

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

IN RE: SYNCHRONY FINANCIAL
SECURITIES LITIGATION

No. 3:18-cv-1818-VAB

**REPLY MEMORANDUM OF LAW IN FURTHER SUPPORT
OF (A) PLAINTIFFS' MOTION FOR FINAL APPROVAL OF
SETTLEMENT AND PLAN OF ALLOCATION AND (B) LEAD COUNSEL'S
MOTION FOR ATTORNEYS' FEES AND LITIGATION EXPENSES**

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4 NEWBERG ON CLASS ACTION § 13:585

Lead Plaintiff Stichting Depository APG Developed Markets Equity Pool and Plaintiff Stichting Depository APG Fixed Income Credits Pool (collectively, “Plaintiffs”), on behalf of themselves and the Class, and Lead Counsel submit this reply memorandum of law in further support of, respectively (a) Plaintiffs’ Motion for Final Approval of Class Action Settlement and Plan of Allocation (ECF Nos. 236-237); and (b) Lead Counsel’s Motion for Attorneys’ Fees and Litigation Expenses (ECF Nos. 238-239) (the “Motions”).¹

I. PRELIMINARY STATEMENT

In Plaintiffs’ opening papers in support of the Motions, Plaintiffs and Lead Counsel demonstrated that the proposed \$34 million Settlement satisfies all the criteria for final approval of a class action settlement and that Lead Counsel’s request for attorneys’ fees and Litigation Expenses is fair and reasonable.

Since then, the Claims Administrator, under the supervision of Lead Counsel, has completed the extensive notice program set out in the Court’s April 12, 2023 Order Preliminarily Approving Settlement and Authorizing Dissemination of Notice of Settlement (ECF No. 233) (“Preliminary Approval Order”). The notice program included mailing the Notice Packet to over 160,000 potential Class Members, as well as publication in *The Wall Street Journal* and *Investor’s Business Daily*, and on the internet. In response to this notice program, only one generalized objection to the Settlement (from an investor who did not establish their membership in the Class) was received and no Class Member objected to the Plan of Allocation or to any aspect of the requested fees and expenses. This lack of any substantive objections represents a significant endorsement by the Class of the proposed Settlement and the requested fees and expenses. In

¹ Unless otherwise defined, all capitalized terms herein have the same meanings as set forth in the Stipulation and Agreement of Settlement dated April 3, 2023 (ECF No. 232-2) (the “Stipulation”).

addition, no objections were received from any institutional investors, which is especially noteworthy here because those investors held the great majority of Synchrony common stock during the Class Period and have the staff and resources to object if they believe there is cause to do so, and none did so. Moreover, Lead Plaintiff, a sophisticated institutional investor that actively oversaw the Action, has expressly endorsed the Settlement and the requested attorneys' fees and expenses. *See* ECF No. 240-1, at ¶¶ 4-8. In addition, there were only three investors who validly requested exclusion from the Class and, based on their reported purchases of Synchrony in the Class Period, they represent an extremely small percentage of the Class—approximately 0.00014% or about one one-thousandth of one percent of the Class.

As explained below, the overwhelmingly positive reaction of the Class further supports a finding that the proposed Settlement, Plan of Allocation, and request for attorneys' fees and expenses are all fair and reasonable, and should be approved.

II. THE REACTION OF THE CLASS FURTHER SUPPORTS APPROVAL OF THE SETTLEMENT, THE PLAN OF ALLOCATION, AND THE REQUESTED ATTORNEYS' FEES AND LITIGATION EXPENSES

Plaintiffs and Lead Counsel respectfully submit that their opening papers demonstrated why approval of the Motions is warranted. Now that the time for objecting or requesting exclusion from the Class has passed, the lack of any substantive objections and the small number of requests for exclusion establish that the “reaction of the class” factor also strongly supports approval of both Motions.

A. The Court-Approved Robust Notice Program

In accordance with the Court's Preliminary Approval Order, 160,672 copies of the Notice Packet have been mailed to potential Class Members and their nominees. *See* Supplemental Declaration of Alexander P. Villanova Regarding (A) Mailing of the Notice and Claim Form and (B) Report on Requests for Exclusion Received (the “Suppl. Villanova Decl.”), attached hereto as

Exhibit 1, at ¶ 2. The Notice informed Class Members of the terms of the proposed Settlement and Plan of Allocation, and that Lead Counsel would apply for an award of attorneys' fees in an amount not to exceed 13% of the Settlement Fund and payment of Litigation Expenses (including awards to Plaintiffs authorized under 15 U.S.C. § 78u-4(a)(4)) in an amount not to exceed \$750,000. *See* Notice ¶¶ 5, 63. The Notice also apprised Class Members of (a) their right to object to the proposed Settlement, the Plan of Allocation, and/or the request for attorneys' fees and expenses; (b) their right to exclude themselves from the Class; and (c) the July 10, 2022 deadline for filing objections and for receipt of requests for exclusion. *See* Notice at p. 2 and ¶¶ 64, 73.²

On June 26, 2023, 14 days before the objection and exclusion deadline, Plaintiffs and Lead Counsel filed their opening papers in support of the Settlement, Plan of Allocation, and fee and expense request. These papers are available on the public docket (ECF Nos. 236-240), and were promptly posted on the Settlement website, *see* Suppl. Villanova Decl. ¶ 3, and Lead Counsel's website, www.blbglaw.com. In addition, notice of the Settlement was also provided by Defendants to appropriate federal and state officials pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715(b). *See* ECF No. 235.

As noted above, following implementation of this notice program, not a single Class Member has submitted a substantive objection to any aspect of the Settlement, the Plan of Allocation, or Lead Counsel's motion for attorneys' fees and Litigation Expenses. As discussed below, one individual investor (who did not establish that she was a Class Member) submitted a

² The Summary Notice, which informed readers of the proposed Settlement, how to obtain copies of the Notice and Claim Form, and the deadlines for the submission of Claim Forms, objections, and requests for exclusion, was published in *The Wall Street Journal* and *Investor's Business Daily* on May 22, 2023. *See* Declaration of Alexander P. Villanova Regarding (A) Mailing of Notice and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date (ECF No. 240-2) at ¶ 8.

letter stating generally that she objects to the Settlement without any explanation as to the reasons for her objection. In addition, only three valid requests for exclusion from the Class have been received. *See* Supp. Villanova Decl. ¶ 4 & Ex. 1. The three valid requests for exclusion received reported a total of only approximately 21 eligible shares of Synchrony common stock purchased during the Class Period.³ As such, they reflect only 0.002% of the total number of potential Class Members who were sent Notices, and only 0.00014% of the total number of damaged Synchrony shares (as estimated by Plaintiffs' damages expert)—a truly miniscule portion of the Class.

As noted above, one individual, Marilyn Wheeler, submitted a letter to the Claims Administrator stating that she was “requesting to exclude [herself] from the Class.” However, she did not provide any information about her transactions in Synchrony common stock as required for a valid request for exclusion, or any other information demonstrating membership in the Class. *See* Wheeler Letter, attached hereto as Exhibit 2. Ms. Wheeler's letter also said “I object to the Settlement. I do not agree to the terms.” *Id.* However, Ms. Wheeler's letter did not follow the procedures required for submission of an objection, and she has not established that she is a Class Member, as required to submit an objection. *See* Notice ¶ 73; Preliminary Approval Order ¶ 16. In any event, the Court should not give any weight to a generalized objection that does not identify any reason for opposition to the settlement. *See In re Facebook, Inc., IPO Sec. & Derivative Litig.*, 343 F. Supp. 3d 394, 411 (S.D.N.Y. 2018) (rejecting objection that did not articulate a basis for the objection), *aff'd sub nom. In re Facebook, Inc.*, 822 F. App'x 40 (2d Cir. 2020); *McLennan v.*

³ Several other individuals submitted requests for exclusion but did not include the required information about their transactions in Synchrony common stock as set forth in the Notice (Notice ¶ 64; Preliminary Approval Order ¶ 11), and therefore their requests for exclusion have been deemed invalid.

LG Elecs. USA, Inc., 2012 WL 686020, at *8 (D.N.J. Mar. 2, 2012) (“It is well-established that such generalized objections should be overruled.”).

B. The Class’s Reaction Supports Approval of the Settlement and the Plan of Allocation

The absence of any substantive objections from Class Members and the small number of requests for exclusion is another factor (beyond those already discussed in the opening briefs) that strongly supports a finding that the Settlement is fair, reasonable, and adequate. Indeed, “the favorable reaction of the overwhelming majority of class members to the Settlement is perhaps the most significant factor in [the] *Grinnell* inquiry” into the fairness and adequacy of the Settlement. *Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96, 119 (2d Cir. 2005); *see also id.* at 118 (“If only a small number of objections are received, that fact can be viewed as indicative of the adequacy of the settlement.”) (quoting 4 NEWBERG ON CLASS ACTION § 13:58); *see also Esposito v. Nations Recovery Ctr., Inc.*, 2021 WL 2109077, at *4 (D. Conn. May 25, 2021) (the “absence of objectants may itself be taken as evidencing the fairness of a settlement”) (citation omitted); *In re Virtus Inv. Partners, Inc. Sec. Litig.*, 2018 WL 6333657, at *2 (S.D.N.Y. Dec. 4, 2018) (“the absence of objections by the class is extraordinarily positive and weighs in favor of settlement”); *In re Advanced Battery Techs., Inc. Sec. Litig.*, 298 F.R.D. 171, 176 (S.D.N.Y. 2014) (“The absence of . . . objections and minimal investors electing to opt out of the Settlement provides evidence of Class members’ approval of the terms of the Settlement.”).

It is also particularly significant that no institutional investors—which held the great majority of Synchrony common stock during the Class Period—have objected to the Settlement. Institutional investors are often sophisticated and possess the incentive and ability to object. The absence of objections by these sophisticated class members is thus further evidence of the fairness of the Settlement. *See In re Citigroup Inc. Bond Litig.*, 296 F.R.D. 147, 156 (S.D.N.Y. 2013) (the

reaction of the class supported the settlement where “not one of the objections or requests for exclusion was submitted by an institutional investor”); *In re AOL Time Warner, Inc. Sec. & “ERISA” Litig.*, 2006 WL 903236, at *10 (S.D.N.Y. Apr. 6, 2006) (the lack of objections from institutional investors supported approval of settlement); *In re AT&T Corp. Sec. Litig.*, 2005 WL 6716404, at *4 (D.N.J. Apr. 25, 2005) (the reaction of the class “weigh[ed] heavily in favor of approval” where “no objections were filed by any institutional investors who had great financial incentive to object”).

The uniformly positive reaction of the Class also supports approval of the Plan of Allocation. *See, e.g., In re Payment Card Interchange Fee & Merch. Disc. Antitrust Litig.*, 986 F. Supp. 2d 207, 240 (E.D.N.Y. 2013) (the conclusion that the proposed plan of allocation was fair and reasonable was “buttressed by the . . . absence of objections from class members”); *In re Veeco Instruments Inc. Sec. Litig.*, 2007 WL 4115809, at *14 (S.D.N.Y. Nov. 7, 2007) (“[N]ot one class member has objected to the Plan of Allocation which was fully explained in the Notice of Settlement sent to all Class Members. This favorable reaction of the Class supports approval of the Plan of Allocation.”).

C. The Class’s Reaction Supports Approval of the Fee and Expense Application

The positive reaction of the Class should also be considered with respect to Lead Counsel’s motion for an award of attorneys’ fees and Litigation Expenses. Indeed, courts hold that the absence of objections to the requested attorneys’ fees and Litigation Expenses supports a finding that the requests are fair and reasonable. *See, e.g., Vaccaro v. New Source Energy Partners L.P.*, 2017 WL 6398636, at *8 (S.D.N.Y. Dec. 14, 2017) (“The fact that no class members have explicitly objected to these attorneys’ fees supports their award.”); *Asare v. Change Grp. of New York, Inc.*, 2013 WL 6144764, at *16 (S.D.N.Y. Nov. 18, 2013) (“not one potential class member has made an objection, a factor held by courts as supporting approval of an attorneys’ fees award”);

In re Veeco Instruments Inc. Sec. Litig., 2007 WL 4115808, at *10 (S.D.N.Y. Nov. 7, 2007) (the reaction of class members to a fee and expense request “is entitled to great weight by the Court” and the absence of any objection “suggests that the fee request is fair and reasonable”); *In re Telik, Inc. Sec. Litig.*, 576 F. Supp. 2d 570, 593-594 (S.D.N.Y. 2008) (“[t]hat only one objection to the fee request was received is powerful evidence that the requested fee is fair and reasonable”).

As with approval of the Settlement, the lack of objections by institutional investors in particular supports approval of the fee request. *See In re Signet Jewelers Ltd. Sec. Litig.*, 2020 WL 4196468, at *21 (S.D.N.Y. July 21, 2020) (finding that a “lack of objections by institutional investors . . . lends further support to approval of the fee request.”); *In re Rite Aid Corp. Sec. Litig.*, 396 F.3d 294, 305 (3d Cir. 2005) (fact that “a significant number of investors in the class were ‘sophisticated’ institutional investors that had considerable financial incentive to object had they believed the requested fees were excessive”, but did not do so, supported approval of the fee request); *In re Bisy Sec. Litig.*, 2007 WL 2049726, at *1 (S.D.N.Y. July 16, 2007) (noting that there was only one objection from an individual—and none from any institutions—“even though the class included numerous institutional investors who presumably had the means, the motive, and the sophistication to raise objections if they thought the [requested] fee was excessive”).

Accordingly, the overwhelmingly favorable reaction of the Class strongly supports approval of the Settlement, Plan of Allocation, and the fee and expense request.

III. CONCLUSION

For the foregoing reasons, and those set forth in their opening papers, Plaintiffs and Lead Counsel respectfully request that the Court approve the Settlement, the Plan of Allocation, and the request for attorneys’ fees and Litigation Expenses. Copies of the (i) proposed Judgment Approving Class Action Settlement, (ii) proposed Order Approving Plan of Allocation of Net

Settlement Fund, and (iii) proposed Order Awarding Attorneys' Fees and Litigation Expenses are attached hereto as Exhibits 3, 4, and 5.

Dated: July 24, 2023

Respectfully submitted,

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

/s/ Adam H. Wierzbowski

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*Liaison Counsel for Lead Plaintiff Stichting
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and Plaintiff Stichting Depositary APG Fixed
Income Credits Pool and the Class*

CERTIFICATE OF SERVICE

I certify that on July 24, 2023, a copy of the foregoing Reply Memorandum of Law in Further Support of (A) Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation and (B) Lead Counsel's Motion for Attorneys' Fees and Litigation Expenses, and its exhibits, was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System. I also served a copy by U.S. Priority Express Mail on the following individual:

Marilyn Wheeler
P.O. Box 864
Divide, CO 80814

/s/ Adam H. Wierzbowski
Adam H. Wierzbowski (admitted *pro hac vice*)

Exhibit 1

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

IN RE: SYNCHRONY FINANCIAL
SECURITIES LITIGATION

No. 3:18-cv-1818-VAB

**SUPPLEMENTAL DECLARATION OF ALEXANDER P. VILLANOVA
REGARDING (A) MAILING OF THE NOTICE AND CLAIM FORM;
AND (B) REPORT ON REQUESTS FOR EXCLUSION RECEIVED**

I, Alexander P. Villanova, hereby declare as follows:

1. I am a Senior Project Manager employed by Epiq Class Action & Claims Solutions, Inc. (“Epiq”). Pursuant to the Court’s April 12, 2023 Order Preliminarily Approving Settlement and Authorizing Dissemination of Notice of Settlement (ECF No. 233) (the “Preliminary Approval Order”), Lead Counsel was authorized to retain Epiq as the Claims Administrator in connection with the Settlement of the above-captioned action (the “Action”).¹ I submit this Declaration as a supplement to my earlier declaration, the Declaration of Alexander P. Villanova Regarding (A) Mailing of Notice and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date, dated June 26, 2023 (ECF No. 240-2) (the “Initial Mailing Declaration”). I am over 21 years of age and am not a party to the Action. I have personal knowledge of the facts stated in this declaration and, if called as a witness, could and would testify competently thereto.

¹ Unless otherwise defined in this declaration, all capitalized terms have the meanings defined in the Stipulation and Agreement of Settlement dated April 3, 2023 (ECF No. 232-2).

CONTINUED MAILING OF THE NOTICE PACKET

2. Since the execution of my Initial Mailing Declaration, Epiq has continued to disseminate copies of the Notice and Claim Form (together, the “Notice Packet”) in response to additional requests from potential Class Members and nominees. As of the date of this Declaration, Epiq has mailed a total of 160,672 Notice Packets to potential Class Members and nominees. In addition, Epiq re-mailed a total of 83 Notice Packets to persons whose original mailing was returned by the U.S. Postal Service and for whom updated addresses were provided by the Postal Service.

TELEPHONE HELPLINE AND WEBSITE

3. Epiq continues to maintain the toll-free telephone helpline (1-877-252-5795) and interactive voice response system to accommodate inquiries from Class Members. Epiq also continues to maintain the dedicated website for the Action (www.SynchronySecuritiesLitigation.com) in order to assist Class Members. On June 26, 2023, Epiq posted to the website copies of the papers filed in support of Plaintiffs’ Motion for Final Approval of Settlement and Plan of Allocation and Lead Counsel’s Motion for Attorneys’ Fees and Litigation Expenses. Epiq will continue to maintain and, as appropriate, update the Settlement website and toll-free telephone helpline until the conclusion of this administration.

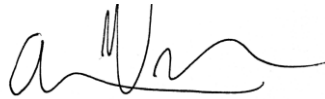
REPORT ON REQUESTS FOR EXCLUSION RECEIVED

4. The Notice informed potential members of the Class that requests for exclusion from the Class were to be sent to the Claims Administrator so that they were received July 10, 2023. The Notice also sets forth the information that must be included in each request for exclusion. As of the date of this Declaration, Epiq has received three (3) valid requests for exclusion that included the required information as set forth in the Notice, all of which were

received on or before July 10, 2023. Exhibit 1 attached hereto lists the names of all persons and entities who have validly requested exclusion from the Class and their city and state.

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

Executed on July 24, 2023.

A handwritten signature in black ink, appearing to read 'A. Villanova', written over a horizontal line.

Alexander P. Villanova

Exhibit 1

1. Ryan J. Cap
Chicago, IL
2. John W. Harrison
Gambrills, MD
3. Timothy S. Truesdell
Mt. Pleasant, SC

Exhibit 2

July 6, 2023

Synchrony Securities Litigation,
Exclusions
C/O Epig
P.O. Box 2090
Portland, Or. 97208-2090

To whom this concerns,

I Marilyn Wheeler am requesting
to exclude myself from the class. I
object to the settlement. I do not agree
to the terms.

Sincerely,

Marilyn K. Wheeler

Marilyn Wheeler
P.O. Box 864
Divide, Colo. 80814

Marilyn Wheeler
P.O. BOX 864
Divide, Colo. 80814

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Synchrony Securities Litigation, Exclusions
C/O Epig
P.O. BOX 2090
Portland, Or. 97208-2090

97208-209090
9720832090 B001

Exhibit 3

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

IN RE: SYNCHRONY FINANCIAL
SECURITIES LITIGATION

No. 3:18-cv-1818-VAB

CLASS ACTION

[PROPOSED] JUDGMENT APPROVING CLASS ACTION SETTLEMENT

WHEREAS, a consolidated securities class action is pending in this Court entitled *In re: Synchrony Financial Securities Litigation*, Master File No. 3:18-cv-1818 (the “Action”);

WHEREAS, in an Order dated February 3, 2023, the Court certified the Action to proceed as a class action on behalf of all persons or entities who purchased or otherwise acquired the common stock of Synchrony Financial (“Synchrony”) during the period from January 19, 2018, through July 12, 2018, inclusive (the “Class Period”), and who were damaged thereby;¹

WHEREAS, (a) Lead Plaintiff Stichting Depositary APG Developed Markets Equity Pool (“Lead Plaintiff” or “APG”) and Plaintiff Stichting Depositary APG Fixed Income Credits Pool (collectively with Lead Plaintiff, “Plaintiffs”), on behalf of themselves and the Class; and (b) defendants Synchrony Financial (“Synchrony” or the “Company”), Margaret M. Keane

¹ Excluded from the Class are: (i) Defendants; (ii) the Former Individual Defendants; (iii) the Former Underwriter Defendants; (iv) Immediate Family Members of any Individual Defendant or any Former Individual Defendant; (v) any person who was an Officer or director of Synchrony or any of the Former Underwriter Defendants during the Class Period and any of their Immediate Family Members; (vi) any parent, subsidiary, or affiliate of Synchrony or any of the Former Underwriter Defendants; (vii) any firm, trust, corporation, or other entity in which any Defendant, Former Defendant, or any other excluded person or entity has, or had during the Class Period, a controlling interest; and (viii) the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded persons or entities. Also excluded from the Class are the persons and entities set forth in Exhibit 1 hereto.

(“Keane”), Brian D. Doubles (“Doubles”), and Thomas M. Quindlen (“Quindlen” and together with Synchrony, Keane, and Doubles, “Defendants”) have entered into a Stipulation and Agreement of Settlement dated April 3, 2023 (the “Stipulation”), that provides for a complete dismissal with prejudice of the claims asserted in the Action on the terms and conditions set forth in the Stipulation, subject to the approval of this Court (the “Settlement”);

WHEREAS, unless otherwise defined in this Judgment, the capitalized terms herein shall have the same meaning as they have in the Stipulation;

WHEREAS, by Order dated April 12, 2023 (the “Preliminary Approval Order”), this Court: (a) found, pursuant to Rule 23(e)(1)(B), that it would likely be able to approve the Settlement as fair, reasonable, and adequate under Rule 23(e)(2); (b) ordered that notice of the proposed Settlement be provided to potential Class Members; (c) provided Class Members with the opportunity either to exclude themselves from the Class or to object to the proposed Settlement; and (d) scheduled a hearing regarding final approval of the Settlement;

WHEREAS, due and adequate notice has been given to the Class;

WHEREAS, on or about April 12 and 13, 2023, counsel for Defendants, pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715 (“CAFA”), sent notices to the appropriate federal and state officials;

WHEREAS, the Court conducted a hearing on July 31, 2023 (the “Settlement Hearing”) to consider, among other things, (a) whether the terms and conditions of the Settlement are fair, reasonable, and adequate to the Class, and should therefore be approved; and (b) whether a judgment should be entered dismissing the Action with prejudice as against the Defendants; and

WHEREAS, the Court having reviewed and considered the Stipulation, all papers filed and proceedings held herein in connection with the Settlement, all oral and written comments received regarding the Settlement, and the record in the Action, and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. **Jurisdiction** – The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over all of the Parties and each of the Class Members.

2. **Incorporation of Settlement Documents** – This Judgment incorporates and makes a part hereof: (a) the Stipulation filed with the Court on April 7, 2023; and (b) the Notice and the Summary Notice, both of which were filed with the Court on June 26, 2023.

3. **Notice** – The Court finds that the dissemination of the Notice and the publication of the Summary Notice: (a) were implemented in accordance with the Preliminary Approval Order; (b) constituted the best notice practicable under the circumstances; (c) constituted notice that was reasonably calculated, under the circumstances, to apprise Class Members of (i) the pendency of the Action; (ii) the effect of the proposed Settlement (including the Releases to be provided thereunder); (iii) Lead Counsel’s motion for attorneys’ fees and Litigation Expenses; (iv) their right to object to any aspect of the Settlement, the Plan of Allocation and/or Lead Counsel’s motion for attorneys’ fees and Litigation Expenses; (v) their right to exclude themselves from the Class; and (vi) their right to appear at the Settlement Hearing; (d) constituted due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (e) satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other applicable laws and rules. The

Court further finds that the notice requirements set forth in the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, have been satisfied.

4. **Final Settlement Approval and Dismissal of Claims** – Pursuant to, and in accordance with, Rule 23(e)(2) of the Federal Rules of Civil Procedure, this Court hereby fully and finally approves the Settlement set forth in the Stipulation in all respects (including, without limitation, the amount of the Settlement, the Releases provided for therein, and the dismissal with prejudice of the claims asserted against Defendants in the Action), and finds that the Settlement is, in all respects, fair, reasonable and adequate. Specifically, the Court finds that (a) Lead Plaintiff and Lead Counsel have adequately represented the Class; (b) the Settlement was negotiated by the Parties at arm's length; (c) the relief provided for the Class under the Settlement is adequate taking into account the costs, risks, and delay of trial and appeal, the proposed means of distributing the Settlement Fund to the Class; and the proposed attorneys' fee award; and (d) the Settlement treats members of the Class equitably relative to each other. The Parties are directed to implement, perform, and consummate the Settlement in accordance with the terms and provisions contained in the Stipulation.

5. The Action and all of the claims asserted against Defendants in the Action by Plaintiffs and Class Members are hereby dismissed with prejudice as to all Defendants. The Parties shall bear their own costs and expenses, except as otherwise expressly provided in the Stipulation.

6. **Binding Effect** – The terms of the Stipulation and of this Judgment shall be forever binding on Defendants, Plaintiffs, and all Class Members (regardless of whether or not any individual Class Member submits a Claim Form or seeks or obtains a distribution from the Net Settlement Fund), as well as their respective successors and assigns. The persons and entities

listed on Exhibit 1 hereto are excluded from the Class pursuant to request and are not bound by the terms of the Stipulation or this Judgment.

7. **Releases** – The Releases set forth in paragraphs 4 and 5 of the Stipulation, together with the definitions contained in paragraph 1 of the Stipulation relating thereto, are expressly incorporated herein in all respects. The Releases are effective as of the Effective Date. Accordingly, this Court orders that:

(a) Without further action by anyone, and subject to paragraph 8 below, upon the Effective Date of the Settlement, Plaintiffs and each of the Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged any or all Released Plaintiffs' Claims against Defendants and the other Defendants' Releasees, and shall forever be barred and enjoined from prosecuting or otherwise pursuing, whether directly or in any other capacity, any or all of the Released Plaintiffs' Claims against any of the Defendants' Releasees.

(b) Without further action by anyone, and subject to paragraph 8 below, upon the Effective Date of the Settlement, Defendants, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, and assigns, in their capacities as such, shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged any or all Released Defendants' Claims against Plaintiffs and the other Plaintiffs' Releasees, and shall forever be barred and enjoined from prosecuting or otherwise pursuing, whether directly or in any

other capacity, any or all of the Released Defendants' Claims against any of the Plaintiffs' Releasees. This Release shall not apply to any person or entity listed on Exhibit 1 hereto.

8. Notwithstanding paragraphs 7(a) – (b) above, nothing in this Judgment shall bar any action by any of the Parties to enforce or effectuate the terms of the Stipulation or this Judgment.

9. **Rule 11 Findings** – The Court finds and concludes that the Parties and their respective counsel have complied in all respects with the requirements of Rule 11 of the Federal Rules of Civil Procedure in connection with the institution, prosecution, defense, and settlement of the Action.

10. **No Admissions** – Neither this Judgment; the Memorandum of Understanding; the Stipulation, including the exhibits thereto and the Plan of Allocation contained therein (or any other plan of allocation that may be approved by the Court); the Supplemental Agreement; the negotiations leading to the execution of the Memorandum of Understanding, the Stipulation, and the Supplemental Agreement; nor any proceedings taken pursuant to or in connection with the Memorandum of Understanding, the Stipulation, the Supplemental Agreement, and/or the approval of the Settlement (including any arguments proffered in connection therewith):

(a) shall be offered against any of the Defendants' Releasees as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Defendants' Releasees with respect to the truth of any fact alleged by Plaintiffs or the validity of any claim that was or could have been asserted or the deficiency of any defense that has been or could have been asserted in this Action or in any other litigation, or of any liability, negligence, fault, or other wrongdoing of any kind of any of the Defendants' Releasees, or in any way referred to for any other reason as against any of the

Defendants' Releasees, in any arbitration proceeding or other civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation;

(b) shall be offered against any of the Plaintiffs' Releasees, as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Plaintiffs' Releasees that any of their claims are without merit, that any of the Defendants' Releasees had meritorious defenses, or that damages recoverable under the Complaint would not have exceeded the Settlement Amount, or with respect to any liability, negligence, fault, or wrongdoing of any kind, or in any way referred to for any other reason as against any of the Plaintiffs' Releasees, in any arbitration proceeding or other civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; or

(c) shall be construed against any of the Releasees as an admission, concession, or presumption that the consideration to be given hereunder represents the amount which could be or would have been recovered after trial;

provided, however, that the Parties and the Releasees and their respective counsel may refer to this Judgment and the Stipulation to effectuate the protections from liability granted hereunder and thereunder or otherwise to enforce the terms of the Settlement.

11. **Retention of Jurisdiction** – Without affecting the finality of this Judgment in any way, this Court retains continuing and exclusive jurisdiction over: (a) the Parties for purposes of the administration, interpretation, implementation, and enforcement of the Settlement; (b) the disposition of the Settlement Fund; (c) any motion for an award of attorneys' fees and/or Litigation Expenses by Lead Counsel in the Action that will be paid from the Settlement Fund; (d) any motion

to approve the Plan of Allocation; (e) any motion to approve the Class Distribution Order; and (f) the Class Members for all matters relating to the Action.

12. Separate orders shall be entered regarding approval of a plan of allocation and the motion of Lead Counsel for attorneys' fees and Litigation Expenses. Such orders shall in no way affect or delay the finality of this Judgment and shall not affect or delay the Effective Date of the Settlement.

13. **Modification of the Agreement of Settlement** – Without further approval from the Court, Plaintiffs and Defendants are hereby authorized to agree to and adopt such amendments or modifications of the Stipulation or any exhibits attached thereto to effectuate the Settlement that: (a) are not materially inconsistent with this Judgment; and (b) do not materially limit the rights of Class Members in connection with the Settlement. Without further order of the Court, Plaintiffs and Defendants may agree to reasonable extensions of time to carry out any provisions of the Settlement.

14. **Termination of Settlement** – If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this Judgment shall be vacated, rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation, and this Judgment shall be without prejudice to the rights of Plaintiffs, Class Members, and Defendants, and the Parties shall revert to their respective positions in the Action immediately prior to the execution of the Parties' Memorandum of Understanding on January 17, 2023, as provided in the Stipulation.

15. **Entry of Final Judgment** – There is no just reason to delay the entry of this Judgment as a final judgment in this Action. Accordingly, the Clerk of the Court is expressly directed to immediately enter this final judgment in this Action.

SO ORDERED this ____ day of _____, 2023.

Victor A. Bolden,
United States District Judge

#3227645

Exhibit 1

1. Ryan J. Cap
Chicago, IL
2. John W. Harrison
Gambrills, MD
3. Timothy S. Truesdell
Mt. Pleasant, SC

Exhibit 4

**UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT**

IN RE: SYNCHRONY FINANCIAL
SECURITIES LITIGATION

No. 3:18-cv-1818-VAB

**[PROPOSED] ORDER APPROVING
PLAN OF ALLOCATION OF NET SETTLEMENT FUND**

This matter came on for hearing on July 31, 2023 (the “Settlement Hearing”) on Plaintiffs’ motion to approve the proposed plan of allocation (“Plan of Allocation”) of the Net Settlement Fund created under the Settlement in the above-captioned class action (the “Action”). The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; it appearing that: (i) the Notice of the Settlement Hearing (which included a summary of the Settlement as well as the full text of the proposed Plan of Allocation) (the “Notice”) was mailed to all Class Members who or which could be identified with reasonable effort substantially in the form approved by the Court and (ii) a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal* and *Investor’s Business Daily* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the proposed Plan of Allocation,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order approving the proposed Plan of Allocation incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated April 3, 2023 (ECF No. 232-2)

(the “Stipulation”) and all 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 approving the proposed Plan of Allocation, and over the subject matter of the Action and all Parties to the Action, including all Class Members.

3. Notice of Plaintiffs’ motion for approval of the proposed Plan of Allocation was given to all Class Members who or which could be identified with reasonable effort. The form and method of notifying the Class of the motion for approval of the proposed Plan of Allocation satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other applicable laws and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Copies of the Notice, which included the Plan of Allocation, were mailed to over 160,000 potential Class Members and nominees, and no objections to the Plan of Allocation have been received.

5. The Court hereby finds and concludes that the formula for the calculation of the claims of Claimants as set forth in the Plan of Allocation mailed to Class Members provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class Members with due consideration having been given to administrative convenience and necessity.

6. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Class. Accordingly, the Court hereby approves the Plan of Allocation proposed by Plaintiffs.

7. Any appeal or any challenge affecting this Order approving the Plan of Allocation shall in no way disturb or affect the finality of the Judgment.

8. 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 _____ day of _____ 2023.

The Honorable Victor A. Bolden
United States District Judge

Exhibit 5

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

IN RE: SYNCHRONY FINANCIAL
SECURITIES LITIGATION

No. 3:18-cv-1818-VAB

**[PROPOSED] ORDER AWARDING
ATTORNEYS' FEES AND LITIGATION EXPENSES**

This matter came on for hearing on July 31, 2023 (the “Settlement Hearing”) on Lead Counsel’s motion for attorneys’ fees and Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; it appearing that: (i) the Notice of the Settlement Hearing was mailed to all Class Members who or which could be identified with reasonable effort substantially in the form approved by the Court and (ii) a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal* and *Investor’s Business Daily* 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 April 3, 2023 (ECF No. 232-2) (the “Stipulation”) and all 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 Class Members.

3. Notice of Lead Counsel's motion for attorneys' fees and Litigation Expenses was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for 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. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 13% of the Settlement Fund, net of Litigation Expenses awarded, or \$4,340,036 (plus interest earned at the same rate as the Settlement Fund). Plaintiffs' Counsel are also hereby awarded \$566,401.13 for payment of their litigation expenses. These attorneys' fees and expenses shall be paid from the Settlement Fund and the Court finds these sums to be fair and reasonable. Lead Counsel shall allocate the attorneys' fees awarded among Plaintiffs' Counsel in a manner in 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 payment of litigation expenses from the Settlement Fund, the Court has considered and found that:

a. The Settlement has created a fund of \$34,000,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

b. The fee sought is based on a retainer agreement entered into by Lead Counsel and Lead Plaintiff at the outset of the litigation and the requested fee has been

again reviewed and approved as reasonable by Lead Plaintiff, a sophisticated institutional investor that actively supervised the Action, at the conclusion of the Action;

c. Copies of the Notice were mailed to over 160,000 potential Class Members and nominees stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed 13% of the Settlement Fund and payment of Litigation Expenses in an amount not to exceed \$750,000 and no objections to the requested award of attorneys' fees or Litigation Expenses were submitted;

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 Class may have recovered less or nothing from Defendants;

g. Plaintiffs' Counsel devoted over 10,100 hours, with a lodestar value of approximately \$6.24 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. APG Asset Management NV, the legally authorized representative of Lead Plaintiff Stichting Depositary APG Developed Markets Equity Pool and Plaintiff Stichting Depositary APG Fixed Income Credits Pool, is hereby awarded \$48,700.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to Plaintiffs' representation of the 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 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 _____ day of _____ 2023.

The Honorable Victor A. Bolden
United States District Judge