UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated, Plaintiffs, v. BANKRATE, INC. et al., Defendants.	Case No. 13-cv-7183 (JSR) **ECF CASE**

DECLARATION OF JOHN RIZIO-HAMILTON IN SUPPORT OF (I) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION, AND (II) LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES

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I, JOHN RIZIO-HAMILTON, declare as follows:

I. INTRODUCTION

1. I am a partner in the law firm of Bernstein Litowitz Berger & Grossmann LLP ("BLBG"), the Court-appointed Lead Counsel in this Action.[1] BLBG represents the Court-appointed Lead Plaintiffs, the Arkansas Teacher Retirement System ("ATRS") and Fresno County Employees' Retirement Association ("Fresno County"). I have personal knowledge of the matters set forth herein based on my active supervision of and participation in the prosecution and settlement of the claims asserted in the Action.

2. I respectfully submit this Declaration in support of Lead Plaintiffs' motion, pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, for final approval of the proposed settlement (the "Settlement") that the Court preliminarily approved by its Amended Order Preliminarily Approving Proposed Settlement and Providing for Notice filed September 23, 2014 (the "Amended Preliminary Approval Order"). ECF No. 74. This Declaration sets forth how Lead Counsel and the Lead Plaintiffs were able to achieve this favorable Settlement on behalf of the Settlement Class. I also respectfully submit this Declaration in support of (a) Lead Plaintiffs' motion for approval of the proposed plan for allocating the proceeds of the Settlement to eligible Settlement Class Members (the "Plan of Allocation"), and (b) Lead Counsel's motion for an award of attorneys' fees in the amount of 25% of the Settlement Fund, net of Court-awarded Litigation Expenses, or $4,450,113.07 plus interest; reimbursement of Lead Counsel's expenses in the amount of $194,426.83; and awards pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA") in the total amount of $5,120.89 for costs and expenses incurred by

[1] Unless otherwise defined herein, all capitalized terms have the meanings set forth in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (the "Amended Stipulation") previously filed with the Court. *See* ECF No. 73-1.

Lead Plaintiffs in connection with their representation of the Settlement Class (the "Fee and Expense Application").[2]

3. The proposed Settlement now before the Court provides for the resolution of all claims in the Action in exchange for a cash payment of $18,000,000. As detailed herein, Lead Plaintiffs and Lead Counsel respectfully submit that the Settlement represents a very favorable result for the Settlement Class in light of the significant risks in the Action. As explained further below, the Settlement provides a considerable benefit to the Settlement Class by conferring a substantial, certain and immediate recovery while avoiding the significant risks and expense of continued litigation, including the risk that the class could recover less than the Settlement Amount (or nothing) after years of additional litigation and delay.

4. The proposed Settlement is the result of extensive efforts by Lead Counsel, which included, among other things detailed herein: (a) conducting a wide-ranging investigation of the insurance lead business of Bankrate, Inc. ("Bankrate") and the allegedly fraudulent misrepresentations and omissions made during the period from June 16, 2011 through October 15, 2012, inclusive (the "Settlement Class Period" or "Class Period"), concerning the quality of Bankrate's insurance leads; (b) drafting and filing an initial complaint filed on October 10, 2013, (c) drafting and filing an amended complaint filed on January 21, 2014; (d) successfully opposing Defendants' motion to dismiss the amended complaint through briefing and oral argument; (e) consulting with an expert regarding damages; (f) engaging in an intensive mediation process facilitated by Judge Layn Phillips, a former federal district judge in the United

[2] In conjunction with this Declaration, Lead Plaintiffs and Lead Counsel, respectively, are also submitting the Memorandum of Law in Support of Lead Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation (the "Settlement Memorandum") and the Memorandum of Law in Support of Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Fee Memorandum").

States District Court for the Western District of Oklahoma and an experienced and highly respected mediator, which involved the exchange of written submissions concerning liability and damages and a full-day formal mediation session; and (g) discovery that included the review of nearly 145,000 pages of documents, interviews of the Individual Defendants and the deposition of a top key Bankrate executive. Lead Plaintiffs and Lead Counsel believed that the Settlement is in the best interests of the Settlement Class at the time the agreement to settle was reached, and this view was confirmed by the discovery upon which the agreement to settle had been conditioned. Lead Plaintiffs and Lead Counsel are well informed of the strengths and weaknesses of the claims and defenses in the Action and they believe it represents a very favorable outcome for the Settlement Class.

5. As discussed in further detail below, the Plan of Allocation was developed with the assistance of Lead Plaintiffs' damages expert, and provides for the distribution of the net proceeds of the Settlement to Settlement Class Members who submit Claim Forms that are approved for payment by the Court on a *pro rata* basis based on their losses attributable to the alleged fraud. With respect to the Fee and Expense Application, as discussed in the Fee Memorandum, the requested fee is well within the range of percentage awards granted by courts in this Circuit and across the country in securities class actions. Additionally, the requested fee results in a multiplier of 1.79 on Lead Counsel's lodestar – which is well within the range of multipliers routinely awarded by courts in this Circuit and across the country.

6. For all of the reasons set forth herein and in the accompanying memoranda, including the quality of the result obtained and the numerous significant litigation risks discussed fully below, Lead Plaintiffs and Lead Counsel respectfully submit that the Settlement and the Plan of Allocation are "fair, reasonable and adequate" and should be approved. In addition, Lead

Counsel respectfully submits that its request for attorneys' fees and reimbursement of Litigation Expenses is also fair and reasonable, and should be approved.

II. PROSECUTION OF THE ACTION

A. Background

7. Bankrate is a company that connects consumers to companies selling financial products, such as mortgages, credit cards, and insurance. Bankrate generates revenues in part by selling "sales leads," that is, the contact information of consumers who may be interested in purchasing insurance, credit cards and mortgages. During the Class Period, Bankrate derived a significant portion of its revenue from the sale of insurance leads. In its "insurance lead generation business," Bankrate obtains the personal information of consumers who are potentially interested in purchasing insurance, and sells that information as sales leads to insurance agents and carriers, who then contact the consumers to sell them an insurance product. Following its initial public offering ("IPO") in June 2011, Bankrate reported several quarters of strong financial results. Bankrate's CEO, Defendant Thomas R. Evans, and Bankrate's CFO, Defendant Edward J. DiMaria (the "Individual Defendants"), stated that the "key" to Bankrate's supposedly strong financial performance was its purportedly "high quality" insurance leads. Following these statements, Bankrate's stock price rose significantly, climbing from the $15 IPO price in June 2011, to a Class Period high of $25.95 on February 27, 2012.

8. On May 1, 2012, however, Bankrate reported results that missed analysts' consensus expectations, and disclosed that it had eliminated approximately $12 million worth of poor quality insurance leads. On May 2, 2012, the first trading day after this disclosure, Bankrate's stock price declined 15%, from a closing price of $23.71 on May 1, 2012 to a closing price of $20.19 on May 2, 2012.

9. After the close of trading on October 15, 2012, Bankrate issued a press release in which it disclosed more information about the quality of its insurance leads, and announced a significant revenue shortfall for the third quarter of 2012 due to the need to "aggressively cut back" on a material amount of poor quality insurance leads. On October 16, 2012, Bankrate's stock price declined 22%, falling from a closing price of $14.50 on October 15, 2012 to a closing price of $11.26 on October 16, 2012. In the months following the October 15, 2012 press release, Bankrate's poor quality insurance leads continued to have a significant negative impact on the Company's reported results.

B. The Preparation and Filing of the Complaint

10. On October 10, 2013, after conducting an initial investigation, Lead Counsel filed a securities class action on behalf of ATRS in this District that asserted claims under the Securities Exchange Act of 1934 ("Exchange Act") and the Securities Act of 1933. ECF No. 1.

11. On December 9, 2013, ATRS and Fresno County filed a motion seeking to be appointed Lead Plaintiffs and seeking appointment of their counsel, BLBG as Lead Counsel (the "Lead Plaintiff Motion"). ECF No. 25. No other investor sought to be appointed Lead Plaintiff, and the motion was unopposed.

12. On December 30, 2013, the Court held an Initial Pretrial Conference during which the schedule for Lead Plaintiffs' amended class action complaint was discussed ECF No. 49. Among other things, the deadline for filing an amended complaint was set for January 21, 2014. *Id.*

13. On January 31, 2014, the Court held a hearing on the Lead Plaintiff Motion. During the hearing, the Court questioned George Hopkins, the Executive Director of ATRS, and Philip Kapler, Fresno County's Administrator, to ensure that the proposed Lead Plaintiffs were

qualified to represent the class. Following the Court's questioning, the Court appointed ATRS and Fresno County as Lead Plaintiffs and BLBG as Lead Counsel.

14. In connection with researching and drafting the Amended Class Action Complaint (the "Complaint"), Lead Counsel continued its investigation into the acts underlying the allegations, which included the review of a significant amount of publicly available information regarding Bankrate and its insurance lead generation business. In particular, Lead Counsel performed extensive research into Bankrate's public statements, including its filings with the Securities and Exchange Commission (the "SEC"), its press releases and other statements published on the Company's corporate website. Lead Counsel also reviewed multiple publicly available presentations made by the Company, numerous publicly available analyst reports regarding Bankrate, and a significant volume of news reports regarding Bankrate and its lead generation business.

15. Lead Counsel also reached out to and communicated with 63 former Bankrate employees as part of its investigation.

16. Following this investigation, Lead Plaintiffs filed the Complaint on January 21, 2014. ECF No. 51. The Complaint asserted claims (i) against Bankrate, Evans and DiMaria under Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and (ii) against the Individual Defendants and Apax Partners L.P., Apax Partners LLP, and Apax Partners Europe Managers Ltd. (collectively "Apax Partners") under Section 20(a) of the Exchange Act. The Complaint alleged that these defendants made, or controlled others who made, allegedly materially false and misleading statements about the true quality of Bankrate's insurance leads. Specifically, the Complaint alleged that these defendants represented to investors that Bankrate's insurance leads were "high quality," when, in reality, material amounts

of the Company's leads were worthless. The Complaint alleged that these misstatements caused the price of Bankrate common stock to be artificially inflated and that the price declined when the truth was revealed.

C. Defendants' Motion to Dismiss and Lead Plaintiffs' Opposition

17. On February 11, 2014, Defendants served their motion to dismiss the Complaint. ECF Nos. 53-55. In support of their motion, Defendants submitted 37 exhibits totaling over 550 pages. Defendants argued that the Complaint should be dismissed on numerous grounds, including, among others, the following.

(a) Defendants contended that Lead Plaintiffs failed to allege actionable misstatements asserting that the alleged misstatements amounted to mere "puffery" or corporate optimism, were too vague, or were opinions.

(b) Defendants contended that Lead Plaintiffs failed to allege material misstatements because Bankrate disclosed its lead quality problems to the public during the Class Period.

(c) Defendants contended that Lead Plaintiffs had not established the "strong inference" of *scienter* required to establish liability for securities fraud. Defendants advanced a number of contentions in support of this argument, including that (i) they made good faith disclosure of the Company's lead quality problems as they became apparent, and warned the market that these problems would negatively impact Bankrate's financial performance; (ii) they made efforts to repair the lead quality problems once they learned of them; and (iii) they did not learn the true extent of the problems until the end of the Class Period, when they fully disclosed them.

(d) Defendants argued that, because Lead Plaintiffs had not sufficiently alleged a primary violation of the securities laws, they had failed to adequately plead Section 20(a) control person liability against the Individual Defendants and the Apax Defendants, and, in addition, that Lead Plaintiffs had failed to allege that any agent of Apax Partners was a "culpable participant" in the alleged fraud.

18. On February 25, 2014, Lead Plaintiffs filed their brief in opposition to Defendants' motion to dismiss. ECF No. 58. Among other things, in their opposition, Lead Plaintiffs contended that Defendants' alleged misstatements regarding Bankrate's insurance

leads were highly material because Defendants had asserted that Bankrate's lead quality gave it a key "competitive advantage" by allowing it to charge higher prices, analysts frequently relied on Defendants' representations in recommending Bankrate stock, and the insurance lead business generated upwards of 40% of Bankrate's revenue.

19. Lead Plaintiffs further argued that they had alleged a strong inference of *scienter*, based on the Individual Defendants' admittedly detailed knowledge of Bankrate's lead quality, their admitted monitoring of lead quality, their admitted personal involvement with the lead quality issues, and the importance of the insurance lead business to the Company.

20. Defendants filed their reply brief on March 4, 2014. ECF No. 60.

21. On April 4, 2014, the Court heard oral argument on Defendants' motion to dismiss. ECF No. 61. At oral argument, both sides made detailed presentations, and responded to numerous questions from the Court concerning the facts and the law.

D. The Court's Opinion Granting in Part and Denying In Part Defendants' Motion to Dismiss

22. On April 15, 2014, the Court issued a bottom-line Order sustaining all claims against Bankrate and the Individual Defendants, but dismissing the Section 20(a) control person claims against the Apax Defendants. ECF No. 64. On April 30, 2014, the Court issued a Memorandum opinion explaining the reasons for its rulings. *See Arkansas Teacher Ret. Sys. v. Bankrate, Inc.*, No. 13-cv-7183 (JSR), 2014 WL 1805234 (S.D.N.Y. Apr. 30, 2014). Specifically, the Court found that Lead Plaintiffs adequately alleged that Defendants Bankrate, Evans and DiMaria made material misstatements or omissions with *scienter*, but failed to adequately allege the Apax Defendants' involvement in the preparation of the allegedly misleading statements. *Id.* at *2-*3.

23. On May 15, 2014, Defendants filed their Answer to the Complaint. ECF No. 67. In their Answer, Defendants denied Lead Plaintiffs' claims in their entirety, and asserted thirty-three affirmative or other defenses, including loss causation, lack of falsity and *scienter*, lack of reliance, and truth-on-the-market, among others.

E. The Parties Commence Discovery

24. On April 23, 2014, the Parties submitted a proposed Case Management Plan to the Court, which provided that, pursuant to the Court's practices, the Action would be trial-ready in six months. ECF No. 65. The Case Management Plan provided that the first requests for the production of documents must be served by April 28, 2014; interrogatories must be served by May 9, 2014; initial disclosures must be served by May 14, 2014; and all expert and fact discovery and depositions must be completed by September 12, 2014. The final pre-trial conference was scheduled for October 30, 2014. The Court so-ordered this Plan on April 27, 2014. ECF No. 65.

25. Pursuant to the Case Management Plan, the Parties exchanged document requests on April 28, 2014, interrogatories on May 9, 2014, and initial disclosures on May 14, 2014. Lead Plaintiffs, with the assistance of Lead Counsel, began searching for and gathering documents in response to Defendants' document requests. On May 28, 2014, Lead Plaintiffs and Defendants both served their Responses and Objections to the respective First Request for the Production of Documents served on them. On May 30, Defendants served their Responses and Objections to Lead Plaintiffs' Second Request for the Production of Documents.

F. The Mediation Before Judge Phillips and the Negotiation of the Settlement

26. In May 2014, Lead Counsel and Defendants' Counsel discussed exploring the possibility of settlement through mediation. The Parties agreed to make the effort and selected the Honorable Layn R. Phillips, a former federal district court judge in the United States District

Court for the Western District of Oklahoma, to serve as mediator and planned for a full-day mediation to attempt to resolve the Action. In advance of that session, on May 23, the Parties exchanged detailed mediation statements and exhibits that addressed the issues of both liability and damages, and included damages analyses conducted by their respective experts.

27. On May 28, 2014, the Parties' damages experts held a telephone conference. Lead Plaintiffs' damages expert questioned Defendants' damages expert about the methodology by which he calculated damages, the number of shares owned by Bankrate insiders during the Class Period, and the basis for Defendants' loss causation arguments. Defendants' expert answered the questions put to him.

28. On May 29, 2014, after reviewing the Parties' submissions, Judge Phillips sent each side a confidential set of detailed mediation questions on the issues of liability, loss causation, and damages, and requested that each side be prepared to discuss those questions at the mediation.

29. On May 30, 2014, the Parties engaged in a full-day mediation session conducted by Judge Phillips. During the mediation, each side discussed liability and damages with Judge Phillips. Although the Parties engaged in significant discussions and negotiations, they were unable to reach agreement by the end of the mediation session. After the conclusion of the session, on May 31, 2014, Judge Phillips made a mediator's recommendation that the Parties settle the Action for $18,000,000.

30. On June 5, 2014, the Parties accepted Judge Phillips's recommendation and their agreement was memorialized in a term sheet executed on June 6, 2014 (the "Term Sheet").

31. The Term Sheet sets forth, among other things, the Parties' agreement to settle and release all claims asserted against Defendants in the Action in return for a cash payment by

or on behalf of Defendants of $18,000,000 for the benefit of the Settlement Class, subject to certain terms and conditions, including the execution of a customary "long form" stipulation and agreement of settlement and related papers. The agreement to settle was further conditioned on Lead Plaintiffs confirming the fairness, reasonableness and adequacy of the Settlement based on discovery to be provided by Defendants, which would include the production of documents and information regarding the allegations and claims asserted in the Complaint, and the Individual Defendants and other Bankrate employees or other persons within Defendants' control sitting for interviews or depositions by Lead Counsel if requested.

G. Confirmatory Discovery and Finalization and Amendment of the Settlement

32. As noted above, in addition to the $18 million cash payment to be made to the Settlement Class, Lead Plaintiffs conditioned the Settlement on their right to conduct confirmatory discovery and having such discovery confirm the fairness, reasonableness and adequacy of the Settlement to the Settlement Class.

33. Obtaining Defendants' agreement to provide confirmatory discovery was a key term for Lead Plaintiffs because the mandatory PSLRA stay of discovery pending the resolution of the motion to dismiss meant that Lead Plaintiffs had not received discovery from Bankrate and the Individual Defendants before the Parties began discussing the possibility of settlement – although, as discussed above, Lead Plaintiffs had access to and reviewed materials that had been disclosed publicly. Lead Plaintiffs reserved the right to withdraw from the proposed Settlement if, in their good faith discretion, they determined that information produced during the discovery rendered the proposed Settlement unfair, unreasonable or inadequate.

34. As part of the confirmatory discovery, Defendants produced nearly 145,000 pages of documents to Lead Plaintiffs concerning Bankrate's insurance lead business and lead quality. These documents included the internal email of Defendants Evans and DiMaria, the internal

email of four additional senior Bankrate executives with responsibility for Bankrate's insurance business, the communications between these officers and the Company's large insurance carrier clients concerning lead quality, communications between these officers and Bankrate's affiliates concerning lead quality, and Board communications and presentations concerning lead quality. All documents produced were reviewed by Lead Counsel.

35. Additionally, Lead Counsel interviewed Defendants Evans and DiMaria, and deposed Jeff Grant, who was the CEO of Bankrate Insurance during the Class Period.

36. Lead Counsel's review of the documents produced and the interviews and testimony given pursuant to this discovery confirmed Lead Plaintiffs' and Lead Counsel's belief that the Settlement is fair, reasonable and adequate.

37. After reaching the agreement in principle, the Parties negotiated the final terms of the Settlement and drafted the Stipulation and Agreement of Settlement and related settlement papers. The Stipulation (ECF No. 68-1), executed on August 5, 2014, was submitted to the Court as part of Lead Plaintiffs' August 6, 2014 motion for preliminary approval of the Settlement and certification of the Settlement Class. ECF Nos. 68-69.

38. On August 19, 2014, the Court held a conference concerning Lead Plaintiffs' motion for preliminary approval. At the hearing, the Court asked whether the Parties would consent to the Court speaking directly with Judge Phillips about the reasons for his mediator's recommendation. The Parties consented. Following the hearing, the Court received additional information regarding the Settlement through communications with Judge Phillips.

39. On September 3, 2014, the Court entered the Order Preliminarily Approving Settlement and Providing for Notice ("Preliminary Approval Order"), which preliminarily

approved the Settlement, certified the Settlement Class for settlement purposes, appointed Lead Plaintiffs as class representatives, and appointed Lead Counsel as class counsel. ECF No. 70.

40. On September 15, 2014, Bankrate announced that the SEC and Bankrate's Audit Committee were investigating the Company's accounting, including issues relating to revenue recognition and accrual of expenses, and that Bankrate's financial statements from 2011 through 2013 should no longer be relied upon pending the conclusion of the Audit Committee's review. Following this announcement, Bankrate's stock price declined on September 15, 2014.

41. While the claims asserted in the Action do not relate to the accounting issues that are the subject of the announced investigations, the time period covered by the investigations includes the Settlement Class Period. Lead Counsel conferred with Defendants' Counsel, and they determined that it was prudent to modify the definition of "Released Plaintiffs' Claims" in the Stipulation to ensure that the release being given pursuant to the proposed Settlement in the Action could not be interpreted as releasing any potential claims arising from the accounting issues that are the subject of the investigations announced on September 15, 2014.

42. Thus, on September 17, 2014, the Parties filed an Amended Stipulation and Agreement of Settlement (ECF No. 73-1), which modified the definition of "Released Plaintiffs' Claims," and submitted the proposed Amended Preliminary Approval Order to the Court for its consideration. On September 23, 2014, the Court entered the Amended Preliminary Approval Order, preliminarily approving the Settlement as modified, certifying the Settlement Class for settlement purposes, appointing Lead Plaintiffs as class representatives and Lead Counsel as class counsel, and scheduling the final approval hearing for November 21, 2014. ECF No. 74.

43. The certified Settlement Class is defined as follows:

> all persons and entities who or which purchased or otherwise acquired the common stock of Bankrate during the period of June 16, 2011 through October

> 15, 2012, inclusive (the "Settlement Class Period") and who were damaged thereby. Excluded from the Settlement Class are Defendants; Apax Partners; Bankrate's and Apax Partners' affiliates and subsidiaries; the officers and directors of Bankrate and Apax Partners at all relevant times (the "Excluded Persons or Entities"); members of the Immediate Family of any Excluded Person; heirs, successors, and assigns of any Excluded Person or Entity; and any entity in which any Excluded Person or Entity or any member of the respective Immediate Families of any Excluded Persons has or had a controlling interest. Also excluded from the Settlement Class are any persons and entities who or which exclude themselves by submitting a request for exclusion that is accepted by the Court

Amended Stipulation ¶ 1(oo); Amended Preliminary Approval Order ¶ 1.

III. RISKS OF CONTINUED LITIGATION

44. The Settlement provides an immediate and certain benefit to the Settlement Class in the form of an $18 million cash payment, and represents a significant portion of the recoverable damages in the Action as determined by Lead Plaintiffs' damages expert after analyzing the arguments advanced by Defendants and their damages expert at the mediation. As explained below, Defendants had substantial defenses with respect to both liability and damages in this case. These arguments created a significant risk that, after years of protracted litigation, Lead Plaintiffs and the Settlement Class could achieve no recovery at all, or a lesser recovery than the Settlement Amount.

A. Risks of Proving Falsity and *Scienter*

45. Lead Plaintiffs and the class faced significant hurdles to establishing liability. In particular, Defendants would have argued forcefully that Lead Plaintiffs could not establish that their statements were materially false or that they acted with *scienter*.

46. Defendants would have vigorously contested that any of their statements were materially false or misleading. As the Court knows, the core allegations in this case were that: (1) prior to May 1, 2012, Defendants stated that Bankrate's insurance leads were "high quality," when a material amount of its insurance leads were poor quality; and (2) after Defendants

disclosed lead quality problems on May 1, 2012, they represented that they had materially "improved" lead quality, when the Company continued to generate a significant amount of poor quality leads. Consequently, the central alleged false and misleading statements in this case were arguably general or subjective. While those statements were found actionable at the motion to dismiss stage, there was a real risk that a jury could conclude that statements such as "high quality" were not sufficiently concrete or specific to establish a claim for fraud.

47. This risk was compounded by Defendants' other arguments. Defendants had substantial arguments that they had warned the market of Bankrate's lead quality problems before the May 1, 2012 disclosure. For example, Defendants would have argued that, as early as February 6, 2012, they informed investors that Bankrate had "spent a lot of time on the concern we have about [lead] quality," that "some affiliates were really aggressively marketing, doing some incentivized marketing to get people to fill out" lead forms, and that the Company has "cut out of a number of affiliate sources" to reduce poor quality leads, but "[i]ts going to take a little bit of time. There are more players out there and it's a little bit of the Wild West." In support of this argument, Defendants would have pointed to market commentary indicating that analysts understood that Bankrate was experiencing lead quality problems and that fixing these issues would have a negative impact on its revenues. For example, an April 30, 2012 J.P. Morgan analyst report stated that Bankrate had been removing low quality leads from its revenue stream for months before May 1, which had reduced its revenues by several million dollars. The report further noted that something to watch for in the first quarter earnings announcement was "[a]ny impact of quality initiatives in the insurance space that may have continued into 1Q." Similarly, analyst reports issued after the alleged May 1, 2012 corrective disclosure noted that Bankrate's insurance lead results were in line with expectations. A May 2, 2012 analyst report from

Stephens Inc. stated that "the slowdown was expected as RATE accelerates efforts to clean out low quality players in its insurance lead generation business," and a May 2, 2012 Stifel Nicolaus report said, "Weakness in insurance leads was expected."

48. Defendants would have further contended that, after May 1, 2012, they repeatedly informed the market that repairing the Company's lead quality problems was a difficult task that would take time, and would continue to negatively impact Bankrate's financial performance through the third quarter of 2012, *i.e.*, through the end of the Class Period. For example, Defendant Evans stated on the May 1, 2012 conference call that "We're halfway there" and "we're right in the middle of it now, when it's kind of the messiest," "it's a little like putting 10 pounds of you-know-what into a five pound bag," and that "it's going to take a few quarters to realize the full impact and full benefit of that [insurance leads clean-up] strategy." On the same call, Evans said "through Q2, the current quarter, we'll start to see some meaningful, we think, progress in Q3, and then that ought to be, till the end of Q3 ought to be sort of the timetable where we really think we're going to be extracting greater value" as the result of the insurance lead clean-up. Likewise, at a June 19, 2012 conference, Bankrate management said, with respect to the revenue impact of the insurance clean-up, that, "The numbers are bigger than we thought they were going to be to be completely honest. . . . [I]t's a little like playing a Whack a Mole. You think you've got them over here and they pop up somewhere else . . . ."

49. Again, Defendants would have pointed to market commentary that, they would have argued, reflected investor knowledge of Bankrate's lead quality problems and their negative impact on its financial results, including the fact that several analysts lowered their Bankrate estimates for this reason. For example, the Stephens May 2, 2012 report said, "We have adjusted our FY12 revenue estimate . . . to account for the lower insurance lead revenue." J.P. Morgan's

May 1, 2012 report said, "We are slightly lowering our 2012/13 ests. for Bankrate's affiliate clean-up" and a May 2, 2012 RBC report stated, "RATE is undergoing a structural shift to improve insurance lead quality, which should take a few more quarters to cycle through." While these arguments were not enough to warrant dismissal of the Complaint as a matter of law at the motion to dismiss stage, there was a risk that, after trial, a jury could find that Defendants did not materially mislead investors.

50. Even if Lead Plaintiffs were able to establish a material misrepresentation, they faced significant hurdles in proving *scienter*. To start, Defendants would have pointed to their disclosures of adverse information throughout the Class Period, summarized above, as evidence that they did not act with *scienter*. Specifically, Defendants would have asserted that they repeatedly put the market on notice of problems with Bankrate's lead quality and their expected negative impact on its financial performance – conduct which demonstrated good faith rather than an intent to deceive.

51. Defendants also would have argued that the vast majority of insurance leads sold by Bankrate were sourced from third parties (or "affiliates"), and thus, Bankrate did not have control over their quality at the time they were originated. Defendants would have further contended that, once they became aware of a source of poor quality leads, they terminated that source – and voluntarily decided to reduce revenue – conduct which they would have argued further underscores a lack of fraudulent intent.

52. Defendants would have also asserted that they did not learn of the true magnitude of the problems at Bankrate until the very end of the Class Period. Specifically, they would have contended that, in an effort to determine the scope of any lead quality problems, they repeatedly requested disposition data from their insurance carrier clients – *i.e.*, data reflecting how often the

leads converted into sales, among other things. Defendants would have argued that they did not receive a significant portion of this data until the very end of the Class Period, at which time they identified a large amount of poor quality leads, removed those leads from Bankrate's revenue stream, and disclosed the full scope of the problem publicly.

53. In addition, Defendants would have argued that they lacked a motive to commit fraud. While Lead Plaintiffs argued at the motion to dismiss stage that Defendants' insider sales demonstrated motive, Defendants asserted that they had retained very significant portions of their Bankrate stock even as it lost value, and suffered losses alongside the Company's investors. The Court did not adopt Lead Plaintiffs' argument in its opinion. Given that Defendants arguably did not have a clear financial motive to engage in fraud, there was a risk that a jury would find that *scienter* did not exist.

B. Risks of Proving Damages

54. Even assuming that Lead Plaintiffs overcame each of the above risks and successfully established liability, they faced very serious risks in proving damages and loss causation. Indeed, while the issues of loss causation and damages were not before the Court at the motion to dismiss stage, these issues were the critical driver of the settlement value of this case.

55. As an initial matter, a major consideration driving the calculation of a reasonable settlement amount was the very significant portion of Bankrate's public float that was held by Apax Partners, a dismissed defendant that was excluded from the class, and other insiders. During the Settlement Class Period, Apax Partners and other insiders held between 56% and 80% of Bankrate's common shares. Since Lead Plaintiffs would have taken the position that these persons and entities were not eligible to participate in any recovery, Defendants had

extremely compelling arguments that these shares could not be included in any calculation of recoverable damages.

56. Defendants would have further strenuously argued that the already limited recoverable damages in this case were dramatically minimized, if not eliminated, because Lead Plaintiffs would not be able to overcome the significant hurdles to establishing loss causation for either corrective disclosure day. As set forth below, there was, in fact, a very substantial risk that a jury could find that Lead Plaintiffs had not met their burden.

57. As noted above, this case involved two alleged corrective disclosures: (i) May 1, 2012, when Bankrate disclosed that it had eliminated approximately $12 million of poor quality insurance leads from its revenue stream, and (ii) October 15, 2012, when Bankrate disclosed disappointing quarterly results and stated that it had eliminated a significant additional amount of poor quality insurance leads from its revenue stream.

58. Defendants had very serious loss causation arguments that, if accepted, would have significantly reduced or potentially eliminated the amount of recoverable damages related to both corrective disclosures. As the Court is aware, Lead Plaintiffs bear the burden of establishing loss causation by proving that "plaintiff's losses were caused by the disclosure of the truth that Defendants had previously allegedly misrepresented." *Fort Worth Emp'rs' Ret. Fund v. Biovail Corp.*, 615 F. Supp. 2d 218, 229 (S.D.N.Y. 2009).

59. Defendants would have vigorously contended that both of the stock price declines at issue here were not sufficient to support loss causation and damages. As to the May 1 disclosure, Defendants would have pointed to statements they made before May 1, summarized above at paragraph 47, in which they released adverse information about Bankrate's insurance lead business, to argue that they had informed investors that Bankrate had lead quality problems

which were expected to impact its revenue well before any stock price decline. In further support of this argument, Defendants would have argued that analysts who followed the Company were aware that Bankrate's revenues would be impacted by the clean-up of poor quality insurance leads, and thus, the market was not surprised by the news disclosed on May 1 concerning the insurance leads business. For example, Defendants could point to an April 30, 2012 analyst report from J.P. Morgan stating that it was anticipated that "quality initiatives in the insurance space" would reduce Bankrate's revenues by several million dollars, and May 2, 2012 analyst reports from RBC and Stifel Nicolaus stating that Bankrate's May 1 announcements were "generally in line with the management's internal plan" and that "[w]eakness in insurance leads was expected."

60. Defendants also would have argued that investors understood that the removal of poor quality insurance leads from Bankrate's revenue stream was a long-term positive development for the Company that would ultimately drive its revenues higher – and, therefore, was not responsible for the stock price decline after the May 1 disclosure. Defendants again would have relied on multiple pieces of market commentary in support of this argument. For example, on May 1, 2012 analysts from J.P. Morgan opined that "[q]uality improvements create a near-term headwind but a long-term positive." A May 2, 2012 report from Goldman Sachs reached a similar conclusion, stating that Bankrate's investment in improving insurance lead quality "will ultimately drive significant growth in the category for Bankrate."

61. Defendants would have had substantial arguments that news unrelated to the alleged fraud was the actual cause of Bankrate's stock price decline after the May 1 disclosure. Defendants would have argued that the results that Bankrate reported for its insurance lead business on May 1 were in line with management's guidance, but the results for the Company's

credit card business were surprisingly weak and below market expectations. Defendants again would have pointed to market commentary and argued that analysts reported surprise at the poor performance of the credit card business, but not at the performance of the insurance business. For example, Stifel Nicolaus's May 2, 2012 report said that "Weakness in insurance leads was expected, but weaker results from the Creditcards.com property was somewhat surprising."

62. Defendants also would have argued that Lead Plaintiffs could not establish loss causation for the stock price decline following the October 15 disclosure, and thus, virtually none of that decline was recoverable as damages.

63. Defendants would have argued that, between May 1 and October 15, they repeatedly informed the market that Bankrate was experiencing significant lead quality problems, repairing those problems was difficult and would take time, and the Company's financial results would continue to be negatively impacted through the end of the Class Period. For instance, as noted above in paragraph 48, Defendants would have asserted that, during this time period, they stated that they were still in the "middle" of the clean-up process, "when it's kind of the messiest;" "it's going to take a few quarters to realize the full impact and full benefit of" the clean-up; the process was expected to last through the third quarter, the end of the Class Period; and "the [revenue impact] numbers are bigger than we thought they were going to be to be completely honest." Based on these statements, Defendants would have contended that the market was on notice of the Company's lead quality issues and their continuing impact on its financial performance, and thus, the October 15 disclosure about insurance lead quality was not responsible for the subsequent stock price decline.

64. To further support this contention, Defendants also would have pointed to the fact that analysts had adjusted their expectations for Bankrate's financial performance downward.

For example, as noted above in paragraph 49, J.P. Morgan, Stephens and RBC all lowered revenue expectations to account for the insurance lead quality issues shortly after May 1, 2012. Based on these facts, Defendants would have asserted that the market understood that Bankrate was removing a significant number of poor quality insurance leads from its revenue stream, and that their additional October 15 disclosure on this subject could not have caused Bankrate's stock price to decline.

65. Defendants would have argued again that the actual cause of the stock price decline on October 16 was surprising negative news about Bankrate's credit card business. Specifically, they would have argued that, on October 15, 2012, they disclosed that Bankrate's credit card business had continued to perform below expectations during the third quarter, and that this weakness was expected to continue into the fourth quarter. Defendants would have pointed to a significant amount of market commentary to argue that these disclosures are what surprised investors and drove the stock price down on October 16. For instance, Defendants would have pointed to Stephens's October 17, 2012 report, which said, "RATE's pre-release surprised most investors, including us, to the extent of the downside in credit cards, but we were surprised to the upside around progress on insurance initiatives." Defendants also would have pointed to analyst reports stating that the removal of poor quality insurance leads would soon drive Bankrate's revenues higher, and thus, was expected to have a positive impact on the value of Bankrate stock. For example, a Canaccord analyst report on October 16, 2012 said, "We note that if management can execute on its stated vision for the Insurance vertical, there is significant potential upside to Bankrate's earnings power."

66. Lead Plaintiffs' damages expert, in consultation with Lead Counsel, evaluated all of Defendants' arguments concerning damages and loss causation that were set forth in their

mediation submissions, including an extensive loss causation analysis prepared by Defendants' damages' expert, in order to determine which arguments a reasonable juror was likely to accept. Based on that analysis, Lead Plaintiffs' expert concluded that the recoverable damages in this case were approximately $88 million for damages arising from both stock price declines on May 2, 2012 and October 16, 2012. Notably, however, had Defendants' loss causation arguments been accepted in full or even in part at summary judgment or trial, damages would have been significantly lower. Defendants contended that, at most, Lead Plaintiffs would be able to establish loss causation only for a small portion of the October 16, 2012 stock price decline and would not be able to establish loss causation for any of the May 2, 2012 decline. Thus, damages could have been reduced to zero, but would have been no more than approximately $30 million, if damages were limited to only a portion of the stock price decline on October 16, 2012 and the decline on May 2, 2012 was ruled as entirely not recoverable.[3]

67. Finally, even if Lead Plaintiffs had succeeded in proving all elements of their case at trial and obtained a jury verdict, Defendants would almost certainly have appealed. An appeal would not only have renewed all the risks faced by Lead Plaintiffs, as Defendants would have re-asserted all their arguments summarized above, but also would have engendered significant additional delay.

68. For all these reasons, Lead Plaintiffs and Lead Counsel respectfully submit that it is in the best interests of the Settlement Class to accept the immediate and substantial benefit conferred by the Settlement, instead of incurring the significant risk that the Settlement Class might recover a lesser amount, or nothing at all, after protracted and arduous litigation.

[3] The $18 million Settlement thus represents a recovery of 20 to 60 percent of the aggregate recoverable damage estimates.

IV. LEAD PLAINTIFFS' COMPLIANCE WITH THE COURT'S PRELIMINARY APPROVAL ORDER REQUIRING ISSUANCE OF NOTICE

69. The Court's Amended Preliminary Approval Order directed that the Notice of (I) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") and Proof of Claim and Release Form ("Claim Form") be disseminated to the Settlement Class. The Amended Preliminary Approval Order also set an October 31, 2014 deadline for Settlement Class Members to submit objections to the Settlement, the Plan of Allocation and/or the Fee and Expense Application or to request exclusion from the Settlement Class, and set a final approval hearing date of November 21, 2014.

70. Pursuant to the Amended Preliminary Approval Order, Lead Counsel instructed The Garden City Group, Inc. ("GCG"), the Court-approved Claims Administrator, to begin disseminating copies of the Notice and the Claim Form by mail and to publish the Summary Notice. The Notice contains, among other things, a description of the Action, the Settlement, the proposed Plan of Allocation and Settlement Class Members' rights to participate in the Settlement, object to the Settlement, the Plan of Allocation and/or the Fee and Expense Application, or exclude themselves from the Settlement Class. The Notice also informs Settlement Class Members of Lead Counsel's intent to apply for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund, and for reimbursement of Litigation Expenses in an amount not to exceed $300,000. To disseminate the Notice, GCG obtained information from Bankrate and from banks, brokers and other nominees regarding the names and addresses of potential Settlement Class Members. *See* Declaration of Jose C. Fraga Regarding (A) Mailing of the Notice and Proof of Claim Form; (B) Publication of the Summary Notice; and

(C) Report on Requests for Exclusion Received to Date ("Fraga Decl."), attached hereto as Exhibit 1, at ¶¶ 2-4.

71. On September 26, 2014, GCG disseminated 2,350 copies of the Notice and Claim Form (together, the "Notice Packet") to potential Settlement Class Members and nominees by first-class mail. *See* Fraga Decl. ¶ 5. As of October 16, 2014, GCG had disseminated over 21,600 Notice Packets. *Id.* ¶ 8.

72. On October 9, 2014, in accordance with the Amended Preliminary Approval Order, GCG caused the Summary Notice to be published in *Investor's Business Daily* and to be transmitted over the *PR Newswire*. *See* Fraga Decl. ¶ 9.

73. Lead Counsel also caused GCG to establish a dedicated settlement website, www.bankratesecuritieslitigation.com, to provide potential Settlement Class Members with information concerning the Settlement and access to downloadable copies of the Notice and Claim Form, as well as copies of the Amended Stipulation and Amended Preliminary Approval Order. *See* Fraga Decl. ¶ 10. Copies of the Notice and Claim Form are also available on Lead Counsel's website, www.blbglaw.com.

74. As set forth above, the deadline for Settlement Class Members to file objections to the Settlement, the Plan of Allocation and/or the Fee and Expense Application or to request exclusion from the Settlement Class is October 31, 2014. To date, no requests for exclusion have been received (*see* Fraga Decl. ¶ 12); and no objections to the Settlement, the Plan of Allocation or Lead Counsel's Fee and Expense Application have been received. Lead Counsel will file reply papers on November 14, 2014 that will address any requests for exclusion and objections that may be received.

V. ALLOCATION OF THE PROCEEDS OF THE SETTLEMENT

75. Pursuant to the Amended Preliminary Approval Order, and as set forth in the Notice, all Settlement Class Members who want to participate in the distribution of the Net Settlement Fund (*i.e.*, the Settlement Fund less (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court, and (d) any attorneys' fees awarded by the Court) must submit a valid Claim Form with all required information postmarked no later than January 24, 2015. As set forth in the Notice, the Net Settlement Fund will be distributed among Settlement Class Members according to the plan of allocation approved by the Court.

76. Lead Plaintiffs' damages expert developed the proposed plan of allocation (the "Plan of Allocation") in consultation with Lead Counsel. Lead Counsel believes that the Plan of Allocation provides a fair and reasonable method to equitably allocate the Net Settlement Fund among Settlement Class Members who suffered losses as result of the conduct alleged in the Complaint.

77. The Plan of Allocation is set forth at pages 7 to 9 of the Notice. *See* Fraga Decl. Ex. A at pp. 7-9. As described in the Notice, calculations under the Plan of Allocation are not intended be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover at trial or estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. Instead, the calculations under the plan are only a method to weigh the claims of Settlement Class Members against one another for the purposes of making an equitable allocation of the Net Settlement Fund.

78. In developing the Plan of Allocation, Lead Plaintiffs' damages expert calculated the potential amount of estimated artificial inflation in the per share closing prices of Bankrate common stock that allegedly was proximately caused by Defendants' alleged false and misleading statements and omissions. In calculating the estimated artificial inflation allegedly

caused by Defendants' alleged misrepresentations and omissions, Lead Plaintiffs' damages expert considered price changes in Bankrate common stock in reaction to certain public announcements regarding Bankrate in which such alleged misrepresentations and omissions were alleged to have been revealed to the market, adjusting for price changes that were attributable to market or industry forces, the allegations in the Complaint and the evidence developed in support thereof, as advised by Lead Counsel.

79. Under the Plan of Allocation, a "Recognized Loss Amount" will be calculated for each purchase or other acquisition of Bankrate common stock during the Settlement Class Period that is listed in the Claim Form and for which adequate documentation is provided. The calculation of Recognized Loss Amounts will depend upon several factors, including (a) when the Bankrate common stock was purchased or otherwise acquired, and at what price; and (b) whether the Bankrate common stock was sold or held through the end of the Settlement Class Period and the 90-day look-back period, and if the stock was sold, when and for what amounts. In general, the Recognized Loss Amount calculated will be the difference between the estimated artificial inflation on the date of purchase and the estimated artificial inflation on the date of sale, or the difference between the actual purchase price and sales price of the stock, whichever is less. Notice ¶¶ 56-57.

80. Claimants who purchased and sold all their Bankrate shares before the first corrective disclosure on May 1, 2012, or who purchased and sold all their Bankrate shares between the two corrective disclosures (from May 2, 2012 through the close of trading on October 15, 2012), will have no Recognized Loss Amount under the Plan of Allocation with respect to those transactions because the level of artificial inflation is the same between the

corrective disclosures and any loss suffered on those sales would not be the result of the alleged misstatements in the Action.

81. The sum of a Claimant's Recognized Loss Amounts is the Claimant's "Recognized Claim" and the Net Settlement Fund will be allocated to Authorized Claimants on a *pro rata* basis based on the relative size of their Recognized Claims. Notice ¶¶ 60-61.

82. In sum, the Plan of Allocation was designed to fairly and rationally allocate the proceeds of the Net Settlement Fund among Settlement Class Members based on the losses they suffered on transactions in Bankrate common stock that were attributable to the conduct alleged in the Complaint. Accordingly, Lead Counsel respectfully submits that the Plan of Allocation is fair and reasonable and should be approved by the Court.

83. As noted above, as of October 16, 2014, more than 21,600 copies of the Notice, which contains the Plan of Allocation, and advises Settlement Class Members of their right to object to the proposed Plan of Allocation, have been sent to potential Settlement Class Members. S*ee* Fraga Decl. ¶ 8. To date, no objections to the proposed Plan of Allocation have been received.

VI. THE FEE AND LITIGATION EXPENSE APPLICATION

84. In addition to seeking final approval of the Settlement and Plan of Allocation, Lead Counsel is applying to the Court for an award of attorneys' fees of 25% of the Settlement Fund, net of Litigation Expenses awarded (or $4,450,113.07 (if Lead Counsel's request for Litigation Expenses is approved), plus interest earned at the same rate as the Settlement Fund) (the "Fee Application"). Lead Counsel also requests reimbursement of expenses Lead Counsel incurred in connection with the prosecution of the Action from the Settlement Fund in the amount of $194,426.83. Lead Counsel further requests reimbursement to Lead Plaintiffs of $5,120.89 in costs and expenses they incurred directly related to their representation of the

Settlement Class pursuant to 15 U.S.C. § 78u-4(a)(4). The legal authorities supporting the requested fee and expenses are set forth in Lead Counsel's Fee Memorandum. The primary factual bases for the requested fee and expenses are summarized below.

A. The Fee Application

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

86. Based on the quality of the result achieved, the extent and quality of the work performed, the significant risks of the litigation and the fully contingent nature of the representation, Lead Counsel respectfully submits that the requested fee award is reasonable and should be approved. As discussed in the Fee Memorandum, a 25% fee award is fair and reasonable for attorneys' fees in common fund cases such as this and is within the range of percentages awarded in securities class actions in this Circuit with comparable settlements.

1. Lead Plaintiffs Support the Fee Application

87. Lead Plaintiffs are both sophisticated institutional investors who closely supervised and monitored the prosecution and the settlement of the Action. Each of the Lead Plaintiffs has evaluated the Fee Application and believes it to be reasonable. As set forth in the declarations submitted by each of the Lead Plaintiffs, each of the Lead Plaintiffs has concluded that Lead Counsel has earned the requested fee based on the work performed, the favorable recovery obtained for the Settlement Class, and the risks of the Action. *See* Declaration of

George Hopkins, Executive Director of ATRS ("Hopkins Decl."), attached thereto as Exhibit 2, at ¶ 6; Declaration of Becky Van Wyk, Assistant Retirement Administrator of Fresno County Employees' Retirement Association ("Van Wyk Decl."), attached hereto as Exhibit 3, at ¶ 6. Accordingly, Lead Plaintiffs' endorsement of Lead Counsel's fee request further demonstrates its reasonableness and should be given weight in the Court's consideration of the fee award.

2. The Work and Experience of Counsel

88. Attached hereto as Exhibit 4 is a schedule summarizing the amount of time spent by the attorneys and professional support staff employees of BLBG who billed more than ten hours to the Action from its inception through September 30, 2014, and a lodestar calculation for those individuals. As set forth in Exhibit 4, the number of hours expended by BLBG on the Action from its inception through September 30, 2014 is 5,106, for a lodestar of $2,485,701.25. The requested fee of 25% of the Settlement Fund, net of Litigation Expenses, represents approximately $4,450,113.07 (if Lead Counsel's request for Litigation Expenses is approved), and therefore represents a multiplier of 1.79 of Lead Counsel's lodestar. As discussed in further detail in the Fee Memorandum, the requested multiplier is well within the range of fee multipliers typically awarded in comparable securities class actions and in other class actions involving significant contingency fee risk, in this Circuit and elsewhere.

89. The schedule set forth in Exhibit 4 was prepared from contemporaneous daily time records regularly prepared and maintained by BLBG, which are available at the request of the Court. As noted above, attorneys and support staff who billed fewer than ten hours to the Action have been removed from the schedule and no time expended in preparing the application for fees and reimbursement of expenses has been included. The hourly rates for attorneys and paraprofessionals included in the schedule are their current hourly rates, which are commensurate with the hourly rates charged by lawyers and paraprofessionals performing

similar services in New York, New York. For personnel who are no longer employed by BLBG, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment with the firm.

90. As detailed above, throughout this case, Lead Counsel devoted substantial time to the prosecution of the Action. I maintained control of and monitored the work performed by lawyers and other BLBG personnel on this case. While I personally devoted substantial time to this case, and personally reviewed and edited all pleadings, court filings, and other correspondence prepared on behalf of Lead Plaintiffs, other experienced attorneys at my firm were involved in Settlement negotiations and other matters. More junior attorneys and paralegals also worked on matters appropriate to their skill and experience level. Throughout the litigation, Lead Counsel maintained an appropriate level of staffing that avoided unnecessary duplication of effort and ensured the efficient prosecution of this litigation.

91. As demonstrated by the firm resume included as Exhibit 5 hereto, Lead Counsel is among the most experienced and skilled law firms in the securities litigation field, with a long and successful track record representing investors in such cases. BLBG is consistently ranked among the top plaintiffs' firms in the country. Further, BLBG has taken complex cases such as this to trial, and it is among the few firms with experience doing so on behalf of plaintiffs in securities class actions. I believe this willingness and ability added valuable leverage in the settlement negotiations.

3. Standing and Caliber of Defendants' Counsel

92. The quality of the work performed by Lead Counsel in attaining the Settlement should also be evaluated in light of the quality of the opposition. Here, Defendants were represented by Wachtell, Lipton, Rosen & Katz, one of the country's most prestigious and experienced defense firms, which vigorously represented its clients. In the face of this

experienced, formidable, and well-financed opposition, Lead Counsel was nonetheless able to persuade Defendants to settle the case on terms favorable to the Settlement Class.

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

93. This prosecution was undertaken by Lead Counsel entirely on a contingent-fee basis. The risks assumed by Lead Counsel in bringing these claims to a successful conclusion are described above. Those risks are also relevant to an award of attorneys' fees. Here, the risks assumed by Lead Counsel, and the time and expenses incurred without any payment, were substantial, and are described in detail above.

94. From the outset, Lead Counsel understood that it was embarking on a complex, expensive and lengthy litigation with no guarantee of ever being compensated for the substantial investment of time and money the case would require. In undertaking that responsibility, Lead Counsel was obligated to ensure that sufficient resources were dedicated to the prosecution of the Action, and that funds were available to compensate staff and to cover the considerable litigation costs that a case such as this requires. With an average lag time of several years for these cases to conclude, the financial burden on contingent-fee counsel is far greater than on a firm that is paid on an ongoing basis. Indeed, Lead Counsel received no compensation during the course of the Action and has incurred over $194,000 in litigation expenses in prosecuting the Action for the benefit of the Settlement Class.

95. Lead Counsel also bore the risk that no recovery would be achieved. As discussed herein, from the outset, this case presented multiple risks and uncertainties that could have prevented any recovery whatsoever. Despite the most vigorous and competent of efforts, success in contingent-fee litigation, such as this, is never assured.

96. Lead Counsel knows from experience that the commencement of a class action does not guarantee a settlement. To the contrary, it takes hard work and diligence by skilled counsel to develop the facts and theories that are needed to sustain a complaint or win at trial, or to induce sophisticated defendants to engage in serious settlement negotiations at meaningful levels.

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

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

5. The Reaction of the Settlement Class to the Fee Application

99. As noted above, as of October 16, 2014, over 21,600 Notice Packets had been mailed to potential Settlement Class Members advising them that Lead Counsel would apply for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund. *See* Fraga Decl. ¶ 8. In addition, the Court-approved Summary Notice has been published in *Investor's Business Daily* and transmitted over the *PR Newswire*. *Id.* ¶ 9. To date, no objections to the

attorneys' fees set forth in the Notice have been received. Should any objections be received, they will be addressed in Lead Counsel's reply papers.

100. In sum, Lead Counsel accepted this case on a contingency basis, committed significant resources to it, and prosecuted it without any compensation or guarantee of success. Based on the favorable result obtained, the quality of the work performed, the risks of the Action, and the contingent nature of the representation, Lead Counsel respectfully submits that a fee award of 25%, resulting in a multiplier of 1.79 is fair and reasonable, and is supported by the fee awards courts have granted in other comparable cases.

B. The Litigation Expense Application

101. Lead Counsel also seeks reimbursement from the Settlement Fund of $194,426.83 in litigation expenses that were reasonably incurred by Lead Counsel in connection with commencing, litigating and settling the claims asserted in the Action.

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

103. As set forth in Exhibit 6 hereto, Lead Counsel has incurred a total of $194,426.83 in unreimbursed litigation expenses in connection with the prosecution of the Action. These expenses are reflected on the books and records maintained by BLBG. These books and records are prepared from expense vouchers, check records and other source materials, and are an

accurate record of the litigation expenses incurred in this matter. The expenses are set forth in detail in Exhibit 6, which identifies each category of expense, *e.g.*, expert fees, on-line research, court reporting and transcripts, photocopying, and postage expenses, and the amount incurred for that category. These expense items are billed separately by Lead Counsel, and such charges are not duplicated in BLBG's billing rates.

104. The expenses reflected in Exhibit 6 are the actual incurred expenses or reflect "caps" based on the application of the following criteria:

(a) In-Office Working Meals - Capped at $15 per person for lunch and $25 per person for dinner.

(b) Internal Copying - Charged at $0.10 per page.

(c) On-Line Research - Charges reflected are for out-of-pocket payments to the vendors for research done in connection with this litigation. On-line research is billed to each case based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

105. Of the total amount of expenses, $77,898.75, or 40%, was expended on Lead Plaintiffs' damages expert. As noted above, Lead Counsel retained a damages expert to assist in the prosecution and resolution of the Action. The damages expert assisted Lead Counsel during the preparation of the Complaint, during the mediation and settlement negotiations with the Defendants, and with the development of the proposed Plan of Allocation.

106. Another large component of the litigation expenses was for online legal and factual research, which was necessary to prepare the Complaint and research the law pertaining to the claims asserted in the Action. The charges for on-line research amounted to $57,551.08, or 30% of the total amount of expenses.

107. Additionally, Lead Counsel paid $29,875.00 for 50% of the mediation fees charged by Judge Phillips and the other half was paid by Bankrate.

108. The other expenses for which Lead Counsel seeks reimbursement are the types of expenses that are necessarily incurred in litigation and routinely charged to clients billed by the hour. These expenses include, among others, court fees, costs of out-of-town travel, copying costs, long distance telephone and facsimile charges, and postage and delivery expenses.

109. All of the litigation expenses incurred by Lead Counsel were reasonable and necessary to the successful litigation of the Action, and have been approved by the Lead Plaintiffs. *See* Hopkins Decl. ¶ 7; Van Wyk Decl. ¶ 7.

110. Additionally, Lead Plaintiffs ATRS and Fresno County seek reimbursement of their reasonable costs and expenses incurred directly in connection with their representation of the Settlement Class, in the amount of $4,270.22 and $850.67, respectively. *See* Hopkins Decl. ¶¶ 8-10; Van Wyk Decl. ¶¶ 8-10.

111. The Notice informed potential Settlement Class Members that Lead Counsel would be seeking reimbursement of expenses in an amount not to exceed $300,000. The total amount requested, $199,547.72, which includes $194,426.83 in reimbursement of litigation expenses incurred by Lead Counsel and $5,120.89 in reimbursement of costs and expenses incurred by Lead Plaintiffs, is significantly below the $300,000 that Settlement Class Members were advised could be sought and, to date, no objection has been raised as to the maximum amount of expenses set forth in the Notice.

112. The expenses incurred by Lead Counsel and Lead Plaintiffs were reasonable and necessary to represent the Settlement Class and achieve the Settlement. Accordingly, Lead

Counsel respectfully submits that the Litigation Expenses should be reimbursed in full from the Settlement Fund.

VII. CONCLUSION

113. For all the reasons set forth above, Lead Plaintiffs and Lead Counsel respectfully submit that the Settlement and the Plan of Allocation should be approved as fair, reasonable and adequate. Lead Counsel further submits that the requested fee in the amount of 25% of the Settlement Fund, net of Court-awarded Litigation Expenses, or $4,450,113.07 plus interest, should be approved as fair and reasonable, and the request for reimbursement of total Litigation Expenses in the amount of $199,547.72, which includes Lead Plaintiffs' costs and expenses, should also be approved.

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

Date: October 17, 2014
New York, New York

/s/ John Rizio-Hamilton
JOHN RIZIO-HAMILTON

#829580

Exhibit 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated, Plaintiffs, v. BANKRATE, INC. et al., Defendants.	Case No. 13-cv-7183 (JSR) **ECF CASE**

DECLARATION OF JOSE C. FRAGA REGARDING (A) MAILING OF THE NOTICE AND PROOF OF CLAIM FORM; (B) PUBLICATION OF THE SUMMARY NOTICE; AND (C) REPORT ON REQUESTS FOR EXCLUSION RECEIVED TO DATE

I, JOSE C. FRAGA, declare as follows:

1. I am a Senior Director of Operations for The Garden City Group, Inc. ("GCG"). Pursuant to the Court's September 22, 2014 Amended Order Preliminarily Approving Proposed Settlement and Providing for Notice (ECF No. 74) (the "Amended Preliminary Approval Order"), GCG was authorized to act as the Claims Administrator in connection with the Settlement of the above-captioned action.[1] I have personal knowledge of the facts stated herein, and if called on to do so, I could and would testify competently thereto.

MAILING OF THE NOTICE AND PROOF OF CLAIM

2. Pursuant to the Amended Preliminary Approval Order, GCG mailed the Notice of (I) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and

[1] All terms with initial capitalization not otherwise defined herein have the meanings ascribed to them in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (ECF No. 73-1) (the "Amended Stipulation").

Reimbursement of Litigation Expenses (the "Notice") and the Proof of Claim and Release Form (the "Proof of Claim Form" and, collectively with the Notice, the "Notice Packet") to potential Settlement Class Members. A copy of the Notice Packet is attached hereto as Exhibit A.

3. On August 27, 2014, GCG received an Excel file from Lead Counsel that had been received from Defendants' Counsel, Wachtell, Lipton, Rosen & Katz, which contained 373 unique names and addresses of potential Settlement Class Members. On September 26, 2014, Notice Packets were disseminated by first-class mail to those 373 potential Settlement Class Members.

4. As in most class actions of this nature, the large majority of potential Settlement Class Members are expected to be beneficial purchasers whose securities are held in "street name" – *i.e.*, the securities are purchased by brokerage firms, banks, institutions and other third-party nominees in the name of the nominee, on behalf of the beneficial purchasers. GCG maintains a proprietary database with names and addresses of the largest and most common U.S. banks, brokerage firms, and nominees, including the national and regional offices of certain nominees (the "Nominee Database"). GCG's Nominee Database is updated from time to time as new nominees are identified, and others go out of business. At the time of the initial mailing, the Nominee Database contained 1,977 mailing records. On September 26, 2014, GCG caused Notice Packets to be disseminated by first-class mail to the 1,977 mailing records contained in GCG's Nominee Database.

5. In total, 2,350 Notice Packets were disseminated to potential Settlement Class Members and nominees by first-class mail on September 26, 2014.

6. The Notice directed those who purchased or otherwise acquired Bankrate, Inc. common stock during the Settlement Class Period for the beneficial interest of a person or organization other than themselves to either (a) request within 7 calendar days of receipt of the Notice additional copies of the Notice Packet for such beneficial owners from the Claims Administrator, and send a copy of the Notice Packet to such beneficial owners no later than 7

calendar days after such nominees' receipt of the additional copies of the Notice Packet, or (b) provide to GCG the names and addresses of such beneficial owners no later than 7 calendar days after such nominees' receipt of the Notice.

7. GCG has received requests from nominees for additional unaddressed copies of the Notice Packet and for additional Notice Packets to be mailed directly to potential Settlement Class Members identified by the nominees. Through October 16, 2014, GCG mailed an additional 16,834 Notice Packets to potential members of the Settlement Class whose names and addresses were received from individuals or nominees requesting that a Notice Packet be mailed to such persons, and mailed another 2,465 Notice Packets to nominees who requested Notice Packets to forward to their customers. Each of the requests was responded to in a timely manner and GCG will continue to timely respond to any additional requests received.

8. As of October 16, 2014, an aggregate of 21,649 Notice Packets had been disseminated to potential Settlement Class Members and nominees by first-class mail. In addition, GCG has remailed 24 Notice Packets to persons whose original mailing was returned by the U.S. Postal Service and for whom updated addresses were provided to GCG by the Postal Service.

PUBLICATION OF THE SUMMARY NOTICE

9. Pursuant to the Amended Preliminary Approval Order, GCG Communications, the media division of GCG, caused the Summary Notice of (I) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Summary Notice") to be published once in *Investor's Business Daily* and to be transmitted over the *PR Newswire* on October 9, 2014. Attached hereto as Exhibit B is the affidavit of Stephan Johnson, for the publisher of *Investor's Business Daily*, attesting to the publication of the Summary Notice in that paper on October 9, 2014. Attached hereto as Exhibit C is a confirmation report for the *PR*

Newswire, attesting to the issuance of the Summary Notice over that wire service on October 9, 2014.

TELEPHONE HELPLINE

10. Beginning on September 26, 2014, GCG established and continues to maintain a toll-free telephone number (1-855-382-6449) and interactive voice response system to accommodate potential Settlement Class Members who have questions about the Settlement. The telephone helpline dedicated to the Settlement is accessible 24 hours a day, 7 days a week.

WEBSITE

11. GCG established and is maintaining a website (www.bankratesecuritieslitigation.com) dedicated to the Settlement to assist potential Settlement Class Members. The website address was set forth in the published Summary Notice, the mailed Notice, and on the Proof of Claim Form. The website lists the exclusion, objection, and claim filing deadlines, as well as the date and time of the Court's Settlement Hearing. Users of the website can download copies of the Notice, the Proof of Claim Form, the Amended Stipulation, and the Amended Preliminary Approval Order, among other relevant documents. In addition, the website contains a link to a document that contains detailed instructions for institutions submitting their claims electronically. The website was operational beginning on September 26, 2014, and is accessible 24 hours a day, 7 days a week. GCG will continue operating, maintaining and, as appropriate, updating the website until the conclusion of the administration.

REPORT ON EXCLUSION REQUESTS RECEIVED TO DATE

12. The Notice informed potential Settlement Class Members that requests for exclusion are to be mailed or otherwise delivered, addressed to *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.*, EXCLUSIONS, c/o GCG, P.O. Box 10109, Dublin, Ohio 43017-3109, such that they are received by GCG no later than October 31, 2014. The Notice also sets forth the information that must be included in each request for exclusion. GCG has been monitoring all

mail delivered to that Post Office Box. As of October 16, 2014, GCG has not received any requests for exclusion. GCG will submit a supplemental affidavit after the October 31, 2014 deadline for requesting exclusion that addresses any requests received.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed in Lake Success, New York on October 17, 2014.

Jose C. Fraga

EXHIBIT A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated, Plaintiffs, v. BANKRATE, INC. et al., Defendants.	Case No. 13-cv-7183 (JSR) **ECF CASE**

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

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

NOTICE OF PENDENCY OF CLASS ACTION: Please be advised that your rights may be affected by the above-captioned securities class action (the "Action") pending in the United States District Court for the Southern District of New York (the "Court"), if you purchased or otherwise acquired the common stock of Bankrate, Inc. ("Bankrate") during the period from June 16, 2011 through October 15, 2012, inclusive (the "Settlement Class Period") and were damaged thereby.[1]

NOTICE OF SETTLEMENT: Please also be advised that the Court-appointed Lead Plaintiffs, the Arkansas Teacher Retirement System and Fresno County Employees' Retirement Association ("Lead Plaintiffs"), on behalf of themselves and the Settlement Class (as defined in ¶ 25 below), have reached a proposed settlement of the Action for $18,000,000 in cash that, if approved, will resolve all claims in the Action (the "Settlement").

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

If you have any questions about this Notice, the proposed Settlement, or your eligibility to participate in the Settlement, please DO NOT contact Bankrate, any other Defendants in the Action, or their counsel. All questions should be directed to Lead Counsel or the Claims Administrator (*see* ¶ 85 below).

1. **Description of the Action and the Settlement Class:** This Notice relates to a proposed Settlement of claims in a pending securities class action brought by investors alleging, among other things, that defendants Bankrate, Thomas R. Evans and Edward J. DiMaria (collectively, the "Defendants")[2] violated the federal securities laws by making, or controlling others who made, false and misleading statements or failed to disclose material facts regarding the quality of Bankrate's insurance leads. The Defendants deny that Lead Plaintiffs have asserted any valid claims as to any of them, and expressly deny any and all allegations of fault, liability, wrongdoing or damages whatsoever. A more detailed description of the Action is set forth in paragraphs 11-24 below. The proposed Settlement, if approved by the Court, will settle claims of the Settlement Class, as defined in paragraph 25 below.

2. **Statement of the Settlement Class's Recovery:** Subject to Court approval, Lead Plaintiffs, on behalf of themselves and the Settlement Class, have agreed to settle the Action in exchange for a settlement payment of $18,000,000 in cash (the "Settlement Amount") to be deposited into an escrow account. The Net Settlement Fund (*i.e.*, the Settlement Amount plus any and all interest earned thereon (the "Settlement Fund") less (a) any Taxes, (b) any Notice and Administration Costs, (c) any Litigation Expenses awarded by the Court, and (d) any attorneys' fees awarded by the Court) will be distributed in accordance with a plan of allocation that is approved by the Court, which will determine how the Net Settlement Fund shall be allocated among members of the Settlement Class. The proposed plan of allocation (the "Plan of Allocation") is set forth on pages 7-9 below.

3. **Estimate of Average Amount of Recovery Per Share:** Based on Lead Plaintiffs' damages expert's estimates of the number of shares of Bankrate common stock purchased during the Settlement Class Period that may have been affected by the conduct at issue in the Action and assuming that all Settlement Class Members elect to participate in the Settlement, the estimated average recovery (before the deduction of any Court-approved fees, expenses and costs as described herein) per affected share of Bankrate common stock is $0.33. Settlement Class Members should note, however, that the foregoing average recovery per share is only an estimate. Some Settlement Class Members may recover more or less than this estimated amount depending on, among other factors, when and at what prices they purchased/acquired or sold their Bankrate stock, and the total number of valid claim forms submitted. Distributions to Settlement Class Members will be made based on the Plan of Allocation set forth herein (*see* pages 7-9 below) or such other plan of allocation as may be ordered by the Court.

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[1] Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (the "Stipulation"), which is available at www.bankratesecuritieslitigation.com.

[2] Defendants Evans and DiMaria are collectively referred to herein as the "Individual Defendants".

4. **Average Amount of Damages Per Share:** The Parties do not agree on the average amount of damages per share that would be recoverable if Lead Plaintiffs were to prevail in the Action. Among other things, Defendants do not agree with the assertion that they violated the federal securities laws or that any damages were suffered by any members of the Settlement Class as a result of their conduct.

5. **Attorneys' Fees and Expenses Sought:** Court-appointed Lead Counsel, Bernstein Litowitz Berger & Grossmann LLP, which has been prosecuting the Action on a wholly contingent basis since its inception, has not received any payment of attorneys' fees for its representation of the Settlement Class and has advanced the funds to pay expenses necessarily incurred to prosecute this Action. Lead Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund. In addition, Lead Counsel will apply for reimbursement of Litigation Expenses paid or incurred in connection with the institution, prosecution and resolution of the claims against the Defendants, in an amount not to exceed $300,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiffs directly related to their representation of the Settlement Class. Any fees and expenses awarded by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses. If the Court approves Lead Counsel's fee and expense application, the average cost per affected share of Bankrate common stock will be approximately $0.09.

6. **Identification of Attorneys' Representatives:** Lead Plaintiffs and the Settlement Class are represented by John Rizio-Hamilton, Esq. of Bernstein Litowitz Berger & Grossmann LLP, 1285 Avenue of the Americas, New York, NY 10019, 1-800-380-8496, blbg@blbglaw.com.

7. **Reasons for the Settlement:** Lead Plaintiffs' principal reason for entering into the Settlement is the substantial immediate cash benefit for the Settlement Class without the risk or the delays inherent in further litigation. Moreover, the substantial cash benefit provided under the Settlement must be considered against the significant risk that a smaller recovery – or indeed no recovery at all – might be achieved after contested motions, a trial of the Action and likely appeals that would follow a trial, a process that could be expected to last several years. Defendants, who deny all allegations of wrongdoing or liability whatsoever, are entering into the Settlement solely to eliminate the uncertainty, burden and expense of further protracted litigation.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
SUBMIT A CLAIM FORM POSTMARKED NO LATER THAN JANUARY 24, 2015.	This is the only way to be eligible to receive a payment from the Settlement Fund. If you are a Settlement Class Member and you remain in the Settlement Class, you will be bound by the Settlement as approved by the Court and you will give up any Released Plaintiffs' Claims (defined in ¶ 34 below) that you have against Defendants and the other Defendants' Releasees (defined in ¶ 35 below), so it is in your interest to submit a Claim Form.
EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS *RECEIVED* NO LATER THAN OCTOBER 31, 2014.	If you exclude yourself from the Settlement Class, you will not be eligible to receive any payment from the Settlement Fund. This is the only option that allows you ever to be part of any other lawsuit against any of the Defendants or the other Defendants' Releasees concerning the Released Plaintiffs' Claims.
OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS *RECEIVED* NO LATER THAN OCTOBER 31, 2014.	If you do not like the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and reimbursement of Litigation Expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation or the fee and expense request unless you are a Settlement Class Member and do not exclude yourself from the Settlement Class.
GO TO A HEARING ON NOVEMBER 21, 2014 AT 4:00 P.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS *RECEIVED* NO LATER THAN OCTOBER 31, 2014.	Filing a written objection and notice of intention to appear by October 31, 2014 allows you to speak in Court, at the discretion of the Court, about the fairness of the proposed Settlement, the Plan of Allocation, and/or the request for attorneys' fees and reimbursement of Litigation Expenses. If you submit a written objection, you may (but you do not have to) attend the hearing and, at the discretion of the Court, speak to the Court about your objection.
DO NOTHING.	If you are a member of the Settlement Class and you do not submit a valid Claim Form, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

WHAT THIS NOTICE CONTAINS

WHY DID I GET THIS NOTICE?

8. The Court directed that this Notice be mailed to you because you or someone in your family or an investment account for which you serve as a custodian may have purchased or otherwise acquired Bankrate common stock during the Settlement Class Period. The Court has directed us to send you this Notice because, as a potential Settlement Class Member, you have a right to know about your options before the Court rules on the proposed Settlement. Additionally, you have the right to understand how this class action lawsuit may generally affect your legal rights. If the Court approves the Settlement, and the Plan of Allocation (or some other plan of allocation), the claims administrator selected by Lead Plaintiffs and approved by the Court will make payments pursuant to the Settlement after any objections and appeals are resolved.

9. The purpose of this Notice is to inform you of the existence of this case, that it is a class action, how you might be affected, and how to exclude yourself from the Settlement Class if you so wish to do so. It is also being sent to inform you of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the proposed Plan of Allocation and the motion by Lead Counsel for an award of attorneys' fees and reimbursement of Litigation Expenses (the "Settlement Hearing"). *See* paragraph 76 below for details about the Settlement Hearing, including the date and location of the hearing.

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

WHAT IS THIS CASE ABOUT?

11. Bankrate is a publisher of personal finance information to consumers on the Internet, including through Bankrate-owned websites. Bankrate generates revenues in part by selling "sales leads", that is, by connecting consumers to companies that offer financial products such as insurance, credit cards and mortgages. In the Action, Lead Plaintiffs alleged that Defendants made false and misleading statements about the quality of Bankrate's insurance leads.

12. On October 10, 2013, the Arkansas Teacher Retirement System ("Arkansas Teachers") filed a Class Action Complaint asserting claims against Defendants and others for violations of Sections 11, 12(a)(2) and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder.

13. On January 21, 2014, plaintiffs Arkansas Teachers and Fresno County Employees' Retirement Association ("Fresno County") filed and served their Amended Class Action Complaint (the "Complaint"). The Complaint asserted claims against Bankrate and the Individual Defendants under Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder and against the Individual Defendants and Apax Partners L.P., Apax Partners LLP, and Apax Partners Europe Managers Ltd. (collectively, "Apax Partners") under Section 20(a) of the Exchange Act, alleging that these defendants made, or controlled others who made, allegedly materially false and misleading statements and failed to disclose certain material facts about the quality of Bankrate's insurance leads during the Settlement Class Period. The Complaint alleged that these statements and omissions caused the price of Bankrate common stock to be artificially inflated and that the price declined when the truth was revealed.

14. On January 31, 2014, the Court appointed Arkansas Teachers and Fresno County as Lead Plaintiffs for the class, and approved Lead Plaintiffs' selection of Bernstein Litowitz Berger & Grossmann LLP as Lead Counsel.

15. On February 11, 2014, Bankrate, the Individual Defendants and Apax Partners filed and served their motion to dismiss the Complaint. On February 25, 2014, Lead Plaintiffs filed and served their papers in opposition to the motion and, on March 4, 2014, Bankrate, the Individual Defendants and Apax Partners filed and served their reply papers. Oral argument on the motion was held on April 4, 2014. In a "bottom line" order dated April 15, 2014, the Court granted in part, and denied in part, defendants' motion. The Court dismissed the claims against Apax Partners, but otherwise denied defendants' motion.

16. On April 30, 2014, the Court issued its memorandum opinion on the motion to dismiss.

17. On May 15, 2014, Bankrate and the Individual Defendants filed and served their answer to the Complaint.

18. On May 30, 2014, Lead Counsel and Defendants' Counsel participated in a full-day mediation session before Honorable Layn R. Phillips, a former federal district court judge in the United States District Court for the Western District of Oklahoma. In advance of that session, the Parties exchanged detailed mediation statements and exhibits, which addressed the issues of both liability and damages, and included damages analyses conducted by their respective experts, that were also submitted to Judge Phillips. After the conclusion of the session, Judge Phillips made a mediator's recommendation that the Action be settled for $18,000,000.

19. On June 5, 2014, the Parties accepted Judge Phillips's recommendation and agreed in principle to settle and release all claims asserted against Defendants in the Action in return for a cash payment by or on behalf of Defendants of $18,000,000 for the benefit of the Settlement Class.

20. While Lead Plaintiffs had conducted an intensive investigation into the claims asserted based on publicly available information, they had not yet had access to Defendants' documents or depositions of Defendants' witnesses at the time the Settlement was agreed to. Therefore, the agreement to settle was conditioned on Lead Plaintiffs confirming the fairness, reasonableness and adequacy of the Settlement based on due-diligence discovery to be provided by Defendants, which would include the production of documents and information regarding the allegations and claims asserted in the Complaint, and would include the Individual Defendants and other Bankrate employees or other persons within Defendants' control sitting for interviews or depositions by Lead Counsel if requested.

21. The due-diligence discovery conducted by Lead Counsel, which included the review of over 140,000 pages of documents produced by Defendants and multiple interviews of Bankrate executives, including defendant Thomas R. Evans (former President and Chief Executive Officer of Bankrate), defendant Edward J. DiMaria (Chief Financial Officer of Bankrate) and Jeff Grant (Chief Executive Officer of Bankrate Insurance), has confirmed Lead Plaintiffs' and Lead Counsel's belief that the Settlement is fair, reasonable and adequate.

22. Based upon their investigation, prosecution and mediation of the case, and further confirmation through due-diligence discovery, Lead Plaintiffs and Lead Counsel have concluded that the terms and conditions of the Stipulation are fair, reasonable and adequate to Lead Plaintiffs and the other members of the Settlement Class, and in their best interests. Based on Lead Plaintiffs' direct oversight of the prosecution of this matter and with the advice of their counsel, each of the Lead Plaintiffs has agreed to settle and release the claims raised in the Action pursuant to the terms and provisions of the Stipulation, after considering (a) the substantial financial benefit that Lead Plaintiffs and the other members of the Settlement Class will receive under the proposed Settlement; (b) the significant risks of continued litigation and trial; and (c) the desirability of permitting the Settlement to be consummated as provided by the terms of the Stipulation.

23. Defendants are entering into the Stipulation solely to eliminate the uncertainty, burden and expense of further protracted litigation. Each of the Defendants denies any wrongdoing, and, as described in and subject to the terms of the Stipulation, the Stipulation shall in no event be construed or deemed to be evidence of or an admission or concession on the part of any of the Defendants, or any other of the Defendants' Releasees (defined in ¶ 35 below), with respect to any claim or allegation of any fault or liability or wrongdoing or damage whatsoever, or any infirmity in the defenses that the Defendants have, or could have, asserted. Similarly, as described in and subject to the terms of the Stipulation, the Stipulation shall in no event be construed or deemed to be evidence of or an admission or concession on the part of any Lead Plaintiff or any of the other Plaintiffs' Releasees of any infirmity in any of the claims asserted in the Action, or an admission or concession that any of the Defendants' defenses to liability had any merit.

24. On September 24, 2014, the Court entered the Amended Order Preliminarily Approving Proposed Settlement and Providing for Notice, which preliminarily approved the Settlement, authorized this Notice to be disseminated to potential Settlement Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement.

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

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

> all persons and entities who or which purchased or otherwise acquired the common stock of Bankrate during the period of June 16, 2011 through October 15, 2012, inclusive (the "Settlement Class Period") and who were damaged thereby.

Excluded from the Settlement Class are Defendants; Apax Partners; Bankrate's and Apax Partners' affiliates and subsidiaries; the officers and directors of Bankrate and Apax Partners at all relevant times (the "Excluded Persons or Entities"); members of the Immediate Family of any Excluded Person; heirs, successors, and assigns of any Excluded Person or Entity; and any entity in which any Excluded Person or Entity or any member of the respective Immediate Families of any Excluded Persons has or had a controlling interest. Also excluded from the Settlement Class are any persons or entities who or which exclude themselves by submitting a request for exclusion in accordance with the requirements set forth in this Notice. *See* "What If I Do Not Want To Be A Member Of The Settlement Class? How Do I Exclude Myself," on page 10 below.

PLEASE NOTE: RECEIPT OF THIS NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT.

IF YOU ARE A SETTLEMENT CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE DISTRIBUTION OF PROCEEDS FROM THE SETTLEMENT, YOU ARE REQUIRED TO SUBMIT THE CLAIM FORM THAT IS BEING DISTRIBUTED WITH THIS NOTICE AND THE REQUIRED SUPPORTING DOCUMENTATION AS SET FORTH THEREIN POSTMARKED NO LATER THAN JANUARY 24, 2015.

WHAT ARE LEAD PLAINTIFFS' REASONS FOR THE SETTLEMENT?

26. Lead Plaintiffs and Lead Counsel believe that the claims asserted against Defendants have merit. They recognize, however, the expense and length of continued proceedings necessary to pursue their claims against the remaining Defendants through trial and appeals, as well as the very substantial risks they would face in establishing liability and damages. In particular, Lead Plaintiffs recognize that Defendants had significant arguments that their alleged misstatements were not materially misleading, and that they did not act with scienter. Lead Plaintiffs also recognize that Defendants had substantial arguments that the decline in Bankrate's stock price during the Settlement Class Period was not caused by revelations concerning Bankrate's lead quality, and that even if some portion of the decline in Bankrate's stock price was caused by such revelations, damages were minimal. Had any of these arguments been accepted in whole or part, it could have eliminated or, at minimum, dramatically limited any potential recovery. Further, Lead Plaintiffs would have had to prevail at several stages – motions for summary judgment, trial, and if they prevailed on those, on the appeals that were likely to follow. Thus, there were very significant risks attendant to the continued prosecution of the Action.

27. In light of these risks, the amount of the Settlement and the immediacy of recovery to the Settlement Class, Lead Plaintiffs and Lead Counsel believe that the proposed Settlement is fair, reasonable and adequate, and in the best interests of the Settlement Class. Lead Plaintiffs and Lead Counsel believe that the Settlement provides a substantial benefit to the Settlement Class, namely $18,000,000 in cash (less the various deductions described in this Notice), as compared to the risk that the claims in the Action would produce a smaller, or no recovery after summary judgment, trial and appeals, possibly years in the future.

28. Defendants have denied the claims asserted against them in the Action and deny having engaged in any wrongdoing or violation of law of any kind whatsoever. Defendants have agreed to the Settlement solely to eliminate the uncertainty, burden and expense of continued litigation. Accordingly, the Settlement may not be construed as an admission of any wrongdoing by Defendants.

WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?

29. If there were no Settlement and Lead Plaintiffs failed to establish any essential legal or factual element of their claims against Defendants, neither Lead Plaintiffs nor the other members of the Settlement Class would recover anything from Defendants. Also, if Defendants were successful in proving any of their defenses, either at summary judgment, at trial or on appeal, the Settlement Class could recover substantially less than the amount provided in the Settlement, or nothing at all.

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

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

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

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

33. If you are a Settlement Class Member and you do not exclude yourself from the Settlement Class, you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (the "Judgment"). The Judgment will dismiss with prejudice the claims against Defendants and will provide that, upon the Effective Date of the Settlement, Lead Plaintiffs and each of the other Settlement Class Members (whether or not such person submitted a Claim Form), on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, affiliates, agents, attorneys, representatives, and assigns in their capacities as such, will have fully, finally and forever compromised, settled, released, resolved, relinquished, waived and discharged each and every Released Plaintiffs' Claim (as defined in ¶ 34 below, including, without limitation, any Unknown Claims) against the Defendants and the other Defendants' Releasees (as defined in ¶ 35 below), and shall forever be enjoined from prosecuting any or all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.

34. "Released Plaintiffs' Claims" means all claims, demands, causes of action, losses, obligations, damages, potential actions, matters and issues of any kind, and liabilities of every nature and description, whether known claims or Unknown Claims, whether class, individual, or otherwise, whether arising under federal, state, common or foreign law, rule, or regulation or otherwise, regardless of legal theory, that Lead Plaintiffs or any other member of the Settlement Class (i) asserted in the Complaint, or (ii) could have asserted in any forum, whether directly, representatively, derivatively or in any other capacity, whether suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, accrued or unaccrued, matured or unmatured, disclosed or undisclosed, apparent or unapparent, liquidated or unliquidated, that arise out of, are based upon, concern, or relate to the allegations, transactions, facts, circumstances, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint, specifically including, without limitation, any claims in any way related to Defendants' public statements or disclosures during the Settlement Class Period regarding insurance lead quality, and that relate to the purchase, sale, holding, or other acquisition or disposition of Bankrate common stock during the Settlement Class Period. Released Plaintiffs' Claims do not include (i) any claims relating solely to the accuracy of Bankrate's financial statements or Bankrate's compliance with Generally Accepted Accounting Principles, including, but not limited to, any such claims that may arise from any matter that is (or may become) the subject of the Securities and Exchange Commission investigation into the Company's financial reporting or Bankrate's Audit Committee's internal review of Bankrate's financial statements for fiscal 2011, 2012 and 2013, as announced in the Company's September 15, 2014 press

release; (ii) any claims relating to auditors' compliance with Generally Accepted Auditing Standards in connection with said financial statements; (iii) any claims relating to the enforcement of the Settlement, and (iv) any claims of any person or entity who or which submits a request for exclusion that is accepted by the Court.

35. "Defendants' Releasees" means (i) Defendants, Apax Partners and each and all of their respective current and former parents, subsidiaries, divisions, and affiliates, and each and all of the respective current and former officers, directors, members, employees, principals, and general and limited partners of each of the foregoing; and (ii) each and all of the insurers, attorneys, advisors, accountants, auditors, predecessors, successors, estates, heirs, executors, trusts, trustees, administrators, agents, representatives, and assigns of each of the foregoing, in their capacities as such.

36. "Unknown Claims" means any Released Plaintiffs' Claims which any Lead Plaintiff or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of such claims, and any Released Defendants' Claims which any Defendant or any other Defendants' Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement, including, without limitation, his, her or its decision not to object to this Settlement, or not to exclude himself, herself or itself from the Settlement Class. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Lead Plaintiffs and Defendants shall expressly waive, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed to have waived, and by operation of the Judgment or the Alternate Judgment, if applicable, shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

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

Lead Plaintiffs and Defendants acknowledge, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed by operation of law to have acknowledged, that they are aware that they may hereafter discover facts in addition to, or different from, those facts which they know or believe to be true with respect to the subject matter of this Settlement, but that it is their intention to release and settle fully, finally, and forever any and all of the Released Claims, subject to the terms and conditions provided in the Stipulation, and in furtherance of such intention, the Releases shall be and remain in effect notwithstanding the discovery or existence of any such additional or different facts. Lead Plaintiffs and Defendants further acknowledge, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

37. The Judgment will also provide that, upon the Effective Date of the Settlement, Defendants, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, affiliates, agents, attorneys, representatives, and assigns in their capacities as such, will have fully, finally and forever compromised, settled, released, resolved, relinquished, waived and discharged each and every Released Defendants' Claim (as defined in ¶ 38 below, including, without limitation, any Unknown Claims) against Lead Plaintiffs and the other Plaintiffs' Releasees (as defined in ¶ 39 below), and shall forever be enjoined from prosecuting any or all of the Released Defendants' Claims against any of the Plaintiffs' Releasees.

38. "Released Defendants' Claims" means all claims, demands, causes of action, losses, obligations, damages, potential actions, matters and issues of any kind, and liabilities of every nature and description, whether known claims or Unknown Claims, whether class, individual, or otherwise, whether arising under federal, state, common or foreign law, rule, or regulation or otherwise, regardless of legal theory, whether asserted directly, representatively, derivatively, or in any other capacity, whether suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, accrued or unaccrued, matured or unmatured, disclosed or undisclosed, apparent or unapparent, liquidated or unliquidated, that arise out of, are based upon, concern or relate to the institution, prosecution, or settlement of the claims asserted in the Action against the Defendants. Released Defendants' Claims do not include (i) any claims relating to the enforcement of the Settlement, (ii) any claims against any person or entity who or which submits a request for exclusion from the Settlement Class that is accepted by the Court, and (iii) any claims of any nature against Defendants' insurers.

39. "Plaintiffs' Releasees" means (i) Lead Plaintiffs and any other Settlement Class Member, and each and all of their respective current and former parents, subsidiaries, divisions, and affiliates, and each and all of the respective current and former officers, directors, members, employees, principals, and general and limited partners of each of the foregoing; and (ii) each and all of the insurers, attorneys, advisors, accountants, auditors, predecessors, successors, estates, heirs, executors, trusts, trustees, administrators, agents, representatives, and assigns of each of the foregoing, in their capacities as such. For the avoidance of doubt, Plaintiffs' Releasees do not include any insurer in any capacity other than as an insurer of the persons or entities listed in part (i) of the previous sentence, and specifically do not include any insurer in its capacity as insurer of any of Defendants' Releasees.

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

40. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Settlement Class and you must timely complete and return the Claim Form with adequate supporting documentation **postmarked no later than January 24, 2015**. A Claim Form is included with this Notice, or you may obtain one from the website maintained by the Claims Administrator for the Settlement, www.bankratesecuritieslitigation.com, or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll free at 1-855-382-6449. Please retain all records of your ownership of and transactions in Bankrate common stock, as they may be needed to document your Claim. If you request exclusion from the Settlement Class or do not submit a timely and valid Claim Form, you will not be eligible to share in the Net Settlement Fund.

HOW MUCH WILL MY PAYMENT BE?

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

42. Pursuant to the Settlement, Defendants have agreed to pay or cause to be paid eighteen million dollars ($18,000,000) in cash. The Settlement Amount will be deposited into an escrow account no later than thirty (30) days after the date of entry by the Court of an order preliminarily approving the Settlement. The Settlement Amount plus any interest earned thereon is referred to as the "Settlement Fund." If the Settlement is approved by the Court and the Effective Date occurs, the "Net Settlement Fund" (that is, the Settlement Fund less (a) all federal, state and/or local taxes on any income earned by the Settlement Fund and the reasonable costs incurred in connection with determining the amount of and paying taxes owed by the Settlement Fund (including reasonable expenses of tax attorneys and accountants); (b) the costs and expenses incurred in connection with providing notice to Settlement Class Members and administering the Settlement on behalf of Settlement Class Members; and (c) any attorneys' fees and Litigation Expenses awarded by the Court) will be distributed to Settlement Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

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

44. Neither Defendants nor any other person or entity that paid any portion of the Settlement Amount on their behalf are entitled to get back any portion of the Settlement Fund once the Court's order or judgment approving the Settlement becomes Final. Defendants shall not have any liability, obligation or responsibility for the administration of the Settlement, the disbursement of the Net Settlement Fund or the plan of allocation.

45. Approval of the Settlement is independent from approval of a plan of allocation or an award of attorneys' fees or reimbursement of Litigation Expenses. Any determination with respect to a plan of allocation, an award of attorneys' fees, or reimbursement of Litigation Expenses will not affect the Settlement, if approved.

46. Unless the Court otherwise orders, any Settlement Class Member who fails to submit a Claim Form postmarked on or before January 24, 2015 shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Settlement Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Settlement Class Member releases the Released Plaintiffs' Claims (as defined in ¶ 34 above) against the Defendants' Releasees (as defined in ¶ 35 above) and will be enjoined and prohibited from filing, prosecuting, or pursuing any of the Released Plaintiffs' Claims against any of the Defendants' Releasees whether or not such Settlement Class Member submits a Claim Form.

47. Participants in and beneficiaries of a plan covered by ERISA ("ERISA Plan") should NOT include any information relating to their transactions in Bankrate common stock held through the ERISA Plan in any Claim Form that they may submit in this Action. They should include ONLY those shares that they purchased or acquired outside of the ERISA Plan. Claims based on any ERISA Plan's purchases or acquisitions of Bankrate stock during the Settlement Class Period may be made by the plan's trustees. To the extent any of the Defendants or any of the other persons or entities excluded from the Settlement Class are participants in the ERISA Plan, such persons or entities shall not receive, either directly or indirectly, any portion of the recovery that may be obtained from the Settlement by the ERISA Plan.

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

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

50. Only Settlement Class Members, *i.e.*, persons and entities who purchased or otherwise acquired Bankrate common stock during the Settlement Class Period and were damaged as a result of such purchases or acquisitions, will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Settlement Class by definition or that exclude themselves from the Settlement Class pursuant to request will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms. The only security included in the Settlement is Bankrate common stock.

PROPOSED PLAN OF ALLOCATION

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

52. In developing the Plan of Allocation, Lead Plaintiffs' damages expert calculated the potential amount of estimated alleged artificial inflation in the per share closing prices of Bankrate common stock which allegedly was proximately caused by Defendants' alleged false and misleading statements and material omissions. In calculating the estimated alleged artificial inflation allegedly caused by Defendants' alleged misrepresentations and omissions, Lead Plaintiffs' damages expert considered price changes in Bankrate common stock in reaction to certain public announcements regarding Bankrate in which such misrepresentations and material omissions were alleged to have been revealed to the market, adjusting for price changes that were attributable to market or industry forces, the allegations in the Complaint and the evidence developed in support thereof, as advised by Lead Counsel.

53. In order to have recoverable damages, disclosure of the alleged misrepresentations or omissions must be the cause of the decline in the price of the Bankrate common stock. In this case, Lead Plaintiffs allege that Defendants made false statements and omitted material facts from June 16, 2011 through and including October 15, 2012, which had the effect of artificially inflating the prices of Bankrate common stock. Alleged corrective disclosures that removed the artificial inflation from the price of Bankrate common stock occurred after the close of trading on May 1, 2012 and October 15, 2012. Accordingly, in order to have a Recognized Loss Amount:

(a) Bankrate common stock purchased or otherwise acquired from June 16, 2011 through and including the close of trading on May 1, 2012, must have been held through the close of trading on May 1, 2012 and must have suffered a loss.

(b) Bankrate common stock purchased or otherwise acquired from May 2, 2012 through and including the close of trading on October 15, 2012, must have been held through the close of trading on October 15, 2012 and must have suffered a loss.

54. To the extent a Claimant does not satisfy one of the conditions set forth in the preceding paragraph, his, her or its Recognized Loss Amount for those transactions will be zero.

CALCULATION OF RECOGNIZED LOSS AMOUNTS

55. Based on the formula set forth below, a "Recognized Loss Amount" shall be calculated for each purchase or acquisition of Bankrate common stock during the Settlement Class Period that is listed in the Proof of Claim Form and for which adequate documentation is provided. In the calculations below, if a Recognized Loss Amount calculates to a negative number, that Recognized Loss Amount shall be zero.

56. For each share of Bankrate common stock purchased or acquired from June 16, 2011 through the close of trading on May 1, 2012, and:

(a) Sold before the close of trading on May 1, 2012, the Recognized Loss Amount shall be zero.

(b) Sold from May 2, 2012 through the close of trading on October 15, 2012, the Recognized Loss Amount shall be ***the lesser of***: (i) $3.49; or (ii) purchase/acquisition price minus the sale price.

(c) Sold from October 16, 2012 through the close of trading on January 11, 2013, the Recognized Loss Amount shall be ***the least of***: (i) $6.87; (ii) the purchase/acquisition price minus the sale price; or (iii) the purchase/acquisition price minus the average closing price between October 16, 2012 and the date of sale as shown on Table A set forth at the end of this Notice.

(d) Held as of the close of trading on January 11, 2013, the Recognized Loss Amount shall be ***the lesser of***: (i) $6.87; or (ii) the purchase/acquisition price minus $11.75, the average closing price for Bankrate common stock between October 16, 2012 and January 11, 2013 (the last entry on Table A).[3]

57. For each share of Bankrate common stock purchased or acquired from May 2, 2012 through the close of trading on October 15, 2012, inclusive, and:

(a) Sold before the close of trading on October 15, 2012, the Recognized Loss Amount shall be zero.

(b) Sold from October 16, 2012 through the close of trading on January 11, 2013, the Recognized Loss Amount shall be ***the least of***: (i) $3.38; (ii) the purchase/acquisition price minus the sale price; or (iii) the purchase/acquisition price minus the average closing price between October 16, 2012 and the date of sale as shown on Table A set forth at the end of this Notice.

(c) Held as of the close of trading on January 11, 2013, the Recognized Loss Amount shall be ***the lesser of***: (i) $3.38; or (ii) the purchase/acquisition price minus $11.75, the average closing price for Bankrate common stock between October 16, 2012 and January 11, 2013 (the last entry on Table A).

ADDITIONAL PROVISIONS

58. The Net Settlement Fund will be allocated among all Authorized Claimants whose Distribution Amount (defined in paragraph 61 below) is $10.00 or greater.

59. If a Settlement Class Member has more than one purchase/acquisition or sale of Bankrate common stock, purchases/acquisitions and sales shall be matched on a First In, First Out ("FIFO") basis. Settlement Class Period sales will be matched against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Settlement Class Period.

[3] Pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"), 15 U.S.C. § 78u-4(e)(1), "in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the PSLRA, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Bankrate common stock during the 90-day look-back period. The mean (average) closing price for Bankrate common stock during this 90-day look-back period was $11.75.

60. A Claimant's "Recognized Claim" under the Plan of Allocation shall be the sum of his, her or its Recognized Loss Amounts.

61. The Net Settlement Fund will be distributed to Authorized Claimants on a *pro rata* basis based on the relative size of their Recognized Claims. Specifically, a "Distribution Amount" will be calculated for each Authorized Claimant, which shall be the Authorized Claimant's Recognized Claim divided by the total Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. If any Authorized Claimant's Distribution Amount calculates to less than $10.00, it will not be included in the calculation and no distribution will be made to such Authorized Claimant.

62. Purchases or acquisitions and sales of Bankrate common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. The receipt or grant by gift, inheritance or operation of law of Bankrate common stock during the Settlement Class Period shall not be deemed a purchase, acquisition or sale of Bankrate common stock for the calculation of an Authorized Claimant's Recognized Loss Amount, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of Bankrate common stock unless (i) the donor or decedent purchased or otherwise acquired such Bankrate common stock during the Settlement Class Period; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to those shares; and (iii) it is specifically so provided in the instrument of gift or assignment.

63. The date of covering a "short sale" is deemed to be the date of purchase or acquisition of the Bankrate common stock. The date of a "short sale" is deemed to be the date of sale of the Bankrate common stock. Under the Plan of Allocation, however, the Recognized Loss Amount on "short sales" is zero. In the event that a Claimant's initial transaction during the Settlement Class Period is a short sale of Bankrate common stock, the earliest Settlement Class Period purchases or acquisitions shall be matched against the Claimant's short position, and not be entitled to a recovery, until that short position is fully covered.

64. Option contracts are not securities eligible to participate in the Settlement. With respect to Bankrate common stock purchased or sold through the exercise of an option, the purchase/sale date of the Bankrate common stock is the exercise date of the option and the purchase/sale price of the Bankrate common stock is the exercise price of the option.

65. To the extent a Claimant had a market gain with respect to his, her, or its overall transactions in Bankrate common stock during the Settlement Class Period, the value of the Claimant's Recognized Claim shall be zero. Such Claimants shall in any event be bound by the Settlement. To the extent that a Claimant suffered an overall market loss with respect to his, her, or its overall transactions in Bankrate common stock during the Settlement Class Period, but that market loss was less than the total Recognized Claim calculated above, then the Claimant's Recognized Claim shall be limited to the amount of the actual market loss.

66. For purposes of determining whether a Claimant had a market gain with respect to his, her, or its overall transactions in Bankrate common stock during the Settlement Class Period or suffered a market loss, the Claims Administrator shall determine the difference between (i) the Total Purchase Amount[4] and (ii) the sum of the Total Sales Proceeds[5] and Holding Value.[6] This difference shall be deemed a Claimant's market gain or loss with respect to his, her, or its overall transactions in Bankrate common stock during the Settlement Class Period.

67. After the initial distribution of the Net Settlement Fund, the Claims Administrator shall make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the fund nine (9) months after the initial distribution, if Lead Counsel, in consultation with the Claims Administrator, determines that it is cost-effective to do so, the Claims Administrator shall conduct a re-distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least $10.00 from such re-distribution. Additional re-distributions to Authorized Claimants who have cashed their prior checks and who would receive at least $10.00 on such additional re-distributions may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determines that additional re-distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such re-distributions, would be cost-effective. At such time as it is determined that the re-distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance shall be contributed to non-sectarian, not-for-profit organization(s), to be recommended by Lead Counsel and approved by the Court.

68. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, shall be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiffs, Lead Counsel, Lead Plaintiffs' damages expert, Defendants, Defendants' Counsel, or any of the other Releasees, or the Claims Administrator or other agent designated by Lead Counsel arising from distributions made substantially in accordance with the Stipulation, the plan of allocation approved by the Court, or further Orders of the Court. Lead Plaintiffs, Defendants and their respective counsel, and all other Defendants' Releasees, shall have no responsibility or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the plan of allocation, or the determination, administration, calculation, or payment of any Claim Form or nonperformance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund, or any losses incurred in connection therewith.

69. The Plan of Allocation set forth herein is the plan that is being proposed to the Court for its approval by Lead Plaintiffs after consultation with their damages expert. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Settlement Class. Any Orders regarding any modification of the Plan of Allocation will be posted on the settlement website, www.bankratesecuritieslitigation.com.

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[4] The "Total Purchase Amount" is the total amount the Claimant paid (excluding commissions and other charges) for all Bankrate common stock purchased or acquired during the Settlement Class Period.

[5] The total amount received (excluding commissions and other charges) for sales of Bankrate common stock sold during the Settlement Class Period shall be the "Total Sales Proceeds".

[6] The Claims Administrator shall ascribe a value of $11.26 per share for Bankrate common stock purchased or acquired during the Settlement Class Period and still held as of the close of trading on October 15, 2012 (the "Holding Value").

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

70. Lead Counsel has not received any payment for its services in pursuing claims against the Defendants on behalf of the Settlement Class, nor has Lead Counsel been reimbursed for its out-of-pocket expenses. Before final approval of the Settlement, Lead Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund. At the same time, Lead Counsel also intends to apply for reimbursement of Litigation Expenses in an amount not to exceed $300,000, which may include an application for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiffs directly related to their representation of the Settlement Class. The Court will determine the amount of any award of attorneys' fees or reimbursement of Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

WHAT IF I DO NOT WANT TO BE A MEMBER OF THE SETTLEMENT CLASS? HOW DO I EXCLUDE MYSELF?

71. Each Settlement Class Member will be bound by all determinations and judgments in this lawsuit, whether favorable or unfavorable, unless such person or entity mails or delivers a written Request for Exclusion from the Settlement Class, addressed to *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al*., EXCLUSIONS, c/o GCG, P.O. Box 10109, Dublin, OH 43017-3109. The exclusion request must be ***received*** no later than October 31, 2014. You will not be able to exclude yourself from the Settlement Class after that date. Each Request for Exclusion must (a) state the name, address and telephone number of the person or entity requesting exclusion, and in the case of entities the name and telephone number of the appropriate contact person; (b) state that such person or entity "requests exclusion from the Settlement Class in *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al*., Case No. 13-cv-7183"; (c) state the number of shares of Bankrate common stock that the person or entity requesting exclusion purchased/acquired and/or sold during the Settlement Class Period (*i.e.*, from June 16, 2011 through October 15, 2012, inclusive), as well as the dates and prices of each such purchase/acquisition and sale; and (d) be signed by the person or entity requesting exclusion or an authorized representative. A Request for Exclusion shall not be valid and effective unless it provides all the information called for in this paragraph and is received within the time stated above, or is otherwise accepted by the Court.

72. If you do not want to be part of the Settlement Class, you must follow these instructions for exclusion even if you have pending, or later file, another lawsuit, arbitration, or other proceeding relating to any Released Plaintiffs' Claim against any of the Defendants' Releasees.

73. If you ask to be excluded from the Settlement Class, you will not be eligible to receive any payment out of the Net Settlement Fund.

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

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

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

76. The Settlement Hearing will be held on November 21, 2014 at 4:00 p.m., before the Honorable Jed S. Rakoff at the United States District Court for the Southern District of New York, Courtroom 14B of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007. The Court reserves the right to approve the Settlement, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Settlement Class.

77. Any Settlement Class Member who or which does not request exclusion may object to the Settlement, the proposed Plan of Allocation or Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk's Office at the United States District Court for the Southern District of New York at the address set forth below on or before October 31, 2014. You must also serve the papers on Lead Counsel and on Defendants' Counsel at the addresses set forth below so that the papers are ***received*** on or before October 31, 2014.

Clerk's Office

United States District Court
Southern District of New York
Clerk of the Court
United States Courthouse
500 Pearl Street
New York, NY 10007

Lead Counsel

Bernstein Litowitz Berger & Grossmann LLP
John Rizio-Hamilton, Esq.
1285 Avenue of the Americas
New York, NY 10019

Defendants' Counsel

Wachtell, Lipton, Rosen & Katz
Warren R. Stern, Esq.
51 West 52nd Street
New York, NY 10019

78. Any objection (a) must state the name, address and telephone number of the person or entity objecting and must be signed by the objector; (b) must contain a statement of the Settlement Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Settlement Class Member wishes to bring to the Court's attention; and (c) must include documents sufficient to prove membership in the Settlement Class, including the number of shares of Bankrate common stock that the objecting Settlement Class Member purchased/acquired and/or sold during the Settlement Class Period (*i.e.*, from June

16, 2011 through October 15, 2012, inclusive), as well as the dates and prices of each such purchase/acquisition and sale. You may not object to the Settlement, the Plan of Allocation or Lead Counsel's motion for attorneys' fees and reimbursement of Litigation Expenses if you exclude yourself from the Settlement Class or if you are not a member of the Settlement Class.

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

80. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation or Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses, and if you file and serve a timely written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on Lead Counsel and Defendants' Counsel at the addresses set forth above so that it is ***received*** on or before October 31, 2014. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

81. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Lead Counsel and Defendants' Counsel at the addresses set forth in ¶ 77 above so that the notice is ***received*** on or before October 31, 2014.

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

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

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

84. If you purchased or otherwise acquired Bankrate common stock from June 16, 2011 through October 15, 2012, inclusive, for the beneficial interest of persons or organizations other than yourself, you must either (a) within seven (7) calendar days of receipt of this Notice, request from the Claims Administrator sufficient copies of the Notice and Claim Form (the "Notice Packet") to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Notice Packets forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al*., c/o GCG, P.O. Box 10109, Dublin, OH 43017-3109. If you choose the second option, the Claims Administrator will send a copy of the Notice and the Claim Form to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Copies of this Notice and the Claim Form may also be obtained from the website maintained by the Claims Administrator, www.bankratesecuritieslitigation.com, or by calling the Claims Administrator toll-free at 1-855-382-6449.

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

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

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

Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.
c/o GCG
P.O. Box 10109
Dublin, OH 43017-3109
1-855-382-6449
www.bankratesecuritieslitigation.com

and/or

John Rizio-Hamilton, Esq.
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
1285 Avenue of the Americas
New York, NY 10019
1-800-380-8496
blbg@blbglaw.com

DO NOT CALL OR WRITE THE COURT, THE OFFICE OF THE CLERK OF THE COURT, DEFENDANTS OR THEIR COUNSEL REGARDING THIS NOTICE.

Dated: September 26, 2014

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

TABLE A
Bankrate Closing Price and Average Closing Price
October 16, 2012 — January 11, 2013

Date	Closing Price	Average Closing Price Between October 16, 2012 and Date Shown
10/16/2012	$11.26	$11.26
10/17/2012	$11.24	$11.25
10/18/2012	$11.14	$11.21
10/19/2012	$10.97	$11.15
10/22/2012	$10.88	$11.10
10/23/2012	$10.74	$11.04
10/24/2012	$10.72	$10.99
10/25/2012	$10.70	$10.96
10/26/2012	$10.70	$10.93
10/31/2012	$10.73	$10.91
11/1/2012	$11.05	$10.92
11/2/2012	$11.03	$10.93
11/5/2012	$10.93	$10.93
11/6/2012	$10.83	$10.92
11/7/2012	$10.52	$10.90
11/8/2012	$10.17	$10.85
11/9/2012	$10.55	$10.83
11/12/2012	$10.25	$10.80
11/13/2012	$10.26	$10.77
11/14/2012	$10.77	$10.77
11/15/2012	$10.88	$10.78
11/16/2012	$11.15	$10.79
11/19/2012	$11.79	$10.84
11/20/2012	$11.23	$10.85
11/21/2012	$11.20	$10.87
11/23/2012	$11.33	$10.89
11/26/2012	$11.96	$10.93
11/27/2012	$11.87	$10.96
11/28/2012	$11.69	$10.98
11/29/2012	$11.79	$11.01
11/30/2012	$12.03	$11.04
12/3/2012	$11.17	$11.05
12/4/2012	$11.09	$11.05
12/5/2012	$11.39	$11.06
12/6/2012	$11.51	$11.07
12/7/2012	$11.64	$11.09
12/10/2012	$11.85	$11.11
12/11/2012	$12.35	$11.14
12/12/2012	$12.41	$11.17
12/13/2012	$12.55	$11.21
12/14/2012	$12.72	$11.24
12/17/2012	$12.76	$11.28
12/18/2012	$13.01	$11.32
12/19/2012	$13.16	$11.36
12/20/2012	$12.90	$11.40
12/21/2012	$12.75	$11.43
12/24/2012	$12.79	$11.46
12/26/2012	$12.32	$11.47
12/27/2012	$12.18	$11.49
12/28/2012	$12.48	$11.51
12/31/2012	$12.45	$11.53
1/2/2013	$12.81	$11.55
1/3/2013	$12.87	$11.58
1/4/2013	$13.43	$11.61
1/7/2013	$13.24	$11.64
1/8/2013	$13.05	$11.67
1/9/2013	$13.17	$11.69
1/10/2013	$13.35	$11.72
1/11/2013	$13.26	$11.75

Must be Postmarked No Later Than January 24, 2015

BRT

Arkansas Teacher Ret. Sys. et al.
v. Bankrate, Inc. et al.
c/o GCG
P.O. Box 10109
Dublin, OH 43017-3109
1-855-382-6449
www.bankratesecuritieslitigation.com

Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE FORM

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUND IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM ("CLAIM FORM") AND MAIL IT BY PREPAID, FIRST-CLASS MAIL TO THE ABOVE ADDRESS, **POSTMARKED NO LATER THAN JANUARY 24, 2015.**

FAILURE TO SUBMIT YOUR CLAIM FORM BY THE DATE SPECIFIED WILL SUBJECT YOUR CLAIM TO REJECTION AND MAY PRECLUDE YOU FROM BEING ELIGIBLE TO RECOVER ANY MONEY IN CONNECTION WITH THE SETTLEMENT.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE PARTIES TO THIS ACTION, OR THEIR COUNSEL. SUBMIT YOUR CLAIM FORM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

TABLE OF CONTENTS **PAGE #**

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

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

PART I - CLAIMANT INFORMATION

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above.

Claimant Name(s) (as the name(s) should appear on check, if eligible for payment; if the securities are jointly owned, the names of all beneficial owners must be provided):

Name of Person the Claims Administrator Should Contact Regarding this Claim Form (Must Be Provided):

Mailing Address - Line 1: Street Address/P.O. Box:

Mailing Address - Line 2 (If Applicable): Apartment/Suite/Floor Number:

City:

State/Province: **Zip Code:** **Country (if Other than U.S.):**

Daytime Telephone Number: - -

Evening Telephone Number: - -

Last 4 digits of Claimant Social Security/Taxpayer Identification Number:[1]

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

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the settlement website at www.bankratesecuritieslitigation.com or you may email the Claims Administrator's electronic filing department at eclaim@gcginc.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. **Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eclaim@gcginc.com to inquire about your file and confirm it was received and acceptable.**

[1]The last four digits of the taxpayer identification number (TIN), consisting of a valid Social Security Number (SSN) for individuals or Employer Identification Number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim.

PART II - GENERAL INSTRUCTIONS

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

2. IF YOU ARE NOT A SETTLEMENT CLASS MEMBER (see definition of Settlement Class on page 4 of the Notice, which sets forth who is included in and who is excluded from the Settlement Class), OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, SUBMITTED A REQUEST FOR EXCLUSION FROM THE SETTLEMENT CLASS, DO NOT SUBMIT A CLAIM FORM. **YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A SETTLEMENT CLASS MEMBER.** THUS, IF YOU ARE EXCLUDED FROM THE SETTLEMENT CLASS, ANY CLAIM FORM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

3. **Submission of this Claim Form does not guarantee that you will share in the proceeds of the Settlement. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.**

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

5. Please note: Only Bankrate common stock purchased or otherwise acquired during the Settlement Class Period (*i.e.*, from June 16, 2011 through October 15, 2012, inclusive) is eligible under the Settlement. However, under the "90-day look-back period" (described in the Plan of Allocation set forth in the Notice), your sales of Bankrate common stock during the period from October 16, 2012 through January 11, 2013, inclusive, will be used for purposes of calculating your claim under the Plan of Allocation. Therefore, in order for the Claims Administrator to be able to balance your claim, the requested purchase information during the 90-day look-back period must also be provided.

6. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of Bankrate common stock set forth in the Schedule of Transactions in Part III of this Claim Form. Documentation may consist of copies of brokerage confirmations or monthly statements. The Parties and the Claims Administrator do not independently have information about your investments in Bankrate common stock. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. **Please keep a copy of all documents that you send to the Claims Administrator. Also, please do not highlight any portion of the Claim Form or any supporting documents.**

7. Separate Claim Forms should be submitted for each separate legal entity (*e.g.*, a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (*e.g.*, a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).

8. All joint beneficial owners must each sign this Claim Form and their names must appear as "Claimants" in Part I of this Claim Form. If you purchased or otherwise acquired Bankrate common stock during the Settlement Class Period and held the securities in your name, you are the beneficial owner as well as the record owner and you must sign this Claim Form to participate in the Settlement. If, however, you held, purchased or otherwise acquired Bankrate common stock during the relevant time period and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner. The beneficial owner, not the record owner, must sign this Claim Form to be eligible to participate in the Settlement.

PART II - GENERAL INSTRUCTIONS (CONTINUED)

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

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

(b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Bankrate common stock; and

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

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

(a) own(ed) the Bankrate common stock you have listed in the Claim Form; or

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

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

12. If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after any appeals are resolved, and after the completion of all claims processing. The claims process could take substantial time to complete fully and fairly. Please be patient.

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

14. If you have questions concerning the Claim Form, or need additional copies of the Claim Form or the Notice, you may contact the Claims Administrator, GCG, at the above address or by toll-free phone at 1-855-382-6449, or you may download the documents from www.bankratesecuritieslitigation.com.

PART III - SCHEDULE OF TRANSACTIONS IN BANKRATE COMMON STOCK

Please be sure to include proper documentation with your Claim Form as described in detail in Part II – General Instructions, Paragraph 6, above.

1. **PURCHASES/ACQUISITIONS DURING THE SETTLEMENT CLASS PERIOD:** Separately list each and every purchase/acquisition (including free receipts) of Bankrate common stock from **June 16, 2011** through and including the close of trading on **October 15, 2012**. (Must be documented.)

Date of Purchase/Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share (excluding taxes, commissions and fees)	Aggregate Cost (excluding taxes, commissions and fees)	Proof of Purchase/Acquisition Enclosed
/ /		.	.	
/ /		.	.	
/ /		.	.	
/ /		.	.	
/ /		.	.	

2. **PURCHASES/ACQUISITIONS DURING THE 90-DAY LOOK-BACK PERIOD:** State the total number of shares of Bankrate common stock purchased/acquired (including free receipts) from **October 16, 2012** through and including the close of trading on **January 11, 2013**. If none, write "zero" or "0".

Shares

3. **SALES DURING THE SETTLEMENT CLASS PERIOD AND DURING THE 90-DAY LOOK-BACK PERIOD:** Separately list each and every sale (including free deliveries) of Bankrate common stock from **June 16, 2011** through and including the close of trading on **January 11, 2013**. (Must be documented.)

IF NONE, CHECK HERE:

Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share (excluding taxes, commissions and fees)	Amount Received (excluding taxes, commissions and fees)	Proof of Sale Enclosed
/ /		.	.	
/ /		.	.	
/ /		.	.	
/ /		.	.	
/ /		.	.	

4. **ENDING HOLDINGS:** State the total number of shares of Bankrate common stock held as of the close of trading on **January 11, 2013**. If none, write "zero" or "0". (Must be documented.)

Shares

Proof of Position Enclosed

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

IF YOU DO ATTACH EXTRA SCHEDULES, CHECK THIS BOX

PART IV – RELEASE OF CLAIMS AND SIGNATURE

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

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

CERTIFICATION

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

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

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

3. that the claimant has **not** submitted a request for exclusion from the Settlement Class;

4. that I (we) own(ed) the Bankrate common stock identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Defendants' Releasees to another, or that, in signing and submitting this Claim Form, I (we) have the authority to act on behalf of the owner(s) thereof;

5. that the claimant(s) has (have) not submitted any other claim covering the same purchases/acquisitions of Bankrate common stock and knows (know) of no other person having done so on the claimant's (claimants') behalf;

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

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

8. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court's summary disposition of the determination of the validity or amount of the claim made by this Claim Form;

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

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

BE SURE TO SIGN ON PAGE 7.

PART IV – RELEASE OF CLAIMS AND SIGNATURE (CONTINUED)

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

_____ _____
Signature of claimant Date

_____
Print your name here

_____ _____
Signature of joint claimant, if any Date

_____
Print your name here

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

_____ _____
Signature of person signing on behalf of claimant Date

_____
Print your name here

_____
Capacity of person signing on behalf of claimant, if other than an individual, *e.g.*, executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – see paragraph 9 on page 4 of this Claim Form.)

REMINDER CHECKLIST

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

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

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

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

5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. **If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator toll free at 1-855-382-6449.**

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

7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at the above address or toll-free at 1-855-382-6449, or visit www.bankratesecuritieslitigation.com. Please DO NOT call Bankrate, any other Defendants or their counsel with questions regarding your claim.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN JANUARY 24, 2015**, ADDRESSED AS FOLLOWS:

Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.
c/o GCG
P.O. Box 10109
Dublin, OH 43017-3109
1-855-382-6449
www.bankratesecuritieslitigation.com

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before January 24, 2015 is indicated on the envelope and it is mailed First Class, and addressed in accordance with the above instructions. In all other cases, a Claim Form shall be deemed to have been submitted when actually received by the Claims Administrator.

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

EXHIBIT B

INVESTOR'S BUSINESS DAILY®

Affidavit of Publication

Name of Publication:	Investor's Business Daily
Address:	12655 Beatrice Street
City, State, Zip:	Los Angeles, CA 90066
Phone #:	310.448.6700
State of:	California
County of:	Los Angeles

I, **Stephan Johnson**, for the publisher of **Investor's Business Daily**, published in the city of Los Angeles, state of California, county of Los Angeles hereby certify that the attached notice for **The Garden City Group, Inc.** was printed in said publication on the following date:

October 9th, 2014: BANKRATE SECURITIES LITIGATION

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 9th day of October, 2014, by Stephan Johnson, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature Richard C. Brand II (Seal)

RICHARD C. BRAND II
Commission # 1923876
Notary Public - California
Los Angeles County
My Comm. Expires Feb 25, 2015

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated,
Plaintiffs,
v.
BANKRATE, INC. et al.,
Defendants.

Case No. 13-cv-7183 (JSR)

ECF CASE

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

TO: All persons and entities who or which purchased or otherwise acquired the common stock of Bankrate, Inc. ("Bankrate") during the period of June 16, 2011 through October 15, 2012, inclusive, and who were damaged thereby (the "Settlement Class"):

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

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York, that the above-captioned litigation (the "Action") has been certified as a class action on behalf of the Settlement Class, except for certain persons and entities who are excluded from the Settlement Class by definition as set forth in the full printed Notice of (I) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice").

YOU ARE ALSO NOTIFIED that Lead Plaintiffs in the Action have reached a proposed settlement of the Action for $18,000,000 in cash (the "Settlement"), that, if approved, will resolve all claims in the Action.

A hearing will be held on November 21, 2014 at 4:00 p.m., before the Honorable Jed S. Rakoff at the United States District Court for the Southern District of New York, Courtroom 14B, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, to determine (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Defendants, and the Releases specified and described in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (and in the Notice) should be granted; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Lead Counsel's application for an award of attorneys' fees and reimbursement of expenses should be approved.

If you are a member of the Settlement Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Settlement Fund. If you have not yet received the Notice and the Proof of Claim Form, you may obtain copies of these documents by contacting the Claims Administrator at *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.*, c/o GCG, P.O. Box 10109, Dublin, OH 43017-3109, 1-855-382-6449. Copies of the Notice and Proof of Claim Form can also be downloaded from the website maintained by the Claims Administrator, www.bankratesecuritieslitigation.com.

If you are a member of the Settlement Class, in order to be eligible to receive a payment under the proposed Settlement, you must submit a Proof of Claim Form *postmarked* no later than January 24, 2015. If you are a Settlement Class Member and do not submit a proper Proof of Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you are a member of the Settlement Class and wish to exclude yourself from the Settlement Class, you must submit a request for exclusion such that it is *received* no later than October 31, 2014, in accordance with the instructions set forth in the Notice. If you properly exclude yourself from the Settlement Class, you will not be bound by any judgments or orders entered by the Court in the Action and you will not be eligible to share in the proceeds of the Settlement.

Any objections to the proposed Settlement, the proposed Plan of Allocation, or Lead Counsel's motion for attorneys' fees and reimbursement of expenses, must be filed with the Court and delivered to Lead Counsel and Defendants' Counsel such that they are *received* no later than October 31, 2014, in accordance with the instructions set forth in the Notice.

Please do not contact the Court, the Clerk's office, Bankrate, or its counsel regarding this notice. All questions about this notice, the proposed Settlement, or your eligibility to participate in the Settlement should be directed to Lead Counsel or the Claims Administrator.

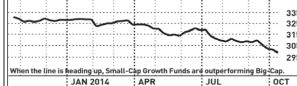
Inquiries, other than requests for the Notice and Proof of Claim Form, should be made to Lead Counsel:	Requests for the Notice and Proof of Claim Form should be made to:
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP John Rizio-Hamilton, Esq. 1285 Avenue of the Americas New York, NY 10019 1-800-380-8496 blbg@blbglaw.com	*Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.* c/o GCG P.O. Box 10109 Dublin, OH 43017-3109 1-855-382-6449 www.bankratesecuritieslitigation.com

By Order of the Court

SMALL-CAP GROWTH FUNDS VS. BIG-CAP GROWTH FUNDS

Funds in Small-Cap Index: Federated Kaufmann R, Fidelity Adv Small Cap T, Franklin Small Mid Cap Gr A, Lkcm Small Cap Equity Instl, Nuveen Small Cap Gr Opps I

Largest positions of funds in Small-Cap Index: Actavis, Akorn, AmerIntlGrp, Ametek, Athlon, CommtyHlth, DexCom, GlobalPaymt, Illumina, Mead-, Plantronics, Primerica, RoperInd, SalixPharm, Semtech, Spectranet, Synchronos, TeamHlth, Teradyne, Verifone

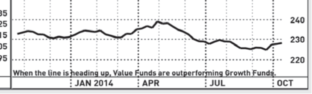


When the line is heading up, Small-Cap Growth Funds are outperforming Big-Cap.

VALUE FUNDS VS. GROWTH FUNDS

Funds in Value Index: Amer Century Inc & Gr Inv, Clearbridge Value Trust Cl C, Davis New York Venture A, Fpa Capital, Sequoia Fund

Largest positions of funds in Value Index: AmerEx-, Amgen, Apple, ArrowElec, Avnet, BerkHwy A, BkNYMellon, Citi, Fastenal, IdexxLabs, Intel, JohnsonJn, Merck, Microsoft, OReillyAuto, RossRsrc, TJX Cos, Verizon, WellsFargo, WesternDgtl



When the line is heading up, Value Funds are outperforming Growth Funds.

Top Growth & Income Funds
Last 36 Months (All Total Returns)

Mutual Fund	% Change In 2014	Performance Rating 36 Mos	$ Net Assets
PIMCO Inst I FundIdxPlTr	+ 7	A+	1.114 bil
Janus T Shrs Contrarian	+ 10	A+	1.411 bil
Vanguard Cap Value	+ 3	A+	1.912 bil
PIMCO Inst I StocksPlRet	+ 9	A+	232 mil
Mass Mutl Select Focus Val S	+ 5	A+	334 mil
Oakmark I Select	+ 11	A+	6.254 bil
Neubg Brm InstlMltcapOpp	+ 2	A+	2.504 bil
PIMCO Inst I StocksPLUS	+ 9	A+	666 mil
Vanguard US Value	+ 8	A+	1.133 bil
GE Elfun Trusts	+ 8	A+	2.461 bil
Vanguard Instl StrcBrMkPls	+ 8	A+	526 mil
RS LrgCpAlpha	+ 7	A+	635 mil
Columbia Z ContraCore	+ 8	A+	1.83 bil
Thompson IM LargeCap	+ 7	A+	126 mil
Fidelity MegaCpStk	+ 7	A+	3.035 bil
Fidelity Adv I MegaCpStk	+ 7	A+	162 mil
Oakmark I Oakmark	+ 7	A+	16.629 bil
JP Morgan Selct USLgCorPls	+ 8	A+	9.629 bil
Fidelity Val Disc	+ 8	A	786 mil
Natixis HarrLgVal A	+ 6	A	189 mil
Hartford A Cap Apprec	+ 4	A	6.035 bil
Vanguard Instl StrcLgEqPls	+ 10	A	689 mil
Columbia Z LrgEnCore	+ 9	A	238 mil
JP Morgan Instl Disc Equity	+ 9	A	453 mil
Fidelity Gr & Inc	+ 6	A	6.588 bil

Top Value Funds
Last 36 Months (All Total Returns)

Mutual Fund	% Change In 2014	Performance Rating 36 Mos	$ Net Assets
Legg Mason AOppTr	+ 2	A+	166 mil
Hotchkis & Wiley MidCapVal I	+ 5	A+	2.579 bil
Hodges HodgesFund	+ 7	A+	516 mil
Hotchkis & Wiley ValOppsI	+ 6	A+	291 mil
Fidelity Adv A Lev Co Stk	+ 3	A+	1.68 bil
Undiscovered Mgrs BehaveVal I	+ 2	A+	524 mil
Hotchkis & Wiley SmCapVal I	+ 2	A+	806 mil
Federated Funds MDTStkTrSv	+ 8	A+	304 mil
LSV Val Eq	+ 7	A+	1.445 bil
Invesco Funds A Sml Cap Val	− 1	A+	1.873 bil
Fidelity LvgCoStk	+ 3	A+	4.123 bil
Rydex H S&P500PuVl	+ 6	A+	127 mil
Dimensional Funds USLgCapVal	+ 6	A+	15.06 bil
Ariel Mutual Fds Inv	+ 2	A+	1.76 bil
Aston FairpntMidN	+ 3	A+	2.608 bil
Snow Capital Opportun I	+ 6	A+	196 mil
Dimensional Funds TxMUSMkVl	+ 5	A+	3.664 bil
Managers SkylineSpc	− 5	A+	1.343 bil
Dodge&Cox Stock	+ 7	A+	59.074 bil
SoundShore	+ 7	A+	2.057 bil
Vanguard Strategic Eq	+ 6	A+	5.579 bil
Managers SouthernSunSCInv	− 3	A+	416 mil
Fidelity Mid Val	+ 8	A+	1.768 bil
Dimensional Funds TaxMgTgtVal	− 2	A+	3.623 bil
Columbia A SelLgCpVal	+ 7	A+	329 mil

U.S. Stock Fund Cash Position
High (11/00) 6.2% Low (6/14) 3.0%

MAR	13	3.5%	SEP	13	3.4%	MAR	14	3.2%
APR	13	3.6%	OCT	13	3.5%	APR	14	3.2%
MAY	13	3.6%	NOV	13	3.5%	MAY	14	3.2%
JUN	13	3.4%	DEC	13	3.2%	JUN	14	3.0%
JUL	13	3.7%	JAN	14	3.3%	JUL	14	3.1%
AUG	13	3.5%	FEB	14	3.3%	**Aug**	**14**	**3.1%**

2014 % Chg	Fund	4 Wk % Chg	Net Asset Value	NAV Chg
+ 6	MdCpEnhIdx	−3	13.25n	+.21
+ 7	MegaCpStk	−1	16.11n	+.25
+ 2	Mid Stk	−4	37.43n	+.47
+ 3	Mod Trgt	−2	15.88	+.12
+ 9	NY Tax Fr	+1	11.71	+.01
+ 3	Rising Divs	−2	49.76	+.73
+ 7	Quality	−1	24.05n	+.42
	GMO Trust IV			
	$ 21.6 bil 617–330–7500			
	Hartford HLS IB			
	$ 4.3 bil 888–843–7824			
+ 3	Cap Apprec	−4	52.82n	+.79
+14	HiYldMuni	0	7.15	+.00
+ 9	Inc	−2	11.38	−.07
+ 1	Intl Bond	−1	6.03	+.01
− 8	Intl Growth	−6	35.26	+.36
− 6	IntlDivers	−5	14.05	+.10
0	EmgMktCurr	−2	9.97n	+.03
+ 6	Emrg Mkt Bd	−1	10.94n	+.01
+ 5	ForBondUnhg	−1	10.29n	+.04
+ 8	FrgnBdHedg	+1	11.15n	+.00
+ 7	FundIdxPlTr	−2	7.24n	+.13

EXHIBIT C

Tammy Ollivier

From: sfhubs@prnewswire.com
Sent: Thursday, October 09, 2014 6:00 AM
To: GCGBuyers; Katie Sparks
Subject: PR Newswire: Press Release Clear Time Confirmation for Bernstein Litowitz Berger & Grossmann LLP. ID#1165235-1-1

PR NEWSWIRE EDITORIAL

Hello

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

Release headline: Bernstein Litowitz Berger & Grossmann LLP announces proposed settlement of the Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al. securities class action.
Word Count: 924
Product Summary:
US1
ReleaseWatch
Complimentary Press Release Optimization
PR Newswire's Editorial Order Number: 1165235-1-1

Release clear time: 09-Oct-2014 09:00:00 AM ET

* Clear time represents the time your news release was distributed to the newswire distribution you selected.

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Bernstein Litowitz Berger & Grossmann LLP announces proposed settlement of the Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al. securities class action.

NEW YORK, Oct. 9, 2014 /PRNewswire/ -- The following statement is being issued by Bernstein Litowitz Berger & Grossmann LLP regarding the *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.* securities class action.

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated, Plaintiffs, v. BANKRATE, INC. et al., Defendants., Case No. 13-cv-7183 (JSR), ECF CASE

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

TO: All persons and entities who or which purchased or otherwise acquired the common stock of Bankrate, Inc. ("Bankrate") during the period of June 16, 2011 through October 15, 2012, inclusive, and who were damaged thereby (the "Settlement Class"):

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

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York, that the above-captioned litigation (the "Action") has been certified as a class action on behalf of the Settlement Class, except for certain persons and entities who are excluded from the Settlement Class by definition as set forth in the full printed Notice of (I) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice").

YOU ARE ALSO NOTIFIED that Lead Plaintiffs in the Action have reached a proposed settlement of the Action for $18,000,000 in cash (the "Settlement"), that, if approved, will resolve all claims in the Action.

A hearing will be held on November 21, 2014 at 4:00 p.m., before the Honorable Jed S. Rakoff at the United States District Court for the Southern District of New York, Courtroom 14B, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, to determine (i) whether the proposed Settlement should be approved as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice against Defendants, and the Releases specified and described in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (and in the Notice) should be granted; (iii) whether the proposed Plan of Allocation should be approved as fair and reasonable; and (iv) whether Lead Counsel's application for an award of attorneys' fees and reimbursement of expenses should be approved.

If you are a member of the Settlement Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Settlement Fund. If you have not yet received the Notice and the Proof of Claim Form, you may obtain copies of these documents by contacting the Claims Administrator at *Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.*, c/o GCG, P.O. Box 10109, Dublin, OH 43017-3109, 1-855-382-6449. Copies of the Notice and Proof of Claim Form can also be downloaded from the website maintained by the Claims Administrator, www.bankratesecuritieslitigation.com (http://www.bankratesecuritieslitigation.com).

If you are a member of the Settlement Class, in order to be eligible to receive a payment under the proposed Settlement, you must submit a Proof of Claim Form *postmarked* no later than January 24, 2015. If you are a Settlement Class Member and do not submit a proper Proof of Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you are a member of the Settlement Class and wish to exclude yourself from the Settlement Class, you must submit a request for exclusion such that it is *received* no later than October 31, 2014, in accordance with the instructions set forth in the Notice. If you properly exclude yourself from the Settlement Class, you will not be bound by any judgments or orders entered by the Court in the Action and you will not be eligible to share in the proceeds of the Settlement.

Any objections to the proposed Settlement, the proposed Plan of Allocation, or Lead Counsel's motion for attorneys' fees and reimbursement of expenses, must be filed with the Court and delivered to Lead Counsel and Defendants' Counsel such that they are *received* no later than October 31, 2014, in accordance with the instructions set forth in the Notice.

Please do not contact the Court, the Clerk's office, Bankrate, or its counsel regarding this notice. All questions about this notice, the proposed Settlement, or your eligibility to participate in the Settlement should be directed to Lead Counsel or the Claims Administrator.

Inquiries, other than requests for the Notice and Proof of Claim Form, should be made to Lead Counsel:

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
John Rizio-Hamilton, Esq.
1285 Avenue of the Americas
New York, NY 10019
1-800-380-8496
blbg@blbglaw.com (http://www.prnewswire.com/news-releases/mailto:blbg@blbglaw.com)

Requests for the Notice and Proof of Claim Form should be made to:

Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.
c/o GCG
P.O. Box 10109
Dublin, OH 43017-3109
1-855-382-6449
www.bankratesecuritieslitigation.com (http://www.bankratesecuritieslitigation.com)

By Order of the Court

SOURCE Bernstein Litowitz Berger & Grossmann LLP

Find this article at:
http://www.prnewswire.com/news-releases/bernstein-litowitz-berger--grossmann-llp-announces-proposed-settlement-of-the-arkansas-teacher-ret-sys-et-al-v-bankrate-inc-et-al-securities-class-action-278643211.html

☐ Check the box to include the list of links referenced in the article.

Exhibit 2

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated, Plaintiffs, v. BANKRATE, INC. et al., Defendants.	Case No. 13-cv-7183 (JSR) **ECF CASE**

DECLARATION OF GEORGE HOPKINS, EXECUTIVE DIRECTOR OF ARKANSAS TEACHER RETIREMENT SYSTEM, IN SUPPORT OF (A) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION; (B) LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES; AND (C) LEAD PLAINTIFF'S REQUEST FOR REIMBURSEMENT OF COSTS AND EXPENSES

I, George Hopkins, hereby declare under penalty of perjury as follows:

1. I am Executive Director of Arkansas Teacher Retirement System ("Arkansas Teachers"), a Court-appointed Lead Plaintiff in this securities class action (the "Action").[1] I submit this declaration in support of (a) Lead Plaintiffs' motion for approval of the proposed Settlement and the proposed Plan of Allocation; (b) Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation

[1] Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (ECF No. 73-1).

expenses; and (c) approval of the request for Arkansas Teachers to recover the reasonable costs and expenses incurred by Arkansas Teachers directly related to its representation of the Settlement Class in this Action.

2. Arkansas Teachers is a public pension fund organized in 1937 to provide retirement, disability, and survivor benefit programs to active and retired public teachers of the State of Arkansas. Arkansas Teachers is responsible for the retirement income of these employees and their beneficiaries. As of June 30, 2014, Arkansas Teachers' defined benefit plans served more than 120,000 active and retired members and their beneficiaries, and Arkansas Teachers had approximately $14.7 billion in assets under management.

I. Lead Plaintiff's Oversight of the Litigation

3. I am aware of and understand the requirements and responsibilities of a lead plaintiff in a securities class action, including those set forth in the Private Securities Litigation Reform Act of 1995. As Executive Director of Arkansas Teachers, I have overseen Arkansas Teachers' service as lead plaintiff in several securities class actions. I have personal knowledge of the matters set forth in this Declaration, as I have been directly involved in monitoring and overseeing the prosecution of the Action as well as the negotiations leading to the Settlement, and I could and would testify competently thereto.

4. On behalf of Arkansas Teachers, I had regular communications with Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), the Court-appointed Lead Counsel for the class, throughout the litigation. Arkansas Teachers, through my

involvement, supervised, monitored, and was actively involved in all material aspects of the prosecution of the Action. Arkansas Teachers received periodic status reports from BLB&G on case developments, and participated in discussions with attorneys from BLB&G concerning the prosecution of the Action, the strengths of and risks to the claims, and potential settlement. In particular, throughout the course of this Action, Arkansas Teachers has, among other things, (a) communicated with BLB&G concerning significant developments in the litigation, including case strategy; (b) reviewed all significant pleadings and briefs filed in the Action; (c) reviewed periodic reports from BLB&G concerning the status of the litigation; and (d) evaluated and approved the proposed settlement of the Action. Arkansas Teachers was kept informed of the progress of the mediation process presided over by the Honorable Layn R. Phillips. Prior to and during the mediation process, I communicated with BLB&G regarding the parties' respective positions and the mediator's recommendation.

II. Arkansas Teachers Strongly Endorses Approval of the Settlement

5. Based on its involvement throughout the prosecution and resolution of the claims asserted in the Action, Arkansas Teachers believes that the proposed Settlement is fair, reasonable and adequate to the Settlement Class. Arkansas Teachers believes that the Settlement represents an excellent recovery for the Settlement Class, particularly in light of the substantial risks of continuing to prosecute the claims in this case. Therefore, Arkansas Teachers strongly endorses approval of the Settlement by the Court.

III. Arkansas Teachers Supports Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses

6. While it is understood that the ultimate determination of Lead Counsel's request for attorneys' fees and expenses rests with the Court, Arkansas Teachers believes that Lead Counsel's requested fee of 25% of the Settlement Fund is reasonable in light of the work they performed on behalf of Lead Plaintiffs and the Settlement Class. Arkansas Teachers has evaluated Lead Counsel's fee request by considering the work performed, the recovery obtained for the Settlement Class in this Action, and the risks of the Action, and has authorized this fee request to the Court for its ultimate determination.

7. Arkansas Teachers further believes that the litigation expenses being requested for reimbursement by Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of the claims in the Action. Based on the foregoing, and consistent with its obligation to the Settlement Class to obtain the best result at the most efficient cost, Arkansas Teachers fully supports Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

8. Arkansas Teachers understands that reimbursement of a lead plaintiff's reasonable costs and expenses is authorized under the Private Securities Litigation Reform Act of 1995, § 78u-4(a)(4). For this reason, in connection with Lead Counsel's request for reimbursement of litigation expenses, Arkansas Teachers seeks reimbursement for the costs and expenses incurred by Arkansas Teachers directly related to its representation of the Settlement Class in the Action.

9. My primary responsibility at Arkansas Teachers involves overseeing all aspects of Arkansas Teachers' operations, including monitoring litigation matters

involving the fund, such as Arkansas Teachers' activities in the securities class actions where (as here) it has been appointed lead plaintiff. The following employees of Arkansas Teachers also participated in the prosecution of this Action: Chris Ausbrooks (Systems Specialist for Arkansas Teachers) and Rod Graves (Investment Manager for Arkansas Teachers).

10. The time that we devoted to the representation of the class in this Action was time that we otherwise would have expected to spend on other work for Arkansas Teachers and, thus, represented a cost to Arkansas Teachers. Arkansas Teachers seeks reimbursement in the amount of $4,270.22 for the time of the following Arkansas Teachers personnel:

Personnel	Hours	Rate[2]	Total
George Hopkins	37	$104.66	$3,872.42
Chris Ausbrooks	4	$41.70	$166.80
Rod Graves	7	$33.00	$231.00
TOTAL	**48**		**$4,270.22**

IV. Conclusion

11. In conclusion, Arkansas Teachers was closely involved throughout the prosecution and settlement of the claims in this Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes that it represents a significant recovery for the Settlement Class. Accordingly, Arkansas Teachers respectfully requests that the Court approve (a) Lead Plaintiffs' motion for final approval of the proposed Settlement and approval of the proposed Plan of Allocation; (b) Lead Counsel's motion for an award of

[2] The hourly rates used for purposes of this request are based on the annual salaries of the respective personnel who worked on this Action.

attorneys' fees and reimbursement of litigation expenses; and (c) Arkansas Teachers' request for reimbursement for the costs and expenses incurred by Arkansas Teachers directly related to its representation of the Settlement Class in the Action, as set forth above.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of Arkansas Teachers.

Executed this 16th day of October 2014.

George Hopkins
Executive Director of Arkansas
Teacher Retirement System

#832241

Exhibit 3

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM and FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, Individually and on Behalf of All Others Similarly Situated, Plaintiffs, v. BANKRATE, INC. et al., Defendants.	Case No. 13-cv-7183 (JSR) **ECF CASE**

DECLARATION OF BECKY VAN WYK, ASSISTANT RETIREMENT ADMINISTRATOR OF FRESNO COUNTY EMPLOYEES' RETIREMENT ASSOCIATION, IN SUPPORT OF (A) LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION; (B) LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES; AND (C) LEAD PLAINTIFF'S REQUEST FOR REIMBURSEMENT OF COSTS AND EXPENSES

I, Becky Van Wyk, hereby declare under penalty of perjury as follows:

1. I am the Assistant Retirement Administrator of the Fresno County Employees' Retirement Association ("Fresno County"), a Court-appointed Lead Plaintiff in this securities class action (the "Action").[1] I submit this declaration in support of (a) Lead Plaintiffs' motion for approval of the proposed Settlement and the proposed Plan of Allocation; (b) Lead Counsel's motion for an award of attorneys' fees and

[1] Unless otherwise indicated herein, capitalized terms shall have those meanings contained in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (ECF No. 73-1).

reimbursement of litigation expenses; and (c) approval of the request for Fresno County to recover the reasonable costs and expenses incurred by Fresno County directly related to its representation of the Settlement Class in this Action.

2. Fresno County is a public pension fund established in 1945 for the benefit of current and retired employees of the County of Fresno, California. Fresno County provides retirement benefits for eligible employees of the County of Fresno, Superior Courts of California Fresno, and for other participating agencies. As of June 30, 2014, Fresno County managed approximately $4 billion in assets for the benefit of its members and their beneficiaries.

I. Lead Plaintiff's Oversight of the Litigation

3. I am aware of and understand the requirements and responsibilities of a lead plaintiff in a securities class action, including those set forth in the Private Securities Litigation Reform Act of 1995. As the Assistant Retirement Administrator of Fresno County, I have overseen Fresno County's service as lead plaintiff in several securities class actions. I have personal knowledge of the matters set forth in this Declaration, as I have been directly involved in monitoring and overseeing the prosecution of the Action as well as the negotiations leading to the Settlement, and I could and would testify competently thereto.

4. On behalf of Fresno County, I had regular communications with Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), the Court-appointed Lead Counsel for the class, throughout the litigation. Fresno County, through my involvement, supervised, monitored, and was actively involved in all material aspects of the prosecution of the

Action. Fresno County received periodic status reports from BLB&G on case developments, and participated in discussions with attorneys from BLB&G concerning the prosecution of the Action, the strengths of and risks to the claims, and potential settlement. In particular, throughout the course of this Action, Fresno County has, among other things, (a) communicated with BLB&G concerning significant developments in the litigation, including case strategy; (b) reviewed all significant pleadings and briefs filed in the Action; (c) reviewed periodic reports from BLB&G concerning the status of the litigation; and (d) evaluated and approved the proposed settlement of the Action. Fresno County was kept informed of the progress of the mediation process presided over by the Honorable Layn R. Phillips. Prior to and during the mediation process, I communicated with BLB&G regarding the parties' respective positions and the mediator's recommendation.

II. Fresno County Strongly Endorses Approval of the Settlement

5. Based on its involvement throughout the prosecution and resolution of the claims asserted in the Action, Fresno County believes that the proposed Settlement is fair, reasonable and adequate to the Settlement Class. Fresno County believes that the Settlement represents an excellent recovery for the Settlement Class, particularly in light of the substantial risks of continuing to prosecute the claims in this case. Therefore, Fresno County strongly endorses approval of the Settlement by the Court.

III. Fresno County Supports Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses

6. While it is understood that the ultimate determination of Lead Counsel's request for attorneys' fees and expenses rests with the Court, Fresno County believes that

Lead Counsel's requested fee of 25% of the Settlement Fund is reasonable in light of the work they performed on behalf of Lead Plaintiffs and the Settlement Class. Fresno County has evaluated Lead Counsel's fee request by considering the work performed, the recovery obtained for the Settlement Class in this Action, and the risks of the Action, and has authorized this fee request to the Court for its ultimate determination.

7. Fresno County further believes that the litigation expenses being requested for reimbursement by Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of the claims in the Action. Based on the foregoing, and consistent with its obligation to the Settlement Class to obtain the best result at the most efficient cost, Fresno County fully supports Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

8. Fresno County understands that reimbursement of a lead plaintiff's reasonable costs and expenses is authorized under the Private Securities Litigation Reform Act of 1995, § 78u-4(a)(4). For this reason, in connection with Lead Counsel's request for reimbursement of litigation expenses, Fresno County seeks reimbursement for the costs and expenses incurred by Fresno County directly related to its representation of the Settlement Class in the Action.

9. My primary responsibility at Fresno County involves overseeing all aspects of Fresno County' operations, including monitoring litigation matters involving the fund, such as Fresno County' activities in the securities class actions where (as here) it has been appointed lead plaintiff. The following employees of Fresno County also participated in the prosecution of this Action: Conor Hinds, Supervising Accountant,

Pam Fine, Senior Accountant, Bryan Anderson, Accountant, and Daljinder Sanghera, Account Clerk II.

10. The time that we devoted to the representation of the class in this Action was time that we otherwise would have expected to spend on other work for Fresno County and, thus, represented a cost to Fresno County. Fresno County seeks reimbursement in the amount of $850.67 for the time of the following Fresno County personnel:

Personnel	Hours	Rate[2]	Total
Becky Van Wyk	3.00	$82.395	$247.19
Conor Hinds	5.25	$63.245	$332.04
Pam Fine	1.50	$58.115	$87.17
Bryan Anderson	1.50	$40.543	$60.81
Daljinder Sanghera	4.00	$30.865	$123.46
TOTAL	**15.25**		**$850.67**

IV. Conclusion

11. In conclusion, Fresno County was closely involved throughout the prosecution and settlement of the claims in this Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes that it represents a significant recovery for the Settlement Class. Accordingly, Fresno County respectfully requests that the Court approve (a) Lead Plaintiffs' motion for final approval of the proposed Settlement and approval of the proposed Plan of Allocation; (b) Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses; and (c) Fresno County' request

[2] The hourly rates used for purposes of this request are based on the annual salaries and benefits of the respective personnel who worked on this Action.

for reimbursement for the costs and expenses incurred by Fresno County directly related to its representation of the Settlement Class in the Action, as set forth above.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that I have authority to execute this Declaration on behalf of Fresno County.

Executed this 15th day of October, 2014.

Becky Van Wyk
Assistant Retirement Administrator
Fresno County Employees'
Retirement Association

#832598

Exhibit 4

EXHIBIT 4

Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.
Case no. 13-cv-7183 (JSR)

BERNSTEIN LITOWTZ BERGER & GROSSMANN LLP

TIME REPORT

Inception through September 30, 2014

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Max W. Berger	88.25	$975.00	$ 86,043.75
Salvatore Graziano	57.50	875.00	50,312.50
Avi Josefson	45.25	700.00	31,675.00
Jeroen Van Kwawegen	106.75	650.00	69,387.50
Blair Nicholas	53.00	875.00	46,375.00
John Rizio-Hamilton	777.75	700.00	544,425.00
Gerald Silk	57.50	875.00	50,312.50
Senior Counsel			
Rochelle Hansen	54.75	700.00	38,325.00
Lauren A. Ormsbee	437.00	625.00	273,125.00
Associates			
Rebecca Boon	211.25	525.00	110,906.25
David L. Duncan	34.75	550.00	19,112.50
Scott Foglietta	102.00	450.00	45,900.00
John Mills	136.75	550.00	75,212.50
Ross Shikowitz	19.25	450.00	8,662.50
Stefanie Sundel	238.50	550.00	131,175.00
Staff Attorneys			
Anne T. Cirasuolo	344.50	395.00	136,077.50
Addison F. Golladay	93.50	375.00	35,062.50
Daniel Murro	334.25	395.00	132,028.75
Karin Page	169.00	375.00	63,375.00
Financial Analysts			
Nick DeFilippis	21.00	500.00	10,500.00
Adam Weinschel	44.00	415.00	18,260.00
Rochelle Moses	41.50	325.00	13,487.50

Investigators			
Chris Altiery	20.50	245.00	5,022.50
Amy Bitkower	193.50	495.00	95,782.50
Lisa C. Burr	330.75	290.00	95,917.50
Jaclyn Chall	50.00	290.00	14,500.00
Joelle (Sfeir) Landino	20.00	290.00	5,800.00
Litigation Support			
Jesse Baidoe	111.25	275.00	30,593.75
Babatunde Pedro	133.00	275.00	36,575.00
Andrea R. Webster	24.00	310.00	7,440.00
Managing Clerk			
Errol Hall	19.75	310.00	6,122.50
Paralegals			
Larry Silvestro	134.00	310.00	41,540.00
Martin Braxton	154.25	245.00	37,791.25
Matthew Mahady	234.00	285.00	66,690.00
Ruben Montilla	213.00	245.00	52,185.00
TOTAL LODESTAR	**5,106.00**		**$2,485,701.25**

#836445

Exhibit 5

BLB&G

Trusted Advocacy. Proven Results.

Bernstein Litowitz Berger & Grossmann LLP

Attorneys at Law

Firm Resume

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TABLE OF CONTENTS

Since our founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has obtained many of the largest monetary recoveries in history – over $25 billion on behalf of investors. Unique among our peers, the firm has obtained the largest settlements ever agreed to by public companies related to securities fraud, including five of the ten largest in history. Working with our clients, we have also used the litigation process to achieve precedent-setting reforms which have increased market transparency, held wrongdoers accountable and improved corporate business practices in groundbreaking ways.

FIRM OVERVIEW

Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"), a national law firm with offices located in New York, California, Louisiana and Illinois, prosecutes class and private actions on behalf of individual and institutional clients. The firm's litigation practice areas include securities class and direct actions in federal and state courts; corporate governance and shareholder rights litigation, including claims for breach of fiduciary duty and proxy violations; mergers and acquisitions and transactional litigation; alternative dispute resolution; distressed debt and bankruptcy; civil rights and employment discrimination; consumer class actions and antitrust. We also handle, on behalf of major institutional clients and lenders, more general complex commercial litigation involving allegations of breach of contract, accountants' liability, breach of fiduciary duty, fraud, and negligence.

We are the nation's leading firm in representing institutional investors in securities fraud class action litigation. The firm's institutional client base includes the New York State Common Retirement Fund; the California Public Employees' Retirement System (CalPERS); the Ontario Teachers' Pension Plan Board (the largest public pension funds in North America); the Los Angeles County Employees Retirement Association (LACERA); the Chicago Municipal, Police and Labor Retirement Systems; the Teacher Retirement System of Texas; the Arkansas Teacher Retirement System; Forsta AP-fonden ("AP1"); Fjarde AP-fonden ("AP4"); the Florida State Board of Administration; the Public Employees' Retirement System of Mississippi; the New York State Teachers' Retirement System; the Ohio Public Employees Retirement System; the State Teachers Retirement System of Ohio; the Oregon Public Employees Retirement System; the Virginia Retirement System; the Louisiana School, State, Teachers and Municipal Police Retirement Systems; the Public School Teachers' Pension and Retirement Fund of Chicago; the New Jersey Division of Investment of the Department of the Treasury; TIAA-CREF and other private institutions; as well as numerous other public and Taft-Hartley pension entities.

MORE TOP SECURITIES RECOVERIES

Since its founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has litigated some of the most complex cases in history and has obtained over $25 billion on behalf of investors. Unique among its peers, the firm has negotiated the largest settlements ever agreed to by public companies related to securities fraud, and obtained five of the ten largest securities recoveries in history:

- *In re WorldCom, Inc. Securities Litigation* – $6.19 billion recovery
- *In re Cendant Corporation Securities Litigation* – $3.3 billion recovery
- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation* – $2.43 billion recovery
- *In re Nortel Networks Corporation Securities Litigation* ("Nortel II") – $1.07 billion recovery

- *In re McKesson HBOC Inc. Securities Litigation* – $1.05 billion recovery

For over a decade, Securities Class Action Services (SCAS – a division of ISS Governance) has compiled and published data on securities litigation recoveries and the law firms prosecuting the cases. BLB&G has been at or near the top of their rankings every year – often with the highest total recoveries, the highest settlement average, or both.

BLB&G also eclipses all competitors on SCAS's "Top 100 Settlements" report, having recovered 41% of all the settlement dollars represented in the report (nearly $23 billion); and having prosecuted more than a third of all the cases on the list (34 of 100).

Giving Shareholders a Voice and Changing Business Practices for the Better

BLB&G was among the first law firms ever to obtain meaningful corporate governance reforms through litigation. In courts throughout the country, we prosecute shareholder class and derivative actions, asserting claims for breach of fiduciary duty and proxy violations wherever the conduct of corporate officers and/or directors, as well as M&A transactions, seek to deprive shareholders of fair value, undermine shareholder voting rights, or allow management to profit at the expense of shareholders.

We have prosecuted seminal cases establishing precedents which have increased market transparency, held wrongdoers accountable, addressed issues in the boardroom and executive suite, challenged unfair deals, and improved corporate business practices in groundbreaking ways.

From setting new standards of director independence, to restructuring board practices in the wake of persistent illegal conduct; from challenging the improper use of defensive measures and deal protections for management's benefit, to confronting stock options backdating abuses and other self-dealing by executives; we have confronted a variety of questionable, unethical and proliferating corporate practices. Seeking to reform faulty management structures and address breaches of fiduciary duty by corporate officers and directors, we have obtained unprecedented victories on behalf of shareholders seeking to improve governance and protect the shareholder franchise.

Advocacy for Victims of Corporate Wrongdoing

While BLB&G is widely recognized as one of the leading law firms worldwide advising institutional investors on issues related to corporate governance, shareholder rights, and securities litigation, we have also prosecuted some of the most significant employment discrimination, civil rights and consumer protection cases on record. Equally important, the firm has advanced novel and socially beneficial principles by developing important new law in the areas in which we litigate.

The firm served as co-lead counsel on behalf of Texaco's African-American employees in *Roberts v. Texaco Inc*., which resulted in a recovery of $176 million, the largest settlement ever in a race discrimination case. The creation of a Task Force to oversee Texaco's human resources activities for five years was unprecedented and served as a model for public companies going forward.

In the consumer field, the firm has gained a nationwide reputation for vigorously protecting the rights of individuals and for achieving exceptional settlements. In several instances, the firm has obtained recoveries for consumer classes that represented the entirety of the class's losses – an extraordinary result in consumer class cases.

PRACTICE AREAS

SECURITIES FRAUD LITIGATION

Securities fraud litigation is the cornerstone of the firm's litigation practice. Since its founding, the firm has had the distinction of having tried and prosecuted many of the most high-profile securities fraud class actions in history, recovering billions of dollars and obtaining unprecedented corporate governance reforms on behalf of our clients. BLB&G continues to play a leading role in major securities litigation pending in federal and state courts, and the firm remains one of the nation's leaders in representing institutional investors in securities fraud class and derivative litigation.

The firm also pursues direct actions in securities fraud cases when appropriate. By selectively opting out of certain securities class actions, we seek to resolve our clients' claims efficiently and for substantial multiples of what they might otherwise recover from related class action settlements.

The attorneys in the securities fraud litigation practice group have extensive experience in the laws that regulate the securities markets and in the disclosure requirements of corporations that issue publicly traded securities. Many of the attorneys in this practice group also have accounting backgrounds. The group has access to state-of-the-art, online financial wire services and databases, which enable it to instantaneously investigate any potential securities fraud action involving a public company's debt and equity securities.

CORPORATE GOVERNANCE AND SHAREHOLDERS' RIGHTS

The Corporate Governance and Shareholders' Rights Practice Group prosecutes derivative actions, claims for breach of fiduciary duty, and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country. The group has obtained unprecedented victories on behalf of shareholders seeking to improve corporate governance and protect the shareholder franchise, prosecuting actions challenging numerous highly publicized corporate transactions which violated fair process and fair price, and the applicability of the business judgment rule. We have also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation. As a result of the firm's high-profile and widely recognized capabilities, the corporate governance practice group is increasingly in demand by institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the board's accountability to shareholders.

The firm is actively involved in litigating numerous cases in this area of law, an area that has become increasingly important in light of efforts by various market participants to buy companies from their public shareholders "on the cheap."

EMPLOYMENT DISCRIMINATION AND CIVIL RIGHTS

The Employment Discrimination and Civil Rights Practice Group prosecutes class and multi-plaintiff actions, and other high-impact litigation against employers and other societal institutions that violate federal or state employment, anti-discrimination, and civil rights laws. The practice group represents diverse clients on a wide range of issues including Title VII actions: race, gender, sexual orientation and age discrimination suits; sexual harassment, and "glass ceiling" cases in which otherwise qualified employees are passed over for promotions to managerial or executive positions.

Bernstein Litowitz Berger & Grossmann LLP is committed to effecting positive social change in the workplace and in society. The practice group has the necessary financial and human resources to ensure that the class action approach to discrimination and civil rights issues is successful. This litigation method serves to empower employees and other civil rights victims, who are usually discouraged from pursuing litigation because of personal financial limitations, and offers the potential for effecting the greatest positive change for the greatest number of people affected by discriminatory practice in the workplace.

General Commercial Litigation and Alternative Dispute Resolution

The General Commercial Litigation practice group provides contingency fee representation in complex business litigation and has obtained substantial recoveries on behalf of investors, corporations, bankruptcy trustees, creditor committees and other business entities. We have faced down powerful and well-funded law firms and defendants – and consistently prevailed. However, not every dispute is best resolved through the courts. In such cases, BLB&G Alternative Dispute practitioners offer clients an accomplished team and a creative venue in which to resolve conflicts outside of the litigation process. BLB&G has extensive experience – and a marked record of successes – in ADR practice. For example, in the wake of the credit crisis, we successfully represented numerous former executives of a major financial institution in arbitrations relating to claims for compensation. Our attorneys have led complex business-to-business arbitrations and mediations domestically and abroad representing clients before all the major arbitration tribunals, including the American Arbitration Association (AAA), FINRA, JAMS, International Chamber of Commerce (ICC) and the London Court of International Arbitration.

Distressed Debt and Bankruptcy Creditor Negotiation

The BLB&G Distressed Debt and Bankruptcy Creditor Negotiation Group has obtained billions of dollars through litigation on behalf of bondholders and creditors of distressed and bankrupt companies, as well as through third-party litigation brought by bankruptcy trustees and creditors' committees against auditors, appraisers, lawyers, officers and directors, and other defendants who may have contributed to client losses. As counsel, we advise institutions and individuals nationwide in developing strategies and tactics to recover assets presumed lost as a result of bankruptcy. Our record in this practice area is characterized by extensive trial experience in addition to completion of successful settlements.

Consumer Advocacy

The Consumer Advocacy Practice Group at Bernstein Litowitz Berger & Grossmann LLP prosecutes cases across the entire spectrum of consumer rights, consumer fraud, and consumer protection issues. The firm represents victimized consumers in state and federal courts nationwide in individual and class action lawsuits that seek to provide consumers and purchasers of defective products with a means to recover their damages. The attorneys in this group are well versed in the vast array of laws and regulations that govern consumer interests and are aggressive, effective, court-tested litigators. The Consumer Practice Advocacy Group has recovered hundreds of millions of dollars for millions of consumers throughout the country. Most notably, in a number of cases, the firm has obtained recoveries for the class that were the entirety of the potential damages suffered by the consumer. For example, in actions against MCI and Empire Blue Cross, the firm recovered all of the damages suffered by the class. The group achieved its successes by advancing innovative claims and theories of liabilities, such as obtaining decisions in Pennsylvania and Illinois appellate courts that adopted a new theory of consumer damages in mass marketing cases. Bernstein Litowitz Berger & Grossmann LLP is, thus, able to lead the way in protecting the rights of consumers.

THE COURTS SPEAK

Throughout the firm's history, many courts have recognized the professional excellence and diligence of the firm and its members. A few examples are set forth below.

IN RE WORLDCOM, INC. SECURITIES LITIGATION

THE HONORABLE DENISE COTE OF THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

"I have the utmost confidence in plaintiffs' counsel…they have been doing a superb job…. The Class is extraordinarily well represented in this litigation."

"The magnitude of this settlement is attributable in significant part to Lead Counsel's advocacy and energy…. The quality of the representation given by Lead Counsel...has been superb...and is unsurpassed in this Court's experience with plaintiffs' counsel in securities litigation."

"Lead Counsel has been energetic and creative. . . . Its negotiations with the Citigroup Defendants have resulted in a settlement of historic proportions."

IN RE CLARENT CORPORATION SECURITIES LITIGATION

THE HONORABLE CHARLES R. BREYER OF THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF CALIFORNIA

"It was the best tried case I've witnessed in my years on the bench . . ."

"[A]n extraordinarily civilized way of presenting the issues to you [the jury]. . . . We've all been treated to great civility and the highest professional ethics in the presentation of the case…."

"These trial lawyers are some of the best I've ever seen."

LANDRY'S RESTAURANTS, INC. SHAREHOLDER LITIGATION

VICE CHANCELLOR J. TRAVIS LASTER OF THE DELAWARE COURT OF CHANCERY

"I do want to make a comment again about the excellent efforts . . . put into this case. . . . This case, I think, shows precisely the type of benefits that you can achieve for stockholders and how representative litigation can be a very important part of our corporate governance system . . . you hold up this case as an example of what to do."

MCCALL V. SCOTT (COLUMBIA/HCA DERIVATIVE LITIGATION)

THE HONORABLE THOMAS A. HIGGINS OF THE UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF TENNESSEE

"Counsel's excellent qualifications and reputations are well documented in the record, and they have litigated this complex case adeptly and tenaciously throughout the six years it has been pending. They assumed an enormous risk and have shown great patience by taking this case on a contingent basis, and despite an early setback they have persevered and brought about not only a large cash settlement but sweeping corporate reforms that may be invaluable to the beneficiaries."

RECENT ACTIONS & SIGNIFICANT RECOVERIES

Bernstein Litowitz Berger & Grossmann LLP is counsel in many diverse nationwide class and individual actions and has obtained many of the largest and most significant recoveries in history. Some examples from our practice groups include:

SECURITIES CLASS ACTIONS

CASE: ***IN RE WORLDCOM, INC. SECURITIES LITIGATION***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: $6.19 billion securities fraud class action recovery – the second largest in history; unprecedented recoveries from Director Defendants.

CASE SUMMARY: Investors suffered massive losses in the wake of the financial fraud and subsequent bankruptcy of former telecom giant WorldCom, Inc. This litigation alleged that WorldCom and others disseminated false and misleading statements to the investing public regarding its earnings and financial condition in violation of the federal securities and other laws. It further alleged a nefarious relationship between Citigroup subsidiary Salomon Smith Barney and WorldCom, carried out primarily by Salomon employees involved in providing investment banking services to WorldCom, and by WorldCom's former CEO and CFO. As Court-appointed Co-Lead Counsel representing Lead Plaintiff the **New York State Common Retirement Fund**, we obtained unprecedented settlements totaling more than $6 billion from the Investment Bank Defendants who underwrote WorldCom bonds, including a $2.575 billion cash settlement to settle all claims against the Citigroup Defendants. On the eve of trial, the 13 remaining "Underwriter Defendants," including J.P. Morgan Chase, Deutsche Bank and Bank of America, agreed to pay settlements totaling nearly $3.5 billion to resolve all claims against them. Additionally, the day before trial was scheduled to begin, all of the former WorldCom Director Defendants had agreed to pay over $60 million to settle the claims against them. An unprecedented first for outside directors, $24.75 million of that amount came out of the pockets of the individuals – 20% of their collective net worth. *The Wall Street Journal*, in its coverage, profiled the settlement as literally having "shaken Wall Street, the audit profession and corporate boardrooms." After four weeks of trial, Arthur Andersen, WorldCom's former auditor, settled for $65 million. Subsequent settlements were reached with the former executives of WorldCom, and then with Andersen, bringing the total obtained for the Class to over $6.19 billion.

CASE: ***IN RE CENDANT CORPORATION SECURITIES LITIGATION***

COURT: **United States District Court for the District of New Jersey**

HIGHLIGHTS: $3.3 billion securities fraud class action recovery – the third largest in history; significant corporate governance reforms obtained.

CASE SUMMARY: The firm was Co-Lead Counsel in this class action against Cendant Corporation, its officers and directors and Ernst & Young (E&Y), its auditors, for their role in disseminating materially false and misleading financial statements concerning the company's revenues, earnings and expenses for its 1997 fiscal year. As a result of company-wide accounting irregularities, Cendant restated its financial results for its 1995, 1996 and 1997 fiscal years and all fiscal quarters therein. Cendant agreed to settle the action for $2.8 billion to adopt some of the most extensive corporate governance changes in history. E&Y settled for $335 million. These settlements remain the largest sums ever recovered from a public company and a public accounting firm through securities class action litigation. BLB&G represented Lead Plaintiffs **CalPERS –** the **California Public Employees' Retirement System**, the **New York State Common Retirement Fund** and the **New York City Pension Funds**, the three largest public pension funds in America, in this action.

CASE: ***IN RE BANK OF AMERICA CORP. SECURITIES, DERIVATIVE, AND EMPLOYEE RETIREMENT INCOME SECURITY ACT (ERISA) LITIGATION***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: $2.425 billion in cash; significant corporate governance reforms to resolve all claims. This recovery is by far the largest shareholder recovery related to the subprime meltdown and credit crisis; the single largest securities class action settlement ever resolving a Section 14(a) claim – the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation; the largest ever funded by a single corporate defendant for violations of the federal securities laws; the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; and one of the 10 largest securities class action recoveries in history.

DESCRIPTION: The firm represented Co-Lead Plaintiffs the **State Teachers Retirement System of Ohio**, the **Ohio Public Employees Retirement System**, and the **Teacher Retirement System of Texas** in this securities class action filed on behalf of shareholders of Bank of America Corporation ("BAC") arising from BAC's 2009 acquisition of Merrill Lynch & Co., Inc. The action alleges that BAC, Merrill Lynch, and certain of the companies' current and former officers and directors violated the federal securities laws by making a series of materially false statements and omissions in connection with the acquisition. These violations included the alleged failure to disclose information regarding billions of dollars of losses which Merrill had suffered before the BAC shareholder vote on the proposed acquisition, as well as an undisclosed agreement allowing Merrill to pay billions in bonuses before the acquisition closed despite these losses. Not privy to these material facts, BAC shareholders voted to approve the acquisition.

CASE: ***IN RE NORTEL NETWORKS CORPORATION SECURITIES LITIGATION ("NORTEL II")***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: Over $1.07 billion in cash and common stock recovered for the class.

DESCRIPTION: This securities fraud class action charged Nortel Networks Corporation and certain of its officers and directors with violations of the Securities Exchange Act of 1934, alleging that the Defendants knowingly or recklessly made false and misleading statements with respect to Nortel's financial results during the relevant period. BLB&G clients the **Ontario Teachers' Pension Plan Board** and the **Treasury of the State of New Jersey and its Division of Investment** were appointed as Co-Lead Plaintiffs for the Class in one of two related actions (Nortel II), and BLB&G was appointed Lead Counsel for the Class. In a historic settlement, Nortel agreed to pay $2.4 billion in cash and Nortel common stock (all figures in US dollars) to resolve both matters. Nortel later announced that its insurers had agreed to pay $228.5 million toward the settlement, bringing the total amount of the global settlement to approximately $2.7 billion, and the total amount of the Nortel II settlement to over $1.07 billion.

CASE: ***IN RE MCKESSON HBOC, INC. SECURITIES LITIGATION***

COURT: **United States District Court for the Northern District of California**

HIGHLIGHTS: $1.05 billion recovery for the class.

DESCRIPTION: This securities fraud litigation was filed on behalf of purchasers of HBOC, McKesson and McKesson HBOC securities, alleging that Defendants misled the investing public concerning HBOC's and McKesson HBOC's financial results. On behalf of Lead Plaintiff the **New York State Common Retirement Fund**, BLB&G obtained a $960 million settlement from the company; $72.5 million in cash from Arthur Andersen; and, on the eve of trial, a $10 million settlement from Bear Stearns & Co. Inc., with total recoveries reaching more than $1 billion.

CASE: ***IN RE LEHMAN BROTHERS EQUITY/DEBT SECURITIES LITIGATION***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: $735 million in total recoveries.

DESCRIPTION: Representing the **Government of Guam Retirement Fund**, BLB&G successfully prosecuted this securities class action arising from Lehman Brothers Holdings Inc.'s issuance of billions of dollars in offerings of debt and equity securities that were sold using offering materials that contained untrue statements and missing material information.

After four years of intense litigation, Lead Plaintiffs achieved a total of $735 million in recoveries consisting of: a $426 million settlement with underwriters of Lehman securities offerings; a $90 million settlement with former Lehman directors and officers; a $99 million settlement that resolves claims against Ernst & Young, Lehman's former auditor (considered one of the top 10 auditor settlements ever achieved); and a $120 million settlement that resolves claims against UBS Financial Services, Inc. This recovery is truly remarkable not only because of the difficulty in recovering assets when the issuer defendant is bankrupt, but also because no financial results were restated, and that the auditors never disavowed the statements.

CASE: ***HEALTHSOUTH CORPORATION BONDHOLDER LITIGATION***

COURT: **United States District Court for the Northern District of Alabama**

HIGHLIGHTS: $804.5 million in total recoveries.

DESCRIPTION: In this litigation, BLB&G was the appointed Co-Lead Counsel for the bond holder class, representing Lead Plaintiff the **Retirement Systems of Alabama**. This action arose from allegations that Birmingham, Alabama based HealthSouth Corporation overstated its earnings at the direction of its founder and former CEO Richard Scrushy. Subsequent revelations disclosed that the overstatement actually exceeded over $2.4 billion, virtually wiping out all of HealthSouth's reported profits for the prior five years. A total recovery of $804.5 million was obtained in this litigation through a series of settlements, including an approximately $445 million settlement for shareholders and bondholders, a $100 million in cash settlement from UBS AG, UBS Warburg LLC, and individual UBS Defendants (collectively, "UBS"), and $33.5 million in cash from the company's auditor. The total settlement for injured HealthSouth bond purchasers exceeded $230 million, recouping over a third of bond purchaser damages.

CASE: ***IN RE CITIGROUP, INC. BOND ACTION LITIGATION***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: $730 million cash recovery; second largest recovery in a litigation arising from the financial crisis.

DESCRIPTION: In the years prior to the collapse of the subprime mortgage market, Citigroup issued 48 offerings of preferred stock and bonds. This securities fraud class action was filed on behalf of purchasers of Citigroup bonds and preferred stock alleging that these offerings contained material misrepresentations and omissions regarding Citigroup's exposure to billions of dollars in mortgage-related assets, the loss reserves for its portfolio of high-risk residential mortgage loans, and the credit quality of the risky assets it held in off-balance sheet entities known as "structured investment vehicles." After protracted litigation lasting four years, we obtained a $730 million cash recovery – the second largest securities class action recovery in a litigation arising from the financial crisis, and the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. As Lead Bond Counsel for the Class, BLB&G represented Lead Bond Plaintiffs Minneapolis Firefighters' Relief Association, Louisiana Municipal Police Employees' Retirement System, and Louisiana Sheriffs' Pension and Relief Fund.

CASE: ***IN RE WASHINGTON PUBLIC POWER SUPPLY SYSTEM LITIGATION***

COURT: **United States District Court for the District of Arizona**

HIGHLIGHTS: Over $750 million – the largest securities fraud settlement ever achieved at the time

DESCRIPTION: BLB&G was appointed Chair of the Executive Committee responsible for litigating the action on behalf of the class in this action. The case was litigated for over seven years, and involved an estimated 200 million pages of documents produced in discovery; the depositions of 285 fact witnesses and 34 expert witnesses; more than 25,000 introduced exhibits; six published district court opinions; seven appeals or attempted appeals to the Ninth Circuit; and a three-month jury trial, which resulted in a settlement of over $750 million – then the largest securities fraud settlement ever achieved.

CASE: ***IN RE SCHERING-PLOUGH CORPORATION/ENHANCE SECURITIES LITIGATION; IN RE MERCK & CO., INC. VYTORIN/ZETIA SECURITIES LITIGATION***

COURT: **United States District Court for the District of New Jersey**

HIGHLIGHTS: $688 million in combined settlements (Schering-Plough settled for $473 million; Merck settled for $215 million) in this coordinated securities fraud litigations filed on behalf of investors in Merck and Schering-Plough

DESCRIPTION: After nearly five years of intense litigation, just days before trial, BLB&G resolved the two actions against Merck and Schering-Plough, which stemmed from claims that Merck and Schering artificially inflated their market value by concealing material information and making false and misleading statements regarding their blockbuster anti-cholesterol drugs Zetia and Vytorin. Specifically, we alleged that the companies knew that their "ENHANCE" clinical trial of Vytorin (a combination of Zetia and a generic) demonstrated that Vytorin was no more effective than the cheaper generic at reducing artery thickness. The companies nonetheless championed the "benefits" of their drugs, attracting billions of dollars of capital. When public pressure to release the results of the ENHANCE trial became too great, the companies reluctantly announced these negative results, which we alleged led to sharp declines in the value of the companies' securities, resulting in significant losses to investors. The combined $688 million in settlements (Schering-Plough settled for $473 million; Merck settled for $215 million) is the second largest securities recovery ever in the Third Circuit, among the top 25 settlements of all time, and among the ten largest recoveries ever in a case where there was no financial restatement. BLB&G represented

Lead Plaintiffs **Arkansas Teacher Retirement System,** the **Public Employees' Retirement System of Mississippi,** and the **Louisiana Municipal Police Employees' Retirement System**.

CASE: ***IN RE LUCENT TECHNOLOGIES, INC. SECURITIES LITIGATION***

COURT: **United States District Court for the District of New Jersey**

HIGHLIGHTS: $667 million in total recoveries; the appointment of BLB&G as Co-Lead Counsel is especially noteworthy as it marked the first time since the 1995 passage of the Private Securities Litigation Reform Act that a court reopened the lead plaintiff or lead counsel selection process to account for changed circumstances, new issues and possible conflicts between new and old allegations.

DESCRIPTION: BLB&G served as Co-Lead Counsel in this securities class action, representing Lead Plaintiffs the **Parnassus Fund**, **Teamsters Locals 175 & 505 D&P Pension Trust**, **Anchorage Police and Fire Retirement System** and the **Louisiana School Employees' Retirement System.** The complaint accused Lucent of making false and misleading statements to the investing public concerning its publicly reported financial results and failing to disclose the serious problems in its optical networking business. When the truth was disclosed, Lucent admitted that it had improperly recognized revenue of nearly $679 million in fiscal 2000. The settlement obtained in this case is valued at approximately $667 million, and is composed of cash, stock and warrants.

CASE:	***IN RE WACHOVIA PREFERRED SECURITIES AND BOND/NOTES LITIGATION***
COURT:	**United States District Court for the Southern District of New York**
HIGHLIGHTS:	$627 million recovery – among the 20 largest securities class action recoveries in history; third largest recovery obtained in an action arising from the subprime mortgage crisis.
DESCRIPTION:	This securities class action was filed on behalf of investors in certain Wachovia bonds and preferred securities against Wachovia Corp., certain former officers and directors, various underwriters, and its auditor, KPMG LLP. The case alleges that Wachovia provided offering materials that misrepresented and omitted material facts concerning the nature and quality of Wachovia's multi-billion dollar option-ARM (adjustable rate mortgage) "Pick-A-Pay" mortgage loan portfolio, and that Wachovia's loan loss reserves were materially inadequate. According to the Complaint, these undisclosed problems threatened the viability of the financial institution, requiring it to be "bailed out" during the financial crisis before it was acquired by Wells Fargo. The combined $627 million recovery obtained in the action is among the 20 largest securities class action recoveries in history, the largest settlement ever in a class action case asserting only claims under the Securities Act of 1933, and one of a handful of securities class action recoveries obtained where there were no parallel civil or criminal actions brought by government authorities. The firm represented Co-Lead Plaintiffs **Orange County Employees Retirement System** and **Louisiana Sheriffs' Pension and Relief Fund** in this action.

CASE:	***OHIO PUBLIC EMPLOYEES RETIREMENT SYSTEM V. FREDDIE MAC***
COURT:	**United States District Court for the Southern District of Ohio**
HIGHLIGHTS:	$410 million settlement
DESCRIPTION:	This securities fraud class action was filed on behalf of the **Ohio Public Employees Retirement System** and the **State Teachers Retirement System of Ohio** alleging that Federal Home Loan Mortgage Corporation ("Freddie Mac") and certain of its current and former officers issued false and misleading statements in connection with the company's previously reported financial results. Specifically, the Complaint alleged that the Defendants misrepresented the company's operations and financial results by having engaged in numerous improper transactions and accounting machinations that violated fundamental GAAP precepts in order to artificially smooth the company's earnings and to hide earnings volatility. In connection with these improprieties, Freddie Mac restated more than $5 billion in earnings. A settlement of $410 million was reached in the case just as deposition discovery had begun and document review was complete.

CASE:	***IN RE REFCO, INC. SECURITIES LITIGATION***
COURT:	**United States District Court for the Southern District of New York**
HIGHLIGHTS:	Over $407 million in total recoveries.
DESCRIPTION:	The lawsuit arises from the revelation that Refco, a once prominent brokerage, had for years secreted hundreds of millions of dollars of uncollectible receivables with a related entity controlled by Phillip Bennett, the company's Chairman and Chief Executive Officer. This revelation caused the stunning collapse of the company a mere two months after its initial public offering of common stock. As a result, Refco filed one of the largest bankruptcies in U.S. history. Settlements have been obtained from multiple company and individual defendants, resulting in a total recovery for the class of over $407 million. BLB&G represented Co-Lead Plaintiff **RH Capital Associates LLC**.

CORPORATE GOVERNANCE AND SHAREHOLDERS' RIGHTS

CASE: ***UNITEDHEALTH GROUP, INC. SHAREHOLDER DERIVATIVE LITIGATION***

COURT: **United States District Court for the District of Minnesota**

HIGHLIGHTS: Litigation recovered over $920 million in ill-gotten compensation directly from former officers for their roles in illegally backdating stock options, while the company agreed to far-reaching reforms aimed at curbing future executive compensation abuses.

DESCRIPTION: This shareholder derivative action filed against certain current and former executive officers and members of the Board of Directors of UnitedHealth Group, Inc. alleged that the Defendants obtained, approved and/or acquiesced in the issuance of stock options to senior executives that were unlawfully backdated to provide the recipients with windfall compensation at the direct expense of UnitedHealth and its shareholders. The firm recovered over $920 million in ill-gotten compensation directly from the former officer Defendants – the largest derivative recovery in history. As feature coverage in *The New York Times* indicated, "investors everywhere should applaud [the UnitedHealth settlement]….[T]he recovery sets a standard of behavior for other companies and boards when performance pay is later shown to have been based on ephemeral earnings." The Plaintiffs in this action were the **St. Paul Teachers' Retirement Fund Association**, the **Public Employees' Retirement System of Mississippi**, the **Jacksonville Police & Fire Pension Fund**, the **Louisiana Sheriffs' Pension & Relief Fund**, the **Louisiana Municipal Police Employees' Retirement System** and **Fire & Police Pension Association of Colorado**.

CASE: ***CAREMARK MERGER LITIGATION***

COURT: **Delaware Court of Chancery – New Castle County**

HIGHLIGHTS: Landmark Court ruling orders Caremark's board to disclose previously withheld information, enjoins shareholder vote on CVS merger offer, and grants statutory appraisal rights to Caremark shareholders. The litigation ultimately forced CVS to raise offer by $7.50 per share, equal to more than $3.3 billion in additional consideration to Caremark shareholders.

DESCRIPTION: Commenced on behalf of the **Louisiana Municipal Police Employees' Retirement System** and other shareholders of Caremark RX, Inc. ("Caremark"), this shareholder class action accused the company's directors of violating their fiduciary duties by approving and endorsing a proposed merger with CVS Corporation ("CVS"), all the while refusing to fairly consider an alternative transaction proposed by another bidder. In a landmark decision, the Court ordered the Defendants to disclose material information that had previously been withheld, enjoined the shareholder vote on the CVS transaction until the additional disclosures occurred, and granted statutory appraisal rights to Caremark's shareholders—forcing CVS to increase the consideration offered to shareholders by $7.50 per share in cash (over $3 billion in total).

CASE: ***IN RE PFIZER INC. SHAREHOLDER DERIVATIVE LITIGATION***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: Landmark settlement in which Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board that will be supported by a dedicated $75 million fund.

DESCRIPTION: In the wake of Pfizer's agreement to pay $2.3 billion as part of a settlement with the U.S. Department of Justice to resolve civil and criminal charges relating to the illegal marketing of at least 13 of the company's most important drugs (the largest such fine ever imposed), this shareholder derivative action was filed against Pfizer's senior management and Board alleging they breached their fiduciary duties to Pfizer by, among other things, allowing unlawful promotion of drugs to continue after receiving numerous "red flags" that Pfizer's improper drug marketing was systemic and widespread. The suit was brought by Court-appointed Lead Plaintiffs **Louisiana**

Sheriffs' Pension and Relief Fund and **Skandia Life Insurance Company, Ltd.** In an unprecedented settlement reached by the parties, the Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board of Directors (the "Regulatory Committee") to oversee and monitor Pfizer's compliance and drug marketing practices and to review the compensation policies for Pfizer's drug sales related employees.

CASE: ***IN RE EL PASO CORP. SHAREHOLDER LITIGATION***

COURT: **Delaware Court of Chancery – New Castle County**

HIGHLIGHTS: Landmark Delaware ruling chastises Goldman Sachs for M&A conflicts of interest.

DESCRIPTION: This case aimed a spotlight on ways that financial insiders – in this instance, Wall Street titan Goldman Sachs – game the system. The Delaware Chancery Court harshly rebuked Goldman for ignoring blatant conflicts of interest while advising their corporate clients on Kinder Morgan's high-profile acquisition of El Paso Corporation. As a result of the lawsuit, Goldman was forced to relinquish a $20 million advisory fee, and BLB&G obtained a $110 million cash settlement for El Paso shareholders – one of the highest merger litigation damage recoveries in Delaware history.

CASE: ***IN RE DELPHI FINANCIAL GROUP SHAREHOLDER LITIGATION***

COURT: **Delaware Court of Chancery – New Castle County**

HIGHLIGHTS: Dominant shareholder is blocked from collecting a payoff at the expense of minority investors.

DESCRIPTION: As the Delphi Financial Group prepared to be acquired by Tokio Marine Holdings Inc., the conduct of Delphi's founder and controlling shareholder drew the scrutiny of BLB&G and its institutional investor clients for improperly using the transaction to expropriate at least $55 million at the expense of the public shareholders. BLB&G aggressively litigated this action and obtained a settlement of $49 million for Delphi's public shareholders. The settlement fund is equal to about 90% of recoverable Class damages – a virtually unprecedented recovery.

CASE: ***QUALCOMM BOOKS & RECORDS LITIGATION***

COURT: **Delaware Court of Chancery – New Castle County**

HIGHLIGHTS: Novel use of "books and records" litigation enhances disclosure of political spending and transparency.

DESCRIPTION: The U.S. Supreme Court's controversial 2010 opinion in *Citizens United v. FEC* made it easier for corporate directors and executives to secretly use company funds – shareholder assets – to support personally favored political candidates or causes. BLB&G prosecuted the first-ever "books and records" litigation to obtain disclosure of corporate political spending at our client's portfolio company – technology giant Qualcomm Inc. – in response to Qualcomm's refusal to share the information. As a result of the lawsuit, Qualcomm adopted a policy that provides its shareholders with comprehensive disclosures regarding the company's political activities and places Qualcomm as a standard-bearer for other companies.

CASE: ***IN RE NEWS CORP. SHAREHOLDER DERIVATIVE LITIGATION***

COURT: **Delaware Court of Chancery – Kent County**

HIGHLIGHTS: An unprecedented settlement in which News Corp. recoups $139 million and enacts significant corporate governance reforms that combat self-dealing in the boardroom

DESCRIPTION: Following News Corp.'s 2011 acquisition of a company owned by News Corp. Chairman and CEO Rupert Murdoch's daughter, and the phone-hacking scandal within its British newspaper division, we filed a derivative litigation on behalf of the company because of institutional shareholder

concern with the conduct of News Corp.'s management. We ultimately obtained an unprecedented settlement in which News Corp. recouped $139 million for the company coffers, and agreed to enact corporate governance enhancements to strengthen its compliance structure, the independence and functioning of its board, and the compensation and clawback policies for management.

CASE: ***IN RE ACS SHAREHOLDER LITIGATION (XEROX)***

COURT: **Delaware Court of Chancery – New Castle County**

HIGHLIGHTS: BLB&G challenged an attempt by ACS CEO to extract a premium on his stock not shared with the company's public shareholders in a sale of ACS to Xerox. On the eve of trial, BLB&G obtained a $69 million recovery, with a substantial portion of the settlement personally funded by the CEO.

DESCRIPTION: Filed on behalf of the **New Orleans Employees' Retirement System** and similarly situated shareholders of Affiliated Computer Service, Inc., this action alleged that members of the Board of Directors of ACS breached their fiduciary duties by approving a merger with Xerox Corporation which would allow Darwin Deason, ACS's founder and Chairman and largest stockholder, to extract hundreds of millions of dollars of value that rightfully belongs to ACS's public shareholders for himself. Per the agreement, Deason's consideration amounted to over a 50% premium when compared to the consideration paid to ACS's public stockholders. The ACS Board further breached its fiduciary duties by agreeing to certain deal protections in the merger agreement that essentially locked up the transaction between ACS and Xerox. After seeking a preliminary injunction to enjoin the deal and engaging in intense discovery and litigation in preparation for a looming trial date, Plaintiffs reached a global settlement with Defendants for $69 million. In the settlement, Deason agreed to pay $12.8 million, while ACS agreed to pay the remaining $56.1 million.

CASE: ***IN RE DOLLAR GENERAL CORPORATION SHAREHOLDER LITIGATION***

COURT: **Sixth Circuit Court for Davidson County, Tennessee; Twentieth Judicial District, Nashville**

HIGHLIGHTS: Holding Board accountable for accepting below-value "going private" offer

DESCRIPTION: A Nashville, Tennessee corporation that operates retail stores selling discounted household goods, in early March 2007, Dollar General announced that its Board of Directors had approved the acquisition of the company by the private equity firm Kohlberg Kravis Roberts & Co. ("KKR"). BLB&G, as Co-Lead Counsel for the **City of Miami General Employees' & Sanitation Employees' Retirement Trust**, filed a class action complaint alleging that the "going private" offer was approved as a result of breaches of fiduciary duty by the board and that the price offered by KKR did not reflect the fair value of Dollar General's publicly-held shares. On the eve of the summary judgment hearing, KKR agreed to pay a $40 million settlement in favor of the shareholders, with a potential for $17 million more for the Class.

CASE: ***LANDRY'S RESTAURANTS, INC. SHAREHOLDER LITIGATION***

COURT: **Delaware Court of Chancery – New Castle County**

HIGHLIGHTS: Protecting shareholders from predatory CEO's multiple attempts to take control of Landry's Restaurants through improper means. Our litigation forced the CEO to increase his buyout offer by four times the price offered and obtained an additional $14.5 million cash payment for the class.

DESCRIPTION: In this derivative and shareholder class action, shareholders alleged that Tilman J. Fertitta – chairman, CEO and largest shareholder of Landry's Restaurants, Inc. – and its Board of Directors stripped public shareholders of their controlling interest in the company for no premium and severely devalued remaining public shares in breach of their fiduciary duties. BLB&G's prosecution of the action on behalf of Plaintiff **Louisiana Municipal Police Employees' Retirement System** resulted in recoveries that included the creation of a settlement fund composed of $14.5 million in cash, as well as significant corporate governance reforms and an increase in consideration to shareholders of the purchase price valued at $65 million.

EMPLOYMENT DISCRIMINATION AND CIVIL RIGHTS

CASE: ***ROBERTS V. TEXACO, INC.***

COURT: **United States District Court for the Southern District of New York**

HIGHLIGHTS: BLB&G recovered $170 million on behalf of Texaco's African-American employees and engineered the creation of an independent "Equality and Tolerance Task Force" at the company.

DESCRIPTION: Six highly qualified African-American employees filed a class action complaint against Texaco Inc. alleging that the company failed to promote African-American employees to upper level jobs and failed to compensate them fairly in relation to Caucasian employees in similar positions. BLB&G's prosecution of the action revealed that African-Americans were significantly under-represented in high level management jobs and that Caucasian employees were promoted more frequently and at far higher rates for comparable positions within the company. The case settled for over $170 million, and Texaco agreed to a Task Force to monitor its diversity programs for five years – a settlement described as the most significant race discrimination settlement in history.

CASE: ***ECOA - GMAC/NMAC/FORD/TOYOTA/CHRYSLER - CONSUMER FINANCE DISCRIMINATION LITIGATION***

COURT: **Multiple jurisdictions**

HIGHLIGHTS: Landmark litigation in which financing arms of major auto manufacturers are compelled to cease discriminatory "kick-back" arrangements with dealers, leading to historic changes to auto financing practices nationwide.

DESCRIPTION: The cases involve allegations that the lending practices of General Motors Acceptance Corporation, Nissan Motor Acceptance Corporation, Ford Motor Credit, Toyota Motor Credit and DaimlerChrysler Financial cause African-American and Hispanic car buyers to pay millions of dollars more for car loans than similarly situated white buyers. At issue is a discriminatory kickback system under which minorities typically pay about 50% more in dealer mark-up which is shared by auto dealers with the Defendants.

NMAC: The United States District Court for the Middle District of Tennessee granted final approval of the settlement of the class action against Nissan Motor Acceptance Corporation ("NMAC") in which NMAC agreed to offer pre-approved loans to hundreds of thousands of current and potential African-American and Hispanic NMAC customers, and limit how much it raises the interest charged to car buyers above the company's minimum acceptable rate.

GMAC: The United States District Court for the Middle District of Tennessee granted final approval of a settlement of the litigation against General Motors Acceptance Corporation ("GMAC") in which GMAC agreed to take the historic step of imposing a 2.5% markup cap on loans with terms up to 60 months, and a cap of 2% on extended term loans. GMAC also agreed to institute a substantial credit pre-approval program designed to provide special financing rates to minority car buyers with special rate financing.

DAIMLERCHRYSLER: The United States District Court for the District of New Jersey granted final approval of the settlement in which DaimlerChrysler agreed to implement substantial changes to the company's practices, including limiting the maximum amount of mark-up dealers may charge customers to between 1.25% and 2.5% depending upon the length of the customer's loan. In addition, the company agreed to send out pre-approved credit offers of no-markup loans to African-American and Hispanic consumers, and contribute $1.8 million to provide consumer education and assistance programs on credit financing.

FORD MOTOR CREDIT: The United States District Court for the Southern District of New York granted final approval of a settlement in which Ford Credit agreed to make contract disclosures informing consumers that the customer's Annual Percentage Rate ("APR") may be negotiated and that sellers may assign their contracts and retain rights to receive a portion of the finance charge.

CLIENTS AND FEES

We are firm believers in the contingency fee as a socially useful, productive and satisfying basis of compensation for legal services, particularly in litigation. Wherever appropriate, even with our corporate clients, we will encourage retention where our fee is contingent on the outcome of the litigation. This way, it is not the number of hours worked that will determine our fee, but rather the result achieved for our client.

Our clients include many large and well known financial and lending institutions and pension funds, as well as privately-held companies that are attracted to our firm because of our reputation, expertise and fee structure. Most of the firm's clients are referred by other clients, law firms and lawyers, bankers, investors and accountants. A considerable number of clients have been referred to the firm by former adversaries. We have always maintained a high level of independence and discretion in the cases we decide to prosecute. As a result, the level of personal satisfaction and commitment to our work is high.

IN THE PUBLIC INTEREST

Bernstein Litowitz Berger & Grossmann LLP is guided by two principles: excellence in legal work and a belief that the law should serve a socially useful and dynamic purpose. Attorneys at the firm are active in academic, community and *pro bono* activities, as well as participating as speakers and contributors to professional organizations. In addition, the firm endows a public interest law fellowship and sponsors an academic scholarship at Columbia Law School.

BERNSTEIN LITOWITZ BERGER & GROSSMANN PUBLIC INTEREST LAW FELLOWS

COLUMBIA LAW SCHOOL – BLB&G is committed to fighting discrimination and effecting positive social change. In support of this commitment, the firm donated funds to Columbia Law School to create the Bernstein Litowitz Berger & Grossmann Public Interest Law Fellowship. This newly endowed fund at Columbia Law School will provide Fellows with 100% of the funding needed to make payments on their law school tuition loans so long as such graduates remain in the public interest law field. The BLB&G Fellows are able to begin their careers free of any school debt if they make a long-term commitment to public interest law.

FIRM SPONSORSHIP OF HER JUSTICE

NEW YORK, NY – BLB&G is a sponsor of Her Justice, a non-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally battered women, in connection with the myriad legal problems they face. The organization trains and supports the efforts of New York lawyers who provide *pro bono* counsel to these women. Several members and associates of the firm volunteer their time to help women who need divorces from abusive spouses, or representation on issues such as child support, custody and visitation. To read more about Her Justice, visit the organization's website at www.herjustice.org.

THE PAUL M. BERNSTEIN MEMORIAL SCHOLARSHIP

COLUMBIA LAW SCHOOL – Paul M. Bernstein was the founding senior partner of the firm. Mr. Bernstein led a distinguished career as a lawyer and teacher and was deeply committed to the professional and personal development of young lawyers. The Paul M. Bernstein Memorial Scholarship Fund is a gift of the firm and the family and friends of Paul M. Bernstein, and is awarded annually to one or more second-year students selected for their academic excellence in their first year, professional responsibility, financial need and contributions to the community.

FIRM SPONSORSHIP OF CITY YEAR NEW YORK

NEW YORK, NY – BLB&G is also an active supporter of City Year New York, a division of AmeriCorps. The program was founded in 1988 as a means of encouraging young people to devote time to public service and unites a diverse group of volunteers for a demanding year of full-time community service, leadership development and civic engagement. Through their service, corps members experience a rite of passage that can inspire a lifetime of citizenship and build a stronger democracy.

MAX W. BERGER PRE-LAW PROGRAM

BARUCH COLLEGE – In order to encourage outstanding minority undergraduates to pursue a meaningful career in the legal profession, the Max W. Berger Pre-Law Program was established at Baruch College. Providing workshops, seminars, counseling and mentoring to Baruch students, the program facilitates and guides them through the law school research and application process, as well as placing them in appropriate internships and other pre-law working environments.

NEW YORK SAYS THANK YOU FOUNDATION

NEW YORK, NY – Founded in response to the outpouring of love shown to New York City by volunteers from all over the country in the wake of the 9/11 attacks, The New York Says Thank You Foundation sends volunteers from New York City to help rebuild communities around the country affected by disasters. BLB&G is a corporate sponsor of NYSTY and its goals are a heartfelt reflection of the firm's focus on community and activism.

OUR ATTORNEYS

MEMBERS

MAX W. BERGER, the firm's senior founding partner, supervises BLB&G's litigation practice and prosecutes class and individual actions on behalf of the firm's clients.

He has litigated many of the firm's most high-profile and significant cases, and has negotiated six of the largest securities fraud settlements in history, each in excess of a billion dollars: *Cendant* ($3.3 billion); *Citigroup–WorldCom* ($2.575 billion); *Bank of America/Merrill Lynch* ($2.4 billion); *JPMorgan Chase–WorldCom* ($2 billion); *Nortel* ($1.07 billion); and *McKesson* ($1.04 billion).

Mr. Berger's work has garnered him extensive media attention, and he has been the subject of feature articles in a variety of major media publications. Unique among his peers, *The New York Times* highlighted his remarkable track record in an October 2012 profile entitled "Investors' Billion-Dollar Fraud Fighter," which also discussed his role in the Bank of Amer*ica/Merrill Lynch Merger* litigation. In 2011, Mr. Berger was twice profiled by *The American Lawyer* for his role in negotiating a $627 million recovery on behalf of investors in the *In re Wachovia Corp. Securities Litigation,* and a $516 million recovery in *In re Lehman Brothers Equity/Debt Securities Litigation*. Previously, Mr. Berger's role in the *WorldCom* case generated extensive media coverage including feature articles in *BusinessWeek* and *The American Lawyer*. For his outstanding efforts on behalf of WorldCom investors, *The National Law Journal* profiled Mr. Berger (one of only eleven attorneys selected nationwide) in its annual 2005 "Winning Attorneys" section. He was subsequently featured in a 2006 *New York Times* article, "A Class-Action Shuffle," which assessed the evolving landscape of the securities litigation arena.

One of the "100 Most Influential Lawyers in America"

Widely recognized for his professional excellence and achievements, Mr. Berger was named one of the "100 Most Influential Lawyers in America" by *The National Law Journal* for being "front and center" in holding Wall Street banks accountable and obtaining over $5 billion in cases arising from the subprime meltdown, and for his work as a "master negotiator" in obtaining numerous multi-billion dollar recoveries for investors.

Described as a "standard-bearer" for the profession in a career spanning over 40 years, he is the 2014 recipient of *Chambers USA's* award for Outstanding Contribution to the Legal Profession. In presenting this prestigious honor, *Chambers* recognized Mr. Berger's "numerous headline-grabbing successes," as well as his unique stature among colleagues – "warmly lauded by his peers, who are nevertheless loath to find him on the other side of the table."

Law360 published a special feature discussing his life and career as a "Titan of the Plaintiffs Bar," and also named him one of only six litigators selected nationally as a "Legal MVP" for his work in securities litigation.

For the past nine years in a row, Mr. Berger has received the top attorney ranking in plaintiff securities litigation by *Chambers* and is consistently recognized as one of New York's "local litigation stars" by *Benchmark Litigation* (published by *Institutional Investor* and *Euromoney*). *Law360* also named him one of only six litigators selected nationally as a "Legal MVP" for his work in securities litigation.

Since their various inceptions, he has also been named a "leading lawyer" by the *Legal 500 US* guide, one of "10 Legal Superstars" by *Securities Law360*, and one of the "500 Leading Lawyers

in America" and "100 Securities Litigators You Need to Know" by *Lawdragon* magazine. Further, *The Best Lawyers in America* guide has named Mr. Berger a leading lawyer in his field.

Mr. Berger also serves the academic community in numerous capacities as a member of the Dean's Council to Columbia Law School, and as a member of the Board of Trustees of Baruch College. He has taught Profession of Law, an ethics course at Columbia Law School, and currently serves on the Advisory Board of Columbia Law School's Center on Corporate Governance. In May 2006, he was presented with the Distinguished Alumnus Award for his contributions to Baruch College, and in February 2011, Mr. Berger received Columbia Law School's most prestigious and highest honor, "The Medal for Excellence." This award is presented annually to Columbia Law School alumni who exemplify the qualities of character, intellect, and social and professional responsibility that the Law School seeks to instill in its students. As a recipient of this award, Mr. Berger was profiled in the Fall 2011 issue of *Columbia Law School Magazine.*

Mr. Berger is currently a member of the New York State, New York City and American Bar Associations, and is a member of the Federal Bar Council. He is also a member of the American Law Institute and an Advisor to its Restatement Third: Economic Torts project. In addition, Mr. Berger is a member of the Board of Trustees of The Supreme Court Historical Society.

Mr. Berger lectures extensively for many professional organizations. In 1997, Mr. Berger was honored for his outstanding contribution to the public interest by Trial Lawyers for Public Justice, where he was a "Trial Lawyer of the Year" Finalist for his work in *Roberts, et al. v. Texaco*, the celebrated race discrimination case, on behalf of Texaco's African-American employees.

Among numerous charitable and volunteer works, Mr. Berger is an active supporter of City Year New York, a division of AmeriCorps, dedicated to encouraging young people to devote time to public service. In July 2005, he was named City Year New York's "Idealist of the Year," for his long-time service and work in the community. He and his wife, Dale, have also established the Dale and Max Berger Public Interest Law Fellowship at Columbia Law School and the Max Berger Pre-Law Program at Baruch College.

EDUCATION: Baruch College-City University of New York, B.B.A., Accounting, 1968; President of the student body and recipient of numerous awards. Columbia Law School, J.D., 1971, Editor of the *Columbia Survey of Human Rights Law*.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals for the Second Circuit; U.S. Supreme Court.

GERALD H. SILK'S practice focuses on representing institutional investors on matters involving federal and state securities laws, accountants' liability, and the fiduciary duties of corporate officials, as well as general commercial and corporate litigation. He also advises creditors on their rights with respect to pursuing affirmative claims against officers and directors, as well as professionals both inside and outside the bankruptcy context.

A member of the firm's Management Committee, Mr. Silk is one of the partners who oversee the firm's new matter department, in which he, along with a group of financial analysts and investigators, counsels institutional clients on potential legal claims. He was the subject of "Picking Winning Securities Cases," a feature article in the June 2005 issue of *Bloomberg Markets* magazine, which detailed his work for the firm in this capacity. *Lawdragon* magazine has named him one of the "100 Securities Litigators You Need to Know," one of the "500 Leading Lawyers in America," and one of America's top 500 "rising stars" in the legal profession. In addition, he was also named as a "Litigation Star" by *Benchmark,* and is recommended by the *Legal 500 USA* guide in the field of plaintiffs' securities litigation. Mr. Silk has also been selected for inclusion among *New York Super Lawyers* every year since 2006.

Mr. Silk is currently advising institutional investors worldwide on their rights with respect to claims involving transactions in residential mortgage-backed securities (RMBS) and collateralized debt obligations (CDOs). He is also representing Cambridge Place Investment Management Inc. on claims under Massachusetts state law against numerous investment banks arising from the purchase of billions of dollars of RMBS (see Gretchen Morgenson, "Mortgage Investors Turn to State Courts for Relief," The New York Times, July 11, 2010).

Mr. Silk is also representing public pension funds who participated in a securities lending program administered and managed by Northern Trust Company and sustained losses as a result of Northern Trust's alleged breaches of fiduciary duty. In addition, he is actively involved in the firm's prosecution of highly successful M&A litigation, representing shareholders in widely publicized lawsuits, including the litigation arising from the proposed acquisition of Caremark Rx, Inc. by CVS Corporation – which led to an increase of approximately $3.5 billion in the consideration offered to shareholders.

Mr. Silk was one of the principal attorneys responsible for prosecuting the *In re Independent Energy Holdings Securities Litigation.* A case against the officers and directors of Independent Energy as well as several investment banking firms which underwrote a $200 million secondary offering of ADRs by the U.K.-based Independent Energy, the litigation was resolved for $48 million. Mr. Silk has also prosecuted and successfully resolved several other securities class actions, which resulted in substantial cash recoveries for investors, including *In re Sykes Enterprises, Inc. Securities Litigation* in the Middle District of Florida, and *In re OM Group, Inc. Securities Litigation* in the Northern District of Ohio. He was also a member of the litigation team responsible for the successful prosecution of *In re Cendant Corporation Securities Litigation* in the District of New Jersey, which was resolved for $3.2 billion.

A graduate of the Wharton School of Business, University of Pennsylvania and Brooklyn Law School, in 1995-96, Mr. Silk served as a law clerk to the Hon. Steven M. Gold, U.S.M.J., in the United States District Court for the Eastern District of New York.

Mr. Silk lectures to institutional investors at conferences throughout the country, and has written or substantially contributed to several articles on developments in securities and corporate law, including "The Compensation Game," *Lawdragon*, Fall 2006; "Institutional Investors as Lead Plaintiffs: Is There A New And Changing Landscape?", 75 *St. John's Law Review* 31 (Winter 2001); "The Duty To Supervise, Poser, Broker-Dealer Law and Regulation," 3rd Ed. 2000, Chapter 15; "Derivative Litigation In New York after Marx v. Akers," *New York Business Law Journal*, Vol. 1, No. 1 (Fall 1997).

He is a frequent commentator for the business media on television and in print. Among other outlets, he has appeared on NBC's *Today,* and CNBC's *Power Lunch, Morning Call, and Squawkbox* programs, as well as being featured in *The New York Times*, *Financial Times, Bloomberg*, *The National Law Journal,* and the *New York Law Journal*.

EDUCATION: Wharton School of the University of Pennsylvania, B.S., Economics, 1991. Brooklyn Law School, J.D., *cum laude,* 1995.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York.

BLAIR A. NICHOLAS is a senior and managing partner of the firm and widely recognized as one of the leading securities litigators in the country. He has extensive experience representing prominent private and public institutional investors in high-stakes actions involving federal and state securities laws, accountants' liability, market manipulation, and corporate governance matters. Mr. Nicholas has recovered billions of dollars in courts throughout the nation on behalf

of some of the largest mutual funds, investment managers, insurance companies, public pension plans, and hedge funds in North America and Europe.

On behalf of institutional investor clients, Mr. Nicholas currently serves, and has served in prior litigation, as counsel in a wide variety of high-profile actions. Select representations include: ***RMBS Trustee Derivative Actions*** – currently representing BlackRock, PIMCO, and eight other prominent institutional investors in six derivative actions pending in New York Supreme Court against the principal financial crisis-era RMBS trustee banks: U.S. Bank National Association; Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas; The Bank of New York Mellon; Wells Fargo; HSBC Bank USA, National Association; and Citibank N.A. The actions are brought by the plaintiffs in their representative capacity on behalf of over 2,200 RMBS trusts issued between 2004 and 2008. The suits allege that the trustees breached contractual, statutory and common law duties owed to the trusts and certificate-holders. ***Tyco Direct Action*** – Lead Counsel on behalf of prominent mutual funds, hedge funds and a public pension fund in a direct action against Tyco International and certain of its former officers, which was successfully resolved for over $105 million. ***International Rectifier Securities Litigation*** – Co-Lead Counsel in securities fraud action resolved for $90 million. ***AXA Rosenberg Breach of Fiduciary Duty Action*** – recovered over $65 million for investors in AXA Rosenberg's funds and strategies who incurred losses as a result of an error in the company's quantitative investment model. ***Maxim Integrated Securities Litigation*** – Lead Counsel in a stock options backdating action which resulted in $173 million cash for investors – the largest backdating recovery in the Ninth Circuit. ***Dendreon Securities Litigation*** – Lead Counsel in securities fraud action resulting in $40 million cash settlement for investors. ***Qwest Direct Action*** – represented prominent mutual funds in a direct action which resulted in significant and confidential recovery. ***Legato Securities Litigation*** – Lead Counsel in securities fraud action resolved for $85 million. ***Gemstar Securities Litigation*** – Lead Counsel in a securities fraud action which was successfully resolved for $92.5 million. ***Countrywide Equity Direct Action*** – represented seventeen prominent institutional investors, including many of the largest in the world, in a direct action that was successfully and confidentially resolved against Countrywide Financial, certain of its former executive officers, and KPMG LLP. ***BP Direct Action*** – currently representing prominent institutional investors against British Petroleum and certain of its former officers arising out of the Company's material false statements and omissions about its safety practices and the severity of the Deepwater Horizon oil spill. ***Williams Securities Litigation*** – Lead Counsel in a securities fraud action resolved for $311 million. ***Marsh & McLennan Direct Action*** – successfully resolved direct securities action against Marsh & McLennan on behalf of several prominent mutual funds. ***Informix Securities Litigation*** – Co-Lead Counsel in securities fraud action resolved for $142 million. ***Toyota Securities Litigation*** – Lead Counsel in securities fraud action resulting in $25.5 million settlement arising out of Toyota's concealment of unintended acceleration. ***Clarent Securities Litigation*** – Co-Lead Trial Counsel in a securities fraud action prosecuted in the Northern District of California. After a four-week jury trial, in which Mr. Nicholas delivered the closing argument, the jury returned a rare securities fraud verdict in favor of the shareholders against the Company's former CEO. ***Countrywide RMBS Direct Action*** – represented prominent institutional investors, including money managers and insurance companies, in a direct action that was successfully and confidentially resolved against Countrywide Financial. ***LIBOR Manipulation Actions*** – currently representing the Los Angeles County Employees' Retirement Association and the County of Riverside in actions on behalf of investors and municipalities who were damaged by the LIBOR rate-setting banks conspiracy to manipulate this critical financial benchmark. ***Morgan Stanley RMBS Direct Action*** – currently representing two prominent insurance companies against Morgan Stanley arising out of its fraudulent sale of residential mortgage-backed securities. ***Network Associates Securities Litigation*** – Lead Counsel in securities fraud action resolved for $70 million. ***J.P. Morgan RMBS Direct Action*** – representing a prominent insurance company in an action alleging fraud claims arising from J.P. Morgan's sale of residential mortgage pass-through certificates. ***Finova Securities Litigation*** – Lead Counsel in securities fraud action resolved for $42 million. ***Deutsche Bank RMBS Direct Action*** – successfully represented a prominent institutional investor in a securities fraud action against Deutsche Bank arising out of its fraudulent sale of residential mortgage-backed securities. ***Assisted Living Concepts –*** as Lead Counsel for the Class, obtained settlement for $12 million in cash, subject to Court approval.

Mr. Nicholas was named one of the "2010 Attorneys of the Year" by *The Recorder*, California's premier legal daily publication, for his impressive legal achievements and "blockbuster" cases that were resolved favorably for investors in 2010. According to *The Recorder*, "this year's winners are marked by their perseverance – whether fighting long odds, persuading courts to reconsider their own rulings, or getting great trial results in high-profile, high-pressure situations." He is also widely recognized by other industry observers and publications for his professional excellence and achievements. *Benchmark Litigation – The Definitive Guide to America's Leading Litigation Firms & Attorneys* recently named Mr. Nicholas a "Litigation Star – in Securities." In addition, he has been ranked by *The Best Lawyers in America* guide as a Leading Lawyer in Commercial Litigation, and is consistently selected as a *San Diego Super Lawyer*. *Lawdragon* magazine has named him one of the "100 Securities Litigators You Need to Know," one of the "500 Leading Lawyers in America," and one of America's top 500 "rising stars" in the legal profession. Mr. Nicholas was featured by *The American Lawyer* as one of the top 50 litigators in the country under 45, who have "made their marks already and whom [they] expect to see leading the field for years to come." He was also honored in the *Daily Journal* for "rack[ing] up a string of multi-million dollar victories for investors," and was selected as a "recommended lawyer" in M&A-Related Shareholder Litigation by *Legal 500*.

Mr. Nicholas is a Fellow at the American College of Investment Counsel (ACIC), and is an active member of the Litigation Group and Securities Litigation Committee for the American Bar Association (ABA). He served as Vice President on the Executive Committee of the San Diego Chapter of the Federal Bar Association and is an active member of the Association of Business Trial Lawyers of San Diego, Consumer Attorneys of California, Litigation Section of the State Bar of California, and the San Diego County Bar Association. He is also a member of and active in a variety of state, regional and national organizations dedicated to investor education and advocacy, including: National Association of Public Pension Attorneys (NAPPA), State Association of County Retirement Systems (SACRS), California Association of Public Retirement Systems (CALAPRS), and Council of Institutional Investors (CII).

EDUCATION: University of California, Santa Barbara, B.A., Economics. University of San Diego School of Law, J.D.; Lead Articles Editor of the *San Diego Law Review*.

BAR ADMISSIONS: California; U.S. Courts of Appeals for the Fifth and Ninth Circuits; U.S. District Courts for the Southern, Central and Northern Districts of California; U.S. District Court for the District of Arizona; U.S. District Court for the Eastern District of Wisconsin.

SALVATORE J. GRAZIANO, an experienced trial attorney, has taken a leading role in a number of major securities fraud class actions over the past twenty years on behalf of institutional investors and hedge funds nationwide. These high-profile cases include *In re Schering-Plough Corp./ENHANCE Sec. Litig.* (D.N.J.) (total recoveries of $688 million); *In re Raytheon Sec. Litig.* (D. Mass.) (total recoveries in excess of $460 million); *In re Refco Sec. Litig.* (S.D.N.Y.) (total recoveries in excess of $400 million); *In re MicroStrategy, Inc. Sec. Litig.* (E.D. Va.) (total recoveries in excess of $150 million); *In re Bristol Myers Squibb Co. Sec. Litig.* (S.D.N.Y.) (total recovery of $125 million); and *In re New Century* (C.D. Cal.) (total recoveries of approximately $125 million).

Featured consistently in prominent industry rankings as a leading attorney in the field, observers, peers and adversaries recognize Mr. Graziano as "a wonderfully talented lawyer with excellent judgment" and "a smart, aggressive lawyer who works hard for his clients" (*Chambers USA*); an attorney who performs "top quality work" (*Benchmark Litigation*); and a "highly effective litigator" (*US Legal500*). He is also regularly named as one of *Lawdragon's* 500 Leading Lawyers in America and as a *New York Super Lawyer*. Most recently, he was named one of three Legal MVPs in the nation by *Law360* for his work in class actions.

Mr. Graziano is a member of the firm's Management Committee. He has previously served as the President of the National Association of Shareholder & Consumer Attorneys, and has served as a member of the Financial Reporting Committee and the Securities Regulation Committee of the Association of the Bar of the City of New York.

Upon graduation from law school, Mr. Graziano served as an Assistant District Attorney in the Manhattan District Attorney's Office.

Mr. Graziano regularly lectures on securities fraud litigation and shareholder rights.

EDUCATION: New York University College of Arts and Science, B.A., psychology, *cum laude,* 1988. New York University School of Law, J.D., *cum laude,* 1991.

BAR ADMISSIONS: New York; U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Courts of Appeals for the First, Second, Third, Ninth and Eleventh Circuits.

AVI JOSEFSON prosecutes securities fraud litigation for the firm's institutional investor clients, and has participated in many of the firm's significant representations, including *In re SCOR Holding (Switzerland) AG Securities Litigation*, which resulted in a recovery worth in excess of $143 million for investors. He was also a member of the team that litigated the *In re OM Group, Inc. Securities Litigation*, which resulted in a settlement of $92.4 million.

As a member of the firm's new matter department, Mr. Josefson counsels institutional clients on potential legal claims. He has presented argument in several federal and state courts, including an appeal he argued before the Delaware Supreme Court.

Mr. Josefson is also actively involved in the M&A litigation practice, and represented shareholders in the litigation arising from the proposed acquisitions of Ceridian Corporation and Anheuser-Busch. A member of the firm's subprime litigation team, he has participated in securities fraud actions arising from the collapse of subprime mortgage lender American Home Mortgage and the actions against Lehman Brothers, Citigroup and Merrill Lynch, arising from those banks' multi-billion dollar loss from mortgage-backed investments. Mr. Josefson has prosecuted actions against Deutsche Bank and Morgan Stanley arising from their sale of mortgage-backed securities, and is advising U.S. and foreign institutions concerning similar claims arising from investments in mortgage-backed securities.

Mr. Josefson practices in the firm's Chicago and New York Offices.

EDUCATION: Brandeis University, B.A., *cum laude,* 1997. Northwestern University, J.D., 2000; *Dean's List*; Justice Stevens Public Interest Fellowship (1999); Public Interest Law Initiative Fellowship (2000).

BAR ADMISSIONS: Illinois, New York; U.S. District Courts for the Southern District of New York and the Northern District of Illinois.

JOHN RIZIO-HAMILTON is involved in a variety of the firm's litigation practice areas, focusing specifically on securities fraud, corporate governance, and shareholder rights. He currently represents the firm's institutional investor clients as counsel in a number of major pending actions, including the securities class action arising from Facebook's IPO, captioned *In re Facebook, Inc. IPO Securities Litigation*, and the securities class action arising from JPMorgan's notorious "London Whale" trading losses, captioned *In re JPMorgan Chase & Co. Securities Litigation*.

Mr. Rizio-Hamilton was a member of the trial team prosecuting *In re Bank of America Securities Litigation*, which settled for $2.425 billion, the single largest securities class action recovery ever

resolving violations of Sections 14(a) and 10(b) of the Securities Exchange Act, and one of the top securities litigation settlements obtained of all time. Most recently, he served as counsel on behalf of the institutional investor plaintiffs in *In re Citigroup, Inc. Bond Action Litigation*, which settled for $730 million, the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities. In addition, Mr. Rizio-Hamilton was a member of the team that prosecuted the *In re Wachovia Corp. Bond/Notes Litigation*, in which the firm recovered a total of $627 million on behalf of investors, one of the 15 largest securities class action recoveries in history.

Mr. Rizio-Hamilton has also been a member of the trial teams in several additional securities litigations through which the firm has successfully recovered hundreds of millions of dollars on behalf of injured investors. Among other matters, he was part of the trial teams that prosecuted *Eastwood Enterprises LLC v. WellCare*, *In re MBIA, Inc. Securities Litigation*, and *In re RAIT Financial Trust Securities Litigation*.

For his remarkable accomplishments, Mr. Rizio-Hamilton was recognized by *Law360* as one of the country's "Top Attorneys Under 40," and a national "Rising Star" in the area of class action litigation.

Before joining BLB&G, Mr. Rizio-Hamilton clerked for the Honorable Chester J. Straub of the United States Court of Appeals for the Second Circuit, and the Honorable Sidney H. Stein of the United States District Court for the Southern District of New York.

EDUCATION: The Johns Hopkins University, B.A., *with honors*, 1997. Brooklyn Law School, J.D., *summa cum laude;* Editor-in-Chief of the *Brooklyn Law Review;* first-place winner of the J. Braxton Craven Memorial Constitutional Law Moot Court Competition.

BAR ADMISSION: New York; U.S. District for the Southern District of New York.

JEROEN VAN KWAWEGEN is an accomplished litigator focusing on disputes relating to securities, corporate governance, and regulatory compliance. He is recognized as a New York "Rising Star" by *Super Lawyers.* No more than 2.5% of the lawyers in New York are selected to receive this honor each year.

Mr. van Kwawegen has represented institutional investors and corporations in state and federal courts throughout the country. Currently, he represents institutional investors in a variety of lawsuits relating to the credit market crisis, including disputes regarding the sale of mortgage-backed securities. In addition, Mr. van Kwawegen represents clients in a number of governance disputes relating to corporate transactions, including a derivative action on behalf of Dish Network Corporation in the Nevada Business Court and a class action in connection with the sale of Virgin Media in New York Supreme Court, Commercial Division.

Mr. van Kwawegen has extensive court room experience. For example, he represented a number of European banks that purchased residential mortgage-backed securities at oral argument on motions to dismiss in New York Supreme Court, the lessee of the World Trade Center shopping mall in arbitration proceedings against insurance carriers following the terrorist attacks on 9/11, and the ACLU during a five-week trial in the Eastern District of Pennsylvania resulting in a permanent injunction of an Internet censorship statute that was affirmed by the Third Circuit Court of Appeals.

Recent representations:

- A number of the European banks in common law fraud actions against JPMorgan, Bear Stearns and Washington Mutual in New York Supreme Court, Commercial Division in connection with the sale of $5 billion in residential mortgage-backed securities.

- Public employee retirement funds from Mississippi and California in a securities class action against Merrill Lynch in the Southern District of New York regarding the sale of mortgage-backed securities resulting in a class recovery of $315 million.
- Public employee retirement funds from California and Louisiana in a securities class action against Wachovia in the Southern District of New York regarding misleading statements in Wachovia's financial statements resulting in a class recovery of $627 million.
- Union-owned bank and public employee retirement fund from Louisiana in a derivative action asserting breach of fiduciary duty claims against Pfizer, Inc.'s Board of Directors in connection with off-label marketing of prescription drugs in the Southern District of New York resulting in extensive corporate governance changes, including new Board committee, and payment of $75 million.
- Public employee retirement fund from Chicago in a securities class action against Huron Consulting Group, Inc. and its former senior management in the Northern District of Illinois regarding alleged accounting fraud resulting in a class recovery of $38 million; and
- Public employee retirement fund from Louisiana in a breach of fiduciary duty class action in Delaware Chancery Court against the largest shareholder and Chairman/CEO and a Special Committee of Directors of Landry's Restaurants, Inc. in connection with a proposed going-private transaction resulting in $78.5 million recovery, including $14.5 million for a novel sellers' class.

Prior to joining BLB&G, Mr. van Kwawegen was a senior associate in the litigation department of Latham and Watkins LLP in New York. He pursued his *Juris Doctor* degree at Columbia Law School. Before moving to the US, Mr. van Kwawegen worked as a Dutch litigator at Schut & Grosheide in the Netherlands where his practice focused on commercial disputes and international arbitration.

EDUCATION: University of Amsterdam School of Law, LLM, 1998. Columbia University Law School, J.D., 2003; Harlan Fiske Stone Scholar.

BAR ADMISSIONS: New York; U.S. Courts of Appeals for the Second and Third Circuits; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. District Court for the District of Colorado.

SENIOR COUNSEL

ROCHELLE FEDER HANSEN has handled a number of high profile securities fraud cases at the firm, including *In re StorageTek Securities Litigation*, *In re First Republic Securities Litigation*, and *In re RJR Nabisco Securities Litigation*. Ms. Hansen has also acted as Antitrust Program Coordinator for Columbia Law School's Continuing Legal Education Trial Practice Program for Lawyers.

EDUCATION: Brooklyn College of the City University of New York, B.A., 1966; M.S., 1976. Benjamin N. Cardozo School of Law, J.D., *magna cum laude,* 1979; Member, *Cardozo Law Review*.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals for the Second Circuit.

LAUREN MCMILLEN ORMSBEE's practice focuses on complex commercial and securities litigation out of the firm's New York office.

Following law school, Ms. Ormsbee served as a law clerk for the Honorable Colleen McMahon, District Court Judge for the Southern District of New York. Prior to joining the firm in 2007, Ms. Ormsbee was a litigation associate at a prominent defense firm where she had extensive experience in securities litigation and complex commercial litigation.

Since joining the firm in 2007, Ms. Ormsbee has represented institutional and private investors in a number of class and direct actions involving securities fraud and other violations. She has been an integral part of the teams that prosecuted *In re HealthSouth Bondholder Litigation*, which obtained $230 million for the Class; *In re New Century Securities Litigation*, which obtained $125 million for the benefit of the Class; and *In re Ambac Financial Group Securities Litigation*, which obtained $33 million from the now-bankrupt insurer; *In re Goldman Sachs Mortgage Pass-Through Litigation*, which obtained $26.6 million for the benefit of the class of RMBS purchasers; and *Barron v. Union Bancaire Privée*, which obtained $8.9 million on behalf of the class of investors harmed by the fund's investments with Bernard Madoff.

Ms. Ormsbee is currently a member of the teams prosecuting *In re Wilmington Trust Securities Litigation, In re State Street Corporation Securities Litigation*, *In re Bankrate, Inc. Securities Litigation*, *Reserve Primary Fund Securities Litigation* and *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al*., and several other cases related to wrongdoing in the issuance of mortgage-backed securities.

EDUCATION: Duke University, B.A., History, 1996. University of Pennsylvania Law School, J.D., *cum laude*, 2000; Research Editor for the *University of Pennsylvania Law Review*.

BAR ADMISSIONS: New York; U. S. District Courts for the Eastern and Southern Districts of New York; U.S. Court of Appeals for the Second Circuit.

ASSOCIATES

REBECCA BOON practices out of the New York office, where she prosecutes securities fraud, corporate governance and shareholder rights litigation for the firm's institutional investor clients.

Prior to joining the firm, Ms. Boon was an associate at Shearman & Sterling LLP, where she represented clients in securities litigation, ERISA litigation, contract disputes, international arbitration, white collar crime and criminal appeals.

Ms. Boon is currently a member of the teams prosecuting actions against Morgan Stanley and Deutsche Bank arising out of their fraudulent sales of residential mortgage-backed securities, including *Allstate Insurance Co. v. Morgan Stanley* and *Metropolitan Life Insurance Company v. Morgan Stanley*, among others. Ms. Boon is also a member of the teams prosecuting *Louisiana Firefighters' Retirement System v. Northern Trust Investments N.A*.

While in law school, Ms. Boon served as the research assistant to Dean Nora Demleitner. Ms. Boon also worked as an intern at Her Justice (formerly known as inMotion, Inc.), as well as Hofstra Law School's Political Asylum Clinic.

EDUCATION: Vassar College, B.A., 2004 (History, Correlate in Women's Studies); Social Justice Community Fellow. Hofstra University School of Law, 2007**,** J.D., *cum laude;* Charles H. Revson Foundation Law Students Public Interest Fellow; *Hofstra Law Review;* Distinguished Contribution to the School and Excellence in International Law Awards; Merit Scholarship.

BAR ADMISSIONS: New York; U.S. District Court for the Southern District of New York.

DAVID L. DUNCAN's practice concentrates on the settlement of class actions and other complex litigation and the administration of class action settlements.

Prior to joining BLB&G, Mr. Duncan worked as a litigation associate at Debevoise & Plimpton, where he represented clients in a wide variety of commercial litigation, including contract disputes, antitrust and products liability litigation, and in international arbitration. In addition, he has represented criminal defendants on appeal in New York State courts and has successfully litigated on behalf of victims of torture and political persecution from Sudan, Côte d'Ivoire and Serbia in seeking asylum in the United States.

While in law school, Mr. Duncan served as an editor of the *Harvard Law Review*. After law school, he clerked for Judge Amalya L. Kearse of the U.S. Court of Appeals for the Second Circuit.

EDUCATION: Harvard College, A.B., Social Studies, *magna cum laude*, 1993. Harvard Law School, J.D., *magna cum laude*, 1997.

BAR ADMISSIONS: New York; Connecticut; U.S. District Court for the Southern District of New York.

SCOTT R. FOGLIETTA focuses his practice on securities litigation and is a member of the firm's new matter group, in which he, as part of a team of attorneys, financial analysts, and investigators, counsels institutional clients on potential legal claims.

Before joining the firm, Mr. Foglietta represented institutional and individual clients in a wide variety of complex litigation matters, including securities class actions, commercial litigation, and ERISA litigation.

While in law school, Mr. Foglietta served as a legal intern in the Financial Industry Regulatory Authority's (FINRA) Enforcement Division, and in the general counsel's office of NYSE Euronext. Prior to law school, Mr. Foglietta earned his M.B.A. in finance from Clark University and worked as an analyst for a boutique investment banking firm.

EDUCATION: Clark University, B.A., Management, *cum laude*, 2006. Clark University, Graduate School of Management, M.B.A., Finance, 2007. Brooklyn Law School, J.D., 2010.

BAR ADMISSIONS: New York; New Jersey.

JOHN J. MILLS' practice concentrates on Class Action Settlements and Settlement Administration. Mr. Mills also has experience representing large financial institutions in corporate finance transactions.

EDUCATION: Duke University, B.A., 1997. Brooklyn Law School, J.D., *cum laude,* 2000; Member of *The Brooklyn Journal of International Law;* Carswell Merit Scholar recipient.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York.

ROSS SHIKOWITZ focuses his practice on securities litigation and is a member of the firm's new matter Group, in which he, as part of a team attorneys, financial analysts, and investigators, counsels institutional clients on potential legal claims.

Mr. Shikowitz is also a member of the litigation teams prosecuting actions against Morgan Stanley arising out of its alleged fraudulent sale of residential mortgage-backed securities, including: *Allstate Insurance Co. v. Morgan Stanley*; *Bayerische Landesbank, New York Branch v. Morgan Stanley*; *Dexia SA/NV v. Morgan Stanley*; *Sealink Funding Limited v. Morgan Stanley*; and *Metropolitan Life Insurance Company v. Morgan Stanley*.

While in law school, Mr. Shikowitz was a research assistant to Brooklyn Law School Professor of Law Emeritus Norman Poser, a widely respected expert in international and domestic securities regulation. He also served as a judicial intern to the Honorable Brian M. Cogan of the Eastern District of New York, and as a legal intern for the Major Narcotics Investigations Bureau of the Kings County District Attorney's Office.

EDUCATION: Skidmore College, B.A., Music, *cum laude*, 2003. Indiana University-Bloomington, M.M., Music, 2005. Brooklyn Law School, J.D., *magna cum laude*, 2010; Notes/Comments Editor, *Brooklyn Law Review*; Moot Court Honor Society; Order of Barristers Certificate; CALI Excellence for the Future Award in Products Liability, Professional Responsibility.

BAR ADMISSIONS: New York; U.S. District Courts for the Eastern and Southern Districts of New York.

STEFANIE J. SUNDEL practices out of the New York office, where she focuses on securities fraud, corporate governance and shareholder rights litigation. Most recently, she was a member of the team prosecuting *In re Bank of America Securities Litigation*, which resulted in a settlement of $2.43 billion, the seventh-largest recovery ever obtained. She was also member of the team prosecuting *In re Citigroup Inc. Bond Litigation*, which resulted in a $730 million recovery – the second-largest in history on behalf of bond purchasers and the second-largest recovery arising out of the financial crisis. Ms. Sundel was also a member of the trial team that prosecuted *In re JDS*

Uniphase Corp. Securities Litigation, one of few securities class actions to ever reach a jury verdict. Ms. Sundel is currently a member of the teams prosecuting *In re MF Global Holdings Ltd. Securities Litigation*, *In re Facebook, Inc., IPO Securities Litigation*, *In re Wilmington Trust Securities Litigation* and *In re K12, Inc. Securities Litigation*.

A frequent author, Ms. Sundel has published several articles, including "Many Lessons, Many Mentors: From the Alpha Girl," (*New York Law Journal*, November 2010), "Corporate Democracy in Action after 'Citizens United,'" (*New York Law Journal*, 2010), as well as "Revisions to Rules by Committee on Standards of Attorney Conduct," (*NYLitigator*, 2008), among several others.

Ms. Sundel is also a member of the Ovarian Cancer Research Fund's Junior Board and is the former Committee Secretary for the New York City Bar Association's Securities Litigation Committee.

EDUCATION: Franklin College Switzerland, B.A., International Relations, *magna cum laude*, 2001. New York Law School, J.D., *cum laude*, 2004.

BAR ADMISSIONS: New York; U.S. District Court for the Southern District of New York.

Exhibit 6

EXHIBIT 6

Arkansas Teacher Ret. Sys. et al. v. Bankrate, Inc. et al.
Case no. 13-cv-7183 (JSR)

BERNSTEIN LITOWTZ BERGER & GROSSMANN LLP

EXPENSE REPORT

Inception through September 30, 2014

CATEGORY	AMOUNT
Service of Process	$ 4,866.45
PSLRA Notice costs	2,125.00
On-Line Legal Research	52,549.80
On-Line Factual Research	5,001.28
Postage & Express Mail	601.78
Hand Delivery Charges	94.00
Local Transportation	2,805.32
Internal Copying	1,938.70
Outside Copying	11,187.40
Working Meals	2,670.80
Court Reporting & Transcripts	1,607.74
Staff Overtime	1,204.81
Experts	77,898.75
Mediation Fees	29,875.00
TOTAL EXPENSES:	**$194,426.83**

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