

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT  
SYSTEM, THE CITY OF BRISTOL  
PENSION FUND, and THE CITY OF  
OMAHA POLICE AND FIRE RETIREMENT  
SYSTEM, on behalf of themselves and all  
others similarly situated,

Plaintiffs,

v.

INSULET CORPORATION, DUANE  
DESISTO, ALLISON DORVAL, BRIAN  
ROBERTS, and CHARLES LIAMOS,

Defendants.

Civil Case No. 15-12345-MLW  
Honorable Mark L. Wolf

**DECLARATION OF MICHELLE KOPPERUD IN SUPPORT OF  
LEAD PLAINTIFFS' MOTION FOR APPROVAL OF DISTRIBUTION PLAN**

I, Michelle Kopperud, declare and state as follows:

1. I am a Project Manager for Analytics Consulting, LLC (“Analytics”), which has its Corporate Office located in Chanhassen, Minnesota. I am over 21 years of age and am not a party to this action. I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would testify competently thereto.

2. Analytics was retained by Lead Counsel to serve as the Claims Administrator in connection with the Settlement of the above-captioned action (the “Action”).<sup>1</sup> In its Order Preliminarily Approving Settlement and Providing for Notice (ECF No. 124) (the “Notice Order”), the Court approved the retention of Analytics as the Claims Administrator. As Claims Administrator, Analytics has, among other things: (i) mailed the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses (the “Notice”) and the Proof of Claim and Release Form (the “Proof of Claim” or “Claim” and, collectively with the Notice, the “Notice Packet”) to potential Settlement Class Members, brokers, and other nominees; (ii) created and continues to maintain a toll-free help line for inquiries during the course of the administration; (iii) created and continues to maintain a Settlement website and posted case-specific documents on it; (iv) caused the Summary Notice to be published; (v) provided, upon request, additional copies of the Notice Packet to potential Settlement Class Members, brokers, and other nominees; and (vi) received and processed Claims.

3. On August 6, 2018, the Court entered its Order allowing Lead Plaintiffs’ Motion for Final Approval of the Class Action Settlement and Plan of Allocation (ECF No. 138).

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<sup>1</sup> All terms with initial capitalization not otherwise defined herein shall have the meanings ascribed to them in the Stipulation of Settlement dated February 8, 2018 (ECF No. 110) (the “Stipulation”).

Analytics has completed processing all Claims received through March 14, 2019, in accordance with the terms of the Stipulation and the Court-approved Plan of Allocation set forth in the Notice, and hereby submits its administrative determinations accepting and rejecting the Claims in preparation for a distribution of the Net Settlement Fund to Authorized Claimants. Analytics also presents this declaration in support of Lead Plaintiffs' Motion for Approval of Distribution Plan.

#### **DISSEMINATION OF NOTICE**

4. As more fully described in the Declaration of Michelle Kopperud Regarding (A) Mailing of Notice and Claim Form; (B) Publication of Summary Notice; and (C) Report on Requests for Exclusion Received to Date (ECF No. 129-1) (the "Mailing Decl.") and the Supplemental Declaration of Michelle Kopperud Regarding (A) Mailing of Notice and Claim Form and (B) Report on Requests for Exclusion Received (ECF No. 131) (the "Suppl. Mailing Decl."), as of July 18, 2018, Analytics had mailed 44,509 Notice Packets to potential Settlement Class Members and their nominees. Suppl. Mailing Decl. ¶ 2. Since that date, 42 additional Notice Packets have been disseminated. In total, Analytics has disseminated 44,551 Notice Packets to potential Settlement Class Members, brokers, and other nominees.

5. Analytics established and continues to maintain a website ([www.InsuletSecuritiesLitigation.com](http://www.InsuletSecuritiesLitigation.com)) and a toll-free telephone helpline (1-844-327-3154) to assist potential Settlement Class Members. The Settlement website (which provides access to important documents relevant to the Settlement) and the telephone helpline enable Settlement Class Members to obtain information about the Settlement.

6. In accordance with Paragraph 8(d) of the Notice Order, on May 14, 2018, Analytics caused the Summary Notice to be published in *Investor's Business Daily* and released via *PR Newswire*. Mailing Decl. ¶ 8.

**PROCEDURES FOLLOWED IN PROCESSING CLAIMS**

7. Under the terms of the Notice Order and as set forth in the Notice, each Settlement Class Member who wished to be eligible to receive a distribution from the Net Settlement Fund was required to complete and submit to Analytics a properly executed Claim postmarked no later than September 4, 2018, together with adequate supporting documentation for the transactions and holdings reported in the Claim. Through March 14, 2019, Analytics received and has fully processed 13,560 Claims (the “Presented Claims”).

8. In preparation for receiving and processing Claims, Analytics: (i) conferred with Lead Counsel to define the project guidelines for processing Claims; (ii) created a unique database to store Claim details, images of Claims, and supporting documentation; (iii) trained staff in the specifics of the project so that Claims would be properly processed; (iv) formulated a system so that telephone and email inquiries would be properly responded to; (v) developed various computer programs and screens for entry of Settlement Class Members’ identifying information and their transactional information; and (vi) developed a proprietary “calculation module” that would calculate Recognized Claims pursuant to the Court-approved Plan of Allocation of the Net Settlement Fund stated in the Notice.

9. Settlement Class Members seeking to share in the Net Settlement Fund were directed in the Notice to submit their Claims to a post office box address specifically designated for the Settlement. Notice Packets returned by the Post Office as undeliverable were reviewed for updated addresses and, where available, updated addresses were entered into the database and Notice Packets were mailed to the updated addresses. Any correspondence received at the post office box was reviewed and, when necessary, appropriate responses were provided to the senders.

## **PROCESSING CLAIMS**

### **A. Paper Claims**

10. Of the 13,560 Claims, 1,065 are paper Claims. Once received, the Claims were opened and prepared for scanning. This process included unfolding documents, removing staples, copying nonconforming-sized documents, and sorting documents. Once prepared, paper Claims were scanned into a database together with all submitted documentation. Subsequently, each Claim was assigned a unique Claim number. Once scanned, the information from each Claim, including the Claimant's name, address, account number/information from his, her, or its supporting documentation, and the Claimant's purchases/acquisitions, sales, and holdings of eligible securities listed on the Claim, was entered into a database developed by Analytics to process Claims submitted for the Settlement. Once entered into the database, each Claim was reviewed to verify that all required information had been provided. The documentation provided by the Claimant in support of his, her, or its Claim was reviewed for authenticity and compared to the information provided in the Claim to verify the Claimant's identity and the purchase/acquisition transactions, sale transactions, and holdings listed on the Claim.

11. To process the transactions detailed in the Claims, Analytics utilized programmatic rules and internal codes ("classifications") to identify and classify deficiency or ineligibility conditions existing within those Claims. Appropriate classifications were assigned to the Claims as they were processed and the use of programmatic rules ensured that they were assigned consistently. For example, where a Claim was submitted by a Claimant who did not have any eligible transactions in Insulet common stock during the Settlement Class Period (*e.g.*, the Claimant purchased Insulet common stock only before or after the Settlement Class Period), that Claim would be coded with a classification that denoted ineligibility. Similar defect classifications were used to denote other ineligible conditions, such as duplicate Claims. These classifications

would indicate to Analytics that the Claimant was not eligible to receive any payment from the Net Settlement Fund with respect to that Claim unless the deficiency was cured in its entirety.

Examples of conditions of ineligibility are as follows:

DEF	Inadequate or Missing Documentation for Entire Claim
DUP	Duplicate Claim
NONCLASS	No Eligible Purchase during the Settlement Class Period
SIGN	No Signature
NORECLOSS	No Recognized Claim

12. Because a Claim may be deficient only in part, but otherwise acceptable, Analytics utilized classifications that were applied only to specific transactions within a Claim. For example, if a Claimant submitted a Claim with supporting documentation for all but one purchase transaction, that one transaction would receive a defect classification. The classification indicated that although the transaction was deficient, the Claim was otherwise eligible for payment if other transactions in the Claim calculated to a Recognized Claim according to the Court-approved Plan of Allocation. Thus, even if the deficiency was never cured, the Claim could still be partially accepted. Examples of transaction-specific classifications are as follows:

PARTIALDEF	Missing or Inadequate Documentation for Specific Transaction
REC	Transfer In/Free Receipt
DEL	Transfer Out/Free Delivery

**B. Electronic Claims**

13. Of the 13,560 Claims, 12,495 were filed electronically (“Electronic Claims”). Electronic Claims are typically submitted by institutional investors (“Electronic Claim Filers” or “E-Claim Filers”) who may have hundreds or thousands of transactions during the Settlement Class Period. Rather than provide reams of paper requiring data entry, the E-Claim Filers

submitting Electronic Claims either mail a computer disc or electronically submit a file to Analytics so that Analytics can upload all transactions to its proprietary database developed for the Settlement.

14. Analytics' Electronic Claim Filing Team ("ECF Team") coordinates and supervises the receipt and handling of all Electronic Claims. In this case, the ECF Team reviewed and analyzed each electronic file to ensure that it was formatted in accordance with Analytics' required format and to identify any potential data issues or inconsistencies within the file. If any issues or inconsistencies arose, Analytics notified the filer. If the electronic file was deemed to be in an acceptable format, it was then loaded to Analytics' database.

15. Once each electronic file was loaded, the Electronic Claims were classified to denote any deficient or ineligible conditions that existed within them. These classifications are similar to those applied to paper Claims. The ECF Team performed programmatic reviews on Electronic Claims to identify deficient and ineligible conditions (such as, but not limited to, price out-of-range issues, out-of-balance conditions, transactions outside the Settlement Class Period, etc.). The output was thoroughly verified and confirmed as accurate.

16. The review process also included flagging any Electronic Claims that were not accompanied by a signed Proof of Claim, which serves as a "Master Proof of Claim Form" for all Claims referenced on the electronic file submitted. This process was reviewed by Analytics' ECF Team and, when appropriate, Analytics contacted the E-Claim Filers whose submissions were missing information. This ensured that only fully completed Claims, submitted by properly authorized representatives of the Claimants, were considered eligible for payment from the Net Settlement Fund.

17. Finally, at the end of the process, Analytics performed various targeted reviews of Electronic Claims. Specifically, Analytics used criteria such as the calculated Recognized Claims and other identified criteria to classify and reach out to a number of E-Claim Filers and request that various sample purchases, sales, and holdings selected by Analytics be documented by providing confirmation slips or other transaction-specific supporting documentation. These targeted reviews help to ensure that electronic data supplied by Claimants does not contain inaccurate information.

### **EXCLUDED PERSONS**

18. Analytics also reviewed all Claims to ensure that they were not submitted by, or on behalf of, “Excluded Persons,” to the extent that the identities of such persons or entities were known to Analytics through the list of Defendants and other excluded persons and entities set forth in the Stipulation and the Notice and from the Claimants’ certifications on the Proofs of Claim. Analytics also confirmed that none of the Claims were submitted by the one individual who requested exclusion from the Settlement Class.

### **THE DEFICIENCY PROCESS**

#### **A. Paper Claims**

19. Approximately 34% of the paper Claims, *i.e.*, 364 of the 1,065 paper Claims, were initially incomplete or had one or more defects or conditions of ineligibility, such as the Claim not being signed, not being properly documented, or indicating no eligible transactions in Insulet common stock during the Settlement Class Period. The “Deficiency Process,” which primarily involved mailing letters to Claimants and responding to communications from Claimants by email and/or telephone, was intended to assist Claimants in properly completing their otherwise deficient submissions so that they could be eligible to participate in the Settlement.



20. If paper Claims were determined to be defective, Deficiency Notice Letters (“Deficiency Notices”) were sent to Claimants describing the defect(s) in these Claims and what, if anything, was necessary to cure the defect(s) in these Claims. The letters advised Claimants that submission of appropriate information and/or documentary evidence to complete the Claim had to be sent within fourteen (14) days from the date of the letter, or the Claim would be recommended for rejection to the extent that the deficiency or condition of ineligibility was not cured. The letters also advised Claimants that if they wished to contest these administrative determinations, they were required to submit written statements to Analytics requesting Court review of their Claims and setting forth the basis for such requests. Analytics sent a total of 364 letters to Claimants who filed paper Claims that Analytics determined to be defective. Attached hereto as Exhibit A is an example of the Deficiency Notice Letter.

21. Claimants’ responses to the letters were scanned into Analytics’ database and associated with the corresponding Claims. The responses were then carefully reviewed and evaluated by Analytics’ team of processors. If a Claimant’s response corrected the defect(s), Analytics updated the database manually to reflect the changes in the status of the Claim.

**B. Electronic Claims**

22. In addition, for Electronic Claims, Analytics used the following process to contact the banks, brokers, nominees, and other filers who submitted their data electronically to confirm receipt of their submissions and to notify the filers of any deficiencies or Electronic Claims that were ineligible. These filers were sent an email to the email address included with their Proof of Claim (“Status Email”) with an attached Excel spreadsheet, which contained detailed information associated with the Claims and indicated which of those Claims within the filing were deficient and/or rejected (“Status Spreadsheet”).

23. The Status Email sent to the email address of record provided with the Proof of Claim contained the following information:

- (a) Notified the filer that any Claims with deficiencies not corrected within fourteen (14) days from the date of the email may be rejected;
- (b) Advised the filer of his, her, or its right to contest the rejection of the Claim(s) and request this Court's review of Analytics' administrative determination within fourteen (14) days from the date of the Status Email; and
- (c) Provided instructions for how to submit corrections.

24. The Status Spreadsheet attached to the Status Email contained the following information:

- (a) A listing of all Claims associated with the filing and their unique identification numbers;
- (b) Identification of individual Claims that were found to be deficient or ineligible;
- (c) The current status of each Claim in Analytics' database; and
- (d) The current Recognized Claim calculation associated with each Claim.

25. Analytics has mailed a Status Email and Status Spreadsheet to 130 E-Claim Filers. Samples of the Status Email and the Status Spreadsheet are attached hereto as Exhibits B and C, respectively.

26. The E-Claim Filers' responses were reviewed by Analytics' ECF Team, scanned and/or loaded into Analytics' database, and associated with the corresponding Electronic Claims. If a response corrected the defect(s) or affected an Electronic Claim's status, Analytics manually

and/or programmatically updated the database to reflect such change in status of the Electronic Claim.

### **DISPUTED CLAIMS**

27. As noted above, Claimants were advised that they had the right to contest Analytics' administrative determination of deficiencies or ineligibility within fourteen (14) days from the date of notification and that they could request that the dispute be submitted to the Court for review. More specifically, Claimants were advised in the deficiency notice that, if they disputed Analytics' determination, they had to provide a statement of reasons indicating the grounds for contesting the determination, along with supporting documentation, and if the dispute concerning the Claim could not otherwise be resolved, Lead Counsel would thereafter present the request for review to the Court for a final determination. There are no requests for Court review by any Claimants.

### **LATE BUT OTHERWISE ELIGIBLE CLAIMS**

28. Of the Presented Claims, 42 were received or postmarked after the September 4, 2018, Claim submission deadline established by the Court. Analytics processed all late Claims received through March 14, 2019, and 21 have been found to be otherwise eligible in whole or in part (the "Late But Otherwise Eligible Claims"). Analytics has not rejected any Claim received through March 14, 2019, solely based on its late submission and Analytics believes no delay has resulted from the provisional acceptance of these Late but Otherwise Eligible Claims. To the extent they are eligible but for the fact that they were late, they are recommended for payment.

29. However, there must be a final cut-off date after which no more Claims will be accepted so that there may be a proportional allocation of the Net Settlement Fund and the distribution may be accomplished. Acceptance of additional Claims or adjustments to previously received Claims that are received during the finalization of the administration and the preparation

of this application would necessarily require a delay in the distribution. Accordingly, Analytics also respectfully requests this Court order that no received Claim after March 14, 2019, be eligible for payment for any reason whatsoever subject only to the provision of ¶ 38(f) of the proposed distribution plan discussed below. If the Court adopts the proposed distribution plan, then, after Lead Counsel have determined that further distributions are not cost-effective and before any contribution of the residual funds to charity, if sufficient funds remain to warrant the processing of Claims received after March 14, 2019, these Claims will be processed and, if any would have been eligible if timely received, these Claimants may be paid the distribution amounts on a *pro rata* basis that would bring them into parity with other Authorized Claimants who have cashed all their prior distribution checks to the extent permitted by the amount of remaining funds. See ¶ 38(f) below. With respect to previously filed Claims that are cured or adjusted after March 14, 2019, such Claims will be reevaluated upon receipt of the adjustment and, to the extent that they are found eligible for a distribution or additional distribution, they will be treated in the same manner as Claims received after March 14, 2019. However, should an adjustment be received that results in a lower Recognized Claim amount, that adjustment will be made and the Recognized Claim amount will be reduced accordingly prior to a distribution to that Claimant.

30. An integral part of the claims administration process is the Quality Assurance review. Throughout the administration process, Analytics' Quality Assurance team worked to verify that Claims were processed properly by ensuring that information was entered correctly into the database, deficiency and/or rejection classifications were assigned accurately, and deficiency and/or rejection notification letters were sent appropriately. After all Claims were processed, deficiency and/or rejection letters were mailed, and Claimants' responses to the deficiency and/or rejection letters were reviewed and processed, the supervisors and managers in Analytics' Quality

Assurance team performed additional Quality Assurance reviews. These final Quality Assurance reviews further ensured the correctness and completeness of all Claims processed prior to preparing this declaration and all Analytics' final documents in support of distribution of the Net Settlement Fund. As part of the Quality Assurance reviews, Analytics:

- (a) Verified that all Proofs of Claim had signatures of authorized individuals;
- (b) Verified that true duplicate Claims were identified, verified, and rejected;
- (c) Verified that TINs were provided;
- (d) Verified that persons and entities excluded from the Settlement Class did not file Claims or their Claims were rejected upon review;
- (e) Performed a final Quality Assurance audit of Claims and all supporting documentation to ensure completeness of Claims;
- (f) Determined that all Claimants requiring deficiency and/or rejection letters were sent such letters;
- (g) Performed an audit of deficient Claims;
- (h) Performed additional review of Claims with high Recognized Claim amounts;
- (i) Audited Claims that were designated invalid;
- (j) Audited Claims with a Recognized Claim amount equal to zero;
- (k) Performed other auditing based on Claims completion requirements and the approved calculation specifications based on the Court-approved Plan of Allocation; and
- (l) Re-tested the accuracy of the Recognized Claim amount calculation program.

31. As part of its due diligence in processing the Claims, Analytics conducted a Questionable Claim Filer search of all Claims filed in the Settlement as follows. Analytics maintains a dedicated fraud database that includes input from various government entities, including the FTC, SEC, and CFPB. This fraud database contains names, addresses, and aliases of individuals or entities that have been investigated for questionable claim filing, as well as names and contact information compiled from previous settlements administered by Analytics in which fraudulent claims were received. Analytics updates this fraud database on a regular basis. The Class Database was searched for all individuals identified in the fraud database. Analytics performs searches based on names, aliases, addresses, and city/zip codes. In addition, Analytics' claim processors are trained to identify any potentially inauthentic documentation when processing claims, including claims submitted by Claimants not previously captured in the fraud database. Processors are instructed to classify any Questionable Claims and escalate them to management for review. 21 Claims were identified as questionable for this Settlement which were subject to internal audit for further investigation and determination as to their eligibility and have been recommended for rejection.

#### **RECOMMENDATIONS FOR APPROVAL AND REJECTION**

32. As noted above, the number of Claims on this motion is 13,560.

#### **Timely Submitted and Valid Claims**

33. A total of 13,518 of the Claims were received or postmarked on or before the Court-approved Claim submission deadline of September 4, 2018, of which 5,709 were determined by Analytics to be eligible and are recommended for approval ("Timely Eligible Claims"). The total Recognized Claim amount for these Claims is \$228,417,805.08.

**Late But Otherwise Eligible Claims**

34. A total of 42 Claims were received or postmarked after the Court-approved Claim submission deadline of September 4, 2018, but received through March 14, 2019. Of those, 21 were determined by Analytics to be otherwise eligible and are recommended for approval (“Late But Otherwise Eligible Claims”). The total Recognized Claim amount for these Claims is \$784,470.61.

**Rejected Claims**

35. After the responses to notices of deficiencies were processed, a total of 7,830 Claims remain recommended for rejection by the Court (“Rejected Claims”) for the following reasons:

- (a) 2,364 Claims had no purchase(s) of Insulet common stock during the Settlement Class Period;
- (b) 5,339 Claims did not result in a Recognized Claim;
- (c) 21 Claims were identified as questionable and subsequently rejected;
- (d) 26 Claims were duplicates; and
- (e) 80 Claims had uncured conditions of ineligibility.

**Lists Of All Presented Claims**

36. Attached hereto as Exhibits D through F are listings of all the Presented Claims:

- (a) Exhibit D lists the Timely Eligible Claims and shows each Claimant’s Recognized Claim.
- (b) Exhibit E lists the Late But Otherwise Eligible Claims and shows each Claimant’s Recognized Claim.
- (c) Exhibit F lists the Rejected Claims and the reasons for rejection.

### **FEES AND DISBURSEMENTS**

37. Analytics agreed to be the Claims Administrator in exchange for payment of its fees and out-of-pocket expenses. Lead Counsel received reports on and invoices for the work Analytics performed with respect to the provision of notice and administration of the Settlement. Attached hereto as Exhibit G are copies of Analytics' invoices for its work performed on behalf of the Settlement Class as well as an estimate for the work that will be performed and the costs that will be incurred in connection with the initial distribution of the Net Settlement Fund.<sup>2</sup> As set forth in these invoices, the cost of administration for this project through the initial distribution is \$151,801.08 in fees and expenses. To date, Analytics has not received any payment for its fees and expenses. Accordingly, there is a total of \$151,801.08 payable to Analytics.

### **DISTRIBUTION PLAN FOR THE NET SETTLEMENT FUND**

38. Should the Court concur with Analytics' determinations concerning the provisionally accepted and rejected Claims, including the Late But Otherwise Eligible Claims, Analytics recommends the following distribution plan (the "Distribution Plan"):

(a) Analytics will conduct an initial distribution of the proceeds of the Settlement as soon as practicable after the Effective Date of the Settlement occurs (the "Initial Distribution"). In the Initial Distribution, Analytics shall distribute the full Settlement Amount plus any accrued interest (the "Settlement Fund") *less* (i) the total amounts of attorneys' fees and litigation expenses sought in Lead Counsel's pending Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (ECF No. 127) (which includes Lead Plaintiffs' respective requests for service awards to

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<sup>2</sup> Should the estimate of administrative fees and expenses payable to Analytics to conduct the initial distribution exceed the actual cost to conduct the distribution, the excess will be available for subsequent distribution to Authorized Claimants.



compensate them for the time their employees spent prosecuting this action)<sup>3</sup>; (ii) the amount of Analytics' fees and expenses that are approved by this Order; and (iii) the amount of any taxes and estimated taxes paid or to be paid, the costs of preparing appropriate tax returns, and any escrow fees. These funds will be distributed to Authorized Claimants on a *pro rata* basis as follows:

(1) Analytics will calculate each Authorized Claimant's *pro rata* share of the funds available for distribution in the Initial Distribution based on the amount of the Authorized Claimant's Recognized Claim in comparison to the total Recognized Claims of all Authorized Claimants.

(2) Analytics will, pursuant to the terms of the Plan of Allocation, eliminate from the Initial Distribution any Authorized Claimant whose *pro rata* share calculates to less than \$10.00. These Claimants will not receive any payment from the Settlement, and Analytics will send notifications to those Authorized Claimants advising them of that fact.

(3) After eliminating Claimants who would have received less than \$10.00, Analytics will recalculate the *pro rata* share for Authorized Claimants who would have received \$10.00 or more pursuant to the calculations described in

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<sup>3</sup> Analytics is aware that the Court has not yet ruled on Lead Counsel's pending Fee and Expense Application. However, as set forth herein, Analytics does not believe that the distribution of settlement proceeds to eligible claimants should be – or needs to be – delayed pending the Court's ruling on the Fee and Expense Application. Instead, Analytics (in consultation with Lead Counsel) proposes that (a) the total amount requested by Lead Plaintiffs be set aside from Analytics' Initial Distribution and (b) in the event the Court were ultimately to grant *less* than the full amounts requested in counsel's Fee and Expense Application, the difference would then be distributed as part of a later, second distribution. *See* ¶ 38(d) below. In the meantime, *all* amounts to be set aside for the amounts requested in counsel's Fee and Expense Application—whose distribution has not yet been approved by the Court – will continue to remain in escrow in the Settlement Fund account, under the jurisdiction of the Court, until the Court rules on that Application.

subparagraph (a)(1) above. This *pro rata* share is the Authorized Claimant's "Distribution Amount."

(b) In order to encourage Authorized Claimants to deposit their payments promptly, all distribution checks will bear a notation: "CASH PROMPTLY. VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [DATE 90 DAYS AFTER ISSUE DATE]."<sup>4</sup>

(c) Authorized Claimants who do not cash their Initial Distribution checks within the time allotted or on the conditions set forth in footnote 4 will irrevocably forfeit all recovery from the Settlement. The funds allocated to all such stale-dated checks will be available to be redistributed to other Authorized Claimants. Similarly, Authorized Claimants who do not cash their check from a second distribution or subsequent distribution within the time allotted or on the conditions set forth in footnote 4 will irrevocably forfeit any further recovery from the Settlement.

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<sup>4</sup> For Authorized Claimants whose checks are returned as undeliverable, Analytics will endeavor to locate new addresses by running the undeliverable addresses through address-lookup services. Where a new address is located, Analytics will update the database accordingly and reissue a distribution check to the Authorized Claimant at the new address. In the event an Authorized Claimant loses or damages his, her, or its check, or otherwise requires a new check, Analytics will issue replacements. Distribution reissues will be undertaken only upon written instructions from the Authorized Claimant, provided that the Authorized Claimant returns the previous check where appropriate. For all checks, Analytics will void the initial payment prior to reissuing a payment. In order not to delay further distributions to Authorized Claimants who have timely cashed their checks, Analytics' outreach program, described in the preceding sentences, shall end 30 days after the initial void date. Authorized Claimants will be informed that, if they do not cash their distribution checks within 90 days of the mail date, or they do not cash check reissues within 30 days of the mailing of such reissued check, their check will lapse, their entitlement to recovery will be irrevocably forfeited, and the funds will be reallocated to other Authorized Claimants. Reissue requests for lost or damaged checks will be granted after the void date on the checks as long as the request for the reissue is received no later than 45 days prior to the next planned distribution. Requests for reissued checks in connection with any subsequent distributions (should such distributions occur) will be handled in the same manner.

(d) Consistent with the Court-approved Plan of Allocation, after Analytics has made reasonable and diligent efforts to have Authorized Claimants cash their Initial Distribution checks, which efforts shall consist of the follow-up efforts described in footnote 4, but not earlier than nine (9) months after the Initial Distribution, Analytics will conduct a second distribution of the Net Settlement Fund (the “Second Distribution”). All amounts remaining after the Initial Distribution (including (i) any portion of the amount reserved for attorneys’ fees and litigation expenses that was not awarded by the Court (*see* footnote 3 above); and (ii) funds for all void stale-dated checks), after deducting Analytics’ fees and expenses incurred in connection with administering the Settlement for which it has not yet been paid (including Analytics’ estimated costs of the Second Distribution), and after deducting the payment of any taxes or estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be distributed to all Authorized Claimants in the Initial Distribution who cashed their first distribution check and who would receive at least \$10.00 from such distribution based on their *pro rata* share of the remaining funds. Additional distributions, after deduction of costs and expenses as described above and subject to the same conditions, shall occur thereafter in six-month intervals until Lead Counsel, in consultation with Analytics, determine that further distribution is not cost-effective.

(e) At such time as Lead Counsel, in consultation with Analytics, determine that further distribution of the funds remaining in the Net Settlement Fund is no longer cost-effective—but if sufficient funds remain to warrant the processing of additional late Claims that may be received after March 14, 2019—such Claims will be processed and, if valid, may be paid in accordance with subparagraph (f) below. If any funds remain in the

Net Settlement Fund after payment of such late or late-adjusted Claims, the remaining balance of the Net Settlement Fund (after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees) will be contributed to one or more secular § 501(c)(3) organization(s), to be recommended by Lead Counsel and approved by the Court, as provided in the Stipulation at ¶ 4.5(d).

(f) No new Claims may be accepted after March 14, 2019, and no further adjustments to Claims received on or before March 14, 2019, that would result in an increased Recognized Claim amount may be made for any reason after March 14, 2019, subject to the following exception: If Claims are received or modified after March 14, 2019, that would have been eligible for payment or additional payment under the Plan of Allocation if timely received, then, at such time as Lead Counsel (in consultation with Analytics) determine that further redistribution is not cost-effective as provided in subparagraph (e) above—and after payment of any unpaid fees or expenses incurred by Analytics in connection with administering the Net Settlement Fund and after deducting the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees—such late Claimants, at the discretion of Lead Counsel, may be paid the distribution amounts or additional distribution amounts on a *pro rata* basis that would bring them into parity (to the extent possible) with other Authorized Claimants who have cashed all their prior distribution checks.

(g) Unless otherwise ordered by the Court, one year after all funds have been distributed, Analytics may destroy paper and electronic copies of the Claims and all supporting documentation.

39. Analytics notes that it expects that it will recommend a Second Distribution of the Settlement Fund in this matter. In securities cases, in our experience, typically around 5% of the amount of the initially distributed funds remains unclaimed (even after diligent follow up efforts with Claimants) as a result of uncashed, returned, or undeliverable checks. Given the size of the Settlement Fund, the amount estimated to be available after the Initial Distribution will likely be in the range of \$700,000—an amount which would justify the Second Distribution without regard to whether additional funds may become available in the event that the Court awards attorneys' fees and expenses totaling less than the total amount requested in Lead Counsel's pending Fee and Expense Application.

### **CONCLUSION**

40. For the reasons set forth above, Analytics respectfully requests that the Court enter an Order (a) approving its administrative determinations accepting and rejecting the Claims submitted herein; (b) approving the proposed Distribution Plan; and (c) approving the payment from the Settlement Fund to Analytics of Analytics' fees and expenses in the total amount of \$151,801.08, as reflected on the invoices attached hereto as Exhibit G.

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

Executed this 22<sup>nd</sup> day of April 2019.

  
Michelle Kopperud

**CERTIFICATE OF SERVICE**

I hereby certify that on April 22, 2019, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email address of the registered participants as identified on the Notice of Electronic Filing.

/s/ James A. Harrod  
James A. Harrod