

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE COMMVault SYSTEMS, INC.
SECURITIES LITIGATION

Civil Action No. 14-5628 (PGS)(LHG)

**DECLARATION OF STEPHANIE AMIN-GIWNER
IN SUPPORT OF LEAD PLAINTIFF'S MOTION
FOR APPROVAL OF DISTRIBUTION PLAN**

I, STEPHANIE AMIN-GIWNER, hereby declare and state as follows:

1. I am a Manager of Client Services for Epiq Class Action and Claims Solutions, Inc. (“Epiq”), and formerly Assistant Director of Operations for Garden City Group, LLC (“GCG”).¹ I am over 21 years of age and am not a party to this action. I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would testify competently thereto.

2. GCG was retained by Lead Counsel to serve as the Claims Administrator in connection with the Settlement of the above-captioned action (the “Action”).² In its Order Preliminarily Approving Settlement and Providing for

¹ GCG was acquired by Epiq on June 15, 2018, and is now continuing operations as part of Epiq.

² All terms with initial capitalization not otherwise defined herein shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement dated November 30, 2017 (ECF No. 117-1) (the “Stipulation”). The Settlement is contained in the Stipulation.

Notice (ECF No. 120) (the “Preliminary Approval Order”), the Court approved the retention of GCG as the Claims Administrator. As Claims Administrator, GCG (now part of Epiq) has, among other things: (i) mailed the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses (the “Notice”) and the Proof of Claim and Release Form (the “Proof of Claim Form” or “Claim Form” and, together with the Notice, the “Notice Packet”) to potential Settlement Class Members and brokers and other nominees; (ii) created and continues to maintain a toll-free helpline for inquiries during the course of the administration; (iii) created and continues to maintain a Settlement website and posted case-specific documents on it; (iv) caused the Summary Notice to be published; (v) provided, upon request, additional copies of the Notice Packet to potential Settlement Class Members, brokers, and other nominees; and (vi) received and processed Claims.

3. On May 14, 2018, the Court entered the Judgment Approving Class Action Settlement (ECF No. 130) and on May 21, 2018, the Court entered the Order Approving Plan of Allocation of Net Settlement Fund (ECF No. 134). GCG has completed processing all Claims received through November 6, 2019, in accordance with the terms of the Stipulation and the Court-approved Plan of Allocation set forth in the Notice, and hereby submits its administrative determinations accepting and

rejecting the Claims in preparation for a distribution of the Net Settlement Fund to Authorized Claimants. GCG also presents this declaration in support of Lead Plaintiff's Motion for Approval of Distribution Plan.

DISSEMINATION OF NOTICE

4. As more fully described in the Declaration of Jose C. Fraga Regarding (A) Mailing of the Notice and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date (ECF No. 125-1) (the "Mailing Decl."), and the Supplemental Declaration of Jose C. Fraga Regarding (A) Mailing of Notice and Claim Form and (B) Report on Requests for Exclusion Received to Date (ECF No. 129) (the "Suppl. Mailing Decl."), as of May 4, 2018, GCG had mailed 37,544 Notice Packets to potential Settlement Class Members and their nominees. Suppl. Mailing Decl. ¶ 2. Since that date, 777 additional Notice Packets have been disseminated. In total, GCG has disseminated 38,321 Notice Packets to potential Settlement Class Members, brokers, and other nominees.

5. GCG established and continues to maintain a website (www.CommvaultSecuritiesLitigation.com) and a toll-free telephone helpline (1-888-684-4880) to assist potential Settlement Class Members. The Settlement website (which provides access to important documents relevant to the Settlement) and the telephone helpline enable Settlement Class Members to obtain information about the Settlement.

6. In accordance with Paragraph 8(d) of the Preliminary Approval Order, on February 26, 2018, GCG caused the Summary Notice to be published in *Investor's Business Daily* and released via *PR Newswire*. Mailing Decl. ¶ 8.

7. Pursuant to paragraph 7 of the Court's May 21, 2018 Order Approving Plan of Allocation of Net Settlement Fund, beginning on May 25, 2019, GCG disseminated the Postcard Notice by First Class Mail to approximately 20,000 potential Settlement Class Members who had not yet filed a claim.

PROCEDURES FOLLOWED IN PROCESSING CLAIMS

8. Under the terms of the Preliminary Approval Order and as set forth in the Notice, each Settlement Class Member who wished to be eligible to receive a distribution from the Net Settlement Fund was required to complete and submit to GCG a properly executed Claim Form postmarked no later than June 20, 2018, together with adequate supporting documentation for the transactions and holdings reported in the Claim. Through November 6, 2019, GCG has received and fully processed 12,299 Claims (the "Presented Claims").

9. In preparation for receiving and processing Claims, GCG: (i) conferred with Lead Counsel to define the guidelines for processing Claims; (ii) created a unique database to store Claim details, images of Claims, and supporting documentation (the "Settlement Database"); (iii) trained staff in the specifics of the Settlement so that Claims would be properly processed; (iv) formulated a system so

that telephone and email inquiries would be properly responded to; (v) developed various computer programs and screens for entry of Settlement Class Members' identifying information and their transactional information; and (vi) developed a proprietary "calculation module" that would calculate Recognized Claims pursuant to the Court-approved Plan of Allocation of the Net Settlement Fund stated in the Notice.

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

PROCESSING CLAIMS

A. Paper Claims

11. Of the 12,299 Presented Claims, 1,209 are paper Claims. Once received, the paper Claims were opened and prepared for scanning. This process included unfolding documents, removing staples, copying nonconforming-sized documents, and sorting documents. This manual task of preparing the paper Claims

is very laborious and time-intensive. Once prepared, paper Claims were scanned into the Settlement Database together with all submitted documentation. Subsequently, each Claim was assigned a unique Claim number. Once scanned, the information from each Claim (including the Claimant's name, address, account number/information from supporting documentation, and the Claimant's purchase/acquisition transactions, sale transactions, and holdings listed on the Claim) was entered into the Settlement Database. Once entered into the Settlement Database, each Claim was reviewed to verify that all required information had been provided. The documentation provided by the Claimant in support of the Claim was reviewed for authenticity and compared to the information provided in the Claim to verify the Claimant's identity and the purchase/acquisition transactions, sale transactions, and holdings listed on the Claim.

12. To process the transactions detailed in the Claims, GCG utilized internal codes ("message codes") to identify and classify deficiency or ineligibility conditions existing within those Claims. Appropriate message codes were assigned to the Claims as they were processed. For example, where a Claim was submitted by a Claimant who did not have any eligible transactions in Commvault common stock during the Class Period (*e.g.*, the Claimant purchased Commvault common stock only before or after the Class Period), that Claim would receive a message code that denoted ineligibility. Similar defect message codes were used to denote

other ineligible conditions, such as duplicate Claims. These message codes would indicate to GCG that the Claimant was not eligible to receive any payment from the Net Settlement Fund with respect to that Claim unless the deficiency was cured in its entirety. Examples of conditions of ineligibility are as follows:

- No Documentation Submitted for the Entire Claim
- Duplicate Claim Submitted
- No Eligible Purchase During the Class Period
- No Signature
- No Recognized Claim [meaning that the Claim did not calculate to a loss under the Plan of Allocation]

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

- Claim did not Balance/Trade Discrepancy
- Inadequate Documentation for transaction
- Received Shares (*i.e.*, shares transferred into or out of an account)
- No Proof of Unsold Holdings

B. Electronic Claims

14. Of the 12,299 Presented Claims, 11,090 were filed electronically (“Electronic Claims”). Electronic Claims are typically submitted by institutional investors (“Electronic Claim Filers” or “E-Claim Filers”) who may have hundreds or thousands of transactions during the Class Period. Rather than provide reams of paper requiring data entry, the E-Claim Filers submitting Electronic Claims either mail a computer disc or electronically submit a file to GCG so that GCG can upload all transactions to the Settlement Database.

15. GCG maintains an electronic filing operations team (the “Electronic Filing Team”) to coordinate and supervise the receipt and handling of all Electronic Claims. In this case, the Electronic Filing Team reviewed and analyzed each electronic file to ensure that it was formatted in accordance with GCG’s required format and to identify any potential data issues or inconsistencies within the file. If any issues or inconsistencies arose, GCG notified the filer. If the electronic file was deemed to be in an acceptable format, it was then loaded to the Settlement Database.

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

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

18. Finally, at the end of the process, GCG performed various targeted reviews of Electronic Claims. Specifically, GCG used criteria such as the calculated Recognized Claims and other identified criteria to message code and reach out to a number of E-Claim Filers and request that various sample purchases, sales, and

holdings selected by GCG be documented by providing confirmation slips or other transaction-specific supporting documentation. These targeted reviews help to ensure that electronic data supplied by Claimants does not contain inaccurate information.

EXCLUDED PERSONS

19. GCG also reviewed all Claims to ensure that they were not submitted by, or on behalf of, “Excluded Persons,” to the extent that the identities of such persons or entities were known to GCG through the list of Defendants and other excluded persons and entities set forth in the Stipulation and the Notice and from the Claimants’ certifications on the Proofs of Claim. GCG also reviewed all Claims to ensure they were not submitted by the individual who was excluded from the Settlement Class pursuant to request.

THE DEFICIENCY PROCESS

A. Paper Claims

20. Approximately 43% of the paper Claims, *i.e.*, 515 of the 1,209 paper Claims, were incomplete or had one or more defects or conditions of ineligibility, such as the Claim not being signed, not being properly documented, or indicating no eligible transactions in Commvault common stock during the Class Period. The “Deficiency Process,” which primarily involved mailing letters to Claimants and responding to communications from Claimants by email and/or telephone, was

intended to assist Claimants in properly completing their otherwise deficient submissions so that they could be eligible to participate in the Settlement.

21. If paper Claims were determined to be defective, a Notice of Rejection of Your Entire Claim or a Notice of Rejection of Part of Your Claim (“Deficiency Notice”) was sent to the Claimants describing the defect(s) in the Claims and what, if anything, was necessary to cure the defect(s) in these Claims. The Deficiency Notice advised Claimants that submission of appropriate information and/or documentary evidence to complete the Claim had to be sent within twenty (20) days from the date of the Deficiency Notice or the Claim would be recommended for rejection to the extent that the deficiency or condition of ineligibility was not cured. The Deficiency Notice also advised Claimants that to contest these administrative determinations, they were required to submit written statements to GCG requesting Court review of their Claims and setting forth the basis for such requests. GCG sent a total of 515 Deficiency Notices to Claimants who filed paper Claims that GCG determined to be defective. Attached hereto as Exhibit A is an example of a Deficiency Notice.

22. Claimants’ responses to Deficiency Notices were scanned into the Settlement Database and associated with the corresponding Claims. The responses were then carefully reviewed and evaluated by GCG’s team of processors. If a

Claimant's response corrected the defect(s), GCG manually updated the Settlement Database to reflect the changes in the status of the Claim.

B. Electronic Claims

23. In addition, for Electronic Claims, GCG used the following process to contact the banks, brokers, nominees, and other filers who submitted their data electronically to confirm receipt of their submissions and to notify the filers of any deficiencies or Electronic Claims that were ineligible. These filers were sent an email to the email address included with their Claim Form ("Status Email") with an attached report containing detailed information associated with the Claims and indicating which of those Claims within the filing were deficient and/or rejected ("Status Spreadsheet"). Notification was also provided online through GCG's web-based filing platform, GCG ICE™, to those filers that submitted files via this method.

24. The Status Email sent to the email address of record provided with the Claim Form:

- (a) Notified the filer that any Claims with deficiencies not corrected within twenty (20) days from the date of the email may be rejected;

- (b) Advised the filer of the right to contest the rejection of the Claim(s) and request this Court's review of GCG's administrative determination within twenty (20) days from the date of the Status Email; and
- (c) Provided instructions for how to submit corrections.

25. The Status Spreadsheet attached to the Status Email identified each of the individual Claims that were found to be deficient or ineligible and the basis for that deficiency or condition of ineligibility.

26. GCG has mailed a Status Email and Status Spreadsheet to 57 E-Claim Filers. Samples of a Status Email and Status Spreadsheet are attached hereto as Exhibits B and C, respectively.

27. The E-Claim Filers' responses were reviewed by the Electronic Filing Team, scanned and/or loaded into GCG's Settlement Database, and associated with the corresponding Electronic Claims. If a response corrected the defect(s) or affected an Electronic Claim's status, GCG manually and/or programmatically updated the Settlement Database to reflect such change in status of the Electronic Claim.

DISPUTED CLAIMS

28. As noted above, Claimants were advised they had the right to contest GCG's administrative determination of deficiencies or ineligibility within twenty (20) days from the date of notification and that they could request that the dispute

be submitted to the Court for review. More specifically, Claimants were advised in the Deficiency Notice or Status Email that, if they disputed GCG's determination, they had to provide a statement of reasons indicating the grounds for contesting the determination, along with supporting documentation, and if the dispute concerning the Claim could not otherwise be resolved, Lead Counsel would thereafter present the request for review to the Court for a final determination.

29. A total of four (4) Claimants contested GCG's administrative determinations and requested review by the Court. To resolve the disputes without necessitating the Court's intervention, GCG contacted all persons requesting Court review, and with respect to those Claimants who were reached, GCG answered all their questions, fully explained GCG's determination of the Claim's status and facilitated the submission of missing information or documentation where applicable. As a result of these efforts, three (3) requests for Court review have been retracted.

30. Of the four (4) Claimants that had contested GCG's determination to reject their Claims, only one (1) joint Claimant (the "Disputing Claimant") has an outstanding request for Court review (the "Disputed Claim"). Exhibit D attached hereto contains a copy of the Disputed Claim (Claim No. 1020232) and supporting

documentation submitted by the Disputing Claimant and other documents related to the Disputed Claim.³

31. GCG recommends the rejection of the Disputed Claim because it does not calculate to a Recognized Claim under the provisions of the Court-approved Plan of Allocation. The Claim Form and documentation submitted reflect that the Disputing Claimant purchased 45 shares of Commvault common stock on August 5, 2013, for \$87.19 a share and sold those shares on November 5, 2013, for \$76.84 a share. The Recognized Loss Amount was calculated using ¶ 58(a)(i) of the Notice’s Plan of Allocation which states that for each share “[s]old prior to the close of trading on January 28, 2014, the Recognized Loss Amount shall be \$0.00.” As all shares were sold before January 28, 2014, the shares did not result in a Recognized Claim.

32. A GCG representative answered all the Disputed Claimant’s questions and fully explained GCG’s determination of the Claim’s status. However, the Disputing Claimant has indicated its desire to maintain the request for Court review.

³ For privacy reasons, the documents included in Exhibit D have been redacted to remove all personal information such as street addresses, email addresses, telephone numbers, account numbers, Taxpayer ID, Social Security, or Social Insurance Numbers, and all financial and transaction information not related to the Claimant’s transactions in Commvault common stock.

LATE BUT OTHERWISE ELIGIBLE CLAIMS

33. Of the Presented Claims, 2,002 were received or postmarked after the June 20, 2018 Claim submission deadline established by the Court. GCG processed all late Claims received through November 6, 2019, and 911 have been found to be otherwise eligible in whole or in part (the “Late But Otherwise Eligible Claims”). GCG has not rejected any Claim received through November 6, 2019, solely based on its late submission, and GCG believes no delay has resulted from the provisional acceptance of these Late But Otherwise Eligible Claims. To the extent they are eligible but for the fact that they were late, they are recommended for payment.

34. However, there must be a final cut-off date after which no more Claims will be accepted so that there may be a proportional allocation of the Net Settlement Fund and the distribution may be accomplished. Acceptance of additional Claims or responses to notices of deficiency received during the finalization of the administration and the preparation of this application would necessarily require a delay in the distribution. Accordingly, GCG also respectfully requests that this Court order that no received or rejected Claim adjusted after November 6, 2019, be eligible for payment for any reason whatsoever subject only to the provision of paragraph 43(f) of the proposed distribution plan discussed below. If the Court adopts the proposed distribution plan, then, after Lead Counsel has determined that further distributions are not cost-effective and before any contribution of the residual funds

to charity, if sufficient funds remain to warrant the processing of Claims received after November 6, 2019, these Claims will be processed and, if any would have been eligible if timely received, these Claimants may be paid the distribution amounts on a *pro rata* basis that would bring them into parity with other Authorized Claimants who have cashed all their prior distribution checks to the extent permitted by the amount of remaining funds. *See* ¶ 43(f) below. With respect to previously-filed Claims that are cured or adjusted after November 6, 2019, such Claims will be reevaluated upon receipt of the adjustment and, to the extent that they are found eligible for a distribution or additional distribution, they will be treated in the same manner as Claims received after November 6, 2019. However, should an adjustment be received that results in a lower Recognized Claim amount, that adjustment will be made and the Recognized Claim amount will be reduced accordingly prior to a distribution to that Claimant.

QUALITY ASSURANCE

35. An integral part of the claims administration process is the Quality Assurance review. Throughout the administration process, GCG's Quality Assurance personnel worked to verify that Claims were processed properly by ensuring that information was entered correctly into the Settlement Database, deficiency and/or rejection message codes were assigned accurately, and deficiency and/or rejection notification letters were sent appropriately. After all Claims were

processed, deficiency and/or rejection letters were mailed, and Claimants' responses to the deficiency and/or rejection letters were reviewed and processed, GCG's Quality Assurance personnel performed additional Quality Assurance reviews. These final Quality Assurance reviews further ensured the correctness and completeness of all Claims processed prior to preparing this declaration and all GCG's final documents in support of distribution of the Net Settlement Fund. As part of the Quality Assurance reviews, GCG:

- (a) Verified that all Proofs of Claim had signatures of authorized individuals;
- (b) Verified that true duplicate Claims were identified, verified, and rejected;
- (c) Verified that persons and entities excluded from the Settlement Class did not file Claims or their Claims were rejected upon review;
- (d) Performed a final Quality Assurance audit of Claims and all supporting documentation to ensure completeness of Claims;
- (e) Determined that all Claimants requiring deficiency and/or rejection letters were sent such letters;
- (f) Performed an audit of deficient Claims;

- (g) Performed additional review of Claims with high Recognized Claim amounts;
- (h) Audited Claims that were designated invalid;
- (i) Audited Claims with a Recognized Claim amount equal to zero;
- (j) Performed other auditing based on Claims completion requirements and the approved calculation specifications based on the Court-approved Plan of Allocation; and
- (k) Re-tested the accuracy of the Recognized Claim amount calculation program.

36. As part of its due diligence in processing the Claims, GCG reviewed and compared the entire Settlement Database against the “watch list” of known questionable filers that GCG has developed throughout its years of experiences as a claims administrator. GCG has worked closely with the FBI to update that watch list with the latest information available. GCG performs searches based on names, aliases, addresses, and city/zip codes. In addition, GCG’s claim processors are trained to identify any potentially inauthentic documentation when processing Claims, including Claims submitted by Claimants not previously captured in the “watch list.” Processors are instructed to message code any Claim that matches to a record on the “watch list” and escalate them to management for review. No Claims were identified as having been submitted by someone on the “watch list.”

RECOMMENDATIONS FOR APPROVAL AND REJECTION

37. As noted above, the number of Claims on this motion is 12,299.

Timely Submitted and Valid Claims

38. A total of 10,297 Claims were received or postmarked on or before the Court-approved Claim submission deadline of June 20, 2018, of which 5,131 were determined by GCG to be eligible and are recommended for approval (“Timely Eligible Claims”). The total Recognized Claim amount for these Claims is \$460,737,210.45.

Late But Otherwise Eligible Claims

39. A total of 2,002 Claims were received or postmarked after the Court-approved Claim submission deadline of June 20, 2018, but received on or before November 6, 2019. Of those, 911 were determined by GCG to be otherwise eligible and are recommended for approval (“Late But Otherwise Eligible Claims”). The total Recognized Claim amount for these Claims is \$83,774,308.31.

Rejected Claims

40. After the responses to notices of deficiencies were processed, a total of 6,257 Claims (including the Disputed Claims discussed above) remain recommended for rejection by the Court (“Rejected Claims”) for the following reasons:

- (a) 3,621 or 58% of the Claims Did Not Fit the Definition of the Settlement Class;
- (b) 1,648 or 26% of the Claims Did Not Result in a Recognized Claim;
- (c) 79 or 1% of the Claims were Duplicates; and
- (d) 909 or 15% of the Claims Had Uncured Conditions of Ineligibility.

Lists Of All Presented Claims

41. Attached hereto as Exhibits E through G are listings of all the Presented Claims:

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

FEES AND DISBURSEMENTS

42. GCG agreed to be the Claims Administrator in exchange for payment of its fees and out-of-pocket expenses. Lead Counsel received reports on and invoices for the work GCG performed with respect to the provision of notice and administration of the Settlement. Attached hereto as Exhibit H are copies of GCG's

invoices for its work performed on behalf of the Settlement Class as well as an estimate for the work that will be performed and the costs that will be incurred in connection with the initial distribution of the Net Settlement Fund.⁴ As set forth in these invoices, the cost of administration for this project through the initial distribution is \$273,653.66 in fees and expenses. At the outset of this case, GCG provided Lead Counsel with an estimate of \$225,000 to complete its work in this administration through the initial distribution based on the assumption that 7,800 Claims would be filed and the initial distribution would occur in November 2018. In reality, we received more than 11,500 Claims and the administration has lasted approximately twelve (12) months more than anticipated. In addition to increased Claims processing charges and Claimant communication time, for each additional month that the administration continues, GCG incurs monthly charges for the Settlement website, telephone number, and storage (both electronic and paper). As a direct result of the increased number of Claims submitted by Claimants that extended the workload and duration of the claims administration period, the costs and expenses for this matter exceeded the original estimate. To date, GCG has received payment in the amount of \$156,044.97 for its fees and expenses.

⁴ Should the estimate of fees and expenses to conduct the initial distribution of the Net Settlement Fund exceed the actual cost to conduct the distribution, the excess will be returned to the Net Settlement Fund and will be available for subsequent distribution to Authorized Claimants.

Accordingly, there is a total of \$117,608.69 payable to GCG. GCG respectfully requests that the Court approve its fees and expenses of \$273,653.66.

DISTRIBUTION PLAN FOR THE NET SETTLEMENT FUND

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

(a) GCG will conduct an initial distribution (the "Initial Distribution") of the Net Settlement Fund, after deducting all payments approved by the Court, and after payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, while maintaining a 5% reserve to address any tax liability and claims administration-related contingencies that may arise, as follows:

(1) GCG will calculate award amounts for all Authorized Claimants as if the entire Net Settlement Fund were to be distributed now. In accordance with the Court-approved Plan of Allocation, GCG will calculate each Authorized Claimant's *pro rata* share of the Net Settlement Fund based on the amount of the Authorized Claimant's Recognized Claim in comparison to the total Recognized Claims of all Authorized Claimants.

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

(3) After eliminating Claimants who would have received less than \$10.00, GCG will recalculate the *pro rata* share of the Net Settlement Fund for Authorized Claimants who would have received \$10.00 or more pursuant to the calculations described in subparagraph (a)(1) above. This *pro rata* share is the Authorized Claimant's "Distribution Amount."

(4) Authorized Claimants whose Distribution Amount calculates to less than \$100.00 pursuant to subparagraph (a)(3) above will be paid their full Distribution Amount in the Initial Distribution ("Claims Paid in Full"). These Authorized Claimants will get no additional funds in subsequent distributions.

(5) After deducting the payments to the Claims Paid in Full, 95% of the remaining balance of the Net Settlement Fund will be distributed to Authorized Claimants whose Distribution Amount calculates to \$100.00 or more pursuant to subparagraph (a)(3) above,

on *pro rata* basis based on their Distribution Amounts. The remaining 5% of the Net Settlement Fund will be held in reserve (the “Reserve”) to address any tax liability and claims administration-related contingencies that may arise. To the extent the Reserve is not depleted, the remainder will be distributed in the “Second Distribution” described in subparagraph (d) below.

(b) In order to encourage Authorized Claimants to promptly deposit their payments, all distribution checks will bear a notation: “CASH PROMPTLY. VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [DATE 90 DAYS AFTER ISSUE DATE].”⁵

⁵ For Authorized Claimants whose checks are returned as undeliverable, GCG will endeavor to locate new addresses by running the undeliverable addresses through address-lookup services. Where a new address is located, GCG will update the Settlement Database accordingly and reissue a distribution check to the Authorized Claimant at the new address. In the event an Authorized Claimant loses or damages his, her, or its check, or otherwise requires a new check, GCG will issue replacements. Distribution reissues will be undertaken only upon written instructions from the Authorized Claimant, provided that the Authorized Claimant returns the previous check where appropriate. For all checks, GCG will void the initial payment prior to reissuing a payment. In order not to delay further distributions to Authorized Claimants who have timely cashed their checks, GCG’s outreach program, described in the preceding sentences, shall end 30 days after the initial void date. Authorized Claimants will be informed that, if they do not cash their Initial Distribution checks within 90 days of the mail date, or they do not cash check reissues within 30 days of the mailing of such reissued check, their check will lapse, their entitlement to recovery will be irrevocably forfeited, and the funds will be reallocated to other Authorized Claimants. Reissue requests for lost or damaged checks will be granted after the void date on the checks as long as the request for the reissue is received no later than 45 days prior to the next planned

(c) Authorized Claimants who do not cash their Initial Distribution checks within the time allotted or on the conditions set forth in footnote 5 will irrevocably forfeit all recovery from the Settlement. The funds allocated to all such stale-dated checks will be available to be redistributed to other Authorized Claimants in the second distribution. Similarly, Authorized Claimants who do not cash their second or subsequent distribution checks (should such distributions occur) within the time allotted or on the conditions set forth in footnote 5 will irrevocably forfeit any further recovery from the Net Settlement Fund.

(d) Consistent with the Court-approved Plan of Allocation, after GCG has made reasonable and diligent efforts to have Authorized Claimants cash their Initial Distribution checks, which efforts shall consist of the follow-up efforts described in footnote 5, but not earlier than nine (9) months after the Initial Distribution, GCG will, after consulting with Lead Counsel, conduct a second distribution of the Net Settlement Fund (the “Second Distribution”). Any amounts remaining in the Net Settlement Fund after the Initial Distribution (including from the Reserve and the funds for all void stale-dated checks), after deducting GCG’s fees and expenses incurred in

distribution. Requests for reissued checks in connection with any subsequent distributions (should such distributions occur) will be handled in the same manner.

connection with administering the Settlement for which it has not yet been paid (including GCG's estimated costs of the Second Distribution), and after deducting the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be distributed to all Authorized Claimants in the Initial Distribution who cashed their first distribution check and who would receive at least \$10.00 from such distribution based on their *pro rata* share of the remaining funds. Additional distributions, after deduction of costs and expenses as described above and subject to the same conditions, may occur thereafter in six-month intervals until Lead Counsel, in consultation with GCG, determines that further distribution is not cost-effective.

(e) At such time as Lead Counsel, in consultation with GCG, determines that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, if sufficient funds remain to warrant the processing of Claims received after November 6, 2019, such Claims will be processed, and any such Claims that are otherwise valid as well as any earlier received Claims for which an adjustment was received after November 6, 2019, which resulted in an increased Recognized Claim, will be paid in accordance with subparagraph (f) below. If any funds remain in the Net Settlement Fund after payment of such late or late-adjusted Claims, the

remaining balance of the Net Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be contributed to non-sectarian, not-for-profit 501(c)(3) organization(s), to be recommended by Lead Counsel and approved by the Court.

(f) No new Claims submitted after November 6, 2019, may be accepted, and no further adjustments to Claims received on or before November 6, 2019, that would result in an increased Recognized Claim amount may be made for any reason after November 6, 2019, subject to the following exception. If Claims are received or modified after November 6, 2019, that would have been eligible for payment or additional payment under the Plan of Allocation if timely received, then, at the time that Lead Counsel, in consultation with GCG, determines that a redistribution is not cost-effective as provided in subparagraph (e) above, and after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after deducting the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, such Claimants, at the discretion of Lead Counsel, may be paid the distribution amounts or additional distribution amounts on a *pro rata* basis that would bring them into parity with

other Authorized Claimants who have cashed all their prior distribution checks to the extent possible.

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

CONCLUSION

44. GCG respectfully requests that the Court enter an Order approving its administrative determinations accepting and rejecting the Claims submitted herein and approving the proposed Distribution Plan. GCG further respectfully submits that its fees and expenses, as reflected on the invoices attached hereto as Exhibit H, should be approved for payment from the Settlement Fund.

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

Executed this 22nd day of November 2019.



Stephanie Amin-Giwner

CERTIFICATE OF SERVICE

I hereby certify that on the 22nd day of November 2019, I electronically filed a copy of the foregoing with the Clerk of the Court using the CM/ECF system, which will then send a notification of the filing to the registered participants as identified on the Notice of Electronic Filing.

/s/ James E. Cecchi
James E Cecchi