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

<p>IN RE MERCK & CO., INC. SECURITIES, DERIVATIVE & "ERISA" LITIGATION</p>	<p>MDL No. 1658 (SRC) Civil Action No. 05-1151 (SRC) (CLW) Civil Action No. 05-2367 (SRC) (CLW)</p>
<p>THIS DOCUMENT RELATES TO: THE CONSOLIDATED SECURITIES ACTION</p>	<p>NOTICE OF LEAD PLAINTIFF THE PUBLIC EMPLOYEES' RETIREMENT SYSTEM OF MISSISSIPPI'S MOTION FOR REIMBURSEMENT OF COSTS AND EXPENSES</p>

TO: All Persons on ECF service list

PLEASE TAKE NOTICE that, on June 28, 2016 at 10:00 a.m., Lead Plaintiff the Public Employees' Retirement System of Mississippi ("Miss. PERS") shall move before the Hon. Stanley R. Chesler, U.S.D.J., at the United States Post Office and Courthouse Building, Newark, New Jersey 07101, for entry of an Order, pursuant to the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4), awarding Miss. PERS the reasonable costs and expenses it incurred in representing the Settlement Class in the amount of \$98,712.50.

The undersigned intend to rely upon the annexed Memorandum of Law and the Declaration of George W. Neville in Support of the Mississippi Public Employees' Retirement System's

Application for Reimbursement of its Litigation Expenses. A proposed Order granting the requested relief is annexed hereto.

Dated: April 29, 2016

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By: /s/ James E. Cecchi
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#982228

**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)
Civil Action No. 05-2367 (SRC)

THIS DOCUMENT RELATES TO: THE
CONSOLIDATED SECURITIES ACTION

**MEMORANDUM OF LAW IN SUPPORT OF LEAD PLAINTIFF THE PUBLIC
EMPLOYEES' RETIREMENT SYSTEM OF MISSISSIPPI'S
MOTION FOR REIMBURSEMENT OF COSTS AND EXPENSES**

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Court-appointed Lead Plaintiff the Public Employees' Retirement System of Mississippi ("Miss. PERS") respectfully submits this memorandum in support of its motion for reimbursement of the reasonable costs and expenses it incurred in representing the Settlement Class in this complex, highly-disputed and long-running securities class action.¹ As demonstrated below, the \$98,712.50 sought by Miss. PERS is reasonable in amount, is based on time spent in connection with its representation of the Class, and is authorized by the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4) (the "PSLRA"). Consequently, the Court should grant Miss. PERS' motion.

I. INTRODUCTION

On January 25, 2007, the Court appointed Miss. PERS as a Lead Plaintiff in this litigation. Since that time, Miss. PERS has been actively involved in this Action, fully discharged its responsibilities as Lead Plaintiff, and was instrumental in achieving the combined \$1.062 billion all cash Settlement. Indeed, in the course of fulfilling its responsibilities as a Lead Plaintiff over the last nine years, Miss. PERS has, among other things:

- Been integrally involved in making all major strategy decisions in the case;
- Reviewed and, where appropriate, commented on Co-Lead Counsel's submissions;
- Attended every major hearing on substantive matters, including the oral arguments on Lead Plaintiffs' appeal to the U.S. Court of Appeals for the Third Circuit, the oral argument on Defendants' appeal to the U.S. Supreme Court, and the argument before the District Court on Defendants' renewed motions to dismiss;
- Engaged in numerous discussions with Co-Lead Counsel during discovery regarding such issues as the scope and contents of Merck's document production, the results of depositions taken by Co-Lead Counsel, and actual and contemplated motions to compel;

¹ Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the February 8, 2016 Stipulation and Agreement of Settlement (the "Stipulation") (ECF 949-2).

- Engaged in extensive discussions with Co-Lead Counsel regarding Defendants’ document requests and interrogatories propounded upon Miss. PERS, and the appropriate responses to those discovery requests;
- Gathered and produced documents responsive to the Defendants’ documents requests;
- Prepared for, and produced two witnesses for, deposition;
- Been extensively involved in all aspects of the mediation and settlement of this Action, including reviewing and commenting on mediation submissions to the mediator, Judge Layn R. Phillips;
- Attended two mediations and a settlement conference with the Court and participated in many telephonic and in person mediation strategy sessions; and
- Reviewed and approved the term sheet and Stipulation and Agreement of Settlement pursuant to which the Action was settled.

See Declaration of George W. Neville in Support of the Mississippi Public Employees’ Retirement System’s Application for Reimbursement of its Litigation Expenses, ¶¶ 3-10, filed concurrently herewith (“Neville Declaration” or “Neville Decl.”).

In short, Miss. PERS provided significant leadership and assistance in this case, and its employees spent substantial amounts of time in support of the litigation that would otherwise have been dedicated to regular employment activities, all in an effort to ensure that the claims of the Settlement Class were effectively prosecuted. For these reasons, and those discussed below, Miss. PERS respectfully requests that the Court grant its application for reimbursement of the time spent working on this litigation in the amount of \$98,712.50.

II. ARGUMENT

A. The PSLRA, Case Law and Public Policy All Support Miss. PERS’ Application

The PSLRA provides, in pertinent part, that, although lead plaintiffs must share the recovery in the same proportion as all other members of the class, nothing “shall be construed to

limit the award of reasonable costs and expenses (including lost wages) directly relating to the representation of the class to any representative party serving on behalf of the class,” where appropriate. 15 U.S.C. § 78u-4(a)(4). In fact, Congress specifically acknowledged that lead plaintiffs and other class representatives *should* be reimbursed. H.R. Conf. Rep. No. 369, 104th Cong., 1st Sess. 35 (1995) (“The Conference Committee recognized that lead plaintiffs should be reimbursed for reasonable costs and expenses associated with service as lead plaintiff, including lost wages, and grants the courts discretion to award fees accordingly.”). The reasoning behind permitting lead plaintiffs reimbursement for services rendered was made clear in the congressional record: “[t]hese provisions are intended to increase the likelihood that parties with significant holdings in issuers, whose interests are more strongly aligned with the class of shareholders, will participate in the litigation and exercise control over the selection and actions of plaintiffs’ counsel.” H.R. Conf. Rep. No. 369, 104th Cong., 1st Sess. 32 (1995); *see also Varljen v. H.J. Meyers & Co., Inc.*, 2000 WL 1683656, at *5 n.2 (S.D.N.Y. Nov. 8, 2000) (“Pursuant to 15 U.S.C. § 78u-4(a)(4), I have approved this award in principle as it encourages participation of plaintiffs in the active supervision of their counsel.”).

Given this history, it is not surprising that courts routinely make such PSLRA awards where appropriate. *See In re Am. Int’l Grp., Inc. Sec. Litig.*, 2012 WL 345509, at *6 (S.D.N.Y. Feb. 2, 2012) (such awards “reimburse the named plaintiffs for expenses incurred through their involvement with the action and lost wages,” and “provide an incentive for such plaintiffs to remain involved in the litigation and to incur such expenses in the first place”); *In re Royal Dutch/Shell Transp. Sec. Litig.*, 2008 WL 9447623, at *29 (D.N.J. Dec. 9, 2008) (awarding “\$150,000 to Lead Plaintiffs [Pennsylvania State Employees’ Retirement System and the Pennsylvania Public School Employees’ Retirement System] to compensate them for their

reasonable costs and expenses directly relating to their representation of the Class pursuant to 15 U.S.C. § 78u-4(a)(4)"); *In re Par Pharm. Sec. Litig.*, 2013 WL 3930091, at *11 (D.N.J. July 29, 2013) (\$18,000 award made to lead plaintiff in PSLRA case based on time and effort devoted to the case).²

Moreover, the Court should consider not only the efforts of Miss. PERS in pursuing claims, but also the important policy of fostering the enforcement of the federal securities laws by compensating representative plaintiffs who have been instrumental in obtaining recoveries on behalf of persons other than themselves. Such enforcement is vital because it is often the only method by which small shareholders can obtain redress for violations of their rights. *See Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, 551 U.S. 308, 313 (2007) ("This Court has long recognized that meritorious private actions to enforce federal antifraud securities laws are an essential supplement to criminal prosecutions and civil enforcement actions brought, respectively, by the Department of Justice and the Securities and Exchange Commission."). If there were no individual shareholders willing to step forward and pursue a claim on behalf of fellow investors, countless violations of law would go unprosecuted. The requested award is, therefore, supported by the PSLRA, case law and good public policy.

² See also *In re Bank of Am. Corp. Sec., Derivative & ERISA Litig.*, 772 F.3d 125, 132-33 (2d Cir. 2014) (affirming total awards of \$453,000 to five representative plaintiffs under the PSLRA based on the time that their employees had dedicated to that action); *In re Marsh & McLennan Cos. Inc. Sec. Litig.*, 2009 WL 5178546, at *21 (S.D.N.Y. Dec. 23, 2009) (awarding combined \$214,657 to two institutional lead plaintiffs); *In re Flag Telecom Holdings, Ltd. Sec. Litig.*, 2010 WL 4537550, at *31 (S.D.N.Y. Nov. 8, 2010) (approving award of \$100,000 to Lead Plaintiff for time spent on the litigation).

B. The Court Should Grant Miss. PERS' Request for Reimbursement of Time and Expenses in Toto

The amount of time and effort devoted to this Action by Lead Plaintiff Miss. PERS is detailed in the Neville Declaration, and the risks and complexities of the Action are detailed in the Joint Declaration submitted in support of final approval of the settlement, also filed with the Court today. As set forth in the Neville Declaration, personnel working for Miss. PERS or the Attorney General's Office for the State of Mississippi devoted 430 hours to the Action, at rates ranging from \$75-\$275 per hour. *See* Neville Decl. ¶¶ 11-12. This was time they would have expected to spend on work for Miss. PERS or for the State of Mississippi. *Id.* ¶ 11. The hours are eminently reasonable given the amount of work Miss. PERS performed on behalf of the Settlement Class over approximately nine years of litigation, and the rates are each person's "normal hourly rate."³ *Id.* As such, this time is fully compensable under the PSLRA. *See In re Gilat Satellite Networks, Ltd.*, 2007 WL 2743675, at *19 (E.D.N.Y. Sept. 18, 2007) (granting PSLRA awards where, as here, "the tasks undertaken by employees of Lead Plaintiffs reduced the amount of time those employees would have spent on other work and these tasks and rates appear reasonable to the furtherance of the litigation").

For the foregoing reasons, Lead Plaintiff Miss. PERS respectfully submits that its request for a PSLRA award in the amount of \$98,712.50 is reasonable and should be granted in full.

III. CONCLUSION

Without question, Miss. PERS has faithfully fulfilled its duties under the PSLRA and, in doing so, has helped to effectuate the policies underlying the federal securities laws, benefitted the

³ By contrast, Lead Plaintiff Richard Reynolds, also represented by Lead Counsel Bernstein Litowitz Berger & Grossmann LLP, is a retiree who has no current hourly rate for which to utilize as a basis for seeking reimbursement for the hours he has spent on behalf of the class in this case, and Mr. Reynolds is accordingly not seeking a reimbursement award.

Settlement Class, and helped to achieve an outstanding settlement. Accordingly, the Court should award Miss. PERS reimbursement for the time it spent working on behalf of the Settlement Class.

Dated: April 29, 2016

Respectfully submitted,

CARELLA, BYRNE, CECCHI,
OLSTEIN, BRODY & AGNELLO
*Liaison Counsel for Lead Plaintiffs and the
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By: /s/ James E. Cecchi
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**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 GEORGE W. NEVILLE IN SUPPORT OF THE
MISSISSIPPI PUBLIC EMPLOYEES' RETIREMENT SYSTEM'S APPLICATION FOR
REIMBURSEMENT OF ITS LITIGATION EXPENSES**

I, GEORGE W. NEVILLE, Special Assistant Attorney General for the State of Mississippi and legal counsel to the Mississippi Public Employees' Retirement System ("Miss. PERS"), pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a duly authorized representative of Miss. PERS, a Court-appointed Co-Lead Plaintiff in this securities class action. I submit this declaration in support of Miss. PERS' application for reimbursement for the time it spent in the prosecution of this litigation. I have personal knowledge of matters related to Miss. PERS, and any other matters set forth in this declaration, having been directly involved in the prosecution, mediation and settlement of this action, and I could and would testify competently thereto.

I. BACKGROUND

2. Co-Lead Plaintiff Miss. PERS is a public pension system organized for the benefit of the current and retired non-federal public employees of the state of Mississippi. Miss. PERS has total assets of approximately \$23.99 billion, with 157,948 members and 101,409 retirees and beneficiaries. On January 25, 2007, the Court appointed Miss. PERS as a Lead Plaintiff for this

litigation.

3. Miss. PERS, through the active and continuous involvement of myself and others, monitors its activities in the securities class actions in which it has been appointed to serve as lead plaintiff. In this litigation, I was assisted by the following people in the Attorney General's Office: (1) Geoffrey Morgan, Chief of Staff for the Attorney General for the State of Mississippi, licensed to practice for forty years, who reviewed legal developments and case strategy in the action and submitted Declarations to the Court in Support of Miss. PERS' arguments during the action; (2) Jacqueline Ray, Special Assistant Attorney General, licensed to practice for fifteen years, who participated in case strategy including, mediation-related meetings and discussions; and (3) S. Martin Millette, III, Special Assistant Attorney General, Executive Counsel, licensed to practice for nine years, who reviewed legal pleadings, participated in case strategy and attended the October 13, 2014 mediation session. I have been licensed to practice for thirty years. Furthermore, the following people from the Public Employees' Retirement System assisted in the prosecution of this litigation: (1) Lorrie S. Tingle, the Chief Investment Officer for Miss. PERS, who assisted in responding to discovery propounded on Miss. PERS, and sat for a deposition in connection with Lead Plaintiff's class certification motion; (2) Jane Mapp, Special Assistant Attorney General for Miss. PERS, licensed to practice for twenty-three years, who assisted in responding to Defendants discovery requests on behalf of Miss. PERS; and (3) Elaine Kyzar, Investment Division for Miss. PERS, who assisted in Miss. PERS' production of documents.

II. WORK PERFORMED IN PROSECUTING THE LITIGATION

A. Strategy, Case Management and Communications

4. From the inception of our involvement in this case to present, people from the

Mississippi Attorney General's Office ("AG's office") have been integrally involved in making strategy decisions in prosecuting this litigation. I, and others from the AG's office, engaged in regular communications with Class Counsel to talk about the theories of the case and developments in the litigation as they occurred, including Orders from the Court, and the best ways to manage and prosecute the litigation going forward. The AG's office was involved in discussions regarding all major strategy decisions in the case, including, for example, Miss. PERS' decision to intervene in the action, how to best approach the appeal of the District Court's dismissal of the case to the U.S. Court of Appeals for the Third Circuit, litigation strategy at the U.S. Supreme Court after Defendants appealed Plaintiffs' victory at the Third Circuit, and the timing and form of settlement discussions.

B. Pleadings and Hearings

5. Prior to the filing of major pleadings in this case, the AG's office would receive, review, and, where appropriate, edit drafts of such pleading as well as declarations in support thereof. We also reviewed and commented on Defendants' various responses to the pleadings, as well as the Court's decisions on critical motions. A representative from the AG's office has additionally attended every major hearing on substantive matters in this case, including the oral arguments on Plaintiffs' appeal to the Third Circuit, the oral argument on Defendants' appeal to the U.S. Supreme Court, and the argument before the District Court on Defendants' renewed motions to dismiss.

C. Discovery

6. The AG's office engaged in numerous discussions with Class Counsel during discovery in this case regarding such issues as the scope and size of Merck's document production, the results of depositions taken by Class Counsel, and actual and contemplated

motions to compel.

D. Class Certification and Discovery of Miss. PERS

7. I and Lorrie Tingle engaged in extensive discussions with Class Counsel regarding the document requests and interrogatories propounded upon Miss. PERS, and the appropriate responses to those discovery requests. I and Lorrie reviewed the responses, and verified that such responses were accurate. In addition, Ms. Tingle and others at Miss. PERS gathered and produced documents responsive to the Defendants' documents requests, primarily under the supervision and with the assistance of Class Counsel. Moreover, Ms. Tingle and I were deposed in connection with the motion to certify the Class and participated in phone calls and meetings to prepare for that testimony.

E. Mediation and Settlement-Related Matters

8. Ms. Ray, Mr. Millette and I were extensively involved in all aspects of the mediation and settlement of this action, and we reviewed and commented on mediation submissions to Judge Phillips. We believe that our involvement in the numerous mediation sessions and settlement-related Court conferences in this case was an integral and necessary part of our prosecution of the litigation and representation of the class. We believe our participation was not only necessary and instrumental in obtaining a fair and appropriate settlement, but our experience in over forty class action mediation sessions provided the expertise needed to assist in the development of this particular proposal.

9. I attended the Court's in-person settlement conference on September 30, 2013. Ms. Ray and I attended the pre-mediation strategy meeting with Class Counsel in New York on October 8, 2014. Mr. Millette and I also attended the day-long mediation session with Judge

Phillips on October 13, 2014. I also attended the mediation that occurred with Judge Phillips on September 11, 2015. Thereafter, on December 15, 2015, I met with Class Counsel in New York to discuss the status of the case and the attempts to reach a final settlement, and shortly thereafter, the parties signed the term sheet settling the action on December 17, 2015.

10. There were many conversations between Class Counsel and the Defendants between the mediation sessions. We remained in constant contact with Class Counsel as those conversations and discussions were occurring.

III. TIME INCURRED IN PROSECUTING THE LITIGATION

11. I have spent a total of 237.0 hours supervising and participating in this litigation as set forth below. I am a Special Assistant Attorney General for the State of Mississippi, and my normal hourly rate is \$250. The time that I spent on this litigation was time that I otherwise would have expected to spend on billable work for the State of Mississippi. Mr. Morgan has spent 28.75 hours actively participating in this litigation. Mr. Morgan is the Chief of Staff of the Attorney General's Office for the State of Mississippi, and his normal hourly rate is \$275. The time that Mr. Morgan spent on this litigation was time that he otherwise would have expected to spend on billable work for the State of Mississippi. Ms. Ray has spent 38.25 hours actively participating in this litigation. Ms. Ray is a Special Assistant Attorney General for the State of Mississippi, and her normal hourly rate is \$225. The time that Ms. Ray spent on this litigation was time that she otherwise would have expected to spend on billable work for the State of Mississippi. Mr. Millette spent a total of 39.0 hours actively participating in this litigation. Mr. Millette is Special Assistant Attorney General for the State of Mississippi, and his normal hourly rate is \$200. The time that Mr. Millette spent on this litigation was time that he otherwise would have expected to spend on billable work for the State of Mississippi. Ms. Tingle has spent 45.0

hours actively participating in this litigation. Ms. Tingle's normal hourly rate as Chief Investment Officer for Miss. PERS is \$150. The time that Ms. Tingle spent on this litigation was time that she otherwise would have expected to spend on work for Miss. PERS. Ms. Mapp has spent 35.0 hours actively participating in this litigation. Ms. Mapp is a Special Assistant Attorney General assigned to assist in matters relating to Miss. PERS, and her normal hourly rate is \$225. The time that Ms. Mapp spent on this litigation was time that she otherwise would have expected to spend on billable work for Miss. PERS. Ms. Kyzar has spent 7.0 hours actively participating in this litigation. Ms. Kyzar works in the Investment Division at Miss. PERS, and her normal hourly rate is \$75. The time that Ms. Kyzar spent on this litigation was time that she otherwise would have expected to spend on work for Miss. PERS.

12. Based on the foregoing, the amounts of attorney and professional time spent by personnel from the AG's office and Miss. PERS are set forth below:

Name	Amount
George Neville	\$59,250.00
Geoffrey Morgan	\$7,906.25
Jacqueline Ray	\$8,606.25
S. Martin Millette, III	\$7,800.00
Lorrie S. Tingle	\$6,750.00
Jane Mapp	\$7,875.00
Elaine Kyzar	\$525.00
Total	\$98,712.50

13. Miss. PERS is very familiar with securities class action litigation as it has experience serving as court-appointed lead plaintiff in several securities class actions, including, for example, *In re Schering-Plough Corp./ENHANCE Sec. Litig.*, No. 08-cv-397 (D.N.J.), *In re Maxim Integrated Products, Inc. Sec. Litig.*, Case No. C-08-00832 (N.D. Cal.), and *In re Bear Stearns Mortgage Pass-Through Certificates Litig.*, Case No. 08 Civ. 8093 (S.D.N.Y.). Based on its experience in this type of litigation, and its active participation in the prosecution of this action, Miss. PERS was able to capably oversee the prosecution of this case as well as the ultimate settlement of the action.

14. During the Settlement Class Period, Miss. PERS purchased 1,346,839 shares of Merck & Co. Inc. (“Merck”) common stock. Miss. PERS suffered substantial losses as a result of the fraud alleged in this action. Therefore, Miss. PERS was highly motivated, and viewed it as part of its fiduciary duties as a lead plaintiff, to ensure that the recovery was maximized to the greatest extent possible in light of the risks and circumstances of the case.

15. Before seeking appointment as lead plaintiff in this action, Miss. PERS communicated with Lead Counsel to evaluate the most appropriate course of action for Miss. PERS. In particular, Miss. PERS considered, internally and with Lead Counsel, among other things: (a) the amount of losses it sustained on its Class Period purchases of Merck common stock; (b) Merck’s alleged fraudulent conduct; and (c) the legal and procedural issues involved in prosecuting the action.

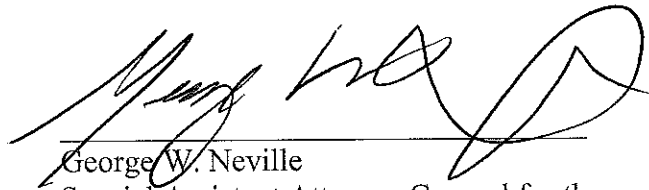
17. Lead Plaintiff understands that Section 27(a)(4) of the PSLRA permits representative plaintiffs to recover “reasonable costs and expenses (including lost wages) directly relating to the representation of the Class” As referenced above, Lead Plaintiff devoted many hours to performing its role as lead plaintiff. This time is reflected in notes kept

throughout the course of this action and/or time records kept by counsel. I respectfully request that this Court approve the request for Miss. PERS to be reimbursed for the time it spent in the prosecution of this litigation. The total amount sought as reimbursement for Miss. PERS is \$98,712.50.

18. Accordingly, I respectfully request that the Court approve Miss. PERS' request to be reimbursed for the time spent prosecuting this action.

I declare, under penalty of perjury, that the foregoing facts are true and correct.

Executed on March 4, 2016.



George W. Neville
Special Assistant Attorney General for the
State of Mississippi

**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 CONSOLIDATED SECURITIES ACTION	

**[PROPOSED] ORDER GRANTING
THE PUBLIC EMPLOYEES’ RETIREMENT SYSTEM OF MISSISSIPPI’S
MOTION FOR REIMBURSEMENT OF COSTS AND EXPENSES**

WHEREAS, Lead Plaintiffs’ claims in this case arise from Sections 10(b), 20(a) and 20(A) of the Securities Exchange Act of 1934;

WHEREAS, the Court appointed the Public Employees’ Retirement System of Mississippi (“Miss. PERS”) as a Lead Plaintiff in the Action pursuant to Section 21(d)(a)(3)(B) of the Exchange Act;¹

WHEREAS, Miss. PERS has submitted a motion requesting that the Court award Miss. PERS \$98,712.50 in reimbursement for costs and expenses incurred in its representation of the class pursuant to 15 U.S.C. § 78u-4(a)(4);

WHEREAS, the Court has read and considered Miss. PERS’ motion and the supporting memorandum of law and the Declaration of George W. Neville in Support of the Mississippi Public Employees’ Retirement System’s Application for Reimbursement of its Litigation Expenses;

¹ Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the February 8, 2016 Stipulation and Agreement of Settlement (the “Stipulation”) (ECF 949-2).

NOW, THEREFORE:

The Court hereby GRANTS Miss. PERS' motion for reimbursement of costs and expenses and awards Miss. PERS the sum of \$_____, to be paid from the Fee/Expense Fund.

SO ORDERED, this _____ day of _____, 2016.

The Honorable Stanley R. Chesler
United States District Judge