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8 *Attorneys for Plaintiffs*

9 [Additional counsel appear on signature page]

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11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
12 **COUNTY OF SANTA CLARA**

13 _____) Lead Case No. 16-CV-294288
14 In re: Hansen Medical, Inc. Shareholder Litigation)
15 _____) [Consolidated with Case Nos.
16 This Document Relates To:) 16-CV-294554, 16-CV-294858 and 16-CV-
17) 294862]

18 ALL ACTIONS

19) **DECLARATION OF EVAN J. SMITH IN**
20) **SUPPORT OF UNOPPOSED MOTION**
21) **FOR PRELIMINARY APPROVAL OF**
22) **CLASS ACTION SETTLEMENT**

23) Judge: Hon. Brian C. Walsh

24) Dept.: 1

25) Date: March 8, 2019

26) Time: 9:00 A.M.
27)
28)

1 I, Evan J. Smith, declare:

2 1. I am an attorney, duly licensed and admitted to practice law in the State of
3 California. I am a partner in the law firm of Brodsky & Smith, LLC, one of the co-lead counsel
4 for Plaintiffs. I have personal knowledge of the facts set forth in this Declaration. If called upon
5 and sworn as a witness, I could and would competently testify to these facts.

6 **A. Background**

7 2. Hansen was a Delaware corporation headquartered in Mountain View, California
8 that provided advanced medical robotics. Auris was a private medical robotics company whose
9 Chief Executive Officer (“CEO”) and co-founder, Fred Moll, had also been the CEO and co-
10 founder of Hansen.

11 3. This litigation arises out of the 2016 sale of Hansen Medical Inc. (“Hansen” or the
12 “Company”) to Auris Surgical Robotics, Inc. and Pineco Acquisition Corp. (collectively, “Auris”),
13 which was the product of a severely conflicted and flawed sales process and that resulted in
14 Hansen’s minority shareholders receiving a grossly inadequate price of \$4.00 per share for their
15 Hansen stock.

16 4. This flawed merger process was controlled and choreographed by a group of insider
17 stockholders, who collectively wielded approximately 65.4 percent of the voting power of Hansen
18 (the “Controller Defendants” as defined below), and who secured approval of the merger without
19 obtaining a fully informed, un-coerced majority vote of Hansen’s other minority stockholders

20 5. It cannot be seriously disputed that the Controller Defendants exercised control
21 over the negotiations and sales process leading to the merger’s approval and did so in order to
22 structure the merger in a way that personally benefitted them above Hansen’s other stockholders
23 by agreeing to a lower merger price in exchange for valuable rollover stock.

24 6. In fact, by a Court Decision dated June 18, 2018, the Delaware Chancery Court
25 found that Plaintiffs had adequately stated claims that the Controller Defendants constituted a
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1 control group of Hansen under Delaware law. *In re Hansen Med., Inc. Stockholders Litig.*, No.
2 12316-VCMR, 2018 Del. Ch. LEXIS 197 (Del. Ch. June 18, 2018).¹

3 7. The Controller Defendants have been investing as a group for nearly a quarter of a
4 century. *Id.* at *18. In 2011, they were the only participants in a private placement that made them
5 the largest stockholders of Hansen. *Id.* at *6. In 2013, they participated in another private
6 placement increasing their stake in the Company again. *Id.* In 2015, they participated in yet
7 another private placement, further increasing their stake in the Company. *Id.* In both the 2013
8 and 2015 private placements, Hansen defined the Controller Defendants together as “Principal
9 Purchasers,” and in 2015, the Controller Defendants purchased substantially more stock than the
10 other participants in the private placements. *Id.* As “Principal Purchasers,” the Controlling
11 Defendants, acting together, had the right to determine the closing date, to oversee the press
12 releases and other communications regarding the transactions, to extend the termination date under
13 certain circumstances, and to amend the agreement. *Id.* at *6-7. These rights were not offered to
14 the other investors. *Id.* at *7.

15 8. Concurrently with the Merger Agreement, the Controller Defendants entered into
16 voting agreements and stock purchase agreements (the “Stock Purchase Agreements”) with Auris
17 to convert all of their proceeds from the Merger (\$49 million) into shares of preferred stock of
18 Auris. *Id.* at *19. These agreements allowed the Controller Defendants to roll over their stock
19 and continue to participate in the future growth of the Company’s key products, which they
20 determined far outweighed an immediate cash payment of \$4.00 per share. *Id.* at *22. However,
21 ***the same opportunity was not provided to the Company’s minority stockholders. Id. This created***
22 ***competing interests between the Controller Defendants and minority stockholders and resulted***
23 ***in the unfairly depressed Merger Price of \$4.00. Id.*** at *25.

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27 ¹ All internal citations and punctuation have been omitted and all emphasis added, unless otherwise
28 noted.

1 **B. The Litigation Challenging the Proposed Transaction**

2 9. After the Merger was publicly announced, complaints were filed both in California²
3 and Delaware³ state courts challenging the Merger. Other shareholders of Hansen served demand
4 letters on Hansen pursuant to Section 220 of the Delaware General Corporation Law, seeking and
5 obtaining books and records concerning the same factual allegations raised in the Actions.

6 10. On May 16, 2016, this Court entered an Order granting the request of Plaintiff
7 Steven-Juhl to dismiss her Related California Action without prejudice, and on June 21, 2016, this
8 Court further entered an Order consolidating the remaining Related California Actions under the
9 instant caption *In re Hansen Medical, Inc. Shareholder Litigation*, Lead Case No. 16CV294288
10 (the “Consolidated California Action”), and appointing Faruqi & Faruqi, LLP, Brodsky & Smith
11 LLC and Milberg LLP as co-lead counsel for the California Plaintiffs in the Consolidated
12 California Action (collectively, the “California Co-Lead Counsel”)

13 11. On July 11, 2016, the Delaware Court entered an Order consolidating the Related
14 Delaware Actions under the caption *In re Hansen, Inc. Stockholders Litigation*, C.A. No. 12316-
15 VCMR (the “Consolidated Delaware Action”), and appointing Wolf Popper LLP as lead counsel
16 for the Delaware Plaintiffs in the Consolidated Delaware Action (“Delaware Lead Counsel”).

17 12. In the instant Consolidated California Action, the plaintiffs sought expedited
18 discovery early on in preparation for an anticipated preliminary injunction motion. Thereafter this
19 Court granted that motion and ordered limited expedited discovery, including production of
20 substantially the same documents that had been provided to the Section 220 shareholders, as well
21

22 _____
23 ² The related actions filed in the California Court, and their filing dates, are as follows: (i) *Liu v.*
24 *Hansen Medical, Inc., et al.*, No. 16CV294288, filed on April 25, 2016; (ii) *Stevens-Juhl v. Hansen*
25 *Medical, Inc., et al.*, No. 16CV294354, filed on April 26, 2016; (iii) *Huggins v. Hansen Medical,*
26 *Inc., et al.*, No. 16 CV294552, filed on May 2, 2016; (iv) *Lax v. Hansen Medical, Inc., et al.*, No.
16CV294858, filed on May 6, 2016; and (v) *Simonson v. Hansen Medical, Inc., et al.*, No.
16CV294862, filed on May 6, 2016 (the “Related California Actions”).

27 ³ The related actions filed in the Delaware Court, and their filing dates, are as follows: (i)
28 *Windward Venture Partners, LP v. Hansen Medical, Inc., et al.*, C.A. No. 12316, filed on May 10,
2016; and (ii) *Muir v. Hansen Medical, Inc., et al.*, C.A. No. 12490, filed on June 21, 2016 (the
“Related Delaware Actions”).

1 as the deposition of Defendant Christopher P. Lowe, who was at that time Hansen’s interim Chief
2 Financial Officer and a member of the Company’s Board of Directors.

3 13. The plaintiffs in the Consolidated Delaware Action obtained the same documents
4 and participated in the deposition.

5 14. On July 12, 2016, the California Plaintiffs filed a motion for preliminary injunction
6 in the Consolidated California Action seeking to enjoin the Merger, but that motion was denied.

7 15. On July 22, 2016, a majority of the Company’s stockholders voted to approve the
8 Merger, which closed on July 27, 2016.

9 16. On August 19, 2016, and November 2, 2016, the plaintiffs in the Consolidated
10 Delaware Action and Consolidated California Action, respectively actions amended their
11 complaints (the Section 220 shareholders joined the Consolidated Delaware Action and were
12 included as plaintiffs in the amended complaint in that action), and Defendants answered both of
13 those amended complaints.

14 17. On April 6, 2017, California Co-Lead Counsel, Delaware Lead Counsel, and
15 Defendants’ counsel, as well as counsel for Auris, participated in a full-day mediation session (the
16 “Initial Mediation”) before Robert A. Meyer of JAMS. Before the Initial Mediation, the parties
17 exchanged mediation statements and exhibits, which addressed both liability and damages. The
18 Initial Mediation did not lead to resolution of the Actions.

19 18. On June 13 and 14, 2017, the Director Defendants, the Stockholder Defendants,
20 and Auris Surgical Robotics, Inc. each filed motions for judgment on the pleadings in the
21 Consolidated Delaware Action, and on July 7, 2017, Defendants filed their respective opening
22 briefs in support of those motions. In lieu of filing oppositions to those motions, the Delaware
23 Plaintiffs stated their intention to further amend their Verified Consolidated Class Action
24 Complaint.

25 19. On August 9, 2017, the California Court entered an order staying the Consolidated
26 California Action pending rulings by the Delaware Court on the then-pending motions for
27 judgment on the pleadings in the Consolidated Delaware Action, or any subsequent motion to
28 dismiss a further revised complaint in that action.

1 20. On September 18, 2017, the plaintiffs in the Consolidated Delaware Action filed a
2 Verified Amended Consolidated Class Action Complaint (the “Amended Delaware Complaint”).
3 On September 25, 2017, all Defendants moved to dismiss the Amended Delaware Complaint.

4 21. On September 25, 2017, the Remaining Delaware Defendants filed motions to
5 dismiss the Operative Complaint. On October 24, 2017, the Delaware Plaintiffs filed their brief
6 opposing those motions to dismiss, and on November 3, 2017, the Remaining Delaware
7 Defendants filed their reply briefs in support of their respective motions to dismiss. On March 6,
8 2018, the Delaware Court heard oral argument on those motions.

9 22. On June 18, 2018, following full briefing and oral argument on the motions to
10 dismiss, Vice Chancellor Montgomery-Reeves found in favor of the Plaintiffs, denying the motion
11 to dismiss for each of the Controller Defendants and for each of the Director Defendants, and
12 granting the motion to dismiss for the Auris Defendants.

13 23. On June 18, 2018, Vice Chancellor Montgomery-Reeves refused to dismiss the
14 Consolidated Delaware Action and found that Plaintiffs had articulated claims against each of the
15 Controller Defendants (Defendants Schuler and Feinberg) and the Director Defendants and that
16 such claims would be subject to entire fairness review. *In re Hansen Med., Inc. Stockholders*
17 *Litig.*, No. 12316-VCMR, 2018 Del. Ch. LEXIS 197 (Del. Ch. June 18, 2018). As stated above,
18 the Delaware Chancery Court found that the Merger is subject to entire fairness review, the highest
19 standard of review on corporate law. *In re Hansen*, 2018 Del. Ch. LEXIS at *14-15, 23:

20 Plaintiffs have stated a reasonably conceivable claim that the Merger should be
21 considered under the entire fairness standard of review because it was a conflicted
22 transaction involving a controlling stockholder. When a transaction involving self-
23 dealing by a controlling shareholder is challenged, the applicable standard of
24 judicial review is entire fairness, with the defendants having the burden of
25 persuasion. Under current law, the entire fairness framework governs any
26 transaction between a controller and the controlled corporation in which the
27 controller receives a non-ratable benefit. *In other words, a transaction falls under*
28 *the entire fairness framework when the controller competes with the common*
stockholders for consideration . . . [and] takes a different form of consideration
than the minority stockholders.

...

The ruling required the Controller Defendants to prove at trial that the flawed Merger process that
resulted in an inadequate Merger Price was entirely fair to all former Hansen shareholders, which
Plaintiffs assert that they cannot do.

1 24. On July 10, 2018, the California plaintiffs agreed to voluntarily dismiss their claims
2 against the Auris Defendants with prejudice in light of the Delaware Chancery Court’s decision
3 on June 18, 2017.

4 25. On July 11, 2018, the Controller Defendants moved to quash and dismiss the
5 California Action for lack of personal jurisdiction. On July 16, 2018, the Controller Defendants
6 moved to stay the California Action in favor of the Delaware Action. The California Plaintiffs
7 opposed both motions as being without merit.

8 26. Throughout the litigation the Parties engaged in numerous meet and confer
9 negotiation sessions, including two in person mediations, and extensive document discovery. As
10 stated above, Defendants produced extensive documents during discovery, including presentations
11 to the Hansen Board, board materials prepared by Hansen management in connection with the
12 consideration of strategic alternatives during the relevant time period, emails among Hansen’s
13 board members, emails between the Special Committee members, emails and documents between
14 Hansen and Auris, internal Auris emails and documents, emails between Auris directors, and
15 documents related to Perella Weinberg’s fairness opinion regarding the Merger. As indicated
16 above, Defendants also pursued potentially case dispositive motion practice, in the form of
17 Motions to Dismiss, that were ultimately denied by the Delaware Court in the June 18, 2018 order.

18 **C. The Proposed Settlement**

19 27. After the Delaware Court’s ruling on the Motion to Dismiss in the Consolidated
20 Delaware Action and the Parties again engaged in arm’s-length negotiations regarding a possible
21 settlement of the Action.

22 28. On October 29, 2018, California Co-Lead Counsel, Delaware Lead Counsel, and
23 Defendants’ counsel, as well as counsel for Auris, again engaged in a full-day mediation session,
24 this time before Michelle Yoshida of Phillips ADR (the “Second Mediation”). Insurers for
25 Defendants and certain of their counsel also participated in the Second Mediation. The Settling
26 Parties again exchanged statements and exhibits addressing both liability and damages. After
27 extensive, arm’s-length negotiations at the Second Mediation, the Settling Parties reached an
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1 agreement in principle on October 29, 2018 to settle the Actions for \$7,500,000 in cash, subject to
2 Court approval (the “Settlement”).

3 29. On October 31, 2018, Delaware Lead Counsel informed the Delaware Court that
4 the Settling Parties had reached an agreement in principle to settle the Actions, and that the
5 Settlement would be presented to the California Court for that Court’s approval, and that Delaware
6 Lead Counsel would be submitting a stipulation of dismissal with prejudice of the Consolidated
7 Delaware Action following such approval by the California Court.

8 30. On December 11, 2018, in connection with confirmatory discovery in support of
9 the Settlement, California Co-Lead Counsel took the deposition of Jason Forschler, a
10 representative of Perella Weinberg Partners LP, the financial advisor retained to advise the
11 Director Defendants in connection with the Merger.

12 31. On February 5, 2019 the Parties executed the Stipulation of Settlement,
13 Compromise, and Release (the “Stipulation”) which incorporates and reduces to a written
14 agreement the Settlement reached at the Second Mediation.

15 32. Because the parties and their respective counsel have concluded that the terms
16 contained in the Stipulation are fair and adequate to both the Company and its stockholders and
17 that it is reasonable to pursue a settlement, the parties documented their final settlement agreement
18 in the Stipulation and now seek the Court’s preliminary approval.

19 33. Plaintiffs believe that they brought their claims in good faith and continue to believe
20 that such claims have legal merit, but believe that the Settlement allows the Company’s minority
21 stockholders to reap additional compensation for their Hansen shares while eliminating the
22 uncertainty of any further litigation and the delay of payment. Plaintiffs also believe that their
23 efforts in prosecuting the Actions have resulted in a significant benefit for Hansen and its
24 stockholders which, under the circumstances, is fair, reasonable, and adequate. As such, Plaintiffs
25 have determined that the Settlement on the terms reflected in this Stipulation is fair, reasonable,
26 and adequate to the Settlement Class.

27 34. Defendants have denied, and continue to deny, all allegations of wrongdoing, fault,
28 liability, or damage to any of the respective Plaintiffs in the Action or the Class, deny that they

1 engaged in any wrongdoing, deny that they committed, aided, or abetted any violation of law, deny
2 that they acted improperly in any way, believe that they acted properly at all times, and maintain
3 that they have committed no disclosure violations or any other breach of duty whatsoever in
4 connection with the Merger or any public disclosures, but wish to settle solely because it will
5 eliminate the uncertainty, distraction, burden, and expense of further litigation.

6 **D. The Terms of the Settlement**

7 35. In consideration for the Settlement and dismissal with prejudice of the Action, and
8 the releases provided herein, Defendants agreed to pay the Class \$7,500,000.00 (the “Settlement
9 Payment”). Any (a) Administrative Costs; (b) Taxes; (c) Fee and Expense awards; or (d) other
10 fees, costs or expenses approved by the California Court shall be paid out of — and shall not be in
11 addition to — the Settlement Amount.

12 36. The Settlement Amount minus Court-approved deductions (the “Net Settlement
13 Fund”) will be distributed to all Eligible Class Members on a pro rata basis, based on the number
14 of outstanding shares of Hansen stock owned by each such Class Member. There were
15 approximately 6.5 million outstanding shares owned by Eligible Class Members at the time of the
16 Merger. Accordingly, the expected payment, assuming the Court approves Plaintiffs’ Counsel’s
17 request for attorneys’ fees in the amount not to exceed one third of the Settlement Amount, will
18 be approximately \$.76 per share, but may vary based upon the amount of other Court-approved
19 deductions and costs.

20 37. Plaintiffs submit that the proposed Settlement is fair and in the best interests of
21 Hansen’s minority stockholders and meets all indicia of fairness that merits the Court’s preliminary
22 approval. Accordingly, Plaintiffs respectfully request that the Court preliminarily approve the
23 Settlement and enter the Preliminary Approval Order as submitted.

24 38. Plaintiffs’ Counsel, collectively and independently, has significant experience in
25 complex class action litigation and has negotiated numerous other class action settlements
26 throughout the country.

1 39. Attached as Exhibit "A" to this Declaration is a true and correct copy of is a true
2 and correct copy of the Stipulation of Settlement, Compromise, and Release, and exhibits thereto
3 executed on February 5, 2019.

4 40. Attached as Exhibit "B" to this Declaration is a true and correct copy of Brodsky
5 & Smith's firm profile.

6 41. Attached as Exhibit "C" to this Declaration is a true and correct copy of Faruqi &
7 Faruqi, LLP's firm profile.

8 42. Attached as Exhibit "D" to this Declaration is a true and correct copy of
9 Monteverde & Associates PC's firm profile.

10 43. Attached as Exhibit "E" to this Declaration is a true and correct copy of Milberg
11 LLP's firm profile.

12 I declare under penalty of perjury, and under the laws of the State of California, that the
13 foregoing is true and correct.

14 Executed this 8th day of February 2019.


15
16 
17 _____
18 Evan J. Smith (SBN 242352)

EXHIBIT “A”

1 David E. Bower (SBN 119546)
2 **MONTEVERDE & ASSOCIATES PC**
3 600 Corporate Pointe, Suite 1170
4 Culver City, CA 90230
5 Tel: (213) 446-6652
6 Fax: (212) 202-7880

7 *Attorneys for Plaintiffs*

8 [Additional Counsel on Signature Page]

9 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
10 **COUNTY OF SANTA CLARA**

11 _____) **Lead Case No. 16-CV-294288**
12 IN RE: HANSEN MEDICAL, INC.)
13 SHAREHOLDER LITIGATION) [Consolidated with Case Nos.
14) 16-CV-294554, 16-CV-294858 and 16-CV-
15) 294862]

16 This Document Relates To:) CLASS ACTION
17) **STIPULATION AND AGREEMENT**
18) **OF SETTLEMENT,**
19) **COMPROMISE, AND RELEASE**

20 _____)
21 IN RE HANSEN MEDICAL, INC)
22 STOCKHOLDERS LITIGATION) Delaware Chancery Court C.A. No. 12316-
23) VCMR

1 This Stipulation and Agreement of Settlement, Compromise, and Release, dated February
2 5, 2019 (the “**Stipulation**”), is entered into by and among the following parties in the above-
3 captioned consolidated class actions (the “**Actions**”): (i) plaintiffs David Simonson, Joseph Liu,
4 Howard Huggins, Melvin Lax, Windward Venture Partners, LP, John Muir and Dawn Stevens-Juhl
5 (collectively, “**Plaintiffs**”), on behalf of themselves and the Class (defined below); (ii) defendants
6 Michael Eagle, Cary G. Vance, Christopher P. Lowe, Marjorie L. Bowen, Kevin Hykes, William
7 R. Rohn, Stephen L. Newman, M.D., and Nadim Yared (collectively, the “**Director Defendants**”);
8 (iii) defendants Jack Schuler, the Jack W. Schuler Living Trust, Renate Schuler, the Schuler Family
9 Foundation, the Tino Hans Schuler Trust, the Tanya Eva Schuler Trust, the Therese Heidi Schuler
10 Trust (collectively, the “**Schuler Defendants**”), Oracle Partners, L.P., Oracle Ten Fund Master,
11 LP; Oracle Institutional Partners, L.P., The Feinberg Family Foundation, Oracle Investment
12 Management, Inc. Employees’ Retirement Plan, the Feinberg Family Trust, Larry N. Feinberg
13 (collectively, the “**Feinberg Defendants**”), and Westwood SPV, LLC (“**Westwood**,” and together
14 with the Schuler Defendants and Feinberg Defendants, the “**Stockholder Defendants**,” and
15 collectively with the Director Defendants, the “**Defendants**”); and (iv) former (now-dismissed)
16 defendants Auris Surgical Robotics, Inc. (now known as Auris Health, Inc.) and its subsidiaries
17 Pineco Acquisition Corp. (“**Pineco**”) and Hansen Medical, Inc. (“**Hansen**” or the “**Company**”)
18 (collectively, “**Auris**”). Defendants, Auris, and Plaintiffs may be collectively referred to herein as
19 the “**Settling Parties**.” This Stipulation is submitted pursuant to California Code of Civil
20 Procedure § 382 and California Rule of Court 3.769.

21 Subject to the terms and conditions set forth herein and the approval of the Superior Court
22 of California, the Settlement (as defined below) embodied in this Stipulation is intended: (i) to be
23 a full and final disposition of the Actions; (ii) to state all of the terms of the Settlement and the
24 resolution of the Actions; (iii) to fully and finally compromise, resolve, dismiss, discharge and
25 settle each and every one of the Released Plaintiffs’ Claims (as defined below) against each and
26 every one of the Released Defendant Parties (as defined below); and (iv) to fully and finally
27 compromise, resolve, dismiss, discharge and settle each and every one of the Released Defendants’
28

1 Claims (as defined below) against each and every one of the Released Plaintiff Parties (as defined
2 below).

3 **WHEREAS:**

4 A. Between April 25, 2016 and June 21, 2016, seven related actions were filed
5 in the Santa Clara County Superior Court of the State of California (the “**California Court**”) and
6 in the Court of Chancery of the State of Delaware (the “**Delaware Court**”), by stockholders of
7 Hansen alleging, among other things, that the Director Defendants and Stockholder Defendants had
8 breached fiduciary duties to the Company’s minority stockholders in connection with the
9 acquisition of Hansen by Auris Surgical Robotics, Inc. and its subsidiary Pineco (the “**Merger**”),
10 that Auris had aided and abetted those alleged breaches of fiduciary duty, and that, as a consequence
11 thereof, the Company’s minority stockholders suffered damages.

12 B. The related actions filed in the California Court, and their filing dates, are as follows:
13 (i) *Liu v. Hansen Medical, Inc., et al.*, No. 16CV294288, filed on April 25, 2016; (ii) *Stevens-Juhl*
14 *v. Hansen Medical, Inc., et al.*, No. 16CV294354, filed on April 26, 2016; (iii) *Huggins v. Hansen*
15 *Medical, Inc., et al.*, No. 16 CV294552, filed on May 2, 2016; (iv) *Lax v. Hansen Medical, Inc., et*
16 *al.*, No. 16CV294858, filed on May 6, 2016; and (v) *Simonson v. Hansen Medical, Inc., et al.*, No.
17 16CV294862, filed on May 6, 2016 (collectively, the “**Related California Actions**”). The
18 Plaintiffs who filed the Related California Actions are referred to herein as the “**California**
19 **Plaintiffs.**”

20 C. The related actions filed in the Delaware Court, and their filing dates, are as follows:
21 (i) *Windward Venture Partners, LP v. Hansen Medical, Inc., et al.*, C.A. No. 12316, filed on May
22 10, 2016; and (ii) *Muir v. Hansen Medical, Inc., et al.*, C.A. No. 12490, filed on June 21, 2016
23 (collectively, the “**Related Delaware Actions**”). The Plaintiffs who filed the Related Delaware
24 Actions are referred to herein as the “**Delaware Plaintiffs.**”

25 D. On May 16, 2016, the California Court entered an Order granting the request of
26 Plaintiff Stevens-Juhl to dismiss her Related California Action without prejudice, and on June 21,
27 2016, the California Court entered an Order consolidating the remaining Related California Actions
28 under the caption *In re Hansen Medical, Inc. Shareholder Litigation*, Lead Case No. 16CV294288

1 (the “**Consolidated California Action**”), and appointing Faruqi & Faruqi, LLP, Brodsky & Smith
2 LLC and Milberg LLP as co-lead counsel for the California Plaintiffs in the Consolidated California
3 Action (collectively, the “**California Co-Lead Counsel**”).

4 E. On July 11, 2016, the Delaware Court entered an Order consolidating the Related
5 Delaware Actions under the caption *In re Hansen Medical, Inc. Stockholders Litigation*, C.A. No.
6 12316-VCMR (the “**Consolidated Delaware Action**”), and appointing Wolf Popper LLP as lead
7 counsel for the Delaware Plaintiffs in the Consolidated Delaware Action (“**Delaware Lead**
8 **Counsel**”).

9 F. On July 12, 2016, the California Plaintiffs filed a motion for preliminary injunction
10 in the Consolidated California Action seeking to enjoin the Merger. The California Plaintiffs
11 engaged in discovery in support of their motion for preliminary injunction, including the review of
12 confidential Company documents related to the Merger. The California Plaintiffs also took the
13 deposition of Defendant Christopher P. Lowe, who was at that time Hansen’s interim Chief
14 Financial Officer and a member of the Company’s Board of Directors (“**Preliminary Injunction**
15 **Discovery**”). The Delaware Plaintiffs also participated in the Preliminary Injunction Discovery,
16 including reviewing the same documents provided to the California Plaintiffs and questioning Mr.
17 Lowe at his deposition.

18 G. On July 18, 2016, the Director Defendants filed briefs in opposition to the California
19 Plaintiffs’ motion for a preliminary injunction, and on July 20, 2016, following oral argument, the
20 California Court denied that motion.

21 H. On July 22, 2016, a majority of the Company’s stockholders voted to approve the
22 Merger, which closed on July 27, 2016.

23 I. On August 19, 2016, the Delaware Plaintiffs filed a Verified Consolidated Class
24 Action Complaint in the Consolidated Delaware Action.

25 J. On November 2, 2016, the California Plaintiffs filed a Consolidated Amended
26 Complaint for Breach of Fiduciary Duty and Violations of State Law in the Consolidated California
27 Action.

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1 K. On April 6, 2017, California Co-Lead Counsel, Delaware Lead Counsel, and
2 Defendants' counsel, as well as counsel for Auris, participated in a full-day mediation session (the
3 "**Initial Mediation**") before Robert A. Meyer of JAMS in an effort to resolve both Actions. Before
4 the Initial Mediation, the parties exchanged mediation statements and exhibits, which addressed
5 both liability and damages. The Initial Mediation did not lead to resolution of the Actions.

6 L. On June 13 and 14, 2017, the Director Defendants, the Stockholder Defendants, and
7 Auris Surgical Robotics, Inc. each filed motions for judgment on the pleadings in the Consolidated
8 Delaware Action, and on July 7, 2017, Defendants filed their respective opening briefs in support
9 of those motions. In lieu of filing oppositions to those motions, the Delaware Plaintiffs stated their
10 intention to further amend their Verified Consolidated Class Action Complaint.

11 M. On August 9, 2017, the California Court entered an order staying the Consolidated
12 California Action pending rulings by the Delaware Court on the then-pending motions for judgment
13 on the pleadings in the Consolidated Delaware Action, or any subsequent motion to dismiss a
14 further revised complaint in that action.

15 N. On September 18, 2017, the Delaware Plaintiffs filed their Verified Amended
16 Consolidated Class Action Complaint (the "**Operative Complaint**") in the Consolidated Delaware
17 Action. The Operative Complaint only named Cary G. Vance, Christopher P. Lowe, the Schuler
18 Defendants, the Feinberg Defendants, and Auris Surgical Robotics, Inc. as defendants (collectively,
19 the "**Remaining Delaware Defendants**").

20 O. On September 25, 2017, the Remaining Delaware Defendants filed motions to
21 dismiss the Operative Complaint. On October 24, 2017, the Delaware Plaintiffs filed their brief
22 opposing those motions to dismiss, and on November 3, 2017, the Remaining Delaware Defendants
23 filed their reply briefs in support of their respective motions to dismiss. On March 6, 2018, the
24 Delaware Court heard oral argument on those motions.

25 P. On June 18, 2018, the Delaware Court issued a memorandum opinion denying in
26 part and granting in part the Remaining Delaware Defendants' motions to dismiss. Specifically,
27 the Delaware Court denied Cary G. Vance, Christopher P. Lowe, the Schuler Defendants, and the
28

1 Feinberg Defendants’ motions to dismiss, but granted Auris Surgical Robotics, Inc.’s motion to
2 dismiss.

3 Q. On July 10, 2018, upon consent of the parties in the Consolidated California Action,
4 the California Court entered orders dismissing Auris with prejudice from the Consolidated
5 California Action, and dismissing Westwood without prejudice from the Consolidated California
6 Action.

7 R. On July 11, 2018, the Schuler Defendants and Feinberg Defendants filed a motion
8 to quash summons and motion to dismiss for lack of personal jurisdiction (“**Motion to Quash**”) in
9 the Consolidated California Action, and on July 16, 2018, they filed a motion to stay the
10 Consolidated California Action (“**Motion to Stay**”). On September 5, the California Plaintiffs filed
11 oppositions to the Motion to Quash and Motion to Stay, and on September 6, 2018, the Director
12 Defendants filed a joinder to the Motion to Stay.

13 S. On October 29, 2018, California Co-Lead Counsel, Delaware Lead Counsel, and
14 Defendants’ counsel, as well as counsel for Auris, again engaged in a full-day mediation session,
15 this time before Michelle Yoshida of Phillips ADR (the “**Second Mediation**”), in a further effort
16 to resolve both Actions. Insurers for Defendants and certain of their counsel also participated in
17 the Second Mediation. The Settling Parties again exchanged statements and exhibits addressing
18 both liability and damages. After extensive, arm’s-length negotiations at the Second Mediation,
19 the Settling Parties reached an agreement in principle on October 29, 2018 to settle the Actions for
20 \$7,500,000 in cash, subject to approval by the California Court.

21 T. On October 31, 2018, Delaware Lead Counsel informed the Delaware Court that the
22 Settling Parties had reached an agreement in principle to settle the Actions, and that the Settlement
23 would be presented to the California Court for that Court’s approval, and that Delaware Lead
24 Counsel would be submitting a stipulation of dismissal with prejudice of the Consolidated
25 Delaware Action following such approval by the California Court.

26 U. On December 11, 2018, in connection with confirmatory discovery in support of the
27 Settlement, California Co-Lead Counsel took the deposition of Jason Forschler, a representative of
28

1 Perella Weinberg Partners LP, the financial advisor retained to advise the Director Defendants in
2 connection with the Merger.

3 V. This Stipulation (together with the exhibits hereto) has been duly executed by the
4 undersigned signatories on behalf of their respective clients and reflects the final and binding
5 agreement between the Settling Parties.

6 W. Plaintiffs, through California Co-Lead Counsel and Delaware Lead Counsel, have
7 conducted a thorough investigation and pursued discovery relating to the claims and the underlying
8 events and transactions alleged in the Actions. California Co-Lead Counsel and Delaware Lead
9 Counsel have analyzed the evidence adduced during their investigation and through the discovery
10 described above, and they have also researched the applicable law with respect to the claims
11 asserted in the Actions and the potential defenses thereto. Additionally, the multiple mediation
12 statements prepared and exchanged between the Settling Parties, as well as Plaintiffs' and
13 Defendants' respective presentations concerning potential damages should any liability be proven,
14 have provided Plaintiffs with a detailed basis upon which to assess the relative strengths and
15 weaknesses of theirs and Defendants' respective positions in the Actions.

16 X. Based upon their investigation and prosecution of the Actions, Plaintiffs, California
17 Co-Lead Counsel and Delaware Lead Counsel have concluded that the terms and conditions of the
18 Settlement and this Stipulation are fair, reasonable, and adequate to, and in the best interests of,
19 Plaintiffs and the other members of the Class. Based on their direct oversight of the prosecution of
20 this litigation, along with the input of California Co-Lead Counsel and Delaware Lead Counsel,
21 and the participation and assistance of experienced mediators, Plaintiffs have decided and agreed
22 to settle the claims raised in the Actions pursuant to the terms and provisions of this Stipulation,
23 after considering: (i) the substantial benefits that Plaintiffs and the other members of the Class will
24 receive from the resolution of the Actions; (ii) the attendant risks of litigation; and (iii) the
25 desirability of permitting the Settlement to be consummated as provided by the terms of this
26 Stipulation. The Settlement and this Stipulation shall in no event be construed as, or deemed to be,
27 evidence of a concession by Plaintiffs of any infirmity in the claims asserted in the Actions.
28

1 Y. Defendants deny all allegations of wrongdoing, fault, liability, or damage to
2 Plaintiffs and as well as each and every other member of the Class, and further deny that Plaintiffs
3 have asserted a valid claim as to any of them. Defendants further deny that they engaged in any
4 wrongdoing or committed, or aided or abetted, any violation of law or breach of duty and believe
5 that they acted properly, in good faith, and in a manner consistent with their legal duties, to the
6 extent any such duties existed, and are entering into this Settlement and Stipulation solely to avoid
7 the substantial burden, expense, inconvenience, and distraction of continued litigation and to
8 resolve each of the Released Plaintiffs' Claims (as defined below) as against the Released
9 Defendant Parties (as defined below). The Settlement and this Stipulation shall in no event be
10 construed as, or deemed to be, evidence of or an admission or concession on the part of any of the
11 Defendants with respect to any claim or factual allegation or of any fault or liability or wrongdoing
12 or damage whatsoever or any infirmity in the defenses that any of the Defendants have or could
13 have asserted.

14 Z. The Settling Parties recognize that the litigation has been filed and prosecuted by
15 Plaintiffs in good faith and defended by Defendants in good faith and further that the Settlement
16 Payment (as defined below) paid, and the other terms of the Settlement as set forth herein, were
17 negotiated at arm's-length, in good faith, and reflect an agreement that was reached voluntarily
18 after consultation with experienced legal counsel.

19 **NOW THEREFORE**, it is **STIPULATED AND AGREED**, by and among Plaintiffs
20 (individually and on behalf of the Class), and Defendants that, subject to the approval of the
21 California Court and the other conditions set forth in Article V, for good and valuable consideration
22 set forth herein and conferred on Plaintiffs and the Class, the sufficiency of which is acknowledged,
23 the Actions shall be finally and fully settled, compromised, and dismissed, on the merits and with
24 prejudice, and that the Released Plaintiffs' Claims (as defined below) shall be finally and fully
25 compromised, settled, released, discharged, and dismissed with prejudice against the Released
26 Defendant Parties (as defined below), and that the Released Defendants' Claims (as defined below)
27 shall be finally and fully compromised, settled, released, discharged, and dismissed with prejudice
28 against the Released Plaintiff Parties (as defined below), in the manner set forth herein.

1 **I. DEFINITIONS**

2 1. In addition to the terms defined elsewhere in this Stipulation, the following
3 capitalized terms, used in this Stipulation and any exhibits attached hereto and made a part hereof,
4 shall have the meanings given to them below:

5 (a) “**Account**” means the escrow account that is maintained by California Co-
6 Lead Counsel and into which the Settlement Payment shall be deposited. The funds deposited into
7 the Account shall be invested in instruments backed by the full faith and credit of the U.S.
8 Government or agency thereof, or if the yield on such instruments is negative, in an account fully
9 insured by the U.S. Government or an agency thereof.

10 (b) “**Administrative Costs**” means all costs, expenses, and fees associated with
11 administering or carrying out the terms of the Settlement, including Excess Notice Costs.
12 Administrative Costs are not part of the Fee and Expense Award.

13 (c) “**Cede**” means Cede & Co., Inc.

14 (d) “**Claims**” means any and all manner of claims, demands, rights, liabilities,
15 losses, obligations, duties, damages, diminutions in value, costs, debts, expenses, interest, penalties,
16 fines, sanctions, fees, attorneys’ fees, expert or consulting fees, actions, potential actions, causes of
17 action, suits, agreements, judgments, decrees, matters, issues and controversies of any kind, nature
18 or description whatsoever, for damages, equitable relief, or any other remedy, whether disclosed or
19 undisclosed, accrued or unaccrued, apparent or not apparent, foreseen or unforeseen, matured or
20 not matured, suspected or unsuspected, liquidated or not liquidated, fixed or contingent, including
21 known claims and unknown claims, whether direct, derivative, individual, class, representative,
22 legal, equitable or of any other type, or in any other capacity, whether based on state, local, foreign,
23 federal, statutory, regulatory, common or any other law, rule, or authority (including, without
24 limitation, all claims within the exclusive jurisdiction of the federal courts, or any claims that could
25 be asserted derivatively on behalf of the Company).

26 (e) “**Class**” means any and all record and beneficial owners and holders of
27 Hansen common stock, as of July 27, 2016 (the date of the consummation of the Merger), including
28 any and all of their respective successors-in-interest, successors, predecessors-in-interest,

1 predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and
2 transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming
3 under, any of them, and each of them, together with their predecessors-in-interest, predecessors,
4 successors-in-interest, successors, and assigns, but excluding: (i) Defendants, their Immediate
5 Family, and any trust or other entity affiliated with or controlled by any Defendant, other than
6 employees of such entities who were not directors or officers of such entities as of the Closing; (ii)
7 any and all record and beneficial owners and holders of Hansen common stock who exercised their
8 appraisal rights under Section 262 of the General Corporation Law of the State of Delaware; and
9 (iii) any and all record and beneficial owners and holders of Hansen common stock who timely and
10 validly opt out of the Class and Settlement pursuant to Paragraphs 25-26 of this Stipulation.

11 (f) **“Class Member”** means a member of the Class.

12 (g) **“Closing”** means the consummation of the Merger on July 27, 2016.

13 (h) **“Closing Beneficial Ownership Position”** means, for each Eligible
14 Beneficial Owner, the number of shares of Hansen common stock beneficially owned by such
15 Eligible Beneficial Owner as of Closing, for which the Eligible Beneficial Owner received payment
16 of the Merger Consideration; provided, however, that no Excluded Shares may comprise any part
17 of any Closing Beneficial Ownership Position.

18 (i) **“Closing Security Position”** means, for each DTC Participant, the number
19 of shares of Hansen common stock reflected on the DTC allocation report used by DTC to distribute
20 the Merger Consideration.

21 (j) **“Defendants’ Counsel”** means the law firms of Orrick, Herrington &
22 Sutcliffe LLP, Willkie Farr & Gallagher LLP, Young Conaway Stargatt & Taylor LLP, Potter
23 Anderson & Corroon LLP and Kaufhold Gaskin LLP.

24 (k) **“DTC”** mean Depository Trust Company.

25 (l) **“DTC Participants”** means the DTC participants to which DTC distributed
26 the Merger Consideration.

27 (m) **“DTC Records”** mean the information to be obtained from DTC necessary
28 to facilitate DTC’s distribution of the Net Settlement Fund to Eligible Beneficial Owners.

1 (n) **“Effective Date”** means the first date by which all of the events and
2 conditions specified in Paragraph 12 of this Stipulation have been met and have occurred or have
3 been waived.

4 (o) **“Eligible Beneficial Owner”** means the ultimate beneficial owner of any
5 shares of Hansen common stock at the Closing, provided, however, that no Excluded Stockholder
6 may be an Eligible Beneficial Owner.

7 (p) **“Eligible Class Members”** means Class Members who held shares of
8 Hansen common stock at the Closing and therefore received or were entitled to receive the Merger
9 Consideration for their Eligible Shares. For the avoidance of doubt, Eligible Class Members
10 exclude all Excluded Stockholders.

11 (q) **“Eligible Registered Owners”** means the registered owners of Hansen
12 common stock who or which received or were entitled to receive the Merger Consideration.

13 (r) **“Eligible Shares”** means shares of Hansen common stock held by Eligible
14 Class Members at the Closing and for which Eligible Class Members received or were entitled to
15 receive the Merger Consideration, except for the Excluded Shares.

16 (s) **“Excess Notice Costs”** means all costs, expenses and fees associated with
17 providing notice of the Settlement to the Class that exceed \$12,000. Excess Notice Costs are part
18 of the Administrative Costs, but not part of the Fee and Expense Award.

19 (t) **“Excluded Shares”** means the shares of Hansen common stock owned by
20 the Excluded Stockholders.

21 (u) **“Excluded Stockholders”** means Defendants, their Immediate Family, and
22 any trust or other entity affiliated with or controlled by any Defendant, other than employees of
23 such entities who were not directors or officers of such entities as of the Closing; (ii) any and all
24 record and beneficial owners and holders of Hansen common stock who exercised their appraisal
25 rights under Section 262 of the General Corporation Law of the State of Delaware; and (iii) any
26 and all record and beneficial owners and holders of Hansen common stock who timely and validly
27 opted out of the Class and Settlement pursuant to Paragraphs 25-26 of this Stipulation
28

1 (v) **“Fee and Expense Award”** means an award to Plaintiffs’ counsel of fees
2 and expenses to be paid from the Settlement Fund, approved by the California Court and in full
3 satisfaction of all claims for attorneys’ fees and expenses that have been, could be, or could have
4 been asserted by California Co-Lead Counsel, Delaware Lead Counsel, or any other counsel or any
5 Class Member with respect to the Settlement Fund or against Defendants. For the avoidance of
6 doubt, the Fee and Expense Award does not include Administrative Costs, which are to be paid
7 separately from the Settlement Fund.

8 (w) **“Final,”** when referring to a dismissal with prejudice, Judgment or any other
9 court order, means (i) if no appeal is filed, the expiration date of the time provided for filing or
10 noticing any appeal; or (ii) if there is an appeal from the Judgment or order, (a) the date of final
11 dismissal of all such appeals, or the final dismissal of any proceeding on certiorari or otherwise, or
12 (b) the date the judgment or order is finally affirmed on an appeal, the expiration of the time to file
13 a petition for a writ of certiorari or other form of review, or the denial of a writ of certiorari or other
14 form of review, and, if certiorari or other form of review is granted, the date of final affirmance
15 following review pursuant to that grant; provided, however, that any disputes or appeals relating
16 solely to the amount, payment or allocation of attorneys’ fees and expenses shall have no effect on
17 finality for purposes of determining the date on which the Judgment becomes Final and shall not
18 otherwise prevent, limit or otherwise affect the Judgment, or prevent, limit, delay or hinder entry
19 of the Judgment.

20 (x) **“Immediate Family”** means children, stepchildren and spouses (a “spouse”
21 shall mean a husband, a wife, or a partner in a state-recognized domestic partnership or civil union).

22 (y) **“Judgment”** means the Order and Final Judgment to be entered by the
23 California Court in all material respects in the form attached as **Exhibit D** hereto.

24 (z) **“Initial Notice Costs”** means up to, but not exceeding, the first \$12,000 of
25 the costs, expenses and fees associated with providing notice of the Settlement to the Class. Initial
26 Notice Costs are not part of the Administrative Costs or the Fee and Expense Award.

27 (aa) **“Initial Notice Costs Payment”** means \$12,000 to be paid, in accordance
28 with Paragraph 2(a)(i) below, by the insurers for the Defendants into the Account to cover up to,

1 but not exceeding, the first \$12,000 of the costs, expenses and fees associated with providing notice
2 of the Settlement to the Class.

3 (bb) “**Long-Form Notice**” means the Notice of Pendency and Proposed
4 Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear, substantially in
5 the form attached hereto as **Exhibit B**, which is to be made available to Class Members via internet
6 distribution and by first-class mail.

7 (cc) “**Merger Consideration**” means the cash consideration of \$4 per share that
8 Hansen stockholders were entitled to receive under the terms of the Merger.

9 (dd) “**Net Settlement Fund**” means the Settlement Fund less (i) any and all
10 Administrative Costs; (ii) any and all Taxes; (iii) any Fee and Expense Award; and (iv) any other
11 fees, costs or expenses approved by the California Court.

12 (ee) “**Notice Costs**” means Initial Notice Costs and Excess Notice Costs
13 combined.

14 (ff) “**Per-Share Recovery**” means the per-share recovery under the Settlement,
15 which will be calculated by dividing the total amount of the Net Settlement Fund by the total
16 number of Eligible Shares held by all Eligible Class Members.

17 (gg) “**Publication Notice**” means the Summary Notice of Pendency and
18 Proposed Settlement of Stockholder Class Action, Settlement Hearing, and Right to Appear,
19 substantially in the form attached hereto as **Exhibit C**, to be published as set forth in in the
20 Investor’s Business Daily, via PR Newswire or other suitable online newswire.

21 (hh) “**Released Defendant Parties**” means (i) Defendants; (ii) Auris; (iii) the
22 Immediate Family of any Defendant; (iv) the past or present, current or former, direct or indirect,
23 affiliates, associates, members, partners, limited partners, general partners, partnerships, limited
24 partnerships, general partnerships, investment funds, investment advisors, investment managers,
25 investors, shareholders, joint venturers, subsidiaries, parents, divisions, subdivisions, predecessors,
26 successors, officers, directors, employees, agents, principals, owners, representatives, financial
27 advisors, advisors, insurers and attorneys (including Defendants’ Counsel and any additional
28 counsel retained by any current or former Defendant in connection with the Actions) of Auris or

1 the Defendants; and (v) the past or present, current or former, direct or indirect legal representatives,
2 heirs, executors, trustees, beneficiaries, administrators, trusts, trustees, predecessors, successors,
3 predecessors-in-interest, successors-in-interest and assigns of any of the foregoing.

4 (ii) **“Released Defendants’ Claims”** means any and all Claims, including
5 Unknown Claims, that have been or could have been asserted in the Actions, or in any court,
6 tribunal, forum or proceeding, by the Released Defendant Parties or any of their respective
7 successors and assigns against any of the Released Plaintiff Parties, which arise out of or relate in
8 any way to the institution, prosecution, settlement, or dismissal of either of the Actions; provided,
9 however, that as used herein the term “Released Defendants’ Claims” shall not include the right to
10 enforce this Stipulation or any part of it, and shall not include Claims based on the conduct of any
11 of the Settling Parties which occurs after the Effective Date.

12 (jj) **“Released Plaintiff Parties”** means (i) Plaintiffs and all other Class
13 Members; (ii) members of each individual Class Member’s Immediate Family; (iii) all Class
14 Members’ past or present, current or former, direct or indirect, affiliates, associates, members,
15 partners, limited partners, general partners, partnerships, limited partnerships, general partnerships,
16 investment funds, investment advisors, investment managers, investors, shareholders, joint
17 venturers, subsidiaries, parents, divisions, subdivisions, predecessors, successors, officers,
18 directors, employees, agents, principals, owners, representatives, advisors, insurers and attorneys
19 (including California Co-Lead Counsel and Delaware Lead Counsel) of Plaintiffs and the Class
20 Members and their respective affiliates; and (iv) the past or present, current or former, direct or
21 indirect legal representatives, heirs, executors, trustees, beneficiaries, administrators, trusts,
22 trustees, predecessors, successors, predecessors-in-interest, successors-in-interest and assigns of
23 any of the foregoing.

24 (kk) **“Released Plaintiffs’ Claims”** means any and all Claims that were asserted
25 or could have been asserted by Plaintiffs in the Actions on behalf of themselves and/or the Class,
26 and any and all Claims, including Unknown Claims, that are based on, arise out of, relate in any
27 way, or involve the same set of operative facts as the claims asserted by Plaintiffs against Released
28 Defendant Parties in the Actions and which relate to the ownership of Hansen common stock. The

1 Released Plaintiffs' Claims shall not include claims to enforce the Stipulation or any part of it, and
2 shall not include claims based on the conduct of any of the Settling Parties which occurs after the
3 Effective Date.

4 (ll) "**Releases**" means the releases set forth in Paragraphs 3-4 of this Stipulation.

5 (mm) "**Settlement**" means the settlement between the Settling Parties on the terms
6 and conditions set forth in this Stipulation.

7 (nn) "**Settlement Administrator**" means the settlement administrator selected
8 by Plaintiffs to administer the settlement.

9 (oo) "**Settlement Fund**" means the Settlement Payment plus any and all interest
10 earned thereon.

11 (pp) "**Final Approval Hearing**" means the hearing to be set by the California
12 Court to consider, among other things, final approval of the Settlement.

13 (qq) "**Settlement Payment**" means the \$7,500,000 payment in accordance with
14 Paragraph 2(b) below.

15 (rr) "**Taxes**" means: (i) all federal, state and/or local taxes of any kind on any
16 income earned by the Settlement Fund; and (ii) the reasonable expenses and costs incurred by
17 California Co-Lead Counsel or Delaware Lead Counsel in connection with determining the amount
18 of, and paying, any taxes owed by the Settlement Fund (including, without limitation, expenses of
19 tax attorneys and accountants).

20 (ss) "**Unknown Claims**" means any Released Plaintiffs' Claims that the
21 Released Plaintiff Parties do not know or suspect to exist in his, her, or its favor at the time of the
22 release of the Released Plaintiffs' Claims, and any Released Defendants' Claims that any Defendant
23 does not know or suspect to exist in his, her, or its favor at the time of the release of the Released
24 Defendants' Claims, which, if known by him, her, or it, might have affected his, her, or its
25 decision(s) with respect to the Settlement. The Settling Parties acknowledge, and the other Class
26 Members by operation of law are deemed to acknowledge, that they may discover facts in addition
27 to or different from those now known or believed to be true with respect to the Released Plaintiffs'
28 Claims and the Released Defendants' Claims, but that it is the intention of the Settling Parties, and

1 by operation of law the other Class Members, to completely, fully, finally and forever extinguish
2 any and all Released Plaintiffs' Claims and Released Defendants' Claims, known or unknown,
3 suspected or unsuspected, which now exist, or heretofore existed, or may hereafter exist, and
4 without regard to the subsequent discovery of additional or different facts. The Settling Parties also
5 acknowledge, and the other Class Members by operation of law are deemed to acknowledge, that
6 the inclusion of "Unknown Claims" in the definition of the Released Plaintiffs' Claims and the
7 Released Defendants' Claims is separately bargained for and is a key element of the Settlement.

8 **II. SETTLEMENT CONSIDERATION**

9 2. In consideration for the full and final release, settlement, and discharge of all
10 Released Plaintiffs' Claims against the Released Defendant Parties, the Settling Parties have agreed
11 to the following consideration:

12 (a) **Initial Notice Costs Payment:**

13 i. Within five business days of the execution of this Stipulation,
14 Defendants shall cause the insurers for the Defendants to deposit the \$12,000 Initial Notice Costs
15 Payment into the client trust account for Monteverde & Associates PC with JPMorgan Chase Bank
16 NA, account number 152763592 and swift code/routing number 021000021, which shall be used
17 to cover Initial Notice Costs. Under no circumstances shall any Defendant be liable or responsible
18 for funding, contributing to, guaranteeing, or indemnifying any part of the Initial Notice Costs
19 Payment. In the event that any amount of the Initial Notice Costs Payment remains after the
20 payment of all Notice Costs, such unused amount shall be returned to any person or entity who paid
21 any portion of the Initial Notice Costs Payment.

22 (b) **Settlement Payment:**

23 i. The Settlement Fund shall be used (a) to pay all Administrative
24 Costs; (b) to pay all Taxes; (c) to pay any Fee and Expense award; (d) to pay any other fees, costs
25 or expenses approved by the California Court; and following the payment of (a) - (d) herein, (e) for
26 subsequent disbursement of the Net Settlement Fund to the Eligible Class Members as provided in
27 Paragraph 2(b) herein. Except as provided in Paragraph 2(b)(iii) below, under no circumstances
28

1 shall any Defendant be liable or responsible for funding, contributing to, guaranteeing, or
2 indemnifying any part of the Settlement Payment.

3 ii. Within fifteen business days following entry of the Judgment by the
4 California Court, and notwithstanding the existence of any timely filed objections to the Settlement,
5 or potential for appeal from the Judgment, Defendants shall cause the insurers for the Defendants
6 to deposit \$7,125,000 of the Settlement Payment into the Account, provided that California Co-
7 Lead Counsel has provided at least fifteen business days before entry of Judgment by the California
8 Court complete wire transfer information and instructions (including a bank account number, swift
9 code/routing number, W-9, telephone and e-mail contact information, and a physical address for
10 the designated recipient of the settlement payment), to Defendants' Counsel and the insurers for
11 the Defendants.

12 iii. Within fifteen business days following entry of the Judgment by the
13 California Court, and notwithstanding the existence of any timely filed objections to the Settlement,
14 or potential for appeal from the Judgment, the Feinberg Defendants shall deposit, or cause to be
15 deposited, the remaining \$375,000 of the Settlement Payment into the Account, provided that
16 California Co-Lead Counsel has provided at least fifteen business days before entry of Judgment
17 by the California Court complete wire transfer information and instructions (including a bank
18 account number, swift code/routing number, W-9, telephone and e-mail contact information, and a
19 physical address for the designated recipient of the settlement payment), to the Feinberg
20 Defendants' Counsel.

21 iv. Apart from the payment of the Settlement Payment in accordance
22 with this Paragraph 2(b) and any and all costs associated with providing stockholder information
23 (including, without limitation, the Merger Records and DTC Records) pursuant to Paragraph 2(c)
24 below, Defendants shall have no further or other monetary obligation to Plaintiffs, the other Class
25 Members, California Co-Lead Counsel or Delaware Lead Counsel under the Settlement.

26 v. The Settlement Fund—less all Notice Costs and Administrative
27 Costs paid, incurred, or due consistent with this Stipulation—shall be returned to the person(s) that
28

1 paid their respective parts of the Settlement Payment within five business days of the termination
2 of the Settlement in accordance with the terms of this Stipulation.

3 (c) **Distribution of the Settlement Fund:**

4 i. Within ten (10) business days of the date of execution of this
5 Stipulation, Auris shall take reasonable steps to provide to or to cause to be provided to the
6 Settlement Administrator and California Co-Lead Counsel, at no cost to the Settlement Fund,
7 Plaintiffs, Plaintiffs' counsel, or the Settlement Administrator, the following information: (a) the
8 stockholder register from Hansen's transfer agent, which listing shall include the names and mailing
9 addresses for all Eligible Registered Owners, the number of Eligible Shares held by such Eligible
10 Registered Owners, and the account information (including financial institution and account
11 numbers where the Eligible Shares were held) for such Eligible Registered Owners; and (b) the
12 names and mailing addresses for each of the Excluded Stockholders set forth on Schedule 1 hereto,
13 the number of Excluded Shares held by such Excluded Stockholders, and the account information
14 (including financial institution and account numbers where the Excluded Shares were held) for such
15 Excluded Stockholders. The information to be provided to the Settlement Administrator and
16 California Co-Lead Counsel pursuant to this Paragraph 2(c)(i) is referred to herein as the "**Merger**
17 **Records.**"

18 ii. Following the Effective Date, the Net Settlement Fund will be
19 disbursed to Eligible Class Members, each of which will receive a *pro rata* distribution from the
20 Net Settlement Fund equal to the product of (a) the number of Eligible Shares held by the Eligible
21 Class Member and (b) the Per-Share Recovery under the Settlement.

22 iii. With respect to Hansen common stock held of record by Cede, the
23 Settlement Administrator will cause that portion of the Net Settlement Fund to be allocated to
24 Eligible Beneficial Owners who held their shares through DTC Participants to be paid to DTC.
25 DTC shall then distribute that portion of the Net Settlement Fund among the DTC Participants by
26 paying each the Per-Share Recovery times its respective Closing Security Position, using the same
27 mechanism that DTC used to distribute the Merger Consideration and subject to payment
28 suppression instructions with respect to Excluded Shares. The DTC Participants and their

1 respective customers, including any intermediaries, shall then ensure *pro rata* payment to each
2 Eligible Beneficial Owner in accordance with each Eligible Beneficial Owner's Closing Beneficial
3 Ownership Position.

4 iv. With respect to Hansen common stock held of record as of the
5 Closing other than by Cede, as nominee for DTC (a "**Closing Non-Cede Record Position**"), the
6 payment with respect to each such Closing Non-Cede Record Position shall be made by the
7 Settlement Administrator from the Net Settlement Fund directly to the record owner of each
8 Closing Non-Cede Record Position in an amount equal to the Per-Share Recovery times the number
9 of shares of Hansen common stock comprising such Closing Non-Cede Record Position.

10 v. For the avoidance of doubt, to the extent that any record owner, any
11 DTC Participants, or their respective customers, including any intermediaries, took or permitted
12 actions that had the effect of increasing the number of shares of Hansen common stock entitled to
13 payment of the Merger Consideration, whether through permitting naked short-selling or the cash
14 settlement of short positions or through any other means ("**Increased Merger Consideration**
15 **Entitlements**"), such record owner, DTC Participants, or their respective customer (including
16 intermediaries) shall be responsible for paying to the ultimate beneficial owners of such Increased
17 Merger Consideration Entitlements an amount equal to the Per-Share Recovery times the number
18 of the Increased Merger Consideration Entitlements.

19 vi. For the avoidance of doubt, a person or entity who acquired shares
20 of Hansen common stock on or before July 27, 2016 but had not settled those shares at the Merger's
21 Closing ("**Non-Settled Shares**") shall be treated as an Eligible Beneficial Owner with respect to
22 those Non-Settled Shares (except for the Excluded Shares), and a person who sold those Non-
23 Settled Shares on or before July 27, 2016 shall not be treated as an Eligible Beneficial Owner with
24 respect to those Non-Settled Shares.

25 vii. Payment from the Net Settlement Fund made pursuant to and in the
26 manner set forth above shall be deemed conclusive of compliance with this Stipulation.

27 viii. Defendants and any other Excluded Stockholder shall not have any
28 right to receive any part of the Settlement Fund for his, her, or its own account(s) (*i.e.*, accounts in

1 which he, she or it holds a proprietary interest), or any additional amount based on any claim
2 relating to the fact that Settlement proceeds are being received by any other stockholder, in each
3 case under any theory, including but not limited to contract, application of statutory or judicial law,
4 or equity.

5 ix. In the event that any payment from the Net Settlement Fund is
6 undeliverable or in the event a check is not cashed by the stale date (*i.e.*, more than six months from
7 the check's issue date), the DTC Participants or the holder of a Closing Non-Cede Record Position
8 shall follow their respective policies with respect to further attempted distribution or escheatment.

9 x. California Co-Lead Counsel shall be responsible for supervising the
10 administration of the Settlement and the disbursement of the Net Settlement Fund subject to
11 California Court approval. California Co-Lead Counsel believe that this proposed administration
12 and distribution represents a fair and efficient means of applying the settlement consideration
13 towards the resolution of all the claims and damages alleged in the Actions.

14 xi. The Net Settlement Fund shall be distributed to Eligible Class
15 Members only after the Effective Date of the Settlement and after: (a) all Administrative Costs,
16 including Notice Costs, and Taxes, and any Fee and Expense Award, have been paid from the
17 Settlement Fund or reserved; and (b) the California Court has entered an order authorizing the
18 specific distribution of the Net Settlement Fund (the "**Class Distribution Order**"). California Co-
19 Lead Counsel will apply to the California Court, on notice to Defendants' Counsel, for the Class
20 Distribution Order.

21 xii. Payment pursuant to the Class Distribution Order shall be final and
22 conclusive against all Class Members. Plaintiffs, Defendants, and Auris, as well as their respective
23 counsel, shall have no liability whatsoever for the investment or distribution of the Settlement Fund
24 or the Net Settlement Fund, the determination, administration, or calculation of any payment from
25 the Net Settlement Fund, the nonperformance of the Settlement Administrator or a nominee holding
26 shares on behalf of an Eligible Class Member, the payment or withholding of Taxes (including
27 interest and penalties) owed by the Settlement Fund, or any losses incurred in connection therewith.
28

1 xiii. All proceedings with respect to the administration of the Settlement
2 and distribution pursuant to the Class Distribution Order shall be subject to the exclusive
3 jurisdiction of the California Court.

4 (d) **Costs of Distribution**: California Co-Lead Counsel shall pay out of the
5 Account all Administrative Costs associated with the allocation and distribution of the Net
6 Settlement Fund (including the costs, if any, associated with escheat).

7 (e) **Investment and Disbursement of the Settlement Fund**:

8 i. The Settlement Fund deposited in accordance to Paragraph 2(b)
9 above shall be invested in instruments backed by the full faith and credit of the United States
10 Government or fully insured by the United States Government or an agency thereof, or if the yield
11 on such instruments is negative, in an account fully insured by the United States Government or an
12 agency thereof, and the proceeds of these instruments shall be reinvested as they mature in similar
13 instruments at then-current market rates. The Settlement Fund shall bear all risks related to
14 investment of the Settlement Fund and any proceeds thereof.

15 ii. The Settlement Fund shall not be disbursed except as provided in the
16 Stipulation or by an order of the California Court.

17 iii. The Settlement Fund shall be deemed and considered to be in
18 *custodial legis* of the California Court, and shall remain subject to the exclusive jurisdiction of that
19 Court, until such time as such funds shall be distributed in accordance to the Stipulation and/or
20 further order(s) of the California Court.

21 **III. SCOPE OF THE SETTLEMENT**

22 3. Upon the Effective Date, the Released Plaintiff Parties, Plaintiffs and all Class
23 Members, on behalf of themselves and their legal representatives, heirs, executors, administrators,
24 estates, predecessors, successors, predecessors-in-interest, successors-in-interest, and assigns, and
25 any person or entity acting for or on behalf of, or claiming under, any of them, shall thereupon be
26 deemed to have fully, finally and forever, released, settled and discharged the Released Defendant
27 Parties from and with respect to every one of the Released Plaintiffs' Claims, and shall thereupon
28 be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to

1 prosecute or pursuing in any fashion any Released Plaintiffs' Claims against any of the Released
2 Defendant Parties.

3 4. Upon the Effective Date, each of Released Defendant Parties, on behalf of
4 themselves and their legal representatives, heirs, executors, administrators, estates, predecessors,
5 successors, predecessors-in-interest, successors-in-interest, and assigns, and any person or entity
6 acting for or on behalf of, or claiming under, any of them, shall thereupon be deemed to have fully,
7 finally and forever, released, settled and discharged the Released Plaintiff Parties from and with
8 respect to every one of the Released Defendants' Claims, and shall thereupon be forever barred and
9 enjoined from commencing, instituting or prosecuting or pursuing in any fashion any of the
10 Released Defendants' Claims against any of the Released Plaintiff Parties.

11 5. The contemplated releases given by the Settling Parties in this Stipulation extend to
12 Released Plaintiffs' Claims and Released Defendants' Claims (collectively, "**Released Claims**")
13 that the Settling Parties did not know or suspect to exist at the time of the release, which if known,
14 might have affected the decision to enter into this Stipulation.

15 6. Regarding the Released Claims, the Settling Parties shall be deemed to have waived
16 all provisions, rights, and benefits conferred by any law of the United States, any law of any state,
17 or principle of common law which governs or limits a person's release of Unknown Claims to the
18 fullest extent permitted by law, and to have relinquished, to the full extent permitted by law, the
19 provisions, rights, and benefits of Section 1542 of the California Civil Code, which provides:

20 A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR
21 OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR
22 HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF
23 KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER
24 SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

25 7. For the avoidance of doubt, upon the occurrence of the Effective Date, Defendants
26 shall be dismissed with prejudice from the Actions regarding all Class Members (including
27 Plaintiffs) without the award of any damages, costs, or fees or the grant of further relief except for
28 the payments provided in Paragraphs 2(a)-(b).

1 **IV. SUBMISSION OF THE SETTLEMENT TO THE COURT FOR APPROVAL**

2 8. As soon as practicable after execution of this Stipulation, Plaintiffs shall (i) apply to
3 the California Court for entry of an Order in the form attached hereto as **Exhibit A** (the
4 **“Preliminary Approval Order”**), providing for, among other things: (a) the preliminary approval
5 of the Settlement; (b) dissemination by mail of the Notice of Pendency and Proposed Settlement of
6 Class Action (the **“Long-Form Notice”**), substantially in the form attached hereto as **Exhibit B**;
7 (c) the publication of the Summary Notice of Pendency and Proposed Settlement of Class Action
8 with Defendants (the **“Publication Notice”**), substantially in the form attached hereto as
9 **Exhibit C**;¹ and (d) the scheduling of the Final Approval Hearing to consider: (1) the proposed
10 Settlement, (2) the request that the Judgment be entered in all material respects in the form attached
11 hereto as **Exhibit D**, (3) California Co-Lead Counsel’s and Delaware Lead Counsel’s application
12 for an award of attorneys’ fees and expenses, and (4) any objections to any of the foregoing; and
13 (ii) take all reasonable and appropriate steps to seek and obtain entry of the Preliminary Approval
14 Order.

15 9. Plaintiffs shall request at the Final Approval Hearing that the California Court
16 approve the Settlement and enter the Judgment.

17 10. The Settling Parties shall take all reasonable and appropriate steps to obtain Final
18 entry of the Judgment in all material respects in the form attached hereto as **Exhibit D**.

19 11. Notwithstanding the fact that the Effective Date of the Settlement has not yet
20 occurred, California Co-Lead Counsel may pay from the Initial Notice Costs Payment, without
21 further approval from Defendants or their insurers or further order of the Court, all Initial Notice
22 Costs actually incurred and paid or payable. Notice shall be provided in accordance with the
23 Preliminary Approval Order. Plaintiffs shall retain a Settlement Administrator to disseminate
24 Notice and for the disbursement of the Net Settlement Fund to Eligible Class Members.

25 **V. CONDITIONS OF SETTLEMENT**

26
27
28 _____
¹ Collectively, the Long-Form Notice and Publication Notice shall be referred to as the **“Notice.”**

1 12. The Effective Date of the Settlement shall be deemed to occur on the occurrence or
2 waiver of all of the following events, which the Settling Parties shall use their best efforts to
3 achieve:

4 (a) the California Court's entry in the Consolidated California Action of the
5 Preliminary Approval Order in all material respects in the form attached hereto as **Exhibit A**;

6 (b) the California Court's entry in the Consolidated California Action of the
7 Judgment in all material respect in the form attached hereto as **Exhibit D**;

8 (c) the Judgment becoming Final;

9 (d) The Consolidated Delaware Action being dismissed in its entirety with
10 prejudice, and that dismissal being Final; and

11 (e) the full amount of the \$7,500,000 Settlement Payment having been paid into
12 the Account in accordance with Paragraph 2(b) above.

13 13. Upon the occurrence of the Effective Date, any and all remaining interest or right of
14 Defendants in or to the Settlement Fund, if any, shall be absolutely and forever extinguished and
15 the Releases herein shall be effective. Further, in the event that any amount of the Initial Notice
16 Costs Payment remains after the payment of all Notice Costs, such unused amount shall be returned
17 to the insurers or any other person who paid any portion of the Initial Notice Costs Payment.

18 **VI. ATTORNEYS' FEES AND EXPENSES; INCENTIVE AWARDS**

19 14. California Co-Lead Counsel and Delaware Lead Counsel will apply to the California
20 Court for an award of attorneys' fees in an amount not to exceed 1/3 of the Settlement Fund and up
21 to \$250,000.00 for the reimbursement of litigation expenses, to be paid solely from the Settlement
22 Fund (the "**Fee Application**"). Neither California Co-Lead Counsel's nor Delaware Lead
23 Counsel's Fee Application are or will be the subject of any agreement between Defendants and
24 Plaintiffs or any of their respective counsel, other than what is set forth in this Stipulation.

25 15. An amount equal to the Fee and Expense Award shall be payable to California Co-
26 Lead Counsel from the Settlement Fund immediately upon the occurrence of the Effective Date.

27 16. The disposition of the Fee Application is not a material term of this Stipulation, and
28 it is not a condition of this Stipulation that such application be granted. The Fee Application may

1 be considered separately from the proposed Stipulation. Any disapproval or modification of the
2 Fee Application by the California Court or on appeal shall not affect or delay the enforceability of
3 this Stipulation, provide any of the Settling Parties with the right to terminate the Settlement, or
4 affect or delay the binding effect or finality of the Judgment and the release of the Released
5 Plaintiffs' Claims. Final resolution of the Fee Application shall not be a condition to the dismissal,
6 with prejudice, of the Actions as to Defendants or effectiveness of the releases of the Released
7 Plaintiffs' Claims.

8 17. California Co-Lead Counsel and Delaware Lead Counsel shall allocate the
9 attorneys' fees awarded amongst Plaintiffs' counsel in a manner which they, in good faith and in
10 their sole discretion, determine and believe is fair and equitable. California Co-Lead Counsel and
11 Delaware Lead Counsel, in consultation with their clients, shall be solely responsible for
12 determining the allocation of any fees and expenses paid to Plaintiffs' counsel in the Actions.
13 Defendants and their counsel shall have no responsibility, authority, or liability with respect to the
14 allocation of any fee and expense award among Plaintiffs' counsel in the Actions.

15 18. Based on the substantial benefits that Plaintiffs have achieved for the Class through
16 their prosecution of the Actions, Plaintiffs' Counsel intends to seek the California Court's approval
17 for awards for each of the Plaintiffs, in an amount not to exceed \$1,000 for each Plaintiff (the
18 "**Incentive Awards**"). Defendants have agreed not to oppose a request for such Incentive Awards
19 that does not exceed \$6,000 in total. The Incentive Awards shall be paid out of the Fee and Expense
20 Award, if any, awarded to Plaintiffs' Counsel by the California Court.

21 **VII. STAY PENDING COURT APPROVAL**

22 19. The Settling Parties agree not to initiate any proceedings related to the Actions or
23 prosecution of the Actions against Defendants other than those incident to the Settlement itself
24 pending the occurrence of the Effective Date. The Settling Parties also agree to use their reasonable
25 best efforts to seek the stay and dismissal of, and to oppose entry of any interim or final relief in
26 favor of any Class Member in any other proceedings which challenge the Settlement or the Merger
27 or otherwise assert or involve the commencement or prosecution of any Released Plaintiffs' Claim,
28

1 either directly, representatively, derivatively, or in any other capacity, against any Released
2 Defendant Party.

3 20. The Settling Parties will request the California Court to order (in the Preliminary
4 Approval Order) that, pending final determination of whether the Settlement should be approved,
5 Plaintiffs and all Class Members are barred and enjoined from commencing, prosecuting,
6 instigating, or in any way participating in the commencement or prosecution of any Released
7 Plaintiffs' Claim, either directly, representatively, derivatively, or in any other capacity, against
8 any Released Defendant Party.

9 **VIII. TAXES**

10 21. The Settling Parties agree that the Settlement Fund together with all interest earned
11 on the Settlement Fund is intended to be a "qualified settlement fund" within the meaning of Treas.
12 Reg. § 1.468B-1. The Settlement Administrator shall timely make such elections as necessary or
13 advisable to carry out the provisions of this Article VIII, including, if necessary, the "relation-back
14 election" (as defined in Treas. Reg. § 1.468B-1(j)(2)) back to the earliest permitted date. Such
15 elections shall be made in compliance with the procedures and requirements contained in such
16 Treasury regulations promulgated under § 1.468B of the Internal Revenue Code of 1986. It shall
17 be the responsibility of the Settlement Administrator to timely and properly prepare and deliver the
18 necessary documentation for signature by all necessary parties, and thereafter to cause the
19 appropriate filing to occur, and send copies of such filings to all counsel for the parties in the
20 Actions.

21 22. The Settlement Administrator shall timely and properly file all informational and
22 other tax returns necessary or advisable with respect to the Settlement Fund (including, without
23 limitation, the returns described in Treas. Reg. § 1.468B-2(k)). Such returns (as well as the election
24 described in Paragraph 21 above) shall be consistent with this Article VIII and in all events shall
25 reflect that all taxes (including any estimated taxes, interest or penalties) on the income earned by
26 the Settlement Fund shall be paid out of the Settlement Fund as provided in Paragraph 23 below.

27 23. All taxes shall be paid timely out of the Settlement Fund, as directed and
28 administered by California Co-Lead Counsel and Delaware Lead Counsel, without further order of

1 the California Court. Any tax returns prepared for the Settlement Fund (as well as the election set
2 forth herein) shall be consistent with this Article VIII and in all events shall reflect that all taxes on
3 the income earned by the Settlement Fund shall be paid out of the Settlement Fund, as provided
4 herein, and shall be timely filed by the Settlement Administrator, who shall send copies of such
5 filings to counsel for all parties in the Actions. Any costs for the preparation of applicable tax
6 returns shall be paid from the Settlement Fund. Defendants and Released Defendant Parties shall
7 not bear any tax liability in connection with the Settlement Fund, including any liability for income
8 taxes owed by any Class Member by virtue of their receipt of payment from the Settlement Fund.

9 24. Defendants and their counsel agree to cooperate with California Co-Lead Counsel
10 and Delaware Lead Counsel, as responsible for overseeing the administration of the Settlement
11 Fund, and their tax attorneys, accountants and/or the Settlement Administrator, to the extent
12 reasonably necessary to carry out and accomplish the provisions of this Section and of this
13 Stipulation.

14 **IX. OPT-OUT RIGHTS**

15 25. Prospective members of the Class shall have the right to opt out of, and request
16 exclusion from, the Class and Settlement. Any prospective member of the Class who does not
17 timely and validly request exclusion from the Class and Settlement shall be a Class Member and
18 shall be bound by the terms of this Stipulation, the Settlement and Judgment. Any prospective
19 member of the Class who timely and validly requests exclusion from the Class and Settlement shall
20 be excluded from the Class and the Settlement.

21 26. The Notice shall describe the procedure whereby prospective members of the Class
22 may exclude themselves from the Class and Settlement, which shall, at a minimum, provide that
23 any such requests must be made in writing, no later than twenty-one (21) days prior to the Final
24 Approval Hearing, and mailed by First-Class Mail postmarked to the address designated in the
25 Notice.

1 **X. TERMINATION OF SETTLEMENT; EFFECT OF TERMINATION; EFFECT OF**
2 **PARTIAL APPROVAL OF SETTLEMENT**

3 27. Subject to Paragraph 29 below, if either (i) the California Court finally refuses to
4 enter the Judgment in any material respect or alters the Judgment in any material respect prior to
5 entry, or (ii) the California Court enters the Judgment but on or following appellate review, the
6 Judgment is modified or reversed in any material respect, the Settlement and this Stipulation shall
7 be canceled and terminated unless each of the Settling Parties to this Stipulation, within ten business
8 days from receipt of such ruling, agrees in writing with the other Settling Parties hereto to proceed
9 with this Stipulation and Settlement, including only with such modifications, if any, as to which all
10 other Settling Parties in their sole judgment and discretion may agree. In addition to the foregoing,
11 Plaintiffs shall have the right to cancel and terminate the Settlement and this Stipulation in the event
12 that the Settlement Payment is not timely paid in accordance with Paragraph 2(b) above. For
13 purposes of this paragraph, an intent to proceed shall not be valid unless it is expressed in a signed
14 writing. Neither a modification nor a reversal on appeal of the amount of fees, costs and expenses
15 awarded by the California Court to California Co-Lead Counsel and/or Delaware Lead Counsel
16 shall be deemed a material modification of the Judgment or this Stipulation.

17 28. In addition to the foregoing, and subject to Paragraph 29 below, Defendants shall
18 also have the option (which must be exercised unanimously by all Defendants with capacity to do
19 so), but not the obligation, to terminate the Settlement and render this Stipulation null and void in
20 the event that the aggregate number of shares of Hansen common stock held by persons or entities
21 who would otherwise be Eligible Class Members, but who timely and validly opt out of the Class
22 and Settlement pursuant to Paragraphs 25-26 above, exceeds the level (the “**Opt-Out Threshold**”)
23 as set forth in a separate agreement (the “**Supplemental Side Agreement**”) executed between
24 California Co-Lead Counsel, Delaware Lead Counsel and Defendants’ Counsel on behalf of their
25 respective clients. The Opt-Out Threshold may be disclosed to the Court for purposes of approval
26 of the Settlement set forth in this Stipulation, as may be required by the Court, but such disclosure
27 shall be carried out to the fullest extent possible in accordance with the practices of the Court so as
28 to maintain the confidentiality of the Supplemental Side Agreement.

1 29. If this Stipulation is disapproved, canceled, or terminated pursuant to its terms or
2 the Effective Date of the Settlement otherwise fails to occur, (i) Plaintiffs and Defendants shall be
3 deemed to have reverted to their respective litigation status immediately before the execution of
4 the **Stipulation**, they shall negotiate a new case schedule for both Actions in good faith, and they
5 shall proceed as if the Stipulation had not been executed and the related orders had not been entered;
6 (ii) all of their respective claims and defenses as to any issue in the Actions shall be preserved
7 without prejudice in any way; and (iii) the statements made in connection with the negotiations of
8 this Stipulation shall not be deemed to prejudice in any way the positions of any of the Settling
9 Parties with respect to the Actions, or to constitute an admission of fact of wrongdoing by any
10 Settling Party, shall not be used or entitle any Settling Party to recover any fees, costs, or expenses
11 incurred in connection with the Actions, and neither the existence of this Stipulation nor its contents
12 nor any statements made in connection with its negotiation or any settlement communications shall
13 be admissible in evidence or shall be referred to for any purpose in the Actions, or in any other
14 litigation or judicial proceeding.

15 **XI. MISCELLANEOUS PROVISIONS**

16 30. All of the exhibits attached hereto are incorporated by reference as though fully set
17 forth herein. Notwithstanding the foregoing, if a conflict or inconsistency exists between the terms
18 of this Stipulation and the terms of any exhibit attached hereto, the terms of the Stipulation shall
19 prevail.

20 31. Defendants warrant that, as to the payments made or to be made on behalf of them,
21 at the time of entering into this Stipulation and at the time of such payment they, or to the best of
22 their knowledge any persons or entities contributing to the payment of the Settlement Payment,
23 were not insolvent, nor will the payment required to be made by or on behalf of them render them
24 insolvent, within the meaning of and/or for the purposes of the United States Bankruptcy Code,
25 including §§ 101 and 547 thereof.

26 32. The Settling Parties intend this Stipulation and the Settlement to be a final and
27 complete resolution of all disputes asserted or which could be asserted by Plaintiffs and any other
28 Class Members against the Released Defendant Parties with respect to the Released Plaintiffs'

1 Claims. Accordingly, Plaintiffs and their counsel and Defendants and their counsel agree not to
2 assert in any forum that the Actions were brought by Plaintiffs or defended by Defendants (and/or
3 Auris), as well as their respective counsel, in bad faith or without a reasonable basis. The Settling
4 Parties agree that the amounts paid and the other terms of the Settlement were negotiated at arm's-
5 length and in good faith by the Settling Parties, including through a mediation process supervised
6 and conducted by Michelle Yoshida of Phillips ADR, and reflect the Settlement that was reached
7 voluntarily after extensive negotiations and consultation with experienced legal counsel, who were
8 fully competent to assess the strengths and weaknesses of their respective clients' claims or
9 defenses.

10 33. The Settling Parties and their counsel shall not make any accusations of wrongful
11 or actionable conduct by any Settling Party concerning the prosecution, defense, and resolution of
12 the Actions, and shall not otherwise suggest that the Settlement constitutes an admission of any
13 claim or defense alleged in the Actions.

14 34. The terms of the Settlement, as reflected in this Stipulation, may not be modified or
15 amended, nor may any of its provisions be waived except by a writing signed on behalf of all
16 Settling Parties (or their successors-in-interest).

17 35. The headings herein are used for the purpose of convenience only and are not
18 intended by the Settling Parties to, and shall not, have legal effect.

19 36. The administration and consummation of the Settlement as embodied in this
20 Stipulation shall be under the authority of the California Court, and that Court shall retain exclusive
21 jurisdiction for the purpose of entering orders providing for awards of attorneys' fees and expenses
22 to California Co-Lead Counsel and Delaware Lead Counsel, and enforcing the terms of this
23 Stipulation, including the distribution of the Net Settlement Fund to Class Members.

24 37. The waiver by one Party of any breach of this Stipulation by any other Party shall
25 not be deemed a waiver of any other prior or subsequent breach of this Stipulation.

26 38. This Stipulation and its exhibits constitute the entire agreement among the Settling
27 Parties concerning the Settlement and this Stipulation and its exhibits. All Parties acknowledge
28 that no other agreements, representations, warranties, or inducements have been made by any Party

1 hereto concerning this Stipulation or its exhibits other than those contained and memorialized in
2 such documents.

3 39. This Stipulation may be executed in one or more counterparts, including by
4 signature transmitted via facsimile, or by a .pdf/.tiff image of the signature transmitted via email.
5 All executed counterparts and each of them shall be deemed to be one and the same instrument.

6 40. This Stipulation shall be binding upon and inure to the benefit of the successors and
7 assigns of the Settling Parties, as well as the Released Plaintiff Parties and Released Defendant
8 Parties, and any corporation, partnership, or other entity into or with which any such party hereto
9 may merge, consolidate or reorganize.

10 41. The construction, interpretation, operation, effect and validity of this Stipulation and
11 all documents necessary to effectuate it shall be governed by the laws of the State of California
12 without regard to conflicts of laws.

13 42. Any action arising under or to enforce this Stipulation or any portion thereof shall
14 be commenced and maintained only in the California Court.

15 43. This Stipulation shall not be construed more strictly against one Settling Party than
16 another merely by virtue of the fact that it, or any part of it, may have been prepared by counsel for
17 one of the Settling Parties, it being recognized that it is the result of arm's-length negotiations
18 between the Settling Parties and that all Settling Parties have contributed substantially and
19 materially to the preparation of this Stipulation.

20 44. All counsel and all other persons executing this Stipulation and any of the exhibits
21 hereto, or any related Settlement documents, warrant and represent that they have the full authority
22 to do so and that they have the authority to take appropriate action required or permitted to be taken
23 pursuant to the Stipulation to effectuate its terms.

24 45. California Co-Lead Counsel, Delaware Lead Counsel and Defendants' Counsel
25 agree to cooperate fully with one another in seeking from the California Court the Preliminary
26 Approval Order, as embodied in this Stipulation, and to use best efforts to promptly agree upon and
27 execute all such other documentation as may be reasonably required to obtain final approval by the
28 California Court of the Settlement.

1 46. If any Settling Party is required to give notice to another Settling Party under this
2 Stipulation, such notice shall be in writing and shall be deemed to have been duly given upon receipt
3 of hand delivery or facsimile or email transmission, with confirmation of receipt. Notice shall be
4 provided as follows:

5 If to Plaintiffs, California Co-Lead
6 Counsel and/or Delaware Lead
7 Counsel:

MONTEVERDE & ASSOCIATES PC
Attn: Juan E. Monteverde, Esq.
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, NY 10118
Tel.: (212) 971-1341
Fax: (212) 601-2610
Email: jmonteverde@monteverdelaw.com

WOLF POPPER LLP
Attn: Carl Stine, Esq.
845 Third Avenue
New York, NY 10022
Tel.: (212) 759-4600
Fax: (212) 486-2093
Email: cstine@wolfdpopper.com

14 If to Defendants:

ORRICK, HERRINGTON & SUTCLIFFE LLP
Attn: Alexander K. Talarides, Esq.
The Orrick Building
405 Howard Street
San Francisco, CA 94105
Tel: (415) 773-5700
Fax: (415) 773-5759
Email: atarides@orrick.com

WILLKIE FARR & GALLAGHER LLP
Attn: Benjamin P. McCallen, Esq.
787 Seventh Avenue
New York, NY 10019
Tel.: (212) 728-8182
Fax: (212) 728-9182
Email: bmccallen@willkie.com

24 If to Auris:

ROPES & GRAY LLP
Attn: Martin J. Crisp, Esq.
1211 Avenue of the Americas
New York, NY 10036-8704
Tel.: (212) 596-9000
Fax: (212) 596-9090
Email: martin.crisp@ropesgray.com

1 47. Except as otherwise provided herein, each Settling Party shall bear its own costs.

2 48. Whether or not the Stipulation is approved by the California Court and whether or
3 not the Stipulation is consummated, or the Effective Date occurs, the Settling Parties and their
4 counsel shall use their best efforts to keep all negotiations, discussions, acts performed, agreements,
5 drafts, documents signed and proceedings in connection with the Stipulation confidential.

6 49. All agreements made and orders entered during the course of the Actions relating to
7 the confidentiality of information shall survive this Settlement and be continuing, as limited only
8 by the requirements of applicable California and Delaware law.

9 50. No opinion or advice concerning the tax consequences of the proposed Settlement
10 to individual Class Members is being given or will be given by the Settling Parties or their counsel;
11 nor is any representation or warranty in this regard made by virtue of this Stipulation. Each Class
12 Member's tax obligations, and the determination thereof, are the sole responsibility of the Class
13 Member, and it is understood that the tax consequences may vary depending on the particular
14 circumstances of each individual Class Member.

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1 DATED: February 5, 2019

MONTEVERDE & ASSOCIATES PC

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3 _____
4 David E. Bower (SBN 119546)
5 600 Corporate Pointe, Suite 1170
6 Culver City, CA 90230
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8 Fax: (212) 202-7880

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7 Juan E. Monteverde
8 The Empire State Building
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FARUQI & FARUQI, LLP

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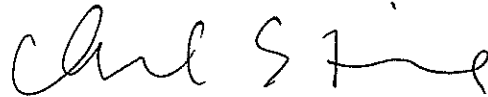
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*Counsel for Plaintiff Melvin Lax and Co-Lead
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Lead Counsel for the Delaware Plaintiffs

1 DATED: February 5, 2019

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11
12 DATED: February 5, 2019

ROPES & GRAY LLP



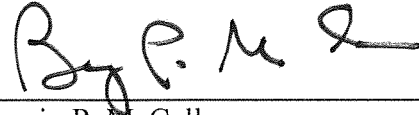
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Pineco Acquisition Corp., and Hansen Medical, Inc.*

1 DATED: February 5, 2019

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EXHIBIT “A”

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8 [additional counsel appear on signature page]

9 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
10 **COUNTY OF SANTA CLARA**

11	_____)	
12	IN RE HANSEN MEDICAL, INC)	Lead Case No. 16-CV-294288
13	SHAREHOLDER LITIGATION)	
14	_____)	<u>CLASS ACTION</u>
15	This Document Relates To:)	Assigned to: Judge Brian C. Walsh
16	ALL ACTIONS)	[PROPOSED] ORDER GRANTING
17)	PRELIMINARY APPROVAL OF CLASS
18	_____)	ACTION SETTLEMENT AND
)	PROVIDING FOR NOTICE

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1 WHEREAS, the plaintiffs (“Plaintiffs”) and the defendants (“Defendants”) in the above-
2 entitled action (the “Action”), and certain other parties including those in the consolidated action
3 pending in the Court of Chancery for the State of Delaware, captioned *In re Hansen Medical, Inc.*
4 *Stockholders Litigation*, C.A. No. 12316-VCMR, entered into a Stipulation and Agreement of
5 Settlement, Compromise, and Release dated February 5, 2019, (the “Stipulation” or “Settlement”),¹
6 which is subject to review by this Court and which, together with the Exhibits thereto, sets forth the
7 terms and conditions for the Settlement of the claims in the Action; and the Court having read and
8 considered the Stipulation and the accompanying documents; and the Parties having consented to
9 the entry of this Order;

10 IT IS HEREBY ORDERED that:

11 1. Pursuant to §382 of the California Code of Civil Procedure, the Court preliminarily
12 certifies, for purposes of effectuating the Settlement only, a Class of all record and beneficial owners
13 and holders of Hansen common stock, as of July 27, 2016, including any and all of their respective
14 successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees,
15 executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any
16 person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together
17 with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns, but
18 excluding: (i) Defendants, their Immediate Family, and any trust or other entity affiliated with or
19 controlled by any Defendant, other than employees of such entities who were not directors or
20 officers of such entities as of the Closing; and (ii) any and all record and beneficial owners of Hansen
21 common stock who exercised their appraisal rights under Section 262 of the General Corporation
22 Law of the State of Delaware.

23 2. With respect to the Class, and solely for purposes of effectuating the Settlement, this
24 Court finds and concludes that: (a) the members of the Class are so numerous that joinder of all
25 Class Members in the Action is impracticable; (b) there are questions of law and fact common to
26 the Class which predominate over any individual questions; (c) the claims of the Plaintiffs are
27 typical of the claims of the Class; (d) Plaintiffs and their counsel have fairly and adequately

28 _____
¹ All capitalized terms herein have the same meanings as defined in the Stipulation, unless otherwise stated.

1 represented and protected the interests of all the Class Members; and (e) a class action is superior
2 to other methods for the fair and efficient adjudication of the matter.

3 3. The Court preliminarily finds and concludes that the Settlement as set forth in the
4 Stipulation results from arm's-length settlement negotiations, including mediation under the
5 direction of an experienced mediator, Michelle Yoshida of Phillips ADR, and is sufficiently fair,
6 reasonable, and adequate to warrant providing notice of the Settlement to the Class. As a result, the
7 Court preliminarily approves the Settlement and adopts the terms of the Stipulation for the purpose
8 of this Order Granting Preliminary Approval of Class Action Settlement and Providing for Notice
9 (the "Order").

10 4. A hearing (the "Settlement Hearing") shall be held before the Court on
11 _____ 2019, at : .m., in Department 1 of the Superior Court of the State of
12 California, County of Santa Clara, located at 191 North First Street San Jose, CA 95113 to
13 determine:

14 (a) whether the Settlement should be finally approved by the Court as fair,
15 reasonable, and adequate;

16 (b) whether the Order and Judgment attached as Exhibit D to the Stipulation
17 should be entered in all material respects;

18 (c) whether the proposed plan of distribution should be approved; and

19 (d) whether the Court should approve the award of Plaintiffs' Counsel's attorneys'
20 fees and expenses (the "Fee Application"), and incentive awards of up to \$1,000 for each
21 Plaintiff, for their time, effort and service in representing the Class in this Action and the
22 Consolidated Delaware Action (the "Incentive Awards").

23 5. Any moving papers filed in support of the final approval of the Settlement, the plan
24 of distribution, the Fee Application, or Incentive Awards, or Plaintiff service awards shall be filed
25 at least fourteen (14) calendar days prior to the deadline for objections reflected in ¶13 herein. All
26 reply papers shall be filed at least seven (7) calendar days prior to the Settlement Hearing.

27 6. The Court may adjourn or continue the Settlement Hearing or any part thereof,
28 without further notice of any kind to the Class.

1 7. The Court may approve the Settlement at or after the Settlement Hearing with such
2 modification as may be consented to by the Parties to the Stipulation and without further notice to
3 the Class.

4 8. Plaintiffs' Counsel are hereby authorized to retain the firm of Epiq Class Action &
5 Claims Solutions, Inc. ("Claims Administrator") to supervise and administer the notice procedure
6 as well as the processing of claims as more fully set forth below:

7 (b) Within fourteen (14) calendar days of the date of this Order (the "Notice
8 Date"), the Claims Administrator shall cause a copy of the Long-Form Notice, substantially
9 in the form annexed as Exhibit B to the Stipulation, to be mailed, by First-Class Mail, postage
10 prepaid, to all members of the Class who can be identified with reasonable effort;

11 (c) Within seven (7) calendar days of the Notice Date, the Claims Administrator
12 shall cause the Publication Notice, substantially in the form annexed as Exhibit C hereto, to
13 be published once over the Business Wire;

14 (d) Within fourteen (14) calendar days of the Notice Date, the Claims
15 Administrator shall post on www.HansenMedicalLitigation.com, the Stipulation and Notice;

16 (e) Within two (2) business days of filing, the Claims Administrator shall post on
17 www.HansenMedicalLitigation.com Plaintiffs' motion for final approval of the Settlement,
18 plan of distribution; and Fee Application and request for Incentive Awards; and

19 (f) At least seven (7) days prior to the Settlement Hearing, Plaintiffs' Counsel
20 shall serve on Defendants' Counsel and file with the Court proof, by affidavit or declaration,
21 of such mailing and publication.

22 10. The Court approves, in form and content, the Long-Form Notice, and the Publication
23 Notice, substantially in the forms annexed as Exhibits B and C to the Stipulation, and finds that the
24 giving of notice as specified herein meets the requirements of the California Code of Civil Procedure
25 and due process, is the best notice practicable under the circumstances, including individual notice
26 to all Class Members who can be identified through reasonable efforts, and shall constitute due and
27 sufficient notice to all persons and entities entitled to receive notice.

28 12. All Class Members shall be bound by all determinations, releases and judgments in

1 this Action, whether favorable or unfavorable, and regardless of whether such Persons seek or obtain
2 by any means, any distribution from the Settlement Fund or Net Settlement Fund, unless they
3 request exclusion from the Class in a timely and proper manner, as hereinafter provided. A Class
4 Member wishing to make such request shall, no later than twenty-one (21) calendar days prior to
5 the Settlement Hearing, mail a request for exclusion in written form by First-Class Mail postmarked
6 to the address designated in the Notice. Such request for exclusion shall indicate the name, address
7 and telephone number of the Person seeking exclusion, that the Person requests to be excluded from
8 the Class, and must be signed by such Person. Such Persons requesting exclusion must also state
9 the number of shares of Hansen common stock they held or owned as of July 27, 2016, the date of
10 the consummation of the Merger. The request for exclusion shall not be effective unless it is made
11 in writing within the time stated above, and the exclusion is accepted by the Court. Class Members
12 requesting exclusion from the Class shall not be entitled to receive any payment out of the Net
13 Settlement Fund as described in the Stipulation and Notice. Upon receiving any request for
14 exclusion, Plaintiffs' Counsel or the Claims Administrator shall promptly, and in no case later than
15 fifteen (15) calendar days prior to the Settlement Hearing, notify Defendants' Counsel of such
16 request for exclusion and provide copies of such request for exclusion and any documentation
17 accompanying it by email.

18 13. The Court will consider objections to the Settlement, the plan of distribution, the
19 request for Incentive Awards to Plaintiffs for their representation of the Class, and/or the Fee
20 Application. Any person wanting to object may do so in writing. Such objections and any
21 supporting papers, accompanied by proof of Class membership, shall be filed with the Clerk of the
22 Court, Superior Court of the State of California, County of Santa Clara, 191 North First Street San
23 Jose, CA 95113, and copies of all such papers served such that they are received no later than
24 twenty-one (21) calendar days prior to the Settlement Hearing, upon the following: Juan
25 Monteverde, Esq., 350 Fifth Avenue, Suite 4405, New York, NY 10118, on behalf of the Plaintiffs
26 and the Class. Persons who object in writing to the Settlement, the plan of distribution, the Fee
27 Application and/or the request for Incentive Awards to Plaintiffs for representing the Class and
28 desire to present evidence at the Settlement Hearing must include in their written objections copies

1 of any exhibits they intend to introduce into evidence at the Settlement Hearing. If an objector hires
2 an attorney to represent him, her, or it for the purposes of making an objection, the attorney must
3 both effect service of a notice of appearance on counsel listed above and file it with the Court by no
4 later than twenty-one (21) calendar days prior to the Settlement Hearing. A Class Member who
5 files a written objection does not have to appear at the Settlement Hearing for the Court to consider
6 his, her or its objection. Any member of the Class who does not make his, her, or its objection in
7 the manner provided shall be deemed to have waived such objection and shall be foreclosed from
8 making any objection to the fairness or adequacy of the Settlement set forth in the Stipulation, to
9 the plan of distribution, and to the award of attorneys' fees and expenses to Plaintiffs' Counsel and
10 incentive awards to Plaintiffs for their representation of the Class, unless the Court orders otherwise.

11 14. No Person that is not a Class Member or counsel to the Plaintiffs shall have any right
12 to any portion of, or in the distribution of, the Settlement Fund unless otherwise ordered by the
13 Court or otherwise provided in the Stipulation.

14 15. All funds held in the account maintained by California Co-Lead Counsel and into
15 which the Settlement Payment shall be deposited (the "Account") shall be deemed and considered
16 to be in *custodia legis*, and shall remain subject to the jurisdiction of the Court, until such time as
17 such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

18 16. Neither the Released Defendant Parties nor their counsel shall have any responsibility
19 for the plan of distribution or any application for attorneys' fees and expenses submitted by
20 Plaintiffs' Counsel, or the Incentive Awards requested by Plaintiffs and such matters will be
21 considered separately from the fairness, reasonableness, and adequacy of the Settlement.

22 17. If the Settlement, including any amendment made in accordance with the Stipulation,
23 is not approved by the Court, is terminated in accordance with the Stipulation, or shall not become
24 effective for any reason whatsoever, the Settlement and Stipulation (including any modification
25 thereof), and any action taken or to be taken in connection therewith (including this Order and any
26 judgment entered herein) shall be terminated and shall become null and void and of no further force
27 and effect except that neither Plaintiffs nor any of their counsel shall have any obligation to repay
28 any Administrative Costs.

1 18. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations,
2 discussions, or proceedings connected with it, nor any act performed or document executed pursuant
3 to or in furtherance of the Stipulation or the Settlement, may be construed as an admission or
4 concession by the Released Defendant Parties or Released Plaintiff Parties of the truth of any of the
5 allegations in the Action, or of any liability, fault, or wrongdoing of any kind.

6 19. The Court retains jurisdiction over all proceedings arising out of or related to the
7 Stipulation and/or the Settlement.

8 20. All proceedings in the Action, other than proceedings as may be necessary to carry
9 out the terms and conditions of the Settlement, are hereby stayed and suspended until further order
10 of this Court.

11 21. Without further order of the Court, the Parties may agree to reasonable extensions of
12 time to carry out any of the provisions of this Order or the Stipulation.

13 22. If the Settlement provided for in the Stipulation shall be approved by the Court
14 following the Settlement Hearing, a Judgment shall be entered as described in the Stipulation.

15 23. Pending final determination of whether the Settlement should be finally approved,
16 neither the Plaintiffs, nor any Class Member, directly or indirectly, representatively, or in any other
17 capacity, shall commence, prosecute, or participate in the commencement or prosecution of any
18 Released Plaintiffs' Claim against any Released Defendant Party.

19
20 **IT IS SO ORDERED.**

21
22 Dated: _____

HONORABLE BRIAN C. WALSH
JUDGE OF THE SUPERIOR COURT

23
24
25 Submitted by:

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Counsel for Plaintiffs and the Class*

EXHIBIT “B”

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7 *Attorneys for Plaintiffs*

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
9 **COUNTY OF SANTA CLARA**

10 _____)
11 IN RE HANSEN MEDICAL, INC)
12 SHAREHOLDER LITIGATION)

Lead Case No. 16-CV-294288

13 CLASS ACTION

14 _____)
15 This Document Relates To:)

Assigned to: Judge Brian C. Walsh

16) **NOTICE OF PENDENCY OF CLASS**
17) **ACTION, PROPOSED SETTLEMENT,**
18) **SETTLEMENT HEARING AND RIGHT**
19) **TO APPEAR**

20 ALL ACTIONS)
21 _____)

22 **NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED SETTLEMENT,**
23 **SETTLEMENT HEARING AND RIGHT TO APPEAR**

24 TO: RECORD AND BENEFICIAL HOLDERS OF HANSEN MEDICAL, INC. (“HANSEN
25 MEDICAL”) COMMON STOCK DURING AS OF JULY 27, 2016, THE DATE OF THE
26 CONSUMMATION OF HANSEN MEDICAL’S MERGER WITH AURIS SURGICAL
27 ROBOTICS, INC. (THE “MERGER”), INCLUDING ANY AND ALL OF THEIR
28 RESPECTIVE SUCCESSORS-IN-INTEREST, SUCCESSORS, PREDECESSORS-IN-
INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS,
ADMINISTRATORS, ESTATES, HEIRS, ASSIGNS AND TRANSFEREES,
IMMEDIATE AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON
BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM,
TOGETHER WITH THEIR PREDECESSORS-IN-INTEREST, PREDECESSORS,
SUCCESSORS-IN-INTEREST, SUCCESSORS, AND ASSIGNS (THE “CLASS”).

NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED SETTLEMENT, SETTLEMENT HEARING AND
RIGHT TO APPEAR

1 PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THE PARTIES TO A
2 SHAREHOLDER CLASS ACTION SUIT CONCERNING THE MERGER HAVE AGREED TO
3 A PROPOSED SETTLEMENT AND YOU MAY BE ENTITLED TO COMPENSATION. YOUR
4 RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS LITIGATION AND
5 THE PROPOSED SETTLEMENT. IF THE COURT APPROVES THE PROPOSED
6 SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS,
7 REASONABLENESS AND ADEQUACY OF THE PROPOSED SETTLEMENT AND FROM
8 PURSUING THE SETTLED CLAIMS (DEFINED HEREIN).

9 IF YOU HELD HANSEN MEDICAL COMMON STOCK FOR THE BENEFIT OF ANOTHER,
10 PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

11 I. PURPOSE OF NOTICE

12 Pursuant to an Order of the Superior Court of California for Santa Clara County (the
13 “Court”) dated _____, 2019, and further pursuant to California Code of Civil
14 Procedure (“CCP”) Section 382, this Notice is to inform you of (i) the Court’s determination to
15 provisionally certify the above-captioned action (“Action”) pursuant to CCP § 382, (ii) the proposed
16 settlement of the Action (the “Settlement”) as provided for in a Stipulation and Agreement of
17 Settlement, Compromise, and Release (the “Stipulation”) dated as of February 5, 2019, and (iii)
18 your right to participate in a hearing to be held on _____, 2019 at ____m.,
19 before the Court at Department 1 of the Superior Court of the State of California, County of Santa
20 Clara, located at 191 North First Street San Jose, CA 95113 (the “Settlement Hearing”) to determine
21 whether the Court should (i) finally certify the Action pursuant to CCP § 382, (ii) certify plaintiffs
22 David Simonson, Joseph Liu, Howard Huggins, Melvin Lax, Windward Venture Partners, LP, John
23 Muir and Dawn Stevens-Juhl (“Plaintiffs”) in the Action as representatives of the Class, (iii) approve
24 the Settlement as fair, reasonable, adequate and in the best interests of the Class, including the
25 releases provided therein, and (iv) consider the attorneys’ fees and expenses to be paid to Plaintiffs’
26 Counsel and incentive awards to the Plaintiffs.

27 This Notice describes the rights you may have in the Action and pursuant to the Stipulation
28 and what steps you may take, but are not required to take, in relation to the Settlement.

29 If the Court approves the Settlement, the parties will ask the Court at the Settlement Hearing
30 to enter an Order and Final Judgment dismissing the Action with prejudice in accordance with the
31 terms of the Stipulation.

32 **THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE**
33 **COURT. IT IS BASED ON STATEMENTS OF THE PARTIES AND SHOULD NOT BE**
34 **UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE**
35 **MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.**

36 II. BACKGROUND

37 Hansen Medical, Inc. (“Hansen Medical” or the “Company”) was a Delaware corporation,
38 headquartered in California, that designed, developed, and marketed medical robotics. Auris
Surgical Robotics, Inc. (now known as Auris Health, Inc.) (“Auris”) is a private medical robotics

1 company whose Chief Executive Officer (“CEO”) and co-founder, Fred Moll, had also been the
2 CEO and co-founder of Hansen Medical. On April 19, 2016, Hansen Medical entered into a
3 definitive merger agreement to be acquired for \$4.00 per share in cash (the “Merger Price”) by Auris
(the “Merger”).

4 This litigation challenged the fairness of the 2016 sale of Hansen Medical to Auris alleging
5 that the Merger was the product of a severely conflicted and flawed sales process and that resulted
6 in Hansen Medical’s minority shareholders receiving an inadequate price for their Hansen Medical
7 stock and, further, that the flawed sales process was controlled by a group of insider stockholders,
8 who collectively held 64 percent of the voting power of Hansen Medical (the “Stockholder
9 Defendants”), and who secured approval of the merger without obtaining a fully informed, un-
10 coerced majority vote of Hansen Medical’s other minority stockholders.

11 After the Merger was publicly announced, between April 25, 2016 and June 21, 2016, seven
12 related actions were filed in the Santa Clara County Superior Court of the State of California (the
13 “California Court”) and in the Court of Chancery of the State of Delaware (the “Delaware Court”),
14 by stockholders of Hansen Medical alleging, among other things, that Board of Directors of Hansen
15 Medical the (“Director Defendants”) and Stockholder Defendants had breached fiduciary duties to
16 the Company’s minority stockholders in connection with the acquisition of Hansen Medical by
17 Auris, that Auris had aided and abetted those alleged breaches of fiduciary duty, and that, as a
18 consequence thereof, the Company’s minority stockholders suffered damages.

19 The related actions filed in the California Court, and their filing dates, are as follows: (i) *Liu*
20 *v. Hansen Medical, Inc., et al.*, No. 16CV294288, filed on April 25, 2016; (ii) *Stevens-Juhl v.*
21 *Hansen Medical, Inc., et al.*, No. 16CV294354, filed on April 26, 2016; (iii) *Huggins v. Hansen*
22 *Medical, Inc., et al.*, No. 16 CV294552, filed on May 2, 2016; (iv) *Lax v. Hansen Medical, Inc., et*
23 *al.*, No. 16CV294858, filed on May 6, 2016; and (v) *Simonson v. Hansen Medical, Inc., et al.*, No.
24 16CV294862, filed on May 6, 2016 (collectively, the “Related California Actions”). The Plaintiffs
25 who filed the Related California Actions are referred to herein as the “California Plaintiffs.”

26 The related actions filed in the Delaware Court, and their filing dates, are as follows: (i)
27 *Windward Venture Partners, LP v. Hansen Medical, Inc., et al.*, C.A. No. 12316, filed on May 10,
28 2016; and (ii) *Muir v. Hansen Medical, Inc., et al.*, C.A. No. 12490, filed on June 21, 2016
(collectively, the “Related Delaware Actions”). The Plaintiffs who filed the Related Delaware
Actions are referred to herein as the “Delaware Plaintiffs.”

On May 16, 2016, the California Court entered an Order granting the request of Plaintiff
Stevens-Juhl to dismiss her Related California Action without prejudice, and on June 21, 2016, the
California Court entered an Order consolidating the remaining Related California Actions under the
caption *In re Hansen Medical, Inc. Shareholder Litigation*, Lead Case No. 16CV294288 (the
“Consolidated California Action”), and appointing Faruqi & Faruqi, LLP, Brodsky & Smith LLC
and Milberg LLP as co-lead counsel for the California Plaintiffs in the Consolidated California
Action (collectively, the “California Co-Lead Counsel”).

On July 11, 2016, the Delaware Court entered an Order consolidating the Related Delaware
Actions under the caption *In re Hansen, Inc. Stockholders Litigation*, C.A. No. 12316-VCMR (the

1 “Consolidated Delaware Action”), and appointing Wolf Popper LLP as lead counsel for the
2 Delaware Plaintiffs in the Consolidated Delaware Action (“Delaware Lead Counsel”).

3 On July 12, 2016, the California Plaintiffs filed a motion for preliminary injunction in the
4 Consolidated California Action seeking to enjoin the Merger. The California Plaintiffs engaged in
5 discovery in support of their motion for preliminary injunction, including the review of confidential
6 Company documents related to the Merger. The California Plaintiffs also took the deposition of
7 Defendant Christopher P. Lowe, who was at that time Hansen’s interim Chief Financial Officer and
a member of the Company’s Board of Directors. The Delaware Plaintiffs also participated in this
discovery, including reviewing the same documents provided to the California Plaintiffs and
questioning Mr. Lowe at his deposition. (“Preliminary Injunction Discovery”).

8 On July 18, 2016, the Director Defendants filed briefs in opposition to the California
9 Plaintiffs’ motion for a preliminary injunction, and on July 20, 2016, following oral argument, the
California Court denied that motion.

10 On July 22, 2016, a majority of the Company’s stockholders voted to approve the Merger,
11 which closed on July 27, 2016.

12 On August 19, 2016, the Delaware Plaintiffs filed a Verified Consolidated Class Action
13 Complaint in the Consolidated Delaware Action.

14 On November 2, 2016, the California Plaintiffs filed a Consolidated Amended Complaint
15 for Breach of Fiduciary Duty and Violations of State Law in the Consolidated California Action.

16 On April 6, 2017, California Co-Lead Counsel, Delaware Lead Counsel, and Defendants’
17 counsel, as well as counsel for Auris, participated in a full-day mediation session (the “Initial
18 Mediation”) before Robert A. Meyer of JAMS in an effort to resolve both the Consolidated
California Action and the Consolidated Delaware Action (collectively, the “Actions”). Before the
Initial Mediation, the parties exchanged mediation statements and exhibits, which addressed both
liability and damages. The Initial Mediation did not lead to resolution of the Actions.

19 On June 13 and 14, 2017, the Director Defendants, the Stockholder Defendants, and Auris
20 Surgical Robotics, Inc. each filed a motion for judgment on the pleadings in the Consolidated
21 Delaware Action, and on July 7, 2017, Defendants filed their respective opening briefs in support
22 of those motions. In lieu of filing oppositions to those motions, the Delaware Plaintiffs stated their
intention to further amend their Verified Consolidated Class Action Complaint.

23 On August 9, 2017, the California Court entered an order staying the Consolidated California
24 Action pending rulings by the Delaware Court on the then-pending motions for judgment on the
25 pleadings in the Consolidated Delaware Action, or any subsequent motion to dismiss a further
revised complaint in that action.

26 On September 18, 2017, the Delaware Plaintiffs filed their Verified Amended Consolidated
27 Class Action Complaint (the “Operative Complaint”) in the Consolidated Delaware Action. The
Operative Complaint only named two of the Director Defendants (Cary G. Vance and Christopher
28 P. Lowe), two of the Stockholder Defendants (the “Schuler Defendants” and “Feinberg

1 Defendants”), and Auris Surgical Robotics, Inc. as defendants (collectively, the “Remaining
2 Delaware Defendants”).

3 On September 25, 2017, the Remaining Delaware Defendants filed motions to dismiss the
4 Operative Complaint. On October 24, 2017, the Delaware Plaintiffs filed their brief opposing those
5 motions to dismiss, and on November 3, 2017, the Remaining Delaware Defendants filed their reply
6 briefs in support of their respective motions to dismiss. On March 6, 2018, the Delaware Court
7 heard oral argument on those motions.

8 On June 18, 2018, the Delaware Court issued a memorandum opinion denying in part and
9 granting in part the Remaining Delaware Defendants’ motions to dismiss. Specifically, the
10 Delaware Court denied Cary G. Vance, Christopher P. Lowe, the Schuler Defendants, and the
11 Feinberg Defendants’ motions to dismiss, but granted Auris Surgical Robotics, Inc.’s motion to
12 dismiss.

13 On July 10, 2018, the California Court, upon consent of the parties in the Consolidated
14 California Action, entered orders dismissing Auris with prejudice from the Consolidated California
15 Action, and dismissing one of the Stockholder Defendants (“Westwood”) without prejudice from
16 the Consolidated California Action.

17 On July 11, 2018, the Schuler Defendants and Feinberg Defendants filed a motion to quash
18 summons and motion to dismiss for lack of personal jurisdiction (“Motion to Quash”) in the
19 Consolidated California Action, and on July 16, 2018, they filed a motion to stay the Consolidated
20 California Action (“Motion to Stay”). On September 5, the California Plaintiffs filed oppositions
21 to the Motion to Quash and Motion to Stay, and on September 6, 2018, the Director Defendants
22 filed a joinder to the Motion to Stay.

23 On October 29, 2018, California Co-Lead Counsel, Delaware Lead Counsel, and
24 Defendants’ counsel, as well as counsel for Auris, again engaged in a full-day mediation session,
25 this time before Michelle Yoshida of Phillips ADR (the “Second Mediation”), in a further effort to
26 resolve both of the consolidated Actions. Insurers for Defendants and certain of their counsel also
27 participated in the Second Mediation. The Settling Parties again exchanged statements and exhibits
28 addressing both liability and damages. After extensive, arm’s-length negotiations at the Second
Mediation, the Director Defendants, Stockholder Defendants, Auris, California Plaintiffs, and
Delaware Plaintiffs (the “Settling Parties”) reached an agreement in principle on October 29, 2018
to settle the Actions for \$7,500,000 in cash, subject to approval by the California Court.

On October 31, 2018, Delaware Lead Counsel informed the Delaware Court that the Settling
Parties had reached an agreement in principle to settle the Actions, and that the Settlement would
be presented to the California Court for that Court’s approval, and that Delaware Lead Counsel
would be submitting a stipulation of dismissal with prejudice of the Consolidated Delaware Action
following such approval by the California Court.

On December 11, 2018, in connection with confirmatory discovery in support of the
Settlement, California Co-Lead Counsel took the deposition of Jason Forschler, a representative of
Perella Weinberg Partners LP, the financial advisor retained to advise the Director Defendants in
connection with the Merger.

1
2 **III. REASONS FOR THE SETTLEMENT**

3 Plaintiffs believe that they brought their claims in good faith and continue to believe that
4 such claims have legal merit, but believe that the Settlement allows the Company's minority
5 shareholders to reap additional compensation for their Hansen Medical shares while eliminating
6 further litigation and delay of payment. Plaintiffs also believe that their efforts in prosecuting the
7 Action have resulted in a significant benefit for Hansen Medical and its stockholders which, under
8 the circumstances, is fair, reasonable, and adequate.

9 Defendants have denied, and continue to deny, all allegations of wrongdoing, fault, liability,
10 or damage to any of the respective Plaintiffs in the Action or the Class, deny that they engaged in
11 any wrongdoing, deny that they committed, aided, or abetted any violation of law, deny that they
12 acted improperly in any way, believe that they acted properly at all times, and maintain that they
13 have committed no disclosure violations or any other breach of duty whatsoever in connection with
14 the Merger or any public disclosures, but wish to settle solely because it will eliminate the
15 uncertainty, distraction, burden, and expense of further litigation.

16 **IV. CLASS ACTION DETERMINATION**

17 The Court has ordered that, for Settlement purposes only, the Action shall be maintained as
18 a class action pursuant to CCP § 382 on behalf of an opt-out class consisting of any and all record
19 and beneficial holders of Hansen common stock, as of July 27, 2016 (the date of the consummation
20 of the Merger), including any and all of their respective successors-in-interest, successors,
21 predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates,
22 heirs, assigns and transferees, immediate and remote, and any person or entity acting for or on behalf
23 of, or claiming under, any of them, and each of them, together with their predecessors-in-interest,
24 predecessors, successors-in-interest, successors, and assigns, but excluding: (i) Defendants, their
25 Immediate Family (as defined in the Stipulation), and any trust or other entity affiliated with or
26 controlled by any Defendant, other than employees of such entities who were not directors or
27 officers of such entities as of July 27, 2016; (ii) any and all record and beneficial owners of Hansen
28 common stock who exercised their appraisal rights under Section 262 of the General Corporation
Law of the State of Delaware; and (iii) any and all record and beneficial owners of Hansen common
stock who timely and validly opt out of the Class and Settlement pursuant to the opt-out procedures
described below and in the Stipulation (the "Class").

V. THE SETTLEMENT

In consideration for the Settlement and dismissal with prejudice of the Action, and the
releases provided herein, Defendants agree to provide the Class additional compensation of
\$7,500,000 (the "Settlement Amount"). Any attorneys' fees, incentive awards, costs, expenses
(including notice and administrative expenses) or other Court-approved deductions shall be paid out
of — and shall not be in addition to — the Settlement Amount.

The Settlement Amount minus Court-approved deductions (the "Net Settlement Amount") will be
distributed to all members of the Class who owned Hansen Medical common stock as of July 27,
2016, the date of the consummation of the Merger ("Eligible Class Members") on a pro rata basis,

1 based on the number of outstanding Hansen Medical shares owned by each such Eligible Class
2 Member at that time. There were approximately 6,579,293 outstanding shares owned by Eligible
3 Class Members at the time of the Merger. Accordingly, the expected payment, assuming the
4 Court approves Plaintiffs' Counsel's request for attorneys' fees in the amount not to exceed one
third of the Settlement Amount, will be approximately \$.76 per share, but may vary based upon
the amount of other Court-approved deductions and costs.

5 Inquiries or comments about the Settlement may be directed to the attention of Counsel for
6 Plaintiffs as follows:

7 MONTEVERDE & ASSOCIATES PC
8 Juan E. Monteverde
9 The Empire State Building
10 350 Fifth Avenue, Suite 4405
11 New York, NY 10118
12 212-971-1341

13 WOLF POPPER LLP
14 Carl L. Stine
15 Matthew Insley-Pruitt
16 Adam J. Blander
17 845 Third Avenue
18 New York, NY 10022
19 212-759-4600

20 VI. SETTLEMENT HEARING

21 The Court has scheduled a Settlement Hearing which will be held on _____, 2019
22 at Department 1 of the Superior Court of the State of California, County of Santa Clara, located at
23 191 North First Street San Jose, CA 95113 at _____.m., in the Court at to:

24 (a) whether the Settlement should be approved by the Court as fair, reasonable, and
25 adequate;

26 (b) whether the Judgment attached as Exhibit D to the Stipulation should be entered in all
27 material respects;

28 (c) whether the proposed plan of distribution should be approved; and

(d) whether the Court should approve the award of Plaintiffs' Counsel's attorneys' fees
and expenses (i.e., the "Fee and Expense Award"), and incentive awards of up to \$1,000 for each
Plaintiff, for their time, effort and service in representing the Class in this Action and the
Consolidated Delaware Action.

1 The Court has reserved the right to adjourn the Settlement Hearing or any adjournment
2 thereof, including the consideration an award of attorneys' fees, without further notice of any kind
3 other than oral announcement at the Settlement Hearing or any adjournment thereof.

4 The Court has also reserved the right to approve the Settlement at or after the Settlement
5 Hearing with such modification(s) as may be consented to by the Parties to the Stipulation and
6 without further notice to the Class.

7 **VII. RIGHT TO APPEAR AND OBJECT**

8 If you are a member of the Class, you may object to the terms of the Settlement. Whether or
9 not you object to the terms of the Settlement, you may also object to the requested attorneys' fees
10 and expenses, the awards to Plaintiffs and/or the plan of distribution. In order for any objection to
11 be considered, you must file a written statement, accompanied by proof of Class membership, with
12 the Court, and send a copy to Plaintiffs' Counsel **such that it is received by _____, 2019**.
13 The Court's address is Clerk of the Court, Superior Court of the State of California, County of
14 Santa Clara, 191 North First Street San Jose, CA 95113, and copies of all such papers served upon
15 the following: Juan E. Monteverde, Esquire, 350 Fifth Avenue, Suite 4405, New York, NY 10118,
16 and Evan Smith, Esquire Brodsky & Smith, LLC, 9595 Wilshire Boulevard, Suite 900, Beverly
17 Hills, CA 90212, and Alexander K. Talarides, Orrick, Herrington & Sutcliffe LLP, 405 Howard
18 Street, San Francisco, CA 94105, and Steven Kaufhold, Kaufhold & Gaskin LLP, 388 Market
19 Street, Suite 1300, San Francisco, CA 94111. Persons who object in writing to the Settlement, the
20 plan of distribution, the Fee and Expense Application and/or the Incentive Award Application and
21 desire to present evidence at the Settlement Hearing must include in their written objections copies
22 of any exhibits they intend to introduce into evidence at the Settlement Hearing. If an objector hires
23 an attorney to represent him, her, or it for the purposes of making an objection, the attorney must
24 both effect service of a notice of appearance on counsel listed above and file it with the Court by no
25 later than fourteen calendar days prior to the Settlement Hearing. A member of the Class who files
26 a written objection does not have to appear at the Settlement Hearing for the Court to consider his,
27 her or its objection. Any objector may attend the Settlement hearing and make an objection whether
28 he or she files a written objection or not. Any member of the Class who does not make his, her, or
its objection in writing in the manner provided above, or appear in person to make an objection,
shall be deemed to have waived such objection and shall be foreclosed from making any objection
to the fairness or adequacy of the Settlement set forth in the Stipulation, to the plan of distribution,
and to the award of attorneys' fees and expenses to Plaintiffs' Counsel and Plaintiffs for their
representation of the Class, unless the Court orders otherwise.

23 **VIII. RIGHT TO EXCLUDE YOURSELF FROM THE CLASS AND SETTLEMENT**

24 If you want to keep the right to sue or continue to sue Defendants on your own about the
25 legal issues in this case, then you must take steps to get out of the Class and Settlement. This is
26 called excluding yourself from, or "opting out" of, the Class and Settlement.

27 To exclude yourself from the Class and Settlement, you must write and send a letter to the
28 Claims Administrator by First-Class Mail stating that you want to be excluded from the Class and
Settlement in this Action. Your letter must include your name, address, telephone number, and must

1 also be signed by you. Your letter must also include the number of shares of Hansen common stock
2 you held or owned as of July 27, 2016, the date of the consummation of the Merger.

3 Your exclusion request must be **postmarked no later than twenty-one (21) calendar days**
4 **prior to the Settlement Hearing, or by _____, 2019, and sent to the Claims Administrator at:**

5 You cannot exclude yourself by phone or by e-mail. If you make a proper request for exclusion, you
6 will not receive your share of the Settlement Payment, you cannot object to the Settlement and you
7 will not be legally bound by anything that happens in this lawsuit. However, if you do not timely
8 and validly request exclusion from the Class and Settlement, you shall be deemed a member of the
9 Class and be legally bound by the terms of the Settlement, Stipulation and Order and Final Judgment
10 in this Action.

11 **IX. ORDER AND FINAL JUDGMENT OF THE COURT**

12 If the Court determines that the Settlement, as provided for in the Stipulation is fair,
13 reasonable, and adequate and in the best interests of the Class, the Parties shall jointly request that
14 the Court enter an Order and Final Judgment. The Order and Final Judgment shall, among other
15 things:

- 16 (a) make final the Court's previous determination to certify provisionally the
17 Action as a class action pursuant to CCP § 382;
 - 18 (b) determine that the requirements of the Court Rules and due process have
19 been satisfied in connection with the Notice;
 - 20 (c) approve the Settlement as fair, reasonable, and adequate and in the best
21 interests of the Class, including the releases contained therein;
 - 22 (d) authorize and direct the performance of the Settlement in accordance with
23 its terms and conditions and reserve jurisdiction to supervise the
24 consummation of the Settlement;
 - 25 (e) dismiss the Action with prejudice, on the merits, without costs except as
26 provided in the Order and Final Judgment, as against any and all
27 Defendants, and release the Released Defendant Parties and Released
28 Plaintiff parties (defined below) from the Released Claims (defined below);
- 29 and
- 30 (f) subject to Court approval, award attorneys' fees and expenses to
31 Plaintiffs' Counsel from the Settlement Amount and incentive awards to
32 the named Plaintiffs from the attorneys' fee award.

33 **X. RELEASES**

34 Upon the Effective Date of the Settlement (as defined in the Stipulation), the Released
35 Plaintiff Parties (as defined in the Stipulation), Plaintiffs and all Class Members, on behalf of
36 themselves and their legal representatives, heirs, executors, administrators, estates, predecessors,

1 successors, predecessors-in-interest, successors-in-interest, and assigns, and any person or entity
2 acting for or on behalf of, or claiming under, any of them, shall thereupon be deemed to have fully,
3 finally and forever, released, settled and discharged the Released Defendant Parties (as defined in
4 the Stipulation) from and with respect to every one of the Released Plaintiffs' Claims (as defined in
5 the Stipulation), and shall thereupon be forever barred and enjoined from commencing, instituting,
6 prosecuting, or continuing to prosecute or pursuing in any fashion any Released Plaintiffs' Claims
7 against any of the Released Defendant Parties.

8 In addition, upon the Effective Date, each of Released Defendant Parties, on behalf of
9 themselves and their legal representatives, heirs, executors, administrators, estates, predecessors,
10 successors, predecessors-in-interest, successors-in-interest, and assigns, and any person or entity
11 acting for or on behalf of, or claiming under, any of them, shall thereupon be deemed to have fully,
12 finally and forever, released, settled and discharged the Released Plaintiff Parties from and with
13 respect to every one of the Released Defendants' Claims (as defined in the Stipulation), and shall
14 thereupon be forever barred and enjoined from commencing, instituting or prosecuting or pursuing
15 in any fashion any of the Released Defendants' Claims against any of the Released Plaintiff Parties.

16 The foregoing releases extend to Released Plaintiffs' Claims and Released Defendants'
17 Claims that the Settling Parties did not know or suspect to exist at the time of the release. Under
18 the terms of the Stipulation and Settlement, the following definitions apply:

19 1. **“Released Plaintiff Claims”** means any and all Claims that were asserted or could
20 have been asserted by Plaintiffs in the Actions on behalf of themselves and/or the Class, and any
21 and all Claims, that are based on, arise out of, relate in any way, or involve the same set of operative
22 facts as the claims asserted by Plaintiffs against Released Defendant Parties in the Actions and
23 which relate to the ownership of Hansen common stock. The Released Plaintiffs' Claims shall not
24 include claims to enforce the Stipulation or any part of it, and shall not include claims based on the
25 conduct of any of the Settling Parties which occurs after the Effective Date.

26 2. **“Released Defendant Claims”** means any and all Claims, including Unknown
27 Claims, that have been or could have been asserted in the Actions, or in any court, tribunal, forum
28 or proceeding, by the Released Defendant Parties or any of their respective successors and assigns
against any of the Released Plaintiff Parties, which arise out of or relate in any way to the institution,
prosecution, settlement, or dismissal of either of the consolidated Actions; provided, however, that
as used herein the term “Released Defendants' Claims” shall not include the right to enforce this
Stipulation or any part of it, and shall not include Claims based on the conduct of any of the Settling
Parties which occurs after the Effective Date.

3. **“Released Defendant Parties”** means (i) Defendants; (ii) Auris; (iii) the Immediate
Family of any Defendant; (iv) the past or present, current or former, direct or indirect, affiliates,
associates, members, partners, limited partners, general partners, partnerships, limited partnerships,
general partnerships, investment funds, investment advisors, investment managers, investors,
shareholders, joint venturers, subsidiaries, parents, divisions, subdivisions, predecessors,
successors, officers, directors, employees, agents, principals, owners, representatives, financial
advisors, advisors, insurers and attorneys (including Defendants' Counsel and any additional
counsel retained by any current or former Defendant in connection with the Actions) of Auris or the
Defendants; and (v) the past or present, current or former, direct or indirect legal representatives,

1 heirs, executors, trustees, beneficiaries, administrators, trusts, trustees, predecessors, successors,
2 predecessors-in-interest, successors-in-interest and assigns of any of the foregoing.

3 4. **“Released Plaintiff Parties”** means any and all Claims that were asserted or could
4 have been asserted by Plaintiffs in the Actions on behalf of themselves and/or the Class, and any
5 and all Claims, including Unknown Claims, that are based on, arise out of, relate in any way, or
6 involve the same set of operative facts as the claims asserted by Plaintiffs against Released
7 Defendant Parties in the Actions and which relate to the ownership of Hansen common stock. The
8 Released Plaintiffs’ Claims shall not include claims to enforce the Stipulation or any part of it, and
9 shall not include claims based on the conduct of any of the Settling Parties which occurs after the
10 Effective Date.

11 **XI. PLAINTIFFS’ COUNSEL’S ATTORNEYS’ FEES AND EXPENSES**

12 Plaintiffs’ Counsel intend to petition the Court for an award of attorneys’ fees and expenses
13 incurred in connection with the Action not to exceed one third of the Settlement Fund plus
14 reimbursement of expenses (the “Fee and Expense Application”), which shall be paid out of — and
15 shall not be in addition to — the Settlement Amount. Defendants have agreed not to oppose such
16 Fee and Expense Application.

17 In addition, Plaintiffs intend to apply for an incentive award not to exceed one thousand
18 dollars (\$1,000.00) for each named Plaintiff, subject to Court approval (the “Incentive Award
19 Application”). Any Court approved incentive award shall be paid from any Court approved award
20 of attorneys’ fees and expenses. Plaintiffs’ Counsel warrant that no portion of any such award of
21 attorneys’ fees or expenses shall be paid to any named Plaintiff or any other Class Member other
22 than the named Plaintiffs approved by the Court to receive such awards.

23 **XII. NOTICE TO PERSONS OR ENTITIES HOLDING OWNERSHIP ON 24 BEHALF OF OTHERS**

25 Brokerage firms, banks and/or other persons or entities who held shares of the common stock
26 of Hansen Medical as of July 27, 2016, the date of the consummation of the Merger, for the benefit
27 of others are directed promptly to send this Notice to all of their respective beneficial owners. If
28 additional copies of the Notice are needed for forwarding to such beneficial owners, any requests
for such copies may be made to:

Hansen Medical Shareholder Litigation
C/O Epiq
PO Box 2838
Portland, OR 97208-2838

29 **XIII. SCOPE OF THIS NOTICE**

30 This Notice is not all-inclusive. The references in this Notice to the pleadings in the Action,
31 the Stipulation and other papers and proceedings are only summaries and do not purport to be
32 comprehensive. A copy of the Stipulation is available at www.HansenMedicalLitigation.com. For

1 the further details of the Action, including the claims and defenses that have been asserted by the
2 parties, members of the Class are referred to the Court files in the Action. You or your attorney
3 may examine the Court files during regular business hours of each business day at the office of the
4 Clerk of the Court, Superior Court of the State of California, County of Santa Clara, 191 North First
5 Street San Jose, CA 95113.

DO NOT CALL THE COURT.

BY ORDER OF THE SUPERIOR COURT OF
CALIFORNIA FOR SANTA CLARA COUNTY
FOR THE STATE OF CALIFORNIA

Register in the Superior Court of California for Santa
Clara County

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Dated: _____

HONORABLE BRIAN C. WALSH
JUDGE OF THE SUPERIOR COURT

EXHIBIT “C”

1 David E. Bower (SBN 119546)
2 **MONTEVERDE & ASSOCIATES PC**
3 600 Corporate Pointe, Suite 1170
4 Culver City, CA 90230
5 Tel: (213) 446-6652
6 Fax: (212) 202-7880

7 *Attorneys for Plaintiffs*

8 [additional counsel appear on signature page]

9 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
10 **COUNTY OF SANTA CLARA**

11 _____)
12 IN RE HANSEN MEDICAL, INC)
13 SHAREHOLDER LITIGATION)

14 Lead Case No. 16-CV-294288

15 CLASS ACTION

16 _____)
17 This Document Relates To:)

18 Assigned to: Judge Brian C. Walsh

19 ALL ACTIONS)

20 **SUMMARY NOTICE OF PENDENCY**
21 **OF CLASS ACTION, PROPOSED**
22 **SETTLEMENT, SETTLEMENT**
23 **HEARING, AND RIGHT TO APPEAR**

24 **SUMMARY NOTICE OF PENDENCY OF CLASS**
25 **ACTION, PROPOSED SETTLEMENT, SETTLEMENT HEARING, AND RIGHT TO**
26 **APPEAR**

27 TO: RECORD AND BENEFICIALHOLDERS OF HANSEN MEDICAL, INC.'S ("HANSEN
28 MEDICAL") COMMON STOCK AS OF JULY 27, 2016, THE DATE OF THE
CONSUMMATION OF HANSEN MEDICAL'S MERGER WITH AURIS SURGICAL
ROBOTICS, INC. (THE "MERGER"), INCLUDING ANY AND ALL OF THEIR
RESPECTIVE SUCCESSORS-IN-INTEREST, SUCCESSORS, PREDECESSORS-IN-
INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS,
ADMINISTRATORS, ESTATES, HEIRS, ASSIGNS AND TRANSFEREES, IMMEDIATE
AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON BEHALF OF,
OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM, TOGETHER WITH
THEIR PREDECESSORS-IN-INTEREST, PREDECESSORS, SUCCESSORS-IN-
INTEREST, SUCCESSORS, AND ASSIGNS (THE "CLASS").

1 THE PARTIES TO A SHAREHOLDER CLASS ACTION SUIT CONCERNING THE
2 MERGER HAVE AGREED TO A PROPOSED SETTLEMENT. YOU MAY BE
3 ENTITLED TO COMPENSATION AS A RESULT OF THE PROPOSED SETTLEMENT
IN THE ACTION CAPTIONED:

4 *IN RE HANSEN MEDICAL INC. SHAREHOLDER LITIGATION*, Lead Case No. 16-CV-294288

5 YOU ARE HEREBY NOTIFIED, pursuant to California Code of Civil Procedure Section 382 and
6 an Order of the Court, that the above-captioned action has been provisionally certified as a class
7 action and that a settlement for \$7,500,000 has been proposed (the "Settlement"). Under the
8 Settlement, the settlement amount, minus any Court-approved attorneys' fees, incentive awards,
9 expenses, and administrative costs, will be distributed on a per share basis to Class members who
10 owned shares of Hansen Medical common stock as of July 27, 2016, the date of the consummation
11 of the Merger. A hearing will be held before the Honorable Brian C. Walsh in the Santa Clara
County Superior Court, Department 1, located at 191 North First Street San Jose, CA 95113, at ___
on _____, 2019 to determine whether the Settlement should be approved by the Court as fair,
reasonable, and adequate, and to consider the application of Plaintiffs' Counsel for attorneys' fees
and reimbursement of expenses and incentive awards for the named Plaintiffs (the "Settlement
Hearing").

12 IF YOU ARE A MEMBER OF THE CLASS DESCRIBED ABOVE, YOUR RIGHTS WILL BE
13 AFFECTED BY THIS SETTLEMENT. IF THE COURT APPROVES THE SETTLEMENT,
14 YOU WILL BE FOREVER BARRED FROM PURSUING THE RELEASED CLAIMS. You may
15 obtain copies of the Stipulation of the Agreement of Settlement, Compromise, and Release,, a
16 detailed Notice of Pendency of Class Action, Proposed Settlement, Settlement Hearing, and Right
to Appear (the "Notice"), and instructions concerning your right to appear and object to the
Settlement or award of attorneys' fees by visiting the website www.HansenMedicalLitigation.com
or contacting Plaintiffs' Counsel:

17 Monteverde & Associates PC
18 Juan E. Monteverde
The Empire State Building
19 350 Fifth Avenue, Suite 4405
New York, NY 10118
20 212-971-1341

21 WOLF POPPER LLP
22 Carl L. Stine
Matthew Insley-Pruitt
23 Adam J. Blander
845 Third Avenue
24 New York, NY 10022
25 212-759-4600

26 As described more fully in the Notice, you need not file a written objection in order to object and
27 may appear at the Settlement Hearing personally to make an oral objection. In the event there is a

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written objection it shall be filed with the Court and served upon Plaintiff's counsel above such that they are received **no later than twenty-one (21) calendar days prior to the Settlement Hearing, or no later than _____, 2019.**

If you want to be excluded from the Class and Settlement, you must make a request in writing **no later than twenty-one (21) calendar days prior to the Settlement Hearing, or no later than _____, 2019.**

Further information may be obtained by contacting the Plaintiffs' counsel listed above.

PLEASE DO NOT CALL THE COURT.

By Order of The Court

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EXHIBIT “D”

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David E. Bower (SBN 119546)
MONTEVERDE & ASSOCIATES PC
600 Corporate Pointe, Suite 1170
Culver City, CA 90230
Tel: (213) 446-6652
Fax: (212) 202-7880

Attorneys for Plaintiffs

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SANTA CLARA**

_____)	
IN RE HANSEN MEDICAL, INC)	Lead Case No. 16-CV-294288
SHAREHOLDER LITIGATION)	
)	<u>CLASS ACTION</u>
_____)	
This Document Relates To:)	Assigned to: Judge Brian C. Walsh
)	
ALL ACTIONS)	[PROPOSED] ORDER AND FINAL JUDGMENT
)	
_____)	

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This matter having come before the Superior Court of the State of California for the County of Santa Clara (the “Court”) for hearing (the “Settlement Hearing”) on a motion for final approval of the terms of the Stipulation and Agreement of Settlement, Compromise and Release dated February 5, 2019 (the “Stipulation”)¹; and due and adequate notice of the Settlement Hearing having been given to the Class as ordered in the Court’s _____, 2019 Order Granting Preliminary Approval of Class Action Settlement and Providing for Notice (the “Order”); and the Court having considered the papers filed and proceedings herein and otherwise being fully informed, and good cause appearing therefore, it is now ORDERED, ADJUDGED AND DECREED THAT:

1. This Court has jurisdiction over the subject matter of this Action and over all of the parties to the Action, including all members of the Class.

2. This Order and Final Judgment (the “Judgment”) incorporates and makes part hereof to the Stipulation and (i) the Court-approved Long-Form Notice and (ii) Publication Notice (collectively, the “Notice”), which were filed with the Court as Exhibits B and C to the Stipulation.

3. The Notice given to the Class was the best practicable under the circumstances, including individual notice to all members of the Class who could be identified through reasonable effort along with the Publication Notice. The Notice provided due and adequate notice of the Action and of the matters set forth in the Stipulation, including the Settlement, and the Notice fully satisfied the requirements of state law and due process, and any other applicable law, statute or rule. A full opportunity to be heard has been afforded to all Parties and the Class.

4. Pursuant to §382 of the California Code of Civil Procedure and consistent with the preliminary certification granted in the Order, the Court hereby finally certifies a Class, for purposes of settlement only, of all record and beneficial holders

¹ Except as otherwise expressly provided herein, all capitalized terms shall have the same meanings and/or definitions as set forth in the Stipulation.

1 and owners of Hansen common stock, as of July 27, 2016 (the date of the
2 consummation of the Merger), including any and all of their respective successors-
3 in-interest, successors, predecessors-in-interest, predecessors, representatives,
4 trustees, executors, administrators, estates, heirs, assigns and transferees, immediate
5 and remote, and any person or entity acting for or on behalf of, or claiming under, any
6 of them, and each of them, together with their predecessors-in-interest, predecessors,
7 successors-in-interest, successors, and assigns, but excluding: (i) Defendants, their
8 Immediate Family, and any trust or other entity affiliated with or controlled by any
9 Defendant, other than employees of such entities who were not directors or officers
10 of such entities as of the Closing; (ii) any and all record and beneficial owners and
11 holders of Hansen common stock who exercised their appraisal rights under Section
12 262 of the General Corporation Law of the State of Delaware; and (iii) any and all
13 record and beneficial owners and holders of Hansen common stock who timely and
14 validly opt out of the Class and Settlement pursuant to the procedures set forth in the
15 Court's Order.

16 5. The Court hereby finds that the Settlement as set forth in the Stipulation
17 should be approved in that the Settlement is, in all respects, fair, reasonable, and
18 adequate to the Class. Accordingly, the Stipulation and the terms of the Settlement,
19 as described in the Stipulation, are hereby approved in their entirety, pursuant to the
20 requirements of §382 of the California Code of Civil Procedure and Rule 3.769 of the
21 California Rules of Court. The Parties are hereby directed to effectuate the Settlement
22 according to the terms of the Stipulation. The Parties and all Class Members are
23 hereby bound by this Judgment and by the terms of the Settlement as set forth in the
24 Stipulation.

25 6. The Parties are to bear their own costs and fees, except as otherwise
26 provided in the Stipulation.

27 7. Upon the Effective Date, Plaintiffs, each and every Class Member, and
28 all other Released Plaintiff Parties shall be deemed to have, and by operation of this

1 Judgment shall have, fully, finally, and forever waived, released, relinquished, any
2 and all Released Plaintiffs' Claims, which, as defined in the Stipulation, means any
3 and all Claims that were asserted or could have been asserted by Plaintiffs in the
4 Actions on behalf of themselves and/or the Class, and any and all Claims, including
5 Unknown Claims, that are based on, arise out of, relate in any way, or involve the
6 same set of operative facts as the claims asserted by Plaintiffs against Released
7 Defendant Parties in the Actions and which relate to the ownership of Hansen
8 common stock; *provided, however*, that the term Released Plaintiffs' Claims shall not
9 include claims to enforce the Stipulation or any part of it, and shall not include claims
10 based on the conduct of any of the Settling Parties which occurs after the Effective
11 Date.

12 8. Upon the Effective Date, Plaintiffs, each and every Class Member, and
13 all other Released Plaintiff Parties shall be deemed to have fully, finally, and forever,
14 released, settled, and discharged the Released Defendant Parties from and with
15 respect to every one of the Released Plaintiffs' Claims, and shall thereupon be forever
16 barred and enjoined from commencing, instituting, prosecuting, or continuing to
17 prosecute any Released Plaintiffs' Claims against any of the Released Defendant
18 Parties.

19 9. Upon the Effective Date, each of the Released Defendant Parties shall be
20 deemed to have, and by operation of this Judgment shall have, fully, finally, and
21 forever released, relinquished, and discharged Released Plaintiff Parties from the
22 Released Defendants' Claims.

23 10. Upon the Effective Date, with respect to any and all Released Plaintiffs'
24 Claims and Released Defendants' Claims, Plaintiffs and Defendants shall expressly
25 waive, and each of the Class Members shall be deemed to have, and by operation of
26 this Judgment shall have expressly, waived all provisions, rights, and benefits
27 conferred by any law of the United States, any law of any state, or principle of
28 common law which governs or limits a person's release of Unknown Claims to the

1 fullest extent permitted by law, and to have relinquished, to the full extent permitted
2 by law, the provisions, rights, and benefits of Section 1542 of the California Civil
3 Code, which provides:

4
5 A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS
6 WHICH THE CREDITOR OR RELEASING PARTY DOES NOT
7 KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE
8 TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN
9 BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS
OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED
PARTY.

10 11. Neither this Judgment, the Stipulation nor the Settlement, nor any act
11 performed or document executed pursuant to or in furtherance of the Stipulation or
12 the Settlement: (a) is or may be deemed to be, or may be used as, a presumption,
13 concession, or admission of, or evidence of, the validity of any Released Plaintiffs’
14 Claim or of any wrongdoing or liability of the Released Defendant Parties; or (b) is
15 or may be deemed to be, or may be used as, a presumption, concession, or admission
16 of, or evidence of, any fault or omission of any of the Released Defendant Parties in
17 any civil, criminal, or administrative proceeding in any court, administrative agency,
18 or other tribunal; or (c) is or may be deemed to be an admission or evidence that any
19 claims asserted by Plaintiffs or their counsel were not valid in any civil, criminal, or
20 administrative proceeding. The Released Defendant Parties may file the Stipulation
21 and/or this Judgment in any action that may be brought against them in order to
22 support a defense or counterclaim based on principles of res judicata, collateral
23 estoppel, release, good faith settlement, judgment bar or reduction, or any other theory
24 of claim preclusion or issue preclusion or similar defense or counterclaim.

25 12. The Action is hereby concluded, provided however, and without affecting
26 the finality of this Judgment in any way, this Court hereby retains jurisdiction over:
27 (a) interpretation, implementation and enforcement of the Stipulation; and (b) all
28 parties hereto for the purpose of enforcement and administration of the Settlement.

1 This Judgment shall not discharge or release any claim to enforce, or any claim arising
2 out of or relating to, any breach of the Stipulation.

3 13. In the event that the Settlement does not become effective in accordance
4 with the terms of the Stipulation, or the Effective Date does not occur, then this
5 Judgment shall be rendered null and void to the extent provided by and in accordance
6 with the Stipulation and shall be vacated and, in such event, all orders entered and
7 releases delivered in connection herewith shall be null and void to the extent provided
8 by and in accordance with the Stipulation.

9 14. Plaintiffs' Counsel in the Consolidated California Action and
10 Consolidated Delaware Action are together awarded attorneys' fees in the total sum
11 of \$_____ in connection with those actions, which sum the Court finds to
12 be fair and reasonable, and reimbursement of expenses in the amount of
13 \$_____ (the "Fee and Expense Award"). Such sums shall be paid solely
14 from the Settlement Fund, pursuant to the provisions of the Stipulation. No counsel
15 representing any Plaintiff in this Action or the Consolidated Delaware Action shall
16 make any further or additional application for fees and expenses to the Court or any
17 other court, nor shall counsel for any other Class Member make any further or
18 additional application for fees and expenses to the Court pursuant to the Settlement.

19 15. Plaintiffs David Simonson, Joseph Liu, Howard Huggins, Melvin Lax,
20 Windward Venture Partners, LP, John Muir and Dawn Stevens-Juhl are each awarded
21 plaintiff incentive awards in the sum of \$1,000.00 in connection with the Actions,
22 which sum the Court finds to be fair and reasonable to compensate them for their lost
23 business and/or wages, time and out-of-pocket expenses, in connection with the
24 prosecution of the Actions on behalf of the Class. Such sums shall not preclude
25 Plaintiffs from seeking payment of their *pro rata* shares of the Settlement Fund
26 pursuant to the procedures and plan for allocating the Settlement Fund, and shall be
27 paid solely from the Fee and Expense Award pursuant to the provisions of the
28 Stipulation.

1 16. Any plan of distribution submitted by Class Counsel or any order entered
2 regarding any attorneys' fee and expense application shall in no way disturb or affect
3 this Judgment and shall be considered separate from this Judgment.

4 17. The Court finds that during the course of the Action, the Parties and their
5 respective counsel at all times acted professionally and in compliance with California
6 Code of Civil Procedure §128.7, and all other similar statutes or court rules with
7 respect to any claims or defenses in the Action.

8 18. Without further order of the Court, the Parties may agree to reasonable
9 extensions of time to carry out any of the provisions of the Stipulation.

10 19. There being no just reason for delay, the Court hereby directs that this
11 Judgment be entered by the Clerk of the Court.

12 20. Plaintiffs shall give notice of this Judgment to all Parties.

13 **IT IS SO ORDERED.**

14
15 Dated: _____

16 HONORABLE BRIAN C. WALSH
17 JUDGE OF THE SUPERIOR COURT

18 Submitted by:

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Facsimile: (212) 868-1229

*Counsel for Plaintiff Melvin Lax and Co-
Lead Counsel for Plaintiffs and the Class*

EXHIBIT “B”

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Brodsky & Smith, LLC is a law firm that was organized under the Limited Liability Laws of the Commonwealth of Pennsylvania in 1998. The firm's attorneys are licensed to practice in both state and federal courts in the Commonwealth of Pennsylvania, the State of New Jersey, the District of Columbia, the State of California, and the State of New York.

The firm represents individuals and businesses in various types of litigation matters including, securities class action; shareholder derivative litigation; merger and acquisition litigation; civil rights litigation; complex commercial litigation; consumer protection litigation; ERISA litigation; and personal injury litigation.

The firm's offices are located in Bala Cynwyd, Pennsylvania; Cherry Hill, New Jersey; Mineola, New York; and Beverly Hills, California.

QUALIFICATIONS OF MEMBERS

JASON L. BRODSKY:

Jason Lawrence Brodsky is a founding member of Brodsky & Smith, LLC and has over fifteen years of experience representing plaintiffs in complex class action litigation. His current areas of practice include Class Action Civil Rights Litigation, Class Action Securities, Derivative Shareholder, Merger and Acquisition Litigation; Commercial Litigation; Catastrophic Injury Litigation; and Workers' Compensation Litigation.

He is an experienced trial attorney, who has successfully obtained consent decrees, verdicts, and settlements in various state and federal courts around the country on behalf of injured, wronged, or discriminated against individuals and businesses. In January 2011, after a two-week jury trial, he obtained a \$3.0 million dollar verdict on behalf of the firm's client in the Pennsylvania Court of Common Pleas - Philadelphia Court in a construction accident negligence claim. Prior to forming the firm, he was an attorney at a 150 attorney insurance defense firm in Philadelphia where he represented Fortune 500 clients, insurance companies, and municipal entities, including the City of Philadelphia.

He received his Juris Doctor from Widener University School of Law (1996) where he was a member of the Trial Advocacy Honor Society. He also received his Bachelor of Arts in Criminology from Pennsylvania State University (1993).

He is licensed to practice in both the Commonwealth of Pennsylvania (1996) and the State of New Jersey (1996). He is also licensed to practice in the United States Court of Appeals for the Ninth Circuit (2008); United States District Court for the Eastern District of Pennsylvania (1998) and United States District Court of New Jersey (1996). He has also been admitted *pro hac vice* in state and federal courts across the country in various matters.

EVAN J. SMITH:

Evan Jason Smith is a founding member of Brodsky & Smith, LLC who has over twenty years of experience representing plaintiffs in class action litigation. His current areas of practice include Civil Rights Litigation, Class Action Securities, Shareholder Derivative, Merger and Acquisition Litigation; Prop 65 Litigation; and Clean Water Act Litigation.

Mr. Smith was co-Lead counsel *In re Bluegreen Shareholder Litigation*, 502011CA018111, 15th Judicial Circuit, Palm Beach County, Florida, which secured \$36.5M settlement for a class of shareholders (25% more consideration than originally given in the merger) in a post-merger damages case. This settlement received Court approval in September, 2015 and is the largest post-merger damages settlement in Florida history.

In January 2011, after a two-week jury trial, he and Jason Brodsky obtained a \$3.0 million dollar verdict in the Pennsylvania Court of Common Pleas - Philadelphia County for their client in a construction site accident.

In 2010, he was one of the lead negotiators and Settlement Counsel for the shareholder class *In re Allied Capital Shareholder Litigation*, Circuit Court of Maryland, Montgomery County, No. 322639., and represented two of the named class representatives. The settlement resulted in a dividend in the amount of \$0.20 per share, increasing the consideration received in the merger to Allied shareholders by approximately \$36 million. Allied also agreed to include certain supplemental disclosures that related to the sales process and background of the merger, as well as the financial analyses of the Acquisition.

He was also Lead Counsel in *In re Ryland Securities Litigation* which settled for \$1.2 Million Dollars (2008) and *In re A Million Little Pieces Litigation* which settled for \$2.35 Million Dollars (2007). In May 2002, he convinced the court, in *McCain v. Beverly Enterprises, Inc.* CV-02-657 (E.D.Pa.), to reverse the long standing and prevailing case law which precluded injured plaintiffs from bringing a claim for damages under a negligence per se theory against medical facilities for violations of state and federal statutes regarding standard of care towards patients. This reversal lowered the

burden of proof in civil cases for injured plaintiffs when a governmental agency has found a defendant in violation of state and/or federal standard of care statutes. This case has been cited by many jurisdictions across the country in nursing home neglect litigation.

He has also been Lead Counsel in several disability class action lawsuits that have resulted in thousands of public accommodations throughout the country being remediated to ensure accessibility on behalf of the mobility impaired, and millions of dollars obtained on behalf of the same mobility impaired classes.

He was selected as a Pennsylvania Super Lawyers' Rising Star (Attorneys Under 40), an honor bestowed upon less than 2.5% of Pennsylvania attorneys for each of the years 2005-2009. He began his legal career as an attorney at a Philadelphia boutique litigation law firm where he worked on complex commercial litigation matters for both plaintiffs and defendants. Prior to forming Brodsky & Smith, LLC, he was an attorney at a Philadelphia insurance defense law firm in the Premises and Casualty Liability Litigation Department.

Upon graduating law school, he served as a judicial law clerk for the Honorable Albert W. Sheppard, Jr. of the Philadelphia Court of Common Pleas, First Judicial District. He also served as a student law clerk for the Honorable William H. Yohn of the United States District Court for the Eastern District of Pennsylvania and the Honorable John T.J. Kelly, Jr. of the Commonwealth of Pennsylvania Superior Court.

He received his Juris Doctor from Temple University School of Law (1996) where he was a member of the Moot Court Honor Society and the Political and Civil Rights Law Review. He also served as a clinical intern at the Philadelphia District Attorney's Office. He received his Bachelor of Arts in International Politics and a minor degree in Spanish from Pennsylvania State University (1993).

He is licensed to practice in state courts for the Commonwealth of Pennsylvania (1996), the State of New Jersey (1996), the District of Columbia (1999), the State of New York (2002), and the State of California (2006). He is also licensed to practice in federal courts for the United States Supreme Court (2003); United States Court of Appeals for the Third Circuit (1998), United States Court of Appeals for the Second Circuit (2007); United States Court of Appeals for the Ninth Circuit (2007); United States District Court for the Eastern District of Pennsylvania (1998), United States District Court of New Jersey (1996), United States District Court for the Southern District of New York (2002), United States Court for the Eastern District of New York (2003), United States District Court for the Northern District of New York (2003), United States District Court for the District of Colorado (2003); United States District Courts for the Northern, Southern, Central and Eastern Districts of California (2006). He has also been admitted *pro hac vice* in state and federal courts across the country in various matters.

MARC L. ACKERMAN:

Marc L. Ackerman joined Brodsky & Smith, LLC as a partner in October 2002. He has over twenty-five years experience in representing both plaintiffs and defendants in complex litigation. His current areas of practice include Class Action Shareholder, Derivative, and Merger and Acquisition Litigation; Commercial Litigation; and Civil Rights Litigation.

He began his legal career as an associate in the litigation department of a 250 attorney Philadelphia law firm. After working for the Department of Justice as a Special Assistant United States Attorney for the Eastern District of Pennsylvania, he joined a 300 attorney Philadelphia law firm where he concentrated his practice in insurance and commercial litigation matters. As a partner he represented Fortune 500 clients in insurance fraud, RICO, wrongful death and other complex insurance matters. Prior to joining Brodsky & Smith, LLC, he was Pennsylvania resident counsel for a small boutique class action firm based in Connecticut.

He received his Juris Doctor from Temple University School of Law (1989) where he served as the Director of Temple - LEAP, an organization dedicated to introducing secondary school students to the profession and practice of law. He received his Bachelor of Arts from Villanova University (1986, cum laude).

He is licensed to practice in state courts for the Commonwealth of Pennsylvania (1989) and the State of New Jersey (1990). He is also licensed to practice in federal courts for the United States Supreme Court (2003); United States Court of Appeals for the Third Circuit (1995); Eastern District of Pennsylvania (1990) and United States District Court of New Jersey (1990). He has also been admitted *pro hac vice* in state and federal courts across the country in various matters.

JORDAN A. SCHATZ:

Jordan A. Schatz joined Brodsky & Smith, LLC as an associate in 2010 and became a partner in 2018. His current practice areas include Class Action Shareholder, Derivative, and Merger and Acquisition Litigation; Prop 65 Litigation and Civil Rights Litigation.

He received his Juris Doctor from Drexel University Earl Mack School of Law (2009) where he received a full academic scholarship. He received his Bachelor of Science in Finance and a minor in International Business from Pennsylvania State University (2006).

He is licensed to practice in state courts for the Commonwealth of Pennsylvania (2009).

RYAN P. CARDONA:

Ryan P. Cardona joined Brodsky & Smith, LLC. in 2015 as an associate. His current areas of practice include Class Action Shareholder Litigation, Civil Rights Litigation, and Clean Water Act Litigation.

He received his Juris Doctorate from Villanova University School of Law (2013) where he received the Deidre L. Bailey Leadership Scholarship. He received his Bachelor of Arts in Political Science and a minor in History from Sonoma State University (2010).

He is licensed to practice in state courts for the Commonwealth of Pennsylvania (2013), the State of New Jersey (2013), and the State of California (2014).

LANCE G. GREENE:

Lance G. Greene joined Brodsky & Smith, LLC as of counsel in March 2008 and has worked with the firm since 2007. His current practice areas include Commercial Litigation; Business Litigation; and Personal Injury Litigation.

Prior to opening his own litigation practice in Los Angeles, Lance was a senior associate in the business litigation department of a mid-sized full service law firm based in Irvine, California. Lance is a member of the California State Bar and the Los Angeles County Bar Association.

Lance is a successful trial counsel as partially reflected by his \$1.5 million unanimous jury verdict in federal court in the employment discrimination matter of *Martin v. Arrow Electronics*, which was the second largest federal trial verdict in Orange County in 2006.

Lance received his Juris Doctor from the University of Minnesota School of Law (1992), and his Bachelor of Science from Arizona State University (1985, History). Lance is also a former United States Naval officer, having obtained his commission as Ensign in 1985, served on the USS Dwight D. Eisenhower, CVN 69 from 1985- 1989, where he attained the rank of Lieutenant and completed his inactive reserve service in 1993.

He is licensed to practice in the State of California (1993); United States District Court for the Central District of California (1993); and United States District Court for the Eastern District of Michigan (2002).

SELECT FIRM ACCOMPLISHMENTS

CLASS ACTION LITIGATION

Brodsky & Smith, LLC has demonstrated time and again its reputation for vigorously and tenaciously protecting the rights and interests of shareholders in complex litigation

involving breach of fiduciary duty claims. The firm was Class Counsel in *In re Bluegreen Shareholder Litigation*, 502011CA018111, 15th Judicial Circuit, Palm Beach County, Florida, where it was able to secure a \$36.5M settlement for a class of shareholders (25% more consideration than originally given in the merger) in a post-merger damages case. This settlement received Court approval in September, 2015 and is the largest post-merger damages settlement in Florida history. The firm was also one of the lead negotiators and Settlement Counsel representing two of the named class representatives, in *In re Allied Capital Corporation Shareholder Litigation*, No. 322639-V, MD Cir. Court (2009) (settlement achieved a \$35 million additional dividend to the Class as part of the Merger Transaction and additional disclosures).

The firm also has served as lead counsel in: *In re Brooklyn Federal Bancorp Shareholder Litigation*, 500690/2011, Supreme Court of New York, Kings County, where it was able to secure a 9% increase in the merger consideration for the class and a 35% reduction of the termination fee; *In re Ryland Group, Inc. Securities Litigation* (Northern District of Texas - 3:04-CV-541G) (\$1.2 Million settlement for the Class), *SPX ERISA Litigation* (W.D.N.C.- 3:04cv192) (\$6.5 Million for the class); *A Million Little Pieces Litigation* (SDNY - 07-mdl-1771) (\$2.35 Million for the class); and *In re Herald National Bank Shareholder Litigation*, 651629/2011, Supreme Court of New York, New York County, which secured a 10% reduction in the termination fee and 6 month reduction in the length of time the termination fee would be triggered. The firm was also successful in obtaining the waivers of the "Don't Ask, Don't Waive" standstill provisions with potential acquirers, thereby creating a significant opportunity for shareholders to obtain maximum value for their shares in the sales processes in *In re MPG Shareholder Litigation*, BC507342, Superior Court of California, Los Angeles County, and *In re Furiex Shareholder Litigation*, 14-CV-6156, Superior Court of North Carolina, County of Wake.

The firm is currently Lead Counsel in the certified class of all Pennsylvania local governmental units in *Delaware County v. First Union National Bank* (Del. Cty., PA 01-6326). The case has survived several appeals; the latest appellate victory being argued by the firm before the Supreme Court of Pennsylvania.

CIVIL RIGHTS LITIGATION

Brodsky & Smith, LLC represents disabled individuals and advocacy groups in various litigation matters across the country. This representation includes enforcement of Title III of the Americans with Disabilities Act, 42 U.S.C. Section 12181, as well as its equivalent state law counterparts. Through this representation, the firm's clients attempt to make public accommodations accessible to all disabled individuals. Brodsky & Smith, LLC has achieved both Consent Decrees and settlements on behalf of our clients against hundreds of public accommodations around the country. The firm is Class Counsel in the following certified matters:

Velasco v. Mrs. McGooch, Superior Court of California – Los Angeles County (BC428347) which achieved a settlement for the Class in an amount of \$750,000.00 and complete remediation at over 160 Whole Foods locations in the State of California. The matter has been approved by the Court in February 2012 and is in the remediation stage.

Acevedo v. TSA Stores, Inc., (CDCal. 11-2592) which achieved a settlement for the Class in an amount of \$625,000.00 and complete remediation at over 70 Sports Authority locations in the State of California. The matter has been approved by the Court in January 2012 and is in the remediation stage.

Hicks v. Smart & Final, Superior Court of California – Los Angeles County (BC428347) which achieved a settlement for the Class resulting in complete remediation at over 75 Smart & Final locations in the State of California. The matter has been approved by the Court in October 2011 and is in the remediation stage.

Pereira v. Ralph's Grocery Company, (CDCal 07-841-PA) and *Park v. Ralph's Grocery Company*, (CDCal 08-02021-CAS), two related class cases which obtained class certification over Defendants' opposition for two classes for Defendants' 250 plus California locations. After successfully obtaining a reversal of summary adjudication from the United States Court of Appeal for the Ninth Circuit, the parties reached a settlement for complete remediation. This settlement received final Court approval in June 2010 and is in the remediation stage.

In re Coffee Bean Litigation (CDCal 06-7448-PG), which achieved a \$750,000 settlement for the Class and complete remediation at over 250 Coffee Bean locations in the State of California.

EXHIBIT “C”



Faruqi & Faruqi, LLP focuses on complex civil litigation, including securities, antitrust, wage and hour, consumer, and pharmaceutical class actions as well as shareholder derivative and merger and transactional litigation. The firm is headquartered in New York, and maintains offices in California, Delaware, Pennsylvania and Georgia.

Since its founding in 1995, Faruqi & Faruqi, LLP has served as lead or co-lead counsel in numerous high-profile cases which have provided significant recoveries to investors, consumers and employees.

PRACTICE AREAS

SECURITIES FRAUD LITIGATION

From its inception, Faruqi & Faruqi, LLP has devoted a substantial portion of its practice to class action securities fraud litigation. In *In re PurchasePro.com, Inc. Securities Litigation*, No. CV-S-01-0483 (JLQ) (D. Nev.), as co-lead counsel for the class, Faruqi & Faruqi, LLP secured a \$24.2 million settlement in a securities fraud litigation even though the corporate defendant was in bankruptcy. As noted by Senior Judge Justin L. Quackenbush in approving the settlement, ***“I feel that counsel for plaintiffs evidenced that they were and are skilled in the field of securities litigation.”***

Other past achievements include: *In re Olsten Corp. Sec. Litig.*, No. 97-CV-5056 (RDH) (E.D.N.Y.) (recovered \$24.1 million dollars for class members) (Judge Hurley stated: “The quality of representation here I think has been excellent.”), *In re Tellium, Inc. Sec. Litig.*, No. 02-CV-5878 (FLW) (D.N.J.) (recovered \$5.5 million dollars for class members); *In re Mitcham Indus., Inc. Sec. Litig.*, No. H-98-1244 (S.D. Tex.) (recovered \$3 million dollars for class members despite the fact that corporate defendant was on the verge of declaring bankruptcy), and *Ruskin v. TIG Holdings, Inc.*, No. 98 Civ. 1068 LLS (S.D.N.Y.) (recovered \$3 million dollars for class members).

Recently, Faruqi & Faruqi, LLP, as sole lead counsel, won a historic appeal in the United States Court of Appeals for the Fourth Circuit in *Zak v. Chelsea Therapeutics Inc. Int’l, Ltd.*, Civ. No. 13-2730 (2015), where the Court reversed a trial court’s *scienter* ruling for the first time since the enactment of the Private Securities Litigation Reform Act of 1995 (“PSLRA”). The Court remanded the case to the district court, where Faruqi & Faruqi, LLP defeated defendants’ motion to dismiss and subsequently obtained final approval of a \$5.5 million settlement for the class. *McIntyre v. Chelsea Therapeutics Int’l, LTD*, No. 12-CV-213 (MOC) (DCK) (W.D.N.C.). In *In re Avalanche Biotechnologies Sec. Litig.*, No. 3:15-cv-03185-JD (N.D. Cal.), Faruqi & Faruqi, LLP served as sole lead counsel for the class in the federal court action, and, together with counsel in the parallel state court action, secured final approval of a \$13 million global settlement of both actions on January 19, 2018. In *Rihn v. Acadia Pharmaceuticals, Inc.*, No. 3:15-cv-00575-BTM-DHB (S.D. Cal.), the court denied defendants’ first motion to dismiss, and on January 8, 2018, Faruqi & Faruqi, LLP, as sole lead counsel for the class, secured final approval of a \$2.95 million



settlement for the class, which represented approximately 36% of the total recognized losses claimed by the class. In *In re Geron Corp., Sec. Litig.*, No. 14-CV-1424 (CRB) (N.D. Cal.), Faruqi & Faruqi, LLP, as sole lead counsel for the class, defeated defendants' motion to dismiss and, on July 21, 2017, obtained final approval of a settlement awarding \$6.25 million to the class. Also, in *In re Dynavax Techs. Corp. Sec. Litig.*, No. 13-CV-2796 (CRB) (N.D. Cal.), Faruqi & Faruqi, LLP, as sole lead counsel for the class, defeated defendants' motion to dismiss, and on February 6, 2017, secured final approval of a \$4.5 million settlement on behalf of the class. In *In re L&L Energy, Inc. Sec. Litig.*, No. 13-cv-6704 (RA) (S.D.N.Y.), Faruqi & Faruqi, LLP, as co-lead counsel, obtained final approval on July 31, 2015 of a \$3.5 million settlement for the class. In *In re Ebix, Inc. Securities Litigation*, No. 11-cv-2400 (RWS) (N.D. Ga.), the court denied defendants' motion to dismiss and Faruqi & Faruqi, LLP, as sole lead counsel, obtained final approval on June 13, 2014 of a \$6.5 million settlement for the class. In *Shapiro v. Matrixx Initiatives, Inc.*, No. CV-09-1479 (PHX) (ROS) (D. Ariz.), Faruqi & Faruqi, LLP, as co-lead counsel for the class, defeated defendants' motion to dismiss, succeeded in having the action certified as a class action, and secured final approval of a \$4.5 million settlement for the class. See also *In re Longwei Petroleum Inv. Holding Ltd. Sec. Litig.*, No. 13 Civ. 214 (HB) (S.D.N.Y.) (as sole lead counsel, obtained final approval of a \$1.34 million settlement on behalf of the class); *Simmons v. Spencer, et al.*, No. 13 Civ. 8216 (RWS) (S.D.N.Y.) (as co-lead counsel obtained final approval of settlement awarding \$1.5 million to the class).

Additionally, Faruqi & Faruqi, LLP is serving as court-appointed lead counsel in the following cases:

- *Loftus v. Primero Mining Corp.*, No. 16-01034 (BRO) (RAO) (C.D. Cal.) (appointed sole lead counsel for the class);
- *Bielousov v. GoPro, Inc., et al.*, No. 4:16-CV-06654-CW (N.D. Cal.) (as sole lead counsel for the class, defeated defendants' motion to dismiss);
- *Attigui v. Tahoe Resources, Inc., et al.*, No. 2:17-cv-01868 (RFB) (NJK) (D. Nev.) (appointed sole lead counsel for the class).
- *Khanna v. Ohr Pharmaceutical, Inc.*, No. 1:18-cv-01284 (LAP) (S.D.N.Y.) (appointed sole-lead counsel for the class);
- *DeSmet v. Intercept Pharmaceuticals, Inc.*, No. 1:17-cv-07371 (LAK) (S.D.N.Y.) (appointed sole-lead counsel for the class); and
- *Lee v. Synergy Pharmaceuticals, Inc. Sec. Litig.*, No. 1:18-cv-00873 (AMD) (VMS) (E.D.N.Y.) (appointed as co-lead counsel for the class).

SHAREHOLDER MERGER AND TRANSACTIONAL LITIGATION

Faruqi & Faruqi, LLP is nationally recognized for its excellence in prosecuting shareholder class actions brought nationwide against officers, directors and other parties responsible for corporate wrongdoing. Most of these cases are based upon state statutory or common law principles involving fiduciary duties owed to investors by corporate insiders as well as Exchange Act violations.



Faruqi & Faruqi, LLP has obtained significant monetary and therapeutic recoveries, including millions of dollars in increased merger consideration for public shareholders; additional disclosure of significant material information so that shareholders can intelligently gauge the fairness of the terms of proposed transactions and other types of therapeutic relief designed to increase competitive bids and protect shareholder value. As noted by Judge Timothy S. Black of the United States District Court for the Southern District of Ohio in appointing lead counsel *Nichting v. DPL Inc.*, Case No. 3:11-cv-14 (S.D. Ohio), "[a]lthough all of the firms seeking appointment as Lead Counsel have impressive resumes, the Court is most impressed with Faruqi & Faruqi."

For example, in *Hall v. Berry Petroleum Co.*, No. 8476-VCG (Del. Ch.), Faruqi & Faruqi, LLP as sole lead counsel was credited by the Delaware Chancery Court with contributing to an increase in exchange ratio in an all-stock transaction that provided Berry Petroleum Co. stockholders with an additional \$600 million in consideration for their shares as well as the disclosure of additional material information regarding the transaction. The court noted at the settlement hearing "[t]he ability of petitioning counsel [Faruqi] is known to the Court, and plaintiff's counsel [Faruqi] are well versed in the prosecution of corporate law actions." Faruqi & Faruqi, LLP achieved a similar result in *In Re Energysolutions, Inc. Shareholder Litigation*, Cons. C.A. No. 8203-VCG (Del. Ch.), in which the Faruqi Firm, as co-lead counsel, was credited in part with an increase in the merger consideration from \$3.75 to \$4.15 in cash per Energysolution share by the acquirer Energy Capital, and credited with additional material disclosures distributed to stockholders. In approving the settlement of the case and noting that the price increase amounted to an extra \$36 million for stockholders, the Delaware Court stated that the standing and ability of the stockholders' counsel, including Faruqi & Faruqi, LLP and its co-counsel, is "...among the highest in our bar." See *In Re Energysolutions, Inc. S'holder Litig.*, Cons. C.A. No. 8203-VCG (Del. Ch. Feb. 11, 2014). In *In Re Jefferies Group, Inc. Shareholders Litigation*, C.A. No. 8059-CB (Del. Ch.), Faruqi & Faruqi, LLP acted as co-lead counsel representing Jefferies Group, Inc. stockholders in challenging the transaction with Leucadia National Corporation. After years of vigorous litigation, the parties reached a settlement that recovered \$70 million additional consideration for the former Jefferies Group Inc. stockholders.

In *In re Playboy Enterprises, Inc. Shareholders Litigation*, Consol. C.A. No. 5632-VCN (Del. Ch.), Faruqi & Faruqi, LLP achieved a substantial post close settlement of \$5.25 million. In *In re Cogent, Inc. Shareholders Litigation*, Consol. C.A. No. 5780-VC (Del. Ch.) Faruqi & Faruqi, LLP, as co-lead counsel, obtained a post-close cash settlement of \$1.9 million after two years of hotly contested litigation; In *Rice v. Lafarge North America, Inc., et al.*, No. 268974-V (Montgomery Cty., Md. Circuit Ct.), Faruqi & Faruqi, LLP, as co-lead counsel represented the public shareholders of Lafarge North America ("LNA") in challenging the buyout of LNA by its French parent, Lafarge S.A., at \$75.00 per share. After discovery and intensive injunction motions practice, the price per share was increased from \$75.00 to \$85.50 per share, or a total



benefit to the public shareholders of \$388 million. The Lafarge court gave Class counsel, including Faruqi & Faruqi, LLP, shared credit with a special committee appointed by the company's board of directors for a significant portion of the price increase.

Similarly, in *In re: Hearst-Argyle Shareholder Litig.*, Lead Case No. 09-Civ-600926 (N.Y. Sup. Ct.) as co-lead counsel for plaintiffs, Faruqi & Faruqi, LLP litigated, in coordination with Hearst-Argyle's special committee, an increase of over 12.5%, or \$8,740,648, from the initial transaction value offered for Hearst-Argyle Television Inc.'s stock by its parent company, Hearst Corporation. Faruqi & Faruqi, LLP, in *In re Alfa Corp. Shareholder Litig.*, Case No. 03-CV-2007-900485.00 (Montgomery Cty, Ala. Cir. Ct.) was instrumental, along with the Company's special committee, in securing an increased share price for Alfa Corporation shareholders of \$22.00 from the originally-proposed \$17.60 per share offer, which represented over a \$160 million benefit to class members, and obtained additional proxy disclosures to ensure that Alfa shareholders were fully-informed before making their decision to vote in favor of the merger, or seek appraisal.

Moreover, in *In re Fox Entertainment Group, Inc. S'holders Litig.*, Consolidated C.A. No. 1033-N (Del. Ch. 2005), Faruqi & Faruqi, LLP, a member of the three (3) firm executive committee, and in coordination with Fox Entertainment Group's special committee, created an increased offer price from the original proposal to shareholders, which represented an increased benefit to Fox Entertainment Group, Inc. shareholders of \$450 million. Also, in *In re Howmet Int'l S'holder Litig.*, Consolidated C.A. No. 17575 (Del. Ch. 1999) Faruqi & Faruqi, LLP, in coordination with Howmet's special committee, successfully obtained an increased benefit to class members of \$61.5 million dollars).

Recently, in *In re Orchard Enterprises, Inc. Stockholder Litigation*, C.A. No. 7840-VCL (Del. Ch.), Faruqi & Faruqi, LLP acted as co-lead counsel with two other firms. That action involved the approval of a merger by Orchard's Board of Directors pursuant to which Dimensional Associates LLC would cash-out the stock of Orchard's minority common stockholders at a price of \$2.05 per share and then take Orchard private. On April 11, 2014, the parties reached an agreement to settle their claims for a payment of \$10.725 million to be distributed among the Class, which considerably exceeded the \$2.62 per share difference between the \$2.05 buyout price and the \$4.67 appraisal price determined in *In re Appraisal of The Orchard Enterprises, Inc.*, C.A. No. 5713-CS, 2012 WL 2923305 (Del. Ch. July 18, 2012).

Faruqi also has noteworthy successes in achieving injunctive or declaratory relief pre and post close in cases where corporate wrongdoing deprives shareholders of material information or an opportunity to share in potential profits. In *In re Harleysville Group, Inc. S'holders Litigation*, C.A. No. 6907-VCP (Del. Ch. 2014), Faruqi as sole lead counsel obtained significant disclosures for stockholders pre-close and secured valuable relief post close in the form of an Anti-Flip Provision providing former stockholders with 25% of any profits in Qualifying Sale. In April 2012, Faruqi as sole lead obtained an unprecedented



injunction in *Knee v. Brocade Communications Systems, Inc.*, No. 1-12-CV-220249, slip op. at 2 (Cal. Super. Ct. Apr. 10, 2012) (Kleinberg, J.). In *Brocade*, Faruqi, as sole lead counsel for plaintiffs, successfully obtained an injunction enjoining Brocade's 2012 shareholder vote because certain information relating to projected executive compensation was not properly disclosed in the proxy statement. (Order After Hearing [Plaintiff's Motion for Preliminary Injunction; Motions to Seal]). In *Kajaria v. Cohen*, No. 1:10-CV-03141 (N.D. Ga., Atlanta Div.), Faruqi & Faruqi, LLP, succeeded in having the district court order Bluelinx Holdings Inc., the target company in a tender offer, to issue additional material disclosures to its recommendation statement to shareholders before the expiration of the tender offer.

SHAREHOLDER DERIVATIVE LITIGATION

Faruqi & Faruqi, LLP has extensive experience litigating shareholder derivative actions on behalf of corporate entities. This litigation is often necessary when the corporation has been injured by the wrongdoing of its officers and directors. This wrongdoing can be either active, such as the wrongdoing by certain corporate officers in connection with purposeful backdating of stock-options, or passive, such as the failure to put in place proper internal controls, which leads to the violation of laws and accounting procedures. A shareholder has the right to commence a derivative action when the company's directors are unwilling or unable, to pursue claims against the wrongdoers, which is often the case when the directors themselves are the wrongdoers.

The purpose of the derivative action is threefold: (1) to make the company whole by holding those responsible for the wrongdoing accountable; (2) the establishment of procedures at the company to ensure the damaging acts can never again occur at the company; and (3) make the company more responsive to its shareholders. Improved corporate governance and shareholder responsiveness are particularly valuable because they make the company a stronger one going forward, which benefits its shareholders. For example, studies have shown the companies with poor corporate governance scores have 5-year returns that are 3.95% below the industry average, while companies with good corporate governance scores have 5-year returns that are 7.91 % above the industry-adjusted average. The difference in performance between these two groups is 11.86%. *Corporate Governance Study: The Correlation between Corporate Governance and Company Performance*, Lawrence D. Brown, Ph.D., Distinguished Professor of Accountancy, Georgia State University and Marcus L. Caylor, Ph.D. Student, Georgia State University. Faruqi & Faruqi, LLP has achieved all three of the above stated goals of a derivative action. The firm regularly obtains significant corporate governance changes in connection with the successful resolution of derivative actions, in addition to monetary recoveries that inure directly to the benefit of the company. In each case, the company's shareholders indirectly benefit through an improved market price and market perception.



In *In re UnitedHealth Group Incorporated Derivative Litig.*, Case No. 27 CV 06-8065 (Minn. 4th Judicial Dist. 2009) Faruqi & Faruqi, LLP, as co-lead counsel for plaintiffs, obtained a recovery of more than \$930 million for the benefit of the Company and corporate governance reforms designed to make UnitedHealth a model of corporate responsibility and transparency. **At the time, the settlement reached was believed to be the largest settlement ever in a derivative case.** See "UnitedHealth's Former Chief to Repay \$600 Million," Bloomberg.com, December 6, 2007 ("the settlement . . . would be the largest ever in a 'derivative' suit . . . according to data compiled by Bloomberg.").

As co-lead counsel in *Weissman v. John, et al.*, Cause No. 2007-31254 (Tex. Harris County 2008) Faruqi & Faruqi, LLP, diligently litigated a shareholder derivative action on behalf of Key Energy Services, Inc. for more than three years and caused the company to adopt a multitude of corporate governance reforms which far exceeded listing and regulatory requirements. Such reforms included, among other things, the appointment of a new senior management team, the realignment of personnel, the institution of training sessions on internal control processes and activities, and the addition of 14 new accountants at the company with experience in public accounting, financial reporting, tax accounting, and SOX compliance.

More recently, Faruqi & Faruqi, LLP concluded shareholder derivative litigation in *The Booth Family Trust, et al. v. Jeffries, et al.*, Lead Case No. 05-cv-00860 (S.D. Ohio 2005) on behalf of Abercrombie & Fitch Co. Faruqi & Faruqi, LLP, as co-lead counsel for plaintiffs, litigated the case for six years through an appeal in the U.S. Court of Appeals for the Sixth Circuit where it successfully obtained reversal of the district court's ruling dismissing the shareholder derivative action in April 2011. Once remanded to the district court, Faruqi & Faruqi, LLP caused the company to adopt important corporate governance reforms narrowly targeted to remedy the alleged insider trading and discriminatory employment practices that gave rise to the shareholder derivative action.

The favorable outcome obtained by Faruqi & Faruqi, LLP in *In re Forest Laboratories, Inc. Derivative Litigation*, Lead Civil Action No. 05-cv-3489 (S.D.N.Y. 2005) is another notable achievement for the firm. After more than six years of litigation, Faruqi & Faruqi, LLP, as co-lead counsel, caused the company to adopt industry-leading corporate governance measures that included rigorous monitoring mechanisms and Board-level oversight procedures to ensure the timely and complete publication of clinical drug trial results to the investing public and to deter, among other things, the unlawful off-label promotion of drugs.

ANTITRUST LITIGATION

The attorneys at Faruqi & Faruqi, LLP represent direct purchasers, competitors, third-party payors, and consumers in a variety of individual and class action antitrust cases brought under Sections 1 and 2 of the Sherman Act. These actions, which typically seek treble damages under Section 4 of the Clayton Act,



have been commenced by businesses and consumers injured by anticompetitive agreements to fix prices or allocate markets, conduct that excludes or delays competition, and other monopolistic or conspiratorial conduct that harms competition.

Actions for excluded competitors. Faruqi & Faruqi represents competitors harmed by anticompetitive practices that reduce their sales, profits, and/or market share. One representative action is *Babyage.com, Inc., et al. v. Toys "R" Us, Inc., et al.* where Faruqi & Faruqi was retained to represent three internet retailers of baby products, who challenged a dominant retailer's anticompetitive scheme, in concert with their upstream suppliers, to impose and enforce resale price maintenance in violation of §§ 1 and 2 of the Sherman Act and state law. The action sought damages measured as lost sales and profits. This case was followed extensively by the Wall Street Journal. After several years of litigation, this action settled for an undisclosed amount.

Actions for direct purchasers. Faruqi & Faruqi represents direct purchasers who have paid overcharges as a result of anticompetitive practices that raise prices. These actions are typically initiated as class actions. A representative action on behalf of direct purchasers is *Rochester Drug Co-Operative, Inc. v. Warner Chilcott Public Limited Company, et al.*, No. 12-3824 (E.D. Pa.), in which Faruqi & Faruqi was appointed co-lead counsel for the proposed plaintiff class under Federal Rule of Civil Procedure 23(g). Faruqi & Faruqi's attorneys are counsel to direct purchasers (typically wholesalers) in multiple such class actions.

Actions for third-party payors. Faruqi & Faruqi represents, both in class actions and in individual actions, insurance companies who have reimbursed their policyholders at too high a rate due to anticompetitive prices that raise prices. One representative action is *In re Tricor Antitrust Litigation*, No. 05-360 (D. Del.), where Faruqi & Faruqi represented PacifiCare and other large third-party payors challenging the conduct of Abbott Laboratories and Laboratories Fournier in suppressing generic drug competition, in violation of §§ 1 and 2 of the Sherman Act. The *Tricor* litigation settled for undisclosed amount in 2010.

Results. Faruqi & Faruqi's attorneys have consistently obtained favorable results in their antitrust engagements. Non-confidential results include the following: *In re Skelaxin (Metaxalone) Antitrust Litig.*, No. 12-md-2343, (E.D. Tenn.) (\$73 million settlement); *In re Wellbutrin XL Antitrust Litig.*, No. 08-2431 (E.D. Pa.) (\$37.5 million partial settlement); *In re Iowa Ready-Mixed Concrete Antitrust Litigation*, No. C 10-4038 (N.D. Iowa) (\$18.5 million settlement); *In re Metoprolol Succinate Direct Purchaser Antitrust Litigation*, 06-52 (D. Del.) (\$20 million settlement); *In re Ready-Mixed Concrete Antitrust Litigation*, No. 05-979 (S.D. Ind.) (\$40 million settlement); *Rochester Drug Co-Operative, Inc., et al. v. Braintree Labs, Inc.*, No. 07-142-SLR (D. Del.) (\$17.25 million settlement).



A more complete list of Faruqi & Faruqi's active and resolved antitrust cases can be found on its web site at www.faruqilaw.com.

CONSUMER PROTECTION LITIGATION

Attorneys at Faruqi & Faruqi, LLP have advocated for consumers' rights, successfully challenging some of the nation's largest and most powerful corporations for a variety of improper, unfair and deceptive business practices. Through our efforts, we have recovered hundreds of millions of dollars and other significant remedial benefits for our consumer clients.

For example, in *Bates v. Kashi Co., et al.*, Case No. 11-CV-1967-H BGS (S.D. Cal. 2011), as co-lead counsel for the class, Faruqi & Faruqi, LLP secured a \$5.0 million settlement fund on behalf of California consumers who purchased Kashi products that were deceptively labeled as "nothing artificial" and "all natural." The settlement provides class members with a full refund of the purchase price in addition to requiring Kashi to modify its labeling and advertising to remove "All Natural" and "Nothing Artificial" from certain products. As noted by Judge Marilyn L. Huff in approving the settlement, "*Plaintiffs' counsel has extensive experience acting as class counsel in consumer class action cases, including cases involving false advertising claims.*" Moreover, in *Thomas v. Global Vision Products*, Case No. RG-03091195 (California Superior Ct., Alameda Cty.), Faruqi & Faruqi, LLP served as co-lead counsel in a consumer class action lawsuit against Global Vision Products, Inc., the manufacturer of the Avacor hair restoration product and its officers, directors and spokespersons, in connection with the false and misleading advertising claims regarding the Avacor product. Though the company had declared bankruptcy in 2007, Faruqi & Faruqi, LLP, along with its co-counsel, successfully prosecuted two trials to obtain relief for the class of Avacor purchasers. In January 2008, a jury in the first trial returned a verdict of almost \$37 million against two of the creators of the product. In November 2009, another jury awarded plaintiff and the class more than \$50 million in a separate trial against two other company directors and officers. This jury award represented the largest consumer class action jury award in California in 2009 (according to VerdictSearch, a legal trade publication).

Additionally, in *Rodriguez v. CitiMortgage, Inc.*, Case No. 11-cv-04718-PGG-DCF (S.D.N.Y. 2011), Faruqi & Faruqi, LLP, as co-lead class counsel, reached a significant settlement with CitiMortgage related to improper foreclosure practices of homes owned by active duty servicemembers. The settlement was recently finalized pursuant to a Final Approval Order dated October 6, 2015, which provides class members with a monetary recovery of at least \$116,785.00 per class member, plus the amount of any lost equity in the foreclosed property.

Below is a non-exhaustive list of settlements where Faruqi & Faruqi, LLP and its partners have served as lead or co-lead counsel:



- *In re Sinus Buster Products Consumer Litig.*, Case No. 1:12-cv-02429-ADS-AKT (E.D.N.Y. 2012). The firm represented a nationwide class of purchasers of assorted cold, flu and sinus products. A settlement was obtained, providing class members with a cash refund up to \$10 and requiring defendant to discontinue the marketing and sale of certain products.
- *In re: Alexia Foods, Inc. Litigation.*, Case No. 4:11-cv-06119 (N.D. Cal. 2011). The firm represented a proposed class of all persons who purchased certain frozen potato products that were deceptively advertised as “natural” or “all natural.” A settlement was obtained, providing class members with the cash refunds up to \$35.00 and requiring defendant to cease using a synthetic chemical compound in future production of the products.
- *In re: Haier Freezer Consumer Litig.*, Case No. 5:11-CV-02911-EJD (N.D. Cal. 2011). The firm represented a nationwide class of consumers who purchased certain model freezers, which were sold in violation of the federal standard for maximum energy consumption. A settlement was obtained, providing class members with cash payments of between \$50 and \$325.80.
- *Loreto v. Coast Cutlery Co.*, Case No. 11-3977 SDW-MCA (D.N.J. 2011) The firm represented a proposed nationwide class of people who purchased stainless steel knives and multi-tools that were of a lesser quality than advertised. A settlement was obtained, providing class members with a full refund of the purchase price.
- *Rossi v Procter & Gamble Company.*, Case No. 11-7238 (D.N.J. 2011). The firm represented a nationwide class of consumers who purchased deceptively marketed “Crest Sensitivity” toothpaste. A settlement was obtained, providing class members with a full refund of the purchase price.
- *In re: Michaels Stores Pin Pad Litig.*, Case No. 1:11-CV-03350 CPK (N.D. Ill. 2011). The firm represented a nationwide class of persons against Michaels Stores, Inc. for failing to secure and safeguard customers’ personal financial data. A settlement was obtained, which provided class members with monetary recovery for unreimbursed out-of-pocket losses incurred in connection with the data breach, as well as up to four years of credit monitoring services.
- *Kelly, v. Phiten*, Case No. 4:11-cv-00067 JEG (S.D. Iowa 2011). The firm represented a proposed nationwide class of consumers who purchased Defendant Phiten USA’s jewelry and other products, which were falsely promoted to balance a user’s energy flow. A settlement was obtained, providing class members with up to 300% of the cost of the product and substantial injunctive relief requiring Phiten to modify its advertising claims.
- *In re: HP Power-Plug Litigation*, Case No. 06-1221 (N.D. Cal. 2006). The firm represented a proposed nationwide class of consumers who purchased defective laptops manufactured by defendant. A settlement was obtained, which provided full relief to class members, including among other benefits a cash payment up to \$650.00 per class member, or in the alternative, a repair free-of-charge and new limited warranties accompanying repaired laptops.
- *Delre v. Hewlett-Packard Co.*, C.A. No. 3232-02 (N.J. Super. Ct. 2002). The firm represented a proposed nationwide class of consumers (approximately 170,000 members) who purchased, HP dvd-100i dvd-writers (“HP 100i”) based on misrepresentations regarding the write-once (“DVD+R”) capabilities of the HP 100i and the compatibility of DVD+RW disks written by HP 100i with DVD players and other optical storage devices. A settlement was obtained, which provided full relief to class members, including among other benefits, the replacement of defective HP 100i with its more current, second generation DVD writer, the HP 200i, and/or refunds the \$99 it had charged some consumers to upgrade from the HP 100i to the HP 200i prior to the settlement.

In addition, Faruqi & Faruqi, LLP and its partners are currently serving as lead or co-lead counsel in the following class action cases:

- *Dei Rossi et al. v. Whirlpool Corp.*, Case No. 2:12-cv-00125-TLN-JFM (E.D. Cal. 2012) (representing a certified class of people who purchased mislabeled KitchenAid brand refrigerators from Whirlpool Corp.)



- *In re: Scotts EZ Seed Litigation*, Case No. 7:12-cv-04727-VB (S.D.N.Y. 2012) (representing a certified class of purchasers of mulch grass seed products advertised as a superior grass seed product capable of growing grass in the toughest conditions and with half the water.)
- *Forcellati et al., v Hyland's, Inc. et al.*, Case No. 2:12-cv-01983-GHK-MRW (C.D. Cal. 2012) (representing a certified nationwide class of purchasers of children's cold and flu products.)
- *Avram v. Samsung Electronics America, Inc., et al.*, Case No. 2:11-cv-06973 KM-MCA (D.N.J. 2011) (representing a proposed nationwide class of persons who purchased mislabeled refrigerators from Samsung Electronics America, Inc. for misrepresenting the energy efficiency of certain refrigerators.)
- *Dzielak v. Whirlpool Corp., et al.*, Case No. 12-CIV-0089 SRC-MAS (D.N.J. 2011) (representing a proposed nationwide class of purchasers of mislabeled Maytag brand washing machines for misrepresenting the energy efficiency of such washing machines.)
- *In re: Shop-Vac Marketing and Sales Practices Litigation*, Case No. 4:12-md-02380-YK (M.D. Pa. 2012) (representing a proposed nationwide class of persons who purchased vacuums or Shop Vac's with overstated horsepower and tank capacity specifications.)
- *In re: Oreck Corporation Halo Vacuum And Air Purifiers Marketing And Sales Practices Litigation*, MDL No. 2317 (the firm was appointed to the executive committee, representing a proposed nationwide class of consumers who purchased vacuums and air purifiers that were deceptively advertised effective in eliminating common viruses, germs and allergens.)

EMPLOYMENT PRACTICES LITIGATION

Faruqi & Faruqi, LLP is a recognized leader in protecting the rights of employees. The firm's Employment Practices Group is committed to protecting the rights of current and former employees nationwide. The firm is dedicated to representing employees who may not have been compensated properly by their employer or who have suffered investment losses in their employer-sponsored retirement plan. The firm also represents individuals (often current or former employees) who assert that a company has allegedly defrauded the federal or state government.

Faruqi & Faruqi represents current and former employees nationwide whose employers have failed to comply with state and/or federal laws governing minimum wage, hours worked, overtime, meal and rest breaks, and unreimbursed business expenses. In particular, the firm focuses on claims against companies for (i) failing to properly classify their employees for purposes of paying them proper overtime pay, or (ii) requiring employees to work "off-the-clock," and not paying them for all of their actual hours worked.

In prosecuting claims on behalf of aggrieved employees, Faruqi & Faruqi has successfully defeated summary judgment motions, won numerous collective certification motions, and obtained significant monetary recoveries for current and former employees. In the course of litigating these claims, the firm has been a pioneer in developing the growing area of wage and hour law. In *Creely, et al. v. HCR ManorCare, Inc.*, C.A. No. 3:09-cv-02879 (N.D. OH), Faruqi & Faruqi, along with its co-counsel, obtained one of the first decisions to reject the application of the Supreme Court's Fed. R. Civ. P. 23 certification analysis in *Wal-Mart Stores, Inc. v. Dukes et. al.*, 131 S. Ct. 2541 (2011) to the certification process of collective actions brought pursuant to the Fair Labor Standards Act of 1938 ("FLSA"). The firm, along with its co-counsel,



also recently won a groundbreaking decision for employees seeking to prosecute wage and hour claims on a collective basis in *Symczyk v. Genesis Healthcare Corp. et al.*, No. 10-3178 (3d Cir. 2011). In *Symczyk*, the Third Circuit reversed the district court's ruling that an offer of judgment mooted a named plaintiff's claim in an action asserting wage and hour violations of the FLSA. Notably, the Third Circuit also affirmed the two-step process used for granting certification in FLSA cases. The *Creely* decision, like the Third Circuit's *Genesis* decision, will invariably be relied upon by courts and plaintiffs in future wage and hour actions.

Some of the firm's notable recoveries include *Bazzini v. Club Fit Management, Inc.*, C.A. No. 08-cv-4530 (S.D.N.Y. 2008), wherein the firm settled a FLSA collective action lawsuit on behalf of tennis professionals, fitness instructors and other health club employees on very favorable terms. Similarly, in *Garcia, et al., v. Lowe's Home Center, Inc., et al.*, C.A. No. GIC 841120 (Cal. Sup. Ct. 2008), Faruqi & Faruqi served as co-lead counsel and recovered \$1.6 million on behalf of delivery workers who were unlawfully treated as independent contractors and not paid appropriate overtime wages or benefits.

The firm's Employment Practices Group also represents participants and beneficiaries of employee benefit plans covered by the Employee Retirement Income Security Act of 1974 ("ERISA"). In particular the firm protects the interests of employees in retirement savings plans against the wrongful conduct of plan fiduciaries. Often, these retirement savings plans constitute a significant portion of an employee's retirement savings. ERISA, which codifies one of the highest duties known to law, requires an employer to act in the best interests of the plan's participants, including the selection and maintenance of retirement investment vehicles. For example, an employer who administers a retirement savings plan (often a 401(k) plan) has a fiduciary obligation to ensure that the retirement plan's assets (including employee and any company matching contributions to the plan) are directed into appropriate and prudent investment vehicles.

Faruqi & Faruqi has brought actions on behalf of aggrieved plan participants where a company and/or certain of its officers breached their fiduciary duty by allowing its retirement plans to invest in shares of its own stock despite having access to materially negative information concerning the company which materially impacted the value of the stock. The resulting losses can be devastating to employees' retirement accounts. Under certain circumstances, current and former employees can seek to hold their employers accountable for plan losses caused by the employer's breach of their ERISA-mandated duties.

The firm's Employment Practices Group also represents whistleblowers in actions under both federal and state False Claims Acts. Often, current and former employees of business entities that contract with, or are otherwise bound by obligations to, the federal and state governments become aware of wrongdoing that causes the government to overpay for a good or service. When a corporation perpetrates such fraud, a whistleblower may sue the wrongdoer in the government's name to recover up to three times actual damages and additional civil penalties for each false statement made. Whistleblowers who initiate



such suits are entitled to a portion of the recovery attained by the government, generally ranging from 15% to 30% of the total recovery.

False Claims Act cases often arise in context of Medicare and Medicaid fraud, pharmaceutical fraud, defense contractor fraud, federal government contractor fraud, and fraudulent loans and grants. For instance, in *United States of America, ex rel. Ronald J. Streck v. Allergan, Inc. et al.*, No. 2:08-cv-05135-ER (E.D. Pa.), Faruqi & Faruqi represents a whistleblower in an un-sealed case alleging fraud against thirteen pharmaceutical companies who underpaid rebates they were obliged to pay to state Medicaid programs on drugs sold through those programs.

Based on its experience and expertise, the firm has served as the principal attorneys representing current and former employees in numerous cases across the country alleging wage and hour violations, ERISA violations and violations of federal and state False Claims Acts.

ATTORNEYS

NADEEM FARUQI

Mr. Faruqi is Co-Founder and Managing Partner of the firm. Mr. Faruqi oversees all aspects of the firm's practice areas. Mr. Faruqi has acted as sole lead or co-lead counsel in many notable class or derivative action cases, such as: *In re Olsten Corp. Secs. Litig.*, C.A. No. 97-CV-5056 (E.D.N.Y.) (recovered \$25 million dollars for class members); *In re PurchasePro, Inc., Secs. Litig.*, Master File No. CV-S-01-0483 (D. Nev. 2001) (\$24.2 million dollars recovery on behalf of the class in securities fraud action); *In re Avatex Corp. S'holders Litig.*, C.A. No. 16334-NC (Del. Ch. 1999) (established certain new standards for preferred shareholders rights); *Dennis v. Pronet, Inc.*, C.A. No. 96-06509 (Tex. Dist. Ct.) (recovered over \$15 million dollars on behalf of shareholders); *In re Tellium, Inc. Secs. Litig.*, C.A. No. 02-CV-5878 (D.N.J.) (class action settlement of \$5.5 million); *In re Tenet Healthcare Corp. Derivative Litig.*, Lead Case No. 01098905 (Cal. Sup. Ct. 2002) (achieved a \$51.5 million benefit to the corporation in derivative litigation).

Upon graduation from law school, Mr. Faruqi was associated with a large corporate legal department in New York. In 1988, he became associated with Kaufman Malchman Kirby & Squire, specializing in shareholder litigation, and in 1992, became a member of that firm. While at Kaufman Malchman Kirby & Squire, Mr. Faruqi served as one of the trial counsel for plaintiff in *Gerber v. Computer Assocs. Int'l, Inc.*, 91-CV-3610 (E.D.N.Y. 1991). Mr. Faruqi actively participated in cases such as: *Colaprico v. Sun Microsystems*, No. C-90-20710 (N.D. Cal. 1993) (recovery in excess of \$5 million on behalf of the shareholder class); *In re Jackpot Secs. Enters., Inc. Secs. Litig.*, CV-S-89-805 (D. Nev. 1993) (recovery in excess of \$3 million on behalf of the shareholder class); *In re Int'l Tech. Corp. Secs. Litig.*, CV 88-440 (C.D.



Cal. 1993) (recovery in excess of \$13 million on behalf of the shareholder class); and *In re Triangle Inds., Inc. S'holders Litig.*, C.A. No. 10466 (Del. Ch. 1990) (recovery in excess of \$70 million).

Mr. Faruqi earned his Bachelor of Science Degree from McGill University, Canada (B.Sc. 1981), his Master of Business Administration from the Schulich School of Business, York University, Canada (MBA 1984) and his law degree from New York Law School (J.D., *cum laude*, 1987). Mr. Faruqi was Executive Editor of New York Law School's Journal of International and Comparative Law. He is the author of "Letters of Credit: Doubts As To Their Continued Usefulness," Journal of International and Comparative Law, 1988. He was awarded the Professor Ernst C. Stiefel Award for Excellence in Comparative, Common and Civil Law by New York Law School in 1987.

Mr. Faruqi is licensed to practice law in New York and is admitted to the United States District Courts for the Southern, Eastern and Western Districts of New York, and the District of Colorado, and the United States Court of Appeals for the Second and Third Circuits.

LUBNA M. FARUQI

Ms. Faruqi is Co-Founder of Faruqi & Faruqi, LLP. Ms. Faruqi is involved in all aspects of the firm's practice. Ms. Faruqi has actively participated in numerous cases in federal and state courts which have resulted in significant recoveries for shareholders.

Ms. Faruqi was involved in litigating the successful recovery of \$25 million to class members in *In re Olsten Corp. Secs. Litig.*, C.A. No. 97-CV-5056 (E.D.N.Y.). She helped to establish certain new standards for preferred shareholders in Delaware in *In re Avatex Corp. S'holders Litig.*, C.A. No. 16334-NC (Del. Ch. 1999). Ms. Faruqi was also lead attorney in *In re Mitcham Indus., Inc. Secs. Litig.*, Master File No. H-98-1244 (S.D. Tex. 1998), where she successfully recovered \$3 million on behalf of class members despite the fact that the corporate defendant was on the verge of declaring bankruptcy.

Upon graduation from law school, Ms. Faruqi worked with the Department of Consumer and Corporate Affairs, Bureau of Anti-Trust, the Federal Government of Canada. In 1987, Ms. Faruqi became associated with Kaufman Malchman Kirby & Squire, specializing in shareholder litigation, where she actively participated in cases such as: *In re Triangle Inds., Inc. S'holders Litig.*, C.A. No. 10466 (Del. Ch. 1990) (recovery in excess of \$70 million); *Kantor v. Zondervan Corp.*, C.A. No. 88 C5425 (W.D. Mich. 1989) (recovery of \$3.75 million on behalf of shareholders); and *In re A.L. Williams Corp. S'holders Litig.*, C.A. No. 10881 (Del. Ch. 1990) (recovery in excess of \$11 million on behalf of shareholders).

Ms. Faruqi graduated from McGill University Law School at the age of twenty-one with two law degrees: Bachelor of Civil Law (B.C.L.) (1980) and a Bachelor of Common Law (L.L.B.) (1981).

Ms. Faruqi is licensed to practice law in New York and is admitted to the United States District Court for the Southern District of New York.



PETER KOHN

Mr. Kohn is a partner in Faruqi & Faruqi, LLP's Pennsylvania office.

Prior to joining the firm, Mr. Kohn was a shareholder at Berger & Montague, P.C., where he prepared for trial several noteworthy lawsuits under the Sherman Act, including *In re Buspirone Patent & Antitrust Litigation*, MDL No. 1410 (S.D.N.Y.) (\$220M settlement), *In re Cardizem CD Antitrust Litigation*, No. 99-MD-1278 (E.D. Mich.) (\$110M settlement), *Meijer, Inc. v. Warner-Chilcott*, No. 05-2195 (D.D.C.) (\$22M settlement), *In re Relafen Antitrust Litigation*, No. 01-12239 (D. Mass.) (\$175M settlement), *In re Remeron Direct Purchaser Antitrust Litigation*, No. 03-cv-0085 (D.N.J.) (\$75M settlement), *In re Terazosin Hydrochloride Antitrust Litigation*, No. 99-MDL-1317 (S.D. Fla.) (\$72.5M settlement), and *In re Tricor Direct Purchaser Antitrust Litig.*, No. 05-340 (D. Del.) (\$250M settlement). The court appointed him as co-lead counsel for the plaintiffs in *In re Pennsylvania Title Ins. Antitrust Litig.*, No. 08cv1202 (E.D. Pa.) (pending action on behalf of direct purchasers of title insurance alleging illegal cartel pricing under § 1 of the Sherman Act).

A sampling of Mr. Kohn's reported cases in the antitrust arena includes *In re Solodyn (Minocycline Hydrochloride) Antitrust Litig.*, Civil Action No. 14-md-02503-DJC, 2015 U.S. Dist. LEXIS 125999 (D. Mass. Aug. 14, 2015) (denying motion to dismiss reverse payment claims under the Sherman Act); *King Drug Co. of Florence v. Cephalon, Inc.*, 88 F. Supp. 3d 402 (E.D. Pa. 2015) (reverse payment claims under the Sherman Act survived summary judgment); *In re Suboxone (Buprenorphine Hydrochloride & Naloxone) Antitrust Litig.*, 64 F. Supp. 3d 665 (E.D. Pa. 2014) (denying motion to dismiss product hopping claims under the Sherman Act); *In re Lidoderm Antitrust Litig.*, 74 F. Supp. 3d 1052 (N.D. Cal. 2014) (denying motion to dismiss reverse payment claims under the Sherman Act); *Mylan Pharms., Inc. v. Warner Chilcott Pub.*, No. 12-3824, 2013 U.S. Dist. LEXIS 152467 (E.D. Pa. June 11, 2013) (denying motion to dismiss product hopping claims under the Sherman Act); *In re Hypodermic Prods. Antitrust Litig.*, 484 Fed. Appx. 669 (3d Cir. 2012) (issue of direct purchaser standing under *Illinois Brick*); *Wallach v. Eaton Corp.*, 814 F. Supp. 2d 428 (D. Del. 2011) (application of the Third Circuit's "complete involvement" exception to the *in pari delicto* doctrine); *Delaware Valley Surgical Supply Inc. v. Johnson & Johnson*, 523 F.3d 1116 (9th Cir. 2008) (issue of direct purchaser standing under *Illinois Brick*); *Babyage.com, Inc. v. Toys "R" Us, Inc.*, 558 F. Supp.2d 575 (E.D. Pa. 2008) (denying defendants' motion to dismiss following the Supreme Court's decisions in *Twombly* and *Leegin*, and for the first time in the Third Circuit adopting the Merger Guidelines method of relevant market definition); *J.B.D.L. Corp. v. Wyeth-Ayerst Laboratories, Inc.*, 485 F.3d 880 (6th Cir. 2007) (affirming summary judgment in exclusionary contracting case); and *Babyage.com, Inc. v. Toys "R" Us, Inc.*, 458 F. Supp.2d 263 (E.D. Pa. 2006) (discoverability of surreptitiously recorded statements prior to deposition of declarant).



Mr. Kohn is a 1989 graduate of the University of Pennsylvania (B.A., English) and a 1992 *cum laude* graduate of Temple University Law School, where he was senior staff for the *Temple Law Review* and received awards for trial advocacy. Mr. Kohn was recognized as a “recommended” antitrust attorney in the Northeast in 2009 by the Legal 500 guide (www.legal500.com) and was chosen by his peers as a “SuperLawyer” in Pennsylvania in 2009 - 2013, and 2016. Mr. Kohn was an invited speaker at the ABA Section of Antitrust Law’s 2016 Spring Meeting in Washington, D.C., for the Health Care & Pharmaceuticals and State Enforcement Committee’s program, “Exclusionary or Not? Product Hopping and REMS.” He was also invited to speak for the ABA Section of Antitrust Law’s program “Product Hopping Cases: Where Are We and Where Are We Headed” in December 2015, as well as Harris Martin Publishing’s Antitrust Pay-for-Delay Litigation Conference in 2014 and 2015. In 2011, Mr. Kohn was selected as a Fellow in the Litigation Counsel of America, a trial lawyer honorary society composed of less than one-half of one percent of American lawyers. He is a member of the bars of the Supreme Court of Pennsylvania (1992-present), the United States District Court for the Eastern District of Pennsylvania (1995-present), the United States District Court for the Eastern District of Michigan (2010-present), the United States Court of Appeals for the Third Circuit (2000-present), the United States Court of Appeals for the Sixth Circuit (2005-present), the United States Court of Appeals for the Ninth Circuit (2016-present), and the United States Court of Appeals for the Federal Circuit (2011-present).

RICHARD W. GONNELLO

Richard W. Gonnello is a partner in Faruqi & Faruqi, LLP’s New York office.

Prior to joining the firm, Mr. Gonnello was a partner at Entwistle & Cappucci LLP and an associate at Latham & Watkins LLP. He began his career representing large corporations in litigation, arbitration, and governmental investigations. Mr. Gonnello now represents shareholders in securities fraud cases and other investment disputes.

Mr. Gonnello has represented institutional and individual investors in obtaining substantial recoveries in numerous class actions, including *In re Royal Ahold Sec. Litig.*, No. 03-md-01539 (D. Md. 2003) (\$1.1 billion) and *In re Tremont Securities Law, State Law and Insurance Litigation*, No. 08-cv-11117 (S.D.N.Y. 2011) (\$100 million+). Mr. Gonnello has also obtained favorable recoveries for institutional investors pursuing direct securities fraud claims, including cases against *Qwest Communications International, Inc.* (\$175 million+) and *Tyco Int’l Ltd* (\$21 million).

Mr. Gonnello has successfully argued numerous cases, including *Zak v. Chelsea Therapeutics Int’l, Ltd.*, Civ. No. 13-2370 (2015), which was before the Fourth Circuit Court of Appeals and resulted in the Court’s first reversal of a district court’s dismissal in the twenty years since the Private Securities Litigation Reform Act was enacted in 1995.



Mr. Gonnello has co-authored the following articles: "*Staeher*' Hikes Burden of Proof to Place Investor on Inquiry Notice," New York Law Journal, December 15, 2008; and "*Potential Securities Fraud: 'Storm Warnings' Clarified*," New York Law Journal, October 23, 2008.

Mr. Gonnello attended the University of Chicago, where he was named to the Dean's List every quarter, and thereafter graduated *summa cum laude* from Rutgers University in 1995, where he was named Phi Beta Kappa. He received his law degree from UCLA School of Law (J.D. 1998), and was a member of the UCLA Journal of Environmental Law & Policy.

Mr. Gonnello is licensed to practice law in New York and is admitted to the United States District Courts for the Southern and Eastern Districts of New York and the United States Court of Appeals for the Second, Fourth, Seventh and Ninth Circuits.

JOSEPH T. LUKENS

Mr. Lukens is a partner in Faruqi & Faruqi, LLP's Pennsylvania office.

Mr. Lukens was a shareholder at the Philadelphia firm of Hangley Aronchick Segal Pudlin & Schiller, where he represented large retail pharmacy chains as opt-out plaintiffs in numerous lawsuits under the Sherman Act. Among those lawsuits were *In re Brand Name Prescription Drugs Antitrust Litigation* (MDL 897, N.D. Ill.), *In re Terazosin Hydrochloride Antitrust Litigation* (MDL 1317, S.D. Fla.), *In re TriCor Direct Purchaser Antitrust Litigation* (05-605, D. Del.), *In re Nifedipine Antitrust Litigation* (MDL1515, D.D.C.), *In re OxyContin Antitrust Litigation* (04-3719, S.D.N.Y), and *In re Chocolate Confectionary Antitrust Litigation* (MDL 1935, M.D. Pa.). While the results in the opt-out cases are confidential, the parallel class actions in those matters which are concluded have resulted in settlements exceeding \$1.1 billion.

Earlier in his career, Mr. Lukens concentrated in commercial and civil rights litigation at the Philadelphia firm of Schnader, Harrison, Segal & Lewis. The types of matters that Mr. Lukens handled included antitrust, First Amendment, contracts, and licensing. Mr. Lukens also worked extensively on several notable *pro bono* cases including *Commonwealth v. Morales*, which resulted in a rare reversal on a second post-conviction petition in a capital case in the Pennsylvania Supreme Court.

Mr. Lukens graduated from LaSalle University (B.A. Political Science, *cum laude*, 1987) and received his law degree from Temple University School of Law (J.D., *magna cum laude*, 1992) where he was an editor on the *Temple Law Review* and received several academic awards. After law school, Mr. Lukens clerked for the Honorable Joseph J. Longobardi, Chief Judge for the United States District Court for the District of Delaware (1992-93). Mr. Lukens is a member of the bars of the Supreme Court of Pennsylvania (1992-present), the United States Supreme Court (1996-present); the United States District Court for the Eastern District of Pennsylvania (1993-present), the United States Court of Appeals for the



Third Circuit (1993-present), and the United States Court of Appeals for the District of New Jersey (1994-present).

Mr. Lukens has several publications, including: *Bringing Market Discipline to Pharmaceutical Product Reformulations*, 42 Int'l Rev. Intel. Prop. & Comp. Law 698 (September 2011) (co-author with Steve Shadowen and Keith Leffler); *Anticompetitive Product Changes in the Pharmaceutical Industry*, 41 Rutgers L.J. 1 (2009) (co-author with Steve Shadowen and Keith Leffler); *The Prison Litigation Reform Act: Three Strikes and You're Out of Court — It May Be Effective, But Is It Constitutional?*, 70 Temp. L. Rev. 471 (1997); *Pennsylvania Strips The Inventory Search Exception From Its Rationale – Commonwealth v. Nace*, 64 Temp. L. Rev. 267 (1991).

STUART J. GUBER

Stuart J. Guber is a Partner in Faruqi & Faruqi, LLP's Pennsylvania office.

Mr. Guber focuses his practice on representing institutional and individual investors in class actions under the federal securities laws, shareholder derivative suits and mergers and acquisitions litigation, as well as other complex litigation representing consumers. During his 25-year career as a securities and complex litigator, Mr. Guber, as one of the lead attorneys, has successfully litigated numerous shareholder cases to settlement and verdict including *In re Rite Aid Pharmacy Sec. Litig.*, No. MDL 1360 (E.D. Pa.) (\$320 Million settlement of securities class action); *In re Tycom Ltd. Sec. Litig.*, No. 03-CV-03540 (D. Conn.) (\$79 million settlement in securities class action); *In re Providian Financial Corp. Sec. Litig.*, No. 01-CV-3952 (N.D. Cal.) (\$65 million settlement in securities class action); *In re Bell South Corp. Sec. Litig.*, No. 02-CV-2142 (N.D. Ga.) (\$35 million settlement in securities class action); *In re Evergreen Ultra Short Opportunities Fund Sec. Litig.*, No. 1:08-CV-11064 (D. Mass.) (\$25 million class action securities settlement in which participating class members will recover over 65% of their losses); *Robbins v. Koger Properties*, No. 90-896-civ-J-10 (M.D. Flo.) (plaintiffs' trial counsel in jury verdict awarding \$81.3 million in damages); *Maiocco, et al. v. Greenway Capital Corp., et al.*, NASD No. 94-04396 (Lead trial counsel for plaintiffs in securities arbitration awarding \$227,000 in compensatory damages and \$100,000 in punitive damages); *Solomon v. T.F.M., Inc.* (achieved defense verdict as lead trial counsel in securities arbitration representing Philadelphia Stock Exchange options trading firm); *Minerva Group LP v. Keane*, Index No. 800621 (Sup. Ct. NY) (mergers and acquisitions case settled for amendments to merger agreement, additional disclosures and a price bump per share to be paid shareholders from \$8.40 per share to \$9.25 per share in merger consideration). Mr. Guber has successfully litigated consumer class actions (for e.g., *Nepomuceno v. Knights of Columbus*, No. Civ. A. 96 C 4789 (N.D. Ill.), settled for \$22 million in life insurance vanishing premium consumer fraud case) and successfully defended at trial a union health and welfare fund being sued by a healthcare provider (*Centre for Neuro Skills, Inc.-Texas v. Specialties & Paper Products Union*



No. 527 Health and Welfare Fund, No. CC-07-10150-A (Cty. Ct. Dallas, Tex.), lead trial defense counsel securing a directed verdict in favor of defendant).

Mr. Guber has also been involved as lead or co-lead counsel in litigation producing a number of noteworthy published decisions including: *South Ferry LP v. Killinger*, 542 F.3d 776 (9th Cir. 2008); *Koehler v. Brody*, 483 F.3d 590 (8th Cir. 2007); *Wagner v. First Horizon Pharm. Corp.*, 464 F.3d 1273 (11th Cir. 2006); *Garfield v. NDC Health*, 466 F.3d 1255 (11th Cir. 2006); *In re Cerner Corp. Sec. Litig.*, 425 F.3d 1079 (8th Cir. 2005); *Nevius v. Read-Rite Corp.*, 335 F.3d 843 (9th Cir. 2003); *Robbins v. Koger Properties*, 116 F.3d 1441 (11th Cir. 1997); *Schreiber v. Kellogg*, 50 F.3d 264 (3d Cir. 1995); *In re Evergreen Ultra Short Opportunities Fund Se. Litig.*, 275 F.R.D. 382 (D. Mass. 2011) *Marsden v. Select Med. Corp.*, 246 F.R.D. 480 (E.D. Pa. 2007); *In re Friedman's Inc. Securities Litigation*, 385 F. Supp. 2d 1345 (N.D. Ga. 2005); *In re Bellsouth Corp. Sec. Litig.*, 355 F. Supp. 2d 1350 (N.D. Ga. 2005); *Tri-Star Farms Ltd. v. Marconi, PLC, et al.*, 225 F. Supp. 2d 567 (W.D. Pa. 2002); *In re Campbell Soup Company Securities Litigation*, 145 F. Supp. 2d 574 (D.N.J. 2001); *In re Rite Aid Corp. Securities Litigation*, 146 F. Supp. 2d 706 (E.D. Pa. 2001); *In re ValuJet, Inc. Securities Litigation*, 984 F. Supp. 1472 (N.D. Ga.1997); *Schreiber v. Kellogg*, 194 B.R. 559 (E.D. Pa. 1996); *Schreiber v. Kellogg*, 839 F. Supp. 1157 (E.D. Pa. 1993); *Schreiber v. Kellogg*, 838 F. Supp. 998 (E.D. Pa.1993).

Mr. Guber is admitted to practice before the state bars of Pennsylvania and Georgia and is admitted to numerous federal courts including: United States District Courts for the Eastern District of Pennsylvania, Northern District of Georgia, Eastern District of Michigan and District of Colorado; and the United States Circuit Courts of Appeals for the First, Third, Eighth, Ninth, Tenth and Eleventh Circuits. He graduated with a Juris Doctor from Temple University School of Law (1990) and with a B.S. in Business Administration, majoring in accounting from Temple University (1986).

JAMES M. WILSON, JR.

James M. Wilson, Jr. is a Partner in Faruqi & Faruqi LLP's New York office

Prior to joining Faruqi & Faruqi, Mr. Wilson was a partner at Chitwood Harley Harnes, LLP, and a senior associate with Reed Smith, LLP. Mr. Wilson has represented institutional pension funds, corporations and individual investors in courts around the country and obtained significant recoveries, including the following securities class actions: *In re ArthroCare Sec. Litig.* No. 08-0574 (W.D. Tex.) (\$74 million); *In re Maxim Integrated Prod. Sec. Litig.*, No. 08-0832 (N.D.Cal.) (\$173 million); *In re TyCom Ltd. Sec. Litig.*, MDL No. 02-1335 (D.N.H.) (\$79 million); and *In re Providian Fin. Corp. Sec. Litig.*, No. 01-3952 (N.D. Cal.). Mr. Wilson also has obtained significant relief for shareholders in merger suits, including the following: *In re Zoran Corporation Shareholders Litig.*, No. 6212-VCP (Del. Chancery); and *In re The Coca-Cola Company Shareholder Litigation*, No. 10-182035 (Fulton County Superior Ct.).



Mr. Wilson has authored numerous articles addressing current developments including the following Expert Commentaries published by Lexis Nexis: *The Liability Faced By Financial Institutions From Exposure To Subprime Mortgages*; *Losses Attributable To Sub-Prime Mortgages*; *The Supreme Court's Decision in Stoneridge Investment Partners, LLC v. Scientific-Atlanta, Inc. et al.*; *Derivative Suite by LLC Members in New York: Tzolis v. Wolff*, 10 N.Y.3d 100 (Feb. 14, 2008).

Mr. Wilson obtained his undergraduate degree from Georgia State University (B.A. 1988), his law degree from the University of Georgia (J.D. 1991), and Masters in Tax Law from New York University (LL.M. 1992). He is licensed to practice law in Georgia and New York and is admitted to the United States District Courts for Middle and Northern Districts of Georgia, the Eastern and Southern Districts of New York, the Eastern District of Michigan and the District of Colorado, and the United States Courts of Appeals for the Second, Fifth and Eleventh Circuits.

SETH J. MACARTHUR

Seth J. MacArthur is a Partner in the firm's New York office and focuses his practice on personal injury law. Mr. MacArthur handles litigation in the areas of construction accidents and Labor Law, premises liability, as well serious motor vehicle liability cases. For more than nineteen years, Mr. MacArthur has been helping the injured by representing them in litigation in both federal and state courts.

Prior to joining Faruqi & Faruqi, Mr. MacArthur was the managing attorney at a personal injury firm. He has extensive experience in all phases of the litigation process.

Mr. MacArthur is active in multiple bar associations, including the Richmond County Bar Association, the New York State Trial Lawyers Association and the New York State Bar Association.

Mr. MacArthur earned his J.D. from Albany Law School and his B.S. in Political Science from the New York State University at Oneonta. He is licensed to practice law in New York and is admitted to practice before the United States District Court for the Eastern District.

ROBERT W. KILLORIN

Robert W. Killorin is a Partner with the firm, and is based in Atlanta. His practice is focused on shareholder merger and securities litigation. Mr. Killorin is an accomplished trial lawyer with over twenty years of experience in civil litigation. Prior to joining Faruqi & Faruqi, Mr. Killorin was a partner at the firm of Chitwood Harley Harnes, LLP where he specialized in complex securities litigation. Mr. Killorin has represented numerous individual plaintiffs, as well as institutional pension funds, corporations and individual investors in courts around the country. He has obtained significant recoveries, including the following securities class actions: *In re FireEye, Inc. Sec. Litig.*, No. 14-266866 (\$10 million settlement pending); *In re ArthroCare Sec. Litig.* No. 08-0574 (W.D. Tex.) (\$74 million); *In re Maxim Integrated Prod.*



Sec. Litig., No. 08-0832 (N.D. Cal.) (\$173 million); *In re TyCom Ltd. Sec. Litig.*, MDL No. 02-1335 (D.N.H.) (\$79 million); and *In re Providian Fin. Corp. Sec. Litig.*, No. 01-3952 (N.D. Cal.). Mr. Killorin has obtained significant relief for shareholders in merger suits, including the following: *In re The Coca-Cola Company Shareholder Litigation*, No. 10-182035 (Fulton County Superior Ct.).

Mr. Killorin authored “Preparing Clients to Testify” – Chapter 19 of *Civil Trial Practice, Winning Techniques of Successful Trial Attorneys*, Lawyers and Judges Publishing Company (2000), and has written articles and lectured on various legal topics. He is listed in Who’s Who in American Law and is an AV® Preeminent™ Peer Review Rated attorney.

Mr. Killorin obtained his undergraduate degree from Duke University (B.A., cum laude, 1980) and his law degree from the University of Georgia (J.D. 1983) where he was on the national mock trial team and a national moot court team. He is licensed to practice law in Georgia and is admitted to the United States Supreme Court, the United States Courts of Appeals for the Tenth and Eleventh Circuits, and the United States District Courts for Middle and Northern Districts of Georgia.

BRADLEY J. DEMUTH

Bradley J. Demuth’s practice is focused on complex antitrust litigation with particular expertise in cases involving pharmaceutical overcharges resulting from delayed generic entry schemes, price fixing, and other anticompetitive conduct. Mr. Demuth is a partner in the firm’s New York office.

Upon graduating, cum laude, from American University Washington College of Law (1999), Mr. Demuth served as a law clerk to the United States Court of Appeals for the Second Circuit. While thereafter associated with Cadwalader, Wickersham & Taft LLP and Skadden, Arps, Slate, Meager & Flom LLP, Mr. Demuth successfully represented several national and multinational corporate defendants in a wide range of antitrust and other commercial disputes. His antitrust experience includes litigating issues in the pharmaceutical, high-tech, professional sports, consumer goods, luxury goods, financial benchmarking, commodities, and industrial materials contexts. In 2008, Mr. Demuth received the Pro Bono Service Award for briefing and arguing an appeal made to the New York Supreme Court Appellate Term (1st Dep’t) on behalf of displaced low-income tenants. From 2009-2010, Mr. Demuth served as a Special Assistant Corporation Counsel and acting lead trial counsel for the City of New York, where among other favorable resolutions, he obtained a verdict for the City after a two-week trial in *Richardson v. City of New York* (Index. No. 14216-99).

Upon joining the Plaintiffs’ bar in 2012, Mr. Demuth has made notable contributions in several high-profile pharmaceutical antitrust cases that resulted in significant recoveries, including in:

- *American Sales Company, LLC v. Pfizer, Inc.* (E.D. Va.) (re Celebrex) (October 2017 \$94 million dollar settlement pending final approval);



- In re Aggrenox Antitrust Litigation (D. Conn.) (\$146 million settlement);
- Castro v. Sanofi Pasteur, Inc. (D.N.J.) (re Menactra) (\$61.5 million settlement); and
- In re Flonase Antitrust Litigation (E.D. Pa.) (\$150 million settlement).

Mr. Demuth is also currently involved in several other pending high-profile pharmaceutical antitrust matters including: In re Generic Pharmaceutical Pricing Antitrust Litigation (E.D. Pa.); In re Restasis (Cyclosporine Ophthalmic Emulsion) Antitrust Litigation (E.D.N.Y.); and In re Intuniv Antitrust Litigation (D. Mass.).

Mr. Demuth is a member of the New York State bar and is admitted to practice before the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York and the District of Colorado.

TIMOTHY J. PETER

Timothy J. Peter is a Partner in Faruqi & Faruqi, LLP's Pennsylvania office and focuses his practice on securities law and complex civil litigation.

Prior to joining Faruqi & Faruqi, Mr. Peter was an Associate at Cohen Placitella & Roth, P.C. where he was involved in such high profile litigation as: *In re Vioxx Products Liability Litigation* (\$8.25 million recovery for the Commonwealth of Pennsylvania) and *In re Evergreen Ultra Short Opportunities Fund Securities Litigation* (\$25 million class action securities settlement in which participating class members will recover over 65% of their losses). In addition, Mr. Peter played an important role in the resolution of *In re Minerva Group LP v. Mod-Pac Corp., et al.*, in which defendants increased the price of an insider buyout from \$8.20 to \$9.25 per share, a significant victory for shareholders. Prior to attending law school, Mr. Peter worked for one of largest financial institutions in the world where he gained significant insight into the inner workings of the financial services industry.

Mr. Peter is a 2009 cum laude graduate of the Michigan State University College of Law, where he served as an associate editor of the Journal of Medicine and Law. He received his undergraduate degree in Economics from the College of Wooster in 2002.

Mr. Peter is admitted to practice in the Commonwealth of Pennsylvania and the U.S. District Court for the Eastern District of Pennsylvania.

ADAM STEINFELD

Adam Steinfeld is a Partner in Faruqi & Faruqi, LLP's New York office. He practices in the area of antitrust litigation with a focus on competition in the pharmaceutical industry.

Mr. Steinfeld has litigated successfully with significant contributions in *In re Buspirone Patent & Antitrust Litigation*, MDL No. 1410 (S.D.N.Y.) (\$220M settlement); *In re Cardizem CD Antitrust Litigation*,



No. 99-MD-1278 (E.D. Mich.) (\$110M settlement); *In re Relafen Antitrust Litigation*, No. 01-12239 (D. Mass.) (\$175M settlement); *In re Remeron Direct Purchaser Antitrust Litigation*, No. 03-cv-0085 (D.N.J.) (\$75M settlement); *In re Terazosin Hydrochloride Antitrust Litigation*, No. 99-MDL-1317 (S.D. Fla.) (\$72.5M settlement); *In re Tricor Direct Purchaser Antitrust Litig.*, No. 05-340 (D. Del.) (\$250M settlement); and *Mylan Pharms., Inc. v. Warner Chilcott*, No. 12-cv-3824 (E.D. Pa.) (\$12 million settlement).

Prior to joining Faruqi & Faruqi, Mr. Steinfeld was associated with Grant and Eisenhofer, P.A. (2011-2015) and a partner at Garwin, Gerstein and Fisher, LLP, New York (1997-2009).

Mr. Steinfeld is the author of *Nuclear Objections: The Persistent Objector and the Legality of the Use of Nuclear Weapons*, 62 Brooklyn L. Rev. 1635 (winter, 1996).

Mr. Steinfeld received his law degree from Brooklyn Law School (J.D., 1997) where he was an editor on the Brooklyn Law Review and received several academic awards. Mr. Steinfeld is a member of the bars of the States of New York, New Jersey and Massachusetts; and is admitted to practice before the United States District Courts for the District New Jersey, Eastern District of New York, Southern District of New York, and Western District of New York. Mr. Steinfeld graduated from Brandeis University (B.A., Politics, 1994).

MICHAEL VAN GORDER

Michael Van Gorder's practice is focused on securities litigation. Mr. Van Gorder is a Partner in the firm's Delaware office.

Prior to joining F&F, Mr. Van Gorder served as a law clerk to the Honorable James T. Vaughn, Jr. of the Delaware Supreme Court (2015-16). While attending law school, Mr. Van Gorder served as the Editor-in-Chief of the Delaware Journal of Corporate Law and was selected as a Josiah Oliver Wolcott Fellow with the Delaware Supreme Court. Before law school, Mr. Van Gorder worked in the private bank of a global financial services firm where he held multiple securities licenses.

Mr. Van Gorder has authored the following article: *Boilermakers v. Chevron: Are Board Adopted Arbitration Bylaws Valid Under Delaware's General Corporation Law?*, 39 Del. J. Corp. L. 443 (2014).

Mr. Van Gorder received his J.D., magna cum laude, from Widener University School of Law (2015). Mr. Van Gorder received his B.S., Business Management, 2008; M.B.A., Finance, 2011, from Wilmington University.

Mr. Van Gorder is licensed to practice law in the state of Delaware and is admitted to the United States District Courts for the District of Delaware and District of Colorado.

BENJAMIN HEIKALI

Benjamin Heikali's practice is focused on securities and consumer litigation. Mr. Heikali is a Partner



in the firm's Los Angeles office.

Prior to joining F&F, Mr. Heikali interned at the U.S. Securities and Exchange Commission, Division of Enforcement, focusing on municipal bond litigation and financial fraud work.

Mr. Heikali graduated U.C.L.A. School of Law (J.D., 2015). During law school, Mr. Heikali was awarded the Masin Family Academic Excellence Award for outstanding performance; and the 2015 American College of Bankruptcy Law Meet, "Best Term Sheet." As well, Mr. Heikali served as Staff Editor of the U.C.L.A. Entertainment Law Review. Mr. Heikali received his B.A. in Psychology, with honors, from University of Southern California, 2012.

Mr. Heikali is licensed to practice law in California and is admitted to practice before the United States District Courts for the Central, Northern, Southern, and Eastern Districts of California and the United States Court of Appeals for the Ninth Circuit.

NINA VARINDANI

Nina Varindani is a Partner in Faruqi & Faruqi, LLP's New York office.

Prior to joining the firm, Ms. Varindani practiced commercial litigation at Milber Makris Plousadis & Seiden, LLP where she represented directors, officers and other professionals and corporations in complex commercial litigation in federal and state courts. Additionally, Ms. Varindani gained further litigation experience in law school through internships at Collen IP and the New York State Judicial Institute.

Ms. Varindani is licensed to practice law in New York and is admitted to practice before the United States District Courts for the Southern District of New York and the Eastern District of New York.

Ms. Varindani graduated from the George Washington University (B.A. in Psychology, 2006) and Pace Law School (J.D., 2010).

INNESSA MELAMED HUOT

Innessa Melamed Huot is a Partner in the firm's New York office and focuses her practice on employment law and wage and hour class action litigation.

Ms. Huot represents employees across the country in both individual and class action lawsuits. Ms. Huot has litigated cases in both federal and state courts, involving FLSA claims, state wage and hour violations, discrimination and harassment claims, retaliation matters, FMLA and ADA violations, breach of contract disputes, and other employment-related violations. Ms. Huot has served as lead or co-lead counsel in numerous cases filed against major businesses and corporations, and has successfully recovered millions of dollars on behalf of her clients.



Ms. Huot is active in multiple bar associations, including the Brooklyn Bar Association's Young Lawyers Section, American Bar Association's Section of Labor and Employment, the National Employment Lawyers Association (NELA), and the American Association for Justice (AAJ).

Ms. Huot earned her J.D., *magna cum laude*, from Pace Law School and her M.B.A. in Finance, *summa cum laude*, from Pace Lubin School of Business. Ms. Huot graduated from Syracuse University with a B.A., *summa cum laude*, in Political Science and International Relations.

Ms. Huot is licensed to practice law in New York, New Jersey, and Connecticut and is admitted to practice before the United States District Courts for the Southern District, Eastern District, Western District, and Northern District of New York, the District of New Jersey, and the Second Circuit Court of Appeals.

MEGAN SULLIVAN

Megan Sullivan is a Partner in Faruqi & Faruqi, LLP's New York office.

Prior to joining the firm, Ms. Sullivan was a litigation associate at Crosby & Higgins LLP where she represented institutional and individual investors in securities arbitrations before FINRA and counseled corporate clients in commercial disputes in federal court. Additionally, Ms. Sullivan gained further litigation experience in law school through internships at the Kings County District Attorney's Office and the Adjudication Division of the New York City Department of Consumer Affairs.

Ms. Sullivan graduated from the University of California, Los Angeles (B.A., History, 2008) and from Brooklyn Law School (J.D., *cum laude*, 2011). While at Brooklyn Law School, Ms. Sullivan served as Associate Managing Editor of the Brooklyn Journal of Corporate, Financial and Commercial Law.

Ms. Sullivan is licensed to practice law in the State of New York, and is admitted to the United States District Courts for the Southern and Eastern Districts of New York and the United States Court of Appeals for the Ninth Circuit.

KATHERINE M. LENAHAN

Katherine M. Lenahan is a Partner in Faruqi & Faruqi, LLP's New York office.

Prior to joining Faruqi & Faruqi, Ms. Lenahan practiced securities litigation at Entwistle & Cappucci LLP. Ms. Lenahan gained further experience through internships for the Honorable Sherry Klein Heitler, Administrative Judge for Civil Matters, First Judicial District, and the Kings County District Attorney's Office.

Ms. Lenahan graduated from Fordham University (B.A., Political Science, *magna cum laude*, 2009) and Fordham University School of Law (J.D., 2012). While at Fordham Law School, Ms. Lenahan served as an associate editor of the Fordham Intellectual Property, Media and Entertainment Law Journal and was a fellow at the Center on Law and Information Policy.



Ms. Lenahan is licensed to practice law in New York, and is admitted to the United States District Court for the Southern District of New York, and the United States Courts of Appeals for the Second and Ninth Circuits.

STEPHEN G. DOHERTY

Stephen Doherty is Senior Counsel in the Pennsylvania office of Faruqi & Faruqi, LLP. Mr. Doherty practices in the area of antitrust law and is significantly involved in prosecuting antitrust class actions on behalf of direct purchasers of brand name and generic drugs and charging pharmaceutical manufacturers with price fixing and with illegally blocking the market entry of less expensive competitors.

Earlier in his career, Mr. Doherty litigated consumer fraud and employment discrimination cases in both state and federal courts in Pennsylvania and New Jersey. He has served on numerous volunteer boards, including Gilda's Club of Delaware Valley and the BCBA Pro Bono Committee, has served as a volunteer instructor for VITA Education Services, and as a pro bono lawyer for the Consumer Bankruptcy Assistance Project.

Mr. Doherty is a 1992 graduate of Temple University Law School, where he was senior staff for the Temple Law Review and received several academic awards and is the author of Joint Representation Conflicts of Interest: Toward A More Balanced Approach, 65 Temp. L. Rev. 561 (1992). Mr. Doherty is a 1988 graduate of Dickinson College (B.A., Anthropology and Latin American Studies).

NEILL CLARK

Mr. Clark is Of Counsel in Faruqi and Faruqi, LLP's Pennsylvania office.

Before joining the firm, Mr. Clark was an associate at Berger & Montague, P.C. where he was significantly involved in prosecuting antitrust class actions on behalf of direct purchasers of brand name drugs and charging pharmaceutical manufacturers with illegally blocking the market entry of less expensive competitors.

Eight of those cases have resulted in substantial settlements totaling over \$950 million: *In re Cardizem CD Antitrust Litig.* settled in November 2002 for \$110 million; *In re Buspirone Antitrust Litig.* settled in April 2003 for \$220 million; *In re Relafen Antitrust Litig.* settled in February 2004 for \$175 million; *In re Platinol Antitrust Litig.* settled in November 2004 for \$50 million; *In re Terazosin Antitrust Litig.* settled in April 2005 for \$75 million; *In re Remeron Antitrust Litig.* settled in November 2005 for \$75 million; *In re Ovcon Antitrust Litig.* settled in 2009 for \$22 million; and *In re Tricor Direct Purchaser Antitrust Litig.* settled in April 2009 for \$250 million.



Mr. Clark was also principally involved in a case alleging a conspiracy among hospitals and the Arizona Hospital and Healthcare Association to depress the compensation of per diem and traveling nurses, *Johnson et al. v. Arizona Hospital and Healthcare Association et al.*, No. CV07-1292 (D. Ariz.).

Mr. Clark was selected as a "Rising Star" by Pennsylvania Super Lawyers and listed as one of the Top Young Lawyers in Pennsylvania in the December 2005 edition of Philadelphia Magazine. Two cases in which he has been significantly involved have been featured as "Noteworthy Cases" in the NATIONAL LAW JOURNAL articles, "The Plaintiffs' Hot List" (*In re Tricor Antitrust Litig.* October 5, 2009 and *Johnson v. Arizona Hosp. and Healthcare Ass'n.*, October 3, 2011).

Mr. Clark graduated cum laude from Appalachian State University in 1994 and from Temple University Beasley School of Law in 1998, where he earned seven "distinguished class performance" awards, an oral advocacy award and a "best paper" award.

DAVID CALVELLO

David Calvello is an Associate in Faruqi & Faruqi, LLP's New York office where his focus is litigating Antitrust matters.

Mr. Calvello graduated from the University of Richmond (B.S., 2011) with a double major in Finance and Political Science and Pace Law School (J.D., *magna cum laude*, 2014). He is licensed to practice law in New York and New Jersey and is admitted to practice before the United States District Court for New Jersey.

Prior to joining Faruqi & Faruqi, Mr. Calvello was as an Associate at Kaufman Borgeest & Ryan, LLP where he focused primarily on insurance coverage matters with respect to Directors & Officers (D&O), Errors & Omissions (E&O), and Professional Liability lines of coverage. In law school, Mr. Calvello served as an editor on the Pace International Law Review and received the New Rochelle Bar Association Award upon graduation. He was also very active in moot court competitions, and competed in the Willem C. Vis International Commercial Arbitration Moot held in Vienna, Austria.

SHERIEF MORSY

Sherief Morsy's practice is focused on securities litigation. Mr. Morsy is an Associate in the firm's New York office.

Prior to joining F&F, Mr. Morsy was a litigation associate at a New York law firm where he specialized in New York State Appellate practice. Mr. Morsy also gained litigation experience as an intern with the Honorable Shira A. Sheindlin, Southern District of New York (2013). He interned as well with a New York securities firm, a multinational corporation, and the King's County DA's office.

Mr. Morsy received his J.D., cum laude, from Brooklyn Law School, 2014. While at Brooklyn Law



School, Mr. Morsy was a Notes and Comments Editor of the Brooklyn Law Review. He is the author of The JOBS Act and Crowdfunding: How Narrowing the Secondary Market Handicaps Fraud Plaintiffs, 79 Brook. L. Rev. (2014), Brooklyn Law Review, Vol. 79, Issue 3. Mr. Morsy received his B.A. in Political Science and Philosophy, Rutgers University, 2010.

Mr. Morsy is licensed to practice law in New York and New Jersey and is admitted to the United States District Courts for the Southern and Eastern Districts of New York and the District of New Jersey.

ALEX HARTZBAND

Alex Hartzband's practice is focused on employment litigation. Mr. Hartzband is an associate in the firm's New York office.

Prior to joining F&F, Mr. Hartzband was an associate at a prominent New York firm where he represented employees on an individual and class basis on employment matters including, but not limited to: discrimination; sexual harassment; whistleblower retaliation; and breach of contract. As well during law school, Mr. Hartzband worked with a New York firm that represented labor unions and individual employees. Mr. Hartzband was a member of Fordham Law's Moot Court Board.

Mr. Hartzband earned his J.D. from Fordham University School of Law (J.D. 2015). Mr. Hartzband earned his undergraduate degree from George Washington University (B.A., History, 2012).

Mr. Hartzband is licensed to practice law in New York and New Jersey. Further, Mr. Hartzband is admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York.

ALEX B. HELLER

Alex B. Heller's practice is focused on securities litigation. Mr. Heller is an associate in the firm's Pennsylvania office.

Prior to joining F&F, Mr. Heller was an associate at a prominent law firm in Philadelphia where he focused on commercial litigation and corporate counsel matters.

While attending law school, Mr. Heller worked as a law clerk for a large national law firm and as a legal intern for KPMG. During law school, Mr. Heller served as a research assistant to the Law & Economics Center at George Mason University School of Law. Mr. Heller, also during law school, served as an associate editor for the George Mason Law Review.

Mr. Heller is a Certified Public Accountant (CPA). Prior to law school, he practiced public accounting at PricewaterhouseCoopers LLP and Mazars USA LLP, providing audit and assurance services.



Mr. Heller has authored the following articles: Corporate Death Penalty: Prosecutorial Discretion and the Indictment of SAC Capital, 22 GEO. MASON L. REV. 763 (2015); Co-Author, Cybersecurity Disclosures in SEC Filings: When, How, BLOOMBERG BNA (March 13, 2015).

Mr. Heller earned his J.D. from George Mason University School of Law (J.D. 2015). Mr. Heller earned his undergraduate degree from American University (B.S. Business Administration, Accounting Specialization, 2008).

Alex is licensed to practice law in Pennsylvania and New Jersey. Alex is admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the United States Court of Appeals for the Third Circuit.

KRISTYN FIELDS

Kristyn Fields' practice is focused on antitrust litigation. Ms. Fields is an Associate in the firm's New York office.

Prior to joining F&F, Ms. Fields interned for the Honorable Martin Marcus, New York Supreme Court, Bronx County. As well, Ms. Fields participated in the Brooklyn Law Incubator & Policy Clinic providing pro bono counsel to emerging start-up companies. While at Brooklyn Law School, Ms. Fields served as an Executive Articles Editor of the Brooklyn Journal of Corporate, Financial & Commercial Law. Also, Ms. Fields was a member of the Moot Court Honor Society.

Ms. Fields earned her J.D. from Brooklyn Law School (2016). Ms. Fields earned her undergraduate degree from Boston College (B.A., Political Science, 2013).

Ms. Fields is licensed to practice law in New York.

PATRICK J. COLLOPY

Patrick Collopy's practice is focused on employment litigation. Mr. Collopy is an Associate in the firm's New York office.

Prior to joining the firm, Mr. Collopy served as a legal intern at a New York law firm. Mr. Collopy gained experience in employment law while interning on Capital Hill at the Congressional Office of Compliance. Additionally, gained further litigation experience as a legal intern at the Kings County District Attorney's Office.

Mr. Collopy earned his J.D. from Brooklyn Law School (2016) and his undergraduate degree from Fordham University (B.A., History; Minor in Economics, 2009).

Mr. Collopy is licensed to practice law in New York.



DILLON HAGIUS

Dillon Hagius's practice is focused on securities litigation. Mr. Hagius is an Associate in the firm's New York office.

Prior to joining F&F, Mr. Hagius served as a judicial clerk in Maryland's 10th Judicial District. At UCLA Law School, Mr. Hagius was a research assistant; an Empirical Legal Scholar; a staff editor on the UCLA Journal of International Law and Foreign Affairs and travelled to the Eastern Congo to research gender violence. As well in law school, Mr. Hagius externed at the Securities and Exchange Commission in the Division of Corporation Finance, Office of the Enforcement Liaison and the Office of International Affairs.

Mr. Hagius earned his J.D. from UCLA School of Law, Los Angeles, CA (J.D. 2016, Dean's Scholarship). Mr. Hagius graduated from the University of Maryland, College Park (B.S. International Business with honors, 2013).

Mr. Hagius is barred in the states of New York, Maryland, California and the District of Columbia, and the United States District Court for the Northern District of California.

JOSHUA NASSIR

Joshua Nassir's practice is focused on consumer litigation. Mr. Nassir is an associate in the firm's California office.

Since joining the F&F team, Mr. Nassir has litigated numerous actions on behalf of consumers including, but not limited to, cases against Sun-Maid Growers of California; Innovation Ventures; LLC (5-hour ENERGY®); Dr Pepper Snapple Group, Inc.; Craft Brew Alliances, Inc. (Kona beer); and Skeeter Snacks, LLC.

Prior to Faruqi & Faruqi, Mr. Nassir worked with a prominent LA firm where he focused on litigation.

During law school, Mr. Nassir served as a full-time Judicial Extern for the Honorable Philip S. Gutierrez, United States District Court for the Central District of California. As well, he was a staff editor for the UCLA School of Law Journal of Environmental Law & Policy and was heavily involved in the school's Moot Court and Mock Trial tournaments.

Mr. Nassir earned his J.D. from UCLA School of Law, 2017. Mr. Nassir received his undergraduate degree from UCLA (B.A. History, cum laude, 2014.)

Mr. Nassir is admitted to practice in California.



SAMI AHMAD

Sami Ahmad's practice is focused on securities litigation. Mr. Ahmad is a law clerk in the firm's New York office (Bar Admission pending).

While at law school, Mr. Ahmad worked as an honors intern at the Securities and Exchange Commission, Division of Trading and Markets. Mr. Ahmad was also a research assistant at the George Washington University School of Business where he assisted on contract law assignments. Also at law school, Mr. Ahmad served as a staff editor of the George Washington University Business and Finance Law Review.

Prior to law school, Mr. Ahmad worked as a financial analyst at the firm's New York office. While obtaining his bachelor's degree, Mr. Ahmad gained experience working as an equities research intern and summer associate at Merrill Lynch and Goldman Sachs.

Mr. Ahmad earned his Juris Doctor from George Washington University Law School (J.D. 2018). Mr. Ahmad earned his undergraduate degree from McGill University (B.A. with Honors, History and Economics, 2011).

Mr. Ahmad's Bar Admission is pending, 2018.

EXHIBIT “D”

MONTEVERDE & ASSOCIATES PC
ATTORNEYS AT LAW

Firm Résumé

NEW YORK OFFICE
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CALIFORNIA OFFICE
600 Corporate Pointe
600 W. Corporate Pointe, Suite 1170
Culver City, CA 90230
Tel: (213) 446-6652
Fax: (212) 202-7880

MONTEVERDE & ASSOCIATES PC

ATTORNEYS AT LAW

Monteverde & Associates is a national class action law firm committed to protecting shareholders and consumers from corporate wrongdoing. We have significant experience litigating Mergers & Acquisitions and Securities Class Actions, whereby we protect investors by recovering money and remedying corporate misconduct. We also represent consumers who have been defrauded by companies that use false or misleading advertising. We are passionate about all our cases and work tirelessly to obtain the best possible outcome for our clients.

The attorneys at Monteverde & Associates have been involved in a number of cases recovering substantial amounts of money for shareholders or investors through their litigation efforts, including in the selected list of cases below:

TARGET COMPANY ACQUIRED	INCREASED CONSIDERATION OR SETTLEMENT FUND
Berry Petroleum Company	\$600 million
Jefferies Group, Inc.	\$70 million
Apollo Education	\$54 million
EnergySolutions, Inc.	\$36 million
American Capital	\$17.5 million
Force Protection, Inc.	\$11 million
Orchard Enterprises, Inc.	\$10.75 million
Comverge	\$5.9 million
Playboy, Inc.	\$5.25 million
Mavenir Systems	\$3 million
Syntroleum	\$2.8 million
Cogent, Inc.	\$1.9 million

Monteverde & Associates has also changed the law in the 9th Circuit, by lowering the standard of liability under Section 14(e) of the Exchange Act from scienter to negligence to better protect shareholders. *Varjabedian v. Emulex Corp.*, 2018 U.S. App. LEXIS 10000 (9th Cir. Apr. 20, 2018).

MONTEVERDE & ASSOCIATES PC

ATTORNEYS AT LAW

Juan E. Monteverde

Mr. Monteverde is the founder and managing partner for the firm. Mr. Monteverde has concentrated his legal career advocating shareholder rights. Mr. Monteverde regularly handles high profile M&A cases seeking to maximize shareholder value and has obtained monetary relief for shareholders.

Mr. Monteverde has also broken new ground when it comes to challenging proxies related to compensation issues post Dodd-Frank Act. *Knee v. Brocade Comm'ns Sys., Inc.*, No. 1-12-CV-220249, slip op. at 2 (Cal. Super. Ct. Santa Clara Cnty. Apr. 10, 2012) (Kleinberg, J.) (enjoining the 2012 shareholder vote related to executive compensation proxy disclosures). Mr. Monteverde also argued successfully before the 9th Circuit to change the law and lowered the standard of liability under Section 14(e) of the Exchange Act from scienter to negligence to better protect shareholders. *Varjabedian v. Emulex Corp.*, 2018 U.S. App. LEXIS 10000 (9th Cir. Apr. 20, 2018).

Mr. Monteverde has been selected by Super Lawyers as a 2013, 2017 and 2018 New York Metro Rising Star, and by Martindale-Hubbell as a 2017 and 2018 Top Rated Lawyer.

Mr. Monteverde speaks regularly at ABA, PLI, ACI and other conferences regarding merger litigation or executive compensation issues. Below is a list of published articles by Mr. Monteverde:

- Fair To Whom? Examining Delaware's Fair Summary Standard
- A Review of Trados and Its Impact
- Emerging Trends in Say-on-Pay Disclosure
- Battling for Say on Pay Transparency

Mr. Monteverde graduated from California State University of Northridge (B.S. Finance) and St. Thomas University School of Law (J.D., *cum laude*), where he served as a Law Review Staff Editor.

Mr. Monteverde is admitted to practice law in the State of New York, 2007.

MONTEVERDE & ASSOCIATES PC

ATTORNEYS AT LAW

David E. Bower

Mr. Bower is of counsel with the firm and has extensive experience in securities and consumer class actions as well as corporate litigation and complex commercial litigation matters.

Mr. Bower has been in the private practice of law since 1981. Prior to forming his own law firm, Law Offices of David E. Bower, in 1996, Mr. Bower practiced for two years with the law firm Hornberger & Criswell where he supervised and coordinated complex business litigation. From 1989 to 1994, he was a partner with the law firm Rivers & Bower where he handled business, construction, real estate, insurance, and personal injury litigation and business and real estate transactions. From 1984 to 1989, he practiced in the insurance bad faith defense and complex litigation department of the Los Angeles, California based law firm of Gilbert, Kelley, Crowley & Jennett. From 1981 to 1984, he practiced law in New York as a partner with the law firm Boysen, Scheffer & Bower. Mr. Bower has extensive trial experience and has tried over 100 cases.

Mr. Bower is a graduate of the Mediation Training Program at UCLA and has a certification in Advanced Mediation Techniques. He has presided in over 200 mediations since becoming certified and is currently on the Los Angeles Superior Court Pay Panel of mediators and arbitrators. He was previously the President of the Board of A New Way of Life Reentry Project, a non-profit serving ex-convicts seeking reentry into society as productive citizens.

Mr. Bower is admitted to practice law in the State of New York, 1982, and California, 1985.

MONTEVERDE & ASSOCIATES PC

ATTORNEYS AT LAW

Miles D. Schreiner

Mr. Schreiner is an associate with the firm and has experience in securities and consumer class action litigation.

Prior to joining the firm, Mr. Schreiner was an associate at a national class action firm where he represented clients in securities and consumer class action litigation. Mr. Schreiner also previously gained experience in complex litigation as an associate at a New York City firm that represents plaintiffs in civil RICO actions. Mr. Schreiner is a cum laude graduate of Brooklyn Law School, where he was a Dean's Merit Scholar and served as a Law Review Editor. While in law school, Mr. Schreiner developed practical skills through internships with the Kings County Supreme Court Law Department, the Office of General Counsel at a major New York hospital, and a boutique law firm that specializes in international fraud cases.

Below is a list of published articles by Mr. Schreiner:

- Fair To Whom? Examining Delaware's Fair Summary Standard
- The Delaware Courts' Increasingly Laissez Faire Approach To Directorial Oversight
- Money-Back Guarantees Unlikely to Satisfy 'Superiority'
- A Deadly Combination: The Legal Response to America's Prescription Drug Epidemic

Mr. Schreiner graduated from Tulane University (B.A. in Political Science, *cum laude*) and Brooklyn Law School (J.D., *cum laude*).

Mr. Schreiner has been selected by Super Lawyers as a 2018 New York Metro Rising Star.

Mr. Schreiner is admitted to practice law in the State of New York and New Jersey, 2013.

John W. Baylet

John W. Baylet is an associate with the firm and has experience in financial services and securities class action litigation.

Prior to joining the firm, Mr. Baylet gained experience at an internship with the U.S. Securities and Exchange Commission in the New York Regional Office. Before that, Mr. Baylet also attained knowledge in the securities industry at an internship with the New York State Department of Financial Services and an international brokerage firm and FCM.

Mr. Baylet graduated from University of Georgia (B.B.A. in Finance) and New York Law School (J.D.). During law school, Mr. Baylet was a Global Law Fellow Scholar, associate for the Center for Business and Financial Law, competitor and coach for the Moot Court Association, Public Service Certificate recipient, and winner of the Ruben S. Fogel Commencement Award.

Mr. Baylet is admitted to practice law in the State of New York, 2017.

Eric J. Benzenberg

Eric J. Benzenberg is an associate with the firm and has experience in financial services and securities class action litigation.

Prior to joining the Monteverde & Associates, Mr. Benzenberg gained experience at an internship with the New Jersey Bureau of Securities. Mr. Benzenberg gained further experience through subsequent internships with the Financial Industry Regulatory Authority (FINRA) and an international investment bank and wealth management firm.

Mr. Benzenberg graduated from Dickinson College (B.A. in Political Science) and New York Law School (J.D.). During law school, Mr. Benzenberg was an Associate for the Center for Business and Financial Law, an Executive Editor and Competitor for the Moot Court Association, a Competitor for the Dispute Resolution Team, and a recipient of the Order of the Barristers.

Mr. Benzenberg is admitted to practice law in the State of New York, 2018.

EXHIBIT “E”

THE FIRM'S PRACTICE AND ACHIEVEMENTS

Milberg Tadler Phillips Grossman LLP (“MTPG”) helps clients challenge corporate wrongdoing through class action, mass tort, personal injury, consumer, and shareholder rights services. MTPG was established in 2018 by members of Milberg LLP, a leading class action and complex litigation firm, and Sanders Phillips Grossman LLC, a nationally recognized plaintiffs’ law firm representing consumers in mass tort and personal injury cases.¹ MTPG is headquartered in New York City and works with a network of lawyers located across the country.

Milberg LLP, founded in 1965, took the lead in landmark cases that set groundbreaking legal precedents and prompted changes in corporate governance benefitting shareholders and consumers. Milberg LLP pioneered federal class action litigation and is widely recognized as a leader in defending the rights of victims of corporate and other large-scale wrongdoing. It has been responsible for recoveries valued at approximately \$56 billion during the life of the firm.

Sanders Phillips Grossman LLC provides exemplary legal representation in the practice areas of Defective Drugs, Defective Medical Devices, Consumer Fraud, Whistleblower, Class Actions, Catastrophic Injury, and Toxic Exposure. As a nationally recognized leading plaintiffs’ law firm for the past three decades, the firm and its predecessors have recovered more than one billion dollars for injured consumers. Sanders Phillips Grossman has offices in Seattle, WA; Los Angeles, CA; and Puerto Rico.

Through these firms’ strategic partnership, MTPG represents government entities and individuals who have suffered harm from securities fraud, data breaches, antitrust violations, consumer fraud, corporate misconduct, opioids, water contamination, and a wide range of commercial and pharmaceutical malfeasance.

MTPG’s ability to pursue claims against defendants is augmented by its investigators, headed by a 27-year veteran of the Federal Bureau of Investigation. The firm’s lawyers have been regularly recognized as leaders in the plaintiffs’ bar by the National Law Journal, Legal 500, Chambers USA, and Super Lawyers, among others.

MTPG’S LAWYERS ARE INDUSTRY LEADERS IN A VARIETY OF PRACTICE AREAS

Securities and Financial Litigation and Arbitration: In its early years, Milberg LLP built a new area of legal practice in representing shareholder interests under the then recently amended Rule 23 of the Federal Rules of Civil Procedure, which allowed securities fraud cases, among others, to proceed as class actions. MTPG’s attorneys have since represented plaintiffs in an array of financial cases, including securities class actions, derivative litigations, accounting malpractice disputes, and FINRA arbitrations. Significant litigation results include: *In re Vivendi Universal, S.A. Securities Litigation* (jury verdict for plaintiff class in January 2010); *In re Tyco International, Ltd. Securities Litigation* (\$3.2 billion settlement); *In re Nortel Networks Corp. Securities Litigation* (settlement for cash and stock valued at \$1.142 billion); *In re Merck & Co., Inc. Securities Litigation*, Nos. 05-1151 and 05-2367 (D.N.J.) (a \$1.062 billion recovery); *In re Comverse Technology, Inc. Derivative Litigation*, No. 601272/2006 (N.Y. Sup. Ct. N.Y. Cnty.) (\$62 million settlement which also resulted in significant corporate governance reforms).

Consumer Litigation: MTPG’s lawyers have long been leaders in protecting consumers from fraudulent and deceptive practices. For example, MTPG lawyers are part of the Court-appointed

¹ As of January 1, 2018, Milberg LLP’s lawyers are now prosecuting new and active cases out of MTPG.

Plaintiffs' Executive Committee in *In re Apple, Inc. Device Performance Litigation*, 5:18-MD-02827-EJD (N.D. Cal.), a class action alleging Apple throttled the performance of certain devices, including iPhones, with degraded batteries.

MTPG lawyers also serve as co-lead counsel in class actions challenging the use of "natural" labeling on food products made with crops grown from seeds that have been genetically engineered using sophisticated laboratory techniques (GMOs). *In re Conagra Foods, Inc.*, No.11-05379 (M.D. Cal.) (multi-state class certified; affirmed by Ninth Circuit; petition for writ of certiorari denied by U.S. Supreme Court); *Frito-Lay North America, Inc. "All Natural" Litigation*, No. 12-MD-02413 (E.D.N.Y.) (resolved by a court-approved settlement). Other representative consumer matters include *Correa v. Sensa Products, LLC.*, No. BC476808 (Cal. Super. Court, Los Angeles Cty.) (\$9 million settlement in case alleging that the defendant, manufacturer of a weight-loss product, lacked a sufficient scientific basis for certain of its marketing claims); *In re Shop-Vac Marketing and Sales Practices Litigation*, No. 4:12-md-02380 (M.D. Pa.) (class action against Shop-Vac and Lowe's alleging that the companies misrepresented the tank capacity and horsepower of its wet/dry vacuums; settlement led to extended warranties and marketing and advertising changes); *Novak v. Pacific Bioscience Laboratories Products, Inc., and Pacific Bioscience Laboratories Products, Inc.*, Case No. BC582188 (Cal. Super. Court, Los Angeles Cty.) (pending case alleging that batteries in certain Clarisonic skin brushes are defective; motion for approval of settlement, which would extend owners' warranties and require the repair or replacement of affected brushes).

Data Breach and Privacy Litigation: MTPG's Data Breach and Privacy Practice Group litigates class actions alleging massive data breaches and other violations of consumers' personal and data privacy. Its attorneys have spearheaded numerous highly technical cases and have successfully advanced novel legal theories to protect consumers from ever-evolving cybersecurity and data privacy threats. Representative matters include *In re Equifax, Inc. Customer Data Breach Litigation*, 17-md-02800 (N.D. Ga.) (appointed to Plaintiffs' Steering Committee ("PSC")); *In re Yahoo Inc. Customer Data Security Breach Litigation*, No. 5:16-MD-02752 (N.D. Cal.) (appointed to the Plaintiffs' Executive Committee); *In re Target Corporation Customer Data Security Breach Litig.*, No. 14-md-2522 (D. Minn.) (appointed to the PSC; achieved a \$10 million settlement (pending appeal)); *Torres, et al. v. Wendy's International, LLC*, 16-cv-00210 (M.D. Fla.) (plaintiffs' counsel; \$3.4 million class action settlement awaiting final Court approval); *Fero v. Excellus Health Plan*, No. 6:16-cv-06569 (W.D.N.Y.) (special discovery counsel to lead counsel); *In re Anthem, Inc. Data Breach*, No. 15-MD-02617 (N.D. Cal.) (plaintiffs' counsel; settlement created a \$115 million non-reversionary cash fund, delivered more than \$500 million in value to the class, and required extensive injunctive relief to prevent a future breach (pending approval)); *In re Premera Blue Cross Customer Data Breach Litig.*, No. 3:15-md-2633-SI (D. Or.) (plaintiffs' counsel); *Carandang v. Google, Inc.* CGC-12-518415 (Cal. Super., San Francisco Cty.) (plaintiff's counsel; reached confidential resolution); *Ung, et al. v. Facebook, Inc.*, 1-12-CV-217244 (Cal. Super., Santa Clara Cty.) (plaintiff's counsel).

Antitrust: MTPG's Antitrust Practice Group prosecutes large, complex antitrust and trade regulation class actions and other cases that target some of the most powerful and well-funded corporate interests in the world. It has played an important role in many cases involving price-fixing, supply manipulation, tying arrangements, exclusive dealing, and refusals to deal. Significant antitrust cases include *In re Dealer Management Systems Antitrust Litigation*, 18-cv-00864 (N.D. Ill.) (Interim Lead Class Counsel for auto dealerships in a pending class action alleging anticompetitive practices in the markets for dealer management systems and data integration services); *Blessing v. Sirius XM Radio Inc.*, No. 09-cv-10035 (S.D.N.Y.) (Co-Lead Counsel; class settlement valued at \$180 million); *Sandhaus v. Bayer AG, et al.*, No. 00-cv-6193 (D. Kan.) (Co-Lead Counsel, secured largest consumer recovery from a pay-for-delay case in Kansas: \$9 million settlement); and *In re Fresh & Process Potatoes Antitrust Litig.*, No. 4:10-md-2186 (D. Idaho) (Co-Lead Counsel for Indirect Purchaser Plaintiffs, \$5.5 million

settlement and agreed upon injunctive relief). The MTPG Antitrust Practice Group continues to act in a number of significant and ongoing antitrust cases including *In re Liquid Aluminum Sulfate Antitrust Litig.*, No. 16-md-2687 (D.N.J. 2015) (Plaintiffs' Steering Committee member); *In re Processed Eggs Antitrust Litig.*, MDL No. 2002 (E.D. Pa., 2008) (Indirect Purchaser Plaintiffs' Co-Lead Counsel); and *In re Disposable Contact Lens Antitrust Litigation*, No. 3:15-md-02626 (M.D. Fla. 2015).

False Claims Act Litigation: MTPG attorneys have expertise in a wide range of federal and state false claims act ("FCA") cases and have returned hundreds of millions of dollars to federal and state treasuries. Their successful results include: *CareCore* (alleging that CareCore violated the FCA by approving "prior authorizations" for expensive diagnostic procedures without reviewing them for medical necessity. The government intervened, the case settled for \$54 million, and the relator received a 20% (\$10.5 million) share of the settlement); *Bank of America* (alleging that Bank of America improperly recouped insurance proceeds from the U.S. Department of Housing and Urban Development. Settled as part of the \$16.65 billion global settlement regarding Bank of America's mortgage practices – the largest civil settlement with a single entity in American history); *CareAll* (alleging one of Tennessee's largest home healthcare providers made fraudulent submissions of Medicare and Medicaid claims. The government intervened and the case settled for \$25 million with a relator's share of \$3.9 million); *Medline* (case arising from unlawful kickbacks, bribes, and other illegal remuneration to induce health care providers to continue to purchase defendant's medical supplies in which the government declined to intervene. The resulting \$85 million settlement is one of the largest settlements of a non-intervened FCA case to date.); *Bristol-Myers Squibb* (FCA case brought in connection with the company's "off-label" promotion and sales of an anti-psychotic drug. One of seven FCA actions that formed the basis of the government's investigation into BMS's illegal marketing tactics which resulted in a total settlement of over \$515 million.).

E-Discovery: Among the first plaintiffs' firms in the country to assemble and train a dedicated team to meet the e-discovery demands of complex litigation, Milberg LLP, at Ariana J. Tadler's direction, developed some of the most exceptional e-discovery capabilities among U.S. law firms. Established more than 15 years ago, that e-discovery practice has grown extensively and today, MTPG offers clients the ability to go toe-to-toe with adversaries in the fast-evolving e-discovery climate. This multidisciplinary group offers clients a full array of counsel services relating to discovery strategy, data preservation, data collection and storage, sophisticated data search and analysis, production, and computer forensic investigation, as well as training on e-discovery issues, including application of the recent amendments to the Federal Rules of Civil Procedure, local rules, and state law. MTPG's e-discovery attorneys are regularly called on by attorneys and courts to oversee complex discovery in high-stakes litigation. *E.g.*, *In re Apple, Inc. Device Performance Litigation*, 5:18-MD-02827-EJD (N.D. Cal.) (appointed to Plaintiffs' Executive Committee and responsible for ESI and offensive discovery); *In re Equifax, Inc. Customer Data Breach Litigation*, 17-md-02800 (N.D. Ga.) (appointed to Plaintiffs' Steering Committee and responsible for leading discovery); *In re Yahoo Inc. Customer Data Security Breach Litigation*, No. 5:16-MD-02752 (N.D. Cal.) (appointed to Plaintiffs' Executive Committee and responsible for leading discovery); *In re Target Corporation Customer Data Security Breach Litig.*, No. 14-md-2522 (D. Minn.) (appointed to the PSC and charged with leading discovery); *Fero v. Excellus Health Plan*, No. 6:16-cv-06569 (W.D.N.Y.) (special discovery counsel to lead counsel).

NOTEWORTHY RESULTS AND PRECEDENT-SETTING DECISIONS

The quality of MTPG's representation is further evidenced by Milberg LLP's and MTPG's numerous significant recoveries and successes. Those firms and their attorneys have also been responsible for establishing many important precedents. Some of those achievements are described below:

- ***In re Merck & Co., Inc. Securities Litigation***, Nos. 05-1151 and 05-2367 (D.N.J.). Milberg LLP served as co-lead counsel in this federal securities fraud class action, and following over 12 years of hard-fought litigation, ultimately obtained a combined settlement totaling \$1.062 billion, the largest securities class action settlement ever against a pharmaceutical company, which received final approval on June 28, 2016. This lawsuit involved claims under the Securities Exchange Act of 1934 against Merck and certain of its executives arising out of allegations that defendants made materially false and misleading statements concerning the safety profile and commercial viability of Merck’s purported “blockbuster” drug VIOXX. During this litigation, Milberg LLP and co-lead counsel engaged in exhaustive discovery, including the review and analysis of over 35 million pages of documents involving complex scientific and medical issues, as well as the examination of over 59 fact and expert witnesses. Plaintiffs successfully appealed the dismissal of this action on state of limitations grounds to the Third Circuit Court of Appeals, and prevailed in defendants’ further appeal to the Supreme Court, resulting in a unanimous decision by the Supreme Court in Plaintiffs’ favor which clarified the law regarding the application of the statute of limitations to federal securities fraud claims. Plaintiffs’ claims also survived additional motions to dismiss and motions for summary judgment, and the parties reached settlement less than three months before trial was scheduled to commence.
- ***In re Oppenheimer Rochester Funds Group Securities Litigation***, No. 09-md-02063-JLK-KMT (D. Colo.). Milberg LLP, serving as co-lead counsel, litigated this complex securities class action brought on behalf of six separate classes of defrauded investors and obtained settlements totaling \$89.5 million in cash for the classes.
- ***In re Vivendi Universal, S.A. Securities Litigation***, No. 02-5571 (S.D.N.Y.). Milberg LLP lawyers served among lead trial counsel and obtained a jury verdict for a class of defrauded investors after a trial lasting nearly four months. The jury found Vivendi liable for 57 false or misleading class period statements. At the close of the trial, Judge Richard Holwell commented, “I can only say that this is by far the best tried case that I have had in my time on the bench. I don’t think either side could have tried the case better than these counsel have.”
- ***In re Target Corporation Customer Data Security Breach Litigation***, No. 14-md-02522-PAM (D. Minn.). Partner Ariana J. Tadler serves on the Steering Committee guiding the landmark data breach case. In addition to participating in overall case strategy, the drafting of pleadings and motions, and settlement negotiation, the Milberg LLP team was responsible for leading discovery, which included targeted discovery requests, the establishment of a series of discovery protocols, the selection of a data-hosting provider, and discovery motion practice that involved unique topics warranting special attention. The case, which involved an estimated 110 million consumers whose personal information was compromised, settled for \$10 million, entitling individual consumers to recover losses up to \$10,000. (An appeal remains pending before the Eighth Circuit.)
- ***In re Conagra Foods, Inc., No.11-05379 (M.D. Cal.)***. The firm is co-lead counsel in a class action against ConAgra Foods, Inc., the maker of Wesson Oils, concerning the company’s use of the phrase “100% Natural” to market food products made with crops grown from seeds that have been genetically engineered using sophisticated

laboratory techniques. The District Court certified eleven separate statewide classes of Wesson purchasers. ConAgra appealed the class certification order to the Ninth Circuit Court of Appeals, which affirmed in a decision considered extremely favorable to consumer class actions. Conagra petitioned the U.S. Supreme Court for review of the Ninth Circuit's decision. The Supreme Court denied the petition.

- ***In re Chase Bank USA, N.A. "Check Loan" Contract Litig.***, No. 09-2032 (N.D. Cal.). Milberg LLP served on the Executive Committee representing the class in this action against JP Morgan Chase & Co. The complaint alleged that Chase improperly increased by 150% the minimum monthly payment requirement for customers who entered into balance transfer loans with "fixed" interest rates that were guaranteed to remain so for the "life of the loan." Milberg and its co-counsel achieved a \$100 million settlement for the class.
- ***Mason v. Medline***, No. 07-05615 (N.D. Ill.). Milberg LLP successfully represented a healthcare worker in a False Claims Act case against his former employer, Medline Industries, Inc., one of the nation's largest suppliers of medical and surgical products, along with its charitable arm, The Medline Foundation. The suit alleged that Medline engaged in a widespread illegal kickback scheme targeting hospitals and other healthcare providers that purchase medical products paid for by federal healthcare programs. Although a party to the settlement agreement, the U.S. Department of Justice chose not to intervene in the lawsuit. Milberg LLP pursued the case on a non-intervened basis and recovered \$85 million on behalf of the federal government -- one of the largest settlements of a False Claims Act case in which the government declined to intervene. The whistleblower was awarded 27.5% of the proceeds.
- ***Blessing v. Sirius XM Radio, Inc.***, No. 09-10035 (S.D.N.Y.). This antitrust case stemmed from the 2008 merger of Sirius Satellite Radio, Inc. and XM Satellite Holdings, Inc. that created Sirius XM, the nation's only satellite radio company. The plaintiffs alleged that the merger of the only two U.S. satellite radio providers was an illegal move to eliminate competition and monopolize the satellite radio market. Before the merger, Sirius CEO Mel Karmazin convinced regulators not to block the deal by promising that "the combined company will not raise prices" and that the merger would actually result in "lower prices and more choice for the consumer." After the merger, Sirius quickly reversed course, raised prices by 15-40%, and eliminated multiple radio stations. Milberg LLP achieved a settlement for the class valued at \$180 million.
- ***In re Initial Public Offering Securities Litigation***, No. 21-MC-92 (S.D.N.Y.). Milberg LLP represented investors in 300+ consolidated securities actions arising from an alleged market manipulation scheme. Plaintiffs alleged, among other things, that approximately 55 defendant investment banks, in dealing with certain of their clients, conditioned certain allocations of shares in initial public offerings on the subsequent purchase of more shares in the aftermarket, thus artificially boosting the prices of the subject securities. This fraudulent scheme, plaintiffs alleged, was a major contributing factor in the now infamous technology "bubble" of the late 1990s and early 2000s. As a member of the court-appointed Plaintiffs' Executive Committee, and with certain partners appointed by the court as liaison counsel, Milberg LLP oversaw the efforts of approximately 60 plaintiffs' firms in combating some of the most well-respected defense firms in the nation. In granting final approval to a \$586 million settlement on

October 5, 2009, the court described the law firms comprising the Plaintiffs' Executive Committee as the "cream of the crop."

- ***In re Tyco International Ltd., Securities Litigation***, MDL 1335 (D.N.H.). Milberg LLP served as co-lead counsel in this litigation, which involved claims under the Securities Act of 1933 and the Securities Exchange Act of 1934 against Tyco and its former CEO, CFO, general counsel, and certain former directors arising out of allegations of Tyco's \$5.8 billion overstatement of income and \$900 million in insider trading, plus hundreds of millions of dollars looted by insiders motivated to commit the fraud. Plaintiffs also asserted claims under the 1933 and 1934 Acts against PricewaterhouseCoopers LLP for allegedly publishing false audit opinions on Tyco's financial statements during the class period and failing to audit Tyco properly, despite knowledge of the fraud. On December 19, 2007, the court approved a \$3.2 billion settlement of the plaintiffs' claims lauded Milberg LLP's efforts as co-lead counsel:

This was an extraordinarily complex and hard-fought case. Co-Lead Counsel put massive resources and effort into the case for five long years, accumulating [millions of dollars in expenses] and expending [hundreds of thousands of hours] on a wholly contingent basis. But for Co-Lead Counsel's enormous expenditure of time, money, and effort, they would not have been able to negotiate an end result so favorable for the class. . . . Lead Counsel's continued, dogged effort over the past five years is a major reason for the magnitude of the recovery. . . .

535 F. Supp. 2d 249, 270 (D.N.H. 2007).

- ***In re Biovail Corp. Securities Litigation***, No. 03-8917 (S.D.N.Y.). Milberg LLP, representing Local 282 Welfare Trust Fund and serving as co-lead counsel, litigated this

complex securities class action brought on behalf of a class of defrauded investors, alleging that defendants made a series of materially false and misleading statements concerning Canadian company Biovail's publicly reported financial results and the company's then new hypertension/blood pressure drug, Cardizem LA. This was a highly complex case in which counsel took numerous depositions across the U.S. and Canada and obtained documents from defendants and several third-parties, including, among others, UBS, McKinsey & Co., and Merrill Lynch. Milberg LLP obtained a \$138 million settlement for the class, and Biovail agreed to institute significant corporate governance changes.

- ***In re Nortel Networks Corp. Securities Litigation***, No. 01-1855 (S.D.N.Y.). In this federal securities fraud class action, Milberg LLP served as lead counsel for the class and the court-appointed lead plaintiff, the Trustees of the Ontario Public Service Employees' Union Pension Plan Trust Fund. In certifying the class, the court specifically rejected the defendants' argument that those who traded in Nortel securities on the Toronto Stock Exchange (and not the New York Stock Exchange) should be excluded from the class. The Second Circuit denied the defendants' attempted appeal. On January 29, 2007, the court approved a settlement valued at \$1.142 billion.
- ***In re CMS Energy Corp. Securities Litigation***, No. 02-72004 (E.D. Mich.). Milberg LLP served as co-lead counsel in this federal securities fraud case arising out of alleged round-trip trading practices by CMS Energy Corporation, Judge Steeh approved a cash settlement of more than \$200 million.
- ***In re Deutsche Telekom AG Securities Litigation***, No. 00-9475 (S.D.N.Y.). Milberg LLP served as co-lead counsel in

this securities class action alleging that Deutsche Telekom issued a false and misleading registration statement, which improperly failed to disclose its plans to acquire VoiceStream Wireless Corporation and materially overstated the value of the company's real estate assets. In June 2005, Judge Buchwald approved a \$120 million cash settlement.

- ***In re Comverse Technology, Inc. Derivative Litigation***, No. 601272/2006 (N.Y. Sup. Ct. N.Y. Cnty.). On December 28, 2009, Milberg LLP announced a \$62 million settlement for the derivative plaintiffs, which was approved by the Court on June 23, 2010. The settlement also resulted in significant corporate governance reforms, including the replacement of the offending directors and officers with new independent directors and officers; the amendment of the company's bylaws to permit certain long-term substantial shareholders to propose, in the Company's own proxy materials, nominees for election as directors (proxy access); and the requirement that all equity grants be approved by both the Compensation Committee and a majority of the non-employee members of the Board.
- ***In re Topps Co., Inc. Shareholder Litig.***, No. 600715/2007 (N.Y. Sup. Ct. N.Y. Cnty. Apr. 17, 2007). Milberg LLP served as co-lead counsel in this transactional case, which led to a 2007 decision vindicating the rights of shareholders under the rules of comity and the doctrine of *forum non conveniens* to pursue claims in the most relevant forum, notwithstanding the fact that jurisdiction might also exist in the state of incorporation. This case was settled in late 2007 in exchange for a number of valuable disclosures for the class.

Platinum Partners v. Chicago Board Options Exchange, Inc., No. 1-11-2903 (Ill. App. Ct. 2012). Milberg LLP represented an investment management group in a case against the Chicago Board Options Exchange, Inc. ("CBOE") and Options Clearing Corp. ("OCC"). The plaintiff investment management group alleged that it was injured when the CBOE and OCC privately disclosed strike price information to certain insiders prior to the information being made public. In the interim between the private disclosure and the public announcements, the plaintiff purchased tens of thousands of affected options. The lower court dismissed the complaint on the grounds that the CBOE and OCC, as self-regulatory organizations, were immune from suit. However, the Appellate Court reversed, holding that a private disclosure to insiders served no regulatory purpose and should not be protected from suit. The Illinois Supreme Court declined the defendants' petition for leave to appeal.

- ***In re Lord Abbett Mutual Funds Fee Litigation***, 553 F.3d 248 (3d Cir. 2009). This important decision set significant precedent regarding the scope of preemption under the Securities Litigation Uniform Standards Act of 1998 ("SLUSA"). In reversing the District Court's dismissal of the plaintiffs' claims, the Third Circuit held that "SLUSA does not mandate dismissal of an action in its entirety where the action includes only some pre-empted claims." In so holding, the court explained that "nothing in the language, legislative history, or relevant case law mandates the dismissal of an entire action that includes both claims that do not offend SLUSA's prohibition on state law securities class actions and claims that do"

- ***Tellabs, Inc. v. Makor Issues & Rights, Ltd.***, 551 U.S. 308 (2007). In *Tellabs*, in which Milberg LLP was lead counsel for the class, the United States Supreme Court announced a uniform standard for evaluating the sufficiency of a complaint under the PSLRA. The court held that on a motion to dismiss, a court “must consider the complaint in its entirety,” accepting “all factual allegations in the complaint as true,” as well as “tak[ing] into account plausible opposing inferences.” On remand, the Seventh Circuit concluded that “the plaintiffs have succeeded, with regard to the statements identified in our previous opinion as having been adequately alleged to be false and material, in pleading scienter in conformity with the requirements of the PSLRA. We therefore adhere to our decision to reverse the judgment of the district court dismissing the suit.” The unanimous decision was written by Judge Richard A. Posner.
- ***South Ferry LP #2 v. Killinger***, 542 F.3d 776 (9th Cir. 2008). The important opinion issued by the Ninth Circuit in this securities fraud class action clarified, in the post-*Tellabs* environment, whether a theory of scienter based on the “core operations” inference satisfies the PSLRA’s heightened pleading standard. In siding with the plaintiffs, represented by Milberg LLP, the Ninth Circuit held that “[a]llegations that rely on the core operations inference are among the allegations that may be considered in the complete PSLRA analysis.” The court explained that under the “holistic” approach required by *Tellabs*, all allegations must be “read as a whole” in considering whether plaintiffs adequately plead scienter. After remand, the District Court found that the plaintiffs sufficiently alleged scienter under the Ninth Circuit’s analysis.

MTPG's ATTORNEYS MANAGING PARTNERS

ARIANA J. TADLER is a Managing Partner at Milberg Tadler Phillips Grossman LLP. She has extensive experience litigating and managing complex securities and consumer class actions, including high profile, fast-paced cases and data breach litigations. Ms. Tadler is recognized as one of the nation's preeminent leading authorities on electronic discovery and pioneered the establishment of an E-Discovery Practice group within a plaintiffs' firm structure. Ms. Tadler is regularly invited to speak on a variety of litigation and discovery-related topics and has authored numerous articles and developed and promoted best practice tips and tools, including *The Jumpstart Outline*, now in its third edition, published by The Sedona Conference®.

Ms. Tadler and her team have actively litigated numerous highly publicized data breach litigations on behalf of consumers and data service users. Ms. Tadler was recently appointed to serve on the Plaintiffs' Steering Committee in the multidistrict litigation *In Re Equifax, Inc. Customer Data Security Breach Litigation* pending in the United States District Court for the Northern District of Georgia, Atlanta Division, relating to the credit bureau's data breach last year, which exposed the financial information of more than 145 million consumers. Ms. Tadler and her team are principally responsible for the pursuit, management, and utilization of discovery from the defendant as well as the negotiation of key stipulations and proposed orders and agreements governing discovery.

Ms. Tadler is one of five court-appointed members of the Plaintiffs' Executive Committee in *In re Yahoo Inc. Customer Data Security Breach Litigation*, No. 5:16-MD-02752 (N.D. Cal.), a class action arising from a breach affecting more than 3 billion Yahoo! user accounts. The firm's team, under Ms. Tadler's direction, is primarily responsible for the massive and complex discovery in the case.

Ms. Tadler is a member of the court-appointed Steering Committee in *In re Target Corporation Customer Data Security Breach Litigation*, representing consumers in a class action alleging that Target Corp. failed to protect customers from a massive data breach during the holiday shopping season (achieved a \$10 million settlement, pending appeal).

Ms. Tadler is currently serving as lead counsel in a number of consumer cases involving the mislabeling as "natural" products that contained GMOs, including *In re ConAgra Foods, Inc.*, in which a class was certified by the district court, affirmed by the Court of Appeals for the Ninth Circuit and successfully survived a petition for a writ of *certiorari* to the United States Supreme Court by defendants. Ms. Tadler successfully represented an alternative energy company in its claims of negligence against one of the Big 4 accounting firms.

Ms. Tadler has been recognized for her ability to manage particularly large, complex, fast-paced litigations. Tadler's accomplishments include litigation of three cases in the Eastern District of Virginia (a/k/a the "Rocket Docket") in less than four years, including *In re MicroStrategy Securities Litigation* in which plaintiffs' counsel negotiated settlements valued at more than \$150 million. Ms. Tadler served as one of the court-appointed plaintiffs' liaison counsel in the *Initial Public Offering Securities Litigation* in which the court approved a \$586 million cash settlement. Among the thousands of defendants in this coordinated action were 55 prominent investment banks and more than 300 corporate issuers.

Ms. Tadler also has been retained as Special Discovery Counsel in complex litigation and class actions. She represented the government of Colombia as Special Discovery Counsel in its pursuit of claims alleging smuggling and illegal sales of alcohol by several international

companies for violation of United States RICO statutes and other common law claims. The engagement encompassed identifying relevant information responsive to defendants' requests, confirming and guiding preservation practices, and interviewing and collecting data from more than 100 custodians in 23 Colombian Departments (Colombia's equivalent to our States in the U.S.). The team also reviewed and produced data in the litigation, and was tasked with ensuring compliance with the various privacy laws of Colombia and the United States with regard to personal data, controlled data and the transfer of sensitive information—all hot topics in the area of e-discovery today. Lawyers from other firms faced with e-discovery challenges seek out Ms. Tadler for her guidance and counsel.

Ms. Tadler was recently appointed by United States Supreme Court Chief Justice Roberts to serve on the Federal Civil Rules Advisory Committee. Additionally, she has been appointed by Committee Chair Judge John D. Bates to the subcommittee tasked with reviewing and considering potential civil rules for multidistrict litigation (MDL) cases.

Ms. Tadler recently completed her service on The Sedona Conference®'s Board of Directors and, after serving for five years as Chair, has continued to serve as Chair Emeritus of the Steering Committee for Working Group 1 on Electronic Document Retention and Production, the preeminent “think tank” on e-discovery. In addition, she serves on the Advisory Board of Georgetown University Law Center's Advanced e-discovery Institute where she has helped educate federal judges and lawyers on e-discovery issues and also serves on the Bloomberg Law Litigation Innovation Board. Ms. Tadler also recently completed her service as Executive Director for the Board of Advisors of the Benjamin N. Cardozo School of Law's Data Law Initiative (CDLI).

Ms. Tadler continues to be recognized for her litigation prowess by prominent legal industry

rating organizations. Ms. Tadler's recent accolades include: Band 1 (highest) recognition by Chambers and Partners' for E-Discovery; selection by Super Lawyers 2017 “Top 100 Lawyers in New York Metro Area”; Super Lawyers 2017 “Top 50 Women Lawyers in New York Metro Area”; Who's Who Legal Litigation: Leading Practitioner-E-Discovery (2017); and AV® Preeminent rating from Martindale Hubbell. The Legal 500 2016 rankings stated: “‘Consummate professional’ Ariana Tadler, who leads the E-Discovery unit [of Milberg LLP], is ‘exceptional, clear and forceful, a giant in her field’ ... ‘able to navigate technical discovery issues at a very high level.’”

Ms. Tadler is a member of several legal industry associations, including: American Bar Association; American Bar Foundation (Fellow); American Association for Justice; Federal Bar Council; New York State Bar Association; National Association of Women Lawyers; New York Women's Bar Association; and The New York Inn of Court. Ms. Tadler is a fellow of the Litigation Counsel of America, an invitation-only trial lawyer honorary society that recognizes the country's top attorneys. She is also involved in various community and not-for-profit organizations and currently serves on the board of Mobilization for Justice for which she once served as Chair.

With gratitude for and in recognition of the many opportunities that have paved the way for her career growth and success, Ms. Tadler commits countless hours to mentoring others in their educational and professional pursuits. She is particularly focused on fostering education and career opportunities for women and underprivileged youth.

Ms. Tadler is also a Principal in Meta-e Discovery LLC, a data hosting, management and consulting company, which is the result of the 2015 spin-off of Milberg LLP's prior Litigation Support and Data Hosting services division that Ms. Tadler spearheaded.

Ms. Tadler graduated from Hamilton College in 1989 and received her J.D. from Fordham University School of Law in 1992.

R. GLENN PHILLIPS has been practicing since 1984 and has tried more than 100 civil jury trials. He is a Managing Partner at Milberg Tadler Phillips Grossman LLP and also owns Phillips Law Firm, which operates in Washington, California, and nationally handling serious personal injury, product liability, workman's compensation, social security disability, medical malpractice, defective drug/device, and employee rights cases.

Mr. Phillips has received the highest rating from Martindale-Hubbell (5.0 out of 5.0) and is an AV rated attorney.

Mr. Phillips and the Phillips Law Firm are recognized as leaders in pharmaceutical litigation and have been appointed to positions of leadership on various steering committees, science/ discovery committees and JCCPs. Mr. Phillips is actively involved in his firm's defective drug and devices practice. His mass tort practice has an inventory of over 4,000 cases, covering such products as Accutane, Yaz/Yasmin/Ocella, Fosamax, Avandia, Medtronic Infuse, GranuFlo, Mirena, Risperdal, Onglyza, Talcum Powder, and defective devices such as transvaginal mesh, shoulder pain pumps, and DePuy hip implants.

Mr. Phillips is a member of the Washington state bar. He is also a member of the American Association of Justice, an Eagle member of the Washington Association for Justice, and the non-profit organization of Public Justice, and a frequent speaker before such national groups as the National Trial Lawyers, American Association for Justice, Mass Torts Made Perfect, as well as various state trial lawyer groups.

MARC D. GROSSMAN graduated from The University of Michigan in 1989. After completing Brooklyn Law School and Baruch Business School's J.D./M.B.A. program while interning at the Law Department of the United

Nations, Mr. Grossman became an associate and later a partner in the law firm of Mergel, Tubman & Grossman in New York City. In addition to his role as a Managing Partner at Milberg Tadler Phillips Grossman LLP, Mr. Grossman is a Founding Partner of Sanders and Grossman P.C. and Baker Sanders Barshay Grossman Fass Muhlstock & Neuwirth, LLC, and a Senior Partner at Sanders, Sanders, Block, Woycik, Viener & Grossman, P.C. and Sanders Viener Grossman LLP.

Since beginning his law career in 1993, Mr. Grossman has focused primarily on representing large groups of plaintiffs against common defendants. In 1999, after six years of practicing plaintiff's personal injury law in state and federal courts in New York and New Jersey, Mr. Grossman founded the law firm of Sanders and Grossman, P.C. specifically to pursue claims on behalf of medical providers. This firm, and its successors, grew dramatically under his leadership, and now represent thousands of medical providers litigating claims against insurance companies, and thousands of injury victims.

Mr. Grossman had a vision of uniting the medical profession by affording them the opportunity to litigate nominal claims that were being written off by medical providers as uncollectible and had not previously been practical for most attorneys to litigate. By coordinating discovery, utilizing the most up-to-date case management technology, and recruiting top office administrators and trial attorneys, Mr. Grossman's firm was able to greatly improve efficiencies throughout the litigation process and ultimately the viability of collecting these claims. By filing over 100,000 individual lawsuits, Mr. Grossman's firms garnered the attention of the insurance industry and the medical profession in New York eventually leading to a series of mass settlements on behalf of his clients and recoveries in the hundreds of millions of dollars. In just 2006 and 2007, Mr. Grossman's firm personally litigated, negotiated, and recovered over 100 million dollars for his

medical provider clients. The unique experience Mr. Grossman garnered as an innovator and leader in the mass settlement of medical claims and mass torts made him a leader in his field in negotiating and obtaining large recoveries.

Most recently, Mr. Grossman has represented hundreds of injured clients in lead paint litigations, asbestos litigations, mold litigations, and thousands of victims of defective drugs and products. Mr. Grossman received recognition litigating Vioxx cases in New Jersey Superior Court where he served as a liaison to the media as a member of the Vioxx Plaintiffs' Steering Committee's ("PSC's") Public Relations Committee, and as a liaison for the Committee to many financial institutions and governmental agencies, offering a common voice for the hundreds of attorneys handling such cases and the tens of thousands of victims they represent. These efforts and the hard work of many other relentless attorneys ultimately led Merck to agree to one of the largest Civil Settlements in American History for \$4.85 Billion.

In December 2010, Mr. Grossman was nominated and invited to join both The Board of Directors of the New York State Trial Lawyers Association and the Executive Committee of Association of Trial Lawyers of America. Mr. Grossman is also a member of the Mass Tort Trial Lawyers Association and the Leaders Forum of the American Association of Justice.

Mr. Grossman has actively litigated for other large groups of plaintiffs in the following matters: *In re Avandia Marketing, Sales Practices and Products Liability Litigation*; *In re New York Bextra and Celebrex Product Liability Litigation* in New York's Supreme Court, New York County; Case No. 273, *In re Bextra and Celebrex Litigation*, Superior Court of New Jersey, Atlantic County; Oxycontin Litigation in New York's Supreme Court, Richmond County; MDL-1708, *In re Guidant Corp. Implantable Defibrillators Products Liability Litigation* in Minnesota; MDL-1699, *In re Bextra and Celebrex Marketing, Sales Practices and*

Products Liability Litigation in California; MDL-1742, *In Re Ortho Evra Products Liability Litigation* in Ohio; MDL-1789, *In re Fosamax Products Liability Litigation* in New York; and MDL-1804, *In Re Stand 'N Seal, Products Liability Litigation*, where one of Mr. Grossman's firms serves on the PSC. One of Mr. Grossman's firms is also a court-appointed member of the PSC in the following mass tort litigations: *In Re Avandia*, *In Re Chantix*, *In Re Zicam*, *In Re Zimmer Knee*, *In Re Fosamax*, and the New Jersey state court coordination of *Levaquin*. One of Mr. Grossman's firms is co-lead in the NY Chantix Coordination and the New Jersey Reglan Coordination, as well as Risperdal in California, all Transvaginal Mesh PSC, and Propecia coordination.

After an \$8 million verdict in *Boles v. Merck* for a victim of Fosamax, Mr. Grossman, along with co-counsel, led the Trial Team in *Rosenberg v. Merck* which was the first bellwether New Jersey Trial in Atlantic County Superior Court.

Mr. Grossman has become well known as a speaker and host of approximately 20 educational seminars designed to educate victims, the medical community, and other attorneys. Mr. Grossman has been quoted and has appeared in numerous local and national forums and in the media as a legal commentator and advocate of victims rights against the corporate greed that plagues our nation.

In January 2016, Mr. Grossman received the 2015 Litigator Award a significant distinction, achieved by less than 1% of all trial attorneys. This award is considered among the top honors bestowed on trial attorneys.

PEGGY J. WEDGWORTH is a managing partner and Chair of the Antitrust Practice Group. She was an Assistant District Attorney in Brooklyn, New York from 1986 to 1989. Since leaving the public sector in 1989, she has handled numerous securities, commodities, antitrust and whistleblower matters, and is a Super Lawyer in New York, New York since

2016 and recommended in the Legal 500 United States for 2016.

Ms. Wedgworth represents defrauded investors and consumers, and she currently represents consumers in *In re Contact Lens Antitrust Litigation*, and car dealerships in an antitrust action brought against software suppliers. She actively litigated *In re Initial Public Offering Securities Litigation* for over five years, which settled for \$586 million, and *In re Merck & Co. Securities Litigation*, which had a combined settlement totaling \$1.062 billion. She also won a jury trial against R.J. Reynolds in a wrongful death tobacco case in Florida state court.

Ms. Wedgworth has litigated antitrust and commodities class actions on behalf of plaintiffs including extensive experience in all aspects of pre-trial discovery in, among other cases, *In re Brand Name Prescription Drugs Antitrust Litigation*, No. 94-897, 1996 WL 351180 (N.D. Ill. June 24, 1996) (approving \$351 million settlement); *In re NASDAQ Market-Makers Antitrust Litigation*, 187 F.R.D. 465 (S.D.N.Y.) (\$1,027,000,000 settlement); *In re Microsoft Litigation*, MDL 1332 (D. Md.) (consolidated class actions alleging long term unlawful maintenance of a monopoly and other anticompetitive conduct by Microsoft resulting

favorable partial settlements); *In re Soybean Futures Litigation*, No. 89-7009 (N.D. Ill.) (\$21,500,000 class settlement providing claiming class members/soybean futures traders a full recovery under plaintiffs' expert's formula); *In re Sumitomo Copper Litigation*, 74 F. Supp. 2d 393, 395 (S.D.N.Y. 1999) ("The recovery is the largest class action recovery in the 75 plus year history of the Commodity Exchange Act."); *Kohen v. Pacific Investment Management Company, LLC*, No. 05-4681 (N.D. Ill.) (certified class of treasury bond futures purchasers alleging manipulation of the futures market); *Leider v. Ralfe*, No. 01-3137 (D.N.J.) (alleging price-fixing and monopolization in the diamond market by DeBeers resulting in a settlement of \$250,000,000 and extensive injunctive relief); and *In re Natural Gas Commodities Litigation*, 03-6186 (S.D.N.Y.) (\$101 million settlement).

Ms. Wedgworth regularly speaks on topics relating to antitrust litigation, multi-district litigation and class action issues, and consumer matters. She is a member of the New York State Bar Association's Antitrust Committee, where she has served as both a speaker and panelist, and the American Bar Association, Antitrust Committee, and a member of the American Association of Justice.

PARTNERS

DAVID AZAR received his B.S. in Finance from Indiana University School of Business in 1991. He graduated from Duke University School of Law, *magna cum laude*, in 1999, where he was a member of the Order of the Coif (top 10% of the class). While in law school, he served as a senior editor of *Law and Contemporary Problems*, and was a member of the Moot Court Board. After law school, he clerked for Chief Justice Veasey of the Delaware Supreme Court.

Mr. Azar focuses his practice on class actions on behalf of defrauded investors and consumers, as well as disputes regarding contracts, partnerships, closely-held corporations, corporate governance, and other complex commercial matters for businesses and individuals. He also provides corporate counseling in pre-litigation and transactional matters, working with transactional or specialty counsel to provide a litigation perspective or to act as an outside general counsel.

Building upon his nine years of experience representing business enterprises and high-net-worth individuals at two of the most prominent business litigation firms, Mr. Azar has prosecuted several multiparty and other class actions that resulted in more than \$300 million in settlements during the past two years alone. Recent significant settlements include obtaining total recovery for investors of \$219 million against Bank of New York Mellon and Wells Fargo in a securities fraud/breach of contract action, which reflected one of the largest recoveries against indenture trustees in United States history. In addition, Mr. Azar was part of the team that served as co-lead counsel in a class action resulting in \$86 million in settlements on behalf of airline passengers who alleged that Korean Air Lines and Asiana Airlines conspired to fix the price of air travel between the United States and Korea. Mr. Azar's significant litigation experience includes first-chair trial and

appellate work. He is also a contributing author of the *Antitrust Law Developments* (7th Edition), published by the ABA Section of Antitrust Law.

Mr. Azar serves as a volunteer prosecutor through the Los Angeles Bar Association's Trial Advocacy Project, and he has been named by *Los Angeles Magazine* as a Southern California Super Lawyers Rising Star. Mr. Azar has extensive knowledge of dispute resolution, having served as a mediator in more than 160 cases, and he has trained and reviewed other mediators. He served for five years as the editor of the quarterly publication of the Society of Professionals in Dispute Resolution, and was honored with the association's Presidential Recognition award.

KENT A. BRONSON received a B.A. from State University of New York at Binghamton in 1994. He graduated *cum laude* from University of Pittsburgh School of Law in 1998. During law school, Mr. Bronson was a research editor on the Law Review and a recipient of the Dean's Scholarship.

Mr. Bronson's practice is focused on securities, consumer and class action litigation. Prior to joining Milberg LLP, while associated with another law firm, Mr. Bronson was part of a team of attorneys representing New York homeowners in *In re Coordinated Title Insurance Litigation*, Index No. 009600/2003 (N.Y. Sup. Ct. Nassau Cnty.) who alleged that eight insurance companies doing business in New York state overcharged them for title insurance in refinance transactions. The litigation resulted in complete recovery to homeowners submitting valid claims, and reportedly the largest settlement of a consumer class action in Nassau County. The presiding Justice, in approving the \$31.5 million settlement of that litigation, described the prosecution of the case as reflecting "lawyering of the highest quality." Also, in *In re Provident Financial Securities Litigation*, MDL 1301

(E.D. Pa.), Mr. Bronson was one of the attorneys representing the Xerox (GB) Pension Scheme (which reportedly oversees approximately \$2.5 billion in employee retirement funds for the British affiliate of Xerox Corp.) in a securities fraud class action lawsuit alleging that a major credit card company inflated its profits with illegal charges to consumers. The Court commented, in approving the \$38 million settlement of that case, on the “extremely high quality” and “skill and efficiency” of plaintiffs’ counsel’s work.

Mr. Bronson has litigated numerous complex class action and shareholder derivative cases in various state and federal courts, including, among others, *In re Biovail Corp. Securities Litigation*, No. 03-8917 (S.D.N.Y.) (in which Milberg LLP served as co-lead counsel on behalf of the Local 282 Welfare Trust Fund, and which was settled for \$138 million and certain corporate governance modifications); *City of Miami Police Relief & Pension Fund v. Ryland Group, Inc.*, No. BC411143 (Cal. Super. Ct. Los Angeles Cnty.); *New Jersey Carpenters Annuity Fund v. Meridian Diversified Fund Management, LLC*, No. 10-5738 (S.D.N.Y.); *New Jersey Carpenters Pension Fund v. infoGroup, Inc.*, No. 5334-VCN (Del. Ch.); and *In re Massey Energy Co. Derivative & Class Action Litigation*, No. 5430-VCS (Del. Ch.).

During law school, Mr. Bronson was a research editor of the University of Pittsburgh Law Review and a recipient of the University of Pittsburgh School of Law Dean's Scholarship.

Mr. Bronson is admitted to practice in New York State courts, the United States District Courts for the Southern, Eastern and Northern Districts of New York, and the United States Courts of Appeals for the Second and Tenth Circuits.

MELISSA RYAN CLARK has spent more than a decade litigating complex and class action privacy, financial, and consumer cases.

She has a broad range of class action experience, having represented consumers in data privacy, data breach, and consumer fraud cases against data and tech giants like Facebook, Inc., Google, Apple, Inc., Equifax Inc., and RCN Corp., as well as corporations in other industries, such as Wendy’s International, LLC. Ms. Clark also has a strong background in securities fraud litigation and has represented investors in class actions against publicly traded companies like ARIAD Pharmaceuticals, Inc.

In addition to her class action work, Ms. Clark has also litigated complex, commercial cases. She currently represents municipalities in Fair Housing Act litigation against large financial institutions, including Bank of America, HSBC, and Wells Fargo. She has also successfully represented a formerly public company in an accounting negligence case against PricewaterhouseCoopers and an investment fund in an action against Fidelity National Title Insurance Company.

Ms. Clark is also a member of MTPG’s E-Discovery Practice Group and is frequently responsible for spearheading discovery and ESI negotiations in complex cases.

Previously, Ms. Clark worked at a boutique firm in New York, where she was part of a securities litigation team that recovered several multimillion-dollar settlements on behalf of investors. Her legal work experience also includes judicial externships with the Honorable Jerry Brown, Chief Judge of the United States Bankruptcy Court, Eastern District of Louisiana and the Honorable Jay C. Zainey of the United States District Court, Eastern District of Louisiana, as well as a clerkship for the San Francisco District Attorney’s Office.

In addition to her legal work, Ms. Clark has experience teaching legal research, writing, and management communication skills as a Senior Fellow at Tulane Law School and an Adjunct

Writing Instructor at Tulane University's Freeman School of Business.

She is an active member of the New York State Bar Association, where she serves on the Law, Youth & Citizenship Committee and Mock Trial subcommittee, and the American Bar Association, where she serves on the Professional Liability Committee as co-editor of the newsletter.

Ms. Clark received her B.S. from Florida State University in 2004 and her J.D. from Tulane University in 2007. She also attended UC Berkeley-Boalt Hall for a semester, where she received high honors in Securities & Class Action Litigation and was a member of the *California Law Review*.

Ms. Clark is admitted to practice in the state of New York, the United States District Courts for the Southern, Eastern, and Western Districts of New York, and the United States Court of Appeals for the First Circuit. She has been recognized as a New York Super Lawyers "Rising Star" each year from 2011-2018 and was named to the Benchmark Litigation 40 & Under Hot List in 2018.

A.J. DE BARTOLOMEO joined the MTPG Consumer Litigation and Securities Litigation Practice Groups in June 2018. She brings with her nearly 30 years of experience prosecuting class actions and complex matters in courts throughout the United States. With extensive practice litigating mass personal injury matters involving defective drugs and medical devices, Ms. de Bartolomeo has served in court-appointed leadership roles in numerous MDL mass tort and class action lawsuits.

She served on the Plaintiffs' Steering Committees for *In re Yaz and Yasmin Birth Control Litigation*, *In re Actos Products Liability Litigation*, and *In re Pradaxa Products Liability Litigation*. Ms. de Bartolomeo has also served on Law and Briefing committees and has been involved with Daubert briefings in a number of cases, including *Yaz*, *Actos* and *Pradaxa*. She

previously served on the Plaintiff's Steering Committee for *In re Transvaginal Mesh Litigation*. She also served as Co-Lead Counsel representing over 300 individuals (including minors) who used the Fitbit Force™ Wireless Activity + Sleep Wristband and suffered personal injuries and permanent scarring, achieving a 2017 settlement in aggregate matrix formula for a confidential amount.

In class action matters, she received Co-Lead position appointments in *In re Literary Works in Electronic Database Copyright Litigation*, MDL No. 1379 (S.D.N.Y.), *In re Motors Liquidation Company, et al., f/k/a General Motors Corp., et al.* (Bankruptcy Litigation) (S.D.N.Y.), *In re American Express Financial Advisors Securities Litigation* (S.D.N.Y.), and *CalSTRS v. Qwest Communications, et al.* (N.D. Cal.). She was appointed lead counsel in *Powers v. Cable & Wireless, Inc.* (D. Mass and then settled in Delaware Bankruptcy Court.) and *Telstar v. MCI, Inc.*, achieving a settlement of more than \$2.8 million in cash on behalf of class of commercial subscribers alleging FCA violations for unfair billing practices. Ms. de Bartolomeo currently serves on the Plaintiffs' Steering Committee in *In Re Avandia Marketing, Sales Practices and Products Liability Litigation*, MDL 1871.

Ms. de Bartolomeo is in the forefront of advancing opportunities for women in the law. A former Chair of the Women's Trial Lawyer Caucus of the American Association of Justice, she oversaw the caucus's work in leadership training, student scholarship, membership and political outreach, and other pro-civil justice functions. She is an active member of the American Bar Association Sections on Tort Trial and Insurance Practice, the American Bankruptcy Institute and of the Consumer Attorneys of California.

Ms. de Bartolomeo has been ranked among the highest classes of attorneys for professional ethics and legal skills with an AV-Preeminent

rating by Martindale Hubbell. She has also been recognized by her peers as a Northern California Super Lawyer every year since 2013.

Other awards and recognition include the Above and Beyond Award, American Association for Justice, 2018; Top 50 Women Lawyers in Northern California, 2017; Distinguished Service Award, American Association for Justice, 2016; and Top Women Attorneys in Northern California for 2014.

A frequent guest speaker and conference presenter, Ms. de Bartolomeo has addressed subjects of ethical procedures for client and case management, best settlement practices and procedures in complex litigation, pharmaceutical fraud, Daubert challenges, Fed. R. Civ. Pro. 37(e), corporate litigation risk management and compliance procedures, and class action notice and settlement administration.

Past and present memberships and directorships include Member, American Bar Association; Member of ABA Sections on Litigation, and on Antitrust Law and Tort and Insurance Practice; Member, American Association for Justice; Member of the AAJ Executive Committee (2016-Present); Board of Governor (2016-Present); Executive Committee Member for Women's Trial Lawyer Caucus (2016-Present); Chair of Women's Trial Lawyer Caucus (2015-2016); Former Member, National Association of Public Pension Attorneys, Task Force on Securities Litigation and Damage Calculation; Former Member, American Bankruptcy Institute.

ANNA C. DOVER received a B.A. degree from Wesleyan University, with honors in Psychology, in 1995, and a J.D. degree from the University of California at Davis School of Law in 2001. While in law school, Ms. Dover was a member of the *UC Davis Law Review*.

Ms. Dover joined Milberg LLP in 2005 and spent several years litigating a variety of cases, including securities, antitrust, bankruptcy, and

mutual fund fraud cases. During this time, Ms. Dover developed particular experience litigating claims brought under Section 36(b) of the Investment Company Act of 1940, including taking such cases to trial and also second-chaired a bench trial in bankruptcy court. Ms. Dover ultimately found her calling as an attorney who represents whistleblowers and is now the chair of MTPG's false claims act or "*qui tam*" department. Her practice encompasses lawsuits brought by whistleblowers or "relators" on behalf of the government under the federal and state false claims acts, largely in the health care arena. Recent settlements include a \$54 million settlement in an intervened case against CareCore, a company that failed to ensure that the government healthcare programs paid only for those diagnostic tests that were medically reasonable or necessary. The relator was awarded a \$10.5 million share of the settlement. Another recent settlement was in a false claims act lawsuit that exposed the fraudulent submission of Medicare and Medicaid healthcare claims by Careall, one of Tennessee's largest home healthcare providers. The Government intervened in the whistleblower's lawsuit and the case settled for \$25 million. The whistleblower Milberg LLP represented received a \$3.9 million share of the settlement.

In addition to her work at MTPG, Ms. Dover is also a longstanding member of the New York Inn of Court and has spoken at several of its CLE seminars over the years. Ms. Dover is fluent in French and conversational in Greek.

Prior to joining Milberg LLP, Ms. Dover litigated legal malpractice and insurance cases at a boutique firm of trial lawyers in Los Angeles.

Ms. Dover is admitted to practice before the United States District Courts for the Southern District of New York and the Central and Southern Districts of California, the United States Court of Appeals for the Fourth and

Ninth Circuits, and the United States Supreme Court.

HENRY KELSTON received a B.S. degree, *cum laude*, from Tufts University in 1975, and a J.D. degree from New York University School of Law in 1978, where he was a member of the *Annual Survey of American Law*.

Mr. Kelston's practice is concentrated in the areas of complex litigation and electronic discovery. He has extensive experience in state and federal court litigation, administrative proceedings, and arbitrations. Mr. Kelston is a regular speaker and CLE presenter on electronic discovery. He is a member of The Sedona Conference[®] Working Group 1 on Electronic Document Retention and Production. Prior to joining Milberg LLP, he practiced at Proskauer Rose in New York and Siegel, O'Connor & Kainen in Connecticut.

Mr. Kelston is admitted in the United States District Courts for the Southern and Eastern Districts of New York and the District of Connecticut.

MATTHEW A. KUPILLAS graduated from the State University of New York at Albany in 1990 with a B.A. degree in philosophy. In 1994, Mr. Kupillas received his J.D. degree from New York University School of Law. Mr. Kupillas focuses his practice primarily on class actions on behalf of defrauded investors and consumers, as well as complex commercial litigation.

Mr. Kupillas' securities practice has included numerous complex litigations nationwide, including *In re Merck & Co., Inc. Securities Litigation*, which resulted in a \$1.062 billion recovery on behalf of injured investors; *In re Medical Capital Securities Litigation*; and *South Ferry LP #2 v. Killinger*.

Mr. Kupillas is a member of the bar of the State of New York and is admitted to practice before the United States District Court for the Southern and Eastern Districts of New York, the District of Colorado, the Eastern District of

Wisconsin, and the United States Courts of Appeals for the Second and Tenth Circuits.

ELIZABETH MCKENNA is a Partner with MTPG and has spent almost 20 years as a litigator. She currently focuses her practice on complex and class action consumer protection and privacy cases, as well as antitrust cases involving price-fixing, unlawful monopolization, and other anticompetitive practices. Ms. McKenna also represents defrauded individuals and institutional investors in class and other representative actions involving complex financial issues.

Ms. McKenna is currently part of the team representing automobile dealerships in *In re Dealer Management Systems Antitrust Litigation*, 18-cv-00864 (N.D. Ill.), Ms. McKenna was also on the teams appointed co-lead counsel for Indirect Purchaser Plaintiffs in *in re Fresh & Process Potatoes Antitrust Litig.*, No. 4:10-md-2186 (D. Idaho), as well as *In re Processed Egg Products Antitrust Litig.*, No. 2:08-md-2002 (E.D. Pa.).

Prior to joining Milberg LLP, Ms. McKenna worked in boutique firms where she practiced commercial litigation, as well as admiralty and maritime law.

Ms. McKenna graduated from Columbia University in 1991 with a B.A. degree in English, and a J.D. degree from Fordham Law School in 1998. While at Fordham, Ms. McKenna was a Stein Scholar in Public Interest Law & Ethics, a member of the Fordham Environmental Law Journal, and a Co-Director of the Fordham Student Sponsored Fellowship.

Ms. McKenna is admitted to practice in the state courts of New York and in the United States District Courts for the Southern and Eastern Districts of New York.

ANDREI RADO focuses his practice on securities litigation, consumer class actions, and SEC whistleblower matters.

Since the passage of the Dodd-Frank Act in 2010, Mr. Rado has represented numerous

whistleblowers before the commission under a program that rewards and protects whistleblowers that report violations of securities laws to the Securities and Exchange Commission. These involved a variety of complaints, including allegations of bribing foreign officials to gain business, accounting fraud, and consumer fraud, against a variety of companies diverse in size and business.

Mr. Rado's securities practice has included numerous complex litigations nationwide, including *In re Initial Public Offering Securities Litigation*, which alleged, in hundreds of consolidated cases then pending in the Southern District of New York, that investment banks manipulated the initial public offerings of hundreds of companies, and mutual fund timing cases alleging that mutual fund managers allowed select investors to profit by improperly timing their trading in fund shares.

Mr. Rado also investigates, launches, and litigates consumer class actions. These cases are as diverse as consumer fraud itself. Early in his career, Mr. Rado litigated a case against jewelry company Zales for improperly denying credit-insurance claims made by unemployed and retired consumers, and a class action against computer maker Gateway for improperly understating in advertising the costs of internet access to consumers, some of whom incurred internet-access fees of hundreds of dollars. More recently, among other cases, Mr. Rado has launched and litigated consumer cases against companies that misled consumers by inflating the technical specifications of their products, and "all natural" food cases, including the first case alleging that products made from genetically modified organisms (GMOs) should not be advertised as natural.

Mr. Rado is editor of MTPG's consumer blog classactioncentral.com

Prior to joining Milberg LLP, Mr. Rado worked as an attorney at a New York City-based investment bank focusing on compliance, with rules and regulations relating to re-sales of

control and restricted securities under the Securities Act of 1933. Mr. Rado also worked at another prominent New York City law firm specializing in plaintiffs' securities class action litigation.

Mr. Rado received his Juris Doctor degree from St. John's University School of Law, *cum laude*, in 1999. While in law school, Mr. Rado served as a senior member of the *New York International Law Review*. He is admitted to practice in the courts of the State of New York, as well as the United States District Court for the Southern District of New York. Mr. Rado was born in Bucharest Romania, and lived in Israel for several years before immigrating to New York in the early 80s.

CHRISTIAN SIEBOTT has over 15 years' experience successfully representing plaintiffs in complex commercial, securities fraud, antitrust, trademark and copyright, landlord/tenant and whistleblower litigation. He works in the firm's consumer, antitrust, securities, false claims and appellant advocacy litigation practice areas.

Mr. Siebott has participated in several noteworthy cases over his career, including one of the largest securities class actions ever litigated, *In re Initial Public Offering Securities Litigation*, which recovered \$586 million on behalf of investors. He also litigated Public Employees Retirement Association of *New Mexico v. Clearland Securities et al.*, which recovered \$50 million for New Mexico's public employee pension fund.

Mr. Siebott has had significant appellate experience in state and federal appellate courts and the United States Supreme Court, and authored and edited portions of the New York City Bar Association's Appeals to the Second Circuit. In *Roberts v. Tishman Speyer Properties, L.P.*, he obtained a landmark ruling from New York's highest court on behalf of a class of tenants from New York City's largest residential apartment complex, overturning a state regulation and holding that the plaintiffs'

landlords were not permitted to deregulate rent stabilized apartments while simultaneously receiving New York City tax abatements. Mr. Siebott has used *Roberts* to prosecute numerous other cases of landlord abuse including *Altschuler v. Jobman*, winning triple damages for the plaintiff.

Mr. Siebott is admitted to the Bar of the State of New York and to practice before the United States Supreme Court, the United States Courts of Appeals for the Federal, Second, Third, Fourth, Eighth, Ninth, and Eleventh Circuits, the United States Court of Appeals for the Armed Forces, the United States Court of Appeals for Veterans Claims, and the United States District Courts for the Southern and Eastern Districts of New York. He is active in the New York City Bar Association and the Federal Bar Council.

Mr. Siebott graduated from Penn State in 1991 and received his J.D. from City College of the City University of New York, where he won the Belle Zeller Scholarship recognizing socially committed scholars. Mr. Siebott is now committed to pro bono practice; he represents veterans in disability and pension benefit proceedings and has represented the families of uniformed rescuers before the 9/11 Victims Compensation Board.

ROBERT A. WALLNER received his B.A. degree from the University of Pennsylvania in 1976 graduating *magna cum laude*. He attended New York University School of Law, earning his J.D. degree in 1979. He was elected to the

law school's Order of the Coif and served as an editor of the *New York University Law Review*.

Mr. Wallner has litigated complex securities, consumer and antitrust class actions throughout the country. He has represented plaintiffs in lawsuits arising out of the Madoff Ponzi scheme, including the court-appointed litigation trustee of two Madoff "feeder funds." He has also represented investors in *In re Merck & Co., Inc. Securities Litigation* (D.N.J.), which resulted in a \$1.062 billion recovery, *In re Initial Public Offering Securities Litigation* (S.D.N.Y.), *In re CMS Energy Corporation Securities Litigation* (E.D. Mich.), and *In re Deutsche Telekom AG Securities Litigation* (S.D.N.Y.), and consumers in *In re Synthroid Marketing Litigation* (N.D. Ill.) and the *Mercedes-Benz Tire Litigation* (D.N.J.).

Mr. Wallner is a frequent lecturer on securities and complex litigation issues. He has served on the editorial board of *Securities Litigation Report*, as a faculty member of the American Bar Association's First Annual National Institute on Securities Litigation and Arbitration, and as a member of the Federal Courts Committee of the Association of the Bar of the City of New York. He has been recognized in Lawdragon's "100 Lawyers You Need to Know in Securities Litigation."

OF COUNSEL

PAUL J. ANDREJKOVICS graduated from Union College, Schenectady, NY, in 1992, *Phi Beta Kappa, magna cum laude*, with a B.A. degree in political science. In 1995, Mr. Andrejkovics received his J.D. degree from Albany Law School.

Mr. Andrejkovics's practice concentrates on class action settlements and settlement administration. He was admitted as a member of the New York bar in 1996 and is admitted to practice before the United States District Court for the Northern, Southern, and Eastern Districts of New York.

SANFORD P. DUMAIN attended Columbia University where he received his B.A. degree in 1978. He graduated *cum laude* from Benjamin N. Cardozo School of Law of Yeshiva University in 1981.

Mr. Dumain represents plaintiffs in cases involving securities fraud, consumer fraud, insurance fraud, and violations of the antitrust laws.

Mr. Dumain was co-lead counsel in *In re Tyco International Ltd., Securities Litigation* in which \$3.2 billion was recovered for investors. Mr. Dumain also served as lead counsel in the securities class actions against Nortel and Biovail, which are the highest and third highest recoveries ever in cases involving Canadian companies. The *Nortel* settlement was valued at over \$1 billion and *Biovail* settled for over \$138 million in cash. Mr. Dumain successfully represented the City of San Jose, California against 13 of the City's broker-dealers and its outside accountants in connection with major losses in unauthorized bond trading.

Mr. Dumain began his career as a law clerk to Judge Warren W. Eginton, United States District Court for the District of Connecticut 1981-1982. During the early years of his practice, he also served as an Adjunct Instructor in Legal Writing and Moot Court at Benjamin N. Cardozo School of Law.

Mr. Dumain has lectured for ALI-CLE concerning accountants' liability and has prosecuted several actions against accounting firms.

Judge Janet C. Hall of the District of Connecticut made the following comment in *In re Fine Host Corporation Securities Litigation* No. 97-2619 (D.Conn.): "The court also finds that the plaintiff class received excellent counseling, particularly from the Chair of the Plaintiffs' Executive Committee, Attorney Dumain."

Mr. Dumain is admitted to practice in the State of New York, United States District Court for the Southern, Eastern, and Western Districts of New York, District of Colorado, and District of Connecticut, and United States Courts of Appeals for the First, Second, Third, Sixth, Seventh, and Eighth Circuits.

MICHAEL C. SPENCER graduated from Yale University in 1973 with a B.A. degree, *magna cum laude*, with distinction, in philosophy. While at Yale, he was elected to Phi Beta Kappa. Mr. Spencer received a J.D. degree from Harvard Law School, *cum laude*, in 1976.

Mr. Spencer has prosecuted a broad range of cases at Milberg LLP and MTPG, with an emphasis on representing plaintiffs in class and other representative actions involving complex financial issues.

He was one of the principal trial counsel for plaintiffs in *In re Vivendi Universal, S.A. Securities Litigation* (S.D.N.Y.), a securities fraud class action in which the jury returned a verdict for the plaintiffs in January 2010. He is presently handling post-trial motions and defendant's anticipated appeal. The case is notable for the size of the verdict and for inclusion of investors from France, England, and the Netherlands, as well as the United States, in the certified class.

Mr. Spencer has handled many other securities cases at the Firm, including those

against defendants in the fields of technology, real estate, finance, leasing, manufacturing, and pharmaceuticals. His first exposure to this type of case was in the precedent-setting "WPPSS" litigation in the late 1980s, which involved bond defaults on nuclear power plants in the Pacific Northwest and established the blueprint for prosecuting many complex securities class actions that followed.

Mr. Spencer has also led the Firm's prosecution of other cases in diverse fields. He was one of two principal trial counsel representing the FDIC in its year-long trial against a major accounting firm involving failed-bank audits, which led to a global settlement covering all government claims just before closing arguments to the jury. He has prosecuted consumer and securities claims against companies that sold deferred annuities unsuitable for retirement plan investors. He has taken appraisal and breach of fiduciary duty cases to trial in Delaware and Pennsylvania. He had extensive involvement in representing a coalition of union health care funds seeking to recover costs for treating smoking-related illnesses from the tobacco industry, pursuing the cases through several appeals. He has also represented plaintiffs in cases involving accounting malpractice, limited partnership investments, real estate closing fees and mortgage insurance, contract disputes, defamation, unlawful lotteries, and consumer deception.

Mr. Spencer began his legal career as a law clerk to U.S. District Judge Wm. Matthew Byrne Jr. in Los Angeles (1976-77). He then returned to New York and joined Cravath, Swaine & Moore as an associate, where he worked until 1986, when he joined Milberg LLP as an associate and became a partner later that year. Mr. Spencer graduated from Yale University in 1973 with a B.A. degree, magna cum laude, with distinction, in philosophy. While at Yale, he was elected to Phi Beta Kappa. Mr. Spencer received a J.D. degree from Harvard Law School, cum laude, in 1976.

BARRY A. WEPRIN graduated from Harvard College in 1974. He received a J.D. degree from the New York University School of Law in 1978, and a master of public affairs from the Woodrow Wilson School of Princeton University in 1978. While in law school, Mr. Weprin was notes and comments editor of the *New York University Law Review*.

Since joining the firm, Mr. Weprin has specialized in securities and insurance litigation. He has served as lead or co-lead counsel in a number of complex securities class action litigations. He was one of the principal attorneys in the sales practice litigations against The New York Life Insurance Company, The New England Life Insurance Service Company, The Massachusetts Mutual Life Insurance Company, The John Hancock Mutual Life Insurance Company, and The Prudential Life Insurance Company which recovered billions of dollars for policyholders. Mr. Weprin is a frequent lecturer on complex litigation issues.

Previously, Mr. Weprin served as law clerk to Judge Charles P. Sifton of the United States District Court for the Eastern District of New York and was associated with the law firm of Wachtell Lipton Rosen & Katz where he specialized in commercial and securities litigation. He also served as general counsel to the New York State Housing Finance Agency and the New York State Medical Care Facilities Finance Agency, two agencies that issue tax exempt bonds for financing nonprofit medical facilities and qualified housing projects.

Mr. Weprin is very active in his community of Mamaroneck, New York, having served as a Town Councilman and a member of the Zoning Board of Appeals. He is President of the National Association of Shareholder and Consumer Attorneys (NASCAT) as well as Vice President of the Institute for Law and Economic Policy (ILEP).

Mr. Weprin is a member of the American Bar Association, the Association of the Bar of the City of New York, the New York County

Lawyers Association, and the New York State Bar Association. Mr. Weprin is admitted to practice in New York, the United States District Court for the Southern and Eastern Districts of New York, the United States Court of Appeals for the Second Circuit, and the United States Supreme Court.

SENIOR COUNSEL

JENNIFER S. CZEISLER graduated from Hofstra University in 1994 with a B.A. degree in psychology. After completing graduate degree work at Hunter School of Social Work (1994-95), she pursued a J.D. degree, which she earned in 1999 from the University of Miami School of Law, where she graduated *cum laude*. Ms. Czeisler was on the editorial board of the *Law Review of Psychology, Public Policy & Law* and earned numerous awards, including the CALI excellence for the Future Award, Dean's Certificate of Achievement Award, and membership in the Phi Delta Phi National Honor Society.

Ms. Czeisler is admitted to practice in the State of New York and is a member of the American Bar Association, where she is committed to her *pro bono* work with the

American Bar Association Commission on Legal Problems of the Elderly.

ASSOCIATES

ROLANDO G. MARQUEZ represents whistleblowers in a wide variety of *qui tam* lawsuits brought under the federal False Claims Act and parallel state false claims laws. His practice includes pursuing fraud cases involving the healthcare industry, defense contractors, and government procurement.

Mr. Marquez's representative False Claims Act matters include *United States ex rel. Miller v. CareCore National LLC, et al.* (resulting in a \$54 million recovery for the United States as well as 28 States and the District of Columbia in an intervened action arising from the improper prior authorization of costly diagnostic tests which caused federal and state healthcare programs to pay for tests that were not properly authorized as being medically reasonable or necessary); *Mason v. Medline* (resulting in a recovery of \$85 million for the United States in a non-intervened case arising from unlawful kickbacks, bribes, and other illegal remuneration to induce health care providers to continue to purchase defendant's medical supplies, including supplies paid for with government funds tainted by the kickbacks); and *United States ex rel. Marchese v. Cell Therapeutics, Inc.* (resulting in a \$10.5 million recovery for the United States in an intervened action arising from the unlawful off-label promotion of the cancer drug Trisenox).

From December 2012 to March 2014, Mr. Marquez was a Senior Litigation Counsel in a boutique New York class-action firm as a member of its False Claims Act practice group. Mr. Marquez was part of the co-counsel team that litigated one of the largest *qui tam* lawsuits ever to settle on a non-intervened basis against Omnicare, Inc., the nation's largest provider of pharmacy services to nursing home patients, and which returned \$120 million to the United States

Treasury to resolve kickback and false-claims allegations. In addition, Mr. Marquez represented a whistleblower in an action against Smith & Nephew, one of the world's largest medical device manufacturers, in which the company sold products to the government that were manufactured in countries not designated as trade partners of the United States in violation of the Trade Agreements Act.

Before he started in the False Claims Act arena, Mr. Marquez was part of the Milberg LLP team that served as co-lead plaintiffs' counsel in *In re Tyco International, Ltd. Securities Litigation*, one of the largest securities fraud and accountant liability class action suits ever to settle, recovering over \$3.2 billion for the company's injured shareholders.

Prior to joining the firm initially, Mr. Marquez was an associate at a boutique New York patent firm, where he concentrated on patent litigation matters involving medical device, computer software, and consumer electronic device technologies.

Mr. Marquez received a B.S. degree from Brown University in 1994 and his M.S. degree from New York University in 1998. In 2003 he received his J.D. degree from Fordham University School of Law.

Mr. Marquez is admitted to practice in the state courts of New York as well as in the United States District Courts for the Southern and Eastern Districts of New York and the United States Patent and Trademark Office.

J. BIRT REYNOLDS represents whistleblowers who bring claims under the federal False Claims Act and its state counter-parts. Since joining the firm's Qui Tam practice group, he has worked on several cases that have brought substantial recoveries to federal and state governments.

Mr. Reynolds also represents plaintiffs in complex commercial litigation involving contractual, tort, and statutory claims. Before joining Milberg, Mr. Reynolds clerked for a magistrate judge in the Middle District of Florida, as well as Florida appellate and trial court judges.

Mr. Reynolds earned his J.D. from Case Western Reserve University School of Law in 2004. He is admitted to practice in the state courts of Florida and New York, the United States District Courts for the Eastern and Southern Districts of New York, the Northern, Middle, and Southern Districts of Florida, and the Western District of Michigan.

CHRISTOPHER SCHUYLER represents whistleblowers in *qui tam* lawsuits brought under the federal False Claims Act and parallel state false claims laws. He also has experience pursuing consumer protection and data breach claims, along with litigating various securities and M&A actions.

Before joining Milberg Tadler Phillips Grossman LLP, Mr. Schuyler clerked with the Fortune Society, a New York City non-profit organization focused on providing an alternative to incarceration for non-violent offenders. While in law school, he co-chaired a student organization promoting pro bono legal assistance to indigent members of the community, a role for which he was awarded a university scholarship for public service.

Mr. Schuyler graduated from Temple University, *cum laude*, with a B.A. degree in 2007. In 2011 he earned his J.D. degree from the University of Dayton School of Law. Mr. Schuyler is a member of the bar of the State of New York and is admitted to practice before the United States District Court for the Southern and Eastern Districts of New York.

ROY SHIMON focuses his practice on securities and stockholder derivative

litigation, litigating cases in both state and federal courts. Mr. Shimon also has experience in the areas of insider trading and ERISA litigation. *Super Lawyers* recognized him as a “Rising Star” in the New York Metro area each year from 2014-2017.

Mr. Shimon has served as lead or co-lead counsel in a number of complex matters that recovered substantial benefits on behalf of stockholders and employee investors, including *Zynga Inc. Securities Litig.* (N.D. Cal.) (securities fraud recovery of \$23 million); *In re Popular Inc. ERISA Litigation* (D.P.R.) (employee investor recovery of \$8.2 million); and *Shanehchian, et al. v. Macy’s Inc.* (S.D. Ohio) (employee investor recovery of \$8.5 million).

Mr. Shimon graduated *cum laude* from Franklin & Marshall College in 2003, where he was inducted into the Pi Sigma Alpha and Alpha Kappa Delta National Honor Societies. He received his J.D. from St. John’s University School of Law in 2006, where he served on the Executive Board of the Moot Court Honor Society and as Vice President of the Entertainment & Sports Law Society.

Mr. Shimon is admitted to practice in the state and federal courts of New York.