

EXHIBIT M

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13 *Interim Co-Lead Counsel for Direct Purchaser Plaintiffs*

14
15 UNITED STATES DISTRICT COURT
16 NORTHERN DISTRICT OF CALIFORNIA
17 OAKLAND DIVISION

18 IN RE: LITHIUM ION BATTERIES
ANTITRUST LITIGATION

Case No. 13-md-02420-YGR
MDL No. 2420

19
20 This Document Relates to:
21 ALL DIRECT PURCHASER CLASS
22 ACTIONS

**DECLARATION OF ROBERT G. EISLER
IN SUPPORT OF DIRECT PURCHASER
PLAINTIFFS MOTION FOR AN AWARD
OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES, AND
INCENTIVE AWARDS**

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1 I, Robert G. Eisler, declare and state as follows:

2 1. I am a Director of the law firm of Grant & Eisenhofer. I submit this declaration in
3 support of Direct Purchaser Plaintiffs (“DPP”) application for an award of attorneys’ fees and
4 reimbursement of expenses in connection with the services rendered in this litigation. I make this
5 Declaration based on my own personal knowledge, and if called as a witness, I could and would
6 competently testify to the matters stated herein.

7 2. My firm has served as counsel to Michael Criden and as counsel for the Direct
8 Purchaser Class (“Class”) throughout the course of this litigation. The background and experience
9 of Grant & Eisenhofer and its attorneys are summarized in the *curriculum vitae* attached hereto as
10 Exhibit 1.

11 3. Grant & Eisenhofer has prosecuted this litigation solely on a contingent-fee basis,
12 and has been at risk that it would not receive any compensation for prosecuting claims against the
13 Defendants. While Grant & Eisenhofer devoted its time and resources to this matter, it has
14 foregone other legal work for which it could have been compensated.

15 4. During the pendency of the litigation, Grant & Eisenhofer performed the following
16 work: legal and factual research required to file an initial complaint, legal research related and
17 drafting portions of plaintiffs’ response to motions to dismiss, review and analysis of defendants
18 documents and preparation for depositions.

19 5. Attached hereto as Exhibit 2 is my firm’s total hours and lodestar, computed at
20 historical rates, for the period of June 1, 2013 through August 31, 2017. This period reflects the
21 time spent after the appointment of Interim Co-Lead Counsel and Liaison Counsel for Direct
22 Purchased Plaintiffs (“DPP”) in this litigation. The total number of hours spent by Grant &
23 Eisenhofer during this period of time was 3,518.10, with a corresponding lodestar of
24 \$1,418,353.50. My firm’s lodestar figures are based on the firm’s historical billing rates which do
25 not include charges for expense items. Expense items are billed separately and such charges are
26 not duplicated in my firm’s billing rates. This summary was prepared from contemporaneous,
27 daily time records regularly prepared and maintained by my firm. The lodestar amount reflected in

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1 Exhibit 2 is for work assigned by DPP Co-Lead Counsel, and was performed by professionals at
2 my law firm for the benefit of the Class.

3 6. Grant & Eisenhofer has reviewed the time and expense records that form the basis
4 of this declaration to correct any billing errors. In addition, my firm has removed all time entries
5 and expenses related to the following:

6 a. time spent reading or reviewing pleadings, ECF notices or other papers
7 unless a necessary part of performing a specific assignment from Co-Lead Counsel;

8 b. travel time unless the attorney or professional was actively engaged in
9 preparation or work in connection with a particular assignment made by Co-Lead Counsel which
10 necessitated travel;

11 c. billing for time connected with creating timekeeping records or for the time
12 of attorneys or staff expended in preparation of audited time records and expenses in support of
13 DPPs' application for an award of attorneys' fees and reimbursement of expenses.

14 7. The hourly rates for the attorneys and professional support staff in my firm
15 included in Exhibit 2 are the same as the regular rates charged for their services in non-contingent
16 matters and/or which have been accepted in other complex or class action litigation subject to the
17 hourly rate caps established by DPP Co-Lead Counsel, including:

18 a. the highest hourly rates for Attorneys at the highest Partner level is capped
19 at \$850 per hour;

20 b. the highest hourly rates for Attorneys at the Of-counsel/Special counsel
21 level for substantive work is capped at \$650 per hour, which excludes document review;

22 c. the highest hourly rates for Attorneys at the highest Associate level for
23 substantive work is capped at \$450 per hour, which excludes document review;

24 d. the highest hourly rates for Attorneys at the Associate level engaged in
25 English-language document review is capped at \$350 per hour; a cap of \$400 per hour is permitted
26 where the reviewer has special skill set, such as foreign language translation, and Lead Counsel
27 has approved that work performed; and

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1 e. the highest hourly rates for Paralegals and investigators is capped at \$175
2 per hour.

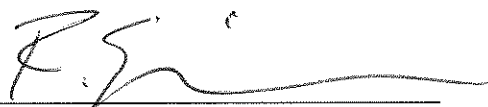
3 8. My firm has expended a total of \$19,196.05 in unreimbursed costs and expenses in
4 connection with the prosecution of this litigation. These costs and expenses are broken down in
5 the chart attached hereto as Exhibit 3. They were incurred on behalf of Direct Purchaser Plaintiffs
6 by my firm on a contingent basis, and have not been reimbursed. The expenses incurred in this
7 action are reflected on the books and records of my firm. These books and records are prepared
8 from expense vouchers, check records and other source materials and represent an accurate
9 recordation of the expenses incurred.

10 9. Grant & Eisenhofer paid a total of \$55,000.00 in assessments for the joint
11 prosecution of the litigation against the Defendants.

12 10. My firm has carefully reviewed the time and expenses that comprise its reported
13 lodestar and out of pocket expenses and represents that such lodestar and expenses comply with all
14 material applicable terms of the May 21, 2013 letter from Co-Lead Counsel regarding Protocols
15 for Maintaining and Reporting Time and Expense as well as Modified Pretrial Order No. 1 with
16 Exhibit A (Dkt. No. 202, May 24, 2013).

17 I declare under penalty of perjury under the laws of the United States of America that the
18 foregoing is true and correct. Executed on this 30th day of January, 2018 at Wilmington, Delaware.

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Robert G. Eisler

EXHIBIT 1

**GRANT & EISENHOFER P.A.
FIRM BIOGRAPHY**

Grant & Eisenhofer P.A. (“G&E”) concentrates on federal securities and corporate governance litigation and other complex class litigation. With nearly 75 attorneys, G&E primarily represents domestic and foreign institutional investors, both public and private, who have been damaged by corporate fraud, greed and mismanagement. The Firm has been named to *The National Law Journal*’s “Plaintiffs’ Hot List” for more than a decade and is listed as one of America’s Leading Business Law Firms by Chambers & Partners, who reported that G&E “commanded respect for its representation of institutional investors in shareholder and derivative actions, and in federal securities fraud litigation.” Based in Delaware, New York, and Chicago, G&E routinely represents clients in federal and state courts throughout the country. G&E’s clients include the California Public Employees’ Retirement System, New York State Common Retirement Fund, Ohio Public Employees’ Retirement System, State of Wisconsin Investment Board, Teachers’ Retirement System of Louisiana, PIMCO, Trust Company of the West, The Capital Guardian Group and many other public and private U.S. and international institutions.

G&E was founded in 1997 by Jay W. Eisenhofer and Stuart M. Grant, former litigators in the Wilmington office of the nationally prominent firm of Skadden, Arps, Slate, Meagher & Flom LLP. Over the years, the Firm’s directors have gained national reputations in securities and corporate litigation. In fact, G&E was the first law firm in the country to argue the provisions of the Private Securities Litigation Reform Act (“PSLRA”) allowing an institutional investor to be appointed as lead plaintiff in a securities class action. The Firm has gone on to build a national and international reputation as a leader in securities litigation. In both class action and “opt-out” cases, G&E has attracted widespread recognition for protecting investors’ rights and recovering their damages. The Firm has recovered over \$28 billion for its clients in the last ten years, and RiskMetrics Group has twice recognized G&E for winning the highest average investor recovery in securities class actions.

G&E has served as lead counsel in many of the largest securities class action recoveries in U.S. history, including:

- \$3.2 billion settlement from Tyco International Ltd. and related defendants
- \$922 million from UnitedHealth Group
- \$486 million settlement from Pfizer
- \$450 million Pan-European settlement from Royal Dutch Shell
- \$448 million settlement in Global Crossing Ltd. securities litigation
- \$422 million total class recovery for investors in the stock and bonds of Refco
- \$400 million recovery from Marsh & McLennan
- \$325 million from Delphi Corp.
- \$303 million settlement from General Motors
- \$300 million settlement from DaimlerChrysler Corporation
- \$300 million recovery from Oxford Health Plans
- \$276 million judgment & settlement for Safety-Kleen bond investors

G&E has also achieved landmark results in corporate governance litigation, including:

In re UnitedHealth Group Inc. Shareholder Derivative Litigation: G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group (“UHG”). This was among the first – and most egregious – examples of options backdating. As previously stated, G&E’s case against UHG produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction.

In re Digex, Inc. Shareholders Litigation – G&E initiated litigation alleging that the directors and majority stockholder of Digex, Inc. breached fiduciary duties to the company and its public shareholders by permitting the majority shareholder to usurp a corporate opportunity that belonged to Digex. G&E’s efforts in this litigation resulted in an unprecedented settlement of \$420 million, the largest settlement in the history of the Delaware Chancery Court.

Caremark / CVS Merger - G&E represented two institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as the board’s decision to reject a competing proposal from a different suitor. Through the litigation, Caremark’s board was forced to renegotiate the terms of the merger agreement with CVS. The settlement ensured statutory rights of Caremark shareholders, providing an additional \$3.19 billion in cash consideration.

Teachers’ Retirement System of Louisiana v. Greenberg, et al. and American International Group, Inc.: In what was, at the time, the largest settlement of shareholder derivative litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a lawsuit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice “Hank” Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets.

AFSCME v. AIG – This historic federal appeals court ruling in favor of G&E’s client established the right, under the then-existing proxy rules, for shareholders to place the names of director candidates nominated by shareholders on corporate proxy materials – reversing over 20 years of adverse rulings from the SEC’s Division of Corporate Finance and

achieving what had long been considered the “holy grail” for investor activists. Although the SEC took nearly immediate action to reverse the decision, the ruling renewed and intensified the dialogue regarding proxy access before the SEC, ultimately resulting in a new rule currently being considered by the SEC that, if implemented, will make proxy access mandatory for every publicly traded corporation.

Unisuper Ltd. v. News Corp., et al. – G&E forced News Corp. to rescind the extension of its poison pill on the grounds that it was obtained without proper shareholder approval.

Teachers’ Retirement System of Louisiana v. HealthSouth – G&E negotiated a settlement which ousted holdover board members loyal to indicted CEO Richard Scrushy and created mechanisms whereby shareholders would nominate their replacements.

Carmody v. Toll Brothers – This action initiated by G&E resulted in the seminal ruling that “dead-hand” poison pills are illegal.

In re Refco Inc. Securities Litigation – G&E represented Pacific Investment Management Company LLC (“PIMCO”) as co-lead plaintiff in a securities class action alleging that certain officers and directors of Refco Inc., as well as other defendants including the company’s auditor, its private equity sponsor, and the underwriters of Refco’s securities, violated the federal securities laws in connection with investors’ purchases of Refco stock and bonds. Recoveries for the class exceeded \$400 million, including \$140 million from the company’s private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor.

In addition, the Firm’s lawyers are often called upon to testify on behalf of institutional investors before the SEC and various judicial commissions, and they frequently write and speak on securities and corporate governance issues. G&E managing director Jay Eisenhofer and director Michael Barry are co-authors of the *Shareholder Activism Handbook*, and in 2008, Jay Eisenhofer was named by *Directorship Magazine* as one of the “100 Most Influential People in Corporate Governance and the Boardroom.”

G&E is proud of its success in fighting for institutional investors in courts and other forums across the country and throughout the world.

G&E's Attorneys

Jay W. Eisenhofer

Jay Eisenhofer, co-founder and managing director of Grant & Eisenhofer P.A., has been counsel in more multi-hundred million dollar cases than any other securities litigator, including the \$3.2 billion settlement in the Tyco case, the \$922 million UnitedHealth Group settlement, the \$486 million settlement with Pfizer, the \$450 million settlement in the Global Crossing case, a \$400 million settlement with Marsh & McLennan, a \$303 million settlement with General Motors and a \$300 million settlement with DaimlerChrysler. Internationally, Mr. Eisenhofer has organized cases on behalf of investors leading to substantial recoveries, including the \$1.36 billion settlement with Fortis in the Netherlands, the \$1 billion recovery against Royal Bank of Scotland in the United Kingdom, and the historic \$450 million pan-European settlement in the Royal Dutch Shell case in the Netherlands.. Mr. Eisenhofer was also the lead attorney in the seminal cases of *American Federation of State, County & Municipal Employees, Employees Pension Plan v. American International Group, Inc.*, where the U.S. Court of Appeals required shareholder proxy access reversing years of SEC no-action letters, and *Carmody v. Toll Brothers*, wherein the Delaware Court of Chancery first ruled that so-called “dead-hand” poison pills violated Delaware law.

Mr. Eisenhofer has served as litigation counsel to many public and private institutional investors, including, among others, Amalgamated Bank, APG Asset Management, California Public Employees Retirement System, California State Teachers Retirement System, Colorado Public Employees Retirement Association, the Florida State Board of Administration, John Hancock, Louisiana State Employees Retirement System, New York City Retirement Funds, Inc., and Service Employees International Union.

Mr. Eisenhofer is consistently ranked as a leading securities and corporate governance litigator and he has been named by Lawdragon to its annual list of the top 500 lawyers in America for several consecutive years. He is also recognized by Benchmark Litigation as one of the Top 100 Trial Lawyers. *The National Law Journal* has selected Grant & to its “Plaintiffs’ Hot List” as one of the top plaintiffs’ law firms in the country since the List’s inception, earning the firm a place in *The National Law Journal’s* “Plaintiffs’ Hot List Hall Of Fame” in 2008, as well as to its list of “Elite Trial Lawyers: The 50 Leading Plaintiffs Firms in America” since commencement of the list. The firm has been selected as a “Most Feared Plaintiffs Firm” by *Law360* as “one of the most high-profile shareholder and whistleblower advocates in the country, securing record-high cash settlements.” *U.S. News & World Report* has also repeatedly named Grant & Eisenhofer to its list of “Best Law Firms” in the fields of Securities Litigation, Commercial Litigation, and Corporate Law. Mr. Eisenhofer is rated AV by Martindale-Hubbell.

Mr. Eisenhofer has written and lectured widely on securities fraud and insurance coverage litigation, business and employment torts, directors' and officers' liability coverage, and the Delaware law of shareholder rights and directorial responsibilities. Among the publications he has authored: “The Shareholders Activism Handbook” Aspen Publishers; “Proxy Access Takes Center Stage – The Second Circuit’s Decision in *AFSCME Employees Pension Plan v. American International Group, Inc.*” *Bloomberg Law Reports*, Vol. 1, No. 5; “Investor Litigation in the U.S. - The System is Working” *Securities Reform Act Litigation Reporter*, Vol. 22, #5; “*In re*

Walt Disney Co. Deriv. Litig. and the Duty of Good Faith Under Delaware Corporate Law” *Bank & Corporate Governance Law Reporter*, Vol. 37, #1; “Institutional Investors As Trend-Setters In Post-PSLRA Securities Litigation” *Practising Law Institute*, July, 2006; “*In re Cox Communications, Inc.*: A Suggested Step in the Wrong Direction,” *Bank and Corporate Governance Law Reporter*, Vol. 35, #1; “Does Corporate Governance Matter to Investment Returns?” *Corporate Accountability Report*, Vol. 3, No. 37; “Loss Causation in Light of Dura: Who is Getting it Wrong?” *Securities Reform Act Litigation Reporter*, Vol. 20, #1; “Giving Substance to the Right to Vote: An Initiative to Amend Delaware Law to Require a Majority Vote in Director Elections,” *Corporate Governance Advisor*, Vol. 13, #1; “An Invaluable Tool in Corporate Reform: Pension Fund Leadership Improves Securities Litigation Process,” *Pensions & Investments*, Nov. 29, 2004; and “Securities Fraud, Stock Price Valuation, and Loss Causation: Toward a Corporate Finance-Based Theory of Loss Causation,” *Business Lawyer*, Aug. 2004. Mr. Eisenhofer has also authored a number of articles on illiquid and rouge hedge funds, including “Time for Hedge Funds to Become Accountable to Fiduciary Investors,” *Pensions & Investments*, April 30, 2012; and “Hedge Funds of the Living Dead,” *New York Times Dealbook*, June 4, 2012.

Mr. Eisenhofer serves as a member of the NYU Law School Advisory Board for the Center on Civil Justice, and as co-chair for the Securities Litigation Committee of the American Association for Justice. Mr. Eisenhofer currently serves as a member of the New York City Mayor’s Advisory Board for the Mayor’s Fund to Advance New York City, and also serves as an ex-officio Trustee on the Board of Trustees of the American Museum of Natural History. He is a graduate of the University of Pittsburgh, and a 1986 *magna cum laude* graduate of Villanova University School of Law, Order of the Coif. He was a law clerk to the Honorable Vincent A. Cirillo, President Judge of the Pennsylvania Superior Court and thereafter joined the Wilmington office of Skadden Arps Slate Meagher & Flom. Mr. Eisenhofer was a partner in the Wilmington office of Blank Rome Comisky & McCauley until forming Grant & Eisenhofer P.A. in 1997.

Stuart M. Grant

Stuart M. Grant, co-founder and managing director of Grant & Eisenhofer P.A., is internationally recognized for his extensive knowledge in the areas of Delaware corporate law, fiduciary responsibility, securities and investments, private equity and fixed income, appraisal remedies, valuation, proxy contests and other matters related to protecting and promoting the rights of institutional investors. He serves as litigation counsel to many of the largest public and private institutional investors in the world.

Mr. Grant was the first attorney to argue the provisions of the PSLRA allowing an institutional investor to be appointed as sole lead plaintiff and has served as lead counsel in eight of the ten largest settlements in the history of Delaware Chancery Court.

Among his many accolades, Mr. Grant is consistently ranked in Band 1 of *Chambers USA* as a leading litigator for his work in Delaware Chancery and securities, regulatory and corporate governance litigation. For the past several years, he has been named to Best Lawyers, ranked as a leading lawyer by Legal 500, and selected for inclusion in *Super Lawyers*. Mr. Grant, who has also been recognized as one of the Top 500 Leading Lawyers in America by *Lawdragon*, is rated AV by Martindale-Hubbell, and is recognized by Benchmark Litigation as one of the Top 100 Trial Lawyers. Additionally, *The National Law Journal* has selected Grant & Eisenhofer to its

list of “Elite Trial Lawyers: The 50 Leading Plaintiffs Firms in America” since the commencement of the list.

Mr. Grant has first-chaired more nine-figure securities class action and Delaware Chancery Court case resolutions than perhaps any other litigator, including:

In re Dole Food Co. Stockholder Litigation and *In re Dole Food Co. Appraisal Litigation*, stockholder class and appraisal litigation victory following a nine-day trial;

In re Freeport-McMoRan Copper & Gold, Inc. Derivative Litigation, where in a historic first for derivative litigation, the entire cash component of the settlement was distributed to Freeport shareholders in the form of a special dividend;

City of Roseville Employees' Retirement System v. Lawrence Ellison, et al. ("Oracle Corp."), a stockholder derivative suit alleging breach of fiduciary duty;

In re El Paso Corporation Shareholder Litigation, a settlement resolving allegations that El Paso's Board of Directors negotiated a merger that was “tainted with disloyalty;”

In re Refco Inc. Securities Litigation, class action settlement over violations of federal securities laws;

In re Parmalat Securities Litigation, securities class action in what the SEC described as “one of the largest and most brazen financial frauds in history;”

Teachers' Retirement System of Louisiana v. Greenberg, et al. and American International Group, Inc., one of the largest derivative shareholder litigation settlements in the history of Delaware Chancery Court;

In re Safety-Kleen Securities Corporation Bondholders Litigation, a seven week securities class action jury trial resulting in judgments holding the company's CEO and CFO jointly and severally liable;

In re Digex Stockholders Litigation, the largest settlement in Delaware Chancery Court history, which led to the establishment of lead plaintiff provisions in Delaware.

Mr. Grant has also resolved several class and/or derivative actions, which rank among the largest in the Delaware Chancery Court:

In re Jefferies Group, Inc. Shareholders Litigation, a fiduciary duty action representing one of the top ten settlements of a post-closing action challenging the fairness of a merger in the history of the Delaware Chancery Court;

In re Del Monte Foods Company Shareholders Litigation, shareholder litigation resulting in an unprecedented and immediate change in lending policy practices among major investment banks regarding the way the banks approach financing transactions in which they represent the seller;

In re American International Group, Inc. Consolidated Derivative Litigation, a settlement resolving claims that AIG's CEO Hank Greenberg and other officers of the insurer were involved in a well-documented bid-rigging scheme used to inflate the company's income; and,

In re ACS Shareholder Litigation, a settlement resolving allegations that ACS's Board of Directors breached their fiduciary duties in connection with the negotiated buyout of ACS by Xerox Corp.

Mr. Grant serves as Vice-Chairperson of the Delaware Judicial Nominating Commission, as a member of the Board of Trustees for the University of Delaware, and on the Advisory Board for the Weinberg Center for Corporate Governance at the University of Delaware. Mr. Grant was an Adjunct Professor of Law at the Widener University School of Law from 1994-2009, where he taught securities litigation, and is a past trustee of the Delaware Art Museum.

Mr. Grant has authored a number of articles which have been cited with approval by the U.S. Supreme Court, U.S. Court of Appeals for the 2nd and 5th Circuits and numerous U.S. District Courts. His articles include, among others, "The Devil is in the Details: Application of the PSLRA's Proportionate Liability Provisions is so Fraught With Uncertainty That They May be Void for Vagueness"; "Class Certification and Section 18 of the Exchange Act"; "*Unisuper v. News Corporation*: Affirmation that Shareholders, Not Directors, Are the Ultimate Holders of Corporate Power"; "Executive Compensation: Bridging the Gap Between What Companies Are Required to Disclose and What Stockholders Really Need to Know"; and a number of annual PLI updates under the heading of "Appointment of Lead Plaintiff Under the Private Securities Litigation Reform Act."

Mr. Grant was graduated in 1982 *cum laude* from Brandeis University with a B.A. in economics and received his J.D. from New York University School of Law in 1986. He served as Law Clerk to the Honorable Naomi Reice Buchwald in the U.S. District Court for the Southern District of New York. Mr. Grant was an associate at Skadden, Arps, Slate, Meagher & Flom (1987-94), and a partner in the Wilmington office of Blank Rome Comisky & McCauley from 1994 until forming Grant & Eisenhofer P.A. in 1997.

Jeff A. Almeida

Jeff Almeida is a director at Grant & Eisenhofer practicing in the areas of corporate, securities and consumer litigation.

Mr. Almeida has a wide breadth of complex commercial litigation experience, with over 18 years of litigation experience. He has primarily represented domestic and foreign institutional investors in prominent securities fraud class actions and opt-out cases, including *In re JPMorgan Chase & Co. Securities Litigation (London Whale)* (S.D.N.Y.); *In re Medtronic Securities Litigation* (D. Minn.); *In re Refco Inc. Securities Litigation* (S.D.N.Y.); *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (D.N.J.); *In re Bank of America/Merrill Lynch Securities Litigation* (S.D.N.Y.); *In re Pfizer Inc. Securities Litigation* (S.D.N.Y.); *In re Global Cash Access Holdings Securities Litigation* (D. Nev.); and *In re Career Education Corp. Securities Litigation* (S.D. Ill.).

Mr. Almeida has also been actively engaged in derivative, class, and appraisal litigation in the Delaware Court of Chancery, including the matters *In re Tyson Foods, Inc. Consolidated Shareholder Litigation*, which resulted in historic rulings clarifying the fiduciary duties of corporate directors in connection with the administration of stock option plans; *Louisiana Municipal Police Employees' Retirement System v. Crawford (Caremark)*, a well-publicized derivative action challenging the terms of the Caremark and CVS merger that resulted in a \$3.2 billion settlement; and *In re Genentech Inc. Shareholder Litigation*, where he successfully represented Genentech minority stockholders against Roche's heavy-handed attempt to squeeze out the minority to seize control of Genentech.

In consumer litigation, Mr. Almeida currently serves as counsel for plaintiffs in two separate consumer class actions against Ford Motor Company, one of which involves Ford's defective infotainment system and the second of which involves unintended acceleration. In other commercial fraud litigation, he has also successfully represented hedge fund clients in claims involving short-squeeze market manipulation and the marketing and sale of abusive tax shelters.

Prior to joining Grant & Eisenhofer in August 2004, Mr. Almeida was affiliated for seven years as an attorney with a major Philadelphia defense firm, where he practiced in the areas of complex commercial litigation, with a focus on consumer class actions, commercial contract disputes, and insurance coverage and bad faith defense.

Mr. Almeida is a 1994 graduate of Trinity College in Hartford, Connecticut, where he captained the varsity basketball team and achieved election to Phi Beta Kappa, and a 1997 graduate of William and Mary Law School in Williamsburg, Virginia. Mr. Almeida is admitted to practice in Delaware, Pennsylvania, and New Jersey, along with several federal district courts.

Thomas V. Ayala

Thomas Ayala is a director at Grant & Eisenhofer, focusing on complex pharmaceutical and medical device litigation. Mr. Ayala has handled all phases of mass tort, personal injury, environmental and commercial litigation from commencement through trial and appeals. He has also assembled and worked with numerous interdisciplinary teams of expert witnesses to support clients' legal claims, and he has served as first-chair cross-examiner of adversarial experts and other witnesses.

Mr. Ayala is actively in litigation against major pharmaceutical companies, medical device manufacturers, and manufacturers in other industries. Mr. Ayala serves on the Law and Briefing Committee for the Plaintiff's Steering Committee in *In re Xarelto Products Liability Litigation*, MDL No. 2592, serves as Co-Chair of the Science and Expert Committee and as a member of the Law and Briefing Committee for the Plaintiff's Steering Committee in *In re Zofran (ondansetron) Products Liability Litigation*, MDL No. 2657 (where G&E is co-lead), and power morcellators (where G&E is a member of the Plaintiffs' Steering Committee in *In re Power Morcellator Products Liability Litigation*, MDL No. 2652). Mr. Ayala is also representing individuals adversely affected by defective metal-on-metal hips and Essure®.

Prior to his representation of individuals and victims of consumer fraud, Mr. Ayala worked for an international firm serving as national counsel in numerous mass tort proceedings, including

pharmaceutical, medical device, environmental exposure, commercial and other complex litigation, including multidistrict litigation proceedings.

Immediately following law school, Mr. Ayala was a law clerk to Judge Eduardo C. Robreno of the U.S. District Court for the Eastern District of Pennsylvania, where he assisted the judge in presiding over seven jury trials and contributed to the administration of justice in matters arising under federal and state law.

Mr. Ayala was selected as a Product Liability “Rising Star” in Law360’s 2016 list of Top Attorneys Under 40 and co-authored “Overcoming the Clear Evidence Defense,” published in the July 2016 issue of *Trial* magazine.

Mr. Ayala earned his J.D., *summa cum laude*, from Villanova University School of Law in 2004, where he served as editor-in-chief of the *Villanova Law Review* and was named to the Order of the Coif. At Villanova, Mr. Ayala served as an intern to the late Judge Charles R. Weiner.

Michael J. Barry

Michael Barry is a director at Grant & Eisenhofer focusing on corporate governance and securities litigation. For over thirteen years, he has represented institutional investors in litigation relating to securities fraud, corporate fiduciary responsibilities, shareholder proposals under SEC Rule 14a-8, and corporate governance generally. As a foremost practitioner in these areas, Mr. Barry has been significantly involved in groundbreaking class action recoveries, corporate governance reforms and shareholders rights litigation.

He has been instrumental in landmark corporate governance cases, including *AFSCME v. AIG*, which recognized shareholders’ right to introduce proxy access proposals; *Bebchuk v. CA, Inc.*, which allowed shareholders to introduce proposals restricting a board’s ability to enact poison pills; and *CA, Inc. v. AFSCME*, a historic decision of the Delaware Supreme Court regarding the authority of shareholders to adopt corporate bylaws. His casework includes the Genentech Shareholder Litigation, resulting in an increase of \$3 billion in value for shareholders arising from a corporate merger; a \$922 million settlement in the UnitedHealth Group derivative litigation, resolving one of the most egregious examples of options backdating; an \$89.4 million recovery for stockholders of Del Monte Foods Co. in a case that exposed significant conflicts of interest in staple financing in corporate mergers; and a \$153.75 million recovery in a derivative action on behalf of Freeport-McMoRan Corporation shareholders, which included, for the first time in derivative litigation, a provision that the entire cash portion of the recovery—\$147.5 million—be distributed to shareholders in the form of a special dividend.

Mr. Barry has spoken widely on corporate governance and related matters. In addition to having served as a guest lecturer at Harvard Law School, he speaks at numerous conferences each year. Mr. Barry has authored several published writings, including the *Shareholder Activism Handbook*, a comprehensive guide for shareholders regarding their legal rights as owners of corporations, which he co-authored. In 2015, Mr. Barry was selected to the Markets Advisory Council for the Council of Institutional Investors.

Prior to joining Grant & Eisenhofer, Mr. Barry practiced at a large Philadelphia-based firm, where he defended the Supreme Court of Pennsylvania, the Pennsylvania Senate and

Pennsylvania state court judges in a variety of trial and appellate matters. He is a 1990 graduate of Carnegie Mellon University and graduated *summa cum laude* in 1993 from the University of Pittsburgh School of Law, where he was an Executive Editor of the *University of Pittsburgh Law Review* and a member of the Order of the Coif.

Daniel L. Berger

Daniel Berger is a director at Grant & Eisenhofer. Prior to joining the firm, Mr. Berger was a partner at two major plaintiffs' class action firms in New York, where he litigated complex securities and discrimination class actions for twenty-two years.

Mr. Berger's experience includes trying three 10b-5 securities class actions to jury verdicts, which are among very few such cases ever tried, as well as trials in Delaware Chancery Court. He served as principal lead counsel in many of the largest securities litigation cases in history, achieving successful recoveries for classes of investors in cases including *In re JPMorgan Chase & Co. Securities Litigation* (\$150 million); *In re Merck Vytorin/Zetta Securities Litigation* (\$215 million); *In re Cendant Corp. Securities Litigation* (\$3.3 billion); *In re Lucent Technologies, Inc. Securities Litigation* (\$675 million); *In re Bristol-Myers Squibb Securities Litigation* (\$300 million); *In re Daimler Chrysler A.G. Securities Litigation* (\$300 million); *In re Conseco, Inc. Securities Litigation* (\$120 million); *In re Symbol Technologies Securities Litigation* (\$139 million); and *In re OM Group Securities Litigation* (\$92 million).

Mr. Berger has successfully argued several appeals that made new law favorable to investors, including *In re Suprema Specialties, Inc. Securities Litigation*, 438 F.3d 256 (3d Cir. 2005); *McCall v. Scott*, 250 F.3d 997 (6th Cir. 2001) and *Fine v. American Solar King Corp.*, 919 F.2d 290 (5th Cir. 1990.) In addition, Mr. Berger was lead class counsel in many important discrimination class actions, in particular *Roberts v. Texaco, Inc.*, where he represented African-American employees of Texaco and achieved the then largest settlement (\$175 million) of a race discrimination class action.

Mr. Berger is a member of the faculty of Columbia University School of Law, where he is a Lecturer in Law. He also serves on the Board of visitors of the Law School. Previously, Mr. Berger was a member of the Board of Managers of Haverford College from 2000-2003. He serves as the Co-Chair of the Board of GO Project, a not-for profit organization that provides academic support for New York City public school students, and is a member of the Board of Grace Church School in New York. He also serves on the Board of the Madison Square Park Conservancy, a public-private partnership that operates and preserves one of New York City's great parks.

Mr. Berger is a 1976 graduate of Haverford College, and graduated in 1979 from Columbia University School of Law.

Cynthia A. Calder

Cynthia Calder is a director at Grant & Eisenhofer. She concentrates her practice in the areas of corporate governance and securities litigation. She has represented shareholders in such seminal cases in the Delaware Court of Chancery as *UniSuper Ltd. v. News Corp.*, vindicating the shareholders' right to vote; *Carmody v. Toll Brothers*, finding the dead-hand poison pill

defensive measure was illegal under Delaware law, *Jackson National Life Insurance Co. v. Kennedy*, breaking new ground in the interpretation of fiduciary duties owed to preferred shareholders; *Haft v. Dart Group Corp.*, resolving a contest for control of a significant public corporation; and *Paramount Communications Inc. v. QVC Network*, obtaining an injunction preventing the closing of a merger to force the board of directors to appropriately consider a competing bid for the corporation. More recently, Ms. Calder prosecuted a derivative suit on behalf of American International Group, Inc. shareholders against the company's former CEO, Maurice Greenberg, and other former AIG executives. The action was concluded for a settlement of \$115 million – one of the largest such settlements in the history of the Delaware Court of Chancery. Ms. Calder was also the Court-appointed representative on the shareholder counsel's committee in the UnitedHealth Group derivative litigation, which was settled for more than \$900 million – the largest known derivative settlement in any court system. Ms. Calder also prosecuted a shareholder class action, *In re ACS Shareholder Litigation*, which resulted in one of the largest class recoveries in the history of the Court of Chancery.

Ms. Calder has co-authored numerous articles on corporate governance and securities litigation, including "Options Backdating from the Shareholders' Perspective" *Wall Street Lawyer*, Vol. 11, No. 3; "Securities Litigation Against Third Parties: Pre-Central Bank Aiders and Abettors Become Targeted Primary Defendants" *Securities Reform Act Litigation Reporter*, Vol. 16, No. 2; and "Pleading Scierter After Enron: Has the World Really Changed?" *Securities Regulation & Law*, Vol. 35, No. 45.

Ms. Calder graduated *cum laude* from the University of Delaware in 1987 and graduated from the Villanova University School of Law in 1991. Upon graduating from law school, Ms. Calder served as a Judicial Law Clerk in the Delaware Court of Chancery to the Honorable Maurice A. Hartnett, III. Prior to joining Grant & Eisenhofer, Ms. Calder was an associate at Blank, Rome, Comisky & McCauley.

Charles T. Caliendo

Charles Caliendo is a director at Grant & Eisenhofer. He has more than twenty years of experience in complex litigation, including class and derivative actions, SEC enforcement proceedings, regulatory and corporate internal investigations, and White Collar criminal matters.

At G&E, Mr. Caliendo represents institutional investors in securities fraud, accounting fraud and other corporate litigation. He was a member of the G&E teams that won a \$3.2 billion recovery for shareholders in the *Tyco* case and a \$486 million recovery in the *Pfizer* action. Prior to joining the firm, Mr. Caliendo was an Assistant Attorney General in the New York Attorney General's Office where he prosecuted cases and led investigations related to mutual fund market timing and late trading. Mr. Caliendo started his career at Thacher Proffitt & Wood where he litigated securities fraud, M&A and corporate governance cases, and other commercial disputes.

Among other matters, Mr. Caliendo's casework includes:

- Represented victims of tax shelter scheme in fraud/accountants' malpractice action against tax shelter promoters and accounting firm in New York Supreme Court.

- Prosecuted/investigated numerous matters involving criminal and civil securities fraud, insider trading, violations of New York's Martin Act, money laundering, tax fraud, perjury, obstruction of justice and other White Collar crimes.
- Defended SEC enforcement proceeding against directors and officers in federal court.
- Represented bank and its board of directors in federal court in defeating motion to enjoin merger in one of the first cases to lift the Private Securities Litigation Reform Act's automatic stay of discovery.
- Represented bank and its board of directors in Delaware Court of Chancery and Delaware Supreme Court in defeating class action alleging breach of fiduciary duty for rejecting above-market merger proposal in favor of pursuing board's strategy of remaining independent.
- Represented bank against insurgent shareholder's motion in Delaware Court of Chancery to sterilize voting rights associated with voting stock issued during proxy contest.
- Represented foreign shipping company in federal court in securities fraud and breach of indenture action involving \$100 million private placement of high-yield notes.

Mr. Caliendo has written, spoken and been interviewed by the financial press on issues relating to regulatory enforcement, corporate internal investigations and/or securities and shareholder litigation. Select examples include:

- Speaker at financial industry seminar sponsored by The Association of the Bar of the City of New York (authored related article "*Thompson Memo Under A Microscope*") (June 2006).
- Speaker before delegation of Chinese mutual fund CEOs during Penn-China Mutual Fund CEO Leadership Program, University of Pennsylvania Graduate School of Education (June 2005).
- Speaker at financial industry seminar sponsored by The Association of the Bar of the City of New York (authored related article "*The Investment Protection Bureau: An Overview of Financial Markets Regulation and Enforcement in New York*") (Nov. 2004).
- Co-Author, "Who Says the Business Judgment Rule Does Not Apply to Directors of New York Banks?," 118 *Banking Law Journal* 493 (June 2001).
- Co-Author, "Board of Directors' 'Revlon Duties' Come Into Focus," *New York Law Journal*, Vol. 222, No. 86, Col. 1 (Nov. 1, 1999).
- "Pilgrim and Baxter to Pay \$160 Million In Trading Scandal," *The Wall Street Journal*, Nov. 18, 2004.
- "2 Fund Managers to Pay \$80 Million Settlements," *The New York Times*, Nov. 18, 2004.
- "Fund Founders to Settle, Pay \$160 Million," *The Washington Post*, Nov. 18, 2004.
- "Millennium Settles in 'Timing' Case; Fund and Executives to Pay \$180 Million," *The Wall Street Journal*, Dec. 2, 2005.

Mr. Caliendo is a member of the New York City Bar Association, and a past member of the Committee on Professional Ethics. He received his B.S. from Cornell University and J.D. from St. John's University School of Law where he was Articles & Notes editor of the *St. John's Law Review* and a St. Thomas More Scholar.

Nathan A. Cook

Nathan Cook is a director at Grant & Eisenhofer and focuses his practice on trial and appellate litigation relating to Delaware corporation and alternative entity law. Mr. Cook has litigated a variety of Delaware law matters, including numerous matters relating to the fiduciary duties of directors, officers and controlling stockholders, appraisal rights, and stockholder inspections of corporate books and records, as well as disputes relating to corporate contests for control, the post-merger treatment of options and merger earn-outs.

Mr. Cook has litigated multiple complex matters before the Delaware Court of Chancery and the Delaware Supreme Court including: *In re Dole Food Co. Stockholder Litigation* and *In re Dole Food Co. Appraisal Litigation*, stockholder class and appraisal litigation resulting in a damages award of \$148 million, plus interest, following a nine-day trial; *In re News Corporation Shareholder Derivative Litigation*, a stockholder lawsuit resulting in a \$139 million settlement; *In re Clear Channel Outdoor Holdings, Inc. Derivative Litigation*, resulting in a settlement which returned \$200 million to Clear Channel Outdoor Holdings' stockholders; *In re Delphi Financial Group Shareholder Litigation*, a stockholder class action resulting in a \$49 million settlement; *Indiana Electrical Workers Pension Trust Fund IBEW v. Wal-Mart Stores, Inc.*, a stockholder books and records lawsuit that obtained one of the largest productions of internal documents pursuant to 8 *Del. C.* §220 in Delaware Chancery Court history and led to a landmark Delaware Supreme Court ruling recognizing the "Garner doctrine" as Delaware law; and *Oklahoma Firefighters Pension & Retirement System v. Citigroup Inc.*, a successful lawsuit to inspect internal books and records relating to \$400 million in alleged fraudulent lending, as well as alleged regulatory non-compliance, involving a Mexican subsidiary bank.

Prior to joining Grant & Eisenhofer, Mr. Cook served as lead trial counsel for a stockholder seeking to replace incumbent directors in a hostile takeover, successfully representing the stockholder in stock-list litigation, litigation to compel a stockholders meeting, defeat of the incumbent directors' request for temporary restraining order concerning compliance with advance notice bylaws, and a highly-contested stockholders meeting. Mr. Cook's prior experience also includes *Lillis, et al. v. AT&T and AT&T Wireless*, a successful action to recover the value of out-of-the-money stock options, which were cancelled in the AT&T-Cingular Wireless merger, on behalf of former directors and executive officers of MediaOne.

Mr. Cook also has significant experience providing corporate advisory services on a variety of matters relating to Delaware law—*e.g.*, advising directors (including special committees) and officers in connection with mergers and other strategic transactions; charters, bylaws, and stockholder rights plans; and dividends and distributions.

Mr. Cook spoke on the "M&A and Advising the Board" panel at the 2015 Delaware Law Issues Update conference hosted by the Weinberg Center and the Society of Corporate Secretaries & Governance Professionals. Mr. Cook also spoke on a panel discussing litigation to enforce stockholders' rights to inspect corporate books and records at the Practising Law Institute's seminar "Delaware Law Developments 2015: What All Business Lawyers Need to Know." Mr. Cook also authored *Delaware Supreme Court Okays One-Way Fee-Shifting Bylaws*, AAJ (Summer 2014), and co-authored *The Delaware Supreme Court Weighs in on Fiduciary Duties to Creditors*, Insights (June 2007), and *Frequently Asked Questions, Answers and More Questions about the Business Strategy Immunity*, PLI (2011).

In 2015, Mr. Cook was selected to The National Trial Lawyers: Top 40 Under 40. Mr. Cook is a member of the Richard S. Rodney Inn of Court, the American Bar Association (Business Law Section), the Delaware State Bar Association, and the New York State Bar Association.

Mr. Cook received his B.A., with distinction, from the University of Virginia in 2002, where he majored in economics and history and was a Jefferson Scholar and an Echols Scholar. He received his J.D. from the University of Virginia in 2005, where he served on the Editorial Board for the *Virginia Environmental Law Journal*. Following graduation from law school, Mr. Cook served as a law clerk to the Honorable John W. Noble of the Delaware Court of Chancery.

Robert G. Eisler

Robert Eisler is a director at Grant & Eisenhofer and leads the firm's antitrust practice. Mr. Eisler has been involved in many significant antitrust class action cases in recent years. He is experienced in numerous industries, including pharmaceuticals, paper products, construction materials, industrial chemicals, processed foods, municipal securities, and consumer goods.

Mr. Eisler is currently serving as co-lead counsel in several cases, including *Gordon et al. v. Amadeus et al., In re London Silver Fixing, Ltd. Antitrust Litigation* and *In re Keurig Green Mountain Single-Serve Coffee Antitrust Litigation*. He has served as lead or co-lead counsel in many other significant antitrust cases, including *In re Buspirone Antitrust Litigation* (which led to a \$90 million settlement in which presiding Judge Koeltl stated that the plaintiffs' attorneys had done "a stupendous job"), *In re Ciprofloxacin Hydrochloride Antitrust Litigation*, *In re Flat Glass Antitrust Litigation*, and *In re Municipal Derivatives Antitrust Litigation*.

Mr. Eisler has played major roles in a number of other significant antitrust cases, including *In re Polyurethane Foam Antitrust Litigation*, *In re Blue Cross/Blue Shield Antitrust Litigation*, and *In re Linerboard Antitrust Litigation*. He also has significant experience litigating antitrust matters in the U.K., including cases concerning cartels in a number of industries, such as air cargo services, air passenger services, automotive glass, and pharmaceuticals, among others.

In addition to his antitrust work, Mr. Eisler has extensive experience in securities, derivative, complex commercial and class action litigation at the trial and appellate levels. He has been involved in numerous securities and derivative litigation matters on behalf of public pension funds, municipalities, mutual fund companies and individual investors in state and federal courts.

Mr. Eisler graduated from LaSalle University in 1986, and in 1989, from Villanova University School of Law.

Eric J. Evain

Eric Evain, Ph.D., is a director at Grant & Eisenhofer and leads the firm's intellectual property litigation practice. He has 20 years of experience litigating complex intellectual property infringement cases for many of the world's largest chemical and manufacturing corporations.

Dr. Evain has represented companies in courts throughout the country across a range of fields, including specialty chemicals, pharmaceuticals, polymers, petroleum, and consumer products. Recently, Dr. Evain prevailed *in a jury trial in the District of Delaware representing global*

*specialty chemical company Evonik in a consolidated patent infringement action over metathesis catalysts. The verdict in *Evonik Degussa v. Materia* confirmed the validity of Evonik's patent that was based on the groundbreaking discovery of Professor Wolfgang Herrmann, the President of the Technical University of Munich. Prior to trial, Dr. Evain and his team were able to have Materia's defenses stricken based on preclusion, win every summary judgment motion, and obtain favorable rulings on every claim term in dispute. After trial, the team successfully obtained a permanent injunction against Materia. Over the years, Dr. Evain's litigation successes have earned his clients over \$500 million.*

Prior to becoming an attorney, Dr. Evain was a corporate research scientist for 12 years in the specialty chemicals, catalyst and petroleum industries. From 1997-1998, Dr. Evain served as a law clerk to Justice Joseph T. Walsh of the Delaware Supreme Court.

Dr. Evain has lectured on intellectual property all over the world, and is often invited to speak on current topics in intellectual property law. He is named inventor on numerous patents, and has written and presented over a dozen scientific articles.

Dr. Evain is a 1982 *magna cum laude* graduate of Northland College in Ashland, Wisconsin, and a 1987 graduate of the University of Idaho, where he received his Ph.D. He earned his J.D. from Widener University School of Law, *cum laude*, in 1998.

Elizabeth (Beth) Graham

Elizabeth ("Beth") Graham is a Director at Grant & Eisenhofer, leading the firm's complex pharmaceutical and medical device litigation practice. Since 1989, she has dedicated her practice to complex mass tort and class action litigation.

Ms. Graham's expertise spans the practice areas of mass tort, consumer fraud, product liability, environmental, and business torts. She has served as Lead Counsel in multi-million dollar cases, has acted as a member of various Plaintiffs' Executive Committees in complex actions, and has prior experience as national defense coordination counsel in product liability litigation.

Ms. Graham is actively representing thousands of injured victims in various cases against major pharmaceutical companies and medical device manufacturers. Currently, Ms. Graham serves as Co-Lead on the Plaintiffs' Executive Committee and as Chair of the Law & Briefing Committee in *In re Zofran (Ondansetron) Products Liability Litigation* (MDL No. 2657), as Liaison Counsel, a member of the Executive Committee and as Chair of the Law & Briefing Committee in *In re Essure Product Cases* (JCCP 4887) and served on the Plaintiffs' Steering Committee in *In re Power Morcellator Products Liability Litigation* (MDL No. 2652). Ms. Graham is serving as a member of the Plaintiff Steering Committee in *In re Stryker LFIT V40 Femoral Head Products Liability Litigation* (MDL No. 2768) and is co-chair of the Law & Briefing Committee for *In re Xarelto Products Liability Litigation* (MDL No. 2592), where she is also a member of the Xarelto Bellwether Selection Committee.

Prior to joining G&E, Ms. Graham served on the Plaintiffs' Executive Committee and represented victims in the *In re Sulzer Hip Prosthesis and Knee Prosthesis Liability Litigation* (California JCCP 4165). She has served as Lead Counsel on the Plaintiffs' Executive Committee in high profile class actions such as *Borman Automotive v. American Honda Motor Corp.* (MDL

No. 1069), which resulted in a \$435 million settlement; and litigation against Chrysler based on its Minivan Doorlatch failures and ABS brake defects. She has also represented hundreds of families injured by environmental contaminants, including radon, arsenic and rocket fuel, resulting in confidential settlements in excess of \$25 million. Ms. Graham also has vast experience as a consultant to other mass tort firms that seek her advice in structuring their cases.

Ms. Graham is an accomplished speaker, often presenting at AAJ programs, Mass Torts Made Perfect programs, and Harris Martin conferences, and she recently presented at the January 2017 Masters of Mass Tort conference. Additionally, Ms. Graham is Co-Chair of the American Association for Justice Zofran Litigation Group, and is a member of the Publications Committee for the AAJ and a co-author of "Overcoming the Clear Evidence Defense," published in the July 2016 issue of *Trial* magazine.

Prior to her representation of injured individuals, Ms. Graham worked for large product liability defense firms as national defense counsel and was a partner at prominent San Francisco Bay area law firms

Olav Haazen

Olav Haazen, PhD, is a director at Grant & Eisenhofer. His areas of practice include cross-border securities fraud and antitrust litigation.

Mr. Haazen has significant experience representing foreign and domestic plaintiffs in a variety of antitrust and fraud actions. Most recently, he successfully represented a class of Fortis investors for whom he helped negotiate a record-high \$1.3 billion settlement of all investment fraud claims in the Netherlands and Belgium. Other representations, past and present, include:

- nearly 300 institutional investors from around the world seeking recovery from Volkswagen in German court in connection with its well-publicized manipulation of emissions controls;
- a large group of Laiki and Bank of Cyprus bondholders and depositors with ICSID arbitration claims against Cyprus, whose interests were wiped as part of the 2013 Cyprus bank bail-out;
- foreign Madoff investors on fraud and negligence claims against feeder fund defendants and their auditors, custodians, and administrators;
- a French *qui tam* plaintiff in litigation arising out of the sale of Executive Life Insurance Company; and
- a large regional bakery in its successful monopolization suit against a competitor.

Mr. Haazen has also represented two classes of professional fashion models in price-fixing and consumer fraud actions, which resulted in a virtually unprecedented 100% recovery of all claimants' losses, as well as substantial injunctive relief, which Justice Ramos of the New York Supreme Court lauded as a model for legislative reform.

Prior to joining G&E, Mr. Haazen was counsel at a prominent national law firm, where he successfully represented major corporate clients and individuals in several high-profile RICO, securities, and government investigation matters and commercial disputes, including a well-

known playwright against a civil forfeiture claim arising out of Kenneth Starr's "Ponzi" scheme; a utilities company in a significant contract dispute with Enron; and one of the largest franchisors in professional sports in a \$1.2 billion monopolization suit. He has also represented several government entities and officials, including a Westchester County municipality in a \$600 million lawsuit by Donald Trump's Seven Springs LLC, as well as the City and Mayor of Amsterdam, and a foreign country's former Secretary of State.

From 2010-2011, Mr. Haazen served on the American Bar Association's seven-member Standing Committee for Amicus Curiae briefs and the Third-Party Litigation Funding Study Group. From 1996-2001, he served as a Country Reporter for the Netherlands for the European Restatement of Torts, and recently as a Netherlands Reporter to the 17th International Congress of Comparative Law. Mr. Haazen teaches comparative civil procedure and cross-border litigation at Leiden University in the Netherlands, and previously taught at Harvard, Stanford, and Oxford. He has written several books and over 40 articles and case notes. He is admitted as solicitor in England and Wales, and as arbitrator at the Netherlands Arbitration Institute and at the Center for Dispute Resolution (CEDIRES) in Belgium.

Christine M. Mackintosh

Christine Mackintosh is a director at Grant & Eisenhofer, practicing in the areas of corporate and securities litigation. She has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery and in securities fraud class actions in federal courts throughout the country.

Ms. Mackintosh's practice primarily focuses on litigation in the Delaware Court of Chancery, where she has played significant roles in several landmark actions challenging mergers and acquisitions (including *In re Del Monte Foods Company Shareholder Litigation*, which resulted in an \$89.4 million recovery for the class, and *In re El Paso Corporation Shareholder Litigation*, which resulted in a \$110 million recovery for the class) and in several successful shareholder derivative actions (including *In re American International Group, Inc. Consolidated Derivative Litigation*, which resulted in a \$90 million recovery, one of the largest recoveries in a shareholder derivative action in the history of the Delaware Court of Chancery). Ms. Mackintosh is currently prosecuting a derivative action against McKesson Corporation relating to the company's failure to adequately oversee its sales of opioid drugs, which resulted in the company agreeing to pay a record \$150 million civil penalty for its violations of DEA requirements relating to the reporting of suspicious orders.

Ms. Mackintosh is a leading member of G&E's appraisal litigation practice and has tried numerous appraisal cases in the Court of Chancery, including *In re Appraisal of Dell, Inc.* (securing a highly publicized ruling that the fair value of Dell was 28% more than the merger price), *In re Appraisal of Solera Holdings, Inc.* (decision pending), and *Verition Partners Master Fund Ltd. v. Aruba Networks, Inc.* (decision pending). Ms. Mackintosh is currently representing clients pursuing their appraisal rights against Panera Bread Company in the Court of Chancery and Nord Anglia Education in the Grand Court of the Cayman Islands.

In addition to her Chancery Court practice, Ms. Mackintosh has played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors, including *In re JP Morgan Chase & Co. Securities Litigation* (\$150 million recovery),

In re Refco Securities Litigation (\$400 million recovery), and *In re Merck & Co., Inc. Vytorin/Zetia Securities Litigation* (\$215 million recovery), and on behalf of individual and institutional investors who have opted out of class actions to pursue individual suits, including representation of investors who opted out of *In re Bank of America Corporation Securities, Derivative & ERISA Litigation*. Outside of the United States, Ms. Mackintosh was a member of the team that secured the historic \$450 million pan-European settlement in the *Royal Dutch Shell* case in the Netherlands and the \$1 billion settlement in the *Royal Bank of Scotland* case in the United Kingdom. She is currently representing institutional investors in connection with litigation against Volkswagen AG in Germany.

A *magna cum laude* graduate of St. Joseph's University, Ms. Mackintosh earned her law degree at the University of Pennsylvania Law School. She is the co-author of two articles published by the Practising Law Institute's *Corporate Law & Practice Course Handbook Series*. "Ethical Issues and Their Impact on Securities Litigation," published in September-October, 2003, was co-authored with Marc J. Sonnenfeld, Viveca D. Parker and Marisel Acosta. "Lessons From Sarbanes-Oxley: The Importance of Independence In Internal Corporate Investigations," published in July, 2003, was co-authored with Alfred J. Lechner, Jr.

Gordon Z. Novod

Gordon Novod is a director at Grant & Eisenhofer, focusing his practice on corporate restructuring and creditors' rights. He has fifteen years of experience representing *ad hoc* and official committees, distressed investors, lenders, litigation trustees, indenture trustees, trade creditors, and other parties in some of the most complex landmark restructurings.

Mr. Novod's industry experience spans the automotive, chemical, construction, energy, entertainment, gaming, manufacturing, media, mining, and retail sectors. He has negotiated, drafted, and litigated all aspects of Chapter 11 plans of reorganization, valuation, and plan confirmation proceedings, contested debtor-in-possession financing and cash collateral use, the pursuit of fraudulent conveyance actions, and other matters involving bankruptcy-related and distressed litigation. He also has extensive experience reviewing, advising clients on, and litigating issues related to corporate debt securities in default and distressed situations, including exchange transactions and the Trust Indenture Act.

Mr. Novod prides himself on providing high quality advocacy to clients, keeping their business objectives in mind, thereby enabling him to build lasting relationships. He is also able to grasp complex legal and business issues in order to craft and implement innovative, yet practical solutions to maximize value for clients.

On numerous occasions, Mr. Novod has been acknowledged for his work as a restructuring attorney. In 2011, Law360 called him one of the "Rising Stars" in restructuring and "one of the five bankruptcy attorneys under 40 to watch." He was also named a finalist in the M&A Advisor's "40 under 40." The following year, he was recognized as a "Winner of the 2012 40 Under 40 East M&A Advisor Recognition Awards" and New York *Super Lawyers* – Bankruptcy, "Rising Stars." In 2013, 2014, 2015 and 2016, he was selected to New York Metro *Super Lawyers* in Bankruptcy. In addition, he serves on the New York City Bar Association's Committee on Bankruptcy and Corporate Reorganization.

Prior to joining G&E, Mr. Novod was a partner in the bankruptcy & corporate restructuring group at Brown Rudnick in New York. He also formerly practiced in the corporate restructuring and bankruptcy group at Kramer Levin Naftalis & Frankel LLP.

Mr. Novod's prominent engagements include:

- Alpha Natural Resources, Inc. (state court litigants)
- CJ Holding, Co. (state court litigants)
- Caesars Entertainment Operating Company, Inc. (unsecured noteholder and proposed class representative)
- CoBank, ACB (ad hoc noteholder committee)
- AgriBank, FCB (unsecured noteholder and proposed class plaintiff)
- Chesapeake Energy Corp. (unsecured noteholders and proposed class representatives)
- Cliffs Natural Resources (unsecured noteholders and proposed class representatives)
- Vanguard Natural Resources (unsecured noteholders and proposed class representatives)
- The Refco Litigation Trust
- ShengdaTech, Inc. (ad hoc noteholder committee)
- Tribune Company (indenture trustee)
- Central European Distribution Corporation (ad hoc committee of convertible noteholders)
- Lyondell Chemical Company (creditors' committee)
- Herbst Gaming, Inc. (creditors' committee)
- Lehman Brothers (ad hoc consortium of claimholders of Lehman Brothers Special Financing, Inc.)
- Green Valley Ranch Gaming, LLC (ad hoc committee of second lien lenders)
- Palm Harbor Homes, Inc. (indenture trustee)
- Equisearch Services, Inc. (trade creditor)
- General Motors Corporation (n/k/a Motors Liquidation Company) (creditors' committee)
- Charter Communications, Inc. (ad hoc first lien lenders)
- Midway Games, Inc. (secured lender)
- Bethlehem Steel Corp. (creditors' committee)
- WCI Steel, Inc. (ad hoc noteholders' committee and indenture trustee)
- Delphi Corp. (trade creditor and member of the creditors' committee)
- Grace Industries, Inc. (creditors' committee)
- Wave Wireless Corp. (secured lender)
- Diomed, Inc. (licensor and chairman of the creditors' committee)
- TransCare Corp. (creditors' committee)
- Buffets Holdings, Inc. (ad hoc noteholders' committee)
- ASARCO LLC (majority noteholders)
- Bridgeport Holdings, Inc. (Micro Warehouse, Inc.) (debtors)
- WestPoint Stevens, Inc. (second lien agent)

Mr. Novod has been a featured panelist and/or moderator on topics involving distressed situations, indenture litigation, indenture analysis, and fraudulent conveyance litigation, including:

- Speaker, “Out-of-Court Restructuring and the Trust Indenture Act,” Institutional Investor Legal Forum Fall 2016 Roundtable (October 28, 2016)
- Moderator, “E&P Restructurings - A Landscape Unlike Traditional Restructurings,” Institutional Investor Educational Foundation - Bankruptcy Litigation Roundtable (October 6, 2016)
- Moderator, “Fraudulent Conveyance Actions, the Trust Indenture Act and No Action Clauses - New Rights for Bondholders?” Institutional Investor Educational Foundation - Bankruptcy Litigation Roundtable (October 21, 2015)

James J. Sabella

James Sabella is a director at Grant & Eisenhofer. He has over forty years of experience in complex civil litigation, including representing plaintiffs and defendants in class and derivative actions involving trial and appellate work in state and federal courts. He has substantial experience in securities litigation and litigation involving claims against accounting firms and underwriters. He has also handled antitrust litigation, whistleblower claims and cases involving claims under the False Claims Act, and cases involving the fiduciary obligations of trustees under state law.

Mr. Sabella has represented the lead plaintiffs in numerous major cases that have resulted in large recoveries, including the Pfizer securities litigation, where the settlement was nearly \$500 million, the General Motors securities litigation, where the settlement was in excess of \$300 million, and the Refco securities litigation, where the recovery was in excess of \$400 million. He also represented the lead plaintiffs in the Parmalat securities litigation, which resulted in landmark opinions establishing that the international firms that coordinate the audit services that audit firms conduct in various countries can be held liable for the conduct of such local audit firms.

Prior to joining Grant & Eisenhofer, Mr. Sabella practiced for twenty-eight years at several large Manhattan law firms, most recently as a partner in Sidley, Austin, Brown & Wood LLP, where his practice focused largely on accountants’ liability defense, including the defense of actions alleging securities law violations and professional malpractice as well as grand jury investigations and investigations by the American Institute of Certified Public Accountants.

Mr. Sabella is a 1976 graduate of Columbia Law School, where he was a member of the Board of Directors of the *Columbia Law Review*. He received a B.A. *summa cum laude* from Columbia College in 1972 and a B.S. in 1973 from the Columbia School of Engineering, where he was valedictorian.

Mary S. Thomas

Mary Thomas is a director at Grant & Eisenhofer. She spent twelve years practicing business litigation with two of Los Angeles’ leading law firms before joining Grant & Eisenhofer in 2006. Her experience prior to Grant & Eisenhofer includes trade secret and intellectual property matters, contract actions, employment defense, consumer class action defense, insurance disputes and environmental matters.

At Grant & Eisenhofer, Ms. Thomas represents institutional investors in class action securities and shareholder litigation and individual relators in false claims act cases. Ms. Thomas represented the lead plaintiffs in the Marsh & McLennan securities litigation, which resulted in a \$400 million settlement, and represented the lead plaintiff in the Pfizer securities litigation, which resulted in a \$486 million settlement. In Delaware Chancery Court, Ms. Thomas successfully represented investors in the ACS shareholders litigation. Ms. Thomas currently represents the relator in a Delaware False Claims and Reporting Act case concerning unclaimed gift card balances.

Ms. Thomas served as a volunteer arbitrator for the L.A. County Bar Association and as a volunteer mediator for the L.A. Superior Court and now serves as a volunteer guardian *ad litem* through Delaware's Office of the Child Advocate. She co-authored "California Wage and Hour Laws" (published by the National Legal Center for the Public Interest, January 2005) and was one of several authors of the 10th and 11th editions of the *California Environmental Law Handbook*.

Ms. Thomas graduated *magna cum laude* from Harvard Law School in 1994 and *magna cum laude* from the University of Delaware in 1991.

Lisa B. Weinstein

Lisa Weinstein is a director at Grant & Eisenhofer and leads the firm's birth injury litigation division. Her practice primarily focuses on representing women and children in birth injury and birth trauma litigation.

Prior to joining G&E, Ms. Weinstein founded The Weinstein Law Group, where she represented children who were victims of medical malpractice and birth injuries. In her practice as a plaintiffs' trial lawyer, Ms. Weinstein has successfully litigated personal injury, medical malpractice and birth injury matters resulting in multi-million dollar settlements and verdicts. Representative of Ms. Weinstein's work is a \$12.5 million settlement in which her client's child suffered brain damage due to lack of oxygen during the labor and delivery process.

Ms. Weinstein was a speaker at the 2015 New Jersey Association for Justice seminar covering "When Medical Malpractice and Mass Tort Overlap," and at the 2016 North American Brain Injury Society's annual conference, speaking about "Representing Children with Acquired TBI."

Ms. Weinstein has been selected as a Rising Star by *Super Lawyers* and has been honored by The National Trial Lawyers in the "Top 40 Under 40" for the past six years. She is a member of the Million Dollar Advocates Forum as well as the Multi-Million Dollar Advocates Forum, recognized for her work in obtaining several notable settlements and verdicts. Ms. Weinstein is an active member of the Birth Trauma Litigation Group, the Women Trial Lawyers Caucus and the Women's Bar Association of Illinois. She is also an Arbitrator for the Circuit Court of Cook County and is a Board Member of the Illinois Trial Lawyers Association.

Ms. Weinstein authored "Understanding Newborn Strokes," published in the May 2017 issue of *Trial* magazine. Additionally, she is the co-editor of the American Association for Justice Birth Trauma Litigation Group Newsletter.

Ms. Weinstein earned an undergraduate degree from the University of Michigan and graduated *cum laude* from DePaul University College of Law.

John C. Kairis

John Kairis is of counsel at Grant & Eisenhofer, where he represents institutional investors in class action litigation, individual “opt-out” securities litigation, and derivative, corporate governance, and appraisal litigation in the Delaware Chancery Court and other courts throughout the country. He has been a leader of G&E teams that have achieved some of the largest recoveries in securities class action history, and played major roles in the *Tyco*, *Parmalat*, *Marsh & McLennan*, *Hollinger International* and *Dollar General* securities class actions, and opt-out actions in *AOL Time Warner* and *Telxon Corporation*.

Among his Delaware Chancery Court litigation experience is a landmark case against HealthSouth, involving a books and records trial under Section 220 of the Delaware General Corporations Law, to obtain certain documents that the corporation refused to produce, which led to a settlement implementing corporate governance improvements, such as HealthSouth’s agreement to replace its conflicted directors with independent directors approved by a committee which included the institutional investor plaintiff; and a settlement of litigation against Oracle Corporation, Larry Ellison and the other members of Oracle’s board, whereby plaintiffs alleged that Ellison’s control over Oracle and Pillar Data Systems led to an unfair process resulting in Oracle’s agreement to pay a grossly excessive and unfair price for Pillar in the form of a novel “earn out.” The settlement provided a monetary benefit of approximately \$440 million resulting from a required reduction in the purchase price for Pillar.

Mr. Kairis has also been instrumental in prosecuting consumer class actions involving unfair competition and false marketing claims against various companies for misrepresentations relating to cosmetics and against both Johnson & Johnson and Bausch & Lomb for misrepresentations relating to contact lenses and solutions. He has represented the lead plaintiffs and the class in a securities fraud suit against Merck & Co. and certain of its officers and directors relating to the defendants’ alleged suppression of test results of Merck’s cholesterol medication Vytarin.

Mr. Kairis also represents the petitioners in several appraisal actions and the lead plaintiffs in various breach of fiduciary duty cases pending in the Delaware Chancery Court.

Mr. Kairis has authored articles including “Shareholder Proposals For Reimbursement Of Expenses Incurred In Proxy Contests: Recent Guidance From The Delaware Supreme Court,” *PLI*, What All Business Lawyers Must Know About Delaware Law Developments 2009 (New York, NY May 21, 2009) (co-authored with Stuart Grant); “Challenging Misrepresentations in Mergers: You May Have More Time Than You Think,” *Andrews Litigation Reporter*, Vol. 12, Issue 3, June 14, 2006; “Disgorgement Of Compensation Paid To Directors During The Time They Were Grossly Negligent: An Available But Seldom Used Remedy,” *Delaware Law Review*, Vol. 13, #1, 2011; and was the principle writer of an *amicus* brief to the United States Supreme Court on behalf of various public pension funds in the *Merck* case involving the standard for finding that a plaintiff is on “inquiry notice” of potential claims such that the limitations period for pleading securities fraud has commenced.

Mr. Kairis has served on the boards of several nonprofit organizations, including the West-End Neighborhood House, Inc., the Cornerstone West Development Corporation, and the board of the Westover Hills Civic Association. He has also served on the Delaware Corporation Law Committee, where he evaluated proposals to amend the Delaware General Corporation Law.

Mr. Kairis is a 1984 graduate of the University of Notre Dame and a 1987 graduate of the Ohio State University Moritz College of Law, where he was Articles Editor of the *Ohio State Law Journal* and recipient of the American Jurisprudence and John E. Fallon Memorial Awards for scholastic excellence. He is a member of the Delaware and American Bar Associations and the Delaware Trial Lawyers Association.

Richard S. Schiffrin

Richard S. Schiffrin is of counsel at Grant & Eisenhofer. He has represented institutional investors and consumers in securities and consumer class actions worldwide. In 2008, Mr. Schiffrin retired as a founding partner of Schiffrin Barroway Topaz & Kessler, LLP.

Mr. Schiffrin has been recognized for his expertise in many prominent cases, including *In re Tyco International Ltd. Securities Litigation*, the most complex securities class action in history, which resulted in a record \$3.2 billion settlement. The \$2.975 billion payment by Tyco represents the single largest securities class action recovery from a single corporate defendant in history, while the \$225 million settlement with PricewaterhouseCoopers (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; *In re AremisSoft Corp. Securities Litigation*, a complex case involving litigation in four countries, resulting in a \$250 million settlement providing shareholders with a majority of the equity in the reorganized company after embezzlement by former officers; *In re Tenet Healthcare Corp.*, resulting in a \$216.5 million settlement and which led to several important corporate governance improvements; *Henry v. Sears, et al.*, one of the largest consumer class actions in history which resulted in a \$156 million settlement distributed without the filing of a single proof of claim form by any class member; *Wanstrath v. Doctor R. Crants, et al.*, a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets to a private entity owned by company insiders, resulting in corporate governance reform in addition to the issuance of over 46 million shares to class members; *Jordan v. State Farm Insurance Company*, resulting in a \$225 million settlement and other monetary benefits for current and former State Farm policy-holders; and *In re Sotheby's Holdings, Inc. Derivative Litigation*, resulting in a multi-million dollar settlement and significant governance changes.

Mr. Schiffrin is an internationally renowned speaker and lectures frequently on corporate governance and securities litigation. His lectures include: the MultiPensions Conference in Amsterdam, Netherlands; the Public Funds Symposium in Washington, D.C.; the European Pension

Symposium in Florence, Italy; and the Pennsylvania Public Employees Retirement Summit (PAPERS) in Harrisburg, Pennsylvania. Mr. Schiffrin has also taught legal writing and appellate advocacy at John Marshall Law School and served as a faculty member at legal seminars, including the Annual Institute on Securities Regulation, NERA: Finance, Law & Economics -

Securities Litigation Seminar, the Tulane Corporate Law Institute, and the CityBar Center for CLE (NYC): Ethical Issues in the Practice of Securities Law.

Mr. Schiffrin is a graduate of DePaul Law School and received a Master's degree in Political Science from the University of Chicago. After protecting the civil rights of clients for seven years as an Assistant Public Defender with the Office of the Public Defender of Cook County, where he tried hundreds of cases, Mr. Schiffrin founded Schiffrin & Craig, Ltd., representing consumers and individual investors in actions brought against public companies. He is licensed to practice law in Pennsylvania and Illinois and has been admitted to practice before numerous United States District Courts.

Deborah A. Elman

Deborah Elman is senior counsel at Grant & Eisenhofer, where she represents clients in complex civil litigation in federal and state court, with a particular focus on antitrust, securities, and consumer fraud litigation. She has represented institutional clients, both public and private, and individuals in class actions, opt-out litigation, derivative actions, and arbitrations.

Ms. Elman is currently serving as co-lead counsel in several cases, including *In re Payment Card Interchange Fee & Merchant Discount Antitrust Litigation*, *In re London Silver Fixing, Ltd. Antitrust Litigation*, and *Fernandez et al. v. UBS AG et al.*

Ms. Elman has litigated numerous cases related to the financial crisis, including more than fifteen actions arising out of wrongdoing involving the issuance of residential mortgage-backed securities ("RMBS") and other complex financial products, resulting in several substantial settlements. Additionally, Ms. Elman was a member of the litigation teams that successfully represented the lead plaintiff in a case dubbed "The Enron of India," *In re Satyam Computer Services Ltd. Securities Litigation*, which settled for \$150.5 million, and *In re Kinder Morgan Energy Partners, L.P. Derivative Litigation*, which settled for \$27.5 million. She recently represented institutional investors in *In re Merck and Co., Inc. Securities, Derivative & ERISA Litigation* and *In re Petrobras Securities Litigation*, resulting in substantial investor recoveries.

Prior to joining Grant & Eisenhofer, Ms. Elman represented clients before the SEC and participated in numerous appearances before federal and state courts as an associate at a leading New York law firm.

Ms. Elman served as a law clerk for the Honorable William L. Standish, United States District Judge, in the United States District Court for the Western District of Pennsylvania, participating in all aspects of federal trial court practice.

Ms. Elman graduated *cum laude* in 2001 from the University of Pittsburgh School of Law, where she was Lead Executive Editor of the *Journal of Law and Commerce*. She received a Masters of Public Health degree in 1997 from Columbia University, where she also graduated *cum laude* with a Bachelor of Arts degree in 1995.

Kimberly A. Evans

Kimberly Evans is senior counsel at Grant & Eisenhofer, focusing her practice on appraisal rights, corporate governance and complex securities litigation on behalf of institutional investor clients.

Ms. Evans is an experienced trial lawyer and leading member of the Firm's appraisal rights practice and has litigated a number of complex matters before the Delaware Court of Chancery, including *In re Dole Food Co. Stockholder Litigation* and *In re Dole Food Co. Appraisal Litigation*, a stockholder class and appraisal litigation resulting in a damages award of \$148 million, plus interest, following a nine-day trial. The *Dole* litigation represents one of the largest recoveries in a non-derivative action in the history of the Delaware Chancery Court.

Ms. Evans also successfully litigated the *In re Appraisal of DFC Global Corp.* action where she served as second chair on the trial team representing petitioners asserting the deal price of \$9.50 did not reflect fair value. Following a three-day trial, Chancellor Bouchard awarded petitioners with a fair value determination of \$10.30 per share, plus statutory interest.

Ms. Evans is also currently litigating *In re ExamWorks Group, Inc. Stockholder Appraisal* on behalf of petitioners asserting that the \$35.05 deal price paid by Leonard Green Partners to acquire the Company did not reflect fair value. The *ExamWorks* case is scheduled for trial in the Delaware Court of Chancery in February 2018.

Ms. Evans also has played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors and on behalf of individual and institutional investors who have opted out of class actions to pursue individual suits.

Prior to joining Grant & Eisenhofer, Ms. Evans worked as an associate at a well-known Philadelphia-area law firm, where she gained extensive experience in the practice areas of securities, antitrust, and consumer protection class action litigation. She also previously worked as a paralegal in the Juvenile Division of the Philadelphia District Attorney's Office.

Ms. Evans is a member of the Delaware State Bar Association. Ms. Evans earned her J.D. from Temple University in 2007 and received a B.A. in chemistry and criminal justice from La Salle University in 2003.

Kyle J. McGee

Kyle McGee is senior counsel at Grant & Eisenhofer. Mr. McGee's practice includes complex commercial litigation, securities litigation, whistleblower/qui tam litigation, and environmental litigation.

Mr. McGee was heavily involved in *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (D.N.J.), a major securities fraud action against pharmaceutical industry titan Merck & Co., Inc. The case was prosecuted jointly with a related action, *In re Schering-Plough Corp. ENHANCE Securities Litigation* (D.N.J.), resulting in a \$688 million total recovery. This represents the largest securities class action recovery against a pharmaceutical company to date, and ranks among the top securities settlements with any issuer.

Mr. McGee successfully represented shareholders in several other federal securities actions, including the JPMorgan “London Whale” class action, *In re JPMorgan Chase & Co. Securities Litigation* (S.D.N.Y.), which resulted in recovery of \$150 million; *In re New Oriental Education & Technology Group Securities Litigation* (S.D.N.Y.); *In re Miller Energy Resources, Inc. Securities Litigation* (E.D. Tenn.); *British Coal Staff Superannuation Scheme, et al. v. American International Group, Inc.* (S.D.N.Y.); and *Stichting Pensioenfonds ABP, et al. v. Merck & Co., Inc.* (D.N.J.), each of which resulted in substantial investor recoveries. Mr. McGee is currently litigating securities fraud claims against Synchronoss Technologies, Inc. and derivative claims against directors and officers of AmTrust Financial Services, Inc.

Mr. McGee is a member of teams prosecuting consumer protection claims against Volkswagen AG in litigation relating to its illegal “clean diesel” vehicles and against Ford Motor Company in relation to unintended acceleration events. Mr. McGee is also litigating ERISA claims on behalf of patients denied psychiatric or substance use treatment coverage by major health insurers; consumer fraud claims against General Motors relating to faulty ignition switches in its vehicles; antitrust claims against major financial institutions on behalf of participants in silver markets; environmental tort claims against major chemical manufacturers; and confidential SEC and False Claims Act whistleblower actions.

Mr. McGee earned a postgraduate research degree, with honors, in the history and philosophy of law from the University of Edinburgh. In 2005, he received his J.D. from Villanova University where he was a Dean’s Merit scholar. In 2005, he received a B.A. in philosophy and media technologies from University of Scranton.

Caitlin M. Moyna

Caitlin Moyna is senior counsel at Grant & Eisenhofer with over 15 years of experience in securities fraud class and opt-out litigation, shareholder derivative actions, merger litigation, antitrust actions and international arbitration.

Ms. Moyna has helped achieve significant recoveries in securities fraud class actions while at G&E against Career Education Corp. and Miller Energy Resources, Inc., and others prior to her time at G&E, including against The Blackstone Group, which resulted in an \$85 million recovery. Currently, she represents a lead plaintiff in a securities fraud action against Santander Consumer USA. Her experience also includes representing institutional investors who opt of securities fraud class actions, including those against Valeant, Merck and Citigroup.

Additionally, Ms. Moyna has international arbitration experience, including representing a group of over 600 Greek investors challenging the bail-in of Cypriot banks before the International Centre for Settlement of Investment Disputes.

Ms. Moyna also represents investors challenging mergers, including in a pending action concerning the acquisition of Regency Energy Partners by Energy Transfer Partners, in the Delaware Court of Chancery. She is also representing investors challenging an early redemption of bonds issued by AgriBank and CoBank on breach of contract grounds.

Prior to joining G&E, Ms. Moyna was associated with two leading New York law firms, where she represented corporations in securities fraud class actions and government investigations, as well as a boutique litigation firm specializing in investor representation.

With Managing Director Jay W. Eisenhofer, Ms. Moyna is the co-author of two multi-series articles that explore the rights of investors in alternative entities: “What is the State of Delaware Law as It Relates to the Scope of Fiduciary Duties Owed to Investors in So-Called Alternative Entities?”, *Bloomberg BNA*, Corporate Accountability Report (Dec. 5, 12, and 19, 2014); and “What Is the Current State of Delaware Law on the Scope of Fiduciary Duties Owed by Hedge Fund Managers to Their Funds and Investors?”, *The Hedge Fund Law Report*, Vol. 6, Nos. 26 and 27 (Sept. 19 and 26, 2013).

Ms. Moyna is a *cum laude* graduate of Northwestern University School of Law, where she was elected to the Order of the Coif and was a member of the *Journal of Criminal Law and Criminology*. Ms. Moyna received her A.B. from Dartmouth College.

Paige J. Alderson

Paige Alderson is an associate at Grant & Eisenhofer where she focuses her practice on complex pharmaceutical and medical device litigation. Prior to joining Grant & Eisenhofer, Ms. Alderson was an associate at a regional litigation firm where she practiced toxic tort and products liability litigation. Before entering private practice, Ms. Alderson served as a judicial law clerk to The Honorable William C. Carpenter, Jr. of the Complex Commercial Litigation Division in the Superior Court of Delaware.

Ms. Alderson earned her J.D. from Villanova University Charles Widger School of Law in 2014 and her B.S. from the University of Delaware in 2009. During her time at Villanova, Ms. Alderson participated in the Health Law Clinic assisting clients with Social Security, Medicare/Medicaid, and insurance matters.

Edward J. Aucoin

Edward Aucoin is an associate at Grant & Eisenhofer, where his primary area of practice is representing families and children in birth injury and birth trauma litigation. Prior to joining G&E, Mr. Aucoin worked at several medical negligence defense firms in the Chicago area, focusing on medical malpractice and professional liability as well as commercial litigation. He also was a senior trial attorney at a national insurance company.

Mr. Aucoin has successfully litigated hundreds of cases and has served as first and second chair trial attorney. He has handled every aspect of medical negligence cases, from pleadings and discovery to experts and trial.

Mr. Aucoin received his J.D. from Loyola University New Orleans School of Law and his B.A. in Broadcast Journalism and Political Science from Loyola University of New Orleans.

Seth D. Blumenthal

Seth Blumenthal is an associate at Grant & Eisenhofer and focuses his practice on corporate litigation. Prior to joining Grant & Eisenhofer, Mr. Blumenthal was an Assistant District Attorney for the Manhattan District Attorney's Office prosecuting major financial crimes, and an associate at an international law firm practicing securities, antitrust, and general commercial defense litigation.

Mr. Blumenthal earned his J.D. from Fordham University School of Law in 2007 where he received the Archibald R. Murray Public Service Award and the Legal Writing Award. He earned his B.A., *cum laude*, from Tufts University in 2003 with a double-major in Economics and Psychology.

Revital B. Braun

Revital Braun is an associate at Grant & Eisenhofer where she focuses her practice on complex pharmaceutical and medical device litigation. Prior to joining Grant & Eisenhofer, Ms. Braun was an associate at a Boston law firm practicing complex medical malpractice, professional liability, and toxic torts and products liability defense litigation.

Ms. Braun earned her J.D. from McGeorge School of Law in 2013, where she was an Editor of the *McGeorge Law Review*. Ms. Braun received her B.A. from the University of Minnesota in 2006 with a major in Psychology, minoring in History of Medicine, with a focus in pre-medicine.

Vanessa R. Brown

Vanessa Brown is an associate at Grant & Eisenhofer. Prior to joining G&E, Ms. Brown worked at the Philadelphia office of an international law firm where she participated in all aspects of many large-scale business litigations. From 2011-2012, Ms. Brown served as law clerk to Chief Judge Theodore A. McKee of the U.S. Court of Appeals for the Third Circuit. She also worked as an associate at several law firms around the U.S.

Ms. Brown earned her B.S. in sociology from Virginia Commonwealth University in 2000 and her J.D. from Rutgers University School of Law in 2004, where she was an Editor of the *Rutgers Law Review* and was Vice President of the Student Bar Association.

Joseph L. Christensen

Joseph Christensen is an associate at Grant & Eisenhofer and focuses his practice on litigation relating to Delaware corporation and alternative entity law. Mr. Christensen previously worked as an associate at leading law firms in Delaware and New York.

Mr. Christensen has represented a variety of clients in public and private investment and M&A transactions and corporate litigation. He has published numerous articles addressing transactional, litigation and theoretical issues of Delaware law.

Mr. Christensen earned his B.A. from The University of Iowa, where he was a Presidential Scholar, and his J.D. from The University of Iowa College of Law, where he served on the *Iowa Law Review*.

Laina M. Herbert

Laina Herbert is an associate Grant & Eisenhofer focusing her practice on corporate litigation, commercial litigation and appraisal actions. Prior to joining G&E, Ms. Herbert was senior counsel practicing complex litigation at a Delaware law firm. Ms. Herbert also has extensive experience representing corporations, their directors and stockholders in corporate and commercial litigation relating to fiduciary duties, mergers and acquisitions, corporate governance and other issues concerning Delaware law. Her experience also includes federal patent infringement and intellectual property litigation in the U.S. District Court for the District of Delaware.

Ms. Herbert is a member of the board of directors of the Delaware 4-H Foundation, a member of the board of directors of the ACLU of Delaware and the Chair of the Roxana C. Arsht Fellowship. She is Content Editor of *The Journal of The Delaware State Bar Association*.

Ms. Herbert earned her J.D. *with honors* from the University of Maryland Francis King Carey School of Law in December 2004 where she served as an Associates Articles Editor of *The Business Lawyer*. She earned a B.S. in Biology, B.A. in Leadership Studies and minor in Women's Studies from the University of Richmond in 2000.

Chad B. Holtzman

Chad Holtzman is an associate at Grant & Eisenhofer, focusing his practice on antitrust litigation.

Prior to joining Grant & Eisenhofer, Mr. Holtzman worked as an associate at the Philadelphia office of a national Am Law 100 law firm where he practiced complex commercial litigation within the financial services industry, antitrust/competition law, and defense of class actions.

Mr. Holtzman is a frequent author for academic publications, including co-authoring "Is This The End Of Arbitration for Consumer Financial Disputes?" *JD Supra*, among many other articles. He serves on the National Board for the Jewish National Fund Young Professionals Division as the Membership Chair for the East Coast. He is also a Board Member of the International Alliance for Child Literacy, a non-profit charity that empowers children by establishing libraries at orphanages.

Mr. Holtzman earned his J.D., *cum laude*, from Villanova University School of Law in 2009 where he was the Associate Editor for the *Villanova Environmental Law Journal*. Mr. Holtzman earned his B.S. in economics from Hamilton College in 2006.

Michael T. Manuel

Michael Manuel is an associate at Grant & Eisenhofer, focusing on securities and corporate governance litigation. Mr. Manuel has experience in a variety of complex commercial cases,

including matters involving contract disputes, securities, commercial litigation, corporate governance, mass torts and products liability cases.

Mr. Manuel graduated *cum laude* from Harvard Law School in 2002 and received a Bachelor's degree in mathematics from Duke University in 1999.

Ken S. Massey

Ken Massey is an associate at Grant & Eisenhofer. Prior to joining G&E, Mr. Massey practiced consumer financial services, complex antitrust and commercial litigation at a leading financial services defense boutique and the Philadelphia office of a national law firm.

Mr. Massey is the President of the Asian Pacific American Bar Association of Pennsylvania and board member of the Temple Law Alumni Association. He has been selected three times by *Super Lawyers* as a Pennsylvania "Rising Star" and listed on the Pro Bono Roll of Honor for the First Judicial District of Pennsylvania.

Mr. Massey earned his J.D. from Temple University Beasley School of Law in 2004 and his B.A. in History from the University of Pennsylvania in 1999.

Allison J. McCowan

Allison McCowan is an associate at Grant & Eisenhofer, focusing her practice on antitrust litigation. Prior to joining G&E, Ms. McCowan worked as an associate at the Wilmington office of a national law firm where she practiced general commercial litigation.

From 2013-2014, Ms. McCowan was a law clerk for the Honorable James T. Vaughn Jr., President Judge of the Delaware Superior Court, now a Delaware Supreme Court Justice. She is a member of the Delaware State Bar Association and chairs the Young Lawyers Division.

Ms. McCowan earned her J.D. from Wake Forest University School of Law in 2013 where she was a member of the *Wake Forest Journal of Business and Intellectual Property Law* and the President of the Domestic Violence Advocacy Committee. Ms. McCowan earned her B.A., *summa cum laude*, from Norwich University in 2008.

Samantha R. Mertz

Samantha Mertz is an associate at Grant & Eisenhofer, where her primary area of practice is complex pharmaceutical and medical device litigation. She handles all phases of mass tort and personal injury litigation from commencement through trial and appeals. Ms. Mertz is actively in litigation against major pharmaceutical companies and medical device manufacturers and serves on the Law and Briefing Committee and the Marketing and Sales Committee for the Plaintiffs' Steering Committee in the Essure® product cases coordinated proceeding in California.

Ms. Mertz earned her J.D. from Temple University Beasley School of Law in 2010. Upon graduation, Ms. Mertz served as the mass tort law clerk for the Complex Litigation Center under the Honorable Judge Arnold New and the Honorable Judge Sandra Mazer Moss for the First

Judicial District of Pennsylvania from 2010-2013. Prior to joining Grant & Eisenhofer, Ms. Mertz worked at a Philadelphia law firm as a pharmaceutical mass tort litigation attorney, and was selected for inclusion in the Pennsylvania *Super Lawyers* “Rising Star” list for 2014 and 2015.

Ms. Mertz is a member of the Temple American Inn of Court and she serves on the Louis D. Brandeis Law Society Executive Committee.

Rebecca A. Musarra

Rebecca Musarra is an associate at Grant & Eisenhofer where she represents investors in shareholder derivative actions, appraisals, and securities class actions, as well as complex consumer class actions.

Ms. Musarra has helped achieve significant shareholder recoveries, including as a member of the Lead Counsel trial team in the Chancery Court matter of *In re Appraisal of Dell Inc.* She also represents mutual fund investors in federal court, challenging UBS’s practices in Puerto Rico’s securities market. As a member of the Co-Lead Counsel representing a class of insurance beneficiaries, Ms. Musarra litigates claims against health insurers for ERISA violations relating to coverage for treatments for mental health and substance use disorders. Ms. Musarra is also part of a team pursuing a derivative action on behalf of Citigroup shareholders focusing on claims of mismanagement. As part of her *pro bono* activities, Ms. Musarra represents juvenile immigrants in state court and immigration court, and before federal agencies.

Prior to joining G&E, Ms. Musarra worked as an appellate law clerk to the Chief Justice of the Supreme Court of the Virgin Islands in St. Thomas, Virgin Islands.

Ms. Musarra received her J.D. degree from American University Washington College of Law in 2009, where she served as a member of the *American University Law Review*, was elected to Order of the Coif, and graduated *summa cum laude*. She obtained a B.A. in international relations from the College of William and Mary in 2003. Between college and law school, Ms. Musarra served as a Peace Corps Volunteer in Chad, Central Africa.

Jonathan D. Park

Jonathan Park is an associate at Grant & Eisenhofer, where he represents investors in complex litigation, including securities fraud, stockholder derivative, and bondholder breach-of-contract actions, in federal, state, and bankruptcy court. In 2017, Mr. Park was recognized by *Super Lawyers* as a “Rising Star” in the New York Metro area.

Mr. Park has represented both institutional investors and individuals in class actions and opt-out litigation. He has represented bondholders in several cases arising from the redemption or out-of-court restructuring of debt, including litigation against Caesars Entertainment Operating Company, Inc., CoBank, ACB, and AgriBank, FCB. Mr. Park was a member of the teams that recovered \$150 million for stockholders in *In re JPMorgan Chase & Co. Securities Litigation* (S.D.N.Y.) in connection with the “London Whale” scandal, and that represented opt-out plaintiffs in *In re Petrobras Securities Litigation* (S.D.N.Y.), which yielded substantial recoveries.

At the New York City Bar Association, Mr. Park serves on the Task Force on Puerto Rico and the New Lawyers Council, and he previously served on the International Human Rights Committee.

Mr. Park earned his J.D. in 2013 from Fordham University School of Law, where he served on the school's Moot Court Board as the Editor of the Jessup International Law Competition Team. During law school, he was a Crowley Scholar in International Human Rights, received the Archibald R. Murray Public Service Award, and interned with a refugee law project in Cairo, Egypt. Mr. Park received a B.A. in 2006 from Vassar College, where he majored in Africana Studies.

Jon T. Pearson

Jon Pearson is an associate at Grant & Eisenhofer, focusing on securities and corporate governance litigation. Mr. Pearson has over ten years of litigation experience, having managed all aspects of litigation, including trial and pre- and post-trial practice involving brief preparation, discovery, presentation of live testimony (both fact and expert), and oral argument. Before joining G&E, Mr. Pearson was a senior litigation and regulatory associate at a leading firm in Philadelphia.

Mr. Pearson was selected to the 2015 *Pennsylvania Super Lawyers* Rising Stars List; the 2010, 2012, 2015, and 2016 *Mountain States Super Lawyers* Rising Stars Lists; and in 2011, he was named by *Nevada Business* as one of "Southern Nevada's Top 100 Attorneys."

Mr. Pearson earned his J.D. from California Western School of Law in 2006, where he served on the *California Western Law Review* and for the *California Western International Law Journal*. He received his B.A. in Music Performance from Temple University in 2001.

Whitney Siehl

Whitney Siehl is an associate at Grant & Eisenhofer, where her primary area of practice is representing families and children in birth injury and birth trauma litigation. Prior to joining G&E, Ms. Siehl worked at a Chicago firm where she gained experience in all aspects of civil litigation, with a focus on medical malpractice and professional liability matters.

In 2017, Ms. Siehl received an Award for Excellence in Pro Bono Service from the United States District Court for the Northern District of Illinois and the Chicago Chapter of the Federal Bar Association for her dedication to representing underserved individuals. She was recently elected to the Board of Directors of the Women's Bar Association of Illinois, and chairs the annual golf outing.

Ms. Siehl received her J.D., *cum laude*, from The Ohio State University, Moritz College of Law where she was a managing editor of *The Ohio State Journal on Dispute Resolution*. She was a member of the Moritz Constitutional Law Moot Court Team, which was named National Champion of the 2013 Sutherland Cup. Ms. Siehl was also a recipient of the Albert A. Levin Memorial Award for excellence in Professional Responsibility and was honored as a Public Service Fellow with Dean's Special Recognition. She graduated from Northwestern University with a B.A. in English Literature.

Stephanie Smiertka Riley

Stephanie Smiertka Riley is an associate at Grant & Eisenhofer where she focuses on complex pharmaceutical and medical device litigation. Ms. Riley represents injured victims in nationally coordinated litigation against major pharmaceutical companies and manufacturers in other industries. She serves on the Law and Briefing and Discovery Committees for the Plaintiff's Steering Committee in *In re Zofran (Ondansetron) Products Liability Litigation*, MDL No. 2657 (where G&E is co-lead). She also represents individuals harmed by defective metal-on-metal hips, Essure®, hernia mesh, and transvaginal mesh.

Prior to representing victims of consumer fraud, Ms. Riley was an associate at a national litigation firm where she practiced civil defense litigation. Before entering private practice, Ms. Riley served as a judicial law clerk to five judges of the Delaware Court of Common Pleas for New Castle County, where she assisted in drafting judicial opinions for both civil and criminal matters.

Ms. Riley earned her J.D. from The George Washington Law School in 2012. During her time at GW, she participated in the Domestic Violence Clinic, and she continues to advocate on behalf of domestic violence survivors. In addition to pro bono work, Ms. Riley coaches an all-girl Delaware high school mock trial team in the yearly Delaware State Competition.

Ms. Riley is admitted to practice in Delaware and Florida. She is an active member of the Richard S. Rodney Inn of Court and the Delaware State Bar Association's Women and the Law section.

Charles C. Sweedler

Charles Sweedler is an associate at Grant & Eisenhofer, focusing on securities fraud and shareholder litigation. Mr. Sweedler received his J.D. from William & Mary Law School, where he was Publication Editor of the *William & Mary Law Review*.

Before joining Grant & Eisenhofer, Mr. Sweedler was General Counsel for a Philadelphia-based non-profit organization. Previously, he was an associate attorney at two Philadelphia law firms, where he focused on antitrust, consumer protection, and other complex class action litigation.

Mr. Sweedler received his B.A. from Cornell University, where he was a history major. After receiving his M.Ed. from the University of Maryland and before entering law school, Mr. Sweedler was a teacher in the Washington, D.C. area.

Kelly L. Tucker

Kelly Tucker is an associate at Grant & Eisenhofer, where she focuses her practice on securities litigation, corporate governance, and appraisal rights. Prior to joining G&E, Ms. Tucker worked at a Philadelphia area law firm practicing antitrust, consumer protection, and products liability litigation.

Ms. Tucker received her J.D. from Fordham University School of Law in 2010, where she was the Executive Notes and Articles Editor of the *Fordham Journal of Corporate and Financial Law* and a member of the Executive Board of Fordham Law Moot Court. She received her B.A. in international politics from American University in 2003.

Vivek Upadhya

Vivek Upadhya is an associate at Grant & Eisenhofer, focusing on securities fraud, appraisal, and false claims act cases.

Mr. Upadhya received his J.D. from Emory University School of Law, where he served as a managing editor for the *Emory Law Journal*. He received his B.A. in law and political science from the University of Utrecht in the Netherlands, and was born and raised in India.

Viola Vetter

Viola Vetter is an associate at Grant & Eisenhofer where she focuses her practice on corporate litigation. Prior to joining Grant & Eisenhofer, Ms. Vetter was an associate at an international law firm, resident in Philadelphia, representing corporate clients in complex commercial, consumer and *qui tam* matters in state and federal courts. She is experienced in all aspects of litigation, from inception through complex discovery, trial, and post-trial appeal.

Ms. Vetter earned her J.D. from Temple University Beasley School of Law in 2007, where she was a member of the *Temple Political & Civil Rights Law Review*. She received her B.S. in International Business and Political Philosophy, *magna cum laude*, from Elizabethtown College in 2004.

Ms. Vetter was selected to the 2015-2016 *Pennsylvania Super Lawyers* Rising Stars list for Business Litigation. She is fluent in English and German.

Carrie L. Vine

Carrie Vine is an associate at Grant & Eisenhofer, where her primary area of practice is representing families and children in birth injury and birth trauma litigation.

Prior to joining G&E, Ms. Vine worked at a well-known medical negligence firm. She has successfully litigated over a hundred cases from inception through conclusion, including both settlement and trial. A recent representative case resulted in a \$12.5 million settlement for a child who suffered permanent brain damage after experiencing a lack of oxygen to the brain during labor and delivery.

Ms. Vine's genetic training and scientific background provide insight into the medical nuances that arise in medical malpractice cases. She has been identified as an *Emerging Lawyer* by *Leading Lawyers*, a designation granted to the top two percent of lawyers in the early stage of their career. She is a member of the Illinois State Bar Association, the Women's Bar Association of Illinois, and the Wisconsin State Bar.

Ms. Vine graduated from Northern Illinois University College of Law *magna cum laude*, where she was also the Notes & Comments Editor for the *Northern Illinois Law Review*. She earned her Ph.D. from Pennsylvania State University where she studied human genetics and human variation. She earned her B.S. from the University of Notre Dame studying biological sciences.

Jing-Li Yu

Jing-Li Yu is an associate at Grant & Eisenhofer where he focuses his practice on securities and corporate litigation. Prior to joining Grant & Eisenhofer, Mr. Yu was a senior associate practicing securities litigation and enforcement at the New York office of an international law firm.

Mr. Yu is a Board member of the 80-20 National Asian American Initiative, headed by S.B. Woo, former Lieutenant Governor of Delaware (1985-89). He speaks Shanghai-Regional Chinese and Mandarin Chinese.

Mr. Yu earned his J.D. (2010) and M.A. (2005) from the University of Chicago. He received his B.A., *cum laude*, from the University of Pennsylvania in 2001 in Economics, where he was a University Scholar and a National Merit Scholar.

G&E also employs the following Senior Staff Attorneys and Staff Attorneys:

Senior Staff Attorneys:

R. Alexander Gartman
Tracy L. Sepehriazar

Staff attorneys:

E. Teresa Ahonkhai
Simona L. Bonifacic
Leanne P. Brown-Pasquarello
James P.A. Cavanaugh
Alice Cho Lee
Kerry A. Dustin
Elizabeth K. Dragovich
Cheron D. Everett
Lisa K. Grumbine
Morris H.L. Ingemanson
Lawrence P. Kempner
H. Steven Kwon
Edward M. Lilly
Maria Jose Morinigo
Michael A. Morris
Kevin M. Nadolny
Joseph P. Nearey
Timothy A. Noll
Raymond F. Schuenemann
Kimberly B. Schwarz
Shannon T. Somma
Ivan B. Woods

Selected Institutional Client Representations

G&E has represented or is currently representing a number of institutional investors in major securities fraud actions, shareholder derivative suits, other breach-of-fiduciary-duty cases and related ancillary proceedings around the country. Some of the Firm's cases include:

(A) In Securities Fraud Litigation:

(1) CellStar

In one of the earliest cases filed after the enactment of PSLRA, the State of Wisconsin Investment Board ("SWIB") was designated lead plaintiff and G&E was appointed lead counsel in *Gluck v. CellStar Corp.*, 976 F.Supp. 542 (N.D.Tex. 1997). The cited opinion is widely considered the landmark on standards applicable to the lead plaintiff/lead counsel practice under PSLRA. (See, especially, *In re Cendant Corp. Litig.*, 2001 WL 980469, at *40, *43 (3d Cir. Aug. 28, 2001), citing the CellStar case.) After the CellStar defendants' motion to dismiss failed and a round of discovery was completed, the parties negotiated a \$14.6 million settlement, coupled with undertakings on CellStar's part for significant corporate governance changes as well. With SWIB's active lead in the case, the class recovery, gross before fees and expenses, was approximated to be 56% of the class' actual loss claims, about 4 times the historical 14% average gross recovery in securities fraud litigation. Because of the competitive process that SWIB had undertaken in the selection of counsel, resulting in a contingent fee percentage significantly less than the average 31% seen historically, the net recovery to the class after all claims were submitted came to almost 50% of actual losses, or almost 5 times the average net recovery.

(2) Pfizer

G&E is currently class counsel in a certified federal securities class action against Pfizer and certain of its former officers and directors. Plaintiffs are alleging that Pfizer affirmatively misrepresented the cardiovascular safety of its multi-billion-dollar arthritis drugs, Celebrex and Bextra, and actively concealed adverse safety information concerning the products in order to win market share from Merck's competing Cox-2 drug, Vioxx. In 2004 and 2005, when the truth about the cardiovascular risks of Celebrex and Bextra was finally revealed, Pfizer shareholders collectively lost billions of dollars. Plaintiffs are also alleging that certain former officers and directors of Pfizer illegally sold shares of Pfizer stock during the class period while in possession of material, non-public information concerning the drugs.

The case has been extensively litigated for nearly 10 years, with millions of pages of documents produced and more than 50 depositions taken. A class of investors has been certified by the Court. Further, prior to the beginning of merits discovery, the parties engaged in a Daubert proceeding in which Pfizer argued that there was no scientific basis for a claim that Celebrex and Bextra were

associated with adverse cardiovascular effects. Both sides submitted extensive expert reports and, after a 5 day trial, the Court completely rejected Pfizer's challenges to Plaintiffs' expert testimony. Defendants' motion for summary judgment was denied in most respects, although the Court held that Pfizer could not be held liable for a few statements made by its co-promoters concerning the drugs. In 2014, however, the Court granted Defendants' motion to exclude the testimony of Plaintiffs' expert concerning damages and causation, Professor Daniel Fischel, and thereafter granted summary judgment for Defendants because without Fischel's testimony, Plaintiffs could not prove damages or loss causation. Plaintiffs appealed to the United States Court of Appeals for the Second Circuit, and on April 12, 2016, the Court of Appeals reversed. The Court of Appeals held that the District Court abused its discretion in excluding Fischel's testimony and further held that the District Court's erred in granting summary judgment to Defendants concerning the statements made by Pfizer's co-promoter. Defendants moved in the Court of Appeals for rehearing *en banc*. While that motion was pending, the parties agreed on a settlement of the litigation providing for a cash payment by Pfizer of \$486 million. The parties then jointly moved, and the Court of Appeals agreed, to hold the rehearing petition in abeyance pending the District Court's consideration of the proposed settlement. The District Court held a conference on September 13, 2016 to consider whether to grant preliminary approval to the settlement and authorize the transmission of notice of the settlement to class members. The settlement was preliminarily approved on September 16, 2016. *In re Pfizer Inc. Securities Litigation*, SD-NY, No. 04-9866.

(3) **DaimlerChrysler**

Florida State Board of Administration was appointed lead plaintiff and G&E co-lead counsel in the PSLRA class action on behalf of shareholders of the former Chrysler Corporation who exchanged their shares for stock in DaimlerChrysler in Chrysler's 1998 business combination with Daimler-Benz AG which was represented at the time as a "merger of equals." Shortly before trial, the defendants agree to a \$300 million cash settlement, among the largest securities class action settlements since the enactment of the PSLRA. *In re DaimlerChrysler Securities Litigation*, D. Del., C.A. No. 00-0993.

(4) **Oxford Health Plans**

Public Employees' Retirement Association of Colorado ("ColPERA") engaged G&E to represent it to seek the lead plaintiff designation in the numerous securities fraud actions that were consolidated into *In re Oxford Health Plans, Inc., Securities Litig.*, S.D.N.Y., MDL Docket No. 1222 (CLB). The court ordered the appointment of ColPERA as a co-lead plaintiff and G&E as a co-lead counsel. G&E and its co-leads filed the Consolidated Amended Complaint. Memorandum opinions and orders were entered denying defendants' motions to dismiss (see 51 F.Supp. 2d 290 (May 28, 1999) (denying KPMG motion) and 187 F.R.D. 133 (June 8, 1999) (denying motion of Oxford and individual director

defendants)). The case settled for \$300 million, another settlement negotiated by G&E that is among the largest settlements since the enactment of the PSLRA.

(5) **Dollar General**

The U.S. District Court for the Middle District of Tennessee ordered the appointment of Florida State Board of Administration and the Teachers' Retirement System of Louisiana as lead plaintiffs and G&E as co-lead counsel in a PSLRA and Rule 10b-5 case against the defendant company, its accountants, and individual insiders who allegedly issued false and misleading statements over an alleged 3-year Class Period and failed to disclose adverse facts about the company's financial results. Settlements were approved involving a cash payment of \$162 million from the company and the individual defendants, an additional \$10.5 million from Deloitte & Touche, LLP (Dollar General's accountants), and beneficial governance reforms for Dollar General. *In re Dollar General Securities Litigation*, M.D. Tenn., No. 3:01-0388, orders dated July 19, 2001 and September 29, 2003.

(6) **Just For Feet**

G&E represented the State of Wisconsin Investment Board ("SWIB") in a federal securities class action against certain officers and directors of Just For Feet, Inc., and against Just For Feet's auditors, in the Northern District of Alabama. That action arose out of the defendants' manipulation of the company's accounting practices to materially misstate the company's financial results. Having been appointed co-lead plaintiff, SWIB, with G&E as its counsel, took primary responsibility for the case. (*SWIB v. Ruttenberg, et al.*, N.D. Ala., CV 99-BU-3097-S and 99-BU-3129-S, 102 F. Supp. 2d 1280 (N.D. Ala. 2000)). SWIB obtained a policy limits settlement with the individual defendants' D&O carrier and an additional \$7.4 million from Just For Feet's auditor, for a recovery totaling approximately \$32 million.

(7) **Waste Management**

G&E filed a non-class federal securities action against Waste Management, Inc., its former and current directors, and the company's accountants in the Northern District of Florida, on behalf of Lens Investment Management, LLC and Ram Trust Services, Inc. The complaint alleged that Waste Management had, over a five-year period, issued financial statements and other public statements that were materially false and misleading due to the defendants' fraudulent and improper accounting manipulations. G&E also filed non-class actions in Illinois state court, asserting similar claims on behalf of the Florida State Board of Administration ("FSBA") and the Teachers' Retirement System of Louisiana. After G&E successfully defeated the defendants' motions to dismiss FSBA's complaint in state court, FSBA's cause of action was transferred to the Northern District of Florida. At the point where there were competing motions for summary judgment pending, G&E successfully negotiated a settlement pursuant to which each plaintiff received several times what it would have received in the class action.

Florida State Board of Administration, Ram Trust Services, Inc. and Lens Investment Management, LLC v. Waste Management, Inc., et al., N.D.Fla., No. 4:99CV66-WS, amended complaint filed June 21, 1999; and *Teachers' Retirement System of Louisiana v. Waste Management, Inc., et al.*, Circuit Ct., Cook Co. [Ill.], No. 98 L 06034, complaint filed May 18, 1999.

(8) **Total Renal Care**

In June 1999, the Louisiana State Employees' Retirement System and Teachers' Retirement System of Louisiana were appointed as Lead Plaintiffs in a federal securities class action against Total Renal Care ("TRC") and certain of its officers and directors, in the U.S. District Court for the Central District of California. G&E served as Plaintiffs' Lead Counsel. Plaintiffs filed their Corrected Consolidated Amended Complaint against the defendants, alleging, *inter alia*, that the defendants manipulated TRC's financial statements so as to materially overstate TRC's revenues, income and assets and to artificially inflate TRC's stock price. G&E negotiated a settlement requiring TRC's payment of \$25 million into a settlement fund for the class and the company's adoption of certain internal corporate governance policies and procedures designed to promote the future accountability of TRC's management to its stockholders. At the time of the settlement, this amount represented 33% of the value of the Company's shares. *In re Total Renal Care Securities Litigation*, C.D. Cal., Master File No. CV-99-01745 CBM.

(9) **Safety-Kleen**

G&E was sole lead counsel for the plaintiffs in a federal securities class action and a series of related individual actions against former officers, directors, auditors and underwriters of Safety-Kleen Corporation, who are alleged to have made false and misleading statements in connection with the sale and issuance of Safety-Kleen bonds. *In re Safety-Kleen Corp. Bondholders Litig.*, D.S.C., No. 3:00-CV-1145-17, consolidated complaint filed January 23, 2001. In March of 2005, after a jury had been selected for trial, the auditor defendant settled with the class and individual claimants for \$48 million. The trial then proceeded against the director and officer defendants. After seven weeks of trial, the director defendants settled for \$36 million, and the court entered judgment as a matter of law in favor of the class and against the company's CEO and CFO, awarding damages of \$192 million.

(10) **Styling Technology Corporation**

G&E represented funds managed by Conseco Capital Management, Inc., Credit Suisse Asset Management, Pilgrim American Funds and Oppenheimer Funds, Inc. in a securities action brought in May 2001, asserting both federal (1933 Act) and state claims brought in the Superior Court of California. The suit alleged that certain former officers, as well as the independent auditors, of Styling Technology Corporation made false and misleading statements in connection with the sale and issuance of Styling Technology bonds. Styling Technology filed for bankruptcy

protection under Chapter 11 in August 1999. In October 2000, discovery of accounting irregularities and improperly recognized revenue forced the Company to restate its financial statements for the years 1997 and 1998. Plaintiffs, owning \$66.5 million of the total \$100 million in bonds sold in the offering, settled the case for a recovery representing approximately 46% of the losses suffered by the client funds that they manage. *Franklin High Income Trust, et al. v. Richard R. Ross, et al.*, Cal. Super., San Mateo Co. [Calif.], Case No: 415057, complaint filed November 28, 2000.

(11) **Tyco**

G&E served as co-lead counsel representing co-lead plaintiffs Teachers' Retirement System of Louisiana and Louisiana State Employees' Retirement System in a securities class action against Tyco International Ltd. and PricewaterhouseCoopers LLP. The complaint alleged that the defendants, including Tyco International, Dennis Kozlowski, and other former executives and directors of Tyco and PricewaterhouseCoopers, made false and misleading public statements and omitted material information about Tyco's finances in violation of Sections 10(b), 14, 20A and 20(a) of the Securities Exchange Act of 1934. Tyco agreed to fund \$2.975 billion in cash to settle these claims, representing the single largest payment from any corporate defendant in the history of securities class action litigation. PricewaterhouseCoopers also agreed to pay \$225 million to settle these claims, resulting in a total settlement fund in excess of \$3.2 billion.

(12) **Global Crossing**

Ohio Public Employees' Retirement System and the Ohio Teachers' Retirement System were appointed lead plaintiff and G&E was appointed sole lead counsel in a securities class action against Global Crossing, Ltd. and Asia Global Crossing, Ltd. *In re Global Crossing, Ltd. Securities & "ERISA" Litig.*, MDL Docket No. 1472. In November 2004, the Court approved a partial settlement with the Company's former officers and directors, and former outside counsel, valued at approximately \$245 million. In July 2005, the Court approved a \$75 million settlement with the Citigroup-related defendants (Salomon Smith Barney and Jack Grubman). In October 2005, the Court approved a settlement with Arthur Andersen LLP and all Andersen-related defendants for \$25 million. In October 2006, the Court approved a \$99 million settlement with various financial institutions. In total, G&E recovered \$448 million for investors in Global Crossing.

(13) **Telxon Corporation**

G&E filed a federal securities and common law action against Telxon Corporation, its former officers and directors and its accountants in the Northern District of Ohio on behalf of Wyser-Pratte Management Co., Inc., an investment management firm. Following mediation, G&E negotiated a settlement of all claims. *Wyser-Pratte Management Co., Inc. v. Telxon Corp., et al.*, N.D. Ohio, Case No. 5:02CV1105.

(14) **Hayes Lemmerz**

G&E served as lead counsel to plaintiffs and class members who purchased or acquired over \$1 billion in bonds issued by Hayes Lemmerz International, Inc. G&E negotiated a settlement worth \$51 million. *Pacholder High Yield Fund, Inc. et al. v. Ranko Cucoz et al.*, E.D. Mich., C.A. No. 02-71778.

(15) **Asia Pulp and Paper**

On behalf of bondholders of various subsidiaries of Indonesian paper-making giant Asia Pulp and Paper (“APP”), G&E filed an action alleging that the bondholders were defrauded by APP’s financial statements which were inflated by nearly \$1 billion in fictitious sales. Defendants’ motions to dismiss were denied. *Franklin High Income Trust, et al. v. APP Global Ltd., et al.*, N.Y. Sup. Ct., Trial Div., Index No. 02-602567. The matter was resolved through a confidential settlement.

(16) **Alstom**

Louisiana State Employees’ Retirement System was appointed as co-lead plaintiff and G&E was appointed co-lead counsel in a class action against Alstom SA, a French corporation engaged in power generation, transmission and distribution in France. The suit alleges that Alstom and other defendants made false and misleading statements concerning the growth and financial performance of its transportation subsidiary. G&E achieved a settlement in the amount of \$6.95 million. *In re Alstom SA Sec. Litig.*, S.D.N.Y. 03-cv-6595.

(17) **Parmalat**

G&E was co-lead counsel in this securities class action arising out of a multi-billion dollar fraud at Parmalat, which the SEC described as “one of the largest and most brazen corporate financial frauds in history.” Settlements exceeding \$110 million were reached. *In re Parmalat Sec. Litig.*, S.D.N.Y. 04-MDL-1653.

(18) **Marsh & McLennan**

G&E was co-lead counsel for the class of former Marsh & McLennan shareholders in this federal securities class action alleging that the company, its officers, directors, auditors, and underwriters participated in a fraudulent scheme involving, among other things, bid-rigging and secret agreements to steer business to certain insurance companies in exchange for “kick-back” commissions. After five years of litigation, G&E achieved a \$400 million settlement on behalf of the class. *In re Marsh & McLennan Companies, Inc. Sec. Litig.*, S.D.N.Y. 04-cv-8144.

(19) **Hollinger International**

G&E was co-lead counsel in this securities class action arising out of a company scandal at Hollinger International, Inc. which involves payment of millions of dollars to certain executives, including the company's former CEO, Lord Conrad Black, relating to sales of company assets. G&E negotiated a settlement with Hollinger in the amount of \$37.5 million. *In re Hollinger International Inc. Securities Litigation*, N.D. Ill. 04-C-0834.

(20) **General Motors**

G&E served as co-lead counsel in a securities class action against GM, arising from alleged false statements in GM's financial reports. After about two and a half years of litigation, a settlement was reached with GM for \$277 million, with GM's auditor, Deloitte & Touche contributing an additional \$26 million. The combined \$303 million settlement ranked among the largest shareholder recoveries of 2008. *In re General Motors Corp. Sec. Litig.*, E.D. Mich., MDL No. 1749.

(21) **Delphi**

Delphi is an automotive company that was spun off of General Motors. The company failed as a stand-alone entity, but concealed its failure from investors. G&E's client, one of the largest pension funds in the world, served as a lead plaintiff, and G&E served as co-lead counsel in this securities class action, which produced settlements totaling \$325 million from Delphi, its auditor and its director and officers liability insurer. *In re Delphi Corporation Securities Derivative & ERISA Litigation*, E.D. Mich., MDL No. 1725.

(22) **Refco**

A mere two months after going public, Refco admitted that its financials were unreliable because the company had concealed that hundreds of millions of dollars of uncollectible receivables were owed to the company by an off-balance sheet entity owned by the company's CEO. G&E served as a co-lead counsel and G&E's client, PIMCO, was a co-lead plaintiff. The case resulted in recoveries totaling \$422 million for investors in Refco's stock and bonds (including \$140 million from the company's private equity sponsor, over \$50 million from the underwriters, and \$25 million from the auditor). *In re Refco, Inc. Securities Litigation*, S.D.N.Y., No. 05 Civ. 8626.

(23) **Sprint**

G&E represented lead plaintiff institutional investor Carlson Capital, L.P. in this class action suit against Sprint Corporation and its former CEO and directors for breach of fiduciary duty in the consolidation of two separate tracking stocks. In December 2007, a \$57.5 million settlement was approved. *In re Sprint Corporation Shareholder Litigation*, D. Kan., No. 04 CV 01714.

(B) In Derivative and Other Corporate Litigation:**(1) Digex**

This case resulted in a settlement of over \$400 million, the largest reported settlement in the history of Delaware corporate litigation. G&E represented the lead plaintiff, TCW Technology Limited Partnership, in alleging that Digex, Inc.'s directors and majority stockholder (Intermedia, Inc.) breached their fiduciary duties in connection with WorldCom's proposed \$6 billion acquisition of Intermedia. Among other issues, WorldCom was charged with attempting to usurp a corporate opportunity that belonged to Digex and improperly waiving on Digex's behalf the protections of Delaware's business combination statute. Following G&E's argument on a motion to preliminarily enjoin the merger, the Court issued an opinion declining to enjoin the transaction but acknowledging plaintiffs' likelihood of success on the merits. *In re Digex, Inc. Shareholders Litigation*, C.A. No. 18336, 2000 WL 1847679 (Del. Ch. Dec. 13, 2000). The case settled soon thereafter.

(2) UnitedHealth Group

G&E represented the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio, and Connecticut Retirement Plans and Trust Funds as lead plaintiffs in a derivative and class action suit in which G&E successfully challenged \$1.2 billion in back-dated options granted to William McGuire, then-CEO of health care provider UnitedHealth Group. This was among the first – and most egregious – examples of options backdating. G&E's case produced a settlement of \$922 million, the largest settlement in the history of derivative litigation in any jurisdiction. *In re UnitedHealth Group Inc. Shareholder Derivative Litig.*, C.A. No. 06-cv-1216 (D. Minn.)

(3) AIG

In what was, at the time, the largest settlement of derivative shareholder litigation in the history of the Delaware Chancery Court, G&E reached a \$115 million settlement in a suit against former executives of AIG for breach of fiduciary duty. The case challenged hundreds of millions of dollars in commissions paid by AIG to C.V. Starr & Co., a privately held affiliate controlled by former AIG Chairman Maurice "Hank" Greenberg and other AIG directors. The suit alleged that AIG could have done the work for which it paid Starr, and that the commissions were simply a mechanism for Greenberg and other Starr directors to line their pockets. *Teachers' Retirement System of Louisiana v. Greenberg, et al.*, C. A. No. 20106-VCS (Del. Ch.).

(4) Genentech

When Swiss healthcare company Roche offered to buy out biotech leader Genentech Inc. for \$43.7 billion, or \$89 per share, G&E filed a derivative claim on behalf of institutional investors opposed to the buyout. With the pressure of the pending litigation, G&E was

able to reach a settlement that provided for Roche to pay \$95 per share, representing an increase of approximately \$3 billion for minority shareholders. *In re Genentech, Inc. Shareholders Litig.*, C.A. No. 3911-VCS (Del. Ch.).

(5) **Willamette**

In January 2002, at the request of Wyser-Pratte Management Co., Inc. and others, G&E filed a shareholder derivative action in Oregon state court claiming that the board of Willamette Industries, Inc. breached its fiduciary duties by attempting to cause Willamette to acquire the asbestos-ridden building products division of Georgia-Pacific Company as part of a scorched-earth effort to defeat a hostile takeover of Willamette by its chief competitor, Weyerhaeuser Company. G&E obtained an expedited hearing on its motion for a preliminary injunction and obtained an agreement from Willamette at the hearing not to consummate any deal with Georgia-Pacific without providing prior notice to G&E. Almost immediately thereafter, and after years of fighting against Weyerhaeuser's takeover attempts, the Willamette board relented and agreed to sell the company to Weyerhaeuser. *Wyser-Pratte Management Co., Inc. & Franklin Mutual Advisors v. Swindells, et al.*, No. 0201-0085 (Ore. Cir. Ct.).

(6) **Medco Research**

In January 2000, G&E filed a shareholder derivative action on behalf of State of Wisconsin Investment Board against the directors of Medco Research, Inc. in Delaware Chancery Court. The suit alleged breach of fiduciary duty in connection with the directors' approval of a proposed merger between Medco and King Pharmaceuticals, Inc. G&E was successful in obtaining a preliminary injunction requiring Medco to make supplemental and corrective disclosures. Because of G&E's efforts, the consideration to Medco's stockholders increased by \$4.08 per share, or \$48,061,755 on a class-wide basis. *State of Wisconsin Investment Board v. Bartlett, et al.*, C.A. No. 17727, 2000 WL 193115 (Del. Ch. Feb. 9, 2000).

(7) **Occidental Petroleum**

G&E represented Teachers' Retirement System of Louisiana and served as co-counsel in a shareholders' derivative suit against the directors of Occidental Petroleum Corporation, challenging as corporate waste the company's excessive compensation arrangements with its top executives. Filed in California state court, the case settled when the company agreed to adopt California Public Employees' Retirement System's model principles of corporate governance and undertook to reconstitute its key

committees so as to meet the tests of independence under those principles. *Teachers' Retirement System of Louisiana v. Irani et al.*, No. BC1850009 (Cal. Super.).

(8) **Staples, Inc.**

On behalf of Teachers' Retirement System of Louisiana, G&E challenged Staples, Inc.'s proposed "recapitalization" plan to unwind a tracking stock, Staples.com, which it created in 1998. G&E obtained a preliminary injunction against the deal and the deal terms were ultimately altered resulting in a \$15-\$20 million gain for shareholders. Additional disclosures were also required so that shareholders voted on the challenged transaction based on a new proxy statement with substantial additional disclosures. *In re Staples, Inc. Shareholders Litigation*, C.A. No. 18784, 2001 WL 640377 (Del. Ch. June 5, 2001).

(9) **SFX/Clear Channel Merger**

G&E filed a class action on behalf of stockholders of SFX, challenging the merger between SFX and Clear Channel. While the SFX charter required that in any acquisition of SFX all classes of common stockholders be treated equally, the merger, as planned, provided for approximately \$68 million more in consideration to the two Class B stockholders (who happened to be the senior executives of SFX) than to the public stockholders. The merger was structured so that stockholders who voted for the merger also had to vote to amend the Charter to remove the non-discrimination provisions as a condition to the merger. G&E negotiated a settlement whereby \$34.5 million more was paid to the public stockholders upon closing of the merger. This was more than half the damages alleged in the Complaint. *Franklin Advisers, Inc., et al. v. Sillerman, et al.*, C.A. No. 17878 (Del. Ch.).

(10) **Lone Star Steakhouse & Saloon**

G&E filed a derivative lawsuit on behalf of California Public Employees' Retirement System ("CALPERS") against Lone Star's former CEO, Jamie Coulter, and six other Lone Star directors. The suit alleged that the defendants violated their fiduciary duties in connection with their approval of the company's acquisition of CEI, one of Lone Star's service providers, from Coulter, as well as their approvals of certain employment and compensation arrangements and option repricing programs. Before filing the suit, G&E had assisted in CALPERS in filing a demand for books and records pursuant to Section 220 of the Delaware General Corporation Law. The company's response to that demand revealed the absence of any documentation that the board ever scrutinized transactions between Lone Star and CEI, that the board negotiated the purchase price for CEI, or that the board analyzed or discussed the repricing programs. In August 2005, the Court approved a settlement negotiated by G&E whereby Lone Star agreed to a repricing of options granted to certain of its officers and directors, payments from certain of the officers and directors related to option grants, and a \$3 million payment from Lone Star's director and officer insurance policy. Lone Star further

acknowledged that the lawsuit was one of the significant factors considered in its adoption of certain corporate governance reforms. *California Public Employees' Retirement System v. Coulter, et al.*, C.A. No. 19191 (Del. Ch.).

(11) **Siebel**

The issue of excessive executive compensation has been of significant concern for investors, yet their concerns have remained largely unaddressed due to the wide discretion afforded corporate boards in establishing management's compensation. G&E effected a sea change in the compensation policies of Siebel Systems, a leading Silicon Valley-based software developer long considered to be an egregious example of executive compensation run amok, and caused Thomas Siebel, the company's founder and CEO, to cancel 26 million options with a potential value of \$54 million. Since the company's founding in 1996, Siebel Systems had paid Mr. Siebel nearly \$1 billion in compensation, largely in the form of lavish stock options that violated the shareholder-approved stock option plan. In addition, the company had paid its directors millions of dollars for their service on the board, also in the form of stock options, at levels exponentially higher than that paid to directors on the boards of similar companies. G&E, on behalf of Teachers' Retirement System of Louisiana, commenced a derivative action challenging the company's compensation practices in September of 2002 even though a prior, similar lawsuit had been dismissed. Following a hard-fought and acrimonious litigation, G&E successfully negotiated a settlement that, in addition to the options cancellation, included numerous corporate governance reforms. The company agreed to, *inter alia*, restructure its compensation committee, disclose more information regarding its compensation policies and decisions, cause its outside auditor to audit its option plans as part of the company's annual audit, and limit the compensation that can be paid to directors. The Siebel Systems settlement generated considerable favorable press in the industry, as investors and compensation experts anticipated that the reforms adopted by Siebel Systems could affect how other companies deal with compensation issues. *Teachers' Retirement System of Louisiana v. Thomas M. Siebel, et al.*, C. A. No. 425796 (Cal. Super.).

(12) **HealthSouth Corporation**

G&E filed a derivative and class action lawsuit on behalf of Teachers' Retirement System of Louisiana against HealthSouth Corporation, its auditors, certain individual defendants, and certain third parties seeking, *inter alia*, an order forcing the HealthSouth board of directors to hold an annual shareholder meeting for the purpose of electing directors, as no such meeting had been held for over thirteen months. Following a trial, G&E negotiated a settlement of part of its claims, pursuant to which five of the defendant directors who were alleged to have engaged in improper self-dealing with the company agreed to resign and be replaced by directors selected by a committee comprised in part by institutional investors of HealthSouth. *Teachers' Retirement System of Louisiana v. Scrushy*, Del. Ch., C.A. No. 20529 (March 2, 2004).

(13) NYSE/Archipelago

G&E served as co-lead counsel in a class action in New York state court, brought on behalf of a class of seat holders of the New York Stock Exchange (“NYSE”) challenging the proposed merger between the NYSE and Archipelago Holdings, LLC. The complaint alleged that the terms of the proposed merger were unfair to the NYSE seat holders, and that by approving the proposed merger, the NYSE board of directors had violated their fiduciary duties of care, loyalty and candor, because the transaction was the result of a process that was tainted by conflicts of interest and the directors failed adequately to inform themselves of the relevant facts. The court denied the defendants’ motion to dismiss, and after expedited discovery, including over 30 depositions in a five week period, a preliminary injunction evidentiary hearing was held, in which plaintiffs sought to postpone the vote on the merger until a new, current fairness opinion was obtained from an independent financial advisor. On the second day of the hearing, the defendants agreed to the relief being sought, namely that they would obtain a new, current fairness opinion from an independent financial advisor. *In re New York Stock Exchange/Archipelago Merger Litig.*, No. 601646/05 (Sup. Ct. N.Y. Co.)

(14) Caremark / CVS

G&E represented institutional shareholders in this derivative litigation challenging the conduct of the board of directors of Caremark Rx Inc. in connection with the negotiation and execution of a merger agreement with CVS, Inc., as well as that board’s decision to reject a competing proposal from a different suitor. Ultimately, through the litigation, G&E was able to force Caremark’s board not only to provide substantial additional disclosures to the public shareholders, but also to renegotiate the terms of the merger agreement with CVS to provide Caremark shareholders with an additional \$3.19 billion in cash consideration and to ensure Caremark’s shareholders had statutory appraisal rights in the deal. *Louisiana Municipal Police Employees’ Retirement System, et al. v. Crawford, et al.*, C.A. No. 2635-N (Del. Ch.).

(15) AIG

G&E achieved a settlement of derivative claims against former American International Group, Inc. (“AIG”) CEO Hank Greenberg and other officers of the insurer in connection with a well-documented bid-rigging scheme used to inflate the company’s income. The scheme — which included an array of wrongful activities, such as sham insurance transactions intended to deceive shareholders and illegal contingent commissions which amounted to kickbacks to obtain business — caused billions of dollars’ worth of damage to AIG, and ultimately led to the restatement of years of financial statements.

In approving a settlement that returned \$90 million to AIG, the Court said the settlement was “an incentive for real litigation” with “a lot of high-quality lawyering.” *In re American International Group, Inc., Consolidated Derivative Litigation*. Delaware Chancery Court, 769-VCS

(16) **Del Monte Foods**

G&E served as lead counsel in shareholder litigation in which the Firm obtained an \$89.4 million settlement against Del Monte Foods Co. and Barclays Capital. On February 14, 2011, the Delaware Chancery Court issued a ground-breaking order enjoining not only the shareholder vote on the merger, but the merger agreement's termination fee and other mechanisms designed to deter competing bids. As a result of plaintiff's efforts, the Board was forced to conduct a further shopping process for the company. Moreover, the opinion issued in connection with the injunction has resulted in a complete change on Wall Street regarding investment banker conflicts of interests and company retention of investment bankers in such circumstances. *In re Del Monte Shareholder Litigation*, C.A. No. 6027-VCL (Del. Ch).

(C) **In Securities Class Action Opt-Out Litigation**

(1) **AOL Time Warner, Inc.**

G&E filed an opt-out action against AOL Time Warner, its officers and directors, auditors, investment bankers and business partners. The case challenged certain transactions entered by the company to improperly boost AOL Time Warner's financials. G&E was able to recover for its clients more than 6 times the amount that they would have received in the class case.

(2) **BankAmerica Corp.**

G&E filed an individual action seeking to recover damages caused by the defendants' failure to disclose material information in connection with the September 30, 1998 merger of NationsBank Corporation and BankAmerica Corporation. G&E was preparing the case for trial when it achieved a settlement whereby the firm's client received more than 5 times what it would have received in the related class action. Those proceeds were also received approximately one year earlier than the proceeds from the class action settlement.

(3) **Bristol-Myers Squibb**

G&E filed an opt-out action against Bristol-Myers Squibb, certain of its officers and directors, its auditor, and Imclone, Inc., alleging that Bristol-Myers had falsified billions of dollars of revenue as part of a scheme of earnings management. While the federal class action was dismissed and eventually settled for only 3 cents on the dollar, G&E's action resulted in a total settlement representing approximately 10 times what the firm's clients likely would have received from the class action.

(4) **Qwest Communications**

G&E filed an individual action against Qwest, its accountant (Arthur Andersen LLP), Solomon Smith Barney, and current and former officers and directors of those companies. The case alleged that Qwest used “swap deals” to book fake revenue and defraud investors. G&E was able to recover for its clients more than 10 times what they would have recovered had they remained members of the class.

(5) **WorldCom**

G&E filed an opt-out action against former senior officers and directors of WorldCom, including former CEO Bernard Ebbers, and Arthur Andersen LLP (WorldCom’s former auditor), among others. The case stemmed from the widely-publicized WorldCom securities fraud scandal that involved false and misleading statements made by the defendants concerning WorldCom’s financials, prospects and business operations. G&E recovered for its clients more than 6 times what they would have received from the class action.

EXHIBIT 2

EXHIBIT 2***In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR***

Grant & Eisenhofer, P.A.

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
ATTORNEYS					
Robert Eisler	P	2015	43.70	\$ 850	\$37,145.00
Robert Eisler	P	2016	44.30	\$ 850	\$37,655.00
Linda Nussbaum	P	2013	29.50	\$ 850	\$25,075.00
Linda Nussbaum	P	2014	27.40	\$ 850	\$23,290.00
Linda Nussbaum	P	2015	7.80	\$ 850	\$6,630.00
Brian Watkins	A	2015	201.00	\$ 350	\$70,350.00
Brian Watkins	A	2016	903.50	\$ 350	\$316,225.00
James Cavanaugh	A	2015	55.00	\$ 350	\$19,250.00
James Welch	A	2016	6.70	\$ 400	\$2,680.00
Josh Alpert	A	2014	228.00	\$ 350	\$79,800.00
Laina Herbert	A	2016	8.50	\$ 350	\$2,975.00
Michael Gallagher	A	2014	21.00	\$ 410	\$8,610.00
Michael Morris	A	2015	86.50	\$ 350	\$30,275.00
Nathan Cook	OC	2013	0.70	\$ 625	\$437.50
R. Alexander Gartman	A	2013	30.30	\$ 340	\$10,302.00
Shannon Somma	A	2015	920.40	\$ 350	\$322,140.00
Shannon Somma	A	2016	490.20	\$ 350	\$171,570.00
Bradley DeMuth	OC	2014	52.30	\$ 650	\$33,995.00
Brenda Szydlo	OC	2015	24.50	\$ 650	\$15,925.00
Peter Barile	OC	2013	56.10	\$ 635	\$35,623.50
Peter Barile	OC	2014	4.90	\$ 635	\$3,111.50
Peter Barile	OC	2015	110.00	\$ 635	\$69,850.00
Peter Barile	OC	2016	22.70	\$ 635	\$14,414.50
Susan Schwaiger	OC	2013	2.80	\$ 635	\$1,778.00
Susan Schwaiger	OC	2014	107.40	\$ 635	\$68,199.00
Susan Schwaiger	OC	2015	11.50	\$ 635	\$7,302.50

EXHIBIT 2***In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR***

Grant & Eisenhofer, P.A.

Reported Hours and Lodestar on a Historical Basis

June 1, 2013 through August 31, 2017

NAME	STATUS	YEAR	TOTAL HOURS	HISTORICAL HOURLY RATE	LODESTAR
NON-ATTORNEYS					
Anna Yusupova	PL	2013	5.50	\$ 175	\$962.50
Robyn Finnimore-Pierce	PL	2013	0.90	\$ 175	\$157.50
Robyn Finnimore-Pierce	PL	2014	2.80	\$ 175	\$490.00
Robyn Finnimore-Pierce	PL	2015	3.30	\$ 175	\$577.50
Robyn Finnimore-Pierce	PL	2016	8.10	\$ 175	\$1,417.50
Valisity Beal	PL	2015	0.80	\$ 175	\$140.00
TOTAL:			3,518.10		\$1,418,353.50

(P) Partner

(A) Associate

(OC) Of Counsel

EXHIBIT 3

In re Lithium Ion Batteries Antitrust Litigation, Case No. 13-MD-2420 YGR

EXHIBIT 3

Grant & Eisenhofer, P.A.

Expenses Incurred

CATEGORY	AMOUNT INCURRED
Court Fees (filing, etc.)	\$342.45
Computer Research (Lexis, Westlaw, PACER, etc.)	\$3,621.97
Photocopies - In House	\$4,799.57
Postage	\$218.82
Telephone / Facsimile	\$123.45
Travel (Airfare, Ground Travel)	\$7,784.89
Travel (Meals and Lodging)	\$2,304.90
TOTAL	\$19,196.05