

Exhibit 3L

**DECLARATION OF BERNARD M. GROSS IN SUPPORT OF MOTION FOR AN
AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT
OF LITIGATION EXPENSES FILED ON BEHALF OF
LAW OFFICES BERNARD M. GROSS, P.C.**

I, Bernard M. Gross, declare as follows:

1. I am a partner in the law firm of Law Offices Bernard M. Gross, P.C. I submit this Declaration in support of our firm's application for an award of attorneys' fees in connection with services rendered in the Action, as well as for reimbursement of expenses incurred in connection with the Action. I have personal knowledge of the matters set forth in this Declaration and, if called upon, I could and would testify competently thereto.

2. My firm was retained by Dr. Kanter, a long-time client of the Firm. We investigated and research this matter, drafted, revised and filed the initial complaint, issued a press release pursuant to the PSLRA and responded to calls from Merck shareholders, attended the hearing on the lead plaintiff motion, communicated with co-counsel on the case on various subjects including the lead plaintiff motion, the mdl motion and the location of the litigation, the opposition to the motion to dismiss, and the numerous court rulings in this case. At the direction of lead counsel, we worked on a section of the opposition to the motion to dismiss, drafted and edited discovery requests directed to our client after discussions with Dr. Kanter and her broker, and prepared and attended Dr. Kanter's deposition. Also, at the direction of counsel, attorneys from my Firm participated in the document review, preparing summaries and meeting with co-counsel reviewing the documents to discuss the case.

3. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by attorneys and professional support staff employees of my firm who were involved in this Action, and the lodestar calculation for those individuals based on my firm's 2016 billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based

upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm.

4. Time expended on the Action after February 15, 2016, has not been included in this request. In addition, any time related to the application for fees and reimbursement of expenses been excluded.

5. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

6. The total number of hours reflected in Exhibit 1 from inception through and including February 15, 2016, is 1252.75. The total lodestar reflected in Exhibit 1 for that period is \$559,387.50, consisting of all attorneys' time.

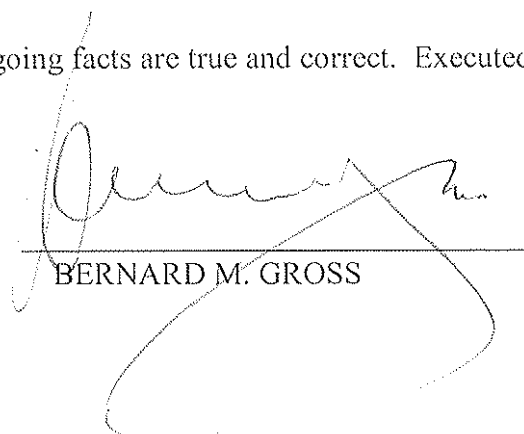
7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in Exhibit 2, my firm is seeking reimbursement for a total of \$2910.70 in expenses incurred in connection with the prosecution of this Action.

9. The expenses incurred in this Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

10. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were involved in this Action.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed
on April 20, 2016.



A handwritten signature in black ink, appearing to read "Bernard M. Gross", is written over a horizontal line. The signature is fluid and cursive, with a large loop at the end that extends below the line.

BERNARD M. GROSS

EXHIBIT 1

EXHIBIT 1

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
 MDL No. 1658 (SRC)
 Civil Action No. 05-1151 (SRC)
 Civil Action No. 05-2367 (SRC)
 [This Document Relates To: The Consolidated Securities Action]

LAW OFFICES BERNARD M. GROSS P.C.
TIME REPORT

Inception through February 15, 2016

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Bernard M. Gross	12.5	\$795.00	\$9937.50
Senior Counsel			
Deborah R. Gross	121.25	\$750.00	\$90937.50
Robert P. Frutkin	20.50	\$750.00	\$15375.00
Associates			
Susan R. Gross	71.00	\$525.00	\$37,275.00
Staff Attorneys			
Nadeen Gopie	1027.50	395.00	\$405,862.50
TOTALS	1252.75		\$559,387.50

EXHIBIT 2

EXHIBIT 2

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
MDL No. 1658 (SRC)
Civil Action No. 05-1151 (SRC)
Civil Action No. 05-2367 (SRC)
[This Document Relates To: The Consolidated Securities Action]

**LAW OFFICES BERNARD M. GROSS P.C.
EXPENSE REPORT**

CATEGORY	AMOUNT
Court Fees	615.00
PSLRA Notice Costs	200.00
On-Line Legal Research	321.53
Telephone/Faxes	65.90
Postage & Express Mail	288.51
Internal Copying	749.00
Out of Town Travel	543.58
Working Meals	127.18
TOTAL EXPENSES:	\$2910.70

EXHIBIT 3

Law Offices Bernard M. Gross, P.C. (the “Firm”), is committed to providing professional, efficient, and attentive legal services. We are nationally recognized lawyers concentrating on helping individuals, classes of individuals, hedge funds or businesses who have been injured as a result of violations of the antitrust laws, securities laws, ERISA laws, or consumer protection laws or another’s negligence and fraud in federal and state courts throughout the country. The Firm has also represented shareholders in their fight for changes in corporate governance.

We value practicing in a small environment where professional and personal interaction, among all, is essential for a team approach to cases. The Firm’s structure allows for a far greater degree of independence, flexibility, and satisfaction than a large firm environment without sacrificing the quality and sophistication of representation necessary to litigate complex civil actions successfully throughout the United States.

Judges throughout the country have recognized contributions of the Firm in class action cases. In approving an \$82.5 million settlement of a securities fraud lawsuit against Aetna, Inc. in the United States District Court for the Eastern District of Pennsylvania, in which the Firm was co-lead counsel, Judge Padova stated:

“Furthermore, class counsel is of high caliber with extensive experience in similar class action litigation . . . consistently submitted documents of superb quality, and were very diligent in preparing filings in a timely manner under tight deadlines This Court has made special note of the efficiency and professionalism of counsel in completing discovery and resolving discovery disputes with little court intervention.”

In re Aetna Inc. Securities Litigation, MDL No. 1219 (E.D.Pa. January 5, 2001).

Similarly, in approving a settlement of \$106 million in the United States District Court for the Eastern District of Pennsylvania, in *In re Automotive Refinishing Paint Antitrust Litigation*, MDL 1426, Judge Surrick commented on Law Offices Bernard M. Gross, P.C., noting:

I want to commend counsel on both sides of this litigation. I think that the representation on both sides of this litigation is as good as I’ve ever seen in my entire professional career. Counsel worked together in this case. They frankly made the job of this Court very easy and I commend all of you for what you’ve done in this litigation.

pp. 18-19 of transcript of August 9, 2007 hearing.

In *Cortese v. Radian*, Civil Action No. 07-3375 (E.D.Pa. January 30, 2008), Judge McLaughlin stated:

“Bernard Gross has been active in securities litigation for 30 years. The Court is familiar with the firm and is confident that it is qualified to serve as liaison counsel.”

The Firm is a strong supporter of the Philadelphia Bar Foundation, Philadelphia Museum of Art, having been a corporate sponsor for many years, the Free Library of Philadelphia, Pennsylvania Academy of Fine Arts, the University of Pennsylvania and Central High School, having assisted in raising moneys to build a new library. The Firm has recently donated three Harley Davidson police motorcycles to the City for the Philadelphia Police Highway Patrol.

Bernard M. Gross is a graduate of Central High School of Philadelphia (B.A. 1952), the University of Pennsylvania Wharton School (B.S. 1956), and the University of Pennsylvania School of Law (L.L.B. 1959). He founded the Law Offices Bernard M. Gross, P.C., over fifty years ago. He is a former Assistant City Solicitor in charge of bonds and contracts for the City of Philadelphia (1961-64). He was a member of the Pennsylvania General Assembly from 1967-70. He is admitted to practice before the United States Supreme Court, United States Court of Appeals for the Third Circuit, the United States District Court for the Eastern District of Pennsylvania and the Supreme Court of Pennsylvania. He recently received an award from the Philadelphia Bar Association for "50 years of distinguished service to the community and to the profession in the finest tradition of the Philadelphia Lawyer."

Bernard M. Gross has been an active member of The American Association for Justice since 1960. In 1990, he received the "Stalwart" award from The Association of Trial Lawyers of America. Mr. Gross was a member of the House of Delegates of the Pennsylvania Bar Association (1988-93). He is a former member of the Board of Governors of the Pennsylvania Association for Justice and currently a member of the Legislative Policy Committee of the Pennsylvania Association for Justice. Mr. Gross was a member of the Board of Governors of the Philadelphia Bar Association, a past President of the Philadelphia Trial Lawyers Association, past Chairman of the Philadelphia Bar Association Committee on Judicial Compensation and former Chairman of its Civil Legislative Committee. He is formerly Chancellor of the Tau Epsilon Rho Law Fraternity Philadelphia Graduate Chapter.

Mr. Gross has lectured on behalf of the Philadelphia Trial Lawyers Association and the Pennsylvania Trial Lawyers Association. He has participated in many complex federal and class actions, including antitrust, consumer fraud and corporate securities litigation.

Deborah R. Gross is a graduate of the University of Pennsylvania Wharton School (B.S. 1982) and Boston University School of Law (J.D. 1985). She is a graduate of Cheltenham High School. She is admitted to practice before the Supreme Court of Pennsylvania, the Supreme Court of Massachusetts, the United States District Courts for the Eastern District of Pennsylvania, for the District of Massachusetts, for the District of Colorado, and for the Central District of Illinois, the United States Court of Appeals for the Second, Third and Tenth Circuits, and the United States Supreme Court.

Since 1998, Ms. Gross has been a lecturer in the Federal Securities Law at the PBI Annual Federal Securities Law Forum. She has also taught various Continuing Legal Education seminars including Oral Advocacy in the Federal Courts, Changes to Rule 23 of the Federal Rules of Civil Procedure, Attorney's Fees in Class Actions and current topics in the securities laws. In 2002, Ms. Gross was a guest panelist at the University Of Chicago Graduate School Of Business, 50th Annual

Management Conference. She spoke on the topic of "Accounting in Crisis - Who Watches the Watchdogs?" In 2003, Ms. Gross also spoke at The Directors' Conference, a three-day intensive program for directors and senior executives to explore the fundamentals of corporate governance and board service offered by the University Of Chicago Graduate School Of Business, Stanford Law School and the Wharton School of the University of Pennsylvania. She discussed the legal issues surrounding audit committee qualifications, responsibility and content. She spoke at the 2006 ABA Section of Business Law Annual Meeting on Controlling Restatement Chaos. Ms. Gross was on the Attorney Advisory Committee to the Pennsylvania Securities Commission in 2006 and 2007. Ms. Gross was a presenter on Rule 23 Class Actions at the 2010 City of Philadelphia Law Department CLE course. In 2011, Ms. Gross spoke at the Sandpipers Partners LLC Securities and Corporate Law Update held at the University of Pennsylvania Law School and is speaking at the Best Practices in Federal Litigation sponsored by the Pennsylvania Bar Institute. In November 2013, she spoke at the RR Donnelly PBI sponsored 18th Annual Business Lawyers Institute on Merger & Acquisition Litigation Involving Pennsylvania Corporations. She also was panel member for Sandpipers Partners LLC E-Discovery Advocacy Institute Conference in New York at the Yale Club.

Ms. Gross was chair of the Federal Courts Committee of the Philadelphia Bar Association and was responsible for organizing the June 1998 Bench Bar Conference of the Philadelphia Bar Association. She was a member of the Third Circuit Judicial Council Bench Bar Relations Committee. She is a member of the Philadelphia Federal Court Historical Society and chaired the annual dinner where Justice Scirica spoke. She was on the Friends Committee for the 29th Annual Conference of the National Association of Women Judges. On July 18, 2013, Ms. Gross was a speaker on behalf of the Philadelphia Bar Association at the United States District Court of the Eastern District of Pennsylvania Law Day Naturalization Ceremony.

Ms. Gross is the Vice Chancellor of the Philadelphia Bar Association and the immediate past President of the Philadelphia Bar Foundation. She has been a trustee of the Foundation since 2004. Debbie co-chaired the Foundation's Andrew Hamilton Benefit in 2006 and 2007. The Foundation's mission is to promote access to justice for all people in the community, particularly those struggling with poverty, abuse and discrimination. The Foundation provides funding to over 30 grantee organizations including. She was responsible for the establishment of the Cy Pres Committee of the Foundation which requests courts to award the residual moneys from class action lawsuits. Ms. Gross is also a board member of VIP and PILCOP.

Ms. Gross is involved in many other nonprofit and educational organizations including Temple Adath Israel where she was a member of the Executive Committee and is currently co-chairing its Hineni Capital Campaign. Previously, she was Vice President of Education, responsible for education at the preschool and religious school. She has also been head of the education committees of the religious school and preschool as well as a member of the Board of Directors. Her children attended the William Penn Charter School where she was a class parent. She has also organized a program to bring the third and eighth grade students from William Penn Charter to the federal courthouse to observe a naturalization ceremony. She co-chaired and raised moneys for the University of Pennsylvania Class of 1982 25th year reunion which had a record number of attendees and raised a record number of donations. She has supported numerous charitable organizations including Hazon, Jaffa Institute. She participated in the first Three Day

Walk in Philadelphia to raise moneys for breast cancer.

Robert P. Frutkin is a 1971 graduate of the University of Rochester and a 1975 *cum laude* graduate of the Temple University School of Law, where he was a member of the Staff of the Temple Law Quarterly. Mr. Frutkin is admitted to practice before the Supreme Court of Pennsylvania, the United States Court of Appeals for the Third, Fourth, Seventh, Eighth, Ninth and Eleventh Circuits, and the United States District Court for the Eastern District of Pennsylvania. Prior to this becoming Of Counsel to the Firm, Mr. Frutkin formed his own firm of Savett Frutkin Podell & Ryan. Prior to the formation of his firm on October 1, 1991, Mr. Frutkin had been a shareholder of Berger & Montague, P.C., in Philadelphia. Mr. Frutkin worked in the Peace Corps.

In *In re U.S. Bioscience Securities Litigation*, 92-CV-678 (E.D. Pa.) (April 14, 1994 Hearing Transcript at pp. 38-39), the Court commented favorably on Mr. Frutkin's performance as co-lead counsel:

Since I've been down here, the quality of lawyering on both sides, but I'm going to stress now on the plaintiffs' side, simply has not been exceeded in any case and we've had some marvelous counsel appear before us and make superb arguments, but they really don't come any better than...Mr. Frutkin, and the argument we had on the Motion to Dismiss, for example, Motions to Dismiss, both sides were fabulous, but plaintiffs' counsel were as good as they come.

Mr. Frutkin successfully argued before the 7th Circuit Court of Appeals the landmark decision in *In re Abbott Laboratories Deriv. Litig.*, 325 F.3d 795 (7th Cir. 2003), as well as before Delaware Chancery Court, the landmark decision in *In re Netsmart Technologies Inc. Shs. Litig.*, where the Court faulted Netsmart for excluding strategic buyers from its sales process and ordered the company to delay a vote on a proposed acquisition.

Susan R. Gross is a graduate of Hofstra University in Hempstead, New York (B.A. 1985) and Suffolk University School of Law (J.D. 1989). She graduated from Cheltenham High School. She is admitted to practice before the Supreme Court of Pennsylvania, the Supreme Court of Florida, the United States District Court for the Eastern District of Pennsylvania and the United States Court of Appeals for the Third Circuit. She is a member of the Philadelphia Bar Association and Pennsylvania Association for Justice. Ms. Gross also sits as an arbitrator for the Court of Common Pleas, Philadelphia County, First Judicial District.

Besides her involvement in the law and legal community, Ms. Gross is active at the William Penn Charter School in East Falls, Pennsylvania as a class parent. She was formerly Co-Chair of the Temple Adath Israel Parent Teacher Association for three years. Ms. Gross is also an active supporter of the Cystic Fibrosis Foundation, Angelman Syndrome Foundation, Susan B. Komen Breast Cancer Foundation and the Career Wardrobe, a non-profit organization that provides free professional clothing and educational opportunities to women in the Philadelphia region. She is also a volunteer for the Pennsylvania SeniorLAW HelpLine.

She concentrates her practice in securities fraud litigation. Ms. Gross serves in the Firm's lead plaintiff department which involves working with clients, litigation strategy and lead plaintiff issues, as well as in the shareholder relations department.

Nadeen Gopic received her B.A. in 1995 from Binghamton University, State University of New York and her J.D. in 1998 from Temple University School of Law. She is admitted to the State bars in New York and New Jersey. She is admitted to practice before the Southern and Eastern District of New York.

SETTLEMENTS IN WHICH THE FIRM HAS BEEN INVOLVED AS LEAD, COLEAD OR LOCAL COUNSEL

SECURITIES FRAUD CLASS ACTION LAWSUITS

ADVANTA (2:09cv04730-CMR)(E.D. Pa.) The Firm was local counsel, representing investors who purchased or otherwise acquired the Class A and/or Class B common stock of Advanta Corp. between November 27, 2007 and May 11, 2009, inclusive. The complaint alleged that Advanta and certain of its officers and/or directors issued materially false and misleading statements regarding the Company's business and financial results during the class period in violations of the Securities Exchange Act of 1934 (the "1934 Act"). A settlement was achieved on behalf of the class for \$13.25 million.

AETNA (E.D. Pa.) – The Firm was co-lead counsel, representing investors in Aetna Inc. stock that purchased the company's common stock between May 6, 1997 through September 29, 1997. The complaint alleged that defendants, through a series of accounting and actuarial manipulation, called Aetna to falsify its publicly filed financial statement by reporting materially understated medical expenses and artificially inflated operating earnings. A settlement was achieved on behalf of the class for \$82.5 million.

ALLEGHENY ENERGY (D. Md.) – The Firm was co-lead counsel on behalf of a class of purchasers of Allegheny Energy Securities between April 23, 2001 and October 8, 2002. The action alleged that defendants concealed a chronic and systematic breakdown of the company's internal accounting controls at Global Energy Markets, the company's newly acquired energy trading subsidiary. A settlement was achieved for \$15.05 million.

AMF BOWLING (S.D.N.Y.) - The Firm was co-lead counsel on behalf of purchasers of AMF common stock in the Initial Public Offering on November 19, 1997 through and including February 26, 1999. Plaintiffs alleged that the Registration Statement and Prospectus failed to disclose the serious risks posed by the continuing decline in lead participation at AMF Bowling Centers and the risk that AMF reported financial results were not false and misleading. During the course of the litigation, the company filed for bankruptcy protection. The matter settled for \$20 million comprised of two settlements, \$12 million from the Investment Bank Defendants and \$8 million from the Individual Defendants.

PARKSIDE CAPITAL LLC v. CONSTAR INTERNATIONAL, INC. et al., (2:03cv05020-EL)(E.D. Pa.). The Firm was local counsel, representing investors who purchased Constar common stock shares pursuant or traceable to Constar's November 14, 2002 initial public offering. The Complaint alleges that Constar, certain of its officers and directors, the co-lead underwriters of the IPO, and Constar's former parent company, Crown Holdings, Inc., formerly known as Crown Cork & Seal Company, Inc. violated of Sections 11 and 15 of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77k and 77o. The case settled for \$23.5 million.

COREL CORPORATION (E.D. Pa.) – The Firm was co-lead counsel on behalf of purchasers of Corel common stock between December 7, 1999 and March 20, 2000. Plaintiffs alleged that defendants did not disclose the truth about the company's business prospects and earnings. A settlement was achieved for \$7 million.

HUNTSMAN (E.D. Pa.) – The Firm was lead counsel on behalf of all persons or entities who purchased the common stock or call options or sold put options, of Huntsman between May 14, 2008 and June 18, 200. The case concerned defendants' false and misleading statements and omissions of material facts concerning the proposed merger between Hexion and Huntsman ("the Proposed Merger") pursuant a merger agreement, signed on July 12, 2007, between Hexion, as the buyer, and Huntsman, as the seller, in which Hexion would purchase all of the common stock of Huntsman for \$28 per share, in cash ("the Merger Agreement"). A settlement was achieved for \$18 million.

LEHMAN BROTHERS (S.D.N.Y.) - The Firm served on the executive committee on behalf of a group of institutional investors. The action arose from misstatements and omissions regarding, among other things, Lehman's financial condition and its use of undisclosed "Repo 105" transactions to artificially reduce its reported net leverage ratio in the period leading up to Lehman's unprecedented bankruptcy filing on September 15, 2008, the largest bankruptcy filing in the U.S. history. On May 4, 2012, Judge Lewis Kaplan granted final approval of a \$426.2 million settlement with the over 40 offering underwriters, representing 13% of the \$3.3 billion in Lehman

securities that these defendants underwrote. On May 24, 2012, Judge Kaplan approved an additional \$90 million settlement with certain of Lehman's former officers and directors, amounting to the vast majority of the remaining D&O insurance proceeds. In 2013, Judge Kaplan approved a settlement against the accountants, Ernst & Young. This concluded the over 5 year litigation against Lehman Brothers.

MOTOROLA (N.D. Ill.) – The Firm was co-lead counsel on behalf of purchasers of the common stock of Motorola from November 4, 1994 to February 17, 1995 and achieved a \$25 million settlement of these claims. The case concerned allegations that defendants knew but did not disclose the material information concerning excess inventory of Motorola cell phones held by Motorola's domestic customers.

NEXTWAVE WIRELESS (S.D. Cal.) - The Firm was co-lead counsel on behalf of all persons who purchased the common stock between November 14, 2006 and August 7, 2008. The case concerned allegations that defendants did not disclose material information concerning the Company's liquidity and future viability as well as its ability to launch its new WiMAX semi-conductor products. A settlement was achieved for \$1.4 million.

RAVISENT TECHNOLOGIES INC. (E.D. Pa.) – The Firm was co-lead counsel on behalf of purchasers of Ravisent stock between July 15, 1999 and April 27, 2000 and achieved a settlement of \$7 million in cash. Plaintiffs alleged that Ravisent failed to disclose that the company was recognizing revenue from software licensing agreements in violation of its own internal accounting procedures. As a result of the improper revenue recognition, plaintiffs alleged that the company's financial statements contained material overstatements of revenue.

ULTA SALON, COSMETICS & FRAGRANCE, INC. (N. D. Ill.) The Firm was co-lead on behalf of purchasers the common stock between October 25, 2007 and December 10, 2007. Plaintiffs alleged that defendants made misstatements and omissions in the registration statement and prospectus for ULTA's initial public offering of its common stock on October 25, 2007 (the "IPO") concerning: (i) ULTA's selling, general and administrative expenses in the Third Quarter of 2007, and (ii) the levels of ULTA's merchandise inventories in the Third Quarter of 2007. A settlement was achieved for \$3,750,000.

UNIVERSAL ACCESS INC. (E.D. Tx.) – The Firm was co-lead counsel on behalf of purchasers of Universal Access common stock from May 10, 2001 through March 22, 2002. Plaintiffs alleged that defendants made misrepresentations about Universal Access' financial statements. A settlement was achieved for \$11 million.

VERISIGN INC. (N.D. Cal.) – The Firm represented investors in Verisign Inc. who purchased their stock between January 25, 2001 and April 25, 2002. The court approved a settlement for a total consideration of \$78 million. Plaintiffs alleged that defendants made false and misleading statements about the company's business and financial results.

Exhibit 3M

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

**IN RE MERCK & CO., INC.
SECURITIES, DERIVATIVE & “ERISA”
LITIGATION**

MDL NO 1658 (SRC)
Civil Action No. 05-1151 (SRC) (CLW)
Civil Action No. 05-2367 (SRC) (CLW)

**THIS DOCUMENT RELATES TO:
THE SECURITIES CLASS ACTION**

**DECLARATION OF DANIEL W. KRASNER ON BEHALF
OF WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP
IN SUPPORT OF APPLICATION FOR AN AWARD OF
ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES**

I, DANIEL W. KRASNER, declare as follows:

1. I am a member of the firm Wolf Haldenstein Adler Freeman & Herz LLP (the “Firm”), one of the counsel for plaintiffs in the above-captioned action (the “Action”). I submit this Declaration in support of my firm’s application for an award of attorneys’ fees in connection with services rendered in the Action, as well as for reimbursement of expenses incurred in connection with the Action. I have personal knowledge of the matters set forth in this Declaration and if called upon I could and would testify competently thereto.

2. On October 1, 2004, my Firm brought, on behalf of Loren Arnoff, a class action complaint under the federal securities laws against Merck & Co., Inc. and certain of its current and former officers and directors in the United States District Court for the District of New Jersey. We understand that the *Arnoff* complaint was the first to be filed subsequent to the announcement by Merck concerning the worldwide withdrawal of its Vioxx[®] drug from the

market, which resulted in a sharp decline in the price of Merck shares and galvanized us to research a possible claim on behalf of purchasers of Merck shares.

3. In early November 2004, Merck filed a motion for Coordinated Pre-Trial Proceedings with the Judicial Panel on Multidistrict Litigation (“JPMDL”), seeking an order transferring all related lawsuits brought by Merck shareholders to the United States District Court for the Eastern District of Louisiana. By stipulation with defendants dated November 17, 2004, my Firm agreed to stay the *Arnoff* Complaint pending a decision by the JPMDL on Merck’s transfer motion.

4. In late November 2004, pursuant to an agreement with counsel who had been appointed as plaintiffs’ co-lead counsel in related actions previously filed against Merck in the Eastern District of Louisiana, my Firm withdrew the *Arnoff* action from the District of New Jersey and refiled it in the Eastern District of Louisiana. My Firm thereafter supported co-lead counsel’s efforts to have all related cases transferred by the JPMDL to the Eastern District of Louisiana.

5. By Order dated February 23, 2005, the JPMDL transferred the Action to the District of New Jersey. Thereafter, my Firm undertook several tasks under the direction of co-lead counsel, including:

- In 2005, my Firm conducted extensive research and drafting in connection with the first complaint filed after it was transferred by the JPMDL (the Fourth Consolidated Amended Complaint).

- In 2005 and 2006, my Firm conducted extensive research and drafting in connection with plaintiffs’ opposition to defendants’ motion to dismiss the Fourth Consolidated Amended Complaint. Plaintiffs’ opposition was filed in March 2006. The District Court

dismissed the Fourth Amended Consolidated Complaint, solely on statute of limitations grounds, but that dismissal was subsequently reversed by the Third Circuit with the reversal affirmed by the United States Supreme Court. The work that my Firm contributed to the initial opposition to defendants' motion to dismiss remained relevant to plaintiffs' later successful opposition to defendants' renewed motion to dismiss on non-statute of limitations grounds.

- In late 2005, my Firm conducted extensive research and drafted memoranda concerning motions to dismiss brought by Merck's Directors' and Officers' liability insurer.

6. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by attorneys and professional support staff employees of my Firm who were involved in this Action, and the lodestar calculation for those individuals based on my Firm's 2016 billing rates. For personnel who are no longer employed by my Firm, the lodestar calculation is based upon the billing rates for such personnel at their last hourly rate while still at my Firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my Firm.

7. Time expended on the Action after February 15, 2016, has not been included in this request. In addition, any time related to the application for fees and reimbursement of expenses been excluded.

8. The hourly rates for the attorneys and professional support staff in my Firm included in Exhibit 1 are the same as the regular rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

9. As reflected in Exhibit 1, in total my Firm spent 786.20 attorney and paralegal hours in the prosecution of this Action. My Firm's total lodestar for those hours at current hourly rates (except where the employee is no longer with the Firm, in which case the rate is

frozen at their last hourly rate while at the Firm) is \$445,729.00, consisting of \$415,934.50 in attorney time and \$29,794.50 in paralegal time.

10. My Firm's lodestar figures are based upon the Firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my Firm's billing rates.

11. As detailed in Exhibit 2, my Firm is also seeking reimbursement of a total of \$19,572.26 in expenses incurred in connection with the prosecution of this Action.

12. The expenses incurred in this Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

13. With respect to the standing of my Firm, attached hereto as Exhibit 3 is a biography which describes the Firm's extensive class action and securities law experience and the attorneys who were involved in this Action.

I declare under penalty of perjury that the foregoing facts are true and correct. Executed on April 21, 2016.

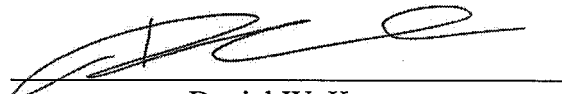

Daniel W. Krasner

EXHIBIT 1

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation

MDL No. 1658 (SRC)

Civil Action No. 05-1151 (SRC)

Civil Action No. 05-2367 (SRC)

[This Document Relates To: The Consolidated Securities Action]

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP

TIME REPORT

Inception through February 15, 2016

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Daniel W. Krasner	24.80	\$935.00	\$23,188.00
Fred T. Isquith	17.70	\$885.00	\$15,664.50
Jeffrey G. Smith	14.90	\$865.00	\$12,888.50
Gregory M. Nespole	120.20	\$850.00	\$102,170.00
Michael Jaffe	114.50	\$820.00	\$93,890.00
Betsy C. Manifold	3.50	\$770.00	\$2,695.00
Stacey Kelly Breen*	41.80	\$585.00	\$24,453.00
Of Counsel			
Kate M. McGuire	42.40	\$535.00	\$22,684.00
Associates			
Francis A. Bottini, Jr.*	1.70	\$495.00	\$841.50
David L. Wales*	7.50	\$640.00	\$4,800.00
Paulette Fox*	262.00	\$430.00	\$112,660.00
Paralegals			
Joseph Weiss	40.40	\$305.00	\$12,322.00
Ashley E. Kelly*	58.70	\$175.00	\$10,272.50
Gabriel A. Pell*	8.50	\$160.00	\$1,360.00
Dana N. Holton*	14.00	\$150.00	\$2,100.00
Derek M. Behnke*	13.60	\$275.00	\$3,740.00
TOTALS	786.20		\$445,729.00

**This timekeeper is no longer employed at the Firm. At the request of co-lead-counsel, the hourly rate indicated is the last billing rate used for this timekeeper while employed at the Firm.*

EXHIBIT 2

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
MDL No. 1658 (SRC)
Civil Action No. 05-1151 (SRC)
Civil Action No. 05-2367 (SRC)
[This Document Relates To: The Consolidated Securities Action]

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP

EXPENSE REPORT

CATEGORY	AMOUNT
Court Fees	\$150.00
PSLRA Notice Costs	\$480.00
On-Line Legal Research	\$13,860.71
On-Line Factual Research	1,753.36
Telephone/Faxes	\$134.46
Postage & Express Mail	\$287.17
Hand Delivery Charges	9.75
Internal Copying	\$478.75
Out of Town/Local Travel	\$191.62
Working Meals	\$364.02
Specialized & Local Counsel	\$373.04
Secretarial Overtime	\$1,489.38
TOTAL EXPENSES:	\$19,572.26

EXHIBIT 3



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FIRM RESUME

Founded in 1888, Wolf Haldenstein Adler Freeman & Herz LLP is a full service law firm specializing in complex litigation in federal and state courts nationwide. The firm's practice includes litigation, both hourly and contingent, in securities, antitrust, wage & hour, consumer fraud, false marketing, ERISA, and general and commercial matters, general representation in REIT & partnership, whistleblower, false claim, trust & estate, corporate investigation, and white collar matters, and FINRA arbitration. The Firm has a particular specialty in complex class action and other representative litigation – including investor, shareholder, antitrust, ERISA, consumer, employee, and biotechnology matters – under both federal and state law.

Wolf Haldenstein's total practice approach distinguishes it from other firms. Our longstanding tradition of a close attorney/client relationship ensures that each one of our clients receives prompt, individual attention and does not become lost in an institutional bureaucracy. Our team approach is at the very heart of Wolf Haldenstein's practice. All of our lawyers are readily available to all of our clients and to each other. The result of this approach is that we provide our clients with an efficient legal team having the broad perspective, expertise and experience required for any matter at hand. We are thus able to provide our clients with cost effective and thorough counsel focused on our clients' overall goals.

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THE FIRM

Wolf Haldenstein has been recognized by state and federal courts throughout the country as being highly experienced in complex litigation, particularly with respect to securities, consumer, ERISA, FLSA and state overtime and expense deductions, and antitrust class actions and shareholder rights litigation.

Among its colleagues in the plaintiffs' bar, as well as among its adversaries in the defense bar, Wolf Haldenstein is known for the high ability of its attorneys, and the exceptionally high quality of its written and oral advocacy.

The nature of the Firm's activities in both individual and representative litigation is extremely broad. In addition to a large case load of securities fraud and other investor class actions, Wolf Haldenstein has represented classes of corn and rice farmers in connection with the devaluation of their crops; contact lens purchasers for contact lens manufacturers' violations of the antitrust laws; merchants compelled to accept certain types of debit cards; insurance policyholders for insurance companies' deceptive sales practices; victims of unlawful strip searches under the civil rights laws; and various cases involving violations of Internet users' on-line privacy rights.

The Firm's experience in class action securities litigation, in particular public shareholder rights under state law and securities fraud claims arising under the federal securities laws and regulations is particularly extensive. The Firm was one of the lead or other primary counsel in securities class action cases that have recouped billions of dollars on behalf of investor classes, in stockholder rights class actions that have resulted in billions of dollars in increased merger consideration to shareholder classes, and in derivative litigation that has recovered billions of dollars for corporations.

Its pioneering efforts in difficult or unusual areas of securities or investor protection laws include: groundbreaking claims that have been successfully brought under the Investment Company Act of 1940 regarding fiduciary responsibilities of investment companies and their advisors toward their shareholders; claims under ERISA involving fiduciary duties of ERISA trustees who are also insiders in possession of adverse information regarding their fund's primary stockholdings; the fiduciary duties of the directors of Delaware corporations in connection with change of control transactions; the early application of the fraud-on-the-market theory to claims against public accounting firms in connection with their audits of publicly traded corporations; and

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the application of federal securities class certification standards to state law claims often thought to be beyond the reach of class action treatment.

JUDICIAL COMMENDATIONS

Wolf Haldenstein has repeatedly received favorable judicial recognition. The following representative judicial comments over the past decade indicate the high regard in which the Firm is held:

- *In re Empire State Realty Trust, Inc. Investor Litig.*, No. 650607/2012 (Sup. Ct. N.Y. Co.) – On May 2, 2013, Justice O. Peter Sherwood praised the Firm in its role as chair of the committee of co-lead counsel as follows: "It is apparent to me, having presided over this case, that class counsel has performed in an excellent manner, and you have represented your clients quite well. You should be complimented for that." In awarding attorneys' fees, the Court stated that the fee was "intended to reward class counsel handsomely for the very good result achieved for the Class, assumption of the high risk of Plaintiffs prevailing and the efficiency of effort that resulted in the settlement of the case at an early stage without protracted motion practice." May 17, 2013 slip. op. at 5 (citations omitted).
- *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009) – On April 9, 2013, Justice Richard B. Lowe III praised the Firm's efforts as follows: "[W]hen you have challenging cases, the one thing you like to ask for is that the legal representation on both sides rise to that level. Because when you have lawyers who are professionals, who are confident, who are experienced, each of you know that each side has a job to do [. . .] I want to tell you that I am very satisfied with your performance and with your, quite frankly, tenacity on both sides. And it took six years, but look at the history of the litigation. There were two appeals all of the way to the Court of Appeals [. . .] And then look at the results. I mean, there are dissents in the Court of Appeals, so that shows you the complexity of the issues that were presented in this litigation [. . .] [I]t shows you effort that went into this and the professionalism that was exhibited [. . .] So let me just again express my appreciation to both sides."
- *K.J. Egleston L.P. v. Heartland Industrial Partners, et al.*, 2:06-13555 (E.D. Mich.) – where the Firm was Lead Counsel, Judge Rosen, at the June 7, 2010 final approval hearing, praised the Firm for doing "an outstanding job of representing [its] clients," and further commented that "the conduct of all

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counsel in this case and the result they have achieved for all of the parties confirms that they deserve the national recognition they enjoy.”

- *Klein, et al. v. Ryan Beck Holdings, Inc., et al.*, 06-cv-3460 (DAB) (S.D.N.Y. 2010) – where the Firm was Lead Counsel, Judge Deborah A. Batts described the Firm’s successful establishment of a settlement fund as follows: “[a] miracle that there is a settlement fund at all.” Judge Batts continued: “As I said earlier, there is no question that the litigation is complex and of a large and, if you will, *pioneering magnitude* . . .” (Emphasis added).
- *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.) – where the Firm was co-lead counsel, Judge Laughrey said (on October 16, 2008), “[a]ll of the attorneys in this case have done an outstanding job, and I really appreciate the quality of work that we had in our chambers as a result of this case.”
- *In re Dynamic Random Access Memory Antitrust Litigation*, MDL-02-1486 (N.D. Cal.) – where the Firm was co-lead counsel, Judge Hamilton said (on August 15, 2007), “I think I can conclude on the basis with my five years with you all, watching this litigation progress and seeing it wind to a conclusion, that the results are exceptional. The percentages, as you have outlined them, do put this [case] in one of the upper categories of results of this kind of [antitrust] class action. I am aware of the complexity . . . I thought that you all did an exceptionally good job of bringing to me only those matters that really required the Court’s attention. You did an exceptionally good job at organizing and managing the case, assisting me in management of the case. There was excellent coordination between all the various different plaintiffs’ counsel with your group and the other groups that are part of this litigation. . . . So my conclusion is the case was well litigated by both sides, well managed as well by both sides.”
- *In re Comdisco Sec. Litigation*, 01 C 2110 (N.D. Ill. July 14, 2005) – Judge Milton Shadur observed: “It has to be said . . . that the efforts that have been extended [by Wolf Haldenstein] on behalf of the plaintiff class in the face of these obstacles have been exemplary. And in my view [Wolf Haldenstein] reflected the kind of professionalism that the critics of class actions . . . are never willing to recognize. . . . I really cannot speak too highly of the services rendered by class counsel in an extraordinary difficult situation.”

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RECENT NOTEWORTHY RESULTS

Wolf Haldenstein's performance in representative litigation has repeatedly resulted in favorable results for its clients. The Firm has helped recover billions of dollars on behalf of its clients in the cases listed below. Recent examples include the following:

- *In re Genetically Modified Rice Litigation*, MDL 1811 (E.D. Mo.) - Wolf Haldenstein represented U.S. rice farmers in this landmark action against Bayer A.G. and its global affiliates, achieving a global recovery of \$750 million. The case arose from the contamination of the nation's long grain rice crop by Bayer's experimental and unapproved genetically modified Liberty Link rice.
- *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009) - a class action brought on behalf of over 27,500 current and former tenants of New York City's iconic Stuyvesant Town and Peter Cooper Village housing complexes. On April 9, 2013, Justice Richard B. Lowe III of the New York Supreme Court finally approved settlement of the action, which totals over \$173 million, sets aside \$68.75 million in damages, re-regulates the apartments at issue, and sets preferential rents for the units that will save tenants significant monies in the future. The settlement also enables the tenants to retain an estimated \$105 million in rent savings they enjoyed between 2009 and 2012. **The settlement is by many magnitudes the largest tenant settlement in United States history.**
- *In re Empire State Realty Trust, Inc. Investor Litig.*, Index No. 650607/2012 - The firm served as Chair of the Executive Committee of Co-Lead Counsel for the Plaintiffs in a class action settlement finally approved on May 2, 2013 that provides for the establishment of a \$55 million settlement fund for investors, in addition to substantial tax deferral benefits estimated to be in excess of \$100 million.
- *American International Group Consolidated Derivative Litigation*, Civil Action No. 769-VCS (Del. Ch.) The Firm acted as co-lead counsel and the settlement addressed claims alleging that the D&O Defendants breached their fiduciary duties to the Company and otherwise committed wrongdoing to the detriment of AIG in connection with various allegedly fraudulent schemes during the 1999-2005 time period.
- *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, Master File No. 09 MD 2058 (S.D.N.Y.) (firm was

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co-lead counsel in parallel derivative action pending in Delaware (*In Re Bank of America Stockholder Derivative Litigation*, C.A. No. 4307-CS (Del. Ch.)) (increase of settlement cash recovery from \$20 million to \$62.5 million).

- *The Investment Committee of the Manhattan and Bronx Service Transit Operating Authority Pension Plan v. JPMorgan Chase Bank, N.A.*, 1:09-cv-04408-SAS (S.D.N.Y.) (class recovered \$150 million).
- *In re Tremont Sec. Law, State Law and Insurance Litig.*, No. 08-civ-11117 (TPG) (SDNY) (class recovered \$100 million). The firm was court-appointed co-lead counsel in the Insurance Action, 08 Civ. 557, and represented a class of persons who purchased or otherwise acquired Variable Universal Life (“VUL”) insurance policies or Deferred Variable Annuity (“DVA”) policies issued by Tremont International Insurance Limited or Argus International Life Bermuda Limited from May 10, 1994 - December 11, 2008 to the extent the investment accounts of those policies were exposed to the massive Ponzi scheme orchestrated by Bernard L. Madoff through one or more Rye funds.
- *In re Initial Public Offering Securities Litigation*, 21 MC 92 (SAS) (S.D.N.Y.) (class recovered \$586 million). Wolf Haldenstein served as Co-Lead Counsel of one of the largest securities fraud cases in history. Despite the United States Court of Appeals for the Second Circuit’s decision to vacate the district court’s class certification decision, on remand, counsel for plaintiffs were able to press on to a settlement on April 1, 2009, ultimately recovering in excess of a half-billion dollars.

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FIRM PRACTICE AREAS

CLASS ACTION LITIGATION

Wolf Haldenstein is a leader in class and derivative action litigation and is currently or has been the court-appointed lead counsel, co-lead counsel, or executive committee member in some of the largest and most significant class action and derivative action lawsuits in the United States. For example, the class action *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009) was recently described by a sitting member of the U.S. House of Representatives as the greatest legal victory for tenants in her lifetime. In *Roberts*, the Firm obtained a victory in the New York Court of Appeals requiring the reregulation of thousands of apartment units in the Stuyvesant Town complex in Manhattan, New York. Many of the firm's other successful results are summarized within.

PRIVATE ACTIONS FOR INSTITUTIONAL INVESTORS

In addition to its vast class action practice, the Firm also regularly represents institutional clients such as public funds, investment funds, limited partnerships, and qualified institutional buyers in private actions. The Firm has represented institutional clients in non-class federal and state actions concerning a variety of matters, including private placements, disputes with investment advisors, and disputes with corporate management.

The Firm has also acted as special counsel to investors' committees in efforts to assert and advance the investors' interests without resorting to litigation. For example, the Firm served as Counsel to the Courtyard by Marriott Limited Partners Committee for several years in its dealings with Host Marriott Corporation, and as Special Counsel to the Windsor Park Properties 7 and 8 limited partners to insure the fairness of their liquidation transactions.

ANTITRUST LITIGATION

Wolf Haldenstein is a leader in antitrust and competition litigation. The Firm actively seeks to enforce the federal and state antitrust laws to protect and strengthen the rights and claims of businesses, organizations, Taft-Hartley funds, and consumers throughout the United States. To that end, Wolf Haldenstein commences large, often complex, antitrust and trade regulation class actions and other cases that target some of the most powerful and well-funded corporate interests in the world. Many of these interests exert strong influence over enforcement policy that is in the hands of elected officials, so that private enforcement provides the only true assurance that unfair and

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anticompetitive conduct will be duly scrutinized for compliance with the law. These cases frequently bring to light concealed, unlawful behavior such as price fixing, monopolization, market allocation, monopoly leveraging, essential facilities, tying arrangements, vertical restraints, exclusive dealing, and refusals to deal. Wolf Haldenstein's Antitrust Practice Group has successfully prosecuted numerous antitrust cases and aggressively advocates remedies and restitution for businesses and investors wronged by violations of the antitrust laws. For example, in *In re DRAM Antitrust Litigation*, No. 02-cv-1486 (PJH) (N.D. Cal.) the firm successfully prosecuted an antitrust case resulting in a \$315 million recovery. Many of the firm's successful results are summarized within.

Wolf Haldenstein attorneys currently serve as lead counsel, co-lead counsel, or as executive committee members in some of the largest and most significant antitrust class action lawsuits.

BIOTECHNOLOGY AND AGRICULTURAL LITIGATION

Wolf Haldenstein is a leader in biotechnology and agricultural litigation. The firm has represented U.S. row crop farmers and others harmed by crop supply contamination, price fixing of genetically-modified crop seeds, and false claims and representations relating to purportedly "organic" products. The firm has prosecuted actions in these fields against domestic and international biotechnology and crop science companies under the federal and state antitrust laws, consumer protection and deceptive trade practice statutes, and the common law. As a leader in this field, Wolf Haldenstein pioneered approaches now commonly used in these types of cases, including the use of futures-based efficient market analyses to fashion damages models relating to the underlying commodity crops. The firm has served or is currently serving as lead or co-lead counsel in some of the most significant biotechnology and agricultural class actions pending or litigated in the United States. For example, in *In re Genetically Modified Rice Litigation*, MDL 1811 (E.D. Mo.) the firm prosecuted a multidistrict product liability litigation brought on behalf of United States long-grain rice farmers that ultimately settled in July 2011 for \$750 million. Many of the firm's other successful results are summarized within.

OVERTIME AND COMPENSATION CLASS ACTIONS

Wolf Haldenstein is a leader class action litigation on behalf of employees who have not been paid overtime or other compensation they are entitled to receive, or have had improper deductions taken from their compensation. These claims under the federal

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Fair Labor Standards Act and state labor laws allege improper failure to pay overtime and other wages, and improper deductions from compensation for various company expenses. Wolf Haldenstein has served as lead or co-lead counsel, or other similar lead role, in some of the most significant overtime class actions pending in the United States, and has recovered hundreds of millions of dollars in recovered wages for its clients. For example, in *LaVoice v. Citigroup Global Markets, Inc.*, Case No. C 07-801 (CW) (N.D. Cal.) a \$108 million settlement was secured for the class. Many of the firm's other successful wage and hour results are summarized within.

OTHER SUBSTANTIAL RECOVERIES IN CLASS ACTION AND DERIVATIVE CASES IN WHICH WOLF HALDENSTEIN WAS LEAD COUNSEL OR HAD ANOTHER SIGNIFICANT ROLE

- *In re Beacon Associates Litigation*, Master File No. 09 Civ. 0777 (LBS) (S.D.N.Y.) (**\$219 million** settlement in this and related action).
- *Roberts v. Tishman Speyer*, No. 100956/2007 (Sup. Ct. N.Y. Cty.) (**\$173 Million** settlement).
- *In re Mutual Fund Investment Litigation*, MDL No. 1586 (D. Md.) (derivative counsel in consolidated cases against numerous mutual fund companies involved in market timing resulting in class/derivative settlements totaling more than **\$300 million**).
- *Inland Western Securities Litigation*, Case No. 07 C 6174 (N.D. Ill.) (settlement value of shares valued between **\$61.5 million** and **\$90 million**).
- *In re Direxion Shares ETF Trust*, No. 09-Civ-8011 (KBF) (S.D.N.Y.) (class recovered **\$8 million**).
- *In re BankAmerica Corp. Securities Litigation*, MDL Docket No. 1264 (JFN) (E.D. Mo.) (class recovered **\$490 million**).
- *In re Dynamic Random Access Memory Antitrust Litigation*, (MD-02 1486 (N.D. Cal.) (class recovered **\$325 million**).
- *In re MicroStrategy, Inc. Securities Litigation*, Civ. No. 00-473-A (E.D. Va.) (class recovered **\$160 million** in cash and securities).
- *Kurzweil v. Philip Morris Cos.*, 94 Civ. 2373, 94 Civ. 2546 (S.D.N.Y.) (securities fraud) (class recovered **\$116.5 million** in cash).

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- *In re Starlink Corn Products Liability Litigation*, (N.D. Ill.) (class recovered **\$110 million**).
- *In Computer Associates 2002 Class Action Sec. Litigation*, 2:02-CV-1226 (E.D.N.Y.) (**\$130 million** settlement in this and two related actions).
- *In re Sepracor Inc. Securities Litigation*, Civ. No. 02-12338 (MEL) (D. Mass.) (classes recovered **\$52.5 million**).
- *In re Transkaryotic Therapies, Inc., Securities Litigation*, C.A. No. 03-10165-RWZ (D. Mass) (class recovered **\$50 million**).
- *In re Iridium Securities Litigation*, C.A. No. 99-1002 (D.D.C.) (class recovered **\$43 million**).
- *In re J.P. Morgan Chase Securities Litigation*, MDL No. 1783 (N.D. Ill.) (settlement providing for adoption of corporate governance principles relating to potential corporate transactions requiring shareholder approval).
- *LaVoice v. Citigroup Global Markets, Inc.*, Case No. C 07-801 (CW) (N.D. Cal.) (**\$108 million** settlement).
- *Steinberg v. Morgan Stanley & Co., Inc.*, Case No. 06-cv-2628 (BEN) (S.D. Cal.) (**\$50 million** settlement).
- *Poole v. Merrill Lynch, Pierce, Fenner & Smith Inc.*, Case No. CV-06-1657 (D. Or.) (**\$43.5 million** settlement).
- *In re Wachovia Securities, LLC Wage and Hour Litigation*, MDL No. 07-1807 DOC (C.D. Cal.) (**\$39 million** settlement).
- *In re Wachovia Securities, LLC Wage and Hour Litigation (Prudential)*, MDL No. 07-1807 DOC (C.D. Cal.) (**\$11 million** settlement).
- *Basile v. A.G. Edwards, Inc.*, 08-CV-00338-JAH-RBB (S.D. Cal.) (**\$12 million** settlement).
- *Miguel Garcia, et al. v. Lowe's Home Center, Inc. et al.* – Case No. GIC 841120 (Barton) (Cal. Sup. Ct, San Diego) (co-lead, **\$1.65 million** settlement w/ average class member recovery of \$5,500, attorney fees and cost awarded separately).

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- *Neil Weinstein, et al. v. MetLife, Inc., et al.* – Case No. 3:06-cv-04444-SI (N.D.Cal) (co-lead, **\$7.4 million** settlement).
- *Creighton v. Oppenheimer*, Index No. 1:06 - cv - 04607 - BSJ - DCF (S.D.N.Y.) (**\$2.3 million** settlement).
- *Klein v. Ryan Beck*, 06-CV-3460 (DAB)(S.D.N.Y.) (**\$1.3 million** settlement).
- *In re American Pharmaceutical Partners, Inc. Shareholder Litigation*, Consolidated C.A. No. 1823-N (Del. Ch. Ct.) (**\$14.3 million** settlement).
- *Egleston v. Collins and Aikman Corp.*, 06-cv-13555 (E.D. Mich.) (class recovered **\$12 million**).
- *In re Merrill Lynch & Co., Inc. Global Technology Fund Securities Litigation*, 02 CV 7854 (JFK) (SDNY); and *In re Merrill Lynch & Co., Inc. Focus Twenty Fund Securities Litigation*, 02 CV 10221 (JFK) (SDNY) (class recovered **\$39 million** in combined cases).
- *In re CNL Hotels & Resorts, Inc. Securities Litigation*, No. 6:04-cv-1231 (Orl-31) (class recovered **\$35 million**, and lawsuit also instrumental in **\$225 million** benefit to corporation).
- *In re Cablevision Systems Corp. Shareholder Derivative Litigation*, Master File No. 06-CV-4130-DGT-AKT (**\$34.4 million** recovery).
- *In re Monster Worldwide, Inc. Stock Option Derivative Litigation*, Master File No. 06cv4622 (S.D.N.Y.) (**\$32 million** recovery and corporate governance reforms).
- *Berger v. Compaq Computer Corp.*, Docket No. 98-1148 (S.D. Tex.) (class recovered **\$29 million**).
- *In re Arakis Energy Corporation Securities Litigation*, 95 CV 3431 (E.D.N.Y.) (class recovered **\$24 million**).
- *In re E.W. Blanche Holdings, Inc. Securities Litigation*, Civ. No. 01-258 (D. Minn.) (class recovered **\$20 million**).
- *In re Globalstar Securities Litigation*, Case No. 01-CV-1748 (SHS) (S.D.N.Y.) (class recovered **\$20 million**).

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- *In re Luxottica Group S.p.A. Securities Litigation*, No. CV 01-3285 (E.D.N.Y) (class recovered **\$18.25 million**).
- *In re Musicmaker.com Securities Litigation*, CV-00-2018 (C.D. Cal.) (class recovered **\$13.75 million**).
- *In re Comdisco Securities Litigation*, No. 01 C 2110 (MIS) (N.D. Ill.) (class recovered **\$13.75 million**).
- *In re Acclaim Entertainment, Inc., Securities Litigation*, C.A. No. 03-CV-1270 (E.D.N.Y.) (class recovered **\$13.65 million**).
- *In re Concord EFS, Inc. Securities Litigation*, No. 02-2097 (MA) (W.D. Tenn) (class recovered **\$13.25 million**).
- *In re Bausch & Lomb, Inc. Securities Litigation*, 01 Civ. 6190 (CJS) (W.D.N.Y.) (class recovered **\$12.5 million**).
- *In re Allaire Corp. Securities Litigation*, 00-11972 (D. Mass.) (class recovered **\$12 million**).
- *Bamboo Partners LLC v. Robert Mondavi Corp.*, No. 26-27170 (Cal. Sup. Ct.) (class recovered **\$10.8 million**).
- *Curative Health Services Securities Litigation*, 99-2074 (E.D.N.Y.) (class recovered **\$10.5 million**).
- *City Partnership Co. v. Jones Intercable*, 99 WM-1051 (D. Colo.) (class recovered **\$10.5 million**).
- *In re Aquila, Inc.*, (ERISA Litigation), 04-865 (W.D. Mo.) (**\$10.5 million** recovery for the class).
- *In re Tenfold Corporation Securities Litigation*, 2:00-CV-652 (D. Utah) (class recovered **\$5.9 million**).
- *In re Industrial Gas Antitrust Litigation*, 80 C 3479 and related cases (N.D. Ill.) (class recovered **\$50 million**).
- *In re Chor-Alkalai and Caustic Soda Antitrust Litigation*, 86-5428 and related cases (E.D. Pa.) (class recovered **\$55 million**).

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- *In re Infant Formula Antitrust Litigation*, MDL No. 878 (N.D. Fla.) (class recovered **\$126 million**).
- *In re Brand Name Prescription Drugs Antitrust Litigation*, No. 1:94-cv-00897, M.D.L. 997 (N.D. Ill.) (class recovered **\$715 million**).
- *Landon v. Freel*, M.D.L. No. 592 (S.D. Tex.) (class recovered **\$12 million**).
- *Holloway v. Peat, Marwick, Mitchell & Co.*, No. 84 C 814 EU (N.D. Okla.) (class recovered **\$38 million**).
- *In re The Chubb Corp. Drought Insurance Litigation*, C-1-88-644 (S.D. Ohio) (class recovered **\$100 million**).
- *Wong v. Megafoods*, Civ-94-1702 (D. Ariz.) (securities fraud) (class recovered **\$12.25 million**).
- *In re Del Val Financial Corp. Securities Litigation*, 92 Civ 4854 (S.D.N.Y.) (class recovered **\$11.5 million**).
- *In re Home Shopping Network Shareholders Litigation*, Consolidated Civil Action No. 12868, (Del. Ch. 1995) (class recovered **\$13 million**).
- *In re Paine Webber Limited Partnerships Litigation*, 94 Civ 8547 (S.D.N.Y.) (class recovered **\$200 million**).
- *In re Bristol-Meyers Squibb Co. Securities Litigation*, 92 Civ 4007 (S.D.N.Y.) (class recovered **\$19 million**).
- *In re Spectrum Information Technologies Securities Litigation*, CV 93-2245 (E.D.N.Y.) (class recovered **\$13 million**).
- *In re Chase Manhattan Securities Litigation*, 90 Civ. 6092 (LJF) (S.D.N.Y.) (class recovered **\$17.5 million**).
- *Prostic v. Xerox Corp.*, No. B-90-113 (EBB) (D. Conn.) (class recovered **\$9 million**).
- *Steiner v. Hercules*, Civil Action No. 90-442-RRM (D. Del.) (class recovered **\$18 million**).

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- *In re Ambase Securities Litigation*, 90 Civ 2011 (S.D.N.Y.) (class recovered **\$14.6 million**).
- *In re Southmark Securities Litigation*, CA No. 3-89-1402-D (N.D. Tex.) (class recovered **\$70 million**).
- *Steiner v. Ideal Basic Industries, Inc.*, No. 86-M 456 (D. Colo. 1989) (securities fraud) (class recovered **\$18 million**).
- *Tucson Electric Power Derivative Litigation*, 2:89 Civ. 01274 TUC. ACM (corporation recovered **\$30 million**).
- *Alleco Stockholders Litigation*, (Md. Cir. Ct. Pr. Georges County) (class recovered **\$16 million**).
- *In re Revlon Group, Inc. Shareholders Litigation*, No. 8362 (Del. Ch.) (class recovered **\$30 million**).
- *In re Taft Broadcasting Company Shareholders Litigation*, No. 8897 (Del. Ch.) (class recovered **\$20 million**).
- *In re Southland Corp. Securities Litigation*, No. 87-8834-K (N.D.Tex.) (class recovered **\$20 million**).
- *In re Crocker Bank Securities Litigation*, CA No. 7405 (Del. Ch.) (class recovered **\$30 million**).
- *In re Warner Communications Securities Litigation*, No. 82 Civ. 8288 (JFK) (S.D.N.Y.) (class recovered **\$17.5 million**).
- *Joseph v. Shell Oil*, CA No. 7450 (Del. Ch.) (securities fraud) (class recovered **\$200 million**).
- *In re Flight Transportation Corp. Securities Litigation*, Master Docket No. 4-82-874, MDL No. 517 (D. Minn.) (recovery of over **\$50 million**).
- *In re Whittaker Corporation Securities Litigation*, CA000817 (Cal. Super. Ct., Los Angeles County) (class recovered **\$18 million**).
- *Naevus International, Inc. v. AT&T Corp.*, C.A. No. 602191/99 (N.Y. Sup. Ct.) (consumer fraud) (class recovered **\$40 million**).

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- *Sewell v. Sprint PCS Limited Partnership*, C.A. No. 97-188027/CC 3879 (Cir. Ct. for Baltimore City) (consumer fraud) (class recovered **\$45.2 million**).
- *In re Vytarin/Zetia Marketing, Sales Practices and Products Liability Litigation*, 2:08-cv-285 (D.N.J.) (class recovered **\$41.5 million**).
- *Egleston v. Verizon*, No. 104784/2011 (N.Y. Sup. Ct.) – Wolf Haldenstein represented a class of New York Verizon Centrex customers in an action against Verizon stemming from overbilling of certain charges. The Firm secured a settlement with a total value to the Class of over **\$5 million**, which provided, among other things, each class member with full refunds of certain disputed charges, plus interest.
- *Zelouf Int'l Corp. v. Nahal Zelouf*, Index No. 653652/2014 (Sup. Ct. N.Y. Co. 2015). In an important trial decision following an appraisal proceeding triggered by the freeze-out merger of a closely-held corporation, which also included shareholder derivative claims, Justice Kornreich of the New York Supreme Court refused to apply a discount for lack of marketability to the minority interest in the former corporation and found that the insiders stole more than \$14 million dollars; the minority shareholder recovered over \$9 million.
- *Zelouf Int'l Corp. v. Zelouf*, 45 Misc.3d 1205(A) (Sup. Ct. N.Y. Co., 2014). The Court rejected application of a discount for lack of marketability and awarded a \$10,031,438.28 judgment following an eleven day bench trial in the Commercial Division of the Supreme Court of the State of New York (New York County) on the value of a minority interest in a closely held corporation.

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REPRESENTATIVE REPORTED OPINIONS SINCE 1990 IN WHICH WOLF
HALDENSTEIN WAS LEAD COUNSEL OR HAD ANOTHER SIGNIFICANT ROLE

FEDERAL APPELLATE AND DISTRICT COURT OPINIONS

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- *In re Beacon Associates Litigation.*, 745 F. Supp. 2d 386 (S.D.N.Y. 2010); *In re Beacon Associates Litig.*, 282 F.R.D. 315 (S.D.N.Y. 2012)
- *Messner v. Northshore University HealthSystem*, 669 F.3d 802, No. 10-2514 (7th Cir. Jan. 13, 2012).
- *In re Text Message Antitrust Litigation*, 630 F.3d, 622 (7th Cir. 2010).
- *In re Apple & ATTM Antitrust Litig.*, 2010 U.S. Dist. LEXIS 98270 (N.D. Cal. July 8, 2010).
- *Freeland v. Iridium World Communications Ltd.*, 545 F.Supp.2d 59 (D.D.C. 2008).
- *In re Apple & AT&TM Antitrust Litig.*, 596 F. Supp. 2d 1288 (N.D. Cal. 2008).
- *Harzewski v. Guidant Corp.*, 489 F.3d 799 (7th Cir. 2007).
- *In re JP Morgan Chase & Co. Securities Litigation*, No. 06 C 4674, 2007 U.S. Dist. LEXIS 93877 (N.D. Ill. Dec. 18, 2007).
- *Schoenbaum v. E.I. Dupont De Nemours and Co.*, 2007 WL 2768383 (E.D. Mo. Sept. 20, 2007).
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- *Klein v. Ryan Beck*, 06-Civ. 3460 (WCC), 2007 U.S. Dist. LEXIS 51465 (S.D.N.Y. July 13, 2007).
- *Cannon v. MBNA Corp.* No. 05-429 GMS, 2007 U.S. Dist. LEXIS 48901 (D. Del. 2007).
- *In re Aquila ERISA Litig.*, 237 F.R.D. 202 (W.D. Mo. 2006).
- *Smith v. Aon Corp.*, 238 F.R.D. 609 (N.D. Ill. 2006).

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- *In re Transkaryotic Therapies, Inc. Securities Litigation*, No. 03-10165, 2005 U.S. Dist. LEXIS 29656 (D. Mass. Nov. 28, 2005).
- *In re Luxottica Group, S.p.A. Securities Litigation*, 2005 U.S. Dist. LEXIS 9071 (E.D.N.Y. May 12, 2005).
- *In re CNL Hotels & Resorts, Inc. Securities Litigation*, 2005 U.S. Dist. LEXIS 38876, No. 6:04-cv-1231-Orl-31KRS (M.D. Fla. May 9, 2005).
- *Johnson v. Aegon USA, Inc.*, 1:01-CV-2617 (N.D. Ga. Sept. 20, 2004).
- *Freeland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C. Aug. 31, 2004).
- *In re Acclaim Entertainment, Inc. Securities Litigation*, 03-CV-1270 (E.D.N.Y. June 22, 2004).
- *In re Sepracor Inc. Securities Litigation*, 308 F. Supp. 2d 20 (D. Mass. 2004).
- *In re Concord EFS, Inc. Securities Litigation*, No. 02-2697 (W.D. Tenn. Jan. 7, 2004).
- *In re Pharmatrak, Inc. Privacy Litig.*, 2003 U.S. App. LEXIS 8758 (1st Cir. May 9, 2003).
- *In re Enterprise Mortgage Acceptance Co., LLC, Sec. Litig.*, 02-Civ. 10288 (SWK) (S.D.N.Y. Nov. 5, 2003).
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- *In re Initial Public Offering Securities Litigation*, 241 F. Supp. 2d 281 (S.D.N.Y. 2003).
- *In re Comdisco Securities Litigation*, No. 01 C 2110, 2003 U.S. Dist. LEXIS 5047 (N.D. Ill. Mar. 31, 2003).
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- *In re StarLink Corn Products Liability Litigation*, 212 F.Supp.2d 828 (N.D. Ill. 2002).
- *In re Bankamerica Corp. Securities Litigation*, 263 F.3d 795 (8th Cir. 2001).
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- *In re MicroStrategy, Inc. Securities Litigation*, 150 F. Supp. 2d 896 (E.D. Va. 2001).
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- *Kurzweil v. Philip Morris Cos.*, 94 Civ. 2373 (MBM), 2001 U.S. Dist. LEXIS 83 (S.D.N.Y. Jan. 9, 2001).
- *Goldberger v. Bear, Stearns & Co.*, 98 Civ. 8677 (JSM), 2000 U.S. Dist. LEXIS 18714 (S.D.N.Y. Dec. 28, 2000).
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- *Stanley v. Safeskin Corp.*, Case No. 99 CV 454 BTM (LSP), 2000 U.S. Dist. LEXIS 14100, Fed. Sec. L. Rep. (CCH) P91, 221 (S.D. Cal. Sept. 18, 2000).
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- *In re USA Talks.com, Inc. Securities Litigation*, 2000 U.S. Dist. LEXIS 14823, Fed. Sec. L. Rep. (CCH) P91, 231 (S.D. Cal. Sept. 14, 2000).
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- *In re MicroStrategy, Inc. Securities Litigation*, 110 F. Supp. 2d 427 (E.D. Va. 2000).
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- *Wright v. Ernst & Young LLP*, 152 F.3d 169 (2d Cir. 1998).
- *Romine v. Compuserve Corp.*, 160 F.3d 337 (6th Cir. 1998).
- *Felzen v. Andreas*, 134 F.3d 873 (7th Cir. 1998).
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- *Sturm v. Marriott Marquis Corp.*, 26 F. Supp. 2d 1358 (N.D. Ga. 1998).
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- *Glassman v. Computervision Corp.*, 90 F.3d 617 (1st Cir. 1996).
- *Alpern v. Utilicorp United, Inc.*, 84 F.3d 1525 (8th Cir. 1996).
- *Shaw v. Digital Equipment Corp.*, 82 F.3d 1194 (1st Cir. 1996).
- *Dresner Co. Profit Sharing Plan v. First Fidelity Bank, N.A.*, 95 Civ. 1924 (MBM), 1996 U.S. Dist. LEXIS 17913 (S.D.N.Y. Dec. 3, 1996).
- *Simon v. American Power Conversion Corp.*, 945 F. Supp. 416 (D.R.I. 1996).
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- *In re Tricord Systems, Inc., Securities Litigation*, Civil No. 3-94-746, 1996 U.S. Dist. LEXIS 20943 (D. Minn. April 5, 1996).
- *In re Painwebber Limited Partnership Litigation*, 94 Civ. 8547 (SHS), 1996 U.S. Dist. LEXIS 1265 (S.D.N.Y. Feb. 6, 1996).
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- *Zitin v. Turley*, [1991 Transfer Binder] Fed. Sec. L. Rep. (CCH) ¶ 96,123 (D. Ariz. June 20, 1994).
- *In re Southeast Hotel Properties Limited Partnership Investor Litigation*, 151 F.R.D. 597 (W.D.N.C. 1993).
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- *Roberts v. Tishman Speyer*, 89 A.D.3d 444 (N.Y. App. Div. 1st Dep't 2011).
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- *In re Tyson Foods, Inc., Consolidated Shareholder Litigation*, 919 A. 2d 563 (Del. Ch. 2007).
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ATTORNEY BIOGRAPHIES

The qualifications of the attorneys in the Wolf Haldenstein Litigation Group are set forth below and are followed by descriptions of some of the Firm's attorneys who normally practice outside the Litigation Group who contribute significantly to the class action practice from time to time.

PARTNERS

DANIEL W. KRASNER: *admitted:* New York; Supreme Court of the United States; U.S. Courts of Appeals for the Second, Third, Fourth, Sixth, Eighth, Ninth, Tenth, and Eleventh Circuits; U.S. District Courts for the Southern and Eastern Districts of New York, Central District of Illinois, and Northern District of Michigan. *Education:* Yale Law School (LL.B., 1965); Yeshiva College (B.A., 1962). Mr. Krasner, a partner in the Firm's New York office, is the senior partner of Wolf Haldenstein's Class Action Litigation Group. He began practicing law with Abraham L. Pomerantz, generally credited as the "Dean of the Class Action Bar." He founded the Class Litigation Group at Wolf Haldenstein in 1976.

Mr. Krasner received judicial praise for his class action acumen as early as 1978. *See, e.g., Shapiro v. Consolidated Edison Co.*, [1978 Transfer Binder] Fed. Sec. L. Rep. (CCH) & 96,364 at 93,252 (S.D.N.Y. 1978) ("in the Court's opinion the reputation, skill and expertise of . . . [Mr.] Krasner, considerably enhanced the probability of obtaining as large a cash settlement as was obtained"); *Steiner v. BOC Financial Corp.*, [1980 Transfer Binder] Fed. Sec. L. Rep. (CCH) & 97,656, at 98,491.4, (S.D.N.Y. 1980) ("This Court has previously recognized the high quality of work of plaintiffs' lead counsel, Mr. Krasner"). The New York Law Journal referred to Mr. Krasner as one of the "top rank plaintiffs' counsel" in the securities and class action fields. In connection with a failed 1989 management buyout of United Airlines, Mr. Krasner testified before Congress.

More recently, Mr. Krasner has been one of the lead attorneys for plaintiffs in some of the leading Federal multidistrict cases in the United States, including the IPO Litigation in the Southern District of New York, the Mutual Fund Market Timing Litigation in the District of Maryland, and several Madoff-related litigations pending in the Southern District of New York. Mr. Krasner has also been lead attorney in several precedent-setting shareholder actions in Delaware Chancery Court and the New York Court of Appeals, including *American International Group, Inc. v. Greenberg*, 965 A.2d 763 (Del. Ch. 2009) and the companion certified appeal, *Kirschner v. KPMG LLP*, Nos. 151, 152, 2010 N.Y. LEXIS 2959 (N.Y. Oct. 21, 2010); *Teachers' Retirement System of Louisiana and City of New Orleans Employees' Retirement System, derivatively on behalf of nominal defendant*

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American International Group, Inc., v. PricewaterhouseCoopers LLP, No. 152 (New York, October 21, 2010); *In re CNX Gas Corp. S'holders Litig.*, C.A. No. 5377-VCL, 2010 Del. Ch. LEXIS 119 (Del. Ch., May 25, 2010); *In re CNX Gas Corp. S'holders Litig.*, C.A. No. 5377-VCL, 2010 Del. Ch. LEXIS 139, (Del. Ch. July 5, 2010), appeal refused, 2010 Del. LEXIS 324, 2010 WL 2690402 (Del. 2010).

Mr. Krasner has lectured at the Practicing Law Institute; Rutgers Graduate School of Business; Federal Bar Council; Association of the Bar of the City of New York; Rockland County, New York State, and American Bar Associations; Federal Bar Council, and before numerous other bar, industry, and investor groups.

FRED TAYLOR ISQUITH: *admitted:* New York; Supreme Court of the United States; U.S. Courts of Appeals for the First, Second, Third, Fourth and Eighth Circuits; U.S. District Courts for the Southern, Eastern and Northern Districts of New York; District of Columbia; District of Arizona; District of Colorado; Northern and Central District of Illinois; Western District of Michigan and District of Nebraska. *Education:* Columbia University Law School (J.D. 1971), City University of New York (Brooklyn) (B.A., 1968).

Mr. Isquith is a senior partner in the litigation department. He has been lead counsel in numerous class actions in the fields of securities law and antitrust law (as well as others) in his more than forty years of experience. Courts have commented about Mr. Isquith as follows:

· *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.) – where the Firm was co-lead counsel, Judge Laughrey said (on October 16, 2008), “[a]ll of the attorneys in this case have done an outstanding job, and I really appreciate the quality of work that we had in our chambers as a result of this case.”

· *In re Dynamic Random Access Memory Antitrust Litigation*, MDL-02-1486 (N.D. Cal.) – where the Firm was co-lead counsel, Judge Hamilton said (on August 15, 2007), “I think I can conclude on the basis with my five years with you all, watching this litigation progress and seeing it wind to a conclusion, that the results are exceptional. The percentages, as you have outlined them, do put this [case] in one of the upper categories of results of this kind of [antitrust] class action. I am aware of the complexity . . . I thought that you all did an exceptionally good job of bringing to me only those matters that really required the Court’s attention. You did an exceptionally good job at organizing and managing the case, assisting me in management of the case. There was excellent coordination between all the various different plaintiffs’ counsel with your

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group and the other groups that are part of this litigation. . . So my conclusion is the case was well litigated by both sides, well managed as well by both sides.”

· *In re MicroStrategy Securities Litigation*, 150 F. Supp. 2d 896, 903 (E.D. Va. 2001) – where the Firm was co-lead counsel, Judge Ellis commented: “Clearly, the conduct of all counsel in this case and the result they have achieved for all of the parties confirms that they deserve the national recognition they enjoy.”

· *In re Public Service Co. of New Hampshire Derivative Litigation*, 84-220-D (D.N.H. 1986) – involving the construction of the Seabrook Nuclear Power Plant, where the Firm was lead counsel, the court said of plaintiffs’ counsel that “the skill required and employed was of the highest caliber.”

· *In re Warner Communications Securities Litigation*, 618 F. Supp. 735, 749 (S.D.N.Y. 1985) – where the Firm served as co-lead counsel, the court noted the defendants’ concession that “‘plaintiffs’ counsel constitute the cream of the plaintiffs’ bar.’ The Court cannot find fault with that characterization.”

· *Steiner v. Equimark Corp.*, No. 81-1988 (W.D. Pa. 1983) – a case involving complex issues concerning banking practices in which the Firm was lead counsel, then District Judge Mannsman described, in part, the work the Firm performed: “We look at the complexity of the issue, the novelty of it, the quality of work that, as the trial judge, I am able to perceive, and then, finally, the amount of recovery obtained: I think I have certainly said a lot in that regard. I think it’s been an extraordinary case. I think it’s an extraordinary settlement. Certainly defense counsel and plaintiffs’ counsel as well are all experienced counsel with tremendous amount of experience in these particular kinds of cases. And under those circumstances. . . I think it was, really, the strategy and ingenuity of counsel in dividing up the workload and strategizing the cases as to who was to do what and what ultimately should be done to bring about the settlement that was achieved.”

A frequent author, lecturer, and participant in bar committees and other activities, Mr. Isquith has devoted his career to complex financial litigation and business matters.

Mr. Isquith currently writes a weekly column of class action for *The Class Act*, a publication of the National Association of Shareholders and Consumer Attorneys and appears monthly as a columnist for *Law 360*. Among his articles and writings are: *Further Thinking On Halliburton* (December, 2013); *State Mandated Student Pro Bono Programs Are Inefficient* (November, 2013); *Let’s Really Consider The Idea Of A 2 Year Law*

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Degree (October, 2013); *Spotlight on Spoliation* (September, 2013); *More Restrictions for ERISA Fiduciaries* (August, 2013); *Questionable Constitutionality: Supreme Court's Amex Ruling* (co-authored with Alexander Schmidt of Wolf Haldenstein) (July, 2013); *How Facebook Informs Exclusive Jurisdiction Provisions* (May, 2013); *Sui Generis At Supreme Court* (May, 2013); *Another Look at Amgen* (April, 2013); *How Not To Plead A Multistate Class Action* (March, 2013); *Supreme Court Spotlight: Sex, Race And ... Commerce* (January, 2013); *Rule 23 'Preliminary' Requirement As Seen By 7th Circ.* (December, 2012); *Exhaustion - Patent And Copyright And The Supreme Court* (November, 2012); *Case Study: In Re AIG Securities Litigation* (October, 2012); *Case Study: Rosado V. China North East Petroleum* (September, 2012); *A Dissection Of Rule 23* (August, 2012); *A 2nd Look At Class Action Requirements* (July, 2012); *The Continued Robustness Of Rule 23(b)(2)* (June, 2012); *The Simmonds Case (§16 Ruling) In The Litigation Context* (May, 2012); *A Look At Litigated And Settled Class Certification* (April, 2012); *Concepcion Commands a Case-by-Case Analysis* (March, 2012); *Dec. 20, 2011 - 3 Big Decisions* (February, 2012); *Case Study: Damasco v. Clearwire* (January, 2012).

Further he is a lecturer called upon by the Academy and Bar. For example, *Class Actions with Caution*, (Touro School, 2011); *The Federal Pleading Standards after Twombly*; Touro Law School (2010). Panelist with the Antitrust Committee of the New York City Bar Association Regarding Private Equity Transactions and the Implications of the Supreme Court's Recent Decisions (2008); *Developments in Class Actions*; (NYSBA, 2007); *IPO Tie In/Claims Seminar*, Professional Liability Underwriter Society; *Securities Arbitration* New York State Bar Association; *Real Estate Exit Strategies*, American Conference Institute; *Fundamental Strategies in Securities Litigation* (NYSBA, CLE Program). He has been active in the Bar Association's activities: *President's Committee on Access to Justice* (2010); *Committee on Evidence* (2007 -); *Committees on Legislation and Federal Courts, 1984-1988*, *Committee on Securities*, *The Association of the Bar of the City of New York* (*Committee on Federal Courts*; *Committee on Antitrust*); *New York County Lawyers' Association* (*Former Chair: Business Tort/Consumer Fraud-Tort Law Section*); *Brooklyn* (*Member: Committee on Civil Practice Law and Rules, 1983-1987*; *New York State* (*Member: Committee on Legislation, Trial Lawyers Section, 1981-*); *the District of Columbia Bar*; and *Legislation and Civil Practice Law and Rules Committee of the Brooklyn Bar Association*; *Vice President if the Institute for Law and Economic Policy*. Mr. Isquith has been *Chairman of the Business Tort/Consumer Fraud Committee of the Tort Law Section of the New York State Bar Association* and is a member of that Association's *Committees on Securities Law and Legislation*. He also serves as a judge for the *Moot Court Competition of Columbia University Law School*.

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Mr. Isquith served as President of the National Association of Securities and Commercial Law Attorneys in 2003 and 2004.

Mr. Isquith is frequently quoted in the Wall Street Journal, the New York Times, and other national publications.

The April 1987 issue of Venture magazine listed Mr. Isquith as among the nation's top securities class action attorneys. Since 2006 Mr. Isquith has been elected as among the top 5% of attorneys in the New York City metropolitan area chosen to be included in the Super Lawyers Magazine. Martindale Hubbell registers Mr. Isquith as one of the Preeminent Lawyers (2010), Avenue Magazine, Legal Elite (2010).

JEFFREY G. SMITH: *admitted:* New York; California; Supreme Court of the United States; U.S. Courts of Appeals for the Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth Circuits; U.S. Tax Court; U.S. District Courts for the Southern and Eastern Districts of New York, Southern, Central and Northern Districts of California and the Districts of Colorado and Nebraska. *Education:* Woodrow Wilson School of Public and International Affairs, Princeton University (M.P.A., 1977); Yale Law School (J.D., 1978); Vassar College (A.B., *cum laude generali*, 1974). At Yale Law School, Mr. Smith was a teaching assistant for the Trial Practice course and a student supervisor in the Legal Services Organization, a clinical program. Member: The Association of the Bar of the City of New York; New York State and American (Section on Litigation) Bar Associations; State Bar of California (Member: Litigation Section); American Association for Justice. Mr. Smith has frequently lectured on corporate governance issues to professional groups of Fund trustees and investment advisors as well as to graduate and undergraduate business student groups, and has regularly served as a moot court judge for the A.B.A. and at New York University Law School. Mr. Smith has substantial experience in complex civil litigation, including class and derivative actions, tender offer, merger, and takeover litigation. Mr. Smith is rated "AV" by Martindale Hubble and, since its inception in 2006, has been selected as among the top 5% of attorneys in the New York City metropolitan area chosen to be included in the Super Lawyers Magazine.

FRANCIS M. GREGOREK: *admitted:* California; New York; United States Courts of Appeals for the Second and Ninth Circuits; United States District Courts for the Southern and Eastern Districts of New York and the Southern, Central, and Northern Districts of California. *Education:* University of Virginia (B.A., *magna cum laude*, 1975). Phi Beta Kappa, Phi Alpha Theta International Historical Honor Society; University

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College, Durham University, England; New York University School of Law (J.D., 1978). Mr. Gregorek is the Managing Partner of the Firm's San Diego office. Throughout his 32 year career, Mr. Gregorek's practice has focused on complex commercial litigation and class action practice on both the trial and appellate court levels, in federal and state courts nationwide, in the areas of securities, antitrust, consumer protection, and technology. Mr. Gregorek has also represented foreign governments involved in complex commercial litigation in United States federal courts. As part of that representation, Mr. Gregorek has worked in conjunction with the heads of ministerial departments, ambassadors, and consular officials of those countries charged by their governments with overseeing the litigations, as well as the attorney general of a government he was representing. Throughout these litigations, Mr. Gregorek met with such government officials to advise and plan strategy in addition to keeping them fully up-to-date on the progress of the litigation.

Mr. Gregorek has served as lead counsel, co-lead counsel, or in other leadership positions in numerous class and other complex litigations throughout the United States. For example, *In re Dole Shareholder Litigation*, Case No. BC281949 (recovered \$172 million for shareholders) (Super. Ct. Los Angeles County, 2003). At the time of the case's settlement, the \$172 million recovered for the class was one of the top 10 recoveries ever achieved on behalf of a class. Judge Anthony J. Mohr, who presided over the action, stated at the final settlement hearing: "Co-Lead Counsel did excellent first class work." *Id.*

As an additional example, Mr. Gregorek and the Firm served as co-lead counsel in *Bamboo Partners LLC v. The Robert Mondavi Corp., et al.*, Case No. 26-27170 (Super. Ct. Napa County, 2004), a class action arising from an unsolicited \$1.3 billion offer (cash and debt assumption) from Constellation Brands, Inc. for The Robert Mondavi Corp.

CHARLES J. HECHT: *admitted* New York, United States Supreme Court, United States Court of Appeals for the Second Circuit; United States Court of Appeals for the Fifth Circuit; United States Court of Appeals for the Seventh Circuit; United States Court of Appeals for the Sixth Circuit; United States Court of Appeals for the Third Circuit; United States Court of Appeals for the Ninth Circuit; United States Court of Appeals for the Eleventh Circuit; United States District Court for the Southern District of New York; United States District Court for the Eastern District of New York; United States District Court for the Eastern District of Wisconsin and the United States Court of Appeals for the Seventh Circuit. **Education:** Mr. Hecht is a graduate of Cornell University and Cornell University Law. Charles J. Hecht is a partner of the firm, with

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over 40 years' experience in securities and commodities transactions, litigation, and arbitration. He has more than 50 published decisions on cases in which he was the sole or lead counsel, in areas ranging from securities and commodities fraud to constitutional and contract disputes.

Mr. Hecht has provided expert testimony before the Internal Revenue Service with respect to the impact of proposed tax regulations on preferred stock hedged with commodity futures and options. He has authored articles on mergers and acquisitions, earn outs, commodities, hedging, derivatives, and arbitration jurisdiction and damages. Since 2005 he has been the legal columnist for smartpros.com, an online newsletter for financial professionals.

He has been active in the New York State Bar Association's continuing legal education program, regularly speaking about class actions and serving as the Chairman of the program on securities arbitration in 1995. In 1996, Mr. Hecht was a principal coauthor of the New York Federal Practice Section's Report on Securities Class Fees. He is also an arbitrator for the American Arbitration Association and COMEX.

Before entering private practice, Mr. Hecht was with the Division of Corporate Finance (Washington, D.C. main office) of the Securities and Exchange Commission. He is actively involved with businesses in China and is a member of the United States-China Chamber of Commerce.

Notable Cases include, *CMLA Partners Equity Ltd. v. O'Neill*, 2010 NY Slip Op 52068(U) (Sup. Ct. N.Y. Co., 2010), *Hecht v. Andover Assocs. Mgmt. Corp.*, 27 Misc 3d 1202(A) (Sup. Ct. Nassau Co., 2010), and *Sacher v. Beacon Assoc. Mgmt. Corp.*, 27 Misc 3d 1221(A) (Sup. Ct. Nassau Co., 2010). The *CMLA* case is the first time that a New York state court examined shareholder derivative suits under Cayman Islands law.

PETER C. HARRAR: *admitted; New York;* United States Court of Appeals for the Fourth Circuit and the United States District Courts for the Southern and Eastern Districts of New York. *Education:* Columbia Law School (J.D. 1984); Princeton University, Phi Beta Kappa, *magna cum laude*. Mr. Harrar is a partner in the firm and has extensive experience in complex securities and commercial litigation on behalf of individual and institutional clients.

He has represented investment funds, hedge funds, insurance companies and other institutional investors in a variety of individual actions, class actions and disputes involving mortgage-backed securities and derivative instruments. Examples include *In*

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re *EMAC Securities Litigation*, a fraud case concerning private placements of securitized loan pools, and *Steed Finance LDC v. LASER Advisors, Inc.*, a hybrid individual and class action concerning the mispricing of swaptions.

Over the years, Mr. Harrar has also served as lead or co-lead counsel in numerous securities class and derivative actions throughout the country, recovering hundreds of millions of dollars on behalf of aggrieved investors and corporations. Recent examples are some of the largest recoveries achieved in resolution of derivative actions, including *American International Group Consolidated Derivative Litigation* (\$90 million), and *Bank of America/Merrill Derivative Litigation* (\$62.5 million).

LAWRENCE P. KOLKER: *admitted:* New York; U.S. Courts of Appeals for the Second, Third and Eleventh Circuits; U.S. District Courts for the Southern and Eastern Districts of New York, Western District of Michigan and the District of Colorado. *Education:* State University of New York at Binghamton (B.A., 1978); Brooklyn Law School (J.D., 1983). Editor, *Brooklyn Law Review*, 1982-1983. Panelist, Early Neutral Evaluator for the Eastern District of New York, 1992-1997. Lecturer, Brooklyn Law School, 1989. Assistant Corporation Counsel, City of New York, 1983-1987. Member: The Association of the Bar of the City of New York; New York State Bar Association.

Mr. Kolker has often represented investors in direct investments, such as REITs and limited partnerships, including Empire State Realty Associates, Inland Western REIT, Wells REIT, CNL Hotels & Resorts, Inc., General Electric (Polaris Aircraft limited partnerships), Jones Intercable, Nooney and Sierra Pacific (American Spectrum roll-up), Real Estate Associates (NAPICO roll-up), and Marriott Hotel Properties II. He was appointed Counsel to the Courtyard by Marriott Limited Partners Committee in its dealings with Host Marriott Corporation, and Special Counsel to the Windsor Park Properties 7 and 8 limited partners to insure the fairness of their liquidation transactions.

He has tried several securities actions to verdict. His notable judicial decisions include *Stepak v. Addison*, 20 F.3d 398 (11th Cir. 1994); *In re Comdisco Securities Litigation*, 2003 U.S. Dist. LEXIS 5097 (N.D. Ill. March 3, 2003); *City Partnership Co. v. Cable TV Fund 14-B*, 213 F.R.D. 576 (D. Colo. 2002); *Sturm v. Marriott Marquis Corp.*, 85 F. Supp. 2d 1356 (N.D. Ga. 2000); *In re Southeast Hotel Properties Limited Partnership Investor Litigation*, 151 F.R.D. 597 (W.D.N.C. 1993); *Prostic v. Xerox Corp.*, [1991 Transfer Binder] Fed. Sec. L. Rep. (CCH) ¶ 96,1967 (D. Conn. July 19, 1991); *In re Cencom Cable Income Partners, L.P. Litigation*, Consolidated C.A. No. 14634, 2000 Del. Ch. LEXIS 10 (Jan. 27, 2000); and

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Wallace v. Wood, 752 A.2d 1175 (Del. Ch. 1999). Mr. Kolker is a frequent speaker at conferences of the American Conference Institute, the Investment Program Association and the Strategic Research Institute, and has published articles in *Standard & Poor's Review of Securities and Commodities Regulation* entitled "Litigation Strategies for Limited Partnership Tender Offers" (February 1996) and "Limited Partnership Five Percent Tender Offers" (October 1997). Mr. Kolker has acted as lead counsel in numerous class and derivative actions asserting the rights of investors since joining Wolf Haldenstein in 1989. He also counsels investment management firms in transactional and securities matters and represents them in corporate and business litigation.

MARK C. RIFKIN: *admitted:* New York; Pennsylvania; New Jersey; U.S. Supreme Court; U.S. Courts of Appeals for the Second, Third, Fifth, and D.C. Circuits; U.S. District Courts for the Southern and Eastern Districts of New York, the Eastern and Western Districts of Pennsylvania, the District of New Jersey, the Eastern District of Wisconsin and the Western District of Michigan. *Education:* Princeton University (A.B., 1982); Villanova University School of Law (J.D. 1985). Contributor, *PACKEL & POULIN, Pennsylvania Evidence* (1987).

An experienced securities class action and shareholder rights litigator, Mr. Rifkin has recovered hundreds of millions of dollars for victims of corporate fraud and abuse in federal and state litigation across the country. Since 1990, Mr. Rifkin has served as lead counsel, co-lead counsel, or trial counsel in many class and derivative actions in securities, intellectual property, ERISA, antitrust, insurance, consumer and mass tort litigation throughout the country. Mr. Rifkin has extensive trial experience.

Over the past thirty years, Mr. Rifkin has tried many complex commercial actions in federal and state courts across the country in class and derivative actions, including *In re National Media Corp. Derivative Litig.*, C.A. 90-7574 (E.D. Pa.), *Upp v. Mellon Bank, N.A.*, C.A. No. 91-5229 (E.D. Pa.), where the verdict awarded more than \$60 million in damages to the Class (later reversed on appeal, 997 F.2d 1039 (3d Cir. 1993)), and *In re AST Research Securities Litigation*, No. 94-1370 SVW (C.D. Cal.), as well as a number of commercial matters for individual clients, including *Zelouf Int'l Corp. v. Zelouf*, Index No. 653652/2013 (N.Y. Sup. Ct. 2015), in which he obtained a \$10 million judgment for for his client. Mr. Rifkin also has extensive appellate experience. Over thirty years, Mr. Rifkin has argued dozens of appeals on behalf of appellants and appellees in several federal appellate courts, and in the highest appellate courts in New York, Pennsylvania, New Jersey, and Delaware.

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Mr. Rifkin has earned the AV®-Preeminent rating by Martindale-Hubbell® for more than 20 years, and has been selected for inclusion in the New York Metro Super Lawyers® listing since 2010. In 2014, Mr. Rifkin was named a “Titan of the Plaintiff’s Bar” by Law360®.

Mr. Rifkin lectures frequently to business and professional organizations on a variety of securities, shareholder, intellectual property, and corporate governance matters. Mr. Rifkin is a guest lecturer to graduate and undergraduate economics and finance students on corporate governance and financial disclosure topics. He also serves as a moot court judge for the A.B.A. and New York University Law School. Mr. Rifkin appears frequently in print and broadcast media on law-related topics in corporate, securities, intellectual property, antitrust, regulatory, and enforcement matters.

MICHAEL JAFFE: *admitted:* California; New York; U.S. District Courts for the Southern and Eastern Districts of New York. *Education:* University of California at Berkeley (B.S., with highest distinction, 1982); Hastings College of the Law, University of California (J.D., 1987). Judicial Extern to the Honorable Thelton E. Henderson, Northern District of California, 1986-1987. Member: The Association of the Bar of the City of New York. Languages: French.

BETSY C. MANIFOLD: *admitted:* Wisconsin; New York; California; U.S. District Courts for the Western District of Wisconsin, Eastern and Southern Districts of New York, and Northern, Central and Southern Districts of California. *Education:* Elmira College; Middlebury College (B.A., *cum laude*, 1980); Marquette University (J.D., 1986); New York University. Thomas More Scholar. Recipient, American Jurisprudence Award in Agency. Member: The Association of the Bar of the City of New York. Languages: French.

Ms. Manifold served as co-lead counsel in the following cases to recovery on behalf of employees: *Miguel Garcia, et al. v. Lowe’s Home Center, Inc. et al.* – Case No. GIC 841120 (Barton) (Cal. Sup. Ct, San Diego) (\$1.65 million settlement w/ average class member recovery of \$5,500, attorney fees and cost awarded separately) and *Neil Weinstein, et al. v. MetLife, Inc., et al.* – Case No. 3:06-cv-04444-SI (N.D. Cal) (\$7.4 million settlement). Ms. Manifold also served as co-lead counsel in the following derivative actions: *In re Atmel Corporation Derivative Litigation*, Master File No. CV 06-4592-JF (N.D. Cal.) (\$9.65 million payment to Atmel) and *In re Silicon Storage Technology Inc. Derivative Litig.*, Case No. C 06-04310 JF (N.D. Cal.) (cash payment and re-pricing of options with a total value of \$5.45 million). Ms. Manifold also worked as lead counsel on the following class

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action: *Lewis v. American Spectrum Realty*, Case No. 01 CC 00394, Cal. Sup. Ct (Orange County) (\$6.5 million settlement).

ALEXANDER H. SCHMIDT: *admitted:* New York; New Jersey; United States Supreme Court, United States Court of Appeals for the Second Circuit, and the United States Court of Federal Claims. *Education:* State University of New York, Stony Brook (B.A., 1981); Brooklyn Law School (J.D., 1985). Mr. Schmidt concentrates on sophisticated commercial litigation, including matters involving antitrust, class actions, real estate, banking, commercial factoring, securities fraud, civil RICO, intra-corporate and partnership disputes, and legal and accounting malpractice. Most recently, he acted as lead counsel in the landmark *Roberts v. Tishman Speyer*, 13 N.Y.3d 270 (N.Y. 2009), described by a sitting member of the U.S. House of Representatives as the greatest legal victory for tenants in her lifetime. In *Roberts*, Mr. Schmidt obtained a victory in the New York Court of Appeals requiring the reregulation of thousands of apartment units in the Stuyvesant Town complex in Manhattan, New York. Mr. Schmidt was also the sole plaintiffs' counsel in *Dresses For Less, Inc. v. CIT Group/Commercial Services, Inc.* (S.D.N.Y.), in which the court sustained Sherman Act claims he brought on behalf of victims of group boycotts by the commercial factoring industry. The case resulted in a very satisfying, confidential settlement for his clients and ended the garment center factors' 80-year old practice of conducting illegal twice-weekly meetings to discuss and make joint credit decisions concerning their common customers. Among other noteworthy matters, Mr. Schmidt also conceived and helped sustain a precedent setting Kodak aftermarket monopolization claim in an antitrust and computer fraud and abuse act class action brought by purchasers of Apple's highly popular iPhone, who are challenging Apple's undisclosed, five-year exclusive service contract with AT&T Mobility. *In re Apple & ATTM Antitrust Litigation* (N.D. Ca.). In *Atkins & O'Brien L.L.P. v. ISS Int'l Serv. Sys.* (N.Y. App. Div.), Mr. Schmidt resurrected an archaic estoppel exception to the general rule that a client can fire its lawyer at any time, enabling his law firm clients to recover several years of future fees under a general retainer contract. Recently, without filing a lawsuit, Mr. Schmidt successfully represented the tenants association of a multi-building, 1400 apartment complex in renegotiating a ten-year old settlement agreement. The amended agreement reduced rents and plugged a loophole that had enabled rent-protected units to be converted to fully deregulated market apartments. Mr. Schmidt is admitted to practice in New York and New Jersey and before the United States Supreme Court, United States Court of Appeals for the Second and Ninth Circuits, and the United States Court of Federal Claims. Mr. Schmidt was an Assistant Adjunct Professor of Law at Brooklyn Law School in 1998 and 1999, where he

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co-taught a seminar on Federal Discovery Practice. He served as the Executive Notes & Topics Editor for the Brooklyn Law Review.

GREGORY M. NESPOLE: *admitted:* New York; U.S. District Courts for the Southern and Eastern Districts of New York; United States Court of Appeals for the Second, Fourth, and Fifth Circuits. *Education:* Bates College (B.A., 1989); Brooklyn Law School (J.D., 1993). Member: The Association of the Bar of the City of New York; New York State Bar Association. Mr. Nespole's experience includes complex civil and criminal litigation. Mr. Nespole is responsible for the investigation, initiation and prosecution of securities class actions and derivative litigations on behalf of the firm throughout the country. Mr. Nespole also devotes a considerable amount of time to litigating issues surrounding mergers and acquisitions. Mr. Nespole also represents corporate defendants with respect to class certification issues and structuring class-wide settlements. He has been approved as a panel attorney by a major insurance company to address certification issues. Mr. Nespole is the co-chair of the firm's *Madoff Litigation Task Force*. He has been elected a "Super Lawyer" each year since 2009.

DEMET BASAR: *admitted:* New York; New Jersey; U.S. District Court for the District of New Jersey, Southern District of New York; Eastern District of Wisconsin, U.S. Court of Appeals for the Second and Seventh Circuits. *Education:* Fairleigh Dickinson University (B.A., *summa cum laude*, 1984), Phi Omega Epsilon; Rutgers University School of Law (J.D., 1990). Recipient, West's Scholarship Award, Senior Notes and Comments Editor, *Rutgers Law Review*. Member: The Association of the Bar of the City of New York. Languages: Turkish.

Ms. Basar's practice is primarily concentrated in securities class actions and derivative litigation. She is the co-chair of the firm's *Madoff Litigation Task Force*. Her recent cases include *In re Tremont Securities Law, State Law and Insurance Litigation*, No. 08-civ-11117 (TPG) (SDNY) (\$100 million settlement for investors in the Tremont family of Madoff feeder funds), *In re Beacon Associates Litigation*, Master File No. 09 Civ. 0777 (LBS) (SDNY) (\$219 million settlement for investors in the Beacon family of Madoff feeder funds, among others), and other Madoff feeder fund-related securities class actions, including *In re J. Ezra Merkin and BDO Seidman Securities Litigation*, No. 08-cv-10922 (SDNY) and *Newman v. Family Management Corp.*, No. 08-cv-11215 (SDNY). She has served as lead counsel, co-lead counsel or individual counsel in *In re American Pharmaceutical Partners, Inc. Shareholder Litigation*, Consolidated C.A. No. 1823-N (Del. Ch. Ct. (\$14.3 million settlement), *In re Loral Space & Communications Shareholders Securities Litigation*, 03-cv-8262 (SDNY) (\$3.45 million settlement), *Steed Finance LDC v.*

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LASER Advisors, No. 99-cv-4222 (SDNY), *In re AMBAC Financial Group, Inc.*, C.A. No. 3521 (Del. Ch. Ct.), and several multidistrict securities litigations, including *In re Mutual Fund Investment Litigation*, MDL No. 1586 (D. Md.) and *In re J.P. Morgan Chase Securities Litigation*, MDL No. 1783 (N.D. Ill.).

ANITA B. KARTALOPOULOS: *admitted:* New York. *Education:* University of Toledo, B.A.; Seton Hall University, J.D. Ms. Kartalopoulos, a former member of Milberg LLP, litigates claims in the areas of securities fraud, derivative litigation, and mergers and acquisitions. She focuses her practice on lead plaintiff litigation, as well as breach of fiduciary and transactional litigation. She works closely with the institutional investor clients, including trustees of public and private funds, throughout the U.S. providing counsel on asset recovery, fiduciary education, and risk management.

Ms. Kartalopoulos has extensive experience in litigating complex securities cases including *In re Sears, Roebuck & Co. Securities Litigation* (\$215 million settlement), *In re Chiron Corp. Securities Litigation* (\$30 million settlement), and others. Ms. Kartalopoulos has also achieved noteworthy results including improved corporate governance and disclosures as well as increased share value in recent litigations including in *In re Topps Co. Shareholder Litigation*, *In re Anheuser-Busch Cos. Shareholders Litigation*, *In re Net Logic*, *In re Smith International*, *In re L-3 Communication Holdings, Inc.*, *In re Republic Services, Derivative Litigation*, and many others.

Prior to entering private practice, Ms. Kartalopoulos served in senior regulatory positions involving insurance and health in the State of New Jersey, including serving as Deputy Commissioner of Insurance, for Life and Health; Director of Legal and Regulatory Affairs (Department of Health); and Executive Director of the New Jersey State Real Estate Commission. She managed the New Jersey Insurance Department's Multi-State Task Force investigating the sales practices of the Prudential Insurance Company, which resulted in a \$50 million fine against Prudential and a \$4 billion recovery for policyholders. She also served on the Board of Directors of MBL Insurance Company as a rehabilitator and managed litigation on behalf of the company.

Ms. Kartalopoulos is a regular speaker at numerous conferences focused on fiduciary education, ethics, and U.S. securities litigation, including the Investment Education Symposium, the Institutional Investor European Pensions Symposium, the Canadian Hedge Funds Investment Roundtable, the New York Hedge Funds Roundtable, and the AEDBF (*Association Europeenne de Droit Bancaire et Financier*), FPPTA Trustee School, GAPPT, MATTER, LATEC. She also speaks regularly on the complex legal

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environment that institutional investors face when addressing losses due to securities fraud as well as their proactive and reactive alternatives.

Ms. Kartalopoulos has co-authored "Deterring Executive Compensation Excesses: Regulatory Weaknesses, Litigation Strengths" (03/05, NY, NY), and "Vintage Wine in New Bottles: The Curious Evolution of the Concept of Loss Causation" (11/05, NY, NY).

Ms. Kartalopoulos is admitted to the bar of the State of New Jersey, the U.S. Courts of Appeals for the Federal and Third Circuits.

BENJAMIN Y. KAUFMAN: *admitted:* New York. *Education:* Yeshiva University, B.A.; Benjamin N. Cardozo School of Law, Yeshiva University, J.D. Mr. Kaufman focuses on class actions on behalf of defrauded investors and consumers. Mr. Kaufman's successful securities litigations include *In re Deutsche Telekom AG Securities Litigation*, No. 00-9475 (S.D.N.Y.), a complex international securities litigation requiring evidentiary discovery in both the United States and Europe, which settled for \$120 million. Mr. Kaufman was also part of the team that recovered \$46 million for investors in *In re Asia Pulp & Paper Securities Litigation*, No. 01-7351 (S.D.N.Y.); and \$43.1 million, with contributions of \$20 million, \$14.85 million and \$8.25 million from Motorola, the individual defendants, and defendant underwriters respectively, in *Freeland v. Iridium World Communications, Ltd.*

Mr. Kaufman's outstanding representative results in derivative and transactional litigations include: *In re Trump Hotels Shareholder Derivative Litigation* (Trump personally contributed some of his holdings; the company increased the number of directors on its board, and certain future transactions had to be reviewed by a special committee); *Southwest Airlines Derivative Litigation (Carbon County Employee Retirement System v. Kelly* (Dist. Ct. Dallas Cnty., Tex.)) (a derivative matter that resulted in significant reforms to the air carrier's corporate governance and safety and maintenance practices and procedures for the benefit of Southwest and its shareholders).

He argued the appeal in *In re Comverse Technology, Inc. Derivative Litig.*, 56 A.D.3d 49 (1st Dep't 2008) which led to the seminal New York Appellate Division opinion which clarified the standards of demand futility, and held that a board of directors loses the protection of the business judgment rule where there is evidence of self-dealing and poor judgment by the directors; and *In re Topps Company, Inc. Shareholders Litigation* which resulted in a 2007 decision which vindicated the rights of shareholders under the rules of comity and doctrine of forum non conveniens and to pursue claims in the most relevant forum notwithstanding the fact that jurisdiction might exist as well in the state

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of incorporation. Mr. Kaufman has also lectured and taught in the subjects of corporate governance as well as transactional and derivative litigation.

In addition, Mr. Kaufman represents many corporate clients in complex commercial matters, including *Puckett v. Sony Music Entertainment*, No. 108802/98 (Sup. Ct. N.Y. Cnty. 2002) (a complex copyright royalty class action); *Shropshire v. Sony Music Entertainment*, No. 06-3252 (S.D.N.Y.), and *The Youngbloods v. BMG Music*, No. 07-2394 (S.D.N.Y.); and *Mich II Holdings LLC v. Schron*, No. 600736/10 (Sup. Ct. N.Y. Cnty.) (represented certain defendants in connection with real estate dispute and successfully litigated motion to dismiss all claims against those defendants; he continues to represent those clients' interests in several related litigations in New York and Delaware). Mr. Kaufman has also represented clients in arbitrations and litigation involving oppressed minority shareholders in closely held corporations.

Prior to joining WHAFH and Milberg in August of 1998, Mr. Kaufman was a Court Attorney for the New York State Supreme Court, New York County (1988-1990) and Principal Law Clerk to Justice Herman Cahn of the Commercial Division of the New York State Supreme Court, New York County (1990-1998).

Mr. Kaufman is an active member of the Commercial and Federal Litigation Section of the New York State Bar Association, the International Association of Jewish Lawyers and Jurists and the Jewish Lawyers Guild. He has also lectured on corporate governance issues to institutional investor conferences across the United States and abroad. Mr. Kaufman is a member of the Board of Trustees of the Hebrew Academy of the Five Towns and Rockaways.

JANINE L. POLLACK: *admitted:* New York (1990); New Jersey (1989); U.S. District Courts for the Southern and Eastern Districts of New York and the District of New Jersey, among others. *Education:* Rutgers University (1986), with high honors, Phi Beta Kappa; University of Pennsylvania School of Law (1989), Editor - Journal of International Business Law. Ms. Pollack has successfully prosecuted many consumer and securities cases. She is one of the lead counsel in the recent \$28.5 million settlement in *In re Reebok EasyTone Litigation* (D. Mass.), as well as the \$45 million settlement in *In re Skechers Toning Shoes Product Liability Litigation (Grabowski)* (W.D. Ky.), false advertising class actions involving toning shoes. She is also lead counsel in numerous other class actions involving consumer fraud, including *Bezdek v. Vibram USA Inc.* (D. Mass.), against the maker of so-called barefoot running shoes. In addition, Ms. Pollack recently won a jury trial against R.J. Reynolds in a wrongful death tobacco case in Florida state

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court. She was also lead trial counsel in a federal court case against a major mutual fund advisor.

Ms. Pollack is co-chair of the Women's Initiative of the National Association of Shareholder & Consumer Attorneys (NASCAT), for which she organizes meetings and charity events. A frequent public speaker, Ms. Pollack has given lectures on such topics as consumer fraud, securities regulation, time and stress management, Cy Pres, and other related topics. Ms. Pollack was recently appointed to the New York City Bar Association's Women in the Profession Committee. Ms. Pollack's recent achievements include being named as a New York Super Lawyer in 2012.

THOMAS H. BURT: *admitted:* New York; U.S. District Courts for the Southern and Eastern Districts of New York, Eastern District of Michigan. *Education:* American University (B.A., 1993); New York University (J.D., 1997). Articles Editor with New York University Review of Law and Social Change. Mr. Burt is a litigator with a practice concentrated in securities class actions and complex commercial litigation. After practicing criminal defense with noted defense lawyer Jack T. Litman for three years, he joined Wolf Haldenstein, where he has worked on such notable cases as *In re Initial Public Offering Securities Litigation*, No. 21 MC 92 (SAS) (S.D.N.Y.) (a novel and sweeping amalgamation of over 300 class actions which resulted in a recovery of \$586 million); *In re MicroStrategy Securities Litigation*, No. 00-473-A (E.D. Va.) (recovery of \$192 million); *In re DRAM Antitrust Litigation*, No. 02-cv-1486 (PJH) (N.D. Cal.) (antitrust case resulting in \$315 million recovery); *In re Computer Associates 2002 Class Action Securities Litigation*, No. 02-cv-1226 (TCP) (E.D.N.Y.) (settled, together with a related fraud case, for over \$133 million); *K.J. Egleston L.P. v. Heartland Industrial Partners, et al.*, 2:06-13555 (E.D. Mich.) (recovery included personal assets from former Reagan Administration budget director David A. Stockman); and *Parker Friedland v. Iridium World Communications, Ltd.*, 99-1002 (D.D.C.) (recovery of \$43.1 million). Mr. Burt has spoken on several occasions to investor and activist groups regarding the intersection of litigation and corporate social responsibility. Mr. Burt writes and speaks on both securities and antitrust litigation topics. He has served as a board member and officer of the St. Andrew's Society of the State of New York, New York's oldest charity.

RACHELE R. RICKERT: *admitted:* California; U.S. District Courts for the Southern, Northern, Central and Eastern Districts of California; U.S. Court of Appeals for the Ninth Circuit. *Education:* Point Loma Nazarene College (B.A., 1994); University of California, Hastings College of the Law (J.D., 1997). Member: State Bar of California. Former Deputy Alternate Public Defender for the County of San Diego. Ms. Rickert is

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located in the firm's San Diego office. She practices corporate derivative and class action litigation including securities, consumer, antitrust, employment and general corporate and business litigation. Ms. Rickert has played a significant role in litigating numerous class and derivative actions, including *In re Apple & AT&TM Antitrust Litigation*, Master File No. C 07-05152 JW (N.D. Cal.) (antitrust class action against Apple Inc. and AT&T Mobility LLC regarding aftermarkets for iPhone wireless service and applications); *Ardon v. City of Los Angeles* (2011) 52 Cal.4th 241 (challenging the City of Los Angeles' telephone users tax on behalf of the City's taxpayers); *McWilliams v. City of Long Beach*, 2013 Cal. LEXIS 3510, Cal. Supreme Ct. No. S202037 (April 25, 2013) (challenging the City of Long Beach's telephone users tax on behalf of the City's taxpayers); *DeFrees, et al. v. Kirkland, et al.*, No. CV 11-04272 GAF(SPx) (C.D. Cal.) (shareholder derivative action); *Bamboo Partners LLC, et al. v. Robert Mondavi Corp., et al.* (shareholder class action that settled for \$10.8 million in 2007); and *Lewis, et al. v. American Spectrum Realty, Inc., et al.*, (shareholder class action that settled for \$6.5 million in 2004).

JEREMY A. COHEN: *admitted:* New York, U.S. District Courts for the Southern and Eastern Districts of New York; U.S. Courts of Appeals for the Second and Fifth Circuits. *Education:* University of Michigan (B.A., 1996); Columbia Law School (J.D., 2000). Mr. Cohen is an experienced litigator whose practice encompasses all aspects of business litigation on behalf of corporations, LLCs, partnerships, and individuals, with a particular focus on real estate, securities/broker-dealer, employment, and advertising matters. In 2014, he was recognized as one of 42 Rising Stars of the New York Bar by the New York Law Journal, he has twice been named a Rising Star by New York Super Lawyers, and was the 2013 recipient of the New York State Bar Association Committee on Law, Youth & Citizenship's Distinguished Service Award.

Mr. Cohen's experience includes first-chair roles in federal court, the Commercial Division of the New York Supreme Court and in FINRA arbitrations. In the courtroom, he has briefed and argued dozens of motions, including motions to dismiss, summary judgment, preliminary and permanent injunctions, temporary restraining orders, attachments, Daubert motions and discovery disputes. He has examined and cross-examined fact and expert witnesses in trials and arbitrations, and has taken and defended depositions throughout the country. He has also assisted clients with regulatory and internal investigations.

In real estate matters, Mr. Cohen has represented some of New York's leading property owners and developers in state and federal litigation involving condominiums, mixed

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residential and commercial developments, hotels, marinas, sports arenas, and real estate investment funds.

His other commercial experience includes complex business litigation, employment disputes, securities arbitrations, and the representation of pharmaceutical, consumer products and apparel corporations in false advertising actions. Mr. Cohen also has represented high-profile individuals and entities in the sports and entertainment field, including musicians, athletes and teams in a wide range of litigation and arbitration.

Mr. Cohen has served on the Judicial Screening Panel for the First District, which considers applicants for judgeships on the New York County Civil Court.

Mr. Cohen graduated from the University of Michigan (B.A. with distinction, 1996) and Columbia Law School (J.D. cum laude, 2000), where he was a Harlan Fiske Stone Scholar and was Executive Editor of The Columbia Journal of Law and Social Problems. He is admitted to practice in New York and before the United States District Courts for the Southern and Eastern Districts of New York, and the United States Courts of Appeals for the Second and Fifth Circuits. Prior to joining the firm, Mr. Cohen was an associate with Kramer Levin Naftalis & Frankel LLP, and served as a law clerk to the Honorable Richard Owen of the United States District Court for the Southern District of New York. He is a member of the New York State Bar Association and the Association of the Bar of the City of New York.

Since 2001, Mr. Cohen has been a member of the Advisory Board of Legal Outreach, Inc., a non-profit organization that prepares high school students from underserved communities in New York City to compete at high academic levels by using intense legal and educational programs as tools for facilitating the pursuit of higher education.

MATTHEW M. GUINEY: *admitted:* New York; U.S. District Courts for the Southern and Eastern District of New York. *Education:* The College of William & Mary (B.A. in Government and Economics 1998); Georgetown University Law Center (J.D. 2002). Mr. Guiney's primary areas of practice are securities class actions under the Securities Act of 1933 and the Exchange Act of 1934, complex commercial litigation, *Employee Retirement Income Security Act (ERISA)* actions on behalf of plan participants, *Fair Labor Standards Act* of 1938 actions concerning overtime payment, and fiduciary duty actions under various state laws. Mr. Guiney has helped recover hundreds of millions of dollars for victims of corporate fraud and abuse in federal and state litigation across the country. Some of Mr. Guiney's notable results on behalf of investors include: *Mallozzi v. Industrial Enterprises of America, Inc. et al.*, 1:07-cv-10321-DLC (S.D.N.Y.) (\$3.4 million

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Exhibit 3N

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

IN RE MERCK & CO., INC. SECURITIES,
DERIVATIVE & "ERISA" LITIGATION

MDL No. 1658 (SRC)

THIS DOCUMENT RELATES TO: THE
CONSOLIDATED SECURITIES ACTION

Case No. 3:05-CV-1151 (SRC) (MAS)
Case No. 3:05-CV-2367 (SRC) (MAS)

**DECLARATION OF ROBERT I. HARWOOD ON BEHALF OF
HARWOOD FEFFER LLP IN SUPPORT OF JOINT PETITION
FOR ATTORNEYS' FEES AND DISBURSEMENTS**

Robert I. Harwood declares as follows:

1. I am a member of the firm of Harwood Feffer LLP ("Harwood Feffer"). I submit this Declaration in support of our firm's application for an award of attorneys' fees in connection with services rendered in this action, as well as reimbursement of expenses in connection therewith. I have personal knowledge of the matters set forth in this Declaration and, if called upon, I could and would testify competently thereto.

2. My firm was counsel for Park East Inc. ("Park East") in this consolidated litigation, one of the two plaintiffs who brought claims under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 ("Securities Act") with respect to claims arising from their acquisition of shares of Merck & Co., Inc. ("Merck") stock, pursuant to the Merck Stock Investment Plan ("MSIP"). The Securities Act claims were based on Merck having conducted securities offerings for the MSIP pursuant to material misstatements in its 2002 Registration Statement, April 2002 Prospectus, and June 2004 Prospectus (the "Offering Documents"). The Offering Documents were alleged to have omitted material facts or contained misleading statement

concerning the drug VIOXX's significant cardiovascular risks.

3. In order to assert these claims, Harwood Feffer, engaged in the following:
 - a. a detailed factual and legal investigation of plaintiffs' Securities Act claims, including review of public filings, MSIP documents, news articles, and analyst reports;
 - b. filed a complaint in New Jersey State Court under the Securities Act which was then removed to this Court;
 - c. voluntarily dismissed this action and re-filed in the Eastern District of Louisiana at the request of proposed lead counsel in the consolidated action;
 - d. appeared at the argument before the Judicial Panel on Multi-District Litigation;
 - e. sought a position for Park East as lead counsel for the Securities Act class;
 - f. engaged in review and preparation of numerous documents prepared in connection with the litigation; and
 - g. at lead counsel's request, engaged in extensive analysis of Park East's documents concerning its ownership of Merck shares through the MSIP as part of the effort to sustain the viability of the Securities Act claims, and prepared responses to interrogatories and document requests. The extensive analysis of Park East's documents resulted from defendants' concentrated attack on the only two Securities Act plaintiffs in this litigation, especially Park East. After the review and analysis of Park East's material, the results were provided to lead counsel.

4. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by attorneys and professional support staff employees of my firm who were involved in this action, and the lodestar calculation for those individuals based on my firm's 2016 billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm.

5. Time expended on the action after February 15, 2016, has not been included in

this request. In addition, any time related to the application for fees and reimbursement of expenses has been excluded.

6. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

7. The total number of hours reflected in Exhibit 1 from inception through and including February 15, 2016, is 533.00. The total lodestar reflected in Exhibit 1 for that period is \$251,116.50, consisting of \$201,195.00 for attorneys' time and \$49,921.50 for professional support staff time.

8. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

9. As detailed in Exhibit 2, my firm is seeking reimbursement for a total of \$14,900.60 in expenses incurred in connection with the prosecution of this action.

10. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials, and are an accurate record of the expenses incurred.

11. With respect to the standing of counsel in this action, attached as Exhibit 3 is a brief biography of my firm and the firm's attorneys who worked on this litigation.

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

Executed this 26th day of April, 2016, at New York, New York.


ROBERT I. HARWOOD

EXHIBIT 1

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
 MDL No. 1658 (SRC)
 Civil Action No. 05-1151 (SRC)
 Civil Action No. 05-2367 (SRC)
 [This Document Relates To: The Consolidated Securities Action]

HARWOOD FEFFER LLP

TIME REPORT

Inception through February 15, 2016

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Robert I. Harwood	83.4	850	\$70,890.00
Samuel K. Rosen	115.6	775	\$89,590.00
Associates			
Joshua Glatter	95.80	425	\$40,715.00
Paralegals			
Glenn C. Mariano	18.30	275	\$ 5,032.50
Craig C. Lowther	12.00	275	\$ 3,300.00
Virgilio Soler	96.10	250	\$24,025.00
Taras Sawchuk	47.80	180	\$ 8,604.00
Litigation Support			
B. Orcutt	64.00	140	\$ 8,960.00
TOTALS			\$251,116.50

EXHIBIT 2

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation

MDL No. 1658 (SRC)

Civil Action No. 05-1151 (SRC)

Civil Action No. 05-2367 (SRC)

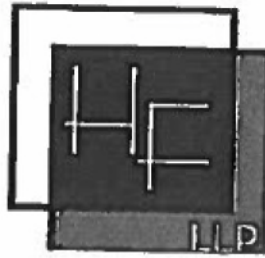
[This Document Relates To: The Consolidated Securities Action]

HARWOOD FEFFER LLP

EXPENSE REPORT

CATEGORY	AMOUNT
Court Fees	\$ 216.00
PSLRA Notice Costs	\$ 1,504.08
On-Line Legal Research	\$10,468.11
On-Line Factual Research	\$ 120.21
Telephone/Faxes	\$ 51.62
Postage & Express Mail	\$ 793.73
Local Transportation	\$ 93.00
Out of Town Travel	\$ 1,653.85
TOTAL EXPENSES:	\$14,900.60

EXHIBIT 3



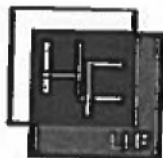
HARWOOD FEFFER LLP

FIRM DESCRIPTION

The law firm of Harwood Feffer LLP ("Harwood Feffer" or the "Firm") specializes in complex, multi-party litigation with an emphasis on securities class actions, shareholder class and derivative actions, ERISA litigation, and consumer protection. The Firm also handles more general complex commercial litigation involving allegations of breach of contract, breach of fiduciary duty, fraud, and negligence, as well as litigation involving labor and employment, civil rights, anti-competitive conduct, and other commercial claims.

Harwood Feffer is dedicated to prosecuting socially useful actions in the most efficient manner and with the highest level of professional competence. The structure of the Firm allows us a far greater degree of independence, flexibility, and satisfaction than a large firm environment, without sacrificing the quality of representation necessary to successfully litigate complex actions throughout the country. The Firm maintains an excellent reputation among both the plaintiffs= and defense bars. Our adversaries and co-counsel know that we take a case to trial, if necessary, to achieve a satisfactory result for our clients.

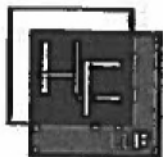
Harwood Feffer has been acknowledged by courts and by its peers to



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be one of the leaders in the plaintiffs= shareholder advocacy bar. In this regard, we have developed new law in the areas of tender offers, fiduciary duty of corporate insiders to public shareholders in mergers and takeovers, and general principles of required disclosure to shareholders and institutional investors in public companies.

As a result, the Firm has been designated as lead, co-lead or special counsel in numerous complex cases and other actions involving shareholder rights and corporate governance. In the vast majority of such actions, the Firm=s skill and expertise has led to the recovery of substantial monetary and equitable benefits for investors, stockholders, corporations, and partnerships. By way of example, the following litigated actions, in which the Firm served in a leadership capacity, were all brought to highly successful conclusions: 1) *In re First Capital Holdings Corporation Financial Products Securities Litigation*, MDL 901 (C.D.Cal.) (restoration of over \$1 billion in insurance policies and benefits); 2) *In re Royal Dutch/Shell Transport ERISA Litigation*, (D.N.J.) (creation of settlement fund of \$90 million plus implementation of structural relief); 3) *In re Prudential Bache Energy Income Partnerships Securities Litigation*, MDL 880 (E.D.La.) (creation of settlement fund in excess of \$90 million); 4) *In re JWP Inc. Securities Litigation*, (S.D.N.Y.) (creation of settlement fund in excess of \$37 million); 5) *Morse v. McWhorter*, (M.D. Tenn.) (creation of a settlement fund of \$49.5 million on behalf of investors in Columbia/HCA Healthcare Corp.); 6) *In re BankOne Securities Litigation*, (N.D. Ill.)



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(creation of a \$45 million settlement fund); and 7) *Sidney Morse, et al. v. Abbott Laboratories, et al.*, (N.D. Ill.) (creation of a \$14.1 million settlement fund following a jury verdict for plaintiffs).

Courts have often recognized the Firm's skill in class, derivative, and ERISA actions. For example, in *In re Electro-Catheter Securities Litigation*, Judge Nicholas Politan of the District of New Jersey stated:

[C]ounsel in this case are highly competent, very skilled in this very specialized area and were at all times during the course of the litigation that I participated in, which was perhaps the major part of the Court litigation here, always well prepared, well spoken, and knew their stuff and they are a credit to their profession. They are the top of the line.

In *J. Michael v. SFBC International, Inc.*, Judge Stanley R. Chesler of the District of New Jersey stated:

The Court . . . is delighted, quite frankly, to see the practicality of counsel on both sides in this matter and that, indeed, settlement in this case and at this early stage ends up with very substantial and practical benefits to all the parties in this case and ultimately to the corporation.

THE ATTORNEYS OF THE FIRM

Robert I. Harwood, senior partner of the Firm, graduated from William and Mary Law School in 1971, and has specialized in securities law and securities litigation since beginning his career in 1972 at the



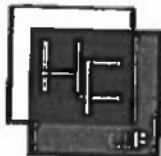
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Enforcement Division of the New York Stock Exchange. He has prosecuted numerous securities, class, derivative, and ERISA actions. He is a member of the Trial Lawyers= Section of the New York State Bar Association and has served as a guest lecturer at trial advocacy programs sponsored by the Practising Law Institute. In a statewide survey of his legal peers published by Super Lawyers Magazine, Mr. Harwood has been consistently selected as a ANew York Metro Super Lawyer.@ Super Lawyers are the top five percent of attorneys in New York, as chosen by their peers and through the independent research. He is also a Member of the Board of Directors of the MFY Legal Services Inc., which provides free legal representation in civil matters to the poor and the mentally ill in New York City. Since 1999, Mr. Harwood has also served as a Village Justice for the Village of Dobbs Ferry, New York.

Commenting on Mr. Harwood=s abilities, in *In re Royal Dutch/Shell Transport ERISA Litigation*, (D.N.J.), Judge Bissell stated:

the Court knows the attorneys in the firms involved in this matter and they are highly experienced and highly skilled in matters of this kind. Moreover, in this case it showed. Those efforts were vigorous, imaginative and prompt in reaching the settlement of this matter with a minimal amount of discovery . . . So both skill and efficiency were brought to the table here by counsel, no doubt about that.

Likewise, Judge Hurley stated in connection with *In re Olsten Corporation Securities Litigation*, 97 CV-5056 (E.D.N.Y. Aug. 31, 2001),



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wherein a settlement fund of \$24.1 million was created: AThe quality of representation here I think has been excellent.@ Mr. Harwood was lead attorney in *Meritt v. Eckerd*, 86 Civ. 1222 (E.D.N.Y. May 30, 1986), where then Chief Judge Weinstein observed that counsel conducted the litigation with Aspeed and skill@ resulting in a settlement having a value Ain the order of \$20 Million Dollars.@ Mr. Harwood prosecuted the *Hoeniger v. Aylsworth* class action litigation in the United States District Court for the Western District of Texas (SA-86-CA-939), which resulted in a settlement fund of \$18 million and received favorable comment in the August 14, 1989 edition of *The Wall Street Journal* (AProspector Fund Finds Golden Touch in Class Action Suit@ p. 18, col. 1). Mr. Harwood served as co-lead counsel in *In Re Interco Incorporated Shareholders Litigation*, Consolidated C.A. No. 10111 (Delaware Chancery Court) (May 25, 1990), resulting in a settlement of \$18.5 million, where V.C. Berger found, AThis is a case that has an extensive record that establishes it was very hard fought. There were intense efforts made by plaintiffs= attorneys and those efforts bore very significant fruit in the face of serious questions as to ultimate success on the merits.@

Mr. Harwood served as lead counsel in *Morse v. McWhorter*, (Columbia/HCA Healthcare Securities Litigation) (M.D. Tenn.), in which a settlement fund of \$49.5 million was created for the benefit of the Class, as well as *In re Bank One Securities Litigation*, (N.D. Ill.), which resulted in the

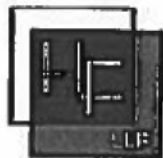


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creation of a \$45 million settlement fund. Mr. Harwood also served as co-lead counsel in *In re Safety-Kleen Corp. Stockholders Litigation*, (D.S.C.), which resulted in a settlement fund of \$44.5 million; *In re Laidlaw Stockholders Litigation*, (D.S.C.), which resulted in a settlement fund of \$24 million; *In re AIG ERISA Litigation*, (S.D.N.Y.), which resulted in a settlement fund of \$24.2 million; *In re JWP Inc. Securities Litigation*, (S.D.N.Y.), which resulted in a \$37 million settlement fund; *In re Oxford Health Plans, Inc. Derivative Litigation*, (S.D.N.Y.), which resulted in a settlement benefit of \$13.7 million and corporate therapeutics; and *In re UNUMProvident Corp. Securities Litigation*, (D. Me.), which resulted in the creation of settlement fund of \$45 million.

Joel C. Feffer, one of the senior members of the firm, was the partner supervising the litigation of *In re Home Shopping Network, Inc., Derivative Litigation*, (S.D. Fla.), which created a settlement benefit in excess of \$20 million, and *Edge Partners, L.P. v. Dockser, et al.*, (D. Md.), which created a settlement benefit in excess of \$11 million. In addition, Mr. Feffer was in charge of *Dornberger v. Metropolitan Life Insurance Company* in the Southern District of New York, which created a settlement benefit of more than \$20 million; the successful prosecution of the *Regeneron Pharmaceuticals, Inc. Securities Litigation* in the Southern District of New York, which created a settlement fund in excess of \$4 million; *Croyden Assoc. v. Tesoro Petroleum Corp., et al.*, (Del. Ch.), which



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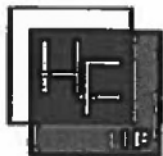
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created a settlement benefit of \$19.2 million on behalf of holders of preferred stock of Tesoro Petroleum Corp.; *In re Alliance Pharmaceutical Corp. Securities Litigation*, (S.D.N.Y.), which on the eve of trial created a settlement of \$4.75 million; and *Benjamin v. Carusona*, (E.D.N.Y.), wherein he successfully prosecuted an action on behalf of minority shareholders against majority shareholder management which resulted in a change of control of Gurney's Inn Resort & Spa Ltd.

Mr. Feffer graduated from Georgetown University Law Center in 1967 and specialized in corporate law and securities litigation. Mr. Feffer is a member of both the New York State and American Bar Associations.

Daniella Quitt, a member of the Firm, graduated from Fordham University School of Law in 1988, is a member of the Bar of the State of New York, and is also admitted to the United States District Courts for the Southern and Eastern Districts of New York and the United States Court of Appeals for the Second, Fifth and Ninth Circuits.

Ms. Quitt has played a significant role in numerous actions in which Harwood Feffer served as lead or co-lead counsel, wherein substantial benefits were conferred upon plaintiff shareholders, such as *In re Safety-Kleen Corp. Stockholders Litigation*, (D.S.C.) (settlement fund of \$44.5 million); *In re Laidlaw Stockholders Litigation*, (D.S.C.) (settlement fund of \$24 million); *In re UNUMProvident Corp. Securities Litigation*, (D. Me.) (settlement fund of \$45 million); *In re Harnischfeger Industries* (E.D. Wisc.)

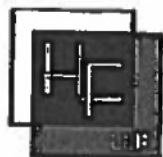


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(settlement fund of \$10.1 million); *In re Oxford Health Plans, Inc. Derivative Litigation*, (S.D.N.Y.) (settlement benefit of \$13.7 million and corporate therapeutics); *In re JWP Inc. Securities Litigation*, (S.D.N.Y.) (settlement fund of \$37 million); *In re Home Shopping Network, Inc., Derivative Litigation*, (S.D. Fla.) (settlement benefit in excess of \$20 million); *In re Graham-Field Health Products, Inc. Securities Litigation*, (S.D.N.Y.) (settlement fund of \$5.65 million); *Benjamin v. Carusona*, (E.D.N.Y.) (prosecuted action on behalf of minority shareholders which resulted in a change of control from majority-controlled management at Gurney's Inn Resort & Spa Ltd.); *In re Rexel Shareholder Litigation*, (Sup. Ct. N.Y. County) (settlement benefit in excess of \$38 million); and *Croyden Assoc. v. Tesoro Petroleum Corp., et al.*, (Del. Ch.) (settlement benefit of \$19.2 million).

In connection with the settlement of *Alessi v. Beracha*, (Del. Ch.), a class action brought on behalf of the former minority shareholders of Earthgrains, Chancellor Chandler commented: Al give credit where credit is due, Ms. Quitt. You did a good job and got a good result, and you should be proud of it.@

Prior to joining Harwood Feffer in May 1991, Ms. Quitt represented both plaintiffs and defendants in complex commercial litigation. Since her affiliation with Harwood Feffer, Ms. Quitt has focused her practice on shareholder rights and ERISA class actions but continues to handle general commercial and consumer litigation. Ms. Quitt serves as a



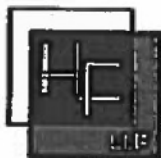
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member of the S.D.N.Y. ADR Panel and has been selected as a New York Metro Super Lawyer.

Matthew M. Houston, a member of the Firm, graduated from Boston University School of Law in 1988. Mr. Houston is an active member of the Bar of the State of New York and an inactive member of the bar for the Commonwealth of Massachusetts. Mr. Houston is also admitted to the United States District Courts for the Southern and Eastern Districts of New York and the District of Massachusetts, and the Second, Seventh, Ninth, and Eleventh Circuit Court of Appeals of the United States. Mr. Houston has been selected as a New York Metro Super Lawyer.

Mr. Houston has substantial courtroom experience involving complex actions in federal and state courts throughout the country. Mr. Houston was co-lead trial counsel in one the few ERISA class action cases taken to trial asserting breach of fiduciary duty claims against plan fiduciaries, *Brieger et al. v. Tellabs, Inc.*, No. 06-CV-01882 (N.D. Ill.), and has successfully prosecuted many ERISA actions, including *In re Royal Ahold N.V. Securities and ERISA Litigation*, Civil Action No. 1:03-md-01539. Mr. Houston has been one of the principal attorneys litigating claims in multi-district litigation concerning employment classification of pickup and delivery drivers and primarily responsible for prosecuting ERISA class claims; *In re FedEx Ground Package Inc. Employment Practices Litigation*, 3:05-MD-527 (MDL 1700). Mr. Houston recently presented argument



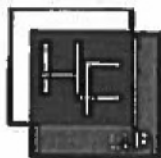
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before the Eleventh Circuit Court of Appeals on behalf of a class of Florida pickup and delivery drivers and represented the interests of a class of Nevada drivers employed by FedEx Ground. Mr. Houston also served as lead counsel in multi-district class litigation seeking to modify insurance claims handling practices; *In re UnumProvident Corp. ERISA Benefits Denial Actions*, 1:03-cv-1000 (MDL 1552).

In addition to numerous employment cases, Mr. Houston has litigated actions asserting breach of fiduciary duty in the context of mergers and acquisitions. Mr. Houston has been responsible for securing millions of dollars in additional compensation and structural benefits for shareholders of target companies: *In re Instinet Group, Inc. Shareholders Litigation*, C.A. No. 1289 (Delaware Court of Chancery); *Jasinover v. The Rouse Company*, Case No. 13-C-04-59594 (Maryland Circuit Court); *McLaughlin v. Household International, Inc.*, Case No. 02 CH 20683 (Illinois Circuit Court); *Sebesta v. The Quizno's Corporation*, Case No. 2001 CV 6281 (Colorado District Court); *Crandon Capital Partners v. Sanford M. Kimmel*, C.A. No. 14998 (Delaware Court of Chancery); and *Crandon Capital Partners v. Kimmel*, C.A. No. 14998 (J. Chandler) (Del. Ch. 1996) (settlement of an action on behalf of shareholders of Transnational Reinsurance Co. whereby acquiring company provided an additional \$10.4 million in merger);.

Mr. Houston has played a principal role in numerous derivative and class actions wherein substantial benefits were conferred upon plaintiffs:

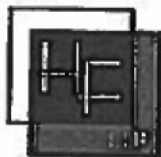


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Bangari v. Lesnik, No. 11 CH 41973 (Illinois Circuit Court, County of Cook) (settlement of claim resulting in payment of \$20 million to Career Education Corporation and implementation of extensive corporate governance reform); *In re Diamond Foods, Inc. Shareholder Litigation*, No. CGC-11-515895 (California Superior Court, County of San Francisco) (\$10.4 million in monetary relief including a \$5.4 million clawback of executive compensation and significant corporate governance reform); *Pace American Shareholder Litigation*, 94-92 TUC-RMB (securities fraud class action settlement resulting in a recovery of \$3.75 million); *In re Bay Financial Securities Litigation*, Master File No. 89-2377-DPW, (J. Woodlock) (D. Mass.) (settlement of action based upon federal securities law claims resulting in class recovery in excess of \$3.9 million); *Goldsmith v. Technology Solutions Company*, 92 C 4374 (J. Manning) (N.D. Ill. 1992) (recovery of \$4.6 million as a result of action alleging false and misleading statements regarding revenue recognition).

Samuel K. Rosen, a member of the Firm, graduated Princeton University in 1965 and *cum laude* from Harvard Law School in 1968. Mr. Rosen has had extensive experience in securities class action litigation, as well as complex corporate and commercial litigation. Mr. Rosen has also represented public and private companies in matters of general corporate concern.



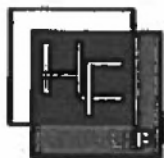
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In 1979, Mr. Rosen argued in the United States Supreme Court, and won, the landmark case, *Parklane Hosiery Co., Inc. v. Shore*, 439 U.S. 322 (1979). Mr. Rosen played a key role in the successful prosecution of *Morse v. McWhorter*, (M.D. Tenn.) (creation of a settlement fund of \$49.5 million on behalf of investors in Columbia/HCA Healthcare Corp.); *In re Olsten Corporation Securities Litigation*, (E.D.N.Y.) (creation of a settlement fund of \$24.1 million); and *Shanehchian v. Macy's, Inc.*, (S.D. Ohio) (creation of \$8.5 million settlement fund).

James G. Flynn, a member of the Firm, graduated *cum laude* from Fordham College in 1980 and *cum laude* from St. John's School of Law in 1988. Mr. Flynn is a member of the Bar of the State of New York and is also admitted to the United States District Courts for the Southern and Eastern Districts of New York and to the United States Court of Appeals for the Second and the Fifth Circuits.

Mr. Flynn has played a principal role in numerous class, derivative, and consumer actions wherein substantial benefits were conferred upon investors and consumers, such as *In re Executive Telecard, Ltd. Securities Litigation*, 94 Civ. 7846 (CLB) (S.D.N.Y.) (settlement benefit in cash and options of over \$4 million in Federal securities action); *In re Verizon Three Way Calling Litigation*, No. 603484-01 (Sup. Ct. N.Y. County) (class action settlement providing full refund of improper three way calling charges of up to \$2 million collected); *In re Graham-Field Health Products, Inc. Securities*



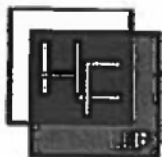
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Litigation, No. 98-CV-1923 (DRH) (E.D.N.Y.) (\$5,650,000 settlement of Federal securities class action); and *Geer v. Cox, et al.*, Case No. 01-2583-JAR (D. Kan.) (derivative settlement of \$2.5 million in class and derivative action).

Prior to joining Harwood Feffer, Mr. Flynn represented both plaintiffs and defendants in commercial and securities litigations and in class actions. Since his affiliation with Harwood Feffer in 1994, Mr. Flynn has focused his practice in the field of shareholder and consumer rights but continues to handle general and complex commercial litigation as well.

Peter W. Overs, Jr., Counsel to the Firm, was admitted to the New York Bar in 1994 and the U.S. District Court, Southern and Eastern Districts of New York in 1995. He is a graduate of St. John's University (J.D., 1993) and New York University (B.A., *magna cum laude*, Departmental Honors in Philosophy, 1990). Mr. Overs authored *A.U.S. v. Fagg: Stretching the Bounds of Privacy*, 66 St. Johns L. Rev. 1193 (1993). He is a member of the Association of the Bar, City of New York. Upon graduation from law school, Mr. Overs served as law clerk to the Honorable Paul J. Kelly, Jr., Circuit Judge, United States Court of Appeals for the Tenth Judicial Circuit. Prior to becoming an associate of the Firm, Mr. Overs represented both plaintiffs and defendants in antitrust and securities class actions, complex commercial litigation and federal appeals.



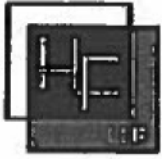
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Mr. Overs has played a significant role in the Firm's prosecution of employment misclassification and related Fair Labor Standards Act claims in *In re FedEx Ground Package System, Inc., Employment Practices Litigation*, MDL No. 1700 and *Reid, et al. vs. SuperShuttle Int'l, Inc., et al.*, Civ. No. 1:08-cv-04854-JG-VVP (E.D.N.Y.). Mr. Overs' practice also includes the prosecution of shareholder rights, consumer rights, securities fraud, antitrust and ERISA class actions.

Tanya Korkhov, an associate of the Firm, was admitted to the bar in 2006. Ms. Korkhov graduated from New York University with a Bachelor of Arts in English and American Literature. She received her J.D. from the Benjamin N. Cardozo School of Law in 2005, where as a member of the Securities Arbitration Clinic, she represented clients in securities-related matters. Ms. Korkhov represented Cardozo on a four-member team in the 2005 and 2004 annual Willem C. Vis International Commercial Arbitration Moot Competition held in Vienna, Austria. Ms. Korkhov is admitted to the United States District Courts for the Southern and Eastern Districts of New York.

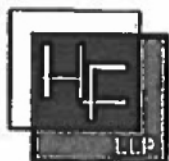
Benjamin I. Sachs-Michaels, an associate of the Firm, was admitted to the Bar of the State of New York in 2012. Mr. Sachs-Michaels served as a student law clerk of the Firm from 2009 until his graduation from law school. Prior to his employment by the Firm in 2009, Mr. Sachs-Michaels



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served as a judicial intern to Senior United States District Judge Thomas J. McAvoy in the United States District Court for the Northern District of New York.

Mr. Sachs-Michaels graduated from Pitzer College in Claremont, California in 2005. He received his J.D. from the Benjamin N. Cardozo School of Law in 2011, where he was a member of the Cardozo Journal of Conflict Resolution and authored a student note, *The Demise of Class Actions Will Not Be Televised*, 12 CARDOZO J. CONFLICT RESOL. 665 (2010). In 2010, Mr. Sachs-Michaels completed the Heyman Center Program on Corporate Governance at Oxford University.



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Joshua D. Glatter, a former associate at the Firm, graduated with academic distinction from the State University of New York at Binghamton in 1991. He received his J.D. from the University of Pennsylvania Law School. Mr. Glatter is a member of the Bar of the State of New York and is also admitted to the United States District Courts for the Southern and Eastern Districts of New York. Following his law school graduation, Mr. Glatter served as a law clerk to the Honorable Tina L. Brozman, former chief Judge for the United States Bankruptcy Court for the Southern District of New York. After his clerkship, and prior to joining the Firm, Mr. Glatter represented both plaintiffs and defendants in a variety of complex commercial, securities, class action and white collar criminal litigation.

Exhibit 30

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

IN RE MERCK & CO., INC., SECURITIES,
DERIVATIVE & "ERISA" LITIGATION

MDL No. 1658 (SRC)

THIS DOCUMENT RELATES TO: THE CONSOLIDATED
SECURITIES ACTION

Case No. 3:05-CV-01151 (SRC) (CL W)

Case No. 3:05-CV-02367 (SRC) (CL W)

**AFFIDAVIT OF MUCH SHELIST, P.C. IN SUPPORT OF PLAINTIFFS' COUNSEL'S
APPLICATION FOR PAYMENT OF ATTORNEYS' FEES AND
REIMBURSEMENT OF LITIGATION EXPENSES**

I, Steven Schwartz, declare as follows:

1. I am a principal of Much Shelist, P.C. ("Much Shelist"). I submit this declaration in support of the Plaintiffs' Counsel's Application for payment of Attorneys' Fees and Reimbursement of Litigation Expenses.

2. My firm represents Robert Edwin Burns, Joseph L. Goldman, Leon Braeckeveldt on behalf of Jan Charles Finance S.A., Martin Mason, Frank H. Saccone, Joe Savarese and Charlotte Savarese individually as named plaintiffs in a consolidated class action initially filed in the U.S. District Court, Eastern District of Louisiana.

3. During the course of this litigation, my firm has been involved in various aspects of the case including drafting and filing securities fraud complaint and reviewing and filing pleadings in Multi-District Litigation ("MDL") matters, conducting legal research and investigations, participating in conferences regarding legal strategy and court hearings, reviewing and analyzing supporting documents for damage and investment calculations, reviewing and

responding to various motions to transfer, requesting extensions with supplemental filings, drafting memoranda and motions to strike and dismiss.

4. The schedule attached as Exhibit A, and incorporated herein, is a detailed summary of the amount of time spent by my firm's partners, attorneys and professional support staff who were involved in this litigation. The lodestar calculation is based on my firm's current billing rates. Exhibit A was prepared from contemporaneous time records regularly prepared and maintained by my firm. The hourly rates for my firm's partners, attorneys and professional support staff included in Exhibit A are the usual and customary hourly rates charged for their services in similar complex class actions.

5. The total number of hours expended on this litigation by my firm from inception through March 1, 2016 is 418.50 hours. The total lodestar for my firm is \$ 152,216.00.

6. My firm's lodestar is based on the firm's billing rates, which do not include charges for expense items. Expense items are billed separately and are not duplicated in my firm's lodestar.

7. My firm expended a total of \$7,963.25 in unreimbursed expenses necessary in connection with the prosecution of this litigation. These expenses are described in Exhibit B, which is attached hereto and incorporated herein.

8. The expenses my firm incurred in litigating this action are reflected in the books and records of my firm. These books and records are prepared from expense vouchers, receipts, check records and other source materials and accurately reflect the expenses incurred.

I declare and certify that the time and expenses previously submitted are true and accurate in all respects.

Executed this 18th day of March, 2016 at the law offices of Much Shelist located at 191 North Wacker Drive, Suite 1800, Chicago, IL 60606.



Steven Schwartz

EXHIBIT 1

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
MDL No. 1658 (SRC)
Civil Action No. 05-1151 (SRC)
Civil Action No. 05-2367 (SRC)
[This Document Relates To: The Consolidated Securities Action]

MUCH SHELIST, P.C.

TIME REPORT

Inception through February 15, 2016

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Carol V. Gilden	132.50	\$535.00	\$70,887.50
Melinda J. Morales	1.00	\$470.00	\$470.00
Christopher Stuart	6.50	\$460.00	\$2,990.00
Associates			
Katrina Blumenkrants	46.00	\$315.00	\$14,490.00
Conor R. Crowley	48.40	\$365.00	\$17,666.00
Michael E. Moskovitz	26.60	\$415.00	\$11,039.00
Staff Attorneys			
Kendalle A. Jacobson	1.90	\$245.00	\$465.50
Paralegals			
Christine M. Ceja	10.30	\$245.00	\$2,266.00
Garyl L. Krugh	144.50	\$220.00	\$31,790.00
John M. Sigerson	.80	\$190.00	\$152.00
Litigation Support			
TOTALS	418.50		\$152,216.00

EXHIBIT 2

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
MDL No. 1658 (SRC)
Civil Action No. 05-1151 (SRC)
Civil Action No. 05-2367 (SRC)
[This Document Relates To: The Consolidated Securities Action]

MUCH SHELIST, P.C.

EXPENSE REPORT

CATEGORY	AMOUNT
Court Fees	\$150.00
On-Line Legal Research	\$3,562.65
Telephone/Faxes	\$270.77
Postage & Express Mail	\$1,123.62
Local Transportation	\$9.40
Internal Copying	\$2,261.25
Outside Copying	\$579.80
Working Meals	\$5.76
TOTAL EXPENSES:	\$7,963.25

#979954

Exhibit 3P

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE MERCK & CO., INC., SECURITIES,
DERIVATIVE & "ERISA" LITIGATION

MDL No. 1658 (SRC)

THIS DOCUMENT RELATES TO:
THE CONSOLIDATED SECURITIES CLASS ACTION

Case No. 3:05-CV-1151 (SRC) (CLW)
Case No. 3:05-CV-2367 (SRC) (CLW)

**DECLARATION OF KLARI NEUWELT IN SUPPORT OF MOTION FOR AN AWARD
OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES
FILED ON BEHALF OF LAW OFFICE OF KLARI NEUWELT**

I, Klari Neuwelt, declare as follows:

1. I am the principal of the law firm of Law Office of Klari Neuwelt. I submit this declaration in support of our firm's application for an award of attorneys' fees in connection with services rendered in the action, as well as for reimbursement of expenses incurred in connection with the action. I have personal knowledge of the matters set forth in this declaration and, if called upon, I could and would testify competently thereto.
2. My firm's personal client in this matter was Dr. Naomi Raphael, for whom my firm filed a class action complaint. As the case proceeded, my firm did substantial work at the request on behalf of the Class at the request of Co-Lead Counsel.
3. On numerous occasions I provided information about Dr. Raphael and her Merck transactions as requested by Co-lead Counsel, both in connection with the first consolidated complaint filed in the District of New Jersey and with regard to potential discovery requests directed to all plaintiffs. Dr. Raphael was listed as one of the plaintiffs on the first consolidated complaint, and, per the request of Co-Lead counsel, I arranged for her to review it and to provide relevant materials regarding her purchase of Merck stock. Co-lead Counsel also sent to me a

variety of other materials from time to time for comment or other input by me and/or Dr. Raphael. Also, at the request of Co-Lead Counsel, I provided to them, among other things, extensive comments on the draft first consolidated complaint.

4. In addition, I was asked by Co-lead Counsel to perform three substantial, unique research assignments, and did so. The first was a memo dated April 5, 2005 about the newly-assigned District of New Jersey trial judge and his prior opinions on relevant topics. The second was a memo dated April 14, 2015 about Third Circuit law on Fed. R. Civ. P. Rule 9(b), *scienter* and loss causation. The third was a draft section dated October 24, 2005 of the plaintiffs' brief opposing dismissal of their Section 20A claim. This last assignment involved a fair amount of back and forth with Co-lead Counsel about the specifics of the purchase dates, etc. of the numerous named plaintiffs (not just the Lead Plaintiffs) and related matters, and a lot of factual analysis. I also, at the request of Co-Lead counsel, provided extensive written comments about the draft opposing brief on the motion to dismiss as a whole. Also, I corresponded from time to time with various Co-Lead Counsel about relevant new decisions issued by federal courts.

5. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by attorneys and professional support staff employees of my firm who were involved in this action, and the lodestar calculation for those individuals based on my firm's first-quarter 2016 billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm.

6. Time expended on the action after February 15, 2016, has not been included in this request. In addition, any time related to the application for fees and reimbursement of expenses has been excluded.

7. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

8. The total number of hours reflected in Exhibit 1 from inception through and including February 15, 2016, is 192.10. The total lodestar reflected in Exhibit 1 for that period is \$111,332.50, consisting of \$111,332.50 for attorneys' time, with no professional support staff time.

9. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately, and such charges are not duplicated in my firm's billing rates.

10. As detailed in Exhibit 2, my firm is seeking reimbursement for a total of \$103.43 in expenses incurred in connection with the prosecution of this action.

11. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

12. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were involved in this action.

I declare, under penalty of perjury, that the foregoing facts are true and correct. Executed at New York, NY on April 21, 2016.

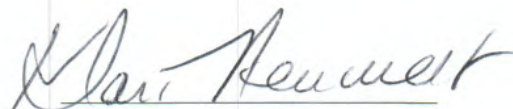
A handwritten signature in cursive script, appearing to read "Alan Bennett", written in black ink on a white background.

EXHIBIT 1

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
 MDL No. 1658 (SRC)
 Civil Action No. 05-1151 (SRC)
 Civil Action No. 05-2367 (SRC)
 [This Document Relates To: The Consolidated Securities Action]

LAW OFFICE OF KLARI NEUWELT

TIME REPORT

Inception through February 15, 2016

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Klari Neuwelt	163.00	\$625	\$101,875.00
Of Counsel			
Senior Counsel			
Associates			
Daniel Kosove	29.10	\$325	\$9457.50
Staff Attorneys			
Paralegals			
Litigation Support			
TOTALS	192.10		\$111,332.50

EXHIBIT 2

In Re Merck & Co. Securities, Derivative & "ERISA" Litigation
MDL No. 1658 (SRC)
Civil Action No. 05-1151 (SRC)
Civil Action No. 05-2367 (SRC)
[This Document Relates To: The Consolidated Securities Action]

LAW OFFICE OF KLARI NEUWEELT

EXPENSE REPORT

CATEGORY	AMOUNT
Telephone/Faxes	\$23.30
Postage & Express Mail	\$23.28
Local Transportation	\$8.25
Internal Copying	\$27.45
Working Meals	\$21.15
TOTAL EXPENSES:	\$103.43

EXHIBIT 3

LAW OFFICE OF KLARI NEUWELT

Klari Neuwelt is the principal in Law Office of Klari Neuwelt. She has been engaged in litigating securities class and derivative actions, antitrust actions and similar matters since 1979.

Ms. Neuwelt is a 1971 graduate of Yale Law School, where she was on the Board of Directors of the Yale Moot Court of Appeals, runner-up in the Harlan Fiske Stone Prize Argument, and semi-finalist in the Benjamin Cardozo Brief Competition. She graduated in 1968 from Brandeis University, *magna cum laude* and Phi Beta Kappa, majoring in history, with secondary concentrations in economics and linguistics.

Following law school and a clerkship with the Superior Court of the Commonwealth of Massachusetts, Ms. Neuwelt worked as a staff attorney in public interest programs until 1975. She then joined a small private firm where her practice consisted primarily of complex litigation in the state and federal courts.

In 1979 Ms. Neuwelt joined Wolf Popper Ross Wolf & Jones (now Wolf Popper LLP), a nationally known firm specializing in shareholder litigation. She became a partner there in 1982 and was a senior partner at the time she left Wolf Popper to form her own firm, Law Office of Klari Neuwelt, on January 1, 1993.

Law Office of Klari Neuwelt concentrates in shareholder class and derivative actions, as well as other complex litigation, such as antitrust. The firm has been Co-Lead Counsel, or one of plaintiffs' participating counsel, in dozens of securities, antitrust and other complex class actions and in shareholder derivative actions in federal and state courts.

The firm was, for instance, very involved as one of plaintiffs' counsel in the landmark

litigation In re IPO Securities Litigation. It was one of six law firms approved by the Court to assist Co-Lead Counsel in the massive document review in the prosecution of In re WorldCom Securities Litigation, settled for a multi-billion dollar recovery.

Daniel Kosove is a *magna cum laude* graduate of Duke University. He received his J.D. degree *cum laude* from the University of Michigan Law School. Among other things, he has worked on numerous research and document review projects in securities and other class actions for Law Office of Klari Neuwelt.