

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

MARK LEOVITCH (admitted *pro hac vice*)
(markl@blbglaw.com)

JOHN RIZIO-HAMILTON (admitted *pro hac vice*)
(johnr@blbglaw.com)

ABE ALEXANDER (admitted *pro hac vice*)
(abe.alexander@blbglaw.com)

1251 Avenue of the Americas

New York, NY 10020

Tel: (212) 554-1400

Fax: (212) 554-1444

-and-

JONATHAN D. USLANER (Bar No. 256898)
(jonathanu@blbglaw.com)

2121 Avenue of the Stars, Suite 2575

Los Angeles, CA 90067

Tel: (310) 819-3470

*Counsel for Lead Plaintiff Union Asset Management Holding AG and
Lead Counsel for the Class*

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

*In re Oracle Corporation Securities
Litigation*

CLASS ACTION

Case No. 5:18-cv-04844-BLF

**DECLARATION OF JONATHAN D.
USLANER IN SUPPORT OF (A) LEAD
PLAINTIFF'S MOTION FOR FINAL
APPROVAL OF SETTLEMENT AND
PLAN OF ALLOCATION, AND
(B) LEAD COUNSEL'S MOTION FOR
ATTORNEYS' FEES AND LITIGATION
EXPENSES**

Dept.: Courtroom 3, 5th Floor
Judge: Honorable Beth Labson Freeman

Hearing Date:
January 12, 2023 at 9:00 a.m.

DECLARATION OF JONATHAN D. USLANER
IN SUPPORT OF SETTLEMENT AND FEE MOTION
Case No. 5:18-cv-04844-BLF

TABLE OF CONTENTS**PAGE**

EXHIBIT LIST	iii
I. HISTORY OF THE ACTION	3
A. The Commencement of the Action and the Appointment of Lead Plaintiff and Lead Counsel.....	3
B. The Investigation and Filing of the Consolidated Complaint.....	3
C. Defendants' First Motion to Dismiss.....	5
D. The Investigation and Filing of the Amended Complaint	7
E. Defendants' Second Motion to Dismiss	8
F. The Parties Conduct Extensive Fact Discovery.....	11
1. Document Discovery	12
2. Depositions	14
3. Discovery Disputes	14
G. Lead Plaintiff's Motion for Class Certification	14
H. Work with Experts	15
I. The Parties' Mediation Efforts and the Settlement of the Action.....	16
J. The Court Grants Preliminary Approval of the Settlement	17
II. RISKS OF CONTINUED LITIGATION.....	18
A. Risks Concerning Liability	18
1. Falsity.....	19
2. Materiality.....	20
3. Scierter	20
B. Risks Related to Loss Causation and Damages	21
C. Risks Related to Class Certification	22
D. The Settlement Amount Compared to the Likely Maximum Damages that Could Be Proved at Trial	22

III.	LEAD PLAINTIFF’S COMPLIANCE WITH THE COURT’S PRELIMINARY APPROVAL ORDER REQUIRING ISSUANCE OF NOTICE.....	23
IV.	ALLOCATION OF THE PROCEEDS OF THE SETTLEMENT.....	25
V.	THE FEE AND EXPENSE APPLICATION	27
A.	The Fee Application.....	28
1.	Lead Plaintiff Has Authorized and Supports the Fee Application.....	28
2.	The Work Performed by Lead Counsel	29
3.	The Experience and Standing of Lead Counsel	32
4.	Standing and Caliber of Defendants’ Counsel.....	33
5.	The Risks of Litigation and the Need to Ensure the Availability of Competent Counsel in High-Risk Contingent Cases	33
6.	The Reaction of the Class to the Fee Application.....	34
B.	The Expense Application.....	34

EXHIBIT LIST

Ex. No.	Description
1	Declaration of Jochen Riechwald, Assistant General Counsel of Union Asset Management Holding AG, in Support of (A) Lead Plaintiff's Motion for Final Approval of Settlement and Plan of Allocation; and (B) Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses ("Riechwald Decl.")
2	CORNERSTONE RESEARCH, SECURITIES CLASS ACTION SETTLEMENTS: 2021 REVIEW AND ANALYSIS (2022)
3	Declaration of Jack Ewashko Regarding (A) Mailing of Notice and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date ("Ewashko Decl.")
4	Summary of Lead Counsel's Hours and Lodestar
5	Summary Descriptions of Work Performed by Lead Counsel's Attorneys
6	Lead Counsel's Time by Litigation Category
7	BLB&G's Firm Resume
8	Lead Counsel's Expense Report
9	<i>In re Merit Med. Sys., Inc. Sec. Litig.</i> , No. 8:19-cv-02326-DOC-ADS, slip op. (C.D. Cal. Apr. 15, 2022), ECF No. 118
10	<i>In re Quality Sys., Inc. Sec. Litig.</i> , No. SACV 13-01818-CJC-JPR, slip op. (C.D. Cal. Nov. 19, 2018), ECF No. 120
11	<i>In re Novatel Wireless Sec. Litig.</i> , No. 08-CV-01689-AJB (RBB), slip op. (S.D. Cal. June 23, 2014), ECF No. 520
12	NERA ECONOMIC CONSULTING, RECENT TRENDS IN SECURITIES CLASS ACTION LITIGATION: 2021 FULL-YEAR REVIEW (2022)
13	<i>In re Valaris PLC</i> , Second Interim and Final Fee Application of Morrison & Foerster LLP, No. 20-34114 (MI) (Bankr. S.D. Tex. June 11, 2021), ECF No. 1306
14	<i>In re Allergan, Inc. Proxy Violation Sec. Litig.</i> , No. 8:14-cv-02004-DOC-KESx, slip op. (C.D. Cal. Aug. 14, 2018), ECF No. 637
15	<i>In re HP Sec. Litig.</i> , No. 3:12-cv-05980-CRB, slip op. (N.D. Cal. Nov. 16, 2015), ECF No. 279
16	<i>In re Equifax Inc. Sec. Litig.</i> , No. 1:17-cv-03463-TWT, slip op. (N.D. Ga. June 26, 2020), ECF No. 179

JONATHAN D. USLANER declares as follows:

1. I am a partner of the law firm of Bernstein Litowitz Berger & Grossmann LLP (“BLB&G”). BLB&G was appointed Class Counsel and Lead Counsel for Lead Plaintiff Union Asset Management Holding AG (“Lead Plaintiff” or “Union”) in the above-captioned action (the “Action”). I have personal knowledge of the matters set forth herein based on my active participation in all aspects of the prosecution and settlement of the Action.¹

2. The proposed Settlement before the Court provides for the resolution of all claims in the Action in exchange for a cash payment of \$17,500,000.00, plus interest, for the benefit of the Class. The Settlement Amount has been paid into an escrow account and is earning interest. As detailed herein, the Settlement provides a benefit to the Class by conferring a substantial, certain, and immediate recovery while avoiding the significant risks of continued litigation, including the risk that the Class could recover nothing or less than the Settlement Amount after years of additional litigation, appeals, and delay.

3. The proposed Settlement is the result of extensive efforts by Lead Plaintiff and Lead Counsel, which included, among other things: (i) conducting an extensive investigation into the alleged fraud, including interviews with dozens of former employees of Oracle and a thorough review of public information such as filings with the U.S. Securities and Exchange Commission (“SEC”), analyst reports, conference call transcripts, and news articles; (ii) drafting an initial complaint, a detailed Consolidated Complaint based on Lead Counsel’s extensive investigation, and—following the dismissal of that Consolidated Complaint—a further Amended Complaint; (iii) opposing two rounds of Defendants’ motion to dismiss through briefing and oral argument; (iv) conducting substantial fact discovery, including exchanging initial disclosures, document requests, and interrogatories, and obtaining and reviewing roughly 330,000 pages of documents from

¹ All capitalized terms that are not otherwise defined herein shall have the meanings provided in the Stipulation and Agreement of Settlement dated June 23, 2022 (ECF No. 128-1) (the “Stipulation”), which was entered into by and among (i) Lead Plaintiff, on behalf of itself and the Class, and (ii) defendant Oracle Corp. (“Oracle” or the “Company”) and defendants Safra A. Catz, Paula R. Hurd, as Trustee of the Hurd Family Trust, Lawrence J. Ellison, Ken Bond, Thomas Kurian, and Steve Miranda (collectively, the “Individual Defendants” and, together with Oracle, “Defendants”).

1 Defendants and third parties; (v) successfully moving for certification of the Class; (vi) opposing
2 Defendants' Rule 23(f) petition for immediate appellate review of the class certification order;
3 (vii) consulting extensively with experts on loss causation, damages, market efficiency, accounting,
4 and the software industry throughout the Action; and (viii) engaging in extended arm's-length
5 settlement negotiations, which included a full-day mediation session with Jed D. Melnick of JAMS,
6 an experienced mediator. Due to these efforts, Lead Plaintiff and Lead Counsel were well-informed
7 of the strengths and weaknesses of the claims and defenses in the Action at the time they achieved
8 the proposed Settlement.

9 4. The \$17.5 million Settlement was based on a mediator's recommendation made by
10 Mr. Melnick following several additional months of arm's-length settlement negotiations after the
11 mediation.

12 5. Lead Plaintiff is a sophisticated institutional investor that actively participated in the
13 Action, closely supervised the work of Lead Counsel, and strongly endorses the approval of the
14 Settlement. *See* Declaration of Jochen Riechwald, Assistant General Counsel of Union ("Riechwald
15 Decl."), attached hereto as Exhibit 1, at ¶¶ 4-9.

16 6. As discussed in further detail below, the proposed Plan of Allocation, which was
17 developed with the assistance of Lead Plaintiff's damages expert, provides for the equitable
18 distribution of the Net Settlement Fund to Class Members who submit Claim Forms that are
19 approved for payment by the Court on a *pro rata* basis fairly based on losses attributable to the
20 alleged fraud.

21 7. For its efforts in achieving the Settlement, Lead Counsel requests a fee of 20% of the
22 Settlement Fund. As discussed in the Fee Memorandum, the requested fee is well below the 25%
23 benchmark for percentage fee awards in the Ninth Circuit and is below the range of percentage fees
24 that courts within this Circuit typically award for similarly sized settlements. Moreover, the
25 requested percentage fee, requested pursuant to a retention agreement entered into with Lead
26 Plaintiff at the outset of the Action, will result in a fee that is substantially less than Lead Counsel's
27 lodestar. Lead Counsel respectfully submits that the requested fee of 20% of the Settlement Fund is
28

1 fair and reasonable in light of the result achieved in the Action, the efforts of Lead Counsel, and the
2 risks and complexity of the litigation.

3 **I. HISTORY OF THE ACTION**

4 **A. The Commencement of the Action and the Appointment of Lead Plaintiff and** 5 **Lead Counsel**

6 8. On August 10, 2018, Lead Counsel filed a class action complaint, styled *City of*
7 *Sunrise Firefighters' Pension Fund v. Oracle Corporation*, Case No. 5:18-cv-04844-BLF (N.D.
8 Cal.), asserting violations of federal securities laws against Oracle and the Individual Defendants.
9 (ECF No. 1.)

10 9. In accordance with the PSLRA, Lead Counsel caused a notice to be published in a
11 national newswire service on August 10, 2018 advising potential class members of the pendency of
12 the action, the claims asserted, and the deadline by which putative class members could move the
13 Court for appointment as lead plaintiff.

14 10. A related derivative complaint, *Chugh v. Oracle Corporation*, Case No. 5:19-cv-
15 00764-BLF (N.D. Cal.), was filed in the Court on February 12, 2019.

16 11. Union moved for appointment as Lead Plaintiff on October 9, 2018. (ECF No. 17.)
17 No other class member filed a motion for appointment as Lead Plaintiff.

18 12. On December 21, 2018, the Court entered an Order which appointed Union as Lead
19 Plaintiff for the Action, and approved Union's selection of BLB&G as Lead Counsel. (ECF No. 22.)
20 On April 25, 2019, the Court entered an Order designating *Chugh* as a related case. (ECF No. 47.)

21 **B. The Investigation and Filing of the Consolidated Complaint**

22 13. Beginning prior to the Court's appointment of Lead Plaintiff and continuing through
23 preparation of the Consolidated Complaint on behalf of Lead Plaintiff, Lead Counsel undertook an
24 extensive investigation into the alleged fraud and potential claims that could be asserted in the
25 Action. This investigation included a review and analysis of: (a) Oracle's public filings with the
26 SEC; (b) research reports from securities and financial analysts; (c) Company press releases and
27 reports; (d) Company website and marketing materials; (e) news and media reports concerning the
28 Company and other facts related to this Action; (f) price and volume data for Oracle securities; and

1 (g) documents obtained from the National Economic Prosecutor's Office of Chile ("FNE")
2 concerning its investigation into Oracle.

3 14. In addition, in connection with its investigation, Lead Counsel and its in-house
4 investigators conducted an extensive search to locate former employees of Oracle and industry
5 participants who might have relevant information pertaining to the claims asserted in the Action.
6 This included contacting over 400 former Oracle employees who were believed to have potentially
7 relevant information. Lead Counsel and/or its in-house investigators spoke to over 115 of these
8 individuals. Lead Counsel ultimately included detailed information received from nine of these
9 former Oracle employees in the Consolidated Complaint. Lead Counsel also included documents
10 from Oracle's license audit of the City and County of Denver and a report from FNE uncovered
11 during the course of Lead Counsel's investigation.

12 15. On March 8, 2019, Lead Plaintiff filed and served the Consolidated Class Action
13 Complaint for Violations of the Federal Securities Laws (ECF No. 40) (the "Consolidated
14 Complaint"). The detailed, 101-page Consolidated Complaint asserts claims against all Defendants
15 under Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5
16 promulgated thereunder, against Defendants Safra A. Catz, Paula R. Hurd, as Trustee of the Hurd
17 Family Trust, and Lawrence J. Ellison under Section 20(a) of the Exchange Act, and against
18 Defendant Thomas Kurian under Section 20A of the Exchange Act. Lead Plaintiff alleged that,
19 between March 15, 2017 and June 19, 2018, Defendants made materially false and misleading
20 misstatements and omissions about the drivers of Oracle's Cloud revenue. The Consolidated
21 Complaint alleged that Defendants' statements attributing that growth to a variety of legitimate
22 factors and initiatives were false and misleading because Oracle allegedly drove sales of Cloud
23 products in two ways: (i) by allegedly threatening its customers with large "audit" penalties
24 stemming from their use of the Company's on-premise software, unless the customers agreed to
25 purchase Oracle Cloud product (known as "audit-bargain-close" or "ABC deals"); and (ii) by
26 allegedly offering customers large discounts on Oracle on-premise products if they accepted short-
27 term Cloud contracts that they did not want and would likely not use (known as "attached deals").
28 The Consolidated Complaint alleged that these "financially-engineered deals" concealed the alleged

1 lack of real demand for Oracle's Cloud products, making Oracle's Cloud growth allegedly
 2 unsustainable and ultimately driving away customers. Lead Plaintiff further alleged that the price
 3 of Oracle's common stock was artificially inflated as a result of Defendants' allegedly false and
 4 misleading misstatements and omissions, and declined when the truth was allegedly revealed
 5 through a series of partial disclosures beginning on December 14, 2017 and concluding on June 19,
 6 2018.

7 **C. Defendants' First Motion to Dismiss**

8 16. On April 19, 2019, Defendants filed and served a motion to dismiss the Consolidated
 9 Complaint. (ECF No. 44.) Defendants argued that the Consolidated Complaint should be dismissed
 10 because Lead Plaintiff had not alleged any materially false and misleading statements made by
 11 Defendants during the Class Period; that certain challenged statements were also non-actionable
 12 because they were puffery or forward-looking statements; and that the Consolidated Complaint
 13 failed to allege facts giving rise to a strong inference of scienter. Specifically, Defendants argued
 14 that:

- 15 (a) Defendants were not subject to any duty to disclose Oracle's sales practices and, in
 16 any event, Defendants' statements to investors about the Company's sales practices
 17 underlying its Cloud revenue and the sustainability of its Cloud growth were not false
 18 or misleading because the reported revenue was accurate and the Consolidated
 19 Complaint failed to sufficiently identify any improper sales;
- 20 (b) many of the statements challenged by Lead Plaintiff were forward-looking statements
 21 accompanied by meaningful cautionary language and, thus, were protected by the
 22 PSLRA's "safe harbor" provision or otherwise were non-actionable statements of
 23 general corporate optimism;
- 24 (c) the allegations in the Complaint from former Oracle employees did not establish
 25 scienter because the former employees offered no allegations about Defendants
 26 Ellison, Kurian, Bond, or Miranda, and the Consolidated Complaint failed to
 27 sufficiently establish the reliability of the former employee allegations against
 28 Defendants Hurd and Catz; and

1 (d) Lead Plaintiff's theory of fraud fails because it only alleges isolated instances of
2 purported malfeasance and Oracle recorded record Cloud revenues at the end of the
3 Class Period.

4 17. Defendants' motion to dismiss the Consolidated Complaint included a request that
5 the Court consider documents incorporated by reference in the Consolidated Complaint and take
6 judicial notice of additional documents submitted to the Court, including the Company's SEC filings
7 and other public communications. (ECF No. 45.)

8 18. On May 31, 2019, Lead Plaintiff filed and served a memorandum of law in opposition
9 to Defendants' motion to dismiss and request for judicial notice. (ECF No. 48.) Lead Plaintiff
10 explained that the Consolidated Complaint adequately identified the false and misleading statements
11 and omissions, detailed the reasons why each challenged statement was false or omitted material
12 facts, and raised a strong inference of scienter. Among other things, Lead Plaintiff argued that:

13 (a) Defendants' statements to investors about the source of the Company's Cloud
14 revenue and growth were misleading because Oracle employed financially
15 engineered deals across large segments of its business, as corroborated by industry
16 participants and the financial press;

17 (b) the PSLRA "safe harbor" did not apply because the challenged statements were not
18 forward looking, but rather statements of present fact;

19 (c) Defendants' statements were concrete descriptions about Oracle's Cloud revenue
20 growth, and thus were not puffery;

21 (d) the former employees who provided the accounts detailed in the Consolidated
22 Complaint were well-placed and reliable; and

23 (e) the Consolidated Complaint raised a strong inference of scienter by demonstrating
24 that significant financially engineered deals were reported to—and approved by—
25 Defendants Hurd and Catz, and the Defendants were directly informed of Oracle's
26 coercive sales tactics by regulators, industry participants, and the media, all of whom
27 were concerned with Oracle's widespread use of financially engineered deals to
28 artificially inflate its Cloud numbers.

1 19. Lead Plaintiff also objected to Defendants' request for judicial notice. Specifically,
2 Lead Plaintiff objected to Defendants' attempt to notice documents to improperly claim the truth of
3 the matters asserted therein.

4 20. On June 21, 2019, Defendants filed and served reply papers in support of their
5 motion. (ECF No. 49.)

6 21. The Court held oral argument on Defendants' motion to dismiss the Consolidated
7 Complaint on October 17, 2019. (ECF No. 56.)

8 22. On December 17, 2019, the Court entered an Order granting Defendants' motion to
9 dismiss the Consolidated Complaint with leave for Lead Plaintiff to file an amended complaint.
10 (ECF No. 65.)

11 **D. The Investigation and Filing of the Amended Complaint**

12 23. In response, Lead Counsel and its in-house investigators redoubled their efforts to
13 address the Court's Order and developed a new, complimentary theory of liability about the poor
14 quality of Oracle's Cloud products. Between the Consolidated Complaint and the Amended
15 Complaint defined below, Lead Counsel reached out to 772 people in 20 different countries spanning
16 every continent except Antarctica. Lead Counsel ultimately spoke to 176 individuals, 13 of whom
17 are cited in the Amended Complaint. Lead Counsel's investigation revealed reports and internal
18 emails by former employees who had direct contact with the Individual Defendants. In addition,
19 Lead Counsel reached out to nine third-party Cloud industry participants concerning Oracle's sales
20 practices and communicated directly with FNE to obtain further information about its report.

21 24. In connection with the preparation of the Amended Complaint, Lead Counsel also
22 consulted with Dr. David Tabak of NERA Economic Consulting, who has substantial experience in
23 providing expert analysis and testimony regarding loss causation and damages in securities class
24 actions. Lead Counsel consulted with Dr. Tabak concerning the impact of Defendants' alleged
25 misstatements and omissions on the market price of Oracle's common stock, and the damages
26 suffered by Oracle shareholders. Lead Counsel also consulted with Andrew Mintzer of Hemming
27 Morse LLP regarding issues of GAAP accounting.

25. On February 17, 2020, Lead Plaintiff filed and served the Amended Consolidated Class Action Complaint for Violations of the Federal Securities Laws (ECF No. 68) (the “Amended Complaint” or “Complaint”). The Amended Complaint asserts claims against all Defendants under Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, against the Individual Defendants under Section 20(a) of the Exchange Act, and against Defendants Kurian, Catz, and Hurd under Section 20A of the Exchange Act. Lead Plaintiff alleged that, between March 15, 2017 and June 19, 2018, Defendants made materially false and misleading misstatements and omissions about the quality of Oracle’s Cloud products, which forced the Company to resort to financially engineered deals to fraudulently inflate its Cloud revenue, in violation of GAAP. The Amended Complaint alleged that Oracle underestimated a fundamental shift in database technology, rapidly fell behind its competitors, and resorted to systematically coercing and bribing its existing customers into making so-called “purchases” of its flawed Cloud product to compensate for the Company’s competitive weaknesses. Defendants allegedly concealed these sales tactics during the Class Period, while making a host of public statements attributing Oracle’s successful transformation to supposedly legitimate factors. Lead Plaintiff further alleged that the price of Oracle’s common stock was artificially inflated as a result of Defendants’ allegedly false and misleading misstatements and omissions, and declined when the truth was allegedly revealed through a series of partial disclosures beginning on December 14, 2017 and concluding on June 19, 2018.

E. Defendants’ Second Motion to Dismiss

26. On April 23, 2020, Defendants filed and served a motion to dismiss the Complaint (ECF No. 72), which again included a request that the Court consider documents incorporated by reference in the Complaint and take judicial notice of other documents submitted to the Court (ECF No. 73). Defendants argued that the Complaint should be dismissed because Lead Plaintiff had not alleged any materially false and misleading statements made by Defendants during the Class Period; that certain challenged statements were also non-actionable because they were puffery or forward-looking statements; and that the Complaint failed to allege facts giving rise to a strong inference of scienter. Specifically, Defendants argued that:

- 1 (a) Lead Plaintiff's product defect allegations did not render any statement false or
 2 misleading because these allegations were based on isolated language that was not
 3 contemporaneous with any challenged statement, Oracle accurately reported its
 4 Cloud revenue, and GAAP did not impose a duty of disclosure;
- 5 (b) many of the statements challenged by Lead Plaintiff were forward-looking statements
 6 accompanied by meaningful cautionary language and, thus, were protected by the
 7 PSLRA's "safe harbor" provision or otherwise were non-actionable statements of
 8 general corporate optimism;
- 9 (c) the new allegations from former Oracle employees provide only vague hearsay and
 10 were not based on interactions between the former employees and the majority of the
 11 Individual Defendants; and
- 12 (d) Lead Plaintiff's theory of fraud based on product defects failed because Oracle's
 13 Cloud revenue grew both before, during, and after the Class Period.

14 27. On June 30, 2020, Lead Plaintiff filed and served a memorandum of law in opposition
 15 to Defendants' motion to dismiss and request for judicial notice. (ECF No. 76.) Lead Plaintiff
 16 argued that the Amended Complaint adequately identified the false and misleading statements and
 17 omissions, detailed the reasons why each challenged statement was false or omitted material facts,
 18 and raised a strong inference of scienter. Among other things, Lead Plaintiff argued that:

- 19 (a) the Amended Complaint contained many new facts requested by the Court, including
 20 a new report from a high-ranking Oracle executive and internal Oracle
 21 correspondence of severe deficiencies in Oracle's Cloud products, reports identifying
 22 that the vast majority of Oracle's Cloud sales were generated by engineered deals,
 23 and allegations concerning Defendants Hurd and Catz personally approving large
 24 engineered deals, among other allegations;
- 25 (b) Defendants misleadingly downplayed the use of coercive tactics to drive sales of
 26 Oracle's Cloud products, while falsely touting Cloud growth as the result of the
 27 quality and competitiveness of the Company's Cloud products;
- 28

- 1 (c) Defendants violated GAAP by failing to disclose that the majority of its Cloud
2 revenue arose from engineered deals;
- 3 (d) the PSLRA “safe harbor” did not apply because the challenged statements were not
4 forward looking, but rather statements of present fact;
- 5 (e) the former employees who provided the accounts detailed in the Amended Complaint
6 were well-placed and reliable, as supported by a host of new allegations from
7 additional former employees, including internal reports and correspondence; and
- 8 (f) the Amended Complaint raised a strong inference of scienter by demonstrating that
9 financially engineered deals were approved by the Individual Defendants through a
10 centralized system, and Defendants had actual access to copious information
11 detailing the high volume of Oracle’s engineered deals and severe defects in Oracle’s
12 Cloud products.

13 28. Lead Plaintiff also objected again to Defendants’ request for judicial notice.
14 Specifically, Lead Plaintiff objected to Defendants’ attempt to violate well-established limits on
15 judicial notice and reference external documents for the truth of the matter asserted therein.

16 29. On July 30, 2020, Defendants filed and served reply papers in support of their motion.
17 (ECF No. 77.)

18 30. The Court held oral argument on Defendants’ motion to dismiss the Amended
19 Complaint on September 24, 2020. (ECF No. 80.)

20 31. On March 22, 2021, the Court entered an Order which granted in part and denied in
21 part Defendants’ motion to dismiss. (ECF No. 84.) In its Order, the Court acknowledged that Lead
22 Counsel had “dedicated significant investigative resources” to revising the pleading and found that
23 Lead Plaintiff’s confidential witness allegations supported the inference that financially engineered
24 deals “constituted a material portion of Oracle’s cloud revenue at the time each alleged misstatement
25 was made,” including that up to “90-95% of Company-wide cloud sales during fiscal years 2016 and
26 2017, at a minimum, were engineered deals.” (*Id.* at 23, 28.) The Court held that “the overall fraud
27 theory alleged in the SAC plausible, cogent and compelling” and found that Lead Plaintiff
28 adequately alleged that 13 statements from Defendants were misleading when made. (*Id.* at 38, 54.)

1 The Court also found that Lead Plaintiff's allegations created a strong inference of scienter and
2 satisfied the pleading requirements for loss causation for these statements. The Court's March 22,
3 2021 order, however, dismissed claims against Thomas Kurian and Steve Miranda (the "Former
4 Defendants") with prejudice. (*See id.* at 54.)

5 32. On April 21, 2021, Defendants filed their Answer to the Complaint. (ECF No. 88.)
6 In their Answer, Defendants denied that any of the statements at issue were materially false or
7 misleading, or made with scienter. Defendants additionally asserted eleven affirmative defenses,
8 including that their statements were protected by the PSLRA "safe harbor" for forward-looking
9 statements; that the alleged misrepresentations or omissions were based on good-faith and
10 reasonable reliance upon the work, opinions, information, representations, and advice of others upon
11 whom Defendants were entitled to rely; and that Defendants acted at all times in good faith and
12 exercised reasonable care and did not know, and in the exercise of reasonable care could not have
13 known, of any alleged misconduct, untruth, omission, or any other action alleged in the Complaint.

14 **F. The Parties Conduct Extensive Fact Discovery**

15 33. Discovery in the Action commenced in April 2021, following the Court's partial
16 denial of Defendants' motion to dismiss.

17 34. Lead Plaintiff served its First Set of Requests for the Production of Documents to
18 Defendants on April 27, 2021 and received Defendants' first set of document requests on April 23,
19 2021.

20 35. Lead Counsel also prepared for their upcoming conference with Defendants under
21 Federal Rule of Civil Procedure 26(f) and prepared Lead Plaintiff's Initial Disclosure Statement.
22 Consistent with the guidance set forth in the Northern District of California's "Checklist for Rule
23 26(f) Meet and Confer Regarding Electronically Stored Information," Lead Counsel conferred with
24 Lead Plaintiff concerning, among other things: (a) Lead Plaintiff's document preservation processes;
25 (b) the location of relevant documents and the identification of systems where those documents
26 resided; and (c) individuals for inclusion in Lead Plaintiff's Initial Disclosure Statement pursuant to
27 Federal Rule of Civil Procedure 26(a).
28

36. The Parties also drafted a Joint Case Management Statement submitted to the Court on April 22, 2021, which discussed the facts, issues, and history of the case and set forth the Parties' views on the scope of discovery to be conducted, e-discovery procedures, and proposed scheduling. (ECF No. 90.)

37. The Court held a case management conference on April 29, 2021 (ECF No. 92) and entered a Case Management Order on April 30, 2021 (ECF No. 94). The deadlines set forth in this order included that Lead Plaintiff's motion for class certification was to be filed by October 8, 2021. (*Id.*) A subsequent scheduling order was entered on May 25, 2021, which provided that substantial completion of document production would be due April 28, 2022, and the deadline for all fact discovery, including depositions, would be September 15, 2022. (ECF No. 102.)

38. The Parties exchanged their Initial Disclosure Statements pursuant to Rule 26(a)(1) of the Federal Rules of Civil Procedure on May 21, 2021.

39. The Parties also negotiated the terms of the protective order governing the treatment of documents and other information produced in discovery, which the Parties submitted to the Court on July 2, 2021. (ECF No. 103.) The Court entered the stipulated protective order on July 6, 2021. (ECF No. 104.)

1. Document Discovery

40. Defendants served their Responses and Objections to Lead Plaintiff's First Request for Production of Documents on May 27, 2021 and began the production of documents in September 2021. In the months that followed, Lead Counsel engaged in numerous meet and confers with Defendants' Counsel, both by telephone and in person, and conducted extensive negotiations over the scope and adequacy of Defendants' discovery responses, including relating to the search terms to be used and custodians whose documents should be searched. After extensive, hard-fought negotiations, Defendants agreed to conduct searches of over 20 custodians, including in Oracle's central files, hardcopy files, emails, and text messages.

41. Lead Plaintiff served its first set of interrogatories on Defendants on April 30, 2021, which were principally aimed at identifying ABC deals, attached deals, and any other financially engineered deals, and the resulting Cloud revenue from such deals. Defendants served their

Responses to Lead Plaintiff's First Set of Interrogatories on June 1, 2021, and Defendants supplemented their responses on February 16, 2022.

42. On March 2, 2022, Lead Plaintiff served its Second Request for Production of Documents. Lead Plaintiff's Second Request for Production of Documents sought the production of documents concerning financially engineered deals, attached deals, and ABC deals from Oracle's internal database of its Cloud deals.

43. Lead Plaintiff also issued extensive discovery requests to various non-parties who might possess relevant information. In total, Lead Plaintiff issued more than 20 subpoenas to non-parties, including current and former Oracle employees, Oracle board members, and outside consultants to Oracle's Cloud customers.

44. In response to Lead Plaintiff's requests for production of documents and subpoenas, Defendants and non-parties produced nearly 330,000 pages of documents to Lead Plaintiff. Lead Counsel reviewed, analyzed, and coded the documents received. In reviewing the documents, attorneys were tasked with making several analytical determinations as to the documents' importance and relevance. Specifically, they determined whether the documents were "hot," "relevant," or "not relevant." They also assessed which specific issues the documents concerned and determined the identities of the Oracle employees or other potential deponents to whom the documents related so that the documents could be retrieved when preparing for depositions. Lead Counsel's partners structured the document review to include regular team meetings to discuss the documents of highest interest and other issues that arose during the document review. Through these meetings, Lead Counsel ensured that all attorneys involved in the review understood the developing nature of the evidence and focused document review on the key issues in the Action. The documents discussed included those that were particularly relevant to Lead Plaintiff's claims and that offered insight into other important aspects of the case, including Defendants' likeliest defenses.

45. With Lead Counsel's assistance, Lead Plaintiff searched for and gathered documents in their own files that were responsive to Defendants' requests for production of documents, which documents were then reviewed by Lead Counsel. Defendants served their First Request for Production of Documents to Lead Plaintiff on April 23, 2021, which requested 37 categories of

documents, including those concerning Lead Plaintiff's transactions in Oracle and any related communications, Lead Plaintiff's involvement in the Action, and its engagement of Lead Counsel. Lead Plaintiff filed their Responses and Objections to Defendants' requests on May 25, 2021 and began producing documents to Defendants in July 2021. In total, Lead Plaintiff produced over 200,000 pages of documents to Defendants in response to their requests. Lead Plaintiff also responded to two sets of interrogatories propounded by Defendants.

2. Depositions

46. Lead Plaintiff had noticed the Rule 30(b)(6) deposition of Oracle and the depositions of six other fact witnesses in the Action before the Settlement was reached. These fact witnesses included the Senior Vice President of Oracle's North America Technology Division; Oracle's Senior Vice President of Investor Relations; Oracle's Chief Executive Officer; and Oracle's founder/Chief Technical Officer during the Class Period. These depositions were ultimately not held because the Parties reached an agreement in principle to settle the Action in May 2022, prior to the date the depositions were scheduled to occur.

3. Discovery Disputes

47. Discovery in the Action was highly contested. Lead Counsel and Defendants' Counsel exchanged numerous letters and participated in numerous meet-and-confer sessions regarding, among other things, the scope of the documents produced, the adequacy of the search terms and custodians, and the adequacy of responses to interrogatories. The great majority of these disputes were resolved through negotiation between the Parties and without the intervention of the Court.

G. Lead Plaintiff's Motion for Class Certification

48. On October 8, 2021, Lead Plaintiff filed its motion for class certification. (ECF No. 107.) The motion was supported by a memorandum of law (*id.*) and an expert report from Lead Plaintiff's market efficiency expert, Dr. David Tabak, which opined that Oracle's common stock traded in an efficient market during the Class Period and that per-share damages could be measured for all Class Members using a common methodology. (ECF No. 107-11.)

49. The Parties conducted discovery in connection with Lead Plaintiff's class certification motion. On November 23, 2021, Defendants deposed Lead Plaintiff's market efficiency expert, Dr. Tabak. In addition, as noted above, Lead Plaintiff produced over 200,000 pages of the documents to Defendants in response to their document requests.

50. On December 9, 2021, Defendants filed their opposition to the class certification motion. (ECF No. 112.) Defendants argued that a class should not be certified because Lead Plaintiff has not presented a valid model for calculating damages on a class-wide basis. (*Id.* at 3-9.)

51. On February 9, 2022, Lead Plaintiff filed reply papers in further support of its motion (ECF No. 113), which included a chart of 75 cases rejecting Defendants' argument (ECF No. 113-2.)

52. On March 24, 2022, the Court held oral argument on Lead Plaintiff's motion for class certification. (ECF No. 117.) On May 9, 2022, the Court granted the motion, certifying the proposed Class, appointing Lead Plaintiff as Class Representative, and appointing BLB&G as Class Counsel. (ECF No. 122.)

53. On May 23, 2022, Defendants filed a petition seeking permission to appeal the Court's order certifying the Class to the Court of Appeals for the Ninth Circuit pursuant to Rule 23(f) of the Federal Rules of Civil Procedure. (ECF No. 123; Ninth Circuit Case No. 22-80048, Dkt. No. 1.) Lead Plaintiff opposed this petition on June 2, 2022. (Ninth Circuit Case No. 22-80048, Dkt. No. 4.) Defendants' petition is now stayed pending the Court's approval of the Settlement. (Ninth Circuit Case No. 22-80048, Dkt. No. 12.)

H. Work with Experts

54. Lead Plaintiff retained several highly qualified experts and consultants in disciplines including market efficiency, damages, loss causation, accounting, and the software industry to assist in the prosecution of this Action. Lead Counsel consulted extensively with these experts and consultants throughout the litigation. Lead Plaintiff's experts and consultants included: (a) David Tabak, of NERA, a financial economist who served as Lead Plaintiff's expert on market efficiency and class-wide damages; (b) Chad Coffman, of Global Economics Group, who also provided Lead Plaintiff with expert advice on damages and loss causation issues; and (c) Andrew Mintzer of

Hemming Morse, LLP, who provided expert advice on accounting issues. Lead Plaintiff also consulted with experts on issues related to the software industry.

55. Lead Counsel consulted with these experts throughout the litigation of the Action, including in preparing the Consolidated Complaint and Amended Complaint, in reviewing documents produced in discovery, and in preparation for settlement negotiations. In addition, as noted above, Lead Counsel worked with Dr. Tabak to prepare an expert report on market efficiency and class-wide damages methodology that was filed in support of Lead Plaintiff's class certification motion. After the Settlement was reached, Lead Counsel worked with Mr. Coffman and his team at Global Economics Group to develop the Plan of Allocation.

I. The Parties' Mediation Efforts and the Settlement of the Action

56. Pursuant to Local Rule 16-8 and ADR Local Rule 3-5, the Parties conferred prior to the initial case management conference and discussed potential dispute resolution options for the Action. On May 10, 2021, the Parties executed a stipulation and proposed order agreeing to participate in mediation with a private mediator to be mutually agreed by the Parties. (ECF No. 97.) On May 11, 2021, the Court so-ordered that stipulation and ordered that the mediation session be held prior to the hearing on Lead Plaintiff's motion for class certification. (ECF No. 99.)

57. The Parties conferred and selected JAMS Mediator Jed D. Melnick to serve as the mediator for the Action. Mr. Melnick is an experienced mediator of securities class actions and other complex litigation.

58. While discovery was ongoing and Lead Plaintiff's class certification motion was pending before the Court, the Parties held a private mediation before Mr. Melnick. On February 11, 2022, the Parties exchanged detailed mediation statements addressing liability and damages issues with numerous exhibits that were also submitted to Mr. Melnick. A mediation session with Mr. Melnick was held on February 18, 2022. At the mediation session, the Parties engaged in vigorous settlement negotiations with the assistance of Mr. Melnick, but they were not able to reach an agreement.

59. Following certification of the Class, and as fact discovery continued, the Parties continued to discuss the possible resolution of the Action through settlement. On May 26, 2022,

after continued discussions with the Parties, Mr. Melnick issued a mediator's recommendation to the Parties that the Action be resolved in exchange for payment of \$17,500,000 in cash for the benefit of the Class. The proposal was issued on a double-blind basis, meaning that if one of the parties had rejected the proposal they would not find out whether the other party had accepted the proposal. On May 27, 2022, both Lead Plaintiff and Defendants informed Mr. Melnick that they accepted the proposal. After further negotiation of the non-monetary terms of the Settlement, the Parties executed a Term Sheet on June 2, 2022, setting forth their agreement in principle to settle the Action in return for Oracle's payment of \$17,500,000 in cash for the benefit of the Class, subject to certain terms and conditions and the execution of a customary "long form" stipulation and agreement of settlement and related papers.

60. In the ensuing weeks, the Parties negotiated the full terms of the Settlement and drafted the Settlement Agreement and related papers, including the notices to be provided to the Class. On June 23, 2022, the Parties executed the Stipulation and Agreement of Settlement (ECF No. 128-1), which set forth the complete terms of the Parties' agreement to settle all claims asserted in the Action for \$17,500,000, subject to the approval of the Court. The same day, Lead Plaintiff and Oracle also executed a Supplemental Agreement that provided that Oracle may terminate the Settlement if persons who request exclusion from the Class reach a certain threshold.

J. The Court Grants Preliminary Approval of the Settlement

61. On July 11, 2022, Lead Plaintiff filed a motion for preliminary approval of the Settlement. (ECF No. 128.)

62. Following a hearing on September 15, 2022, Lead Plaintiff filed a Notice of Filing of Revised Proposed Preliminary Approval Order, which modified the original motion for preliminary approval of the Settlement by specifying certain deadlines as requested by the Court during the hearing. (ECF No. 133.) Later that same day, the Court entered the Order Preliminarily Approving Settlement and Providing for Notice as Modified by the Court (ECF No. 134) (the "Preliminary Approval Order") which, among other things: (a) preliminarily approved the Settlement; (b) approved the form of Notice, Summary Notice, and Claim Form, and authorized notice to be given to Class Members through mailing of the Notice and Claim Form, posting of the Notice and

1 Claim Form on a Settlement website, and publication of the Summary Notice in *The Wall Street*
2 *Journal* and over the *PR Newswire*; (c) established procedures and deadlines by which Class
3 Members could participate in the Settlement, request exclusion from the Class, or object to the
4 Settlement, the proposed Plan of Allocation, and/or the fee and expense application; and (d) set a
5 schedule for the filing of opening papers and reply papers in support of the proposed Settlement,
6 Plan of Allocation, and the Fee and Expense Application. The Preliminary Approval Order also
7 scheduled the Settlement Hearing for January 12, 2023 at 9:00 a.m. to determine, among other
8 things, whether the Settlement should be finally approved.

9 **II. RISKS OF CONTINUED LITIGATION**

10 63. The Settlement provides an immediate and certain benefit to the Class in the form of
11 a \$17,500,000.00 cash payment. Lead Plaintiff and Lead Counsel believe that the proposed
12 Settlement is a favorable result for the Class.

13 64. As explained below, Lead Plaintiff faced meaningful risks with respect to proving
14 liability and recovering full damages in this case. Absent a settlement, Lead Plaintiff would still
15 need to prevail at several additional stages of the litigation, including in defeating Defendants'
16 anticipated motion for summary judgment, at trial, and on appeal. At each of these stages, Lead
17 Plaintiff would have faced significant risks related to establishing liability and full damages,
18 including, among other things, overcoming Defendants' falsity and scienter challenges. Even after
19 any trial, Lead Plaintiff would have faced post-trial motions, including a potential motion for
20 judgment as a matter of law, as well as further appeals that might have prevented Lead Plaintiff from
21 successfully obtaining a recovery for the Class.

22 **A. Risks Concerning Liability**

23 65. Lead Plaintiff and Lead Counsel believe that the claims asserted against Defendants
24 in the Action are meritorious. They recognize, however, that this Action presented a number of
25 meaningful risks to establishing Defendants' liability. As discussed further below, Defendants
26 vigorously argue that their challenged statements about the growth and sustainability of Oracle's
27 Cloud revenue were not false or misleading when made, and, in any event, even if any of their
28 statements were false or misleading, Defendants did not have any intent to mislead investors.

1. Falsity

66. Lead Plaintiff and Lead Counsel recognize that, while they ultimately prevailed at the motion to dismiss stage, they may have been unable to convince a jury of Defendants' liability. Among other things, Lead Plaintiff recognize the challenges in proving that Defendants' statements were materially false and misleading when made. Defendants would contend that Oracle's revenue was accurately reported, and that Oracle's revenue guidance was also accurate. Defendants would argue that the fact that the SEC had conducted an extensive investigation into Oracle's Cloud sales practices and related representations to investors before and during the Class Period, and had decided not to take any enforcement action against the Company or its officers was evidence that no significant misstatements had occurred. In addition, Ernst & Young LLP audited all of Oracle's financial statements, which have never been restated, and Defendants have consistently asserted that their statements to investors were accurate when they were made. Defendants would vigorously contend that their statements were not false or misleading at summary judgment, at trial, and on appeal.

67. As to Oracle's alleged failure to disclose its use of improper sales tactics, Defendants would argue that Oracle's top executives had discouraged sales personnel from entering into financially engineered deals. Defendants would argue that the official policies and guidelines for Oracle's sales personnel prohibited the type of coercive sales practices at issue. Likewise, Defendants contended that Oracle's internal documents would show that the Company's management had made a concerted effort to stop its sales personnel from entering into "attached" deals. In short, at summary judgment, trial, and on appeal, Defendants would assert that Oracle and its senior officers did not try to boost Cloud revenue through financially engineered deals, but rather tried to stop the Company's sales personnel from offering such deals. Moreover, Defendants would argue that, to the extent Lead Plaintiff's allegations involved discounts to customers of Oracle's Cloud products, such discounts were proper and could not be the basis for a claim of fraud. There was a meaningful risk that a fact-finder might find these arguments persuasive and determine that Defendants' statements concerning Oracle's Cloud growth and revenue were not false or misleading.

68. Likewise, Defendants would likely argue that Oracle's efforts to stop any coercive sales tactics were largely successful. Defendants would contend that only a small fraction of Oracle's customers entered into financially engineered deals and only a small fraction of Oracle's Cloud revenues came from these deals. Indeed, Lead Counsel anticipated that Defendants would argue that the vast majority of Oracle's customers implemented and used the Cloud products they purchased, and such Cloud products were not purchased to avoid an audit or obtain a discount on Oracle's on-premise licenses. As such, Defendants would argue that they did not omit anything material when they spoke to investors, because any financially engineered deals were not a material driver of the Company's Cloud growth.

69. Moreover, in support of their arguments, Defendants would invariably attempt to point to the fact that Oracle's Cloud revenue grew before, during, and after the Class Period, and the price of Oracle's stock has fully recovered since the Class Period.

2. Materiality

70. Defendants would have further contended that Lead Plaintiff would be unable to establish the materiality of their omissions regarding the alleged improper sales practices. For example, Defendants would argue that—to the extent the alleged improper sales practices occurred at all—they affected only a small fraction of Oracle's Cloud revenue, and thus any such omissions could not have been material to investors.

3. Scienter

71. If able to prove that Defendants' statements were false or misleading, Lead Plaintiff would still need to prove to a jury that Defendants made the alleged false statements with the intent to mislead investors or with deliberate recklessness. Defendants vigorously contended that they believed their statements to be true and that they had no motive to commit fraud. As discussed above, Defendants would contend that Oracle's management had instructed employees not to engage in coercive sales tactics, which they would argue is inconsistent with Lead Plaintiff's allegations of intentional fraud on this core issue. Defendants would contend that they believed that only a small percentage of Oracle's total Cloud deals were financially engineered and only a small fraction of the

Company's customers did not implement the Cloud production they purchased, and therefore they believed that Defendants' statements about Oracle's Cloud revenue were accurate when made.

72. Defendants would also contend that they did not benefit from the alleged fraud, including by pointing to the significant amounts of stock buybacks Oracle initiated during the Class Period, and the significant amount of stock retained by multiple Defendants through the Class Period. Defendants would point to the absence of suspicious "insider sales" as evidence of a lack of fraudulent intent, a finding the Court has already twice affirmed in its rulings on Defendants' motions to dismiss. They would also point to the absence of any "whistleblowers" or SEC enforcement action as further evidence of an absence of scienter. Defendants asserted—and would continue to assert to a jury—that they had no motive to commit fraud and that there was no logical basis for Defendants to engage in the alleged fraud. Lead Plaintiff and Lead Counsel recognized a risk that a trier-of-fact may accept one or more of Defendants' scienter arguments.

B. Risks Related to Loss Causation and Damages

73. Even assuming that Lead Plaintiff and Lead Counsel overcame Defendants' arguments and established liability, Lead Plaintiff would have still confronted additional challenges in establishing loss causation and damages.

74. Lead Plaintiff and Lead Counsel anticipate that Defendants would argue at trial and subsequent stages of the proceedings that the declines in the price of Oracle common stock identified by Lead Plaintiff were not caused entirely—or at all—by the alleged corrective disclosures. In particular, in light of the Court's March 22, 2021 Order narrowing Lead Plaintiff's theory of liability, Defendants would contend that the alleged disclosures do not correct earlier-reported Cloud revenue or growth rates, and that the majority of the alleged corrective disclosures do not reference allegedly improper sales practices at all, and thus could not be connected back to the claims that the Court sustained on the motion to dismiss.

75. In addition, on the same day as certain of the alleged disclosures, Defendants disclosed other, unrelated, negative financial news. With the support of their experts, Defendants would assert that this news, rather than any correction of prior misstatements, was responsible for the subsequent declines in stock price following the disclosures.

76. Defendants also would have argued that Lead Plaintiff could not “disaggregate” the declines caused by disclosure of the alleged fraud from the declines caused by unrelated negative news. Moreover, they would contend that, even if Lead Plaintiff could disaggregate the fraud-related news, such disaggregation would substantially reduce damages. For example, Defendants challenged in their opposition to class certification Dr. Tabak’s description of his methodology for calculating damages. Although this challenge failed to affect class certification, it would pose a substantial risk at summary judgment, particularly alongside the documentary evidence. Thus, Lead Plaintiff faced a meaningful risk that they would be unable to show that significant portions of the price declines were in reaction to news about Oracle’s Cloud revenues. Similarly, Defendants would argue that the fact that Cloud revenue estimates that fell within prior guidance in certain disclosures foreclosed Lead Plaintiff from any recovery arising from stock price declines on those dates. If Defendants were able to prevail on any of these arguments, the amount of potential damages may have been meaningfully reduced.

C. Risks Related to Class Certification

77. While Lead Plaintiff believes this Action is appropriate for class treatment, Defendants had filed a petition for immediate appellate review of the Court’s order certifying the Class under Rule 23(f), on the grounds that Lead Plaintiff had not presented a valid model for calculating damages on a class-wide basis attributable to its theory of liability. (ECF No. 123.) That petition was still pending at the time that the Parties reached their agreement in principle to settle and, thus, there was some additional risk that the Court of Appeals might adopt Defendants’ view and reverse the certification of the Class, which would have precluded any recovery for the Class.

D. The Settlement Amount Compared to the Likely Maximum Damages that Could Be Proved at Trial

78. The Settlement Amount—\$17.5 million in cash, plus interest—represents a significant recovery for the Class. The Settlement is over double the size of the median securities class-action settlement in the Ninth Circuit from 2012 to 2021 (\$6.9 million). *See* CORNERSTONE RESEARCH, SECURITIES CLASS ACTION SETTLEMENTS: 2021 REVIEW AND ANALYSIS (2022), attached hereto as Exhibit 2, at 19.

79. The \$17.5 million Settlement is also a favorable result when it is considered in relation to the maximum amount of damages that could be realistically established at trial, in the event that Lead Plaintiff and the Class prevailed on liability issues, including falsity and scienter. Assuming Lead Plaintiff prevailed on all liability issues (which was far from certain), Lead Counsel believes that the maximum total damages that Lead Plaintiff could realistically establish at trial, based on the percentage of Oracle Cloud revenue that Lead Counsel determined would likely be attributable to the allegedly improper “financially engineered” deals, was approximately \$236 million. Accordingly, assuming that Lead Plaintiff prevailed on all liability issues at trial and appeal, the Settlement Amount represents approximately 7.4% of the maximum damages for the Class.

80. Given the meaningful litigation risks, and the immediacy and amount of the \$17,500,000 recovery for the Class, Lead Plaintiff and Lead Counsel believe that the Settlement is fair, reasonable, and adequate, and is in the best interest of the Class.

III. LEAD PLAINTIFF’S COMPLIANCE WITH THE COURT’S PRELIMINARY APPROVAL ORDER REQUIRING ISSUANCE OF NOTICE

81. The Court’s Preliminary Approval Order directed that the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for Attorneys’ Fees and Reimbursement of Litigation Expenses (the “Notice”) and Proof of Claim and Release Form (“Claim Form”) be disseminated to potential members of the Class. The Preliminary Approval Order also set December 22, 2022 as the deadline for Class Members to submit objections to the Settlement, the Plan of Allocation, or the Fee and Expense Application or to request exclusion from the Class.

82. In accordance with the Preliminary Approval Order, Lead Counsel instructed A.B. Data, Ltd. (“A.B. Data”), 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 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 Class. The Notice also informs Class Members of Lead Counsel’s intent to apply for an award of attorneys’ fees

1 in the amount of 20% of the Settlement Fund, and for Litigation Expenses in an amount not to exceed
2 \$900,000.

3 83. To disseminate the Notice and Claim Form (together, the “Notice Packet”), A.B. Data
4 obtained information from Oracle and from banks, brokers, and other nominees regarding the names
5 and addresses of potential Class Members. The accompanying Declaration of Jack Ewashko,
6 attached hereto as Exhibit 3, provides additional information about the Claims Administrator’s
7 distribution of the Notice Packet. *See* Ewashko Decl. ¶¶ 2-10. Attorneys at BLB&G have had
8 numerous communications with A.B. Data to oversee the process of disseminating notice to Class
9 Members and the initial processing of claims received, including participating in conference calls
10 with A.B. Data staff on September 21, November 10, November 23, and December 1, 2022.

11 84. A.B. Data began mailing copies of the Notice Packet to potential Class Members and
12 nominee owners on October 6, 2022. *Id.* ¶¶ 3-5. As of December 6, 2022, A.B. Data disseminated
13 a total of 979,887 Notice Packets to Class Members and nominees. *Id.* ¶ 8.

14 85. On October 18, 2022, in accordance with the Preliminary Approval Order, A.B. Data
15 caused the Summary Notice to be published in *The Wall Street Journal* and to be transmitted over
16 the *PR Newswire*. *Id.* ¶ 11.

17 86. Lead Counsel also caused A.B. Data to establish a dedicated settlement website,
18 www.OracleSecuritiesLitigation.com, to provide potential Class Members with information
19 concerning the Settlement and access to copies of the Notice and Claim Form, as well as copies of
20 the Stipulation, Preliminary Approval Order, and other relevant documents. *See* Ewashko Decl.
21 ¶ 16. That website became operational on October 6, 2022. *Id.* Lead Counsel also made copies of
22 the Notice and Claim Form and other documents available on its own website, www.blbglaw.com.
23 Lead Counsel and A.B. Data have regularly monitored the settlement website to ensure that it is
24 operating correctly. Lead Counsel and A.B. Data will continue to monitor and to update the
25 settlement website as the settlement process continues. For example, Lead Plaintiff’s papers in
26 support of its motion for final approval of the Settlement and Lead Counsel’s papers in support of
27 its motion for attorneys’ fees and litigation expenses will be made available on the website after they
28 are filed, and any orders entered by the Court in connection with the motions will also be posted.

87. As noted above, the deadline for Class Members to file objections to the Settlement, Plan of Allocation, or Fee and Expense Application, or to request exclusion from the Class is December 22, 2022. To date, fifteen (15) requests for exclusion have been received, *see* Ewashko Decl. ¶ 17, and no objections to the Settlement, Plan of Allocation, or Lead Counsel's Fee and Expense Application have been received. Lead Counsel will file reply papers on or before January 5, 2023, that will address all requests for exclusion and any objections that may be received.

IV. ALLOCATION OF THE PROCEEDS OF THE SETTLEMENT

88. Pursuant to the Preliminary Approval Order, and as set forth in the Notice, all Class Members who want to be eligible to participate in the distribution of the Net Settlement Fund must submit a valid Claim Form with all required information postmarked (if mailed) or submitted online no later than February 3, 2023. As set forth in the Notice, the Net Settlement Fund will be distributed among Class Members who submit eligible claims according to the plan of allocation approved by the Court.

89. Lead Counsel consulted with Lead Plaintiff's damages expert in developing the proposed plan of allocation for the Net Settlement Fund (the "Plan of Allocation"). Lead Counsel believes that the Plan of Allocation provides a fair and reasonable method to equitably allocate the Net Settlement Fund among Class Members who suffered losses as result of the conduct alleged in the Action.

90. The Plan of Allocation is set forth at pages 12 to 16 of the Notice. *See* Ewashko Decl., Ex. A at pp. 12-16. As described in the Notice, calculations under the Plan of Allocation are intended as a method to weigh the claims of Class Members against one another for the purposes of making an equitable allocation of the Net Settlement Fund. *See* Notice ¶ 57.

91. In developing the Plan of Allocation, Lead Plaintiff's damages expert calculated the estimated amount of artificial inflation in the per-share closing price of Oracle common stock which allegedly was proximately caused by Defendants' alleged materially false and misleading statements and omissions during the Class Period. *See* Notice ¶ 58. In calculating the estimated artificial inflation, Lead Plaintiff's expert considered price changes in Oracle common stock in reaction to certain public announcements allegedly revealing the truth concerning Defendants' alleged

misrepresentations and omissions, adjusting for price changes that were attributable to market or industry forces on those days. *Id.* ¶ 59. The estimated artificial inflation in Oracle common stock during the Class Period is set out in Table A of the Notice. *See* Notice at p. 15.

92. Recognized Loss Amounts are calculated under the Plan of Allocation for each purchase or acquisition of Oracle common stock that is listed on a Claimant's Claim Form and for which adequate documentation is provided. In general, Recognized Loss Amounts are calculated as the lesser of: (a) the difference between the amount of alleged artificial inflation in Oracle common stock at the time of purchase or acquisition and the time of sale, or (b) the difference between the purchase price and the sale price for the shares. *See* Notice ¶¶ 61, 71. Claimants who purchased and sold all their Oracle shares before the first alleged corrective disclosure, or who purchased and sold all their Oracle shares between two consecutive dates on which artificial inflation was allegedly removed from the price of the stock (that is, they did not hold the shares over a date where artificial inflation was allegedly removed from the stock price), 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. *See id.*

93. As stated in the Notice, and in accordance with the PSLRA, Recognized Loss Amounts for shares of Oracle common stock sold during the 90-day period after the final alleged corrective disclosure are further limited to the difference between the purchase price and the average closing price of the stock from the end of the Class Period to the date of sale. Notice ¶ 71.C(ii). Recognized Loss Amounts for Oracle common stock still held as of the close of trading on September 17, 2018, the end of the 90-day period, will be the lesser of (a) the amount of artificial inflation on the date of purchase or (b) the difference between the purchase price and \$47.62, the average closing price for the stock during that 90-day period. *Id.* ¶ 71.D.

94. The sum of a Claimant's Recognized Loss Amounts for all of his, her, or its purchases of Oracle common stock during the Class Period is the Claimant's "Recognized Claim." Notice ¶ 72. The Plan of Allocation also limits Claimants' Recognized Claim based on whether they had an overall market loss in their transactions in Oracle common stock during the Class Period. A

1 Claimant's Recognized Claim will be limited to the amount of his, her, or its market loss in Oracle
 2 common stock transactions during the Class Period, and Claimants who have an overall market gain
 3 are not eligible for a recovery. *Id.* ¶¶ 78-79.

4 95. The Net Settlement Fund will be allocated to Authorized Claimants on a *pro rata*
 5 basis based on the relative size of their Recognized Claims. Notice ¶¶ 80-81. If an Authorized
 6 Claimant's *pro rata* distribution amount calculates to less than ten dollars, no payment will be made
 7 to that Authorized Claimant. *Id.* ¶ 82. Those funds will be included in the distribution to the
 8 Authorized Claimants whose payments exceed the ten-dollar minimum.

9 96. One-hundred percent of the Net Settlement Fund will be distributed to Authorized
 10 Claimants. If any funds remain after the initial *pro rata* distribution, as a result of uncashed or
 11 returned checks or other reasons, subsequent cost-effective distributions to Authorized Claimants
 12 will be conducted. Notice ¶ 83. Only when the residual amount left for re-distribution to Class
 13 Members is so small that a further re-distribution would not be cost effective (for example, where
 14 the administrative costs of conducting the additional distribution would largely subsume the funds
 15 available), will those funds be donated to the *cy pres* recipient. *Id.*

16 97. The Plan of Allocation identifies the Investor Protection Trust as the proposed *cy pres*
 17 recipient if there are any residual funds remaining after all cost-effective distributions to Class
 18 Members have been completed. Notice ¶ 83. The Investor Protection Trust ("IPT") is a 501(c)(3)
 19 nonprofit organization devoted to investor education. Information about the IPT's activities,
 20 including investor education and protection programs and research on the subject of investor
 21 education, is found on the IPT's website, www.investorprotection.org.

22 98. In sum, the Plan of Allocation was designed to fairly and rationally allocate the
 23 proceeds of the Net Settlement Fund among Class Members based on damages they suffered on
 24 purchases of Oracle common stock that were attributable to the misconduct alleged in the Action,
 25 To date, no objections to the proposed Plan of Allocation have been received.

26 **V. THE FEE AND EXPENSE APPLICATION**

27 99. Lead Counsel is applying to the Court for an award of attorneys' fees of 20% of the
 28 Settlement Fund. Lead Counsel also requests payment for litigation expenses that it incurred in

connection with the prosecution of the Action from the Settlement Fund in the amount of \$795,465.17 (the “Expense Application”). In accordance with the PSLRA, 15 U.S.C. § 78u-4(a)(4), Lead Counsel further requests reimbursement to Lead Plaintiff Union the amount of \$64,750 for the value of the time that Lead Plaintiff’s employees dedicated to the Action. The legal authorities supporting the requested fee and expenses are discussed in Lead Counsel’s Fee Memorandum. The primary factual bases for the requested fee and expenses are summarized below.

A. The Fee Application

100. For its efforts on behalf of the Class, Lead Counsel is applying for a fee award to be paid from the Settlement Fund on a percentage basis. The percentage method is the standard and appropriate method of fee recovery because it aligns the lawyers’ interest in being paid a fair fee with the interests of Lead Plaintiff and the Class in achieving the maximum recovery in the shortest amount of time required under the circumstances. Use of the percentage method has been recognized as appropriate by the Supreme Court and Ninth Circuit for cases of this nature where an all-cash common fund has been recovered for the Class.

101. 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 20% fee award is substantially below the 25% benchmark for percentage fee awards in the Ninth Circuit, is below the range of percentage fees typically awarded in securities class actions in this Circuit, and is fair and reasonable in light of all the circumstances in this case.

1. Lead Plaintiff Has Authorized and Supports the Fee Application

102. Lead Plaintiff Union is a sophisticated institutional investor that closely supervised and monitored the prosecution and settlement of this Action. *See* Declaration of Jochen Riechwald on behalf of Union (“Riechwald Decl.”), attached hereto as Exhibit 1, at ¶¶ 2-8. Lead Plaintiff has evaluated the Fee Application and fully supports the fee requested. *See* Riechwald Decl. ¶ 10.

103. The 20% fee requested is consistent with a retainer agreement entered into between Lead Counsel BLB&G and Lead Plaintiff Union at the outset of the litigation, which provided for

different levels of percentage fees based on the state of litigation at which settlement was reached. *See* Riechwald Decl. ¶ 10. Following the agreement to settle the Action, Lead Plaintiff has again evaluated the proposed fee and believes it is fair and reasonable in light of the result obtained for the Class, the quality of the work performed by Lead Counsel, and the risks undertaken by counsel in this Action. *Id.*

2. The Work Performed by Lead Counsel

104. Lead Counsel devoted substantial time to the prosecution of the Action. The work that Lead Counsel performed in this Action included, among other things: (i) conducting an extensive investigation into the claims asserted, which included a detailed review of public documents, interviews with dozens of former Oracle employees, and consultation with experts; (ii) drafting the initial complaint and the detailed Consolidated Complaint and Amended Complaint; (iii) researching, briefing, and arguing Lead Plaintiff's two rounds of opposition to Defendants' motions to dismiss; (iv) researching, briefing, and arguing Lead Plaintiff's successful motion for class certification; (v) opposing Defendants' Rule 23(f) petition; (vi) undertaking substantial fact discovery; (vii) consulting extensively with experts and consultants; and (viii) engaging in extensive arm's-length settlement negotiations to achieve the Settlement, including a formal mediation session.

105. Attached hereto as Exhibit 4 is a schedule summarizing the amount of time spent by the attorneys and professional support staff employees of Lead Counsel BLB&G on the Action from its inception through June 23, 2022 (the date the Stipulation was executed), and a lodestar calculation for those individuals. As set forth in Exhibit 4, the number of hours expended by BLB&G on the Action from its inception through June 23, 2022 is 17,930.50, for a lodestar of \$9,134,911.25. The requested fee of 20% of the Settlement Fund (or \$3,500,000, plus interest) therefore represents a fractional amount (referred to as a "negative" multiplier) of approximately 0.38 of Lead Counsel's lodestar. Such a request is well below the positive fee multipliers typically awarded in comparable securities class actions and in other class actions involving contingency fee risk.

106. The information in this declaration and its exhibits regarding the time spent on the Action by Lead Counsel's attorneys and other professional staff is based on contemporaneous daily time records regularly prepared and maintained by BLB&G, which are available at the request of

1 the Court. I am one of the partners who oversaw and conducted the day-to-day activities in the
2 litigation, and I reviewed these time records to prepare this Declaration. The purpose of this review
3 was to confirm both the accuracy of the time entries and the necessity for, and reasonableness of, the
4 time committed to the litigation. All time expended in preparing this application for fees and
5 expenses was excluded. In addition, all time incurred by any timekeeper who spent fewer than
6 twenty hours working on the Action has been excluded. Certain other timekeepers and time entries
7 were also removed in the exercise of Lead Counsel's billing judgment.

8 107. I believe that the time reflected in the firm's lodestar calculation is reasonable in
9 amount and was necessary for the effective and efficient prosecution and resolution of the litigation.

10 108. The hourly rates for the attorneys and professional support staff in my firm included
11 in Exhibit 4 and the other exhibits to this declaration are the usual and customary rates set by the
12 firm for each individual. These hourly rates are the same as, or comparable to, the rates accepted by
13 courts, including courts in this Circuit, in other contingent-fee securities-class-action litigation or
14 shareholder litigation. The firm's rates are set based on an annual analysis of rates that are charged
15 by firms performing comparable work and that have been approved by courts. Different timekeepers
16 within the same employment category (*e.g.*, partners, associates, paralegals, etc.) may have different
17 rates based on a variety of factors, including years of practice, years at the firm, year in the current
18 position (*e.g.*, years as a partner), relevant experience, relative expertise, and the rates of similarly
19 experienced peers at our firm or other firms. For personnel who are no longer employed by my firm,
20 the current rate used for the lodestar calculation is based upon the rate for that person in his or her
21 final year of employment with the firm.

22 109. Throughout the litigation, Lead Counsel maintained an appropriate level of staffing
23 that ensured the efficient prosecution of this litigation. To that end, in addition to partners and
24 associates, Lead Counsel also relied upon its staff attorneys in prosecuting this Action, whose work
25 included (among other things) a review and analysis of the documents produced by Defendants,
26 preparation of substantive memoranda on issues in the case, and assisting in preparation for
27 depositions. The work these attorneys conducted was substantive and crucial to Lead Plaintiff's
28 successful prosecution of the case. The attorneys who participated in discovery in this Action had

significant credentials and experience, as set forth in their biographies included in BLB&G's firm resume. *See* Exhibit 7 at 22-30. The staff attorneys are full-time W-2 employees of the firm, not independent contractors or employees of a staffing firm; they were each supervised by the firm's partners and associates and had access to secretarial and paralegal support; and had firm email addresses, access to the firm's 401(k) program, and eligibility to receive year-end bonuses.

110. Attached hereto as Exhibit 5 are summary descriptions of the principal tasks in which each attorney from my firm were involved in this Action.

111. Attached hereto as Exhibit 6 is a chart, in a form set forth in the Court's Standing Order on Civil Cases, that reflects the hours spent by each timekeeper on each of the following task categories during the course of the Action:

- (1) **Investigation and Pre-Filing Case Analysis:** includes time spent on Lead Counsel's thorough investigation into the claims asserted in the Action, including reviewing the voluminous public record and identifying, contacting, and interviewing potential witnesses; initial case development; and analysis of clients' and class losses;
- (2) **Lead-Plaintiff Motion:** includes time spent researching and drafting motion papers for appointment of Union as Lead Plaintiff and BLB&G as Lead Counsel;
- (3) **Complaints:** includes time incurred by Lead Counsel in researching and preparing the initial complaint, the Consolidated Complaint, and the Amended Complaint, including associated legal and factual research;
- (4) **Case Management:** includes time incurred by Lead Counsel in preparing status reports to the Court, participating in case management conferences and status hearings, and negotiating and preparing stipulations and proposed scheduling orders;
- (5) **Motion to Dismiss:** includes time incurred by Lead Counsel in researching and drafting Lead Plaintiff's oppositions to Defendants' motion to dismiss the Consolidated Complaint and Amended Complaint, as well as related briefing on Defendants' requests for judicial notice, and preparing for and presenting oral arguments in opposition to these motions;
- (6) **Class Certification:** includes the time Lead Counsel spent on the motion for class certification, including related legal research, briefing, and oral argument, as well as the opposition to Defendants' Rule 23(f) petition.
- (7) **Discovery Communications & Strategy:** includes time spent by Lead Counsel on discovery correspondence, numerous meet and confers with Defendants' Counsel, preparing Lead Plaintiff's Initial Disclosure Statement under Rule 26(a), drafting and negotiating the proposed protective order, discovery disputes, and strategy and planning related to discovery efforts;

- 1 (8) **Written/Document Discovery:** includes the time incurred by Lead Counsel in
2 drafting requests for production of documents, interrogatories, requests for
3 admission, and subpoenas; preparing responses and objections to requests for
4 production of documents, interrogatories, and requests for admission served on Lead
5 Plaintiff; reviewing client documents for production; and reviewing and analyzing
6 documents produced by Defendants and third parties;
- 7 (9) **Deposition Preparation & Planning:** includes the time incurred by Lead Counsel
8 in preparing a deposition plan; and preparing to take fact depositions, including
9 document review specifically for purposes of deposition preparation;
- 10 (10) **Expert Work:** includes the time Lead Counsel spent communicating with experts
11 and consultants; working on preparing expert reports; and engaging in expert
12 discovery, including preparing to defend and defending the deposition of Lead
13 Plaintiff's expert on market efficiency and damages;
- 14 (11) **Mediation & Settlement:** includes time incurred by Lead Counsel in extended
15 settlement negotiations with Defendants; preparing for and attending the mediation
16 session; drafting the mediation statement; and drafting and negotiating the Term
17 Sheet and Stipulation of Settlement and related documents; (but does not include
18 work related to Lead Plaintiff's motions for preliminary and final approval of the
19 Settlement or Lead Counsel's motion for fees and expenses);
- 20 (12) **Case Strategy & Analysis:** includes time incurred by Lead Counsel devoted to
21 overall case strategy and analysis, including litigation strategy and damages issues;
- 22 (13) **Docket/News Monitoring:** includes time incurred in reviewing docket updates on
23 case or related cases and monitoring of news on company or industry; and
- 24 (14) **Client Communications:** includes time incurred in communications with Lead
25 Plaintiff Union, including preparing status reports and memoranda at various stages
26 of the case.

27 3. The Experience and Standing of Lead Counsel

28 112. A copy of Lead Counsel BLB&G's firm resume, which includes information about
the standing of the firm and brief biographical summaries for each attorney listed in Exhibit 4,
including information about their position, education, and relevant experience, is attached as Exhibit
7 hereto. As demonstrated by the firm resume, BLB&G 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. BLB&G is consistently ranked among the top plaintiffs' firms in the country.
For example, in February 2019, BLB&G was named the national "Plaintiff Firm of the Year" by
Benchmark Litigation for the fifth time since the award's inception six years ago, demonstrating its

leadership in the field. In addition, ISS/Securities Class Action Services' 2021 report on the "Top 100 U.S. Class Action Settlements of All Time" shows that BLB&G has been lead or co-lead counsel in more top recoveries than any other firm in history. Further, BLB&G 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.

4. Standing and Caliber of Defendants' Counsel

113. Defendants were represented in the Action by a team of extremely able counsel from Morrison & Foerster LLP, who vigorously litigated the Action. In the face of this skillful and well-financed opposition, Lead Counsel was nonetheless able to develop a case that was sufficiently strong to persuade Defendants and their counsel to settle the case on terms that will benefit the Class.

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

114. The prosecution of these claims was undertaken entirely on a contingent-fee basis, and the considerable risks assumed by Lead Counsel in bringing this Action to a successful conclusion are described above. The risks assumed by Lead Counsel here, and the time and expenses incurred by Lead Counsel without any payment, were extensive.

115. From the outset, Lead Counsel understood that it was embarking on a complex, expensive, lengthy, and hard-fought litigation with no guarantee of ever being compensated for the substantial investment of time and the outlay of money that the prosecution of the case would require. In undertaking that responsibility, Lead Counsel was obligated to ensure that sufficient resources (in terms of attorney and support staff time) were dedicated to the litigation, and that Lead Counsel would further advance all of the costs necessary to pursue the case vigorously on a fully contingent basis, including funds to compensate vendors and consultants and to cover the considerable out-of-pocket costs that a case such as this typically demands. Because complex shareholder litigation often proceeds for several years before reaching a conclusion, the financial burden on contingent-fee counsel is far greater than on a firm that is paid on an ongoing basis. Indeed, Lead Counsel has received no compensation during the course of this Action and no reimbursement of out-of-pocket

1 expenses, yet they have incurred nearly \$800,000 in expenses in prosecuting this Action for the
2 benefit of Oracle investors.

3 116. Lead Counsel also bore the risk that no recovery would be achieved in the Action.
4 As discussed above, this case presented a number of significant trial risks and uncertainties from the
5 outset, including challenges in proving the materiality and falsity of Defendants' statements,
6 establishing scienter, and establishing loss causation and damages. These risks were elevated in this
7 case, given that Oracle never restated any of its financial statements and there was no parallel SEC
8 enforcement action or any criminal prosecution concerning the claims asserted. In addition, the
9 price of Oracle's stock has recovered since the Class Period.

10 117. The Settlement was reached only after Lead Counsel had engaged in substantial
11 discovery and after Lead Plaintiff's motion for class certification was decided. Lead Counsel's
12 persistent efforts in the face of significant risks and uncertainties have resulted in a significant and
13 certain recovery for the Class.

14 **6. The Reaction of the Class to the Fee Application**

15 118. As noted above, as of December 6, 2022, over 979,000 Notice Packets had been sent
16 to potential Class Members advising them that Lead Counsel would apply for attorneys' fees in an
17 amount not to exceed 20% of the Settlement Fund. *See* Ewashko Decl. ¶ 8 and Ex. A (Notice at p. 1
18 and ¶ 39). In addition, the Court-approved Summary Notice was published in *The Wall Street*
19 *Journal* and transmitted over the *PR Newswire* on October 18, 2022. *See* Ewashko Decl. ¶ 11. To
20 date, no objections to the request for attorneys' fees have been received.

21 **B. The Expense Application**

22 119. Lead Counsel also respectfully seeks \$795,465.17 in litigation expenses from the
23 Settlement Fund that it reasonably incurred in connection with the prosecution of the Action.

24 120. From the outset of the Action, Lead Counsel has been cognizant of the fact that it
25 might not recover any of the expenses it incurred, and, further, if there were to be reimbursement of
26 expenses, it would not occur until the Action was successfully resolved, often a period lasting several
27 years. Lead Counsel also understood that, even assuming that the case were ultimately successful,
28 reimbursement of expenses would not necessarily compensate them for the lost use of funds

1 advanced by them to prosecute the Action. Consequently, Lead Counsel was motivated to, and did,
2 take significant steps to minimize expenses whenever practicable without jeopardizing the vigorous
3 and efficient prosecution of the case.

4 121. As set forth in Exhibit 8 hereto, Lead Counsel has paid or incurred a total of
5 \$795,465.17 in unreimbursed litigation expenses in connection with the prosecution of the Action.
6 The expenses are summarized in Exhibit 8, which identifies each category of expense (*e.g.*, experts
7 and consultants, online legal and factual research, court fees, telephone charges, and printing and
8 copying) and the amount incurred for each category. These expenses are reflected in the books and
9 records maintained by Lead Counsel, which are prepared from expense vouchers, check records, and
10 other source materials and are an accurate record of the expenses incurred. These expenses are
11 submitted separately by Lead Counsel and are not duplicated by the firms' hourly rates.

12 122. The following is additional information regarding certain of these expenses:

13 123. **Experts.** Approximately 60% of the total expenses, or \$479,450.88, was expended
14 for the retention of Lead Plaintiff's experts or consultants. As discussed above, these included
15 (a) David Tabak, of NERA, a financial economist who served as Lead Plaintiff's expert on market
16 efficiency and class-wide damages; (b) Chad Coffman, of Global Economics Group, Lead Plaintiff's
17 consulting expert on damages and loss causation issues; and (c) Andrew Mintzer of Hemming
18 Morse, LLP, who provided expert advice on accounting issues. In addition, Lead Plaintiff also
19 consulted with two experts in the software industry and an external investigation agency. As
20 discussed above, Lead Counsel consulted extensively with these experts throughout the Action.

21 124. **Online Legal and Factual Research.** The combined costs of on-line legal and
22 factual research were \$94,847.83, or approximately 12% of the total expenses. The charges reflected
23 are for out-of-pocket payments to vendors such as Westlaw, Lexis/Nexis, Thomson Reuters, Court
24 Alert, and PACER for online legal and factual research done in connection with this litigation. These
25 resources were used to obtain access to court filings, to conduct legal research and cite-checking of
26 briefs, and to obtain factual information regarding the claims asserted through access to various
27 financial databases and other factual databases. These expenses represent the actual expenses
28 incurred by BLB&G for use of these services in connection with this litigation. There are no

1 administrative charges included in these figures. Online research is billed to each case based on
2 actual usage at a charge set by the vendor. When BLB&G utilizes online services provided by a
3 vendor with a flat-rate contract, access to the service is by a billing code entered for the specific case
4 being litigated. At the end of each billing period, BLB&G's costs for such services are allocated to
5 specific cases based on the percentage of use in connection with that specific case in the billing
6 period.

7 **125. Document Hosting & Management.** BLB&G seeks \$77,146.35 for document
8 management and litigation supports costs, which represent approximately 10% of the overall
9 expenses. This category of costs includes \$57,316.35 for the services of an outside document
10 management vendor that prepared and produced Lead Plaintiff's voluminous document production
11 and \$19,830.00 in costs associated with establishing and maintaining the internal document database
12 that BLB&G employed to process and review the documents produced to Lead Plaintiff by
13 Defendants and third parties in the Action. BLB&G charges a rate of \$4 per gigabyte of data per
14 month and \$17 per user to recover the costs associated with maintaining its document database
15 management system, which includes the costs to BLB&G of necessary software licenses and
16 hardware. BLB&G has conducted a review of market rates charged for the similar services
17 performed by third-party document management vendors and found that its rate was at least 80%
18 below the market rates charged by these vendors, resulting in a savings to the class.

19 **126. Special Counsel.** Lead Counsel incurred \$89,703.79 in attorneys' fees and expenses
20 for independent counsel who represented certain former Oracle employees that Lead Counsel
21 contacted during the course of its investigation and who wished to be represented by independent
22 counsel. The independent counsel retained were Hach Rose Schirripa & Cheverie LLP (\$62,991.40)
23 and Calcagni & Kanefsky, LLP (\$26,712.39).

24 **127. Mediation Costs.** Lead Plaintiff's share of the mediation fees paid to JAMS for the
25 services of Mr. Melnick amounted to \$17,424.27.

26 **128.** The other expenses for which Lead Counsel seeks payment are also the types of
27 expenses that are necessarily incurred in litigation and routinely charged to clients billed by the hour.
28 These expenses include, among others, court costs, service of process costs, printing and copying

costs, long distance telephone charges, postage and delivery expenses, and travel costs. The costs for internal copying and printing are charged at \$0.10 per page. Airfare for Lead Counsel's travel is at coach rates, hotel charges per night are capped at \$250; and travel and other out-of-office meals are capped at \$20 per person for breakfast, \$25 per person for lunch, and \$50 per person for dinner. In-office working meals are capped at \$25 per person for lunch and \$40 per person for dinner.

129. In addition, Lead Plaintiff seeks reimbursement for the reasonable costs and expenses that it incurred directly in connection with its representation of the Class. Such payments are expressly authorized and anticipated by the PSLRA, as more fully discussed in the Fee Memorandum at 19-20. In accordance with the PSLRA, Lead Plaintiff seeks reimbursement of \$64,750 for the time expended in connection with the Action by its employees, including its General Counsel, Assistant General Counsel, and Senior Legal Counsel, who devoted a substantial amount of time communicating with Lead Counsel, reviewing pleadings and motion papers, and gathering and reviewing documents in response to discovery requests, and two members of Union's Information Technology department who assisted in searching for documents and electronically stored information in response to Defendants' requests. *See* Riechwald Decl. ¶¶ 7, 14-15.

130. The total amount requested by Lead Plaintiff and Lead Counsel for expenses, \$860,215.17, is below the \$900,000 that Class Members were advised could be sought in the Notice. To date, no objection has been raised as to the maximum amount of expenses set forth in the Notice.

131. Attached hereto are true and correct copies of the following documents cited in the Fee Memorandum:

Ex. 9 *In re Merit Med. Sys., Inc. Sec. Litig.*, No. 8:19-cv-02326-DOC-ADS, slip op. (C.D. Cal. Apr. 15, 2022), ECF No. 118

Ex. 10 *In re Quality Sys., Inc. Sec. Litig.*, No. SACV 13-01818-CJC-JPR, slip op. (C.D. Cal. Nov. 19, 2018), ECF No. 120

Ex. 11 *In re Novatel Wireless Sec. Litig.*, No. 08-CV-01689-AJB (RBB), slip op. (S.D. Cal. June 23, 2014), ECF No. 520

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

Ex. 13 *In re Valaris PLC*, Second Interim and Final Fee Application of Morrison & Foerster LLP, No. 20-34114 (MI) (Bankr. S.D. Tex. June 11, 2021), ECF No. 1306

1 Ex. 14 *In re Allergan, Inc. Proxy Violation Sec. Litig.*, No. 8:14-cv-02004-DOC-
2 KESx, slip op. (C.D. Cal. Aug. 14, 2018), ECF No. 637

3 Ex. 15 *In re HP Sec. Litig.*, No. 3:12-cv-05980-CRB, slip op. (N.D. Cal. Nov. 16,
4 2015), ECF No. 279

5 Ex. 16 *In re Equifax Inc. Sec. Litig.*, No. 1:17-cv-03463-TWT, slip op. (N.D. Ga.
6 June 26, 2020), ECF No. 179

7 I declare, under penalty of perjury, that the foregoing is true and correct. Executed on
8 December 8, 2022.

9 /s/ Jonathan D. Uslander

Jonathan D. Uslander

10 #1315686

Exhibit 1

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

*In re Oracle Corporation Securities
Litigation*

CLASS ACTION

Case No. 18-cv-04844-BLF

**DECLARATION OF JOCHEN
RIECHWALD, ASSISTANT
GENERAL COUNSEL OF UNION
ASSET MANAGEMENT HOLDING
AG, IN SUPPORT OF (A) LEAD
PLAINTIFF'S MOTION FOR FINAL
APPROVAL OF SETTLEMENT AND
PLAN OF ALLOCATION; AND
(B) LEAD COUNSEL'S MOTION
FOR ATTORNEYS' FEES AND
LITIGATION EXPENSES**

Dept.: Courtroom 3, 5th Floor
Judge: Honorable Beth Labson Freeman

Hearing Date: January 12, 2023

1 I, JOCHEN RIECHWALD, declare and state as follows:

2 1. I am the Assistant General Counsel of Union Asset Management Holding AG
3 (“Union AG”), the Court-appointed Lead Plaintiff in the above-captioned action (the “Action”).¹ I
4 submit this declaration in support of: (a) Lead Plaintiff’s motion for final approval of the proposed
5 settlement of the Action for \$17.5 million in cash (the “Settlement”) and approval of the proposed
6 Plan of Allocation; (b) Lead Counsel’s motion for attorneys’ fees and litigation expenses; and
7 (c) Union AG’s request to recover its reasonable costs and expenses incurred in connection with the
8 prosecution of this litigation. I have personal knowledge of the matters stated herein and, if called
9 upon, I could and would competently testify thereto.

10 **I. Background**

11 **A. Union AG**

12 2. Union AG is the parent holding company of the Union Investment Group. The Union
13 Investment Group, based in Frankfurt-am-Main, Germany, was founded in 1956, and is one of
14 Germany’s leading asset managers for retail and institutional clients with €454 billion assets under
15 management as of December 31, 2021.

16 3. On December 21, 2018, the Court issued an Order appointing Union AG as Lead
17 Plaintiff in the Action pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”),
18 and approving Lead Plaintiff’s selection of Bernstein Litowitz Berger & Grossmann LLP
19 (“Bernstein Litowitz”) as Lead Counsel in the Action. On May 9, 2022, in connection with certifying
20 the Class, the Court appointed Union AG as Class Representative for the Class.

21 4. Union AG has monitored the prosecution and settlement of this Action through the
22 active and continuous involvement of myself, as well as Dr. Carsten Fischer, Union AG’s General
23 Counsel. We have had regular communications with Bernstein Litowitz concerning the prosecution
24 and settlement of this case. We have communicated with Bernstein Litowitz throughout the
25

26 ¹ Unless otherwise indicated, capitalized terms shall have their meaning as defined in the
27 Stipulation and Agreement of Settlement, dated June 23, 2022 (the “Stipulation”).
28

1 litigation, including in connection with each material event in the case and when important decisions
2 needed to be made. When necessary, we briefed other representatives of Union AG on the status of
3 the Action.

4 5. Based on its active participation in the prosecution of this Action, Union AG has been
5 able to capably oversee the prosecution of this case as well as the ultimate settlement of the Action.
6 Union AG was able to directly observe the substantial efforts undertaken by Lead Counsel to obtain
7 a favorable proposed recovery for the Class, notwithstanding the meaningful and multiple risks Lead
8 Plaintiffs faced in this litigation.

9 6. Union AG, consistent with its strong interest in the outcome of this litigation and the
10 exercise of its fiduciary duties to the Class, worked diligently to ensure that the recovery in this
11 Action was maximized to the greatest extent possible in light of the risks and circumstances of the
12 case.

13 **B. Union AG's Extensive Participation**
14 **in the Prosecution and Settlement of this Action**

15 7. Throughout the litigation, Union AG engaged in frequent discussions with Bernstein
16 Litowitz concerning case developments and strategy, and received frequent status reports from
17 Bernstein Litowitz. Among other things, in its role as a Lead Plaintiff, Union AG has:

18 a. Analyzed the merits of the potential case prior to seeking appointment as
19 Lead Plaintiff in this Action, including evaluating: (i) the potential alleged wrongdoing of
20 and securities claims against Oracle and the other Defendants; and (ii) the critical legal and
21 procedural issues involved in prosecuting the Action;

22 b. Reviewed and commented on pleadings filed in the Action, including the
23 Consolidated Class Action Complaint for Violations of the Federal Securities Laws (the
24 "Consolidated Complaint") and the Amended Consolidated Class Action Complaint for
25 Violations of the Federal Securities Laws (the "Amended Complaint" or "Complaint");

26 c. Reviewed and commented on briefs filed in the Action, including the
27 documents filed in support of and in opposition to Defendants' motions to dismiss the
28

1 Consolidated Complaint and Amended Complaint; Lead Plaintiff's motion to certify the
 2 Class; and Defendants' petition to appeal the Court's order certifying the Class to the
 3 Court of Appeals for the Ninth Circuit;

4 d. Searched for and collected documents for production in response to
 5 Defendants' requests and consulted with Bernstein Litowitz regarding the same;

6 e. Consulted with Bernstein Litowitz regarding counsel's review and
 7 assessment of the document discovery obtained from Defendants;

8 f. Participated in the mediation process and consulted with Lead Counsel
 9 concerning the settlement negotiations that ultimately led to the agreement in principle to
 10 settle the Action; and

11 g. Evaluated and approved the mediator's recommendation issued by JAMS
 12 Mediator Jed Melnick that the Action be settled for \$17.5 million in cash.

13 8. Union AG has reviewed the briefs and other documents related to the Settlement,
 14 including those that are presently being submitted in support of (a) final approval of the Settlement
 15 and approval of the proposed Plan of Allocation; and (b) approval of Lead Counsel's motion for
 16 attorneys' fees and expenses.

17 **II. Union AG Strongly Endorses Approval**
 18 **of the Settlement and the Plan of Allocation**

19 9. Based on Union AG's oversight of the prosecution and negotiations for the proposed
 20 settlement of this Action, Union AG strongly endorses the Settlement and believes it provides a very
 21 favorable recovery for the Class, especially when measured against the substantial risks of
 22 establishing liability and damages. Union AG also endorses the proposed Plan of Allocation, and
 23 believes that it represents a fair and reasonable method for valuing claims submitted by Class
 24 Members, and for distributing the Net Settlement Fund to Class Members who submit valid and
 25 timely proof of claim forms.

1 **III. Union AG Supports Lead Counsel's**
 2 **Motion for Attorneys' Fees and Litigation Expenses**

3 10. Union AG also supports Lead Counsel's requested fee of 20% of the Settlement Fund.
 4 Union AG takes seriously its role as a Lead Plaintiff to ensure that the attorneys' fees are fair in
 5 light of the result achieved for the Class and reasonably compensate counsel for the work involved
 6 and the substantial risks they undertook in litigating the Action. Union AG negotiated and
 7 approved that fee, subject to Court approval, pursuant to a retention agreement providing for
 8 different levels of percentage fees based on the state of litigation at which settlement was reached.
 9 Following the agreement to settle the Action, Union AG has again reviewed the proposed fee and
 10 believes it is fair and reasonable in light of the outstanding result obtained for the Class, the excellent
 11 work performed by Lead Counsel, and the risks undertaken by counsel in this Action.

12 11. Union AG further believes that Lead Counsel's litigation expenses are reasonable and
 13 represent costs and expenses necessary for the prosecution and resolution of this securities class
 14 action. As a result, Union AG has approved the request for payment of expenses submitted by Lead
 15 Counsel.

16 12. Based on the foregoing, and consistent with its obligation to the Class to obtain the
 17 best result at the most efficient cost, Union AG supports Lead Counsel's motion for attorneys' fees
 18 and expenses.

19 **IV. Union AG's Request for Reimbursement of Costs and Expenses**

20 13. Union AG understands that reimbursement of a lead plaintiff's reasonable costs and
 21 expenses is authorized under the PSLRA. For this reason, in connection with Lead Counsel's request
 22 for payment of Litigation Expenses, Union AG seeks reimbursement for the time that it dedicated to
 23 the representation of the Class in the Action.

24 14. One of my responsibilities as Assistant General Counsel of Union AG is to monitor
 25 outside litigation matters, including Union AG's activities in securities class actions where (as here)
 26 it has been appointed lead plaintiff. In addition to me, the following lawyers at Union AG also
 27 participated in the prosecution and settlement of this Action: Dr. Carsten Fischer (General Counsel)
 28

and Julia Luther (Senior Legal Counsel). The work that we performed is summarized in ¶ 7 above. In addition, Thomas Nelius and Thomas Keitzer, who are members of Union's Information Technology department, assisted Union in gathering documents and electronically stored information in response to Defendants' requests for documents.

15. The time that I and other Union AG employees devoted to the representation of the Class in this Action was time that we otherwise would have expected to spend on other work for Union AG and, thus, represented a cost to Union AG. Union AG seeks reimbursement in the amount of \$64,750 for the time of the following personnel:

Personnel	Hours	Hourly Rate	Total
Dr. Carsten Fischer	30	\$500	\$15,000
Jochen Riechwald	60	\$425	\$25,500
Julia Luther	50	\$325	\$16,250
Thomas Nelius	10	\$200	\$2,000
Thomas Keitzer	30	\$200	\$6,000
TOTAL			\$64,750

16. While Union AG devoted a significant amount of time to this Action, its request for reimbursement of costs, as set forth in the table above, is based on a conservative estimate of the number of hours we spent on this litigation. The hourly rates used for purposes of this request are based on comparable rates for lawyers or other professionals of similar experience working in the Frankfurt, Germany market. For example, prior to joining Union, Dr. Fischer was a lawyer at Dechert, where his hourly rate was €590. Similarly, I was a lawyer at Willkie Farr & Gallagher prior to joining Union, where my last hourly rate was €420; and, prior to joining Union, Ms. Luther was a lawyer at Bird & Bird, where her hourly rate was €300.

V. Conclusion

17. In conclusion, Union AG was closely involved with the prosecution and settlement of this Action, strongly endorses the proposed Settlement as fair, reasonable, and adequate, and believes that it represents a highly favorable recovery for the Class in light of the risks of continued litigation. We have reviewed and endorse the proposed Plan of Allocation as fair and reasonable for

1 the Class. Union AG further respectfully requests that the Court approve Lead Counsel's motion
2 for attorneys' fees and litigation expenses. And finally, Union AG requests reimbursement for its
3 costs and expenses under the PSLRA as set forth above.

4 I declare under penalty of perjury under the laws of the United State of America that the
5 foregoing is true and correct to the best of my knowledge, information, and belief, this 6th day of
6 December, 2022.

7
8 
9 Jochen Riechwald

10 #3149684
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Exhibit 2



CORNERSTONE RESEARCH

Economic and Financial Consulting and Expert Testimony

Securities Class Action Settlements

2021 Review and Analysis

Table of Contents

2021 Highlights	1
Author Commentary	2
Total Settlement Dollars	3
Settlement Size	4
Type of Claim	5
Rule 10b-5 Claims and “Simplified Tiered Damages”	5
’33 Act Claims and “Simplified Statutory Damages”	7
Analysis of Settlement Characteristics	9
GAAP Violations	9
Derivative Actions	10
Corresponding SEC Actions	11
Institutional Investors	12
Time to Settlement and Case Complexity	13
Case Stage at the Time of Settlement	14
Cornerstone Research’s Settlement Prediction Analysis	15
Research Sample	16
Data Sources	16
Endnotes	17
Appendices	18
About the Authors	23

Table of Figures and Appendices

Figure 1: Settlement Statistics	1
Figure 2: Total Settlement Dollars	3
Figure 3: Distribution of Settlements	4
Figure 4: Median and Average “Simplified Tiered Damages” in Rule 10b-5 Cases	5
Figure 5: Median Settlements as a Percentage of “Simplified Tiered Damages” by Damages Ranges in Rule 10b-5 Cases	6
Figure 6: Settlements by Nature of Claims	7
Figure 7: Median Settlements as a Percentage of “Simplified Statutory Damages” by Damages Ranges in ‘33 Act Claim Cases	8
Figure 8: Median Settlements as a Percentage of “Simplified Tiered Damages” and Allegations of GAAP Violations	9
Figure 9: Frequency of Derivative Actions	10
Figure 10: Frequency of SEC Actions	11
Figure 11: Median Settlement Amounts and Public Pension Plans	12
Figure 12: Median Settlement by Duration from Filing Date to Settlement Hearing Date	13
Figure 13: Median Settlement Dollars and Resolution Stage at Time of Settlement	14
Appendix 1: Settlement Percentiles	18
Appendix 2: Settlements by Select Industry Sectors	18
Appendix 3: Settlements by Federal Circuit Court	19
Appendix 4: Mega Settlements	19
Appendix 5: Median and Average Settlements as a Percentage of “Simplified Tiered Damages”	20
Appendix 6: Median and Average Settlements as a Percentage of “Simplified Statutory Damages”	20
Appendix 7: Median and Average Maximum Dollar Loss (MDL)	21
Appendix 8: Median and Average Disclosure Dollar Loss (DDL)	21
Appendix 9: Median Docket Entries by “Simplified Tiered Damages” Range	22

Analyses in this report are based on 2,013 securities class actions filed after passage of the Private Securities Litigation Reform Act of 1995 (Reform Act) and settled from 1996 through year-end 2021. See page 16 for a detailed description of the research sample. For purposes of this report and related research, a settlement refers to a negotiated agreement between the parties to a securities class action that is publicly announced to potential class members by means of a settlement notice.

2021 Highlights

While the number of settlements increased in 2021 to a 10-year high, several key metrics declined below recent levels. The median total settlement amount decreased to \$8.3 million. And, reversing a trend observed in recent years, median “simplified tiered damages” were 42% below the 2020 median value.

- There were 87 settlements, totaling \$1.8 billion, in 2021. [\(page 3\)](#)
- The median settlement of \$8.3 million fell 22% from 2020 (adjusted for inflation). [\(page 4\)](#)
- Almost 60% of cases (51) settled for less than \$10 million, and of these, 14 cases settled for less than \$2 million. [\(page 4\)](#)
- There were three mega settlements (equal to or greater than \$100 million), ranging from \$130 million to \$187.5 million. [\(page 3\)](#)
- Median “simplified tiered damages” (among cases with Rule 10b-5 claims) was the lowest since 2017 and the second lowest in the last decade. [\(page 5\)](#)
- In 2021, the number of settlements in cases with only Section 11 and/or Section 12(a)(2) claims (‘33 Act claims) was nearly double the annual average from 2017 to 2020. [\(page 7\)](#)
- The proportion of settled cases alleging Generally Accepted Accounting Principles (GAAP) violations in Rule 10b-5 cases was 32%, a record low among all post-Reform Act years. [\(page 9\)](#)
- The rate of settled cases involving a corresponding action by the U.S. Securities and Exchange Commission (SEC) was the lowest in the past decade. [\(page 11\)](#)
- The median time from filing to settlement hearing date was 2.6 years, compared to 3.0 years for 2012 to 2020. [\(page 13\)](#)

Figure 1: Settlement Statistics

(Dollars in millions)

	2016–2020	2019	2020	2021
Number of Settlements	395	75	77	87
Total Amount	\$20,486.9	\$2,227.5	\$4,395.2	\$1,787.7
Minimum	\$0.3	\$0.5	\$0.3	\$0.6
Median	\$9.9	\$11.7	\$10.6	\$8.3
Average	\$51.9	\$29.7	\$57.1	\$20.5
Maximum	\$3,237.5	\$413.0	\$1,266.9	\$187.5

Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented.

Author Commentary

Findings

There was no slowdown in settlement activity in 2021, even with the backdrop of the COVID-19 pandemic, as the number of securities class action settlements increased to a 10-year high. Since the typical duration from case filing to settlement is approximately three years, the uptick in 2021 settlements is consistent with the unprecedented number of case filings in 2017–2019,¹ which is when the majority of these settled cases were filed.

The record number of cases settled in 2021, however, did not translate into higher total settlement dollars. Both total settlement dollars and median settlement amount declined to their lowest levels since 2017, reflecting an increase in the proportion of smaller settlements (i.e., less than \$10 million) compared to prior years.

The decline in settlement sizes can largely be attributed to lower estimates of our proxy for economic losses borne by shareholders, or “simplified tiered damages.” Moreover, median issuer defendant total assets were more than 45% smaller for cases settled in 2021 compared to those settled in 2020.

Weaker cases may have contributed to the reduced settlement values as well. For example, the proportion of settled cases alleging a GAAP violation or involving a related SEC action were at record-low levels. Both of these factors are typically associated with higher settlement amounts and are sometimes considered proxies for stronger cases.² In addition, the frequency of other factors that our research finds are associated with higher settlement amounts, such as the involvement of an institutional investor as lead plaintiff or the presence of a parallel derivative action, were among the lowest observed in the last decade.

The mix of cases that settled in 2021 had smaller estimates of potential shareholder losses and lacked many of the plus factors that often contribute to higher settlement outcomes.

Dr. Laarni T. Bulan
Principal, Cornerstone Research

Similarly, our research finds that the number of docket entries—a proxy for the time and effort expended by plaintiff counsel and/or case complexity—is positively associated with settlement amounts. The average number of docket entries for cases settled in 2021 was the lowest in the last five years.

Undeterred by the challenges of the pandemic, securities class action settlements occurred in larger numbers and were resolved more quickly than observed in prior years. The increase in the number of settlements also reflects the unusually high rate of case filings when many of these settled cases were first initiated.

Dr. Laura E. Simmons
Senior Advisor, Cornerstone Research

Looking Ahead

We expect heightened settlement activity to continue in upcoming years given the elevated number of case filings in 2018–2020 compared to earlier years,³ assuming no increases in dismissal rates. The higher number of smaller settlements observed in 2021 could also continue due to the decline in the median disclosure dollar loss (another proxy for shareholder losses) among case filings during the same time frame (2018–2020).

Several recent trends in case allegations have been observed in case filings since 2017, such as allegations related to cybersecurity, cryptocurrency, cannabis, COVID-19, and special purpose acquisition companies (SPACs).⁴ We continue to see a small number of these cases settling, but a large portion remains active. In addition, the spike in SPAC filings in 2021, as shown in Cornerstone Research’s *Securities Class Action Filings—2021 Year in Review*, is likely to affect settlement trends in future years.

—Laarni T. Bulan and Laura E. Simmons

Total Settlement Dollars

As has been observed in prior years, the presence or absence of just a few very large settlements can have an outsized effect on total reported settlement dollars.

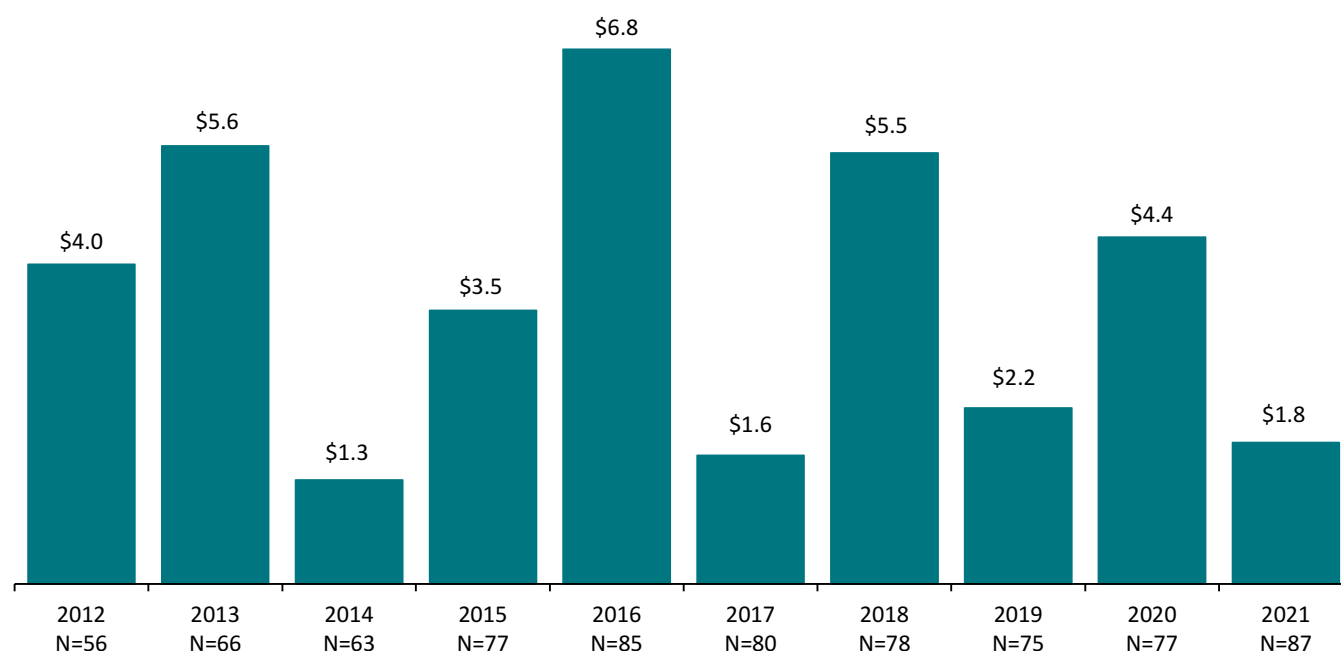
- In 2021, the absence of these very large settlements contributed to a nearly 60% decline in total settlement dollars from the prior year (adjusted for inflation).
- There were three mega settlements (equal to or greater than \$100 million) in 2021, ranging from \$130 million to \$187.5 million. The maximum settlement value of \$187.5 million in 2021 is the lowest maximum value in the last decade.

The number of settlements in 2021 reached a 10-year high.

- Only 25% of total settlement dollars in 2021 came from mega settlements, the lowest percentage in the last decade. (See Appendix 4 for additional information on mega settlements.)
- The number of settlements in 2021 (87 cases) represented a 19% increase from the prior nine-year average (73 cases).

**Figure 2: Total Settlement Dollars
2012–2021**

(Dollars in billions)



Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented. “N” refers to the number of cases.

Settlement Size

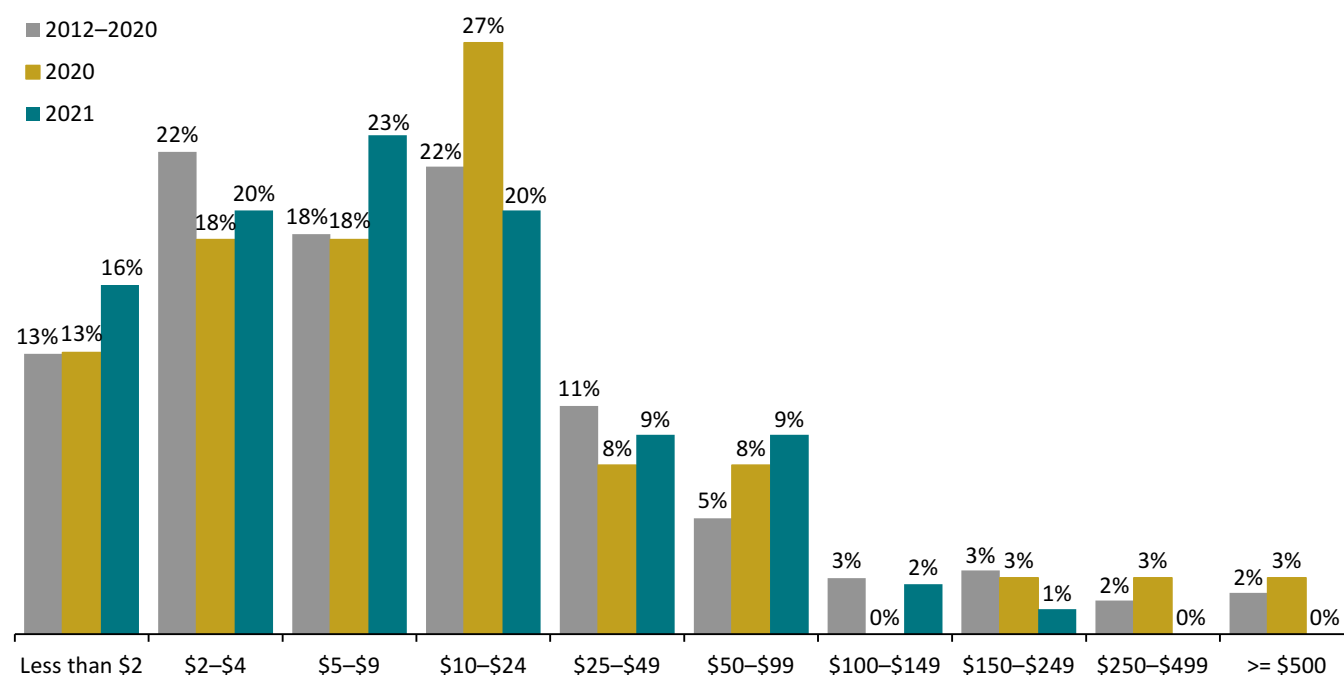
- The median settlement amount in 2021 was \$8.3 million, a 22% decline from 2020 (adjusted for inflation), and a 10% decline from the 2012–2020 median.
- There were 14 cases that settled for less than \$2 million in 2021 (historically referred to by commentators as nuisance suits).⁵ This compares to an annual average of 10 such settlements during the 2012–2020 period.
- Both the average settlement and median settlement amounts in 2021 were the lowest since 2017. (See *Appendix 1 for an analysis of settlements by percentiles.*)

Nearly 60% of settlements in 2021 were for less than \$10 million.

- As noted in prior research, three law firms (The Rosen Law Firm, Pomerantz LLP, and Glancy Prongay & Murray LLP) have accounted for more than half of securities class action filings in recent years, and those filings have been dismissed at a higher rate overall than those with other lead plaintiff counsel.⁶ For cases that progressed to a settlement in 2021 with one or more of these three firms acting as lead counsel, the median settlement amount was 76% lower than the median for cases involving other lead plaintiff counsel. These three firms were involved as lead counsel in 31 settled cases in 2021, compared to 19 in 2020.

Figure 3: Distribution of Settlements
2012–2021

(Dollars in millions)



Type of Claim

Rule 10b-5 Claims and “Simplified Tiered Damages”

“Simplified tiered damages” uses simplifying assumptions to estimate per-share damages and trading behavior for cases involving Rule 10b-5 claims. It provides a measure of potential shareholder losses that allows for consistency across a large volume of cases, thus enabling the identification and analysis of potential trends.⁷

Cornerstone Research’s prediction model finds this measure to be the most important factor in predicting settlement amounts.⁸ However, this measure is not intended to represent actual economic losses borne by shareholders. Determining any such losses for a given case requires more in-depth economic analysis.

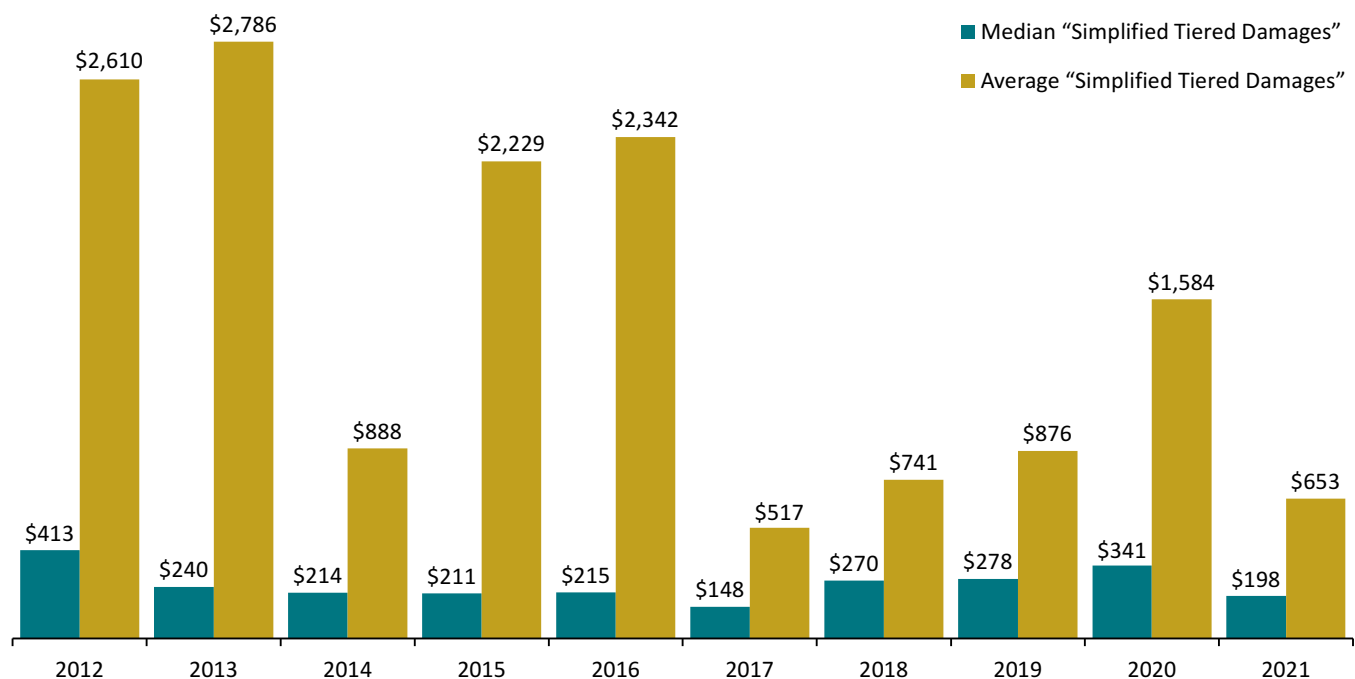
- Similar to settlement amounts, the average “simplified tiered damages” in 2021 declined to the lowest level since 2017. (See Appendix 5 for additional information on median and average settlements as a percentage of “simplified tiered damages.”)

Median “simplified tiered damages” was the lowest since 2017 and the second lowest in the last decade.

- Median values provide the midpoint in a series of observations and are less affected than averages by outlier data. The decrease in median “simplified tiered damages” in 2021 indicates a decline in the number of larger cases relative to 2020 (e.g., cases with “simplified tiered damages” exceeding \$250 million).
- Smaller “simplified tiered damages” are typically associated with smaller issuer defendants (measured by total assets or market capitalization of the issuer). However, the median market capitalization of issuer defendants⁹ in settled cases increased 30% over 2020, in part reflecting the upward market trend through the end of 2021.

Figure 4: Median and Average “Simplified Tiered Damages” in Rule 10b-5 Cases 2012–2021

(Dollars in millions)

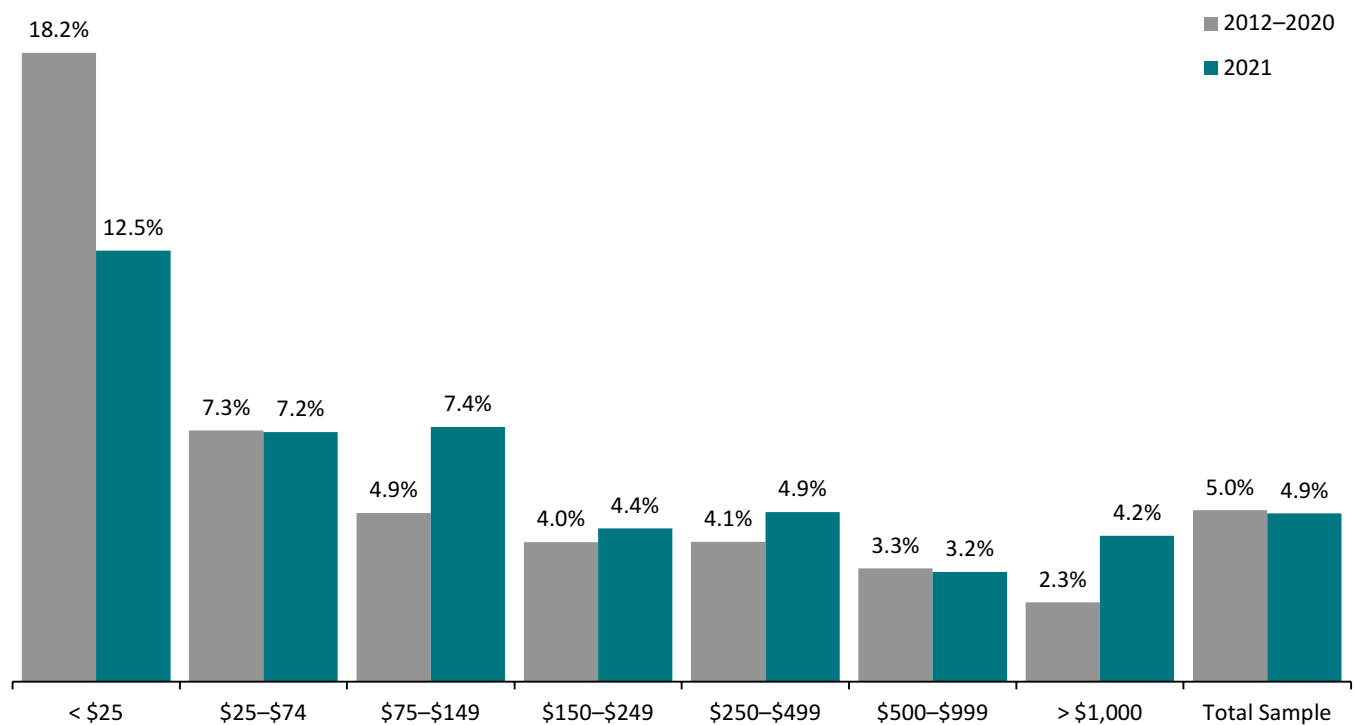


Note: “Simplified tiered damages” are adjusted for inflation based on class period end dates for common stock only; 2021 dollar equivalent figures are presented. Damages are estimated for cases alleging a claim under Rule 10b-5 (whether alone or in addition to other claims).

- Cases with larger “simplified tiered damages” are more likely to be associated with factors such as institutional lead plaintiffs, related SEC actions, or criminal charges. *(See Analysis of Settlement Characteristics on pages 9–12 for additional discussion of these factors.)*
- Among cases with Rule 10b-5 claims, the median class period length declined 20% in 2021 from the median class period length observed in 2020, explaining, in part, the relatively low median “simplified tiered damages.”
- Fourteen settlements in 2021 had “simplified tiered damages” less than \$25 million, the largest proportion of such cases in more than 15 years.
- Cases with less than \$25 million in “simplified tiered damages” typically settle more quickly. In 2021, these cases settled within 2.5 years on average, compared to about four years for cases with “simplified tiered damages” greater than \$500 million.
- Half of the cases settled in 2021 with “simplified tiered damages” of less than \$25 million involved issuers that had been delisted from a major exchange and/or declared bankruptcy prior to settlement.
- Very large cases (more than \$1 billion in “simplified tiered damages”) typically settle for a smaller percentage of such damages. However, compared to cases with “simplified tiered damages” between \$150 million and \$1 billion, this pattern did not hold in 2021.

Figure 5: Median Settlements as a Percentage of “Simplified Tiered Damages” by Damages Ranges in Rule 10b-5 Cases 2012–2021

(Dollars in millions)



Note: Damages are estimated for cases alleging a claim under Rule 10b-5 (whether alone or in addition to other claims).

'33 Act Claims and "Simplified Statutory Damages"

For '33 Act claim cases—those involving only Section 11 and/or Section 12(a)(2) claims—shareholder losses are estimated using a model in which the statutory loss is the difference between the statutory purchase price and the statutory sales price, referred to here as "simplified statutory damages." Only the offered shares are assumed to be eligible for damages.¹⁰

"Simplified statutory damages" are typically smaller than "simplified tiered damages," in part reflecting differences in the methodologies used to estimate alleged damages per share, as well as differences in the shares eligible to be damaged. As such, settlements as a percentage of "simplified statutory damages" may be higher than the percentages observed among Rule 10b-5 settlements.

- However, for the first time since 2014, the median settlement as a percentage of "simplified statutory damages" was lower than the median settlement as a percentage of "simplified tiered damages." In 2021, the median settlement as a percentage of "simplified statutory damages" was 4.4%, 10% lower than the median "simplified tiered damages" of 4.9%. (See Appendix 6 for additional information on median and average settlements as a percentage of "simplified statutory damages.")

The median settlement value for '33 Act claim cases in 2021 was \$8.4 million, largely unchanged from 2020 (\$8.6 million).

- In 2021, the number of settlements in cases with only '33 Act claims was nearly double the annual average from 2017 to 2020.
- Cases involving '33 Act claims typically resolve more quickly than cases involving Rule 10b-5 (Exchange Act) claims. In 2021, however, the median interval from filing date to settlement hearing date for both case types narrowed to within 10%.

**Figure 6: Settlements by Nature of Claims
2012–2021**

(Dollars in millions)

	Number of Settlements	Median Settlement	Median "Simplified Statutory Damages"	Median Settlement as a Percentage of "Simplified Statutory Damages"
Section 11 and/or Section 12(a)(2) Only	77	\$8.9	\$142.2	7.6%

	Number of Settlements	Median Settlement	Median "Simplified Tiered Damages"	Median Settlement as a Percentage of "Simplified Tiered Damages"
Both Rule 10b-5 and Section 11 and/or Section 12(a)(2)	116	\$16.0	\$406.9	6.1%
Rule 10b-5 Only	543	\$7.9	\$215.2	4.8%

Note: Settlement dollars and damages are adjusted for inflation; 2021 dollar equivalent figures are presented.

- More than 80% of cases with only '33 Act claims involved an initial public offering (IPO).
- In 2021, 88% of the settled '33 Act claim cases involved an underwriter (or underwriters) as a named codefendant.
- Among those cases with identifiable contributions, D&O liability insurance provided, on average, more than 90% of the total settlement fund for '33 Act claim cases from 2012 to 2021.¹¹
- Median “simplified statutory damages” in 2021 was the highest since 2014, and double the median in 2020.

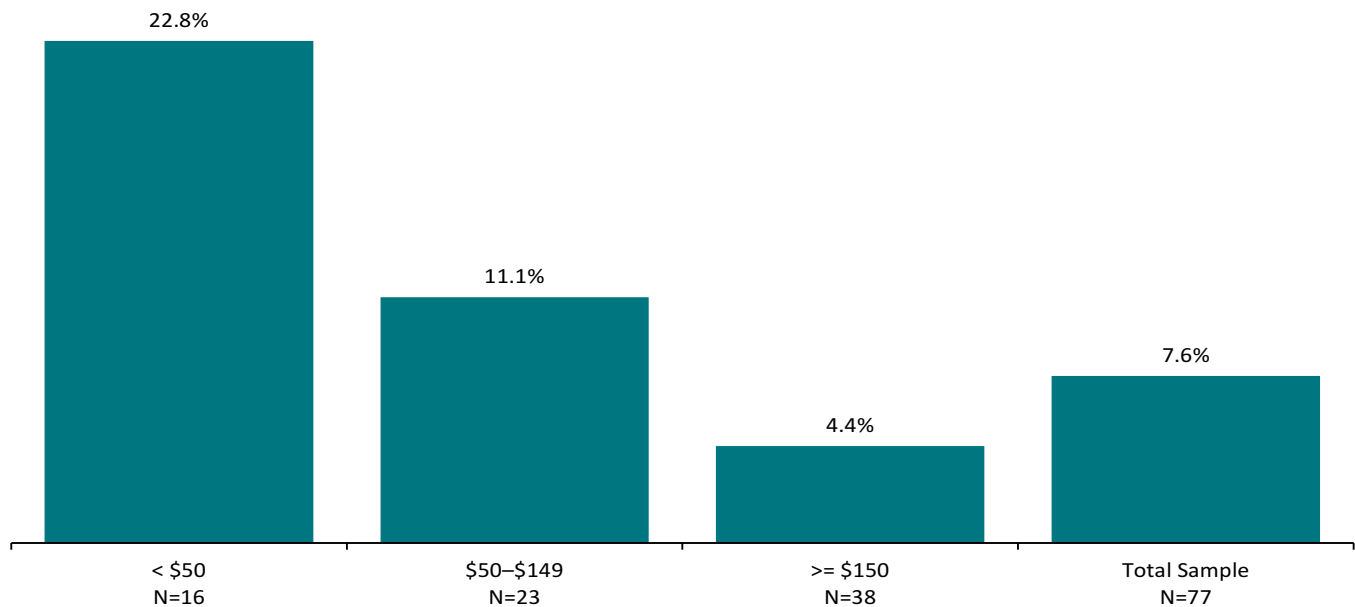
As noted in previous reports, the March 2018 U.S. Supreme Court decision in *Cyan Inc. v. Beaver County Employees Retirement Fund* (*Cyan*) held that '33 Act claim securities class actions could be brought in state court. While '33 Act claim cases had often been brought in state courts before

Cyan, filing rates in state courts increased substantially following this ruling. This trend reversed, however, following the March 2020 Delaware Supreme Court decision in *Salzberg v. Sciabacucchi* upholding the validity of federal forum-selection provisions in corporate charters.¹²

- In 2021, among '33 Act claim only cases filed post-*Cyan* but prior to the *Sciabacucchi* ruling, 13 have settled, six of which were filed in state court.¹³
- In the years since the *Cyan* decision, an increase in the number of overlapping or parallel suits has been observed—for example, a '33 Act claim case filed in state court that is related to a Rule 10b-5 claim case filed in federal court.¹⁴ The number of these overlapping suits that settled in 2021 was nearly triple the average from 2017 to 2020.

Figure 7: Median Settlements as a Percentage of “Simplified Statutory Damages” by Damages Ranges in '33 Act Claim Cases 2012–2021

(Dollars in millions)



Jurisdictions of Settlements of '33 Act Claim Cases

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
State Court	1	1	0	2	4	5	4	4	7	6
Federal Court	3	7	2	3	6	3	4	5	1	10

Note: “N” refers to the number of cases. Table does not include parallel suits.

Analysis of Settlement Characteristics

GAAP Violations

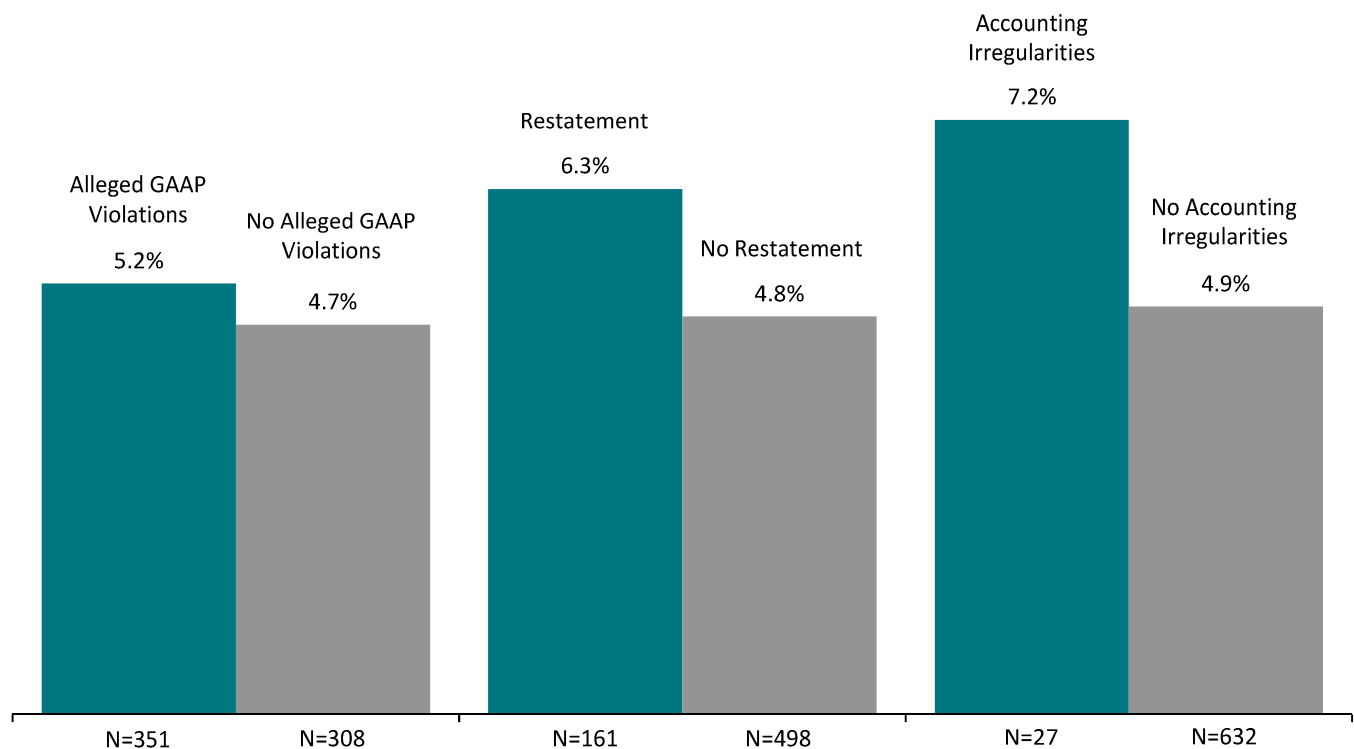
This analysis examines allegations of GAAP violations in settlements of securities class actions involving Rule 10b-5 claims, including two sub-categories of GAAP violations—financial statement restatements and accounting irregularities.¹⁵ For further details regarding settlements of accounting cases, see Cornerstone Research’s annual report on [Accounting Class Action Filings and Settlements](#).¹⁶

- In 2021, median “simplified tiered damages” for cases involving GAAP allegations were 38% higher than the 2012–2020 median for such cases.
- As this research has observed, settlements as a percentage of “simplified tiered damages” for cases involving GAAP allegations are typically higher than for non-GAAP cases. This is true even as the rate of accounting allegations has declined in recent years. For example, only 14% of settlements in 2021 involved a restatement of financial statements.

- The frequency of an outside auditor codefendant has declined substantially in recent years. In 2021, an outside auditor was a codefendant in just 3% of settlements.
- The frequency of reported accounting irregularities among settlements from 2017 to 2021 was also low, at just 3.5% of cases. Of those cases, more than 50% also involved criminal charges/indictments related to the allegations in the class action.

The proportion of settled cases in 2021 with Rule 10b-5 claims alleging GAAP violations was 32%, an all-time low among all post-Reform Act years.

Figure 8: Median Settlements as a Percentage of “Simplified Tiered Damages” and Allegations of GAAP Violations 2012–2021



Note: “N” refers to the number of cases.

Derivative Actions

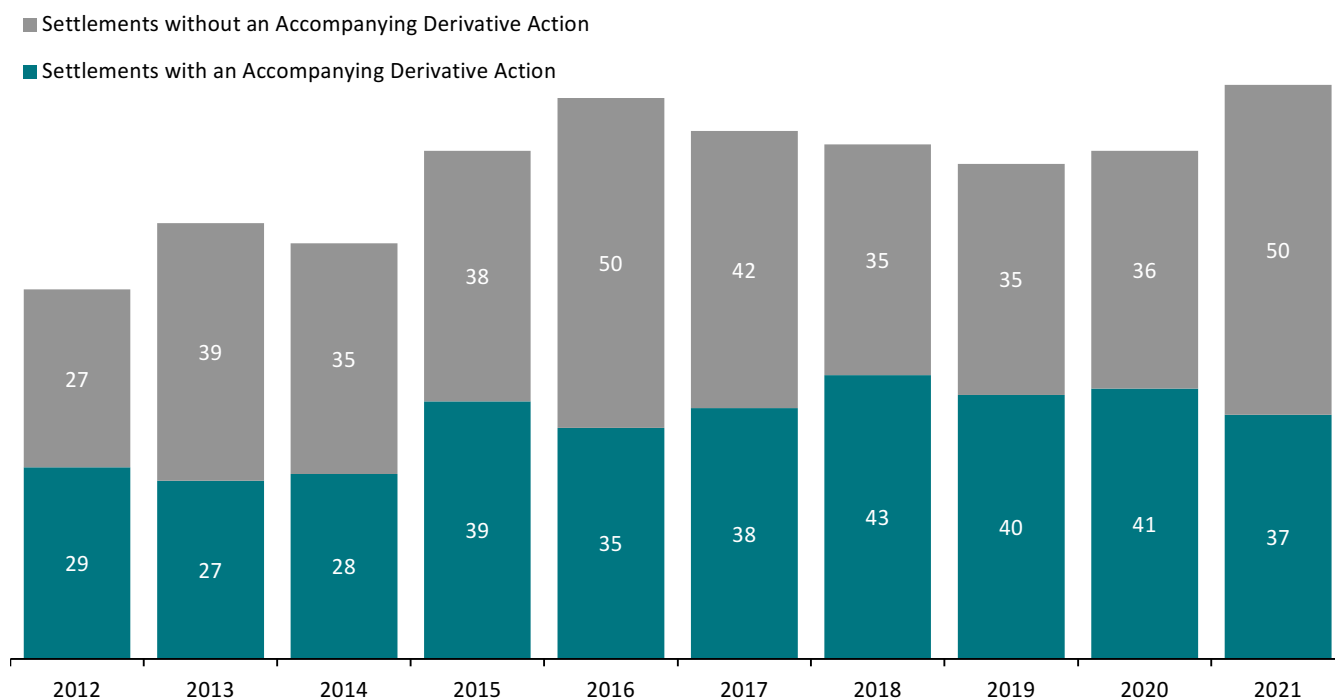
Historically, settled cases involving an accompanying derivative action have been associated with both larger cases (measured by “simplified tiered damages”) and larger settlement amounts. For example, from 2012 to 2020, the median settlement for cases with an accompanying derivative action was nearly 45% higher than for cases without a derivative action.

- However, in 2021, the median settlement for cases with an accompanying derivative action was \$8.5 million compared to \$7.5 million for cases without a derivative action, a difference of 13%.
- In 2021, median “simplified tiered damages” for settled cases with an accompanying derivative action was more than double the median for cases without an accompanying derivative action.

In 2021, 43% of settled cases involved an accompanying derivative action, the lowest rate in the last five years.

- For cases settled during 2017–2021, nearly one-third of parallel derivative suits were filed in Delaware. California and New York were the next most common venues for such actions, representing 22% and 13% of such settlements, respectively.

Figure 9: Frequency of Derivative Actions
 2012–2021

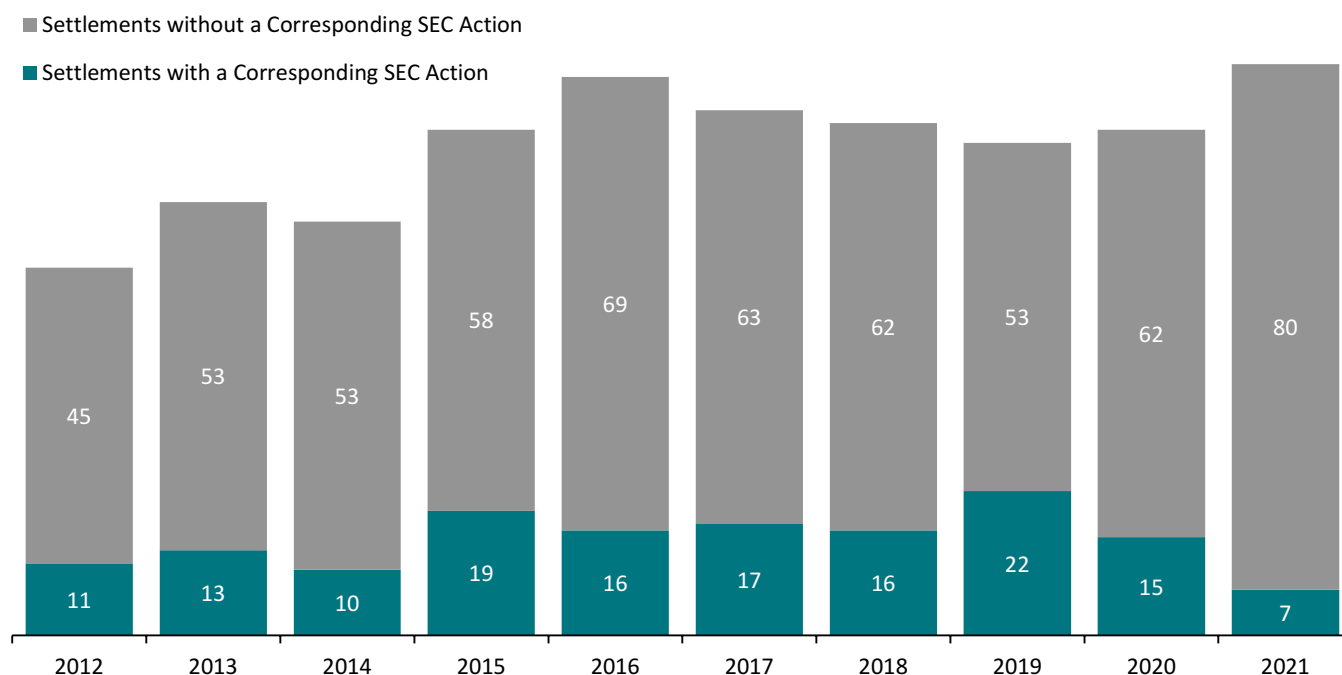


Corresponding SEC Actions

- Cases with an SEC action related to the allegations are typically associated with substantially higher settlement amounts.¹⁷
- In 2021, median settlement amounts for cases that involved a corresponding SEC action were double the median for cases without such an action.
- Settled cases in 2021 with a corresponding SEC action took more than 30% longer to reach settlement compared to cases without such an action. (See page 13 for additional discussion.)
- The dramatic decline in corresponding SEC actions (Figure 10) may reflect, in part, the decline in SEC enforcement activity during the filing date years associated with 2021 settlements. For additional details, see Cornerstone Research’s *SEC Enforcement Activity: Public Company and Subsidiaries—FY 2021 Update*.
- Cases involving corresponding SEC actions may also include related criminal charges in connection with the allegations covered by the underlying class action. From 2017 to 2021, 40% of settled cases with an SEC action had related criminal charges.¹⁸

In 2021, the number of settled cases involving a corresponding SEC action was the lowest in the past decade

Figure 10: Frequency of SEC Actions
 2012–2021



Institutional Investors

As is well known, increasing institutional participation in litigation as lead plaintiffs was a focus of the Reform Act.¹⁹ Institutional investors are often involved in larger cases, that is, cases with higher “simplified tiered damages” and higher total assets.

- In 2021, for cases involving an institutional investor as lead plaintiff, median “simplified tiered damages” and median total assets were six times and 11 times higher, respectively, than the median values for cases without an institutional investor in a lead role.
- The involvement of an institutional investor as a lead plaintiff is correlated with specific law firms serving as lead plaintiff counsel. For example, over the last five years, an institutional investor served as lead plaintiff in 86% of the settled cases in which Robbins Geller Rudman & Dowd LLP and/or Bernstein Litowitz Berger & Grossman LLP served as lead plaintiff counsel. In comparison, an institutional investor served as lead plaintiff in only 15% of cases in which The Rosen Law Firm, Pomerantz, or Glancy served as lead counsel.

Since passage of the Reform Act, public pension plans have been the most frequent type of institutional lead plaintiff, and the presence of a public pension acting as a lead

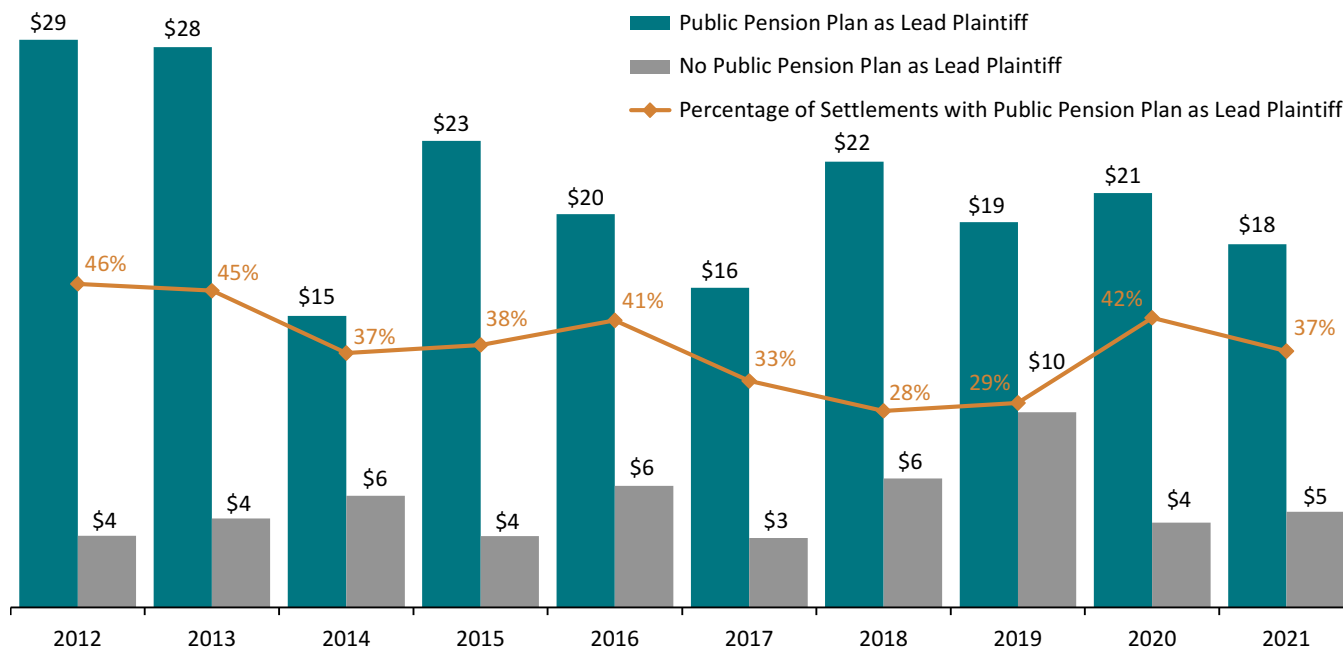
plaintiff is associated with higher settlement amounts. (See page 15 for further discussion of factors that influence settlement outcomes.)

- For example, for cases settled in 2021, public pension plans served as lead plaintiffs in almost 76% of cases involving institutions, while union funds appeared as lead plaintiffs in less than 10% of these cases.
- Public pensions are also more likely to be lead plaintiffs in cases involving more established publicly traded issuers. In 2021 settled cases, the median age from IPO to the filing date for cases with a public pension lead plaintiff was more than 8.5 years compared to a median of 4.3 years for cases without a public pension lead.

Among cases settled in 2021, institutional investor lead plaintiff appointments were among the lowest in more than 15 years.

Figure 11: Median Settlement Amounts and Public Pension Plans 2012–2021

(Dollars in millions)



Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented.

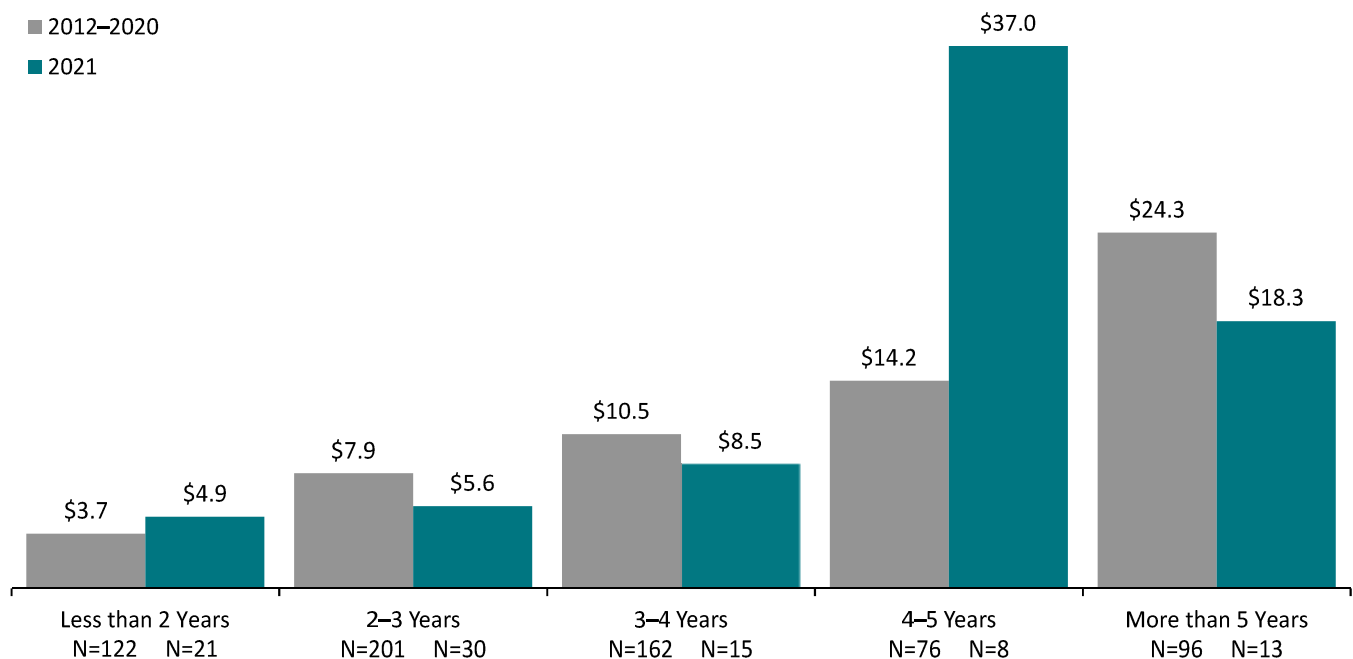
Time to Settlement and Case Complexity

- The median time from filing to settlement hearing date was 2.6 years for 2021 settlements, compared to 3.0 years for 2012–2020 settlements. This decline in the time to reach settlement was largely driven by the Ninth Circuit, where the median time to settlement declined by almost 40% in 2021.
- Larger cases (as measured by “simplified tiered damages”) often take longer to resolve. Consistent with this, in 2021 all three mega settlements took at least three years to reach a settlement hearing date.
- In 2021, for cases that took at least three years to settle, median “simplified tiered damages” were more than five times higher for settlements with an institutional lead plaintiff than for those without an institutional lead plaintiff.
- Reflecting both the smaller dollar amounts and the shorter interval from filing date to settlement hearing date among 2021 settlements, the number of docket entries for these cases declined, on average, 26% from the prior year.²⁰

Over 55% of cases in 2021 reached a settlement hearing date within three years of filing, compared to under 45% in 2020.

Figure 12: Median Settlement by Duration from Filing Date to Settlement Hearing Date 2012–2021

(Dollars in millions)



Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented. “N” refers to the number of cases.

Case Stage at the Time of Settlement

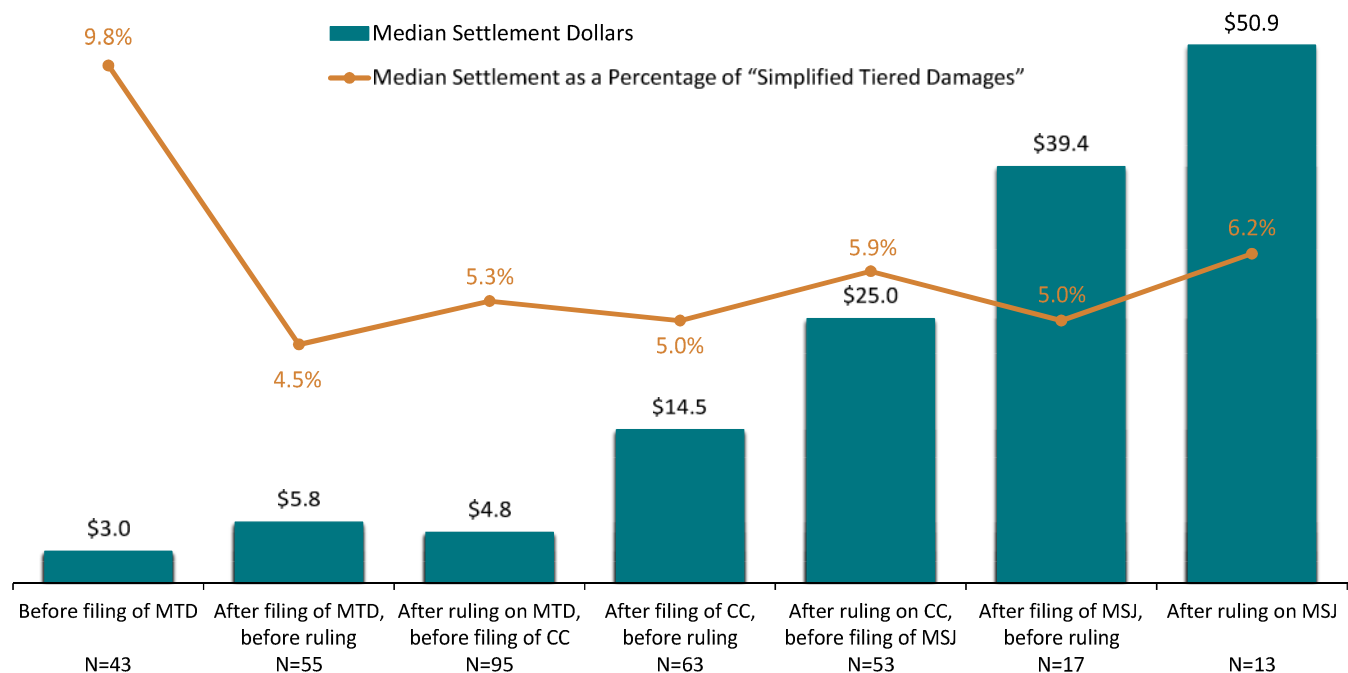
In collaboration with Stanford Securities Litigation Analytics (SSLA),²¹ this report analyzes settlements in relation to the stage in the litigation process at the time of settlement.

- Despite the overall smaller size of cases settled in 2021 and the shorter time to reach settlement, the stage at which cases settled remained largely unchanged. For example, in 2021, more than 60% of cases were resolved before a motion for class certification was filed, compared to 57% for 2017–2020 settlements.
- Similarly, approximately 20% of settlements in 2021 reached settlement sometime after a ruling on a motion for class certification, compared to 24% for 2017–2020 settlements.
- In 2021, cases that settled after a motion for class certification was filed were substantially larger than cases that settled at earlier stages. In particular, median “simplified tiered damages” for cases settling after a motion for class certification had been filed was more than eight times the median for cases that resolved prior to such a motion.
- Cases settling at later stages in 2021 were also larger in terms of issuer size. Specifically, the median issuer-reported total assets for 2021 cases that settled after the filing of a motion for summary judgment was more than five times the median for cases that settled prior to such a motion being filed.

Once a motion for class certification was filed, the median interval to the settlement hearing date for 2021 settlements was around 1.5 years.

Figure 13: Median Settlement Dollars and Resolution Stage at Time of Settlement 2017–2021

(Dollars in millions)



Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented. “N” refers to the number of cases. MTD refers to “motion to dismiss,” CC refers to “class certification,” and MSJ refers to “motion for summary judgment.” This analysis is limited to cases alleging Rule 10b-5 claims.

Cornerstone Research's Settlement Prediction Analysis

This research applies regression analysis to examine the relationships between settlement outcomes and certain securities case characteristics. Regression analysis is employed to better understand and predict the total settlement amount, given the characteristics of a particular securities case. Regression analysis can also be applied to estimate the probabilities associated with reaching alternative settlement levels. It can also be helpful in exploring hypothetical scenarios, including how the presence or absence of particular factors affects predicted settlement amounts.

Determinants of Settlement Outcomes

Based on the research sample of cases that settled from January 2006 through December 2021, the factors that were important determinants of settlement amounts included the following:

- “Simplified tiered damages”
- Maximum Dollar Loss (MDL)—market capitalization change from its class period peak to post-disclosure value
- Most recently reported total assets of the issuer defendant firm
- Number of entries on the lead case docket
- Whether there were accounting allegations
- Whether there was a corresponding SEC action against the issuer, other defendants, or related parties
- Whether there were criminal charges against the issuer, other defendants, or related parties with similar allegations to those included in the underlying class action complaint
- Whether there was an accompanying derivative action
- Whether an outside auditor was named as a codefendant

- Whether Section 11 and/or Section 12(a) claims were alleged in addition to Rule 10b-5 claims
- Whether the issuer defendant was distressed
- Whether a public pension was a lead plaintiff
- Whether securities, in addition to common stock, were included in the alleged class

Regression analyses show that settlements were higher when “simplified tiered damages,” MDL, issuer defendant asset size, or the number of docket entries was larger, or when Section 11 and/or Section 12(a) claims were alleged in addition to Rule 10b-5 claims.

Settlements were also higher in cases involving accounting allegations, a corresponding SEC action, criminal charges, an accompanying derivative action, a public pension involved as lead plaintiff, an outside auditor named as a codefendant, or securities in addition to common stock included in the alleged class.

Settlements were lower if the issuer was distressed.

More than 74% of the variation in settlement amounts can be explained by the factors discussed above.

Research Sample

- The database compiled for this report is limited to cases alleging Rule 10b-5, Section 11, and/or Section 12(a)(2) claims brought by purchasers of a corporation's common stock. The sample contains cases alleging fraudulent inflation in the price of a corporation's common stock.
- Cases with alleged classes of only bondholders, preferred stockholders, etc., cases alleging fraudulent depression in price, and mergers and acquisitions cases are excluded. These criteria are imposed to ensure data availability and to provide a relatively homogeneous set of cases in terms of the nature of the allegations.
- The current sample includes 2,013 securities class actions filed after passage of the Reform Act (1995) and settled from 1996 through 2021. These settlements are identified based on a review of case activity collected by Securities Class Action Services LLC (SCAS).²²
- The designated settlement year, for purposes of this report, corresponds to the year in which the hearing to approve the settlement was held.²³ Cases involving multiple settlements are reflected in the year of the most recent partial settlement, provided certain conditions are met.²⁴

Data Sources

In addition to SCAS, data sources include Dow Jones Factiva, Bloomberg, the Center for Research in Security Prices (CRSP) at University of Chicago Booth School of Business, Standard & Poor's Compustat, Refinitiv Eikon, court filings and dockets, SEC registrant filings, SEC litigation releases and administrative proceedings, LexisNexis, Stanford Securities Litigation Analytics (SSLA), Securities Class Action Clearinghouse (SCAC), and public press.

Endnotes

- ¹ *Securities Class Action Filings—2021 Year in Review*, Cornerstone Research (2022).
- ² See, for example, Stephen J. Choi, “Do the Merits Matter Less after the Private Securities Litigation Reform Act?,” *Journal of Law, Economics, and Organization* 23, no. 3 (2007).
- ³ *Securities Class Action Filings—2021 Year in Review*, Cornerstone Research (2022).
- ⁴ *Securities Class Action Filings—2021 Year in Review*, Cornerstone Research (2022).
- ⁵ See, for example, Stephen J. Choi, Karen K. Nelson, and Adam C. Pritchard, “The Screening Effect of the Private Securities Litigation Reform Act,” Law & Economics Working Paper, University of Michigan Law School (2007).
- ⁶ *Securities Class Action Filings—2021 Year in Review*, Cornerstone Research (2022).
- ⁷ The “simplified tiered damages” approach used for purposes of this settlement research does not examine the mix of information associated with the specific dates listed in the plan of allocation, but simply applies the stock price movements on those dates to an estimate of the “true value” of the stock during the alleged class period (or “value line”). This proxy for damages utilizes an estimate of the number of shares damaged based on reported trading volume and the number of shares outstanding. Specifically, reported trading volume is adjusted using volume reduction assumptions based on the exchange on which the issuer defendant’s common stock is listed. No adjustments are made to the underlying float for institutional holdings, insider trades, or short-selling activity during the alleged class period. Because of these and other simplifying assumptions, the damages measures used in settlement outcome modeling may be overstated relative to damages estimates developed in conjunction with case-specific economic analysis.
- ⁸ Laarni T. Bulan, Ellen M. Ryan, and Laura E. Simmons, *Estimating Damages in Settlement Outcome Modeling*, Cornerstone Research (2017).
- ⁹ Median market capitalization as of the most recent quarter-end prior to the settlement hearing date.
- ¹⁰ The statutory purchase price is the lesser of the security offering price or the security purchase price. Prior to the first complaint filing date, the statutory sales price is the price at which the security was sold. After the first complaint filing date, the statutory sales price is the greater of the security sales price or the security price on the first complaint filing date. Similar to “simplified tiered damages,” the estimation of “simplified statutory damages” makes no adjustments to the underlying float for institutional holdings, insider trades, or short-selling activity.
- ¹¹ Based on data for cases where the amount contributed by the D&O liability insurer was verified in settlement materials and/or the issuer defendant’s SEC filings—approximately 83% of all ‘33 Act claims cases. Data are supplemented with additional observations from the SSLA.
- ¹² *Securities Class Action Filings—2021 Year in Review*, Cornerstone Research (2022).
- ¹³ This calculation excludes settlements with both ‘33 Act claims filed in state court and Rule 10b-5 claims filed in federal court.
- ¹⁴ In some instances, the federal action also includes ‘33 Act claims.
- ¹⁵ The three categories of accounting issues analyzed in Figure 8 of this report are (1) GAAP violations; (2) restatements—cases involving a restatement (or announcement of a restatement) of financial statements; and (3) accounting irregularities—cases in which the defendant has reported the occurrence of accounting irregularities (intentional misstatements or omissions) in its financial statements.
- ¹⁶ *Accounting Class Action Filings and Settlements—2021 Review and Analysis*, Cornerstone Research (2022), forthcoming in spring 2022.
- ¹⁷ As noted previously, it could be that the merits in such cases are stronger, or simply that the presence of a corresponding SEC action provides plaintiffs with increased leverage when negotiating a settlement. For purposes of this research, an SEC action is evidenced by the presence of a litigation release or an administrative proceeding posted on www.sec.gov involving the issuer defendant or other named defendants with allegations similar to those in the underlying class action complaint.
- ¹⁸ Identification of a criminal charge and/or criminal indictment based on review of SEC filings and public press. For purposes of this research, criminal charges and/or indictments are collectively referred to as “criminal charges.”
- ¹⁹ See, for example, Michael A. Perino, “Have Institutional Fiduciaries Improved Securities Class Actions? A Review of the Empirical Literature on the PSLRA’s Lead Plaintiff Provision,” St. John’s Legal Studies Research Paper No. 12-0021 (2012).
- ²⁰ Docket entries reflect the number of entries on the court docket for events in the litigation and have been used in prior research as a proxy for the amount of plaintiff attorney effort involved in resolving securities cases. See Laura Simmons, “The Importance of Merit-Based Factors in the Resolution of 10b-5 Litigation,” University of North Carolina at Chapel Hill Doctoral Dissertation (1996); Michael A. Perino, “Institutional Activism through Litigation: An Empirical Analysis of Public Pension Fund Participation in Securities Class Actions,” St. John’s Legal Studies Research Paper No. 06-0055 (2006).
- ²¹ Stanford Securities Litigation Analytics (SSLA) tracks and collects data on private shareholder securities litigation and public enforcements brought by the SEC and the U.S. Department of Justice. The SSLA dataset includes all traditional class actions, SEC actions, and DOJ criminal actions filed since 2000. Available on a subscription basis at <https://sla.law.stanford.edu/>.
- ²² Available on a subscription basis. For further details see <https://www.issgovernance.com/securities-class-action-services/>.
- ²³ Movements of partial settlements between years can cause differences in amounts reported for prior years from those presented in earlier reports.
- ²⁴ This categorization is based on the timing of the settlement hearing date. If a new partial settlement equals or exceeds 50% of the then-current settlement fund amount, the entirety of the settlement amount is re-categorized to reflect the settlement hearing date of the most recent partial settlement. If a subsequent partial settlement is less than 50% of the then-current total, the partial settlement is added to the total settlement amount and the settlement hearing date is left unchanged.

Appendices

Appendix 1: Settlement Percentiles

(Dollars in millions)

	Average	10th	25th	Median	75th	90th
2012	\$72.3	\$1.4	\$3.2	\$11.1	\$41.9	\$135.7
2013	\$84.1	\$2.2	\$3.5	\$7.6	\$25.8	\$96.0
2014	\$20.9	\$1.9	\$3.3	\$6.9	\$15.1	\$57.2
2015	\$45.0	\$1.5	\$2.5	\$7.4	\$18.6	\$107.5
2016	\$79.7	\$2.1	\$4.7	\$9.7	\$37.3	\$164.8
2017	\$20.4	\$1.7	\$2.9	\$5.8	\$16.9	\$39.2
2018	\$70.0	\$1.6	\$3.9	\$12.1	\$26.7	\$53.0
2019	\$29.7	\$1.6	\$6.0	\$11.7	\$21.2	\$53.0
2020	\$57.1	\$1.5	\$3.5	\$10.6	\$20.9	\$55.7
2021	\$20.5	\$1.7	\$3.1	\$8.3	\$17.9	\$58.6

Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented.

Appendix 2: Settlements by Select Industry Sectors 2012–2021

(Dollars in millions)

Industry	Number of Settlements	Median Settlement	Median “Simplified Tiered Damages”	Median Settlement as a Percentage of “Simplified Tiered Damages”
Financial	99	\$16.2	\$409.5	5.1%
Technology	101	\$8.6	\$228.9	4.7%
Pharmaceuticals	107	\$7.0	\$215.2	4.7%
Retail	37	\$10.5	\$254.7	4.3%
Telecommunications	23	\$9.3	\$278.8	5.4%
Healthcare	19	\$12.3	\$152.8	6.7%

Note: Settlement dollars and “simplified tiered damages” are adjusted for inflation; 2021 dollar equivalent figures are presented. “Simplified tiered damages” are calculated only for cases involving Rule 10b-5 claims.

Appendix 3: Settlements by Federal Circuit Court 2012–2021

(Dollars in millions)

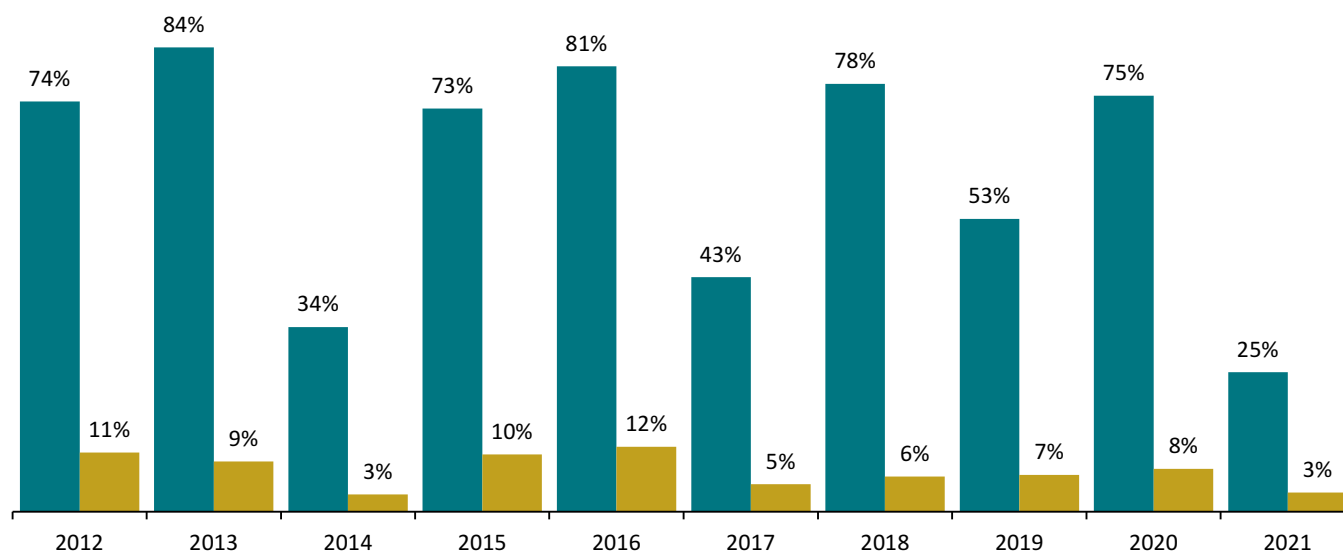
Circuit	Number of Settlements	Median Settlement	Median Settlement as a Percentage of “Simplified Tiered Damages”
First	20	\$10.8	3.2%
Second	192	\$9.3	5.1%
Third	65	\$7.0	5.6%
Fourth	24	\$20.1	4.1%
Fifth	36	\$9.9	5.0%
Sixth	30	\$13.3	7.4%
Seventh	35	\$14.2	3.9%
Eighth	13	\$14.7	6.8%
Ninth	183	\$6.9	4.9%
Tenth	17	\$8.5	5.3%
Eleventh	38	\$11.0	4.9%
DC	4	\$24.8	2.2%

Note: Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented. Settlements as a percentage of “simplified tiered damages” are calculated only for cases alleging Rule 10b-5 claims.

Appendix 4: Mega Settlements 2012–2021

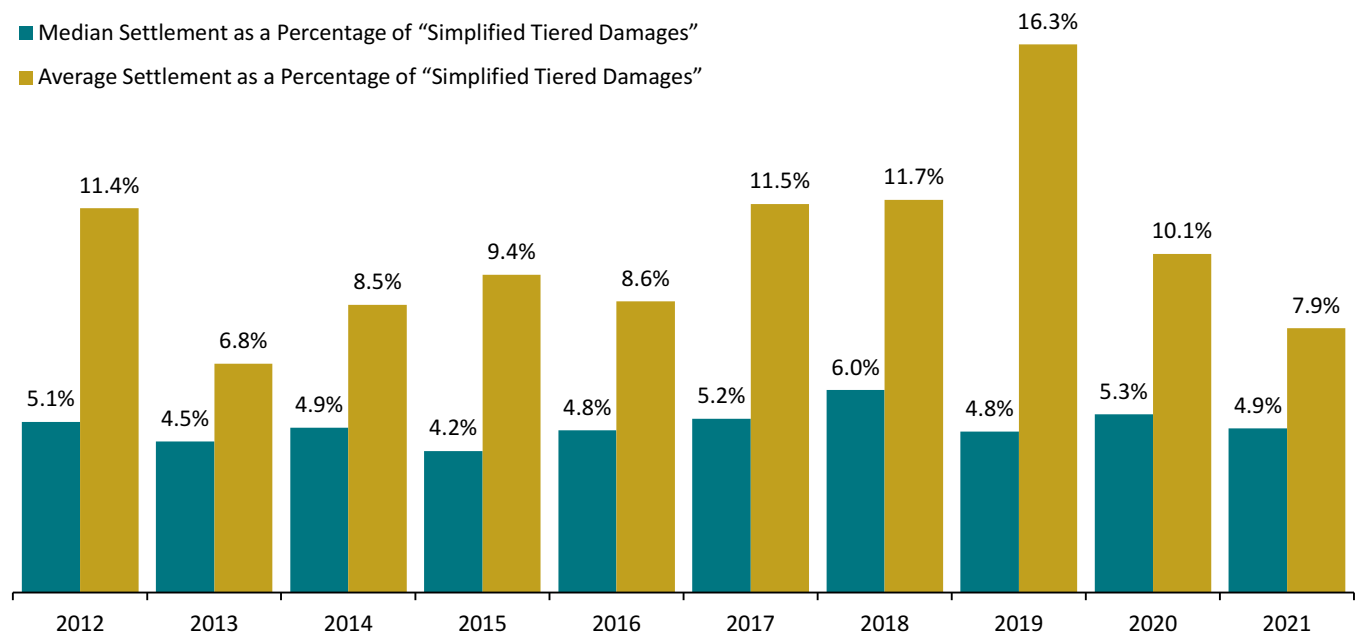
■ Total Mega Settlement Dollars as a Percentage of All Settlement Dollars

■ Number of Mega Settlements as a Percentage of All Settlements



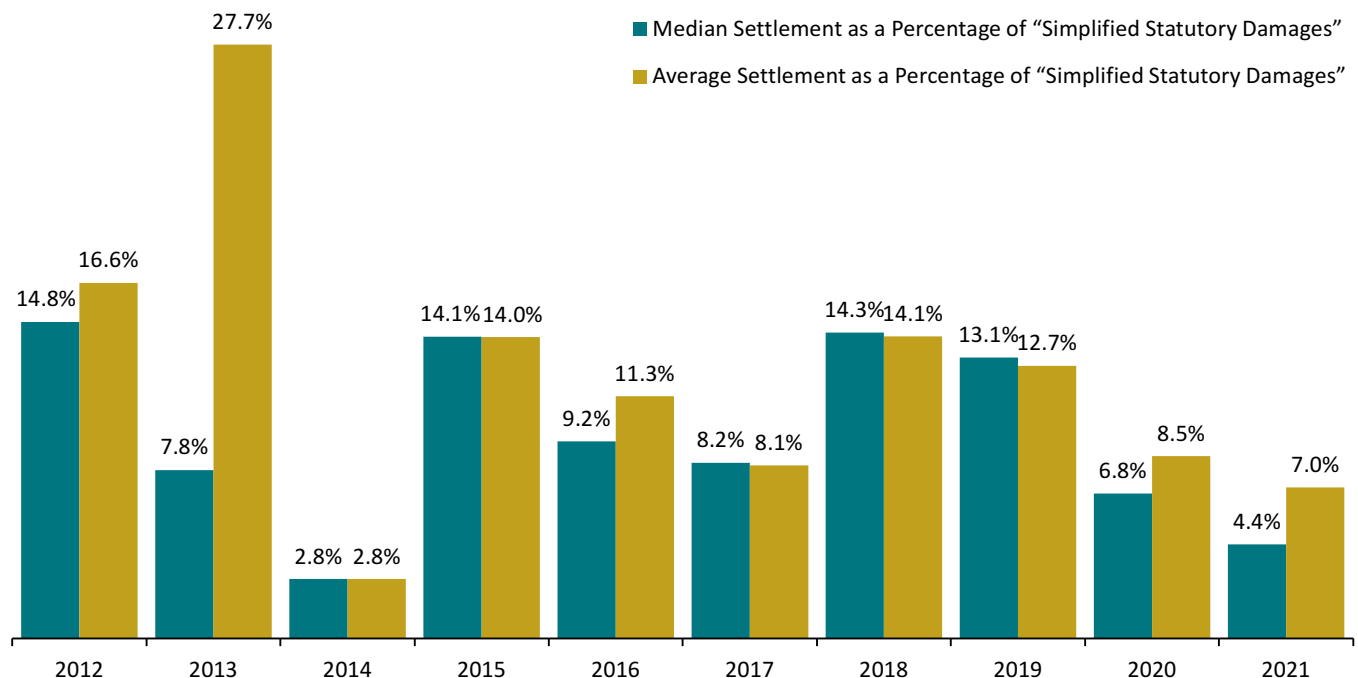
Note: Mega settlements are defined as total settlement funds equal to or greater than \$100 million. Settlement dollars are adjusted for inflation; 2021 dollar equivalent figures are presented.

Appendix 5: Median and Average Settlements as a Percentage of “Simplified Tiered Damages” 2012–2021



Note: “Simplified tiered damages” are calculated only for cases alleging Rule 10b-5 claims.

Appendix 6: Median and Average Settlements as a Percentage of “Simplified Statutory Damages” 2012–2021

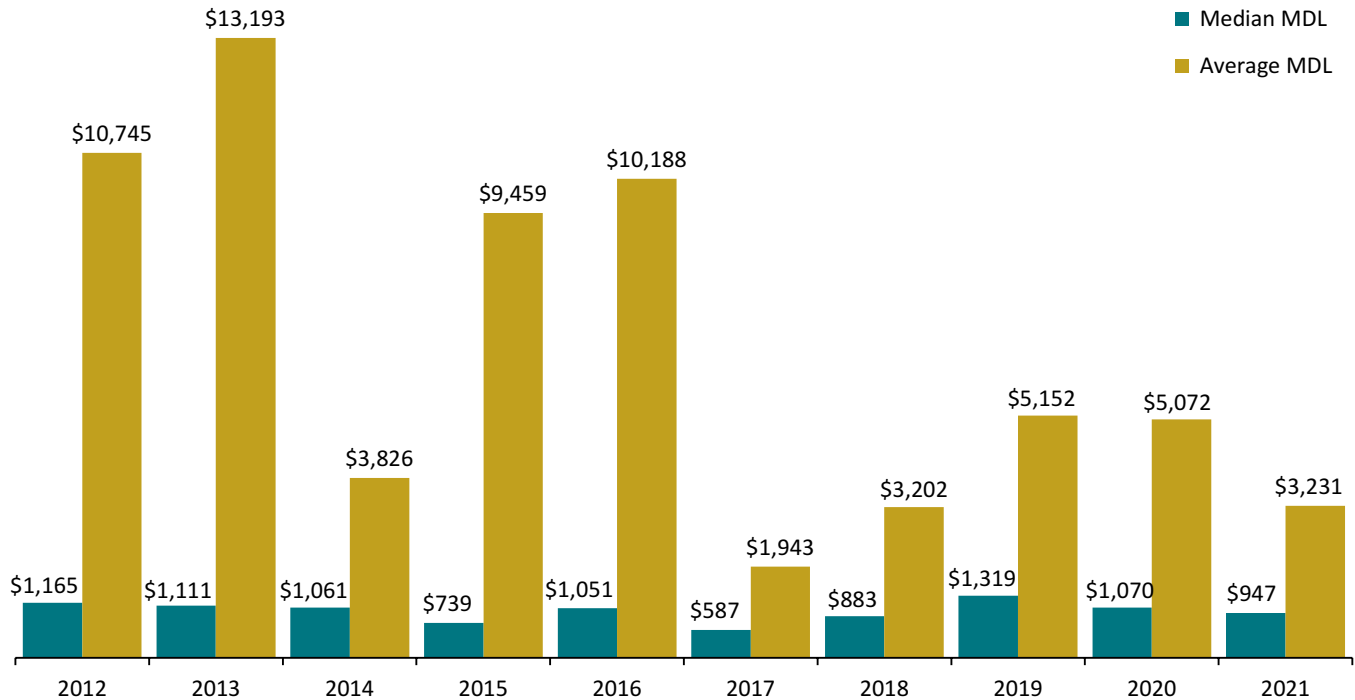


Note: “Simplified statutory damages” are calculated only for cases alleging Section 11 (’33 Act) claims and no Rule 10b-5 claims.

Appendix 7: Median and Average Maximum Dollar Loss (MDL)

2012–2021

(Dollars in millions)

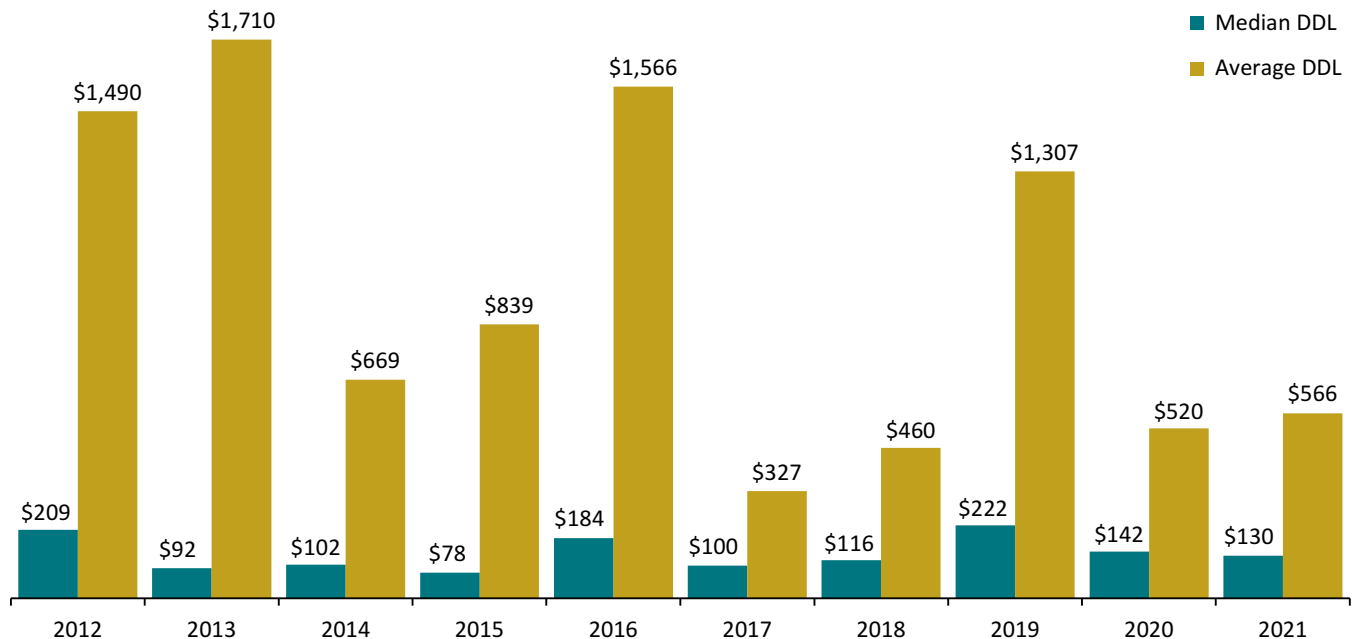


Note: MDL is adjusted for inflation based on class period end dates; 2021 dollar equivalents are presented. MDL is the dollar value change in the defendant firm's market capitalization from the trading day with the highest market capitalization during the class period to the trading day immediately following the end of the class period.

Appendix 8: Median and Average Disclosure Dollar Loss (DDL)

2012–2021

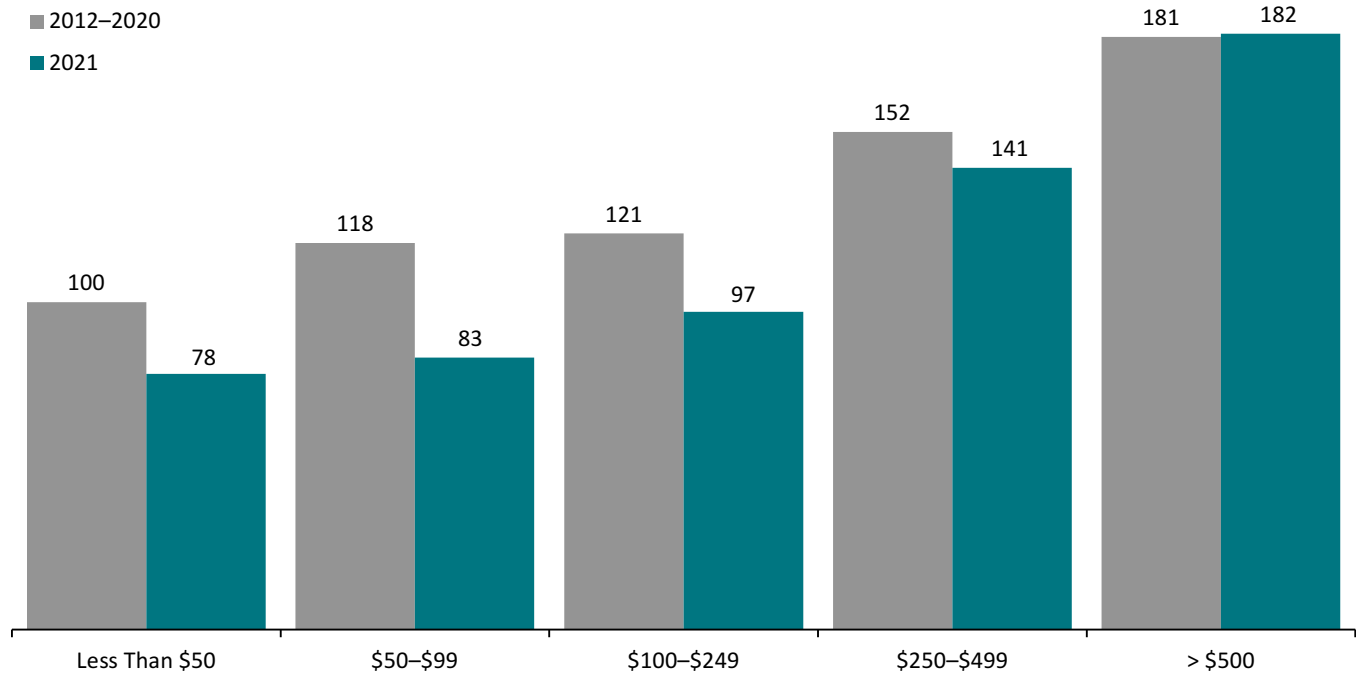
(Dollars in millions)



Note: DDL is adjusted for inflation based on class period end dates; 2021 dollar equivalents are presented. DDL is the dollar value change in the defendant firm's market capitalization between the trading day immediately preceding the end of the class period and the trading day immediately following the end of the class period. This analysis excludes cases alleging '33 Act claims only.

Appendix 9: Median Docket Entries by “Simplified Tiered Damages” Range 2012–2021

(Dollars in millions)



Note: “Simplified tiered damages” are calculated only for cases alleging Rule 10b-5 claims.

About the Authors

Laarni T. Bulan

Ph.D., Columbia University; M.Phil., Columbia University; B.S., University of the Philippines

Laarni Bulan is a principal in Cornerstone Research's Boston office, where she specializes in finance. Her work has focused on securities and other complex litigation addressing class certification, damages, and loss causation issues, firm valuation, and corporate governance, executive compensation, and risk management issues. She has also consulted on cases related to insider trading, market manipulation and trading behavior, financial institutions and the credit crisis, derivatives, foreign exchange, and securities clearing and settlement.

Dr. Bulan has published several academic articles in peer-reviewed journals. Her research covers topics in dividend policy, capital structure, executive compensation, corporate governance, and real options. Prior to joining Cornerstone Research, Dr. Bulan had a joint appointment at Brandeis University as an assistant professor of finance in its International Business School and in the economics department.

Laura E. Simmons

Ph.D., University of North Carolina at Chapel Hill; M.B.A., University of Houston; B.B.A., University of Texas at Austin

Laura Simmons is a senior advisor with Cornerstone Research. She has more than 25 years of experience in economic and financial consulting. Dr. Simmons has focused on damage and liability issues in securities and ERISA litigation, as well as on accounting issues arising in a variety of complex commercial litigation matters. She has served as a testifying expert in litigation involving accounting analyses, securities case damages, ERISA matters, and research on securities lawsuits.

Dr. Simmons's research on pre- and post-Reform Act securities litigation settlements has been published in a number of reports and is frequently cited in the public press and legal journals. She has spoken at various conferences and appeared as a guest on CNBC addressing the topic of securities case settlements. She has also published in academic journals, including research focusing on the intersection of accounting and litigation. Dr. Simmons was previously an accounting faculty member at the Mason School of Business at the College of William & Mary. From 1986 to 1991, she was an accountant with Price Waterhouse.

The authors gratefully acknowledge the research efforts and significant contributions of their colleagues at Cornerstone Research in the writing and preparation of this annual update.

Many publications quote, cite, or reproduce data, charts, or tables from Cornerstone Research reports. The authors request that you reference Cornerstone Research in any reprint, quotation, or citation of the charts, tables, or data reported in this study.

Please direct any questions and requests for additional information to the settlement database administrator at settlementdatabase@cornerstone.com.

Boston

617.927.3000

Chicago

312.345.7300

London

+44.20.3655.0900

Los Angeles

213.553.2500

New York

212.605.5000

San Francisco

415.229.8100

Silicon Valley

650.853.1660

Washington

202.912.8900

www.cornerstone.com



Exhibit 3

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

*In re Oracle Corporation Securities
Litigation*

CLASS ACTION

Case No. 18-cv-04844-BLF

**DECLARATION OF JACK
EWASHKO REGARDING
(A) MAILING OF NOTICE AND
CLAIM FORM; (B) PUBLICATION
OF THE SUMMARY NOTICE; AND
(C) REPORT ON REQUESTS FOR
EXCLUSION RECEIVED TO DATE**

Dept.: Courtroom 3, 5th Floor
Judge: Honorable Beth Labson Freeman

Hearing Date: January 12, 2023

I, JACK EWASHKO, hereby declare under penalty of perjury as follows:

1. I am a Client Services Director of A.B. Data, Ltd.'s Class Action Administration Company ("A.B. Data"). Pursuant to the Court's September 15, 2022 Order Preliminarily Approving Settlement and Providing for Notice (ECF No. 134) ("Preliminary Approval Order"), A.B. Data was authorized to act as the Claims Administrator in connection with the Settlement of the above-captioned action.¹ The following statements are based on my personal knowledge and information provided by other A.B. Data employees working under my supervision, and if called on to do so, I could and would testify competently thereto.

DISSEMINATION OF THE NOTICE PACKET

2. Pursuant to the Preliminary Approval Order, A.B. Data mailed to potential Class Members the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice") and

¹ Unless otherwise defined herein, all capitalized terms have the meanings set forth in the Stipulation and Agreement of Settlement dated June 23, 2022 (ECF No. 128-1) (the "Stipulation").

1 the Proof of Claim and Release Form (the “Claim Form”) (collectively, the Notice and Claim Form
2 are referred to as the “Notice Packet”). A copy of the Notice Packet is attached hereto as Exhibit A.

3 3. On September 29, 2022, A.B. Data received an electronic file from Lead Counsel
4 containing the names and addresses of record holders of Oracle common stock provided by
5 Defendants’ Counsel. A.B. Data extracted these records from the file and, after de-duplication, there
6 remained 10,572 unique names and addresses. A.B. Data formatted the Notice Packet, and caused
7 it to be printed, personalized with the name and address of each potential Class Member, posted for
8 first-class mail, postage prepaid, and mailed to these 10,572 potential Class Members on October 6,
9 2022.

10 4. As in most class actions of this nature, where the class members consist of purchasers
11 of shares of publicly traded common stock, the large majority of potential Class Members are not
12 record holders of the stock but are beneficial purchasers whose securities are held in “street name”
13 – *i.e.*, the securities are purchased by brokerage firms, banks, institutions, and other third-party
14 nominees in the name of the nominee (collectively “Nominees”), on behalf of the beneficial
15 purchasers. To provide individual notice to those beneficial owners, A.B. Data disseminates the
16 notice via the Nominees who possess the information regarding the identification and trading of the
17 beneficial owners. A.B. Data maintains and updates an internal list of the largest banks, brokers and
18 other Nominees. At the time of the initial mailing, A.B. Data’s internal list of these Nominees
19 contained 4,981 mailing records. On October 6, 2022, A.B. Data caused additional Notice Packets
20 to be mailed to the 4,981 mailing records contained in its internal list of Nominees.

21 5. In total, 15,553 copies of the Notice Packet were mailed to potential Class Members
22 and Nominees by first-class mail on October 6, 2022.

23 6. The Notice itself and a cover letter that accompanied the Notice Packet mailed to
24 brokers and other Nominees (as well as an email sent the brokers and Nominees) directed that
25 persons or entities that purchased or otherwise acquired Oracle common stock during the Class
26 Period for the beneficial interest of a person or organization other than themselves must, no later
27 than seven (7) calendar days after such Nominees’ receipt of the Notice, either: (i) provide A.B. Data
28 with the names and addresses of such beneficial owners; or (ii) request additional copies of the

1 Notice Packet for such beneficial owners from A.B. Data, and then send a copy of the Notice Packet
2 to such beneficial owners, no later than seven (7) calendar days after such Nominees' receipt of the
3 additional copies of the Notice Packet.

4 7. A.B. Data monitored the responses received from brokers and other Nominees and
5 followed up by email and, if necessary, phone calls to ensure that Nominees provided timely
6 responses to A.B. Data's mailing and that Nominees provide names and addresses of beneficial
7 owners or request notice packets for forwarding. Through December 6, 2022, A.B. Data mailed an
8 additional 261,330 Notice Packets to potential members of the Class whose names and addresses
9 were received from individuals, entities, or Nominees requesting that Notice Packets be mailed to
10 such persons, and mailed another 703,004 Notice Packets to Nominees who requested Notice
11 Packets to forward to their customers. Each of the requests was responded to in a timely manner,
12 and A.B. Data will continue to timely respond to any additional requests received.

13 8. As of December 6, 2022, an aggregate of 979,887 Notice Packets have been
14 disseminated to potential Class Members and Nominees by first-class mail. In addition, A.B. Data
15 has re-mailed 2,377 Notice Packets to persons whose original mailing was returned by the U.S.
16 Postal Service and for whom updated addresses were provided to A.B. Data by the Postal Service.
17 The U.S. Postal Service has returned 3,051 Notice Packets as undeliverable for which A.B. Data has
18 not obtained an updated address.

19 9. A.B. Data has held regular conference calls with attorneys at Lead Counsel to discuss
20 the status of the notice dissemination efforts and related issues concerning the administration of the
21 Settlement.

22 10. The process for disseminating the Notice Packet by mail to potential Class Members
23 is intended to reach the maximum number of potential Class Members who can reasonably be
24 identified. As a result, the process is expected to result in the mailing of Notice Packets to a number
25 of persons and entities who are not or may not be Class Members. For example, A.B. Data's internal
26 list of 4,981 Nominees is intended to be reasonably broad and includes a number of smaller or
27 specialty brokerage firms and international firms who may not have any clients who were beneficial
28 purchasers of Oracle common stock during the Class Period. Similarly, although the Notice and

cover letter request that Nominees identify purchasers or acquirors of Oracle common stock during the Class Period, A.B. Data is aware from experience that some Nominees provide reasonably over-inclusive lists of potential Class Members. In addition, even where the names provided are limited to persons who purchased or acquired the stock during the Class Period, such lists will include investors who purchased and sold their shares before an alleged corrective disclosure or were otherwise not damaged and therefore not eligible for a payment in the Settlement. Due to A.B. Data's efforts to reach the highest possible number of potential Class Members through reasonable means and as a result of the process of dissemination through Nominees, A.B. Data expects that a substantial number of total Notice Packets mailed will be mailed to persons and entities who are not Class Members or not eligible for a recovery in the Settlement.

PUBLICATION OF THE SUMMARY NOTICE

11. Pursuant to the Preliminary Approval Order, A.B. Data caused the Summary Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Summary Notice") to be published in *The Wall Street Journal* and to be transmitted over the *PR Newswire* on October 18, 2022. Attached as Exhibits B and C, respectively, are a copy of the Summary Notice as it appeared in *The Wall Street Journal* and a screen shot attesting to the transmittal of the Summary Notice over the *PR Newswire*.

CALL CENTER SERVICES

12. A.B. Data reserved a toll-free phone number for the Settlement, (877) 354-3810, which was set forth in the Notice, the Claim Form, the Summary Notice, and on the Settlement website.

13. The toll-free number connects callers with an Interactive Voice Recording ("IVR"). The IVR provides callers with pre-recorded information, including a brief summary about the Action and the option to request a copy of the Notice Packet. The toll-free telephone line with pre-recorded information is available 24 hours a day, 7 days a week. A.B. Data made the IVR available on October 6, 2022, the same date A.B. Data began mailing the Notice Packets.

1 14. In addition, from 8:00 a.m. to 5:00 p.m. Pacific time, callers are able to speak to a
2 live operator regarding the status of the Action and/or obtain answers to questions about the
3 Settlement or how to submit a claim. During non-business hours, callers may leave a message for
4 an agent to call them back.

5 15. Since October 6, 2022, A.B. Data has received 589 in-bound calls to the toll-free
6 helpline, which included 440 minutes spent by callers interacting with the IVR and 330 minutes
7 speaking with A.B. Data's live operators. A.B. Data has made 89 out-bound calls to respond to
8 messages left or to follow up on earlier communications. A.B. Data has also received a total of 175
9 emails or letters, to which A.B. Data has responded promptly where a response was necessary.

10 **SETTLEMENT WEBSITE**

11 16. A.B. Data established and is maintaining a website dedicated to this Settlement
12 (www.OracleSecuritiesLitigation.com) to provide additional information to Class Members. Users
13 of the website can download copies of the Notice, the Claim Form, the Stipulation, and the
14 Preliminary Approval Order, among other relevant documents. The website address was set forth
15 in the Notice, the Summary Notice, and on the Claim Form. The website was operational beginning
16 on October 6, 2022, and is accessible 24 hours a day, 7 days a week. A.B. Data will continue
17 operating, maintaining and, as appropriate, updating the website until the conclusion of this
18 administration.

19 **REQUESTS FOR EXCLUSION RECEIVED TO DATE**

20 17. The Notice informed potential members of the Class that requests for exclusion from
21 the Class are to be mailed or otherwise delivered, addressed to *Oracle Securities Litigation*,
22 EXCLUSIONS, c/o A.B. Data, Ltd., P.O. Box 173001, Milwaukee, WI 53217, such that they are
23 received by A.B. Data no later than December 22, 2022. The Notice also set forth the information
24 that must be included in each request for exclusion. A.B. Data has been monitoring all mail delivered
25 to that Post Office Box. As of December 22, 2022, A.B. Data has received fifteen (15) requests for
26 exclusion from the Class. A.B. Data will submit a supplemental declaration after the December 22,
27 2022 deadline for requesting exclusion that will address all requests for exclusion that are received.
28

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

3 Executed on December 7, 2022.

4
5 
6 _____
7 JACK EWASHKO
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

EXHIBIT A

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re Oracle Corporation Securities Litigation

CLASS ACTION

Case No. 18-cv-04844-BLF

**NOTICE OF (I) PENDENCY OF CLASS ACTION AND
PROPOSED SETTLEMENT; (II) SETTLEMENT FAIRNESS HEARING;
AND (III) MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES**

If you purchased or acquired the common stock of Oracle Corporation during the period from May 10, 2017 through June 20, 2018, inclusive, you may be entitled to receive money from a class action settlement.

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

This Notice describes important rights you may have and what steps you must take if you wish to participate in the Settlement or wish to be excluded from the Class.

- The Settlement, if approved by the Court, will provide a total recovery of **\$17,500,000** (on average approximately \$0.03 per affected share before the deduction of Court-approved fees and expenses) in cash for the benefit of the Class (described below).¹
- The Settlement resolves claims brought by Lead Plaintiff, Union Asset Management Holding, on behalf of itself and the Class, against Oracle Corporation (“Oracle”) and Safra A. Catz, Paula R. Hurd, as Trustee of the Hurd Family Trust, Lawrence J. Ellison, Ken Bond, Thomas Kurian, and Steve Miranda (collectively, the “Individual Defendants,” and, together with Oracle, “Defendants”).²
- Lead Plaintiff claims that Defendants made materially false and misleading statements and omissions about Oracle’s business, including about the drivers of Oracle’s Cloud revenue, from May 10, 2017 through June 20, 2018, inclusive (the “Class Period”). Lead Plaintiff also alleges that these false and misleading statements inflated the price of Oracle common stock and that, when the truth was disclosed, the stock price declined. Defendants deny any wrongdoing in this lawsuit. The Court did not decide in favor of either the investors or Defendants.
- If the Settlement is approved, Court-appointed lawyers for the investors will ask the Court for attorneys’ fees of 20% of the Settlement Fund, or \$3,500,000, plus interest earned at the same rate as the Settlement Fund, and up to \$900,000 in expenses for their and Lead Plaintiff’s work litigating the case and negotiating the Settlement. If approved by the Court, these amounts (totaling on average approximately \$0.01 per affected share) will be deducted from the \$17,500,000 Settlement.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made only if the Court approves the Settlement and after any appeals are resolved. Please be patient.

¹ An allegedly damaged share might have been traded, and potentially damaged, more than once during the Class Period, and the average recovery indicated above represents the total estimated average recovery for each share that allegedly incurred damages.

² All capitalized terms not defined in this Notice have the meanings provided in the Stipulation and Agreement of Settlement, dated as of June 23, 2022 (the “Stipulation”), which can be viewed at www.OracleSecuritiesLitigation.com.

- If you are a Class Member, your legal rights will be affected by this Settlement whether you act or do not act. Please read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:	
SUBMIT A CLAIM FORM POSTMARKED (IF MAILED), OR ONLINE, NO LATER THAN FEBRUARY 3, 2023.	This is the only way to be eligible to receive a payment from the Settlement.
EXCLUDE YOURSELF FROM THE CLASS BY DECEMBER 22, 2022.	<p>If you exclude yourself from the Class, you will not be eligible to receive any payment from the Settlement.</p> <p>This is the only option that allows you to bring, continue, or be a part of any other lawsuit against any of the Defendants or the other Defendants' Releasees (defined in ¶ 29 below) concerning the Released Plaintiffs' Claims (defined in ¶ 28 below).</p>
OBJECT BY DECEMBER 22, 2022.	If you do not like the proposed Settlement, the proposed Plan of Allocation, or the request for attorneys' fees and Litigation Expenses, you may write to the Court and explain why you do not like it/them.
GO TO A HEARING ON JANUARY 12, 2023.	You may ask to speak in Court about the Settlement.
DO NOTHING.	Get no payment AND give up your rights to bring your own individual action.

Identification of Attorneys' Representatives

Lead Plaintiff and the Class are represented by Bernstein Litowitz Berger & Grossmann LLP, the Court-appointed Lead Counsel. Any questions regarding the Settlement should be directed to John Rizio-Hamilton, Esq., Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, New York, NY 10020, (800) 380-8496, settlements@blbglaw.com.

This Notice summarizes the proposed Settlement. For the precise terms and conditions of the Settlement, please see the Stipulation and Agreement of Settlement available at www.OracleSecuritiesLitigation.com; contact class counsel; access the Court docket in this case, for a fee, through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>; or visit the office of the Clerk of the Court for the United States District Court for the Northern District of California, Robert F. Peckham Federal Building & United States Courthouse, 280 South 1st Street, Room 2112, San Jose, CA 95113, between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays.

PLEASE DO NOT TELEPHONE THE COURT OR THE COURT CLERK'S OFFICE TO INQUIRE ABOUT THIS SETTLEMENT OR THE CLAIM PROCESS.

WHAT THIS NOTICE CONTAINS

Why Did I Get This Notice?	Page 3
What Is This Case About? What Has Happened So Far?	Page 3
Why Is This A Class Action?	Page 4
How Do I Know If I Am Affected By The Settlement?	
Who Is Included In The Class?	Page 4
What Are Lead Plaintiff's Reasons For The Settlement?	Page 5
What Might Happen If There Were No Settlement?	Page 5
How Are Class Members Affected By The Action And The Settlement?	Page 6
How Do I Participate In The Settlement? What Do I Need To Do?	Page 8

How Much Will My Payment Be?	Page 8
What Payment Are The Attorneys For The Class Seeking?	
How Will The Lawyers Be Paid?	Page 8
What If I Do Not Want To Be A Member Of The Class?	
How Do I Exclude Myself?	Page 8
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?	Page 9
What If I Bought Shares On Someone Else's Behalf?	Page 10
Can I See The Court File? Whom Should I Contact If I Have Questions?	Page 11
Proposed Plan Of Allocation Of The Net Settlement Fund	Page 12

WHY DID I GET THIS NOTICE?

1. The Court authorized that this Notice be sent to you because you or someone in your family or an investment account for which you serve as a custodian may have purchased or acquired the common stock of Oracle from May 10, 2017 through June 20, 2018, inclusive.
2. If this description applies to you or someone in your family, you have a right to know about the proposed Settlement of this class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after any objections and appeals are resolved, an administrator appointed by the Court will make the payments that the Settlement allows.
3. This Notice explains the lawsuit, the Settlement, Class Members' legal rights, what benefits are available, who is eligible for them, and how to get them.
4. The Court in charge of this Action is the United States District Court for the Northern District of California (the "Court"), and the case is known as *In re Oracle Corporation Securities Litigation*, Case No. 18-cv-04844-BLF (N.D. Cal.) (the "Action"). The Action is assigned to the Honorable Beth Labson Freeman, United States District Judge.
5. The Court did not decide in favor of Lead Plaintiff or the Defendants. Instead, they have agreed to a settlement. For Lead Plaintiff, the principal reason for the Settlement is the certain benefit of a substantial cash recovery for the Class, in contrast to the risks and uncertainties of succeeding through dispositive motions and proving all necessary elements of its claims at a jury trial, and the costs and delays inherent in such litigation (including any appeals).
6. For Defendants, who deny all allegations of wrongdoing or liability whatsoever and deny that any Class Members were damaged, the principal reasons for entering into the Settlement are to bring to an end the substantial burden, expense, uncertainty, and risk of further litigation.

WHAT IS THIS CASE ABOUT? WHAT HAS HAPPENED SO FAR?

7. The Action involves allegations that, during the period from May 10, 2017 through June 20, 2018, inclusive, Defendants made misrepresentations about Oracle's business, including the drivers of Oracle's Cloud revenue.
8. The initial complaint in the Action was filed on August 10, 2018. The Court subsequently appointed Union Asset Management Holding AG as Lead Plaintiff and approved Lead Plaintiff's selection of Bernstein Litowitz Berger & Grossmann LLP as Lead Counsel for the class.
9. On February 17, 2020, Lead Plaintiff filed and served the Amended Consolidated Class Action Complaint for Violation of the Federal Securities Laws (the "Complaint"), asserting claims against all Defendants under Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, against the Individual Defendants under Section 20(a) of the Exchange Act, and against Defendants Kurian, Catz, and Hurd under Section 20A of the Exchange Act. The Complaint alleges that, during the Class Period, Defendants made materially false and misleading statements about the drivers of Oracle's Cloud revenue. The Complaint further alleges that the price of Oracle common stock was artificially inflated as a result of Defendants' allegedly false and misleading statements, and declined when the truth was revealed.

10. On March 22, 2021, after full briefing and oral argument on the motion, the Court entered an Order granting in part and denying in part Defendants' motion to dismiss.

11. Discovery in the Action commenced in April 2021. Defendants and third parties produced a total of over 330,000 pages of documents to Lead Plaintiff, and Lead Plaintiff produced nearly 200,000 pages of documents to Defendants in response to their requests. A deposition of Lead Plaintiff's expert witness was taken in connection with the motion for class certification.

12. On May 9, 2022, the Court certified the Class and appointed Lead Plaintiff as Class Representative and Bernstein Litowitz Berger & Grossmann LLP as Class Counsel.

13. The Parties exchanged detailed mediation statements and engaged in a private mediation session before JAMS Mediator Jed Melnick. After continued discussions with the Parties, Mr. Melnick issued a mediator's recommendation on May 26, 2022, which the Parties accepted the following day. Those negotiations culminated in a Term Sheet dated June 2, 2022.

14. On June 23, 2022, the Parties entered into a Stipulation and Agreement of Settlement (the "Stipulation"), which sets forth the terms and conditions of the Settlement. The Stipulation can be viewed at www.OracleSecuritiesLitigation.com.

15. On September 15, 2022, the Court preliminarily approved the Settlement, authorized this Notice to be disseminated to potential Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval of the Settlement.

WHY IS THIS A CLASS ACTION?

16. In a class action, one or more persons or entities (in this case, Lead Plaintiff) sue on behalf of people and entities that have similar claims. Together, these people and entities are a class, and each is a class member. Bringing a case, such as this one, as a class action allows the Court to resolve many similar claims of persons and entities that might be economically too small to bring as individual actions. One court resolves the issues for all class members at the same time, except for those who exclude themselves, or "opt out," from the class.

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

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

all persons and entities who purchased or otherwise acquired the common stock of Oracle during the period from May 10, 2017 through June 20, 2018, inclusive (the "Class Period"), and who were damaged thereby.

Excluded from the Class are: (i) Defendants; (ii) Immediate Family Members of the Individual Defendants;³ (iii) any person who was an Officer or director of Oracle during the Class Period; (iv) any firm or entity in which any Defendant has or had a controlling interest; (v) parents or subsidiaries of Oracle; and (vi) the legal representatives, agents, heirs, beneficiaries, successors-in-interest, or assigns of any excluded person or entity, in their respective capacity as such.

Also excluded from the 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 Class? How Do I Exclude Myself," on page 8 below.

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

³ "Immediate Family Members" means children, stepchildren, parents, stepparents, spouses, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, and sisters-in-law. As used in this definition, "spouse" shall mean a husband, a wife, or a partner in a state-recognized domestic relationship or civil union.

If you are a 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 (if mailed), or online, no later than February 3, 2023.

WHAT ARE LEAD PLAINTIFF'S REASONS FOR THE SETTLEMENT?

18. Lead Plaintiff 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 Defendants through trial and appeals, as well as the substantial risks they would face in establishing liability and damages. To defeat summary judgment and prevail at trial, Lead Plaintiff would have been required to prove not only that Defendants' statements were false, but that the Individual Defendants knew that their statements were false when made or were deliberately reckless in making the statements, and that the disclosures concerning Defendants' false and misleading statements caused declines in the price of Oracle's stock. In addition, Lead Plaintiff would have had to establish the amount of class-wide damages.

19. Defendants would have had substantial arguments to make concerning each of these issues. For example, after initially dismissing Lead Plaintiff's allegations entirely, the Court sustained a portion of Lead Plaintiff's Amended Complaint on a "narrow" omissions theory. Lead Plaintiff would face substantial challenges in proving that Defendants' statements about the drivers of Oracle's Cloud revenue were false when made due to omissions related to Oracle's Cloud sales practices. Defendants would argue that Oracle's revenue was accurately reported at all times, and that Oracle's revenue guidance was also accurate at all times. They would also argue that, to the extent the alleged improper sales practices occurred at all, they constituted a small, immaterial fraction of Oracle's Cloud revenue, and were not a material driver of Oracle's Cloud sales growth or deceleration. Defendants would also argue that to the extent Lead Plaintiff's allegations involve discounts to Cloud customers, such discounts were proper and do not constitute securities fraud. Defendants would also argue that, even if any of their statements were false or misleading, they did not have an intent to mislead investors and believed their statements to be true. Indeed, Defendants argued vigorously that they had no motive to commit fraud and that the Individual Defendants did not benefit from the alleged fraud, including by pointing to the significant amounts of stock buybacks Oracle initiated during the Class Period. Finally, Defendants would argue that Lead Plaintiff could not establish loss causation because certain of the disclosures were not corrective of the previously alleged misstatements. Defendants would contend that the alleged disclosures do not correct earlier-reported Cloud revenue or growth rates, and that the vast majority of alleged corrective disclosures do not reference allegedly improper sales practices at all.

20. Further, in order to obtain a recovery for the Class, Lead Plaintiff would have to prevail at several stages, including summary judgment and trial—and, even if they prevailed on those, on the appeals that were likely to follow. Thus, there were significant risks attendant to the continued prosecution of the Action, and there was no guarantee that further litigation would have resulted in a higher recovery, or any recovery at all.

21. In light of these risks, the amount of the Settlement, and the immediacy of recovery to the Class, Lead Plaintiff and Lead Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Class. Lead Plaintiff and Lead Counsel believe that the Settlement provides a substantial benefit to the Class, namely \$17,500,000 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 recovery or no recovery after summary judgment, trial, and appeals, possibly years in the future.

22. Defendants have denied all 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 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?

23. If there were no Settlement and Lead Plaintiff failed to establish any essential legal or factual element of its claims against Defendants, neither Lead Plaintiff nor the other members of the 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 Class could recover less than the amount provided in the Settlement, or nothing at all.

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

24. As a Class Member, you are represented by Lead Plaintiff 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?,” on page 9 below.

25. If you are a Class Member and do not wish to remain a Class Member, you may exclude yourself from the Class by following the instructions in the section entitled, “What If I Do Not Want To Be A Member Of The Class? How Do I Exclude Myself?,” on page 8 below.

26. If you are a Class Member and you wish to object to the Settlement, the Plan of Allocation, or Lead Counsel’s application for attorneys’ fees and Litigation Expenses, and if you do not exclude yourself from the 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?,” on page 9 below.

27. If you are a Class Member and you do not exclude yourself from the 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 Plaintiff and each of the other Class Members, on behalf of themselves and their respective spouses, heirs, executors, beneficiaries, administrators, predecessors, successors, and assigns, in their capacities as such, and any Person(s) claiming (now or in the future) through or on behalf of any of them directly or indirectly, regardless of whether such Lead Plaintiff or Class Member ever seeks or obtains by any means (including, without limitation, by submitting a Claim Form to the Claims Administrator) any distribution from the Net Settlement Fund: (a) shall have fully, finally, and forever compromised, settled, released, relinquished, waived, dismissed, and discharged each and all of the Released Plaintiffs’ Claims (as defined in ¶ 28 below), including Unknown Claims (as defined in ¶ 30 below), against each and all of the Defendants’ Releasees (as defined in ¶ 29 below), and shall have covenanted not to sue any of the Defendants’ Releasees with respect to any of the Released Plaintiffs’ Claims (including any Unknown Claims) except to enforce the releases and other terms and conditions of the Settlement; and (b) shall be forever permanently barred, enjoined, and restrained from bringing, commencing, instituting, asserting, maintaining, enforcing, prosecuting, or otherwise pursuing, either directly or in any other capacity, any of the Released Plaintiffs’ Claims (including any Unknown Claims) against any of the Defendants’ Releasees in the Action or in any other action or proceeding, in any state, federal, or foreign court of law or equity, arbitration tribunal, administrative forum, or other forum of any kind.

28. **“Released Plaintiffs’ Claims”** means all claims, rights, liabilities, and causes of action of every nature and description, whether known claims or Unknown Claims, contingent or absolute, mature or not mature, discoverable or undiscoverable, liquidated or unliquidated, accrued or not accrued, including those that are concealed or hidden, regardless of legal or equitable theory and whether arising under federal, state, common, or foreign law, that Lead Plaintiff or any other member(s) of the Class: (i) asserted in the Action, or (ii) could have asserted in any forum that arise out of, are based upon, or relate to, directly or indirectly, in whole or in part, (A) the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Action and that relate to the purchase, sale, acquisition, or retention of Oracle common stock during the Class Period; or (B) Defendants’ and/or their attorneys’ defense or settlement of the Action and/or the claims alleged therein. Released Plaintiffs’ Claims do not include: (i) any claims asserted on behalf of the Company in *In re Oracle Stockholder Derivative Action*, No. 5:19-cv-00764-BLF (N.D. Cal.), or any cases consolidated into the foregoing action; (ii) any claims relating to the enforcement of the Settlement; and (iii) any claims of any person or entity who or which submits a request for exclusion that is accepted by the Court.

29. **“Defendants’ Releasees”** means, collectively, each and all of (i) the Defendants, each Individual Defendant’s Immediate Family Members, any entity in which any Defendant or Individual Defendant’s Immediate Family Members has, or had during the Class Period, a controlling interest (directly or indirectly), and any estate or trust of which any Individual Defendant is a settlor or which is for the benefit of any Individual Defendant and/or his or her Immediate Family Members; and (ii) for each and every Person listed in part (i), their respective past, present, and future heirs, executors, administrators, predecessors, successors, assigns, employees, agents, affiliates, analysts, assignees, attorneys, auditors, co-insurers, commercial bank lenders, consultants, controlling shareholders, directors, divisions, financial advisors, general or limited partners, general or limited partnerships, insurers, investment advisors, investment bankers, investment banks, joint

ventures and joint venturers, managers, managing directors, marital communities, members, officers, parents, personal or legal representatives, principals, reinsurers, shareholders, subsidiaries (foreign or domestic), trustees, underwriters, and other retained professionals, in their respective capacities as such.

30. **“Unknown Claims”** means, collectively, any and all Released Plaintiffs’ Claims that Lead Plaintiff or any other Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, and any Released Defendants’ Claims that any Defendant 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 the Settlement, including the decision to agree to all the various releases set forth in the Stipulation, or that might have affected his, her, or its decision not to object to the Settlement, or not to exclude himself, herself, or itself from the Class. Unknown Claims include, without limitation, those claims in which some or all of the facts composing the claim may be unsuspected or undisclosed, concealed, or hidden. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Lead Plaintiff and Defendants shall expressly waive, and each of the other Class Members 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 that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

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

31. The Judgment will also provide that, upon the Effective Date of the Settlement, Defendants, on behalf of themselves and their respective spouses, heirs, executors, beneficiaries, administrators, predecessors, successors, and assigns, in their capacities as such, and any Person(s) claiming (now or in the future) through or on behalf of any of them directly or indirectly: (a) shall have fully, finally, and forever compromised, settled, released, relinquished, waived, dismissed, and discharged each and all of the Released Defendants’ Claims (as defined in ¶ 32 below) against Lead Plaintiff and each and all of the other Plaintiffs’ Releasees (as defined in ¶ 33 below), and shall have covenanted not to sue any of the Plaintiffs’ Releasees with respect to any of the Released Defendants’ Claims (including any Unknown Claims) except to enforce the releases and other terms and conditions contained in the Settlement; and (b) shall be forever permanently barred, enjoined, and restrained from bringing, commencing, instituting, asserting, maintaining, enforcing, prosecuting, or otherwise pursuing, either directly or in any other capacity, any of the Released Defendants’ Claims (including any Unknown Claims) against any of the Plaintiffs’ Releasees in any action or proceeding, in any state, federal, or foreign court of law or equity, arbitration tribunal, administrative forum, or other forum of any kind. This release shall not apply to any person or entity who or which submits a request for exclusion from the Class that is accepted by the Court.

32. **“Released Defendants’ Claims”** means all claims, rights, liabilities, and causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, common, or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims asserted in the Action against Defendants. Released Defendants’ Claims do not include: (i) any claims relating to the enforcement of the Settlement; or (ii) any claims against any person or entity who or which submits a request for exclusion from the Class that is accepted by the Court.

33. **“Plaintiffs’ Releasees”** means (i) Lead Plaintiff, all other plaintiffs in the Action, and all other Class Members, and their respective Immediate Family Members; and (ii) for each and every Person listed in part (i), their respective past, present, and future heirs, executors, administrators, predecessors, successors, assigns, employees, agents, affiliates, analysts, assignees, attorneys, auditors, co-insurers, commercial bank lenders, consultants, controlling shareholders, directors, divisions, financial advisors, general or limited partners, general or limited partnerships, insurers, investment advisors, investment bankers, investment banks, joint ventures and joint venturers, managers, managing directors, marital communities, members, officers, parents, personal or legal representatives, principals, reinsurers, shareholders, subsidiaries (foreign or domestic), trustees, underwriters, and other retained professionals, in their respective capacities as such.

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

34. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Class and you must timely complete and return the Claim Form with adequate supporting documentation **postmarked (if mailed), or submitted online at www.OracleSecuritiesLitigation.com, no later than February 3, 2023**. 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.OracleSecuritiesLitigation.com, or you may request that a Claim Form be mailed to you by calling the Claims Administrator toll free at (877) 354-3810. Please retain all records of your ownership of and transactions in Oracle common stock, as they may be needed to document your Claim. If you request exclusion from the 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?

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

36. Pursuant to the Settlement, Defendants have agreed to pay or caused to be paid seventeen million five hundred thousand dollars (\$17,500,000) in cash. The Settlement Amount will be deposited into an escrow account. The Settlement Amount plus any interest earned thereon is referred to as the “Settlement Fund.” If the Settlement is approved by the Court and the Effective Date occurs, the “Net Settlement Fund” (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 Class Members and administering the Settlement on behalf of Class Members; (c) any attorneys’ fees and Litigation Expenses awarded by the Court; and (d) any other costs or fees approved by the Court) will be distributed to Class Members who submit valid Claim Forms, in accordance with the proposed Plan of Allocation or such other plan of allocation as the Court may approve.

37. The proceeds of the Settlement will be distributed in accordance with a plan of allocation that is approved by the Court. The amounts to be distributed to individual Class Members will depend on a variety of factors, including: the number of other Class Members who submit valid Claim Forms; the number of shares of Oracle common stock the claimant purchased during the Class Period; the prices and dates of those purchases; and the prices and dates of any sales of such stock.

38. The proposed Plan of Allocation, which is subject to Court approval, appears on pages 12-16 of this Notice. Please review the Plan of Allocation carefully.

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

39. Lead Counsel has not received any payment for its services in pursuing claims against the Defendants on behalf of the 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 the amount of 20% of the Settlement Fund. At the same time, Lead Counsel also intends to apply for payment of Litigation Expenses in an amount not to exceed \$900,000, which may include an application for the reasonable costs and expenses incurred by Lead Plaintiff directly related to its representation of the Class. The Court will determine the amount of any award of attorneys’ fees or Litigation Expenses. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

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

40. Each 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 Class, addressed to *In*

re Oracle Corporation Securities Litigation, EXCLUSIONS, c/o A.B. Data, Ltd., P.O. Box 173001, Milwaukee, WI 53217. The exclusion request must be **received no later than December 22, 2022**. You will not be able to exclude yourself from the Class after that date. Each Request for Exclusion must (a) state the name of the person or entity requesting exclusion, along with his, her, or its address and phone number; (b) state that such person or entity wishes to be excluded from the Class in *In re Oracle Corporation Securities Litigation*; (c) state the number of shares of Oracle common stock that the person or entity requesting exclusion (i) owned as of the opening of trading on May 10, 2017, and (ii) purchased/acquired and/or sold from May 10, 2017 through June 20, 2018, inclusive, as well as the dates, number of shares, 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.

41. If you do not want to be part of the 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.

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

43. Oracle has the right to terminate the Settlement if valid requests for exclusion are received from persons and entities entitled to be members of the Class in an amount that exceeds an amount agreed to by Lead Plaintiff and Oracle.

**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?**

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

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

46. The Settlement Hearing will be held on January 12, 2023, at 9:00 a.m. Pacific Time, before the Honorable Beth Labson Freeman of the United States District Court for the Northern District of California, either in person in Courtroom 3 – 5th Floor of the Robert F. Peckham Federal Building & United States Courthouse, 280 South 1st Street, San Jose, CA 95113, or by telephone or videoconference (in the discretion of the Court). At the Settlement Hearing, the Court will: (a) determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class, and should be finally approved by the Court; (b) determine whether a Judgment substantially in the form attached as Exhibit B to the Stipulation should be entered dismissing the Action with prejudice against Defendants; (c) determine whether the proposed Plan of Allocation for the proceeds of the Settlement is fair and reasonable and should be approved; (d) determine whether the motion by Lead Counsel for attorneys' fees and Litigation Expenses should be approved; and (e) consider any other matters that may properly be brought before the Court in connection with the Settlement. The Court reserves the right to approve the Settlement, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses, and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the members of the Class.

47. Any 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 Litigation Expenses. You can ask the Court to Questions? Visit www.OracleSecuritiesLitigation.com or call toll-free (877) 354-3810

deny approval of the Settlement by filing an objection. You can't ask the Court to order a different settlement; the Court can only approve or reject the Settlement. If the Court denies approval, no settlement payments will be sent out, and the lawsuit will continue. If that is what you want to happen, you must object. You may also appear at the Settlement Hearing, either in person or through your own attorney. If you appear through your own attorney, you are responsible for hiring and paying that attorney.

48. Any objection to the proposed Settlement must be in writing. You may object to the proposed Settlement, the Plan of Allocation, or the requested fees and expenses in writing by providing your full name, address, phone number, and signature; the basis for your belief that you are a member of the Class; and the basis of your objection and whether the objection applies only to you, to a specific subset of the Class, or to the entire Class. All written objections and supporting papers must: (a) clearly identify the case name and number (*In re Oracle Corporation Securities Litigation*, Case No. 18-cv-04844-BLF); (b) be submitted to the Court either by mailing them to the Clerk of the Court for the United States District Court for the Northern District of California, Robert F. Peckham Federal Building & United States Courthouse, 280 South 1st Street, Room 2112, San Jose, CA 95113, or by filing them in person at any location of the United States District Court for the Northern District of California; and (c) be filed or postmarked **on or before December 22, 2022**.

49. You may not object to the Settlement, the Plan of Allocation, or Lead Counsel's motion for attorneys' fees and Litigation Expenses if you exclude yourself from the Class or if you are not a member of the Class.

50. 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 file a written objection in accordance with the procedures described above, unless the Court orders otherwise.

51. 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 Litigation Expenses, and if you timely submit a written objection as described above, you must also notify the Court of your wish to be heard orally, by filing such a notice by **December 22, 2022**. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of intent to appear 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.

52. 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 by **December 22, 2022**.

53. The Settlement Hearing may be adjourned by the Court without further written notice to the Class. If you plan to attend the Settlement Hearing, you should confirm the date and time with Lead Counsel, by checking the settlement website at www.OracleSecuritiesLitigation.com, or by accessing the court file, as described below.

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

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

55. If you purchased or acquired Oracle common stock from May 10, 2017 through June 20, 2018, 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 *In re Oracle Corporation Securities Litigation*, c/o A.B. Data, Ltd., Attn: Fulfillment Dept., P.O. Box 173127, Milwaukee, WI 53217. 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.OracleSecuritiesLitigation.com, or by calling the Claims Administrator toll-free at (877) 354-3810.

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

56. 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 reviewed by accessing the Court docket in this case through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Northern District of California, Robert F. Peckham Federal Building & United States Courthouse, 280 South 1st Street, Room 2112, San Jose, CA 95113, between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays. 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.OracleSecuritiesLitigation.com.

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

*In re Oracle Corporation
Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173035
Milwaukee, WI 53217*

and/or

John Rizio-Hamilton, Esq.
Bernstein Litowitz Berger
& Grossmann LLP
1251 Avenue of the Americas
New York, NY 10020

(877) 354-3810
info@OracleSecuritiesLitigation.com

(800) 380-8496
settlements@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: October 6, 2022

By Order of the Court
United States District Court
Northern District of California

PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND

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

58. In developing the Plan of Allocation, Lead Plaintiff's damages expert calculated the estimated amount of artificial inflation in the per-share closing price of Oracle common stock which allegedly was proximately caused by Defendants' alleged materially false and misleading statements and omissions.

59. In calculating the estimated artificial inflation allegedly caused by Defendants' alleged misrepresentations and omissions, Lead Plaintiff's damages expert considered price changes in Oracle common stock in reaction to certain public announcements allegedly revealing the truth concerning Defendants' alleged misrepresentations and omissions, adjusting for price changes that were attributable to market or industry forces. The estimated artificial inflation in Oracle common stock is stated in Table A at the end of this Notice.

60. In order to have recoverable damages, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of Oracle common stock. In this case, Lead Plaintiff alleges that Defendants made false statements and omitted material facts during the Class Period, which had the effect of artificially inflating the price of Oracle common stock. Lead Plaintiff further alleges that corrective information was released to the market on: December 14, 2017 (after the close of trading), March 19, 2018 (after the close of trading), June 14, 2018 (before the opening of trading), and June 19, 2018 (after the close of trading), which partially removed the artificial inflation from the prices of Oracle common stock on: December 15, 2017, March 20, 2018, June 14, 2018, and June 20, 2018.

61. Recognized Loss Amounts are based primarily on the difference in the amount of alleged artificial inflation in the respective prices of Oracle common stock at the time of purchase or acquisition and at the time of sale, or the difference between the actual purchase price and sale price. Accordingly, in order to have a Recognized Loss Amount under the Plan of Allocation, a Class Member must have held shares purchased or acquired during the Class Period over at least one of the days when corrective information was released to the market and partially removed the artificial inflation from the price of Oracle common stock.

62. 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.

63. 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.

64. Approval of the Settlement is independent from approval of a plan of allocation. Any determination with respect to a plan of allocation will not affect the Settlement, if approved.

65. Unless the Court otherwise orders, any Class Member who fails to submit a Claim Form postmarked (if mailed), or online, on or before February 3, 2023, shall be fully and forever barred from receiving payments pursuant to the Settlement but will in all other respects remain a Class Member and be subject to the provisions of the Stipulation, including the terms of any Judgment entered and the releases given. This means that each Class Member releases the Released Plaintiffs' Claims (as defined in ¶ 28 above) against the Defendants' Releasees (as defined in ¶ 29 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 Class Member submits a Claim Form.

66. Participants in and beneficiaries of an Oracle employee benefit plan covered by the Employee Retirement Income Security Act of 1974 ("Oracle ERISA Plan") should NOT include any information relating to their transactions in Oracle common stock held through the Oracle ERISA Plan in any Claim Form that they may submit in this Action. They should

include ONLY shares they purchased outside of the Plan. Claims based on any Oracle ERISA Plan's purchases of Oracle common stock during the Class Period may be made by the plan's trustees.

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

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

69. Only Class Members or persons authorized to submit a claim on their behalf will be eligible to share in the distribution of the Net Settlement Fund. Persons and entities that are excluded from the Class by definition or that exclude themselves from the Class pursuant to request will not be eligible to receive a distribution from the Net Settlement Fund and should not submit Claim Forms.

CALCULATION OF RECOGNIZED LOSS AMOUNTS

70. Based on the formula stated below, a "Recognized Loss Amount" will be calculated for each purchase or acquisition of Oracle common stock that is listed on the Claim Form and for which adequate documentation is provided. If a Recognized Loss Amount calculates to a negative number or zero under the formula below, that number will be zero.

71. For each share of Oracle common stock purchased or otherwise acquired during the period from May 10, 2017 through and including the close of trading on June 20, 2018, and:

- A. Sold before the close of trading on December 14, 2017, the Recognized Loss Amount will be \$0.00;
- B. Sold from December 15, 2017 through and including June 19, 2018, the Recognized Loss Amount will be ***the lesser of:*** (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table A *minus* the amount of artificial inflation per share on the date of sale as stated in Table A; or (ii) the purchase/acquisition price (excluding all fees, taxes, and commissions) *minus* the sale price (excluding all fees, taxes, and commissions);
- C. Sold from June 20, 2018 through the close of trading on September 17, 2018, the Recognized Loss Amount will be ***the least of:*** (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table A; (ii) the purchase/acquisition price (excluding all fees, taxes, and commissions) *minus* the average closing price between June 20, 2018 and the date of sale as stated in Table B below; or (iii) the purchase/acquisition price (excluding all fees, taxes, and commissions) *minus* the sale price (excluding all fees, taxes, and commissions); or
- D. Held as of the close of trading on September 17, 2018, the Recognized Loss Amount will be ***the lesser of:*** (i) the amount of artificial inflation per share on the date of purchase/acquisition as stated in Table A; or (ii) the purchase/acquisition price (excluding all fees, taxes, and commissions) *minus* \$47.62.⁴

ADDITIONAL PROVISIONS

72. **Calculation of Claimant's "Recognized Claim":** A Claimant's "Recognized Claim" will be the sum of his, her, or its Recognized Loss Amounts as calculated above with respect to Oracle common stock.

73. **LIFO Matching:** If a Class Member made more than one purchase/acquisition or sale of Oracle common stock during the period from May 10, 2017 through and including September 17, 2018, all purchases/acquisitions and sales will be matched on a Last In, First Out ("LIFO") basis. Under the LIFO method, sales of Oracle common stock will be matched

⁴ Pursuant to Section 21D(e)(1) of the Exchange Act, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the Exchange Act, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Oracle common stock during the "90-day look-back period," June 20, 2018 through and including September 17, 2018. The mean (average) closing price for Oracle common stock during this 90-day look-back period was \$47.62.

first against the most recent prior purchases/acquisitions in reverse chronological order, and then against any holdings at the beginning of the Class Period.

74. “Purchase/Sale” Dates: Purchases or acquisitions and sales of Oracle common stock will 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 Oracle common stock during the Class Period shall not be deemed a purchase, acquisition, or sale of Oracle common stock for the calculation of a Claimant’s Recognized Loss Amount, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition/sale of Oracle common stock unless (i) the donor or decedent purchased or otherwise acquired or sold such Oracle common stock during the Class Period; (ii) the instrument of gift or assignment specifically provides that it is intended to transfer such rights; and (iii) no Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to shares of such shares of Oracle common stock.

75. Short Sales: The date of covering a “short sale” is deemed to be the date of purchase or acquisition of the Oracle common stock. The date of a “short sale” is deemed to be the date of sale of the Oracle common stock. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on “short sales” and the purchases covering “short sales” is zero.

76. In the event that a Claimant has an opening short position in Oracle common stock, the earliest purchases or acquisitions of Oracle common stock during the Class Period will be matched against such opening short position, and not be entitled to a recovery, until that short position is fully covered.

77. Common Stock Purchased/Sold Through the Exercise of Options: Option contracts are not securities eligible to participate in the Settlement. With respect to Oracle common stock purchased or sold through the exercise of an option, the purchase/sale date of the security is the exercise date of the option and the purchase/sale price is the exercise price of the option.

78. Market Gains and Losses: The Claims Administrator will determine if the Claimant had a “Market Gain” or a “Market Loss” with respect to his, her, or its overall transactions in Oracle common stock during the period from May 10, 2017 through and including June 19, 2018. For purposes of making this calculation, the Claims Administrator shall determine the difference between (i) the Claimant’s Total Purchase Amount⁵ and (ii) the sum of the Claimant’s Total Sales Proceeds⁶ and the Claimant’s Holding Value.⁷ If the Claimant’s Total Purchase Amount *minus* the sum of the Claimant’s Total Sales Proceeds and the Holding Value is a positive number, that number will be the Claimant’s Market Loss; if the number is a negative number or zero, that number will be the Claimant’s Market Gain.

79. If a Claimant had a Market Gain with respect to his, her, or its overall transactions in Oracle common stock during the period from May 10, 2017 through and including June 19, 2018, the value of the Claimant’s Recognized Claim will be zero, and the Claimant will in any event be bound by the Settlement. If a Claimant suffered an overall Market Loss with respect to his, her, or its overall transactions in Oracle common stock during the period from May 10, 2017 through and including June 19, 2018 but that Market Loss was less than the Claimant’s Recognized Claim, then the Claimant’s Recognized Claim will be limited to the amount of the Market Loss.

80. Determination of Distribution Amount: If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share will be the Authorized Claimant’s Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

⁵ The “Total Purchase Amount” is the total amount the Claimant paid (excluding all fees, taxes, and commissions) for all shares of Oracle common stock purchased or acquired during the period from May 10, 2017 through and including June 19, 2018.

⁶ The “Total Sales Proceeds” is the total amount received (excluding all fees, taxes, and commissions) for sales of shares of Oracle common stock that were both purchased and sold by the Claimant during the period from May 10, 2017 through and including June 19, 2018. The LIFO method as described in ¶ 73 above will be applied for matching sales to prior purchases/acquisitions.

⁷ The Claims Administrator shall ascribe a “Holding Value” of \$42.82 to each share of Oracle common stock purchased or acquired during the Class Period that was still held as of the close of trading on June 19, 2018.

81. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund will be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

82. If an Authorized Claimant's Distribution Amount calculates to less than \$10.00, no distribution will be made to that Authorized Claimant.

83. After the initial distribution of the Net Settlement Fund, the Claims Administrator will make reasonable and diligent efforts to have Authorized Claimants cash their distribution checks. To the extent any monies remain in the Net Settlement Fund after the initial distribution, if Lead Counsel, in consultation with the Claims Administrator, determines that it is cost-effective to do so, the Claims Administrator, no less than seven (7) months after the initial distribution, will conduct another distribution of the funds remaining after payment of any unpaid fees and expenses incurred in administering the Settlement, including for such distribution, to Authorized Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such distribution. Additional distributions to Authorized Claimants who have cashed their prior checks and who would receive at least \$10.00 on such additional distributions may occur thereafter if Lead Counsel, in consultation with the Claims Administrator, determines that additional distributions, after the deduction of any additional fees and expenses incurred in administering the Settlement, including for such distributions, would be cost-effective. At such time as it is determined that further distribution of funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance will be contributed to the Investor Protection Trust.

84. Payment pursuant to the Plan of Allocation, or such other plan of allocation as may be approved by the Court, will be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiff, Lead Counsel, Lead Plaintiff's damages or consulting experts, Defendants, Defendants' Counsel, or any of the other Plaintiffs' Releasees or Defendants' 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 Plaintiff, 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 or the Net Settlement Fund; the plan of allocation; the determination, administration, calculation, or payment of any Claim or nonperformance of the Claims Administrator; the payment or withholding of Taxes; or any losses incurred in connection therewith.

85. The Plan of Allocation stated herein is the plan that is being proposed to the Court for its approval by Lead Plaintiff after consultation with its damages expert. The Court may approve this plan as proposed or it may modify the Plan of Allocation without further notice to the Class. Any Orders regarding any modification of the Plan of Allocation will be posted on the case website, www.OracleSecuritiesLitigation.com.

TABLE A

**Estimated Artificial Inflation in Oracle Common Stock
from May 10, 2017 through and including June 20, 2018**

Date Range	Artificial Inflation Per Share
May 10, 2017 – December 14, 2017	\$13.20
December 15, 2017 – March 19, 2018	\$10.96
March 20, 2018 – June 13, 2018	\$5.96
June 14, 2018 – June 19, 2018	\$3.47
June 20, 2018 and later	\$0.00

TABLE B

90-Day Look-Back Table for Oracle Common Stock
(Closing Price and Average Closing Price: June 20, 2018 – September 17, 2018)

Date	Closing Price	Average Closing Price Between June 20, 2018, and Date Shown		Date	Closing Price	Average Closing Price Between June 20, 2018, and Date Shown
6/20/2018	\$42.82	\$42.82		8/3/2018	\$48.47	\$46.72
6/21/2018	\$43.10	\$42.96		8/6/2018	\$48.67	\$46.78
6/22/2018	\$44.10	\$43.34		8/7/2018	\$48.48	\$46.83
6/25/2018	\$44.28	\$43.58		8/8/2018	\$48.39	\$46.88
6/26/2018	\$44.41	\$43.74		8/9/2018	\$48.54	\$46.92
6/27/2018	\$43.45	\$43.69		8/10/2018	\$48.32	\$46.96
6/28/2018	\$43.84	\$43.71		8/13/2018	\$48.01	\$46.99
6/29/2018	\$44.06	\$43.76		8/14/2018	\$48.23	\$47.02
7/2/2018	\$44.95	\$43.89		8/15/2018	\$47.84	\$47.04
7/3/2018	\$44.72	\$43.97		8/16/2018	\$48.10	\$47.07
7/5/2018	\$45.41	\$44.10		8/17/2018	\$48.36	\$47.10
7/6/2018	\$46.00	\$44.26		8/20/2018	\$48.42	\$47.13
7/9/2018	\$46.73	\$44.45		8/21/2018	\$48.41	\$47.16
7/10/2018	\$46.99	\$44.63		8/22/2018	\$48.80	\$47.19
7/11/2018	\$47.64	\$44.83		8/23/2018	\$48.96	\$47.23
7/12/2018	\$48.15	\$45.04		8/24/2018	\$49.26	\$47.28
7/13/2018	\$48.63	\$45.25		8/27/2018	\$49.33	\$47.32
7/16/2018	\$48.46	\$45.43		8/28/2018	\$48.64	\$47.35
7/17/2018	\$48.90	\$45.61		8/29/2018	\$48.89	\$47.38
7/18/2018	\$48.64	\$45.76		8/30/2018	\$48.38	\$47.40
7/19/2018	\$48.44	\$45.89		8/31/2018	\$48.58	\$47.42
7/20/2018	\$48.52	\$46.01		9/4/2018	\$48.58	\$47.44
7/23/2018	\$48.67	\$46.13		9/5/2018	\$48.04	\$47.45
7/24/2018	\$48.67	\$46.23		9/6/2018	\$47.71	\$47.46
7/25/2018	\$48.95	\$46.34		9/7/2018	\$47.81	\$47.46
7/26/2018	\$48.47	\$46.44		9/10/2018	\$48.86	\$47.49
7/27/2018	\$48.63	\$46.52		9/11/2018	\$48.92	\$47.51
7/30/2018	\$47.73	\$46.56		9/12/2018	\$49.34	\$47.54
7/31/2018	\$47.68	\$46.60		9/13/2018	\$48.96	\$47.57
8/1/2018	\$47.35	\$46.63		9/14/2018	\$49.25	\$47.59
8/2/2018	\$47.90	\$46.67		9/17/2018	\$49.18	\$47.62

In re Oracle Corporation Securities Litigation
Toll-Free Number: (877) 354-3810
Email: info@OracleSecuritiesLitigation.com
Website: www.OracleSecuritiesLitigation.com

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 first-class mail to the address below, or submit it online at www.OracleSecuritiesLitigation.com, with supporting documentation, *postmarked (or received) no later than February 3, 2023*.

Mail to:

Oracle Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173035
Milwaukee, WI 53217

Failure to submit your Claim Form by the date specified will subject your claim to rejection and may preclude you from being eligible to receive any money in connection with the Settlement.

Do not mail or deliver your Claim Form to the Court, the Parties to the Action, or their counsel. Submit your Claim Form only to the Claims Administrator at the address set forth above.

<u>TABLE OF CONTENTS</u>	<u>PAGE #</u>
PART I – CLAIMANT INFORMATION	2
PART II – GENERAL INSTRUCTIONS	3
PART III – SCHEDULE OF TRANSACTIONS IN ORACLE COMMON STOCK (NYSE: ORCL, CUSIP: 68389X105)	5
PART IV – RELEASE OF CLAIMS AND SIGNATURE	6

PART II – GENERAL INSTRUCTIONS

1. It is important that you completely read the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for Attorneys’ Fees and 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 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. By submitting this Claim Form, you will be making a request to share in the proceeds of the Settlement described in the Notice. If you are not a Class Member (see the definition of the Class on page 4 of the Notice), or if you, or someone acting on your behalf, submitted a request for exclusion from the Class, do not submit a Claim Form. **You may not, directly or indirectly, participate in the Settlement if you are not a Class Member.** Thus, if you are excluded from the Class, any Claim Form that you submit, or that may be submitted on your behalf, will not be accepted.

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 or by such other plan of allocation as the Court approves.**

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

5. **Please note:** Only purchases or acquisitions of Oracle common stock from May 10, 2017 through June 19, 2018 are eligible under the Settlement and the proposed Plan of Allocation set forth in the Notice. However, under the “90-day look-back period” (described in the Plan of Allocation), sales of Oracle common stock during the period from June 20, 2018 through the close of trading on September 17, 2018 will be used for purposes of calculating Recognized Loss Amounts under the Plan of Allocation. Therefore, in order for the Claims Administrator to be able to balance your claim, the requested purchase information during this period must also be provided.

6. You are required to submit genuine and sufficient documentation for all of your transactions in and holdings of Oracle common stock set forth in the Schedule of Transactions in Part III. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your broker containing the transactional and holding information found in a broker confirmation slip or account statement. The Parties and the Claims Administrator do not independently have information about your investments in Oracle common stock. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OF THE DOCUMENTS OR EQUIVALENT DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS.

7. **Please keep a copy of all documents that you send to the Claims Administrator. Also, do not highlight any portion of the Claim Form or any supporting documents.**

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

9. **One Claim should be submitted for each separate legal entity or separately managed account.** Separate Claim Forms should be submitted for each separate legal entity (e.g., an individual should not combine his or her IRA transactions with transactions made solely in the individual’s name). Generally, a single Claim Form should be submitted on behalf of one legal entity including all holdings and transactions made by that entity on one Claim Form.

However, if a single person or legal entity had multiple accounts that were separately managed, separate Claims may be submitted for each such account. The Claims Administrator reserves the right to request information on all the holdings and transactions in Oracle common stock made on behalf of a single beneficial owner.

10. 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 Oracle 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.)

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

- (a) own(ed) the Oracle common stock you have listed in the Claim Form; or
- (b) are expressly authorized to act on behalf of the owner thereof.

12. 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.

13. Payments to eligible Authorized Claimants will be made only if the Court approves the Settlement, after any appeals are resolved, and after the completion of all claims processing.

14. **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.

15. 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, A.B. Data, Ltd., at the above address, by email at info@OracleSecuritiesLitigation.com, or by toll-free phone at (877) 354-3810, or you can visit the website, www.OracleSecuritiesLitigation.com, where copies of the Claim Form and Notice are available for downloading.

16. **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.OracleSecuritiesLitigation.com or you may email the Claims Administrator's electronic filing department at info@OracleSecuritiesLitigation.com. **Any file not in accordance with the required electronic filing format will be subject to rejection.** The **complete** name of the beneficial owner of the securities must be entered where called for (*see* ¶ 8 above). No electronic files will be considered to have been submitted unless the Claims Administrator issues an email confirming receipt of your submission. **Do not assume that your file has been received until you receive that email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at info@OracleSecuritiesLitigation.com to inquire about your file and confirm it was received.**

IMPORTANT: PLEASE NOTE

YOUR CLAIM IS NOT DEEMED FILED UNTIL YOU RECEIVE AN ACKNOWLEDGEMENT POSTCARD. THE CLAIMS ADMINISTRATOR WILL ACKNOWLEDGE RECEIPT OF YOUR CLAIM FORM BY MAIL, WITHIN 60 DAYS. IF YOU DO NOT RECEIVE AN ACKNOWLEDGEMENT POSTCARD WITHIN 60 DAYS, CALL THE CLAIMS ADMINISTRATOR TOLL FREE AT (877) 354-3810.

PART III – SCHEDULE OF TRANSACTIONS IN ORACLE COMMON STOCK

The only eligible security is the common stock of Oracle Corporation (“Oracle”) (Ticker: NYSE: ORCL, CUSIP: 68389X105). Do not include information regarding securities other than Oracle common stock. Please include proper documentation with your Claim Form as described in detail in Part II – General Instructions, ¶ 6, above.

1. HOLDINGS AS OF MAY 10, 2017 – State the total number of shares of Oracle common stock held as of the opening of trading on May 10, 2017. (Must be documented.) If none, write “zero” or “0.” _____				Confirm Proof of Position Enclosed <input type="radio"/>
2. PURCHASES/ACQUISITIONS FROM MAY 10, 2017 THROUGH SEPTEMBER 17, 2018 – Separately list each and every purchase or acquisition (including free receipts) of Oracle common stock from after the opening of trading on May 10, 2017 through the close of trading on September 17, 2018 ¹ . (Must be documented.)				
Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding any taxes, commissions, and fees)	Confirm Proof of Purchase Enclosed
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
3. SALES FROM MAY 10, 2017 THROUGH SEPTEMBER 17, 2018 – Separately list each and every sale or disposition (including free deliveries) of Oracle common stock from after the opening of trading on May 10, 2017 through the close of trading on September 17, 2018. (Must be documented.)				IF NONE, CHECK HERE <input type="radio"/>
Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (not deducting any taxes, commissions, and fees)	Confirm Proof of Sale Enclosed
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
4. HOLDINGS AS OF SEPTEMBER 17, 2018 – State the total number of shares of Oracle common stock held as of the close of trading on September 17, 2018. (Must be documented.) If none, write “zero” or “0.” _____				Confirm Proof of Position Enclosed <input type="radio"/>
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. <input type="checkbox"/>				

¹ **Please note:** Information requested with respect to your purchases and acquisitions of Oracle common stock from June 20, 2018 through the close of trading on September 17, 2018 is needed in order to calculate your claim; purchases and acquisitions during this period, however, are not eligible under the Settlement. Only purchases or acquisitions of Oracle common stock from May 10, 2017 through June 19, 2018 are eligible under the Settlement and the proposed Plan of Allocation set forth in the Notice.

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) respective spouses, heirs, executors, beneficiaries, administrators, predecessors, successors, and assigns, in their capacities as such, and any Person(s) claiming (now or in the future) through or on behalf of any of them directly or indirectly, regardless of whether such Lead Plaintiff or Class Member ever seeks or obtains by any means (including, without limitation, by submitting a Claim Form to the Claims Administrator) any distribution from the Net Settlement Fund, that such Person(s): (a) shall have fully, finally, and forever compromised, settled, released, relinquished, waived, dismissed, and discharged each and all of the Released Plaintiffs' Claims (including Unknown Claims) against each and all of the Defendants' Releasees, and shall have covenanted not to sue any of the Defendants' Releasees with respect to any of the Released Plaintiffs' Claims (including any Unknown Claims) except to enforce the releases and other terms and conditions contained in the Stipulation or the Judgment or Alternate Judgment entered pursuant thereto; and (b) shall be forever permanently barred, enjoined, and restrained from bringing, commencing, instituting, asserting, maintaining, enforcing, prosecuting, or otherwise pursuing, either directly or in any other capacity, any of the Released Plaintiffs' Claims (including any Unknown Claims) against any of the Defendants' Releasees in the Action or in any other action or proceeding, in any state, federal, or foreign court of law or equity, arbitration tribunal, administrative forum, or other forum of any kind.

CERTIFICATION

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

1. that I (we) have read and understand the contents of the Notice and this Claim Form, including the releases provided for in the Settlement and the terms of the Plan of Allocation;
2. that the claimant(s) is a (are) Class Member(s), as defined in the Notice, and is (are) not excluded by definition from the Class as set forth in the Notice;
3. that the claimant(s) did **not** submit a request for exclusion from the Class;
4. that I (we) own(ed) the Oracle common stock identified in the Claim Form and have not assigned the claim against any of the Defendants or any of the other Released Defendant Persons 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 of Oracle 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 determination by the Court of the validity or amount of this Claim, and waive(s) any right of appeal or review with respect to such determination;
9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Action; and

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

UNDER THE 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 claimant name here

Signature of joint claimant, if any

Date

Print joint claimant name here

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

Signature of person signing on behalf of claimant

Date

Print name of person signing on behalf of claimant here

Capacity of person signing on behalf of claimant, if other than an individual, e.g., executor, president, trustee, custodian, etc. (Must provide evidence of authority to act on behalf of claimant – see ¶ 10 on page 4 of this Claim Form.)

REMINDER CHECKLIST

1. Sign the above release and certification. If this Claim Form is being made on behalf of joint claimants, then both must sign.
2. Attach only ***copies*** of acceptable supporting documentation as these documents will not be returned to you.
3. Do not highlight any portion of the Claim Form or any supporting documents.
4. Keep copies of the completed Claim Form and documentation for your own records.
5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. 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 (877) 354-3810.**
6. If your address changes in the future, or if this Claim Form was sent to an old or incorrect address, you must send the Claims Administrator written notification of your new address. If you change your name, inform the Claims Administrator.
7. If you have any questions or concerns regarding your claim, contact the Claims Administrator at the address below, by email at info@OracleSecuritiesLitigation.com, or by toll-free phone at (877) 354-3810, or you may visit www.OracleSecuritiesLitigation.com. DO NOT call Oracle or its counsel with questions regarding your claim.

THIS CLAIM FORM MUST BE MAILED TO THE CLAIMS ADMINISTRATOR BY FIRST-CLASS MAIL OR SUBMITTED ONLINE AT WWW.ORACLESECURITIESLITIGATION.COM, **POSTMARKED (OR RECEIVED) NO LATER THAN FEBRUARY 3, 2023**. IF MAILED, THE CLAIM FORM SHOULD BE ADDRESSED AS FOLLOWS:

In re Oracle Corporation Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173035
Milwaukee, WI 53217

A Claim Form received by the Claims Administrator shall be deemed to have been submitted when posted, if a postmark date on or before February 3, 2023, 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

COMMODITIES

wsj.com/market-data/commodities

Futures Contracts

Metal & Petroleum Futures						
	Contract					
	Open	High	hi lo	Low	Settle	Open interest
Copper-High (CMX) -25,000 lbs.; \$ per lb.						
Oct	3.4500	3.4790		3.4500	3.4555	0.0050 1,295
Dec	3.4125	3.4675		3.3905	3.4155	-0.0080 101,693
Gold (CMX) -100 troy oz.; \$ per troy oz.						
Oct	1650.20	1652.00		1648.80	1657.00	15.30 591
Nov	1646.30	1667.60		1645.20	1658.90	15.20 3,122
Dec	1649.90	1674.30		1649.10	1664.00	15.10 361,986
Feb/23	1663.20	1688.00		1663.20	1677.80	15.00 46,854
April	1680.70	1701.70		1680.70	1692.30	14.90 14,624
June	1695.50	1715.60		1694.80	1706.90	14.90 6,391
Palladium (NYM) -50 troy oz.; \$ per troy oz.						
Oct					1990.10	2.60 1
Dec	1990.00	2040.00		1983.00	1999.90	2.60 6,313
Platinum (NYM) -50 troy oz.; \$ per troy oz.						
Oct					924.00	18.70 261
Jan/23	896.90	922.50		896.20	913.60	18.70 50,394
Silver (CMX) -5,000 troy oz.; \$ per troy oz.						
Oct	18.625	18.625		18.625	18.674	0.659 163
Dec	18.160	18.890		18.155	18.719	0.648 110,964
Crude Oil, Light Sweet (NYM) -1,000 bbls.; \$ per bbl.						
Nov	85.59	87.12		84.61	85.46	-0.15 79,687
Dec	84.63	86.18		83.70	84.53	-0.12 282,099

	Open	High	hilo	Low	Settle	Chg	Open interest
Jan/23	83.51	85.10		82.77	83.51	-0.04	128,832
March	80.96	82.68		80.63	81.14	0.06	91,010
June	78.11	79.83		77.95	78.35	0.16	121,831
Dec	74.15	75.93		74.15	74.62	0.31	159,735
NY Harbor ULSD (NYM) -42,000 gal.; \$ per gal.							
Nov	3.9981	4.1188		3.9833	4.0852	1.050	46,708
Dec	3.6134	3.7074		3.6031	3.6873	0.0847	56,316
Gasoline-NY RBOB (NYM) -42,000 gal.; \$ per gal.							
Nov	2.6361	2.6690		2.5762	2.5931	-0.0378	65,009
Dec	2.4495	2.4950		2.4192	2.4344	-0.0196	71,780
Natural Gas (NYM) -10,000 MMBtu.; \$ per MMBtu.							
Nov	6.263	6.314		5.912	5.999	-0.454	82,074
Dec	6.680	6.737		6.382	6.479	-0.348	81,644
Jan/23	6.894	6.959		6.635	6.714	-0.329	121,086
March	5.990	6.062		5.770	5.913	-0.231	88,808
April	4.955	5.060		4.901	5.014	-0.074	77,454
May	4.898	4.972		4.824	4.948	-0.051	84,052

Agriculture Futures						
Corn (CBT) -5,000 bu.; cents per bu.						
Dec	689.00	692.25		681.25	683.50	-6.25 644,829
March/23	695.50	698.25		687.75	689.75	-6.50 322,919
Oats (CBT) -5,000 bu.; cents per bu.						
Dec	399.75	402.50		386.25	389.00	-8.75 3,130
March/23	401.75	401.75		391.25	392.75	-8.00 737

	Open	High	hilo	Low	Settle	Chg	Open interest
Soybeans (CBT) -5,000 bu.; cents per bu.							
Nov	1381.50	1395.00		1376.25	1385.25	1.50	227,265
Jan/23	1390.50	1402.50		1384.50	1392.75	...	204,208
Soybean Meal (CBT) -100 tons; \$ per ton.							
Dec	411.30	413.10		408.50	411.00	-1.10	151,990
Jan/23	406.80	408.40		403.60	405.80	-1.00	82,949
Soybean Oil (CBT) -60,000 lbs.; cents per lb.							
Dec	65.32	67.16		65.15	66.84	1.58	123,749
Jan/23	63.62	65.21		63.49	64.91	1.24	83,648
Rough Rice (CBT) -2,000 cwt.; \$ per cwt.							
Nov	16.73	16.77		16.66	16.67	-0.06	5,060
Jan/23	17.07	17.10		17.00	17.01	-0.06	2,686
Wheat (CBT) -5,000 bu.; cents per bu.							
Dec	860.00	877.75		855.25	861.00	1.25	136,001
March/23	877.00	894.50		874.25	878.75	1.75	72,497
Wheat (KC) -5,000 bu.; cents per bu.							
Dec	954.00	969.25		948.00	952.00	-0.25	73,156
March/23	952.00	967.50		946.75	950.75	...	42,377
Cattle-Feeeder (CME) -50,000 lbs.; cents per lb.							
Oct	173.875	175.200		173.775	174.750	-0.950	2,589
Jan/23	175.100	177.750		175.025	177.250	2.150	22,193
Cattle-Live (CME) -40,000 lbs.; cents per lb.							
Oct	146.950	147.975		146.950	147.875	-0.925	7,563
Dec	148.150	149.400		148.050	149.200	1.425	113,801
Hogs-Lean (CME) -40,000 lbs.; cents per lb.							
Dec	82.475	85.100		81.400	84.950	2.700	85,700
Feb/23	83.575	86.100		83.025	85.975	2.550	40,116
Lumber (CME) -110,000 bd ft.; \$ per 1,000 bd ft.							
Nov	492.20	520.40		485.50	509.60	15.60	1,691
Jan/23	480.70	508.00		472.10	494.00	14.30	832
Milk (CME) -200,000 lbs.; cents per lb.							
Oct	21.75	21.76		21.73	21.76	-0.01	4,718
Nov	20.29	20.70		20.28	20.56	.15	5,828
Cocoa (ICE-US) -10 metric tons; \$ per ton.							
Dec	2,366	2,395		2,322	2,340	-37	115,628
March/23	2,355	2,385		2,325	2,340	-27	81,196
Coffee (ICE-US) -37,500 lbs.; cents per lb.							
Dec	197.50	199.70		194.05	195.55	-1.15	76,272
March/23	193.00	195.35		190.15	191.35	-1.65	66,982
Sugar-World (ICE-US) -112,000 lbs.; cents per lb.							
March	18.81	18.92		18.67	18.77	-0.07	330,399
May	17.85	17.95		17.76	17.88	-0.01	138,332
Sugar-Domestic (ICE-US) -112,000 lbs.; cents per lb.							
Jan					34.76	...	2,145
March					34.76	...	2,756
Cotton (ICE-US) -50,000 lbs.; cents per lb.							
Dec	83.04	84.68		83.00	83.09	-0.06	107,250
March/23	81.91	83.42		81.86	81.99	...	64,225
Orange Juice (ICE-US) -15,000 lbs.; cents per lb.							
Nov	196.80	200.75		196.80	199.15	3.45	4,975
Jan/23	190.65	194.65		190.30	192.05	2.65	4,993

Interest Rate Futures						
Ultra Treasury Bonds (CBT) - \$100,000; pts 32nds of 100%						
Dec	131-120	133-100		131-010	131-120	-22.0 1,436,628
Treasury Bonds (CBT) - \$100,000; pts 32nds of 100%						
Dec	123-200	124-280		123-040	123-120	-11.0 1,214,732
March/23	123-160	124-230		123-040	123-090	-12.0 333
Treasury Notes (CBT) - \$100,000; pts 32nds of 100%						
Dec	110-225	111-130		110-180	110-225	3.5 3,856,495
March/23	111-015	111-240		111-005	111-025	2.0 1,252
5 Yr. Treasury Notes (CBT) - \$100,000; pts 32nds of 100%						
Dec	106-140	107-000		106-125	106-180	5.0 4,010,514

	Open	High	hilo	Low	Settle	Chg	Open interest
March/23	106-315	107-075		106-200	106-257	5.7	518
2 Yr. Treasury Notes (CBT) - \$200,000; pts 32nds of 100%							
Dec	102-049	102-119		102-041	102-087	3.9	2,055,617
March/23	102-125	102-169		102-095	102-135	4.0	1,940
30 Day Federal Funds (CBT) - \$5,000,000; 100 - daily avg.							
Oct	96.9175	96.9200		96.9175	96.9175	.0000	402,201
Nov	96.1950	96.2050		96.1900	96.2000	.0050	379,079
10 Yr. Del. Int. Rate Swaps (CBT) - \$100,000; pts 32nds of 100%							
Dec	89-215	90-150		89-190	89-215	...	15,815
Three-Month SOFR (CME) - \$1,000,000; 100 - daily avg.							
Sept	96.5125	96.5150		96.5050	96.5125	.0050	626,885
March/23	95.0600	95.1300		95.0600	95.0900	.0200	1,170,049
Eurodollar (CME) - \$1,000,000; pts of 100%							
Oct	95.7750	95.7800		95.7650	95.7734	.0084	129,130
Dec	94.8900	94.9300		94.8750	94.9100	.0150	1,467,708
March/23	94.7500	94.8250		94.7450	94.7900	.0300	971,619
Dec	95.1450	95.2750		95.1350	95.2050	.0600	973,423

Currency Futures						
Japanese Yen (CME)-¥12,500,000; \$ per 100¥						
Oct	.6730	.6737	▼	.6717	.6727	... 429
Dec	.6781	.6785	▼	.6754	.6763	-.0010 261,546
Canadian Dollar (CME)-CAD 100,000; \$ per CAD						
Oct	.7238	.7300		.7225	.7290	.0091 149
Dec	.7204	.7302		.7204	.7292	.0091 138,786
British Pound (CME)-£62,500; \$ per £						
Oct	1.1259	1.1377		1.1218	1.1374	.0200 982
Dec	1.1243	1.1455		1.1224	1.1379	.0192 256,928
Swiss Franc (CME)-CHF 125,000; \$ per CHF						
Dec	1.0014	1.0122		1.0007	1.0108	.0098 44,331
March/23					1.0216	.0099 366
Australian Dollar (CME)-AUD 100,000; \$ per AUD						
Oct	.6243	.6293		.6211	.6290	.0088 142
Dec	.6215	.6323		.6215	.6305	.0092 148,686
Mexican Peso (CME)-MXN 500,000; \$ per MXN						
Oct					.04997	.00021 4
Dec	.04925	.04950		.04924	.04939	.00018 213,107
Euro (CME)-€125,000; \$ per €						
Oct	.9739	.9798		.9721	.9799	.0074 2,219
Dec	.9768	.9899		.9766	.9894	.0124 618,905

EXHIBIT C

Bernstein Litowitz Berger & Grossmann LLP Announces Pendency and Proposed Settlement of Class Action Involving All Persons and Entities Who Purchased or Acquired the Common Stock of Oracle Corporation During the Period from May 10, 2017 through June 20, 2018

NEWS PROVIDED BY

Bernstein Litowitz Berger & Grossmann LLP →

Oct 18, 2022, 13:00 ET

NEW YORK, Oct. 18, 2022 /PRNewswire/ --

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

*In re Oracle Corporation Securities
Litigation*

CLASS ACTION

Case No. 18-cv-04844-BLF

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

TO: All persons and entities who purchased or acquired the common stock of Oracle Corporation during the period from May 10, 2017 through June 20, 2018, inclusive, and were damaged thereby (the "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 Northern District of California, that the above-captioned litigation (the "Action") has been certified as a class action on behalf of the Class, except for certain persons and entities who are excluded from the Class by definition as set forth in the full printed Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses (the "Notice").

YOU ARE ALSO NOTIFIED that the Lead Plaintiff in the Action has reached a proposed settlement of the Action for \$17,500,000 in cash (the "Settlement") that, if approved, will resolve all claims in the Action.

A hearing will be held on January 12, 2023, at 9:00 a.m., before the Honorable Beth Labson Freeman of the United States District Court for the Northern District of California, either in person in Courtroom 3 – 5th Floor of the Robert F. Peckham Federal Building & United States Courthouse, 280 South 1st Street, San Jose, CA 95113, or by telephone or videoconference (in the discretion of the Court), for the following purposes: to determine whether: (1) the proposed Settlement should be approved as fair, reasonable, and adequate; (2) the Action should be dismissed with prejudice against Defendants, and the Releases specified and described in the Stipulation and Agreement of Settlement dated June 23, 2022 (and in the Notice), should be granted; (3) the proposed Plan of Allocation should be approved as fair and reasonable; and (4) the application of Lead Counsel for an award of attorneys' fees of 20% of the Settlement Fund (or \$3,500,000, plus interest) and payment of litigation expenses of up to \$900,000 from the Settlement Fund, which may include the expenses of Lead Plaintiff directly related to its representation of the Class, should be approved.

If you are a member of the Class, your rights will be affected by the pending Action and the Settlement, and you may be entitled to share in the Settlement Fund. If you have not yet received the Notice and Claim Form, you may obtain copies of these documents by contacting the Claims Administrator at *Oracle Securities Litigation*, c/o A.B. Data, Ltd., P.O. Box 173035, Milwaukee, WI 53217; (877) 354-3810; or info@OracleSecuritiesLitigation.com. Copies of the Notice and Claim Form can also be downloaded from the website maintained by the Claims Administrator, www.OracleSecuritiesLitigation.com.

If you are a member of the Class, in order to be eligible to receive a payment under the proposed Settlement, you must submit a Claim Form *postmarked* (if mailed), or online, no later than February 3, 2023. If you are a Class Member and do not submit a proper Claim Form, you will not be eligible to share in the distribution of the net proceeds of the Settlement but you will nevertheless be bound by any judgments or orders entered by the Court in the Action.

If you are a member of the Class and wish to exclude yourself from the Class, you must submit a request for exclusion such that it is *received* no later than December 22, 2022, in accordance with the instructions set forth in the Notice. If you properly exclude yourself from the 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 no later than December 22, 2022, in accordance with the instructions set forth in the Notice.

Please do not contact the Court, the Clerk's office, Oracle, 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 Claim Form, should be made to Lead Counsel:

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

John Rizio-Hamilton, Esq.

1251 Avenue of the Americas

(800) 380-8496 (toll free)
settlements@blbglaw.com

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

Oracle Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173035
Milwaukee, WI 53217
(877) 354-3810 (toll free)
www.OracleSecuritiesLitigation.com

By Order of the Court

Source:

Bernstein Litowitz Berger & Grossmann LLP

SOURCE Bernstein Litowitz Berger & Grossmann LLP

Exhibit 4

EXHIBIT 4

In re Oracle Corporation Securities Litigation
Civil Action No. 18-cv-04844-BLF (N.D. Cal.)

SUMMARY OF LEAD COUNSEL'S HOURS AND LODESTAR

Inception through June 23, 2022

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Abe Alexander	1,172.25	\$850	996,412.50
Scott Foglietta	200.75	\$850	\$170,637.50
John Rizio-Hamilton	813.75	\$1,100	895,125.00
Jonathan Uslaner	618.25	\$950	\$587,337.50
Associates			
Jonathan D'Errico	276.25	\$450	\$124,312.50
Ryan Dykhouse	270.50	\$425	\$114,962.50
Nicholas Gersh	531.25	\$450	\$239,062.50
Julia Tebor	417.75	\$575	\$240,206.25
Senior Staff Attorneys			
Ryan Candee	1,613.50	\$450	\$726,075.00
Christina Suarez	1,362.50	\$425	\$579,062.50
Staff Attorneys			
Jeffrey Castro	1,709.75	\$425	\$726,643.75
Andres Chaumont	1,700.75	\$425	\$722,818.75
Uju Chukwuanu	1,052.75	\$425	\$447,418.75
Steffanie Keim	787.50	\$425	\$334,687.50
Juan Lossada	1,064.25	\$425	\$452,306.25
Kirstin Peterson	713.25	\$425	\$303,131.25
Alex Wu	823.25	\$425	\$349,881.25
Director of Investor Services			
Adam Weinschel	64.50	\$575	\$37,087.50
Financial Analysts			
Vincent Alfano	71.75	\$350	\$25,112.50
Tanjila Sultana	59.75	\$450	\$26,887.50

Investigators			
Amy Bitkower	90.50	\$600	\$54,300.00
John Deming	394.50	\$425	167,662.50
Jacob Foster	122.50	\$325	\$39,812.50
Joelle Landino	35.75	\$450	16,087.50
Andrew Thompson	1,127.00	\$400	\$450,800.00
Case Managers & Paralegals			
Desiree Morris	499.25	\$375	\$187,218.75
Nyema Taylor	160.50	\$335	\$53,767.50
Melody Yaghoubzade	176.25	\$375	\$66,093.75
TOTALS	17,930.50		\$9,134,911.25

Exhibit 5

EXHIBIT 5

In re Oracle Corporation Securities Litigation
Case No. 5:18-cv-04844-BLF (N.D. Cal.)

**SUMMARY DESCRIPTIONS OF WORK PERFORMED
BY LEAD COUNSEL'S ATTORNEYS**

PARTNERS

Abe Alexander (1,172.25 hours): Mr. Alexander was extensively involved in researching and drafting the Consolidated Complaint and Amended Complaint, Lead Plaintiff's opposition to Defendants' two rounds of motions to dismiss, and Lead Plaintiff's motion for class certification. Mr. Alexander also played a central role in discovery efforts, including coordinating Lead Plaintiff's production of documents and discovery on third parties, and worked extensively with Lead Plaintiff's experts.

Scott Foglietta (200.75 hours): Mr. Foglietta was primarily responsible for analyzing Lead Plaintiff's potential claims during the early stages of the litigation and in preparing the initial complaint filed by Lead Counsel in the Action. He was also involved in drafting the submissions made in support of the motion for appointment of Union as Lead Plaintiff and prepared a detailed memorandum concerning the claims in the Action at the outset of the case for Union.

John Rizio-Hamilton (813.75 hours): Mr. Rizio-Hamilton was one of the partners responsible for supervising the day-to-day handling and strategy of the litigation and overseeing all aspects of case management and prosecution. Mr. Rizio-Hamilton was involved in drafting and reviewing the Consolidated Complaint and Amended Complaint, the briefing and oral argument related to Defendants' motions to dismiss, and Lead Plaintiff's motion for class certification. Mr. Rizio-Hamilton also oversaw discovery efforts on Defendants and third parties. He was responsible for strategy relating to case management issues. Mr. Rizio-Hamilton also participated in preparing Lead Plaintiff's mediation submission, and he attended and actively participated in the mediation and settlement negotiations.

Jonathan Uslaner (618.75 hours): Mr. Uslaner was significantly involved in all aspects of the case and, together with Mr. Rizio-Hamilton, was responsible for the day-to-day handling and strategy of the litigation and overseeing all aspects of case management and prosecution. Mr. Uslaner participated in the drafting of the Consolidated Complaint and Amended Complaint, the briefing related to Defendants' motions to dismiss, and Lead Plaintiff's motion for class certification. Mr. Uslaner was also heavily involved in discovery efforts on Defendants and third parties. Mr. Uslaner also participated in preparing Lead Plaintiff's mediation submission and participated in the settlement mediation.

ASSOCIATES

Jonathan D’Errico (276.25 hours): Mr. D’Errico was primarily involved in discovery efforts, including participating in meet and confer conferences with defense counsel regarding various discovery issues, drafting discovery-related correspondence, overseeing the review and analysis of documents produced by Defendants and various third parties, and preparing for depositions. Mr. D’Errico also participated in research and drafting in connection with Lead Plaintiff’s motion for class certification and Defendants’ Rule 23(f) petition.

Ryan Dykhouse (270.5 hours): Mr. Dykhouse, a former associate at BLB&G, was primarily involved in discovery efforts. In this regard, he reviewed and analyzed documents produced by Defendants and third parties and documents for Lead Plaintiff’s production, drafted document-related correspondence, and participated in meet and confers. Mr. Dykhouse also assisted in researching and drafting the opposition to Defendants’ second motion to dismiss.

Nicholas Gersh (531.25 hours): Mr. Gersh, a former associate at BLB&G, was involved in multiple aspects of the case, including: (i) drafting and researching the Amended Complaint; (ii) assisting in researching and drafting the opposition to Defendants’ second motion to dismiss; and (iii) various aspects of discovery, including drafting document requests and initial disclosures, drafting responses to Defendants’ document requests and interrogatories, and reviewing and analyzing documents produced by Defendants and third parties.

Julia Tebor (417.75 hours): Ms. Tebor, a former associate at BLB&G, was principally involved in drafting and researching the Consolidated Complaint and Amended Complaint and drafting and researching Lead Plaintiff’s opposition to Defendants’ initial motion to dismiss.

SENIOR STAFF ATTORNEYS

Ryan Candee (1,613.5 hours): Mr. Candee was primarily involved in fact discovery, including review and analysis of documents produced by Defendants and various third parties and preparing a proposed deposition plan.

Christina Suarez (1,362.5 hours): Ms. Suarez was primarily involved in fact discovery, including review and analysis of documents produced by Defendants and various third parties and preparing a proposed deposition plan.

STAFF ATTORNEYS

Jeffrey Castro (1,709.75 hours): Mr. Castro was primarily involved in fact discovery, including review and analysis of documents produced by Defendants and analyzing audio files and publicly available documents.

Andres Chaumont (1,700.75 hours): Mr. Chaumont was primarily involved in fact discovery, including review and analysis of documents produced by Defendants and reviewing transcripts and audio files.

Uju Chukwuanu (1,052.75 hours): Ms. Chukwuanu was primarily involved in fact discovery, including review and analysis of documents produced by Defendants.

Steffanie Keim (787.50 hours): Ms. Keim, a German-speaking attorney, was primarily involved in the review and analysis of Lead Plaintiff's documents, including reviewing and, where necessary, translating Union's German-language documents.

Juan Lossada (1,064.25 hours): Mr. Lossada was primarily involved in fact discovery, including review and analysis of documents produced by Defendants.

Kirstin Peterson (713.25 hours): Ms. Peterson, a German-speaking attorney, was primarily involved in the review and analysis of Lead Plaintiff's documents, including reviewing and, where necessary, translating Union's German-language documents.

Alex Wu (823.25 hours): Mr. Wu was primarily involved in fact discovery, including review and analysis of documents produced by Defendants.

#3156854

Exhibit 6

EXHIBIT 6

In re Oracle Corporation Securities Litigation
Case No. 5:18-cv-04844-BLF (N.D. Cal.)

LEAD COUNSEL'S TIME BY CATEGORY

CATEGORY*	Abe Alexander Partner	Scott Foglietta Partner	John Rizio-Hamilton Partner	Jonathan Uslander Partner
Hourly Rate	\$850	\$850	\$1,100	\$950
1 – Investigation & Pre-Filing Case Analysis	19.25	12.50	25.00	76.00
2 – Lead Plaintiff Motion		8.25		
3 – Complaints (three Complaints filed)	445.25	126.75	325.00	83.50
4 – Case Management	5.50		7.50	8.75
5 – Motions to Dismiss (two rounds of MTD)	331.25		239.00	85.50
6 – Class Certification	87.25		56.75	37.50
7 – Discovery Communications & Strategy	115.50		28.75	64.50
8 – Written/Document Discovery	99.75		62.25	191.25
9 – Deposition Preparation & Planning	1.00		1.25	4.25
10 – Expert Work	59.25		29.75	22.75
11 – Mediation & Settlement			21.00	20.50
12 – Case Strategy & Analysis	2.25	2.50	4.50	3.50
13 – Docket/News Monitoring				
14 – Client Communications	6.00	50.75	13.00	20.25
TOTAL HOURS	1,172.25	200.75	813.75	618.25
TOTAL LODESTAR	\$996,412.50	\$170,637.50	\$895,125.00	\$587,337.50

*For a more complete description of work included in each category please see ¶ 111 of the Uslander Decl.

CATEGORY	Jonathan D'Errico Associate	Ryan Dykhous Associate	Nicholas Gersh Associate	Julia Tebor Associate
Hourly Rate	\$450	\$425	\$450	\$575
1 – Investigation & Pre-Filing Case Analysis		1.50	8.50	
2 – Lead Plaintiff Motion				
3 – Complaints (three Complaints filed)			124.25	227.75
4 – Case Management			14.75	4.00
5 – Motions to Dismiss (two rounds of MTD)		52.25	108.50	186.00
6 – Class Certification	50.75	20.50	33.75	
7 – Discovery Communications & Strategy	129.75	47.50	38.50	
8 – Written/Document Discovery	58.00	111.50	185.00	
9 – Deposition Preparation & Planning	18.75	4.25		
10 – Expert Work		13.50	4.00	
11 – Mediation & Settlement	7.75	16.75		
12 – Case Strategy & Analysis		2.75	10.00	
13 – Docket/News Monitoring				
14 – Client Communications	11.25		4.00	
TOTAL HOURS	276.25	270.50	531.25	417.75
TOTAL LODESTAR	\$124,312.50	\$114,962.50	\$239,062.50	\$240,206.25

CATEGORY	Ryan Candee Senior Staff Attorney	Christina Suarez Senior Staff Attorney	Jeffrey Castro Staff Attorney	Andres Chaumont Staff Attorney
Hourly Rate	\$450	\$425	\$425	\$425
1 – Investigation & Pre-Filing Case Analysis				
2 – Lead Plaintiff Motion				
3 – Complaints (three Complaints filed)				
4 – Case Management				
5 – Motions to Dismiss (two rounds of MTD)				
6 – Class Certification	4.50	19.75		
7 – Discovery Communications & Strategy	16.00			
8 – Written/Document Discovery	1,404.25	1,072.50	1,709.75	1,700.75
9 – Deposition Preparation & Planning	181.25	222.00		
10 – Expert Work	3.25	0.50		
11 – Mediation & Settlement	4.25	47.75		
12 – Case Strategy & Analysis				
13 – Docket/News Monitoring				
14 – Client Communications				
TOTAL HOURS	1,613.50	1,362.50	1,709.75	1,700.75
TOTAL LODESTAR	\$726,075.00	\$579,062.50	\$726,643.75	\$722,818.75

CATEGORY	Uju Chukwuanu Staff Attorney	Steffanie Keim Staff Attorney	Juan Lossada Staff Attorney	Kirstin Peterson Staff Attorney
Hourly Rate	\$425	\$425	\$425	\$425
1 – Investigation & Pre-Filing Case Analysis				
2 – Lead Plaintiff Motion				
3 – Complaints (three Complaints filed)				
4 – Case Management				
5 – Motions to Dismiss (two rounds of MTD)				
6 – Class Certification				
7 – Discovery Communications & Strategy				
8 – Written/Document Discovery	989.75	787.50	1,064.25	713.25
9 – Deposition Preparation & Planning	63.00			
10 – Expert Work				
11 – Mediation & Settlement				
12 – Case Strategy & Analysis				
13 – Docket/News Monitoring				
14 – Client Communications				
TOTAL HOURS	1,052.75	787.50	1,064.25	713.25
TOTAL LODESTAR	\$447,418.75	\$334,687.50	\$452,306.25	\$303,131.25

CATEGORY	Alex Wu Staff Attorney	Adam Weinschel Director of Investor Services	Vincent Alfano Financial Analyst	Tanjila Sultana Financial Analyst
Hourly Rate	\$425	\$575	\$350	\$450
1 – Investigation & Pre-Filing Case Analysis		30.25	71.75	59.75
2 – Lead Plaintiff Motion		7.00		
3 – Complaints (three Complaints filed)		0.25		
4 – Case Management				
5 – Motions to Dismiss (two rounds of MTD)				
6 – Class Certification		13.50		
7 – Discovery Communications & Strategy				
8 – Written/Document Discovery	793.25	4.50		
9 – Deposition Preparation & Planning	30.00			
10 – Expert Work		0.50		
11 – Mediation & Settlement				
12 – Case Strategy & Analysis		6.50		
13 – Docket/News Monitoring				
14 – Client Communications		2.00		
TOTAL HOURS	823.25	64.50	71.75	59.75
TOTAL LODESTAR	\$349,881.25	\$37,087.50	\$25,112.50	\$26,887.50

CATEGORY	Amy Bitkower Director of Investigations	John Deming Investigator	Jacob Foster Investigator	Joelle Landino Investigator
Hourly Rate	\$600	\$425	\$325	\$450
1 – Investigation & Pre-Filing Case Analysis	90.50	391.50	122.50	35.50
2 – Lead Plaintiff Motion				
3 – Complaints (three Complaints filed)		3.00		0.25
4 – Case Management				
5 – Motions to Dismiss (two rounds of MTD)				
6 – Class Certification				
7 – Discovery Communications & Strategy				
8 – Written/Document Discovery				
9 – Deposition Preparation & Planning				
10 – Expert Work				
11 – Mediation & Settlement				
12 – Case Strategy & Analysis				
13 – Docket/News Monitoring				
14 – Client Communications				
TOTAL HOURS	90.50	394.50	122.50	35.75
TOTAL LODESTAR	\$54,300.00	\$167,662.50	\$39,812.50	\$16,087.50

CATEGORY	Andrew Thompson Investigator	Desiree Morris Case Manager	Nyema Taylor Paralegal	Melody Yaghoubzade Case Manager
Hourly Rate	\$400	\$375	\$335	\$375
1 – Investigation & Pre-Filing Case Analysis	1,112.00	113.75	112.75	1.75
2 – Lead Plaintiff Motion			0.25	
3 – Complaints (three Complaints filed)	15.00	77.75	22.50	
4 – Case Management		52.75	15.50	20.25
5 – Motions to Dismiss (two rounds of MTD)		62.75		1.25
6 – Class Certification				28.75
7 – Discovery Communications & Strategy		5.25		10.00
8 – Written/Document Discovery		3.50		73.25
9 – Deposition Preparation & Planning				0.50
10 – Expert Work				1.75
11 – Mediation & Settlement				1.25
12 – Case Strategy & Analysis				
13 – Docket/News Monitoring		183.50	9.50	36.50
14 – Client Communications				1.00
TOTAL HOURS	1,127.00	499.25	160.50	176.25
TOTAL LODESTAR	\$450,800.00	\$187,218.75	\$53,767.50	\$66,093.78

CATEGORY		Total Hours for Category	Total Lodestar for Category
Hourly Rate			
1 – Investigation & Pre-Filing Case Analysis		2,284.75	\$1,002,902.50
2 – Lead Plaintiff Motion		15.50	\$11,121.25
3 – Complaints (three Complaints filed)		1,451.25	\$1,154,118.75
4 – Case Management		129.0	\$62,742.50
5 – Motions to Dismiss (two rounds of MTD)		1,066.50	\$827,668.75
6 – Class Certification		353.00	\$247,912.50
7 – Discovery Communications & Strategy		455.75	\$299,893.75
8 – Written/Document Discovery		11,024.25	\$4,908,143.75
9 – Deposition Preparation & Planning		526.25	\$232,131.25
10 – Expert Work		135.25	\$114,856.25
11 – Mediation & Settlement		119.25	\$75,856.25
12 – Case Strategy & Analysis		32.00	\$21,718.75
13 – Docket/News Monitoring		229.50	\$85,682.50
14 – Client Communications		108.25	\$90,162.50
TOTAL HOURS		17,930.50	
TOTAL LODESTAR			\$9,134,911.25

Exhibit 7



Bernstein Litowitz Berger & Grossmann LLP
Attorneys at Law

Firm Resume

Table of Contents

Firm Overview	3
More Top Securities Recoveries	3
Giving Shareholders a Voice and Changing Business Practices for the Better	4
Practice Areas.....	5
Securities Fraud Litigation	5
Corporate Governance and Shareholder Rights	5
Distressed Debt and Bankruptcy	6
Commercial Litigation	6
Alternative Dispute Resolution	6
Feedback from The Courts	7
Significant Recoveries	8
Securities Class Actions.....	8
Corporate Governance and Shareholders' Rights	16
Clients and Fees	20
In The Public Interest	21
Bernstein Litowitz Berger & Grossmann Public Interest Law Fellows	21
Firm Sponsorship of Her Justice.....	21
Firm Sponsorship of City Year New York	21
Max W. Berger Pre-Law Program	21
Our Attorneys.....	22
Associates.....	26
Senior Staff Attorneys	28
Staff Attorneys	29

Since our founding in 1983, Bernstein Litowitz Berger & Grossmann LLP has obtained many of the largest monetary recoveries in history—over \$37 billion on behalf of investors. Unique among our peers, the firm has obtained the largest settlements ever agreed to by public companies related to securities fraud, including four of the ten largest in history. Working with our clients, we have also used the litigation process to achieve precedent-setting reforms which have increased market transparency, held wrongdoers accountable and improved corporate business practices in groundbreaking ways.

Firm Overview

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

We are the nation's leading firm representing institutional investors in securities fraud class action litigation. The firm's institutional client base includes U.S. public pension funds the New York State Common Retirement Fund; the California Public Employees' Retirement System (CalPERS); the Los Angeles County Employees Retirement Association (LACERA); the Chicago Municipal, Police and Labor Retirement Systems; the Teacher Retirement System of Texas; the Arkansas Teacher Retirement System; the Florida State Board of Administration; the Public Employees' Retirement System of Mississippi; the New York State Teachers' Retirement System; the Ohio Public Employees Retirement System; the State Teachers Retirement System of Ohio; the Oregon Public Employees Retirement System; the Virginia Retirement System; the Louisiana School, State, Teachers and Municipal Police Retirement Systems; the Public School Teachers' Pension and Retirement Fund of Chicago; the New Jersey Division of Investment of the Department of the Treasury; TIAA-CREF and other private institutions; as well as numerous other public and Taft-Hartley pension entities. Our European client base includes APG; Aegon AM; ATP; Blue Sky Group; Hermes IM; Robeco; SEB; Handelsbanken; Nykredit; PGB; and PGGM, among others.

More Top Securities Recoveries

Since its founding in 1983, BLB&G has prosecuted some of the most complex cases in history and has obtained over \$37 billion on behalf of investors. Unique among its peers, the firm has negotiated and obtained many of the largest securities class action recoveries in history, including:

- *In re WorldCom, Inc. Securities Litigation* – \$6.19 billion recovery
- *In re Cendant Corporation Securities Litigation* – \$3.3 billion recovery

- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation* – \$2.43 billion recovery
- *In re Nortel Networks Corporation Securities Litigation (Nortel II)* – \$1.07 billion recovery
- *In re Merck & Co., Inc. Securities Litigation* – \$1.06 billion recovery
- *In re McKesson HBOC, Inc. Securities Litigation* – \$1.05 billion recovery

Based on our record of success, BLB&G has been at the top of the rankings by ISS Securities Class Action Services (ISS-SCAS), a leading industry research publication that provides independent and objective third-party analysis and statistics on securities-litigation law firms, since its inception. In its most recent report, [*Top 100 U.S. Class Action Settlements of All-Time*](#), ISS-SCAS once again ranked BLB&G as the top firm in the field for the eleventh year in a row. BLB&G has served as lead or co-lead counsel in 37 of the ISS-SCAS's top 100 U.S. securities-fraud settlements—more than twice as many as any other firm—and recovered over \$26 billion for investors in those cases, nearly \$10 billion more than any other plaintiffs' securities firm.

Giving Shareholders a Voice and Changing Business Practices for the Better

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

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

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

Practice Areas

Securities Fraud Litigation

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

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

Our attorneys have extensive experience in the laws that regulate the securities markets and in the disclosure requirements of corporations that issue publicly traded securities. Many also have accounting backgrounds. The group has access to state-of-the-art, online financial wire services and databases, which enable it to instantaneously investigate any potential securities fraud action involving a public company's debt and equity securities. Biographies for our attorneys can be accessed on the firm's website by clicking [here](#).

Corporate Governance and Shareholder Rights

Our Corporate Governance and Shareholder Rights attorneys prosecute derivative actions, claims for breach of fiduciary duty, and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country. We have prosecuted actions challenging numerous highly publicized corporate transactions which violated fair process, fair price, and the applicability of the business judgment rule, and have also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation.

Our attorneys have prosecuted numerous cases regarding the improper "backdating" of executive stock options which resulted in windfall undisclosed compensation to executives at the direct expense of shareholders—and returned hundreds of millions of dollars to company coffers. We also represent institutional clients in lawsuits seeking to enforce fiduciary obligations in connection with Mergers & Acquisitions and "Going Private" transactions that deprive shareholders of fair value when participants buy companies from their public shareholders "on the cheap." Although enough shareholders accept the consideration offered for the transaction to close, many sophisticated investors correctly recognize and ultimately enjoy the increased returns to be obtained by pursuing appraisal rights and demanding that courts assign a "true value" to the shares taken private in these transactions.

Our attorneys are well versed in changing SEC rules and regulations on corporate governance issues and have a comprehensive understanding of a wide variety of corporate law transactions and both substantive and courtroom expertise in the specific legal areas involved. As a result of the firm's high-profile and widely recognized capabilities, our attorneys are increasingly in demand with institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the boards' accountability to shareholders.

Distressed Debt and Bankruptcy

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

Commercial Litigation

BLB&G provides contingency fee representation in complex business litigation and has obtained substantial recoveries on behalf of investors, corporations, bankruptcy trustees, creditor committees, and other business entities. We have faced down the most powerful and well-funded law firms and defendants in the country—and consistently prevailed. For example, on behalf of the bankruptcy trustee, the firm prosecuted *BFA Liquidation Trust v. Arthur Andersen*, arising from the largest nonprofit bankruptcy in U.S. history. After two years of litigation and a week-long trial, the firm obtained a \$217 million recovery from Andersen for the Trust. Combined with other recoveries, the total amounted to more than 70 percent of the Trust's losses.

Having obtained huge recoveries with nominal out-of-pocket expenses and fees of less than 20 percent, we have repeatedly demonstrated that valuable claims are best prosecuted by a first-rate litigation firm on a contingent basis at negotiated percentages. Legal representation need not compound the risk and high cost inherent in today's complex and competitive business environment. We are paid only if we (and our clients) win. The result: the highest quality legal representation at a fair price.

Alternative Dispute Resolution

BLB&G offers clients an accomplished team and a creative venue in which to resolve conflicts outside of the litigation process. We have experience in U.S. and international disputes and our attorneys have led complex business-to-business arbitrations and mediations domestically and abroad representing clients before all the major arbitration tribunals, including the American Arbitration Association, FINRA, JAMS, International Chamber of Commerce, and the London Court of International Arbitration.

Our lawyers have successfully arbitrated cases that range from complex business-to-business disputes to individuals' grievances with employers. It is our experience that in some cases, a well-executed arbitration process can resolve disputes faster, with limited appeals and with a higher level of confidentiality than public litigation.

In the wake of the credit crisis, for example, we successfully represented numerous former executives of a major financial institution in arbitrations relating to claims for compensation. We have also assisted clients with disputes involving failure to honor compensation commitments, disputes over the purchase of securities, businesses seeking compensation for uncompleted contracts, and unfulfilled financing commitments.

Feedback from The Courts

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

In re WorldCom, Inc. Securities Litigation

- The Honorable Denise Cote of the United States District Court for the Southern District of New York

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

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

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

* * *

In re Clarent Corporation Securities Litigation

- The Honorable Charles R. Breyer of the United States District Court for the Northern District of California

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

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

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

* * *

Landry's Restaurants, Inc. Shareholder Litigation

- Vice Chancellor J. Travis Laster of the Delaware Court of Chancery

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

* * *

McCall V. Scott (Columbia/HCA Derivative Litigation)

- The Honorable Thomas A. Higgins of the United States District Court for the Middle District of Tennessee

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

Significant Recoveries

BLB&G is counsel in many diverse nationwide class and individual actions and has obtained many of the largest and most significant recoveries in history. The firm has successfully identified, investigated, and prosecuted many of the most significant securities and shareholder actions in history, recovering billions of dollars on behalf of defrauded investors and obtaining groundbreaking corporate-governance reforms. These resolutions include six recoveries of over \$1 billion, more than any other firm in our field. Examples of cases with our most significant recoveries include:

Securities Class Actions

Case: *In re WorldCom, Inc. Securities Litigation*

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

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

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

- Case:** *In re Cendant Corporation Securities Litigation*
- Court:** United States District Court for the District of New Jersey
- Highlights:** \$3.3 billion securities fraud class action recovery – the third largest in history; significant corporate governance reforms obtained.
- Summary:** The firm was Co-Lead Counsel in this class action against Cendant Corporation, its officers and directors and Ernst & Young (E&Y), its auditors, for their role in disseminating materially false and misleading financial statements concerning the company’s revenues, earnings and expenses for its 1997 fiscal year. As a result of company-wide accounting irregularities, Cendant restated its financial results for its 1995, 1996, and 1997 fiscal years and all fiscal quarters therein. Cendant agreed to settle the action for \$2.8 billion and to adopt some of the most extensive corporate governance changes in history. E&Y settled for \$335 million. These settlements remain the largest sums ever recovered from a public company and a public accounting firm through securities class action litigation. BLB&G represented Lead Plaintiffs CalPERS (the California Public Employees’ Retirement System), the New York State Common Retirement Fund and the New York City Pension Funds, the three largest public pension funds in America, in this action.
-
- Case:** *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*
- Court:** United States District Court for the Southern District of New York
- Highlights:** \$2.425 billion in cash; significant corporate governance reforms to resolve all claims. This recovery is by far the largest shareholder recovery related to the subprime meltdown and credit crisis; the single largest securities class action settlement ever resolving a Section 14(a) claim—the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation; the largest ever funded by a single corporate defendant for violations of the federal securities laws; the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; and one of the 10 largest securities class action recoveries in history.
- Summary:** The firm represented Co-Lead Plaintiffs the State Teachers Retirement System of Ohio, the Ohio Public Employees Retirement System, and the Teacher Retirement System of Texas in this securities class action filed on behalf of shareholders of Bank of America Corporation (BAC) arising from BAC’s 2009 acquisition of Merrill Lynch & Co., Inc. The action alleges that BAC, Merrill Lynch, and certain of the companies’ current and former officers and directors violated the federal securities laws by making a series of materially false statements and omissions in connection with the acquisition. These violations included the alleged failure to disclose information regarding billions of dollars of losses which Merrill had suffered before the BAC shareholder vote on the proposed acquisition, as well as an undisclosed agreement allowing Merrill to pay billions in bonuses before the acquisition closed despite these losses. Not privy to these material facts, BAC shareholders voted to approve the acquisition.

- Case:** *In re Nortel Networks Corporation Securities Litigation (Nortel II)*
- Court:** United States District Court for the Southern District of New York
- Highlights:** Over \$1.07 billion in cash and common stock recovered for the class.
- Summary:** This securities fraud class action charged Nortel Networks Corporation and certain of its officers and directors with violations of the Securities Exchange Act of 1934, alleging that the Defendants knowingly or recklessly made false and misleading statements with respect to Nortel's financial results during the relevant period. BLB&G clients the Ontario Teachers' Pension Plan Board and the Treasury of the State of New Jersey and its Division of Investment were appointed as Co-Lead Plaintiffs for the Class in one of two related actions (Nortel II), and BLB&G was appointed Lead Counsel for the Class. In a historic settlement, Nortel agreed to pay \$2.4 billion in cash and Nortel common stock to resolve both matters. Nortel later announced that its insurers had agreed to pay \$228.5 million toward the settlement, bringing the total amount of the global settlement to approximately \$2.7 billion, and the total amount of the Nortel II settlement to over \$1.07 billion.
-
- Case:** *In re Merck & Co., Inc. Securities Litigation*
- Court:** United States District Court, District of New Jersey
- Highlights:** \$1.06 billion recovery for the class.
- Summary:** This case arises out of misrepresentations and omissions concerning life-threatening risks posed by the "blockbuster" COX-2 painkiller Vioxx, which Merck withdrew from the market in 2004. In January 2016, BLB&G achieved a \$1.062 billion settlement on the eve of trial after more than 12 years of hard-fought litigation that included a successful decision at the United States Supreme Court. This settlement is the second-largest recovery ever obtained in the Third Circuit, one of the top 11 securities recoveries of all time, and the largest securities recovery ever achieved against a pharmaceutical company. BLB&G represented Lead Plaintiff the Public Employees' Retirement System of Mississippi.
-
- Case:** *In re McKesson HBOC, Inc. Securities Litigation*
- Court:** United States District Court for the Northern District of California
- Highlights:** \$1.05 billion recovery for the class.
- Summary:** This securities fraud litigation was filed on behalf of purchasers of HBOC, McKesson, and McKesson HBOC securities, alleging that Defendants misled the investing public concerning HBOC's and McKesson HBOC's financial results. On behalf of Lead Plaintiff the New York State Common Retirement Fund, BLB&G obtained a \$960 million settlement from the company; \$72.5 million in cash from Arthur Andersen; and, on the eve of trial, a \$10 million settlement from Bear Stearns & Co. Inc., with total recoveries reaching more than \$1 billion.

Case: *HealthSouth Corporation Bondholder Litigation*

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

Highlights: \$804.5 million in total recoveries.

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

Case: *In re Washington Public Power Supply System Litigation*

Court: United States District Court for the District of Arizona

Highlights: Over \$750 million—the largest securities fraud settlement ever achieved at the time.

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

Case: *In re Lehman Brothers Equity/Debt Securities Litigation*

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

Highlights: \$735 million in total recoveries.

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

After four years of intense litigation, Lead Plaintiffs achieved a total of \$735 million in recoveries consisting of: a \$426 million settlement with underwriters of Lehman securities offerings; a \$90 million settlement with former Lehman directors and officers; a \$99 million settlement that resolves claims against Ernst & Young, Lehman's former auditor (considered one of the top 10 auditor settlements ever achieved); and a \$120 million settlement that resolves claims against UBS Financial

Services, Inc. This recovery is truly remarkable not only because of the difficulty in recovering assets when the issuer defendant is bankrupt, but also because no financial results were restated, and the auditors never disavowed the statements.

Case: *In re Citigroup, Inc. Bond Action Litigation*

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

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

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

Case: *In re Schering-Plough Corporation/Enhance Securities Litigation; In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*

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

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

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

settlements of all time, and among the ten largest recoveries ever in a case where there was no financial restatement. BLB&G represented Lead Plaintiffs Arkansas Teacher Retirement System, the Public Employees' Retirement System of Mississippi, and the Louisiana Municipal Police Employees' Retirement System.

Case: *In re Lucent Technologies, Inc. Securities Litigation*

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

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

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

Case: *In re Wachovia Preferred Securities and Bond/Notes Litigation*

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

Highlights: \$627 million recovery—among the largest securities class action recoveries in history; third-largest recovery obtained in an action arising from the subprime mortgage crisis.

Summary: This securities class action was filed on behalf of investors in certain Wachovia bonds and preferred securities against Wachovia Corp., certain former officers and directors, various underwriters, and its auditor, KPMG LLP. The case alleged that Wachovia provided offering materials that misrepresented and omitted material facts concerning the nature and quality of Wachovia's multibillion-dollar option-ARM (adjustable rate mortgage) "Pick-A-Pay" mortgage loan portfolio, and that Wachovia's loan loss reserves were materially inadequate. According to the Complaint, these undisclosed problems threatened the viability of the financial institution, requiring it to be "bailed out" during the financial crisis before it was acquired by Wells Fargo. The combined \$627 million recovery obtained in the action is among the 20 largest securities class action recoveries in history, the largest settlement ever in a class action case asserting only claims under the Securities Act of 1933, and one of a handful of securities class action recoveries obtained where there were no parallel civil or criminal actions brought by government authorities. The firm represented Co-Lead Plaintiffs Orange County Employees Retirement System and Louisiana Sheriffs' Pension and Relief Fund in this action.

- Case:** *Bear Stearns Mortgage Pass-Through Litigation*
- Court:** United States District Court for the Southern District of New York
- Highlights:** \$500 million recovery—the largest recovery ever on behalf of purchasers of residential mortgage-backed securities.
- Summary:** BLB&G served as Co-Lead Counsel in this securities action, representing Lead Plaintiffs the Public Employees’ Retirement System of Mississippi. The case alleged that Bear Stearns & Company, Inc. sold mortgage pass-through certificates using false and misleading offering documents. The offering documents contained false and misleading statements related to, among other things, (1) the underwriting guidelines used to originate the mortgage loans underlying the certificates; and (2) the accuracy of the appraisals for the properties underlying the certificates. After six years of hard-fought litigation and extensive arm’s-length negotiations, the \$500 million recovery is the largest settlement in a U.S. class action against a bank that packaged and sold mortgage securities at the center of the 2008 financial crisis.
-
- Case:** *Gary Hefler et al. v. Wells Fargo & Company et al.*
- Court:** United States District Court for the Northern District of California
- Highlights:** \$480 million recovery—the fourth largest securities settlement ever achieved in the Ninth Circuit and the 32nd largest securities settlement ever in the United States.
- Summary:** BLB&G served as Lead Counsel for the Court-appointed Lead Plaintiff Union Asset Management Holding, AG in this action, which alleged that Wells Fargo and certain current and former officers and directors of Wells Fargo made a series of materially false statements and omissions in connection with Wells Fargo’s secret creation of fake or unauthorized client accounts in order to hit performance-based compensation goals. After years of presenting a business driven by legitimate growth prospects, U.S. regulators revealed in September 2016 that Wells Fargo employees were secretly opening millions of potentially unauthorized accounts for existing Wells Fargo customers. The Complaint alleged that these accounts were opened in order to hit performance targets and inflate the “cross-sell” metrics that investors used to measure Wells Fargo’s financial health and anticipated growth. When the market learned the truth about Wells Fargo’s violation of its customers’ trust and failure to disclose reliable information to its investors, the price of Wells Fargo’s stock dropped, causing substantial investor losses.
-
- Case:** *Ohio Public Employees Retirement System v. Freddie Mac*
- Court:** United States District Court for the Southern District of Ohio
- Highlights:** \$410 million settlement.
- Summary:** This securities fraud class action was filed on behalf of the Ohio Public Employees Retirement System and the State Teachers Retirement System of Ohio alleging that Federal Home Loan Mortgage Corporation (Freddie Mac) and certain of its current and former officers issued false and misleading

statements in connection with the company's previously reported financial results. Specifically, the Complaint alleged that the Defendants misrepresented the company's operations and financial results by having engaged in numerous improper transactions and accounting machinations that violated fundamental GAAP precepts in order to artificially smooth the company's earnings and to hide earnings volatility. In connection with these improprieties, Freddie Mac restated more than \$5 billion in earnings. A settlement of \$410 million was reached in the case just as deposition discovery had begun and document review was complete.

Case: *In re Refco, Inc. Securities Litigation*

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

Highlights: Over \$407 million in total recoveries.

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

Case: *In re Allergan, Inc. Proxy Violation Securities Litigation*

Court: United States District Court for the Central District of California

Highlights: Litigation recovered over \$250 million for investors while challenging an unprecedented insider trading scheme by billionaire hedge fund manager Bill Ackman.

Summary: As alleged in groundbreaking litigation, billionaire hedge fund manager Bill Ackman and his Pershing Square Capital Management fund secretly acquired a near 10% stake in pharmaceutical concern Allergan, Inc. as part of an unprecedented insider trading scheme by Ackman and Valeant Pharmaceuticals International, Inc. What Ackman knew—but investors did not—was that in the ensuing weeks, Valeant would be launching a hostile bid to acquire Allergan shares at a far higher price. Ackman enjoyed a massive instantaneous profit upon public news of the proposed acquisition, and the scheme worked for both parties as he kicked back hundreds of millions of his insider-trading proceeds to Valeant after Allergan agreed to be bought by a rival bidder. After a ferocious three-year legal battle over this attempt to circumvent the spirit of the U.S. securities laws, BLB&G obtained a \$250 million settlement for Allergan investors, and created precedent to prevent similar such schemes in the future. The Plaintiffs in this action were the State Teachers Retirement System of Ohio, the Iowa Public Employees Retirement System, and Patrick T. Johnson.

Corporate Governance and Shareholders' Rights

Case: *City of Monroe Employees' Retirement System, Derivatively on Behalf of Twenty-First Century Fox, Inc. v. Rupert Murdoch, et al.*

Court: Delaware Court of Chancery

Highlights: Landmark derivative litigation established unprecedented, independent Board-level council to ensure employees are protected from workplace harassment while recouping \$90 million for the company's coffers.

Summary: Before the birth of the #metoo movement, BLB&G led the prosecution of an unprecedented shareholder derivative litigation against Fox News parent 21st Century Fox, Inc. arising from the systemic sexual and workplace harassment at the embattled network. After nearly 18 months of litigation, discovery and negotiation related to the shocking misconduct and the Board's extensive alleged governance failures, the parties unveil a landmark settlement with two key components: 1) the first ever Board-level watchdog of its kind—the "Fox News Workplace Professionalism and Inclusion Council" of experts (WPIC)—majority independent of the Murdochs, the Company and Board; and 2) one of the largest financial recoveries—\$90 million—ever obtained in a pure corporate board oversight dispute. The WPIC serves as a model for public companies in all industries. The firm represented 21st Century Fox shareholder the City of Monroe (Michigan) Employees' Retirement System.

Case: *In re McKesson Corporation Derivative Litigation*

Court: United States District Court, Northern District of California, Oakland Division and Delaware Chancery Court

Highlights: Litigation recovered \$175 million and achieved substantial corporate governance reforms.

Summary: BLB&G represented the Police & Fire Retirement System City of Detroit and Amalgamated Bank in this derivative class action arising from the company's role in permitting and exacerbating America's ongoing opioid crisis. The complaint, initially filed in Delaware Chancery Court, alleged that defendants breached their fiduciary duties by failing to adequately oversee McKesson's compliance with provisions of the Controlled Substances Act and a series of settlements with the Drug Enforcement Administration intended to regulate the distribution and misuse of controlled substances such as opioids. Even after paying fines and settlements in the hundreds of millions of dollars, McKesson was sued in the National Opioid Multidistrict Litigation. In May 2018, our clients joined a substantially similar action being litigated in California federal court. Acting as co-lead counsel, BLB&G played a major role in litigating the case, opposing a motion to stay the action by a special litigation committee, and engaging in extensive pretrial discovery. Ultimately, \$175 million was recovered for the benefit of McKesson's shareholders in a settlement that also created substantial corporate-governance reforms to prevent a recurrence of McKesson's inadequate legal compliance efforts.

- Case:** *UnitedHealth Group, Inc. Shareholder Derivative Litigation*
- Court:** United States District Court for the District of Minnesota
- Highlights:** Litigation recovered over \$920 million in ill-gotten compensation directly from former officers for their roles in illegally backdating stock options, while the company agreed to far-reaching reforms aimed at curbing future executive compensation abuses.
- Summary:** This shareholder derivative action filed against certain current and former executive officers and members of the Board of Directors of UnitedHealth Group, Inc. alleged that the Defendants obtained, approved and/or acquiesced in the issuance of stock options to senior executives that were unlawfully backdated to provide the recipients with windfall compensation at the direct expense of UnitedHealth and its shareholders. The firm recovered over \$920 million in ill-gotten compensation directly from the former officer Defendants—the largest derivative recovery in history. As feature coverage in *The New York Times* indicated, “investors everywhere should applaud [the UnitedHealth settlement]....[T]he recovery sets a standard of behavior for other companies and boards when performance pay is later shown to have been based on ephemeral earnings.” The Plaintiffs in this action were the St. Paul Teachers’ Retirement Fund Association, the Public Employees’ Retirement System of Mississippi, the Jacksonville Police & Fire Pension Fund, the Louisiana Sheriffs’ Pension & Relief Fund, the Louisiana Municipal Police Employees’ Retirement System and Fire & Police Pension Association of Colorado.
-
- Case:** *Caremark Merger Litigation*
- Court:** Delaware Court of Chancery – New Castle County
- Highlights:** Landmark Court ruling ordered Caremark’s board to disclose previously withheld information, enjoined a shareholder vote on the CVS merger offer, and granted statutory appraisal rights to Caremark shareholders. The litigation ultimately forced CVS to raise its offer by \$7.50 per share, equal to more than \$3.3 billion in additional consideration to Caremark shareholders.
- Summary:** Commenced on behalf of the Louisiana Municipal Police Employees’ Retirement System and other shareholders of Caremark RX, Inc., this shareholder class action accused the company’s directors of violating their fiduciary duties by approving and endorsing a proposed merger with CVS Corporation, all the while refusing to fairly consider an alternative transaction proposed by another bidder. In a landmark decision, the Court ordered the Defendants to disclose material information that had previously been withheld, enjoined the shareholder vote on the CVS transaction until the additional disclosures occurred, and granted statutory appraisal rights to Caremark’s shareholders—forcing CVS to increase the consideration offered to shareholders by \$7.50 per share in cash (over \$3 billion in total).

Case: *In re Pfizer Inc. Shareholder Derivative Litigation*

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

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

Summary: In the wake of Pfizer's agreement to pay \$2.3 billion as part of a settlement with the U.S. Department of Justice to resolve civil and criminal charges relating to the illegal marketing of at least 13 of the company's most important drugs (the largest such fine ever imposed), this shareholder derivative action was filed against Pfizer's senior management and Board alleging they breached their fiduciary duties to Pfizer by, among other things, allowing unlawful promotion of drugs to continue after receiving numerous "red flags" that Pfizer's improper drug marketing was systemic and widespread. The suit was brought by Court-appointed Lead Plaintiffs Louisiana Sheriffs' Pension and Relief Fund and Skandia Life Insurance Company, Ltd. In an unprecedented settlement reached by the parties, the Defendants agreed to create a new Regulatory and Compliance Committee of the Pfizer Board of Directors (the "Regulatory Committee") to oversee and monitor Pfizer's compliance and drug marketing practices and to review the compensation policies for Pfizer's drug sales related employees.

Case: *Miller et al. v. IAC/InterActiveCorp et al.*

Court: Delaware Court of Chancery

Highlights: This litigation shut down efforts by controlling shareholders to obtain "dynastic control" of the company through improper stock class issuances, setting valuable precedent and sending a strong message to boards and management in all sectors that such moves will not go unchallenged.

Summary: BLB&G obtained this landmark victory for shareholder rights against IAC/InterActiveCorp and its controlling shareholder and chairman, Barry Diller. For decades, activist corporate founders and controllers sought ways to entrench their position atop the corporate hierarchy by granting themselves and other insiders "supervoting rights." Diller laid out a proposal to introduce a new class of non-voting stock to entrench "dynastic control" of IAC within the Diller family. BLB&G litigation on behalf of IAC shareholders ended in capitulation with the Defendants effectively conceding the case by abandoning the proposal. This became a critical corporate governance precedent, given the trend of public companies to introduce "low" and "no-vote" share classes, which diminish shareholder rights, insulate management from accountability, and can distort managerial incentives by providing controllers voting power out of line with their actual economic interests in public companies.

Case: *In re News Corp. Shareholder Derivative Litigation*

Court: Delaware Court of Chancery – Kent County

Highlights: An unprecedented settlement in which News Corp. recouped \$139 million and enacted significant corporate governance reforms that combat self-dealing in the boardroom.

Summary: Following News Corp.'s 2011 acquisition of a company owned by News Corp. Chairman and CEO Rupert Murdoch's daughter, and the phone-hacking scandal within its British newspaper division, we filed a derivative litigation on behalf of the company because of institutional shareholder concern with the conduct of News Corp.'s management. We ultimately obtained an unprecedented settlement in which News Corp. recouped \$139 million for the company coffers, and agreed to enact corporate governance enhancements to strengthen its compliance structure, the independence and functioning of its board, and the compensation and clawback policies for management.

Clients and Fees

We are firm believers in the contingency fee as a socially useful, productive and satisfying basis of compensation for legal services, particularly in litigation. Wherever appropriate, even with our corporate clients, we encourage retentions in which our fee is contingent on the outcome of the litigation. This way, it is not the number of hours worked that will determine our fee, but rather the result achieved for our client. The firm generally negotiates with our clients a contingent fee schedule specific to each litigation, and all fee proposals are approved by the client prior to commencing litigation, and ultimately by the Court.

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

In The Public Interest

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

Bernstein Litowitz Berger & Grossmann Public Interest Law Fellows

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

Firm Sponsorship of Her Justice

BLB&G is a sponsor of Her Justice, a not-for-profit organization in New York City dedicated to providing *pro bono* legal representation to indigent women, principally vulnerable women, in connection with the myriad legal problems they face. The organization trains and supports the efforts of New York lawyers who provide *pro bono* counsel to these women. Several members and associates of the firm volunteer their time to help women who need divorces from abusive spouses, or representation on issues such as child support, custody, and visitation. To read more about Her Justice, visit the organization's website at <http://www.herjustice.org/>.

Firm Sponsorship of City Year New York

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

Max W. Berger Pre-Law Program

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

Our Attorneys

BLB&G employs a dedicated team of attorneys, including partners, counsel, associates, and senior staff attorneys. Biographies for each of our attorneys can be found on our website. On a case-by-case basis, we also make use of a pool of staff attorneys to supplement our litigation teams. The BLB&G team also includes investigators, financial analysts, paralegals, electronic-discovery specialists, information-technology professionals, and administrative staff. Biographies for our investigative team and the leaders of our administrative departments are also available on our website.

Abe Alexander practices out of the New York office, where he focuses on securities fraud, corporate governance and shareholder rights litigation.

As a principal member of the trial team prosecuting *In re Merck Vioxx Securities Litigation*, Abe helped recover over \$1.06 billion on behalf of injured investors. The case, which asserted claims arising out of the Defendants' alleged misrepresentations concerning the safety profile of Merck's pain-killer, VIOXX, was settled shortly before trial and after more than 10 years of litigation, during which time plaintiffs achieved a unanimous and groundbreaking victory for investors at the U.S. Supreme Court. The settlement is the largest securities recovery ever achieved against a pharmaceutical company and among the 15 largest recoveries of all time.

Abe was also a principal member of the trial team that prosecuted *In re Schering-Plough Corp./ENHANCE Securities Litigation* and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation*, which settled on the eve of trial for a combined \$688 million. This \$688 million settlement represents the second largest securities class action recovery against a pharmaceutical company in history and is among the largest securities class action settlements of any kind.

Abe has also obtained several additional significant recoveries on behalf of investors in pharmaceutical and life sciences companies, including a \$142 million recovery in *Medina v. Clovis Oncology, Inc.*, a securities fraud class action arising from Defendants' alleged misstatements about the efficacy and safety of its most important drug; a \$55 million recovery in *In re HeartWare International, Inc. Securities Litigation*, a case arising from Defendants' alleged misstatements about the device-maker's compliance with FDA regulations and the performance of its key heart pump; and a \$44 million recovery in *In re Adeptus Health Inc. Securities Litigation*, a case arising from alleged misstatements concerning the liquidity and cash flow of the country's largest operator of freestanding emergency rooms.

Abe secured a \$149 million recovery on behalf of investors in Equifax, Inc., helping to lead a securities class action arising from one of the largest data breaches in American history. Abe also played a lead role in securing a \$150 million settlement of investors' claims against JPMorgan Chase arising from alleged misrepresentations concerning the trading activities of the so-called "London Whale," and most recently, in securing a \$95 million recovery on behalf of investors in Cognizant Technology Solutions dealing with alleged false statements and illegal payments to Indian governmental officials to secure favorable permits.

He is currently prosecuting *In re The Boeing Company Aircraft Securities Litigation*; *Union Asset Management Holding AG v. The Kraft Heinz Company*; *Tsantes v. BioMarin Pharmaceutical Inc.*; *In re City of Sunrise Firefighters' Pension Fund v. Oracle Corp.*; *In re Myriad Genetics, Inc. Securities Litigation*; and *Cambridge Retirement System v. Amneal Pharmaceuticals, Inc.*, among others.

Prior to joining the firm, Abe represented institutional clients in a number of high-profile securities, corporate governance, and antitrust matters.

Abe was an award-winning member of his law school's national moot court team. Following law school, Abe served as a judicial clerk to Chief Justice Michael L. Bender of the Colorado Supreme Court.

He was recently named a 2022 "Rising Star of the Plaintiff's Bar" by *The National Law Journal*, was recently named a 2021 "Rising Star" by *Law360*, and chosen by *Benchmark Litigation* for its 2021 "40 & Under Hot List." *Super Lawyers* has also regularly selected Abe as a New York "Rising Star" in recognition of his accomplishments.

Education: University of Colorado Law School, 2008, J.D., Order of the Coif; New York University - The College of Arts and Science, 2003, B.A., *cum laude*, Analytic Philosophy

Admissions: New York; Delaware; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the District of Delaware; United States Court of Appeals for the First Circuit

Scott Foglietta prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. As a member of the case development and client advisory group—the firm's case development and client advisory group—Scott advises Taft-Hartley pension funds, public pension funds, and other institutional investors on potential legal claims.

Scott was an integral member of the team that advised the firm's clients in numerous matters including in securities class actions against Wells Fargo, which resulted in a \$480 million recovery; against Salix, which resulted in a \$210 million recovery; and against Equifax, which resulted in a \$149 million recovery. Scott was also key part of the teams that evaluated and developed novel case theories or claims in numerous cases, such as Willis Towers Watson, which arose from misrepresentations made in a proxy statement in connection with the merger between Willis Group and Towers Watson and was recently resolved for \$75 million (pending court approval), and the ongoing securities class action against Perrigo arising from misrepresentations made in connection with a tender offer for shares trading in both the United States and Israel. Scott was also a member of the team that secured our clients' appointments as lead plaintiffs in the ongoing securities class actions against Boeing, Kraft Heinz, and Luckin Coffee, among others.

Scott was a member of the litigation teams representing investors in securities class actions against FleetCor Technologies, which resulted in a \$50 million recovery, and Lumber Liquidators, which achieved a recovery of \$45 million. He is currently part of the team advising one of the firm's institutional investor clients in a shareholder derivative action against the board of directors of FirstEnergy Corp. arising from the company's role in an egregious public corruption scandal. For his accomplishments, Scott was recently named a 2022 "Rising Star" by *Law360*, has been regularly named a New York "Rising Star" in the area of securities litigation by Thomson Reuters *Super Lawyers* and in 2021 was chosen as a "Rising Star of the Plaintiffs Bar" by *The National Law Journal* and chosen by *Benchmark Litigation* for its "40 & Under Hot List."

Before joining the firm, Scott represented institutional and individual clients in a wide variety of complex litigation matters, including securities class actions, commercial litigation, and ERISA litigation. Prior to law school, Scott earned his M.B.A. in finance from Clark University and worked as a capital markets analyst for a boutique investment banking firm.

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

Admissions: New York; New Jersey; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the District of New Jersey

John Rizio-Hamilton is one of America's top shareholder litigators. He works on the most complex and high-stakes securities class action cases, and has recovered billions of dollars on behalf of institutional investor clients. Highlights of John's trial experience include the following:

- Led the trial team that recovered \$240 million for investors in *In re Signet Jewelers Limited Securities Litigation*, a precedent-setting case that marks the first successful resolution of a securities fraud class action based on allegations of sexual harassment. To our knowledge, it is also the first time claims of this nature have been certified for class treatment in the securities context and is one of the very few securities fraud cases in which statements in a Code of Conduct have been held actionable. This case sends a message to corporate executives and corporate boards that alleged systemic sexual harassment and gender discrimination can have serious ramifications through securities fraud class actions. Both the class certification decision and the Judge's decision that the Company's statements about gender equality and sexual harassment could be actionable in a securities class action are landmark decisions that exceed even the significant financial recovery achieved for shareholders.
- Key part of the trial team that prosecuted *In re Bank of America Securities Litigation*, which settled for \$2.425 billion, "the largest securities class action recovery related to the subprime meltdown," per *Law360*, the largest security ever resolving violations of Sections 14(a) and 10(b) of the Securities Exchange Act, and one of the top securities litigation recoveries in history.
- Served as counsel on behalf of the institutional investor plaintiffs in *In re Citigroup, Inc. Bond Action Litigation*, which settled for \$730 million, the second largest recovery ever in a securities class action brought on behalf of purchasers of debt securities.
- Member of the team that prosecuted the *In re Wachovia Corp. Bond/Notes Litigation*, in which the firm recovered a total of \$627 million on behalf of investors, one of the 15 largest securities class action recoveries in history.
- Key member of the team that recovered \$150 million for investors in *In re JPMorgan Chase & Co. Securities Litigation*, a securities fraud class action arising out of misrepresentations and omissions concerning JPMorgan's Chief Investment Office, the company's risk management systems, and the trading activities of the so-called "London Whale."

In addition to his direct litigation responsibilities, John is responsible for the firm's client outreach in Canada, where he advises institutional investor clients on potential securities fraud and investor claims. He is one of the partners who oversees the firm's Global Securities and Litigation Monitoring Team, which monitors global equities traded in non-U.S. jurisdictions on prospective and pending international securities matters, and provides critical analysis of options to recover losses incurred on securities purchased in non-U.S. markets. John also manages the firm's

settlements and claims administration department, which is responsible for obtaining court approval of all settlements and for distribution of the proceeds to investment class members.

For his remarkable accomplishments, John was named a "Litigation Trailblazer" by *The National Law Journal*. He has been recognized as a "Litigation Star" by *Benchmark Litigation*, and by *Law360* as a "Rising Star," a "Legal MVP," and one of the country's "Top Attorneys Under 40." John is regularly named to lists of leading practitioners by *Lawdragon* and Thomson Reuters' *Super Lawyers*.

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

Education: Brooklyn Law School, 2004, J.D., summa cum laude, Editor-in-Chief of the Brooklyn Law Review; first-place winner of the J. Braxton Craven Memorial Constitutional Law Moot Court Competition; Johns Hopkins University, 1997, B.A., with honors

Admissions: New York; United States District Court for the Southern District of New York

Jonathan Uslaner prosecutes class and direct actions on behalf of the firm's institutional investor clients and has litigated many of the firm's most high-profile litigations, including *In re Bank of America Securities Litigation*, which resulted in a historic settlement shortly before trial of \$2.43 billion, one of the largest shareholder recoveries ever obtained; *In re Cobalt International Energy, Inc. Securities Litigation*, which resulted in settlements totaling up to \$335.3 million after years of hard-fought litigation; *In re Genworth Financial, Inc. Securities Litigation*, which settled for \$219 million, the largest recovery ever obtained in a securities class action in Virginia; *In re JPMorgan Chase & Co. Securities Litigation*, which settled for \$150 million; *In re Wells Fargo Mortgage-Backed Certificates Litigation*, which settled for \$125 million; *In re Rayonier Securities Litigation*, which settled for \$73 million; and *In re RH, Inc. Securities Litigation*, which settled for \$50 million.

Jonathan is also actively involved in the firm's direct action opt-out practice. He represented numerous clients in opt-out actions brought against American Realty Capital Properties, which resulted in settlements totaling \$85 million, and more recently represented 18 institutional clients in opt-out actions brought against Valeant Pharmaceuticals, Inc., which resulted in confidential settlements.

Jonathan is an editor of the American Bar Association's *Class Actions and Derivative Suits Committee's Newsletter*. He has authored numerous articles relating to class actions and the federal securities laws, which have appeared in *Pensions & Investments*, and *SACRS Magazine*, and has a recurring column with *Reuters*. Jonathan has also been a member of the Board of Governors of the Association of Business Trial Lawyers (ABTL).

For his achievements, Jonathan has been recognized by noted legal industry ranking guide *Chambers USA*, with the guide describing him as an "expert plaintiff securities litigator," and quoting market sources who describe Jonathan as "an excellent lawyer and a strong advocate for his clients" and "a fierce advocate for his clients and tough opponent." Jonathan has also been recognized by *Benchmark Litigation* as a "Litigation Star" and as a member of the "500 Leading Plaintiff Financial Lawyers" list by *Lawdragon*.

Jonathan is a board member of UCPLA, a non-profit organization dedicated to advancing the independence, productivity and full citizenship of individuals with developmental and intellectual disabilities. He serves on UCPLA's

Nominating and Governance Committee and its Merger Committee. He has also been a board member of Home of Guiding Hands, a non-profit organization that serves individuals with developmental disabilities and their families. For his work and contributions to the organization, he was named "Volunteer of the Year."

Prior to joining BLB&G, Jonathan was a senior litigation associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, where he successfully prosecuted and defended claims from the discovery stage through trial. He also gained significant trial experience as a volunteer prosecutor for the City of Inglewood, California, as well as a judicial extern for Justice Steven Wayne Smith of the Supreme Court of Texas.

Education: The University of Texas School of Law, 2005, J.D., University of Texas Presidential Academic Merit Fellowship; Articles Editor, Texas Journal of Business Law; Duke University, 2001, B.A., magna cum laude, William J. Griffith Award for Leadership; Chairperson, Duke University Undergraduate Publications Board

Admissions: California; United States District Court for the Central District of California; United States District Court for the Northern District of California; New York; United States District Court for the Southern District of New York

Associates

Jonathan D'Errico practices out of the firm's New York office and prosecutes securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

Prior to joining the firm, Jonathan was a securities litigation associate at Weil, Gotshal & Manges LLP, where he handled securities class actions, shareholder litigation, arbitral proceedings, and regulatory investigations. Jonathan has been involved in pro bono work with the International Refugee Assistance Project, Queens Legal Services, and the Innocence Project. He currently serves on the pro bono advisory board for Legal Services NYC and on the Center for Human Rights Advisory Council for the American Bar Association. Jonathan is also a member of Manhattan Community Board 6.

Jonathan graduated *magna cum laude* from Fordham University School of Law, where he was an articles and notes editor on the editorial board of the *Fordham Law Review* and an associate editor of the *Dispute Resolution Society*. While attending law school, Jonathan was a judicial extern to the Honorable Loretta A. Preska of the U.S. District Court for the Southern District of New York. Jonathan also authored articles focused on the intersection of executive power and procedural due process for the *Fordham Law Review* and *Fordham International Law Journal*, among others. Upon graduation, Jonathan was inducted into the Order of the Coif and received the Archibald R. Murray Public Service Award. Jonathan received his B.M. in music business from New York University and has previously worked in copyright and licensing at independent and major record labels.

Education: Fordham University School of Law, 2019, J.D., *magna cum laude*, Order of the Coif; New York University, 2013, B.M., Music Business

Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States Court of Appeals for the Ninth Circuit

R. Ryan Dykhous [Former Associate] practiced out of the firm's New York office and prosecuted securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients.

He assisted the firm in its prosecution of *Lord Abbett Affiliated Fund, Inc. v. Navient Corporation*; *In re City of Sunrise Firefighters' Pension Fund v. Oracle Corp.*; *Yoshikawa v. Exxon Mobil Corp., et al.*; *Roofer's Pension Fund v. Papa et al.*; and *In re Turquoise Hill Resources Securities Litigation*. He was also a member of the teams that recovered \$70 million for investors in *SEB Investment Management AB v. Symantec Corp., et al.*, \$16.5 million in *Steinberg v. Opko Health, Inc., et al.*, and \$3.5 million from Apple, Inc. in *Levy v. Gutierrez, et al.*

Prior to joining the firm, Ryan was a Disputes Resolution Associate with Freshfields Bruckhaus Deringer, where he represented public and private companies on internal and government investigations, sanctions compliance, and litigation matters. He also spent seven months on rotation in Freshfields' mergers & acquisitions group, counseling multinational companies on cross-border M&A transactions.

While attending Harvard Law School, Ryan served as the Executive Managing Editor of the *Harvard Civil Rights – Civil Liberties Law Review*. He also represented clients in housing eviction and wage theft cases as student counsel with the Harvard Legal Aid Bureau, and served as a Legal Intern for the Civil Division of the United States Attorney's Office, Southern District of New York.

Education: Harvard Law School, 2017, J.D., Executive Managing Editor, *Harvard Civil Rights – Civil Liberties Law Review*; Hunter College, 2014, M.S.Ed.; Olivet Nazarene University, 2012, B.A., *summa cum laude*.

Admissions: New York.

Nicholas Gersh [Former Associate] practiced out of the firm's New York office, where he prosecuted securities fraud and shareholder rights litigation on behalf of the firm's institutional investor clients.

He was a member of the teams prosecuting the securities litigation against The Kraft Heinz Company, Venator Materials PLC, Oracle Corporation, and Luckin Coffee Inc.

Prior to joining the firm, Nicholas served as a clerk for The Honorable Judge Janis Graham Jack of the Southern District of Texas.

During law school, he gained considerable experience as an Economic Crimes Division Extern for The United States Attorney's Office in the District of Massachusetts, and as an Enforcement Extern for U.S. Securities and Exchange Commission. He also served as the Lead U.S. Legal Researcher for the Iraqi-Kurdistan Religious Freedom Project.

Education: Harvard Law School, J.D., 2018, *International Law Journal*; The Vis Commercial Arbitration Moot Court Team; Global Anticorruption Blog, Contributor; Johns Hopkins University, B.A., 2014

Admissions: New York

Julia Tebor [Former Associate] practiced out of the New York office and prosecuted securities fraud, corporate governance, and shareholder rights litigation on behalf of the firm's institutional investor clients. She was a member of the trial team that recovered \$210 million on behalf of defrauded investors in *In re Wilmington Trust Securities Litigation*. She was a member of the teams prosecuting *In re Green Mountain Coffee Roasters, Inc. Securities Litigation* and *St. Paul Teachers' Retirement Fund Association v. HeartWare International, Inc.*

A former litigation associate with Seward & Kissel, Julia also has broad experience in white-collar, general commercial, and employment litigation matters on behalf of clients in the financial services industry, as well as in connection with SEC and DOJ investigations.

Education: Tufts University, B.A., Spanish & English, 2006, *Dean's List*. Boston University, School of Law, J.D., 2012, *cum laude*; *American Journal of Law and Medicine*, Notes Editor.

Admissions: New York; Massachusetts

Senior Staff Attorneys

Ryan Candee is a senior staff attorney practicing out of the New York office. Since joining the firm 10 years ago, he has focused on the prosecution of securities fraud class actions.

Ryan works primarily with the securities litigation group but also in the corporate governance department. Prior to joining the firm he worked in a similar role at Kaplan Fox & Kilsheimer and as an associate at Dorsey LLP after graduating from New York University School of Law.

Education: New York University School of Law, 2002, J.D., Journal of International Law and Politics; University of Minnesota, 1994, B.A.

Admissions: New York; United States District Court for the Southern District of New York; United States District Court for the District of North Dakota

Christina Suarez Papp [Former Senior Staff Attorney] practiced out of the firm's New York office in the securities litigation department.

Since joining the firm in 2014, Christina worked on numerous cases, such as *In re JPMorgan Chase & Co. Securities Litigation*; *In re Commvault Systems, Inc. Securities Litigation*; *Arkansas Teacher Retirement System, et al. v. Insulet Corp., et al.*; *In re HeartWare International, Inc. Securities Litigation*; *In re Akorn, Inc. Securities Litigation*; *In re Signet Jewelers Limited Securities Litigation*; and *In re Qualcomm Incorporated Securities Litigation*.

Prior to joining the firm, Christina was a litigation associate at Schulte Roth & Zabel LLP, where she worked on complex commercial litigation and white collar matters, and a product manager for Kaplan Bar Review's institutional programs.

Education: The George Washington University Law School, J.D., 2006; Barnard College, Columbia University, 2002, B.A., *magna cum laude*, English.

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

Staff Attorneys

Jeffrey Castro has worked on numerous matters at BLB&G, including *In re Allergan Generic Drug Pricing Securities Litigation*; *In re Henry Schein, Inc. Securities Litigation*; *Hefler et al. v. Wells Fargo & Company et al.*; *Medina et al. v. Clovis Oncology, Inc., et al.*; and *Fresno County Employees' Retirement Association v. comScore, Inc.* Jeff also worked with BLB&G on behalf of co-counsel on *In re Salix Pharmaceuticals, Ltd., Securities Litigation*.

Prior to joining the firm, Jeff worked as a contract attorney on securities litigation and other matters. Previously, Jeff was an associate at Jones Hirsch Connors & Bull P.C., where he worked on World Trade Center litigation.

Education: Binghamton University, B.A., 1996. New York Law School, J.D., 2004.

Admissions: New York; New Jersey.

Andres Perez-Chaumont has worked on several matters at BLB&G, including *In re Allergan Generic Drug Pricing Securities Litigation*; and *In re Qualcomm Inc. Securities Litigation*.

Prior to joining the firm, Andy was a contract attorney at Selendy & Gay PLLC.

Education: University of Texas at Austin, B.A., 1999. South Texas College of Law, J.D., 2002.

Admissions: New York.

Uju Chukwuanu has worked on several matters at BLB&G, including *Lehigh County Employees' Retirement System v. Novo Nordisk A/S et al.*; and *In re SCANA Corporation Securities Litigation*.

Prior to joining the firm, Uju was an attorney at Lehman Brothers Holdings Inc. (in Estate), where she worked on litigation involving disputed collateral and derivatives portfolio valuations.

Education: University of Nigeria, Enugu Campus, LL.B., Honors, *cum laude*, 2001. Nigerian Law School Abuja, Nigeria, B.L., Honors, 2002. The University of Texas School of Law at Austin, LL.M., 2009.

Admissions: New York.

Steffanie Keim has worked on numerous matters at BLB&G, including *In re McKesson Corporation Derivative Litigation*; *In re SunEdison, Inc. Securities Litigation*; *Hefler et al. v. Wells Fargo & Company et al.*; *In re Volkswagen AG Securities Litigation*; *3-Sigma Value Financial Opportunities LP et al. v. Jones et al. ("CertusHoldings, Inc.")*; *In re Allergan, Inc. Proxy Violation Securities Litigation*; and *In re Altisource Portfolio Solutions, S.A. Securities Litigation*.

Prior to joining the firm in 2016, Steffanie was a senior associate at Ernst & Linder LLC and corporate associate at Dewey & LeBoeuf LLP.

Education: Ruprecht-Karls-University of Heidelberg Law School, First Juristic Examination (J.D. equivalent), 1999. Fordham University School of Law, LL.M., *cum laude*, 2007.

Admissions: New York; Germany.

Juan Lossada has worked on several matters at BLB&G, including *New Orleans Employees' Retirement System v. Mattel, Inc.*; *Felix v. Symantec Corporation et al.*; and *In re Impinj, Inc. Securities Litigation*.

Prior to joining the firm, Juan was a contract attorney at several firms where he worked on discovery matters. Previously, Juan was an associate at Kinkle, Rodiger & Spriggs, LLP, where he focused on civil litigation, including jury trials, and an associate at Crowe & Rogan, LLP.

Education: University of Southern California, B.S. University of Southern California, Gould School of Law, J.D., 1987.

Admissions: California.

Kirstin Peterson has worked on numerous matters at BLB&G, including *Cambridge Retirement System v. Amneal Pharmaceuticals Inc.*; *Lehigh County Employees' Retirement System v. Novo Nordisk A/S et al.*; *In re Equifax Inc. Securities Litigation*; and *In re Merck & Co., Inc. Securities Litigation (VIOXX-related)*.

Prior to joining the firm in 2011, Kirstin was an associate at Davis Polk & Wardell, Richards & O'Neil, LLP and Wollmuth Maher & Deutsch, LLP.

Education: Northwestern University, B.A., 1985; Phi Beta Kappa. Yale University, M.A., 1989. Northwestern University Medical School, M.D., 1990. Harvard Law School, J.D., *cum laude*, 1993.

Admission: New York

Alex Wu has worked on several matters at BLB&G, including *New Orleans Employees' Retirement System v. Mattel, Inc.*; and *In re Impinj, Inc. Securities Litigation*.

Prior to joining the firm, Alex was a contract attorney on multiple complex litigations. Previously, Alex worked as a Senior Staff Attorney at O'Melveny & Myers.

Education: UCLA, B.A., *magna cum laude*, 1994. UCLA School of Law, J.D., 1997.

Admissions: California.

Exhibit 8

EXHIBIT 8

In re Oracle Corporation Securities Litigation
Case No. 5:18-cv-04844-BLF (N.D. Cal.)

LEAD COUNSEL'S EXPENSE REPORT

CATEGORY	AMOUNT
Court Fees	3,297.00
Service of Process	5,780.30
PSLRA Notice Costs	1,580.00
Online Factual Research	46,321.96
Online Legal Research	48,525.87
Document Management & Litigation Support	77,146.35
Telephone	1,273.07
Postage & Express Mail	1,103.45
Local Transportation	3,114.01
Internal Copying & Printing	215.40
Outside Copying & Printing	4,361.16
Out-of-Town Travel	3,756.67
Working Meals	4,385.63
Experts & Consultants	479,450.88
Translation	1,933.56
Special Counsel	89,703.79
Court Reporting & Transcripts	6,091.80
Mediation	17,424.27
TOTAL:	\$795,465.17

Exhibit 9

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

IN RE MERIT MEDICAL SYSTEMS,
INC., SECURITIES LITIGATION

No. 8:19-cv-02326-DOC-ADS

**ORDER AWARDING
ATTORNEYS' FEES AND
LITIGATION EXPENSES**

1 This matter came on for hearing on April 13, 2022 (the “Settlement Hearing”)
2 on Lead Counsel’s motion for attorneys’ fees and Litigation Expenses. The Court
3 having considered all matters submitted to it at the Settlement Hearing and otherwise;
4 and it appearing that notice of the Settlement Hearing substantially in the form
5 approved by the Court was mailed to all Settlement Class Members who or which
6 could be identified with reasonable effort, and that a summary notice of the Settlement
7 Hearing substantially in the form approved by the Court was published in *Investor’s*
8 *Business Daily* and was transmitted over the *PR Newswire* pursuant to the
9 specifications of the Court; and the Court having considered and determined the
10 fairness and reasonableness of the award of attorneys’ fees and Litigation Expenses,

11 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

12 1. This Order incorporates by reference the definitions in the Stipulation and
13 Agreement of Settlement dated December 21, 2021 (ECF No. 105-1) (the
14 “Stipulation”) and all capitalized terms not otherwise defined herein shall have the
15 same meanings as set forth in the Stipulation.

16 2. The Court has jurisdiction to enter this Order and over the subject matter
17 of the Action and all parties to the Action, including all Settlement Class Members.

18 3. Notice of Lead Counsel’s motion for attorneys’ fees and Litigation
19 Expenses was given to all Settlement Class Members who could be identified with
20 reasonable effort. The form and method of notifying the Settlement Class of the motion
21 for attorneys’ fees and Litigation Expenses satisfied the requirements of Rule 23 of
22 the Federal Rules of Civil Procedure, the United States Constitution (including the
23 Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C.
24 § 78u-4, as amended, and all other applicable law and rules, constituted the best
25 notice practicable under the circumstances, and constituted due and sufficient notice
26 to all persons and entities entitled thereto.

27 4. Lead Counsel are hereby awarded attorneys’ fees in the amount of 30%
28 of the Settlement Fund and \$104,686.68 for Lead Counsel’s litigation expenses (which

1 fees and expenses shall be paid from the Settlement Fund), which sums the Court finds
2 to be fair and reasonable.

3 5. In making this award of attorneys' fees and Litigation Expenses to be
4 paid from the Settlement Fund, the Court has considered and found that:

- 5 a) The Settlement has created a fund of \$18,250,000 in cash that has been
6 funded into escrow pursuant to the terms of the Stipulation, and numerous
7 Settlement Class Members who submit acceptable Claim Forms will
8 benefit from the Settlement because of Lead Counsel's efforts;
- 9 b) The fee sought by Lead Counsel has been reviewed and approved as
10 reasonable by Class Representatives, the two institutional investor Lead
11 Plaintiffs which oversaw the prosecution and resolution of the Action;
- 12 c) Copies of the Notice were mailed to over 25,000 potential Settlement
13 Class Members and nominees stating that Lead Counsel would apply for
14 attorneys' fees in an amount not to exceed 30% of the Settlement Fund
15 and Litigation Expenses in an amount not to exceed \$250,000;
- 16 d) There were no objections to the requested attorneys' fees and Litigation
17 Expenses;
- 18 e) Lead Counsel have conducted the litigation and achieved the Settlement
19 with skill, perseverance, and diligent advocacy;
- 20 f) The Action raised a number of complex and novel issues;
- 21 g) Had Lead Counsel not achieved the Settlement there would remain a
22 significant risk that Class Representatives and the other members of the
23 Settlement Class may have recovered less or nothing from Defendants;
- 24 h) Lead Counsel devoted over 6,550 hours, with a lodestar value of over
25 \$3.8 million, to achieve the Settlement; and
- 26 i) The amount of attorneys' fees awarded and expenses to be paid from the
27 Settlement Fund are fair and reasonable and consistent with awards in
28 similar cases.

Exhibit 10

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION**

**In re QUALITY SYSTEMS, INC.
SECURITIES LITIGATION**

Case No.: SACV 13-01818-CJC-JPR

**ORDER AWARDING ATTORNEYS'
FEES AND EXPENSES AND AWARD
TO LEAD PLAINTIFFS PURSUANT
TO 15 U.S.C. § 78u-4(a)(4)**

This matter having come before the Court on November 19, 2018, on the motion of Lead Counsel for an award of attorneys' fees and expenses (the "Fee Motion"), the Court, having considered all papers filed and proceedings conducted herein, having found the Settlement of this litigation to be fair, reasonable and adequate, and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

(i) This Order incorporates by reference the definitions in the Stipulation of Settlement dated July 16, 2018 (the “Stipulation”), and all capitalized terms used, but not defined herein, shall have the same meanings as set forth in the Stipulation.

(ii) This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Class who have not timely and validly requested exclusion.

(iii) Notice of Lead Counsel’s Fee Motion was given to all Class Members who could be located with reasonable effort. The form and method of notifying the Class of the Fee Motion met the requirements of Rule 23 of the Federal Rules of Civil Procedure and 15 U.S.C. §78u-4(a)(7), the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

(iv) The Court hereby awards Lead Counsel attorneys’ fees of 25% of the Settlement Amount, plus expenses in the amount of \$159,715.35, together with the interest earned on both amounts for the same time period and at the same rate as that earned on the Settlement Fund until paid. The Court finds that the amount of fees awarded is appropriate and that the amount of fees awarded is fair and reasonable under the “percentage-of-recovery” method.

(v) The awarded attorneys’ fees and expenses and interest earned thereon shall be paid to Lead Counsel from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Stipulation, and in particular, ¶6.2 thereof, which terms, conditions, and obligations are incorporated herein.

(vi) In making this award of fees and expenses to Lead Counsel, the Court has considered and found that:

(a) the Settlement has created a fund of \$19,000,000 in cash that is already on deposit, and numerous Class Members who submit, or have submitted, valid

1 Proof of Claim and Release forms will benefit from the Settlement created by Lead
2 Counsel;

3 (b) over 61,200 copies of the Notice were disseminated to potential Class
4 Members indicating that Lead Counsel would move for attorneys' fees of no more than
5 25% of the Settlement Amount and for expenses (including the reimbursement of
6 expenses to Lead Plaintiffs) in an amount not to exceed \$300,000, and no objections to
7 the fees or expenses were filed by Class Members;

8 (c) Lead Counsel has pursued the Litigation and achieved the Settlement
9 with skill, perseverance, and diligent advocacy;

10 (d) Lead Counsel has expended substantial time and effort pursuing the
11 Litigation on behalf of the Class;

12 (e) Lead Counsel pursued the Litigation on a contingent basis, having
13 received no compensation during the Litigation, and any fee amount has been contingent
14 on the result achieved;

15 (f) the Litigation involves complex factual and legal issues and, in the
16 absence of settlement, would involve lengthy proceedings whose resolution would be
17 uncertain;

18 (g) had Lead Counsel not achieved the Settlement, there would remain a
19 significant risk that the Class may have recovered less or nothing from Defendants;

20 (h) Lead Counsel devoted over 9,300 hours, with a lodestar value of
21 approximately \$5 million, to achieve the Settlement;

22 (i) public policy concerns favor the award of reasonable attorneys' fees
23 and expenses in securities class action litigation; and

24 (j) the attorneys' fees and expenses awarded are fair and reasonable and
25 consistent with awards in similar cases within the Ninth Circuit.

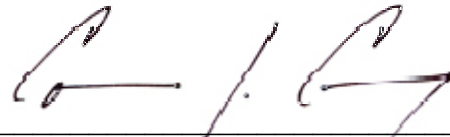
26 (vii) Any appeal or any challenge affecting this Court's approval regarding the
27 Fee Motion shall in no way disturb or affect the finality of the Judgment entered with
28 respect to the Settlement.

(viii) Pursuant to 15 U.S.C. §78u-4(a)(4), the Court awards \$2,000 to Lead Plaintiff City of Miami Fire Fighters' and Police Officers' Retirement Trust and \$2,119.26 to Lead Plaintiff Arkansas Teacher Retirement System for the time they spent directly related to their representation of the Class.

(ix) In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this Order shall be rendered null and void to the extent provided in the Stipulation and shall be vacated in accordance with the Stipulation.

IT IS SO ORDERED.

DATED: November 19, 2018

A handwritten signature in dark ink, appearing to read 'Cormac J. Carney', is written over a horizontal line.

CORMAC J. CARNEY
UNITED STATES DISTRICT JUDGE

Exhibit 11

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

In re NOVATEL WIRELESS SECURITIES
LITIGATION

This Document Relates To:

ALL ACTIONS.

Lead Case No.

08-CV-01689-AJB(RBB)

CLASS ACTION

ORDER AWARDING ATTORNEYS'
FEES AND EXPENSES AND LEAD
PLAINTIFFS' EXPENSES PURSUANT TO 15
U.S.C. §78u-4(a)(4)

DATE: June 20, 2014

TIME: 3:00 p.m.

CTRM: 3B, The Honorable Anthony
J. Battaglia

1 THIS MATTER having come before the Court on June 20, 2014, on the
2 motion of Lead Counsel for an award of attorneys' fees and expenses incurred in
3 the Action; the Court, having considered all papers filed and proceedings
4 conducted herein, having found the settlement of this Action to be fair, reasonable,
5 and adequate and otherwise being fully informed in the premises and good cause
6 appearing therefor;

7 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

8 1. All of the capitalized terms used herein shall have the same meanings
9 as set forth in the Stipulation of Settlement dated January 31, 2014 (the
10 "Stipulation").

11 2. This Court has jurisdiction over the subject matter of this application
12 and all matters relating thereto, including all members of the Class who have not
13 timely and validly requested exclusion.

14 3. The Court hereby awards Lead Counsel attorneys' fees of 27.5% of
15 the Settlement Fund and expenses in an aggregate amount of \$1,454,249.34,
16 together with the interest earned thereon for the same time period and at the same
17 rate as that earned on the Settlement Fund until paid. Said fees shall be allocated
18 by Lead Counsel in a manner which, in their good-faith judgment, reflects each
19 counsel's contribution to the institution, prosecution, and resolution of the Action.
20 The Court finds that the amount of fees awarded is fair and reasonable under the
21 "percentage-of-recovery" method.

22 4. The awarded attorneys' fees and expenses, and interest earned
23 thereon, shall be paid to Lead Counsel from the Settlement Fund immediately after
24 the date this Order is executed subject to the terms, conditions, and obligations of
25 the Stipulation, which are incorporated herein.

26 5. Pursuant to 15 U.S.C. §78u-4(a)(4), Lead Plaintiffs Plumbers &
27 Pipefitters' Local #562 Pension Fund and Western Pennsylvania Electrical

1 Employees Pension Fund are awarded \$23,503.99 and \$9,019.64, respectively, in
2 reimbursement of their time and expenses in serving on behalf of the Class.

3 IT IS SO ORDERED.

4 DATED: June 23, 2014

5 
6 Hon. Anthony J. Battaglia
7 U.S. District Judge
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

Exhibit 12

25 January 2022



Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review

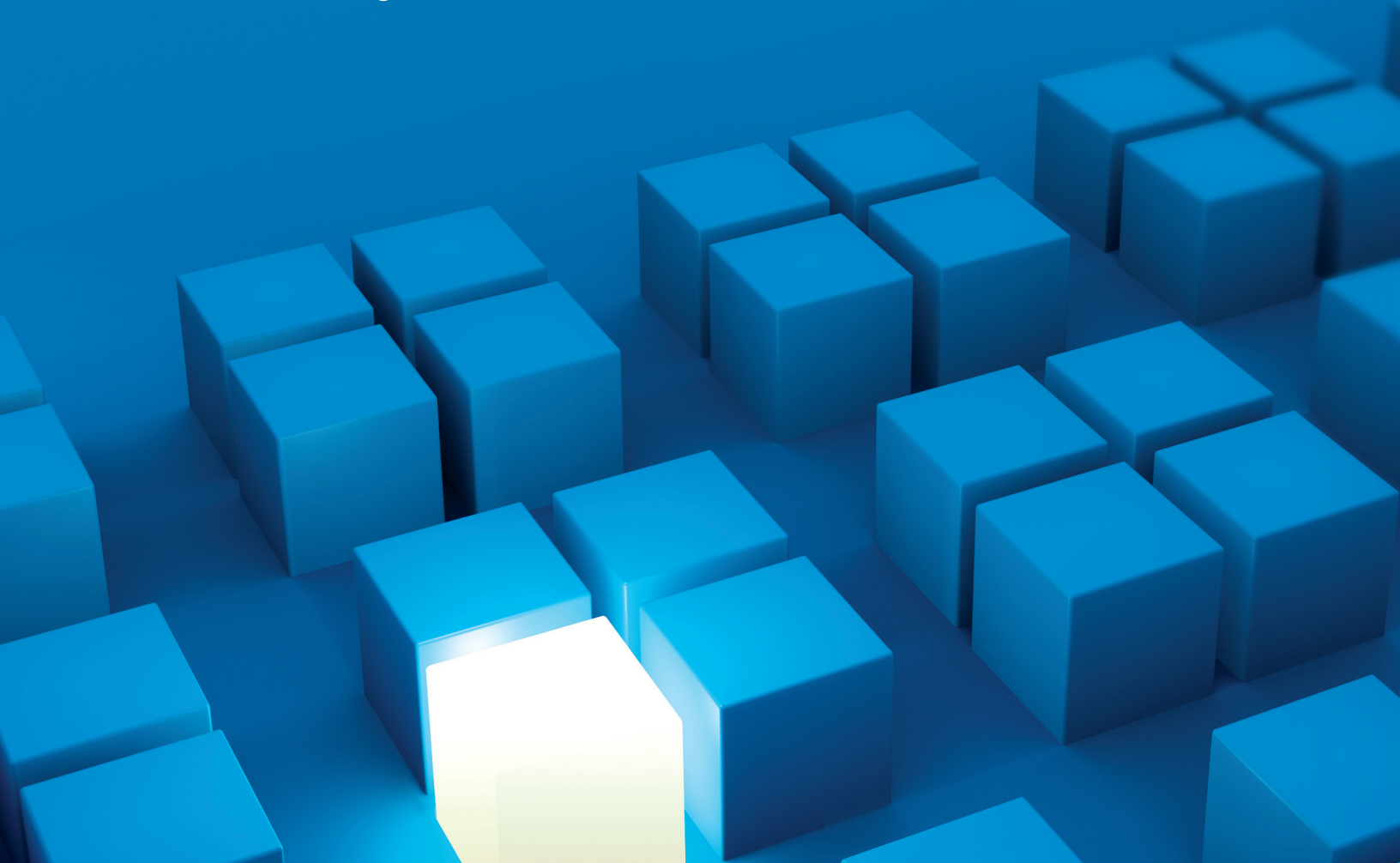
Over 10% of New Federal Filings Were Related to Special Purpose Acquisition Companies
Substantially Fewer Merger Objections Filed, Leading to a Decline in Aggregate New Filings
Total Resolutions, Average and Median Settlement Values Declined

By Janeen McIntosh and Svetlana Starykh

Foreword

I am excited to share NERA's Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review with you. This year's edition builds on work carried out over three decades by many members of NERA's Securities and Finance Practice. This year's report continues our analyses of trends in filings and settlements and presents new analyses related to current topics such as special purpose acquisition companies. Although space does not permit us to present all the analyses the authors have undertaken while working on this year's edition or to provide details on the statistical analysis of settlement amounts, we hope you will contact us if you want to learn more about our research or our work related to securities litigations. On behalf of NERA's Securities and Finance Practice, I thank you for taking the time to review our work and hope you find it informative.

Dr. David Tabak
Managing Director

A stylized, handwritten signature in white ink, likely belonging to Dr. David Tabak, positioned below his name and title.

Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review

**Over 10% of New Federal Filings Were Related to Special Purpose Acquisition Companies
Substantially Fewer Merger Objections Filed, Leading to a Decline in Aggregate New Filings
Total Resolutions, Average and Median Settlement Values Declined**

By Janeen McIntosh and Svetlana Starykh¹

25 January 2022

Introduction

For the first time since 2016, fewer than 300 new federal securities class action suits were filed.² There were 205 cases filed in 2021, a decline from the 321 suits filed in 2020. Although substantially lower than the number of cases filed annually between 2017 and 2019, the 2021 level is well within the pre-2017 historical range. The decline in the aggregate number of new cases filed was driven by the notable decrease in the number of merger-objection suits in 2021. More specifically, new merger-objection filings declined by more than 85% between 2020 and 2021. Of the new cases filed in 2021, over 30% were filed against defendants in the electronic technology and services sector and 40% were filed in the Second Circuit. The most common allegation included in the complaints was misled future performance while the proportion of cases with an allegation related to merger-integration issues doubled, driven primarily by the numerous filings related to special purpose acquisition companies. In 2021, there were 20 securities class action cases filed with a COVID-19-related claim alleged in the complaint, a decrease from the 33 suits filed in 2020.

Of the 239 cases resolved in 2021, 153 were dismissed and 86 resolved through a settlement. This is a decline in total dismissed cases and total resolutions relative to 2020. Compared to 2020, there was an increase in both dismissed and settled non-merger-objection cases. There was a substantial decrease in merger-objection cases dismissed and one more such suit settled than in 2020. This decline in the number of dismissed merger-objection cases not only offset the increase in standard case resolutions, but also led to a lower aggregate number of cases resolved in 2021.

An evaluation of securities class action suits filed and resolved between 1 January 2000 and 31 December 2021 reveals the vast majority had a motion to dismiss filed. Of the 96% of cases with a motion to dismiss filed, a decision was reached in 73% of the cases prior to resolution of the case. Of the cases with a decision on a motion to dismiss, approximately 56% were granted. Among the same group of cases, a motion for class certification was filed in only 16% of the securities class actions. Of that 16%, a decision was reached in 56% of the cases prior to the case resolution, with the motion for class certification granted in 83% of the cases with a decision.

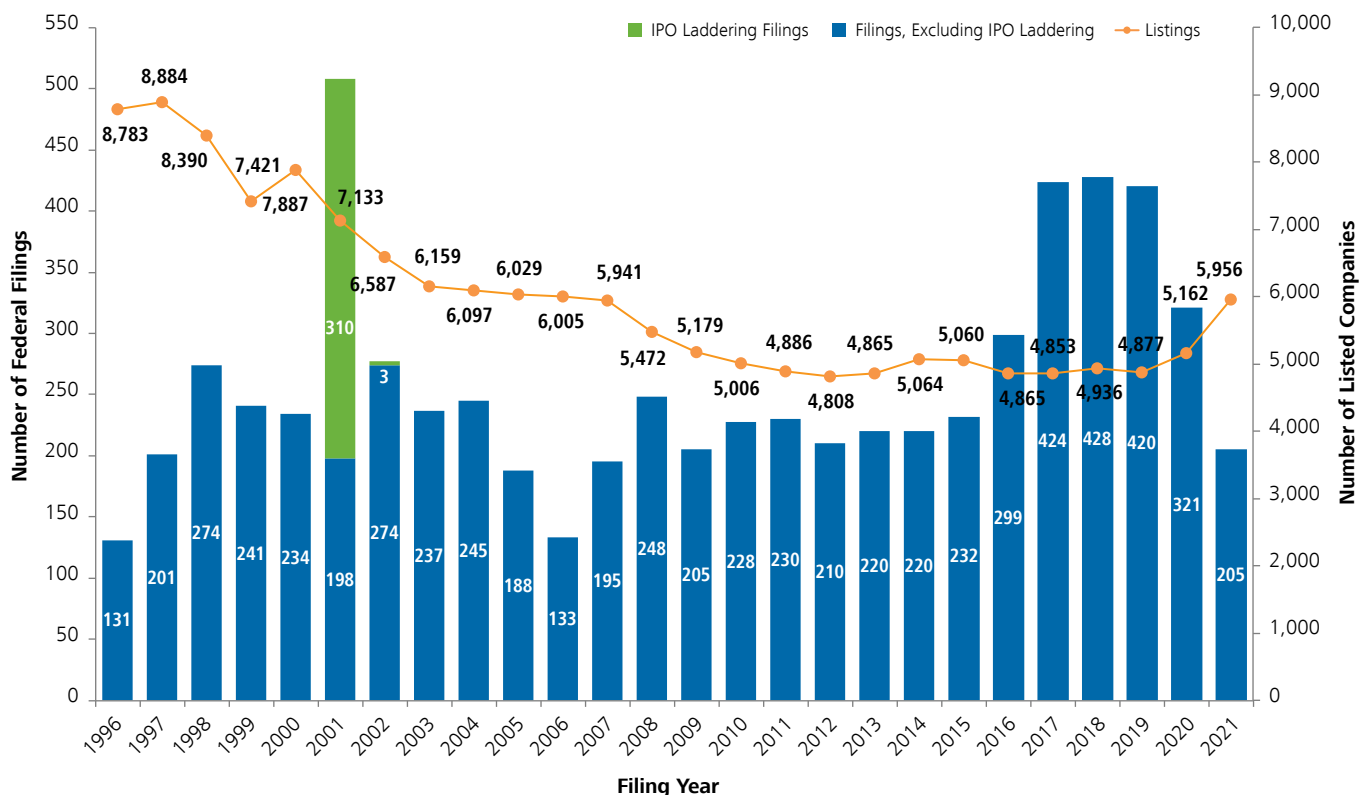
In 2021, aggregate settlements amounted to \$1.8 billion, with more than 50% of this amount associated with the top 10 highest settlements for the year. The average settlement value decreased by over 50% in 2021 to \$21 million, the lowest recorded average in the last 10 years. Given that there were no “mega” settlements (settlements of \$1 billion or greater) in 2021, the average settlement value after excluding “mega” settlements remains unchanged at \$21 million. For 2021, the median settlement value was \$8 million, the lowest recorded median value since 2017. The median annual settlement value for 2021 is approximately 40% lower than the inflation-adjusted median value observed in the prior three years.

Trends in Filings

Following the passage of PSLRA in 1996, there have been over 100 federal securities class action (SCA) suits filed each year. With the exception of 2001, when numerous IPO laddering cases were filed, there were fewer than 300 new cases filed annually between 1996 and 2016. In 2017, there were substantially more new suits filed, with more than 415 annual cases recorded—a trend that continued through 2019. This uptick in filings was mostly due to the considerable increase in merger-objection cases. However, in both 2020 and 2021, this higher annual level of new cases filed did not persist.³

For the second consecutive year, new securities class action filings declined, falling to the lowest level since 2009. In 2021, there were 205 new cases filed, which is more than 50% lower than the annual levels of filings recorded each year between 2017 and 2019. See Figure 1.

Figure 1. **Federal Filings and Number of Companies Listed in the United States**
January 1996–December 2021

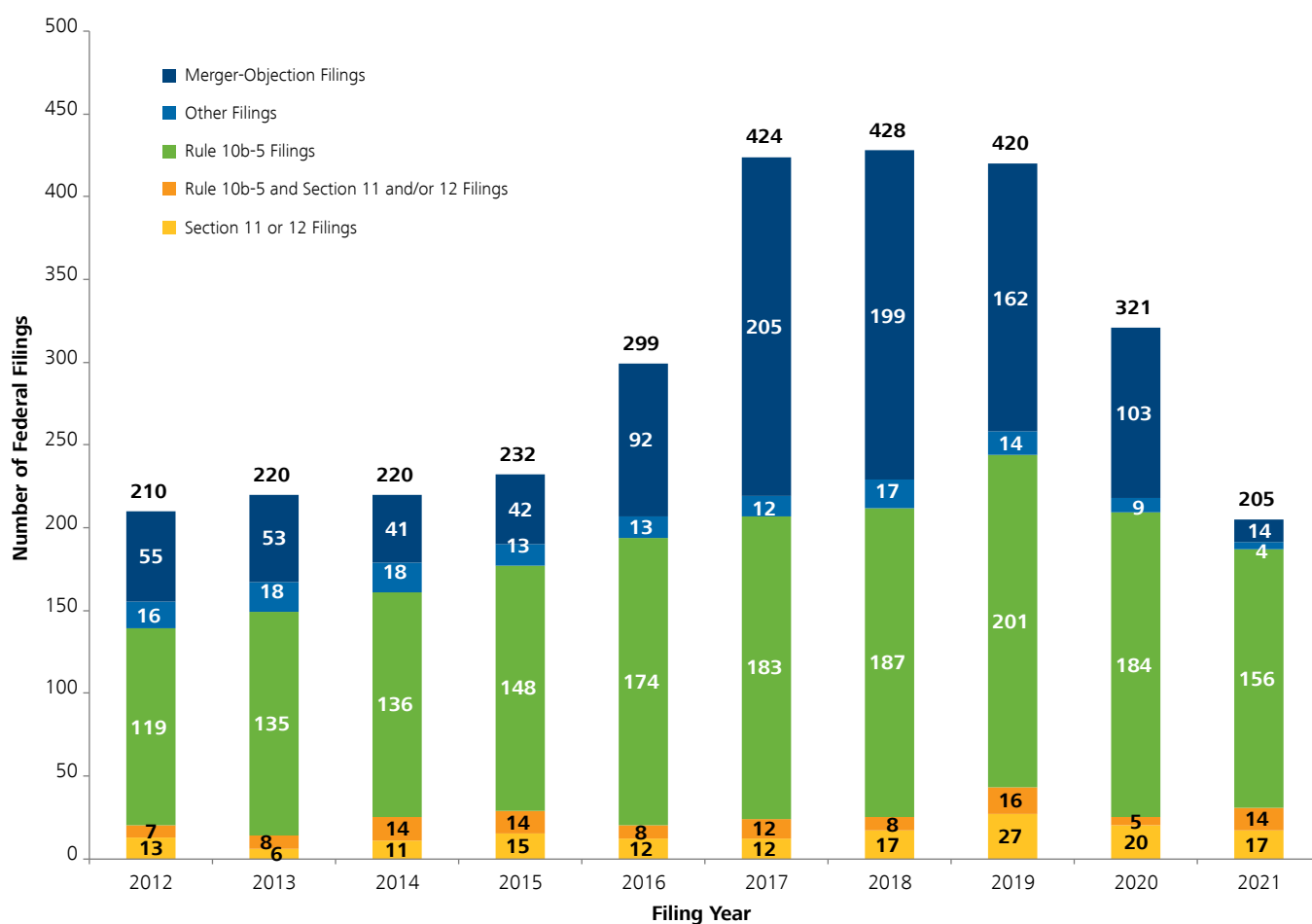


Note: Listed companies include those listed on the NYSE and Nasdaq. Listings data obtained from World Federation of Exchanges (WFE). The 2021 listings data is as of September 2021.

In addition to analyzing trends in aggregate filings, we also evaluated the number of filings relative to the number of companies listed on the NYSE and Nasdaq exchanges. There were 5,956 listed companies as of September 2021, which represents a 15% increase over the 2020 level and a noteworthy change from the minor year-to-year fluctuations observed between 2016 and 2019.

Even though there was a significant decrease in new federal SCA filings in 2021, the decline was not consistent across all case types. While new filings of Rule 10b-5 and Section 11 and/or Section 12 cases increased, new filings of merger objections, Rule 10b-5 only, Section 11 and/or 12 only, and other SCA cases declined. The most notable was the decline in merger-objection filings, which decreased by more than 85% from 103 new filings in 2020 to only 14 new filings in 2021. See Figure 2.

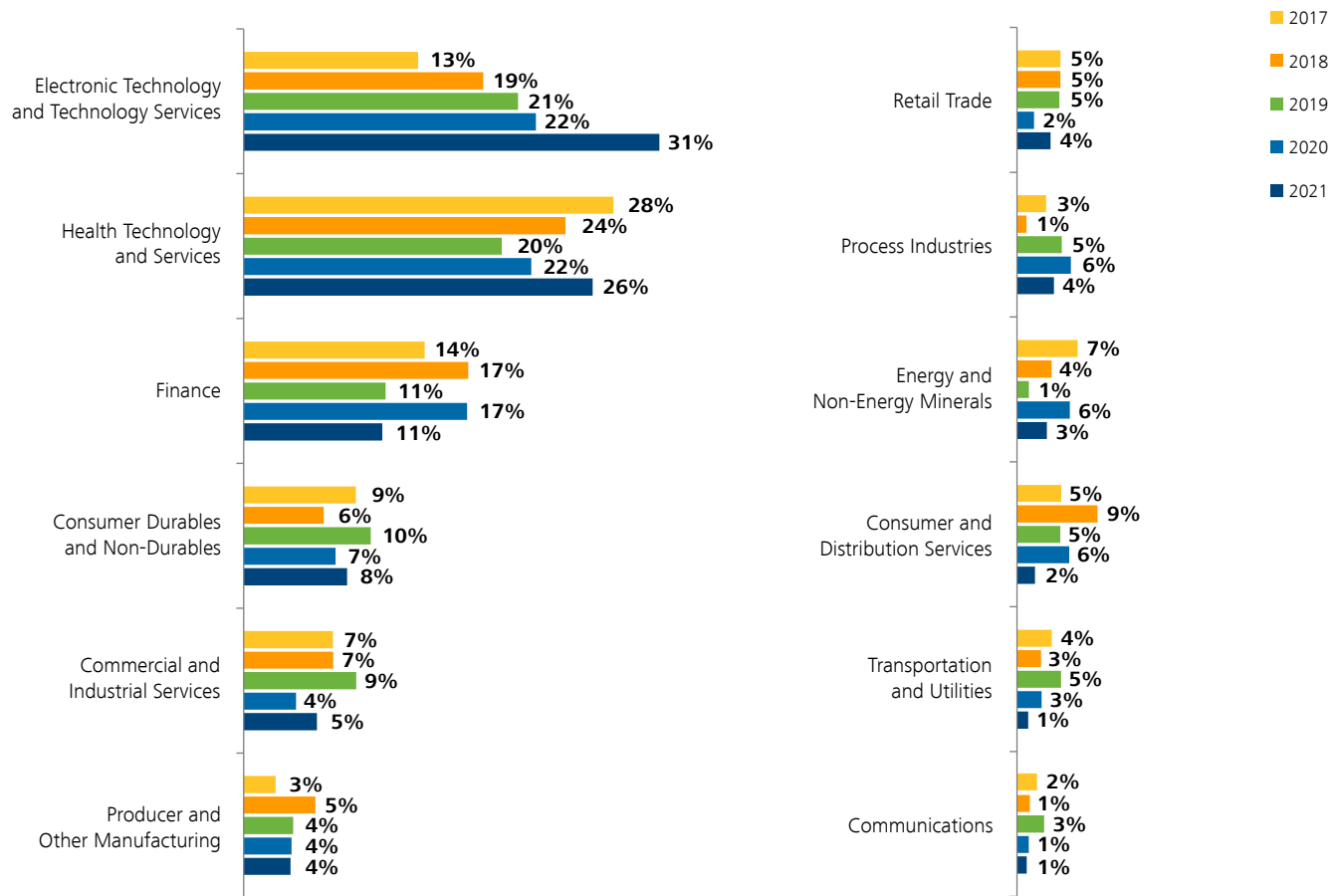
Figure 2. **Federal Filings by Type**
January 2012–December 2021



Since 2018, the percentage of securities class action suits filed against defendants in the electronic technology and services sector has shown steady growth. Of the new cases filed in 2017, less than 15% were filed against defendants in the electronic technology and services sector compared to over 30% against defendants in the same sector in 2021. Between 2019 and 2021, the percentage of securities class action suits filed against defendants in the health technology and services sector also increased from 20% to 26%. See Figure 3.

Figure 3. **Percentage of Federal Filings by Sector and Year**

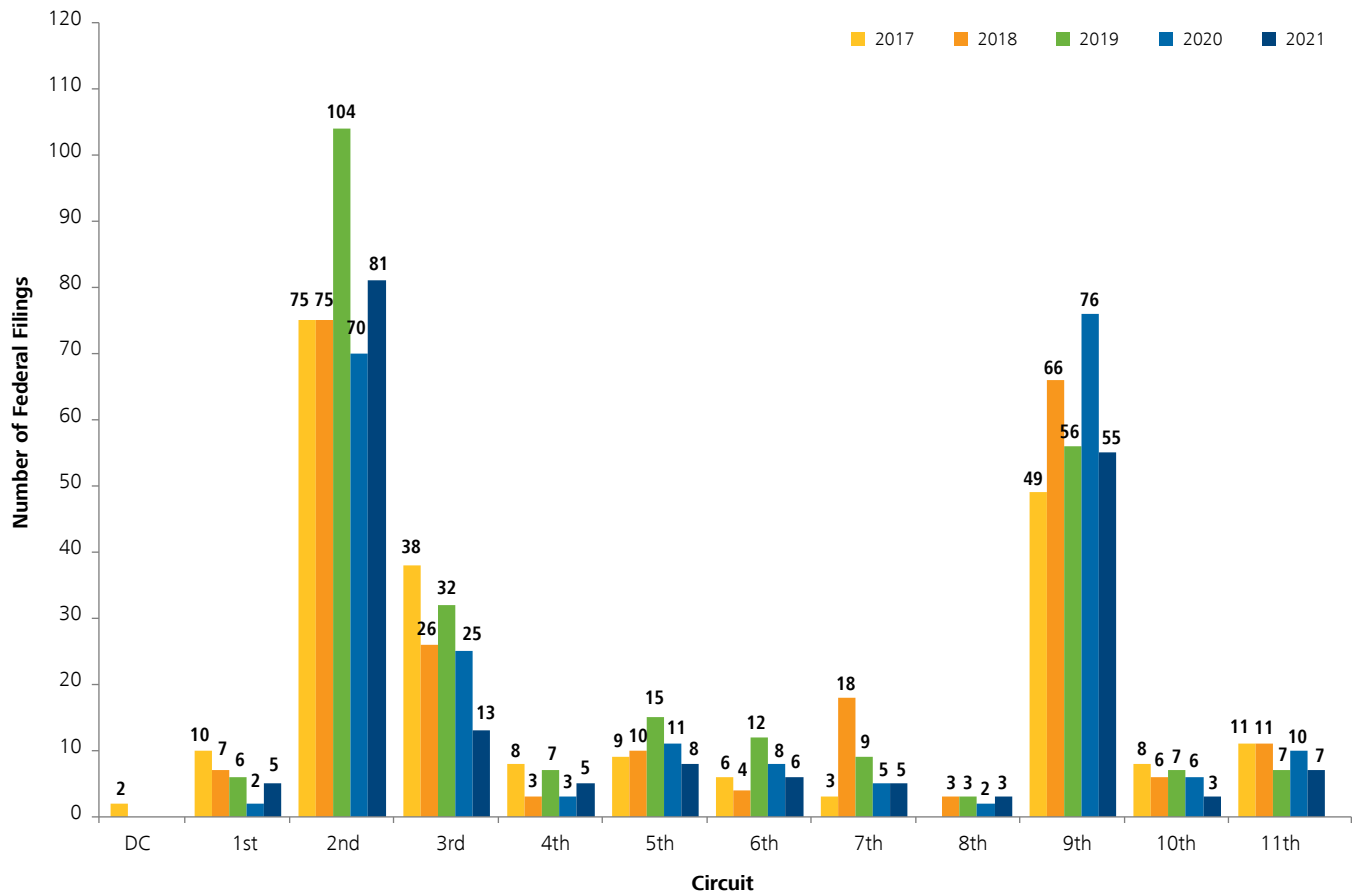
Excludes Merger Objections
January 2017–December 2021



Note: This analysis is based on the FactSet Research Systems, Inc. economic sector classification. Some of the FactSet economic sectors are combined for presentation.

In 2020, we observed a spike in new federal securities class action filings in the Ninth Circuit. This pattern did not persist in 2021. In 2021, the Second Circuit received the highest number of new SCA cases filed while the number of filings in the Ninth Circuit returned to pre-2020 levels. However, the number of new filings in the Third Circuit declined to a five-year low with fewer than 15 cases filed in this circuit in 2021. See Figure 4.

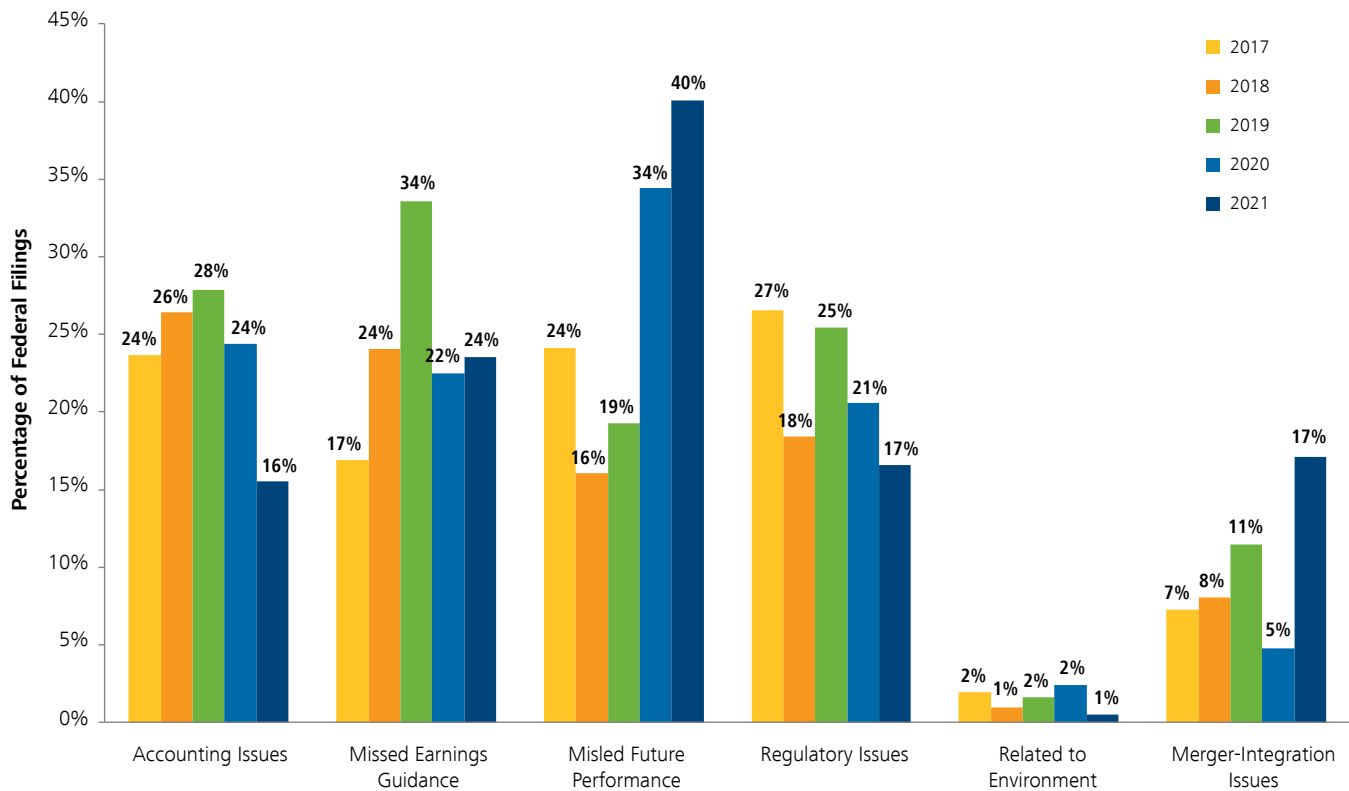
Figure 4. **Federal Filings by Circuit and Year**
Excludes Merger Objections
January 2017–December 2021



Of the new federal securities class action cases filed in 2021, 40% alleged violations related to misleading future performance, the most common alleged violation for the year.⁴ Allegations of violations related to missed earnings guidance continue to be a common allegation, with 24% of cases involving this claim. The percentage of cases alleging violations of accounting issues and regulatory issues declined in 2021, each occurring in less than 20% of new cases filed. In 2021, there was an uptick in the number of SCA filings with an allegation related to merger-integration issues included in the complaint. This increase was driven by the substantial number of cases involving special purpose acquisition companies (SPAC) filed in 2021. Excluding these SPAC cases, only 5% of cases included an allegation related to merger-integration issues. See Figure 5.

Figure 5. **Allegations**

Shareholder Class Actions with Alleged Violations of Rule 10b-5, Section 11, and/or Section 12
January 2017–December 2021



Event-Driven and Special Cases

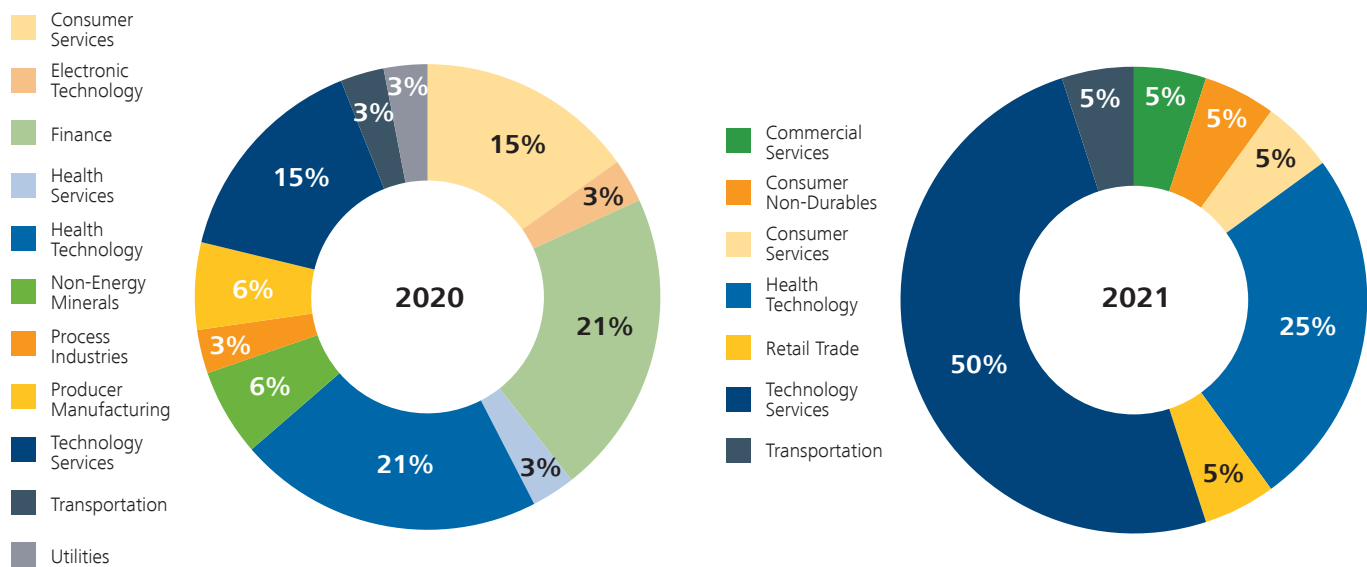
As part of our annual review process, we identify potential development areas for securities class action filings and review any new trends on previously identified areas.⁵ Below, we summarize some of these areas for the last three years.

COVID-19

The first federal securities class action suit with claims related to COVID-19 included in the complaint was filed in March 2020. Since then, there have been a total of 52 additional suits. In 2021, there were 20 securities class action cases filed with a COVID-19-related claim, a decrease from the 33 suits filed in 2020. While the Ninth Circuit was the jurisdiction with the highest percentage of COVID-19-related filings in 2020, the Second Circuit was the most common venue in 2021.

Of the 2021 cases filed with a COVID-19-related claim in the complaint, 50% were against defendants in the technology services economic sector. Among the 2020 cases filed with a COVID-19 claim, only 15% were against defendants within this sector. See Figure 6.

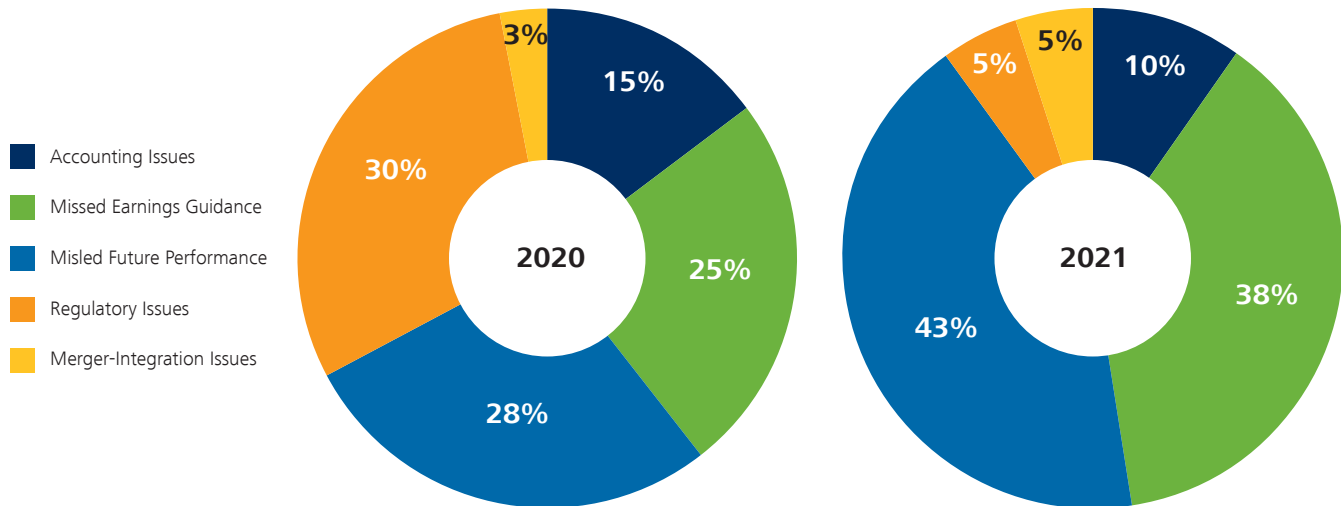
Figure 6. **Percentage of COVID-19-Related Federal Filings by Sector and Year**
March 2020–December 2021



Note: Due to rounding, percentages may not add to 100%.

In 2020, a violation related to regulatory issues was the most common allegation among the COVID-19-related cases. However, in 2021, only one case with a COVID-19 claim included an allegation of regulatory issues. In contrast, the most common allegation included in the COVID-19-related suits filed in 2021 related to future performance. See Figure 7.

Figure 7. **Percentage of COVID-19-Related Federal Filings by Allegation and Year**
March 2020–December 2021



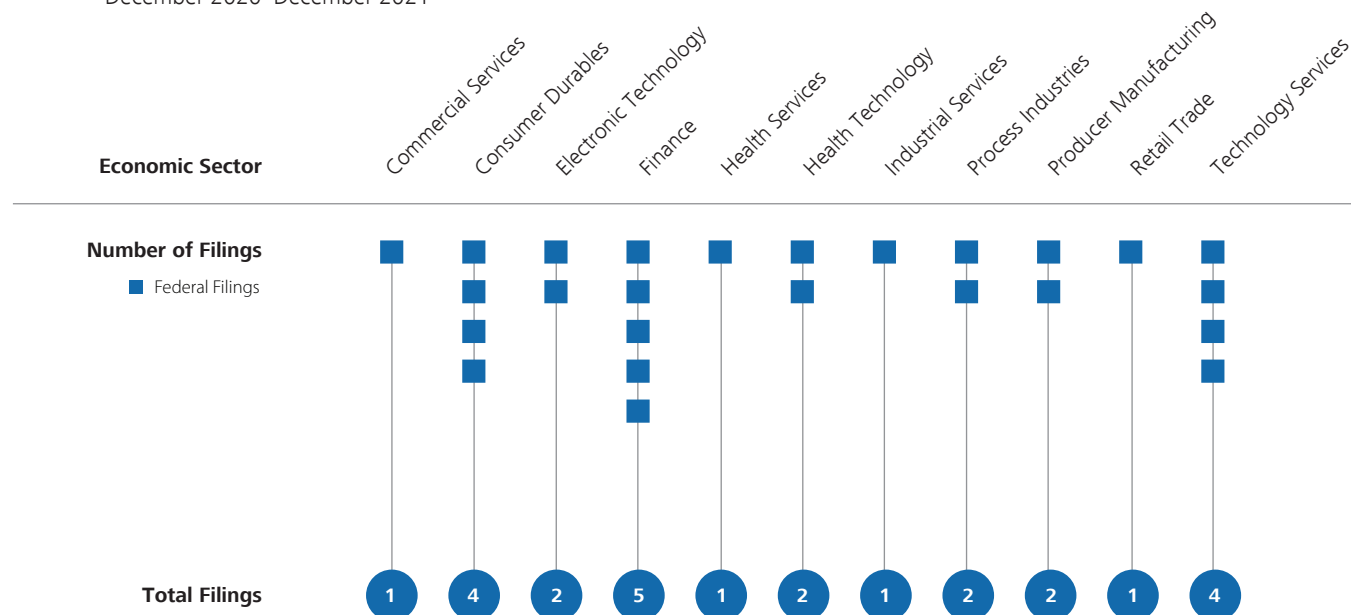
Note: Due to rounding, percentages may not add to 100%.

SPAC

In 2021, numerous federal cases were filed related to special purpose acquisition companies (SPACs). Between January 2021 and December 2021, a total of 24 cases related to SPACs were filed, a substantial increase from the one case filed in 2020.

These suits were filed against defendants in a number of sectors, with defendants in the consumer durables, technology services, and finance sectors being the most frequently targeted in 2020–2021. See Figure 8.

Figure 8. **Number of SPAC-Related Federal Filings by Sector**
December 2020–December 2021



Of the 25 SPAC cases filed in 2020 and 2021, all but one included an allegation related to merger-integration issues. Claims related to misleading earnings guidance were found in 11 of the 25 SPAC cases. In total, these suits included 49 allegations, or an average of approximately two allegations per suit. See Figure 9.

Figure 9. **Number of SPAC-Related Federal Filings by Allegation**
December 2020–December 2021

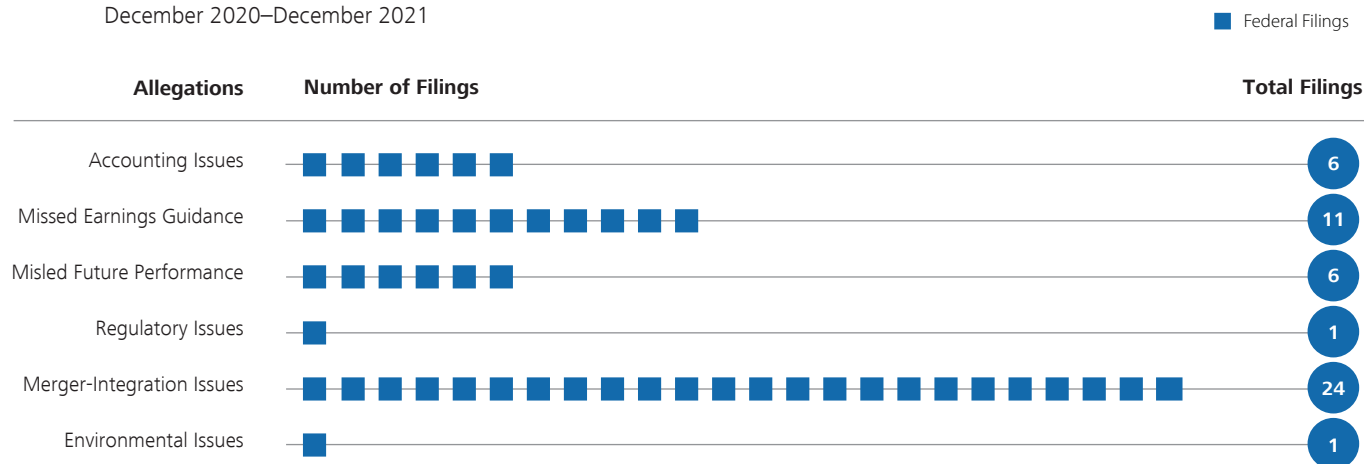
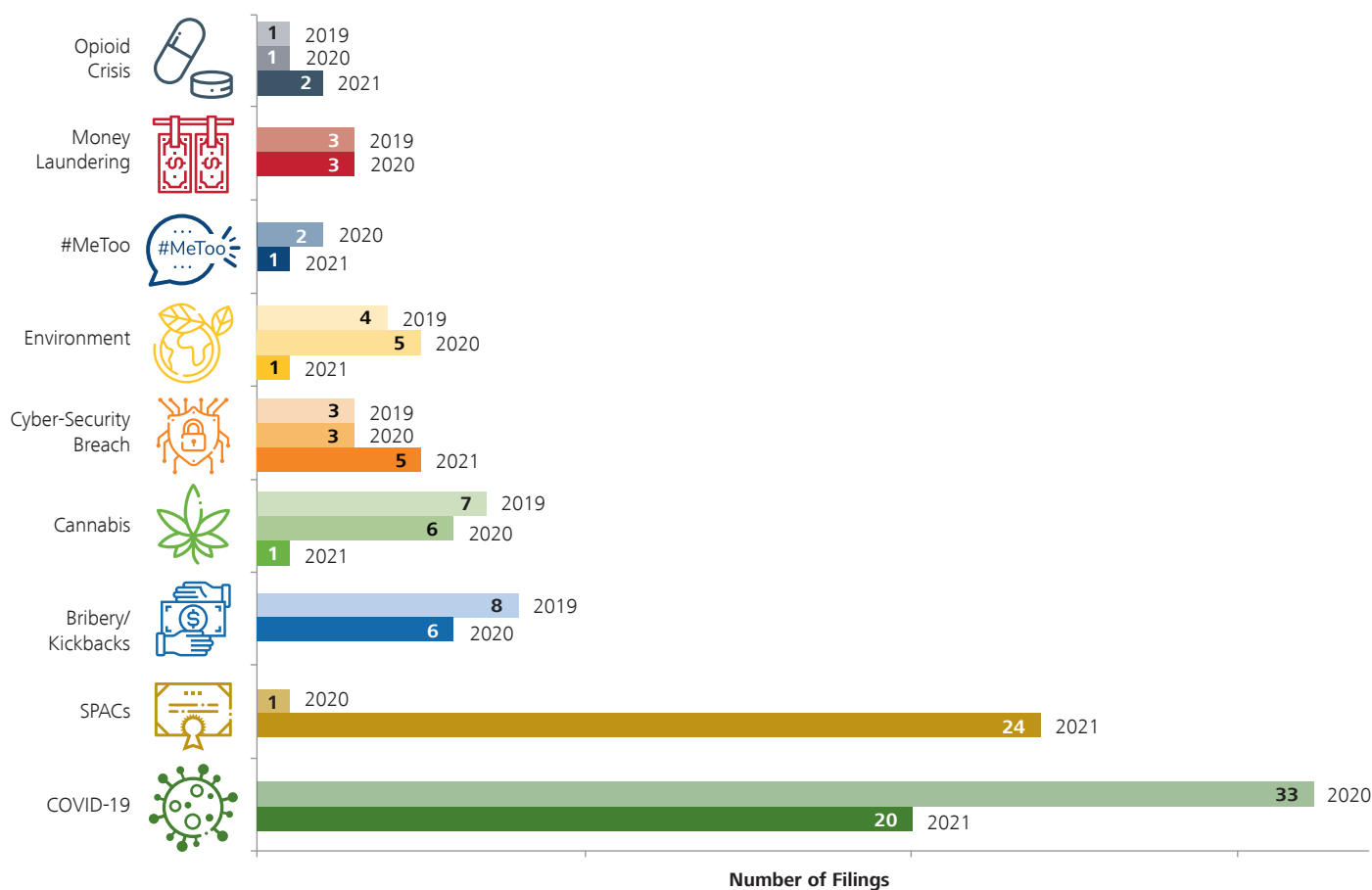


Figure 10. **Event-Driven and Other Special Cases by Filing Year**
January 2019–December 2021



Bribery/Kickbacks

In 2019 and 2020, there were eight and six bribery/kickback-related securities class action cases filed, respectively. However, in 2021, there were no such cases filed. See Figure 10.

Cannabis

Over the 2019–2020 period, 13 cases were filed against defendants in the cannabis industry. In 2021, only one such securities class action case was filed. See Figure 10.

Cybersecurity Breach

Unlike some other development or special interest areas, securities class action filings related to a cybersecurity breach continued to be filed in 2021. In both 2019 and 2020 individually, three cases were filed related to a cybersecurity breach. While still only a handful of cases, there was an increase in 2021 with five such cases filed. See Figure 10.

Environment

In 2021, there was one environment-related case filed. This is a decrease from the five cases filed in 2020 and the four cases filed in 2019. See Figure 10.

Money Laundering

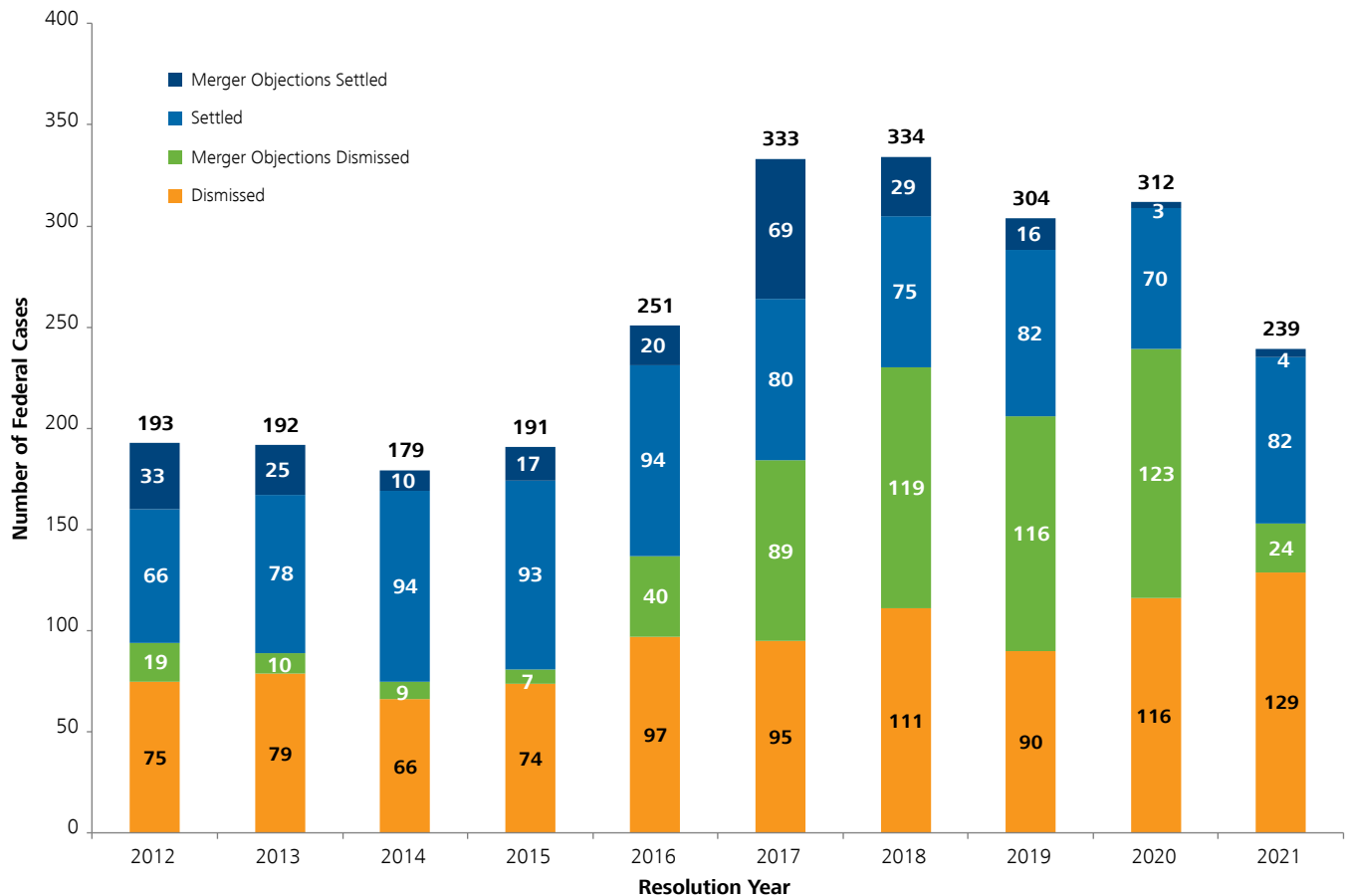
In total, six cases with claims of money laundering were filed in the 2019–2020 period, with three cases filed each year. No cases with money laundering claims were filed in 2021. See Figure 10.

Trends in Resolutions

Resolutions consist of both dismissed and settled cases.⁶ In any one year, the aggregate number of resolutions may be affected by changes in either or both categories. For our analysis, we review changes within these categories as well as the trends for merger objections and non-merger-objection cases separately. In addition, we review the current status of securities class action suits filed in the last 10 years.

In 2021, 239 cases were resolved, the lowest recorded level of resolutions since 2015. Of those, 153 were dismissed and 86 resolved through a settlement. This is a decrease in both aggregate resolutions and dismissals compared to 2020. However, compared to the pre-2017 resolutions, the 239 cases resolved is well within the historical range of annual resolutions. See Figure 11.

Figure 11. **Number of Resolved Cases: Dismissed or Settled**
January 2012–December 2021

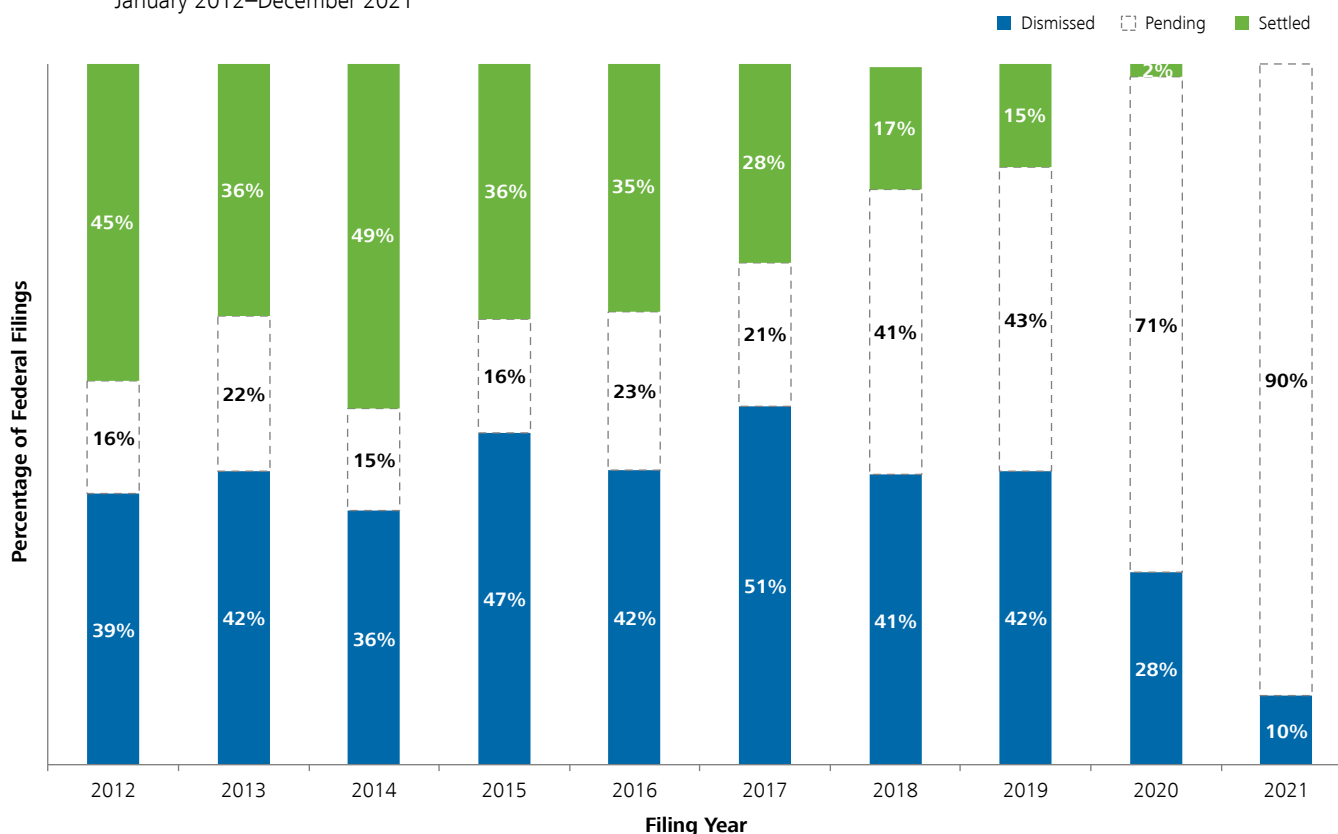


A review of the resolution pattern by type of case reveals differing trends. Although not a substantial increase, the number of non-merger-objection resolutions in 2021 was the highest recorded in the last 10 years. While there was a modest increase in both the number of non-merger-objection suits dismissed and settled relative to 2020, there was a decrease in dismissed merger-objection cases. In fact, the number of merger-objection suits dismissed in 2021 was more than 80% fewer than the number of similar suits dismissed in 2020. This decline in the number of dismissed merger-objection suits was more than sufficient to offset the increase in Rule 10b-5, Section 11, and/or 12 case (standard case) resolutions, resulting in a lower aggregate number of cases resolved in 2021.

For each filing year since 2015, more cases have been resolved in favor of the defendant than have been settled. This is consistent with historical trends, which have indicated that settlements typically occur later in the litigation process. Reviewing cases filed in 2020, as of December 2020, 6% were dismissed and 94% remained pending.⁷ For the same group of cases, as of December 2021, 28% were dismissed and only 2% were settled. Of the cases filed in 2021, a higher proportion of cases were dismissed in the year of filing than the cases filed in 2020, with 10% dismissed as of year-end 2021. See Figure 12.

Figure 12. **Status of Cases as Percentage of Federal Filings by Filing Year**

Excludes Merger Objections and Verdicts
January 2012–December 2021



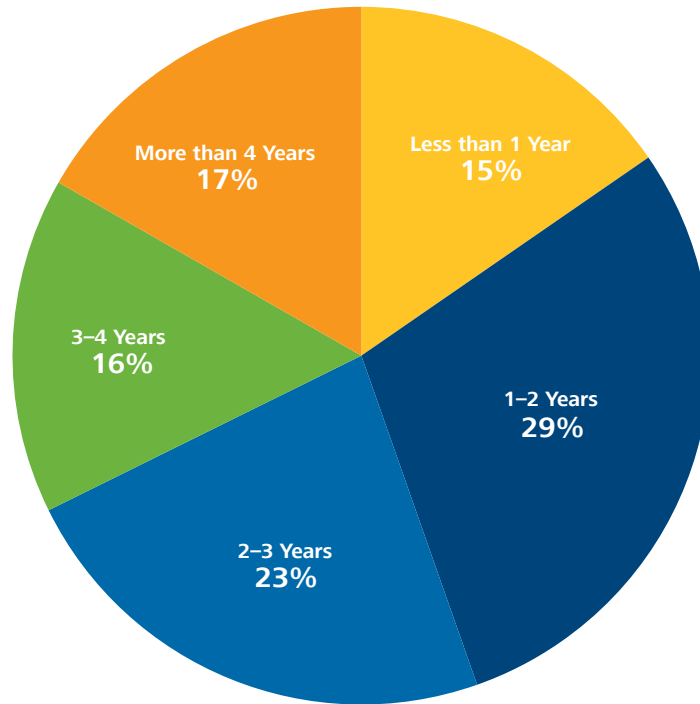
Note: Dismissals may include dismissals without prejudice and dismissals under appeal.

While 83% of cases resolve in four years or less, over half of cases are resolved between one and three years after filing.⁸ See Figure 13.

Figure 13. **Time from First Complaint Filing to Resolution**

Excludes Merger Objections and Laddering Cases

Cases Filed January 2003–December 2017 and Resolved January 2003–December 2021



“The number of merger-objection suits dismissed in 2021 was more than 80% fewer than the number of similar suits dismissed in 2020. This decline in the number of dismissed merger-objection suits was more than sufficient to offset the increase in standard case resolutions, resulting in a lower aggregate number of cases resolved in 2021.”

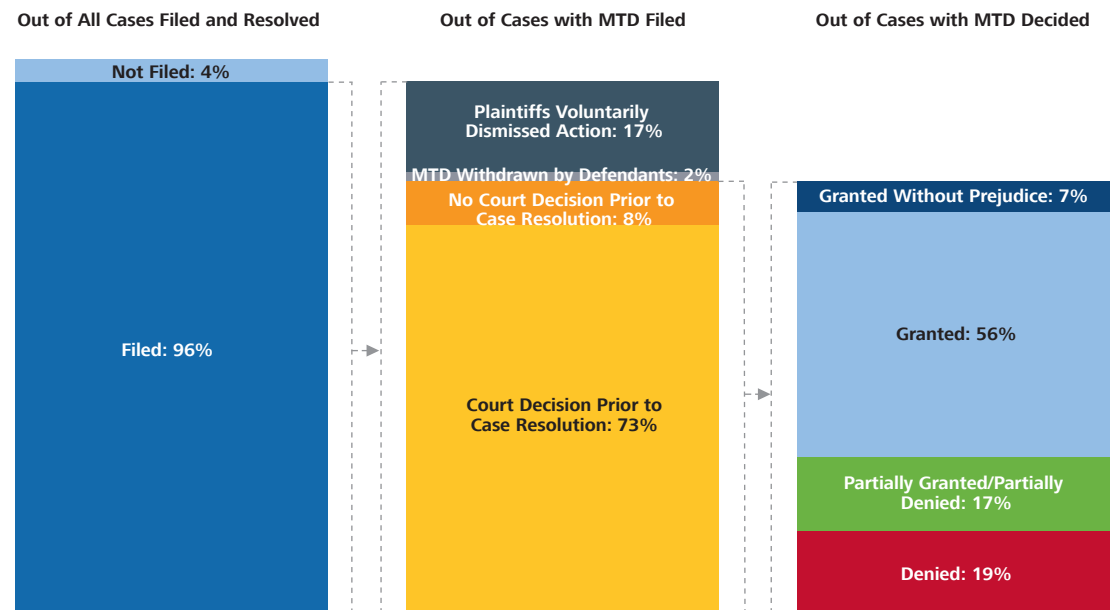
Analysis of Motions

In addition to tracking filing and resolution information for federal securities class actions, NERA also tracks decisions on motions to dismiss and motions for class certification, and the status of any motion as of the resolution of each case.⁹

Motion to Dismiss

Of the securities class action cases filed and resolved between 1 January 2012 and 31 December 2021, a motion to dismiss was filed in 96%. Among those, a decision was reached in 73% of cases. Of the cases with a decision on a motion to dismiss, approximately 56% were granted while only 19% were denied. Lastly, of the 96% of cases with a motion to dismiss filed, plaintiffs voluntarily dismissed the action in 17%, while the motion to dismiss was withdrawn by defendants only in an additional 2%. See Figure 14.

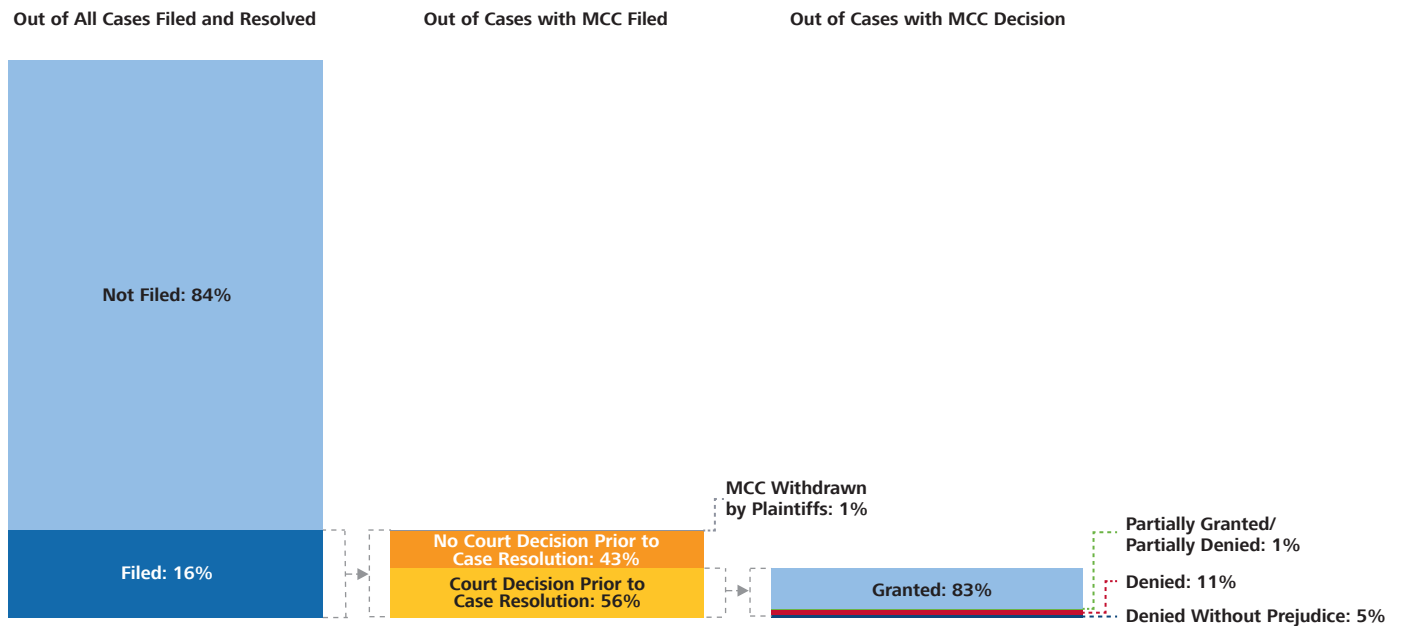
Figure 14. **Filing and Resolutions of Motions to Dismiss**
Cases Filed and Resolved January 2012–December 2021



Motion for Class Certification

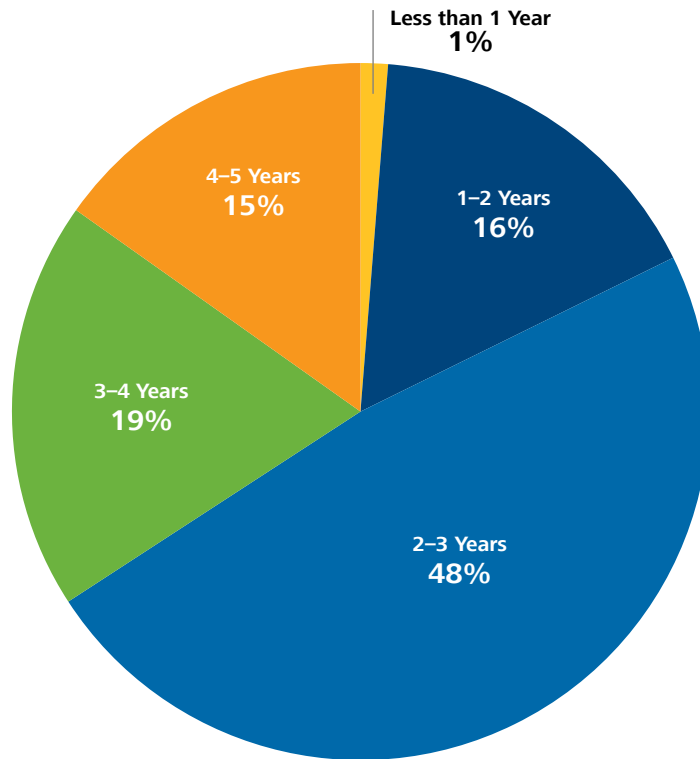
A motion for class certification was filed in less than 20% of the securities class action suits filed and resolved between 1 January 2012 and 31 December 2021. This is partly due to the fact that a substantial number of cases are either dismissed or settled before the class-certification stage of the case is reached. A decision was reached in 56% of the cases where a motion for class certification was filed, with the motion being withdrawn by plaintiffs in an additional 1% of the cases. Among the cases with a decision, the motion for class certification was granted in 83% and partially granted and partially denied in an additional 1% of cases. See Figure 15.

Figure 15. **Filing and Resolutions of Motions for Class Certification**
Cases Filed and Resolved January 2012–December 2021



Approximately half of decisions on motions for class certification occur between two and three years after the filing of the first complaint. See Figure 16.

Figure 16. **Time from First Complaint Filing to Class Certification Decision**
Cases Filed and Resolved January 2012–December 2021

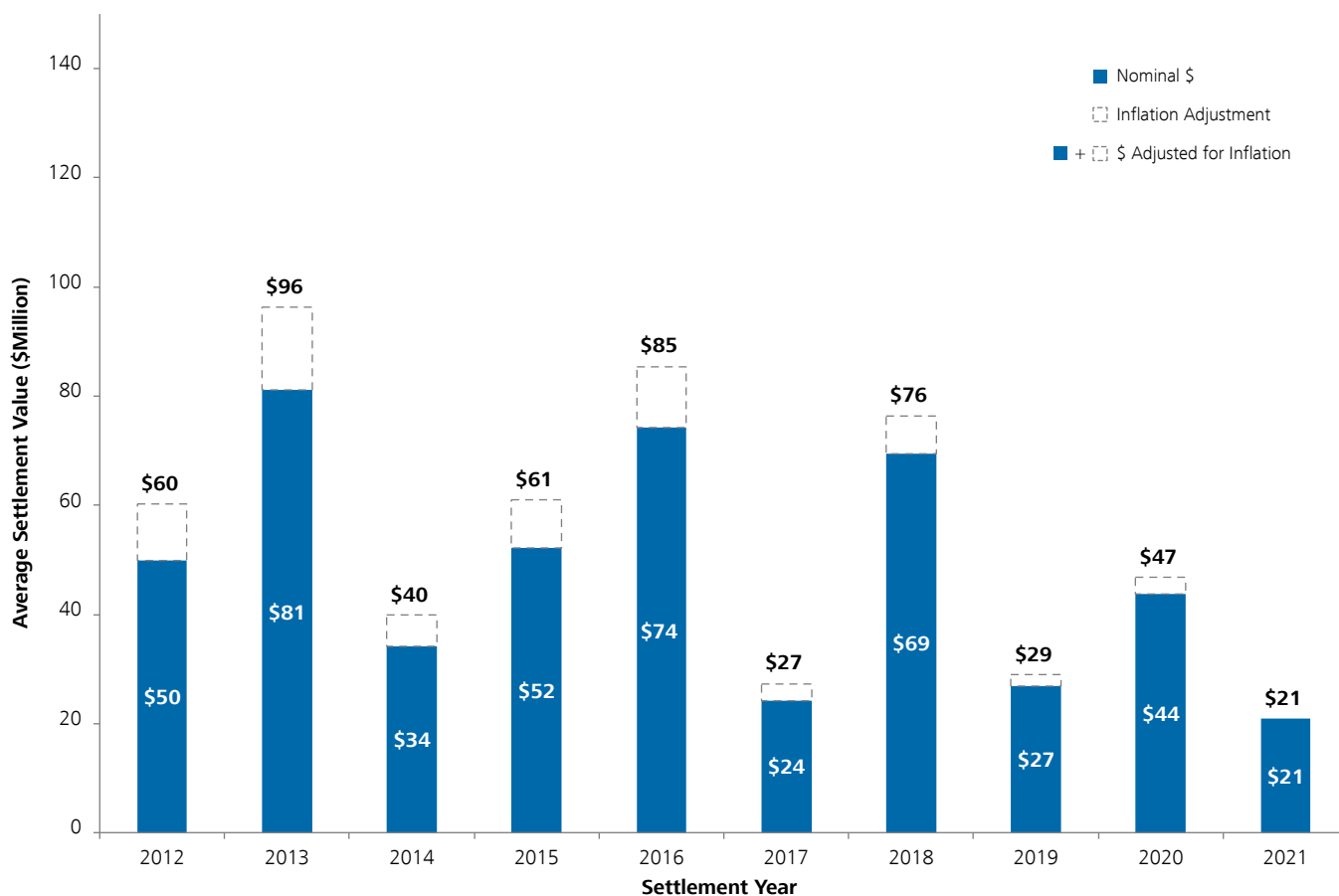


“A motion for class certification was filed in less than 20% of the securities class action suits filed and resolved between 1 January 2012 and 31 December 2021.”

Trends in Settlement Values

In 2021, aggregate settlements amounted to \$1.8 billion. This amount is \$400 million lower than the inflation-adjusted \$2.2 billion aggregate settlement amount in 2019, and considerably lower than the inflation-adjusted amounts of \$3.1 billion and \$5.2 billion in 2020 and 2018, respectively. Trends in settlement values can be evaluated using a variety of metrics, including distributions of settlement values, average settlement values, and median settlement values. While annual average settlement values can be a helpful statistic, these values may be impacted by one or, in some cases, a few very high settlement amounts. Unlike averages, the median settlement value is unaffected by these very high “outlier” settlement amounts and gives insight into the most frequent settlement amounts. To understand what more “typical” cases look like, we also analyze the average and median settlement values for cases with a settlement amount under \$1 billion, thus excluding these “outlier” settlement amounts. For the analysis of settlement values, our data is limited to non-merger-objection cases with positive settlement values.¹⁰

Figure 17. **Average Settlement Value**
Excludes Merger Objections and Settlements for \$0 to the Class
January 2012–December 2021

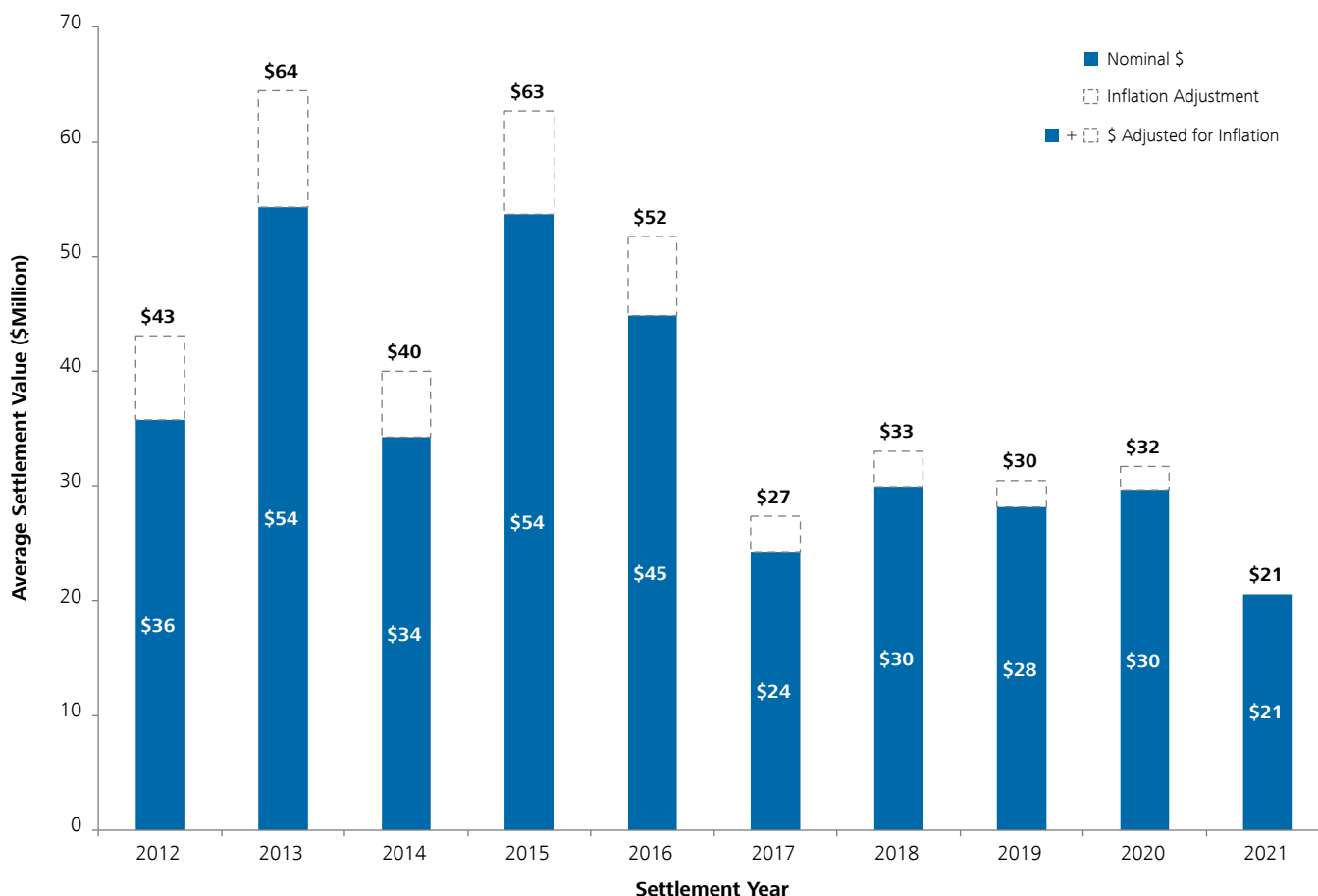


The average settlement value in 2021 was \$21 million, which is more than 50% lower than the 2020 inflation-adjusted average of \$47 million and marks the lowest recorded average in the last 10 years. The inflation-adjusted average settlement value has ranged from a low of \$21 million in 2021 to a high of inflation-adjusted \$96 million in 2013, partly due to the presence or absence of one or two “outlier” or “mega” settlements, which for this purpose are single case settlements of \$1 billion or higher. See Figure 17. Unlike in 2020 when there was one “mega” settlement, there were no cases resolved with a settlement amount above \$1 billion in 2021. In fact, the highest recorded settlement amount in 2021 was \$155 million.

Once settlements greater than \$1 billion are excluded, the inflation-adjusted annual average settlement values trend is more stable, ranging from \$21 million to \$33 million in the last five years. In this group of settlements, the average settlement value for 2021 was \$21 million, still the lowest annual average within the most recent 10 years. See Figure 18.

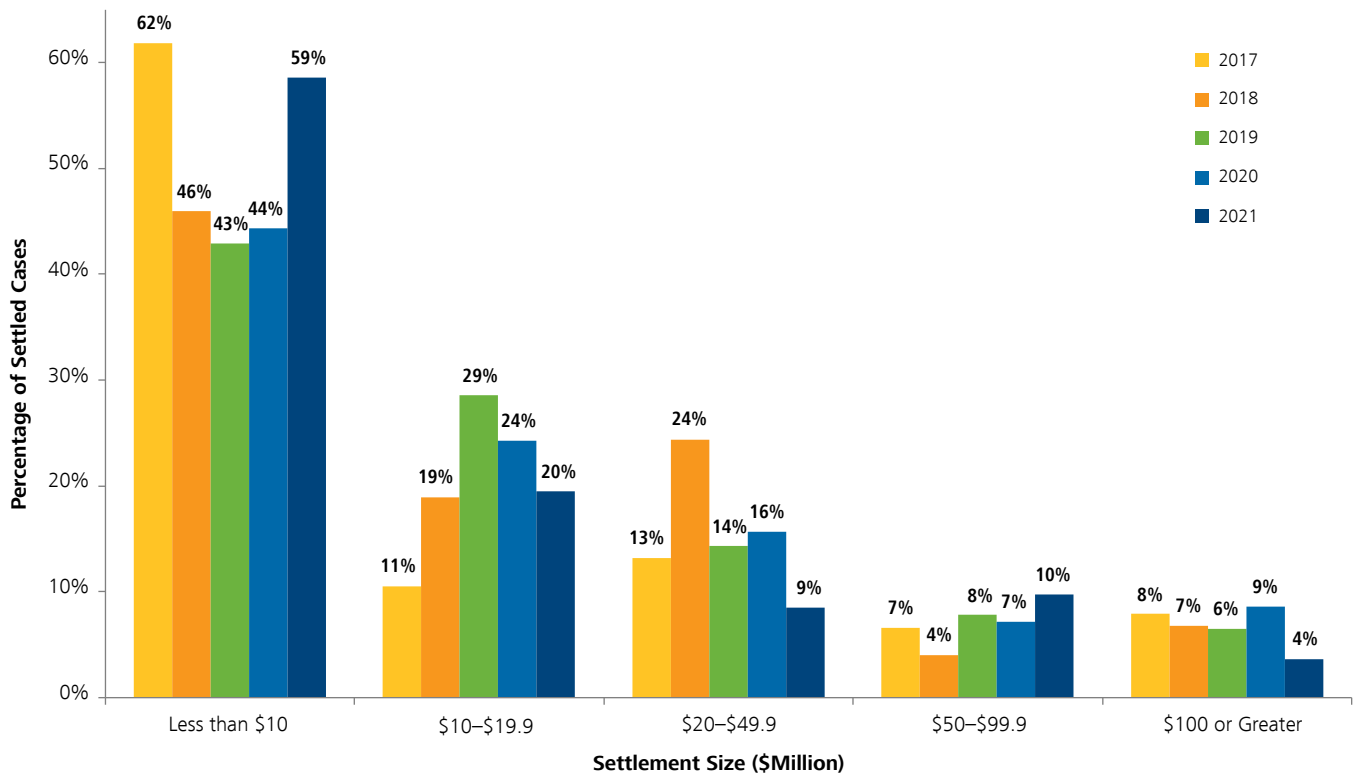
Figure 18. **Average Settlement Value**

Excludes Settlements over \$1 Billion, Merger Objections, and Settlements for \$0 to the Class
January 2012–December 2021



While there was a shift upward in the annual distribution of nominal settlement values between 2017 and 2020, this trend did not persist in 2021. Instead, in 2021, nearly 60% of cases resolved for settlement amounts less than \$10 million. This increase in the proportion of cases settling for lower values in 2021 was accompanied by a decrease in the proportion of cases resolving for \$100 million or greater, with fewer than 5% of settlements falling in this range. See Figure 19.

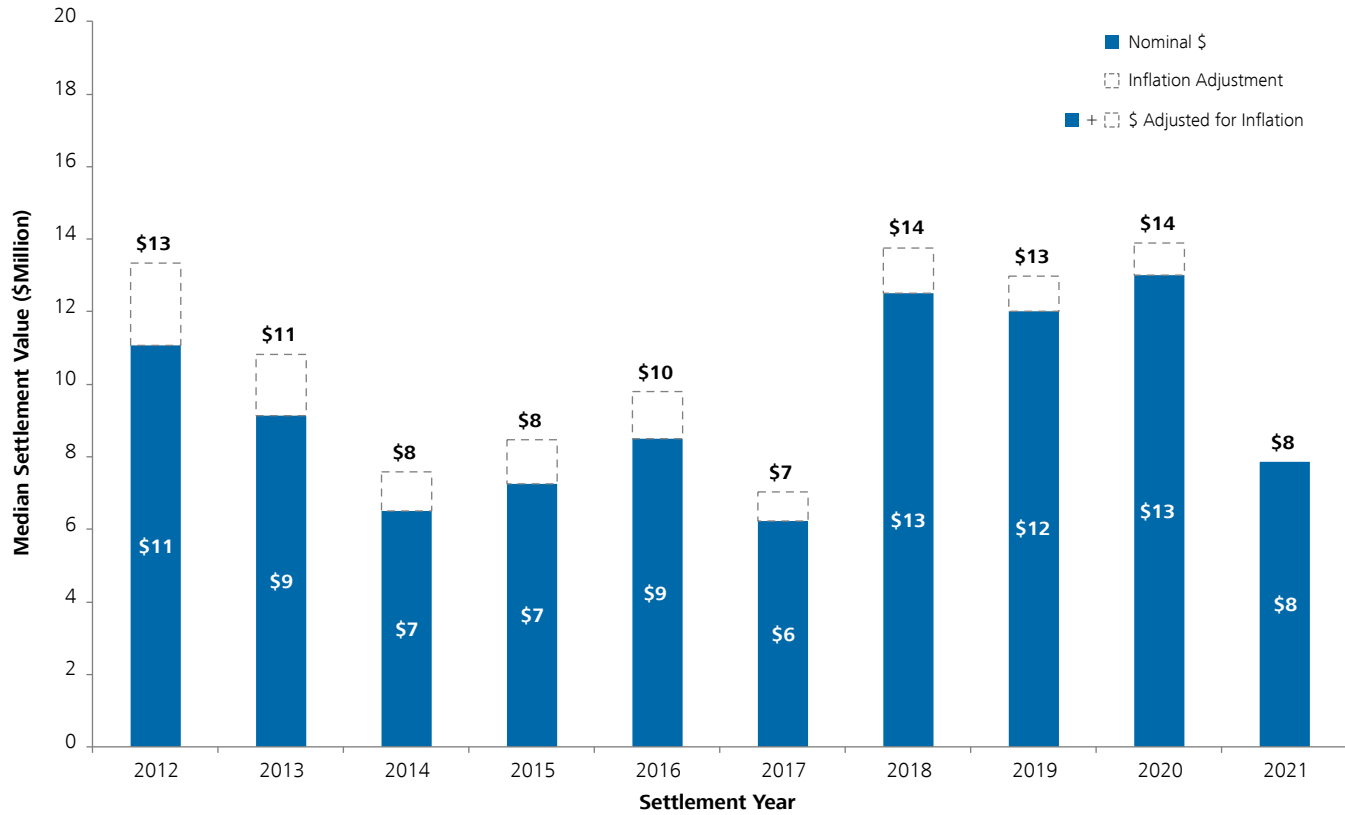
Figure 19. **Distribution of Settlement Values**
Excludes Merger Objections and Settlements for \$0 to the Class
January 2017–December 2021



The median annual settlement value for 2021 is approximately 40% lower than the inflation-adjusted median value observed in 2018, 2019, and 2020. For 2021, the median settlement value was \$8 million, the lowest recorded median value since 2017. See Figure 20.

Figure 20. **Median Settlement Value**

Excludes Settlements over \$1 Billion, Merger Objections, and Settlements for \$0 to the Class
January 2012–December 2021



Top Settlements in 2021

Table 1 summarizes the 10 largest settlements reached in securities class action suits between 1 January 2021 and 31 December 2021. In total, the 10 largest settlements accounted for more than 50% of the aggregate settlement amount reached in 2021. Six of the top 10 settlements were reached with defendants in the health technology and services or technology services economic sectors. The Second Circuit was the most common circuit for these cases, accounting for four of the top 10 settlements.

Table 1. **Top 10 2021 Securities Class Action Settlements**

Ranking	Defendant	Filing Date	Settlement Date	Total Settlement Value (\$Million)	Plaintiffs' Attorneys' Fees and Expenses Value (\$Million)	Circuit	Economic Sector
1	Snap, Inc.	16 May 17	09 Mar 21	\$154.7	\$41.0	9th	Technology Services
2	DaVita Inc.	1 Feb 17	30 Mar 21	\$135.0	\$41.0	10th	Health Services
3	Allergan plc (f/k/a Actavis plc)	22 Dec 16	17 Nov 21	\$130.0	\$35.2	3rd	Health Technology
4	Tableau Software, Inc.	28 Jul 17	14 Sep 21	\$95.0	\$27.7	2nd	Technology Services
5	Cognizant Technology Solutions Corp.	5 Oct 16	20 Dec 21	\$95.0	\$19.5	3rd	Technology Services
6	The Southern Company	20 Jan 17	05 Feb 21	\$87.5	\$24.9	11th	Utilities
7	MetLife, Inc.	12 Jan 12	14 Apr 21	\$84.0	\$23.5	2nd	Finance
8	Towers Watson & Co.	21 Nov 17	21 May 21	\$75.0	\$13.7	4th	Commercial Services
9	CannTrust Holdings Inc.	10 Jul 19	02 Dec 21	\$66.4	N/A*	2nd	Health Technology
10	Chemical and Mining Company of Chile Inc.	19 Mar 15	26 Apr 21	\$62.5	\$12.1	2nd	Process Industries
Total				\$985.1	\$238.5		

*Fees only, expenses are not available yet.

Table 2 summarizes the 10 largest federal securities class action settlements since the passage of PSLRA. Since the Petrobras settlement in 2018, the settlements in this list have all been above \$1 billion, ranging from \$1.1 billion to \$7.2 billion.

Table 2. **Top 10 Federal Securities Class Action Settlements** (As of 31 December 2021)

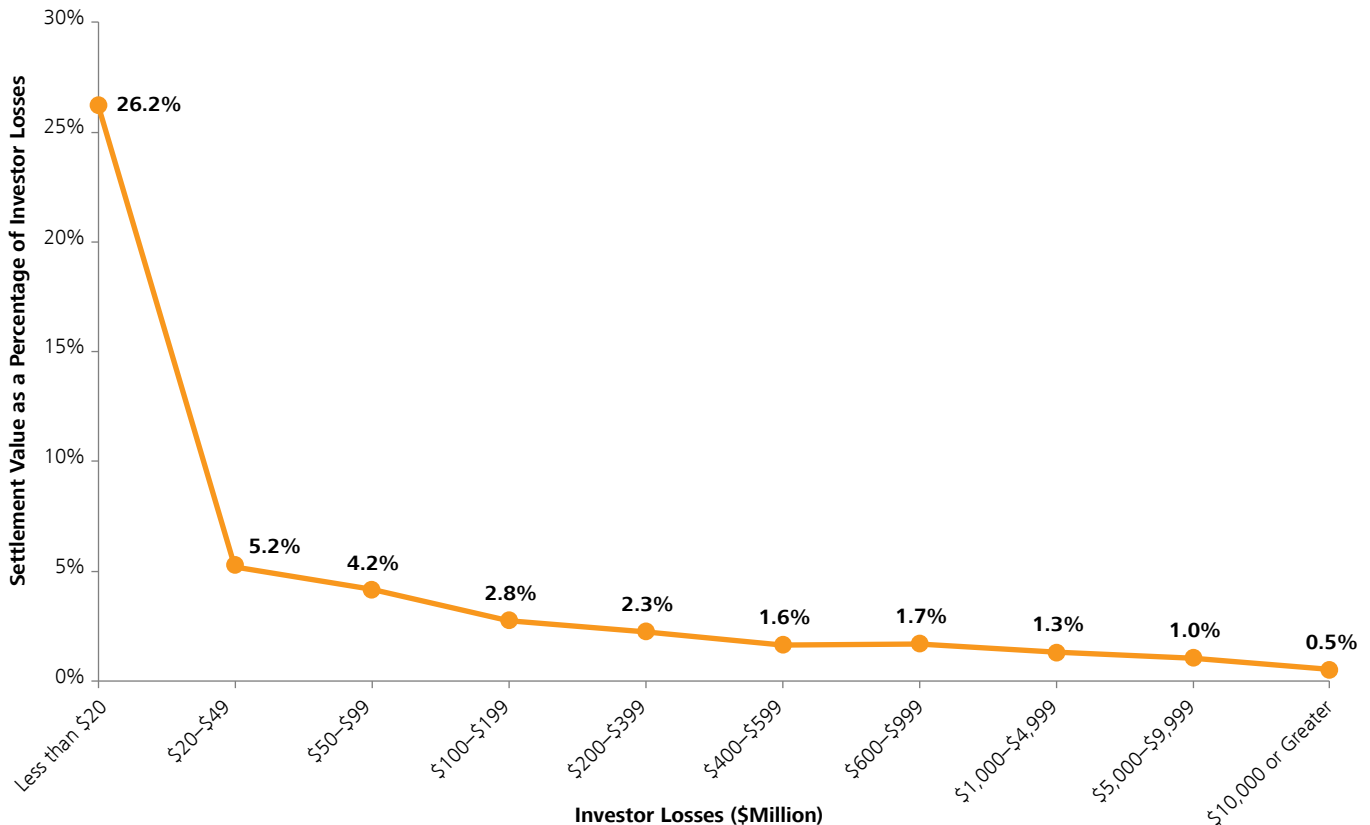
Ranking	Defendant	Filing Date	Settlement Year(s)	Total Settlement Value (\$Million)	Codefendant Settlements		Plaintiffs' Attorneys' Fees and Expenses Value (\$Million)	Circuit	Economic Sector
					Financial Institutions Value (\$Million)	Accounting Firms Value (\$Million)			
1	ENRON Corp.	22 Oct 01	2003–2010	\$7,242	\$6,903	\$73	\$798	5th	Industrial Services
2	WorldCom, Inc.	30 Apr 02	2004–2005	\$6,196	\$6,004	\$103	\$530	2nd	Communications
3	Cendant Corp.	16 Apr 98	2000	\$3,692	\$342	\$467	\$324	3rd	Finance
4	Tyco International, Ltd.	23 Aug 02	2007	\$3,200	No codefendant	\$225	\$493	1st	Producer Manufacturing
5	Petroleo Brasileiro S.A.- Petrobras	8 Dec 14	2018	\$3,000	\$0	\$50	\$205	2nd	Energy Minerals
6	AOL Time Warner Inc.	18 Jul 02	2006	\$2,650	No codefendant	\$100	\$151	2nd	Consumer Services
7	Bank of America Corp.	21 Jan 09	2013	\$2,425	No codefendant	No codefendant	\$177	2nd	Finance
8	Household International, Inc.	19 Aug 02	2006–2016	\$1,577	Dismissed	Dismissed	\$427	7th	Finance
9	Nortel Networks	2 Mar 01	2006	\$1,143	No codefendant	\$0	\$94	2nd	Electronic Technology
10	Royal Ahold, NV	25 Feb 03	2006	\$1,100	\$0	\$0	\$170	2nd	Retail trade
Total				\$32,224	\$13,249	\$1,017	\$3,368		

NERA-Defined Investor Losses

To estimate the potential aggregate loss to investors as a result of purchasing the defendant's stock during the alleged class period, NERA has developed its own proprietary variable, NERA-Defined Investor Losses, using publicly available data. The NERA-Defined Investor Losses measure is constructed assuming investors had invested in stocks during the class period whose performance was comparable to that of the S&P 500 Index. Over the years, NERA has reviewed and examined more than 2,000 settlements and found, of the variables analyzed, this proprietary variable is the most powerful predictor of settlement amount.¹¹

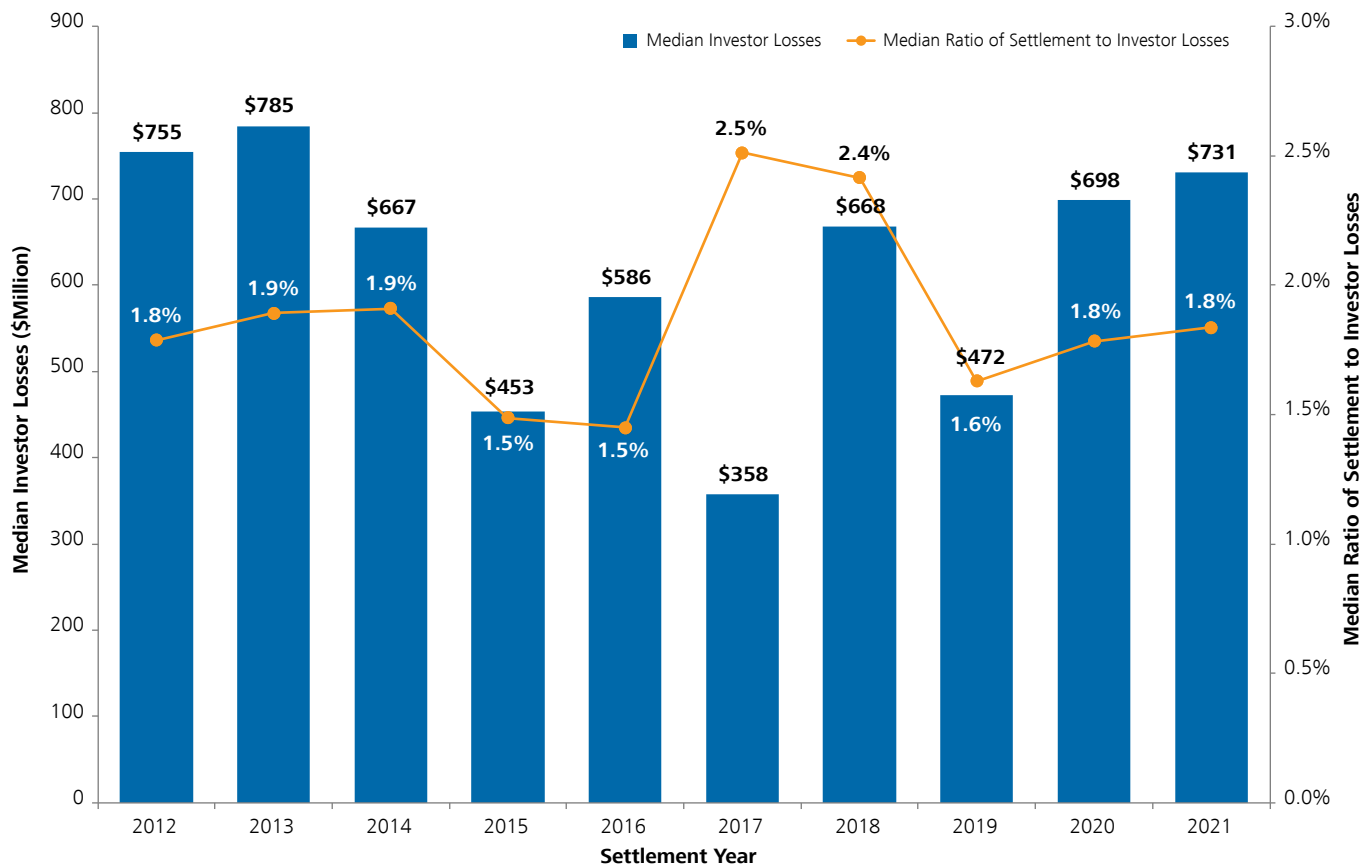
While settlement values are highly correlated with Investor Losses, the relationship between settlement amount and Investor Losses is not linear. More specifically, the ratio is higher for smaller cases than for cases with larger NERA-Defined Investor Losses. See Figure 21.

Figure 21. **Median Settlement Value as a Percentage of NERA-Defined Investor Losses**
By Investor Losses
Cases Filed and Settled December 2012–December 2021



The median Investor Losses for cases settled in 2021 was \$731 million, the highest recorded value since 2013, but less than 5% higher than the 2020 value. Over the last 10 years, the annual median Investor Losses have ranged from a high of \$785 million to a low of \$358 million. Following an uptick in the median ratio of settlement amount to Investor Losses in 2017 to 2.5%, the ratio declined through 2019, with only modest increases in both 2020 and 2021. See Figure 22.

Figure 22. **Median NERA-Defined Investor Losses and Median Ratio of Settlement to Investor Losses by Settlement Year**
January 2012–December 2021

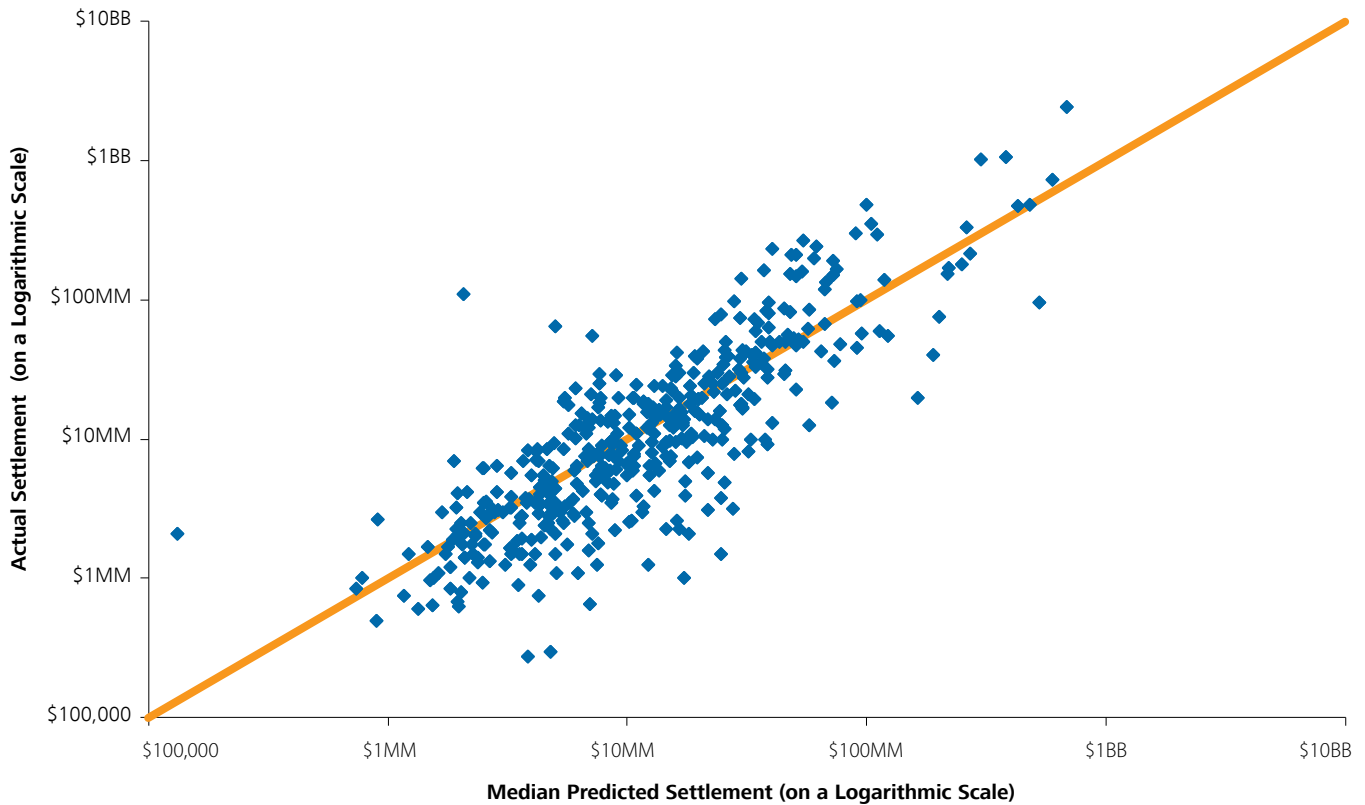


In analyzing drivers of settlement amounts, NERA has identified the following key factors:

- NERA-Defined Investor Losses, as defined above;
- The market capitalization of the issuer immediately after the end of the class period;
- The types of securities, in addition to common stock, alleged to have been affected by the fraud;
- Variables that serve as a proxy for the merit of plaintiffs' allegations (such as whether the company has already been sanctioned by a governmental or regulatory agency or paid a fine in connection with the allegations);
- The stage of litigation at the time of settlement; and
- Whether an institution or public pension fund is lead or named plaintiff.

Among cases settled between December 2012 and September 2021, these factors account for a substantial fraction of the variation observed in actual settlements. See Figure 23.

Figure 23. **Predicted vs. Actual Settlements**
Investor Losses Using S&P 500 Index
Cases Settled December 2012–September 2021

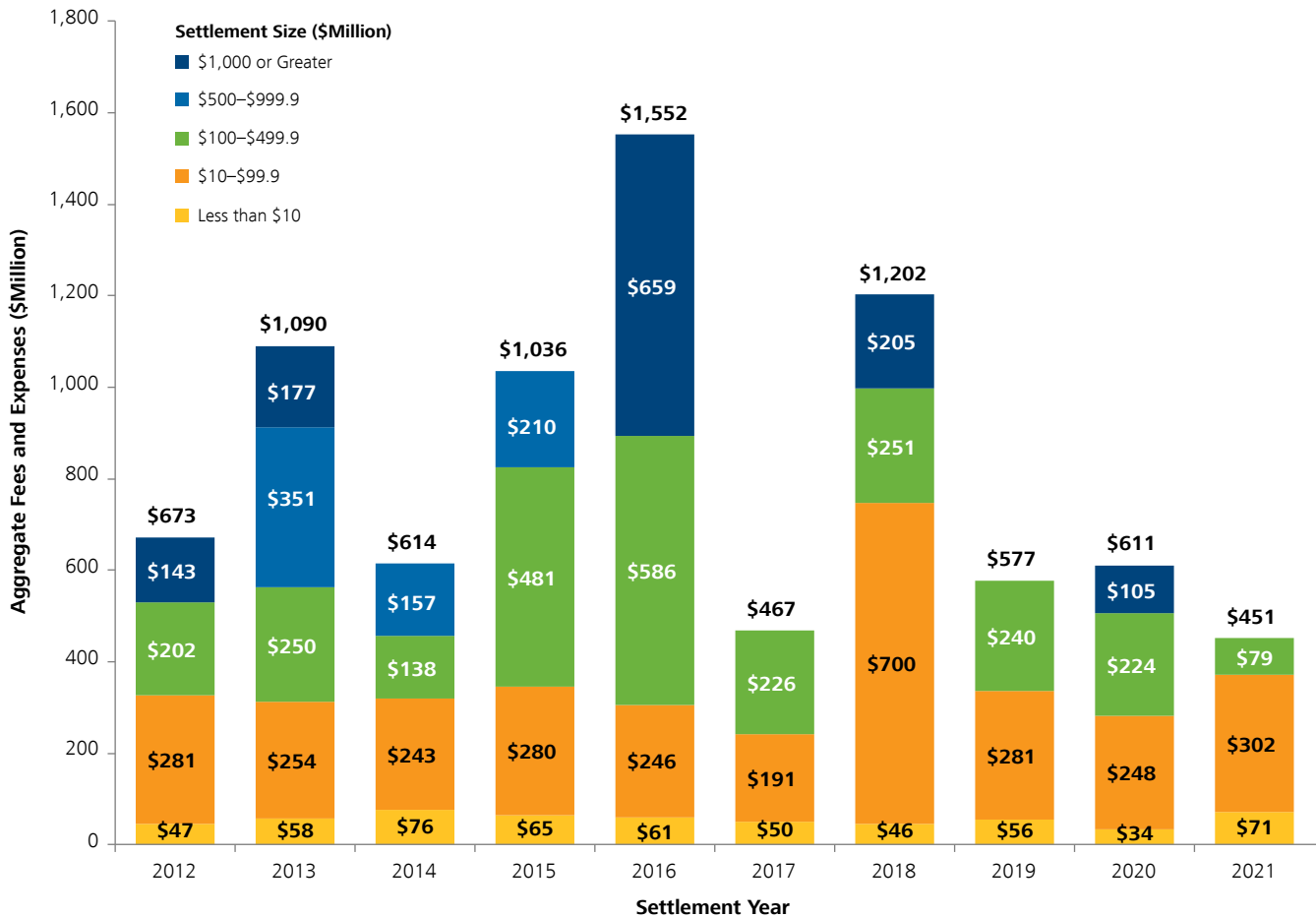


Trends in Plaintiffs' Attorneys' Fees and Expenses

Plaintiffs' attorneys' fees and expenses related to work on securities class action suits have varied substantially over time by settlement size. However, the median of plaintiffs' attorneys' fees and expenses as a percentage of settlement amount has been fairly consistent since 1996.

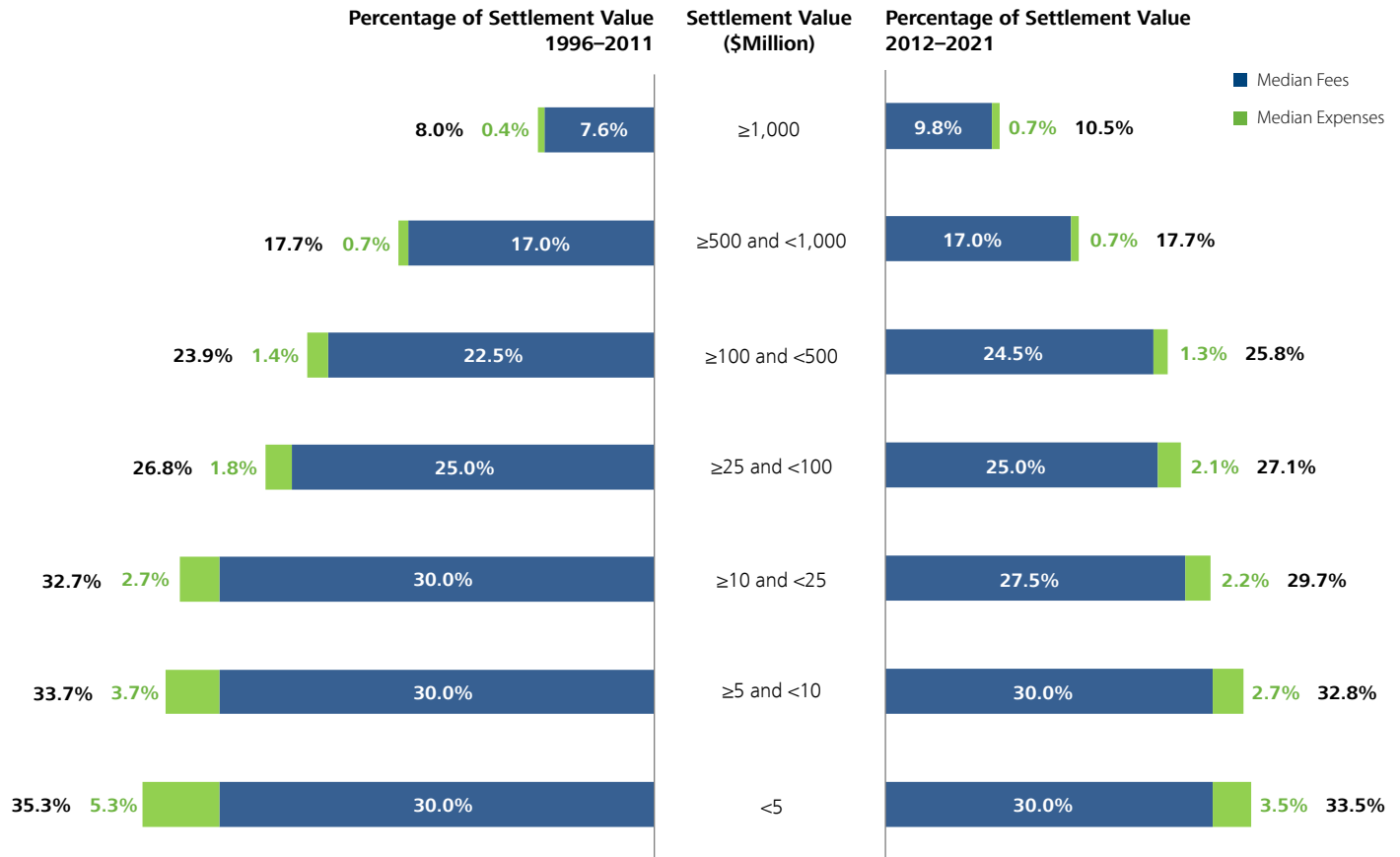
Between 2012 and 2020, the annual aggregate plaintiffs' attorneys' fees and expenses ranged from a low of \$467 million in 2017 to a high of \$1.6 billion in 2016. For 2021, the aggregate plaintiffs' attorneys' fees and expenses associated with settled cases was \$451 million. Given the absence of any settlements above \$500 million in 2021, similar to 2019, there were no plaintiffs' attorneys' fees and expenses associated with settlements of \$500 million or higher. And while there was an increase in the aggregate fees and expenses for settlements under \$100 million, there was an offsetting decrease in the aggregate fees and expenses for settlements between \$100 million and \$500 million. See Figure 24.

Figure 24. **Aggregate Plaintiffs' Attorneys' Fees and Expenses by Settlement Size**
January 2012–December 2021



As settlement size increases, fees and expenses represent a declining percentage of settlement value. More specifically, while the percentage is only 10.5% for cases that settled for over \$1 billion in the last 10 years, for cases with settlement amounts under \$5 million, fees and expenses represent 34% of the settlement. See Figure 25.

Figure 25. **Median of Plaintiffs' Attorneys' Fees and Expenses by Size of Settlement**
Excludes Merger Objections and Settlements for \$0 to the Class



Conclusion

New securities class action cases filed declined to 205 in 2021, the lowest number of annual filings in the last 10 years but well within the historical range. This decline in total filings was driven primarily by the 85% decrease in merger-objection cases between 2020 and 2021. Due to the numerous filings related to SPACs, the percentage of cases alleging a violation related to merger integration issues increased to 17% while violations related to misled future performance, the most common allegation, were included in 40% of the 2021 suits filed. In 2021, there was a decline in total resolutions, resulting from a notable decrease in the number of merger-objection cases dismissed.

Of the 96% of cases with a motion to dismiss filed, a decision was reached in 73% of the cases prior to resolution of the case, with the motion to dismiss granted in approximately 56% of these cases. Among cases with a motion for class certification filed, a decision was reached in 56% prior to the case resolution, with the motion for class certification granted in 83% of the cases with a decision.

Aggregate settlements in 2021 amounted to \$1.8 billion, the lowest total in the 2018–2021 period. No cases resolved with a settlement amount of \$1 billion or higher in the last year. The average settlement value for all non-merger-objection cases with positive settlement values, and cases of less than \$1 billion, decreased in 2021 to \$21 million. The median settlement value showed a similar trend, declining by approximately 40% to \$8 million.

Notes

- 1 This edition of NERA's report on "Recent Trends in Securities Class Action Litigation" expands on previous work by our colleagues Lucy P. Allen, Dr. Vinita Juneja, Dr. Denise Neumann Martin, Dr. Jordan Milev, Robert Patton, Dr. Stephanie Planchich, and others. The authors thank Dr. David Tabak and Benjamin Seggerson for helpful comments on this edition. We thank researchers in NERA's Securities and Finance Practice for their valuable assistance. These individuals receive credit for improving this report; any errors and omissions are those of the authors. NERA's proprietary securities class action database and all analyses reflected in this report are limited to federal case filings and resolutions.
- 2 Data for this report were collected from multiple sources, including Institutional Shareholder Services, complaints, case dockets, Dow Jones Factiva, Bloomberg Finance, FactSet Research Systems, Nasdaq, Intercontinental Exchange, US Securities and Exchange Commission (SEC) filings, and public press reports.
- 3 NERA tracks class actions involving securities that have been filed in federal courts. Most of these cases allege violations of federal securities laws; others allege violations of common law, including breach of fiduciary duty, as with some merger-objection cases; still others are filed in federal court under foreign or state law. If multiple actions are filed against the same defendant, are related to the same allegations, and are in the same circuit, we treat them as a single filing. However, the first two actions filed in different circuits are treated as separate filings. If cases filed in different circuits are consolidated, we revise our count to reflect the consolidation. Therefore, case counts for a particular year may change over time. Different assumptions for consolidating filings would probably lead to counts that are directionally similar but may, in certain circumstances, lead observers to draw a different conclusion about short-term trends in filings.
- 4 Most securities class action complaints include multiple allegations. For this analysis, all allegations from the complaint are included and, as such, the total number of allegations exceeds the total number of filings.
- 5 It is important to note that, due to the small number of cases in some of these categories, the findings summarized here may be driven by one or two cases.
- 6 Here the word "dismissed" is used as shorthand for all cases resolved without settlement; it includes cases in which a motion to dismiss was granted (and not appealed or appealed unsuccessfully), voluntary dismissals, cases terminated by a successful motion for summary judgment, or an unsuccessful motion for class certification.
- 7 See Janeen McIntosh and Svetlana Starykh, "Recent Trends in Securities Class Action Litigation: 2020 Full-Year Review," NERA Economic Consulting, p. 13, Figure 11, available at <https://www.nera.com/publications/archive/2021/recent-trends-in-securities-class-action-litigation--2020-full-y.html>.
- 8 Analyses in this section exclude IPO laddering cases and merger-objection cases.
- 9 NERA's analysis of motions only includes securities class action suits involving common stock, with or without other securities, and an allegation of Rule 10b-5 violation alone or accompanied by Section 11, and/or Section 12 violation.
- 10 For our analysis, NERA includes settlements that have had the first hearing of approval of case settlement by the court. This means we do not include partial settlements or tentative settlements that have been announced by plaintiffs and/or defendants. When evaluating trends in average and median settlement values, we limit our data to non-merger-objection cases with settlements of more than \$0 to the class.
- 11 NERA-Defined Investor Losses is only calculable for cases involving allegations of damages to common stock over a defined class period. As a result, we have not calculated this metric for cases such as merger objections.

About NERA

NERA Economic Consulting (www.nera.com) is a global firm of experts dedicated to applying economic, finance, and quantitative principles to complex business and legal challenges. For more than six decades, we have been creating strategies, studies, reports, expert testimony, and policy recommendations for government authorities and the world's leading law firms and corporations. We bring academic rigor, objectivity, and real-world industry experience to issues arising from competition, regulation, public policy, strategy, finance, and litigation.

NERA's clients value our ability to apply and communicate state-of-the-art approaches clearly and convincingly, our commitment to deliver unbiased findings, and our reputation for quality and independence. Our clients rely on the integrity and skills of our unparalleled team of economists and other experts backed by the resources and reliability of one of the world's largest economic consultancies. Continuing our legacy as the first international economic consultancy, NERA serves clients from major cities across North America, Europe, and Asia Pacific.

Contacts

For further information, please contact:



Janeen McIntosh

Senior Consultant

New York City: +1 212 345 1375

janeen.mcintosh@nera.com



Svetlana Starykh

Senior Consultant


White Plains, NY: +1 914 448 4123

svetlana.starykh@nera.com

The opinions expressed herein do not necessarily represent the views of NERA Economic Consulting or any other NERA consultant.



To receive publications, news, and insights from NERA, please visit www.nera.com/subscribe.

A horizontal bar composed of three rectangular blocks of different shades of blue. The leftmost block is a medium blue, the middle block is a darker blue, and the rightmost block is a lighter blue.

Visit **www.nera.com** to learn more about our practice areas and global offices.

© Copyright 2022
National Economic Research
Associates, Inc.

All rights reserved.
Printed in the USA.

Exhibit 13

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

VALARIS PLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-34114 (MI)

(Jointly Administered)

**SUMMARY COVER SHEET TO THE SECOND INTERIM AND FINAL FEE
APPLICATION OF MORRISON & FOERSTER LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM SEPTEMBER 4, 2020 THROUGH MARCH 3, 2021**

In accordance with the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), Morrison & Foerster LLP (“**Morrison & Foerster**” or “**Applicant**”) as counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned cases (the “**Chapter 11 Cases**”) of Valaris plc and its debtor affiliates, as debtors and debtors-in-possession (collectively, “**Valaris**” or the “**Debtors**”), submits this summary (this “**Summary**”) of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the “**Application**”).²

Name of Applicant:	Morrison & Foerster LLP	
Applicant’s role in case:	Counsel to the Official Committee of Unsecured Creditors	
Date order of employment signed:	October 29, 2020 [Docket No. 571]	
Time periods covered by this Application:	Beginning of Period	Ending of Period
<i>Second Interim Application Period</i>	December 1, 2020	March 3, 2021
<i>Final Application Period</i>	September 4, 2020	March 3, 2021
Time periods covered by any prior applications:	September 4, 2020	November 30, 2020

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://cases.stretto.com/Valaris>. The location of Debtor Ensco Incorporated’s principal place of business and the Debtors’ service address in these chapter 11 cases is 5847 San Felipe Street, Suite 3300, Houston, Texas 77057.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Plan (as defined in the Application).

Total amounts awarded in all prior applications:	Fees: \$2,829,767.50 Expenses: \$14,704.39 Total: \$2,844,471.89
<i>Second Interim Application Period</i>	
Total fees requested in the Second Interim Application Period:	\$3,017,317.50
Total professional fees requested in the Second Interim Application Period:	\$2,949,416.50
Total actual professional hours covered by the Second Interim Application Period:	3,159.4
Average hourly rate for professionals for the Second Interim Application Period:	\$933.53
Total paraprofessional fees requested in the Second Interim Application Period:	\$102,366.00
Total actual paraprofessional hours covered by the Second Interim Application Period:	244.7
Average hourly rate for paraprofessionals for the Second Interim Application Period:	\$418.33
Reimbursable expenses sought in the Second Interim Application Period:	\$62,500.72
<i>Final Application Period</i>	
Total fees requested in the Final Application Period:	\$5,847,085.00
Total professional fees requested in the Final Application Period:	\$5,734,755.50
Total actual professional hours covered by the Final Application Period:	6,193.1
Average hourly rate for professionals for the Final Application Period:	\$925.99
Total paraprofessional fees requested in the Final Application Period:	\$155,049.50
Total actual paraprofessional hours covered by the Final Application Period:	377.8
Average hourly rate for paraprofessionals for the Final Application Period:	\$410.40
Reimbursable expenses sought in the Final Application Period:	\$77,205.11

Total to be paid to Priority Unsecured Creditors:	Each Holder of an Allowed Other Priority Claim shall receive as determined by the Debtors or the Reorganized Debtors with the reasonable consent of the Required Consenting Noteholders (not to be unreasonably withheld, conditioned, or delayed) (i) Cash in an amount equal to such Allowed Other Priority Claim or (ii) such other treatment rendering its Allowed Other Secured Claim Unimpaired in accordance with section 1124 of the Bankruptcy Code. <i>See</i> Plan, Art. III.B.2.
Anticipated % Dividend to Priority Unsecured Creditors:	100%
Total to be Paid to General Unsecured Creditors:	<u>Class 9</u> : General Unsecured Claims. Each Holder of a General Unsecured Claim shall receive payment in full in cash within ninety days after the later of (i) the Effective Date and (ii) the date such Allowed General Unsecured Claim comes due under applicable law or in the ordinary course of business in accordance with the terms and conditions of the particular transaction or agreement giving rise to such Allowed General Unsecured Claim. <i>See</i> Plan, Art. III.B.9.
Anticipated % Dividend to Unsecured Creditors:	<u>Class 9</u> : General Unsecured Claims. 100%
Date of confirmation hearing:	March 3, 2021
Indicate whether the plan has been confirmed.	Yes [Docket No. 1139]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

VALARIS PLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-34114 (MI)

(Jointly Administered)

**SECOND INTERIM AND FINAL FEE APPLICATION
OF MORRISON & FOERSTER LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM SEPTEMBER 4, 2020 THROUGH MARCH 3, 2021**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE APPLICANT TO RESOLVE THE DISPUTE. IF YOU AND THE APPLICANT CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE APPLICANT. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://cases.stretto.com/Valaris>. The location of Debtor Ensco Incorporated's principal place of business and the Debtors' service address in these chapter 11 cases is 5847 San Felipe Street, Suite 3300, Houston, Texas 77057.

EXHIBIT 5**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL**

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Partners and Of Counsel						
Aizen, Ron	Title: Partner Dep't: Tax Admission: 2006	\$1,225.00 (2020)	0	\$0.00	0.80	\$980.00
Anderson, Gemma	Title: Partner Dep't: Litigation Admission: 2006 (New Zealand)	\$1,150.00 (2020)	34.50	\$39,675.00	119.60	\$137,540.00
		\$1,225.00 (2021)	29.80	\$36,505.00	29.80	\$36,505.00
Carbone, Anthony J.	Title: Partner Dep't: Tax Admission: 1982	\$1,600.00 (2020)	0.60	\$960.00	9.60	\$15,360.00
		\$1,700.00 (2021)	1.90	\$3,230.00	1.90	\$3,230.00
Dunlap, Matthew	Title: Partner Dep't: Finance & Projects Admission: 2011	\$1,175.00 (2020)	1.00	\$1,175.00	14.10	\$16,567.50
Foudy, Theresa A.	Title: Partner Dep't: Business Restructuring &	\$1,195.00 (2020)	99.60	\$119,022.00	216.80	\$259,076.00
		\$1,325.00 (2021)	112.00	\$148,400.00	112.00	\$148,400.00

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
	Insolvency Group ¹ Admission:					
Haims, Joel C.	Title: Partner Dep't: Litigation Admission: 1993	\$1,275.00 (2020)	1.30	\$1,657.50	1.30	\$1,657.50
James, Trevor L.	Title: Partner Dep't: Tax Admission: 1989 (England & Wales)	\$1,475.00 (2020)	20.30	\$29,942.50	74.70	\$110,182.50
		\$1,550.00 (2021)	70.70	\$109,585.00	70.70	\$109,585.00
Jenkins, Dennis L.	Title: Partner Dep't: BRIG Admission: 1997	\$1,300.00 (2020)	0	\$0.00	14.70	\$19,110.00
Kandel, Chris	Title: Partner Dep't: Finance & Projects Admission: 1985	\$1,295.00 (2020)	0	\$0.00	4.90	\$6,345.50
Knudsen, Erik G.	Title: Partner Dep't: Corporate Admission: 2004	\$1,075.00 (2020)	0	\$0.00	0.60	\$645.00
Lawrence, J. Alexander	Title: Partner Dep't: Litigation Admission: 1996	\$1,200.00 (2020)	0	\$0.00	0.20	\$240.00

¹ Hereinafter referred to as "BRIG".
ny-2113194

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Marines, Jennifer L.	Title: Partner Dep't: BRIG Admission: 2005	\$1,200.00 (2020)	73.50	\$88,200.00	287.90	\$345,480.00
		\$1,350.00 (2021)	74.60	\$100,710.00	74.60	\$100,710.00
Marinuzzi, Lorenzo	Title: Partner Dep't: BRIG Admission: 2005	\$1,425.00 (2020)	77.30	\$110,152.50	279.90	\$398,857.50
		\$1,550.00 (2021)	117.40	\$181,970.00	117.40	\$181,970.00
Owen, John T.	Title: Partner Dep't: Corporate Admission: 2002	\$1,125.00 (2020)	0	\$0.00	3.00	\$3,375.00
		\$1,200.00 (2021)	4.00	\$4,800.00	4.00	\$4,800.00
Peck, Geoffrey R.	Title: Partner Dep't: Finance & Projects Admission: 1999	\$1,200.00 (2020)	0	\$0.00	35.10	\$42,120.00
Arlington, Simon	Title: Senior Of Counsel Dep't: Corporate Admission: 1990 (England & Wales)	\$1,050.00 (2020)	0	\$0.00	3.90	\$4,095.00
Hunt, Jeremy	Title: Senior Of Counsel Dep't: Corporate Admission: 1990 (England & Wales)	\$1,560.00 (2020)	0.40	\$624.00	7.20	\$11,232.00
Jennings-Mares, Jeremy	Title: Senior Of Counsel Dep't: Corporate Admission:	\$1,550.00 (2020)	0	\$0.00	1.00	\$1,550.00

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Khosa, Amrit S.	Title: Of Counsel Dep't: BRIG Admission: 2009 (England & Wales)	\$995.00 (2020)	0	\$0.00	125.90	\$125,270.50
		\$995.00 (2021)	203.90	\$202,880.50	108.60	\$108,057.00
Morris, Howard Phillip	Title: Senior Of Counsel Dep't: BRIG Admission: 1991 (England & Wales)	\$1,345.00 (2020)	95.90	\$128,985.50	418.90	\$563,420.50
		\$1,450.00 (2021)	179.60	\$260,420.00	179.60	\$260,420.00
Peck, James Michael	Title: Senior Of Counsel Dep't: BRIG Admission: 1971	\$1,600.00 (2020)	0	\$0.00	1.30	\$2,080.00
Rappoport, Steve	Title: Of Counsel Dep't: Litigation Admission: 2009	\$930.00 (2020)	76.50	\$71,145.00	272.70	\$253,611.00
		\$1,025.00 (2021)	67.80	\$69,495.00	67.80	\$69,495.00
Richards, Erica J.	Title: Of Counsel Dep't: BRIG Admission: 2007	\$995.00 (2020)	34.70	\$34,526.50	153.50	\$152,732.50
		\$1,050.00 (2021)	58.20	\$61,110.00	58.20	\$61,110.00
Sturgeon, Dave B.	Title: Of Counsel Dep't: Tax Admission: 2010	\$885.00 (2020)	0	\$0.00	7.60	\$6,726.00
		\$950.00 (2021)	3.30	\$3,135.00	3.30	\$3,135.00
Turnbull, Andrew R.	Title: Of Counsel Dep't: Litigation Admission: 2009	\$960.00 (2020)	0	\$0.00	0.70	\$672.00

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Associates and Attorneys						
Amir, Haania	Title: Dep't: Admission:	\$465.00 (2021)	27.50	\$12,787.50	27.50	\$12,787.50
Cahill, Barry B.	Title: Associate Dep't: Corporate Admission: 2015 (England & Wales)	\$810.00 (2020)	6.30	\$5,103.00	9.10	\$7,371.00
		\$925.00 (2021)	1.50	\$1,387.50	1.50	\$1,387.50
Clark, Struan	Title: Trainee Solicitor Dep't: Finance & Projects Admission: Pending (England & Wales)	\$430.00 (2020)	0	\$0.00	3.10	\$1,333.00
Colautti, James A.	Title: Associate Dep't: Litigation Admission: 2019 (England & Wales)	\$560.00 (2020)	54.20	\$30,352.00	181.80	\$101,808.00
		\$695.00 (2021)	111.80	\$77,701.00	111.80	\$77,701.00
Connelly, Rahman	Title: Associate Dep't: BRIG Admission: 2014	\$880.00 (2020)	0	\$0.00	1.10	\$968.00
Donaghey, Joe	Title: Trainee Solicitor Dep't: Finance & Projects Admission: Pending (England & Wales)	\$430.00 (2020)	115.80	\$49,794.00	266.90	\$114,767.00
		\$465.00 (2021)	66.80	\$31,062.00	66.80	\$31,062.00

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Ferraioli, Raff	Title: Associate Dep't: BRIG Admission: 2016	\$710.00 (2020)	59.80	\$42,458.00	250.90	\$178,139.00
		\$825.00 (2021)	94.30	\$77,797.50	94.30	\$77,797.50
Good, Thomas H.	Title: Associate Dep't: BRIG Admission: 2016	\$810.0 (2020)	0	\$0.00	99.60	\$80,676.00
Grassi, Pietro	Title: Associate Dep't: Litigation Admission: 2012 (Brazil)	\$710.00 (2020)	54.10	\$38,411.00	121.20	\$86,052.00
		\$825.00 (2021)	62.70	\$51,727.50	62.70	\$51,727.50
Gupta, Aarti	Title: Associate Dep't: BRIG Admission: 2018	\$710.00 (2020)	53.30	\$37,843.00	260.60	\$185,026.00
		\$825.00 (2021)	149.40	\$123,255.00	149.40	\$123,255.00
Mudhar, Jai	Title: Associate Dep't: BRIG Admission: 2020 (England & Wales)	\$560.00 (2020)	135.00	\$75,600.00	374.10	\$209,496.00
		\$650.00 (2021)	129.80	\$84,370.00	129.80	\$84,370.00
Pregnotato, Carlotta	Title: Dep't: Admission:	\$465.00 (2021)	27.90	\$12,973.50	27.90	\$12,973.50
Richardson Arnould, Katherine	Title: Associate Dep't: BRIG Admission: 2019	\$650.00 (2020)	81.50	\$52,975.00	286.90	\$186,485.00
		\$775.00 (2021)	111.90	\$86,722.50	111.90	\$86,722.50

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
Russell, Miranda Kelsey	Title: Associate Dep't: BRIG Admission: Pending	\$560.00 (2020)	38.50	\$21,560.00	38.50	\$21,560.00
Smith, Diamante A.	Title: Associate Dep't: Litigation Admission: 2020	\$540.00 (2020)	0	\$0.00	26.00	\$14,040.00
		\$675.00 (2021)	31.20	\$21,060.00	31.20	\$21,060.00
Steen, Laura Jane	Title: Associate Dep't: Litigation Admission: 2015 (England & Wales)	\$810.00 (2020)	87.80	\$71,118.00	229.60	\$185,976.00
		\$925.00 (2021)	77.40	\$71,595.00	77.40	\$71,595.00
Sullivan, Lauren Marie	Title: Associate Dep't: Finance & Projects Admission: 2015	\$860.00 (2020)	0.60	\$516.00	58.30	\$50,138.00
Wright, Georgia	Title: Trainee Solicitor Dep't: Litigation Admission: Pending (England & Wales)	\$430.00 (2020)	81.60	\$35,088.00	149.50	\$64,285.00
		\$465.00 (2021)	59.90	\$27,853.50	59.90	\$27,853.50
Paraprofessionals						
Bergelson, Vadim	Title: eDiscovery Project Manager Dep't: Litigation Years with Firm: 12	\$375.00 (2020)	8.50	\$3,187.50	48.00	\$18,000.00
		\$385.00 (2021)	42.60	\$16,401.00	42.60	\$16,401.00
Guido, Laura		\$400.00 (2020)	15.20	\$6,080.00	67.00	\$26,800.00

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
	Title: Senior Paralegal Dep't: BRIG Years with Firm: 13 ½	\$420.00 (2021)	23.30	\$9,786.00	23.30	\$9,786.00
Konjuhi, Alex	Title: Paralegal Dep't: Litigation Years with Firm: 4	\$430.00 (2020)	66.60	\$28,638.00	94.40	\$40,592.00
		\$450.00 (2021)	66.80	\$30,060.00	66.80	\$30,060.00
Rupani, Sheela V.	Title: eDiscovery Project Manager Dep't: Litigation Years with Firm: 20 ½	\$370.00 (2020)	0	\$0.00	0.80	\$296.00
		\$385.00 (2021)	0.80	\$308.00	0.80	\$308.00
Tice, Susan A.T.	Title: Senior Paralegal Dep't: Litigation Years with Firm: 17	\$425.00 (2020)	0.90	\$382.50	0.90	\$382.50
		\$445.00 (2021)	2.30	\$1,023.50	2.30	\$1,023.50
Williams, Jenn	Title: Paralegal Dep't: Tax Years with Firm: 1	\$280.00 (2021)	0	\$0.00	0.20	\$56.00
eDiscovery Services* ²	Title: Various Dep't: Litigation Support Years with Firm: Various	\$375.00 (2020)	8.30	\$3,112.50	17.70	\$6,637.50

² The Research Services* and eDiscovery** teams leverage our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by these groups is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

			Second Interim Application Period		Final Application Period	
Name of Professional	Title, Department & Earliest Licensure / No. of Years with Firm	Hourly Billing Rate	Total Billed Hours	Total Compensation	Total Billed Hours	Total Compensation
eDiscovery Services		\$385.00 (2021)	4.60	\$1,771.00	4.60	\$1,771.00
Research Services**	Title: Various Dep't: Research Services Years with Firm: Various	\$400.00 (2020)	1.00	\$400.00	3.10	\$1,240.00
Research Services	Title: Various Dep't: Research Services Years with Firm: Various	\$320.00 (2020)	3.80	\$1,216.00	1.50	\$480.00
Research Services	Title: Various Dep't: Research Services Years with Firm: Various	\$320.00 (2020)	0	\$0.00	3.80	\$1,216.00
Total Incurred:			3,404.1	\$3,051,782.50	6,570.9	\$5,889,805.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			n/a	\$(34,465.00)	n/a	\$(42,720.00)
Total Requested:			3,404.1	\$3,017,317.50	6,570.9	\$5,847,085.00

Exhibit 14

1 **UNITED STATES DISTRICT COURT**
2 **CENTRAL DISTRICT OF CALIFORNIA**
 SOUTHERN DIVISION

3 IN RE ALLERGAN, INC. PROXY
4 VIOLATION SECURITIES
5 LITIGATION

Case No. 8:14-cv-02004-DOC-KESx

CLASS ACTION

6 **ORDER AWARDING ATTORNEYS’**
7 **FEES AND REIMBURSEMENT OF**
8 **LITIGATION EXPENSES**

9 This matter came on for hearing on June 12, 2018 (the “Settlement Hearing”)
10 on Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of
11 Litigation Expenses. The Court having considered all matters submitted to it at the
12 Settlement Hearing and otherwise; and it appearing that notice of the Settlement
13 Hearing substantially in the form approved by the Court was mailed to all Class
14 Members who or which could be identified with reasonable efforts, and that a
15 summary notice of the hearing substantially in the form approved by the Court was
16 published in *The Wall Street Journal*, *The New York Times*, and *The Financial Times*
17 and released via *PR Newswire* pursuant to the specifications of the Court; and the
18 Court having considered and determined the fairness and reasonableness of the
19 award of attorneys’ fees and reimbursement of Litigation Expenses,

1 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

2 1. This Order incorporates by reference the definitions in the Stipulation
3 and Agreement of Settlement dated January 26, 2018 (ECF No. 606) (the
4 “Stipulation”) and all capitalized terms not otherwise defined herein shall have the
5 same meanings as set forth in the Stipulation.

6 2. The Court has jurisdiction to enter this Order and over the subject
7 matter of the Action and all parties to the Action, including all Class Members.

8 3. Notice of Lead Counsel’s motion for an award of attorneys’ fees and
9 reimbursement of Litigation Expenses was given to all Class Members who could
10 be identified with reasonable effort. The form and method of notifying the Class of
11 the motion for an award of attorneys’ fees and reimbursement of Litigation Expenses
12 satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the
13 United States Constitution (including the Due Process Clause), the Private Securities
14 Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other
15 applicable law and rules, constituted the best notice practicable under the
16 circumstances, and constituted due and sufficient notice to all persons and entities
17 entitled thereto.

18 4. Lead Counsel are hereby awarded attorneys’ fees in the amount of 21%
19 of the Settlement Fund, which is equivalent to \$52,500,000 (before interest), and
20 \$6,205,108.12 in reimbursement of Plaintiffs’ Counsel’s litigation expenses (which
21

1 fees and expenses shall be paid from the Settlement Fund), which sums the Court
2 finds to be fair and reasonable. Lead Counsel shall allocate the attorneys' fees
3 awarded amongst Plaintiffs' Counsel in a manner which they, in good faith, believe
4 reflects the contributions of such counsel to the institution, prosecution and
5 settlement of the Action.

6 5. In addition, the law firm of Cotchett, Pitre & McCarthy, LLP is hereby
7 awarded attorneys' fees in the amount of \$84,500 and \$3,357.66 in reimbursement
8 of litigation expenses (which fees and expenses shall be paid from the Settlement
9 Fund) and the law firm of Bottini & Bottini, Inc. is hereby awarded attorneys' fees
10 in the amount of \$161,800 and \$6,306.90 in reimbursement of litigation expenses
11 (which fees and expenses shall be paid from the Settlement Fund), which sums the
12 Court finds to be fair and reasonable.

13 6. In making this award of attorneys' fees and reimbursement of Litigation
14 Expenses to be paid from the Settlement Fund, the Court has considered and found
15 that:

16 (a) The Settlement has created a fund of \$250,000,000 in cash that
17 has been funded into escrow pursuant to the terms of the Stipulation, and that
18 numerous Class Members who submit acceptable Claim Forms will benefit
19 from the Settlement that occurred because of the efforts of Lead Counsel;
20
21

1 (b) The fee sought by Lead Counsel has been reviewed and approved
2 as reasonable by Class Representatives, including the two institutional
3 investor Lead Plaintiffs, that oversaw the prosecution and resolution of the
4 Action;

5 (c) Copies of the Settlement Notice were mailed to over 61,700
6 potential Class Members and nominees stating that Lead Counsel would apply
7 for attorneys' fees in an amount not to exceed 25% of the Settlement Fund
8 and reimbursement of Litigation Expenses in an amount not to exceed \$8.5
9 million;

10 (d) There were no objections to the requested attorneys' fees and
11 expenses;

12 (e) Lead Counsel have conducted the litigation and achieved the
13 Settlement with skill, perseverance and diligent advocacy;

14 (f) The Action raised a number of complex and novel issues;

15 (g) Had Lead Counsel not achieved the Settlement there would
16 remain a significant risk that Class Representatives and the other members of
17 the Class may have recovered less or nothing from Defendants;

18 (h) Plaintiffs' Counsel devoted over 136,000 hours, with a lodestar
19 value of over \$65.2 million, to achieve the Settlement; and
20
21

(i) The amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

7. The Court-approved Administrator, Garden City Group, LLC, shall not be reimbursed for total fees and expenses in excess of \$580,000.00 in connection with this Action without further order of the Court.

8. Class Representative State Teachers Retirement System of Ohio is hereby awarded \$74,839.78 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

9. Class Representative Iowa Public Employees Retirement System is hereby awarded \$17,887.20 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

10. Class Representative Patrick T. Johnson is hereby awarded \$35,400 from the Settlement Fund as reimbursement for his reasonable costs and expenses directly related to his representation of the Class.

11. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

12. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

13. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

14. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 14th day of August, 2018.

David O. Carter

The Honorable David O. Carter
United States District Judge

Exhibit 15

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE HP SECURITIES LITIGATION,

This Document Relates To: All Actions

MASTER FILE No. 3:12-cv-05980-CRB

CLASS ACTION

~~[PROPOSED]~~ ORDER AWARDING
ATTORNEYS' FEES AND LITIGATION
EXPENSES

1 This matter came for hearing on November 13, 2015 (the “Settlement Hearing”), on Lead
2 Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses
3 (“Fee and Expense Application”). The Court having considered Lead Counsel’s Fee and Expense
4 Application and all matters submitted to it at the Settlement Hearing and otherwise; and it appearing
5 that due and adequate notice of the Settlement, the Settlement Hearing and related matters,
6 including Lead Counsel’s motion for an award of attorneys’ fees and Litigation Expenses, was
7 given to the Settlement Class as required by the Court’s July 17, 2015 Order (the “Preliminary
8 Approval Order”).

9 **NOW, THEREFORE, IT IS HEREBY ORDERED:**

10 1. This Order hereby incorporates by reference the definitions in the Stipulation of
11 Settlement and Release dated as of June 8, 2015 (the “Stipulation”), and all capitalized terms used
12 herein shall have the same meanings as set forth in the Stipulation.

13 2. This Court has jurisdiction to enter this Order. This Court has jurisdiction over the
14 subject matter of the Action and over all parties to the Action, including all Settlement Class
15 Members.

16 3. Notice of Lead Counsel’s Fee and Expense Application was given to all Settlement
17 Class Members who could be identified with reasonable effort. The form and method of notifying
18 the Settlement Class of Lead Counsel’s Fee and Expense Application met the requirements of due
19 process, Rule 23 of the Federal Rules of Civil Procedure, and Section 21D(a)(7) of the Securities
20 Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation
21 Reform Act of 1995, the Constitution of the United States, and any other applicable law, and
22 constituted the best notice practicable under the circumstances, and constituted due and sufficient
23 notice to all persons entitled thereto.

24 4. Settlement Class Members have been given the opportunity to object to Lead
25 Counsel’s Fee and Expense Application in compliance with Rule 23(h)(2) of the Federal Rules of
26 Civil Procedure.

5. Lead Counsel is hereby awarded attorneys' fees in the amount of 11% of the Settlement Amount, net of Court-approved Litigation Expenses, which sum the Court finds to be fair and reasonable, and \$1,023,971.29 in reimbursement of Litigation Expenses, plus interest earned on both amounts at the same rate as earned by the Settlement Fund. The foregoing attorneys' fees and Litigation Expenses shall be paid from the Settlement Fund in accordance with the terms of the Stipulation.

6. Lead Plaintiff PGGM Vermogensbeheer B.V. is hereby awarded \$162,900 from the Settlement Fund as reimbursement for its costs and expenses directly related to its representation of the Settlement Class.

7. In making the foregoing awards of attorneys' fees and Litigation Expenses to be paid from the Settlement Fund, the Court has considered and found that:

a. The Settlement has created a fund of \$100 million in cash that has been deposited into an escrow account for the benefit of the Settlement Class pursuant to the terms of the Stipulation, and eligible members of the Settlement Class who submit acceptable Claim Forms will benefit from the Settlement that occurred because of Lead Counsel's efforts;

b. Lead Counsel's Fee and Expense Application has been reviewed and approved as fair and reasonable by the Court-appointed Lead Plaintiff, a large, sophisticated institutional investor that was actively involved in the prosecution and resolution of the Action;

c. Copies of the Notice which stated that Lead Counsel would apply to the Court for attorneys' fees in an amount not to exceed eleven percent (11%) of the Settlement Amount, net of Litigation Expenses, and reimbursement of Litigation Expenses in an amount not to exceed \$1.25 million, were mailed to over 809,000 potential Settlement Class Members or their nominees. In addition, the Notice stated that the maximum amount of Litigation Expenses included reimbursement of costs

and expenses (including lost wages) incurred by Lead Plaintiff in connection with its representation of the Settlement Class, in an amount not to exceed \$175,000;

d. There were no objections to Lead Counsel's Fee and Expense Application;

e. Lead Counsel has conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

f. The Action involves complex factual and legal issues and was actively prosecuted for nearly three years;

g. Had Lead Counsel not achieved the Settlement, there would remain a significant risk that Lead Plaintiff and the other members of the Settlement Class may have recovered less or nothing from the Defendants;

h. Lead Counsel devoted over 17,723 hours, with a lodestar value of approximately \$9.4 million, to achieve the Settlement; and

i. The amount of attorneys' fees and Litigation Expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

8. Any appeal or any challenge affecting this Court's award of attorneys' fees and Litigation Expenses shall in no way disturb or affect the finality of the Judgment.

9. Jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

10. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with terms of the Stipulation.

11. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

Dated: 11/13/2015



The Honorable Charles R. Breyer
United States District Judge

Exhibit 16

FILED IN CHAMBERS
THOMAS W. THRASH JR.
U.S.D.C. Atlanta

JUN 26 2020

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

JAMES N. HATTEN, Clerk
By: *[Signature]* Deputy Clerk

IN RE EQUIFAX INC. SECURITIES
LITIGATION

Consolidated Case No.
1:17-cv-03463-TWT

**ORDER AWARDING
ATTORNEYS' FEES AND LITIGATION EXPENSES**

This matter came on for hearing on June 26, 2020 (the "Settlement Fairness Hearing") on Lead Counsel's motion for an award of attorneys' fees and Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Fairness Hearing and otherwise; and it appearing that notice of the Settlement Fairness Hearing substantially in the form approved by the Court was mailed to all Settlement Class Members who or which could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in the *Wall Street Journal* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and Litigation Expenses requested;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated February 12, 2020 (ECF No. 159-2) (the “Stipulation”) and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.

3. Notice of Lead Counsel’s motion for an award of attorneys’ fees and Litigation Expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for an award of attorneys’ fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due process, and all other applicable law and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Plaintiff’s Counsel are hereby awarded attorneys’ fees in the amount of 20 % of the Settlement Fund, net of total Court-awarded Litigation Expenses, which sum the Court finds to be fair and reasonable. Plaintiff’s Counsel are also

hereby awarded \$659,925.13 in payment of litigation expenses to be paid from the Settlement Fund, which sum the Court finds to be fair and reasonable. Lead Counsel shall allocate the attorneys' fees awarded amongst Plaintiff's Counsel in a manner which it, in good faith, believes reflects the contributions of such counsel to the institution, prosecution, and settlement of the Action.

5. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$149,000,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Settlement Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiff's Counsel;

(b) The fee sought is based on a retainer agreement entered into between Lead Plaintiff, a sophisticated institutional investor that actively supervised the Action, and Lead Counsel at the outset of the Action; and the requested fee has been reviewed and approved as reasonable by Lead Plaintiff;

(c) Over 185,000 copies of the Notice were mailed to potential Settlement Class Members and nominees stating that Lead Counsel would apply for an award of attorneys' fees in an amount not exceed 20% of the

Settlement Fund and for payment of Litigation Expenses in an amount not to exceed \$1,000,000, and no objections to the requested attorneys' fees and expenses were received;

(d) Lead Counsel conducted the litigation and achieved the Settlement with skill, perseverance, and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiff and the other members of the Settlement Class may have recovered less or nothing from Defendants;

(g) Plaintiff's Counsel devoted over 42,200 hours, with a lodestar value of over \$18.6 million, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses to be paid from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Union Asset Management Holding AG is hereby awarded \$ 121,375.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

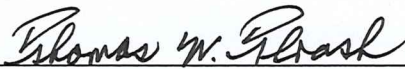
7. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

8. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

9. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

10. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 26 day of June, 2020.



The Honorable Thomas W. Thrash, Jr.
United States District Judge