UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

JOINT DECLARATION OF SHARAN NIRMUL AND SALVATORE J. GRAZIANO IN SUPPORT OF (I) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION AND (II) CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

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SHARAN NIRMUL and SALVATORE J. GRAZIANO declare as follows:

I. INTRODUCTION

1. I, Sharan Nirmul, am a member of the bars of Pennsylvania, New Jersey, New York, and Delaware, the U.S. District Courts for the Eastern District of Pennsylvania, Southern District of New York, District of New Jersey, and District of Delaware, and the U.S. Courts of Appeals for the Second, Third, and Seventh Circuits. I am a partner in the law firm of Kessler Topaz Meltzer & Check, LLP ("KTMC"), one of the Court-appointed Class Counsel firms in the Action. KTMC represents one of the Court-appointed Lead Plaintiffs, Sjunde AP-Fonden ("AP7").

2. I, Salvatore J. Graziano, am a member of the bars of New York, the U.S. District Courts for the Southern and Eastern Districts of New York, and the Eastern District of Michigan, and the U.S. Courts of Appeals for the First, Second, Third, Fourth, Sixth, Ninth, and Eleventh Circuits. I am a partner in the law firm of Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), one of the Court-appointed Class Counsel firms in the Action. BLB&G represents one of the Court-appointed Lead Plaintiffs, Louisiana Sheriffs' Pension & Relief Fund ("Louisiana Sheriffs"). AP7 and Louisiana Sheriffs are collectively referred to herein as "Lead Plaintiffs" or "Class Representatives" and KTMC and BLB&G are collectively referred to as "Class Counsel."[1]

3. We have personal knowledge of the matters stated in this Joint Declaration based on our active supervision of and participation in the prosecution and settlement of the Action. We respectfully submit this Joint Declaration in support of Lead Plaintiffs' motion, under Rule 23(e)(2) of the Federal Rules of Civil Procedure, for final approval of the proposed settlement of

[1] All capitalized terms used herein that are not otherwise defined herein shall have the meanings provided in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315) (the "Stipulation").

the Action with Defendant Luckin Coffee Inc. ("Luckin" or the "Company"), for $175 million in cash (the "Settlement").

4. We also respectfully submit this Joint Declaration in support of: (i) Lead Plaintiffs' motion for approval of the proposed plan for allocating the proceeds of the Net Settlement Fund to eligible Class Members (the "Plan of Allocation" or "Plan") and (ii) Class Counsel's motion for an award of attorneys' fees in the amount of 17.5% of the Settlement Fund for all Plaintiffs' Counsel;[2] payment of litigation expenses incurred by Plaintiffs' Counsel in the total amount of $721,462.68; and payment of $5,430.00 in reimbursement for the costs of Lead Plaintiffs directly related to their representation of the Class (the "Fee and Expense Application").

5. In support of these motions, Lead Plaintiffs and Class Counsel are also submitting: (i) the exhibits attached hereto; (ii) the Memorandum of Law in Support of Lead Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation (the "Settlement Memorandum"); and (iii) the Memorandum of Law in Support of Class Counsel's Motion for Attorneys' Fees and Litigation Expenses (the "Fee Memorandum").

6. The proposed Settlement provides for the resolution of all claims in the Action in exchange for a cash payment of $175 million for the benefit of the Class. This beneficial Settlement was achieved as a direct result of Lead Plaintiffs' and Class Counsel's efforts to diligently investigate, prosecute, and negotiate a resolution of the Action against highly skilled opposing counsel and under unusually complex and novel circumstances where Luckin's liquidation proceedings in the Cayman Islands and limited access to assets held by its subsidiaries

[2] Plaintiffs' Counsel are Class Counsel KTMC and BLB&G; bankruptcy counsel for the Class, Lowenstein Sandler LLP ("Lowenstein"); and additional counsel for Lead Plaintiff Louisiana Sheriffs, Klausner, Kaufman, Jensen & Levinson ("Klausner Kaufman").

in China created circumstances in which any cash recovery in the Action for the Class, if litigation had proceeded, was unlikely to exceed the $175 million Settlement obtained. As discussed in more detail below, Plaintiffs' Counsel's efforts in the Action included, among other things: (a) conducting an exhaustive international investigation concerning the misrepresentations and omissions made by Defendants, including performing an extensive review and analysis of public filings, transcripts of Luckin's earnings calls and industry conferences, Company presentations, media reports, and financial analyst research reports concerning Luckin, locating and interviewing witnesses in China, and consulting with experts regarding accounting, due diligence, and financial economics issues; (b) drafting and filing the detailed consolidated complaint dated September 24, 2020 (ECF No. 150) (the "Complaint"); (c) briefing Lead Plaintiffs' opposition to Defendants' motions to dismiss the Complaint; (d) navigating the unusual complexities of Luckin's liquidation proceedings in the Cayman Islands, parallel Chapter 15 bankruptcy proceedings in the United States, and circumstances with Chinese regulators; (e) obtaining provisional certification of the Class that allowed Lead Plaintiffs to negotiate a settlement with Luckin despite its then-ongoing liquidation proceedings and, relatedly, overseeing mailing of the Class Notice to potential Class Members; (f) engaging in intensive, arm's-length settlement negotiations with Luckin's Counsel, including extensive research and analysis of the extent of Luckin's available cash to fund any potential settlement and exploration of possible alternatives to a cash settlement; and (g) drafting and negotiating the Stipulation and related settlement documentation.

7. Lead Plaintiffs and Class Counsel believe that the proposed $175 million Settlement represents an excellent result for the Class, considering the significant risks in the Action, the amount of the potential recovery, and, in particular, the limits on Luckin's ability to pay any larger amount. As discussed further below, given the facts that, at the time of the

Settlement, Luckin was in liquidation proceedings in the Cayman Islands and its ability to access funds held in its operating subsidiaries in the People's Republic of China ("China" or "PRC") was strictly limited by Chinese authorities, combined with the uncertainty of Lead Plaintiffs' ability to enforce a foreign judgment against Luckin in China, meant that the $175 million Settlement represented a very significant portion of Luckin's available and accessible funds. Class Counsel believe that further litigation or pursuit of a settlement through a "scheme of arrangement" in the Cayman Islands courts would have presented substantial procedural and substantive legal hurdles and delay and, in all likelihood, would have led to a less desirable outcome for the Class. Finally, under the circumstances of the Action, a settlement with Luckin (including a release of claims against the other Defendants) was the outcome that produced the best result for the Class because (a) the Executive Defendants and all but one of the Director Defendants were located in China, had not appeared in the Action, and enforcing any judgment against them in China was likely to be extremely difficult, if not entirely impossible; (b) the claims against the Underwriter Defendants presented substantial risks that were not present in the claims against Luckin, including (i) serious concerns about satisfying the traceability requirement of claims under the Securities Act of 1933 ("Securities Act") against the Underwriter Defendants and (ii) strong potential "due diligence" defenses; and (c) Luckin was unwilling to make a substantial settlement payment without a release of claims against the Underwriter Defendants (and other Defendants) because of agreements that would have permitted the other Defendants to pursue indemnification claims against Luckin and thereby frustrate its efforts to emerge out of liquidation proceedings through this Settlement.

8. The close attention paid and oversight provided by the Lead Plaintiffs throughout this case is another factor in favor of the reasonableness of the Settlement. In enacting the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), Congress expressly intended to give

control over securities class actions to sophisticated investors, and noted that increasing the role of institutional investors in class actions would ultimately benefit shareholders and assist courts by improving the quality of representation in this type of case. H.R. Conf. Rep. No. 104-369, at *34 (1995), *reprinted in* 1995 U.S.C.C.A.N. 730, 733. Here, Lead Plaintiffs were actively involved in overseeing the litigation and settlement negotiations and have endorsed the Settlement as fair and reasonable. *See* Declaration of Richard A. Gröttheim, Chief Executive Officer of AP7 ("Gröttheim Decl."), attached as Exhibit 1, at ¶¶ 5-6; Declaration of Osey "Skip" McGee, Executive Director of Louisiana Sheriffs ("McGee Decl."), attached as Exhibit 2, at ¶¶ 5-6.

9. In addition to seeking final approval of the Settlement, Lead Plaintiffs seek approval of the proposed Plan of Allocation as fair and reasonable. The Plan of Allocation, which was developed in consultation with Lead Plaintiffs' damages consultant, provides for the distribution of the Net Settlement Fund on a *pro rata* basis to Class Members who submit Claims that are approved for payment by the Court. Each Claimant's share of the Net Settlement Fund will be calculated based on his, her, or its losses attributable to the alleged misstatements and omissions, taking into account the different types of claims possessed by different Class Members.

10. Class Counsel worked diligently and efficiently to achieve the proposed Settlement in the face of significant risks. Class Counsel prosecuted this case on a fully contingent basis, incurred significant litigation expenses, and bore all the risk of an unfavorable result. For their efforts in prosecuting the case and negotiating the Settlement, Class Counsel are applying for an award of attorneys' fees in the amount of 17.5% of the Settlement Fund for all Plaintiffs' Counsel. As discussed in the Fee Memorandum, the 17.5% fee request is within the range of fees that courts in this Circuit and elsewhere have awarded in securities and other complex class actions with comparable recoveries.

11. Class Counsel's Fee and Expense Application also seeks payment of litigation expenses incurred by Plaintiffs' Counsel in connection with the institution, prosecution, and settlement of the Action totaling $721,462.68 plus reimbursement of $5,430.00 to Lead Plaintiffs for their costs directly related to their representation of the Class, as authorized by the PSLRA.

12. For all of the reasons discussed in this Joint Declaration and in the accompanying supporting memoranda and declarations, including the result obtained and the significant litigation risks discussed fully below, Lead Plaintiffs and Class Counsel respectfully submit that the Settlement and the Plan of Allocation are fair, reasonable, and adequate in all respects, and that the Court should approve them under Federal Rule of Civil Procedure 23(e)(2). For similar reasons, and for the additional reasons discussed below, we respectfully submit that Class Counsel's Fee and Expense Application is also fair and reasonable and should be approved.

II. PROSECUTION OF THE ACTION

A. Background

13. Luckin is a Cayman Islands corporation with principal executive offices in Fujian, China. During the Class Period, Luckin operated an extensive network of retail coffee stores in China. Luckin reported increasing revenues in the offering materials for Luckin's initial public offering of American Depository Shares ("ADSs") on May 17, 2019 ("IPO"), in the quarters following the IPO, and in the offering materials for Luckin's secondary public offering on January 10, 2020 ("SPO" and, together with the IPO, the "Offerings").

14. On January 31, 2020, an anonymous report was published by Muddy Waters Research, suggesting that Luckin's increased revenues were fraudulent. On April 2, 2020, Luckin voluntarily disclosed that nearly $300 million of its sales between the second and fourth quarters of 2019 were associated with fabricated transactions and advised investors to "no longer rely upon the Company's previous financial statements and earnings releases for the nine months ended

September 30, 2019 and the two quarters starting April 1, 2019 and ended September 30, 2019, including the prior guidance on net revenues from products for the fourth quarter of 2019, and other communications relating to these consolidated financial statements." Following these revelations, the price of Luckin ADSs dropped dramatically. On June 29, 2020, trading of Luckin ADSs on the NASDAQ was suspended.

B. Initiation of the Action and Appointment of Lead Plaintiffs and Class Counsel

15. Beginning in February 2020, a series of lawsuits alleging that Luckin and the other Defendants had violated United States securities laws were filed in this Court.

16. On April 13, 2020, AP7 and Louisiana Sheriffs moved for consolidation of the related actions, appointment as lead plaintiffs under the PSLRA, and approval of their counsel as lead counsel. ECF Nos. 61, 63, 67-68. Seventeen other competing individuals, entities or groups of individuals and/or entities also moved for appointment as lead plaintiff(s).

17. On May 15, 2020, the Court consolidated all related actions into this Action. ECF No. 104.

18. Following full briefing by the proposed plaintiff groups on the motions for appointment as lead plaintiff(s), on June 12, 2020, the Court appointed AP7 and Louisiana Sheriffs as Lead Plaintiffs pursuant to the PSLRA and approved Lead Plaintiffs' selection of KTMC and BLB&G as Lead Counsel. ECF No. 118.

C. Lead Plaintiffs' Investigation and Preparation of the Complaint

19. Following the appointment of AP7 and Louisiana Sheriffs as Lead Plaintiffs, Class Counsel launched a comprehensive investigation of the alleged fraud in order to prepare the detailed consolidated Complaint. In preparing the Complaint, Class Counsel conducted a comprehensive factual investigation and detailed analysis of the potential claims that could be asserted on behalf of investors in Luckin ADSs related to the alleged fraud.

20. While various news outlets had reported on aspects of the Luckin fraud, the Complaint filed by Class Counsel was the first comprehensive account, and required Class Counsel to conduct extensive independent research into the claims of Lead Plaintiffs and the Class. Moreover, between June 12, 2020, when Lead Plaintiffs and counsel were appointed, and September 24, 2020, when Lead Plaintiffs filed the Complaint, numerous additional developments related to Luckin occurred in the United States, China, the British Virgin Islands ("BVI"), and the Cayman Islands. As such, Class Counsel had to constantly monitor all available sources of information in order to gather the most up-to-date information.

21. Class Counsel's investigation included a review of all available English-language public sources, including: (a) public filings made by Luckin with the U.S. Securities and Exchange Commission ("SEC"); (b) press releases and other public statements issued by Defendants; (c) the Muddy Waters short-seller report; (c) research reports issued by securities and financial analysts; (d) media and news reports and other publicly available information concerning Luckin and Defendants; (e) transcripts of Luckin's earnings and other investor conference calls; (f) publicly available presentations, press releases, and interviews by Luckin and its employees; (g) press releases and other public statements by U.S. and Chinese regulators, including the SEC, China Securities Regulatory Commission ("CSRC"), China's Ministry of Finance, and China's State Administration for Market Regulation ("SAMR"); (h) documents filed in proceedings involving Luckin including public court filings in the United States, the BVI, and the Cayman Islands; and (i) economic analyses of the movement and pricing of Luckin's publicly traded ADSs.

22. Class Counsel hired a Chinese-native attorney in order to review available Chinese-language public sources, including news articles, regulatory filings and press releases by government regulators in China, the source materials relied on by Muddy Waters, court filings in

Hong Kong, business registration records, and social media postings. The attorney prepared summaries of the source materials for the litigation team, many of which were then professionally translated for use in the Complaint. Class Counsel also utilized machine translation software in order to expedite the review of lengthy Chinese-language documents.

23. Class Counsel also retained a well-qualified Cayman Islands law firm, Bedell Cristin Cayman Partnership ("Bedell Cristin"), to obtain access to restricted court filings in both the BVI and the Cayman Islands courts and to provide Class Counsel with expert advice related to matters of BVI and Cayman Islands law.

24. Class Counsel retained investigators in China in order to conduct interviews with former Luckin employees. Class Counsel's investigators identified approximately 800 potential witnesses in China, and made contact with approximately twenty witnesses. Of these witnesses, Class Counsel's investigators conducted detailed interviews and follow up interviews with six witnesses. The information provided by these witnesses was included in the Complaint.

25. Class Counsel also made direct contact with journalists reporting on Luckin in the PRC and Hong Kong in order to develop additional investigative leads.

26. Throughout the course of the investigation, Class Counsel continued to monitor both English and Chinese language news outlets, social media postings, regulatory filings and announcements, and court filings in the U.S., China, the BVI, and the Cayman Islands to incorporate the most up to date information in the Complaint.

27. Class Counsel also consulted with accounting, due diligence, and economic experts in order to analyze the information developed through their investigation. The analysis provided by Lead Plaintiffs' accounting consultant assisted Class Counsel in pleading Defendants' alleged violations of GAAP and other SEC regulations in the Complaint. Class Counsel consulted with

an expert consultant in due diligence in preparing the Securities Act claims against the Underwriter Defendants. Class Counsel also consulted with a financial economics consultant in order to analyze the true value of Luckin's ADSs, the corrective information related to Luckin revealed to the market, loss causation issues, and the potential damages of Lead Plaintiffs and the Class. The analyses provided by Lead Plaintiffs' financial economic consultant assisted Class Counsel in pleading the claims in the Complaint.

D. Filing and Service of the Complaint

28. On September 24, 2020, Lead Plaintiffs filed the detailed 256-page Complaint, based on their exhaustive investigation. The Complaint asserts claims under Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") against Luckin; Charles Zhengyao Lu ("Lu"), a co-founder of the Company and Chairman of its Board of Directors during the Class Period; Jenny Zhiya Qian ("Qian"), a co-founder of the Company and its former Chief Executive Officer; Jian Liu ("J. Liu"), Luckin's former Chief Operating Officer; and Reinout Hendrik Schakel ("Schakel"), Luckin's Chief Financial Officer and Chief Strategy Officer,[3] and under Section 20(a) of the Exchange Act against the Executive Defendants. The Complaint also alleges claims under Section 11 of the Securities Act against all Defendants, under Section 12(a)(2) of the Securities Act against the Underwriter Defendants[4], and under Section 15 of the Securities Act against the Executive Defendants and Director Defendants.[5]

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[3] Lu, Qian, J. Liu, and Shackel are collectively referred to as the "Executive Defendants" and, with Luckin, as the "Exchange Act Defendants."

[4] The "Underwriter Defendants" are Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC, China International Capital Corporation Hong Kong Securities Limited, Haitong International Securities Company Limited, KeyBanc Capital Markets Inc., and Needham & Company, LLP.

[5] The "Director Defendants" are Hui Li, Erhai Liu, Jinyi Guo, Sean Shao, and Thomas P. Meier.

29. The Complaint alleges, among other things, that Defendants included material misstatements and omissions in the offering documents for the IPO and the SPO regarding, *inter alia*: (i) Luckin's compliance with laws and regulations, GAAP, and internal controls over financial reporting; (ii) the reasons for Luckin's increased earnings and growth leading up to the IPO and between the IPO and the SPO; (iii) Defendants' reported revenues and expenses; and (iv) Luckin's related-party transactions. The Complaint also alleges that the offering materials for the SPO omitted material facts concerning the margin loan facility some of the underwriters for the SPO entered into with Lu and Qian. Additionally, Lead Plaintiffs allege that between the IPO and SPO, Luckin and certain other Defendants made material misstatements and omissions regarding, among other things, Luckin's operating expenses and financial reports, and, following the SPO, falsely denied allegations contained in the report published by Muddy Waters Research on January 31, 2020.

30. At the time of Class Counsel's investigation and the filing of the Complaint, all of the Executive Defendants and Director Defendants named in the Complaint resided outside of the United States—most of them in mainland China and one in Switzerland. In addition, two of the six Underwriter Defendants were located in Hong Kong.

31. As part of their investigation, Class Counsel conducted research using publicly available information, including property and business registration records, social media postings, and news reports, in order to identify addresses for each of the Executive Defendants and Director Defendants.

32. Class Counsel researched international service of process under The Hague Convention and retained an international process server in order to effectuate service of the Complaint on the Defendants domiciled in foreign countries. Class Counsel successfully served

the two Underwriter Defendants located in Hong Kong, and attempted service on those Executive Defendants and Director Defendants located in mainland China for whom Class Counsel were able to locate a viable address. Class Counsel successfully served Defendant Lu through the China Central Authority. Class Counsel also obtained a waiver of service from Defendant Meier's counsel.

E. Defendants' Motions to Dismiss the Complaint

33. On November 23, 2020, Luckin moved to dismiss certain portions of the Complaint. ECF Nos. 210-212. Luckin did not challenge the core allegations of the Complaint that certain fabricated transactions had resulted in a material misstatement of Luckin's financial results beginning in the second quarter of 2019, but moved to dismiss one count of the Complaint and certain other portions of the Complaint. Specifically, Luckin moved to dismiss Lead Plaintiffs' claim under Section 11 of the Securities Act against it, contending that Lead Plaintiffs lacked standing to assert those claims against Luckin because they could not prove whether the ADSs they purchased had been issued in the IPO or the SPO or were sold by pre-IPO investors, and therefore could not meet the "traceability" requirement for that claim. This argument raised significant risk that all of Lead Plaintiffs' claims against the Underwriter Defendants would be dismissed at the motion to dismiss stage or after discovery.

34. In addition, Luckin contended that Lead Plaintiffs had not stated a claim with respect to certain categories of their alleged misstatements (unrelated to the fabricated transactions). *First*, Luckin contended that Lead Plaintiffs did not state a claim with respect to the alleged misstatements in the financial statements in the IPO registration statement because it only included financial information as of March 31, 2019, but the fabricated transactions were not alleged to have begun until April 2019. *Second*, Luckin argued that the allegations that the SPO registration statement was materially misleading with respect to personal loans to Luckin's former

Chairman and former CEO were not viable because that registration statement made adequate disclosures about the loans. *Third*, Luckin contended that its statements regarding its efforts to remediate weaknesses in its internal controls were not materially misleading because Luckin had warned investors that there was a risk those weaknesses may not be addressed effectively, and that such failure could result in misstatements in Luckin's financial statements. *Finally*, Luckin argued that the alleged misstatements regarding Luckin's "disruptive" and "technology-driven" business model being a driver of growth were non-actionable puffery.

35. Also on November 23, 2020, the Underwriter Defendants moved to dismiss the Complaint as against them in its entirety. ECF Nos. 204-206.[6] The Underwriters Defendants further contended that Lead Plaintiffs did not adequately allege that the Underwriter Defendants were aware of the scheme of certain Luckin employees to inflate Luckin's financial and performance metrics by engaging in fabricated transactions, pointing out the fact that, as alleged in the Complaint, this scheme was secretive and in particular that, at the time of the IPO, the fraud had only just been hatched a few weeks earlier (and it was not clear if the false transactions had yet begun as of the IPO). The Underwriters Defendants also argued that Lead Plaintiffs did not adequately allege that they should have been aware of the fraud (based on "red flags"), or that they failed to conduct adequate due diligence in connection with the two Offerings.

36. Lead Plaintiffs opposed these motions to dismiss on January 22, 2021. ECF Nos. 220-222. First, with respect to Luckin's argument concerning the traceability requirement for the Section 11 claims, Lead Plaintiffs argued that, at the pleading stage, Lead Plaintiff Louisiana

[6] The motion was initially filed by the four Underwriter Defendants based in the United States. ECF Nos. 204-206. The two Hong Kong-based Underwriter Defendants subsequently filed a joinder. ECF No. 231.

Sheriffs had established that it had standing to assert Securities Act claims related to both the IPO and the SPO, because Louisiana Sheriffs (a) purchased Luckin ADSs on January 8 and 9, 2020 when all the shares in the market were issued pursuant to the final registration statement for the IPO, and (b) purchased Luckin ADSs directly in the SPO on the offering date, at the offering price, from one of the Underwriter Defendants. Lead Plaintiffs also explained why the Complaint adequately alleged material misstatements and omissions related to (a) Luckin's financial information as of the IPO; (b) Luckin's related-party transactions; (c) Luckin's internal controls; and (d) Luckin's business model.

37. In response to the Underwriter Defendants' motion to dismiss, Lead Plaintiffs argued that the Court should not entertain the Underwriter Defendants' affirmative, fact-based defense of "due diligence" at the pleading stage and, in any event, that the Court could not conclude—as a matter of law at the pleading stage—that reasonable due diligence would not have uncovered the audacious and widespread fraud at Luckin. ECF No. 222.

38. On February 4, 2021, Defendant Meier filed a motion to dismiss the Complaint. ECF Nos. 224-225. Mr. Meier argued that the Court lacked personal jurisdiction over him because he was a Swiss citizen who only served as a non-employee director and member of the Audit Committee on the board of a company based in China and that this did not suffice to establish "minimum contacts" in the jurisdiction. Mr. Meier also adopted Luckin's arguments regarding dismissal of the Section 11 claim for lack of standing and certain categories of misstatements for lack of falsity. Finally, Mr. Meier argued that the claim under Section 15 of the Securities Act against him should be dismissed because the Complaint did not adequately allege his culpable participation or control of Luckin.

39. Lead Plaintiffs opposed Mr. Meier's motion on May 5, 2021. ECF No. 256. Lead Plaintiffs argued that, because Mr. Meier had held himself out as a Luckin board member and Audit committee member and either signed or consented to be referenced in the registration statements used to solicit Luckin investors in the United States, he was subject to this Court's jurisdiction for any materially false and misleading information contained within those public filings. Lead Plaintiffs further argued that Mr. Meier's control person status for Section 15 was established through his signing of the Registration Statements and his role on Luckin's Audit Committee at the time of the alleged false statements and that "culpable participation" is not a requirement for pleading control under Section 15.

F. Luckin Enters Into Provisional Liquidation Proceedings

40. While the Action was proceeding in this Court, Luckin entered into provisional liquidation proceedings.

41. Specifically, on July 15, 2020, Luckin announced that, by order of the Grand Court of the Cayman Islands ("Grand Court"), joint provisional liquidators ("JPLs") had been appointed over the Company following the presentation of a winding-up petition filed by a Luckin creditor.

42. In December 2020, Luckin reached a settlement with the SEC in which it agreed to pay a $180 million fine, which could be offset by any settlement Luckin reached with either the holders of Luckin's convertible bonds or Luckin's shareholders (including those at issue in this Action) in connection with the Cayman Islands proceedings. On January 29, 2021, Luckin's JPL's disclosed that they had reached an agreement in principle with holders of Luckin's convertible bonds, and that they would separately seek to resolve the claims of investors in Luckin ADSs that are members of the Class in the Action.

43. Thereafter, on February 5, 2021, Luckin's JPLs commenced a proceeding under Chapter 15 of the U.S. Bankruptcy Code, captioned *In re Luckin Coffee Inc. (In Provisional*

Liquidation), No. 21-10228 (MG) (Bankr. S.D.N.Y.), to recognize the Cayman Islands provisional liquidation proceedings as a foreign main proceeding in order to seek certain protections under the U.S. Bankruptcy Code, including a stay of litigation against Luckin.

44. Class Counsel worked vigorously to ensure that the interests of the Class were protected in Luckin's liquidation process, which included retention of United States bankrupcty counsel, Lowenstein Sandler LLP ("Lowenstein"), as well as continuing to consult with Cayman Islands counsel Bedell Cristin regarding procedures and practices in the Cayman Islands liquidation proceedings. A pivotal moment in the highly uncertain process was Class Counsel's success in persuading Luckin to stipulate to class certification before this Court for settlement purposes.

G. Certification of the Class for Purposes of Settlement

45. On March 2, 2021, Lead Plaintiffs and Luckin filed a stipulation and proposed order provisionally certifying the Class for purposes of negotiating and implementing a settlement. ECF No. 235.

46. The Court held a hearing on certification of the Class on March 4, 2021, at which the plaintiffs in certain individual actions and plaintiffs in a state court putative class action asserting Securities Act claims (some of whom had unsuccessfully moved for lead plaintiff status in this Action) objected to certification. These plaintiffs all sought to benefit through the uncertain Cayman Islands proceedings, and presumably sought to obstruct class certification for their own advantage.

47. On March 5, 2021, the Court issued an Order (i) granting provisional class certification of the Class for settlement purposes; (ii) certifying a class consisting of all persons and entities (and their beneficiaries) that purchased or otherwise acquired the ADSs of Luckin between May 17, 2019 through July 15, 2020, inclusive; (iii) appointing Lead Plaintiffs AP7 and

Louisiana Sheriffs as Class Representatives; and (iv) appointing KTMC and BLB&G as Class Counsel. ECF No. 245. This Order provided for potential decertification of the Class if a "scheme of arrangement" (or "Scheme") was not adopted by the Grand Court of the Cayman Islands, but made any such potential decertification "subject to any extension or variation by further stipulation of" Luckin and Lead Plaintiffs. *Id*. ¶ 4.

48. As discussed above, Class Counsel and Lowenstein took an active role in protecting the interest of the Class in the bankruptcy process, which included ensuring that the proposed Recognition Order submitted to the Bankruptcy Court, which provided for a stay of litigation against Luckin, included a carve-out that allowed Lead Plaintiffs in this Action to continue to move forward with Rule 23 requirements as to Defendant Luckin and to negotiate a potential settlement on behalf of Class Members, as authorized by the Court's March 5, 2021 Certification Order. Following a hearing in the Bankruptcy Court at which the objectors again opposed this relief, Bankruptcy Judge Martin Glenn entered a Recognition Order dated March 30, 2021, *In re Luckin Coffee Inc. (In Provisional Liquidation*), Case No. 21-10228-MG, ECF No. 48 (Bankr. S.D.N.Y. Mar. 30, 2021) that contained that carve-out from the automatic stay of litigation. *Id*. at ¶4(ii)

49. On May 14, 2021, Lead Plaintiffs and Luckin filed a stipulation and proposed order regarding dissemination of class notice to potential Class Members. ECF No. 258. State court plaintiffs and other opt-out plaintiffs again objected—this time to the form of the proposed Class Notice—and Class Counsel responded to their objections. On July 6, 2021, the Court issued an Order approving the form and manner of notifying the Class of the pendency of the Action as a class action. ECF No. 304.

50. Pursuant to the July 6, 2021 Order, and beginning on July 13, 2021, the Court-authorized notice administrator, Epiq Class Action & Claims Solutions, Inc. ("Epiq") mailed the

Notice of Pendency of Class Action ("Class Notice") to potential Class Members and nominees. ECF No. 309, at ¶¶ 6-10. Pursuant to the Order, Epiq also caused a summary class notice to be published in *The Wall Street Journal* and transmitted over *PR Newswire* on August 5, 2021 and developed a case-dedicated website, www.LuckinCoffeeSecuritiesLitigation.com. *Id.* at ¶¶ 11, 14.

51. The Class Notice advised potential Class Members that the Class had been "provisionally certified for the purpose of effectuating a potential settlement with Luckin ***in this Action*** and pursuant to the relevant legislation under Cayman Islands law, including ***but not limited to*** presenting a scheme of arrangement under section 86 of the Companies Act." ECF No. 309, Ex. A, at ¶ 18 (emphasis added).[7] The Class Notice provided Class Members with the opportunity to request exclusion from the Class, explained that right, and set forth the procedures for doing so, including a postmark deadline of September 17, 2021. *Id.* ¶¶ 20-26. The Class Notice expressly advised Class Members:

> **If you remain a member of the Class**, and a Settlement is reached on behalf of the Class, you will be bound by all past, present, and future orders and judgments in the Action related to the Settlement, whether favorable or unfavorable, and you may be eligible to receive a share of that Settlement. If you remain a member of the Class and a Settlement is reached, you will not be able to pursue (or continue to pursue) a lawsuit on your own behalf with regard to any of the claims that are released by the Settlement. If a Settlement is reached, the claims released under the Settlement may include all claims arising out of the facts alleged in the Complaint and may include claims asserted against all Defendants and certain related parties.

[7] The Class Notice discussed the "Potential Decertification of the Class" if a "Scheme" was not adopted by the Grand Court of the Cayman Islands but, consistent with the Court's March 5, 2021 Certification Order, noted that any such potential decertification was "subject to any extension or variation by further stipulation of Luckin and Lead Plaintiffs." *Id.* ¶ 19.

Id. ¶ 21.a. The Class Notice also advised Class Members that it would be within the Court's discretion whether to permit a second opportunity to request exclusion if there was a settlement. *Id*.

52. On October 8, 2021, Lead Plaintiffs filed the Declaration of Alexander P. Villanova of Epiq, who reported that Epiq had mailed a total of 455,352 Class Notices to potential Class Members and nominees via first-class mail. ECF No. 309, at ¶ 10. Out of the hundreds of thousands of Class Notices mailed, a total of one hundred and ten (110) requests for exclusion from the Class were received. *See* Stipulation (ECF No. 315) at App. 1; ECF No. 309 at ¶¶ 15-16 & Ex. C. Nearly all of the institutions and individuals who previously objected to the Court's certification of the Class and the sending of the Class Notice to Class Members submitted requests for exclusion from the Class. Specifically, all of the opt-out plaintiffs who were pursuing their own actions requested exclusion from the Class and the state-court plaintiffs did not request exclusion.

III. SETTLEMENT NEGOTIATIONS

53. In connection with Luckin's insolvency proceedings and facilitated by the JPLs, Lead Plaintiffs and Luckin begin discussing the possibility of resolving the Action. Thereafter, while the Class Notices were being mailed, Lead Plaintiffs and Luckin began directly negotiating a potential resolution. The Parties explored the possibility of resolving the claims through a "scheme of arrangement" in the Cayman Islands liquidation proceeds or through a direct settlement of this Action. A settlement through a "scheme of arrangement" was highly uncertain given the lack of clarity as to how the Class would be counted or treated in the Cayman Islands proceedings and all of the objections that the state-court plaintiffs and opt-out plaintiffs likely would continue to raise in the Cayman Islands and U.S. courts. Due to Luckin's provisional liquidation

proceedings, any such resolution, whether through a "scheme of arrangement" or through a direct settlement, required the consent of the JPLs and approval of the Grand Court.

54. As the settlement negotiations intensified, Class Counsel were able to obtain from Luckin a detailed schedule of assets available to Luckin and their sources, which included the minimal insurance available to Luckin, funds that Luckin had direct access to in overseas (non-China) accounts, funds that China's State Administration of Foreign Exchange ("SAFE") would permit Luckin to expatriate from China, and funds expected from a new investment from an outside private equity firm; as well as a schedule of the uses to which those funds had been committed, such as payments to the Noteholders and Restructuring costs. Class Counsel carefully reviewed this information and retained a consulting firm, Loop Capital, to assess Luckin's ability to pay based on the information and documents provided. Class Counsel also retained Chinese counsel to assess the viability of further extraction of assets from China. The settlement negotiations were hard fought and further complicated by the fact that Luckin's potential agreements with various constituencies (such as the Noteholders or the potential outside investor) were all intertwined and contingent on one another. Following lengthy, hard-fought negotiations, Lead Plaintiffs and Luckin reached an agreement in principle to settle the Action and executed a Term Sheet memorializing their agreement on September 20, 2021.

55. Because the Term Sheet was negotiated before the September 17, 2021 postmark deadline for requests for exclusion and finalized shortly thereafter and while timely requests for exclusion were still being received in the mail, and because (as discussed below) Luckin's ability to fund a settlement was the most significant factor driving the settlement negotiations, Luckin and Lead Plaintiffs negotiated in the Term Sheet a "global" settlement amount of $187.5 million, which was subject to downward adjustment based on the value of claims of persons and entities who

requested exclusion from the Class, as calculated by their Recognized Claims under the proposed Plan of Allocation as a percentage of the total estimated Recognized Claims for all Class Members agreed to by the Parties. After extensive review and analysis, including with Lead Plaintiffs' ability-to-pay consultant and the JPL's input, Lead Plaintiffs believe that the global cash settlement amount agreed to in the Term Sheet represented virtually all of Luckin's available funds, once its other commitments such as payments to Noteholders were accounted for. In addition, Lead Plaintiffs agreed to establish a substantially longer period than normal for Luckin to make payment of the Settlement Amount (eight months rather than a typical 10 or 20 business days), so that Luckin would have the time necessary to obtain the funds to pay the maximum settlement amount possible.

56. After a thorough analysis of the requests for exclusion received and further negotiations of the specific terms of the Settlement, the Parties executed the Stipulation on October 20, 2021, which set forth the Parties' full and complete binding agreement to settle the Action. The Stipulation provides that Luckin, on behalf of all Defendants' Released Parties, will pay or cause to be paid $175,000,000 into an interest-bearing escrow account controlled by Class Counsel in exchange for Class Members' release of claims against Luckin and the other Defendants' Released Parties. The $175,000,000 represents the Class's *pro rata* recovery of the global settlement amount, with all opt-out claims being treated in the same way.

57. On October 20, 2021, the Parties also entered into a confidential Supplemental Agreement which provided Luckin with the option to terminate the Settlement if the total damages of the persons and entities who validly requested exclusion from the Class met certain conditions set forth in the Supplemental Agreement. Because the requests for exclusion from the Class received in response to the Class Notice did not trigger Luckin's termination option under the

Supplemental Agreement and the Court did not require a second opportunity to request exclusion from the Class in connection with the Settlement, the Supplemental Agreement is now moot.

58. On October 21, 2021, the Grand Court approved proceeding with the Settlement as set forth in the Stipulation. Such approval was required under Cayman Islands law, Schedule 3, Part 1, paragraph 5 of the Cayman Islands' Companies Act (2021 Revision).

59. Thereafter, on October 25, 2021, Lead Plaintiffs filed their Unopposed Motion for an Order Preliminarily Approving Proposed Settlement and Authorizing Dissemination of Settlement Notice to the Class (ECF Nos. 313-316), which included a copy of the Stipulation (ECF No. 315) and a memorandum in support (ECF No. 314).

60. On October 26, 2021, the Court entered its Revised Order Preliminarily Approving Settlement and Providing for Notice of the Settlement (ECF No. 319) ("Preliminary Approval Order"), which preliminarily approved the Settlement and established a schedule for events related to the Settlement.

IV. RISKS OF CONTINUED LITIGATION

61. Lead Plaintiffs faced numerous risks and uncertainties at the time of Settlement, in particular with respect to Luckin's ability to pay, the complexities and risks of navigating Luckin's Cayman Islands liquidation proceedings, the implications of whether the Cayman Islands liquidation proceeding could result in a dissolution of Luckin and the extinguishing of any claims against it for whatever proceeds might be available in a liquidation, and enforcing any judgment obtained in the Action against Luckin, if it emerged from the liquidation proceeding with Class claims still intact, or the other individual and corporate Defendants located in China. Had the Action continued, Lead Plaintiffs would have faced significant challenges to proving liability and

damages against any solvent Defendant in the litigation and in securing payment for any judgment obtained. The numerous risks that Lead Plaintiffs faced are summarized below.

62. *First*, at the time of settlement, Luckin—the issuer of the securities that formed the basis for this Action—had entered into provisional liquidation proceedings in the Cayman Islands and commenced a proceeding under Chapter 15 of the U.S. Bankruptcy Code, which stayed the litigation of claims against it. The goal of the provisional liquidation proceedings in the Cayman Islands was to facilitate Luckin reaching a compromise among all its creditors in order for it to avoid a dissolution. The mechanism for this compromise was a so-called "scheme of arrangement" supervised by JPLs appointed by order of the Grand Court to facilitate negotiations between Luckin and all of its creditors, voting of all creditors by number and claim size for the approval of the Scheme, and ultimate approval of the Scheme by the Grand Court. There were a number of uncertainties about how a "scheme of arrangement" under the Cayman Islands proceedings would be conducted, which raised the risk that opt-out plaintiffs could successfully oppose a scheme proposed by Luckin and the Class or could support an alternate scheme that would substantially lower the Class's recovery. Alternately, the Cayman Islands proceedings could have resulted in a scheme that was drawn up by the opt-out plaintiffs and far less favorable to the Class, or administrated outside the United States without the protections afforded Class Members from a U.S. settlement overseen by a U.S. court.

63. *Second*, all of the Executive Defendants, and all but one of the Director Defendants were residents of the PRC and despite being served internationally via The Hague Convention procedures, had not appeared in the litigation. Luckin, the Underwriter Defendants and one outside director, Mr. Meier (the only Defendants who appeared in the action) had filed motions to dismiss the Complaint, which were fully briefed and pending. Even if Lead Plaintiffs had defeated these

pending motions, in whole or in part, they would have faced additional risks to proving their claims against these Defendants at summary judgment and trial. These risks included a significant argument about traceability and a substantial due diligence defense by the Underwriter Defendants, who would have asserted that the alleged fraud at Luckin was hidden from them. Indeed, Luckin's publicly disclosed internal investigation concluded that the fraud began shortly after the IPO but before the SPO. If that narrative had been borne out in fact discovery against the Underwriter Defendants, it would have trimmed the claims against the Underwriter Defendants to only those investors who purchased directly in the SPO, a substantially smaller claim because of traceability concerns.[8] And, to the extent that Lead Plaintiffs were able to obtain a judgment against the Director Defendants or Executive Defendants, enforcing such judgment against these Defendants would have presented significant challenges. Given these realities, Luckin was the only viable Defendant and a source of funds that could satisfy a judgment but, as noted above, had entered insolvency proceedings and moreover its assets were primarily located in China, and were subject to strict regulations by Chinese authorities who had indicated that they would only allow funds to leave the country to restructure $460 million of the Company's convertible senior notes.

64. In sum, there can be no doubt that Luckin's financial condition, the Cayman Islands proceedings, and the hurdles of enforcing a judgment made achieving a recovery in this Action more challenging (and urgent). In the face of these unique and considerable hurdles, Lead Plaintiffs and Class Counsel were able to negotiate a resolution of the Action that provides a very favorable recovery for the Class under the circumstances.

[8] Indeed, the total damages for Class Members who purchased directly in the SPO were only $64 to $94 million.

65. The $175 million Settlement is reasonable (and, indeed, highly beneficial to the Class) in light of these significant risks.

A. Risks and Uncertainties in Enforcing any Judgment at the Time of Settlement

66. At the time of the Settlement, the future collectability of a post-verdict judgment had been thrown into doubt by the Cayman Islands liquidation proceeding, and Luckin's ability to emerge from insolvency was uncertain. Luckin had acknowledged that it was unable to pay its debts and applied for the appointment of JPLs to help the Company present a compromise arrangement to its creditors. The Company further acknowledged that as a matter of Cayman Islands law, the monies that it held could be considered the proceeds of a crime, and thus the Company could not pay its debts without triggering the Cayman Islands' anti-money laundering laws. The JPLs were charged with, subject to the Grand Court's ultimate approval, "developing and proposing a restructuring of the Company's indebtedness in a manner designed to allow the Company to continue as a going concern" (the "Restructuring").

67. As noted above, on February 5, 2021, the JPLs filed a petition under Chapter 15 of the U.S. Bankruptcy Code in the Southern District of New York to recognize the Cayman Islands liquidation proceeding as a foreign main proceeding and to seek protections under U.S. law, including a stay of all U.S. litigation against Luckin. Thus, obtaining any litigated judgment against Luckin in the Action, let alone its enforcement, was dependent on the JPLs successfully completing the Restructuring and Luckin emerging from insolvency.

68. The Restructuring was a complicated multi-step process that required the JPLs to satisfy several creditors at once, including (i) holders of $460 million convertible senior notes ("CBs"), who were senior to ADS shareholders, (ii) current or former ADS shareholders, including Lead Plaintiffs, who were claimants in this Action and other related cases, including the opt-out and state-court plaintiffs, and (iii) regulators in the U.S. and China that could impose fines or

restitution orders on the Company. To accomplish this, the JPLs had to take several interdependent steps, including securing an agreement with the CBs to restructure their outstanding debt, settling with the SEC and other regulators, and settling with the ADS shareholders. To finance all these necessary steps, the JPLs had to repatriate funds from China by navigating onerous regulations and obtain fresh capital by negotiating an investment agreement with an outside private equity firm.

69. None of this was certain at the time of Settlement. While the JPLs had reached significant milestones in achieving the Restructuring, they also acknowledged that there were many issues to resolve. For instance, the restructuring agreement with the CBs was still contingent on submitting the agreement to the Grand Court for approval by September 21, 2021, and thereafter convening a meeting of the bondholder creditors and obtaining their final agreement. Moreover, the restructuring agreement with the CBs and the investment agreement with the private equity firm which provided the lion's share of refinancing, had several unmet closing conditions, the least of which was obtaining approval for the Restructuring in the Grand Court, which in turn depended in part on a successful settlement of this Action.

70. As mentioned above, the SEC had imposed a $180 million penalty on Luckin that could be offset by any settlement Luckin reached with either the holders of Luckin's convertible notes or Luckin's shareholders. However, Luckin had already committed to spend that much in connection with its restructuring of its debt to the convertible noteholders, and the SEC had indicated that it was willing to credit that amount in full against Luckin's penalty. If that occurred, then any settlement obtained by the Class of ADS purchasers would not be assisted by any offset of the SEC penalty. Class Counsel reached out to the SEC directly on this point and held a

conference call with SEC staff on the issue, but had not received a favorable response from the SEC at the time the Settlement was reached.

71. Finally, at the time of settlement, there was still the possibility of further action by the U.S. or Chinese regulators that could have impacted Luckin's ability to emerge from insolvency. Thus, holding out for a larger settlement or pressing forward with litigation threatened to upset the delicate balance the JPLs had achieved in the Restructuring and would have threatened Luckin's ability to emerge from insolvency and negatively impacted Lead Plaintiffs' chances of obtaining and enforcing any judgment in this Action.

B. The Majority of Luckin's Assets Were Located in China and Not Within Its Control

72. Funding a settlement or enforcing a judgment against Luckin was made substantially more difficult because Luckin ran its business through subsidiaries in China. At the time of settlement, the vast majority of Luckin's assets were held by Chinese entities, deposited in Chinese banks, and subject to strict regulations and restrictions regarding the expatriation of funds. As of July 31, 2021, Luckin had $736 million in China and only approximately $40 million outside of China, which had already been earmarked for the JPLs' expenses in executing the Restructuring. Furthermore, as explained in detail below, the Company was only able to obtain approval from Chinese regulators for the removal of $185 million from China, which Luckin was required to spend on restructuring the CB debt.

73. Class Counsel researched and explored alternatives, but concluded that it was unlikely that any additional funds could have been obtained from China. As described in the attached Declaration of Fang Zhao (Ex 4), a PRC attorney that Class Counsel consulted during the Parties' settlement negotiations, China maintains a strict system of foreign exchange control, and SAFE regulates and categorizes all foreign exchange transactions involving cross border

conversion and remittance of funds into and out of China. SAFE distinguishes between less-regulated "current account" transactions for international trade and cross border payables and receivables for goods and services, and heavily regulated "capital account" transactions covering securities capital inflow and outflow, including payments to foreign shareholders such as Lead Plaintiffs and the Class. The permitted capital account transactions are securitization of loans, overseas lending, debt repayment, share transfer, and—relevant here—capital reduction, *i.e.*, payments of capital to foreign securities holders.

74. Early in the Cayman liquidation proceedings, the JPLs and Luckin had engaged with SAFE to determine the extent of capital that could be removed from China and used to fund the Restructuring. During their discussions, SAFE found that capital reduction was the only viable means for remitting funds from China. Capital reduction required Luckin to complete several complex steps: (1) notify its creditors, (2) file an application with China's Administration of Market Regulation ("AMR"), (3) clear China's taxing authority, (4) obtain approval from SAFE's local and central authorities, and finally (5) demonstrate a clear purpose with supporting evidence for the use of the funds.

75. According to Luckin's Chinese counsel,[9] the most onerous and uncertain step was obtaining SAFE approval, which is at the regulator's sole discretion. Although there is no objective test that ensures obtaining approval, SAFE will typically consider the amount of the capital reduction and whether it warrants strict oversight, the purpose of the capital reduction, and the effect of a capital reduction on the onshore company, and in particular any effect on the onshore company's ability to meet the demands of onshore creditors, onshore employees, and other onshore

[9] *See* July 9, 2021, Memorandum re Remittance of Onshore Funds out of China, from King & Wood Mallesons, attached hereto as Exhibit 4A.

stakeholders. SAFE ultimately allowed a ***maximum*** capital reduction of $250 million, but imposed several conditions, including that the funds would be used for the "genuine needs" of the Restructuring and the capital reduction would not harm the Company's onshore business operations or creditors. The hard quota of $250 million was the estimated amount of offshore funding required to fund the Restructuring *without* additional funding from other investors. In other words, it was SAFE's view that a total of $250 million would cover all the claims of both the CBs and the ADS creditors. In addition, Luckin was only able to demonstrate the need for and remit $185 million to fund the CB restructuring and could not justify a higher amount because any amount pertaining to a potential settlement with ADS holders was contingent and unknown at the time.

76. While $65 million of the maximum $250 million capital reduction was still theoretically available at the time of settlement, according to Luckin's counsel, SAFE would likely perceive any additional capital reductions as unnecessary. Luckin believed SAFE would not allow a second capital reduction, "as they [SAFE] will almost certainly regard this as risking the financial stability of the onshore entity and create significant [] risk for the Company and thereby impacting the Company's onshore operations." Ex. 4A, at 6.

77. An experienced attorney practicing in the PRC retained by Class Counsel reviewed the assertions made by Luckin's Counsel concerning the limitations on Luckin's available cash and concluded that the restrictions on the availability of funding Luckin described were accurate and valid to the best of her knowledge. *See* Zhao Decl. ¶ 3. Ms. Zhao concluded that she had no reason to doubt Luckin's assessment "that SAFE would likely deny any attempt to access funds beyond the $185 million that had already been permitted. It is, in fact, consistent with my experience and understanding of SAFE operations that SAFE would view any additional capital

reduction and remittance of funds offshore as risking the financial stability of Luckin China and therefore it would deny any near-term application to remove additional funds," *id*. ¶ 5, and that "there is no other feasible way to expatriate cash from China beyond the level of funds approved by SAFE." *Id*. ¶ 6.

78. Lead Plaintiffs could have rejected the Settlement and continued to attempt a proposed "scheme of arrangement" in the Cayman Islands or risked taking the Action to a verdict, but these alternatives were highly uncertain and likely to be much less favorable for the Class. *First*, there were many uncertainties with respect to proceeding through a "scheme of arrangement" in the Cayman Islands proceedings. As discussed in the Declaration of Laura Hatfield of Bedell Cristin (Ex. 5), experienced Cayman Islands counsel, the law in the Cayman Islands concerning treatment of class-action claims in the context of a "scheme of arrangement" was uncertain. For example, it was not clear how the claims of individual claimants would be valued for purposes of voting on approval of such a scheme, or if Lead Plaintiffs would be able to represent the interest of the Class as a whole in those proceedings and, in particular, whether, with respect to any vote on adoption of a "scheme," Lead Plaintiffs would be able to vote on behalf of the Class as a whole (all ADSs purchasers who did not request exclusion) or only their individual shares. This uncertainty created the real possibility that the opt-out plaintiffs, who had divergent interest from the Class, might successfully object to any scheme proposed for the benefit of the Class or potentially adopt an alternative scheme that would allow for substantially lower recovery for the Class.

79. Assuming that no "scheme" that released the Class claims was ultimately agreed upon in the Cayman Islands proceedings, and assuming that Luckin did not enter involuntary dissolution following the failure of the scheme as would likely have occurred if the scheme failed,

and assuming Lead Plaintiffs successfully obtained a judgment against Luckin after the stay of litigation was lifted, there was still no guarantee that Luckin's assets that remained in China could be obtained through enforcement of a U.S. judgment. The United States and China are not party to an international agreement for the recognition of foreign judgments, and there have only been two United States judgments ever to be recognized and enforced by Chinese courts. *See* Mark Sachs, Charlotte Hill & Justine Porter, *A Brave New World: Enforcement of Foreign Judgments in China*, Int'l Bar Ass'n (April 2020). Similarly, the Chinese legal expert consulted by Class Counsel concurred that enforceability of any judgment obtained against Luckin against the assets of Luckin or Luckin China in China "would be highly uncertain" and that Chinese courts would not enforce a U.S. judgment against Luckin (the Cayman parent company) to allow direct access to assets held by Luckin's subsidiaries in China. Zhao Decl. ¶ 7.

C. Luckin Was the Only Realistically Viable Defendant

80. The significant obstacles to obtaining a recovery larger than the proposed Settlement through litigation were further heighten by the fact that Luckin was the only Defendant subject to the jurisdiction of the Court against whom the claims in the Action had a high likelihood of success. *First*, at the time of the Settlement, all the Executive Defendants, and all but one of the Director Defendants were Chinese nationals and had not entered an appearance in the Action. *Second*, the Securities Act claims against the Underwriter Defendants and outside Director Defendants faced substantial risks. *Finally*, it was not possible to reach a substantial settlement with Luckin while simultaneously preserving potential claims against the Underwriter Defendants or the other Defendants because those Defendants had agreements that required Luckin to indemnify them and thus Luckin would not agree to a settlement if it did not also resolve the claims against the other Defendants.

1. The Executive Defendants and Most of the Director Defendants Were Located in Mainland China

81. All of the Executive Defendants, and all but one of Director Defendants were residents of the PRC and despite being served internationally via The Hague Convention procedures, had not appeared in the Action. Even if jurisdiction could have been obtained over these Defendants, enforcing any U.S. judgment obtained against these Defendants to access their assets in the PRC would have faced the same substantial hurdles described above concerning enforcement of a judgment against Luckin. Thus, any ultimate recovery from these individuals Defendants was highly uncertain.

2. The Securities Act Claims Against the Underwriter Defendants and Director Defendants Faced Very Significant Risks

82. Lead Plaintiffs' claims against the Underwriter Defendants and Director Defendants were brought (and only viable) under the Securities Act. As a result, these claims were made significantly more challenging by the fact that the relevant securities were issued in more than one public offering, giving rise to a strong traceability defense, and the fact that the non-issuer Defendants also possessed a strong potential "due diligence" defense.

83. Section 11 requires the plaintiff to "trace" its shares to a particular offering made pursuant to a particular registration statement. If the plaintiff cannot prove that the shares for which he is seeking to recover were issued pursuant to the allegedly defective registration statement, the plaintiff has no claim under Section 11. *See, e.g., In re Initial Public Offering Sec. Litig.*, 227 F.R.D. 65, 117 (S.D.N.Y. 2004).

84. Here, the relevant ADSs were issued in more than one offering. Specifically, on May 17, 2019, Luckin issued 33 million ADSs in the IPO. Thereafter, on June 14 and 18, the Underwriter Defendants exercised options in connection with the IPO adding an additional 4,950,000 shares. Following a 180-day lock-up period following the IPO (which ended on

November 12, 2019), pre-IPO Class A and B common shares could be converted to ADSs. Defendants contended that any purchases of ADSs made after November 12, 2019 could not be presumed to be traceable to the IPO, as they could also have been converted to pre-IPO Class A or B shares.

85. On January 10, 2020, Luckin conducted the SPO, issuing 13.8 million shares. Defendants argued that any purchase after the SPO could have come from the IPO, converted Class A or B shares, or the SPO.[10]

86. If the Underwriter Defendants' arguments about traceability had succeeded and only Class Members who purchased directly in the IPO or the SPO and held through a corrective disclosure were able to assert claims, Lead Plaintiffs' damages consulted estimated that the total damages for the Class on those claims would be only $127 to $157 million (if Lead Plaintiffs were otherwise fully successful at trial).

87. The Underwriter Defendants and outside Director Defendants also had a substantial due diligence defense to the Securities Act claims asserted against them that could have made recovery on these claims substantially more difficult. The central focus of the alleged misstatements in the Action was that certain Luckin executives had inflated Luckin's revenue by fabricating transactions from approximately April to September 2019. The Underwriter Defendants would have had strong arguments that this fraud was secretive and had been hidden from them. This argument would have been particularly strong with respect to claims arising from the IPO Registration Statement, as the fraud was only in its early stages at that time. While Lead

[10] While these same traceability arguments also affected Lead Plaintiffs' Securities Act claims against Luckin, these arguments were of lesser concern with respect to Luckin because Lead Plaintiffs possessed strong claims under Section 10(b) of the Exchange Act against Luckin that they did not have against the Underwriter Defendants.

Plaintiffs argued that this fact-intensive affirmative defense should not be the basis for dismissing the Securities Act claims at the motion to dismiss stage, there were substantial risks that, at subsequent stages of the case, including at summary judgment and at trial, that the Underwriter Defendants and outside Director Defendants might have prevailed on their argument that they had conducted adequate due diligence in connection with the respective Offerings and were not aware (and did not have reason to be aware) of the existence of fabricated transactions or the other alleged misstatements.

* * * * *

88. Based on all the factors summarized above, Lead Plaintiffs and Class Counsel respectfully submit that it was in the best interest of the Class to accept the immediate and substantial benefit conferred by the $175 million Settlement, instead of incurring the significant risk that the Class would recover a lesser amount, or nothing at all, through further litigation.

V. THE SETTLEMENT IS FAIR, REASONABLE, AND ADEQUATE IN LIGHT OF THE POTENTIAL RECOVERY IN THE ACTION

89. The Settlement is also reasonable when considered in relation to the range of potential recoveries that might be obtained if Lead Plaintiffs continued to litigate the Action. As discussed above, Luckin entered into liquidation proceedings in July 2020, and its insurers had disclaimed coverage of any potential settlement or judgment reached in the Action. Moreover, Lead Plaintiffs' ability to enforce any judgment against Luckin's assets in China or against any of the other Defendants located in China, raised substantial hurdles and uncertainties for recovery. The realistic maximum recovery that could be obtained in the Action was thereby driven by Luckin's ability to pay based on the amount of funds that Luckin held outside China or that Chinese regulators would permit it to expatriate in connection with its Restructuring. As discussed above, in the course of the settlement negotiations, Class Counsel received detailed information about the

funds available to Luckin (including the sources of those funds and Luckin's other expenses) and retained an ability-to-pay expert to analyze the information received. Based on that information, Class Counsel believe that the Settlement achieved represents virtually all of Luckin's available funds at the time of the settlement.

90. Nonetheless, the $175 million Settlement is itself a highly reasonable recovery in relation to the Class's maximum damages that could be proven at trial, notwithstanding the significant ability-to-pay issues and the substantial uncertainties regarding enforcement and recovery on any judgment. Lead Plaintiffs' damages consultant has estimated the Class's *maximum* aggregate damages to be approximately $2.75 billion. Accordingly, the $175 million Settlement represents approximately 6.4% of the *maximum* damages that could be established for the Class (without regard to the significant ability-to-pay issues present in the case). This amount compares favorably to recoveries obtained in many other securities class actions. *See In re PPDAI Grp. Inc. Sec. Litig.,* 2022 WL 198491, at *12 (E.D.N.Y. Jan. 21, 2022) (approving settlement representing "6.4% of the maximum estimated aggregate damages" as "within a reasonable range"); *In re Sturm, Ruger, & Co. Sec. Litig.*, 2012 WL 3589610, at *7 (D. Conn. Aug. 20, 2012) (approving settlement that represented approximately 3.5% of estimated damages, and noting that it exceeded the average recovery in shareholder litigation); *In re China Sunergy Sec. Litig.*, 2011 WL 1899715, at *5 (S.D.N.Y. May 13, 2011) ("average settlement amounts in securities fraud class actions where investors sustained losses over the past decade . . . have ranged from 3% to 7% of the class members' estimated losses"); *In re Merrill Lynch & Co. Rsch. Reports Sec. Litig.*, 2007 WL 313474, at *10 (S.D.N.Y. Feb. 1, 2007) (approving recovery of 6.25%, which was "at the higher end of the range of reasonableness"). Accordingly, the recovery obtained here would be a good recovery as compared to the average securities action, but is *particularly favorable* in

the context of this case where Luckin's ability-to-pay concerns sharply limited the *realistic recovery amount* to a much lower amount than potentially provable maximum damages.

91. For all these reasons, Lead Plaintiffs and Class Counsel respectfully submit that the Settlement is fair, reasonable, and adequate, and that it is in the best interests of the Class to accept the immediate and substantial benefit conferred by the Settlement. In the absence of the Settlement, there is a significant risk that the Class might recover a lesser amount, or nothing at all, after additional protracted and arduous litigation, particularly in light of these significant ability-to-pay issues.

VI. ISSUANCE OF NOTICE OF THE SETTLEMENT TO THE CLASS AND THE REACTION OF THE CLASS TO DATE

92. The Court's Preliminary Approval Order directed that notice of the Settlement be provided to the Class, including mailing of the Notice of (I) Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Settlement Notice") and Proof of Claim and Release Form ("Claim Form"). The Preliminary Approval Order set June 24, 2022 as the deadline for Class Members to submit objections to the Settlement, the Plan of Allocation and/or the Fee and Expense Application, and set the final approval hearing for July 22, 2022.

93. Pursuant to the Preliminary Approval Order, Class Counsel instructed Epiq, the Claims Administrator, to begin disseminating copies of the Settlement Notice and Claim Form (together, the "Settlement Notice Packet") by mail. The Settlement Notice contains, among other things, a description of the Action, the Settlement, the proposed Plan of Allocation and Class Members' rights to participate in the Settlement, or object to the Settlement, the Plan of Allocation, and/or the Fee and Expense Application. The Settlement Notice also informs Class Members of Class Counsel's intent to apply for attorneys' fees in an amount not to exceed 25% of the

Settlement Fund and for payment of Litigation Expenses incurred in connection with the institution, prosecution, and resolution of the Action in an amount not to exceed $1,000,000, which amount may include the reasonable costs and expenses incurred directly by Lead Plaintiffs related to their representation of the Class. Epiq disseminated the Settlement Notice Packet to all potential Class Members who had previously been identified in the prior mailing of the Class Notice, as well as to any additional potential Class Members who were identified in response to dissemination of the Settlement Notice Packet. *See* Declaration of Alexander P. Villanova Regarding: (A) Mailing of the Settlement Notice and Claim Form; (B) Publication of the Summary Settlement Notice; and (C) Report on Claims Received ("Villanova Decl."), attached hereto as Exhibit 3, at ¶¶ 2-9.

94. On November 15, 2021, Epiq mailed 455,320 copies of the Settlement Notice Packet to potential Class Members and nominees by first-class mail. *See* Villanova Decl. ¶¶ 5-7. Through June 8, 2022, Epiq had disseminated a total of 564,464 Settlement Notice Packets to potential Class Members and nominees. *Id*. ¶ 9.

95. In addition to mailed notice, Epiq caused the Summary Settlement Notice to be published in *The Wall Street Journal* and to be transmitted over *PR Newswire* on November 30, 2021. *See id*. ¶ 10.

96. Class Counsel also caused Epiq to update the dedicated website for the Action, www.LuckinCoffeeSecuritiesLitigation.com, to provide potential Class Members with information concerning the Settlement, including important dates and deadlines in connection therewith, and access to downloadable copies of the Settlement Notice and Claim Form, as well

as copies of the Stipulation and other relevant documents. *See id.* ¶ 14.[11] Additionally, Epiq maintains a toll-free telephone number and interactive voice-response system to respond to inquiries regarding the Settlement. *See id.* ¶¶ 11-13.

97. As set forth above, the deadline for Class Members to file objections to the Settlement, the Plan of Allocation and/or the Fee and Expense Application is June 24, 2022. To date, one objection—which is addressed only to one aspect of the Plan of Allocation—has been received. ECF No. 321. Class Counsel will file reply papers on July 15, 2022, after the deadline for submitting objections has passed, which will address all further objections that may be received.

98. The Settlement Notice also informed Class Members that if they wished to participate in the Settlement they must submit a Claim Form to Epiq, with supporting documentation, postmarked (if mailed), or submitted online by March 15, 2022. *See* Settlement Notice at p. 3 and ¶¶ 25, 41; Claim Form at pp. 1, 8. Epiq has continued to receive and process Claims received after March 15, 2022 and will if valid, recommend their acceptance for payment from the Settlement, subject to the Court's approval.

99. Epiq has received approximately 44,826 Claims, including 20,656 Claims that were filed electronically by or on behalf of institutions and 24,170 Claims that were submitted by or on behalf of individuals. *See* Villanova Decl. ¶ 15. These Claims are still being processed and are subject to a deficiency process (in which Class Members will be given the chance to cure any deficiencies in their Claims) and further reviews and audits for quality control and fraud prevention. *Id.* ¶ 17. Based on Epiq's preliminary review to date of the Claims received, the

[11] Class Counsel have also made copies of the Settlement Notice and Claim Form available on their own websites, www.blbglaw.com and www.ktmc.com.

Claims received in the Action represent a total of $1,803,114.197 in Recognized Claims under the proposed Plan of Allocation. *See id.* ¶ 16. While this number may change as Claims are reviewed and processed, the proposed $175 million Settlement represents approximately 10% of the value of Recognized Claims received.

VII. PROPOSED ALLOCATION OF THE PROCEEDS OF THE SETTLEMENT

100. Pursuant to the Preliminary Approval Order, and as set forth in the Settlement Notice, all Class Members who want to participate in the distribution of the Net Settlement Amount (*i.e.*, the Settlement Fund less (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court; (d) any attorneys' fees awarded by the Court; and (e) any other costs or fees approved by the Court) were required to submit a valid Claim Form with all required information postmarked (if mailed), or online through the website, www.LuckinCoffeeSecuritiesLitigation.com, no later than March 15, 2022. As set forth in the Notice, the Net Settlement Amount will be distributed among Class Members according to the plan of allocation approved by the Court.

101. The Plan of Allocation proposed by Lead Plaintiffs and Class Counsel is set forth in Appendix A to the Notice. *See* Villanova Decl. Ex. A at pp. 13-18. If approved, the Plan of Allocation will govern how the Net Settlement Fund will be distributed among Authorized Claimants.[12]

A. The Proposed Plan of Allocation is Fair and Reasonable

102. Class Counsel believe that the Plan provides a fair and reasonable method to equitably allocate the Net Settlement Amount among Class Members, taking into account the

[12] An "Authorized Claimant" means a person or entity who or which submits a Claim to the Claims Administrator that is approved by the Court for payment from the Net Settlement Fund.

damages each Class Member suffered and the statute under which their claim(s) arose. Class Counsel developed the Plan of Allocation in consultation with Lead Plaintiffs' damages consultant and his team of professionals.

103. The proposed Plan of Allocation is designed to achieve an equitable and rational distribution of the Net Settlement Fund. However, it is not a formal damages analysis, and the calculations made pursuant to the Plan are not intended to be estimates of, nor indicative of, the amounts that Class Members might have been able to recover after a trial or the amounts that will be paid to Authorized Claimants pursuant to the Settlement. Plan ¶ 1. Instead, the calculations under the Plan are only a method to weigh the claims of Class Members against one another for the purposes of making an equitable allocation of the Net Settlement Amount. *Id*.

104. Specifically, the Plan of Allocation creates a framework for equitable distribution of the Net Settlement Fund among Class Members who suffered economic losses as a result of Luckin's alleged violations of the federal securities laws. The Plan also takes into the account the statute under which those violations arose, such that all members of the Class who purchased Luckin ADSs during the Class Period have a potential claim under Section 10(b) of the Exchange Act, and all members of the Class who purchased Luckin ADSs in or traceable to Luckin's May 17, 2019 IPO or January 10, 2020 SPO also have a potential Securities Act claims.

105. **Exchange Act Loss Amounts**. The formula for calculating a Claimant's Exchange Act Loss Amount under the Plan is the same as that typically used in plans of allocations in other securities class action asserting Section 10(b) claims. In general, an Exchange Act Loss Amount will be calculated for each purchase or acquisition of a Luckin ADS during the Class Period. That amount is equal to (a) the difference between the estimated artificial inflation in the price of Luckin ADSs on the date of purchase and the estimated artificial inflation on the date of sale, or (b) the

difference between the actual purchase price and sales price of the stock, whichever is less. *See* Plan ¶¶ 4, 7. Lead Plaintiffs' damages consultant calculated the amount of artificial inflation in the price of Luckin ADSs by considering price changes in Luckin ADSs in reaction to public disclosures allegedly revealing the truth concerning Defendants' alleged misrepresentations and material omissions, adjusting for price changes that were attributable to market or industry forces. *See id.* ¶ 2. Claimants who did not hold their Luckin ADSs over one of the disclosure dates in the Plan of Allocation—that is, those who sold their shares before the first disclosure date or who purchased and then sold all their shares between two such disclosure dates—will have no Exchange Act Loss Amount as to those transactions under the Plan because the level of alleged artificial inflation would be the same on their date of purchase as on their date of sale. *Id.* ¶¶ 3-4, 7.[13]

106. **Securities Act Loss Amounts**. Claimants who purchased shares of Luckin ADSs (a) directly in either the May 2019 IPO or January 2020 SPO, (b) during the period after the IPO but before the SPO when all shares were traceable to the IPO, or (c) after the SPO through the end of the Class Period and are able to submit documentation tracing the specific shares they purchased to shares issued in the IPO or SPO, may have a Securities Act Loss Amount on these purchases. *See* Plan ¶¶ 8-9. The Securities Act Loss Amount is calculated based on the statutory formula for

[13] In addition, in accordance with the PSLRA, Exchange Act Loss Amounts for Luckin ADSs sold during the 90-day period after the end of the Class Period are further limited to the difference between the purchase price and the average closing price of the ADS from the end of the Class Period to the date of sale. Plan of Allocation ¶ 7(c)(iii). Exchange Act Loss Amounts for Luckin ADSs still held as of the close of trading on October 13, 2020, the end of the 90-day period, will be the lesser of (a) the amount of artificial inflation on the date of purchase or (b) the difference between the purchase price and $2.75, the average closing price for the stock during that 90-day period. *Id.* ¶ 7(d).

damages under Section 11 of the Securities Act, *see* 15 U.S.C. § 77k(e). Specifically, the Plan provides that:

> (a) for shares sold before the suit was brought (April 2, 2020), the Securities Act Loss Amount is the purchase price per share (not to exceed the offering price) minus the sale price;
>
> (b) for shares sold after the suit was brought and before October 20, 2021 (the date the Stipulation was executed)[14], the Securities Act Loss Amount is the purchase price per share (not to exceed the offering price) minus the greater of (i) the sale price per share or (ii) $1.38, the closing price of Luckin ADSs on April 2, 2020; and
>
> (c) for shares still held as of October 20, 2021, the Securities Act Loss Amount is the purchase price per share (not to exceed the offering price) minus $1.38.

See Plan ¶¶ 8-9.

107. For purposes of calculations under the Plan of Allocation, "purchase price" and "sales price" means the actual price paid or received, respectively, excluding fees, taxes, and commissions. *See* Plan ¶ 14. *However*, if a Claimant received Luckin ADSs through the conversion of another security, the "purchase" price applied to that acquisition shall be the closing market price of the Luckin ADSs on the date the ADSs are received, *id*., and, if a Claimant purchased or sold the Luckin ADSs through an option, the purchase/sale date of that Luckin ADS is the exercise date of the option and the purchase/sale price is the closing market price of the Luckin ADSs on the date of exercise. *See* Plan ¶ 17. The purpose of these provisions is to ensure that if (for example) a Class Member purchased Luckin ADSs during the Class Period at an inflated price due to their trading in other securities (such as options on Luckin ADSs) they are not included

[14] The date the Stipulation was executed is a substitute for the "date of judgment" under the statute in this formula. *See* 15 U.S.C. § 77k(e).

in this Action. Thus, their damages under the Plan will be calculated based on the market price of the Luckin ADSs at the time of purchase or sale, so that their damages under the Plan will reflect their damages attributable to their trading in Luckin ADSs (as opposed to damages attributable to their trading in options or other derivative securities for which claims were not brought in this Action).

108. **"Recognized Loss Amounts"** and **"Recognized Claim" Amounts**. Finally, for each Claimant's purchase or acquisition of a Luckin ADS during the Class Period, an overall "**Recognized Loss Amount**" will be calculated, which will be the ***greater*** of the Exchange Act Loss Amount or Securities Act Loss Amount for each eligible purchase or acquisition. *See* Plan ¶¶ 6, 10. Lead Plaintiffs expect that for the great majority of eligible transactions the Exchange Act Loss Amount will be the greater of the two values. The "greater of" approach adopted by the Plan, however, allows eligible Class Members to recover their statutory-based Securities Act Loss Amount even if they purchased and sold shares between alleged corrective disclosures and thus would not be eligible for an Exchange Act Loss Amount on that transaction.

109. The sum of the Recognized Loss Amounts for all of a Claimant's eligible purchases or acquisitions of Luckin ADSs during the Class Period is the claimant's "**Recognized Claim**." *Id.* ¶ 10. The Net Settlement Fund will be allocated to Authorized Claimants on a *pro rata* basis based on the relative size of their Recognized Claims. *Id.* ¶ 18.

110. Lead Plaintiffs and Class Counsel believe that the Plan of Allocation is designed to fairly and rationally allocate the proceeds of the Net Settlement Fund among Class Members based on losses they suffered on transactions in Luckin ADSs that were attributable to the conduct alleged in the Complaint, taking into account the statutory basis of each Class Member's claim.

111. Finally, as noted above, through June 8, 2022, more than 560,000 copies of the Settlement Notice, which contains the Plan of Allocation, and advises Class Members of their right to object to the proposed Plan of Allocation, have been sent to potential Class Members and nominees. S*ee* Villanova Decl. ¶ 9. To date, just one objection to the proposed Plan of Allocation has been received.

112. Accordingly, Class Counsel respectfully submit that the Plan of Allocation is fair and reasonable, and should be approved by the Court.

B. The Rach Objection to the Plan of Allocation Should be Rejected

113. The one objection received to date, from Robert C. Rach (ECF No. 321) (the "Rach Objection") is directed only to the approval of the Plan of Allocation, not to the Settlement itself. The Rach Objection, together with any other objections that may be received, will be addressed in greater detail in Lead Plaintiffs' reply papers, which will be filed on July 15, 2022, after the June 24, 2022 deadline for filing objections has passed.

114. However, the Rach Objection will be briefly addressed here. Mr. Rach objects to the provision of the Plan of Allocation that provides that the purchase price used in calculations under the Plan for Luckin ADSs purchased through the exercise of an option is the closing price of the Luckin ADSs on the date of exercise (rather than the purchase price paid as a result of the obligation under the Claimant's option contract). *See* Rach Objection (ECF No. 321) at 1 and Plan ¶ 17. Mr. Rach contends that this provision is inequitable because it understates his loss on the transaction. To give a concrete example, based on Mr. Rach's trading, and in accord with a put option he had previously entered into: he purchased 1,000 Luckin ADSs at the inflated price of $38 per ADS on April 17, 2020, on which date the market closing price of Luckin ADSs was $4.39, and then sold those 1,000 ADSs for $2.69 per ADS on May 20, 2020.

115. Under the proposed Plan of Allocation, *see* Plan ¶ 7(b), Mr. Rach's Recognized Loss Amount on this transaction would be ***the lesser of*** (a) the estimated artificial inflation on the date of purchase under Table A ($3.81) minus the estimated artificial inflation on the date of sale under Table A ($1.33) or $2.48 per ADS; or (b) the purchase price per share (considered to be $4.39 per share, under Plan ¶ 17) minus the sale price per share ($2.69), or $1.70 per ADS. Thus, Mr. Rach's Recognized Loss Amount on this transaction would be $1,700. Mr. Rach argues that his recognized loss should be much higher because the put option contract he entered into required him to purchase Luckin ADSs on April 17, 2020 at a much higher price ($38.00) and thus his out-of-pocket loss on the transaction was considerably higher.

116. As will be discussed more fully in Lead Plaintiffs' reply papers, the calculation set forth in the proposed Plan of Allocation for claims of ADSs acquired through the exercise of options and other derivative securities is appropriate. The only security included in the Class was Luckin ADS. No claims were asserted in this Action on behalf of purchasers of options (or other securities). Accordingly, the Plan seeks to allocate the Net Settlement Fund among Class Members based on damages they suffered directly as a result of their trading in Luckin ADSs, as distinct from any damages they may have suffered as a result of trading in options or other derivative securities. The additional damages that Mr. Rach suffered as a result of entering into a put option obligating him to purchase Luckin ADSs at $38 in April 2020 (rather than at the market price that day) were damages attributable to his trading in Luckin options, rather than to his trading in Luckin ADSs.

117. The Settlement does not release any claims related to trading in options (or any other securities other than Luckin ADSs), *see* Stipulation ¶ 1(pp) ("Released Plaintiffs' Claims" are limited to claims that "relate to or arise from the purchase or acquisition of Luckin ADSs during

the Class Period"), and, therefore, the Settlement does not preclude Mr. Rach from asserting his own claims for damages flowing from his trading in Luckin options, if he wishes to do so. Additionally, from a fairness prospective, compensating Mr. Rach and other similarly situated Class Members who purchased option contracts that are not part of the Class's claims or the Settlement releases here would unfairly dilute the recoveries to be paid to Class Member who actually purchased Luckin ADSs on the open market. In short, Class Counsel believe that it was reasonable to design a proposed Plan of Allocation that did not provide extra compensation for claimants based on their options trading where ADSs were the only security included in the Class.

VIII. THE FEE AND LITIGATION EXPENSE APPLICATION

118. In addition to seeking final approval of the Settlement and Plan of Allocation, Class Counsel are applying to the Court for an award of attorneys' fees in the amount of 17.5% of the Settlement Fund, including any interest earned, on behalf of all Plaintiffs' Counsel (the "Fee Application").[15] Class Counsel also request payment for expenses that they incurred in connection with the prosecution of the Action from the Settlement Fund in the total amount of $721,462.68 and reimbursement to Lead Plaintiffs in the aggregate amount of $5,430.00 for costs that AP7 and Louisiana Sheriffs incurred directly related to their representation of the Class, in accordance with the PSLRA, 15 U.S.C. § 78u-4(a)(4).

119. The legal authorities supporting the requested fee and expenses are set forth in Class Counsel's Fee Memorandum. The primary factual bases for the requested fees and expenses are summarized below.

[15] Plaintiffs' Counsel include Class Counsel KTMC and BLB&G; bankruptcy counsel for the Class, Lowenstein; and additional counsel for Lead Plaintiff Louisiana Sheriffs, Klausner Kaufman.

A. The Fee Application

120. For their efforts on behalf of the Class, Class Counsel are applying for a fee award for all Plaintiffs' Counsel to be paid from the Settlement Fund on a percentage basis. As set forth in the accompanying Fee Memorandum, the percentage method is the appropriate method of fee recovery because it aligns the lawyers' interest in being paid a fair fee with the interest of the Class in achieving the maximum recovery in the shortest amount of time required under the circumstances, and has been recognized as appropriate by the U.S. Supreme Court and the Second Circuit for cases of this nature.

121. Based on the quality of the result achieved, the extent and quality of the work performed, the significant risks and complexities of the litigation, and the fully contingent nature of the representation, Class Counsel respectfully submit that the requested fee award is reasonable and should be approved. As discussed in the Fee Memorandum, a 17.5% fee award is fair and reasonable for attorneys' fees in common fund cases such as this, particularly given the facts and circumstances of this case, as well as within the range of percentages awarded in securities class actions in this Circuit with comparable settlement amounts.

1. Lead Plaintiffs Have Authorized and Support the Fee Application

122. Lead Plaintiffs AP7 and Louisiana Sheriffs are sophisticated institutional investors that have closely supervised, monitored, and actively participated in the prosecution and settlement of the Action. *See* Gröttheim Decl. ¶¶ 3-5; McGee Decl. ¶¶ 3-5.

123. Lead Plaintiffs have evaluated the Fee Application and fully support the fee requested. Gröttheim Decl. ¶ 7; McGee Decl. ¶ 7. Both Lead Plaintiffs entered into retainer agreements with one of the Class Counsel firms at the outset of the litigation, and the 17.5% fee requested is consistent with or lower than the permissible rate under these two retainer agreements.

Whereas Louisiana Sheriffs' retention agreement would have authorized a fee request of up to 25% of the net settlement, AP7's retention agreement limits Class Counsel's fee to 17.5%.

124. Moreover, after reaching the Settlement, Lead Plaintiffs again reviewed and approved the requested fee and believe it is fair and reasonable in light of the result obtained for the Class, the substantial risks in the litigation, and the quality of the work performed by Class Counsel. Gröttheim Decl. ¶ 7; McGee Decl. ¶ 7. Lead Plaintiffs' endorsement of Class Counsel's fee request further demonstrates its reasonableness and should be given weight in the Court's consideration of the fee award.

2. The Time and Labor Devoted to the Action by Plaintiffs' Counsel

125. Plaintiffs' Counsel devoted substantial time to the prosecution of the Action. As described above in greater detail, the work that Plaintiffs' Counsel performed in this Action included: (i) conducting an extensive international investigation into the alleged fraud; (ii) drafting and filing a detailed consolidated complaint based on this investigation; (iii) briefing and opposing Defendants' motions to dismiss; (iv) working extensively to monitor and protect the interests of the Class in Luckin's highly uncertain Cayman Islands liquidation proceedings and parallel proceedings in U.S. bankruptcy court; (v) consulting extensively throughout the litigation with experts and consultants in accounting, due diligence, financial economics, Chinese SAFE regulations, and ability-to-pay analysis; and (vi) engaging in lengthy and complex arm's-length settlement negotiations with Luckin and the JPLs that required careful consideration of Luckin's ability to access funds and highly complex cross-border issues such as the operation of a "scheme of arrangement" under Cayman Islands law and Chinese regulatory limits on Luckin's access to cash held by its subsidiaries in China.

126. Throughout the litigation, Class Counsel maintained an appropriate level of staffing that avoided unnecessary duplication of effort and ensured the efficient prosecution of this Action. As the lead partners on the case, we personally monitored and maintained control of the work performed by other lawyers at BLB&G and KTMC throughout the litigation. Other experienced attorneys at Class Counsel firms were also involved in the drafting of pleadings, motion papers, and in the settlement negotiations. More junior attorneys and paralegals worked on matters appropriate to their skill and experience level.

127. Attached hereto as Exhibits 6A through 6D are declarations in support of Class Counsel's motion for attorneys' fees and litigation expenses on behalf of each of the Plaintiffs' Counsel firms: (a) co-Class Counsel KTMC; (b) co-Class Counsel BLB&G; (c) bankruptcy counsel Lowenstein; and (d) additional counsel for Lead Plaintiff Louisiana Sheriffs, Klausner Kaufman (the "Fee and Expense Declarations"). Each of the Fee and Expense Declarations includes a schedule summarizing the lodestar of the firm and the litigation expenses it incurred. The Fee and Expense Declarations indicate the amount of time spent on the Action by the attorneys and professional support staff of each firm and the lodestar calculations based on their current hourly rates. The Fee and Expense Declarations were prepared from contemporaneous daily time records regularly maintained and prepared by the respective firms, which are available at the request of the Court. The first page of Exhibit 6 is a chart that summarizes the information set forth in the Fee and Expense Declarations, listing the total hours expended, lodestar amounts, and litigation expenses for each Plaintiffs' Counsel firm and gives totals for the numbers provided.

128. As set forth in Exhibit 6, Plaintiffs' Counsel collectively expended a total of 9,381.4 hours in the investigation and prosecution of the Action. The resulting lodestar is $6,596,079.75.

129. The requested fee of 17.5% of the Settlement Fund is $30,625,000, plus interest accrued at the same rate as the Settlement Fund, and therefore represents a multiplier of approximately 4.6 on Plaintiffs' Counsel's lodestar. As discussed in further detail in the Fee Memorandum, the requested multiplier cross-check is within the range of fee multipliers typically awarded in comparable securities class actions and in other class actions involving significant contingency fee risk, in this Circuit and elsewhere, and is particularly appropriate here where external circumstances resulting from Luckin's liquidation dictated that a prompt settlement would be in the best interests of the Class.

3. The Experience and Standing of Class Counsel

130. As demonstrated by the firm resumes included as Exhibits 6A-4 and 6B-3 hereto, KTMC and BLB&G and are among the most experienced and skilled law firms in the securities litigation field, with a long and successful track record representing investors in such cases, and are consistently ranked among the top plaintiffs' firms in the country. We believe our firms' extensive experience in the field and the ability of our attorneys added valuable leverage during the settlement negotiations.

4. The Standing and Caliber of Defendants' Counsel

131. The quality of the work performed by Class Counsel in attaining the Settlement should also be evaluated in light of the quality of the opposition. Here, Defendants were represented by experienced and extremely able counsel including Davis Polk & Wardwell on behalf of Luckin, Cahill Gordon & Reindel LLP on behalf of the Underwriter Defendants, Gibson, Dunn & Crutcher LLP on behalf of Director Defendant Meier, and Campbells, on behalf of the JPLs. All of these firms vigorously represented their clients. In the face of this skillful opposition,

Class Counsel were nonetheless able to negotiate with Defendants to settle the case on terms that are favorable to the Class.

5. The Risks of the Litigation and the Need to Ensure the Availability of Competent Counsel in High-Risk Contingent Securities Cases

132. This prosecution was undertaken by Class Counsel on an entirely contingent basis. The risks assumed by Class Counsel in prosecuting these claims to a successful conclusion are described above. Those risks are also relevant to an award of attorneys' fees.

133. From the outset of their retention, Class Counsel understood that they were embarking on a complex, expensive, and lengthy litigation with no guarantee of ever being compensated for the substantial investment of time and money the case would require. In undertaking that responsibility, Class Counsel were obligated to ensure that sufficient resources were dedicated to the prosecution of the Action, and that funds were available to compensate staff and to cover the considerable litigation costs that a case such as this requires. With an average lag time of several years for such cases to conclude, the financial burden on contingent-fee counsel is far greater than on firms that are paid on an ongoing basis. Indeed, Class Counsel received no compensation during the course of the Action and have collectively incurred over $700,000 in litigation expenses in prosecuting the Action for the benefit of the Class.

134. Class Counsel also bore the risk that no recovery would be achieved. Despite the most vigorous and competent of efforts, success in contingent-fee litigation, such as this, is never assured. As discussed herein, from the outset, this case presented multiple risks and uncertainties that could have resulted in no recovery whatsoever or a judgment that could not be enforced.

135. Class Counsel know from experience that the commencement and ongoing prosecution of a class action does not guarantee a settlement. To the contrary, it takes hard work and diligence by skilled counsel to develop the facts and legal arguments that are needed to sustain

a complaint or win at class certification, summary judgment and trial, or on appeal, or to cause sophisticated defendants to engage in serious settlement negotiations at meaningful levels.

136. Moreover, courts have repeatedly recognized that it is in the public interest to have experienced and able counsel enforce the securities laws and regulations pertaining to the duties of officers and directors of public companies. As recognized by Congress through the passage of the PSLRA, vigorous private enforcement of the federal securities laws can occur only if private investors, particularly institutional investors, take an active role in protecting the interests of shareholders. If this important public policy is to be carried out, the courts should award fees that adequately compensate plaintiffs' counsel, taking into account the risks undertaken in prosecuting a securities class action.

137. Class Counsel's extensive and persistent efforts in the face of substantial risks and uncertainties have resulted in a significant recovery for the benefit of the Class, as described above. In circumstances such as these, and in consideration of the hard work and the excellent result achieved, we believe the requested fee is reasonable and should be approved.

6. The Reaction of the Class to the Fee Application

138. As stated above, through June 8, 2022, 564,464 Settlement Notice Packets had been mailed to potential Class Members advising them that Class Counsel would apply for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund. *See* Villanova Decl. ¶ 9. In addition, the Court-approved Summary Settlement Notice was published in *The Wall Street Journal* and transmitted over *PR Newswire* on November 30, 2021. *Id.* ¶ 10. To date, no objections to the request for attorneys' fees has been received. Any such objections that may be received will be addressed in Class Counsel's reply papers to be filed on July 15, 2022, after the deadline for submitting objections has passed.

139. In sum, Class Counsel accepted this case on a contingency basis, committed significant resources to it, and prosecuted it without any compensation or guarantee of success. Based on the favorable result obtained, the quality of the work performed, the risks of the Action, and the fully contingent nature of the representation, Class Counsel respectfully submit that a fee award of 17.5% is fair and reasonable, and is consistent with and supported by the fee awards that courts have granted in other comparable cases.

B. The Litigation Expense Application

140. Class Counsel also seek payment from the Settlement Fund of $721,462.68 in litigation expenses that were reasonably incurred by Plaintiffs' Counsel in connection with commencing, litigating, and settling the claims asserted in the Action.

141. From the outset of the Action, Class Counsel were aware that they might not recover any of their expenses and, even in the event of a recovery, would not recover any of their out-of-pocket expenditures until such time as the Action might be successfully resolved. Class Counsel also understood that, even assuming that the case was ultimately successful, a subsequent award of expenses would not compensate them for the lost use of the funds advanced by them to prosecute the Action. Accordingly, Class Counsel were motivated to and did take appropriate steps to avoid incurring unnecessary expenses and to minimize costs without compromising the vigorous and efficient prosecution of the case.

142. Plaintiffs' Counsel have incurred a total of $721,462.68 in litigation expenses in connection with the prosecution of this Action. These expenses are summarized in Exhibit 7, which identifies each category of expense, such as expert/consultant fees, fees for retention of foreign counsel, and on-line research, as well as the amount incurred for each category. These

expense items are billed separately by Plaintiffs' Counsel, and such charges are not duplicated in Plaintiffs' Counsel's hourly rates.

143. The largest expense, $404,089.16, or approximately 56%, was expended for the retention of experts and consultants. As noted above, Class Counsel consulted with experts and consultants in the fields of accounting, financial economics, due diligence, and Luckin's ability to pay during their investigation and the preparation of the Complaint, in preparation for settlement negotiations, and in connection with the development of the proposed Plan of Allocation.

144. Another substantial component of the expenses was for employment of specialized Cayman Islands counsel, the firm of Bedell Cristin, which provided valuable advice to Lead Plaintiffs and the Class on how to navigate the provisional liquidation process in the Cayman Islands. Lead Plaintiffs incurred a total of $203,616.21 in costs and fees for Bedell Cristin's work on this matter. In addition, Class Counsel consulted with experienced PRC counsel concerning Chinese legal and regulatory issues in order to review and confirm the validity of Luckin's claims about the limits on their ability to obtain funds held in China and concerning the enforceability of any U.S. judgment in China. Lead Plaintiffs incurred a total of $17,528.31 for the work of this PRC counsel.

145. Another large component of Plaintiffs' Counsel's litigation expenses was for online legal and factual research, which was necessary to conduct the factual investigation and identify potential witnesses, prepare the Complaint, research the law pertaining to the claims asserted in the Action, oppose Defendants' motions to dismiss, and conduct research in connection with the bankruptcy proceedings and settlement negotiations. The total charges for this on-line research amounted to $40,691.99, or 6% of the total amount of Plaintiffs' Counsel's expenses.

146. The other expenses for which Class Counsel seek payment are the types of expenses that are necessarily incurred in litigation and routinely charged to clients billed by the hour. These expenses include, among others, outside investigative services, court fees, telephone costs, copying, and postage and delivery expenses.

147. All of the litigation expenses incurred by Plaintiffs' Counsel were reasonable and necessary to the successful litigation of the Action, and have been approved by Lead Plaintiffs. See Gröttheim Decl. ¶ 8; McGee Decl. ¶ 8.

148. In addition, Lead Plaintiffs seek reimbursement of the reasonable costs that they incurred directly in connection with their representation of the Class. Such payments are expressly authorized and anticipated by the PSLRA, as more fully discussed in the Fee Memorandum at 20-21. Lead Plaintiff AP7 seeks reimbursement of $3,750.00 for 15 hours expended in connection with the Action by its Chief Executive Office, who spent time communicating with Class Counsel and reviewing pleadings and motion papers. *See* Gröttheim Decl. ¶¶ 9-10. Lead Plaintiff Louisiana Sheriffs seeks reimbursement of $1,680.00 for 20 hours expended in connection with the Action by its Executive Director. *See* McGee Decl. ¶¶ 9-10.

149. The Settlement Notice informs potential Class Members that Class Counsel would be seeking reimbursement of Litigation Expenses in an amount not to exceed $1,000,000. The total amount requested, $726,892.68 ($721,462.68 for Plaintiffs' Counsel's expenses and $5,430.00 for Lead Plaintiffs' expenses), is significantly below the $1,000,000 that Class Members were advised could be sought. To date, no objections to the request for Litigation Expenses have been received.

150. In sum, the expenses incurred by Plaintiffs' Counsel and Lead Plaintiffs were reasonable and necessary to represent the Class and achieve the Settlement. Accordingly, Class

Counsel respectfully submit that the application for payment of these expenses should be approved.

IX. ADDITIONAL EXHIBITS AND INFORMATION

151. Attached hereto are true and correct copies of the following documents previously cited in this Declaration:

Exhibit 1:	Declaration of Richard Gröttheim, Chief Executive Officer of AP7, in Support of: (I) Class Representatives' Motion for Final Approval of Settlement and Plan of Allocation; and (II) Class Counsel's Motion for Attorneys' Fees and Litigation Expenses
Exhibit 2:	Declaration of Osey "Skip" McGee, Jr., Executive Director of Louisiana Sheriffs' Pension and Relief Fund, in Support of: (I) Lead Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation; and (II) Class Counsel's Motion for Attorneys' Fees and Litigation Expenses
Exhibit 3:	Declaration of Alex P. Villanova Regarding (A) Dissemination of the Settlement Notice and Claim Form; and (B) Publication of the Summary Settlement Notice
Exhibit 4:	Declaration of Fang Zhao
Exhibit 5:	Declaration of Laura Hatfield
Exhibit 6:	Summary of Plaintiffs' Counsel's Lodestar and Expenses
Exhibit 6A:	Declaration of Sharan Nirmul on Behalf of Kessler Topaz Meltzer & Check, LLP in Support of Class Counsel's Motion for Attorneys' Fees and Litigation Expenses, Filed
Exhibit 6B:	Declaration of Salvatore J. Graziano on Behalf of Bernstein Litowitz Berger & Grossmann LLP in Support of Class Counsel's Motion for Attorneys' Fees and Litigation Expenses
Exhibit 6C:	Declaration of Michael S. Etkin on Behalf of Lowenstein Sandler LLP in Support of Class Counsel's Motion for Attorneys' Fees and Litigation Expenses
Exhibit 6D:	Declaration of Robert D. Klausner on Behalf of Klausner, Kaufman, Jensen & Levinson in Support of Class Counsel's Motion for Attorneys' Fees and Litigation Expenses
Exhibit 7:	Breakdown of All Plaintiffs' Counsel's Expenses by Category

152. In addition, attached hereto as Exhibit 8 is a true and correct copy of an order issued by the United States District Court for the Northern District of California in April 2021 in an unrelated action where BLB&G served as lead counsel for a different lead plaintiff, SEB Investment Management, and as class counsel for a certified class. *See SEB Inv. Mgmt. v. Symantec Corp.*, 2021 WL 1540996 (N.D. Cal. Apr. 20, 2021). As reflected in the order, counsel for a lead plaintiff movant (that was not appointed) raised questions about BLB&G's hiring of a former employee of the lead plaintiff in that case. Following discovery and extensive briefing, the court found that the evidence did not establish a *quid pro quo*, and allowed BLB&G to continue as class counsel. *See id.* at *1-2.[16] The court nevertheless ordered BLB&G to bring the order to the attention of any court in which BLB&G seeks appointment as class counsel. *See id*. at *2. While the Class in the Action had already been certified by the Court and KTMC and BLB&G were approved as Class Counsel by the Court's March 5, 2021 Order, prior to the entry of the order in *Symantec*, BLB&G is submitting this order to the Court in an abundance of caution.

153. Also attached hereto are true and correct copies of the following documents cited in the Fee Memorandum:

Exhibit 9: *In re Wilmington Trust Sec. Litig.*, No. 10-cv-00990-ER, slip op. (D. Del. Nov. 19, 2018), ECF No. 842.

Exhibit 10: *In re Pfizer Inc. Sec. Litig.*, No. 04-cv-09866 (LTS), slip op. (S.D.N.Y. Dec. 21, 2016), ECF No. 727.

Exhibit 11: *In re Oxford Health Plans, Inc. Sec. Litig.*, MDL No. 122 (CLB), slip op. at 8 (S.D.N.Y. June 12, 2003), and 2003 U.S. Dist. LEXIS 26795 (S.D.N.Y. June 12, 2003).

[16] The *Symantec* action was subsequently resolved with a $70 million settlement for the benefit of the class, and the settlement was approved by the court.

Exhibit 12: NERA ECONOMIC CONSULTING, RECENT TRENDS IN SECURITIES CLASS ACTION LITIGATION: 2021 FULL-YEAR REVIEW (2022).

Exhibit 13: *In re Doral Fin. Corp. Sec. Litig.*, No. 05-md-1706, slip op. (S.D.N.Y. July 17, 2007), ECF No. 107.

Exhibit 14: *In re 3Com Corp. Sec. Litig.*, No. C-97-21083, slip op. (N.D. Cal. Mar. 9, 2001), ECF No. 180.

X. CONCLUSION

154. For all the reasons set forth above, Lead Plaintiffs and Class Counsel respectfully submit that the Settlement and the Plan of Allocation should be approved as fair, reasonable and adequate. Class Counsel further submit that the requested fee in the amount of 17.5% of the Settlement Fund should be approved as fair and reasonable, and the request for Plaintiffs' Counsel's Litigation Expenses in the amount of $721,462.68 and Lead Plaintiffs' costs, in the amount of $5,430.00, should also be approved.

We declare, under penalty of perjury, that the foregoing is true and correct.

Dated: June 10, 2022 Respectfully submitted,

Sharan Nirmul

Salvatore J. Graziano

Exhibit 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF RICHARD A. GRÖTTHEIM, CHIEF EXECUTIVE OFFICER OF SJUNDE AP-FONDEN, IN SUPPORT OF: (I) CLASS REPRESENTATIVES' MOTION FOR FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION; AND (II) CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

I, Richard A. Gröttheim, hereby affirm as follows:

1. I am the Chief Executive Officer of Sjunde AP-Fonden ("AP7"), one of the Court-appointed Class Representatives in the above-captioned securities class action ("Action").[1] I submit this Declaration in support of (a) Class Representatives' motion for final approval of the proposed Settlement and Plan of Allocation, and (b) Class Counsel's motion for attorneys' fees and Litigation Expenses, including AP7's application pursuant to 15 U.S.C. § 78u-4(a)(4) for reimbursement of its reasonable costs directly relating to the work performed by AP7 personnel in connection with its representation of the Class in the Action.

2. I am aware of and understand the requirements and responsibilities of a class representative in a securities class action, including those set forth in the Private Securities Litigation Reform Act of 1995 ("PSLRA"). I have personal knowledge of the matters set forth in this Declaration as I have been directly involved in monitoring and overseeing the prosecution of

[1] Unless otherwise defined in this Declaration, all capitalized terms have the meanings set out in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315).

the Action, as well as the negotiations leading to the Settlement, and I could and would testify competently to these matters.

I. AP7's Oversight of the Action

3. Based in Stockholm, Sweden, AP7 is part of the Swedish national pension system. AP7 is the governmental alternative to the private investment funds offered by the Swedish premium pension system. More than five million Swedes use AP7 Såfa - the government's default fund for the premium pension system - to save for their pensions. Since its inception, AP7 Såfa has given pension savers higher average returns and lower management fees than the private funds available in the Swedish premium pension marketplace. AP7 currently has approximately $84 billion in premium pension assets under management.

4. On June 12, 2020, the Court entered an Order appointing AP7 and Louisiana Sheriffs' Pension & Relief Fund as Lead Plaintiffs in the Action pursuant to the PSLRA, and approved Lead Plaintiffs' selection of Kessler Topaz Meltzer & Check, LLP ("KTMC") and Bernstein Litowitz Berger & Grossmann LLP as Lead Counsel for the class. Subsequently, on March 5, 2021, the Court entered an Order appointing Lead Plaintiffs as Class Representatives and Lead Counsel as Class Counsel in connection with certification of the Class for purposes of negotiating and implementing a settlement.

5. AP7 closely supervised, carefully monitored, and was actively involved in all material aspects of the prosecution and resolution of the Action. On behalf of AP7, I had communications during the litigation with KTMC. I received periodic status reports from counsel on case developments and participated in discussions with counsel concerning the prosecution of the Action, the strengths of and risks to the claims, and potential settlement. In particular, throughout the course of the Action, I, on behalf of AP7: (a) regularly communicated with counsel

by email and telephone calls regarding the posture and progress of the case; (b) reviewed, with the assistance of AP7's Swedish external legal counsel, all significant pleadings and briefs filed in this Action; (c) consulted with counsel concerning the settlement negotiations as they progressed; and (d) evaluated and approved the proposed Settlement.

II. AP7 Strongly Endorses Approval of the Settlement

6. Based on its involvement throughout the prosecution and resolution of the Action, AP7 believes that the proposed Settlement is fair, reasonable, and adequate to the Class. AP7 believes that the Settlement represents a very favorable recovery for the Class, in light of the substantial risks of continuing to prosecute the claims in this case, including the very substantial risks of recovering on any larger judgment. Therefore, AP7 strongly endorses approval of the Settlement by the Court.

III. AP7 Approves of and Supports Class Counsel's Motion for Attorneys' Fees and Litigation Expenses

7. AP7 has approved Class Counsel's request for an award of attorneys' fees in the amount of 17.5% of the Settlement Fund and believes it is fair and reasonable in light of the work that Plaintiffs' Counsel performed on behalf of the Class. AP7 takes seriously its role as a class representative to ensure that the attorneys' fees are fair in light of the result achieved in the Action and reasonably compensate Plaintiffs' Counsel for the work involved and the substantial risks they undertook in litigating the Action. AP7 approves the amount of attorney's fees requested by Class Counsel as fair and reasonable in light of the work performed by Plaintiffs' Counsel, the risks of the litigation, and the recovery obtained for the Class in this Action.

8. AP7 further believes that Plaintiffs' Counsel's Litigation Expenses are reasonable and represent costs and expenses necessary for the prosecution and resolution of the claims in the Action. Based on the foregoing, and consistent with its obligation to the class to obtain the best

result at the most efficient cost, AP7 fully supports Class Counsel's motion for attorneys' fees and Litigation Expenses

9. AP7 understands that reimbursement of a class representative's reasonable costs and expenses is authorized under the PSLRA. For this reason, in connection with Class Counsel's request for reimbursement of Litigation Expenses, AP7 seeks reimbursement for the costs and expenses that AP7 incurred directly relating to its representation of the Class.

10. As Chief Executive Officer of AP7, my primary responsibilities involve investment related matters, including developing long-term investment strategies, as well as the day-to-day management of AP7 and its staff. I also oversee any litigation in which AP7 is involved. AP7 seeks reimbursement in the amount of $3,750.00 for time that I devoted to this Action, 15 hours at $250.00 per hour, which is based on my annual salary plus benefits. The hours that I spent include time communicating with KTMC, reviewing significant court filings, and participating in the settlement negotiations. The time that I devoted to the representation of the Class in this Action was time that I otherwise would have spent on other work for AP7 and, thus, represented a cost to AP7.

IV. Conclusion

11. In conclusion, AP7, one of the Court-appointed Class Representatives, which was actively involved throughout the prosecution and settlement of the Action, strongly endorses the Settlement as fair, reasonable, and adequate, and believes it represents a favorable recovery for the Class in light of the risks of continued litigation. AP7 further supports Class Counsel's motion for attorneys' fees and Litigation Expenses and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Class, the substantial work conducted, and the litigation risks. And finally, AP7 requests reimbursement under the PSLRA for the value of time dedicated by its employees as set forth above. Accordingly, AP7 respectfully

requests that the Court approve (i) Class Representatives' motion for final approval of the proposed Settlement and Plan of Allocation; and (ii) Class Counsel's motion for attorneys' fees and Litigation Expenses.

I have reviewed the foregoing with counsel and on the basis of that consultation, I affirm under the laws of the United States of America that the above statements are true and correct, to the best of my knowledge and belief, and that I have authority to execute this Declaration on behalf of AP7.

Executed this 10 day of June, 2022.

RICHARD A. GRÖTTHEIM
Chief Executive Officer
Sjunde AP-Fonden

Exhibit 2

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF OSEY "SKIP" MCGEE, JR., EXECUTIVE DIRECTOR OF LOUISIANA SHERIFFS' PENSION AND RELIEF FUND, IN SUPPORT OF: (I) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION; AND (II) LEAD COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

I, Osey "Skip" McGee, Jr., hereby affirm as follows:

1. I am Executive Director of the Louisiana Sheriffs' Pension and Relief Fund ("Louisiana Sheriffs"), one of the Court-appointed Lead Plaintiffs in the above-captioned securities class action (the "Action").[1] I submit this Declaration in support of (a) Lead Plaintiffs' motion for final approval of the proposed Settlement and Plan of Allocation, and (b) Lead Counsel's motion for attorneys' fees and Litigation Expenses, including Louisiana Sheriffs' application pursuant to 15 U.S.C. § 78u-4(a)(4) for reimbursement of its reasonable costs directly relating to the work performed by Louisiana Sheriffs personnel in connection with its representation of the Class in the Action.

2. I am aware of and understand the requirements and responsibilities of a class representative in a securities class action, including those set forth in the Private Securities Litigation Reform Act of 1995 ("PSLRA"). I have personal knowledge of the matters set forth in this Declaration, as I, along with my colleagues and outside fiduciary counsel, Robert Klausner of

[1] Unless otherwise defined in this Declaration, all capitalized terms have the meanings set out in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315).

Klausner, Kaufman, Jensen & Levinson ("Klausner Kaufman"), have been directly involved in monitoring and overseeing the prosecution of the Action, as well as the negotiations leading to the Settlement, and I could and would testify competently to these matters.

I. Louisiana Sheriffs' Oversight of the Action

3. Louisiana Sheriffs is a multi-employer, defined benefit, governmental retirement plan providing retirement, disability, and death benefits to active and retired employees of the sheriff's offices in all 64 Louisiana parishes. Louisiana Sheriffs' principal offices are located at 1225 Nicholson Drive, Baton Rouge, LA 70802. As of December 2021, Louisiana Sheriffs had more than $4.9 billion in assets under management.

4. On June 12, 2020, the Court entered an Order appointing Louisiana Sheriffs and Sjunde AP-Fonden as the Lead Plaintiffs in the Action pursuant to the PSLRA, and approved Lead Plaintiffs' selection of Bernstein Litowitz Berger & Grossmann LLP ("BLB&G") and Kessler Topaz Meltzer & Check, LLP as Lead Counsel for the class.

5. Louisiana Sheriffs closely supervised, carefully monitored, and was actively involved in all material aspects of the prosecution and resolution of the Action. On behalf of the Louisiana Sheriffs, I had communications during the litigation with Lead Counsel BLB&G and Klausner Kaufman. I received periodic status reports from counsel on case developments and participated in discussions with counsel concerning the prosecution of the Action, the strengths of and risks to the claims, and potential settlement. In particular, throughout the course of this Action, I and/or other Louisiana Sheriffs personnel: (a) regularly communicated with counsel by email and telephone calls regarding the posture and progress of the case; (b) reviewed all significant pleadings and briefs filed in this Action; (c) consulted with counsel concerning the settlement negotiations as they progressed; and (d) evaluated and approved the proposed Settlement.

II. Louisiana Sheriffs Strongly Endorses Approval of the Settlement

6. Based on its involvement throughout the prosecution and resolution of the Action, Louisiana Sheriffs believes that the proposed Settlement is fair, reasonable, and adequate to the Class. Louisiana Sheriffs believes that the Settlement represents a very favorable recovery for the Class, in light of the substantial risks of continuing to prosecute the claims in this case, including the very substantial risks of recovering on any larger judgment. Therefore, Louisiana Sheriffs strongly endorses approval of the Settlement by the Court.

III. Louisiana Sheriffs Approves of and Supports Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses

7. Louisiana Sheriffs has approved Lead Counsel's request for an award of attorneys' fees in the amount of 17.5% of the Settlement Fund and believes it is fair and reasonable in light of the work that Plaintiffs' Counsel performed on behalf of the Class. Louisiana Sheriffs takes seriously its role as a class representative to ensure that the attorneys' fees are fair in light of the result achieved in the action and reasonably compensate Plaintiffs' Counsel for the work involved and the substantial risks they undertook in litigating the action. Louisiana Sheriffs approves the amount of attorney's fees requested by Lead Counsel as fair and reasonable in light of the work performed by Plaintiff's Counsel, the risks of the litigation, and the recovery obtained for the Class in this Action.

8. Louisiana Sheriffs further believes that Plaintiffs' Counsel's Litigation Expenses are reasonable and represent costs and expenses necessary for the prosecution and resolution of the claims in the Action. Based on the foregoing, and consistent with its obligation to the class to obtain the best result at the most efficient cost, Louisiana Sheriffs fully supports Lead Counsel's motion for attorneys' fees and Litigation Expenses

9. Louisiana Sheriffs understands that reimbursement of a class representative's reasonable costs and expenses is authorized under the PSLRA. For this reason, in connection with Lead Counsel's request for reimbursement of Litigation Expenses, Louisiana Sheriffs seeks reimbursement for the costs and expenses that Louisiana Sheriffs incurred directly relating to its representation of the Class.

10. My primary responsibility at Louisiana Sheriffs involves overseeing all aspects of the fund's operations, including overseeing litigation matters involving the fund, such as Louisiana Sheriffs' activities in securities class actions where (as here) it has been appointed as a Lead Plaintiff, together with Klausner Kaufman, Louisiana Sheriffs' outside fiduciary counsel. Louisiana Sheriffs seeks reimbursement in the amount of $1680 for time that I devoted to this Action—20 hours at $84 per hour, which is based on my annual salary plus benefits. The hours that I spent include time communicating with BLB&G and Klausner Kaufman, reviewing significant court filings, briefing the Board of Trustees, and participating in the settlement negotiations and the mediation process. The time that I devoted to the representation of the Class in this Action was time that I otherwise would have spent on other work for Louisiana Sheriffs and, thus, represented a cost to Louisiana Sheriffs.

IV. Conclusion

11. In conclusion, Louisiana Sheriffs, one of the Court-appointed Lead Plaintiffs, which was actively involved throughout the prosecution and settlement of the Action, strongly endorses the Settlement as fair, reasonable, and adequate, and believes it represents a favorable recovery for the Class in light of the risks of continued litigation. Louisiana Sheriffs further supports Lead Counsel's motion for attorneys' fees and Litigation Expenses and believes that it represents fair and reasonable compensation for counsel in light of the recovery obtained for the Class, the substantial work conducted, and the litigation risks. And finally, Louisiana Sheriffs

requests reimbursement under the PSLRA for the value of time dedicated by its employees as set forth above. Accordingly, Louisiana Sheriffs respectfully requests that the Court approve (i) Lead Plaintiffs' motion for final approval of the proposed Settlement and Plan of Allocation; and (ii) Lead Counsel's motion for attorneys' fees and Litigation Expenses.

I have reviewed the foregoing with counsel and on the basis of that consultation, I affirm under the laws of the United States of America that the above statements are true and correct, to the best of my knowledge and belief, and that I have authority to execute this Declaration on behalf of Louisiana Sheriffs.

Executed this 8th day of June, 2022.

Osey "Skip" McGee, Jr.
Executive Director
Louisiana Sheriffs' Pension and Relief Fund

#3101754

Exhibit 3

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF ALEXANDER P. VILLANOVA REGARDING (A) DISSEMINATION OF THE SETTLEMENT NOTICE AND CLAIM FORM; AND (B) PUBLICATION OF THE SUMMARY SETTLEMENT NOTICE

I, Alexander P. Villanova, hereby declare under penalty of perjury as follows:

1. I am a Senior Project Manager employed by Epiq Class Action & Claims Solutions, Inc. ("Epiq"). Pursuant to the Court's October 26, 2021 Revised Order Preliminarily Approving Settlement and Providing for Notice (ECF No. 319) ("Preliminary Approval Order"), Epiq was authorized to act as the Claims Administrator in connection with the Settlement reached in the above-captioned action (the "Action").[1] The following statements are based on my personal knowledge and information provided by other Epiq employees working under my supervision, and if called on to do so, I could and would testify competently thereto.

DISSEMINATION OF THE SETTLEMENT NOTICE PACKET

2. Pursuant to the Preliminary Approval Order, Epiq mailed the Notice of (I) Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Settlement Notice"), as well as the Proof of Claim and Release Form (the "Claim Form")

[1] Unless otherwise defined herein, all capitalized terms have the meanings set forth in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315) ("Stipulation") previously filed with the Court.

(collectively, the Settlement Notice and Claim Form are referred to as the "Settlement Notice Packet"), to potential Class Members.

3. As more fully described in the Declaration of Alexander P. Villanova Regarding: (A) Mailing of the Notice; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received, executed on October 8, 2021 and filed with the Court (ECF No. 309), Epiq previously conducted a mailing campaign (the "Class Notice Mailing") in which it mailed the Notice of Pendency of Class Action (the "Class Notice") to persons and entities identified as potential Class Members. To identify these potential Class Members, Epiq received information from Defense Counsel containing the names and addresses of potential Class Members. Epiq mailed Class Notices to the investors listed. Epiq also mailed the Class Notice to the brokerage firms, banks, institutions, and other potential nominees (the "Nominees") listed in Epiq's proprietary Nominee database. In response, Epiq received from the Nominees either (i) the names and addresses of their clients who were potential Class Members or (ii) requests for additional copies of the Class Notice so that the Nominees could forward the Class Notice directly to their clients. Epiq also received names and addresses directly from potential Class Members in this Action.

4. Through this process, Epiq created a mailing list of all known potential Class Members, and their Nominees, for use in connection with the Class Notice and any future notices.

5. After the Preliminary Approval Order was entered, Epiq created a mailing file for the mailing of the Settlement Notice Packet consisting of the 165,036 names and addresses compiled as a result of the Class Notice Mailing.

6. On November 15, 2021, Epiq mailed Settlement Notice Packets to the 165,036 potential Class Members contained in the mailing file by first-class mail. In addition, Epiq mailed

289,150 Settlement Notice Packets, in bulk, to Nominees who had previously requested that Class Notices be mailed to them for forwarding to their clients. Epiq also mailed the Settlement Class Notice to 1,134 Nominees listed in Epiq's proprietary Nominee database. The 1,134 Settlement Notice Packets mailed to Nominees included a letter explaining that if the Nominee had previously submitted names and addresses for potential Class Members in connection with the Class Notice Mailing, or had previously requested copies of the Class Notice in bulk, it did not need to submit that information again unless it had additional names and addresses to provide or needed a different number of Settlement Notice Packets. A true and accurate copy of the letter sent to Nominees is attached as Exhibit A.

7. On November 15, 2021, Epiq mailed a total of 455,320 copies of the Settlement Notice Packet. A copy of the Settlement Notice Packet is attached hereto as Exhibit B.

8. Since the initial mailing, through June 8, 2022, Epiq has mailed additional copies of the Settlement Notice Packet to potential members of the Class whose names and addresses were provided by individuals or Nominees, and to Nominees who requested additional Settlement Notice Packets in bulk for forwarding to their clients.

9. As of June 8, 2022, a total of 564,464 Settlement Notice Packets have been disseminated to potential Class Members and Nominees by first-class mail.

PUBLICATION OF THE SUMMARY SETTLEMENT NOTICE

10. Pursuant to the Preliminary Approval Order, Epiq caused the Summary Notice of (I) Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Summary Settlement Notice") to be published once in *The Wall Street Journal* and to be transmitted once over *PR Newswire* on November 30, 2021. Attached as Exhibit C is a Confirmation of Publication attesting to the publication of the Summary Settlement Notice

in *The Wall Street Journal* and a screen shot attesting to the transmittal of the Summary Settlement Notice over *PR Newswire*.

CALL CENTER SERVICES

11. In connection with the Class Notice Mailing, Epiq established a toll-free phone number for this Action, 1-855-535-1824, which was set forth in the Settlement Notice, the Claim Form, the Summary Settlement Notice, and on the case website. The toll-free phone number connects callers with an Interactive Voice Recording ("IVR").

12. On November 15, 2021, the same date that Epiq began mailing the Settlement Notice Packets, Epiq updated the IVR to provide information and options relevant to the proposed Settlement. The IVR provides callers with pre-recorded information, including a brief summary about the Action and the option to request a copy of the Settlement Notice Packet. The toll-free telephone line with pre-recorded information is available 24 hours a day, 7 days a week.

13. In addition, Monday through Friday from 9:00 a.m. to 9:00 p.m. Eastern Time (excluding official holidays), callers are able to speak to a live operator regarding the status of the Settlement and/or obtain answers to questions they may have about communications they receive from Epiq. During other hours, callers may leave a message for an agent to call them back.

CASE WEBSITE

14. On November 15, 2021, Epiq updated the website previously established for the Action (www.LuckinCoffeeSecuritiesLitigation.com) to provide Class Members with information and documents concerning the proposed Settlement. The website is accessible 24 hours a day, 7 days a week. The website provides the deadlines for submitting a Claim and objecting to the Settlement. The Settlement also makes available copies of the Settlement Notice and Claim Form, as well as copies of the Stipulation, Preliminary Approval Order, and operative complaint, among

other documents. In addition, the website provides Class Members with the ability to submit their Claim through the website and also includes a link to a document with detailed instructions for institutions submitting their Claims electronically. Epiq will continue operating, maintaining and, as appropriate, updating the website until the conclusion of this administration.

CLAIMS RECEIVED TO DATE

15. To be eligible for a payment from the Settlement, Class Members were required to submit a Claim Form postmarked, if mailed, or received by March 15, 2022. As of June 8, 2022, Epiq has received a total of approximately 44,826 Claims. Of these Claims, approximately 20,656 Claims were filed electronically by or on behalf of institutions and approximately 24,170 Claims were submitted by or on behalf of individuals. This Claim count may increase if late Claims are received. Class Counsel have the discretion to accept late Claims for processing provided such acceptance does not delay the distribution of the Net Settlement Fund to the Class, *see* Preliminary Approval Order ¶ 8, and the Court will determine whether to accept such Claims.

16. Based on Epiq's review to date, the Claims received represent approximately $1,803,114.197.53 in "Recognized Claims" as calculated under the Plan of Allocation for all Claims received.

17. The above data represent Epiq's preliminary review of the Claims received as of June 8, 2022, based on the information provided by Claimants. Epiq's complete processing of the Claims will take several months. This process will include steps to confirm the accuracy of the transactions claimed and a review of the Claims for deficiencies, such as Claims with missing or incomplete documentation, duplicate Claims, and Claims whose transactions do not balance (*i.e.*, where the number of ADSs purchased during the relevant time period do not match the number of ADSs sold during the relevant time period plus the number of ADSs held at the end of the relevant

time period). Epiq will also provide Claimants with an opportunity to correct any deficiencies, conduct thorough quality control and quality assurance processes, and perform fraud prevention reviews as part of its normal claims processing procedures in order to ensure the validity and accuracy of the Claims. As a result of these procedures and the possible acceptance of additional Claims, the total Recognized Claims is subject to change.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed on June 9, 2022 in Tigard, Oregon.

Alexander Villanova

Exhibit A

In re Luckin Coffee Inc. Securities Litigation
P.O. Box 5887
Portland, OR 97228-5887

Website: www.LuckinCoffeeSecuritiesLitigation.com
Email: info@LuckinCoffeeSecuritiesLitigation.com
Phone: 855-535-1824

NOTICE TO BROKERS, BANKS AND OTHER NOMINEES

TIME-SENSITIVE, COURT-ORDERED,
REQUIRED ACTION ON YOUR PART

In re Luckin Coffee Inc. Securities Litigation, Case No. 1:20-cv-01293-JPC-JLC

A proposed Settlement of the above-noted securities class action lawsuit (the "Action") has been reached. Enclosed is the Settlement Notice and Claim Form (together, the "Settlement Notice Packet") that the Court has ordered to be timely sent to potential Class Members. The Settlement Notice Packet includes important deadlines for Class Members. The deadline for Class Members to object is **June 24, 2022**, and the deadline to file a claim is **March 15, 2022**.

Subject to certain exclusions, the "Class" consists of all persons and entities (and their beneficiaries) that purchased or otherwise acquired the American Depository Shares ("ADSs") of Luckin Coffee Inc. ("Luckin") from May 17, 2019 through July 15, 2020, inclusive (the "Class Period"). You were previously sent a Notice of Pendency of Class Action ("Class Notice") in July 2021 requesting the names and addresses of persons and entities for the beneficial interest of whom you purchased/acquired Luckin ADSs during the Class Period. If, in connection with the mailing of the Class Notice, you provided the Claims Administrator with a list of names and addresses of potential Class Members, **DO NOT** resubmit those names and addresses. Copies of the Settlement Notice Packet will be forwarded to those potential Class Members by the Claims Administrator. (Also, see below.)

If, in connection with the mailing of the Class Notice, you requested that copies of the Class Notice be sent to you for forwarding by you to potential Class Members **WITHOUT** providing the names and addresses to the Claims Administrator, you will be mailed the same number of Settlement Notice Packets to forward to those potential Class Members. If you require a different number of copies of the Settlement Notice Packet than you previously requested in connection with the mailing of the Class Notice, please send an email to info@LuckinCoffeeSecuritiesLitigation.com and let the Claims Administrator know how many Settlement Notice Packets you require. You must mail the Settlement Notice Packet to the beneficial owners within **seven (7) calendar days** of your receipt of the packets. Please note, in connection with the Class Notice, you were advised that if you elected to forward the Class Notice, you must retain your mailing records for use in connection with any further notices that may be provided in the Action.

If you **NEITHER** previously submitted names and addresses of Class Members **NOR** requested notices to send to Class Members, as outlined above, **OR** if you have names and addresses of Class Members that were not included in your previous submission to the Claims Administrator, you **MUST** submit a request for Settlement Notice Packets or submit the names and addresses of Class Members to the Claims Administrator, no later than **seven (7) calendar days** from receipt of this notice. If you request copies of the Settlement Notice Packet for forwarding by you, they must be mailed to the beneficial owners within **seven (7) calendar days** of your receipt of the packets from the Claims Administrator.

If you are providing a list of names and addresses to the Claims Administrator:

I. Compile a list of names and addresses of beneficial owners who purchased or acquired Luckin ADSs during the period from May 17, 2019 through July 15, 2020, inclusive.

II. Prepare the list in Microsoft Excel format following the "Electronic Name and Address File Layout" below. A preformatted spreadsheet can also be found on the "Nominees" page of the website www.LuckinCoffeeSecuritiesLitigation.com. Then, do one of the following:

A. Email the list to info@LuckinCoffeeSecuritiesLitigation.com;

B. Upload the list to the "Nominees" page of the website www.LuckinCoffeeSecuritiesLitigation.com; or

C. Burn the Microsoft Excel file to a CD or DVD and mail the CD or DVD to Epiq, the Claims Administrator, at:

In re Luckin Coffee Inc. Securities Litigation
P.O. Box 5887
Portland, OR 97228-5887

If you are mailing the Settlement Notice Packet to beneficial owners:

If you elect to mail the Settlement Notice Packet to beneficial owners yourself, additional copies of the Settlement Notice Packet may be requested via email to info@LuckinCoffeeSecuritiesLitigation.com. As noted above, you must forward the requested additional copies of the Settlement Notice Packet to the beneficial owners within seven (7) calendar days of your receipt of those Settlement Notice Packets. **You must also send a statement to the Claims Administrator at the address above confirming that the mailing was made, and you must retain your mailing records for use in connection with any further notices that may be provided in the Action.**

Expense Reimbursement

Reasonable expenses are eligible for reimbursement (including postage and costs to compile names and addresses), provided an invoice documenting the expenses is timely submitted to the Claims Administrator. Please provide any invoice within one month of completion of the mailing or delivery of your list.

Electronic Name and Address File Layout

Column	Description	Length	Notes
A	Account #	15	Unique identifier for each record
B	Beneficial owner's first name	25	
C	Beneficial owner's middle name	15	
D	Beneficial owner's last name	30	
E	Joint beneficial owner's first name	25	
F	Joint beneficial owner's middle name	15	
G	Joint beneficial owner's last name	30	
H	Business or record owner's name	60	Businesses, trusts, IRAs, and other types of accounts
I	Representative or contact name	45	
J	Address 1	35	
K	Address 2	25	
L	City	25	
M	U.S. state or Canadian province	2	U.S. and Canada addresses only[1]
N	ZIP Code	10	
O	Country (other than U.S.)	15	
P	Email Address	35	

If you have any questions, you may contact the Claims Administrator by telephone at 855-535-1824 or by email at: info@LuckinCoffeeSecuritiesLitigation.com. Thank you for your cooperation.

[1] For countries other than the U.S. and Canada, place any territorial subdivision in "Address 2" field.

Exhibit B

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

NOTICE OF (I) PROPOSED SETTLEMENT; (II) SETTLEMENT HEARING; AND (III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

TO: ALL PERSONS AND ENTITIES (AND THEIR BENEFICIARIES) THAT PURCHASED OR OTHERWISE ACQUIRED THE AMERICAN DEPOSITORY SHARES ("ADSs") OF LUCKIN COFFEE INC. FROM MAY 17, 2019 THROUGH JULY 15, 2020, INCLUSIVE (THE "CLASS").

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

NOTICE OF SETTLEMENT: This Settlement Notice has been issued pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York ("Court"). Please be advised that the Court-appointed Class Representatives Sjunde AP-Fonden and Louisiana Sheriffs' Pension & Relief Fund ("Louisiana Sheriffs"), on behalf of themselves and the Class, have reached a proposed settlement of the above-captioned action ("Action") with Luckin Coffee Inc. (in Provisional Liquidation) ("Luckin" or the "Company" and, together with Class Representatives, the "Settling Parties") for $175,000,000 in cash ("Settlement"). The Settlement, if approved, will resolve all claims in the Action. The terms and provisions of the Settlement are contained in the Stipulation and Agreement of Settlement dated October 20, 2021 ("Stipulation").[1]

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

If you have questions about this Settlement Notice, the Settlement, or your eligibility to participate in the Settlement, please DO NOT contact the Court, the Clerk's Office, Luckin, or Luckin's Counsel. All questions should be directed to Class Counsel or the Claims Administrator (*see* ¶ 67 below).

Additional information about the Settlement is available on the website,
www.LuckinCoffeeSecuritiesLitigation.com.

1. **Description of the Action and the Class:** This Notice relates to the proposed Settlement of claims in a pending securities class action brought by Luckin investors alleging, among other things, that Defendants[2] violated the federal securities laws by making false and misleading statements and omissions regarding, among other things, Luckin's operating expenses and financial reports. A more detailed description of the Action is set forth in ¶¶ 11-24 below. The Settlement, if approved by the Court, will settle the claims of the Class, as defined in ¶ 25 below.

2. **Statement of the Class's Recovery:** Subject to Court approval, Class Representatives, on behalf of themselves and the Class, have agreed to settle the Action in exchange for a payment of $175,000,000 in cash ("Settlement Amount") to be deposited into an escrow account. The Net Settlement Fund (i.e., the Settlement Amount plus any and all interest earned thereon ("Settlement Fund") less: (i) any Taxes; (ii) any Notice and Administration

[1] All capitalized terms used in this Settlement Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation, which is available on the website www.LuckinCoffeeSecuritiesLitigation.com.

[2] The term Defendants refers collectively to: (i) Luckin; (ii) Charles Zhengyao Lu, Jenny Zhiya Qian, Jian Liu, and Reinout Hendrik Schakel (the "Executive Defendants"); (iii) Hui Li, Erhai Liu, Jinyi Guo, Sean Shao, and Thomas P. Meier (the "Director Defendants"); and (iv) Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC, China International Capital Corporation Hong Kong Securities Limited, Haitong International Securities Company Limited, KeyBanc Capital Markets Inc., and Needham & Company, LLP (the "Underwriter Defendants") (collectively, "Defendants").

Costs; (iii) any Litigation Expenses awarded by the Court; (iv) any attorneys' fees awarded by the Court; and (v) any other costs or fees approved by the Court) will be distributed in accordance with a plan of allocation approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Class. The proposed plan of allocation ("Plan of Allocation") is attached hereto as Appendix A.

3. **Estimate of Average Amount of Recovery Per Luckin ADS:** Based on Class Representatives' damages consultant's estimate of the number of Luckin ADSs purchased or otherwise acquired during the Class Period that may have been affected by the alleged conduct at issue in the Action, and assuming that all Class Members elect to participate in the Settlement, the estimated average recovery (before the deduction of any Court-approved fees, expenses, and costs as described herein) is $0.44 per eligible ADS. **Class Members should note, however, that the foregoing average recovery per eligible ADS is only an estimate.** Some Class Members may recover more or less than this estimated amount depending on, among other factors: (i) when and the price at which they purchased/acquired Luckin ADS; (ii) whether the Luckin ADSs were purchased in or traceable to the initial public offering of ADSs on May 17, 2019 (the "IPO"), the secondary public offering of ADSs on January 10, 2020 (the "SPO"), or on the open market; (iii) whether they sold their Luckin ADSs and, if so, when; (iv) the total number and value of valid Claims submitted to participate in the Settlement; (v) the amount of Notice and Administration Costs; and (vi) the amount of attorneys' fees and Litigation Expenses awarded by the Court. Distributions to Class Members will be made based on the Plan of Allocation attached hereto as Appendix A or such other plan of allocation as may be ordered by the Court.

4. **Average Amount of Damages Per Luckin ADS:** The Settling Parties do not agree on the amount of damages per Luckin ADS that would be recoverable if Class Representatives were to prevail in the Action. Among other things, Luckin does not agree that it, or any of the other Defendants, violated the federal securities laws or that, even if liability could be established, that any damages were suffered by any members of the Class as a result of their conduct.

5. **Attorneys' Fees and Expenses Sought:** Class Counsel have not received any payment of attorneys' fees for their representation of the Class in the Action and have advanced the funds to pay expenses incurred to prosecute this Action with the expectation that if they were successful in recovering money for the Class, they would receive fees and be paid for their expenses from the Settlement Fund, as is customary in this type of litigation. Class Counsel, Bernstein Litowitz Berger & Grossmann LLP ("BLB&G") and Kessler Topaz Meltzer & Check, LLP ("KTMC"), will apply to the Court for an award of attorneys' fees on behalf of all Plaintiffs' Counsel[3] in an amount not to exceed 25% of the Settlement Fund. In addition, Class Counsel will apply for reimbursement or payment of Litigation Expenses incurred by Plaintiffs' Counsel in connection with the institution, prosecution, and resolution of the claims against Luckin and the other Defendants, in an amount not to exceed $1,000,000, plus interest, which amount may include a request for reimbursement of the reasonable costs and expenses incurred by Class Representatives directly related to their representation of the Class in accordance with 15 U.S.C. § 78u-4(a)(4). Any fees and expenses awarded by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses. The estimated average cost per eligible Luckin ADS, if the Court approves Class Counsel's fee and expense application, is approximately $0.11 per ADS. **Please note that this amount is only an estimate.**

6. **Identification of Attorneys' Representatives:** Class Representatives and the Class are represented by Salvatore J. Graziano, Esq. of Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, New York, NY 10020, 1-800-380-8496, settlements@blbglaw.com, www.blbglaw.com and Sharan Nirmul, Esq. of Kessler Topaz Meltzer & Check, LLP, 280 King of Prussia Road, Radnor, PA 19087, 1-610-667-7706, info@ktmc.com, www.ktmc.com. Further information regarding the Action, the Settlement, and this Settlement Notice may be obtained by contacting Class Counsel or the Claims Administrator at *In re Luckin Coffee Inc. Securities Litigation,* c/o Epiq Class Action & Claims Solutions, Inc., P.O. Box 5887, Portland, OR 97228-5887, 1-855-535-1824, info@LuckinCoffeeSecuritiesLitigation.com, www.LuckinCoffeeSecuritiesLitigation.com. **Please do not contact the Court regarding this notice.**

7. **Reasons for the Settlement:** Class Representatives' principal reason for entering into the Settlement is the substantial and certain cash benefit provided for the Class, without the risk or the delays and costs inherent in further litigation. In agreeing to settle the Action, Class Representative also carefully considered Luckin's current financial situation and its bankruptcy proceedings under Chapter 15 of the U.S. Bankruptcy Code. Moreover, the cash benefit provided under the Settlement must be considered against the risk that a smaller recovery—or, indeed, no recovery at all—might be achieved after a ruling on the pending motions to dismiss, full discovery, contested motions, a trial of the Action, and the likely appeals that would follow a trial. This process could be expected to last several years. Luckin denies all allegations of wrongdoing or liability whatsoever. Luckin has determined that it is desirable and beneficial to it and the other Defendants that the Action be settled in the manner and upon the terms and conditions of the Settlement solely to eliminate the uncertainty, burden, and expense of further protracted litigation.

[3] Plaintiffs' Counsel are Class Counsel, BLB&G and KTMC, additional counsel Klausner Kaufman Jensen & Levinson ("Klausner Kaufman"), and bankruptcy counsel, Lowenstein Sandler LLP ("Lowenstein").

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
SUBMIT A CLAIM FORM POSTMARKED (IF MAILED), OR ONLINE, NO LATER THAN MARCH 15, 2022.	This is the only way to be eligible to receive a payment from the Settlement Fund. If you are a Class Member, you will be bound by the Settlement as approved by the Court and you will give up any Released Plaintiffs' Claims (defined in ¶ 35 below) that you have against Luckin and the other Defendants' Released Parties (defined in ¶ 36 below), so it is in your interest to submit a Claim Form.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS *RECEIVED* NO LATER THAN JUNE 24, 2022.	If you do not like the proposed Settlement, the proposed Plan of Allocation, and/or the requested attorneys' fees and Litigation Expenses, you may object by writing to the Court and explaining why you do not like them. You cannot object unless you are a member of the Class.
ATTEND A HEARING ON JULY 22, 2022 AT 11:00 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS *RECEIVED* NO LATER THAN JUNE 24, 2022.	If you have filed a written objection and wish to appear at the hearing, you must also file a notice of intention to appear by June 24, 2022, which allows you to speak in Court, at the discretion of the Court, about the fairness of the Settlement, the Plan of Allocation, and/or the request for attorneys' fees and Litigation Expenses. If you submit a written objection, you may (but you do not have to) attend the hearing.
DO NOTHING.	If you are a member of the Class and you do not submit a valid Claim Form, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Class, which means that you give up your right to sue about the claims that are being resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

These rights and options—and the deadlines to exercise them—are further explained in this Settlement Notice. Please Note: The date and time of the Settlement Hearing—currently scheduled for July 22, 2022 at 11:00 a.m.—is subject to change without further notice to the Class. It is also within the Court's discretion to hold the hearing in person or telephonically. If you plan to attend the hearing, you should check the website, www.LuckinCoffeeSecuritiesLitigation.com, or with Class Counsel as set forth above to confirm that no change to the date and/or time of the hearing has been made.

WHAT THIS NOTICE CONTAINS

WHY DID I GET THIS NOTICE?

8. The Court authorized that this Notice be sent to you because you or someone in your family or an investment account for which you serve as custodian may have purchased or otherwise acquired Luckin ADSs during the Class Period. The Court has directed us to send you this Settlement Notice because, as a Class Member, you have the right to understand how this class action lawsuit may generally affect your legal rights. If the Court approves the Settlement and the Plan of Allocation (or some other plan of allocation), the Claims Administrator selected by Class Counsel and approved by the Court will make payments pursuant to the Settlement after any objections and appeals are resolved.

9. This Notice is being sent to inform you of the terms of the proposed Settlement, your rights (if you are a Class Member) in connection with the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the Plan of Allocation, and Class Counsel's motion for attorneys' fees and Litigation Expenses ("Settlement Hearing"). See ¶¶ 54-55 below for details about the Settlement Hearing, including the date and location of the hearing.

10. The issuance of this Notice is not an expression of any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement and a plan of allocation, then payments to Authorized Claimants will be made after any appeals are resolved and after the completion of all claims processing. Please be patient, as this process can take some time.

WHAT IS THIS CASE ABOUT?

11. Luckin is a Cayman Islands corporation with principal executive offices in Fujian, China. During the Class Period, Luckin operated an extensive network of retail coffee stores in China. Luckin conducted an initial public offering of ADSs on May 17, 2019 (the "IPO") and a secondary public offering of ADSs on January 10, 2020 (the "SPO"). Luckin's ADSs traded on the NASDAQ under the ticker symbol "LK" following the IPO until June 29, 2020.

12. In the offering materials for the IPO, in the quarters following the IPO, and in the offering materials for the SPO, Luckin reported increasing revenues. However, on January 31, 2020, an anonymous report was published by Muddy Waters Research, suggesting that Luckin's increased revenues were fraudulent. On April 2, 2020, the Company voluntarily disclosed that nearly $300 million of its sales between the second and fourth quarters of 2019 were associated with fabricated transactions and advised investors to "no longer rely upon the Company's previous financial statements and earnings releases for the nine months ended September 30, 2019 and the two quarters starting April 1, 2019 and ended September 30, 2019, including the prior guidance on net revenues from products for the fourth quarter of 2019, and other communications relating to these consolidated financial statements." The price of Luckin's ADSs dropped dramatically following these revelations and, on June 29, 2020, trading of Luckin's ADSs on the NASDAQ was suspended.

13. Beginning in February 2020, a series of lawsuits alleging that Luckin and the other Defendants had violated United States securities laws were filed in the Court. On May 15, 2020, the Court entered an Order that consolidated all related actions into the Action. On June 12, 2020, the Court issued an Opinion and Order appointing Sjunde AP-Fonden and Louisiana Sheriffs as Lead Plaintiffs pursuant to the Private Securities Litigation Reform Act of 1995, and approving Lead Plaintiffs' selection of KTMC and BLB&G as Lead Counsel.

14. On September 24, 2020, Lead Plaintiffs filed the operative complaint in the Action—the Consolidated Class Action Complaint ("Complaint"). The Complaint asserts that Luckin and certain other Defendants violated Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Section 11 of the Securities Act of 1933 ("Securities Act"). The Complaint alleges, among other things, that Defendants included material misstatements and omissions in the offering documents for the IPO and the SPO regarding, *inter alia:* (i) Luckin's compliance with laws and regulations, GAAP, and internal controls over financial reporting; (ii) the reasons for Luckin's increased earnings and growth leading up to the IPO and between the IPO and the SPO; (iii) Defendants' reported revenues and expenses; and (iv) Luckin's related-party transactions. In addition, the Complaint alleges that the offering materials for the SPO omitted material facts concerning the margin loan facility some of the underwriters for the SPO entered into with Charles Zhengyao Lu, Luckin's co-founder and then Chairman of Luckin's Board of Directors, and Jenny Zhiya Qian, Luckin's co-founder and then member of Luckin's Board of Directors.

15. The Complaint further alleges that between the May 17, 2019 IPO and the January 10, 2020 SPO, Luckin and certain other Defendants made material misstatements and omissions regarding, among other things, Luckin's operating expenses and financial reports, and, following the SPO, falsely denied allegations contained in the report published by Muddy Waters Research on January 31, 2020.

16. On November 23, 2020, Luckin moved to dismiss certain portions of the Complaint and the Underwriter Defendants moved to dismiss the Complaint in its entirety. On January 22, 2021, Lead Plaintiffs opposed Luckin's and the Underwriter Defendants' motions to dismiss. On February 4, 2021, Defendant Thomas P. Meier filed a motion to dismiss the Complaint.

17. While the Action was proceeding in the Court, Luckin entered into provisional liquidation proceedings. On July 15, 2020, Luckin announced that by order of the Grand Court of the Cayman Islands (the "Grand Court"), provisional liquidators had been appointed over the Company ("Joint Provisional Liquidators" or "JPLs") following the presentation of a winding-up petition filed by a creditor of the Company.[4]

18. On January 29, 2021, Luckin's JPLs disclosed that they had reached an agreement in principle with holders of Luckin's convertible bonds, and that they would separately seek to resolve the claims of investors in Luckin ADSs that are members of the Class in the Action.

19. On February 5, 2021, Luckin's JPLs commenced a proceeding under Chapter 15 of the U.S. Bankruptcy Code to recognize the Cayman Islands provisional liquidation proceeding as a foreign main proceeding in order to seek certain protections under the U.S. Bankruptcy Code. The U.S. bankruptcy proceeding is pending in the Bankruptcy Court for the Southern District of New York. *See In re Luckin Coffee Inc. (In Provisional Liquidation)*, No. 21-10228 (MG) (Bankr. S.D.N.Y.).

20. On March 2, 2021, Lead Plaintiffs and Luckin filed a stipulation and proposed order provisionally certifying the Class for purposes of negotiating and implementing a settlement. On March 5, 2021, the Court issued an Order (i) granting provisional class certification of the Class for settlement purposes; (ii) certifying a class consisting of all persons and entities (and their beneficiaries) that purchased or otherwise acquired the ADSs of Luckin between May 17, 2019 through July 15, 2020, inclusive;[5] (iii) appointing Lead Plaintiffs Sjunde AP-Fonden and Louisiana Sheriffs as Class Representatives; and (iv) appointing KTMC and BLB&G as Class Counsel.

21. On May 14, 2021, Class Representatives and Luckin filed a stipulation and proposed order regarding dissemination of class notice. On July 6, 2021, the Court issued an Order approving the form and manner of notifying the Class of the pendency of the Action as a class action. Pursuant to the Order, the Notice of Pendency of Class Action ("Class Notice") was mailed to potential Class Members and a summary notice was published in *The Wall Street Journal* and transmitted over *PR Newswire*. The Class Notice and summary class notice informed potential Class Members that requests for exclusion from the Class were to be postmarked no later than September 17, 2021. Out of the hundreds of thousands of Class Notices distributed, a total of 110 requests for exclusion from the Class were received, as listed on Appendix 1 to the Stipulation.

22. While notice was being provided to the Class, Class Representatives and Luckin began discussing the possibility of resolving the Action through settlement. On September 20, 2021, the Settling Parties executed a term sheet setting forth their agreement in principle to settle the Action.

23. After additional negotiations regarding the specific terms of their agreement, the Settling Parties entered into the Stipulation on October 20, 2021. The Stipulation sets forth the specific terms and conditions of the Settlement and can be viewed on the website for the Action, www.LuckinCoffeeSecuritiesLitigation.com.

24. By Order dated October 26, 2021, the Court preliminarily approved the Settlement, authorized notice of the Settlement to be provided to potential Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

[4] In December 2020, Luckin and the U.S. Securities and Exchange Commission entered in a consent decree under which Luckin agreed to pay a $180 million civil penalty for violations of the Exchange Act, which was approved by the Court on February 4, 2021. The amount of Luckin's civil penalty will be offset by any cash payments made by Luckin and distributed to its security holders pursuant to the implementation of any scheme of arrangement in accordance with section 86 of the Cayman Islands Companies Act (2021 Revision), as set forth in the final judgment entered by the court on February 4, 2021 in the action *Securities and Exchange Commission v. Luckin Coffee, Inc.,* 1:20-cv-10631-MKV.

[5] Excluded from the Class are Defendants and their families; the Officers, directors and affiliates of Defendants; members of Defendants' Immediate Families and their legal representatives, heirs, successors or assigns; and any entity in which Defendants have or had a controlling interest.

HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT? WHO IS INCLUDED IN THE CLASS?

25. If you are a member of the Class and did not previously request exclusion from the Class in connection with the Class Notice, you are subject to the Settlement. The Class provisionally certified by the Court for purposes of negotiating and implementing a settlement on March 5, 2021 consists of:

> **All persons and entities (and their beneficiaries) that purchased or otherwise acquired the American Depository Shares of Luckin Coffee Inc. between May 17, 2019 through July 15, 2020, inclusive.**

Excluded from the Class are Defendants and their families; the Officers, directors and affiliates of Defendants; members of Defendants' Immediate Families and their legal representatives, heirs, successors or assigns; and any entity in which Defendants have or had a controlling interest. Also excluded from the Class are the persons or entities that validly requested exclusion from the Class following the procedures set forth in the Class Notice, as set forth in Appendix 1 to the Stipulation.

PLEASE NOTE: Receipt of this Settlement Notice does not mean that you are a Class Member or that you will be entitled to receive proceeds from the Settlement.

If you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Claim Form that is being distributed with this Settlement Notice and the required supporting documentation postmarked (if mailed), or online, no later than March 15, 2022.

WHAT ARE CLASS REPRESENTATIVES' REASONS FOR THE SETTLEMENT?

26. Class Representatives and Class Counsel believe that the claims asserted against Luckin and the other Defendants have merit. They recognize, however, the uncertainty, expense, and length of the continued proceedings inherent in the prosecution of their claims through the completion of fact and expert discovery, summary judgment, trial, appeals, and collection of any judgment presented significant risks to achieving a result superior to the Settlement.

27. In particular, to the extent Class Representatives were successful in their efforts to establish damages and liability against the Defendants, there existed a substantial risk that any judgment obtained against any of the solvent Defendants would be uncollectible. For instance, during the pendency of the Action, Luckin entered provisional liquidation proceedings in the Cayman Islands and secured a stay of this litigation against it by order of the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Stay"). Additionally, the Executive Defendants and Director Defendants are all foreign nationals and all but one, Thomas Meier, a Director Defendant who is a resident of Switzerland, were residents of the Peoples Republic of China ("PRC") and did not enter an appearance in the litigation. Two of the six Underwriter Defendants were also based in the PRC.

28. As noted above, the Underwriter Defendants, Luckin and Thomas Meier each filed motions to dismiss the Complaint and these motions were pending when the Settlement was reached. While the Bankruptcy Stay precluded the claims against Luckin from proceeding, even if Class Representatives' claims survived the Underwriter Defendants' and Meier's motions to dismiss, in whole or in part, Class Representatives faced challenges to proving, at summary judgment and trial, that these Defendants were liable for the alleged material misrepresentations and omissions made to the market during the Class Period and that, with respect to their Securities Act claims asserted against them, that the Underwriter Defendants and Mr. Meier failed to adequately undertake adequate due diligence to have discovered the alleged fraud. The Securities Act claims were also limited to those investors who purchased in the Offerings or whose shares were traceable to the Offerings and in this regard, there were significant risks in establishing that Class Members who did not purchase directly in the Offerings had purchased shares traceable to the Offerings. Moreover, with respect to the Executive Defendants who, in addition to Luckin, were the only Defendants subject to Class Representatives' Exchange Act claims, there were substantial risks to securing and enforcing a judgment against them, particularly where the Executive Defendants are residents of the PRC and had not appeared in the Action. There were also risks related to proving that Defendants' alleged misrepresentations and omissions caused the alleged losses suffered by Class Representatives and the Class, and in establishing damages. Thus, there were very significant risks attendant to the continued prosecution of the Action, including the risk of zero recovery.

29. In light of these risks, the amount of the Settlement, and the immediacy of recovery to the Class, Class Representatives and Class Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Class. Class Representatives and Class Counsel believe that the Settlement provides a favorable result for the Class, namely $175 million in cash (less the various deductions described in this Settlement Notice), as compared to the risk that the claims in the Action would produce a smaller, or no, recovery after a ruling on the pending motions to dismiss, full discovery, summary judgment, trial, and appeals, possibly years in the future.

30. Luckin has denied and continues to deny the claims and allegations asserted against it and the other Defendants in the Action, including that they made false and misleading statements, they knew or recklessly disregarded material facts undermining their statements at the time they made them; and Class Representatives and Class Members suffered any damages or harm by the conduct alleged in the Action. Luckin has nonetheless agreed to the Settlement solely to eliminate the uncertainty, burden, and expense of continued litigation. The Settlement may not be construed as an admission of any wrongdoing by Luckin or the other Defendants in this or any other action or proceeding.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

31. If there were no Settlement, the proceedings with respect to the Action against the Company would remain stayed by virtue of the order recognizing the Company's Cayman Islands provisional liquidation (the "Recognition Order") entered in the case with respect to the Company as debtor filed under Chapter 15 of the U.S. Bankruptcy Code (the "Chapter 15 Case"). If and when the JPLs were discharged by the Grand Court and the Chapter 15 Case were closed without a winding up order having been made, the stay that arose upon entry of the Recognition Order would be lifted and the Court would proceed to rule on the motions to dismiss in the Action against the Company. If successful on the motions to dismiss, Class Representatives would have proceeded with discovery. If Class Representatives failed to establish any essential legal or factual element of their claims against the Company, neither Class Representatives nor the other members of the Class would recover anything from the Company. Also, if the Company were successful in establishing any of its defenses at summary judgment, at trial, or on appeal, the Class could recover substantially less than the amount provided in the Settlement, or nothing at all.

HOW ARE CLASS MEMBERS AFFECTED BY THE ACTION AND THE SETTLEMENT?

32. As a Class Member, you are represented by Class Representatives and Class Counsel, unless you enter an appearance through counsel of your own choice and at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her appearance on the attorneys listed in the section entitled, "When And Where Will The Court Decide Whether To Approve The Settlement?," on page 10 below.

33. If you are a Class Member and you wish to object to the Settlement, the Plan of Allocation, and/or Class Counsel's motion for attorneys' fees and Litigation Expenses, and if you did not previously exclude yourself from the Class in connection with Class Notice, you may present your objections by following the instructions in the section entitled, "When And Where Will The Court Decide Whether To Approve The Settlement?," on page 10 below.

34. If you are a Class Member you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment ("Judgment"). The Judgment will dismiss with prejudice the claims against Luckin and the other Defendants' Released Parties and will provide that, upon the Effective Date of the Settlement, Class Representatives and each of the other Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs' Claim (as defined in ¶ 35 below) against Luckin and the other Defendants' Released Parties (as defined in ¶ 36 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of the Defendants' Released Parties in any jurisdiction.

35. "Released Plaintiffs' Claims" means all claims and causes of action of every nature and description, whether known or Unknown Claims, accrued or unaccrued, in law or in equity, whether arising under federal, state, common or foreign law, whether direct, indirect, or derivative, that Class Representatives or any other member of the Class (a) asserted in the Complaint, or (b) could have asserted in any forum that arise out of, relate to, or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint and relate to the purchase or acquisition of Luckin ADSs during the Class Period.

Released Plaintiffs' Claims do not include: (i) any claims relating to the enforcement of the Settlement; and (ii) any claims of any person or entity who or which submitted a request for exclusion from the Class in connection with the Class Notice.

36. "Defendants' Released Parties" means Defendants, Haode Investment Inc., Primus Investments Fund, L.P., Summer Fame Limited, Lucky Cup Holdings Limited, Fortunate Cup Holdings Limited, Mayer Investments Fund, L.P., Chiang Sheung Lin, Richard Arthur, Cogency Global Inc., and Ernst & Young Hua Ming LLP, and each of their past, present and future affiliated persons and entities including but not limited to their beneficial owners, any entities under common control with any of them, their Immediate Families and their legal representatives (including court-appointed liquidators), heirs, successors or assigns, and any entities in which a Defendants' Released Party has a controlling interest or which has a direct or indirect controlling interest in a Defendants' Released Party.

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

> A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

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

38. Pursuant to the Judgment, upon the Effective Date of the Settlement, Luckin, on behalf of itself, and its heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Defendants' Claim (as defined in ¶ 39 below) against Class Representatives and the other Plaintiffs' Released Parties (as defined in ¶ 40 below), and shall forever be barred and enjoined from prosecuting any or all of the Released Defendants' Claims against any of the Plaintiffs' Released Parties in any jurisdiction. This release shall not apply to any person or entity who or which submitted a request for exclusion from the Class that is listed on Appendix 1 to the Stipulation.

39. "Released Defendants' Claims" means all claims and causes of action of every nature and description, whether known or Unknown Claims, whether arising under federal, state, common or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants except for claims relating to the enforcement of the Settlement.

40. "Plaintiffs' Released Parties" means (i) Class Representatives, Plaintiffs' Counsel, and all other Class Members; (ii) the current and former parents, affiliates, subsidiaries, successors, predecessors, assigns, and assignees of each of the foregoing in (i); and (iii) the current and former officers, directors, Immediate Family members, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, agents, affiliates, insurers, reinsurers, predecessors, successors, assigns, and advisors of each of the persons or entities listed in (i) and (ii), in their capacities as such.

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

41. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Class and you must timely complete and return the Claim Form with adequate supporting documentation ***postmarked (if mailed), or submitted online at www.LuckinCoffeeSecuritiesLitigation.com, no later than March 15, 2022***. A Claim Form is included with this Settlement Notice, or you may obtain one from the website maintained by the Claims Administrator, www.LuckinCoffeeSecuritiesLitigation.com, or on Class Counsel's websites, www.blbglaw.com and www.ktmc.com, or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll free at 1-855-535-1824, or by emailing the Claims Administrator at

info@LuckinCoffeeSecuritiesLitigation.com. **Please retain all records of your ownership of and transactions in Luckin ADSs, as they may be needed to document your Claim.** If you previously requested exclusion from the Class in connection with Class Notice or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

HOW MUCH WILL MY PAYMENT BE?

42. At this time, it is not possible to make any determination as to how much any individual Class Member may receive from the Settlement.

43. Pursuant to the Settlement, Luckin, on behalf of all Defendants' Released Parties, shall pay or cause to be paid $175,000,000 in cash. The Settlement Amount will be deposited into an escrow account. The Settlement Amount plus any interest earned thereon is referred to as the "Settlement Fund." If the Settlement is approved by the Court and the Effective Date occurs, the Net Settlement Fund will be distributed to Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

44. The Net Settlement Fund will not be distributed unless and until the Court has approved the Settlement and a Plan of Allocation and that decision is affirmed on appeal (if any) and/or the time for any petition for rehearing, appeal, or review, whether by certiorari or otherwise, has expired.

45. Neither Luckin, the other Defendants' Released Parties, nor any other person or entity (including Luckin's insurance carriers) who or which paid any portion of the Settlement Amount on Luckin's behalf are entitled to get back any portion of the Settlement Fund once the Court's order or Judgment approving the Settlement becomes Final. Luckin and the other Defendants' Released Parties shall not have any liability, obligation, or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund, or the Plan of Allocation.

46. Unless the Court otherwise orders, any Class Member who fails to submit a Claim Form postmarked (if mailed), or online, on or before March 15, 2022 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the Releases given. This means that each Class Member releases the Released Plaintiffs' Claims (as defined in ¶ 35 above) against the Defendants' Released Parties (as defined in ¶ 36 above) and will be enjoined and prohibited from prosecuting any of the Released Plaintiffs' Claims against any of the Defendants' Released Parties whether or not such Class Member submits a Claim Form.

47. Participants in and beneficiaries of any employee retirement and/or benefit plan ("Employee Plan") should NOT include any information relating to Luckin ADSs purchased/acquired through an Employee Plan in any Claim Form they submit in this Action. They should include ONLY those eligible Luckin ADSs purchased/acquired during the Class Period outside of an Employee Plan. Claims based on any Employee Plan(s)' purchases/acquisitions of eligible Luckin ADSs during the Class Period may be made by the Employee Plan(s)' trustees.

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

49. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her, or its Claim Form.

50. Only Class Members will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities who are excluded from the Class by definition or who previously excluded themselves from the Class in connection with Class Notice will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms.

51. **Appendix A to this Notice sets forth the Plan of Allocation for allocating the Net Settlement Fund among Authorized Claimants, as proposed by Class Representatives. At the Settlement Hearing, Class Counsel will request the Court approve the Plan of Allocation. The Court may modify the Plan of Allocation, or approve a different plan of allocation, without further notice to the Class.**

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

52. Class Counsel, on behalf of Plaintiffs' Counsel, will apply to the Court for an award of attorneys' fees and reimbursement or payment of Litigation Expenses. Class Counsel's motion for attorneys' fees will not exceed 25% of the Settlement Fund. Class Counsel BLB&G and KTMC have a fee or work sharing agreement to divide the total attorneys' fees that the Court may award in amounts commensurate with their respective efforts and contributions in the litigation. In addition, Class Representatives have an agreement with bankruptcy counsel, Lowenstein, which provides that the fees for Lowenstein's time will be paid consistent with any fee and/or expense application and award in the Court, as determined by Class Counsel in their reasonable discretion. BLB&G also has a retention agreement with Class Representative Louisiana Sheriffs, which provides that Klausner Kaufman, additional fiduciary counsel for Louisiana Sheriffs, will work together with Class Counsel on this Action, and BLB&G will compensate Klausner Kaufman for that work from the attorneys' fees that the Court approves in an amount commensurate with Klausner Kaufman's efforts and contributions in the litigation. In addition, Class Counsel intend to apply for payment of Litigation Expenses incurred in connection with the prosecution and resolution of this Action in an amount not to exceed $1,000,000, plus interest. Class Counsel's motion for attorneys' fees and Litigation Expenses, which may include a request for reimbursement of the reasonable costs and expenses incurred by Class Representatives directly related to their representation of the Class in accordance with 15 U.S.C. § 78u-4(a)(4), will be filed by June 10, 2022, and the Court will consider Class Counsel's motion at the Settlement Hearing. A copy of Class Counsel's motion for attorneys' fees and Litigation Expenses will be available for review at www.LuckinCoffeeSecuritiesLitigation.com once it is filed. Any award of attorneys' fees and reimbursement or payment of Litigation Expenses, including any reimbursement of costs and expenses to Class Representatives, will be paid from the Settlement Fund prior to allocation and payment to Authorized Claimants. ***Class Members are not personally liable for any such attorneys' fees or expenses.***

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

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

54. Please Note: The date and time of the Settlement Hearing may change without further written notice to the Class. In addition, the COVID-19 pandemic is a fluid situation that creates the possibility that the Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear at the hearing by phone, without further written notice to the Class. **In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Court's docket and the website for the Action, www.LuckinCoffeeSecuritiesLitigation.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or telephonic appearances at the hearing, will be posted to the website, www.LuckinCoffeeSecuritiesLitigation.com. Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by telephone, the phone number for accessing the telephonic conference will be posted to the website, www.LuckinCoffeeSecuritiesLitigation.com.**

55. The Settlement Hearing will be held on **July 22, 2022 at 11:00 a.m.**, before the Honorable John P. Cronan at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007-1312, Courtroom 12D, or by telephone or videoconference (in the discretion of the Court). The Court reserves the right to approve the Settlement, the Plan of Allocation, Class Counsel's motion for an award of attorneys' fees and Litigation Expenses, and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Class.

56. Any Class Member may object to the Settlement, the Plan of Allocation, and/or Class Counsel's motion for attorneys' fees and Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk's Office at the United States District Court for the Southern District of New York at the address set forth below as well as serve copies on Class Counsel and Luckin's Counsel at the addresses set forth below ***on or before June 24, 2022***.

Clerk's Office	**Class Counsel**	**Luckin's Counsel**
United States District Court Southern District of New York Daniel Patrick Moynihan United States Courthouse 500 Pearl Street New York, NY 10007-1312	Salvatore J. Graziano, Esq. Bernstein Litowitz Berger & Grossmann LLP 1251 Avenue of the Americas New York, NY 10020 Sharan Nirmul, Esq. Kessler Topaz Meltzer & Check, LLP 280 King of Prussia Road Radnor, PA 19087	Lawrence Portnoy, Esq. Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017

57. Any objections, filings, and other submissions by the objecting Class Member: (a) must identify the case name and docket number, *In re Luckin Coffee Inc. Securities Litigation*, Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.); (b) must state the name, address, and telephone number of the person or entity objecting and must be signed by the objector; (c) must state with specificity the grounds for the Class Member's objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention and whether the objection applies only to the objector, to a specific subset of the Class, or to the entire Class; and (d) must include documents sufficient to prove membership in the Class, including the number of Luckin ADSs that the objecting Class Member purchased/acquired and/or sold during the Class Period (i.e., May 17, 2019 through July 15, 2020, inclusive), as well as the transaction dates, number of ADSs, and prices of each such purchase/acquisition and sale. The objecting Class Member shall provide documentation establishing membership in the Class through copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from the objector's broker containing the transactional and holding information found in a broker confirmation slip or account statement.

58. **You may not object to the Settlement, Plan of Allocation, and/or Class Counsel's motion for an award of attorneys' fees and Litigation Expenses if you previously excluded yourself from the Class in connection with Class Notice or if you are not a member of the Class.**[6]

59. You may submit an objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless (1) you first submit a written objection in accordance with the procedures described above, (2) you first submit your notice of appearance in accordance with the procedures described below, or (3) the Court orders otherwise.

60. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation, and/or Class Counsel's motion for an award of attorneys' fees and Litigation Expenses, and if you timely submit a written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on Class Counsel and Luckin's Counsel at the addresses set forth in ¶ 56 above so that it is ***received*** **on or before June 24, 2022**. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

61. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Class Counsel and Luckin's Counsel at the addresses set forth in ¶ 56 above so that the notice is ***received*** **on or before June 24, 2022**.

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

[6] As this Class was previously certified and, in connection therewith, Class Members had the opportunity to exclude themselves from the Class, the Court has exercised its discretion not to allow a second opportunity for exclusion in connection with the settlement proceedings.

WHAT IF I BOUGHT LUCKIN ADSs ON SOMEONE ELSE'S BEHALF?

63. **Please Note: If you previously provided the names and addresses of persons and entities on whose behalf you purchased or otherwise acquired Luckin ADSs from May 17, 2019 through July 15, 2020, inclusive, in connection with the Class Notice, and (i) those names and addresses remain current and (ii) you have no additional names and addresses for potential Class Members to provide to the Claims Administrator, *you need do nothing further at this time.* The Claims Administrator will mail a Settlement Notice and Claim Form ("Settlement Notice Packet") to the beneficial owners whose names and addresses were previously provided in connection with the Class Notice.** If you elected to mail the Class Notice directly to beneficial owners, you were advised that you must retain the mailing records for use in connection with any further notices that may be provided in the Action. If you elected this option, the Claims Administrator will forward the same number of Settlement Notice Packets to you to send to the beneficial owners. If you require more copies of the Settlement Notice Packet than you previously requested in connection with the Class Notice mailing, please contact the Claims Administrator, Epiq Class Action & Claims Solutions, Inc., toll free at 1-855-535-1824, and let them know how many additional packets you require. You must mail the Settlement Notice Packets to the beneficial owners within seven (7) calendar days of your receipt of the Settlement Notice Packets.

64. If you have not already provided the names and addresses for persons and entities on whose behalf you purchased or otherwise acquired Luckin ADSs from **May 17, 2019 through July 15, 2020, inclusive,** in connection with the Class Notice, or if you have additional names or updated or changed information, then the Court has ordered that you must, WITHIN SEVEN (7) CALENDAR DAYS OF YOUR RECEIPT OF THIS SETTLEMENT NOTICE, either: (i) send the Settlement Notice Packet to all such beneficial owners of such Luckin ADSs, or (ii) send a list of the names and addresses of such beneficial owners to the Claims Administrator at *In re Luckin Coffee Inc. Securities Litigation*, c/o Epiq Class Action & Claims Solutions, Inc., P.O. Box 5887, Portland, OR 97228-5887, in which event the Claims Administrator shall promptly mail the Settlement Notice Packet to such beneficial owners. **AS STATED ABOVE, IF YOU HAVE ALREADY PROVIDED THIS INFORMATION IN CONNECTION WITH CLASS NOTICE, UNLESS THAT INFORMATION HAS CHANGED (E.G., BENEFICIAL OWNER HAS CHANGED ADDRESS), IT IS UNNECESSARY TO PROVIDE SUCH INFORMATION AGAIN.**

65. Upon full and timely compliance with these directions, nominees who mail the Settlement Notice Packet to beneficial owners may seek reimbursement of their reasonable expenses actually incurred by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with these directions shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

66. Copies of this Settlement Notice and the Claim Form may be obtained from the website, www.LuckinCoffeeSecuritiesLitigation.com, by calling the Claims Administrator toll free at 1-855-535-1824, or by emailing the Claims Administrator at info@LuckinCoffeeSecuritiesLitigation.com.

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

67. This Settlement Notice contains only a summary of the terms of the Settlement. For the terms and conditions of the Settlement, please see the Stipulation available at www.LuckinCoffeeSecuritiesLitigation.com. More detailed information about the matters involved in this Action can be obtained by accessing the Court docket in this case, for a fee, through the Court's Public Access to Court Electronic Records (PACER) system at https://ecf.nysd.uscourts.gov, or by visiting, during regular office hours, the Office of the Clerk, United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007-1312. Additionally, copies of any related orders entered by the Court and certain other filings in this Action will be posted on the website, www.LuckinCoffeeSecuritiesLitigation.com.

All inquiries concerning this Settlement Notice and the Claim Form should be directed to:

In re Luckin Coffee Inc. Securities Litigation
c/o Epiq Class Action & Claims Solutions, Inc.
P.O. Box 5887
Portland, OR 97228-5887
1-855-535-1824
info@LuckinCoffeeSecuritiesLitigation.com
www.LuckinCoffeeSecuritiesLitigation.com

and/or

Salvatore J. Graziano, Esq.
Bernstein Litowitz Berger & Grossmann LLP
1251 Avenue of the Americas
New York, NY 10020

Sharan Nirmul, Esq.
Kessler Topaz Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087

PLEASE DO NOT CALL OR WRITE THE COURT, THE CLERK'S OFFICE, LUCKIN, OR LUCKIN'S COUNSEL REGARDING THIS NOTICE.

Dated: November 15, 2021

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

APPENDIX A

Proposed Plan of Allocation of Net Settlement Fund Among Authorized Claimants

1. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund to those Class Members who suffered economic losses as a proximate result of the alleged violations of the federal securities laws. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of Claimants against one another for the purposes of making *pro rata* allocations of the Net Settlement Fund.

Exchange Act Loss Amounts

2. In developing the Plan of Allocation in conjunction with Class Counsel, Class Representatives' damages consultant calculated the estimated amount of artificial inflation in the price of Luckin ADSs that was allegedly caused by Defendants' alleged false and misleading statements and material omissions. In calculating the estimated artificial inflation allegedly caused by Defendants' alleged misrepresentations and omissions, Class Representatives' damages consultant considered price changes in Luckin ADSs in reaction to the public disclosures allegedly revealing the truth concerning Defendants' alleged misrepresentations and material omissions, adjusting for price changes that were attributable to market or industry forces.

3. For losses to be compensable damages under Section 10(b) of the Exchange Act, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of the Luckin ADSs. In the Action, Class Representatives allege that Defendants made false statements and omitted material facts during the period from May 17, 2019 through July 15, 2020, inclusive, which had the effect of artificially inflating the price of Luckin ADSs. Class Representatives further allege that corrective information was released to the market through a series of corrective disclosures from January 31, 2020 through July 15, 2020, which partially removed artificial inflation from the price of Luckin ADSs on January 31, 2020, April 2-3, 2020, April 6, 2020, May 20-28, 2020, June 19, 2020, June 22, 2020, June 23-24, 2020, June 26-July 1, 2020, and July 16, 2020.

4. Exchange Act Loss Amounts for transactions in Luckin ADSs are calculated under the Plan of Allocation based primarily on the difference in the amount of alleged artificial inflation in the price of Luckin ADSs at the time of purchase and the time of sale or the difference between the actual purchase price and sale price. In order to have a Recognized Loss Amount under the Plan of Allocation, a Class Member who purchased or otherwise acquired Luckin ADSs prior to the first corrective disclosure, which occurred at 11:00 a.m. Eastern time on January 31, 2020, must have held his, her, or its Luckin ADSs through at least 11:00 a.m. Eastern time on January 31, 2020. A Class Member who purchased or otherwise acquired publicly traded Luckin ADSs from January 31, 2020 at 11:00 a.m through and including July 15, 2020 must have held those ADSs through at least one subsequent alleged corrective disclosure date, when additional corrective information was released to the market and removed the remaining artificial inflation from the price of Luckin ADSs.

Securities Act Loss Amounts

5. The statutory formula for the calculation of compensable losses under the Securities Act (at Section 11(e) thereof) serves as the basis for calculating Securities Act Loss Amounts under the Plan. Under this formula, April 2, 2020 (when the first complaint in this Action was filed) is deemed the "date of suit," and October 20, 2021, the date that Stipulation was executed, is deemed the "date of judgment."

CALCULATION OF LUCKIN RECOGNIZED LOSS AMOUNTS

6. Based on the formula stated below, a "**Recognized Loss Amount**" will be calculated for each purchase or acquisition of a Luckin ADS during the Class Period that is listed on the Claim Form and for which adequate documentation is provided. The **Recognized Loss Amount** for each purchase or acquisition of a Luckin ADS during the Class Period is ***the greater of*** (a) the **Exchange Act Loss Amount** calculated under paragraph 7 below, if any, ***or*** (b) the **Securities Act Loss Amount** calculated under paragraph 8 or 9 below, if any.

Exchange Act Loss Amounts

7. For each Luckin ADS purchased or otherwise acquired during the period from May 17, 2019 through July 15, 2020, inclusive (including ADSs purchased in Luckin's May 17, 2019 Initial Public Offering or its January 10, 2020 Secondary Public Offering, or on the secondary market from May 17, 2019 through July 15, 2020), and:

(a) sold before 11:00 a.m. Eastern time on January 31, 2020, the **Exchange Act Loss Amount** is zero;[7]

(b) sold from 11:00 a.m. Eastern time on January 31, 2020 through the close of trading on July 15, 2020, the **Exchange Act Loss Amount** is **the lesser of:** (i) the amount of artificial inflation per ADS on the date of purchase/acquisition as stated in Table A *minus* the amount of artificial inflation per ADS on the date of sale as stated in Table A; or (ii) the purchase price *minus* the sale price;

(c) sold from July 16, 2020 through the close of trading on October 13, 2020, the **Exchange Act Loss Amount** is equal to **the least of:** (i) the amount of artificial inflation per ADS on the date of purchase/acquisition as stated in Table A; (ii) the purchase price *minus* the sale price; or (iii) the purchase price *minus* the average closing price between July 16, 2020 and the date of sale as stated in Table B;

(d) held as of the close of trading on October 13, 2020, the **Exchange Act Loss Amount** is equal to **the lesser of:** (i) the amount of artificial inflation per ADS on the date of purchase/acquisition as stated in Table A; or (ii) the purchase price *minus* $2.75.[8]

Securities Act Loss Amounts

8. **Purchases of Luckin ADSs In or Traceable to the May 17, 2019 Initial Public Offering ("IPO"):** For each Luckin ADS either (a) purchased directly in the May 17, 2019 Initial Public Offering, (b) purchased in the open market from May 20, 2019 through January 9, 2020, inclusive, or (c) purchased in the open market from January 10, 2020 through July 15, 2020, inclusive and for which the Claimant provides records establishing that those specific shares were originally issued in the IPO, and:

(a) sold before the close of trading on April 2, 2020, the **Securities Act Loss Amount** is the purchase price per share (not to exceed $17.00) *minus* the sale price per share;

(b) sold after the close of trading on April 2, 2020 but before the close of trading on October 20, 2021, the **Securities Act Loss Amount** is the purchase price per share (not to exceed $17.00) *minus* the greater of: (i) the sale price per share or (ii) $1.38 (the value of Luckin ADSs on April 2, 2020, the date the lawsuit was filed, based on the closing price that day less the remaining artificial inflation in the shares);

[7] For purposes of this Plan of Allocation, the Claims Administrator will assume that any Luckin ADSs purchased/acquired or sold on January 31, 2020 at any price equal to or greater than $33.00 per ADS occurred before 11:00 a.m. Eastern time, and that any Luckin ADSs purchased/acquired or sold on January 31, 2021 at any price less than $33.00 per ADS occurred at or after 11:00 a.m. Eastern time.

[8] Pursuant to Section 21D(e)(1) of the Exchange Act, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the Exchange Act, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Luckin ADSs during the "90-day look-back period," from July 16, 2020 through October 13, 2020. The mean (average) closing price for Luckin ADSs during this period was $2.75.

(c) held as of the close of trading on October 20, 2021, the **Securities Act Loss Amount** is the purchase price per share (not to exceed $17.00) *minus* $1.38.

9. **Purchases of Luckin ADSs In or Traceable to the January 10, 2020 Secondary Public Offering ("SPO"):** For each Luckin ADS either (a) purchased directly in the January 10, 2020 SPO, or (b) purchased in the open market from January 10, 2020 through July 15, 2020, inclusive *and* for which the Claimant provides records establishing that those specific shares were originally issued in the SPO, and:

(a) sold before the close of trading on April 2, 2020, the **Securities Act Loss Amount** is the purchase price per ADS (not to exceed $42.00) *minus* the sale price per share;

(b) sold after the close of trading on April 2, 2020 but before the close of trading on October 20, 2021, the **Securities Act Loss Amount** is the purchase price per share (not to exceed $42.00) *minus* the greater of: (i) the sale price per share or (ii) $1.38 (the value of Luckin ADSs on April 2, 2020, the date the lawsuit was filed, based on the closing price that day less the remaining artificial inflation in the shares);

(c) held as of the close of trading on October 20, 2021, the **Securities Act Loss Amount** is the purchase price per share (not to exceed $42.00) *minus* $1.38.

10. As noted above, for each purchase or acquisition of a Luckin ADS during the Class Period, a **Recognized Loss Amount** will be calculated which is the greater of: the Exchange Act Loss Amount, if any, or the Securities Act Loss Amount, if any. If a Recognized Loss Amount calculates to a negative number, the Recognized Loss Amount for that transaction will be zero.

ADDITIONAL PROVISIONS

11. The Net Settlement Fund will be allocated among all Authorized Claimants whose Distribution Amount (defined in paragraph 17 below) is $10.00 or greater.

12. **Calculation of a Claimant's "Recognized Claim":** A Claimant's "Recognized Claim" will be the sum of his, her, or its Recognized Loss Amounts as calculated above with respect to all purchases or acquisitions of Luckin ADS during the Class Period.

13. **FIFO Matching:** If a Class Member made more than one purchase/acquisition or sale of Luckin ADS during the Class Period, all purchases/acquisitions and sales will be matched on a First In, First Out ("FIFO") basis. Class Period sales will be matched against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.

14. **"Purchase/Sale" Prices:** For the purposes of calculations under this Plan of Allocation, "purchase price" means the actual price paid, excluding all fees, taxes, and commissions, and "sale price" means the actual amount received, not deducting any fees, taxes, and commissions. If a claimant receives Luckin ADSs through the conversion of another security, the "purchase" price applied to that acquisition shall be the closing market price of the Luckin ADSs on the date they are received.

15. **"Purchase/Sale" Dates:** Purchases, acquisitions, and sales of Luckin ADSs will be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. Moreover, the receipt or grant by gift, inheritance, or operation of law of Luckin ADSs during the Class Period shall not be deemed an eligible purchase, acquisition, or sale, nor shall the receipt or grant be deemed an assignment of any claim relating to the ADSs unless (i) the donor or decedent purchased or acquired the Luckin ADS during the Class Period; (ii) the instrument of gift or assignment specifically provides that it is intended to transfer such rights; and (iii) no Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to those shares.

16. **Short Sales:** The date of covering a "short sale" is deemed to be the date of purchase of the Luckin ADS. The date of a "short sale" is deemed to be the date of sale of the Luckin ADS. "Short sales" and the purchases covering "short sales" shall not be entitled to recovery under the Plan of Allocation.

17. **Derivatives and Options:** The only security eligible to participate in the Settlement are Luckin ADSs. Option contracts or any other derivative securities are not securities eligible to participate in the Settlement. With respect to Luckin ADSs purchased or sold through the exercise of an option, the purchase/sale date of the Luckin ADS is the exercise date of the option and the purchase/sale price is the closing market price of the Luckin ADSs on the date of exercise.

18. **Determination of Distribution Amount:** The Net Settlement Fund will be distributed to Authorized Claimants on a *pro rata* basis based on the relative size of their Recognized Claims. Specifically, a "**Distribution Amount**" will be calculated for each Authorized Claimant, which shall be the Authorized Claimant's Recognized Claim divided by the total Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

19. If an Authorized Claimant's Distribution Amount calculates to less than $10.00, it will not be included in the calculations and no distribution will be made to that Authorized Claimant.

20. After the initial distribution of the Net Settlement Fund, the Claims Administrator will make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the Net Settlement Fund after the initial distribution, if Class Counsel, in consultation with the Claims Administrator, determine that it is cost-effective to do so, the Claims Administrator, no less than seven (7) months after the initial distribution, will conduct another distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least $10.00 from such distribution. Additional distributions to Authorized Claimants who have cashed their prior checks and who would receive at least $10.00 on such additional distributions may occur thereafter if Class Counsel, in consultation with the Claims Administrator, determine that additional distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such further distributions, would be cost-effective. At such time as it is determined that the further distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance will be contributed to one or more non-sectarian, not-for-profit, 501(c)(3) organizations to be selected by Class Counsel and approved by the Court.

21. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, will be conclusive against all Claimants. No person or entity shall have any claim against Class Representatives, Class Counsel, the Claims Administrator, or any other agent designated by Class Counsel, or Defendants' Releasees and/or their respective counsel, arising from distributions made substantially in accordance with the Stipulation, the plan of allocation approved by the Court, or any order of the Court. Class Representatives and Defendants, and their respective counsel, and all other Releasees shall have no liability whatsoever for the investment or distribution of the Settlement Fund or the Net Settlement Fund, the plan of allocation, or the determination, administration, calculation, or payment of any claim or nonperformance of the Claims Administrator, the payment or withholding of Taxes (including interest and penalties) owed by the Settlement Fund, or any losses incurred in connection therewith.

22. The Plan of Allocation set forth herein is the plan that is being proposed to the Court for its approval by Class Representatives after consultation with Class Representatives' damages consultant. The Court may approve this Plan as proposed or it may modify the Plan without further notice to the Class. Any Orders regarding any modification of the Plan will be posted on the case website, www.LuckinCoffeeSecuritiesLitigation.com.

TABLE A

Estimated Artificial Inflation in Luckin ADSs from May 17, 2019 through and including July 15, 2020

Date Range	Artificial Inflation Per Luckin ADS
May 17, 2019 – January 31, 2020 at 10:59 a.m. Eastern Time	$29.08
January 31, 2020 at 11:00 a.m. Eastern Time – April 1, 2020	$25.96
April 2, 2020 – April 5, 2020	$5.02
April 6, 2020 – May 19, 2020	$3.81
May 20, 2020 – June 18, 2020	$1.33
June 19, 2020	$1.16
June 20, 2020 – June 22, 2020	$0.53
June 23, 2020 – June 25, 2020	$0.48
June 26, 2020 – July 15, 2020	$0.13
July 16, 2020 and later	$0.00

TABLE B
90-Day Look-Back Table for Luckin ADSs
(Average Closing Price: July 16, 2020 – October 13, 2020)

Sale Date	Closing Price	Average Closing Price from July 16, 2020 through Date		Sale Date	Closing Price	Average Closing Price from July 16, 2020 through Date
7/16/2020	$2.97	$2.97		8/31/2020	$3.11	$2.40
7/17/2020	$2.68	$2.83		9/1/2020	$2.95	$2.41
7/20/2020	$2.50	$2.72		9/2/2020	$2.74	$2.42
7/21/2020	$2.81	$2.74		9/3/2020	$2.51	$2.42
7/22/2020	$2.70	$2.73		9/4/2020	$2.51	$2.43
7/23/2020	$2.66	$2.72		9/8/2020	$2.53	$2.43
7/24/2020	$2.55	$2.70		9/9/2020	$2.43	$2.43
7/27/2020	$2.56	$2.68		9/10/2020	$2.29	$2.43
7/28/2020	$2.48	$2.66		9/11/2020	$2.35	$2.42
7/29/2020	$2.39	$2.63		9/14/2020	$2.36	$2.42
7/30/2020	$2.24	$2.59		9/15/2020	$2.36	$2.42
7/31/2020	$2.40	$2.58		9/16/2020	$2.54	$2.42
8/3/2020	$2.42	$2.57		9/17/2020	$2.50	$2.43
8/4/2020	$2.36	$2.55		9/18/2020	$2.59	$2.43
8/5/2020	$2.29	$2.53		9/21/2020	$2.60	$2.43
8/6/2020	$2.25	$2.52		9/22/2020	$2.94	$2.44
8/7/2020	$2.12	$2.49		9/23/2020	$2.77	$2.45
8/10/2020	$2.41	$2.49		9/24/2020	$2.89	$2.46
8/11/2020	$2.34	$2.48		9/25/2020	$2.88	$2.47
8/12/2020	$2.27	$2.47		9/28/2020	$2.91	$2.48
8/13/2020	$2.20	$2.46		9/29/2020	$2.94	$2.48
8/14/2020	$2.23	$2.45		9/30/2020	$3.07	$2.49
8/17/2020	$2.26	$2.44		10/1/2020	$3.14	$2.51
8/18/2020	$2.25	$2.43		10/2/2020	$3.39	$2.52
8/19/2020	$2.28	$2.42		10/5/2020	$4.10	$2.55
8/20/2020	$2.20	$2.42		10/6/2020	$4.62	$2.59
8/21/2020	$2.17	$2.41		10/7/2020	$5.66	$2.64
8/24/2020	$2.13	$2.40		10/8/2020	$4.82	$2.67
8/25/2020	$2.13	$2.39		10/9/2020	$4.23	$2.70
8/26/2020	$2.11	$2.38		10/12/2020	$4.13	$2.72
8/27/2020	$2.12	$2.37		10/13/2020	$4.60	$2.75
8/28/2020	$2.50	$2.37				

In re Luckin Coffee Inc. Securities Litigation
Toll-Free Number: 1-855-535-1824
Email: info@LuckinCoffeeSecuritiesLitigation.com
Website: www.LuckinCoffeeSecuritiesLitigation.com

PROOF OF CLAIM AND RELEASE FORM

To be eligible to receive a payment from the Settlement, you must complete and sign this Claim Form and mail it by first-class mail to the address below, or submit it online at www.LuckinCoffeeSecuritiesLitigation.com, with supporting documentation, ***postmarked*** **(or received) no later than March 15, 2022**.

Mail to:

In re Luckin Coffee Inc. Securities Litigation
c/o Epiq Class Action & Claims Solutions, Inc.
P.O. Box 5887
Portland, OR 97228-5887

Failure to submit your Claim Form by the date specified will subject your claim to rejection and may preclude you from being eligible to receive a payment from the Settlement.

Submit your Claim Form only to the Claims Administrator at the address set forth above.

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PART I - CLAIMANT INFORMATION

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner's Name

First Name | MI | Last Name

Joint Beneficial Owner's Name (*if applicable*)

First Name | MI | Last Name

If this claim is submitted for an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA, please include "IRA" in the "Last Name" box above (*e.g.*, Jones IRA).

Entity Name (if the Beneficial Owner is not an individual)

Name of Representative, if applicable (*executor, administrator, trustee, c/o, etc.*), if different from Beneficial Owner

Last 4 digits of Social Security Number or Taxpayer Identification Number

Street Address

City | State/Province | ZIP Code

Foreign Postal Code (if applicable) | Foreign Country (if applicable)

Telephone Number (Day) – – | Telephone Number (Evening) – –

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

Account Number

Type of Beneficial Owner:

Specify one of the following:

☐ Individual(s) ☐ Corporation ☐ UGMA Custodian ☐ IRA

☐ Partnership ☐ Estate ☐ Trust ☐ Other (describe: _____)

PART II – GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of (I) Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Settlement Notice") that accompanies this Claim Form, including the Plan of Allocation of the Net Settlement Fund set forth in the Settlement Notice. The Settlement Notice describes the proposed Settlement, how Class Members are affected by the Settlement, and the manner in which the Net Settlement Fund will be distributed if the Settlement and Plan of Allocation are approved. The Settlement Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read and that you understand the Settlement Notice, including the terms of the releases described therein and provided for herein.

2. This Claim Form is directed to **all persons and entities (and their beneficiaries) who purchased or otherwise acquired the American Depository Shares ("ADSs") of Luckin Coffee Inc. ("Luckin") during the Class Period (from May 17, 2019 through July 15, 2020, inclusive)** (the "Class"). Included in the Class are all persons and entities who purchased Luckin ADSs on the open market and/or in or traceable to the May 17, 2019 Initial Public Offering ("IPO") and January 10, 2020 Secondary Public Offering ("SPO") during the Class Period. Certain persons and entities are excluded from the Class by definition as set forth in ¶ 25 of the Settlement Notice.

3. By submitting this Claim Form, you will be making a request to receive a payment from the Settlement described in the Settlement Notice. IF YOU ARE NOT A CLASS MEMBER (*see* the definition of the Class on page 6 of the Settlement Notice, which sets forth who is included in and who is excluded from the Class), OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, SUBMITTED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A CLAIM FORM. **YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER.** THUS, IF YOU ARE EXCLUDED FROM THE CLASS, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

4. **Submission of this Claim Form does not guarantee that you will be eligible to receive a payment from the Settlement, if it is approved. The distribution of the payments to eligible purchasers of Luckin ADSs will be governed by the Plan of Allocation set forth in the Settlement Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.**

5. Use the Schedule of Transactions in Part III of this Claim Form to supply all required details of your transaction(s) in, and holdings of, Luckin ADSs. On this schedule, provide all of the requested information with respect to your holdings, purchases, acquisitions, and sales of Luckin ADSs (including free transfers and deliveries), whether such transactions resulted in a profit or a loss. **Failure to report all transaction and holding information during the requested time period may result in the rejection of your claim.**

6. **Please note**: Only Luckin ADSs purchased or acquired from May 17, 2019 through July 15, 2020, inclusive, are eligible for payment under the Settlement. However, sales of Luckin ADSs during the period from July 16, 2020 through and including the close of trading on October 20, 2021, will be used for purposes of calculating your claim under the Plan of Allocation. Therefore, in order for the Claims Administrator to be able to balance your claim, the requested purchase/acquisition and sale/disposition information during this period must also be provided.

7. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of Luckin ADSs as set forth in the Schedule of Transactions in Part III of this Claim Form. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your broker containing the transactional and holding information found in a broker confirmation slip or account statement. The Settling Parties and the Claims Administrator do not independently have information about your investments in Luckin ADSs. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF THE DOCUMENTS OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. **Please keep a copy of all documents that you send to the Claims Administrator. Also, do not highlight any portion of the Claim Form or any supporting documents.**

8. **Traceability of Luckin ADSs to Public Offerings in the Class Period.** Public offerings of Luckin ADSs occurred during the Class Period on or about (i) May 17, 2019 (the IPO); and (ii) January 10, 2020 (the SPO). Claimants who purchased Luckin ADSs directly in one or both of the offerings, or who purchased shares "traceable" to one or both of the offerings (as opposed to generally on the open market) may be entitled to additional compensation under the Plan of Allocation. All Luckin ADSs purchased from May 17, 2019 through January 9, 2020 are assumed to be traceable to the IPO. However, if you purchased Luckin ADSs from January 10, 2020 through July 15, 2020 that were not purchased directly in the SPO but that you believe are specifically traceable to Luckin ADSs that were issued in the IPO or SPO, you must submit documentation with your Claim Form showing that the specific ADSs you purchased were shares issued in the IPO or SPO.

9. Use Part I of this Claim Form entitled "CLAIMANT INFORMATION" to identify the beneficial owner(s) of the Luckin ADSs. The complete name(s) of the beneficial owner(s) must be entered. If you held the Luckin ADSs in your own name, you were the beneficial owner as well as the record owner. If, however, your Luckin ADSs were registered in the name of a third party, such as a nominee or brokerage firm, you were the beneficial owner of the ADSs, but the third party was the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement. If there were joint beneficial owners, each must sign this Claim Form and their names must appear as "Claimants" in Part I of this Claim Form.

10. **One Claim should be submitted for each separate legal entity or separately managed account.** Separate Claim Forms should be submitted for each separate legal entity (*e.g.*, an individual should not combine his or her IRA holdings and transactions with holdings and transactions made solely in the individual's name). Generally, a single Claim Form should be submitted on behalf of one legal entity including all holdings and transactions made by that entity on one Claim Form. However, if a single person or legal entity had multiple accounts that were separately managed, separate Claims may be submitted for each such account. The Claims Administrator reserves the right to request information on all the holdings and transactions in Luckin ADSs made on behalf of a single beneficial owner.

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

(a) expressly state the capacity in which they are acting;

(b) identify the name; account number; last four digits of the Social Security Number, taxpayer identification number, or comparable identification number for non-U.S. claimants; address; and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Luckin ADSs; and

(c) furnish herewith evidence of their authority to bind to the Claim Form the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another person's accounts.)

12. By submitting a signed Claim Form, you will be swearing that you:

(a) own(ed) the Luckin ADSs you have listed in the Claim Form; or

(b) are expressly authorized to act on behalf of the owner thereof.

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

14. Payments to eligible Authorized Claimants pursuant to the Plan of Allocation will be made after final approval of the Settlement and any appeals from such approval, and after the completion of all claims processing. The claims process will take substantial time to complete fully and fairly. Please be patient.

15. **PLEASE NOTE:** As set forth in the Plan of Allocation, each Authorized Claimant shall receive his, her, or its *pro rata* share of the funds available under the Settlement. If the prorated payment to any Authorized Claimant calculates to less than $10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

16. If you have questions concerning the Claim Form, or need additional copies of the Claim Form, you may contact the Claims Administrator, Epiq Class Action & Claims Solutions, Inc., at the address on the first page of this Claim Form, by email at info@LuckinCoffeeSecuritiesLitigation.com, or by toll-free phone at 1-855-535-1824, or you can visit the website, www.LuckinCoffeeSecuritiesLitigation.com, where copies of the Claim Form and other relevant documents are available for downloading.

17. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the ***mandatory*** electronic filing requirements and file layout, you may visit the Settlement website at www.LuckinCoffeeSecuritiesLitigation.com or you may email the Claims Administrator's electronic filing department at info@LuckinCoffeeSecuritiesLitigation.com. **Any file not in accordance with the required electronic filing format will be subject to rejection.** The ***complete*** name of the beneficial owner of the securities must be entered where called for (*see* ¶ 9 above). No electronic files will be considered to have been submitted unless the Claims Administrator issues an email to that effect. **Do not assume that your file has been received until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at info@LuckinCoffeeSecuritiesLitigation.com to inquire about your file and confirm it was received.**

IMPORTANT: PLEASE NOTE

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM WITHIN 60 DAYS OF YOUR SUBMISSION. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, CONTACT THE CLAIMS ADMINISTRATOR TOLL FREE AT 1-855-535-1824.

PART III – SCHEDULE OF TRANSACTIONS IN LUCKIN ADSs

Use this section to provide information on your holdings and trading of Luckin ADSs during the requested time periods. Please include proper documentation with your Claim Form as described in detail in Part II – General Instructions, ¶ 7 above.

1. PURCHASES/ACQUISITIONS FROM MAY 17, 2019 THROUGH JULY 15, 2020, INCLUSIVE – Separately list each and every purchase or acquisition (including free receipts) of Luckin ADSs from May 17, 2019 through and including the close of trading on July 15, 2020. Include Luckin ADSs purchased in Luckin's May 17, 2019 Initial Public Offering and January 10, 2020 Secondary Public Offering and Luckin ADSs purchased on the open market from May 17, 2019 through July 15, 2020. (Must be documented.)

Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of ADSs Purchased/ Acquired	Purchase Price Per ADS	Total Purchase Price (excluding any fees, commissions, and taxes)	Were the shares purchased in or traceable to the May 2019 IPO or the Jan. 2020 SPO?	Confirm Proof of Purchase/ Acquisition Enclosed
				☐	☐
				☐	☐
				☐	☐
				☐	☐
				☐	☐

2. PURCHASES/ACQUISITIONS FROM JULY 16, 2020 THROUGH OCTOBER 20, 2021, INCLUSIVE – State the total number of Luckin ADSs purchased or acquired (including free receipts) from July 16, 2020 through the close of trading on October 20, 2021. If none, write "zero" or "0."[1]

3. SALES FROM MAY 17, 2019 THROUGH OCTOBER 20, 2021 – Separately list each and every sale or disposition (including free deliveries) of Luckin ADSs from May 17, 2019 through and including the close of trading on October 20, 2021. (Must be documented.)

IF NONE, CHECK HERE ☐

Date of Sale (List Chronologically) (Month/Day/Year)	Number of ADSs Sold	Sale Price Per ADS	Total Sale Price (not deducting any fees, commissions, and taxes)	Confirm Proof of Sale Enclosed
				☐
				☐
				☐
				☐
				☐

4. HOLDINGS AS OF OCTOBER 20, 2021 – State the total number of Luckin ADSs held as of the close of trading on October 20, 2021. (Must be documented.) If none, write "zero" or "0."

Confirm Proof of Position Enclosed ☐

IF YOU REQUIRE ADDITIONAL SPACE FOR THE SCHEDULE ABOVE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT. PRINT THE BENEFICIAL OWNER'S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY/TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE. IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX. ☐

[1] **Please note**: Information requested with respect to your purchases and acquisitions of Luckin ADSs from July 16, 2020 through the close of trading on October 20, 2021 is needed in order to balance your claim; purchases and acquisitions during this period, however, are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim under the Plan of Allocation.

PART IV - RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN ON PAGE 7 OF THIS CLAIM FORM.

I (we) hereby acknowledge that, pursuant to the terms set forth in the Stipulation, without further action by anyone, upon the Effective Date of the Settlement, I (we), on behalf of myself (ourselves) and my (our) (the claimant(s)') heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of the judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiffs' Claim against Luckin and the other Defendants' Released Parties, and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of the Defendants' Released Parties in any jurisdiction.

CERTIFICATION

By signing and submitting this Claim Form, the claimant(s) or the person(s) who represent(s) the claimant(s) agree(s) to the release above and certifies (certify) as follows:

1. that I (we) have read and understand the contents of the Settlement Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;

2. that the claimant(s) is a (are) Class Member(s), as defined in the Settlement Notice, is (are) not excluded by definition from the Class as set forth in the Settlement Notice and did ***not*** submit a request for exclusion from the Class;

3. that I (we) own(ed) the Luckin ADSs identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Defendants' Released Parties to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;

4. that the claimant(s) has (have) not submitted any other claim covering the same purchases of Luckin ADSs and knows (know) of no other person having done so on the claimant's (claimants') behalf;

5. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim and for purposes of enforcing the releases set forth herein;

6. that I (we) agree to furnish such additional information with respect to this Claim Form as Class Counsel, the Claims Administrator, or the Court may require;

7. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the determination by the Court of the validity or amount of this claim, and waives any right of appeal or review with respect to such determination;

8. that should Luckin determine in its absolute discretion that the Settlement should also be implemented in the Cayman Islands by way of a scheme of arrangement promulgated under section 86 of the Cayman Islands Companies Act 1981 (the "Scheme"), the claimant(s) appoint(s) Sjunde AP-Fonden and Louisiana Sheriff's Pension & Relief Fund as its/their proxy to vote in favor of the Scheme at all meetings convened for the purpose of approving the Scheme;

9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and

10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (i) the claimant(s) is (are) exempt from backup withholding or (ii) the claimant(s) has (have) not been notified by the IRS that he, she, or it is subject to backup withholding as a result of a failure to report all interest or dividends or (iii) the IRS has notified the claimant(s) that he, she, or it is no longer subject to backup withholding. **If the IRS has notified the claimant(s) that he, she, it, or they is (are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.**

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

Signature of claimant

Date: MM – DD – YYYY

Print claimant name here

Signature of joint claimant, if here

Date: MM – DD – YYYY

Print joint claimant name here

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

Signature of person signing on behalf of claimant

Date: MM – DD – YYYY

Print name of person signing on behalf of claimant here

Capacity of person signing on behalf of claimant, if other than an individual, *e.g.*, executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – *see* ¶ 11 on page 4 of this Claim Form.)

REMINDER CHECKLIST

1. Sign the above release and certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.

2. Attach only ***copies*** of acceptable supporting documentation as these documents will not be returned to you.

3. Do not highlight any portion of the Claim Form or any supporting documents.

4. Keep copies of the completed Claim Form and documentation for your own records.

5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days of your submission. Your claim is not deemed filed until you receive an acknowledgement postcard. **If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 1-855-535-1824.**

6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, you must send the Claims Administrator written notification of your new address. If you change your name, inform the Claims Administrator.

7. If you have any questions or concerns regarding your claim, contact the Claims Administrator at the address below, by email at info@LuckinCoffeeSecuritiesLitigation.com, or by toll-free phone at 1-855-535-1824, or you may visit www.LuckinCoffeeSecuritiesLitigation.com.

This Claim Form must be mailed to the Claims Administrator by first-class mail or submitted online at www.LuckinCoffeeSecuritiesLitigation.com, postmarked (or received) no later than March 15, 2022. If mailed, the Claim Form should be addressed as follows:

In re Luckin Coffee Inc. Securities Litigation
c/o Epiq Class Action & Claims Solutions, Inc.
P.O. Box 5887
Portland, OR 97228-5887

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before March 15, 2022 is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

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

Exhibit C

CONFIRMATION OF PUBLICATION

IN THE MATTER OF: ***Luckin Coffee Securities Litigation (Settlement)***

I, Kathleen Komraus, hereby certify that

(a) I am the Media & Design Manager at Epiq Class Action & Claims Solutions, a noticing administrator, and;
(b) The Notice of which the annexed is a copy was published in the following publications on the following dates:

11.30.2021 – Wall Street Journal
11.30.2021 – PR Newswire

X Kathleen Komraus
(Signature)

Media & Design Manager
(Title)

BIGGEST 1,000 STOCKS

How to Read the Stock Tables

The following explanations apply to NYSE, NYSE Arca, NYSE American and Nasdaq Stock Market listed securities. Prices are composite quotations that include primary market trades as well as trades reported by Nasdaq BX (formerly Boston), Chicago Stock Exchange, Cboe, NYSE National and Nasdaq ISE.

The list comprises the 1,000 largest companies based on market capitalization.

Underlined quotations are those stocks with large changes in volume compared with the issue's average trading volume.

Boldfaced quotations highlight those issues whose price changed by 5% or more if their previous closing price was $2 or higher.

Footnotes:
▲-New 52-week high.
▼-New 52-week low.
dd-Indicates loss in the most recent four quarters.
FD-First day of trading.
h-Does not meet continued listing standards
lf-Late filing
q-Temporary exemption from Nasdaq requirements.
t-NYSE bankruptcy
v-Trading halted on primary market.
vj-In bankruptcy or receivership or being reorganized under the Bankruptcy Code, or securities assumed by such companies.

Wall Street Journal stock tables reflect composite regular trading as of 4 p.m. and changes in the closing prices from 4 p.m. the previous day.

Monday, November 29, 2021

Stock	Sym	Close	Net Chg
A B C			
ABB	ABB	34.74	0.55
AECOM	ACM	72.30	0.18
AES	AES	23.62	-0.21
Aflac	AFL	55.70	0.13
AGCO	AGCO	114.10	-3.18
AMC Ent	AMC	36.84	-0.79
Ansys	ANSS	397.72	15.24
APA	APA	26.83	0.59
ASETech	ASX	7.42	0.21
ASML	ASML	815.01	32.99
▼AT&T	T	23.89	-0.33
AbbottLabs	ABT	128.03	2.15
AbbVie	ABBV	116.89	0.38
Abiomed	ABMD	319.12	-6.86
Accenture	ACN	365.82	12.22
▼ActivisionBliz	ATVI	60.31	-0.31
Adobe	ADBE	687.49	25.39
AdvanceAuto	AAP	227.27	0.54
AdvDrainageSys	WMS	127.55	1.82
▲AdvMicroDevices	AMD	161.91	7.10
Aegon	AEG	4.46	-0.01
AerCap	AER	57.39	-0.35
AffirmHldgs	AFRM	132.15	-4.83
AgilentTechs	A	153.42	1.35
agilon health	AGL	21.43	-0.16
AgnicoEagle	AEM	50.68	-1.15
AirProducts	APD	291.35	-2.29
Airbnb	ABNB	180.08	6.22
AkamaiTech	AKAM	114.26	2.32
Albemarle	ALB	275.89	9.04
Albertsons	ACI	35.43	-0.29
Alcoa	AA	49.14	1.19
Alcon	ALC	78.49	0.58
AlexandriaRlEst	ARE	205.26	0.81
▼Alibaba	BABA	131.61	-1.74
AlignTech	ALGN	634.47	0.25
Alleghany	Y	664.73	-9.97
Allegion	ALLE	128.68	-0.69
AlliantEnergy	LNT	57.28	0.54
Allstate	ALL	113.14	-1.17
AllyFinancial	ALLY	47.71	-0.67
AlnylamPharm	ALNY	180.74	-7.79
Alphabet C	GOOG	2922.28	66.16
Alphabet A	GOOGL	2910.61	66.95
Altria	MO	43.48	-0.26
AlumofChina	ACH	12.23	-0.11
Amazon.com	AMZN	3561.57	57.01
Ambev	ABEV	2.90	-0.05
Amcor	AMCR	11.58	0.04
Amdocs	DOX	70.98	0.67
Amerco	UHAL	717.23	-5.11
Ameren	AEE	85.09	0.58
AmericaMovil A	AMOV	16.80	-0.10
AmericaMovil	AMX	17.11	0.04
AmerAirlines	AAL	17.74	-0.01
AEP	AEP	83.31	0.76
AmerExpress	AXP	157.86	1.04
AmericanFin	AFG	138.14	-0.94
AmHomes4Rent	AMH	40.65	0.17
AIG	AIG	54.95	-1.10
AmerTowerREIT	AMT	266.94	4.07
AmerWaterWorks	AWK	173.32	3.01
Ameriprise	AMP	293.71	1.97
AmerisourceBrgn	ABC	120.23	...
Ametek	AME	140.01	0.92
Amgen	AMGN	203.47	2.38
Amphenol	APH	82.93	1.31
AnalogDevices	ADI	183.20	5.20
AB InBev	BUD	57.36	-0.89
AnnalyCap	NLY	8.35	...
Anthem	ANTM	416.22	0.70
Aon	AON	296.69	2.58
ApolloGlbMgmt	APO	73.35	1.61
Apple	AAPL	160.24	3.43
ApplMaterials	**AMAT**	**151.22**	**7.93**
Applovin	APP	90.26	-0.45
Aptiv	APTV	165.49	2.08
Aramark	ARMK	34.38	-0.50
ArcelorMittal	MT	27.52	-0.35
ArchCapital	ACGL	41.73	-0.16
ArcherDaniels	ADM	64.81	0.41
AresMgmt	ARES	82.23	0.06
arGEN-X	ARGX	276.32	0.22
AristaNetworks	ANET	126.60	1.63
ArrowElec	ARW	124.42	0.45
Asana	ASAN	108.91	2.89
AspenTech	AZPN	146.11	0.95
Assurant	AIZ	156.04	-1.27
AstraZeneca	AZN	55.53	-1.05
Athene	ATH	84.25	2.07
Atlassian	TEAM	397.69	6.15
AtmosEnergy	ATO	93.80	0.42
AuroraInnov	**AUR**	**12.75**	**0.95**
Autodesk	ADSK	261.15	6.98
ADP	ADP	235.90	6.28
AutoZone	AZO	1838.69	24.51
Avalara	AVLR	142.70	0.56
Avalonbay	AVB	240.78	1.39
Avangrid	AGR	52.28	0.61
Avantor	AVTR	39.78	0.16
AveryDennison	AVY	215.53	1.58
AvisBudget	**CAR**	**305.16**	**16.20**
AxonEnterprise	AXON	179.75	2.55
BCE	BCE	50.83	0.26
BHP Group	BHP	55.96	1.53
BHP Group	BBL	54.50	1.32
BJ'sWholesale	BJ	65.90	-0.44
BP	BP	26.18	0.22
Baidu	BIDU	150.29	-2.77
BakerHughes	BKR	23.53	0.47
Ball	BLL	94.81	0.11
BancoBilbaoViz	BBVA	5.42	-0.11
BancoBradesco	BBDO	3.11	0.03
BancodeChile	BCH	19.15	-0.49
BancSanBrasil	BSBR	5.95	-0.08
BcoSantChile	BSAC	17.84	-0.75
BancoSantander	SAN	3.16	-0.04
BankofAmerica	BAC	45.59	-0.17
BankofMontreal	BMO	107.38	-0.26
BankNY Mellon	BK	57.01	0.26
BkNovaScotia	BNS	63.84	-0.43
Barclays	BCS	9.97	-0.01
BarrickGold	GOLD	19.15	...
Bath&BodyWks	BBWI	75.87	1.26
BauschHealth	BHC	24.95	-0.30
BaxterIntl	BAX	76.03	-0.26
BectonDicknsn	BDX	243.61	-1.48
BeiGene	BGNE	343.20	-4.49
BentleySystems	BSY	50.06	0.68
Berkley	WRB	79.47	-1.00
BerkHathwy B	BRK.B	282.12	-0.97
BerkHathwy A	BRK.A	425260	-2572.75
▲**BerryGlobal**	**BERY**	**71.61**	**5.14**
BestBuy	BBY	110.95	-3.82
Bilibili	BILI	67.57	-1.22
Bill.com	BILL	298.50	-1.50
Bio-Techne	TECH	479.69	6.22
Bio-RadLab A	BIO	749.56	-0.61
Bio-RadLab B	BIO.B	750.16	-19.73
▼Biogen	BIIB	236.11	-6.79
BioMarinPharm	BMRN	87.40	-0.18
BioNTech	BNTX	362.52	14.52
BlackKnight	BKI	73.14	1.20
BlackRock	BLK	928.00	26.36
Blackstone	BX	148.88	5.07
BlueOwlCapital	OWL	15.53	0.09
Boeing	BA	198.50	-0.71
BookingHldgs	BKNG	2182.01	26.45
BoozAllen	BAH	86.08	0.88
BorgWarner	BWA	44.81	-0.42
BostonProps	BXP	110.34	-1.34
BostonSci	BSX	38.59	0.02
▼BristolMyers	BMY	54.64	-1.89
BritishAmTob	BTI	34.32	0.04
Broadcom	AVGO	564.34	17.75
BroadridgeFinl	BR	175.51	3.94
BrookfieldMgt	BAM	57.92	0.50
BrookfieldInfr	BIP	57.12	1.27
BrookfieldRenew	BEPC	37.41	1.03
Brown&Brown	BRO	65.41	0.65
Brown-Forman A	BF.A	69.28	-0.02
Brown-Forman B	BF.B	74.19	-0.21
Bruker	BRKR	83.87	0.65
BuildersFirst	BLDR	71.85	0.42
Bunge	BG	90.58	0.10
BurlingtonStrs	BURL	293.37	9.52
CBRE Group	CBRE	97.96	-0.13
CDW	CDW	194.80	3.64
CF Industries	CF	62.96	0.16
CGI	GIB	84.22	0.53
CH Robinson	CHRW	95.62	-0.66
CME Group	CME	225.33	3.17
CMS Energy	CMS	61.13	1.00
CNA Fin	CNA	43.06	-0.22
CNH Indl	CNHI	16.88	-0.06
CRH	CRH	49.14	-0.79
CSX	CSX	35.62	0.14
CVS Health	CVS	92.02	0.50
CableOne	CABO	1825.97	-14.99
CadenceDesign	CDNS	186.69	8.33
CaesarsEnt	CZR	93.48	2.28
▲CamdenProperty	CPT	168.85	1.87
Cameco	CCJ	24.98	0.96
CampbellSoup	CPB	41.20	-0.32
CIBC	CM	114.15	-0.52
CanNtlRlwy	CNI	128.37	1.50
CanNaturalRes	CNQ	41.88	0.92
CanPacRlwy	CP	71.70	0.39
Canon	CAJ	21.95	-0.51
CapitalOne	COF	147.02	-2.14
Capri	CPRI	60.23	-1.32
CardinalHealth	CAH	47.47	-0.13
Carlisle	CSL	231.98	-0.61
Carlyle	CG	56.80	2.05
CarMax	KMX	146.48	0.73
Carnival	CCL	18.16	0.21
Carnival	CUK	16.71	0.23
CarrierGlobal	CARR	55.98	0.60
Carvana	CVNA	291.97	0.86
Catalent	CTLT	133.96	1.65
Caterpillar	CAT	195.92	-2.81
Celanese	CE	159.79	-1.10
Cemex	**CX**	**6.32**	**0.47**
CenovusEnergy	CVE	12.44	0.05
Centene	CNC	73.77	-0.13
CenterPointEner	CNP	26.59	0.36
CentraisElBras	EBR	5.91	0.03
CeridianHCM	CDAY	112.97	1.62
Cerner	CERN	72.86	0.56
CharlesRiverLabs	CRL	375.31	0.03
CharterComms	CHTR	668.19	-4.68
CheckPoint	CHKP	111.11	0.79
CheniereEnergy	LNG	106.60	-0.29
CheniereEnerPtrs	CQP	43.09	-0.39
Chevron	CVX	114.85	0.34
Chewy	CHWY	68.66	-0.73
ChinaEastrnAir	CEA	17.75	-0.26
ChinaLifeIns	LFC	8.28	-0.10
ChinaPetrol	SNP	44.81	-0.26
ChinaSoAirlines	ZNH	28.26	-0.87
Chipotle	CMG	1678.10	-8.78
Chubb	CB	185.04	0.49
ChunghwaTel	CHT	40.36	0.36
Church&Dwight	CHD	93.75	0.41
ChurchillDowns	CHDN	228.33	-2.29
Ciena	CIEN	61.69	0.95
Cigna	CI	199.61	-2.42
CincinnatiFin	CINF	118.46	1.19
Cintas	CTAS	434.73	6.44
CiscoSystems	CSCO	55.76	1.09
Citigroup	C	65.04	-0.46
CitizensFin	CFG	48.78	0.22
▼CitrixSystems	CTXS	82.37	-0.53
Clarivate	CLVT	22.83	-0.32
Cleveland-Cliffs	CLF	20.85	-0.99
Clorox	CLX	169.16	-5.05
Cloudflare	NET	191.09	-9.03
Coca-Cola	KO	54.58	0.85
Coca-ColaEuro	CCEP	51.82	1.11
Cognex	CGNX	78.66	2.47
CognizantTech	CTSH	79.71	1.31
CoinbaseGlbl	**COIN**	**319.39**	**16.20**
ColgatePalm	CL	77.71	0.65
Comcast A	CMCSA	51.53	0.43
Comerica	CMA	85.32	0.06
ConagraBrands	CAG	31.51	-0.09
Concentrix	CNXC	173.49	0.86
Confluent	CFLT	84.44	3.40
ConocoPhillips	COP	72.15	0.67
▲ConEd	ED	80.35	1.68
ConstBrands A	STZ	226.97	-2.35
ConstBrands B	STZ.B	225.60	-11.71
ContinentalRscs	CLR	46.47	1.02
Cooper	COO	381.19	1.25
Copart	CPRT	148.01	2.08
Corning	GLW	38.46	0.50
Corteva	CTVA	46.59	-0.24
CoStar	CSGP	79.99	2.40
▲Costco	COST	554.88	8.75
CoterraEnergy	CTRA	20.84	-0.16
CoupaSoftware	COUP	202.66	1.60
Coupang	CPNG	26.95	-0.44
Credicorp	BAP	118.48	1.70
CreditAcceptance	CACC	639.40	-6.13
CreditSuisse	CS	9.66	-0.01
Crocs	CROX	168.60	0.56
CrowdStrike	CRWD	224.57	-8.07
CrownCastle	CCI	185.83	2.33
CrownHoldings	CCK	108.40	-3.19
CubeSmart	CUBE	54.95	1.20
▼Cummins	CMI	217.27	-2.41
CyrusOne	CONE	89.38	0.14
D E F			
DISH Network	DISH	33.13	-0.21
DTE Energy	DTE	111.49	0.83
Danaher	DHR	326.52	2.56
Darden	DRI	141.75	1.20
DarlingIngred	DAR	70.82	-0.46
Datadog	DDOG	182.99	1.74
▼DaVita	DVA	96.91	-0.38
DeckersOutdoor	DECK	415.20	0.67
Deere	DE	348.09	-11.21
DellTechC	DELL	57.57	1.39
DeltaAir	DAL	36.24	-0.14
▼DentsplySirona	XRAY	48.69	-1.10
DeutscheBank	DB	12.18	-0.06
DevonEnergy	DVN	43.92	1.22
DexCom	DXCM	571.01	-20.95
Diageo	DEO	205.00	3.19
DiamondbkEner	FANG	109.93	2.45
Dick's	DKS	122.90	-5.60
DiDiGlobal	DIDI	7.81	-0.07
▲DigitalRealty	DLR	168.79	4.03
DigitalOcean	DOCN	104.44	4.23
DiscoverFinSvcs	DFS	113.32	-1.25
DiscoveryA	DISCA	24.59	-0.13
DiscoveryC	DISCK	24.05	-0.17
▼Disney	DIS	147.81	-0.30
dLocal	DLO	34.68	0.99
DocuSign	DOCU	251.50	1.87
▼DolbyLab	DLB	85.70	0.05
DollarGeneral	DG	225.07	0.65
DollarTree	DLTR	141.35	0.24
DominionEner	D	74.42	0.75
Domino's	DPZ	533.95	4.07
DoorDash	DASH	183.01	-4.91
Dover	DOV	171.80	1.06
Dow	DOW	56.86	-0.04
Doximity	**DOCS**	**66.67**	**5.54**
DrReddy'sLab	RDY	61.85	-1.14
DraftKings	DKNG	35.20	-0.84
Dropbox	DBX	24.95	0.61
DukeEnergy	DUK	100.22	0.94
DukeRealty	DRE	59.45	1.08
DuPont	DD	77.04	0.38
DutchBros	BROS	52.87	-1.40
Dynatrace	DT	64.47	1.50
ENI	E	26.68	0.39
EOG Rscs	EOG	88.39	0.97
EPAM Systems	EPAM	634.17	25.17
EastWestBncp	EWBC	78.50	0.58
EastmanChem	EMN	110.18	-0.32
Eaton	ETN	167.38	-0.13
eBay	EBAY	70.55	-1.92
Ecolab	ECL	227.15	0.92
Ecopetrol	EC	12.79	-0.02
▲EdisonInt	EIX	66.07	1.13
EdwardsLife	EW	110.71	1.19
ElancoAnimal	ELAN	30.19	-0.03
Elastic	ESTC	159.39	5.57
▼ElectronicArts	EA	124.88	-1.09
EmersonElec	EMR	90.86	0.55
Enbridge	ENB	38.21	-0.78
Endeavor	EDR	28.49	0.16
EnelAmericas	ENIA	6.38	-0.04
EnergyTransfer	ET	8.61	-0.23
EnphaseEnergy	ENPH	256.71	9.29
Entegris	ENTG	154.75	5.74
Entergy	ETR	105.07	1.98
EnterpriseProd	EPD	21.68	-0.31
Equifax	EFX	284.06	6.32
Equinix	EQIX	820.00	26.16
Equinor	EQNR	24.99	0.26
Equitable	EQH	32.24	-0.21
EquityLife	ELS	84.82	0.63
EquityResdntl	EQR	86.22	1.95
ErieIndemnity A	ERIE	204.19	-5.00
EssentialUtil	WTRG	48.44	1.20
EssexProp	ESS	346.50	5.81
EsteeLauder	EL	340.05	6.30
Etsy	ETSY	281.48	-9.90
EverestRe	RE	264.37	-4.03
Evergy	EVRG	65.26	0.75
EversourceEner	ES	85.27	0.55
ExactSciences	EXAS	86.57	1.11
Exelon	EXC	54.17	0.74
Expedia	EXPE	166.50	6.70
ExpeditorsIntl	EXPD	126.76	2.87
▲ExtraSpaceSt	EXR	203.05	4.26
ExxonMobil	XOM	61.59	0.34
F5	FFIV	231.07	4.82
FMC	FMC	103.54	0.90
▲FactSet	FDS	469.43	11.76
FairIsaac	FICO	350.66	5.04
Farfetch	FTCH	36.71	0.71
Fastenal	FAST	60.94	0.83
FederalRealty	FRT	125.99	1.04
FedEx	FDX	240.57	2.42
Ferguson	FERG	154.30	0.63
Ferrari	RACE	265.77	3.06
FidNatlFin	FNF	49.95	-0.89
FidNatlInfo	FIS	105.39	-2.62
FifthThirdBncp	FITB	42.99	0.51
FirstHorizon	FHN	16.62	0.10
FirstRepBank	FRC	214.45	3.22
FirstSolar	FSLR	106.85	0.93
FirstEnergy	FE	39.05	1.14
FirstService	FSV	198.42	4.73
Fiserv	FISV	97.47	-0.78
FiveBelow	FIVE	207.11	2.37
Five9	FIVN	142.43	0.44
▼FleetCorTech	FLT	212.98	-2.17
Floor&Decor	FND	130.85	-1.54
FomentoEconMex	FMX	71.51	-0.74
FordMotor	F	19.67	-0.08
Fortinet	FTNT	343.30	15.91
Fortis	FTS	43.88	0.17
Fortive	FTV	76.23	0.51
FortBrandsHome	FBHS	102.96	0.03
FoxA	FOXA	36.92	-0.70
FoxB	FOX	34.49	-0.58
Franco-Nevada	FNV	141.15	3.50
FranklinRscs	BEN	33.75	0.61
FreeportMcM	FCX	37.98	0.74
▼FreseniusMed	FMS	30.22	0.14
FreshworksA	FRSH	35.64	0.09
FullTruck	YMM	12.77	-0.10
G H I			
GDS Holdings	GDS	55.65	0.10
GFLEnvironmental	GFL	40.12	0.53
GXO Logistics	GXO	100.76	3.40
Gallagher	AJG	164.81	1.67
GameStop	GME	202.01	2.29
Gaming&Leisure	GLPI	45.78	0.23
Garmin	GRMN	139.24	-0.15
Gartner	IT	325.00	3.78
Generac	GNRC	424.58	-8.57
GeneralDynamics	GD	194.44	1.07
GeneralElec	GE	98.40	0.56
GeneralMills	GIS	63.52	0.76
GeneralMotors	GM	59.86	-0.31
Genmab	GMAB	38.64	-0.54
Genpact	G	49.77	0.77
GenuineParts	GPC	132.91	0.53
GileadSciences	GILD	70.65	0.38
GinkgoBioworks	DNA	12.04	-0.02
GitLab	GTLB	100.02	4.03
GSK	GSK	41.36	0.34
Global-EOnline	GLBE	62.65	-0.24
GlobalPayments	GPN	120.26	-2.90
▲GlobalFoundries	GFS	70.54	3.25
Globant	**GLOB**	**271.95**	**15.11**
GlobeLife	GL	88.47	-0.61
GoDaddy	GDDY	69.09	2.30
GoldFields	GFI	10.92	0.23
GoldmanSachs	GS	386.54	-2.85
GoodRx	**GDRX**	**40.10**	**3.28**
Graco	GGG	75.19	0.07
Grainger	GWW	495.58	6.04
▼Grifols	GRFS	11.05	0.14
GuardantHealth	GH	103.90	-3.02
Guidewire	GWRE	118.47	2.15
HCA Healthcare	HCA	229.92	-1.08
HDFC Bank	HDB	67.15	0.27
HP	HPQ	35.93	1.35
HSBC	HSBC	27.84	0.07
Halliburton	HAL	22.25	0.60
HartfordFinl	HIG	68.61	-0.64
Hasbro	HAS	99.13	0.38
HealthpeakProp	PEAK	34.06	0.16
Heico	HEI	140.18	2.38
Heico A	HEI.A	127.00	0.12
HenrySchein	HSIC	73.77	0.13
Hershey	HSY	179.16	1.24
HertzGlobal	**HTZ**	**25.30**	**1.43**
Hess	HES	76.07	0.03
HewlettPackard	HPE	14.61	0.18
HighwoodsProp	HIW	43.95	-0.15
Hill-Rom	HRC	155.43	-0.12
Hilton	HLT	138.07	1.86
Hologic	HOLX	75.97	-0.86
HomeDepot	HD	406.82	4.12
HondaMotor	HMC	27.59	-0.39
Honeywell	HON	207.66	-0.55
HorizonTherap	HZNP	102.08	-2.42
HormelFoods	HRL	42.49	-0.32
DR Horton	DHI	98.76	0.01
HostHotels	HST	16.42	-0.01
HowmetAerospace	HWM	28.50	-0.25
HuanengPower	**HNP**	**17.57**	**1.27**
Huazhu	HTHT	39.15	-0.52
Hubbell	HUBB	201.35	-1.40
HubSpot	**HUBS**	**851.91**	**48.44**
Humana	HUM	428.07	-0.42
JBHunt	JBHT	195.87	1.30
HuntingtonBcshs	HBAN	15.37	...
HyattHotels	H	80.38	2.25
IAC/InterActive	IAC	130.81	4.57
ICICI Bank	IBN	18.99	0.17
ICL Group	ICL	9.04	0.02
IdexxLab	IDXX	631.30	23.78
IHS Markit	INFO	130.13	2.81
ING Groep	ING	13.75	-0.01
Invesco	IVZ	23.24	0.11
IQVIA	IQV	266.69	4.63
IcahnEnterprises	IEP	50.64	0.11
Icon	ICLR	276.08	4.08
IDEX	IEX	234.42	3.48
IllinoisToolWks	ITW	238.11	3.36
Illumina	ILMN	370.81	1.02
ImperialOil	IMO	33.63	0.77
Incyte	INCY	70.37	1.99
▲Informatica	INFA	34.40	1.41
Infosys	INFY	22.62	0.42
IngersollRand	IR	59.80	0.86
Insulet	PODD	295.87	0.48
Intel	INTC	50.00	1.22
InteractiveBrkrs	IBKR	75.35	1.02
ICE	ICE	131.90	2.22
InterContinentl	IHG	62.27	-0.49
IBM	IBM	118.50	2.69
IntlFlavors	IFF	147.19	2.62
IntlPaper	IP	47.22	-0.31
Interpublic	IPG	34.02	0.23
Intuit	INTU	694.66	27.75
IntuitiveSurgical	ISRG	334.74	5.51
InvitatHomes	INVH	41.27	0.12
IronMountain	IRM	46.86	0.17
ironSource	IS	8.84	-0.10
ItauUnibanco	ITUB	4.01	-0.02
J K L			
JD.com	JD	87.91	-0.76
JPMorganChase	JPM	161.23	-0.70
Jabil	JBL	60.93	1.04
JackHenry	JKHY	152.31	1.17
JacobsEngg	J	146.09	0.36
JamesHardie	JHX	39.49	0.95
JefferiesFin	JEF	38.37	-0.71
J&J	JNJ	159.75	0.55
JohnsonControls	JCI	78.36	0.94
JonesLang	JLL	248.83	1.26
JuniperNetworks	JNPR	31.84	0.39
▼JustEatTakeaway	GRUB	13.10	-0.56
KB Fin	KB	46.17	0.64
KE Holdings	BEKE	21.24	0.26
KKR	KKR	76.31	1.96
KLA	KLAC	413.84	14.88
KSCitySouthern	KSU	296.19	1.26
Kanzhun	BZ	34.49	1.42
Kellogg	K	63.87	0.23
KeurigDrPepper	KDP	35.17	0.19
KeyCorp	KEY	22.83	0.13
KeysightTechs	KEYS	197.74	6.37
KimberlyClark	KMB	135.04	-0.23
KimcoRealty	KIM	23.28	0.04
KinderMorgan	KMI	16.01	-0.25
KirklandLakeGold	KL	39.92	-0.90
Knight-Swift	KNX	57.83	0.44
▼KoninklijkePhil	PHG	35.88	-1.26
▼KoreaElcPwr	KEP	9.00	-0.08
KraftHeinz	KHC	34.78	-0.05
Kroger	KR	42.35	-0.79
LKQ	LKQ	57.60	0.04
LPL Financial	LPLA	162.61	2.81
L3HarrisTech	LHX	214.68	-0.44
LabCorp.ofAmerica	LH	291.92	2.62
▲**LamResearch**	**LRCX**	**680.54**	**38.56**
LamarAdv	LAMR	112.11	0.78
LasVegasSands	LVS	37.26	-0.61
LatticeSemi	LSCC	78.71	3.37
Lear	LEA	169.00	-2.24
Leidos	LDOS	90.55	-0.61
Lennar B	LEN.B	87.63	0.37
Lennar A	LEN	107.25	0.21
LennoxIntl	LII	322.12	4.66
LeviStrauss	LEVI	26.51	-0.69
LiAuto	**LI**	**34.48**	**2.08**
LibertyBroadbandA	LBRDA	156.34	-1.27
LibertyBroadbandC	LBRDK	159.94	-1.16
LibertyGlobal A	LBTYA	27.64	-0.43
LibertyGlobal B	LBTYB	27.43	-0.50
LibertyGlobal C	LBTYK	27.92	-0.33
LibertyFormOne A	FWONA	56.96	0.59
LibertyFormOne C	FWONK	60.05	0.78
LibertyBraves A	BATRA	28.22	-0.76
LibertyBraves C	BATRK	27.94	-0.59
LibertySirius A	LSXMA	49.89	0.43
LibertySirius C	LSXMK	49.73	0.42
LifeStorage	LSI	133.75	1.85
EliLilly	LLY	254.83	-5.54
LincolnNational	LNC	68.34	0.19
Linde	LIN	320.74	0.17
LithiaMotors	LAD	283.64	-2.33
LiveNationEnt	LYV	107.85	4.32
LloydsBanking	LYG	2.45	0.02
LockheedMartin	LMT	341.23	-1.49
Loews	L	55.11	0.04
LogitechIntl	LOGI	81.57	-3.20
Lowe's	LOW	248.58	0.89
LufaxHolding	LU	6.34	0.29
lululemon	LULU	463.26	6.68
LumenTech	LUMN	12.95	-0.24
Lyft	LYFT	41.82	-0.58
LyondellBasell	LYB	89.17	-0.27
M N			
M&T Bank	MTB	152.16	-0.63
MGM Resorts	MGM	41.13	-0.72
MKS Instrum	MKSI	158.34	3.31
MPLX	MPLX	29.98	-0.44
MSCI	MSCI	645.49	24.45
Macy's	M	29.75	-0.73
MagellanMid	MMP	46.79	-0.73
MagnaIntl	MGA	78.67	-1.71
ManhattanAssoc	MANH	159.37	2.63
ManulifeFin	MFC	18.75	-0.29
MarathonOil	MRO	15.85	0.15
MarathonPetrol	MPC	61.78	0.43
MaravaiLifeSci	MRVI	43.20	1.71
Markel	MKL	1243.74	-1.60
▼MarketAxess	MKTX	352.96	-7.56
Marqeta	**MQ**	**20.51**	**-1.54**
Marriott	MAR	150.77	3.33
Marsh&McLen	MMC	167.03	0.62
MartinMarietta	MLM	418.34	3.42
MarvellTech	MRVL	75.02	3.03
Masco	MAS	67.34	0.26
Masimo	MASI	288.29	4.14
Mastercard	MA	323.01	-1.16
MatchGroup	MTCH	134.08	0.41
McAfee	MCFE	25.60	...
McCormick	MKC	86.99	1.45
McCormickVtg	MKC.V	86.99	1.23
McDonalds	MCD	250.30	0.29
McKesson	MCK	223.27	1.66
MedicalProp	MPW	21.49	-0.12
Medtronic	MDT	110.28	-0.77
▼MercadoLibre	MELI	1234.10	-24.61
Merck	**MRK**	**74.89**	**-4.27**
MetaPlatforms	FB	338.03	4.91
MetLife	MET	59.89	-0.21
MettlerToledo	MTD	1536.22	39.57
MicrochipTech	**MCHP**	**84.40**	**4.33**
MicronTech	MU	86.14	2.72
Microsoft	MSFT	336.63	6.95
▲MidAmApt	MAA	210.00	6.43
Middleby	MIDD	179.21	-1.72
MitsubishiUFJ	MUFG	5.38	...
▼MizuhoFin	MFG	2.49	0.02
Moderna	**MRNA**	**368.51**	**38.88**
MohawkInds	MHK	174.38	-1.04
MolinaHealthcare	MOH	297.53	5.11
MolsonCoorsB	TAP	45.33	-0.27
MolsonCoorsA	**TAP.A**	**56.50**	**4.00**
monday.com	**MNDY**	**365.66**	**26.30**
Mondelez	MDLZ	60.64	0.39
MongoDB	MDB	525.98	7.37
MonolithicPower	**MPWR**	**564.32**	**29.30**
MonsterBev	MNST	86.85	-0.20
Moody's	MCO	397.27	13.18
MorganStanley	MS	97.23	-0.70
Morningstar	MORN	318.90	8.27
Mosaic	MOS	36.03	0.71
▲MotorolaSol	MSI	259.50	5.92
NICE	NICE	285.31	9.09
NIO	NIO	40.46	0.47
NRG Energy	NRG	36.63	0.38
NVR	NVR	5281.73	-9.37
NXP Semi	**NXPI**	**223.94**	**11.49**
Nasdaq	NDAQ	209.08	5.40
Natera	NTRA	91.20	-3.46
NationalGrid	NGG	66.75	0.02
NatWest	NWG	5.61	...
NetApp	NTAP	91.52	3.20
NetEase	NTES	110.12	-4.21
Netflix	NFLX	663.84	-1.80
NewellBrands	NWL	22.35	0.12
Newmont	NEM	55.40	-0.54
NewsCorp A	NWSA	21.82	0.37
NewsCorp B	NWS	21.88	0.27
▲NextEraEnergy	NEE	88.66	2.57
Nike	NKE	169.87	1.85
NiSource	NI	25.25	0.26
Nokia	NOK	5.62	0.07
▼NomuraHoldings	NMR	4.15	-0.07
Nordson	NDSN	262.15	3.93
NorfolkSouthern	NSC	268.74	-0.91
NorthernTrust	NTRS	119.94	1.05
NorthropGrum	NOC	356.39	2.41
NortonLifeLock	NLOK	25.31	0.32
▼Novartis	NVS	80.27	-0.43
Novavax	**NVAX**	**193.96**	**-24.01**
NovoNordisk	NVO	108.29	0.12
Novocure	NVCR	93.35	-3.66
NuanceComms	NUAN	55.33	-0.01
Nucor	NUE	112.07	-1.91
Nutrien	NTR	68.43	0.75
Nuvei	NVEI	96.29	1.23
NVIDIA	**NVDA**	**333.76**	**18.73**
O P Q			
ONEOK	OKE	62.46	-0.01
OReillyAuto	ORLY	644.15	8.42
OccidentalPetrol	OXY	30.06	0.36
Okta	OKTA	223.61	0.92
Olaplex	OLPX	26.75	0.40
▲OldDomFreight	ODFL	357.22	5.16
Olin	OLN	58.17	-0.53
Omnicom	OMC	67.47	-0.28
OnHolding	ONON	42.25	-0.86
ON Semi	ON	63.02	2.72
OpenText	OTEX	48.67	0.45
OpendoorTech	OPEN	16.14	-0.23
Oracle	ORCL	92.94	0.61
Orange	ORAN	10.79	-0.08
Orix	IX	101.12	-0.35
OtisWorldwide	OTIS	83.58	0.39
Ovintiv	OVV	35.83	1.67
OwensCorning	OC	87.13	-0.26
PG&E	PCG	12.38	0.14
PNC Fin	PNC	200.88	0.78
POSCO	PKX	55.52	-0.38
PPD	PPD	47.20	-0.15
PPG Ind	PPG	157.36	1.76
PPL	PPL	28.44	0.26
PTC	PTC	110.32	4.38
Paccar	PCAR	86.12	-0.42
PackagingCpAm	PKG	133.70	0.13
▼PagSeguroDig	PAGS	26.14	-0.71
PalantirTech	PLTR	21.07	0.04
PaloAltoNtwks	PANW	551.18	17.94
ParkerHannifin	PH	309.14	-0.50
Paychex	PAYX	123.73	1.28
PaycomSoftware	PAYC	447.43	9.59
Paylocity	PCTY	262.27	5.97
▼PayPal	PYPL	187.24	-0.55
Pegasystems	PEGA	117.24	2.39
Peloton	PTON	44.39	-2.02
PembinaPipeline	PBA	30.23	-0.23
PennNational	PENN	52.30	-0.47
Pentair	PNR	76.80	1.56
Penumbra	PEN	245.89	-4.27
PepsiCo	PEP	164.14	3.00
PerkinElmer	PKI	185.22	2.13
PetroChina	PTR	43.68	0.85
PetroleoBrasil	PBR	10.81	0.34
PetroleoBrasilA	PBR.A	10.46	0.26
▲Pfizer	PFE	52.40	-1.60
PhilipMorris	PM	87.35	-1.33
Phillips66	PSX	69.86	0.61
Pinduoduo	**PDD**	**71.96**	**3.50**
▼**Pinterest**	**PINS**	**40.54**	**-2.26**
PioneerNatRscs	PXD	183.36	4.65
PlainsAllAmPipe	PAA	9.70	-0.20
PlugPower	PLUG	41.62	1.37
Pool	POOL	560.10	0.91
PrincipalFin	PFG	70.92	0.01
ProcoreTech	PCOR	83.30	3.64
Procter&Gamble	PG	149.02	1.55
Progressive	PGR	94.97	0.38
Prologis	PLD	153.28	3.40
PrudentialFin	PRU	105.03	-0.07
Prudential	PUK	34.66	-0.13
PublicServiceEnt	PEG	64.25	0.61
PublicStorage	PSA	331.89	4.87
PulteGroup	PHM	51.51	-0.08
Qiagen	QGEN	55.62	-0.85
Qorvo	QRVO	150.84	2.73
Qualcomm	QCOM	183.74	8.00
QualtricsIntl	XM	33.41	-0.47
QuantaServices	PWR	121.68	4.14
QuantumScape	QS	30.32	-0.32
QuestDiag	DGX	156.70	1.75
R S			
RELX	RELX	31.25	0.46
RH	RH	596.78	-2.56
RLX Tech	**RLX**	**5.07**	**-0.44**
RPM	RPM	93.02	1.51
RalphLauren	RL	119.12	2.69
RaymondJames	RJF	100.57	2.03
RaytheonTech	RTX	82.94	-0.06
RealtyIncome	O	69.80	0.33
RegalRexnord	RRX	161.69	-1.22
RegencyCtrs	REG	70.76	-0.50
RegenPharm	REGN	654.40	11.05
RegionsFin	RF	23.54	0.07
RelianceSteel	RS	156.83	-1.37
Repligen	RGEN	291.18	5.17
RepublicSvcs	RSG	138.23	3.21
ResMed	RMD	256.92	5.71
RestaurantBrands	QSR	57.20	-0.79
RexfordIndlRealty	REXR	71.00	0.74
RingCentral	RNG	222.08	-2.46
RioTinto	RIO	62.94	0.61
Rivian	**RIVN**	**119.77**	**7.64**
RobertHalf	RHI	114.76	0.19
▼Robinhood	HOOD	27.07	-0.85
Roblox	**RBLX**	**129.36**	**6.71**
RocketCos.	RKT	15.73	0.04
Rockwell	ROK	340.58	1.38
RogersComm B	RCI	45.24	-0.62
Roku	ROKU	231.28	-3.88
Rollins	ROL	35.33	-0.13
RoperTech	ROP	481.48	6.11
RossStores	ROST	111.66	1.65
RoyalBkCanada	RY	101.70	0.18
RoyalCaribbean	RCL	69.89	1.91
RoyalDutchA	RDS.A	42.45	0.38
RoyalDutchB	RDS.B	42.46	0.46
RoyaltyPharma	RPRX	41.34	-0.55
RyanSpecialty	RYAN	40.11	0.02
Ryanair	RYAAY	98.12	-1.88
SAP	SAP	132.93	2.25
S&P Global	SPGI	464.93	10.40
SBA Comm	SBAC	355.57	4.52
SEI Investments	SEIC	61.52	0.60
SK Telecom	SKM	29.83	0.17
SS&C Tech	SSNC	78.48	-0.27
StoreCapital	STOR	33.74	0.63
SVB Fin	SIVB	724.50	10.31
Saia	SAIA	335.09	-0.74
Salesforce.com	CRM	296.74	12.53
Sanofi	SNY	48.21	-0.09
SantanderCons	SC	41.83	-0.14
Sasol	SSL	15.78	0.24
Schlumberger	SLB	29.65	-0.05
SchwabC	SCHW	80.10	0.95
ScottsMiracleGro	SMG	159.48	-1.95
Sea	SE	297.96	1.14
Seagate	**STX**	**104.06**	**5.44**
Seagen	SGEN	165.31	-4.19
SealedAir	SEE	64.20	1.05
Sempra	SRE	124.20	2.52
SensataTechs	ST	57.90	0.31
SentinelOne	S	58.07	0.44
ServiceCorp	SCI	66.63	-1.25
ServiceNow	NOW	672.82	23.27
ShawComm B	SJR	29.20	0.45
SherwinWilliams	SHW	334.28	10.98
ShinhanFin	SHG	30.28	0.20
Shopify	SHOP	1567.02	-9.68
SignatureBank	SBNY	327.08	1.13
SimonProperty	SPG	159.94	-0.54
SiriusXM	SIRI	6.27	0.10
SiteOneLandscape	SITE	248.07	-1.13
Skyworks	SWKS	154.92	2.44
SmithAO	AOS	80.86	-0.14
Smith&Nephew	SNN	32.92	0.07
Smucker	SJM	129.37	-1.58
Snap	SNAP	48.85	-0.91
SnapOn	SNA	212.82	1.52
Snowflake	SNOW	364.78	2.18
SOQUIMICH	SQM	64.04	-0.43
SoFiTech	SOFI	18.43	0.22
SolarEdgeTech	SEDG	347.21	5.77
Sony	SONY	121.44	0.17
Southern	SO	62.82	0.78
SoCopper	SCCO	59.56	1.85
SouthwestAir	LUV	44.54	-0.42
Splunk	SPLK	125.00	0.15
Spotify	SPOT	246.60	-4.29
Square	SQ	212.87	0.79
StanleyBlackDck	SWK	184.15	1.42
Starbucks	SBUX	110.73	0.07
StateStreet	STT	93.19	-0.16
SteelDynamics	STLD	61.40	-2.11
Stellantis	STLA	17.53	-0.22
Steris	STE	226.69	-0.62
STMicroelec	STM	49.16	1.61
Stryker	SYK	243.50	0.02
SumitomoMits	SMFG	6.60	-0.03
SunComms	SUI	196.75	-0.25
SunLifeFinancial	SLF	53.81	-0.05
SuncorEnergy	SU	25.05	0.28
SunRun	RUN	47.86	0.45
Suzano	SUZ	9.95	0.10
▲Synaptics	SYNA	284.24	12.47
SynchronyFin	SYF	47.12	-0.56
SyneosHealth	SYNH	99.99	1.19
Synopsys	SNPS	355.87	13.71
Sysco	SYY	73.20	0.47
T U V			
TC Energy	TRP	47.87	-0.27
TD Synnex	SNX	108.37	0.68
TE Connectivity	TEL	159.39	3.39
Telus	TU	23.13	0.15
TelusIntl	TIXT	35.40	1.62
TFI Intl	TFII	105.81	-5.13
TJX	TJX	70.67	1.31
▼T-MobileUS	TMUS	113.40	-0.13
TRowePrice	TROW	207.02	4.38
TaiwanSemi	TSM	119.28	2.19
TakeTwoSoftware	TTWO	169.60	-0.06
▼TakedaPharm	TAK	13.49	-0.04
Tapestry	TPR	41.74	-0.06
TargaResources	TRGP	53.96	-0.51
Target	TGT	249.16	2.59
TataMotors	TTM	30.96	0.60
TeckRscsB	TECK	26.55	0.52
TeladocHealth	TDOC	106.41	-3.20
TeledyneTech	TDY	431.88	5.58
Teleflex	TFX	308.95	3.80
Ericsson	ERIC	10.30	0.18
TelefonicaBras	VIV	8.87	-0.16
Telefonica	TEF	4.42	0.02
▲TelekmIndonesia	TLK	28.42	0.86
10xGenomics	TXG	144.45	-4.40
Tenaris	TS	20.11	-0.39
TencentMusic	TME	6.97	-0.19
▲**Teradyne**	**TER**	**154.45**	**8.10**
Tesla	**TSLA**	**1136.99**	**55.07**
TetraTech	TTEK	188.79	4.44
TevaPharm	TEVA	8.59	0.10
TexasInstruments	TXN	194.38	6.12
TexasPacLand	TPL	1263.01	20.02
Textron	TXT	72.79	0.06
ThermoFisherSci	TMO	648.77	10.03
ThomsonReuters	TRI	122.32	2.26
Thoughtworks	TWKS	30.18	0.52
3M	MMM	176.23	0.71
Toast	TOST	43.68	0.58
TopBuild	BLD	274.86	-0.38
Toro	TTC	103.28	-0.32
TorontoDomBk	TD	73.37	-0.58
TotalEnergies	TTE	46.50	-0.14
ToyotaMotor	TM	177.47	-2.36
TractorSupply	TSCO	226.70	-1.66
TradeDesk	TTD	107.06	3.08
Tradeweb	TW	97.30	1.31
TraneTech	TT	192.93	-1.32
TransDigm	TDG	584.22	22.93
TransUnion	TRU	114.13	2.90
Travelers	TRV	152.40	-1.26
Trex	TREX	133.12	2.07
Trimble	TRMB	86.53	3.12
Trip.com	TCOM	27.12	-0.73
TruistFinl	TFC	61.06	0.98
Twilio	TWLO	293.23	2.98
Twitter	TWTR	45.78	-1.29
TylerTech	TYL	521.28	19.85
TysonFoods	TSN	81.88	0.54
UBS Group	UBS	17.15	0.09
UDR	UDR	57.47	1.78
UGI	UGI	43.40	-0.76
UWM	UWMC	6.90	-0.13
Uber	UBER	39.70	-0.82
Ubiquiti	UI	298.46	4.18
UiPath	PATH	49.49	-0.18
UltaBeauty	ULTA	401.42	1.89
UnderArmour C	UA	20.94	0.31
UnderArmour A	UAA	24.39	0.41
Unilever	UL	52.76	0.27
UnionPacific	UNP	239.46	-0.33
UnitedAirlines	UAL	42.54	0.28
UnitedMicro	UMC	11.43	0.30
UPS B	UPS	204.64	-0.66
UnitedRentals	URI	357.02	-5.21
US Bancorp	USB	57.40	-0.10
UnitedTherap	UTHR	194.00	0.36
UnitedHealth	UNH	452.00	12.09
UnitySoftware	**U**	**170.33**	**-9.56**
▼UniversalHealthB	UHS	121.27	-3.09
Upstart	UPST	212.51	3.10
VF	VFC	73.73	-0.25
VICI Prop	VICI	28.13	0.32
VailResorts	MTN	333.45	-2.84
Vale	VALE	12.44	0.07
ValeroEnergy	VLO	68.17	0.16
VeevaSystems	VEEV	294.09	4.51
Ventas	VTR	49.12	-0.38
VeriSign	VRSN	244.46	3.44
VeriskAnalytics	VRSK	229.16	3.35
Verizon	VZ	51.66	-0.14
VertxPharm	VRTX	190.11	6.52
Vertiv	VRT	25.99	0.21
▼ViacomCBS A	VIACA	34.78	-0.45
▼ViacomCBS B	VIAC	32.28	-0.33
▼Viatris	VTRS	12.52	-0.23
Visa	V	196.29	-1.36
Vistra	VST	20.09	-0.07
VMware	VMW	120.38	-1.52
Vodafone	VOD	14.88	-0.06
VornadoRealty	VNO	41.58	-0.57
VulcanMatls	VMC	199.35	1.90
W X Y Z			
WEC Energy	WEC	90.49	1.32
W.P.Carey	WPC	78.75	1.57
WPP	WPP	71.10	0.48
Wabtec	WAB	92.47	-0.55
WalgreensBoots	WBA	46.08	0.18
Walmart	WMT	142.63	-2.27
WarnerMusic	WMG	42.70	-0.28
WasteConnections	WCN	137.19	2.98
▲WasteMgt	WM	166.83	3.36
Waters	WAT	341.22	2.79
Watsco	WSO	299.63	-0.61
Wayfair	W	267.51	-8.91
Weibo	**WB**	**39.61**	**-3.18**
WellsFargo	WFC	49.16	0.73
Welltower	WELL	82.04	0.12
WestFraserTimber	WFG	83.58	-0.16
WestPharmSvcs	WST	447.38	8.50
WestAllianceBcp	WAL	112.14	-0.01
WesternDigital	WDC	58.99	1.23
WestlakeChem	WLK	98.36	-0.81
WestpacBanking	WBK	14.87	-0.03
WestRock	WRK	46.12	-0.22
Weyerhaeuser	WY	38.75	0.33
WheatonPrecMet	WPM	42.36	0.38
Whirlpool	WHR	222.78	-3.22
Williams	WMB	28.01	-0.23
Williams-Sonoma	WSM	206.00	0.28
WillisTowers	WLTW	230.39	1.40
WillScotMobile	WSC	39.12	0.27
Wipro	WIT	8.56	0.18
Wix.com	WIX	159.37	-0.18
Wolfspeed	WOLF	129.01	5.01
Workday	WDAY	281.59	4.04
WynnResorts	WYNN	83.00	-2.69
XP	XP	29.84	0.28
XPO Logistics	XPO	76.24	0.27
XcelEnergy	XEL	65.59	0.83
▲Xilinx	XLNX	233.08	9.13
XPeng	XPEV	51.36	0.25
Xylem	XYL	123.80	1.16
Yeti	YETI	95.39	-1.48
Yandex	YNDX	72.00	1.56
YumBrands	YUM	125.25	1.05
▼YumChina	YUMC	50.47	-0.65
ZTO Express	ZTO	30.98	0.13
ZebraTech	ZBRA	607.20	16.48
Zendesk	ZEN	95.11	0.84
Zillow C	Z	54.26	-1.36
▼Zillow A	ZG	54.16	-0.91
▼ZimmerBiomet	ZBH	123.50	-2.12
ZionsBancorp	ZION	64.91	0.74
Zoetis	ZTS	223.55	4.23
ZoomVideo	ZM	218.98	-1.23
ZoomInfoTech	ZI	69.86	-0.15
Zscaler	**ZS**	**355.92**	**19.02**

Dividend Changes

Dividend announcements from November 29.

Company	Symbol	Yld %	Amount New/Old	Frq	Payable / Record
Foreign					
B2Gold	BTG	4.0	.04	Q	Dec17 /Dec08

KEY: A: annual; M: monthly; Q: quarterly; r: revised; SA: semiannual; S2:1: stock split and ratio; SO: spin-off.

Exchange-Traded Portfolios | WSJ.com/ETFresearch

Largest 100 exchange-traded funds, latest session

Monday, November 29, 2021

ETF	Symbol	Closing Price	Chg (%)	YTD (%)
ARKInnovationETF	ARKK	106.92	**-0.19**	-14.1
CommSvsSPDR	XLC	77.84	**0.86**	15.4
CnsmrDiscSelSector	XLY	207.24	**1.55**	28.9
DimenUSCoreEq2	DFAC	28.37	**0.67**	...
EnSelectSectorSPDR	XLE	55.90	**0.58**	47.5
FinSelSectorSPDR	XLF	38.89	**0.31**	31.9
HealthCareSelSect	XLV	132.33	**0.27**	16.7
IndSelSectorSPDR	XLI	103.39	**0.17**	16.8
InvscQQQI	QQQ	399.69	**2.17**	27.4
InvscS&P500EW	RSP	157.77	**0.84**	23.7
iShCoreDivGrowth	DGRO	53.44	**0.49**	19.2
iShCoreMSCIEAFE	IEFA	73.53	**0.52**	6.4
iShCoreMSCIEM	IEMG	60.10	**0.32**	-3.1
iShCoreMSCITotInt	IXUS	70.35	**0.34**	4.7
iShCoreS&P500	IVV	466.50	**1.28**	24.3
iShCoreS&P MC	IJH	277.46	**0.04**	20.7
iShCoreS&P SC	IJR	112.78	**-0.24**	22.7
iShS&PTotlUSStkMkt	ITOT	105.54	**1.12**	22.4
iShCoreTotalUSDBd	IUSB	52.99	**0.02**	-2.9
iShCoreUSAggBd	AGG	114.58	**0.05**	-3.1
iShSelectDividend	DVY	118.23	**0.23**	22.9
iShESGAwareUSA	ESGU	106.13	**1.30**	23.4
iShEdgeMSCIMinUSA	USMV	77.61	**0.82**	14.3
iShEdgeMSCIUSAMom	MTUM	187.89	**1.53**	16.5
iShEdgeMSCIUSAQual	QUAL	143.84	**1.25**	23.8
iShEdgeMSCIUSAVal	VLUE	104.80	**0.30**	20.6
iShGoldTr	IAU	33.94	**-0.06**	-6.4
iShiBoxx$InvGrCpBd	LQD	132.77	**0.07**	-3.9
iShiBoxx$HYCpBd	HYG	86.00	**0.62**	-1.5
iShJPMUSDEmgBd	EMB	107.49	**0.86**	-7.3
iShMBSETF	MBB	107.60	**0.07**	-2.3
iShMSCI ACWI	ACWI	104.30	**0.90**	15.0
iShMSCI EAFE	EFA	77.52	**0.51**	6.2
iShMSCI EAFE SC	SCZ	72.35	**0.51**	5.9
iShMSCIEmgMarkets	EEM	48.89	**0.39**	-5.4
iShMSCIEAFEValue	EFV	49.38	**0.18**	4.6
iShNatlMuniBd	MUB	116.37	**-0.01**	-0.7
iSh1-5YIGCorpBd	IGSB	54.08	**0.09**	-2.0
iShPfd&Incm	PFF	38.58	**0.55**	0.2
iShRussell1000Gwth	IWF	304.55	**1.89**	26.3
iShRussell1000	IWB	260.10	**1.16**	22.8
iShRussell1000Val	IWD	162.55	**0.40**	18.9
iShRussell2000	IWM	222.71	**-0.06**	13.6
iShRussell2000Val	IWN	164.22	**-0.35**	24.6
iShRussellMid-Cap	IWR	82.13	**0.56**	19.8
iShRussellMCValue	IWS	118.94	**0.68**	22.7
iShS&P500Growth	IVW	83.02	**1.93**	30.1
iShS&P500Value	IVE	150.65	**0.46**	17.7
iShTIPSBondETF	TIP	129.54	**-0.23**	1.5
iSh1-3YTreasuryBd	SHY	85.86	**0.05**	-0.6
iSh7-10YTreasuryBd	IEF	115.11	**-0.23**	-4.0
iSh20+YTreasuryBd	TLT	149.32	**-0.80**	-5.3
iShRussellMCGrowth	IWP	117.68	**0.84**	14.6
iShUSTreasuryBdETF	GOVT	26.55	**-0.13**	-2.6
JPM UltShtIncm	JPST	50.59	**0.04**	-0.4
ProShUltPrQQQ	TQQQ	170.83	**6.21**	87.9
SPDR Gold	GLD	166.62	**-0.14**	-6.6
SPDRS&P500Growth	SPYG	71.93	**1.87**	30.1
SchwabIntEquity	SCHF	38.54	**0.50**	7.0
SchwabUS BrdMkt	SCHB	111.46	**0.97**	22.5
SchwabUS Div	SCHD	77.55	**0.34**	20.9
SchwabUS LC	SCHX	112.13	**1.12**	23.3
SchwabUS LC Grw	SCHG	164.06	**1.94**	27.8
SchwabUS SC	SCHA	102.25	**-0.07**	14.9
Schwab US TIPs	SCHP	63.27	**-0.24**	1.9
SPDR DJIA Tr	DIA	351.19	**0.62**	14.8
SPDR S&PMdCpTr	MDY	507.04	**0.14**	20.7
SPDR S&P 500	SPY	464.60	**1.23**	24.3
SPDR S&P Div	SDY	124.13	**0.34**	17.2
TechSelectSector	XLK	170.14	**2.50**	30.9
VangdInfoTech	VGT	452.15	**2.27**	27.8
VangdSC Val	VBR	176.46	**-0.11**	24.1
VangdExtMkt	VXF	187.19	**0.19**	13.7
VangdSC Grwth	VBK	282.96	**0.37**	5.7
VangdDivApp	VIG	165.72	**0.92**	17.4
VangdFTSEDevMk	VEA	50.19	**0.48**	6.3
VangdFTSE EM	VWO	49.11	**0.14**	-2.0
VangdFTSE Europe	VGK	66.02	**0.70**	9.6
VangdFTSEAWxUS	VEU	60.42	**0.45**	3.5
VangdGrowth	VUG	320.90	**1.87**	26.7
VangdHlthCr	VHT	252.65	**-0.00**	12.9
VangdHiDiv	VYM	108.48	**0.24**	18.5
VangdIntermBd	BIV	88.68	**-0.07**	-4.5
VangdIntrCorpBd	VCIT	93.26	**0.01**	-4.0
VangdLC	VV	217.09	**1.17**	23.5
VangdMC	VO	252.81	**0.93**	22.3
VangdMC Val	VOE	146.63	**0.40**	23.3
VangdMBS	VMBS	52.98	**...**	-2.0
VangdRealEst	VNQ	108.80	**0.74**	28.1
VangdS&P500ETF	VOO	427.24	**1.21**	24.3
VangdST Bond	BSV	81.32	**0.02**	-1.9
VangdSTCpBd	VCSH	81.56	**0.09**	-2.0
VangdShtTmInfltn	VTIP	52.32	**...**	2.4
VangdSC	VB	224.85	**0.15**	15.5
VangdTotalBd	BND	85.26	**-0.01**	-3.3
VangdTotIntlBd	BNDX	57.06	**-0.16**	-2.5
VangdTotIntlStk	VXUS	62.73	**0.43**	4.3
VangdTotalStk	VTI	238.21	**0.94**	22.4
VangdTotlWrld	VT	105.86	**0.89**	14.3
VangdValue	VTV	141.88	**0.22**	19.3

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION | Case No. 1:20-cv-01293-JPC-JLC

SUMMARY NOTICE OF (I) PROPOSED SETTLEMENT; (II) SETTLEMENT HEARING; AND (III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

TO: All persons and entities (and their beneficiaries) that purchased or otherwise acquired the American Depository Shares ("ADSs") of Luckin Coffee Inc. between May 17, 2019 through July 15, 2020, inclusive ("Class"). Certain persons and entities are excluded from the Class as set forth in detail in the Stipulation and Agreement of Settlement dated October 20, 2021 ("Stipulation") and the Settlement Notice described below.

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

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York ("Court"), that Sjunde AP-Fonden and Louisiana Sheriffs' Pension & Relief Fund (together, "Class Representatives"), on behalf of themselves and the Class; and (b) Luckin Coffee Inc. (in Provisional Liquidation) ("Luckin"), have reached a proposed settlement of the above-captioned action ("Action") for $175,000,000 in cash ("Settlement"). The Settlement, if approved, will resolve all claims in the Action.

A hearing will be held on **July 22, 2022 at 11:00 a.m.**, before the Honorable John P. Cronan at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007-1312, Courtroom 12D, to determine: (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Luckin, the other defendants named in the Action, and certain other related parties, and the releases specified and described in the Stipulation (and in the Settlement Notice described below) should be entered; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Class Counsel's motion for attorneys' fees and litigation expenses should be approved. Any updates regarding the hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances at the hearing, will be posted to the website for the Action, www.LuckinCoffeeSecuritiesLitigation.com.

If you are a member of the Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Settlement Fund. This notice provides only a summary of the information contained in the detailed Notice of (I) Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses ("Settlement Notice"). If you have not received a copy of the Settlement Notice, along with the Claim Form, in the mail, you may obtain copies of these documents by: (i) contacting the Claims Administrator at *In re Luckin Coffee Inc. Securities Litigation*, c/o Epiq Class Action & Claims Solutions, Inc., P.O. Box 5887, Portland, OR 97228-5887, 1-855-535-1824, info@LuckinCoffeeSecuritiesLitigation.com; or (ii) downloading them from the website for the Action, www.LuckinCoffeeSecuritiesLitigation.com, or from Class Counsel's websites, www.blbglaw.com and www.ktmc.com.

If you are a member of the Settlement Class, in order to be eligible to receive a payment from the Settlement, you must submit a Claim Form ***postmarked (if mailed), or online, no later than March 15, 2022***, in accordance with the instructions set forth in the Claim Form. If you are a Class Member and do not submit a proper Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any releases, judgments, or orders entered by the Court in the Action.

Any objections to the proposed Settlement, the proposed Plan of Allocation, and/or Class Counsel's motion for attorneys' fees and litigation expenses, must be filed with the Court and delivered to Class Counsel and Luckin's Counsel such that they are ***received no later than June 24, 2022***, in accordance with the instructions set forth in the Settlement Notice. As this Class was previously certified by the Court for purposes of negotiating and implementing a settlement and, in connection therewith, Class Members had the opportunity to exclude themselves from the Class, the Court has exercised its discretion not to allow a second opportunity for exclusion in connection with the settlement proceedings.

PLEASE DO NOT CONTACT THE COURT, THE CLERK'S OFFICE, LUCKIN, OR LUCKIN'S COUNSEL REGARDING THIS NOTICE. All questions about this notice, the Settlement, or your eligibility to participate in the Settlement should be directed to Class Counsel or the Claims Administrator.

Requests for the Settlement Notice and Claim Form should be made to the Claims Administrator:

In re Luckin Coffee Inc. Securities Litigation
c/o Epiq Class Action & Claims Solutions, Inc.
P.O. Box 5887
Portland, OR 97228-5887
1-855-535-1824
info@LuckinCoffeeSecuritiesLitigation.com
www.LuckinCoffeeSecuritiesLitigation.com

All other inquiries should be made to Class Counsel:

Salvatore J. Graziano, Esq.
Bernstein Litowitz Berger & Grossmann LLP
1251 Avenue of the Americas
New York, NY 10020
1-800-380-8496
settlements@blbglaw.com

Sharan Nirmul, Esq.
Kessler Topaz Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087
1-610-667-7706
info@ktmc.com

DATED: November 30, 2021

BY ORDER OF THE COURT
United States District Court
Southern District of New York

United States Bankruptcy Court for the Central District of California. In re EPD Investment Company, LLC and Jerrold S. Pressman, Debtors, Case No.: 2:10-bk-62208-ER. Jason M. Rund, Chapter 7 Trustee v. Kirkland, et al., Adv. No. 2:12-ap-02424-ER.

SUBPOENA TO APPEAR AND TESTIFY AT A HEARING OR TRIAL IN A BANKRUPTCY CASE (OR ADVERSARY PROCEEDING) TO: JOHN C. KIRKLAND and POSHOW ANN KIRKLAND. YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the time, date and place set forth below to testify at a hearing or trial in this bankruptcy case (or adversary proceeding). When you arrive, you must remain at the court until the judge or a court official allows you to leave.

PLACE: U.S. Bankruptcy Court, 255 E. Temple St., Los Angeles, CA 90012
COURTROOM: 1568
DATE AND TIME: March 14, 2022 at 9:00 a.m.

Date: 11/9/2021. Signed by /s/ Ryan F. Coy, Brutzkus Gubner, counsel for Plaintiff. For further information, including instructions to appear by remote video transmission via Zoom.gov: Phone: (818) 827-9141; rcoy@bg.law.

Bernstein Litowitz Berger & Grossmann LLP and Kessler Topaz Meltzer & Check, LLP Announce Class Action Settlement Involving Purchasers of Luckin Coffee Inc. American Depository Shares

NEWS PROVIDED BY
Bernstein Litowitz Berger & Grossmann LLP and Kessler Topaz Meltzer & Check, LLP →
Nov 30, 2021, 08:00 ET

NEW YORK, Nov. 30, 2021 /PRNewswire/ --

UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

SUMMARY NOTICE OF (I) PROPOSED SETTLEMENT;
(II) SETTLEMENT HEARING; AND (III) MOTION FOR
ATTORNEYS' FEES AND LITIGATION EXPENSES

TO: All persons and entities (and their beneficiaries) that purchased or otherwise acquired the American Depository Shares ("ADSs") of Luckin Coffee Inc. between May 17, 2019 through July 15, 2020, inclusive ("Class"). Certain persons and entities are excluded from the Class as set forth in detail in the Stipulation and Agreement of Settlement dated October 20, 2021 ("Stipulation") and the Settlement Notice described below.

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

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York ("Court"), that Sjunde AP-Fonden and Louisiana Sheriffs' Pension & Relief Fund (together, "Class Representatives"), on behalf of themselves and the Class; and (b) Luckin Coffee Inc. (in Provisional Liquidation) ("Luckin"), have reached a proposed settlement of the above-captioned action ("Action") for $175,000,000 in cash ("Settlement"). The Settlement, if approved, will resolve all claims in the Action.

A hearing will be held on **July 22, 2022 at 11:00 a.m.**, before the Honorable John P. Cronan at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007-1312, Courtroom 12D, to determine: (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Luckin, the other defendants named in the Action, and certain other related parties, and the releases specified and described in the Stipulation (and in the Settlement Notice described below) should be entered; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Class Counsel's motion for attorneys' fees and litigation expenses should be approved. Any updates regarding the hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances at the hearing, will be posted to the website for the Action, www.LuckinCoffeeSecuritiesLitigation.com.

If you are a member of the Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Settlement Fund. This notice provides only a summary of the information contained in the detailed Notice of (I) Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses ("Settlement Notice"). If you have not received a copy of the Settlement Notice, along with the Claim Form, in the mail, you may obtain copies of these documents by: (i) contacting the Claims Administrator at *In re Luckin Coffee Inc. Securities Litigation*, c/o Epiq Class Action & Claims Solutions, Inc., P.O. Box 5887, Portland, OR 97228-5887, 1-855-535-1824, info@LuckinCoffeeSecuritiesLitigation.com; or (ii) downloading them from the website for the Action, www.LuckinCoffeeSecuritiesLitigation.com, or from Class Counsel's websites, www.blbglaw.com and www.ktmc.com.

If you are a member of the Settlement Class, in order to be eligible to receive a payment from the Settlement, you must submit a Claim Form ***postmarked (if mailed), or online, no later than March 15, 2022***, in accordance with the instructions set forth in the Claim Form. If you are a Class Member and do not submit a proper Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any releases, judgments, or orders entered by the Court in the Action.

Any objections to the proposed Settlement, the proposed Plan of Allocation, and/or Class Counsel's motion for attorneys' fees and litigation expenses, must be filed with the Court and delivered to Class Counsel and Luckin's Counsel such that they are ***received no later than June 24, 2022***, in accordance with the instructions set forth in the Settlement Notice. As this Class was previously certified by the Court for purposes of negotiating and implementing a settlement and, in connection therewith, Class Members had the opportunity to exclude themselves from the Class, the Court has exercised its discretion not to allow a second opportunity for exclusion in connection with the settlement proceedings.

PLEASE DO NOT CONTACT THE COURT, THE CLERK'S OFFICE, LUCKIN, OR LUCKIN'S COUNSEL REGARDING THIS NOTICE. All questions about this notice, the Settlement, or your eligibility to participate in the Settlement should be directed to Class Counsel or the Claims Administrator.

Requests for the Settlement Notice and Claim Form should be made to the Claims Administrator:

In re Luckin Coffee Inc. Securities Litigation
c/o Epiq Class Action & Claims Solutions, Inc.
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All other inquiries should be made to Class Counsel:

Salvatore J. Graziano, Esq.
Bernstein Litowitz Berger & Grossmann LLP
1251 Avenue of the Americas
New York, NY 10020
1-800-380-8496
settlements@blbglaw.com

Sharan Nirmul, Esq.
Kessler Topaz Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087
1-610-667-7706
info@ktmc.com

DATED: November 30, 2021

BY ORDER OF THE COURT
United States District Court
Southern District of New York

URL// www.LuckinCoffeeSecuritiesLitigation.com

SOURCE Bernstein Litowitz Berger & Grossmann LLP and Kessler Topaz Meltzer & Check, LLP

Exhibit 4

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF FANG ZHAO

I, Fang Zhao, hereby declare as follows:

1. I am a partner in the Yun Zheng Law Firm, based in Shanghai, and a practicing lawyer in the People's Republic of China ("China" or "PRC"). I have been practicing law in the PRC for over 20 years. I was called to the Bar of England and Wales in 2017. I also sit as an arbitrator of Hong Kong International Arbitration Centre, the China International Economic and Trade Arbitration Commission, Beijing Arbitration Commission, Shanghai International Arbitration Centre and the Shen Zhen Court of International Arbitration. Before joining in Yu Zheng, I had been a partner of Beijing Jun He Law Offices Shanghai Office, from February 2011 to June 2013. I submit this declaration to provide certain facts related to China's legal and regulatory regime that may be relevant to the consideration of the proposed Settlement.

2. Class Counsel in this Action retained me and my firm in 2021 to provide advice on Chinese law and regulation in connection with their negotiations with Luckin Coffee Inc. ("Luckin" or "Luckin Cayman"), and, in particular, concerning Luckin's ability to access assets held by its subsidiaries in China, including Luckin Coffee (China) Co., Ltd. ("Luckin China") for the purposes of paying any settlement obtained or judgment reached in this Action, whether in a United States court or as part of liquidation proceedings in the Cayman Islands. In connection with this work, I reviewed a memorandum dated July 9, 2021 prepared by King & Wood Mallesons, counsel for

Luckin, that was subsequently publicly filed in Luckin's Cayman Island liquidation proceedings (the "KWM Memo"). A copy of the KWM Memo is attached as Exhibit A.

3. I believe, based on my experience and knowledge of Chinese regulations of foreign-exchange transactions, that the restrictions on the availability of funding to Luckin described in the KWM Memo are accurate and valid to the best of my knowledge. In particular, the KWM memo reports that Luckin could only obtain approval for the remittance of $185 million out of the PRC. While I am not in a position to independently verify Luckin's interactions with the government of China, I can confirm that the government of China, through the State Administration of Foreign Exchange of the PRC ("SAFE") maintains strict controls over foreign-exchange transactions, including the remittance of funds out of the PRC, and has wide discretion to impose restrictions on Chinese entities trying to expatriate funds from China, especially for capital account requirements.

4. I agree with the assessment in the KWM Memo that, based on the circumstances described, "capital reduction" was the only feasible method for Luckin China to remit funds out of the PRC to Luckin Cayman and that Luckin China's quota for capital reduction of $250 million USD served essentially as a "hard cap" on the amount of funds that could be remitted. Increasing the limit of $185 million discussed in the KWM Memo, which was based on a spending plan that had been approved by SAFE, would have required approval by SAFE, which approval could have been withheld in SAFE's discretion. Luckin China would have no ability to appeal such a determination by SAFE.

5. I have no reason to doubt the KWM Memo's assessment that SAFE would likely deny any attempt to access funds beyond the $185 million that had already been permitted. It is, in fact, consistent with my experience and understanding of SAFE operations that SAFE would

view any additional capital reduction and remittance of funds offshore as risking the financial stability of Luckin China and therefore it would deny any near-term application to remove additional funds. As explained in the KWM Memo, the SAFE approval was predicated on an existing, enforceable offshore funding requirement created by the Restructuring Support Agreement dated March 16, 2021 ("RSA") that Luckin Coffee entered into with certain holders of Luckin's $US 460,000,000 .75% convertible senior notes due 2025 ("CBs") that were in default. These notes were senior in interest to all other Luckin creditors and the RSA required a minimum cash consideration of $150 million to be distributed to the holders of the CBs by June 14, 2021 (the deadline being subsequently extended). Unlike the CB note holders, holders of claims based on Luckin's ADRs solely had contingent claims and as a result, SAFE did not view these contingent claims as being reasonably estimable sufficient to satisfy the requirements for a capital reduction. The difficulty for these contingent claim holders is that they would have been required to reduce their contingent claims to a judgment and then attempt to secure SAFE approval for an additional outbound payment exceeding the approved limit of $185 million. As described below, this strategy was subject, at a minimum to the risks of the non-enforceability of foreign judgments in China.

6. In my view, there is no other feasible way to expatriate cash from China beyond the level of funds approved by SAFE as described in the KWM Memo. Other alternatives such as issuing notes to the Class would not be feasible because issuing notes to non-Chinese entities would require SAFE approval and SAFE would not approve payment of such notes.

7. Class Counsel also asked me to provide an opinion on the enforceability of any judgment obtained against Luckin against the assets of Luckin or Luckin China in China. Such enforceability would be highly uncertain. First, theoretically Chinese courts may enforce a United

States court judgment in accordance with the principle of reciprocity, with the condition that such enforcement may not violate fundamental Chinese law and policy. In practice, while a few Chinese courts have enforced U.S. court judgments in recent years, such enforcement has been and will be subject to strict scrutiny of the court on a case-by-case basis. Secondly, and perhaps more importantly, for any enforcement to be possible there must be assets within China that are directly owned by the Luckin Cayman (the parent company that would be subject to the U.S. judgment). Chinese courts would not enforce a U.S. judgment against Luckin Cayman to allow direct access to assets of Luckin China.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this __3rd__ day of June, 2022.

Fang Zhao

#3103458

Exhibit A

Memorandum

Confidential settlement communication – Without prejudice

To	Luckin Coffee Inc (In Provisional Liquidation) Ad Hoc Shareholder Claimant Committee
From	King & Wood Mallesons
Date	July 9, 2021
Subject	Remittance of Onshore Funds out of China

1 Introduction

1.1 Scope of issues

We have been asked by Luckin Coffee Inc. (In Provisional Liquidation) ("**Luckin Coffee**" or "**Company**") and Luckin Coffee (China) Co., Ltd. ("**Luckin China**") to address the following questions in this memorandum:

(i) What is the legal basis for the approved quota for capital reduction of USD250 million and why is only an estimated USD185 million of this quota assumed to be allowed to be remitted out of PRC?

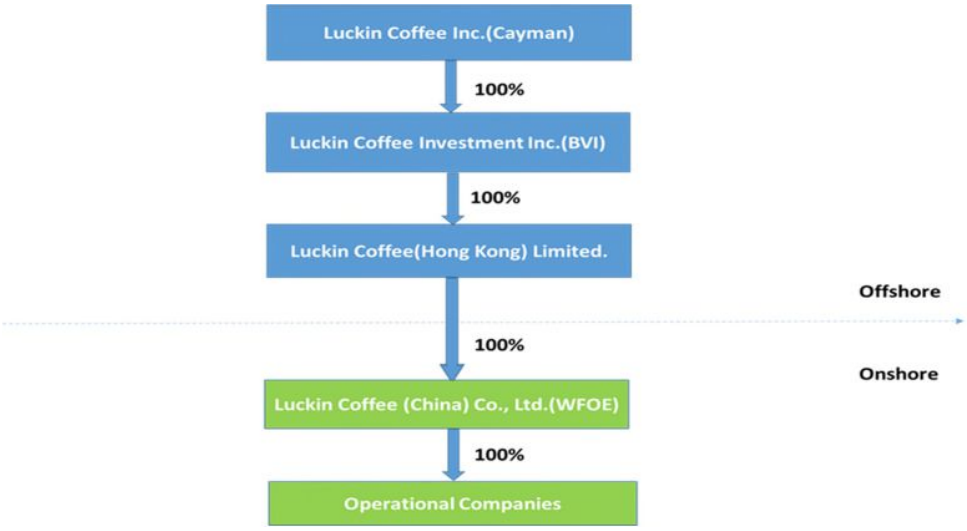
(ii) Is there any other additional funding source viable under the PRC's legal framework that allows funds remitted from onshore to offshore to compensate SH Litigants (as defined below)?

We understand that this memorandum will be provided to you for the purpose of assisting settlement discussions. Accordingly, the contents of this memorandum shall be treated confidentially and on a without prejudice basis. Additionally, by providing you this memorandum, neither we, Luckin Coffee, nor Luckin China, intends to waive any privilege applicable to legal advice previously rendered by this firm to our clients.

1.2 Background

Luckin Coffee, a company incorporated in the Cayman Islands, is the holding company of all subsidiaries, including investment holding companies in BVI and Hong Kong and various operating companies in China (including Luckin China and other onshore Luckin operational companies, collectively as the "**Onshore Companies**").

A simplified offshore/onshore holding structure of the Luckin Coffee group from the top down is displayed below.



Currently, Luckin Coffee is in default under the US$460,000,000 0.75% convertible senior notes due 2025 ("**CB**") as a result of the appointment of the Joint Provisional Liquidators ("**JPLs**") ordered by the Cayman Court on July 15, 2020. Pursuant to a Restructuring Support Agreement ("**RSA**") dated March 16, 2021 entered into by Luckin Coffee and certain holders of the CB, the Company was required to satisfy financing milestone obligations, including obtaining reasonable assurance of funding outside the PRC in an amount sufficient to satisfy the minimum cash consideration to be distributed to the holders of the CB under the RSA by June 14, 2021 (such minimum is USD150 million).

As explained in more detail below, to date the Company has completed the PRC regulatory approval process, including obtaining relevant approvals from the State Administration of Foreign Exchange ("**SAFE**", including its local branches) of the PRC through a designated PRC foreign exchange handling bank, to transfer funds out of the PRC through a planned capital reduction within a quota of USD250 million. In a spending plan the Company submitted to the PRC handling bank and local SAFE, USD185 million is estimated to be remitted out of PRC by the end of 2021 for payment of restructuring expenses (USD35 million) and distribution of the Cash Consideration under the RSA (USD150 million).

Luckin Coffee is also exposed to potential claims from certain U.S. equity litigants (including class action lead plaintiffs) of Luckin Coffee (the "**SH Litigants**"). We understand the SH Litigants have not yet obtained a court judgment and are therefore contingent creditors only and unable to seek to undertake direct action against the Company at this time in contrast to the CBs.

1.3 Scope of this memorandum

This memorandum is confined to and prepared on the basis of the publicly available laws of PRC in force as at the date hereof, our observations of the market practices in PRC thus far and as of the date hereof. We have not investigated, and we do not give any opinion expressly or by implication on, the laws of any other jurisdiction and we have assumed that no such other laws would affect the advice rendered herein.

In this Memorandum, "**PRC**" or "**China**" refers to the mainland of the People's Republic of China and, unless otherwise defined herein, the laws and regulations in capitalized forms

refer to the laws and regulations of PRC (which, for the purpose of this Memorandum only, excluding the laws and regulations of Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan), and "**approval**" of SAFE may take the form of, including but not limited to, confirmation from the designated foreign exchange banks that approved quota for conversion of RMB into USD has been received from SAFE (or its local counterpart) for transmission of such funds outside of the PRC, or notification from the designated foreign exchange banks to the Company that transmission of such funds outside of the PRC has been processed.

2 Overview of PRC Foreign Exchange Control

China maintains a strict system of foreign exchange control and SAFE (including its local branches) regulates and categorizes all foreign exchange transactions involving cross-border conversion and remittance of funds into and out of PRC, into current account items (primarily covering international trade or service transactions that involve cross-border payables and receivables frequently taking place) and capital account items (primarily covering equity investment, debt investment and securities investment transactions that involve cross-border capital inflow and outflow). Under the current account channel, Renminbi ("**RMB**") generally may be freely converted into foreign currencies (and vice versa) by the presentation of valid commercial documents evidencing the underlying transactions and other supporting documents, without the prior approval by SAFE. Foreign exchange transactions under the capital account channel are generally more heavily regulated and more strictly controlled than those under the current account channel.

Generally speaking, the following channels may be relevant to remittance of onshore funds out of PRC where relevant conditions are satisfied and prerequisite procedures are completed:

(i) ***channels under the current account channel***: outbound remittance of funds under:

a) distribution of dividends; and

b) international compensation;

We will explain in section 3.2 that neither of the current account channels is available / applicable to Luckin Coffee.

(ii) ***channels under the capital account channel***: outbound remittance of funds under:

a) cross-border security;

b) overseas lending;

c) repayment of foreign debts;

d) capital reduction; and

e) share transfer

In light of the circumstances in which Luckin Coffee and its Onshore Companies find themselves and according to the Company's discussions with SAFE (as explained in more detail below), the only viable channel for the Onshore Companies to remit funds out of PRC to Luckin Coffee is by way of capital reduction. Other channels/funding sources would not work for various reasons (we will set out analysis in section 3.2 below).

3 Responses to Questions

3.1 What is the legal basis for the approved quota for capital reduction of USD250 million and why is only estimated USD185 million of this quota assumed to be allowed to be remitted out of PRC with reasonable certainty?

3.1.1 ***Capital reduction as the sole permitted channel***: According to the Company's discussions with SAFE, the channel permitted by SAFE for the Onshore Companies to remit funds out of PRC to Luckin Coffee is limited to capital reduction.

In normal circumstances, a foreign invested enterprise is permitted to reduce the registered capital contributed by foreign shareholder(s) and remit the proceeds from such reduction out of PRC to the foreign shareholder(s). The capital reduction process is subject to the following prerequisite procedures:

(i) notification to creditors: In accordance with PRC Company Law, an onshore company intending to apply for capital reduction shall notify their creditors within 10 days and make a public announcement in a newspaper within 30 days after a resolution to reduce registered capital is passed. Within 30 days of receiving the notice or within 45 days of the issuance of the public announcement if they fail to receive the notice, any dissenting creditors shall be entitled to request the onshore company pay off the debts or to provide guarantees/security. It takes at least 45 days to complete this notification process under normal circumstances.

(ii) registration with local administration of market regulation ("**AMR**"): Having duly notified the creditors as stated above, the onshore company may then file an application with a local AMR where the onshore company was established for the registration of capital reduction. It normally takes one to two weeks to complete the process after the AMR receives all the required application documents assuming no objections from creditors have been raised or all such objections have been resolved.

(iii) tax clearance with tax authority: Pursuant to the relevant PRC tax laws and regulations, the foreign shareholder(s) of an onshore company have tax filing and payment obligations with respect to the reduced capital if there is any investment profit when reducing capital..

(iv) SAFE approval in the form of foreign exchange registration of capital reduction: after completing the above procedures, the foreign invested enterprise can go to the PRC foreign exchange handling bank (delegated by SAFE) to apply for the foreign exchange registration of capital reduction in the system operated by SAFE and then apply for currency conversion and remittance of reduced capital funds out of PRC by presenting necessary supporting documents. See next section for more details regarding this step.

3.1.2 ***SAFE approval is at its own sole discretion***: In practice, however, the PRC handling bank may need to seek the guidance of the local branch of SAFE on whether to accept an application for foreign exchange registration of capital reduction. If the PRC applicant has special circumstances or it considers the amount of the contemplated capital reduction to be significant, the local branch of SAFE would conduct a careful review of the underlying foreign exchange transaction and grant any approvals as it sees fit. There is no objective test that ensures certainty of obtaining an approval. The local branch of SAFE will typically consider, among other things, whether the capital reduction is of a significant amount that should attract strict oversight, the purpose of the capital reduction, and the effect of a capital reduction on the onshore company, and in particular any effect on the onshore company's ability to meet the demands of onshore creditors, onshore employees and other

onshore stakeholders. Moreover, in sensitive situations (as in Luckin Coffee's case), the local branch of SAFE will need to seek approval from the central SAFE, which introduces another layer of uncertainty.

As a matter of policy, the PRC government applies stringent oversight when evaluating applications to move money offshore. The more assurance and comfort it has that an application for capital remittance by an onshore company is genuine, compliant with all applicable laws, regulations and SAFE rules and has a low risk of leading to business shutdowns or lay-off of employees of the onshore company, the greater the likelihood that such application will be approved.

In Luckin Coffee and the Onshore Companies' situation, the Company had multiple rounds of meetings with SAFE, during which the Company comprehensively explored and tested all possible ways to move onshore cash held by the Onshore Companies offshore. However, it is the Company's understanding based on these discussions that the only viable channel SAFE would consider in order to move funds offshore (not exceeding a limit) out of PRC was through a capital reduction channel and they stressed that the SAFE approval for such capital reduction would be made subject to a number of conditions, including the usage of funds.

SAFE expressed that the following key criteria would need to be addressed (at a minimum) in order to justify an application for capital reduction:

(1) the contemplated capital reduction should serve the genuine needs of offshore funding requirements based on a reasonable estimate of total amount of compensation payable by Luckin Coffee to its creditors;

(2) the contemplated capital reduction would involve no material adverse risk to the available liquidity of the Onshore Companies on a going concern basis; and

(3) the contemplated capital reduction would not risk harming the interests of creditors of the Onshore Companies.

In addition to the above, SAFE also took into account of whether the risk to the financial stability of Luckin Coffee and the Onshore Companies could be demonstrably reduced as a result of the capital reduction. It should be noted that at the time of the Company's application, it was uncertain whether the audit closing condition to the Centurium and Joy Capital investment would be met and therefore SAFE's approval of a capital reduction was the only way that the Company could meet the financing milestone.

Through communications with SAFE, it was the Company's understanding that SAFE's preference is for the Company to only go through an application process once and therefore that the Company should ensure a sufficient quota to be requested to satisfy potential offshore funding requirements whilst also confirming there was a significant buffer of onshore liquidity to fund the onshore business operations.

Based on the supporting documents and data provided by the Company to address the abovementioned concerns, in particular taking into consideration the grave impact of an official liquidation (the likely consequence if the Company could not satisfy its payment obligations to the CBs), and after rounds of internal consultations with the central SAFE, the local SAFE eventually accepted the application and granted an approval via the PRC handling bank, allowing Luckin China to transfer funds out of the PRC through a planned capital reduction with a quota of USD250 million. This amount was the estimated amount of offshore funding required to fund all offshore creditors as well as fees and expenses to successfully close the offshore restructuring *absent* a completion of the 2019 audit (and

therefore external funding from Luckin's existing investors not being available) whilst taking into account Luckin's onshore liquidity position and ongoing onshore liquidity requirements, with the subsequent utilization of such quota needing to comply with a spending plan (see below section 3.1.3) and with all required underlying documentation, approved by the PRC handling bank (delegated by SAFE).

Given the above, the Company believes that it will be difficult for SAFE to allow a second capital reduction in the near term (i.e., allow further funds offshore), if at all, as they will almost certainly regard this as risking the financial stability of the onshore entity and create significant PR risk for the Company and thereby impacting the Company's onshore operations.

3.1.3 ***SAFE's oversight over fund remittance***: Even with SAFE approval of the USD250 million capital reduction, Luckin China must obtain final signoff from SAFE to move any amount of such funds offshore. As a general principle under the SAFE foreign exchange regime, all underlying foreign exchange transactions are required to be authentic and comply with applicable laws, regulations and SAFE rules and should be processed with requisite backup documents. Therefore, in practice, SAFE will still exercise scrutiny over the authenticity and compliance of each request to remit funds out of PRC, even if within the limits of the approved quota.

Therefore, every remittance of reduced capital funds out of PRC can be processed by the PRC handling bank (delegated by SAFE) only after the specific use of the funds to be remitted is verified as authentic and the amount and timing of each payment due and payable to offshore creditors is confirmed as consistent with all documents and information disclosed to or recorded in the system operated by SAFE (in capital reduction situation particularly, the amount requested to be remitted must (i) be consistent with the amount due and payable as evidenced by supporting documents, (ii) not exceed the approved quota when aggregated with other funds already remitted, and (iii) reflect a timeline for payment that does not substantially deviate from the payment schedule documented in the fund spending plan).

In light of the above, although the Company has an approved quota from SAFE for the capital reduction of up to USD 250m, it still needs to demonstrate a clear purpose with supporting evidence for the use of cash in order to actually remit funds. To address these concerns, the Company, as requested by the handling bank, put together a spending plan after the approval of the capital reduction, in which the sum of USD185 million was estimated and budgeted as USD150 million for payment of the Cash Consideration to the holders of CBs and USD35 million for payment of offshore restructuring fees and expenses for a total of USD185 million. The Company was not able to justify any higher amount than the USD185 million at such time, given that any amount pertaining to a potential SH Litigant settlement was and is still unknown.

It is the Company's hope that the remittance of the estimated USD185 million reduced capital funds offshore will be processed by the PRC handling bank by December 31, 2021 given that the Company is already in default under CBs and exposed to official liquidation. The need to transfer USD185 million can be evidenced by court orders from the Cayman Court, RSA and other supporting documents/data which can be submitted to the PRC handling bank and SAFE for review and verification. To date, USD35 million of the USD185 million has already been moved to a USD NRA (a non-resident account opened by an offshore entity with a PRC bank) account to pay offshore restructuring fees, some of the supporting documents of which currently are under review of the PRC handling bank (delegated by SAFE) before actual payment out of this account as required by SAFE.

We should caution that even the final approval of the USD150 million payment to the CBs for the Cash Consideration is not 100% guaranteed, given that it is theoretically possible that SAFE may yet decide at the last minute that, now that the 2019 audited financials have been released, Luckin Coffee's offshore funding source – i.e., the amount of equity raised from Centurium and Joy Capital – is more than sufficient to close the offshore restructuring, and therefore deny the transfer of USD150 million on the basis that they consider the remittance of capital from onshore to offshore to be unnecessary.

3.2 Is there any other additional funding source that allows funds remitted from onshore to offshore to compensate SH Litigants?

Other than capital reduction analyzed in above Section 3.1, we tend to view that no other funding source works as the following funding sources might not be accepted by SAFE:

(i) ***Distribution of dividends***: a PRC company may distribute dividends to their foreign shareholder(s) where there are profits after making up all losses. However, this channel is not viable to Luckin as the Onshore Companies have no profits which could be distributed to their foreign shareholder(s).

(ii) ***International compensation***: only if a foreign court judgment or an arbitral award in favor of the SH Litigants could be obtained affirming the compensation obligations of the Onshore Companies owing directly to the SH Litigants and SAFE approval could be granted (both of which we understand are very difficult to obtain because the SH Litigants do not have any claims against the Onshore Companies), may the relevant Onshore Companies be able to remit the relevant funds out of PRC in order to satisfy their compensation obligations.

(iii) ***Cross-border security***: a cross-border guarantee or security provided by the Onshore Companies and registered with SAFE would enable the Onshore Companies to make the payment under the guarantee/security out of the PRC to offshore creditors. We understand that none of the Onshore Companies have ever provided a guarantee or security for the obligations owed by Luckin Coffee to the SH Litigants; therefore, the channel of "cross-border security" may not be used to remit the funds to offshore.

(iv) ***Overseas lending***: the Onshore Companies may try to register the overseas lending with SAFE and then lend funds to Luckin Coffee since they are indirectly held by Luckin Coffee. However, SAFE will have sole discretion to decide whether to register such overseas lending by taking into account the current situation of Luckin Coffee (as the borrower), e.g. the ability of Luckin Coffee to repay the offshore lending. Based on Luckin Coffee's liquidity, it appears highly unlikely Luckin Coffee would be able to repay any loans made by the Onshore Companies if the proceeds of those loans are to fund a settlement with the SH Litigants. SAFE has already confirmed to the Company that this channel would not be a viable one.

(v) ***Repayment of foreign debts***: if there are existing loans owed by the Onshore Companies to Luckin Coffee (or other offshore affiliates) and registered with SAFE as foreign debts, Onshore Companies may take advantage of the channel for repayment of such foreign debts to directly remit funds out of PRC that could be further applied to compensate the US Litigants. However, the Company has confirmed that no such foreign debt exists

(vi) ***Share transfer***: a PRC company that has sufficient cash resources may purchase all or part of the shares in another company that is a wholly owned foreign entity ("**WFOE**") and then pay the purchase price out of PRC to the foreign shareholder(s) of such WFOE. The share transfer shall be registered with local AMR and a local PRC bank (delegated by SAFE) and in any special case the PRC bank may seek guidance from

local SAFE if it deems necessary. This was explored with SAFE, who advised that this channel would not be accepted as a way to remit funds out of PRC.

4.1 Assumptions

In addition to any assumptions contained elsewhere in this memorandum, when preparing this memorandum we have made the following assumptions:

(a) the factual information disclosed to us as contained in this memorandum is correct and true and there are no other facts relevant to this memorandum; and

(b) each of the documents provided to us for review is duly executed and/or issued by appropriate, capable and duly authorized person(s) and/or authorities, up-to-date and in full force and effect without being amended, modified, repealed, renewed, replaced or otherwise changed in any manner.

This memorandum is strictly limited to the matters stated in it and does not apply by implication to any other matters.

4.2 Benefit

This memorandum is addressed to you only. It may not be disclosed to or relied upon by any other person for any other purpose or quoted or referred to in any public document or filed with anyone without our prior written consent in each specific case. It may not be disclosed to anyone else except that it may be disclosed, but only on the express basis that they may not rely on it, to any professional adviser of you or the SH Litigants or as required by law or regulation.

Yours faithfully

King & Wood Mallesons

Exhibit 5

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF LAURA HATFIELD

I, Laura Hatfield, hereby affirm as follows:

1. I am a partner at the law firm of Bedell Cristin Cayman Partnership ("**Bedell Cristin**"), a law firm in the Cayman Islands. Bedell Cristin was retained by Lead Counsel on behalf of Lead Plaintiffs in or around July 2020 to assist in representing Lead Plaintiffs' interests in certain Cayman Islands Grand Court ("**Grand Court**") proceedings involving Luckin Coffee Inc. ("**Luckin**") as described below.

2. I submit this Declaration to provide certain facts relating to the involuntary dissolution proceedings in the Grand Court involving Luckin that may be relevant to the consideration of the proposed Settlement.

I. Background of the Cayman Liquidation Proceeding

3. By way of background, in the Cayman Islands there is a statutory process under section 86 of the Companies Act (2022 Revision) (which is the most up to date version of what was the Companies Law, 2020), ("**Companies Act**"), where any Cayman Islands company, a creditor or shareholder or, if the company is in liquidation, its liquidator, may apply to the Grand Court to sanction a compromise or an arrangement (referred to as a "**Scheme**") with the company's

shareholders or creditors, or a group of them with similar rights (a "**Scheme Class**") (collectively "**Stakeholders**").

4. Pursuant to the Scheme, which is a court-approved statutory contract, Stakeholders are asked to give up or vary some of their rights as creditors or shareholders, usually for the purpose of reorganizing a company's capital and/or indebtedness. For a company in liquidation, the Scheme must achieve a better result for the Stakeholders than would occur if there was a complete dissolution of that company and enable the company to continue as a going concern. Where a liquidator proposes a Scheme, the Court will consider if it should be put to the approval of Stakeholders and if so then the Grand Court will order a meeting of Stakeholders to ensure that the necessary statutory majority of the Stakeholders of each and every Scheme Class of Stakeholders approves the Scheme. Under the Companies Act, the Scheme will be binding on all those whose rights are to be compromised by the Scheme, including dissenters, if (i) approved by a majority in number (the "**Numerosity Requirement**") representing 75% by value (the "**Value Requirement**") of those attending and voting at the Scheme Class meeting and (ii) sanctioned by the Grand Court.

5. A meeting for creditors to vote on a Scheme can be convened only by order of the Grand Court "in such manner as the court directs," which means the Grand Court will exercise its discretion about the procedure by which the meeting will be convened and also the mechanisms by which the statutory majorities will be calculated. The Grand Court will give appropriate voting directions consistent with the statutory purpose. Once the creditors approve a Scheme, then the Grand Court will decide whether to sanction it, which will include consideration of whether the proposed Scheme is fair

6. In the Cayman Islands a company is insolvent if it is unable to pay its debts as they fall due, i.e. a cash flow insolvency. A company which is cash flow insolvent but which can satisfy the Grand Court that it may be able to compromise with its creditors to give up or vary some of their rights to cure its insolvency may enter into provisional liquidation and have Joint Provisional Liquidators ("**JPLs**") appointed by order of the Grand Court to supervise and control the management of the company under the powers given to them by the Grand Court order and statute. The role of the JPLs includes the power to seek to achieve a compromise that maximizes the return to the company's Stakeholders while allowing the company to continue as a going concern. The JPLs are court officers and act as independent fiduciaries to all Stakeholders.

7. On July 15, 2020, based on a petition from a Luckin creditor, the Grand Court issued an order appointing JPLs under this statutory authority and their power included the power to explore a potential resolution with all of Luckin's creditors through the Scheme process.

8. Under Cayman Islands law, Luckin investors who had commenced litigation or asserted claims against Luckin, such as the Lead Plaintiffs as well as the various plaintiffs who have asserted claims in other U.S. securities litigation against Luckin, have unliquidated, contingent claims against Luckin ("**Shareholders**"). As such, they are considered creditors of Luckin and in order for any Scheme to be approved by the Grand Court, Luckin would be required to provide for a resolution of all of these contingent claims.

9. In addition, Luckin had creditors ("**Noteholders**") whose rights arose under the 0.75 percent convertible senior notes due 2025 which Luckin had issued ("**Notes**"). The commencement of winding-up proceedings and the appointment of the JPLs caused the Notes to default, meaning that Luckin's repayment obligations were accelerated and the debts due under the Notes were due and owing and not contingent. In a liquidation, the Noteholders' and the

Shareholders' debts would rank equally for payment *pari passu* but the JPLs consider the Noteholders and the Shareholders to be two distinct Scheme Classes of creditors for the purpose of a Scheme. For a Scheme to be effective both Scheme Classes would have to vote for the Scheme.

II. Risks and Uncertainties to Recovery for the Class Through the Scheme

10. In every Scheme, the Grand Court will decide the Scheme Class of creditors to be convened to vote on a Scheme and how those creditors in a Scheme Class should have their votes tabulated as to both the Numerosity Requirement and the Value Requirement. This determination will be made in accordance with Cayman Islands substantive and procedural law once a Scheme has been negotiated and presented to the Grand Court for voting at a convened creditors meeting.

11. Given that the Shareholders' claims were contingent and not liquidated, there was no clear evidence of the value of any of the Shareholders' debts and so the JPLs would have to consider what approach should be taken in any Scheme to count votes to meet the Value Requirement and seek the approval of that approach by the Grand Court. However, any Shareholder could challenge the approach taken by the JPLs.

12. For the Numerosity Requirement, there was also uncertainty as Cayman Islands law does not have an exact equivalent to U.S. Class Action claims where I am informed by U.S. Counsel that the exact numbers and identity of the Shareholders who would be parties to the case brought by the Lead Plaintiffs would not be known at the time of any meeting of Shareholders held for the purpose of voting on the Scheme. In that situation, the JPLs would have to consider what approach should be taken in any Scheme to count votes to meet the Numerosity Requirement and seek the approval of that approach by the Grand Court. However, any Shareholder could challenge the approach taken by the JPLs.

13. An additional potential issue is that any Shareholder or any Noteholder could challenge the fairness of the Scheme treatment of either of the two Scheme Classes.

14. Accordingly, although Lead Plaintiffs represented a putative class of Luckin Shareholders ("**Class**") under U.S. federal law in the federal securities class action ("**U.S. Federal Case**"), it was untested under Cayman Islands law whether that fact would constitute sufficient authority to negotiate and vote on behalf of each of these putative Class members. It was also untested under Cayman Islands law how the aggregate value of the putative Class member claims would be determined.

15. Lead Counsel began discussions with the JPLs to determine whether more certainty could be achieved about the ability of the putative Class in the U.S. Federal Case to achieve a resolution of their claims through the Scheme mechanism. Lead Counsel shared with the JPLs and Luckin a detailed report, prepared in consultation with their experts, reflecting the calculation of aggregate Class damages. Additionally, Lead Counsel initiated discussions with Luckin's counsel about agreeing to a motion to certify the U.S. Federal Case as a class action so as to facilitate settlement discussions and potentially mitigate a risk that a Scheme would not be approved by the Grand Court.

16. Even with the certification of the U.S. Federal Case as a class action for purposes of reaching a settlement of the U.S. Federal Case with Luckin, and the appointment of Lead Plaintiffs to represent the interest of the Class members in the Scheme proceedings, there still existed considerable risk and uncertainty as to whether the Scheme would be achievable and ultimately benefit Class members. In particular, as explained below, a number of Shareholders with divergent interests were opposed to the concept of Lead Plaintiffs acting as representative parties for Class members in the U.S. Federal Case for the purposes of any Scheme.

17. In or around June 2021, the JPLs convened a special meeting of all known Shareholders and asked for all those Shareholders to form an Ad Hoc Committee of Creditors (the "**AHCC**") to collectively evaluate any proposals from Luckin and the JPLs for resolution through the Scheme. After about 3 months of concerted efforts by the JPLs to bring about a consensus amongst all Shareholders on proposals by Luckin for terms of a Scheme, it became clear that several of the opt-out groups from the U.S. Federal Case, i.e., the Winslow Funds and the Kingstown entities, would not vote for a Scheme on the terms proposed and indeed would challenge the holding of meetings and outcome of any resolution voted for under the Scheme on the fairness basis.

18. This compounded the uncertainty of how votes cast by Lead Plaintiffs on behalf of Class members in the U.S. Federal Case would ultimately be treated by the Grand Court. Even if the requisite majorities to approve a Scheme were satisfied, to the extent it was approved on the basis of votes cast by Lead Plaintiffs on behalf of Class members, it was likely that the opt-outs would challenge the validity of any Scheme both in the Grand Court as well as in U.S. Bankruptcy Court. In the event a Scheme was not approved by the Grand Court, or not recognized by the U.S. Bankruptcy Court, there was substantial risk that Luckin would not be able to exit liquidation proceedings in the Cayman Islands, which would have resulted in the Shareholders and the Noteholders ranking equally as creditors entitled to be paid out of the assets of Luckin.

19. This was a particularly fraught position for the Class in this case. This is because Luckin is a holding company and is the Ultimate Beneficial Owner through BVI and Hong Kong entities of operating companies in the PRC. According to the JPLs' reports to the Grand Court, Luckin's main assets are its shareholding in the subsidiary companies. The cash assets of shareholder equity raised in the IPO and SPO had been used to fund the subsidiary companies and

in particular the PRC operating companies. As of November 20, 2020, Luckin had approximately U.S. $27.9 million in cash in the Cayman Islands and its operating subsidiaries had approximately U.S. $700 million in cash held in the PRC. All money that would be made available for payment to creditors in a successful Scheme was contingent on a Scheme being voted for by the requisite number of Stakeholders holding sufficient value, then sanctioned by the Grand Court. In addition, the JPLs indicated in their reports and in discussions with the AHCC that any cash located in PRC had to be approved by the PRC authorities for distribution to Luckin given Luckin is located outside of the PRC. At the time of discussion of the Scheme, the required approval had been obtained for a limited amount of cash to be paid out of the PRC by the PRC operating company subsidiaries for the purposes of a Scheme or other resolution with creditors. Absent a successful Scheme or other resolution with creditors, any liquidators of Luckin would have had very limited cash assets and would have to attempt to realize the value of the assets of Luckin's operating subsidiaries in PRC through the ownership structure by taking control of the BVI and Hong Kong subsidiaries and then ultimately the operating companies in the PRC. A dissolution of Luckin would have rendered it extremely difficult (and expensive) for liquidators to recover any funds from Luckin subsidiaries, including those funds held by the PRC operating companies subsidiaries that were presently available for creditors at the time of discussion of a Scheme.

20. Moreover, the existence of a liquidation in the Cayman Islands created an automatic stay on any litigation against Luckin and Chapter 15 recognition (which had been obtained) and meant there would be a stay on any U.S. litigation against Luckin unless court orders to lift the stay could be obtained. If the debts due to Class members in the U.S. Federal Case did not become liquidated and ascertained through a judgment in the U.S. Federal Case, then the Cayman Islands

liquidators would estimate the value of their contingent debts for the purposes of the liquidation and any challenge to that estimate would have to be brought in the Grand Court.

III. Resolution of the U.S. Federal Claims Through the U.S. Federal Court and Approval of the Settlement by the Grand Court

21. Given the uncertainty as to whether Shareholders such as the Class in the U.S. Federal Case could achieve the certainty of recovery through the Scheme process and whether Luckin could achieve resolution of its debts and exit liquidation in the Cayman Islands, the JPLs authorized Luckin to engage in settlement discussions with the Lead Plaintiffs to resolve the Class claims through the U.S. Federal Case. The JPLs were of the view that resolving those U.S. Federal Case Class claims together with the Scheme to resolve the Noteholders claims would enable Luckin to return to solvency.

22. The JPLs were kept apprised of the settlement discussions. Once an agreement was achieved, the JPL's were required to assess, consistent with its fiduciary obligations to all Stakeholders of Luckin, whether the agreement was fair and reasonable to all Stakeholders. Thereafter, the JPLs applied to the Grand Court for its approval of the settlement between the Lead Plaintiffs and Luckin, as was required by Cayman Islands law, by demonstrating the fairness and reasonableness of the compromise achieved. The Grand Court thereby issued an order approving the settlement.

I affirm under the laws of the United States of America that the above statements are true and correct, to the best of my knowledge and belief,

Executed this 8 day of June, 2022.

Laura Hatfield

LAURA HATFIELD
Partner, Bedell Cristin Cayman Partnership

Exhibit 6

EXHIBIT 6

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

SUMMARY OF PLAINTIFFS' COUNSEL'S LODESTAR AND EXPENSES

Ex.	FIRM	HOURS	LODESTAR	EXPENSES
6A	Kessler Topaz Meltzer & Check, LLP	5,174.80	$3,269,475.50	$435,427.07
6B	Bernstein Litowitz Berger & Grossmann LLP	3,522.00	$2,653,024.75	$284,727.81
6C	Lowenstein Sandler LLP	571.00	$594,059.50	$1,307.80
6D	Klausner, Kaufman, Jensen & Levinson	113.60	$79,520.00	$0
	TOTAL:	**9,381.40**	**$6,596,079.75**	**$721,469.68**

Exhibit 6A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF SHARAN NIRMUL ON BEHALF OF KESSLER TOPAZ MELTZER & CHECK, LLP IN SUPPORT OF CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND LITIGATION EXPENSES

I, Sharan Nirmul, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner of the law firm of Kessler Topaz Meltzer & Check, LLP ("KTMC"). I submit this Declaration in support of Class Counsel's motion for an award of attorneys' fees in connection with services rendered by Plaintiffs' Counsel in the above-captioned securities class action ("Action"), as well as for payment of Litigation Expenses incurred in connection with the Action.[1] Unless otherwise stated, I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

2. As Court-appointed Class Counsel, together with Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), my firm was involved in all aspects of the prosecution of the Action and its resolution, as set forth in the Joint Declaration of Sharan Nirmul and Salvatore J. Graziano in Support of (I) Lead Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation and (II) Class Counsel's Motion for Attorneys' Fees and Litigation Expenses ("Joint Declaration") filed concurrently herewith.

3. Based on my work in the Action, as well as the review of time records reflecting work performed by other attorneys and professional support staff employees at or on behalf of KTMC in the Action ("Timekeepers"), as reported by the Timekeepers, I directed the preparation of the table set forth as Exhibit 1 hereto. The table in Exhibit 1: (i) identifies the names and employment positions (i.e., titles) of the Timekeepers who worked on the Action; (ii) provides the number of hours that each Timekeeper expended in connection with work on the Action, from the time when potential claims were being investigated; (iii) provides each Timekeeper's current hourly rate (for current employees of the firm); and (iv) provides the lodestar of each Timekeeper

[1] All capitalized terms that are not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315).

and the entire firm. For Timekeepers who are no longer employed by KTMC, the hourly rate used is the hourly rate for such employee in his or her final year of employment by my firm. The table in Exhibit 1 was prepared from daily time records regularly prepared and maintained by my firm in the ordinary course of business, which are available at the request of the Court. All time expended in preparing Class Counsel's motion for attorneys' fees and expenses has been excluded.

4. The number of hours expended by KMTC in the Action, as reflected in Exhibit 1, is 5,174.80. The lodestar for my firm, as reflected in Exhibit 1, is $3,269,475.50, consisting of $2,930,733.50 for attorneys' time and $338,742.00 for professional support staff time.

5. The hourly rates for the Timekeepers, as set forth in Exhibit 1, are their standard rates. My firm's hourly rates are largely based upon a combination of the title, the specific years of experience for each attorney and professional support staff employee, as well as market rates for practitioners in the field. These hourly rates are the same as, or comparable to, rates submitted by KTMC and accepted by courts in other complex contingent class actions for purposes of "cross-checking" lodestar against a proposed fee based on the percentage-of-the-fund method, as well as determining a reasonable fee under the lodestar method.

6. I believe that the number of hours expended and the services performed by the attorneys and professional support staff employees at or on behalf of KTMC were reasonable and necessary for the effective and efficient prosecution and resolution of the Action.

7. Expense items are reported separately and are not duplicated in my firm's hourly rates. As set forth in Exhibit 2 hereto, KTMC is seeking payment for $435,427.07 in expenses incurred in connection with the prosecution and resolution of the Action. The expenses incurred by KTMC in the Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and are

an accurate record of the expenses incurred. In my judgment, these expenses were reasonable and expended for the benefit of the Class in this Action.

8. The following is additional information regarding the expenses set forth in Exhibit 2 hereto.

(a) **Court Filings and Other Fees** ($980.00). This amount includes: (i) fees paid to obtain Certificates of Good Standing for submission with Southern District of New York *pro hac vice* applications; and (ii) Southern District of New York *pro hac vice* admission fees for KTMC attorneys.

(b) **Express Mail** ($1,044.60). In connection with the prosecution of the Action, KTMC incurred charges associated with overnight delivery via FedEx Corporation.

(c) **Reproduction Costs** ($800.20). KTMC incurred costs related to document reproduction. For internal reproduction, my firm charges $0.10 per page. Each time a photocopy is made or a document is printed, our billing system requires that a case or administrative billing code be entered into the copy-machine or computer being used, and this is how the 7,272 pages copied or printed (for a total of $727.20) were identified as attributable to this Action. KTMC also paid a total of $73.00 to an outside copy vendor.

(d) **Online Legal / Factual Research** ($18,740.10). During the course of this Action, KTMC incurred costs associated with online legal and factual research necessary to the investigation, prosecution, and resolution of the Action. These expenses include charges from online vendors such as Westlaw, LexisNexis, PACER, TransUnion Risk & Alternative Data Solutions Inc.,[2] and others, and reflect costs associated with obtaining access to court filings,

[2] TransUnion Risk & Alternative Data Solutions Inc. is a database providing information on business risk, fraud mitigation, skip tracing, insurance claims management, asset recovery, and identity authentication. This database is used for investigative research, and provides information

financial data, and performing legal and investigative research. The expenses in this category are tracked using the specific client-matter number for the Action and are based upon the costs assessed by each vendor. There are no administrative charges in this figure.

(e) **Conference Calling / Teleconferences** ($70.00). In connection with the prosecution of the Action, KTMC incurred charges associated with teleconferences.

(f) **Expert / Consultants** ($6,160.00). This amount reflects charges incurred for research and advisory services utilized during the lead plaintiff stage of the Action.

(g) **Litigation Fund Contributions** ($420,250.00). KTMC maintained a joint litigation fund on behalf of Class Counsel for the management of large expenses in the Action ("Litigation Fund"). KTMC contributed $420,250.00 to the Litigation Fund, which is detailed in ¶ 9 below and Exhibit 3 hereto.

9. The Litigation Fund facilitated payment of certain common expenses in connection with the prosecution and resolution of the Action. As reflected in Exhibit 3 attached hereto, the Litigation Fund has received deposits from Class Counsel totaling $680,250.00[3], which includes KTMC's contribution of $420,250.00 referenced in ¶ 8(g) above, and has incurred a total of $667,638.97 in expenses. Accordingly, a balance of $12,617.83 currently remains in the Litigation Fund and this amount has been deducted from my firm's expense application as reflected on Exhibit 3 attached hereto.

10. The following is additional information regarding the expenses incurred by the Litigation Fund as set forth in Exhibit 3 hereto.

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such as telephone numbers, e-mails, addresses, criminal history, civil litigation history, and other consumer related information.

[3] The Litigation Fund has earned $6.80 in interest.

(a) **Expert / Consultants** ($397,929.16). As detailed in the Joint Declaration, Class Counsel retained experts and consultants to assist at various stages of the litigation. More specifically, Class Counsel consulted with accounting, due diligence, and financial economic experts in order to analyze the information developed through their investigation. For example, the analysis provided by Lead Plaintiffs' accounting consultant assisted Class Counsel in pleading Defendants' alleged violations of GAAP and other SEC regulations in the Complaint and the due diligence consultant assisted Class Counsel in preparing the Securities Act claims against the Underwriter Defendants. Class Counsel also consulted with a financial economics consultant in order to analyze the true value of Luckin's ADSs, the corrective information related to Luckin revealed to the market, loss causation issues, and the potential damages of Lead Plaintiffs and the Class, and these analyses assisted Class Counsel in pleading the claims in the Complaint. Class Counsel also consulted with Lead Plaintiffs' financial economics consultant in connection with evaluating Class damages for purposes of settlement discussions, and developing the proposed Plan of Allocation. The following amounts were paid to the experts/consultants from the Litigation Fund: (i) Douglas R. Carmichael (accounting) - $25,500.00; (ii) Hemming Morse, LLP (accounting) - $9,990.50; (iii) Loop Capital Financial Consulting Services, LLC (valuation; Luckin's ability to pay) - $49,500.00; (iv) National Economic Research Associates, Inc. (damages) - $235,167.65; and (v) William H. Purcell Consulting, Inc. (due diligence) - $32,337.50. In addition, Class Counsel engaged Gryphon Strategies to assist with their investigation in China. Gryphon Strategies was paid a total of $45,433.51 from the Litigation Fund.

(b) **Specialized Foreign Counsel** ($221,144.52). As detailed in the Joint Declaration and in the declarations from the firms filed herewith, Class Counsel retained a well-qualified Cayman Islands firm, Bedell Cristin Cayman Partnership ("Bedell Cristin"), to obtain access to restricted court filings in both the British Virgin Islands ("BVI") and the Cayman Islands

courts and to provide Class Counsel with expert advice related to matters of BVI and Cayman Islands law, including the provisional liquidation process in the Cayman Islands. Bedell Cristin has been paid a total of $203,616.21 from the Litigation Fund. Class Counsel also retained experienced counsel in the People's Republic of China to provide advice concerning Chinese legal and regulatory issues in order to review and confirm the validity of Luckin's assertions about the limits on its ability to obtain funds in China and concerning the enforceability of any U.S. judgment in China. Hui Zhong Law Firm in Beijing, China has been paid a total of $17,528.31 from the Litigation Fund for its services.

(c) **Translation Services** ($45,465.88). During the course of the Action, Class Counsel engaged the services of Transperfect Translations International Inc. and University Language Services to assist in the translation of Chinese documents.

(d) **Online Legal / Factual Research** ($2,163.66). This amount reflects costs for computerized legal research incurred by Class Counsel's bankruptcy counsel Lowenstein Sandler LLP and reimbursed by Class Counsel.

(e) **Service of Process** ($935.75). This amount reflects charges for the service of summons.

11. The expenses incurred in the Action and paid from the Litigation Fund are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and are an accurate record of the expenses incurred. I believe these expenses were reasonable and expended for the benefit of the Class in the Action.

12. With respect to the standing of my firm, attached hereto as Exhibit 4 is a firm résumé, which includes information about my firm and biographical information concerning the firm's attorneys.

I declare, under penalty of perjury, that the foregoing facts are true and correct.

Executed on June 10, 2022 in Radnor, Pennsylvania.

SHARAN NIRMUL

EXHIBIT 1

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

KESSLER TOPAZ MELTZER & CHECK, LLP

TIME REPORT

NAME	CURRENT HOURLY RATE	HOURS	LODESTAR
Partners			
Amjed, Naumon A.	$865.00	234.40	$202,756.00
Berman, Stuart L.	$1,000.00	1.40	$1,400.00
Castaldo, Gregory M.	$1,000.00	171.00	$171,000.00
Degnan, Ryan T.	$795.00	176.30	$140,158.50
Handler, Sean M.	$970.00	170.20	$165,094.00
Hasiuk, Nathan A.	$795.00	502.60	$399,567.00
Kessler, David	$1,000.00	7.20	$7,200.00
Maro, James A.	$950.00	12.10	$11,495.00
Materese, Josh A.	$795.00	12.30	$9,778.50
Nirmul, Sharan	$970.00	417.70	$405,169.00
Russo, Richard A.	$850.00	310.80	$264,180.00
Topaz, Marc A.	$1,000.00	21.50	$21,500.00
Winchester, Robin	$950.00	11.20	$10,640.00
Counsel / Associates			
Bass, Helen J.	$420.00	49.20	$20,664.00
Bell, Adrienne O.	$575.00	69.40	$39,905.00
Cunningham, Kevin	$480.00	503.00	$241,440.00
Enck, Jennifer L.	$740.00	168.70	$124,838.00
Franek, Mark	$505.00	106.70	$53,883.50
Hoey, Evan R.	$480.00	21.10	$10,128.00
Lamb Port, Lisa	$740.00	459.40	$339,956.00
Sauder, Karissa J.	$560.00	10.90	$6,104.00
Shao, Peng	$425.00	230.40	$97,920.00
Sheronas, Kelsey V.	$420.00	51.50	$21,630.00
Staff Attorneys			
Smith, Quiana	$410.00	39.70	$16,277.00

NAME	CURRENT HOURLY RATE	HOURS	LODESTAR
Contract Attorneys			
Huang, Zhouqun	$350.00	423.00	$148,050.00
Paralegals			
Hankins, Andrew	$275.00	24.00	$6,600.00
Moran, Amy	$225.00	9.50	$2,137.50
Paffas, Holly	$275.00	237.50	$65,312.50
Rutkowski, Archita	$260.00	14.00	$3,640.00
Sidibe, Sira	$225.00	8.00	$1,800.00
Swift, Mary R.	$320.00	11.20	$3,584.00
Wing, Bridget	$225.00	15.20	$3,420.00
Investigators			
Jeffrey, Carolyn	$300.00	32.30	$9,690.00
Kane, Kevin	$400.00	12.60	$5,040.00
Maginnis, Jamie	$315.00	47.80	$15,057.00
Marley, John	$400.00	79.90	$31,960.00
Molina, Henry	$315.00	193.00	$60,795.00
Monks, William	$575.00	142.20	$81,765.00
Righter, Caitlyn	$260.00	78.50	$20,410.00
Seidel, Kerry	$315.00	87.40	$27,531.00
TOTALS		**5,174.80**	**$3,269,475.50**

EXHIBIT 2

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

KESSLER TOPAZ MELTZER & CHECK, LLP

EXPENSE REPORT

CATEGORY	AMOUNT
Court Filing and Other Fees	$980.00
Express Mail	$1,044.60
Conference Calling / Teleconferences	$70.00
Online Legal / Factual Research	$18,740.10
External Reproduction Costs	$73.00
Internal Reproduction Costs	$727.20
Experts / Consultants	$6,160.00
Litigation Fund Contributions	$420,250.00
TOTAL EXPENSES INCURRED:	**$448,044.90**
Balance in Litigation Fund (Exhibit 3)	($12,617.83)
TOTAL EXPENSE REQUEST	**$435,427.07**

EXHIBIT 3

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

KESSLER TOPAZ MELTZER & CHECK, LLP

LITIGATION FUND

CONTRIBUTIONS TO THE LITIGATION FUND	
	Amount
Kessler Topaz Meltzer & Check, LLP	$420,250.00
Bernstein Litowitz Berger & Grossmann LLP	$260,000.00
Interest	$6.80
Total:	**$680,256.80**

EXPENSES INCURRED BY THE LITIGATION FUND	
Category	**Amount**
Specialized Foreign Counsel	$221,144.52
Experts / Consultants	$397,929.16
Online Legal / Factual Research	$2,163.66
Translation Services	$45,465.88
Service of Process	$935.75
TOTAL EXPENSES INCURRED:	**$667,638.97**
BALANCE IN LITIGATION FUND:	**$12,617.83***

* This balance remaining in the Litigation Fund has been deducted from the expense application for KTMC, as reflected in Exhibit 2 herein.

EXHIBIT 4

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

KESSLER TOPAZ MELTZER & CHECK, LLP

FIRM RÉSUMÉ

280 King of Prussia Road, Radnor, Pennsylvania 19087 • 610-667-7706 • Fax: 610-667-7056 • info@ktmc.com
One Sansome Street, Suite 1850, San Francisco, CA 94104 • 415-400-3000 • Fax: 415-400-3001 • info@ktmc.com

www.ktmc.com

FIRM PROFILE

Since 1987, Kessler Topaz Meltzer & Check, LLP has specialized in the prosecution of securities class actions and has grown into one of the largest and most successful shareholder litigation firms in the field. With offices in Radnor, Pennsylvania and San Francisco, California, the Firm is comprised of 94 attorneys as well as an experienced support staff consisting of over 80 paralegals, in-house investigators, legal clerks and other personnel. With a large and sophisticated client base (numbering over 350 institutional investors from around the world -- including public and Taft-Hartley pension funds, mutual fund managers, investment advisors, insurance companies, hedge funds and other large investors), Kessler Topaz has developed an international reputation for excellence and has extensive experience prosecuting securities fraud actions. For the past several years, the National Law Journal has recognized Kessler Topaz as one of the top securities class action law firms in the country. In addition, the Legal Intelligencer recently awarded Kessler Topaz with its Class Action Litigation Firm of The Year award. Lastly, Kessler Topaz and several of its attorneys are regularly recognized by Legal500 and Benchmark: Plaintiffs as leaders in our field.

Kessler Topaz is serving or has served as lead or co-lead counsel in many of the largest and most significant securities class actions pending in the United States, including actions against: Bank of America, Duke Energy, Lehman Brothers, Hewlett Packard, Johnson & Johnson, JPMorgan Chase, Morgan Stanley and MGM Mirage, among others. As demonstrated by the magnitude of these high-profile cases, we take seriously our role in advising clients to seek lead plaintiff appointment in cases, paying special attention to the factual elements of the fraud, the size of losses and damages, and whether there are viable sources of recovery.

Kessler Topaz has recovered billions of dollars in the course of representing defrauded shareholders from around the world and takes pride in the reputation we have earned for our dedication to our clients. Kessler Topaz devotes significant time to developing relationships with its clients in a manner that enables the Firm to understand the types of cases they will be interested in pursuing and their expectations. Further, the Firm is committed to pursuing meaningful corporate governance reforms in cases where we suspect that systemic problems within a company could lead to recurring litigation and where such changes also have the possibility to increase the value of the underlying company. The Firm is poised to continue protecting rights worldwide.

NOTEWORTHY ACHIEVEMENTS

During the Firm's successful history, Kessler Topaz has recovered billions of dollars for defrauded stockholders and consumers. The following are among the Firm's notable achievements:

Securities Fraud Litigation

***In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, Master File No. 09 MDL 2058:**

Kessler Topaz, as Co-Lead Counsel, brought an action on behalf of lead plaintiffs that asserted claims for violations of the federal securities laws against Bank of America Corp. ("BoA") and certain of BoA's officers and board members relating to BoA's merger with Merrill Lynch & Co. ("Merrill") and its failure to inform its shareholders of billions of dollars of losses which Merrill had suffered before the pivotal shareholder vote, as well as an undisclosed agreement allowing Merrill to pay up to $5.8 billion in bonuses before the acquisition closed, despite these losses. On September 28, 2012, the Parties announced a $2.425 billion case settlement with BoA to settle all claims asserted against all defendants in the action which has since received final approval from the Court. BoA also agreed to implement significant corporate governance improvements. The settlement, reached after almost four years of litigation with a trial set to begin on October 22, 2012, amounts to 1) the sixth largest securities class action lawsuit settlement ever; 2) the fourth largest securities class action settlement ever funded by a single corporate defendant; 3) the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; 4) the single largest securities class action settlement ever resolving a Section 14(a) claim (the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation); and 5) by far the largest securities class action settlement to come out of the subprime meltdown and credit crisis to date.

***In re Tyco International, Ltd. Sec. Litig.*, No. 02-1335-B (D.N.H. 2002):**

Kessler Topaz, which served as Co-Lead Counsel in this highly publicized securities fraud class action on behalf of a group of institutional investors, achieved a record $3.2 billion settlement with Tyco International, Ltd. ("Tyco") and their auditor PricewaterhouseCoopers ("PwC"). The $2.975 billion settlement with Tyco represents the single-largest securities class action recovery from a single corporate defendant in history. In addition, the $225 million settlement with PwC represents the largest payment PwC has ever paid to resolve a securities class action and is the second-largest auditor settlement in securities class action history.

The action asserted federal securities claims on behalf of all purchasers of Tyco securities between December 13, 1999 and June 7, 2002 ("Class Period") against Tyco, certain former officers and directors of Tyco and PwC. Tyco is alleged to have overstated its income during the Class Period by $5.8 billion through a multitude of accounting manipulations and shenanigans. The case also involved allegations of looting and self-dealing by the officers and directors of the Company. In that regard, Defendants L. Dennis Kozlowski, the former CEO and Mark H. Swartz, the former CFO have been sentenced to up to 25 years in prison after being convicted of grand larceny, falsification of business records and conspiracy for their roles in the alleged scheme to defraud investors.

As presiding Judge Paul Barbadoro aptly stated in his Order approving the final settlement, "[i]t is difficult to overstate the complexity of [the litigation]." Judge Barbadoro noted the extraordinary effort required to pursue the litigation towards its successful conclusion, which included the review of more than 82.5 million pages of documents, more than 220 depositions and over 700 hundred discovery requests and responses. In addition to the complexity of the litigation, Judge Barbadoro also highlighted the great risk undertaken by Co-Lead Counsel in pursuit of the litigation, which he indicated was greater than in other multi-billion dollar securities cases and "put [Plaintiffs] at the cutting edge of a rapidly changing area of law."

In sum, the Tyco settlement is of historic proportions for the investors who suffered significant financial losses and it has sent a strong message to those who would try to engage in this type of misconduct in the future.

***In re Tenet Healthcare Corp. Sec. Litig.*, No. CV-02-8462-RSWL (Rx) (C.D. Cal. 2002):**
Kessler Topaz served as Co-Lead Counsel in this action. A partial settlement, approved on May 26, 2006, was comprised of three distinct elements: (i) a substantial monetary commitment of $215 million by the company; (ii) personal contributions totaling $1.5 million by two of the individual defendants; and (iii) the enactment and/or continuation of numerous changes to the company's corporate governance practices, which have led various institutional rating entities to rank Tenet among the best in the U.S. in regards to corporate governance. The significance of the partial settlement was heightened by Tenet's precarious financial condition. Faced with many financial pressures — including several pending civil actions and federal investigations, with total contingent liabilities in the hundreds of millions of dollars — there was real concern that Tenet would be unable to fund a settlement or satisfy a judgment of any greater amount in the near future. By reaching the partial settlement, we were able to avoid the risks associated with a long and costly litigation battle and provide a significant and immediate benefit to the class. Notably, this resolution represented a unique result in securities class action litigation — personal financial contributions from individual defendants. After taking the case through the summary judgment stage, we were able to secure an additional $65 million recovery from KPMG – Tenet's outside auditor during the relevant period – for the class, bringing the total recovery to $281.5 million.

***In re Wachovia Preferred Securities and Bond/Notes Litigation*, Master File No. 09 Civ. 6351 (RJS) (S.D.N.Y.):**
Kessler Topaz, as court-appointed Co-Lead Counsel, asserted class action claims for violations of the Securities Act of 1933 on behalf of all persons who purchased Wachovia Corporation ("Wachovia") preferred securities issued in thirty separate offerings (the "Offerings") between July 31, 2006 and May 29, 2008 (the "Offering Period"). Defendants in the action included Wachovia, various Wachovia related trusts, Wells Fargo as successor-in-interest to Wachovia, certain of Wachovia's officer and board members, numerous underwriters that underwrote the Offerings, and KPMG LLP ("KPMG"), Wachovia's former outside auditor. Plaintiffs alleged that the registration statements and prospectuses and prospectus supplements used to market the Offerings to Plaintiffs and other members of the class during the Offerings Period contained materially false and misleading statements and omitted material information. Specifically, the Complaint alleged that in connection with the Offerings, Wachovia: (i) failed to reveal the full extent to which its mortgage portfolio was increasingly impaired due to dangerously lax underwriting practices; (ii) materially misstated the true value of its mortgage-related assets; (iii) failed to disclose that its loan loss reserves were grossly inadequate; and (iv) failed to record write-downs and impairments to those assets as required by Generally Accepted Accounting Principles ("GAAP"). Even as Wachovia faced insolvency, the Offering Materials assured investors that Wachovia's capital and liquidity positions were "strong," and that it was so "well capitalized" that it was actually a "provider of liquidity" to the market. On August 5, 2011, the Parties announced a $590 million cash settlement with Wells Fargo (as successor-in-interest to Wachovia) and a $37 million cash settlement with KPMG, to settle all claims asserted against all defendants in the action. This settlement was approved by the Hon. Judge Richard J. Sullivan by order issued on January 3, 2012.

***In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS):**
This action settled for $586 million on January 1, 2010, after years of litigation overseen by U.S. District Judge Shira Scheindlin. Kessler Topaz served on the plaintiffs' executive committee for the case, which was based upon the artificial inflation of stock prices during the dot-com boom of the late 1990s that led to the collapse of the technology stock market in 2000 that was related to allegations of laddering and excess commissions being paid for IPO allocations.

***In re Longtop Financial Technologies Ltd. Securities Litigation*, No. 11-cv-3658 (S.D.N.Y.):**
Kessler Topaz, as Lead Counsel, brought an action on behalf of lead plaintiffs that asserted claims for violations of the federal securities laws against Longtop Financial Technologies Ltd. ("Longtop"), its Chief Executive Officer, Weizhou Lian, and its Chief Financial Officer, Derek Palaschuk. The claims against Longtop and these two individuals were based on a massive fraud that occurred at the company. As the CEO later confessed, the company had been a fraud since 2004. Specifically, Weizhou Lian confessed that the company's cash balances and revenues were overstated by hundreds of millions of dollars and it had millions of dollars in unrecorded bank loans. The CEO further admitted that, in 2011 alone, Longtop's revenues were overstated by about 40 percent. On November 14, 2013, after Weizhou Lian and Longtop failed to appear and defend the action, Judge Shira Scheindlin entered default judgment against these two defendants in the amount of $882.3 million plus 9 percent interest running from February 21, 2008 to the date of payment. The case then proceeded to trial against Longtop's CFO who claimed he did not know about the fraud - and was not reckless in not knowing – when he made false statements to investors about Longtop's financial results. On November 21, 2014, the jury returned a verdict on liability in favor of plaintiffs. Specifically, the jury found that the CFO was liable to the plaintiffs and the class for each of the eight challenged misstatements. Then, on November 24, 2014, the jury returned its damages verdict, ascribing a certain amount of inflation to each day of the class period and apportioning liability for those damages amongst the three named defendants. The Longtop trial was only the 14th securities class action to be tried to a verdict since the passage of the Private Securities Litigation Reform Act in 1995 and represents a historic victory for investors.

***Operative Plasterers and Cement Masons International Association Local 262 Annuity Fund v. Lehman Brothers Holdings, Inc.*, No. 1:08-cv-05523-LAK (S.D.N.Y.):**
Kessler Topaz, on behalf of lead plaintiffs, asserted claims against certain individual defendants and underwriters of Lehman securities arising from misstatements and omissions regarding Lehman's financial condition, and its exposure to the residential and commercial real estate markets in the period leading to Lehman's unprecedented bankruptcy filing on September 14, 2008. In July 2011, the Court sustained the majority of the amended Complaint finding that Lehman's use of Repo 105, while technically complying with GAAP, still rendered numerous statements relating to Lehman's purported Net Leverage Ration materially false and misleading. The Court also found that Defendants' statements related to Lehman's risk management policies were sufficient to state a claim. With respect to loss causation, the Court also failed to accept Defendants' contention that the financial condition of the economy led to the losses suffered by the Class. As the case was being prepared for trial, a $517 million settlement was reached on behalf of shareholders --- $426 million of which came from various underwriters of the Offerings, representing a significant recovery for investors in this now bankrupt entity. In addition, $90 million came from Lehman's former directors and officers, which is significant considering the diminishing assets available to pay any future judgment. Following these settlements, the litigation continued against Lehman's auditor, Ernst & Young LLP. A settlement for $99 million was subsequently reached with Ernst & Young LLP and was approved by the Court.

***Minneapolis Firefighters' Relief Association v. Medtronic, Inc. et al.* Case No. 0:08-cv-06324-PAM-AJB (D. Minn.):**
Kessler Topaz brought an action on behalf of lead plaintiffs that alleged that the company failed to disclose its reliance on illegal "off-label" marketing techniques to drive the sales of its INFUSE Bone Graft ("INFUSE") medical device. While physicians are allowed to prescribe a drug or medical device for any use they see fit, federal law prohibits medical device manufacturers from marketing devices for any uses not specifically approved by the United States Food and Drug Administration. The company's off-label marketing practices have resulted in the company becoming the target of a probe by the federal government which was revealed on November 18, 2008, when the company's CEO reported that Medtronic received a subpoena from the United States Department of Justice which is "looking into off-label use of INFUSE."

After hearing oral argument on Defendants' Motions to Dismiss, on February 3, 2010, the Court issued an order granting in part and denying in part Defendants' motions, allowing a large portion of the action to move forward. The Court held that Plaintiff successfully stated a claim against each Defendant for a majority of the misstatements alleged in the Complaint and that each of the Defendants knew or recklessly disregarded the falsity of these statements and that Defendants' fraud caused the losses experienced by members of the Class when the market learned the truth behind Defendants' INFUSE marketing efforts. While the case was in discovery, on April 2, 2012, Medtronic agreed to pay shareholders an $85 million settlement. The settlement was approved by the Court by order issued on November 8, 2012.

***In re Brocade Sec. Litig.*, Case No. 3:05-CV-02042 (N.D. Cal. 2005) (CRB):**

The complaint in this action alleges that Defendants engaged in repeated violations of federal securities laws by backdating options grants to top executives and falsified the date of stock option grants and other information regarding options grants to numerous employees from 2000 through 2004, which ultimately caused Brocade to restate all of its financial statements from 2000 through 2005. In addition, concurrent SEC civil and Department of Justice criminal actions against certain individual defendants were commenced. In August, 2007 the Court denied Defendant's motions to dismiss and in October, 2007 certified a class of Brocade investors who were damaged by the alleged fraud. Discovery is currently proceeding and the case is being prepared for trial. Furthermore, while litigating the securities class action Kessler Topaz and its co-counsel objected to a proposed settlement in the Brocade derivative action. On March 21, 2007, the parties in *In re Brocade Communications Systems, Inc. Derivative Litigation*, No. C05-02233 (N.D. Cal. 2005) (CRB) gave notice that they had obtained preliminary approval of their settlement. According to the notice, which was buried on the back pages of the Wall Street Journal, Brocade shareholders were given less than three weeks to evaluate the settlement and file any objection with the Court. Kessler Topaz client Puerto Rico Government Employees' Retirement System ("PRGERS") had a large investment in Brocade and, because the settlement was woefully inadequate, filed an objection. PRGERS, joined by fellow institutional investor Arkansas Public Employees Retirement System, challenged the settlement on two fundamental grounds. First, PRGERS criticized the derivative plaintiffs for failing to conduct any discovery before settling their claims. PRGERS also argued that derivative plaintiff's abject failure to investigate its own claims before providing the defendants with broad releases from liability made it impossible to weigh the merits of the settlement. The Court agreed, and strongly admonished derivative plaintiffs for their failure to perform this most basic act of service to their fellow Brocade shareholders. The settlement was rejected and later withdrawn. Second, and more significantly, PRGERS claimed that the presence of the well-respected law firm Wilson, Sonsini Goodrich and Rosati, in this case, created an incurable conflict of interest that corrupted the entire settlement process. The conflict stemmed from WSGR's dual role as counsel to Brocade and the Individual Settling Defendants, including WSGR Chairman and former Brocade Board Member Larry Sonsini. On this point, the Court also agreed and advised WSGR to remove itself from the case entirely. On May 25, 2007, WSGR complied and withdrew as counsel to Brocade. The case settled for $160 million and was approved by the Court.

***In re Satyam Computer Services, Ltd. Sec. Litig.*, No. 09 MD 02027 (BSJ) (S.D.N.Y.):**

Kessler Topaz served as Co-Lead Counsel in this securities fraud class action in the Southern District of New York. The action asserts claims by lead plaintiffs for violations of the federal securities laws against Satyam Computer Services Limited ("Satyam" or the "Company") and certain of Satyam's former officers and directors and its former auditor PricewaterhouseCoopers International Ltd. ("PwC") relating to the Company's January 7, 2009, disclosure admitting that B. Ramalinga Raju ("B. Raju"), the Company's former chairman, falsified Satyam's financial reports by, among other things, inflating its reported cash balances by more than $1 billion. The news caused the price of Satyam's common stock (traded on the National Stock Exchange of India and the Bombay Stock Exchange) and American Depository Shares ("ADSs") (traded on the New York Stock Exchange ("NYSE")) to collapse. From a closing price of $3.67 per share on January 6, 2009, Satyam's common stock closed at $0.82 per share on January 7, 2009. With respect to the ADSs, the news of B. Raju's letter was revealed overnight in the United States and, as a

result, trading in Satyam ADSs was halted on the NYSE before the markets opened on January 7, 2009. When trading in Satyam ADSs resumed on January 12, 2009, Satyam ADSs opened at $1.14 per ADS, down steeply from a closing price of $9.35 on January 6, 2009. Lead Plaintiffs filed a consolidated complaint on July 17, 2009, on behalf of all persons or entities, who (a) purchased or otherwise acquired Satyam's ADSs in the United States; and (b) residents of the United States who purchased or otherwise acquired Satyam shares on the National Stock Exchange of India or the Bombay Stock Exchange between January 6, 2004 and January 6, 2009. Co-Lead Counsel secured a settlement for $125 million from Satyam on February 16, 2011. Additionally, Co-Lead Counsel was able to secure a $25.5 million settlement from PwC on April 29, 2011, who was alleged to have signed off on the misleading audit reports.

***In re BankAtlantic Bancorp, Inc. Sec. Litig.*, Case No. 07-CV-61542 (S.D. Fla. 2007):**

On November 18, 2010, a panel of nine Miami, Florida jurors returned the first securities fraud verdict to arise out of the financial crisis against BankAtlantic Bancorp. Inc., its chief executive officer and chief financial officer. This case was only the tenth securities class action to be tried to a verdict following the passage of the Private Securities Litigation Reform Act of 1995, which governs such suits. Following extensive post-trial motion practice, the District Court upheld all of the Jury's findings of fraud but vacated the damages award on a narrow legal issue and granted Defendant's motion for a judgment as a matter of law. Plaintiffs appealed to the U.S. Court of Appeals for the Eleventh Circuit. On July 23, 2012, a three-judge panel for the Appeals Court found the District Court erred in granting the Defendant's motion for a judgment as a matter of law based in part on the Jury's findings (perceived inconsistency of two of the Jury's answers to the special interrogatories) instead of focusing solely on the sufficiency of the evidence. However, upon its review of the record, the Appeals Court affirmed the District Court's decision as it determined the Plaintiffs did not introduce evidence sufficient to support a finding in its favor on the element of loss causation. The Appeals Court's decision in this case does not diminish the five years of hard work which Kessler Topaz expended to bring the matter to trial and secure an initial jury verdict in the Plaintiffs' favor. This case is an excellent example of the Firm's dedication to our clients and the lengths it will go to try to achieve the best possible results for institutional investors in shareholder litigation.

***In re AremisSoft Corp. Sec. Litig.*, C.A. No. 01-CV-2486 (D.N.J. 2002):**

Kessler Topaz is particularly proud of the results achieved in this case before the Honorable Joel A. Pisano. This case was exceedingly complicated, as it involved the embezzlement of hundreds of millions of dollars by former officers of the Company, one of whom remains a fugitive. In settling the action, Kessler Topaz, as sole Lead Counsel, assisted in reorganizing AremisSoft as a new company to allow for it to continue operations, while successfully separating out the securities fraud claims and the bankrupt Company's claims into a litigation trust. The approved Settlement enabled the class to receive the majority of the equity in the new Company, as well as their pro rata share of any amounts recovered by the litigation trust. During this litigation, actions have been initiated in the Isle of Man, Cyprus, as well as in the United States as we continue our efforts to recover assets stolen by corporate insiders and related entities.

***In re CVS Corporation Sec. Litig.*, C.A. No. 01-11464 JLT (D.Mass. 2001):**

Kessler Topaz, serving as Co-Lead Counsel on behalf of a group of institutional investors, secured a cash recovery of $110 million for the class, a figure which represents the third-largest payout for a securities action in Boston federal court. Kessler Topaz successfully litigated the case through summary judgment before ultimately achieving this outstanding result for the class following several mediation sessions, and just prior to the commencement of trial.

***In re Marvell Technology, Group, Ltd. Sec. Lit., Master* File No. 06-06286 RWM:**
Kessler Topaz served as Co-Lead Counsel in this securities class action brought against Marvell Technology Group Ltd. ("Marvell") and three of Marvell's executive officers. This case centered around an alleged options backdating scheme carried out by Defendants from June 2000 through June 2006, which enabled Marvell's executives and employees to receive options with favorable option exercise prices chosen with the benefit of hindsight, in direct violation of Marvell's stock option plan, as well as to avoid recording hundreds of millions of dollars in compensation expenses on the Marvell's books. In total, the restatement conceded that Marvell had understated the cumulative effect of its compensation expense by $327.3 million, and overstated net income by $309.4 million, for the period covered by the restatement. Following nearly three years of investigation and prosecution of the Class' claims as well as a protracted and contentious mediation process, Co-Lead Counsel secured a settlement for $72 million from defendants on June 9, 2009. This Settlement represents a substantial portion of the Class' maximum provable damages, and is among the largest settlements, in total dollar amount, reached in an option backdating securities class action.

***In re Delphi Corp. Sec. Litig.*, Master File No. 1:05-MD-1725 (E.D. Mich. 2005):**
In early 2005, various securities class actions were filed against auto-parts manufacturer Delphi Corporation in the Southern District of New York. Kessler Topaz its client, Austria-based mutual fund manager Raiffeisen Kapitalanlage-Gesellschaft m.b.H. ("Raiffeisen"), were appointed as Co-Lead Counsel and Co-Lead Plaintiff, respectively. The Lead Plaintiffs alleged that (i) Delphi improperly treated financing transactions involving inventory as sales and disposition of inventory; (ii) improperly treated financing transactions involving "indirect materials" as sales of these materials; and (iii) improperly accounted for payments made to and credits received from General Motors as warranty settlements and obligations. As a result, Delphi's reported revenue, net income and financial results were materially overstated, prompting Delphi to restate its earnings for the five previous years. Complex litigation involving difficult bankruptcy issues has potentially resulted in an excellent recovery for the class. In addition, Co-Lead Plaintiffs also reached a settlement of claims against Delphi's outside auditor, Deloitte & Touche, LLP, for $38.25 million on behalf of Delphi investors.

***In re Royal Dutch Shell European Shareholder Litigation*, No. 106.010.887, Gerechtshof Te Amsterdam (Amsterdam Court of Appeal):**
Kessler Topaz was instrumental in achieving a landmark $352 million settlement on behalf non-US investors with Royal Dutch Shell plc relating to Shell's 2004 restatement of oil reserves. This settlement of securities fraud claims on a class-wide basis under Dutch law was the first of its kind, and sought to resolve claims exclusively on behalf of European and other non-United States investors. Uncertainty over whether jurisdiction for non-United States investors existed in a 2004 class action filed in federal court in New Jersey prompted a significant number of prominent European institutional investors from nine countries, representing more than one billion shares of Shell, to actively pursue a potential resolution of their claims outside the United States. Among the European investors which actively sought and supported this settlement were Alecta pensionsförsäkring, ömsesidigt, PKA Pension Funds Administration Ltd., Swedbank Robur Fonder AB, AP7 and AFA Insurance, all of which were represented by Kessler Topaz.

***In re Computer Associates Sec. Litig.*, No. 02-CV-1226 (E.D.N.Y. 2002):**
Kessler Topaz served as Co-Lead Counsel on behalf of plaintiffs, alleging that Computer Associates and certain of its officers misrepresented the health of the company's business, materially overstated the company's revenues, and engaged in illegal insider selling. After nearly two years of litigation, Kessler Topaz helped obtain a settlement of $150 million in cash and stock from the company.

***In re The Interpublic Group of Companies Sec. Litig.*, No. 02 Civ. 6527 (S.D.N.Y. 2002):**
Kessler Topaz served as sole Lead Counsel in this action on behalf of an institutional investor and received final approval of a settlement consisting of $20 million in cash and 6,551,725 shares of IPG common stock. As of the final hearing in the case, the stock had an approximate value of $87 million, resulting in a total

settlement value of approximately $107 million. In granting its approval, the Court praised Kessler Topaz for acting responsibly and noted the Firm's professionalism, competence and contribution to achieving such a favorable result.

***In re Digital Lightwave, Inc. Sec. Litig.*, Consolidated Case No. 98-152-CIV-T-24E (M.D. Fla. 1999):**
The firm served as Co-Lead Counsel in one of the nation's most successful securities class actions in history measured by the percentage of damages recovered. After extensive litigation and negotiations, a settlement consisting primarily of stock was worth over $170 million at the time when it was distributed to the Class. Kessler Topaz took on the primary role in negotiating the terms of the equity component, insisting that the class have the right to share in any upward appreciation in the value of the stock after the settlement was reached. This recovery represented an astounding approximately two hundred percent (200%) of class members' losses.

***In re Transkaryotic Therapies, Inc. Sec. Litig.*, Civil Action No.: 03-10165-RWZ (D. Mass. 2003):**
After five years of hard-fought, contentious litigation, Kessler Topaz as Lead Counsel on behalf of the Class, entered into one of largest settlements ever against a biotech company with regard to non-approval of one of its drugs by the U.S. Food and Drug Administration ("FDA"). Specifically, the Plaintiffs alleged that Transkaryotic Therapies, Inc. ("TKT") and its CEO, Richard Selden, engaged in a fraudulent scheme to artificially inflate the price of TKT common stock and to deceive Class Members by making misrepresentations and nondisclosures of material facts concerning TKT's prospects for FDA approval of Replagal, TKT's experimental enzyme replacement therapy for Fabry disease. With the assistance of the Honorable Daniel Weinstein, a retired state court judge from California, Kessler Topaz secured a $50 million settlement from the Defendants during a complex and arduous mediation.

***In re PNC Financial Services Group, Inc. Sec. Litig.*, Case No. 02-CV-271 (W.D. Pa. 2002):**
Kessler Topaz served as Co-Lead Counsel in a securities class action case brought against PNC bank, certain of its officers and directors, and its outside auditor, Ernst & Young, LLP ("E&Y"), relating to the conduct of Defendants in establishing, accounting for and making disclosures concerning three special purpose entities ("SPEs") in the second, third and fourth quarters of PNC's 2001 fiscal year. Plaintiffs alleged that these entities were created by Defendants for the sole purpose of allowing PNC to secretly transfer hundreds of millions of dollars worth of non-performing assets from its own books to the books of the SPEs without disclosing the transfers or consolidating the results and then making positive announcements to the public concerning the bank's performance with respect to its non-performing assets. Complex issues were presented with respect to all defendants, but particularly E&Y. Throughout the litigation E&Y contended that because it did not make any false and misleading statements itself, the Supreme Court's opinion in *Central Bank of Denver, N.A. v. First Interstate Bank of Denver, N.A.*, 511 U.S. 164 (1993) foreclosed securities liability for "aiding or abetting" securities fraud for purposes of Section 10(b) liability. Plaintiffs, in addition to contending that E&Y did make false statements, argued that Rule 10b-5's deceptive conduct prong stood on its own as an independent means of committing fraud and that so long as E&Y itself committed a deceptive act, it could be found liable under the securities laws for fraud. After several years of litigation and negotiations, PNC paid $30 million to settle the action, while also assigning any claims it may have had against E&Y and certain other entities that were involved in establishing and/or reporting on the SPEs. Armed with these claims, class counsel was able to secure an additional $6.6 million in settlement funds for the class from two law firms and a third party insurance company and $9.075 million from E&Y. Class counsel was also able to negotiate with the U.S. government, which had previously obtained a disgorgement fund of $90 million from PNC and $46 million from the third party insurance carrier, to combine all funds into a single settlement fund that exceeded $180 million and is currently in the process of being distributed to the entire class, with PNC paying all costs of notifying the Class of the settlement.

***In re SemGroup Energy Partners, L.P., Sec. Litig.*, No. 08-md-1989 (DC) (N.D. Okla.):**
Kessler Topaz, which was appointed by the Court as sole Lead Counsel, litigated this matter, which ultimately settled for $28 million. The defense was led by 17 of the largest and best capitalized defense law firms in the world. On April 20, 2010, in a fifty-page published opinion, the United States District Court for the Northern District of Oklahoma largely denied defendants' ten separate motions to dismiss Lead Plaintiff's Consolidated Amended Complaint. The Complaint alleged that: (i) defendants concealed SemGroup's risky trading operations that eventually caused SemGroup to declare bankruptcy; and (ii) defendants made numerous false statements concerning SemGroup's ability to provide its publicly-traded Master Limited Partnership stable cash-flows. The case was aggressively litigated out of the Firm's San Francisco and Radnor offices and the significant recovery was obtained, not only from the Company's principals, but also from its underwriters and outside directors.

***In re Liberate Technologies Sec. Litig.*, No. C-02-5017 (MJJ) (N.D. Cal. 2005):**
Kessler Topaz represented plaintiffs which alleged that Liberate engaged in fraudulent revenue recognition practices to artificially inflate the price of its stock, ultimately forcing it to restate its earning. As sole Lead Counsel, Kessler Topaz successfully negotiated a $13.8 million settlement, which represents almost 40% of the damages suffered by the class. In approving the settlement, the district court complimented Lead Counsel for its "extremely credible and competent job."

***In re Riverstone Networks, Inc. Sec. Litig.*, Case No. CV-02-3581 (N.D. Cal. 2002):**
Kessler Topaz served as Lead Counsel on behalf of plaintiffs alleging that Riverstone and certain of its officers and directors sought to create the impression that the Company, despite the industry-wide downturn in the telecom sector, had the ability to prosper and succeed and was actually prospering. In that regard, plaintiffs alleged that defendants issued a series of false and misleading statements concerning the Company's financial condition, sales and prospects, and used inside information to personally profit. After extensive litigation, the parties entered into formal mediation with the Honorable Charles Legge (Ret.). Following five months of extensive mediation, the parties reached a settlement of $18.5 million.

Shareholder Derivative Actions

***In re Facebook, Inc. Class C Reclassification Litig*., C.A. No. 12286-VCL (Del. Ch. Sept. 25, 2017):**
Kessler Topaz served as co-lead counsel in this stockholder class action that challenged a proposed reclassification of Facebook's capital structure to accommodate the charitable giving goals of its founder and controlling stockholder Mark Zuckerberg. The Reclassification involved the creation of a new class of nonvoting Class C stock, which would be issued as a dividend to all Facebook Class A and Class B stockholders (including Zuckerberg) on a 2-for-1 basis. The purpose and effect of the Reclassification was that it would allow Zuckerberg to sell billions of dollars worth of nonvoting Class C shares without losing his voting control of Facebook. The litigation alleged that Zuckerberg and Facebook's board of directors breached their fiduciary duties in approving the Reclassification at the behest of Zuckerberg and for his personal benefit. At trial Kessler Topaz was seeking a permanent injunction to prevent the consummation of the Reclassification. The litigation was carefully followed in the business and corporate governance communities, due to the high-profile nature of Facebook, Zuckerberg, and the issues at stake. After almost a year and a half of hard fought litigation, just one business day before trial was set to commence, Facebook and Zuckerberg abandoned the Reclassification, granting Plaintiffs complete victory.

***In re CytRx Stockholder Derivative Litig.*, Consol. C.A. No. 9864-VCL (Del. Ch. Nov. 20, 2015):**
Kessler Topaz served as co-lead counsel in a shareholder derivative action challenging 2.745 million "spring-loaded" stock options. On the day before CytRx announced the most important news in the Company's history concerning the positive trial results for one of its significant pipeline drugs, the Compensation Committee of CytRx's Board of Directors granted the stock options to themselves, their

fellow directors and several Company officers which immediately came "into the money" when CytRx's stock price shot up immediately following the announcement the next day. Kessler Topaz negotiated a settlement recovering 100% of the excess compensation received by the directors and approximately 76% of the damages potentially obtainable from the officers. In addition, as part of the settlement, Kessler Topaz obtained the appointment of a new independent director to the Board of Directors and the implementation of significant reforms to the Company's stock option award processes. The Court complimented the settlement, explaining that it "serves what Delaware views as the overall positive function of stockholder litigation, which is not just recovery in the individual case but also deterrence and norm enforcement."

***International Brotherhood of Electrical Workers Local 98 Pension Fund v. Black, et al.*, Case No. 37-2011-00097795-CU-SL-CTL (Sup. Ct. Cal., San Diego Feb. 5, 2016) *("Encore Capital Group, Inc.")*:**
Kessler Topaz, as co-lead counsel, represented International Brotherhood of Electrical Workers Local 98 Pension Fund in a shareholder derivative action challenging breaches of fiduciary duties and other violations of law in connection with Encore's debt collection practices, including robo-signing affidavits and improper use of the court system to collect alleged consumer debts. Kessler Topaz negotiated a settlement in which the Company implemented industry-leading reforms to its risk management and corporate governance practices, including creating Chief Risk Officer and Chief Compliance Officer positions, various compliance committees, and procedures for consumer complaint monitoring.

***In re Southern Peru Copper Corp. Derivative Litigation*, Consol. CA No. 961-CS (Del. Ch. 2011):**
Kessler Topaz served as co-lead counsel in this landmark $2 billion post-trial decision, believed to be the largest verdict in Delaware corporate law history. In 2005, Southern Peru, a publicly-traded copper mining company, acquired Minera Mexico, a private mining company owned by Southern Peru's majority stockholder Grupo Mexico. The acquisition required Southern Peru to pay Grupo Mexico more than $3 billion in Southern Peru stock. We alleged that Grupo Mexico had caused Southern Peru to grossly overpay for the private company in deference to its majority shareholder's interests. Discovery in the case spanned years and continents, with depositions in Peru and Mexico. The trial court agreed and ordered Grupo Mexico to pay more than $2 billion in damages and interest. The Delaware Supreme Court affirmed on appeal.

***Quinn v. Knight*, No. 3:16-cv-610 (E.D. Va. Mar. 16, 2017) ("*Apple REIT Ten*"):**
This shareholder derivative action challenged a conflicted "roll up" REIT transaction orchestrated by Glade M. Knight and his son Justin Knight. The proposed transaction paid the Knights millions of dollars while paying public stockholders less than they had invested in the company. The case was brought under Virginia law, and settled just ten days before trial, with stockholders receiving an additional $32 million in merger consideration.

***Kastis v. Carter*, C.A. No. 8657-CB (Del. Ch. Sept. 19, 2016) ("*Hemispherx Biopharma, Inc.*"):**
This derivative action challenged improper bonuses paid to two company executives of this small pharmaceutical company that had never turned a profit. In response to the complaint, Hemispherx's board first adopted a "fee-shifting" bylaw that would have required stockholder plaintiffs to pay the company's legal fees unless the plaintiffs achieved 100% of the relief they sought. This sort of bylaw, if adopted more broadly, could substantially curtail meritorious litigation by stockholders unwilling to risk losing millions of dollars if they bring an unsuccsessful case. After Kessler Topaz presented its argument in court, Hemispherx withdrew the bylaw. Kessler Topaz ultimately negotiated a settlement requiring the two executives to forfeit several million dollars' worth of accrued but unpaid bonuses, future bonuses and director fees. The company also recovered $1.75 million from its insurance carriers, appointed a new independent director to the board, and revised its compensation program.

***Montgomery v. Erickson, Inc., et al.*, C.A. No. 8784-VCL (Del. Ch. Sept. 12, 2016):**
Kessler Topaz represented an individual stockholder who asserted in the Delaware Court of Chancery class action and derivative claims challenging merger and recapitalization transactions that benefitted the company's controlling stockholders at the expense of the company and its minority stockholders. Plaintiff alleged that the controlling stockholders of Erickson orchestrated a series of transactions with the intent and effect of using Erickson's money to bail themselves out of a failing investment. Defendants filed a motion to dismiss the complaint, which Kessler Topaz defeated, and the case proceeded through more than a year of fact discovery. Following an initially unsuccessful mediation and further litigation, Kessler Topaz ultimately achieved an $18.5 million cash settlement, 80% of which was distributed to members of the stockholder class to resolve their direct claims and 20% of which was paid to the company to resolve the derivative claims. The settlement also instituted changes to the company's governing documents to prevent future self-dealing transactions like those that gave rise to the case.

***In re Helios Closed-End Funds Derivative Litig.*, No. 2:11-cv-02935-SHM-TMP (W.D. Tenn.):**
Kessler Topaz represented stockholders of four closed-end mutual funds in a derivative action against the funds' former investment advisor, Morgan Asset Management. Plaintiffs alleged that the defendants mismanaged the funds by investing in riskier securities than permitted by the funds' governing documents and, after the values of these securities began to precipitously decline beginning in early 2007, cover up their wrongdoing by assigning phony values to the funds' investments and failing to disclose the extent of the decrease in value of the funds' assets. In a rare occurrence in derivative litigation, the funds' Boards of Directors eventually hired Kessler Topaz to prosecute the claims against the defendants on behalf of the funds. Our litigation efforts led to a settlement that recovered $6 million for the funds and ensured that the funds would not be responsible for making any payment to resolve claims asserted against them in a related multi-million dollar securities class action. The fund's Boards fully supported and endorsed the settlement, which was negotiated independently of the parallel securities class action.

***In re Viacom, Inc. Shareholder Derivative Litig.*, Index No. 602527/05 (New York County, NY 2005):**
Kessler Topaz represented the Public Employees' Retirement System of Mississippi and served as Lead Counsel in a derivative action alleging that the members of the Board of Directors of Viacom, Inc. paid excessive and unwarranted compensation to Viacom's Executive Chairman and CEO, Sumner M. Redstone, and co-COOs Thomas E. Freston and Leslie Moonves, in breach of their fiduciary duties. Specifically, we alleged that in fiscal year 2004, when Viacom reported a record net loss of $17.46 billion, the board improperly approved compensation payments to Redstone, Freston, and Moonves of approximately $56 million, $52 million, and $52 million, respectively. Judge Ramos of the New York Supreme Court denied Defendants' motion to dismiss the action as we overcame several complex arguments related to the failure to make a demand on Viacom's Board; Defendants then appealed that decision to the Appellate Division of the Supreme Court of New York. Prior to a decision by the appellate court, a settlement was reached in early 2007. Pursuant to the settlement, Sumner Redstone, the company's Executive Chairman and controlling shareholder, agreed to a new compensation package that, among other things, substantially reduces his annual salary and cash bonus, and ties the majority of his incentive compensation directly to shareholder returns.

***In re Family Dollar Stores, Inc. Derivative Litig.*, Master File No. 06-CVS-16796 (Mecklenburg County, NC 2006):**
Kessler Topaz served as Lead Counsel, derivatively on behalf of Family Dollar Stores, Inc., and against certain of Family Dollar's current and former officers and directors. The actions were pending in Mecklenburg County Superior Court, Charlotte, North Carolina, and alleged that certain of the company's officers and directors had improperly backdated stock options to achieve favorable exercise prices in violation of shareholder-approved stock option plans. As a result of these shareholder derivative actions, Kessler Topaz was able to achieve substantial relief for Family Dollar and its shareholders. Through Kessler Topaz's litigation of this action, Family Dollar agreed to cancel hundreds of thousands of stock options

granted to certain current and former officers, resulting in a seven-figure net financial benefit for the company. In addition, Family Dollar has agreed to, among other things: implement internal controls and granting procedures that are designed to ensure that all stock options are properly dated and accounted for; appoint two new independent directors to the board of directors; maintain a board composition of at least 75 percent independent directors; and adopt stringent officer stock-ownership policies to further align the interests of officers with those of Family Dollar shareholders. The settlement was approved by Order of the Court on August 13, 2007.

***Carbon County Employees Retirement System, et al., Derivatively on Behalf of Nominal Defendant Southwest Airlines Co. v. Gary C. Kelly, et al.* Cause No. 08-08692 (District Court of Dallas County, Texas):**
As lead counsel in this derivative action, we negotiated a settlement with far-reaching implications for the safety and security of airline passengers.

Our clients were shareholders of Southwest Airlines Co. (Southwest) who alleged that certain officers and directors had breached their fiduciary duties in connection with Southwest's violations of Federal Aviation Administration safety and maintenance regulations. Plaintiffs alleged that from June 2006 to March 2007, Southwest flew 46 Boeing 737 airplanes on nearly 60,000 flights without complying with a 2004 FAA Airworthiness Directive requiring fuselage fatigue inspections. As a result, Southwest was forced to pay a record $7.5 million fine. We negotiated numerous reforms to ensure that Southwest's Board is adequately apprised of safety and operations issues, and implementing significant measures to strengthen safety and maintenance processes and procedures.

***The South Financial Group, Inc. Shareholder Litigation,* C.A. No. 2008-CP-23-8395 (S.C. C.C.P. 2009):**
Represented shareholders in derivative litigation challenging board's decision to accelerate "golden parachute" payments to South Financial Group's CEO as the company applied for emergency assistance in 2008 under the Troubled Asset Recovery Plan (TARP).

We sought injunctive relief to block the payments and protect the company's ability to receive the TARP funds. The litigation was settled with the CEO giving up part of his severance package and agreeing to leave the board, as well as the implementation of important corporate governance changes one commentator described as "unprecedented."

Options Backdating

In 2006, the Wall Street Journal reported that three companies appeared to have "backdated" stock option grants to their senior executives, pretending that the options had been awarded when the stock price was at its lowest price of the quarter, or even year. An executive who exercised the option thus paid the company an artificially low price, which stole money from the corporate coffers. While stock options are designed to incentivize recipients to drive the company's stock price up, backdating options to artificially low prices undercut those incentives, overpaid executives, violated tax rules, and decreased shareholder value.

Kessler Topaz worked with a financial analyst to identify dozens of other companies that had engaged in similar practices, and filed more than 50 derivative suits challenging the practice. These suits sought to force the executives to disgorge their improper compensation and to revamp the companies' executive compensation policies. Ultimately, as lead counsel in these derivative actions, Kessler Topaz achieved significant monetary and non-monetary benefits at dozens of companies, including:

***Comverse Technology, Inc.*:** Settlement required Comverse's founder and CEO Kobi Alexander, who fled to Namibia after the backdating was revealed, to disgorge more than $62 million in excessive backdated option compensation. The settlement also overhauled the company's corporate governance and internal controls, replacing a number of directors and corporate executives, splitting the Chairman and CEO positions, and instituting majority voting for directors.

***Monster Worldwide, Inc.*:** Settlement required recipients of backdated stock options to disgorge more than $32 million in unlawful gains back to the company, plus agreeing to significant corporate governance measures. These measures included (a) requiring Monster's founder Andrew McKelvey to reduce his voting control over Monster from 31% to 7%, by exchanging super-voting stock for common stock; and (b) implementing new equity granting practices that require greater accountability and transparency in the granting of stock options moving forward. In approving the settlement, the court noted "the good results, mainly the amount of money for the shareholders and also the change in governance of the company itself, and really the hard work that had to go into that to achieve the results…."

***Affiliated Computer Services, Inc.*:** Settlement required executives, including founder Darwin Deason, to give up $20 million in improper backdated options. The litigation was also a catalyst for the company to replace its CEO and CFO and revamp its executive compensation policies.

Mergers & Acquisitions Litigation

***City of Daytona Beach Police and Fire Pension Fund v. ExamWorks Group, Inc., et al*., C.A. No. 12481-VCL (Del. Ch.):**
On September 12, 2017, the Delaware Chancery Court approved one of the largest class action M&A settlements in the history of the Delaware Chancery Court, a $86.5 million settlement relating to the acquisition of ExamWorks Group, Inc. by private equity firm Leonard Green & Partners, LP.

The settlement caused ExamWorks stockholders to receive a 6% improvement on the $35.05 per share merger consideration negotiated by the defendants. This amount is unusual especially for litigation challenging a third-party merger. The settlement amount is also noteworthy because it includes a $46.5 million contribution from ExamWorks' outside legal counsel, Paul Hastings LLP.

***In re ArthroCare Corporation S'holder Litig., Consol.* C.A. No. 9313-VCL (Del. Ch. Nov. 13, 2014):**
Kessler Topaz, as co-lead counsel, challenged the take-private of Arthrocare Corporation by private equity firm Smith & Nephew. This class action litigation alleged, among other things, that Arthrocare's Board breached their fiduciary duties by failing to maximize stockholder value in the merger. Plaintiffs also alleged that that the merger violated Section 203 of the Delaware General Corporation Law, which prohibits mergers with "interested stockholders," because Smith & Nephew had contracted with JP Morgan to provide financial advice and financing in the merger, while a subsidiary of JP Morgan owned more than 15% of Arthrocare's stock. Plaintiffs also alleged that the agreement between Smith & Nephew and the JP Morgan subsidiary violated a "standstill" agreement between the JP Morgan subsidiary and Arthrocare. The court set these novel legal claims for an expedited trial prior to the closing of the merger. The parties agreed to settle the action when Smith & Nephew agreed to increase the merger consideration paid to Arthrocare stockholders by $12 million, less than a month before trial.

***In re Safeway Inc. Stockholders Litig.*, C.A. No. 9445-VCL (Del. Ch. Sept. 17, 2014):**
Kessler Topaz represented the Oklahoma Firefighters Pension and Retirement System in class action litigation challenging the acquisition of Safeway, Inc. by Albertson's grocery chain for $32.50 per share in cash and contingent value rights. Kessler Topaz argued that the value of CVRs was illusory, and Safeway's shareholder rights plan had a prohibitive effect on potential bidders making superior offers to acquire

Safeway, which undermined the effectiveness of the post-signing "go shop." Plaintiffs sought to enjoin the transaction, but before the scheduled preliminary injunction hearing took place, Kessler Topaz negotiated (i) modifications to the terms of the CVRs and (ii) defendants' withdrawal of the shareholder rights plan. In approving the settlement, Vice Chancellor Laster of the Delaware Chancery Court stated that "the plaintiffs obtained significant changes to the transaction . . . that may well result in material increases in the compensation received by the class," including substantial benefits potentially in excess of $230 million.

***In re MPG Office Trust, Inc. Preferred Shareholder Litig.*, Cons. Case No. 24-C-13-004097 (Md. Cir. Oct. 20, 2015):**
Kessler Topaz challenged a coercive tender offer whereby MPG preferred stockholders received preferred stock in Brookfield Office Properties, Inc. without receiving any compensation for their accrued and unpaid dividends. Kessler Topaz negotiated a settlement where MPG preferred stockholders received a dividend of $2.25 per share, worth approximately $21 million, which was the only payment of accrued dividends Brookfield DTLA Preferred Stockholders had received as of the time of the settlement.

***In re Globe Specialty Metals, Inc. Stockholders Litig.*, C.A. 10865-VCG (Del. Ch. Feb. 15, 2016):**
Kessler Topaz served as co-lead counsel in class action litigation arising from Globe's acquisition by Grupo Atlantica to form Ferroglobe. Plaintiffs alleged that Globe's Board breached their fiduciary duties to Globe's public stockholders by agreeing to sell Globe for an unfair price, negotiating personal benefits for themselves at the expense of the public stockholders, failing to adequately inform themselves of material issues with Grupo Atlantica, and issuing a number of materially deficient disclosures in an attempt to mask issues with the negotiations. At oral argument on Plaintiffs' preliminary injunction motion, the Court held that Globe stockholders likely faced irreparable harm from the Board's conduct, but reserved ruling on the other preliminary injunction factors. Prior to the Court's final ruling, the parties agreed to settle the action for $32.5 million and various corporate governance reforms to protect Globe stockholders' rights in Ferroglobe.

***In re Dole Food Co., Inc. Stockholder Litig.*, Consol. C.A. No. 8703-VCL, 2015 WL 5052214 (Del. Ch. Aug. 27, 2015):**
On August 27, 2015, Vice Chancellor J. Travis Laster issued his much-anticipated post-trial verdict in litigation by former stockholders of Dole Food Company against Dole's chairman and controlling stockholder David Murdock. In a 106-page ruling, Vice Chancellor Laster found that Murdock and his longtime lieutenant, Dole's former president and general counsel C. Michael Carter, unfairly manipulated Dole's financial projections and misled the market as part of Murdock's efforts to take the company private in a deal that closed in November 2013. Among other things, the Court concluded that Murdock and Carter "primed the market for the freeze-out by driving down Dole's stock price" and provided the company's outside directors with "knowingly false" information and intended to "mislead the board for Mr. Murdock's benefit."

Vice Chancellor Laster found that the $13.50 per share going-private deal underpaid stockholders, and awarded class damages of $2.74 per share, totaling $148 million. That award represents the largest post-trial class recovery in the merger context. The largest post-trial derivative recovery in a merger case remains Kessler Topaz's landmark 2011 $2 billion verdict in *In re Southern Peru*.

***In re Genentech, Inc. Shareholders Lit.*, Cons. Civ. Action No. 3991-VCS (Del. Ch. 2008):**
Kessler Topaz served as Co-Lead Counsel in this shareholder class action brought against the directors of Genentech and Genentech's majority stockholder, Roche Holdings, Inc., in response to Roche's July 21, 2008 attempt to acquire Genentech for $89 per share. We sought to enforce provisions of an Affiliation Agreement between Roche and Genentech and to ensure that Roche fulfilled its fiduciary obligations to Genentech's shareholders through any buyout effort by Roche. After moving to enjoin the tender offer, Kessler Topaz negotiated with Roche and Genentech to amend the Affiliation Agreement to allow a

negotiated transaction between Roche and Genentech, which enabled Roche to acquire Genentech for $95 per share, approximately $3.9 billion more than Roche offered in its hostile tender offer. In approving the settlement, then-Vice Chancellor Leo Strine complimented plaintiffs' counsel, noting that this benefit was only achieved through "real hard-fought litigation in a complicated setting."

***In re GSI Commerce, Inc. Shareholder Litig.*, Consol. C.A. No. 6346-VCN (Del. Ch. Nov. 15, 2011):**
On behalf of the Erie County Employees' Retirement System, we alleged that GSI's founder breached his fiduciary duties by negotiating a secret deal with eBay for him to buy several GSI subsidiaries at below market prices before selling the remainder of the company to eBay. These side deals significantly reduced the acquisition price paid to GSI stockholders. Days before an injunction hearing, we negotiated an improvement in the deal price of $24 million.

***In re Amicas, Inc. Shareholder Litigation*, 10-0174-BLS2 (Suffolk County, MA 2010):**
Kessler Topaz served as lead counsel in class action litigation challenging a proposed private equity buyout of Amicas that would have paid Amicas shareholders $5.35 per share in cash while certain Amicas executives retained an equity stake in the surviving entity moving forward. Kessler Topaz prevailed in securing a preliminary injunction against the deal, which then allowed a superior bidder to purchase the Company for an additional $0.70 per share ($26 million). The court complimented Kessler Topaz attorneys for causing an "exceptionally favorable result for Amicas' shareholders" after "expend[ing] substantial resources."

***In re Harleysville Mutual*, Nov. Term 2011, No. 02137 (C.C.P., Phila. Cnty.):**
Kessler Topaz served as co-lead counsel in expedited merger litigation challenging Harleysville's agreement to sell the company to Nationwide Insurance Company. Plaintiffs alleged that policyholders were entitled to receive cash in exchange for their ownership interests in the company, not just new Nationwide policies. Plaintiffs also alleged that the merger was "fundamentally unfair" under Pennsylvania law. The defendants contested the allegations and contended that the claims could not be prosecuted directly by policyholders (as opposed to derivatively on the company's behalf). Following a two-day preliminary injunction hearing, we settled the case in exchange for a $26 million cash payment to policyholders.

Consumer Protection and Fiduciary Litigation

***In re: J.P. Jeanneret Associates Inc., et al.*, No. 09-cv-3907 (S.D.N.Y.):**
Kessler Topaz served as lead counsel for one of the plaintiff groups in an action against J.P. Jeanneret and Ivy Asset Management relating to an alleged breach of fiduciary and statutory duty in connection with the investment of retirement plan assets in Bernard Madoff-related entities. By breaching their fiduciary duties, Defendants caused significant losses to the retirement plans. Following extensive hard-fought litigation, the case settled for a total of $216.5 million.

***In re: National City Corp. Securities, Derivative and ERISA Litig*, No. 08-nc-7000 (N.D. Ohio):**
Kessler Topaz served as a lead counsel in this complex action alleging that certain directors and officers of National City Corp. breached their fiduciary duties under the Employee Retirement Income Security Act of 1974. These breaches arose from an investment in National City stock during a time when defendants knew, or should have known, that the company stock was artificially inflated and an imprudent investment for the company's 401(k) plan. The case settled for $43 million on behalf of the plan, plaintiffs and a settlement class of plan participants.

***Alston, et al. v. Countrywide Financial Corp. et al.*, No. 07-cv-03508 (E.D. Pa.):**
Kessler Topaz served as lead counsel in this novel and complex action which alleged that Defendants Countrywide Financial Corporation, Countrywide Home Loans, Inc. and Balboa Reinsurance Co. violated

the Real Estate Settlement Procedure Act ("RESPA") and ultimately cost borrowers millions of dollars. Specifically, the action alleged that Defendants engaged in a scheme related to private mortgage insurance involving kickbacks, which are prohibited under RESPA. After three and a half years of hard-fought litigation, the action settled for $34 million.

***Trustees of the Local 464A United Food and Commercial Workers Union Pension Fund, et al. v. Wachovia Bank, N.A., et al.*, No. 09-cv-00668 (DNJ):**

For more than 50 years, Wachovia and its predecessors acted as investment manager for the Local 464A UFCW Union Funds, exercising investment discretion consistent with certain investment guidelines and fiduciary obligations. Until mid-2007, Wachovia managed the fixed income assets of the funds safely and conservatively, and their returns closely tracked the Lehman Aggregate Bond Index (now known as the Barclay's Capital Aggregate Bond Index) to which the funds were benchmarked. However, beginning in mid-2007 Wachovia significantly changed the investment strategy, causing the funds' portfolio value to drop drastically below the benchmark. Specifically, Wachovia began to dramatically decrease the funds' holdings in short-term, high-quality, low-risk debt instruments and materially increase their holdings in high-risk mortgage-backed securities and collateralized mortgage obligations. We represented the funds' trustees in alleging that, among other things, Wachovia breached its fiduciary duty by: failing to invest the assets in accordance with the funds' conservative investment guidelines; failing to adequately monitor the funds' fixed income investments; and failing to provide complete and accurate information to plaintiffs concerning the change in investment strategy. The matter was resolved privately between the parties.

***In re Bank of New York Mellon Corp. Foreign Exchange Transactions Litig.*, No. 1:12-md-02335 (S.D.N.Y.):**

On behalf of the Southeastern Pennsylvania Transportation Authority Pension Fund and a class of similarly situated domestic custodial clients of BNY Mellon, we alleged that BNY Mellon secretly assigned a spread to the FX rates at which it transacted FX transactions on behalf of its clients who participated in the BNY Mellon's automated "Standing Instruction" FX service. BNY Mellon determining this spread by executing its clients' transactions at one rate and then, typically, at the end of the trading day, assigned a rate to its clients which approximated the worst possible rates of the trading day, pocketing the difference as riskless profit. This practice was despite BNY Mellon's contractual promises to its clients that its Standing Instruction service was designed to provide "best execution," was "free of charge" and provided the "best rates of the day." The case asserted claims for breach of contract and breach of fiduciary duty on behalf of BNY Mellon's custodial clients and sought to recover the unlawful profits that BNY Mellon earned from its unfair and unlawful FX practices. The case was litigated in collaboration with separate cases brought by state and federal agencies, with Kessler Topaz serving as lead counsel and a member of the executive committee overseeing the private litigation. After extensive discovery, including more than 100 depositions, over 25 million pages of fact discovery, and the submission of multiple expert reports, Plaintiffs reached a settlement with BNY Mellon of $335 million. Additionally, the settlement is being administered by Kessler Topaz along with separate recoveries by state and federal agencies which bring the total recovery for BNY Mellon's custodial customers to $504 million. The settlement was finally approved on September 24, 2015. In approving the settlement, Judge Lewis Kaplan praised counsel for a "wonderful job," recognizing that they were "fought tooth and nail at every step of the road." In further recognition of the efforts of counsel, Judge Kaplan noted that "[t]his was an outrageous wrong by the Bank of New York Mellon, and plaintiffs' counsel deserve a world of credit for taking it on, for running the risk, for financing it and doing a great job."

***CompSource Oklahoma v. BNY Mellon Bank, N.A.*, No. CIV 08-469-KEW (E.D. Okla. October 25, 2012):**

Kessler Topaz served as Interim Class Counsel in this matter alleging that BNY Mellon Bank, N.A. and the Bank of New York Mellon (collectively, "BNYM") breached their statutory, common law and contractual duties in connection with the administration of their securities lending program. The Second Amended

Complaint alleged, among other things, that BNYM imprudently invested cash collateral obtained under its securities lending program in medium term notes issued by Sigma Finance, Inc. -- a foreign structured investment vehicle ("SIV") that is now in receivership -- and that such conduct constituted a breach of BNYM's fiduciary obligations under the Employee Retirement Income Security Act of 1974, a breach of its fiduciary duties under common law, and a breach of its contractual obligations under the securities lending agreements. The Complaint also asserted claims for negligence, gross negligence and willful misconduct. The case recently settled for $280 million.

***Transatlantic Holdings, Inc., et al. v. American International Group, Inc., et al.,* American Arbitration Association Case No. 50 148 T 00376 10:**

Kessler Topaz served as counsel for Transatlantic Holdings, Inc., and its subsidiaries ("TRH"), alleging that American International Group, Inc. and its subsidiaries ("AIG") breached their fiduciary duties, contractual duties, and committed fraud in connection with the administration of its securities lending program. Until June 2009, AIG was TRH's majority shareholder and, at the same time, administered TRH's securities lending program. TRH's Statement of Claim alleged that, among other things, AIG breached its fiduciary obligations as investment advisor and majority shareholder by imprudently investing the majority of the cash collateral obtained under its securities lending program in mortgage backed securities, including Alt-A and subprime investments. The Statement of Claim further alleged that AIG concealed the extent of TRH's subprime exposure and that when the collateral pools began experiencing liquidity problems in 2007, AIG unilaterally carved TRH out of the pools so that it could provide funding to its wholly owned subsidiaries to the exclusion of TRH. The matter was litigated through a binding arbitration and TRH was awarded $75 million.

***Board of Trustees of the AFTRA Retirement Fund v. JPMorgan Chase Bank, N.A.* – Consolidated Action No. 09-cv-00686 (SAS) (S.D.N.Y.):**

On January 23, 2009, the firm filed a class action complaint on behalf of all entities that were participants in JPMorgan's securities lending program and that incurred losses on investments that JPMorgan, acting in its capacity as a discretionary investment manager, made in medium-term notes issue by Sigma Finance, Inc. – a now defunct structured investment vehicle. The losses of the Class exceeded $500 million. The complaint asserted claims for breach of fiduciary duty under the Employee Retirement Income Security Act (ERISA), as well as common law breach of fiduciary duty, breach of contract and negligence. Over the course of discovery, the parties produced and reviewed over 500,000 pages of documents, took 40 depositions (domestic and foreign) and exchanged 21 expert reports. The case settled for $150 million. Trial was scheduled to commence on February 6, 2012.

***In re Global Crossing, Ltd. ERISA Litigation*, No. 02 Civ. 7453 (S.D.N.Y. 2004):**

Kessler Topaz served as Co-Lead Counsel in this novel, complex and high-profile action which alleged that certain directors and officers of Global Crossing, a former high-flier of the late 1990's tech stock boom, breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA") to certain company-provided 401(k) plans and their participants. These breaches arose from the plans' alleged imprudent investment in Global Crossing stock during a time when defendants knew, or should have known, that the company was facing imminent bankruptcy. A settlement of plaintiffs' claims restoring $79 million to the plans and their participants was approved in November 2004. At the time, this represented the largest recovery received in a company stock ERISA class action.

***In re AOL Time Warner ERISA Litigation*, No. 02-CV-8853 (S.D.N.Y. 2006):**

Kessler Topaz, which served as Co-Lead Counsel in this highly-publicized ERISA fiduciary breach class action brought on behalf of the Company's 401(k) plans and their participants, achieved a record $100 million settlement with defendants. The $100 million restorative cash payment to the plans (and, concomitantly, their participants) represents the largest recovery from a single defendant in a breach of fiduciary action relating to mismanagement of plan assets held in the form of employer securities. The

action asserted claims for breach of fiduciary duties pursuant to the Employee Retirement Income Security Act of 1974 ("ERISA") on behalf of the participants in the AOL Time Warner Savings Plan, the AOL Time Warner Thrift Plan, and the Time Warner Cable Savings Plan (collectively, the "Plans") whose accounts purchased and/or held interests in the AOLTW Stock Fund at any time between January 27, 1999 and July 3, 2003. Named as defendants in the case were Time Warner (and its corporate predecessor, AOL Time Warner), several of the Plans' committees, as well as certain current and former officers and directors of the company. In March 2005, the Court largely denied defendants' motion to dismiss and the parties began the discovery phase of the case. In January 2006, Plaintiffs filed a motion for class certification, while at the same time defendants moved for partial summary judgment. These motions were pending before the Court when the settlement in principle was reached. Notably, an Independent Fiduciary retained by the Plans to review the settlement in accordance with Department of Labor regulations approved the settlement and filed a report with Court noting that the settlement, in addition to being "more than a reasonable recovery" for the Plans, is "one of the largest ERISA employer stock action settlements in history."

***In re Honeywell International ERISA Litigation,* No. 03-1214 (DRD) (D.N.J. 2004):**
Kessler Topaz served as Lead Counsel in a breach of fiduciary duty case under ERISA against Honeywell International, Inc. and certain fiduciaries of Honeywell defined contribution pension plans. The suit alleged that Honeywell and the individual fiduciary defendants, allowed Honeywell's 401(k) plans and their participants to imprudently invest significant assets in company stock, despite that defendants knew, or should have known, that Honeywell's stock was an imprudent investment due to undisclosed, wide-ranging problems stemming from a consummated merger with Allied Signal and a failed merger with General Electric. The settlement of plaintiffs' claims included a $14 million payment to the plans and their affected participants, and significant structural relief affording participants much greater leeway in diversifying their retirement savings portfolios.

***Henry v. Sears, et. al.,* Case No. 98 C 4110 (N.D. Ill. 1999):**
The Firm served as Co-Lead Counsel for one of the largest consumer class actions in history, consisting of approximately 11 million Sears credit card holders whose interest rates were improperly increased in connection with the transfer of the credit card accounts to a national bank. Kessler Topaz successfully negotiated a settlement representing approximately 66% of all class members' damages, thereby providing a total benefit exceeding $156 million. All $156 million was distributed automatically to the Class members, without the filing of a single proof of claim form. In approving the settlement, the District Court stated: ". . . I am pleased to approve the settlement. I think it does the best that could be done under the circumstances on behalf of the class. . . . The litigation was complex in both liability and damages and required both professional skill and standing which class counsel demonstrated in abundance."

Antitrust Litigation

***In re: Flonase Antitrust Litigation,* No. 08-cv-3149 (E.D. Pa.):**
Kessler Topaz served as a lead counsel on behalf of a class of direct purchaser plaintiffs in an antitrust action brought pursuant to Section 4 of the Clayton Act, 15 U.S.C. § 15, alleging, among other things, that defendant GlaxoSmithKline (GSK) violated Section 2 of the Sherman Act, 15 U.S.C. § 2, by engaging in "sham" petitioning of a government agency. Specifically, the Direct Purchasers alleged that GSK unlawfully abused the citizen petition process contained in Section 505(j) of the Federal Food, Drug, and Cosmetic Act and thus delayed the introduction of less expensive generic versions of Flonase, a highly popular allergy drug, causing injury to the Direct Purchaser Class. Throughout the course of the four year litigation, Plaintiffs defeated two motions for summary judgment, succeeded in having a class certified and conducted extensive discovery. After lengthy negotiations and shortly before trial, the action settled for $150 million.

***In re: Wellbutrin SR Antitrust Litigation,* No. 04-cv-5898 (E.D. Pa.):**
Kessler Topaz was a lead counsel in an action which alleged, among other things, that defendant GlaxoSmithKline (GSK) violated the antitrust, consumer fraud, and consumer protection laws of various states. Specifically, Plaintiffs and the class of Third-Party Payors alleged that GSK manipulated patent filings and commenced baseless infringement lawsuits in connection wrongfully delaying generic versions of Wellbutrin SR and Zyban from entering the market, and that Plaintiffs and the Class of Third-Party Payors suffered antitrust injury and calculable damages as a result. After more than eight years of litigation, the action settled for $21.5 million.

***In re: Metoprolol Succinate End-Payor Antitrust Litigation,* No. 06-cv-71 (D. Del.):**
Kessler Topaz was co-lead counsel in a lawsuit which alleged that defendant AstraZeneca prevented generic versions of Toprol-XL from entering the market by, among other things, improperly manipulating patent filings and filing baseless patent infringement lawsuits. As a result, AstraZeneca unlawfully monopolized the domestic market for Toprol-XL and its generic bio-equivalents. After seven years of litigation, extensive discovery and motion practice, the case settled for $11 million.

***In re Remeron Antitrust Litigation,* No. 02-CV-2007 (D.N.J. 2004):**
Kessler Topaz was Co-Lead Counsel in an action which challenged Organon, Inc.'s filing of certain patents and patent infringement lawsuits as an abuse of the Hatch-Waxman Act, and an effort to unlawfully extend their monopoly in the market for Remeron. Specifically, the lawsuit alleged that defendants violated state and federal antitrust laws in their efforts to keep competing products from entering the market, and sought damages sustained by consumers and third-party payors. After lengthy litigation, including numerous motions and over 50 depositions, the matter settled for $36 million.

OUR PROFESSIONALS

PARTNERS

JULES D. ALBERT, a partner of the Firm, concentrates his practice in mergers and acquisition litigation and stockholder derivative litigation. Mr. Albert received his law degree from the University of Pennsylvania Law School, where he was a Senior Editor of the *University of Pennsylvania Journal of Labor and Employment Law* and recipient of the James Wilson Fellowship. Mr. Albert also received a Certificate of Study in Business and Public Policy from The Wharton School at the University of Pennsylvania. Mr. Albert graduated *magna cum laude* with a Bachelor of Arts in Political Science from Emory University. Mr. Albert is licensed to practice law in Pennsylvania, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Mr. Albert has litigated in state and federal courts across the country, and has represented stockholders in numerous actions that have resulted in significant monetary recoveries and corporate governance improvements, including: *In re Sunrise Senior Living, Inc. Deriv. Litig*., No. 07-00143 (D.D.C.); *Mercier v. Whittle, et al.*, No. 2008-CP-23-8395 (S.C. Ct. Com. Pl., 13th Jud. Cir.); *In re K-V Pharmaceutical Co. Deriv. Litig.*, No. 06-00384 (E.D. Mo.); *In re Progress Software Corp. Deriv. Litig.*, No. SUCV2007-01937-BLS2 (Mass. Super. Ct., Suffolk Cty.); *In re Quest Software, Inc. Deriv. Litig.* No 06CC00115 (Cal. Super. Ct., Orange Cty.); and *Quaco v. Balakrishnan, et al.,* No. 06-2811 (N.D. Cal.).

NAUMON A. AMJED, a partner of the Firm, concentrates his practice on new matter development with a focus on analyzing securities class action lawsuits, direct (or opt-out) actions, non-U.S. securities and shareholder litigation, SEC whistleblower actions, breach of fiduciary duty cases, antitrust matters, data

breach actions and oil and gas litigation. Mr. Amjed is a graduate of the Villanova University School of Law, *cum laude*, and holds an undergraduate degree in business administration from Temple University, *cum laude*. Mr. Amjed is a member of the Delaware State Bar, the Bar of the Commonwealth of Pennsylvania, the New York State Bar, and is admitted to practice before the United States Courts for the District of Delaware, the Eastern District of Pennsylvania and the Southern District of New York.

As a member of the Firm's lead plaintiff practice group, Mr. Amjed has represented clients serving as lead plaintiffs in several notable securities class action lawsuits including: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09MDL2058 (S.D.N.Y.) (settled -- $2.425 billion); *In re Wachovia Preferred Securities and Bond/Notes Litigation*, No. 09-cv-6351 (RJS) (S.D.N.Y.) ($627 million recovery); *In re Lehman Bros. Equity/Debt Securities Litigation*, No. 08-cv-5523 (LAK) (S.D.N.Y.) ($615 million recovery) and *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery). Additionally, Mr. Amjed served on the national Executive Committee representing financial institutions suffering losses from Target Corporation's 2013 data breach – one of the largest data breaches in history. The Target litigation team was responsible for a landmark data breach opinion that substantially denied Target's motion to dismiss and was also responsible for obtaining certification of a class of financial institutions. *See In re Target Corp. Customer Data Sec. Breach Litig*., 64 F. Supp. 3d 1304 (D. Minn. 2014); *In re Target Corp. Customer Data Sec. Breach Litig*., No. MDL 14-2522 PAM/JJK, 2015 WL 5432115 (D. Minn. Sept. 15, 2015). At the time of its issuance, the class certification order in Target was the first of its kind in data breach litigation by financial institutions.

Mr. Amjed also has significant experience conducting complex litigation in state and federal courts including federal securities class actions, shareholder derivative actions, suits by third-party insurers and other actions concerning corporate and alternative business entity disputes. Mr. Amjed has litigated in numerous state and federal courts across the country, including the Delaware Court of Chancery, and has represented shareholders in several high profile lawsuits, including: *LAMPERS v. CBOT Holdings, Inc. et al.*, C.A. No. 2803-VCN (Del. Ch.); *In re Alstom SA Sec. Litig.*, 454 F. Supp. 2d 187 (S.D.N.Y. 2006); *In re Global Crossing Sec. Litig.,* 02— Civ. — 910 (S.D.N.Y.); *In re Enron Corp. Sec. Litig.*, 465 F. Supp. 2d 687 (S.D. Tex. 2006); and *In re Marsh McLennan Cos., Inc. Sec. Litig.* 501 F. Supp. 2d 452 (S.D.N.Y. 2006).

ETHAN J. BARLIEB, a partner of the Firm, concentrates his practice in the areas of ERISA, consumer protection and antitrust litigation. Mr. Barlieb received his law degree, *magna cum laude*, from the University of Miami School of Law in 2007 and his undergraduate degree from Cornell University in 2003. Mr. Barlieb is licensed to practice in Pennsylvania and New Jersey.

Prior to joining Kessler Topaz, Mr. Barlieb was an associate with Pietragallo Gordon Alfano Bosick & Raspanti, LLP, where he worked on various commercial, securities and employment matters. Before that, Mr. Barlieb served as a law clerk for the Honorable Mitchell S. Goldberg in the U.S. District Court for the Eastern District of Pennsylvania.

STUART L. BERMAN, a partner of the Firm, concentrates his practice on securities class action litigation in federal courts throughout the country, with a particular emphasis on representing institutional investors active in litigation. Mr. Berman received his law degree from George Washington University National Law Center, and is an honors graduate from Brandeis University. Mr. Berman is licensed to practice in Pennsylvania and New Jersey.

Mr. Berman regularly counsels and educates institutional investors located around the world on emerging legal trends, new case ideas and the rights and obligations of institutional investors as they relate to securities fraud class actions and individual actions. In this respect, Mr. Berman has been instrumental in

courts appointing the Firm's institutional clients as lead plaintiffs in class actions as well as in representing institutions individually in direct actions. Mr. Berman is currently representing institutional investors in direct actions against Vivendi and Merck, and took a very active role in the precedent setting Shell settlement on behalf of many of the Firm's European institutional clients.

Mr. Berman is a frequent speaker on securities issues, especially as they relate to institutional investors, at events such as The European Pension Symposium in Florence, Italy; the Public Funds Symposium in Washington, D.C.; the Pennsylvania Public Employees Retirement (PAPERS) Summit in Harrisburg, Pennsylvania; the New England Pension Summit in Newport, Rhode Island; the Rights and Responsibilities for Institutional Investors in Amsterdam, Netherlands; and the European Investment Roundtable in Barcelona, Spain. Mr.Berman also serves as General Counsel to Kessler Topaz Meltzer & Check, LLP.

DAVID A. BOCIAN, a partner of the Firm, focuses his practice on whistleblower representation and False Claims Act litigation. Mr. Bocian received his law degree from the University of Virginia School of Law and graduated *cum laude* from Princeton University. He is licensed to practice law in the Commonwealth of Pennsylvania, New Jersey, New York and the District of Columbia.

Mr. Bocian began his legal career in Washington, D.C., as a litigation associate at Patton Boggs LLP, where his practice included internal corporate investigations, government contracts litigation and securities fraud matters. He spent more than ten years as a federal prosecutor in the U.S. Attorney's Office for the District of New Jersey, where he was appointed Senior Litigation Counsel and managed the Trenton U.S. Attorney's office. During his tenure, Mr. Bocian oversaw multifaceted investigations and prosecutions pertaining to government corruption and federal program fraud, commercial and public sector kickbacks, tax fraud, and other white collar and financial crimes. He tried numerous cases before federal juries, and was a recipient of the Justice Department's Director's Award for superior performance by an Assistant U.S. Attorney, as well as commendations from federal law enforcement agencies including the FBI and IRS.

Mr. Bocian has extensive experience in the health care field. As an adjunct professor of law, he has taught Healthcare Fraud and Abuse at Rutgers School of Law – Camden, and previously was employed in the health care industry, where he was responsible for implementing and overseeing a system-wide compliance program for a complex health system.

GREGORY M. CASTALDO, a partner of the Firm, concentrates his practice in the area of securities litigation. Mr. Castaldo received his law degree from Loyola Law School, where he received the American Jurisprudence award in legal writing. He received his undergraduate degree from the Wharton School of Business at the University of Pennsylvania. He is licensed to practice law in Pennsylvania and New Jersey.

Mr. Castaldo served as one of Kessler Topaz's lead litigation partners in *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation,* No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion). Mr. Castaldo also served as the lead litigation partner in *In re Tenet Healthcare Corp*., No. 02-CV-8462 (C.D. Cal. 2002), securing an aggregate recovery of $281.5 million for the class, including $65 million from Tenet's auditor. Mr. Castaldo also played a primary litigation role in the following cases: *In re Liberate Technologies Sec. Litig.*, No. C-02-5017 (MJJ) (N.D. Cal. 2005) (settled — $13.8 million); *In re Sodexho Marriott Shareholders Litig.*, Consol. C.A. No. 18640-NC (Del. Ch. 1999) (settled — $166 million benefit); *In re Motive, Inc. Sec. Litig.*, 05-CV-923 (W.D.Tex. 2005) (settled — $7 million cash, 2.5 million shares); and *In re Wireless Facilities, Inc., Sec. Litig.*, 04-CV-1589 (S.D. Cal. 2004) (settled — $16.5 million). In addition, Mr. Castaldo served as one of the lead trial attorneys for shareholders in the historic *In re Longtop Financial Technologies Ltd. Securities Litigation*, No. 11-cv-3658 (S.D.N.Y.) trial, which resulted in a verdict in favor of investors on liability and damages.

DARREN J. CHECK, a Partner of the Firm, manages Kessler Topaz's portfolio monitoring & claims filing service, *SecuritiesTracker*™, and works closely with the Firm's litigators and new matter development department. He consults with institutional investors from around the world with regard to implementing systems to best identify, analyze, and monetize claims they have in shareholder litigation.

In addition, Darren assists Firm clients in evaluating opportunities to take an active role in shareholder litigation, arbitration, and other loss recovery methods. This includes U.S. based litigation and arbitration, as well as actions in an increasing number of jurisdictions around the globe. With an increasingly complex investment and legal landscape, Mr. Check has experience advising on traditional class actions, direct actions (opt-outs), non-U.S. opt-in actions, fiduciary actions, appraisal actions and arbitrations to name a few. Over the last twenty years Darren has become a trusted advisor to hedge funds, mutual fund managers, asset managers, insurance companies, sovereign wealth funds, central banks, and pension funds throughout North America, Europe, Asia, Australia, and the Middle East.

Darren regularly speaks on the subjects of shareholder litigation, corporate governance, investor activism, and recovery of investment losses at conferences around the world. He has also been actively involved in the precedent setting Shell and Fortis settlements in the Netherlands, the Olympus shareholder case in Japan, direct actions against Petrobras and Merck, and securities class actions against Bank of America, Lehman Brothers, Royal Bank of Scotland (U.K.), and Hewlett-Packard. Currently Mr. Check represents investors in numerous high profile actions in the United States, the Netherlands, Germany, France, Japan, and Australia.

Darren received his law degree from Temple University School of Law and is a graduate of Franklin & Marshall College. He is admitted to practice in numerous state and federal courts across the United States.

EMILY N. CHRISTIANSEN, a partner of the Firm, focuses her practice in securities litigation and international actions, in particular. Ms. Christiansen received her Juris Doctor and Global Law certificate, *cum laude*, from Lewis and Clark Law School in 2012. Ms. Christiansen is a graduate of the University of Portland, where she received her Bachelor of Arts, *cum laude*, in Political Science and German Studies. Ms. Christiansen is currently licensed to practice law in New York and Pennsylvania.

While in law school, Ms. Christiansen worked as an intern in Trial Chambers III at the International Criminal Tribunal for the Former Yugoslavia. Ms. Christiansen also spent two months in India as foreign legal trainee with the corporate law firm of Fox Mandal. Ms. Christiansen is a 2007 recipient of a Fulbright Fellowship and is fluent in German.

Ms. Christiansen devotes her time to advising clients on the challenges and benefits of pursuing particular litigation opportunities in jurisdictions outside the U.S. In those non-US actions where Kessler Topaz is actively involved, Emily liaises with local counsel, helps develop case strategy, reviews pleadings, and helps clients understand and successfully navigate the legal process. Her experience includes non-US opt-in actions, international law, and portfolio monitoring and claims administration. In her role, Ms. Christiansen has helped secure recoveries for institutional investors in litigation in Japan against *Olympus Corporation* (settled - ¥11 billion) and in the Netherlands against *Fortis Bank N.V.* (settled - €1.2 billion).

JOSHUA E. D'ANCONA, a partner of the Firm, concentrates his practice in the securities litigation and lead plaintiff departments of the Firm. Mr. D'Ancona received his J.D., *magna cum laude*, from the Temple University Beasley School of Law in 2007, where he served on the Temple Law Review and as president of the Moot Court Honors Society, and graduated with honors from Wesleyan University. He is licensed to practice in Pennsylvania and New Jersey.

Before joining the Firm in 2009, he served as a law clerk to the Honorable Cynthia M. Rufe of the United States District Court for the Eastern District of Pennsylvania.

RYAN T. DEGNAN, a partner of the Firm, concentrates his practice on new matter development with a specific focus on analyzing securities class action lawsuits, antitrust actions, and complex consumer actions. Mr. Degnan received his law degree from Temple University Beasley School of Law, where he was a Notes and Comments Editor for the Temple Journal of Science, Technology & Environmental Law, and earned his undergraduate degree in Biology from The Johns Hopkins University. While a law student, Mr. Degnan served as a Judicial Intern to the Honorable Gene E.K. Pratter of the United States District Court for the Eastern District of Pennsylvania. Mr. Degnan is licensed to practice in Pennsylvania and New Jersey.

As a member of the Firm's lead plaintiff litigation practice group, Mr. Degnan has helped secure the Firm's clients' appointments as lead plaintiffs in: *In re HP Sec. Litig.*, No. 12-cv-5090, 2013 WL 792642 (N.D. Cal. Mar. 4, 2013); *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery); *Freedman v. St. Jude Medical, Inc., et al.*, No. 12-cv-3070 (D. Minn.); *United Union of Roofers, Waterproofers & Allied Workers Local Union No. 8 v. Ocwen Fin. Corp*., No. 14 Civ. 81057 (WPD), 2014 WL 7236985 (S.D. Fla. Nov. 7, 2014); *Louisiana Municipal Police Employees' Ret. Sys. v. Green Mountain Coffee Roasters, Inc., et al.*, No. 11-cv-289, 2012 U.S. Dist. LEXIS 89192 (D. Vt. Apr. 27, 2012); and *In re Longtop Fin. Techs. Ltd. Sec. Litig.*, No. 11-cv-3658, 2011 U.S. Dist. LEXIS 112970 (S.D.N.Y. Oct. 4, 2011). Additional representative matters include: *In re Bank of New York Mellon Corp. Foreign Exchange Transactions Litig*., No. 12-md-02335 (S.D.N.Y.) ($335 million settlement); and *Policemen's Annuity and Benefit Fund of the City of Chicago, et al. v. Bank of America, NA, et al*., No. 12-cv-02865 (S.D.N.Y.) ($69 million settlement).

SEAN M. HANDLER, a partner of the Firm and member of Kessler Topaz's Management Committee, currently concentrates his practice on all aspects of new matter development for the Firm including securities, consumer and intellectual property. Mr. Handler earned his Juris Doctor, *cum laude*, from Temple University School of Law, and received his Bachelor of Arts degree from Colby College, graduating *with distinction* in American Studies. Mr. Handler is licensed to practice in Pennsylvania, New Jersey and New York.

As part of his responsibilities, Mr. Handler also oversees the lead plaintiff appointment process in securities class actions for the Firm's clients. In this role, Mr. Handler has achieved numerous noteworthy appointments for clients in reported decisions including *Foley v. Transocean*, 272 F.R.D. 126 (S.D.N.Y. 2011); *In re Bank of America Corp. Sec., Derivative & Employment Ret. Income Sec. Act (ERISA) Litig*., 258 F.R.D. 260 (S.D.N.Y. 2009) and *Tanne v. Autobytel, Inc.,* 226 F.R.D. 659 (C.D. Cal. 2005) and has argued before federal courts throughout the country.

Mr. Handler was also one of the principal attorneys in *In re Brocade Securities Litigation* (N.D. Cal. 2008), where the team achieved a $160 million settlement on behalf of the class and two public pension fund class representatives. This settlement is believed to be one of the largest settlements in a securities fraud case in terms of the ratio of settlement amount to actual investor damages.

Mr. Handler also lectures and serves on discussion panels concerning securities litigation matters, most recently appearing at American Conference Institute's National Summit on the Future of Fiduciary Responsibility and Institutional Investor's The Rights & Responsibilities of Institutional Investors.

NATHAN A. HASIUK, a partner of the Firm, concentrates his practice on securities litigation. Mr. Hasiuk received his law degree from Temple University Beasley School of Law, and graduated *summa cum laude* from Temple University. He is licensed to practice in Pennsylvania and New Jersey and has been admitted

to practice before the United States District Court for the District of New Jersey. Prior to joining the Firm, Mr. Hasiuk was an Assistant Public Defender in Philadelphia.

GEOFFREY C. JARVIS, a partner of the Firm, focuses on securities litigation for institutional investors. Mr. Jarvis graduated from Harvard Law School in 1984, and received his undergraduate degree from Cornell University in 1980. He is licensed to practice in Pennsylvania, Delaware, New York and Washington, D.C.

Following law school, Mr. Jarvis served as a staff attorney with the Federal Communications Commission, participating in the development of new regulatory policies for the telecommunications industry.

Mr. Jarvis had a major role in *Oxford Health Plans Securities Litigation, DaimlerChrysler Securities Litigation*, and *Tyco Securities Litigation* all of which were among the top ten securities settlements in U.S. history at the time they were resolved, as well as a large number of other securities cases over the past 16 years. He has also been involved in a number of actions before the Delaware Chancery Court, including a Delaware appraisal case that resulted in a favorable decision for the firm's client after trial, and a Delaware appraisal case that was tried in October, argued in 2016, which is still awaiting a final decision.

Mr. Jarvis then became an associate in the Washington office of Rogers & Wells (subsequently merged into Clifford Chance), principally devoted to complex commercial litigation in the fields of antitrust and trade regulations, insurance, intellectual property, contracts and defamation issues, as well as counseling corporate clients in diverse industries on general legal and regulatory compliance matters. He was previously associated with a prominent Philadelphia litigation boutique and had first-chair assignments in cases commenced under the Pennsylvania Whistleblower Act and in major antitrust, First Amendment, civil rights, and complex commercial litigation, including several successful arguments before the U.S. Court of Appeals for the Third Circuit. From 2000 until early 2016, Mr. Jarvis was a Director (Senior Counsel through 2001) at Grant & Eisenhofer, P.A., where he engaged in a number of federal securities, and state fiduciary cases (primarily in Delaware), including several of the largest settlements of the past 15 years. He also was lead trial counsel and/or associate counsel in a number of cases that were tried to a verdict (or are pending final decision).

JENNIFER L. JOOST, a partner in the Firm's San Francisco office, focuses her practice on securities litigation. Ms. Joost received her law degree, *cum laude*, from Temple University Beasley School of Law, where she was the Special Projects Editor for the *Temple International and Comparative Law Journal.* Ms. Joost earned her undergraduate degree with honors from Washington University in St. Louis. She is licensed to practice in Pennsylvania and California and is admitted to practice before the United States Courts of Appeals for the Second, Fourth, Ninth, and Eleventh Circuits, and the United States District Courts for the Eastern District of Pennsylvania, the Northern District of California and the Southern District of California.

Ms. Joost has represented institutional investors in numerous securities fraud class actions including *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation,* No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion); *In re Citigroup Bond Litigation*, No. 08-cv-09522-SHS (S.D.N.Y.) ($730 million recovery); *David H. Luther, et al., v. Countrywide Financial Corp., et. al*., 2:12-cv-05125 (C.D.Cal. 2012) (settled -- $500 million); *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale *Litigation*") ($150 million recovery); *Minneapolis Firefighters' Relief Association v. Medtronic, Inc.,* No. 08-cv-06324-PAM-AJB (D. Minn.) (settled -- $85 million); *In re MGM Mirage Securities Litigation,* Case No. 2:09-cv-01558-GMN-VCF (D. Nev.) ($75 million settlement); and *In re Weatherford Int'l Securities Litigation*, No. 11-cv-01646-LAK-JCF (S.D.N.Y.) (settled -- $52.5 million).

STACEY KAPLAN, a partner in the Firm's San Francisco office, concentrates her practice on prosecuting securities class actions. Ms. Kaplan received her J.D. from the University of California at Los Angeles School of Law in 2005, and received her Bachelor of Business Administration from the University of Notre Dame in 2002, with majors in Finance and Philosophy. Ms. Kaplan is admitted to the California Bar and is licensed to practice in all California state courts, as well as the United States District Courts for the Northern and Central Districts of California.

During law school, Ms. Kaplan served as a Judicial Extern to the Honorable Terry J. Hatter, Jr., United States District Court, Central District of California. Prior to joining the Firm, Ms. Kaplan was an associate with Robbins Geller Rudman & Dowd LLP in San Diego, California.

DAVID KESSLER, a partner of the Firm, manages the Firm's internationally recognized securities department. Mr. Kessler graduated with distinction from the Emory School of Law, after receiving his undergraduate B.S.B.A. degree from American University. Mr. Kessler is licensed to practice law in Pennsylvania, New Jersey and New York, and has been admitted to practice before numerous United States District Courts. Prior to practicing law, Mr. Kessler was a Certified Public Accountant in Pennsylvania.

Mr. Kessler has achieved or assisted in obtaining Court approval for the following outstanding results in federal securities class action cases: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation,* No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion); *In re Tyco International, Ltd. Sec. Lit.*, No. 02-1335-B (D.N.H. 2002) ($3.2 billion settlement); *In re Wachovia Preferred Securities and Bond/Notes Litigation*, No. 09-cv-6351 (RJS) (S.D.N.Y.) ($627 million recovery); *In re: Lehman Brothers Securities and ERISA Litigation*, Master File No. 09 MD 2017 (LAK) (S.D.N.Y) (settled - $516,218,000); *In re Satyam Computer Services Ltd. Sec. Litig.*, Master File No. 09 MD 02027 (BSJ) ($150.5 million settlement); *In re Tenet Healthcare Corp.*, 02-CV-8462 (C.D. Cal. 2002) (settled — $281.5 million); *In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS) ($586 million settlement).

Mr. Kessler is also currently serving as one of the Firm's primary litigation partners in the Citigroup, JPMorgan, Hewlett Packard, Pfizer and Morgan Stanley securities litigation matters.

In addition, Mr. Kessler often lectures and writes on securities litigation related topics and has been recognized as "Litigator of the Week" by the American Lawyer magazine for his work in connection with the Lehman Brothers securities litigation matter in December of 2011 and was honored by Benchmark as one of the preeminent plaintiffs practitioners in securities litigation throughout the country. Most recently Mr. Kessler co-authored *The FindWhat.com Case: Acknowledging Policy Considerations When Deciding Issues of Causation in Securities Class Actions* published in Securities Litigation Report.

JAMES A. MARO, JR., a partner of the Firm, concentrates his practice in the Firm's case development department. He also has experience in the areas of consumer protection, ERISA, mergers and acquisitions, and shareholder derivative actions. Mr. Maro received his law degree from the Villanova University School of Law, and received a B.A. in Political Science from the Johns Hopkins University. Mr. Maro is licensed to practice law in Commonwealth of Pennsylvania and New Jersey. He is admitted to practice in the United States Court of Appeals for the Third Circuit and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey.

JOSHUA A. MATERESE, a partner of the Firm, concentrates his practice primarily in the areas of securities litigation and corporate governance. He represents institutional investors and individual clients at all stages of litigation in high-stakes cases involving a wide array of matters, including financial fraud, market manipulation, anti-competitive conduct, and corporate takeovers.

Since joining the firm directly after law school, Josh has helped recover hundreds of millions of dollars for investors harmed by fraud. These matters include: *In re Allergan, Inc. Proxy Violation Securities Litigation* (C.D. Cal.), a case alleging unlawful insider trading by hedge fund billionaire Bill Ackman in connection with a hostile takeover attempt, which settled for $250 million just weeks before trial; *In re JPMorgan Chase & Co. Securities Litigation* (S.D.N.Y.), a securities fraud class action arising out of misrepresentations and omissions about the trading activities of the so-called "London Whale," which resolved for $150 million; and, most recently, *Baker v. SeaWorld Entertainment, Inc.* (S.D. Cal.), a securities fraud class action arising out of misrepresentations and omissions about the impact of the documentary Blackfish on SeaWorld's business, which settled for $65 million days before trial. Josh has also assisted in obtaining favorable settlements for mutual funds and institutional investors in securities fraud opt-out actions, including in several actions against Brazilian oil giant Petrobras arising from it's long-running bribery and kickback scheme.

In addition to his securities litigation practice, Josh has represented plaintiffs in shareholder derivative actions, consumer class actions stemming from violations of the Employees Retirement Income Security Act of 1974 ("ERISA"), and antitrust matters arising out of violations of the Sherman Act.

MARGARET E. MAZZEO, a partner of the Firm, focuses her practice on securities litigation. Ms. Mazzeo received her law degree, *cum laude*, from Temple University Beasley School of Law, where she was a Beasley Scholar and a staff editor for the Temple Journal of Science, Technology, and Environmental Law. Ms. Mazzeo graduated with honors from Franklin and Marshall College. She is licensed to practice in Pennsylvania and New Jersey.

Ms. Mazzeo has been involved in several nationwide securities cases on behalf of investors, including *In re Lehman Brothers Securities Litigation*, No. 1:09-md-02017-LAK (S.D.N.Y.) ($616 million recovery); and *David H. Luther, et al., v. Countrywide Financial Corp.*, *et. al*., 2:12-cv-05125 (C.D. Cal. 2012) (settled -- $500 million). Ms. Mazzeo also was a member of the trial team who won a jury verdict in favor of investors in the *In re Longtop Financial Technologies Ltd. Securities Litigation*, No. 11-cv-3658 (S.D.N.Y.) action.

JAMIE M. MCCALL, a partner of the Firm, concentrates his practice on securities fraud litigation. Prior to joining the Firm, Mr. McCall spent twelve years with the Department of Justice in the U.S. Attorney's Offices for Miami, Florida and Wilmington, Delaware, where he oversaw complex criminal investigations ranging from securities, tax, bank and wire frauds, to the theft of trade secrets and cybercrime, among others.

Mr. McCall has successfully tried numerous jury trials, including: *United States v. Wilmington Trust Corp., et al.,* a seven-week securities fraud trial, which arose from financial conduct during the Great Recession, and resulted in both the conviction of four bank executives and a $60 million civil settlement to victim-shareholders; and *United States v. David Matusiewicz, et al*., a five-week multi-defendant stalking-murder case, which stemmed from the 2013-shootout at the New Castle County Courthouse in Delaware, and resulted in first-in-the-nation convictions for "cyberstalking resulting in death" under the Violence Against Women Act. For his work on both of these cases, Mr. McCall was twice awarded the Director's Award for Superior Performance by the Department of Justice. Most recently, Mr. McCall served as the section chief for the National Security and Cybercrime Division for the Delaware U.S. Attorney's Office.

Mr. McCall also spent several years practicing civil law at Morgan, Lewis & Bockius in Philadelphia, where he worked on major, high-stakes litigation matters involving Fortune 250 companies. Mr. McCall began his legal career as a Judge Advocate in the Marine Corps, working primarily as a prosecutor and achieving the rank of Captain. In 2004, Mr. McCall served for nearly five months as the principal legal advisor to 1st Battalion, 5th Marine Regiment in and around Fallujah, Iraq, including during the First Battle of Fallujah.

JOSEPH H. MELTZER, a partner of the Firm, concentrates his practice in the areas of ERISA, fiduciary and antitrust complex litigation. Mr. Meltzer received his law degree with honors from Temple University School of Law and is an honors graduate of the University of Maryland. Honors include being named a Pennsylvania Super Lawyer. Mr. Meltzer is licensed to practice in Pennsylvania, New Jersey, New York, the Supreme Court of the United States, and the U.S. Court of Federal Claims.

Mr. Meltzer leads the Firm's Fiduciary Litigation Group which has excelled in the highly specialized area of prosecuting cases involving breach of fiduciary duty claims. Mr. Meltzer has served as lead or co-lead counsel in numerous nationwide class actions brought under ERISA. Since founding the Fiduciary Litigation Group, Mr. Meltzer has helped recover hundreds of millions of dollars for clients and class members including some of the largest settlements in ERISA fiduciary breach actions. Mr. Meltzer represented the Board of Trustees of the Buffalo Laborers Security Fund in its action against J.P. Jeanneret Associates which involved a massive, fraudulent scheme orchestrated by Bernard L. Madoff, No. 09-3907 (S.D.N.Y.). Mr. Meltzer also represented an institutional client in a fiduciary breach action against Wells Fargo for large losses sustained while Wachovia Bank and its subsidiaries, including Evergreen Investments, were managing the client's investment portfolio.

As part of his fiduciary litigation practice, Mr. Meltzer was actively involved in actions related to losses sustained in securities lending programs, including *Bd. of Trustees of the AFTRA Ret. Fund v. JPMorgan Chase Bank,* No. 09-00686 (S.D.N.Y.) ($150 million settlement) and *CompSource Okla. v. BNY Mellon,* No. 08-469 (E.D. OK) ($280 million settlement). In addition, Mr. Meltzer represented a publicly traded company in a large arbitration against AIG, Inc. related to securities lending losses, *Transatlantic Holdings, Inc. v. AIG,* No. 50-148T0037610 (AAA) ($75million settlement).

A frequent lecturer on ERISA litigation, Mr. Meltzer is a member of the ABA and has been recognized by numerous courts for his ability and expertise in this complex area of the law. Mr. Meltzer is also a patron member of Public Justice and a member of the Class Action Preservation Committee.

Mr. Meltzer also manages the Firm's Antitrust and Pharmaceutical Pricing Groups. Here, Mr. Meltzer focuses on helping clients that have been injured by anticompetitive and unlawful business practices, including with respect to overcharges related to prescription drug and other health care expenditures. Mr. Meltzer served as co-lead counsel for direct purchasers in the *Flonase Antitrust Litigation,* No.08-3149 (E.D. PA) ($150 million settlement) and has served as lead or co-lead counsel in numerous nationwide actions. Mr. Meltzer also serves as a special assistant attorney general for the states of Montana, Utah and Alaska. Mr. Meltzer also lectures on issues related to antitrust litigation.

MATTHEW L. MUSTOKOFF, a partner of the Firm, is an experienced securities and corporate governance litigator. He has represented clients at the trial and appellate level in numerous high-profile shareholder class actions and other litigations involving a wide array of matters, including financial fraud, market manipulation, mergers and acquisitions, fiduciary mismanagement of investment portfolios, and patent infringement. Mr. Mustokoff received his law degree from the Temple University School of Law, and is a Phi Beta Kappa honors graduate of Wesleyan University. At law school, Mr. Mustokoff was the articles and commentary editor of the *Temple Political and Civil Rights Law Review* and the recipient of the Raynes, McCarty, Binder, Ross and Mundy Graduation Prize for scholarly achievement in the law. He is admitted to practice before the state courts of New York and Pennsylvania, the United States District Courts for the Southern and Eastern Districts of New York, the Eastern District of Pennsylvania and the District of Colorado, and the United States Courts of Appeals for the Eleventh and Federal Circuits.

Mr. Mustokoff is currently prosecuting several nationwide securities cases on behalf of U.S. and overseas institutional investors, including *In re JPMorgan Chase Securities Litigation (*S.D.N.Y.), arising out of the

"London Whale" derivatives trading scandal which led to over $6 billion in losses in the bank's proprietary trading portfolio. He serves as lead counsel for six public pension funds in the multi-district securities litigation against BP in Texas federal court stemming from the 2010 Deepwater Horizon disaster in the Gulf of Mexico. He successfully argued the opposition to BP's motion to dismiss, resulting in a landmark decision sustaining fraud claims under English law for purchasers of BP shares on the London Stock Exchange.

Mr. Mustokoff also played a major role in prosecuting *In re Citigroup Bond Litigation* (S.D.N.Y.), involving allegations that Citigroup concealed its exposure to subprime mortgage debt on the eve of the 2008 financial crisis. The $730 million settlement marks the second largest recovery under Section 11 of the Securities Act in the history of the statute. Mr. Mustokoff's significant courtroom experience includes serving as one of the lead trial lawyers for shareholders in the only securities fraud class action arising out of the financial crisis to be tried to jury verdict. In addition to his trial practice in federal courts, he has successfully tried cases before the Financial Industry Regulatory Authority (FINRA).

Prior to joining the Firm, Mr. Mustokoff practiced at Weil, Gotshal & Manges LLP in New York, where he represented public companies and financial institutions in SEC enforcement and white collar criminal matters, shareholder litigation and contested bankruptcy proceedings.

SHARAN NIRMUL, a partner of the Firm, concentrates his practice in the area of securities, consumer and fiduciary class action and complex commercial litigation, exclusively representing the interests of plaintiffs and particularly, institutional investors.

Sharan represents a number of the world's largest institutional investors in cutting edge, high stakes complex litigation. In addition to his securities litigation practice, he has been at the forefront of developing the Firm's fiduciary litigation practice and has litigated ground-breaking cases in areas of securities lending, foreign exchange, and MBS trustee litigation. Mr. Nirmul was instrumental in developed the underlying theories that propelled the successful recoveries for customers of custodial banks in *Compsource Oklahoma v. BNY Mello*n, a $280 million recovery for investors in BNY Mellon's securities lending program, and *AFTRA v. JP Morgan*, a $150 million recovery for investors in JP Morgan's securities lending program. In *Transatlantic Re v. A.I.G*., Mr. Nirmul recovered $70 million for Transatlantic Re in a binding arbitration against its former parent, American International Group, arising out of AIG's management of a securities lending program.

Focused on issues of transparency by fiduciary banks to their custodial clients, Mr. Nirmul served as lead counsel in a multi-district litigation against BNY Mellon for the excess spreads it charged to its custodial customers for automated FX services. Litigated over four years, involving 128 depositions and millions of pages of document discovery, and with unprecedented collaboration with the U.S. Department of Justice and the New York Attorney General, the litigation resulted in a settlement for the Bank's custodial customers of $504 million. Mr. Nirmul also spearheaded litigation against the nation's largest ADR programs, Citibank, BNY Mellon and JP Morgan, which alleged they charged hidden FX fees for conversion of ADR dividends. The litigation resulted in $100 million in recoveries for ADR holders and significant reforms in the FX practices for ADRs.

Mr. Nirmul has served as lead counsel in several high-profile securities fraud cases, including a $2.4 billion recovery for Bank of America shareholders arising from BoA's shotgun merger with Merrill Lynch in 2009. More recently, Mr. Nirmul was lead trial counsel in litigation arising from the IPO of social media company Snap, Inc., which has resulted in a $187.5 million settlement for Snap's investors, claims against Endo Pharmaceuticals, arising from its disclosures concerning the efficacy of its opioid drug, Opana ER, which resulted in a recovery of $80.5 million for Endo's shareholders, and claims against Ocwen Financial, arising

from its mortgage servicing practices and disclosures to investors, which settled on the eve of trial for $56 million. Mr. Nirmul currently serves as lead trial counsel in pending securities class actions involving General Electric, Kraft-Heinz, and the stunning collapse of Luckin Coffee Inc., following disclosure of a massive accounting fraud just ten months after its IPO. He also currently serves on the Executive Committee for the multi-district litigation involving the Chicago Board Options Exchange and the manipulation of its key product, the Cboe Volatility Index.

Mr. Nirmul received his law degree from The George Washington University National Law Center and undergraduate degree from Cornell University. He was born and grew up in Durban, South Africa.

JUSTIN O. RELIFORD, a partner of the Firm, concentrates his practice on mergers and acquisition litigation and shareholder derivative litigation. Mr. Reliford graduated from the University of Pennsylvania Law School in 2007 and received his B.A. from Williams College in 2003, majoring in Psychology with a concentration in Leadership Studies. Mr. Reliford is a member of the Pennsylvania and New Jersey bars, and he is admitted to practice in the Third Circuit Court of Appeals, the Eastern District of Pennsylvania, and the District of New Jersey.

Mr. Reliford has extensive experience representing clients in connection with nationwide class and collective actions. Most notably, Mr. Reliford, was part of the trial team *In re Dole Food Co., Inc. Stockholder Litig*., C.A. No. 8703-VCL, that won a trial verdict in favor of Dole stockholders for $148 million. Mr. Reliford also obtained a favorable recovery for an institutional investor in a securities class action *In re Allergan, Inc. Proxy Violation Securities Litigation*, No. 8:14-cv-02004 (C.D. Cal. 2018), which challenged a brazen insider trading scheme by Valeant Pharmaceuticals to tip Bill Ackman's hedge fund Pershing Square Capital that it intended to launch a hostile takeover attempt to buy rival pharma company Allergan. After three years, the case settled weeks before trial for $250 million. He also litigated *In re GFI Group, Inc. Stockholder Litig.* Consol. C.A. No. 10136-VCL (Del. Ch.) ($10.75 million cash settlement); *In re Globe Specialty Metals, Inc. Stockholders Litig.*, Consol. C.A. No. 10865-VCG (Del. Ch.) ($32.5 million settlement); and *In re Harleysville Mutual* (CCP, Phila. Cnty. 2012) (an expedited merger litigation case challenging Harleysville's agreement to sell the company to Nationwide Insurance Company, which lead to a $26 million cash payment to policyholders). Prior to joining the Firm, Mr. Reliford was an associate in the labor and employment practice group of Morgan Lewis & Bockius, LLP. There, Mr. Reliford concentrated his practice on employee benefits, fiduciary, and workplace discrimination litigation.

LEE D. RUDY, a partner of the Firm, manages the Firm's mergers and acquisition and shareholder derivative litigation. Mr. Rudy received his law degree from Fordham University, and his undergraduate degree, *cum laude*, from the University of Pennsylvania. Mr. Rudy is licensed to practice in Pennsylvania and New York.

Representing both institutional and individual shareholders in these actions, he has helped cause significant monetary and corporate governance improvements for those companies and their shareholders. Mr. Rudy also co-chairs the Firm's qui tam and whistleblower practices, where he represents whistleblowers before administrative agencies and in court. Mr. Rudy regularly practices in the Delaware Court of Chancery, where he served as co-lead trial counsel in the landmark case of *In re S. Peru Copper Corp. S'holder Derivative Litig.*, C.A. No. 961-CS, a $2 billion trial verdict against Southern Peru's majority shareholder. He previously served as lead counsel in dozens of high profile derivative actions relating to the "backdating" of stock options. Mr. Rudy also obtained a favorable recovery for an institutional investor in a securities class action *In re Allergan, Inc. Proxy Violation Securities Litigation*, No. 8:14-cv-02004 (C.D. Cal. 2018), which challenged a brazen insider trading scheme by Valeant Pharmaceuticals to tip Bill Ackman's hedge fund Pershing Square Capital that it intended to launch a hostile takeover attempt to buy rival pharma company Allergan. After three years, the case settled weeks before trial for $250 million. In addition, Mr.

Rudy represented stockholders in obtaining substantial recoveries in numerous shareholder derivative and class actions, many of which resulted in significant monetary relief, including: *In re Facebook, Inc. Class C Reclassification Litigation*, C.A. No. 12286-VCL (Del. Ch. Sept. 25, 2017) (KTMC challenged a proposed reclassification of Facebook's stock structure as harming the company's public stockholders. Facebook abandoned the proposal just one business day before trial was to commence; granting Plaintiffs complete victory); *City of Daytona Beach Police and Fire Pension Fund v. ExamWorks Group, Inc., et al.*, C.A. No. 12481-VCL (Del. Ch. Sept. 12, 2017) ($86.5 million settlement relating to the acquisition of ExamWorks Group, Inc. by private equity firm Leonard Green & Partners, LP.); *Quinn v. Knight*, No. 3:16-cv-610 (E.D. Va. Mar. 16, 2017) (class action settling just ten days before trial, with stockholders receiving an additional $32 million in merger consideration); *In re MPG Office Trust, Inc. Preferred Shareholder Litigation,* Cons. Case No. 24-C-13-004097 (Md. Cir. Oct. 20, 2015) (Kessler Topaz negotiated a settlement where MPG preferred stockholders received a dividend of $2.25 per share, worth approximately $21 million); *In re Harleysville Mutual* (CCP, Phila. Cnty. 2012) (an expedited merger litigation case challenging Harleysville's agreement to sell the company to Nationwide Insurance Company, which lead to a $26 million cash payment to policyholders); and *In re Amicas, Inc. Shareholder Litigation*, 10-0174-BLS2 (Suffolk County, MA 2010) (Kessler Topaz prevailed in securing a preliminary injunction against the deal, which allowed a superior bidder to purchase the Company for an additional $0.70 per share ($26 million)).

Prior to civil practice, Mr. Rudy served for several years as an Assistant District Attorney in the Manhattan (NY) District Attorney's Office, and as an Assistant United States Attorney in the US Attorney's Office (DNJ).

RICHARD A. RUSSO, JR., a partner of the Firm, focuses his practice on securities litigation. Mr. Russo received his law degree from the Temple University Beasley School of Law, where he graduated *cum laude* and was a member of the Temple Law Review, and graduated *cum laude* from Villanova University, where he received a Bachelor of Science degree in Business Administration. Mr. Russo is licensed to practice in Pennsylvania and New Jersey.

Mr. Russo has represented individual and institutional investors in obtaining significant recoveries in numerous class actions arising under the federal securities laws, including *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion), *In re Citigroup Bond Litigation*, No. 08-cv-09522-SHS (S.D.N.Y.) ($730 million recovery), *In re Lehman Brothers Securities Litigation*, No. 1:09-md-02017-LAK (S.D.N.Y.) ($616 million recovery).

MARC A. TOPAZ, a partner of the Firm, oversees the Firm's derivative, transactional and case development departments. Mr. Topaz received his law degree from Temple University School of Law, where he was an editor of the *Temple Law Review* and a member of the Moot Court Honor Society. He also received his Master of Law (L.L.M.) in taxation from the New York University School of Law, where he served as an editor of the *New York University Tax Law Review*. He is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Mr. Topaz has been heavily involved in all of the Firm's cases related to the subprime mortgage crisis, including cases seeking recovery on behalf of shareholders in companies affected by the subprime crisis, as well as cases seeking recovery for 401K plan participants that have suffered losses in their retirement plans. Mr. Topaz has also played an instrumental role in the Firm's option backdating litigation. These cases, which are pled mainly as derivative claims or as securities law violations, have served as an important vehicle both for re-pricing erroneously issued options and providing for meaningful corporate governance changes. In his capacity as the Firm's department leader of case initiation and development, Mr. Topaz has

been involved in many of the Firm's most prominent cases, including *In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS) (S.D.N.Y. Dec. 12, 2002); *Wanstrath v. Doctor R. Crants, et al.*, No. 99-1719-111 (Tenn. Chan. Ct., 20th Judicial District, 1999); *In re Tyco International, Ltd. Sec. Lit.*, No. 02-1335-B (D.N.H. 2002) (settled — $3.2 billion); and virtually all of the 80 options backdating cases in which the Firm is serving as Lead or Co-Lead Counsel. Mr. Topaz has played an important role in the Firm's focus on remedying breaches of fiduciary duties by corporate officers and directors and improving corporate governance practices of corporate defendants.

MELISSA L. TROUTNER, a partner of the Firm, concentrates her practice on new matter development with a specific focus on analyzing securities class action lawsuits, antitrust actions, and complex consumer actions. Ms. Troutner is also a member of the Firm's Consumer Protection group. Ms. Troutner received her law degree, Order of the Coif, *cum laude*, from the University of Pennsylvania Law School in 2002 and her Bachelor of Arts, Phi Beta Kappa, *magna cum laude*, from Syracuse University in 1999. Ms. Troutner is licensed to practice law in Pennsylvania, New York and Delaware.

Prior to joining Kessler Topaz, Ms. Troutner practiced as a litigator with several large defense firms, focusing on complex commercial, products liability and patent litigation, and clerked for the Honorable Stanley S. Brotman, United States District Judge for the District of New Jersey.

JOHNSTON de F. WHITMAN, JR., a partner of the Firm, focuses his practice on securities litigation, primarily in federal court. Mr. Whitman received his law degree from Fordham University School of Law, where he was a member of the Fordham International Law Journal, and graduated *cum laude* from Colgate University. He is licensed to practice in Pennsylvania and New York., and is admitted to practice in courts around the country, including the United States Courts of Appeal for the Second, Third, and Fourth Circuits.

Mr. Whitman has represented institutional investors in obtaining substantial recoveries in numerous securities fraud class actions, including: (i) *In re Bank of America Securities Litigation*, a case which represents the sixth largest recovery for shareholders under the federal securities laws (settled --$2.425 billion); (ii) *In re Royal Ahold Sec. Litig.*, No. 03-md-01539 (D. Md. 2003) ($1.1 billion settlement); (iii) *In re DaimlerChrysler AG Sec. Litig.*, No. 00-0993 (D. Del. 2000) ($300 million settlement); (iv) *In re Dollar General, Inc. Sec. Litig.*, No. 01-cv-0388 (M.D. Tenn. 2001) ($162 million settlement); and (v) *In re JPMorgan Chase & Co. Securities Litigation,* No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery). Mr. Whitman has also obtained favorable recoveries for institutional investors pursuing direct securities fraud claims, including cases against Merck & Co., Inc., Qwest Communications International, Inc. and Merrill Lynch & Co., Inc. In addition, Mr. Whitman represented a publicly traded company in a large arbitration against AIG, Inc. related to securities lending losses, *Transatlantic Holdings, Inc. v. AIG,* No. 50-148T0037610 (AAA) ($75million settlement).

ROBIN WINCHESTER, a partner of the Firm, concentrated her practice in the areas of securities litigation and lead plaintiff litigation, when she joined the Firm. Presently, Ms. Winchester concentrates her practice in the area of shareholder derivative actions. Ms. Winchester earned her Juris Doctor degree from Villanova University School of Law, and received her Bachelor of Science degree in Finance from St. Joseph's University. Ms. Winchester is licensed to practice law in Pennsylvania and New Jersey.

Prior to joining Kessler Topaz, Ms. Winchester served as a law clerk to the Honorable Robert F. Kelly in the United States District Court for the Eastern District of Pennsylvania.

Ms. Winchester has served as lead counsel in numerous high-profile derivative actions relating to the backdating of stock options, including *In re Eclipsys Corp. Derivative Litigation*, Case No. 07-80611-Civ-MIDDLEBROOKS (S.D. Fla.); *In re Juniper Derivative Actions,* Case No. 5:06-cv-3396-JW (N.D. Cal.); *In re McAfee Derivative Litigation,* Master File No. 5:06-cv-03484-JF (N.D. Cal.); *In re Quest Software,*

Inc. Derivative Litigation, Consolidated Case No. 06CC00115 (Cal. Super. Ct., Orange County); and *In re Sigma Designs, Inc. Derivative Litigation,* Master File No. C-06-4460-RMW (N.D. Cal.). Settlements of these, and similar, actions have resulted in significant monetary returns and corporate governance improvements for those companies, which, in turn, greatly benefits their public shareholders.

ERIC L. ZAGAR, a partner of the Firm, concentrates his practice in the area of shareholder derivative litigation. Mr. Zagar received his law degree from the University of Michigan Law School, *cum laude*, where he was an Associate Editor of the *Michigan Law Review*, and his undergraduate degree from Washington University in St. Louis. He is admitted to practice in Pennsylvania, California and New York. Mr. Zagar previously served as a law clerk to Justice Sandra Schultz Newman of the Pennsylvania Supreme Court.

Since 2001 Mr. Zagar has served as Lead or Co-Lead counsel in hundreds of derivative actions in courts throughout the nation. He was a member of the trial team in the landmark case of *In re S. Peru Copper Corp. S'holder Derivative Litig.*, C.A. No. 961-CS, a $2 billion trial verdict against Southern Peru's majority shareholder. Mr. Zagar has successfully achieved significant monetary and corporate governance relief for the benefit of shareholders, and has extensive experience litigating matters involving Special Litigation Committees.

TERENCE S. ZIEGLER, a partner of the Firm, concentrates a significant percentage of his practice to the investigation and prosecution of pharmaceutical antitrust actions, medical device litigation, and related anticompetitive and unfair business practice claims. Mr. Ziegler received his law degree from the Tulane University School of Law and received his undergraduate degree from Loyola University. Mr. Ziegler is licensed to practice law in Pennsylvania and the State of Louisiana, and has been admitted to practice before several courts including the United States Court of Appeals for the Third Circuit.

Mr. Ziegler has represented investors, consumers and other clients in obtaining substantial recoveries, including: *In re Flonase Antitrust Litigation; In re Wellbutrin SR Antitrust Litigation; In re Modafinil Antitrust Litigation; In re Guidant Corp. Implantable Defibrillators Products Liability Litigation* (against manufacturers of defective medical devices — pacemakers/implantable defibrillators — seeking costs of removal and replacement); and *In re Actiq Sales and Marketing Practices Litigation* (regarding drug manufacturer's unlawful marketing, sales and promotional activities for non-indicated and unapproved uses).

ANDREW L. ZIVITZ, a partner of the Firm, received his law degree from Duke University School of Law, and received a Bachelor of Arts degree, with distinction, from the University of Michigan, Ann Arbor. Mr. Zivitz is licensed to practice in Pennsylvania and New Jersey.

Drawing on two decades of litigation experience, Mr. Zivitz concentrates his practice in the area of securities litigation and is currently litigating several of the largest federal securities fraud class actions in the U.S. Andy is skilled in all aspects of complex litigation, from developing and implementing strategies, to conducting merits and expert discovery, to negotiating resolutions. He has represented dozens of major institutional investors in securities class actions and has helped the firm recover more than $1 billion for damaged clients and class members in numerous securities fraud matters in which Kessler Topaz was Lead or Co-Lead Counsel, including *David H. Luther, et al., v. Countrywide Financial Corp., et. al*., 2:12-cv-05125 (C.D.Cal. 2012) (settled -- $500 million); *In re Pfizer Sec. Litig*., 1:04-cv-09866 (S.D.N.Y. 2004) (settled -- $486 million); *In re Tenet Healthcare Corp*., 02-CV-8462 (C.D. Cal. 2002) (settled — $281.5 million); *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery); *In re Computer Associates Sec. Litig.*, No. 02-CV-122 6 (E.D.N.Y. 2002) (settled — $150 million); *In re Hewlett-Packard Sec. Litig.*, 12-cv-05980 (N.D.Cal. 2012) (settled -

- $100 million); and *In re Minneapolis Firefighters' Relief Association v. Medtronic, Inc.*, No. 08-cv-06324-PAM-AJB (D. Minn.) (settled -- $ 85 million).

Andy's extensive courtroom experience serves his clients well in trial situations, as well as pre-trial proceedings and settlement negotiations. He served as one of the lead plaintiffs' attorneys in the only securities fraud class action arising out of the financial crisis to be tried to a jury verdict, has handled a Daubert trial in the U.S. District Court for the Southern District of New York, and successfully argued back-to-back appeals before the Ninth Circuit Court of Appeals. Before joining Kessler Topaz, Andy worked at the international law firm Drinker Biddle and Reath, primarily representing defendants in large, complex litigation. His experience on the defense side of the bar provides a unique perspective in prosecuting complex plaintiffs' litigation.

COUNSEL

ASHER S. ALAVI, Counsel to the Firm, concentrates his practice in the area of qui tam litigation. Mr. Alavi received his law degree, cum laude, from Boston College Law School in 2011 where he served as Note Editor for the Boston College Journal of Law & Social Justice. He received his undergraduate degree in Communication Studies and Political Science from Northwestern University in 2007. Mr. Alavi is licensed to practice law in Pennsylvania and Maryland. Prior to joining Kessler Topaz, Mr. Alavi was an associate with Pietragallo Gordon Alfano Bosick & Raspanti LLP in Philadelphia, where he worked on a variety of whistleblower and healthcare matters.

JENNIFER L. ENCK, Counsel to the Firm, concentrates her practice in the area of securities litigation and settlement matters. Ms. Enck received her law degree, *cum laude*, from Syracuse University College of Law, where she was a member of the Syracuse Journal of International Law and Commerce, and her undergraduate degree in International Politics/International Studies from The Pennsylvania State University. Ms. Enck also received a Master's degree in International Relations from Syracuse University's Maxwell School of Citizenship and Public Affairs. She is licensed to practice in Pennsylvania and has been admitted to practice before the United States Court of Appeals for the Third and Eleventh Circuits and the United States District Court for the Eastern District of Pennsylvania.

Ms. Enck has been involved in documenting and obtaining the required court approval for many of the firm's largest and most complex securities class action settlements, including *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation,* No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion); *David H. Luther, et al., v. Countrywide Financial Corp., et. al.*, 2:12-cv-05125 (C.D. Cal. 2012) (settled -- $500 million); *In re: Lehman Brothers Securities and ERISA Litigation*, Master File No. 09 MD 2017 (LAK) (S.D.N.Y) (settled - $516,218,000); and *In re Satyam Computer Services Ltd. Sec. Litig.*, Master File No. 09 MD 02027 (BSJ) ($150.5 million settlement).

TYLER S. GRADEN, Counsel to the Firm, focuses his practice on consumer protection and whistleblower litigation. Mr. Graden received his Juris Doctor degree from Temple Law School and his undergraduate degrees in Economics and International Relations from American University. Mr. Graden is licensed to practice law in Pennsylvania and New Jersey and has been admitted to practice before numerous United States District Courts.

Prior to joining Kessler Topaz, Mr. Graden practiced with a Philadelphia law firm where he litigated various complex commercial matters, and also served as an investigator with the Chicago District Office of the Equal Employment Opportunity Commission.

Mr. Graden has represented individuals and institutional investors in obtaining substantial recoveries in numerous class actions, including *Board of Trustees of the Buffalo Laborers Security Fund v. J.P. Jeanneret Associates, Inc.,* Case No. 09 Civ. 8362 (S.D.N.Y.) (settled - $219 million); *Board of Trustees of the AFTRA Retirement Fund v. JPMorgan Chase Bank, NA*., Case No. 09 Civ. 0686 (S.D.N.Y.) (settled - $150 million); *In re Merck & Co., Inc. Vytorin ERISA Litig*., Case No. 09 Civ. 197 4 (D.N.J.) (settled - $10.4 million); and *In re 2008 Fannie Mae ERISA Litigation*, Case No. 09-cv-1350 (S.D.N.Y.) (settled - $9 million). Mr. Graden has also obtained favorable recoveries on behalf of multiple, nationwide classes of borrowers whose insurance was force-placed by their mortgage servicers.

LISA LAMB PORT, Counsel to the Firm, concentrates her practice on consumer, antitrust, and securities fraud class actions. Ms. Lamb Port received her law degree, Order of the Coif, summa cum laude, from the Villanova University School of Law in 2003 and her Bachelor of Arts, cum laude, from Princeton University in 2000. Ms. Lamb Port is licensed to practice law in the Commonwealth Pennsylvania.

Prior to joining Kessler Topaz, Ms. Lamb Port was a partner at another class action firm, where she represented institutional and individual investors in securities fraud, breach of fiduciary duty, and shareholder derivative cases, as well as in litigation resulting from mergers and acquisitions.

DONNA SIEGEL MOFFA, Counsel to the Firm, concentrates her practice in the area of consumer protection litigation. Ms. Siegel Moffa received her law degree, with honors, from Georgetown University Law Center in May 1982 and a master's degree in Public Administration from Rutgers, the State University of New Jersey, Graduate School-Camden in January 2017. She received her undergraduate degree, *cum laude*, from Mount Holyoke College in Massachusetts. Ms. Siegel Moffa is admitted to practice before the Third Circuit Court of Appeals, the United States Courts for the District of New Jersey and the District of Columbia, as well as the Supreme Court of New Jersey and the District of Columbia Court of Appeals.

Prior to joining the Firm, Ms. Siegel Moffa was a member of the law firm of Trujillo, Rodriguez & Richards, LLC, where she litigated, and served as co-lead counsel, in complex class actions arising under federal and state consumer protection statutes, lending laws and laws governing contracts and employee compensation. Prior to entering private practice, Ms. Siegel Moffa worked at both the Federal Energy Regulatory Commission (FERC) and the Federal Trade Commission (FTC). At the FTC, she prosecuted cases involving allegations of deceptive and unsubstantiated advertising. In addition, both at FERC and the FTC, Ms. Siegel Moffa was involved in a wide range of administrative and regulatory issues including labeling and marketing claims, compliance, FOIA and disclosure obligations, employment matters, licensing and rulemaking proceedings.

Ms. Siegel Moffa served as co-lead counsel for the class in *Robinson v. Thorn Americas, Inc.*, L-03697-94 (Law Div. 1995), a case that resulted in a significant monetary recovery for consumers and changes to rent-to-own contracts in New Jersey. Ms. Siegel Moffa was also counsel in *Muhammad v. County Bank of Rehoboth Beach, Delaware,* 189 N.J. 1 (2006), U.S. Sup. Ct. cert. denied, 127 S. Ct. 2032(2007), in which the New Jersey Supreme Court struck a class action ban in a consumer arbitration contract. She has served as class counsel representing consumers pressing TILA claims, e.g. *Cannon v. Cherry Hill Toyota, Inc.,* 184 F.R.D. 540 (D.N.J. 1999), and *Dal Ponte v. Am. Mortg. Express Corp.*, CV- 04-2152 (D.N.J. 2006), and has pursued a wide variety of claims that impact consumers and individuals including those involving predatory and sub-prime lending, mandatory arbitration clauses, price fixing, improper medical billing practices, the marketing of light cigarettes and employee compensation. Ms. Siegel Moffa's practice has involved significant appellate work representing individuals, classes, and non-profit organizations participating as amicus curiae, such as the National Consumer Law Center and the AARP. In addition, Ms. Siegel Moffa has regularly addressed consumer protection and litigation issues in presentations to organizations and professional associations.

JONATHAN F. NEUMANN, Counsel to the Firm, concentrates his practice in the area of securities litigation and fiduciary matters. Mr. Neumann earned his Juris Doctor degree from Temple University Beasley School of Law, where he was an editor for the Temple International and Comparative Law Journal and a member of the Moot Court Honor Society. Mr. Neumann earned his undergraduate degree from the University of Delaware. Mr. Neumann is licensed to practice in Pennsylvania and New York. Prior to joining the Firm, Mr. Neumann served as a law clerk to the Honorable Douglas E. Arpert of the United States District Court for the District of New Jersey.

Mr. Neumann has represented institutional investors in obtaining substantial recoveries in numerous cases, including *In re Bank of New York Mellon Corp. Foreign Exchange Transactions Litig.*, No. 12-md-02335 (S.D.N.Y.) ($335 million settlement); *Policemen's Annuity and Benefit Fund of the City of Chicago, et al. v. Bank of America, NA, et al.*, No. 12-cv-02865 (S.D.N.Y.) ($69 million settlement); *In re NII Holdings Sec. Litig.*, No. 14-cv-227 (E.D. Va.) (settled $41.5 million).

MICHELLE M. NEWCOMER, Counsel to the Firm, concentrates her practice in the area of securities litigation. Ms. Newcomer earned her law degree from Villanova University School of Law in 2005, and earned her B.B.A. in Finance and Art History from Loyola University Maryland in 2002. Ms. Newcomer is licensed to practice law in the Commonwealth of Pennsylvania and the State of New Jersey and has been admitted to practice before the United States Supreme Court, the United States Court of Appeals for the Second, Ninth and Tenth Circuits, and the United States District Court for the Districts of New Jersey and Colorado.

Ms. Newcomer has represented shareholders in numerous securities class actions in which the Firm has served as Lead or Co-Lead Counsel, through all aspects of pre-trial proceedings, including complaint drafting, litigating motions to dismiss and for summary judgment, conducting document, deposition and expert discovery, and appeal. Ms. Newcomer also has been involved in the Firm's securities class action trials, including most recently serving as part of the trial team in the Longtop Financial Technologies securities class action trial that resulted in a jury verdict on liability and damages in favor of investors. Ms. Newcomer began her legal career with the Firm in 2005. Prior to joining the Firm, she was a summer law clerk for the Hon. John T.J. Kelly, Jr. of the Pennsylvania Superior Court.

Ms. Newcomer's representative cases include: *In re Longtop Financial Technologies Ltd. Sec. Litig*. No. 11-cv-3658 (SAS) (S.D.N.Y.) – obtained on behalf of investors a jury verdict on liability and damages against the company's former CFO; *re Lehman Brothers Securities Litigation*, No. 1:09-md-02017-LAK (S.D.N.Y.) ($616 million recovery); *In re Pfizer, Inc. Sec. Litig*., No. 04-9866-LTS (S.D.N.Y.) – represents three of the court-appointed class representatives, and serves as additional counsel for the class in securities fraud class action based on alleged misrepresentations and omissions concerning cardiovascular risks associated with Celebrex® and Bextra®, which survived Defendants' motion for summary judgment; *Connecticut Retirement Plans & Trust Funds et al. v. BP p.l.c. et al*. (S.D. Tex.) – represents several public pension funds in direct action asserting claims under Section 10(b) and Rule 10b-5, for purchases of BP ADRs on the NYSE, and under English law for purchasers of BP ordinary shares on the London Stock Exchange, which recently survived Defendants' motion to dismiss; litigation is ongoing.

ASSOCIATES & STAFF ATTORNEYS

CHIOMA C. ABARA, a staff attorney of the Firm, concentrates her practice in the area of corporate governance. Ms. Abara received her J.D. from Widener University School of Law, Harrisburg in 2005, and her B.S. in Computer & Information Sciences from Temple University in 2002. Ms. Abara is licensed to practice in Pennsylvania New Jersey and before the United States Patent & Trademark Office. Prior to joining the Kessler Topaz, Ms. Abara worked in pharmaceutical litigation.

SARA A. ALSALEH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Alsaleh earned her Juris Doctor degree from Widener University School of Law in Wilmington, Delaware, and her undergraduate degree from Pennsylvania State University. Ms. Alsaleh is admitted to practice in Pennsylvania and New Jersey.

During law school, Ms. Alsaleh interned at the U.S. Food and Drug Administration and the Delaware Department of Justice in the Consumer Protection & Fraud Division where she was heavily involved in protecting consumers within a wide variety of subject areas. Prior to joining the Firm, Ms. Alsaleh practiced in the areas of pharmaceutical & health law litigation, and was an Associate at a general practice firm in Bensalem, Pennsylvania.

LaMARLON R. BARKSDALE, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Barksdale received his law degree from Temple University, James E. Beasley School of Law in 2005 and his undergraduate degree, cum laude, from the University of Delaware in 2001. He is licensed to practice law in Pennsylvania and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Prior to joining Kessler Topaz, Mr. Barksdale worked in complex pharmaceutical litigation, commercial litigation, criminal law and bankruptcy law.

HELEN J. BASS, an associate of the Firm, concentrates her practice in the area of securities fraud litigation. Ms. Bass graduated from Stanford Law School in 2021. While in law school, Ms. Bass was a member of the Environmental Pro Bono project and the Stanford Journal of Civil Rights & Civil Liberties.

MATTHEW BENEDICT, an associate of the Firm, concentrates his practice in the area of mergers and acquisitions litigation and shareholder derivative litigation. Mr. Benedict earned his law degree from Villanova University School of Law and his undergraduate degree from Haverford College. He is licensed to practice law in Pennsylvania and New Jersey.

ELIZABETH WATSON CALHOUN, a staff attorney of the Firm, focuses on securities litigation. She has represented investors in major securities fraud and has also represented shareholders in derivative and direct shareholder litigation. Ms. Calhoun received her law degree from Georgetown University Law Center (*cum laude*), where she served as Executive Editor of the Georgetown Journal of Gender and the Law. She received her undergraduate degree in Political Science from the University of Maine, Orono (*with high distinction*). Ms. Calhoun is admitted to practice before the state court of Pennsylvania and the U.S. District Court for the Eastern District of Pennsylvania. Prior to joining the Firm, Ms. Calhoun was employed with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A.

KEVIN E.T. CUNNINGHAM, JR. an associate of the Firm, and focuses his practice in securities litigation. Kevin is a graduate of Temple University Beasley School of Law. Prior to joining the Firm, Kevin served as a law clerk for the Hon. Judge Paula Dow of the New Jersey Superior Court, Burlington County - Chancery Division. Kevin also served as a law clerk to the Hon. Brian A. Jackson of the United States District Court for the Middle District of Louisiana. Kevin is licensed to practice in Pennsylvania.

ELIZABETH DRAGOVICH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Dragovich received her law degree from the University of Pennsylvania Law School in 2002, and her undergraduate degree from Carnegie Mellon University in 1999. Ms. Dragovich is licensed to practice law in Pennsylvania. Prior to joining Kessler Topaz, Elizabeth was a staff attorney with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A.

STEPHEN J. DUSKIN, a staff attorney of the Firm, concentrates his practice in the area of antitrust litigation. Mr. Duskin received his law degree from Rutgers School of Law at Camden in 1985, and his undergraduate degree in Mathematics from the University of Rochester in 1976. Mr. Duskin is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Duskin practiced corporate and securities law in private practice and in corporate legal departments, and also worked for the U.S. Securities and Exchange Commission and the Resolution Trust Corporation.

DONNA EAGLESON, a staff attorney of the Firm, concentrates her practice in the area of securities litigation discovery matters. She received her law degree from the University of Dayton School of Law in Dayton, Ohio. Ms. Eagleson is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Ms. Eagleson worked as an attorney in the law enforcement field, and practiced insurance defense law with the Philadelphia firm Margolis Edelstein.

PATRICK J. EDDIS, a staff attorney of the Firm, concentrates his practice in the area of corporate governance litigation. Mr. Eddis received his law degree from Temple University School of Law in 2002 and his undergraduate degree from the University of Vermont in 1995. Mr. Eddis is licensed to practice in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Eddis was a Deputy Public Defender with the Bucks County Office of the Public Defender. Before that, Mr. Eddis was an attorney with Pepper Hamilton LLP, where he worked on various pharmaceutical and commercial matters.

DEEMS FISHMAN, a staff attorney of the Firm, concentrates his practice in the area of Securities Fraud.

KIMBERLY V. GAMBLE, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her law degree from Widener University, School of Law in Wilmington, DE. While in law school, she was a CASA/Youth Advocates volunteer and had internships with the Delaware County Public Defender's Office as well as The Honorable Judge Ann Osborne in Media, Pennsylvania. She received her Bachelor of Arts degree in Sociology from The Pennsylvania State University. Ms. Gamble is licensed to practice law in the Commonwealth of Pennsylvania. Prior to joining Kessler Topaz, she worked in pharmaceutical litigation.

GRANT D. GOODHART, an associate of the Firm, concentrates his practice in the areas of mergers and acquisitions litigation and stockholder derivative actions. Mr. Goodhart received his law degree, cum laude, from Temple University Beasley School of Law and his undergraduate degree, magna cum laude, from the University of Pittsburgh. He is licensed to practice law in Pennsylvania and New Jersey.

KEITH S. GREENWALD, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Greenwald received his law degree from Temple University, Beasley School of Law in 2013 and his undergraduate degree in History, summa cum laude, from Temple University in 2004. Mr. Greenwald is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Greenwald was a contract attorney on various projects in Philadelphia and was at the International Criminal Tribunal for the Former Yugoslavia, at The Hague in The Netherlands, working in international criminal law.

CANDICE L. H. HEGEDUS, a staff attorney at the firm, concentrates her practice in securities fraud class actions. She received her law degree from Villanova University Charles Widger School of Law and her

Bachelor of Arts from Muhlenberg College, cum laude. Ms. Hegedus is licensed to practice in Pennsylvania.

Prior to joining the firm, Ms. Hegedus spent several years at another class action litigation firm where she practiced in the areas of securities fraud, antitrust and consumer matters.

ALEX B. HELLER, an associate of the Firm, concentrates his practice in the areas of merger and acquisition litigation and shareholder derivative actions. Alex helps shareholders obtain financial recoveries and the implementation of corporate governance reforms. Alex received his law degree from the George Mason University Antonin Scalia Law School in 2015 and his undergraduate degree from American University in 2008. While in law school, Alex served as an associate editor for the George Mason Law Review. Prior to joining the Firm, Alex was a partner at a plaintiffs' litigation firm, where he served as chair of the shareholder derivative litigation practice group. Alex is a Certified Public Accountant (CPA). Prior to his legal career, Alex practiced as a CPA for several years, advising businesses and auditing large corporations.

EVAN R. HOEY, an associate of the Firm, focuses his practice on securities litigation. Mr. Hoey received his law degree from Temple University Beasley School of Law, where he graduated *cum laude*, and graduated *summa cum laude* from Arizona State University. He is licensed to practice in Pennsylvania and is admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

JORDAN JACOBSON, an associate of the Firm, concentrates her practice in securities litigation. Ms. Jacobson received her law degree from Georgetown University in 2014 and her undergraduate degrees in history and political science from Arizona State University in 2011. Prior to joining the Firm, Ms. Jacobson clerked for the honorable Deborah J. Saltzman, United States Bankruptcy Judge, in the Central District of California. Ms. Jacobson was also previously an associate at O'Melveny & Myers LLP, and an attorney in the General Counsel's office of the Pension Benefit Guaranty Corporation in Washington, D.C. Ms. Jacobson is licensed to practice law in California and Virginia and will sit for the July 2020 Pennsylvania bar exam.

KAREN KAM, an associate of the Firm, concentrates her practice in the areas of merger and acquisition litigation and shareholder derivative actions. Through her practice, Karen helps institutional and individual shareholders obtain significant financial recoveries and corporate governance reforms.

Karen received her law degree from Temple University in 2021 and her undergraduate degree in mathematics and economics from the University of Pennsylvania. She also has a master's degree in mathematics in finance from New York University Courant Institute of Mathematical Sciences. She received Temple's Certificate in Business Law. While in law school, Karen interned as a summer associate at Stradley Ronon. She is an alumni of the Philadelphia Diversity Law Group (PDLG). She participated in the Asian Pacific American Law School Association while in law school.

JOSHUA A. LEVIN, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Levin received his law degree from Widener University School of Law, and earned his undergraduate degree from The Pennsylvania State University. Mr. Levin is licensed to practice in Pennsylvania and New Jersey. Prior to joining Kessler Topaz, he worked in pharmaceutical litigation.

AUSTIN MANNING, an associate of the Firm, graduated *magna cum laude* from Temple University's James E. Beasley School of Law and received her Bachelor of Science in Economics from Penn State University. During law school, Ms. Manning served as a Staff Editor for the Temple Law Review. In her final year, she studied at the University of Lucerne in Lucerne, Switzerland where she received her Global

Legal Studies Certificate with a focus on international economic law, human rights, and sustainability. While in Law School, Ms. Manning served as a judicial intern to the Hon. Michael M. Baylson of the U.S. District Court for the Eastern District of Pennsylvania and to the Hon. Arnold L. New of the Pennsylvania Court of Common Pleas. Prior to joining the firm, Ms. Manning was a regulatory and litigation associate for a boutique environmental law firm in the Philadelphia area.

JOHN J. McCULLOUGH, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. In 2012, Mr. McCullough passed the CPA Exam. Mr. McCullough earned his Juris Doctor degree from Temple University School of Law, and his undergraduate degree from Temple University. Mr. McCullough is licensed to practice in Pennsylvania.

STEVEN D. McLAIN, a staff attorney of the Firm, concentrates his practice in mergers and acquisition litigation and stockholder derivative litigation. He received his law degree from George Mason University School of Law, and his undergraduate degree from the University of Virginia. Mr. McLain is licensed to practice in Virginia. Prior to joining Kessler, Topaz, he practiced with an insurance defense firm in Virginia.

STEFANIE J. MENZANO, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Menzano received her law degree from Drexel University School of Law in 2012 and her undergraduate degree in Political Science from Loyola University Maryland. Ms. Menzano is licensed to practice law in Pennsylvania and New Jersey.

Prior to joining Kessler Topaz, Ms. Menzano was a fact witness for the Institute for Justice. During law school, Ms. Menzano served as a case worker for the Pennsylvania Innocence Project and as a judicial intern under the Honorable Judge Mark Sandson in the Superior Court of New Jersey, Atlantic County.

JOHN A. MERCURIO, an associate of the Firm, concentrates his practice in the area of international actions. Mr. Mercurio is an associate in the Firm's Philadelphia office and graduated magna cum laude from Syracuse University College of Law and received his Bachelor of Arts in Criminal Justice and Psychology from Temple University. While in law school, Mr. Mercurio served as a judicial intern to the Hon. Thérèse Wiley Dancks of the U.S. District Court for the Northern District of New York and spent a semester in Washington D.C. working with the Narcotic and Dangerous Drug Section of the U.S. Department of Justice. He also served as a legal intern at the Office of the New York State Attorney General. Mr. Mercurio is licensed to practice law in Pennsylvania.

VANESSA M. MILAN, an associate of the Firm, concentrates her practice in the area of securities fraud litigation. Ms. Milan is an associate in the Firm's Philadelphia office and received her law degree from Temple University Beasley School of Law in 2019 and her undergraduate degrees in Government & Law and English from Lafayette College in 2016. While in law school, Ms. Milan served as an Articles Editor for the Temple Law Review. Prior to joining the firm, Ms. Milan served as a judicial law clerk to the Honorable Robert D. Mariani, United States District Court Judge for the Middle District of Pennsylvania. Ms. Milan is licensed to practice law in New York and Pennsylvania.

JONATHAN NAJI, an associate of the Firm, develops and initiates cases involving shareholder derivative and securities fraud, class and individual actions. Mr. Naji seeks to help individuals recover losses caused by unlawful conduct. Mr. Naji received his law degree from Temple University Beasley School of Law and graduated from Franklin & Marshall College. In law school, Mr. Naji interned as a law clerk to the Honorable C. Darnell Jones II of the United States District Court for the Eastern District of Pennsylvania and worked as a summer associate at Berger Harris, LLP.

TIMOTHY A. NOLL, a staff attorney of the Firm, concentrates his practice in the area of securities fraud litigation. Mr. Noll received his law degree from the Southwestern University School of Law and his

undergraduate degree in Communications from Temple University. Prior to joining the Firm, Mr. Noll was a staff attorney at Grant & Eisenhofer, P.A. and also worked in pharmaceutical litigation.

ELAINE M. OLDENETTEL, a staff attorney of the Firm, concentrates her practice in consumer and ERISA litigation. She received her law degree from the University of Maryland School of Law and her undergraduate degree in International Studies from the University of Oregon. While attending law school, Ms. Oldenettel served as a law clerk for the Honorable Robert H. Hodges of the United States Court of Federal Claims and the Honorable Marcus Z. Shar of the Baltimore City Circuit Court. Ms. Oldenettel is licensed to practice in Pennsylvania and Virginia.

LYNN S. PALENSCAR, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her law degree from Temple University School of Law and her Bachelor of Arts degree cum laude with Departmental Honors from the State University of New York at Buffalo. She is licensed to practice in Pennsylvania and admitted to the Third Circuit Court of Appeals and the District Court for the Eastern District of Pennsylvania.

ANDREW M. PEOPLES, a staff attorney of the Firm, concentrates his practice in the area of Consumer Protection.

ALLYSON M. ROSSEEL, a staff attorney of the Firm, concentrates her practice at Kessler Topaz in the area of securities litigation. She received her law degree from Widener University School of Law, and earned her B.A. in Political Science from Widener University. Ms. Rosseel is licensed to practice law in Pennsylvania and New Jersey. Prior to joining the Firm, Ms. Rosseel was employed as general counsel for a boutique insurance consultancy/brokerage focused on life insurance sales, premium finance and structured settlements.

DANIEL B. ROTKO, an associate of the Firm, concentrates his practice in the area of securities-related litigation matters. Prior to joining Kessler Topaz, Daniel was an associate for over five years at Drinker Biddle & Reath LLP (now known as Faegre Drinker Biddle & Reath LLP) and his practice primarily concerned representing insurers in civil matters litigated across the country. Daniel received his law degree from the University of Pennsylvania and his undergraduate degree from Gettysburg College. Daniel is admitted to practice in Pennsylvania and New Jersey.

KARISSA J. SAUDER, an associate of the Firm, concentrates her practice on new matter development with a focus on analyzing securities, consumer, and antitrust class action lawsuits, as well as direct (or opt-out) actions. Prior to joining the firm, Karissa was an associate with Berger Montague, where she litigated complex antitrust class action lawsuits, and served as a judicial law clerk to the Honorable Eduardo C. Robreno, United States District Judge for the Eastern District of Pennsylvania. Karissa received her law degree from Harvard Law School in 2014 and her undergraduate degree from Eastern Mennonite University in 2010. While in law school, Karissa served as Managing Editor of the Harvard Law Review.

BARBARA SCHWARTZ, an associate of the Firm, concentrates her practice on new matter development with a focus on analyzing consumer and antitrust class action lawsuits. Ms. Schwartz received her law degree from Yale Law School in 2013 and her undergraduate degree from Temple University in 2010. Prior to joining the firm, Ms. Schwartz was an associate with Duane Morris, where she handled various complex commercial and antitrust matters.

MICHAEL J. SECHRIST, a staff attorney at the Firm, concentrates his practice in the area of securities litigation. Mr. Sechrist received his law degree from Widener University School of Law in 2005 and his undergraduate degree in Biology from Lycoming College in 1998. Mr. Sechrist is licensed to practice law in Pennsylvania. Prior to joining Kessler Topaz, Mr. Sechrist worked in pharmaceutical litigation.

ROBERTA SHANER, a staff attorney at the Firm, concentrates her practice in the area of securities litigation. She received her JD degree from the New York University School of Law. She graduated from Dartmouth College with a BA in Asian Area Studies. Ms. Shaner is licensed in Pennsylvania.

KELSEY SHERONAS, an associate of the Firm, concentrates her practice in the area of Consumer Protection. She received her undergraduate degree from Cornell University in 2016 and her law degree from the Temple University Beasley School of Law in 2021. While at Temple, Ms. Sheronas was recognized for Outstanding Oral Advocacy and was the only member of her graduating class to complete certificates in both Business Law and Trial Advocacy. She served as Executive Editor of the Temple International and Comparative Law Journal from 2020 to 2021. She is licensed to practice in Pennsylvania.

IGOR SIKAVICA, a staff attorney of the Firm, practices in the area of corporate governance litigation, with a focus on transactional and derivative cases. Mr. Sikavica received his J.D. from the Loyola University Chicago School of Law and his LL.B. from the University of Belgrade Faculty Of Law. Mr. Sikavica is licensed to practice in Pennsylvania. Mr. Sikavica's licenses to practice law in Illinois and the former Yugoslavia are no longer active.

Prior to joining Kessler Topaz, Mr. Sikavica has represented clients in complex commercial, civil and criminal matters before trial and appellate courts in the United States and the former Yugoslavia. Also, Mr. Sikavica has represented clients before international courts and tribunals, including – the International Criminal Tribunal for the Former Yugoslavia (ICTY), European Court of Human Rights and the UN Committee Against Torture.

NATHANIEL SIMON, an associate of the Firm, concentrates his practice in securities litigation. Before joining the firm, Nathaniel served as a judicial law clerk to the Honorable Mark A. Kearney, United States District Judge for the Eastern District of Pennsylvania. Nathaniel received his law degree from Villanova University, Charles Widger School of Law in 2018 and his undergraduate degree from Gettysburg College in 2014. While in law school, Nathaniel served as an Articles Editor for the *Villanova Law Review*.

QUIANA SMITH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her law degree from Temple University Beasley School of Law in Pennsylvania and her Bachelor of Science in Management and Organizations from The Pennsylvania State University. Ms. Smith is licensed to practice law in the Commonwealth of Pennsylvania. Prior to joining Kessler Topaz, she worked in pharmaceutical litigation.

MELISSA J. STARKS, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Starks earned her Juris Doctor degree from Temple University--Beasley School of Law, her LLM from Temple University--Beasley School of Law, and her undergraduate degree from Lincoln University. Ms. Starks is licensed to practice in Pennsylvania.

MARIA THEODORA STARLING, a staff attorney of the Firm, concentrates her practice in the area of corporate governance litigation. Ms. Starling graduated from the Villanova University Charles Widger School of Law in 2020. While in law school, Ms. Starling interned as a law clerk to the Hon. Steven C. Tolliver of the Montgomery County Court of Common Pleas and as a summer associate at Fox Rothschild. Ms. Starling was also a member of the Villanova Law Moot Court Board and the Vice President of the Fashion Law Society.

MICHAEL P. STEINBRECHER, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Steinbrecher earned his Juris Doctor from Temple University James E. Beasley School of Law, and received his Bachelors of Arts in Marketing from Temple University. Mr. Steinbrecher

is licensed to practice in Pennsylvania and New Jersey. Prior to joining Kessler Topaz, he worked in pharmaceutical litigation.

ERIN A. STEVENS, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Erin was a former associate attorney at a general practice firm where she litigated for a variety of civil and bankruptcy cases.

BRIAN W. THOMER, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Thomer received his Juris Doctor degree from Temple University Beasley School of Law, and his undergraduate degree from Widener University. Mr. Thomer is licensed to practice in Pennsylvania.

KURT WEILER, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. He received his law degree from Duquesne University School of Law, where he was a member of the Moot Court Board and McArdle Wall Honoree, and received his undergraduate degree from the University of Pennsylvania. Mr. Weiler is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Weiler was associate corporate counsel for a Philadelphia-based mortgage company, where he specialized in the area of foreclosures and bankruptcy.

ANNE M. ZANESKI, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Zaneski received her J.D. from Brooklyn Law School where she was a recipient of the CALI Award of Excellence, and her B.A. from Wellesley College. She is licensed to practice law in New York and Pennsylvania.

Prior to joining the Firm, she was an associate with a boutique securities litigation law firm in New York City and served as a legal counsel with the New York City Economic Development Corporation in the areas of bond financing and complex litigation.

PROFESSIONALS

WILLIAM MONKS, CPA, CFF, CVA, Director of Investigative Services at Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz"), brings nearly 30 years of white collar investigative experience as a Special Agent of the Federal Bureau of Investigation (FBI) and "Big Four" Forensic Accountant. As the Director, he leads the Firm's Investigative Services Department, a group of highly trained professionals dedicated to investigating fraud, misrepresentation and other acts of malfeasance resulting in harm to institutional and individual investors, as well as other stakeholders.

William's recent experience includes being the corporate investigations practice leader for a global forensic accounting firm, which involved widespread investigations into procurement fraud, asset misappropriation, financial statement misrepresentation, and violations of the Foreign Corrupt Practices Act (FCPA).

While at the FBI, William worked on sophisticated white collar forensic matters involving securities and other frauds, bribery, and corruption. He also initiated and managed fraud investigations of entities in the manufacturing, transportation, energy, and sanitation industries. During his 25 year FBI career, William also conducted dozens of construction company procurement fraud and commercial bribery investigations, which were recognized as a "Best Practice" to be modeled by FBI offices nationwide.

William also served as an Undercover Agent for the FBI on long term successful operations targeting organizations and individuals such as the KGB, Russian Organized Crime, Italian Organized Crime, and

numerous federal, state and local politicians. Each matter ended successfully and resulted in commendations from the FBI and related agencies.

William has also been recognized by the FBI, DOJ, and IRS on numerous occasions for leading multi-agency teams charged with investigating high level fraud, bribery, and corruption investigations. His considerable experience includes the performance of over 10,000 interviews incident to white collar criminal and civil matters. His skills in interviewing and detecting deception in sensitive financial investigations have been a featured part of training for numerous law enforcement agencies (including the FBI), private sector companies, law firms and accounting firms.

Among the numerous government awards William has received over his distinguished career is a personal commendation from FBI Director Louis Freeh for outstanding work in the prosecution of the West New York Police Department, the largest police corruption investigation in New Jersey history.

William regards his work at Kessler Topaz as an opportunity to continue the public service that has been the focus of his professional life. Experience has shown and William believes, one person with conviction can make all the difference. William looks forward to providing assistance to any aggrieved party, investor, consumer, whistleblower, or other witness with information relative to a securities fraud, consumer protection, corporate governance, qui-tam, anti-trust, shareholder derivative, merger & acquisition or other matter.

Education
Pace University: Bachelor of Business Administration (cum laude)
Florida Atlantic University: Master's in Forensic Accounting (cum laude)

BRAM HENDRIKS, European Client Relations Manager at Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz"), guides European institutional investors through the intricacies of U.S. class action litigation as well as securities litigation in Europe and Asia. His experience with securities litigation allows him to translate complex document and discovery requirements into straightforward, practical action. For shareholders who want to effect change without litigation, Bram advises on corporate governance issues and strategies for active investment.

Bram has been involved in some of the highest-profile U.S. securities class actions of the last 20 years. Before joining Kessler Topaz, he handled securities litigation and policy development for NN Group N.V., a publicly-traded financial services company with approximately EUR 197 billion in assets under management. He previously oversaw corporate governance activities for a leading Amsterdam pension fund manager with a portfolio of more than 4,000 corporate holdings.

A globally-respected investor advocate, Bram has co-chaired the International Corporate Governance Network Shareholder Rights Committee since 2009. In that capacity, he works with investors from more than 50 countries to advance public policies that give institutional investors a voice in decision-making. He is a sought-after speaker, panelist and author on corporate governance and responsible investment policies. Based in the Netherlands, Bram is available to meet with clients personally and provide hands-on-assistance when needed.

Education
University of Amsterdam, MSc International Finance, specialization Law & Finance, 2010
Maastricht Graduate School of Governance, MSc in Public Policy and Human Development, specialization WTO law, 2006 Tilburg University, Public Administration and administrative law B.A., 2004

Exhibit 6B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF SALVATORE J. GRAZIANO ON BEHALF OF BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP IN SUPPORT OF CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

I, Salvatore J. Graziano, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner in the law firm of Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"). I submit this declaration in support of Class Counsel's motion for an award of attorneys' fees in connection with services rendered by Plaintiffs' Counsel in the above-captioned securities class action ("Action"), as well as for payment of Litigation Expenses incurred in connection with the Action.[1] Unless otherwise stated, I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

2. My firm served as Class Counsel for Lead Plaintiffs and the Class in the Action. My firm was involved in all aspects of the litigation of the Action and its resolution, as described more fully in my accompanying declaration: Joint Declaration of Sharan Nirmul and Salvatore J. Graziano in Support of (I) Lead Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation; and (II) Class Counsel's Motion for Attorneys' Fees and Litigation Expenses.

3. Based on my work in the Action, as well as the review of time records reflecting work performed by other attorneys and professional support staff employees at BLB&G in the Action ("Timekeepers"), as reported by the Timekeepers, I directed the preparation of the table set forth as Exhibit 1 hereto. The table in Exhibit 1: (i) identifies the names and employment positions (i.e., titles) of the Timekeepers who worked on the Action; (ii) provides the number of hours that each Timekeeper expended in connection with work on the Action; (iii) provides each Timekeeper's current hourly rate (for current employees of the firm); and (iv) provides the lodestar of each Timekeeper and the entire firm. For Timekeepers who are no longer employed by BLB&G, the hourly rate used is the hourly rate for such employee in his or her final year of

[1] All capitalized terms that are not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315).

employment by my firm. The table in Exhibit 1 was prepared from daily time records regularly prepared and maintained by my firm in the ordinary course of business, which are available at the request of the Court. All time expended in preparing Class Counsel's motion for attorneys' fees and expenses has been excluded.

4. The number of hours expended by BLB&G in the Action, as reflected in Exhibit 1, is 3,522. The lodestar for my firm, as reflected in Exhibit 1, is $2,653,025.00, consisting of $2,321,900.00 for attorneys' time and $331,125.00 for professional support staff time.

5. The hourly rates for the Timekeepers, as set forth in Exhibit 1, are their standard rates. My firm's hourly rates are largely based upon a combination of the title, the specific years of experience for each attorney and professional support staff employee, as well as market rates for practitioners in the field. These hourly rates are the same as, or comparable to, rates submitted by BLB&G and accepted by courts in other complex contingent class actions for purposes of "cross-checking" lodestar against a proposed fee based on the percentage-of-the-fund method, as well as determining a reasonable fee under the lodestar method.

6. I believe that the number of hours expended and the services performed by the attorneys and professional support staff employees at BLB&G were reasonable and necessary for the effective and efficient prosecution and resolution of the Action.

7. Expense items are reported separately and are not duplicated in my firm's hourly rates. As set forth in Exhibit 2 hereto, BLB&G is seeking payment for $284,727.81 in expenses incurred in connection with the prosecution and resolution of the Action. In my judgment, these expenses were reasonable and expended for the benefit of the Class in this Action.

8. The following is additional information regarding certain of the expenses set forth in Exhibit 2.

(a) **Online Legal / Factual Research** ($18,741.35). The charges reflected are for out-of-pocket payments to vendors such as Westlaw, Lexis/Nexis, Thomson Reuters, Court Alert, and PACER for online legal and factual research done in connection with this litigation. These resources were used to obtain access to court filings, to conduct legal research and cite-checking of briefs, and to obtain factual information regarding the claims asserted through access to various financial databases and other factual databases. These expenses represent the actual expenses incurred by BLB&G for use of these services in connection with this litigation. There are no administrative charges included in these figures. Online research is billed to each case based on actual usage at a charge set by the vendor. When BLB&G utilizes online services provided by a vendor with a flat-rate contract, access to the service is by a billing code entered for the specific case being litigated. At the end of each billing period, BLB&G's costs for such services are allocated to specific cases based on the percentage of use in connection with that specific case in the billing period.

(b) **Internal Copying & Printing** ($3.60). Our firm charges $0.10 per page for in-house copying and for printing of documents.

(c) **Working Meals** ($410.63). Working meals are capped at $25 per person for lunch and $40 per person for dinner.

9. The expenses incurred by BLB&G in the Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and are an accurate record of the expenses incurred. I believe these expenses were reasonable and expended for the benefit of the Class in the Action.

10. With respect to the standing of my firm, attached hereto as Exhibit 3 is a firm résumé, which includes information about my firm and biographical information concerning the firm's attorneys who worked on this matter.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on June 10, 2022 in New York, New York.

SALVATORE J. GRAZIANO

EXHIBIT 1

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

TIME REPORT

NAME	CURRENT HOURLY RATE	HOURS	LODESTAR
Partners			
Michael Blatchley	$950	98.50	93,575.00
Scott Foglietta	$850	52.00	44,200.00
Salvatore J. Graziano	$1,200	405.00	486,000.00
Avi Josefson	$1,100	59.75	65,725.00
John Rizio-Hamilton	$1,100	505.00	555,500.00
Hannah Ross	$1,100	16.25	17,875.00
Gerald Silk	$1,200	155.00	186,000.00
Senior Counsel & Special Counsel			
Jai Chandrasekhar	$825	210.50	173,662.50
David L. Duncan	$800	244.75	195,800.00
John Esmay	$800	223.25	178,600.00
John Mills	$800	9.25	7,400.00
Catherine Van Kampen	$750	14.25	10,687.50
Associate			
Kate Aufses	$550	156.75	86,212.50
Amanda Boitano	$400	67.75	27,100.00
Nicholas Gersh	$425	367.25	156,081.25
Mathew Hough	$425	14.00	5,950.00
Rebecca Kim	$475	52.00	24,700.00
Jacqueline Ma	$500	4.00	2,000.00
Staff Attorneys			
Jeff Powell	$400	10.75	4,300.00
Megan Taggart	$425	1.25	531.25
Financial Analysts			
Milana Babic	$425	14.00	5,950.00
Nick DeFilippis	$650	28.00	18,200.00
Rachel Graf	$400	11.00	4,400.00
Tanjila Sultana	$450	6.00	2,700.00
Adam Weinschel	$575	32.00	18,400.00

Investigators			
Robin Barnier	$425	5.50	2,337.50
Amy Bitkower	$600	56.00	33,600.00
John Deming	$425	10.50	4,462.50
Jacob Foster	$325	16.25	5,281.25
Jenna Goldin	$425	11.00	4,675.00
Joelle Landino	$450	11.00	4,950.00
Case Managers & Paralegals			
Khristine De Leon	$325	58.50	19,012.50
Matthew Gluck	$375	1.75	656.25
Janielle Lattimore	$375	55.50	20,812.25
Michelle Leung	$375	4.00	1,500.00
Matthew Mahady	$375	28.00	10,500.00
Matthew Molloy	$325	222.25	72,231.25
Nycol Morrisey	$375	4.25	1,593.75
Yulia Tsoy	$325	8.00	2,600.00
Virgilio Soler	$350	189.75	66,412.50
Nathan Vickers	$300	12.50	3,750.00
Gary Weston	$400	7.00	2,800.00
Melody Yaghoubzadeh	$350	11.25	3,937.50
Litigation Support			
Paul Charlotin	$375	0.50	187.50
Johanna Pitcairn	$400	1.50	600.00
Roberto Santamarina	$425	3.00	1,275.00
Managing Clerk			
Mahiri Buffong	$400	45.75	18,300.00
TOTALS		**3,522.00**	**$2,653,024.75**

EXHIBIT 2

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

EXPENSE REPORT

CATEGORY	AMOUNT
Court Filing and Other Fees	$350.00
PSLRA Notice Cost	$1,875.00
Postage & Express Mail	$148.52
Conference Calling / Long Distance	$1,235.62
On-line Legal / Factual Research	$18,741.35
External Reproduction Costs	$467.62
Internal Reproduction Costs	$3.60
Local Work-Related Transportation	$1,225.71
In-Office Working Meals	$470.63
Court Reporters & Transcripts	$209.76
Litigation Fund Contributions	$260,000.00
TOTAL EXPENSES:	**$284,727.81**

EXHIBIT 3

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

FIRM RÉSUMÉ

BLB&G Bernstein Litowitz Berger & Grossmann LLP

Bernstein Litowitz Berger & Grossmann LLP
Attorneys at Law

Firm Resume

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Since our founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has obtained many of the largest monetary recoveries in history—over $37 billion on behalf of investors. Unique among our peers, the firm has obtained the largest settlements ever agreed to by public companies related to securities fraud, including four of the ten largest in history. Working with our clients, we have also used the litigation process to achieve precedent-setting reforms which have increased market transparency, held wrongdoers accountable and improved corporate business practices in groundbreaking ways.

Firm Overview

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

We are the nation's leading firm representing institutional investors in securities fraud class action litigation. The firm's institutional client base includes U.S. public pension funds the New York State Common Retirement Fund; the California Public Employees' Retirement System (CalPERS); the Los Angeles County Employees Retirement Association (LACERA); the Chicago Municipal, Police and Labor Retirement Systems; the Teacher Retirement System of Texas; the Arkansas Teacher Retirement System; the Florida State Board of Administration; the Public Employees' Retirement System of Mississippi; the New York State Teachers' Retirement System; the Ohio Public Employees Retirement System; the State Teachers Retirement System of Ohio; the Oregon Public Employees Retirement System; the Virginia Retirement System; the Louisiana School, State, Teachers and Municipal Police Retirement Systems; the Public School Teachers' Pension and Retirement Fund of Chicago; the New Jersey Division of Investment of the Department of the Treasury; TIAA-CREF and other private institutions; as well as numerous other public and Taft-Hartley pension entities. Our European client base includes APG; Aegon AM; ATP; Blue Sky Group; Hermes IM; Robeco; SEB; Handelsbanken; Nykredit; PGB; and PGGM, among others.

More Top Securities Recoveries

Since its founding in 1983, BLB&G has prosecuted some of the most complex cases in history and has obtained over $37 billion on behalf of investors. Unique among its peers, the firm has negotiated and obtained many of the largest securities class action recoveries in history, including:

- *In re WorldCom, Inc. Securities Litigation – $6.19 billion recovery*
- *In re Cendant Corporation Securities Litigation – $3.3 billion recovery*

- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation – $2.43 billion recovery*
- *In re Nortel Networks Corporation Securities Litigation (Nortel II) – $1.07 billion recovery*
- *In re Merck & Co., Inc. Securities Litigation – $1.06 billion recovery*
- *In re McKesson HBOC, Inc. Securities Litigation – $1.05 billion recovery*

Based on our record of success, BLB&G has been at the top of the rankings by ISS Securities Class Action Services (ISS-SCAS), a leading industry research publication that provides independent and objective third-party analysis and statistics on securities-litigation law firms, since its inception. In its most recent report, *Top 100 U.S. Class Action Settlements of All-Time*, ISS-SCAS once again ranked BLB&G as the top firm in the field for the eleventh year in a row. BLB&G has served as lead or co-lead counsel in 37 of the ISS-SCAS's top 100 U.S. securities-fraud settlements—more than twice as many as any other firm—and recovered over $26 billion for investors in those cases, nearly $10 billion more than any other plaintiffs' securities firm.

Giving Shareholders a Voice and Changing Business Practices for the Better

BLB&G was among the first law firms ever to obtain meaningful corporate governance reforms through litigation. In courts throughout the country, we prosecute shareholder class and derivative actions, asserting claims for breach of fiduciary duty and proxy violations wherever the conduct of corporate officers and/or directors, or M&A transactions, seek to deprive shareholders of fair value, undermine shareholder voting rights, or allow management to profit at the expense of shareholders.

We have prosecuted seminal cases establishing precedent which has increased market transparency, held wrongdoers accountable, addressed issues in the boardroom and executive suite, challenged unfair deals, and improved corporate business practices in groundbreaking ways.

From setting new standards of director independence, to restructuring board practices in the wake of persistent illegal conduct; from challenging the improper use of defensive measures and deal protections for management's benefit, to confronting stock options backdating abuses and other self-dealing by executives; we have confronted a variety of questionable, unethical and proliferating corporate practices. Seeking to reform faulty management structures and address breaches of fiduciary duty by corporate officers and directors, we have obtained unprecedented victories on behalf of shareholders seeking to improve governance and protect the shareholder franchise.

Practice Areas

Securities Fraud Litigation

Securities fraud litigation is the cornerstone of the firm's litigation practice. Since its founding, the firm has had the distinction of having tried and prosecuted many of the most high-profile securities fraud class actions in history, recovering billions of dollars and obtaining unprecedented corporate governance reforms on behalf of our clients. BLB&G continues to play a leading role in major securities litigation pending in federal and state courts, and the firm remains one of the nation's leaders in representing institutional investors in securities fraud class litigation.

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

Our attorneys have extensive experience in the laws that regulate the securities markets and in the disclosure requirements of corporations that issue publicly traded securities. Many also have accounting backgrounds. The group has access to state-of-the-art, online financial wire services and databases, which enable it to instantaneously investigate any potential securities fraud action involving a public company's debt and equity securities. Biographies for our attorneys can be accessed on the firm's website by clicking here.

Corporate Governance and Shareholder Rights

Our Corporate Governance and Shareholder Rights attorneys prosecute derivative actions, claims for breach of fiduciary duty, and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country. We have prosecuted actions challenging numerous highly publicized corporate transactions which violated fair process, fair price, and the applicability of the business judgment rule, and have also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation.

Our attorneys have prosecuted numerous cases regarding the improper "backdating" of executive stock options which resulted in windfall undisclosed compensation to executives at the direct expense of shareholders—and returned hundreds of millions of dollars to company coffers. We also represent institutional clients in lawsuits seeking to enforce fiduciary obligations in connection with Mergers & Acquisitions and "Going Private" transactions that deprive shareholders of fair value when participants buy companies from their public shareholders "on the cheap." Although enough shareholders accept the consideration offered for the transaction to close, many sophisticated investors correctly recognize and ultimately enjoy the increased returns to be obtained by pursuing appraisal rights and demanding that courts assign a "true value" to the shares taken private in these transactions.

Our attorneys are well versed in changing SEC rules and regulations on corporate governance issues and have a comprehensive understanding of a wide variety of corporate law transactions and both substantive and courtroom expertise in the specific legal areas involved. As a result of the firm's high-profile and widely recognized capabilities, our attorneys are increasingly in demand with institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the boards' accountability to shareholders.

Distressed Debt and Bankruptcy

BLB&G has obtained billions of dollars through litigation on behalf of bondholders and creditors of distressed and bankrupt companies, as well as through third-party litigation brought by bankruptcy trustees and creditors' committees against auditors, appraisers, lawyers, officers and directors, and other defendants who may have contributed to client losses. As counsel, we advise institutions and individuals nationwide in developing strategies and tactics to recover assets presumed lost as a result of bankruptcy. Our record in this practice area is characterized by extensive trial experience in addition to successful settlements.

Commercial Litigation

BLB&G provides contingency fee representation in complex business litigation and has obtained substantial recoveries on behalf of investors, corporations, bankruptcy trustees, creditor committees, and other business entities. We have faced down the most powerful and well-funded law firms and defendants in the country—and consistently prevailed. For example, on behalf of the bankruptcy trustee, the firm prosecuted *BFA Liquidation Trust v. Arthur Andersen*, arising from the largest nonprofit bankruptcy in U.S. history. After two years of litigation and a week-long trial, the firm obtained a $217 million recovery from Andersen for the Trust. Combined with other recoveries, the total amounted to more than 70 percent of the Trust's losses.

Having obtained huge recoveries with nominal out-of-pocket expenses and fees of less than 20 percent, we have repeatedly demonstrated that valuable claims are best prosecuted by a first-rate litigation firm on a contingent basis at negotiated percentages. Legal representation need not compound the risk and high cost inherent in today's complex and competitive business environment. We are paid only if we (and our clients) win. The result: the highest quality legal representation at a fair price.

Alternative Dispute Resolution

BLB&G offers clients an accomplished team and a creative venue in which to resolve conflicts outside of the litigation process. We have experience in U.S. and international disputes and our attorneys have led complex business-to-business arbitrations and mediations domestically and abroad representing clients before all the major arbitration tribunals, including the American Arbitration Association, FINRA, JAMS, International Chamber of Commerce, and the London Court of International Arbitration.

Our lawyers have successfully arbitrated cases that range from complex business-to-business disputes to individuals' grievances with employers. It is our experience that in some cases, a well-executed arbitration process can resolve disputes faster, with limited appeals and with a higher level of confidentiality than public litigation.

In the wake of the credit crisis, for example, we successfully represented numerous former executives of a major financial institution in arbitrations relating to claims for compensation. We have also assisted clients with disputes involving failure to honor compensation commitments, disputes over the purchase of securities, businesses seeking compensation for uncompleted contracts, and unfulfilled financing commitments.

Feedback from The Courts

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

In re WorldCom, Inc. Securities Litigation

- The Honorable Denise Cote of the United States District Court for the Southern District of New York

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

"The magnitude of this settlement is attributable in significant part to Lead Counsel's advocacy and energy…The quality of the representation given by Lead Counsel…has been superb…and is unsurpassed in this Court's experience with plaintiffs' counsel in securities litigation."

"Lead Counsel has been energetic and creative…Its negotiations with the Citigroup Defendants have resulted in a settlement of historic proportions."

* * *

In re Clarent Corporation Securities Litigation

- The Honorable Charles R. Breyer of the United States District Court for the Northern District of California

"It was the best tried case I've witnessed in my years on the bench…."

"[A]n extraordinarily civilized way of presenting the issues to you [the jury]…We've all been treated to great civility and the highest professional ethics in the presentation of the case…"

"These trial lawyers are some of the best I've ever seen."

* * *

Landry's Restaurants, Inc. Shareholder Litigation

- Vice Chancellor J. Travis Laster of the Delaware Court of Chancery

"I do want to make a comment again about the excellent efforts…put into this case…This case, I think, shows precisely the type of benefits that you can achieve for stockholders and how representative litigation can be a very important part of our corporate governance system…you hold up this case as an example of what to do."

* * *

McCall V. Scott (Columbia/HCA Derivative Litigation)

- The Honorable Thomas A. Higgins of the United States District Court for the Middle District of Tennessee

"Counsel's excellent qualifications and reputations are well documented in the record, and they have litigated this complex case adeptly and tenaciously throughout the six years it has been pending. They assumed an enormous risk and have shown great patience by taking this case on a contingent basis, and despite an early setback they have persevered and brought about not only a large cash settlement but sweeping corporate reforms that may be invaluable to the beneficiaries."

Significant Recoveries

BLB&G is counsel in many diverse nationwide class and individual actions and has obtained many of the largest and most significant recoveries in history. The firm has successfully identified, investigated, and prosecuted many of the most significant securities and shareholder actions in history, recovering billions of dollars on behalf of defrauded investors and obtaining groundbreaking corporate-governance reforms. These resolutions include six recoveries of over $1 billion, more than any other firm in our field. Examples of cases with our most significant recoveries include:

Securities Class Actions

Case: *In re WorldCom, Inc. Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $6.19 billion securities fraud class action recovery—the second largest in history; unprecedented recoveries from Director Defendants.

Case Summary: Investors suffered massive losses in the wake of the financial fraud and subsequent bankruptcy of former telecom giant WorldCom, Inc. This litigation alleged that WorldCom and others disseminated false and misleading statements to the investing public regarding its earnings and financial condition in violation of the federal securities and other laws. It further alleged a nefarious relationship between Citigroup subsidiary Salomon Smith Barney and WorldCom, carried out primarily by Salomon employees involved in providing investment banking services to WorldCom, and by WorldCom's former CEO and CFO. As Court-appointed Co-Lead Counsel representing Lead Plaintiff the New York State Common Retirement Fund, we obtained unprecedented settlements totaling more than $6 billion from the Investment Bank Defendants who underwrote WorldCom bonds, including a $2.575 billion cash settlement to settle all claims against the Citigroup Defendants. On the eve of trial, the 13 remaining "Underwriter Defendants," including J.P. Morgan Chase, Deutsche Bank and Bank of America, agreed to pay settlements totaling nearly $3.5 billion to resolve all claims against them. Additionally, the day before trial was scheduled to begin, all of the former WorldCom Director Defendants agreed to pay over $60 million to settle the claims against them. An unprecedented first for outside directors, $24.75 million of that amount came out of the pockets of the individuals—20% of their collective net worth. *The Wall Street Journal*, in its coverage, profiled the settlement as having "shaken Wall Street, the audit profession and corporate boardrooms." After four weeks of trial, Arthur Andersen, WorldCom's former auditor, settled for $65 million. Subsequent settlements were reached with the former executives of WorldCom, and then with Andersen, bringing the total obtained for the Class to over $6.19 billion.

Case: *In re Cendant Corporation Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: $3.3 billion securities fraud class action recovery – the third largest in history; significant corporate governance reforms obtained.

***Summary*:** The firm was Co-Lead Counsel in this class action against Cendant Corporation, its officers and directors and Ernst & Young (E&Y), its auditors, for their role in disseminating materially false and misleading financial statements concerning the company's revenues, earnings and expenses for its 1997 fiscal year. As a result of company-wide accounting irregularities, Cendant restated its financial results for its 1995, 1996, and 1997 fiscal years and all fiscal quarters therein. Cendant agreed to settle the action for $2.8 billion and to adopt some of the most extensive corporate governance changes in history. E&Y settled for $335 million. These settlements remain the largest sums ever recovered from a public company and a public accounting firm through securities class action litigation. BLB&G represented Lead Plaintiffs CalPERS (the California Public Employees' Retirement System), the New York State Common Retirement Fund and the New York City Pension Funds, the three largest public pension funds in America, in this action.

Case: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $2.425 billion in cash; significant corporate governance reforms to resolve all claims. This recovery is by far the largest shareholder recovery related to the subprime meltdown and credit crisis; the single largest securities class action settlement ever resolving a Section 14(a) claim—the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation; the largest ever funded by a single corporate defendant for violations of the federal securities laws; the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; and one of the 10 largest securities class action recoveries in history.

***Summary*:** The firm represented Co-Lead Plaintiffs the State Teachers Retirement System of Ohio, the Ohio Public Employees Retirement System, and the Teacher Retirement System of Texas in this securities class action filed on behalf of shareholders of Bank of America Corporation (BAC) arising from BAC's 2009 acquisition of Merrill Lynch & Co., Inc. The action alleges that BAC, Merrill Lynch, and certain of the companies' current and former officers and directors violated the federal securities laws by making a series of materially false statements and omissions in connection with the acquisition. These violations included the alleged failure to disclose information regarding billions of dollars of losses which Merrill had suffered before the BAC shareholder vote on the proposed acquisition, as well as an undisclosed agreement allowing Merrill to pay billions in bonuses before the acquisition closed despite these losses. Not privy to these material facts, BAC shareholders voted to approve the acquisition.

Case: *In re Nortel Networks Corporation Securities Litigation (Nortel II)*

Court: United States District Court for the Southern District of New York

Highlights: Over $1.07 billion in cash and common stock recovered for the class.

Summary: This securities fraud class action charged Nortel Networks Corporation and certain of its officers and directors with violations of the Securities Exchange Act of 1934, alleging that the Defendants knowingly or recklessly made false and misleading statements with respect to Nortel's financial results during the relevant period. BLB&G clients the Ontario Teachers' Pension Plan Board and the Treasury of the State of New Jersey and its Division of Investment were appointed as Co-Lead Plaintiffs for the Class in one of two related actions (Nortel II), and BLB&G was appointed Lead Counsel for the Class. In a historic settlement, Nortel agreed to pay $2.4 billion in cash and Nortel common stock to resolve both matters. Nortel later announced that its insurers had agreed to pay $228.5 million toward the settlement, bringing the total amount of the global settlement to approximately $2.7 billion, and the total amount of the Nortel II settlement to over $1.07 billion.

Case: *In re Merck & Co., Inc. Securities Litigation*

Court: United States District Court, District of New Jersey

Highlights: $1.06 billion recovery for the class.

Summary: This case arises out of misrepresentations and omissions concerning life-threatening risks posed by the "blockbuster" COX-2 painkiller Vioxx, which Merck withdrew from the market in 2004. In January 2016, BLB&G achieved a $1.062 billion settlement on the eve of trial after more than 12 years of hard-fought litigation that included a successful decision at the United States Supreme Court. This settlement is the second-largest recovery ever obtained in the Third Circuit, one of the top 11 securities recoveries of all time, and the largest securities recovery ever achieved against a pharmaceutical company. BLB&G represented Lead Plaintiff the Public Employees' Retirement System of Mississippi.

Case: *In re McKesson HBOC, Inc. Securities Litigation*

Court: United States District Court for the Northern District of California

Highlights: $1.05 billion recovery for the class.

Summary: This securities fraud litigation was filed on behalf of purchasers of HBOC, McKesson, and McKesson HBOC securities, alleging that Defendants misled the investing public concerning HBOC's and McKesson HBOC's financial results. On behalf of Lead Plaintiff the New York State Common Retirement Fund, BLB&G obtained a $960 million settlement from the company; $72.5 million in cash from Arthur Andersen; and, on the eve of trial, a $10 million settlement from Bear Stearns & Co. Inc., with total recoveries reaching more than $1 billion.

Case: *HealthSouth Corporation Bondholder Litigation*

Court: United States District Court for the Northern District of Alabama

Highlights: $804.5 million in total recoveries.

***Summary*:** In this litigation, BLB&G was the appointed Co-Lead Counsel for the bond holder class, representing Lead Plaintiff the Retirement Systems of Alabama. This action arose from allegations that Birmingham, Alabama based HealthSouth Corporation overstated its earnings at the direction of its founder and former CEO Richard Scrushy. Subsequent revelations disclosed that the overstatement actually exceeded over $2.4 billion, virtually wiping out all of HealthSouth's reported profits for the prior five years. A total recovery of $804.5 million was obtained in this litigation through a series of settlements, including an approximately $445 million settlement for shareholders and bondholders, a $100 million in cash settlement from UBS AG, UBS Warburg LLC, and individual UBS Defendants, and $33.5 million in cash from the company's auditor. The total settlement for injured HealthSouth bond purchasers exceeded $230 million, recouping over a third of bond purchaser damages.

Case: *In re Washington Public Power Supply System Litigation*

Court: United States District Court for the District of Arizona

Highlights: Over $750 million—the largest securities fraud settlement ever achieved at the time.

***Summary*:** BLB&G was appointed Chair of the Executive Committee responsible for litigating on behalf of the class in this action. The case was litigated for over seven years, and involved an estimated 200 million pages of documents produced in discovery; the depositions of 285 fact witnesses and 34 expert witnesses; more than 25,000 introduced exhibits; six published district court opinions; seven appeals or attempted appeals to the Ninth Circuit; and a three-month jury trial, which resulted in a settlement of over $750 million—then the largest securities fraud settlement ever achieved.

Case: *In re Lehman Brothers Equity/Debt Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $735 million in total recoveries.

***Summary*:** Representing the Government of Guam Retirement Fund, BLB&G successfully prosecuted this securities class action arising from Lehman Brothers Holdings Inc.'s issuance of billions of dollars in offerings of debt and equity securities that were sold using offering materials that contained untrue statements and missing material information.

After four years of intense litigation, Lead Plaintiffs achieved a total of $735 million in recoveries consisting of: a $426 million settlement with underwriters of Lehman securities offerings; a $90 million settlement with former Lehman directors and officers; a $99 million settlement that resolves claims against Ernst & Young, Lehman's former auditor (considered one of the top 10 auditor settlements ever achieved); and a $120 million settlement that resolves claims against UBS Financial

Services, Inc. This recovery is truly remarkable not only because of the difficulty in recovering assets when the issuer defendant is bankrupt, but also because no financial results were restated, and the auditors never disavowed the statements.

Case: *In re Citigroup, Inc. Bond Action Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $730 million cash recovery; second largest recovery in a litigation arising from the financial crisis.

***Summary*:** In the years prior to the collapse of the subprime mortgage market, Citigroup issued 48 offerings of preferred stock and bonds. This securities fraud class action was filed on behalf of purchasers of Citigroup bonds and preferred stock alleging that these offerings contained material misrepresentations and omissions regarding Citigroup's exposure to billions of dollars in mortgage-related assets, the loss reserves for its portfolio of high-risk residential mortgage loans, and the credit quality of the risky assets it held in off-balance sheet entities known as "structured investment vehicles." After protracted litigation lasting four years, we obtained a $730 million cash recovery—the second largest securities class action recovery in a litigation arising from the financial crisis, and the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. As Lead Bond Counsel for the Class, BLB&G represented Lead Bond Plaintiffs Minneapolis Firefighters' Relief Association, Louisiana Municipal Police Employees' Retirement System, and Louisiana Sheriffs' Pension and Relief Fund.

Case: *In re Schering-Plough Corporation/Enhance Securities Litigation; In re Merck & Co., Inc. Vytorin/Zetia Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: $688 million in combined settlements (Schering-Plough settled for $473 million; Merck settled for $215 million) in this coordinated securities fraud litigations filed on behalf of investors in Merck and Schering-Plough.

***Summary*:** After nearly five years of intense litigation, just days before trial, BLB&G resolved the two actions against Merck and Schering-Plough, which stemmed from claims that Merck and Schering artificially inflated their market value by concealing material information and making false and misleading statements regarding their blockbuster anti-cholesterol drugs Zetia and Vytorin. Specifically, we alleged that the companies knew that their "ENHANCE" clinical trial of Vytorin (a combination of Zetia and a generic) demonstrated that Vytorin was no more effective than the cheaper generic at reducing artery thickness. The companies nonetheless championed the "benefits" of their drugs, attracting billions of dollars of capital. When public pressure to release the results of the ENHANCE trial became too great, the companies reluctantly announced these negative results, which we alleged led to sharp declines in the value of the companies' securities, resulting in significant losses to investors. The combined $688 million in settlements (Schering-Plough settled for $473 million; Merck settled for $215 million) is the second largest securities recovery ever in the Third Circuit, among the top 25

settlements of all time, and among the ten largest recoveries ever in a case where there was no financial restatement. BLB&G represented Lead Plaintiffs Arkansas Teacher Retirement System, the Public Employees' Retirement System of Mississippi, and the Louisiana Municipal Police Employees' Retirement System.

Case: *In re Lucent Technologies, Inc. Securities Litigation*

Court: United States District Court for the District of New Jersey

Highlights: $667 million in total recoveries; the appointment of BLB&G as Co-Lead Counsel is especially noteworthy as it marked the first time since the 1995 passage of the Private Securities Litigation Reform Act that a court reopened the lead plaintiff or lead counsel selection process to account for changed circumstances, new issues, and possible conflicts between new and old allegations.

Summary: BLB&G served as Co-Lead Counsel in this securities class action, representing Lead Plaintiffs the Parnassus Fund, Teamsters Locals 175 & 505 D&P Pension Trust, Anchorage Police and Fire Retirement System, and the Louisiana School Employees' Retirement System. The complaint accused Lucent of making false and misleading statements to the investing public concerning its publicly reported financial results and failing to disclose the serious problems in its optical networking business. When the truth was disclosed, Lucent admitted that it had improperly recognized revenue of nearly $679 million in fiscal 2000. The settlement obtained in this case is valued at approximately $667 million, and is composed of cash, stock, and warrants.

Case: *In re Wachovia Preferred Securities and Bond/Notes Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $627 million recovery—among the largest securities class action recoveries in history; third-largest recovery obtained in an action arising from the subprime mortgage crisis.

Summary: This securities class action was filed on behalf of investors in certain Wachovia bonds and preferred securities against Wachovia Corp., certain former officers and directors, various underwriters, and its auditor, KPMG LLP. The case alleged that Wachovia provided offering materials that misrepresented and omitted material facts concerning the nature and quality of Wachovia's multibillion-dollar option-ARM (adjustable rate mortgage) "Pick-A-Pay" mortgage loan portfolio, and that Wachovia's loan loss reserves were materially inadequate. According to the Complaint, these undisclosed problems threatened the viability of the financial institution, requiring it to be "bailed out" during the financial crisis before it was acquired by Wells Fargo. The combined $627 million recovery obtained in the action is among the 20 largest securities class action recoveries in history, the largest settlement ever in a class action case asserting only claims under the Securities Act of 1933, and one of a handful of securities class action recoveries obtained where there were no parallel civil or criminal actions brought by government authorities. The firm represented Co-Lead Plaintiffs Orange County Employees Retirement System and Louisiana Sheriffs' Pension and Relief Fund in this action.

Case: *Bear Stearns Mortgage Pass-Through Litigation*

Court: United States District Court for the Southern District of New York

Highlights: $500 million recovery—the largest recovery ever on behalf of purchasers of residential mortgage-backed securities.

***Summary*:** BLB&G served as Co-Lead Counsel in this securities action, representing Lead Plaintiffs the Public Employees' Retirement System of Mississippi. The case alleged that Bear Stearns & Company, Inc. sold mortgage pass-through certificates using false and misleading offering documents. The offering documents contained false and misleading statements related to, among other things, (1) the underwriting guidelines used to originate the mortgage loans underlying the certificates; and (2) the accuracy of the appraisals for the properties underlying the certificates. After six years of hard-fought litigation and extensive arm's-length negotiations, the $500 million recovery is the largest settlement in a U.S. class action against a bank that packaged and sold mortgage securities at the center of the 2008 financial crisis.

Case: *Gary Hefler et al. v. Wells Fargo & Company et al.*

Court: United States District Court for the Northern District of California

Highlights $480 million recovery—the fourth largest securities settlement ever achieved in the Ninth Circuit and the 32nd largest securities settlement ever in the United States.

***Summary*:** BLB&G served as Lead Counsel for the Court-appointed Lead Plaintiff Union Asset Management Holding, AG in this action, which alleged that Wells Fargo and certain current and former officers and directors of Wells Fargo made a series of materially false statements and omissions in connection with Wells Fargo's secret creation of fake or unauthorized client accounts in order to hit performance-based compensation goals. After years of presenting a business driven by legitimate growth prospects, U.S. regulators revealed in September 2016 that Wells Fargo employees were secretly opening millions of potentially unauthorized accounts for existing Wells Fargo customers. The Complaint alleged that these accounts were opened in order to hit performance targets and inflate the "cross-sell" metrics that investors used to measure Wells Fargo's financial health and anticipated growth. When the market learned the truth about Wells Fargo's violation of its customers' trust and failure to disclose reliable information to its investors, the price of Wells Fargo's stock dropped, causing substantial investor losses.

Case: *Ohio Public Employees Retirement System v. Freddie Mac*

Court: United States District Court for the Southern District of Ohio

Highlights: $410 million settlement.

***Summary*:** This securities fraud class action was filed on behalf of the Ohio Public Employees Retirement System and the State Teachers Retirement System of Ohio alleging that Federal Home Loan Mortgage Corporation (Freddie Mac) and certain of its current and former officers issued false and misleading

statements in connection with the company's previously reported financial results. Specifically, the Complaint alleged that the Defendants misrepresented the company's operations and financial results by having engaged in numerous improper transactions and accounting machinations that violated fundamental GAAP precepts in order to artificially smooth the company's earnings and to hide earnings volatility. In connection with these improprieties, Freddie Mac restated more than $5 billion in earnings. A settlement of $410 million was reached in the case just as deposition discovery had begun and document review was complete.

Case: *In re Refco, Inc. Securities Litigation*

Court: United States District Court for the Southern District of New York

Highlights: Over $407 million in total recoveries.

***Summary*:** The lawsuit arises from the revelation that Refco, a once prominent brokerage, had for years secreted hundreds of millions of dollars of uncollectible receivables with a related entity controlled by Phillip Bennett, the company's Chairman and Chief Executive Officer. This revelation caused the stunning collapse of the company a mere two months after its initial public offering of common stock. As a result, Refco filed one of the largest bankruptcies in U.S. history. Settlements have been obtained from multiple company and individual defendants, resulting in a total recovery for the class of over $407 million. BLB&G represented Co-Lead Plaintiff RH Capital Associates LLC.

Case: *In re Allergan, Inc. Proxy Violation Securities Litigation*

Court: United States District Court for the Central District of California

Highlights: Litigation recovered over $250 million for investors while challenging an unprecedented insider trading scheme by billionaire hedge fund manager Bill Ackman.

***Summary*:** As alleged in groundbreaking litigation, billionaire hedge fund manager Bill Ackman and his Pershing Square Capital Management fund secretly acquired a near 10% stake in pharmaceutical concern Allergan, Inc. as part of an unprecedented insider trading scheme by Ackman and Valeant Pharmaceuticals International, Inc. What Ackman knew—but investors did not—was that in the ensuing weeks, Valeant would be launching a hostile bid to acquire Allergan shares at a far higher price. Ackman enjoyed a massive instantaneous profit upon public news of the proposed acquisition, and the scheme worked for both parties as he kicked back hundreds of millions of his insider-trading proceeds to Valeant after Allergan agreed to be bought by a rival bidder. After a ferocious three-year legal battle over this attempt to circumvent the spirit of the U.S. securities laws, BLB&G obtained a $250 million settlement for Allergan investors, and created precedent to prevent similar such schemes in the future. The Plaintiffs in this action were the State Teachers Retirement System of Ohio, the Iowa Public Employees Retirement System, and Patrick T. Johnson.

Corporate Governance and Shareholders' Rights

Case: *City of Monroe Employees' Retirement System, Derivatively on Behalf of Twenty-First Century Fox, Inc. v. Rupert Murdoch, et al.*

Court: Delaware Court of Chancery

Highlights: Landmark derivative litigation established unprecedented, independent Board-level council to ensure employees are protected from workplace harassment while recouping $90 million for the company's coffers.

Summary: Before the birth of the #metoo movement, BLB&G led the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation, discovery and negotiation related to the shocking misconduct and the Board's extensive alleged governance failures, the parties unveil a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the "Fox News Workplace Professionalism and Inclusion Council" of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC serves as a model for public companies in all industries. The firm represented 21st Century Fox shareholder the City of Monroe (Michigan) Employees' Retirement System.

Case: *In re McKesson Corporation Derivative Litigation*

Court: United States District Court, Northern District of California, Oakland Division and Delaware Chancery Court

Highlights: Litigation recovered $175 million and achieved substantial corporate governance reforms.

Summary: BLB&G represented the Police & Fire Retirement System City of Detroit and Amalgamated Bank in this derivative class action arising from the company's role in permitting and exacerbating America's ongoing opioid crisis. The complaint, initially filed in Delaware Chancery Court, alleged that defendants breached their fiduciary duties by failing to adequately oversee McKesson's compliance with provisions of the Controlled Substances Act and a series of settlements with the Drug Enforcement Administration intended to regulate the distribution and misuse of controlled substances such as opioids. Even after paying fines and settlements in the hundreds of millions of dollars, McKesson was sued in the National Opioid Multidistrict Litigation. In May 2018, our clients joined a substantially similar action being litigated in California federal court. Acting as co-lead counsel, BLB&G played a major role in litigating the case, opposing a motion to stay the action by a special litigation committee, and engaging in extensive pretrial discovery. Ultimately, $175 million was recovered for the benefit of McKesson's shareholders in a settlement that also created substantial corporate-governance reforms to prevent a recurrence of McKesson's inadequate legal compliance efforts.

Case: *UnitedHealth Group, Inc. Shareholder Derivative Litigation*

Court: United States District Court for the District of Minnesota

Highlights: Litigation recovered over $920 million in ill-gotten compensation directly from former officers for their roles in illegally backdating stock options, while the company agreed to far-reaching reforms aimed at curbing future executive compensation abuses.

Summary: This shareholder derivative action filed against certain current and former executive officers and members of the Board of Directors of UnitedHealth Group, Inc. alleged that the Defendants obtained, approved and/or acquiesced in the issuance of stock options to senior executives that were unlawfully backdated to provide the recipients with windfall compensation at the direct expense of UnitedHealth and its shareholders. The firm recovered over $920 million in ill-gotten compensation directly from the former officer Defendants—the largest derivative recovery in history. As feature coverage in *The New York Times* indicated, "investors everywhere should applaud [the UnitedHealth settlement]….[T]he recovery sets a standard of behavior for other companies and boards when performance pay is later shown to have been based on ephemeral earnings." The Plaintiffs in this action were the St. Paul Teachers' Retirement Fund Association, the Public Employees' Retirement System of Mississippi, the Jacksonville Police & Fire Pension Fund, the Louisiana Sheriffs' Pension & Relief Fund, the Louisiana Municipal Police Employees' Retirement System and Fire & Police Pension Association of Colorado.

Case: *Caremark Merger Litigation*

Court: Delaware Court of Chancery – New Castle County

Highlights: Landmark Court ruling ordered Caremark's board to disclose previously withheld information, enjoined a shareholder vote on the CVS merger offer, and granted statutory appraisal rights to Caremark shareholders. The litigation ultimately forced CVS to raise its offer by $7.50 per share, equal to more than $3.3 billion in additional consideration to Caremark shareholders.

***Summary*:** Commenced on behalf of the Louisiana Municipal Police Employees' Retirement System and other shareholders of Caremark RX, Inc., this shareholder class action accused the company's directors of violating their fiduciary duties by approving and endorsing a proposed merger with CVS Corporation, all the while refusing to fairly consider an alternative transaction proposed by another bidder. In a landmark decision, the Court ordered the Defendants to disclose material information that had previously been withheld, enjoined the shareholder vote on the CVS transaction until the additional disclosures occurred, and granted statutory appraisal rights to Caremark's shareholders—forcing CVS to increase the consideration offered to shareholders by $7.50 per share in cash (over $3 billion in total).

Case: *In re Pfizer Inc. Shareholder Derivative Litigation*

Court: United States District Court for the Southern District of New York

Highlights: Landmark settlement in which Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board to be supported by a dedicated $75 million fund.

Summary: In the wake of Pfizer's agreement to pay $2.3 billion as part of a settlement with the U.S. Department of Justice to resolve civil and criminal charges relating to the illegal marketing of at least 13 of the company's most important drugs (the largest such fine ever imposed), this shareholder derivative action was filed against Pfizer's senior management and Board alleging they breached their fiduciary duties to Pfizer by, among other things, allowing unlawful promotion of drugs to continue after receiving numerous "red flags" that Pfizer's improper drug marketing was systemic and widespread. The suit was brought by Court-appointed Lead Plaintiffs Louisiana Sheriffs' Pension and Relief Fund and Skandia Life Insurance Company, Ltd. In an unprecedented settlement reached by the parties, the Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board of Directors (the "Regulatory Committee") to oversee and monitor Pfizer's compliance and drug marketing practices and to review the compensation policies for Pfizer's drug sales related employees.

Case: *Miller et al. v. IAC/InterActiveCorp et al.*

Court: Delaware Court of Chancery

Highlights: This litigation shut down efforts by controlling shareholders to obtain "dynastic control" of the company through improper stock class issuances, setting valuable precedent and sending a strong message to boards and management in all sectors that such moves will not go unchallenged.

Summary: BLB&G obtained this landmark victory for shareholder rights against IAC/InterActiveCorp and its controlling shareholder and chairman, Barry Diller. For decades, activist corporate founders and controllers sought ways to entrench their position atop the corporate hierarchy by granting themselves and other insiders "supervoting rights." Diller laid out a proposal to introduce a new class of non-voting stock to entrench "dynastic control" of IAC within the Diller family. BLB&G litigation on behalf of IAC shareholders ended in capitulation with the Defendants effectively conceding the case by abandoning the proposal. This became a critical corporate governance precedent, given the trend of public companies to introduce "low" and "no-vote" share classes, which diminish shareholder rights, insulate management from accountability, and can distort managerial incentives by providing controllers voting power out of line with their actual economic interests in public companies.

Case: *In re News Corp. Shareholder Derivative Litigation*

Court: Delaware Court of Chancery – Kent County

Highlights: An unprecedented settlement in which News Corp. recouped $139 million and enacted significant corporate governance reforms that combat self-dealing in the boardroom.

Summary: Following News Corp.'s 2011 acquisition of a company owned by News Corp. Chairman and CEO Rupert Murdoch's daughter, and the phone-hacking scandal within its British newspaper division, we filed a derivative litigation on behalf of the company because of institutional shareholder concern with the conduct of News Corp.'s management. We ultimately obtained an unprecedented settlement in which News Corp. recouped $139 million for the company coffers, and agreed to enact corporate governance enhancements to strengthen its compliance structure, the independence and functioning of its board, and the compensation and clawback policies for management.

Clients and Fees

We are firm believers in the contingency fee as a socially useful, productive and satisfying basis of compensation for legal services, particularly in litigation. Wherever appropriate, even with our corporate clients, we encourage retentions in which our fee is contingent on the outcome of the litigation. This way, it is not the number of hours worked that will determine our fee, but rather the result achieved for our client. The firm generally negotiates with our clients a contingent fee schedule specific to each litigation, and all fee proposals are approved by the client prior to commencing litigation, and ultimately by the Court.

Our clients include many large and well-known financial and lending institutions and pension funds, as well as privately held companies that are attracted to our firm because of our reputation, expertise, and fee structure. Most of the firm's clients are referred by other clients, law firms and lawyers, bankers, investors, and accountants. A considerable number of clients have been referred to the firm by former adversaries. We have always maintained a high level of independence and discretion in the cases we decide to prosecute. As a result, the level of personal satisfaction and commitment to our work is high.

In The Public Interest

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

Bernstein Litowitz Berger & Grossmann Public Interest Law Fellows

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

Firm Sponsorship of Her Justice

BLB&G is a sponsor of Her Justice, a not-for-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally vulnerable women, in connection with the myriad legal problems they face. The organization trains and supports the efforts of New York lawyers who provide *pro bono* counsel to these women. Several members and associates of the firm volunteer their time to help women who need divorces from abusive spouses, or representation on issues such as child support, custody, and visitation. To read more about Her Justice, visit the organization's website at http://www.herjustice.org/.

Firm Sponsorship of City Year New York

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

Max W. Berger Pre-Law Program

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

Our Attorneys

BLB&G employs a dedicated team of attorneys, including partners, counsel, associates, and senior staff attorneys. Biographies for each of our attorneys can be found on our website by clicking here. On a case-by-case basis, we also make use of a pool of staff attorneys to supplement our litigation teams. The BLB&G team also includes investigators, financial analysts, paralegals, electronic-discovery specialists, information-technology professionals, and administrative staff. Biographies for our investigative team are available on our website by clicking here, and biographies for the leaders of our administrative departments are viewable here.

Partners

Max Berger is the Founding Partner and has grown BLB&G from a partnership of four lawyers in 1983 into what the *Financial Times* described as "one of the most powerful securities class action law firms in the United States" by prosecuting seminal cases which have increased market transparency, held wrongdoers accountable, and improved corporate business practices in groundbreaking ways.

Described by sources quoted in leading industry publication *Chambers USA* as "the smartest, most strategic plaintiffs' lawyer [they have] ever encountered," Max has litigated many of the firm's most high-profile and significant cases and secured some of the largest recoveries ever achieved in securities fraud lawsuits, negotiating seven of the largest securities fraud settlements in history, each in excess of a billion dollars: *Cendant* ($3.3 billion), *Citigroup-WorldCom* ($2.575 billion), *Bank of America/Merrill Lynch* ($2.4 billion), *JPMorgan Chase-WorldCom* ($2 billion), *Nortel* ($1.07 billion), *Merck* ($1.06 billion), and *McKesson* ($1.05 billion). Max's prosecution of the *WorldCom* litigation, which resulted in unprecedented monetary contributions from WorldCom's outside directors (nearly $25 million out of their own pockets on top of their insurance coverage) "shook Wall Street, the audit profession and corporate boardrooms." (*The Wall Street Journal*)

Max's cases have resulted in sweeping corporate governance overhauls, including the creation of an independent task force to oversee and monitor diversity practices (*Texaco* discrimination litigation), establishing an industry-accepted definition of director independence, increasing a board's power and responsibility to oversee internal controls and financial reporting (*Columbia/HCA*), and creating a Healthcare Law Regulatory Committee with dedicated funding to improve the standard for regulatory compliance oversight by a public company board of directors (*Pfizer*). His cases have yielded results which have served as models for public companies going forward.

Most recently, before the #metoo movement came alive, on behalf of an institutional investor client, Max handled the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation, discovery, and negotiation related to the shocking misconduct and the Board's extensive alleged governance failures, the parties unveiled a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the "Fox News Workplace Professionalism and Inclusion Council" of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC is expected to serve as a model for public companies in all industries.

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

One of the "100 Most Influential Lawyers in America"

Widely recognized as the "Dean" of the U.S. plaintiff securities bar for his remarkable career and his professional excellence, Max has a distinguished and unparalleled list of honors to his name.

- He was selected as one of the "100 Most Influential Lawyers in America" by *The National Law Journal* for being "front and center" in holding Wall Street banks accountable and obtaining over $5 billion in cases arising from the subprime meltdown, and for his work as a "master negotiator" in obtaining numerous multi-billion dollar recoveries for investors.
- Described as a "standard-bearer" for the profession in a career spanning nearly 50 years, he is the recipient of *Chambers USA's* award for Outstanding Contribution to the Legal Profession. In presenting this prestigious honor, *Chambers* recognized Max's "numerous headline-grabbing successes," as well as his unique stature among colleagues—"warmly lauded by his peers, who are nevertheless loath to find him on the other side of the table." Max has been recognized as a litigation "star" and leading lawyer in his field by *Chambers* since its inception.
- *Benchmark Litigation* recently inducted him into its exclusive "Hall of Fame" and named him a 2021 "Litigation Star" in recognition of his career achievements and impact on the field of securities litigation.
- Upon its tenth anniversary, *Lawdragon* named Max a "Lawdragon Legend" for his accomplishments. He was recently inducted into *Lawdragon's* "Hall of Fame." He is regularly included in the publication's "500 Leading Lawyers in America" and "100 Securities Litigators You Need to Know" lists.
- *Law360* published a special feature discussing his life and career as a "Titan of the Plaintiffs Bar," named him one of only six litigators selected nationally as a "Legal MVP," and selected him as one of "10 Legal Superstars" nationally for his work in securities litigation.
- Max has been regularly named a "leading lawyer" in the *Legal 500 US Guide* where he was also named to their "Hall of Fame" list, as well as *The Best Lawyers in America®* guide.
- Max was honored for his outstanding contribution to the public interest by Trial Lawyers for Public Justice, which named him a "Trial Lawyer of the Year" Finalist in 1997 for his work in *Roberts, et al. v. Texaco*, the celebrated race discrimination case, on behalf of Texaco's African-American employees.

Max has lectured extensively for many professional organizations, and is the author and co-author of numerous articles on developments in the securities laws and their implications for public policy. He was chosen, along with

several of his BLB&G partners, to author the first chapter—"Plaintiffs' Perspective"—of Lexis/Nexis's seminal industry guide *Litigating Securities Class Actions*. An esteemed voice on all sides of the legal and financial markets, in 2008 the SEC and Treasury called on Max to provide guidance on regulatory changes being considered as the accounting profession was experiencing tectonic shifts shortly before the financial crisis.

Max also serves the academic community in numerous capacities. A long-time member of the Board of Trustees of Baruch College, he served as the President of the Baruch College Fund from 2015-2019 and now serves as its Chairman. In May 2006, he was presented with the Distinguished Alumnus Award for his contributions to Baruch College, and in 2019, was awarded an honorary Doctor of Laws degree at Baruch's commencement, the highest honor Baruch College confers upon an individual for non-academic achievement. The award recognized his decades-long dedication to the mission and vision of the College, and in bestowing it, Baruch's President described Max as "one of the most influential individuals in the history of Baruch College." Max established the Max Berger Pre-Law Program at Baruch College in 2007.

A member of the Dean's Council to Columbia Law School as well as the Columbia Law School Public Interest/Public Service Council, Max has taught Profession of Law, an ethics course at Columbia Law School, and serves on the Advisory Board of Columbia Law School's Center on Corporate Governance. In February 2011, Max received Columbia Law School's most prestigious and highest honor, "The Medal for Excellence." This award is presented annually to Columbia Law School alumni who exemplify the qualities of character, intellect, and social and professional responsibility that the Law School seeks to instill in its students. As a recipient of this award, Max was profiled in the Fall 2011 issue of *Columbia Law School Magazine.* Max is a member of the American Law Institute and an Advisor to its Restatement Third: Economic Torts project. Max recently endowed the Max Berger '71 Public Interest/Public Service Fellows Program at Columbia Law School. The program provides support for law students interested in pursuing careers in public service. Max and his wife, Dale, previously endowed the Dale and Max Berger Public Interest Law Fellowship at Columbia Law School and, under Max's leadership, BLB&G also created the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship at Columbia.

Among numerous charitable and volunteer works, Max is a significant and long-time contributor to Her Justice, a non-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally survivors of intimate partner violence, in connection with the many legal problems they face. In recognition of their personal support of the organization, Max and his wife, Dale Berger, were awarded the "Above and Beyond Commitment to Justice Award" by Her Justice in 2021 for being steadfast advocates for women living in poverty in New York City. In addition to his personal support of Her Justice, Max has ensured BLB&G's long-time involvement with the organization. Max is also an active supporter of City Year New York, a division of AmeriCorps, dedicated to encouraging young people to devote time to public service. In July 2005, he was named City Year New York's "Idealist of the Year," for his commitment to, service for, and work in the community. A celebrated photographer, Max has held two successful photography shows that raised hundreds of thousands of dollars for City Year and Her Justice.

** Not admitted to practice in California.*

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

ADMISSIONS: New York**;** United States District Court for the Eastern District of New York**;** United States District Court for the Southern District of New York**;** United States Court of Appeals for the Second Circuit**;** United States Court of Appeals for the Third Circuit**;** United States Court of Appeals for the Sixth Circuit**;** Supreme Court of the United States.

Michael Blatchley's practice focuses on securities fraud litigation. He is currently a member of the firm's new matter department in which he, along with a team of attorneys, financial analysts, forensic accountants, and investigators, counsels the firm's clients on their legal claims.

Michael has also served as a member of the litigation teams responsible for prosecuting a number of the firm's cases. For example, Michael was a key member of the team that recovered $150 million for investors in *In re JPMorgan Chase & Co. Securities Litigation*, a securities fraud class action arising out of misrepresentations and omissions concerning JPMorgan's Chief Investment Office, the company's risk management systems, and the trading activities of the so-called "London Whale." He was also a member of the litigation team in *In re Medtronic, Inc. Securities Litigation*, an action arising out of allegations that Medtronic promoted the Infuse bone graft for dangerous "off-label" uses, which resulted in an $85 million recovery for investors. In addition, Michael prosecuted a number of cases related to the financial crisis, including several actions arising out of wrongdoing related to the issuance of residential mortgage-backed securities and other complex financial products.

Most recently, he was a member of the team that achieved a $250 million recovery for investors in *In re Allergan, Inc. Proxy Violation Securities Litigation*, a precedent-setting case alleging unlawful insider trading by hedge fund billionaire Bill Ackman.

Among other accolades, Michael has been repeatedly named to *Benchmark Litigation*'s "Under 40 Hot List," selected as a leading plaintiff financial lawyer by *Lawdragon*, and recognized as a "Super Lawyer by Thomson Reuters' *Super Lawyers.* He frequently presents to public pension fund professionals and trustees concerning legal issues impacting their funds, has authored numerous articles addressing investor rights, including, for example, a chapter in the Practising Law Institute's *2017 Financial Services Mediation Answer Book*, and is a regular speaker at institutional investor conferences. While attending Brooklyn Law School, Michael held a judicial internship position for the Honorable David G. Trager, United States District Judge for the Eastern District of New York. In addition, he worked as an intern at The Legal Aid Society's Harlem Community Law Office, as well as at Brooklyn Law School's Second Look and Workers' Rights Clinics, and provided legal assistance to victims of Hurricane Katrina in New Orleans, Louisiana.

EDUCATION: Brooklyn Law School, J.D., Edward V. Sparer Public Interest Law Fellowship; William Payson Richardson Memorial Prize; Richard Elliott Blyn Memorial Prize; Editor for the *Brooklyn Law Review*; Moot Court Honor Society; University of Wisconsin, B.A.

ADMISSIONS: New York; New Jersey; United States District Court for the Southern District of New York; United States District Court for the District of New Jersey; United States District Court for the Western District of Wisconsin; United States Court of Appeals for the Ninth Circuit.

Scott Foglietta prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. As a member of the New Matter Department—the firm's case development and

client advisory group—Scott advises Taft-Hartley pension funds, public pension funds, and other institutional investors on potential legal claims.

Scott was an integral member of the team that advised the firm's clients in numerous matters including in securities class actions against Wells Fargo, which resulted in a $480 million recovery; against Salix, which resulted in a $210 million recovery; and against Equifax, which resulted in a $149 million recovery. Scott was also key part of the teams that evaluated and developed novel case theories or claims in numerous cases, such as Willis Towers Watson, which arose from misrepresentations made in a proxy statement in connection with the merger between Willis Group and Towers Watson and was recently resolved for $75 million (pending court approval), and the ongoing securities class action against Perrigo arising from misrepresentations made in connection with a tender offer for shares trading in both the United States and Israel. Scott was also a member of the team that secured our clients' appointments as lead plaintiffs in the ongoing securities class actions against Boeing, Kraft Heinz, and Luckin Coffee, among others.

Scott was a member of the litigation teams representing investors in securities class actions against FleetCor Technologies, which resulted in a $50 million recovery, and Lumber Liquidators, which achieved a recovery of $45 million. He is currently part of the team advising one of the firm's institutional investor clients in a shareholder derivative action against the board of directors of FirstEnergy Corp. arising from the company's role in an egregious public corruption scandal. For his accomplishments, Scott was recently named a 2022 "Rising Star" by *Law360,* has been regularly named a New York "Rising Star" in the area of securities litigation by Thomson Reuters *Super Lawyers* and in 2021 was chosen as a "Rising Star of the Plaintiffs Bar" by *The National Law Journal* and chosen by *Benchmark Litigation* for its "40 & Under Hot List."

Before joining the firm, Scott represented institutional and individual clients in a wide variety of complex litigation matters, including securities class actions, commercial litigation, and ERISA litigation. Prior to law school, Scott earned his M.B.A. in finance from Clark University and worked as a capital markets analyst for a boutique investment banking firm.

EDUCATION: Brooklyn Law School, 2010; J.D.Clark University; Graduate School of Management, 2007 M.B.A Finance Clark University, 2006, B.A., *cum laude*, Management

ADMISSION: New York; New Jersey; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the District of New Jersey

Sal Graziano is widely recognized as one of the top securities litigators in the country. He has served as lead trial counsel in a wide variety of major securities fraud class actions, recovering billions of dollars on behalf of institutional investors and hedge fund clients.

Over the course of his distinguished career, Sal has successfully litigated many high-profile cases, including: *Merck & Co., Inc. (Vioxx) Sec. Litig.*(D.N.J.); *In re Schering-Plough Corp./ENHANCE Sec. Litig.* (D.N.J.); *New York State Teachers' Retirement System v. General Motors Co*. (E.D. Mich.); *In re MF Global Holdings Limited Sec. Litig.* (S.D.N.Y); *In re Raytheon Sec. Litig.* (D. Mass.); *In re Refco Sec. Litig.* (S.D.N.Y.); *In re MicroStrategy, Inc. Sec. Litig.* (E.D. Va.); *In re Bristol Myers Squibb Co. Sec. Litig.* (S.D.N.Y.); and *In re New Century Sec. Litig.* (C.D. Cal.).

Industry observers, peers and adversaries routinely honor Sal for his accomplishments. He is one of the "Top 100 Trial Lawyers" in the nation and a "Litigation Star" according to *Benchmark Litigation*, which credits him for performing "top quality work." *Chambers USA* describes Sal as "wonderfully talented…a smart, aggressive lawyer who works hard for his clients," and "the go-to for the biggest cases," while *Legal 500* praises him as a "highly effective litigator." Heralded multiple times as one of a handful of Securities Litigation and Class Action "MVPs" in the nation by *Law360*, he has also been named a "Litigation Trailblazer" by *The National Law Journal*. Sal is also one of *Lawdragon*'s "500 Leading Lawyers in America," named as a leading mass tort and plaintiff class action litigator by *Best Lawyers®*, and is one of Thomson Reuters' *Super Lawyers*.

A highly esteemed voice on investor rights, regulatory and market issues, in 2008 he was called upon by the Securities and Exchange Commission's Advisory Committee on Improvements to Financial Reporting to give testimony as to the state of the industry and potential impacts of proposed regulatory changes being considered. He is the author and co-author of numerous articles on developments in the securities laws, and was chosen, along with several of his BLB&G partners, to author the first chapter - "Plaintiffs' Perspective" - of Lexis/Nexis's seminal industry guide *Litigating Securities Class Actions*.

A member of the firm's Executive Committee, Sal has previously served as the President of the National Association of Shareholder & Consumer Attorneys, and has served as a member of the Financial Reporting Committee and the Securities Regulation Committee of the Association of the Bar of the City of New York. He regularly speaks on securities fraud litigation and shareholder rights, and has guest lectured at Columbia Law School on the topic.

Prior to entering private practice, Sal served as an Assistant District Attorney in the Manhattan District Attorney's Office.

EDUCATION: New York University School of Law, J.D., 1991; New York University - The College of Arts and Science, B.A., Psychology, 1988.

ADMISSIONS: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the Eastern District of Michigan; United States Court of Appeals for the First Circuit; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Fourth Circuit; United States Court of Appeals for the Sixth Circuit; United States Court of Appeals for the Ninth Circuit; United States Court of Appeals for the Eleventh Circuit.

John Rizio-Hamilton is one of America's top shareholder litigators. He works on the most complex and high-stakes securities class action cases and has recovered billions of dollars on behalf of institutional investor clients. Highlights of John's trial experience include the following:

Led the trial team that recovered $240 million for investors in *In re Signet Jewelers Limited Securities Litigation*, a precedent-setting case that marks the first successful resolution of a securities fraud class action based on allegations of sexual harassment. To our knowledge, it is also the first time claims of this nature have been certified for class treatment in the securities context and is one of the very few securities fraud cases in which statements in a Code of Conduct have been held actionable. This case sends a message to corporate executives and corporate boards that alleged systemic sexual harassment and gender discrimination can have serious ramifications through securities fraud class actions. Both the class certification decision and the Judge's decision that the Company's statements about

gender equality and sexual harassment could be actionable in a securities class action are landmark decisions that exceed even the significant financial recovery achieved for shareholders.

- Key part of the trial team that prosecuted *In re Bank of America Securities Litigation*, which settled for $2.425 billion, "the largest securities class action recovery related to the subprime meltdown," per *Law360*, the largest security ever resolving violations of Sections 14(a) and 10(b) of the Securities Exchange Act, and one of the top securities litigation recoveries in history.
- Served as counsel on behalf of the institutional investor plaintiffs in *In re Citigroup, Inc. Bond Action Litigation*, which settled for $730 million, the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities.
- Member of the team that prosecuted the *In re Wachovia Corp. Bond/Notes Litigation*, in which the firm recovered a total of $627 million on behalf of investors, one of the 15 largest securities class action recoveries in history.
- Key member of the team that recovered $150 million for investors in *In re JPMorgan Chase & Co. Securities Litigation*, a securities fraud class action arising out of misrepresentations and omissions concerning JPMorgan's Chief Investment Office, the company's risk management systems, and the trading activities of the so-called "London Whale."

In addition to his direct litigation responsibilities, John is responsible for the firm's client outreach in Canada, where he advises institutional investor clients on potential securities fraud and investor claims. He is one of the partners who oversees the firm's Global Securities and Litigation Monitoring Team, which monitors global equities traded in non-U.S. jurisdictions on prospective and pending international securities matters, and provides critical analysis of options to recover losses incurred on securities purchased in non-U.S. markets. John also manages the firm's settlements and claims administration department, which is responsible for obtaining court approval of all settlements and for distribution of the proceeds to investment class members.

For his remarkable accomplishments, John was recently named a "Litigation Trailblazer" by *The National Law Journal*. He has previously been recognized by *Law360* as a "Rising Star," a "Legal MVP," and one of the country's "Top Attorneys Under 40." John is regularly named to lists of leading practitioners by *Lawdragon* and Thomson Reuters' *Super Lawyers*.

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

EDUCATION: Brooklyn Law School, 2004, J.D., *summa cum laude*, Editor-in-Chief of the *Brooklyn Law Review*; first-place winner of the J. Braxton Craven Memorial Constitutional Law Moot Court Competition; Johns Hopkins University, 1997, B.A., with honors

ADMISSIONS: New York; United States District Court for the Southern District of New York

Avi Josefson prosecutes securities fraud litigation for the firm's institutional investor clients, and has participated in many of the firm's significant representations, including *In re SCOR Holding (Switzerland) AG Securities Litigation*,

which resulted in a recovery worth in excess of $143 million for investors. He was also a member of the team that litigated the *In re OM Group, Inc. Securities Litigation*, which resulted in a settlement of $92.4 million.

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

Recognized as both a "Leading Plaintiff Financial Lawyer" and as one of "500 Leading Lawyers in America" by *Lawdragon* and by *The National Law Journal* as a "Plaintiffs' Lawyers Trailblazer," Avi is also actively involved in the M&A litigation practice, and represented shareholders in the litigation arising from the proposed acquisitions of Ceridian Corporation and Anheuser-Busch. A member of the firm's subprime litigation team, he has participated in securities fraud actions arising from the collapse of subprime mortgage lender American Home Mortgage and the actions against Lehman Brothers, Citigroup and Merrill Lynch, arising from those banks' multi-billion dollar loss from mortgage-backed investments. Avi has prosecuted actions against Deutsche Bank and Morgan Stanley arising from their sale of mortgage-backed securities, and is advising U.S. and foreign institutions concerning similar claims arising from investments in mortgage-backed securities.

Avi practices in the firm's Chicago and New York offices.

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

ADMISSIONS: Illinois; New York; United States District Court for the Southern District of New York; United States District Court for the Northern District of Illinois

Hannah Ross has over two decades of experience as a civil and criminal litigator. A former prosecutor, she has been a key member and leader of trial teams that have recovered billions of dollars for investors.

Hannah is widely recognized by industry observers for her professional achievements. *Euromoney/Legal Media Group* named her one of the top female litigators in the country (1 of 9 finalists for its "Best in Litigation" category). Named a "Litigation Star," a "Top U.S. Woman Litigator" and one of the "Top 250 Women in Litigation" in the nation by *Benchmark Litigation*, she has earned praise as one of the elite in the field. She has been recognized by *The National Law Journal* as a member of the "Elite Women of the Plaintiffs' Bar" list three times and as a "Litigation & Plaintiffs' Lawyer Trailblazer," named a New York "Super Lawyer" by Thomson Reuter's *Super Lawyers* magazine, and honored as a "Titan of the Plaintiffs Bar" by legal newswire *Law360*. She has been named to an exclusive group of notable practitioners by *Legal 500 US* for her achievements, to the list of the "500 Leading Lawyers in America" and the list of "500 Leading Plaintiff Financial Lawyers" compiled by leading industry publication *Lawdragon*.

Hannah is a member of the firm's Executive Committee. In addition to her direct litigation responsibilities, she is one of the senior partners at the firm responsible for client development and client relations. A significant part of her practice is dedicated to initial case evaluation and counseling the firm's institutional investor clients on potential claims. Hannah is also one of the partners who oversees the firm's Global Securities and Litigation Monitoring Team, which monitors global equities traded in non-U.S. jurisdictions on prospective and pending international securities matters. In that capacity, she advises the firm's institutional investor clients on their options to recover losses incurred on securities purchased in non-U.S. markets. Hannah is the Chair of the firm's Diversity Committee and Co-

Chair of the firm's Forum for Institutional Investors and Women's Forum. She serves on the Corporate Leadership Committee of the New York Women's Foundation and recently concluded a three-year term on the Council of Institutional Investors' Market Advisory Council.

Hannah was a senior member of the team that prosecuted *In re Bank of America Securities Litigation*, which resulted in a landmark settlement shortly before trial of $2.425 billion, one of the largest securities recoveries ever obtained, and by far the largest recovery achieved in a litigation arising from the financial crisis. Most recently, she was the lead partner in the securities class action arising from the failure of major mid-Atlantic bank Wilmington Trust, which settled for $210 million. Hannah was also a senior member of the trial team that prosecuted the litigation arising from the collapse of former leading brokerage MF Global, which recovered $234.3 million on behalf of investors. In addition, she led the prosecution against Washington Mutual and certain of its former officers and directors for alleged fraudulent conduct in the thrift's home lending operations, an action which settled for $216.75 million and represents one of the largest settlements achieved in a case related to the fallout of the subprime crisis and the largest recovery ever achieved in a securities class action in the Western District of Washington. Hannah was also a key member of the team prosecuting *In re The Mills Corporation Securities Litigation*, which settled for $202.75 million, one of the largest recovery ever achieved in a securities class action in Virginia and the Fourth Circuit.

She has been a member of the trial teams in numerous other major securities litigations resulting in recoveries for investors in excess of $6 billion. These include securities class actions against Nortel Networks, New Century Financial Corporation, and the Federal Home Loan Mortgage Corporation ("Freddie Mac"), as well as *In re Altisource Portfolio Solutions S.A. Securities Litigation, In re DFC Global Corp. Securities Litigation, In re Tronox Securities Litigation, In re Delphi Corporation Securities Litigation, In re Affiliated Computer Services, Inc. Derivative Litigation*, *In re OM Group, Inc. Securities Litigation,* and *In re BioScrip, Inc. Securities Litigation.*

Hannah has also served as an adjunct faculty member in the trial advocacy program at the Dickinson School of Law of the Pennsylvania State University. Before joining BLB&G, Hannah was a prosecutor in the Massachusetts Attorney General's Office as well as an Assistant District Attorney in the Middlesex County (Massachusetts) District Attorney's Office.

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

ADMISSIONS: New York; Massachusetts; United States District Court for the Southern District of New York; United States Court of Appeals for the Second Circuit

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

Jerry is a member of the firm's Executive Committee. He also oversees the firm's New Matter department in which he, along with a group of attorneys, financial analysts and investigators, counsels institutional clients on potential legal claims. In December 2014, Jerry was recognized by *The National Law Journal* in its inaugural list of "Litigation Trailblazers & Pioneers" — one of several lawyers in the country who have changed the practice of litigation through

the use of innovative legal strategies — in no small part for the critical role he has played in helping the firm's investor clients recover billions of dollars in litigation arising from the financial crisis, among other matters.

In addition, *Lawdragon* magazine, which has named Jerry one of the "100 Securities Litigators You Need to Know," one of the "500 Leading Lawyers in America," and one of America's top 500 "Rising Stars" in the legal profession, also profiled him as part of its "Lawyer Limelight" special series, discussing subprime litigation, his passion for plaintiffs' work and the trends he expects to see in the market. Recognized as one of an elite group of notable practitioners, *Chambers USA*'s ranked Jerry nationally "for his expertise in a range of cases on the plaintiff side." He is also named as a "Litigation Star" by *Benchmark*, is recommended by the *Legal 500 USA* guide in the field of plaintiffs' securities litigation, and has been selected by Thomson Reuters as a *Super Lawyer* every year since 2006.

In the wake of the financial crisis, he advised the firm's institutional investor clients on their rights with respect to claims involving transactions in residential mortgage-backed securities (RMBS) and collateralized debt obligations (CDOs). His work representing Cambridge Place Investment Management Inc. on claims under Massachusetts state law against numerous investment banks arising from the purchase of billions of dollars of RMBS was featured in a 2010 *New York Times* article by Gretchen Morgenson titled, "Mortgage Investors Turn to State Courts for Relief."

Jerry also represented the New York State Teachers' Retirement System in a securities litigation against the General Motors Company arising from a series of misrepresentations concerning the quality, safety, and reliability of the Company's cars, which resulted in a $300 million settlement. He was also a member of the litigation team responsible for the successful prosecution of *In re Cendant Corporation Securities Litigation* in the District of New Jersey, which was resolved for $3.2 billion. In addition, he is actively involved in the firm's prosecution of highly successful M&A litigation, representing shareholders in widely publicized lawsuits, including the litigation arising from the proposed acquisition of Caremark Rx, Inc. by CVS Corporation — which led to an increase of approximately $3.5 billion in the consideration offered to shareholders.

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

Jerry lectures to institutional investors at conferences throughout the country, and has written or substantially contributed to several articles on developments in securities and corporate law, including his most recent article, "SEC Statement On Emerging Markets Is A Stunning Failure," which was published by *Law360* on April 27, 2020. He has authored numerous additional articles, including: "Improving Multi-Jurisdictional, Merger-Related Litigation," American Bar Association (February 2011); "The Compensation Game," *Lawdragon*, (Fall 2006); "Institutional Investors as Lead Plaintiffs: Is There A New And Changing Landscape?," 75 *St. John's Law Review* 31 (Winter 2001); "The Duty To Supervise, Poser, Broker-Dealer Law and Regulation," 3rd Ed. 2000, Chapter 15; "Derivative Litigation In New York after Marx v. Akers," *New York Business Law Journal*, Vol. 1, No. 1 (Fall 1997).

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

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

ADMISSIONS: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Second Circuit

Senior Counsel

Jai Chandrasekhar prosecutes securities-fraud litigation for the firm's institutional-investor clients. He has been a member of the litigation teams on many of the firm's high-profile securities cases, including *In re Schering-Plough Corp./ENHANCE Securities Litigation*, in which a settlement of $473 million was achieved for the class; *In re Refco, Inc. Securities Litigation,* in which settlements totaling $367.3 million were achieved for the class; *In re MF Global Holdings Ltd. Securities Litigation*, in which settlements totaling $234.3 million were achieved for the class; *In re JPMorgan Chase & Co. Securities Litigation*, in which a settlement of $150 million was achieved for the class; *In re Bristol Myers Squibb Co. Securities Litigation*, in which a settlement of $125 million was achieved for the class; *In re comScore, Inc. Securities Litigation*, in which a settlement of $27 million in cash and $83 million in stock was achieved for the class; *In re Willis Towers Watson plc Proxy Litigation*, in which a settlement of $75 million was achieved for the class; and *In re Volkswagen AG Securities Litigation*, in which a settlement of $48 million was achieved on behalf of purchasers of Volkswagen AG American Depositary Receipts (“ADRs”). Jai is also active in the firm's appellate practice.

Jai is currently counsel for the plaintiffs in *In re EQT Corporation Securities Litigation*, a securities class action arising from misrepresentations concerning EQT's acquisition of Rice Energy Inc.; *In re Luckin Coffee Inc. Securities Litigation*, a securities class action arising from the Chinese coffee company's massive accounting fraud; and *In re Turquoise Hill Resources Ltd. Securities Litigation*, a securities class action arising from misrepresentations by Turquoise Hill and its controlling stockholder, Rio Tinto plc, concerning schedule delays and cost overruns in the development of Turquoise Hill's copper mine in Mongolia.

Jai is also a member of the firm’s Global Securities and Litigation Monitoring Team, which monitors global equities traded in non-U.S. jurisdictions for prospective and pending international securities matters, and provides critical analysis of options to recover losses incurred on securities purchased in non-U.S. markets.

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

Jai is a member of the New York County Lawyers Association, where he is a member of the Federal Courts Committee and the Boards of Directors of the Association and the NYCLA Foundation. He is also a member of the New York State Bar Association, where he is a member of the House of Delegates. Jai is also a member of the New York Numismatic Club, served as the Club's president from 2019 to 2020, and is an expert on French art medals.

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

ADMISSIONS: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the Western District of Wisconsin; United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Fourth Circuit; United States Court of Appeals for the Fifth Circuit; United States Court of Appeals for the Federal Circuit

David Duncan's practice concentrates on the settlement of class actions and other complex litigation and the administration of class action settlements.

Prior to joining BLB&G, David worked as a litigation associate at Debevoise & Plimpton, where he represented clients in a wide variety of commercial litigation, including contract disputes, antitrust and products liability litigation, and in international arbitration. In addition, he has represented criminal defendants on appeal in New York State courts and has successfully litigated on behalf of victims of torture and political persecution from Sudan, Côte d'Ivoire and Serbia in seeking asylum in the United States.

While in law school, David served as an editor of the *Harvard Law Review*. After law school, he clerked for Judge Amalya L. Kearse of the U.S. Court of Appeals for the Second Circuit.

EDUCATION: Harvard Law School, 1997, J.D., *magna cum laude;* Harvard College, 1993, A.B., *magna cum laude*, Social Studies

ADMISSIONS: New York; Connecticut; United States District Court for the Southern District of New York

John Esmay prosecutes securities fraud and shareholder rights litigation on behalf of the firm's institutional clients.

John has worked on federal securities litigations that have returned more than $3 billion to defrauded investors. He has deep experience with complex litigation, and has prepared and participated in trials and hearings in federal and state courtrooms around the country from California to New York. He has also taken part in private arbitration proceedings as well as disciplinary hearings before securities regulatory organizations such as the SEC and FINRA.

John graduated *magna cum laude* from Brooklyn Law School, where he served on the *Journal of Law and Policy*. He received his Bachelor of Science degree in physics from Pomona College.

While attending Brooklyn Law School, John interned for the Honorable Edward R. Korman, and later clerked for the Honorable William H. Pauley III. Prior to attending law school, John worked as a securities broker at the investment banking subsidiary of a prominent bank.

EDUCATION: Brooklyn Law School, 2007, J.D., *magna cum laude*; Pomona College, 1998, B.A., Physics

ADMISSIONS: New York; United States District Court for the Southern District of New York**;** United States District Court for the Eastern District of New York

John MIlls' practice focuses on negotiating, documenting, and obtaining court approval of the firm's securities, merger, and derivative settlements.

Over the past decade, John was actively involved in finalizing the following settlements, among others: *In re Wachovia Preferred Sec. and Bond/Notes Litig.* (S.D.N.Y.) ($627 million settlement); *In re Wilmington Trust Sec. Litig.* (D. Del.) ($210 million settlement); *In re Freeport-McMoRan Copper & Gold Inc. Derivative Litig.* (Del. Ch.) ($153.75 million settlement); *Medina, et al. v. Clovis Oncology, Inc., et al.* (D. Colo.) ($142 million settlement); *In re News Corp. S'holder Litig.* (Del. Ch.) ($139 million recovery and corporate governance enhancements); *In re Mut. Funds Invest. Litig. (MFS, Invesco, and Pilgrim Baxter Sub-Tracks)* (D. Md.) ($127.036 million total recovery); *Fresno County Employees' Ret. Ass'n, et al. v. comScore, Inc., et al.* (S.D.N.Y.) ($110 million settlement); *In re El Paso Corp. S'holder Litig.* (Del. Ch.) ($110 million settlement); *In re Starz Stockholder Litig.* (Del. Ch.) ($92.5 million settlement); *The Dep't of the Treasury of the State of New Jersey and its Div. of Invest. v. Cliffs Natural Res. Inc., et al.* (N.D. Ohio) ($85 million settlement).

John received his J.D. from Brooklyn Law School, *cum laude*, where he was a Carswell Merit Scholar recipient and a member of *The Brooklyn Journal of International Law*. He received his B.A. from Duke University.

EDUCATION: Brooklyn Law School, 2000, J.D., cum laude, Member of *The Brooklyn Journal of International Law;* Carswell Merit Scholar Recipient; Duke University, 1997, B.A.

ADMISSIONS: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York

Catherine van Kampen's law practice concentrates on class action settlement administration. She manages the firm's qualified settlement funds and claims administration for settlements achieved by the firm. Catherine is responsible for initiating and managing the claims administration process and working with the Court-appointed claims administrators and investment banks for the benefit of the Classes represented by the firm. Catherine works closely with the firm's partners to apply for Court approval in various jurisdictions throughout the United States for the disbursement of settlement funds. She regularly interfaces with institutional and retail investors to explain the claims administration process and to assist them with filing their claims.

Catherine also has extensive experience in complex litigation and litigation management, having served as a team leader and overseen attorney teams in many of the firm's most high-profile cases during the 2008 Financial Crisis. Catherine has worked on more than two dozen high-value cases. Fluent in Dutch, she has served as the lead investigator and led discovery efforts in actions involving international corporations and financial institutions headquartered in Belgium and the Netherlands. She is certified in E-Discovery and Healthcare Compliance.

Prior to joining BLB&G, Catherine focused on complex litigation initiated by institutional investors and the Federal Government. She has worked on litigation and investigations related to regulatory enforcement actions, corporate governance, and compliance matters as well as conducted extensive discovery in English and Dutch in cross-border litigation.

Since attending law school, Catherine has been deeply committed to public and pro bono service to underserved communities. Through her volunteer work, Catherine has been a champion of social change and justice, particularly for immigrant and refugee women and children. As a member of the New York City Bar Association's United Nations

Committee and African Affairs Committee, she spearheaded organizing the highly successful and widely-praised International Law Conference on the Status of Women, Pro Bono Engagement Fair, EPIQ Women Awards and Huntington Her Hero Awards, featuring the Under Secretary and Special Representative to the Secretary General of the United Nations for the Prevention of Violence Against Women, and other prominent, progressive women's advocates from the New York Legal Community. In recognition of her work, Catherine was appointed Co-Chair of the United Nations Committee and a Member of the Council for International Affairs in September of 2021.

A committed humanitarian, Catherine was honored as the 2018 Ambassador Medalist at the New Jersey Governor's Jefferson Awards for Outstanding Public Service for her international humanitarian and pro bono work with refugees. The Jefferson Awards, issued by the Jefferson Awards Foundation that was founded by Jacqueline Kennedy Onassis, are awarded by state governors and are considered America's highest honor for public service bestowed by the United States Senate. Catherine was also honored in Princeton, New Jersey, by her high school alma mater, Stuart Country Day School, in its 2018 Distinguished Alumnae Gallery for her humanitarian and pro bono efforts on behalf of Yezidi and Christian women and children afflicted by war in Iraq and Syria. In 2020, Catherine was accepted as a *SHESOURCE* legal expert advocating for the needs of immigrant and refugee women by the Women's Media Center, founded by Gloria Steinem, Jane Fonda, and Robin Morgan. In 2021, Catherine was appointed a Global Goals Ambassador for Clean Water and Sanitation by the United Nations Association of the USA, the sister organization of the United Nations Foundation USA founded by Eleanor Roosevelt. She is a recipient of several honors recognizing her pro bono work and commitment to social issues, including an invitation to attend the 2020 Tory Burch Foundation Embrace Ambition Summit and an appointment to the Advisory Board of the National Center for Girls' Leadership in Princeton, New Jersey, in 2021.

Catherine is an active member of the American Bar Association, New York Bar Association, New York City Bar Association, New Jersey Bar Association, and the National Association of Women Lawyers. In 2020, Catherine was appointed to the New York State Bar Association's President's Leadership Development Committee. In 2021, Catherine was appointed to the New Jersey State Bar Association's Class Actions, International Law and Organizations, and Special Civil Part Committees. In 2022, Catherine was appointed as Co-chair of the American Bar Association's International Law Section — Women's Interest Network. As part of her pro bono legal work, she serves on two Boards of international NGOs serving refugees and internally displaced persons in the Middle East and Africa and rescuing exploited and trafficked women and girls. Closer to home, Catherine serves as an advisor to minority business owners in the New York City area on legal issues impacting their businesses.

Catherine clerked for the Honorable Mary M. McVeigh in the Superior Court of New Jersey where she was trained as a court-certified mediator. While in law school she interned at the Center for Social Justice's Immigration Law Clinic at Seton Hall University School of Law. Catherine is a Graduate of the American Inns of Court.

EDUCATION: Indiana University, 1988, B.A., Political Science; Seton Hall University School of Law, 1998, J.D.

ADMISSIONS: New York; New Jersey

Associates

Kate Aufses prosecutes securities fraud, corporate governance and shareholder rights litigation out of the firm's New York office. She is currently a member of the teams prosecuting securities class actions against Facebook, Inc., Frontier Communications Corporation and Volkswagen AG – which recently resulted in a recovery of $48 million for Volkswagen investors, among others.

In addition to her direct litigation responsibilities, Kate is also a member of the firm's Global Securities and Litigation Monitoring Team, which monitors global equities traded in non-U.S. jurisdictions on prospective and pending international securities matters and provides critical analysis of options to recover losses incurred on securities purchased in non-U.S. markets.

Kate is a member of the New York County Lawyers Association, where she serves on the Supreme Court Joint Task Force.

Prior to joining the firm, Kate was an associate at Hughes Hubbard & Reed, where she worked on complex commercial litigation. Prior to graduating law school, she also served as a judicial intern for the Honorable Jack B. Weinstein.

EDUCATION: University of Michigan Law School, 2015, J.D., Managing Symposium Editor, *Michigan Journal of Law Reform*; University of Cambridge, 2010, MPhil, History of Art; University of Cambridge, 2009, MPhil, American Literature; Kenyon College, 2008, B.A., *magna cum laude*, English

ADMISSIONS: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Bankruptcy Court for the Southern District of New York; United States Court of Appeals for the Second Circuit

Amanda Boitano [Former Associate] practiced out of the New York office in the securities litigation department. She represented the firm's institutional investor clients in securities fraud-related matters.

Amanda is a 2018 graduate of New York University School of Law. While in law school, she served as a senior articles editor for the *Annual Survey of American Law* and as an extern in the Violent and Organized Crimes unit of the U.S. Attorney's Office of the Southern District of New York. Amanda has also been active in *pro bono* matters and has represented individuals in family law cases. Prior to attending law school, Amanda worked for Teach for America. She is also a *Jeopardy!* champion.

EDUCATION: William & Mary, B.A., 2013; *Dean's List*. New York University School of Law, J.D., 2018.

ADMISSIONS: New York.

Nicholas Gersh [Former Associate] practiced out of the firm's New York office, where he prosecuted securities fraud and shareholder rights litigation on behalf of the firm's institutional investor clients.

He was a member of the teams prosecuting the securities litigation against The Kraft Heinz Company, Venator Materials PLC, Oracle Corporation, and Luckin Coffee Inc.

Prior to joining the firm, Nicholas served as a clerk for The Honorable Judge Janis Graham Jack of the Southern District of Texas.

During law school, he gained considerable experience as an Economic Crimes Division Extern for The United States Attorney's Office in the District of Massachusetts, and as an Enforcement Extern for U.S. Securities and Exchange Commission. He also served as the Lead U.S. Legal Researcher for the Iraqi-Kurdistan Religious Freedom Project.

EDUCATION: Harvard Law School, J.D., 2018, *International Law Journal*; The Vis Commercial Arbitration Moot Court Team; Global Anticorruption Blog, Contributor; Johns Hopkins University, B.A., 2014

ADMISSIONS: New York

Mathew Hough's [Former Associate] practice focused on securities litigation, corporate governance, and shareholder rights litigation. As a member of the firm's New Matter department, he counseled institutional clients on potential legal claims as part of a team of attorneys, financial analysts, and investigators.

Prior to joining the firm, Mathew was an associate at Sullivan & Cromwell LLP, where he worked extensively on complex commercial litigation, securities litigation, enforcement, and internal investigations. While in law school, he also served as a legal intern with the King County Northwest Defenders Division.

EDUCATION: Washington State University, B.A., 2012, *Distinguished Writing Academic Scholar.* Boston University School of Law, J.D., 2017, *magna cum laude; Boston University Law Review*, Staff Editor; *G. Joseph Tauro Distinguished Scholar.*

ADMISSIONS: New York.

Rebecca N. Kim [Former Associate] practiced out of the firm's New York office, prosecuting securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

Rebecca was a member of the firm's New Matter Department, in which she, as part of a team of attorneys, financial analysts, and investigators, counseled public pension funds and other institutional investors on potential legal claims. She was also a member of the team prosecuting actions against Allianz Global Investors. She served on the firm's Diversity Committee. Prior to joining the firm, Rebecca represented institutional clients in a number of high-profile securities and antitrust matters.

While attending Columbia Law School, Rebecca was honored as a Harlan Fiske Stone Scholar. Additionally, she served as an Enforcement Intern at the U.S. Securities and Exchange Commission; participated in the Immigrants' Rights Clinic; and served as Articles Editor for the *Columbia Journal of Tax Law* and Submissions Editor for the *Columbia Journal of Race and Law*.

EDUCATION: Columbia Law School, J.D., 2017, Harlan Fiske Stone Scholar; Articles Editor, *Columbia Journal of Tax Law*; Submissions Editor, *Columbia Journal of Race and Law*; University of California, Berkeley, B.A., 2011

ADMISSIONS: New York, United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York

Jacqueline Ma [Former Associate] practiced out of the New York office, where she prosecuted corporate governance and fiduciary duty litigation on behalf of the firm's institutional investor clients.

Prior to joining BLB&G, Jacqueline was a dispute resolution associate at Linklaters LLP, where she represented financial institutions, companies, and individuals in complex commercial litigation and shareholder rights cases, including a Delaware appraisal trial. While attending Columbia Law School, she served as the Executive Managing Editor of the *Columbia Journal of Gender and Law*, as the Student Director of the CLS Writing Center, and as a judicial extern for the Honorable Lorna G. Schofield.

EDUCATION: Columbia Law School, J.D., 2016, Harlan Fisk Stone Scholar, Executive Managing Editor, *Columbia Journal of General and Law*.; University of Washington, Seattle, B.A., 2011

ADMISSIONS: New York; US District Court for the Southern and Eastern Districts of New York; US Court of Appeals for the Second Circuit.

Staff Attorneys

Robert Jeffrey Powell has worked on numerous matters at BLB&G, *including Hefler et al. v. Wells Fargo & Company et al.; Bach v. Amedisys, Inc., Fernandez, et al. v. UBS AG, et al. ("UBS Puerto Rico Bonds"); In re Salix Pharmaceuticals, Ltd. Securities Litigation; In re Green Mountain Coffee Roasters, Inc. Securities Litigation; In re Genworth Financial Inc. Securities Litigation; In re Bank of New York Mellon Corp. Forex Transactions Litigation; Bear Stearns Mortgage Pass-Through Litigation; Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.; SMART Technologies, Inc. Shareholder Litigation;* and *In re Citigroup Inc. Bond Litigation*.

Prior to joining the firm in 2011, Jeff was a litigation associate at Pillsbury Winthrop LLP and Constantine Cannon LLP.

EDUCATION: University of the South, B.A., *magna cum laude*, 1992; Phi Beta Kappa. Harvard Law School, J.D., 2001.

ADMISSIONS: New York.

Megan Taggart has worked on numerous matters at BLB&G, including *Hefler et al. v. Wells Fargo & Company et al.;* and *Fresno County Employees' Retirement Association v. comScore, Inc.*

Prior to joining the firm in 2017, Megan was a litigation associate at Kelley Drye & Warren, LLP.

EDUCATION: Northwestern University, B.A., 1998. Fordham University School of Law, J.D., 2009.

ADMISSIONS: New York.

Exhibit 6C

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF MICHAEL S. ETKIN ON BEHALF OF LOWENSTEIN SANDLER LLP IN SUPPORT OF CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

I, Michael S. Etkin, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner in the law firm of Lowenstein Sandler LLP ("Lowenstein"). I submit this declaration in support of Class Counsel's motion for an award of attorneys' fees in connection with services rendered by Plaintiffs' Counsel in connection with the above-captioned securities class action ("Action"), as well as for payment of Litigation Expenses incurred in connection with the Action.[1] Unless otherwise stated, I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

2. My firm served as bankruptcy counsel for Class Representatives and the Class in the Action in connection with Luckin Coffee Inc.'s Cayman Island insolvency proceeding and related Chapter 15 proceeding filed in the U.S. Bankruptcy Court for the Southern District of New York (the "Chapter 15 Case"). The tasks undertaken by my firm in the Action can be summarized as follows:

[1] All capitalized terms that are not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315).

Review operative class action complaint and order appointing lead plaintiffs and lead counsel; review chapter 15 petition and accompanying pleadings in Bankruptcy Court; review and monitor chapter 15 docket; review Joint Provisional Liquidator ("JPL") reports filed in the Cayman Islands; review documents filed in Cayman Island insolvency proceeding; research and analysis of issues regarding chapter 15 proceeding and recognition of Cayman Island proceeding; review e-mails and respond (internal and with lead counsel) re: initial chapter 15 issues; multiple conference calls (internal and with lead counsel) re: initial chapter 15 issues; prepare and review internal memos re: chapter 15 proceeding and Cayman Island insolvency proceeding; prepare outline and questions for Cayman counsel; review negotiations and internal discussions regarding class certification stipulation in District Court; e-mails to, review e-mails and telephone calls with Luckin chapter 15 counsel (DLA Piper); review various options regarding response to chapter 15 petition and recognition motion; prepare draft opposition to recognition motion and discuss options re: same (internal and with lead counsel); conference calls with lead counsel and Davis Polk; conference calls with lead counsel and Cayman counsel; continued legal and factual research on chapter 15 response, Cayman proceeding and class action interrelated issues; review Rule 23 class certification stipulation and comment; review District Court decision on Rule 23 stipulation; review and respond to e-mails and conference calls (internal, lead counsel and JPL chapter 15 counsel) re: form of chapter 15 recognition order and comments thereto; draft and file notice of appearance in chapter 15 proceeding; review and finalize reservation of rights re: recognition order/chapter 15 petition; review objections filed by others re: recognition/chapter 15 proceeding; review and respond to e-mails from Bankruptcy Judge Glenn; review recognition order and comment; review response to objections filed by DLA/JPLs; prepare for and participate

in Bankruptcy Court recognition hearing; follow-up conference calls with lead counsel re: next steps and preparation of Rule 23 notices based upon "so ordered" stipulation; conference calls with DLA re: final form of recognition order; prepare for and attend telephonic meet and confer re: form of recognition order and review additional edits to same; review transcripts of prior hearings; review competing forms of proposed recognition order and correspondence to Bankruptcy Court re: same; revise letter brief to Judge Glenn re; lead plaintiff, JPL and Luckin form of recognition order; conference call with DLA and objectors re: remaining issues with recognition order; review D&O insurance policies; review statements, Form 6-K, press release and restructuring support agreement with noteholders; review recognition order entered by Bankruptcy Court; continued telephone conferences with lead counsel re: next steps and class notice; draft summary of restructuring support agreement with noteholders; review and respond to e-mails, conference calls (internal, lead counsel, JPL counsel, Luckin counsel and Cayman counsel) re: notice issues and formation of Ad Hoc Group of securities claimants requested by JPLs; review notice re: formation of Ad Hoc Group and internal discussions re: same; review correspondence from opt-outs to District Court and initial preparation of response; review opt-out claimant motion to intervene; conference calls (internal, lead counsel and Cayman counsel) re: meeting to organize Ad Hoc Group of shareholder claimants; prepare for and attend JPL hosted conference call re: formation of Ad Hoc Group in connection with Cayman insolvency proceeding, extensive review of District Court pleadings and preparation of responses thereto; review further correspondence from opt-out claimants; follow up discussion (internal and lead counsel) re: Ad Hoc Group formation and governance issues; review Bankruptcy Court Order re: request for status report; prepare memo re: guidelines and governance for Ad Hoc Group; prepare for and

attend hearing on motions to intervene (District Court); finalize Ad Hoc Groups governance memo; research re: chapter 15 recognition of Cayman Island schemes; further research re: opt-out intervention motions in District Court and opposition thereto; multiple conference calls with JPL counsel re: same; review proposed non-disclosure agreement and revise; prepare for and multiple conference calls with Ad Hoc Group re: negotiation of settlement (global) with Luckin and JPLs and internal calls and e-mails re: same; review documents produced by Luckin and JPLs re: settlement negotiations with Ad Hoc Group; review District Court opinion and order denying intervention motions; review noteholder scheme of arrangement, research and discussions re: potential responses thereto; continued research, e-mails and conference calls re: settlement related issues (internal, lead counsel and Cayman counsel): review internal financial analysis and Luckin documents re: settlement negotiations; prepare for and multiple conference calls with lead counsel and Ad Hoc Group members re: counter proposals; conference calls with Chinese counsel re: various settlement issues; review initial and final memo from Chinese counsel re: specific settlement issues; conference calls with JPLs and Luckin re: settlement status and path forward; review opt-out discovery motion; review potential chapter 11 issues and research re: same; review opposition and reply to 2004 motion in Bankruptcy Court; review e-mails and respond re: independent settlement of Federal Securities Class case and draft term sheet re: same; provide lead counsel with comments to draft term sheet; review e-mails and respond re: revised term sheet and execution version re: same; review and revise language re: JPL fee request and approval papers filed in Cayman insolvency proceeding (JPL approval); review and comment on preliminary approval motion, JPL approval in Grand Cayman Court and report filed by DLA on behalf of JPLs in chapter 15 case; review motion re: recognition of noteholder scheme in chapter 15 case and review

e-mails and respond re: same; review opposition to scheme recognition by opt-outs and communicate with DLA (JPL counsel) re: same; review and revise noteholder scheme recognition order and attend scheme recognition hearing in chapter 15 case; review entered scheme recognition order; review chapter 15 status reports; multiple telephone calls with JPL counsel (DLA) re: status of Chapter 15 case; review order terminating chapter 15 after effective date of noteholder scheme; continued communications with lead counsel throughout process; review e-mails and respond re: status of settlement; review e-mails and respond re: declaration of Chinese counsel in support of final approval of settlement; review prior correspondence and legal memorandum from Chinese counsel; review Luckin memorandum from its Chinese counsel; exchange e-mails with Chinese counsel re: declaration; review and revise declaration of Chinese counsel.

3. Based on Lowenstein's work in the Action and the Chapter 15 Case reflected in Lowenstein's time records of its attorneys and professional support staff employees ("Timekeepers"), as reported by the Timekeepers, I directed the preparation of the table set forth as Exhibit 1 hereto. The table in Exhibit 1: (i) identifies the names and employment positions (i.e., titles) of the Timekeepers who worked on the Action; (ii) provides the number of hours that each Timekeeper expended in connection with work on the Action from the time when Lowenstein was first engaged; (iii) provides each Timekeeper's current hourly rate (for current employees of the firm); and (iv) provides the lodestar of each Timekeeper and the entire firm. The table in Exhibit 1 was prepared from daily time records regularly prepared and maintained by my firm in the ordinary course of business, which are available at the request of the Court. All time expended in preparing Class Counsel's motion for attorneys' fees and expenses and this Declaration has been excluded.

4. The number of hours expended by Lowenstein in the Action, as reflected in Exhibit 1, is 571.0. The lodestar for my firm, as reflected in Exhibit 1, is $594,059.50, consisting of $592,859.59 for attorneys' time and $1,200 for professional support staff time.

5. The hourly rates for the Timekeepers, as set forth in Exhibit 1, are their standard rates.

6. I believe that the number of hours expended and the services performed by the attorneys and professional support staff employees at Lowenstein were reasonable and necessary for the effective and efficient prosecution and resolution of the Action.

7. Expense items are reported separately and are not duplicated in my firm's hourly rates. As set forth in Exhibit 2 hereto, Lowenstein is seeking payment for $1,307.80 in unreimbursed expenses incurred in connection with the prosecution and resolution of the Action. In my judgment, these expenses were reasonable and expended for the benefit of the Class in this Action.

8. The expenses incurred by Lowenstein in the Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and are an accurate record of the expenses incurred. I believe these expenses were reasonable and expended for the benefit of the Class in the Action.

9. With respect to the standing of my firm, attached hereto as Exhibit 3 is a firm résumé, which includes information about the qualifications of the undersigned and my firm.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on June 8, 2022 in Roseland, New Jersey.

MICHAEL S. ETKIN

EXHIBIT 1

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

LOWENSTEIN SANDLER LLP

TIME REPORT

From Inception Through June 3, 2022

NAME	CURRENT HOURLY RATE	HOURS	LODESTAR
Partners			
Michael S. Etkin	$1,250.00	212.2	$265,250.00
Andrew Behlmann	$920.00	116.1	$106,812.00
Of Counsel			
Scott Cargill	$925.00	238.7	$220,797.50
Paralegals			
Elizabeth Lawler	$300.00	4.0	$1,200.00
TOTALS		**571.0**	**$594,059.50**

EXHIBIT 2

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

LOWENSTEIN SANDLER LLP

EXPENSE REPORT

CATEGORY	AMOUNT
Conference Calling / Long Distance	$223.92
On-line Legal / Factual Research	$1,046.88
Local Work-Related Transportation	$37.00
TOTAL EXPENSES:	**$1,307.80**

EXHIBIT 3

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

LOWENSTEIN SANDLER LLP

RÉSUMÉ

BANKRUPTCY & RESTRUCTURING

Lowenstein's bankruptcy attorneys are in demand by business leaders, credit managers, financial advisors, institutional investors and restructuring professionals seeking a resourceful, aggressive, well-connected law firm. We understand how to reach a negotiated resolution yet have a strong track record at trial. We represent debtors, creditors' committees, individual and institutional stakeholders, and trustees in Chapter 11 proceedings throughout the United States.

A reorganization may be the most practical and promising strategy for a troubled company. We advise on prepackaged and prenegotiated plans, which implement quick restructurings that might otherwise take years to complete. We also counsel debtors, creditors, and financial institutions in nonjudicial debt restructurings or workouts involving public and privately held companies.

In some instances, a business is not in distress but wishes to retire debt at a discount, restructure operations, or recapitalize. As a bankruptcy law firm, our attorneys work with companies seeking creative techniques to achieve specific business goals to deal with these issues.

A company's fiscal difficulty affects various other parties, such as those who have provided loans, supplied goods and services, or invested capital. We represent official and unofficial creditors' committees and equity committees in diverse Chapter 11 and other insolvency matters. We collaborate with commercial and investment banks, savings institutions, mutual funds, pension funds, and other financial firms in their management of troubled credit, or claims against companies in distress. Our attorneys also advise clients who are interested in buying assets from Chapter 11 debtors. We structure and secure bankruptcy court approval of debtor-in-possession financing, represent lenders in exploring and establishing these and other financing opportunities and represent asset purchasers.

When appropriate, we consult with the firm's corporate and tax groups to structure transactions that minimize future complications and liability, and to avoid the domino effect that one bad deal can have on a company's overall well-being. We also advise on the significant bankruptcy aspects of various transactions, including commercial finance transactions, as well as on mergers, acquisitions, and divestitures of solvent, insolvent, and other highly leveraged companies. Our bankruptcy attorneys are involved in large and complex commercial, industrial, and residential real estate insolvencies, and they assist companies in emerging from bankruptcy with controlled environmental liabilities.

We also prosecute and defend all types of litigation related to bankruptcy proceedings. We are noted for representing the interests of shareholders, investors, and consumers in class action and other litigation against corporate defendants that are in bankruptcy.

Whether defrauded institutional investors, individual investors, state, local, and union employee pension and benefit funds, investment managers, or consumers in some of the largest and most significant Chapter 11 cases, we understand the nuances and pitfalls facing such claimants in a bankruptcy context. Such representation helps protect a class of creditors that generally receives little or no recovery in Chapter 11 reorganizations or liquidations throughout the country including the most active jurisdictions.

Michael S. Etkin
Partner, Bankruptcy & Restructuring Department
E-mail: metkin@lowenstein.com
T: 973.597.2312

A senior bankruptcy practitioner and seasoned commercial litigator, Mickey brings significant experience to his practice, which focuses on complex business reorganizations, investor litigation in a bankruptcy context, and high-stakes Chapter 11 issues. Mickey is consistently recognized by *Chambers USA* as "a strong lawyer," "brilliant," "fantastic," "very plugged in," and "instrumental in providing tactical advice," noting his skill in "anticipating all the key issues that are likely to arise." Clients have commended his "technical knowledge, attention to detail, and honest and straightforward legal advice."

A key member of the firm's successful bankruptcy and complex business litigation practices, Mickey has represented debtors, trustees, creditors, and investors in a variety of noteworthy bankruptcies and bankruptcy-related litigation. He currently represents a number of institutional shareholder and investor interests in several large and complex Chapter 11 and Chapter 15 proceedings, including cross-border insolvencies, such as Pacific Gas & Electric, Ascena Retail Group, Mallinckrodt, Luckin Coffee, SandRidge Energy, American Addiction Centers, Performance Sports Group, Aegean Marine Petroleum, Windstream, Adeptus Health, and McDermott International, among others. On the consumer front, he currently represents consumer interests in the Cambridge Analytica, Think Finance and 21st Century Oncology bankruptcy proceedings. He also represents debtors and purchasers in acquisitions of assets of Chapter 11 and Chapter 7 bankruptcy estates.

In addition, Mickey represents major energy companies in connection with bankruptcy proceedings involving their customers and counterparties. He has been invited to speak before financial institutions, bar association groups, and credit associations regarding the rights of counterparties to derivatives and other energy-related contracts in a bankruptcy context, including cutting-edge issues emerging from the Lehman Brothers Chapter 11 and SIPC proceedings. Mickey also is routinely asked to speak at programs discussing the rights of securities fraud claimants and class action plaintiffs in a Chapter 11 context and on the interplay between bankruptcy law and product liability litigation.

Education

- St. John's University School of Law (J.D. 1978), with honors
- Boston University (B.S. 1975), cum laude

Affiliations

- International Energy Credit Association

Admissions

- New York
- New Jersey

Exhibit 6D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LUCKIN COFFEE INC. SECURITIES LITIGATION	Case No. 1:20-cv-01293-JPC-JLC

DECLARATION OF ROBERT D. KLAUSNER ON BEHALF OF KLAUSNER, KAUFMAN, JENSEN & LEVINSON IN SUPPORT OF CLASS COUNSEL'S MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES

I, Robert D. Klausner, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a principal of the law firm of Klausner, Kaufman, Jensen & Levinson ("Klausner Kaufman"). I submit this declaration in support of Class Counsel's motion for an award of attorneys' fees in connection with services rendered by Plaintiffs' Counsel in the above-captioned securities class action ("Action"), as well as for payment of Litigation Expenses incurred in connection with the Action.[1] Unless otherwise stated, I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

2. My firm is outside counsel for Lead Plaintiff Louisiana Sheriffs' Pension and Relief Fund ("Louisiana Sheriffs"). In that capacity, my firm acts as a fiduciary to Louisiana Sheriffs. During the course of this litigation, my firm worked closely with Lead Counsel Bernstein Litowitz Berger & Grossmann LLP in providing client communications and coordinating with these clients throughout the litigation. My firm performed the following tasks, among others: reviewed and commented on substantive pleadings throughout the litigation; independently research substantive issues, assisted in the document preservation process, participated in the mediation process; and consulted with Louisiana Sheriffs in Baton Rouge in formulating their decision-making throughout the case, including their review of the proposed Settlement.

3. Based on my work in the Action, as well as the review of time records reflecting work performed by other attorneys and professional support staff employees at Klausner Kaufman in the Action ("Timekeepers"), as reported by the Timekeepers, I directed the preparation of the table set forth as Exhibit 1 hereto. The table in Exhibit 1: (i) identifies the names and employment positions (i.e., titles) of the Timekeepers who worked on the Action; (ii) provides the number of

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[1] All capitalized terms that are not otherwise defined herein shall have the meanings set forth in the Stipulation and Agreement of Settlement dated October 20, 2021 (ECF No. 315).

hours that each Timekeeper expended in connection with work on the Action, from the time when potential claims were being investigated through June 3, 2022; (iii) provides each Timekeeper's current hourly rate (for current employees of the firm); and (iv) provides the lodestar of each Timekeeper and the entire firm. The table in Exhibit 1 was prepared from daily time records regularly prepared and maintained by my firm in the ordinary course of business, which are available at the request of the Court. All time expended in preparing Class Counsel's motion for attorneys' fees and expenses has been excluded.

4. The number of hours expended by Klausner Kaufman in the Action, from inception through June 3, 2022, as reflected in Exhibit 1, is 113.6. The lodestar for my firm, as reflected in Exhibit 1, is $700, totaling of $79,520 for attorneys' time.

5. The hourly rates for the Timekeepers, as set forth in Exhibit 1, are the same as the regular rates for their services in securities litigation and certain non-contingency matters. My firm's hourly rates are based upon my specific years of experience (45 years), as well as market rates for practitioners in the field. The hourly rates are comparable to rates submitted by Klausner Kaufman and accepted by courts in other complex contingent class actions for the purpose of "cross-checking" lodestar against a proposed fee based on the percentage-of-the fund method, as well as determining a reasonable fee under the lodestar method. as well as market rates for practitioners in the area with that experience.

6. I believe that the number of hours expended and the services performed by Klausner Kaufman were reasonable and necessary for the effective and efficient prosecution and resolution of the Action.

7. With respect to the standing of my firm, attached hereto as Exhibit 2 is a firm résumé, which includes information about my firm and biographical information concerning the firm's attorneys.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed on June 3, 2022 in Plantation, Florida.

ROBERT D. KLAUSNER

EXHIBIT 1

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

KLAUSNER, KAUFMAN, JENSEN & LEVINSON

TIME REPORT

From Inception Through June 3, 2022

NAME	CURRENT HOURLY RATE	HOURS	LODESTAR
Partners			
Robert D. Klausner	$700	113.6	$79,520
Counsel / Associates			
Staff Attorneys			
Paralegals			
Investigators			
TOTALS	**$700**	**113.6**	**$79,520**

EXHIBIT 2

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

KLAUSNER, KAUFMAN, JENSEN & LEVINSON

FIRM RESUME

The law firm of **Klausner, Kaufman, Jensen & Levinson** specializes exclusively in the representation of retirement and benefit systems and related labor and employment relations matters. The firm has provided legal services to more than 200 state and local government retirement systems in more than 25 states and territories. The firm is composed of 7 lawyers in South Florida and Robert E. Tarzca, Of Counsel (New Orleans). In addition, we have six clerical/paraprofessional employees, an administrator, and a deputy administrator/conference director.

As a result of our substantial involvement on a national level in public employee retirement matters, we have developed a unique level of knowledge and experience. By concentrating our practice in the area of public employee retirement and related employment issues, we are able to keep a focus on changing trends in the law that more general practitioners would consider a luxury.

The law firm of Klausner, Kaufman, Jensen & Levinson, among the most highly regarded in the country in the area of pension issues, is frequently called upon as an educational and fiduciary consultant by state and local governments throughout the United States on some of the newest and most sophisticated issues involving public retirement systems. The examples of those areas are:

Plan Design

The firm provides services to dozens of public employee pension plans throughout the United States in the area of plan review, design, and legislative drafting. On both the state and local levels, statutes and ordinances are reviewed for the purposes of maintaining compliance with current and pending Internal Revenue Code Regulations affecting public plans, as well as compliance with provisions of the Americans With Disabilities Act, the Older Workers Protections Act, Veterans' re-employment laws, and the Pension Protection Act. When benefit changes occur we prepare all necessary legislative drafts and appear before the appropriate legislative body to answer questions concerning those drafts. We also offer creative solutions to plan design issues brought about by unexpected economic pressures and balancing those solutions against constitutional or statutory benefit guarantees.

Fiduciary Education

The primary duty of a pension fund lawyer is to ensure that the trustees do the right thing. It is our practice to design and present a variety of educational materials and programs which explain the general principles of fiduciary responsibility, as well as more specific principles regarding voting conflicts, compliance with open meeting laws, conflict of interest laws, etc. We regularly apprise the boards of trustees and administrators through newsletters, memoranda and updates on

our website of changes in the law, both legislatively and judicially, which impact upon their duties. We also conduct training workshops to improve the trustees' skills in conducting disability and other benefit hearings. As a result of our regular participation and educational programs on a monthly basis, all of the materials prepared as speaker materials for those programs are distributed without additional charge to our clients. Our firm provides its clients, as part of the fees charged for legal and consulting services, an annual pension conference in South Florida. This national event draws internationally known legal and financial experts and has been attended by more than 3500 trustees and administrators from throughout the United States. Only clients of the firm are permitted to attend and fees paid include attendance at the conference.

Plan Policies, Rules, and Procedures

It has been our experience that boards of trustees find themselves in costly and unnecessary litigation because of inconsistency in the administration of the fund. Accordingly, we have worked with our trustee clients in developing policies, rules, and procedures for the administration of the trust fund. The development of these rules ensures uniformity of plan practices and guarantees the due process rights of persons appearing before the board. They also serve to help organize and highlight those situations in which the legislation creating the fund may be in need of revision. By utilizing rule making powers, the board of trustees can help give definition and more practical application to sometimes vague legislative language.

Legal Counseling

In the course of its duties, the board of trustees and administrators will be called upon from time to time to interpret various provisions of the ordinance or statute which governs its conduct. The plan will also be presented with various factual situations which do not lend themselves to easy interpretation. As a result, counsel to the plan is responsible for issuing legal opinions to assist the trustees and staff in performing their function in managing the trust. It is our practice to maintain an orderly system of the issuance of legal opinions so that they can form part of the overall body of law that guides the retirement plan. As changes in the law occur, it is our practice to update those legal opinions to ensure that the subjects which they cover are in conformance with the current state of the law.

Summary Plan Descriptions

Many state laws require that pension plans provide their members with a plain language explanation of their benefits and rights under the plan. Given the complexity of most pension laws, it is also good benefits administration practice. Part of the responsibilities of a fiduciary is to ensure that plan members understand their rights and the benefits which they have earned. We frequently draft plain language summary plan descriptions using a format which is easily updatable as plan provisions change. We are also advising plans on liability issues associated with electronic communication between funds and members as part of our continuing effort at efficient risk management.

Litigation

Despite the best efforts and intentions of the trustees and staff, there will be times when the plan finds itself as either a plaintiff or defendant in a legal action. We have successfully defended retirement plans in claims for benefits, prosecuted actions regarding under-funding, constitutional questions, discrimination in plan design, and failure of plan fiduciaries to fulfill their responsibilities to the trust. The firm has substantial state and federal court trial and appellate experience, including the successful defense of a state retirement system in the Supreme Court of the United States. The firm also has a substantial role in monitoring securities litigation and regularly argues complex appellate matters on both the state and federal levels. We pride ourselves on the vigorous representation of our clients while maintaining close watch on the substantial costs that are often associated with litigation. We are often called upon to provide support in a variety of cases brought by others as expert witnesses or through appearance as an *amicus curiae*.

ATTORNEY BIOGRAPHY

ROBERT D. KLAUSNER:

Born Jacksonville, Florida, December 20, 1952; admitted to Florida Bar 1977; Texas Bar 2019; Wisconsin Bar 2021; U.S. District Court, Southern District of Florida, 1978; U.S. Court of Appeals, Fifth Circuit, 1981; U.S. Court of Appeals, Eleventh Circuit, 1997; U.S. Court of Claims,1998; U.S. Court of Appeals, Eighth Circuit, 2000; U.S. Supreme Court, 2000; U.S. Court of Appeals, Sixth Circuit, 2004; U.S. District Court, Middle District of Florida, 2005; U.S. Court of Appeals, Second Circuit, 2011; U.S. District Court, Northern District of Texas, 2011; U.S. Court of Appeals, Fourth Circuit, 2013; U.S. Court of Appeals, First Circuit 2014, U.S. Court of Appeals, Third Circuit, 2020.

Education:	University of Florida (B.A. with honors, 1974); University of Florida College of Law (J.D., 1977). Adjunct professor, Nova University Law School (1987 - 2005); adjunct professor, New York Institute of Technology, School of Labor Relations(1999-2003); instructor, Florida State University Center for Professional Development and Public Service (1980 - present); instructor, International Foundation of Employee Benefit Plans (1986 - present); instructor, National Association of State Retirement Administrators Conference (1996 - present); instructor, Labor Relations Information Systems (1990 - present); instructor, Florida Division of Retirement Pension Trustees School (1980 - present); Georgia Association of Public Pensions (2019-present); Fiduciary education instructor for retirement systems in multiple states.
Member:	The Florida Bar; Texas Bar; Wisconsin Bar; American Bar Association; Phi Beta Kappa; Phi Kappa Phi.
Publication:	Co-Author, State and Local Government Employment Liability, Thomson Reuters Publishing Co.

Author, State and Local Government Retirement Law: A Guide for Lawyers, Trustees, and Plan Administrators, Thomson Reuters Publishing Co.

Exhibit 7

EXHIBIT 7

In re Luckin Coffee Inc. Securities Litigation
Case No. 1:20-cv-01293-JPC-JLC (S.D.N.Y.)

BREAKDOWN OF ALL PLAINTIFFS' COUNSEL'S EXPENSES BY CATEGORY

CATEGORY	AMOUNT
Court Filing and Other Fees	$1,330.00
Service of Process	$935.75
PSLRA Notice Cost	$1,875.00
Postage & Express Mail	$1,193.12
Conference Calling / Long Distance	$1,529.54
On-line Legal / Factual Research	$40,691.99
External Reproduction Costs	$540.62
Internal Reproduction Costs	$730.80
Local Work-Related Transportation	$1,262.71
In-Office Working Meals	$470.63
Experts / Consultants	$404,089.16
Specialized Foreign Counsel	$221,144.52
Translation Services	$45,465.88
Court Reporters & Transcripts	$209.76
Interest Earned on Litigation Fund	($6.80)
TOTAL EXPENSES:	**$721,462.68**

Exhibit 8

2021 WL 1540996
Only the Westlaw citation is currently available.
United States District Court, N.D. California.

SEB INVESTMENT MANAGEMENT AB, individually and on behalf of all others similarly situated, Plaintiff,
v.
SYMANTEC CORPORATION and Gregory S. Clark, Defendants.

No. C 18-02902 WHA
|
Signed 04/20/2021

ORDER RE CONFLICT DISPUTE

WILLIAM ALSUP, United States District Judge

***1** This order resolves a pending question concerning the conduct of class counsel and lead plaintiff and an allegation that they engaged in play to pay, which means, "you hire me as counsel, and I'll make it up to you down the road." Such arrangements are adverse to the interests of the class because class counsel should be selected as the best lawyer for the class.

In this case, SEB Investment Management AB won the role of lead plaintiff. At the lead plaintiff selection hearing, SEB introduced Mr. Hans Ek as the staff member at SEB who would oversee the case if SEB won the job. SEB showcased his experience and abilities. The order appointing SEB said the following about him: "SEB identified Hans Ek, SEB's Deputy Chief Executive Officer, as being the individual in charge of managing its litigation responsibilities. In addition, SEB's in-house legal counsel will be advising Mr. Ek and assisting with overseeing the litigation" (Dkt. No. 88).

After SEB won the job, an order required Mr. Ek to interview law firms for the job of class counsel. SEB interviewed several firms but ultimately selected Bernstein, Litowitz, Berger & Grossmann, LLP (BLBG), its existing counsel, even though BLBG asked for a richer fee proposal than others. The Court deferred to lead plaintiff's judgment and appointed BLBG (*ibid.*).

Twenty-five months went by. Litigation churned forward. Then another law firm, Robbins, Geller, Rudman & Dowd, LLP, on behalf of a class member (Norfolk County Council as Administering Authority of the Norfolk Pension Fund) reported to the Court that Mr. Ek had left SEB and was now working for BLBG.

Upon inquiry by the Court, BLBG confirmed this.

Discovery was allowed into the problem and several hearings were held. After careful consideration of all the evidence and argument, the Court remains unable to determine whether the move of Mr. Ek to BLBG was coincidental versus culpable. It's possible that there was a *quid pro quo* of sorts but, if so, it's not clear in the evidence.

What is crystal clear is that BLBG held Mr. Ek out as the professional who would guide the class through the litigation and direct counsel. Also crystal clear is that BLBG and Mr. Ek failed to tell the Court that he had gone over to the counsel side, meaning had left SEB and joined BLBG. On his way out of SEB, he lateraled his case responsibilities to a colleague, another fact not disclosed to the Court.

The PLSRA established the statutory office of lead plaintiff, usually intended to be an institutional investor, for the very specific purpose of converting securities litigation from "lawyer driven" to "investor driven" wherein the lead plaintiff actually manages the case for the class, the lawyer no longer being in charge. When, as here, the very man or woman presented to the Court as the one who will carry out the PSLRA mandate winds up as an employee of the lawyer, one can easily ask whether a fundamental goal of the Act has been compromised.

Separate from this is the pay to play problem. If a law firm winks and nods and says, "Hire me as your class counsel and we'll return the favor down the road," then the class suffers because class counsel should instead be selected on the merits of who will best represent the class. The lead plaintiff owes a fiduciary duty to the class to select the best lawyer for the class, not to treat the selection as a tradeoff of favors.

***2** BLBG and SEB surely knew all these ramifications and knew how the undersigned judge felt about these issues. The appearance alone raises eyebrows, arched

eyebrows. BLBG should have avoided this spectacle. So should have SEB and so should have Mr. Ek. This is true even though discovery could not establish a clear-cut *quid pro quo.*

It's worth observing that while no clear-cut evidence of a *quid pro quo* emerged, discovery did show that BLBG's initial explanation to the Court proved misleading. At our hearing on January 21, 2021, Class Counsel Salvatore J. Graziano told the Court,

> [F]irst and foremost, we never thought or raised the possibility of Mr. Ek joining our firm when he was at SEB. That was back in 2018. He had no intention of leaving. We never thought would he leave. He publicly left a year later, December 1 of 2019

(Tr. at 4–5). After that hearing, the Court permitted discovery. Mr. Ek testified at his deposition that he "was employed by SEB until the last day of March" in 2020 (Ek. Dep. at 51). Moreover, BLBG had sent Mr. Ek a recruitment email on December 19, 2019, while SEB still employed him. In it, a BLBG attorney (on this case) said, "I know you said that you wanted to transition your work at SEB towards the end of the year before thinking about next steps. Now that we are almost at the end of the year, please know that I would love to continue to work with you" but "of course, I don't know what your plans are or if you have given your next steps any thought yet" (van Kwawegen Dep. at 55). In his brief summarizing Mr. Ek's testimony (and other discovery), Attorney Graziano walked back his January 21 representation, conceding, "BLB&G raised for the first time the prospect of working with Mr. Ek in late December [2019]," but said it was "irrelevant" (Dkt. No. 284-3 at 3). Attorney Graziano's brief continued, "[T]he sworn testimony on this issue confirms there was no "active recruitment" prior to February 2020" (*ibid.*). This shifting-sands set of explanations is concerning. But, still, it does not prove any *quid pro quo.*

We are too far into the case to replace SEB or BLBG, at least on this record. Instead, the Court believes these circumstances should be brought to the attention of the class and a new opportunity given to opt out. Counsel shall meet and confer on a form of notice and a timeline for distribution and opt-out. BLBG shall pay for the costs of notice, distribution, and opt-out. Please submit this within seven calendar days.

In addition, in future cases, both SEB in seeking appointment as a lead plaintiff and BLBG in seeking appointment as class counsel shall bring this order to the attention of the assigned judge and the decision-maker for the lead plaintiff who is to select counsel. This disclosure requirement shall last for three years from the date of this order.

IT IS SO ORDERED.

All Citations

Slip Copy, 2021 WL 1540996

Exhibit 9

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

IN RE WILMINGTON TRUST SECURITIES LITIGATION	Master File No. 10-cv-00990-ER (Securities Class Action)
This document relates to: ALL ACTIONS	Hon. Eduardo C. Robreno

ORDER AWARDING ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES

WHEREAS, this matter came on for hearing on November 5, 2018 (the "Settlement Hearing") on Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Class Members who could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in the *Investor's Business Daily* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and litigation expenses requested;

WHEREAS, pursuant to the Stipulation and Agreement of Settlement with Wilmington Trust Defendants and Underwriter Defendants dated May 15, 2018 (D.I. 821-1) (the "Wilmington Trust/Underwriter Stipulation"), a settlement fund of $200,000,000 plus all interest earned thereon (the "Wilmington Trust/Underwriter Settlement Fund") has been funded into escrow;

WHEREAS, pursuant to the Stipulation and Agreement of Settlement with KPMG dated May 25, 2018 (D.I. 821-2) (the "KPMG Stipulation," and together with the Wilmington

Trust/Underwriter Stipulation, the "Stipulations"), a settlement fund of $10,000,000 plus all interest earned thereon (the "KPMG Settlement Fund," and together with the Wilmington Trust/Underwriter Settlement Fund, the "Settlement Funds") has been funded into escrow; and

WHEREAS, this Order incorporates by reference the definitions in the Stipulations and in the Joint Declaration of Hannah Ross and Joseph E. White, III in Support of (I) Lead Plaintiffs' Motion for Final Approval of Class Action Settlements and Plan of Allocation and (II) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses dated September 17, 2018 (D.I. 836) (the "Joint Declaration"), and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulations or the Joint Declaration.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. **Jurisdiction** – The Court has jurisdiction to enter this Order and over the subject matter of the Action, as well as personal jurisdiction over all of the parties and each of the Class Members.

2. **Notice** – Notice of Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for an award of attorneys' fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. §§ 77z-1, 78u-4, as amended ("PSLRA"), and all other applicable law and rules; constituted the best notice practicable under the circumstances; and constituted due and sufficient notice to all persons and entities entitled thereto.

3. **Fee and Expense Award** – Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 28% of each of the Settlement Funds and $6,790,044.82 in

reimbursement of Plaintiffs' Counsel's litigation expenses (which expenses shall be paid from the Settlement Funds in proportion to the size of the Settlement Funds), which sums the Court finds to be fair and reasonable.

4. **Factual Findings** – In making this award of attorneys' fees and reimbursement of litigation expenses to be paid from the Settlement Funds, the Court has considered and found that:

(a) The approved Settlements have created a total cash recovery of $210,000,000 that has been funded into escrow pursuant to the terms of the Stipulations, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlements that occurred because of the efforts of Plaintiffs' Counsel;

(b) The fee sought by Lead Counsel has been reviewed and approved as reasonable by the Court-appointed Lead Plaintiffs, who oversaw the prosecution and resolution of the claims asserted in the Action on behalf of the Class;

(c) More than 92,000 copies of the Notice were mailed to potential Class Members and nominees stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed 28% of each Settlement Fund and reimbursement of litigation expenses in an amount not to exceed $7,500,000, and there were no objections to the requested attorneys' fees and expenses;

(d) Lead Counsel have conducted the litigation and achieved the Settlements with skill and dilligence;

(e) The Action raised a number of complex issues;

(f) Had Lead Counsel not achieved the Settlements there would remain a significant risk that Lead Plaintiffs and the other Class Members may have recovered less or nothing from Defendants;

(g) Plaintiffs' Counsel devoted more than 195,000 hours, with a lodestar value of approximately $79,976,000, to achieve the Settlements; and

(h) The amount of attorneys' fees awarded and litigation expenses to be reimbursed from the Settlement Funds are fair and reasonable and consistent with awards in similar cases.

5. **PLSRA Awards** – Lead Plaintiff Coral Springs Police Pension Fund is hereby awarded $7,556.00 from the Settlement Funds (which award shall be paid from the Settlement Funds in proportion to the size of the Settlement Funds) as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

6. Lead Plaintiff St. Petersburg Firefighters' Retirement System is hereby awarded $22,109.00 from the Settlement Funds (which award shall be paid from the Settlement Funds in proportion to the size of the Settlement Funds) as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

7. Lead Plaintiff Pompano Beach General Employees Retirement System is hereby awarded $11,538.24 from the Settlement Funds (which award shall be paid from the Settlement Funds in proportion to the size of the Settlement Funds) as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

8. Lead Plaintiff Merced County Employees' Retirement Association is hereby awarded $14,252.82 from the Settlement Funds (which award shall be paid from the Settlement Funds in proportion to the size of the Settlement Funds) as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

9. **No Impact on Judgments** – Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgments.

10. **Retention of Jurisdiction** – Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation, or enforcement of the Stipulations and this Order.

11. **Termination of Settlement** – In the event that either of the Settlements is terminated or the Effective Date of either of the Settlements otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulations.

12. **Entry of Order** – There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 19th day of November, 2018.

/s/ Eduardo C. Robreno
The Honorable Eduardo C. Robreno
United States District Judge

Exhibit 10

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE PFIZER INC. SECURITIES LITIGATION

No. 04-cv-9866 (LTS)(HBP)

ECF CASE

ORDER GRANTING LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

WHEREAS:

A. On December 21, 2016, a hearing was held before this Court to consider, among other things: (1) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Expenses (the "Fee and Expense Application"); and (2) the fairness and reasonableness of the Fee and Expense Application;

B. All interested Persons were afforded the opportunity to be heard;

C. The maximum amount of fees and litigation expenses that would be requested by Lead Counsel, including the maximum amount of costs and expenses to Plaintiffs incurred in connection with representing the Class, was set forth in the Notice of Proposed Settlement of Securities Class Action, Application for Attorneys' Fees and Expenses, and Settlement Fairness Hearing (the "Notice") that was disseminated to the Class in accordance with the Court's September 16, 2016 Order Preliminarily Approving Settlement, Directing Notice to Class Members, and Setting Hearing for Final Approval of Settlement (ECF No. 703, the "Preliminary Approval Order");

D. The Notice advised Class Members of their right to object to the Fee and Expense Application and that any objections to the Fee and Expense Application were required to be filed with the Court no later than November 28, 2016, and served on designated counsel for the Parties;

E. On November 11, 2016, Lead Counsel filed its Fee and Expense Application;

F. All objections relating to the Fee and Expense Application have been considered, and the Court has overruled all such objections; and

G. This Court has duly considered Lead Counsel's Fee and Expense Application, the declarations and memoranda of law submitted in support thereof, and all the submissions and arguments presented with respect thereto.

NOW, THEREFORE, after due deliberation and for the reasons stated on the record of the December 21, 2016 hearing, **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED**:

1. This Order hereby incorporates by reference the definitions in the Stipulation and Agreement of Settlement (*see* ECF No. 700, Ex. 1) (the "Settlement Agreement"), and all initial capitalized terms, unless otherwise defined herein, shall have the same meanings as set forth in the Settlement Agreement.

2. Lead Counsel is hereby awarded 28% of the $486 million Settlement Amount, plus interest at the same rate earned by the Settlement Fund, to be paid from the Settlement Fund.

3. Lead Counsel is hereby awarded the sum of $20,005,879.33 in litigation expenses, plus interest at the same rate earned by the Settlement Fund, to be paid from the Settlement Fund.

4. Lead Counsel shall allocate the attorneys' fees and expenses awarded amongst Plaintiffs' Counsel in a manner in which it in good faith believes reflects the contribution of such counsel to the prosecution and settlement of the Action.

5. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of $486 million in cash that has been funded into escrow pursuant to the terms of the Settlement Agreement, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

(b) The fee sought by Lead Counsel has been reviewed and approved as reasonable by the Court-appointed Class Representatives, including the institutional investor Lead Plaintiff, that oversaw the prosecution and resolution of the Action;

(c) Copies of the Notice were mailed to over 4.1 million potential Class Members and nominees stating that Lead Counsel, on behalf of Plaintiffs' Counsel, would ask the Court for an award of attorneys' fees not to exceed 30% of the Settlement Fund and expenses paid or incurred in connection with the institution, prosecution and resolution of the claims against Defendants in an amount not to exceed $25 million, plus interest, to be paid from the Settlement Fund;

(d) Plaintiffs' Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Plaintiffs' Counsel not achieved the Settlement there would remain a significant risk that Plaintiffs and the other members of the Class may have recovered less or nothing from Defendants;

(g) Plaintiffs' Counsel devoted more than 290,000 hours, with a lodestar value of over $120 million, to achieve the Settlement; and

(h) The amount of attorneys' fees and expenses awarded from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Teachers' Retirement System of Louisiana is hereby awarded $4,015, Class Representative Christine Fleckles is hereby awarded $7,500, Class Representative Julie Perusse is hereby awarded $5,000, and Class Representative Alden Chace is hereby awarded $5,000, for reimbursement of their costs and expenses directly related to their representation of the Class, to be paid from the Settlement Fund.

7. The Notice provided the best notice practicable under the circumstances. Said Notice provided due and adequate notice of these proceedings and the matters set forth herein, including the fee and litigation expense request, to all Persons entitled to such Notice, and said Notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, due process, the United States Constitution, §21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. §78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995, and all other applicable law and rules.

8. Any appeal or any challenge affecting this Court's approval of any attorneys' fees and expense application will in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

9. There is no just reason for delay in entry of this Order Granting Lead Counsel's Motion for an Award of Attorneys' Fee and Reimbursement of Expenses, and immediate entry of this Order by the Clerk of the Court is expressly directed.

SO ORDERED.

Dated: New York, New York
December 21, 2016

LAURA TAYLOR SWAIN
United States District Judge

Exhibit 11

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
WHITE PLAINS DIVISION

IN RE OXFORD HEALTH PLANS, INC. SECURITIES LITIGATION	MDL Dkt. No. 1222 (CLB)
THIS DOCUMENT APPLIES TO ALL CLASS ACTIONS	

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ORDER AND FINAL JUDGMENT WITH RESPECT TO OXFORD AND THE INDIVIDUAL DEFENDANTS

On the 11th day of June, 2003, a hearing having been held before this Court to determine: (1) whether the terms and conditions of the Stipulation and Agreements of Settlement dated April 14, 2003 (the "Stipulation") are fair, reasonable and adequate for the settlement of all claims asserted by the Class against Oxford Health Plans, Inc. ("Oxford") and Individual Defendants Jeffery H. Boyd, Andrew B. Cassidy, David A. Finkel, Robert M. Milligan, Benjamin H. Safirstein, Brendan R. Shanahan, Robert M. Smoler, Thomas A. Travers, William M. Sullivan, and Stephen F. Wiggins (collectively with Oxford the "Oxford Defendants") in the Complaint now pending in this Court under the above caption, including the release of the Oxford Defendants and the Oxford Released Parties from all Oxford Settled Claims, and should be approved; (2) whether judgment should be entered dismissing the Complaint on the merits and with prejudice in favor of the Oxford Defendants and as against all persons or entities who are members of the Class herein who have not requested exclusion therefrom; (3) whether to approve the Plan of Allocation as a fair and reasonable method to allocate the settlement proceeds among the members of the Class; and (4) whether and in what amount to award Plaintiffs' Counsel fees and reimbursement of expenses. The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing substantially in the form

approved by the Court was mailed to all persons or entities reasonably identifiable who purchased the common stock or call options of Oxford, or sold Oxford put options, during the period from November 6, 1996 through and including December 9, 1997 (the "Class Period"), and who were damaged thereby, except those persons or entities excluded from the definition of the Class or who previously excluded themselves from the Class, and that a summary notice of the hearing substantially in the form approved by the Court was published in the national edition of The Wall Street Journal pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested; and all capitalized terms used herein having the meanings as set forth and defined in the Stipulation.

Nothing in this Order and Final Judgment suggests that the prior dismissals by stipulation of Individual Defendants Robert M. Milligan, Benjamin H. Safirstein and Thomas A. Travers are in any way ineffective.

cet/USDS The Court having made its Findings of Fact and Conclusions of Law (See Transcript)

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court has jurisdiction over the subject matter of the Action, the plaintiffs, all Class Members, and the Oxford Defendants.

2. The Court finds that the prerequisites for a class action under Rules 23 (a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the number of Class Members is so numerous that joinder of all members thereof is impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of the Class Representatives are typical of the claims of the Class they seek to represent; (d) the Class Representatives have and will fairly and adequately represent the interests of the Class; (e) the questions of law and fact

common to the members of the Class predominate over any questions affecting only individual members of the Class; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finally certifies this action as a class action on behalf of all persons or entities who purchased the common stock of Oxford, or purchased Oxford call options or sold Oxford put options, during the period from November 6, 1996 through and including December 9, 1997, and who were damaged thereby (the "Class"), and a sub-class consisting of all persons or entities who purchased Oxford common stock contemporaneously with sales of such stock by Individual Defendants Stephen F. Wiggins, William M. Sullivan, Andrew B. Cassidy, Brendan R. Shanahan, Benjamin H. Safirstein, Robert M. Smoler, Robert M. Milligan, David Finkel, Jeffery H. Boyd and Thomas A. Travers during the Class Period, and who were damaged thereby (the "20A Sub-Class"). Excluded from the Class are Oxford, the Individual Defendants and KPMG LLP ("KPMG"), the officers and directors of the Company, members of the immediate families of the Individual Defendants and each of their legal representatives, heirs, successors, or assigns, and any entity in which any defendant has or had a controlling interest. Also excluded from the Class are the persons and/or entities who previously excluded themselves from the Class as listed on Exhibit A annexed hereto.

4. Notice of the proposed Settlements in this Action was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the terms and conditions of the proposed Settlements met the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15

U.S.C. 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

5. The Settlement with the Oxford Defendants is approved as fair, reasonable and adequate, and the parties are directed to consummate the Settlement with the Oxford Defendants in accordance with the terms and provisions of the Stipulation.

6. The Complaint, which the Court finds was filed on a good faith basis in accordance with the PSLRA and Rule 11 of the Federal Rules of Civil Procedure based upon all publicly available information, is hereby dismissed with prejudice and without costs as against the Oxford Defendants.

CAB|USDS 7. Members of the Class who have not previously and timely excluded themselves therefrom and the successors and assigns of any of them are hereby permanently barred and enjoined from instituting, commencing or prosecuting any and all claims, rights, demands, suits, matters, issues, causes of action, or liabilities whatsoever, whether known or unknown, against the Oxford Defendants and/or the Oxford Released Parties whether under federal, state, local, statutory or common law or any other law, rule or regulation, and whether directly, indirectly, representatively or in any other capacity, in connection with, based upon, arising out of, or relating in any way to any allegations, claims, transactions, facts, matters or occurrences, representations or omissions involved, set forth, referred to or that could have been asserted by the Class Members in this Action relating to the purchase of Oxford common stock and/or purchase of Oxford call options and/or sale of Oxford put options during the Class Period,

including, but not limited to claims in connection with, based upon, arising out of, or relating to the Settlement (but excluding any claims to enforce the terms of the Settlement) (the "Oxford Settled Claims") against Oxford and the Individual Defendants, their past or present subsidiaries, parents, successors and predecessors, officers, directors, shareholders, agents, employees, attorneys, advisors, investment advisors, insurers, co-insurers, and reinsurers, and any person, firm, trust, corporation, foundation, officer, director or other individual or entity in which Oxford or any Individual Defendant has a controlling interest or which is related to or affiliated with Oxford or any of the Individual Defendants, and the legal representatives, heirs, successors in interest or assigns of Oxford and the Individual Defendants (the "Oxford Released Parties"). The Oxford Settled Claims are hereby compromised, settled, released, discharged and dismissed as against the Oxford Released Parties on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

8. Oxford and the Individual Defendants, and the successors and assigns of any of them, are hereby permanently barred and enjoined from instituting, commencing or prosecuting, either directly or in any other capacity, any and all claims, rights or causes of action or liabilities whatsoever, whether based on federal, state, local, statutory or common law or any other law, rule or regulation, including both known claims and unknown claims, that have been or could have been asserted in the Action the Derivative Action or any forum by the Defendants or any of them or the successors and assigns of any of them against any of the Plaintiffs, Class Members or their attorneys, which arise out of or relate in any way to the institution, prosecution, or settlement of the Action except claims relating to the enforcement of the settlement of the Action (the "Settled Defendants' Claims"). The Settled Defendants' Claims of all of the Oxford

Released Parties are hereby compromised, settled, released, discharged and dismissed on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

9. Pursuant to the PSLRA and 15 U.S.C. § 78u-4(f)(7), the Oxford Released Parties are hereby discharged from all claims for contribution by any person or entity, including without limitation the KPMG Released Parties, whether arising under state, federal or common law, based upon, arising out of, relating to, or in connection with the Oxford Settled Claims of the Class or any Class Member. Accordingly, to the full extent provided by the PSLRA, the Court hereby (i) bars any action by any person, including, but not limited to, KPMG, for contribution against the Oxford Defendants arising out of the Action, and (ii) bars any action by the Oxford Defendants against any person, including, but not limited to, KPMG, for contribution arising out of the Action.

10. Neither this Order and Final Judgment, the Stipulation, nor any of its terms and provisions, nor any of the negotiations or proceedings connected with it, nor any of the documents or statements referred to therein shall be:

(a) offered or received against Oxford and the Individual Defendants as evidence of or construed as or deemed to be evidence of any presumption, concession, or admission by any of Oxford and the Individual Defendants with respect to the truth of any fact alleged by plaintiffs or the validity of any claim that had been or could have been asserted in the Action or in any litigation, or the deficiency of any defense that has been or could have been asserted in the Action or in any litigation, or of any liability, negligence, fault, or wrongdoing of Oxford and the Individual Defendants;

(b) offered or received against Oxford and the Individual Defendants as evidence of a presumption, concession or admission of any fault, misrepresentation or omission with respect to any statement or written document approved or made by Oxford or any Individual Defendant, or against the plaintiffs and the Class as evidence of any infirmity in the claims of plaintiffs and the Class;

(c) offered or received against Oxford and the Individual Defendants or against the plaintiffs or the Class as evidence of a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against any of the parties to the Stipulation, in any other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; provided, however, that Oxford and the Individual Defendants may refer to the Stipulation to effectuate the liability protection granted them thereunder;

(d) construed against Oxford and the Individual Defendants or the plaintiffs and the Class as an admission or concession that the consideration to be given hereunder represents the amount which could be or would have been recovered after trial; or

(e) construed as or received in evidence as an admission, concession or presumption against plaintiffs or the Class or any of them that any of their claims are without merit or that damages recoverable under the Complaint would not have exceeded the Settlement Fund.

11. The Plan of Allocation is approved as fair and reasonable, and Plaintiffs' Lead Counsel and the Claims Administrator are directed to administer the Stipulation in accordance with its terms and provisions.

12. The Court finds that all parties and their counsel have complied with each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all proceedings herein.

13. Plaintiffs' Counsel are hereby awarded 28 % of the Gross Oxford Settlement Fund in fees, which the Court finds to be fair and reasonable, and $ 4,782,323.14 in reimbursement of expenses, which expenses shall be paid to Plaintiffs' Lead Counsel from the Gross Oxford Settlement Fund with interest from the date such Settlement Fund was funded to the date of payment at the same net rate that the Gross Oxford Settlement Fund earns. The award of attorneys' fees shall be allocated among Plaintiffs' Counsel in a fashion which, in the opinion of Plaintiffs' Lead Counsel, fairly compensates Plaintiffs' Counsel for their respective contributions in the prosecution of the Action.

14. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order and Final Judgment, and including any application for fees and expenses incurred in connection with administering and distributing the settlement proceeds to the members of the Class.

15. Without further order of the Court, the parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

16. There is no just reason for delay in the entry of this Order and Final Judgment and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54 (b) of the Federal Rules of Civil Procedure.

Dated: White Plains, New York
June 12, 2003

Charles Brieant
HONORABLE CHARLES L. BRIEANT
UNITED STATES DISTRICT JUDGE

IN RE OXFORD HEALTH PLANS, INC. SECURITIES LITIGATION
MDL Dkt No. 1222 (CLB)

SCHEDULE A

PERSONS / ENTITIES EXCLUDED FROM THE CLASS

LAST NAME	FIRST NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP
Adinaro	Peter	3384 Forestwood Dr.		Suwanee	GA	30024
Allegheny Co. Ret Bo		525 William Penn Place	Suite 3631	Pittsburgh	PA	15259
Amos	Bobby	2209 Thistle Circle		Kearney	MO	64060
Anello	Santo & Lillian	351 Boscombe Ave		Staten Island	NY	10309
Batten	Hugh	159 Avenida Majorca	Unit A	Laguna Hills	CA	92653
Baumgartner	Janet E.	350 Sharon Park Dr.	Apt. 1-24	Menlo Park	CA	94025
Beattie	Sue Ann	12822 Dornoch Ct. SE		Ft Myers	FL	33912
Brown	Lola H.	3306 S Linden Ave.		Springfield	MO	65804
Bryant	Christopher	164 Oakwood Ave.		Bayport	NY	11705
Buckles	Ray	539 Monceau Dr.		St. Louis	MO	63135
Buckles	Gail	539 Monceau Dr.		St. Louis	MO	63135
Caruthers	Byron C. & Helen M.	2608 Kidd Dr.		Arlington	TX	76013
Castens	Bert	1228 Almondwood Dr.		New Port Richey	FL	34655
Costello	John & Margaret Libretto	840 Strang Drive		Wantaugh	NY	11793
Cummins	Joanne	1803 Melissa		Longview	TX	75605
Ehrman	Sam & Jacob	104-20 Queens Blvd.	Apt. 16M	Forest Hills	NY	11375
Franz	Lois	16327 Crescent Dr SW		Vashon	WA	98070
Freier	Jerri	815 Millwood Ave.		Roseville	MN	55113
Gaines	William	122 Woodcrest Dr.		Cartersville	GA	30120
Gallozzi	Ennio	621 N Saint Asaph St.	Apt. 310	Alexandria	VA	22314
Gallozzi	Margaret	621 N Saint Asaph St.	Apt. 310	Alexandria	VA	22314
Garrett	Gerald	9426 SE 52nd St.		Mercer Island	WA	98040
Gay	Charles	33 Southgate Circle		Massapequa Pk	NY	11762
Godowski	Robert T.	746 Hamilton Ave.		Watertown	CT	06795
Halim	Angelica	940 N Foothill Rd.		Beverly Hills	CA	90210
Harris	Richard	33351 Fargo		Livonia	MI	48152
Harshman	Ronald	2120 Los Rios Blvd		Plano	TX	75074
Hubbard	Vincent & Helen	10 Tomoka Pl		Summerfield	FL	34491
Jung	Cheryl Ann	247 West 15th St.	Apt. 2B	New York	NY	10011
Kessler	Jay	33 Paige Ln.		Moriches	NY	11955
King	Shirley A.	231 W Horizon Ridge	Apt. 723	Henderson	NV	89012
Korde	Abhay A. & Varsha A.	1250 Mill Shyre Way		Lawrenceville	GA	30043
Kotsiris, Jr.	John	PO Box 87		Vineland	NJ	08362
Lakier	Andrew	Derstine & Cannon Aves	PO Box 854	Lansdale	PA	19446
Lemmo	Ernest & Santa	314 Tompkins Ave.		Mamaroneck	NY	10543
Lerch	Archie	185 Gebhardt Rd.		Penfield	NY	14526
Mattoli	John	5560 Bayview Drive		Fort Lauderdale	FL	33308
Meyers	Jamie & Penni	27 Wolfpit Road		Southbury	CT	06488
Miller	Marilyn	7230 Maplewood Dr.		Indianapolis	IN	46227
Molineaux	Diana B.	3001 Veazey Terr. NW	Apt. #116	Washington	DC	20008
Nance	David & Carolyn M.	1347 Lake Valley Dr.		Fenton	MI	48430
Nicola	Daniel J.	122 Bala Avenue		Bala Cynwyd	PA	19004
Pasich	Dean	88 Pukoo Street	#609	Honolulu	HI	96814
Popescu	Valentin	3001 Veazey Terr. NW	Apt. #116	Washington	DC	20008
Puryear	Joe	949 Knoll Park Lane		Fallbrook	CA	92028
Raymon	Jonathan	P.O. Box 76		Crompond	NY	10517
Reid, Jr.	John F.	70 Thistle Patch Way		Hingham	MA	02043

LAST NAME	FIRST NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP
Reuter	Eleanor	117 B Heritage Village		Southbury	CT	06488
Rice	Edna	1915 Lohman's Crossing		Lakeway	TX	78734
Ricker	Ann	703 W Washington St.		Urbana	IL	61801
Sally	Marilyn	345 Oakwood Ave		Bayport	NY	11705
Santoro	Dorothy	2701 Byron Drive		Las Vegas	NV	89134
Sinclair	David N.	22366 Claibourne Ln		Saugus	CA	91350
Soud	Wayne K.	1135 Queensgate Dr. SE		Smyrna	GA	30082
Straus	Philippa B.	3004 Brookwood Rd.		Birmingham	AL	35223
Tarrant	Margaret	100 Colfax Avenue	Apt. 7Y	Staten Island	NY	10306
Van Fossan	Mary Dougherty	Unknown		Trappe	MD	21673
Vidal, MD	Jose H.	2693 La Casita Avenue		Las Vegas	NV	89120
Voisine	Reed A. & Marilyn G.	43 Anthony Drive		Bristol	CT	06010
Whiteford	Audrey	PO Box 50487		Phoenix	AZ	85076
Whitney	David	1401 Maharis Rd.		Virginia Beach	VA	23455
Wiener	Benjamin & Shirley	2 Fountain Lane	Apt. 1G	Scarsdale	NY	10583

LEXSEE 2003 U.S. DIST. LEXIS 26795

Analysis
As of: Nov 04, 2009

IN RE OXFORD HEALTH PLANS, INC. SECURITIES LITIGATION; THIS DOCUMENT APPLIES TO ALL CLASS ACTIONS

MDL Dkt. No. 1222 (CLB)

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, WHITE PLAINS DIVISION

2003 U.S. Dist. LEXIS 26795

June 12, 2003, Decided
June 12, 2003, Filed

PRIOR HISTORY: *In re Oxford Health Plans Inc., Sec. Litig., 244 F. Supp. 2d 247, 2003 U.S. Dist. LEXIS 2234 (S.D.N.Y., 2003)*

CASE SUMMARY:

PROCEDURAL POSTURE: A hearing was held to determine whether the settlement agreement in a securities class action should be approved, whether judgment should be entered dismissing the complaint on the merits and with prejudice in favor of defendant and as against all persons or entities who were members of the class who had not requested exclusion, whether to approve the plan of allocation, and whether and in what amount to award plaintiffs' counsel fees.

OVERVIEW: The court found that the prerequisites for a class action under *Fed. R. Civ. P. 23(a)* and *(b)(3)* had been satisfied, and it certified the action as a class action. Further, the court found that the settlement was approved as fair, reasonable, and adequate, and the parties were directed to consummate the settlement with defendant in accordance with the terms and provisions of the stipulation. The complaint, which the court found was filed on a good faith basis in accordance with the Private Securities Litigation Reform Act and *Fed. R. Civ. P. 11* based upon all publicly available information, was dismissed with prejudice and without costs. Moreover, the court found that the plan of allocation was approved as fair and reasonable, and plaintiffs' counsel were awarded 28 percent of the settlement fund in fees, and $ 1,594,107.73 in reimbursement of expenses.

OUTCOME: The settlement and plan of allocation were approved and the complaint was dismissed. Plaintiffs' counsel were awarded 28 percent of the settlement fund in fees and $ 1,594,107.73 in reimbursement of expenses. Exclusive jurisdiction was retained over the parties and the class members for all matters relating to the action.

CORE TERMS: settlement, entity, class action, successors, notice, assigns, common stock, common law, discharged, damaged, unknown, fault, questions of law, call options, sub-class, pendency, settlement proceeds, attorneys' fees, causes of action, reimbursement, permanently, instituting, prosecuting, compromised, commencing, wrongdoing, effectuate, enjoined, omission

COUNSEL: **[*1]** For Metro Services, Inc., Plaintiff: Richard B. Dannenberg, Lowey Dannenberg Bemporad & Sellinger, P.C., White Plains, NY; Robert M. Roseman, Spector, Roseman & Kodroff, P.C., Philadelphia, PA; Stanley D Bernstein, Bernstein Liebhard & Lifshitz, LLP, New York, NY.

For Anthony P. Uzzo, for the Anthony P. Uzzo Defined Benefit Keogh Plan and as Trustee of the A. Uzzo & Co.

Pension Trust of Purchase, New York, Anthony Siniscalchi, Blaise Fredella, Plaintiffs: Richard B. Dannenberg, Spector, Roseman & Kodroff, P.C., Philadelphia, PA.

For Worldco, LLC, Gateway Capital Partners, LP, Lawrence Group Partners, LP, PTJP Partners, LP, Murray Berman, Marko Jerovsek, Julian Hill, Ellen Loring, Benjamin A. Corteza, Geoffrey M. Gyrisco, Dr. Robert J. Rosenkranz, Plaintiffs: Jill Rosell, Lowey Dannenberg Bemporad & Selinger, White Plains, NY.

For North River Trading Company, LLC, John Turner, Plaintiffs: Mark C. Gardy, Abbey, Gardy & Squitieri, L.L.P., New York, NY.

For Edna Roth, Derivatively on behalf of Oxford Health Plans, Inc. a Delaware Corporation, Plaintiff: Karen L. Morris, Morris and Morris, Wilmington, DE.

For Arthur Plevy, Derivatively on behalf of Oxford Health **[*2]** Plans, Inc., Plaintiff: Glen DeValerio, Berman Devalerio & Pease, Boston, Ma.

For Judith Mosson, Plaintiff: Paul Oliva Paradis, Pomerantz Levy Haudek Block & Grossman, New York, NY.

For Clark Boyd, Jane Boyd, Dane Field, Derivatively and on behalf of Oxford Health Plans, Inc., Plaintiffs: Joseph Harry Weiss, Weiss & Yourman, New York, NY.

For Angeles Glick, Derivatively on behalf of Oxford Health Plans, Inc., Plaintiff: Marc I. Gross, Pomerantz, Levy, Haukek, Block & Grossman, New York, NY.

For Howard Vogel Retirement Plan, Plaintiff: Bruce D. Bernstein, Milberg Weiss et al., New York, NY; Deborah Clark Weintraub, Janine Lee Pollack, Patricia M. Hynes, Milberg Weiss Bershad Hynes & Lerach LLP, New York, NY.

For Cheryl Fisher, William Steiner, Plaintiffs: Robert I. Harwood, Wechsler Harwood LLP, New York, NY.

For Public Employees Retirement Association of Colorado, Plaintiff: Denise T. DiPersio, Jay W. Eisenhofer, Stuart M. Grant, Grant & Eisenhofer, P.A., Wilmington, DE.

For PBHG Growth II Portfolio, PBHG Large Cap Growth Portfolio, PBHG Select 20 Portfolio, PBHG Large Cap Growth Fund, PBHG Large Cap 20 Fund, Plaintiffs: Martin D. Chitwood, Chitwood **[*3]** & Harley, Atlanta, GA.

For Paul J. Silvester, as Treasurer of the State of Connecticut and as Trustee of the State of Connecticut Retirement Plans and Trust Funds, Plaintiff: William J. Prensky, Office of the Attorney General, Hartford, Ct.

For Mead Ann Krim, on behalf of herself and all others similarly situated, Plaintiff: Laura M. Perrone, The Law Firm of Harvey Greenfield, New York, NY.

For Oxford Health Plans, Inc., Defendant: Philip L. Graham, Jr., Sullivan & Cromwell, New York, NY.

For Stephen F. Wiggins, Andrew B. Cassidy, Defendants: Peter J. Beshar, Gibson, Dunn & Crutcher LLP, New York, NY.

For Robert B. Milligan, Jr., Defendant: Maureen C. Shay, Latham & Watkins, New York, NY.

For KPMG Peat Marwick LLP, Defendant: Kelly Marie Hnatt, Willkie Farr & Gallagher LLP, New York, NY; Richard L. Klein, Willkie Farr & Gallagher, New York, NY.

For Reliance Insurance CO., Movant: Diane L. Van Epps, Duane, Morris & Heckscher LLP, Briarcliff Manor, NY.

JUDGES: HONORABLE CHARLES L. BRIEANT, UNITED STATES DISTRICT JUDGE.

OPINION BY: HONORABLE CHARLES L. BRIEANT

OPINION

ORDER AND FINAL JUDGMENT WITH RESPECT TO KPMG LLP

On the 11th day of June, 2003, a hearing **[*4]** having been held before this Court to determine: (1) whether the terms and conditions of the Stipulation and Agreements of Settlement dated April 14, 2003 (the "Stipulation") are fair, reasonable and adequate for the settlement of all claims asserted by the Class against KPMG in the Complaint now pending in this Court under the above caption, including the release of KPMG and the KPMG Released Parties from all KPMG Settled Claims, and should be approved; (2) whether judgment should be entered dismissing the Complaint on the merits and with prejudice in favor of KPMG and as against all persons or entities who are members of the Class herein who have not requested exclusion therefrom; (3) whether to approve the Plan of Allocation as a fair and reasonable method to allocate the settlement proceeds among the members of the Class; and (4) whether and in what

amount to award Plaintiffs' Counsel fees and reimbursement of expenses. The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing substantially in the form approved by the Court was mailed to all persons or entities reasonably identifiable, who purchased the common **[*5]** stock of Oxford Health Plans, Inc. ("Oxford"), or purchased Oxford call options or sold Oxford put options, during the period from November 6, 1996 through and including December 9, 1997 (the "Class Period"), and who were damaged thereby, except those persons or entities excluded from the definition of the Class or who previously excluded themselves from the Class, and that a summary notice of the hearing substantially in the form approved by the Court was published in the national edition of *The Wall Street Journal* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested; and all capitalized terms used herein having the meanings as set forth and defined in the Stipulation.

The Court having made its Finding of Fact and Conclusion of Law (see transept)

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court has jurisdiction over the subject matter of the Action, the plaintiffs, all Class Members, and KPMG.

2. The Court finds that the prerequisites for a class action under *Rules 23 (a)* and *(b)(3)* of the Federal Rules of Civil Procedure have been satisfied **[*6]** in that: (a) the number of Class Members is so numerous that joinder of all members thereof is impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of the Class Representatives are typical of the claims of the Class they seek to represent; (d) the Class Representatives have and will fairly and adequately represent the interests of the Class; (e) the questions of law and fact common to the members of the Class predominate over any questions affecting only individual members of the Class; and (f) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

3. Pursuant to *Rule 23 of the Federal Rules of Civil Procedure*, this Court hereby finally certifies this action as a class action on behalf of all persons or entities who purchased the common stock of Oxford, or purchased Oxford call options or sold Oxford put options, during the period from November 6, 1996 through and including December 9, 1997, and who were damaged thereby (the "Class"), and a sub-class consisting of all persons or entities who purchased Oxford common stock contemporaneously with sales **[*7]** of such stock by Individual Defendants Stephen F. Wiggins, William M. Sullivan, Andrew B. Cassidy, Brendan R. Shanahan, Benjamin H. Safirstein, Robert M. Smoler, Robert M. Milligan, David Finkel, Jeffery H. Boyd and Thomas A. Travers during the Class Period, and who were damaged thereby (the "20A Sub-Class"). Excluded from the Class are Oxford, the Individual Defendants and KPMG LLP ("KPMG") (collectively, the "Defendants"), the officers and directors of the Company, members of the immediate families of the Individual Defendants and each of their legal representatives, heirs, successors, or assigns, and any entity in which any defendant has or had a controlling interest. Also excluded from the Class are the persons and/or entities who previously excluded themselves from the Class as listed on Exhibit A annexed hereto.

4. Notice of the pendency of this Action as a class action and of the proposed Settlement was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the pendency of the action as a class action and of the terms and conditions of the proposed Settlement met the requirements of *Rule 23 of the Federal Rules* **[*8]** *of Civil Procedure*, Section 21D(a)(7) of the Securities Exchange Act of 1934, *15 U.S.C. 78u-4(a)(7)* as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

5. The Settlement with KPMG is approved as fair, reasonable and adequate, and the parties are directed to consummate the Settlement with KPMG in accordance with the terms and provisions of the Stipulation.

6. The Complaint, which the Court finds was filed on a good faith basis in accordance with the PSLRA and *Rule 11 of the Federal Rules of Civil Procedure* based upon all publicly available information, is hereby dismissed with prejudice and without costs as against KPMG.

7. Members of the Class who have not previously and timely excluded themselves therefrom and the successors and assigns of any of them are hereby permanently barred and enjoined from instituting, commencing or prosecuting any and all claims, rights, demands, suits, matters, issues, **[*9]** causes of action, or liabilities whatsoever, whether known or unknown, against KPMG and/or the KPMG Released Parties whether under federal, state, local, statutory or common law or any other law, rule or regulation, in connection with, based upon, arising out of, or relating in any way to any allegations, claims, transactions, facts, matters or occurrences, representations or omissions involved, set forth, referred to or that could have been asserted in the Action relating to the

purchase of Oxford common stock and/or purchase of Oxford call options and/or sale of Oxford put options during the Class Period, including, but not limited to claims in connection with, based upon, arising out of, or relating to the Settlement (but excluding any claims to enforce the terms of the Settlement) (the "KPMG Settled Claims") against KPMG and its present and former partners, principals, employees, predecessors, successors, affiliates, officers, attorneys, agents, insurers and assigns (the "KPMG Released Parties"). The KPMG Settled Claims are hereby compromised, settled, released, discharged and dismissed as against the KPMG Released Parties on the merits and with prejudice by virtue of the proceedings **[*10]** herein and this Order and Final Judgment.

8. KPMG and its successors and assigns, are hereby permanently barred and enjoined from instituting, commencing or prosecuting, either directly or in any other capacity, any and all claims, rights or causes of action or liabilities whatsoever, whether based on federal, state, local, statutory or common law or any other law, rule or regulation, including both known claims and unknown claims, that have been or could have been asserted in the Action or any forum by the Defendants or any of them or the successors and assigns of any of them against any of the Plaintiffs, Class Members or their attorneys, which arise out of or relate in any way to the institution, prosecution, or settlement of the Action except claims relating to the enforcement of the settlement of the Action (the "Settled Defendants' Claims"). The Settled Defendants' Claims of all of the KPMG Released Parties are hereby compromised, settled, released, discharged and dismissed on the merits and with prejudice by virtue of the proceedings herein and this Order and Final Judgment.

9. Pursuant to the PSLRA and *15 U.S.C. § 78u-4(f)(7)*, the KPMG Released Parties **[*11]** are hereby discharged from all claims for contribution by any person or entity, including without limitation the Oxford Released Parties, whether arising under state, federal or common law, based upon, arising out of, relating to, or in connection with the KPMG Settled Claims of the Class or any Class Member. Accordingly, to the full extent provided by the PSLRA, the Court hereby (i) bars any action by any person, including, but not limited to, the Oxford Defendants, for contribution against KPMG arising out of the Action, and (ii) bars any action by KPMG against any person, including, but not limited to, the Oxford Defendants, for contribution arising out of the Action.

10. Neither this Order and Final Judgment, the Stipulation, nor any of its terms and provisions, nor any of the negotiations or proceedings connected with it, nor any of the documents or statements referred to therein shall be:

(a) offered or received against KPMG as evidence of or construed as or deemed to be evidence of any presumption, concession, or admission by KPMG with respect to the truth of any fact alleged by plaintiffs or the validity of any claim that had been or could have been asserted in the Action **[*12]** or in any litigation, or the deficiency of any defense that has been or could have been asserted in the Action or in any litigation, or of any liability, negligence, fault, or wrongdoing of KPMG;

(b) offered or received against KPMG as evidence of a presumption, concession or admission of any fault, misrepresentation or omission with respect to any statement or written document approved or made by KPMG, or against the plaintiffs and the Class as evidence of any infirmity in the claims of plaintiffs and the Class;

(c) offered or received against KPMG or against the plaintiffs or the Class as evidence of a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against any of the parties to the Stipulation, in any other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; provided, however, that KPMG may refer to the Stipulation to effectuate the liability protection granted it thereunder;

(d) construed against KPMG or the plaintiffs and the Class as an admission or concession that the consideration **[*13]** to be given hereunder represents the amount which could be or would have been recovered after trial; or

(e) construed as or received in evidence as an admission, concession or presumption against plaintiffs or the Class or any of them that any of their claims are without merit or that damages recoverable under the Complaint would not have exceeded the KPMG Settlement Amount.

11. The Plan of Allocation is approved as fair and reasonable, and Plaintiffs' Lead Counsel and the Claims Administrator are directed to administer the Stipulation in accordance with its terms and provisions.

12. The Court finds that all parties and their counsel have complied with each requirement of *Rule 11 of the Federal Rules of Civil Procedure* as to all proceedings herein.

13. Plaintiffs' Counsel are hereby awarded 28% of the Gross KPMG Settlement Fund in fees, which the Court finds to be fair and reasonable, and $ 1,594,107.73 in reimbursement of expenses, which expenses shall be paid to Plaintiffs' Lead Counsel from the Gross KPMG Settlement Fund with interest from the date such Gross KPMG Settlement Fund was funded to the date of pay-

ment at the same net rate that **[*14]** the Gross KPMG Settlement Fund earns. The award of attorneys' fees shall be allocated among Plaintiffs' Counsel in a fashion which, in the opinion of Plaintiffs' Lead Counsel, fairly compensates Plaintiffs' Counsel for their respective contributions in the prosecution of the Action.

14. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order and Final Judgment, and including any application for fees and expenses incurred in connection with administering and distributing the settlement proceeds to the members of the Class.

15. Without further order of the Court, the parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

16. There is no just reason for delay in the entry of this Order and Final Judgment and immediate entry by the Clerk of the Court is expressly directed pursuant to *Rule 54(b) of the Federal Rules of Civil Procedure.* Dated: White Plains, New York

June 12, 2003

HONORABLE CHARLES L. BRIEANT

UNITED STATES **[*15]** DISTRICT JUDGE

SCHEDULE A

PERSONS / ENTITIES EXCLUDED FROM THE CLASS

LAST NAME	FIRST NAME	ADDRESS 1	ADDRESS 2
Adinaro	Peter	3384 Forestwood Dr.	
Allegheny		525 William Penn Place	Suite 3631
Co. Ret Bo			
Amos	Bobby	2209 Thistle Circle	
Anello	Santo & Lillian	351 Boscombe Ave	
Batten	Hugh	159 Avenida Majorca	Unit A
Baumgartner	Janet E.	350 Sharon Park Dr.	Apt. 1-24
Beattie	Sue Ann	12822 Dornoch Ct. SE	
Brown	Lola H.	3306 S Linden Ave.	
Bryant	Christopher	164 Oakwood Ave.	
Buckles	Ray	539 Monceau Dr.	
Buckles	Gail	539 Monceau Dr.	
Caruthers	Byron C. & Helen M.	2608 Kidd Dr.	
Castens	Bert	1228 Almondwood Dr.	
Costello	John & Margaret Libretto	840 Strang Drive	
Cummins	Joanne	1803 Melissa	

PERSONS / ENTITIES EXCLUDED FROM THE CLASS			
LAST NAME	FIRST NAME	ADDRESS 1	ADDRESS 2
Ehrman	Sam & Jacob	104-20 Queens Blvd.	Apt. 16M
Franz	Lois	16327 Crescent Dr SW	
Freier	Jerri	815 Millwood Ave.	
Gaines	William	122 Woodcrest Dr.	
Gallozzi	Ennio	621 N Saint Asaph St.	Apt. 310
Gallozzi	Margaret	621 N Saint Asaph St.	Apt. 310
Garrett	Gerald	9426 SE 52nd St.	
Gay	Charles	33 Southgate Circle	
Godowski	Robert T.	746 Hamilton Ave.	
Halim	Angelica	940 N Foothill Rd.	
Harris	Richard	33351 Fargo	
Harshman	Ronald	2120 Los Rios Blvd	
Hubbard	Vincent & Helen	10 Tomoka Pl	
Jung	Cheryl Ann	247 West 15th St.	Apt. 2B
Kessler	Jay	33 Paige Ln.	
King	Shirley A.	231 W Horizon Ridge	Apt. 723
Korde	Abhay A. & Varsha A.	1250 Mill Shyre Way	
Kotsiris, Jr.	John	PO Box 87	
Lakier	Andrew	Derstine & Cannon Aves	PO Box 854
Lemmo	Ernest & Santa	314 Tompkins Ave.	
Lerch	Archie	185 Gebhardt Rd.	
Mattoli	John	5560 Bayview Drive	
Meyers	Jamie & Penni	27 Wolfpit Road	
Miller	Marilyn	7230 Maplewood Dr.	

PERSONS / ENTITIES EXCLUDED FROM THE CLASS			
LAST NAME	FIRST NAME	ADDRESS 1	ADDRESS 2
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Nance	David & Carolyn M.	1347 Lake Valley Dr.	
Nicola	Daniel J.	122 Bala Avenue	
Pasich	Dean	88 Pukoo Street	# 609
Popescu	Valentin	3001 Veazey Terr. NW	Apt. # 116
Puryear	Joe	949 Knoll Park Lane	
Raymon	Jonathan	P.O. Box 76	
Reid, Jr.	John F.	70 Thistle Patch Way	
Reuter	Eleanor	117 B Heritage Village	
Rice	Edna	1915 Lohman's Crossing	
Ricker	Ann	703 W Washington St.	
Sally	Marilyn	345 Oakwood Ave	
Santoro	Dorothy	2701 Byron Drive	
Sinclair	David N.	22366 Claibourne Ln	
Soud	Wayne K.	1135 Queensgate Dr. SE	
Straus	Philippa B.	3004 Brookwood Rd.	
Tarrant	Margaret	100 Colfax Avenue	Apt. 7Y
Van Fossan	Mary Dougherty	Unknown	
Vidal, MD	Jose H.	2693 La Casita Avenue	
Voisine	Reed A. & Marilyn G.	43 Anthony Drive	
Whiteford	Audrey	PO Box 50487	
Whitney	David	1401 Maharis Rd.	
Wiener	Benjamin & Shirley	2 Fountain Lane	Apt. 1G

PERSONS / ENTITIES EXCLUDED FROM THE CLASS			
LAST NAME	CITY	STATE	ZIP
Adinaro	Suwanee	GA	30024
Allegheny	Pittsburgh	PA	15259
Co. Ret Bo			
Amos	Kearney	MO	64060
Anello	Staten Island	NY	10309
Batten	Laguna Hills	CA	92653
Baumgartner	Menlo Park	CA	94025
Beattie	Ft Myers	FL	33912
Brown	Springfield	MO	65804
Bryant	Bayport	NY	11705
Buckles	St. Louis	MO	63135
Buckles	St. Louis	MO	63135
Caruthers	Arlington	TX	76013
Castens	New Port Richey	FL	34655
Costello	Wantaugh	NY	11793
Cummins	Longview	TX	75605
Ehrman	Forest Hills	NY	11375
Franz	Vashon	WA	98070
Freier	Roseville	MN	55113
Gaines	Cartersville	GA	30120
Gallozzi	Alexandria	VA	22314
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Garrett	Mercer Island	WA	98040
Gay	Massapequa Pk	NY	11762

PERSONS / ENTITIES EXCLUDED FROM THE CLASS			
LAST NAME	CITY	STATE	ZIP
Godowski	Watertown	CT	06795
Halim	Beverly Hills	CA	90210
Harris	Livonia	MI	48152
Harshman	Plano	TX	75074
Hubbard	Summerfield	FL	34491
Jung	New York	NY	10011
Kessler	Moriches	NY	11955
King	Henderson	NV	89012
Korde	Lawrenceville	GA	30043
Kotsiris, Jr.	Vineland	NJ	08362
Lakier	Lansdale	PA	19446
Lemmo	Mamaroneck	NY	10543
Lerch	Penfield	NY	14526
Mattoli	Fort Lauderdale	FL	33308
Meyers	Southbury	CT	06488
Miller	Indianapolis	IN	46227
Molineaux	Washington	DC	20008
Nance	Fenton	MI	48430
Nicola	Bala Cynwyd	PA	19004
Pasich	Honolulu	HI	96814
Popescu	Washington	DC	20008
Puryear	Fallbrook	CA	92028
Raymon	Crompond	NY	10517
Reid, Jr.	Hingham	MA	02043

PERSONS / ENTITIES EXCLUDED FROM THE CLASS			
LAST NAME	CITY	STATE	ZIP
Reuter	Southbury	CT	06488
Rice	Lakeway	TX	78734
Ricker	Urbana	IL	61801
Sally	Bayport	NY	11705
Santoro	Las Vegas	NV	89134
Sinclair	Saugus	CA	91350
Soud	Smyrna	GA	30082
Straus	Birmingham	AL	35223
Tarrant	Staten Island	NY	10306
Van Fossan	Trappe	MD	21673
Vidal, MD	Las Vegas	NV	89120
Voisine	Bristol	CT	06010
Whiteford	Phoenix	AZ	85076
Whitney	Virginia Beach	VA	23455
Wiener	Scarsdale	NY	10583

[*17]

Exhibit 12

NERA
ECONOMIC CONSULTING

25 January 2022

Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review

Over 10% of New Federal Filings Were Related to Special Purpose Acquisition Companies

Substantially Fewer Merger Objections Filed, Leading to a Decline in Aggregate New Filings

Total Resolutions, Average and Median Settlement Values Declined

By Janeen McIntosh and Svetlana Starykh

Insight in Economics™

Foreword

I am excited to share NERA's Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review with you. This year's edition builds on work carried out over three decades by many members of NERA's Securities and Finance Practice. This year's report continues our analyses of trends in filings and settlements and presents new analyses related to current topics such as special purpose acquisition companies. Although space does not permit us to present all the analyses the authors have undertaken while working on this year's edition or to provide details on the statistical analysis of settlement amounts, we hope you will contact us if you want to learn more about our research or our work related to securities litigations. On behalf of NERA's Securities and Finance Practice, I thank you for taking the time to review our work and hope you find it informative.

Dr. David Tabak
Managing Director

Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review

Over 10% of New Federal Filings Were Related to Special Purpose Acquisition Companies

Substantially Fewer Merger Objections Filed, Leading to a Decline in Aggregate New Filings

Total Resolutions, Average and Median Settlement Values Declined

By Janeen McIntosh and Svetlana Starykh[1]

25 January 2022

Introduction

For the first time since 2016, fewer than 300 new federal securities class action suits were filed.[2] There were 205 cases filed in 2021, a decline from the 321 suits filed in 2020. Although substantially lower than the number of cases filed annually between 2017 and 2019, the 2021 level is well within the pre-2017 historical range. The decline in the aggregate number of new cases filed was driven by the notable decrease in the number of merger-objection suits in 2021. More specifically, new merger-objection filings declined by more than 85% between 2020 and 2021. Of the new cases filed in 2021, over 30% were filed against defendants in the electronic technology and services sector and 40% were filed in the Second Circuit. The most common allegation included in the complaints was misled future performance while the proportion of cases with an allegation related to merger-integration issues doubled, driven primarily by the numerous filings related to special purpose acquisition companies. In 2021, there were 20 securities class action cases filed with a COVID-19-related claim alleged in the complaint, a decrease from the 33 suits filed in 2020.

Of the 239 cases resolved in 2021, 153 were dismissed and 86 resolved through a settlement. This is a decline in total dismissed cases and total resolutions relative to 2020. Compared to 2020, there was an increase in both dismissed and settled non-merger-objection cases. There was a substantial decrease in merger-objection cases dismissed and one more such suit settled than in 2020. This decline in the number of dismissed merger-objection cases not only offset the increase in standard case resolutions, but also led to a lower aggregate number of cases resolved in 2021.

An evaluation of securities class action suits filed and resolved between 1 January 2000 and 31 December 2021 reveals the vast majority had a motion to dismiss filed. Of the 96% of cases with a motion to dismiss filed, a decision was reached in 73% of the cases prior to resolution of the case. Of the cases with a decision on a motion to dismiss, approximately 56% were granted. Among the same group of cases, a motion for class certification was filed in only 16% of the securities class actions. Of that 16%, a decision was reached in 56% of the cases prior to the case resolution, with the motion for class certification granted in 83% of the cases with a decision.

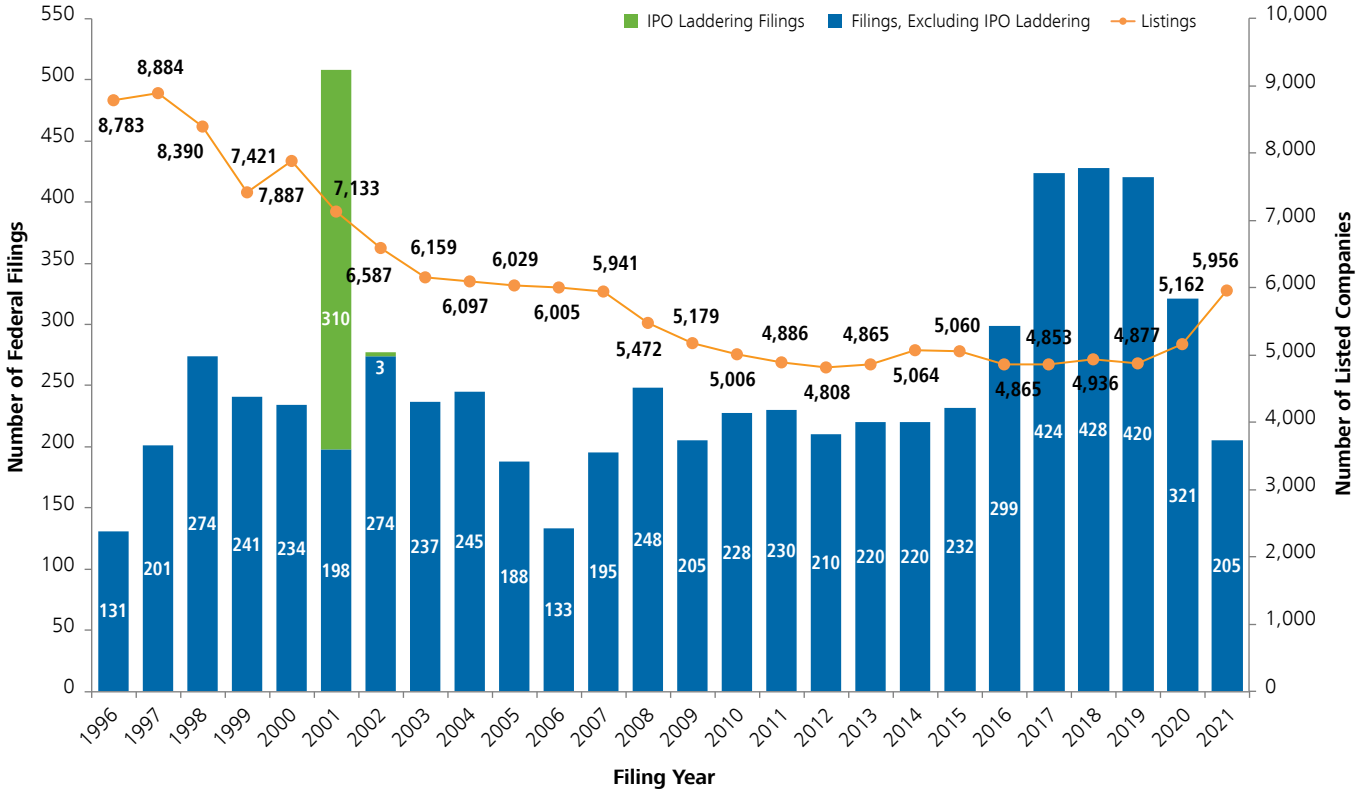
In 2021, aggregate settlements amounted to $1.8 billion, with more than 50% of this amount associated with the top 10 highest settlements for the year. The average settlement value decreased by over 50% in 2021 to $21 million, the lowest recorded average in the last 10 years. Given that there were no "mega" settlements (settlements of $1 billion or greater) in 2021, the average settlement value after excluding "mega" settlements remains unchanged at $21 million. For 2021, the median settlement value was $8 million, the lowest recorded median value since 2017. The median annual settlement value for 2021 is approximately 40% lower than the inflation-adjusted median value observed in the prior three years.

Trends in Filings

Following the passage of PSLRA in 1996, there have been over 100 federal securities class action (SCA) suits filed each year. With the exception of 2001, when numerous IPO laddering cases were filed, there were fewer than 300 new cases filed annually between 1996 and 2016. In 2017, there were substantially more new suits filed, with more than 415 annual cases recorded—a trend that continued through 2019. This uptick in filings was mostly due to the considerable increase in merger-objection cases. However, in both 2020 and 2021, this higher annual level of new cases filed did not persist.[3]

For the second consecutive year, new securities class action filings declined, falling to the lowest level since 2009. In 2021, there were 205 new cases filed, which is more than 50% lower than the annual levels of filings recorded each year between 2017 and 2019. See Figure 1.

Figure 1. **Federal Filings and Number of Companies Listed in the United States**
January 1996–December 2021

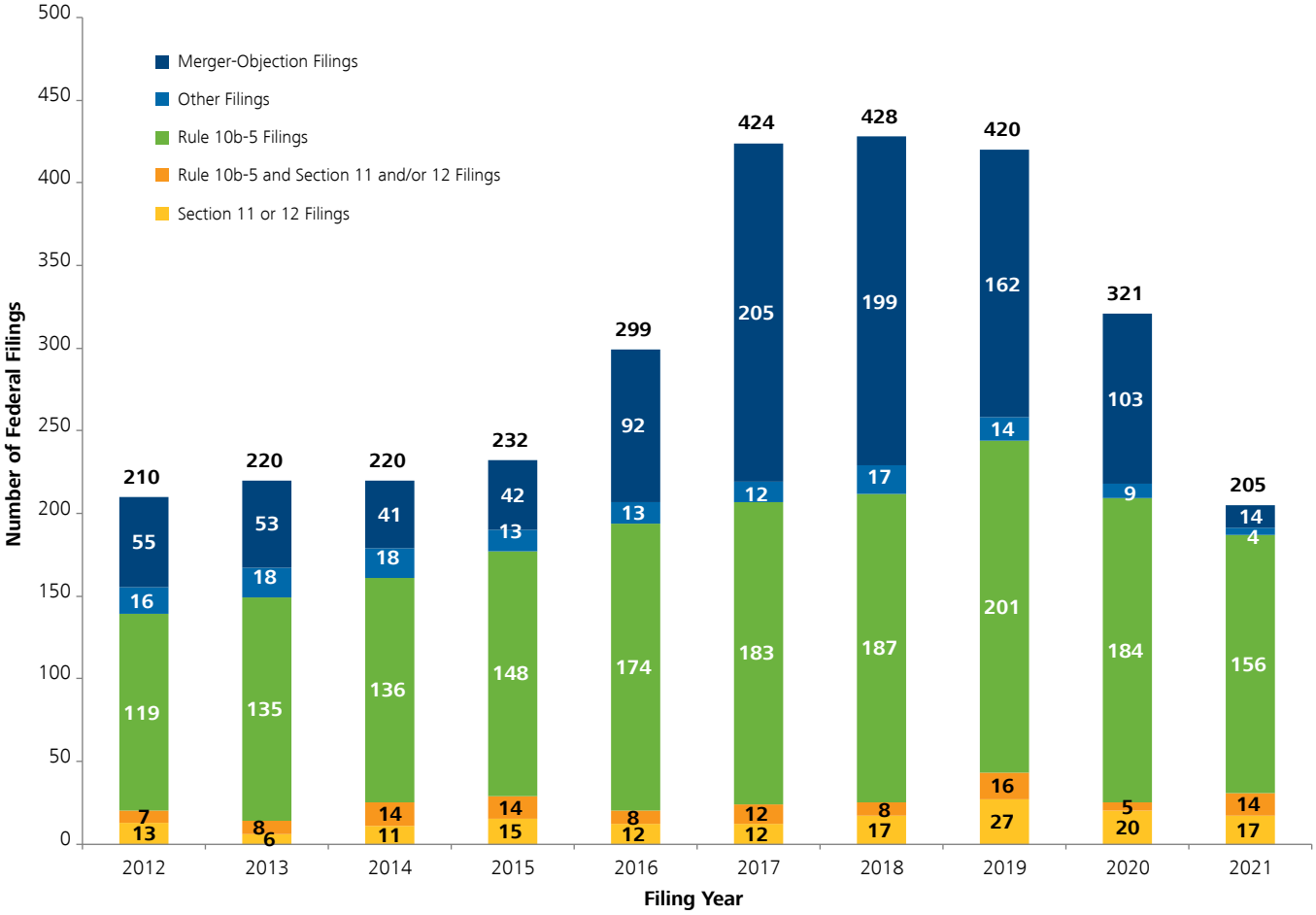


Note: Listed companies include those listed on the NYSE and Nasdaq. Listings data obtained from World Federation of Exchanges (WFE). The 2021 listings data is as of September 2021.

In addition to analyzing trends in aggregate filings, we also evaluated the number of filings relative to the number of companies listed on the NYSE and Nasdaq exchanges. There were 5,956 listed companies as of September 2021, which represents a 15% increase over the 2020 level and a noteworthy change from the minor year-to-year fluctuations observed between 2016 and 2019.

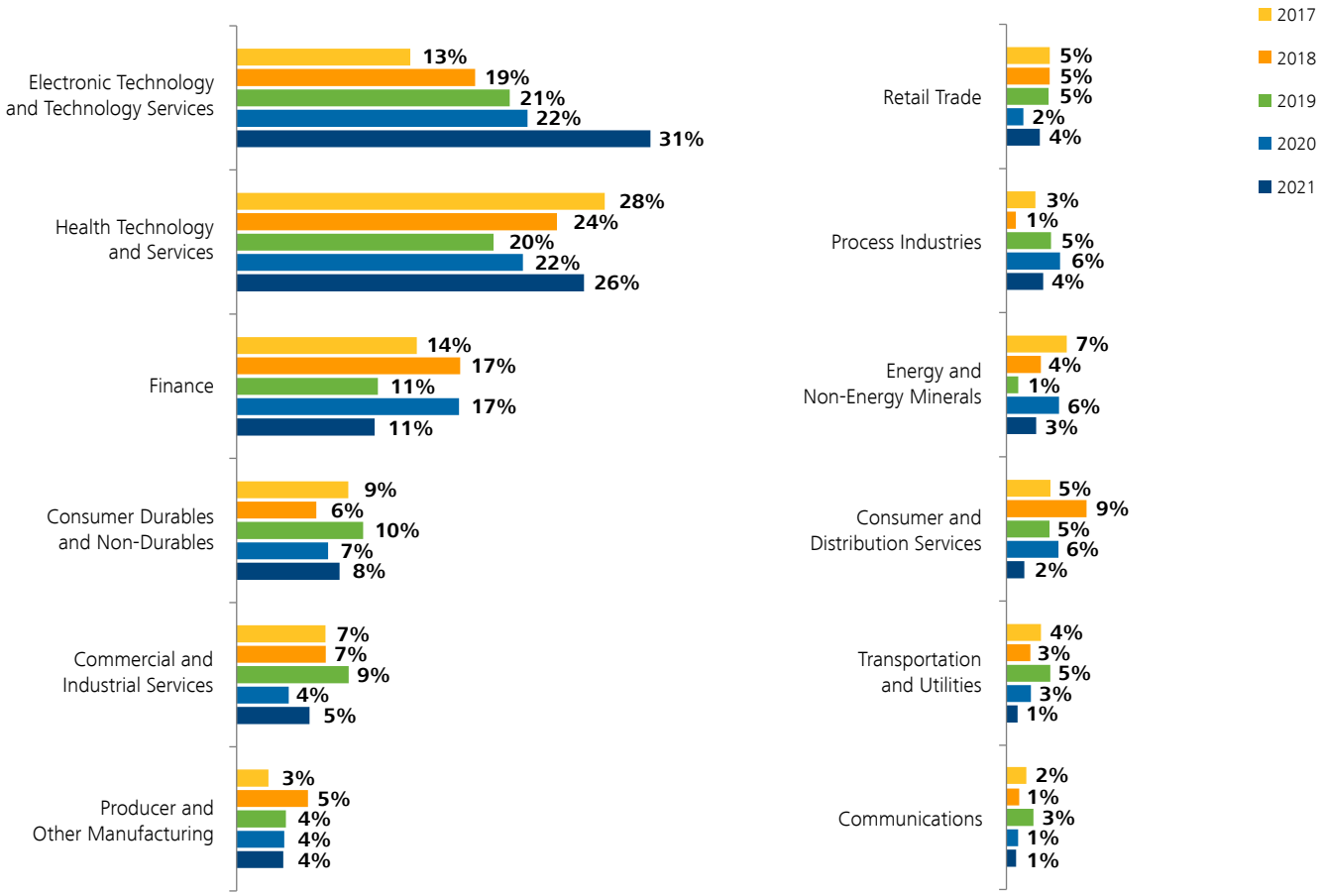
Even though there was a significant decrease in new federal SCA filings in 2021, the decline was not consistent across all case types. While new filings of Rule 10b-5 and Section 11 and/or Section 12 cases increased, new filings of merger objections, Rule 10b-5 only, Section 11 and/or 12 only, and other SCA cases declined. The most notable was the decline in merger-objection filings, which decreased by more than 85% from 103 new filings in 2020 to only 14 new filings in 2021. See Figure 2.

Figure 2. **Federal Filings by Type**
January 2012–December 2021



Since 2018, the percentage of securities class action suits filed against defendants in the electronic technology and services sector has shown steady growth. Of the new cases filed in 2017, less than 15% were filed against defendants in the electronic technology and services sector compared to over 30% against defendants in the same sector in 2021. Between 2019 and 2021, the percentage of securities class action suits filed against defendants in the health technology and services sector also increased from 20% to 26%. See Figure 3.

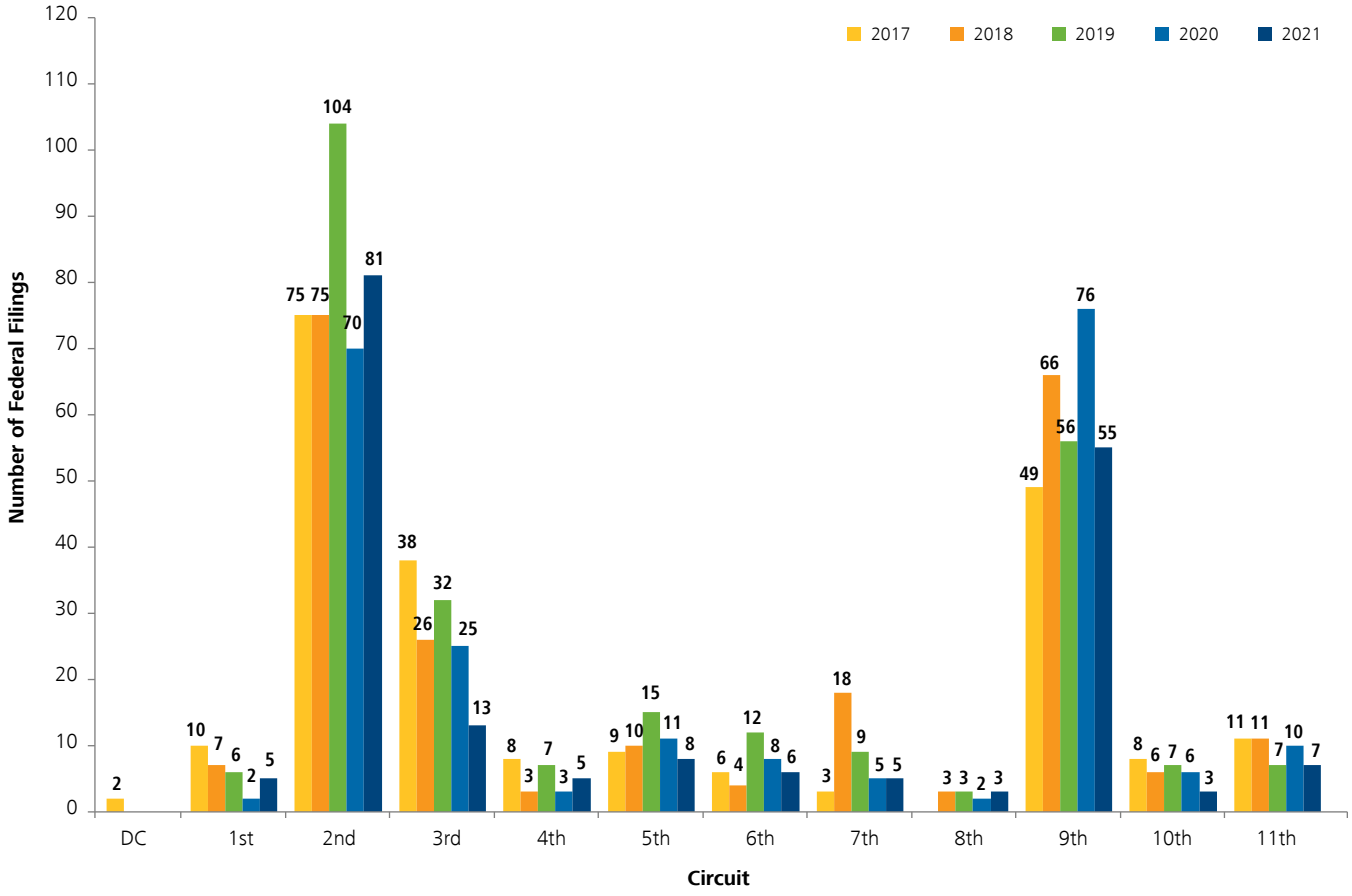
Figure 3. **Percentage of Federal Filings by Sector and Year**
Excludes Merger Objections
January 2017–December 2021



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

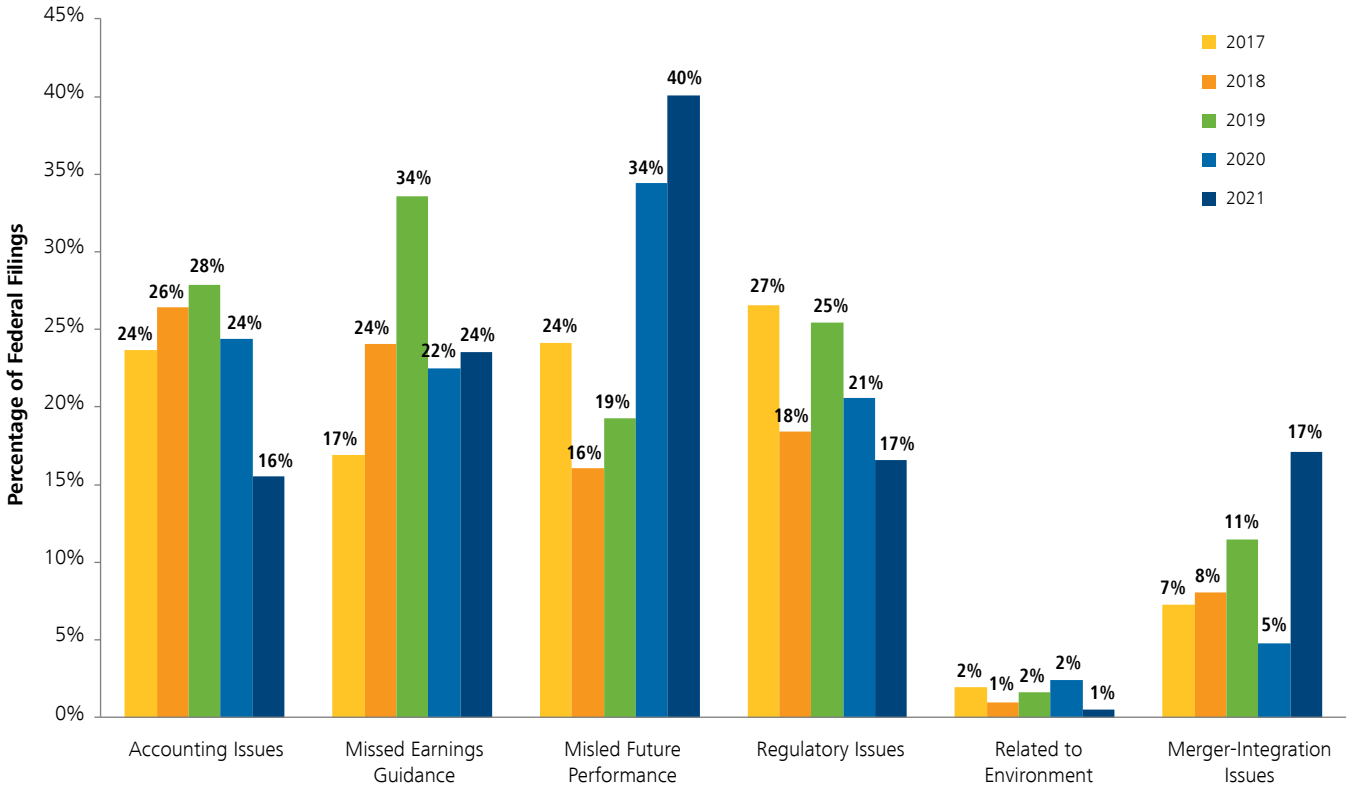
In 2020, we observed a spike in new federal securities class action filings in the Ninth Circuit. This pattern did not persist in 2021. In 2021, the Second Circuit received the highest number of new SCA cases filed while the number of filings in the Ninth Circuit returned to pre-2020 levels. However, the number of new filings in the Third Circuit declined to a five-year low with fewer than 15 cases filed in this circuit in 2021. See Figure 4.

Figure 4. **Federal Filings by Circuit and Year**
Excludes Merger Objections
January 2017–December 2021



Of the new federal securities class action cases filed in 2021, 40% alleged violations related to misleading future performance, the most common alleged violation for the year.[4] Allegations of violations related to missed earnings guidance continue to be a common allegation, with 24% of cases involving this claim. The percentage of cases alleging violations of accounting issues and regulatory issues declined in 2021, each occurring in less than 20% of new cases filed. In 2021, there was an uptick in the number of SCA filings with an allegation related to merger-integration issues included in the complaint. This increase was driven by the substantial number of cases involving special purpose acquisition companies (SPAC) filed in 2021. Excluding these SPAC cases, only 5% of cases included an allegation related to merger-integration issues. See Figure 5.

Figure 5. **Allegations**
Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, and/or Section 12
January 2017–December 2021



Event-Driven and Special Cases

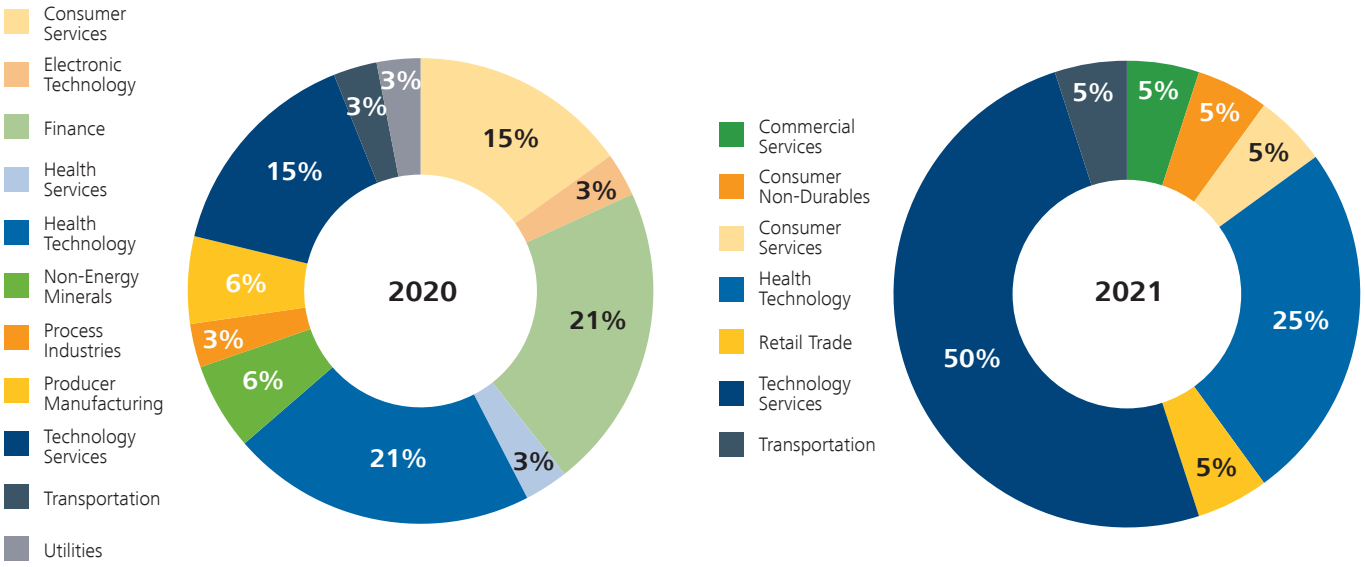
As part of our annual review process, we identify potential development areas for securities class action filings and review any new trends on previously identified areas.[5] Below, we summarize some of these areas for the last three years.

COVID-19

The first federal securities class action suit with claims related to COVID-19 included in the complaint was filed in March 2020. Since then, there have been a total of 52 additional suits. In 2021, there were 20 securities class action cases filed with a COVID-19-related claim, a decrease from the 33 suits filed in 2020. While the Ninth Circuit was the jurisdiction with the highest percentage of COVID-19-related filings in 2020, the Second Circuit was the most common venue in 2021.

Of the 2021 cases filed with a COVID-19-related claim in the complaint, 50% were against defendants in the technology services economic sector. Among the 2020 cases filed with a COVID-19 claim, only 15% were against defendants within this sector. See Figure 6.

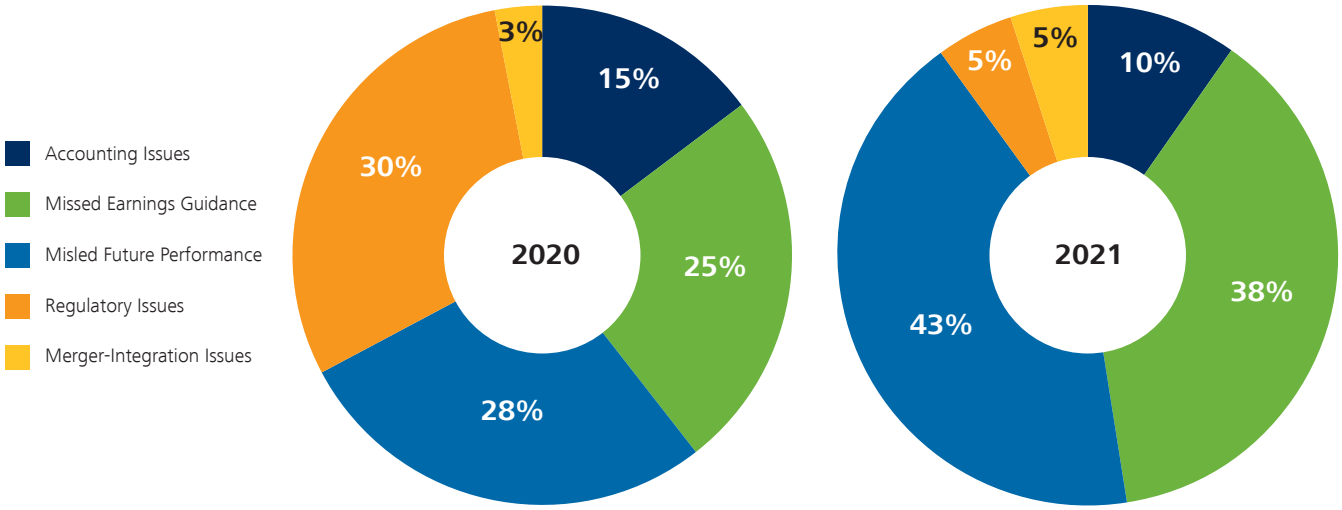
Figure 6. **Percentage of COVID-19-Related Federal Filings by Sector and Year**
March 2020–December 2021



Note: Due to rounding, percentages may not add to 100%.

In 2020, a violation related to regulatory issues was the most common allegation among the COVID-19-related cases. However, in 2021, only one case with a COVID-19 claim included an allegation of regulatory issues. In contrast, the most common allegation included in the COVID-19-related suits filed in 2021 related to future performance. See Figure 7.

Figure 7. **Percentage of COVID-19-Related Federal Filings by Allegation and Year**
March 2020–December 2021



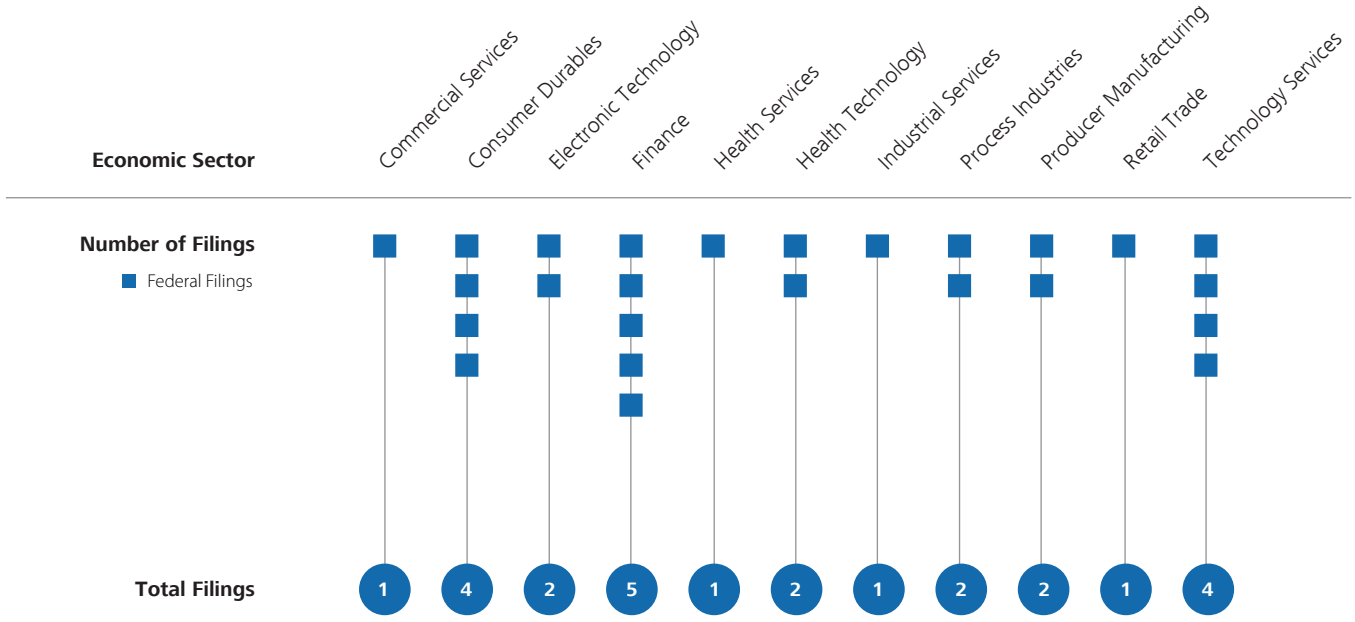
Note: Due to rounding, percentages may not add to 100%.

SPAC

In 2021, numerous federal cases were filed related to special purpose acquisition companies (SPACs). Between January 2021 and December 2021, a total of 24 cases related to SPACs were filed, a substantial increase from the one case filed in 2020.

These suits were filed against defendants in a number of sectors, with defendants in the consumer durables, technology services, and finance sectors being the most frequently targeted in 2020–2021. See Figure 8.

Figure 8. **Number of SPAC-Related Federal Filings by Sector**
December 2020–December 2021



Of the 25 SPAC cases filed in 2020 and 2021, all but one included an allegation related to merger-integration issues. Claims related to misleading earnings guidance were found in 11 of the 25 SPAC cases. In total, these suits included 49 allegations, or an average of approximately two allegations per suit. See Figure 9.

Figure 9. **Number of SPAC-Related Federal Filings by Allegation**
December 2020–December 2021

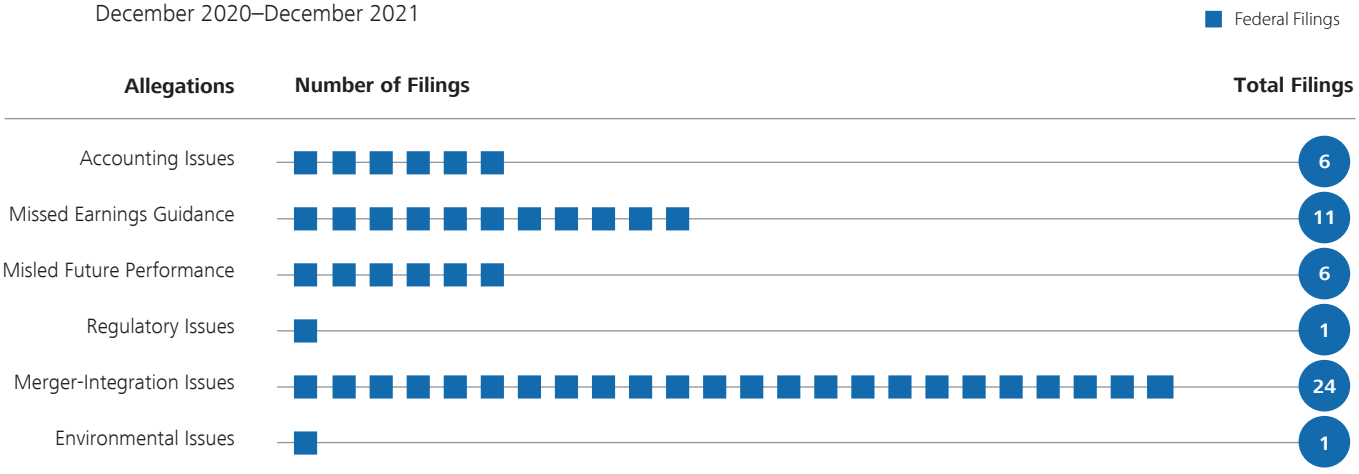
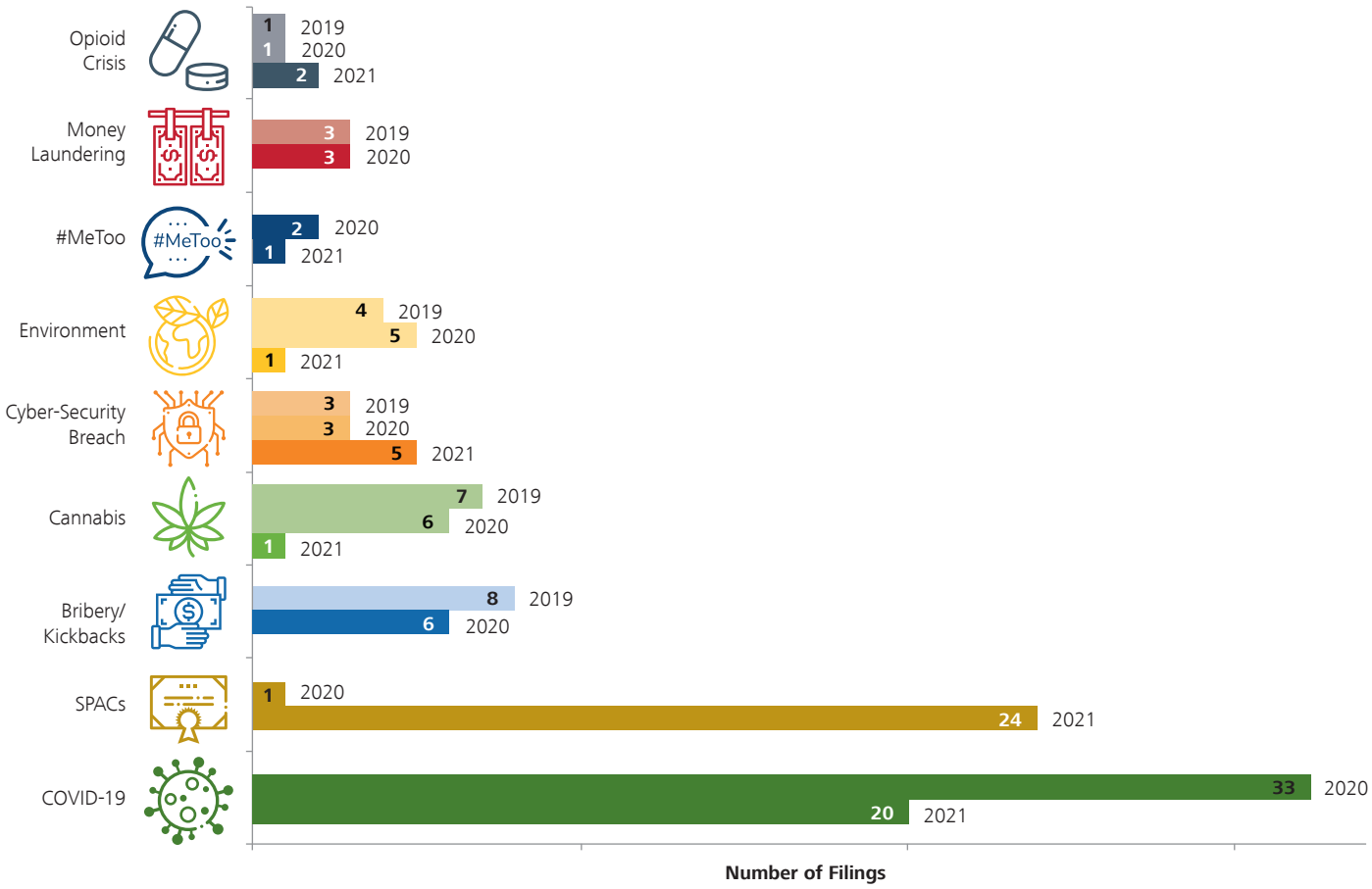


Figure 10. **Event-Driven and Other Special Cases by Filing Year**
January 2019–December 2021



Bribery/Kickbacks

In 2019 and 2020, there were eight and six bribery/kickback-related securities class action cases filed, respectively. However, in 2021, there were no such cases filed. See Figure 10.

Cannabis

Over the 2019–2020 period, 13 cases were filed against defendants in the cannabis industry. In 2021, only one such securities class action case was filed. See Figure 10.

Cybersecurity Breach

Unlike some other development or special interest areas, securities class action filings related to a cybersecurity breach continued to be filed in 2021. In both 2019 and 2020 individually, three cases were filed related to a cybersecurity breach. While still only a handful of cases, there was an increase in 2021 with five such cases filed. See Figure 10.

Environment

In 2021, there was one environment-related case filed. This is a decrease from the five cases filed in 2020 and the four cases filed in 2019. See Figure 10.

Money Laundering

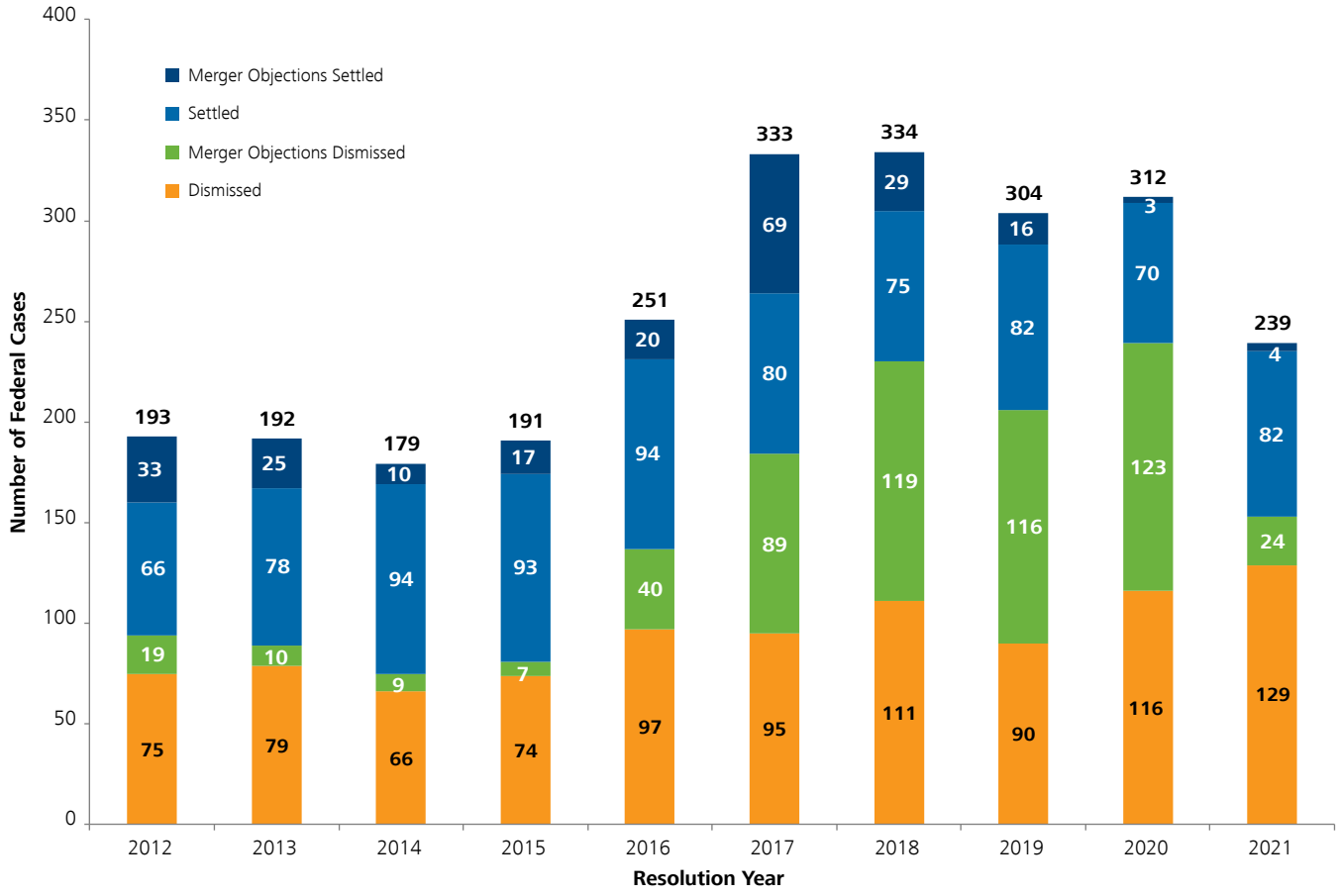
In total, six cases with claims of money laundering were filed in the 2019–2020 period, with three cases filed each year. No cases with money laundering claims were filed in 2021. See Figure 10.

Trends in Resolutions

Resolutions consist of both dismissed and settled cases.[6] In any one year, the aggregate number of resolutions may be affected by changes in either or both categories. For our analysis, we review changes within these categories as well as the trends for merger objections and non-merger-objection cases separately. In addition, we review the current status of securities class action suits filed in the last 10 years.

In 2021, 239 cases were resolved, the lowest recorded level of resolutions since 2015. Of those, 153 were dismissed and 86 resolved through a settlement. This is a decrease in both aggregate resolutions and dismissals compared to 2020. However, compared to the pre-2017 resolutions, the 239 cases resolved is well within the historical range of annual resolutions. See Figure 11.

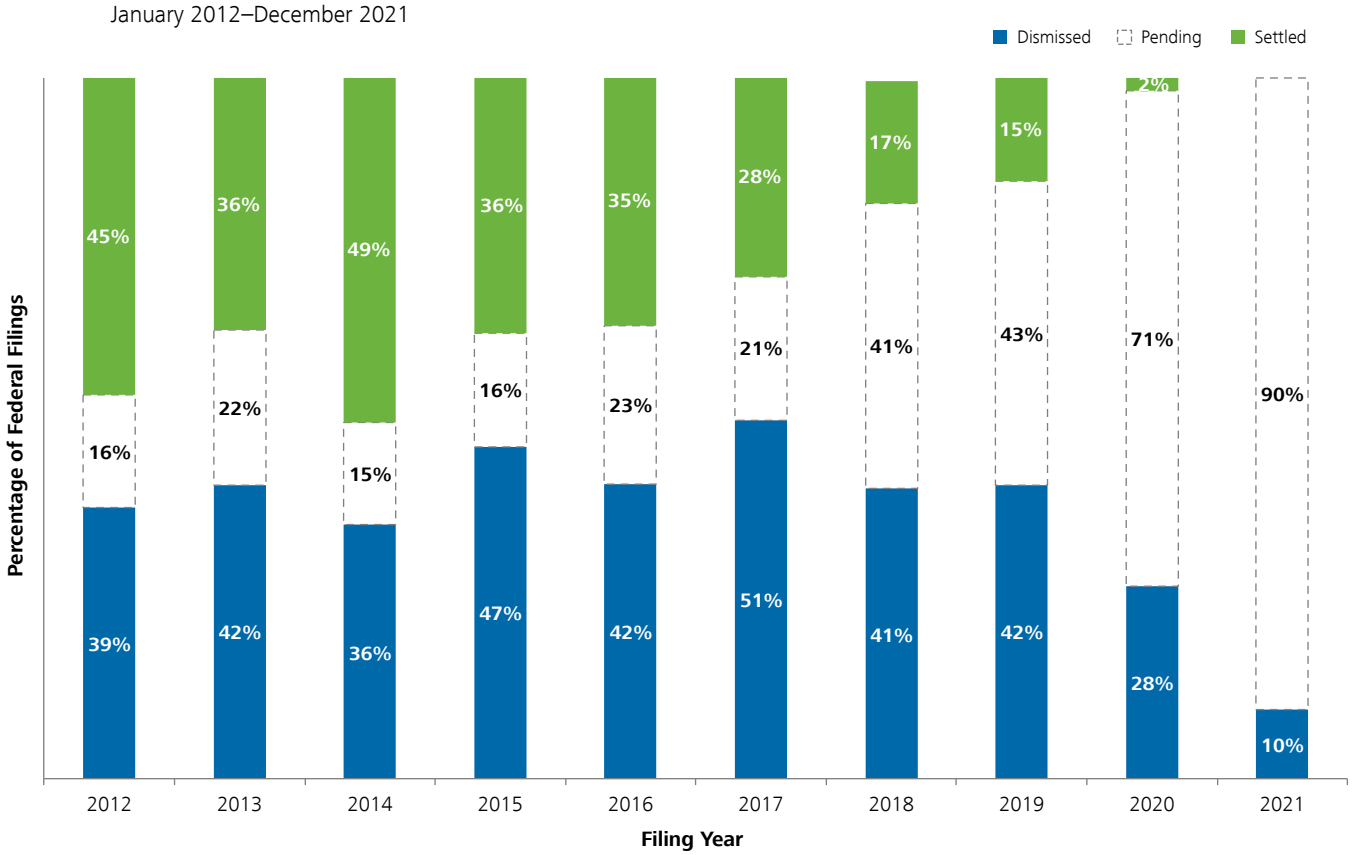
Figure 11. **Number of Resolved Cases: Dismissed or Settled**
January 2012–December 2021



A review of the resolution pattern by type of case reveals differing trends. Although not a substantial increase, the number of non-merger-objection resolutions in 2021 was the highest recorded in the last 10 years. While there was a modest increase in both the number of non-merger-objection suits dismissed and settled relative to 2020, there was a decrease in dismissed merger-objection cases. In fact, the number of merger-objection suits dismissed in 2021 was more than 80% fewer than the number of similar suits dismissed in 2020. This decline in the number of dismissed merger-objection suits was more than sufficient to offset the increase in Rule 10b-5, Section 11, and/or 12 case (standard case) resolutions, resulting in a lower aggregate number of cases resolved in 2021.

For each filing year since 2015, more cases have been resolved in favor of the defendant than have been settled. This is consistent with historical trends, which have indicated that settlements typically occur later in the litigation process. Reviewing cases filed in 2020, as of December 2020, 6% were dismissed and 94% remained pending.[7] For the same group of cases, as of December 2021, 28% were dismissed and only 2% were settled. Of the cases filed in 2021, a higher proportion of cases were dismissed in the year of filing than the cases filed in 2020, with 10% dismissed as of year-end 2021. See Figure 12.

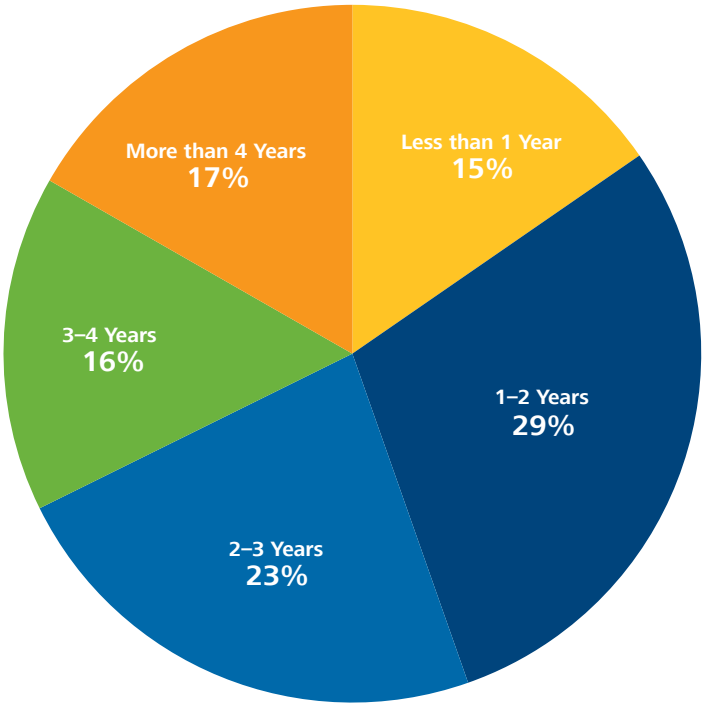
Figure 12. **Status of Cases as Percentage of Federal Filings by Filing Year**
Excludes Merger Objections and Verdicts
January 2012–December 2021



Note: Dismissals may include dismissals without prejudice and dismissals under appeal.

While 83% of cases resolve in four years or less, over half of cases are resolved between one and three years after filing.[8] See Figure 13.

Figure 13. **Time from First Complaint Filing to Resolution**
Excludes Merger Objections and Laddering Cases
Cases Filed January 2003–December 2017 and Resolved January 2003–December 2021



"The number of merger-objection suits dismissed in 2021 was more than 80% fewer than the number of similar suits dismissed in 2020. This decline in the number of dismissed merger-objection suits was more than sufficient to offset the increase in standard case resolutions, resulting in a lower aggregate number of cases resolved in 2021."

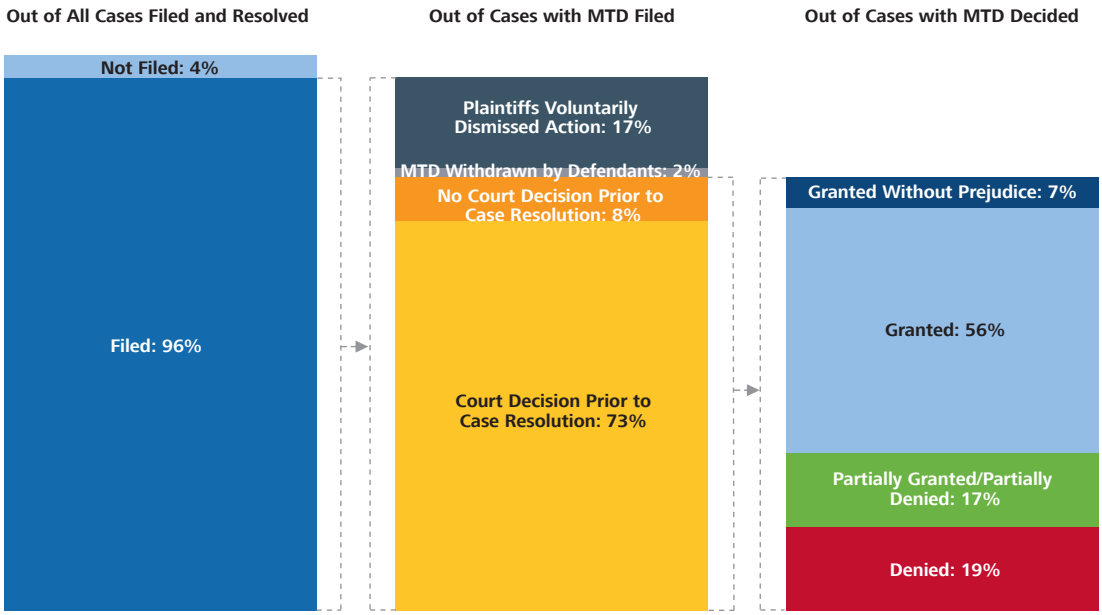
Analysis of Motions

In addition to tracking filing and resolution information for federal securities class actions, NERA also tracks decisions on motions to dismiss and motions for class certification, and the status of any motion as of the resolution of each case.[9]

Motion to Dismiss

Of the securities class action cases filed and resolved between 1 January 2012 and 31 December 2021, a motion to dismiss was filed in 96%. Among those, a decision was reached in 73% of cases. Of the cases with a decision on a motion to dismiss, approximately 56% were granted while only 19% were denied. Lastly, of the 96% of cases with a motion to dismiss filed, plaintiffs voluntarily dismissed the action in 17%, while the motion to dismiss was withdrawn by defendants only in an additional 2%. See Figure 14.

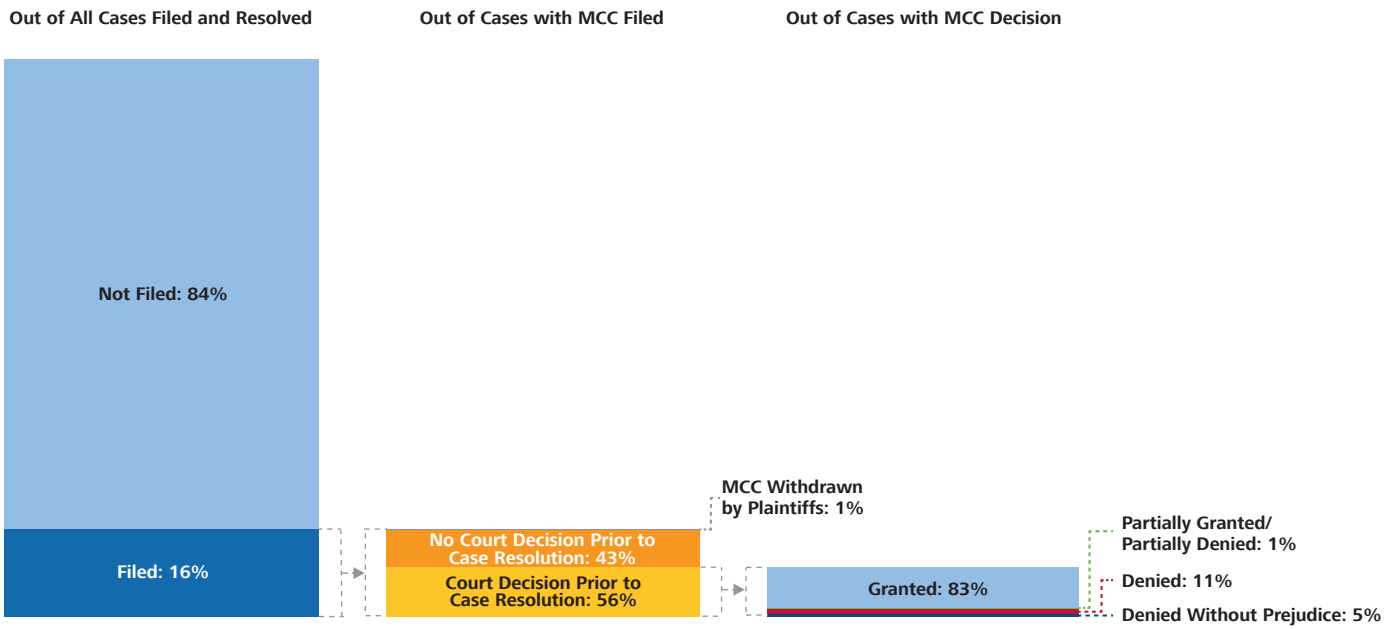
Figure 14. **Filing and Resolutions of Motions to Dismiss**
Cases Filed and Resolved January 2012–December 2021



Motion for Class Certification

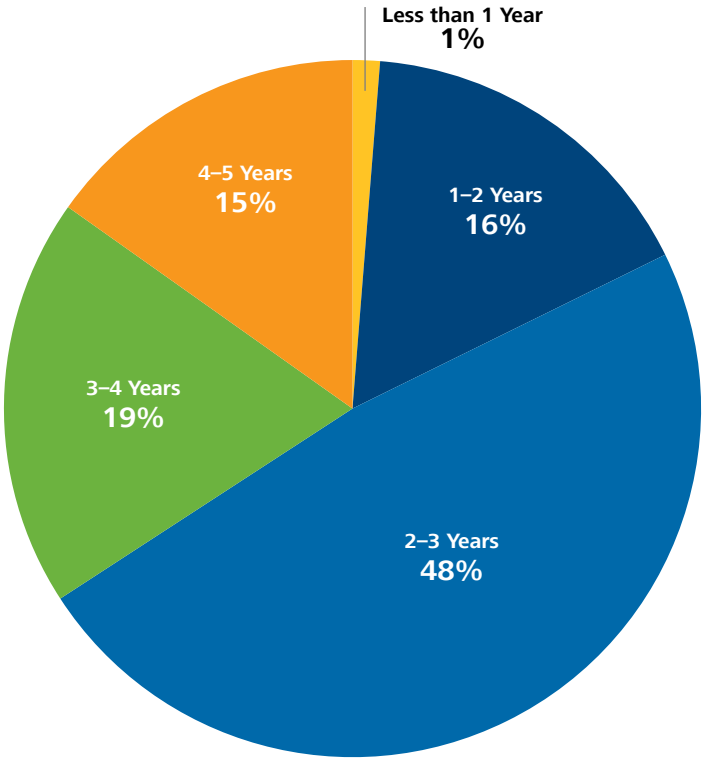
A motion for class certification was filed in less than 20% of the securities class action suits filed and resolved between 1 January 2012 and 31 December 2021. This is partly due to the fact that a substantial number of cases are either dismissed or settled before the class-certification stage of the case is reached. A decision was reached in 56% of the cases where a motion for class certification was filed, with the motion being withdrawn by plaintiffs in an additional 1% of the cases. Among the cases with a decision, the motion for class certification was granted in 83% and partially granted and partially denied in an additional 1% of cases. See Figure 15.

Figure 15. **Filing and Resolutions of Motions for Class Certification**
Cases Filed and Resolved January 2012–December 2021



Approximately half of decisions on motions for class certification occur between two and three years after the filing of the first complaint. See Figure 16.

Figure 16. **Time from First Complaint Filing to Class Certification Decision**
Cases Filed and Resolved January 2012–December 2021

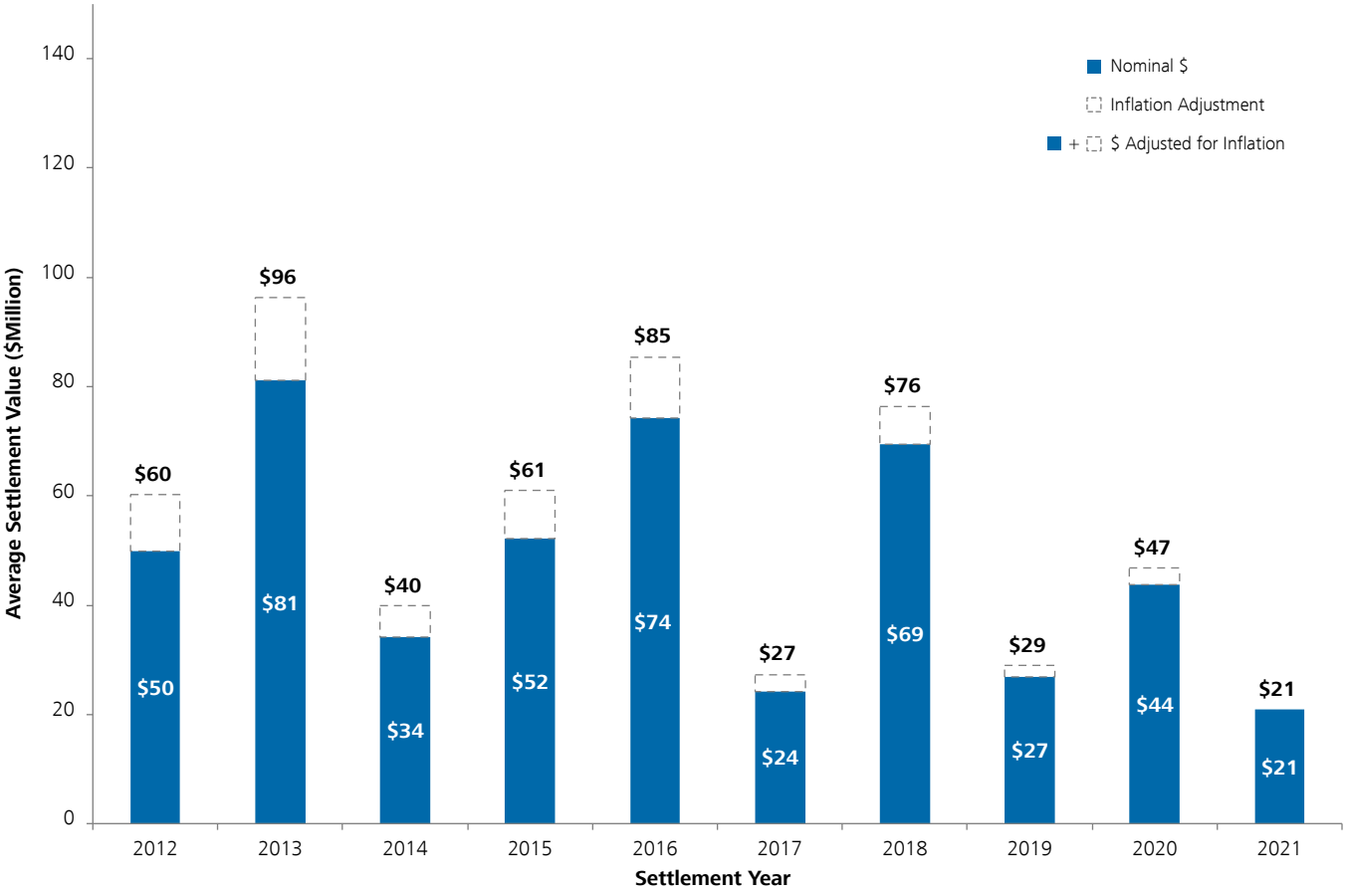


"A motion for class certification was filed in less than 20% of the securities class action suits filed and resolved between 1 January 2012 and 31 December 2021."

Trends in Settlement Values

In 2021, aggregate settlements amounted to $1.8 billion. This amount is $400 million lower than the inflation-adjusted $2.2 billion aggregate settlement amount in 2019, and considerably lower than the inflation-adjusted amounts of $3.1 billion and $5.2 billion in 2020 and 2018, respectively. Trends in settlement values can be evaluated using a variety of metrics, including distributions of settlement values, average settlement values, and median settlement values. While annual average settlement values can be a helpful statistic, these values may be impacted by one or, in some cases, a few very high settlement amounts. Unlike averages, the median settlement value is unaffected by these very high "outlier" settlement amounts and gives insight into the most frequent settlement amounts. To understand what more "typical" cases look like, we also analyze the average and median settlement values for cases with a settlement amount under $1 billion, thus excluding these "outlier" settlement amounts. For the analysis of settlement values, our data is limited to non-merger-objection cases with positive settlement values.[10]

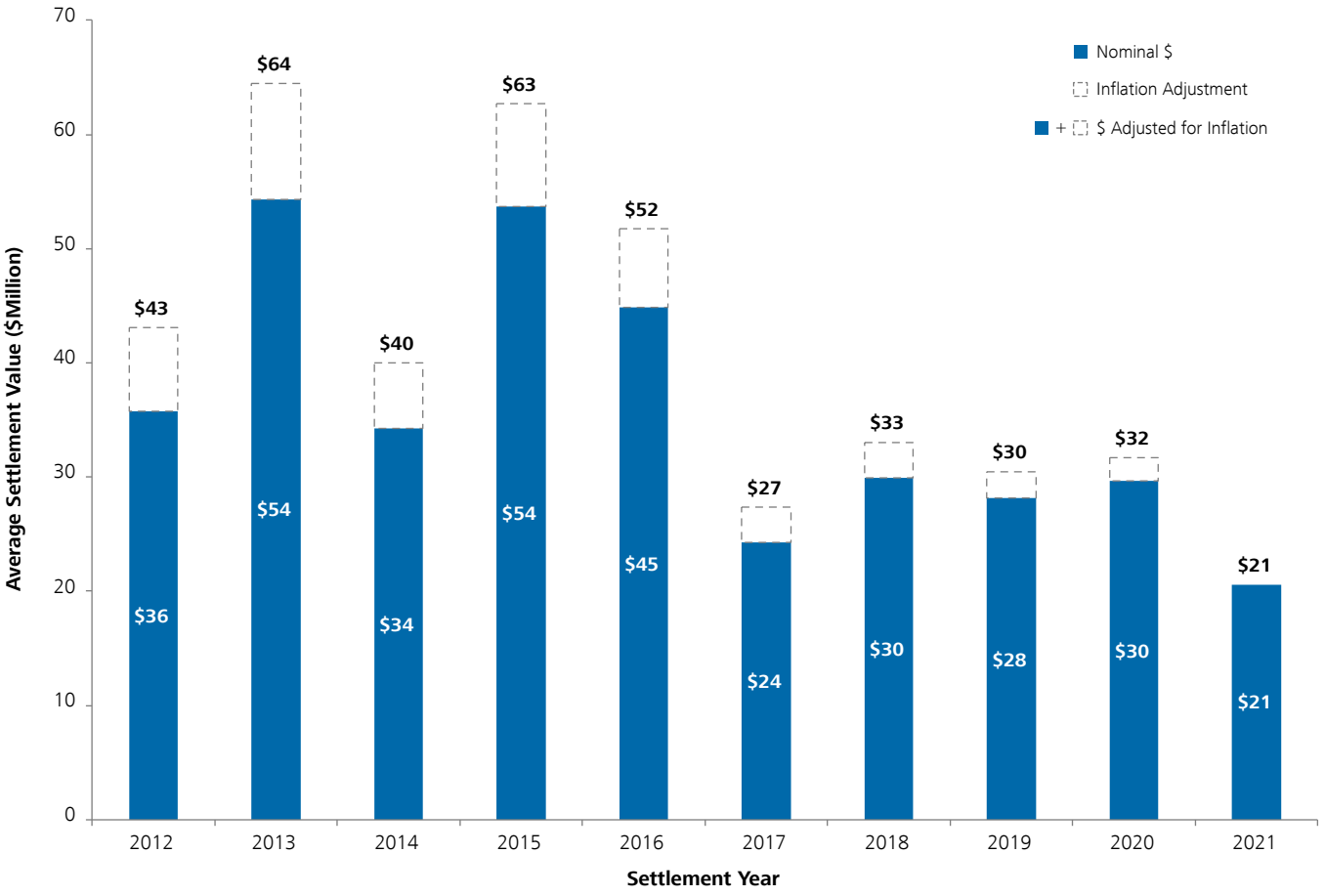
Figure 17. **Average Settlement Value**
Excludes Merger Objections and Settlements for $0 to the Class
January 2012–December 2021



The average settlement value in 2021 was $21 million, which is more than 50% lower than the 2020 inflation-adjusted average of $47 million and marks the lowest recorded average in the last 10 years. The inflation-adjusted average settlement value has ranged from a low of $21 million in 2021 to a high of inflation-adjusted $96 million in 2013, partly due to the presence or absence of one or two "outlier" or "mega" settlements, which for this purpose are single case settlements of $1 billion or higher. See Figure 17. Unlike in 2020 when there was one "mega" settlement, there were no cases resolved with a settlement amount above $1 billion in 2021. In fact, the highest recorded settlement amount is 2021 was $155 million.

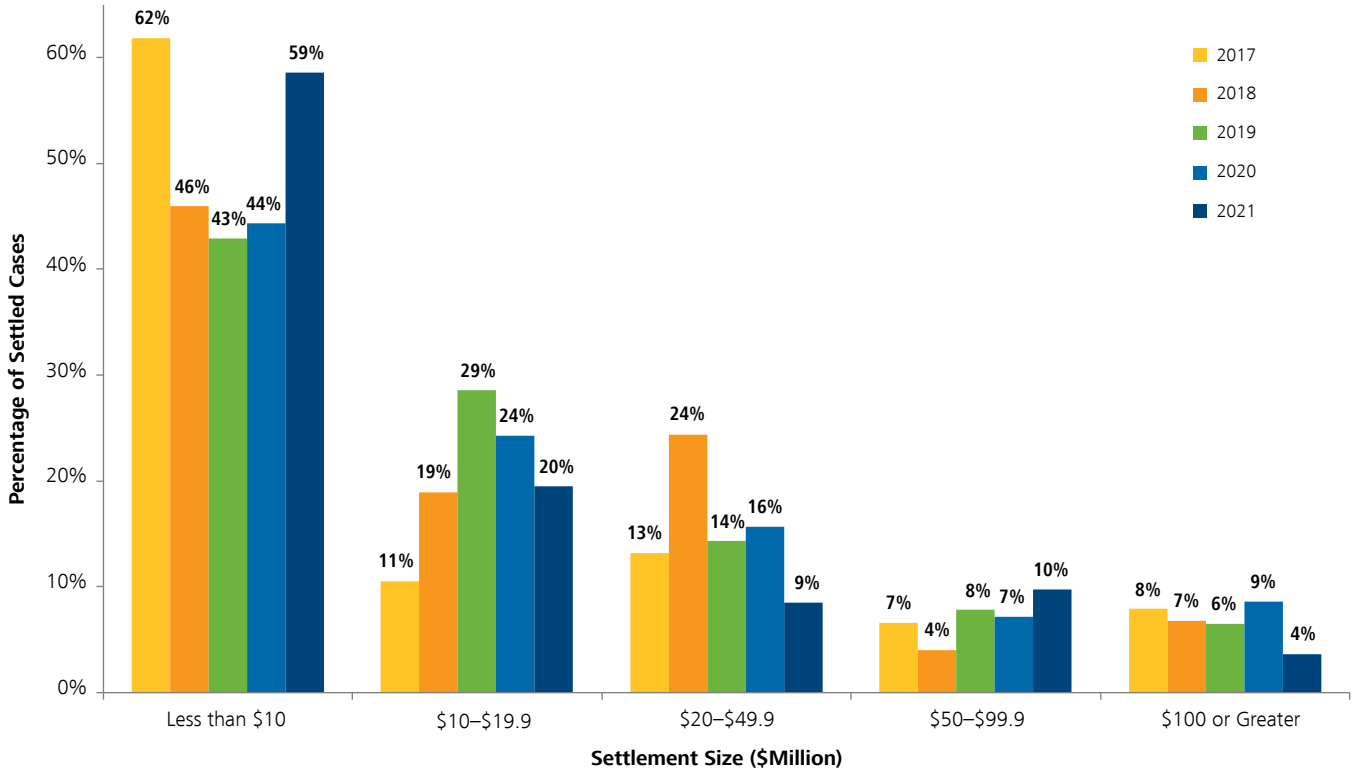
Once settlements greater than $1 billion are excluded, the inflation-adjusted annual average settlement values trend is more stable, ranging from $21 million to $33 million in the last five years. In this group of settlements, the average settlement value for 2021 was $21 million, still the lowest annual average within the most recent 10 years. See Figure 18.

Figure 18. **Average Settlement Value**
Excludes Settlements over $1 Billion, Merger Objections, and Settlements for $0 to the Class
January 2012–December 2021



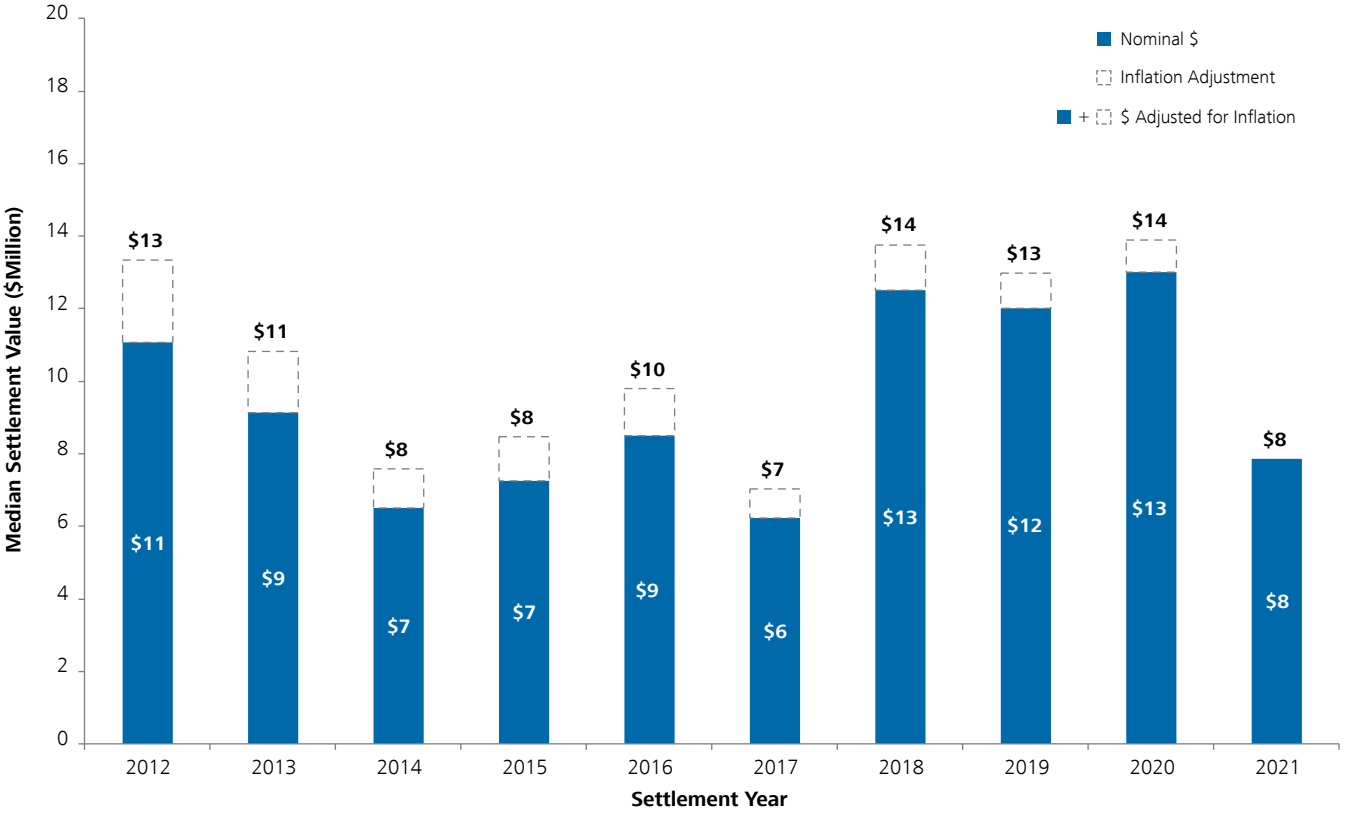
While there was a shift upward in the annual distribution of nominal settlement values between 2017 and 2020, this trend did not persist in 2021. Instead, in 2021, nearly 60% of cases resolved for settlement amounts less than $10 million. This increase in the proportion of cases settling for lower values in 2021 was accompanied by a decrease in the proportion of cases resolving for $100 million or greater, with fewer than 5% of settlements falling in this range. See Figure 19.

Figure 19. **Distribution of Settlement Values**
Excludes Merger Objections and Settlements for $0 to the Class
January 2017–December 2021



The median annual settlement value for 2021 is approximately 40% lower than the inflation-adjusted median value observed in 2018, 2019, and 2020. For 2021, the median settlement value was $8 million, the lowest recorded median value since 2017. See Figure 20.

Figure 20. **Median Settlement Value**
Excludes Settlements over $1 Billion, Merger Objections, and Settlements for $0 to the Class
January 2012–December 2021



Top Settlements in 2021

Table 1 summarizes the 10 largest settlements reached in securities class action suits between 1 January 2021 and 31 December 2021. In total, the 10 largest settlements accounted for more than 50% of the aggregate settlement amount reached in 2021. Six of the top 10 settlements were reached with defendants in the health technology and services or technology services economic sectors. The Second Circuit was the most common circuit for these cases, accounting for four of the top 10 settlements.

Table 1. **Top 10 2021 Securities Class Action Settlements**

Ranking	Defendant	Filing Date	Settlement Date	Total Settlement Value ($Million)	Plaintiffs' Attorneys' Fees and Expenses Value ($Million)	Circuit	Economic Sector
1	Snap, Inc.	16 May 17	09 Mar 21	$154.7	$41.0	9th	Technology Services
2	DaVita Inc.	1 Feb 17	30 Mar 21	$135.0	$41.0	10th	Health Services
3	Allergan plc (f/k/a Actavis plc)	22 Dec 16	17 Nov 21	$130.0	$35.2	3rd	Health Technology
4	Tableau Software, Inc.	28 Jul 17	14 Sep 21	$95.0	$27.7	2nd	Technology Services
5	Cognizant Technology Solutions Corp.	5 Oct 16	20 Dec 21	$95.0	$19.5	3rd	Technology Services
6	The Southern Company	20 Jan 17	05 Feb 21	$87.5	$24.9	11th	Utilities
7	MetLife, Inc.	12 Jan 12	14 Apr 21	$84.0	$23.5	2nd	Finance
8	Towers Watson & Co.	21 Nov 17	21 May 21	$75.0	$13.7	4th	Commercial Services
9	CannTrust Holdings Inc.	10 Jul 19	02 Dec 21	$66.4	N/A*	2nd	Health Technology
10	Chemical and Mining Company of Chile Inc.	19 Mar 15	26 Apr 21	$62.5	$12.1	2nd	Process Industries
	Total			**$985.1**	**$238.5**		

*Fees only, expenses are not available yet.

Table 2 summarizes the 10 largest federal securities class action settlements since the passage of PSLRA. Since the Petrobras settlement in 2018, the settlements in this list have all been above $1 billion, ranging from $1.1 billion to $7.2 billion.

Table 2. **Top 10 Federal Securities Class Action Settlements** (As of 31 December 2021)

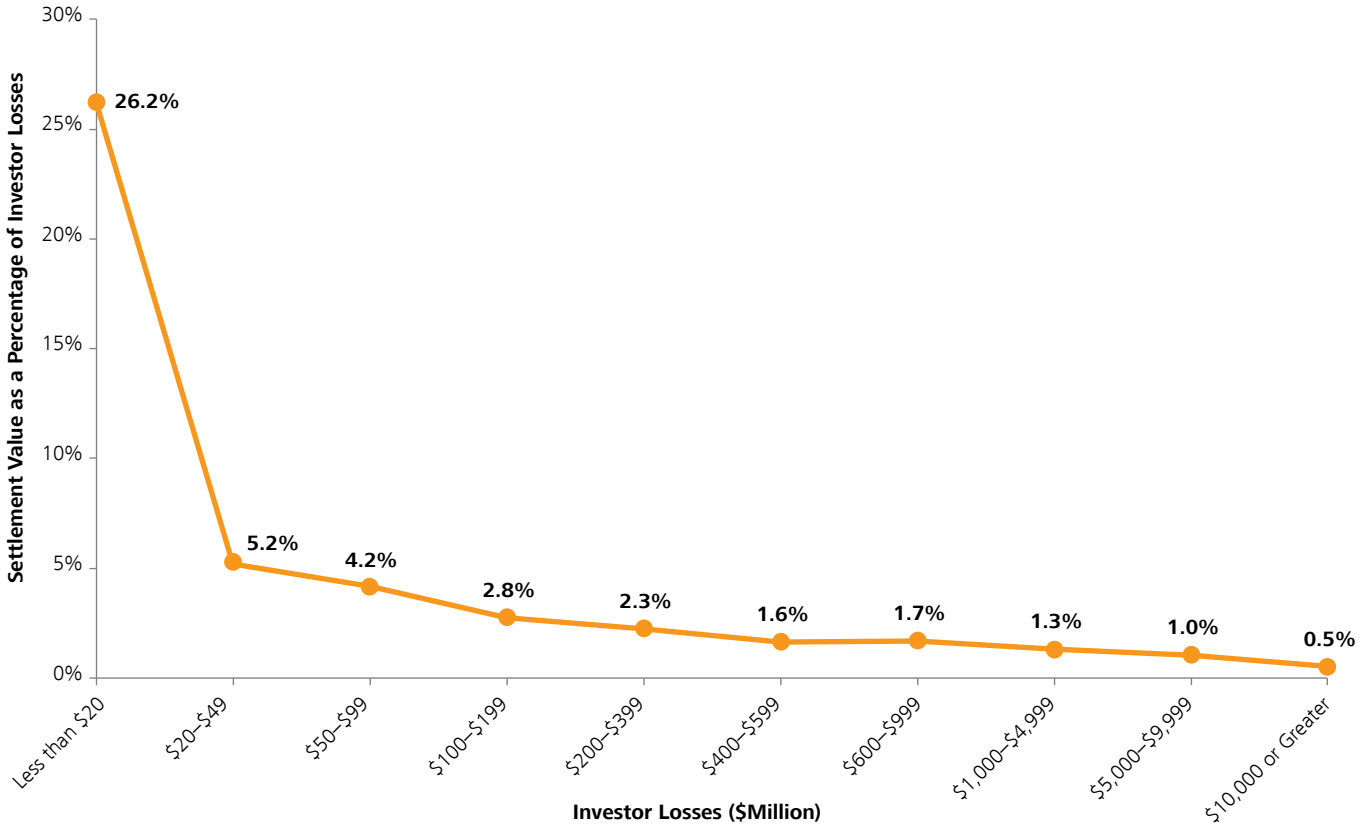
Ranking	Defendant	Filing Date	Settlement Year(s)	Total Settlement Value ($Million)	Codefendent Settlements		Plaintiffs' Attorneys' Fees and Expenses Value ($Million)	Circuit	Economic Sector
					Financial Institutions Value ($Million)	Accounting Firms Value ($Million)			
1	ENRON Corp.	22 Oct 01	2003–2010	$7,242	$6,903	$73	$798	5th	Industrial Services
2	WorldCom, Inc.	30 Apr 02	2004–2005	$6,196	$6,004	$103	$530	2nd	Communications
3	Cendant Corp.	16 Apr 98	2000	$3,692	$342	$467	$324	3rd	Finance
4	Tyco International, Ltd.	23 Aug 02	2007	$3,200	No codefendant	$225	$493	1st	Producer Manufacturing
5	Petroleo Brasileiro S.A.- Petrobras	8 Dec 14	2018	$3,000	$0	$50	$205	2nd	Energy Minerals
6	AOL Time Warner Inc.	18 Jul 02	2006	$2,650	No codefendant	$100	$151	2nd	Consumer Services
7	Bank of America Corp.	21 Jan 09	2013	$2,425	No codefendant	No codefendant	$177	2nd	Finance
8	Household International, Inc.	19 Aug 02	2006–2016	$1,577	Dismissed	Dismissed	$427	7th	Finance
9	Nortel Networks	2 Mar 01	2006	$1,143	No codefendant	$0	$94	2nd	Electronic Technology
10	Royal Ahold, NV	25 Feb 03	2006	$1,100	$0	$0	$170	2nd	Retail trade
	Total			**$32,224**	**$13,249**	**$1,017**	**$3,368**		

NERA-Defined Investor Losses

To estimate the potential aggregate loss to investors as a result of purchasing the defendant's stock during the alleged class period, NERA has developed its own proprietary variable, NERA-Defined Investor Losses, using publicly available data. The NERA-Defined Investor Losses measure is constructed assuming investors had invested in stocks during the class period whose performance was comparable to that of the S&P 500 Index. Over the years, NERA has reviewed and examined more than 2,000 settlements and found, of the variables analyzed, this proprietary variable is the most powerful predictor of settlement amount.[11]

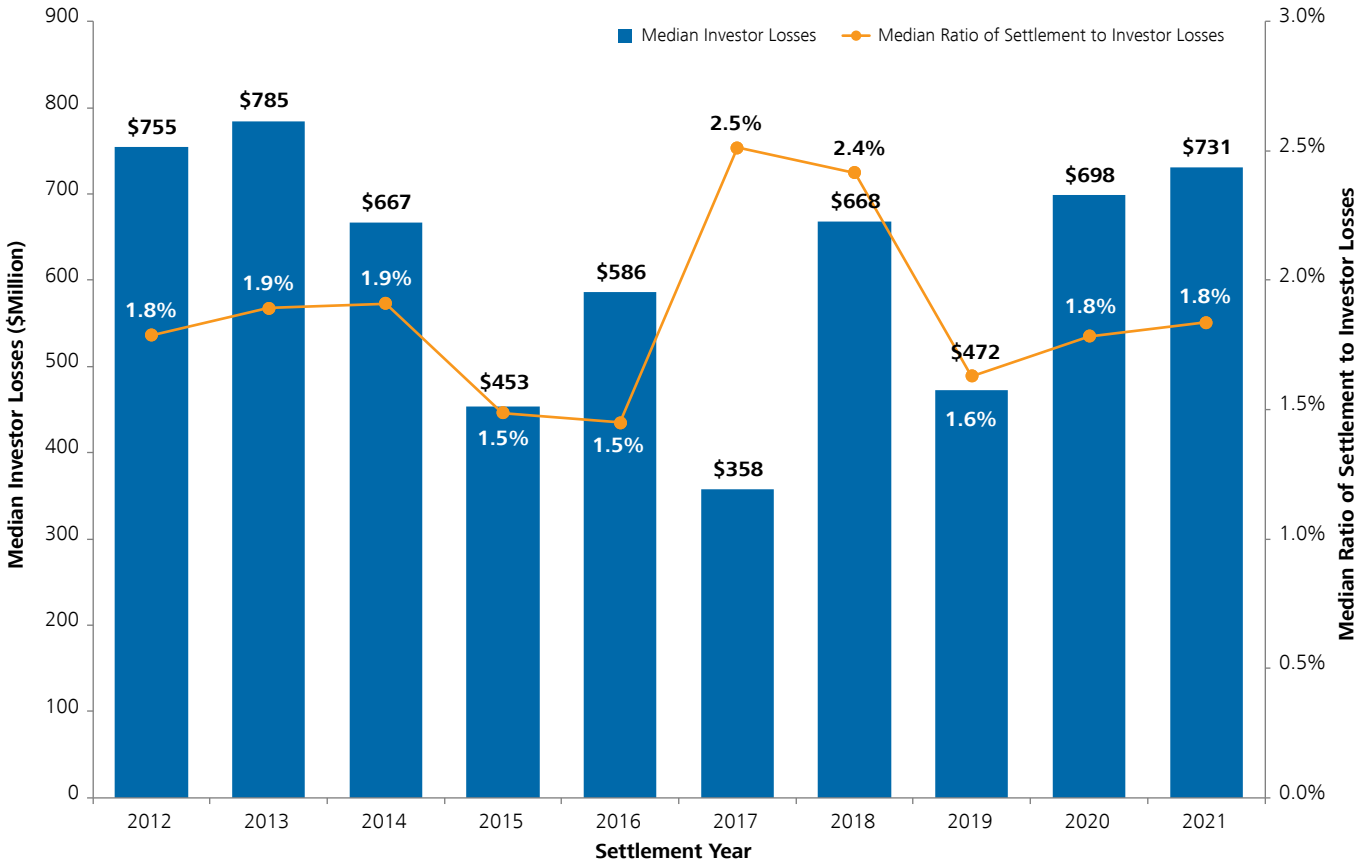
While settlement values are highly correlated with Investor Losses, the relationship between settlement amount and Investor Losses is not linear. More specifically, the ratio is higher for smaller cases than for cases with larger NERA-Defined Investor Losses. See Figure 21.

Figure 21. **Median Settlement Value as a Percentage of NERA-Defined Investor Losses**
By Investor Losses
Cases Filed and Settled December 2012–December 2021



The median Investor Losses for cases settled in 2021 was $731 million, the highest recorded value since 2013, but less than 5% higher than the 2020 value. Over the last 10 years, the annual median Investor Losses have ranged from a high of $785 million to a low of $358 million. Following an uptick in the median ratio of settlement amount to Investor Losses in 2017 to 2.5%, the ratio declined through 2019, with only modest increases in both 2020 and 2021. See Figure 22.

Figure 22. **Median NERA-Defined Investor Losses and Median Ratio of Settlement to Investor Losses by Settlement Year**
January 2012–December 2021

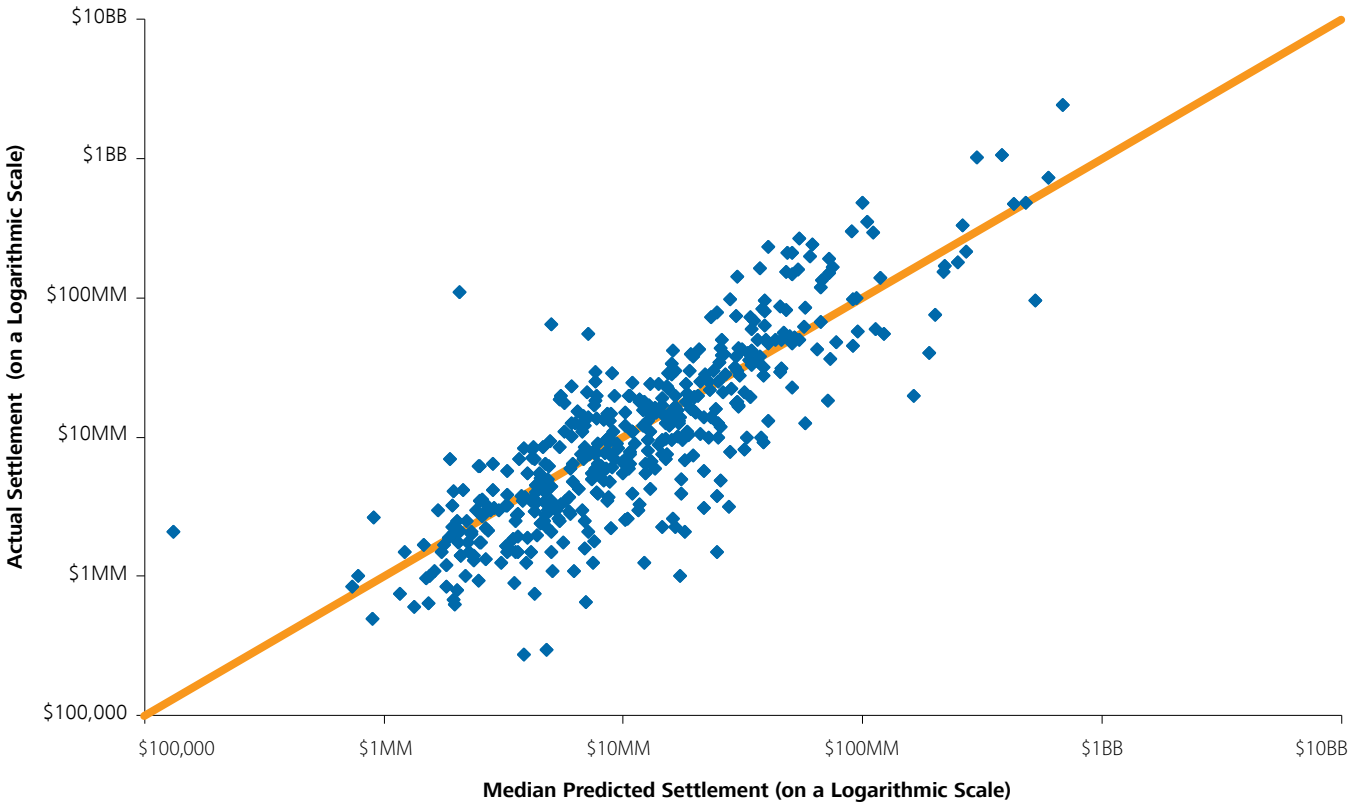


In analyzing drivers of settlement amounts, NERA has identified the following key factors:

- NERA-Defined Investor Losses, as defined above;
- The market capitalization of the issuer immediately after the end of the class period;
- The types of securities, in addition to common stock, alleged to have been affected by the fraud;
- Variables that serve as a proxy for the merit of plaintiffs' allegations (such as whether the company has already been sanctioned by a governmental or regulatory agency or paid a fine in connection with the allegations);
- The stage of litigation at the time of settlement; and
- Whether an institution or public pension fund is lead or named plaintiff.

Among cases settled between December 2012 and September 2021, these factors account for a substantial fraction of the variation observed in actual settlements. See Figure 23.

Figure 23. **Predicted vs. Actual Settlements**
Investor Losses Using S&P 500 Index
Cases Settled December 2012–September 2021

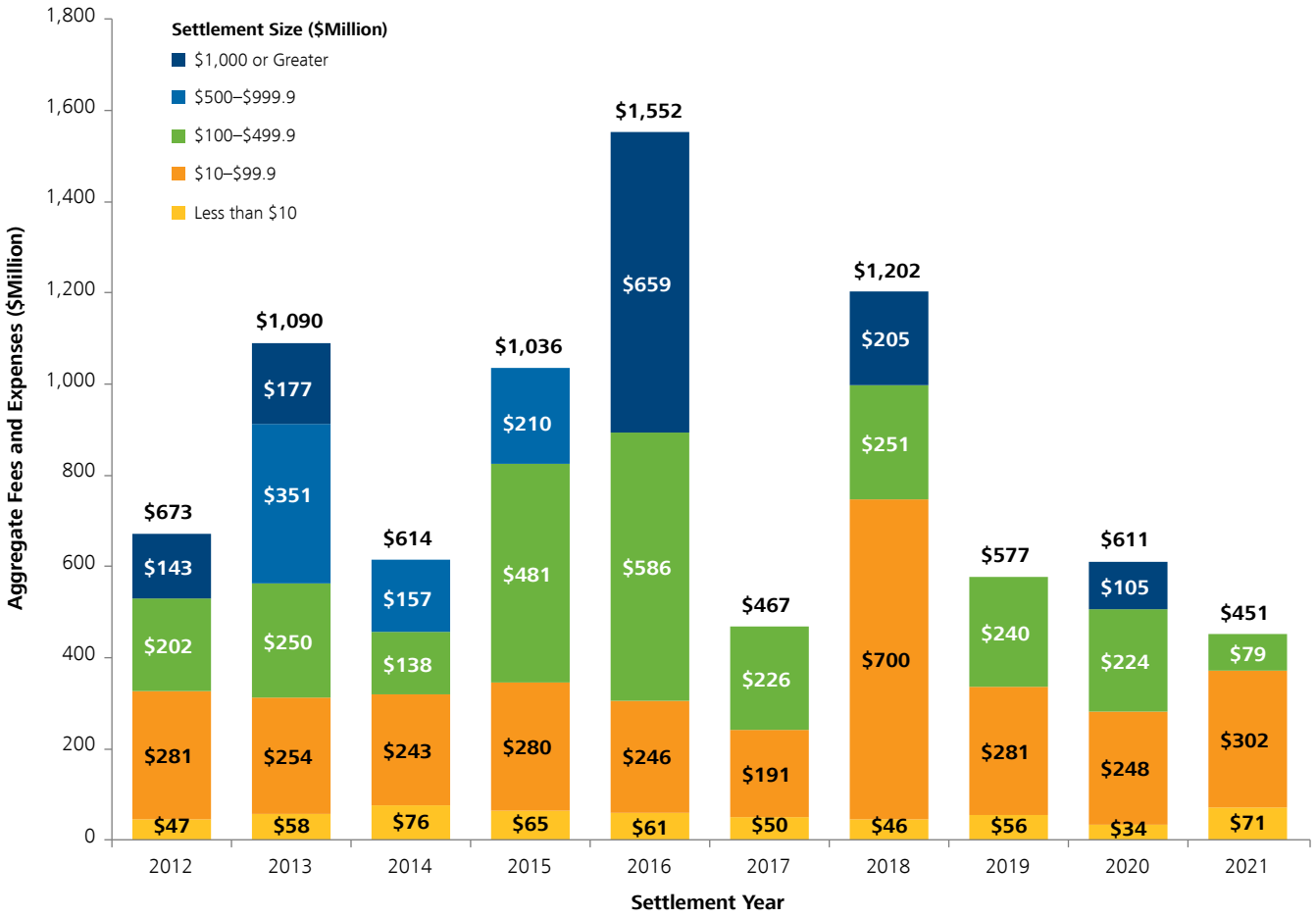


Trends in Plaintiffs' Attorneys' Fees and Expenses

Plaintiffs' attorneys' fees and expenses related to work on securities class action suits have varied substantially over time by settlement size. However, the median of plaintiffs' attorneys' fees and expenses as a percentage of settlement amount has been fairly consistent since 1996.

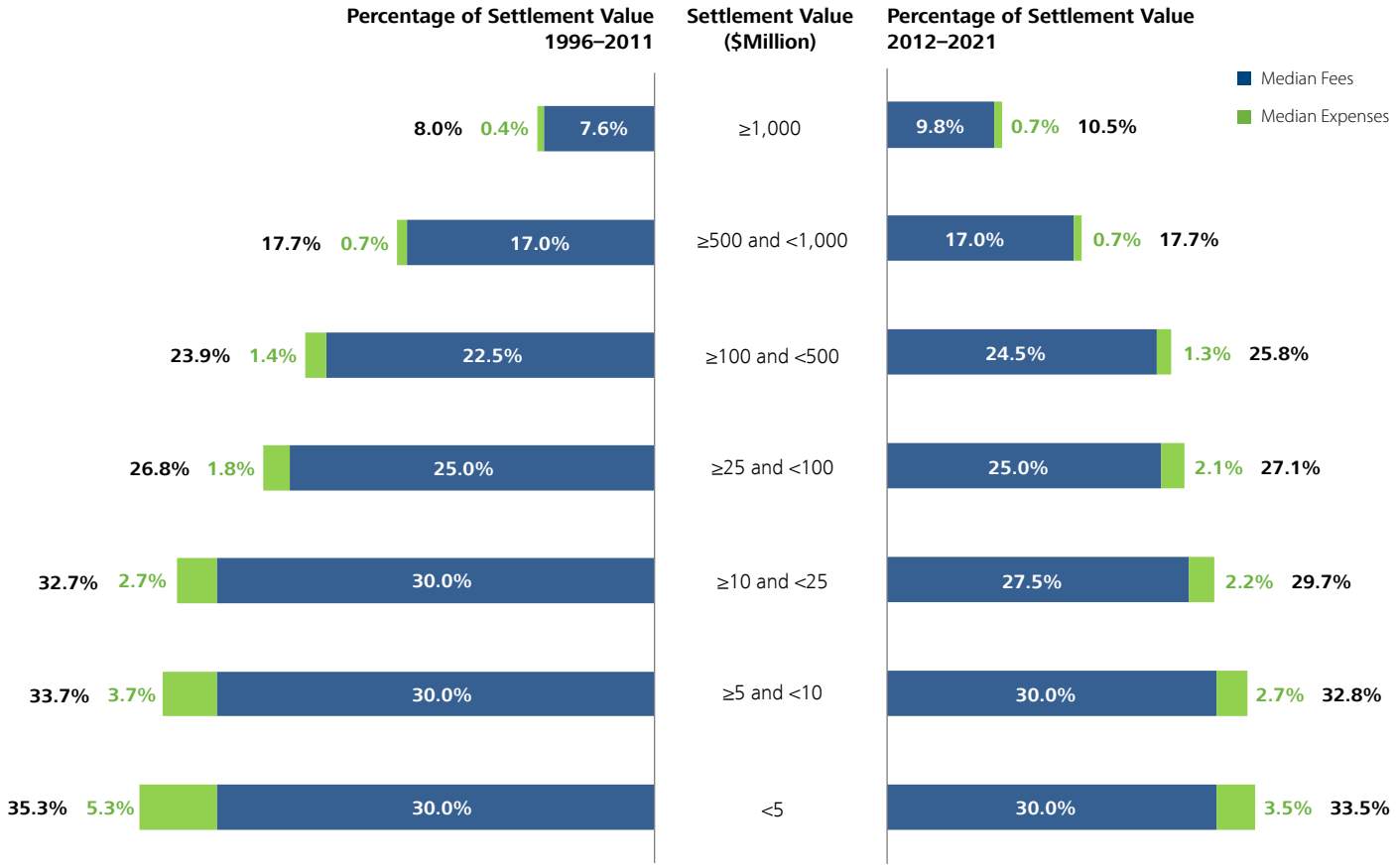
Between 2012 and 2020, the annual aggregate plaintiffs' attorneys' fees and expenses ranged from a low of $467 million in 2017 to a high of $1.6 billion in 2016. For 2021, the aggregate plaintiffs' attorneys' fees and expenses associated with settled cases was $451 million. Given the absence of any settlements above $500 million in 2021, similar to 2019, there were no plaintiffs' attorneys' fees and expenses associated with settlements of $500 million or higher. And while there was an increase in the aggregate fees and expenses for settlements under $100 million, there was an offsetting decrease in the aggregate fees and expenses for settlements between $100 million and $500 million. See Figure 24.

Figure 24. **Aggregate Plaintiffs' Attorneys' Fees and Expenses by Settlement Size**
January 2012–December 2021



As settlement size increases, fees and expenses represent a declining percentage of settlement value. More specifically, while the percentage is only 10.5% for cases that settled for over $1 billion in the last 10 years, for cases with settlement amounts under $5 million, fees and expenses represent 34% of the settlement. See Figure 25.

Figure 25. **Median of Plaintiffs' Attorneys' Fees and Expenses by Size of Settlement**
Excludes Merger Objections and Settlements for $0 to the Class



Conclusion

New securities class action cases filed declined to 205 in 2021, the lowest number of annual filings in the last 10 years but well within the historical range. This decline in total filings was driven primarily by the 85% decrease in merger-objection cases between 2020 and 2021. Due to the numerous filings related to SPACs, the percentage of cases alleging a violation related to merger integration issues increased to 17% while violations related to misled future performance, the most common allegation, were included in 40% of the 2021 suits filed. In 2021, there was a decline in total resolutions, resulting from a notable decrease in the number of merger-objection cases dismissed.

Of the 96% of cases with a motion to dismiss filed, a decision was reached in 73% of the cases prior to resolution of the case, with the motion to dismiss granted in approximately 56% of these cases. Among cases with a motion for class certification filed, a decision was reached in 56% prior to the case resolution, with the motion for class certification granted in 83% of the cases with a decision.

Aggregate settlements in 2021 amounted to $1.8 billion, the lowest total in the 2018–2021 period. No cases resolved with a settlement amount of $1 billion or higher in the last year. The average settlement value for all non-merger-objection cases with positive settlement values, and cases of less than $1 billion, decreased in 2021 to $21 million. The median settlement value showed a similar trend, declining by approximately 40% to $8 million.

Notes

1 This edition of NERA's report on "Recent Trends in Securities Class Action Litigation" expands on previous work by our colleagues Lucy P. Allen, Dr. Vinita Juneja, Dr. Denise Neumann Martin, Dr. Jordan Milev, Robert Patton, Dr. Stephanie Plancich, and others. The authors thank Dr. David Tabak and Benjamin Seggerson for helpful comments on this edition. We thank researchers in NERA's Securities and Finance Practice for their valuable assistance. These individuals receive credit for improving this report; any errors and omissions are those of the authors. NERA's proprietary securities class action database and all analyses reflected in this report are limited to federal case filings and resolutions.

2 Data for this report were collected from multiple sources, including Institutional Shareholder Services, complaints, case dockets, Dow Jones Factiva, Bloomberg Finance, FactSet Research Systems, Nasdaq, Intercontinental Exchange, US Securities and Exchange Commission (SEC) filings, and public press reports.

3 NERA tracks class actions involving securities that have been filed in federal courts. Most of these cases allege violations of federal securities laws; others allege violations of common law, including breach of fiduciary duty, as with some merger-objection cases; still others are filed in federal court under foreign or state law. If multiple actions are filed against the same defendant, are related to the same allegations, and are in the same circuit, we treat them as a single filing. However, the first two actions filed in different circuits are treated as separate filings. If cases filed in different circuits are consolidated, we revise our count to reflect the consolidation. Therefore, case counts for a particular year may change over time. Different assumptions for consolidating filings would probably lead to counts that are directionally similar but may, in certain circumstances, lead observers to draw a different conclusion about short-term trends in filings.

4 Most securities class action complaints include multiple allegations. For this analysis, all allegations from the complaint are included and, as such, the total number of allegations exceeds the total number of filings.

5 It is important to note that, due to the small number of cases in some of these categories, the findings summarized here may be driven by one or two cases.

6 Here the word "dismissed" is used as shorthand for all cases resolved without settlement; it includes cases in which a motion to dismiss was granted (and not appealed or appealed unsuccessfully), voluntary dismissals, cases terminated by a successful motion for summary judgment, or an unsuccessful motion for class certification.

7 See Janeen McIntosh and Svetlana Starykh, "Recent Trends in Securities Class Action Litigation: 2020 Full-Year Review," NERA Economic Consulting, p. 13, Figure 11, available at https://www.nera.com/publications/archive/2021/recent-trends-in-securities-class-action-litigation--2020-full-y.html.

8 Analyses in this section exclude IPO laddering cases and merger-objection cases.

9 NERA's analysis of motions only includes securities class action suits involving common stock, with or without other securities, and an allegation of Rule 10b-5 violation alone or accompanied by Section 11, and/or Section 12 violation.

10 For our analysis, NERA includes settlements that have had the first hearing of approval of case settlement by the court. This means we do not include partial settlements or tentative settlements that have been announced by plaintiffs and/or defendants. When evaluating trends in average and median settlement values, we limit our data to non-merger-objection cases with settlements of more than $0 to the class.

11 NERA-Defined Investor Losses is only calculable for cases involving allegations of damages to common stock over a defined class period. As a result, we have not calculated this metric for cases such as merger objections.

About NERA

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

NERA's clients value our ability to apply and communicate state-of-the-art approaches clearly and convincingly, our commitment to deliver unbiased findings, and our reputation for quality and independence. Our clients rely on the integrity and skills of our unparalleled team of economists and other experts backed by the resources and reliability of one of the world's largest economic consultancies. Continuing our legacy as the first international economic consultancy, NERA serves clients from major cities across North America, Europe, and Asia Pacific.

Contacts

For further information, please contact:

Janeen McIntosh
Senior Consultant
New York City: +1 212 345 1375
janeen.mcintosh@nera.com

Svetlana Starykh
Senior Consultant
White Plains, NY: +1 914 448 4123
svetlana.starykh@nera.com

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Exhibit 13

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re DORAL FINANCIAL CORP. SECURITIES LITIGATION	:	Master Docket No. 1:05-md-01706-RO (Civil Action No. 1:05-cv-04014-RO)
	:	**ELECTRONICALLY FILED**
This Document Relates To: ALL ACTIONS.	:	~~[PROPOSED]~~ ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

THIS MATTER having come before the Court on July 16, 2007, on the Motion of Lead Counsel for an award of attorneys' fees and expenses incurred in the Class Action; the Court, having considered all papers filed and proceedings conducted herein, having found the partial settlement of this Class Action to be fair, reasonable and adequate and otherwise being fully informed in the premises and good cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Partial Settlement dated April 27, 2007 (the "Stipulation").

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

3. Counsel for the Lead Plaintiff are entitled to a fee paid out of the common fund created for the benefit of the Class. *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478-79 (1980). In class action suits where a fund is recovered and fees are awarded therefrom by the court, the Supreme Court has indicated that computing fees as a percentage of the common fund recovered is the proper approach. *Blum v. Stenson*, 465 U.S. 886, 900 n.16 (1984). The Second Circuit recognizes the propriety of the percentage-of-the fund method when awarding fees. *Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96, 121 (2d Cir. 2005).

4. Lead Counsel have moved for an award of attorneys' fees of 15.25% of the Settlement Fund. Following its appointment by the Court pursuant to 15 U.S.C. §78u-4(a) of the Private Securities Litigation Reform Act of 1995, the Court-appointed Lead Plaintiff negotiated a very aggressive fee arrangement with Lead Counsel which yielded a fee entitlement of 15.25%.

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

6. The Court hereby awards attorneys' fees of 15.25% of the Settlement Fund, plus interest at the same rate as earned on the Settlement Fund, which represents the percentage fee award negotiated between the Court-appointed Lead Plaintiff and Lead Counsel at this level of recovery. The presumption that a 15.25% fee award is reasonable here, based on the circumstances of this case, has not been rebutted. The Court finds the fee award to be fair and reasonable. The fee structure agreed to by the Lead Plaintiff, which provided for a 0% fee up to $25 million and a higher percentage fee for increasing levels of recovery, is entitled to deference because it was designed to incentivize counsel to achieve the maximum result possible for the Class. It accomplished its goal here. The Court further finds that a fee award of 15.25% of the Settlement Fund is consistent with, if not less than, awards made in similar cases. *See Taft v. Ackermans*, 02 Civ. 7951 (PKL), 2007 U.S. Dist. LEXIS 9144, at *31-32 (S.D.N.Y. Jan. 31, 2007). Indeed, courts throughout this Circuit regularly award fees of 25% to 30% or more of the total recovery under the percentage-of-the-recovery method.

7. Said fees shall be allocated among plaintiffs' counsel by Lead Counsel in manner which, in their good faith judgment, reflects each counsel's contribution to the institution, prosecution and resolution of the Class Action.

8. The Court hereby awards expenses in an aggregate amount of $242,555.66.

9. In making this award of attorneys' fees and expenses to be paid from the Settlement Fund, the Court has considered each of the applicable factors set fort in *Goldberger v. Integrated Res., Inc.*, 209 F.3d 43, 50 (2d Cir. 2000). In evaluating the *Goldberger* factors, the Court finds that:

(a) Counsel for Lead Plaintiff expended considerable effort and resources over the course of the Class Action researching, investigating and prosecuting Lead Plaintiff's claims. Lead Plaintiff's counsel have represented that they have reviewed the tens of thousands of pages of documents, interviewed witnesses, opposed legally and factually complex motions to dismiss, and consulted with experts in accounting, banking regulations, loss causation, damages and corporate governance. The parties also engaged in settlement negotiations that lasted over five months. The services provided by Lead Counsel were efficient and highly successful, resulting in an outstanding recovery for the Class without the substantial expense, risk and delay of continued litigation. Such efficiency and effectiveness supports the requested fee percentage.

(b) Cases brought under the federal securities laws are notably difficult and notoriously uncertain. *In re AOL Time Warner, Inc. Sec. & ERISA Litig.*, MDL No. 1500, 2006 U.S. Dist. LEXIS 17588, at *31 (S.D.N.Y. Apr. 6, 2006). "[S]ecurities actions have become more difficult from a plaintiff's perspective in the wake of the PSLRA." *In re Ikon Office Solutions, Inc., Sec. Litig.*, 194 F.R.D. 166, 194 (E.D. Pa. 2000). This case was made more difficult by the lack of criminal convictions and no insider trading. In addition, Doral's weakened financial condition and upcoming $625 million bond payment made it likely that Doral would soon face insolvency. Despite the novelty and difficulty of the issues raised, Lead Plaintiff's counsel secured an excellent result for the Class.

(c) The recovery obtained and the backgrounds of the lawyers involved in the lawsuit are the best evidence that the quality of Lead Counsel's representation of the Class supports the requested fee. Lead Plaintiff's counsel demonstrated that notwithstanding the barriers erected by the PSLRA, they would develop evidence to support a convincing case. Based upon Lead Plaintiff's counsel's diligent efforts on behalf of the Class, as well as their skill and reputations, Lead Plaintiff's

counsel were able to negotiate a very favorable result for the Class. Lead Plaintiff's counsel are among the most experienced and skilled practitioners in the securities litigation field, and have unparalleled experience and capabilities as preeminent class action specialists. Their efforts in efficiently bringing the Class Action to a successful conclusion against the Settling Defendants are the best indicator of the experience and ability of the attorneys involved. In addition, Settling Defendants were represented by highly experienced lawyers from prominent firms. The standing of opposing counsel should be weighed in determining the fee, because such standing reflects the challenge faced by plaintiffs' attorneys. The ability of Lead Plaintiff's counsel to obtain such a favorable partial settlement for the Class in the face of such formidable opposition confirms the superior quality of their representation and the reasonableness of the fee request.

(d) The requested fee of 15.25% of the settlement is below the range normally awarded in cases of this nature.

(e) Public policy supports the requested fee, because the private attorney general role is "'vital to the continued enforcement and effectiveness of the Securities Acts.'" *Taft*, 2007 U.S. Dist. LEXIS 9144, at *33 (citation omitted).

(f) Lead Plaintiff's counsel's total lodestar is $1,917,094.50. A 15.25% fee represents a reasonable multiplier of 10.26. Given the public policy and judicial economy interests that support the expeditious settlement of cases, *Maley v. Del Global Techs. Corp.*, 186 F. Supp. 2d 358, 373 (S.D.N.Y. 2002), the requested fee is reasonable.

10. The awarded attorneys' fees and expenses, and interest earned thereon, shall be paid to Lead Counsel from the Settlement Fund immediately after the date this Order is executed subject to the terms, conditions, and obligations of the Stipulation and in particular ¶8 thereof, which terms, conditions, and obligations are incorporated herein.

IT IS SO ORDERED.

DATED: July 17, 07

THE HONORABLE RICHARD OWEN
UNITED STATES DISTRICT JUDGE

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Exhibit 14

IN THE UNITED STATES DISTRICT COURT

FOR THE NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

In re 3COM SECURITIES LITIGATION,	Master File No. C 97-21083 EAI
This Document Relates to: ALL ACTIONS	CLASS ACTION ORDER AWARDING ATTORNEYS FEES AND REIMBURSEMENT OF EXPENSES [Regarding Docket No. 162]

I. INTRODUCTION

The settlement of this consolidated securities class action created an all-cash $259 million fund for distribution to the class members. Plaintiffs' counsel now seeks an award of attorneys fees in the amount of 25% of the common fund and reimbursement of expenses.[1] Notice was given to members of the class, both by direct mailing to 165,807 class members and by publication in *The Wall Street Journal*. The motion came on for hearing before the court on February 23, 2001. Having considered the moving papers submitted by plaintiffs' counsel, the supplemental papers submitted by plaintiffs' counsel in response to the court's January 29, 2001 order, the objection and

[1] Plaintiffs' counsel also filed a motion for approval of the settlement and a motion for approval of the plan of allocation of the settlement proceeds, and all three motions came on for hearing on February 23, 2001. The court approved the settlement and plan of allocation at the February 23 hearing and took the motion for attorneys fees and reimbursement of expenses under submission.

memorandum of points and authorities of class member John H. Morrow, and the arguments of counsel and Mr. Morrow at the hearing, and for good cause appearing, the motion for an award of attorneys fees and reimbursement of expenses is granted in part, as set forth below.

II. BACKGROUND

This is a consolidated securities class action arising out of the merger between 3Com and U.S. Robotics ("USR") in June of 1997. The certified class includes all persons who purchased the common stock of 3Com on the open market from April 23, 1997 through November 5, 1997.[2] The core of plaintiffs' case was 3Com's failure to disclose USR's loss of $160.3 million in the two months preceding the June 1997 merger. There were also allegations that defendants had falsely reported the market demand for 56kbps (x2) modems.

There were substantial liability questions raised and strong defenses presented. It was by no means certain that plaintiffs would have established liability at trial or that any damages were caused by the alleged misrepresentations. Thus, there was a significant risk that plaintiffs could recover nothing at all. Assuming that liability was established, however, the estimates of recoverable damages ranged from $60-750 million.

The settlement was reached in an arms-length negotiation that spanned several sessions. It resulted in an all-cash, interest bearing, settlement fund in the amount of $259 million to be distributed to the class under the approved plan of allocation, after fees and expenses are deducted. Class counsel seeks an award of attorneys fees in the amount of 25% of the fund (nearly $65 million), plus reimbursement of expenses in the amount of $1,189,767.15, plus reimbursement of expenses to the two institutional lead plaintiffs in the amount of $38,461.09, plus interest.

III. ANALYSIS AND DISCUSSION

A. Attorneys Fee Award

The district court has the discretion to use either the percentage-of-the-fund or the

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[2] The class excluded the defendants, members of the individual defendants' immediate families, any entity in which any defendant has or had a controlling interest, current and former directors and officers of 3Com and USR and members of their immediate families, and the legal representatives, heirs, successors or assigns of any such excluded person or entity. Additionally, the shares of 3Com common stock that were acquired by shareholders of USR in connection with the merger were also excluded from the class.

lodestar/multiplier method for determining an attorneys fee award in a common fund case. In re Washington Public Power Supply Sys. Sec. Litig., 19 F.3d 1291, 1296 (9th Cir. 1994). "[N]o presumption in favor of either the percentage or the lodestar method encumbers the district court's discretion to choose one or the other." Id. However, when determining attorneys fees, a district court must ensure that the fee awards out of common funds be reasonable under the circumstances. Id. Regardless of which approach is used, the district court "must assume the role of fiduciary for the class plaintiffs" because "the relationship between plaintiffs and their attorneys turns adversarial at the fee-setting stage." Washington Public Power, 19 F.3d at 1302. Every dollar awarded to the attorneys out of the settlement fund is a dollar removed from distribution to the class.

Under the lodestar/multiplier method, the court first calculates a lodestar figure representing the number of hours reasonably incurred in the action multiplied by a reasonable hourly rate. After conducting a searching inquiry of the reasonableness of the hours expended and determining that the claimed rates are reasonable within the appropriate legal community, the court may then consider a variety of factors to establish the appropriate multiplier to apply to the lodestar in order to arrive at an enhanced, or decreased, award. The factors that may be relevant to a lodestar/multiplier analysis include: 1) the time and labor required; 2) the novelty and difficulty of the questions involved; 3) the requisite legal skill necessary; 4) the preclusion of other employment due to acceptance of the case; 5) the customary fee; 6) whether the fee is fixed or contingent; 7) the time limitations imposed by the client or circumstances; 8) the amount in controversy and the result obtained; 9) the experience, reputation and ability of the attorneys; 10) the undesirability of the case; 11) the nature and length of the professional relationship with the client; and 12) awards in similar cases. Kerr v. Screen Extras Guild, 526 F.2d 67, 70 (9th Cir. 1975), cert. denied, 425 U.S. 951 (1976).

Under the percentage of the fund method, by contrast, "the court simply awards the attorneys a percentage of the fund sufficient to provide class counsel with a reasonable fee." Hanlon v. Chrysler Corp., 150 F.3d 1011, 1029 (9th Cir. 1998). "This approach allow[s] for the cost of litigation to be spread proportionately among each of the beneficiaries, prevent[s] unjust enrichment by class counsel at the expense of the class, and yet provide[s] an incentive to the bar to pursue cases where the prospect of compensation is uncertain and remote in time." In re NASDAQ Market-Makers

Antitrust Litigation,187 F.R.D. 465, 483 (S.D.N.Y. 1998).

The trend in common fund cases has been to move away from the lodestar/multiplier approach and towards the percentage of the fund method. See In re NASDAQ Market-Makers Antitrust Litigation,187 F.R.D. 465, 483-85 (S.D.N.Y. 1998) (tracing the history of attorney fee awards in common fund cases). Courts and commentators have recognized the drawbacks imposed by the lodestar method. Among other things, the lodestar method increases the workload of an already overtaxed judicial system, encourages inefficiency and protracted law and motion practice and otherwise unjustified legal work, creates a disincentive for early settlement, and creates a sense of mathematical precision that is unwarranted in terms of the realities of the practice of law. See Court Awarded Attorney Fees, Report of the Third Circuit Task Force, 108 F.R.D. 237, 246-49 (1986); accord; In re Activision Securities Litigation, 723 F. Supp. 1373, 1378 (N.D. Cal. 1989); NASDAQ, 187 F.R.D. at 485. "The advantages of the percentage of the fund method over the lodestar method include ease of administration, permitting the judge to focus on 'a showing that the fund conferring a benefit on the class resulted from the lawyers' efforts' rather than collateral disputes over billing. This better respects the Supreme Court's admonition that '[a] request for attorney's fees should not result in a second major litigation.'" NASDAQ, 187 F.R.D. at 485 (citations omitted).

The percentage-of-the-fund method is the superior method for awarding attorneys fees in common fund cases. Accordingly, the court will exercise its discretion to award attorneys fees under the percentage-of-the-fund method in this case. The question remains, however, what percentage is appropriate under the circumstances. In the Ninth Circuit, the benchmark for a percentage award of attorneys fees is 25% of the settlement fund. Paul, Johnson, Alston & Hunt v. Graulty, 886 F.2d 268, 273 (9th cir. 1989); Powers v. Eichen, 229 F.3d 1249, 1256 (9th Cir. 2000). This benchmark may be adjusted "upward or downward to fit the individual circumstances of [the] case. Such an adjustment, however, must be accompanied by a reasonable explanation of why the benchmark is unreasonable under the circumstances." Graulty, 886 F.2d at 273. Circumstances warranting adjustment of the benchmark include situations where the percentage of the recovery would be too large or too small in light of the hours devoted to the case or other relevant factors. Six (6) Mexican Workers v. Arizona Citrus Growers, 904 F.2d 1301, 1311 (9th Cir. 1990).

Adjustment may also be warranted where the shear size of the settlement fund may make a benchmark percentage award unreasonable. "Reasonableness is the goal, and mechanical or formulaic application of either method, where it yields an unreasonable result, can be an abuse of discretion. A 25% benchmark might be reasonable in some cases, but arbitrary if the fund were extremely large." In re Coordinated Pretrial Proceedings In Petroleum Products Antitrust Litigation,109 F.3d 602, 607 (9th Cir. 1997). There is no necessary correlation between a particular percentage and a reasonable fee, and particularly where the fund is large, "picking a percentage without reference to all the circumstances, including the size of the fund, would be like picking a number out of the air." WPPSS, 19 F.3d at 1297. Thus, while 25% is the benchmark, the court cannot award 25% as a matter of course. Instead, because the court assumes the role of fiduciary for the class at the fee setting stage, the court must carefully consider all of the relevant factors and circumstances in order to ensure that a the fee awarded is reasonable under the circumstances.

1. The Percentage Method

In this case, the benchmark 25% sought by plaintiffs' counsel would result in a fee award of $64,750,000. The objector argues that the fee award should be much smaller, in the 6-10% range, primarily because the benchmark percentage is simply too high where the settlement fund is so large. Because of the large size of the settlement—which may be in part due to the large size of the class—a 25% benchmark percentage award results in an astoundingly high legal fee.

Both the objector and plaintiffs' counsel have cited legal authorities to justify their respective arguments that an appropriate fee under the circumstances should be either 6-10% or 25%, respectively. The authorities cited by plaintiffs' counsel involving cases where the settlement funds are greater than $75 million reflect attorney fee awards ranging from 14-37%. The cases cited by the objector suggest that in such megafund situations, the attorney fee awards are typically in the 6-10% range. The rationale for the lower percentage in larger fund cases may in part be explained by economies of scale, recognizing that it generally is not 150 times more difficult to prepare, try, or settle a $150 million case than it is to prepare, try or settle a $1 million case. The plethora of legal authorities cited, however, serves more to confirm the court's wide discretion in this area than to establish a guiding rule for decision.

The court has considered all of the circumstances of the litigation and the resulting settlement, including the risks of the litigation, the strengths and weaknesses of plaintiffs' case, the substantial result obtained by counsel, the skill of counsel, the arms length nature of the settlement, the predominant response of the class members to the settlement (no objection) and to the proposed fee (one objection), the contingent nature of the case, and the financial burden carried by counsel during the litigation. All of these factors justify a substantial attorneys fee award. When the size of the settlement is also considered, however, along with the hours expended by counsel, a 25% award amounting to nearly $65 million may be unreasonable. The Ninth Circuit has cautioned that the benchmark 25% award may be unreasonable where the settlement fund is extremely large. Petroleum Products, 109 F.3d at 607. This is such a case. The court finds that while 25% is unreasonable under the circumstances, an 18% award would be both reasonable and appropriate.

2. The Lodestar Cross-Check

As a further check on the reasonableness of the fee award, the court considers a thumbnail lodestar analysis in order to ensure that the percentage awarded is reasonable under the circumstances. See In re Coordinated Pretrial Proceedings In Petroleum Products Antitrust Litigation, 109 F.3d 602, 607 (9th Cir. 1997) (it is reasonable for the court to compare the lodestar fee to the 25% benchmark as one measure of the reasonableness of the fee); Brooktree, 915 F. Supp. at 199-200; Van Vranken v. Atlantic Richfield Co., 901 F. Supp. 294, 298 (N.D. Cal. 1995).

In response to the court's January 29, 2001 order, plaintiffs' counsel submitted additional information identifying the attorneys and paralegals who performed work on the litigation and summarizing the number of hours worked by each and their associated hourly rates. The time expended on the litigation by counsel and professional staff amounted to 21,651.06 hours.[3] At their ordinary billing rates, the resulting lodestar is $6,987,729.10.

Under the lodestar approach, courts consider a series of factors and then adopt a multiplier to

[3] Thirty law firms participated on behalf of the plaintiffs and 278 legal professionals performed services in the course of the representation. On a per-firm basis, the hours ranged from 12 to 5,292 total hours; on a per-attorney basis, the hours ranged from .1 to 2,016.75. The billing rates for attorneys ranged from $190-535 per hour, and the mean hourly rate was $362.50. The hourly rate for professional staff ranged from $25-180, and the mean rate was $102.50. Overall, the blended rate, calculated by dividing the total lodestar by the total number of hours is $322.74 per hour.

apply to the lodestar figure to determine the ultimate fee to be awarded. The requested fee in this case reflects a multiplier of approximately 9.27, which, while not unprecedented, is at the higher end of the scale. See Van Vranken, 901 F. Supp. at 298 (noting that multipliers in the 3-4 range are common in lengthy and complex class action litigation). Thus, the lodestar cross-check is an indication that the 25% benchmark sought by counsel is too high under all of the circumstances. However, the same lodestar cross-check demonstrates that an award of 18%—reflecting a multiplier of 6.7—is more reasonable. While still a high multiplier, the overall circumstances of this case, particularly the risks of the litigation and the superb results achieved by class counsel in settlement, justify a multiplier greater than the common range.

a. The Results Obtained

The result achieved is a significant factor to consider in making a fee award. Hensley v. Eckerhart, 461 U.S. 424, 436 (1983) (the most critical factor is the degree of success obtained). In the present action, the settlement is an extraordinary result for the members of the class. The damage estimates ranged from $60-$750 million, assuming liability was established, but the risk of a zero recovery was not insignificant. Thus, the $259 million all-cash settlement allows the class members to recover a substantial amount of the damages that they would recover if successful at trial. Additionally, the settlement appears to be the third largest recovery ever obtained in a securities class action, and it is the largest settlement in the Ninth Circuit since the enactment of the Private Securities Litigation Reform Act of 1995. Thus, this factor weighs in favor of a substantial award of fees, and under the lodestar analysis, would command a high multiplier.

b. Risks of Litigation

The risk of the litigation is also an important factor to consider in determining an appropriate fee award. WPPSS, 19 F.3d at 1299-1301. In this case, there were substantial risks that plaintiffs would be unable to establish liability, loss causation or damages.

1) The Liability Risks

In order to prevail in this securities fraud action, plaintiffs would have had to prove that the defendants made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances in which they were made, not

misleading. 15 U.S.C. § 78u-4(b)(1). Plaintiffs would also have had to establish that defendants acted with scienter, which in the context of securities fraud, is a "mental state embracing intent to deceive, manipulate, or defraud." See Ernst & Ernst v. Hochfelder, 425 U.S. 185, 193-94 n.12, 96 S. Ct. 1375, 1381 n.12, 47 L.Ed.2d 668 (1976). There was a significant risk that plaintiffs would have been unable to prove scienter.

First, defendants vigorously contested liability throughout the litigation and appeared to be prepared to defend on the basis that their merger accounting fully complied with SEC regulations setting forth the procedure to follow for combining fiscal periods when the two companies being merged had different, non-contiguous fiscal years. Moreover, according to defendants, the decision not to include USR's April and May results in 3Com's financial statements was approved by 3Com's auditors and had been made long before USR's April and May 1997 results were known.

Plaintiffs also faced substantial risks with respect to the alleged accounting improprieties that occurred during USR's March Quarter, in particular with respect to USR's pre-merger revenue recognition practices. USR's auditors had approved a number of the practices which plaintiffs alleged were improper, and after the merger, 3Com's auditors concluded that any accounting errors that occurred during the March Quarter were not material when measured by the combined results of 3Com and USR. Thus, at trial, 3Com would have argued that it was entitled to rely on the advice of its independent auditors that the USR March Quarter results did not need to be restated. Defendants also appear to have been prepared to defend each of the challenged transactions on a case-by-case basis, which would have required plaintiffs to overcome serious obstacles to establish that each defendant had knowledge of each of the particular transactions. Thus, there was a significant risk that a jury could determine that the 3Com merger accounting complied with Generally Accepted Accounting Principles and that the defendants were entitled to rely on the advice of their accountants when making these accounting decisions.

Finally, plaintiffs faced substantial challenges to establish liability on their allegations that defendants had misrepresented the demand for and sales of one of their key products, the 56kbps (x2) modem. While plaintiffs alleged that defendants had "stuffed the channel" with x2 modems during the March Quarter, defendants forcefully argued that stuffing the channel was USR's regular

business practice and was the strategy USR had used to become the world's dominant modem manufacturer.

The risks of failing to establish liability, and in particular that the defendants acted with the requisite scienter, were significant.

2) Loss Causation and Damages Risks

Even if plaintiffs were to prevail and establish liability, plaintiffs nevertheless faced significant risks relating to their ability to establish damages, materiality and loss causation. First, there was a substantial chance that plaintiffs would not be able to recover for the non-disclosure of the $160 million loss that formed the core of plaintiffs' case. Defendants contended that the April and May loss was disclosed in a September 1997 conference call, following the release of 3Com's quarterly results. However, there was no statistically significant decline in the price of 3Com stock following the conference call. The $160 million loss was also disclosed on October 14, 1997 upon the filing of 3Com's Form 10-Q, followed less than a week later by articles in the *San Francisco Chronicle* and *The New York Times* reporting on the defendants had engaged in "accounting alchemy" and had manipulated USR's financial results by stuffing the channel with inventory. Once again, however, there was no statistically significant decline in the price of 3Com stock after these disclosures; to the contrary, the price of 3Com stock actually increased following the publication of one of the articles. Thus, there was a substantial risk that a jury could find that USR's April and May 1997 results were not material to 3Com's investors and that the failure to disclose the $160 million loss did not cause any damages.

There were also substantial questions raised regarding the extent to which modem sales had declined during the class period. There was evidence that modem sales did not decline until late in the class period, in October 1997, after a standard for the 56kbps technology unexpectedly failed to be set in late September. Thus, defendants could have presented strong defensive arguments at trial.

Finally, to the extent there was a decline in the price of 3Com stock towards the end of the class period, there were substantial questions raised regarding what portion of the overall stock decline was attributable to the alleged fraud rather than to general market conditions that existed, including the Asian economic crisis, increased competition from others, and the lack of an industry

standard.

Thus, there was a very real and substantial risk that plaintiffs would not prevail at trial, in which case plaintiffs would have recovered nothing and counsel would not receive any compensation for their services. Nonetheless, counsel successfully negotiated a substantial favorable settlement for the class, meriting an award of significant attorneys fees.

Taken together, the results achieved in view of the risks associated with the litigation justify a lodestar multiplier of between 6 and 7. In this case, that multiplier would result in fees in the range of $42-49 million.

3. The Fee Award

Having considered all of the foregoing, the court is persuaded that the 25% benchmark is unreasonable under the circumstances and that a lower percentage should be awarded. Considering the outstanding results achieved, however, the court is not inclined to award a percentage fee as low as that suggested by the objector. Instead, under the totality of the circumstances and mindful of its role as fiduciary guardian of the interests of the class, the court finds that a reasonable and appropriate fee is 18% of the fund, or $46,620,000. An 18% award is also reasonable in consideration of the lodestar, reflecting a multiplier of 6.67. This multiplier is admittedly higher than the typical range, but it would be appropriate here where counsel's efforts have achieved extraordinary results for the class at considerable risk.

The downward departure from the benchmark should not be read or understood to imply any criticism of plaintiffs' counsel, nor should a percentage award below the benchmark be considered as punishment rather than as reward to counsel. To the contrary, counsel's representation was excellent, and as discussed above, the results they achieved were substantial and extraordinary. Counsel deserves to be amply rewarded. However, after carefully weighing the relevant factors in the court's capacity as fiduciary for the class members, the court finds that an award of $46,620,000 reasonable and appropriate.

B. Reimbursement of Expenses

1. Costs and Expenses Actually Incurred by Plaintiffs' Counsel

Plaintiffs' counsel also seeks reimbursement of the expenses incurred in an aggregate amount

of $1,189,767.15. It is appropriate to reimburse counsel for reasonable expenses that were incurred in the course of representing the class, provided that the expenses are of a type that ordinarily would be billed by attorneys to paying clients. Harris v. Marhoefer, 24 F.3d 16, 19 (9th Cir. 1994). Counsel has submitted declarations from each of the law firms identifying the expenses and attesting that the expenses were actually incurred. The court has reviewed the declarations and finds that the expenses should be reimbursed in full out of the settlement fund.

2. Costs and Expenses of Lead Plaintiffs

The lead institutional plaintiffs, the Louisiana School Employees Retirement System ("LSERS") and the Louisiana Municipal Police Employees Retirement System ("LMPERS"), have also submitted a request for reimbursement of expenses under 15 U.S.C. §78u-4(a)(4). That section of the PSLRA allows for representative parties to be awarded reimbursement of their reasonable costs and expenses, including lost wages, that were directly related to the representation of the class. Specifically, LMPERS and LSERS seek an award of $38,461.09, of which $10,161.09 constitutes litigation related travel expenses of their General Counsel, Mr. Roche, and $28,300 constitutes that portion of Mr. Roche's salary corresponding to the time he spent on matters associated with the litigation. Roche Decl. ¶ 3, 5. The lead plaintiffs characterize the salary reimbursement as "lost wages" that are recoverable under the act, but cite no case law in support of their interpretation.

The court has not discovered any case law construing "lost wages" as used in the statute. However, the plain meaning of the statutory phrase connotes income that was lost or foregone as a direct result of attending to the litigation as a representative party. The phrase does not embrace reimbursement of salary that would have been paid anyway, regardless of the nature of the work performed by Mr. Roche on behalf of his employers. Thus, the statute does not authorize the partial reimbursement of in-house counsel's salary.

Therefore, the court will award to LMPERS and LSERS only the $10,161.09 in out-of-pocket expenses and will disallow the $28,300 in claimed wages.

3. Expenses of Objector John Morrow

Finally, the court considers the reimbursement of the expenses incurred by the objector, Mr. Morrow. Mr. Morrow himself has not affirmatively sought reimbursement of his expenses or an

award of fees for his participation. The court, however, raised the issue sua sponte at the February 23, 2001 hearing and authorized Mr. Morrow to submit a declaration to substantiate the expenses he incurred. Mr. Morrow's declaration establishes that he incurred $1,339.63 in expenses in connection with objecting to the motion for attorneys fees, primarily for traveling to San Jose, California to attend the hearing. The expenses are reasonable and are approved.

CONCLUSION

For the foregoing reasons, IT IS HEREBY ORDERED THAT:

1. The court hereby awards Representative Plaintiffs' Counsel attorneys' fees of 18% of the settlement fund and reimbursement of litigation expenses in the amount of $1,189,767.15, together with interest earned thereon for the same time period and at the same rate as that earned on the settlement fund until paid. Said fees and expenses shall be allocated among the Representative Plaintiffs' Counsel in a manner which, in Plaintiffs' Lead Counsel's good faith judgment, reflects each such Representative Plaintiff's Counsel's contribution toward the institution, prosecution, and resolution of the litigation. The awarded attorneys' fees and expenses shall be paid to Plaintiffs' Lead Counsel immediately after the date this Order is executed subject to the terms, conditions, and obligations of the Stipulation of Settlement, and in particular, ¶7.2 thereof, which terms, conditions and obligations are incorporated herein.

2. The court finds that an award of attorneys' fees of 18% of the Settlement Fund is fair and reasonable under the percentage-of-the-fund method. The settlement was obtained largely through the efforts of plaintiffs' counsel. Plaintiffs' counsel diligently prosecuted this litigation for approximately three years with a substantial risk of no recovery for the class, and obtained an excellent result. Representative Plaintiffs' counsel have received no compensation during the three years of the litigation, and any fee award has always been at risk and completely contingent on the result achieved. The litigation was complex, and involved substantial issues of law, including the uncertain interpretation and application of the Private Securities Litigation Reform Act of 1995. Additionally, the litigation presented difficult questions of proof on issues including liability, materiality, loss causation, and damages.

3. Objector Morrow is awarded $1,339,63, to be paid out of the settlement fund to

reimburse him for the reasonable costs and expenses he incurred in objecting to the motion for an award of attorneys fees.

4. LMPERS and LSERS, the two institutional lead plaintiffs, are awarded $10,161.09, to be paid out of the settlement fund, to reimburse them for the reasonable costs and expenses they incurred in representing the class.

Lead counsel for the plaintiffs shall serve a copy of this order on counsel of record for the parties.

IT IS SO ORDERED.

DATED: MAR 9 2021

EDWARD A. INFANTE

Edward A. Infante
United States Magistrate Judge

Copy of Order Mailed on MAR 0 9 2001.

Counsel for Plaintiff:

Milberg Weiss Bershad Hynes & Lerach LLP
William S. Lerach
Keith F. Park
600 West Broadway, Suite 1800
San Diego, CA 92101

Milberg Weiss Bershad Hynes & Lerach LLP
Patrick J. Coughlin
100 Pine Street, Suite 2600
San Francisco, CA 94111

Bernstein Litowitz Berger & Grossman LLP
Max W. Berger
1285 Avenue of the Americas, 33rd Floor
New York, NY 10019

Barrack, Rodos & Bacine
Edward M. Gergosian
402 West Broadway, Suite 850
San Diego, CA 92101

Kaplan Kilsheimer & Fox LLP
Robert N. Kaplan
805 Third Avenue, 22nd Floor
New York, NY 10022

Kaplan Kilsheimer & Fox LLP
Laurence D. King
100 Pine Street, Suite 2600
San Francisco, CA 94111

Counsel for Defendant
Wilson Sonsini Goodrich & Rosati PC
Boris Feldman
650 Page Mill Road
Palo Alto, CA 94304

Objector
John H. Morrow
Bradley Arant Rose & White LLP
2001 Park Place, Suite 1400
Birmingham, AL 35203-2736