOUNT</b>
<b>Litigation Contribution Fund</b>	<b>\$10,000.00</b>
<b>Out of Town Travel</b>	<b>\$1,170.00</b>
<b>Working Meals</b>	<b>\$303.31</b>
<b>Local Transportation</b>	<b>\$130.00</b>
<b>Internal Copying (490 @ \$0.15/pg.)</b>	<b>\$73.50</b>
<b>Postage &amp; Express Mail</b>	<b>\$38.72</b>
<b>TOTAL EXPENSES:</b>	<b>\$11,715.53</b>

**EXHIBIT 3**

[ATTORNEY BIOGRAPHIES]

Biography of Kenneth A. Elan

**BIOGRAPHY OF KENNETH A. ELAN**

Kenneth A. Elan is a graduate of The American University where he received a B.S. in Political Science in 1974. He received his Juris Doctor from the University of Baltimore School of Law in 1977. Mr. Elan was admitted to the Bar of the State of New York and to the United States District Court for the Southern and Eastern Districts of New York in 1978. He was admitted to the Bar of the Court of Appeals for the Third Circuit and Second Circuit in 2000 and 2001 respectively. Mr. Elan is a member of the New York County Lawyers Association and formerly a member of its Committee on Corporation Law. He has been an Adjunct Professor in the Accounting Department of the City University of New York (Queens College) for more than sixteen years.

Mr. Elan was associated with the firms of Schoengold & Sporn and Rabin & Silverman from 1978 to 1982, where he specialized in the prosecution of class and derivative actions as well as general corporate and commercial litigation. Mr. Elan was associated with the firms of Silverman & DiGiovanna and Dornbush Mensch Mandelstam & Silverman from 1982 to 1986. While continuing to represent clients in a variety of commercial actions, he devoted substantial time to general corporate work including preparation of registration statements, proxy statements and other SEC and related State Law (blue sky) matters.

Mr. Elan has been a sole practitioner since February 1986. He has continued to specialize in corporate and commercial litigation. He has represented numerous clients in the prosecution and defense of complex corporate and commercial cases. For example, Mr. Elan defended the

investment banking firm of Norbay Securities and its principals in the securities class action, *Brownstein v. Entourage International Inc.*, 87 Civ. 0953 (S.D.N.Y. 1987). Mr. Elan defended the investment banking firm of Sherman Fitzpatrick & Co. and several individuals in the securities class action, *Lazzaro v. Manber*, 87 Civ. 2153 (E.D.N.Y. 1987). Mr. Elan defended the investment banking firm of Donald & Co. Securities, Inc. in the class action, *Walsh v. Donald & Co. Securities. Inc.*, 96-1154 (M.D. Fla. 1996). Mr. Elan defended several corporate officers affiliated with Teltran International, Inc., a publicly held company, in an action alleging, *inter alia*, fraud and breach of fiduciary. *Revy v. Lerner, et al.*, 118854/02 (Supreme Court, New York County).

Mr. Elan defended I.C. System, Inc., one of the largest debt collection companies in the United States, in *McStay v. I.C. System. Inc.* In a case of first impression, the Court of Appeals for the Second Circuit held that the validation notice required by Section 1692(g) of the Fair Debt Collection Practices Act does not have to appear on the front side of a debt collection letter provided there is a prominent instruction in the body that warns that there is important information on the reverse side. 308 F.3d 188 (2d Cir. 2002).

Mr. Elan was counsel to the class in *George Apostol v. Guthy-Renker Corporation*, 106052/06 (Supreme Court/New York County), an action alleging that the refund policy for the defendant's skin care product was false and misleading since it omitted to tell consumers that the product had to be returned unopened in order to qualify for a refund. As a result of a settlement, class members received a 100% refund of the price paid for the product. Additionally, the defendant agreed to change its policy in order to permit refunds where the product was opened before being returned.

Mr. Elan was counsel to the class in *Mary Ann Apostol v. Washington Mutual Bank*. FA 111549/04 (Supreme Court/New York County), an action alleging that the defendant, a nationwide lender, collected fees from cooperative apartment owners to record satisfactions of lien (“UCC-3s”) but did not remit the fees to the proper county authorities. As a result of a settlement, class members received the return of approximately 84% of their out of pocket loss. Moreover, the defendant changed its payoff letter to notify cooperative apartment owners that they are not required to pay the recording fee.

Mr. Elan was counsel to the class in *Youngman v. MBNA Corp.*, 91 Civ. 1823 (S.D.N.Y. 1991), an action brought under the Federal Truth in Lending Act. As a result of a favorable settlement, the defendant, one of the largest credit card issuers in the United States, substantially modified its credit card agreement with its customers. Mr. Elan was co-lead counsel in *Feinberg v. Dean Witter Reynolds Inc.*, 118682/92 (Supreme Court, New York County), an action brought on behalf of persons with inactive brokerage accounts. The action resulted in a settlement in excess of \$2 million. Mr. Elan was co-lead counsel in *Shark 3 Audio. Inc. v. Leasecomm Corp.*, 95-600531 (Supreme Court, New York County), a class action brought on behalf of certain personal property lessees. A favorable settlement was attained following a grant of summary judgment on the issue of liability. Cases where Mr. Elan was co-counsel or otherwise represented plaintiffs in securities class actions include, *In re YES! Entertainment Securities Litigation*, 1998 WL 667863 (N.D. Cal. 1998); *Baffa v. Donaldson. Lufkin & Jenrette Securities Corp.*, 999 F. Supp. 725 (S.D.N.Y. 1998); *In re Norand Corporation Securities Litigation*, C-95-323-EJM (N.D.Iowa 1995); and *In re Cendant Corporation Securities Litigation*, 264 F.3d 201 (3d Cir. 2001).

Since 1980, Mr. Elan has also prosecuted and defended claims brought on behalf of and against numerous registered broker-dealers, individual brokers and public customers in regulatory and arbitration proceedings before the Securities and Exchange Commission, New York Stock Exchange, FINRA and its predecessor, the National Association of Securities Dealers. His representation has included every step of the arbitration process, i.e., investigation of the claims; preparation of the Statement of Claim or Answer; conducting applicable discovery; filing pre and post-arbitration briefs and representing his clients at arbitration hearings.

Mr. Elan was co-counsel and, among other things, assisted in writing the Respondent's brief in *Verizon Communications, Inc. v. Trinko*, 540 U.S. 398 (2004), where the Supreme Court discussed the applicable standards and interplay between causes of action under the Sherman Act and Telecommunications Act of 1996. Mr. Elan has briefed and/or argued points of law in numerous lower court cases including the existence of an implied cause of action under Section 1701 of the Housing and Urban Development Act, as amended, in *Williams v. U.S. Department of Housing and Urban Development*, 2006 WL 2546536 (E.D.N.Y. 2006); the standards to vacate a default judgment under Rule 60(b), Fed. R. Civ. P. in *New Card Inc. v. Van Dijke*, 137 Fed. Appx. 384 (2d Cir. 2005); the statute of limitations under New York law in an action alleging libel and slander in *O'diah v. New York City*, 2002 WL 1941179 (S.D.N.Y. 2002); the applicability of an arbitration provision in a credit card agreement where an action is brought on a class-wide basis under the Federal Truth in Lending Act in *Sagal v. First USA Bank, N.A.*, 69 F. Supp. 2d 627 (D. Del. 1999); and, the parties covered under the Telecommunications Act of 1996 in *Chladek v. Verizon N.Y. Inc.*, 96 Fed.Appx. 19 (2d Cir. 2004). Mr. Elan also participated

in the prosecution of two significant antitrust cases, *Brand Name Prescription Drug Antitrust Litigation* and *In re Visa Check/Master Money Antitrust Litigation*. See, 297 F. Supp.2d 503 (E.D.N.Y. 2005). The latter case resulted in the largest antitrust settlement in history.

Mr. Elan is presently representing clients in numerous class, derivative and individual actions including shareholders in *In re CitiGroup Inc. Securities Litigation*, Master File No. 07-CV-9901 (S.D.N.Y); policyholders who paid excess premiums for insurance coverage in *Spagnola v. Chubb Corporation*, 06-CV-9960 (S.D.N.Y. 2006); and shareholders in *Salzman v. Bartz*, Cv-11-03269 (N.D. Cal.), a derivative action contesting the sale of one of Yahoo Inc.'s principal assets. Mr. Elan is presently defending I.C. System, Inc. in a class action styled, *Sussman v. I.C. System*, 12-CV-0181 (S.D.N.Y.) and DCM Services in the class action styled, *Mundy v. DCM Services, LLC*, 11-CV-5979 (S.D.N.Y.)

**BIOGRAPHY OF LAURA M. COLATRELLA**

Laura M. Colatrella graduated *cum laude* from New York Law School in 1994. She was admitted to practice law in the State of New York in 1995. She commenced practicing law with the well-known personal injury firm of Schneider, Kleinick & Weitz where she specialized in appellate and complex motion practice.

Between 1995 and 2004 Ms. Colatrella worked primarily for the premier personal injury defense firms of Leahy & Johnson and Gladstein & Isaac. She performed all aspects of trial work, including depositions, court appearances, motion practice, jury selection and second-seating at trial. Ms. Colatrella continued working primarily for personal injury defense firms up to 2010. She was associated with the firms of Robert I. Elan, Esq., Sanford F. Young, P.C. and Armienti, DeBellis, Guglielmo and Rhoden, LLP during this period of time. Ms. Colatrella has been a sole practitioner since June 2010. Her practice includes court appearances, depositions, motions and appellate work.

**BIOGRAPHY OF RACHEL A. GAUCHMAN**

Rachel A. Gauchman graduated New York Law School in May 2010. She is admitted to practice law in the States of New York and New Jersey. In 2008, Ms. Gauchman worked for Jacobs DeBrauwere in New York, New York, where she researched copyright cases to aid in the publication of a book on pre-broadcast review. In 2008-2009, Ms. Gauchman worked for the Institute for Information Law and Policy in New York, New York where she collaborated with a team on a project to create an online resource detailing the IP protection afforded to fashion designers and the implications of counterfeiting. In 2009 Ms. Gauchman also worked for the firm of Hiscock & Barclay, LLP where she was responsible for reviewing contracts on behalf of musical artists/clients of the firm.

# Exhibit J

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

IN RE CITIGROUP  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

**ECF Case**

**DECLARATION OF ALAN L. KOVACS, ESQ. FILED ON BEHALF OF  
LAW OFFICE OF ALAN L. KOVACS  
IN SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES**

I, ALAN L. KOVACS, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am a member of the Law Office of Alan L. Kovacs, 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 ANTHONY SEDUTTO in this litigation, was involved, generally, in investigation of my client's claims; meetings and telephone conferences with my client and co-counsel at various stages of the case regarding strategy, discovery, class certification and settlement; assistance in drafting of consolidated amended complaint; drafting of portions of plaintiffs' opposition to defendants' Motion to Dismiss; drafting of responses, and amended responses to defendants' discovery requests; assistance of client in connection with production of documents; preparation for, and attendance at, client's deposition; review of documents produced by defendants; review and editing of class certification memoranda; and review and editing of proposed Settlement documentation. 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.

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 in other securities or shareholder litigation.

4. The total number of hours expended on this litigation by my firm through November 23, 2012 is 701.20. The total lodestar for my firm is \$ 250,570.00, all of which is for attorneys' 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 \$ 1,183.06 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 and attorneys in my firm who were principally involved in this litigation.

I declare under penalty of perjury under the laws of Massachusetts that the foregoing is true and correct.

Executed this 6<sup>th</sup> day of December, 2012, at Newton, Massachusetts.

/s/ Alan L. Kovacs  
Alan L. Kovacs

**EXHIBIT 1**  
*In re Citigroup Inc. Securities Litigation*  
**Case No. 07 Civ. 9901 (SHS)**

LAW OFFICE OF ALAN L. KOVACS

**TIME REPORT**

**Inception through November 23, 2012**

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
<b>Partners</b>				
Alan L. Kovacs	1972	127.20	475	\$ 60,420.00
<b>Of Counsel</b>				
<b>Other Attorneys</b>				
Lissa Bourjolly	2005	72.00	375	\$ 27,000.00
Kaleen Ford	2007	502.00	325	\$163,150.00
<b>Professional Support Staff</b>				
<b>TOTAL LODESTAR</b>		<b>701.20</b>		<b>\$ 250,570.00</b>

**EXHIBIT 2**  
*In re Citigroup Inc. Securities Litigation*  
Case No. 07 Civ. 9901 (SHS)

Law Office of Alan L. Kovacs

**EXPENSE REPORT**

**Inception through November 23, 2012**

CATEGORY	AMOUNT
Court Fees	
Service of Process	
On-Line Legal Research	27.00
On-Line Factual Research	
Investigators	
Telephones/Conference Calls	
Faxes	
Postage & Express Mail	68.15
Hand Delivery Charges	
Local Transportation	
Internal Copying	88.40
Outside Copying	164.19
Out of Town Travel	796.10
Working Meals	
Court Reporters and Transcripts	
Special Publications	
Staff Overtime	
Experts	
Mediation Fees	
Misc. including supplies	39.22
<b>TOTAL EXPENSES:</b>	<b>1,183.06</b>

### EXHIBIT 3

#### LAW OFFICE OF ALAN L. KOVACS [FIRM RESUME AND BIOGRAPHIES]

**ALAN KOVACS** concentrates on corporate transactional matters for small and medium sized businesses, trade regulation counseling and complex business litigation, including antitrust, consumer protection and securities litigation. Mr. Kovacs has over 35 years of experience as an attorney.

After graduating from law school, Mr. Kovacs spent four years as an Assistant District Attorney in Manhattan, New York and Middlesex County, Massachusetts, where he did both appellate and trial work arguing over a dozen cases before the highest appellate courts in New York and Massachusetts. From 1978 through 1985, he worked in the Antitrust Division of the Massachusetts Attorney General's Office where he rose to Chief of that Division as well as Chairman of Antitrust Task Force of the National Association of Attorneys General. He has been in private practice since 1985, first as Of-counsel to Ferriter, Scobbo, Sikora and now in his own firm.

Some of Mr. Kovacs's relevant work includes:

- Creation of joint venture among over 20 real estate firms to develop website for joint marketing of available properties;
- Representation of overseas wineries seeking to establish U.S. based distribution;
- Lead counsel in Oil Overcharge Litigation, a nationwide class action that involved claims that oil companies had violated price controls and that resulted in a nationwide settlement of over \$2 Billion;
- Representation, as Co-Lead Counsel, of retail liquor stores in antitrust litigation challenging validity of price posting statutes. Litigation resulted in a finding that the statutes are unconstitutional;
- Representation, as Co-Lead Counsel, of independent pharmacies in antitrust litigation against nationwide retail pharmacy chain and major HMO. Litigation resulted in a significant settlement based upon the entry of summary judgment against the defendants. Case represents one of few decisions on summary judgment in favor of a class of businesses under the Massachusetts Consumer and Business Protection Act;
- Representation of regional supermarkets in connection with governmental investigations of slotting fees;

- Representation of national food manufacturer in connection with governmental claims that inclusion of toy in product packaging constituted violation of federal and state food and safety regulations and consumer protection laws.
- Representation of internet company in litigation claiming that manufacturer and nationwide brick-and-mortar retailer engaged in antitrust violations and unfair trade practices by conspiring to drive internet company out-of-business. Litigation resulted in purchase of internet company by brick-and-mortar business.
- Shareholder Derivative Actions involving alleged back-dating of stock options exercisable by directors and officers.
- Representation of physician, pharmacies and ambulance companies claiming exclusion from health insurance networks constituted antitrust violations and unfair trade practices;
- Associate Commissioner, Massachusetts Hospital System Payment Advisory Commission, 1995 - 1997.

Mr. Kovacs is admitted to practice in Massachusetts and New York, and in the United States Supreme Court, the US Circuit Courts of Appeal for the First and Second Circuits, and the US District Courts for the Districts of Massachusetts, Southern New York and Eastern New York.

He is a graduate of Amherst College (1969, cum laude) and Columbia Law School (1972), where he was an Associate Editor of the Journal of International Law. He also holds a Masters of Law Degree in Taxation from Boston University (1979).

# Exhibit K

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

**DECLARATION OF KENNETH H. GOLD FILED ON BEHALF OF  
KENNETH H. GOLD IN SUPPORT OF APPLICATION FOR AWARD OF  
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Kenneth H. Gold, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Kenneth H. Gold, 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 served as counsel for David and Henrietta Whitcomb in this litigation. In this capacity, I was involved in extensive discussions with the clients and counsel concerning the commencement of the action, interfaced with lead counsel on behalf of the Whitcombs during the litigation, and actively participated in the settlement of the litigation. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time I spent on the litigation and the lodestar calculation based on my firm's current billing rates. 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. My hourly rates included in Exhibit 1 are the same as the regular current rates charged for my services in non-contingent matters and/or which have been accepted on other securities or shareholder litigation.

4. The total number of hours expended on this litigation by my firm through November 23, 2012 is 221.5. The total lodestar for my firm is \$102,997.50, consisting of \$102,997.50 for attorney time.

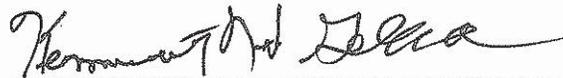
5. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

6. As detailed in Exhibit 2, my firm has incurred a total of \$9,041.10 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 detailing my experience.

I declare under penalty of perjury under the laws of California that the foregoing is true and correct. Executed this 5th day of December, 2012, at West Hollywood, California.



Kenneth H. Gold

**EXHIBIT 1**  
*In re Citigroup Inc. Securities Litigation*  
 Case No. 07 Civ. 9901 (SHS)

**KENNETH H. GOLD**

**TIME REPORT**

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
<b>Partners</b>				
Kenneth H. Gold	1967	221.5	\$465.00	\$102,997.60
<b>Of counsel</b>				
<b>Other Attorneys</b>				
<b>Professional Support Staff</b>				
<b>TOTAL LODESTAR</b>				<b>\$102,997.50</b>

**EXHIBIT 2**  
*In re Citigroup Inc. Securities Litigation*  
Case No. 07 Civ. 9901 (SHS)

**KENNETH H. GOLD**

**EXPENSE REPORT**

**Inception through November 23, 2012**

<b>CATEGORY</b>	<b>AMOUNT</b>
<b>Out of Town travel</b>	<b>\$9,041.10</b>
<b>TOTAL EXPENSES:</b>	<b>\$9,041.10</b>

**EXHIBIT 3**

**RESUME OF KENNETH H. GOLD**

Kenneth H. Gold has been a practicing attorney for approximately 45 years. He is admitted to practice in New York (1967) and Michigan (1972). His area of practice is corporate transactional and securities law. He is presently semi-retired. Mr. Gold graduated from Babson College in 1963 and New York University School of Law in 1967. He also received an LLM in international law from New York University School of Law in 1968. From 1967 through 1969, he served as Assistant to the Director of the Center for International Studies at New York University. From 1969 through 1970, he was an associate at Park Chaplain Flattau & Klimpel, New York. From 1982 through 2004, he was a senior partner in Miro Weiner & Kramer, Bloomfield Hills, Michigan. From 2005 through 2008, he was a partner in Allen Brothers PLLC, Detroit, Michigan. From 2008 through the present, he has been in private practice and of counsel to Sullivan Ward Asher & Patton, Southfield, Michigan. In addition to serving on the board of many non-profit corporations, Mr. Gold served as Co-chair of the Securities Law Committee of the Michigan Bar Association.

# Exhibit L

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

DECLARATION OF JOHN M. ALLEN FILED ON BEHALF OF  
ALLEN BROTHERS ATTORNEYS AND COUNSELLORS PLLC  
IN SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES

I, JOHN M. ALLEN, declare as follows, pursuant to 28 U.S.C. § 1746:

1. I am the managing member of the law firm of Allen Brothers Attorneys & Counselors PLLC, which represents plaintiffs in this action. 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 David Whitcomb, et al. in this litigation, provided support to lead class counsel (the Kirby firm) in its discussions with the clients and concerning evaluation of the Class claim. 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 (Kenneth Gold), the lodestar calculation is based upon the billing rates for such personnel in his 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 23, 2012 is 34.95 hours. The total lodestar for my firm is \$16,601, all of which consists of \$16,601 attorneys' time.

5. My firm's lodestar figures are based upon my firm's billing rates, which do not include charges for expense items as the firm did not incur any out of pocket expenses in connection with its work.

6. With respect to the standing of my firm, attached hereto as Exhibit 2 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 that the foregoing is true and correct.  
Executed this 4<sup>th</sup> day of December, 2012, at Detroit, Michigan.

  
\_\_\_\_\_  
JOHN M. ALLEN

**EXHIBIT 1**  
*In re Citigroup Inc. Securities Litigation*  
 Case No. 07 Civ. 9901 (SHS)

**TIME REPORT**

Inception through November 23, 2012

NAME	YEAR OF GRADUATION	HOURS	HOURLY RATE	LODESTAR
<b>Partners</b>				
Kenneth H. Gold		34.95	475	\$16,601.25
<b>Of Counsel</b>				
<b>Other Attorneys</b>				
<b>Professional Support Staff</b>				
<b>TOTAL LODESTAR</b>		<b>34.95</b>	<b>475</b>	<b>16,601.25</b>

EXHIBIT 2

HISTORY, BACKGROUND, QUALIFICATIONS,  
MUNICIPAL EXPERIENCE

ALLEN BROTHERS, ATTORNEYS & COUNSELORS, PLLC

Allen Brothers, Attorneys and Counselors, PLLC opened ten years ago. The two remaining founding attorneys have nearly four decades of combined practice experience. Yet, they are not the firm's most senior attorneys in terms of years of practice. As part of its conscious effort to promote a broadly conceived notion of diversity, the firm has always maintained a balance in its roster of attorneys between those attorneys possessing many years of practice and those just receiving their call to the Bar. This healthy mix is perhaps the best indication of the firm's stability in that it tends to attract veteran lawyers to its ranks while remaining relevant to the future leaders in the profession. The range of licensed practice experience for attorneys in our office is 2 years to 35 years and our average number of years in practice is 18 years.

Allen Brothers maintains a diverse client mix. For nearly a decade, the firm has been a mainstay in the provision of legal services for the state's largest health care provider, the Detroit Medical Center. In fact, the firm has a robust health care practice that includes many other providers, insurers, and health systems. As a further indication of its strength, the firm has been retained by several local banking institutions, including the only bank the firm has ever used for its business banking needs. If the city is looking for an indication of our financial strength<sup>1</sup> and stability, the fact that our firm's FDIC-regulated banking partner has sought out our legal counsel on its sensitive legal matters speaks volumes about our financial strength and staying power in very difficult times. Other communities and institutions in Southeast Michigan have made a similar judgment about us. In addition to the State of Michigan and County of Wayne, approximately a dozen municipal governmental units have used our services during our tenure as city attorneys for Hamtramck.<sup>2</sup>

The firm continues to regularly serve the communities of Highland Park, Dearborn Heights, and Woodhaven. The firm has served as counsel in municipal bond transactions for the City of Detroit and its water and sewage department. In addition we have served as litigation counsel for the city of Ecorse. On occasion, the city of River Rouge has used our services, typically where its retained attorney(s) have had conflicts of interest. We have also developed a very good relationship with officials of the Township of Brownstown through our successful

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<sup>1</sup> Allen Brothers carries professional liability insurance required by the State Bar of Michigan as a condition of practicing law in the state of Michigan. Coverage details will be provided upon request. The firm also has a ten-year banking relationship with a federally-insured depository and maintains adequate reserves and required client trust accounts.

<sup>2</sup> The RFP requires us to affirmatively state that the firm has not filed for bankruptcy, reorganization or receivership in the last five years. We make that affirmative statement and further state that the firm has never filed for or been under any of these forms of financial management or anything similar to them.

work on its behalf. Our relationship with that municipality remains strong and we intend to keep it that way by delivering good results in the matters it assigns to us.

The issues we have confronted as municipal attorneys range from the prosecution of local ordinance violations to closing major commercial and residential real estate development transaction. We negotiate and defend our clients' position in collective bargaining and provide on the spot advice regarding the hiring, discipline and termination decisions. And, of course, we find ourselves responding to civil litigation in federal and state court.

Our service also includes the drafting and review of local ordinances and executive policy. As you are aware, our firm assisted with the drafting of the city of Hamtramck's Code of Ordinances, an undertaking that had not occurred during the span of the city's entire organizational memory. The firm has expanded the city's economic development tool box by drafting legislation creating the city's Economic Development Corporation, Brownfield Redevelopment Authority, the recreation of its Downtown Development Authority, and the shepherding several PILOT ordinances and tax-increment finance districts. The firm worked with community and law enforcement professionals to draft a balanced Anti-Profilng Ordinance that met the needs of the residents without hampering the legitimate efforts of police to stop crime. With the assistance of the Wayne County Prosecutor's Office and other child advocates, the firm supervised the drafting of the city's cutting edge lead remediation ordinance.

As real estate attorneys, we are frequently consulted regarding real estate transfers and title clearance issues---which is particularly important to a city like Hamtramck which has unique title issues arising from what was once a one-of-a-kind parcel identification system and a bevy of tax reversion idiosyncrasies. That parcel identification system changed to the county's uniform system shortly before we became city attorneys and the responsibility for straightening out the resultant problems fell to the members of the firm.

The firm has also acquired the talent necessary to complete municipal finance deals and, since 2006, has served as bond and underwriters counsel on bond offerings totaling in excess of several hundred million dollars. Along the way, the firm's attorneys have developed arguably the strongest background in Public Act 72 issues. It has advised several troubled local governmental entities, school districts and the state of Michigan itself as emergency financial management issues have arisen.

With more than 30 years of corporate transactional work, Kenneth Gold has served as a corporate and acquisition counsel for major companies in the art auction, automotive supply, manufacturing, toy, restaurant, banking, retail, real estate and other industries. His responsibilities have included drafting and negotiating acquisition, entity and financing documents. He was lead counsel for General Motors Corporation in connection with the Company's disposition of various asset groups negotiated by the divestiture of its Delphi division. His background includes experience in securities matters, including approximately 10 initial public offerings. He has represented publicly-traded clients in corporate and securities matters, including successfully creating a clean public shell, overcoming SEC objections to enable corporate and self-tender transactions to proceed, drafting and negotiating asset (including real estate) and stock purchase agreements with and for public companies, preparing registration statements for and working on initial public offerings and selling shareholder registration statements, handling private placements of all sorts, including preferred equity securities to institutional investors, assisting a target in its defense of a hostile tender offer and drafting 1934 Act filings. Mr. Gold has been a member of the Council of the Business Law Section of the State Bar of Michigan and has served as co-chair of its Regulation of Securities Committee. He presently serves as a member of the Saugatuck Planning Commission, is president of the French Institute of Michigan (alliance Franciase) and is a member of the Board of Directors of Preservation Action, the Saugatuck Center for the Arts and the Saugatuck Douglas Historic Society. Mr. Gold received his bachelor's degree from Babson College and his J.D. and LL.M. from New York University School of Law. Mr. Gold is admitted to practice in Michigan and New York.

# Exhibit M

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

**Exhibit M to the Joint Declaration**

**Top 17 Securities Class Action Settlements Under the PSLRA**

	<b>Case Name</b>	<b>Settlement Amount</b>	<b>Action Includes Non-Scienter Claims</b>	<b>Multiple Corporate Defendants</b>	<b>Restatement</b>
1	<i>In re Enron Corp. Sec. Litig.</i> , No. H-01-3624 (S.D. Tex.)	\$7.227 billion	✓	✓	✓
2	<i>In re WorldCom, Inc. Sec. Litig.</i> , No. 02-cv-3288 (S.D.N.Y.)	\$6.133 billion (combined)	✓	✓	✓
3	<i>In re Tyco Int'l Ltd., Sec. Litig.</i> , No. 02-1335 (D. N.H.)	\$3.2 billion	✓	✓	✓
4	<i>In re Cendant Corp. Sec. Litig.</i> , No. 98-cv-1664 (D. N.J.)	\$3.186 billion	✓	✓	✓
5	<i>In re AOL Time Warner, Inc. Sec. &amp; "Erisa" Litig.</i> , No. 02 Civ. 5575 (S.D.N.Y.)	\$2.5 billion	✓	✓	✓
6	<i>In re Nortel Networks Corp. Sec. Litig.</i> , ("Nortel I"), No. 01-cv-1855 (S.D.N.Y.)	\$1.142 billion			
7	<i>In re Royal Ahold N.V. Sec. &amp; ERISA Litig.</i> , No. 03-MD-1539 (D. Md.)	\$1.1 billion	✓	✓	✓
8	<i>In re Nortel Networks Corp. Sec. Litig.</i> , ("Nortel II"), No. 04-cv-2115 (S.D.N.Y.)	\$1.074 billion			✓
9	<i>In re McKesson HBOC, Inc. Sec. Litig.</i> , No. 99-cv-20743 (N.D. Cal.)	\$1.042 billion (combined)	✓	✓	✓
10	<i>In re UnitedHealth Group Inc. PSLRA Litig.</i> , No. 06-cv-01691 (D. Minn.)	\$925.5 million	✓		✓
11	<i>In re American Int'l Grp., Inc. Sec. Litig.</i> , No. 04-cv-8141 (S.D.N.Y.)	\$822.5 million (combined)	✓	✓	✓
12	<i>In re HealthSouth Corp. Stockholder Litig.</i> , No. 03-cv-1500 (N.D. Ala.)	\$804.5 million (combined)	✓	✓	✓
13	<i>Carlson v. Xerox Corp.</i> , No. 00-cv-1621 (D. Conn.)	\$750 million		✓	✓

	<b>Case Name</b>	<b>Settlement Amount</b>	<b>Action Includes Non-Scienter Claims</b>	<b>Multiple Corporate Defendants</b>	<b>Restatement</b>
14	<i>In re Wachovia Preferred Sec. and Bond/Notes Litig.</i> , No. 09-cv-6351 (S.D.N.Y.)	\$627 million	✓	✓	
15	<i>In re Lucent Tech., Inc., Sec. Litig.</i> , No. 00-cv-00621 (D. N.J.)	\$608,350,000 <sup>1</sup> (combined)	✓		✓
16	<i>In re Countrywide Fin. Corp. Sec. Litig.</i> , No. 07-cv-05295 (C.D. Cal.)	\$601.5 million <sup>2</sup>	✓	✓	
17	<i>In re Cardinal Health, Inc. Sec. Litig.</i> , No. 04-cv-00575 (S.D. Ohio)	\$600 million			✓
	<b><i>Citigroup Securities Action</i></b>	<b>\$590 million</b>			

<sup>1</sup> In *Lucent*, of the \$608,350,000 combined settlement amount, at least \$220,250,000 was in stocks and warrants.

<sup>2</sup> The parties originally agreed to a settlement of \$624 million but subsequently negotiated the settlement amount downward.

# Exhibit N

**COMPENDIUM OF UNPUBLISHED OPINIONS**

- *In re Dynegy Inc. Sec. Litig.*, No. 02 Civ. 1571, (S.D. Tex. July 7, 2005)
- *In re HealthSouth Corp. Stockholder Litig.*, No. 03 Civ. 1500, (N.D. Ala. Feb. 12, 2008)
- *In re Lehman Brothers Sec. & ERISA Litig.*, No. 09-md-2017-LAK-GWG, (S.D.N.Y. June 29, 2012)
- *In re Raytheon Co. Sec. Litig.*, No. 99-12142, (D. Mass. Dec. 6, 2004)
- *In re Royal Ahold N.V. Sec. & ERISA Litig.*, No. 03-MD-1539, (D. Md. Nov. 2, 2006)
- *S.E.C. v. Citigroup Inc.*, No. 10-cv-1277-ESH, (D.D.C. Oct. 8, 2010)
- *In re Tyco Int'l, Ltd. Multidistrict Litig.*, No. 02-MD-1335, (D. N.H. Dec. 19, 2007)

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

United States Courts  
Southern District of Texas  
ENTERED

JUL 08 2005

Michael N. Milby, Clerk of Court

In re DYNEGY, INC. SECURITIES  
LITIGATION

§ Master File No. H-02-1571

§  
§ CLASS ACTION

\_\_\_\_\_  
This Document Relates To:

ALL ACTIONS.

§  
§  
§  
§  
§  
§

**██████████ ORDER AWARDING ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

THIS MATTER having come before the Court on the application of counsel for the Lead Plaintiff for an award of attorneys' fees and reimbursement of expenses incurred in the Litigation; the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this Litigation with the Defendants to be fair, reasonable and adequate and otherwise being fully informed in the premises and good cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Class who have not timely and validly requested exclusion.

2. Counsel for the Lead Plaintiff are entitled to a fee paid out of the common fund created for the benefit of the Class. *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478-79, 100 S. Ct. 745 (1980). In class action suits where a fund is recovered and fees are awarded therefrom by the court, the Supreme Court has indicated that computing fees as a percentage of the common fund recovered is the proper approach. *Blum v. Stenson*, 465 U.S. 886, 900 n.16, 104 S. Ct. 1541 (1984).

3. Lead Plaintiff's counsel have moved for an award of attorneys' fees in the amount of 8.7257% of the Settlement Amount (after deduction of reimbursable expenses in the amount of \$3.2 million). This is the fee percentage negotiated by the Court-appointed Lead Plaintiff with Lead Counsel prior to their appointment by the Court pursuant to 15 U.S.C. §78u-4(a)(6) of the PSLRA .

4. This Court adopts the percentage-of-recovery method of awarding fees in this case, and concludes that the percentage of the benefit is the proper method for awarding attorneys' fees in this case.

5. The Court hereby awards attorneys' fees of \$35,151,482 in cash and 1,533,872 shares of Dynege common stock from the Settlement Amount, plus interest on the cash portion of the award at the same rate as earned on the Settlement Amount. These amounts represent the percentage

fee award negotiated between the Court-appointed Lead Plaintiff and Lead Counsel at this level of recovery.

6. Said fees shall be allocated among counsel for Lead Plaintiff by Lead Counsel in a manner which, in its good faith judgment, reflects each counsel's contribution to the institution, prosecution and resolution of the Litigation.

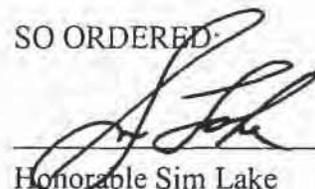
7. The Court hereby awards reimbursement of expenses in an aggregate amount of \$3,200,000.

8. The awarded attorneys' fees and expenses shall be paid to Lead Plaintiff's counsel from the Settlement Amount, subject to the terms, conditions and obligations of the Stipulations of Settlement dated as of March 10 and May 2, 2005.

9. Pursuant to 15 U.S.C. §78u-4(a)(4), The Regents of the University of California is reimbursed its expenses incurred in serving as Lead Plaintiff in the amount of \$305,753.

Dated: July 7, 2005

SO ORDERED



Honorable Sim Lake

United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing [PROPOSED] ORDER AWARDING ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES document has been served by sending a copy via electronic mail to [www.dynseclit.com](http://www.dynseclit.com) on June 30, 2005 pursuant to the Court's service orders.



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MO MALONEY

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

In re HEALTHSOUTH	)	Consolidated Case No.
CORPORATION SECURITIES	)	CV-03-BE-1500-S
LITIGATION	)	
_____	)	<u>CLASS ACTION</u>
	)	
This Document Relates To:	)	
	)	
<i>In re HealthSouth Corporation</i>	)	
<i>Stockholder Litigation</i> , Consolidated	)	
Case No. CV-03-BE-1501-S	)	
_____	)	

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES TO  
STOCKHOLDER PLAINTIFFS' LEAD COUNSEL

On February 7, 2008, the court held a hearing on various motions in this case, including "Motion for Award of Attorneys' Fees and Expenses" (doc. 1055) filed by Stockholder Plaintiffs' Lead Counsel, which requests an award of attorneys' fees plus expenses incurred through January 11, 2007. Having considered all papers filed, including the objections filed by Jan G. Smith and William W. Smith (doc. 1009), and proceedings conducted, and having previously found on January 11, 2007 that the partial settlement of the Federal Actions was fair, reasonable and adequate, the court GRANTS the motion and ORDERS as follows:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation of Partial Settlement filed on September 26, 2006 (the “Stipulation”).

2. This court has jurisdiction over the subject matter of the application and all matters relating to it, including all Class Members.

3. The court finds that a percentage of the fund approach is the appropriate method for awarding attorneys’ fees in the Federal Actions. *See Camden I Condo. Ass’n v. Dunkle*, 946 F.2d 768, 774 (11th Cir. 1991). Further, the court finds that a percentage fee award of 17.5% of Stockholder Class recovery is reasonable for the reasons stated in this order.

4. The court finds that the fee percentage awarded is presumptively reasonable because it was negotiated with properly-selected and court-appointed Lead Plaintiffs relatively early in the case.

5. The court notes that Stockholder Lead Plaintiffs Central States SE and SW Areas Pension, New Mexico State Investment Council and the Educational Retirement Board of New Mexico endorse the percentage requested by counsel, and the State Treasurer of the State of Michigan, Custodian of the Michigan Public School Employees Retirement System, the State Employees’ Retirement System, the Michigan State Police Retirement System, and the Michigan Judges Retirement System have deferred to the court to determine the appropriate percentage to be awarded.

6. The court finds that a percentage fee of 17.5% is reasonable when compared to percentage awards in cases of similar size and complexity filed under the PSLRA.

7. The court finds that counsel representing the Stockholder Class (excluding Additional Counsel for the Merger Subclasses) committed over 58,000 hours over an eight year period in the litigation of this case with a resulting lodestar of approximately \$26 million in fees. Stockholder Plaintiffs' Lead Counsel have worked countless additional hours since January 11, 2007 to this point, including working out arrangements with the SEC for inclusion of \$100,000,000.00 in allocation to the Class Members, for which they seek no compensation.

8. The court finds that counsel for the Stockholder Class took this case on a contingent fee basis assuming the risk of no payment for their work beginning in 1998 – before the rest of the world became aware of the egregious accounting fraud at HealthSouth.

9. The court finds that counsel for the Stockholder Class showed considerable skill in handling the complex legal and factual issues presented during the course of the litigation against the Settling Defendants.

10. The court finds that counsel for the Stockholder Class were instrumental in obtaining an excellent settlement despite the challenges presented

by HealthSouth's financial position and HealthSouth's insurance carriers' position throughout the settlement process.

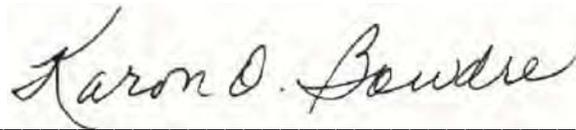
11. The court finds that the Stockholder Class reaction supports approval of the fee application, the court having received only one objection out of the 460,635 notices mailed to Class Members.

12. The court has reviewed and considered the objection submitted by Jan G. Smith and William W. Smith (doc. 1009). The objectors presented no reason why the court should reject the fee structure negotiated by the Lead Plaintiffs that is in line with fees in similar cases. Therefore, the court finds the objection to be without merit and **OVERRULES** the objection.

13. The court awards Stockholder Plaintiffs' Lead Counsel attorneys' fees of 17.5% of the Stockholder Class portion of the Settlement Fund. These fees shall be paid in *cash, stock and warrants in the same proportion* that the aggregate Net Settlement Fund is distributed to Authorized Claimants. The awarded attorneys' fees shall be paid from the Settlement Fund immediately after a determination has been made regarding distribution of the Settlement Fund to Authorized Claimants. These fees shall be allocated to other counsel by Stockholder Plaintiffs' Lead Counsel in a manner that, in their good faith judgment, reflects each counsel's contribution to the institution, prosecution and resolution of this portion of the Federal Actions.

14. The court awards Stockholder Plaintiffs Lead Counsel expenses in an aggregate amount of \$3,112,985.37 to be paid from the cash portion of the Settlement Fund. Immediately after the date this Order is executed, the awarded expenses shall be paid from the Settlement Fund in accordance with the terms, conditions, and obligations set forth in the Stipulation.

DONE and ORDERED this 12<sup>th</sup> day of February, 2008.



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KARON OWEN BOWDRE  
UNITED STATES DISTRICT JUDGE

USDS SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 7/29/12

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re:

LEHMAN BROTHERS SECURITIES AND  
ERISA LITIGATION

This document applies to: 09 MD 2017 (LAK)

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

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**PRETRIAL ORDER NO. 35**  
(Attorneys' Fees and Expenses)

LEWIS A. KAPLAN, *District Judge.*

This securities class action was settled for an aggregate of \$516,218,000 of which \$90 million will be paid on behalf of the director and officer defendants and the balance on behalf of underwriter defendants. Lead Counsel apply for attorneys' fees of 16 percent of the recovery, which is \$82,594,880, plus reimbursement of expenses. The proposed fees would be approximately 2.18 times the lodestar (the product of the hours expended and hourly rates) of \$37,819,510, which reflects 91,876 hours devoted to the litigation.

In passing on this application, the Court applies the factors referred to in *Goldberger v. Integrated Resources, Inc.*, 209 F.3d 42 (2d Cir. 2000). It notes that plaintiffs seek an award in terms of a percentage of the recovery. But use of that methodology, while certainly permissible, is not mandatory, the lodestar approach being appropriate also. *McDaniel v. County of Schenectady*, 595 F.3d 411, 417 (2d Cir. 2010). So there is no need for any academic debate on the relative merits of these approaches, both in light of *McDaniel* and because the result would be the same here whichever were applied. Thus, the fact that the Court opts to express its rationale principally in terms of the lodestar approach ultimately is not material.

Some of the *Golberger* factors warrant only minimal discussion. First, this was a big and complicated action. Second, the Court respects the performance of plaintiffs accomplished counsel. They did a great deal of work.<sup>1</sup> Third, despite the facts that virtually all securities class

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<sup>1</sup> Although one might wonder whether all of the 91,876 hours used in computing the lodestar all were efficiently and usefully devoted to the matter, the Court assumes for present purposes that they were. This is supported by the fact that the bankruptcy examiner, whose work is discussed below, devoted 111,000 hours to his investigation. Transcript, Apr. 12, 2012 ("Tr."), at 47-48. While his mission and that of plaintiffs' counsel were different, and

actions that survive motions to dismiss are settled and that the lawyers who bring those cases are paid fees, there often is a risk of dismissal on the pleadings, and that was so here during the early stages of the case. Finally, it bears note that class counsel usually are compensated only many months or years after much of the work is done and overhead costs borne. On the other hand, there are some factors that cut in favor of an award lower than the nearly \$83 million requested – which would amount to an average of almost \$900 per hour for each of the 91,876 hours claimed.

First, plaintiffs' counsel here had the benefit of the quite extraordinary report of the examiner appointed by the Bankruptcy Court in the Lehman bankruptcy. It was that report that revealed the facts regarding Lehman's use of and accounting for Repo 105s, which became the most important part of plaintiffs' case.<sup>2</sup> Indeed, the second amended complaint, which antedated the examiner's report, did not even mention that subject while the third amended complaint ("TAC") relied heavily upon it – as did the Court in denying in significant respects defendants' motions to dismiss the TAC.<sup>3</sup> Thus, plaintiffs took great and good advantage of the examiner's report, which became a roadmap for the most significant part of their case.<sup>4</sup> They were right to do so. But the fact remains that this very significant factor in the denial of much of the motions to dismiss and, doubtless, in the price defendants eventually paid to settle was the product of the examiner's efforts. And just to be quite clear, this implies no criticism of plaintiffs' counsel, who lacked the examiner's access to the evidence. But it does bear on the amount of compensation appropriately paid to plaintiffs' counsel, particularly any amount above the lodestar.

Second, while the Court acknowledges that plaintiffs' counsel faced risks in this case, those should not be overstated.

Third, the objective in compensating common fund counsel is subject to the overriding requirement of reasonableness. Lead Counsel here claim that the settlement represents recovery of 13 percent of the theoretical maximum allowable statutory damages of \$3.3 billion and a significantly larger percentage of reasonably recoverable damages.<sup>5</sup> But there is no contention that the class members as a result of these settlements will recover even a third of their reasonably

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while he had access to far more evidence than did plaintiffs' counsel, the comparison tends to corroborate the order of magnitude of the plaintiffs' effort and therefore of the Court's assumption.

2

*See In re Lehman Bros. Secur. and ERISA Litig.*, 799 F. Supp.2d 258 (S.D.N.Y. 2011).

3

*See id.*

4

Lead Counsel candidly acknowledged that the examiner's report provided plaintiffs with important information they had not had earlier, particular with respect to Repo 105s. *See* Tr., Apr. 12, 2012, at 6-7.

5

*Id.* at 9-10.

recoverable damages. Yet counsel seek to recovery 2.18 times the reasonable value of their services measured by their hourly rates and the number of hours devoted to the task. Moreover, even acknowledging that class counsel, under existing law, almost always receive a greater proportion of their lodestar fee measures than the class members receive of their losses, the Court in good conscience is bound to question a legal fee of over \$80 million, which would compensate the attorneys at a rate of more than \$900 per hour. We live in hard times. A fee in excess of \$82 million, reflecting about 2.18 times the notional reasonable value of the services rendered, even granting that some premium over the lodestar is appropriate, simply seems too much.

All of this said, the Court is frank to say that there is no magic to setting a fee in this case. There is no figure that is right or wrong. But it seems to the undersigned that a lodestar multiplier of 1.5 is appropriate in light of all of the circumstances, given the legal standards that govern this determination. The expenses sought are appropriate.

Accordingly, the motion for attorneys fees and expenses [09 MD 2017 DI 805, 08 Civ. 5523 DI 341] is granted to the extent that the Court awards attorneys' fees in the aggregate amount of \$56,729,265<sup>6</sup> plus expenses in the amount of \$1,619,669.27, to be paid *pro rata* out of the two separate settlement funds.

SO ORDERED.

Dated: June 29, 2012



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Lewis A. Kaplan  
United States District Judge

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<sup>6</sup>

For those keeping score in terms of the percentage of the recovery, this represents 10.99 percent of the aggregate amount of the settlements.

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

IN RE RAYTHEON COMPANY  
SECURITIES LITIGATION

Civil Action No.  
99-12142-PBS

THIS DOCUMENT RELATES TO:  
ALL ACTIONS

~~PROPOSED~~ ORDER AND FINAL JUDGMENT

On the 6<sup>th</sup> day of December, 2004, a hearing was held before this Court to determine: (1) whether the terms and conditions of the Stipulation and Agreement of Settlement dated August 17, 2004 (the "Stipulation") are fair, reasonable and adequate for the settlement of all claims asserted by Lead Plaintiff and the Class against the Raytheon Defendants and PricewaterhouseCoopers LLP ("PwC") in the Complaint now pending in this Court under the above caption, including the release of the Defendants and the Released Parties, and should be approved; (2) whether judgment should be entered dismissing the Complaint on the merits and with prejudice in favor of the Defendants and as against all persons or entities who are members of the Class herein who have not requested exclusion therefrom; (3) whether to approve the Plan of Allocation as a fair and reasonable method to allocate the settlement proceeds among the members of the Class; and (4) whether and in what amount to award Plaintiffs' Counsel fees and reimbursement of expenses. The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing substantially in the form approved by the Court was mailed to all persons or entities reasonably identifiable, who purchased the Class A and/or Class B common stock of Raytheon Company ("Raytheon") during the period from October 7, 1998 through October 12, 1999, inclusive (the "Class Period"), as

shown by the records of Raytheon's transfer agent and the records compiled by the Notice Administrator in connection with its previous mailing of the Notice of Pendency, at the respective addresses set forth in such records, except those persons or entities excluded from the definition of the Class or who previously excluded themselves from the Class, and that a summary notice of the hearing substantially in the form approved by the Court was published in the national edition of The Wall Street Journal pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested; and all capitalized terms used herein having the meanings as set forth and defined in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court has jurisdiction over the subject matter of the Action, the Lead Plaintiff, all Class Members, and the Defendants.
2. The Court finds that the prerequisites for a class action under Federal Rules of Civil Procedure 23 (a) and (b)(3) have been satisfied in that: (a) the number of Class Members is so numerous that joinder of all members thereof is impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of the Class Representatives are typical of the claims of the Class they seek to represent; (d) the Class Representatives have and will fairly and adequately represent the interests of the Class; (e) the questions of law and fact common to the members of the Class predominate over any questions affecting only individual members of the Class; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.
3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure and for the purposes of the Settlements this Court hereby finally certifies this action as a class action on behalf of all

persons or entities who purchased Class A and/or Class B common stock of Raytheon Company during the period from October 7, 1998 through October 12, 1999, inclusive, and who were allegedly damaged thereby. Excluded from the Class are the Defendants, all of the officers, directors, and partners thereof, members of their immediate families, and their legal representatives, heirs, successors or assigns and any entity in which any of the foregoing have or had a controlling interest. Also excluded from the Class are the persons and/or entities who previously excluded themselves from the Class in accordance with the requirements set forth in the Notice of Pendency, as listed on Exhibit 1 annexed hereto. Also excluded from the Class with respect to the PwC Settlement are the persons and/or entities listed on Exhibit 2 annexed hereto, provided, and only to the extent that, such persons and/or entities, if any, otherwise would be members of the Class. The Settlement Notice directed persons requesting exclusion to state the "date(s), price(s), and number(s) of shares of all purchase and sales of Raytheon Class A and/or Class B common stock during the Class Period." As reflected in Exhibit 2, the entities represented by State Street Bank and which requested exclusion have indicated that they had no Class Period purchases of Raytheon Class A and/or Class B common stock. The six individuals requesting exclusion have not demonstrated that they would otherwise be members of the Class, although as noted in Exhibit 2, upon inquiry by counsel they generally indicated that they have limited if any class period purchases.

4. Notice of the Proposed Settlements was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the terms and conditions of the proposed Settlements met the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995, due process, and

any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

5. The Settlements are approved as fair, reasonable and adequate to the Class Members, and the Class Members and the parties are directed to consummate the Settlements in accordance with the terms and provisions of the Stipulation.

6. The Settlement Warrants are to be issued in exchange for bona fide outstanding claims; all parties to whom it is proposed to issue such securities have had the right to appear at the hearing on the fairness of the Settlement; and the Settlement Warrants are therefore unrestricted and freely tradable exempted securities pursuant to Section 3(a)(10) of the Securities Act of 1933, 15 U.S.C. § 77c(a)(10).

7. The Complaint, which the Court finds was filed on a good faith basis in accordance with the Private Securities Litigation Reform Act and Rule 11 of the Federal Rules of Civil Procedure based upon all publicly available information, is hereby dismissed with prejudice and without costs.

8. Members of the Class and the successors and assigns of any of them, are hereby permanently barred and enjoined from instituting, commencing or prosecuting, either directly or in any other capacity, the Settled Claims against the Released Parties. "Settled Claims" means any and all claims, debts, demands, rights or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses, liability or relief whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or un-accrued, liquidated or un-liquidated, foreseen or not foreseen, raised or not raised,

matured or un-matured, at law or in equity, whether direct, class or individual in nature, including both known claims and Unknown Claims, (i) that have been asserted in the Action by the Class Members or any of them against any of the Released Parties, or (ii) that could have been asserted in any forum by the Class Members or any of them against any of the Released Parties which (a) arise out of, relate in any way to, or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint or Action, and relate to the purchase, sale, or holding of shares of Class A and/or Class B common stock of Raytheon Company during the Class Period, or (b) that arise out of or relate in any way to the defense or settlement of the Action (except for claims to enforce the Settlement). "Released Parties" means the Released Raytheon Parties, the Released Individual Defendant Parties and the Released PwC Parties. "Released Individual Defendant Parties" means any and all of the Individual Defendants, and their past, present, or future partners, agents, attorneys, employees, heirs, successors in interest or assigns, administrators, executors and personal representatives, and shall include any insurer who contributes to or reimburses Raytheon and/ or the Individual Defendants for a portion of its or their contribution to the Raytheon Settlement and who receives a release from the Individual Defendants in connection with the Settlement. Released Individual Defendant Parties does not mean or include the Released Raytheon Parties or the Released PwC Parties. "Released Raytheon Parties" means Raytheon and any and all of its past, present and future, direct and indirect subsidiaries, parents, affiliates, successors and predecessors, and each of their respective officers, directors, agents, employees, assigns, partners, principals, divisions, representatives, affiliates, attorneys, advisors, investment advisors, accountants and any person, firm, trust, corporation, officer, director or other individual or entity in which Raytheon has a controlling interest or which is related to or

affiliated with Raytheon, and shall include any insurer who contributes to or reimburses Raytheon for a portion of its contribution to the Raytheon Settlement and who receives a release from Raytheon in connection with the Settlement. Released Raytheon Parties does not mean or include the Released Individual Defendant Parties or the Released PwC Parties. "Released PwC Parties" means PricewaterhouseCoopers LLP and all of its past, present and future parent entities, direct and indirect subsidiaries, affiliates, predecessors (including, without limitation, Coopers & Lybrand, L.L.P. and Price Waterhouse LLP) and successors, and each of their respective past, present and future directors, officers, partners, principals, employees, agents, representatives, affiliates, advisers, investment advisers, insurers, servants, accountants attorneys and any person, firm, trust, corporation, officer, director or other individual or entity in which PwC has or had a controlling interest or which is or was related to or affiliated with PwC, and their respective representatives, heirs, successors in interest and assigns. Released PwC Parties does not mean or include the Released Individual Defendant Parties or the Released Raytheon Parties. The Settled Claims are hereby compromised, settled, released, discharged and dismissed as against the Released Parties on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

9. The Defendants and the successors and assigns of any of them, are hereby permanently barred and enjoined from instituting, commencing or prosecuting, either directly or in any other capacity, the "Settled Defendants' Claims" against Alan G. Hevesi, Comptroller of the State of New York, NYSCRF, the New York State and Local Retirement Systems, and the past, present, or future officers and employees of any of the foregoing and their predecessors, successors and assigns, and the heirs, administrators, executors and personal representatives of each (the "Released Lead Plaintiff Parties") or any of the Class Members or their attorneys.

“Settled Defendants’ Claims” means the Settled Raytheon Defendants’ Claims and the Settled PwC Defendants’ Claims. “Settled Raytheon Defendants’ Claims” means any and all claims, rights or causes of action or liabilities whatsoever, whether based on federal, state, local, statutory or common law or any other law, rule or regulation, including both known claims and Unknown Claims, that have been or could have been asserted in the Action or any forum by the Released Raytheon Parties and the Released Individual Defendant Parties, or any of them, against any of the Released Lead Plaintiff Parties, any Class Members or their attorneys, which arise out of or relate in any way to the institution, prosecution, or settlement of the Action (except for claims to enforce the Settlement). “Settled PwC Defendants’ Claims” means any and all claims, rights or causes of action or liabilities whatsoever, whether based on federal, state, local, statutory or common law or any other law, rule or regulation, including both known claims and Unknown Claims, that have been or could have been asserted in the Action or any forum by the Released PwC Parties or any of them against any of the Released Lead Plaintiff Parties, any Class Members or their attorneys, which arise out of or relate in any way to the institution, prosecution, or settlement of the Action (except for claims to enforce the Settlement). The Settled Defendants’ Claims of all the Released Parties are hereby compromised, settled, released, discharged and dismissed on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

10. “Barred Claims” means any claim(s) for contribution, indemnity, equitable indemnity, reimbursement, or any other claim, however denominated, by which the claimant seeks to recover losses based upon, arising out of, relating to, or in connection with, the Settled Claims of the Class or any Class Member, whether arising under state, federal or common law (hereinafter, the “Barred Claims”). The Court hereby permanently bars and enjoins all Barred

Claims (a) against the Released Parties; (b) by the Released Parties against any person or entity other than a person or entity (excluding Released Parties) whose liability has been extinguished by Settlement, except that nothing in this Order shall affect any of the Released Parties' rights with respect to their respective insurance carriers.

11. Neither this Order and Final Judgment, the Stipulation, nor any of its terms and provisions, nor any of the negotiations or proceedings connected with it, nor any of the documents or statements referred to therein shall be:

(a) offered or received in any legal proceeding against any of the Defendants as evidence of or construed as or deemed to be evidence of any presumption, concession, or admission by any of the Defendants with respect to the truth of any fact alleged by any of the plaintiffs or the validity of any claim that has been or could have been asserted in the Action or in any litigation, or the deficiency of any defense that has been or could have been asserted in the Action or in any litigation, or of any liability, negligence, fault, or wrongdoing of any of the Defendants;

(b) offered or received in any legal proceeding against any of the Defendants as evidence of a presumption, concession or admission of any fault, misrepresentation or omission with respect to any statement or written document approved or made by any Defendant;

(c) offered or received in any legal proceeding against any of the Defendants as evidence of a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against any of the Defendants, in any other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of this Stipulation; provided,

however, that if this Stipulation is approved by the Court, Defendants may refer to it to effectuate the liability protection granted them hereunder;

(d) construed in any legal proceeding against any of the Defendants as an admission or concession that the consideration to be given hereunder represents the amount which could be or would have been recovered after trial; or

(e) construed as or received in evidence in any legal proceeding as an admission, concession or presumption against any of the Released Lead Plaintiff Parties or any of the Class Members that any of their claims are without merit, or that any defenses asserted by the Defendants have any merit, or that damages recoverable under the Complaint would not have exceeded the Gross Settlement Funds.

12. The Plan of Allocation is approved as fair and reasonable, and Plaintiff's Lead Counsel and the Claims Administrator are directed to administer the Stipulation in accordance with its terms and provisions.

13. The Court finds that all parties and their counsel have complied with each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all proceedings herein.

14. Plaintiff's Lead Counsel are hereby awarded 9 % [9% requested] of the Gross Cash Settlement Funds and the Settlement Warrants in fees, which sums the Court finds to be fair and reasonable, and \$ reasonable expenses to be determined [~~\$6,992,407.22~~ requested] from the Gross Cash Settlement Funds in reimbursement of expenses, which expenses shall be paid to Plaintiff's Lead Counsel from the Gross Cash Settlement Funds with interest from the date such Settlement Fund was funded to the date of payment at the same net rate that the Gross Cash Settlement Funds

earn. The award of attorneys' fees shall be allocated among Plaintiffs' Counsel in a fashion which, in the opinion of Plaintiff's Lead Counsel, fairly compensates Plaintiffs' Counsel for their respective contributions in the prosecution of the Action.

15. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Gross Settlement Funds, the Court has considered and found that:

(a) the settlements have created funds of \$260 million in cash that is already on deposit, plus interest thereon, and \$200 million in warrants, that thousands of Class Members who submit acceptable Proofs of Claim will benefit from the Settlement created by Plaintiff's Lead Counsel;

(b) Over 180,000 copies of the Settlement Notice were disseminated to putative Class Members indicating that Plaintiff's Lead Counsel were moving for attorneys' fees in the amount of nine percent (9%) of each of the Gross Cash Settlement Funds and Gross Settlement Warrants, and for reimbursement of expenses in an amount not to exceed \$8.25 million, and only two objections were filed against the terms of the proposed Settlement or the fees and expenses requested by Plaintiffs' Counsel contained in the Settlement Notice;

(c) Plaintiff's Lead Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(d) The action involves complex factual and legal issues and was actively prosecuted and defended over five years and, in the absence of a settlement, would involve further lengthy proceedings with uncertain resolution of the complex factual and legal issues;

(e) Had Plaintiff's Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiff and the Class may have recovered less or nothing from the Defendants; and

(f) The amount of attorneys' fees awarded and expenses reimbursed from the Settlement proceeds are fair and reasonable in comparison with awards in similar cases.

16. Lead Plaintiff is hereby awarded from the Gross Cash Settlement Funds the sum of \$ 2,664.87 [\$2,664.87 requested] for reimbursement of its reasonable costs and expenses directly relating to its representation of the Class, plus interest on such expenses (at the same net interest rate as is earned on the Gross Cash Settlement Funds from the date the Gross Cash Settlement Funds are deposited into escrow to the date of payment).

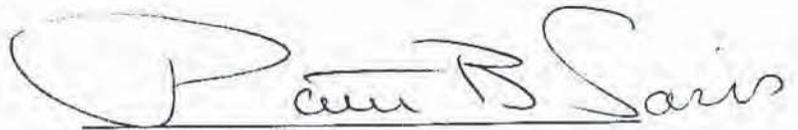
17. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order and Final Judgment, and including any application for fees and expenses incurred in connection with administering and distributing the settlement proceeds to the members of the Class.

18. Without further order of the Court, the parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

19. There is no just reason for delay in the entry of this Order and Final Judgment and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54 (b) of the Federal Rules of Civil Procedure.

Dated: Boston, Massachusetts

12/6, 2004

A handwritten signature in cursive script that reads "Patti B Saris". The signature is written in dark ink and is positioned above a horizontal line.

Honorable Patti B. Saris  
United States District Judge

**EXHIBIT 1****List of Persons and Entities Excluded from the Class in the  
In re Raytheon Company Securities Litigation**

The following persons and entities properly excluded themselves from the Class in response to the Notice of Pendency in the In re Raytheon Company Securities Litigation:

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
Elizabeth F. Summerkind 675 Clubland Circle Congers, GA 30094	John A. & Catherine I. Campbell 14 Greenwich Road Edison, NJ 08820
Mitchell J. Alga, Executor P.O. Box 153 Kilmarnock, VA 22482	Deborah Davis 20259 Keystone St. Detroit, MI 48234
James C. McConnell P.O. Box 35 Hatfield, MA 01038	Wilma & James Sell 24971 Carnoustie Ct., SE Bonita Springs, FL 34135
Marie M. Caulfield 17052 Dolphin Drive N. Redington Beach, FL 33708	Donnabell & James Parrett 417 West 7 <sup>th</sup> St. Peru, IN 46970
James & Betty Diltz 312 Timberhill Court Knoxville, TN 37922	Elizabeth Rollinger 7340 Gronow Center Line, MI 48015

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
Barry R. McNaughton 63 Ontario Street St. Catharine, Ontario, Canada	Charlotte A. Maher Apt. S-417 202 N. Atlantic Ave. Cocoa Beach, FL 32931
Louis Laroche P.O. Box 1832 Orleans, MA 02653	Dana Edwards for Emma Starin 453 S. Ringold St. Janesville, WI 53545
Don E. and Betty A. Haymann 11 Exeter Lane Belleville, IL 62226	Barbara Simmons MacFarlane 5100 Chevy Chase Pkwy. NW Washington, DC 20008
Florence Whittemore 431 North Road Yarmouth, ME 04096	Jimmy and Betty A. Greene 33343 Lake Bend Ct. Leesburg, FL 34788
George A. Anderson 2970 St. Johns Avenue, Unit 8D Jacksonville, FL 32205	Franklin D. & Cynthia Austin 5 Sunrise Terrace Springfield, VT 05156
James C. & Jean R. Wilson	Florence L. Knight 300 East Golden Oaks Drive Green Barrel City, TX 75156
Faye H. Peevey	Mrs. Bess Boodley 46 Stratton Ct. Roobbinsville, NJ 08691

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
C. Robert Spellman 64229 E. Orangewood Ln. Tucson, AZ 85739	Ethel A. Goldberg 3063 Guildford "D" Boca Raton, FL 33434
Norman Jarnecke 1721 N. Seminary Woodstock, IL 60098	Martin I. Hart 275 Via Pucon Palm Desert, CA 92260
E. Thomas Pappert 4750 Ardmore Drive Bloomfield Hills, MI 48302	Thomas A. Reed 4614 Wendover St. Wichita Falls, TX 76309
Mary Ann Tulla Garden Hills BA-9 Hastings St. Guagnolio, PR 00966	Charles K. Miles 5816 SW Sterling Lane Topeka, KS 66604
Dorothy S. Evans 44 Carrolwood Circle Ormond Beach, FL 32174	Lee H. Henkel, Jr. 780 Johnson Ferry Rd., 6 <sup>th</sup> Fl. Atlanta, GA 30342
Wolfgang A. & Catherine Jonek 59248 Conifer Ct. Washington Twp., MI 48094	Murray J. Smidt 5518 Lincoln Road Martinsville, IN 46151
Marianna McLoughlin 1708 Moreno Place Lady Lake, FL 32159	Betty H. Johnson 154 Brentwood Dr., NE Thomson, GA 30824

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
Margaret R. Kell 14914 Elmont Dr. Houston, TX 77095	John S. Graham 350 Paseo De Playa, #124 Ventura, CA 93001
Betty J. & William Powell 229 Tamarack Ave. Naperville, IL 60540	John S. & Monique M. Mackasey 13627 Smokey Hollow Place Carmel, IN 46033
Joseph W. Mandel 5845 Morris Rd. Marcy, NY 13403	Judy A. Leonhart P.O. Box 8 Yoder, CO 80864
Waldo A. Barron 2518 S. 91 <sup>st</sup> E. Place Tulsa, OK 74129	Virginia L. Black 5316 53 <sup>rd</sup> Avenue E M-17 Bradenton, FL 34203-5611
Semon Friesell 167 North Dr. Pittsburgh, PA 15238	Patricia A. Ficht 6429 W. 85 <sup>th</sup> Street Burbank, IL 60459
Jose & Phyllis Vidal 2693 La Casita Ave. Las Vegas, NV 89120	Bill and Judy Miner Rt. 1 Box 92 Comfort, TX 78013
Marilyn Frifel 44 N. Vail Ave., #209 Arlington Hts., IL 60005	Marjorie E. Harwell 8820 Jennie Lee Lane Dallas, TX 75227

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
Edna Mourning 38072 Alta Dr. Fremont, CA 94536	John & Loretta A. Broeckelmann 2413 Oakmont Court High Ridge, MO 63049
William Canham 4836 Agnes Avenue N. Hollywood, CA 91607	Angeline Maiatico Sewell, NJ
David R. Wilkinson 1 Lakeside Drive, Unit #15 St. Catharine, Ontario, Canada	Hunter Motel & Restaurant 8100 Louisdale Rd. Newington, VA 22122
Sheila C. Thompson P.O. Box 6148 Traverse City, MI 49696	Diana Purcell 11720 Birch Glen Court San Diego, CA 92131
Robert M. Kerwin 10530 Santo Marco Court Las Vegas, NV 89135	Christopher Mosier P.O. Box 171 Deming, NM 88031
Nedra S. Mosley 1734 Malvern Rd. Jackson, MI 49203	Mario Cassetta 7A Jeff Dr. Etobicoke, Ontario M9C 1J5 Canada
Shirley V. Granzow 2078 Scotch Fr. Holland, WI 49423	Martha B. Hartmann Northview 1322 Swartz Road Woodstock, VA 22664

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
Eric B. Leighton 129 Bennington Road Akron, OH 44313	Chester Ivan Utley 3832 West 134 <sup>th</sup> Place Hawthorne, CA 90250
Alton L. & Nancy C. Lightsey 4207 Blue Heron Lane Evans, GA 30809	Matthew M. & Sara S. Wilcox
Donald A. Kissell 7019 Reed Ct. Arvada, CO 80003	William A. & Teresa Richardson 40 Baily Road Yeodon, PA 19050
Russell L. & Mary N. Johnson 9732 Morningside Loop, #4 Anchorage, AK 99515	Jerry L. & Phyllis C. Hardy 516 N. Meridian St. Greentown, IN 46936
Julia T. Ascher 2960 Bethel Church Rd. Bethel Park, PA 15102	Stephen Boryzki 15204 Dickens St., #5 Sherman Oaks, CA 91403
Michael J. Fealy 1800 County Road 310 Beeville, TX 78102	Charles M. Orsinger 2206 Camelback Dr. San Antonio, TX 78209
Constance M. Emmens 1284-90 <sup>th</sup> Street Niagara Falls, NY 14304	Howard and Joyce Wood P.O. Box 18 Bonne Terre, MO 63628
Helen Lois Downing 2449 Virgo Dr. Colorado Springs, CO 80906	Barbara Festoff 18 No. Cambridge Ventnor, NJ 08406

<i>EXCLUSION REQUESTS RECEIVED IN RESPONSE TO THE NOTICE OF PENDENCY</i>	
Rosamond P. Sullivan 620 Koko Isle Circle Honolulu, HI 96825	Edgar L. Kneaves 19501 Conser Stilwell, KS 66085
Margaret Burke 820-5 Sage Creek Lane Fayetteville, NC 28305	Gayle E. Plummer 14427 S.E. Topaz Milwaukie, OR 97267
Corwin L. Cambray 15 Beacon Hill Drive St. Catharine, Ontario L2T2X6 Canada	Walter S. Downs 8213 Fort Hunt Road Alexandria, VA 22308
Joseph J. O'Hare, Jr. 1527 Forest Villa Ln. McLean, VA 22101	Mary L. Covington 2601 Waverly Drive Newport Beach, CA 92663
La Salle Academy 612 Academy Avenue Providence, RI 02908	

**EXHIBIT 2**

**List of Persons and Entities Excluded from the Class as to the PwC Settlement  
in the In re Raytheon Company Securities Litigation**

The following persons and entities, and only the following persons and entities, have submitted requests for exclusion from the Class as to the PwC Settlement:

<p>1. <b>Chester Iven Utley Pace Ira 3832 W. 134<sup>th</sup> Place Hawthorne, California 90250-6106</b></p> <p>(Mr. Utley purchased 15 shares of Raytheon for \$1,035.00 on 08/12/99 and sold 15 shares for \$476.23 on 11/19/99.)</p>	<p>2. <b>Marjorie Harwell CGM IRA Rollover Custodian PM Account 8820 Jennie Lee Ln Dallas, Texas 75227-8329</b></p> <p>(Ms. Harwell did not know the details of her transactions in Raytheon and did not want to be bothered.)</p>
<p>3. <b>Paul Frederick Caruso 360 S. Clover Ave. San Jose, California 95128</b></p> <p>(Indicated that his transactions were small, usually not more than 100 shares.)</p>	<p>4. <b>Philip R. Girard SSB IRA Custodian FS/Oppenheimer Capital-Equity 1512 W. Eastbrook Dr. Mequon, Wisconsin 53092-2971</b></p> <p>(Mr. Girard stated that he wasn't sure about numbers, prices or dates of Raytheon transactions, but said it was a "minor amount," in the hundreds, not thousands of dollars.)</p>

<p>5. <b>Katherine Ann Thompson</b> <b>SSB IRA Custodian</b> <b>SBAM Growth/Value</b> <b>120 Dill St. SE</b> <b>Huntsville, Alabama 35801-1803</b></p> <p>(Ms. Thompson was not sure about numbers, prices or dates, but identified a ballpark figure of \$1,000 or less in transactions.)</p>	<p>6. <b>Carrie G. Lutz</b> <b>3211 Shoreview Dr.</b> <b>Highland Village, Texas 75077</b></p> <p>(Ms. Lutz purchased 116 shares of Raytheon Class A common stock on February 1, 1999 for \$55.75 per share, received additional shares through dividends. Ms. Lutz sold 56 shares on September 17, 1999 for \$2,972.96 and sold another 112 shares on October 13, 1999 for \$2,491.94.)</p>
<p>7. <b>DIRECTV Non-Bargaining Employees Thrift and Savings Plan</b> <b>DIRECTV Savings Plus Plan</b> <b>c/o John Scott Feely</b> <b>State Street Bank and Trust Company</b> <b>As Trustee for the DIRECTV Plans</b> <b>One Heritage Drive</b> <b>North Quincy, Massachusetts 02171</b></p> <p>(Claims no Class Period purchases of Raytheon Class A and/or Class B common stock. )</p>	<p>8. <b>General Motors Savings Stock Purchase Plan</b> <b>General Motors Personal Savings Plan</b> <b>Delphi Savings Stock Purchase Plan</b> <b>Delphi Personal Savings Plan</b> <b>Saturn Individual Savings Plan</b> <b>c/o John Scott Feely</b> <b>State Street Bank and Trust Company</b> <b>As Trustee for the GM SSPP, GM PSP, DPH SSPP, DPH PSP, Saturn ISP</b> <b>One Heritage Drive</b> <b>North Quincy, Massachusetts 02171</b></p> <p>(Claims no Class Period purchases of Raytheon Class A and/or Class B common stock.)</p>

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND

IN RE ROYAL AHOLD N.V. : CIVIL NO. 03-MD-1539  
SECURITIES & ERISA LITIGATION :  
: ALL SECURITIES ACTIONS  
...o0o...

**MEMORANDUM**

On June 16, 2006, following a hearing, lead plaintiffs' motion for final approval of class certification, settlement, and plan of allocation was granted. All objections as to those issues were denied.<sup>1</sup> Lead plaintiffs' motion for approval of lead counsel's application for attorneys' fees, and the objections directed only to fees, were reserved for further consideration.

As reflected in the June 16, 2006 Order, lead plaintiffs obtained a \$1.1 billion cash settlement in their securities fraud suit against Royal Ahold ("Ahold") and related defendants.<sup>2</sup> They seek attorneys' fees of \$163,309,836.20, or 15% of the total minus certain expenses (Fee Application Fund). This would be a 3.21 multiplier of the lodestar. Whether this amount is reasonable depends on the application of various principles outlined in the Private Securities Litigation Reform Act ("PSLRA") and relevant case law. For the reasons stated below, the court will award a fee of \$130,647,868.95, which is 12% of the Fee Application Fund and represents a 2.57 multiplier of the lodestar. Expenses in the full amount requested of \$3,267,758.76 also will be awarded.<sup>3</sup>

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<sup>1</sup> See Final Judgment and Order of Dismissal in all Securities Actions (docket entry no. 765).

<sup>2</sup> The settlement did not include Deloitte & Touche U.S. or Deloitte & Touche Netherlands. A full discussion of the litigation is contained in prior published opinions, *see In re Royal Ahold N.V. Sec. & ERISA Litig.*, 351 F.Supp.2d 334 (D. Md. 2004); 384 F.Supp.2d 838 (D. Md. 2005).

<sup>3</sup> The requested amount of expenses has not been challenged.

The PSLRA limits any award of attorneys' fees and expenses to "a reasonable percentage" of any recovery.<sup>4</sup> The Act does not, however, prescribe a method of calculating the award or set any specific percentage that must be applied. While the Fourth Circuit has not yet definitively addressed the issue, other district judges in this circuit have suggested a flexible analysis that uses the percentage of recovery method but applies the lodestar method as a cross-check, recognizing that "both are useful tools for trial courts to use to inform and calibrate a judgment as to a fair and reasonable PSLRA fee award." *See In re Microstrategy, Inc., Sec. Litig.*, 172 F.Supp.2d 778, 787 (E.D. Va. 2001); *cf. Goldenberg v. Marriott Corp.*, 33 F.Supp.2d 434, 439 n.6 (D.Md. 1998). This approach is followed by the Second Circuit. *See Goldberger v. Integrated Res., Inc.*, 209 F.3d 43, 50 (2d Cir. 2000); *In re WorldCom Sec. Litig.*, 388 F.Supp.2d 319, 355 (S.D.N.Y. 2005). As the court noted in *WorldCom*, "where the lodestar fee is used 'as a mere cross-check' to the percentage method of determining reasonable attorneys' fees, 'the hours documented by counsel need not be exhaustively scrutinized by the district court.'" 388 F.Supp.2d at 355 (quoting *Goldberger*, 209 F.3d at 50).

Under both methods, there are numerous factors that may be considered in determining a reasonable fee. The Fourth Circuit adopted a 12-factor test in *Barber v. Kimbrell's, Inc.*, 577 F.2d 216, 226 n.28 (4th Cir. 1978).<sup>5</sup> The terms of a retainer agreement negotiated, as it was in

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<sup>4</sup> *See* 15 U.S.C. § 78u-4(a)(6).

<sup>5</sup> The factors include:

- (1) time and labor expended;
- (2) novelty and difficulty of the questions raised;
- (3) skill required to properly perform the legal services;
- (4) attorney's opportunity costs in pressing the litigation;
- (5) customary fee for like work;

this case, between lead counsel and a sophisticated institutional investor designated as lead plaintiff deserve some deference, *see In re WorldCom, Sec. Litig.*, 388 F.Supp.2d at 356; *In re Cendant Corp. Litig.*, 264 F.3d 201, 282 (3rd Cir. 2001), although such terms are not dispositive, *see Wal-Mart Stores, Inc. v. Visa U.S.A., Inc.*, 396 F.3d 96, 123-24 (2d Cir. 2005). Another important principle is that the percentage awarded ordinarily should decrease as the amount of the recovery rises, particularly in “mega-fund” cases where the recovery is above \$100 million. *In re Cendant Corp. PRIDES Litig.*, 243 F.3d 722, 736 (3d Cir. 2001).

In this case, counsels’ lodestar figure is \$50,858,606.25, representing 147,896.05 hours expended at various hourly rates.<sup>6</sup> The retainer agreement permitted counsel to request 20% of the settlement amount, but that was voluntarily reduced to the 15% now sought. Counsel also agreed not to request a fee on any interest the settlement fund earns, and not to seek fees for the time spent after May 11, 2006, in effectuating the settlement, including distribution of the fund to the class. *Cf. In re Worldcom Sec. Litig.*, 388 F.Supp.2d at 354 n.50.

Objections to the attorneys’ fees request were filed by John Pentz, Esq., purportedly on behalf of plaintiff Linda Tsai (docket entry no. 722); and by United States Trust Company,

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- (6) attorney’s expectations at the outset of litigation;
  - (7) time limitations imposed by the client or circumstances;
  - (8) amount in controversy and results obtained;
  - (9) experience, reputation, and ability of the attorney;
  - (10) undesirability of the case within the legal community in which the suit arose;
  - (11) nature and length of the professional relationship between the attorney and client;
  - (12) fee awards in similar cases.

<sup>6</sup> These hourly rates, while somewhat high for this district, are within a reasonable range for the national firms that prosecuted the case; *see In re Microstrategy, Inc., Sec. Litig.*, 172 F.Supp.2d at 788. Moreover, by agreement with lead plaintiff COPERA, hourly rates were capped at \$595 even for partners who ordinarily bill at a higher rate. *Cf. In re WorldCom, Sec. Litig.*, 388 F.Supp.2d at 354 n.50 (capping rates at 2004 levels).

National Association (“U.S. Trust”) (docket entry no. 741).

Pentz is a professional and generally unsuccessful objector who apparently attached himself to Tsai; Tsai was represented by different counsel at the early stages of this litigation.<sup>7</sup> Her initial objections to the settlement, filed on March 29, 2006, complained that Ahold should pay more money to all class members, but did not mention the attorneys’ fee request. The later objection, filed by Pentz on May 3, 2006, complained that U.S. investors should have received a greater share of the settlement<sup>8</sup> and that the attorneys’ fee should be limited to the greater of 7.5% or a 2.3 multiplier of the lodestar. Pentz did not challenge the lodestar figure calculated by plaintiffs’ counsel and provided no coherent explanation for his contention that the fee is excessive. In summary, the Pentz/Tsai objection was not well reasoned and was not helpful.

U.S. Trust, engaged as an independent fiduciary for the ERISA plans, did not object to the settlement amount or allocation but did urge a reduction in the amount of attorneys’ fees. Its objection is based on a comparison of percentage awards in what U.S. Trust identifies as the ten largest securities class action settlements in the last few years. U.S. Trust contends that as settlement amounts increase, percentage fee recovery decreases, and that in all cases involving settlements of \$1 billion or more (with one possible exception), the awards have been less than 10%.

Plaintiffs’ counsel, responding to both sets of objections, selects a somewhat different range of comparative awards and emphasizes the need to review the particular facts of this

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<sup>7</sup> Tsai unsuccessfully sought to be designated lead plaintiff; at that time, she was represented by Schiffrin & Barroway, LLP.

<sup>8</sup> The Tsai & Pentz objections to the settlement amount and allocation already have been denied.

litigation, relying heavily on the affidavits of Columbia University Law School Professor John C. Coffee, Jr. I have carefully reviewed the charts of actual awards provided by both lead plaintiffs and U.S. Trust but will not repeat them here. I agree with plaintiffs that the range of comparable settlements should include some below \$1 billion as well as those few that substantially exceed \$1 billion.<sup>9</sup> Strictly on a percentage comparison approach, a 12% fee award appears to me a reasonable percentage of the class recovery.

Application of the *Barber* factors, some of which already have been addressed, also supports an award of this magnitude. On the one hand, settlement was achieved well before trial, presumably aided by significant concessions about the fraud at U.S. Food Service and the existence of “side letters” related to the joint venture consolidation. While some of the legal issues were familiar, others were more difficult and, at least as to subject-matter jurisdiction, novel in this Circuit. While the case was not “undesirable,” lead counsel was required to and did devote exceptional resources to the prosecution, facing some risk of non-recovery as the fee was entirely contingent under the retainer agreement with COPERA, and Royal Ahold’s financial position was unclear. The global aspect of the case raised additional practical and legal complexities, as did the parallel criminal proceedings in another district. The settlement obtained is among the largest cash settlements ever in a securities class action case and represents an estimated 40% recovery of possible provable damages. The notice process appears to have been very successful not only in reaching but also in eliciting claims from a substantial percentage of those eligible for recovery. Finally, plaintiffs’ counsel were vigorous and

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<sup>9</sup> I note that in *WorldCom*, a \$3.55 billion subset of the total settlement resulted in attorneys’ fees which reflected a percentage award of only 5.5%, but a lodestar multiplier of 4.0. 388 F.Supp.2d at 353-54.

extremely competent in their litigation against equally well-qualified defense firms. When the *Barber* factors are considered, together with the lodestar fee that has not been challenged, the 2.57 multiplier represented by a 12% percentage award is reasonable and fully justified.<sup>10</sup>

Accordingly, while the U.S. Trust objection was helpful in contributing to the discussion of the percentage recovery approach, I do not agree with its apparent suggestion that 10% should be the upper limit for any recovery over \$1 billion.

A separate order stating the award follows.

November 2, 2006

Date

/s/

Catherine C. Blake

United States District Judge

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<sup>10</sup> See *In re Cendant Corp. PRIDES Litig.*, 243 F.3d at 742 (finding lodestar multiplier of 1.35 to 2.99 common in megafunds over \$100 million); *In re Microstrategy, Inc., Sec. Litig.*, 172 F.Supp.2d at 790 (2.6 multiplier).

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

**FILED**

**OCT 08 2010**

Clerk, U.S. District & Bankruptcy  
Courts for the District of Columbia

SECURITIES AND EXCHANGE  
COMMISSION,  
100 F Street, N.E.  
Washington, D.C. 20549,

Plaintiff,

v.

Civil Action No.  
10-cv-1277-ESH

CITIGROUP INC.,

Defendant.

**FINAL JUDGMENT AS TO DEFENDANT CITIGROUP INC.**

The Securities and Exchange Commission having filed a Complaint and Defendant Citigroup Inc. ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment as to Defendant Citigroup Inc. ("Final Judgment") without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

**I.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a)(2) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)(2)]

in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

**II.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 13(a) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20 and 13a-11 [17 C.F.R. §§ 240.12b-20 and 240.13a-11] by (A) failing timely to file with the Commission any report or document required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act or Exchange Act Rule 13a-11, (B) filing any such report or document that is inaccurate, (C) failing to include any information required to be included in such report or document, or (D) failing to include, in addition to the information required to be included in such report or document, such further material information as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

**III.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$1.00, representing losses avoided as a result of

the conduct alleged in the Complaint, and a civil penalty in the amount of \$75,000,000.00 pursuant to Section 20(d)(2) of the Securities Act [15 U.S.C. § 77t(d)(2)] and Section 21(d)(3), (5) [15 U.S.C. § 78u(d)(3), (5)] of the Exchange Act. Defendant shall satisfy this obligation by paying \$75,000,001.00 within 14 days after entry of this Final Judgment to the Clerk of this Court, together with a cover letter identifying Citigroup as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS") or any other type of interest bearing account that is utilized by the Court. These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held in the interest bearing account until further order of the Court. In accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States.

The Commission will by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan will provide that the Fund shall be distributed pursuant

to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Amounts ordered to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action based on Defendant's payment of disgorgement in this action, argue that it is entitled to, nor shall it further benefit by, offset or reduction of such compensatory damages award by the amount of any part of Defendant's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Defendant shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Defendant by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

The costs associated with the plan of distribution to be approved by the Court shall not be paid out of the money Defendant pays in disgorgement and penalty pursuant to this Final Judgment. The costs of distributing the money paid in disgorgement and penalty instead shall be paid separately by Defendant.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Amended Consent of Defendant Citigroup Inc. is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein, including, but not limited to, the following:

- A. For a period of three (3) years from the date of the entry of the Final Judgment, Defendant agrees to comply with the following undertakings related to its policies, practices, and procedures concerning the disclosure of Defendant's earnings and other information related to Defendant's financial performance in quarterly press releases ("Disclosure Policies, Practices, and Procedures"):
  1. Defendant will maintain its Disclosure Committee and the Disclosure Committee's Charter and Disclosure Controls and Procedures governing the processes and responsibilities around Defendant's public reporting. The Disclosure Committee annually will review the Disclosure Committee Charter and Disclosure Controls and Procedures, and any recommended changes will be made with oversight by Defendant's Chief Executive Officer and Chief Financial Officer;
  2. Defendant will maintain an Earnings Subcommittee of its Disclosure Committee -- comprised of Defendant's Head of Investor Relations; Controller and Chief Accounting Officer; and General Counsel, Capital Markets and Corporate Reporting -- to

oversee the preparation and review of Defendant's quarterly earnings press releases;

3. Prior to the release of Defendant's quarterly earnings information, each of the individuals identified below involved in the preparation and/or review of that information shall sign and date a Statement of Accountability that includes the following representation:

Further, we have reviewed the earnings press release, earnings presentation/analyst deck and CFO script and, as of the date hereof, such documents do not contain any untrue statements of material fact, or omit to state a material fact necessary to make the statements made therein not misleading with respect to Citi.

The individuals required to sign a Statement of Accountability include (a) the chief executive officer and chief financial officer, or individuals holding equivalent positions, of each of Defendant's business segments; (b) representatives of Defendant's Finance organization, including the Controller and representatives of the Financial Planning and Analysis, Tax, and Treasury departments; (c) Defendant's Chief Administrative Officer; (d) Defendant's Vice Chairmen; and (e) representatives of Defendant's Investor Relations, Legal, Compliance, Audit & Risk Review, Public Affairs, and Risk departments;

4. On a quarterly basis, Defendant's Disclosure Committee shall execute a certification addressed to Defendant's Chief Executive Officer and Chief Financial Officer regarding the effectiveness of Defendant's disclosure controls and procedures as of the end of

each quarterly period;

5. If Defendant wishes to make a material change to its then-existing Disclosure Policies, Practices, and Procedures, Defendant will retain, pay for, and enter into an agreement with an independent consultant (“Independent Consultant”) not unacceptable to Securities and Exchange Commission (“Commission”) staff to make certain determinations with respect to any such proposed material change to Defendant’s then-existing Disclosure Policies, Practices, and Procedures. Defendant may not make a material change to its then-existing Disclosure Policies, Practices, and Procedures without the written approval of the Independent Consultant. The agreement with the Independent Consultant will include the following provisions:
  - a. Defendant, prior to the implementation of the proposed material change(s), (i) will provide written notice of the proposed change(s) to the Independent Consultant, (ii) will provide the Independent Consultant with a complete description of the proposed change(s) and the reasons for the change(s), and (iii) thereafter promptly will provide such additional information about the change(s) as the Independent Consultant requests;
  - b. The Independent Consultant will evaluate the proposed material change to determine the impact of the change on

Defendant's then-existing Disclosure Policies, Practices, and Procedures;

- i. If the Independent Consultant determines that the proposed change enhances or otherwise does not reduce the effectiveness of Defendant's then-existing Disclosure Policies, Practices, and Procedures, the Independent Consultant will provide Defendant with a written notice of this determination and that Defendant may implement the proposed change. The Independent Consultant concurrently will provide the Commission's Director of the Division of Enforcement with a copy of such written notice; and
- ii. If the Independent Consultant determines that a proposed change would make Defendant's then-existing Disclosure Policies, Practices, and Procedures less effective, the Independent Consultant will provide Defendant with a written notice of this determination and the reasons for the determination. The Independent Consultant concurrently will provide the Commission's Director of the Division of Enforcement with a copy of such written notice. Following the receipt of the

notice from the Independent Consultant, Defendant may propose a change to its then-existing Disclosure Policies, Practices, and Procedures to address the reasons for the Independent Consultant's determination;

- c. The Independent Consultant shall have the right to request that Defendant provide the Independent Consultant with such documents and other information as the Independent Consultant determines are necessary for the performance of the Independent Consultant's responsibilities. Defendant promptly shall provide such information to the Independent Consultant;
- d. The Independent Consultant shall keep the original of all requests for changes to Defendant's Disclosure Policies, Practices, and Procedures; a copy of all notices of determinations and the reasons for those determinations that the Independent Consultant provides to Defendant; and such other documents as the Independent Consultant makes or receives in connection with the performance of his or her responsibilities. The Independent Consultant shall retain these documents at least until the later of six (6) years from the date of entry of the Final Judgment or three (3) years following the conclusion of the Independent Consultant's

responsibilities for making determinations with respect to proposed changes to Defendant's Disclosure Policies, Practices, and Procedures;

- e. The Independent Consultant shall provide Commission staff with such documents and other information related to the Independent Consultant's responsibilities as the Commission staff requests. The Independent Consultant's relationship with Defendant shall not be treated as one between an attorney and client. The Independent Consultant will not assert the attorney-client privilege, the protection of the work-product doctrine, or any privilege as a ground for not providing any information requested by Commission staff; and
- f. For the period of engagement and for a period of two years from completion of the engagement, the Independent Consultant shall not enter into any employment, consultant, attorney-client, auditing or other professional relationship with Defendant, or any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity as such. In addition, the Independent Consultant will require that any firm with which the Independent Consultant is affiliated or of which the Independent Consultant is a member, and any person engaged to assist

the Independent Consultant in performance of the Independent Consultant's duties under the Final Judgment shall not, without prior written consent of the Commission's Director of the Division of Enforcement, enter into any employment, consultant, attorney-client, auditing or other professional relationship with Defendant, or any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity as such for the period of the engagement and for a period of two years after the engagement; and

- B. Defendant shall certify, in writing, compliance with the undertakings set forth above. The certification shall identify the undertakings, provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and Defendant agrees to provide such evidence. Defendant shall submit the certification and supporting material to the Commission's Director of the Division of Enforcement, with a copy to the Office of Chief Counsel of the Enforcement Division, no later than sixty (60) days from the date of the completion of the undertakings.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated: October 8, 2010

  
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW HAMPSHIRE

In Re: Tyco International, Ltd.  
Multidistrict Litigation

Case No. 02-md-1335-PB

**ALL CASES**

Opinion No. 2007 DNH 156

MEMORANDUM AND ORDER

Lead Plaintiffs<sup>1</sup> brought this class action against Tyco International, Ltd. ("Tyco"), its former auditor, PricewaterhouseCoopers, LLP ("PwC"), and five individual defendants: former Tyco Chief Executive Officer L. Dennis Kozlowski, former Chief Financial Officer Mark H. Swartz, former General Counsel Mark A. Belnick, and former directors Frank L. Walsh and Michael A. Ashcroft (collectively the "Individual Tyco Defendants"). They successfully negotiated a proposed settlement with Tyco and PwC, and now petition for final approval of the proposed settlement. The law firms representing Lead Plaintiffs

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<sup>1</sup> Lead Plaintiffs are the Plumbers and Pipefitters National Pension Fund ("Plumbers"), United Association General Officers Pension Plan ("UAGO"), United Association Local Union Officers & Employees Pension Fund ("UALOE"), Teachers' Retirement System of Louisiana ("TRSL"), and the Louisiana State Employees' Retirement System ("LASERS").

("Co-Lead Counsel") have also applied for an award of attorneys' fees and reimbursement of expenses incurred in connection with the prosecution and settlement of this action. For the reasons discussed herein, I approve both motions.

### I. BACKGROUND

I describe below only those facts and events necessary to place this settlement in context. The full extent of the alleged problems at Tyco during the relevant time period are described in detail in my orders certifying the class and disposing of defendants' motions to dismiss. See generally In re Tyco Int'l, Ltd. Multidistrict Litig., 236 F.R.D. 62 (D.N.H. 2006); In re Tyco Int'l, Ltd. Multidistrict Litig., No. MDL-02-1335-B, 2004 WL 2348315 (D.N.H. Oct. 14, 2004). In brief, plaintiffs allege that during the class period of December 13, 1999, through June 7, 2002, defendants misrepresented the value of multiple companies that Tyco acquired and misreported Tyco's own financial condition in ways that artificially inflated the value of Tyco stock. These fraudulent accounting practices, plaintiffs allege, enabled the Individual Tyco Defendants to reap enormous profits by looting the company through a combination of unreported bonuses,

forgiven loans, excessive fees, and insider trading. The looting, in turn, allegedly fostered a coverup by means of continued accounting fraud, materially false and misleading statements, and the omission of material information in various registration statements to cover up the misconduct, all of which further violated the federal securities laws. Meanwhile, PwC allegedly failed to conduct its audits of Tyco's financial statements in accordance with Generally Accepted Auditing Standards ("GAAS") and falsely certified that Tyco's financial statements were fairly presented in accordance with Generally Accepted Accounting Principles ("GAAP").

**A. Consolidated Complaint**

Lead Plaintiffs filed their Consolidated Class Action Complaint making the allegations described above on January 28, 2003. They did so about a year after this court dismissed a previous lawsuit against Tyco making similar allegations regarding the inflation of Tyco stock during the period from October 1, 1998, through December 8, 1999. See generally In re Tyco Int'l, Ltd. Sec. Litig., 185 F. Supp. 2d 102 (D.N.H. 2002) ("Tyco I") (granting Tyco's motion to dismiss the original action).

**B. Motion to Dismiss**

In 2004, Tyco and PwC filed motions to dismiss, adopting a “divide and conquer” strategy that treated the looting allegations and fraudulent accounting allegations as two separate, unrelated schemes. As to the looting allegations, defendants argued that the looting and attendant misconduct was mere self-dealing by the individual defendants at Tyco’s expense, that it was not undertaken “in connection with” the purchase of a sale or security, that the scienter of the individual defendants could not be attributed to Tyco, and that Tyco was not required to disclose the looting. As to the accounting fraud allegations, defendants argued that the allegations were not pled in sufficient detail to survive a motion to dismiss -- particularly with respect to loss causation. On October 14, 2004, after careful consideration, I denied the bulk of defendants’ motions to dismiss, allowing plaintiffs to proceed on their theory that the looting and the accounting fraud were interconnected.

In July 2005, after the Supreme Court clarified the requirements for establishing loss causation in securities fraud actions, see Dura Pharms., Inc. v. Broudo, 544 U.S. 336 (2005), defendants moved to revisit the motions to dismiss on the

question of loss causation. Under Dura, defendants argued, plaintiffs' theory of loss causation (that revelations of looting by the corporate principals caused investors to conclude that they could no longer credit the company's denials of accounting misconduct) was no longer sufficient. I denied this motion.<sup>2</sup>

**C. Class Certification**

Plaintiffs moved to certify the class on January 14, 2005. Among Tyco's objections to certification was a novel "equity conflict" argument regarding the class members who presently hold a greater share of Tyco's stock than they did during the class period. Tyco argued that these "equity holders" stood to lose more as shareholders than they had to gain as class members because any payment by Tyco to the class would correspondingly reduce the value of their present holdings. Thus, argued Tyco, the interest of equity holders in protecting their present holdings conflicted with the interest of Lead Plaintiffs in recovering damages, and should therefore defeat class certification. I denied this motion because the equity holders

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<sup>2</sup> PwC also filed a motion for summary judgment on loss causation. After briefing and oral argument, I denied this motion. PwC then filed a motion for certification of an interlocutory appeal of this ruling, which had not yet been resolved when PwC agreed to settle.

(even though they had an interest in preventing others from recovering) nevertheless had a strong interest in recovering on their own claims against Tyco and, more fundamentally, because this potential harm to a subgroup of the class should not bar the remaining class members from being able to proceed as a class. Tyco then filed an unsuccessful appeal of my class certification order in the Court of Appeals for the First Circuit. See In re Tyco Int'l, Ltd. Sec. Litig., No. 06-8022 (1st Cir. Sept. 22, 2006).

**D. Discovery and Other Motion Practice**

It would be difficult to overstate the volume of discovery in this case. Co-Lead Counsel propounded over 700 requests for admission, documents requests, and interrogatories; participated in over 220 depositions in New York, Florida, Massachusetts, and New Hampshire; and reviewed some 82.5 million pages of documents produced by defendants. This volume of discovery was necessitated by the breadth of plaintiffs' allegations, which spanned more than one hundred different allegedly fraudulent corporate acquisitions by Tyco. Moreover, because of the complexity of the alleged fraud, Co-Lead Counsel needed to retain expert consultants and forensic accountants to assist them in

interpreting the information they obtained through discovery.

This discovery process was paired with aggressive, skillfully argued, and unusually challenging motion practice. Defense counsel matched the tenacity of Co-Lead Counsel, missing no opportunity to raise nonfrivolous objections or file nonfrivolous appeals of adverse decisions. This motion practice frequently explored complex, cutting-edge issues in which the state of the law changed even as this case was being litigated. In particular, the parties heavily litigated loss causation when the law in this area was in a state of flux. Plaintiffs' theory of the case requires the fact finder to draw a causal connection between the revelations of apparent corporate looting by Tyco's principals (amounts that were only a small portion of Tyco's corporate profits) and the precipitous decline in Tyco stocks. This theory is novel and exposed plaintiffs to a nontrivial risk of dismissal at the 12(b)(6) stage.

**E. Settlement Negotiations**

On January 13, 2004, Judge Donald E. Ziegler, retired U.S. District Judge for the Western District of Pennsylvania, assisted with an initial mediation attempt between Lead Plaintiffs and Tyco. That mediation failed because of the tremendous gap

between Lead Plaintiffs' request for multibillion-dollar damages and Tyco's desire to settle for mere nuisance damages.

Starting in the fall of 2005, Lead Plaintiffs and Tyco agreed to a new mediator and a new mediation process. The new mediator was Judge Stanley Sporkin, retired U.S. District Judge for the District of Columbia and former Director of the Enforcement Division of the Securities and Exchange Commission ("SEC").<sup>3</sup> After some initial failures to bridge the gap, Judge Sporkin adopted a new mediation strategy, appointing Eugene R. Sullivan, former chief judge of the U.S. Court of Appeals (Armed Forces), as "advocate" for Tyco and Marvin E. Jacob, certified mediator in the U.S. Bankruptcy and District Courts for the Southern District of New York and a former Associate Regional Administrator for the New York Regional Office of the SEC, as "advocate" for plaintiffs.

The parties engaged in multiple mediation sessions under this new mediation setup, some lasting multiple days. In March 2007, after several relatively small moves by each side over time, Judge Sporkin made another serious push to resolve the

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<sup>3</sup> Judge Sporkin has numerous other qualifications that are not necessary to recite here. He has received numerous awards and honors during his long and distinguished career in government service. His expertise in this area is widely acknowledged.

case, working with each side in an effort to bring the decision-makers to the bargaining table. Although the March 2007 mediation did not immediately result in a settlement agreement, both sides continued discussions until May 15, 2007, when they reached an agreement in principle to settle the claims for \$2.975 billion in cash.

Lead Plaintiffs then used their agreement with Tyco in new negotiations with PwC mediated by Judge Nicholas Politan, retired U.S. District Judge for the District of New Jersey. In June of 2007, Lead Plaintiffs and PwC reached an agreement in principle to settle for the sum of \$225 million.

**F. Damages Calculations**

During the settlement negotiations, Dr. Mark E. Zmijewski<sup>4</sup> prepared a report for plaintiffs estimating the damages suffered by the class. I describe his report in some detail because it is relevant to my analysis of the settlement.

Dr. Zmijewski used an event study methodology to quantify “abnormal” stock and bond movements that could support

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<sup>4</sup> Dr. Zmijewski is the Leon Carroll Marshall Professor of Accounting and Deputy Dean at the University of Chicago Graduate School of Business. He formerly served as Executive Director of the Center for Research in Securities Prices at the University of Chicago Graduate School of Business.

plaintiffs' argument for loss causation and measure how and when Tyco's equities and bonds were trading at artificially inflated prices. He first disaggregated marketwide inflationary effects from firm-specific effects, and then determined whether the firm-specific effects on each trading day were statistically significant.

Based on plaintiffs' theory of the case, which posited that both revelations of accounting fraud and revelations of corporate looting could qualify as corrective disclosures, Dr. Zmijewski identified eight corrective disclosure dates<sup>5</sup>: January 3, 2002; January 23, 2002; January 29, 2002; April 25, 2002; May 28, 2002; June 3, 2002; June 6, 2002; and June 7, 2002. He then weighted each corrective disclosure based on an estimate of the degree to which other confounding factors (e.g., lowered earnings forecasts, reported losses, or other stock-deflating news announced on the same day as doubts about Tyco's accounting procedures) influenced the market on the day of the disclosure. Dr. Zmijewski then identified inflation-creating dates, i.e., those dates on which Tyco's stock rose and defendants' alleged

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<sup>5</sup> A corrective disclosure date is one on which information that defendants allegedly withheld fraudulently from the market became known to the market and the stock price experienced a corresponding, statistically significant downward movement.