IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al.,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	Civil No. 1:16-cv-01079-RDB
	)	
BON SECOURS HEALTH SYSTEM, INC., et al.,	)	
	)	
Defendants.	)	
	)	
	)	

PLAINTIFFS' UNOPPOSED MOTION FOR FINAL APPROVAL OF SETTLEMENT AGREEMENT AND CERTIFICATION OF SETTLEMENT CLASS

Plaintiffs Arlene Hodges, Carolyn Miller, and Gary Brown, by and through their attorneys, respectfully move the Court for an Order: (1) granting final approval of the Class Action Settlement Agreement ("Settlement" or "Settlement Agreement") described herein and preliminarily approved by the Court on July 10, 2017 (ECF No. 107); and (2) granting final certification of the Class pursuant to Federal Rules of Civil Procedure 23(b)(1) and/or 23(b)(2).[1] Defendants do not oppose the relief sought herein. For the reasons fully set forth in the accompanying Memorandum in Support of Plaintiffs' Unopposed Motion for Final Approval of Settlement Agreement and Certification of Settlement Class, Plaintiffs respectfully request that the Court GRANT the Motion and enter the Proposed Order, filed herewith.

Dated: October 13, 2017

Respectfully submitted,

COHEN MILSTEIN SELLERS & TOLL PLLC

[1] Plaintiffs file the instant Motion contemporaneously with their Motion for Approval of Attorneys' Fees and Reimbursement of Expenses and for Incentive Awards to Named Plaintiffs.

/s/ Julia Horwitz
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Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I certify that on October 13, 2017, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all counsel of record.

s/ Julia Horwitz
Julia Horwitz

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	Civil No. 1:16-cv-01079-RDB

MEMORANDUM IN SUPPORT
OF PLAINTIFFS' UNOPPOSED MOTION FOR FINAL APPROVAL
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I. INTRODUCTION

Plaintiffs Arlene Hodges, Carolyn Miller, and Gary Brown, by and through their attorneys, respectfully move the Court for an Order: (1) granting final approval of the Class Action Settlement Agreement[1] ("Settlement" or "Settlement Agreement") described herein and preliminarily approved by the Court on July 10, 2017 (ECF No. 107); and (2) granting final certification of the Class pursuant to Federal Rules of Civil Procedure 23(a) and 23(b)(1) and/or 23(b)(2). Defendants do not oppose the relief sought herein.

This Settlement is an excellent result for the Class. The Settlement provides significant monetary consideration to all Class members. For the next seven years, Bon Secours Health System, Inc. ("BSHSI") will contribute $14 million annually, or $98 million total, to BSHSI's seven defined benefit plans operating as "Church Plans" (the "Plans"). The $98 million represents the total amount of underfunding of the Plans on an ERISA basis at the time negotiations commenced between the parties. The contributions will be distributed in an amount proportional to the underfunding of each individual plan. BSHSI will also pay $300,000 in total to a group of 530 individuals who terminated with more than three years but less than five years of vesting service under the Bon Secours Hampton Roads Plan. The total monetary consideration provided to the Class therefore is $98.3 million.

In addition to the substantial monetary consideration, the Settlement also provides equitable consideration to the Class members that are still current participants in the Plans. Through August 31, 2025, BSHSI will guarantee all accrued benefits of the Class members, meaning that BSHSI will ensure that there are sufficient assets in the Plans to pay accrued benefits through that date. The Settlement also includes ERISA-like protections of the Class members' benefits, including an anti-cutback provision and disclosure requirements. The anti-cutback provision prevents any plan amendment from eliminating benefits already earned by

[1] Capitalized terms not otherwise defined in this memorandum have the same meaning as ascribed to them in the Settlement Agreement, attached hereto as Exhibit 1 ("Ex.").

Class members, and the disclosure requirements allow participants to receive important notices and financial information concerning the Plan and their benefits. These provisions will remain in effect through August 31, 2025.

The Settlement was reached through negotiations overseen by a respected third-party mediator and subsequent extensive negotiations between counsel for both parties. The parties have complied with the terms of the Order Preliminarily Approving Class Action Settlement Agreement ("Preliminary Approval Order"), ECF No. 107, including mailing notice of the Settlement to the Settlement Class[2] and mailing the Class Action Fairness Act ("CAFA") notices to the requisite officials.[3] 28 U.S.C. § 1715. As set forth within, this Settlement satisfies the requirements of Federal Rule of Civil Procedure 23 and the Fourth Circuit and is fair, reasonable, and adequate. Accordingly, Plaintiffs respectfully request that this Court grant final approval of this Settlement.

II. FACTUAL AND PROCEDURAL BACKGROUND

A. Procedural History

Plaintiff Arlene Hodges initiated this action on April 11, 2016 by filing a putative class action complaint in this Court against Bon Secours Health System, Inc. ("BSHSI")—a large, non-profit healthcare provider—and various other defendants. ECF No. 1. The Complaint alleged that BSHSI improperly operated seven defined benefit plans (the "Plans") as exempt from ERISA under the "Church Plan" exemption. *See* ECF No. 1 ¶ 3; 29 U.S.C. § 1002(33). The Complaint stated that by improperly claiming this exemption, BSHSI denied participants in

[2] *See* UFF Affidavit ¶ 4–7 ("Aff.").

[3] Declaration of Sarah Adams ¶¶ 1–6 ("Adams Decl."). As put forth in the declaration, the CAFA Notice was mailed to the appropriate state officials by July 7, 2017; however, the CAFA Notice was inadvertently not sent to the Attorney General of the United States until September 22, 2017. A settlement cannot be finally approved by the Court under CAFA until ninety days after the appropriate state and federal officials have been served (i.e., December 21, 2017). 28 U.S.C. § 1715(d).

the Plans the protections of ERISA, which included minimum funding requirements, vesting schedules, notices, and disclosures.

A week after Plaintiff Hodges filed the Complaint, Plaintiff Carolyn Miller filed a similar complaint in this Court alleging that BSHSI was improperly operating seven of its defined benefit plans as "Church Plans." *See Miller v. Bon Secours Health System, Inc.*, No. 1:16-cv-1150 (D. Md. filed April 18, 2016). On May 18, 2016, Plaintiff Hodges filed a motion to consolidate both cases and appoint interim lead plaintiff and interim co-lead counsel. ECF No. 19. Plaintiff Miller filed a motion and response in the *Hodges* case, proposing that the cases be consolidated and that she be appointed interim lead plaintiff and her counsel be appointed interim lead counsel. ECF Nos. 39, 40. After further briefing, the Court consolidated the cases, appointed both Plaintiffs Hodges and Miller as lead plaintiffs, and appointed the law firm of Cohen Milstein Sellers & Toll as interim lead counsel. ECF No. 57. The Court ordered Plaintiffs to file a Consolidated Amended Complaint. *Id*.

Plaintiffs Hodges and Miller filed their Consolidated Amended Class Action Complaint on October 6, 2016. ECF Nos. 66, 69. On December 5, 2016, Defendants filed a motion to dismiss the Complaint for lack of jurisdiction and failure to state a claim. ECF Nos. 70, 71. Plaintiffs responded on January 13, 2017 by filing a Second Consolidated Amended Complaint that added Plaintiff Gary Brown, along with a motion stating that Defendants consented to the filing of the Second Consolidated Amended Complaint and that the parties jointly requested that the Court stay all proceedings in the case until a ruling on three consolidated Church Plan cases pending before the Supreme Court was issued. ECF Nos. 77, 78. The Court granted that motion on January 17, 2017. ECF No. 81.

The parties attended a formal mediation on April 11, 2017, with mediator Robert Meyer, Esq. Declaration of Karen Handorf in Support of Final Approval ¶ 23 ("Handorf Decl."). On April 12, 2017, the parties filed a Joint Notice of Settlement with the Court, stating that they had successfully mediated a resolution of the case and requesting a stay of the case pending the filing of Plaintiffs' motion for preliminary approval. ECF No. 85. The Court granted the joint request. ECF No. 87. Plaintiffs filed a motion for preliminary approval of the settlement on May 31, 2017. ECF No. 90. The Court granted the motion and preliminarily approved the settlement on July 10, 2017, after a hearing. ECF No. 107.

As directed by the Preliminary Approval Order, the parties mailed the Class Notice on September 8, 2017 to 27,940 Class members. UFF Aff. ¶ 6. The CAFA Notice was mailed to the appropriate state officials by July 7, 2017; however, the CAFA Notice was inadvertently not mailed to the U.S. Attorney General until September 22, 2017. Adams Decl. ¶¶ 3–4. Under CAFA, final approval of a proposed settlement may not be issued earlier than 90 days after the appropriate federal and state officials are served with notice. 28 U.S.C. § 1715(d). Accordingly, the earliest date that the Court may issue an order granting final approval of this Settlement is December 21, 2017.

B. Settlement Negotiations

The parties first broached mediation after the Supreme Court granted certiorari in three consolidated Church Plan cases and after this case was stayed by the Court. Handorf Decl. ¶¶ 22–23. The settlement negotiations were overseen by a third-party JAMS mediator, Robert Meyer, Esq. *Id.* ¶ 23. Mr. Meyer has substantial experience mediating cases concerning ERISA and retirement plan issues; in particular, he has mediated several of the "Church Plan" cases litigated by Class Counsel. *Id.*

The parties met for an in-person mediation session in New York, New York on April 11, 2017. Handorf Decl. ¶ 23. Both sides provided Mr. Meyer with their mediation statements prior to the session. *Id*. The mediation statements discussed the March 27, 2017 Supreme Court oral argument in three consolidated Church Plan cases where the respective Courts of Appeals had held that a Church Plan must have been established by a church, and the effect of that argument on the parties' positions. *Id.*; *see also Advocate Health Care Network v. Stapleton*, 137 S. Ct. 1652 (2017) ("*Advocate*"). The parties also participated in a pre-mediation call with Mr. Meyer to discuss logistics of the session. Handorf Decl. ¶ 23.

Before the mediation, Class Counsel investigated the facts, circumstances, and legal issues associated with the allegations and defenses in the action. This investigation included, among other things: (1) inspecting, reviewing, and analyzing documents produced by or otherwise relating to the Defendants, the Plans, and the administration and funding of the Plans, including documents that Defendants produced for settlement purposes; (2) researching the applicable law with respect to the claims asserted in the case and possible defenses thereto; and (3) researching and analyzing governmental and other publicly-available sources concerning Defendants, the Plans, and the industry. Handorf Decl. ¶ 24.

The parties reached an agreement in principle on April 11, 2017 and executed a term sheet that day. Handorf Decl. ¶ 25. The parties filed a joint notice of settlement with the Court on April 12, 2017, informing that Court that they had reached an agreement in principle. ECF No. 85. On the parties' request, the Court stayed the case pending the filing of Plaintiffs' motion for preliminary approval of the settlement. ECF No. 87.

After the parties executed the term sheet, they continued to heavily negotiate the remaining terms of the settlement. Handorf Decl. ¶ 26. The parties requested a two week

extension of time to file for preliminary approval of the settlement, based on outstanding issues that had not yet been agreed upon by the parties. ECF No. 88. The Settlement Agreement was executed on May 31, 2017, after an additional month and a half of negotiations. *See* Ex. 1. The Settlement is the result of lengthy and contentious arm's-length negotiations between the parties, and the process was thorough, adversarial, and professional. Handorf Decl. ¶ 26.

C. Settlement Terms

The primary terms of the Settlement Agreement are summarized in the following sections.

1. Monetary Consideration

The monetary consideration provided under this Settlement is considerable—totaling $98.3 million to all Class members. BSHSI, over the course of seven fiscal years, will contribute $98 million to the seven defined benefit plans listed in Schedule A of the Settlement Agreement. Ex. 1 § 7.1.1; Ex., Schedule A. The total annual contribution will be $14 million. Ex. 1 § 7.1.1. The payments will be made to each of the Plans in a manner proportional to the level of underfunding in each Plan, with the goal of providing greater contributions to more underfunded plans. *Id.* BSHSI may also pre-pay a portion of any annual contribution and receive credit for that pre-payment in subsequent years. *Id*.

In addition to the payment to the Plans, BSHSI will also pay $300,000 in the aggregate to 530 individuals in the Class who left covered service under the Bon Secours Hampton Roads Plan after completing at least three, but less than five, years of vesting service but who are not fully vested under the plan's terms ("Group B"). Ex. 1 § 7.1.2. These individuals are identified on Schedule B to the Settlement Agreement, which was filed under seal with this Court. ECF No. 91. Each Group B member will receive a proportional share of the $300,000 recovery based

on the value of his or her cash balance account as of January 1, 2016. Ex. 1 § 7.1.2.

2. Non-Monetary Equitable Consideration

Beyond the substantial monetary consideration that will be paid to Class members, the Settlement also provides for important non-monetary equitable consideration for current participants in the Plans. First, BSHSI guarantees—through August 31, 2025—that the Plans will have sufficient funds to pay participants' accrued benefits as they come due. Ex. 1 § 8.2. The Settlement also includes an anti-cutback provision: through August 31, 2025 no benefits accrued by participants will be reduced, even if any of the Plans are terminated or amended. Ex. 1 § 8.4. Additionally, through August 31, 2025, if any of the Plans are ever merged with or into another Plan, participants will be entitled to the same or greater benefits as they were entitled to before the merger. Ex. 1 § 8.3. Current participants of the Plans will also receive other protections comparable to key ERISA provisions; for example, through August 31, 2025, participants of the Plans will be entitled to annual summary plan descriptions with information regarding the Plans, summaries of any material modifications to the Plans, pension benefit statements, and claim procedures. Ex. 1 §§ 8.6–8.8. Participants of the Plans and their beneficiaries may also request annual reports with financial information regarding the Plan through August 25, 2025. Ex. 1 § 8.7.2. These equitable protections benefit current participants of the Plans by allowing them greater access to information about their retirement benefits and greater security for those retirement benefits.

3. Class

The Settlement contemplates that the Court will certify a non-opt-out class under either Federal Rule of Civil Procedure 23(b)(1), 23(b)(2), or both. Ex. 1 § 2.2.2. The Class is defined as "[a]ll vested or non-vested present and past participants of the Plans (or their beneficiaries) as

of the Effective Date of Settlement." Ex. 1 § 1.18.

4. Released Claims

The Released Claims are defined in the Settlement Agreement as "[a]ny and all claims, actions, causes of action, demands, obligations, liabilities, attorneys' fees, expenses and costs arising out of the allegations of the Complaint by any member of the Settlement Class[.]" Ex. 1 § 3.1. The Released Claims exclude any rights or duties arising out of the Settlement Agreement, individual claims for benefits that do not arise out of the allegations of the Complaint, and claims related to any other plan merged, adopted or consolidated into the Plans (unless it arises from the allegations in the complaint). Ex. 1 §§ 3.1.1–3.1.3.

5. Notice

The Preliminary Approval Order, ECF No. 107, approved two forms of notice: (1) a mailed notice, sent to the last known address of members of the Settlement Class, including an additional cover letter for Group B members and terminated with more than three but less than five years of vesting service; and (2) internet publication of the Settlement Agreement and Class Notice on www.cohenmilstein.com/bon-secours-settlement. Defendants paid the cost for notice, and the notice was disseminated on September 8, 2017. Ex. 1 § 2.2.3; UFF Aff. ¶ 6.

6. Attorneys' Fees

Through a separate fee petition, Class Counsel seeks approval of attorneys' fees, expenses and class representative incentive awards for all three Named Plaintiffs (Arlene Hodges, Carolyn Miller, and Gary Brown), in an amount not to exceed $3.5 million. The Class Notice detailed the amount of attorneys' fees requested and explained that the attorneys' fees were separately negotiated between the parties and constitute separate consideration from the $98 million contribution to the Plans and the $300,000 aggregate payment to former participants

of the Bon Secours Hampton Roads Plan with more than three years vesting service but less than five years. In other words, the $3.5 million in attorneys' fees would not come out of the Class's recovery and would not reduce or affect the Class Settlement Amount. Ex. 1 § 7.1.4.

D. Reasons for the Settlement

When entering into settlement negotiations, Plaintiffs were cognizant of the risks associated with continuing to litigate this case, including the strengths and weaknesses of their claims. This understanding is based on: (1) the motion practice by the parties in district court; (2) investigation and research; (3) the potential range of recovery; (4) the substantial complexity, expense, and duration of litigation necessary to prosecute this action through appeals, or trial, or post-trial motions, and the significant uncertainties in predicting the outcome of this complex litigation; (5) Defendants' determination to fight and contest every aspect of this case; and (6) the Supreme Court oral arguments in *Advocate,* which was argued just over two weeks before the parties met for mediation. *See Advocate Health Care Network v. Stapleton,* 2017 WL 1135758 (U.S. Mar. 27, 2017) (Oral Argument).

Advocate involved three consolidated Church Plan cases where the United States Courts of Appeals for the Third, Seventh and Ninth Circuits determined that to qualify as a "Church Plan" under the ERISA church plan exemption, a retirement plan needed to be established by a church. *Advocate* reversed those holdings, finding that a retirement plan may still be able to otherwise satisfy the exemption if it is established by an entity other than a church. *Advocate*, 137 S. Ct. at 1663. The instant "Church Plan" case is unique in that settlement negotiations took place shortly after the oral argument in *Advocate,* when the landscape of these cases was particularly uncertain, but before the Supreme Court issued the final decision. Both sides were aware of the risks of either outcome and approached the negotiations in that context.

In view of all of these factors, Class Counsel has concluded that the Settlement is fair, reasonable, and adequate, and that it should be approved. Moreover, as of October 12, 2017, Class Counsel has not received any objections to the proposed Settlement.

E. Preliminary Approval

Class Counsel filed an unopposed motion for preliminary approval on May 31, 2017. ECF No. 90. The Court scheduled a hearing for July 10, 2017, and preliminarily approved the Settlement that same day. ECF No. 107. In the Preliminary Approval Order, the Court found that the proposed Class met all the requirements of Rules 23(a) and (b), and preliminary certified the Class defined above pursuant to Rules 23(b)(1) and (b)(2) and 23(e). *Id.*at 3–4. The Court also preliminarily appointed Arlene Hodges, Carolyn Miller, and Gary Brown (Named Plaintiffs) as Class Representatives for the Settlement Class, and Cohen Milstein Sellers & Toll as Class Counsel. *Id.* ¶ 2.

F. Notice to the Class

In the Preliminary Approval Order, the Court approved the form of the proposed Notice and set deadlines for mailing the Class Notice and publishing the Notice online on the website designated to this settlement. ECF No. 107 ¶ 5. In accordance with the Court's Order, Defendants issued the Court-approved Notice on September 8, 2017. The UFF Affidavit demonstrates compliance with the Court's Order for Class Notice. The Affidavit attests to the mailing of 27,940 individual Notices to the Settlement Class (27,410 to Group A and 530 to Group B), wherein October 31, 2017 was established as the deadline for objecting to the proposed Settlement and Plaintiffs' motion for attorneys' fees and other relief. UFF Aff. ¶ 6.

Before September 11, 2017, as required by the Preliminary Approval Order, Class Counsel posted the Complaint, Settlement Agreement, Class Notice, Preliminary Approval Motion, and the Preliminary Approval Order on the Class Settlement website,

www.cohenmilstein.com/bon-secours-settlement. Handorf Decl. ¶ 33. Class Counsel also provided a toll-free number for Class members to call with questions about the Settlement. ECF No. 90-4. As of October 12, 2017, the settlement website has 236 recorded visitor sessions and Class Counsel has responded to 112 email and phone inquiries.

III. THE COURT SHOULD GRANT FINAL APPROVAL OF THE SETTLEMENT

A. The Settlement Meets the Judicial Standards for Final Approval

This Circuit strongly encourages resolution of class actions through settlement. *See United States v. North Carolina*, 180 F.3d 574, 581 (4th Cir. 1999) (there is a "general principle that settlements are encouraged"); *Gould v. Alleco, Inc.*, 883 F.2d 281, 284 (4th Cir. 1989) (stating that there is an "unassailable premise that settlements are to be encouraged"); *see also South Carolina Nat'l Bank v. Stone*, 749 F. Supp. 1419, 1423 (D.S.C. 1990) ("The voluntary resolution of litigation through settlement is strongly favored by the courts.") (citations omitted). Settlements in class actions where the issues are "notoriously difficult and unpredictable" are favored because "disputes are resolved" and "the resources of litigants and courts are saved[.]" *Zimmerman v. Bell*, 800 F.2d 386, 392 (4th Cir. 1986) (internal quotations and citations omitted) (explaining why settlement was favored in a shareholder derivative class action); *Stone*, 749 F. Supp. at 1423 (settlement of the "complex disputes often involved in class actions minimizes the litigation expenses of both parties and also reduces the strains such litigation imposes upon already scarce judicial resources.") (internal citations omitted). Otherwise the inherent costs, delays, and risks of continued litigation might overwhelm any potential benefit the class could hope to obtain. *See* Herbert Newberg & Alba Conte, *Newberg on Class Actions* § 13.44 (5th ed. 2014). Moreover, class certification in a class action settlement protects defendants from the possibility of inconsistent adjudications and benefits them by providing finality. *Gunnells v. Healthplan Servs., Inc.*, 348 F.3d 417, 427 (4th Cir. 2003). Accordingly, "'[t]he law strongly favors settlement of litigation, and there is a compelling public interest and policy in upholding

and enforcing settlement agreements voluntarily entered into.'" *In re A.H. Robins Co., Inc.*, No. 98-1825, 1999 WL 55394, at *1 (4th Cir.Feb. 8, 1999) (unpublished) (quoting *Hemstreet v. Spiegel, Inc.*, 851 F.2d 348, 350 (Fed. Cir. 1988)).

When reviewing a class action settlement, the district court does not "reach any dispositive conclusions on […] unsettled legal issues" or "turn the settlement hearing into a trial or a rehearsal of the trial." *Flinn v. FMC Corp.*, 528 F.2d 1169, 1172–73 (4th Cir. 1975) (citation and quotation omitted). Rather, the trial court should develop a record that enables it to reach an "informed, just and reasoned decision." *Id*. at 1173. Under the Federal Rules of Civil Procedure, for the district court to approve a class action settlement, the proposed settlement must be "fair, reasonable, and adequate." Fed. R. Civ. P. 23(e)(2); *see In re Jiffy Lube Sec. Litig.*, 927 F.2d 155, 158 (4th Cir. 1991) ("*Jiffy Lube*"); *Decohen v. Abbasi, LLC,* 299 F.R.D. 469, 478 (D. Md. 2014).

Courts in the Fourth Circuit engage in a bifurcated analysis to determine whether a proposed settlement is fair, reasonable and adequate. *Jiffy Lube*, 927 F.2d at 158-59. This includes separate analysis of the fairness and the adequacy of the settlement. The fairness analysis concerns the settlement process. *Whitaker v. Navy Fed. Credit Union*, No. RDB 09-2288, 2010 WL 3928616, at *2 (D. Md. Oct. 4, 2010) (Bennett, J.). The adequacy evaluation addresses the substance of the settlement. *Id.*

For the fairness evaluation, a settlement is fair if it "was reached as a result of good faith bargaining at arm's length, without collusion." *Whitaker*, 2010 WL 3928616, at *2 (quoting *Jiffy Lube*, 972 F.2d at 159). The four fairness factors, as laid out in *Jiffy Lube*, are:

> (1) the posture of the case at the time settlement was proposed, (2) the extent of discovery that had been conducted, (3) the circumstances surrounding the negotiations, and (4) the experience of counsel in the area of [ERISA] class action litigation.

Jiffy Lube, 927 F.2d at 159.

Next, the adequacy determination is evaluated based on the following five *Jiffy Lube*

factors:

> (1) the relative strength of the plaintiffs' case on the merits; (2) the existence of any difficulties of proof or strong defenses the plaintiffs are likely to encounter if the case goes to trial; (3) the anticipated duration and expense of additional litigation; (4) the solvency of the defendants and the likelihood of recovery on a litigated judgment; and (5) the degree of opposition to the settlement.

Id.

This settlement is fair and adequate under the criteria set forth in *Jiffy Lube*, especially given the significant monetary and equitable relief provided in the Settlement Agreement. After *Advocate*, the Settlement ensures monetary and equitable protections that could now be more difficult to obtain through continued litigation.

1. The Settlement Satisfies the *Jiffy Lube* Fairness Factors, Which Support Approval.

a. The Posture of the Case at the Time Settlement was Proposed and the Extent of Discovery Support Approval

The posture of this case and the extent of discovery completed at the time of negotiations support the approval of the Settlement. As set forth above, the parties began to discuss mediation and the prospect of settlement shortly after the Supreme Court accepted certiorari in three consolidated Church Plan cases and the instant case was stayed. ECF Nos. 78, 81; Handorf Decl. ¶ 17. At that stage of the litigation, Defendants had filed a motion to dismiss Plaintiffs' Consolidated Amended Complaint. ECF No. 70. Plaintiffs responded by filing a Second Consolidated Amended Complaint, rendering the motion to dismiss moot. ECF No. 77. The claims and defenses of the parties were thoroughly laid out in the pleadings before the parties commenced negotiations.

The mediation between the parties was held on April 11, 2017, approximately two weeks after oral argument was held in the Supreme Court in the consolidated Church Plan cases, which counsel for both parties attended. Handorf Decl. ¶ 23. The parties executed a term sheet detailing an agreement in principle that same day. *Id.* ¶ 25. At the time the Settlement Term

Sheet was executed, there was significant uncertainty for all parties because it was unknown whether *Advocate* would result in a decision supporting Plaintiffs' theory that only churches could establish a Church Plan, or whether the Supreme Court would interpret the ERISA Church Plan exemption as Defendants do. *Id.* ¶ 26.

Given this history, the uncertain status of the law played a significant role in encouraging a settlement. Under such circumstances, courts readily find settlements to be fair and adequate. *See, e.g.*, *McDaniels v. Westlake Servs., LLC*, No. ELH-11-1837, 2014 WL 556288, at *9 (D. Md. Feb. 7, 2014) (addressing the *Jiffy Lube* adequacy factors and noting the uncertain state of Fourth Circuit law surrounding the CLEC safe harbor provision in the Fourth Circuit during negotiations, including an intervening decision after the Settlement Agreement was executed, and approving the settlement agreement as fair and adequate); *DeWitt v. Darlington Cty., S.C.*, No. 11-00740-RBH, 2013 WL 6408371, at *5 (D.S.C. Dec. 6, 2013) (settlement approved given uncertainty in "current Fourth Circuit precedent" on central issue in case); *Conway v. Takoma Park Volunteer Fire Dep't, Inc.*, Nos. Civ. A. DKC 86-1611, Civ. A. DKC 88-65, 2001 WL 194081 at *1 (D. Md. Feb. 26, 2001) (denying a motion to vacate a settlement agreement for "mistake of law" and noting that the parties agreed to the settlement in part because of the uncertain state of the law and the court approved the settlement as fair and adequate).

The second *Jiffy Lube* fairness factor—considering the extent of discovery prior to settlement—is also satisfied. This factor allows the Court to "ensure that the case is well-enough developed for Class Counsel and Lead Plaintiffs alike to appreciate the full landscape of their case when agreeing to enter into [the Settlement]." *In re The Mills Corp. Sec. Litig.*, 265 F.R.D. 246, 254 (E.D. Va. 2009). Prior to mediation, Plaintiffs: (1) reviewed publicly available financial statements; (2) analyzed documents and information given to Plan participants; (3) interviewed several Plan participants; and (4) reviewed confidential information pertaining to the Plans provided by Defendants in preparation for mediation. Handorf Decl. ¶ 24. Class Counsel and counsel for Defendants are intensely familiar with the legal landscape of Church Plan

litigation and determined that this investigation was sufficient for the parties to assess the merits of the claims and defenses in this case. *See Edelen v. American Residential Servs., LLC*, No. DKC-11-2744, 2013 WL 3816986, at *8 (D. Md. July 22, 2013) (the scope of discovery was limited, but the class action settlement was fair because the parties had enough information about the merits of the claims and defenses when approaching settlement negotiations); *Domonoske v. Bank of America, N.A.*, 790 F. Supp. 2d 466, 473 (W.D.Va. 2011) (stating that although discovery was not extensive, the facts were straightforward and enough discovery was conducted to "develop the record and apprise the parties of the merits."). Settlement of this case avoids further time-consuming litigation and allows the Class to receive substantial equitable and monetary consideration without undue difficulty or delay. Accordingly, the first two *Jiffy Lube* fairness factors favor approval of the Settlement.

b. The Circumstances Surrounding Settlement Negotiations Weigh in Favor of Settlement Approval.

The third *Jiffy Lube* fairness factor, the circumstances surrounding the negotiations, also weighs in favor of approval of this Settlement. This factor is meant to ensure that "counsel entered into settlement negotiations on behalf of their clients after becoming fully informed of all pertinent factual and legal issues in the case." *Stone*, 649 F. Supp. at 1424.

The parties' negotiations were facilitated through a mediator, Mr. Meyer, who has substantial experience mediating ERISA class actions and Church Plan cases in particular. Handorf Decl. ¶ 23. The negotiations at the mediation session were adversarial, professional and lengthy. *Id.* ¶ 26. Significantly, the parties held the mediation while a key question of Church Plan exemption statutory construction was pending before the Supreme Court in *Advocate*. *Id.* After executing the Term Sheet on April 11, 2017, the parties engaged in over six weeks of additional negotiations before finally executing the Settlement Agreement on May 31, 2017. *Id.*

The Settlement Agreement is a detailed and comprehensive agreement based on the Term Sheet.

In light of the pending Supreme Court decision, the involvement of an experienced mediator, the weeks of negotiations, and the substantial monetary and equitable relief provided for the benefit of the Plans and the Class, the Court can be confident that the Settlement Agreement is not a result of collusion, but rather is the result of careful mediation and arms-length negotiations. Accordingly, the third *Jiffy Lube* factor supports approval of this Settlement.

c. The Experience of Counsel Supports Settlement Approval.

The fourth *Jiffy Lube* fairness factor, the experience of counsel, merits final approval. Class Counsel is recognized nationally as leading and skillful practitioners in class action ERISA cases, including ERISA Church Plan litigation. Handorf Decl. ¶ 37–38. Class Counsel represents participants and beneficiaries in numerous pension plans like the Plans here, involving non-profit hospitals' claims of Church Plan exemption from ERISA's protections. *Id.* Class Counsel, along with the law firm of Keller Rohrback, served as co-counsel in all three consolidated Church Plan cases in the appellate courts and also represented those plaintiffs before the Supreme Court. *Id.*

In this case, like others, Class Counsel conducted extensive investigation; engaged in motion practice; and participated in lengthy negotiations concerning the issues in this litigation. *Id.* ¶ 19–22, 26. Accordingly, Class Counsel possesses a comprehensive understanding of both the strengths and weaknesses of the claims, and believe that the Settlement is fair, reasonable and is in the best interests of the Plans and the Settlement Class. This factor weighs heavily in favor of the Settlement's final approval.

Because the four *Jiffy Lube* fairness factors are met for this Settlement, the Court should

find that this Settlement is fair as required by Fed. R. Civ. P. 23(e).

2. The *Jiffy Lube* Adequacy Factors Likewise Are Satisfied Here.

a. The Relative Strength of Plaintiffs' Case and the Difficulties Associated With Potential Trials Weigh in Favor of Approval.

The first and second *Jiffy Lube* adequacy factors, the strength of the case on the merits, and any difficulties likely to be encountered at trial, favor final approval. Plaintiffs' case is strong and they have pursued it vigorously, but the litigation is not without risk or uncertainty. Moreover, after the parties executed the Settlement Agreement, the Supreme Court held in *Advocate* that Plans like the ones at issue here may meet the definition of a "Church Plan" even if such plans are not established by a church. *Advocate*, 137 S. Ct. at 1663. Although the *Advocate* decision does not resolve all of the issues in the litigation, and although Plaintiffs have other strong arguments as to why BSHSI and the Plans do not qualify for the Church Plan exemption, *Advocate* concededly has weakened Plaintiffs' case by eliminating one of their arguments.

Though Class Counsel remains confident in the merits of Plaintiffs' claims, there is risk in any litigation, and especially here, where the area of the law is one of the most nuanced, unpredictable, and rapidly developing in ERISA jurisprudence. This is evidenced by the rapid progression of the threshold statutory construction issue to the Supreme Court and the relatively untested nature of Plaintiffs' remaining arguments. Moreover, presenting an ERISA case of this type on the merits is a massive undertaking, with substantial risks, expense, and delay. Defendants have forcefully defended their actions with respect to the Plans to date, and there is no reason to believe they would not continue to do so through trial and on appeal if necessary. The Settlement provides significant monetary and equitable consideration to the Plans and their participants, and material monetary recovery to Group B. This certain, immediate relief is far better for the Class than the possibility of a more significant recovery, if any, after an expensive

and protracted trial and appeal.

Class Counsel believes that the Settlement will provide the Class with many of the protections they would have received if the cases had been litigated to a conclusion and Plaintiffs had prevailed, and provides protection in the event legal developments favor Plaintiffs' claims by allowing them to pursue full, prospective ERISA compliance. *See* Ex. 1 §§ 3.1.4, 8.2–8.8. Given the potential risks and delays, a Class Settlement of $98.3 million, along with significant other administrative and equitable protections, should likewise be regarded by the Court as a highly favorable recovery that warrants final approval. *See* Ex. 1 §§ 7.1.1, 7.1.2, 8.2–8.8.

b. The Anticipated Duration and Expense of Additional Litigation Supports Settlement Approval.

The third *Jiffy Lube* adequacy factor, the anticipated duration and expense of additional litigation, weighs in favor of the proposed Settlement. The purpose of this factor is to conserve the resources of the Court by weighing the settlement in consideration of the substantial time and expense that further litigation would entail. *In re The Mills Corp. Sec. Litig.*, 265 F.R.D. at 256. Although trial of these cases certainly would be manageable and would be superior to other means of adjudicating the controversy, the expected complexity of the remaining issues and costs of proceeding to trial favor settling this case now.

As outlined above, this case presents complex issues relating to (i) potential determination of whether Defendants and their benefit committee are controlled by or associated with the Roman Catholic Church; (ii) statutory compliance with other provisions of ERISA; and (iii) whether the present application of the Church Plan exemption would violate the Constitution. The expense of taking this case through trial would be considerable and would require, among other things, a substantial amount of formal discovery (including many important depositions), expert discovery, and extensive motions practice. Trial preparation would require

great effort, both by the parties and the Court (particularly here, as these would be bench trials).

Avoiding the delay and risk of protracted litigation is a primary reason for counsel to recommend and courts to approve a settlement. *McDaniels*, 2014 WL 556288, at *8 (citing *Protective Committee for Indep. Stockholders of TMT Trailer Ferry v. Anderson,* 390 U.S. 414, 424 (1968) (stating that a judge must consider "the complexity, expense, and likely duration" of the litigation)). Here, that delay and risk would be substantial. Comparing the anticipated complexity, costs, and time necessary to take these cases to trial against the substantial savings of cost and time by entering this Settlement favors approval of the Settlement under this adequacy factor.

c. The Lack of Opposition to the Settlement Supports Settlement Approval.

Plaintiffs fully support the proposed Settlement, but full consideration of the fifth[4] *Jiffy Lube* adequacy factor, the "degree of opposition to the settlement," cannot occur until after the deadline to file objections, which is October 31, 2017. ECF No. 107. Class Counsel will address objections, if any, in their Reply in Support of Final Approval (the "Reply"), due on November 21, 2017. The Settlement Class appears to agree that the Settlement is fair, reasonable and adequate. Class Counsel has already responded to over one hundred inquiries regarding the Settlement, and as of October 12, 2017 have received no substantive objections. Handorf Decl. ¶ 34. If objections are later received, Class Counsel will address them in the Reply.

B. The Form and Methods of Notice Employed Satisfy Rule 23 and Due Process

Plaintiffs have complied with the Notice Program approved by this Court in the

[4] The fourth *Jiffy Lube* "adequacy" factor, the "solvency of the defendants and the likelihood of recovery on a litigated judgment" is not relevant here. BSHSI did not raise any issues regarding its solvency or ability to withstand a judgment; thus this factor is neutral.

Preliminary Approval Order, which provides the Class with sufficient notice of the Settlement and an opportunity to voice objections and be heard. ECF No. 107. The Class Notice informed the Settlement Class members of the terms of the Settlement and the issues litigated, and enabled Class members to make informed decisions about their rights. Handorf Decl. ¶ 32.

Due process requires that "the proposed form of notification be reasonably certain to inform those affected." *Vancouver Women's Health Collective Soc. v. A.H. Robins Co.*, 820 F.2d 1359, 1364 (4th Cir. 1987). For the due process standard to be met, where, as here, all class members are known in advance, the "best practicable notice" is the method approved by the Court in its Preliminary Approval Order, direct mail notice to each class member's last known address. *See Decohen*, 299 F.R.D. at 479; *In re Glob. Crossing Sec. & ERISA Litig.*, 225 F.R.D. 436, 448 (S.D.N.Y. 2004) (to satisfy Rule 23, "[f]or non-opt-out cases, such as the ERISA Actions, [all that is required is] such unspecified 'appropriate notice' as 'the court may direct[.]'" (quoting Fed. R. Civ. P. 23(c)(2)(A)). Here, the form and methods of disseminating the Class Notice of the proposed Settlement provided pursuant to the Preliminary Approval Order satisfy all due process considerations and Rules 23(c)(2) and (e)(1).

The mailed Class Notice provided detailed information about the Settlement to approximately 27,940 individual members of the Settlement, including: (1) a comprehensive summary of the Settlement's terms; (2) notice of Class Counsel's intent to request attorneys' fees, reimbursement of expenses, and class representative incentive awards for the services performed by Named Plaintiffs; (3) detailed information about the Released Claims; and (4) separate letters to Group B Class Members including a detailed explanation of the Settlement terms that affect them. UFF Aff. Ex. 1; Handorf Decl. ¶ 32. In addition, the Class Notice gave the Class members a schedule including the date and location of the Fairness Hearing, and the procedure and deadline for filing objections to the Settlement. The Class Notice also provided members of the Settlement Class with contact information for Class Counsel, including a toll-free phone number for inquiries and a dedicated website address for further information. UFF

Aff. Ex. 1; Handorf Decl. ¶ 32.

The notice form and methods employed here are substantially similar to those successfully used in many other ERISA class settlements and "fairly, accurately, and neutrally describe the claims and parties in the litigation[,] . . . the terms of the proposed settlement and the identity of persons entitled to participate in it." *Foe v. Cuomo*, 700 F. Supp. 107, 113 (E.D.N.Y. 1988), *aff'd*, 892 F.2d 196 (2d Cir. 1989), *cert. denied*, 498 U.S. 972 (1990) (citation omitted); *see also Whitaker*, 2010 WL 3928616, at *4 (finding that the mailed class notice, which advised settlement class members of the specific relief and how to object, satisfied due process). In addition, the Court approved of the language in the Class Notice and letter to Group B Class members, demonstrating that the Notice contained clear and transparent communications to the Class about the Settlement's terms. Accordingly, the notice provided to the Settlement Class satisfies the requirements of due process and Rule 23.

C. Certification of the Settlement Class Is Appropriate

Finally, before approving the Settlement it is necessary that the Court certify a class. *See Amchem Products, Inc. v. Windsor*, 521 U.S. 591, 618–21 (1997) (discussing Fed. R. Civ. P. 23 and holding that the prerequisites of 23(a) and (b) must be satisfied prior to approval of a settlement that determines the rights of class members). Federal Rule of Civil Procedure 23 provides that an action may be maintained as a class action if each of the four prerequisites of Rule 23(a) is met *and* the action also satisfies one of the subdivisions of Rule 23(b). Courts in this jurisdiction have consistently found that class certification is appropriate in ERISA cases. *See Boyd v. Coventry Health Care Inc.*, 299 F.R.D. 451, 459 (D. Md. 2014); *see also* Fed. R. Civ. P. 23(b)(1)(B) Advisory Committee's Note (1966 Amendment) (certification under Fed. R. Civ. P. 23(b)(1) is appropriate in cases charging breach of trust by a fiduciary to a large class of beneficiaries). Congress has similarly embraced the use of representative actions to enforce ERISA. *Mass. Mut. Life Ins. Co. v. Russell*, 473 U.S. 134, 142 n.9 (1985) (noting Congress'

clearly expressed intent that ERISA "actions for breach of fiduciary duty be brought in a representative capacity on behalf of the plan as a whole"). Moreover, in similar Church Plan cases, the district courts certified settlement classes. *Lann v. Trinity*, No. 8:14-cv-2337, ECF No. 111 (D. Md. May 31, 2017); *Griffith v. Providence Health & Servs.*, No. C14-1720-JCC, 2017 WL 1064392 (W.D. Wash. March 21, 2017). Thus this Settlement, which obtains relief on behalf of the Plans, is suitable for class certification prior to final approval. As set forth below, the Class easily satisfies the requirements of Rule 23(a), (b)(1) and (b)(2) and thus certification of the Settlement Class is appropriate.

1. The Requirements of Rule 23(a) Are Easily Satisfied

Rule 23(a)(1) requires that the class be "so numerous that joinder of all members is impracticable." Fed. R. Civ. P. 23(a)(1). Defendants have identified, and the Class Notice has been sent to, approximately 27,940 members of the Settlement Class. *See* UFF Aff. ¶ 6. This number of Class members satisfies the numerosity requirement. *See, e.g., Boyd*, 299 F.R.D. at 458 (certifying an ERISA class of more than 20,000 individuals and noting that the class was substantially larger than other classes that have been certified in the Fourth Circuit (citing cases)); *Whitaker*, 2010 WL 3928616, at *3-4 (certifying a settlement class of over 6,000 individuals).

Rule 23(a)(2) requires that a class action raise "questions of law or fact common to the class." Fed. R. Civ. P. 23(a)(2). To establish commonality, the plaintiffs must demonstrate that "the class members have suffered the same injury." *Fangman v. Genuine Title, LLC*, 2016 WL 6600509, at *9 (D. Md. Nov. 8, 2016) (Bennett, J.) (quoting *Wal–Mart Stores, Inc. v. Dukes*, 564 U.S. 338, 350 (2011)). The members of the Settlement Class here share multiple issues of law and fact, such as whether the Plans are exempt from ERISA as Church Plans, and, if not, whether the fiduciaries of the Plans have failed to administer and fund the Plans in accordance with ERISA. These questions and issues are all common to the Settlement Class. *See, e.g., Boyd*, 299

F.R.D. at 458 (identifying similar common issues in an ERISA breach of fiduciary duty case) (citing *Tatum v. R.J. Reynolds Tobacco Co.*, 254 F.R.D. 59, 64 (M.D.N.C. 2008) (same); *Banyai v. Mazur*, 205 F.R.D. 160, 163 (S.D.N.Y. 2002) (same)). Thus, commonality is satisfied.

Rule 23(a)(3) requires that the claims or defenses of the representative parties be typical of the claims or defenses of the class. When evaluating typicality, a court must analyze whether the plaintiff is "part of the class and possess[es] the same interest and suffer[s] the same injury as the class members." *Fangman*, 2016 WL 6600509, at *10 (citing *Broussard v. Meineke Discount Muffler Shops, Inc.*, 155 F.3d 331, 338 (4th Cir. 1998)). The typicality requirement focuses on "whether a sufficient relationship exists between the injury to the named plaintiff and the conduct affecting the class, so that the court may properly attribute a collective nature to the challenged conduct." *Fangman*, 2016 WL 6600509, at *10 (citing *Bullock v. Bd. of Educ. Of Montgomery County*, 210 F.R.D. 556, 560 (D. Md. 2002)). Here, Plaintiffs' claims arise from the same course of events as the claims of the Settlement Class as a whole—Defendants' alleged failure to maintain the Plans in accordance with ERISA. Moreover, Plaintiffs assert the same claims arising from the same conduct by Defendants and seek the same relief on behalf of the Plan—compliance with ERISA. Accordingly, typicality is met.

Rule 23(a)(4) requires "representative parties [who] will fairly and adequately protect the interests of the class." Representation is adequate where "(1) the named plaintiff's interests are not opposed to those of other class members, and (2) the plaintiff's attorneys are qualified, experienced, and capable." *Boyd*, 299 F.R.D. at 459 (citing *Mitchell–Tracey v. United Gen. Title Ins. Co.*, 237 F.R.D. 551, 558 (D. Md. 2006)). The "adequacy" test is easily met in this case, particularly in the context of the Settlement Class. The claims and interests of the Named Plaintiffs were congruent with those of the other members of the Settlement Class: all seek to enhance their retirement security under this Plan, whether through monetary or non-monetary relief. There can be no question that the Named Plaintiffs' interests are aligned with those of the Settlement Class and that they have retained qualified counsel with extensive experience

representing plaintiffs in class litigation, including ERISA cases and Church Plan cases specifically. Accordingly, this class action satisfies all the requirements of Rule 23(a).

2. The Class Satisfies the Requirements of Rule 23(b)(1) and (b)(2)

a. Individual Actions Would Create Inconsistent Adjudications or be Dispositive of the Interests of Absent Members

A class may be certified under Federal Rule of Civil Procedure 23(b)(1) if, in addition to meeting the requirements of Federal Rule of Civil Procedure 23(a), the prosecution of separate actions by individual class members would create the risk of inconsistent adjudications, which would create incompatible standards of conduct for the defendant, or would as a practical matter be dispositive of the interests of absent members. Fed. R. Civ. P. 23(b)(1)(A) & (B). Here, the risk of inconsistent adjudications and incompatible standards is obvious: in the absence of certification, two participants could bring identical actions and achieve different results, with one court holding that the Plans are ERISA-regulated and the other holding that they are not. Courts have certified classes under Rule 23(b)(1) in ERISA cases for those very reasons. *See Trinity*, No. 8:14-cv-2337, ECF No. 111 (certifying a class for settlement under Fed. R. Civ. P. 23(b)(1) and (2) in a Church Plan case); *Boyd*, 299 F.R.D. at 459 (citing *In re Schering Plough Corp. ERISA Litig.*, 589 F.3d 585, 604 (3rd Cir. 2009)) ("In light of the derivative nature of ERISA § 502(a)(2) claims, breach of fiduciary duty claims brought under § 502(a)(2) are paradigmatic examples of claims appropriate for certification as a Rule 23(b)(1) class"); *DiFelice v. U.S. Airways*, 235 F.R.D. 70, 80 (E.D. Va. 2006) ("Alleged breaches by a fiduciary to a large class of beneficiaries present an especially appropriate instance for treatment under Rule 23(b)(1) . . . . [G]iven the derivative nature of suits brought pursuant to § 502(a)(2) on behalf of the Plan, 'ERISA litigation of this nature presents a paradigmatic example of a(b)(1) class'")(quoting *In re Glob. Crossing Sec. & ERISA Litig.*, 225 F.R.D. 436, 448 (S.D.N.Y. 2004)) . As a result, certification of the proposed class under Rule 23(b)(1) is appropriate in this ERISA Action.

b. Defendants Have Acted on Grounds Generally Applicable to the Class and Relief for the Class as a Whole is Appropriate

A class may be certified under Federal Rule of Civil Procedure 23(b)(2) if "the party opposing the class has acted or refused to act on grounds that apply generally to the class, so that final injunctive relief or corresponding declaratory relief is appropriate respecting the class as a whole." Fed. R. Civ. P. 23(b)(2). Here, Plaintiffs allege that Defendants failed to comply with ERISA on a Plan-wide basis and seek declaratory relief that the Plan is not a Church Plan as well as injunctive relief requiring that the Plan comply with ERISA. The available remedies include monetary relief and remedial equitable relief to the Plan as a whole. ERISA §§ 502(a)(2) & (3), 29 U.S.C. §§ 1132(a)(2) & (3).

Remedies under ERISA section 502(a)(2), 29 U.S.C. § 1132(a)(2), are by definition plan-wide, a classic example of equitable relief. *See Mass. Mut. Life Ins. Co.*, 473 U.S. 134, at 140–41 (1985). While the Settlement includes monetary consideration to the Plans, that consideration is incidental to and flows directly from Plaintiffs' prayer for injunctive and declaratory relief. *Berger v. Xerox Corp. Ret. Income Guarantee Plan*, 338 F.3d 755, 763–64 (7th Cir. 2003) (certifying Fed. R. Civ. P. 23(b)(2) class where ERISA plaintiffs sought declaratory relief); *In re Mut. Funds Inv. Litig.*, MDL No. 1586, 2010 WL 2307568, at *4 (D. Md. May 19, 2010) (same); *In re Glob. Crossing*, 225 F.R.D. at 453 (same); *see also Trinity*, No. 8:14-cv-2337, ECF No. 111 (certifying settlement class under Fed. R. Civ. P. 23(b)(1) and (2) in a Church Plan case); Accordingly, Plaintiffs' claims are also properly certified under Rule 23(b)(2).

3. The Requirements of Rule 23(g) Are Met

Federal Rule of Civil Procedure 23(g) requires the Court to examine the capabilities and resources of Class Counsel. Class Counsel has detailed above the time and effort expended in connection with this litigation. *See* Section II, *supra*; *see also* Handorf Decl. ¶¶ 13–17, 19–22, 37–42. As also set forth above, Class Counsel is among the leading ERISA plaintiffs' firms and possess unparalleled expertise in the specific types of ERISA claims brought in this lawsuit. *Id.*

¶¶ 13–17, 37–42. For all of those reasons, Class Counsel satisfies the requirements of Rule 23(g).

IV. CONCLUSION

Named Plaintiffs respectfully submit that the Settlement should be fully and finally approved because it is a fair and reasonable result. Moreover, the Settlement Class meets all the requirements of Rule 23 and should be finally certified.

Dated: October 13, 2017

Respectfully submitted,

COHEN MILSTEIN SELLERS & TOLL PLLC

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Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I certify that on October 13, 2017, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all counsel of record.

s/ Julia Horwitz
Julia Horwitz

Exhibit 1

Communication Protected by Fed. R. Evid. 408

Hodges, et al. v. Bon Secours Health System, Inc., et al.
Settlement Agreement
May 31, 2017

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	Civil Action No.: 1:16-cv-1079 (RDB)

CLASS ACTION SETTLEMENT AGREEMENT

This CLASS ACTION SETTLEMENT AGREEMENT ("Settlement Agreement") is entered into by and between Plaintiffs, as defined in § 1.12 below, on the one hand, and Defendants, as defined in § 1.6 below, on the other. Plaintiffs and Defendants are referred to collectively in this Settlement Agreement as the "Parties." Capitalized terms and phrases have the meanings provided in § 1 below or as specified elsewhere in this Settlement Agreement.

1. DEFINITIONS

1.1. "*BSHSI*" shall mean: Bon Secours Health System, Inc., a non-profit corporation, and its successors.

1.2. "*Church Plan*" shall mean: a plan which meets the definition of a "Church Plan" under ERISA § 3(33), 29 U.S.C. § 1002(33), and is thus exempt from the provisions of Title I and Title IV of ERISA.

1.3. "*Class Counsel*" shall mean: Cohen Milstein Sellers & Toll, PLLC and Keller Rohrback L.L.P.[1]

[1] Although Cohen Milstein was appointed sole Interim Class Counsel by the Court, Keller Rohrback negotiated this settlement with Cohen Milstein on behalf of the Class. However, only Cohen Milstein will represent the Class at the settlement approval hearings.

1.4. "*Complaint*" shall mean: the Second Amended Consolidated Class Action Complaint filed in *Hodges* on January 13, 2017.

1.5. "*Consolidated Action*" shall mean: *Hodges, et al. v. Bon Secours Health System, Inc., et al.*, No. 1:16-cv-1079, an action pending in the United States District Court for the District of Maryland ("*Hodges*").

1.6. "*Court*" shall mean: The United States District Court for the District of Maryland.

1.7. "*Defendants*" shall mean: Bon Secours Health System, Inc., Bon Secours, Inc., the Benefit Plan Administrative Committee, and all past and present members of the Benefit Plan Administrative Committee.

1.8. "*Effective Date of Settlement*" shall mean: the date on which all of the conditions to settlement set forth in § 2 of this Settlement Agreement have been fully satisfied or waived and the Settlement shall have become Final.

1.9. "*ERISA*" shall mean: the Employee Retirement Income Security Act of 1974, as amended, including all regulations promulgated thereunder.

1.10. "*Final*" shall mean: with respect to any judicial ruling or order in the Action, that the period for any appeals, petitions, motions for reconsideration, rehearing or certiorari, or any other proceedings for review ("Review Proceeding") has expired without the initiation of a Review Proceeding, or, if a Review Proceeding has been timely initiated, that there has occurred a full and completed disposition of any such Review Proceeding, including the exhaustion of proceedings in any remand and/or subsequent appeal on remand.

1.11. "*Incentive Awards*" shall mean: any monetary amounts awarded by the Court in recognition of the Named Plaintiffs' assistance in the prosecution of the Consolidated Action and payable pursuant to § 7.1.4 below.

1.12. "*Person*" shall mean: an individual, partnership, corporation, or any other form of organization.

1.13. "*Plaintiffs*" and "*Named Plaintiffs*" shall mean: Arlene Hodges, Carolyn Miller, and Gary Brown.

1.14. "*Plan*" or "*Plans*" shall mean: the defined benefit plans as listed in Schedule A that are sponsored by Bon Secours Health System, Inc.

1.15. "*Released Claims*" shall have the meaning provided in § 3.

1.16. "*Releasees*" shall mean: each of the Defendants (together with all entities that are considered to be a single employer with any Defendant under Internal Revenue Code § 414), the Plans, any Person who serves or served as a trustee, investment manager, service provider, record-keeper, or named or functional fiduciary (including de facto fiduciaries) of any Plan, together with, for each of the foregoing, their counsel and any Person that controls, is controlled by, or is under common control with any of the foregoing, including, without limitation, every person who was a director, officer, governor, management committee member, in-house counsel, employee, or agent of Defendants, and any and all present or former representatives, insurers, reinsurers, consultants, attorneys, administrators, employee benefit plans, investment advisors, investment underwriters, and spouses.

1.17. "*Settlement*" shall mean: the settlement to be consummated under this Settlement Agreement pursuant to the Final Approval Order.

1.18. "*Settlement Class*" shall mean: All vested or non-vested present and past participants of the Plans (or their beneficiaries) as of the Effective Date of Settlement.

1.19. "*Successor-In-Interest*" or "Successor" shall mean: a Person's estate, legal representatives, heirs, successors or assigns, and any other Person who can make a legal claim by or through such Person.

1.20. "*Term Sheet*" shall mean: the document entitled "*Bon Secours* Settlement Term Sheet" dated April 11, 2017.

2. CONDITIONS PRECEDENT TO EFFECTIVENESS OF THE SETTLEMENT

2.1. *Effectiveness of This Settlement Agreement.* This Settlement Agreement shall not become binding unless and until each and every one of the following conditions in §§ 2.2 through 2.8 shall have been satisfied.

2.2. *Court Approval.* The Settlement contemplated under this Settlement Agreement shall have been approved by the Court, as provided for in this § 2.2. The Parties agree jointly to recommend to the Court that it approve the terms of this Settlement Agreement and the Settlement contemplated hereunder. The Parties agree to undertake their best efforts, including all steps and efforts contemplated by this Settlement Agreement, and any other steps or efforts which may become necessary by order of the Court (unless such order modifies the terms of this Settlement Agreement) or otherwise, to carry out this Settlement Agreement, including the following:

2.2.1 *Motion for Preliminary Approval of Settlement and of Notices.* The Court shall have approved the preliminary motion to be filed by Plaintiffs on or before May 31, 2017 ("Preliminary Motion") by issuing an order in substantially the same form as attached hereto as

Exhibit 1 (the "Preliminary Approval Order"), including the class notice approved by the Court (the "Class Notice"):

(a) Preliminarily approving this Settlement Agreement;

(b) Directing the time and manner of the Class Notice; and

(c) Finding that: (i) the proposed form of Class Notice fairly and adequately: (A) describes the terms and effect of this Settlement Agreement and of the Settlement, (B) gives notice to the Settlement Class of the time and place of the hearing of the motion for final approval of this Settlement Agreement, and (C) describes how the recipients of the Class Notice may object to approval of this Settlement Agreement; and (ii) the proposed manner of communicating the Class Notice to the members of the Settlement Class is the best notice practicable under the circumstances.

2.2.2 *Class Certification.*

(a) The Court shall have certified the Consolidated Action as a non-opt out class action for settlement purposes only, pursuant to Federal Rules of Civil Procedure 23(b)(1) and/or (b)(2), with Named Plaintiffs as the named Settlement Class representatives, Cohen Milstein Sellers & Toll, PLLC as Class Counsel, and with a "Settlement Class" as defined above.

(b) The Parties agree to stipulate to certification of the Consolidated Action as a non-opt out class action for settlement purposes only, pursuant to Federal Rules of Civil Procedure 23(b)(1) and/or (b)(2), on the foregoing terms. If the Settlement does not become Final, then no Settlement Class will be deemed to have been certified by or as a result of this Settlement Agreement, and the Consolidated Action will for all purposes revert to its status as of the day immediately prior to the date on which the Term Sheet was executed.

2.2.3 *Issuance of Class Notice*. On the date and in the manner set by the Court in its Preliminary Approval Order, BSHSI will cause notice of the Preliminary Approval Order to be delivered to the Settlement Class in the form and manner approved by the Court. The Parties shall confer in good faith with regard to the form of the Class Notice in an effort to utilize cost effective forms of notice. The Parties agree, and the Preliminary Approval Order attached hereto as Exhibit 1 shall provide, that the last known addresses for members of the Settlement Class in the possession of the Plans' current record-keeper will suffice for all purposes in connection with this Settlement, including, without limitation, the mailing of the Class Notice. BSHSI will pay the cost for the notice program as part of the settlement administration.

2.2.4 *Internet/Publication of Class Notice*. Class Counsel also shall have given notice by publication of the Settlement Agreement and Class Notice on its firm website.

2.2.5 *The Fairness Hearing.*

(a) On the date set by the Court in its Preliminary Approval Order, the Parties shall participate in the hearing (the "Fairness Hearing"), during or after which the Court will determine by order (the "Final Approval Order") whether: (i) this Settlement Agreement is fair, reasonable, and adequate and should be approved by the Court; (ii) final judgment approving this Settlement Agreement should be entered ("Judgment"); (iii) the Settlement Class should be certified as a mandatory non-opt-out class meeting the applicable requirements for a settlement class imposed by Federal Rule of Civil Procedure 23; (iv) the requirements of Federal Rule of Civil Procedure 23 and due process have been satisfied in connection with the distribution of the Class Notice to members of the Settlement Class; (v) the requirements of the Class Action Fairness Act have been satisfied; (vi) to award Plaintiffs Incentive Awards and if so, the amount; and (vii) to award attorneys' fees and further expenses and, if so, the amounts.

(b) The Parties covenant and agree that they will reasonably cooperate with one another in obtaining an acceptable Final Approval Order at the Fairness Hearing and will not do anything inconsistent with obtaining such a Final Approval Order.

2.2.6 *Motion for Final Approval of Class Action Settlement.* On the date set by the Court in its Preliminary Approval Order, Plaintiffs shall have filed a motion (the "Final Approval Motion") for a Final Approval Order. The Final Approval Motion shall seek the Court's finding that the Final Approval Order is a final judgment disposing of all claims and all Parties.

2.3. *Finality of Final Approval Order.* The Final Approval Order shall have become Final, as defined in § 1.9 of this Settlement Agreement.

2.4. *Compliance with the Class Action Fairness Act.* The Court shall have determined that Defendants complied with the Class Action Fairness Act of 2005 ("CAFA") and its notice requirements by providing appropriate federal and state officials with information about the Settlement.

2.5. *Dismissal of Action.* The Consolidated Action shall have been dismissed with prejudice as against Defendants on the Effective Date of Settlement.

2.6. *Dismissal of United States of America.* The United States of America shall have been dismissed with prejudice as a party to the Consolidated Action by Plaintiffs, with the United States and Plaintiffs to each bear their own attorney's fees and costs, except only as provided by this Agreement.

2.7. *No Termination.* The Settlement shall not have terminated pursuant to § 9 below.

2.8. *Establishment of Effective Date of Settlement.* If Plaintiffs and Defendants disagree as to whether each and every condition set forth in § 2 has been satisfied, they shall promptly confer in good faith and, if unable to resolve their differences within five (5) business days thereafter, shall present their disputes for determination to Robert M. Meyer, the Parties' mediator, who shall make a final determination regarding the Effective Date of the Settlement and whether all the conditions set forth in § 2 have been satisfied. No portion of the Class Settlement Amount or the Vesting Payment shall be disbursed in the event of such a dispute, pending the mediator's ruling. Disbursement shall thereafter be made pursuant to the Court's order.

3. RELEASES AND COVENANT NOT TO SUE

3.1. *Released Claims.* Any and all claims, actions, causes of action, demands, obligations, liabilities, attorneys' fees, expenses, and costs arising out of the allegations of the Complaint by any member of the Settlement Class, except that Released Claims are not intended to include the release of any of the following:

3.1.1 Any rights or duties arising out of the Settlement Agreement, including the express warranties and covenants in the Settlement Agreement;

3.1.2 Individual claims for benefits pursuant to the Plans' documents that do not arise out of the allegations of the Complaint;

3.1.3 Unless such claim arises out of or is related to the subject matter of the Complaint, claims related to any other plan that is merged, adopted or consolidated into the Plans after the execution date of the Term Sheet, if such claim pertains to the time before such merger, adoption or consolidation.

3.1.4 With respect to any Plan, any claim arising under ERISA with respect to any event occurring after the Internal Revenue Service issues a written ruling that the Plan does not qualify as a Church Plan; the Plan sponsor elects for the Plan to be covered by ERISA; a court of law issues a definitive ruling that the Plan is not a Church Plan; the Roman Catholic Church disassociates itself from the Plan sponsor; or an amendment to ERISA is enacted and becomes effective as a law of the United States eliminating the Church Plan exemption.

3.2. *Release by Named Plaintiffs and Settlement Class.* Subject to § 9 below, upon the Effective Date of Settlement, Named Plaintiffs on behalf of themselves and on behalf of the Settlement Class absolutely and unconditionally release and forever discharge the Releasees from any and all Released Claims that Plaintiffs or the Settlement Class have. The Settlement Class covenants and agrees: (i) not to file against any of the Releasees any claim based on,

related to, or arising from any Released Claim; and (ii) that the foregoing covenants and agreements shall be a complete defense to any such claim against any Releasee.

3.3. *Defendants' Releases of Named Plaintiffs, the Settlement Class, and Class Counsel.* Subject to § 9 below, upon the Effective Date of Settlement, Defendants absolutely and unconditionally release and forever discharge the Named Plaintiffs, the Settlement Class and Class Counsel from any and all claims relating to the institution or prosecution of the Action.

4. COVENANTS

Named Plaintiffs, on their own behalf and on behalf of the members of the Settlement Class, and Defendants, hereby covenant as follows:

4.1. *Non-Disparagement.* The Parties, their counsel, and their agents shall refrain from making derogatory or disparaging comments as to the Settlement Agreement, Plaintiffs, Plaintiffs' Counsel, any Releasee, Defendants, the Plans, and/or Defendants' Counsel.

4.2. *Press.* Plaintiffs shall not cause, discuss, cooperate, or otherwise aid in the preparation of any press release or statement to the press concerning the Defendants, the subject matter of the Action, or the terms of this Settlement Agreement unless such press release or statement to the press is approved by the Defendants in advance.

4.3. *Plan Status.* Nothing herein shall be construed as an agreement that the Plans are not properly treated as Church Plans or that the Plans are subject to ERISA. Similarly, nothing herein shall be construed as an agreement that the Plans are properly treated as Church Plans or that the Plans are not subject to ERISA.

5. REPRESENTATIONS AND WARRANTIES

5.1. *Parties' Representations and Warranties.*

5.1.1 The Parties to this agreement warrant that they have made a good faith effort to ensure that the facts and information exchanged during the course of settlement discussions are substantially accurate. Each party understands that such information is being relied upon by the other parties to the agreement and agrees that the substantial accuracy of such information exchanged during the settlement discussions shall constitute a condition precedent to the parties' obligations hereunder.

5.1.2 Named Plaintiffs represent and warrant, on behalf of themselves and the Settlement Class, that they shall have no surviving claim or cause of action against any of the Releasees for the Released Claims against them.

5.1.3 The Parties, and each of them, represent and warrant that they are voluntarily entering into this Settlement Agreement as a result of arm's-length negotiations among their counsel; except as set forth in § 5.1.1, in executing this Settlement Agreement they are relying solely upon their own judgment, belief, and knowledge, and the advice and recommendations of their own independently-selected counsel, concerning the nature, extent, and duration of their rights and claims hereunder and regarding all matters that relate in any way to the subject matter hereof; and each Party assumes the risk of and unconditionally waives any and all claims or defenses arising out of any alleged mistake as to facts or law.

5.1.4 The Parties, and each of them, represent and warrant that they have carefully read the contents of this Settlement Agreement; they have made such investigation of the facts and law pertaining to this Settlement Agreement and all of the matters pertaining thereto as they deem necessary; and this Settlement Agreement is executed freely by each Person executing it on behalf of each of the Parties.

5.2. *Signatories' Representations and Warranties*. Each individual executing this Settlement Agreement on behalf of any other Person hereby personally represents and warrants to the other Parties that he or she has the authority to execute this Settlement Agreement on behalf of, and fully bind, each principal that such individual represents or purports to represent.

6. NO ADMISSION OF LIABILITY

The Parties understand and agree that this Settlement Agreement embodies a compromise and settlement of disputed claims, and that nothing in this Settlement Agreement, including the furnishing of consideration for this Settlement Agreement, shall be deemed to constitute any admission or finding that ERISA governs the Plans and/or of any wrongdoing by any of the Releasees. This Settlement Agreement and the payments made hereunder are made in compromise of disputed claims and are not admissions of any liability of any kind, whether legal, equitable, or factual. Moreover, the Releasees specifically deny any such liability or wrongdoing alleged in the Complaint.

7. SETTLEMENT PAYMENTS

7.1. *The Class Settlement Amount.*

7.1.1 For seven (7) Fiscal Years, BSHSI will make annual cash contributions to the Plans set forth in Schedule A in the combined amount of $14 million per year (the "Annual Payment"), totaling ninety-eight million dollars ($98,000,000) in contributions. BSHSI may make the Annual Payment in a lump sum at any point during the Fiscal Year or may split the Annual Payment into a number of payments throughout the year, at its discretion. For Fiscal Year 2017 and any subsequent Fiscal Year, any amount paid in excess of the Annual Payment, including any contributions already made in Fiscal Year 2017, may be used to reduce subsequent

contributions at the discretion of BSHSI. Each of the contributions shall be distributed among the Plans in a manner that is proportionate to the relative unfunded liability of each of the Plans, as determined by the Plans' actuary, at the time each contribution is made. This cash contribution and each of the payments comprising it will be inclusive of, and not in addition to, any contributions that may be required under the Plans' funding policy. In the event BSHSI terminates a Plan before the cash contributions required by this section are completed, any cash contribution shall be allocated among the remaining Plans proportionate to the relative unfunded liability of each of the Plans at the time each contribution is made. In the event all Plans are terminated, the cash contributions required by this section shall cease so long as termination does not result in a reduction of the benefit any participant or beneficiary has accrued under the terms of the relevant Plan at the time of termination.

7.1.2 *Vesting Payment.* In addition to the payment described in Section 7.1.1, BSHSI will pay three hundred thousand dollars ($300,000.00) in the aggregate to the former participants in the Bon Secours Hampton Roads Plan who left covered service under that Plan after January 1, 2008, having completing at least three (3) but less than five (5) years of vesting service and who had a positive cash balance account as of January 1, 2016. These former participants are identified on Schedule B of this Settlement Agreement, and payment will be sent to those individuals' last known addresses. The payment will be made within thirty days of the Effective Date of the Settlement. Each individual identified on Schedule B will receive a proportional share of the $300,000 recovery for this group based on the value of his or her cash balance account as of January 1, 2016. Payments returned as undeliverable will be paid back to the Bon Secours Hampton Roads Plan.

7.1.3 The ninety-eight million dollar ($98,000,000) contribution pursuant to § 7.1.1 and the three hundred thousand dollars ($300,000.00) Vesting Payment pursuant to § 7.1.2 above together shall constitute the "Class Settlement Amount."

7.1.4 *Payment to Plaintiffs' Counsel.* Defendants will not oppose Plaintiffs' application to the Court for an award of reasonable attorney fees, out of pocket expenses, and Incentive Awards for Plaintiffs (together, the "Fee Award"). The Fee Award shall not exceed three and one half million dollars ($3,500,000) (the "Maximum Total Fee"). Defendants will cause the Fee Award to be paid in addition to the payments described in §§ 7.1.1 and 7.1.2 of this Settlement Agreement. The Fee Award will be subject to the discretion and approval of the Court, which may award an amount less than three and one half million dollars ($3,500,000). Defendants will pay Plaintiffs' Counsel the Maximum Total Fee or any lesser amount as ordered by the Court in its discretion one week after the Court's entry of the Order and Final Judgment, notwithstanding the existence of any timely-filed objections thereto, potential for appeal therefrom, or any collateral attack on the Settlement or any part thereof, subject to the obligation of Plaintiffs' Counsel to make appropriate refunds or repayments to BSHSI plus accrued interest (based on the one year Treasury constant maturity rate) within ten calendar days, if and when, as

a result of any appeal and/or further proceedings on remand, or successful collateral attack, the fee or expense award is reduced or reversed.

7.1.5 *Application for Fees, Expenses, and Incentive Awards for Plaintiffs.* Class Counsel shall petition the Court for the Fee Award on the date set by the Court in its Preliminary Approval Order. Defendants and the Releasees expressly agree not to contest or take any position with respect to any application for the Fee Award that does not exceed the Maximum Total Fee, and acknowledge that these matters are left to the sound discretion of the Court. The procedure for and the allowance or disallowance of any application for the Fee Award that does not exceed the Maximum Total Fee are matters separate and apart from the Settlement and shall be requested to be considered by the Court separately from the Court's consideration of the fairness, reasonableness, and adequacy of the Settlement. Any order or proceeding relating solely to a Fee Award that does not exceed the Maximum Total Fee, or any appeal from any order relating thereto, or any reversal or modification thereof, shall have no effect on the Settlement and shall not operate to, or be grounds to, terminate or cancel the Settlement Agreement or to affect or delay the finality of the Final Approval Order or Judgment.

7.2. *Cost of Notice.* BSHSI shall pay the cost for Class Notice in addition to the amounts specified above.

8. AGREED UPON PLAN PROVISIONS.

8.1. *Scope.* The provisions of the Settlement Agreement shall apply to all Plans. Each of the Plans as defined in § 1.13 is referred to singularly as a Plan.

8.2. *Benefits Commitment.* Through Fiscal Year 2025, if BSHSI still sponsors the Plans, BSHSI will guarantee that the Plans have sufficient funds to pay the accrued benefits payable to Participants under the terms of the Plans. BSHSI may, however, terminate and/or annuitize some or all benefits provided by any of the Plans as long as there are sufficient assets to meet the accrued benefits (as defined by the relevant Plan), earned by participants at the time of Plan termination or benefit annuitization.

8.3. *Plan Mergers.* Through Fiscal Year 2025, if any Plan is merged with or into another Plan, participants in all merged Plans will be entitled to the same (or greater) benefits post-merger as they enjoyed before the merger.

8.4. *Plan Amendment and Termination.* Notwithstanding any other provision of this Agreement, including the cash contribution requirements of section 7.1, BSHSI retains the right to amend or terminate any of the Plans at any time. If BSHSI amends or terminates a Plan through Fiscal Year 2025, such amendment or termination shall not result in a reduction of the benefit any participant or beneficiary has accrued under the terms of the relevant Plan at the time of the amendment or termination. In the event BSHSI terminates a Plan before the cash

contributions in section 7.1 are completed, the cash contribution shall be allocated among the remaining Plans in the manner described in section 7.1. In the event all Plans are terminated, the cash contributions required by section 7.1 shall cease.

8.5. *Plan Administration.* Commencing sixty days after the Effective Date, the Plan Administrator will establish procedures concerning Plan administration and notices, as set forth in sections below.

8.6. *Summary Plan Descriptions (SPDs) & Summary of Material Modifications (SMMs).* At a time during the Plan year to be determined by BSHSI, the Plan will issue a summary plan description ("SPD"). The SPD will include the following information: (a) The name and type of administration of the Plan; (b) the name and address of the person designated as agent for the service of legal process (if not the administrator); (c) the name and address of the administrator; the names, titles, and addresses of any trustee or trustees(if they are persons different from the administrator); (d) a description of the relevant provisions of any applicable collective bargaining agreement; (e) the plan's requirements respecting eligibility for participation and benefits; (f) a description of the provisions providing for nonforfeitable pension benefits; (g) circumstances which may result in disqualification, ineligibility, or denial or loss of benefits; (h) the source of financing of the plan and the identity of any organization through which benefits are provided; (i) the date of the end of the plan year and whether the records of the plan are kept on a calendar, policy, or fiscal year basis; (j) the procedures to be followed in presenting claims for benefits under the plan, including procedures for providing adequate notice in writing to any participant or beneficiary whose claim for benefits under the plan has been denied, setting forth the specific reasons for such denial, written in a manner calculated to be understood by the participant, as well as procedures to afford a reasonable opportunity to any participant whose claim for benefits has been denied for a full and fair review by the appropriate named fiduciary of the decision denying the claim; and (k) the remedies available under the Plan for the redress of claims which are denied in whole or in part. The SPDs shall be distributed only to current participants via email or using BSHSI's existing intranet systems. The Plan Administrator's designee shall also prepare documents that are similar in content to the information listed in 29 CFR § 2520.104b-3. Any such documents shall be furnished to current participants via email or the use BSHSI's existing intranet systems. Current participants and beneficiaries may send a written request for a written SPD or documents prepared after a material modification, and BSHSI shall provide a hard copy of such SPD or document prepared after a material modification to the participant within thirty days of receiving the participant or beneficiary's request. The requirements of this section shall remain in effect through Fiscal Year 2025.

8.7. *Other Plan Information.* Through Fiscal Year 2025, the Plans will make available electronically pension benefit statements and/or current benefit values and/or financial statements (the content of said communications to be determined solely by BSHSI), or on request and at the expense of the participant, paper copies of such documents summarizing the following information:

8.7.1 *Pension Benefit Statements*. The Plans shall provide electronic pension benefit statements containing the information described in ERISA § 105 for defined benefit plans. The pension benefit statements shall be distributed to participants and beneficiaries, as such distribution is described in ERISA § 105.

8.7.2 *Annual Report*. The Plan Administrator shall prepare annual reports that substantially comply with the requirements of subsections 103(b) and (c) of ERISA, and an actuarial statement containing the information described in Section 103(d), excluding information relating to minimum funding and contributions under ERISA, information required by the Pension Benefit Guaranty Corporation, and other information that may be required by the Secretary of Labor for ERISA governed plans. The annual reports shall be available to participants or beneficiaries on request.

8.8. *Plans' Claim Review Procedure*. The Plans' claim review procedures, which shall be included as part of summary plan descriptions through Fiscal Year 2025, shall state: (a) the identity of the person or entity to whom a claim should be addressed; (b) the time period for filing a claim; (c) the information that must be provided in support of the claim; (d) if a claim is denied, in whole or in part, the person to whom an appeal should be sent; (e) the time period for filing a claim appeal; and (f) the information the claimant must provide in support of an appeal.

8.9. *Continuing Obligations*. In the event that any Plan becomes subject to ERISA, all continuing obligations of the Defendants under this Settlement Agreement or the Term Sheet shall cease with respect to that Plan. In such an event, then the proportional contribution for such ERISA-covered Plan that would have otherwise been due under 7.1.1 shall be subtracted from the total Annual Payment for all the Plans in that year and the remaining contribution due under 7.1.1 shall be distributed among the remaining Plans, which are not subject to ERISA, in the manner provided by Section 7.1.1. All continuing obligations of the Defendants under this Settlement Agreement or the Term Sheet shall cease if, prior to the expiration of the period of time such obligations are in effect, all of the Plans become subject to ERISA.

9. TERMINATION OF THE SETTLEMENT AGREEMENT

9.1. *Automatic Termination*. This Settlement Agreement shall automatically terminate, and thereupon become null and void, in the following circumstances:

9.1.1 If the Court declines to approve the Settlement, and if such order declining approval has become Final, then this Settlement Agreement shall automatically terminate, and thereupon become null and void, on the date that any such order becomes Final, provided, however, that if the Court declines to approve the Settlement for any reason, the Parties shall negotiate in good faith to cure any deficiency identified by the Court, and further provided that, if necessary to cure any such deficiency, Class Counsel shall re-submit within a reasonable time

the Preliminary or Final Approval Motion with an additional or substitute member of the Settlement Class as a named Class Representative.

9.1.2 If the Court issues an order in the Consolidated Action modifying the Settlement Agreement, and if within thirty-one (31) days after the date of any such ruling the Parties have not agreed in writing to proceed with all or part of the Settlement Agreement as modified by the Court or by the Parties, then, provided that no Review Proceeding is then pending from such ruling, this Settlement Agreement shall automatically terminate, and thereupon become null and void, on the thirty-first day after issuance of the order referenced in this § 9.1.2.

9.1.3 If the Fourth Circuit reverses the District Court's order approving the Settlement, and if within ninety-one (91) days after the date of any such ruling the Parties have not agreed in writing to proceed with all or part of the Settlement Agreement as modified by the Fourth Circuit or by the Parties, then, provided that no Review Proceeding is then pending from such ruling, this Settlement Agreement shall automatically terminate, and thereupon become null and void, on the ninety-first day after issuance of the Fourth Circuit order referenced in this § 9.1.3.

9.1.4 If the Supreme Court of the United States reverses or remands a Fourth Circuit order approving the Settlement, and if within thirty-one (31) days after the date of any such ruling the Parties have not agreed in writing to proceed with all or part of the Settlement Agreement as modified by the Supreme Court or by the Parties, then this Settlement Agreement shall automatically terminate, and thereupon become null and void, on the thirty-first day after issuance of the Supreme Court order referenced in this § 9.1.4.

9.1.5 If a Review Proceeding is pending of an order declining to approve the Settlement Agreement or modifying this Settlement Agreement, this Settlement Agreement shall not be terminated until Final resolution or dismissal of any such Review Proceeding, except by written agreement of the Parties.

9.2. *Consequences of Termination of the Settlement Agreement*. If the Settlement Agreement is terminated and rendered null and void for any reason, the following shall occur:

9.2.1 The Consolidated Action shall for all purposes with respect to the Parties revert to its status as of the day immediately prior to the execution of the Term Sheet.

9.2.2 All Releases given or executed pursuant to the Settlement Agreement shall be null and void; none of the terms of the Settlement Agreement shall be effective or enforceable; neither the fact nor the terms of the Settlement Agreement shall be offered or received in evidence in the Actions or in any other action or proceeding for any purpose, except in an action or proceeding arising under this Settlement Agreement.

10. MISCELLANEOUS PROVISIONS

10.1. *Jurisdiction.* The Court shall retain jurisdiction over all Parties, the Settlement Class, the Action, and this Settlement Agreement to resolve any dispute that may arise regarding this Settlement Agreement or the orders and notice referenced in § 2 above, including any dispute regarding validity, performance, interpretation, administration, enforcement, enforceability, or termination of the Settlement Agreement, and no Party shall oppose the reopening and reinstatement of the Consolidated Action on the Court's active docket for the purposes of effecting this § 10.1.

10.2. *No Limitation of Remedies.* In the event that the Defendants breach this Settlement Agreement, Plaintiffs will continue to have any and all remedies for such breach. In the event that Plaintiffs or the Settlement Class breaches this Settlement Agreement, Defendants will continue to have any and all remedies for such breach.

10.3. *Governing Law.* This Settlement Agreement shall be governed by the laws of the United States, including federal common law, except to the extent that, as a matter of federal law, state law controls, in which case Maryland law will apply without regard to conflict of law principles.

10.4. *Severability.* The provisions of this Settlement Agreement are not severable.

10.5. *Amendment.* Before entry of a Final Approval Order, any common law to the contrary notwithstanding, this Settlement Agreement may be modified or amended only by written agreement signed by or on behalf of all Parties. Following entry of a Final Approval Order, any common law to the contrary notwithstanding, the Settlement Agreement may be modified or amended only by written agreement signed on behalf of all Parties, and approved by the Court.

10.6. *Waiver.* The provisions of this Settlement Agreement may be waived only by an instrument in writing executed by the waiving Party. The waiver by any Party of any breach of this Settlement Agreement shall not be deemed to be or construed as a waiver of any other breach of this Settlement Agreement, whether prior, subsequent, or contemporaneous with this Settlement Agreement.

10.7. *Construction.* None of the Parties hereto shall be considered to be the drafter of this Settlement Agreement or any provision hereof for the purpose of any statute, case law or rule of interpretation or construction that would or might cause any provision to be construed against a drafter.

10.8. *Principles of Interpretation.* The following principles of interpretation apply to this Settlement Agreement:

10.8.1 *Headings.* The headings of this Settlement Agreement are for reference purposes only and do not affect in any way the meaning or interpretation of this Settlement Agreement.

10.8.2 *Singular and Plural.* Definitions apply to the singular and plural forms of each term defined.

10.8.3 *Gender.* Definitions apply to the masculine, feminine, and neuter genders of each term defined.

10.8.4 *References to a Person.* References to a Person are also to the Person's permitted successors and assigns.

10.8.5 *Terms of Inclusion.* Whenever the words "include," "includes," or "including" are used in this Settlement Agreement, they shall not be limiting but rather shall be deemed to be followed by the words "without limitation."

10.9. *Further Assurances.* Each of the Parties agrees, without further consideration, and as part of finalizing the Settlement hereunder, that they will in good faith execute and deliver such other documents and take such other actions as may be necessary to consummate and effectuate the subject matter and purpose of this Settlement Agreement.

10.10. *Survival.* All representations, warranties and covenants set forth in this Settlement Agreement shall be deemed continuing and shall survive the Effective Date of Settlement.

10.11. *Notices.* Any notice, demand, or other communication under this Settlement Agreement (other than notices to members of the Settlement Class) shall be in writing and shall be deemed duly given if it is addressed to each of the intended recipients as set forth below and personally delivered, sent by registered or certified mail (postage prepaid), sent by confirmed facsimile, or delivered by reputable express overnight courier:

A. IF TO NAMED PLAINTIFF:

Karen L. Handorf
Michelle C. Yau
Scott Lempert
Jamie Bowers
COHEN MILSTEIN SELLERS & TOLL, PLLC
1100 New York Ave., NW, Suite 500 West
Washington, DC 20005
Fax: (202) 408-4699

Lynn Lincoln Sarko
Ron Kilgard
KELLER ROHRBACK L.L.P.
1201 Third Avenue, Suite 3200
Seattle, WA 98101-3052
Fax: (206) 623-3384

B. IF TO DEFENDANTS:

Lars Golumbic
Sarah Adams
Sean Abouchedid
GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue NW
Washington, DC 20006
Fax: (202) 659-4503

Any Party may change the address at which it is to receive notice by written notice delivered to the other Parties in the manner described above.

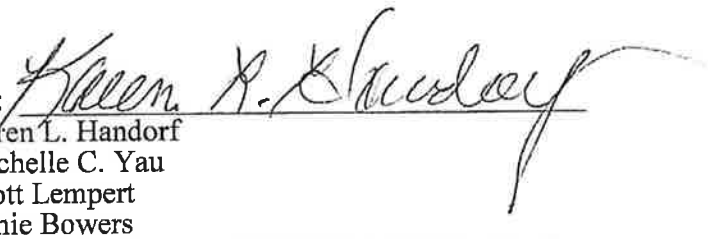
10.12. *Entire Agreement.* This Settlement Agreement contains the entire agreement among the Parties relating to the settlement of the Actions. It specifically supersedes any settlement terms or settlement agreements relating to Defendants that were previously agreed upon orally or in writing by any of the Parties, including the terms of the Term Sheet and any and all discussions, representations, warranties, or the like prior to the Effective Date of Settlement.

10.13. *Counterparts.* This Settlement Agreement may be executed by exchange of faxed or emailed executed signature pages, and any signature transmitted by facsimile for the purpose of executing this Settlement Agreement shall be deemed an original signature for purposes of this Settlement Agreement. This Settlement Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties have executed this Settlement Agreement on the dates set forth below.

FOR NAMED PLAINTIFFS AND THE SETTLEMENT CLASS

Dated this 31st day of May, 2017.

By: 
Karen L. Handorf
Michelle C. Yau
Scott Lempert
Jamie Bowers
COHEN MILSTEIN SELLERS & TOLL, PLLC
1100 New York Ave., NW, Suite 500 West
Washington, DC 20005

Lynn L. Sarko
Ron Kilgard
KELLER ROHRBACK L.L.P.
1201 Third Avenue, Suite 3200
Seattle, WA 98101

Class Counsel

FOR ALL DEFENDANTS

Dated this 31st day of May, 2017.

By: _____

Lars Golumbic
Sarah Adams
Sean Abouchedid
GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue NW
Washington, DC 20006
Fax: (202) 639-4503

Attorneys for Defendants

SCHEDULE A TO THE SETTLEMENT AGREEMENT

Hodges, et al. v. Bon Secours Health System, Inc., et al.

Bon Secours Health System, Inc. Frozen Pension Plan

Bon Secours Kentucky Health System, Inc. Pension Plan

Bon Secours New York Health System Pension Plan

Employees' Retirement Plan of Bon Secours Baltimore Health Corporation

Employees' Retirement Plan of Bon Secours-St. Mary's Hospital

Memorial Regional Medical Center Pension Plan

Retirement Plan of Bon Secours-Hampton Roads

Exhibit 2

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	)	Civil Action No.: 1:16-cv-1079 (RDB)

[PROPOSED] ORDER AND FINAL JUDGMENT

This litigation involves claims for alleged violations of the Employee Retirement Income Security Act of 1974, as amended, 29 U.S.C. § 1001, *et seq.* ("ERISA"), with respect to the seven defined benefit pension plans listed on Schedule A[1] of the Class Action Settlement Agreement (the "Plans").[2]

The Court previously entered an Order Preliminarily Approving the Class Action Settlement Agreement ("Preliminary Approval Order") dated July 10, 2017, preliminarily approving the Settlement, certifying the putative class in this action for settlement purposes, ordering a Class Notice to be mailed and published on the internet, scheduling a Fairness Hearing

[1] Schedule A to the Settlement Agreement is located at ECF No. 90-3. The Plans on Schedule A are also listed below in this Order.

[2] This Judgment incorporates by reference the definitions in the Class Action Settlement Agreement ("Settlement" or "Settlement Agreement"), and all terms used herein shall have the same meanings as set forth in the Settlement Agreement unless set forth differently herein. The terms of the Settlement are fully incorporated in this Judgment as if set forth fully here.

for November 28, 2017, at 4:00 p.m., and providing those persons with an opportunity to object to the proposed settlement.

This Court held a Fairness Hearing on November 28, 2017, at 4:00 p.m., to determine whether to give final approval to the proposed settlement.

Due and adequate notice having been given to the Settlement Class as required in the Order, and the Court having considered the Settlement Agreement, all papers filed and proceedings held herein, and good cause appearing therefore, **IT IS HEREBY ORDERED, ADJUDGED AND DECREED** as follows:

1. The Court has jurisdiction over the subject matter of this action and all Parties to the action, including all members of the Settlement Class.

2. On July 10, 2017, pursuant to Federal Rule of Civil Procedure 23(a), 23(b)(1) and/or (2), and 23(e), the Court preliminarily certified the following Settlement Class:

> All participants (whether vested or non-vested) in or beneficiaries of any of the following Plans on or before the Effective Date of Settlement:
>
> Bon Secours Health System, Inc. Frozen Pension Plan
> Bon Secours Kentucky Health System, Inc. Pension Plan
> Bon Secours New York Health System Pension Plan
> Employees' Retirement Plan of Bon Secours Baltimore Health Corporation
> Employees' Retirement Plan of Bon Secours-St. Mary's Hospital
> Memorial Regional Medical Center Pension Plan
> Retirement Plan of Bon Secours-Hampton Roads

3. The Court finds that the Settlement Class meets all requirements of Federal Rule of Civil Procedure 23(a) for certification of the class claims alleged in the operative Complaint, including (a) numerosity; (b) commonality; (c) typicality; and (d) adequacy of the Class Representatives and Class Counsel.

4. Additionally, the prerequisites of Rule 23(b)(1) have been satisfied, since the prosecution of separate actions by individual members of the Settlement Class would create a risk of (a) inconsistent or varying adjudication which would establish incompatible standards of conduct for Defendants; and (b) adjudications with respect to individual Settlement Class members, which would, as a practical matter, be dispositive of the interests of the other members not parties to the adjudications or would substantially impair or impede their ability to protect their interests.

5. Furthermore, the prerequisites of Rule 23(b)(2) have been satisfied, since Defendants have acted or refused to act on grounds generally applicable to the Settlement Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Settlement Class as a whole. The Settlement Class is hereby finally certified for settlement purposes under Federal Rule of Civil Procedure 23(b)(1) and (b)(2).

6. Pursuant to Federal Rule of Civil Procedure 23(a) the Court finds that Plaintiffs Arlene Hodges, Carolyn Miller, and Gary Brown are members of the Settlement Class, their claims are typical of those of the Settlement Class and they fairly and adequately protected the interests of the Settlement Class throughout the proceedings in this Action. Accordingly, the Court hereby appoints Arlene Hodges, Carolyn Miller and Gary Brown as Class Representatives.

7. Having considered the factors set forth in Federal Rule of Civil Procedure 23(g)(1), the Court finds that Class Counsel has fairly and adequately represented the Settlement Class for purposes of entering into and implementing the Settlement, and thus, hereby appoints Cohen Milstein Sellers & Toll, PLLC as Class Counsel to represent the members of the Settlement Class.

8. The appointment of Class Counsel and the appointment of Plaintiffs as Class Representatives are fully and finally confirmed.

9. Class Counsel is hereby awarded attorneys' fees pursuant to Federal Rule of Civil Procedure 23(h), in the amount of $_____ which the Court finds to be fair and reasonable, and $_____ in reimbursement of Class Counsel's reasonable expenses incurred in prosecuting the Action. Defendants shall pay such amount to Class Counsel pursuant to the timing requirements set forth in the Settlement Agreement.

10. Class Counsel has moved for a $10,000 Incentive Award for each of the Named Plaintiffs, Arlene Hodges, Carolyn Miller, and Gary Brown (collectively "Named Plaintiffs"). The Court hereby [grants in the amount of $ _____] [denies] Class Counsel's motion for an award of Incentive Awards. Defendants shall pay such amount to Class Counsel in accordance with the terms of the Settlement Agreement.

11. The Court directed that Class Notice be given pursuant to the notice program proposed by the Parties and approved by the Court. In accordance with the Court's Preliminary Approval Order and the Court-appointed notice program: (a) On or about September 11, 2017, Class Counsel posted the Settlement Agreement and Class Notice on a Settlement website; and (b) On or about September 8, 2017, Bon Secours Health System, Inc. ("BSHSI") caused to be mailed approximately 27,940 copies of the Notice of Class Action Settlement to members of the Settlement Class.

12. The Class Notice and the internet publication of Class Notice (collectively, the "Class Notices") advised members of the Settlement Class of the: (a) terms of the Settlement; (b) Final Fairness Hearing and the right to appear at such Final Fairness Hearing; (c) inability to opt out of the Settlement Class; (d) right to object to the Settlement, including the right to object to the Settlement or the application for an award of attorneys' fees and reimbursement of expenses, or the incentive awards to Arlene Hodges, Carolyn Miller, and Gary Brown as Class Representatives;

(e) the procedures for exercising the foregoing rights; and (f) the binding effect of this Judgment, whether favorable or unfavorable, on the Settlement Class, including the scope of the Released Claims described in the Settlement Agreement.

13. The Class Notices met all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, the United States Constitution, 28 U.S.C. § 1715, and any other applicable law. The Court further finds that Notice in the form approved by the Court complied fully with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 ("CAFA"), and that it constituted the best practicable notice under the circumstances. The Court further finds that Defendants complied fully with the provisions of CAFA. The Court further finds that the form of Class Notice was concise, clear, and in plain, easily understood language, and was reasonably calculated under the circumstances to apprise of: (a) the pendency of the Action; (b) the claims, issues and defenses of the Settlement Class; (c) the definition of the certified Settlement Class; (d) the right to object to the proposed Settlement, including the right to object to the Settlement or the application for an award of attorneys' fees and reimbursement of expenses, or the incentive awards to Arlene Hodges, Carolyn Miller, and Gary Brown as Class Representatives; (e) the right to appear at the Final Fairness Hearing, through counsel if desired; and (f) the binding effect of a judgment on members of the Settlement Class, including the scope of the Released Claims described in the Settlement Agreement.

14. The Court finds after a hearing and based upon all submissions of the Parties and interested persons that the Parties' proposed Settlement is fair, reasonable, and adequate. The Court also finds that the proposed Settlement is consistent with and in compliance with all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, and the

United States Constitution, and other applicable law. In so finding, the Court has considered and found that:

(a) The Settlement provides for significant monetary contributions to the Plans, as well as Plan administrative provisions which will enhance the retirement security of the members of the Settlement Class.

(b) The terms and provisions of the Settlement were entered into by experienced counsel and only after extensive, arm's-length negotiations conducted in good faith and with the assistance of an experienced third party mediator, Mr. Robert Meyer, Esq. The Settlement is not the result of collusion.

(c) Those negotiations were preceded by robust motion practice, including Plaintiffs' motion to obtain the plan documents prior to discovery and Defendants' motion to dismiss Plaintiffs' Consolidated Amended Complaint. The Parties prepared confidential mediation statements and exchanged multiple proposals and counter-proposals concerning the Settlement. The absence of formal discovery in this case in no way undermines the integrity of the Settlement given the extensive investigation that has occurred as a result of proceedings thus far.

(d) Those proceedings gave Class Counsel the opportunity to adequately assess this case's strengths and weaknesses and thus to structure the Settlement in a way that adequately accounts for those strengths and weaknesses. Class Counsel was cognizant that there was no guarantee of success in this case.

(e) Approval of the Settlement will result in substantial savings of time, money and effort for the Court and the Parties, and will further the interests of justice. Defendants denied and continue to deny Plaintiffs' claims and allegations against them and raised various factual and legal arguments in support of their vigorous defenses in this Action.

15. All members of the Settlement Class are bound by this Judgment and by the terms of the Settlement, including the scope of the Released Claims described in Section 3 of the Settlement.

16. The Settlement, this Judgment, and/or the fact of the Settlement do not constitute any admission by any of the Parties of any liability, wrongdoing or violation of law, damages or lack thereof, or of the validity or invalidity of any claim or defense asserted in the Action. If the Settlement Agreement is not upheld on appeal, or is otherwise terminated for any reason, the Settlement and all negotiations, proceedings, and documents prepared, and statements made in connection therewith, shall be without prejudice to any Party and shall not be deemed or construed to be an admission by a Party of any fact, matter, or position of law; all Parties shall stand in the same procedural position as if the Settlement Agreement had not been negotiated, made, or filed with the Court.

17. The Court hereby dismisses with prejudice the Action, Complaint and all Released Claims identified in Section 3 of the Settlement against each and all Releasees and without costs to any of the Parties as against the others.

18. "Releasees" shall mean each of the Defendants (together with all entities that are considered to be a single employer with any Defendant under Internal Revenue Code § 414), the Plans, any Person who serves or served as a trustee, investment manager, service provider, record-keeper, or named or functional fiduciary (including de facto fiduciaries) of any Plan, together with, for each of the foregoing, their counsel and any Person that controls, is controlled by, or is under common control with any of the foregoing, including, without limitation, every person who was a director, officer, governor, management committee member, in-house counsel, employee, or agent of Defendants, and any and all present or former representatives, insurers, reinsurers,

consultants, attorneys, administrators, employee benefit plans, investment advisors, investment underwriters, and spouses.

19. "Released Claims" shall mean any and all claims, actions, causes of action, demands, obligations, liabilities, attorneys' fees, expenses, and costs arising out of the allegations of the Complaint by any member of the Settlement Class, except that Released Claims shall not include the release of any of the following: (a) Any rights or duties arising out of the Settlement Agreement, including the express warranties and covenants in the Settlement Agreement; (b) Individual claims for benefits pursuant to the Plans' documents that do not arise out of the allegations of the Complaint; (c) Unless such claim arises out of or is related to the subject matter of the Complaint, claims related to any other plan that is merged, adopted or consolidated into the Plans after the Effective Date of Settlement, if such claim pertains to the time before such merger, adoption or consolidation; and (d) With respect to any Plan, any claim arising under ERISA with respect to any event occurring after the Internal Revenue Service issues a written ruling that the Plan does not qualify as a Church Plan; the Plan sponsor elects for the Plan to be covered by ERISA; a court of law issues a definitive ruling that the Plan is not a Church Plan; the Roman Catholic Church disassociates itself from the Plan sponsor; or an amendment to ERISA is enacted and becomes effective as a law of the United States eliminating the Church Plan exemption.

20. It is further ordered that upon the Effective Date of Settlement, Named Plaintiffs on behalf of themselves and on behalf of the Settlement Class absolutely and unconditionally release and forever discharge the Releasees from any and all Released Claims that Plaintiffs or the Settlement Class have. The Settlement Class covenants and agrees: (a) not to file against any of the Releasees any claim based on, related to, or arising from any Released Claim; and (b) that the

forgoing covenants and agreements shall be a complete defense to any such claim against any Releasee.

21. It is further ordered that upon the Effective Date of Settlement, Defendants absolutely and unconditionally release and forever discharge the Named Plaintiffs, the Settlement Class and Class Counsel from any and all claims relating to the institution or prosecution of the Action.

22. It is further ordered that the condition precedent at Section 2.6 of the Settlement Agreement—which requires, in pertinent part, that the "United States of America shall have been dismissed with prejudice as a party to the Consolidated Action" before the Settlement Agreement is effective—is moot because the United States of America did not intervene and therefore is not a party to this Consolidated Action. *See* ECF Nos. 43, 45.

23. The Court retains jurisdiction over the implementation, administration and enforcement of this Judgment and the Settlement, and all matters ancillary thereto.

24. The Court finds that no reason exists for delay in ordering final judgment, and the Clerk is hereby directed to enter this Judgment forthwith.

SO ORDERED this _____ day of _____, 2017.

_____
Hon. Richard D. Bennett, U.S.D.J.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	)	Civil No. 1:16-cv-01079-RDB

DECLARATION OF KAREN L. HANDORF IN SUPPORT OF (1) PLAINTIFFS' UNOPPOSED MOTION FOR FINAL APPROVAL OF SETTLEMENT AGREEMENT; AND (2) PETITION OF CLASS COUNSEL FOR APPROVAL OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES AND FOR INCENTIVE AWARDS TO NAMED PLAINTIFFS

Karen L. Handorf respectfully submits this Declaration in Support of (1) Plaintiffs' Unopposed Motion for Final Approval of Settlement Agreement; and (2) Petition of Class Counsel for Approval of Attorneys' Fees and Reimbursement of Expenses and for Incentive Awards to Named Plaintiffs. This Settlement,[1] if approved by the Court, will resolve in its entirety this Class Action, *Hodges v. Bon Secours Health System, Inc.*, No. 1:16-cv-1079-RDB (D. Md.)

Pursuant to 28 U.S.C. § 1746, I, Karen L. Handorf, declare as follows:

1. I am a Partner at Cohen Milstein Sellers & Toll, PLLC ("Cohen Milstein" or "Class Counsel"), the firm preliminarily approved as Class Counsel for Arlene Hodges, Carolyn Miller, and Gary Brown ("Named Plaintiffs"), by the Court, ECF No. 107. I am also one of the attorneys personally involved in the litigation of this case and responsible for its prosecution. I have personal knowledge of the facts set forth below and, if called as a witness, could and would testify competently thereto.

2. Since 2013, Cohen Milstein Sellers and Keller Rohrback L.L.P. ("Keller Rohrback") have been co-counsel in several cases involving the Church Plan exemption to the Employee Retirement Income Security Act, 29 U.S.C. § 1002(33)(C)(i), including this action.

3. The Court preliminarily approved the Settlement Agreement on July 10, 2017 ("Preliminary Approval Order"), ECF No. 107. The Settlement Agreement affects the Settlement Class, which consists of all past and present participants and beneficiaries of the defined benefit

[1] Capitalized terms not otherwise defined in this Declaration shall have the same meaning ascribed to them in the Class Action Settlement Agreement, attached as Exhibit 1 ("Ex. 1") to Plaintiffs' Unopposed Motion for Final Approval of Settlement Agreement and Certification of Settlement Class ("Final Approval Motion"), filed contemporaneously herewith.

pension plans sponsored by Bon Secours Health System, Inc. ("BSHSI") listed on Schedule A to the Settlement Agreement (collectively the "Plans").[2]

4. The Settlement was reached only after vigorous arm's-length negotiations by experienced counsel with the assistance of a third-party mediator who has significant experience mediating ERISA and Church Plan cases. It achieves substantial monetary and equitable consideration for the Settlement Class.

5. Cohen Milstein, with co-counsel Keller Rohrback, negotiated the Settlement between April and May of 2017. Settlement negotiations involved one all-day, in-person mediation session with the parties and the mediator Robert Meyer, Esquire, of JAMS, as well as weeks of ongoing negotiation by telephone and in writing.

6. The parties executed the Settlement Agreement on May 31, 2017, approximately two months after the Supreme Court heard argument in *Advocate Health Care Network v. Stapleton*, 137 S. Ct. 1652 (2017). At issue before the Supreme Court was the statutory construction of the Church Plan exemption and whether it mandated that a Church Plan be established by a church.

7. In light of the risks associated with an adverse decision by the Supreme Court, Class Counsel negotiated a settlement that they thought would best serve the interests of Class members while taking into account the possibility of an adverse decision.

8. The Settlement provides substantial monetary and equitable consideration for the Class. The $98 million contribution to the Plans represents the collective underfunding of the Plans on an ERISA basis at the time of negotiations. This contribution directly benefits all current participants in the Plans, "Group A" in the Settlement, because it enhances the fund from

[2] *See* Schedule A to the Settlement Agreement, Ex. 1 to the Final Approval Motion.

which their benefits will be paid. Class Counsel also negotiated for a $300,000 total payment to certain former participants, "Group B," who did not vest in the Bon Secours Hampton Roads Plan due to a vesting schedule that was not compliant with ERISA. Outside of monetary consideration, the participants in the Plans will receive certain ERISA-like protections through August 31, 2025, including the guarantee that should the Plans not have sufficient funds to pay participants' accrued benefits during that time period, BSHSI will supplement the assets of the trust fund, assuring all accrued benefits are paid. Lastly, the Settlement also protects the Plans' participants by providing ERISA-like provisions regarding plan administration and the Plans' claim review procedure, in addition to requiring BSHSI to provide summary plan descriptions and annual summaries, pension benefits statements, and current benefit value statements to participants. In short, the Settlement offers protections similar to what the Class would have received following a favorable judgment.

9. Defendants have agreed not oppose a request of $3,500,000 for attorneys' fees and expenses, as well as potential class representative incentive awards to the Named Plaintiffs subject to Court approval. These amounts are separate from the $98,300,000 Class Settlement Amount and will not reduce that recovery or otherwise abridge non-monetary relief. After resolving the key Settlement provisions that provide relief to the Settlement Class, the neutral third-party mediator made a proposal concerning Defendants' payment of attorneys' fees, expenses and Plaintiffs' incentive awards, to which the parties ultimately agreed.

10. Cohen Milstein and Keller Rohrback reached this Settlement after conducting extensive legal and factual research to develop the legal theories and factual bases for Complaint, drafting and filing two Consolidated Amended Complaints, reviewing documents produced prior to discovery, and conducting legal research in response to Defendants' arguments

in the motion to dismiss. The parties engaged in arm's-length negotiations with third-party JAMS mediator, Robert Meyer, Esq., and through this mediation arrived at this Settlement. Named Plaintiffs and Cohen Milstein are pleased to present this Settlement to the Court for its consideration and believe strongly that it should be approved.

I. PROCEDURAL & FACTUAL BACKGROUND

11. Cohen Milstein, with co-counsel Keller Rohrback, committed considerable time and resources to develop and prosecute this matter without any guarantee of payment. As detailed below, this case was hard fought and involved extensive investigation, review of documents, and legal and factual research, all of which were necessary to achieve a positive result for the Class.

A. Initial Investigation into the ERISA Church Plan Exemption.

12. This case is one of a number of cases pending around the country that challenge whether hospital systems like BSHSI are entitled to claim that their pension plans are exempt from ERISA as "Church Plans," defined in 29 U.S.C. § 1002(33).

13. Cohen Milstein and Keller Rohrback discovered and developed this area of the law with the assistance of the main public interest organization concerned with pension rights, the Pension Rights Center ("PRC"). Through the PRC, Cohen Milstein and Keller Rohrback learned that thousands of hospital employees were being denied the rights and protections of ERISA, including funding, vesting, and disclosure rules, because hospitals claimed their pension plans were exempt Church Plans.

14. Cohen Milstein and Keller Rohrback devoted many hours to researching the definition of a "Church Plan" found in both ERISA and the Internal Revenue Code, 29 U.S.C. § 1002(33) and 26 U.S.C. § 414(e), including analyzing the statutory text, its interaction with other provisions in the U.S. Code, the legislative history of the statute, and agency and court

interpretations of the statute. Cohen Milstein and Keller Rohrback concluded, based upon their investigation, that there were three independent and alternative statutory prerequisites for a plan to be a Church Plan—that it be "established" by a church; that it be "maintained" by either a church or a so-called "principal-purpose organization", and that the participants be employed by either a church or an entity "controlled by or associated with" a church, as those terms were defined under ERISA. The firms concluded that with respect to a typical hospital pension plan, none of these requirements were met.

15. Cohen Milstein and Keller Rohrback also understood, based upon their research, that filing Church Plan cases like this one would challenge private letter rulings from the IRS and informal Advisory Opinions of the U.S. Department of Labor. They also knew that the defense would maintain that the small amount of Church Plan case law then in existence would favor a defense reading of the Church Plan exemption. And they knew that once even a few of the cases were filed, the major hospitals claiming religious ties, which employ hundreds of thousands of people, would be arrayed against them.

16. Nevertheless, Cohen Milstein and Keller Rohrback decided to take on this high-stakes, high-risk litigation. They were the only lawyers to do so at that time. They filed the first cases in March of 2013. The early results in the district courts were mixed,[3] but when the first three cases reached the appellate courts, Cohen Milstein and Keller Rohrback achieved

[3] *Compare, e.g., Kaplan v. Saint Peter's Healthcare Sys.*, No. 13-2941, 2014 WL 1284854 (D.N.J. Mar. 31, 2014); *Rollins v. Dignity Health*, 19 F. Supp. 3d 909 (N.D. Cal. 2013); *and Stapleton v. Advocate Health Care Network*, 76 F. Supp. 3d 796 (N.D. Ill. 2014), *with Overall v. Ascension Health*, 23 F. Supp. 3d 816 (E.D. Mich. 2014); *Medina v. Catholic Health Initiatives*, No. 13-1249, 2014 WL 4244012 (D. Colo. Aug. 26, 2014).

unanimous rulings in favor of the plaintiffs in the Third, Seventh, and Ninth Circuit.[4] Those courts held that the hospital plans there at issue were not Church Plans because they were not established by a church; none of the courts of appeal reached the plaintiffs' alternative statutory arguments.

17. The defendants then sought review in the Supreme Court. The Supreme Court granted certiorari and consolidated the three cases in December 2016.[5] Cohen Milstein and Keller Rohrback represented the plaintiffs in the Supreme Court; oral argument was heard March 27, 2017. The Supreme Court issued its decision on June 5, 2017, reversing the holdings of the appellate courts. *Advocate Health Care Network v. Stapleton* , 137 S. Ct. 1652 (2017) ("*Advocate*"). After *Advocate*, Cohen Milstein and Keller Rohrback continue to pursue, on behalf of the plaintiffs, several other arguments in the district courts where these cases were originally filed. They have continued to amend complaints in other Church Plan cases to reflect the *Advocate* decision and to pursue plaintiffs' arguments that the pension plans of these hospital systems are not Church Plans.

18. The Settlement achieved here could not have been achieved but for Cohen Milstein and Keller Rohrback's total immersion in the issue.

B. **Cohen Milstein and Keller Rohrback's Prosecution of This Case.**

1. **The Complaint, Consolidation of a Related Case, Motion to Dismiss, and Stay of Proceeding.**

[4] *Rollins v. Dignity Health*, 830 F.3d 900, 905 (9th Cir. 2016); *Stapleton v. Advocate Health Care Network*, 817 F.3d 517 (7th Cir. 2016); *Kaplan v. Saint Peter's Healthcare Sys.*, 810 F.3d 175 (3d Cir. 2015).

[5] *See Dignity Health v. Rollins*, 137 S. Ct. 547 (Dec. 2, 2016); *Saint Peter's Healthcare Sys. v. Kaplan*, 137 S. Ct. 546 (Dec. 2, 2016); *Advocate Health Care Network v. Stapleton*, 137 S. Ct. 546 (Dec. 2, 2016).

19. Before filing the Complaint, Cohen Milstein and Keller Rohrback developed the legal theories outlined above, consulted with constitutional experts and analyzed the facts relating to BSHSI and the Plans. They examined certain documents related to the Plans, public disclosures by BSHSI, financial statements, and information supplied by the Plaintiffs themselves. Ultimately, this research resulted in a detailed, 45-page Complaint filed in the District of Maryland in 2016 against BSHSI asserting eight counts against two Defendants (not including John Doe defendants).

20. One week after Cohen Milstein and Keller Rohrback filed this Complaint, a similar class action complaint was filed in the same district against the same Defendants. *See Miller v. Bon Secours Health System, Inc.*, No. 1:16-cv-1151-RDB, ECF No. 1 (D. Md.). That complaint alleged nearly identical claims to the Complaint in this case—namely, that BSHSI was improperly operating seven of its defined benefit plans as Church Plans. Cohen Milstein and Keller Rohrback moved, on behalf of Plaintiff Hodges, to consolidate the two ERISA actions and appoint Plaintiff Hodges as Interim Lead Plaintiff and Cohen Milstein and Keller Rohrback as Interim Co-Lead Counsel. After briefing in both this case and the *Miller* case, the Court ultimately consolidated the two cases into the instant action, appointed Plaintiffs Hodges and Miller as Interim Lead Plaintiffs, and appointed Cohen Milstein as Interim Lead Class Counsel, directing Plaintiffs to file a Consolidated Amended Complaint.

21. After the Court appointed Cohen Milstein[6] as sole Class Counsel, Keller Rohrback consulted on this case when necessary, given the firms' co-counsel relationship in multiple other Church Plan cases.

[6] In the firms' briefing on lead counsel, the firms designated Cohen Milstein as the firm that would take the lead role in management of this case. The Court credited Defendants' objection that only one of the firms should serve as lead counsel.

22. Plaintiffs filed a Consolidated Amended Complaint on October 6, 2016. On December 5, 2016, Defendants moved to dismiss the Consolidated Amended Complaint for lack of jurisdiction and failure to state a claim. Plaintiffs filed a Second Consolidated Amended Complaint with the consent of Defendants on January 13, 2017. The new Complaint rendered Defendants' motion to dismiss moot by the Court's Order. In the same Order, the Court also granted Plaintiffs' and Defendants' joint motion for this case to be stayed pending the Supreme Court's decision in *Advocate*.

2. **Settlement Negotiations.**

23. The parties prepared for and participated in a formal mediation on April 11, 2017, overseen by a third-party JAMS mediator, Robert Meyer, Esq., who has substantial experience mediating cases concerning ERISA and retirement plan issues, including cases involving the Church Plan exemption that Class Counsel litigated. The mediation date was just two weeks after the March 27, 2017 *Advocate* oral argument in front of the Supreme Court. Counsel for both parties attended the argument. Prior to the formal mediation, both sides provided the mediator with their respective mediation statements, including the effect of the oral argument on the parties' respective positions. The parties also participated in a pre-mediation call with Mr. Meyer to prepare for the session.

24. Before the mediation, Class Counsel investigated the facts, circumstances, and legal issues associated with the allegations and defenses in the action. This investigation included, among other things: (1) inspecting, reviewing, and analyzing documents produced by or otherwise relating to the Defendants, the Plans, and the administration and funding of the Plans, including documents that Defendants produced through informal discovery for settlement purposes; (2) researching the applicable law with respect to the claims asserted in the case and

possible defenses thereto; and (3) researching and analyzing governmental and other publicly-available sources concerning Defendants, the Plans, and the industry.

25. The parties met for an in-person mediation session in New York, New York on April 11, 2017. The parties reached an agreement in principle on April 11, 2017 and executed a term sheet that day. The parties filed a joint notice of settlement with the Court on April 12, 2017, informing that Court that they had reached an agreement in principle. On the Parties' request, the Court stayed the case pending the filing of Plaintiffs' motion for preliminary approval of the settlement.

26. At the time the Settlement Term Sheet was executed, there was significant uncertainty for all parties because it was unknown whether *Advocate* would rule in favor of Plaintiffs' theory or Defendants' position. After the parties executed the term sheet, they continued to heavily negotiate the remaining terms of the settlement. The parties requested a two week extension of time to file for preliminary approval of the settlement, based on outstanding issues that had not yet been agreed upon by the parties. The Settlement Agreement was executed on May 31, 2017, after an additional month and a half of negotiations. The Settlement is the result of lengthy and contentious arm's-length negotiations between the parties, and the process was thorough, adversarial, and professional.

27. Only ***after*** the parties reached agreement on the key terms for the Settlement Class did they turn to negotiations concerning attorneys' fees. Those negotiations were overseen by the mediator, who devised a mediator's proposal on attorneys' fees, which was ultimately accepted by the parties subject to the Court's approval.

28. Class Counsel drafted and filed Plaintiffs' Unopposed Motion for Preliminary Approval of Settlement Agreement ("Preliminary Approval Motion") on May 31, 2017. As part

of this process, Class Counsel developed the Class Notice materials to be sent to current and former Plan participants.

29. The Court held a Preliminary Settlement Approval Hearing on July 10, 2017 and preliminarily approved the Settlement and Notice Procedures on that date.

30. Pursuant to the Preliminary Approval Order, Class Notice was mailed on September 8, 2017 to 27,940 current and former Plan participants. *See* Affidavit of United Forms Finishing Corporation ¶ 5 ("UFF Aff."). Defendants paid the costs associated with the Notice.

3. **Preliminary Approval.**

31. The Court preliminarily approved the Settlement on July 10, 2017.

32. In accordance with the Preliminary Approval Order, the Settlement Class has been provided with ample and sufficient notice of this Settlement, including an appropriate opportunity to voice objections. The Class Notice detailed information about the Settlement, including: (1) a comprehensive summary of the Settlement's terms; (2) notice of counsel's intent to request attorneys' fees, reimbursement of expenses, and class representative incentive awards for the services performed by Named Plaintiffs; and (3) information about the Released Claims. In addition, the Class Notice provided information about the Fairness Hearing date, rights of members of the Settlement Class to object (and deadlines and procedures for objecting), and the procedure to receive additional information. The mailed Class Notice provided members of the Settlement Class with contact information for Class Counsel, information on the toll-free phone number for inquiries, and a website for further information: www.cohenmilstein.com/bon-secours-settlement). Thus, the Class Notice fully informed Settlement Class members of the lawsuit and proposed Settlement, and enabled them to make an informed decision about their rights.

33. By the deadline set forth in the Preliminary Approval Order, or September 11, 2017, Class Counsel also posted the Settlement Agreement, the Class Notice, the preliminary approval motion and order, and other case documents on a website identified in the Class Notice: www.cohenmilstein.com/bon-secours-settlement.

34. As of October 12, 2017, Class Counsel had received and responded to 112 e-mail and phone inquiries from members of the Settlement Class. Furthermore, the website identified in the Class Notice has recorded 236 visitor sessions on October 12, 2017.

35. To date, Cohen Milstein has not received any objections to the proposed Settlement. If there are any objections, Cohen Milstein will address them in their reply in support of Final Approval.

36. Cohen Milstein has already dedicated significant time to this litigation. They have: (1) learned of the widespread use of the Church Plan exemption by major hospital chains to avoid compliance with ERISA; (2) researched the law bearing on the Church Plan exemption and concluded large hospital systems were not entitled to the exemption; (3) investigated the non-profit hospital business as it bore on liability and defenses; (4) investigated the facts of this case, and drafted and filed the Complaint; (5) reviewed hundreds of pages of documents, including publicly available information about the plans and confidential production from Defendants; (6) conducted factual and legal research; (7) engaged in motion practice to consolidate the *Hodges* action with the *Miller* action, appoint interim lead counsel, and appoint interim lead plaintiffs; (8) amended the Complaint twice, first to provide a consolidated amended complaint and second to respond to a motion to dismiss; (9) propounded a request for production; (10) monitored developments in all the Church Plan cases in order to determine the impact on this case; (11) negotiated and crafted a comprehensive Settlement Agreement after

arm's-length negotiations overseen by a third-party mediator; (12) successfully moved for preliminary approval of the Settlement; (13) drafted the Class Notice materials and posted them on a dedicated settlement website; and (14) responded to class member inquiries concerning the Class Notices, the Settlement, and this litigation. As this case moves ahead through final approval proceedings, Cohen Milstein expects that they will continue to devote at least another one hundred hours to this matter. Indeed, Cohen Milstein still needs to: (1) prepare for and attend the final approval hearing; (2) research, draft, and prepare any additional submissions requested by the Court; (3) assist Settlement Class members with their inquiries; (4) respond to objections, if any; and (5) handle any resulting appeal.

II. COHEN MILSTEIN'S EXPERIENCE

37. Cohen Milstein is well-versed in class action litigation and is among the leading litigators of ERISA actions on behalf of plaintiffs. Cohen Milstein, with co-counsel Keller Rohrback, is one of the two law firms in the country that—for over six years—have been involved in Church Plan litigation. As a result of our experience litigating Church Plan cases, Cohen Milstein has a deep knowledge of the applicable law. Further, Cohen Milstein—with Keller Rohrback—represented the plaintiffs in the consolidated Church Plan cases before the Supreme Court (including arguing before the Court March 27, 2017). This Court appointed Cohen Milstein as lead counsel over competing counsel in this case, citing Cohen Milstein and Keller Rohrback's superior experience in this area.

38. Cohen Milstein currently acts, or has acted, as co-counsel with Keller Rohrback in roughly 20 cases pending across the country involving claims by hospital systems that their plans qualify as "Church Plans." These cases are:

- *Overall v. Ascension Health*, No. 13-11396 (E.D. Mich.);

- *Rollins v. Dignity Health*, No. 13-1450 (N.D. Cal.);
- *Kaplan v. Saint Peter's Healthcare Sys.,* No. 13-2941 (D.N.J.);
- *Medina v. Catholic Health Initiatives*, No. 13-1249 (D. Colo.);
- *Stapleton v. Advocate Health Care Network & Subsidiaries*, No. 14-1873 (N.D. Ill.);
- *Owens v. St. Anthony Med. Ctr., Inc.*, No. 14-4068 (N.D. Ill.);
- *Griffith v. Providence Health & Servs.*, No. 14-1720 (W.D. Wash.);
- *Carver v. Presence Health Network*, No. 15-2905 (N.D. Ill.);
- *Feather v. SSM Health*, No. 16-1669 (E.D. Mo.);
- *Hodges v. Bon Secours Health Sys., Inc.*, No. 16-1079 (D. Md.);
- *Jewett v. Franciscan All., Inc.*, No. 16-4589 (N.D. Ill.);
- *Smith v. OSF HealthCare Sys*., No. 16-467 (S.D. Ill.);
- *In re Mercy Health ERISA Litig.*, No. 16-441 (S.D. Ohio);
- *Sanzone v. Mercy Health*, No. 16-923 (E.D. Mo.);
- *Garbaccio v. St. Joseph's Hosp. & Med. Ctr. & Subsidiaries*, No. 16-2740 (D.N.J.);
- *Butler v. Holy Cross Hosp.*, No. 16-5907 (N.D. Ill.);
- *In re: Wheaton Franciscan ERISA Litig.***,** No. 16-6782 (N.D. Ill.**)**
- *Holcomb v. Hosp. Sisters Health Sys.*, No. 16-3282 (C.D. Ill.).
- *Lann v. Trinity Health Corp.*, No 8:14-cv-2237 (D. Md).

39. In addition to the firm's specific experience litigating Church Plan cases, Cohen Milstein has many years of experience litigating ERISA and non-ERISA class actions, and has negotiated numerous class settlements that have been approved by courts throughout the country.

40. Cohen Milstein has extensive class action experience in federal courts throughout the country. For example, Cohen Milstein has been Lead or Co-Lead Counsel in the following

cases: *Redington v. Goodyear Tire & Rubber Co.*, No. 07-1999 (N.D. Ohio); *Chesemore v. All. Holdings, Inc.*, No. 09-413 (W.D. Wis.); *In re Merrill Lynch & Co., Inc. Sec., Derivative & "ERISA" Litig.*, No. 07-10268 (S.D.N.Y.); *Hans v. Tharaldson*, No. 05-115 (D.N.D.); *Beam v. HSBC Bank USA*, No. 02-682 (W.D.N.Y.); *Hargrave v. TXU Corp.*, No. 02-2573 (N.D. Tex.); *Dynegy, Inc. ERISA Litig.*, No. 02-3076 (S.D. Tex.); *Wagener v. SBC Pension Benefit Plan – Nonbargained Program*, No. 03-769 (D.D.C.); *Barnes v. AT&T Pension Benefit Plan – Nonbargained Program*, No. 08-4058 (N.D. Cal.); *Mehling v. N.Y. Life Ins. Co.*, No. 99-5417 (E.D. Pa.); *Zhu v. Fujitsu Grp. 401(k) Plan*, No. 03-1148 (N.D. Cal.); *Simpson v. Fireman's Fund Ins. Co.*, No. 05-225 (N.D. Cal.); *Tuten v. United Airlines, Inc.*, No. 12-1561 (D. Colo.); *Slipchenko v. Brunel Energy, Inc.*, No. 11-1465 (S.D. Tex.). Cohen Milstein has also been appointed to leadership roles in *In re Merck & Co., Inc. Sec., Derivative & "ERISA" Litig.*, No. 05-2369 (D.N.J.) (member of the Merck Lead Counsel Committee); *In re Marsh ERISA Litig.*, No. 04-8157 (S.D.N.Y.) (member of the Executive Committee); and the instant case.

41. A true and correct copy of the firm resume detailing the experience of Cohen Milstein in ERISA cases and Church Plan cases is attached hereto as Exhibit A.

42. Having prosecuted numerous ERISA cases, Cohen Milstein possesses extensive litigation experience. They fully support this Settlement and have concluded, based upon their experience and the facts of this case, that it is fair, reasonable, and adequate.

III. REQUEST FOR ATTORNEYS' FEES AND EXPENSES

43. As noted above, pursuant to § 7.1.4 of the Settlement Agreement, Defendants have agreed to pay up to $3,500,000 million for attorneys' fees and expenses and potential class representative incentive awards to the Named Plaintiffs, subject to Court approval.

44. When measured against the readily-ascertainable monetary value of the Settlement ($98,300,000), the requested attorneys' fees, expenses, and incentive awards

represent just over 3.5% of the relief obtained. More importantly, this does not take into account the significant non-monetary relief provided by the Settlement, such as equitable relief for the Settlement Class. Thus, the requested amount is fair and reasonable, and far below fees typically awarded in Fourth Circuit courts. *See Fangman v. Genuine Title, LLC*, No. 14-0081, 2017 WL 86010, at *3 (D. Md. Jan. 10, 2017) (Bennett, J.) (awarding 25% of the common fund as attorneys' fees); *Boyd v. Coventry Health Care Inc.*, 299 F.R.D. 451, 462, 465 (D. Md. 2014) (awarding approximately 28% of the common fund as attorneys' fees).

45. Moreover, the firms seek only a modest 1.81 multiplier on their lodestar. This multiplier is justified given the time and labor required to prosecute this action; the novelty and difficulty of the questions involved; the requisite legal skill; the preclusion of other employment during the pendency of this case; the customary fees charged; the contingent nature of this case; the reasonableness of the hourly rates billed; the experience and ability of the attorneys involved; and the excellent results obtained for the Settlement Class.

A. The Time and Labor Devoted to this Case by the Firms was Reasonable.

46. To date, Cohen Milstein has expended a total of 2,349.75 attorney and professional hours to develop, investigate, and prosecute this action. Cohen Milstein had no guarantee of payment for the hours spent litigating this case.

47. Cohen Milstein kept files contemporaneously documenting all time spent developing, investigating, and prosecuting the claims in this action. These time and expense reports are summarized herein and attached as Ex. B hereto.

48. The 3,265.75 hours that all the firms collectively expended on these cases were reasonably spent, especially given the high-stakes, high-risk nature of this litigation and the excellent results obtained. At the firms' respective hourly rates, which are comparable to those of other class action attorneys, this amounts to a lodestar of $1,898,930.50. The total requested

fee of $3,500,000 is inclusive of unreimbursed litigation costs totaling $35,179.71, plus the requested awards for Plaintiffs in the amount of $30,000 total. After reimbursement of expenses and awards for Plaintiffs, the requested attorneys' fees total $3,434,820.29 and amount to a modest 1.81 multiplier on the combined lodestar of $1,898,930.50.

49. Work was allocated to maximize efficiency. Class Counsel carefully assigned work to minimize the fees in this case; thus, senior attorneys did not do the work that could be accomplished by more junior attorneys, and attorneys did not do the work that could be completed by paralegals. Class Counsel assigned tasks depending on a number of considerations, with the goal of minimizing duplication of effort. If Class Counsel had not been stringent in these efforts, the number of hours devoted to the case would have been much higher.

50. The hours expended on this case are reasonable in light of the complexity of the work performed and the results obtained. All of Class Counsel's efforts were conducted efficiently and with cost-savings in mind. Because Class Counsel was working on a contingency fee basis, they had an incentive to do whatever they could to flatten the learning curve in these cases, and to likewise take significant precautions to avoid duplication of efforts. Class Counsel also aimed to prevent unauthorized work. Work was assigned to lawyers in areas in which they had experience, and where professionally feasible, work was assigned to associates and paralegals with lower billing rates, to provide quality work at the lowest cost. Class Counsel's extensive efforts toward developing, prosecuting, and eventually settling this action are detailed in Sections I(A) and (B) above.

51. Presenting an ERISA case of this type on the merits is a massive undertaking, with substantial risks, expense, and delay. Defendants have forcefully defended their actions with respect to the Plans to date, and there is no reason to believe they would not continue to do

so through trial and on appeal if necessary. Their counsel, Groom Law Group, Chartered, is highly experienced in defending complex ERISA class actions. They presented a formidable opposition, which further required sufficient devotion of time and resources to this case.

52. Class Counsel has served in leadership positions in the past, and the hours spent on this case are consistent with Class Counsel's experience in those cases.

53. The schedule attached as Ex. B is a summary of time spent by Cohen Milstein attorneys and other professional support staff and the lodestar calculation based on the firm's current billing rates from the inception of the case through October 6, 2017. For personnel who are no longer employed by the firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by Cohen Milstein. The hourly rates charged by Cohen Milstein in this case are prevailing rates in the community, have been approved in many judicial settlement hearings, and are consistent with rates approved in this Circuit and others in many recent class action cases.

54. If these hours had been billed on a "straight" hourly basis (*i.e.*, no contingency and no risk of non-payment), the lodestar (hours times current billing rates) for the professional time incurred by Cohen Milstein would be $1,260,087.50. On a firm-by-firm basis, the lodestar calculations are as follows:

Hodges v. BSHSI	**Hours**	**Lodestar**
Cohen Milstein Sellers & Toll, PLLC		
Attorneys	1,982.50	$1,157,678.75
Professionals	367.25	$102,408.75
Totals	2,349.75	$1,260,087.50
Keller Rohrback L.L.P.		
Attorneys	538.90	$444,707.50
Professionals	76.40	$20,426.50
Totals	615.30	$465,134.00

Kessler Topaz Meltzer & Check, LLP		
Attorneys	170.20	$89,162.50
Professionals	22.50	$5,625.00
Totals	192.70	$94,787.50
Izard, Kindall & Raabe, LLP	108	$78,921.50
Attorneys	0	$0
Professionals	108	$78,921.50
Totals		
TOTAL:	**3,265.75**	**$1,898,930.50**

B. Cohen Milstein's Hourly Rates Are Reasonable.

55. The lodestar figures provided above are based on the given firm's current billing rates and contemporaneous time records regularly prepared and maintained by our respective firms. Expense items are billed separately and such charges are not duplicated in a firm's billing rates.

56. Cohen Milstein's rates range from $280 to $880 for 2,349.75 hours performed. Keller Rohrback's rates range from $260 to $940 for 615.30 hours performed; Kessler Topaz's rates range from $250 to $850 for 192.70 hours performed; and Izard Kindall's rates range from $350 to $925 for 108 hours performed. *See* Ex. B attached hereto; Ex. A to the Sarko Decl.; Gyandoh Decl. ¶ 4; Kindall Decl. ¶ 4. The lower end represents rates charged by support staff such as paralegals, while the higher end represents rates charged by the senior partners.

57. These rates are reasonable given the size and complexity of the case, which, as mentioned previously, involved nuanced factual and legal issues against the backdrop of a fast-developing and hotly disputed area of the law.

58. The rates are justified when considering the host of risks present to Plaintiffs in this contingent litigation. While this case was progressing, the threshold issue of whether a Church Plan must be established by a church reached the Supreme Court. Oral argument on this

issue was held on March 27, 2017, and settlement negotiations in this case were held just over two weeks after the argument. Plaintiffs were well aware of the risks of an adverse decision by the Supreme Court throughout the pendency of this case. Additionally, Plaintiffs recognize that post-*Advocate*, additional factual and legal issues remain in this litigation, including how the Supreme Court's ruling will apply to the specific facts of this case; class certification; liability; and damages.

59. Cohen Milstein's rates have been approved in other cases, including two other recent Church Plan cases in which they reported hourly rates at amounts comparable to those sought herein. *See* Plaintiffs' Motion for Attorney Fees and Expenses, and Incentive Fees to Named Plaintiffs, *Lann v. Trinity Health Corporation* , No. 8:14-cv-2237, (D. Md. April 17, 2017), ECF No. 103-1 (seeking fees at identical attorney rates to this action); Order Finally Approving Class Settlement, *Trinity*, No. 8:14-cv-2237 (D. Md. May 31, 2017), ECF No. 11, attached hereto as Ex. C (approving fees at identical attorney rates to this action); Pls' Motion for Attorney Fees and Expenses, and Incentive Fees to Named Pls., *Griffith v. Providence Health & Services*, No. 14-01720 (W.D. Wash. Feb. 3, 2017), ECF No. 57 (seeking fees at identical attorney rates to this action); Order Finally Approving Class Settlement ¶ 10, *Griffith v. Providence Health & Services*, No. 14-cv-1720 (W.D. Wash. Mar. 21, 2017), ECF No. 69, attached hereto as Ex. D (approving fees at identical attorney rates to this action); *see also* Pl.'s Mot. for Awards of Att'ys' Fees, Expenses & Incentive Fee, *Overall v. Ascension Health*, No. 13-11396 (E.D. Mich. Aug. 17, 2015), ECF No. 97; Order and Final Judgment ¶ 8, *Overall v. Ascension Health*, No. 13-11396 (E.D. Mich. Sept. 17, 2015) ECF No. 115, attached hereto as Ex. E.

60. District courts have granted final approval and awarded fees to Cohen Milstein based on the firm's then-current rates in several ERISA cases. *See, e.g., Redington v. Goodyear Tire & Rubber Co.*, No. 07-1999 (N.D. Ohio Sept. 22, 2008), ECF Nos. 109-1, 113 (awarding then-current attorneys' rates between $575 and $625); *Chesemore v. All. Holdings, Inc.*, No. 09-413, 2014 WL 4415919, at *6 (W.D. Wis. Sept. 5, 2014) (awarding then-current attorneys' rates between $395 and $895); *Tuten v. United Airlines, Inc.*, 41 F. Supp. 3d 1003 (D. Colo. 2014) (awarding then-current attorneys' rates between $395 and $570); *In re Beacon Assocs. Litig.*, No. 09-777 (S.D.N.Y. May 29, 2013), ECF No. 485 (awarding attorneys' rates between $295 and $895); *In re Bear Stearns Mortg. Pass-Through Certificates Litig.*, No. 08-8093 (S.D.N.Y. May 27, 2015), ECF Nos. 271, 273-4B, 287 (awarding attorneys' rates between $210 and $915); *N.J. Carpenters Health Fund v. RALI Series 2006-Q01 Trust*, No. 08-8781 (S.D.N.Y. July 31, 2015), ECF Nos. 347, 353 (awarding attorneys' rates between $240 and $915); *Me. State Ret. Sys. v. Countrywide Fin. Corp.*, No. 12-5125 (C.D. Cal. Dec. 5, 2013), ECF Nos. 182, 320 (awarding attorney's rates between $330 to $835); *In re Oppenheimer Rochester Funds Grp. Sec. Litig.*, No. 09-2063 (D. Colo. July 31, 2014), ECF Nos. 505, 527 (awarding attorneys' rates between $250 and $895).

61. Additionally, Cohen Milstein's rates are on a par with, or even below, plaintiffs' firms litigating similar large cases. For example, on May 27, 2015, the Southern District of New York approved fees for attorneys at Bernstein Litowitz Berger & Grossmann ranging from $340 to $975 per hour.[7] And, as a further example, on March 3, 2015, the Southern District of New York approved fees for attorneys at Labaton Sucharow LLP and Berman DeValerio ranging

[7] *See* Stickney Decl. at Ex. 1, *In re Bear Stearns Mortg. Pass-Through Certificates Litig.*, No. 08-08093 (S.D.N.Y), ECF No. 273-6.

from $300 to $975 and $300 to $835 per hour, respectively.[8] And on June 4, 2014, the District of West Virginia approved fees for attorneys at Labaton Sucharow LLP and Robbins Geller Rudman & Dowd LLP ranging from $275 to $975 per hour.[9]

62. Cohen Milstein's rates are also below those of defense firms that are defending other Church Plan cases. The *National Law Journal*'s annual survey of law firm billing rates in 2014 shows that the 2014 billing rates for attorneys at Proskauer Rose LLP, defense counsel in several Church Plan cases, ranged from $295 to $950.[10] Similarly, the 2014 billing rates for attorneys at Arnold & Porter LLP, defense counsel in the *Dignity* Church Plan case, ranged from $345 to $950.[11]

IV. COHEN MILSTEIN'S EXPENSES

63. Class Counsel has advanced significant unreimbursed expenses in these Actions.

64. Class Counsel has advanced or incurred $20,142.10 in expenses to date. *See* Ex. B (summaries of Cohen Milstein fees and expenses).[12] The expenses incurred in developing and

[8] *See* Tubbs Decl. at Ex. A & DeValerio Decl. at Ex. A, *In re Fannie Mae 2008 Sec. Litig.*, No. 08-7831 (S.D.N.Y.), ECF Nos. 542-9 & 542-10.

[9] *See* Bernstein Decl. at Ex. B & Reise Decl. at Ex. B, *In re Massey Energy Co. Sec. Litig.*, No. 10-00689 (S.D. W.Va.), ECF Nos. 197-7 & 197-8.

[10] *See Billing Rates Across the Country: The National Law Journal's Annual Survey of Law Firm Billing Rates for Partners & Associates*, Nat'l L. J. (Jan. 13, 2014), http://www.nationallawjournal.com/id=1202636785489/ Billing-Rates-Across-the-Country?slreturn=20150704133227 (last accessed Oct. 13, 2017).

[11] *See Billing Rates Across the Country: The National Law Journal's Annual Survey of Law Firm Billing Rates for Partners & Associates*, Nat'l L. J. (Jan. 13, 2014), http://www.nationallawjournal.com/id=1202636785489/ Billing-Rates-Across-the-Country?slreturn=20150704133227 (last accessed Oct. 13, 2017).

[12] The expenses incurred prosecuting these complex class actions include filing fees; travel expenses, court appearances and mediation; copying, delivery and telecommunications charges; computer legal research charges; mediator's charges; and similar litigation expenses. These expenses are typically billed by attorneys to paying clients, and are calculated based on the actual expenses of these services in the markets in which they have been provided. Cohen Milstein maintains appropriate back-up documentation for each expense.

prosecuting this case are commercially reasonable and are reflected on the books and records of each firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate recordation of the expenses incurred.

65. The categories of expenses for which Class Counsel seek reimbursement are the type of expenses routinely charged to hourly clients and should therefore be reimbursed here. These costs included, *inter alia*: filing fees; travel expenses, court appearances and mediation; copying, delivery and telecommunications charges; computer legal research charges; mediator's charges; and similar litigation expenses. These expenses are typically billed by attorneys to paying clients, and are calculated based on the actual expenses of these services in the markets in which they have been provided. Counsel maintains appropriate back-up documentation for each expense. These expenses incurred were necessary to secure the resolution of this litigation.

66. On a firm-by-firm basis, the expenses incurred are as follows:

Firm	**Expenses**
Cohen Milstein Sellers & Toll, PLLC	$20,142.10
Keller Rohrback L.L.P	$13,591.41
Kessler Topaz Meltzer & Check	$1,324.70
Izard, Kindall & Raabe, LLP	$121.50
TOTAL	**$35,179.71**

67. Summaries of each firms' expenses are available at Ex. B to this declaration, Ex. A to the Sarko Decl., Gyandoh Decl. ¶ 5, and Kindall Decl. ¶ 5.

68. These expenses were advanced with no guarantee of recovery. As a result, Cohen Milstein had a strong incentive to keep costs to a reasonable level and did so.

V. INCENTIVE AWARDS FOR THE NAMED PLAINTIFFS

69. Class Counsel also wishes to note the considerable efforts made on behalf of the Class by the three Named Plaintiffs— Arlene Hodges, Carolyn Miller, and Gary Brown.

70. The Named Plaintiffs came forward to file a Complaint in this action, and thereafter remained in frequent contact with Class Counsel. The Named Plaintiffs collected numerous documents relating to their employment at BSHSI and their participation in the Plans; reviewed drafts of the Complaints and approved the filing of the final version; stayed abreast of the pleadings, motion to dismiss, and settlement negotiations; monitored developments in the other Church Plan cases pending in the courts of appeal and the Supreme Court; and were actively involved in the mediation and ultimate settlement of this litigation. The Named Plaintiffs communicated with Class Counsel and the other Plaintiffs' counsel throughout this lawsuit. They contributed time that could otherwise have been devoted to work and family obligations, and did so in order to help the members of the Settlement Class achieve significant relief—a total of $98 million in contributions to the Plans, and a $300,000 total payment to Group B class members who left covered service under the Bon Secours Hampton Roads Plan after completing at least three but less than five years of vesting services and who, as a result, allegedly forfeited a benefit accrued under a cash balance or pension equity formula; and significant other, non-monetary relief.

71. Class Counsel accordingly asks the Court to recognize their efforts by awarding incentive awards to the Named Plaintiffs in the amount of $10,000 each.

72. The Class Notice sent to the members of the Settlement Class disclosed that Class Counsel would seek incentive awards for these Plaintiffs, payable by Defendants from the additional monetary contribution described in § 7.1.5 of the Settlement Agreement. The incentive awards to the Named Plaintiffs, if awarded, will not reduce the Class Settlement Amount and will be paid separate and apart from that relief. To date, no objections to these awards have been received.

73. Class Counsel believes that payment of incentive awards to these Plaintiffs is justified in this case, and that the amounts are fair and reasonable in light of the benefits that Plaintiffs helped achieve for the Settlement Class.

VI. CONCLUSION

74. For the reasons discussed herein, Class Counsel has concluded that the Settlement is a fair, reasonable, and adequate resolution of the claims against Defendants in this hard-fought ERISA class action. The requested fees, expenses, and class representative incentive awards to the Named Plaintiffs are warranted as well. Thus, Named Plaintiffs and Class Counsel respectfully request that the Court grant their Unopposed Motion for Final Approval of Settlement Agreement and Certification of Settlement Class and approve attorneys' fees and expenses, grant incentive awards to the Named Plaintiffs, and enter the final order and judgment in its entirety.

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

Executed this 13th day of October, 2017.

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Exhibit A

COHENMILSTEIN

COHENMILSTEIN

COHEN MILSTEIN SELLERS & TOLL PLLC

For decades, Cohen Milstein Sellers & Toll PLLC has represented individuals, small businesses, institutional investors, and employees in many of the major class action cases litigated in the United States for violations of the antitrust, securities, consumer protection, civil rights/discrimination, ERISA, employment, and human rights laws. Cohen Milstein is also at the forefront of numerous innovative legal actions that are expanding the quality and availability of legal recourse for aggrieved individuals and businesses both domestic and international. Over its history, Cohen Milstein has obtained many landmark judgments and settlements for individuals and businesses in the United States and abroad. The firm's most significant past and present cases include:

- HEMT MBS Litigation, (No. 1:08-cv-05653, U.S. District Court for the Southern District of New York). On May 10, 2016, U.S. District Judge Paul A. Crotty finally approved a $110 million settlement in the mortgage-backed securities class action brought by investors against Credit Suisse AG and its affiliates. This settlement ends claims brought by the New Jersey Carpenters Health Fund and other investors who claimed that the offering documents for the mortgage-backed securities at issue violated the Securities Act as they contained false and misleading misstatements concerning compliance with underwriting standards.

- In re Urethane Antitrust Litigation (Polyether Polyol Cases) (D. Kan.). Cohen Milstein serves as co-lead counsel on behalf of a class of direct purchasers of chemicals used to make many everyday products, from mattress foam to carpet cushion, who were overcharged as a result of a nationwide price-fixing conspiracy. On February 25, 2016, Cohen Milstein reached an agreement with The Dow Chemical Company to settle the case against Dow for $835 million. Combined with earlier settlements obtained from Bayer, Huntsman, and BASF, the Dow settlement pushed the total settlements in the case to $974 million. The settlement was approved on July 29, 2016.

- RALI MBS Litigation, (Civ. No. 08-8781, U.S. District Court for the Southern District of New York). In July 2015 On July 31, 2015, Judge Katherine Failla gave final approval to a $235 million settlement with underwriters Citigroup Global Markets Inc., Goldman Sachs & Co., and UBS Securities LLC. She also approved a plan for distribution to investors of those funds as well as the previously approved $100 million settlement with RALI, its affiliates, and the individual Defendants that was reached in in 2013. This global settlement marks an end to a long and complicated class action over MBS offerings that RALI and certain of its affiliates issued and sold to the New Jersey Carpenters Health Fund and other investors from 2006 through 2007. The case took seven years of intense litigation to resolve.

- In re: Bear Stearns Mortgage Pass-Through Certificates Litigation (No. 08-08093, U.S. District Court for the Southern District of New York). On May 27, 2015, U.S. District Judge Laura Taylor Swain finally approved a class action settlement with JPMorgan Chase & Co., which agreed to pay $500 million and up to an additional $5 million in litigation-related expenses to resolve claims arising from the sale of $27.2 billion of mortgage-backed securities issued by Bear Stearns & Co. during 2006 and 2007 in 22 separate public offerings.

- Harborview MBS Litigation, (No. 08-5093, U.S. District Court for the Southern District of New York). In February 2014, Cohen Milstein reached a settlement with the Royal Bank of Scotland (RBS) in the Harborview MBS Litigation, resolving claims that RBS duped investors into buying securities backed by shoddy home loans. The $275 million settlement is the fifth largest class action settlement in a federal MBS case. This case is one of eight significant MBS actions that Cohen Milstein has been named lead or co-lead counsel by courts and one of three that were nearly thrown out by the court, only to be revived in 2012.
- In Re Electronic Books Antitrust Litigation, (No. 11-md-02293, U.S. District Court for the Southern District of New York). In August 2014, a New York federal judge approved a $400 million antitrust settlement in the hotly contested ebooks price-fixing suit against Apple Inc. Combined with $166 million in previous settlements with five defendant publishing companies, consumers could receive more than $560 million. The settlement resolves damages claims brought by a class of ebook purchasers and attorneys general from 33 U.S. states and territories.

- Countrywide MBS Litigation, (2:10-cv-00302, U.S. District Court in the Central District of California). In April 2013, Plaintiffs in the landmark mortgage-backed securities (MBS) class action litigation against Countrywide Financial Corporation and others, led by Lead Plaintiff, the Iowa Public Employees' Retirement System (IPERS), agreed to a $500 million settlement. It is the nation's largest MBS-federal securities class action settlement. The settlement was approved in December 2013 and brings to a close the consolidated class action lawsuit brought in 2010 by multiple retirement funds against Countrywide and other defendants for securities violations involving the packaging and sale of MBS. The settlement is also one of the largest (top 20) class action securities settlements of all time.

- In re Beacon Associates Litigation (No. 09-cv-0777, United States District Court for the Southern District of New York). Class action settlement of $219 million for trustees and participants in ERISA-covered employee benefit plans whose assets were lost through investments made on their behalf by Beacon Associates LLC I & II in the investment schemes of Bernard Madoff.

- In re Plasma-Derivative Protein Therapies Antitrust Litigation (No. 09 C 7666, United States District Court for the Northern District of Illinois). After four years of litigation, in October of 2013, CSL Limited, CSL Behring LLC, CSL Plasma, Inc. (collectively, "CSL"), and the Plasma Protein Therapeutics Association ("PPTA") agreed to pay $64 million dollars to settle a lawsuit brought by the University of Utah Hospital and other health care providers alleging that CSL, the PPTA, and Baxter agreed between 2003-2009 to restrict the supply of immunoglobulin and albumin, and thereby increase the prices of those therapies. Two months later, Baxter International Inc. and Baxter Healthcare Corp. (collectively "Baxter") agreed to pay an additional $64 million to settle these claims – bringing the total recovery to the class to $128 million.

- Keepseagle v. Vilsack, Civil Action No. 1:99CV03119 (D.D.C.). A class of Native American farmers and ranchers allege that they have been systematically denied the same opportunities to obtain farm loans and loan servicing that have been routinely afforded white farmers by the USDA. A class was certified in 2001 by Judge Emmet Sullivan, District Judge for the U.S. District Court for the District of Columbia, and the D.C. Circuit declined USDA's request to review that decision. On October 19, 2010, the case reached a historic settlement, with the USDA agreeing to pay $680 million in damages to thousands of Native American farmers and ranchers and forgive up to $80 million worth of outstanding farm loan

debt.

- In re Parmalat Securities Litigation, No. 04 MD 1653 (S.D.N.Y.). In this securities litigation case, Cohen Milstein has successfully negotiated two partial settlements totaling approximately $90 million. At the second partial settlement hearing, Judge Lewis A. Kaplan remarked that plaintiffs counsel "did a wonderful job here for the class and were in all respects totally professional and totally prepared. I wish I had counsel this good in front of me in every case." Our clients, four large European institutional investors, were appointed as co-lead plaintiffs and we were appointed as co-lead counsel. Most notably, this case allowed us the opportunity to demonstrate our expertise in the bankruptcy area. During the litigation, the company subsequently emerged from bankruptcy and we added "New Parmalat" as a defendant because of the egregious fraud committed by the now-bankrupt old Parmalat. New Parmalat strenuously objected and Judge Kaplan of the Southern District of New York ruled in the class plaintiffs' favor, a ruling which was affirmed on appeal. This innovative approach of adding New Parmalat enabled the class to obtain an important additional source of compensation, as we subsequently settled with New Parmalat.

- Dukes v. Wal-Mart Stores, Inc., No. C-01-2252 (N.D. Cal.). Cohen Milstein is co-lead counsel in this sex discrimination case. In 2004, the U.S. District Court certified a nationwide class action lawsuit for all female employees of Wal-Mart who worked in U.S. stores anytime after December 26, 1998. This was the largest civil rights class action ever certified against a private employer, including approximately 1.5 million current and former female employees. That ruling was appealed, and while affirmed by the Ninth Circuit, was reversed by the Supreme Court in June 2011. Cohen Milstein argued the case for the plaintiffs-respondents in the Supreme Court. Since then, the *Dukes* action has been amended to address only the Wal-Mart regions that include stores in California, and other regional class cases have been or are soon to be filed. This litigation to resolve the merits of the claims – whether Wal-Mart discriminates against its female retail employees in pay and promotions – continues.

- Rubin v. MF Global, Ltd. (08-CV-02233, S.D.N.Y.). Acting as co-lead counsel in this class action, the Firm represented the Central States, Southeast and Southwest Areas Pension Fund which was one of the co-lead plaintiffs in the case. In September 2010, as a result of Plaintiffs' decision to appeal, the U.S. Second Circuit Court of Appeals vacated in part the lower court's dismissal of the case and remanded the case for further proceedings. In overturning the District Court decision, the Second Circuit issued a decision which differentiated between a forecast or a forward looking statement accompanied by cautionary language -- which the Appellate Court said would be insulated from liability under the bespeaks caution doctrine -- from a factual statement, or non-forward-looking statement, for which liability may exist. Importantly, the Second Circuit accepted Plaintiffs' position that where a statement is mixed, the court can sever the forward-looking aspect of the statement from the non-forward looking aspect. The Court further stated that statements or omissions as to existing operations (and present intentions as to future operations) are not protected by the bespeaks caution doctrine. Mediation followed this decision and resulted in a settlement comprised of $90 million in cash.

- Hughes v. Huron Consulting Group (09-CV-04734, N.D. Ill.). Cohen Milstein represented lead plaintiffs the Public School Teachers' Pension & Retirement Fund of Chicago and the Arkansas Public Employees Retirement System ("APERS") in this case against Huron Consulting Group, founded by former Arthur Anderson personnel following its collapse in the wake of the Enron scandal. In August 2010, the District Court for the Northern District of Illinois denied defendants' motions to dismiss in their entirety and upheld plaintiffs' allegations that defendants intentionally improperly accounted for acquisition-

related payments, which allowed plaintiffs to move forward with discovery. The case was settled for $40 million, comprised of $27 million in cash and 474,547 shares in Huron common stock, with an aggregate value at the time of final approval in 2011 of approximately $13 million.

- In re Lucent Technologies Securities Litigation, Civ. Action No. 00-621 (JAP) (D.N.J.). A settlement in this massive securities fraud class action was reached in late March 2003. The class portion of the settlement amounts to over $500 million in cash, stock and warrants and ranks as the second largest securities class action settlement ever completed. Cohen Milstein represented one of the co-lead plaintiffs in this action, a private mutual fund.

- Nate Pease, et al. v. Jasper Wyman & Son, Inc., et al., Civil Action No. 00-015 (Knox County Superior Court, Me.). In 2004, a state court jury from Maine found three blueberry processing companies liable for participating in a four-year price-fixing and non-solicitation conspiracy that artificially lowered the prices defendants paid to approximately 800 growers for wild blueberries. The jury ordered defendants Cherryfield Foods, Inc., Jasper Wyman & Son, Inc., and Allen's Blueberry Freezer, Inc. to pay $18.68 million in damages, the amount which the growers would have been paid absent the defendants' conspiracy. After a mandatory trebling of this damage figure under Maine antitrust law, the total amount of the verdict for the plaintiffs is just over $56 million. The Firm served as co-lead counsel.

- In re StarLink Corn Products, Liability Litigation, MDL No. 1403. (N.D. Ill.). Cohen Milstein successfully represented U.S. corn farmers in a national class action against Aventis CropScience USA Holding and Garst Seed Company, the manufacturer and primary distributor of StarLink corn seeds. StarLink is a genetically modified corn variety that the United States government permitted for sale as animal feed and for industrial purposes, but never approved for human consumption. However, StarLink was found in corn products sold in grocery stores across the country and was traced to widespread contamination of the U.S. commodity corn supply. The Firm, as co-lead counsel, achieved a final settlement providing more than $110 million for U.S. corn farmers, which was approved by a federal district court in April 2003. This settlement was the first successful resolution of tort claims brought by farmers against the manufacturers of genetically modified seeds.

- Snyder v. Nationwide Mutual Insurance Company, No. 97/0633 (Sup. Ct. N.Y. Onondaga Cty.). Cohen Milstein served as one of plaintiffs' principal counsel in this case on behalf of persons who held life insurance policies issued by Nationwide through its captive agency force. The action alleged consumer fraud and misrepresentations. Plaintiffs obtained a settlement valued at more than $85 million. The judge praised the efforts of Cohen Milstein and its co-counsel for having done "a very, very good job for all the people." He complimented "not only the manner" in which the result was arrived at, but also the "time … in which it was done."

- Oncology & Radiation Associates, P.A. v. Bristol Myers Squibb Co., et al., No. 1:01CV02313 (D.D.C.). Cohen Milstein has been co-lead counsel in this case since its inception in 2001. Plaintiffs alleged that Bristol-Myers Squibb unlawfully monopolized the United States market for paclitaxel, a cancer drug discovered and developed by the United States government, which Bristol sells under the brand name Taxol. Bristol's scheme included a conspiracy with American BioScience, Inc., a generic manufacturer, to block generic competition. Cohen Milstein's investigation and prosecution of this litigation on behalf of direct purchasers of Taxol led to a settlement of $65,815,000 that was finally approved by U.S. District Judge Emmet G. Sullivan on August 14, 2003 and preceded numerous Taxol-related litigations

brought by the Federal Trade Commission and State Attorneys General offices.

- Kruman v. Christie's International PLC, et al., Docket No. 01-7309. A $40 million settlement on behalf of all persons who bought or sold items through Christie's or Sotheby's auction houses in non-internet actions was approved in this action. Cohen Milstein served as one of three leading counsel on behalf of foreign plaintiffs. The Court noted that approval of the settlement was particularly appropriate, given the significant obstacles that faced plaintiffs and plaintiffs' counsel in the litigation. The settlement marked the first time that claims on behalf of foreign plaintiffs under U.S. antitrust laws have been resolved in a U.S. court, a milestone in U.S. antitrust jurisprudence.

- Roberts v. Texaco, Inc., 94-Civ. 2015 (S.D.N.Y.). Cohen Milstein represented a class of African-American employees in this landmark litigation that resulted in the then-largest race discrimination settlement in history ($176 million in cash, salary increases and equitable relief). The Court hailed the work of class counsel for, *inter alia,* "framing an imaginative settlement, that may well have important ameliorative impact not only at Texaco but in the corporate context as a whole …".

- Trotter v. Perdue Farms, Inc., Case No. 99-893 (RRM) (JJF) (MPT), D. Del. This suit on behalf of hourly workers at Perdue's chicken processing facilities – which employ approximately 15,000 people – forced Perdue to pay employees for time spent "donning and doffing," that is, obtaining, putting on, sanitizing and removing protective equipment that they must use both for their own safety and to comply with USDA regulations for the safety of the food supply. The suit alleged that Perdue's practice of not counting donning and doffing time as hours worked violated the Fair Labor Standards Act and state law. In a separate settlement with the Department of Labor, Perdue agreed to change its pay practices. In addition, Perdue is required to issue retroactive credit under one of its retirement plans for "donning and doffing" work if the credit would improve employees' or former employees' eligibility for pension benefits. Cohen Milstein was co-lead counsel.

Awards & Recognition

In 2017, Law360 selects Cohen Milstein as a Competition Practice Group of the Year and a Class Action Practice Group of the Year.

In 2016, Law360 Names Cohen Milstein's Richard A. Koffman a Competition Law MVP.

In 2016, Cohen Milstein Partner Martha Geer was selected as a 2016 North Carolina Leaders in the Law Honoree.

In 2016, the Washington Lawyers' Committee for Civil Rights and Urban Affairs named Cohen Milstein Sellers & Toll a recipient of its 2016 Outstanding Achievement Award.

In 2016, for the eighth consecutive year, Cohen Milstein was recognized by The Legal 500 as one of the leading plaintiff class action antitrust firms in the United States.

In 2016, Agnieszka Fryszman, Joel Laitman, Chris Lometti, Kit Pierson, Joe Sellers and Steve Toll were named to the 2016 Lawdragon 500 Leading Lawyers in America. As one of the most elite distinctions in the legal profession, the annual Lawdragon 500 recognizes the 'best of the best' of the 1.2 million members of the U.S. legal profession.

In 2016, Law360 named Cohen Milstein Partner Julie Goldsmith Reiser one of the 25 Most Influential Women in Securities Law.

In 2016, Cohen Milstein is named to the National Law Journal's "Plaintiffs Hot List" for the fifth time in six years.

In 2016, Law360 names Cohen Milstein as one of the top firms for female attorneys.

In 2015, Law360 selects Cohen Milstein as the sole plaintiff firm to be selected in two "Practice Groups of the Year" categories and one of only five class action firms recognized.

In 2015, Cohen Milstein was named an Elite Trial Lawyer Firm by the National Law Journal for the second year in a row.

In 2015, Cohen Milstein Partner Steven J. Toll named a Law360 MVP in Securities Law.

In 2015, Cohen Milstein is selected as a "Most Feared Plaintiffs Firm" by Law360 for the third year in a row.

In 2015, Partner Richard Koffman was named, for the fifth consecutive year, in the Legal 500 United States "Leading Lawyers" list under the category of "Litigation - Mass Tort and Class Action: Plaintiff Representation - Antitrust".

In 2015, Cohen Milstein Attorney Jeffrey Dubner was named a National Law Journal D.C. Rising Star.

In 2015, five Cohen Milstein Attorneys were named to the 2016 The Best Lawyers in America© list.

In 2015, Cohen Milstein's Denver office was named "Antitrust Law Firm of the Year – Colorado" by Global Law Experts.

In 2015, Partners Theodore J. Leopold and Leslie M. Kroeger and Of Counsel Attorney Stephan A. LeClainche were selected to the 2015 Florida Super Lawyers list and Adam J. Langino was selected to the Florida Rising Stars list.

In 2015, Cohen Milstein attorneys R. Joseph Barton, Andrew Friedman, Agnieszka Fryszman, Karen Handorf, Kit A. Pierson, Julie Reiser, Joseph M. Sellers, Daniel A. Small, Daniel S. Sommers, Steven J. Toll and Christine E. Webber were selected as Washington DC Super Lawyers.

In 2015, Cohen Milstein attorneys Laura Alexander, Monya Bunch, S. Douglas Bunch, Jeffrey Dubner, Johanna Hickman, Kalpana Kotagal, Emmy Levens, and David Young were selected as Washington DC Rising Stars by Super Lawyers.

In 2015, for the fourth time in five years, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**

In 2015, Cohen Milstein Partner Carol V. Gilden was selected as "Pension Funds Litigation Attorney of the Year in Illinois" for the second year in a row by the Corporate INTL Legal Awards.

In 2014, Cohen Milstein's Antitrust Practice was selected as a Practice Group of the Year by Law360.

In 2014, Cohen Milstein Partner Kit Pierson was selected as an MVP by Law360.

In 2014, Cohen Milstein was named a "**Most Feared Plaintiffs Firm**" by Law360 for the second year in a row.

In 2014, Cohen Milstein was selected as an **Elite Trial Lawyer** firm by the National Law Journal.

Cohen Milstein Partners Steven J. Toll, Joseph M. Sellers, Kit A. Pierson, and Agnieszka M. Fryszman Selected to the **2014 Lawdragon 500**.

Joseph M. Sellers, Theodore J. Leopold, and Leslie M. Kroeger Make "**Best Lawyers**' List" for 2015.

Released in 2014, the 2013 SCAS 50 Report on Total Securities Class Action Settlements once again ranked Cohen Milstein as a top firm.

In 2014, Theodore J. Leopold, a partner at Cohen Milstein, was been selected to the Top 100 Miami Florida Super Lawyers list. Partner Leslie M. Kroeger was selected to the **2014 Florida Super Lawyers** list and Diana L. Martin was selected to the **Florida Rising Stars** list.

In 2014, Cohen Milstein attorneys Leslie M. Kroeger and Adam J. Langino were both recognized in the 2014 edition of **Florida Trend's Florida Legal Elite**™. Kroeger is recognized as Legal Elite and Langino is listed as an Up-and-Comer.

In 2014, Cohen Milstein was selected to the selected to the **National Law Journal's Midsize Hot List**.

In 2014, Cohen Milstein was recognized as a "**Highly Recommended Washington, DC Litigation Firm**" by Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

In 2014, Cohen Milstein was ranked as a **Leading Plaintiff Class Action Antitrust Firm in the United States by the Legal 500** for the sixth year in a row.

In 2014, Partner Richard Koffman was named, for the fourth consecutive year, in the Legal 500 United States "**Leading Lawyers**" list under the category of "Litigation - Mass Tort and Class Action: Plaintiff Representation - Antitrust".

In 2014, Cohen Milstein attorneys Christopher Cormier, Agnieszka Fryszman, Julie Goldsmith Reiser, Joseph Sellers, Daniel Sommers, and Steven Toll were recognized **as Local Litigation Stars** by Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

In 2014, Cohen Milstein attorneys R. Joseph Barton, Andrew Friedman, Agnieszka Fryszman, Karen Handorf, Kit A. Pierson, Julie Reiser, Joseph M. Sellers, Daniel A. Small, Daniel S. Sommers, Steven J. Toll and Christine E. Webber were selected as **Washington DC Super Lawyers**.

In 2014, Cohen Milstein attorneys Laura Alexander, Monya Bunch, S. Douglas Bunch, Jeffrey Dubner, Johanna Hickman, Joshua Kolsky, Kalpana Kotagal, Emmy Levens, Michelle Yau and David Young were selected as **Washington DC Rising Stars** by Super Lawyers.

In 2014, Cohen Milstein Partner Carol V. Gilden was selected as the Illinois Pension Fund Attorney of the Year.

In 2014, Best Lawyers named Cohen Milstein Partner Joseph Sellers D.C. Litigation - Labor & Employment Lawyer of the Year.

In 2013, for the third-year in a row, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**.

In 2013, Cohen Milstein was named a "**Most Feared Plaintiffs Firm**" by Law360.

In 2013, Cohen Milstein was ranked as a Leading Plaintiff Class Action Antitrust Firm in the United States by the Legal 500 for the fifth year in a row.

In 2013, Cohen Milstein attorneys Joseph Barton, Andrew Friedman, Agnieszka Fryszman, Karen Handorf, Kit A. Pierson, Julie G. Reiser, Joseph M. Sellers, Daniel A. Small, Daniel S. Sommers, Steven J. Toll, and Christine E. Webber were selected as **Washington DC Super Lawyers**.

In 2013, Cohen Milstein attorney Michelle Yau was selected as **Washington DC Rising Stars** by Super Lawyers.

In 2013, Cohen Milstein Partner Carol V. Gilden was selected as a **2013 Illinois Super Lawyer**. She has been selected every year since 2005.

In 2012, for the second-year in a row, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**.

In 2012, Cohen Milstein was the recipient of the Judith M. Conti Pro Bono Law Firm of the Year Award from the Employment Justice Center.

In 2012, Cohen Milstein was recognized as a "Highly Recommended Washington, DC Litigation Firm" by Benchmark Plaintiff: The Definitive Guide to America's Leading Plaintiff Firms and Attorneys.

In 2012, Cohen Milstein was ranked as a top firm by the 2011 SCAS Report on Total Securities Class Action Settlements.

In 2012, Cohen Milstein was ranked as a Leading Plaintiff Class Action Antitrust Firm in the United States by the Legal 500 for the fourth year in a row.

In 2012, Partner Joseph M. Sellers was selected as a **Washington DC Super Lawyer**. Mr. Sellers was also selected for this prestigious award in 2007, 2008, 2009, 2010, and 2012.

In 2012, Partner Steven J. Toll was selected as a **Washington DC Super Lawyer**. Mr. Toll was also selected for this prestigious award in 2007, 2009, 2010, and 2011.

In 2012, Partner Daniel S. Sommers was selected as a **Washington DC Super Lawyer**. Mr. Sommers was also selected for this prestigious award in 2011.

In 2012, Partner Christine E. Webber was selected as a **Washington DC Super Lawyer**. Ms. Webber was also selected for this prestigious award in 2007.

In 2012, Partner Agnieszka M. Fryszman was selected as a **Washington DC Super Lawyer**.

In 2012, Partner Kit A. Pierson was selected as a **Washington DC Super Lawyer**.

In 2012, Partner Carol V. Gilden was selected as an **Illinois Super Lawyer**. Ms. Gilden was also selected for this prestigious award in 2005, 2006, 2007, 2008, 2009, 2010, and 2011.

In 2011, Cohen Milstein was selected to the *National Law Journal* **Plaintiffs' Hot List**.

In 2011, Partner Joseph M. Sellers was selected as a **"Visionary"** by The *National Law Journal.*

In 2011, Partner J. Douglas Richards, Of Counsel Joel Laitman, and Of Counsel Christoper Lometti were selected as **New York - Metro Super Lawyers**.

In 2011, Partner Joseph M. Sellers and the *Keepseagle v. Vilsack* team were selected as a finalist for the **2011 Trial Lawyer of the Year Award** from the Public Justice Foundation.

In 2011, **Cohen Milstein was ranked as a Leading Plaintiff Class Action Antitrust Firm in the United States** by the Legal 500 for the third year in a row.

In 2011, Partners Steven Toll, Joseph Sellers, and Daniel Sommers were selected as **Washington DC Super Lawyers**. Partner J. Douglas Richards, Of Counsel Joel Laitman and Christoper Lometti were selected as **New York - Metro Super Lawyers**. Partner Carol Gilden was selected as an **Illinois Super Lawyer**.

In 2011, Cohen Milstein was a recipient of The *National Law Journal's* **Pro Bono Award**. The Firm was named one of the "six firms that best reflect the pro bono tradition."

In 2010, Partner Joseph M. Sellers was selected as one of "**The Decade's Most Influential Lawyers**" by *The National Law Journal*.

In 2010, Partner Steven J. Toll was named one of Law360's "**Most Admired Attorneys**".

In 2010, Partner Andrew N. Friedman was selected as a **Washington DC Super Lawyer**.

In 2010, Partner Agnieszka M. Fryszman was selected as a finalist for the **Trial Lawyer of the Year Award** from the Public Justice Foundation.

In 2010, Partners Joseph M. Sellers and Agnieszka M. Fryszman were both selected as one of the **Lawdragon 500 Leading Lawyers in America**.

In 2010, Cohen Milstein was once again ranked as a **Leading Plaintiff Class Action Antitrust Firm in the United States** by the Legal 500.

In 2009, Partner Steven J. Toll was named a **Top Attorney in Corporate Litigation for Securities Litigation** by Super Lawyers.

In 2009, Partners Joseph M. Sellers and Christine E. Webber were named as **Top Washington Lawyers** by the Washingtonian Magazine.

In 2009, Cohen Milstein was recognized as **one of the top 50 law offices in Washington D.C. for diversity efforts**.

In 2009, Cohen Milstein was nominated for the prestigious **Class Action Law Firm of the Year** award by Global Pensions magazine for the third year in a row.

Cohen Milstein ranked as a **2009 Leading Plaintiff Class Action Antitrust Firm in the United States** by *The Legal500*.

The **2008 SCAS Report on Total Securities Class Action Settlements** ranked Cohen Milstein as a top firm for the second year in a row.

In 2008, Cohen Milstein was nominated for the prestigious **Class Action Law Firm of the Year** award by Global Pensions magazine for the second year in a row.

In 2008, Managing Partner Steven J. Toll was named one of Lawdragon's **100 Lawyers You Need to Know in Securities Litigation.**

Attorney Profiles – Partners

Steven J. Toll

Steven J. Toll is Managing Partner at Cohen Milstein, a member of the Executive Committee, and Co-Chair of the firm's Securities Fraud & Investor Protection practice group. In this role, Mr. Toll guides the firm's mediation efforts and strategy, and has been lead or principal counsel on some of the most high-profile stock fraud lawsuits in the past 30 years, arguing important matters before the highest courts in the land.

Mr. Toll has built a distinguished career and reputation as a fierce advocate of the rights of shareholders and has guided mediation efforts on the firm's largest and most important matters (both securities fraud and other consumer type cases), a role in which he has earned the trust of mediators, as well as the respect of defense counsel. Mr. Toll has been involved in settling some of the most important mortgage-backed securities (MBS) class-action lawsuits in the aftermath of the financial crisis, including: Countrywide Financial Corp., which settled for $500 million in 2013; Residential Accredited Loans Inc. (RALI), which settled for $335 million in 2014; and the Harborview MBS suit, which settled for $275 million. He also negotiated a $90 million settlement of a suit against MF Global.

Among Mr. Toll's current matters is the Harman class action suit, where Mr. Toll argued and won an important ruling from the U.S. Court of Appeals for the District of Columbia Circuit. The Circuit Court reinstated the suit against electronics maker Harman International Industries; the ruling is significant in that it places limits on the protection allowed by the safe harbor rule for forward-looking statements.

Currently, Mr. Toll is also co-lead counsel in the BP Securities class action securities fraud lawsuit that arose from the devastating Deepwater oil spill in the Gulf of Mexico. The Fifth Circuit Court of Appeals recently affirmed the certification of the class of investors alleged to have been injured by BP's misrepresenting the amount of oil spilling into the Gulf of Mexico, and thus minimizing the extent of the cost and financial impact to BP of the clean up and resulting damages.

Mr. Toll is co-lead counsel in the consumer class action suit against Lumber Liquidators, a lawsuit that alleges the nationwide retailer sold Chinese-made laminate flooring containing hazardous levels of the carcinogen formaldehyde while falsely labeling their products as meeting or exceeding California emissions standards, a story that was profiled twice on 60 Minutes in 2015.

Mr. Toll is also leading Cohen Milstein's efforts in a $400 million derivative shareholder suit brought against the directors and officers of Bank Leumi, an Israeli bank, asserting that bank officers violated their fiduciary duties in conspiring to aid American taxpayers in hiding income from the IRS.

Mr. Toll has provided a great deal of pro bono legal work during a career at Cohen Milstein that spans more than three decades. In addition, he has been an active supporter of Children's Hospital National Medical Center for decades, setting up an endowment in his daughter's name to help the Hospital's leukemia patients and their families (his daughter passed away from leukemia in 1987), plus more recently establishing regular programs for music and laughter for the children during their hospital stays. He and his family also founded Lolly's Locks, a nonprofit organization that provides high-quality wigs to women cancer patients suffering from hair loss as a side effect of chemotherapy. Lolly's Locks was established in memory of Mr. Toll's late wife, Lolly, who passed away in 2012, after a 15-month battle with cancer.

Mr. Toll is a graduate of the Wharton School of the University of Pennsylvania, earning a B.S. cum laude, and received his J.D. from Georgetown University Law Center, where he was Special Project Editor of The Tax Lawyer. His name has appeared regularly on Law360's annual lists of MVP's, Leading Attorneys, and Most Admired Attorneys.

Joseph M. Sellers

Joseph M. Sellers is a Partner at Cohen Milstein, Chair of the firm's Executive Committee and Chair of the Civil Rights & Employment Practice Group, a practice he founded. In a career spanning nearly four decades, Mr. Sellers has represented victims of discrimination and other illegal employment practices individually and through class actions. He brings to his practice a deep commitment and broad background in fighting discrimination in all its forms. That experience includes decades of representing clients in litigation to enforce their civil rights, participating in drafting and efforts to pass landmark civil rights legislation, testifying before Congress on various civil rights issues, training government lawyers on the trial of civil rights cases, teaching civil rights law at various law schools and lecturing extensively on civil rights and employment matters.

Mr. Sellers, who joined the firm in 1997, has been practicing civil rights law for more than 35 years, during which time he has represented individuals and classes of people who have been victims of civil rights violations or denied other rights in the workplace. He has tried to judgment before courts and juries several civil rights class actions and a number of individual cases and has argued more than 30 appeals in the federal and state appellate courts, including the United States Supreme Court. He has served as class counsel, and typically lead counsel, in more than 75 civil rights and employment class actions.

His clients have included persons denied the rights and opportunities of employment because of race, national origin, religion, age, disability and sex, including sexual orientation and identity. He has represented victims of race discrimination in the denial of equal access to credit, in the rates charged for insurance and in the equal access to health clubs, retail stores, restaurants and other public places. He has challenged housing discrimination on the basis of race and the denial of housing and public accommodations to people with disabilities.

Some of the noteworthy matters he has handled include: *Walmart v. Dukes* (U.S. S.Ct.), delivered argument on behalf of class of women who alleged sex discrimination in pay and promotions in case establishing new rules governing class certification; *Randolph v. Greentree Financial* (U.S. S.Ct.), delivered argument on behalf of consumer challenging enforcement of arbitration agreement in case establishing rules governing the enforceability of arbitration agreements; *Beck. v. Boeing Company* (W.D. Wash.), co-lead counsel on behalf of class of more than 28,000 women employees alleging sex discrimination in pay and overtime decisions; *Conway, et al. v. Deutsch* (E.D. Va.), co-lead counsel on behalf of class of female covert case officers at the CIA alleging sex discrimination in promotions and job assignments; *Johnson, et al. v. Freeh* (D.D.C.), co-lead counsel on behalf of class of African-American FBI special agents alleging racial discrimination in promotion and job assignments; *Keepseagle v. Veneman* (D.D.C.), lead counsel on behalf of class of Native American farmers and ranchers alleging denial of equal access to credit by USDA; *Neal v. Director, D.C Dept. of Corrections* (D.D.C.), co-lead counsel in which he tried first sexual harassment class action to a jury, on behalf of a class of women correctional employees and women and men subject to retaliation;*Doe v. D.C. Fire Department* (D.D.C.), in which he established after trial that an applicant with HIV could properly serve as a firefighter; *Floyd-Mayers v. American Cab Co.* (D.D.C.), in which he represented persons who alleged they were denied taxi service because of their race and the race of the residents at the location to which they asked to

be driven; and *Trotter, et al. v. Perdue Farms* (D. Del.), lead counsel on behalf of chicken processing workers alleging violations of federal wage and hour and employee benefits law.

Prior to joining Cohen Milstein, Mr. Sellers served for over 15 years as the Director of the Employment Discrimination Project of the Washington Lawyers' Committee for Civil Rights and Urban Affairs, an organization providing pro bono representation in a broad range of civil rights and related poverty issues. He was a member of the transition teams of Obama/Biden in 2008 and Clinton/Gore in 1992 and 1993, and served as a Co-Chair of the Special Committee on Race and Ethnicity of the D.C. Circuit Task Force on Gender, Race and Ethnic Bias to which he was appointed by the judges of the D.C. Circuit Court of Appeals and the U.S. District Court for the District of Columbia.

Throughout his career, Mr. Sellers has also been active in legislative matters. He helped to draft and worked for the passage of the Civil Rights Act of 1991, the Americans with Disabilities Act of 1990 and the Lily Ledbetter Fair Pay Restoration Act of 2009. He has testified more than 20 times before Committees of the United States Senate and House of Representatives on various civil rights and employment matters.

A teacher and mentor, Mr. Sellers has trained lawyers at the U.S. Equal Employment Opportunity Commission and the U.S. Department of Justice on the trial of civil rights cases, and was an Adjunct Professor at the Washington College of Law at American University, where he taught Employment Discrimination law, and at the Georgetown University Law Center, where he taught Professional Responsibility. In addition, he has lectured extensively throughout the country on various civil rights and employment topics.

Mr. Sellers has been recognized as one of the top lawyers in Washington and as one of the top plaintiffs' employment lawyers in the U.S. In 2010, *The National Law Journal* named him one of "The Decade's Most Influential Lawyers," in 2011 *The Legal Times* named him a "Legal Visionary," and in 2012 the Washington Lawyers' Committee for Civil Rights and Urban Affairs awarded him the Wiley Branton Award for leadership in civil rights. He is a professionally trained mediator and has served as the President of the Washington Council of Lawyers.

Mr. Sellers received his B.A. in American History and Literature from Brown University, and earned his J.D. from Case Western Reserve School of Law, where he served as Research Editor of the *Case Western Reserve Law Review*.

Andrew N. Friedman

Andrew N. Friedman is a Partner at Cohen Milstein, and is Co-Chair of the firm's Consumer Protection practice group. Practicing in the class action field since 1985, Mr. Friedman specializes in litigating complex, multi-state class action lawsuits against manufacturers and consumer service providers such as banks, insurers, credit card companies and others. He is widely recognized as a leader in enforcing consumer rights and known as a hands-on lawyer who is ready to take litigation all the way through trial.

Over the years, Mr. Friedman has been lead or co-lead counsel in numerous important cases, bringing relief to millions of consumers and recovering hundreds of millions of dollars in class actions. He was one of the principal counsel in cases against Nationwide and Country Life, which asserted sales marketing abuses in the marketing of so-called "vanishing premium policies," where insurance agents sold insurance policies to unsuspecting consumers promising that after a relatively short time the dividends generated from the policy would be so high as to be able to fully pay the premiums. In fact, the calculations of the policies were based on unrealistic interest rate projections and, therefore, the premiums never "vanished." The Nationwide case

resulted in a settlement valued at between $85 million and $103 million, while a settlement with Country Life made $44 million in benefits available to policyholders.

Mr. Friedman was co-lead counsel in Keithly v. Intelius, Inc. (W.D. Wash.), where he negotiated two nationwide settlements with Intelius, Inc., relating to negative option programs and improper post-transaction marketing. The combined settlements made $12 million in cash and a total of $3.5 million in vouchers available to the Class.

Mr. Friedman has also litigated important consumer product lawsuits, including one against Thomson Consumer Electronics, which resulted in a settlement that made up to $100 million available for persons who paid for unreimbursed repairs to defective televisions. In addition, Mr. Friedman was one of the principal counsel in the Dex-Cool Litigation, a nationwide lawsuit alleging that General Motors sold millions of cars with defective coolant that gummed up and caused corrosion to engines. GM settled ahead of trial, offering relief of cash payments of up to $800 per repair.

More recently, Mr. Friedman litigated a lawsuit against Symantec, Corp., and Digital River, Inc., a four-year long nationwide class action battle regarding the marketing of a re-download service in conjunction with the sale of Norton software. The case settled in a $60 million all-cash deal one month before the case was about to go to trial – one of the most significant consumer settlements in years.

Prior to his current role as Co-Chair and member of the Consumer Protection group, Mr. Friedman was a member of the Securities Litigation & Investor Protection practice, litigating many important matters, including the Globalstar Securities Litigation in which he served as one of the lead trial counsel. The case settled for $20 million during the second week of the trial. In addition, Mr. Friedman served as one of co-lead or principal counsel in Norman Frank et al. v. David L. Paul (a recovery of over $18 million); In re Jiffy Lube Securities Litigation (D. Md.) (a recovery of over $12 million); and In re Immunex Securities Litigation (W.D. Wash.) (a recovery of $14 million).

Currently, Mr. Friedman is litigating such notable matters as:

- Anthem Data Breach Litigation: Mr. Friedman is co-lead counsel in a high-profile class action lawsuit against Anthem Inc. over its massive data breach that compromised the personal identification (including social security numbers, date of birth, medical ID number, etc.) and health information of 80 million insured customers. The lawsuit alleges Anthem, the second-largest insurance company in the nation, failed to ensure its data systems were protected, failed to prevent and stop the breach from happening and failed to disclose to its customers material facts regarding the breach. Mr. Friedman is involved in all aspects of the litigation.

- Sallie Mae Litigation: Cohen Milstein is co-lead counsel in a series of cases alleging that Sallie Mae charged usurious interest rates and improper late fees to California students. Mr. Friedman is overseeing all aspects of the litigation.

- Home Depot Data Breach Litigation: Mr. Friedman is a member of the Plaintiffs' Steering Committee representing financial institutions and heads the expert committee in a class action lawsuit arising out of the Home Depot data breach, a cyber attack that affected hundreds of financial institutions and more than 40 million consumers.

Mr. Friedman is a noted speaker who has appeared on numerous panels for legal education seminars and institutional investor conferences on the issues of consumer and securities class actions. In 2011, LawDragon named him one of the Leading Plaintiffs' Lawyers. His work has been cited in the media and he was profiled in the April 14, 2000, Washington Business Journal.

Prior to joining Cohen Milstein, Mr. Friedman served as an attorney with the U.S. Patent and Trademark Office.

Mr. Friedman attended Tufts University, graduating magna cum laude and was elected Phi Beta Kappa, with a B.A. in Psychology. He earned his J.D. from the National Law Center, George Washington University.

Daniel S. Sommers

Daniel S. Sommers is a Partner at Cohen Milstein, a member of the firm's Executive Committee and Co-Chair of the Securities Litigation & Investor Protection practice group. During his nearly three decade career at Cohen Milstein, Mr. Sommers has taken leadership roles in litigating large, complex and significant securities cases. He provides litigation counsel to the firm's institutional investor clients, including for example, the New York State Common Retirement Fund, the Ohio Public Employees Retirement System, the State Teachers Retirement System of Ohio, the Arkansas Public Employees Retirement System and numerous Taft-Hartley pension funds. Many of his cases have resulted in important rulings and legal precedents, as well as in significant recoveries for investors totaling hundreds of millions of dollars. Some of his notable matters include:

- *Bear Stearns Mortgage Pass Through Securities Litigation*: Co-lead counsel in a $505 million landmark settlement (including a $5 million expense fund) of a securities class action suit alleging that Bear Stearns violated securities laws in the sale of mortgage backed securities to investors. This case represents the largest recovery ever obtained in a securities class action on behalf of investors in mortgage-backed securities.
- *Converium/Scor Securities Litigation* (Netherlands): Co-lead counsel in a groundbreaking $58.4 million securities class action recovery, in which the Amsterdam Court of Appeal declared binding a world-wide class action settlement of claims of non-U.S. investors who purchased Converium shares outside of the United States. The ruling was a major victory for worldwide investors because it successfully implemented the Dutch Collective Settlement Statute even though the underlying transactions had limited contact with the Netherlands.
- *Fannie Mae Securities Litigation*: Played a significant role in a high profile securities class action against Fannie Mae, several of its former executives and KPMG involving allegations of falsified financial statements. The $153 million settlement amount represents the largest recovery in a securities fraud class action ever obtained in the United States District Court for the District of Columbia.
- *CP Ships Ltd. Securities Litigation*: Co-lead counsel in a class action lawsuit alleging that CP Ships, a Canadian company headquartered in England but with substantial operations in Tampa, Florida, issued false financial statements. Mr. Sommers argued an appeal in the U.S. Court of Appeals for the Eleventh Circuit, successfully opposing objections to a settlement that provided non-U.S. investors with the protections of the federal securities laws.
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Mr. Sommers has obtained significant recoveries for investors in numerous other securities class action cases in federal courts throughout the United States including: *Steiner v. Southmark Corporation* (N.D. Tex.) (over $70 million recovery); *In re PictureTel Inc. Securities Litigation* (D. Mass.) ($12 million recovery); *In re Physician*

Corporation of America Securities Litigation (S.D. Fla.) ($10.2 million recovery); *In re Gilat Satellite Securities Litigation* (E.D.N.Y.) ($20 million recovery); *In re Pozen Inc. Securities Litigation* (M.D.N.C.) ($11.2 million recovery); *In re Nextel Communications Securities Litigation* (D.N.J.) (up to $27 million recovery); *In re PSINet Inc. Securities Litigation* (E.D. Va.) ($17.8 million recovery); *In re Cascade International Inc. Securities Litigation*, (S.D. Fla.) (global recovery of approximately $10 million); *In re GT Solar Securities Litigation* (D.N.H.) (recovery of $10.5 million);*Mulligan v. Impax Laboratories, Inc.* (E.D. Va.) (recovery of $8 million); *Plumbers & Pipefitters National Pension Fund v. Orthofix, N.V.* (S.D.N.Y) (recovery of $11 million) and *In re ECI Telecom Securities Ltd. Litigation* (E.D. Va.) ($21.75 million recovery). He has also handled significant appellate matters including arguing before the United States Court of Appeals for the Ninth Circuit in *Hemmer Group v. Southwest Water Company*, where he obtained a reversal of the district court's order dismissing investors' claims under the Securities Act of 1933. In addition, he was co-lead counsel for investors before the United States Supreme Court in *Broudo v. Dura Pharmaceuticals, Inc*., 544 U.S. 336 (2005) (addressing the standards for pleading loss causation).

Mr. Sommers is also experienced in non-class action litigation. He represented TBG Inc., a multi-billion dollar privately-held overseas corporation, in a multi-party, complex action alleging fraud in a corporate acquisition and represented individuals in connection with investigations brought by the United States Securities and Exchange Commission. He also has represented publicly traded corporations in the prosecution and defense of claims. Mr. Sommers has litigated cases covering a wide-range of industries including the financial services, computer software, pharmaceutical, insurance, real estate and telecommunications industries among others. In addition, he has substantial experience in cases presenting complex accounting and auditing issues.

Mr. Sommers is recognized as a thought leader on the subjects of securities and class action litigation and is a frequent speaker on those topics both to other lawyers and institutional investors. He has been quoted on these topics in a variety of publications, such as *The Wall Street Journal*, *The Washington Post*, *BNA/Bloomberg*, and *Law360*. Mr. Sommers is a member of the advisory board of the *Bloomberg/BNA Securities Litigation & Law Report* and served on Law360's Securities Editorial Advisory Board. *Benchmark Plaintiff* has recognized him as a litigation star in multiple years. He has been named a Washington, D.C. Super Lawyer each year from 2011 through 2016, and has been awarded Martindale-Hubbell's highest rating of AV Preeminent®. He served as Chairman and Vice-Chairman of the Investor Rights Committee of the Corporation, Finance and Securities Law Section, District of Columbia Bar, and through the years has been a guest lecturer at Columbus School of Law at the Catholic University of America; Georgetown Law Center; and George Washington University Law School.

Mr. Sommers attended Union College, where he earned a B.A. *magna cum laude* in Political Science, and graduated from George Washington University Law School.

Daniel A. Small

Daniel A. Small has been a Partner at Cohen Milstein for more than 20 years and chaired or co-chaired the firm's Antitrust practice group from 2008 to 2014. He is a member of the firm's Executive Committee.

When he arrived at Cohen Milstein 26 years ago, Mr. Small was assigned to work on securities fraud cases. One year later, he received an assignment in an antitrust case and has worked virtually full time on antitrust cases ever since. He has represented plaintiff classes as lead or co-lead counsel numerous times and has tried cases before juries and has argued cases in several appellate courts, including the United States Supreme

Court. He also has defended unions against antitrust claims and represented a key duplication machine manufacturer on its monopolization claims against the dominant competitor.

Mr. Small has obtained favorable settlements and judgments totaling hundreds of millions of dollars and has been involved with a broad array of markets, everything from computer software and hardware to wild blueberries and hospital nurses. He has developed a sophisticated understanding of how conspiracies and monopolies operate in a range of complex markets. He has spent years studying the economic issues that underpin his cases, and the challenges of using antitrust litigation to achieve just compensation for victims, and to encourage and facilitate freer and more open markets in this country.

His work in complex civil litigation has made him one of the most respected and feared litigants in the class action antitrust space: *The Legal 500* has recognized Mr. Small and Cohen Milstein as a "Leading Plaintiffs Antitrust Class Action Lawyer/Firm" annually since 2009; *Benchmark Plaintiff* has repeatedly awarded him "National Litigation Star – Antitrust"; and in 2014, he was named a "Leading Competition Lawyer" by the *International Who's Who of Competition Lawyers & Economists*.

Currently, Mr. Small is litigating the following notable matters, among others:

- VFX/Animation Workers Litigation: Cohen Milstein is one of three court-appointed co-lead firms in litigation alleging that the major animation studios conspired to suppress the pay of special effects and animation workers. The litigation has survived a motion to dismiss and the plaintiffs recently filed a motion for class certification.
- Prime Healthcare Services Litigation: Cohen Milstein is defending the Service Employees International Union (SEIU) in an antitrust conspiracy action brought by Prime Healthcare Services, a hospital chain in Southern California, alleging that SEIU conspired with Kaiser Permanente to drive Prime and certain other hospitals out of the market. Cohen Milstein led the successful effort to have the complaint and amended complaint dismissed in the Southern District of California. The case is on appeal in the Ninth Circuit where Mr. Small recently argued on behalf of the SEIU and its local union, UHW.
- Google Wi-Fi Litigation: Cohen Milstein is co-lead counsel in a nationwide class action lawsuit alleging Google violated the Wiretap Act when its Street View vehicles collected payload data from unencrypted Wi-Fi networks, including the home networks of individuals. The litigation survived a motion to dismiss, which was affirmed on an interlocutory appeal to the Ninth Circuit. Currently, the firm is in the midst of jurisdictional discovery.
- Michigan Blue Cross Litigation: Cohen Milstein is co-lead counsel in this class action challenging Michigan Blue Cross's use of most favored nation provisions in its provider agreements with hospitals in Michigan. The class plaintiffs secured a $30 million settlement, which was approved by the United States District Court for the Eastern District of Michigan. Mr. Small defended the settlement on appeal, arguing recently before the Sixth Circuit Court of Appeals.
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Past successes include:

- In re Buspirone Antitrust Litigation: $90 million settlement. Cohen Milstein served as co-lead counsel in a class action lawsuit alleging that Bristol Myers-Squibb Co., the manufacturer of the prescription drug Buspar, conspired to keep generic versions of the drug out of the market.
- *Pease v. Jasper Wyman & Son, et al.:* $56 million judgment. Cohen Milstein was lead counsel representing a class of wild blueberry growers in Maine who sued four blueberry processors for

conspiring to depress blueberry prices. The litigation was tried before a jury in Maine state court, where Mr. Small was co-lead trial counsel. The jury found the processors liable for 100% of the damages estimated by the plaintiffs' expert and awarded the growers $18.68 million in damages, which was trebled under Maine antitrust law.

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Mr. Small attended Colgate University, where he graduated with a B.A., *cum laude*, in History. He earned his J.D. at American University's Washington College of Law. Following law school, Mr. Small clerked for the Honorable Judge Roger Vinson, United States District Court for the Northern District of Florida, from 1986 to 1988. He serves on the Advisory Board of the American Antitrust Institute and is chair of the selection committee for the annual Jerry S. Cohen Memorial Writing Award for Antitrust Scholarship.

Christine E. Webber

Christine E. Webber is a Partner at Cohen Milstein, and a member of the Civil Rights & Employment practice group. In that role, Ms. Webber represents victims of discrimination and other illegal employment practices in class and collective actions. She has participated during her career in litigating groundbreaking sex discrimination lawsuits. Ms. Webber is a hands-on litigator, known for her ability to work closely with economic and statistical expert witnesses and to identify the types of sophisticated statistical analyses that will be most helpful to her clients' claims.

Ms. Webber is a tenacious and resourceful litigator with a fierce commitment to fighting discrimination and protecting workers. In the face of adversity she continues to find new ways to protect her clients' rights. Following the Supreme Court's ruling decertifying the class in *Dukes v. Wal-Mart*—a case brought on behalf of a nationwide class of women suing Wal-Mart for sex discrimination in pay and promotion—Ms. Webber has been counsel in several regional class cases pursuing these claims for former Dukes class members. Ms. Webber was co-lead counsel in*Rindfleisch v. Gentiva Health Services* (N.D. Ga.) in which nurses and other home health care providers were held to be non-exempt because they were not paid on a bona fide salaried or fee basis. Following this successful summary judgment ruling, the case was decertified, and Ms. Webber continues to represent individuals seeking their unpaid overtime. In *Tomkins v. Amedisys, Inc.,* a lawsuit challenging similar practices as the Gentiva litigation, Ms. Webber represented approximately 2,000 nurses, physical therapists and occupational therapists pursuing wage and hour claims against Amedisys; the case settled recently for $8 million.

Ms. Webber's past successes include *In re Tyson Foods FLSA MDL* (M.D. Ga.), a collective action involving Fair Labor Standards Act (FLSA) claims at over 40 Tyson chicken processing plants, which ultimately resolved the claims of 17,000 chicken processing workers who had been denied compensation for donning and doffing required safety and sanitary equipment. In *Hnot v. Willis Group Insurance* (S.D.N.Y.), Ms. Webber represented a class of women vice presidents in Willis' Northeast region, who complained of discrimination with respect to their salary and bonuses. This "glass ceiling" case settled in 2007 for $8.5 million plus attorneys' fees, an average payment of $50,000 per woman. A subsequent case, *Cronas v. Willis Group*, pursued similar claims for a later time period with similar success. Ms. Webber was also counsel to the plaintiff class in *Keepseagle v. Vilsack*, a historic settlement between Native American farmers and the United States Department of Agriculture (USDA). The *Keepseagle* settlement agreement required the USDA to pay $680 million in damages to thousands of Native Americans, to forgive up to $80 million in outstanding farm loan debt and to improve the farm loan services the USDA provides to Native Americans. Ms. Webber was part of the team recognized by Public Justice as finalists for their Trial Lawyer of the Year award in 2011 for the work done in *Keepseagle*.

Prior to joining Cohen Milstein in 1997, Ms. Webber received a Women's Law and Public Policy fellowship which funded the first of her four years at the Washington Lawyers' Committee for Civil Rights and Urban Affairs in their Equal Employment Opportunity Project. There, she worked on employment discrimination cases, focusing in particular on the sexual harassment class action *Neal v. Director, D.C. Department of Corrections, et al.* Ms. Webber participated in the trial of this groundbreaking sexual harassment class action in 1995. Ms. Webber also tried the race discrimination case *Cooper v. Paychex* (E.D. Va.), and successfully defended the plaintiffs' verdict before the Fourth Circuit.

Ms. Webber is co-chair of the National Employment Lawyers' Association's Class Action Committee, a position she has held since 1999. She speaks and writes frequently on employment discrimination, wage and hour issues, and class actions.

Ms. Webber attended Harvard University, graduating *magna cum laude*, with an A.B. in Government, and earned her J.D., *magna cum laude*, Order of the Coif, at the University of Michigan Law School. Following law school, she clerked for the Honorable Hubert L. Will, United States District Judge for the Northern District of Illinois.

Richard A. Koffman

Richard A. Koffman is a Partner at Cohen Milstein and Co-Chair of the Antitrust practice group. He litigates antitrust cases on behalf of the victims of corporations engaged in price-fixing, market monopolization, and other unlawful conduct. Mr. Koffman joined Cohen Milstein after serving as Senior Trial Attorney in the U.S. Department of Justice's Antitrust and Civil Rights Divisions. He views his role in litigating antitrust suits as an extension of the public interest work he pursued at the DOJ in promoting competition and fighting discrimination.

Mr. Koffman has served as lead or co-lead counsel in many landmark antitrust class actions, including:

- Urethanes (Polyether Polyols) Antitrust Litigation: Co-lead counsel for plaintiffs in an antitrust class action alleging a conspiracy to fix the prices of chemicals used to make polyurethane foam. Four defendants settled pre-trial for a total of $139 million. After a four-week trial, the jury returned a $400 million verdict for plaintiffs against the final defendant, The Dow Chemical Co., which the district court trebled to more than $1 billion. Dow ultimately settled for $835 million while the case was on appeal, bringing the total recovery to $974 million – nearly 250% of the damages found by the jury.
- Plasma-Derivative Protein Therapies Antitrust Litigation: Co-lead counsel for plaintiffs alleging a conspiracy to reduce the supply and increase prices of IVIG and Albumin – life-saving therapies derived from blood plasma. Mr. Koffman and his team obtained settlements totaling $128 million to compensate customers who were overcharged for these vital therapies.
- Polyester Staple Antitrust Litigation: Co-lead counsel for plaintiffs alleging a conspiracy to fix prices for polyester staple fiber; the case settled for $46 million.

Current cases include:

- Dental Supplies Antitrust Litigation: Cohen Milstein was recently appointed interim co-lead counsel for a proposed class of dental practices and dental laboratories. The case alleges that Defendants Henry Schein, Inc., Patterson Companies, Inc., and Benco Dental Supply Company – the three largest dental

supply and dental equipment distributors in the United States – fixed price margins on dental equipment, jointly pressured manufacturers to squeeze out competitors, and agreed not to "poach" each other's employees, in violation of federal antitrust law. As a result of the alleged conspiracy, dental practices and dental laboratories may have paid artificially inflated prices for many kinds of dental supplies and dental equipment, from consumables like gauze and cement to big-ticket equipment like chairs and x-rays.

- Sports Broadcasting Antitrust Litigation: Counsel for plaintiffs in class actions alleging that the system of geographical broadcasting territories employed by Major League Baseball and the National Hockey League amount to unlawful market allocation under Section 1 of the Sherman Act.
- Mixed Martial Arts (MMA) Antitrust Litigation: Co-lead counsel in a class action on behalf of elite MMA fighters alleging that Zuffa LLC – commonly known as the Ultimate Fighting Championship – has unlawfully monopolized the markets for promoting live professional MMA bouts and for purchasing the services of elite professional MMA fighters. The district court denied defendant's motion to dismiss the case in September 2015.
- *People of the State of California v. American Express:* Counsel for the City of San Francisco in litigation alleging that American Express, by prohibiting its participating merchants from encouraging consumers' use of less costly payment methods (including debit cards and cash), is responsible for unlawful overcharges borne by retailers and, indirectly, all California consumers.

The Legal 500 has recognized Mr. Koffman as a Leading Lawyer for "Litigation - Mass Tort and Class Action: Plaintiff Representation - Antitrust" for five years in a row, describing him as a "strong brief writer and an excellent oral advocate." Mr. Koffman was also named as one of the world's leading competition lawyers by Global Competition Review in the U.S. Plaintiffs section of *Who's Who Legal: Competition 2016*.

Mr. Koffman attended Wesleyan University, where he received a B.A. with honors, and is a graduate of Yale Law School, where he was Senior Editor of the *Yale Law Journal*. After law school, Mr. Koffman served as a law clerk to two Federal Judges: James B. McMillan, of the U.S. District Court for the Western District of North Carolina and Anthony J. Scirica of the U.S. Court of Appeals for the Third Circuit.

Agnieszka Fryszman

Agnieszka Fryszman is a Partner at Cohen Milstein, and is Chair of the firm's Human Rights practice group. She has been recognized as leading one of the best private international human rights practices in the world.

Ms. Fryzman represents individuals who have been victims of torture, human trafficking, forced and slave labor and other violations of international law. A recognized expert and leader in the field of human rights law, Ms. Fryszman regularly litigates cases against corporate giants. She was a member of the legal team that successfully represented survivors of Nazi-era forced and slave labor against the German and Austrian companies that allegedly profited from their labor. These cases were resolved by international negotiations that resulted in multi-billion dollar settlements. She also represented, pro bono, Holocaust survivors suing Swiss banks that collaborated with the Nazi regime during World War II. This litigation led academics to revise their assessment of Switzerland's relationship with Nazi Germany and exposed the extent of business participation in the Holocaust.

Ms. Fryszman earned the *National Law Journal* Pro Bono Award for efforts on behalf of Nepali laborers injured or killed at U.S. military bases in Iraq and Afghanistan. Her team obtained several judgments and significant settlements on behalf of the families.

In addition, she currently represents victims of a human trafficking ring that allegedly lured men from Nepal with the promise of employment at luxury hotels, but instead took them against their will to work for U.S. military contractors in Iraq. Ms. Fryszman investigated and initiated suit against military contractor KBR, filing one of the first complaints under the Trafficking Victims Protection Act. She has also represented men and women who were trafficked by diplomats, in the fishing industry, and to work cleaning houses in Northern Virginia. In one recent case, after Ms. Fryszman obtained a full recovery for her client in a civil suit, the Department of Justice brought criminal charges, resulting in guilty pleas by the perpetrators. Her work on behalf of the former "comfort women," women and girls trafficked into sexual slavery by the government of Japan during World War II, was recognized with the "Fierce Sister" award from the National Asian Pacific American Women's Forum.

Ms. Fryszman represented, pro bono, victims of the September 11 attack on the Pentagon and obtained one of the highest awards for an injured survivor from the Victim's Compensation Fund. Ms. Fryszman also represented, pro bono, two individuals detained by the United States at Guantanamo Bay who were ultimately cleared without charge.

Prior to joining Cohen Milstein in 1998, Ms. Fryszman served as counsel to the United States House of Representatives Committee on the Judiciary, Subcommittee on Commercial and Administrative Law, and before that counsel to Representative Henry Waxman, Ranking Member on the House Government Reform and Oversight Committee. Earlier in her career, she was legislative director to U.S. Representative Jack Reed.
Ms. Fryszman has received some of the legal profession's highest honors. Since 2009, LawDragon 500 has named her perennially to its list of Leading Lawyers in America. *Benchmark Plaintiff* has named her a Leading Star Plaintiffs' Litigator and one of the Top 150 Women in Litigation. For her pro bono work, she was awarded the Beacon of Justice Award by the National Legal Aid and Defender Association and the Frederick Douglass Human Rights Award from the Southern Center for Human Rights. She was also a finalist for the Public Justice Foundation's Trial Lawyer of the Year Award for her work on *Wiwa v. Royal Dutch Shell*. Ms. Fryszman joined the legal team in that case to prepare it for trial, resulting in a multi-million dollar settlement on the morning of jury selection.

Ms. Fryszman graduated from Brown University with an A.B. in International Relations, and earned her law degree from Georgetown University, graduating *magna cum laude*, Order of the Coif. At law school, she was a Public Interest Law Scholar.

Julie Goldsmith Reiser

Julie Goldsmith Reiser is a Partner at Cohen Milstein, and a member of the Securities Litigation Investor Protection Practice Group. Ms. Reiser's practice focuses on representing public pension plans and other institutional investors in high-stakes securities litigation.

Known for her hands-on approach, strong advocacy and critical thinking, Ms. Reiser has led successful litigation teams in several complex actions, including a $500 million settlement related to Countrywide's issuance of mortgage-backed securities ("MBS") and the recent Fifth Circuit affirmation of an investor class in

the BP securities fraud litigation stemming from the 2010 Deepwater Horizon oil spill. In those cases, Ms. Reiser's clients have benefited from her oral and written advocacy, her judgment, and her ability to work tirelessly and collegially as a member of a litigation team. Over the years, Ms. Reiser has become a recognized leader in the securities plaintiffs' bar, demonstrating a keen understanding of complex financial and economic issues and using her intuition and strategic thinking to develop strong legal theories that align with the evidence.

Currently, Ms. Reiser is litigating the following notable matters:

In re BP Securities Litigation: Ms. Reiser represents the New York State Common Retirement Fund as co-lead plaintiff in a securities class action filed in 2010, alleging that BP injured investors by intentionally downplaying the severity of the Deepwater Horizon oil spill and preventing investors from learning the magnitude of the disaster. Ms. Reiser has taken the lead in all aspects of this litigation: case development, motion practice, oversight and implementation of discovery strategies, depositions, expert discovery and argument. After successfully arguing for class certification to the district court, Ms. Reiser presented plaintiffs' defense of that court's decision to the Fifth Circuit U.S. Court of Appeals, which affirmed the class. Trial in this matter is set for July 2016.

Countrywide Mortgage Backed Securities Litigation: Ms. Reiser represented the Iowa, Oregon and Orange County public retirement systems in class action litigation related to Countrywide's issuance of mortgage-backed securities, which culminated in a landmark $500 million settlement. Over the course of the litigation, Ms. Reiser argued on investors' behalf at the motion to dismiss stage. She also handled various arguments related to discovery disputes, and oversaw merits and expert discovery. She took a majority of the fact depositions and was recognized for having teased a number of salient points from witnesses during the depositions. Ms. Reiser also took the lead in working with experts to maximize damages. The case is ongoing.

Ms. Reiser's successes include:

Policemen's Annuity and Benefit Fund of the City of Chicago, et al. v. Bank of America, NA, et al.: Ms. Reiser developed and litigated this novel class action, challenging trustee inaction in preventing investor losses. She represented the Arkansas Public Employees Retirement System, IPERS and Chicago Laborers in the case, which settled for $69 million. Ms. Reiser worked with plaintiffs' statistician to develop a sampling methodology for testing whether mortgages were underwritten properly and with plaintiffs' economist in the bid for class certification and approach to damages. At the final hearing, Judge Katherine B. Forrest commended the investors' legal team: "This is a very, very good result for the plaintiffs … [and] is something of which plaintiff counsel can be proud."

In re SCOR Holding (Switzerland) Securities Litigation: Ms. Reiser served as co-lead counsel in this landmark ruling, which was the first trans-Atlantic resolution of a U.S. securities class action in a Dutch court. The ruling made it easier for U.S. and European investors to use Dutch law in the future to protect their interests. Ms. Reiser helped secure a $140 million settlement.

In re Parmalat Securities Litigation: Ms. Reiser acted as co-lead counsel representing investors in the largest fraud in European corporate history. Ms. Reiser secured a $90 million settlement.

In addition, Ms. Reiser has represented plaintiffs in employment cases. In Wade v. Kroger (W.D. Ky.), she represented African American employees who received a $16 million settlement to resolve claims that the retailer Kroger had discriminated against them in pay and promotions. She was also involved in Beck v. The Boeing Co. (W. D. Wash.), a case alleging sex discrimination in compensation and promotions that settled for $72.5 million.

Ms. Reiser is a noted speaker, often called on to discuss important issues such as the class standing doctrine. Ms. Reiser is the author of "Pre-Dispute Arbitration Clauses: Taking the Alternative Out of Dispute Resolution," Bloomberg BNA, Class Action Litigation Report, December 11, 2015. After its publication, Paul Bland, Executive Director of Public Justice wrote: "This is invaluable advocacy that takes industry-side advocacy and exposes its flaws and failings. I'm very glad to see this kind of very high quality advocacy and critical thinking."

Ms. Reiser also is the co-author of "Omnicare: Negligence is the New Strict Liability When Pleading Omissions Under the Securities Act," Bloomberg BNA, Corporate Law & Accountability Report, April 10, 2015; the author of "Dodd Frank's Protections for Senior Citizens: An Important, Yet Insufficient Step," University of Cincinnati Law Review, Volume 81, Issue 2, May 30, 2013; "Why Courts Should Favor Certification of MBS Actions," ABA Securities Litigation Journal, Volume 22, Number 1, Fall 2011; and the co-author of "The Misapplication of American Pipe Tolling Principles," ABA Securities Litigation Journal, Volume 21, Number 2, Winter 2011. She also co-authored Opt-Outs: Making Private Enforcement of the Securities Laws Even Better, featured in the Winter/Spring 2008 edition of the ABA's Class Action and Derivative Suit Committee Newsletter and Companies in the Cross Hairs: When Plaintiffs Lawyers Choose Their Targets, They Look for These Employment Practices, The Legal Times, February 21, 2005.

Ms. Reiser attended Vassar College, graduating with honors, and earned her J.D. at the University of Virginia School of Law. She has served as a board member at Seattle Works and the Pacific Northwest Ballet.

Theodore J. Leopold

Theodore J. Leopold is a Partner at Cohen Milstein, and a member of the firm's Executive Committee. Mr. Leopold, who joined the Firm in 2014, is Chair of the Catastrophic Injury & Wrongful Death, Managed Care Abuse, and Unsafe & Defective Products practices and Co-Chair of the Consumer Protection practice.

Mr. Leopold's practice is devoted solely to trial work, with a focus on complex product liability, managed care abuse, consumer class actions and catastrophic injury and wrongful death litigation. Mr. Leopold has tried cases throughout the country and has recovered multi-million dollar verdicts, including jury verdicts in the eight-figure and nine-figure amounts.

In his role, Mr. Leopold litigates high-stakes, complex lawsuits on behalf of consumer safety issues, particularly as it relates to product defects, automobile safety and managed care matters. In 2010, he obtained a $131 million jury verdict against the Ford Motor Company, the ninth-largest verdict against an automobile company in U.S. history.

Mr. Leopold was on the steering committee in the National Managed Care Class Action and the Plaintiffs' settlement committee for the Ford/Firestone National Class Action. Currently, he serves on the Plaintiffs' trial team in the Rail Freight Fuel Surcharge Antitrust Litigation, as lead counsel in the HCA Class Action and as co-lead counsel in the Red Light Class Action.

Currently, Mr. Leopold is litigating the following notable matters:

- HCA: Mr. Leopold is lead counsel in a class action lawsuit alleging that two Florida women and others like them were billed inflated and exorbitant fees for emergency radiology services covered in part by their Florida Personal Injury Protection (PIP) insurance. Mr. Leopold is lead attorney in the litigation charging HCA hospitals with gouging patients with PIP coverage. The case is ongoing.
- United States of America, et al. v. AIDS Healthcare Foundation, Inc.*:* Mr. Leopold represents relators in a Qui Tam matter involving the anti-kickback statute. The lawsuit alleges that the AIDS Healthcare Foundation, the nation's largest provider of HIV/AIDS medical care, improperly payed illegal kickbacks for patient referrals, and then fraudulently billed government healthcare programs. The case is ongoing.
- *Carrier v. Trinity:* Mr. Leopold represents the Carrier family in this wrongful death matter. The death occurred as a result of the guardrail safety device failing. Instead of protecting the driver, the guardrail intruded into the passenger compartment of the vehicle and impaling the driver, causing her death. The case is ongoing.

Examples of some of Mr. Leopold's litigation successes are:

- *Mincey v. Takata:* Mr. Leopold was the lead attorney in a lawsuit brought on behalf of Patricia Mincey and her family, a Florida woman who sustained catastrophic injuries that rendered her a quadriplegic when the driver's side airbag deployed too aggressively during a vehicle collision. Patricia Mincey passed away in early 2016 due to complications from her quadriplegia. The suit charged that the Takata Corporation, the manufacturer of the airbag system, knew of the airbag defect and hid the problem from consumers. Evidence uncovered by Mr. Leopold showed that Takata concealed the defective nature of the airbag system for more than a decade. The case was resolved in July 2016.
- Caterpillar Antitrust Litigation: Mr. Leopold was co-lead counsel in a class action lawsuit alleging Caterpillar sold diesel engines with defective exhaust emissions system that resulted in power losses and shutdowns. Mr. Leopold developed the case and led all aspects of the litigation.
- *Cole v. Ford Co.:* Mr. Leopold was co-trial attorney for the family of former New York Mets infielder Brian Cole who was killed when the Ford Explorer he was in rolled over and he was ejected from his seat. The lawsuit charged that the defective seat belt in his Ford Explorer failed to keep him in his seat. Following a trial jury the jury found for the Cole family in the amount of $131 million.
- *Quinlan v. Toyota Motor Corporation:* Mr. Leopold was lead counsel in a product liability case filed against Toyota Motor, alleging that manufacturing defects in the defendant's car caused the car being driven by the plaintiff Quinlan to suddenly accelerate and go out of control, resulting in catastrophic injuries that left him a quadriplegic. The defendant entered into a settlement, which is confidential.
- *Chipps v. Humana:* Mr. Leopold tried one of the first managed care cases in the country. The case involved the wrongful denial of physical and occupational therapy for a 6 year old child with cerebral palsy. The jury returned the largest punitive damage award on behalf of an individual in Florida history.
- *Salvato v. Marion County Sherriff:* Mr. Leopold represented the Salvato family in the wrongful death case of Joshua Salvato, an unarmed 21-year-old, who was shot and killed by two Marion County Sherriff's deputies in 2014. The jury verdict returned restitution in the amount of $2.3 million, charging one deputy with excess force and the other for willfully inflicting suffering on Mr. Salvato.

Mr. Leopold is the past president of Public Justice, a national organization headquartered in Washington, D.C. that fights for justice through precedent-setting and socially significant individual and class action litigation. He is consistently recognized by leading publications such as *Super Lawyers* and *The Best Lawyers in America*. In addition, he has been nominated for "Trial Lawyer of the Year" by the Public Justice Foundation for his ground breaking litigation involving the managed care industry, and his work has been featured in the National Law Journal's "Top Verdicts of the Year."

Mr. Leopold lectures frequently at professional gatherings on such issues as personal injury, product liability, class action litigation, trial tactics and consumer justice. He is also author and co-author of several legal publications, including Florida Insurance Law and Practice (Thomson/West). Additionally, Mr. Leopold has earned the Florida Bar Civil Trial Certification, the highest level of recognition by the Florida Bar for competency and experience within civil trial law.

Mr. Leopold is a graduate of University of Miami, where he received a B.A., and earned his J.D. from Cumberland School of Law, Samford University.

Carol V. Gilden

Carol V. Gilden is a Partner in the Securities Litigation & Investor Protection Practice Group at Cohen Milstein. She represents public pension funds, Taft-Hartley pension and health and welfare funds, and other institutional investors in securities class actions, transaction and derivative litigation, and individual actions, as well as in foreign securities litigation. She also litigates other types of complex litigation matters and class action cases in state and federal courts nationwide.

Ms. Gilden began her career at the Securities and Exchange Commission (SEC), in the Enforcement Division, spending five years investigating and litigating cases involving securities fraud. Prior to joining Cohen Milstein in 2007, Ms. Gilden served as the head of the securities class action practice at a prominent mid-sized Chicago law firm and the vice chair of its class action department. Ms. Gilden's guiding principle is that those who commit fraud on the financial markets should be held accountable. She is a strong advocate for investors and pension funds who have been defrauded by deceptive practices that permeate the financial markets. Her special focus is on complex litigation calling for strategic thinking, tenacity and the ability to persevere through the many stages of litigation. Over the course of her 30-year career in the profession, she has successfully litigated and worked on cases that have resulted in aggregate recoveries in excess of several billion dollars for investors.

Ms. Gilden is an accomplished litigator, with extensive experience handling all phases in a case, including investigative, motion practice (lead plaintiff motions, motions to dismiss, class certification and summary judgment), discovery (fact and expert), oral argument, appeal, and settlement negotiations. She has been lead and co-lead counsel in many notable matters, including the *MF Global* litigation ($90 million settlement), a precedent–setting case in which the U.S. Court of Appeals for the Second Circuit sided with the plaintiffs and held that companies cannot make false or misleading statements in their offering documents, and then hide behind risk disclosures related to those facts in their attempt to escape liability. The National Law Journal singled out Ms. Gilden's work on the case in connection with its selection of Cohen Milstein as a Hot Plaintiffs' Firm for that year.

Another notable case in which Ms. Gilden served as lead counsel, the *IntraLinks* Litigation, was one of the first

securities class actions to be certified following the Supreme Court's decision in Halliburton II. That case was successfully resolved for $14 million. Other recent cases that she has led and which have been successfully resolved, include the *Huron* Securities Litigation ($40 million settlement, the *ITT Securities Litigation* ($16.96 million settlement) and In re RehabCare Group, Inc. Shareholders Litigation, where Ms. Gilden was co-lead counsel and settled the case for a cash payment to shareholders and significant deal reforms including enhanced disclosures and an amended merger agreement.

Ms. Gilden has been on the Executive Committee of other high-profile cases, including the Global Crossing Securities Litigation (settlements of $448 million) and the Merrill Lynch Analyst cases ($125 million settlement), as well as on the litigation team of the Waste Management Litigation ($220 million settlement). Under her leadership, her former firm was an active member of the litigation teams in the *AOL Time Warner Securities litigation* ($2.5 billion settlement), *CMS Securities Litigation* ($200 million settlement) and the *Salomon Analyst Litigation/In re AT&T* ($75 million settlement). Further, Ms. Gilden was lead counsel in an opt-out securities litigation action in connection with the McKesson/HBOC merger, *Pacha, et al. v. McKesson Corporation, et al.*, which settled for a substantial, confidential sum.

Ms. Gilden has earned the trust of her clients who know she will go to the mat for them, from start to finish in their cases. She draws respect from colleagues as well as adversaries who perennially have placed her in the highest ranks of the profession, including being named an Illinois Super Lawyer repeatedly over the last 10 years, "Pension Fund Attorney of the Year, Illinois" by the Global Corporate International Magazine in 2014 and 2015 and being recognized for Excellence in Law by the Worldwide Registry. She has been featured on the cover of the Chicago Lawyer in connection with a feature article on securities class actions. She is a much sought-after speaker at legal and pension fund conferences and has been frequently quoted in the national media on market scandals, recent developments and trends in securities law and high profile securities fraud cases.

Ms. Gilden is currently representing the Chicago Public School Teachers' Pension Fund, along with other institutions, in a high profile lawsuit charging 12 Wall Street banks with conspiring to engineer and maintain a collusive and anti-competitive stranglehold over the market for interest rate swaps in violation of the antitrust laws—an action that harms investors in one of the world's biggest financial markets. She also is representing the Cleveland Bakers and Teamsters Pension and Health and Welfare Funds and other institutions in another, high profile antitrust action alleging that two dozen financial institutions with an inside role at the auction for United States Treasuries conspired to manipulate yields and prices to their own benefit.

In addition, Ms. Gilden serves as co-lead counsel in *City of Chicago v. Hotels.com, et al*, a high-profile and much-watched lawsuit in Cook County Circuit Court, alleging that online travel companies, Expedia, Hotels.com, Orbitz, Priceline and Travelocity failed to properly remit hotel taxes to the City of Chicago for hotel bookings. Ms. Gilden has argued and won numerous motions at the trial level on behalf of the City of Chicago, including the parties' cross motions for summary judgment, which involved six days of argument on liability and another half day of argument on damages. Settlements have been obtained from three of the four defendant groups. A judgment has been entered in the case on behalf of the City of Chicago for approximately $29 million against the remaining defendant group, Expedia. The case is currently on appeal.

Ms. Gilden served as the first (and to this day, only) woman President of the National Association of Shareholder and Consumer Attorneys, the preeminent trade association for securities class action attorneys, as well as the organization's first woman Treasurer. As President of NASCAT, Ms. Gilden made repeated visits

to Capitol Hill advocating for strong investor protection. . She also engaged in outreach to the institutional investor community on needed reforms to reverse the erosion of investor rights. Under Ms. Gilden's leadership, NASCAT also filed amicus briefs in connection with major securities cases before the Supreme Court and other courts. Prior to becoming President, she served as the President-Elect. She continues to serve on NASCAT's Executive Committee.

Ms. Gilden was selected to serve on the Corporate Governance and Markets Advisory Councils to the Board of Directors for the Council for Institutional Investors (CII) during 2013-2015. CII is a nonprofit association of pension and other employee benefits funds, endowments and foundations and a voice for effective corporate governance and strong shareholder rights.

Ms. Gilden regularly lectures at legal conferences around the country on securities litigation and class action law, and is a frequent speaker at institutional investor conferences and symposiums regarding securities law developments, shareholder rights and regulatory reform. She has authored and co-authored numerous scholarly articles and course materials on securities fraud cases, class actions, derivative litigation and related topics.

Ms. Gilden attended the University of Illinois, earning a B.S. in Business Administration, and received her J.D. from Chicago-Kent College of Law, where she graduated with honors and was a member of the *Chicago-Kent Law Review*.

Kit A. Pierson

Kit A. Pierson is a Partner at Cohen Milstein and Co-chair of the firm's Antitrust Practice Group, as well as Co-Chair of the Pro Bono Committee. Under his leadership, the Legal 500 has recognized Cohen Milstein as a Leading Plaintiff Class Action Firm for seven years in a row and Law360 selected the Antitrust Practice Group as a Competition Law Practice Group of the Year in 2013 and 2014.

Mr. Pierson has served as lead or co-lead counsel in many antitrust cases on behalf of the victims of corporations engaged in price-fixing, market monopolization and other unlawful conduct. Prior to joining Cohen Milstein in 2009, Mr. Pierson spent more than 20 years primarily representing defendants in a broad range of complex matters. Some of the companies he represented included Microsoft Corp., 3M Corp. and other major corporations, national associations and individuals in class actions and other antitrust litigation. As a result of his experience as a defense lawyer, Mr. Pierson possesses deep insight into defense strategies, understands the dynamics of the other side and is someone who has earned the respect and credibility of opposing counsel.

Mr. Pierson is a hands-on litigator who has litigated and tried antitrust lawsuits and other complex civil cases in many jurisdictions, helping to win settlements and judgments cumulatively totaling more than $1.5 billion in the past several years. Currently, he is lead or co-lead counsel in many antitrust cases at the firm. Some of his current cases include:

- Domestic Drywall Litigation: Cohen Milstein is co-lead counsel in an antitrust litigation alleging that the seven major U.S. manufacturers of drywall conspired to manipulate prices. Mr. Pierson is running the case for Cohen Milstein and in 2015 took the lead for the direct purchaser plaintiffs in arguing against the defendants' summary judgment motions (which were denied by the Court for four of the five

defendants). Settlements for $45 million were also reached with two other defendants. The case is ongoing.

- Ductile Iron Pipe Fittings Litigation: Cohen Milstein, as co-lead counsel, represents a putative class of direct purchaser plaintiffs in a price-fixing case against the three largest manufacturers of ductile iron pipe fittings—McWane Inc., Sigma Corporation and Star Pipe Products—and a monopolization case against McWane for excluding significant competition in the domestic ductile iron pipe fittings market. Settlements of $9 million have been reached with two of the defendants, Sigma and Star. Currently, Mr. Pierson is directing the team of attorneys that is now taking and completing fact depositions. The litigation is ongoing.
- Cast Iron Soil Pipe & Fittings Litigation: Cohen Milstein, as co-lead counsel, represents a putative class of direct purchaser plaintiffs against the two largest soil pipe and fittings manufacturers in the country (McWane Inc. and Charlotte Pipe & Foundry) and the trade association they control (Cast Iron Soil Pipe Institute) in a lawsuit alleging that the defendants engaged in a nationwide price-fixing conspiracy and other anticompetitive actions. Mr. Pierson is directing the litigation team, which is currently concluding fact discovery. The litigation is ongoing.

Mr. Pierson's successes include:

- Urethanes (Polyether Polyols) Antitrust Litigation: Cohen Milstein is co-lead counsel for direct purchaser plaintiffs in an antitrust class action alleging a nationwide conspiracy to fix the prices of chemicals used to make polyurethane foam. Four defendants—Bayer, BASF, Huntsman and Lyondell—settled for a total of $139.5 million, while the case against the fifth manufacturer, Dow Chemical, went to trial. After a four-week jury trial, in which Mr. Pierson was one of the trial lawyers for the class, the jury returned a $400 million verdict for the plaintiffs, which is trebled under federal antitrust law to more than $1 billion, the largest verdict in the country in 2013, as reported by the National Law Journal. The U.S. Court of Appeals for the Tenth Circuit affirmed the judgment, and the case against Dow Chemical was settled for $835 while the matter was pending before the United States Supreme Court (resulting in a total recovery of $974.5 million in the case).
- Community Health Care System Litigation: Cohen Milstein is co-counsel representing an emergency room doctor and nurse in a whistleblower lawsuit alleging Community Health Care System defrauded the federal government in connection with health care bills. Cohen Milstein was co-counsel representing an emergency room doctor and nurse who brought claims against CHC under the False Claims Act. Mr. Pierson led Cohen Milstein's team in the case, which was brought under the False Claims Act. The case was resolved for $94 million.
- Electronic Books Antitrust Litigation: Cohen Milstein is co-lead counsel in a class action lawsuit alleging that Apple and five of the leading U.S. publishers conspired to raise the retail prices of e-books. Mr. Pierson led the Cohen Milstein team, which secured class certification, defeated motions to exclude the class expert, and successfully moved for exclusion of most of Apple's expert testimony. The five publishing defendants settled for $166 million and a settlement was reached with Apple shortly before trial for an additional $450 million.
- Guantanamo Litigation: Mr. Pierson represented Alla Ali Bin Ali Ahmed, a young man who had been arrested with many others while residing in a house in Pakistan and was then incarcerated in Guantanamo without a judicial hearing for more than seven years. After filing a habeas corpus petition, Mr. Pierson represented Mr. Ahmed at a multi-day evidentiary hearing before a United States District Court judge. At the conclusion of the hearing, the District Court ruled that the evidentiary record did not support Mr. Ahmed's detention and ordered that he be released from Guantanamo and

returned to his home country.

Mr. Pierson was named one of the 500 leading lawyers in the United States in 2013 and 2014 by LawDragon 500 and was one of six lawyers selected by Law360 in 2014 as an MVP in the field of competition law. A champion for civil rights, he is a member of the Board of Trustees for the Lawyers' Committee for Civil Rights Under the Law, a national organization, and a Member of the ACLU of Maryland's Committee on Litigation and Legal Priorities.Mr. Pierson attended Macalester College, earning a B.A., magna cum laude, in Economics and Political Science, and graduated from the University of Michigan Law School, magna cum laude, where he was a Note Editor of the Michigan Law Review and a member of the Order of the Coif. Following law school, he served as a Law Clerk for the Honorable Harry T. Edwards, United States Court of Appeals for the District of Columbia Circuit, from 1983-1984 and as a law clerk for the Honorable Chief Judge John Feikens, United States District Court for the Eastern District of Michigan, from 1984-1985.

J. Douglas Richards

J. Douglas Richards is a Partner in the Antitrust practice group, having joined the firm in 2009. Mr. Richards has had a long, extensive and eclectic career, litigating on behalf of defendants for 16 years, serving as a government regulator at the Commodity Futures Trading Commission ("CFTC") and representing plaintiffs for the past 16 years. As a result, he brings a global understanding of antitrust litigation.

Mr. Richards' extensive experience litigating both Commodity Exchange Act and Sherman Act claims and his expertise in the antitrust class action field is widely recognized. He was named one of twenty-two antitrust "Litigation Stars" nationally, as one of the world's leading competition lawyers by *The International Who's Who of Competition Lawyers and Economists* (2014), and has received the highest available peer ranking for many years from *Martindale-Hubbell*. Mr. Richards has been appointed co-lead counsel in numerous large antitrust class actions in the Southern District of New York (SDNY) and nationally. Mr. Richards has argued dozens of appeals, among them a number of antitrust matters that have helped shape the landscape of antitrust law, including *Bell Atlantic v. Twombly*, 550 U.S. 544 (2007) before both the Second Circuit and the United States Supreme Court, and Second Circuit cases like *In re Tamoxifen Citrate Antitrust Litig.*, 429 F.3d 370 (2d Cir. 2005), cert. denied, 127 S.Ct. 3001 (2007), and *Kruman v. Christie's Int'l PLC*, 284 F.3d 384 (2d Cir. 2002).

Mr. Richards possesses extensive experience in the Commodity Exchange Act field, having served as Deputy General Counsel of the Commodity Futures Trading Commission ("CFTC") from 1997 to 2000. During that time, Mr. Richards assumed responsibility for all litigation by and against the CFTC (including personally arguing numerous appeals on behalf of the CFTC), and for two of those years simultaneously managed the CFTC's adjudicatory functions. In 1999, the Commission awarded Mr. Richards a Special Service Award for performing those two roles at the same time and successfully eliminating a long-standing backlog of Commission adjudicatory matters.

Mr. Richards is a leading lawyer nationwide in pharmaceutical antitrust litigation, a specialization that requires a deep understanding of the drug industry, patent law, FDA regulation and trade regulation. Starting in 2000 with the *Cipro* litigation, Mr. Richards was co-lead counsel on several antitrust lawsuits challenging the pharmaceutical industry's practice known as pay-for-delay, or reverse payments. Many of those cases hit a roadblock in the courts, when the courts adopted a scope of patent rule. Following the Supreme Court's decision in *Actavis* in 2012, the Supreme Court overruled the legal standards that had been adopted in the

lower courts of appeals and opened the door for further litigation. In the wake of *Actavis*, Mr. Richards leads a team of litigators that have filed new pay-for-delay reverse payments cases.

Mr. Richards graduated with honors from the University of Chicago, majoring in Economics, and earned his J.D. from Harvard Law School. Prior to joining Cohen Milstein, Mr. Richards served as head of the antitrust class action group at two major plaintiffs firms and, before that and his government service at the CFTC, Mr. Richards served as a litigation partner in a boutique law firm. He is a noted speaker at professional conferences, discussing the trends in commodities and pharmaceuticals antitrust law. He has written extensively about antitrust laws, including chapters for books edited by the American Antitrust Institute covering issues of class action practice, law reviews, and other scholarly publications.

Karen L. Handorf

Karen L. Handorf is a Partner at Cohen Milstein, and chair of the Firm's Employee Benefits (ERISA) Practice Group. She joined the Firm in 2007, following a distinguished career in government service, litigating ERISA cases in federal appellate and district courts. In her role as head of the Employee Benefits Practice, Ms. Handorf represents the interests of employees, retirees, plan participants and beneficiaries in ERISA cases in the district courts and on appeal.

Ms. Handorf is involved in litigation and appeals involving a broad range of employee benefits issues including church plans. In Kaplan v. St. Peter's Healthcare System, she represents a class of 2,800 participants in an alleged church plan, a case in which the Court of Appeals upheld the rights of St. Peter's pension fund participants to a fully funded pension plan. In addition, she currently leads a team of litigators in a series of church plan lawsuits alleging that health care systems wrongfully claim their benefit plans are exempt from ERISA's protection. Ms. Handorf is overseeing and developing these cases.

Prior to joining Cohen Milstein, Ms. Handorf was an attorney for the U.S. Department of Labor (DOL), where she litigated ERISA cases in federal appellate and district courts for 25 years. While at the DOL, she played a major role in formulating the Government's position on ERISA issues expressed in amicus briefs filed by the Solicitor General in the United States Supreme Court.

She began her ERISA career as a trial attorney in the Plan Benefits Security Division (PBSD), where she litigated actions brought by the Secretary of Labor for violations of the fiduciary standards of ERISA and handled appellate matters. In 1989, she was appointed Counsel for Decentralized and Special Litigation responsible for supervising the DOL's ERISA appellate litigation, district court litigation brought by regional offices of the Solicitor of Labor and administrative litigation involving the civil penalty provisions of ERISA. At the DOL, Ms. Handorf established and supervised PBSD's amicus brief writing program, which addressed a wide range of novel and difficult ERISA issues in both state and federal court. In 2001, she was appointed Deputy Associate Solicitor of PBSD. As the Deputy Associate Solicitor, she was responsible for overseeing litigation brought by the Secretary of Labor and legal advice provided to the Employee Benefit Security Administration, which administers Title I of ERISA. In 2005, she returned to her position as supervisor of the ERISA appellate and amicus brief writing program, serving as Counsel for Appellate and Special Litigation.

Currently, Ms. Handorf is litigating a series of church plan cases, including:

- Saint Peter's Healthcare System Church Plan Litigation: Cohen Milstein is co-lead counsel in Kaplan v. St. Peter's Healthcare System alleging that the defendants wrongfully claim their pension plan is

exempt from ERISA protection. Ms. Handorf argued the case before the U.S. Court of Appeals for the Third Circuit, which unanimously ruled that St, Peter's pension plan does not qualify as a "church plan." The Third Circuit further noted that as of 2012, religiously affiliated hospitals accounted for seven of the nation's 10 largest nonprofit healthcare systems and that to construe the church plan exemption to apply to such hospitals would defeat the purpose of ERISA. The ruling is likely to set the tone for other church plan litigation.

Her past successes include:

- Goodyear Litigation: Ms. Handorf represented a class of 30,000 Goodyear union retirees in Redington v. Goodyear (N.D. Ohio), in which Cohen Milstein obtained approval of a class action settlement between the retirees, Goodyear and the United Steel Workers, resulting in the establishment of a $1 billion trust through which retiree health care benefits will be provided in the future.

Ms. Handorf is a recipient of the Department of Labor Distinguished Career Service Award, and received Exceptional Achievement Awards for her work on ERISA 401(k) plan remedies, the amicus brief in the Enron litigation, retiree health care, the amicus program in general, the appellate brief in the Department's Tower litigation, termination annuities litigation and multiple employer welfare arrangement (MEWAs) litigation.

Ms. Handorf has been recognized for her expertise by her colleagues in the ERISA bar, who named her a Fellow of the American College of Employee Benefits Counsel. She is a frequent speaker on ERISA issues for the ABA, various bar associations and private seminars, and serves as plaintiffs' co-chair of preemption subcommittee of the Employee Benefits Committee of the ABA's Labor Section. In 2016, she was named to the *Best Lawyers in America*.

Ms. Handorf attended the University of Wisconsin-River Falls, where she received a B.S. in Speech and History, and earned her law degree from the University of Wisconsin Law School.

Martha Geer

Judge Martha Geer is a Partner at Cohen Milstein and will be head of the firm's new Raleigh, North Carolina office. She joined the firm in May 2016 after a distinguished career on the North Carolina Court of Appeals. Judge Geer's background – almost two decades as a respected litigator and appellate advocate handling complex civil litigation followed by more than 13 years as a rarely-reversed appellate judge – is a composite of experience few attorneys have. Her combined litigation and judicial experience gives her a unique perspective and insight that will benefit her clients at the trial level and on appeal. In returning to private practice, Judge Geer will practice across all of the firm's areas of expertise, working at both the trial and the appellate levels.

Judge Geer was first elected to the North Carolina Court of Appeals in 2002, receiving more than a million votes statewide. In 2010, because of her reputation as a fair and impartial judge, she garnered bipartisan support that resulted in her winning re-election by a 20-point margin. During her tenure on the Court, Judge Geer has heard more than 3,800 appeals, authored more than 1,350 opinions, and had her opinions reversed less than 2% of the time. As one of the most experienced Court of Appeals judges, Judge Geer has been responsible for hearing and deciding appeals on a wide variety of issues involving almost every area of law. She also served on the Court's Executive Committee, which works with the Chief Judge in administration of

the Court. During her service on the Court, she was named Outstanding Appellate Judge by the North Carolina Advocates for Justice.

Judge Geer's time on the bench has enhanced her ability to understand what judges – trial and appellate – need and want to know in order for clients to prevail at both the trial and appellate levels. Because of the similarity of intermediate appellate courts across jurisdictions, her experience and knowledge gained in North Carolina is valuable in litigation and appeals pending in all jurisdictions including the federal courts, making her a unique resource for clients. In addition, Judge Geer's reputation as an intelligent, practical, fair, and unbiased judge increases her credibility when arguing before other judges whether at the trial level or on appeal.

Illustrating the diversity of practice areas involved in her opinions, in *Boyd v. Robeson County*, Judge Geer wrote an opinion holding in a case of first impression for North Carolina that the office of a county sheriff is a "person" that may be sued under 42 U.S.C. § 1983, allowing an inmate to sue for violation of her Eighth Amendment rights when a jail failed to provide medical treatment after her appendix burst. In another opinion authored by Judge Geer, *Diggs v. Novant Health Inc.*, the Court held, again in a case of first impression, that a hospital could be liable under an apparent agency theory for the negligence of independent contractor anesthesiologists. In *Mason v. Dwinnell*, Judge Geer's opinion held that a trial court had authority, under the federal constitution, to award custody of a child, including visitation, to a same-sex domestic partner who was not a legal parent of the child. Judge Geer's opinion in *Blinson v. State* upheld the constitutionality, under the federal and state constitutions, of economic tax incentives granted to corporations in order to bring jobs to the State.

Prior to going on the bench, Judge Geer was a partner with two leading North Carolina plaintiffs' firms and was one of the founders of the second firm. She was a highly respected trial and appellate litigator known for obtaining cutting-edge and precedent-setting victories in a diverse set of practice areas, including among others, securities litigation, labor and employment law, ERISA, antitrust and trade regulation, commercial litigation, consumer protection, and constitutional and civil rights litigation (including suits against the State, sheriffs, counties, and municipalities). She was selected for inclusion in *Best Lawyers in America*, and recognized by the journal *Business North Carolina* as one of North Carolina's "Legal Elite" – a list of the top 200 lawyers in the State.

Judge Geer began her legal career with Paul Weiss Rifkind Wharton & Garrison where she was taught that a bright, hardworking lawyer, willing to learn, can handle any type of litigation – a philosophy that led to her eclectic practice upon leaving Paul Weiss. While at Paul Weiss, she had the privilege of working with nationally-respected litigators, including legal icons such as Arthur Liman, on high profile cases including the litigation arising out of the attempt to corner the silver market in 1979-1980. She also gained experience defending shareholder derivative and corporate takeover litigation. Judge Geer did substantial pro bono work, including being part of a team that obtained a stay of execution on behalf of a mentally retarded man on death row who was subsequently shown to be innocent by DNA testing, once such testing finally became available. That work led to her being one of the recipients of the 2004 Dybwad Humanitarian Award, the highest honor of the American Association on Intellectual and Developmental Disabilities.

As both a judge and a lawyer, Judge Geer has worked to improve the quality of legal representation through service on the Appellate Specialization Committee of the North Carolina State Bar, the Appellate Rules Committee of the North Carolina Bar Association, the Board of Governors of the North Carolina Advocates for

Justice, and various committees of the American Bar Association and other bar association groups. She is also a highly sought after teacher of continuing education programs for both other judges and lawyers.

Judge Geer received her B.A. *summa cum laude* from Bryn Mawr College and her J.D. with high honors from the University of North Carolina School of Law where she was a Morehead Fellow and served as Managing Editor of the *North Carolina Law Review*.

Geoffrey Graber

Geoffrey Graber is a Partner at Cohen Milstein and a member of the Consumer Protection practice group. In this role, Mr. Graber specializes in complex litigation aimed at protecting consumers deceived and harmed by consumer service providers such as banks, insurance and health care companies. In addition, he is a member of the Commercial Contingency practice and also represents whistleblowers under the False Claims Act.

Currently, Mr. Graber is litigating the high-profile lawsuit arising out of the massive data breach at Anthem Inc. that compromised the personal identification and health information of more than 80 million customers of the health care company. The lawsuit alleges the company failed to take adequate measures to ensure its data systems were protected, failed to take available steps to prevent and stop the breach from happening, and failed to disclose to its customers the material facts that it did not have adequate computer systems and security practices to safeguard customers' financial accounts and personal data. Mr. Graber is involved in all aspects of the litigation.

Prior to joining the firm in 2015, Mr. Graber served as Deputy Associate Attorney General and Director of the Residential Mortgage-Backed Securities (RMBS) Working Group at the United States Department of Justice (DOJ).

As Director of the RMBS Working Group, Mr. Graber oversaw the DOJ's nationwide investigation into the packaging and sale of mortgage-backed securities leading up to the financial crisis. He supervised and coordinated the efforts of over 100 prosecutors, lawyers, investigators and analysts from the DOJ. Mr. Graber also worked closely with senior officials from the United States Securities & Exchange Commission, the Department of Housing and Urban Development, the Inspector General's Office for the Federal Finance Agency and the offices of more than 10 state attorneys general.

The investigations overseen by Mr. Graber ultimately recovered more than $36 billion. These recoveries include the record-breaking $16.65 billion settlement reached in August 2014 with Bank of America – the largest settlement with a single entity in U.S. history – as well as settlements with Citigroup ($7 billion) and JP Morgan ($13 billion).

Earlier in his tenure at the DOJ, Mr. Graber served as Counsel in the Civil Division, where he proposed and then led the three-year investigation of Standard & Poor's and its ratings of structured finance products from 2004 to 2007. As the lead lawyer overseeing the investigation, he supervised a team of over 50 prosecutors, DOJ lawyers, investigators and analysts. The investigation, which made groundbreaking use of the Financial Institutions Reform, Recovery and Enforcement Act of 1989 (FIRREA), resulted in the largest enforcement action filed by the United States concerning the financial crisis (United States v. Standard & Poor's).

Before joining the Department of Justice, Mr. Graber was an associate at a top-tier defense firm, where he defended Fortune 500 companies and their officers and directors in securities and derivative suits, consumer class actions and government investigations. Mr. Graber also devoted substantial time to pro bono representation of indigent individuals and families in civil rights actions against local law enforcement.

In 2014, Mr. Graber received the Attorney General's Distinguished Service Award for his work relating to the $13 billion settlement with JP Morgan – including, at the time, the largest FIRREA penalty recovered by the Department of Justice. In October 2015, he again received the Attorney General's Distinguished Service Award for his work on the successful investigation of and litigation against S&P.

Mr. Graber received his undergraduate degree in Philosophy from Vassar College, and earned his law degree from the University of Southern California Law School, where he served as the Managing Articles Editor on Southern California Law Review.

Leslie M. Kroeger

Leslie M. Kroeger is a Partner at Cohen Milstein, and a member of the firm's Catastrophic Injury & Wrongful Death, Managed Care Abuse, and Unsafe & Defective Products practice groups. Ms. Kroeger joined Cohen Milstein in January 2014 and is based in the firm's Florida office. She specializes in complex, high-profile product liability, wrongful death, and managed care abuse litigation.

Ms. Kroeger is a highly accomplished civil trial attorney who began her legal career in the courtroom as an Assistant Public Defender and later became an Assistant State Attorney in Miami-Dade County, Florida. She then moved into private practice where she continues to handle a variety of complex civil litigation matters both in the state of Florida and nationwide.

Currently, Ms. Kroeger is litigating the following notable matters:

- HCA: Cohen Milstein is co-lead counsel in a class action lawsuit alleging that two Florida women and others like them were billed inflated and exorbitant fees for emergency radiology services covered in part by their Florida Personal Injury Protection (PIP) insurance. Ms. Kroeger is involved in all aspect of the litigation charging HCA hospitals with gouging patients with PIP coverage. The case is ongoing.
- United States of America, et al. v. AIDS Healthcare Foundation, Inc.: Cohen Milstein represents three former managers of the AHF in a Federal and Florida State Whistleblower Act claims against the nation's largest provider of HIV/AIDS medical care for illegal patient referral kickbacks. Ms. Kroeger has been involved in all aspects of the litigation. The case is ongoing.

Ms. Kroeger has successfully litigated the following lawsuits:

- *Mincey v. Takata*: Cohen Milstein was lead counsel in a lawsuit brought on behalf of Patricia Mincey and her family, a Florida woman who sustained catastrophic injuries that rendered her a quadriplegic in 2014 when the driver's side airbag in her Honda Civic deployed too aggressively during a collision due to a product defect. Patricia Mincey passed away in early 2016 due to complications from her quadriplegia casued by the problematic airbag. The suit charged that Takata, the manufacturer of the airbag system, knew of the airbag defect and hid the problem from consumers. Evidence uncovered by the firm showed that Takata concealed the defective nature of the airbag system for more than a decade. The case was resolved in July 2016

- *Quinlan v. Toyota Motor Corporation*: Cohen Milstein was lead counsel in a product liability case filed against Toyota Motor, alleging that manufacturing defects in the defendant's car caused the car being driven by the plaintiff Quinlan to suddenly accelerate and go out of control, resulting in catastrophic injuries that left him a quadriplegic. The defendant entered into a settlement, which is confidential. Ms. Kroeger was engaged in all aspects of the litigation.
- *Love v. Walmart*: Ms. Kroeger represented individual female Walmart employees in a lawsuit alleging that the company discriminated against them on the basis of their sex. The defendant reached a confidential settlement with the plaintiffs.
- Caterpillar Antitrust Litigation: Cohen Milstein was co-lead counsel in a nationwide product liability class action lawsuit alleging Caterpillar sold diesel engines with defective exhaust emissions system that resulted in power losses and shutdowns. Ms. Kroeger was involved all aspects of the litigation.

Ms. Kroeger has achieved an AV rating from Martindale-Hubbell, and has been recognized by Best Lawyers in the field of Product Liability Litigation – Plaintiffs. She was recently named to Law360's Product Liability Editorial Advisory Board. She speaks frequently on strategies and tactics for addressing the standards for expert witness testimony in light of the Supreme Court's Daubert ruling.

Ms. Kroeger currently serves as the Secretary on the Executive Committee of the Florida Justice Association and is past Chair of the Women's Caucus. She serves on the Florida Bar Professional Ethics Committee. She is Past President of the Martin County Chapter of the Florida Association for Women Lawyers and is on the Board of Directors of Guardians for New Futures; as well as serving as an active member of The Florida Bar, the American Association for Justice, the Palm Beach County Bar Association, the Martin County Bar Association, the Palm Beach County Justice Association, and the Florida Association for Women Lawyers, Martin County Chapter.

Ms. Kroeger graduated with high honors from the University of Tennessee at Knoxville, and obtained her law degree from the Cumberland School of Law, Samford University. Following law school, she served in a trial clerkship in Miami.

Victoria S. Nugent

Victoria S. Nugent is a Partner at Cohen Milstein and Co-Chair of the Public Client practice group. She has been with the Firm since 2000 and her work has focused on consumer protection and public health and safety.

Ms. Nugent began at Cohen Milstein in the Firm's Consumer Protection & Unsafe Products Practice, where she focused on consumer protection and public health litigation. Past cases include In re StarLink Product Liability Litigation, in which she represented farmers suing Aventis CropScience after an unapproved variety of genetically modified corn was detected in the U.S. corn supply and drove down prices for all U.S. corn exports. More than $100 million was recovered for the class in a landmark settlement. In 2009 and 2010, Ms. Nugent filed suit on behalf of consumers challenging the post-transaction marketing practices (also sometimes called "negative option marketing") and in two significant rulings persuaded federal courts in California and Washington that these practices run afoul of state consumer protection laws. Ms. Nugent has argued cases before the high courts of Georgia, Nebraska and the District of Columbia, as well as the federal D.C. Circuit Court of Appeals.

Ms. Nugent joined the Firm's Public Client Practice Group in 2011, where she is currently, representing several states in investigations into Medicaid and consumer fraud by numerous for-profit nursing home chains that

promised, but failed to provide, basic care to their elderly residents. Ms. Nugent has been overseeing all aspects of these investigations.

Ms. Nugent has represented public clients on other matters involving consumer and financial fraud. Some of her successes include:

- Represented the states of Arizona and Nevada in litigation against Bank of America for deceptive conduct in connection with servicing approximately 500,000 mortgages; resulting in financial payments to consumers and the states, commitments to mortgage modifications and other equitable relief valued at nearly $1 billion.
- Represented the state of Nevada in investigations into the conduct of Deutsche Bank and the Royal Bank of Scotland, two of the investment banks that encouraged and enabled the predatory lending practices of retail lenders. Ms. Nugent helped develop the State's legal theories and claims and handled numerous aspects of these investigations.

Prior to joining the Firm, Ms. Nugent worked for seven years at Public Citizen, a national consumer advocacy organization. There, she worked on many legislative and regulatory campaigns addressing issues that ranged from automobile safety to international trade policy. After graduating from law school in 1998, Ms. Nugent received a two-year fellowship sponsored by the National Association for Public Interest Law (NAPIL). As a NAPIL Fellow, she worked at Trial Lawyers for Public Justice, where she helped develop and prosecute impact litigation in the areas of arbitration, banking, credit and insurance.

Ms. Nugent has served on the D.C. Bar Committee on the Rules of Professional Conduct since 2012.

Benjamin D. Brown

Benjamin D. Brown is a Partner at Cohen Milstein, and a member of the Antitrust Practice Group, having joined the firm in 2005. Mr. Brown, who previously served in the Antitrust Division of the United States Department of Justice, brings to his role extensive experience leading complex litigation, particularly antitrust class actions.

Mr. Brown has been appointed by federal courts to serve as co-lead counsel or on steering committees for plaintiffs in numerous important matters, such as In re Plasma-Derivative Protein Therapies Antitrust Litigation (N.D. Ill.); Allen, et al. v. Dairy Farmers of America, Inc. (D. Vt.); and In re Puerto Rican Cabotage Antitrust Litig. (E.D. Ca.). He has led cases through trial and argued appeals and stands ready to take cases through to the finish line.

Mr. Brown is also a leader in the area of takings cases, claims that are brought under the Fifth Amendment of the U.S. Constitution for the unconstitutional taking of property without compensation. He also represents individuals or groups in litigations and confidential arbitrations involving complex commercial disputes, particularly those involving regulated markets.

Currently, Mr. Brown is litigating a number of large, complex antitrust lawsuits, where he plays a prominent role and leads all aspects of the litigation, from deciding on the claims to be brought, the strategy to be pursued and charting the course of the case. Notable matters include:

- Mixed Martial Arts (MMA) Antitrust Litigation: Cohen Milstein is co-lead counsel in a class action on behalf of elite MMA fighters alleging that Zuffa LLC – commonly known as the Ultimate Fighting

Championship or "UFC" – has unlawfully monopolized the markets for promoting live professional MMA bouts and for purchasing the services of elite professional MMA fighters. The district court denied the defendant's motion to dismiss the case in September 2015 and discovery is ongoing. Mr. Brown is co-lead in the class action lawsuit.

- Northeastern Dairy Antitrust Litigation: Cohen Milstein is co-lead counsel in a class action lawsuit on behalf of Northeast dairy farmers against Dairy Farmers of America (DFA) and Dean Foods Company charging a conspiracy to reduce competition for raw milk and that DFA monopolized the milk market in the Northeast, forcing dairy farmers to market their milk through DFA or its affiliate Dairy Marketing Services (DMS). Dean has settled its liability and the case against DFA is ongoing.
- People of the State of California v. American Express Unfair Competition Litigation: Cohen Milstein is counsel for the City of San Francisco in litigation alleging that American Express, by prohibiting merchants from steering consumers to less costly payment methods (including debit cards and cash), is responsible for unlawful overcharges borne by retailers and, indirectly, all California consumers. Mr. Brown is lead outside counsel to the city in the ongoing litigation.

Mr. Brown is also currently litigating a number of takings lawsuits, including the following notable matters:

- Ideker Farms, et al. v. the United States of America: Cohen Milstein represents Ideker Farms and more than 400 other plaintiffs located in six states along the Missouri River in a mass action lawsuit in the U.S. Court of Federal Claims alleging that the federal government took land and flooding easements over lands owned by farmers without any compensation in violation of the takings clause of the Fifth Amendment. Mr. Brown has been directing and leading all aspects of the litigation for the Cohen Milstein team. The case is set to go to trial in 2017.
- Big Oak Farms, Inc., et al. v. the United States of America: Cohen Milstein represents a group of farmers along the Mississippi River in a Fifth Amendment takings case alleging that the U.S. Army Corps of Engineers intentionally flooded plaintiffs' land without providing just compensation. Mr. Brown has been directing and leading all aspects of the litigation.

Mr. Brown also represents classes or individual corporations in the following commercial disputes:

- DairyAmerica Antitrust Litigation: Cohen Milstein is sole lead counsel of a putative class of dairy farmers who allege that defendants fraudulently misreported nonfat dry milk prices to the National Agricultural Statistics service, resulting in artificially depressed raw milk prices and unfairly depriving American dairy farmers of tens or hundreds of millions of dollars. Mr. Brown directs and leads all aspects of the litigation.
- Inmate Calling Services Provider Litigation: Cohen Milstein is on the executive committee in several nationwide class action lawsuits alleging that the providers of inmate calling services have charged inmates and their families unjust and unreasonable rates in violation of the Federal Communications Act and various state laws. Mr. Brown leads the Cohen Milstein team on these class action lawsuits. The litigation is ongoing.
- College Media Commercial Litigation: Cohen Milstein represents an e-commerce business in a breach of contract action against a former partner business. Mr. Brown leads that litigation, which is now pending in federal bankruptcy court.

The Legal 500 has recognized Mr. Brown as one of the nation's leading class action antitrust attorneys and he has been listed as one of Washington D.C.'s "Leading Star" Plaintiffs' Litigators by Benchmark Litigation,

recognizing his writing, his depositions and his arguments in court. He is a frequent panelist at legal industry gatherings and is a recognized expert on antitrust litigation whose opinions on the newest developments and trends in antitrust litigation are often quoted in the media. Mr. Brown is a contributing author of the ABA's Antitrust Class Actions Handbook, and has served as a state editor for the ABA's Survey of State Class Action Law. He authored several chapters on private antitrust recovery actions for the Global Competition Review's Antitrust Review of the Americas, and co-authored with fellow partner Douglas Richards, "Predominance of Common Questions – Common Mistakes in Applying the Class Action Standard," Rutgers Law Journal (Vol. 41).

Mr. Brown joined Cohen Milstein's Antitrust Practice following four years as a trial attorney with the Antitrust Division of the United States Department of Justice. At the Department of Justice, Mr. Brown led and assisted in numerous investigations, litigations and trials involving antitrust activity and mergers. Mr. Brown also served as a Special Assistant United States Attorney in the Eastern District of Virginia, where he prosecuted criminal cases. Prior to serving in the U.S. Department of Justice, Mr. Brown was in private practice, where he counseled defendants in antitrust litigation matters. This experience has provided him with insights into defense strategies and has earned him the respect of defendants' counsel.

Mr. Brown attended the University of Wisconsin – Madison, where he graduated Phi Beta Kappa, majoring in Philosophy, and earned his J.D, from Harvard Law School, graduating cum laude. He served as Law Clerk to the Hon. Chief Judge Juan R. Torruella, U.S. Court of Appeals for the First Circuit. The United States District Court for the District of Columbia has honored Mr. Brown for his outstanding commitment to pro bono litigation.

Manuel J. Dominguez

Manuel J. ("John") Dominguez is a Partner at Cohen Milstein, and a member of the Antitrust practice group. Mr. Dominguez specializes in complex, multi-district antitrust litigation, representing individuals and businesses that have been harmed by anticompetitive business practices. Mr. Dominguez, in addition, plays a significant role in the practice group identifying and investigating potential antitrust violations.

Mr. Dominguez has been litigating complex antitrust and consumer cases for more than 20 years, and has served as lead counsel and handled numerous high-profile, high-stakes cases during that time. His efforts have enabled aggrieved businesses and consumers to recover hundreds of millions of dollars. He litigated and resolved cutting-edge litigation against AOL for allegedly unlawfully collecting the Internet search data of millions of users and making their private information available for downloading by the general public. Earlier in his career, Mr. Dominguez litigated a highly significant securities matter that settled for hundreds of millions of dollars involving Symbol Technologies Inc., a barcode technology maker that intentionally overstated its revenues through premature revenue recognition, improper consignments arrangements and channel stuffing.

Mr. Dominguez, who joined Cohen Milstein in 2011, has assisted the firm in developing its investigatory and case development groups. He is a hands-on litigator who is currently representing plaintiffs in antitrust litigation involving alleged price-fixing and anticompetitive monopolistic practices in various industries including truck transmissions, medical products, auto industry and finance, among others. Although Mr. Dominguez's practice is focused on antitrust litigation, he continues to be involved in securities and consumer matters.

Mr. Dominguez is currently representing direct purchasers in a series of Auto Parts antitrust class action lawsuits being litigated in the Eastern District of Michigan in Detroit. These cases stem from the largest antitrust investigation in the history of the U.S. Department of Justice, with over $1 billion in fines and multiple criminal indictments. Two of the cases, Wire Harnesses and Bearings, are scheduled to be the first cases to be considered for certification by the court. In these cases, Mr. Dominguez has significant responsibilities, including leading discovery efforts against defendants and assisting experts.

Mr. Dominguez is also co-lead counsel in the Truck Transmissions Antitrust Litigation alleging that Eaton Corp., the largest manufacturer of truck transmissions, and the four major truck manufacturers conspired to create a monopoly for transmissions used in heavy-duty trucks. Mr. Dominguez responsibilities include arguing all the major motions and deposing and defending nearly all the expert depositions in this matter. The case is currently up on appeal in the Third Circuit.

Mr. Dominguez began his career as an Assistant Attorney General serving in the Attorney General of the State of Florida's Department of Economic Crimes. In that role, he represented the state of Florida in prosecuting corporations and business entities for alleged violations of Florida's RICO, antitrust and Unfair and Deceptive Trade Practices Act statutes. Following his service as an Assistant Attorney General, Mr. Dominguez entered private practice, litigating and trying numerous cases involving unfair trade practices and other alleged violations of state and federal consumer protection statutes. In 2000, he joined a premier class action firm focused on antitrust and securities litigation; there, he rose to the head of the firm's antitrust and consumer practice groups. Mr. Dominguez recently won a significant motion to dismiss in a non-class action antitrust action brought on behalf of Doctors and practice groups against a major insurance company and hospital in Florida in Omni Healthcare, Inc. v. Health First, Inc. The issues presented and argued were issues of first impression for the middle district of Florida.

Mr. Dominguez is also nationally recognized for his knowledge of managing the discovery process in today's increasingly technologically complex business environment. He has made presentations on topics such as the impact of the new e-discovery amendments to the Federal Rules of Civil Procedure, and has also participated in The Sedona Conference® Working Group 1, an organization at the vanguard of developing standards for electronic discovery.

Mr. Dominguez formerly served as the Chair for the Antitrust, Franchise & Trade Regulation Committee of the Florida Bar's Business Law Section. Mr. Dominguez previously served as the Vice Chair of this committee and was a member of the Executive Council of Florida Bar's Business Law Section. He is also co-author of an article that appeared in the Florida Bar Journal, "The Plausibility Standard as a Double Edge Sword: The application of Twombly and Iqbal to Affirmative Defenses" (Vol. 84, No. 6).

Mr. Dominguez received a B.A. from Florida International University, and earned his J.D. from the Florida State University Law School, graduating with honors. In law school, he was a member of the Transnational Journal of Law and Policy.

Brent W. Johnson

Brent W. Johnson is a Partner at Cohen Milstein and a member of the Antitrust practice group. Along with Daniel Small, Mr. Johnson leads the group's new case investigations.

Mr. Johnson has considerable expertise in complex antitrust litigation and class actions, representing businesses and individuals as plaintiffs in federal and state civil actions with a focus on multi-district class actions. His class action experience spans multiple industries, such as motion pictures, dairy, building materials, chemicals, automotive parts, processed foods, private equity, adhesives and others. His practice encompasses a broad variety of antitrust claims, including Sherman Act Section 1 restraints of trade and Section 2 monopoly and monopsony claims. He has argued before federal district courts and state trial and appellate courts and brought cases to trial.

Mr. Johnson's recent successes include the following notable antitrust class actions:

- Northeast Dairy: In *Allen vs. Dairy Farmers of America* (D. Vt.), Mr. Johnson serves as lead counsel for one of two certified subclasses of Northeast dairy farmers against Dairy Farmers of America and Dairy Marketing Services who fixed the price of raw milk, allocated markets and agreed not to solicit dairy farmers to supply raw milk. Defendant Dean Foods Company settled for $30 million, and the Court has preliminarily approved a $50 million settlement with the remaining defendants, DFA and DMS.
- Bulk Bleach: In *Grand Strand v. Oltrin* (D. S.C.) Mr. Johnson was personally appointed co-lead Class Counsel and led the CMST team in representing a class of direct purchasers of bulk bleach, including municipal water authorities and others, against that product's manufacturers who engaged in an illegal market allocation agreement. The Court approved a settlement worth nearly all of the class's single damages and remarked that the case had been "skillfully handled."
- Urethanes (Polyether Polyols): Mr. Johnson serves as co-lead counsel in *In re Urethane Antitrust Litigation* (D. Kan.), on behalf of a certified class of direct purchasers of several types of chemicals who were overcharged as a result of a nationwide price-fixing and market allocation conspiracy. In the litigation, multiple defendants collectively settled for over $130 million, and a jury verdict of $1.1 billion was secured against Dow Chemical, the final defendant, in 2013. Dow ultimately settled for $835 million while the case was on appeal before the Supreme Court, bringing the total recovery to $974 million – nearly 250% of the damages found by the jury.
- Blue Cross Blue Shield of Michigan: Mr. Johnson serves as co-lead counsel in *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.), representing a class of purchasers of hospital services against Blue Cross Blue Shield of Michigan for agreeing to MFN provisions in its contracts with hospitals throughout Michigan that required those hospitals to charge other insurers as much or considerably more for services provided to class members. The Court has finally approved a settlement with BCBSM for nearly $30 million.

Currently, Mr. Johnson is litigating the following antitrust class actions:

- VFX/Animation Workers: In *In re Animation Workers Antitrust Litigation* (N.D. Cal.), Mr. Johnson serves as co-lead counsel representing a class of animation and visual effects workers in a lawsuit alleging that the defendants, who include Pixar, Lucasfilm Ltd. and DreamWorks Animation, secretly agreed not to solicit class members and to coordinate on compensation.
- Drywall: Mr. Johnson serves as co-lead counsel in *In re Domestic Drywall Antitrust Litigation* (E.D. Pa.), representing a class of direct purchasers of drywall against drywall manufacturers for price-fixing. The Court has preliminarily approved a settlement of $40 million with a major defendant, and denied summary judgment to four defendants. The case is ongoing.
- Automotive Parts: In *In re Automotive Parts Antitrust Litigation* (E.D. Mich.), Mr. Johnson represents direct purchasers of wire harnesses, bearings and other automotive parts who were overcharged as a

result of price-fixing and bid-rigging conspiracies by various sets of defendants throughout the automotive parts industry.

Prior to joining Cohen Milstein in 2009, Mr. Johnson practiced at one of the world's premier full-service global law firms, where he focused on antitrust litigation. Some of Mr. Johnson's matters included:

- *Feesers, Inc. v. Michael Foods, Inc. and Sodexho, Inc.* (M.D. Pa.): Mr. Johnson was a member of the successful trial team that represented Michael Foods, a manufacturer of processed egg products and refrigerated potato products, in a three week trial of a Robinson-Patman Act action brought by a broad-line distributor of food products.
- *Dahl, et al. v. Bain Capital, et al.* (D. Mass.): Mr. Johnson represented The Carlyle Group in a class action where plaintiffs alleged collusion among certain private equity firms and investment banks in specific going-private transactions in violation of Section 1 of the Sherman Act.
- *In re Aftermarket Filters Antitrust Litigation* (N.D. Ill.): Mr. Johnson represented Champion Laboratories, a manufacturer of aftermarket automotive filters, in a class action where plaintiffs alleged a conspiracy among manufacturers to fix prices in violation of Section 1 of the Sherman Act.
- *National Laser Technology, Inc. v. Biolase Technology, Inc.* (S.D. Indiana): Mr. Johnson represented Biolase, the country's largest manufacturer of lasers for dental applications, against Sherman Act claims brought by a competitor aftermarket dental laser support company. The matter resulted in a favorable settlement for the client.

Mr. Johnson also advised clients in the insurance, commodities exchange, chemical and energy industries in obtaining clearance of mergers, acquisitions and joint ventures from the Federal Trade Commission and the Antitrust Division of the Department of Justice in connection with premerger notification proceedings under the Hart-Scott-Rodino Antitrust Improvements Act.

Mr. Johnson has significant experience in other complex civil litigation, including mass torts and government contracts.

Mr. Johnson graduated *magna cum laude* from Duke University, with a B.A. in Political Science and Spanish, and attended Stanford Law School, where he earned his law degree. He is a member of the ABA Section of Antitrust Law. Along with Emmy Levens, he recently published an article on ascertainability in the Spring 2016 issue of the ABA's *Antitrust* magazine. In his pro bono work, he has represented Covenant House Washington, D.C., Habitat for Humanity International Inc. and the Cystic Fibrosis Foundation.

Betsy A. Miller

Betsy A. Miller is a Partner at Cohen Milstein and Co-Chair of the Public Client practice group. Ms. Miller represents state Attorneys General and municipalities in civil law enforcement investigations and enforcement actions involving consumer fraud and false claims. She joined the firm in 2009, helping to launch the Public Client practice and bringing with her a broad legal background that includes government service, private-sector litigation, complex dispute-resolution skills and teaching experience. An accomplished litigator, the *National Law Journal* named Ms. Miller to its prestigious list of Rising Stars in 2009, an honor bestowed on only 40 attorneys under the age of 40 in Washington, D.C.

Prior to joining Cohen Milstein, Ms. Miller served as the Chief of Staff and Senior Counsel to the Attorney General for the District of Columbia. In that capacity, Ms. Miller managed high-profile legal issues and policy initiatives for the Attorney General, serving as the chief liaison to multiple agencies and members of the D.C. Council. Ms. Miller also served as the Mayor's lead labor and employment lawyer during the historic transition of the D.C. Public Schools from an independent agency to one operating under governmental supervision.

Ms. Miller previously served in the federal government as Counsel on the U.S. Senate Committee on the Judiciary, where she worked for Chairman Patrick J. Leahy (D-VT). Ms. Miller was responsible for handling presidential nominations to the federal judiciary, the Department of Justice, the Federal Bureau of Investigation and to U.S. Attorney's Offices.

Ms. Miller also spent eight years as a litigator for two premier defense firms, where she represented some of the nation's largest companies and individuals in matters including First Amendment issues, complex contract disputes, collective bargaining negotiations and arbitration, employment class actions and challenges to independent contractor classification. Her civil defense experience adds to Ms. Miller's deep and balanced litigation skillset.

Currently, Ms. Miller represents public clients in the following high-profile matters:

- The state of Mississippi's litigation against Moody's for misrepresenting its analytical services related to structured finance securities (such as CDOs, RMBS, and various mortgage-backed securities) as independent and objective. The lawsuit alleges that Moody's deceived the government and citizens of Mississippi because these analytical services were tainted by motives for increased profits and market share at the expense of independence and objectivity.
- A different state in its confidential investigation of a rating agency for misrepresenting its structured finance securities business model as independent and objective.
- The state of Hawaii in its litigation against Living Essentials, Inc., the creator of 5-Hour ENERGY, for misrepresenting the benefits of drinking its so-called "liquid energy shot."

Ms. Miller's investigation and litigation successes include matters in the financial, health care and employment law sectors. Recent examples include:

- Representing the state of Mississippi, a Lead State on the Executive Committee, in the landmark consumer fraud lawsuit against McGraw Hill Financial (a/k/a Standard & Poor's), over the misrepresentation of its structured finance securities business as independent and objective; resulting in a global resolution for 19 states, the District of Columbia and the United States Department of Justice in the amount of $1.375 billion.
- Representing the states of Arizona and Nevada in litigation against Bank of America for deceptive conduct in connection with servicing approximately 500,000 mortgages; resulting in financial payments to consumers and the states, commitments to mortgage modifications and other equitable relief valued at nearly $1 billion.
- Representing the state of Montana in an investigation of a Fortune 100 company regarding alleged misclassification of employees as independent contractors; resulting in a multi-million dollar resolution for the state.
- Representing other state attorneys general and municipalities in numerous confidential investigations and settlements.

Earlier in her career, Ms. Miller was a full-time mediator and negotiation consultant. She also was engaged by the Kennedy School of Government to evaluate mediation and arbitration programs across Central America, after which she contributed to a book on the same subject.

Ms. Miller has been a longstanding member of Georgetown University Law Center's adjunct faculty, which she joined in 2001. There, she teaches courses on mediation advocacy and negotiation strategy. She has taught intensive negotiation courses for practitioners attending Harvard Law School's Negotiation Institute (formerly Harvard's Program of Instruction for Lawyers), as well as for a variety of federal and state government agencies, law firms, corporations and non-profit organizations.

Ms. Miller has authored several articles, including her most recent publication, "Untapped Potential: Creating a Systematic Model for Mediation Preparation," which appears as Chapter 13 in the *AAA Handbook on Mediation* – Third Edition (2016).

Ms. Miller received her undergraduate degree in Comparative Literature from Dartmouth College, graduating *magna cum laude* and Phi Beta Kappa, and earned her law degree from Harvard Law School, where she was an editor on the *Harvard Human Rights Journal* and the *Harvard Latino Law Review*. She is the recipient of Harvard Law School's post-graduate Heyman Fellowship for government service and academic excellence and Harvard Law School's Kaufman Fellowship for public service. Following law school, she clerked for the Honorable Thomas Penfield Jackson in the U.S. District Court for the District of Columbia.

Gary L. Azorsky

Gary L. Azorsky is a Partner at Cohen Milstein, and Co-chair of the Firm's Whistleblower/False Claims Act Practice. Mr. Azorsky joined Cohen Milstein in 2012, establishing the practice. In his role, Mr. Azorsky pursues whistleblower cases under the federal and state false claims act statutes in the health care, pharmaceutical, banking and defense contractor industries and other industries that conduct business with the government. Mr. Azorsky specializes in the complex, highly detailed process for filing and pursuing these cases. In his practice, he has helped right wrongs and to recover nearly $2.5 billion in defrauded funds for federal and state governments, including hundreds of millions of dollars for whistleblower clients.

Most recently, Mr. Azorsky served as co-lead counsel in the qui tam action against the pharmaceutical company Wyeth pending in the District of Massachusetts, in which more states joined to intervene along with the government of the United States than had ever before intervened in a qui tam action. (*United States of America et al., ex rel. Lauren Kieff, v. Wyeth*, No.1:03-CV-12366-DPW [D.Mass.].) The $784.6 million settlement was the seventh-largest False Claims Act recovery on record and the second-largest recovery in history involving a single class of drugs. Mr. Azorsky worked alongside Department of Justice attorneys and states Attorneys General throughout the 12-year pendency of the case.

Mr. Azorsky was actively involved in precedent-setting cases, such as the series of Ven-A-Care cases, which were among the first large FCA multi-state cases and laid the groundwork for much of the false claims act litigation that goes on today. He has also represented whistleblowers in False Claims Act cases involving defense contractors, off-label marketing and misbranding by pharmaceutical companies and fraud in connection with the banking industry, for-profit colleges and student loan programs. In addition, Mr. Azorsky represents whistleblowers in tax fraud claims against large and small corporations through the IRS

Whistleblower Office, as well as whistleblowers alleging violations of the Foreign Corrupt Practices Act and violations of the federal securities laws filed with the SEC Whistleblower Office.

Mr. Azorsky served as co-counsel for the whistleblower on the following representative matters:

- *United States of America ex rel. Ven-a-Care of the Florida Keys Inc. v. Dey Laboratories, et al.*, Civil Action No. 05-11084 (D. Mass) ($280 Million settlement in December 2010)
- *United States of America ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 07-10248 (D. Mass.) ($280 Million settlement in December, 2010)
- *Florida ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 98-3-32A (Leon Cty., Fla.) ($6.5 Million settlement with Dey Laboratories, Inc. in March 2010)
- *Florida ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 98-3-32A (Leon Cty., Fla.) ($9.57 Million settlement with Schering-Plough in December 2009)
- *Florida ex rel. Ven-A-Care of the Florida Keys Inc. v. Boehringer Ingelheim Corp, et al.*, Civil Action No. 98-3-32A (Leon Cty., Fla.) ($8.5 Million settlement with Boehringer Ingelheim in December 2009)
- *Texas ex rel. Ven-A-Care of the Florida Keys Inc. v. Roxane Laboratories, Inc., Boehringer Ingelheim Pharmaceuticals, Inc., Ben Venue Laboratories, Inc. and Boehringer Ingelheim Corporation*, Civil Action No. GV3-03079 (Travis Cty., Tex.) ($10 Million settlement with Boehringer Ingelheim in November 2005)
- *Texas ex rel. Ven-A-Care of the Florida Keys Inc. v. Warrick Pharmaceuticals Corporation, Schering Plough Corporation, Schering Corporation*, Civil Action No. GV002327 (Travis Cty., Tex.) ($27 Million settlement with Schering-Plough in May 2004)
- *Texas ex rel. Ven-A-Care of the Florida Keys Inc. v. Dey, Inc., Dey, L.P.*, Civil Action No. GV002327 (Travis Cty., Tex.) ($18.5 Million settlement with Dey Laboratories, Inc. in June 2003)

Mr. Azorsky is recognized for his expertise. He has served as an expert witness in a legal malpractice case concerning qui tam practice. He has provided expert guidance on the False Claims Act in congressional hearings, as well as before the Vermont Senate Judiciary Committee in support of the passage of a False Claims Act for the state. In addition, he regularly speaks before professional audiences regarding the federal and state False Claims Acts.

Mr. Azorsky is a member of Taxpayers Against Fraud, a nonprofit, public interest organization dedicated to combating fraud against the Federal Government through the promotion and use of the Federal False Claims Act and its qui tam provisions. Prior to joining Cohen Milstein, in addition to his Whistleblower/False Claims Act practice, he was actively involved in groundbreaking civil rights, commercial and intellectual property litigation, including Internet and software industry-related litigation.

Mr. Azorsky is a graduate of the University of Pennsylvania, with a B.A. in English, and received his law degree from Cornell University Law School.

Jeanne A. Markey

Jeanne A. Markey, is a Partner at Cohen Milstein and Co-Chair of the firm's Whistleblower/False Claims Act practice group. She has successfully represented whistleblowers in federal and state cases across the country. Ms. Markey has extensive experience in Qui Tam litigation in the health care, defense and education industries, and has represented whistleblower clients in the public housing sector.

Ms. Markey is co-lead counsel in *United States of America et al., ex rel. Lauren Kieff, v. Wyeth*, a high-profile whistleblower case against pharmaceutical giant Wyeth (recently acquired by Pfizer). The lawsuit alleges that Medicaid, the healthcare program for the poor which is jointly funded by the federal and state governments, was defrauded when Wyeth falsely inflated the price of the acid suppression drug Protonix Oral from 2001 through 2006. Thirty-six states and the District of Columbia have joined with the United States to intervene in the Wyeth case – more states than have ever intervened in any other U.S. Qui Tam case.

She also served as the primary attorney representing the putative class in *Benzman v. Whitman*, a class action in Manhattan and Brooklyn against the U.S. Environmental Protection Agency. The claims were based on class members' exposure to contaminants contained in World Trade Center interior dust resulting from the 9/11 attacks.

Ms. Markey is admitted to practice law in the Commonwealth of Pennsylvania, the Eastern District of Pennsylvania and to the First Circuit Court of Appeals, Second Circuit Court of Appeals, and Eleventh Circuit Court of Appeals. She is a member of Taxpayers Against Fraud, a nonprofit, public interest organization dedicated to combating fraud against the Federal Government through the promotion and use of the Federal False Claims Act and its Qui Tam provisions, the Association of Qui Tam Attorneys, and frequently speaks about developments in the Qui Tam field. She received her B.A. (*cum laude*) from Colgate University and her J.D. from Cornell University Law School.

Christopher J. Cormier

Christopher J. Cormier is a Partner at Cohen Milstein and a member of the Antitrust practice group. In this role, he has tried cases and obtained settlements and judgments for his clients in excess of $1 billion. He is a member of the Antitrust practice group's New Case Committee as well as a member of the group's Client Committee.

Currently, Mr. Cormier is litigating the following notable matters:

- Anadarko Basin Oil and Gas Lease Antitrust Litigation: Co-lead counsel for plaintiffs in class actions alleging that Chesapeake Energy, SandRidge Energy and a former executive of both companies conspired to rig bids for leases of land held by private landowners in parts of Oklahoma and Kansas. This litigation follows the U.S. Department of Justice's early 2016 indictment of a co-founder and former CEO of Chesapeake Energy for allegedly participating in this bid-rigging conspiracy. Plaintiffs allege that Defendants illegally conspired to stabilize and depress the price of royalty and bonus payments paid to landowners in the Anadarko Basin oil and gas province — a massive geological formation holding natural gas and oil deposits that includes large parts of Oklahoma and Kansas. Pursuant to this conspiracy, Plaintiffs allege that Defendants communicated about and agreed on prices, allocated particular geographic areas between themselves, and rigged bids for leases of land, lowering acquisition prices across the region and thereby harming the proposed class of landowners.
- Dental Supplies Antitrust Litigation: Cohen Milstein was recently appointed interim co-lead counsel for a proposed class of dental practices and dental laboratories. The case alleges that Defendants Henry Schein, Inc., Patterson Companies, Inc., and Benco Dental Supply Company — the three largest dental supply and dental equipment distributors in the United States — fixed price margins on dental

equipment, jointly pressured manufacturers to squeeze out competitors, and agreed not to "poach" each other's employees, in violation of federal antitrust law. As a result of the alleged conspiracy, dental practices and dental laboratories may have paid artificially inflated prices for many kinds of dental supplies and dental equipment, from consumables like gauze and cement to big-ticket equipment like chairs and x-rays. Mr. Cormier is one of the members of the Cohen Milstein team co-leading this case.

- Ductile Iron Pipe Fittings Antitrust Litigation: Cohen Milstein, as co-lead counsel, represents a putative class of direct purchaser plaintiffs in a price-fixing case against the three largest manufacturers of ductile iron pipe fittings — McWane Inc., Sigma Corporation, and Star Pipe Products — and a monopolization case against McWane for excluding significant competition in the domestic ductile iron pipe fittings market. Settlements of $9 million have been reached with two of the defendants, Sigma and Star. Currently, Mr. Cormier and his team are in the midst of fact discovery and taking depositions of numerous party and non-party witnesses across the country.
- Cast Iron Soil Pipe & Fittings Antitrust Litigation: Cohen Milstein, as co-lead counsel, represents a putative class of direct purchaser plaintiffs against the two largest soil pipe and fittings manufacturers in the country (McWane Inc. and Charlotte Pipe & Foundry) and the trade association they control (Cast Iron Soil Pipe Institute) in a lawsuit alleging that the defendants engaged in a nationwide price-fixing conspiracy. Mr. Cormier and his team are concluding fact discovery, and have taken a significant number of depositions of party and non-party witnesses across the country.

His successes include:

- Urethanes (Polyether Polyols) Antitrust Litigation: Cohen Milstein is co-lead counsel for direct purchaser plaintiffs in an antitrust class action alleging a nationwide conspiracy to fix the prices of chemicals used to make polyurethane foam, a basic component of ubiquitous everyday products such as bed mattresses, car seat cushioning and furniture cushioning. Four defendants — Bayer, BASF, Huntsman, and Lyondell — settled for a total of $139.5 million, while the case against the fifth manufacturer, Dow Chemical, went to trial. After a four-week jury trial, in which Mr. Cormier was a member of the trial team, the jury returned a $400 million verdict for the plaintiffs, which the district court trebled under federal antitrust law to more than $1 billion. This was the largest verdict in the country in 2013, as reported by the National Law Journal. The U.S. Court of Appeals for the Tenth Circuit affirmed the judgment, which is currently on appeal before the United States Supreme Court.
- Plasma-Derivative Protein Therapies Antitrust Litigation: Cohen Milstein was co-lead counsel for direct purchaser plaintiffs alleging a conspiracy to reduce the supply and increase prices of IVIG and Albumin — life-saving therapies derived from blood plasma. Mr. Cormier and his colleagues at Cohen Milstein represented named plaintiff The University of Utah Health Systems as well as the remaining class members in this matter. The defendants were CSL Ltd., CSL Behring, Baxter Healthcare and the Plasma Protein Therapeutics Association (the trade association the manufacturer defendants controlled). Mr. Cormier played an integral role in the investigation and filing of the first complaint in the country in this matter. Following numerous depositions across the globe and the filing of plaintiffs' opening class certification motion and expert report, Mr. Cormier and his team obtained settlements with all defendants totaling $128 million.

Mr. Cormier earned a B.A. at the University of Virginia and attended American University Washington College of Law, graduating *magna cum laude*. He interned with the Hon. Judge Deborah K. Chasanow, U.S. District Court for the District of Maryland, and with the U.S. Department of Justice, National Criminal Enforcement

Section, Antitrust Division. He is the author of numerous scholarly articles on antitrust law. Benchmark Plaintiff has named him an Antitrust Litigation Star three consecutive years, from 2013 to 2015 and Super Lawyers named him a "Rising Star" in 2016.

Michael B. Eisenkraft

Michael B. Eisenkraft is a Partner at Cohen Milstein and takes a leading role in prosecuting cases relating to the protection of commodity and financial markets for the firm and currently represents investors in the Natural Gas, KOSPI 200, LIBOR, Treasuries, and Interest Rate Swaps markets. He has also helped investors recover hundreds of millions of dollars in the Firm's mortgage-backed securities cases. Mr. Eisenkraft serves as the Administrative Partner for Cohen Milstein's New York office and chairs the firm's new business development committee.

His notable successes at Cohen Milstein include:

- HEMT MBS Litigation: $110 million settlement on behalf of investors in mortgage-backed securities issued and underwritten by Credit Suisse (final approval pending) after more than seven years of litigation, which included the first written decision certifying a Securities Act class of mortgage-backed securities in the country.
- RALI MBS Litigation: $335 million in settlements on behalf of investors in mortgage-backed securities issued by Residential Capital and underwritten by various investment banks after seven years of litigation.
- Harborview MBS Litigation: $275 million settlement on behalf of investors in mortgage-backed securities issued and underwritten by the Royal Bank of Scotland and its subsidiaries after more than six years of litigation.
- Dynex: $7.5 million settlement on eve of trial on behalf of investors in asset-backed securities. The decision certifying the class in the case was the first decision within the Second Circuit certifying a class of asset-backed bond purchasers under the 1934 Act.
- China MediaExpress: $12 million settlement with auditor defendant in case involving alleged fraud at Chinese reverse merger company China MediaExpress. One of the largest settlements with an auditor defendant in a case involving a Chinese reverse merger company.

Mr. Eisenkraft's current cases include:

- Total Gas & Power Antitrust and Commodities Litigation: Represents putative class in action against the energy company Total in case alleging antitrust violations and violations of the Commodity Exchange Act in connection with manipulation of the market for natural gas.
- NovaStar MBS Litigation: Securities Act litigation involving billions of dollars of mortgage-backed securities underwritten by the Royal Bank of Scotland, Wachovia and Deutsche Bank.
- Tower Research Capital: Commodity Exchange Act class action against a high frequency trading firm alleging manipulation of the market for KOSPI 200 futures contracts (the representative stock market index of South Korea) using spoofing or faked trades.
- LIBOR (Exchange Traded Class): Commodity Exchange Act and antitrust class action representing investors in Eurodollar futures injured by manipulation of LIBOR by world's largest banks.

- Interest Rate Swaps: Represents Public School Teachers' Pension and Retirement Fund of Chicago and putative class in action alleging that major investment banks conspired to prevent an exchange-traded market for interest rate swaps from developing.

Mr. Eisenkraft served as a law clerk to the Honorable Judge Barrington D. Parker of the United States Court of Appeals for the Second Circuit. He is the author or co-author of numerous articles on legal issues in the securities and antitrust fields among other subjects. Mr. Eisenkraft attended Brown University, where he received a B.A., *magna cum laud*e and Phi Beta Kappa, and graduated *cum laude* from Harvard Law School.

Michelle C. Yau

Michelle C. Yau is a Partner at Cohen Milstein, and a member of the Firm's Employee Benefits (ERISA) Practice Group. In her role, Ms. Yau represents the interests of employees, retirees, plan participants or beneficiaries in ERISA cases. Her practice specializes in ERISA cases involving complex financial transactions or actuarial issues. Ms. Yau brings to her practice government experience enforcing labor statutes and a grasp of complex financial instruments gained from her training as a financial analyst. Drawing on those experiences, she is able to fulfill her passion for protecting pension plan participants.

Ms. Yau litigated some of the most significant ERISA lawsuits to emerge from the Madoff Ponzi scheme. In re Beacon Assoc. Litig., she represented a multi-plan class of participants, beneficiaries and fiduciaries, which settled along with other consolidated cases for $219 million in 2013, representing 70% of the Class members' out-of-pocket losses. The judge praised the settlement, describing the outcome as "extraordinary" and the praising the "hard work" done by plaintiffs' counsel, including Cohen Milstein. In re Austin Capital Mgmt. Litig., which was settled by the Department of Labor on the ERISA class on very favorable terms, Ms. Yau alleged that Madoff's returns, based on his advertised investment strategy, were mathematically impossible, a fact Austin Capital ought to have recognized well before the fraud was revealed.

Prior to joining Cohen Milstein in 2007, Ms. Yau was an Honors Program Attorney at the Department of Labor where she enforced and administered of a variety of labor statutes. Before law school, she worked as a financial analyst at Goldman, Sachs & Co. in the Financial Institutions Group of the Investment Banking Division.

Ms. Yau is presently litigating a series of church plan lawsuits alleging that health care systems wrongfully claim their benefit plans are exempt from ERISA's protection. She oversees the day-to-day management of these cases, including coordinating all the aspects of the litigation.

Currently, Ms. Yau is representing clients in the following notable matters:

- St. Peter's Health care System Church Plan Litigation: Cohen Milstein is counsel to a class of defined benefit participants in Kaplan v. St. Peter's Healthcare System, which allege that the hospital's plan is not a church plan and thus the class is entitled to ERISA's protections. In district court, Cohen Milstein succeeded in showing that only a church may establish a church plan and thus St. Peter's Healthcare System is not entitled to exemption from ERISA. Cohen Milstein then prevailed in the Third Circuit, which affirmed the district court's holdings.
- St. Anthony Medical Center Church Plan Litigation: Cohen Milstein is counsel to a class of defined benefit participants in Owens et al. v. St. Anthony Medical Center et al., which allege that the Medical Center violated numerous provisions of ERISA by improperly operating the plan as exempt from

ERISA's protections. As a result the class of participants suffered cutbacks as much as 40% of their promised benefits.

- Trinity Church Plan Litigation: Cohen Milstein is counsel to a class of defined benefit participants in Lann et al. v. Trinity Health, which allege that the hospital's plan is not a church plan and thus the class is entitled to ERISA's protections,
- Advocate Health Care Church Plan Litigation: Cohen Milstein, along with Keller Rohrback, is counsel to a class of defined benefit participants in Stapleton et al. v. Advocate Health Care Network and Facilities et al., which allege that the hospital's plan is not a church plan and thus the class is entitled to ERISA's protections. In district court, counsel succeeded in showing that only a church may establish a church plan and thus Advocate is not entitled to exemption from ERISA. Plaintiffs then prevailed in the Seventh Circuit, which affirmed the district court's holdings.
- U.S. Bancorp Pension Plan Litigation: Cohen Milstein is counsel to a class of pension plan participants alleging that the plan's managers engaged in a risky, imprudent investment strategy by investing 100% of its assets in stocks, thus causing the plan to lose more than $1 billion during the collapse of the equities market in 2008. Ms. Yau developed the litigation and is overseeing all aspects of the litigation.

Ms. Yau has litigated the following case successfully:

- Merrill Lynch ERISA Litigation: Cohen Milstein served as interim co-lead counsel in a class action alleging that fiduciaries of the Merrill Lynch retirement plans imprudently purchased and held inflated Merrill employer stock for the retirement accounts of the Companies' employees. The litigation was resolved for $75 million. Ms. Yau was engaged in all aspects of the litigation.
- Madoff Ponzi Scheme Litigation: Cohen Milstein represented a multi-plan class of participants, beneficiaries and fiduciaries in re Beacon Assoc. Litig. The $219 million settlement in 2013 represented 70% of the Class members' out-of-pocket losses. Ms. Yau was engaged in all aspects of the litigation.
- Weyerhauser Pension Plan Litigation: Cohen Milstein was lead counsel in a lawsuit alleging that the Weyerhaeuser Company caused its Defined Benefit Retirement Plans to engage in a risky investment strategy involving alternative investments and derivatives, causing the Plans' master trust to become underfunded. A settlement was reached for injunctive relief on behalf of Plans' participants and beneficiaries. Ms. Yau was engaged in all aspects of the litigation.

Ms. Yau received her law degree from Harvard Law School in 2003, where she was awarded several public interest fellowships, including the Heyman Fellowship for academic excellence and a demonstrated commitment to federal public service. Ms. Yau graduated Phi Beta Kappa with a B.A. in Mathematics from the University of Virginia. Ms. Yau was also selected as an Echols Scholar and awarded the Student Council Scholarship for leadership, academic achievement and community service. Law360 named Ms. Yau a Rising Star Under 40.

George F. Farah is a Partner at Cohen Milstein, and a member of the Antitrust and Human Rights practice groups. In this role, Mr. Farah represents consumers, farmers, unions and businesses that were injured by antitrust abuses in complex multi-district class action lawsuits.

He has experience in litigating all aspects of cases, from arguing motions in court to engaging in settlement negotiations to obtaining jury trial verdicts. In addition, Mr. Farah facilitates the development of new antitrust cases by investigating potential matters and securing clients to serve as class representatives.

Since joining the Firm in 2005, Mr. Farah has represented small businesses that were overcharged due to price-fixing conspiracies; unions and consumers in actions against pharmaceutical companies that thwarted generic competition; and farmers in lawsuits against processors that artificially depressed their wages. Mr. Farah has also advocated for victims of other tortious conduct. He represented the city of Milwaukee in a public nuisance case against lead paint manufacturers; survivors of the Holocaust in actions against companies who profited from Nazi-era slave labor; and political asylum applicants who were tortured in Nepal.

In addition to litigating, Mr. Farah has worked on electoral reform and income inequality issues. He founded the nonprofit Open Debates to improve the presidential debate process. He served as general counsel of The Living Wage Campaign to raise wages in Virginia. He reported on the harms of media concentration and the IMF's austerity programs at The Center for the Study of Responsive Law.

Currently, Mr. Farah is litigating the following notable matters:

- DairyAmerica Antitrust Litigation: Cohen Milstein is co-lead counsel in in Carlin v. Dairy America, Inc.(E.D. Cal.), accusing the largest marketer of nonfat dry milk in the U.S. and the California-based milk processing firm of inflating their profits at the expense of U.S. dairy farmers by misreporting data used by the U.S. government to set the price of raw milk. Mr. Farah is managing all aspects of the case. The case is ongoing.
- Treasury Securities Litigation: Cohen Milstein is co-lead counsel in a class action lawsuit alleging that major banks and brokerages conspired to drive up futures prices for Treasury securities ahead of announced auctions and then colluded to deflate prices at auction. Mr. Farah is involved in all aspects of the case.
- In re Nexium Antitrust Litigation (D. Mass.): Cohen Milstein is co-lead counsel in a pay-for-delay litigation alleging that AstraZeneca PLC, the brand manufacturer of Nexium, paid generics manufacturers to delay the introduction of a generic version of the drug, thus harming consumers. The case is on appeal.
- In re Lidoderm Antitrust Litigation (N.D. Cal.): Cohen Milstein is co-lead counsel in a class action lawsuit alleging that Endo and Teikoku, the manufacturers of the Lidoderm pain patch, paid Watson Pharmaceuticals to delay its generic launch. The case is ongoing.

Some of his successes include:

- OSB Antitrust Litigation: $120 million settlement. Cohen Milstein was co-lead counsel in a case alleging that the nine producers of oriented standard board conspired to reduce the supply of OSB so as to increase prices. Mr. Farah was involved in all aspects of the litigation.
- Hydrogen Peroxide Litigation: $100 million settlement. Cohen Milstein was co-lead counsel in In re Hydrogen Peroxide Antitrust Litigation (E.D. Pa.) representing a class of direct purchasers of hydrogen peroxide in alleging a price-rigging conspiracy by manufacturers. The U.S. Third Circuit Court of Appeals opinion in Hydrogen Peroxide has proved important in clarifying the role of expert testimony in Rule 23 analysis. Mr. Farah was engaged in all aspects of the litigation.
- Northeast Dairy Litigation: In Allen vs. Dairy Farmers of America (D. Vt.), Cohen Milstein serves as lead counsel for one of two certified subclasses of Northeast dairy farmers against Dairy Farmers of America and Dairy Marketing Services in a raw milk price-fixing case. Defendant Dean Foods Co. settled for $30 million, and the Court has preliminarily approved a $50 million settlement with DFA and DMS.

- Nepali Nurse Political Asylum Litigation (Pro Bono): Mr. Farah acted as lead counsel in successfully securing political asylum in the U.S. for a Nepali nurse who had been persecuted and tortured for her religious beliefs in Nepal.

Mr. Farah is the author of the book "No Debate: How the Republican and Democratic Parties Secretly Control the Presidential Debates" (Seven Stories Press). His articles on legal and electoral issues have appeared in *The Washington Post, The Boston Globe, The Philadelphia Inquirer, Antitrust Magazine* and other publications.

Mr. Farah has appeared on over 50 television programs to discuss political, electoral and legal matters, including Nightline, NOW with Bill Moyers, 20/20, CBS Evening News, NBC Nightly News, FOX and Friends, Lester Holt Live and CNN's Market Call. He has been interviewed on over 100 radio shows and has hosted numerous televised press conferences. He has given several talks on the political process and electoral reform issues at colleges and universities.

Mr. Farah attended Princeton University, graduating with a B.A. from the Woodrow Wilson School of Public and International Affairs, and earned a J.D. at Harvard Law School. Mr. Farah was the recipient of a Paul and Daisy Soros Fellowship.

Kalpana Kotagal

Kalpana Kotagal is a Partner at Cohen Milstein, a member of the firm's Civil Rights & Employment practice group, and Chair of the firm's Hiring and Diversity Committee. Ms. Kotagal also plays an active role in the investigation and development of new potential matters for the Civil Rights & Employment practice group.

Ms. Kotagal has represented victims of discrimination in the workplace and in other settings. Ms. Kotagal also practiced as a member of the firm's Antitrust practice group. A noted speaker, Ms. Kotagal often is called on to address issues of opportunities and impediments to women's leadership, the ethics of multi-party and class cases, and class arbitration. She also speaks regularly to law students and new lawyers about their career paths.

Ms. Kotagal represents a class of approximately 44,000 female sales employees nationwide in a Title VII and Equal Pay Act case against one of the nation's largest jewelry chains in *Jock, et al. v Sterling Jewelers Inc*. Her clients have alleged a pattern of sex discrimination in compensation and promotions. This case presents cutting-edge issues regarding the certification of nationwide classes and litigating in arbitration. Ms. Kotagal also represents transgender beneficiaries of federal health insurance who have challenged the denial of transition-related care as discriminatory.

Ms. Kotagal's past successes include:

- U.S. Postal Service Disabled Veterans Litigation: Ms. Kotagal represented a class of disabled veteran applicants in *Hill, et. al v. Donohue, United States Postal Service*, alleging illegal pre-offer medical inquiries during the application process against the United States Postal Service. The case, which settled for $9.58 million, resulted in USPS's agreement implement changes in its practices to prevent similar violations in the future.
- Pilgrim's Pride Corporation: Ms. Kotagal represented 8,000 workers in 11 states in a wage and hour lawsuit in *Aaron v. Pilgrim's Pride Corp.*, seeking redress for unpaid overtime. The $10 million settlement allowed class members to recover about 85% of the back pay owed them.
- Nurse Wages Matters: Cohen Milstein represented nurses in an antitrust case in a case contending that hospitals conspired to suppress and fix wages of nurses.

Ms. Kotagal is a member of the Center for Worklife Law's Working Group on Pregnancy Accommodation of the National Employment Lawyers Association (NELA). She is also the co-author of "Innovation, Economics and the Law: The Health Care Industry's Exposure to Antitrust Liability," published by the ABA Antitrust Law Section in 2007.

Ms. Kotagal brings to her litigation practice her experience as an organizer, having previously served as field organizer with Green Corps, an Assistant National Field Director of the United States Public Interest Research Group, and as an advisor to a Congressional candidate in 2006. Ms. Kotagal also served as an honorary chair of the National Finance Committee of Young Lawyers for Obama in 2008.

While in law school, Ms. Kotagal served as law clerk in the Chambers of the Honorable J. Curtis Joyner, Eastern District of Pennsylvania. She served as an Articles Editor of the *University of Pennsylvania Law Review*.

Prior to joining Cohen Milstein, she served as a law clerk to the Honorable Betty Binns Fletcher of United States Court of Appeals for the Ninth Circuit.

Ms. Kotagal attended Stanford University, where she was a Morris K. Udall Scholar, and graduated with honors with an A.B.B.S. She earned her J.D. *cum laude* from the University of Pennsylvania, where she was a James Wilson Fellow.

Sharon K. Robertson

Sharon Robertson is a Partner at the firm and a member of the Antitrust practice group. Ms. Robertson Co-chairs the firm's Professional Development and Mentoring Committee and serves on the firm's Diversity Committee. Ms. Robertson also currently serves as a member of the Executive Committee for the Antitrust Section of the New York State Bar Association.

Ms. Robertson, who joined Cohen Milstein in 2006, has extensive experience in complex antitrust litigation at the pre-trial, trial and appellate levels and has been consistently recognized as a leading and highly regarded attorney. Within a span of two years, Ms. Robertson was a trial team member in two of the largest antitrust cases to be tried to verdict. In 2013, she was a member of the trial team in the Urethanes matter, where the jury returned a $400 million verdict, which was trebled by the Court, as required by antitrust law, to $1.06 billion. The judgment, one of the largest known antitrust verdicts to date, was cited by *The Legal 500* in ranking Cohen Milstein a leading class action plaintiff firm in 2015. The following year, Ms. Robertson was a member of the trial team in the Nexium matter, the first pharmaceutical antitrust case to go to trial following the Supreme Court's landmark decision in *FTC v. Actavis*, 570 U.S. 756 (2013).
Currently, Ms. Robertson leads a series of pay-for-delay pharmaceutical antitrust cases, alleging that the defendant brand manufacturer entered into non-competition agreements with generic pharmaceutical manufacturers in order to delay market entry of generic versions of certain drug products.

Ms. Robertson represents End-Payor Plaintiffs in the following pay-for-delay pharmaceutical antitrust cases in which the firm serves as Co-Lead Counsel:

- *In re Nexium Antitrust Litigation* (D. Mass.): Plaintiffs allege that AstraZeneca PLC, the brand manufacturer of Nexium, paid generics manufacturers to delay the introduction of a generic version of the drug, thus harming consumers and other end-payors. The case is on appeal.
- *In re Lipitor Antitrust Litigation* (D.N.J): Plaintiffs allege that Pfizer, the manufacturer of Lipitor, conspired with Ranbaxy, the generic manufacturer, to delay its introduction of a generic Lipitor product. The case is on appeal.
- *In re Loestrin Antitrust Litigation* (D.R.I.): Plaintiffs allege that Warner Chilcott PLC and three others entered into an agreement to delay the introduction of a generic version of the contraceptive drug Loestrin. Following a dismissal by the District Court, the First Circuit recently revived all of Plaintiffs' claims and remanded the case for further proceedings consistent with its opinion.
- *In re Lidoderm Antitrust Litigation* (N.D. Cal.): Plaintiffs allege that Endo and Teikoku, manufacturers of the Lidoderm patch, paid Watson Pharmaceuticals to delay its generic launch. The case is ongoing.

In addition, Ms. Robertson serves as a member of the executive committee in similar pay-for-delay cases in which Cohen Milstein plays a significant role, including: Niaspan (*In re Niaspan Antitrust Litigation* [E.D. Pa.]), Suboxone (*In re Suboxone Antitrust Litigation* [E.D. Pa.]), ACTOS (*In re ACTOS Antitrust Litigation* [S.D.N.Y.]),

Aggrenox (*In re Aggrenox Antitrust Litigation* [D. Conn.]) and Solodyn (*In re Solodyn Antitrust Litigation* [D. Mass.]).

Ms. Robertson has successfully litigated the following notable matters:

- Urethanes (Polyether Polyols) Antitrust Litigation: Cohen Milstein is Co-Lead Counsel in an antitrust class action alleging a nationwide conspiracy to fix the prices of polyether polyols. Ms. Robertson played a leading role in helping obtain settlements with several defendants for $139 million and was a member of the trial team that obtained a $400 million jury verdict (trebled to more than $1 billion), which was affirmed on appeal by the 10th Circuit. The case against Dow ultimately settled for $835 million while Dow's petition for certiorari was pending before the Supreme Court.
- Albany and Detroit Nurses Litigation: Cohen Milstein represented registered nurses employed by hospitals in Albany and Detroit in class actions alleging a wage-fixing conspiracy. Ms. Robertson obtained settlements with five Albany Defendants totaling over $14 million. In the Detroit case, Ms. Robertson helped obtain $98 million in settlements with eight Defendants.
- Indonesian Villagers Litigation: Ms. Robertson represented Indonesian villagers in a lawsuit against Exxon Mobil over torture and extrajudicial killings allegedly committed by the Defendant's security forces (a unit of the Indonesian military).

Ms. Robertson attended the State University of New York at Binghamton, where she graduated*magna cum laude* with a B.A. in Philosophy, Politics and Law. She earned her J.D. from the Benjamin N. Cardozo School of Law, where she served as Notes Editor of the *Cardozo Public Law, Policy and Ethics Journal*.
Ms. Robertson has authored "Comparing the U.S. Class Action Mechanism and the Proposed U.K. System: Which Strikes the Right Balance Between Safeguards and Justice," *Competition Policy International Antitrust Chronicle*. In addition, she assisted the Trial Practice Committee of the American Bar Association in revising the 2005 Edition of the *Model Jury Instructions* handbook.

Prior to attending law school, Ms. Robertson worked on the campaign committee of Councilman John Liu, the first Asian American to be elected to New York City's City Council. During law school, she was an intern in the Litigation Bureau of the Office of the New York State Attorney General and the United States Court of Appeals for the Second Circuit. Additionally, in law school, Ms. Robertson was selected as an Alexander Fellow and spent a semester serving as a full-time Judicial Intern to the Hon. Shira A. Scheindlin, U.S. District Court for the Southern District of New York.

S. Douglas Bunch

S. Douglas Bunch, is a Partner at Cohen Milstein and a litigator in the firm's Securities Fraud & Investor Protection Practice Group.

Mr. Bunch represents individual and institutional investors in cases brought in violation of state and federal securities laws, including the Securities Act of 1933 and the Securities Exchange Act of 1934. Currently, Mr. Bunch is part of the Cohen Milstein team litigating a class action suit against Harman International Industries, Inc., in which Cohen Milstein was successful in obtaining a ruling by the Court of Appeals for the D.C. Circuit reversing the dismissal of the case and remanding it to the U.S. District Court for further proceedings. The ruling protects investors by limiting the scope of protection afforded by the so-called "safe-harbor" for forward-looking statements in the Private Securities Litigation Reform Act of 1995. Mr. Bunch also recently

played a key role in the litigation and settlement of securities class actions against ITT Educational Services, Inc. and Orthofix International N.V., in which the U.S. District Court for the Southern District of New York denied defendants' motions to dismiss.

Mr. Bunch played an important role in successfully litigating the suits that followed in the wake of the 2008 financial crisis. He was instrumental in the $90 million settlement, following an appeal to the U.S. Court of Appeals for the Second Circuit, of Rubin v. MF Global, Ltd. in 2011. The complaint asserted that although MF Global had assured investors in its IPO that the Company had a rigorous, robust system of risk controls in place capable of monitoring risk on a continuous "real time" basis, MF Global in fact had deactivated trading and margin controls on brokers' computers to speed up transaction times. He was also a member of the litigation team that persevered in the $335 million global settlement of a class action lawsuit on behalf of purchasers of mortgage-backed securities (MBS) issued by Residential Accredit Loans, Inc. (RALI), the $275 million settlement of a class action lawsuit on behalf of purchasers of MBS issued by Harborview Mortgage Loan Trusts, and the $500 million settlement of a class action lawsuit on behalf of purchasers of MBS issued by Bear Stearns & Co. Inc., among other MBS cases.

A member of Phi Beta Kappa, Mr. Bunch graduated with a B.A., *summa cum laude*, from the College of William & Mary, earned an Ed. M. from Harvard University, and received his J.D. from William & Mary Law School, where he was a recipient of the Benjamin Rush Medal in 2006. In 2011, he was awarded William & Mary's inaugural W. Taylor Reveley III award, recognizing alumni who have demonstrated a sustained commitment to public service. Mr. Bunch is co-founder and chairman of Global Playground, Inc., a nonprofit that builds schools in the developing world, and serves or has served on the boards of the Northeast Conference on the Teaching of Foreign Languages, Ascanius: The Youth Classics Institute, and Virginia21.

David Young

David A. Young is a Partner at Cohen Milstein and is a member of the Antitrust Practice Group, having joined the Firm in 2010. Mr. Young has extensive experience in complex antitrust litigation, class actions, appeals and litigating cases under the federal False Claims Act.

In his role, Mr. Young represents businesses and individuals in federal and state civil actions, with a focus on multi-district class actions and federal False Claims Act litigation. He has worked on antitrust issues in numerous industries, including pharmaceuticals, financial services, financial derivatives and PC microprocessors. Mr. Young also represents qui tam relators in federal False Claims Act litigation.

Prior to joining Cohen Milstein, Mr. Young practiced at two other firms where his litigation practice focused on antitrust, trademark, business, and False Claims Act litigation. He represented the relator in U.S. ex rel. Loughren v. UnumProvident Corp. (D. Mass), where a jury found that UnumProvident violated the False Claims Act by causing the submission of false claims for Social Security disability benefits. Mr. Young also represented U.S. trademark holders suing to prevent the illegal importation of products bearing their marks in federal court and administrative actions.

Currently, Mr. Young is litigating the following notable matters:

- Automotive Parts Antitrust Litigation: In In re Automotive Parts Antitrust Litigation (E.D. Mich.), Cohen Milstein represents direct purchasers of wire harnesses, bearings and other automotive parts, who

were overcharged as a result of price-fixing and bid-rigging conspiracies by various sets of defendants throughout the automotive parts industry for more than a decade. The litigation follows upon a U.S. Department of Justice price-fixing case against auto parts manufacturers.

- Domestic Drywall Antitrust Litigation: Cohen Milstein is co-lead counsel in antitrust litigation alleging that the seven major U.S. manufacturers of drywall conspired to manipulate prices and restrain price competition. To date, settlements for $44.5 million have been reached with two of the defendants. Mr. Young has been a core member of the team, involved in all aspects of the litigation. Defendants' motions for summary judgment were recently denied for all but one defendant, and the case is ongoing.
- Google Wiretap Antitrust Litigation: Cohen Milstein is co-lead counsel in a nationwide class action lawsuit alleging Google violated the Wiretap Act when its StreetView vehicles collected data from unencrypted Wi-Fi networks, including the home networks of individuals. The litigation has survived a motion to dismiss, which Google unsuccessfully appealed on an interlocutory basis in the Ninth Circuit. Currently, the firm is in the midst of jurisdictional discovery. The case is ongoing.

His successes include:

- Community Health Care System Litigation: Cohen Milstein was co-counsel representing an emergency room doctor and nurses in a whistleblower lawsuit under the False Claims Act alleging Community Health Care System defrauded the federal government in connection with health care bills. The case was resolved for $94 million.
- Hy-Ko Products Antitrust Litigation: Cohen Milstein represented Hy-Ko Products Co., a manufacturer of replacement keys and key replacement machines, in an antitrust litigation alleging that its competitors, the manufacturer of replacement keys and the manufacturer of key replacement machines, had acted to restrain competition and to monopolize the market. The litigation was resolved to the client's satisfaction.

Mr. Young attended Bridgewater College, where he graduated with a B.A. in Physics, and earned his J.D. from Harvard Law School, where he served as an Executive Editor for the Harvard Civil Rights-Civil Liberties Law Review. While still in law school, he represented clients in disability and discrimination cases as a member of Harvard's clinical programs, worked as a research assistant for Professor Christine Jolls and volunteered as a summer legal intern at the Whitman-Walker Clinic, a community-based center providing a range of health care services in Washington, D.C.

Mr. Young is a member of the ABA Section of Antitrust Law. He has represented pro bono clients in discrimination actions before the D.C. Circuit and D.C. District courts, including successfully arguing for reversal of the district court's dismissal of his client's case in Miller v. Hersman, 594 F.3d 8 (D.C. Cir. 2010).

Laura Alexander

Laura Alexander is a Partner in the Antitrust practice at Cohen Milstein. Ms. Alexander joined the firm in 2012, bringing with her extensive experience in complex antitrust litigation, class actions and appeals. Prior to joining Cohen Milstein, Ms. Alexander also was a member of the trial team that successfully represented Charter Communications in what was, at the time, the largest litigated bankruptcy in U.S. history and successfully represented several clients before the United States Supreme Court.

Currently, Ms. Alexander is litigating the following notable matters:

- *Ideker Farms, et al. v. the United States of America:* Cohen Milstein represents Ideker Farms and another 350 plaintiffs located in six states along the Missouri River in a mass action lawsuit in the U.S. Court of Federal Claims alleging that the federal government took land and flooding easements over lands owned by farmers, violating the takings clause of the Fifth Amendment. Ms. Alexander has been involved in all aspects of the litigation. The case is set to go to trial in 2017.
- Sutter Health Antitrust Litigation: Cohen Milstein is co-lead in a monopolization case alleging Sutter Health, a large hospital chain in Northern California, has used anticompetitive contract terms and contracting practices to drive out competition and raise prices to insurers, self-insured employers and individual consumers to supracompetitive levels. Ms. Alexander has been involved in all aspects of the litigation.
- *Big Oak Farms, Inc. v. the United States of America:* Cohen Milstein represents a group of farmers along the Mississippi River in a Fifth Amendment takings case alleging that the U.S. Army Corps of Engineers intentionally flooded plaintiffs' land, without providing just compensation. Ms. Alexander has been involved in all aspects of the litigation.

Ms. Alexander's past successes include:

- Urethanes (Polyether Polyols) Antitrust Litigation: Cohen Milstein is co-lead counsel for direct purchaser plaintiffs in an antitrust class action alleging a nationwide conspiracy to fix the prices of chemicals used to make polyurethane foam. Four defendants—Bayer, BASF, Huntsman, and Lyondell—settled for a total of $139.5 million, while the case against the fifth manufacturer, Dow Chemical, went to trial. After a four-week jury trial, the jury returned a $400 million verdict for the plaintiffs, which the district court trebled under federal antitrust law to more than $1 billion. Ms. Alexander was a member of the trial team and had significant brief writing and witness preparation responsibilities. The U.S. Court of Appeals for the Tenth Circuit affirmed the judgment. Dow has petitioned the United States Supreme Court for review, and that petition is currently pending.

Ms. Alexander attended Reed College, earning a B.A. in Mathematics, and earned her J.D. *magna cum laude* from Georgetown University Law Center. Following law school, she served as a law clerk to the Honorable Judge M. Margaret McKeown on the United States Court of Appeals for the Ninth Circuit. She has authored or co-authored scholarly articles, including Prominent Market Definition Issues in Pharmaceutical Antitrust Cases, which recently appeared in *Antitrust*, an American Bar Association publication.

Emmy Levens

Emmy L. Levens, a Partner in the Firm's Washington, D.C. office, is a member of the Antitrust Practice Group. With nearly a decade of experience, Ms. Levens has particular expertise in complex antitrust litigation, class actions, and appellate litigation. Ms. Levens plays a central role in helping the antitrust group evaluate potential cases and chairs the Firm's Summer Associate Committee.

Currently, Ms. Levens is litigating the following notable matters:

- Flint Water Crisis: Ms. Levens represents a group of residents and businesses in Flint, Michigan, in a suit for damages sustained as a result of their exposure to toxic levels of lead and other bacteria. This important case is ongoing in the Eastern District of Michigan.
- Resistors Antitrust Litigation: Cohen Milstein serves as interim co-lead counsel in a proposed class action accusing the world's largest manufacturers of resistors of fixing prices. As a critical member of the team of lawyers representing the proposed class of direct purchasers, Ms. Levens has been involved in every aspect of the case from investigation to prosecution of the class's case which is currently ongoing in the Northern District of California.
- Truck Transmissions Antitrust Litigation: Cohen Milstein serves as co-lead counsel in a putative class action alleging Eaton – the largest manufacturer of Class 8 Transmissions in the United States – conspired with manufacturers of Class 8 Trucks to exclude a rival transmission manufacturer from the market. Ms. Levens has played an important role on the case from the beginning and has recently returned to the case to assist with the appeal.
- Northeast Dairy: In Allen vs. Dairy Farmers of America (D. Vt.), Cohen Milstein serves as lead counsel for one of two subclasses of dairy farmers challenging anticompetitive conduct in the Northeast which resulted in lower prices paid to farmers. Ms. Levens has served as one of the principle attorneys litigating this matter since its inception. To date, the case has recovered a historic settlement with former defendant Dean Foods Company and another settlement for $50 million in addition to industry-changing equitable relief has recently been preliminarily approved by the Court.

Some of her past successes include:

- Plasma-Derivative Protein Therapies Antitrust Litigation: Cohen Milstein served as co-lead counsel for plaintiffs alleging that the two largest manufacturers of IVIG and Albumin – life-saving therapies derived from blood plasma – conspired to reduce the supply, and increase the prices, of these therapies. Ms. Levens played an active role in the litigation, helping to obtain settlements totaling $128 million for hospitals and other direct purchasers.
- Bulk Bleach Litigation: Ms. Levens served as one of the key attorneys at Cohen Milstein representing a class of municipalities and other direct purchasers of bulk bleach in a case alleging that the two dominant manufacturers of bulk bleach in the Carolina's engaged in an illegal market allocation agreement. After successfully defeating multiple motions to dismiss, class counsel obtained a settlement that satisfied nearly all of the class's damages. In approving the settlement, Judge Gergel complimented counsel, stating that the, "whole case has been, I think, very professionally handled, skillfully handled."
- Asylum Appeal: Ms. Levens agreed to represent pro bono a Nepalese woman after her initial application for asylum was denied. The woman had previously advocated for democratic reforms in Nepal but was forced to leave her home country to escape Communist militias. Ms. Levens appealed the matter through two rounds of briefing to the Board of Immigration Appeals and up to the Fourth Circuit Court of Appeals. After successfully obtaining a new asylum hearing for her client, Ms. Levens negotiated an agreement that allowed her client to remain safely in the United States.

Ms. Levens was also a member of the Apple price-fixing litigation team recognized as "Legal Lions" by Law360. In addition to her work at the Firm, Ms. Levens has served as an adjunct Professor at Georgetown School of Law and is a Board member and Secretary of Global Playground, a nonprofit that builds schools in the developing world. She recently co-authored an article entitled, "Heightened Ascertainability Requirement Disregards Rule 23's Plain Language," which appeared in the Spring, 2016 issue of Antitrust magazine.

Prior to joining the firm, Ms. Levens worked as a staff law clerk at the U.S. Court of Appeals for the Seventh Circuit.

Ms. Levens attended the University of Kansas, graduating with honors, and earned her J.D. at UCLA Law School, graduating Order of the Coif. While at law school, Ms. Levens served as the Managing Editor for the UCLA Journal of Environmental Law and Policy, Director of the Downtown Legal Housing Clinic, and President of Moot Court.

Laura H. Posner

Laura H. Posner is a Partner at Cohen Milstein and a member of the firm's Securities Litigation & Investor Protection Practice Group.

Prior to joining the firm, Ms. Posner was appointed by the New Jersey Attorney General to serve as the Bureau Chief for the New Jersey Bureau of Securities – the top Securities Regulator for the State of New Jersey. In that capacity, Ms. Posner was responsible for administrating and enforcing the New Jersey Uniform Securities Law and regulations thereunder, as well as managing and overseeing the employees who staff the Bureau of Securities. Cases prosecuted under Ms. Posner's direction as Bureau Chief resulted in hundreds of millions of dollars in recoveries for New Jersey residents, as well as more than 20 criminal convictions. As Bureau Chief, Ms. Posner collaborated extensively with the Securities and Exchange Commission, the Department of Justice, and other state Attorneys General and securities regulators.

Previous to her appointment as Bureau Chief, Ms. Posner prosecuted securities fraud class actions and derivative actions on behalf of public pension funds, institutional investors, and unions nationwide, successfully recovering billions on behalf of defrauded investors, a role that she will continue at Cohen Milstein. Her notable successes include:

- *In re Schering-Plough Corp./ENHANCE Securities Litigation and In re Merck & Co., Inc. Vytorin/Zetia Securities Litigation*: Obtained $688 million for investors on the eve of trial, the third largest recovery ever achieved in the Third Circuit and District of New Jersey, the second largest securities fraud settlement ever against a pharmaceutical company and among the top 25 securities fraud settlements of all time.
- *In re The Mills Corporation Securities Litigation*: Obtained $202.75 million for investors, the largest recovery ever achieved in a securities class action in Virginia, and the second largest recovery ever in the Fourth Circuit.
- *In re WellCare Health Plans, Inc. Securities Litigation*: Obtained $200 million for investors, the largest recovery ever achieved in a securities class action in Florida, and the second largest recovery in the Eleventh Circuit.
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Ms. Posner is the former Chairwoman of the North American Securities Administrators Association (NASAA) Enforcement Section Committee, and previously served on NASAA's Multi-Jurisdictional Action Committee, Technology Committee and State Legislation Committee. She also has served as a member of multiple committees of the Association of the Bar of the City of New York, including currently serving as a member of the Securities Litigation Committee, and previously serving as a member of the Securities Regulation and Consumer Affairs Committees.

Ms. Posner has regularly been named by *Super Lawyers* as a Rising Star and a Top Woman Attorney. She regularly speaks at conferences throughout the country, including for events sponsored by PIABA, FINRA, SIFMA, NASAA, SEC, the New York, New Jersey and Philadelphia Bar Associations and the ABA. Ms. Posner has been quoted in *The New York Times*, *The Wall Street Journal*, the *Star-Ledger*, NewJersey.com, *Asbury Park Press*, the *New Jersey Herald*, and *The Record*, and interviews with her appear on various cable news channels and in various publications.

Ms. Posner graduated with a B.A. in Political Science, *magna cum laude*, from the University of California, Los Angeles in 2001. She received her law degree at Harvard Law School in 2004, where she served on the Executive Editorial Committee for the Harvard *Women's Law Journal*.

Attorney Profiles – Of Counsel & Associates

Elizabeth Aniskevich

Elizabeth Aniskevich is an Associate at Cohen Milstein and a member of the firm's Securities Fraud & Investor Protection practice group. Prior to joining the firm in 2012, Ms. Aniskevich served as the Pro Se Clerk at the United States District Court for the Eastern District of Virginia in Alexandria, where she managed the pro se prisoner dockets of the seven district court judges.

Ms. Aniskevich has successfully litigated the following notable matters:

- IntraLinks: $14 million settlement. Cohen Milstein was lead counsel in the class action securities fraud litigation, which asserted violations of both the Securities Act and the Exchange Act. Ms. Aniskevich was involved in the class certification briefing and played a critical role in fact discovery, which included preparing for and taking more than 20 depositions and propounding extensive written discovery.
- Ebix Derivative Litigation: Lead counsel in a derivative lawsuit alleging questionable tax schemes and breach of fiduciary duty on the part of Ebix's board of directors in misrepresenting the company's financial results, organic growth, and internal controls over financial reporting. Ms. Aniskevich's role in the Ebix litigation included drafting the operative complaint. The litigation, which recently settled, resulted in the adoption of corporate governance measures including the appointment of a Lead Independent Director, increasing the number of directors on the corporate governance committee, and creating a director of audit and director of internal tax positions to report directly to the Audit Committee.
- ITT Educational Services Securities Litigation: $16.96 million settlement. Cohen Milstein was lead counsel in a class action lawsuit against ITT Educational Services and two officers for alleged material misrepresentations and omissions concerning ITT's liabilities under certain risk-sharing agreements it had entered into with third-party student lenders of ITT student loans. Ms. Aniskevich wrote the complaint and opposed the motion to dismiss.

She is currently litigating:

- Intuitive Surgical Inc. Derivative Litigation: A derivative lawsuit against Intuitive Surgical's directors and officers, asserting insider trading by officers and directors of Intuitive in connection with the cover-up of safety defects in the company's flagship product, the da Vinci robotic surgery system. Ms. Aniskevich has briefed numerous procedural motions in what has been a long, hard-fought legal battle. She is currently involved in fact discovery.

Ms. Aniskevich earned her B.A. at the University of Florida, graduating valedictorian of the College of Liberal Arts and Sciences, and received her J.D from American University's Washington College of Law, graduating *magna cum laude*, Order of the Coif. She interned at Cohen Milstein while in law school and was a Senior Staff Member of the *American University Law Review* and served as a Research Assistant to her criminal law professor, Professor Ira P. Robbins. She was the recipient of the Clair A. Cripe award for outstanding performance in correctional law.

Luke Bierman

Luke Bierman is Of Counsel to Cohen Milstein, and adviser to the Firm's Ethics and Fiduciary Counseling and Securities Litigation & Investor Protection practice groups. Mr. Bierman's role is to counsel pension funds and public entities on fiduciary, ethics, governance and compliance issues. He joined Cohen Milstein in 2011, bringing with him a singular perspective and substantive experience as in-house counsel to one of the leading pension funds in the country, appointments to state task forces to review the state code of judicial ethics and professionalism, and a scholarly and academic background as the Dean and Professor of Law at a rising law school that President Bill Clinton has called "interesting and innovative." His experience provides him with a unique context for assisting public pension funds at critical and challenging times for those funds, and to offer collaborative and creative solutions.

Mr. Bierman served from 2007 to 2010 as General Counsel for the Office of the New York State Comptroller, the sole trustee of the state's then $150 billion pension fund and the state's chief fiscal officer for the state of New York's then $130 billion budget. This was during the period when the Office of the Comptroller faced unprecedented challenges including an international placement agent scandal and the Great Financial Crisis, and Mr. Bierman led the review of policies and procedures in the Office. In this role, Mr. Bierman managed a legal staff that included 55 attorneys, and was responsible for legal advice and counsel on all matters relating to the comptroller's constitutional and statutory responsibilities, including fiduciary, governance, ethics, litigation, investment, pension benefits, state and municipal finance and legislative matters. He also managed the 35 outside law firms that represented the Comptroller in litigation and transactional matters.

Mr. Bierman is a noted expert on legal ethics and professionalism, who has spoken and written widely about state courts and judicial conduct. He currently serves as a member of the North Carolina Commission on Administration of Law and Justice and on the North Carolina Chief Justice's Commission on Professionalism. He was a member of the Massachusetts Supreme Judicial Court's Task Force on the Code of Judicial Conduct, which was assigned to review and suggest updates to the Court. He served on the ABA Presidential Task Force on Financing Legal Education and the ABA Presidential Task Force on Legal Access JobCorps. While working at the American Bar Association, Mr. Bierman initiated the project that resulted in revisions to the Model Code of Judicial Conduct (2007), which many states have since adopted.

Mr. Bierman is the Dean and Professor of Law at Elon University School of Law in Greensboro, North Carolina, an innovative law school that blends the most important traditional elements of legal education with highly experiential learning in the nation's first 2½ year JD program. Previously, Mr. Bierman was the Associate Dean for Experiential Education and Distinguished Professor of Practice of Law at Northeastern University School of Law in Boston, where he was responsible for Northeastern's Cooperative Legal Education Program.

Earlier in his career, Mr. Bierman served as a Fellow in Government Law and Policy at Albany Law School. He also has served as Director of the Institute for Emerging Issues at North Carolina State University, where he held the rank of Associate Professor of Political Science; as Founding Director of the Justice Center and Special Assistant to the President of the American Bar Association; as Visiting Specialist in Constitutional Law with the rank of Associate Professor at The Richard Stockton College of New Jersey; and as law clerk to the Presiding Justice and an Associate Justice as well as Chief Attorney of the New York Supreme Court, Appellate Division, Third Department. Mr. Bierman also has taught at Northwestern University School of Law, the University at Albany and Trinity College in Hartford.

Mr. Bierman is widely published for his legal analysis and is a frequent lecturer and commentator about corporate governance reform, fiduciary responsibility and ethics and justice reform. He was a member of the board of directors of the Council of Institutional Investors, where he co-chaired the policies committee.

Mr. Bierman earned his Ph.D. and M.A. in Political Science from the University at Albany; his J.D. from the Marshall Wythe School of Law of the College of William and Mary, where he was a member of the Law Review; and his B.A. in American Political History magna cum laude with High Honors from Colgate University, where he was elected to Phi Beta Kappa. He is an elected member of the American Law Institute.

Mary J. Bortscheller

Mary J. Bortscheller is an Associate at Cohen Milstein, and a member of the Firm's Employee Benefits Practice Group. In that role, Ms. Bortscheller represents the interests of employees, retirees, and plan participants and beneficiaries in ERISA cases in the district court and on appeal. Ms. Bortscheller is a strong, hands-on, strategic litigator, thoroughly versed in the complexities of ERISA law.

At present, Ms. Bortscheller is engaged in litigating a number of so-called "church plan" lawsuits. These cutting-edge legal cases assert that many non-profit health care systems in the United States wrongfully claim their benefit plans are exempt from ERISA regulation under the church plan exemption. Currently, Cohen Milstein serves as lead or co-lead counsel in 12 separate cases in various jurisdictions throughout the U.S.

Ms. Bortscheller is currently litigating the following matters:

- Trinity Health Corporation Church Plan Litigation: Cohen Milstein is co-lead counsel in Lann v. Trinity Health Corp., a lawsuit alleging that Trinity is violating numerous provisions of ERISA while wrongfully claiming that its defined benefit pension plan is exempt from ERISA because it is a church plan. Ms. Bortscheller is Lead Associate in the case, engaged in all aspects of the litigation including motions practice, discovery, the mediation process and finalizing the settlement. The case is ongoing.
- Catholic Health East Church Plan Litigation: Cohen Milstein is co-counsel in Chavies v. Catholic Health East, alleging that the health care system wrongfully claims its defined benefit pension plan is exempt from ERISA as a church plan. As the Lead Associate on this case, Ms. Bortscheller works on all aspects of the lawsuit, including fact and expert discovery, the mediation process and in finalizing the settlement. The case is ongoing.
- U.S. Bancorp Pension Plan Litigation: Cohen Milstein is co-lead counsel to an interim class of pension plan participants alleging that the plan's managers engaged in a risky, imprudent investment strategy by investing almost 100% of its assets in stocks, thus causing the plan to lose more than $1 billion during the collapse of the equities market in 2008. As Lead Associate on the case, Ms. Bortscheller is involved in all aspects of the litigation, including the initial case investigation and drafting of the complaint, motions practice, discovery and the appellate process. The case is ongoing.

In addition to her ERISA case work, Ms. Bortscheller represents, pro bono, unaccompanied minor clients in immigration proceedings. Prior to joining Cohen Milstein in 2013, Ms. Bortscheller practiced at a boutique commercial litigation firm based in Chicago, where she represented plaintiffs in antitrust and qui tam matters, as well as defendants in general commercial litigation.

Ms. Bortscheller graduated from Gustavus Adolphus College with a B.A., cum laude, in Political Science, and received her J.D., cum laude, from American University, Washington College of Law. During law school, she served as Features Editor and Senior Editor of Sustainable Development Law & Policy and was a staff member of the American University International Law Review. Ms. Bortscheller served as a judicial intern with the United States District Court for the District of Minnesota.
Before attending law school, Ms. Bortscheller served in the United States Peace Corps teaching English as a foreign language in Sichuan Province, China. Following law school, she was a volunteer for the Chicago Legal Clinic, Inc.'s Foreclosure Defense Project.

Brian E. Bowcut

Brian E. Bowcut is Of Counsel at Cohen Milstein, and a member of the firm's Public Client Practice Group. Mr. Bowcut represents state Attorneys General and other public-sector clients as outside counsel in investigations and lawsuits involving fraudulent and deceptive trade practices. Mr. Bowcut, who joined the firm in 2015, brings with him deep experience representing the federal government in complex litigation and in enforcement investigations. In his role as a senior lawyer in the Public Client Practice, he brings this experience to bear in false claims and consumer fraud enforcement at the state and local levels.

Mr. Bowcut formerly was a Trial Attorney in the Civil Division of the U.S. Department of Justice for nine years. Most recently, as a member of the Fraud Section, he investigated and litigated fraud across an array of government programs, from Medicare fraud by nursing facilities, hospices and medical device makers to schemes involving federal mortgage, foreign aid, and TARP funds. Before that, as a member of the Environmental Torts Section, he defended the United States as lead counsel in large-scale toxic tort litigation. Prior to joining DOJ, Mr. Bowcut was at a preeminent national law firm, where he specialized in pharmaceutical product liability and commercial litigation.

Currently, Mr. Bowcut is representing public clients in the following high-profile matters:

- Prescription Painkillers: Represents the City of Chicago and other clients in litigation and investigations concerning deceptive marketing of highly addictive prescription opioid. Overprescribing of these drugs for chronic pain has fueled a dramatic rise in addiction, overdose, and death in communities across the nation. Mr. Bowcut manages and oversees the day-to-day litigation and investigations of these matters, which are ongoing.
- Nursing Homes: Represents the New Mexico Attorney General in Medicaid and consumer fraud litigation over inadequate staffing and deficient care at a chain of nursing homes. Mr. Bowcut briefed and successfully argued the recent motion to dismiss. The case is ongoing.

While at DOJ, Mr. Bowcut successfully handled various matters, including:

- Investigating reckless origination of FHA mortgage loans by multiple large lenders, and obtaining $200 million settlement from U.S. Bank.
- Investigating fraudulent diversion of TARP funds by Arkansas bank official and negotiating settlement with his estate.
- Serving as lead counsel for the federal government in long-running herbicide drift litigation by more than 100 farms in southern Idaho and securing dismissal of all claims against the government.

- Representing the interests of the EPA and other United States agencies in consolidated litigation over thousands of first responders' toxic exposures at the World Trade Center disaster site.

Mr. Bowcut attended Utah State University, graduating summa cum laude with a B.A. in Journalism and Political Science. He earned his J.D. from Duke Law School, graduating cum laude and Order of the Coif, and also earned an M.A. in Public Policy from Duke. During law school, Mr. Bowcut was an Articles Editor for the Duke Law Journal. After law school, he clerked for the Honorable Stanley S. Brotman of the United States District Court for the District of New Jersey.

Molly J. Bowen

Molly J. Bowen is an Associate at Cohen Milstein and a member of the Public Client practice group. Ms. Bowen's practice focuses on the representation of state Attorneys General and other public-sector clients in investigations and lawsuits involving health care fraud as well as other fraudulent and deceptive trade practices.

Prior to joining Cohen Milstein, Ms. Bowen practiced at a leading firm in Miami, litigating False Claims Act claims, antitrust and securities class actions, and legal malpractice claims. She also was a law clerk to the Honorable Karen Nelson Moore of the United States Court of Appeals for the Sixth Circuit.

Ms. Bowen graduated *magna cum laude* from Macalester College with a B.A. in Geography in 2007. She earned her J.D., *summa cum laude*, from Washington University School of Law in 2013, where she was a member of the Appellate Clinic and served as the Articles Editor for the *Washington University Law Review*. Additionally, during law school, Ms. Bowen externed at the Service Employees International Union (SEIU) legal department and at the American Civil Liberties Union of Eastern Missouri.

Jamie Bowers

Jamie Bowers is an Associate at Cohen Milstein and a member of the Firm's Employee Benefits Practice Group. In her role, Ms. Bowers represents the interests of employees, retirees, plan participants and beneficiaries in ERISA cases across the country.

Prior to joining Cohen Milstein, Ms. Bowers served as a judicial law clerk for the Honorable Gary R. Jones at the United States District Court for the Northern District of Florida, Gainesville Division. In this role she dealt with a variety of issues arising under federal law, including initial criminal appearances, plea changes, writs of habeas corpus, prisoner litigation, employment litigation, personal injury litigation, civil rights litigation, mass torts litigation, social security disability, and various matters under the Federal Rules of Civil and Criminal Procedure.

Ms. Bowers attended Duke University, graduating with a B.A. in Environmental Science in 2011. She earned her J.D. from Georgetown University Law Center in 2014. During law school, Ms. Bowers served on the Executive Board as the Administrative Editor of the *Georgetown Environmental Law Review*.

Ms. Bowers is the author of *Environmental Justice Implications of the Current Hydraulic Fracturing Regulatory Regime*, 32 Mich. Env. L. Jour. 93 (2013).

Robert A. Braun

Robert A. Braun is an Associate in the Antitrust practice group, having joined Cohen Milstein in 2014. In this role, he represents businesses and individuals in federal civil actions with a focus on class actions and antitrust litigation. Mr. Braun also has experience in international claims litigation, including representing the victims of state-sponsored terrorism.

Currently, Mr. Braun is litigating the following notable matters:

- *Anadarko Basin Oil and Gas Lease Antitrust Litigation*: Counsel for plaintiffs in class actions alleging that Chesapeake Energy, SandRidge Energy and a former executive of both companies conspired to rig bids for leases of land held by private landowners in parts of Oklahoma, Kansas, Texas and Colorado. This litigation follows the U.S. Department of Justice's early 2016 indictment of a co-founder and former CEO of Chesapeake Energy for allegedly participating in this bid-rigging conspiracy.
- *In re Cast Iron Soil Pipe and Fittings Antitrust Litigation* (E.D. Tenn.): Cohen Milstein is co-lead in a class action lawsuit alleging price-fixing in the cast iron soil pipe and fittings market and challenging the defendants' efforts to maintain a duopoly and restrain competition from foreign competitors. The plaintiffs have defeated the defendants' motions to dismiss.
- *In re Ductile Iron Pipe Fittings Antitrust Litigation* (D.N.J.): Cohen Milstein is co-lead in a class action litigation alleging price-fixing of ductile iron pipe fittings and monopolization of the American-made ductile iron pipe fittings market. The court denied defendants' motions to dismiss and the plaintiffs have settled with two of the defendants.
- Iran Beirut Bombing Litigation: Cohen Milstein is representing the victims and family members of victims in the 1983 Beirut Marine Barracks bombing, the deadliest act of terrorism against Americans prior to September 11, 2001.
- Iraq Hostage Spouses Litigation: Cohen Milstein is representing the spouses of 30 Americans held hostage by former Iraq President Saddam Hussein during the Gulf War in 1990. After toppling Saddam Hussein's regime, the United States settled the hostage spouses' legal claims with Iraq, but has refused to compensate the hostage spouses out of the resulting settlement fund. Cohen Milstein alleges that these actions by the United States are a taking without just compensation in violation of the Fifth Amendment of the U.S. Constitution.
- Inmate Calling Services Provider Litigation: Cohen Milstein is on the executive committee in several nationwide class action lawsuits alleging that the providers of inmate calling services have charged inmates and their families unjust and unreasonable rates in violation of the Federal Communications Act and various state laws.

Prior to joining Cohen Milstein, Mr. Braun served as a law clerk for the Honorable Carolyn Dineen King of the U.S. Court of Appeals for the Fifth Circuit from 2013-2014, and for the Honorable Lee H. Rosenthal of the U.S. District Court for the Southern District of Texas. He was also an Arthur Liman Fellow at Southeast Louisiana Legal Services, where he worked on public interest housing litigation.

Mr. Braun earned his J.D. at Yale Law School and attended Princeton University, graduating *summa cum laude* with a B.A. in Sociology. During law school, Mr. Braun was an editor of the *Yale Journal of International Law* and a member of the mock trial team.

Admitted only in New York and Louisiana. Practice limited to matters and proceedings before federal courts and agencies.

Jay Chaudhuri

Jay Chaudhuri is Of Counsel at Cohen Milstein and joined the firm in 2016. He is based in Cohen Milstein's Raleigh, NC office.

Mr. Chaudhuri, who currently serves in the North Carolina State Senate representing parts of Raleigh, Cary and Morrisville, joins former North Carolina Court of Appeals Judge Martha Geer, who launched Cohen Milstein's Raleigh office in early 2016. Together, Mr. Chaudhuri and Ms. Geer will partner with law firms across the state to protect the rights of North Carolina's citizens and small businesses.

Mr. Chaudhuri has spent his career fighting and working on behalf of the people of North Carolina. As one of the newest state senators, he serves on the Commerce, Pensions & Retirements and Aging, Judiciary II, State and Local Government, and Appropriations on General Government and Information Technology committees. During his first legislative session, Mr. Chaudhuri co-sponsored a bill to repeal House Bill 2, a bill critics have referred to as the most anti-LGBT legislation in the country.

Prior to his appointment to the State Senate, Mr. Chaudhuri served as General Counsel & Senior Policy Advisor to State Treasurer Janet Cowell, where he helped recover more than $100 million for the pension and unclaimed property funds, including settlements from an investment manager and custodian bank. He also played a key role in uncovering alleged wrongdoings that involved eight investment managers, leading to a reimbursement of $15 million back into the pension fund and tougher, cutting edge ethical standards. Mr. Chaudhuri also served as Chair of the Council of Institutional Investors, an association of pension funds with combined assets of more than $3 trillion, which serves as the leading voice for effective corporate governance and strong shareholder rights.

Before joining the Department of State Treasurer, Mr. Chaudhuri served as Special Counsel to Attorney General Roy Cooper, where he helped lead an investigation by all 50 Attorneys General that resulted in a landmark agreement with two leading networking sites to better protect children from Internet predators. For his efforts, the National Association of Attorneys General honored him with the Marvin Award, given to an individual who furthers that association's goals.

The North Carolina Bar Association has awarded Mr. Chaudhuri its Citizen Lawyer Award, given to lawyers who provide exemplary service to their communities. *Lawyers Weekly* has also honored him with its Leaders in the Law award. In addition, he has been awarded the William C. Friday Fellowship, Henry Toll Fellowship, and American Marshall Memorial Fellowship.

Mr. Chaudhuri graduated from Davidson College, Columbia University School of International and Public Affairs, and North Carolina Central University School of Law (*cum laude*).

Robert W. Cobbs

Robert W. Cobbs is an Associate at Cohen Milstein, and a member of the Antitrust practice group.

Currently, Mr. Cobbs is litigating the following notable matters:

- Anadarko Basin Oil and Gas Lease Antitrust Litigation: Co-lead counsel for plaintiffs in class actions alleging that Chesapeake Energy, SandRidge Energy and a former executive of both companies

conspired to rig bids for leases of land held by private landowners in parts of Oklahoma and Kansas. This litigation follows the U.S. Department of Justice's early 2016 indictment of a co-founder and former CEO of Chesapeake Energy for allegedly participating in this bid-rigging conspiracy. Plaintiffs allege that Defendants illegally conspired to stabilize and depress the price of royalty and bonus payments paid to landowners in the Anadarko Basin oil and gas province — a massive geological formation holding natural gas and oil deposits that includes large parts of Oklahoma and Kansas. Pursuant to this conspiracy, Plaintiffs allege that Defendants communicated about and agreed on prices, allocated particular geographic areas between themselves, and rigged bids for leases of land, lowering acquisition prices across the region and thereby harming the proposed class of landowners.

- Dental Supplies Antitrust Litigation: Cohen Milstein was recently appointed interim co-lead counsel for a proposed class of dental practices and dental laboratories. The case alleges that Defendants Henry Schein, Inc., Patterson Companies, Inc., and Benco Dental Supply Company — the three largest dental supply and dental equipment distributors in the United States — fixed price margins on dental equipment, jointly pressured manufacturers to squeeze out competitors, and agreed not to "poach" each other's employees, in violation of federal antitrust law. As a result of the alleged conspiracy, dental practices and dental laboratories may have paid artificially inflated prices for many kinds of dental supplies and dental equipment, from consumables like gauze and cement to big-ticket equipment like chairs and x-rays.

Prior to joining Cohen Milstein, Mr. Cobbs clerked for the Hon. Pierre N. Leval, United States Court of Appeals for the Second Circuit; and for the Hon. J. Rodney Gilstrap, United States District Court for the Eastern District of Texas.

Mr. Cobbs graduated from Amherst College with a B.A. in English and Russian, *magna cum laude* with distinction, and received his J.D. from Yale Law School. During law school, he served as a Notes Editor of the *Yale Law Journal* and as a Submissions Editor of the *Yale Journal on Regulation*.

Shaylyn Cochran

Shaylyn Cochran is an Associate at Cohen Milstein and a member of the firm's Civil Rights & Employment Practice Group. Prior to joining Cohen Milstein, Ms. Cochran was a Relman Civil Rights Fellow, litigating federal fair housing and employment discrimination matters.

Ms. Cochran represents female employees alleging sexual discrimination against one of the nation's largest jewelry chains in Jock, et al. v. Sterling Jewelers Inc., a nationwide Title VII gender discrimination and Equal Pay Act case currently being litigated in arbitration. In Jock, the arbitrator recently certified a class estimated to include 44,000 current and former female retail sales associates, working at Sterling stores throughout the country, who have pay and promotions discrimination claims against the company. Ms. Cochran also is involved in a series of cases in Chicago alleging a pattern of race discrimination against African-American laborers, in which temporary staffing agencies and the client companies that they service have engaged in a practice of excluding African Americans from temporary laborer positions throughout the metropolitan area.

In addition to litigating several employment discrimination cases, Ms. Cochran also is part of the team representing the Equal Rights Center in Equal Rights Center v. Equity Residential, a federal fair housing lawsuit challenging Equity Residential's nationwide pattern or practice of designing and constructing multi-family housing complexes in violation of the accessibility requirements of the federal Fair Housing Act. The action

challenges FHA violations at 300 Equity Residential properties and seeks relief to ensure that Equity Residential's properties are accessible to people with disabilities and to enforce the standards of the FHA.

Ms. Cochran earned her B.S. and B.A. from Ohio University, graduating summa cum laude and Phi Beta Kappa, and her J.D. from Harvard Law School, where she received the Dean's Award for Community Leadership. While a law student, Ms. Cochran served as a litigation intern at the NAACP Legal Defense and Education Fund, and the Disability Rights Section at the U.S. Department of Justice, Civil Rights Division. For two years during law school, Ms. Cochran also was a student attorney at the Harvard Legal Aid Bureau, where she represented indigent clients on family law matters. She also served as president of the Harvard Black Law Students Association.

Brian Corman

Brian Corman is an Associate at Cohen Milstein and a member of the Civil Rights & Employment practice group. Mr. Corman's practice focuses on litigating civil rights, employment discrimination, and wage and hours cases. Prior to joining Cohen Milstein in 2015, Mr. Corman was an Associate in the Litigation group at a top-tier defendants' firm. There, he focused on Foreign Corrupt Practices Act internal investigations for Fortune 500 clients, as well as pro bono cases in federal district court and before the Supreme Court.

Currently, Mr. Corman is litigating a number of notable matters. He is involved in all aspects of litigation, including fact discovery, depositions and motions practice, on behalf of hundreds of Gentiva health care workers filing suit for unpaid overtime under the Fair Labor Standards Act. He represents Walmart workers in multiple federal district and appellate court cases alleging discriminatory pay and promotions practices in violation of Title VII of the Civil Rights Act. He also represents low-income minority renters in the Village of Mastic Beach who were evicted from their homes in violation of federal, state and local fair housing and civil rights laws.

Following law school, Mr. Corman clerked for the Honorable Harry Pregerson of the Ninth Circuit Court of Appeals. He then participated in a D.C. Bar Association Pro Bono Fellowship at the Lawyers' Committee for Civil Rights Under Law, working on education, voting rights and fair housing cases.

Mr. Corman earned his law degree from the University of California, Berkeley, School of Law, where he was an editor of the *California Law Review*, a member of the Jessup International Law Moot Court Team, co-chaired the Berkeley Law Expulsion Clinic, and externed for the Honorable William Alsup of the U.S. District Court for the Northern District of California. Mr. Corman received his B.A., *summa cum laude,* Phi Beta Kappa, in Political Science from Columbia University School of General Studies. Mr. Corman was a professional ballet dancer for eight years, performing with the Houston Ballet and Washington Ballet, among other companies.

Michael Dolce

Michael Dolce is Of Counsel at Cohen Milstein, and a member of the firm's Catastrophic Injury practice group. Mr. Dolce, who joined the firm in 2015, is a highly regarded trial lawyer and political activist who has dedicated his career to seeking justice for the victims of abuse. His practice focuses specifically on the victims of sexual abuse, sex crimes and domestic violence. He is a champion of children, representing child victims as well as adult survivors of child sex abuse who bear scars and injuries into adulthood. It is an experience he understands on a personal and visceral level: Having himself been the victim of sexual abuse as a young boy at

the hands of a sadistic predator, he arose from the trauma determined to be a voice for others and secure justice for them.

Mr. Dolce brings to his work the insight of a survivor who is determined to use his understanding and ability to communicate exactly what crime and injury victims go through, and what they need in their difficult and courageous healing processes. Among his noted work, in 2009, he achieved a jury verdict on behalf of a child abuse victim, totaling over $19.2 million, that was named by "Verdict Search" one of the top 100 verdicts nationwide that year.

In 2010, Mr. Dolce's six-year crusade in Florida's legislature culminated in the passage of sweeping legislation that repealed all statutes of limitation for civil and criminal prosecution of child sexual battery, overcoming a powerful and well-financed opposition. That victory was fueled by Mr. Dolce's testimony numerous times before legislative committees, which one major newspaper reported left senators "captivated" and "spellbound." His effort was supported by a grassroots organization of some 200 survivors that he led as the chair of the political committee, Protect Our Kids First, Inc., a campaign he formed to amend the state's Constitution on Election Day. His precedent-setting strategy worked to compel the Legislature to ensure that never again will a child in Florida be turned away from any civil or criminal court due to the passage of time. And no predator can ever again take comfort in the ticking of a clock after threatening a child into silence.

Mr. Dolce's work has gained him national recognition with awards from both fellow attorneys and crime victim advocates, including the National Center for Victims of Crime, the Florida Council Against Sexual Violence and the Florida Justice Association. Mr. Dolce is a sought-after speaker, having addressed conferences of many of the largest child abuse survivor organizations in the world, including the Survivors Network for those Abused by Priests. Recently, he was invited to join the Sexual Violence Focus Group of the Office of the Florida State Courts Administrator; the group will work over the next year on several sexual violence projects, including updating the Florida Sexual Violence Bench Book and developing a strategic plan for sexual violence projects. His work has been cited across the nation by law professors and judges, including the North Carolina Supreme Court.

Mr. Dolce graduated with a Bachelor of Arts, *summa cum laude*, from Lynn University and received his J.D. from Stetson University.

Currently, Mr. Dolce is litigating the following notable matters:

- *Jane Doe v. Florida Sheriffs Youth Ranches*: Mr. Dolce represents a teenaged sex abuse victim who was abused in a residential childcare facility by an adult resident of the facility. This civil suit against the facility follows a successful criminal prosecution of the abuser, asserting that the facility failed to maintain proper child safety procedures and policies.
- *Rose, Fitzsimons and Davis v. The Devereux Foundation, Inc.*: Mr. Dolce represents adult survivors in three related lawsuits, asserting child physical and sexual abuse at a licensed therapeutic group home perpetrated by several staff members.
- *Jane Doe v. Seagate Hotel and Spa*: Mr. Dolce represents an adult in this action against a resort hotel asserting that she was sexually assaulted by a massage therapist. The suit alleges that the hotel negligently hired the therapist who had been discharged just two months earlier by his prior employer for similarly sexually assaulting a guest.

- *Harris v. William Degray*: Mr. Dolce represents an adult survivor of domestic violence who suffered substantial physical and mental health injuries, including Battered Woman Syndrome.
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Some of his past successes include:

- *Jane Doe vs. Tim Crowe*: Mr. Dolce represented a child sex abuse survivor in a direct action against the perpetrator, resulting in a $19.2 million compensatory damage verdict, named one of the Top 100 verdicts nationwide in 2009 by *The National Law Journal*/Verdict Search.
- *Hollins v. Watchtower Bible and Tract Society of New York, Inc.*: Mr. Dolce represented an adult survivor of child sexual abuse against his former church (Jehovah's Witnesses), resulting in a confidential settlement.
- *A.S.W. v. Happy House, Inc.*: Mr. Dolce represented a pre-school child against a day care center in a child-on-child sex abuse case, resulting in a confidential settlement.
- *Jane Doe v. James Byrne and Linda Byrne*: Mr. Dolce represented a mentally disabled child in an action against a neighbor who sexually abused her over a two-year period and against the abuser's wife, on a theory that she failed to protect the child after finding evidence of ongoing abuse. The jury awarded damages of $3.5 million, ordering both defendants to pay.

Jeffrey Dubner

Jeffrey B. Dubner is an Associate at Cohen Milstein and a member of the Antitrust practice group, having joined the firm in 2011. In this role, Mr. Dubner represents a broad range of individuals, businesses, and unions in civil litigation, with a focus on multi-district class actions and antitrust litigation. He has represented both plaintiffs and defendants in antitrust matters, dealing with the application of the Sherman Act in industries from health care and financial services to professional sports and publishing.

Mr. Dubner is currently litigating the following matters:

- VFX/Animation Workers Litigation: Cohen Milstein is one of three court-appointed co-lead counsels in a litigation alleging that the major animation studios conspired to limit the opportunities and suppress the pay of special effects and animation workers by agreeing not to poach each other's employees. The litigation has survived a motion to dismiss and plaintiffs have moved for class certification. Mr. Dubner has been involved in all aspects of the litigation.
- Interest Rate Swaps: Cohen Milstein represents The City of Baltimore and the Public School Teachers' Pension and Retirement Fund of Chicago on behalf of a putative class in an action alleging that major investment banks conspired to prevent an exchange-traded market for interest rate swaps from developing. The case is currently pending centralization by the Joint Panel on Multidistrict Litigation.
- Sutter Health: Cohen Milstein represents self-insured entities in Northern California who are challenging anticompetitive practices by Sutter Health, the dominant hospital system in Northern California. Plaintiffs have defeated Sutter Health's motion to compel arbitration and demurrer, and the case is currently in discovery.
- Angola Prison/Louisiana Department of Public Safety and Corrections Litigation (pro bono): Mr. Dubner is co-lead counsel on a class action lawsuit alleging that the Louisiana Department of Public Safety and Corrections failed to provide adequate health care services to inmates at Angola Prison, the largest state-run maximum security prison in the United States. The case is currently in discovery.

Mr. Dubner played an important role in litigating the following successes:

- Electronic Books Antitrust Litigation: Cohen Milstein was co-lead counsel in a class action lawsuit alleging that Apple and five of the leading U.S. publishers conspired to raise the retail prices of ebooks. The five publishing defendants settled for $166 million and a settlement was reached with Apple for an additional $400 million. Mr. Dubner was lead associate on the case and was involved in all aspects of the litigation, including trial preparation.
- Sports Broadcasting Antitrust Litigation: Cohen Milstein was co-lead counsel for plaintiffs in class actions alleging that the system of geographical broadcasting territories employed by Major League Baseball and the National Hockey League amount to unlawful market allocation under Section 1 of the Sherman Act. The last settlements were reached on the eve of trial and are awaiting final Court approval. Mr. Dubner was lead associate on the NHL and MLB lawsuits and was involved in all aspects of the litigation, including arguing motions and examining witnesses before the court.
- Prime Healthcare Services Litigation: Cohen Milstein successfully defended the Service Employees International Union (SEIU) against antitrust claims brought by Prime Healthcare Services, alleging that SEIU conspired with Kaiser Permanente to drive Prime out of the market. Cohen Milstein succeeded in having the complaint and the amended complaint dismissed in the Southern District of California and defeating an appeal in the Ninth Circuit. Mr. Dubner was the lead associate on the case and was involved in all aspects of the litigation, including drafting the successful motions to dismiss and appellate brief.
- Detroit Nurse Wages Antitrust Litigation: Cohen Milstein represents a class of nurses in *Cason-Merenda v. Detroit Medical Center* (E.D. Mich.), alleging that Detroit hospitals suppressed wages through anti-competitive information exchanges. All eight defendants settled, creating a common fund of more than $90 million for Detroit's nurses. Mr. Dubner participated in the trial preparation for the case.

In addition to state and federal antitrust laws, Mr. Dubner has litigated claims under the Stored Communications Act, the Commodities Exchange Act, the Americans with Disabilities Act, and other state and federal statutes. *The National Law Journal* named him a Rising Star in 2015, one of only 40 attorneys in Washington, D.C., so honored.

Prior to joining the firm, Mr. Dubner was a law clerk for the Honorable Guido Calabresi of the U.S. Court of Appeals for the Second Circuit and the Honorable John G. Koeltl of the U.S. District Court for the Southern District of New York. Mr. Dubner attended Harvard University, graduating *cum laude*with a B.A. in Psychology, and earned his J.D. *magna cum laude* from Harvard Law School. Mr. Dubner served as a Notes Editor for the *Harvard Law Review*. Mr. Dubner is admitted to practice in New York, the District of Columbia, the Southern District of New York, and the Eastern District of Michigan. He is also a New York Times–published crossword constructor.

Suzanne Dugan

Suzanne M. Dugan is Special Counsel to Cohen Milstein and leads the firm's Ethics & Fiduciary Counseling practice, a practice she helped found within the Securities Litigation & Investor Protection practice group.

Ms. Dugan joined Cohen Milstein in 2011, following more than 20 years of service in government, first as counsel to and acting director of the New York State Ethics Commission and then as Special Counsel for Ethics for the Office of the New York State Comptroller. Her service in government and experience as an in-house counsel offer the broad and unique perspective of a regulator and the understanding of an in-house counsel.

From this unique vantage, Ms. Dugan counsels pension funds on fiduciary responsibility, ethical duties, strategic governance and compliance issues. She consults with governmental entities and other clients on design, implementation, management and assessment of comprehensive ethics programs. She also assists in conducting investigations and structuring recommendations, and provides expert legal and consulting services to law firms retained to conduct special reviews, providing an additional layer of oversight and accountability.

Ms. Dugan brings her experience gained from having served as ethics counsel to the third largest public pension fund in the country to advise and counsel pension fund trustees and senior managers on issues and challenges, providing collaborative and creative solutions for pension funds as they navigate changing economic challenges and organizational requirements.

At Cohen Milstein, Ms. Dugan has provided ethics counsel to some of the largest public pension funds, and serves as compliance counsel to another top 10 fund, among others. She has also conducted ethics and fiduciary training for the boards of trustees of some of the country's largest public pension funds. In addition, she serves as counsel to a number of large municipalities across the country, where she evaluates and investigates complaints of unethical conduct, provides objective and independent guidance and works to ensure a culture of ethical leadership.

Ms. Dugan is a frequent lecturer and panelist at conferences and forums addressing ethics and fiduciary issues in the public and nonprofit sectors, including pension funds, bringing with her an understanding of ethical issues born out of practical experience as well as scholarly pursuits. She has served as an adjunct professor, teaching a course on Government Ethics, and writes frequently on ethics, fiduciary responsibilities of pension trustees and the role of pension fund attorneys.

She serves on the Fiduciary and Plan Governance Steering Committee of the National Association of Public Pension Attorneys, a professional organization dedicated to providing legal educational opportunities and informational resources to its member attorneys. Ms. Dugan also is an active member of the Council on Government Ethics Laws, an international organization dedicated to issues involving governmental ethics, elections, campaign finance, lobby laws and freedom of information.

Ms. Dugan began her career as a judicial clerk with the Appellate Division, Third Department, of the New York State Supreme Court. She also served as an administrator at Albany Law School, as well as the pro bono Legal Director of a not-for-profit in the Albany area. She currently is a member of the Board of Directors of her local Planned Parenthood affiliate and an elected Trustee of the Clifton Park-Halfmoon Public Library.

Ms. Dugan attended Siena College, graduating *magna cum laude*, and earned her J.D. *cum laude* from Albany Law School of Union University. In 2014, she received the distinguished Burton Award for Legal Writing. She is an elected member of the American Law Institute, where she is a member of the Consultative Group on Government Ethics, among others.

Adam Farra

Adam Farra is an Associate at Cohen Milstein and a litigator in the firm's Securities Fraud & Investor Protection practice group. His practice primarily involves representing investor clients who have been injured by

corporate fraud perpetrated by publicly-traded companies. He also frequently represents individuals in civil rights and constitutional cases.

Representative examples of Mr. Farra's experience include the following:

- *Scinto v. Stansberry.* As lead counsel, Mr. Farra argued before a federal appeals court on behalf of a client alleging that federal prison officials violated the Eighth Amendment's prohibition on cruel and unusual punishment when they failed to provide him adequate medical care.
- *Fontanez v. O'Brien*. As lead counsel, Mr. Farra successfully argued before a federal appeals court on behalf of a client whose habeas petition was initially dismissed by the district court on jurisdictional grounds. In a unanimous, published opinion, the Fourth Circuit reversed and remanded the dismissal.
- *Richards v. Maryland.* As lead counsel, Mr. Farra argued before a Maryland appeals court on behalf of a client who challenged his criminal conviction on the grounds that the officers who arrested him violated the Fourth Amendment in a traffic stop-and-frisk case.
- *In re Ability, Inc. Securities Litigation.* Mr. Farra represents shareholders in a class action in federal court in Manhattan against Ability, Inc. and its directors and officers. The shareholders allege that the company and its officers violated federal securities fraud laws.

After law school, Mr. Farra clerked for Judge Andre M. Davis on the U.S. Court of Appeals for the Fourth Circuit and Judge Peter J. Messitte on the U.S. District Court for the District of Maryland. Prior to joining Cohen Milstein, Mr. Farra was a commercial litigator at a major law firm in Washington, D.C.

Mr. Farra also serves as an adjunct professor at the University of Maryland School of Law, where he teaches a seminar in constitutional law.

Mr. Farra is a graduate of the University of Michigan. He received his J.D. from the University of Maryland School of Law, from which he graduated *magna cum laude* and Order of the Coif.

Susan M. Greenwood

As an attorney in the New York office, Susan M. Greenwood is a member of Cohen Milstein's Securities Litigation & Investor Protection Practice Group. With extensive experience in the area of securities law and class action litigation, Ms. Greenwood analyzes and evaluates securities litigation case opportunities.

Prior to joining Cohen Milstein, Ms. Greenwood was a Securities Law Specialist at Bloomberg Law, providing analysis of trends and developments in securities litigation, regulation and enforcement and serving as the editor of the Bloomberg Law Securities Litigation and Enforcement Report. She also has served as counsel at a prominent insurance company and two large litigation firms.

Ms. Greenwood attended Cornell University, graduating cum laude with Distinction, and earned her J.D. at the University of Pennsylvania School of Law.

Elizabeth C. Guarnieri

Elizabeth C. Guarnieri is a Senior Attorney in Cohen Milstein's Securities Fraud & Investor Protection Practice Group, and a member of the Ethics and Fiduciary Counseling Practice. Ms. Guarnieri serves as the Firm's Director of Investor Services. In the role of Director of Investor Services, she leads the Firm's portfolio

monitoring and damage calculation process and oversees client reports. She is an integral member of the Securities Case Evaluation Team, which analyzes new and potential securities actions.

In addition, Ms. Guarnieri led the Cohen Milstein team in developing the Firm's proprietary portfolio monitoring and damage calculation system, COMPAS (Cohen Milstein Portfolio Assessment System). She also oversaw the rollout of the COMPAS client self-service portal which provides clients with web access to monitoring information as well as historical portfolio monitoring reports. She coordinates with our IT department and analysts to ensure the security of clients' transactional information.

Prior to joining Cohen Milstein, Ms. Guarnieri spent nearly 10 years as a securities and antitrust litigator. Working at two prominent plaintiffs' class action law firms in San Francisco, she represented individual and institutional investor clients in individual, class action and shareholder derivative securities litigation. Her decade of working on behalf of institutional investors has provided her with an experience and insight that she brings to her fiduciary and ethics counseling practice. Working with clients who have hired Cohen Milstein for fiduciary or ethics counseling, Ms. Guarnieri has undertaken a variety of projects — from researching and preparing presentations on fiduciary and ethics issues to assisting with the revision of an ethics code for a large county client.

In addition to her litigation experience, Ms. Guarnieri also worked as a legal analyst with Bloomberg L.P., regularly contributing articles to Bloomberg's Antitrust and Trade Law Reporter. She is the co-author of The Misapplication of American Pipe Tolling Principles, ABA Securities Litigation Journal, (Volume 21, Number 2, Winter 2011).

In her pro bono work, Ms. Guarnieri was one of a coalition of counsel that represented plaintiffs who sued Chevron for egregious injuries related to the company's oil production in Nigeria. She also served on the Board at the Meiklejohn Institute for Civil Liberties, an organization dedicated to developing innovative ways of using human rights law to promote equality and protect the disadvantaged.

Ms. Guarnieri attended Rider University, graduating magna cum laude with a B.A. in Political Science, and earned her J.D. at Rutgers School of Law.

Sally M. Handmaker

Sally M. Handmaker is an Associate at Cohen Milstein and a member of the firm's Consumer Protection practice group. In that role, Ms. Handmaker litigates actions to enforce consumer rights under federal and state laws.

Prior to joining Cohen Milstein in 2014, Ms. Handmaker was a Litigation Associate at a top-tier defense firm, working on complex commercial and general litigation matters in federal and state courts covering a variety of subject matters, including antitrust, securities litigation, sports, intellectual property and employment. She also maintained an active pro bono practice and, in particular, was recognized for her work with the Lawyers Committee for Civil Rights Under Law's Voting Rights Project.

Ms. Handmaker is currently litigating the following notable matters:

- *Parker, et al. v. America Traffic Solutions, et al.*: Ms. Handmaker is Lead Associate on the case team that is litigating claims against Florida municipalities and red light camera vendors alleging improper delegation power to enforce red light camera violations and improper collection of fines regarding same.
- *In re: Lumber Liquidators Chinese-Manufactured Flooring Products, Sales Practice and Product Liabilities Litigation:* Ms. Handmaker is Lead Associate on the case team litigating claims against Lumber Liquidators alleging fraudulent sale of composite flooring that contains excessive and unlawful levels of formaldehyde, a carcinogen.
- *Ubaldi v. SLM Corporation:* Ms. Handmaker is Lead Associate on case team litigating claims against Sallie Mae Inc. alleging usurious loan practices.

Some of her past successes include:

- Symantec Corp. Litigation: Ms. Handmaker was Lead Associate on the case team that succeeded in gaining final approval of a $60 million settlement. The case against Symantec and Digital River alleged misrepresentations regarding the companies' Extended Download Service. Ms. Handmaker was heavily engaged in the trial preparation for the lawsuit, which settled on the eve of the trial.
- Caterpillar Litigation: Ms. Handmaker was Lead Associate in a nationwide product liability class action against Caterpillar, Inc. alleging that engine exhaust system defects resulted in power losses and shutdowns that prevented or impeded their vehicles from transporting goods or passengers.

Ms. Handmaker attended the University of Southern California, graduating *summa cum laude* with a B.A. in Psychology and a B.A. in Political Science. Her undergraduate honors thesis was published in the American Psychological Association journal *Law and Human Behavior* under the title "'How Did You Feel?': Increasing Child Sexual Abuse Witnesses' Production of Evaluative Information."

Ms. Handmaker received her J.D. from the University of Virginia School of Law. While in law school, Ms. Handmaker served as an intern at the U.S. Department of Justice's Criminal Division focusing on cases involving child sexual abuse. She also served on the board of The Virginia Innocence Project, the University of Virginia's arm of the national litigation and public policy organization dedicated to exonerating wrongfully convicted people through DNA testing and reforming the criminal justice system. Ms. Handmaker also participated in the University of Virginia School of Law's Moot Court program and served on the Editorial Board of the *Journal of Law & Politics*.

Johanna M. Hickman

Johanna M. Hickman is an Associate at the firm, and is a member of the Public Client practice group. In this position, Ms. Hickman represents state Attorneys General and other public-sector clients in investigations and lawsuits involving health care fraud and other fraudulent and deceptive trade practices. Previously, she assisted in litigation by a state attorney general regarding the robo-signing of mortgage foreclosure documents. In addition, she has worked on a number of confidential investigations.

Currently Ms. Hickman is representing public clients in the following high-profile matters:

- Nursing Homes: Representing attorneys general in investigations and litigation related to deceptive marketing by several nursing home chains that promised, but failed to provide, basic care to their

elderly residents. She is involved in all aspects of the investigations and litigation, including conducting and analyzing the results of investigations, developing legal theories, conducting fact and expert discovery and writing briefs.

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Ms. Hickman serves on the adjunct faculty of the Georgetown University Law Center, where she teaches a course in advanced legal writing and practice. Prior to joining Cohen Milstein in 2013, Ms. Hickman practiced at a leading defendants' firm, where she advised clients regarding environmental and toxic tort liability, negotiated the environmental aspects of corporate transactions, and represented clients in complex insurance coverage litigation. Prior to that, Ms. Hickman clerked for two years for the Honorable James I. Cohn of the United States District Court for the Southern District of Florida.

Ms. Hickman graduated with Highest Honors from the University of North Carolina at Chapel Hill with a B.A. in Journalism and Mass Communication. Ms. Hickman earned her J.D., *cum laude*, from the Georgetown University Law Center. She served as a Law Fellow, a Global Teaching Fellow, and a Staff Member and Symposium Editor of the *Georgetown Journal of Legal Ethics*. As a member of Georgetown's Barristers' Council, she was a finalist in Georgetown's 35th Annual Leahy Moot Court Competition, and her team won the Award for Best Brief Overall at the 2005 Pace National Environmental Law Moot Court Competition.

Anita F. Hill

Anita F. Hill is Of Counsel at Cohen Milstein, and a member of the Firm's Civil Rights & Employment Practice Group. In that role, she advises on class action workplace discrimination cases. Ms. Hill, who joined the Firm in 2011, has played a leading role in furthering equal opportunity and ending discrimination in the United States, and brings with her more than three decades of legal, governmental, policymaking and academic experience to the Civil Rights Practice. She is a noted speaker, thinker, commentator and author who has contributed to a broad range of important civil rights and social issues, including race, gender discrimination, media and the law. She has appeared on numerous television and news programs, and her writings and opinions regularly are published in leading newspapers and magazines in the United States and the world.

Ms. Hill began her career as an associate with a boutique defendants' firm based in Washington, D.C., which specialized in antitrust, federal agency and environmental work for corporate clients; in that role, she researched and wrote appellate and agency briefs on questions concerning environmental, corporate, antitrust and administrative law. She then served as special counsel to the assistant secretary of the Department of Education's Office for Civil Rights, where she advised on legal and policy matters related to individual and systemic claims of educational discrimination, reviewed legal and policy positions for government-wide enforcement efforts and wrote position papers on various civil rights education issues including race and gender discrimination claims and with a specific focus on issues facing historically black colleges and universities.

Later, Ms. Hill became adviser to the Chairman of the Equal Employment Opportunity Commission (EEOC), reviewing and analyzing Commission policy, writing legal policy and position papers for the Chairman and advising him on the effectiveness of the program and the functions of the Commission.

For more than three decades, Ms. Hill has taught law and public policy. She began her teaching career as an assistant professor at Oral Roberts University and later joined the faculty at the University of Oklahoma College of Law. In 1989, Ms. Hill became the first African American to be tenured at the University of Oklahoma, College of Law, where she taught contracts and commercial law. Since 1999, Ms. Hill has been on

the faculty of Brandeis University where she holds the title of University Professor, the highest academic rank awarded by Brandeis. Hill is one of only seven University Professors in the school's history. She teaches in the areas of civil rights, legal history and race and gender law and policy.

Ms. Hill is the author of numerous academic articles on international commercial law, contracts, bankruptcy and civil rights—all areas in which she has taught. She has given presentations on commercial law as well as race and gender equality to hundreds of business, professional, academic and civic organizations in the United States and abroad. In addition, she has appeared on several television programs, such as *Face the Nation* and *Meet the Press*, and has written for leading newspapers and magazines including *Newsweek*, *The New York Times* and *Boston Globe and Time.com*. Ms. Hill is the author of *Speaking Truth to Power* and served as the co-editor of *Race, Gender, and Power in America: The Legacy of the Hill-Thomas Hearings*. Her latest book is*Reimagining Equality: Stories of Gender, Race and Finding Home* (Beacon Press, 2011), an analysis of the housing market collapse of 2008 and its impact on gender and racial equality.

She is the recipient of numerous awards, grants and honorary degrees. Hill's professional and civic contributions include chairing the Human Rights Law Committee of the International Bar Association, and membership on the Board of Governors of the Tufts Medical Center and the Board of Directors of the National Women's Law Center and the Boston Area Lawyers Committee for Civil Rights. Ms. Hill was the subject of the documentary, *Anita: Speaking Truth to Power*, which premiered at the Sundance Film festival in January 2013. Ms. Hill attended Oklahoma State University, where she majored in Psychology, and earned her J.D. at Yale University Law School.

Julia Horwitz

Julia Horwitz is an Associate at Cohen Milstein and a member of the Firm's Employee Benefits Practice Group. In her role, Ms. Horwitz represents the interests of employees, retirees, plan participants and beneficiaries in ERISA cases across the country.

Prior to joining Cohen Milstein, Ms. Horwitz served as a law clerk for the Honorable Mary Ellen Coster Williams at the United States Court of Federal Claims. She worked at the Electronic Privacy Information Center in DC from 2012-2015, first as an Open Government Coordinator and Counsel, and then as the Director of the Consumer Privacy Project. Ms. Horwitz also was an Adjunct Professor at Georgetown Law School for a semester in 2013.

Ms. Horwitz attended Brown University, graduating with a B.A. in English, magna cum laude, in 2008. She earned her J.D. from the University of Chicago Law School in 2012. During law school, Ms. Horwitz was a staff member on the Edwin F. Mandel Legal Aid Clinic Employment Discrimination Project.

Anna Jagelewski

Anna Jagelewski is an Associate at Cohen Milstein and a member of the Public Client practice group. Ms. Jagelewski's practice focuses on the representation of state Attorneys General and other public-sector clients in investigations and lawsuits involving health care fraud as well as other fraudulent and deceptive trade practices.

Prior to joining Cohen Milstein, Ms. Jagelewski was a law clerk for the Honorable Andre M. Davis of the U.S. Court of Appeals for the Fourth Circuit. She also clerked for the Honorable Reggie B. Walton of the U.S. District Court for the District of Columbia and the Honorable Florence Y. Pan of the Superior Court of the District of Columbia. Ms. Jagelewski also served as the Francis D. Murnaghan Appellate Advocacy Fellow at the Public Justice Center.

Ms. Jagelewski graduated, magna cum laude, from Ohio University with a B.A. in English in 2004. She earned her J.D., summa cum laude, Order of the Coif, from American University's Washington College of Law in 2011. During law school, Ms. Jagelewski served as the Associate Articles Editor for the American University Law Review and was the Founder and Chair of the American University Law Review Diversity Committee.

Ms. Jagelewski is not admitted in the District of Columbia; her practice is under the supervision of partners of the firm.

Nicholas Johnson

Nicholas C. Johnson is an Associate at Cohen Milstein, and a member of the firm's Catastrophic Injury & Wrongful Death practice area. In that role, Mr. Johnson's practice focuses on medical malpractice, nursing home abuse, and personal injury cases.

Prior to joining Cohen Milstein in 2014, Mr. Johnson worked for two South Florida defense firms, gaining valuable experience representing Fortune 500 insurance companies in the defense of claims and lawsuits. Earlier in his career, Mr. Johnson practiced as an Assistant Public Defender in Palm Beach County, where he represented indigent clients charged with misdemeanors and felonies, ranging from DUI to crimes punishable by life in prison. He was awarded the Best Advocate Award at the Florida Public Defender College in November 2008. Mr. Johnson tried approximately 30 jury trials to verdict as an Assistant Public Defender. Eager to resume his representation of individuals, Mr. Johnson joined Cohen Milstein in 2014.

Mr. Johnson has litigated the following notable matters:

- *Pavlov v. PBSO:* Mr. Johnson was a member of a team of attorneys representing the mother of a 28-year-old mentally disturbed man who was shot and killed by a Deputy Sheriff of the Palm Beach County Sheriff's Office. Mr. Johnson was instrumental in litigating this case, which resulted in the largest settlement paid out by the Palm Beach County Sheriff's Office.
- *McCool v. Woodstream and Home Depot:* Mr. Johnson represents the family of Mary Jo McCool, a 46-year-old woman who was found drowned in her pool as a result of becoming overcome by the fumes from a propane mosquito trap. The matter currently is being litigated in Federal Court.
- Nursing Home Neglect Litigation: Mr. Johnson represented the spouse of an 85-year-old man who experienced a series of falls in a nursing home before finally fracturing his hip, which required hip replacement surgery. Mr. Johnson reached a confidential settlement in this case that alleged neglect on the part of the nursing home.

Mr. Johnson was selected to serve as a member of the 2015 class of The Florida Bar Leadership Academy, and was recently selected to the American Association for Justice's 2016 Leadership Academy. Mr. Johnson serves on the Board of Directors for the Palm Beach County Bar Association North County Section, and currently serves on the Board of the Florida Justice Association's Young Lawyer Section and the Membership Diversity

Committee, and is an active member of the Palm Beach County Bar and the Palm Beach County Justice Association. He is also actively involved in the American Association for Justice's Minority Caucus. He writes on various legal topics in such publications as the *Florida Justice Association Journal*.

Mr. Johnson graduated from Boston University with a B.A. in Economics, and completed his Master's in Sports Management at the University of Florida. He graduated *cum laude* from St. Thomas University School of Law in 2007. Mr. Johnson, who was born and raised in Kingston, Jamaica, has represented Jamaica at several international swimming competitions.

Eric Kafka

Eric A. Kafka is an Associate at Cohen Milstein, and a member of the firm's Consumer Protection practice group. Mr. Kafka's practice focuses on litigating class actions on behalf of consumers who have been deceived and harmed by large corporations.

Currently, Mr. Kafka is litigating the following notable matters:

- *In re Anthem, Inc. Data Breach Litigation:* Mr. Kafka represents consumers who were affected by the Anthem data breach. Plaintiffs allege that their confidential information, including their Social Security numbers, was compromised in the data breach.
- *Hankinson, et al. v. R.T.G. Furniture Corp., d/b/a Rooms to Go:* Mr. Kafka represents furniture consumers who allege that Rooms to Go misrepresented that it would professionally treat their furniture with stain-resistant chemicals.
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Prior to attending law school, Mr. Kafka worked on multiple poliltical campaigns, including President Obama's 2008 presidential campaign.

Mr. Kafka earned his J.D. from Columbia Law School, where he was a Harlan Fiske Stone Scholar. He received his B.A. from Yale University.

Adam Langino

Adam J. Langino is an Associate at Cohen Milstein, and a member of the firm's Catastrophic Injury & Wrongful Death, Managed Care Abuse, and Unsafe & Defective Products practice groups. In his role, Mr. Langino represents clients who have been seriously or catastrophically injured, those who have suffered from managed care abuses and people who have been injured as a result of faulty products—and holding those responsible accountable for those injuries. Mr. Langino is an experienced, hands-on attorney, who has tried more than 20 jury trial cases in his career. Presently, he is litigating a number of product safety cases involving child booster seats.

Prior to joining Cohen Milstein in 2014, Mr. Langino was an Associate at Leopold Law and also served for three years as an Assistant Public Defender in West Palm Beach, FL. As an Assistant Public Defender, Mr. Langino handled complex felony criminal cases, including first-degree felonies and crimes punishable by life in prison. He gained valuable trial experience and secured freedom for the wrongly accused. Before his service as an Assistant Public Defender, Mr. Langino clerked for the Federal Public Defender in Minneapolis.

Currently, Mr. Langino is litigating the following notable matters:

- *Back-Cruz v. Evenflo, Inc.:* Mr. Langino represents the family of a child plaintiff in a product liability case. The lawsuit alleges that the poorly designed Evenflo booster car seat that the child was in failed to keep her safe in a car crash, resulting in catastrophic injuries. Mr. Langino is the primary attorney on the case and is managing all aspects of the litigation.

Some of his past successes include:

- *Mincey v. Takata:* Cohen Milstein was lead counsel in a lawsuit brought on behalf of Patricia Mincey and her family, a Florida woman who sustained catastrophic injuries that rendered her paralyzed from the neck down in 2014 when the driver's side airbag deployed too aggressively during a vehicle collision. Patricia Mincey passed away in early 2016 due to complications from the quadriplegia caused by the problematic airbag. The suit charged that the Takata Corporation, the manufacturer of the airbag system, knew of the airbag defect and hid the problem from consumers. Evidence uncovered by the firm showed that Takata concealed the defective nature of the airbag system for more than a decade. The case was resolved in July 2016. Mr. Langino had been involved in all aspects of the litigation, including discovery, taking depositions and directing motions.
- *Fuse v. Palm Tran:* Mr. Langino represented the family of a 5-year-old disabled child in a catastrophic injury case alleging that the disabled child suffered permanent brain damage during transport on the Palm Tran Connection service, a transportation service for elderly and disabled patrons, when the vehicle's driver ignored her calls for help, failed to provide first aid, and delayed access to emergency medical aid. The case was resolved in a settlement in excess of $1 million.
- *Hauser v. Rice Insulation:* Mr. Langino represented the Hauser family in a product liability lawsuit alleging that Rice Insulation, an insulation contractor, installed foam insulation incorrectly in the plaintiff's house, resulting in the house burning to the ground. The lawsuit included the contractor as well as the manufacturer for not providing sufficient warnings that the product might ignite under certain conditions. The matter was resolved confidentially. Mr. Langino managed all aspects of the litigation.
- *Palmer v. Baylines Inc.:* Mr. Langino represented the Palmer family in catastrophic injury and product safety lawsuit in which a truck driver fell asleep at the wheel and crashed into a vehicle carrying the Palmers, resulting in the death of Mrs. Palmer. Mr. Langino brought a catastrophic injury case against the trucking company Baylines Inc., and a product safety case against the carmaker of the vehicle that the Palmers were driving alleging that the airbags did not deploy properly, leading to Mrs. Palmer's death. The case was resolved in a confidential settlement. Mr. Langino managed all aspects of the litigation, including expert witnesses.

Mr. Langino was selected to the 2015 class of the American Association for Justice Leadership Academy, which is comprised of a select group of plaintiff trial lawyers chosen from across the country for national leadership training. The National Trial Lawyers has named Mr. Langino one of the Top 100 Trial Lawyers, Florida, for three years running, beginning in 2013. He is also an active member in the Palm Beach County Bar Association, the Board of the Florida Justice Association Young Lawyer Section, and the AAJ Membership Oversight Committee.

Mr. Langino attended the University of Maryland, graduating *magna cum laude* with Honors in Government and Politics, and earned his J.D., *cum laude*, from the University of Minnesota School of Law, where he received an award for Best Oral Argument and participated in the Wagner Labor Law Moot Court program.

A former amateur boxer, Adam volunteers as boxing coach for local youths for the Police Athletic League located in Palm Beach Gardens. He is the Past-President of Club 100 Charities and a board member of Cops Helping Kids, charities that are dedicated to improving Palm Beach County by focusing on the needs of the youth and elderly.

Joel P. Laitman

Joel P. Laitman is Of Counsel at Cohen Milstein and a member of the Securities Litigation & Investor Protection Practice Group. Mr. Laitman has served as lead counsel in five of the firm's major mortgage-backed securities class actions brought on behalf of pension funds and other institutional investors against major investment banks. These cases alleged that the underlying mortgages failed to comply with the underwriting standards described in the Offering Documents.

Besides initiating these cases and directing and leading discovery with his partner Chris Lometti, Mr. Laitman argued all motions and conducted all hearings both before the District Court and the Second Circuit. In just three of these cases that have settled to date, recoveries totaling $720 million were achieved for the benefit of injured investors: $335 million in the RALI MBS case brought against Goldman Sachs, UBS and Citigroup; $275 million in the Harborview MBS case brought against RBS; and $110 million in the HEMT MBS case brought against Credit Suisse.

The settlements achieved in these cases have been commended by Courts and by legal publications. Commenting on the Harborview litigation, Judge Loretta A. Preska, of the U.S. District Court, Southern District of New York, noted that the case brought on behalf of the plaintiffs was "interesting and different" and that settlement on their behalf "was a job well done." Judge Fallia, in approving the RALI Settlement, commended the firm for prosecuting the case for seven years and "never giving up" despite substantial obstacles.

The litigations and settlements have garnered awards from the leading legal publications. In 2014 and 2015, the National Law Journal cited the Harborview and RALI MBS in designating the firm an Elite Trial Law Firm and placing the firm on the Hot List; Law360 cited the RALI and Harborview cases in designating the firm one of "The Most Feared Plaintiffs Firms" in 2015, the third year in a row that Cohen Milstein received the designation; and in 2015, Law360 selected Cohen Milstein as the sole plaintiff firm to be chosen in two "Practice Groups of the Year" categories and one of only five class action law firms to be recognized, singling out the RALI and Harborview cases in the award.

In addition, Mr. Laitman has argued a number of seminal cases before the Second Circuit in the securities field including: Teamsters Local 445 Freight Div. Pension Fund v. Dynex Capital, Inc., 531 F.3d 190 (2d Cir. 2008) (addressing corporate scienter under Section 10 (b)); Teamsters Local 445 Freight Div. Pension Fund v. Bombardier, Inc., 546 F.3d 196 (2d Cir. 2008) (addressing standard for establishing market efficiency in certification of Section 10(b) claims); N.J. Carpenters Health Fund v. Royal Bank of Scotland Group, PLC, 709 F.3d 109 (2d Cir. 2013) ("NovaStar") (reversing dismissal of Securities Act claims); Wyo. State Treasurer v. Moody's Investors Serv. (In re Lehman Bros. Mortgage-Backed Sec. Litig.) ("Lehman"), 650 F.3d 167 (2d Cir. 2011) (addressing rating agency liability under the Securities Act); and N.J. Carpenters Health Fund v. RALI Series 2006-QO1, 477 Fed. Appx. 809 (2d Cir. 2012) ("Harborview/RALI", addressing class member knowledge as grounds for denial of class certification).

A member of Phi Beta Kappa, Mr. Laitman is a graduate of Columbia University, with a B.A., magna cum laude, and earned his law degree at Georgetown University Law Center.

Stephan A. LeClainche

Stephan A. LeClainche is Of Counsel at Cohen Milstein, and head of the firm's Medical Malpractice group. In his role, Mr. LeClainche represents victims and the families of victims of all types of medical negligence. His practice specializes in medical malpractice, but also includes medical device litigation, automobile negligence, sexual abuse and other serious injury and wrongful death cases.

Mr. LeClainche is an experienced trial attorney, whose recent admission to the prestigious American College of Trial Lawyers attests to his reputation among peers as an outstanding trial lawyer. He understands, however, that legal skill in a courtroom is only a part of the qualifications that a good attorney brings to the practice in representing the victims of negligence. Equally important is the empathy an attorney must possess in counseling and guiding these victims and their families. The best attorneys are advisers and advocates, compassionate yet aggressive—a partner to clients, making them part of the team. These are traits that Mr. LeClainche brings to each of his cases.

Prior to joining Cohen Milstein in 2015, Mr. LeClainche was a name partner in a boutique trial law firm based in West Palm Beach. A Florida Board-Certified Civil Trial Lawyer since 1996 with more than three decades of experience litigating civil lawsuits, Mr. LeClainche is both a veteran attorney and a seasoned investigator, investing the time necessary to unearth and analyze every potentially relevant facet of a case. Many of his cases represent the cutting edge of both medicine and law, and grow out of the evolution of medicine and its practice. The cases may be different, but the complexities, challenges and stakes are always high, requiring attention to detail – and dedication to a client's needs and concerns.

Some of Mr. LeClainche's litigation and trial successes include the following notable matters:

- A confidential settlement reached in a medical malpractice case against an interventional cardiologist regarding his controversial practice of using a stent in the mid-popliteal artery to treat arterial occlusion. The case involved the off-label use of a medical device and a surgeon acting outside the scope of his practice.
- A $40 million verdict recovered for a child in a wrongful death case.
- A $5 million settlement reached during trial in a medical malpractice case.
- Verdicts of $1.7 million and $10 million in two separate cases involving sexual abuse of minors.
- A $2.3 million verdict for personal injuries suffered during a fall at an amusement park.
- A $2.8 million verdict for a death and personal injuries suffered by husband and wife in a motor vehicle accident.
- Co-lead of the trial team of lawyers who, after years of costly litigation, successfully recovered $27 million on behalf of 10 victims of child abuse in a case brought in Federal Court in New York.

Mr. LeClainche currently represents clients in a diverse variety of medical malpractice cases, including:

- Several lawsuits involving injuries arising from laparoscopic and open gall bladder surgery.
- A case involving a military reservist suffering from deep vein thrombosis (a clot in the veins of the leg), who was misdiagnosed and as a result suffered a pulmonary embolus and died just as he was being discharged from the hospital.
- A routine colonoscopy that resulted in a perforated colon and the subsequent death of the client.

- Misdiagnosis on colonoscopy resulting in the client being given a clean bill of health only to be subsequently diagnosed with Stage 4 colon cancer.

In addition to his recent admission to the American College of Trial Lawyers, Mr. LeClainche's accomplishments over the years have enabled him to achieve an AV-Preeminent rating from Martindale-Hubbell, the highest rating available for ethics and legal ability from the nation's oldest guide to lawyers and law firms.

Mr. LeClainche attended Florida International University, graduating *magna cum laude* with a B.A. in Political Science, and earned his J.D. from the University of Florida College of Law. Mr. LeClainche was born and raised in Kingston, Jamaica.

Scott Lempert

Scott M. Lempert is Of Counsel at Cohen Milstein and a member of the firm's Employee Benefits (ERISA) Practice Group. He joined the firm in 2016 and represents the interests of employees, retirees, and plan participants and beneficiaries in ERISA cases in the district court and on appeal.

Mr. Lempert is currently engaged in litigating a number of so-called "church plan" lawsuits. These cutting-edge legal cases assert that many non-profit health care systems in the United States wrongfully claim their benefit plans are exempt from ERISA regulation under the church plan exemption. Currently, Cohen Milstein serves as lead or co-lead counsel in 12 separate cases in various jurisdictions throughout the U.S.

Mr. Lempert has over 20 years of experience litigating complex commercial class actions on behalf of employees, retirees and consumers in retiree benefits, employment, consumer protection and antitrust matters. Prior to joining Cohen Milstein he worked on many high-profile matters, including:

- *In re: Unisys Corp. Retiree Medical Benefits ERISA Litig.* – a series of cases involving representation of thousands of retirees, both as class actions and individually, seeking restoration of lifetime retiree medical benefits unlawfully terminated after retirement. These cases successfully achieved multiple settlements and court judgments providing lifetime retiree medical benefits for some and a continuing stream of payments to pay for medical benefits for other retirees.
- *Raetsch v. Lucent Technologies* – 36 million dollar settlement involving unlawful transfer of excess defined benefit pension funds to an account to pay for retiree medical benefits.
- *Mehling v. New York Life Insurance Co*. -- 14 million dollar settlement challenging excessive fees charged to New York Life employees and the company's pension plan for Plan assets invested in New York Life owned mutual funds.
- *Stagi v. National R.R. Passenger Corp*. – Gender discrimination class action alleging unlawful disparate impact on female union employees resulting from enforcement of an Amtrak employee policy that blocked union employees from promotion to management. Settlement provided Amtrak employees compensation for denial of opportunities for promotion and the striking of the unlawful employment policy.

Mr. Lempert graduated Phi Beta Kappa from the University of Delaware with a B.A., magna cum laude, in Psychology, and received his J.D., from the University of Pennsylvania Law School. During law school, he served as Vice President of the Law School Government and was a Morris Fellow.

Christopher Lometti

Christopher Lometti is Of Counsel in the Securities Litigation & Investor Protection Practice Group, having joined Cohen Milstein in 2009. In this role, Mr. Lometti has litigated some of the most significant mortgage-backed securities (MBS) class action lawsuits to emerge from the financial crisis.

Mr. Lometti, together with Joel Laitman, his fellow Partner in the Securities Litigation Practice, initiated the Bear Stearns, Harborview, RALI, Lehman and HEMT MBS litigation at their named firm prior to joining Cohen Milstein. The lawsuits were high-risk matters involving novel claims on behalf of their Taft-Hartley pension fund clients injured by the dramatic downgrades of their MBS holdings from AAA to junk status. The MBS litigations have earned Cohen Milstein's Securities Litigation Practice numerous accolades from the *National Law Journal, Law360* and *American Lawyer.*

Mr. Lometti's successes include the following notable matters:

- Bear Stearns MBS Litigation: $500 million settlement with JPMorgan Chase. Cohen Milstein was lead counsel in a class action lawsuit alleging Bear Stearns violated securities laws in selling toxic mortgage-backed securities that failed to meet the bank's own underwriting standards and that contained false and misleading information as to the appraised values of the underlying mortgages. Mr. Lometti was one of the key litigators in the case, developing strategy and conducting extensive fact discovery into the 22 offerings backed by approximately 71,000 largely Alt-A mortgages that Bear Stearns sold to investors from May 2006 to April 2007.

- RALI MBS Litigation: $335 million settlement with Citigroup, Goldman Sachs and UBS. Cohen Milstein was lead counsel in a class action litigation alleging RALI and its affiliates sold shoddy MBS securities that did not meet the standards of their underwriters. Mr. Lometti was one of the senior litigators on the class action, conducting fact discovery, deposing economic experts and preparing witnesses.

- Harborview MBS Litigation: $275 million settlement with Royal Bank of Scotland. Cohen Milstein was lead counsel in a complex case, in which presiding Judge Loretta A. Preska, of the U.S. District Court, Southern District of New York, commented on the "job well done" by the Cohen Milstein team of which Mr. Lometti was a senior litigator.

- HEMT MBS Litigation: $110 million settlement with Credit Suisse. Cohen Milstein was lead counsel in a case alleging Credit Suisse and its affiliates sold toxic securities to pension fund investors. The suit, filed in 2008, was one of the first class action cases involving mortgage-backed securities to be filed.

- Lehman Litigation: $40 million settlement. Cohen Milstein was lead counsel in a class action lawsuit against individuals affiliated with the bankrupt firm, the largest bankruptcy in U.S. history. Mr. Lometti was a senior litigator on the lawsuit, developing strategy.

- Dynex Litigation: $7.5 million settlement. Cohen Milstein was lead counsel in class action lawsuit involving the asset-backed securities. Mr. Lometti was a central member of the team to litigate this seminal lawsuit involving hybrid securities. In the litigation, the U.S. District judge issued one of the first decisions certifying an investor class pursuing fraud claims in connection with the sale of asset-backed securities. The Dynex litigation laid out a road map that could be followed in litigating an asset-backed security.

Currently, Mr. Lometti is litigating the following matters:

- NovaStar MBS: Cohen Milstein is lead counsel in litigation alleging that RBS, Wells Fargo (formerly Wachovia) and Deutsche Bank sold toxic mortgage-backed securities in investors. The litigation is one of the last outstanding class action MBS lawsuits. The Second Circuit Court of Appeals reversed an earlier dismissal of the lawsuit, paving the way for prosecution of the case.

- Volaris Litigation: Cohen Milstein is lead counsel in a class action lawsuit alleging that the Mexican airline Volaris Aviation Holding Co. withheld financial information regarding revenue recognition from investors before the company's $235 million initial public offering. Soon after the IPO, the news came to light and the stock fell roughly 15%. The case is ongoing.

- Braskem Litigation: Cohen Milstein represents shareholders in a class action suit alleging that the Brazilian petrochemical company lied to investors in its American Depository Receipts about its role in a bribery scheme involving Petrobras, Brazil's giant oil producer. The case is ongoing.

Mr. Lometti received a Bachelor of Arts from Fordham College in 1983, and his J.D. from Fordham Law School in 1986.

Prior to his arrival at Cohen Milstein, Mr. Lometti played a substantive role in litigating and settling the massive class action suit against WorldCom, one of the largest bankruptcies in history, representing significant stakeholders in the telecom's bond offerings. The lawsuit resulted in a settlement of $6.15 billion.

He has served as a non-industry arbitrator for the New York Stock Exchange and National Association of Securities Dealers helping to resolve disputes, and as a mediator for the New York State Court System.

Diana L. Martin

Diana L. Martin is Of Counsel at Cohen Milstein, and a member of the firm's Catastrophic Injury & Wrongful Death, Consumer Protection, Managed Care Abuse, and Unsafe & Defective Products practice groups. She concentrates her practice on appellate litigation involving complex product liability, consumer class, mass tort and managed care litigation by not only handling appeals for the firm in these areas, but also by providing appellate support at the trial stage. In that role, she drafts and argues complex and case dispositive motions, handles jury instruction charge conferences and assists trial counsel in preserving and protecting the record in the event of an appeal.

Of notable interest is Ms. Martin's success in achieving justice for injured workers who have been wrongfully denied medical care and treatment by their employer or their employer's workers' compensation carrier, resulting in the employee suffering injuries in addition to those suffered in the workplace accident. While many attorneys refuse to litigate such cases given the difficulty of navigating around the legal immunity afforded to defendants by Florida law, Ms. Martin has gotten many of these cases past the motion to dismiss and summary judgment stages, resulting in settlement of the workers' claims prior to trial.

Currently, Ms. Martin is helping the firm litigate the following matters:

- *United States of America, et al. v. AIDS Healthcare Foundation, Inc.*: Cohen Milstein represents three former managers of the AHF in a Federal and Florida State Whistleblower Act claims against the

nation's largest provider of HIV/AIDS medical care for illegal patient referral kickbacks. Ms. Martin has been involved in all aspects of the litigation. The case is ongoing.

- HCA: Cohen Milstein is lead counsel in a class action lawsuit alleging that four Florida plaintiffs and others like them were billed inflated and exorbitant fees for emergency radiology services, in excess of the amount allowed by law, covered in part by their mandatory Florida Personal Injury Protection insurance. When the district court struck plaintiffs' class claims, Ms. Martin successfully petitioned the Eleventh Circuit Court of Appeals to accept immediate appellate review.
- Wal-Mart Employment Discrimination Litigation: Ms. Martin assisted the firm's Civil Rights and Employment practice group in a regional gender bias case in the Southern District of Florida alleging that Wal-Mart discriminates against women in pay and promotion decisions. After settlement agreements were reached on behalf of the individual plaintiffs, Ms. Martin has taken the lead role in appealing to the Eleventh Circuit Court of Appeals the district court's order dismissing as time-barred the plaintiffs' class claims, which originated from the seminal case of*Dukes v. Wal-Mart*.
- *Adams v. Palm Beach County Sheriff's Office:* Cohen Milstein is lead counsel in an excessive force and wrongful death action against the Palm Beach County Sheriff's Office and one of its detectives, who shot and killed the unarmed Seth Adams while he was on family property. Having provided legal support throughout the district court proceedings, Ms. Martin is currently handling the appellate proceedings in which the officer has appealed to the Eleventh Circuit Court of Appeals the district court's denial of his motion for summary judgment based on qualified immunity.

Some of her past successes include:

- *Mincey v. Takata:* Cohen Milstein was is lead counsel in a lawsuit brought on behalf of Patricia Mincey and her family, a Florida woman who sustained catastrophic injuries that rendered her a quadriplegic in 2014 when the driver's side airbag in her Honda Civic deployed too aggressively during a collision due to a product defect. Patricia Mincey passed away in early 2016 due to complications from her quadriplegia. The suit charged that Takata, the manufacturer of the airbag system, knew of the airbag defect and hid the problem from consumers. When the defendants removed Ms. Mincey's case to federal court in an attempt to have it bogged down in multi-district litigation, Ms. Martin successfully had the case remanded to Florida state court, where it is was resolved in July 2016.

Prior to joining the firm in 2014, Ms. Martin served as appellate counsel to Leopold Law, P.A., in Palm Beach Gardens, FL. Before that, she clerked for three years for the Honorable Martha C. Warner in Florida's Fourth District Court of Appeal. Ms. Martin attended Flagler College, graduating *summa cum laude* and being awarded Departmental Honors in Philosophy/Religion. She earned her J.D. from the University of Florida Levin College of Law, graduating with High Honors and achieving admission to the Order of the Coif.

Ms. Martin currently serves as President of Florida Legal Services, serves as Audit Committee Chair of Families First of Palm Beach County, and sits on the board of the Florida Bar Foundation. She has written numerous legal articles, which have been published in a variety of journals, including *Trial Magazine*, *The Florida Bar Journal*, and the *Florida Justice Association Journal*. Ms. Martin also co-authors *Florida Insurance Law and Practice*, an annual publication by Thomson/West.

Douglas J. McNamara

Douglas J. McNamara is Of Counsel at Cohen Milstein, and a member of the firm's Consumer Protection practice group. In that role, Mr. McNamara specializes in litigating complex, multi-state class action lawsuits against manufacturers and consumer service providers such as banks, insurers, credit card companies and others. He has helped litigate precedent-setting cases, including *Salud Services, Inc. v. Caterpillar, Inc.* He is a hands-on litigator who takes pleasure in the details, facts, and documents of each case. Mr. McNamara is a highly regarded speaker who has presented at several forums on such topics as federal preemption, class certification and civil litigation, and is the author of scholarly articles focusing on emerging legal issues.
Mr. McNamara has worked on numerous cases involving dangerous pharmaceuticals and medical devices, light cigarettes, defective consumer products, and environmental torts. He litigated and resolved the class action lawsuit against Philips Electronics North America Corp., which alleged that certain Philips and Magnavox flat-panel TVs suffer from a defect that causes their capacitors to fail prematurely and renders the TVs inoperable.

Mr. McNamara is currently litigating the following notable matters:

- Lumber Liquidators Litigation: Cohen Milstein is co-lead counsel in the consumer class action lawsuit *In re: Lumber Liquidators Chinese-Manufactured Flooring Products, Sales Practice and Product Liabilities Litigation*, alleging the nationwide retailer sold Chinese-made laminate flooring containing hazardous levels of the carcinogen formaldehyde while falsely labeling their products as meeting or exceeding California emissions standards, a story that was profiled twice on 60 Minutes in 2015.
- Symantec Litigation: Cohen Milstein is lead counsel in *Khoday et al. v. Symantec Corp. et al.,* a nationwide class action battle involving the marketing to consumers of a re-download service in conjunction with the sale of Norton software. The case settled in a $60 million all-cash deal a month before the case was to go to trial – one of the most significant consumer settlements in years. Mr. McNamara was involved in all aspects of the case, from managing the litigation to overseeing a staff of contract attorneys to settlement discussions.
- Rooms to Go Litigation: Cohen Milstein represents a putative class in *Hankinson et al. v. R.T.G. Furniture Corp., d/b/a Rooms to Go,* alleging that the furniture retailer misled consumers as to the application of its ForceField stain protection plan. Mr. McNamara is engaged in all aspects of the litigation, including discovery and working with expert witnesses.
- Caterpillar Litigation: Cohen Milstein is lead counsel in *Salud Services, Inc. v. Caterpillar, Inc.*, a class action lawsuit against Caterpillar alleging that bus engines designed to meet 2002 federal emissions standards are failing, leaving passengers stranded and bus companies eating the costs of countless repairs and towing fees. The Firm succeeded in beating back the defendant's argument that the Clean Air Act preempted the plaintiff's claims since the claims related to emissions standards. Mr. McNamara was the architect of that opposition and is involved in all aspects of the product liability litigation.

Prior to joining Cohen Milstein in 2001, Mr. McNamara was a litigation associate at an international law firm, specializing in pharmaceutical and product liability cases. He started his career at New York City's Legal Aid Society, defending indigent criminal defendants at trial and on appeal.

He has been the lead author on three law review articles: "Buckley, Imbler and Stare Decisis: The Present Predicament of Prosecutorial Immunity and An End to Its Absolute Means,: 59 *Albany Law Review*, 1135 (1996); "Sexual Discrimination and Sexual Misconduct: Applying New York's Gender-Specific Sexual

Misconduct Law to Minors," 14 *Touro Law Review*, 477 (Winter 1998), and most recently, Douglas McNamara, et al, "Reexamining the Seventh Amendment Argument Against Issue Certification," 34 *Pace Law Review*, 1041 (2014). He is presently teaching a course on environmental and toxic torts as an adjunct at George Washington University School of Law.

Mr. McNamara graduated *summa cum laude* from SUNY Albany with a major in Political Science, and earned his J.D. from New York University School of Law.

Miriam Nemeth

Miriam R. Nemeth is an Associate in Cohen Milstein's Civil Rights & Employment practice group. Ms. Nemeth's practice focuses on civil rights, employment discrimination, and wage and hour cases. In addition, she has experience litigating cases involving police misconduct, government abuse of power, and prisoners' rights.
Prior to joining Cohen Milstein in 2015, Ms. Nemeth practiced at a civil rights litigation boutique in Detroit. Among the cases she litigated there was a race discrimination lawsuit against a police department on behalf of five African-American men who were the victims of gang violence, as well as a racial profiling claim on behalf of a woman who was removed from an airplane based on her race. She also represented a jail inmate who suffered lasting damages from a corrections officer's assault, and a family who received false information about the death of their son during his employment with a private security contractor.

Following law school, Ms. Nemeth served as a law clerk for the Honorable Ronald Lee Gilman on the Sixth Circuit Court of Appeals and the Honorable David M. Lawson on the Eastern District of Michigan.

Currently, Ms. Nemeth is involved in the following notable matters:

- McDonald's Litigation: Cohen Milstein represents McDonald's crew members in several wage and hour lawsuits asserting that McDonald's regularly fails to pay workers for all the hours they work by denying them legally mandated meal and rest breaks, payments for missed breaks, and assistance with uniform maintenance, amongst other claims.
- Temporary Employment Staffing Agency Litigation: Cohen Milstein represents African American workers in a series of class actions against employment staffing agencies in Chicago. The suits allege a pattern of race discrimination against African American laborers in the staffing and assignment of workers by temporary staffing agencies to their client companies.
- Transgender Health Care Coverage Cases: Cohen Milstein represents LGBT individuals in their claims of sex discrimination in the denial of access to health care coverage for transition-related care.
- Pro Bono: Ms. Nemeth has a strong commitment to pro bono work and currently represents a Washington, D.C., resident in her application for disability benefits for a debilitating genetic condition.

Ms. Nemeth is a graduate *cum laude* of the University of Pennsylvania Law School. There, she served as a Comments Editor on the *University of Pennsylvania Law Review* and co-directed the Prisoners' Legal Education Project, a student-run clinic that worked with inmates. She also received the 2009 Benjamin R. Jones Memorial Award for Contributions to the Public Interest. During law school, Ms. Nemeth interned with the Capital Habeas Unit of the Federal Community Defender Office in the Eastern District of Pennsylvania, the Bazelon Center for Mental Health Law and the D.C. Public Defender Service's Mental Health Division. Before

attending law school, Ms. Nemeth graduated *summa cum laude* from the George Washington University's Honors Program with a double-major in English and Psychology.

Ms. Nemeth is an active member of the American Constitution Society and has been named a Next Generation Leader and a Public Interest Fellow by that organization.

Casey M. Preston

Casey M. Preston is a member of Cohen Milstein's Whistleblower/False Claims Act Practice Group. Mr. Preston represents whistleblowers nationwide in qui tam litigation, involving numerous industries, such as health care, defense, financial services, and government procurement. He also represents individuals who report tax fraud, securities fraud, and customs fraud through federal whistleblower programs. In addition, Mr. Preston has significant experience handling complex commercial cases and securities litigation in courts across the U.S. Some of Mr. Preston's current representations include:

- A sealed qui tam action related to a drug manufacturer's alleged use of illegal marketing practices to increase usage of its drug by Medicare beneficiaries.
- A sealed qui tam action against importers alleged to have engaged in tariff fraud.
- A sealed qui tam action involving claims that hospitals overcharged the government health care programs by misclassifying outpatient services as inpatient services.
- A sealed qui tam action against a chain of medical practices that allegedly performed unnecessary tests on patients covered by the government health care programs and billed the government for services that were not performed.
- A sealed qui tam action alleging that a medical equipment supplier is selling unnecessary equipment and supplies to Medicare beneficiaries.
- A sealed qui tam action involving claims that a provider of mental health rehabilitative services up-coded services provided to Medicaid beneficiaries.

Mr. Preston has played a key role in a number of successful cases, including:

- A qui tam action alleging that drug manufacturer Wyeth overcharged the state Medicaid programs by not providing them the statutorily required "best price" for a widely prescribed drug. This action resulted in a recovery of more than $780 million by the government.
- A qui tam action against a chain of urgent care centers that allegedly billed the government for unnecessary testing performed on beneficiaries of the government health care programs. There was a $10 million recovery by the government.
- A sealed qui tam action against a dental group for performing unnecessary dental procedures on Medicaid beneficiaries.
- Represented the limited partner of several commercial real estate partnerships in a fraud and breach of fiduciary duty action against the partnerships' general partner.
- Represented stock and bondholders in a class action against a food distributor and its outside accounting firm that resulted in a $90+ million recovery for the investors.
- Represented stockholders in a securities class action against a software company that resulted in a $5+ million recovery for the investors.
- Represented a hedge fund in a securities fraud action against a marketing company through which the hedge fund secured a $4 million recovery.

- Represented a state pension fund in a securities class action against an insurance company that resulted in a $90+ million recovery for stockholders.

In addition, Mr. Preston has provided pro bono services to the Legal Clinic for the Disabled and the Brady Center to Prevent Gun Violence.

Mr. Preston served as law clerk for the Hon. William J. Nealon, U.S. District Court for the Middle District of Pennsylvania and the Hon. Terrence R. Nealon, Court of Common Pleas, Lackawanna County, Pennsylvania. Mr. Preston received his B.S. from The Citadel and his J.D. from the Villanova University School of Law.

Poorad Razavi

Poorad Razavi is an Associate at Cohen Milstein, and a member of the firm's Catastrophic Injury & Wrongful Death and Unsafe & Defective Products practice areas. Mr. Razavi's practice focuses on products liability, vehicle defects, roadway design and maintenance defects, trucking and car accidents, negligent security, and multi-million dollar wrongful death and catastrophic injury suits.

Mr. Razavi began his practice as an insurance defense attorney working side-by-side with insurance adjusters, which provides his clients the benefit of an advocate with a unique perspective into the mindset of insurance companies and corporate defendants, and with a distinct understanding about how to maximize the value of a claim in order to ensure that his clients receive maximum compensation for their injuries.

Thereafter prior to joining Cohen Milstein, Mr. Razavi was a senior associate at another prestigious personal injury products liability firm. While there, Mr. Razavi represented clients across the nation, including in Florida, California, Indiana, Ohio, Georgia, New York, Nevada, Michigan, Alabama, and Tennessee. He has litigated claims against all of the major insurance carriers, as well as automobile, tire, and component part manufacturers, including General Motors, Honda, Chrysler, Takata, and Continental. Mr. Razavi has also handled a broad range of non-traditional personal injury and wrongful death cases throughout the country, including claims involving chemical and pesticide exposure, chlorine gas exposure, mold exposure, construction defect, boating defect, negligent vehicle repairs, and negligent tractor-trailer operation.

Mr. Razavi also has extensive experience in claims against the Department of Transportation and other private state contractors for roadway design and defect claims, and has litigated multiple roadway design and maintenance defect claims resulting in multi-million dollar settlements and subsequent installation and remediation of guardrails, re-paving, curbing, and rehabilitation of roadways in multiple counties.

Additionally, Mr. Razavi initiated the investigation and discovery of a major vehicle airbag defect resulting in the filing of a subsequent class action against the world's largest automobile manufacturers, in which he was selected to the class action discovery committee.

Mr. Razavi has been featured in multiple publications for his successful results in fighting against the automobile industry as well as for handling claims of defective roadway design both in Florida and throughout the country. He has proudly served the legal and local community, holding several prominent Bar Association leadership positions and continually being actively involved as a speaker and moderator on a variety of legal topics. He has repeatedly been selected as "Rising Star" by Florida Super Lawyers and a "Legal Elite Up and Comer" by Florida Trend Magazine.

Mr. Razavi graduated from Indiana University with a B.S. in International Business and Business Economics. He received his J.D. from the University of Cincinnati College of Law and was a Merit Scholarship recipient.

Raymond M. Sarola

Raymond M. Sarola is an Associate at Cohen Milstein, and a member of the Firm's Whistleblower/False Claims Act and the Ethics and Fiduciary Counseling practice groups. Mr. Sarola represents whistleblowers in cases brought under the federal and state false claims acts in a wide range of industries that conduct business with the government, including health care, defense and financial services. As a member of the Firm's Ethics and Fiduciary Counseling practice, Mr. Sarola calls on his experience as a trustee on the New York City pension fund boards in counseling public pension funds fiduciary issues.
Mr. Sarola's experience includes both government service and corporate litigation. Prior to joining the firm, he served as Senior Policy Advisor & Counsel in the Mayor's Office of the City of New York. While there, he represented the Mayor and Commissioner of Finance on the boards of the City's pension systems and deferred compensation plan and advised on legal issues regarding pension investments, benefit payments, securities litigation and corporate governance initiatives. Previously, Mr. Sarola was a litigation associate at a noted defendants' firm, where he represented companies and individuals in securities and other complex commercial litigation, internal investigations and antitrust matters.

Most recently, Mr. Sarola assisted in the qui tam action against the pharmaceutical company Wyeth pending in the District of Massachusetts, in which more states joined to intervene along with the government of the United States than have ever intervened in a qui tam action in history. (United States of America et al., ex rel. Lauren Kieff, v. Wyeth, No.1:03-CV-12366-DPW [D.Mass.].) The $784.6 million settlement was the seventh-largest False Claims Act recovery on record and the second-largest recovery involving a class of drugs in history.

Mr. Sarola has published articles on whistleblower issues, including the use of statistical sampling to prove large fraud cases. He has also published and spoken at conferences on pension fund fiduciary issues, in particular the SEC's pay-to-play rule. He is a member of Taxpayers Against Fraud, a nonprofit, public interest organization dedicated to combating fraud against the Federal Government through the promotion and use of the False Claims Act.

Mr. Sarola received his B.A. from the University of North Carolina at Chapel Hill, and earned his J.D. from the University of Pennsylvania Law School, where he also earned a Certificate of Study in Business and Public Policy from the Wharton School. While in law school, he was a Summer Intern for the Honorable Clarence Newcomer, United States District Court for the Eastern District of Pennsylvania.

Daniel Silverman

Daniel H. Silverman is an Associate and a member of the Antitrust Practice Group at Cohen Milstein, having joined the firm in 2012. Mr. Silverman has prosecuted class actions on behalf of both consumers and employees in a variety of industries in courts around the country. Among his successes, Mr. Silverman has helped litigate the following matters:

- Plasma-Derivative Protein Therapies Antitrust Litigation: Cohen Milstein was co-lead counsel for plaintiffs alleging a conspiracy to reduce the supply and increase prices of IVIG and Albumin—life-

saving therapies derived from blood plasma. The lawsuit was resolved for $128 million to compensate customers who were overcharged for these vital therapies.

- Domestic Drywall Antitrust Litigation: Cohen Milstein is co-lead counsel in an antitrust litigation alleging that the seven major U.S. manufacturers of drywall conspired to manipulate prices. To date, settlements for $45 million have been reached with two of the defendants.
- VFX/Animation Workers: In *In re Animation Workers Antitrust Litigation* (N.D. Cal.), Mr. Silverman serves as co-lead counsel representing a class of animation and visual effects workers in a lawsuit alleging that the defendants, who include Pixar, Lucasfilm Ltd. and DreamWorks Animation, secretly agreed not to solicit class members and to coordinate on compensation.

Prior to joining the firm, Mr. Silverman served as the Executive Director of Legal Economics, LLC, a Cambridge, Massachusetts-based firm specializing in the analysis of complex economic issues related to legal issues. At Legal Economics, he supported expert economic testimony in a variety of antitrust matters involving horizontal price-fixing, mergers, and loyalty discounts in industries ranging from health care and computer hardware to live music promotion. His experience at Legal Economics provides him with unique insight into the inner workings of expert testimony in antitrust matters. In addition, Mr. Silverman has represented public sector clients before the Federal Energy Regulatory Commission, state public utility commissions, and federal appellate courts.

Mr. Silverman is a magna cum laude graduate of Brown University, with a B.S. in Physics, where he was elected to Phi Beta Kappa. He earned a J.D., magna cum laude, from Harvard Law School. In law school, he served as a Managing Editor of the Harvard Environmental Law Review. Mr. Silverman also served as a summer associate at the U.S. Department of Justice in the Environment and Natural Resources Division, Law and Policy Section.

Julie S. Selesnick

Julie S. Selesnick is Of Counsel at Cohen Milstein and a member of the firm's Employee Benefits (ERISA) Practice Group. She joined the firm in 2017 and represents the interests of employees, retirees, and plan participants and beneficiaries in ERISA cases in the district court and on appeal.

Ms. Selesnick has represented a wide variety of clients on both sides of the aisle, in mediation, arbitration, and in state and federal courts throughout the country. Prior to joining Cohen Milstein, Ms. Selesnick was an attorney at Zuckerman Spaeder LLP. She also was a partner and trial attorney at Jackson & Campbell P.C.

Ms. Selesnick is an accomplished writer and has written hundreds of legal articles and blog posts, as well as non-legal articles and blog posts. She has also ghost-written hundreds of pages of content on legal websites throughout the country.

Ms. Selesnick graduated Phi Beta Kappa and Pi Sigma Alpha from the San Diego State University with a B.A., cum laude, and received her J.D., from the George Washington University School of Law, Order of the Coif.

Richard A. Speirs

Richard A. Speirs is Of Counsel at Cohen Milstein, having joined the firm's Securities Litigation & Investor Protection practice group in 2010. He worked on many of the mortgage-backed securities fraud cases that

were successfully litigated by the firm. Currently, in addition to litigating securities fraud cases, Mr. Speirs is principally responsible for developing and litigating the firm's derivative and merger-related lawsuits.
Since joining the firm, Mr. Speirs has litigated the following notable matters:

- Bear Stearns Mortgage Pass-Through Certificates Litigation: $505 million settlement by JPMorgan Chase & Co. to settle a class action litigation arising from Bear Stearns' sale of $27.2 billion of mortgage-backed securities that proved defective during the U.S. housing and financial crises.
- RALI MBS Litigation: $335 million settlement with Citigroup, Goldman Sachs and UBS. Cohen Milstein was lead counsel in a class action litigation alleging RALI and its affiliates sold shoddy MBS securities that did not meet the standards of their underwriters. Mr. Speirs was a critical member of the team of litigators, conducting fact discovery, deposing economic experts and preparing witnesses.
- Harborview MBS Litigation: $275 million settlement with Royal Bank of Scotland. Cohen Milstein was lead counsel in a complex case, in which presiding Judge Loretta A. Preska, of the U.S. District Court, Southern District of New York, commented on the "job well done" by the Cohen Milstein team.
- Sino-Forest Corp. Securities Litigation: Cohen Milstein served as lead counsel for U.S. investors in securities fraud class action brought on behalf of investors in Sino-Forest Corp., a Canadian corporation, which achieved $150 million in settlements from numerous defendants.
- Ebix Derivative Litigation: Cohen Milstein was lead counsel in a class action lawsuit alleging that Ebix's board of directors breached their duties to shareholders in misrepresenting the company's financial results and organic growth and in internal controls over financial reporting. The settlement resulted in the adoption of significant corporate governance improvements including the appointment of a Lead Independent Director, increasing the number of directors on the corporate governance committee, and creating a director of audit and director of internal tax positions to report directly to the Audit Committee.
- Dynex Capital Securities Fraud Litigation: Cohen Milstein was lead counsel in a class action suit alleging that Dynex Capital, a real estate investment trust, lied about the quality of mobile loans used as collateral for asset-backed loans sold to investors. The $7.5 million settlement is significant in having provided a road map for future asset-backed securities class action litigation.

Mr. Speirs' current notable matters include:

- Bank Leumi Derivative Litigation: $400 million derivative suit against the directors and officers of Bank Leumi, an Israeli bank, asserting that bank officers violated their fiduciary duties in conspiring to aid American taxpayers in hiding income from the IRS.
- Intuitive Surgical Inc. Derivative Litigation: Pending derivative action against the company's directors and officers, asserting breaches of fiduciary duties and insider trading claims in connection with concealing regulatory compliance problems and safety defects in the company's flagship product, the da Vinci robotic surgery system.
- BioScrip Derivative Litigation: Derivative action alleging that BioScrip's directors and officers disregarded regulatory and compliance requirements while engaging in a scheme in which the company accepted illegal kickbacks from Novartis Pharmaceuticals Corp. on the sale of a dangerous Novartis drug resulting in government investigations, penalties and other sanctions.

In a career spanning more than 30 years, Mr. Speirs has been lead or co-lead attorney in a number of securities class actions where the court has issued an important decision under the federal securities laws. Among the issues decided were: the improper grouping of unaffiliated investors in a lead plaintiff motion;

recommendation of default sanction against auditing firm for discovery misconduct involving electronic audit work papers; and liability under Section 10(b) of a non-issuer for disclosures made by the issuer.

Mr. Speirs has appeared on numerous panels and legal events to discuss securities fraud and investor protection. He attended Brooklyn College of the City University of New York, where he received a B.A., *cum laude*, and earned his J.D. at Brooklyn Law School, where he earned the Order of the Coif.

Catherine A. Torell

Catherine A. Torell is the Director of Securities Research and Analysis at Cohen Milstein, and is a member of the Securities Litigation & Investor Protection Practice Group. As Director of Securities Research and Analysis, Ms. Torell has the exclusive role of analyzing every securities case that is brought to the Firm.

In this role, Ms. Torell is responsible for thoroughly researching the factual and legal merits of all of the federal securities fraud class action filed in the United States. On the basis of her research, she generates written analyses to evaluate the merits of each case for the Firm's Case Evaluation Committee and assesses the potential importance of the case to the Firm's clients. Ms. Torell also prepares the written analyses that are sent to the Firm's institutional clients. Those analyses describe and evaluate the merits of the cases in which those clients have sustained substantial losses and include a recommendation regarding as to whether the Firm believes the client should pursue a lead plaintiff role in the case. Since joining Cohen Milstein in 2002, she has played an integral role in helping to significantly expand the Firm's client base.

In addition to the foregoing, Ms. Torell has played also participated in litigating some of the Firm's most important cases, including such notable matters as:

- In re Parmalat Securities: $90 million settlement. Cohen Milstein was co-lead counsel in a class action lawsuit involving Parmalat, a company often referred to as "Europe's Enron." The litigation involved the biggest fraud in European history, in which revenues were manufactured out of thin air and numerous Parmalat executives were indicted and went to prison. The litigation included settlements with the company's two outside auditors. Ms. Torell was an important member of the litigation team, helping to prepare pleadings and motions papers in the case.

Ms. Torell, joined the Firm in 2002 and has been practicing law for 25 years. Prior to joining Cohen Milstein, Ms. Torell was counsel at a number of prominent plaintiffs' class action firms, serving in co-lead and leadership positions in numerous successful class action cases that resulted in settlements collectively totaling hundreds of millions of dollar for the clients she represented. She served as a co-lead counsel in In re Providian Financial Securities Litigation, which resulted in a $38 million settlement. In approving the settlement, the Court remarked on the "extremely high quality" and "skill and efficiency" of plaintiffs' counsel's work throughout the litigation.

Ms. Torell attended Stony Brook University, receiving a B.A., magna cum laude, in Political Science, and earned her J.D. from St. John's University School of Law, where she was the recipient of the Federal Jurisprudence Award.

Times Wang

Times Wang is an Associate at Cohen Milstein and a litigator in the firm's Securities Litigation & Investor Protection practice group. Before joining Cohen Milstein in 2014, Mr. Wang was an associate at a top-tier litigation firm in California.

Currently, Mr. Wang is litigating the following matters:

- Harman Industries International Inc. Securities Litigation: Mr. Wang is a member of the Cohen Milstein team litigating a class action suit against Harman International Industries, Inc., in which Cohen Milstein was successful in obtaining a ruling by the D.C. Court of Appeals for the D.C. Circuit reversing the dismissal of the case and remanding it to the U.S. District Court for further proceedings. The ruling represents a significant win for investors in that it limits the scope of protection afforded by the so-called "safe harbor" for forward-looking statements in the Private Securities Litigation Reform Act of 1995. Mr. Wang was the principal drafter of the briefs in the successful appeal.
- BP Securities Litigation: A class action lawsuit arising out of the disastrous Deepwater oil spill in the Gulf of Mexico. Among other things, the lawsuit alleges that BP misled investors about the severity and financial impact of the Deepwater spill. The U.S. Court of Appeals for the Fifth Circuit recently affirmed class certification for those allegations. Cohen Milstein is co-lead counsel in the litigation, which is ongoing. Mr. Wang joined the litigation team as it headed towards trial.

His successes include:

- HEMT MBS Litigation: $110 million settlement. Cohen Milstein was lead counsel in a class action lawsuit alleging that Credit Suisse sold shoddy mortgage-backed securities, which did not meet underwriting standards, to investors. Mr. Wang was a key member of the Cohen Milstein team from depositions through summary judgment and Daubert briefing. During summary judgment and Daubert briefing, Mr. Wang was particularly focused on loss causation issues, working closely with an outside economics expert.
- ITT Educational Services Inc. Securities Litigation: $16.96 million settlement. Cohen Milstein was lead counsel in a class action lawsuit alleging that ITT and two officers misrepresented and omitted ITT's liabilities under certain risk-sharing agreements it had entered into with third-party student loan lenders. Mr. Wang was responsible for the class certification briefing, working extensively with the firm's outside economics expert.
- U.S. Navy Humanist Chaplain Litigation: Mr. Wang, along with other Cohen Milstein attorneys, represented Jason Heap, a humanist who sued the U.S. Navy for rejecting his application to become a chaplain on the basis of his humanist beliefs. After hard-fought discovery, during which Mr. Wang took the depositions of several senior U.S. Navy officials, the case settled.

Mr. Wang is a graduate of McGill University in Montreal, where he earned a B.A. in East Asian Studies, with Great Distinction, in 2007. He earned his J.D., *cum laude*, from New York University School of Law in 2011, serving as Articles Editor for the *Annual Survey of American Law*. During law school, Mr. Wang interned at Human Rights in China and served as Human Rights Chair of NYU's Asia Law Society.

Jessica Weiner

Jessica Weiner is an Associate at Cohen Milstein, and a member of the Antitrust practice group. In this role, Ms. Weiner represents a broad range of individuals and businesses in civil litigation, with a focus on multi-district class actions and antitrust litigation.

Prior to joining the firm, Ms. Weiner clerked for the Honorable Helene N. White of the U.S. Court of Appeals for the Sixth Circuit. She also clerked for the Honorable Lawrence E. Kahn of the U.S. District Court for the Northern District of New York.

Ms. Weiner graduated from Cornell University with a B.A. in Industrial and Labor Relations in 2009. She received her J.D. from Harvard Law School, *cum laude*, in 2014. During law school, Ms. Weiner served as an Article Editor and Online Editor of the Harvard Journal of Law & Gender.

Ms. Weiner is not admitted in the District of Columbia; her practice is under the supervision of partners of the firm.

Exhibit B

***Hodges v. Bon Secours Health System, Inc. et al*, 16-1079-RDB (D.Md.)**

Cohen Milstein Sellers & Toll PLLC Lodestar and Expenses
Case Development and Inception – October 12, 2017

Timekeeper	Hours	Rate	Lodestar
Attorneys:			
Handorf, Karen, L.	254	$880	$223,520.00
Yau, Michelle, C.	281.25	$660	$185,625.00
Bortscheller, Mary, J.	132.5	$515	$68,237.50
Hettinger, Kira	107.75	$445	$47,948.75
Lempert, Scott	392.25	$700	$274,575.00
Bowers, Jamie	586	$425	$249,050.00
Horwitz, Julia	18.75	$465	$8,718.75
Other Attorneys:	210		$100,003.75
Subtotal:	1,982.5		$1,157,678.75
Professionals:			
Tenenbaum, Kate	21.75	$270	$5,872.50
Dewees, Maria	12.75	$280	$3,570.00
Grant-Knight, Connor	182.25	$280	$51,030.00
Other Professionals:	150.5		$41,936.25
Subtotal:	367.25		$102,408.75
TOTAL LODESTAR:	2,349.75		$1,260,087.50

Description of Expense	Amount
Copies	$21.30
Telephone/Facsimile	$107.49
Postage/Express Delivery	$140.76
Court Costs	$1,277.25
Computer Research	$7,814.56
Travel (Airfare, ground travel, meals, lodging)	$2,598.93
Mediation Services	$6,223.77
Other Professional Services	$1,695.40
Miscellaneous	$262.64
TOTAL EXPENSES:	$20,142.10

Exhibit C

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
GREENBELT DIVISION

ANITA LANN, et al.,

Plaintiffs,

Case No. 14-CV-2237 (PJM)

v.

TRINITY HEALTH CORPORATION, et al.,

Defendants.

ORDER AND FINAL JUDGMENT

This litigation involves the claims for alleged violations of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), 29 U.S.C. §§ 1001, et seq., set forth in Plaintiffs' Class Action Complaints dated March 28, 2013 (*Chavies, et al. v. Catholic Health East, et al.*) and July 11, 2014 (*Lann, et al. v. Trinity Health Corp., et al.*) (collectively, the "Present Actions"), with respect to the defined benefit pension plans sponsored by Trinity Health Corporation ("Trinity Health") and Catholic Health East ("CHE") (collectively, the "Plans").[1] The Parties agreed upon the key terms of the settlement, memorialized in a Term Sheet executed on December 7, 2015 and filed in both actions on December 9, 2015. Trinity Dkt. # 68; CHE Dkt. # 81. The Parties finalized a Class Action Settlement Agreement on April 26, 2016, and moved to consolidate the CHE case with the Trinity case for purposes of settlement ("Settlement" or "Settlement Agreement"). On May 24, 2016, this Court granted the Parties'

[1] This Judgment incorporates by reference the definitions in the Settlement Agreement, and all terms used herein shall have the same meanings as set forth in the Settlement Agreement unless set forth differently herein. The terms of the Settlement are fully incorporated in this Judgment as if set forth fully here.

motion to consolidate. Dkt. # 74. Pursuant to the Court's direction, on January 30, 2017, the parties filed a revised First Addendum to the Settlement Agreement in connection with their Motion for Preliminary Approval of the Class Action Settlement Agreement. Dkt. # 75.

The Court entered an Order Preliminarily Approving the Class Action Settlement Agreement ("Preliminary Approval Order"), Dkt. #101, dated February 6, 2017, preliminarily certifying the putative class in the Present Actions for settlement purposes, ordering a Class Notice to be mailed and published on the internet, scheduling a Fairness Hearing for May 31, 2017, at 2:00 p.m., and providing those persons with an opportunity to object to the proposed settlement.

This Court held a Fairness Hearing on May 31, 2017 at 2:00 p.m., to determine whether to give final approval to the proposed settlement.

Due and adequate notice having been given to the Settlement Class as required in the Preliminary Approval Order, and the Court having considered the Settlement Agreement, all papers filed and proceedings held herein, and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. The Court has jurisdiction over the subject matter of this action and all Parties to the Present Actions, including all members of the Settlement Class.

2. The Settlement Class this Court previously certified preliminarily in its Preliminary Approval Order consists of:

> All who were participants (whether vested or non-vested) in or beneficiaries of the Plans identified in Schedule A of the Settlement Agreement, on or before the Effective Date of the Settlement.

3. The Court finds that the Settlement Class meets all requirements of Federal Rules of Civil Procedure 23(a) for certification of the class claims alleged in the Complaints, including: (a) numerosity; (b) commonality; (c) typicality; and (d) adequacy of the class representatives and Class Counsel.

4. Additionally, the prerequisites of Rule 23(b)(1) have been satisfied, since the prosecution of separate actions by individual members of the Settlement Class would create a risk of (i) inconsistent or varying adjudication which would establish incompatible standards of conduct for Defendants; and (ii) adjudications with respect to individual Settlement Class members, which would, as a practical matter, be dispositive of the interests of the other members not parties to the adjudications or would substantially impair or impede their ability to protect their interests.

5. Furthermore, the prerequisites of Rule 23(b)(2) have been satisfied, since Defendants have acted or refused to act on grounds generally applicable to the Settlement Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Settlement Class as a whole.

6. The Settlement Class is hereby finally certified for settlement purposes under Federal Rule of Civil Procedure 23(b)(1) and (b)(2).

7. Pursuant to Federal Rule of Civil Procedure 23(a), the Court finds that Plaintiffs Anita Lann, Jean Atcherson, Albert R. Chavies and Thomas Holland are members of the Settlement Class, their claims are typical of those of the Settlement Class and they fairly and adequately protected the interests of the Settlement Class throughout the proceedings in the Present Actions. Accordingly, the Court hereby appoints as Class Representatives Anita Lann, Jean Atcherson, Albert R. Chavies and Thomas Holland.

8. Having considered the factors set forth in Federal Rule of Civil Procedure 23(g)(1), the Court finds that Class Counsel have fairly and adequately represented the Settlement Class for purposes of entering into and implementing the Settlement, and thus, hereby appoints Cohen Milstein Sellers & Toll PLLC and Keller Rohrback L.L.P. as Class Counsel to represent the members of the Settlement Class.

9. The appointment of Class Counsel and the appointment of the Plaintiffs as Class Representatives is fully and finally confirmed.

10. Class Counsel is hereby awarded attorneys' fees pursuant to Federal Rule of Civil Procedure 23(h), in the amount of $7,621,179.73, which the Court finds to be fair and reasonable, and $213,845.28 in reimbursement of Class Counsel's reasonable expenses incurred in prosecuting the Present Actions. The attorneys' fees and expenses so awarded shall be paid from the $7,885,025.00 fund for Class Counsel pursuant to the terms of the Settlement Agreement. All fees and expenses paid to Class Counsel shall be paid pursuant to the timing requirements described in the Settlement Agreement.

11. Class Counsel has moved for a $10,000 Incentive Fee for each of the Named Plaintiffs, Anita Lann, Jean Atcherson, Albert R. Chavies and Thomas Holland, and ~~Plaintiff~~ class Member Mary Beth Henrick. Defendants take no position on the award of an Incentive Fee for each of these Plaintiffs. The Court hereby [grants in the amount of $10,000 @] [~~denies~~] Class Counsel's motion for an award of an Incentive Fee for each of the Plaintiffs. The Incentive Fee awards shall be paid from the $7,885,025.00 fund for Class Counsel pursuant to the Settlement Agreement. This amount shall be paid pursuant to the timing requirements described in the Settlement Agreement.

12. The Court directed that Class Notice be given pursuant to the notice program proposed by the Parties and approved by the Court. In accordance with the Court's Preliminary Approval Order and the Court-appointed notice program: (1) on March 20, 2017, Class Counsel posted the Settlement Agreement and Class Notice to the Settlement website: www.cohenmilstein.com/update/trinity-che-settlement; and (2) on March 17, 2017, the Settlement Administrator, Rust Consulting, mailed approximately 253,000 copies the Notice of Class Action Settlement to members of the Settlement Class.

13. The Class Notice and Internet/Publication of Class Notice (collectively, the "Class Notices") advised members of the Settlement Class of the: terms of the Settlement; Fairness Hearing and the right to appear at such Fairness Hearing; inability to opt out of the Settlement Class; right to object to the Settlement, including the right to object to the Settlement or the application for an award of attorneys' fees and reimbursement of expenses, or the

Incentive Fees to Anita Lann, Jean Atcherson, Albert R. Chavies and Thomas Holland as Class Representatives and to ~~Plaintiff~~ Class Member Mary Beth Henrick; the procedures for exercising such rights; and the binding effect of this Judgment, whether favorable or unfavorable, to the Settlement Class, including the scope of the Released Claims described in § 4 of the Settlement Agreement, the Settlement Agreement's First Addendum, and Schedule D attached thereto.

5/31/17

14. The Class Notices met all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, the United States Constitution, 28 U.S.C. § 1715, and any other applicable law. The Court further finds that Notice in the form approved by the Court complied fully with the Class Action Fairness Act of 2005 ("CAFA"), 28 U.S.C. § 1715, and that it constituted the best practicable notice under the circumstances. The Court further finds that the form of notice was concise, clear, and in plain, easily understood language, and was reasonably calculated under the circumstances to apprise of the pendency of the Present Actions, the claims, issues and defenses of the Settlement Class, the definition of the Settlement Class certified, the right to object to the proposed Settlement, the right to appear at the Fairness Hearing, through counsel if desired, and the binding effect of a judgment on members of the Settlement Class, including the scope of the Released Claims described in § 4 of the Settlement Agreement, the Settlement Agreement's First Addendum, and Schedule D attached thereto.

15. The Court finds after the Fairness Hearing, and based upon all submissions of the Parties and interested persons, that the Parties' proposed Settlement is fair, reasonable, and adequate. The Court also finds that the proposed Settlement is consistent with and in compliance with all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, and the United States Constitution, and other applicable law. In so finding, the Court has considered and found that:

a) The Settlement provides for significant monetary contributions to the Plans as well as administrative provisions which will enhance the retirement security of the members of the Settlement Class by providing features that are comparable to certain key ERISA provisions.

b) The terms and provisions of the Settlement were entered into by experienced counsel and only after extensive, arm's-length negotiations conducted in good faith and with the assistance of an experienced third party mediator, Mr. Robert Meyer, Esq. The Settlement is not the result of collusion.

c) The negotiations were preceded by robust motion practice at the motion to dismiss stage, including three separate motions to dismiss in the two actions, oral argument and the Court's ruling on one of the Motions; fact and expert discovery, including the production of over 10,000 pages of documents during formal and informal discovery, 18 expert, fact and 30(b)(6) depositions, and the propounding of multiple requests for production of documents, interrogatories and requests for admission; the exchange of multiple expert and rebuttal reports; and preparation of *Daubert* challenges and briefing on summary judgment. The Parties also prepared confidential mediation statements, exchanged multiple proposals and counter-proposals concerning the Settlement, and participated in multiple hearings before the Court to finalize the terms of the Settlement Agreement.

d) The procedural posture of the Present Actions at the time the Term Sheet was signed informed the Parties of strengths and weaknesses of theses cases, including (1) the possibility that the Third Circuit could rule against Plaintiffs on the threshold statutory question at issue; (2) the CHE district court's order to allow discovery on whether CHE is a church, and this Court's granting in part Defendants' Motion to Dismiss; (3) and the Parties' ongoing investigation and fact discovery. The Settlement is therefore structured in a way that adequately accounts for those strengths and weaknesses. Class Counsel was cognizant that there was no guarantee of success in this case.

e) Approval of the Settlement will result in substantial savings of time, money and effort for the Court and the Parties, and will further the interests of justice. Defendants denied and continue to deny Plaintiffs' claims and allegations, and raised

various factual and legal arguments in support of their vigorous defense in the Present Actions.

16. All members of the Settlement Class are bound by this Judgment and by the terms of the Settlement, including the scope of the Released Claims described in § 4 of the Settlement, the Settlement Agreement's First Addendum, and Schedule D attached thereto.

17. This Settlement, this Judgment, and/or the fact of Settlement do not constitute an admission by any of the Parties of any liability, wrongdoing, or violation of law, damages or lack thereof, or of the validity or invalidity of any claim or defense asserted in the Present Actions. If the Settlement Agreement is not upheld on appeal, or is otherwise terminated for any reason, the Settlement and all negotiations, proceedings, and documents prepared, and statements made in connection therewith, shall be without prejudice to any Party and shall not be deemed or construed to be an admission by an party of any fact, matter, or position of law; all Parties shall stand in the same procedural position as if the Settlement Agreement had not been negotiated, made, or filed with the Court.

18. The Court hereby dismisses with prejudice the Present Actions and all Released Claims identified in § 4 of the Settlement Agreement, the Settlement Agreement's First Addendum, and Schedule D attached thereto, against each and all Released Parties and without costs to any of the Parties as against the others.

19. "Releasees" shall mean Trinity Health, all entities that are considered to be a single employer with Trinity Health under Internal Revenue Code 414, 26 U.S.C. § 414, their employees, agents, and directors, including the individual defendants.

20. "Released Claims" shall mean any and all actual or potential claims, actions, causes of action, demands, obligations, liabilities, attorneys' fees, expenses and costs arising out of the allegations of the Complaints that were brought or could have been brought as of the date of the Settlement Agreement by any member of the Settlement Class, including any current or prospective challenge to the "Church Plan" status of the Plans. In connection with the Released Claims, as of the Effective Date of the Settlement Agreement, Plaintiffs, on behalf of themselves

and on behalf of the Settlement Class, expressly waive and relinquish, to the fullest extent permitted by law and equity, the provisions, rights and benefits of § 1542 of the California Civil Code, which provides: "A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."

21. Released Claims shall not include: (i) any rights or duties arising out of the Settlement Agreement, including the express warranties and covenants in the Settlement Agreement; (ii) claims for relief under state law pursuant to the terms of the Plans' documents, including but not limited to individual claims for benefits; and (iii) any claim arising under ERISA with respect to any event occurring after a decision by the United States Supreme Court holding either that (a) Church Plans must be established by a church or convention or association of churches or (b) that the Church Plan exemption is unconstitutional; the Internal Revenue Service issues a written ruling that the Plans do not qualify as Church Plans; the Roman Catholic Church dissociates itself from Trinity Health Corporation; or an amendment to ERISA is enacted and becomes effective as a law of the United States eliminating the Church Plan exception.

22. It is further ordered that as of the Effective Date of the Settlement Agreement Plaintiffs on behalf of themselves and on behalf of the Settlement Class absolutely and unconditionally release and forever discharge the ~~Releasees~~ Defendants from any and all Released Claims that the Plaintiffs or the Settlement Class have. The Settlement Class covenants and agrees: (i) not to file against any of the ~~Releasees~~ Defendants any claim based on, related to, or arising from any Released Claim; and (ii) that the foregoing covenants and agreements shall be a complete defense to any such claim against any Releasee.

5/30/17

23. It is further ordered that as of the Effective Date of the Settlement Agreement, Defendants absolutely and unconditionally release and forever discharge the Plaintiffs, the Settlement Class, and Class Counsel from any and all claims relating to the institution or prosecution of the Present Actions.

24. It is further ordered that as of the Effective Date of the Settlement Agreement, each of the Releasees also releases each of the other Releasees from any and all Claims which were asserted in the Complaints or any pleading which would have been required to be filed in the Present Actions or that would be barred by principles of res judicata or collateral estoppel had the claims asserted in the Complaints or any such other pleading in the Present Actions been fully litigated and resulted in final judgment or order.

25. The Court retains jurisdiction over the implementation, administration and enforcement of this Judgment and the Settlement, and all matters ancillary thereto.

26. The Court finds that no reason exists for delay in ordering final judgment, and the Clerk is hereby directed to enter this Judgment forthwith.

DATED this 31st day of May, 2017.

Peter J. Messitte
UNITED STATES DISTRICT JUDGE

Exhibit D

THE HONORABLE JOHN C. COUGHENOUR

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

LINDA GRIFFITH and JEANETTE WENZL, on behalf of themselves, individually, and on behalf of the Providence Health & Services Cash Balance Retirement Plan,

Plaintiffs,

v.

PROVIDENCE HEALTH & SERVICES; RETIREMENT PLANS COMMITTEE; ELLEN WOLF; JOHN and JANE DOES 1-20, inclusive, MEMBERS OF THE RETIREMENT PLANS COMMITTEE; JOHN or JANE DOE 21, PLAN DIRECTOR; HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS; JOHN and JANE DOES 22-40, inclusive, MEMBERS OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS; ROD HOCHMAN; BOARD OF DIRECTORS OF PROVIDENCE HEALTH & SERVICES; MICHAEL HOLCOMB; CHAUNCEY BOYLE; ISIAAH CRAWFORD; MARTHA DIAZ ASZKENAZY; PHYLLIS HUGHES; SALLYE LINER; KIRBY McDONALD; DAVE OLSEN; AL PARRISH; CAROLINA REYES; PETER J. SNOW; MICHAEL A. STEIN; CHARLES WATTS; BOB WILSON; JOHN and JANE DOES 41-50, inclusive,

Defendants.

CASE NO. C14-1720-JCC

ORDER FINALLY APPROVING CLASS SETTLEMENT

This litigation involves the claims for alleged violations of the Employee Retirement Income Security Act of 1974, as amended (ERISA), 29 U.S.C. §§ 1001, *et seq*., set forth in Plaintiffs' class action complaint dated November 7, 2014, with respect to the Providence Health & Services Cash Balance Retirement Plan (the Plan).[1] The parties entered into a class action settlement agreement dated October 20, 2016 (the Settlement).

On December 6, 2016, the Court entered an order preliminarily approving the class action settlement agreement, preliminarily certifying the putative class in this action for settlement purposes, ordering a class notice to be mailed and published on the internet, scheduling a fairness hearing (the Hearing) for March 21, 2017 at 9:00 a.m., and providing those persons with an opportunity to object to the Settlement. (*See* Dkt. No. 52.)

This Court held the Hearing on March 21, 2017 at 9:00 a.m. to determine whether to give final approval to the Settlement. Due and adequate notice having been given to the settlement class (the Class) as required, and the Court having considered the Settlement, all objections thereto, all papers filed and proceedings held, and good cause appearing therefore, hereby ORDERS and FINDS as follows:

1. The Court has jurisdiction over the subject matter of this action and all parties to the action, including all members of the Class.

2. The Class preliminarily certified by this Court consists of:

> All Persons who are or were participants, whether vested or non-vested, in the Plan on or after January 1, 2008, and their beneficiaries.

3. The Class meets all requirements of Federal Rule of Civil Procedure 23(a) for certification of the class claims alleged in the complaint, including: (a) numerosity; (b) commonality; (c) typicality; and (d) adequacy of the class representatives and class counsel.

[1] This order and the accompanying judgment incorporate by reference the definitions in the Settlement, and all terms used herein shall have the same meanings as set forth in the Settlement unless set forth differently herein. The Settlement's terms are fully incorporated in this order and the accompanying judgment as if set forth fully here.

4. The prerequisites of Rule 23(b)(1) have been satisfied, because the prosecution of separate actions by individual members of the Class would create a risk of (i) inconsistent or varying adjudication that would establish incompatible standards of conduct for Defendants and (ii) adjudications with respect to individual Class members, which would, as a practical matter, be dispositive of the interests of the other members not parties to the adjudications or would substantially impair or impede their ability to protect their interests.

5. The prerequisites of Rule 23(b)(2) have been satisfied, because Defendants have acted or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

6. The Class is finally certified for settlement purposes under Rule 23(b)(1) and (b)(2).

7. Pursuant to Rule 23(a), Plaintiffs Linda Griffith and Jeanette Wenzl are members of the Class, their claims are typical of those of the Class, and they fairly and adequately protected the interests of the Class throughout these proceedings. Accordingly, Griffith and Wenzl are appointed as Class Representatives.

8. Pursuant to Rule 23(g)(1), counsel have fairly and adequately represented the Class for purposes of entering into and implementing the Settlement. Thus, Keller Rohrback L.L.P. and Cohen Milstein Sellers & Toll, PLLC are appointed as Class Counsel to represent the members of the Class.

9. The appointment of Class Counsel and the appointment of Griffith and Wenzl as Class Representatives are fully and finally confirmed.

10. Class Counsel is hereby awarded attorney fees pursuant to Rule 23(h), in the fair and reasonable amount of $6,425,877.27, as well as $54,122.73 in reimbursement of Class Counsel's reasonable expenses incurred in prosecuting this action. The attorney fees and expenses so awarded shall be paid from the $6,500,000.00 fund for Class Counsel pursuant to the terms of the Settlement. All fees and expenses paid to Class Counsel shall be paid pursuant to the timing requirements described in the Settlement.

11. Class Counsel has moved for a $10,000.00 incentive fee for each of the Class Representatives. Defendants take no position on the award of an incentive fee. The motion is granted and the Class Representatives are each awarded an incentive fee of $10,000.00. The incentive fee awards shall be paid from the $6,500,000.00 fund for Class Counsel pursuant to the Settlement. This amount shall be paid pursuant to the timing requirements described in the Settlement.

12. Class notice (the Notice) was given, pursuant to the program proposed by the parties and approved by the Court, as follows: (1) on January 20, 2017, Class Counsel posted the Settlement and the Notice to the Settlement websites, www.kellersettlements.com and www.cohenmilstein.com/providence-settlement; and (2) on January 19, 2017, the Settlement administrator, Rust Consulting, mailed approximately 75,505 copies of the Notice to the Class members.

13. The Notice and its publication advised members of the Class of: (1) the Settlement's terms; (2) the Hearing and the right to appear at it; (3) the inability to opt out of the Class; (4) the right to object to the Settlement, including the right to object to the requested attorney fee award, reimbursement of expenses, or incentive fees; (5) the procedures for exercising such rights; and (6) the binding effect of this order and the accompanying judgment, whether favorable or unfavorable, to the Class, including the scope of the released claims described in § 4.1 of the Settlement.

14. The Notice met all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, the United States Constitution, and any other applicable law. The Notice complied fully with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 and constituted the best practicable notice under the circumstances. The form of notice was concise, clear, and in plain, easily understood language, and was reasonably calculated under the circumstances to apprise of the pendency of the action; the claims, issues and defenses of the Class; the definition of the certified Class; the right to object to the Settlement; the right to appear at the Hearing, through counsel if desired; and the binding effect of a judgment on

members of the Class, including the scope of the released claims described in § 4.1 of the Settlement.

15. The objection by Interested Party Karen Marceaux (Dkt. No. 61) is overruled. Marceaux stated simply that she "object[ed] to the fairness and reasonableness of the settlement." Without further elaboration, this objection does not provide a basis for denying settlement approval. *See Officers for Justice v. Civil Serv. Comm'n*, 688 F.2d 615, 624 (9th Cir. 1982) ("[O]bjections without substance and which are frivolous require only a statement on the record of the reasons for so considering the objection.").

16. The objection by Interested Party Patrick Petersen (Dkt. No. 62) is overruled. Petersen argues that "Group I" of the Class should be divided into two separate groups: (1) beneficiaries who retired before Providence froze and amended the Plan in late 2009 and thus did not have their accrued benefits reduced, and (2) beneficiaries who continued to work at Providence after 2009 and thus had their benefits reduced during the freeze and subsequent Plan amendment. However, Petersen's claim that Providence illegally reduced benefits would have little chance of success under either state law or ERISA. First, in Sections 15.2 and 15.3 of the Plan, Providence reserved the right to amend or terminate the Plan at any time. Second, ERISA allows a Plan sponsor to change the rate at which future benefits accrue if proper notice is given, which occurred here. *See* 29 U.S.C. § 1054(h)(2). Finally, to the extent Petersen argues Providence breached its fiduciary duty by changing the Plan, the law treats such actions as "settlor" functions that are exempt from fiduciary requirements. *See Lockheed Corp. v. Spink*, 517 U.S. 882, 890 (1996). Accordingly, the guarantees of the Settlement are more protective of Class members than the unlikely probability of challenging the Plan freeze and amendments.

17. The objection by Interested Party Tamara Towers Parry (Dkt. No. 63) is overruled. Parry argues that, if the Settlement is approved, Providence will continue to operate under the "church plan" exemption and leave its employees unprotected. The Settlement does not establish whether the Plan is a "church plan." The Settlement provides important protections to Class members: it contains carve-outs so Class members' claims are not released if the Internal

Revenue Service later determines that the Plan is not a "church plan," and it explicitly preserves Class members' right to bring state claims for benefits. Moreover, three circuit courts—including the Ninth Circuit—have held that a "church plan" must be established by a church, not a hospital; this issue is currently pending before the United States Supreme Court. *See Advocate Health Care Network v. Stapleton*, No. 16-74; *Saint Peter's Healthcare Sys. v. Kaplan,* No. 16-86; *Dignity Health v. Rollins*, No. 16-258 (cert. granted Dec. 2, 2016). To the extent Parry objects to Providence's treatment of health plans, the Settlement does not impact such plans. Ultimately, the Settlement provides fair, adequate, and reasonable protection to Class members, particularly in light of the uncertainty posed by the pending Supreme Court decision.

18. Having considered the Settlement, the objections thereto, the parties' briefing, and the relevant record, the Court concludes that the Settlement is fair, reasonable, and adequate. The Settlement is consistent with and in compliance with all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, the United States Constitution, and other applicable law. In so concluding, the Court has considered and found that:

a) The Settlement provides for significant monetary contributions to the Plan as well as Plan administrative provisions which will enhance the retirement security of the Class members by providing features that are comparable to certain key ERISA provisions.

b) The terms and provisions of the Settlement were entered into by experienced counsel and only after extensive, arm's-length negotiations conducted in good faith and with the assistance of an experienced third party mediator, Robert Meyer, Esq. The Settlement is not the result of collusion.

c) The negotiations were preceded by robust motion practice at the motion to dismiss stage; the production of thousands of pages of documents during informal discovery and as part of the mediation process; and decisions on the statutory issues in this case from three Circuit Courts of Appeals. The parties prepared confidential mediation statements and exchanged multiple proposals and counter-proposals

concerning the Settlement. The absence of formal discovery in this case in no way undermines the integrity of the Settlement given the extensive investigation that has occurred as a result of proceedings thus far.

d) The documents gave counsel the opportunity to adequately assess this case's strengths and weaknesses—and thus to structure the Settlement in a way that adequately accounts for those strengths and weaknesses. Class Counsel was cognizant that there was no guarantee of success in this case.

e) Approval of the Settlement will result in substantial savings of time, money, and effort for the Court and the parties, and will further the interests of justice. Defendants denied, and continue to deny, Plaintiffs' claims and allegations, and they raised various factual and legal arguments in support of their vigorous defense in this action.

19. All members of the Class are bound by this order and the accompanying judgment and by the terms of the Settlement, including the scope of the released claims described in § 4.1 of the Settlement.

20. The Settlement, this order and the accompanying judgment, and/or the fact of Settlement do not constitute an admission by any of the parties of any liability, wrongdoing, or violation of law; damages or lack thereof; or the validity or invalidity of any claim or defense asserted in the action. If the Settlement is not upheld on appeal, or is otherwise terminated for any reason, the Settlement and all negotiations, proceedings, and documents prepared, and statements made in connection therewith, shall be without prejudice to any party and shall not be deemed or construed to be an admission by a party of any fact, matter, or position of law. All parties shall stand in the same procedural position as if the Settlement had not been negotiated, made, or filed with the Court.

21. The Court dismisses with prejudice the action and all released claims identified in § 4.1 of the Settlement against each and all released parties and without costs to any of the parties as against the others.

22. "Releasees" shall mean Providence, all entities that are considered to be a single employer with Providence under Internal Revenue Code 414, 26 U.S.C. § 414, their employees, agents, and directors, including the individual Defendants.

23. "Released claims" shall mean any and all actual or potential claims, actions, causes of action, demands, obligations, liabilities, attorney fees, expenses, and costs arising out of the complaint's allegations that were brought or could have been brought as of the date of the Settlement by any Class member, including any current or prospective challenge to the "church plan" status of the Plan. In connection with the released claims, as of the effective date of the Settlement, Plaintiffs, on behalf of themselves and on behalf of the Class, expressly waive and relinquish, to the fullest extent permitted by law and equity, the provisions, rights, and benefits of California Civil Code § 1542, which provides: "A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."

24. Released claims shall not include: (i) any rights or duties arising out of the Settlement, including the express warranties and covenants in the Settlement; (ii) claims for relief under state law under the Plan's documents, including but not limited to individual claims for benefits; (iii) claims related to any other plan that is merged, adopted, or consolidated into the Plan after the execution date of the Settlement and before the effective date; and (iv) any claim arising under ERISA with respect to any event occurring after the Internal Revenue Service issues a written ruling that the Plan does not qualify as a "church plan," the Plan sponsor elects to be governed by ERISA, a court of law issues a definitive ruling that the Plan is not a "church plan," or an amendment to ERISA is enacted and becomes effective as a law of the United States eliminating the "church plan" exception.

25. As of the Settlement's effective date, Plaintiffs on behalf of themselves and on behalf of the Class absolutely and unconditionally release and forever discharge the releasees from any and all released claims that Plaintiffs or the Class have. The Class covenants and

agrees: (i) not to file against any of the releasees any claim based on, related to, or arising from any released claim; and (ii) that the foregoing covenants and agreements shall be a complete defense to any such claim against any releasee.

26. As of the Settlement's effective date, Defendants absolutely and unconditionally release and forever discharge Plaintiffs, the Class, and Class Counsel from any and all claims relating to the institution or prosecution of the action.

27. As of the Settlement's effective date, each of the releasees also releases each of the other releasees from any and all claims which were asserted in the complaint or any pleading which would have been required to be filed in the action or that would be barred by principles of res judicata or collateral estoppel had the claims asserted in the complaint or any such other pleading in the action been fully litigated and resulted in a final judgment or order.

28. The Court retains jurisdiction over the implementation, administration, and enforcement of this order and the accompanying judgment, the Settlement, and all matters ancillary thereto.

29. No reason exists for delay in ordering final judgment, and the Clerk is hereby directed to enter judgment forthwith.

DATED this 21st day of March 2017.

John C. Coughenour
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT

WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

LINDA GRIFFITH and JEANETTE WENZL, on behalf of themselves, individually, and on behalf of the Providence Health & Services Cash Balance Retirement Plan,

Plaintiffs,

v.

PROVIDENCE HEALTH & SERVICES, *et al.*,

Defendants.

JUDGMENT IN A CIVIL CASE

CASE NO. C14-1720-JCC

__ **Jury Verdict**. This action came before the Court for a trial by jury. The issues have been tried and the jury has rendered its verdict.

_X_ **Decision by Court**. This action came to consideration before the Court. The issues have been considered and a decision has been rendered.

THE COURT HAS ORDERED THAT:
The Class Settlement is approved and fees are awarded as provided in the Court's Order Finally Approving Class Settlement (Dkt. No. 69). The Clerk is directed to CLOSE this case.

DATED this 21st day of March 2017.

WILLIAM M. MCCOOL
Clerk of Court

/s/ *Paula McNabb*
Deputy Clerk

Exhibit E

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

MARILYN OVERALL, on behalf of herself, individually, and on behalf of all others similarly situated, Plaintiff, v. ASCENSION HEALTH, et al. Defendants.	Civil No. 13-cv-11396-AC-LJM Hon. Avern Cohn

ORDER AND FINAL JUDGMENT

Thus case involves claims for alleged violations of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), 29 U.S.C. §§ 1001, et seq., set forth in Plaintiff's Class Action Complaint dated March 28, 2013 (Doc. 1), with respect to the Ascension Plans.[1]

This matter came before the Court for a hearing pursuant to Federal Rule of Civil Procedure 23(e) and the Order of this Court preliminarily approving the settlement dated May 11, 2015 (Doc. 88) and on the application of the Parties for final approval of the Settlement set forth in the Class Action Settlement Agreement, executed on May 7, 2015, on behalf of the Parties. (Doc. 96). Due and adequate notice having been given to the Settlement Class as required in the Order, and the Court having considered the Settlement Agreement, all papers filed

[1] This Judgment incorporates by reference the definitions in the Class Action Settlement Agreement ("Settlement" or "Settlement Agreement"), and all terms used herein shall have the same meanings as set forth in the Settlement Agreement unless set forth differently herein. The terms of the Settlement are fully incorporated in this Judgment as if set forth fully here.

and proceedings held herein, and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. The Court has jurisdiction over the subject matter of this action and all Parties to the action, including all members of the Settlement Class.

2. On May 11, 2015, pursuant to Federal Rule of Civil Procedure 23(a) and (b)(1) or alternatively (b)(2), the Court preliminarily certified the following Settlement Class:

> All participants in or beneficiaries of any of the defined benefit pension plans maintained, sponsored, or claimed by Ascension as Church Plans, including but not limited to: Ascension Health Pension Plan, Borgess Health Alliance Pension Plan, Carondelet Health Pension Plan, Catholic Health Partners Pension Plan, Columbia Hospital Retirement Plan, St. John Health Pension Plan, St. Joseph Health System Pension Plan, St. Joseph Regional Medical Center Pension Plan, St. Mary's Healthcare Pension Plan, Genesys Regional Medical Center Retirement Plan, Via Christi Health Cash Balance Plan, Alexian Brothers Health System Basic Pension Plan, Alexian Brothers of San Jose, Inc. Bargaining Unit Pension Plan, Affinity Health System Retirement Plan, St. John Health System Employee Retirement Plan, and Ministry Health Care Employee Retirement Plan (collectively, the "Plan" or "Plans") on or before the Effective Date of Settlement (the "Class Period).

3. The Court finds that the Settlement Class meets all requirements of Federal Rules of Civil Procedure 23(a) for certification of the class claims alleged in the Complaint, including (a) numerosity; (b) commonality; (c) typicality; and (d) adequacy of the class representative and Class Counsel.

4. Additionally, the prerequisites of Rule 23(b)(1) have been satisfied, since the prosecution of separate actions by individual members of the Settlement Class would create a risk of (i) inconsistent or varying adjudication which would

establish incompatible standards of conduct for Defendants; and (ii) adjudications with respect to individual Settlement Class members, which would, as a practical matter, be dispositive of the interests of the other members not parties to the adjudications or would substantially impair or impede their ability to protect their interests.

5. Alternatively, the prerequisites of Rule 23(b)(2) have been satisfied, since Defendants have acted or refused to act on grounds generally applicable to the Settlement Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Settlement Class as a whole.

6. Pursuant to Federal Rule of Civil Procedure 23(a) the Court finds that Plaintiff Marilyn Overall is a member of the Settlement Class, her claims are typical of those of the Settlement Class and she fairly and adequately protected the interests of the Settlement Class throughout the proceedings in this Action. Accordingly, the Court hereby appoints Marilyn Overall as class representative.

7. Having considered the factors set forth in Federal Rule of Civil Procedure 23(g)(1), the Court finds that Class Counsel have fairly and adequately represented the Settlement Class for purposes of entering into and implementing the Settlement, and thus, hereby appoints Keller Rohrback L.L.P., Cohen Milstein Sellers & Toll, PLLC, and Stephen F. Wasinger PLC as Class Counsel to represent the members of the Settlement Class.

8. Class Counsel has moved for attorneys' fees (Doc. 97) pursuant to Federal Rule of Civil Procedure 23(h), in the amount of $2,000,000. The motion is GRANTED. The Court finds the amount to be fair and reasonable. Class Counsel has also moved for an award of expenses. (Doc. 97). The motion is GRANTED.

Class Counsel is awarded $51,053.92 in reimbursement of Class Counsel's reasonable expenses incurred in prosecuting the Action. The attorneys' fees and expenses so awarded shall be paid from the $2 million payment to Class Counsel pursuant to the terms of the Settlement Agreement. All fees and expenses paid to Class Counsel shall be paid pursuant to the timing requirements described in the Settlement Agreement.

9. Class Counsel has moved for a $15,000 Incentive Fee for Plaintiff Marilyn Overall (Doc. 97). Defendants oppose the award of any Incentive Fee. The motion is GRANTED. Plaintiff Marilyn Overall is awarded $15,000 as an Incentive Fee.

10. The Court directed that Class Notice be given pursuant to the notice program proposed by the Parties and approved by the Court. In accordance with the Court's Preliminary Approval Order and the Court-appointed notice program: (1) On or about July 15, 2015, Class Counsel posted the Settlement Agreement and Class Notice to the Settlement website: www.kellersettlements.com; and (2) On or about July 17, 2015, Ascension Health Alliance mailed approximately 149,034 copies of the Notice of Class Action Settlement to members of the Settlement Class.

11. The Class Notice and Internet/Publication of Class Notice (collectively, the "Class Notices") advised members of the Settlement Class of the: terms of the Settlement: Final Fairness Hearing and the right to appear at such Final Fairness Hearing; inability to opt out of the Settlement Class; right to object to the Settlement, including the right to object to the Settlement or the application for an award of attorneys' fees and reimbursement of expenses, or the Incentive

Fee to Marilyn Overall, as class representative; and the procedures for exercising such rights; and the binding effect of this Judgment, whether favorable or unfavorable, to the Settlement Class, including the scope of the Released Claims described in paragraph 4 of the Settlement Agreement.

12. The Class Notices met all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, the United States Constitution, 28 U.S.C. § 1715, and any other applicable law. The Court further finds that Notice in the form approved by the Court complied fully with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 ("CAFA"), and that it constituted the best practicable notice under the Final circumstances. The Court further finds that the form of notice was concise, clear, and in plain, easily understood language, and was reasonably calculated under the circumstances to apprise of the pendency of the Action, the claims, issues and defenses of the Settlement Class, the definition of the Settlement Class certified, the right to object to the proposed Settlement, the right to appear at the Final Fairness Hearing, through counsel if desired, and the binding effect of a judgment on members of the Settlement Class, including the scope of the Released Claims described in paragraph 4 of the Settlement Agreement.

13. The Court finds after a hearing and based upon all submissions of the Parties and interested persons that the Parties' proposed Settlement is fair, reasonable, and adequate. The Court also finds that the proposed Settlement is consistent with and in compliance with all applicable requirements of the Federal Rules of Civil Procedure, the United States Code, and the United States

Constitution, and other applicable law. In so finding, the Court has considered and found that:

a) The Settlement provides for significant Plan administrative provisions which will enhance the retirement security of the members of the Settlement Class—in essence mimicking certain key ERISA provisions for the time period commencing on January 1, 2015 and expiring on June 30, 2022. Additionally, the Settlement provides for a monetary contribution to the Plans.

b) The terms and provisions of the Settlement were entered into by experienced counsel and only after extensive, arm's-length negotiations conducted for well over six months in good faith and with the assistance of a circuit mediator from the Office of the Circuit Mediators for the Sixth Circuit Court of Appeals ("Circuit mediator" or "mediator"). The Settlement is not the result of collusion.

c) Those negotiations followed robust motion practice, including in support of their motion to dismiss, Defendants' submission of hundreds of pages of documents, all of which Class Counsel reviewed, and which Class Counsel moved to strike as being not subject to judicial notice. Class Counsel also responded to a motion to dismiss, responded to one amicus brief supporting Defendants at the district court level, filed their opening and reply briefs with the Sixth Circuit, and responded to four amicus briefs supporting Defendants at the appellate level. The absence of formal discovery in this case in no way undermines the integrity of the settlement given the extensive investigation that has occurred as a result of proceedings thus far.

d) Those proceedings gave counsel opportunity to adequately assess this case's strengths and weaknesses – and thus to structure the

Settlement in a way that adequately accounts for those strengths and weaknesses. Class Counsel were cognizant that there was no guarantee of success in their appeal to the Sixth Circuit Court of Appeals of this Court's dismissal of the case.

e) Approval of the Settlement will result in substantial savings of time, money and effort for the Court and the Parties, and will further the interests of justice. Defendants denied and continue to deny Plaintiff's claims and allegations against it, raised various factual and legal arguments in support of its vigorous defense in this Action, and this Court granted Defendants' Motion to Dismiss and entered judgment dismissing the action with prejudice.

14. All members of the Settlement Class are bound by this Judgment and by the terms of the Settlement, including the scope of the Released Claims described in paragraph 4 of the Settlement.

15. None of the Settlement, this Judgment, nor the fact of the Settlement constitutes any admission by any of the Parties of any liability, wrongdoing or violating of law, damages or lack thereof, or of the validity or invalidity of any claim or defense asserted in the Action. If the Settlement Agreement is not upheld on appeal, or is otherwise terminated for any reason, the Settlement and all negotiations, proceedings, and documents prepared, and statements made in connection therewith, shall be without prejudice to any Party and shall not be deemed or construed to be an admission by an party of any fact, matter, or position of law; all Parties shall stand in the same procedural position as if the Settlement Agreement had not been negotiated, made, or filed with the Court.

16. The Court hereby dismisses with prejudice the action and all Released Claims identified in paragraph 4 of the Settlement against each and all Released Persons and without costs to any of the Parties as against the others. The Court hereby orders that on the Effective Date of this Settlement Agreement the Plaintiff, Marilyn Overall, as well as the members of the Settlement Class, release all claims and causes of action asserted against Defendants in the Complaint filed by Plaintiff in this Action, and any claims, causes of action damages, demands, rights, and liabilities of any kind or nature whatsoever, asserted or not, threatened or not, alleged or not, known or unknown, suspected or unsuspected, disclosed or undisclosed, contingent or fixed, at law or in equity that arise out of or relate in any way to the facts alleged in the Action, and which have been or could have been asserted in the Action or another forum by Plaintiff or members of the Settlement Class against any of the Releasees: the Defendants, the Plans, any Person who served as a trustee, investment manager, service provider, record-keeper, or named or functional fiduciary (including de facto fiduciaries) of the Plans, together with, for each of the foregoing, any and all predecessors, Successors-In-Interest, affiliates, associates, present and former Representatives, direct or indirect parents and subsidiaries, all counsel and any Person that controls, is controlled by, or is under common control with any of the foregoing, including, without limitation, every person who was a director, officer, governor, management committee member, in-house counsel, employee, or agent of Ascension Health, Ascension Health Alliance, Catholic Health Investment Management Company, and their subsidiaries and affiliates, together with, for each of the forgoing, any and all present or former Representatives, insurers, reinsurers, consultants, attorneys,

administrators, employee benefit plans, investment advisors, investment underwriters, and spouses.

17. It is further ordered that as of the Effective Date of this Settlement Agreement all members of the Settlement Class, release any and all actual or potential claims, actions, causes of action, demands, obligations, liabilities, attorneys' fees, expenses and costs arising out of the allegations of the Complaint that were brought or could have been brought as of the date of the Settlement Agreement, including any current or prospective challenge to the "Church Plan" status of the Plans. In connection with the Released Claim(s), as of the Effective Date of this Settlement Agreement, each member of the Settlement Class is deemed to have waived any and all provisions, rights, and benefits conferred by § 1542 of the California Civil Code relinquishes, to the fullest extent permitted by law and equity, the provisions, rights and benefits of § 1542 of the California Civil Code, which provides:

> A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor and any and all provisions, rights and benefits of any similar statute, law or principle or common law of the United States, any state thereof, or any other jurisdiction.

18. Released Claims are not intended to include the release of any of the following: (1) Any rights or duties arising out of the Settlement Agreement, including the express warranties and covenants in the Settlement Agreement; (2) Individual claims for benefits pursuant to the terms of the Plans' documents; (3) Should the Roman Catholic Church ever disassociate itself from a Plan's

sponsor, as that term is defined in the respective plan documents, any claim arising under ERISA with respect to any event occurring after such action by the Roman Catholic Church; and (4) Any claim arising under ERISA with respect to any event occurring after the Internal Revenue Service issues a written ruling that a Plan does not qualify as a Church Plan; the United States Supreme Court holds that Church Plans must be established by a church or a convention or association of churches; or an amendment to ERISA is enacted and becomes effective as a law of the United States specifying that a Church Plan must be established by a church or a convention or association of churches.

19. The Court retains jurisdiction over the implementation, administration and enforcement of this Judgment and the Settlement, and all matters ancillary thereto.

20. The Court finds that no reason exists for delay in ordering final judgment, and the Clerk is hereby directed to enter this Judgment forthwith.

SO ORDERED.

s/Avern Cohn
AVERN COHN
United States District Judge

Dated: September 17, 2015
Detroit, Michigan

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	)	Civil No. 1:16-cv-01079-RDB

DECLARATION OF LYNN LINCOLN SARKO
IN SUPPORT OF (1) PLAINTIFFS' UNOPPOSED MOTION FOR FINAL APPROVAL OF SETTLEMENT AGREEMENT; AND (2) PETITION OF CLASS COUNSEL FOR APPROVAL OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES AND FOR INCENTIVE AWARDS TO NAMED PLAINTIFFS

Lynn Lincoln Sarko respectfully submits this Declaration in Support of (1) Plaintiffs' Unopposed Motion for Final Approval of Settlement Agreement; and (2) Petition of Class Counsel for Approval of Attorneys' Fees and Reimbursement of Expenses and for Incentive Awards to Named Plaintiffs.

Pursuant to 28 U.S.C. § 1746, I, Lynn Lincoln Sarko, declare as follows:

1. I am the Managing Partner of Keller Rohrback L.L.P., and one of the attorneys personally involved in this action and responsible for its prosecution. I have personal knowledge of the facts set forth below and, if called as a witness, I could and would testify competently thereto.

2. Since 2013, Keller Rohrback and Cohen Milstein Sellers & Toll ("Cohen Milstein") have been co-counsel in several cases involving the Church Plan exemption to the Employee Retirement Income Security Act, 29 U.S.C. § 1002(33)(C)(i), including this action. Cohen Milstein and Keller Rohrback have worked together to investigate and bring this action and also to negotiate the Settlement Agreement.

3. This Court appointed Cohen Milstein as lead counsel over two other competing firms, Kessler Topaz Meltzer & Check, LLP and Izard, Kindall, and Raabe LLP, which had filed a separate action alleging similar claims. After the Court consolidated the two actions and appointed Cohen Milstein as interim lead class counsel, Keller Rohrback continued to perform work in the case by consulting and assisting with this case when necessary, including participating in mediation and settlement negotiations of this case.

4. The schedule attached hereto as **Exhibit A** is a summary of time spent by Keller Rohrback attorneys and other professional support staff and the lodestar calculation based on the firm's current billing rates from development and inception through October 12, 2017. For

personnel who are no longer employed by the firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by Keller Rohrback. The hourly rates charged by Keller Rohrback in this case are the firm's current contingent hourly rates, have been approved in other judicial settlement hearings, some of which are described below, and are consistent with rates approved in this District and others in recent class action cases.

5. The lodestar figures are based on Keller Rohrback's current contingent hourly billing rates and contemporaneous time records regularly prepared and maintained by the firm. Expense items are billed separately and such charges are not duplicated in the firm's billing rates.

6. Keller Rohrback's rates range from $260 to $940 for 615.30 hours performed. The lower end represents rates charged for support staff such as paralegals, while the higher end represents rates charged for the senior partners.

7. Keller Rohrback's rates have been approved in other cases, including two other recent Church Plan cases in which they reported hourly rates at amounts comparable to those sought herein. *See Lann v. Trinity Health Corporation* , No. 8:14-cv-2237, Plaintiffs' Motion for Attorney Fees and Expenses, and Incentive Fees to Named Plaintiffs, ECF No. 103-1 (D. Md. April 17, 2017) (seeking fees at identical attorney rates to this action); *Trinity*, No. 8:14-cv-2237, Order Finally Approving Class Settlement, ECF No. 111, (D. Md. May 31, 2017) (approving fees at identical attorney rates to this action) (attached hereto as Ex. E); *Griffith v. Providence Health & Services,* No. 14-01720, Pls. Motion for Attorney Fees and Expenses, and Incentive Fees to Named Plaintiffs, ECF No. 57 (W.D. Wash. Feb. 3, 2017) (seeking fees at identical attorney rates to this action); *Griffith v. Providence Health & Services*, No. 14-cv-1720, Order

Finally Approving Class Settlement ¶ 10, ECF No. 69 (W.D. Wash. Mar. 21, 2017) (approving fees at identical attorney rates to this action) (attached hereto as Ex. F); *see also Overall v. Ascension Health*, No. 13-11396, Pl.'s Mot. for Awards of Att'ys' Fees, Expenses & Incentive Fee, ECF No. 97 (E.D. Mich. Aug. 17, 2015); *Overall v. Ascension Health*, No. 13-11396, Order and Final Judgment ¶ 8, ECF No. 115 (E.D. Mich. Sept. 17, 2015) (attached hereto as Ex. G).

8. District courts have granted final approval and awarded fees to Keller Rohrback based on the firm's then-current rates in many other ERISA cases. *See, e.g.*, *In re Ford Motor Co. ERISA Litig.*, No. 06-11718 (E.D. Mich. Feb. 15, 2011), ECF Nos. 285, 291 (awarding then-current attorneys' rates between $331 and $740); *In re Delphi Corp. Sec., Derivative & "ERISA" Litig.*, No. 05-1725 (E.D. Mich. May 12, 2010), ECF Nos. 472, 493 (awarding then-current attorneys' rates between $300 and $675); *In re CMS Energy ERISA Litig.*, No. 02-72834 (E.D. Mich. June 27, 2006), Dkt. ## 208, 226 (awarding then-current rates between $300 and $640); *In re State St. Bank & Trust Co. ERISA Litig.*, No. 07-8488 (S.D.N.Y. Feb. 19, 2010), ECF Nos. 187, 191 (awarding then-current attorneys' rates between $300 and $740); *In re Bear Stearns Cos. ERISA Litig.*, No. 08-2804 (S.D.N.Y. Sept. 20, 2012), ECF Nos. 158, 163 (awarding then-current attorneys' rates between $295 and $785); *Overall v. Ascension Health*, No. 13-11396 (E.D. Mich. Sept. 17, 2015), ECF No. 115 (awarding then-current attorneys' rates between $395 and $895); *In re Bank of New York Mellon Corp. Forex Transactions Litig.*, MDL No. 2335 (S.D.N.Y. Sept. 24, 2015), ECF No. 637 (awarding then-current attorneys' rates between $475 and $895); *Griffith v. Providence Health & Servs.*, No. 14-1720 (W.D. Wash. Mar. 21, 2017, ECF No. 69 (awarding then-current attorneys' rates between $400 and $940).

9. Keller Rohrback has advanced or incurred $13,591.41 in unreimbursed expenses to date. Ex. A (summaries of expenses).[1] The expenses incurred in developing and prosecuting this case are commercially reasonable and are reflected on the books and records the firm. These books and records are prepared from expense vouchers, check records, and other source materials and represent an accurate recordation of the expenses incurred.

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

Executed this 13th day of October, 2017.

KELLER ROHRBACK L.L.P.

By: _____

Lynn Lincoln Sarko
1201 Third Avenue, Suite 3200
Seattle, WA 98101
Tel: (206) 623-1900
Fax: (206) 623-3384
Email: lsarko@kellerrohrback.com

[1] The expenses incurred prosecuting this complex class action includes filing fees; travel expenses; court appearances and mediation; copying, delivery and telecommunications charges; computer legal research charges; mediator's charges; and similar litigation expenses. These expenses are typically billed by attorneys to paying clients, and are calculated based on the actual expenses of these services in the markets in which they have been provided. Class Counsel maintains appropriate back-up documentation for each expense.

EXHIBIT A

Hodges v. Bon Secours Health System, Inc., No. 1-16-cv-01079 - Attorneys' Fees

Firm Name: Keller Rohrback LLP

Reporting Period: Case Development & Inception - October 12, 2017

Timekeeper	Hours	Rate	Lodestar
Attorneys:			
Laurie Ashton	67.20	$840	$ 56,448.00
Laura Gerber	63.70	$750	$ 47,775.00
Matthew Gerend	20.70	$525	$ 10,867.50
Christopher Graver	50.10	$800	$ 40,080.00
Ron Kilgard	173.80	$895	$ 155,551.00
Lynn Lincoln Sarko	104.40	$940	$ 98,136.00
Havila Unrein	56.00	$600	$ 33,600.00
Other Attorneys	3.00		$ 2,250.00
Sub-Total:	**538.90**		**$ 444,707.50**
Professionals:			
A.J. de Vries	56.30	$260	$ 14,638.00
Other Professionals	20.10		$ 5,788.50
Sub-Total:	**76.40**		**$ 20,426.50**
TOTAL:	**615.30**		**$ 465,134.00**

Hodges v. Bon Secours Health System, Inc., No. 1-16-cv-01079

FIRM NAME: Keller Rohrback LLP

REPORTING PERIOD: Inception - October 12, 2017

Description	Amount
Computer Research	$ 78.93
Conformed Copy	$ 9.00
Copies - Internal	$ 10.20
Court Costs	$ 150.00
Internet Notice	$ 13.15
Miscellaneous	$ 78.40
Telephone/Facsimile	$ 15.39
Travel (Air fare, ground travel, meals, lodging)	$ 13,236.34
TOTAL	**$ 13,591.41**

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	Civil Action No.: 1:16-CV-1079 (RBD)

DECLARATION OF MARK K. GYANDOH IN SUPPORT OF PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

I, Mark K. Gyandoh, declare as follows:

1. I, Mark K. Gyandoh, am Counsel at Kessler Topaz Meltzer & Check, LLP ("KTMC"). My firm is counsel for Carolyn Miller, a Named Plaintiff with Arlene Hodges and Gary Brown.

2. I have personal knowledge of the matters set forth herein and if called to do so, I could and would testify competently thereto. I submit this Fee Declaration in support of Plaintiffs' request for an award of attorneys' fees and reimbursement of expenses.

3. The information in this declaration regarding my firm's time and expenses is taken from contemporaneous time and expense printouts prepared and maintained by my firm in the ordinary course of business. I reviewed these printouts to confirm both the accuracy of the entries on the printouts as well as the necessity for and reasonableness of the time and expenses committed to the litigation. Based on these reviews, I believe that the time reflected in my firm's lodestar calculation and the expenses for which payment is sought are reasonable in amount and

were necessary for the effective and efficient prosecution and resolution of the litigation. In addition, I believe that the expenses are all of a type that would normally be charged to a fee-paying client in the private legal marketplace

4. The total number of hours spent on this litigation by my firm through September 14, 2017, is 192.70. The total lodestar amount for attorney time based on the firm's current rates is $94,787.50. The hourly rates shown below are the usual and customary rates set by the firm for each individual. A breakdown of the lodestar is as follows:

Attorney	Rate	Hours	Current Lodestar
Ciolko, Edward (P)	$750.00	0.40	$300.00
Galloway, Monique (A)	$550.00	10.50	$5,775.00
Gertner, Abigail (SA)	$350.00	54.30	$19,005.00
Gyandoh, Mark (OC)	$675.00	18.70	$12,622.50
Maro, James (P)	$750.00	24.00	$18,000.00
Siebert-Johnson, Julie (A)	$500.00	55.70	$27,850.00
Topaz, Marc (P)	$850.00	6.60	$5,610.00
Attorney Totals:		**170.20**	**$89,162.50**
Paralegal			
Russo, Lacey	$250.00	6.50	$1,625.00
Wotring, Julie	$250.00	16.00	$4,000.00
Paralegal Totals:		**22.50**	**$5,625.00**
TOTALS:		**192.70**	**$94,787.50**

5. My firm seeks an award of $1,324.70 in expenses in connection with the prosecution of the litigation through September 14, 2017. They are broken down as follows:

EXPENSE DESCRIPTION	FINAL
Court Fees	$700.00
Meals, Hotels & Transportation	$296.43
Messenger, Postage & Overnight Mail	$32.89
Photocopying (in-house) (247 @ 10¢)	$155.20
Research	$140.18
TOTAL EXPENSES:	**$1,324.70**

6. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from receipts, expense vouchers, check records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19th day of September 2017, in Radnor, Pennsylvania.

/s/ Mark K. Gyandoh_____
Mark K. Gyandoh

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al., Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	Civil Action No.: 1:16-CV-1079 (RBD)

DECLARATION OF MARK P. KINDALL IN SUPPORT OF PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

I, Mark P. Kindall, declare as follows:

1. I am a Partner at Izard, Kindall & Raabe, LLP ("IKR"). My firm is counsel for Carolyn Miller, a Named Plaintiff with Arlene Hodges and Gary Brown.

2. I have personal knowledge of the matters set forth herein and if called to do so, I could and would testify competently thereto. I submit this Fee Declaration in support of Plaintiffs' request for an award of attorneys' fees and reimbursement of expenses.

3. The information in this declaration regarding my firm's time and expenses is taken from contemporaneous time and expense printouts prepared and maintained by my firm in the ordinary course of business. I reviewed these printouts to confirm both the accuracy of the entries on the printouts as well as the necessity for and reasonableness of the time and expenses committed to the litigation. Based on these reviews, I believe that the time reflected in my firm's lodestar calculation and the expenses for which payment is sought are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the litigation. In

addition, I believe that the expenses are all of a type that would normally be charged to a fee-paying client in the private legal marketplace

4. The total number of hours spent on this litigation by my firm through September 18, 2017, is 108. The total lodestar amount for attorney time based on the firm's current rates is $78,921.50. The hourly rates shown below are the usual and customary rates set by the firm for each individual. A breakdown of the lodestar is as follows:

Attorney	Hours	Rate	Lodestar
Nicole A. Veno, Associate	0.5	$350	$175.00
Christopher M. Barrett, Associate	13	$550	$7,150.00
Douglas P. Needham, Associate	37.25	$550	$20,487.50
Mark P. Kindall, Partner	24.75	$850	$21,037.50
Robert A. Izard, Partner	32.50	$925	$30,062.50
TOTAL	108		**$78,921.50**

5. My firm seeks an award of $121.50 in expenses in connection with the prosecution of the litigation through September 18, 2017. They are broken down as follows:

PACER & Out-of-Plan Westlaw Research	$121.50
TOTAL EXPENSES:	**$121.50**

6. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from receipts, expense vouchers, check records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 19th day of September 2017, in West Hartford, Connecticut.

/s/ Mark P. Kindall

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al. Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	Civil No. 1:16-cv-01079-RDB

DECLARATION OF SARAH M. ADAMS
REGARDING DELIVERY OF CAFA NOTICES

Pursuant to section 1746 of Title 28 of the United States Code, I, SARAH M. ADAMS, declare as follows:

1. I am an attorney and principal with Groom Law Group, Chartered, counsel for defendants Bon Secours Health System, Inc.; Bon Secours, Inc.; the Benefit Plan Administrative Committee; and all past and present members of the Benefit Plan Administrative Committee (collectively, "Defendants") in the above-captioned matter.

2. I submit this Declaration detailing Defendants' compliance with the notice requirements for class action settlements pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715 ("CAFA").

3. Attached hereto as Exhibit 1 is a true and correct copy of the CAFA notice sent, on July 7, 2017, to the Attorney General for each state (as well as the District of Columbia and Puerto Rico) in which a class member resides.

4. Attached hereto as Exhibit 2 is a true and correct copy of the CAFA notice sent, on September 22, 2017, to the Attorney General for the United States of America.

5. Exhibits 1 and 2 conveyed information required by 28 U.S.C. § 1715(b)(1)-(8) and enclosed eight attachments (copies of the Class Action Complaint filed by Arlene Hodges; the Class Action Complaint filed by Carolyn Miller; the Consolidated Amended Class Action Complaint filed by Hodges and Miller; the Second Consolidated Amended Class Action Complaint filed by Hodges, Miller, and Gary Brown; the proposed Notice of Proposed Settlement of a Class Action; the proposed Class Action Settlement Agreement; the proposed Order Preliminarily Approving the Settlement, Certifying the Class, Approving Notice to the Class, and Scheduling Final Approval Hearing; and the proposed Order and Final Judgment).

6. Defendants' counsel has received no objection in response to the CAFA notices.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 10th day of October, 2017.

Sarah M. Adams
Groom Law Group, Chartered
1701 Pennsylvania Ave., N.W., Ste. 1200
Washington, D.C. 20006
Tel.: (202) 861-5432
Fax: (202) 659-4503
sadams@groom.com

Attorney for Defendants

EXHIBIT 1

GROOM LAW GROUP

Lars C. Golumbic
(202) 861-6615
lgolumbic@groom.com

July 7, 2017

VIA FEDERAL EXPRESS/UPS

To: Federal and State Officials per 28 U.S.C. § 1715
(See Distribution List Attached)

Re: CAFA Notification for the Proposed Settlement in *Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-01079 (RDB) (D. Md. filed Apr. 11, 2016)

This notification is being sent to you pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715(b), to inform you of a proposed class action settlement.

Court: United States District Court for the District of Maryland.

Case Caption: *Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-01079 (RDB) (D. Md. filed Apr. 11, 2016)

Named Defendants: Bon Secours Health System, Inc.; Bon Secours, Inc.; and The Benefit Plan Administrative Committee, and its individual members.

Documents Enclosed:

The following documents include those required by 28 U.S.C. § 1715(b)(1), (3), and (4), and are copied on the enclosed CD in PDF format:

- Class Action Complaint filed by Arlene Hodges, filed on April 11, 2016 (Doc. # 1);
- Class Action Complaint filed by Carolyn Miller, filed on April 18, 2016 (Doc. # 1);
- Consolidated Amended Class Action Complaint filed by Arlene Hodges and Carolyn Miller, filed on October 11, 2016 (Doc. # 69);
- Second Consolidated Amended Class Action Complaint filed by Arlene Hodges, Carolyn Miller, and Gary Brown, filed on January 13, 2017 (Doc. # 77);
- [Proposed] Notice of Proposed Settlement of a Class Action, filed on May 31, 2017 (Doc. # 90-5);
- [Proposed] Class Action Settlement Agreement, filed on May 31, 2017 (Doc. # 90-3);

- [Proposed] Order Preliminarily Approving the Settlement, Certifying the Class, Approving Notice to the Class, and Scheduling Final Approval Hearing, filed on May 31, 2017 (Doc. # 90-4); and

- [Proposed] Order and Final Judgment, filed on May 31, 2017 (Doc. # 90-6).

As required by 28 U.S.C. § 1715(b)(2), we inform you that the Court has scheduled a Preliminary Fairness Hearing for July 10, 2017.

As required by 28 U.S.C. § 1715(b)(5), we inform you that Class Counsel and Defendants' Counsel have made no other settlement or agreement contemporaneously to the Class Action Settlement Agreement.

As required by 28 U.S.C. § 1715(b)(6), we inform you that no final judgment or notice of dismissal has been entered.

Regarding the Group A Settlement Class, as required by 28 U.S.C. § 1715(b)(7)(A), we inform you that, at this time, it is not feasible to provide the names of all class members (which includes all vested or non-vested present and past participants and beneficiaries of the plans at issue). Based on the information currently available regarding participants in the plans at issue, we believe that (in the aggregate) roughly 29,262 individuals are members of the Group A Settlement Class. In addition, it is not feasible at this time to estimate the proportionate share of the claims of such members to the entire settlement. Because the plans involved in this case are defined benefit pension plans, and not defined contribution plans like a 401(k) plan with individual accounts, the settlement proceeds (which will take the form of funding amounts) will be contributed to the plans as a whole, rather than to the individual accounts of the plans' participants and beneficiaries.

Therefore, as required by 28 U.S.C. § 1715(b)(7)(B), we inform you that we currently believe that the members of the Group A Settlement Class reside in the following states (with a preliminary estimate of the number of the Group A Settlement Class members who reside in the indicated state): AL (24); AK (5); AZ (57); AR (11); CA (86); CO (26); CT (28); DE (19); D.C. (5); FL (331); GA (89); HI (11); ID (4); IL (39); IN (17); IA (5); KS (4); KY (1,201); LA (13); ME (8); MD (2,137); MA (28); MI (2,570); MN (7); MS (8); MO (17); MT (4); NE (1); NV (36); NH (7); NJ (1,163); NM (6); NY (1,456); NC (260); ND (1); OH (465); OK (2); OR (13); PA (1,215); PR (13); RI (6); SC (1,107); SD (1); TN (54); TX (121); UT (2); VT (5); VA (16,462); WA (20); WV (76); and WI (16).

Regarding the Group B Settlement Class, as required by 28 U.S.C. § 1715(b)(7)(A), we inform you that, based on the information currently available regarding participants in the Hampton Roads Plan, we believe that (in the aggregate) roughly 530 individuals are members of the Group B Settlement Class. Attachment A to this Notice provides the names of the roughly 530 Group B Settlement Class members who reside in each state, and the estimated proportionate share of the

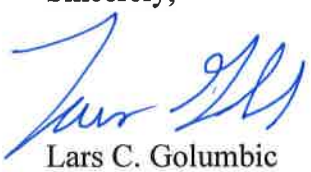
settlement that they represent. Attachment B summarizes the estimated proportionate share of the entire settlement for each state.

As required by 28 U.S.C. § 1715(b)(8), we inform you that no written judicial opinion relating to the materials listed above has been issued.

If you have questions about this notice, the litigation, or the enclosed materials, please contact Defendants' Counsel:

Lars C. Golumbic
GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue, NW, Suite 1200
Washington, D.C. 20006-5811
Phone: (202) 857-0620
Fax: (202) 659-4503
Email: lgolumbic@groom.com

Sincerely,



Lars C. Golumbic

cc: Jamie Bowers, Esq.
Karen L. Handorf, Esq.
Julia Ann Horwitz, Esq.
Scott Michael Lempert, Esq.
Michelle Yau, Esq.

ATTACHMENT A

Name	State	Percentage of Settlement	Name	State	Percentage of Settlement
Young, Kimberly R	AL	0.13%	Hundley, Carla	VA	0.19%
Welch, Jw	CO	0.11%	Hunt, Arnisha D	VA	0.07%
Abreu, Jacqueline A	FL	0.23%	Hussey, Brianna M	VA	0.11%
Delarosa, Jasmin M	FL	0.09%	Hutton, Sandra L	VA	0.21%
Dushuttle, Kelly N	FL	0.17%	Hynes, Joyce H	VA	0.15%
Ekanem, Eno-Obong I	FL	0.11%	Iavarone, Gale A	VA	0.22%
Getrige, Stacey A	FL	0.24%	Iuliano, Mary Beth	VA	0.17%
Ligouri, Lorene D	FL	0.53%	Jackson, Valerie R	VA	0.26%
Phillips, Jewel P	FL	0.23%	Jacob, Blessy	VA	0.23%
Rabanal, Maria	FL	0.16%	Jacobs, Evangeline M	VA	0.11%
Walton, Jennifer	FL	0.13%	James, Kim	VA	0.13%
Winter, Sarah	GA	0.04%	James, Yulvonna K	VA	0.07%
Miyano, Tonya M	HI	0.58%	Jamison, Diane	VA	0.16%
Flannery, Melisa	IL	0.06%	Jennings, Kelly J	VA	0.29%
Ford, Regina K	KY	0.27%	Jerome-Leacock, Suzie	VA	0.11%
Naftaly, Carolyn D	KY	0.07%	Johnson, Mandy	VA	0.17%
Fussman, Karen	MI	0.08%	Johnson, Mildred	VA	0.21%
Penny, Meridie A	MO	0.19%	Johnston, Mary C	VA	0.15%
Self, Lynn T	MO	0.11%	Jones, Boneta	VA	0.10%
Brandt, Amanda F	NC	0.09%	Jones, Kimberly A	VA	0.18%
Flint, Tiffany M	NC	0.25%	Jones, Lisa	VA	0.23%
George, Felicia R	NC	0.15%	Jones, Mechelle A	VA	0.11%
Gibbs, James R	NC	0.14%	Jones, Michelle A	VA	0.10%
Griffin, Christine	NC	0.22%	Jones, Quincy L	VA	0.10%
Johnson, Bobbie J	NC	0.26%	Jordan, Gwendolyn	VA	0.19%
Nelson, Katrina L	NC	0.26%	Juma, Edwin	VA	0.16%
Pittard, Lisa L	NC	0.27%	Kaleikini, Naomi K	VA	0.33%
Robbins, Kelli A	NC	0.22%	Karganilla, Roland F	VA	0.08%
Ruperd, Kristie	NC	0.00%	Kazaoka, Christy S	VA	0.36%
Sage, Carol	NC	0.44%	Kearns, Mary C	VA	0.24%
Simons, Karen H	NC	0.26%	Kelley, Valerie B	VA	0.09%
Slaterback, Scott P	NC	0.15%	Kent, Kara	VA	0.14%
Wilkerson, Amber L	NC	0.33%	Kershaw, Adriene M	VA	0.13%
Richardson, Carol J	NM	0.31%	Kim, Trudy E	VA	0.15%
Talmadge, Wendy L	NY	0.11%	King, Gloria	VA	0.16%

Laughhunn, Brenda	OR	0.21%	Kirby, Iris	VA	0.11%
Caddle, Dianne P	PA	0.36%	Klages, April	VA	0.17%
Knight, Katina	PA	0.20%	Kleiber, Susan	VA	0.25%
Green, Myomi S	SC	0.08%	Kleinfeld, Susan Grace	VA	0.04%
Hilliard, Valerie L	SC	0.16%	Kuehne, Beverly A	VA	0.08%
Hoffer, Christopher A	SC	0.16%	Lane, Monica D	VA	0.22%
Hunter, Eric M	TX	0.16%	Langham, Jessica L	VA	0.12%
Proctor, Debra A	TX	0.09%	Langhorne, Nancy	VA	0.33%
Rodriguez, Renelli E	TX	0.37%	Larimore, Luke A	VA	0.13%
Sammons, James H	TX	0.82%	Lasmarias, Elizabeth	VA	0.19%
Sinkovics, Michelle E	TX	0.35%	Latta, Sandra	VA	0.13%
Allen, Tammy M	VA	0.24%	Lee, Valerie M	VA	0.10%
Allen, Virginia J	VA	0.24%	Lewis, Lorraine	VA	0.27%
Allnutt, Rachel D	VA	0.16%	Lewis, Vanessa I	VA	0.06%
Amato, Lauren	VA	0.25%	Lilly, Stephen D	VA	0.23%
Anderson, Kimberly D	VA	0.18%	Linhardt, Leigh A	VA	0.23%
Anderson, William	VA	0.09%	Little, Kristin	VA	0.17%
Araneta, Gene D	VA	0.07%	Lomashvili, Elmira	VA	0.05%
Armstrong, Judith E	VA	0.35%	Lue, Lisa R	VA	0.13%
Artis, Robert E	VA	0.07%	Madison, Evelyn	VA	0.04%
Artrip, John H	VA	1.30%	Mangual, Marina A	VA	0.21%
Auerbach, Shelly Diane	VA	0.33%	Manley, Lisa	VA	0.09%
Austin, Alphe B	VA	0.16%	Mann, Tamira J	VA	0.20%
Autrey, Eve B	VA	0.28%	Marcelo, Kristine J	VA	0.22%
Aydlette, Barbara L	VA	0.16%	Marine, Evelyn G	VA	0.16%
Bailey, Craig R	VA	0.17%	Martin, Anna-Gaye Racquel	VA	0.06%
Bailey, Denise S	VA	0.11%	Martin, Susan R	VA	0.05%
Bailey, Sheila	VA	0.13%	Martinez, Arelis A	VA	0.15%
Baldwin, Randy	VA	0.11%	Martinez, Nancy E	VA	0.07%
Balicat, Kathleen G	VA	0.17%	Matthews, Marion E	VA	0.12%
Ballard, Arlene	VA	0.12%	Mayer, Jennifer A	VA	0.19%
Banks, Kimberly	VA	0.06%	Mayfield, Joshua	VA	0.17%
Banks, Tonya R	VA	0.10%	McClease, Macon	VA	0.22%
Baptiste, Fabiola	VA	0.03%	McClendon, Nicole	VA	0.07%
Barbarisi, Kenneth E	VA	0.21%	McCleney, Debra L	VA	0.27%
Barksdale, Tonisha J	VA	0.29%	McCrickard, Hope E	VA	0.13%
Barnes, Caroline M	VA	0.31%	McCuller, Elizabeth N	VA	0.39%
Barnes, Tamatha N	VA	0.12%	McQueen, Bryan E	VA	0.04%
Bathurst, Paulette	VA	0.06%	McRae, Angela L	VA	0.15%

Batista, Charity D	VA	0.56%	Medley, Tina L	VA	0.13%
Beck, Angela L	VA	0.09%	Mercedes, Brooke	VA	0.18%
Bee, Diana E	VA	0.45%	Mikesell, Zachary	VA	0.08%
Beecher, Kimberly W	VA	0.33%	Miller, Lindsey	VA	0.15%
Beierly, Tina	VA	0.27%	Miller, Lora B	VA	0.21%
Bell, Courtney	VA	0.40%	Mills, Barbara	VA	0.36%
Bermejo, Maria	VA	0.11%	Mills-Bynum, Ebony M	VA	0.11%
Berry, Trina	VA	0.12%	Mitchell, Amy N	VA	0.26%
Bieszczad, Ron	VA	0.21%	Moland, Gwyndolyn H	VA	0.03%
Bishop, Sharon	VA	0.13%	Moneymaker, Kelly C	VA	0.21%
Bland, Morris D	VA	0.04%	Moore, Francis	VA	0.34%
Blanding, Rudolph	VA	0.07%	Morris, Kimberly B	VA	0.22%
Blanding, Shakelia	VA	0.17%	Moses, Isaac	VA	0.14%
Blount, Bianca	VA	0.07%	Mosure, James	VA	1.00%
Bolanos, Susanna	VA	0.03%	Muller, Marcella	VA	0.04%
Bond, Emily	VA	0.19%	Mulvany, Clara E	VA	0.47%
Bonner, Charlene	VA	0.03%	Murray, Kristi L	VA	0.19%
Bonney, Jennifer	VA	0.26%	Music, Gwendolyn A	VA	0.21%
Boone, Karen	VA	0.07%	Nadeau, Rosemary A	VA	0.16%
Boone, Walter	VA	0.11%	Narron, Amanda	VA	0.25%
Booth, Linda F	VA	0.08%	Navarrete, Josephine	VA	0.11%
Bowden, Roderick	VA	0.12%	Nelson, Elizabeth M	VA	0.26%
Bowens, Cortez	VA	0.09%	Nelson, Paris	VA	0.09%
Boyd-Avery, Nicole	VA	0.13%	Nelson, Rachel B	VA	0.10%
Boykin, Amy G	VA	0.16%	Nesbitt, Jacqueline E	VA	0.40%
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Brown, Joanne C	VA	0.17%	Ornelas, Michelle R	VA	0.13%
Brown-Ocasio, Sarene	VA	0.01%	Ott, Janine	VA	0.26%
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Campbell, Jerri L	VA	0.13%	Pegram-Foster, Valerie Darlene	VA	0.12%
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Cheney, Jennifer M	VA	0.24%	Price, Amber	VA	0.18%
Chisolm, Bobby	VA	0.06%	Queen, Joan C	VA	0.10%
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Clarke, Sheila R	VA	0.24%	Ramos, Ramona L	VA	0.13%
Clemens, Kimberly A	VA	0.15%	Reid, Shawnta A	VA	0.05%
Cole, Barbara	VA	0.03%	Reutzel, Marianne	VA	0.12%
Coleman, Antoinette	VA	0.18%	Rich, Cam M	VA	0.19%
Coleman, Ashley	VA	0.14%	Richardson, Nora B	VA	0.39%
Coleman, Juliana	VA	0.20%	Richmond, Stanley	VA	0.29%
Coleman, Vonda M	VA	0.15%	Riddick, Kaihla	VA	0.07%
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Collins, Tracy	VA	0.31%	Rochefort, Kimberly T	VA	0.16%
Colvin, Amanda	VA	0.22%	Rodriguez, Frank	VA	0.12%
Connolly, Tamara	VA	0.14%	Rogers, Ghazi A	VA	0.10%
Connor-Mincey, Kecia C	VA	0.18%	Roten, Sarah A	VA	0.13%
Cook, Alice J	VA	0.36%	Ryals, Todd	VA	0.06%
Cooney, Elizabeth J	VA	0.06%	Ryan, Robert H	VA	1.07%
Copeland, Christina J	VA	0.15%	Sahib, Sarnia	VA	0.13%
Cosnotti, Valerie J	VA	0.24%	Salyards, Denise M	VA	0.61%
Counts, Billie	VA	0.24%	Sampson, Annmarie S.	VA	0.21%
Crider, Craig	VA	0.14%	Sapp, Gail C	VA	0.18%
Critz, Maria	VA	0.07%	Sarraf, Farnosh R	VA	0.22%

Cruz, Stefani	VA	0.12%	Sazon, Beatriz	VA	0.27%
Culbertson, Cathy	VA	0.25%	Schubert, Cathy	VA	0.48%
Culp, Malia A	VA	0.29%	Scott, Eaude	VA	0.10%
Curran, Dawn	VA	0.19%	Scott, Sherry	VA	0.34%
Curry, Melinda	VA	0.17%	Seneris, Mary	VA	0.08%
Curtis, George B	VA	0.10%	Shaw, Katrina A	VA	0.15%
Dalton, Susan	VA	0.27%	Shearin, Miranda T	VA	0.18%
Dance, Lavonda	VA	0.11%	Shelley, Barbara	VA	0.18%
Dao, Carmen E	VA	0.20%	Shirey, Cynthia	VA	0.31%
Darden, Tarsha J	VA	0.88%	Shukers, Enid I	VA	0.14%
Daugherty, Joseph	VA	0.23%	Shultz, Jacqueline	VA	0.07%
D'Augusta, Yong Ai	VA	0.27%	Slawta, Sharon	VA	0.25%
Davenport, Sharon	VA	0.15%	Smith, Amy C.	VA	0.05%
Davidson, Elizabeth J	VA	0.08%	Smith, Bonnie J	VA	0.06%
Davidson, Esther H	VA	0.19%	Smith, Fredlena	VA	0.07%
Davis, Jesse	VA	0.10%	Smith, George A	VA	0.07%
Davis, Jessica	VA	0.22%	Smith, Melanie L	VA	0.22%
Davis, Miranda	VA	0.06%	Smith, Shendra	VA	0.12%
Dease, Jarrod S	VA	0.07%	Sollenberger, Paula	VA	0.09%
Debrough, Laura A	VA	0.28%	Sorensson, Karen	VA	0.31%
Dicamillo, Alan	VA	0.41%	Sorey, La Tasha	VA	0.06%
Dickinson, Mary M	VA	0.26%	Sotaski, Nicholas	VA	0.15%
Dickson, Evelyn L	VA	0.27%	Spain, Sharon K	VA	0.18%
Dillon, Sandra	VA	0.10%	Stanton, Deanna R	VA	0.43%
Dixon, Kathy L	VA	0.08%	Stavola, Mallory	VA	0.05%
Donovant, Sylvia	VA	0.65%	Stevens, Adriane	VA	0.12%
Dorsainvil, Carline	VA	0.51%	Stewart, Roberta M	VA	0.12%
Downey, Amy L	VA	0.05%	Stiggers, Shondra	VA	0.15%
Dozier, Anitra L	VA	0.23%	Stitch, Cheryl L	VA	0.16%
Drake, Sheila	VA	0.23%	Stone-Crawford, Dorothea	VA	0.11%
Dunn, Marvin E	VA	0.17%	Strauss, Kathryn P	VA	0.20%
Dunn, Melvin L	VA	0.10%	Strickland, Jill	VA	0.27%
Dunsmore, Melissa G	VA	0.29%	Stringer, Jimmi	VA	0.13%
Duranceau, Carmen M	VA	0.32%	Stubbs, John G	VA	0.13%
Dussia, Lauren Atwood	VA	0.29%	Stumps, Jacqueline	VA	0.27%
Dwyer, Megan F	VA	0.42%	Sullivan, Hillary A	VA	0.20%
Edmond, John B	VA	0.11%	Sweeney, Thomas B	VA	0.53%
Edwards, Keith S	VA	0.32%	Sykes, Alvin L	VA	0.14%
Edwards-Ruffin,	VA	0.07%	Tackett, Kathryn	VA	0.34%

Shaunta					
Ellison, Traci	VA	0.34%	Taylor, Brett M	VA	0.04%
Erwin, Amy E	VA	0.21%	Taylor, John R	VA	0.13%
Etheridge, Christian	VA	0.02%	Taylor, Orleen	VA	0.13%
Eysaman, Loree G	VA	0.32%	Taylor, Peggy A	VA	0.12%
Fackelmann, Michael A	VA	0.35%	Taylor, Shamont	VA	0.04%
Fajardo, Oscar E	VA	0.35%	Tennant, Richard	VA	0.34%
Falatic, Nicole	VA	0.17%	Todd, Dina J	VA	0.26%
Farmer, Renee L	VA	0.10%	Todd, Gloria L	VA	0.29%
Feeley, Cindy	VA	0.06%	Tolan, Laura	VA	0.06%
Felix, Marina	VA	0.20%	Tolentino, Jaime E	VA	0.06%
Ferree, Suzanne	VA	0.47%	Tolley, Jennifer L	VA	0.08%
Ferrell, Ashley	VA	0.13%	Tomcho, Jean M	VA	0.36%
Fidler-Brown, Gloria	VA	0.18%	Townsend, Brian	VA	0.09%
Forbes, Patricia A	VA	0.21%	True, Karen	VA	0.16%
Forch, Carrie	VA	0.15%	Tschanz, Ann M	VA	0.22%
Ford, Larry	VA	0.09%	Tucker, Vonne B	VA	0.12%
Forsen, Barbara W	VA	0.19%	Turnham, Sarah L	VA	0.07%
Foster, Kathryn W	VA	0.06%	Tyler, Danella L	VA	0.13%
Fotopoulos, Christina L	VA	0.23%	Upchurch, Shavonnah Y	VA	0.17%
Fountain, Lashonda	VA	0.06%	Upshur, Latisha M	VA	0.16%
Fredrickson, Kriston B	VA	0.18%	Vance, Iperlitta M	VA	0.24%
Fuoto, Abby J	VA	0.08%	Vasquez, Sara	VA	0.08%
Gaglione, Jim-David	VA	0.60%	Venters, Crystal	VA	0.09%
Galayda, Jennifer	VA	0.16%	Vickers, Sandra	VA	0.11%
Galford, Stephanie A	VA	0.10%	Wagner, Lynn	VA	0.19%
Gannon, Wendy F	VA	0.25%	Wah, Bway	VA	0.09%
Garcia, Erlinda	VA	0.22%	Wallace, Roslyn R	VA	0.22%
Garcia, Zenaida	VA	0.09%	Wallace, Terri R	VA	0.09%
Garfman, Nicole S.	VA	0.02%	Wallace, Tynisha M	VA	0.19%
Garland, Melvin D	VA	0.11%	Waller, Rebecca	VA	0.22%
Garrett, Pashen J	VA	0.17%	Walters, Brynna M	VA	0.16%
Garza, Mary S	VA	0.19%	Ward, Harold E	VA	0.09%
Gathers, Shavel	VA	0.10%	Ward, Twyla D	VA	0.24%
Gecolea, Merlynda S	VA	0.22%	Warfield, Sheila	VA	0.15%
Gesford, Ronald R	VA	0.13%	Watkins-Hill, Tierra	VA	0.12%
Gilliam, Betty J	VA	0.09%	Watson, Bisceglia S	VA	0.11%
Gobeze, Azieb	VA	0.10%	Watters, Jodi	VA	0.05%
Goodwyn, Trinette R	VA	0.06%	Watts, Aileen	VA	0.06%

Gould, Barbara Michele	VA	0.09%	Weaver, Michael J	VA	0.24%
Gradney, Princess	VA	0.22%	Webster, Vicki	VA	0.15%
Gray-Rogers, Latoya	VA	0.04%	Weis, Meagan	VA	0.01%
Greely, Tonya S	VA	0.15%	Welsch, Iris M	VA	0.59%
Green, Ashanti N	VA	0.19%	Wheeler, Szilvia	VA	0.38%
Green, Patricia F	VA	0.09%	White, Arketae D	VA	0.06%
Gregg, Natarcha R	VA	0.34%	White, Cathy N	VA	0.36%
Griffin-Parker, Lesley	VA	0.06%	White, Claudette	VA	0.05%
Guarnieri, Leo J	VA	0.15%	White, Joy N	VA	0.48%
Guyton, George R	VA	0.03%	White, Teionna	VA	0.08%
Gwaltney, Steve A	VA	0.21%	Whitehead, Catherine	VA	0.08%
Hall, Margaret A	VA	0.13%	Whitehead, Willie	VA	0.08%
Hall-Banks, Verna	VA	0.04%	Whittaker, Thomas C	VA	0.12%
Hammer, Shari L	VA	0.19%	Wiggins, Amanda O	VA	0.19%
Hand, Faith	VA	0.18%	Wilkinson, Laura M	VA	0.19%
Harding, Jeannette O	VA	0.43%	Williams, Fairon L	VA	0.19%
Harrell, L'Tadjah	VA	0.04%	Williams, Kermit	VA	0.11%
Harrell, Sharon L	VA	0.11%	Williams, Raymond L	VA	0.07%
Harris, Elizabeth A	VA	0.34%	Williams, Roger A	VA	0.06%
Harris, Stephanie Y	VA	0.14%	Williams, Sheila D	VA	0.05%
Hartian, Donna M	VA	0.27%	Williams, Todd	VA	0.32%
Hautz, Leslie	VA	0.10%	Williams, Veronica	VA	0.08%
Hayden, Andrea	VA	0.29%	Williams, Willie	VA	0.08%
Hayden, Khalilah	VA	0.12%	Wilson, Amy	VA	0.14%
Heath, Courtney	VA	0.07%	Wilson, Rosalind	VA	0.07%
Hernandez, Inger	VA	0.07%	Windsor, Jimmy J	VA	0.99%
Hernandez, Jeraline	VA	0.16%	Wojcieszak, Diane B	VA	0.21%
Hicks, Diedre A	VA	0.21%	Woodrum, Lauren M	VA	0.26%
Higgins, Elizabeth	VA	0.11%	Wright, Nicole	VA	0.30%
Hinton, Wadella	VA	0.12%	Wyche, Shandell L	VA	0.29%
Hoilman, Jennifer	VA	0.34%	Yates, Alexandra	VA	0.10%
Hollingsworth, William	VA	0.20%	Zanders, Carmelita M	VA	0.06%
Holloway, Denise	VA	0.11%	Crespo, Krystle	WA	0.14%
Hooper, Cindy J	VA	0.11%	Marmo, Katrina	WA	0.11%
Hopkins, Susan E	VA	0.16%	Nonog, Mayvelyn	WA	0.32%
Horton, Marguerite	VA	0.36%	Feldbruegge, Charity	WI	0.15%
Howard, Hope L	VA	0.14%	Simia, Greg A	WI	1.21%

ATTACHMENT B

State	Count	Percentage of Settlement
AL	1	0.13%
CO	1	0.11%
FL	9	1.88%
GA	1	0.04%
HI	1	0.58%
IL	1	0.06%
KY	2	0.34%
MI	1	0.08%
MO	2	0.30%
NC	14	3.04%
NM	1	0.31%
NY	1	0.11%
OR	1	0.21%
PA	2	0.56%
SC	3	0.39%
TX	5	1.80%
VA	479	88.11%
WA	3	0.58%
WI	2	1.36%
Total	530	100.00%

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Charleston, WV 25305

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17 W Main Street
P.O. Box 7857
Madison, WI 53703-7857

EXHIBIT 2

GROOM LAW GROUP

Lars C. Golumbic
(202) 861-6615
lgolumbic@groom.com

September 22, 2017

VIA FEDERAL EXPRESS

To: Jefferson Sessions
Attorney General of the United States
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530-0001

Re: CAFA Notification for the Proposed Settlement in *Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-01079 (RDB) (D. Md. filed Apr. 11, 2016)

This notification is being sent to you pursuant to the Class Action Fairness Act, 28 U.S.C. § 1715(b), to inform you of a proposed class action settlement.

Court: United States District Court for the District of Maryland.

Case Caption: *Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-01079 (RDB) (D. Md. filed Apr. 11, 2016)

Named Defendants: Bon Secours Health System, Inc.; Bon Secours, Inc.; and The Benefit Plan Administrative Committee, and its individual members.

Documents Enclosed:

The following documents include those required by 28 U.S.C. § 1715(b)(1), (3), (4), and (8), and are copied on the enclosed CD in PDF format:

- Class Action Complaint filed by Arlene Hodges, filed on April 11, 2016 (Doc. # 1);
- Class Action Complaint filed by Carolyn Miller, filed on April 18, 2016 (Doc. # 1);
- Consolidated Amended Class Action Complaint filed by Arlene Hodges and Carolyn Miller, filed on October 11, 2016 (Doc. # 69);
- Second Consolidated Amended Class Action Complaint filed by Arlene Hodges, Carolyn Miller, and Gary Brown, filed on January 13, 2017 (Doc. # 77);
- Final Notice of Proposed Settlement of Class Action to Group A and Group B Class Members, and a Separate Letter to Group B Class Members, sent September 8, 2017;
- [Proposed] Class Action Settlement Agreement, filed on May 31, 2017 (Doc. # 90-3);

- Order Preliminarily Approving the Settlement, Certifying the Class, Approving Notice to the Class, and Scheduling Final Approval Hearing (Doc. # 107);

As required by 28 U.S.C. § 1715(b)(2), we inform you that the Court has scheduled a Final Fairness Hearing for November 28, 2017, at 4:00 p.m.

As required by 28 U.S.C. § 1715(b)(5), we inform you that Class Counsel and Defendants' Counsel have made no other settlement or agreement contemporaneously to the Class Action Settlement Agreement.

As required by 28 U.S.C. § 1715(b)(6), we inform you that no final judgment or notice of dismissal has been entered.

Regarding the Group A Settlement Class, as required by 28 U.S.C. § 1715(b)(7)(A), we inform you that, in light of the size of the proposed class, it is not feasible to provide the names of all class members (which includes all vested or non-vested present and past participants and beneficiaries of the plans at issue). Based on the information currently available regarding participants in the plans at issue, we believe that (in the aggregate) roughly 27,410 individuals are members of the Group A Settlement Class. In addition, it is not feasible to estimate the proportionate share of the claims of such members to the entire settlement. Because the plans involved in this case are defined benefit pension plans, and not defined contribution plans like a 401(k) plan with individual accounts, the settlement proceeds (which will take the form of funding amounts) will be contributed to the plans as a whole, rather than to the individual accounts of the plans' participants and beneficiaries.

Therefore, as required by 28 U.S.C. § 1715(b)(7)(B), we inform you that we currently believe that the members of the Group A Settlement Class reside in the following states (with an estimate of the number of the Group A Settlement Class members who reside in the indicated state): AL (27); AK (4); AZ (56); AR (11); CA (81); CO (26); CT (26); DE (19); D.C. (4); FL (345); GA (91); HI (8); ID (3); IL (37); IN (18); IA (4); KS (3); KY (1,109); LA (14); ME (7); MD (1,896); MA (25); MI (2,266); MN (6); MS (8); MO (18); MT (4); NE (1); NV (31); NH (8); NJ (1,025); NM (7); NY (1,279); NC (286); ND (1); OH (428); OK (4); OR (11); PA (1,082); PR (14); RI (6); SC (997); SD (1); TN (54); TX (119); UT (2); VT (4); VA (15,779); WA (15); WV (73); WI (14); WY (0); Other (53).

Regarding the Group B Settlement Class, as required by 28 U.S.C. § 1715(b)(7)(A), we inform you that, based on the information currently available regarding participants in the Hampton Roads Plan, we believe that (in the aggregate) roughly 530 individuals are members of the Group B Settlement Class. Attachment A to this Notice provides the names of the roughly 530 Group B Settlement Class members who reside in each state, and the estimated proportionate share of the settlement that they represent. Attachment B summarizes the estimated proportionate share of the entire settlement for each state.

GROOM LAW GROUP

If you have questions about this notice, the litigation, or the enclosed materials, please contact Defendants' Counsel:

Lars C. Golumbic
GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue, NW, Suite 1200
Washington, D.C. 20006-5811
Phone: (202) 857-0620
Fax: (202) 659-4503
Email: lgolumbic@groom.com

Sincerely,

Christa Bellitti / on behalf of Lars C. Golumbic

Lars C. Golumbic

ATTACHMENT A

Name	State	Percentage of Settlement
Young, Kimberly R	AL	0.13%
Welch, Jw	CO	0.11%
Abreu, Jacqueline A	FL	0.23%
Delarosa, Jasmin M	FL	0.09%
Dushuttle, Kelly N	FL	0.17%
Ekanem, Eno-Obong I	FL	0.11%
Getrige, Stacey A	FL	0.24%
Ligouri, Lorene D	FL	0.53%
Phillips, Jewel P	FL	0.23%
Rabanal, Maria	FL	0.16%
Walton, Jennifer	FL	0.13%
Winter, Sarah	GA	0.04%
Miyano, Tonya M	HI	0.58%
Flannery, Melisa	IL	0.06%
Ford, Regina K	KY	0.27%
Naftaly, Carolyn D	KY	0.07%
Fussman, Karen	MI	0.08%
Penny, Meridie A	MO	0.19%
Self, Lynn T	MO	0.11%
Brandt, Amanda F	NC	0.09%
Flint, Tiffany M	NC	0.25%
George, Felicia R	NC	0.15%
Gibbs, James R	NC	0.14%
Griffin, Christine	NC	0.22%
Johnson, Bobbie J	NC	0.26%
Nelson, Katrina L	NC	0.26%
Pittard, Lisa L	NC	0.27%
Robbins, Kelli A	NC	0.22%
Ruperd, Kristie	NC	0.00%
Sage, Carol	NC	0.44%
Simons, Karen H	NC	0.26%
Slaterback, Scott P	NC	0.15%
Wilkerson, Amber L	NC	0.33%
Richardson, Carol J	NM	0.31%
Talmadge, Wendy L	NY	0.11%
Laughhunn, Brenda	OR	0.21%
Hundley, Carla	VA	0.19%
Hunt, Arnisha D	VA	0.07%
Hussey, Brianna M	VA	0.11%
Hutton, Sandra L	VA	0.21%
Hynes, Joyce H	VA	0.15%
Iavarone, Gale A	VA	0.22%
Iuliano, Mary Beth	VA	0.17%
Jackson, Valerie R	VA	0.26%
Jacob, Blessy	VA	0.23%
Jacobs, Evangeline M	VA	0.11%
James, Kim	VA	0.13%
James, Yulvonna K	VA	0.07%
Jamison, Diane	VA	0.16%
Jennings, Kelly J	VA	0.29%
Jerome-Leacock, Suzie	VA	0.11%
Johnson, Mandy	VA	0.17%
Johnson, Mildred	VA	0.21%
Johnston, Mary C	VA	0.15%
Jones, Boneta	VA	0.10%
Jones, Kimberly A	VA	0.18%
Jones, Lisa	VA	0.23%
Jones, Mechelle A	VA	0.11%
Jones, Michelle A	VA	0.10%
Jones, Quincy L	VA	0.10%
Jordan, Gwendolyn	VA	0.19%
Juma, Edwin	VA	0.16%
Kaleikini, Naomi K	VA	0.33%
Karganilla, Roland F	VA	0.08%
Kazaoka, Christy S	VA	0.36%
Kearns, Mary C	VA	0.24%
Kelley, Valerie B	VA	0.09%
Kent, Kara	VA	0.14%
Kershaw, Adriene M	VA	0.13%
Kim, Trudy E	VA	0.15%
King, Gloria	VA	0.16%
Kirby, Iris	VA	0.11%

Caddle, Dianne P	PA	0.36%	Klages, April	VA	0.17%
Knight, Katina	PA	0.20%	Kleiber, Susan	VA	0.25%
Green, Myomi S	SC	0.08%	Kleinfeld, Susan Grace	VA	0.04%
Hilliard, Valerie L	SC	0.16%	Kuehne, Beverly A	VA	0.08%
Hoffer, Christopher A	SC	0.16%	Lane, Monica D	VA	0.22%
Hunter, Eric M	TX	0.16%	Langham, Jessica L	VA	0.12%
Proctor, Debra A	TX	0.09%	Langhorne, Nancy	VA	0.33%
Rodriguez, Renelli E	TX	0.37%	Larimore, Luke A	VA	0.13%
Sammons, James H	TX	0.82%	Lasmarias, Elizabeth	VA	0.19%
Sinkovics, Michelle E	TX	0.35%	Latta, Sandra	VA	0.13%
Allen, Tammy M	VA	0.24%	Lee, Valerie M	VA	0.10%
Allen, Virginia J	VA	0.24%	Lewis, Lorraine	VA	0.27%
Allnutt, Rachel D	VA	0.16%	Lewis, Vanessa I	VA	0.06%
Amato, Lauren	VA	0.25%	Lilly, Stephen D	VA	0.23%
Anderson, Kimberly D	VA	0.18%	Linhardt, Leigh A	VA	0.23%
Anderson, William	VA	0.09%	Little, Kristin	VA	0.17%
Araneta, Gene D	VA	0.07%	Lomashvili, Elmira	VA	0.05%
Armstrong, Judith E	VA	0.35%	Lue, Lisa R	VA	0.13%
Artis, Robert E	VA	0.07%	Madison, Evelyn	VA	0.04%
Artrip, John H	VA	1.30%	Mangual, Marina A	VA	0.21%
Auerbach, Shelly Diane	VA	0.33%	Manley, Lisa	VA	0.09%
Austin, Alphe B	VA	0.16%	Mann, Tamira J	VA	0.20%
Autrey, Eve B	VA	0.28%	Marcelo, Kristine J	VA	0.22%
Aydlette, Barbara L	VA	0.16%	Marine, Evelyn G	VA	0.16%
Bailey, Craig R	VA	0.17%	Martin, Anna-Gaye Racquel	VA	0.06%
Bailey, Denise S	VA	0.11%	Martin, Susan R	VA	0.05%
Bailey, Sheila	VA	0.13%	Martinez, Arelis A	VA	0.15%
Baldwin, Randy	VA	0.11%	Martinez, Nancy E	VA	0.07%
Balicat, Kathleen G	VA	0.17%	Matthews, Marion E	VA	0.12%
Ballard, Arlene	VA	0.12%	Mayer, Jennifer A	VA	0.19%
Banks, Kimberly	VA	0.06%	Mayfield, Joshua	VA	0.17%
Banks, Tonya R	VA	0.10%	McClease, Macon	VA	0.22%
Baptiste, Fabiola	VA	0.03%	McClendon, Nicole	VA	0.07%
Barbarisi, Kenneth E	VA	0.21%	McCleney, Debra L	VA	0.27%
Barksdale, Tonisha J	VA	0.29%	McCrickard, Hope E	VA	0.13%
Barnes, Caroline M	VA	0.31%	McCuller, Elizabeth N	VA	0.39%
Barnes, Tamatha N	VA	0.12%	McQueen, Bryan E	VA	0.04%
Bathurst, Paulette	VA	0.06%	McRae, Angela L	VA	0.15%
Batista, Charity D	VA	0.56%	Medley, Tina L	VA	0.13%
Beck, Angela L	VA	0.09%	Mercedes, Brooke	VA	0.18%

Bee, Diana E	VA	0.45%	Mikesell, Zachary	VA	0.08%
Beecher, Kimberly W	VA	0.33%	Miller, Lindsey	VA	0.15%
Beierly, Tina	VA	0.27%	Miller, Lora B	VA	0.21%
Bell, Courtney	VA	0.40%	Mills, Barbara	VA	0.36%
Bermejo, Maria	VA	0.11%	Mills-Bynum, Ebony M	VA	0.11%
Berry, Trina	VA	0.12%	Mitchell, Amy N	VA	0.26%
Bieszczad, Ron	VA	0.21%	Moland, Gwyndolyn H	VA	0.03%
Bishop, Sharon	VA	0.13%	Moneymaker, Kelly C	VA	0.21%
Bland, Morris D	VA	0.04%	Moore, Francis	VA	0.34%
Blanding, Rudolph	VA	0.07%	Morris, Kimberly B	VA	0.22%
Blanding, Shakelia	VA	0.17%	Moses, Isaac	VA	0.14%
Blount, Bianca	VA	0.07%	Mosure, James	VA	1.00%
Bolanos, Susanna	VA	0.03%	Muller, Marcella	VA	0.04%
Bond, Emily	VA	0.19%	Mulvany, Clara E	VA	0.47%
Bonner, Charlene	VA	0.03%	Murray, Kristi L	VA	0.19%
Bonney, Jennifer	VA	0.26%	Music, Gwendolyn A	VA	0.21%
Boone, Karen	VA	0.07%	Nadeau, Rosemary A	VA	0.16%
Boone, Walter	VA	0.11%	Narron, Amanda	VA	0.25%
Booth, Linda F	VA	0.08%	Navarrete, Josephine	VA	0.11%
Bowden, Roderick	VA	0.12%	Nelson, Elizabeth M	VA	0.26%
Bowens, Cortez	VA	0.09%	Nelson, Paris	VA	0.09%
Boyd-Avery, Nicole	VA	0.13%	Nelson, Rachel B	VA	0.10%
Boykin, Amy G	VA	0.16%	Nesbitt, Jacqueline E	VA	0.40%
Bradley, Ryan Melissa	VA	0.07%	Nicholson, Tamika	VA	0.18%
Bragg, Thomas C	VA	0.07%	Nkamanyang, Rita	VA	0.01%
Bright, Gerald J	VA	0.18%	Norris, Ryan N	VA	0.28%
Bright, Kelley Martinez	VA	0.11%	Obayuwana, Alphonsus	VA	1.52%
Britt, Shirley	VA	0.06%	Oberlander, Pamela	VA	0.09%
Brown, Andrew	VA	0.16%	O'Brien, Julia	VA	0.09%
Brown, April L	VA	0.14%	Omolo, Sister C	VA	0.05%
Brown, Gary T	VA	0.12%	Oram-Smith, Rebecca	VA	0.07%
Brown, Joanne C	VA	0.17%	Ornelas, Michelle R	VA	0.13%
Brown-Ocasio, Sarene	VA	0.01%	Ott, Janine	VA	0.26%
Buchanan, Catherine A	VA	0.25%	Outen, Joyce M	VA	0.13%
Buchanan, Troy J	VA	0.07%	Owens, Nicole	VA	0.30%
Bucknor, Sharon D	VA	0.28%	Pack, Nicole	VA	0.13%
Bullock, Veronica O	VA	0.07%	Palley, Richard E	VA	0.35%
Burroughs, Patricia A	VA	0.18%	Parham, Kim D	VA	0.11%
Butler, Delmia R	VA	0.31%	Parker, Angela M	VA	0.24%
Butler, Lorie S	VA	0.18%	Parker, Bridget	VA	0.12%

Calvert, Maria S	VA	0.08%	Patillo, Angel	VA	0.09%
Cambra, Jennifer A	VA	0.20%	Payne, Christy M	VA	0.14%
Cammel, Patricia	VA	0.20%	Pedro, Ramoncito V	VA	0.34%
Campbell, Jennifer	VA	0.14%	Peebles, Alberta	VA	0.10%
Campbell, Jerri L	VA	0.13%	Pegram-Foster, Valerie Darlene	VA	0.12%
Cannon, Delores	VA	0.12%	Peoples, Nichole M	VA	0.15%
Cardoza-Patino, Claudia V	VA	0.32%	Perez, Angela	VA	0.06%
Carpenter, Alice M	VA	0.19%	Pinkett, Chastity	VA	0.05%
Carter, Tyrone S	VA	0.06%	Poore, Constance	VA	0.03%
Carter, Vanessa P	VA	0.10%	Posey, Deborah M	VA	0.18%
Casper, Cyndi S	VA	0.28%	Powell, Arona	VA	0.10%
Cervenka, Amanda	VA	0.18%	Pratt, Keisha	VA	0.08%
Chazanow, Rachael	VA	0.07%	Presgraves, Lisa	VA	0.27%
Cheney, Jennifer M	VA	0.24%	Price, Amber	VA	0.18%
Chisolm, Bobby	VA	0.06%	Queen, Joan C	VA	0.10%
Clark, Malika	VA	0.44%	Ragan, Jayenne	VA	0.23%
Clarke, Sheila R	VA	0.24%	Ramos, Ramona L	VA	0.13%
Clemens, Kimberly A	VA	0.15%	Reid, Shawnta A	VA	0.05%
Cole, Barbara	VA	0.03%	Reutzel, Marianne	VA	0.12%
Coleman, Antoinette	VA	0.18%	Rich, Cam M	VA	0.19%
Coleman, Ashley	VA	0.14%	Richardson, Nora B	VA	0.39%
Coleman, Juliana	VA	0.20%	Richmond, Stanley	VA	0.29%
Coleman, Vonda M	VA	0.15%	Riddick, Kaihla	VA	0.07%
Collins, Donna J	VA	0.11%	Robinson, Antonia	VA	0.08%
Collins, Tracy	VA	0.31%	Rochefort, Kimberly T	VA	0.16%
Colvin, Amanda	VA	0.22%	Rodriguez, Frank	VA	0.12%
Connolly, Tamara	VA	0.14%	Rogers, Ghazi A	VA	0.10%
Connor-Mincey, Kecia C	VA	0.18%	Roten, Sarah A	VA	0.13%
Cook, Alice J	VA	0.36%	Ryals, Todd	VA	0.06%
Cooney, Elizabeth J	VA	0.06%	Ryan, Robert H	VA	1.07%
Copeland, Christina J	VA	0.15%	Sahib, Sarnia	VA	0.13%
Cosnotti, Valerie J	VA	0.24%	Salyards, Denise M	VA	0.61%
Counts, Billie	VA	0.24%	Sampson, Annmarie S.	VA	0.21%
Crider, Craig	VA	0.14%	Sapp, Gail C	VA	0.18%
Critz, Maria	VA	0.07%	Sarraf, Farnosh R	VA	0.22%
Cruz, Stefani	VA	0.12%	Sazon, Beatriz	VA	0.27%
Culbertson, Cathy	VA	0.25%	Schubert, Cathy	VA	0.48%
Culp, Malia A	VA	0.29%	Scott, Eaude	VA	0.10%
Curran, Dawn	VA	0.19%	Scott, Sherry	VA	0.34%

Curry, Melinda	VA	0.17%	Seneris, Mary	VA	0.08%
Curtis, George B	VA	0.10%	Shaw, Katrina A	VA	0.15%
Dalton, Susan	VA	0.27%	Shearin, Miranda T	VA	0.18%
Dance, Lavonda	VA	0.11%	Shelley, Barbara	VA	0.18%
Dao, Carmen E	VA	0.20%	Shirey, Cynthia	VA	0.31%
Darden, Tarsha J	VA	0.88%	Shukers, Enid I	VA	0.14%
Daugherty, Joseph	VA	0.23%	Shultz, Jacqueline	VA	0.07%
D'Augusta, Yong Ai	VA	0.27%	Slawta, Sharon	VA	0.25%
Davenport, Sharon	VA	0.15%	Smith, Amy C.	VA	0.05%
Davidson, Elizabeth J	VA	0.08%	Smith, Bonnie J	VA	0.06%
Davidson, Esther H	VA	0.19%	Smith, Fredlena	VA	0.07%
Davis, Jesse	VA	0.10%	Smith, George A	VA	0.07%
Davis, Jessica	VA	0.22%	Smith, Melanie L	VA	0.22%
Davis, Miranda	VA	0.06%	Smith, Shendra	VA	0.12%
Dease, Jarrod S	VA	0.07%	Sollenberger, Paula	VA	0.09%
Debrough, Laura A	VA	0.28%	Sorensson, Karen	VA	0.31%
Dicamillo, Alan	VA	0.41%	Sorey, La Tasha	VA	0.06%
Dickinson, Mary M	VA	0.26%	Sotaski, Nicholas	VA	0.15%
Dickson, Evelyn L	VA	0.27%	Spain, Sharon K	VA	0.18%
Dillon, Sandra	VA	0.10%	Stanton, Deanna R	VA	0.43%
Dixon, Kathy L	VA	0.08%	Stavola, Mallory	VA	0.05%
Donovant, Sylvia	VA	0.65%	Stevens, Adriane	VA	0.12%
Dorsainvil, Carline	VA	0.51%	Stewart, Roberta M	VA	0.12%
Downey, Amy L	VA	0.05%	Stiggers, Shondra	VA	0.15%
Dozier, Anitra L	VA	0.23%	Stitch, Cheryl L	VA	0.16%
Drake, Sheila	VA	0.23%	Stone-Crawford, Dorothea	VA	0.11%
Dunn, Marvin E	VA	0.17%	Strauss, Kathryn P	VA	0.20%
Dunn, Melvin L	VA	0.10%	Strickland, Jill	VA	0.27%
Dunsmore, Melissa G	VA	0.29%	Stringer, Jimmi	VA	0.13%
Duranceau, Carmen M	VA	0.32%	Stubbs, John G	VA	0.13%
Dussia, Lauren Atwood	VA	0.29%	Stumps, Jacqueline	VA	0.27%
Dwyer, Megan F	VA	0.42%	Sullivan, Hillary A	VA	0.20%
Edmond, John B	VA	0.11%	Sweeney, Thomas B	VA	0.53%
Edwards, Keith S	VA	0.32%	Sykes, Alvin L	VA	0.14%
Edwards-Ruffin, Shaunta	VA	0.07%	Tackett, Kathryn	VA	0.34%
Ellison, Traci	VA	0.34%	Taylor, Brett M	VA	0.04%
Erwin, Amy E	VA	0.21%	Taylor, John R	VA	0.13%
Etheridge, Christian	VA	0.02%	Taylor, Orleen	VA	0.13%
Eysaman, Loree G	VA	0.32%	Taylor, Peggy A	VA	0.12%

Fackelmann, Michael A	VA	0.35%	Taylor, Shamont	VA	0.04%
Fajardo, Oscar E	VA	0.35%	Tennant, Richard	VA	0.34%
Falatic, Nicole	VA	0.17%	Todd, Dina J	VA	0.26%
Farmer, Renee L	VA	0.10%	Todd, Gloria L	VA	0.29%
Feeley, Cindy	VA	0.06%	Tolan, Laura	VA	0.06%
Felix, Marina	VA	0.20%	Tolentino, Jaime E	VA	0.06%
Ferree, Suzanne	VA	0.47%	Tolley, Jennifer L	VA	0.08%
Ferrell, Ashley	VA	0.13%	Tomcho, Jean M	VA	0.36%
Fidler-Brown, Gloria	VA	0.18%	Townsend, Brian	VA	0.09%
Forbes, Patricia A	VA	0.21%	True, Karen	VA	0.16%
Forch, Carrie	VA	0.15%	Tschanz, Ann M	VA	0.22%
Ford, Larry	VA	0.09%	Tucker, Vonne B	VA	0.12%
Forsen, Barbara W	VA	0.19%	Turnham, Sarah L	VA	0.07%
Foster, Kathryn W	VA	0.06%	Tyler, Danella L	VA	0.13%
Fotopoulos, Christina L	VA	0.23%	Upchurch, Shavonnah Y	VA	0.17%
Fountain, Lashonda	VA	0.06%	Upshur, Latisha M	VA	0.16%
Fredrickson, Kriston B	VA	0.18%	Vance, Iperlitta M	VA	0.24%
Fuoto, Abby J	VA	0.08%	Vasquez, Sara	VA	0.08%
Gaglione, Jim-David	VA	0.60%	Venters, Crystal	VA	0.09%
Galayda, Jennifer	VA	0.16%	Vickers, Sandra	VA	0.11%
Galford, Stephanie A	VA	0.10%	Wagner, Lynn	VA	0.19%
Gannon, Wendy F	VA	0.25%	Wah, Bway	VA	0.09%
Garcia, Erlinda	VA	0.22%	Wallace, Roslyn R	VA	0.22%
Garcia, Zenaida	VA	0.09%	Wallace, Terri R	VA	0.09%
Garfman, Nicole S.	VA	0.02%	Wallace, Tynisha M	VA	0.19%
Garland, Melvin D	VA	0.11%	Waller, Rebecca	VA	0.22%
Garrett, Pashen J	VA	0.17%	Walters, Brynna M	VA	0.16%
Garza, Mary S	VA	0.19%	Ward, Harold E	VA	0.09%
Gathers, Shavel	VA	0.10%	Ward, Twyla D	VA	0.24%
Gecolea, Merlynda S	VA	0.22%	Warfield, Sheila	VA	0.15%
Gesford, Ronald R	VA	0.13%	Watkins-Hill, Tierra	VA	0.12%
Gilliam, Betty J	VA	0.09%	Watson, Bisceglia S	VA	0.11%
Gobeze, Azieb	VA	0.10%	Watters, Jodi	VA	0.05%
Goodwyn, Trinette R	VA	0.06%	Watts, Aileen	VA	0.06%
Gould, Barbara Michele	VA	0.09%	Weaver, Michael J	VA	0.24%
Gradney, Princess	VA	0.22%	Webster, Vicki	VA	0.15%
Gray-Rogers, Latoya	VA	0.04%	Weis, Meagan	VA	0.01%
Greely, Tonya S	VA	0.15%	Welsch, Iris M	VA	0.59%
Green, Ashanti N	VA	0.19%	Wheeler, Szilvia	VA	0.38%
Green, Patricia F	VA	0.09%	White, Arketae D	VA	0.06%

Gregg, Natarcha R	VA	0.34%	White, Cathy N	VA	0.36%
Griffin-Parker, Lesley	VA	0.06%	White, Claudette	VA	0.05%
Guarnieri, Leo J	VA	0.15%	White, Joy N	VA	0.48%
Guyton, George R	VA	0.03%	White, Teionna	VA	0.08%
Gwaltney, Steve A	VA	0.21%	Whitehead, Catherine	VA	0.08%
Hall, Margaret A	VA	0.13%	Whitehead, Willie	VA	0.08%
Hall-Banks, Verna	VA	0.04%	Whittaker, Thomas C	VA	0.12%
Hammer, Shari L	VA	0.19%	Wiggins, Amanda O	VA	0.19%
Hand, Faith	VA	0.18%	Wilkinson, Laura M	VA	0.19%
Harding, Jeannette O	VA	0.43%	Williams, Fairon L	VA	0.19%
Harrell, L'Tadjah	VA	0.04%	Williams, Kermit	VA	0.11%
Harrell, Sharon L	VA	0.11%	Williams, Raymond L	VA	0.07%
Harris, Elizabeth A	VA	0.34%	Williams, Roger A	VA	0.06%
Harris, Stephanie Y	VA	0.14%	Williams, Sheila D	VA	0.05%
Hartian, Donna M	VA	0.27%	Williams, Todd	VA	0.32%
Hautz, Leslie	VA	0.10%	Williams, Veronica	VA	0.08%
Hayden, Andrea	VA	0.29%	Williams, Willie	VA	0.08%
Hayden, Khalilah	VA	0.12%	Wilson, Amy	VA	0.14%
Heath, Courtney	VA	0.07%	Wilson, Rosalind	VA	0.07%
Hernandez, Inger	VA	0.07%	Windsor, Jimmy J	VA	0.99%
Hernandez, Jeraline	VA	0.16%	Wojcieszak, Diane B	VA	0.21%
Hicks, Diedre A	VA	0.21%	Woodrum, Lauren M	VA	0.26%
Higgins, Elizabeth	VA	0.11%	Wright, Nicole	VA	0.30%
Hinton, Wadella	VA	0.12%	Wyche, Shandell L	VA	0.29%
Hoilman, Jennifer	VA	0.34%	Yates, Alexandra	VA	0.10%
Hollingsworth, William	VA	0.20%	Zanders, Carmelita M	VA	0.06%
Holloway, Denise	VA	0.11%	Crespo, Krystle	WA	0.14%
Hooper, Cindy J	VA	0.11%	Marmo, Katrina	WA	0.11%
Hopkins, Susan E	VA	0.16%	Nonog, Mayvelyn	WA	0.32%
Horton, Marguerite	VA	0.36%	Feldbruegge, Charity	WI	0.15%
Howard, Hope L	VA	0.14%	Simia, Greg A	WI	1.21%

ATTACHMENT B

State	Count	Percentage of Settlement
AL	1	0.13%
CO	1	0.11%
FL	9	1.88%
GA	1	0.04%
HI	1	0.58%
IL	1	0.06%
KY	2	0.34%
MI	1	0.08%
MO	2	0.30%
NC	14	3.04%
NM	1	0.31%
NY	1	0.11%
OR	1	0.21%
PA	2	0.56%
SC	3	0.39%
TX	5	1.80%
VA	479	88.11%
WA	3	0.58%
WI	2	1.36%
Total	530	100.00%

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, et al. Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., et al., Defendants.	)	Civil No. 1:16-cv-01079-RDB

DECLARATION OF ELIZABETH DEMKIN
FOR UNITED FORMS FINISHING CORPORATION

Pursuant to section 1746 of Title 28 of the United States Code, I, Elizabeth Demkin, declare as follows:

1. I am the President of United Forms Finishing Corporation ("UFF"). I am competent to testify to the facts stated below.

2. I submit this Declaration in connection with the class action settlement proceedings related to *Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-01079, pending in the United States District Court for the District of Maryland (the "Action"), at the request of Counsel for the Defendants.

3. This Declaration is based upon my personal knowledge and upon information provided by my associates and staff.

4. UFF is a vendor that provides certain mailing services to Bon Secours Health System, Inc. ("BSHSI") with respect to certain of its employee benefit plans. UFF was engaged by the Defendants to administer the distribution of class notices to members of the settlement

class regarding the settlement of the Action (the "Settlement"), including printing and mailing the Notice of Proposed Settlement of ERISA Class Action Litigation, Settlement Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement of Expenses (the "Class Notice").

5. On or about August 28, 2017, BSHSI provided UFF with the Court-approved final Class Notice, which Defendants' Counsel formatted for printing and mailing.

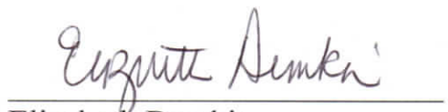
6. In accordance with the Court's Order preliminarily approving settlement (Dkt. 107 at 5-6) (the "Preliminary Order"), Defendants provided UFF with a data file containing the last known addresses and name on file for the class members for the finalized mailing list. On September 8, 2017, Class Notices were sent to the last known address of each of the 27,410 Group A class members. The 530 Group B class members were also sent Class Notices on that day, long with an additional notice informing them of their membership in Group B. Copies of the Class Notice and the Group B notice are attached as Exhibit 1. In accordance with the Preliminary Order, the Class Notice advised class members that, on or before October 31, 2017, they could submit to Plaintiffs' counsel, Defendants' counsel, and the Court an objection and/or a notice of intention to appear at the Final Fairness Hearing.

7. As of October 12, 2017, 1,905 (one thousand nine hundred five) Class Notices were returned as undeliverable.

8. The total cost for the administration of this aspect of the Settlement is estimated to be $ 24,720.13.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 12, 2017.



Elizabeth Demkin
President, UFF Corp.

EXHIBIT 1

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(BALTIMORE DIVISION)

ARLENE HODGES, CAROLYN MILLER and GARY T. BROWN, on behalf of themselves, individually, and on behalf of the Bon Secours Plans, Plaintiffs, v. BON SECOURS HEALTH SYSTEM, INC., BON SECOURS, INC., The BENEFIT PLAN ADMINISTRATIVE COMMITTEE, JOHN and JANE DOES 1-20, members of the Benefit Plan Administrative Committee, each an individual, and JOHN and JANE DOES 21-40, each an individual, Defendants.	)	Civil No. 1:16-cv-01079-RDB

NOTICE OF PROPOSED SETTLEMENT OF ERISA CLASS ACTION LITIGATION, SETTLEMENT FAIRNESS HEARING, AND MOTION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

This notice ("Notice") advises you of the Class Action Settlement Agreement (the "Settlement") of the class action lawsuit, *Hodges v. Bon Secours Health System, Inc.* In this lawsuit, the Plaintiffs allege that the Defendants did not comply with certain provisions of the Employee Retirement Income Security Act ("ERISA") with respect to certain defined benefit pension plans sponsored by Bon Secours Health System, Inc. You are receiving this Notice because you may be a past or present participant, or a beneficiary of a participant, in one of those plans.

PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.
YOU HAVE NOT BEEN SUED.

As described in more detail below, the case concerns allegations that Defendants incorrectly operated the Plans as ERISA-exempt "Church Plans" and, in so doing, failed to comply with

certain requirements of ERISA. Defendants maintain that the plans have been properly operated as Church Plans exempt from coverage under ERISA and, therefore, deny all allegations of wrongdoing. The plans at issue are the following defined benefit pension plans: Bon Secours Health System, Inc. Frozen Pension Plan, Bon Secours Kentucky Health System, Inc. Pension Plan, Bon Secours New York Health System Pension Plan, Employees' Retirement Plan of Bon Secours Baltimore Health Corporation, Employees' Retirement Plan of Bon Secours St. Mary's Hospital, Memorial Regional Medical Center Pension Plan, and Retirement Plan of Bon Secours Hampton Roads (the "Plans").

The Effective Date of the Settlement is thirty (30) days after the Court enters its Final Order approving the settlement and the time to appeal has expired. The Settlement provides a cash contribution of $98 million (ninety eight million dollars) to the Plans, over a seven year period, to settle the claims against Defendants. Because the Plans are defined benefit pension plans and not defined contribution plans with individual accounts, like a 403(b) plan or 401(k) plan, ***the cash amount will be contributed to the Plans as a whole***, ***rather than to individual Plan participants and beneficiaries***. **Your pension benefit will not increase as a result of the Settlement.** Additionally, the Settlement provides significant non-monetary equitable consideration, in that current participants in the Plans will receive certain ERISA-like financial and administrative protections.

The Settlement also provides a $300,000 payment in the aggregate to the 530 former participants in the Retirement Plan of Bon Secours Hampton Roads ("Hampton Roads Plan") who terminated service after January 1, 2008, having completing at least three, but fewer than five, years of vesting service with a positive account balance as of January 1, 2016; this payment will be made to those in **Group B** on a proportional basis dependent on the value of each individual's cash balance account as of January 1, 2016 (as described below).

The Settlement resolves all claims against Defendants and applies to all past and present, vested and non-vested, participants in the Plans and their beneficiaries. The Settlement provides specific benefits to two groups of people, summarized below. These groups do not overlap. If you are entitled to benefits under the Settlement, you can only be in one of the groups.

Group A
Current Participants and Beneficiaries in the Plans

There are approximately 23,355 current participants in the Plans, which includes active participants and inactive participants with deferred vested benefits in the Plans. These participants constitute Group A. **The Plans will receive a total cash contribution of $98,000,000 ($98 million), payable over seven years.** The cash contributions will benefit the current participants in Group A by making their retirement benefits more secure.

The contributions will be distributed among the seven Plans proportionally depending on the relative funded status of each Plan. Because the Plans are defined benefit pension plans, the aggregate total of the $98 million cash amount will be contributed to the Plans as a whole and

will not increase any participant's accrued pension benefit. ***Your pension benefit will not increase as a result of this Settlement.*** Rather, the $98 million contribution will be used to pay retirement benefits to the Plans' participants and beneficiaries that are or will become eligible to receive benefits according to the terms of the Plans, along with Plan expenses. Therefore, by improving the funded status of the Plans, ***the Settlement increases retirement security*** for current participants in Group A. The $98 million figure represents the collective amount of the Plans' underfunding on an ERISA basis at the time the Settlement was reached. The Settlement also provides significant financial and administrative protections through August 31, 2025, such as a guarantee of benefits owed to participants under the terms of the Plans, an anti-cutback provision, and requirements regarding information disclosure to participants in the Plans. These non-monetary protections are described in greater detail in Section 3 of this Notice, as well as in Sections 7.1.1 and 8 of the Settlement Agreement, available at http://www.cohenmilstein.com/bon-secours-settlement.

Group B
Former Participants in the Hampton Roads Plan Who Were Credited with More Than Three Years of Vesting Service, But Fewer Than Five Years of Vesting Service under the Plan's Terms

The Hampton Roads Plan is the only Plan that uses "a cash balance formula" and requires that a participant have *five* years of "vesting service" in order to be 100% vested in their benefits. Since January 1, 2008, ERISA has required that cash balance benefits typically must be 100% vested after *three* years of vesting service (one year of vesting service is 1,000 hours within a given calendar year). Individuals in Group B left employment after that date with more than 3 years of vesting service, but fewer than 5 years of vesting service, with a positive account balance as of January 1, 2016, and thus they did not become fully vested in their cash balance benefits according to the terms of this Plan.

As consideration for the release of this claim, **Defendants will pay $300,000 in total to the members of Group B.** The $300,000 payment will be distributed to Group B members on a proportional basis dependent on the value of each individual's cash balance account as of January 1, 2016. This payment will be made within thirty days of the Effective Date of the Settlement. For more details about Group B, see Section 3 of this Notice, as well as Section 7.1.2 of the Settlement Agreement, available at http://www.cohenmilstein.com/bon-secours-settlement.

If you are in Group B, you received along with this Notice a letter indicating that you are in Group B.

Some members of the class will not receive any benefits under the Settlement because they are past participants who either: (i) did not vest in their Plan's benefits under such Plan's terms and who are not members of Group B; or (ii) elected and received a lump sum distribution of their full benefits due under the terms of the Plans. Because these individuals are no longer

participants in the Plans, they will not benefit from the contributions Bon Secours will make to the Plans or from the financial and administrative protections required by the Settlement, nor will they receive any individual monetary payments. Such former participants are receiving this Notice because they are members of the Settlement Class.

The Court in charge of the case still has to decide whether to approve the Settlement. The payments and other settlement terms described above will be made only if the Court approves the Settlement and that approval is upheld if there are any appeals. This process is explained in greater detail below.

Additionally, the Parties acknowledge that a ruling on ERISA's church plan exemption by a court of law or the Internal Revenue Service ("IRS"), or action by the United States Congress or the Roman Catholic Church, is possible in the future. Mindful of these possibilities, Plaintiffs and Class Counsel sought to best protect the Settlement Class by allowing the Class to get the benefit of certain potential developments in the litigation landscape which would positively impact the Class's claims. These benefits are reflected in the release provision of the Settlement Agreement, which contains a series of specific carve outs that would be triggered by any one of the five possible contingencies, and would allow class members to pursue claims for relief arising under ERISA with respect to any event occurring after:

- the IRS issues a written ruling that the Bon Secours Plans do not qualify as Church Plans under the Internal Revenue Code;
- Bon Secours elects for the Plans to be covered by ERISA;
- A court of law issues a definitive ruling that the Bon Secours Plans are not Church Plans;
- the Roman Catholic Church disassociates itself from Bon Secours; or
- the U.S. Congress amends ERISA to eliminate the Church Plan exemption.

See Section 3.1.4 of the Settlement Agreement; see also Section 4 of this Notice.

However, even if one of the carve outs above is triggered, Group B still will receive the payment described above as consideration to release its claims. Once the payment is made to the Group B participants, it is theirs to keep.

See Answer to Question #4, "**What happens if a contingency 'carve out' is triggered?**" below.

Notably, Plaintiffs and the entire Settlement Class will be in the same or better position with respect to their prospective benefits under the Plans, regardless of whether the contingent carve outs are triggered. In other words, the contingencies could only positively impact the prospective rights of the Plaintiffs and the Settlement Class as the occurrence of any one of them may require church-affiliated hospitals that establish church plans to comply with ERISA.

Your legal rights are affected if you are a member of the Settlement Class Whether or Not You Act. "Settlement Class" means: All vested or non-vested present and past participants of the Plans (or their beneficiaries) as of the Effective Date of the Settlement. See also Schedule A of the Settlement Agreement for the list of the Plans covered by the Settlement.

Identification of Key Terms: This Notice contains summary information with respect to the Settlement. The terms and conditions of the Settlement are set forth in the Class Action Settlement Agreement (the "Settlement Agreement"). The Settlement Agreement, and additional information with respect to this lawsuit and the Settlement, is available at http://www.cohenmilstein.com/bon-secours-settlement.

Reasons for the Settlement: The Settlement resolves all claims in the lawsuit against the Defendants regarding the Plans. The Settlement is not, and should not be construed as, an admission of any fault, liability, or wrongdoing whatsoever by any of the Defendants, who continue to deny any and all of the allegations of the Complaint. Plaintiffs and Class Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Settlement Class. Plaintiffs and Class Counsel believe that the Settlement provides substantial benefits to all participants in and beneficiaries under the Plans as compared to the risks, costs, and delays of proceeding with this litigation against Defendants.

Identification of Claims Administrator and Class Counsel: Any questions regarding which Group you belong to or your pension benefits in general should be directed the Bon Secours Health System, Inc. Human Resources Operations Center at (804) 887-7600 or (855) 336-7600 (toll free).

Class Counsel is available to respond to all other questions. Please contact: Mary Bortscheller, Jamie Bowers, or Scott M. Lempert, Cohen Milstein Sellers & Toll, PLLC, 1100 New York Avenue, N.W., Suite 500, West Tower, Washington, D.C. 20005. Class Counsel has established a toll-free number, 1-888-347-4600, if you have questions or comments. Class Counsel may also be contacted via email at bonsecourssettlement@cohenmilstein.com. Please do not contact the Court. Its personnel will not be able to answer your questions.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU NEED NOT DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED BELOW.

ACTIONS YOU MAY TAKE IN THE SETTLEMENT	
NO ACTION IS NECESSARY.	If you do not wish to object to the Settlement, you do not need to do anything.
YOU CAN OBJECT NO LATER THAN	If you wish to object to any part of the

OCTOBER 31, 2017.	Settlement, you can write to the Court and explain why you do not like the Settlement.
YOU CAN GO TO THE HEARING ON **NOVEMBER 28, 2017** BY FILING A NOTICE OF INTENTION TO APPEAR NO LATER THAN **NOVEMBER 5, 2017**.	If you have submitted a written objection to the Court, you can ask to speak in Court about the fairness of the Settlement. You may enter your appearance in Court through an attorney if you so desire.

WHAT THIS NOTICE CONTAINS

The case was filed in federal district court in Maryland against Bon Secours Health System, Inc., and the various other defendants named in the complaint (collectively, the "Defendants"). The

Named Plaintiffs and Defendants collectively are referred to herein as the "Parties."

A copy of the Class Action Complaint ("Complaint") and other documents relevant to this Settlement are available at http://www.cohenmilstein.com/bon-secours-settlement.

SUMMARY OF SETTLEMENT

The Settlement Class includes all vested or non-vested present and past participants and beneficiaries in the Plans as of the Effective date of Settlement. The Settlement provides specific monetary and non-monetary benefits to two separate, non-overlapping groups of class members—Groups A and B—as described in detail in Section 3 of this Notice and Sections 7 and 8 of the Settlement Agreement. You can only be in one group, based on your particular situation.

The Settlement requires that Bon Secours make a $98,000,000.00 cash contribution to the Plans. This payment will be made by annual contributions of $14,000,000.00 to the Plan for seven years. Bon Secours may make these annual payments in a lump sum at any point during the year, or may split the annual payment into a number of payments throughout the year. Bon Secours may also prepay all or part of these annual contributions at its discretion with no penalty. The contributions will be distributed among the seven Plans proportionally depending on the relative funded status of each Plan.

Bon Secours also guarantees that, through August 31, 2025, the Plans' trust will have sufficient funds to pay the vested benefits owed to participants under the terms of the Plans as they come due. Furthermore, the Settlement provides that no Plan amendment or termination may result in a reduction in a participant or beneficiary's accrued benefit for that time period. The Settlement also provides that, in the event of a merger with or into another plan during that time, all participants and beneficiaries must receive the same (or greater) benefits as they enjoyed before the merger. Additionally, the Settlement provides significant non-monetary equitable consideration. Through August 31, 2025, Plan participants will receive administrative protections comparable to those required by ERISA, including summary plan descriptions, summaries of any material modifications to the Plan, and claims procedures. These payments and commitments benefit members of **Group A,** the current participants and beneficiaries under the Plans, including individuals who are currently receiving their benefits.

The Settlement also provides that, within thirty days of the Effective Date of the Settlement, Bon Secours will pay $300,000.00 total, on a proportional basis, to the 530 Nonvested Former Participants in the Hampton Roads Plan who left covered service under the Plan after completing at least 3, but fewer than 5, years of vesting service after January 1, 2008 with a positive account balance as of January 1, 2016. This group is labeled **Group B.**

Certain class members will not benefit from the contributions Bon Secours will make to the Plans or from the financial and administrative protections required by the Settlement. These class members are all former participants in the Plans who have received the full benefits due to them (if any) under the terms of the Plans. Such class members include all former participants who

either: (i) did not vest in their respective Plan under the Plan's terms and who are not members of Group B; or (ii) elected and received a lump sum distribution of their benefits under the terms of their Plans.

As with any litigation, the Parties would face an uncertain outcome if the case were to continue. Continued litigation of this case against the Defendants may result in a judgment or verdict greater or less than the recovery under the Settlement Agreement, or in no recovery at all. Throughout the litigation, the Plaintiffs and Defendants have disagreed on both liability and damages. Defendants, among other things, (1) maintain that the Plans have been and continue to be properly administered as Church Plans under the appropriate Plans' terms and as defined in ERISA § 3(33), and are exempt from coverage under ERISA; therefore, they deny any and all liability to Plaintiffs, members of the Settlement Class and the Plans, and deny any and all allegations of wrongdoing; (2) maintain that all participants in and beneficiaries under the Plans have received and continue to receive all benefits they have been entitled to under the Plans; (3) maintain that the Plans have been and continue to be well funded; and (4) maintain that Bon Secours takes the administration of the Plans very seriously and has operated and continues to operate the Plans as Church Plans in the best interests of the Plans' participants and beneficiaries, consistent with Plan documents and the core values of Bon Secours as a Roman Catholic institution.

Named Plaintiffs, among other things, (1) have conducted an extensive investigation into the facts, circumstances, and legal issues associated with the allegations made in this case; (2) believe, based on the risks of litigation; the time necessary to achieve a complete resolution through litigation; the complexity of the claims set forth in the Complaint; and the benefit accruing to the Plans' participants and beneficiaries under the Settlement, that the Settlement will provide a benefit to the Settlement Class, and that, when that benefit is weighed against the risks of continuing the prosecution of the case, the Settlement represents a reasonable, fair, and adequate resolution of the claims of the Settlement Class; and (3) believe that the Settlement will provide the Settlement Class with the bulk of the protections they would have received if the case had been litigated to a conclusion and Named Plaintiffs had prevailed. The Named Plaintiffs note that the $98 million figure represents the collective amount of the Plans' underfunding on an ERISA basis at the time the Settlement was reached.

Defendants have denied, and continue to deny, the validity of any and all claims asserted in the Complaint. The Settlement is not evidence of liability of any type. Plaintiffs deny any and all theories of defense asserted in Defendants' Motion to Dismiss. Nevertheless, the Parties have taken into account the uncertainty and risks inherent in the litigation of the case, particularly their complex nature, and have concluded that it is desirable that the case be fully and finally settled on the terms and conditions set forth in the Settlement Agreement, solely to avoid further risk, cost, expense, and time associated with litigation.

Visit http://www.cohenmilstein.com/bon-secours-settlement if you have additional questions.

BASIC INFORMATION

1. Why did I get this Notice package?

Either you or someone in your family may have been a participant in or beneficiary of one of the Plans during the Class Period. The Court has directed that this Notice be sent to you because, as a potential member of the Settlement Class, you have a right to know about the proposed Settlement before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and all related objections and appeals are favorably resolved, the Defendants will provide specific monetary and non-monetary relief to the Class, as described in detail in Section 3 of this Notice and Sections 7 and 8 of the Settlement Agreement. This includes the aggregate contribution of $98,000,000 over seven years to the Plans, as well as other specific monetary and non-monetary relief.

This Notice explains the case, the Settlement, and your legal rights. An additional purpose of this Notice is to inform you of a hearing (the "Fairness Hearing") to be held by the Court to consider the fairness, reasonableness, and adequacy of the proposed Settlement, and to consider the application of Class Counsel for their attorneys' fees and reimbursement of litigation expenses, as well as an application for Incentive Awards for the Plaintiffs.

The Fairness Hearing will be held at 4:00 p.m. on November 28, 2017 before the Honorable Richard D. Bennett in the United States District Court for the District of Maryland, Baltimore Division, 101 West Lombard Street, Baltimore, MD 21201, to determine:

(a) Whether the Settlement Agreement is fair, reasonable, and adequate and should be approved by the Court;

(b) Whether final judgment approving the Settlement Agreement should be entered;

(c) Whether the Settlement Class should be certified as a mandatory non-opt-out class meeting the applicable requirements for a settlement class imposed by Federal Rule of Civil Procedure 23;

(d) Whether the requirements of Federal Rule of Civil Procedure 23 and due process have been satisfied in connection with the distribution of the Class Notice to members of the Settlement Class;

(e) Whether the requirements of the Class Action Fairness Act have been satisfied;

(f) Whether to grant Incentive Awards to Named Plaintiffs, and, if so, the amount; and

(g) Whether to award attorneys' fees and litigation expenses to counsel who represent members of the Settlement Class and, if so, the amounts.

The issuance of this Notice is not an expression of the Court's opinion on the merits of any claim in this case, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement, the payments by Defendants described above will be made after all related appeals, if any, are favorably resolved. It is always uncertain whether such appeals can be favorably resolved, and resolving them can take time, perhaps more than a year.

2. How do I know whether I am part of the Settlement?

The Court has certified the Bon Secours case as a class action for settlement purposes only. You are a member of the Settlement Class if you are or were, on or before the date this Settlement becomes effective, a vested or non-vested participant in or beneficiary of the following defined benefit pension Plans maintained and/or sponsored by Bon Secours: (1) Bon Secours Health System, Inc. Frozen Pension Plan, (2) Bon Secours Kentucky Health System, Inc. Pension Plan, (3) Bon Secours New York Health System Pension Plan, (4) Employees' Retirement Plan of Bon Secours Baltimore Health Corporation, (5) Employees' Retirement Plan of Bon Secours St. Mary's Hospital, (6) Memorial Regional Medical Center Pension Plan, and (7) Retirement Plan of Bon Secours Hampton Roads.

3. What does the Settlement provide?

The Settlement provides specific monetary and non-monetary benefits to two separate groups of class members—Groups A and B—as described in detail in Sections 7 and 8 of the Settlement Agreement. You can only be in one group, based on your particular situation. The groups do not overlap.

Group A Settlement Benefits. Defendants will make an aggregate $98,000,000 contribution to the Plans over the course of seven years, with payments of $14 million each year. Bon Secours may make larger payments in any given year to reduce the contribution in following years. See Settlement Agreement Section 7.1.1. The contributions will be distributed among the seven Plans proportionally depending on the relative funded status of each Plan. The $98 million figure represents the collective amount of the Plans' underfunding on an ERISA basis at the time the Settlement was reached. Additionally, the Settlement provides significant non-monetary protections for participants in the Plans through August 31, 2025. During that time, the Plans will remain Church Plans exempt from ERISA, but Defendants will guarantee that the Plans will have sufficient funds to pay the accrued benefits payable to participants under the terms of the Plans. Defendants have made similar financial commitments with respect to the Plans should there be a plan termination or merger. In addition, the Defendants have agreed that, until August 31, 2025, no amendment to a Plan shall decrease the accrued benefit of any participant in the Plans. The Settlement also includes equitable consideration, modeled after certain provisions of ERISA, concerning plan administration, summary plan descriptions, notices (pension benefits statements, current benefit values), and the Plans' claim review procedure. These payments, and the non-monetary terms of the Settlement, benefit the current participants in and beneficiaries under the Plans, including retirees. For more details, see Sections 7.1.1 and 8 of the Settlement Agreement.

Group B Settlement Benefits. Defendants will pay $300,000 to the 530 former participants in the Hampton Roads Plan who left covered service under the Plan after January 1, 2008, having completing at least 3 but less than 5 years of vesting service, and who had a positive account balance as of January 1, 2016. The $300,000 payment to Group B will be distributed on a pro rata basis, so that each member of Group B will receive a share of the payment that is proportional to the value of his or her cash balance account as of January 1, 2016. See Settlement Agreement Section 7.1.2. Defendants will make this payment within thirty days of the Effective Date of the Settlement Agreement. Payments returned as undeliverable will be paid back to the Hampton Roads Plan.

All of the monetary and non-monetary relief described above constitutes consideration for release of all claims against Defendants, subject to the carve outs described below.

Some members of the class will not receive any benefits under the Settlement because they are past participants who either: (i) did not vest in the Plans under the Plans' terms and are not members of Group B; or (ii) elected and received a lump sum distribution of their full benefits due under the terms of their Plans.

Additionally, Defendants have agreed to pay up to $3,500,000 to be used to fund Class Counsel's requested attorneys' fees, out of pocket expenses, and incentive awards to the Named Plaintiffs. The District Court has the sole discretion as to whether to award attorneys' fees, reimbursement of expenses, or incentive awards to the Named Plaintiffs and, if so, in what amounts up to $3,500,000. See Settlement Agreement Sections 7.1.4 and 7.1.5.

The above description of the operation of the Settlement is only a summary. The governing provisions are set forth in the Settlement Agreement, which is available at http://www.cohenmilstein.com/bon-secours-settlement.

4. What happens if a contingency "carve out" is triggered? When does the Settlement Agreement terminate?

The carve outs provided for in the Settlement Agreement serve to better protect the Settlement Class in the event that the Plans may no longer be exempt from ERISA under the Church Plan exemption. This may happen in several different ways: (1) the IRS issues a ruling that the Plans are NOT Church Plans; (2) the Plan Sponsor elects to be governed by ERISA; (3) a court of law issues a definitive ruling that the Plans are not Church Plans; (4) the Roman Catholic Church disassociates itself from Bon Secours; or (5) an amendment to ERISA is enacted and becomes effective as a law of the United States eliminating the Church Plan exemption. If any of these five situations occurs, the Settlement Agreement does not release any future claims that the Class would have arising under ERISA.

If any of the Bon Secours Plans become subject to ERISA during the duration of this Settlement Agreement, Defendants' obligations under the Settlement with respect to such Plan shall end.

5. What is the lawsuit about? What has happened so far?

On April 11, 2016, a putative class action complaint was filed in the United States District Court for the District of Maryland against Bon Secours alleging violations of ERISA. The complaint alleged that Bon Secours denied the Plans' participants and beneficiaries the protections of ERISA by claiming that the Plans qualified as ERISA exempt "Church Plans." The complaint also alleged that the Plans sponsored by Bon Secours—a non-profit Catholic healthcare provider—did not qualify as ERISA-exempt Church Plans. Plaintiffs filed a Consolidated Amended Class Action Complaint on October 6, 2016.

Defendants maintain that the Plans qualify as valid Church Plans exempt from the requirements of ERISA and deny all allegations of wrongdoing in the lawsuit. On December 2, 2016, Defendants sought to dismiss Plaintiffs' claims for lack of subject matter jurisdiction and for failure to state a plausible claim for relief. In response, Plaintiffs filed a Second Amended Consolidated Class Action Complaint on January 13, 2017, which rendered Defendants' motion to dismiss moot. The Parties agreed to file a motion requesting that the case be stayed, pending the outcome of three similar "Church Plan" cases in the Supreme Court, *Advocate Health Care Network v. Stapleton*, No. 16-74; *Saint Peter's v. Kaplan*, No. 16-86; *Dignity Health v. Rollins*, No. 16-258. The Parties participated in mediation and filed a joint notice of settlement on April 12, 2017. The Settlement is the product of intensive, arm's-length negotiations between Class Counsel and Defendants' Counsel, with the assistance of an experienced third-party mediator.

6. Why is this case a class action?

In a class action, one or more plaintiffs, called "Named Plaintiffs," sue on behalf of people who have similar claims. In the Bon Secours case, the Named Plaintiffs are Arlene Hodges, Carolyn Miller, and Gary Brown. All of the individuals on whose behalf the Named Plaintiffs in this case are suing are "Class members," and they are also referred to in this Notice as members of the Settlement Class. The Court resolves the issues for all Class members. The Honorable Richard D. Bennett, United States District Judge, is presiding over this case.

7. Why is there a Settlement?

Under the proposed Settlement, the Court will not decide the merits of the case in favor of either the Plaintiffs or the Defendants. By agreeing to a Settlement, both the Plaintiffs and the Defendants avoid the costs, risks, and delays of litigating the Action.

This Settlement is the product of extensive arm's-length negotiations between Plaintiffs' Counsel and the Defendants' Counsel, including utilizing the services of an experienced mediator. Plaintiffs' Counsel believes that the proposed Settlement is fair, reasonable, and adequate, and in the best interest of the Class.

8. How will the Settlement be distributed?

Members of the Settlement Class do not need to do anything with respect to the Settlement in this Action. After the Final Approval Order approving the Settlement becomes Final and non-appealable, Bon Secours will begin making annual $14 million contributions to the Plans, for a total of $98,000,000 in contributions in the aggregate over seven years. Although the members of **Group A** will not receive any cash award or any change in the benefits due them under their Plans, these contributions will benefit members of Group A by improving the funding of their Plans and increasing their retirement security.

Bon Secours will cause checks to be issued to members of **Group B** at the time set forth in Section 3 of this Notice.

For more information about these payments, see Section 3.

9. What rights am I giving up in the Settlement?

If the Settlement is approved, the Court will enter a judgment. Subject to the carve outs described in Section 4 of this Notice, this judgment will fully, finally, and forever release, relinquish, and discharge all actual or potential claims, actions, causes of action, demands, obligations, liabilities, attorneys' fees, expenses, and costs arising out of the allegations of the Second Amended Consolidated Class Action Complaint that were brought or could have been brought as of the date of the Settlement Agreement by any member of the Settlement Class, including any current or prospective challenge to the "Church Plan" status of the Plans. See Section 3 of the Settlement Agreement, available at http://www.cohenmilstein.com/bon-secours-settlement.

10. Can I exclude myself from the Settlement?

You do not have the right to exclude yourself from the Settlement. For settlement purposes, the Class was certified under Federal Rule of Civil Procedure 23(b)(1) and/or 23(b)(2) (non-opt-out class) because the Court determined the requirements of that rule were satisfied. Thus, it is not possible for any of the members of the Settlement Class to exclude themselves from the Settlement. As a member of the Settlement Class, you will be bound by any judgments or orders that are entered in the case for all claims that were or could have been asserted in the case against the Defendants or are otherwise included in the release under the Settlement.

Although members of the Settlement Class cannot opt out of the Settlement, they can object to the Settlement and ask the Court not to approve the Settlement.

THE LAWYERS REPRESENTING YOU

11. Do I have a lawyer in the case?

The law firm of Cohen Milstein Sellers & Toll, PLLC represents the Plaintiffs and the Settlement Class ("Class Counsel"). Other law firms also represented Plaintiffs at stages of the case. You

will not be charged by any lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

12. How will the lawyers be paid?

At the Fairness Hearing, Class Counsel will apply for an award of attorneys' fees, expenses, and incentive awards to the Named Plaintiffs. Such application for attorneys' fees, expenses, and incentive awards will not exceed $3,500,000; this amount will be paid entirely by the Defendants. See Sections 7.1.4 and 7.1.5 of the Settlement Agreement. The attorneys' fees are separate from the $98,000,000 contribution to the Plans for the benefit of **Group A** and the payments to members of **Group B**—the attorneys' fees will not reduce these amounts.

To date, Class Counsel have not received any payment for their services in prosecuting this case on behalf of the Settlement Class, nor have Class Counsel been reimbursed for their out-of-pocket expenses. The fees requested by Class Counsel would compensate all of Plaintiffs' counsel for their efforts in achieving the Settlement for the benefit of the Settlement Class and for their risk in undertaking this representation on a contingency basis. The Court will determine the actual amount of the award.

OBJECTING TO THE SETTLEMENT

13. How do I tell the Court if I don't like the Settlement?

Any member of the Settlement Class who wishes to object to the fairness, reasonableness, or adequacy of the Settlement, to any term of the Settlement Agreement, to the application for payment of attorneys' fees and expenses, or to the application for Incentive Awards for certain Plaintiffs, may file an "Objection" in writing. If you wish to file an Objection, the written Objection and supporting papers must: (1) clearly identify the case name and number "*Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-1079-RDB; (2) be filed with the Court and postmarked and mailed to Class Counsel and Defendants' Counsel at the addresses below on or before twenty-eight (28) days before the Fairness Hearing; (3) set forth your full name, current address, and telephone number; (4) set forth a statement of the position you wish to assert, including the factual and legal grounds for the position; (5) set forth the names and a summary of testimony of any witnesses that you might want to call in connection with the Objection; (6) provide copies of all documents that you wish to submit in support of your position; (7) provide the name(s), address(es) and phone number(s) of any attorney(s) representing you; (8) state the name, court, and docket number of any class action litigation in which you and/or your attorney(s) has previously appeared as an objector or provided legal assistance with respect to an objection; and (9) include your signature.

The addresses for filing Objections with the Court and service on counsel are listed below. **Your written Objection must be filed with the Court, and mailed to the counsel listed below, postmarked (or sent via facsimile) by no later than October 31, 2017:**

File with the Clerk of the Court:

Clerk of the Court
United States District Court
District of Maryland
Baltimore Division
101 West Lombard Street
Baltimore, MD 21201

And, by the same date, serve copies of all such papers by mail and fax to each of the following:

CLASS COUNSEL:

Jamie Bowers
COHEN MILSTEIN SELLERS
& TOLL PLLC
1100 New York Avenue, N.W.
Suite 500
Washington, D.C. 20005
Fax: (202) 408-4699

DEFENDANTS' COUNSEL:

Lars Golumbic
GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Fax: (202) 639-4503

UNLESS OTHERWISE ORDERED BY THE COURT, ANY MEMBER OF THE SETTLEMENT CLASS WHO DOES NOT OBJECT IN THE MANNER DESCRIBED HEREIN WILL BE DEEMED TO HAVE WAIVED ANY OBJECTION AND SHALL BE FOREVER FORECLOSED FROM MAKING ANY OBJECTION TO THE PROPOSED SETTLEMENT AND THE APPLICATION FOR ATTORNEYS' FEES AND EXPENSES AND INCENTIVE AWARDS TO THE NAMED PLAINTIFFS.

THE COURT'S FAIRNESS HEARING

14. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Fairness Hearing at 4:00 p.m. on November 28, 2017, at the United States District Court for the United States District Court, District of Maryland, Baltimore Division, 101 West Lombard Street, Baltimore, MD 21201.

IF YOU DO NOT WISH TO OBJECT TO THE PROPOSED SETTLEMENT OR THE APPLICATION FOR ATTORNEYS' FEES AND EXPENSES AND INCENTIVE AWARDS TO THE PLAINTIFFS, YOU DO NOT NEED TO ATTEND THE FAIRNESS HEARING.

At the hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. After the Fairness Hearing, the Court will decide whether to approve the Settlement. The Court will also rule on the motions for attorneys' fees and expenses and incentive awards to the Named Plaintiffs. We do not know how long these decisions will take.

15. Do I have to come to the hearing?

No. Class Counsel will answer any questions Judge Bennett may have. You are welcome to come at your own expense. If you send an Objection, you do not have to come to Court to talk about it. As long as you mailed your written Objection on time, it will be before the Court when the Court considers whether to approve the Settlement as fair, reasonable, and adequate. At your own expense, you may also have your own lawyer attend the Fairness Hearing, but such attendance is not necessary.

16. May I speak at the hearing?

If you are a member of the Settlement Class and you have filed a timely Objection, you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter or other paper called a "Notice of Intention to Appear at Fairness Hearing in '*Hodges v. Bon Secours Health System, Inc.*, Case No. 1:16-cv-1079-RDB.'" Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be served on the attorneys listed above, postmarked and sent via facsimile no later than November 5, 2017, and must be filed with the Clerk of the Court, postmarked no later than November 5,2017.

The Fairness Hearing may be delayed by the Court without further notice to the Class. If you wish to attend the Fairness Hearing, you should confirm the date and time with a member of Class Counsel.

IF YOU DO NOTHING

17. What happens if I do nothing at all?

If you do nothing and you are a Class member, you will participate in the Settlement as described above in this Notice if the Settlement is approved.

GETTING MORE INFORMATION

18. How do I get more information?

This Notice summarizes the proposed Settlement. Full details of the Settlement are set forth in the Settlement Agreement. You may obtain a copy of the Settlement Agreement by making a written request to a member of Class Counsel listed above under item 13. Copies of the Settlement Agreement, as well as the Preliminary Motion seeking preliminary approval of the Settlement Agreement, and the Preliminary Approval Order, may also be viewed at http://www.cohenmilstein.com/bon-secours-settlement.

DATED: September 8, 2017

By Order of the Court
Hon. Richard D. Bennett
United State District Judge

Hodges et al. v. Bon Secours Health System, Inc., et al., 1:16-cv-01079-RDB
Draft Letter to Group B Class Members: Former Participants in the Hampton Roads Plan Who Were Credited with More than Three, but Fewer than Five, Years of Vesting Service under the Plan's Terms

Dear Class Member:

You are receiving this letter, along with the Notice of Proposed Settlement of ERISA Class Action Litigation, Settlement Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement (hereinafter, "Notice"), because the records from your former employer indicate that **you qualify as a Class Member in Group B** of the proposed Settlement Class. As a member of Group B, you are not entitled to the benefits of Group A.

Group B consists of 530 former participants in the Retirement Plan of Bon Secours Hampton Roads ("Hampton Roads Plan") who terminated employment after January 1, 2008 with more than three but fewer than five years of "vesting service" credit and had a positive account balance on January 1, 2016. The Hampton Roads Plan has a cash balance formula which requires that a participant have five years of "vesting service" in order to be 100% vested in their benefits. Under ERISA, cash balance benefits must be 100% vested after three years of vesting service (one year of vesting service is 1,000 hours within a given calendar year). People in Group B left employment at Bon Secours Health System, Inc. after more than 3 years of vesting service, but fewer than 5 years of vesting service, and thus were not fully vested in their cash balance benefit according to the terms of the Hampton Roads Plan.

As consideration for Plaintiffs releasing their claim that the vesting schedule was improper, Defendants will pay $300,000 in total to the members of Group B. Plaintiffs and Defendants compromised on $300,000 to release the claim due to the difficulty in litigating this claim. The $300,000 will be distributed among the members in Group B on a proportional basis, depending on the amount accrued in each individual's cash balance account as of January 1, 2016. The payment that each Group B class member will receive under the Settlement therefore will vary from person to person. For the dollar amount of the award, you can call Lindsey Stiles at the following number: (202) 861-6602. This payment will be made after the Court issues its Final Approval Order in the case. For more details about Group B, see Section 3 of the Notice, as well as Section 7.1.2 of the Settlement Agreement, available at http://www.cohenmilstein.com/bon-secours-settlement.

Questions Regarding Group B Should Be Directed to the Claims Administrator

If you believe that you are not a member of Group B, you can call the Bon Secours Health System, Inc. Human Resources Operations Center at (804) 887-7600 or (855) 336-7600 (toll free). The Human Resources Operations Center can answer any questions you have regarding which Group you belong to. For the dollar amount of the award, you can call Lindsey Stiles at the following number: (202) 861-6602. If you have any questions regarding the Settlement Agreement, please contact Class Counsel at 202-408-4600 or 1-888-347-4600 (ask for Jamie Bowers). Do not contact the court regarding the Settlement, as court personnel cannot answer your questions.