UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

SURESH PERSAD, DANIEL G. WRIGHT and ROBERT S. DRUMMOND, individually and on behalf of all others similarly situated, Plaintiffs, v. FORD MOTOR COMPANY, Defendant.	Civil Action No. 2:17-cv-12599-TGB-MKM Hon. Terrence G. Berg Magistrate Judge Mona K. Majzoub

JOINT DECLARATION OF JOSEPH H. MELTZER AND E. POWELL MILLER IN SUPPORT OF: (A) PLAINTIFFS' UNOPPOSED MOTION FOR FINAL APPROVAL OF CLASS ACTION SETTLEMENT; AND (B) CLASS COUNSEL'S UNOPPOSED MOTION FOR AN AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF LITIGATION EXPENSES, AND SERVICE AWARDS TO PLAINTIFFS

TABLE OF CONTENTS

I. INTRODUCTION 2
II. HISTORY AND PROSECUTION OF THE ACTION 7
A. Commencement of the Action, Summary of Plaintiffs' Claims, and Defendant's Motion to Dismiss 7
B. The Parties' Discovery Efforts and Plaintiffs' Motion for Class Certification 8
C. Summary of Plaintiffs' Work as Plaintiffs and Proposed Class Representatives 10
III. THE SETTLEMENT NEGOTIATIONS AND TERMS OF THE SETTLEMENT 12
IV. THE SIGNIFICANT RISKS OF CONTINUED LITIGATION 15
A. Plaintiffs Faced Substantial Risk at Class Certification 16
B. Plaintiffs Faced Substantial Risks in Proving Defendant's Liability and Damages 16
C. Plaintiffs Faced Appellate Risk 18
V. PLAINTIFFS' COMPLIANCE WITH THE COURT'S PRELIMINARY APPROVAL ORDER 19
VI. THE FEE AND LITIGATION EXPENSE APPLICATION 21
VII. CONCLUSION 26

We, JOSEPH H. MELTZER and E. POWELL MILLER, declare as follows, pursuant to 28 U.S.C. § 1746:

1. We, Joseph H. Meltzer and E. Powell Miller, are partners of the law firms of Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz") and The Miller Law Firm, P.C. ("Miller Law"), respectively.[1] Kessler Topaz and Miller Law (together, "Class Counsel") represent Plaintiffs Suresh Persad, Daniel G. Wright, and Robert S. Drummond ("Plaintiffs") in the above-captioned action (the "Action"). We have personal knowledge of the matters set forth herein based on our active supervision of, and participation in, the prosecution and resolution of the Action.

2. We respectfully submit this Declaration in support of: (a) Plaintiffs' Unopposed Motion for Final Approval of Class Action Settlement (the "Final Approval Motion"); and (b) Class Counsel's Unopposed Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Awards to Plaintiffs (the "Fee Motion").

[1] Capitalized terms not defined herein have the same meanings as set forth in the Settlement Agreement. ECF No. 81-2, as amended by ECF No. 85-2. Unless otherwise indicated, internal citations and quotations have been omitted and emphasis has been added.

I. INTRODUCTION

3. The proposed Settlement, if approved by the Court, will resolve all claims in this Action. *See* Stipulation and Agreement of Settlement ("Settlement Agreement") with exhibits, attached hereto as Exhibit 1. In particular, Settlement Class Members will receive notice of (i) the availability of the FSA Repairs, which consist of a re-calibration of the Class Vehicles' HVAC Systems, which is provided for free and are available until July 31, 2022, and (ii) the availability of additional TSB Repairs, which consist of the inspection and sealing of gaps in the passenger compartment, and the installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter TiVCT engine. *See* Settlement Agreement § II(a). Further, Defendant Ford Motor Company ("Defendant" or "Ford") will direct Authorized Ford Dealers to implement the FSA Repairs and, in those cases where the FSA Repairs do not remedy the Exhaust Odor concern, the TSB Repairs; upon the request of a Settlement Class Member that is submitted according to the deadlines and terms of the Settlement Agreement. *Id.* Finally, for Settlement Class Members who receive the TSB Repairs after expiration of their warranty, they will be eligible for cash payments in the form of partial reimbursement for such repair costs. *Id.* at § II(c).

4. The Settlement was achieved after four years of highly contested litigation, during which time Class Counsel expended significant efforts and

resources on behalf of the Class. These efforts included: (i) a thorough investigation of the claims against Ford; (ii) defeating a motion to dismiss; (iii) briefing, and arguing, a motion for class certification; (iv) extensive fact discovery, including taking or defending 11 fact depositions, and analyzing over 299,000 pages of documents produced in this Action, (vi) substantial expert discovery, including the submission of 6 expert reports on behalf of Plaintiffs, and taking or defending 4 expert depositions; and (vii) arm's-length negotiations between Plaintiffs and Defendant (the "Parties" or "Settling Parties") under the supervision of Rodney Max, a highly-experienced mediator.

5. Class Counsel respectfully submits that the proposed Settlement—achieved following a significant litigation effort undertaken in the face of vigorous opposition and substantial risks—represents an excellent result for Plaintiffs and the Class, in light of the risks and challenges of continued litigation and trial.

6. This case concerns an automotive defect, which allows the intrusion and accumulation of exhaust fumes, including carbon monoxide ("CO"), under certain driving conditions in the retail versions of Model Year 2016 and 2017 Ford Explorers (the "Class Vehicles"). Plaintiffs, three owners of these vehicles, sought redress under various legal theories, including unjust enrichment, breach of express warranty, breach of implied warranty, and state consumer protection statutes.

7. Proving these claims was no simple matter. Throughout the course of this Action, and as set forth below, Ford vehemently denied, and continues to deny, liability, and has maintained that Settlement Class Members were not entitled to any recovery at all.

8. As a consequence, Plaintiffs and Class Counsel faced substantial risks, and challenges, in developing the factual record necessary to overcome Defendant's defenses to Plaintiffs' claims. If Defendant had succeeded on any one of the multitude of defenses it pursued (or succeeded on one of its defenses at summary judgment or trial), the benefit flowing to the Class could have been substantially reduced, or even eliminated.

9. As such, Class Counsel had to devote substantial time and resources to the prosecution of this Action. For example, Class Counsel had to obtain, analyze, and digest a vast number of documents from Defendant, in order to educate themselves on the complexities of alleged defect.

10. In total, Defendant produced over 299,000 pages of documents. The review and analysis of this extensive document production was critically important to the ability of Class Counsel to effectively prosecute this Action. Thus, Class Counsel had to assemble a team of attorneys to assist in completing this task.

11. Deposition testimony was likewise important, both from a fact-gathering perspective and in fleshing out the Parties' respective positions. In that

regard, Class Counsel prepared for, defended, took, or otherwise participated in 15 depositions, including depositions of Plaintiffs, Ford employees, and the Parties' experts. Such depositions were taken nationwide, including in Michigan, Pennsylvania, Georgia, California, Florida, and Massachusetts.

12. Class Counsel also retained and worked extensively with multiple subject-matter experts, including an automotive industry expert, experts on CO and damages experts.

13. Given this effort, by the time the Parties reached an agreement in principle to resolve this matter in August 2020, Class Counsel were well aware of the merits of the proposed Settlement and fully understood the strengths and risks of the claims asserted in the Action.

14. To be sure, had the Action continued, Plaintiffs and Class Counsel faced significant risks to obtaining any benefit more significant than that conferred by the Settlement. Indeed, at the time the Settlement was reached, Plaintiffs' Motion for Class Certification had been pending for over a year, and the Parties had not yet filed dispositive motions. An adverse ruling for Plaintiffs at class certification or summary judgment could have resulted in a less meaningful benefit for the Class—or none at all.

15. In addition to dispositive motions, Plaintiffs also anticipated presenting expert testimony on multiple issues at trial, which would have been subject to

Daubert motions. In light of these risks (and others) as well as the considerable cost and delay of taking a complex case, such as this, through summary judgment, trial, and the inevitable post-trial appeals, Plaintiffs and Class Counsel believe that the Settlement is an excellent result for the Class.

16. Class Counsel is proud of the hard-fought result obtained in this Action. For all of the foregoing reasons, and those discussed below and in the accompanying memoranda, Plaintiffs and Class Counsel strongly endorse the Settlement and believe that it provides an excellent recovery for the Class.[2]

17. Set forth below is a description of the history of this Action, a summary of the efforts of Class Counsel in achieving the proposed Settlement, and a description of the risks and challenges posed by continued litigation.

18. Also set forth below are the reasons why the Settlement should be finally approved as fair, reasonable, and adequate, and why Class Counsel's request for attorneys' fees, reimbursement of litigation expenses, and Service Awards to the Plaintiffs, should be granted in full.

[2] In addition to this Declaration, Plaintiffs and Class Counsel are submitting: (i) the Memorandum in Support of Plaintiffs' Motion for Final Approval of Class Action Settlement ("Settlement Memorandum"); and (ii) the Memorandum in Support of Class Counsel's Motion for an Award of Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Awards to Plaintiffs ("Fee Memorandum").

II. HISTORY AND PROSECUTION OF THE ACTION

A. Commencement of the Action, Summary of Plaintiffs' Claims, and Defendant's Motion to Dismiss

19. In 2017, Plaintiffs and Class Counsel began analyzing and researching the claims at issue in the Action. In addition to factual research, Class Counsel thoroughly researched Sixth Circuit law applicable to the claims asserted and potential defenses thereto.

20. On August 9, 2017, Plaintiffs brought this class action lawsuit on behalf of the Plaintiffs, and current and former owners and lessees of 2016 and 2017 model year Ford Explorers, in the United States. ECF No. 1.

21. Plaintiffs then filed the operative Amended Class Action Complaint ("Complaint") against Ford on October 9, 2017. ECF No. 14.

22. The Complaint alleges causes of action against Ford for violation of the Magnuson-Moss Warranty Act, Georgia Fair Business Practices Act, Pennsylvania Unfair Trade Practices and Consumer Protection Law, fraudulent concealment, negligent misrepresentation, breach of express warranty, and breach of the implied warranty of merchantability, unjust enrichment, on behalf of the Plaintiffs, and current and former owners and lessees of 2016 and 2017 model year Ford Explorers, in the United States. In particular, the Complaint alleges Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles.

23. Throughout the Action, Defendant denied these allegations and that they entitled the Class to any recovery.

24. Defendant moved to dismiss the Complaint on October 23, 2017 (ECF No. 15), which Plaintiffs opposed on November 13, 2017 (ECF No. 17). Defendant filed a reply in further support of its motion to dismiss on November 21, 2017. ECF No. 18.

25. The Court held a hearing on Defendant's Motion to Dismiss on January 17, 2018. ECF No. 30.

26. On July 16, 2018, the Court issued an Opinion and Order denying the motion to dismiss. ECF No. 31.

27. On July 30, 2018, Defendant answered the Complaint and denied the allegations. ECF No. 32.

B. The Parties' Discovery Efforts and Plaintiffs' Motion for Class Certification

28. The Parties engaged in significant discovery during the course of the Action, including voluntary Federal Rule of Civil Procedure 26(a) disclosures, review of the productions by Ford, which included over 299,000 pages of documents, written discovery requests, depositions of Ford employees and each of the three Plaintiffs, and extensive expert discovery.

29. Below is a chart of the depositions taken and defended by Class Counsel:

Deponent	Role	Date	Location
Daniel Wright	Plaintiff	03/05/19	Pennsylvania
Robert Drummond	Plaintiff	03/15/19	Pennsylvania
Christopher Eikey	30(b)(6)	03/20/19	Michigan
Suresh Persad	Plaintiff	03/27/19	Georgia
Arie Groenveld	30(b)(6)	04/17/19	Michigan
Arthur Gariepy	Ford	05/14/19	Michigan
Lokesh Setti	Ford	06/20/19	Michigan
Elizabeth Weingandt	Ford	06/27/19	Michigan
Petros Frantzeskakis	Ford	07/11/19	Michigan
Mark Turneff	Ford	09/11/19	Michigan
William Gubing	Ford	09/12/19	Michigan
Paul Taylor	Def Expert	11/01/19	California
David Penney	Pls Expert	12/18/19	Florida
Steven Gaskin	Pls Expert	12/27/19	Massachusetts
Howard Kipen	Pls Expert	01/09/20	New Jersey

30. Plaintiffs also engaged in substantial work with expert witnesses intended to support their claims. In particular, Plaintiffs submitted 6 expert reports, which included a report from an automotive expert concerning the cause of exhaust fume intrusion in the Class Vehicles, a report on the testing of CO levels in Plaintiffs' vehicles, reports on the potential health risks of CO and exhaust fume exposure, and reports setting forth a class-wide damages methodology and a calculation of potential damages.

31. Three of Plaintiffs' experts, and one of Defendant's experts, were deposed prior to the Settlement.

32. While discovery efforts were ongoing, Plaintiffs also moved to certify the Action as a class action on June 25, 2019. ECF No. 48.

33. Defendant opposed the Motion for Class Certification on July 30, 2019. ECF No. 55. Plaintiffs filed a Reply in Further Support of their Motion for Class Certification on September 10, 2019. ECF No. 65.

34. The Court held a hearing on Plaintiffs' Motion for Class Certification on November 13, 2019. ECF No. 71. At the time Settlement was reached, Plaintiffs' Motion for Class Certification remained sub judice.

C. Summary of Plaintiffs' Work as Named Plaintiffs and Proposed Class Representatives

35. Along with the extensive discovery efforts described above, Plaintiffs performed additional duties to fulfill their responsibilities as proposed class representatives and to further protect the best interests of the Class. Plaintiffs have devoted substantial time to meeting those responsibilities. Among other things, Plaintiffs:

(a) Submitted their vehicles for inspection by Ford and by Plaintiffs' experts;

(b) Searched their files and facilitated Class Counsel's access to information and documents, prior to approving the filing of this case, and in connection with the investigation of the claims asserted;

(c) Reviewed and approved the filing of the initial complaint and operative Complaint;

(d) Monitored the prosecution of this Action, throughout the more than four years that it has been pending, including receiving periodic updates on its progress and of the Court's rulings;

(e) During discovery, and in response to document requests from Ford, performed further searches for documents and again ensured Class Counsel's access to responsive documents;

(f) Provided responses to written interrogatories served by Ford;

(g) Sat for depositions lasting, collectively, approximately 10 hours on the record, which included meeting with their attorneys for several hours before the depositions in order to prepare, and reviewing their respective transcript for any errors;

(h) Reviewed and authorized filings in connection with class certification; and

(i) Stayed in contact with Class Counsel during the Parties' settlement discussions, and formal mediation process.

36. Moreover, each Plaintiff provided Class Counsel with authority to resolve the Action and fully supports and endorses the proposed Settlement.

37. Further, Plaintiffs believe that the attorneys representing the Class have worked diligently to secure the Settlement in the best interests of the Settlement Class.

38. Each Plaintiff also fully supports and endorses Class Counsel's request for an award of attorneys' fees and reimbursement of expenses.

III. THE SETTLEMENT NEGOTIATIONS AND TERMS OF THE SETTLEMENT

39. The Parties conducted arm's-length negotiations, concerning a proposed class-wide settlement, before mediator Rodney Max on July 24, 2020, and August 11, 2020. Shortly thereafter, the Parties reached an agreement, as memorialized in the Settlement Agreement.

40. In advance of that session, the Parties prepared and submitted detailed mediation statements outlining the strengths and weaknesses of their respective positions. The Parties then held a full-day, in-person mediation session with Mr. Max. The Parties were able to resolve the Action after a second mediation session with Mr. Max.

41. On August 31, 2020, the Parties informed the Court that they had reached an agreement in principle to resolve this matter in its entirety, on a class-wide basis. In an order dated the same day, the Court stayed the action to allow the Parties to finalize the settlement agreement, and submit papers to the Court for preliminary and final approval of the Settlement. ECF No. 78.

42. Following their agreement in principle, Class Counsel began working on various documents to be submitted with Plaintiffs' Motion for Preliminary Approval of the Settlement. Over the following weeks, counsel for the Parties

negotiated the specific terms of the Settlement (and the exhibits thereto) and exchanged multiple drafts of these documents. The Parties also worked closely with the then-proposed Settlement Administrator, KCC Class Action Services ("KCC"), on the best means to provide notice of the Settlement to the Class.

43. Plaintiffs filed their Unopposed Motion for Preliminary Approval of Class Action Settlement on November 18, 2020. ECF No. 81. Plaintiffs' Motion was granted by the Court on April 30, 2021. ECF No. 89.

44. Pursuant to the terms of the Settlement, the initial relief is notice to Settlement Class Members, regarding the availability of the certain repairs to their vehicles. *See* Settlement Agreement, § II(a). Specifically, this includes notice of:

1. Repairs provided under Field Service Actions 17N03 and 19N05 to 2016 and 2017 retail Ford Explorers addressing concerns about Exhaust Odor, which are offered regardless of mileage or warranty status until July 31, 2022 ("FSA Repairs"); and

2. Repairs by an Authorized Ford Dealer to address Exhaust Odor, including the following repairs performed under TSB 17-0044: (1) inspection and sealing of gaps in the passenger compartment; and (2) installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter [TiVCT] engine ("TSB Repairs"). *Id*. at §§ I(j), (x).

3. Ford will direct Authorized Ford Dealers to implement the FSA Repairs and TSB Repairs upon the request of a Settlement Class Member submitted according to the terms and deadlines in the Settlement Agreement. *Id*. at § II(a).

45. The FSA Repairs were first offered for the Class Vehicles after the filing of Plaintiffs' Initial Complaint. According to Ford, its average costs for

providing the FSA Repairs are $54.26 and $113.36 per vehicle, depending on the procedure utilized. Also according to Ford, 438,015 Class Vehicles have received the FSA Repairs to date – 324,719 Class Vehicles at an average cost to Ford of $113.36 and 113,296 Class Vehicles at an average cost to Ford of $54.26. The FSA Repairs are provided to Settlement Class Members free of charge, regardless of warranty status, and are being offered until July 31, 2022.

46. Additionally, Members of the Settlement Class are eligible for cash payments in the form of partial reimbursement for the costs of post-warranty TSB Repairs. *Id*. at § II(c). Specifically, Settlement Class Members who have had the FSA Repairs performed on their vehicle, and then request and pay for TSB Repairs after the expiration of their warranty,[3] are eligible for partial reimbursement of those costs if they occur within the later of (1) 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first), or (2) 120 days after the date for the completion of Class Notice, as set forth in the Preliminary Approval Order, or any order modifying that order. *Id*. Such eligible Settlement Class Members shall be reimbursed up to $400 for costs related to the inspection and sealing of gaps in the passenger compartment, and up to $400 for costs related to the installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter TiVCT engine. *Id*.

[3] TSB Repairs provided in-warranty are free of cost.

47. Upon the Settlement becoming effective, the Settlement Class Members will be deemed to have released their claims, as defined in the Settlement Agreement. *Id.* at III.i.

IV. THE SIGNIFICANT RISKS OF CONTINUED LITIGATION

48. The proposed Settlement has provided an immediate and certain benefit to the Class. The merits of the Settlement must be considered in the context of the risks presented by continued litigation of the Action, including, as discussed below, the risks of establishing Defendant's liability and damages. Having considered the risks of continued litigation, and based on all proceedings and discovery performed in the Action, it is the informed judgment of Plaintiffs and Class Counsel, that the proposed Settlement is fair, reasonable, and adequate, and in the best interest of the Class.

49. As summarized below, Class Counsel respectfully submit that they assumed significant risk in prosecuting this Action on an entirely contingent basis. From the time that Class Counsel agreed to take on the case, settlement was by no means inevitable, and certainly not at the high level ultimately achieved. Further, due to the length of the litigation, Plaintiffs also faced significant risk that key witnesses could experience fading memories or be unavailable at trial.

A. Plaintiffs Faced Substantial Risk at Class Certification

50. When the Parties agreed to the Settlement, Plaintiffs' Motion for Class Certification was pending before the Court. Plaintiffs sought certification of multi-state damages classes, under Rule 23(b)(3), for each of the common law claims asserted in the Complaint, or alternatively Pennsylvania- and Georgia-only classes. Plaintiffs also sought certification of an injunctive class under Rule 23(b)(2). Defendant opposed certification of any damages classes, arguing that the proposed classes were overbroad and that individual issues predominated, primarily because of variations in state law. Defendant also opposed an injunctive class.

51. Plaintiffs and the Settlement Class faced substantial risk that the Court would have certified narrower classes than requested in Plaintiffs' Motion, or that the Court would have declined to certify any classes. In such case, many or all Settlement Class Members would not have received the benefits provided under the Settlement.

B. Plaintiffs Faced Substantial Risks in Proving Defendant's Liability and Damages

52. As noted above, Plaintiffs prevailed at the motion to dismiss stage, on all of their claims asserted against Defendant. However, it is likely that Defendant would have filed a motion for summary judgment on certain liability issues.

53. In particular, Defendant would likely have argued that Plaintiffs failed to establish that the Class Vehicles were defectively designed, i.e., that the Class

Vehicles allowed exhaust fumes, including CO, into the passenger compartment while in use. Defendant may also have argued that even if exhaust fumes can be detected in the Class Vehicles, the levels of such fumes are not significant enough to create a safety hazard. Last, Defendant would likely have argued that even if the Class Vehicles, when manufactured, suffered from some design defect, the issue had been remedied.

54. If Defendant had prevailed on any of these liability issues, Plaintiffs and Settlement Class Members would not have received the full benefit provided under the Settlement.

55. Also, Defendant would likely have challenged the testimony of Plaintiffs' damages experts, who proposed a conjoint analysis, which measured the diminished value to the Class Vehicles, and a cost of repair analysis.

56. In addition, if the Court were to permit the claims to proceed to trial, Plaintiffs and the Class faced a substantial risk that a jury would find against Plaintiffs or that, even if Plaintiffs prevailed at trial, the verdict would be overturned by an appellate court.

57. While, again, Plaintiffs believed they had legitimate responses to Defendant's arguments and were committed to litigating this case through trial and beyond, Plaintiffs recognize that it was far from certain that a trier of fact would

accept their view, particularly given the complexities of the issues involved in the Action, which would require expert testimony from each side.

58. In sum, the Parties were deeply divided on several key factual issues central to the Action, and there was no guarantee Plaintiffs' position on these issues would prevail at class certification, summary judgment, or at trial. If Defendant had succeeded on any of its substantial defenses, Plaintiffs and the Class would have recovered nothing at all, or at best, would likely have received less than the benefit conferred by the Settlement.

C. Plaintiffs Faced Appellate Risk

59. As previously noted, even if Plaintiffs prevailed at class certification, summary judgment, and trial, Defendant would likely have appealed any class certification order or judgment in favor of the Class—leading to many additional months, if not years, of further litigation. On appeal, Defendant likely would have renewed their host of arguments as to why Plaintiffs had failed to establish liability and damages, thereby exposing Plaintiffs to the risk of having any favorable order or judgment reversed. In addition, Defendant would likely challenge class certification post-judgment as well, creating another significant risk for the Class on appeal.

V. PLAINTIFFS' COMPLIANCE WITH THE COURT'S PRELIMINARY APPROVAL ORDER

60. The Court's April 30, 2021 Preliminary Approval Order directed KCC to: (i) cause individual Short Form Class Notice ("Notice"), substantially in the form attached to the Parties' Joint Notice of Supplemental Filing as Exhibit C, to be mailed, by first class mail, to the current or last known addresses of all reasonably identifiable Settlement Class Members; and (ii) post the Notice on a website developed for the Settlement. ECF No. 89, ¶¶ 10-11. *See* Decl. of Lana Lucchesi Regarding A) Mailing of the Notice Packet; and B) Report on Requests for Exclusion Received to Date ("KCC Decl."), attached hereto as Exhibit 2.

61. The Preliminary Approval Order set a deadline of August 28, 2021 (or September 25, 2021 for Class Members residing in New Hampshire), to request exclusion from the Class and to submit objections to the Settlement and/or Class Counsel's request for attorneys' fees, and set the final Fairness Hearing for November 15, 2021. ECF No. 89, ¶¶ 13-17.

62. The mailed and published Notice contains important information concerning the Settlement, and directs recipients to the Settlement Website, http://www.explorerexhaustsettlement.net/, for additional information regarding the Settlement. The Notice contains, among other things, a description of the Action; the specific terms of the Settlement; Class Counsel's intent to apply for an award of attorneys' fees in an amount not to exceed $3,000,000; reimbursement or payment

of litigation expenses incurred by Class Counsel in an amount not to exceed $500,000; Service Awards to Plaintiffs in an aggregate amount not to exceed $30,000; and Settlement Class Members' rights to object to any aspect of the Settlement, or exclude themselves from the Settlement Class. The Notice also advises Settlement Class Members that they do not need to take any action to remain part of the Class and, if eligible, receive a repair and/or payment from the Settlement.

63. In accordance with the Preliminary Approval Order, KCC began disseminating the Notice to Settlement Class Members by first-class mail on July 14, 2021. KCC Decl., ¶ 8. As of October 21, 2021, KCC has disseminated a total of 848,949 Notices. *Id.* at ¶ 14.

64. KCC also established, and currently maintains, the dedicated Settlement Website, http://www.explorerexhaustsettlement.net/, to provide information concerning the Settlement and access to downloadable copies of the Long Form Class Notice, as well as copies of other relevant documents, including the Settlement and Preliminary Approval Order. KCC Decl., ¶¶ 17-19. Additionally, KCC maintains a toll-free telephone number (1-855-786-0990) and interactive voice-response system to respond to inquiries regarding the Settlement. KCC Decl., ¶¶ 15-16.

65. As noted above and set forth in the notices, the deadline for Settlement Class Members to file objections to the Settlement and/or Class Counsel's request

for attorneys' fees and expenses, was August 28, 2021 for Class Members residing outside of New Hampshire, and September 25, 2021 for Class Members residing in New Hampshire. To date, 39 requests for exclusion from the Class and no objections to any aspect of the Settlement or Class Counsel's request for attorneys' fees and expenses have been received. KCC Decl., ¶¶ 20-24. Class Counsel will file supplemental papers on, or before, November 8, 2021, that will address any objections that may be received after this submission.

VI. THE FEE AND LITIGATION EXPENSE APPLICATION

66. In addition to seeking final approval of the Settlement, Class Counsel are applying to the Court for an award of attorneys' fees and litigation expenses.

67. Specifically, Class Counsel are applying to the Court for an award of attorneys' fees in the amount of $3,000,000. Class Counsel also request reimbursement or payment for the litigation expenses, incurred in connection with the prosecution and resolution of the Action, in the amount of $500,000.

68. Class Counsel's Fee and Expense Application is fully justified given the facts of this case. Class Counsel have vigorously prosecuted this Action against Ford for four years. Indeed, Class Counsel have devoted substantial time, and advanced the funds necessary to prosecute this case with no assurance of compensation or repayment. To date, neither of the firms that have assisted in the

prosecution of this Action, have been paid for their efforts. Instead, their compensation has been entirely contingent upon obtaining a recovery.

69. As noted above, during the course of this Action, Class Counsel have: (i) conducted a thorough investigation into the Class's claims; (ii) drafted the detailed Complaint; (iii) successfully opposed Defendant's Motion to Dismiss the Complaint; (iv) engaged in extensive fact discovery, including the review of more than 299,000 documents, and participation in 11 fact depositions; (v) briefed and argued a motion for class certification; (vi) served expert reports and participated in 4 expert depositions; and (vii) engaged in arm's-length negotiations with Defendant, under the supervision of an experienced mediator, Rodney Max. Moreover, Class Counsel will continue to perform legal work on behalf of the Class, through the Fairness Hearing and beyond, as additional resources will be expended working with KCC to ensure the smooth administration of the Settlement.

70. Kessler Topaz and Miller Law are experienced and skilled firms and have a successful track record in complex class actions throughout the country. The firms' résumés, attached as Exhibits 3 and 4 hereto, describe the expertise and experience of their attorneys. The substantial result achieved for the Settlement Class here reflects the superior quality of Class Counsel's representation.

71. The quality of the work performed by Class Counsel, in attaining the Settlement, should also be evaluated in light of the quality of opposing counsel.

Defendant in this case was represented by skilled counsel from nationally prominent firms, including Dykema Gossett PLLC and DLA Piper LLP. In the face of this knowledgeable and formidable defense, Class Counsel were nonetheless able to develop a case that was sufficiently strong to persuade Defendant to settle the Action, on terms that are favorable to the Settlement Class.

72. Class Counsel's efforts have required a substantial investment of time. Class Counsel have necessarily expended thousands of hours over more than four years of litigation. As detailed below, the substantial amount of time (and resulting lodestar) devoted to this Action clearly supports Class Counsel's fee request.

73. As summarized in the table below, Class Counsel have devoted over 7,820 hours to the prosecution and resolution of the Action, resulting in a lodestar of $3,801,650.50. Lodestar has been calculated based on hourly rates that range from: (i) $690 per hour to $925 per hour for partners; (ii) $350 per hour to $690 per hour for counsel, associates, staff attorneys, and project attorneys; and (iii) $175 per hour to $275 per hour for paralegals and law clerks.[4]

Firm	Total Hours	Lodestar
Kessler Topaz	7,224.70	$3,367,407.50
Miller Law	603.10	$434,243.00

[4] At the Court's request, Class Counsel can a provide summary indicating the amount of time spent by attorneys and professional support staff employees of each firm for the prosecution and settlement of the Action, and the lodestar calculation for those individuals.

TOTAL	**7,827.80**	**$3,801,650.50**

74. Class Counsel's request for $3,000,000 in fees results in an effective hourly rate of $383, given the total number of hours pursuing the Action.

75. Class Counsel also seek reimbursement, or payment of the expenses that were reasonably incurred in the Action, in the amount of $500,000. Reimbursement of such expenses was fully contingent on a successful outcome.

76. Class Counsel has incurred a total of $558,402.97 in out-of-pocket expenses in connection with the Action—an amount greater than the expenses that are being requested.

77. The below chart provides a breakdown of the expense request by category. Paragraphs ¶¶ 78-81 below provide additional detail regarding certain of these expenses.

Expense Description	Total
Court Reporting	$30,470.42
Document Delivery (Federal Express, Postage)	$2,182.85
Document Review/Hosting Vendor	$22,915.80
Expert	$444,761.33
Filing Fees	$1,237.00
Internal Document Reproduction	$6,052.30
Mediation	$14,250.80
Process Server	$303.00
Research (Case Specific)	$7,114.11
Travel, Meals & Lodging	$28,712.84
Vendor Copy Bills	$402.52
Expense Total:	**$558,402.97**

78. The cost of Plaintiffs' experts and consultants (totaling $444,761.33) represents the largest component of Class Counsel's expenses, encompassing approximately 80% of the total expense request. Class Counsel worked with several experts and consultants at different stages of the Action, and their assistance and expertise was crucial to the prosecution of this Action and its resolution.

79. Another component of Class Counsel's expenses relates to document productions. To effectively and efficiently review and analyze the documents produced by Defendant and third parties in this Action, Class Counsel retained an outside vendor, KL Discovery ("KL"), to host a document database. Class Counsel paid a total of $22,915.80 to KL, for document hosting.

80. Class Counsel's expenses also include the costs of online research in the amount of $7,114.11. It is standard practice for attorneys to use online services to assist them in researching legal and factual issues, and indeed, courts recognize that these tools create efficiencies in litigation and ultimately save money for clients and the class.

81. Class Counsel also paid $14,250.80 for charges related to mediation.

82. The other expenses for which Class Counsel seeks payment are the types of expenses that are necessarily incurred in litigation, and routinely charged to clients billed by the hour. These expenses include, among others, travel, court fees,

process servers, court reporters, document-reproduction costs, and postage and delivery services.

83. Class Counsel also seek aggregate Service Awards of $30,000, for Plaintiffs, for their work in representing the Class in the Action. As set forth above, each of the Plaintiffs has been committed to pursuing the Class's claims since they became involved in the Action in 2017. *See* ¶¶ 28-35, *supra*. The efforts expended by Plaintiffs during the course of the Action, are precisely the types of activities courts have found to support Service Awards.

84. To date, no objection to Class Counsel's request for attorneys' fees, litigation expenses, or Service Awards to Plaintiffs has been received. Any objections that may be received will be addressed in Class Counsel's supplemental papers, which will be filed on or before November 8, 2021.

85. Moreover, based on the legal authorities set forth in the Fee Memorandum being filed contemporaneously herewith, we respectfully submit that Class Counsel's Fee and Expense Motion be granted.

VII. CONCLUSION

86. For the reasons set forth above, Class Counsel respectfully submit that the Settlement should be approved as fair, reasonable, and adequate.

87. Class Counsel further submit that the requested fee in the amount of $3,000,000, and the request for reimbursement or payment of litigation expenses in the amount of $500,000, should be approved as fair and reasonable.

88. Class Counsel also submit that the requested Service Awards to Plaintiffs, in the aggregate amount of $30,000, are warranted and should be approved.

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

Executed on: November 1, 2021 */s/ Joseph H. Meltzer*
Joseph H. Meltzer

Executed on: November 1, 2021 */s/ E. Powell Miller*
E. Powell Miller

CERTIFICATE OF SERVICE

I hereby certify that on November 1, 2021, I caused a true and correct copy of the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system. Notice of this filing will be sent to counsel of record by operation of the Court's electronic filing system.

/s/ Joseph H. Meltzer
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Attorneys for Plaintiffs and the Proposed Classes

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

SURESH PERSAD, DANIEL G. WRIGHT and ROBERT S. DRUMMOND, individually and on behalf of all others similarly situated, Plaintiffs, v. FORD MOTOR COMPANY, Defendant.	Civil Action No. 2:17-cv-12599-TGB-MKM Hon. Terrence G. Berg Magistrate Judge Mona K. Majzoub

INDEX OF EXHIBITS

Exhibit	Description
1	Settlement Agreement
2	Declaration of Lana Lucchesi Regarding (A) Mailing of the Notice Packet; and (B) Report on Requests for Exclusion Received to Date
3	Kessler Topaz Meltzer & Check, LLP Firm Resume
4	The Miller Law Firm Resume

EXHIBIT 1

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

SURESH PERSAD, DANIEL G. WRIGHT and ROBERT S. DRUMMOND, individually and on behalf of all others similarly situated, Plaintiffs, v. FORD MOTOR COMPANY, Defendant.	Civil Action No. 2:17-cv-12599-TGB-MKM Hon. Terrence G. Berg Magistrate Judge Mona K. Majzoub

STIPULATION AND AGREEMENT OF SETTLEMENT

This Stipulation and Agreement of Settlement ("Settlement Agreement") is entered on this 18 day of November, 2020 by and among Named Plaintiffs Suresh Persad, Daniel G. Wright, and Robert S. Drummond (the "Named Plaintiffs") and Defendant Ford Motor Company ("Ford"), by and through their respective counsel (together, the "Settling Parties").

RECITALS[1]

WHEREAS on August 9, 2017, the Named Plaintiffs filed an action entitled *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company* in the United States District Court for the Eastern District of Michigan, and that action was assigned to the Honorable Terrence G. Berg and given the case number 2:17-cv-12599-TGB-MKM ("*Persad*" or "Litigation");

WHEREAS the *Persad* Complaint alleged causes of action against Ford for violation of the Magnuson-Moss Warranty Act, Georgia Fair Business Practices Act, Pennsylvania Unfair Trade Practices and Consumer Protection Law, fraudulent concealment, negligent

[1] These Recitals incorporate certain capitalized terms that are defined in Section I, *infra*.

misrepresentation, breach of express warranty, breach of the implied warranty of merchantability, and unjust enrichment on behalf of the Named Plaintiffs and current and former owners and lessees of 2016 and 2017 model year Ford Explorers in the United States;

WHEREAS the *Persad* Complaint alleged that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles;

WHEREAS counsel for the Settling Parties in this Litigation engaged in significant discovery, including voluntary Federal Rule of Civil Procedure 26(a) disclosures, review of the productions by Ford of over 299,000 pages of documents, exchange of written discovery responses, depositions of eight Ford fact witnesses, four experts, and the Named Plaintiffs, as well as inspections of the Named Plaintiffs' vehicles;

WHEREAS the Named Plaintiffs filed their Motion to Certify this Litigation as a class action on June 25, 2019, Defendant filed their Opposition to the Motion to Certify on July 30, 2019, Named Plaintiffs filed their Reply on September 10, 2019, and the Court conducted a hearing on November 13, 2019 and took the Motion to Certify under advisement;

WHEREAS Class Counsel conducted a thorough investigation and evaluation of the facts and law related to the Settlement Class's claims in order to determine how best to serve the interests of the Named Plaintiffs and the Settlement Class;

WHEREAS the Settling Parties conducted arm's-length negotiations concerning a proposed class-wide settlement before Rodney Max, an experienced third-party mediator;

WHEREAS the Named Plaintiffs and Class Counsel believe the Released Claims (defined below) have merit. The Named Plaintiffs and Class Counsel, however, recognize and acknowledge the expense and length of continued proceedings that would be necessary to prosecute the Released

Claims against Ford through trial and any appeals, and the value of providing timely benefits to Settlement Class Members whose vehicles are aging. The Named Plaintiffs and Class Counsel also have taken into account the uncertain outcome and risk of further litigation, as well as the difficulties and delays inherent in such litigation. The Named Plaintiffs and Class Counsel are mindful of the inherent problems of proof under, and possible defenses to, the Released Claims. The Named Plaintiffs and Class Counsel believe the proposed Settlement confers substantial benefits on the Settlement Class. Based on their evaluation of all these factors, the Named Plaintiffs and Class Counsel have determined that the Settlement is in the best interests of the Settlement Class and represents a fair, reasonable, and adequate resolution of the Litigation; and

WHEREAS Ford denies any liability to the Named Plaintiffs or the Settlement Class. Ford has taken thorough discovery concerning the claims asserted by the Named Plaintiffs and believes it has meritorious defenses to all of them. Nevertheless, Ford recognizes and acknowledges the expense and length of continued proceedings that would be necessary to defend the Litigation through trial and any appeals. In agreeing to enter this Settlement, Ford also has taken into account the uncertain outcome and the risk of further litigation, as well as the difficulties and delays inherent in such litigation;

NOW THEREFORE IT IS HEREBY STIPULATED AND AGREED, by and among the Settling Parties, subject to the approval of the Court, that the Litigation and the Released Claims shall be fully and finally compromised, settled, and released, and that the Litigation shall be dismissed with prejudice subject to and upon the terms and conditions described below.

I. DEFINITIONS

a. Authorized Ford Dealer

"Authorized Ford Dealer" means a Ford dealer authorized by Ford to sell, lease, and service Ford vehicles.

b. Class Counsel

"Class Counsel" means Joseph H. Meltzer, E. Powell Miller and the law firms of Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C.

c. Class Notice

"Class Notice" means the notice of Settlement that will be provided to the "Settlement Class Members," as defined herein. Class Notice will include a "Short Form Class Notice" to be mailed to Settlement Class Members in substantially the same form as Exhibit C. The "Short Form Class Notice" will include a reference to a Settlement Website containing further details about the Settlement that shall be established, maintained, and operated by a Settlement Claims Administrator consistent with this Settlement Agreement, and will also provide a telephone number Settlement Class Members may call with questions about the Settlement or the claims process. "Long Form Class Notice" means the notice of Settlement that will be posted on the Settlement Website in substantially the same form as Exhibit D.

d. Class Vehicle(s)

"Class Vehicle(s)" means model year 2016 and 2017 Ford Explorers sold or leased in the United States, excluding 2016 and 2017 Police Interceptor Utility Ford Explorers.

e. Effective Date of Settlement

"Effective Date of Settlement" means the first date after the Court enters the Final Order and Judgment, in all material respects similar to the form attached hereto as Exhibit B; and all appellate rights with respect to said Final Order and Judgment have expired or been exhausted in such a manner as to affirm the Final Order and Judgment, except that an appeal solely from any award of attorneys' fees to Class Counsel shall not extend the Effective Date of Settlement.

f. Exhaust Odor

"Exhaust Odor" means the entry into the passenger compartment of Class Vehicles of fumes from the exhaust system.

g. Fairness Hearing

"Fairness Hearing" means the final hearing, held after the Preliminary Approval Order is issued and notice of the Settlement is provided to the Settlement Class, in which the Court will determine whether this Settlement Agreement should be approved as fair, reasonable, and adequate, and whether the proposed Final Order and Judgment should be entered, as well as to determine the amount of attorney's fees and costs to be awarded to Class Counsel.

h. Ford

"Ford" means Ford Motor Company.

i. Future Exhaust Odor TSBs or Field Service Actions

"Future Exhaust Odor TSB" means any Technical Service Bulletin or Field Service Action Ford issues after TSB 17-0044 or FSA 19N05 to address Exhaust Odor in the Class Vehicles.

j. FSA Repairs

"FSA Repairs" means repairs provided under Field Service Actions 17N03 and 19N05 to Class Vehicles addressing concerns about carbon monoxide exposure or Exhaust Odor and which are offered regardless of mileage or warranty status until July 31, 2022.

k. Litigation

"Litigation" means *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*, No. 2:17-cv-12599-TGB-MKM, pending in the United States District Court for the Eastern District of Michigan.

l. Named Plaintiffs

"Named Plaintiffs" means Suresh Persad, Daniel G. Wright, and Robert S. Drummond.

m. Post-Warranty Repair Costs

"Post-Warranty Repair Costs" means the amount paid to an Authorized Ford Dealer for the parts and labor required to obtain a TSB Repair after expiration of the Warranty Coverage Period.

n. Plaintiffs

"Plaintiffs" means Named Plaintiffs.

o. Released Parties

"Released Parties" means Ford, its past or present directors, officers, employees, partners, principals, agents, heirs, executors, administrators, successors, reorganized successors, subsidiaries, divisions, parents, related or affiliated entities, authorized dealers, underwriters, insurers, co-insurers, re-insurers, licensees, divisions, joint ventures, assigns, associates, attorneys, and controlling shareholders.

p. Released Claims

"Released Claims" means, with the exceptions described below, any and all claims, demands, actions, causes of action, and suits pleaded against Ford in the Litigation, and all other claims, demands, actions, causes of action of any nature whatsoever, including, but not limited to, any claim for violations of federal, state, or other law (whether in contract, torts, or otherwise, including statutory and injunctive relief, common law, property, warranty, and equitable claims), and also including Unknown Claims that relate to the presence of Exhaust Odor in Class Vehicles. Excluded from the Released Claims are: (i) individual claims seeking damages for an alleged personal injury caused by Exhaust Odor; (ii) any claims relating to the enforcement of the Settlement; and (iii) any claims of any entities and natural person that submits a request for exclusion from the Class whose request is accepted by the Court.

q. Settlement

"Settlement" means the settlement contemplated by this Stipulation and Agreement of Settlement.

r. Settlement Agreement

"Settlement Agreement" means this Stipulation and Agreement of Settlement.

s. Settlement Claims Administrator

"Settlement Claims Administrator" refers to KCC Class Action Services, a third-party entity proposed by the Settling Parties, subject to Court approval, to handle the settlement administration process consistent with this Settlement Agreement, including distribution of the Class Notice to the Settlement Class Members, reviewing claims and processing payment for valid claims consistent with this Settlement Agreement.

t. Settlement Class or Settlement Class Members

"Settlement Class" or "Settlement Class Members" means all entities and natural persons in the United States (including its Territories and the District of Columbia) who currently own or lease (or who in the past owned or leased) a Class Vehicle.

Excluded from the Settlement Class are: (1) all federal court judges who have presided over this case and any members of their immediate families; (2) all entities and natural persons who elect to exclude themselves from the Settlement Class; (3) all entities and natural persons who delivered to Ford releases of all their claims; and (4) Ford's officers and directors.

u. Settlement Website

"Settlement Website" refers to a dedicated website containing further details about the substance and procedure of the proposed Settlement that shall be established, maintained, and operated by the Settlement Claims Administrator consistent with this Settlement Agreement.

v. Settling Parties

"Settling Parties" means the Named Plaintiffs and Ford.

w. Amended Class Action Complaint or Complaint

"Amended Class Action Complaint" or "Complaint" means the complaint against Ford in the Litigation filed on October 9, 2017.

x. TSB Repair

"TSB Repair" means a repair by an Authorized Ford Dealer to address Exhaust Odor performed under TSB 17-0044 or any Future Exhaust Odor TSB., including the (1) inspection and sealing of gaps in the passenger compartment; and (2) installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter Twin Independent Variable Camshaft Timing ("TiVCT") engine.

y. Unknown Claims

"Unknown Claims" means any and all Released Claims that any member of the Settlement Class does not know to exist against any of the Released Parties which, if known, might have affected his or her decision to enter into or to be bound by the terms of this Settlement. The Named Plaintiffs and members of the Settlement Class acknowledge that they may hereafter discover facts in addition to or different from those that they now know or believe to be true concerning the subject matter of this release, but nevertheless fully, finally, and forever settle and release any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, which now exist, may hereafter exist, or heretofore have existed based upon Exhaust Odor in the Class Vehicles, without regard to subsequent discovery or existence of such different or additional facts concerning each of the Released Parties. The foregoing waiver includes, without limitation, an express waiver to the fullest extent permitted by law by the Named Plaintiffs and the Settlement

Class Members of any and all rights under California Civil Code § 1542 or any similar law of any other state or of the United States, which provides:

> **A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.**

z. Warranty Coverage Period

"Warranty Coverage Period" means the 3 year or 36,000 mile period, whichever comes first, during which Ford's New Vehicle Limited Warranty provides repairs to Ford vehicles at no cost to the owner or lessee.

II. SETTLEMENT CONSIDERATION

In consideration of the release provided for herein and the dismissal of the Litigation with prejudice, under the terms of the Settlement Agreement, Defendant agrees to provide the following consideration to the Settlement Class Members:

a. Notice to Settlement Class Members of FSA Repairs and TSB Repairs

Ford agrees to provide notice to Settlement Class Members through the Class Notice of the availability of: (1) the FSA Repairs, and (2) the TSB Repairs in the event that the FSA Repairs do not remedy the Exhaust Odor concerns. Ford will direct Authorized Ford Dealers to implement the FSA Repairs and, in those cases where the FSA Repairs do not remedy the Exhaust Odor concern, TSB Repairs upon the request of a Settlement Class Member. The Class Notice will indicate that TSB Repairs following an unsuccessful FSA Repair will either be covered by the New Vehicle Limited Warranty, for those Class Vehicles still within their Warranty Coverage Period, or subject to partial reimbursement under the terms described in this Settlement Agreement for those Class Vehicles no longer within their Warranty Coverage Period. In accordance with Section III(c), the Settlement Claims Administrator will mail the Short Form Class Notice to

Settlement Class Members. The Short Form Class Notice will include a reference to a Settlement Website, on which this relief will be described consistent with this Settlement Agreement.

b. Ford Website for FSA Repairs

Ford will provide a website that allows Settlement Class Members to look up their Class Vehicles by Vehicle Identification Number ("VIN") in order to determine whether the FSA Repairs are available on their Class Vehicle.

c. Partial Reimbursement for Post-Warranty Repair Costs

Settlement Class Members who have had the FSA Repairs performed on their Class Vehicle, and who paid Post-Warranty Repair Costs that have not previously been reimbursed by Ford, are eligible for partial reimbursement of such Post-Warranty Repair Costs if they occur within the later of: (1) 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first), or (2) 120 days after the date for the completion of Class Notice, as set forth in the Preliminary Approval Order or any order modifying that order. If the Settlement Class Member submits documentation showing that the Class Vehicle was presented to an Authorized Ford Dealer for a TSB Repair that qualified for reimbursement during this eligible repair period, but the Authorized Ford Dealer was unable to perform the TSB Repair during the eligible repair period due to a parts shortage, such repair should be deemed eligible for reimbursement if it occurs within six months of the expiration of the eligible repair period.

Upon the submission of a valid claim demonstrating that they incurred Post-Warranty Repair Costs for a TSB Repair to their Class Vehicle, such TSB Repairs shall be reimbursed as follows:

i. Up to $125 of the Post-Warranty Repair Costs for the inspection and sealing of gaps in the passenger compartment;

ii. Up to $400 of the Post-Warranty Repair Costs for the installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter TiVCT;

iii. These amounts may be combined for TSB Repairs to a single Class Vehicle that involve both types of TSB Repairs (up to a total of $525 per vehicle), even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above).

Nothing in the Settlement Agreement should be construed as limiting any existing warranty coverage that may apply to a Settlement Class Member's Class Vehicle.

d. Submission of Claims

In order to obtain partial reimbursement for Post-Warranty Repair Costs, a Settlement Class Member must submit a claim to the Settlement Claims Administrator.

1. ***Deadlines to Submit Claims***

Claims for partial reimbursement of Post-Warranty Repair Costs incurred for obtaining a TSB Repair(s) must be submitted within: (1) six months after the Effective Date of Settlement, or (2) 120 days after the date of the TSB Repair for which partial reimbursement is sought, whichever is later.

2. ***Content of and Support for Claims for Partial Reimbursement***

Claims for partial reimbursement of Post-Warranty Repair Costs incurred obtaining TSB Repairs must include:

- The VIN of the Class Vehicle with respect to which a claim is being made.
- Proof of ownership of the vehicle during the time of any qualified TSB Repair for which a claim is being made.

- Evidence sufficient to show that the Settlement Class Member obtained a TSB Repair to a Class Vehicle that qualifies for partial reimbursement of Post-Warranty Repair Costs under the Settlement Agreement, including:
    - Information showing that the Class Vehicle received a TSB Repair;
    - The date(s) of the TSB Repair;
    - The mileage on the Class Vehicle as of the date of the TSB Repair.
- Proof of the amount of Post-Warranty Repair Costs the Settlement Class Member paid to obtain the TSB Repair.

3. ***Rejected Claims***

The Settlement Claims Administrator may reject any claim that does not include the required information specified in the previous subsection. The Settlement Claims Administrator reserves the right to investigate any claim, including by requesting from the Settlement Class Member additional documentation to determine whether the claim is valid. If the Settlement Claims Administrator rejects a claim, it will advise the Settlement Class Member who submitted it of the reason(s) for the rejection (*e.g.*, missing information or documentation, ineligibility to submit a claim). If a claim is rejected due to missing information or documentation, the Settlement Claims Administrator will give the Settlement Class Member thirty (30) days to resubmit that claim along with additional information, so long as the claim was originally submitted by the deadline. The Settlement Claims Administrator will copy Class Counsel on all rejected claims.

4. ***Disputed Claims***

If a Settlement Class Member disputes either the Settlement Claims Administrator's rejection of a claim or the amount to be reimbursed pursuant to a claim, the Settlement Class Member may appeal the Settlement Claims Administrator's decision by submitting the claim, the Settlement Claims Administrator's decision on the claim, and an explanation of the Settlement

Claims Administrator's alleged error within thirty (30) days of the postmark date on the envelope in which the Settlement Claims Administrator mailed its decision to the Settlement Class Member to: (1) Joseph H. Meltzer, Esq., and Ethan J. Barlieb, Esq., of Kessler Topaz Meltzer & Check, LLP (Class Counsel), 280 King of Prussia Road, Radnor, PA 19087; (2) E. Powell Miller, Esq. of The Miller Law Firm, P.C (Class Counsel), 950 West University Drive, Suite 300, Rochester, MI 48307; (3) David M. George, Esq., of Dykema Gossett PLLC (Defendant's Counsel), 2723 South State Street, Suite 400, Ann Arbor, MI 48104; and (4) Joel A. Dewey, Esq. of DLA Piper, LLP (Defendant's Counsel), 6225 Smith Avenue, Baltimore, Maryland 21209. Upon receipt of the appeal, Class Counsel and Defendant's Counsel will meet and confer to resolve the disputed claims.

e. Administration of the Settlement

Promptly after the Effective Date of Settlement, Ford will direct the Settlement Claims Administrator to administer the program described above, and will bear all costs and expenses related to the administration of this Settlement. The Settlement Claims Administrator will open a "Ford Claims Center" to receive and appropriately respond to all claims submitted by Settlement Class Members. The Ford Claim Center will include: (1) personnel assigned to manage the settlement implementation process; (2) a toll-free telephone number that Settlement Class Members may call to obtain information; (3) a mailing address to which Settlement Class Members shall send all claims for reimbursement; and (4) a website containing information about the Settlement, including claim forms that can be downloaded and submitted by mail.

f. Attorneys' Fees and Expenses

Ford shall pay to Class Counsel reasonable attorneys' fees, separate and apart from the consideration flowing to the Settlement Class, of up to $3,000,000 (three million dollars), and expenses of up to $500,000 (five hundred thousand dollars). Class Counsel shall apply to the Court

for a total award of attorneys' fees and expenses of no more than this amount, covering all legal services provided by Class Counsel in the past and future to Named Plaintiffs and the Settlement Class Members in connection with the Litigation, the Settlement, any appeal in connection with the Settlement, and implementation of the Settlement Agreement (the "Fee and Expense Application"). Ford will not dispute or oppose the amount set forth above in the Fee and Expense Application, which shall be subject to Court approval. Further, Class Counsel shall not accept, any amount in excess of these sums. Any award of attorneys' fees and expenses above the agreed-upon amount will be deemed a material breach of the Settlement Agreement and constitute grounds for Ford to withdraw from it. The Court shall determine what amount of fees and expenses shall be awarded and issue an Order stating the amount of fees and expenses to be awarded.

Should any counsel other than Class Counsel petition the Court for an award of attorneys' fees, costs, or expenses, Class Counsel and Ford's counsel shall cooperate in opposing such petition. Neither Class Counsel nor Ford shall be required to pay any amount of money to such counsel petitioning the Court for an award. Any award of attorneys' fees or expenses to such counsel will be deemed a material breach of the Settlement Agreement, and constitute grounds for either Plaintiffs or Ford to withdraw from it.

Within thirty (30) business days after the Effective Date of Settlement, Ford shall pay the amount of attorneys' fees and costs awarded by the Court pursuant to the terms of this Settlement Agreement to Class Counsel pursuant to wiring instructions that will be supplied by Class Counsel. Class Counsel must provide Ford with a completed W-9 form for the first payee of attorneys' fees and costs.

Any order or proceedings related to the Fee and Expense Application, or any appeal solely from any order related thereto or reversal or modification thereof, will not operate to terminate or

cancel this Settlement Agreement, or affect or delay the finality of Judgment approving the Settlement and this Settlement Agreement.

g. Service Award for Named Plaintiffs

As part of their motion seeking final approval of the Settlement at the Fairness Hearing, Class Counsel will submit to the Court an application for a $30,000 service award, to be allocated by the Court equally among the Named Plaintiffs. Ford agrees to not oppose this application. Ford will pay any service award approved by the Court pursuant to the terms of this Settlement Agreement within thirty (30) business days after the Effective Date of Settlement by sending payment to Class Counsel to be divided in accordance with the Court's order and forwarded to the Named Plaintiffs.

III. SETTLEMENT APPROVAL PROCESS

a. Preliminary Approval of Settlement

Promptly after execution of this Settlement Agreement, Class Counsel shall present this Settlement Agreement to the Court, along with a motion requesting that the Court issue a Preliminary Approval Order substantially in the form attached hereto as Exhibit A, which shall include, among other things:

- Preliminary certification under Federal Rule of Civil Procedure 23, for settlement purposes only, of the Settlement Class;
- Preliminary approval of the Settlement memorialized in this Settlement Agreement as fair, reasonable, and adequate;
- Approval of the Class Notice containing the language in Exhibits C and D for distribution to Settlement Class Members;
- A direction to the Settlement Claims Administrator to disseminate, at Ford's expense, the Class Notice in the forms approved by the Court to Settlement Class Members;

- A direction that each potential Settlement Class Member who wishes to be excluded from the Settlement Class must respond to the Class Notice in writing in accordance with the instructions set forth in the Class Notice and that their responses must be received by the date set forth in the Preliminary Approval Order;
- A finding that the Class Notice constitutes the best practicable notice under the circumstances, including individual notice to all Settlement Class Members who can be identified with reasonable effort, and constitutes valid, due, and sufficient notice to Settlement Class Members in full compliance with the requirements of applicable law, including the due process clause of the United States Constitution;
- A direction that, pending final determination of the joint application for approval of this Settlement Agreement, all proceedings in this Litigation other than settlement approval proceedings shall be stayed and all Settlement Class Members who do not validly request exclusion from the Settlement Class shall be enjoined from commencing or prosecuting any action, suit, proceeding, claim, or cause of action in any court or before any tribunal based on Exhaust Odor in the Class Vehicles;
- A direction that any Settlement Class Member who has not properly and timely requested exclusion from the Settlement Class will be bound by the Final Order and Judgment;
- The scheduling of a final hearing to determine whether this Settlement Agreement should be approved as fair, reasonable, and adequate and whether the proposed Final Order and Judgment should be entered (the Fairness Hearing);
- A direction that the Settlement Claims Administrator shall tabulate communications from prospective Settlement Class Members asking to be excluded from the Settlement Class

and shall report the names and addresses of such entities and natural persons to the Court and to Class Counsel no less than seven (7) days before the Fairness Hearing;

- A direction that Class Counsel shall file a Fee and Expense Application and Named Plaintiffs' Service Award application (which may be part of Plaintiffs' Motion for Final Approval) approximately fourteen (14) days prior to the date set forth in the Preliminary Approval Order as the deadline for the objections; and that Class Counsel shall file any supplemental brief in support of final approval of the Settlement Agreement no later than seven (7) days prior to the Fairness Hearing; and that the Court shall determine at the Fairness Hearing in what amount attorneys' fees and reimbursement of expenses should be awarded to Class Counsel pursuant to the terms of the Settlement Agreement, as well as the amount of the Service Awards that should be awarded to the Named Plaintiffs pursuant to the terms of the Settlement Agreement;
- A direction that any Settlement Class Member who wishes to object to the proposed Settlement Agreement, the proposed Final Order and Judgment, the Fee and Expense Application, and/or Named Plaintiffs' Service Award must file and serve such objections no later than the date set forth in the Preliminary Approval Order, which shall be approximately one month before the Fairness Hearing, together with copies of all papers in support of his or her position as provided in Section III.d.1. of the Settlement Agreement. The Class Notice shall state that the Court will not consider the objections of any Settlement Class Member who has not properly served copies of his or her objections on a timely basis or complied with the requirements of Section III.d.1 of the Settlement Agreement.

b. Notice to Attorneys General

In compliance with the attorney general notification provision of the Class Action Fairness Act, 28 U.S.C. § 1715, within ten days after the motion for Preliminary Approval Order is filed, Ford shall provide notice of this proposed Settlement to the Attorney General of the United States, and to the attorneys general of each state or territory in which a Settlement Class Member resides. The notice will include (1) a copy of the Amended Class Action Complaint, (2) a copy of this Settlement Agreement and its exhibits, and (3) a reasonable estimate of the number of Settlement Class Members in each state/territory and their percentage representation in the Settlement Class. Ford will provide copies of such notifications to Class Counsel at the time of their submission to the attorneys general.

c. Notice to Settlement Class Members

The Settlement Claims Administrator will mail, at Ford's expense, the Short Form Class Notice in substantially the same form as Exhibit C, and post on the Settlement Website the Long Form Class Notice substantially in the same form as Exhibit D. As soon as practicable after the preliminary approval of the Settlement, the Settlement Claims Administrator will obtain the name and last known address of each potential member of the Settlement Class. The last known address of potential Settlement Class Members will be checked and updated via the National Change of Address database. Thereafter, the Settlement Claims Administrator shall mail a copy of the Short Form Class Notice to each Settlement Class Member so identified. The Settlement Claims Administrator shall use its best efforts to complete the mailing of the Short Form Class Notice to potential Settlement Class Members within four months after the preliminary approval of the Proposed Settlement.

If any Short Form Class Notice mailed to any potential Settlement Class Member is returned as undeliverable, then the Settlement Claims Administrator shall perform a reasonable

search for a more current name and/or address for the potential Settlement Class Member and (provided that a more current name and/or address can be found through such a search) re-send the returned Short Form Class Notice to the potential Settlement Class Member. In the event that any Short Form Class Notice mailed to a potential Settlement Class Member is returned as undeliverable a second time, then no further mailing shall be required. The Settlement Claims Administrator will promptly log each Short Form Class Notice that is returned as undeliverable and provide copies of the log to Class Counsel.

d. Response to Notice

1. ***Objection to Settlement***

Any Settlement Class Member who intends to object to the fairness of the Settlement Agreement must, by the date specified in the Preliminary Approval Order and recited in the Class Notice, file any such objection with the Court, and provide copies of the objection to: (1) Joseph H. Meltzer, Esq., and Ethan J. Barlieb, Esq., of Kessler Topaz Meltzer & Check, LLP (Class Counsel), 280 King of Prussia Road, Radnor, PA 19087; (2) E. Powell Miller, Esq. of The Miller Law Firm, P.C (Class Counsel), 950 West University Drive, Suite 300, Rochester, MI 48307; (3) David M. George, Esq., of Dykema Gossett PLLC (Defendant's Counsel), 2723 South State Street, Suite 400, Ann Arbor, MI 48104; and (4) Joel A. Dewey, Esq. of DLA Piper, LLP (Defendant's Counsel), 6225 Smith Avenue, Baltimore, Maryland 21209.

Any objection to the Settlement Agreement must be individually and personally signed by the Settlement Class Member submitting it (if the Settlement Class Member is represented by counsel, the objection must also be signed by such counsel), and must include:

- The objecting Settlement Class Member's full name, address, and telephone number;

- The model, model year, and vehicle identification number of the objecting Settlement Class Member's Class Vehicle, along with proof that the objector has owned or leased a Class Vehicle (*i.e.*, a true copy of a vehicle title, registration, or license receipt);
- A written statement of all grounds for the objection, accompanied by any legal support for the objection;
- Copies of any papers, briefs, or other documents upon which the objection is based;
- A list of all cases in which the Settlement Class Member and/or his or her counsel filed or in any way participated – financially or otherwise – objecting to a class settlement during the preceding five (5) years.
- The name, address, email address, and telephone number of every attorney representing the objector; and
- A statement indicating whether the objector and/or his or her counsel intends to appear at the Fairness Hearing and, if so, a list of all persons, if any, who will be called to testify in support of the objection.

Any member of the Settlement Class who does not file a timely written objection to the Settlement and notice of his or her intent/non-intent to appear at the Fairness Hearing, or who otherwise fails to comply with the requirements of this section shall be foreclosed from seeking any adjudication or review of the Settlement by appeal or otherwise.

2. ***Request for Exclusion***

Any Settlement Class Member who wishes to be excluded from the Settlement Class must submit a request for exclusion ("Request for Exclusion") to the Settlement Claims Administrator at the address specified in the Class Notice by the date specified in the Preliminary Approval Order

and recited in the Class Notice. To be effective, the Request for Exclusion must be sent via first-class U.S. mail to the specified address and:

- Include the Settlement Class Member's full name, address, and telephone number;
- Identify the model, model year, and vehicle identification number of the Settlement Class Member's Class Vehicle(s);
- Explicitly and unambiguously state his or her desire to be excluded from the Settlement Class in *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*; and
- Be individually and personally signed by the Settlement Class Member (if the Settlement Class Member is represented by counsel, it must also be signed by such counsel).

Any Settlement Class Member who fails to submit a timely and complete Request for Exclusion sent to the proper address, shall be subject to and bound by this Settlement Agreement and every order or judgment entered pursuant to this Settlement Agreement. Any purported Request for Exclusion or other communication sent to such address that is unclear or internally inconsistent with respect to the Settlement Class Member's desire to be excluded from the Settlement Class will be deemed invalid unless determined otherwise by the Court.

The Settlement Administrator will receive purported Requests for Exclusion and will follow guidelines developed jointly by Class Counsel and Ford's counsel for determining in the first instance whether they meet the requirements of a Request for Exclusion. Any communications from Settlement Class Members (whether styled as an exclusion request, an objection, or a comment) as to which it is not readily apparent that the Settlement Class Member meant to exclude himself or herself from the Class will be evaluated jointly by Class Counsel and Ford's counsel, who will make a good faith evaluation, if possible, of the Settlement Class

Member's intentions. Any uncertainties about whether a Settlement Class Member is requesting exclusion from the Settlement Class will ultimately be resolved by the Court.

The Settlement Claims Administrator will maintain a list of all Requests for Exclusion for a period of three (3) years after the closure of the claims administration process. The Settlement Claims Administrator shall report the names and addresses of all such entities and natural persons requesting exclusion to the Court, Ford, and Class Counsel seven (7) days prior to the Final Hearing, and the list of entities and natural persons deemed by the Court to have excluded themselves from the Settlement Class will be attached as an exhibit to the Final Order and Judgment.

e. Persons Objecting to the Settlement

Neither Defendant nor the Settlement Class shall be responsible for fees, costs, or expenses related to any Class Members who submit objections to the Settlement Agreement or any appeal by an objector arising from the Litigation for attorneys' fees, costs, or expenses of any kind.

f. Fairness Hearing

On the date set forth in the Preliminary Approval Order, a Fairness Hearing will be held at which the Court will: (1) decide whether to finally certify the Settlement Class, (2) decide whether to approve the Settlement Agreement as fair, reasonable, and adequate, (3) decide whether to approve the application for a Service Award for the Named Plaintiffs, and (4) decide whether to approve Class Counsel's Fee and Expense Application and issue an Order memorializing that decision. The Settling Parties will request that the Court hold the Fairness Hearing approximately one month after the deadline for submitting objections and Requests for Exclusion.

g. Final Order and Judgment

If this Settlement Agreement is finally approved by the Court, a Final Order and Judgment directing the entry of judgment pursuant to Federal Rule of Civil Procedure 54(b) shall be entered substantially in the form attached as Exhibit B, as follows:

- Certifying the Settlement Class for purposes of this Settlement Agreement;
- Approving the Settlement Agreement as fair, reasonable, and adequate as it applies to the Settlement Class;
- Declaring the Settlement Agreement to be binding on Ford and the Plaintiffs, as well as all members of the Settlement Class;
- Dismissing on the merits and with prejudice the Amended Class Action Complaint in *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*;
- Forever discharging the Released Parties from all Released Claims;
- Indicating the amount of the Service Award for the Named Plaintiffs;
- Indicating the amount of attorneys' fees and expenses to be awarded to Class Counsel; and
- Providing that all Settlement Class Members who did not request exclusion from the Settlement Class be permanently enjoined from commencing or prosecuting any action, suit, proceeding, claim, or cause of action asserting the Released Claims in any court or before any tribunal.

h. Withdrawal from Settlement

Either party shall have the option to withdraw from this Settlement Agreement, and to render it null and void, if any of the following occurs:

- Any objections to the proposed settlement are sustained and such objection results in Court-ordered requested changes to the Settlement Agreement that the withdrawing party deems

to be material (*e.g.*, because it increases the cost of the settlement, delays approval and/or implementation of the Settlement, or deprives the withdrawing party of a benefit of the Settlement);

- Any attorney general is allowed to intervene in the action and such intervention results in Court-ordered requested changes to the agreement that the withdrawing party deems to be material (*e.g.*, because it increases the cost of the Settlement, delays approval and/or implementation of the Settlement, or deprives the withdrawing party of a benefit of the Settlement);
- The preliminary or final approval of the Settlement Agreement is not obtained without modification to the proposed preliminary and final approval orders attached as exhibits to this Settlement Agreement, and any modification to such orders requested by the Court as a condition for approval is deemed to be material and is not agreed to by the withdrawing party (*e.g.*, because it increases the cost of the Settlement, delays approval and/or implementation of the Settlement, or deprives the withdrawing party of a benefit of the Settlement); or
- Entry of the Final Order and Judgment described in this Settlement is reversed or modified by an appellate court in a manner that the withdrawing party deems to be material, except that a reversal or modification of an order awarding reasonable attorneys' fees and expenses shall not be a basis for withdrawal.

Ford shall, in addition, have the right to withdraw from this Settlement Agreement, and to render it null and void, if Settlement Class Members collectively owning or leasing 5,000 or more Class Vehicles exclude themselves from the Settlement.

To withdraw from the Settlement Agreement under this Section, the withdrawing party must provide written notice of withdrawal to the other party's counsel and to the Court. In the event either party withdraws from the Settlement, this Settlement Agreement shall be null and void, shall have no further force and effect with respect to any party in the Litigation, and shall not be offered in evidence or used in any litigation for any purpose, including the existence, certification, or maintenance of any purported class. In the event of such withdrawal, this Settlement Agreement and all negotiations, proceedings, documents prepared, and statements made in connection herewith shall be without prejudice to the Settling Parties, and shall not be deemed or construed to be an admission or confession by any party of any fact, matter, or proposition of law, and shall not be admitted into evidence or otherwise used in any manner for any purpose, and all parties to the Litigation shall stand in the same position as if this Settlement Agreement had not been negotiated, made, or filed with the Court. Upon withdrawal, either party may elect to move the Court to vacate any and all orders entered pursuant to the provisions of this Settlement Agreement.

i. Release of Settlement Class Members' Claims

Upon the Effective Date of the Settlement, the Named Plaintiffs and each Settlement Class Member shall be deemed to have, and by operation of the Final Order and Judgment shall have, released, waived, and discharged the Released Parties from his, her, or its Released Claims, as defined above. This release shall run with the vehicle if the Settlement Class Member transfers ownership of the Class Vehicle.

IV. MISCELLANEOUS PROVISIONS

a. Class Certification

For the purposes of this Settlement only, and not for purposes of litigation in this or any other action, Named Plaintiffs assert, and Ford will not object, that certification of the Settlement Class is appropriate pursuant to Federal Rule of Civil Procedure 23(b)(3).

b. Effect of Exhibits

The exhibits to this Settlement Agreement are an integral part of the Settlement and are expressly incorporated and made a part of this Settlement Agreement.

c. No Admission

This Settlement Agreement is for settlement purposes only. Neither the fact of, nor any provision contained in this Settlement Agreement, nor any action taken hereunder, shall constitute, or be construed as, any admission of the validity of any claim, defense, or any fact alleged in the Litigation or of any wrongdoing, fault, violation of law, or liability of any kind on the part of Ford or any admissions by Ford of any claim or allegation made in any action or proceeding against Ford. If this Settlement Agreement is terminated and becomes null and void, the class action portions of this Settlement shall have no further force and effect with respect to any party to the Litigation and shall not be offered in evidence or used in the Litigation or any other proceeding. This Settlement Agreement shall not be offered or be admissible in evidence against Ford or cited or referred to in any action or proceeding, except in an action or proceeding brought to enforce the terms of this Settlement Agreement or to enforce any Order of the Court approving the terms of this Settlement Agreement. Information provided by Ford to the Plaintiffs and Class Counsel in connection with settlement negotiations is for settlement purposes only and shall not be used or disclosed for any other purpose whatsoever.

d. Return of Confidential Documents

Upon the Effective Date of Settlement, all documents and information marked or designated as "Confidential," as defined in and subject to the Protective Order, signed November 15, 2018, or any other protective order entered in this Litigation, shall be disposed of within the time frame and according to the procedures set forth in the Protective Order.

e. Entire Agreement

This Settlement Agreement represents the entire agreement and understanding among the Settling Parties and supersedes all prior proposals, negotiations, agreements, and understandings relating to the subject matter of this Settlement Agreement. The Settling Parties acknowledge, stipulate, and agree that no covenant, obligation, condition, representation, warranty, inducement, negotiation, or understanding concerning any part or all of the subject matter of this Settlement Agreement has been made or relied on except as expressly set forth in this Settlement Agreement. No modification or waiver of any provisions of this Settlement Agreement shall in any event be effective unless the same shall be in writing and signed by the person against whom enforcement of the Settlement Agreement is sought.

f. Counterparts

This Settlement Agreement may be executed in one or more counterparts, each of which shall be deemed an original as against any party who has signed it, and all of which shall be deemed a single agreement.

g. Arm's-Length Negotiations

The Settling Parties have negotiated all of the terms and conditions of this Settlement Agreement at arm's-length. All terms, conditions, and exhibits in their exact form are material and necessary to this Settlement Agreement and have been relied upon by the Settling Parties in entering into this Settlement Agreement. The Settling Parties have both participated in the drafting of this agreement and it is not to be construed in favor of or against either of the Settling Parties.

h. Dispute Resolution

Any dispute, challenge, question, or the like relating to this Settlement Agreement (other than those which this Settlement Agreement provides shall be resolved by otherwise) shall be heard only by this Court.

i. Continuing Jurisdiction

The Court shall retain continuing and exclusive jurisdiction over the parties to this Settlement Agreement, including all Settlement Class Members, for the purpose of the administration and enforcement of this Settlement Agreement.

j. Binding Effect of Settlement Agreement

This Settlement Agreement shall be binding upon and inure to the benefit of the Settling Parties and their representatives, heirs, successors, and assigns.

k. Nullification

In the event any one or more of the provisions contained in this Settlement Agreement shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect other provisions if Ford and Class Counsel mutually elect to proceed as if such invalid, illegal, or unenforceable provision had never been included in this Settlement Agreement.

l. Extensions of Time

The Settling Parties may agree upon a reasonable extension of time for deadlines and dates reflected in this Settlement Agreement, without further notice (subject to Court approval as to Court dates).

m. Service or Notice

Whenever, under the terms of this Settlement Agreement, a person is required to provide service or written notice to Ford or Class Counsel, such service or notice shall be directed to the individuals and addresses specified below, unless those individuals or their successors give notice to the other Settling Parties in writing:

As to Plaintiffs: Joseph H. Meltzer, Esq.
Ethan J. Barlieb, Esq.
Kessler Topaz

Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087

and

E. Powell Miller, Esq.
The Miller Law Firm, P.C.
950 West University Drive, Suite 300
Rochester, MI 48307

As to Ford: David M. George, Esq.
Dykema Gossett PLLC
2723 South State Street, Suite 400
Ann Arbor, MI 48104

and

Joel A. Dewey, Esq.
DLA Piper LLP
The Marbury Building
6225 Smith Avenue
Baltimore, Maryland 21209

n. Authority to Execute Settlement Agreement

Each counsel or other person executing this Settlement Agreement or any of its exhibits on behalf of any party hereto warrants that such person has the authority to do so.

* * * * * *

IN WITNESS WHEREOF, the parties hereto through their fully authorized representatives have agreed to this Stipulation and Agreement of Settlement as of the date first herein above written.

By: _____

Joseph H. Meltzer
KESSLER TOPAZ
MELTZER & CHECK, LLP
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706
jmeltzer@ktmc.com

By: _____

E. Powell Miller
THE MILLER LAW FIRM, P.C.
950 West University Drive, Suite 300
Rochester, MI 48307
Tel: (248) 841-2200
epm@millerlawpc.com

Counsel for Plaintiffs

By: _____

Joel A. Dewey
Jeffrey M. Yeatman
DLA PIPER LLP
The Marbury Building
6225 Smith Avenue
Baltimore, Maryland 21209
Tel: (410) 580-4135
joel.dewey@dlapiper.com
jeffrey.yeatman@dlapiper.com

Counsel for Defendant

AMENDMENT TO STIPULATION AND AGREEMENT OF SETTLEMENT

Upon mutual consent and pursuant to the provisions of Section IV(e) of the Stipulation and Agreement of Settlement submitted to the Court on November 18, 2020, as ECF # 81-2 in the matter of *Suresh Persad, et al. v. Ford Motor Company*, Civil Action No. 2:17-cv-12599-TGB-MKM, in United States District Court for the Eastern District of Michigan (the "Settlement Agreement"), the parties agree to revise the language of Sections II(c)(i) and II(c)(iii) of the Settlement Agreement as follows:

Section II(c)(i) of the Settlement Agreement shall now provide:

i. Up to $400 of the Post-Warranty Repair Costs for the inspection and sealing of gaps in the passenger compartment;

Section II(c)(iii) of the Settlement Agreement shall now provide:

iii. These amounts may be combined for TSB Repairs to a single Class Vehicle that involve both types of TSB Repairs (up to a total of $800 per vehicle), even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above).

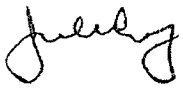
Counsel for Plaintiffs:

Joseph H. Meltzer, Esq.
Ethan J. Barlieb, Esq.
Kessler Topaz Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087

E. Powell Miller, Esq.

The Miller Law Firm, P.C.
950 West University Drive, Suite 300
Rochester, MI 48307

Counsel for Defendant:



Joel A. Dewey, Esq.
Jeffrey M. Yeatman, Esq.
DLA Piper LLP (US)
6225 Smith Avenue
Baltimore, Maryland 21209

EXHIBIT A

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

SURESH PERSAD, DANIEL G. WRIGHT and ROBERT S. DRUMMOND, individually and on behalf of all others similarly situated, Plaintiffs, v. FORD MOTOR COMPANY, Defendant.	Civil Action No. 2:17-cv-12599-TGB-MKM Hon. Terrence G. Berg Magistrate Judge Mona K. Majzoub

ORDER GRANTING PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT

Plaintiffs Suresh Persad, Daniel Wright, and Robert Drummond, and Defendant Ford Motor Company (together, the "Parties"), by and through their undersigned attorneys, hereby submit this proposed Stipulated Order for Preliminary Approval Class Action Settlement:

WHEREAS, the Court having reviewed and considered the Motion for Preliminary Approval and supporting materials filed by the Parties;

WHEREAS, the Court held a hearing on the Motion for Preliminary Approval on _____; and

WHEREAS, this Court has fully considered the record and the requirements of law; and good cause appearing;

IT IS THIS ____ day of _____, 2021 ORDERED that the Settlement is hereby PRELIMINARILY APPROVED. The Court further finds and orders as follows:

1. The Court has subject matter jurisdiction under 28 U.S.C. § 1332(d), and venue is proper in this district.

2. The Court has personal jurisdiction over the Plaintiffs, Settlement Class Members, and the Defendant.

3. To the extent not otherwise defined herein, all defined terms in this Order shall have the meaning assigned in the Settlement Agreement.

4. The Stipulation and Agreement of Settlement dated November 18, 2020 and Amendment to Stipulation and Agreement of Settlement dated February 8, 2021 (collectively, the "Settlement") were the result of the Parties' good-faith negotiations. The Settlement was entered into by experienced counsel and only after extensive arm's length negotiations. The Settlement is not the result of collusion.

5. The proceedings that occurred before the Parties reached the Settlement gave counsel the opportunity to adequately assess this case's strengths and weaknesses and thus to structure the Settlement in a way that adequately accounts for those strengths and weaknesses.

6. The Court has carefully reviewed the Settlement Agreement and finds that the Settlement is fair, reasonable, adequate and meets the standards for

preliminary approval under Fed. R. Civ. P. 23(a) and (b). Accordingly, the Court preliminarily approves all terms of the Settlement and all of its Exhibits.

7. The Court conditionally certifies, for settlement purposes only, the following Settlement Class:

> All entities and natural persons in the United States (including its Territories and the District of Columbia) who currently own or lease (or who in the past owned or leased) a model year 2016 and 2017 Ford Explorer sold or leased in the United States, excluding 2016 and 2017 Police Interceptor Utility Ford Explorers (the "Settlement Class").

Excluded from the Settlement Class are Excluded from the Settlement Class are (1) all federal court judges who have presided over this case and any members of their immediate families; (2) all entities and natural persons who elect to exclude themselves from the Settlement Class; (3) all entities and natural persons who delivered to Ford releases of all their claims; and (4) Ford's employees, officers, directors, agents, and representatives, and their family members.

8. The Court hereby conditionally appoints the following Plaintiffs as Class Representatives for the Settlement Class: Suresh Persad, Daniel G. Wright, and Robert S. Drummond.

9. The Court finds that the Class Representatives will fairly and adequately protect and represent the interests of all members of the Settlement Class and the interest of the Class Representatives are not antagonistic to those of the Settlement Class. The Class Representatives are represented by counsel who are

experienced and competent in the prosecution of complex class action litigation.

10. The Court has reviewed and finds that the content of the revised proposed forms of Notice attached as Exhibits C and D to the Parties' Joint Notice of Supplemental Filing, replacing Exhibits C and D to the Settlement Agreement, which are to be displayed, along with the Settlement Agreement and its Exhibits, on the Settlement Website, satisfy the requirements of Fed. R. Civ. P. 23(c)(2), Fed. R. Civ. P. 23(e)(1), and Due Process and accordingly approves the Notice and Claim Form.

11. The Court further approves the proposed methods for giving notice of the Settlement to members of the Settlement Class, as reflected in the Settlement Agreement. The Court has reviewed the plan for distributing Notice to the Settlement Class ("Notice Plan"), and finds that Settlement Class members will receive the best notice practicable under the circumstances. The Court specifically approves the Parties' proposal that on an agreed upon date with the Settlement Claims Administrator, but in no event more than seventy-five (75) days after entry of the Preliminary Approval Order, the Settlement Claims Administrator shall cause individual Short Form Class Notice, substantially in the form attached to the Parties' Joint Notice of Supplemental Filing as Exhibit C, to be mailed, by first class mail, to the current or last known addresses of all reasonably identifiable Settlement Class Members. The Court specifically approves the procedures set forth in the Settlement

Agreement for identifying Settlement Class Members and notifying Settlement Class Members whose initial mailings are returned undeliverable. The Court finds that these procedures, carried out with reasonable diligence, will constitute the best notice practicable under the circumstances and will satisfy the requirements of Fed. R. Civ. P. 23(c)(2) and Fed. R. Civ. P. 23(e)(1) and Due Process.

12. The Court preliminarily finds that the following counsel fairly and adequately represent the interests of the Settlement Class and hereby conditionally appoints Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as Class Counsel.

13. The Court directs that pursuant to Fed. R. Civ. P. 23(e)(2), a Fairness Hearing will be held on _____ [at least 155 days after entry of Preliminary Approval Order], to consider final approval of the Settlement (the "Fairness Hearing") including, but not limited to, the following issues: (1) to determine whether to grant final approval to (a) the certification of the Settlement Class, (b) the designation of Plaintiffs as representatives of the Settlement Class, (c) the designation of Class Counsel as counsel for the Settlement Class, and (d) the settlement; (2) to rule on Class Counsel's request for an award of attorneys' fees and reimbursement of costs and for Service Awards to Class Representatives; and (3) to consider whether to enter the Final Approval Order. The Fairness Hearing may be adjourned by the Court and the Court may address matters set out above,

including final approval of the Settlement, without further notice to the Settlement Class other than notice that may be posted at the Court and on the Court's and Settlement Claims Administrator's websites.

14. The Court directs that no later than fourteen (14) days prior to the Final Fairness Hearing, Class Counsel shall file all memoranda, including affidavits, declarations, and other evidence in support of the request for final approval of the Settlement; Class Counsels' request for approval of attorneys' fees, costs, and reimbursement of expenses; and the request for Service Awards to the individual Named Plaintiffs. The Court further directs that no later than seven (7) days prior to the Final Fairness Hearing, Class Counsel shall file any supplemental memoranda addressing any objections and/or opt-outs. If Class Counsel and Defense Counsel do not reach agreement on reasonable attorney fees and costs/expenses, the Parties shall meet and confer to agree upon a schedule for Defendant to file opposition to Class Counsel's motion for attorney fees and costs/expenses, which shall be at least sixty (60) days, Plaintiffs' reply thereto, and whether the date of the Fairness Hearing needs to be changed.

15. Persons wishing to object to the proposed Settlement and/or be heard at the Fairness hearing shall following the following procedure:

(a) To object, a member of the Settlement Class, individually or through counsel, must file a written objection with the Court, and must also serve a copy

thereof upon the following, postmarked no later than forty-five (45) days after the Notice Date:

Counsel for Plaintiffs:

Joseph H. Meltzer, Esq.
Ethan J. Barlieb, Esq.
Kessler Topaz Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087

E. Powell Miller, Esq.
The Miller Law Firm, P.C
950 West University Drive, Suite 300
Rochester, MI 48307

Counsel for Defendant:

David M. George, Esq.
Dykema Gossett PLLC
2723 South State Street, Suite 400
Ann Arbor, MI 48104

Joel A. Dewey, Esq.
DLA Piper, LLP
6225 Smith Avenue
Baltimore, Maryland 21209

(b) Any objecting Settlement Class member must include with his or her objection:

i. The objecting Settlement Class Member's full name, address, and telephone number;

ii. The model, model year, and vehicle identification number of the objecting Settlement Class Member's Class Vehicle, along with proof that the objector has owned or leased a Class

Vehicle (*i.e.*, a true copy of a vehicle title, registration, or license receipt);

iii. A written statement of all grounds for the objection, accompanied by any legal support for the objection;

iv. Copies of any papers, briefs, or other documents upon which the objection is based;

v. A list of all cases in which the Settlement Class Member and/or his or her counsel filed or in any way participated – financially or otherwise – objecting to a class settlement during the preceding five (5) years.

vi. The name, address, email address, and telephone number of every attorney representing the objector; and

vii. A statement indicating whether the objector and/or his or her counsel intends to appear at the Fairness Hearing and, if so, a list of all persons, if any, who will be called to testify in support of the objection.

(c) Subject to the approval of the Court, any objecting Settlement Class Member may appear, personally or by counsel, at the final fairness hearing to explain why the proposed settlement should not be approved as fair, reasonable, and adequate, or to object to any motion for Class Counsel Fees and Expenses or incentive awards. Any Settlement Class Member who does not provide a notice of intention to appear at the hearing in accordance with the deadlines and other specifications set forth in the Settlement Agreement and Notice, or who has not filed an objection in accordance with the deadlines and other specifications set forth in

the Settlement Agreement and the Notice, may be deemed to have waived any objections to the settlement and any adjudication or review of the Settlement, by appeal or otherwise.

(d) Any Class Member who does not make his, her, or its objection in the manner provided herein shall be deemed to have waived his, her, or its right to object to any aspect of the proposed Settlement and/or Class Counsel's motion for attorneys' fees and reimbursement of litigation expenses. Such Class Member shall forever be barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, or the requested attorneys' fees and litigation expenses, and otherwise from being heard concerning the Settlement, or the attorneys' fees and expenses request in this or any other proceeding.

16. The Court appoints KCC Class Action Services as the Settlement Claims Administrator. The Parties are hereby authorized to retain the Settlement Claims Administrator to supervise and administer the Notice procedure as well as the processing of Claims.

17. All Settlement Class members shall have the right to opt out of the Settlement Class at any time during the opt-out period. The opt-out period shall run for forty-five (45) days from the Notice Date. Any Settlement Class Member who elects to opt out of the Settlement Class (i) shall not be bound by any orders or judgments entered in this Action; (ii) shall not be entitled to relief under, or be

affected by, the Settlement Agreement; (iii) shall not gain any rights by virtue of this Settlement Agreement; and (iv) shall not be entitled to object to any aspect of this Settlement Agreement. Any Settlement Class Member who wishes to opt out of the Settlement Class may do so by submitting a request for exclusion ("Request for Exclusion") to the Settlement Claims Administrator as provided in the Notice. To be effective, the Request for Exclusion must be sent via first-class U.S. mail to the specified address and include:

i. The Settlement Class Member's full name, address, and telephone number;
ii. Identify the model, model year, and vehicle identification number of the Settlement Class Member's Class Vehicle(s);
iii. Explicitly and unambiguously state his or her desire to be excluded from the Settlement Class in *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*; and
iv. Be individually and personally signed by the Settlement Class Member (if the Settlement Class Member is represented by counsel, it must also be signed by such counsel).

The Settlement Claims Administrator shall tabulate communications from Settlement Class Members asking to be excluded from the Settlement Class and shall report the names and addresses of such entities and natural persons to the Court and to Class Counsel no less than seven (7) days before the Fairness Hearing.

18. Any member of the Settlement Class failing to properly and timely mail such a written notice of exclusion shall be automatically included in the Settlement Class and shall be bound by all of the terms and provisions of the Settlement Agreement and the Settlement, including but not limited to the release, and the Final Order and Judgment.

19. Upon Final Approval of the Settlement, all Settlement Class Members who do not timely and properly opt out of the Settlement shall be deemed to have, and by operation of the Final Order and Judgment shall have, fully and completely released, acquitted and discharged the Released Parties from all Released Claims as set forth in the Settlement Agreement, and the Action will be deemed dismissed with prejudice.

20. In the event that the Settlement Agreement is not finally approved, this Preliminary Approval Order shall be rendered null and shall be vacated, and all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Settlement Agreement. If the Settlement Agreement is not finally approved, the Defendant and any other Releasees shall have retained any and all of their current defenses and arguments thereto (including but not limited to arguments that the requirements of Fed. R. Civ. P. 23(a) and (b)(3) are not satisfied for purposes of continued litigation). This action shall thereupon revert immediately to their respective procedural and substantive

status prior to the date of execution of the Settlement Agreement and shall proceed as if the Settlement Agreement and all other related orders and papers had not been executed.

21. The Court shall retain continuing jurisdiction over the Action, the Parties and the Settlement Class, and the administration, enforcement, and interpretation of the Settlement. Any unresolved disputes or controversies arising with respect to the Settlement shall be presented by motion to the Court, provided however, that nothing in this paragraph shall restrict the ability of the Parties to exercise their rights as described above.

22. Pending final determination of the joint application for approval of this Settlement Agreement, all proceedings in this Litigation other than settlement approval proceedings shall be stayed and all Settlement Class Members who do not validly request exclusion from the Settlement Class shall be enjoined from commencing or prosecuting any action, suit, proceeding, claim, or cause of action in any court or before any tribunal based on Exhaust Odor in the Class Vehicles.

IT IS SO ORDERED.

Dated: _____

By: _____
Judge Terrence G. Berg
United States District Judge

EXHIBIT B

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

SURESH PERSAD, DANIEL G. WRIGHT and ROBERT S. DRUMMOND, individually and on behalf of all others similarly situated, Plaintiffs, v. FORD MOTOR COMPANY, Defendant.	Civil Action No. 2:17-cv-12599-TGB-MKM Hon. Terrence G. Berg Magistrate Judge Mona K. Majzoub

FINAL APPROVAL ORDER AND JUDGMENT

THIS MATTER having come before the Court for consideration of the Parties' application for Final Approval of Class Action Settlement, in accordance with the Parties' Settlement Agreement.

WHEREAS, Defendant Ford Motor Company ("Ford") and Plaintiffs Suresh Persad, Daniel G. Wright, and Robert S. Drummond ("Named Plaintiffs") reached a Class settlement (the "Settlement");

WHEREAS, the Parties submitted the Settlement Agreement together with Plaintiffs' Unopposed Motion for Preliminary Approval of the proposed settlement to the Court;

WHEREAS, the Court provisionally certified a Settlement Class and gave its preliminary approval of the Settlement on _____ date (the "Preliminary Approval Order") and directed the Parties to provide notice to the Class of the proposed Settlement and the Final Approval Hearing by regular mail and via the internet;

WHEREAS, the Court appointed Settlement Claims Administrator KCC Class Action Services effectuated notice to the Settlement Class in accordance with the Preliminary Approval Order and also pursuant to the notice requirements set forth in 28 U.S.C. § 1715;

WHEREAS, Named Plaintiffs submitted their Motion for Final Approval of Class Settlement, Award of Attorneys' Fees and Expenses, and Approval of Incentive Awards on _____; and

WHEREAS, on _____, the Court conducted the Final Approval Hearing to determine whether the proposed Settlement is fair, reasonable, and adequate, whether the Settlement should be granted final approved by this Court, whether Class Counsel's request for attorneys' fees and reimbursement of expenses in the amount of $3,500,000.00 should be awarded; and whether the request for an incentive award to each of the Named Plaintiffs in the amount of $10,000.00 should be approved; and

WHEREAS, the parties having appeared at the Final Approval Hearing.

THEREFORE, after reviewing the pleadings and evidence filed in support of final approval of the Settlement as well as Plaintiffs' requested award for attorney's fees, reimbursement of expenses and Incentive Awards and supporting documentation, and hearing the attorneys for the parties,

IT IS ON THIS ___ day of _____, 2021, ORDERED and, ADJUDGED that the Court finds and orders as follows:

1. All terms herein shall have the same meaning as defined in the Settlement Agreement.

2. This Court has jurisdiction over the subject matter of this Litigation and over the Parties to this Litigation including all Settlement Class Members.

3. The Court confirms its previous preliminary findings in the Preliminary Approval Order.

4. For purposes of Settlement, the Litigation satisfies the applicable prerequisites for class action treatment under Fed. R. Civ. P. 23(a) and 23 (b)(3). The Class or Settlement Class as defined in Sections I(d) and I(t) of the Settlement Agreement and also defined below is so numerous that joinder of all members is not practicable, questions of law and fact are common to the Settlement Class, the claims of the Settlement Class Representatives are typical of the claims of the Settlement Class and the Settlement Class Representatives have fairly and adequately protected the interests of the Settlement Class. Questions of law and fact common to the

members of the Settlement Class predominate over any questions affecting only individual members, and class action treatment is superior over individual actions.

5. Notice to the Settlement Class required by Rule 23(e) of the Federal Rules of Civil Procedure has been provided in accordance with the Court's Preliminary Approval Order, by mailing such Notice by first-class mail. The Settlement Claims Administrator, KCC Class Action Services, also placed the Notice on its website, www.xxxxxxxxxxxxx.com. Thus, notice has been given in an adequate and sufficient manner, constitutes the best notice practicable under the circumstances, and satisfies all requirements of Rule 23(e) and due process.

6. In accordance with the requirements of the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, the Settlement Claims Administrator caused to be mailed a copy of the proposed class action settlement and all other documents required by law to the Attorney General of the United States and the Attorneys General in each of the jurisdictions where class members reside. None of the Attorneys General filed objections to the Settlement.

7. The Settlement was a result of arm's-length negotiation by experienced counsel with an understanding of the strengths and weaknesses of their respective cases. Among the factors that they considered are those set forth in the Plaintiffs' Motion for Preliminary Approval of the Class Action Settlement. The Parties have agreed to the Settlement without any admission of wrongdoing by Defendant, which

has been denied, and to avoid further expense, uncertainty, inconvenience, and interference with their ongoing business. As part of this litigation, Class Counsel has conducted a detailed investigation of the facts and analyzed the relevant legal issues. Although the Class Representatives and Class Counsel believe that the claims asserted in the Complaint have merit, they also have examined the benefits to be obtained under the Settlement compared to the costs, risks, and delays associated with the continued litigation of these claims.

8. The Settlement is fair, reasonable and adequate, and serves the best interests of the Settlement Class, in light of all the relevant factors including the benefits afforded to the Settlement Class, the complexity, expense, uncertainty and duration of litigation, and the risks involved in establishing liability, damages, and in maintaining the class action through trial and appeal.

9. The Parties and Settlement Class Members have submitted to the exclusive jurisdiction of this Court for any suit, action, proceeding or dispute arising out of this Settlement.

10. It is in the best interests of the Parties and the Settlement Class Members, and consistent with principles of judicial economy, that any dispute between any Settlement Class Member (including any dispute as to whether any person is a Settlement Class Member) and any Released Party which in any way relates to the applicability or scope of the Settlement Agreement or this Final Order

and Judgment should be presented exclusively to this Court for resolution.

11. The Court certifies the following Settlement Class for purposes of Settlement only:

> All entities and natural persons in the United States (including its Territories and the District of Columbia) who currently own or lease (or who in the past owned or leased) a model year 2016 and 2017 Ford Explorer sold or leased in the United States, excluding 2016 and 2017 Police Interceptor Utility Ford Explorers (the "Settlement Class").

Excluded from the Settlement Class are Excluded from the Settlement Class are (1) all federal court judges who have presided over this case and any members of their immediate families; (2) all entities and natural persons who elect to exclude themselves from the Settlement Class; (3) all entities and natural persons who delivered to Ford releases of all their claims; and (4) Ford's employees, officers, directors, agents, and representatives, and their family members.

12. The Settlement Agreement submitted by the Parties is finally approved pursuant to Rule 23(e) of the Federal Rules of Civil Procedure as fair, reasonable, adequate, and in the best interests of the Settlement Class. The Parties are directed to perform all obligations under the Settlement Agreement in accordance with its terms.

13. The Parties and each person within the definition of the Settlement Class are hereby bound by the terms and conditions of the Settlement Agreement, except for those who have duly and timely excluded themselves. Attached to this

Final Order and Judgment as [Exhibit A] is a list of the names of each Settlement Class Member who/which has filed a timely and proper request for exclusion from the Settlement Class under the procedures set forth in the Settlement Agreement.

14. The Court hereby appoints the following persons as Settlement Class Representatives: Suresh Persad, Daniel G. Wright, and Robert S. Drummond.

15. The Court hereby appoints Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as Class Counsel.

16. The Litigation is hereby dismissed with prejudice and without costs. This Judgment has been entered without any admission by any Party as to the merits of any allegation in this Litigation and shall not constitute a finding of either fact or law as to the merits of any claim or defense asserted in the Litigation.

17. The Released Claims of all Settlement Class Members are hereby fully, finally and forever released, discharged, compromised, settled, relinquished and dismissed with prejudice against all of the Released Parties.

18. Members of the Settlement Class and their successors and assigns are hereby permanently barred and enjoined from asserting, commencing, prosecuting or continuing to prosecute, either directly or indirectly, in any manner, any Released Claim against any one of the Released Parties in any forum, with the exception of any Settlement Class Members who have duly and timely excluded themselves.

19. The Settlement Agreement, Settlement related documents and/or the Court's approval thereof, does not constitute, and is not to be used or construed as any admission by Defendant or by any Released Party of any allegations, claims or alleged wrongdoing.

20. The Court approves an award of $10,000 to each of the Plaintiffs: Suresh Persad, Daniel G. Wright, and Robert S. Drummond, as a reasonable payment for their efforts, expenses and risk as Plaintiffs in bringing this action, which shall be paid by Defendant as provided in the Settlement Agreement.

21. Without affecting the finality of this judgment, the Court's retained jurisdiction of this Settlement also includes the administration and consummation of the Settlement. In addition, without affecting the finality of this judgment, the Court retains exclusive jurisdiction of, and the Parties and all Settlement Class Members are hereby deemed to have submitted to the exclusive jurisdiction of this Court for, any suit, action, proceeding or dispute arising out of or relating to this Final Order and Judgment, the Settlement Agreement, or the Applicability of the Settlement Agreement. Without limiting the generality of the foregoing, any dispute concerning the Settlement Agreement, including, but not limited to, any suit, action, arbitration or other proceeding by a Class Member in which the provisions of the Settlement Agreement are asserted as a defense in whole or in part to any claim or cause of action or otherwise raised as an objection, shall constitute a suit, action or proceeding

arising out of or relating to this Order. Solely for purposes of such suit, action or proceeding, to the fullest extent possible under applicable law, the Parties hereto and all persons within the definition of the Settlement Class are hereby deemed to have irrevocably waived and agreed not to assert, by way of motion, as a defense or otherwise, any claim or objection that they are not subject to the jurisdiction of this Court, or that this Court is, in any way, an improper venue or an inconvenient forum.

22. The Court finds that the Settlement Class Members were given a full and fair opportunity to object to the Settlement, to exclude themselves from the Settlement Class and/or to appear at the final fairness hearing pursuant to the requirements set forth in the Settlement Agreement and Preliminary Approval Order.

23. The Objection[s] filed are hereby [denied].

24. The Court finds that no just reason exists for delay in entering this Final Order and Judgment. Accordingly, the Clerk is hereby directed to enter final judgment.

IT IS SO ORDERED.

Dated: _____

By: _____
Judge Terrence G. Berg
United States District Judge

EXHIBIT C

2016 & 2017 FORD EXPLORER
EXHAUST ODOR CLASS ACTION SETTLEMENT
P.O. BOX _____
_____, __ _____-_____

Presorted
First-Class
Mail
US Postage
PAID

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice. This is not a solicitation from a lawyer.

You may be entitled to benefits if you now own or lease (or used to own or lease) model year 2016 and 2017 Ford Explorer.

PLEASE READ THIS NOTICE CAREFULLY
BECAUSE IT COULD AFFECT YOUR RIGHTS

Class Member Name
Class Member Address
Class Member City/State/Zip

This Notice contains information about a class action settlement.
More detailed information can be found at:

www.xxxxxxxxxxxxxxxxxxxxx.com

Questions? Call 1-800-___-____

If the Settlement is approved by the Court and you do not exclude yourself, you must thereafter go to www.xxxxxxxxxxxxxxxxxxxx.com to download a claim form, and follow the instructions on that form to submit a claim. You ***must*** submit a claim to be eligible for monetary benefits from this Settlement.

A proposed nationwide class action settlement has been reached in a lawsuit against Ford Motor Company. The case concerns owners or lessees of model year 2016-2017 Ford Explorer vehicles (excluding 2016 and 2017 Police Interceptor Utility Ford Explorers) ("Class Vehicles"). The lawsuit alleges that that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles. Ford denies these allegations. This Settlement resolves the case and provides benefits to all Class Members, including monetary benefits to eligible Class Members who submit valid claims.

Who is included? You are a Class Member if you are a current or former owner or lessee of one or more Class Vehicles.

Are repairs available? Yes. Repairs to address Exhaust Odor are provided under Ford's Field Service Actions ("FSA") and are available from Authorized Ford Dealers free of charge regardless of mileage or warranty status until July 31, 2022. You can look up whether these FSA Repairs have already been performed on your Class Vehicle by visiting the website www.xxxxxxxxxxxxx.com. Additional repairs to address Exhaust Odor are available from Authorized Ford Dealers under Ford's Technical Service Bulletins ("TSB"). The TSB Repairs are free of charge for in-warranty vehicles. If your vehicle is out-of-warranty, the TSB Repairs are still available to you but are not free. **If you pay (or have paid) an Authorized Ford Dealer for the TSB Repairs, you may be eligible for partial-reimbursement of these costs.**

What can I get? If approved by the Court, and if you submit a Claim Form and supporting documentation, Ford will reimburse you for certain out-of-pocket expenses paid to an Authorized Ford Dealer for TSB Repairs performed to address Exhaust Odor in your Class Vehicle after expiration of the Warranty Coverage Period. You are eligible for partial reimbursement of such TSB Repair costs if they occur within the later of (1) 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first) or (2) [DATE (120 days after the completion of Class Notice)]. Maximum available reimbursement amounts will be $400 per repair, for each of two available repairs. Reimbursements for both repairs may be combined for a single Class Vehicle, even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above). The Long Form Notice fully describes Settlement benefits, including these reimbursement options. Go to www.xxxxxxxxxxxxxxxxxx.com to obtain a copy of the Long Form Notice.

What are my options? You can stay in the case (by doing nothing right now), exclude yourself, or object to the settlement. The only way to receive a settlement payment is to file a valid claim. You may not file a claim if you exclude yourself. If the Court approves the settlement and you have not excluded yourself, you will be bound by all the Court's orders and judgments, even if you do not file a claim.

How do I file a claim? If you are a Class Member and you have documentation for your TSB repair(s), you should complete the Claim Form signed under penalty of perjury that will be made available on www.xxxxxxxxxxxxxxxxxx.com if the Court approves this Settlement.

How do I exclude myself from the Settlement? If you wish to be excluded from the Settlement Class, receive no benefits from the Settlement and retain all your rights, the Settlement Claims Administrator must receive a request for exclusion sent via first-class mail on or before _____ _____, 2021. Your request must include all the information specified in the Long Form Notice that is available at www.xxxxxxxxxxx.com or by calling 1-800-000-0000.

How do I object to the Settlement? If you do not exclude yourself from the Settlement but you wish to object to it, you may object in writing by _____ ___, 2021 by following the procedures in the Long Form Notice that is
available at www.xxxxxxxxxxx.com or by calling 1-800-000-0000.

What happens next? A hearing will be held before Terrence G. Berg of the U.S. District Court for the Eastern District of Michigan, 231 W. Lafayette Blvd., Room 253 Detroit, MI 48226, on _____, 2021, at __:__ -m on whether to approve the Settlement, including the award of Class Counsel's attorneys' fees and expenses (up to $3,500,000 to be paid by Ford) and the service award to the Class Representatives (up to $30,000.00, to be allocated equally among the Named Plaintiffs). You or your attorney also may ask permission to speak at the hearing at your own cost.

Who represents me? The Court has appointed attorneys Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as

Class Counsel to represent the Class. You will not be charged for these attorneys, but you may hire an attorney to represent you at your own expense.

How do I get more information? For more information, including the Long Form Class Notice and Settlement Agreement, go www.xxxxxxxxxxxxxx.com or call 1-800-000-0000.

Carefully separate this Address Change Form at the perforation

Place Stamp Here

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: _____

City:_____

State:_____ Zip Code:_____

2016 & 2017 FORD EXPLORER EXHAUST ODOR CLASS ACTION SETTLEMENT
P.O. BOX ____
_____, __ _____-_____

EXHIBIT D

CLASS NOTICE

A federal court authorized this notice. This is not a solicitation from a lawyer.

UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF MICHIGAN

If you now own or lease (or used to own or lease) model year 2016 and 2017 Ford Explorers sold or leased in the United States, you may be entitled to benefits afforded by a class action settlement. This notice is being mailed to you because you have been identified as owning or leasing a Class Vehicle as defined below.

Your legal rights are affected whether you act or don't act. Read this Notice carefully.

1. THE LITIGATION: This class action claimed that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles. The class action, pending in the United States District Court for the Eastern District of Michigan, is entitled *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*, No. 2:17-cv-12599-TGB-MKM, (the "Action" or "Litigation").

2. FORD'S POSITION: Ford denies all allegations of wrongdoing asserted in the Litigation, including that the Class Vehicles are defective and that Ford is liable to any buyer, lessee, or operator of the Class Vehicles under any legal claim. Nonetheless, Ford has agreed to settle the Litigation by providing the benefits described in this Notice.

3. NOTICE: This Notice informs Class Members of the Litigation and the proposed Settlement and describes Class Members' rights and options.

4. SETTLEMENT CLASS: The following Settlement Class has been conditionally certified:

> All entities and natural persons in the United States (including its Territories and the District of Columbia) who currently own or lease (or who in the past owned or leased) a model year 2016 and 2017 Ford Explorers sold or leased in the United States, excluding 2016 and 2017 Police Interceptor Utility Ford Explorers ("Class Vehicle").
>
> Excluded from the Settlement Class are: (1) all federal court judges who have presided over this case and any members of their immediate families; (2) all entities and natural persons who elect to exclude themselves from the Settlement Class; (3) all entities and natural persons who delivered to Ford releases of all their claims; and (4) Ford's employees, officers, directors, agents, and representatives, and their family members.

The Court has appointed Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as Class Counsel.

5. SETTLEMENT BENEFITS: If the Court approves the proposed Settlement at the Fairness Hearing that is scheduled for _____ ____, 2021, Ford will provide the following benefits to Class Members:

Notice of the Availability of FSA Repairs: You are hereby notified of the availability of repairs provided under Field Service Actions 17N03 and 19N05 ("FSA Repairs") that will be performed by an Authorized Ford Dealer free of charge to address Exhaust Odor, regardless of mileage or warranty status until July 31, 2022. You may bring your Class Vehicle to an Authorized Ford Dealer through July 31, 2022 in order to obtain these free repairs.

You can look up whether the FSA Repairs have already been performed on your Class Vehicle by visiting the website www.xxxxxxxxxxxx.com and looking up your Class Vehicle by Vehicle Identification Number ("VIN").

Notice of Availability of TSB Repairs: In the event the FSA Repairs do not remedy the Exhaust Odor, additional repairs can be performed by an Authorized Ford Dealer to address Exhaust Odor, including the following repairs performed under TSB 17-0044: (1) inspection and sealing of gaps in the passenger compartment; and (2) installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter Twin Independent Variable Camshaft Timing ("TiVCT") engine ("TSB Repairs"). These TSB Repairs are free of charge for in-warranty vehicles. If your Class Vehicle is out-of-warranty, the TSB Repairs are available to you but are not free. You may be entitled to a partial reimbursement as explained below.

Partial Reimbursement of Post-Warranty Repair Costs: If you have the TSB Repairs performed on your vehicle after expiration of the Warranty Coverage Period and you pay (or have paid) an Authorized Ford Dealer for the parts and labor ("Post-Warranty Repair Costs"), you are eligible for partial reimbursement of such Post-Warranty Repair Costs if they occur within the later of the below periods:

i. Repairs occurring within 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first);

ii. Repairs occurring within 120 days after the completion of Class Notice.

Such TSB Repairs shall be reimbursed as follows:

i. Up to $400 of the Post-Warranty Repair Costs for the inspection and sealing of gaps in the passenger compartment;

ii. Up to $400 of the Post-Warranty Repair Costs for the installation of a modified exhaust system in vehicles equipped with a normally aspirated 3.5-liter TiVCT;

iii. These amounts may be combined to a single Class Vehicle that involve both types of repairs, even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above).

Submission of Claims: In order to obtain partial reimbursement for Post-Warranty Repair Costs, you must submit a claim to the Settlement Claims Administrator by _____ __, 2021 or 120 days after the date of the TSB Repair for which partial reimbursement is sought, whichever is later. Your claim must include the following information:

- The VIN of the Class Vehicle with respect to which a claim is being made.
- Proof of ownership of the vehicle during the time of any qualified TSB Repair for which a claim is being made.
- Evidence sufficient to show that the Settlement Class Member obtained an TSB Repair to a Class Vehicle that qualifies for partial reimbursement of Post-Warranty Repair Costs under the Settlement Agreement, including:
  - Information showing that the Class Vehicle received a TSB Repair;
  - The date(s) of the TSB Repair;
  - The mileage on the Class Vehicle as of the date of the TSB Repair.
- Proof of the amount of Post-Warranty Repair Costs the Settlement Class Member paid to obtain the TSB Repair.

You will receive these benefits only if the Court approves the proposed Settlement following the Fairness Hearing on _____ ____, 2021, and only if you remain a Member of the Settlement Class. If you exclude yourself from the Settlement, you cannot receive partial reimbursement for Post-Warranty Repair Costs.

To monitor the status of the proposed Settlement, to learn if and when it is approved, and to obtain claims forms, you may visit www.xxxxxxxxxxxxxxxxxxx.com or call xxx-xxx-xxxx.

6. ATTORNEYS' FEES, EXPENSES, AND SERVICE AWARDS: The Parties negotiated the payment of attorneys' fees and costs, subsequent to and separate and apart from the Class relief. Moreover, the Settlement is not contingent on the award of any particular amount of attorneys' fees and costs, or service award. Like all class action settlements, the amount of attorneys' fees and costs awarded to Class Counsel is left to the discretion of the Court. The Parties have agreed that separate and apart from the relief Ford will provide to the Settlement Class, and subject to Court approval, Ford will pay an award of reasonable attorneys' fees of $3,000,000 (three million dollars), and expenses of $500,000 (five hundred thousand dollars), to Class Counsel, less any amounts the Court approves as a service award to the Class Representatives. Class Counsel will apply for a service award of $30,000.00, to be allocated by the Court equally among the Named Plaintiffs. Class Counsel will file any motion for attorneys' fees and costs, and service award to the Class Representatives on or before _____, **2021.**

7. RESULT IF COURT APPROVES SETTLEMENT: If the Court approves the proposed Settlement, it will dismiss the Litigation, and Ford will provide the benefits described above to the Settlement Class Members who have not excluded themselves from the Class. Settlement Class Members will be barred from pursuing non-personal injury lawsuits based on Exhaust Odor in the

Class Vehicles. Therefore, if you want to bring your own lawsuit against Ford, you must exclude yourself from this Settlement.

8. YOUR OPTIONS: If you are a member of the Settlement Class, you have the following four options (you may only choose one option): (1) submit a claim; (2) ask to be excluded; (3) object, or (4) do nothing. Objecting is simply telling the Court that you do not like something about the Settlement. You can object only if you stay in the Settlement Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement Class and the Settlement. If you exclude yourself, you have no basis to object because the case no longer affects you.

SUBMIT A CLAIM	**If you wish to receive monetary compensation from the Settlement, you must submit a claim. Claims** must be submitted to the Settlement Claims Administrator by **_____ __, 2021 or 120 days after the date of the TSB Repair for which partial reimbursement is sought, whichever is later**.
ASK TO BE EXCLUDED	**If you wish to be excluded from the Settlement Class, receive no benefits from the Settlement and retain all your rights, the Settlement Claims Administrator must receive a request for exclusion sent via first-class mail on or before _____ _____, 2021.** Your exclusion communication must include your full name, address, and telephone number; the year, model, and vehicle identification number of your Class Vehicle; a clear statement that you wish to be excluded from the Settlement Class; and be personally signed by you (and your lawyer if you are represented by counsel). Your request must be sent to the Settlement Claims Administrator at ___, _____, _____ _____-_____. If your exclusion request is properly submitted and received before the deadline, you will not be bound by the terms of the Settlement, and you will be free, if you choose, to pursue your own lawsuit against Ford based on Exhaust Odor. If you do not submit a clear and timely request for exclusion to the Ford Settlement Exclusion Center, you will be bound by the Settlement Agreement and relinquish any claims against Ford based on Exhaust Odor.
OBJECT	**If you are a member of the Settlement Class, you may object to the Settlement, Class Counsel's request for attorneys' fees and expenses, or the request for Named Plaintiffs' service awards.**

	You may, but need not, select an attorney to appear at the Fairness Hearing on your behalf. If you do, you will be responsible for your own attorneys' fees and costs. If you object to the proposed Settlement, you must do so in writing on or before _____ ____, 2021. Your written objection must include: • Your full name, address, and telephone number; • The model, model year, and vehicle identification number of your Class Vehicle, along with proof that you have owned or leased a Class Vehicle (*i.e.*, a true copy of a vehicle title, registration, or license receipt); • A written statement of all grounds for the objection, accompanied by any legal support for the objection; • Copies of any papers, briefs, or other documents upon which the objection is based; • A list of all cases in which the Settlement Class Member and/or his or her counsel filed or in any way participated – financially or otherwise – objecting to a class settlement during the preceding five (5) years. • The name, address, email address, and telephone number of every attorney representing you; and • A statement indicating whether you and/or your counsel intends to appear at the Fairness Hearing and, if so, a list of all persons, if any, who will be called to testify in support of the objection; and • Your signature (and your counsel's signature if you are represented by counsel). Your written objection must also be: (1) filed with the Clerk of the U.S. District Court for the Eastern District of Michigan, 231 W. Lafayette Blvd., Room 253 Detroit, MI 48226, and (2) served upon: (A) Joseph H. Meltzer, Esq., and Ethan J. Barlieb, Esq., of Kessler Topaz Meltzer & Check, LLP (Class Counsel), 280 King of Prussia Road, Radnor, PA 19087; (B) E. Powell Miller, Esq. of The Miller Law Firm, P.C (Class Counsel), 950 West University Drive, Suite 300, Rochester, MI 48307; (C) David M. George, Esq., of Dykema Gossett PLLC (Defendant's Counsel), 2723 South State Street, Suite 400, Ann Arbor, MI 48104; and (D) Joel A. Dewey, Esq. of DLA Piper, LLP (Defendant's Counsel), 6225 Smith Avenue, Baltimore, Maryland 21209.

	Class Members who do not make their objections in a timely manner will waive all objections, their right to comment at the Fairness Hearing, and their right to appeal approval of the Settlement.
DO NOTHING	**Stay in this lawsuit. Await the outcome. Receive the benefits of this settlement if it is approved.** By doing nothing, you will remain part of the case, and do not need to take any immediate action. If the Settlement is approved under the terms described here, you may receive the benefits of the Settlement**.** In exchange for the benefits you receive, you will give up your rights to sue Ford separately about the same legal claims involved in this action, unless you have personal injury claims related to Exhaust Odor; those claims are not released by the Settlement. You may, if you wish, comment in favor of the Settlement by sending your comment to Class Counsel: Joseph H. Meltzer, Esq. and Ethan J. Barlieb, Esq., of Kessler Topaz Meltzer & Check, LLP (Class Counsel), 280 King of Prussia Road, Radnor, PA 19087; E. Powell Miller, Esq. of The Miller Law Firm, P.C (Class Counsel), 950 West University Drive, Suite 300, Rochester, MI 48307.

9. FAIRNESS HEARING: A hearing will be held before the Honorable Terrence G. Berg of the U.S. District Court for the Eastern District of Michigan, 231 W. Lafayette Blvd., Room 253 Detroit, MI 48226, on _____, 2021, at __:__ -m. At the hearing, the Court will hear argument about whether the proposed Settlement is fair, reasonable, and adequate, and whether it should be approved and, if so, what fees and expenses should be awarded to Class Counsel, and what service award should be given to the Named Plaintiffs. You do not need to attend the Fairness Hearing. Class Counsel will answer questions the Court may have. But, you are welcome to attend at your own expense provided you have not excluded yourself from the Settlement. If you send an objection, you do not have attend Court to talk about it. You may also pay your own lawyer to attend, but it is not necessary. The time, date, and location of the hearing may change without further notice to you. If you plan to attend the hearing, you should confirm its time, date, and location before making any plans.

10. ADDITIONAL INFORMATION: For additional information and/or for a copy of the full Settlement Agreement; the request for attorneys' fees, costs, and the service awards; and other key Court documents, you may visit www.**xxxxxxxxxxxxxx**.com or call the Settlement Claims Administrator at xxx-xxx-xxxx or Class Counsel at **xxx-xxx-xxxx**. Please do not call or write the Court or the Office of the District Clerk.

EXHIBIT 2

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

SURESH PERSAD, DANIEL G. WRIGHT and ROBERT S. DRUMMOND, individually and on behalf of all others similarly situated, Plaintiffs, v. FORD MOTOR COMPANY, Defendant.	Civil Action No. 2:17-cv-12599-TGB-MKM Hon. Terrence G. Berg Magistrate Judge Mona K. Majzoub

DECLARATION OF LANA LUCCHESI REGARDING (A) MAILING OF THE NOTICE PACKET; AND (B) REPORT ON REQUESTS FOR EXCLUSION RECEIVED TO DATE

I, Lana Lucchesi, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am a Vice President at KCC Class Action Services ("KCC"). Pursuant to paragraph 16 of the Court's Order Granting Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement, dated April 30, 2021 (ECF No. 89) (the "Preliminary Approval Order"), the Parties were authorized to retain KCC as the Claims Administrator in connection with the proposed settlement of the above-captioned action.[1]

[1] Unless otherwise noted, all capitalized terms shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement (ECF No. 81-2) ("Settlement").

2. I submit this Declaration in order to provide the Court, and the Parties to the Action, with information regarding the mailing of the Short Form Class Notice (the "Notice Packet"), as well as other status updates regarding notice and the settlement administration process. The following statements are based on my personal knowledge and information provided to me by other experienced KCC employees, and, if called as a witness, I could and would testify competently thereto.

CAFA NOTIFICATION

3. In compliance with the Class Action Fairness Act ("CAFA"), 28 U.S.C. Section 1715, KCC compiled a CD-ROM containing the following documents: the operative Amended Class Action Complaint and Demand for Jury Trial filed on October 9, 2017, and all complaints and amendments previously filed in the case; Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement, which includes as Exhibit A the complete copy of the Stipulation and Agreement of Settlement with all exhibits, including the proposed Preliminary Approval Order, Final Approval Order, and Class Notice; and Ford Motor Company's Brief in Support of Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement, which accompanied a cover letter (collectively, the "CAFA Notice Packet"). A copy of the cover letter is attached hereto as Exhibit A.

4. On December 2, 2020, KCC caused sixty (60) CAFA Notice Packets to be mailed via Priority Mail from the U.S. Post Office in Memphis, Tennessee to the

parties listed on Exhibit B, *i.e.*, the U.S. Attorney General, the Attorneys General of each of the 50 States and the District of Columbia, the Attorneys General of the 5 recognized U.S. Territories, as well as parties of interest to this Action.

5. As of the date of this declaration, KCC has received no response to the CAFA Notice Packet from any of the recipients identified in paragraph 4 above.

DISSEMINATION OF THE NOTICE PACKET

6. Pursuant to the Preliminary Approval Order, KCC was responsible for disseminating the Notice Packet to potential members of the Settlement Class. A copy of the Notice Packet is attached hereto as Exhibit C.

7. By June 28, 2021, KCC received names and addresses of Settlement Class Members from 49 states (all but New Hampshire).

8. On July 14, 2021, KCC caused Notice Packets to be mailed via First-Class mail, postage prepaid, to these Settlement Class Members.

9. On July 30, 2021, KCC received names and addresses of Settlement Class Members from New Hampshire.

10. On August 11, 2021, KCC caused Notice Packets to be mailed via First-Class mail, postage prepaid, to the Settlement Class Members in New Hampshire.

11. In total, 848,795 Notice Packets were mailed via First-Class mail to potential Settlement Class Members.

12. Prior to mailing Notice Packets, IHS Markit, formerly known as R.L. Polk ("IHS") verified the mailing records through the National Change of Address database to ensure the most current address was being used.

13. Since the initial mailing, KCC has received an additional 154 names and addresses of potential Settlement Class Members requesting that Notice Packets be mailed to such persons or entities. These Notice Packet requests were received through the toll-free telephone line.

14. As a result of the efforts described above, as of October 21, 2021, an aggregate of 848,949 Notice Packets have been disseminated to potential Settlement Class Members.

ESTABLISHMENT OF CALL CENTER

15. Beginning on July 10, 2021, KCC established and continues to maintain a toll-free telephone number (1-855-786-0990) for potential Settlement Class Members to call and obtain information about the Settlement. The toll-free telephone number connects callers with an Interactive Voice Recording ("IVR"). The IVR provides callers with pre-recorded information about the Settlement, including the option to request a copy of the Notice Packet. The toll-free telephone number with pre-recorded information is available 24 hours a day, 7 days a week.

16. As of October 21, 2021, there have been a total of 4,447 calls to the toll-free telephone number, of which 45 calls were handled by a live operator. KCC

has promptly responded to each telephone inquiry and will continue to respond to potential Settlement Class Member inquiries via the toll-free telephone number.

ESTABLISHMENT OF THE SETTLEMENT WEBSITE

17. To further assist potential Settlement Class Members, KCC, in coordination with the Parties, designed, implemented, and currently maintains a website dedicated to the Settlement, http://www.explorerexhaustsettlement.net/ (the "Settlement Website").

18. The Settlement Website became operational on July 10, 2021 and is accessible 24 hours a day, 7 days a week. Among other things, the Settlement Website includes general information regarding the Settlement, lists the exclusion, objection, and claim submission deadlines, as well as the date and time of the Court's Settlement Fairness Hearing. Visitors to the Settlement Website can also download a copy of the Notice, Settlement, and Preliminary Approval Order. KCC will continue operating, maintaining and, as appropriate, updating the Settlement Website until the conclusion of this administration.

19. As of October 21, 2021, the Settlement Website has received 31,796 hits.

REPORT ON EXCLUSION REQUESTS RECEIVED TO DATE

20. The Notice informs potential Settlement Class Members that requests for exclusion from the Settlement Class are to be addressed to KCC. The Notice also sets forth the information that must be included in each request for exclusion. KCC monitors all mail delivered to the P.O. Box for the Settlement.

21. As of October 21, 2021, KCC has received 39 requests for exclusion from the Settlement Class. Attached hereto as Exhibit D are the requests for exclusion.[2]

22. Should any requests for exclusion or objections be received after the date of this submission, KCC will address them in a supplemental declaration to be filed with Class Counsel's supplemental memoranda on or before November 8, 2021.

OBJECTIONS TO THE SETTLEMENT

23. The Notice informs potential Settlement Class Members that requests for objecting to the Settlement are to be filed with the Court as well as copies served upon Class Counsel and Defendant's Counsel.

24. As of October 21, 2021, KCC has not received any objections to the Settlement.

[2] For privacy reasons, the documents included in Exhibit D have been redacted to remove all personal information such as street addresses, email addresses, telephone numbers, account numbers, and Social Security/Taxpayer Identification Numbers.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on October 29, 2021 in San Rafael, California.

Dated: _____

Lana Lucchesi

Exhibit A

DLA Piper LLP (US)
The Marbury Building
6225 Smith Avenue
Baltimore, Maryland 21209-3600
www.dlapiper.com

Jeffrey M. Yeatman
jeffrey.yeatman@dlapiper.com
T 410.580.4289
F 410.580.3289

December 2, 2020

«First» «Last»
«Company»
«Address_1»
«Address_2»
«City», «State» «Zip»

Re: **Suresh Persad, et al. v. Ford Motor Company (Case No. 2:17-cv-12599-TGB-MKM), United States District Court, Eastern District of Michigan**

Dear «First» «Last»**:**

Pursuant to Section 1715 of Title 28 of the United States Code (28 U.S.C. § 1715, the "Class Action Fairness Act of 2005"), this letter and its enclosures constitute notice of a proposed class action settlement on behalf of defendant Ford Motor Company in the above referenced litigation, pending before U.S. District Judge Terrence G. Berg.

The proposed settlement class consists of current and former owners and/or lessees of model year 2016-2017 Ford Explorers. Generally speaking, the settlement provides benefits to the settlement class including: 1) notice of the availability of a free field service action for exhaust odor issues; 2) notice of the availability of additional service procedures under a Technical Service Bulletin, for those owners whose exhaust odor concerns are not resolved by the field service action procedures; and 3) the potential for partial reimbursement of out-of-pocket expenses incurred obtaining repairs for exhaust odor issues after the expiration of Ford's Limited Warranty.

Pursuant to 28 U.S.C. § 1715(b)(1)-(4), the following documents are contained on the enclosed CD:

- The currently operative Amended Class Action Complaint and Demand for Jury Trial filed on October 9, 2017, and all complaints and amendments previously filed in the case;

- Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement, which includes as Exhibit A the complete copy of the Stipulation and Agreement of Settlement with all exhibits, including the proposed Preliminary Approval Order, Final Approval Order, and Class Notice.

- Ford Motor Company's Brief in Support of Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement.

Pursuant to 28 U.S.C. § 1715(b)(5), (6), and (8), please be advised that there are no other settlements or agreements made contemporaneously between counsel and the parties, that the Court has yet to order any final judgment or notice of dismissal, and that there are no written judicial opinions relating to any of the above-referenced materials.

Pursuant to 28 U.S.C. § 1715(b)(7), it is not presently feasible to provide a complete list of class members residing in each state and territory potentially encompassed within the proposed settlement. Ford Motor Company reasonably estimates that there are approximately 555,388 putative settlement class members among the fifty states, the District of Columbia, and the territories of the United States (together, "the States"). Because the mailing list for Class Notice has not yet been obtained, Ford does not presently know the number of class members residing in the States or the proportionate share of the claims of such members to the entire settlement. Nevertheless, Ford reasonably believes that the number of class members, and the proportionate share of their claims, would be spread among the States roughly in proportion to the population of the States.

Should you have any questions regarding this matter, please do not hesitate to contact me directly.

Very truly yours,

Jeffrey M. Yeatman

JMY:lrg

Exhibit B

Last	First	Company	Address 1	Address 2	City	State	Zip
Barr	William P.	Attorney General of the United States	United States Department of Justice	950 Pennsylvania Avenue, NW	Washington	DC	20530-0001
Clarkson	Kevin	Office of the Alaska Attorney General	P.O. Box 110300		Jeaneau	AK	99811
Marshall	Steve	Office of the Alabama Attorney General	501 Washington Avenue	PO Box 300152	Montgomery	AL	36130-0152
Rutledge	Leslie	Arkansas Attorney General Office	323 Center Street, Suite 200		Little Rock	AR	72201-2610
Brnovich	Mark	Office of the Arizona Attorney General	2005 N. Central Avenue		Phoenix	AZ	85004
CAFA Coordinator		Office of the Attorney General	Consumer Law Section	455 Golden Gate Ave., Suite 11000	San Francisco	CA	94102
Weiser	Phil	Office of the Colorado Attorney General	Ralph L. Carr Colorado Judicial Center	1300 Broadway, 10th Floor	Denver	CO	80203
Tong	William	State of Connecticut Attorney General's Office	55 Elm Street		Hartford	CT	06106
Racine	Karl A.	District of Columbia Attorney General	441 4th Street, NW, Suite 1100S		Washington	DC	20001
Jennings	Kathy	Delaware Attorney General	Carvel State Office Building	820 N. French Street	Wilmington	DE	19801
Moody	Ashley	Office of the Attorney General of Florida	The Capitol, PL-01		Tallahassee	FL	32399-1050
Carr	Chris	Office of the Georgia Attorney General	40 Capitol Square, SW		Atlanta	GA	30334-1300
Connors	Clare	Office of the Hawaii Attorney General	425 Queen Street		Honolulu	HI	96813
Miller	Tom	Iowa Attorney General	Hoover State Office Building	1305 E. Walnut Street	Des Moines	IA	50319
Wasden	Lawrence	State of Idaho Attorney General's Office	700 W. Jefferson Street, Suite 210	P.O. Box 83720	Boise	ID	83720-0010
Raoul	Kwame	Illinois Attorney General	James R. Thompson Center	100 W. Randolph Street	Chicago	IL	60601
Hill, Jr.	Curtis T.	Indiana Attorney General's Office	Indiana Government Center South	302 West Washington Street, 5th Floor	Indianapolis	IN	46204
Schmidt	Derek	Kansas Attorney General	120 S.W. 10th Ave., 2nd Floor		Topeka	KS	66612-1597
Beshear	Andy	Office of the Kentucky Attorney General	700 Capitol Ave	Capitol Building, Suite 118	Frankfort	KY	40601
Landry	Jeff	Office of the Louisiana Attorney General	P.O. Box 94095		Baton Rouge	LA	70804-4095
Healey	Maura	Office of the Attorney General of Massachusetts	1 Ashburton Place	20th Floor	Boston	MA	02108-1518
Frosh	Brian	Office of the Maryland Attorney General	200 St. Paul Place		Baltimore	MD	21202-2202
Frey	Aaron	Office of the Maine Attorney General	State House Station 6		Augusta	ME	04333
Nessel	Dana	Office of the Michigan Attorney General	P.O. Box 30212	525 W. Ottawa Street	Lansing	MI	48909-0212
Keith Ellison	Attorney General	Attention: CAFA Coordinator	445 Minnesota Street	Suite 1400	St. Paul	MN	55101-2131
Schmitt	Eric	Missouri Attorney General's Office	Supreme Court Building	207 W. High Street	Jefferson City	MO	65101
Hood	Jim	Mississippi Attorney General's Office	Department of Justice	P.O. Box 220	Jackson	MS	39205
Fox	Tim	Office of the Montana Attorney General	Justice Bldg., 3rd Floor	215 N. Sanders Street	Helena	MT	59620-1401
Stein	Josh	Office of the North Carolina Attorney General	Department of Justice	9001 Mail Service Center	Raleigh	NC	27602-0629
Stenehjem	Wayne	North Dakota Office of the Attorney General	State Capitol	600 E. Boulevard Avenue	Bismarck	ND	58505-0040
Peterson	Doug	Office of the Nebraska Attorney General	2115 State Capitol	P.O. Box 98920	Lincoln	NE	68509-8920
MacDonald	Gordon	New Hampshire Attorney General	Hew Hampshire Department of Justice	33 Capitol Street	Concord	NH	03301-6397
Grewal	Gurbir S.	Office of the New Jersey Attorney General	Richard J. Hughes Justice Complex	25 Market Street, P.O. Box 080	Trenton	NJ	08625
Balderas	Hector	Office of the New Mexico Attorney General	P.O. Drawer 1508		Santa Fe	NM	87504-1508
Ford	Aaron	Nevada Attorney General	Old Supreme Ct. Bldg.	100 North Carson Street	Carson City	NV	89701
James	Letitia	Office of the New York Attorney General	Dept. of Law - The Capitol	2nd Floor	Albany	NY	12224
Yost	Dave	Ohio Attorney General	State Office Tower	30 E. Broad Street	Columbus	OH	43266-0410
Hunter	Mike	Oklahoma Office of the Attorney General	313 NE 21st Street		Oklahoma City	OK	73105
Rosenblum	Ellen F.	Office of the Oregon Attorney General	Justice Building	1162 Court Street, NE	Salem	OR	97301
Shapiro	Josh	Pennsylvania Office of the Attorney General	1600 Strawberry Square		Harrisburg	PA	17120
Noranha	Peter F.	Rhode Island Office of the Attorney General	150 South Main Street		Providence	RI	02903
Wilson	Alan	South Carolina Attorney General	Rembert C. Dennis Office Bldg.	P.O. Box 11549	Columbia	SC	29211-1549
Ravnsborg	Jason	South Dakota Office of the Attorney General	1302 East Highway 14, Suite 1		Pierre	SD	57501-8501
Slatery, III	Herbert H.	Tennessee Attorney General and Reporter	P.O. Box 20207		Nashville	TN	37202-0207
Paxton	Ken	Attorney General of Texas	Capitol Station	P.O. Box 12548	Austin	TX	78711-2548
Reyes	Sean	Utah Office of the Attorney General	P.O. Box 142320		Salt Lake City	UT	84114-2320
Herring	Mark	Office of the Virginia Attorney General	202 North Ninth Street		Richmond	VA	23219
Donovan	TJ	Office of the Attorney General of Vermont	109 State Street		Montpelier	VT	05609-1001
Ferguson	Bob	Washington State Office of the Attorney General	1125 Washington St SE	P.O. Box 40100	Olympia	WA	98504-0100
Kaul	Josh	Office of the Wisconsin Attorney General	Dept of Justice, State Capitol	RM 114 East P.O. Box 7857	Madison	WI	53707-7857
Morrisey	Patrick	West Virginia Attorney General	State Capitol Complex, Bldg 1	Room E-26	Charleston	WV	25305
Hill	Bridget	Office of the Wyoming Attorney General	2320 Capitol Avenue		Cheyenne	WY	82002
Ale	Talauega Eleasalo V.	American Samoa Gov't	Exec. Ofc. Bldg		Utulei	AS	96799
Camacho	Leevin Taitano	Office of the Attorney General, ITC Building	590 S. Marine Corps Drive	Suite 901	Tamuning	Guam	96913
Manibusan	Edward	Northern Mariana Islands Attorney General	Administration Building	PO Box 10007	Saipan	MP	96950-8907
Longo Quinones	Dennise N.	Puerto Rico Attorney General	P.O. Box 902192	San Juan	San Juan	PR	00902-0192
George	Denise N.	Virgin Islands Attorney General, Department of Justice	34-38 Kronprindsens Gade	GERS Bldg, 2nd Floor	St. Thomas	VI	00802
Yeatman	Jeffrey M.	DLA Piper Rudnick LLP (US)	The Marbury Building	6225 Smith Avenue	Baltimore	MD	21209-3600
Dewey	Joel A.	DLA Piper Rudnick LLP (US)	The Marbury Building	6225 Smith Avenue	Baltimore	MD	21209-3600
George	David M.	Dykema Gossett	2723 South State Street	Suite 400	Ann Arbor	MI	48104

Exhibit C

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice.
This is not a solicitation from a lawyer.

You may be entitled to benefits if you now own or lease (or used to own or lease) a model year 2016 and 2017 Ford Explorer.

PLEASE READ THIS NOTICE CAREFULLY BECAUSE IT COULD AFFECT YOUR RIGHTS.

This Notice contains information about a class action settlement.

More detailed information can be found at:
www.ExplorerExhaustSettlement.com
Questions? Call 1-855-786-0990

If the Settlement is approved by the Court and you do not exclude yourself, you must thereafter go to www.ExplorerExhaustSettlement.com to download a Claim Form, and follow the instructions on that form to submit a claim.

You ***must*** submit a claim to be eligible for monetary benefits from this Settlement.

FOP

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

«Barcode»
Postal Service: Please do not mark barcode

Claim#: FOP-«ClaimID»-«MailRec»
«First1» «Last1»
«CO»
«Addr1»
«Addr2»
«City», «St» «Zip»
«Country»

Carefully separate this Address Change Form at the perforation

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: _____

_____

City: _____

State: _____ ZIP Code: _____

A proposed nationwide class action settlement has been reached in a lawsuit against Ford Motor Company. The case concerns owners or lessees of certain model year 2016-2017 Ford Explorer vehicles (excluding 2016 and 2017 Police Interceptor Utility Ford Explorers) ("Class Vehicles"). The lawsuit alleges that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles. Ford denies these allegations. This Settlement resolves the case and provides benefits to all Class Members, including monetary benefits to eligible Class Members who submit valid claims.

Who is included? You are a Class Member if you are a current or former owner or lessee of one or more Class Vehicles.

Are repairs available? Yes. Repairs to address Exhaust Odor are provided under Ford's Field Service Actions ("FSA") and are available from Authorized Ford Dealers free of charge regardless of mileage or warranty status until July 31, 2022. You can look up whether these FSA Repairs have already been performed on your Class Vehicle by visiting the website www.ExplorerExhaustSettlement.com. Additional repairs to address Exhaust Odor are available from Authorized Ford Dealers under Ford's Technical Service Bulletins ("TSB"). The TSB Repairs are free of charge for in-warranty vehicles. If your vehicle is out-of-warranty, the TSB Repairs are still available to you but are not free. **If you pay (or have paid) an Authorized Ford Dealer for the TSB Repairs, you may be eligible for partial reimbursement of these costs.**

What can I get? If approved by the Court, and if you submit a Claim Form and supporting documentation, Ford will reimburse you for certain out-of-pocket expenses paid to an Authorized Ford Dealer for TSB Repairs performed to address Exhaust Odor in your Class Vehicle after expiration of the Warranty Coverage Period. You are eligible for partial reimbursement of such TSB Repair costs if they occur within the later of (1) 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first) or (2) November 11, 2021. Maximum available reimbursement amounts will be $400 per repair, for each of two available repairs. Reimbursements for both repairs may be combined for a single Class Vehicle, even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above). The Long Form Notice fully describes Settlement benefits, including these reimbursement options. Go to www.ExplorerExhaustSettlement.com to obtain a copy of the Long Form Notice.

What are my options? You can stay in the case (by doing nothing right now), exclude yourself, or object to the Settlement. The only way to receive a settlement payment is to file a valid claim. You may not file a claim if you exclude yourself. If the Court approves the Settlement and you have not excluded yourself, you will be bound by all the Court's orders and judgments, even if you do not file a claim.

How do I file a claim? If you are a Class Member and you have documentation for your TSB repair(s), you should complete the Claim Form signed under penalty of perjury that will be made available on www.ExplorerExhaustSettlement.com if the Court approves this Settlement.

How do I exclude myself from the Settlement? If you wish to be excluded from the Settlement Class, receive no benefits from the Settlement and retain all your rights, the Settlement Claims Administrator must receive a request for exclusion sent via first-class mail postmarked on or before August 28, 2021. Your request must include all the information specified in the Long Form Notice that is available at www.ExplorerExhaustSettlement.com or by calling 1-855-786-0990.

How do I object to the Settlement? If you do not exclude yourself from the Settlement but you wish to object to it, you may object in writing by August 28, 2021 by following the procedures in the Long Form Notice that is available at www.ExplorerExhaustSettlement.com or by calling 1-855-786-0990.

What happens next? A hearing will be held before Terrence G. Berg of the U.S. District Court for the Eastern District of Michigan, 231 W. Lafayette Blvd., Room 253, Detroit, MI 48226, on November 15, 2021, on whether to approve the Settlement, including the award of Class Counsel's attorneys' fees and expenses (up to $3,500,000 to be paid by Ford) and the service award to the Class Representatives (up to $30,000, to be allocated equally among the Named Plaintiffs). You or your attorney also may ask permission to speak at the hearing at your own cost.

Who represents me? The Court has appointed attorneys Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as Class Counsel to represent the Class. You will not be charged for these attorneys, but you may hire an attorney to represent you at your own expense.

How do I get more information? For more information, including the Long Form Notice and Settlement Agreement, go to www.ExplorerExhaustSettlement.com or call 1-855-786-0990.

PLACE

STAMP

HERE

FOP

2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE RI 02940-3520

Exhibit D

KCC Class Action Services
Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company
Exclusion Report

Count
39

ClaimID	VIN	Last1	First1	CO	St
11651709801	1FM5K8GT8HGE02636	SIFORD	MARK STEVEN		MI
11210673001	1FM5K7FH1HGD86075	KENNAMER	ALISON DIANE		TX
11723407201	1FM5K7D80GGB06311	RAMIREZ	HENRY R		CA
11145878001	1FM5K7F81GGA56368	FIELD	JOHN R		MO
11160235001	1FM5K7F83GGC49671	STJEAN	YASMINA		TX
11604186901	1FM5K8GT3HGD62109	WEEKS	TYLER		GA
11621396601	1FM5K8GT5HGB63563	PETRUZZELLI	MARK ANDREW		ID
11517501501	1FM5K8F86GGA33495	RAIBLE	ROBERT		KY
11315169001	1FM5K8D83HGE09591	DUBY	KATHERINE MARIE		MI
11210479401	1FM5K7FH3HGC08622	HANSON	MARTHA MORGAN		LA
11213606001	1FM5K7FH6GGD11953	DANIELS	TRACEY LAVETTE	CHRISTOPHER DANIELS	MI
11035235001	1FM5K7D84HGB03963	G & B WORKS			LA
11736679101	1FM5K7D85HGB63928	OSEGUERA	ERICKA		CA
11569784601	1FM5K8GT0GGB91785	BEESLEY	MELISSA		OH
11675812001	1FM5K8HT1GGB45770	WATSON	CHERYL ANN		MI
11828005301	1FM5K8DH8GGA55016	DEARDORFF	PHILIP C		PA
10962253401	1FM5K7B85HGC14461	CITY OF AUBURN			AL
10947885001	1FM5K7B80HGA44395	CITY OF AUBURN			AL
10967692001	1FM5K7B87HGC14462	CITY OF AUBURN			AL
11866389601	1FM5K8HT3HGC52305	HOGGE	THOMAS WESLEY		VA
11674899001	1FM5K8HT0HGD66309	JOHNSON	EILEEN ADELE		TX
11628826701	1FM5K8GT6GGD27787	GONZALES	SANTIAGO JESUS		NM
11217473501	1FM5K7FH9GGD25989	DELKER	DONALD EMORY		MI
11244131201	1FM5K8BH7GGC01621	ABBOTT	GLENN A		KY
11352991001	1FM5K8D86GGA86457	PIKES PEAK REGIONAL BLDG DEPT			CO
11723370501	1FM5K7D80GGA96220	CABRERA	JULIO EDGARDO		CA
11795460301	1FM5K8GT8HGD41773	HERRERA	EDWARD	SANDRA HERRERA	CA
11682851101	1FM5K8HT2HGC88454	SWAN	HOWARD L		AL
11377204001	1FM5K8D87HGA26785	CURTIS-WHITING	CAROLYN SUE		TX
11036305001	1FM5K7D84HGB62639	BAKER	DAVID GEORGE	JUDITH A BAKER	TX
11731800001	1FM5K7D83HGB31852	SABBAGH	AHARON		CA
11717016101	1FM5K8HTXHGD03041	GOLDEN	MATTHEW EDWARD		TX
11645740501	1FM5K8GT8GGC04654	HENDRICKSON	LANE ALLEN		OR
11021725101	1FM5K7D83GGC81877	COPELAND	LORA		AR
11595215901	1FM5K8GT2HGE17102	WHITE JUBINVILLE INS AGENCY			MA
11718192401	1FM5K7B81GGA26177	GOMEZ	MARIA DEL R		CA
11516830801	1FM5K8F85HGE29628	COOLEY	WALTER HENING		NV
11151093401	1FM5K7F81HGE33394	LALANDE	BERNICE LABOVE		LA
11671548001	1FM5K8HT0GGB58140	DODSON	ELIZABETH ANN		GA

City of Auburn

Home of Auburn University

August 9, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
PO Box 43520
Providence, RI 02940-3520

RE: City of Auburn, Alabama

To Whom It May Concern:

The City of Auburn currently has the following Ford Explorers in its inventory:

2017 Ford Explorer VIN 1FM5K7B85HGC14461
2017 Ford Explorer VIN 1FM5K7B80HGA44395
2017 Ford Explorer VIN 1FM5K7B87HGC14462

The City of Auburn, Alabama wishes to be excluded from the settlement class.

Sincerely,

D'Arcy W. Wernette
City of Auburn, Alabama – Risk Manager

[redacted]

City of Auburn

[redacted]

MONTGOMERY AL 360
10 AUG 2021

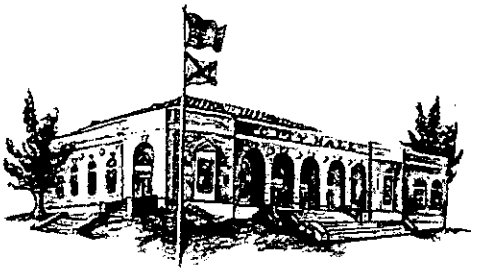
US POSTAGE
$000.51⁰
First-Class - IMI
ZIP 36830
08/09/2021
036B 0011815496

AUG 13 2021

SETTLEMENT CLAIMS ADMINISTRATOR
2016-2017 FORD EXPLORER EXHAUST ODOR
CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5415 Filed 11/01/21 Page 20 of 113



City of Auburn

Home of Auburn University

August 9, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
PO Box 43520
Providence, RI 02940-3520

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The City of Auburn, Alabama wishes to be excluded from the settlement class.

Sincerely,

D'Arcy W. Wernette
City of Auburn, Alabama – Risk Manager

[redacted]

City of Auburn

[redacted]

MONTGOMERY AL 360
10 AUG 2021

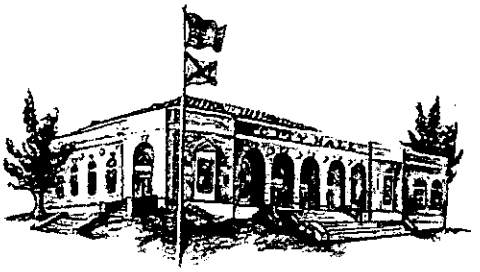
US POSTAGE
$000.51⁰
First-Class - IMI
ZIP 36830
08/09/2021
036B 0011815496

AUG 13 2021

SETTLEMENT CLAIMS ADMINISTRATOR
2016-2017 FORD EXPLORER EXHAUST ODOR
CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5417 Filed 11/01/21 Page 22 of 113



City of Auburn

Home of Auburn University

August 9, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
PO Box 43520
Providence, RI 02940-3520

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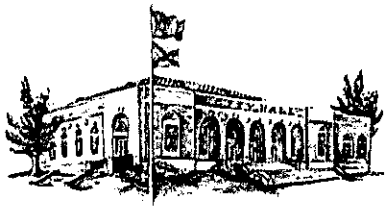
D'Arcy W. Wernette
City of Auburn, Alabama – Risk Manager

[redacted]



City of Auburn

[redacted]

MONTGOMERY AL 360
10 AUG 2021

US POSTAGE
$000.51⁰
First-Class - IMI
ZIP 36830
08/09/2021
036B 0011815496

AUG 13 2021

SETTLEMENT CLAIMS ADMINISTRATOR
2016-2017 FORD EXPLORER EXHAUST ODOR
CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5419 Filed 11/01/21 Page 24 of 113

July 19, 2021

Ford Settlement Exclusion Center
@ Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43444
Providence, RI 02940-3444

Settlement Claims Administrator:

I have received the notification card regarding the class action settlement against Ford Motor Company's 2016-2017 Ford Explorer exhaust problems. Ford notified me of this situation in 2016 and I took my vehicle to the dealership service department for inspection. No defect was found on my vehicle.

I wish to be excluded from the Settlement Class. The information requested for this exclusion is:

Name: Lora L. Copeland
Address [redacted]
Phone:
Vehicle: 2016 Ford Explorer
VIN #: 1FM5K7D83GGC81877

Very truly yours,

Lora L. Copeland

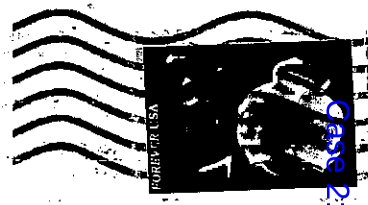
LORA L. COPELAND

L.L. Copeland

[redacted]

NW ARKANSAS AR 727

20 JUL 2021 PM 2 L



FSK

Received

JUL 23 2021

Ford Settlement Exclusion Center @
Ford Explorer Exhaust Odor C.A.S.
P.O. Box 43444
Providence, RI 02940-3444

02940-344444

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5421 Filed 11/01/21 Page 26 of 113

G & B Works

[redacted]

2017 Ford Explorer VIN# 1FM5K7D84HGB03963

I wish to be excluded from the settlement class.

Thanks,

William Brown

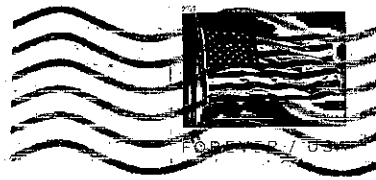
owner

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5423 Filed 11/01/21 Page 28 of 113

[redacted]

SHREVEPORT LA 710

5 AUG 2021 PM 3 L



RECEIVED
AUG 9 2021
By

Settlement Claims Admin.
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Request to be excluded from the Settlement

August 24, 2021

Attention: Settlement Claims Administrator

1. David G. Baker
   Judith A. Baker
2. [redacted]
3. [redacted]
4. 2017 Ford Explorer XLT
   4 door SUV, Gold
   Vin 1FM5K7D84HGB62639
   State Farm declared total loss due to accident January 17, 2018.
5. Therefore, we ask to be excluded from this class action Settlement.

David G. Baker

Judith A. Baker

Carefully separate this Address Change Form at the perforation

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: [redacted]

City: _____

State: _____ ZIP Code: _____

Baker

[redacted]

PLACE
STAMP
HERE

FOR

2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE RI 02940-3520

Baker
[redacted]

AUG 30 2021

SAN ANTONIO TX 780
RIO GRANDE DISTRICT
24 AUG 2021 PM 3 L

2016-2017 FORD Explorer Exhaust
ODOR CLASS Action Settlement
PO Box 43520
PROVIDENCE, RI 02940-3520

ATTN: Settlement Claims Administrator

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5427 Filed 11/01/21 Page 32 of 113

Request for Exclusion

from the

2016-2017 Ford Explorer Exhaust Odor Class Action Settlement

I, the undersigned, do hereby submit this request to the Settlement Claims Administrator for, and request that I be excluded from, the 2016-2017 Ford Explorer Exhaust Odor Class Action Settlement. This is in connection with my 2016 Ford Explorer Limited, Vehicle Identification Number 1FM5K7F81GGA56368, which I purchased new and still own.

Signature: _____ Date: July 28, 2021

Name: John R. Field

Address: [redacted]

Telephone:

Email:

KANSAS CITY 640

28 JUL 2021 PM 5 L

Received

AUG 02 2021

SETTLEMENT CLAIMS
ADMINISTRATOR
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

[redacted]

Mr. John R. Field

July 20, 2021.

RE: Renee LaBone LaLonde
Class action Suit - Explorer
Exhaust settlement.
Claim # FOR-1115109401-
192152

To Whom it may Concern:

I, Renee LaBone LaLonde, Am opting out of this Class action Settlement. I do not want any Money associated with this. My Exhaust system has no problem or fumes.

Actually I do not like the Idea of you obtaining my personal information when I have never had any problem reported.

Take my Name off of this settlement + do not send me any More Information. I am not interested. In fact I see this as a scam to fill your pockets

Sincerely,
Renee La Londe

[redacted]

see attached

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice. This is not a solicitation from a lawyer.

You may be entitled to benefits if you now own or lease (or used to own or lease) a model year 2016 and 2017 Ford Explorer.

PLEASE READ THIS NOTICE CAREFULLY BECAUSE IT COULD AFFECT YOUR RIGHTS.

This Notice contains information about a class action settlement.

More detailed information can be found at:
www.ExplorerExhaustSettlement.com
Questions? Call 1-855-786-0990

If the Settlement is approved by the Court and you do not exclude yourself, you must thereafter go to www.ExplorerExhaustSettlement.com to download a Claim Form, and follow the instructions on that form to submit a claim.

You *must* submit a claim to be eligible for monetary benefits from this Settlement.

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE
PAID
SANTA ANA, CA
PERMIT NO. 626

Postal Service: Please Do Not Mark Barcode

Claim#: FOP-11151093401-192052
10703192**P0018-S1992-B0001*******AUTO**5-DIGIT 70605

Bernice Labove Lalande

[redacted]

FOP

Carefully separate this Address Change Form at the perforation

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: _____

_____

City: _____

State: _____ ZIP Code: _____

NO Interested

I do NOT give this INFO out. Nor Do I Look up your E-MAIL- SCAM's are Every Where- If I get ANY Other INFO I WILL Report this to our LAWYER

A proposed nationwide class action settlement has been reached in a lawsuit against Ford Motor Company. The case concerns owners or lessees of model year 2016-2017 Ford Explorer vehicles (excluding 2016 and 2017 Police Interceptor Utility Ford Explorers) ("Class Vehicles"). The lawsuit alleges that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles. Ford denies these allegations. This Settlement resolves the case and provides benefits to all Class Members, including monetary benefits to eligible Class Members who submit valid claims.

Who is included? You are a Class Member if you are a current or former owner or lessee of one or more Class Vehicles.

Are repairs available? Yes. Repairs to address Exhaust Odor are provided under Ford's Field Service Actions ("FSA") and are available from Authorized Ford Dealers free of charge regardless of mileage or warranty status until July 31, 2022. You can look up whether these FSA Repairs have already been performed on your Class Vehicle by visiting the website www.ExplorerExhaustSettlement.com. Additional repairs to address Exhaust Odor are available from Authorized Ford Dealers under Ford's Technical Service Bulletins ("TSB"). The TSB Repairs are free of charge for in-warranty vehicles. If your vehicle is out-of-warranty, the TSB Repairs are still available to you but are not free. **If you pay (or have paid) an Authorized Ford Dealer for the TSB Repairs, you may be eligible for partial reimbursement of these costs.**

What can I get? If approved by the Court, and if you submit a Claim Form and supporting documentation, Ford will reimburse you for certain out-of-pocket expenses paid to an Authorized Ford Dealer for TSB Repairs performed to address Exhaust Odor in your Class Vehicle after expiration of the Warranty Coverage Period. You are eligible for partial reimbursement of such TSB Repair costs if they occur within the later of (1) 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first) or (2) November 11, 2021. Maximum available reimbursement amounts will be $400 per repair, for each of two available repairs. Reimbursements for both repairs may be combined for a single Class Vehicle, even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above). The Long Form Notice fully describes Settlement benefits, including these reimbursement options. Go to www.ExplorerExhaustSettlement.com to obtain a copy of the Long Form Notice.

What are my options? You can stay in the case (by doing nothing right now), exclude yourself, or object to the Settlement. The only way to receive a settlement payment is to file a valid claim. You may not file a claim if you exclude yourself. If the Court approves the Settlement and you have not excluded yourself, you will be bound by all the Court's orders and judgments, even if you do not file a claim.

How do I file a claim? If you are a Class Member and you have documentation for your TSB repair(s), you should complete the Claim Form signed under penalty of perjury that will be made available on www.ExplorerExhaustSettlement.com if the Court approves this Settlement.

How do I exclude myself from the Settlement? If you wish to be excluded from the Settlement Class, receive no benefits from the Settlement and retain all your rights, the Settlement Claims Administrator must receive a request for exclusion sent via first-class mail postmarked on or before August 28, 2021. Your request must include all the information specified in the Long Form Notice that is available at www.ExplorerExhaustSettlement.com or by calling 1-855-786-0990.

How do I object to the Settlement? If you do not exclude yourself from the Settlement but you wish to object to it, you may object in writing by August 28, 2021 by following the procedures in the Long Form Notice that is available at www.ExplorerExhaustSettlement.com or by calling 1-855-786-0990.

What happens next? A hearing will be held before Terrence G. Berg of the U.S. District Court for the Eastern District of Michigan, 231 W. Lafayette Blvd., Room 253, Detroit, MI 48226, on November 15, 2021, on whether to approve the Settlement, including the award of Class Counsel's attorneys' fees and expenses (up to $3,500,000 to be paid by Ford) and the service award to the Class Representatives (up to $30,000, to be allocated equally among the Named Plaintiffs). You or your attorney also may ask permission to speak at the hearing at your own cost.

Who represents me? The Court has appointed attorneys Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as Class Counsel to represent the Class. You will not be charged for these attorneys, but you may hire an attorney to represent you at your own expense.

How do I get more information? For more information, including the Long Form Notice and Settlement Agreement, go to www.ExplorerExhaustSettlement.com or call 1-855-786-0990.

FOP

PLACE STAMP HERE

2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE RI 02940-3520

Bernice L. LaLande

[redacted]

BATON ROUGE LA 70

21 JUL 2021 PM 3

Received

JUL 26 2021

2016-2017 Ford Exhaust
ODor Class Action Settlement
P.O. Box 43520
Providence, RI [illegible]

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5433 Filed 11/01/21 Page 38 of 113

07/29/2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520.

I wish to be excluded from your class action suit since I have not ever had issues stated in this case. My vehicle is a 2016 Ford Explorer VIN#1FM5K7F83GGC49671.

My contact information is:
Yasmina StJean
[redacted]

Thank you,
Yasmina St Jean
Yasmina St. Jean

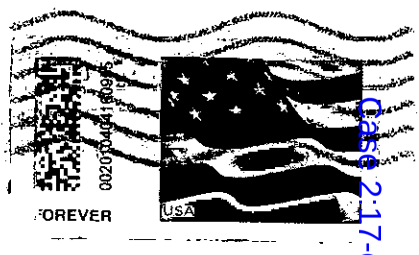
PS. Shame on you.

Steve & Yasmina StJean

[redacted]

RECEIVED
AUG 02 2021

CORPUS CHRISTI
TX 784
30 JUL 2021 PM



Received
AUG - 2 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement

P.O. Box 43520
Providence, RI 02940-3520

02940-3520

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5435 Filed 11/01/21 Page 40 of 113

August 3, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust
Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Dear Sir's?

I wish to be EXCLUDED from your: 2016-2017 Ford Explorer Exhaust Odor Class Action Settlement.

My Vehicle Information: 2017 Ford Explorer
Model: Limited
Vin. #1FM5K7FH3HGC08622

Thank You,

Martha Morgan Hanson

Martha Morgan Hanson

[redacted]

Exclusion to the Ford Settlement Exclusion Center. You will be bound by the Settlement Agreement and relinquish any claims against Ford based on Exhaust Odor.

OBJECT	**If you are a member of the Settlement Class, you may object to the Settlement, Class Counsel's request for attorneys' fees and expenses, or the request for Named Plaintiffs' service award.** You may, but need not, select an attorney to appear at the Fairness Hearing on your behalf. If you do, you will be responsible for your own attorneys' fees and costs. Instructions on how to object to the Settlement can be found here.
DO NOTHING	**Stay in this lawsuit. Await the outcome. Receive the benefits of this Settlement if it is approved.** By doing nothing, you will remain part of the case and do not need to take any immediate action. If the Settlement is approved under the terms described here, you may receive the benefits of the Settlement. In exchange for the benefits you receive, you will give up your rights to sue Ford separately about the same legal claims involved in this action, unless you have personal injury claims related to Exhaust Odor; those claims are not released by the Settlement. You may, if you wish, comment in favor of the Settlement by sending your comment to Class Counsel: Joseph H. Meltzer, Esq. and Ethan J. Barlieb, Esq., of Kessler Topaz Meltzer & Check, LLP (Class Counsel), 280 King of Prussia Road, Radnor, PA 19087; E. Powell Miller, Esq. of The Miller Law Firm, P.C (Class Counsel), 950 West University Drive, Suite 300, Rochester, MI 48307.

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5438 Filed 11/01/21 Page 43 of 113

[redacted]

NEW ORLEANS LA 700

4 AUG 2021 PM 2 L

FOREVER / USA

RECEIVED

AUG 9 2021

By

SETTLEMENT CLAIMS ADMINISTRATOR
RE 2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
P.O. BOX 43520
PROVIDENCE, RI 02940-3520

02940-352020

COLVIN, SAENZ, RODRIGUEZ & KENNAMER, L.L.P.
ATTORNEYS AT LAW
A REGISTERED LIMITED LIABILITY PARTNERSHIP

NORTON A. COLVIN, JR.
MARJORY C. BATSELL
JAIME A. SAENZ*
JOSEPH A. (TONY) RODRIGUEZ
ALISON D. KENNAMER
NORTON A. (TREY) COLVIN, III
CARLA SAENZ MARTINEZ
ALISON W. COLVIN

[redacted]

OMAR A. SAENZ
ELIZABETH FERGUSON HERRERA*
OSCAR H. LOPEZ
LUIS R. SOLIS
JACOB T. CASSO

*BOARD CERTIFIED IN PERSONAL INJURY TRIAL LAW
TEXAS BOARD OF LEGAL SPECIALIZATION

OF COUNSEL:
TERI L. DANISH**
**BOARD CERTIFIED IN LABOR AND EMPLOYMENT LAW
TEXAS BOARD OF LEGAL SPECIALIZATION

July 26, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Re: 2016 – 2017 Ford Explorer Exhaust Odor Class Action Settlement;
Claim# FOP-11210673001-238708
Opt Out Letter

Dear Sir or Ma'am:

I am asking to opt out of the above Class Action settlement. My information as required by the opt out instructions is below:

Name, address and telephone number:

[redacted]

Year, model and VIN of Class Vehicle:

2017 Ford Explorer VIN1FM5K7FH1HGD86075

Clear statement that I want to be excluded from the Class:

I absolutely want to be excluded from this Class and its settlement. I have never had a problem with exhaust odor in my Ford Explorer. In addition, I am strenuously opposed to this type of Class-Action practice, which I consider to do nothing but line the pockets of the class counsel. I want no part of it.

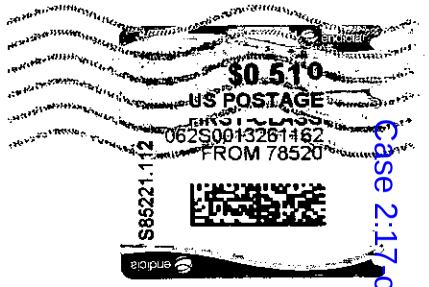
Very truly yours,

Alison D. Kennamer

ADK/ch

COLVIN, SAENZ, RODRIGUEZ & KENNAMER, L.L.P.
ATTORNEYS AT LAW
[redacted]

MCALLEN TX 785
27 JUL 2021 PM 1 T



Received
JUL 30 2020

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Action Settlem
PO Box 43520
Providence,RI 02940-3520

02940$3520

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5440 Filed 11/01/21 Page 45 of 113

RONALD J. BOLZ
CHRISTOPHER M. LOVASZ
STEVEN S. TOTH
CHRISTOPHER A. WINKLER
TRAVIS L. SHACKELFORD
STEVEN S. TOTH JR

CONSUMER Legal Services, P.C.
ATTORNEYS AND COUNSELORS

www.LemonAuto.com

[redacted]

August 5, 2021

VIA FIRST CLASS U.S. MAIL AND CERTIFIED MAIL

Claims Administrator
Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

RE: OPT-OUT NOTIFICATION & REQUEST FOR EXCLUSION
Persad, Wright, & Drummond v Ford Motor Company

To Whom It May Concern:

Please allow this letter to serve as notice that the undersigned elects to OPT-OUT and be EXCLUDED from the Settlement Agreement and from the Class in the case styled: *Persad, Wright, & Drummond v Ford Motor Company*

My full name is: Tracey Lavette Daniels and Christopher Daniels

My current address is: [redacted]

My current phone number is: [redacted]

The year and model of my vehicle is: 2016 Ford Explorer

The VIN of my vehicle is: 1FM5K7FH6GGD11953

I hereby specifically and clearly state my desire to OPT-OUT and be EXCLUDED from the Settlement Agreement and from the Class in the case styled: *Persad, Wright, & Drummond v Ford Motor Company*. Please exclude me from the Settlement Class. I do not wish to be a Settlement Class Member and I want to be excluded from the Settlement.

Signature: [signature]

Date: 8/5/2021

Signature: [signature]

Date: 8/5/2021

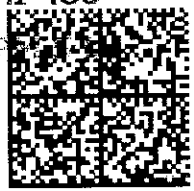
Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5442 Filed 11/01/21 Page 47 of 113

CONSUMER LEGAL SERVICES, P.C.

[redacted]

METROPLEX MI 480

6 AUG 2021



FP US POSTAGE
$000.51º
First-Class - IMI
ZIP 48135
08/05/2021
0360 0011811862

RECEIVED
AUG 9 2021
By

Claims Administrator
Ford Explorer Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

August 20, 2021

To Whom It May Concern:

I, Donald Emory Delker of: [redacted]

am excluding myself from the Settlement Class for my 2016 Ford Explorer (VIN# 1FM5K7FH966D25989).

Sincerely,

Donald E. Delker

Don Delker
[redacted]

21 AUG 2021 PM 3 L

FOREVER / USA

2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT

AUG 24 2021

P. O. Box 43520
Providence, RI 02940-3520

02940-352020

August 18, 2021

Sirs:

I wish to be excluded from the settlement class.

Glenn A. Abbott
Glenn A. Abbott

[redacted]

2016 FORD Explorer

1FM5K8BH7GGC01621

Glenn A. Abbott

[redacted]

KNOXVILLE TN 377

19 AUG 2021 PM 4 L

AUG 24 2021

Settlement Claims Administrator
2016-2017 Ford Explorer
exhaust odor class action Settlement
PO Box 43520
Providence Rhode Island 02940-3520

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5447 Filed 11/01/21 Page 52 of 113

KATHERINE M. DUBY

[redacted]

July 30, 2021

To Whom It May Concern:

With respect to the Ford Explorer Exhaust Odor Class Action Settlement and the information I received regarding the matter, I hereby request to be excluded from the Class. The 2017 Ford Explorer which I leased from Lasco Ford in Fenton, Michigan, VIN 1FM5K8D83HGE09591, received Field Service Action repairs by Lasco Ford after I received the recall notice. I had no odor issues whatsoever with the vehicle.

Sincerely,

Katherine M. Duby

Katherine M. Duby

Ms. Katherine Dubya
[redacted]

METROPLEX MI 480
2 AUG 2021 PM 8 L

FOREVER / USA

AUG 06 2021

SETTLEMENT CLAIMS ADMINISTRATOR
AT 2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
P.O. BOX 43520
PROVIDENCE, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5449 Filed 11/01/21 Page 54 of 113

Pikes Peak
REGIONAL
Building Department

[redacted]

Web address – www.pprbd.org

August 18, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

RE: Notice of Exclusion
Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company, United States District Court for the Eastern District of Michigan, No. 2:17-cv-12599-TGB-MKM

This is a notice of exclusion of the following party:

Pikes Peak Regional Building Department

[redacted]

2016 Ford Explorer VIN 1FM5K8D86GGA86457

Pikes Peak Regional Building Department wishes to be excluded from the Settlement Class.

Pikes Peak Regional Building Department

By:

Virginia V. Koultchitzka
Regional Building Attorney

cc: Hunter Renn, Staff Accountant

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice. This is not a solicitation from a lawyer.

You may be entitled to benefits if you now own or lease (or used to own or lease) a model year 2016 and 2017 Ford Explorer.

PLEASE READ THIS NOTICE CAREFULLY BECAUSE IT COULD AFFECT YOUR RIGHTS.

This Notice contains information about a class action settlement.

More detailed information can be found at:
www.ExplorerExhaustSettlement.com
Questions? Call 1-855-786-0990

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You *must* submit a claim to be eligible for monetary benefits from this Settlement.

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE
PAID
SANTA ANA, CA
PERMIT NO. 626

RECEIVED
JUL 19 2021

Postal Service: Please Do Not Mark Barcode
Claim#: FOP-11352991001-366431
10046276**P0002-S0126-B0002****AUTO**ALL FOR AADC 800
Pikes Peak Regional Bldg Dept
[redacted]

FOP

Carefully separate this Address Change Form at the perforation

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: _____

_____

City: _____

State: _____ ZIP Code: _____

LB

Pikes Peak Regional Building Department

[redacted]

DENVER CO 802

23 AUG 2021PM

UNITED STATES POSTAGE PITNEY BOWES

02 1P $ 00051

MAILED FROM ZIP CODE 80911

AUG 26 2021

SETTLEMENT CLAIMS ADMINISTRATOR
2016-2017 FORD EXPLORER
EXHAUST ODOR CLASS ACTION SETTLEMENT
P O BOX 43520
PROVIDENCE RI 02940-3520

02940-352020

Case 2:17-cv-12629-TGB-MKM ECF No. 94-3, PageID.5453 Filed 11/01/21 Page 58 of 1

Exclusion From Settlement:

I Carolyn Sue Curtis-Whiting are writing to exclude myself from this settlement.

Carolyn Sue Curtis-Whiting

[redacted]

Claim # FOP-11377204001-7576

Sincerely, Carolyn Sue Curtis-Whiting

X Carolyn Sue Curtis-Whiting

Carolyn S. Curtis-Whiting

[redacted]

NORTH HOUSTON TX 773
26 AUG 2021PM 1 L

RECEIVED
AUG 30 2021

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5455 Filed 11/01/21 Page 60 of 113

July 18, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
PO Box 43520
Providence RI 02940-3520

Subject: Suresh Persad, et al. v. Ford Motor Company

The purpose of this letter is to confirm that I wish to be excluded from the subject Class Action lawsuit.

I would also like to point out that a recent decision of the United States Supreme Court indicated that, in order to be included in a Class Action lawsuit, you must demonstrate that the persons included experienced actual damages. This letter is also to certify that my 2017 Ford Explorer does not have the exhaust odor problem alleged in the lawsuit and to specifically notify you that I have not suffered the damages alleged in the lawsuit. For this reason I expressly forbid you or any other person in any way connected with this lawsuit, their successors or assigns, from using my name, personal information, or vehicle information for any purpose in the pursuit of a claim or settlement.

The vehicle in question is 2017 Ford Explorer VIN 1FM5K8F85HGE29628

Walter Heming Cooley

[redacted]

Walt Cooley
[redacted]

RENO NV 895
22 JUL 2021 PM 2 L

USA
FOREVER

Received
JUL 26 2021

Settlement Claims Administrator
P.O. Box 43520
Providence, RI
02940-3520

02940$3520 B099

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5457 Filed 11/01/21 Page 62 of 113

Robert Raible

[redacted]

8-02-2021

Settlement Claims Administrator at 2016-2017 Ford Explorer Exhaust Class Action Settlement
Ford Explorer Exhaust Class Action Settlement
P.O. Box 43520
Providence, RI. 02940-3520

Dear Settlement Claims Administrator at 2016-2017 Ford Explorer Exhaust Class Action Settlement:

Remove me from your class action suit. I wish to be excluded from the Settlement class.

Name Robert Raible

Address [redacted]

Phone

Vehicle Year 2016

Model Ford Explorer

Vin # 1FM5K8F86GGA33495

If you more information, please let me know.

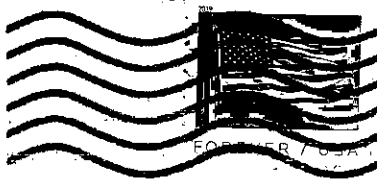
Sincerely,

Robert M Raible

Robert M Raible

Robt Raible
[redacted]

LOUISVILLE KY 400
3 AUG 2021 PM 3 L



RECEIVED
AUG 06 2021

2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
P.O. BOX 43520
PROVIDENCE, RI. 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5459 Filed 11/01/21 Page 64 of 113

©Beesley, Melissa Merry
[redacted]

July 27, 2021

2016-2017 Ford Explorer
Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Re: Letter to be excluded from lawsuit involving claim # FOP 11569784601-552095 for
VIN: 1FM5K8GTØGGB91785

Dear Agent,

Please be advise this is official notification to be excluded from the **United States District Court** for the **Eastern District** of **Michigan** *Class Action* lawsuit, involving the 2016-2017 Ford Explorer, for Exhaust Odor Class Action Settlement. Thank you Kindly.

Very truly yours

UCC 1-103.6; 1-308; 2-302 ®All Rights Reserved & Retained Non-Assumpsit

by: Beesley, Melissa Merry
Jus Solis ©Beesley, Melissa Merry
Agent In Commerce d/b/a Sole Proprietor
MELISSA M. BEESLEY

Cc: USPS Form 3817 Certificate of Mailing
Stamped and retained for records

MELISSA M. BEESLEY

[redacted]

CLEVELAND OH 440

UNITED STATES POSTAL SERVICE

1000

02940

U.S. POSTAGE PAID
FCM LETTER
CLEVELAND, OH
44124
AUG 06, 21
AMOUNT

$0.55

R2305K138087-03

AUG 10 2021

2016-2017 Ford Explorer
Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5461 Filed 11/01/21 Page 66 of 113

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice. This is not a solicitation from a lawyer.

You may be entitled to benefits if you now own or lease (or used to own or lease) a model year 2016 and 2017 Ford Explorer.

PLEASE READ THIS NOTICE CAREFULLY BECAUSE IT COULD AFFECT YOUR RIGHTS.

This Notice contains information about a class action settlement.

More detailed information can be found at:
www.ExplorerExhaustSettlement.com
Questions? Call 1-855-786-0990

If the Settlement is approved by the Court and you do not exclude yourself, you must thereafter go to www.ExplorerExhaustSettlement.com to download a Claim Form, and follow the instructions on that form to submit a claim.

You *must* submit a claim to be eligible for monetary benefits from this Settlement.

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE
PAID
SANTA ANA, CA
PERMIT NO. 626

Postal Service: Please Do Not Mark Barcode

Claim#: FOP-11595215901-575909
10195494**P0005-S0475-B0002****AUTO**ALL FOR AADC 060

White Jubinville Ins Agency

[redacted]

FOP

2:17-cv-12599-TGB-MKM ECF No. 94-3 PageID.5463 Filed 11/01/21 Page 68

A proposed nationwide class action settlement has been reached in a lawsuit against Ford Motor Company. The case concerns owners or lessees of model year 2016-2017 Ford Explorer vehicles (excluding 2016 and 2017 Police Interceptor Utility Ford Explorers) ("Class Vehicles"). The lawsuit alleges that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles. Ford denies these allegations. This Settlement resolves the case and provides benefits to all Class Members, including monetary benefits to eligible Class [illegible] who submit valid claims.

[illegible] included? You are a Class Member if you are a current or former owner or lessee of one or more Class Vehicles.

[illegible]epairs available? Yes. Repairs to address Exhaust Odor are provided under Ford's Field Service Actions ("FSA") and are available from Authorized Ford Dealers free of charge regardless of mileage or warranty status until July 31, 2022. You can look up whether these FSA Repairs have already been performed on your Class Vehicle by visiting the website www.ExplorerExhaustSettlement.com. Additional repairs to address Exhaust Odor are available from Authorized Ford Dealers under Ford's Technical Service Bulletins ("TSB"). The TSB Repairs are free of charge for in-warranty vehicles. If your vehicle is out-of-warranty, the TSB Repairs are still available to you but are not free. **If you pay (or have paid) an Authorized Ford Dealer for the TSB Repairs, you may be eligible for partial reimbursement of these costs.**

What can I get? If approved by the Court, and if you submit a Claim Form and supporting documentation, Ford will reimburse you for certain out-of-pocket expenses paid to an Authorized Ford Dealer for TSB Repairs performed to address Exhaust Odor in your Class Vehicle after expiration of the Warranty Coverage Period. You are eligible for partial reimbursement of such TSB Repair costs if they occur within the later of (1) 4 years or 48,000 miles after the vehicle was placed in service (whichever comes first) or (2) November 11, 2021. Maximum available reimbursement amounts will be $400 per repair, for each of two available repairs. Reimbursements for both repairs may be combined for a single Class Vehicle, even if those repairs occur on different visits (so long as they occur within the time and/or mileage requirements above). The Long Form Notice fully describes Settlement benefits, including these reimbursement options. Go to www.ExplorerExhaustSettlement.com to obtain a copy of the Long Form Notice.

What are my options? You can stay in the case (by doing nothing right now), exclude yourself, or object to the Settlement. The only way to receive a settlement payment is to file a valid claim. You may not file a claim if you exclude yourself. If the Court approves the Settlement and you have not excluded yourself, you will be bound by all the Court's orders and judgments, even if you do not file a claim.

How do I file a claim? If you are a Class Member and you have documentation for your TSB repair(s), you should complete the Claim Form signed under penalty of perjury that will be made available on www.ExplorerExhaustSettlement.com if the Court approves this Settlement.

How do I exclude myself from the Settlement? If you wish to be excluded from the Settlement Class, receive no benefits from the Settlement and retain all your rights, the Settlement Claims Administrator must receive a request for exclusion sent via first-class mail postmarked on or before August 28, 2021. Your request must include all the information specified in the Long Form Notice that is available at www.ExplorerExhaustSettlement.com or by calling 1-855-786-0990.

How do I object to the Settlement? If you do not exclude yourself from the Settlement but you wish to object to it, you may object in writing by August 28, 2021 by following the procedures in the Long Form Notice that is available at www.ExplorerExhaustSettlement.com or by calling 1-855-786-0990.

What happens next? A hearing will be held before Terrence G. Berg of the U.S. District Court for the Eastern District of Michigan, 231 W. Lafayette Blvd., Room 253, Detroit, MI 48226, on November 15, 2021, on whether to approve the Settlement, including the award of Class Counsel's attorneys' fees and expenses (up to $3,500,000 to be paid by Ford) and the service award to the Class Representatives (up to $30,000, to be allocated equally among the Named Plaintiffs). You or your attorney also may ask permission to speak at the hearing at your own cost.

Who represents me? The Court has appointed attorneys Joseph H. Meltzer, E. Powell Miller and the law firms Kessler Topaz Meltzer & Check, LLP and The Miller Law Firm, P.C. as Class Counsel to represent the Class. You will not be charged for these attorneys, but you may hire an attorney to represent you at your own expense.

How do I get more information? For more information, including the Long Form Notice and Settlement Agreement, go to www.ExplorerExhaustSettlement.com or call 1-855-786-0990.

TO: FORD MOTOR COMPANY
ODOR CLASS ACTION SETTLEMENT
PO BOX 43520 PROVIDENCE RI 02940

FROM:
WHITE-JUBINVILLE INSURANCE AGENCY, INC.
BAERMAN-JUBINVILLE INSURANCE, INC.
[redacted]

SUBJECT: 2016-2017 FORD EXPLORER EXHAUST DATE 7-21-21

TO WHOM IT MAY CONCERN,

CLAIM # FOP-1159521-5901-575909

PLEASE NOTE YOUR FILE / RECORDS THAT WHITE-JUBINVILLE INSURANCE AGENCY WILL BE OPTING OUT / EXCLUDING OURSELVES FROM THIS CLAIM.

SINCERELY,

[signature]

BY

Jubnville Insurance Group

[redacted]

UNITED STATES POSTAGE PITNEY BOWES
0211P $ 000.51⁰
0000917394 JUL 21 2021
MAILED FROM ZIP CODE 01075

Received
JUL 23 2021

2016-2017 Ford Explorer Exhaust
Odor Class Action Settlement
PO Box 43520
Providence, RI 02940-3520

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3 PageID 6405 Filed 11/10/21 Page 70 of 112

2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Tyler Cliff Weeks
[redacted]

July 25th, 2021

To whom it may concern,

I, Tyler Cliff Weeks, want to be excluded from the 2016-2017 Ford Explorer Exhaust Odor Class Action Settlement; claim # FOP-11604186901-584293. Vehicle details are below.

Year:	2017
Make:	Ford
Model:	Explorer Sport
VIN:	1FM5K8GT3HGD62109

Regards,

Tyler C. Weeks

Tyler C. Weeks

[redacted]

Received
AUG 02 2021

CHATTANOOGA TN 373
29 JUL 2021 PM 2 L

2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5467 Filed 11/01/21 Page 72 of 113

Name: Mark Petruzzelli
Address: [redacted]

Phone: [redacted]
Vehicle Year: 2017
Make: Ford
Model: Explorer Sport
VIN#: 1FM5K8GT5HGB63563

I would like to be excluded from the settlement class.

Thank you

Mark Petruzzelli

Mark Petruzzelli
[redacted]

Received
AUG 02 2021

BOISE ID 837
29 JUL 2021 PM 2 T

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43520, Providence, RI 02940-3520

02940$3520

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5469 Filed 11/01/21 Page 74 of 113

August 18, 2021

Settlement Claims Administrator at 2016-2017

Ford Explorer Exhaust Odor Class Action Settlement

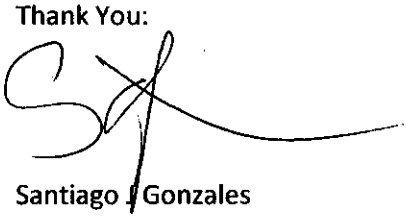
P.O. BOX 43520

Providence, RI 02940-3520

To whom it may concern,

I Santiago J Gonzales would like to exclude from the Settlement Class Action Lawsuit Claim # FOP-11628826701-607389.

Thank You:



Santiago J Gonzales

Owner Information:

[redacted]

Vehicles Information:

2016 Ford Explorer Sport Vin # 1FM5K8GT6GGD27787

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice. This is not a solicitation from a lawyer.

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2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE
PAID
SANTA ANA, CA
PERMIT NO. 626

Postal Service: Please Do Not Mark Barcode

Claim#: FOP-11628826701-607389
10082048**P0003-S0228-B0003****AUTO**ALL FOR AADC 870

Santiago Jesus Gonzales

[redacted]

FOP

Carefully separate this Address Change Form at the perforation

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: _____

_____

City: _____

State: _____ ZIP Code: _____

A proposed nationwide class action settlement has been reached in a lawsuit against Ford Motor Company. The case concerns owners or lessees of model year 2016-2017 Ford Explorer vehicles (excluding 2016 and 2017 Police Interceptor Utility Ford Explorers) ("Class Vehicles"). The lawsuit alleges that Ford sold model year 2016 and 2017 Ford Explorers that are defective because exhaust fumes may enter the passenger compartment of those vehicles. Ford denies these allegations. This Settlement resolves the case and provides benefits to all Class Members, including monetary benefits to eligible Class Members who submit valid claims.

Who is included? You are a Class Member if you are a current or former owner or lessee of one or more Class Vehicles.

Are repairs available? Yes. Repairs to address Exhaust Odor are provided under Ford's Field Service Actions ("FSA") and are available from Authorized Ford Dealers free of charge regardless of mileage or warranty status until July 31, 2022. You can look up whether these FSA Repairs have already been performed on your Class Vehicle by visiting the website www.ExplorerExhaustSettlement.com. Additional repairs to address Exhaust Odor are available from Authorized Ford Dealers under Ford's Technical Service Bulletins ("TSB"). The TSB Repairs are free of charge for in-warranty vehicles. If your vehicle is out-of-warranty, the TSB Repairs are still available to you but are not free. **If you pay (or have paid) an Authorized Ford Dealer for the TSB Repairs, you may be eligible for partial reimbursement of these costs.**

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FOP

PLACE STAMP HERE

2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE RI 02940-3520

Santiago Gonzales

[redacted]

AUG 23 2021

Settlement Claims Administra
2016-2017 Ford Explorer
Exhaust Odor class Action
P.O. Box 43520
Providence, RI
02940-3520

02940-352020

2:19-cv-12549-TGB-MKM ECF No. 94-3, PageID.5473 Filed 11/01/21 Page 78

July 17, 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

To whom it may concern:

I, Lane Allen Hendrickson, who resides at [redacted] having telephone number [redacted], wish to be excluded from the settlement class regarding this issue.

I no longer own the 2016 Ford Explorer Sport, and had no problems with exhaust fumes in the cabin during the time I owned it.

The VIN for this vehicle was 1FM5K8GT8GGC04654.

Sincerely,

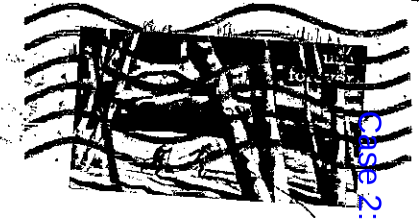
Lane Allen Hendrickson

Hendrickson's

[redacted]

PORTLAND OR 972

20 JUL 2021 PM 3 L



Received

JUL 23 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class
Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5475 Filed 11/01/21 Page 80 of 113

Mark Siford

[redacted]

2017 Ford Explorer Sport

VIN#: 1FM5K8GT8HGE02636

Please exclude me from the exhaust odor class action settlement.

Thank you,

Mark Siford

MARK SIFORD

[redacted]

METROPLEX MI 480

23 JUL 2021 PM 9 L

JUL 28 2021

SETTLEMENT CLAIMS ADMINISTRATOR
2016 - 2017 FOR FORD EXPLORER EXHAUST ODOR
CLASS ACTION SETTLEMENT

P. O. BOX 43520

PROVIDENCE, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5477 Filed 11/01/21 Page 82 of 113

TO: The Settlement Claims Administrator
2016-2017 Ford Explored Exhaust Odor Class Action Settlement
P.O. Box 43520, Providence, RI 02940-3520

FROM: Elizabeth Ann Dodson
VIN: 1FM5K8HT0GGB58140
[redacted]

SUBJECT: Exclusion from Settlement Claim

I request that I, Elizabeth Ann Dodson, be excluded from the Settlement Class, 2016-2017 Ford Explorer Exhaust Odor Class Action Settlement. I own VIN # **1FM5K8HT0GGB58140** 2016 Ford Explorer. I relinquish any claims against Ford based on Exhaust Odor.

Thank You,

Elizabeth A. Dodson

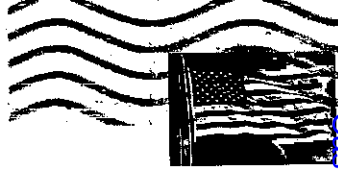
Elizabeth A. Dodson

F. Dotson

[redacted]

JACKSONVILLE FL 320

22 JUL 2021 PM 3 L



Received

JUL 26 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5479 Filed 11/01/21 Page 84 of 113

Re: Ford Explorer class action suit

August 6, 2021

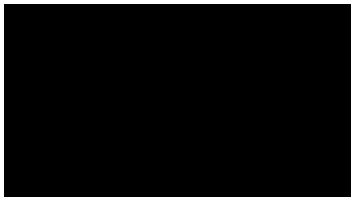
To whom it may concern:

I wish to be excluded from the class action suit settlement (Suresh Persod, et al versus Ford Motor Company).

Please send me acknowledgement that you have received this letter.

Thank you,

Eileen Johnson

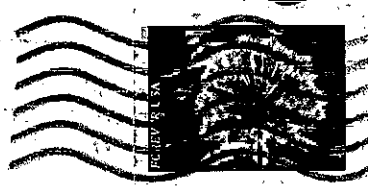


2017 Ford Explorer VIN# 1FM5K8HT0HGD66309

Eileen Johnson
[redacted]

AUG 23 2021

NORTH TEXAS TX P&DC
DALLAS TX 750
19 AUG 2021 PM 4 L



Settlement Claims Administrator at
2016-2017 Ford Explorer Exhaust Odor Class Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5481 Filed 11/01/21 Page 86 of 113

August 8, 2021

To Whom It May Concern,

This letter is in regards to the Explorer Exhaust Settlement.

I had owned a 2016 Ford Explorer Platinum Vin # 1FM5K8HT1GGB45770. Purchased it in April of 2018 and owned until May 2019.

I am Cheryl Watson of [redacted] My number(cell) is [redacted]

I Wish to be excluded from the class lawsuit in this Explorer Exhaust Settlement.

Sincerely,
Cheryl Watson
Cheryl Watson

LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF MICHIGAN

A federal court authorized this Notice.
This is not a solicitation from a lawyer.

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www.ExplorerExhaustSettlement.com
Questions? Call 1-855-786-0990

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You *must* submit a claim to be eligible for monetary benefits from this Settlement.

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940-3520

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE
PAID
SANTA ANA, CA
PERMIT NO. 626

Postal Service: Please Do Not Mark Barcode
Claim#: FOP-1167581200I-651567
10547143**P0014-S1491-B0001*******AUTO**5-DIGIT 48111
Cheryl Ann Watson
[redacted]

FOP

Carefully separate this Address Change Form at the perforation

Address Change Form

To make sure your information remains up-to-date in our records, please confirm your address by filling in the following information and depositing this postcard in the U.S. Mail.

Name: _____

Current Address: _____

_____

City: _____

State: _____ ZIP Code: _____

Cheryl Watson

[redacted]

RECEIVED AUG 12 2021

METROFLEX
MI 480
08 AUG 21
PM 2 L
CPU

U.S. POSTAGE
$0.55
FCML 0000
Orig: 48111
Dest: 02940
08/09/21
2000051586
R2305P150675 MG 02

7

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class
Action Settlement
P.O. Box 43520
Providence, RI 02940-3520
02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5484 Filed 11/01/21 Page 89 of 113

25 August 2021

Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520,
Providence, RI 02940-3520

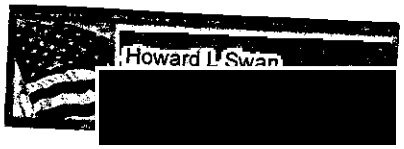
Per the instructions contained in your correspondence and website, I request to be excluded from this settlement class and retain my rights in the matter of any exhaust odor settlement involving my 2017 Ford Explorer. I am following these instructions:

"Your exclusion communication must include your full name, address, and telephone number; the year, model, and VIN of your Class Vehicle; a clear statement that you wish to be excluded from the Settlement Class; and be personally signed by you (and your lawyer if you are represented by counsel). Your request must be sent to the Settlement Claims Administrator at 2016-2017 Ford Explorer Exhaust Odor Class Action Settlement, P.O. Box 43520, Providence, RI 02940-3520."

Per this request, I provide the following:

NAME: Howard L Swan
Address: [redacted]
Telephone: [redacted]
Vehicle: 2017 Ford Explorer (Platinum) VIN 1FM5K8HT2HGC88454

Howard L. Swan



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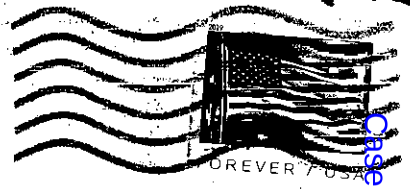


Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust odor class Action
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5486 Filed 11/01/21 Page 91 of 113

Name: Matthew Edward Golden

Address: [redacted]

Phone: [redacted]

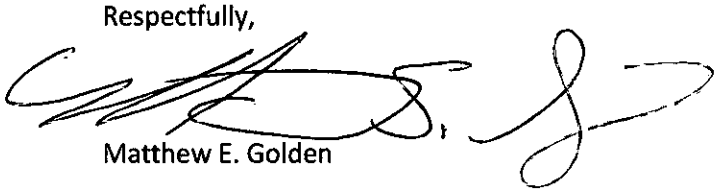
Year: 2017

Model: Platinum Explorer

VIN: 1FM5K8HTXHGD03041

I Matthew Edward Golden, wish to be excluded from the Settlement Class.

Respectfully,



Matthew E. Golden

Matthew F Golden
[redacted]

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FOR

SETTLEMENT CLAIMS ADMINISTRATOR
AT 2016-2017 FORD EXPLORER EXHAUST ODOR
CLASS ACTION SETTLEMENT
P.O. BOX 43520, PROVIDENCE, RI 02940-3520

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By

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Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5488 Filed 11/01/21 Page 93 of 113

MARIA Del R. GOMEZ
[redacted]

July 21, 2021

Via First Class Mail

Settlement Claims Administrator
2016-2017 Ford Explorer
Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Re: Maria Del R. Gomez
2016 Ford Explorer
Vin Number is 1FM5K7B81GGA26177

I, Maria Del R. Gomez, want to be excluded from the Class in Suresh Pesad et al. v Ford Motor Company, No. 2:17-cv-12599-TGB-MKM(the "Action"). My address is [redacted] and my phone number is [redacted]. My vehicle is a 2016 Ford Explorer and the Vin Number is 1FM5K7B81GGA26177. I want to be excluded from the Settlement Class.

Very truly yours,

Maria Gomez

Maria Del R. Gomez

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5490 Filed 11/01/21 Page 95 of 113

Maria Gomez

[redacted]

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

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7021 0950 0001 3164 4973

RETURN RECEIPT REQUESTED

RECEIVED JUL 26 2021

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UNITED STATES POSTAL SERVICE®

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FP Settlement Claims Administrator
2016-2017 Ford Explorer Odor
Class Actim Settlement
P.O. BoK 43520
Providence, RI 02940-3520

DocuSign Envelope ID: CD357892-21F0-4E4C-B1DD-4BB78734BAF9

To:
Settlement Claims Administrator at
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Re: Request for Exclusion

To Whom It May Concern,

I am a Class Member in *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*, No. 2:17-cv-12599-TGB-MKM. I have reviewed the Class Notice and wish to be excluded from the Class and the Settlement.

The following is the information required to accompany my request for exclusion:

Full Name: Julio Edgardo Cabrera
Current Address: [redacted]
Phone Number:
Vehicle Year: 2016
Vehicle Model: Explorer
VIN: 1FM5K7D80GGA96220

Please contact me directly if you have any further questions or concerns. Thank you in advance for your prompt attention on this matter.

Sincerely,

DocuSigned by:
7E81E22BFA54463...
Julio Edgardo Cabrera

8/19/2021
Date

Amy Morse, Esq.

DocuSign

Certificate Of Completion

Envelope Id: CD35789221F04E4CB1DD4BB78734BAF9 Status: Completed

Subject: Please DocuSign: Request for Exclusion - Cabrera, Julio Edgardo & Cabrera, Claudia Beatriz v. FMC

Source Envelope:

Document Pages: 3 Signatures: 2 Envelope Originator:

Certificate Pages: 4 Initials: 1 Melissa Garcia

AutoNav: Enabled [redacted]

EnvelopeId Stamping: Enabled

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Record Tracking

Status: Original Holder: Melissa Garcia Location: DocuSign

8/19/2021 4:31:37 PM melissag@knightlaw.com

Signer Events	Signature	Timestamp
Julio Edgardo Cabrera [redacted]	DocuSigned by: 7E81E22BFA54463...	Sent: 8/19/2021 4:55:47 PM
Security Level: Email, Account Authentication (None)		Viewed: 8/19/2021 5:00:20 PM
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	Signed using mobile	

Electronic Record and Signature Disclosure:
Accepted: 8/19/2021 5:00:20 PM
ID: 5dd4bd39-53a7-4426-b03a-84935cc22093

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	**Status**	**Timestamp**
Agent Delivery Events	**Status**	**Timestamp**
Intermediary Delivery Events	**Status**	**Timestamp**
Certified Delivery Events	**Status**	**Timestamp**
Carbon Copy Events	**Status**	**Timestamp**
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Notary Events	**Signature**	**Timestamp**

Envelope Summary Events	Status	Timestamps
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Completed	Security Checked	8/19/2021 5:09:57 PM

Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Settlement Claims Administrator at
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43520
Providence RI 02940

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AUG 27 2021
BY

02940-352020

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HENRY R. RAMIREZ
[redacted]

July 28, 2021

Via First Class Mail

Settlement Claims Administrator
2016-2017 Ford Explorer
Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Re: Henry R. Ramirez
2016 Ford Explorer
Vin Number is 1FM5K7D80GGB06311

I, Henry R. Ramirez, want to be excluded from the Class in Suresh Pesad et al. v Ford Motor Company, No. 2:17-cv-12599-TGB-MKM(the "Action"). My address is [redacted] and my phone number is [redacted] My vehicle is a 2016 Ford Explorer and the Vin Number is 1FM5K7D80GGB06311. I want to be excluded from the Settlement Class.

Very truly yours,

Henry Ramirez

Henry R. Ramirez

Henry R. Ramirez

[redacted]

SANTA CLARITA CA 913

U.S. POSTAGE PAID
FCM LETTER
TARZANA, CA
91356
JUL 30, 21
AMOUNT
$7.00
R2305M145277-18

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RECEIVED
AUG 02 2021

RETURN RECEIPT REQUESTED

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

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Settlement Claims Administrator
2016-2017 Ford Explorer
Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 97-3, PageID.5495 Filed 11/01/21 Page 100 of 113

REQUEST FOR EXCLUSION (OPT-OUT) FROM CLASS ACTION SETTLEMENT

Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company
No. 2:17-cv-12599-TGB-MKM

SENT VIA US MAIL
ATTN: Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

RE:	Name:	Aharon Sabbagh
	Address:	[redacted]
	Telephone:	
	Vehicle:	2017 Ford Explorer
	VIN:	1FM5K7D83HGB31852

To Settlement Claims Administration:

I Aharon Sabbagh, the owner of the above-mentioned Subject Vehicle desire and request to be excluded from the Settlement and from the Class, in the above captioned matter. I reserve my right to litigate this matter outside of the Class.

Dated: Aug 27, 2021

Aharon Sabbagh (Aug 27, 2021 13:44 PDT)
Aharon Sabbagh

Dated: August 27, 2021

by: /s/ Isaac Kohen
Attorney for Aharon Sabbagh

Opt out Sabbagh

Final Audit Report 2021-08-27

Created:	2021-08-27
By:	Isaac Kohen [redacted]
Status:	Signed
Transaction ID:	CBJCHBCAABAAkFneBn972F9BHUoOd77Khv5SVmBjd_Z9

"Opt out Sabbagh" History

Document created by Isaac Kohen [redacted]
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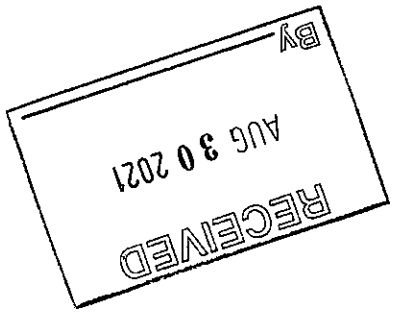
Document emailed to Aharon Sabbagh [redacted] for signature
2021-08-27 - 8:42:15 PM GMT

Email viewed by Aharon Sabbagh [redacted]
2021-08-27 - 8:43:39 PM GMT- IP address: 66.249.84.85

Document e-signed by Aharon Sabbagh [redacted]
Signature Date: 2021-08-27 - 8:44:00 PM GMT - Time Source: server- IP address: 104.173.207.186

Agreement completed.
2021-08-27 - 8:44:00 PM GMT

LAW OFFICES OF ISAAC KOHEN



Received
AUG 30 2021

ATTN: Settlement Claims Administrator
2016-2017 Ford Explorer Exhaust Odor Class Action Settlem
P.O. Box 43520
Providence, RI 02940-3520

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5498 Filed 11/01/21 Page 103 of 113

Request for Exclusion From Class Action settlement

2016-2017 Ford Explorer Exhaust Odor

Class Action Settlement

PO Box 43520

Providence RI02940

To whom it may concern,

I Ericka Oseguera Owner of a 2017 Ford Explorer Vin number 1fm5k7d85hgb63928 wish to be excluded from 2016-2017 Ford Explorer Exhaust Odor Class Action Settlement.

My information is as follows

Ericka Oseguera formally (Orozco)

[redacted]

Ericka Oseguera

[redacted]

LOS ANGELES CA 900

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USA FOREVER

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By

2016-2017 Ford Explorer
Exhaust Odor Class Action
Settlement
P.O. Box 43520
Providence, RI 02940

02940-352020

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To:
Settlement Claims Administrator at
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43520
Providence, RI 02940-3520

Re: Request for Exclusion

To Whom It May Concern,

I am a Class Member in *Suresh Persad, Daniel G. Wright, and Robert S. Drummond v. Ford Motor Company*, No. 2:17-cv-12599-TGB-MKM. I have reviewed the Class Notice and wish to be excluded from the Class and the Settlement.

The following is the information required to accompany my request for exclusion:

Full Name: Edward Herrera and Sandra Herrera
Current Address: [redacted]
Phone Number:
Vehicle Year: 2017
Vehicle Model: Explorer
VIN: 1FM5K8GT8HGD41773

Please contact me directly if you have any further questions or concerns. Thank you in advance for your prompt attention on this matter.

Sincerely,

DocuSigned by:
Edward Herrera
DFE989D9DD0E4C5...
Edward Herrera

8/19/2021
Date

Amy Morse, Esq.

DocuSign

Certificate Of Completion

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Envelope Originator:
Clemente Torres
[redacted]

Record Tracking

Status: Original
8/19/2021 6:08:37 PM

Holder: Clemente Torres
[redacted]

Location: DocuSign

Signer Events	Signature	Timestamp
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Carbon Copy Events	Status	Timestamp
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Not Offered via DocuSign

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Notary Events	Signature	Timestamp

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Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Settlement Claims Administrator at
2016-2017 Ford Explorer Exhaust Odor
Class Action Settlement
P.O. Box 43520
Providence RI 02940

AUG 27 2021

02940-352020

Name: PHILIP DEARDORFF

[redacted]

August 6, 2021

To whom it may concern,

I wish to be excluded from the case and/or settlement concerning the "Exhaust Odor Class Action Lawsuit" associated with the vehicle listed below.

Make: FORD

Model: FORD EXPLORER

Year: 2016

VIN #: 1FM5K8DH8GGA55016

Thank you,

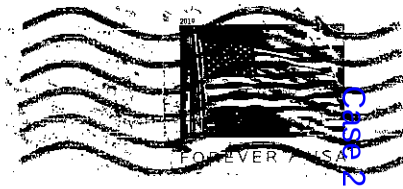
Philip Deardorff

[redacted]

[redacted]

HARRISBURG PA 171

9 AUG 2021 PM 4 L



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2016-2017 FORD EXPLORER EXHAUST
ODOR CLASS ACTION SETTLEMENT
PO BOX 43520
PROVIDENCE RI 02940-3520

02940-352020

Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5506 Filed 11/01/21 Page 111 of 113

August 20, 2021

To whom it might concern:

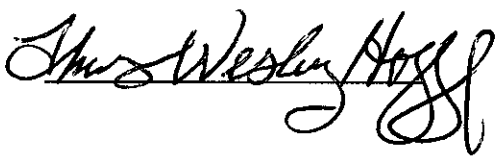
I wish to be excluded from the Settlement Class for the 2016 - 2017 Ford Explorer Exhaust Odor Class Action Settlement.

Thomas Wesley Hogge

[redacted]

2017 Ford Explorer

1FM5K8HT3HGC52305



Case 2:17-cv-12599-TGB-MKM ECF No. 94-3, PageID.5508 Filed 11/01/21 Page 113 of 113

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Settlement Claims Administrator at
2016-2017 Ford Explorer Exhaust Odor Class
Action Settlement
POBOX 43520
Providence, RI 02940-3520

02940-352020

[redacted]

EXHIBIT 3

280 King of Prussia Road, Radnor, Pennsylvania 19087 • 610-667-7706 • Fax: 610-667-7056 • info@ktmc.com
One Sansome Street, Suite 1850, San Francisco, CA 94104 • 415-400-3000 • Fax: 415-400-3001 • info@ktmc.com

www.ktmc.com

FIRM PROFILE

Since 1987, Kessler Topaz Meltzer & Check, LLP has specialized in the prosecution of securities class actions and has grown into one of the largest and most successful shareholder litigation firms in the field. With offices in Radnor, Pennsylvania and San Francisco, California, the Firm is comprised of 94 attorneys as well as an experienced support staff consisting of over 80 paralegals, in-house investigators, legal clerks and other personnel. With a large and sophisticated client base (numbering over 180 institutional investors from around the world -- including public and Taft-Hartley pension funds, mutual fund managers, investment advisors, insurance companies, hedge funds and other large investors), Kessler Topaz has developed an international reputation for excellence and has extensive experience prosecuting securities fraud actions. For the past several years, the National Law Journal has recognized Kessler Topaz as one of the top securities class action law firms in the country. In addition, the Legal Intelligencer recently awarded Kessler Topaz with its Class Action Litigation Firm of The Year award. Lastly, Kessler Topaz and several of its attorneys are regularly recognized by Legal500 and Benchmark: Plaintiffs as leaders in our field.

Kessler Topaz is serving or has served as lead or co-lead counsel in many of the largest and most significant securities class actions pending in the United States, including actions against: Bank of America, Duke Energy, Lehman Brothers, Hewlett Packard, Johnson & Johnson, JPMorgan Chase, Morgan Stanley and MGM Mirage, among others. As demonstrated by the magnitude of these high-profile cases, we take seriously our role in advising clients to seek lead plaintiff appointment in cases, paying special attention to the factual elements of the fraud, the size of losses and damages, and whether there are viable sources of recovery.

Kessler Topaz has recovered billions of dollars in the course of representing defrauded shareholders from around the world and takes pride in the reputation we have earned for our dedication to our clients. Kessler Topaz devotes significant time to developing relationships with its clients in a manner that enables the Firm to understand the types of cases they will be interested in pursuing and their expectations. Further, the Firm is committed to pursuing meaningful corporate governance reforms in cases where we suspect that systemic problems within a company could lead to recurring litigation and where such changes also have the possibility to increase the value of the underlying company. The Firm is poised to continue protecting rights worldwide.

NOTEWORTHY ACHIEVEMENTS

During the Firm's successful history, Kessler Topaz has recovered billions of dollars for defrauded stockholders and consumers. The following are among the Firm's notable achievements:

Securities Fraud Litigation

***In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, Master File No. 09 MDL 2058:**

Kessler Topaz, as Co-Lead Counsel, brought an action on behalf of lead plaintiffs that asserted claims for violations of the federal securities laws against Bank of America Corp. ("BoA") and certain of BoA's officers and board members relating to BoA's merger with Merrill Lynch & Co. ("Merrill") and its failure to inform its shareholders of billions of dollars of losses which Merrill had suffered before the pivotal shareholder vote, as well as an undisclosed agreement allowing Merrill to pay up to $5.8 billion in bonuses before the acquisition closed, despite these losses. On September 28, 2012, the Parties announced a $2.425 billion case settlement with BoA to settle all claims asserted against all defendants in the action which has since received final approval from the Court. BoA also agreed to implement significant corporate governance improvements. The settlement, reached after almost four years of litigation with a trial set to begin on October 22, 2012, amounts to 1) the sixth largest securities class action lawsuit settlement ever; 2) the fourth largest securities class action settlement ever funded by a single corporate defendant; 3) the single largest settlement of a securities class action in which there was neither a financial restatement involved nor a criminal conviction related to the alleged misconduct; 4) the single largest securities class action settlement ever resolving a Section 14(a) claim (the federal securities provision designed to protect investors against misstatements in connection with a proxy solicitation); and 5) by far the largest securities class action settlement to come out of the subprime meltdown and credit crisis to date**.**

***In re Tyco International, Ltd. Sec. Litig.*, No. 02-1335-B (D.N.H. 2002):**

Kessler Topaz, which served as Co-Lead Counsel in this highly publicized securities fraud class action on behalf of a group of institutional investors, achieved a record $3.2 billion settlement with Tyco International, Ltd. ("Tyco") and their auditor PricewaterhouseCoopers ("PwC"). The $2.975 billion settlement with Tyco represents the single-largest securities class action recovery from a single corporate defendant in history. In addition, the $225 million settlement with PwC represents the largest payment PwC has ever paid to resolve a securities class action and is the second-largest auditor settlement in securities class action history.

The action asserted federal securities claims on behalf of all purchasers of Tyco securities between December 13, 1999 and June 7, 2002 ("Class Period") against Tyco, certain former officers and directors of Tyco and PwC. Tyco is alleged to have overstated its income during the Class Period by $5.8 billion through a multitude of accounting manipulations and shenanigans. The case also involved allegations of looting and self-dealing by the officers and directors of the Company. In that regard, Defendants L. Dennis Kozlowski, the former CEO and Mark H. Swartz, the former CFO have been sentenced to up to 25 years in prison after being convicted of grand larceny, falsification of business records and conspiracy for their roles in the alleged scheme to defraud investors.

As presiding Judge Paul Barbadoro aptly stated in his Order approving the final settlement, "[i]t is difficult to overstate the complexity of [the litigation]." Judge Barbadoro noted the extraordinary effort required to pursue the litigation towards its successful conclusion, which included the review of more than 82.5 million pages of documents, more than 220 depositions and over 700 hundred discovery requests and responses. In addition to the complexity of the litigation, Judge Barbadoro also highlighted the great risk undertaken by

Co-Lead Counsel in pursuit of the litigation, which he indicated was greater than in other multi-billion dollar securities cases and "put [Plaintiffs] at the cutting edge of a rapidly changing area of law."

In sum, the Tyco settlement is of historic proportions for the investors who suffered significant financial losses and it has sent a strong message to those who would try to engage in this type of misconduct in the future.

***In re Tenet Healthcare Corp. Sec. Litig.*, No. CV-02-8462-RSWL (Rx) (C.D. Cal. 2002):**
Kessler Topaz served as Co-Lead Counsel in this action. A partial settlement, approved on May 26, 2006, was comprised of three distinct elements: (i) a substantial monetary commitment of $215 million by the company; (ii) personal contributions totaling $1.5 million by two of the individual defendants; and (iii) the enactment and/or continuation of numerous changes to the company's corporate governance practices, which have led various institutional rating entities to rank Tenet among the best in the U.S. in regards to corporate governance. The significance of the partial settlement was heightened by Tenet's precarious financial condition. Faced with many financial pressures — including several pending civil actions and federal investigations, with total contingent liabilities in the hundreds of millions of dollars — there was real concern that Tenet would be unable to fund a settlement or satisfy a judgment of any greater amount in the near future. By reaching the partial settlement, we were able to avoid the risks associated with a long and costly litigation battle and provide a significant and immediate benefit to the class. Notably, this resolution represented a unique result in securities class action litigation — personal financial contributions from individual defendants. After taking the case through the summary judgment stage, we were able to secure an additional $65 million recovery from KPMG – Tenet's outside auditor during the relevant period – for the class, bringing the total recovery to $281.5 million.

***In re Wachovia Preferred Securities and Bond/Notes Litigation*, Master File No. 09 Civ. 6351 (RJS) (S.D.N.Y.):**
Kessler Topaz, as court-appointed Co-Lead Counsel, asserted class action claims for violations of the Securities Act of 1933 on behalf of all persons who purchased Wachovia Corporation ("Wachovia") preferred securities issued in thirty separate offerings (the "Offerings") between July 31, 2006 and May 29, 2008 (the "Offering Period"). Defendants in the action included Wachovia, various Wachovia related trusts, Wells Fargo as successor-in-interest to Wachovia, certain of Wachovia's officer and board members, numerous underwriters that underwrote the Offerings, and KPMG LLP ("KPMG"), Wachovia's former outside auditor. Plaintiffs alleged that the registration statements and prospectuses and prospectus supplements used to market the Offerings to Plaintiffs and other members of the class during the Offerings Period contained materially false and misleading statements and omitted material information. Specifically, the Complaint alleged that in connection with the Offerings, Wachovia: (i) failed to reveal the full extent to which its mortgage portfolio was increasingly impaired due to dangerously lax underwriting practices; (ii) materially misstated the true value of its mortgage-related assets; (iii) failed to disclose that its loan loss reserves were grossly inadequate; and (iv) failed to record write-downs and impairments to those assets as required by Generally Accepted Accounting Principles ("GAAP"). Even as Wachovia faced insolvency, the Offering Materials assured investors that Wachovia's capital and liquidity positions were "strong," and that it was so "well capitalized" that it was actually a "provider of liquidity" to the market. On August 5, 2011, the Parties announced a $590 million cash settlement with Wells Fargo (as successor-in-interest to Wachovia) and a $37 million cash settlement with KPMG, to settle all claims asserted against all defendants in the action. This settlement was approved by the Hon. Judge Richard J. Sullivan by order issued on January 3, 2012.

***In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS):**
This action settled for $586 million on January 1, 2010, after years of litigation overseen by U.S. District Judge Shira Scheindlin. Kessler Topaz served on the plaintiffs' executive committee for the case, which was based upon the artificial inflation of stock prices during the dot-com boom of the late 1990s that led to

the collapse of the technology stock market in 2000 that was related to allegations of laddering and excess commissions being paid for IPO allocations.

***In re Longtop Financial Technologies Ltd. Securities Litigation*, No. 11-cv-3658 (S.D.N.Y.):**
Kessler Topaz, as Lead Counsel, brought an action on behalf of lead plaintiffs that asserted claims for violations of the federal securities laws against Longtop Financial Technologies Ltd. ("Longtop"), its Chief Executive Officer, Weizhou Lian, and its Chief Financial Officer, Derek Palaschuk. The claims against Longtop and these two individuals were based on a massive fraud that occurred at the company. As the CEO later confessed, the company had been a fraud since 2004. Specifically, Weizhou Lian confessed that the company's cash balances and revenues were overstated by hundreds of millions of dollars and it had millions of dollars in unrecorded bank loans. The CEO further admitted that, in 2011 alone, Longtop's revenues were overstated by about 40 percent. On November 14, 2013, after Weizhou Lian and Longtop failed to appear and defend the action, Judge Shira Scheindlin entered default judgment against these two defendants in the amount of $882.3 million plus 9 percent interest running from February 21, 2008 to the date of payment. The case then proceeded to trial against Longtop's CFO who claimed he did not know about the fraud - and was not reckless in not knowing – when he made false statements to investors about Longtop's financial results. On November 21, 2014, the jury returned a verdict on liability in favor of plaintiffs. Specifically, the jury found that the CFO was liable to the plaintiffs and the class for each of the eight challenged misstatements. Then, on November 24, 2014, the jury returned its damages verdict, ascribing a certain amount of inflation to each day of the class period and apportioning liability for those damages amongst the three named defendants. The Longtop trial was only the 14th securities class action to be tried to a verdict since the passage of the Private Securities Litigation Reform Act in 1995 and represents a historic victory for investors.

***Operative Plasterers and Cement Masons International Association Local 262 Annuity Fund v. Lehman Brothers Holdings, Inc.*, No. 1:08-cv-05523-LAK (S.D.N.Y.):**
Kessler Topaz, on behalf of lead plaintiffs, asserted claims against certain individual defendants and underwriters of Lehman securities arising from misstatements and omissions regarding Lehman's financial condition, and its exposure to the residential and commercial real estate markets in the period leading to Lehman's unprecedented bankruptcy filing on September 14, 2008. In July 2011, the Court sustained the majority of the amended Complaint finding that Lehman's use of Repo 105, while technically complying with GAAP, still rendered numerous statements relating to Lehman's purported Net Leverage Ration materially false and misleading. The Court also found that Defendants' statements related to Lehman's risk management policies were sufficient to state a claim. With respect to loss causation, the Court also failed to accept Defendants' contention that the financial condition of the economy led to the losses suffered by the Class. As the case was being prepared for trial, a $517 million settlement was reached on behalf of shareholders --- $426 million of which came from various underwriters of the Offerings, representing a significant recovery for investors in this now bankrupt entity. In addition, $90 million came from Lehman's former directors and officers, which is significant considering the diminishing assets available to pay any future judgment. Following these settlements, the litigation continued against Lehman's auditor, Ernst & Young LLP. A settlement for $99 million was subsequently reached with Ernst & Young LLP and was approved by the Court.

***Minneapolis Firefighters' Relief Association v. Medtronic, Inc. et al.* Case No. 0:08-cv-06324-PAM-AJB (D. Minn.):**
Kessler Topaz brought an action on behalf of lead plaintiffs that alleged that the company failed to disclose its reliance on illegal "off-label" marketing techniques to drive the sales of its INFUSE Bone Graft ("INFUSE") medical device. While physicians are allowed to prescribe a drug or medical device for any use they see fit, federal law prohibits medical device manufacturers from marketing devices for any uses not specifically approved by the United States Food and Drug Administration. The company's off-label marketing practices have resulted in the company becoming the target of a probe by the federal government

which was revealed on November 18, 2008, when the company's CEO reported that Medtronic received a subpoena from the United States Department of Justice which is "looking into off-label use of INFUSE." After hearing oral argument on Defendants' Motions to Dismiss, on February 3, 2010, the Court issued an order granting in part and denying in part Defendants' motions, allowing a large portion of the action to move forward. The Court held that Plaintiff successfully stated a claim against each Defendant for a majority of the misstatements alleged in the Complaint and that each of the Defendants knew or recklessly disregarded the falsity of these statements and that Defendants' fraud caused the losses experienced by members of the Class when the market learned the truth behind Defendants' INFUSE marketing efforts. While the case was in discovery, on April 2, 2012, Medtronic agreed to pay shareholders an $85 million settlement. The settlement was approved by the Court by order issued on November 8, 2012.

***In re Brocade Sec. Litig.*, Case No. 3:05-CV-02042 (N.D. Cal. 2005) (CRB):**

The complaint in this action alleges that Defendants engaged in repeated violations of federal securities laws by backdating options grants to top executives and falsified the date of stock option grants and other information regarding options grants to numerous employees from 2000 through 2004, which ultimately caused Brocade to restate all of its financial statements from 2000 through 2005. In addition, concurrent SEC civil and Department of Justice criminal actions against certain individual defendants were commenced. In August, 2007 the Court denied Defendant's motions to dismiss and in October, 2007 certified a class of Brocade investors who were damaged by the alleged fraud. Discovery is currently proceeding and the case is being prepared for trial. Furthermore, while litigating the securities class action Kessler Topaz and its co-counsel objected to a proposed settlement in the Brocade derivative action. On March 21, 2007, the parties in *In re Brocade Communications Systems, Inc. Derivative Litigation*, No. C05-02233 (N.D. Cal. 2005) (CRB) gave notice that they had obtained preliminary approval of their settlement. According to the notice, which was buried on the back pages of the Wall Street Journal, Brocade shareholders were given less than three weeks to evaluate the settlement and file any objection with the Court. Kessler Topaz client Puerto Rico Government Employees' Retirement System ("PRGERS") had a large investment in Brocade and, because the settlement was woefully inadequate, filed an objection. PRGERS, joined by fellow institutional investor Arkansas Public Employees Retirement System, challenged the settlement on two fundamental grounds. First, PRGERS criticized the derivative plaintiffs for failing to conduct any discovery before settling their claims. PRGERS also argued that derivative plaintiff's abject failure to investigate its own claims before providing the defendants with broad releases from liability made it impossible to weigh the merits of the settlement. The Court agreed, and strongly admonished derivative plaintiffs for their failure to perform this most basic act of service to their fellow Brocade shareholders. The settlement was rejected and later withdrawn. Second, and more significantly, PRGERS claimed that the presence of the well-respected law firm Wilson, Sonsini Goodrich and Rosati, in this case, created an incurable conflict of interest that corrupted the entire settlement process. The conflict stemmed from WSGR's dual role as counsel to Brocade and the Individual Settling Defendants, including WSGR Chairman and former Brocade Board Member Larry Sonsini. On this point, the Court also agreed and advised WSGR to remove itself from the case entirely. On May 25, 2007, WSGR complied and withdrew as counsel to Brocade. The case settled for $160 million and was approved by the Court.

***In re Satyam Computer Services, Ltd. Sec. Litig.*, No. 09 MD 02027 (BSJ) (S.D.N.Y.):**

Kessler Topaz served as Co-Lead Counsel in this securities fraud class action in the Southern District of New York. The action asserts claims by lead plaintiffs for violations of the federal securities laws against Satyam Computer Services Limited ("Satyam" or the "Company") and certain of Satyam's former officers and directors and its former auditor PricewaterhouseCoopers International Ltd. ("PwC") relating to the Company's January 7, 2009, disclosure admitting that B. Ramalinga Raju ("B. Raju"), the Company's former chairman, falsified Satyam's financial reports by, among other things, inflating its reported cash balances by more than $1 billion. The news caused the price of Satyam's common stock (traded on the National Stock Exchange of India and the Bombay Stock Exchange) and American Depository Shares ("ADSs") (traded on the New York Stock Exchange ("NYSE")) to collapse. From a closing price of $3.67

per share on January 6, 2009, Satyam's common stock closed at $0.82 per share on January 7, 2009. With respect to the ADSs, the news of B. Raju's letter was revealed overnight in the United States and, as a result, trading in Satyam ADSs was halted on the NYSE before the markets opened on January 7, 2009. When trading in Satyam ADSs resumed on January 12, 2009, Satyam ADSs opened at $1.14 per ADS, down steeply from a closing price of $9.35 on January 6, 2009. Lead Plaintiffs filed a consolidated complaint on July 17, 2009, on behalf of all persons or entities, who (a) purchased or otherwise acquired Satyam's ADSs in the United States; and (b) residents of the United States who purchased or otherwise acquired Satyam shares on the National Stock Exchange of India or the Bombay Stock Exchange between January 6, 2004 and January 6, 2009. Co-Lead Counsel secured a settlement for $125 million from Satyam on February 16, 2011. Additionally, Co-Lead Counsel was able to secure a $25.5 million settlement from PwC on April 29, 2011, who was alleged to have signed off on the misleading audit reports.

***In re BankAtlantic Bancorp, Inc. Sec. Litig.*, Case No. 07-CV-61542 (S.D. Fla. 2007):**

On November 18, 2010, a panel of nine Miami, Florida jurors returned the first securities fraud verdict to arise out of the financial crisis against BankAtlantic Bancorp. Inc., its chief executive officer and chief financial officer. This case was only the tenth securities class action to be tried to a verdict following the passage of the Private Securities Litigation Reform Act of 1995, which governs such suits. Following extensive post-trial motion practice, the District Court upheld all of the Jury's findings of fraud but vacated the damages award on a narrow legal issue and granted Defendant's motion for a judgment as a matter of law. Plaintiffs appealed to the U.S. Court of Appeals for the Eleventh Circuit. On July 23, 2012, a three-judge panel for the Appeals Court found the District Court erred in granting the Defendant's motion for a judgment as a matter of law based in part on the Jury's findings (perceived inconsistency of two of the Jury's answers to the special interrogatories) instead of focusing solely on the sufficiency of the evidence. However, upon its review of the record, the Appeals Court affirmed the District Court's decision as it determined the Plaintiffs did not introduce evidence sufficient to support a finding in its favor on the element of loss causation. The Appeals Court's decision in this case does not diminish the five years of hard work which Kessler Topaz expended to bring the matter to trial and secure an initial jury verdict in the Plaintiffs' favor. This case is an excellent example of the Firm's dedication to our clients and the lengths it will go to try to achieve the best possible results for institutional investors in shareholder litigation.

***In re AremisSoft Corp. Sec. Litig.*, C.A. No. 01-CV-2486 (D.N.J. 2002):**

Kessler Topaz is particularly proud of the results achieved in this case before the Honorable Joel A. Pisano. This case was exceedingly complicated, as it involved the embezzlement of hundreds of millions of dollars by former officers of the Company, one of whom remains a fugitive. In settling the action, Kessler Topaz, as sole Lead Counsel, assisted in reorganizing AremisSoft as a new company to allow for it to continue operations, while successfully separating out the securities fraud claims and the bankrupt Company's claims into a litigation trust. The approved Settlement enabled the class to receive the majority of the equity in the new Company, as well as their pro rata share of any amounts recovered by the litigation trust. During this litigation, actions have been initiated in the Isle of Man, Cyprus, as well as in the United States as we continue our efforts to recover assets stolen by corporate insiders and related entities.

***In re CVS Corporation Sec. Litig.*, C.A. No. 01-11464 JLT (D.Mass. 2001):**

Kessler Topaz, serving as Co-Lead Counsel on behalf of a group of institutional investors, secured a cash recovery of $110 million for the class, a figure which represents the third-largest payout for a securities action in Boston federal court. Kessler Topaz successfully litigated the case through summary judgment before ultimately achieving this outstanding result for the class following several mediation sessions, and just prior to the commencement of trial.

***In re Marvell Technology, Group, Ltd. Sec. Lit., Master* File No. 06-06286 RWM:**
Kessler Topaz served as Co-Lead Counsel in this securities class action brought against Marvell Technology Group Ltd. ("Marvell") and three of Marvell's executive officers. This case centered around an alleged options backdating scheme carried out by Defendants from June 2000 through June 2006, which enabled Marvell's executives and employees to receive options with favorable option exercise prices chosen with the benefit of hindsight, in direct violation of Marvell's stock option plan, as well as to avoid recording hundreds of millions of dollars in compensation expenses on the Marvell's books. In total, the restatement conceded that Marvell had understated the cumulative effect of its compensation expense by $327.3 million, and overstated net income by $309.4 million, for the period covered by the restatement. Following nearly three years of investigation and prosecution of the Class' claims as well as a protracted and contentious mediation process, Co-Lead Counsel secured a settlement for $72 million from defendants on June 9, 2009. This Settlement represents a substantial portion of the Class' maximum provable damages, and is among the largest settlements, in total dollar amount, reached in an option backdating securities class action.

***In re Delphi Corp. Sec. Litig.*, Master File No. 1:05-MD-1725 (E.D. Mich. 2005):**
In early 2005, various securities class actions were filed against auto-parts manufacturer Delphi Corporation in the Southern District of New York. Kessler Topaz its client, Austria-based mutual fund manager Raiffeisen Kapitalanlage-Gesellschaft m.b.H. ("Raiffeisen"), were appointed as Co-Lead Counsel and Co-Lead Plaintiff, respectively. The Lead Plaintiffs alleged that (i) Delphi improperly treated financing transactions involving inventory as sales and disposition of inventory; (ii) improperly treated financing transactions involving "indirect materials" as sales of these materials; and (iii) improperly accounted for payments made to and credits received from General Motors as warranty settlements and obligations. As a result, Delphi's reported revenue, net income and financial results were materially overstated, prompting Delphi to restate its earnings for the five previous years. Complex litigation involving difficult bankruptcy issues has potentially resulted in an excellent recovery for the class. In addition, Co-Lead Plaintiffs also reached a settlement of claims against Delphi's outside auditor, Deloitte & Touche, LLP, for $38.25 million on behalf of Delphi investors.

***In re Royal Dutch Shell European Shareholder Litigation*, No. 106.010.887, Gerechtshof Te Amsterdam (Amsterdam Court of Appeal):**
Kessler Topaz was instrumental in achieving a landmark $352 million settlement on behalf non-US investors with Royal Dutch Shell plc relating to Shell's 2004 restatement of oil reserves. This settlement of securities fraud claims on a class-wide basis under Dutch law was the first of its kind, and sought to resolve claims exclusively on behalf of European and other non-United States investors. Uncertainty over whether jurisdiction for non-United States investors existed in a 2004 class action filed in federal court in New Jersey prompted a significant number of prominent European institutional investors from nine countries, representing more than one billion shares of Shell, to actively pursue a potential resolution of their claims outside the United States. Among the European investors which actively sought and supported this settlement were Alecta pensionsförsäkring, ömsesidigt, PKA Pension Funds Administration Ltd., Swedbank Robur Fonder AB, AP7 and AFA Insurance, all of which were represented by Kessler Topaz.

***In re Computer Associates Sec. Litig.*, No. 02-CV-1226 (E.D.N.Y. 2002):**
Kessler Topaz served as Co-Lead Counsel on behalf of plaintiffs, alleging that Computer Associates and certain of its officers misrepresented the health of the company's business, materially overstated the company's revenues, and engaged in illegal insider selling. After nearly two years of litigation, Kessler Topaz helped obtain a settlement of $150 million in cash and stock from the company.

***In re The Interpublic Group of Companies Sec. Litig.*, No. 02 Civ. 6527 (S.D.N.Y. 2002):**
Kessler Topaz served as sole Lead Counsel in this action on behalf of an institutional investor and received final approval of a settlement consisting of $20 million in cash and 6,551,725 shares of IPG common stock. As of the final hearing in the case, the stock had an approximate value of $87 million, resulting in a total

settlement value of approximately $107 million. In granting its approval, the Court praised Kessler Topaz for acting responsibly and noted the Firm's professionalism, competence and contribution to achieving such a favorable result.

***In re Digital Lightwave, Inc. Sec. Litig.*, Consolidated Case No. 98-152-CIV-T-24E (M.D. Fla. 1999):**
The firm served as Co-Lead Counsel in one of the nation's most successful securities class actions in history measured by the percentage of damages recovered. After extensive litigation and negotiations, a settlement consisting primarily of stock was worth over $170 million at the time when it was distributed to the Class. Kessler Topaz took on the primary role in negotiating the terms of the equity component, insisting that the class have the right to share in any upward appreciation in the value of the stock after the settlement was reached. This recovery represented an astounding approximately two hundred percent (200%) of class members' losses.

***In re Transkaryotic Therapies, Inc. Sec. Litig.*, Civil Action No.: 03-10165-RWZ (D. Mass. 2003):**
After five years of hard-fought, contentious litigation, Kessler Topaz as Lead Counsel on behalf of the Class, entered into one of largest settlements ever against a biotech company with regard to non-approval of one of its drugs by the U.S. Food and Drug Administration ("FDA"). Specifically, the Plaintiffs alleged that Transkaryotic Therapies, Inc. ("TKT") and its CEO, Richard Selden, engaged in a fraudulent scheme to artificially inflate the price of TKT common stock and to deceive Class Members by making misrepresentations and nondisclosures of material facts concerning TKT's prospects for FDA approval of Replagal, TKT's experimental enzyme replacement therapy for Fabry disease. With the assistance of the Honorable Daniel Weinstein, a retired state court judge from California, Kessler Topaz secured a $50 million settlement from the Defendants during a complex and arduous mediation.

***In re PNC Financial Services Group, Inc. Sec. Litig.*, Case No. 02-CV-271 (W.D. Pa. 2002):**
Kessler Topaz served as Co-Lead Counsel in a securities class action case brought against PNC bank, certain of its officers and directors, and its outside auditor, Ernst & Young, LLP ("E&Y"), relating to the conduct of Defendants in establishing, accounting for and making disclosures concerning three special purpose entities ("SPEs") in the second, third and fourth quarters of PNC's 2001 fiscal year. Plaintiffs alleged that these entities were created by Defendants for the sole purpose of allowing PNC to secretly transfer hundreds of millions of dollars worth of non-performing assets from its own books to the books of the SPEs without disclosing the transfers or consolidating the results and then making positive announcements to the public concerning the bank's performance with respect to its non-performing assets. Complex issues were presented with respect to all defendants, but particularly E&Y. Throughout the litigation E&Y contended that because it did not make any false and misleading statements itself, the Supreme Court's opinion in *Central Bank of Denver, N.A. v. First Interstate Bank of Denver, N.A.*, 511 U.S. 164 (1993) foreclosed securities liability for "aiding or abetting" securities fraud for purposes of Section 10(b) liability. Plaintiffs, in addition to contending that E&Y did make false statements, argued that Rule 10b-5's deceptive conduct prong stood on its own as an independent means of committing fraud and that so long as E&Y itself committed a deceptive act, it could be found liable under the securities laws for fraud. After several years of litigation and negotiations, PNC paid $30 million to settle the action, while also assigning any claims it may have had against E&Y and certain other entities that were involved in establishing and/or reporting on the SPEs. Armed with these claims, class counsel was able to secure an additional $6.6 million in settlement funds for the class from two law firms and a third party insurance company and $9.075 million from E&Y. Class counsel was also able to negotiate with the U.S. government, which had previously obtained a disgorgement fund of $90 million from PNC and $46 million from the third party insurance carrier, to combine all funds into a single settlement fund that exceeded $180 million and is currently in the process of being distributed to the entire class, with PNC paying all costs of notifying the Class of the settlement.

***In re SemGroup Energy Partners, L.P., Sec. Litig.*, No. 08-md-1989 (DC) (N.D. Okla.):**
Kessler Topaz, which was appointed by the Court as sole Lead Counsel, litigated this matter, which ultimately settled for $28 million. The defense was led by 17 of the largest and best capitalized defense law firms in the world. On April 20, 2010, in a fifty-page published opinion, the United States District Court for the Northern District of Oklahoma largely denied defendants' ten separate motions to dismiss Lead Plaintiff's Consolidated Amended Complaint. The Complaint alleged that: (i) defendants concealed SemGroup's risky trading operations that eventually caused SemGroup to declare bankruptcy; and (ii) defendants made numerous false statements concerning SemGroup's ability to provide its publicly-traded Master Limited Partnership stable cash-flows. The case was aggressively litigated out of the Firm's San Francisco and Radnor offices and the significant recovery was obtained, not only from the Company's principals, but also from its underwriters and outside directors.

***In re Liberate Technologies Sec. Litig.*, No. C-02-5017 (MJJ) (N.D. Cal. 2005):**
Kessler Topaz represented plaintiffs which alleged that Liberate engaged in fraudulent revenue recognition practices to artificially inflate the price of its stock, ultimately forcing it to restate its earning. As sole Lead Counsel, Kessler Topaz successfully negotiated a $13.8 million settlement, which represents almost 40% of the damages suffered by the class. In approving the settlement, the district court complimented Lead Counsel for its "extremely credible and competent job."

***In re Riverstone Networks, Inc. Sec. Litig.*, Case No. CV-02-3581 (N.D. Cal. 2002):**
Kessler Topaz served as Lead Counsel on behalf of plaintiffs alleging that Riverstone and certain of its officers and directors sought to create the impression that the Company, despite the industry-wide downturn in the telecom sector, had the ability to prosper and succeed and was actually prospering. In that regard, plaintiffs alleged that defendants issued a series of false and misleading statements concerning the Company's financial condition, sales and prospects, and used inside information to personally profit. After extensive litigation, the parties entered into formal mediation with the Honorable Charles Legge (Ret.). Following five months of extensive mediation, the parties reached a settlement of $18.5 million.

Shareholder Derivative Actions

***In re Facebook, Inc. Class C Reclassification Litig*., C.A. No. 12286-VCL (Del. Ch. Sept. 25, 2017):**
Kessler Topaz served as co-lead counsel in this stockholder class action that challenged a proposed reclassification of Facebook's capital structure to accommodate the charitable giving goals of its founder and controlling stockholder Mark Zuckerberg. The Reclassification involved the creation of a new class of nonvoting Class C stock, which would be issued as a dividend to all Facebook Class A and Class B stockholders (including Zuckerberg) on a 2-for-1 basis. The purpose and effect of the Reclassification was that it would allow Zuckerberg to sell billions of dollars worth of nonvoting Class C shares without losing his voting control of Facebook. The litigation alleged that Zuckerberg and Facebook's board of directors breached their fiduciary duties in approving the Reclassification at the behest of Zuckerberg and for his personal benefit. At trial Kessler Topaz was seeking a permanent injunction to prevent the consummation of the Reclassification. The litigation was carefully followed in the business and corporate governance communities, due to the high-profile nature of Facebook, Zuckerberg, and the issues at stake. After almost a year and a half of hard fought litigation, just one business day before trial was set to commence, Facebook and Zuckerberg abandoned the Reclassification, granting Plaintiffs complete victory.

***In re CytRx Stockholder Derivative Litig.*, Consol. C.A. No. 9864-VCL (Del. Ch. Nov. 20, 2015):**
Kessler Topaz served as co-lead counsel in a shareholder derivative action challenging 2.745 million "spring-loaded" stock options. On the day before CytRx announced the most important news in the Company's history concerning the positive trial results for one of its significant pipeline drugs, the Compensation Committee of CytRx's Board of Directors granted the stock options to themselves, their

fellow directors and several Company officers which immediately came "into the money" when CytRx's stock price shot up immediately following the announcement the next day. Kessler Topaz negotiated a settlement recovering 100% of the excess compensation received by the directors and approximately 76% of the damages potentially obtainable from the officers. In addition, as part of the settlement, Kessler Topaz obtained the appointment of a new independent director to the Board of Directors and the implementation of significant reforms to the Company's stock option award processes. The Court complimented the settlement, explaining that it "serves what Delaware views as the overall positive function of stockholder litigation, which is not just recovery in the individual case but also deterrence and norm enforcement."

***International Brotherhood of Electrical Workers Local 98 Pension Fund v. Black, et al.*, Case No. 37-2011-00097795-CU-SL-CTL (Sup. Ct. Cal., San Diego Feb. 5, 2016) *("Encore Capital Group, Inc.")*:**
Kessler Topaz, as co-lead counsel, represented International Brotherhood of Electrical Workers Local 98 Pension Fund in a shareholder derivative action challenging breaches of fiduciary duties and other violations of law in connection with Encore's debt collection practices, including robo-signing affidavits and improper use of the court system to collect alleged consumer debts. Kessler Topaz negotiated a settlement in which the Company implemented industry-leading reforms to its risk management and corporate governance practices, including creating Chief Risk Officer and Chief Compliance Officer positions, various compliance committees, and procedures for consumer complaint monitoring.

***In re Southern Peru Copper Corp. Derivative Litigation*, Consol. CA No. 961-CS (Del. Ch. 2011):**
Kessler Topaz served as co-lead counsel in this landmark $2 billion post-trial decision, believed to be the largest verdict in Delaware corporate law history. In 2005, Southern Peru, a publicly-traded copper mining company, acquired Minera Mexico, a private mining company owned by Southern Peru's majority stockholder Grupo Mexico. The acquisition required Southern Peru to pay Grupo Mexico more than $3 billion in Southern Peru stock. We alleged that Grupo Mexico had caused Southern Peru to grossly overpay for the private company in deference to its majority shareholder's interests. Discovery in the case spanned years and continents, with depositions in Peru and Mexico. The trial court agreed and ordered Grupo Mexico to pay more than $2 billion in damages and interest. The Delaware Supreme Court affirmed on appeal.

***Quinn v. Knight*, No. 3:16-cv-610 (E.D. Va. Mar. 16, 2017) ("*Apple REIT Ten*"):**
This shareholder derivative action challenged a conflicted "roll up" REIT transaction orchestrated by Glade M. Knight and his son Justin Knight. The proposed transaction paid the Knights millions of dollars while paying public stockholders less than they had invested in the company. The case was brought under Virginia law, and settled just ten days before trial, with stockholders receiving an additional $32 million in merger consideration.

***Kastis v. Carter*, C.A. No. 8657-CB (Del. Ch. Sept. 19, 2016) ("*Hemispherx Biopharma, Inc.*"):**
This derivative action challenged improper bonuses paid to two company executives of this small pharmaceutical company that had never turned a profit. In response to the complaint, Hemispherx's board first adopted a "fee-shifting" bylaw that would have required stockholder plaintiffs to pay the company's legal fees unless the plaintiffs achieved 100% of the relief they sought. This sort of bylaw, if adopted more broadly, could substantially curtail meritorious litigation by stockholders unwilling to risk losing millions of dollars if they bring an unsuccsessful case. After Kessler Topaz presented its argument in court, Hemispherx withdrew the bylaw. Kessler Topaz ultimately negotiated a settlement requiring the two executives to forfeit several million dollars' worth of accrued but unpaid bonuses, future bonuses and director fees. The company also recovered $1.75 million from its insurance carriers, appointed a new independent director to the board, and revised its compensation program.

***Montgomery v. Erickson, Inc., et al.*, C.A. No. 8784-VCL (Del. Ch. Sept. 12, 2016):**
Kessler Topaz represented an individual stockholder who asserted in the Delaware Court of Chancery class action and derivative claims challenging merger and recapitalization transactions that benefitted the company's controlling stockholders at the expense of the company and its minority stockholders. Plaintiff alleged that the controlling stockholders of Erickson orchestrated a series of transactions with the intent and effect of using Erickson's money to bail themselves out of a failing investment. Defendants filed a motion to dismiss the complaint, which Kessler Topaz defeated, and the case proceeded through more than a year of fact discovery. Following an initially unsuccessful mediation and further litigation, Kessler Topaz ultimately achieved an $18.5 million cash settlement, 80% of which was distributed to members of the stockholder class to resolve their direct claims and 20% of which was paid to the company to resolve the derivative claims. The settlement also instituted changes to the company's governing documents to prevent future self-dealing transactions like those that gave rise to the case.

***In re Helios Closed-End Funds Derivative Litig.*, No. 2:11-cv-02935-SHM-TMP (W.D. Tenn.):**
Kessler Topaz represented stockholders of four closed-end mutual funds in a derivative action against the funds' former investment advisor, Morgan Asset Management. Plaintiffs alleged that the defendants mismanaged the funds by investing in riskier securities than permitted by the funds' governing documents and, after the values of these securities began to precipitously decline beginning in early 2007, cover up their wrongdoing by assigning phony values to the funds' investments and failing to disclose the extent of the decrease in value of the funds' assets. In a rare occurrence in derivative litigation, the funds' Boards of Directors eventually hired Kessler Topaz to prosecute the claims against the defendants on behalf of the funds. Our litigation efforts led to a settlement that recovered $6 million for the funds and ensured that the funds would not be responsible for making any payment to resolve claims asserted against them in a related multi-million dollar securities class action. The fund's Boards fully supported and endorsed the settlement, which was negotiated independently of the parallel securities class action.

***In re Viacom, Inc. Shareholder Derivative Litig.*, Index No. 602527/05 (New York County, NY 2005):**
Kessler Topaz represented the Public Employees' Retirement System of Mississippi and served as Lead Counsel in a derivative action alleging that the members of the Board of Directors of Viacom, Inc. paid excessive and unwarranted compensation to Viacom's Executive Chairman and CEO, Sumner M. Redstone, and co-COOs Thomas E. Freston and Leslie Moonves, in breach of their fiduciary duties. Specifically, we alleged that in fiscal year 2004, when Viacom reported a record net loss of $17.46 billion, the board improperly approved compensation payments to Redstone, Freston, and Moonves of approximately $56 million, $52 million, and $52 million, respectively. Judge Ramos of the New York Supreme Court denied Defendants' motion to dismiss the action as we overcame several complex arguments related to the failure to make a demand on Viacom's Board; Defendants then appealed that decision to the Appellate Division of the Supreme Court of New York. Prior to a decision by the appellate court, a settlement was reached in early 2007. Pursuant to the settlement, Sumner Redstone, the company's Executive Chairman and controlling shareholder, agreed to a new compensation package that, among other things, substantially reduces his annual salary and cash bonus, and ties the majority of his incentive compensation directly to shareholder returns.

***In re Family Dollar Stores, Inc. Derivative Litig.*, Master File No. 06-CVS-16796 (Mecklenburg County, NC 2006):**
Kessler Topaz served as Lead Counsel, derivatively on behalf of Family Dollar Stores, Inc., and against certain of Family Dollar's current and former officers and directors. The actions were pending in Mecklenburg County Superior Court, Charlotte, North Carolina, and alleged that certain of the company's officers and directors had improperly backdated stock options to achieve favorable exercise prices in violation of shareholder-approved stock option plans. As a result of these shareholder derivative actions, Kessler Topaz was able to achieve substantial relief for Family Dollar and its shareholders. Through Kessler Topaz's litigation of this action, Family Dollar agreed to cancel hundreds of thousands of stock options

granted to certain current and former officers, resulting in a seven-figure net financial benefit for the company. In addition, Family Dollar has agreed to, among other things: implement internal controls and granting procedures that are designed to ensure that all stock options are properly dated and accounted for; appoint two new independent directors to the board of directors; maintain a board composition of at least 75 percent independent directors; and adopt stringent officer stock-ownership policies to further align the interests of officers with those of Family Dollar shareholders. The settlement was approved by Order of the Court on August 13, 2007.

***Carbon County Employees Retirement System, et al., Derivatively on Behalf of Nominal Defendant Southwest Airlines Co. v. Gary C. Kelly, et al.* Cause No. 08-08692 (District Court of Dallas County, Texas):**

As lead counsel in this derivative action, we negotiated a settlement with far-reaching implications for the safety and security of airline passengers.

Our clients were shareholders of Southwest Airlines Co. (Southwest) who alleged that certain officers and directors had breached their fiduciary duties in connection with Southwest's violations of Federal Aviation Administration safety and maintenance regulations. Plaintiffs alleged that from June 2006 to March 2007, Southwest flew 46 Boeing 737 airplanes on nearly 60,000 flights without complying with a 2004 FAA Airworthiness Directive requiring fuselage fatigue inspections. As a result, Southwest was forced to pay a record $7.5 million fine. We negotiated numerous reforms to ensure that Southwest's Board is adequately apprised of safety and operations issues, and implementing significant measures to strengthen safety and maintenance processes and procedures.

***The South Financial Group, Inc. Shareholder Litigation,* C.A. No. 2008-CP-23-8395 (S.C. C.C.P. 2009):**

Represented shareholders in derivative litigation challenging board's decision to accelerate "golden parachute" payments to South Financial Group's CEO as the company applied for emergency assistance in 2008 under the Troubled Asset Recovery Plan (TARP).

We sought injunctive relief to block the payments and protect the company's ability to receive the TARP funds. The litigation was settled with the CEO giving up part of his severance package and agreeing to leave the board, as well as the implementation of important corporate governance changes one commentator described as "unprecedented."

Options Backdating

In 2006, the Wall Street Journal reported that three companies appeared to have "backdated" stock option grants to their senior executives, pretending that the options had been awarded when the stock price was at its lowest price of the quarter, or even year. An executive who exercised the option thus paid the company an artificially low price, which stole money from the corporate coffers. While stock options are designed to incentivize recipients to drive the company's stock price up, backdating options to artificially low prices undercut those incentives, overpaid executives, violated tax rules, and decreased shareholder value.

Kessler Topaz worked with a financial analyst to identify dozens of other companies that had engaged in similar practices, and filed more than 50 derivative suits challenging the practice. These suits sought to force the executives to disgorge their improper compensation and to revamp the companies' executive compensation policies. Ultimately, as lead counsel in these derivative actions, Kessler Topaz achieved significant monetary and non-monetary benefits at dozens of companies, including:

***Comverse Technology, Inc.*:** Settlement required Comverse's founder and CEO Kobi Alexander, who fled to Namibia after the backdating was revealed, to disgorge more than $62 million in excessive backdated option compensation. The settlement also overhauled the company's corporate governance and internal controls, replacing a number of directors and corporate executives, splitting the Chairman and CEO positions, and instituting majority voting for directors.

***Monster Worldwide, Inc.*:** Settlement required recipients of backdated stock options to disgorge more than $32 million in unlawful gains back to the company, plus agreeing to significant corporate governance measures. These measures included (a) requiring Monster's founder Andrew McKelvey to reduce his voting control over Monster from 31% to 7%, by exchanging super-voting stock for common stock; and (b) implementing new equity granting practices that require greater accountability and transparency in the granting of stock options moving forward. In approving the settlement, the court noted "the good results, mainly the amount of money for the shareholders and also the change in governance of the company itself, and really the hard work that had to go into that to achieve the results…."

***Affiliated Computer Services, Inc.*:** Settlement required executives, including founder Darwin Deason, to give up $20 million in improper backdated options. The litigation was also a catalyst for the company to replace its CEO and CFO and revamp its executive compensation policies.

Mergers & Acquisitions Litigation

***City of Daytona Beach Police and Fire Pension Fund v. ExamWorks Group, Inc., et al*., C.A. No. 12481-VCL (Del. Ch.):**
On September 12, 2017, the Delaware Chancery Court approved one of the largest class action M&A settlements in the history of the Delaware Chancery Court, a $86.5 million settlement relating to the acquisition of ExamWorks Group, Inc. by private equity firm Leonard Green & Partners, LP.

The settlement caused ExamWorks stockholders to receive a 6% improvement on the $35.05 per share merger consideration negotiated by the defendants. This amount is unusual especially for litigation challenging a third-party merger. The settlement amount is also noteworthy because it includes a $46.5 million contribution from ExamWorks' outside legal counsel, Paul Hastings LLP.

***In re ArthroCare Corporation S'holder Litig., Consol.* C.A. No. 9313-VCL (Del. Ch. Nov. 13, 2014):**
Kessler Topaz, as co-lead counsel, challenged the take-private of Arthrocare Corporation by private equity firm Smith & Nephew. This class action litigation alleged, among other things, that Arthrocare's Board breached their fiduciary duties by failing to maximize stockholder value in the merger. Plaintiffs also alleged that that the merger violated Section 203 of the Delaware General Corporation Law, which prohibits mergers with "interested stockholders," because Smith & Nephew had contracted with JP Morgan to provide financial advice and financing in the merger, while a subsidiary of JP Morgan owned more than 15% of Arthrocare's stock. Plaintiffs also alleged that the agreement between Smith & Nephew and the JP Morgan subsidiary violated a "standstill" agreement between the JP Morgan subsidiary and Arthrocare. The court set these novel legal claims for an expedited trial prior to the closing of the merger. The parties agreed to settle the action when Smith & Nephew agreed to increase the merger consideration paid to Arthrocare stockholders by $12 million, less than a month before trial.

***In re Safeway Inc. Stockholders Litig*., C.A. No. 9445-VCL (Del. Ch. Sept. 17, 2014):**
Kessler Topaz represented the Oklahoma Firefighters Pension and Retirement System in class action litigation challenging the acquisition of Safeway, Inc. by Albertson's grocery chain for $32.50 per share in cash and contingent value rights. Kessler Topaz argued that the value of CVRs was illusory, and Safeway's shareholder rights plan had a prohibitive effect on potential bidders making superior offers to acquire

Safeway, which undermined the effectiveness of the post-signing "go shop." Plaintiffs sought to enjoin the transaction, but before the scheduled preliminary injunction hearing took place, Kessler Topaz negotiated (i) modifications to the terms of the CVRs and (ii) defendants' withdrawal of the shareholder rights plan. In approving the settlement, Vice Chancellor Laster of the Delaware Chancery Court stated that "the plaintiffs obtained significant changes to the transaction . . . that may well result in material increases in the compensation received by the class," including substantial benefits potentially in excess of $230 million.

***In re MPG Office Trust, Inc. Preferred Shareholder Litig.*, Cons. Case No. 24-C-13-004097 (Md. Cir. Oct. 20, 2015):**

Kessler Topaz challenged a coercive tender offer whereby MPG preferred stockholders received preferred stock in Brookfield Office Properties, Inc. without receiving any compensation for their accrued and unpaid dividends. Kessler Topaz negotiated a settlement where MPG preferred stockholders received a dividend of $2.25 per share, worth approximately $21 million, which was the only payment of accrued dividends Brookfield DTLA Preferred Stockholders had received as of the time of the settlement.

***In re Globe Specialty Metals, Inc. Stockholders Litig.*, C.A. 10865-VCG (Del. Ch. Feb. 15, 2016):**

Kessler Topaz served as co-lead counsel in class action litigation arising from Globe's acquisition by Grupo Atlantica to form Ferroglobe. Plaintiffs alleged that Globe's Board breached their fiduciary duties to Globe's public stockholders by agreeing to sell Globe for an unfair price, negotiating personal benefits for themselves at the expense of the public stockholders, failing to adequately inform themselves of material issues with Grupo Atlantica, and issuing a number of materially deficient disclosures in an attempt to mask issues with the negotiations. At oral argument on Plaintiffs' preliminary injunction motion, the Court held that Globe stockholders likely faced irreparable harm from the Board's conduct, but reserved ruling on the other preliminary injunction factors. Prior to the Court's final ruling, the parties agreed to settle the action for $32.5 million and various corporate governance reforms to protect Globe stockholders' rights in Ferroglobe.

***In re Dole Food Co., Inc. Stockholder Litig.*, Consol. C.A. No. 8703-VCL, 2015 WL 5052214 (Del. Ch. Aug. 27, 2015):**

On August 27, 2015, Vice Chancellor J. Travis Laster issued his much-anticipated post-trial verdict in litigation by former stockholders of Dole Food Company against Dole's chairman and controlling stockholder David Murdock. In a 106-page ruling, Vice Chancellor Laster found that Murdock and his longtime lieutenant, Dole's former president and general counsel C. Michael Carter, unfairly manipulated Dole's financial projections and misled the market as part of Murdock's efforts to take the company private in a deal that closed in November 2013. Among other things, the Court concluded that Murdock and Carter "primed the market for the freeze-out by driving down Dole's stock price" and provided the company's outside directors with "knowingly false" information and intended to "mislead the board for Mr. Murdock's benefit."

Vice Chancellor Laster found that the $13.50 per share going-private deal underpaid stockholders, and awarded class damages of $2.74 per share, totaling $148 million. That award represents the largest post-trial class recovery in the merger context. The largest post-trial derivative recovery in a merger case remains Kessler Topaz's landmark 2011 $2 billion verdict in *In re Southern Peru*.

***In re Genentech, Inc. Shareholders Lit.*, Cons. Civ. Action No. 3991-VCS (Del. Ch. 2008):**

Kessler Topaz served as Co-Lead Counsel in this shareholder class action brought against the directors of Genentech and Genentech's majority stockholder, Roche Holdings, Inc., in response to Roche's July 21, 2008 attempt to acquire Genentech for $89 per share. We sought to enforce provisions of an Affiliation Agreement between Roche and Genentech and to ensure that Roche fulfilled its fiduciary obligations to Genentech's shareholders through any buyout effort by Roche. After moving to enjoin the tender offer, Kessler Topaz negotiated with Roche and Genentech to amend the Affiliation Agreement to allow a

negotiated transaction between Roche and Genentech, which enabled Roche to acquire Genentech for $95 per share, approximately $3.9 billion more than Roche offered in its hostile tender offer. In approving the settlement, then-Vice Chancellor Leo Strine complimented plaintiffs' counsel, noting that this benefit was only achieved through "real hard-fought litigation in a complicated setting."

***In re GSI Commerce, Inc. Shareholder Litig.*, Consol. C.A. No. 6346-VCN (Del. Ch. Nov. 15, 2011):**
On behalf of the Erie County Employees' Retirement System, we alleged that GSI's founder breached his fiduciary duties by negotiating a secret deal with eBay for him to buy several GSI subsidiaries at below market prices before selling the remainder of the company to eBay. These side deals significantly reduced the acquisition price paid to GSI stockholders. Days before an injunction hearing, we negotiated an improvement in the deal price of $24 million.

***In re Amicas, Inc. Shareholder Litigation*, 10-0174-BLS2 (Suffolk County, MA 2010):**
Kessler Topaz served as lead counsel in class action litigation challenging a proposed private equity buyout of Amicas that would have paid Amicas shareholders $5.35 per share in cash while certain Amicas executives retained an equity stake in the surviving entity moving forward. Kessler Topaz prevailed in securing a preliminary injunction against the deal, which then allowed a superior bidder to purchase the Company for an additional $0.70 per share ($26 million). The court complimented Kessler Topaz attorneys for causing an "exceptionally favorable result for Amicas' shareholders" after "expend[ing] substantial resources."

***In re Harleysville Mutual*, Nov. Term 2011, No. 02137 (C.C.P., Phila. Cnty.):**
Kessler Topaz served as co-lead counsel in expedited merger litigation challenging Harleysville's agreement to sell the company to Nationwide Insurance Company. Plaintiffs alleged that policyholders were entitled to receive cash in exchange for their ownership interests in the company, not just new Nationwide policies. Plaintiffs also alleged that the merger was "fundamentally unfair" under Pennsylvania law. The defendants contested the allegations and contended that the claims could not be prosecuted directly by policyholders (as opposed to derivatively on the company's behalf). Following a two-day preliminary injunction hearing, we settled the case in exchange for a $26 million cash payment to policyholders.

Consumer Protection and Fiduciary Litigation

***In re: J.P. Jeanneret Associates Inc., et al.*, No. 09-cv-3907 (S.D.N.Y.):**
Kessler Topaz served as lead counsel for one of the plaintiff groups in an action against J.P. Jeanneret and Ivy Asset Management relating to an alleged breach of fiduciary and statutory duty in connection with the investment of retirement plan assets in Bernard Madoff-related entities. By breaching their fiduciary duties, Defendants caused significant losses to the retirement plans. Following extensive hard-fought litigation, the case settled for a total of $216.5 million.

***In re: National City Corp. Securities, Derivative and ERISA Litig*, No. 08-nc-7000 (N.D. Ohio):**
Kessler Topaz served as a lead counsel in this complex action alleging that certain directors and officers of National City Corp. breached their fiduciary duties under the Employee Retirement Income Security Act of 1974. These breaches arose from an investment in National City stock during a time when defendants knew, or should have known, that the company stock was artificially inflated and an imprudent investment for the company's 401(k) plan. The case settled for $43 million on behalf of the plan, plaintiffs and a settlement class of plan participants.

***Alston, et al. v. Countrywide Financial Corp. et al*., No. 07-cv-03508 (E.D. Pa.):**
Kessler Topaz served as lead counsel in this novel and complex action which alleged that Defendants Countrywide Financial Corporation, Countrywide Home Loans, Inc. and Balboa Reinsurance Co. violated

the Real Estate Settlement Procedure Act ("RESPA") and ultimately cost borrowers millions of dollars. Specifically, the action alleged that Defendants engaged in a scheme related to private mortgage insurance involving kickbacks, which are prohibited under RESPA. After three and a half years of hard-fought litigation, the action settled for $34 million.

***Trustees of the Local 464A United Food and Commercial Workers Union Pension Fund, et al. v. Wachovia Bank, N.A., et al.*, No. 09-cv-00668 (DNJ):**

For more than 50 years, Wachovia and its predecessors acted as investment manager for the Local 464A UFCW Union Funds, exercising investment discretion consistent with certain investment guidelines and fiduciary obligations. Until mid-2007, Wachovia managed the fixed income assets of the funds safely and conservatively, and their returns closely tracked the Lehman Aggregate Bond Index (now known as the Barclay's Capital Aggregate Bond Index) to which the funds were benchmarked. However, beginning in mid-2007 Wachovia significantly changed the investment strategy, causing the funds' portfolio value to drop drastically below the benchmark. Specifically, Wachovia began to dramatically decrease the funds' holdings in short-term, high-quality, low-risk debt instruments and materially increase their holdings in high-risk mortgage-backed securities and collateralized mortgage obligations. We represented the funds' trustees in alleging that, among other things, Wachovia breached its fiduciary duty by: failing to invest the assets in accordance with the funds' conservative investment guidelines; failing to adequately monitor the funds' fixed income investments; and failing to provide complete and accurate information to plaintiffs concerning the change in investment strategy. The matter was resolved privately between the parties.

***In re Bank of New York Mellon Corp. Foreign Exchange Transactions Litig.*, No. 1:12-md-02335 (S.D.N.Y.):**

On behalf of the Southeastern Pennsylvania Transportation Authority Pension Fund and a class of similarly situated domestic custodial clients of BNY Mellon, we alleged that BNY Mellon secretly assigned a spread to the FX rates at which it transacted FX transactions on behalf of its clients who participated in the BNY Mellon's automated "Standing Instruction" FX service. BNY Mellon determining this spread by executing its clients' transactions at one rate and then, typically, at the end of the trading day, assigned a rate to its clients which approximated the worst possible rates of the trading day, pocketing the difference as riskless profit. This practice was despite BNY Mellon's contractual promises to its clients that its Standing Instruction service was designed to provide "best execution," was "free of charge" and provided the "best rates of the day." The case asserted claims for breach of contract and breach of fiduciary duty on behalf of BNY Mellon's custodial clients and sought to recover the unlawful profits that BNY Mellon earned from its unfair and unlawful FX practices. The case was litigated in collaboration with separate cases brought by state and federal agencies, with Kessler Topaz serving as lead counsel and a member of the executive committee overseeing the private litigation. After extensive discovery, including more than 100 depositions, over 25 million pages of fact discovery, and the submission of multiple expert reports, Plaintiffs reached a settlement with BNY Mellon of $335 million. Additionally, the settlement is being administered by Kessler Topaz along with separate recoveries by state and federal agencies which bring the total recovery for BNY Mellon's custodial customers to $504 million. The settlement was finally approved on September 24, 2015. In approving the settlement, Judge Lewis Kaplan praised counsel for a "wonderful job," recognizing that they were "fought tooth and nail at every step of the road." In further recognition of the efforts of counsel, Judge Kaplan noted that "[t]his was an outrageous wrong by the Bank of New York Mellon, and plaintiffs' counsel deserve a world of credit for taking it on, for running the risk, for financing it and doing a great job."

***CompSource Oklahoma v. BNY Mellon Bank, N.A.*, No. CIV 08-469-KEW (E.D. Okla. October 25, 2012):**

Kessler Topaz served as Interim Class Counsel in this matter alleging that BNY Mellon Bank, N.A. and the Bank of New York Mellon (collectively, "BNYM") breached their statutory, common law and contractual duties in connection with the administration of their securities lending program. The Second Amended

Complaint alleged, among other things, that BNYM imprudently invested cash collateral obtained under its securities lending program in medium term notes issued by Sigma Finance, Inc. -- a foreign structured investment vehicle ("SIV") that is now in receivership -- and that such conduct constituted a breach of BNYM's fiduciary obligations under the Employee Retirement Income Security Act of 1974, a breach of its fiduciary duties under common law, and a breach of its contractual obligations under the securities lending agreements. The Complaint also asserted claims for negligence, gross negligence and willful misconduct. The case recently settled for $280 million.

***Transatlantic Holdings, Inc., et al. v. American International Group, Inc., et al.,* American Arbitration Association Case No. 50 148 T 00376 10:**

Kessler Topaz served as counsel for Transatlantic Holdings, Inc., and its subsidiaries ("TRH"), alleging that American International Group, Inc. and its subsidiaries ("AIG") breached their fiduciary duties, contractual duties, and committed fraud in connection with the administration of its securities lending program. Until June 2009, AIG was TRH's majority shareholder and, at the same time, administered TRH's securities lending program. TRH's Statement of Claim alleged that, among other things, AIG breached its fiduciary obligations as investment advisor and majority shareholder by imprudently investing the majority of the cash collateral obtained under its securities lending program in mortgage backed securities, including Alt-A and subprime investments. The Statement of Claim further alleged that AIG concealed the extent of TRH's subprime exposure and that when the collateral pools began experiencing liquidity problems in 2007, AIG unilaterally carved TRH out of the pools so that it could provide funding to its wholly owned subsidiaries to the exclusion of TRH. The matter was litigated through a binding arbitration and TRH was awarded $75 million.

***Board of Trustees of the AFTRA Retirement Fund v. JPMorgan Chase Bank, N.A.* – Consolidated Action No. 09-cv-00686 (SAS) (S.D.N.Y.):**

On January 23, 2009, the firm filed a class action complaint on behalf of all entities that were participants in JPMorgan's securities lending program and that incurred losses on investments that JPMorgan, acting in its capacity as a discretionary investment manager, made in medium-term notes issue by Sigma Finance, Inc. – a now defunct structured investment vehicle. The losses of the Class exceeded $500 million. The complaint asserted claims for breach of fiduciary duty under the Employee Retirement Income Security Act (ERISA), as well as common law breach of fiduciary duty, breach of contract and negligence. Over the course of discovery, the parties produced and reviewed over 500,000 pages of documents, took 40 depositions (domestic and foreign) and exchanged 21 expert reports. The case settled for $150 million. Trial was scheduled to commence on February 6, 2012.

***In re Global Crossing, Ltd. ERISA Litigation,* No. 02 Civ. 7453 (S.D.N.Y. 2004):**

Kessler Topaz served as Co-Lead Counsel in this novel, complex and high-profile action which alleged that certain directors and officers of Global Crossing, a former high-flier of the late 1990's tech stock boom, breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA") to certain company-provided 401(k) plans and their participants. These breaches arose from the plans' alleged imprudent investment in Global Crossing stock during a time when defendants knew, or should have known, that the company was facing imminent bankruptcy. A settlement of plaintiffs' claims restoring $79 million to the plans and their participants was approved in November 2004. At the time, this represented the largest recovery received in a company stock ERISA class action.

***In re AOL Time Warner ERISA Litigation,* No. 02-CV-8853 (S.D.N.Y. 2006):**

Kessler Topaz, which served as Co-Lead Counsel in this highly-publicized ERISA fiduciary breach class action brought on behalf of the Company's 401(k) plans and their participants, achieved a record $100 million settlement with defendants. The $100 million restorative cash payment to the plans (and, concomitantly, their participants) represents the largest recovery from a single defendant in a breach of fiduciary action relating to mismanagement of plan assets held in the form of employer securities. The

action asserted claims for breach of fiduciary duties pursuant to the Employee Retirement Income Security Act of 1974 ("ERISA") on behalf of the participants in the AOL Time Warner Savings Plan, the AOL Time Warner Thrift Plan, and the Time Warner Cable Savings Plan (collectively, the "Plans") whose accounts purchased and/or held interests in the AOLTW Stock Fund at any time between January 27, 1999 and July 3, 2003. Named as defendants in the case were Time Warner (and its corporate predecessor, AOL Time Warner), several of the Plans' committees, as well as certain current and former officers and directors of the company. In March 2005, the Court largely denied defendants' motion to dismiss and the parties began the discovery phase of the case. In January 2006, Plaintiffs filed a motion for class certification, while at the same time defendants moved for partial summary judgment. These motions were pending before the Court when the settlement in principle was reached. Notably, an Independent Fiduciary retained by the Plans to review the settlement in accordance with Department of Labor regulations approved the settlement and filed a report with Court noting that the settlement, in addition to being "more than a reasonable recovery" for the Plans, is "one of the largest ERISA employer stock action settlements in history."

***In re Honeywell International ERISA Litigation*, No. 03-1214 (DRD) (D.N.J. 2004):**
Kessler Topaz served as Lead Counsel in a breach of fiduciary duty case under ERISA against Honeywell International, Inc. and certain fiduciaries of Honeywell defined contribution pension plans. The suit alleged that Honeywell and the individual fiduciary defendants, allowed Honeywell's 401(k) plans and their participants to imprudently invest significant assets in company stock, despite that defendants knew, or should have known, that Honeywell's stock was an imprudent investment due to undisclosed, wide-ranging problems stemming from a consummated merger with Allied Signal and a failed merger with General Electric. The settlement of plaintiffs' claims included a $14 million payment to the plans and their affected participants, and significant structural relief affording participants much greater leeway in diversifying their retirement savings portfolios.

***Henry v. Sears, et. al.*, Case No. 98 C 4110 (N.D. Ill. 1999):**
The Firm served as Co-Lead Counsel for one of the largest consumer class actions in history, consisting of approximately 11 million Sears credit card holders whose interest rates were improperly increased in connection with the transfer of the credit card accounts to a national bank. Kessler Topaz successfully negotiated a settlement representing approximately 66% of all class members' damages, thereby providing a total benefit exceeding $156 million. All $156 million was distributed automatically to the Class members, without the filing of a single proof of claim form. In approving the settlement, the District Court stated: ". . . I am pleased to approve the settlement. I think it does the best that could be done under the circumstances on behalf of the class. . . . The litigation was complex in both liability and damages and required both professional skill and standing which class counsel demonstrated in abundance."

Antitrust Litigation

***In re: Flonase Antitrust Litigation*, No. 08-cv-3149 (E.D. Pa.):**
Kessler Topaz served as a lead counsel on behalf of a class of direct purchaser plaintiffs in an antitrust action brought pursuant to Section 4 of the Clayton Act, 15 U.S.C. § 15, alleging, among other things, that defendant GlaxoSmithKline (GSK) violated Section 2 of the Sherman Act, 15 U.S.C. § 2, by engaging in "sham" petitioning of a government agency. Specifically, the Direct Purchasers alleged that GSK unlawfully abused the citizen petition process contained in Section 505(j) of the Federal Food, Drug, and Cosmetic Act and thus delayed the introduction of less expensive generic versions of Flonase, a highly popular allergy drug, causing injury to the Direct Purchaser Class. Throughout the course of the four year litigation, Plaintiffs defeated two motions for summary judgment, succeeded in having a class certified and conducted extensive discovery. After lengthy negotiations and shortly before trial, the action settled for $150 million.

***In re: Wellbutrin SR Antitrust Litigation,* No. 04-cv-5898 (E.D. Pa.):**
Kessler Topaz was a lead counsel in an action which alleged, among other things, that defendant GlaxoSmithKline (GSK) violated the antitrust, consumer fraud, and consumer protection laws of various states. Specifically, Plaintiffs and the class of Third-Party Payors alleged that GSK manipulated patent filings and commenced baseless infringement lawsuits in connection wrongfully delaying generic versions of Wellbutrin SR and Zyban from entering the market, and that Plaintiffs and the Class of Third-Party Payors suffered antitrust injury and calculable damages as a result. After more than eight years of litigation, the action settled for $21.5 million.

***In re: Metoprolol Succinate End-Payor Antitrust Litigation,* No. 06-cv-71 (D. Del.):**
Kessler Topaz was co-lead counsel in a lawsuit which alleged that defendant AstraZeneca prevented generic versions of Toprol-XL from entering the market by, among other things, improperly manipulating patent filings and filing baseless patent infringement lawsuits. As a result, AstraZeneca unlawfully monopolized the domestic market for Toprol-XL and its generic bio-equivalents. After seven years of litigation, extensive discovery and motion practice, the case settled for $11 million.

***In re Remeron Antitrust Litigation,* No. 02-CV-2007 (D.N.J. 2004):**
Kessler Topaz was Co-Lead Counsel in an action which challenged Organon, Inc.'s filing of certain patents and patent infringement lawsuits as an abuse of the Hatch-Waxman Act, and an effort to unlawfully extend their monopoly in the market for Remeron. Specifically, the lawsuit alleged that defendants violated state and federal antitrust laws in their efforts to keep competing products from entering the market, and sought damages sustained by consumers and third-party payors. After lengthy litigation, including numerous motions and over 50 depositions, the matter settled for $36 million.

OUR PROFESSIONALS

PARTNERS

JULES D. ALBERT, a partner of the Firm, concentrates his practice in mergers and acquisition litigation and stockholder derivative litigation. Mr. Albert received his law degree from the University of Pennsylvania Law School, where he was a Senior Editor of the *University of Pennsylvania Journal of Labor and Employment Law* and recipient of the James Wilson Fellowship. Mr. Albert also received a Certificate of Study in Business and Public Policy from The Wharton School at the University of Pennsylvania. Mr. Albert graduated *magna cum laude* with a Bachelor of Arts in Political Science from Emory University. Mr. Albert is licensed to practice law in Pennsylvania, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Mr. Albert has litigated in state and federal courts across the country, and has represented stockholders in numerous actions that have resulted in significant monetary recoveries and corporate governance improvements, including: *In re Sunrise Senior Living, Inc. Deriv. Litig.*, No. 07-00143 (D.D.C.); *Mercier v. Whittle, et al.*, No. 2008-CP-23-8395 (S.C. Ct. Com. Pl., 13th Jud. Cir.); *In re K-V Pharmaceutical Co. Deriv. Litig.*, No. 06-00384 (E.D. Mo.); *In re Progress Software Corp. Deriv. Litig.*, No. SUCV2007-01937-BLS2 (Mass. Super. Ct., Suffolk Cty.); *In re Quest Software, Inc. Deriv. Litig.* No 06CC00115 (Cal. Super. Ct., Orange Cty.); and *Quaco v. Balakrishnan, et al.*, No. 06-2811 (N.D. Cal.).

NAUMON A. AMJED, a partner of the Firm, concentrates his practice on new matter development with a focus on analyzing securities class action lawsuits, direct (or opt-out) actions, non-U.S. securities and shareholder litigation, SEC whistleblower actions, breach of fiduciary duty cases, antitrust matters, data

breach actions and oil and gas litigation. Mr. Amjed is a graduate of the Villanova University School of Law, *cum laude*, and holds an undergraduate degree in business administration from Temple University, *cum laude*. Mr. Amjed is a member of the Delaware State Bar, the Bar of the Commonwealth of Pennsylvania, the New York State Bar, and is admitted to practice before the United States Courts for the District of Delaware, the Eastern District of Pennsylvania and the Southern District of New York.

As a member of the Firm's lead plaintiff practice group, Mr. Amjed has represented clients serving as lead plaintiffs in several notable securities class action lawsuits including: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09MDL2058 (S.D.N.Y.) (settled -- $2.425 billion); *In re Wachovia Preferred Securities and Bond/Notes Litigation*, No. 09-cv-6351 (RJS) (S.D.N.Y.) ($627 million recovery); *In re Lehman Bros. Equity/Debt Securities Litigation*, No. 08-cv-5523 (LAK) (S.D.N.Y.) ($615 million recovery) and *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery). Additionally, Mr. Amjed served on the national Executive Committee representing financial institutions suffering losses from Target Corporation's 2013 data breach – one of the largest data breaches in history. The Target litigation team was responsible for a landmark data breach opinion that substantially denied Target's motion to dismiss and was also responsible for obtaining certification of a class of financial institutions. *See In re Target Corp. Customer Data Sec. Breach Litig*., 64 F. Supp. 3d 1304 (D. Minn. 2014); *In re Target Corp. Customer Data Sec. Breach Litig*., No. MDL 14-2522 PAM/JJK, 2015 WL 5432115 (D. Minn. Sept. 15, 2015). At the time of its issuance, the class certification order in Target was the first of its kind in data breach litigation by financial institutions.

Mr. Amjed also has significant experience conducting complex litigation in state and federal courts including federal securities class actions, shareholder derivative actions, suits by third-party insurers and other actions concerning corporate and alternative business entity disputes. Mr. Amjed has litigated in numerous state and federal courts across the country, including the Delaware Court of Chancery, and has represented shareholders in several high profile lawsuits, including: *LAMPERS v. CBOT Holdings, Inc. et al.*, C.A. No. 2803-VCN (Del. Ch.); *In re Alstom SA Sec. Litig.*, 454 F. Supp. 2d 187 (S.D.N.Y. 2006); *In re Global Crossing Sec. Litig.*, 02— Civ. — 910 (S.D.N.Y.); *In re Enron Corp. Sec. Litig.*, 465 F. Supp. 2d 687 (S.D. Tex. 2006); and *In re Marsh McLennan Cos., Inc. Sec. Litig.* 501 F. Supp. 2d 452 (S.D.N.Y. 2006).

ETHAN J. BARLIEB, a partner of the Firm, concentrates his practice in the areas of ERISA, consumer protection and antitrust litigation. Mr. Barlieb received his law degree, *magna cum laude*, from the University of Miami School of Law in 2007 and his undergraduate degree from Cornell University in 2003. Mr. Barlieb is licensed to practice in Pennsylvania and New Jersey.

Prior to joining Kessler Topaz, Mr. Barlieb was an associate with Pietragallo Gordon Alfano Bosick & Raspanti, LLP, where he worked on various commercial, securities and employment matters. Before that, Mr. Barlieb served as a law clerk for the Honorable Mitchell S. Goldberg in the U.S. District Court for the Eastern District of Pennsylvania.

STUART L. BERMAN, a partner of the Firm, concentrates his practice on securities class action litigation in federal courts throughout the country, with a particular emphasis on representing institutional investors active in litigation. Mr. Berman received his law degree from George Washington University National Law Center, and is an honors graduate from Brandeis University. Mr. Berman is licensed to practice in Pennsylvania and New Jersey.

Mr. Berman regularly counsels and educates institutional investors located around the world on emerging legal trends, new case ideas and the rights and obligations of institutional investors as they relate to securities fraud class actions and individual actions. In this respect, Mr. Berman has been instrumental in

courts appointing the Firm's institutional clients as lead plaintiffs in class actions as well as in representing institutions individually in direct actions. Mr. Berman is currently representing institutional investors in direct actions against Vivendi and Merck, and took a very active role in the precedent setting Shell settlement on behalf of many of the Firm's European institutional clients.

Mr. Berman is a frequent speaker on securities issues, especially as they relate to institutional investors, at events such as The European Pension Symposium in Florence, Italy; the Public Funds Symposium in Washington, D.C.; the Pennsylvania Public Employees Retirement (PAPERS) Summit in Harrisburg, Pennsylvania; the New England Pension Summit in Newport, Rhode Island; the Rights and Responsibilities for Institutional Investors in Amsterdam, Netherlands; and the European Investment Roundtable in Barcelona, Spain. Mr.Berman also serves as General Counsel to Kessler Topaz Meltzer & Check, LLP.

DAVID A. BOCIAN, a partner of the Firm, focuses his practice on whistleblower representation and False Claims Act litigation. Mr. Bocian received his law degree from the University of Virginia School of Law and graduated *cum laude* from Princeton University. He is licensed to practice law in the Commonwealth of Pennsylvania, New Jersey, New York and the District of Columbia.

Mr. Bocian began his legal career in Washington, D.C., as a litigation associate at Patton Boggs LLP, where his practice included internal corporate investigations, government contracts litigation and securities fraud matters. He spent more than ten years as a federal prosecutor in the U.S. Attorney's Office for the District of New Jersey, where he was appointed Senior Litigation Counsel and managed the Trenton U.S. Attorney's office. During his tenure, Mr. Bocian oversaw multifaceted investigations and prosecutions pertaining to government corruption and federal program fraud, commercial and public sector kickbacks, tax fraud, and other white collar and financial crimes. He tried numerous cases before federal juries, and was a recipient of the Justice Department's Director's Award for superior performance by an Assistant U.S. Attorney, as well as commendations from federal law enforcement agencies including the FBI and IRS.

Mr. Bocian has extensive experience in the health care field. As an adjunct professor of law, he has taught Healthcare Fraud and Abuse at Rutgers School of Law – Camden, and previously was employed in the health care industry, where he was responsible for implementing and overseeing a system-wide compliance program for a complex health system.

GREGORY M. CASTALDO, a partner of the Firm, concentrates his practice in the area of securities litigation. Mr. Castaldo received his law degree from Loyola Law School, where he received the American Jurisprudence award in legal writing. He received his undergraduate degree from the Wharton School of Business at the University of Pennsylvania. He is licensed to practice law in Pennsylvania and New Jersey.

Mr. Castaldo served as one of Kessler Topaz's lead litigation partners in *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion). Mr. Castaldo also served as the lead litigation partner in *In re Tenet Healthcare Corp*., No. 02-CV-8462 (C.D. Cal. 2002), securing an aggregate recovery of $281.5 million for the class, including $65 million from Tenet's auditor. Mr. Castaldo also played a primary litigation role in the following cases: *In re Liberate Technologies Sec. Litig.*, No. C-02-5017 (MJJ) (N.D. Cal. 2005) (settled — $13.8 million); *In re Sodexho Marriott Shareholders Litig.*, Consol. C.A. No. 18640-NC (Del. Ch. 1999) (settled — $166 million benefit); *In re Motive, Inc. Sec. Litig.*, 05-CV-923 (W.D.Tex. 2005) (settled — $7 million cash, 2.5 million shares); and *In re Wireless Facilities, Inc., Sec. Litig.*, 04-CV-1589 (S.D. Cal. 2004) (settled — $16.5 million). In addition, Mr. Castaldo served as one of the lead trial attorneys for shareholders in the historic *In re Longtop Financial Technologies Ltd. Securities Litigation*, No. 11-cv-3658 (S.D.N.Y.) trial, which resulted in a verdict in favor of investors on liability and damages.

DARREN J. CHECK, a Partner of the Firm, manages Kessler Topaz's portfolio monitoring & claims filing service, *SecuritiesTracker*™, and works closely with the Firm's litigators and new matter development department. He consults with institutional investors from around the world with regard to implementing systems to best identify, analyze, and monetize claims they have in shareholder litigation.

In addition, Darren assists Firm clients in evaluating opportunities to take an active role in shareholder litigation, arbitration, and other loss recovery methods. This includes U.S. based litigation and arbitration, as well as actions in an increasing number of jurisdictions around the globe. With an increasingly complex investment and legal landscape, Mr. Check has experience advising on traditional class actions, direct actions (opt-outs), non-U.S. opt-in actions, fiduciary actions, appraisal actions and arbitrations to name a few. Over the last twenty years Darren has become a trusted advisor to hedge funds, mutual fund managers, asset managers, insurance companies, sovereign wealth funds, central banks, and pension funds throughout North America, Europe, Asia, Australia, and the Middle East.

Darren regularly speaks on the subjects of shareholder litigation, corporate governance, investor activism, and recovery of investment losses at conferences around the world. He has also been actively involved in the precedent setting Shell and Fortis settlements in the Netherlands, the Olympus shareholder case in Japan, direct actions against Petrobras and Merck, and securities class actions against Bank of America, Lehman Brothers, Royal Bank of Scotland (U.K.), and Hewlett-Packard. Currently Mr. Check represents investors in numerous high profile actions in the United States, the Netherlands, Germany, France, Japan, and Australia.

Darren received his law degree from Temple University School of Law and is a graduate of Franklin & Marshall College. He is admitted to practice in numerous state and federal courts across the United States.

EMILY N. CHRISTIANSEN, a partner of the Firm, focuses her practice in securities litigation and international actions, in particular. Ms. Christiansen received her Juris Doctor and Global Law certificate, *cum laude*, from Lewis and Clark Law School in 2012. Ms. Christiansen is a graduate of the University of Portland, where she received her Bachelor of Arts, *cum laude*, in Political Science and German Studies. Ms. Christiansen is currently licensed to practice law in New York and Pennsylvania.

While in law school, Ms. Christiansen worked as an intern in Trial Chambers III at the International Criminal Tribunal for the Former Yugoslavia. Ms. Christiansen also spent two months in India as foreign legal trainee with the corporate law firm of Fox Mandal. Ms. Christiansen is a 2007 recipient of a Fulbright Fellowship and is fluent in German.

Ms. Christiansen devotes her time to advising clients on the challenges and benefits of pursuing particular litigation opportunities in jurisdictions outside the U.S. In those non-US actions where Kessler Topaz is actively involved, Emily liaises with local counsel, helps develop case strategy, reviews pleadings, and helps clients understand and successfully navigate the legal process. Her experience includes non-US opt-in actions, international law, and portfolio monitoring and claims administration. In her role, Ms. Christiansen has helped secure recoveries for institutional investors in litigation in Japan against *Olympus Corporation* (settled - ¥11 billion) and in the Netherlands against *Fortis Bank N.V.* (settled - €1.2 billion).

JOSHUA E. D'ANCONA, a partner of the Firm, concentrates his practice in the securities litigation and lead plaintiff departments of the Firm. Mr. D'Ancona received his J.D., *magna cum laude*, from the Temple University Beasley School of Law in 2007, where he served on the Temple Law Review and as president of the Moot Court Honors Society, and graduated with honors from Wesleyan University. He is licensed to practice in Pennsylvania and New Jersey.

Before joining the Firm in 2009, he served as a law clerk to the Honorable Cynthia M. Rufe of the United States District Court for the Eastern District of Pennsylvania.

RYAN T. DEGNAN, a partner of the Firm, concentrates his practice on new matter development with a specific focus on analyzing securities class action lawsuits, antitrust actions, and complex consumer actions. Mr. Degnan received his law degree from Temple University Beasley School of Law, where he was a Notes and Comments Editor for the Temple Journal of Science, Technology & Environmental Law, and earned his undergraduate degree in Biology from The Johns Hopkins University. While a law student, Mr. Degnan served as a Judicial Intern to the Honorable Gene E.K. Pratter of the United States District Court for the Eastern District of Pennsylvania. Mr. Degnan is licensed to practice in Pennsylvania and New Jersey.

As a member of the Firm's lead plaintiff litigation practice group, Mr. Degnan has helped secure the Firm's clients' appointments as lead plaintiffs in: *In re HP Sec. Litig.*, No. 12-cv-5090, 2013 WL 792642 (N.D. Cal. Mar. 4, 2013); *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery); *Freedman v. St. Jude Medical, Inc., et al.*, No. 12-cv-3070 (D. Minn.); *United Union of Roofers, Waterproofers & Allied Workers Local Union No. 8 v. Ocwen Fin. Corp*., No. 14 Civ. 81057 (WPD), 2014 WL 7236985 (S.D. Fla. Nov. 7, 2014); *Louisiana Municipal Police Employees' Ret. Sys. v. Green Mountain Coffee Roasters, Inc., et al.*, No. 11-cv-289, 2012 U.S. Dist. LEXIS 89192 (D. Vt. Apr. 27, 2012); and *In re Longtop Fin. Techs. Ltd. Sec. Litig.*, No. 11-cv-3658, 2011 U.S. Dist. LEXIS 112970 (S.D.N.Y. Oct. 4, 2011). Additional representative matters include: *In re Bank of New York Mellon Corp. Foreign Exchange Transactions Litig*., No. 12-md-02335 (S.D.N.Y.) ($335 million settlement); and *Policemen's Annuity and Benefit Fund of the City of Chicago, et al. v. Bank of America, NA, et al*., No. 12-cv-02865 (S.D.N.Y.) ($69 million settlement).

ERIC K. GERARD, a partner of the Firm, is a former federal prosecutor and experienced trial lawyer whose practice focuses on securities fraud, antitrust, and consumer protection litigation. Eric received his law degree from the University of Virginia School of Law, earning Order of the Coif honors while completing a master's degree in international economics at the Johns Hopkins University.

Before joining Kessler Topaz, Eric served an Assistant District Attorney at the Manhattan District Attorney's Office, as a civil litigator at an international law firm in Houston and a prominent boutique in New Orleans, and as an Assistant U.S. Attorney in Florida. He has tried a range of complex cases to verdict, including international money laundering, wire fraud conspiracy, securities counterfeiting, identity theft, obstruction of justice, extraterritorial child exploitation, civil healthcare liability claims, and murder-for-hire.

ELI R. GREENSTEIN is managing partner of the Firm's San Francisco office and a member of the Firm's federal securities litigation practice group. Mr. Greenstein concentrates his practice on federal securities law violations and white collar fraud, including violations of the Securities Act of 1933 and the Securities Exchange Act of 1934. Mr. Greenstein received his J.D. from Santa Clara University School of Law in 2001, and his M.B.A. from Santa Clara's Leavey School of Business in 2002. Mr. Greenstein received his B.A. in Business Administration from the University of San Diego in 1997 where he was awarded the Presidential Scholarship. He is licensed to practice in California.

Mr. Greenstein also was a judicial extern for the Honorable James Ware (Ret.), Chief Judge of the United States District Court for the Northern District of California. Prior to joining the Firm, Mr. Greenstein was a partner at Robbins Geller Rudman & Dowd LLP in its federal securities litigation practice group. His relevant background also includes consulting for PricewaterhouseCoopers LLP's International Tax and Legal Services division, and work on the trading floor of the Chicago Mercantile Exchange, S&P 500 futures and options division.

Mr. Greenstein has been involved in dozens of high-profile securities fraud actions resulting in more than $1 billion in recoveries for clients and investors, including: *Nieman v. Duke Energy Corp*., 2013 U.S. Dist. LEXIS 110693 (W.D.N.C.) ($146 million recovery); *In re HP Secs. Litig*., 2013 U.S. Dist. LEXIS 168292 (N.D. Cal.) ($100 million recovery); *In re VeriFone Holdings, Inc. Sec. Litig*., 704 F.3d 694 (N.D. Cal) ($95 million recovery); *In re AOL Time Warner Sec. Litig. State Opt-Out Actions* (*Regents of the Univ. of Cal. v. Parsons* (Cal. Super. Ct.), *Ohio Pub. Emps. Ret. Sys. v. Parsons* (Franklin County Ct. of Common Pleas) ($618 million in total recoveries); *Minneapolis Firefighters' Relief Association v. Medtronic, Inc*., No. 08-cv-06324-PAM-AJB (D. Minn.) (settled -- $85 million); *In re MGM Mirage Securities Litigation*, Case No. 2:09-cv-01558-GMN-VCF (D. Nev.) ($75 million settlement); *In re Weatherford Int'l Securities Litigation*, No. 11-cv-01646-LAK-JCF (S.D.N.Y.) (settled -- $52.5 million); *In re Sunpower Secs. Litig*., 2011 U.S. Dist. LEXIS 152920 (N.D. Cal.) ($19.7 million recovery); *In re Am. Serv. Group, Inc*., 2009 U.S. Dist. LEXIS 28237 (M.D. Tenn.) ($15.1 million recovery); *In re Terayon Communs. Sys. Sec. Litig*., 2002 U.S. Dist. LEXIS 5502 (N.D. Cal.) ($15 million recovery); *In re Nuvelo, Inc. Sec. Litig*., 668 F. Supp. 2d 1217 (N.D. Cal.) ($8.9 million recovery); *In re Endocare, Inc. Sec. Litig*., No. CV02-8429 DT (CTX) (C.D. Cal.) ($8.95 million recovery); *Greater Pa. Carpenters Pension Fund v. Whitehall Jewellers, Inc*., 2005 U.S. Dist. LEXIS 12971 (N.D. Ill.) ($7.5 million recovery); *In re Am. Apparel, Inc. S'holder Litig*., 2013 U.S. Dist. LEXIS 6977 (C.D. Cal.) ($4.8 million recovery); *In re Purus* Sec. Litig. No. C-98-20449-JF(RS) (N.D. Cal) ($9.95 million recovery).

SEAN M. HANDLER, a partner of the Firm and member of Kessler Topaz's Management Committee, currently concentrates his practice on all aspects of new matter development for the Firm including securities, consumer and intellectual property. Mr. Handler earned his Juris Doctor, *cum laude*, from Temple University School of Law, and received his Bachelor of Arts degree from Colby College, graduating *with distinction* in American Studies. Mr. Handler is licensed to practice in Pennsylvania, New Jersey and New York.

As part of his responsibilities, Mr. Handler also oversees the lead plaintiff appointment process in securities class actions for the Firm's clients. In this role, Mr. Handler has achieved numerous noteworthy appointments for clients in reported decisions including *Foley v. Transocean*, 272 F.R.D. 126 (S.D.N.Y. 2011); *In re Bank of America Corp. Sec., Derivative & Employment Ret. Income Sec. Act (ERISA) Litig*., 258 F.R.D. 260 (S.D.N.Y. 2009) and *Tanne v. Autobytel, Inc.*, 226 F.R.D. 659 (C.D. Cal. 2005) and has argued before federal courts throughout the country.

Mr. Handler was also one of the principal attorneys in *In re Brocade Securities Litigation* (N.D. Cal. 2008), where the team achieved a $160 million settlement on behalf of the class and two public pension fund class representatives. This settlement is believed to be one of the largest settlements in a securities fraud case in terms of the ratio of settlement amount to actual investor damages.

Mr. Handler also lectures and serves on discussion panels concerning securities litigation matters, most recently appearing at American Conference Institute's National Summit on the Future of Fiduciary Responsibility and Institutional Investor's The Rights & Responsibilities of Institutional Investors.

GEOFFREY C. JARVIS, a partner of the Firm, focuses on securities litigation for institutional investors. Mr. Jarvis graduated from Harvard Law School in 1984, and received his undergraduate degree from Cornell University in 1980. He is licensed to practice in Pennsylvania, Delaware, New York and Washington, D.C.

Following law school, Mr. Jarvis served as a staff attorney with the Federal Communications Commission, participating in the development of new regulatory policies for the telecommunications industry.

Mr. Jarvis had a major role in *Oxford Health Plans Securities Litigation, DaimlerChrysler Securities Litigation*, and *Tyco Securities Litigation* all of which were among the top ten securities settlements in U.S. history at the time they were resolved, as well as a large number of other securities cases over the past 16 years. He has also been involved in a number of actions before the Delaware Chancery Court, including a Delaware appraisal case that resulted in a favorable decision for the firm's client after trial, and a Delaware appraisal case that was tried in October, argued in 2016, which is still awaiting a final decision.

Mr. Jarvis then became an associate in the Washington office of Rogers & Wells (subsequently merged into Clifford Chance), principally devoted to complex commercial litigation in the fields of antitrust and trade regulations, insurance, intellectual property, contracts and defamation issues, as well as counseling corporate clients in diverse industries on general legal and regulatory compliance matters. He was previously associated with a prominent Philadelphia litigation boutique and had first-chair assignments in cases commenced under the Pennsylvania Whistleblower Act and in major antitrust, First Amendment, civil rights, and complex commercial litigation, including several successful arguments before the U.S. Court of Appeals for the Third Circuit. From 2000 until early 2016, Mr. Jarvis was a Director (Senior Counsel through 2001) at Grant & Eisenhofer, P.A., where he engaged in a number of federal securities, and state fiduciary cases (primarily in Delaware), including several of the largest settlements of the past 15 years. He also was lead trial counsel and/or associate counsel in a number of cases that were tried to a verdict (or are pending final decision).

JENNIFER L. JOOST, a partner in the Firm's San Francisco office, focuses her practice on securities litigation. Ms. Joost received her law degree, *cum laude*, from Temple University Beasley School of Law, where she was the Special Projects Editor for the *Temple International and Comparative Law Journal*. Ms. Joost earned her undergraduate degree with honors from Washington University in St. Louis. She is licensed to practice in Pennsylvania and California and is admitted to practice before the United States Courts of Appeals for the Second, Fourth, Ninth, and Eleventh Circuits, and the United States District Courts for the Eastern District of Pennsylvania, the Northern District of California and the Southern District of California.

Ms. Joost has represented institutional investors in numerous securities fraud class actions including *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion); *In re Citigroup Bond Litigation*, No. 08-cv-09522-SHS (S.D.N.Y.) ($730 million recovery); *David H. Luther, et al., v. Countrywide Financial Corp., et. al*., 2:12-cv-05125 (C.D.Cal. 2012) (settled -- $500 million); *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale *Litigation*") ($150 million recovery); *Minneapolis Firefighters' Relief Association v. Medtronic, Inc.*, No. 08-cv-06324-PAM-AJB (D. Minn.) (settled -- $85 million); *In re MGM Mirage Securities Litigation*, Case No. 2:09-cv-01558-GMN-VCF (D. Nev.) ($75 million settlement); and *In re Weatherford Int'l Securities Litigation*, No. 11-cv-01646-LAK-JCF (S.D.N.Y.) (settled -- $52.5 million).

STACEY KAPLAN, a partner in the Firm's San Francisco office, concentrates her practice on prosecuting securities class actions. Ms. Kaplan received her J.D. from the University of California at Los Angeles School of Law in 2005, and received her Bachelor of Business Administration from the University of Notre Dame in 2002, with majors in Finance and Philosophy. Ms. Kaplan is admitted to the California Bar and is licensed to practice in all California state courts, as well as the United States District Courts for the Northern and Central Districts of California.

During law school, Ms. Kaplan served as a Judicial Extern to the Honorable Terry J. Hatter, Jr., United States District Court, Central District of California. Prior to joining the Firm, Ms. Kaplan was an associate with Robbins Geller Rudman & Dowd LLP in San Diego, California.

DAVID KESSLER, a partner of the Firm, manages the Firm's internationally recognized securities department. Mr. Kessler graduated with distinction from the Emory School of Law, after receiving his undergraduate B.S.B.A. degree from American University. Mr. Kessler is licensed to practice law in Pennsylvania, New Jersey and New York, and has been admitted to practice before numerous United States District Courts. Prior to practicing law, Mr. Kessler was a Certified Public Accountant in Pennsylvania.

Mr. Kessler has achieved or assisted in obtaining Court approval for the following outstanding results in federal securities class action cases: *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion); *In re Tyco International, Ltd. Sec. Lit.*, No. 02-1335-B (D.N.H. 2002) ($3.2 billion settlement); *In re Wachovia Preferred Securities and Bond/Notes Litigation*, No. 09-cv-6351 (RJS) (S.D.N.Y.) ($627 million recovery); *In re: Lehman Brothers Securities and ERISA Litigation*, Master File No. 09 MD 2017 (LAK) (S.D.N.Y) (settled - $516,218,000); *In re Satyam Computer Services Ltd. Sec. Litig.*, Master File No. 09 MD 02027 (BSJ) ($150.5 million settlement); *In re Tenet Healthcare Corp.*, 02-CV-8462 (C.D. Cal. 2002) (settled — $281.5 million); *In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS) ($586 million settlement).

Mr. Kessler is also currently serving as one of the Firm's primary litigation partners in the Citigroup, JPMorgan, Hewlett Packard, Pfizer and Morgan Stanley securities litigation matters.

In addition, Mr. Kessler often lectures and writes on securities litigation related topics and has been recognized as "Litigator of the Week" by the American Lawyer magazine for his work in connection with the Lehman Brothers securities litigation matter in December of 2011 and was honored by Benchmark as one of the preeminent plaintiffs practitioners in securities litigation throughout the country. Most recently Mr. Kessler co-authored *The FindWhat.com Case: Acknowledging Policy Considerations When Deciding Issues of Causation in Securities Class Actions* published in Securities Litigation Report.

JAMES A. MARO, JR., a partner of the Firm, concentrates his practice in the Firm's case development department. He also has experience in the areas of consumer protection, ERISA, mergers and acquisitions, and shareholder derivative actions. Mr. Maro received his law degree from the Villanova University School of Law, and received a B.A. in Political Science from the Johns Hopkins University. Mr. Maro is licensed to practice law in Commonwealth of Pennsylvania and New Jersey. He is admitted to practice in the United States Court of Appeals for the Third Circuit and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey.

JOSHUA A. MATERESE, a partner of the Firm, concentrates his practice primarily in the areas of securities litigation and corporate governance. He represents institutional investors and individual clients at all stages of litigation in high-stakes cases involving a wide array of matters, including financial fraud, market manipulation, anti-competitive conduct, and corporate takeovers.

Since joining the firm directly after law school, Josh has helped recover hundreds of millions of dollars for investors harmed by fraud. These matters include: *In re Allergan, Inc. Proxy Violation Securities Litigation* (C.D. Cal.), a case alleging unlawful insider trading by hedge fund billionaire Bill Ackman in connection with a hostile takeover attempt, which settled for $250 million just weeks before trial; *In re JPMorgan Chase & Co. Securities Litigation* (S.D.N.Y.), a securities fraud class action arising out of misrepresentations and omissions about the trading activities of the so-called "London Whale," which resolved for $150 million; and, most recently, *Baker v. SeaWorld Entertainment, Inc.* (S.D. Cal.), a securities fraud class action arising out of misrepresentations and omissions about the impact of the documentary Blackfish on SeaWorld's business, which settled for $65 million days before trial. Josh has also assisted in obtaining favorable settlements for mutual funds and institutional investors in securities

fraud opt-out actions, including in several actions against Brazilian oil giant Petrobras arising from it's long-running bribery and kickback scheme.

In addition to his securities litigation practice, Josh has represented plaintiffs in shareholder derivative actions, consumer class actions stemming from violations of the Employees Retirement Income Security Act of 1974 ("ERISA"), and antitrust matters arising out of violations of the Sherman Act.

MARGARET E. MAZZEO, a partner of the Firm, focuses her practice on securities litigation. Ms. Mazzeo received her law degree, *cum laude*, from Temple University Beasley School of Law, where she was a Beasley Scholar and a staff editor for the Temple Journal of Science, Technology, and Environmental Law. Ms. Mazzeo graduated with honors from Franklin and Marshall College. She is licensed to practice in Pennsylvania and New Jersey.

Ms. Mazzeo has been involved in several nationwide securities cases on behalf of investors, including *In re Lehman Brothers Securities Litigation*, No. 1:09-md-02017-LAK (S.D.N.Y.) ($616 million recovery); and *David H. Luther, et al., v. Countrywide Financial Corp., et. al.*, 2:12-cv-05125 (C.D. Cal. 2012) (settled -- $500 million). Ms. Mazzeo also was a member of the trial team who won a jury verdict in favor of investors in the *In re Longtop Financial Technologies Ltd. Securities Litigation*, No. 11-cv-3658 (S.D.N.Y.) action.

JAMIE M. MCCALL, a partner of the Firm, concentrates his practice on securities fraud litigation. Prior to joining the Firm, Mr. McCall spent twelve years with the Department of Justice in the U.S. Attorney's Offices for Miami, Florida and Wilmington, Delaware, where he oversaw complex criminal investigations ranging from securities, tax, bank and wire frauds, to the theft of trade secrets and cybercrime, among others.

Mr. McCall has successfully tried numerous jury trials, including: *United States v. Wilmington Trust Corp., et al.,* a seven-week securities fraud trial, which arose from financial conduct during the Great Recession, and resulted in both the conviction of four bank executives and a $60 million civil settlement to victim-shareholders; and *United States v. David Matusiewicz, et al*., a five-week multi-defendant stalking-murder case, which stemmed from the 2013-shootout at the New Castle County Courthouse in Delaware, and resulted in first-in-the-nation convictions for "cyberstalking resulting in death" under the Violence Against Women Act. For his work on both of these cases, Mr. McCall was twice awarded the Director's Award for Superior Performance by the Department of Justice. Most recently, Mr. McCall served as the section chief for the National Security and Cybercrime Division for the Delaware U.S. Attorney's Office.

Mr. McCall also spent several years practicing civil law at Morgan, Lewis & Bockius in Philadelphia, where he worked on major, high-stakes litigation matters involving Fortune 250 companies. Mr. McCall began his legal career as a Judge Advocate in the Marine Corps, working primarily as a prosecutor and achieving the rank of Captain. In 2004, Mr. McCall served for nearly five months as the principal legal advisor to 1st Battalion, 5th Marine Regiment in and around Fallujah, Iraq, including during the First Battle of Fallujah.

JOSEPH H. MELTZER, a partner of the Firm, concentrates his practice in the areas of ERISA, fiduciary and antitrust complex litigation. Mr. Meltzer received his law degree with honors from Temple University School of Law and is an honors graduate of the University of Maryland. Honors include being named a Pennsylvania Super Lawyer. Mr. Meltzer is licensed to practice in Pennsylvania, New Jersey, New York, the Supreme Court of the United States, and the U.S. Court of Federal Claims.

Mr. Meltzer leads the Firm's Fiduciary Litigation Group which has excelled in the highly specialized area of prosecuting cases involving breach of fiduciary duty claims. Mr. Meltzer has served as lead or co-lead

counsel in numerous nationwide class actions brought under ERISA. Since founding the Fiduciary Litigation Group, Mr. Meltzer has helped recover hundreds of millions of dollars for clients and class members including some of the largest settlements in ERISA fiduciary breach actions. Mr. Meltzer represented the Board of Trustees of the Buffalo Laborers Security Fund in its action against J.P. Jeanneret Associates which involved a massive, fraudulent scheme orchestrated by Bernard L. Madoff, No. 09-3907 (S.D.N.Y.). Mr. Meltzer also represented an institutional client in a fiduciary breach action against Wells Fargo for large losses sustained while Wachovia Bank and its subsidiaries, including Evergreen Investments, were managing the client's investment portfolio.

As part of his fiduciary litigation practice, Mr. Meltzer was actively involved in actions related to losses sustained in securities lending programs, including *Bd. of Trustees of the AFTRA Ret. Fund v. JPMorgan Chase Bank,* No. 09-00686 (S.D.N.Y.) ($150 million settlement) and *CompSource Okla. v. BNY Mellon,* No. 08-469 (E.D. OK) ($280 million settlement). In addition, Mr. Meltzer represented a publicly traded company in a large arbitration against AIG, Inc. related to securities lending losses, *Transatlantic Holdings, Inc. v. AIG*, No. 50-148T0037610 (AAA) ($75million settlement).

A frequent lecturer on ERISA litigation, Mr. Meltzer is a member of the ABA and has been recognized by numerous courts for his ability and expertise in this complex area of the law. Mr. Meltzer is also a patron member of Public Justice and a member of the Class Action Preservation Committee.

Mr. Meltzer also manages the Firm's Antitrust and Pharmaceutical Pricing Groups. Here, Mr. Meltzer focuses on helping clients that have been injured by anticompetitive and unlawful business practices, including with respect to overcharges related to prescription drug and other health care expenditures. Mr. Meltzer served as co-lead counsel for direct purchasers in the *Flonase Antitrust Litigation,* No.08-3149 (E.D. PA) ($150 million settlement) and has served as lead or co-lead counsel in numerous nationwide actions. Mr. Meltzer also serves as a special assistant attorney general for the states of Montana, Utah and Alaska. Mr. Meltzer also lectures on issues related to antitrust litigation.

MATTHEW L. MUSTOKOFF, a partner of the Firm, is an experienced securities and corporate governance litigator. He has represented clients at the trial and appellate level in numerous high-profile shareholder class actions and other litigations involving a wide array of matters, including financial fraud, market manipulation, mergers and acquisitions, fiduciary mismanagement of investment portfolios, and patent infringement. Mr. Mustokoff received his law degree from the Temple University School of Law, and is a Phi Beta Kappa honors graduate of Wesleyan University. At law school, Mr. Mustokoff was the articles and commentary editor of the *Temple Political and Civil Rights Law Review* and the recipient of the Raynes, McCarty, Binder, Ross and Mundy Graduation Prize for scholarly achievement in the law. He is admitted to practice before the state courts of New York and Pennsylvania, the United States District Courts for the Southern and Eastern Districts of New York, the Eastern District of Pennsylvania and the District of Colorado, and the United States Courts of Appeals for the Eleventh and Federal Circuits.

Mr. Mustokoff is currently prosecuting several nationwide securities cases on behalf of U.S. and overseas institutional investors, including *In re JPMorgan Chase Securities Litigation (*S.D.N.Y.), arising out of the "London Whale" derivatives trading scandal which led to over $6 billion in losses in the bank's proprietary trading portfolio. He serves as lead counsel for six public pension funds in the multi-district securities litigation against BP in Texas federal court stemming from the 2010 Deepwater Horizon disaster in the Gulf of Mexico. He successfully argued the opposition to BP's motion to dismiss, resulting in a landmark decision sustaining fraud claims under English law for purchasers of BP shares on the London Stock Exchange.

Mr. Mustokoff also played a major role in prosecuting *In re Citigroup Bond Litigation* (S.D.N.Y.), involving allegations that Citigroup concealed its exposure to subprime mortgage debt on the eve of the

2008 financial crisis. The $730 million settlement marks the second largest recovery under Section 11 of the Securities Act in the history of the statute. Mr. Mustokoff's significant courtroom experience includes serving as one of the lead trial lawyers for shareholders in the only securities fraud class action arising out of the financial crisis to be tried to jury verdict. In addition to his trial practice in federal courts, he has successfully tried cases before the Financial Industry Regulatory Authority (FINRA).

Prior to joining the Firm, Mr. Mustokoff practiced at Weil, Gotshal & Manges LLP in New York, where he represented public companies and financial institutions in SEC enforcement and white collar criminal matters, shareholder litigation and contested bankruptcy proceedings.

SHARAN NIRMUL, a partner of the Firm, concentrates his practice in the area of securities, consumer and fiduciary class action and complex commercial litigation, exclusively representing the interests of plaintiffs and particularly, institutional investors.

Sharan represents a number of the world's largest institutional investors in cutting edge, high stakes complex litigation. In addition to his securities litigation practice, he has been at the forefront of developing the Firm's fiduciary litigation practice and has litigated ground-breaking cases in areas of securities lending, foreign exchange, and MBS trustee litigation. Mr. Nirmul was instrumental in developed the underlying theories that propelled the successful recoveries for customers of custodial banks in *Compsource Oklahoma v. BNY Mello*n, a $280 million recovery for investors in BNY Mellon's securities lending program, and *AFTRA v. JP Morgan*, a $150 million recovery for investors in JP Morgan's securities lending program. In *Transatlantic Re v. A.I.G.*, Mr. Nirmul recovered $70 million for Transatlantic Re in a binding arbitration against its former parent, American International Group, arising out of AIG's management of a securities lending program.

Focused on issues of transparency by fiduciary banks to their custodial clients, Mr. Nirmul served as lead counsel in a multi-district litigation against BNY Mellon for the excess spreads it charged to its custodial customers for automated FX services. Litigated over four years, involving 128 depositions and millions of pages of document discovery, and with unprecedented collaboration with the U.S. Department of Justice and the New York Attorney General, the litigation resulted in a settlement for the Bank's custodial customers of $504 million. Mr. Nirmul also spearheaded litigation against the nation's largest ADR programs, Citibank, BNY Mellon and JP Morgan, which alleged they charged hidden FX fees for conversion of ADR dividends. The litigation resulted in $100 million in recoveries for ADR holders and significant reforms in the FX practices for ADRs.

Mr. Nirmul has served as lead counsel in several high-profile securities fraud cases, including a $2.4 billion recovery for Bank of America shareholders arising from BoA's shotgun merger with Merrill Lynch in 2009. More recently, Mr. Nirmul was lead trial counsel in litigation arising from the IPO of social media company Snap, Inc., which has resulted in a $187.5 million settlement for Snap's investors, claims against Endo Pharmaceuticals, arising from its disclosures concerning the efficacy of its opioid drug, Opana ER, which resulted in a recovery of $80.5 million for Endo's shareholders, and claims against Ocwen Financial, arising from its mortgage servicing practices and disclosures to investors, which settled on the eve of trial for $56 million. Mr. Nirmul currently serves as lead trial counsel in pending securities class actions involving General Electric, Kraft-Heinz, and the stunning collapse of Luckin Coffee Inc., following disclosure of a massive accounting fraud just ten months after its IPO. He also currently serves on the Executive Committee for the multi-district litigation involving the Chicago Board Options Exchange and the manipulation of its key product, the Cboe Volatility Index.

Mr. Nirmul received his law degree from The George Washington University National Law Center and undergraduate degree from Cornell University. He was born and grew up in Durban, South Africa.

JUSTIN O. RELIFORD, a partner of the Firm, concentrates his practice on mergers and acquisition litigation and shareholder derivative litigation. Mr. Reliford graduated from the University of Pennsylvania Law School in 2007 and received his B.A. from Williams College in 2003, majoring in Psychology with a concentration in Leadership Studies. Mr. Reliford is a member of the Pennsylvania and New Jersey bars, and he is admitted to practice in the Third Circuit Court of Appeals, the Eastern District of Pennsylvania, and the District of New Jersey.

Mr. Reliford has extensive experience representing clients in connection with nationwide class and collective actions. Most notably, Mr. Reliford, was part of the trial team *In re Dole Food Co., Inc. Stockholder Litig*., C.A. No. 8703-VCL, that won a trial verdict in favor of Dole stockholders for $148 million. Mr. Reliford also obtained a favorable recovery for an institutional investor in a securities class action *In re Allergan, Inc. Proxy Violation Securities Litigation*, No. 8:14-cv-02004 (C.D. Cal. 2018), which challenged a brazen insider trading scheme by Valeant Pharmaceuticals to tip Bill Ackman's hedge fund Pershing Square Capital that it intended to launch a hostile takeover attempt to buy rival pharma company Allergan. After three years, the case settled weeks before trial for $250 million. He also litigated *In re GFI Group, Inc. Stockholder Litig.* Consol. C.A. No. 10136-VCL (Del. Ch.) ($10.75 million cash settlement); *In re Globe Specialty Metals, Inc. Stockholders Litig.*, Consol. C.A. No. 10865-VCG (Del. Ch.) ($32.5 million settlement); and *In re Harleysville Mutual* (CCP, Phila. Cnty. 2012) (an expedited merger litigation case challenging Harleysville's agreement to sell the company to Nationwide Insurance Company, which lead to a $26 million cash payment to policyholders). Prior to joining the Firm, Mr. Reliford was an associate in the labor and employment practice group of Morgan Lewis & Bockius, LLP. There, Mr. Reliford concentrated his practice on employee benefits, fiduciary, and workplace discrimination litigation.

LEE D. RUDY, a partner of the Firm, manages the Firm's mergers and acquisition and shareholder derivative litigation. Mr. Rudy received his law degree from Fordham University, and his undergraduate degree, *cum laude*, from the University of Pennsylvania. Mr. Rudy is licensed to practice in Pennsylvania and New York.

Representing both institutional and individual shareholders in these actions, he has helped cause significant monetary and corporate governance improvements for those companies and their shareholders. Mr. Rudy also co-chairs the Firm's qui tam and whistleblower practices, where he represents whistleblowers before administrative agencies and in court. Mr. Rudy regularly practices in the Delaware Court of Chancery, where he served as co-lead trial counsel in the landmark case of *In re S. Peru Copper Corp. S'holder Derivative Litig.*, C.A. No. 961-CS, a $2 billion trial verdict against Southern Peru's majority shareholder. He previously served as lead counsel in dozens of high profile derivative actions relating to the "backdating" of stock options. Mr. Rudy also obtained a favorable recovery for an institutional investor in a securities class action *In re Allergan, Inc. Proxy Violation Securities Litigation*, No. 8:14-cv-02004 (C.D. Cal. 2018), which challenged a brazen insider trading scheme by Valeant Pharmaceuticals to tip Bill Ackman's hedge fund Pershing Square Capital that it intended to launch a hostile takeover attempt to buy rival pharma company Allergan. After three years, the case settled weeks before trial for $250 million. In addition, Mr. Rudy represented stockholders in obtaining substantial recoveries in numerous shareholder derivative and class actions, many of which resulted in significant monetary relief, including: *In re Facebook, Inc. Class C Reclassification Litigation*, C.A. No. 12286-VCL (Del. Ch. Sept. 25, 2017) (KTMC challenged a proposed reclassification of Facebook's stock structure as harming the company's public stockholders. Facebook abandoned the proposal just one business day before trial was to commence; granting Plaintiffs complete victory); *City of Daytona Beach Police and Fire Pension Fund v. ExamWorks Group, Inc., et al.*, C.A. No. 12481-VCL (Del. Ch. Sept. 12, 2017) ($86.5 million settlement relating to the acquisition of ExamWorks Group, Inc. by private equity firm Leonard Green & Partners, LP.); *Quinn v. Knight*, No. 3:16-cv-610 (E.D. Va. Mar. 16, 2017) (class action settling just ten days before trial, with stockholders receiving an additional $32 million in merger consideration); *In re MPG Office Trust, Inc. Preferred Shareholder*

Litigation, Cons. Case No. 24-C-13-004097 (Md. Cir. Oct. 20, 2015) (Kessler Topaz negotiated a settlement where MPG preferred stockholders received a dividend of $2.25 per share, worth approximately $21 million); *In re Harleysville Mutual* (CCP, Phila. Cnty. 2012) (an expedited merger litigation case challenging Harleysville's agreement to sell the company to Nationwide Insurance Company, which lead to a $26 million cash payment to policyholders); and *In re Amicas, Inc. Shareholder Litigation*, 10-0174-BLS2 (Suffolk County, MA 2010) (Kessler Topaz prevailed in securing a preliminary injunction against the deal, which allowed a superior bidder to purchase the Company for an additional $0.70 per share ($26 million)).

Prior to civil practice, Mr. Rudy served for several years as an Assistant District Attorney in the Manhattan (NY) District Attorney's Office, and as an Assistant United States Attorney in the US Attorney's Office (DNJ).

RICHARD A. RUSSO, JR., a partner of the Firm, focuses his practice on securities litigation. Mr. Russo received his law degree from the Temple University Beasley School of Law, where he graduated *cum laude* and was a member of the Temple Law Review, and graduated *cum laude* from Villanova University, where he received a Bachelor of Science degree in Business Administration. Mr. Russo is licensed to practice in Pennsylvania and New Jersey.

Mr. Russo has represented individual and institutional investors in obtaining significant recoveries in numerous class actions arising under the federal securities laws, including *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion), *In re Citigroup Bond Litigation*, No. 08-cv-09522-SHS (S.D.N.Y.) ($730 million recovery), *In re Lehman Brothers Securities Litigation*, No. 1:09-md-02017-LAK (S.D.N.Y.) ($616 million recovery).

MARC A. TOPAZ, a partner of the Firm, oversees the Firm's derivative, transactional and case development departments. Mr. Topaz received his law degree from Temple University School of Law, where he was an editor of the *Temple Law Review* and a member of the Moot Court Honor Society. He also received his Master of Law (L.L.M.) in taxation from the New York University School of Law, where he served as an editor of the *New York University Tax Law Review*. He is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Mr. Topaz has been heavily involved in all of the Firm's cases related to the subprime mortgage crisis, including cases seeking recovery on behalf of shareholders in companies affected by the subprime crisis, as well as cases seeking recovery for 401K plan participants that have suffered losses in their retirement plans. Mr. Topaz has also played an instrumental role in the Firm's option backdating litigation. These cases, which are pled mainly as derivative claims or as securities law violations, have served as an important vehicle both for re-pricing erroneously issued options and providing for meaningful corporate governance changes. In his capacity as the Firm's department leader of case initiation and development, Mr. Topaz has been involved in many of the Firm's most prominent cases, including *In re Initial Public Offering Sec. Litig.*, Master File No. 21 MC 92(SAS) (S.D.N.Y. Dec. 12, 2002); *Wanstrath v. Doctor R. Crants, et al.*, No. 99-1719-111 (Tenn. Chan. Ct., 20th Judicial District, 1999); *In re Tyco International, Ltd. Sec. Lit.*, No. 02-1335-B (D.N.H. 2002) (settled — $3.2 billion); and virtually all of the 80 options backdating cases in which the Firm is serving as Lead or Co-Lead Counsel. Mr. Topaz has played an important role in the Firm's focus on remedying breaches of fiduciary duties by corporate officers and directors and improving corporate governance practices of corporate defendants.

MELISSA L. TROUTNER, a partner of the Firm, concentrates her practice on new matter development with a specific focus on analyzing securities class action lawsuits, antitrust actions, and complex consumer actions. Ms. Troutner is also a member of the Firm's Consumer Protection group. Ms. Troutner received her law degree, Order of the Coif, *cum laude*, from the University of Pennsylvania Law School in 2002 and her Bachelor of Arts, Phi Beta Kappa, *magna cum laude*, from Syracuse University in 1999. Ms. Troutner is licensed to practice law in Pennsylvania, New York and Delaware.

Prior to joining Kessler Topaz, Ms. Troutner practiced as a litigator with several large defense firms, focusing on complex commercial, products liability and patent litigation, and clerked for the Honorable Stanley S. Brotman, United States District Judge for the District of New Jersey.

JOHNSTON de F. WHITMAN, JR., a partner of the Firm, focuses his practice on securities litigation, primarily in federal court. Mr. Whitman received his law degree from Fordham University School of Law, where he was a member of the Fordham International Law Journal, and graduated *cum laude* from Colgate University. He is licensed to practice in Pennsylvania and New York., and is admitted to practice in courts around the country, including the United States Courts of Appeal for the Second, Third, and Fourth Circuits.

Mr. Whitman has represented institutional investors in obtaining substantial recoveries in numerous securities fraud class actions, including: (i) *In re Bank of America Securities Litigation*, a case which represents the sixth largest recovery for shareholders under the federal securities laws (settled --$2.425 billion); (ii) *In re Royal Ahold Sec. Litig.*, No. 03-md-01539 (D. Md. 2003) ($1.1 billion settlement); (iii) *In re DaimlerChrysler AG Sec. Litig.*, No. 00-0993 (D. Del. 2000) ($300 million settlement); (iv) *In re Dollar General, Inc. Sec. Litig.*, No. 01-cv-0388 (M.D. Tenn. 2001) ($162 million settlement); and (v) *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery). Mr. Whitman has also obtained favorable recoveries for institutional investors pursuing direct securities fraud claims, including cases against Merck & Co., Inc., Qwest Communications International, Inc. and Merrill Lynch & Co., Inc. In addition, Mr. Whitman represented a publicly traded company in a large arbitration against AIG, Inc. related to securities lending losses, *Transatlantic Holdings, Inc. v. AIG*, No. 50-148T0037610 (AAA) ($75million settlement).

ROBIN WINCHESTER, a partner of the Firm, concentrated her practice in the areas of securities litigation and lead plaintiff litigation, when she joined the Firm. Presently, Ms. Winchester concentrates her practice in the area of shareholder derivative actions. Ms. Winchester earned her Juris Doctor degree from Villanova University School of Law, and received her Bachelor of Science degree in Finance from St. Joseph's University. Ms. Winchester is licensed to practice law in Pennsylvania and New Jersey.

Prior to joining Kessler Topaz, Ms. Winchester served as a law clerk to the Honorable Robert F. Kelly in the United States District Court for the Eastern District of Pennsylvania.

Ms. Winchester has served as lead counsel in numerous high-profile derivative actions relating to the backdating of stock options, including *In re Eclipsys Corp. Derivative Litigation*, Case No. 07-80611-Civ-MIDDLEBROOKS (S.D. Fla.); *In re Juniper Derivative Actions*, Case No. 5:06-cv-3396-JW (N.D. Cal.); *In re McAfee Derivative Litigation*, Master File No. 5:06-cv-03484-JF (N.D. Cal.); *In re Quest Software, Inc. Derivative Litigation*, Consolidated Case No. 06CC00115 (Cal. Super. Ct., Orange County); and *In re Sigma Designs, Inc. Derivative Litigation*, Master File No. C-06-4460-RMW (N.D. Cal.). Settlements of these, and similar, actions have resulted in significant monetary returns and corporate governance improvements for those companies, which, in turn, greatly benefits their public shareholders.

ERIC L. ZAGAR, a partner of the Firm, concentrates his practice in the area of shareholder derivative litigation. Mr. Zagar received his law degree from the University of Michigan Law School, *cum laude*, where he was an Associate Editor of the *Michigan Law Review*, and his undergraduate degree from

Washington University in St. Louis. He is admitted to practice in Pennsylvania, California and New York. Mr. Zagar previously served as a law clerk to Justice Sandra Schultz Newman of the Pennsylvania Supreme Court.

Since 2001 Mr. Zagar has served as Lead or Co-Lead counsel in hundreds of derivative actions in courts throughout the nation. He was a member of the trial team in the landmark case of *In re S. Peru Copper Corp. S'holder Derivative Litig.*, C.A. No. 961-CS, a $2 billion trial verdict against Southern Peru's majority shareholder. Mr. Zagar has successfully achieved significant monetary and corporate governance relief for the benefit of shareholders, and has extensive experience litigating matters involving Special Litigation Committees.

TERENCE S. ZIEGLER, a partner of the Firm, concentrates a significant percentage of his practice to the investigation and prosecution of pharmaceutical antitrust actions, medical device litigation, and related anticompetitive and unfair business practice claims. Mr. Ziegler received his law degree from the Tulane University School of Law and received his undergraduate degree from Loyola University. Mr. Ziegler is licensed to practice law in Pennsylvania and the State of Louisiana, and has been admitted to practice before several courts including the United States Court of Appeals for the Third Circuit.

Mr. Ziegler has represented investors, consumers and other clients in obtaining substantial recoveries, including: *In re Flonase Antitrust Litigation; In re Wellbutrin SR Antitrust Litigation; In re Modafinil Antitrust Litigation; In re Guidant Corp. Implantable Defibrillators Products Liability Litigation* (against manufacturers of defective medical devices — pacemakers/implantable defibrillators — seeking costs of removal and replacement); and *In re Actiq Sales and Marketing Practices Litigation* (regarding drug manufacturer's unlawful marketing, sales and promotional activities for non-indicated and unapproved uses).

ANDREW L. ZIVITZ, a partner of the Firm, received his law degree from Duke University School of Law, and received a Bachelor of Arts degree, with distinction, from the University of Michigan, Ann Arbor. Mr. Zivitz is licensed to practice in Pennsylvania and New Jersey.

Drawing on two decades of litigation experience, Mr. Zivitz concentrates his practice in the area of securities litigation and is currently litigating several of the largest federal securities fraud class actions in the U.S. Andy is skilled in all aspects of complex litigation, from developing and implementing strategies, to conducting merits and expert discovery, to negotiating resolutions. He has represented dozens of major institutional investors in securities class actions and has helped the firm recover more than $1 billion for damaged clients and class members in numerous securities fraud matters in which Kessler Topaz was Lead or Co-Lead Counsel, including *David H. Luther, et al., v. Countrywide Financial Corp., et. al*., 2:12-cv-05125 (C.D.Cal. 2012) (settled -- $500 million); *In re Pfizer Sec. Litig*., 1:04-cv-09866 (S.D.N.Y. 2004) (settled -- $486 million); *In re Tenet Healthcare Corp*., 02-CV-8462 (C.D. Cal. 2002) (settled — $281.5 million); *In re JPMorgan Chase & Co. Securities Litigation*, No. 12-3852-GBD ("London Whale Litigation") ($150 million recovery); *In re Computer Associates Sec. Litig.*, No. 02-CV-122 6 (E.D.N.Y. 2002) (settled — $150 million); *In re Hewlett-Packard Sec. Litig.*, 12-cv-05980 (N.D.Cal. 2012) (settled -- $100 million); and *In re Minneapolis Firefighters' Relief Association v. Medtronic, Inc.*, No. 08-cv-06324-PAM-AJB (D. Minn.) (settled -- $ 85 million).

Andy's extensive courtroom experience serves his clients well in trial situations, as well as pre-trial proceedings and settlement negotiations. He served as one of the lead plaintiffs' attorneys in the only securities fraud class action arising out of the financial crisis to be tried to a jury verdict, has handled a Daubert trial in the U.S. District Court for the Southern District of New York, and successfully argued back-to-back appeals before the Ninth Circuit Court of Appeals. Before joining Kessler Topaz, Andy worked at the international law firm Drinker Biddle and Reath, primarily representing defendants in large,

complex litigation. His experience on the defense side of the bar provides a unique perspective in prosecuting complex plaintiffs' litigation.

COUNSEL

JENNIFER L. ENCK, Counsel to the Firm, concentrates her practice in the area of securities litigation and settlement matters. Ms. Enck received her law degree, *cum laude*, from Syracuse University College of Law, where she was a member of the Syracuse Journal of International Law and Commerce, and her undergraduate degree in International Politics/International Studies from The Pennsylvania State University. Ms. Enck also received a Master's degree in International Relations from Syracuse University's Maxwell School of Citizenship and Public Affairs. She is licensed to practice in Pennsylvania and has been admitted to practice before the United States Court of Appeals for the Third and Eleventh Circuits and the United States District Court for the Eastern District of Pennsylvania.

Ms. Enck has been involved in documenting and obtaining the required court approval for many of the firm's largest and most complex securities class action settlements, including *In re Bank of America Corp. Securities, Derivative, and Employee Retirement Income Security Act (ERISA) Litigation*, No. 09 MDL 2058 (S.D.N.Y.) (settled -- $2.425 billion); *David H. Luther, et al., v. Countrywide Financial Corp., et. al.*, 2:12-cv-05125 (C.D. Cal. 2012) (settled -- $500 million); *In re: Lehman Brothers Securities and ERISA Litigation*, Master File No. 09 MD 2017 (LAK) (S.D.N.Y) (settled - $516,218,000); and *In re Satyam Computer Services Ltd. Sec. Litig.*, Master File No. 09 MD 02027 (BSJ) ($150.5 million settlement).

LISA LAMB PORT, Counsel to the Firm, concentrates her practice on consumer, antitrust, and securities fraud class actions. Ms. Lamb Port received her law degree, Order of the Coif, summa cum laude, from the Villanova University School of Law in 2003 and her Bachelor of Arts, cum laude, from Princeton University in 2000. Ms. Lamb Port is licensed to practice law in the Commonwealth Pennsylvania.

Prior to joining Kessler Topaz, Ms. Lamb Port was a partner at another class action firm, where she represented institutional and individual investors in securities fraud, breach of fiduciary duty, and shareholder derivative cases, as well as in litigation resulting from mergers and acquisitions.

DONNA SIEGEL MOFFA, Counsel to the Firm, concentrates her practice in the area of consumer protection litigation. Ms. Siegel Moffa received her law degree, with honors, from Georgetown University Law Center in May 1982 and a master's degree in Public Administration from Rutgers, the State University of New Jersey, Graduate School-Camden in January 2017. She received her undergraduate degree, *cum laude*, from Mount Holyoke College in Massachusetts. Ms. Siegel Moffa is admitted to practice before the Third Circuit Court of Appeals, the United States Courts for the District of New Jersey and the District of Columbia, as well as the Supreme Court of New Jersey and the District of Columbia Court of Appeals.

Prior to joining the Firm, Ms. Siegel Moffa was a member of the law firm of Trujillo, Rodriguez & Richards, LLC, where she litigated, and served as co-lead counsel, in complex class actions arising under federal and state consumer protection statutes, lending laws and laws governing contracts and employee compensation. Prior to entering private practice, Ms. Siegel Moffa worked at both the Federal Energy Regulatory Commission (FERC) and the Federal Trade Commission (FTC). At the FTC, she prosecuted cases involving allegations of deceptive and unsubstantiated advertising. In addition, both at FERC and the FTC, Ms. Siegel Moffa was involved in a wide range of administrative and regulatory issues including labeling and marketing claims, compliance, FOIA and disclosure obligations, employment matters, licensing and rulemaking proceedings.

Ms. Siegel Moffa served as co-lead counsel for the class in *Robinson v. Thorn Americas, Inc.*, L-03697-94 (Law Div. 1995), a case that resulted in a significant monetary recovery for consumers and changes to rent-to-own contracts in New Jersey. Ms. Siegel Moffa was also counsel in *Muhammad v. County Bank of Rehoboth Beach, Delaware*, 189 N.J. 1 (2006), U.S. Sup. Ct. cert. denied, 127 S. Ct. 2032(2007), in which the New Jersey Supreme Court struck a class action ban in a consumer arbitration contract. She has served as class counsel representing consumers pressing TILA claims, e.g. *Cannon v. Cherry Hill Toyota, Inc.*, 184 F.R.D. 540 (D.N.J. 1999), and *Dal Ponte v. Am. Mortg. Express Corp.*, CV- 04-2152 (D.N.J. 2006), and has pursued a wide variety of claims that impact consumers and individuals including those involving predatory and sub-prime lending, mandatory arbitration clauses, price fixing, improper medical billing practices, the marketing of light cigarettes and employee compensation. Ms. Siegel Moffa's practice has involved significant appellate work representing individuals, classes, and non-profit organizations participating as amicus curiae, such as the National Consumer Law Center and the AARP. In addition, Ms. Siegel Moffa has regularly addressed consumer protection and litigation issues in presentations to organizations and professional associations.

JONATHAN F. NEUMANN, Counsel to the Firm, concentrates his practice in the area of securities litigation and fiduciary matters. Mr. Neumann earned his Juris Doctor degree from Temple University Beasley School of Law, where he was an editor for the Temple International and Comparative Law Journal and a member of the Moot Court Honor Society. Mr. Neumann earned his undergraduate degree from the University of Delaware. Mr. Neumann is licensed to practice in Pennsylvania and New York. Prior to joining the Firm, Mr. Neumann served as a law clerk to the Honorable Douglas E. Arpert of the United States District Court for the District of New Jersey.

Mr. Neumann has represented institutional investors in obtaining substantial recoveries in numerous cases, including *In re Bank of New York Mellon Corp. Foreign Exchange Transactions Litig.*, No. 12-md-02335 (S.D.N.Y.) ($335 million settlement); *Policemen's Annuity and Benefit Fund of the City of Chicago, et al. v. Bank of America, NA, et al.*, No. 12-cv-02865 (S.D.N.Y.) ($69 million settlement); *In re NII Holdings Sec. Litig.*, No. 14-cv-227 (E.D. Va.) (settled $41.5 million).

MICHELLE M. NEWCOMER, Counsel to the Firm, concentrates her practice in the area of securities litigation. Ms. Newcomer earned her law degree from Villanova University School of Law in 2005, and earned her B.B.A. in Finance and Art History from Loyola University Maryland in 2002. Ms. Newcomer is licensed to practice law in the Commonwealth of Pennsylvania and the State of New Jersey and has been admitted to practice before the United States Supreme Court, the United States Court of Appeals for the Second, Ninth and Tenth Circuits, and the United States District Court for the Districts of New Jersey and Colorado.

Ms. Newcomer has represented shareholders in numerous securities class actions in which the Firm has served as Lead or Co-Lead Counsel, through all aspects of pre-trial proceedings, including complaint drafting, litigating motions to dismiss and for summary judgment, conducting document, deposition and expert discovery, and appeal. Ms. Newcomer also has been involved in the Firm's securities class action trials, including most recently serving as part of the trial team in the Longtop Financial Technologies securities class action trial that resulted in a jury verdict on liability and damages in favor of investors. Ms. Newcomer began her legal career with the Firm in 2005. Prior to joining the Firm, she was a summer law clerk for the Hon. John T.J. Kelly, Jr. of the Pennsylvania Superior Court.

Ms. Newcomer's representative cases include: *In re Longtop Financial Technologies Ltd. Sec. Litig*. No. 11-cv-3658 (SAS) (S.D.N.Y.) – obtained on behalf of investors a jury verdict on liability and damages against the company's former CFO; *re Lehman Brothers Securities Litigation*, No. 1:09-md-02017-LAK (S.D.N.Y.) ($616 million recovery); *In re Pfizer, Inc. Sec. Litig*., No. 04-9866-LTS (S.D.N.Y.) – represents three of the court-appointed class representatives, and serves as additional counsel for the class in securities

fraud class action based on alleged misrepresentations and omissions concerning cardiovascular risks associated with Celebrex® and Bextra®, which survived Defendants' motion for summary judgment; *Connecticut Retirement Plans & Trust Funds et al. v. BP p.l.c. et al*. (S.D. Tex.) – represents several public pension funds in direct action asserting claims under Section 10(b) and Rule 10b-5, for purchases of BP ADRs on the NYSE, and under English law for purchasers of BP ordinary shares on the London Stock Exchange, which recently survived Defendants' motion to dismiss; litigation is ongoing.

ASSOCIATES & STAFF ATTORNEYS

CHIOMA C. ABARA, a staff attorney of the Firm, concentrates her practice in the area of corporate governance. Ms. Abara received her J.D. from Widener University School of Law, Harrisburg in 2005, and her B.S. in Computer & Information Sciences from Temple University in 2002. Ms. Abara is licensed to practice in Pennsylvania New Jersey and before the United States Patent & Trademark Office. Prior to joining the Kessler Topaz, Ms. Abara worked in pharmaceutical litigation.

SCOTT B. ADAMS, a staff attorney of the Firm, concentrates his practice in the areas of securities and consumer protection. Mr. Adams earned his Juris Doctor degree from Drexel University Thomas R. Kline School of Law in Philadelphia, Pennsylvania and his undergraduate degree from Saint Vincent College.

ASHER S. ALAVI, an associate of the Firm, concentrates his practice in the area of qui tam litigation. Mr. Alavi received his law degree, cum laude, from Boston College Law School in 2011 where he served as Note Editor for the Boston College Journal of Law & Social Justice. He received his undergraduate degree in Communication Studies and Political Science from Northwestern University in 2007. Mr. Alavi is licensed to practice law in Pennsylvania and Maryland. Prior to joining Kessler Topaz, Mr. Alavi was an associate with Pietragallo Gordon Alfano Bosick & Raspanti LLP in Philadelphia, where he worked on a variety of whistleblower and healthcare matters.

SARA A. ALSALEH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Alsaleh earned her Juris Doctor degree from Widener University School of Law in Wilmington, Delaware, and her undergraduate degree from Pennsylvania State University. Ms. Alsaleh is admitted to practice in Pennsylvania and New Jersey.

During law school, Ms. Alsaleh interned at the U.S. Food and Drug Administration and the Delaware Department of Justice in the Consumer Protection & Fraud Division where she was heavily involved in protecting consumers within a wide variety of subject areas. Prior to joining the Firm, Ms. Alsaleh practiced in the areas of pharmaceutical & health law litigation, and was an Associate at a general practice firm in Bensalem, Pennsylvania.

DANIEL M. BAKER, an associate of the Firm, concentrates his practice in the areas of merger and acquisition litigation and shareholder derivative actions. Through his practice, Mr. Baker helps institutional and individual shareholders obtain significant financial recoveries and corporate governance reforms.

While in law school, Mr. Baker interned at the Securities Exchange Commission and the Financial Industry Regulatory Authority. Mr. Baker was also a member of the Villanova Law Review, and served as Online Articles Editor.

LaMARLON R. BARKSDALE, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Barksdale received his law degree from Temple University, James E. Beasley School of Law in 2005 and his undergraduate degree, cum laude, from the University of Delaware in 2001.

He is licensed to practice law in Pennsylvania and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

Prior to joining Kessler Topaz, Mr. Barksdale worked in complex pharmaceutical litigation, commercial litigation, criminal law and bankruptcy law.

HELEN J. BASS, an associate of the Firm, concentrates her practice in the area of securities fraud litigation. Ms. Bass graduated from Stanford Law School in 2021. While in law school, Ms. Bass was a member of the Environmental Pro Bono project and the Stanford Journal of Civil Rights & Civil Liberties.

MATTHEW BENEDICT, an associate of the Firm, concentrates his practice in the area of mergers and acquisitions litigation and shareholder derivative litigation. Mr. Benedict earned his law degree from Villanova University School of Law and his undergraduate degree from Haverford College. He is licensed to practice law in Pennsylvania and New Jersey.

ELIZABETH WATSON CALHOUN, a staff attorney of the Firm, focuses on securities litigation. She has represented investors in major securities fraud and has also represented shareholders in derivative and direct shareholder litigation. Ms. Calhoun received her law degree from Georgetown University Law Center (*cum laude*), where she served as Executive Editor of the Georgetown Journal of Gender and the Law. She received her undergraduate degree in Political Science from the University of Maine, Orono (*with high distinction*). Ms. Calhoun is admitted to practice before the state court of Pennsylvania and the U.S. District Court for the Eastern District of Pennsylvania. Prior to joining the Firm, Ms. Calhoun was employed with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A.

KEVIN E.T. CUNNINGHAM, JR. an associate of the Firm, and focuses his practice in securities litigation. Kevin is a graduate of Temple University Beasley School of Law. Prior to joining the Firm, Kevin served as a law clerk for the Hon. Judge Paula Dow of the New Jersey Superior Court, Burlington County - Chancery Division. Kevin also served as a law clerk to the Hon. Brian A. Jackson of the United States District Court for the Middle District of Louisiana. Kevin is licensed to practice in Pennsylvania.

QUIANA CHAPMAN-SMITH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her law degree from Temple University Beasley School of Law in Pennsylvania and her Bachelor of Science in Management and Organizations from The Pennsylvania State University. Ms. Chapman-Smith is licensed to practice law in the Commonwealth of Pennsylvania. Prior to joining Kessler Topaz, she worked in pharmaceutical litigation.

ELIZABETH DRAGOVICH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Dragovich received her law degree from the University of Pennsylvania Law School in 2002, and her undergraduate degree from Carnegie Mellon University in 1999. Ms. Dragovich is licensed to practice law in Pennsylvania. Prior to joining Kessler Topaz, Elizabeth was a staff attorney with the Wilmington, Delaware law firm of Grant & Eisenhofer, P.A.

STEPHEN J. DUSKIN, a staff attorney of the Firm, concentrates his practice in the area of antitrust litigation. Mr. Duskin received his law degree from Rutgers School of Law at Camden in 1985, and his undergraduate degree in Mathematics from the University of Rochester in 1976. Mr. Duskin is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Duskin practiced corporate and securities law in private practice and in corporate legal departments, and also worked for the U.S. Securities and Exchange Commission and the Resolution Trust Corporation.

DONNA EAGLESON, a staff attorney of the Firm, concentrates her practice in the area of securities litigation discovery matters. She received her law degree from the University of Dayton School of Law in Dayton, Ohio. Ms. Eagleson is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Ms. Eagleson worked as an attorney in the law enforcement field, and practiced insurance defense law with the Philadelphia firm Margolis Edelstein.

PATRICK J. EDDIS, a staff attorney of the Firm, concentrates his practice in the area of corporate governance litigation. Mr. Eddis received his law degree from Temple University School of Law in 2002 and his undergraduate degree from the University of Vermont in 1995. Mr. Eddis is licensed to practice in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Eddis was a Deputy Public Defender with the Bucks County Office of the Public Defender. Before that, Mr. Eddis was an attorney with Pepper Hamilton LLP, where he worked on various pharmaceutical and commercial matters.

KIMBERLY V. GAMBLE, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her law degree from Widener University, School of Law in Wilmington, DE. While in law school, she was a CASA/Youth Advocates volunteer and had internships with the Delaware County Public Defender's Office as well as The Honorable Judge Ann Osborne in Media, Pennsylvania. She received her Bachelor of Arts degree in Sociology from The Pennsylvania State University. Ms. Gamble is licensed to practice law in the Commonwealth of Pennsylvania. Prior to joining Kessler Topaz, she worked in pharmaceutical litigation.

GRANT D. GOODHART, an associate of the Firm, concentrates his practice in the areas of mergers and acquisitions litigation and stockholder derivative actions. Mr. Goodhart received his law degree, cum laude, from Temple University Beasley School of Law and his undergraduate degree, magna cum laude, from the University of Pittsburgh. He is licensed to practice law in Pennsylvania and New Jersey.

TYLER S. GRADEN, an associate of the Firm, focuses his practice on consumer protection and whistleblower litigation. Mr. Graden received his Juris Doctor degree from Temple Law School and his undergraduate degrees in Economics and International Relations from American University. Mr. Graden is licensed to practice law in Pennsylvania and New Jersey and has been admitted to practice before numerous United States District Courts.

Prior to joining Kessler Topaz, Mr. Graden practiced with a Philadelphia law firm where he litigated various complex commercial matters, and also served as an investigator with the Chicago District Office of the Equal Employment Opportunity Commission.

Mr. Graden has represented individuals and institutional investors in obtaining substantial recoveries in numerous class actions, including *Board of Trustees of the Buffalo Laborers Security Fund v. J.P. Jeanneret Associates, Inc.*, Case No. 09 Civ. 8362 (S.D.N.Y.) (settled - $219 million); *Board of Trustees of the AFTRA Retirement Fund v. JPMorgan Chase Bank, NA.*, Case No. 09 Civ. 0686 (S.D.N.Y.) (settled - $150 million); *In re Merck & Co., Inc. Vytorin ERISA Litig*., Case No. 09 Civ. 197 4 (D.N.J.) (settled - $10.4 million); and *In re 2008 Fannie Mae ERISA Litigation*, Case No. 09-cv-1350 (S.D.N.Y.) (settled - $9 million). Mr. Graden has also obtained favorable recoveries on behalf of multiple, nationwide classes of borrowers whose insurance was force-placed by their mortgage servicers.

STACEY A. GREENSPAN, an associate of the Firm, concentrates her practice in the areas of merger and acquisition litigation and shareholder derivative actions. Ms. Greenspan received her law degree from

Temple University in 2007 and her undergraduate degree from the University of Michigan in 2001, with honors. Ms. Greenspan is licensed to practice in Pennsylvania.

Prior to joining Kessler Topaz, Ms. Greenspan served as an Assistant Public Defender in Philadelphia for almost a decade, litigating hundreds of trials to verdict. Ms. Greenspan also worked at the Trial and Capital Habeas Units of the Federal Community Defender Office of the Eastern District of Pennsylvania throughout law school. At Kessler Topaz, she has assisted the Firm in obtaining a substantial recovery in a large class action on behalf of an institutional client in *City of Daytona Beach Police and Fire Pension Fund v. ExamWorks Group, Inc., et al.*, C.A. No. 12481-VCL (Del. Ch. Sept. 12, 2017) ($86.5 million settlement relating to the acquisition of ExamWorks Group, Inc. by private equity firm Leonard Green & Partners, LP.). In addition, Ms. Greenspan served as co-lead counsel in *In re Ebix, Inc. S'holder Litig.*, Consol. C.A. No. 8526-VCS (Del. Ch. Apr. 5, 2019), a case that challenged an improper executive bonus worth $825 million for the company's CEO. After five years of hard fought litigation and a trial the case settled for corporate governance measures and an amendment to the CEO's stock appreciation rights agreement.

KEITH S. GREENWALD, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Greenwald received his law degree from Temple University, Beasley School of Law in 2013 and his undergraduate degree in History, summa cum laude, from Temple University in 2004. Mr. Greenwald is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Greenwald was a contract attorney on various projects in Philadelphia and was at the International Criminal Tribunal for the Former Yugoslavia, at The Hague in The Netherlands, working in international criminal law.

JOHN J. GROSSI, a staff attorney at the Firm, focuses his practice on securities litigation. Mr. Grossi received his law degree from Widener University Delaware School of Law and graduated *cum laude* from Curry College. He is licensed to practice law in Pennsylvania. Prior to joining the Firm as a Staff Attorney, Mr. Grossi was employed in the Firm's internship program as a Summer Law Clerk, where he was also a member of the securities fraud department.

During his time as a Summer Law Clerk, Mr. Grossi conducted legal research for several securities fraud class actions on behalf of shareholders, including Bank of America related to its acquisition of Merrill Lynch, Lehman Brothers, St. Jude Medical and NII Holdings.

NATHAN A. HASIUK, an associate of the Firm, concentrates his practice on securities litigation. Mr. Hasiuk received his law degree from Temple University Beasley School of Law, and graduated *summa cum laude* from Temple University. He is licensed to practice in Pennsylvania and New Jersey and has been admitted to practice before the United States District Court for the District of New Jersey. Prior to joining the Firm, Mr. Hasiuk was an Assistant Public Defender in Philadelphia.

ALEX B. HELLER, an associate of the Firm, concentrates his practice in the areas of merger and acquisition litigation and shareholder derivative actions. Alex helps shareholders obtain financial recoveries and the implementation of corporate governance reforms. Alex received his law degree from the George Mason University Antonin Scalia Law School in 2015 and his undergraduate degree from American University in 2008. While in law school, Alex served as an associate editor for the George Mason Law Review. Prior to joining the Firm, Alex was a partner at a plaintiffs' litigation firm, where he served as chair of the shareholder derivative litigation practice group. Alex is a Certified Public Accountant (CPA). Prior to his legal career, Alex practiced as a CPA for several years, advising businesses and auditing large corporations.

EVAN R. HOEY, an associate of the Firm, focuses his practice on securities litigation. Mr. Hoey received his law degree from Temple University Beasley School of Law, where he graduated *cum laude*, and graduated *summa cum laude* from Arizona State University. He is licensed to practice in Pennsylvania and is admitted to practice before the United States District Court for the Eastern District of Pennsylvania.

MATTHEW HOWEELL, an associate of the Firm, concentrates his practice in consumer protection. Mr. Howell graduated from the George Washington University Law School in 2021. As a student, Mr. Howell interned for federal judges on the U.S. Court of Appeals for the Sixth Circuit, the U.S. District Court for the District of New Jersey, and the U.S. District Court for the District of Columbia. Aside from the federal judiciary, he also interned for the Department of Justice's Fraud Section and National Courts Section, and the Securities and Exchange Commission's Office of General Counsel.

SUFEI HU, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her J.D. from Villanova University School of Law, where she was a member of the Moot Court Board. Ms. Hu received her undergraduate degree from Haverford College in Political Science, with honors. She is licensed to practice law in Pennsylvania and New Jersey, and is admitted to the United States District Court of the Eastern District of Pennsylvania. Prior to joining the Firm, Ms. Hu worked in pharmaceutical, anti-trust, and securities law.

JORDAN JACOBSON, an associate of the Firm, concentrates her practice in securities litigation. Ms. Jacobson received her law degree from Georgetown University in 2014 and her undergraduate degrees in history and political science from Arizona State University in 2011. Prior to joining the Firm, Ms. Jacobson clerked for the honorable Deborah J. Saltzman, United States Bankruptcy Judge, in the Central District of California. Ms. Jacobson was also previously an associate at O'Melveny & Myers LLP, and an attorney in the General Counsel's office of the Pension Benefit Guaranty Corporation in Washington, D.C. Ms. Jacobson is licensed to practice law in California and Virginia and will sit for the July 2020 Pennsylvania bar exam.

JOSHUA A. LEVIN, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Levin received his law degree from Widener University School of Law, and earned his undergraduate degree from The Pennsylvania State University. Mr. Levin is licensed to practice in Pennsylvania and New Jersey. Prior to joining Kessler Topaz, he worked in pharmaceutical litigation.

HENRY W. LONGLEY, an associate of the Firm, concentrates his practice in the area of securities litigation. Mr. Longley earned his law degree from Temple University Beasley School of Law, where he was Note/Comment Editor of the Temple International & Comparative Law Journal. He was also a member of the Jessup International Law Moot Court Team and the Rubin Public Interest Law Honor Society, and received Temple's Certificate in Trial Advocacy and Litigation. Mr. Longley earned his undergraduate degree from William & Mary.

AUSTIN MANNING, an associate of the Firm, graduated *magna cum laude* from Temple University's James E. Beasley School of Law and received her Bachelor of Science in Economics from Penn State University. During law school, Ms. Manning served as a Staff Editor for the Temple Law Review. In her final year, she studied at the University of Lucerne in Lucerne, Switzerland where she received her Global Legal Studies Certificate with a focus on international economic law, human rights, and sustainability. While in Law School, Ms. Manning served as a judicial intern to the Hon. Michael M. Baylson of the U.S. District Court for the Eastern District of Pennsylvania and to the Hon. Arnold L. New of the Pennsylvania Court of Common Pleas. Prior to joining the firm, Ms. Manning was a regulatory and litigation associate for a boutique environmental law firm in the Philadelphia area.

JOHN J. McCULLOUGH, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. In 2012, Mr. McCullough passed the CPA Exam. Mr. McCullough earned his Juris Doctor degree from Temple University School of Law, and his undergraduate degree from Temple University. Mr. McCullough is licensed to practice in Pennsylvania.

LAUREN M. McGINLEY, an associate of the Firm, concentrates her practice in the areas of securities and consumer protection. Ms. McGinley received her undergraduate degree from Temple University in 2013 and her law degree from Drexel University, Thomas R. Kline School of Law in 2017. While at Drexel, Ms. McGinley received the Dean's Scholar for Excellence in Civil Procedure in 2015.

Prior to joining the Firm, Ms. McGinley clerked for the honorable Judge Alia Moses in the Western District of Texas from September 2017-August 2019.

STEVEN D. McLAIN, a staff attorney of the Firm, concentrates his practice in mergers and acquisition litigation and stockholder derivative litigation. He received his law degree from George Mason University School of Law, and his undergraduate degree from the University of Virginia. Mr. McLain is licensed to practice in Virginia. Prior to joining Kessler, Topaz, he practiced with an insurance defense firm in Virginia.

STEFANIE J. MENZANO, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Menzano received her law degree from Drexel University School of Law in 2012 and her undergraduate degree in Political Science from Loyola University Maryland. Ms. Menzano is licensed to practice law in Pennsylvania and New Jersey.

Prior to joining Kessler Topaz, Ms. Menzano was a fact witness for the Institute for Justice. During law school, Ms. Menzano served as a case worker for the Pennsylvania Innocence Project and as a judicial intern under the Honorable Judge Mark Sandson in the Superior Court of New Jersey, Atlantic County.

VANESSA M. MILAN, a staff attorney of the Firm, concentrates her practice in the area of securities fraud litigation. Ms. Milan is an associate in the Firm's Philadelphia office and received her law degree from Temple University Beasley School of Law in 2019 and her undergraduate degrees in Government & Law and English from Lafayette College in 2016. While in law school, Ms. Milan served as an Articles Editor for the Temple Law Review. Prior to joining the firm, Ms. Milan served as a judicial law clerk to the Honorable Robert D. Mariani, United States District Court Judge for the Middle District of Pennsylvania. Ms. Milan is licensed to practice law in New York.

JONATHAN NAJI, an associate of the Firm, develops and initiates cases involving shareholder derivative and securities fraud, class and individual actions. Mr. Naji seeks to help individuals recover losses caused by unlawful conduct. Mr. Naji received his law degree from Temple University Beasley School of Law and graduated from Franklin & Marshall College. In law school, Mr. Naji interned as a law clerk to the Honorable C. Darnell Jones II of the United States District Court for the Eastern District of Pennsylvania and worked as a summer associate at Berger Harris, LLP.

TIMOTHY A. NOLL, a staff attorney of the Firm, concentrates his practice in the area of securities fraud litigation. Mr. Noll received his law degree from the Southwestern University School of Law and his undergraduate degree in Communications from Temple University. Prior to joining the Firm, Mr. Noll was a staff attorney at Grant & Eisenhofer, P.A. and also worked in pharmaceutical litigation.

ELAINE M. OLDENETTEL, a staff attorney of the Firm, concentrates her practice in consumer and ERISA litigation. She received her law degree from the University of Maryland School of Law and her undergraduate degree in International Studies from the University of Oregon. While attending law school, Ms. Oldenettel served as a law clerk for the Honorable Robert H. Hodges of the United States Court of

Federal Claims and the Honorable Marcus Z. Shar of the Baltimore City Circuit Court. Ms. Oldenettel is licensed to practice in Pennsylvania and Virginia.

ALLYSON M. ROSSEEL, a staff attorney of the Firm, concentrates her practice at Kessler Topaz in the area of securities litigation. She received her law degree from Widener University School of Law, and earned her B.A. in Political Science from Widener University. Ms. Rosseel is licensed to practice law in Pennsylvania and New Jersey. Prior to joining the Firm, Ms. Rosseel was employed as general counsel for a boutique insurance consultancy/brokerage focused on life insurance sales, premium finance and structured settlements.

DANIEL B. ROTKO, an associate of the Firm, concentrates his practice in the area of securities-related litigation matters. Prior to joining Kessler Topaz, Daniel was an associate for over five years at Drinker Biddle & Reath LLP (now known as Faegre Drinker Biddle & Reath LLP) and his practice primarily concerned representing insurers in civil matters litigated across the country. Daniel received his law degree from the University of Pennsylvania and his undergraduate degree from Gettysburg College. Daniel is admitted to practice in Pennsylvania and New Jersey.

KARRISA J. SAUDER, an associate of the Firm, concentrates her practice on new matter development with a focus on analyzing securities, consumer, and antitrust class action lawsuits, as well as direct (or opt-out) actions. Prior to joining the firm, Karissa was an associate with Berger Montague, where she litigated complex antitrust class action lawsuits, and served as a judicial law clerk to the Honorable Eduardo C. Robreno, United States District Judge for the Eastern District of Pennsylvania. Karissa received her law degree from Harvard Law School in 2014 and her undergraduate degree from Eastern Mennonite University in 2010. While in law school, Karissa served as Managing Editor of the Harvard Law Review.

MICHAEL J. SECHRIST, a staff attorney at the Firm, concentrates his practice in the area of securities litigation. Mr. Sechrist received his law degree from Widener University School of Law in 2005 and his undergraduate degree in Biology from Lycoming College in 1998. Mr. Sechrist is licensed to practice law in Pennsylvania. Prior to joining Kessler Topaz, Mr. Sechrist worked in pharmaceutical litigation.

IGOR SIKAVICA, a staff attorney of the Firm, practices in the area of corporate governance litigation, with a focus on transactional and derivative cases. Mr. Sikavica received his J.D. from the Loyola University Chicago School of Law and his LL.B. from the University of Belgrade Faculty Of Law. Mr. Sikavica is licensed to practice in Pennsylvania. Mr. Sikavica's licenses to practice law in Illinois and the former Yugoslavia are no longer active.

Prior to joining Kessler Topaz, Mr. Sikavica has represented clients in complex commercial, civil and criminal matters before trial and appellate courts in the United States and the former Yugoslavia. Also, Mr. Sikavica has represented clients before international courts and tribunals, including – the International Criminal Tribunal for the Former Yugoslavia (ICTY), European Court of Human Rights and the UN Committee Against Torture.

NATHANIEL SIMON, an associate of the Firm, concentrates his practice in securities litigation. Before joining the firm, Nathaniel served as a judicial law clerk to the Honorable Mark A. Kearney, United States District Judge for the Eastern District of Pennsylvania. Nathaniel received his law degree from Villanova University, Charles Widger School of Law in 2018 and his undergraduate degree from Gettysburg College in 2014. While in law school, Nathaniel served as an Articles Editor for the *Villanova Law Review*.

MELISSA J. STARKS, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Starks earned her Juris Doctor degree from Temple University--Beasley School of Law, her

LLM from Temple University--Beasley School of Law, and her undergraduate degree from Lincoln University. Ms. Starks is licensed to practice in Pennsylvania.

MARIA THEODORA STARLING, a staff attorney of the Firm, concentrates her practice in the area of corporate governance litigation. Ms. Starling graduated from the Villanova University Charles Widger School of Law in 2020. While in law school, Ms. Starling interned as a law clerk to the Hon. Steven C. Tolliver of the Montgomery County Court of Common Pleas and as a summer associate at Fox Rothschild. Ms. Starling was also a member of the Villanova Law Moot Court Board and the Vice President of the Fashion Law Society.

MICHAEL P. STEINBRECHER, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Steinbrecher earned his Juris Doctor from Temple University James E. Beasley School of Law, and received his Bachelors of Arts in Marketing from Temple University. Mr. Steinbrecher is licensed to practice in Pennsylvania and New Jersey. Prior to joining Kessler Topaz, he worked in pharmaceutical litigation.

BRIAN W. THOMER, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. Mr. Thomer received his Juris Doctor degree from Temple University Beasley School of Law, and his undergraduate degree from Widener University. Mr. Thomer is licensed to practice in Pennsylvania.

ALEXANDRA H. TOMICH, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. She received her law degree from Temple Law School and her undergraduate degree from Columbia University with a B.A. in English. She is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, she worked as an associate at Trujillo, Rodriguez, and Richards, LLC in Philadelphia. Ms. Tomich volunteers as an advocate for children through the Support Center for Child Advocates in Philadelphia and at Philadelphia VIP.

KURT WEILER, a staff attorney of the Firm, concentrates his practice in the area of securities litigation. He received his law degree from Duquesne University School of Law, where he was a member of the Moot Court Board and McArdle Wall Honoree, and received his undergraduate degree from the University of Pennsylvania. Mr. Weiler is licensed to practice law in Pennsylvania.

Prior to joining Kessler Topaz, Mr. Weiler was associate corporate counsel for a Philadelphia-based mortgage company, where he specialized in the area of foreclosures and bankruptcy.

ANNE M. ZANESKI, a staff attorney of the Firm, concentrates her practice in the area of securities litigation. Ms. Zaneski received her J.D. from Brooklyn Law School where she was a recipient of the CALI Award of Excellence, and her B.A. from Wellesley College. She is licensed to practice law in New York and Pennsylvania.

Prior to joining the Firm, she was an associate with a boutique securities litigation law firm in New York City and served as a legal counsel with the New York City Economic Development Corporation in the areas of bond financing and complex litigation.

PROFESSIONALS

WILLIAM MONKS, CPA, CFF, CVA, Director of Investigative Services at Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz"), brings nearly 30 years of white collar investigative experience as a Special Agent of the Federal Bureau of Investigation (FBI) and "Big Four" Forensic Accountant. As the Director,

he leads the Firm's Investigative Services Department, a group of highly trained professionals dedicated to investigating fraud, misrepresentation and other acts of malfeasance resulting in harm to institutional and individual investors, as well as other stakeholders.

William's recent experience includes being the corporate investigations practice leader for a global forensic accounting firm, which involved widespread investigations into procurement fraud, asset misappropriation, financial statement misrepresentation, and violations of the Foreign Corrupt Practices Act (FCPA).

While at the FBI, William worked on sophisticated white collar forensic matters involving securities and other frauds, bribery, and corruption. He also initiated and managed fraud investigations of entities in the manufacturing, transportation, energy, and sanitation industries. During his 25 year FBI career, William also conducted dozens of construction company procurement fraud and commercial bribery investigations, which were recognized as a "Best Practice" to be modeled by FBI offices nationwide.

William also served as an Undercover Agent for the FBI on long term successful operations targeting organizations and individuals such as the KGB, Russian Organized Crime, Italian Organized Crime, and numerous federal, state and local politicians. Each matter ended successfully and resulted in commendations from the FBI and related agencies.

William has also been recognized by the FBI, DOJ, and IRS on numerous occasions for leading multi-agency teams charged with investigating high level fraud, bribery, and corruption investigations. His considerable experience includes the performance of over 10,000 interviews incident to white collar criminal and civil matters. His skills in interviewing and detecting deception in sensitive financial investigations have been a featured part of training for numerous law enforcement agencies (including the FBI), private sector companies, law firms and accounting firms.

Among the numerous government awards William has received over his distinguished career is a personal commendation from FBI Director Louis Freeh for outstanding work in the prosecution of the West New York Police Department, the largest police corruption investigation in New Jersey history.

William regards his work at Kessler Topaz as an opportunity to continue the public service that has been the focus of his professional life. Experience has shown and William believes, one person with conviction can make all the difference. William looks forward to providing assistance to any aggrieved party, investor, consumer, whistleblower, or other witness with information relative to a securities fraud, consumer protection, corporate governance, qui-tam, anti-trust, shareholder derivative, merger & acquisition or other matter.

Education
Pace University: Bachelor of Business Administration (cum laude)
Florida Atlantic University: Master's in Forensic Accounting (cum laude)

BRAM HENDRIKS, European Client Relations Manager at Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz"), guides European institutional investors through the intricacies of U.S. class action litigation as well as securities litigation in Europe and Asia. His experience with securities litigation allows him to translate complex document and discovery requirements into straightforward, practical action. For shareholders who want to effect change without litigation, Bram advises on corporate governance issues and strategies for active investment.

Bram has been involved in some of the highest-profile U.S. securities class actions of the last 20 years. Before joining Kessler Topaz, he handled securities litigation and policy development for NN Group N.V., a publicly-traded financial services company with approximately EUR 197 billion in assets under

management. He previously oversaw corporate governance activities for a leading Amsterdam pension fund manager with a portfolio of more than 4,000 corporate holdings.

A globally-respected investor advocate, Bram has co-chaired the International Corporate Governance Network Shareholder Rights Committee since 2009. In that capacity, he works with investors from more than 50 countries to advance public policies that give institutional investors a voice in decision-making. He is a sought-after speaker, panelist and author on corporate governance and responsible investment policies. Based in the Netherlands, Bram is available to meet with clients personally and provide hands-on-assistance when needed.

Education

University of Amsterdam, MSc International Finance, specialization Law & Finance, 2010
Maastricht Graduate School of Governance, MSc in Public Policy and Human Development, specialization WTO law, 2006 Tilburg University, Public Administration and administrative law B.A., 2004

EXHIBIT 4

THE MILLER LAW FIRM

A Professional Corporation

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THE MILLER LAW FIRM, P.C. | FIRM RESUME

The Miller Law Firm, P.C. (the "Firm") is one of the premier litigation law firms in the United States and Michigan's leading financial class action firm. A recognized leader in the area of complex commercial litigation, the Firm is ranked Tier 1 in Detroit by *U.S. News-Best Lawyers* "Best Law Firms" for commercial litigation. Since the Firm's founding in 1994, the Firm has developed a national reputation for successfully prosecuting securities fraud and consumer class actions on behalf of its clients. As Lead Counsel or Co-Lead Counsel appointed by judges throughout the United States in some of the country's largest and most complex cases, the Firm has achieved over $3 billion in settlements, recoveries and/or verdicts on behalf of injured class members.

Highlights of Results Obtained

2021 — Simmons, et al v. Apple, Inc.
(Superior Court of the State of California, County of Santa Clara)
(Case No. 17CV312251) (Co-Lead Counsel)

Result: $9,750,000

2019 — Carl Palazzolo, et al. Fiat Chrysler Automobiles N.V., et al.
(United States District Court, Eastern District of Michigan)
(Case No. 16-cv-12803) (Co-Lead Counsel)

Result: $14,750,000

Zimmerman v. Diplomat Pharmacy, Inc., et al.
(United States District Court, Eastern District of Michigan)
(Case No. 2:16-cv-14005) (Liaison Counsel)

Result: $14,100,000

2018 — In re Freight Forwarders Antitrust Litigation
(United States District Court, Eastern District of New York)
(Case No. 08-cv-00042) (Counsel for Class Representative)

Result: $1 billion settlement amount

2017 — Foster v. L3 Communications, EO Tech
(United States District Court, Western District of Missouri)
(Case No. 15-cv-03519) (Co-Lead Counsel)

Result: $51 million (100% recovery)

2016 — In re Automotive Parts Antitrust Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 12-md-02311) (Liaison Counsel)

Result: Over $1 billion in settlements

GM Securities Class Action/New York Teachers Retirement System v. General Motors Company
(United States District Court, Eastern District of Michigan)
(Case No. 4:14-cv-11191) (Local Counsel)

Result: $300 million settlement

ERISA Class Action/Davidson v. Henkel Corporation
(United Sates District Court, Eastern District of Michigan)
(Case No. 12-cv-14103) (Lead Counsel)

Result: $3.35 million settlement (100% Recovery for 41 member class)

Pat Cason-Merenda and Jeffrey A. Suhre v. VHS of Michigan, Inc., dba Detroit Medical Center (Antitrust)
(United States District Court, Eastern District of Michigan)
(Case No. 2:06-cv-15601) (Special Trial Counsel)

Result: $42 million settlement

2015 In re AIG 2008 Securities Litigation
(United States District Court, Southern District of New York)
(Case No. 08-cv-04772) (Co-Lead Counsel)

Result: $970.5 million settlement

City of Farmington Hills Employees Retirement System v. Wells Fargo Bank, N.A.
(United States District Court, District of Minnesota)
(Case No. 10-cv-04372) (Co-Lead Counsel)

Result: $62.5 million settlement approved

2014 In re Refrigerant Compressors Antitrust Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 09-md-02042) (Interim Co-Lead)

Result: $30,000,000 settlement

2013 The Board of Trustees of the City of Birmingham Employees et. al. v. Comerica Bank et. al.

(United States District Court, Eastern District of Michigan)
(Case No. 2:09-13201) (Co-Lead Counsel)

Result: $11,000,000 settlement

In Re Caraco Pharmaceutical Laboratories, Ltd. Securities Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 2:09-cv-12830) (Co-Lead Counsel for the Class)

Result: $2,975,000 settlement

General Retirement System of the City of Detroit and Police and Fire Retirement System of the City of Detroit vs. UBS Securities, LLC (Structured Investment Vehicle)
(United States District Court, Eastern District of Michigan)
(Case No. 2:10-cv-13920) (Lead Counsel)

Result: Confidential settlement

In Re TechTeam Global Inc. Shareholder Litigation
(Oakland County Circuit Court, State of Michigan)
(Case No. 10-114863-CB) (Liaison Counsel)

Result: $1,775,000 settlement

2010 Epstein, et al v. Heartland Industrial Partners, L.P., et al
(United States District Court, Eastern District of Michigan)
(Case No. 2:06-CV-13555) (Substantial role)

Result: $12,262,500 settlement

In Re Skilled Healthcare Group, Inc. Securities Litigation
(United States District Court, Central District of California)
(Case No. 09-5416) (Substantial role)

Result: $3,000,000 settlement

2009 In Re Proquest Company Securities Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 4:06-CV-11579) (Substantial role; argued Motion to Dismiss)

Result: $20,000,000 settlement

In Re Collins & Aikman Corporation Securities Litigation
(United States District Court, Eastern District Michigan)
(Case No. 03-CV-71173) (Substantial role)

Result: $10,800,000 settlement

In re IT Group Securities Litigation
(United States District Court, Western District of Pennsylvania)
(Civil Action No. 03-288) (Co-Lead Counsel)

Result: $3,400,000 settlement

2008 In re Mercury Interactive Securities Litigation
(United States District Court, Northern District of California)
(Civil Action No. 03:05-CV-3395-JF) (Substantial role)

Result: $117,000,000 settlement

In Re General Motors Corporation Securities and Derivative Litigation
(United States District Court, Eastern District of Michigan)
(Master Case No. 06-MD-1749) (Co-Lead)

Status: Obtained major corporate governance reforms to address accounting deficiencies

2007 Wong v. T-Mobile USA, Inc.
(United States District Court, Eastern District of Michigan)
(Case No. 05-CV-73922) (Co-Lead)

Result: Settlement for 100% of damages.

In re CMS Energy Corporation Securities Litigation
(United States District Court, Eastern District Michigan)
(Master File No. 2:02 CV 72004) (Substantial role)

Result: $200,000,000 settlement

2005 In re Comerica Securities Fraud Litigation
(United States District Court, Eastern District of Michigan)
(Case No. 2:02-CV-60233) (Substantial role)

Result: $21,000,000, divided between related cases at $15,000,000 and $6,000,000

Street v. Siemens
(Philadelphia State Court)
(Case No. 03-885) (Co-Lead)

Result: $14,400,000, including 100% recovery for more than 1,000 workers wrongfully deprived of pay.

Redmer v. Tournament Players Club of Michigan
(Wayne County Circuit Court) (Case No. 02-224481-CK) (Co-Lead)

Result: $3,100,000 settlement

2004 Passucci v. Airtouch Communications, Inc.
(Wayne County Circuit Court) (Case No. 01-131048-CP) (Co-Lead)

Result: Estimated settlement valued between: $30,900,000 to $40,300,000.

Johnson v. National Western Life Insurance
(Oakland County Circuit Court)
(Case No. 01-032012-CP) (Substantial role)

Result: $10,700,000 settlement on behalf of nation-wide class of purchasers of annuities.

2003 Felts v. Starlight
(United States District Court, Eastern District Michigan)
(Case No. 01-71539) (Co-Lead)

Result: Starlight agrees to stop selling ephedrine as an ingredient in its weight loss dietary supplement product.

In re Lason Securities Litigation
(United States District Court, Eastern District Michigan)
(Case No. 99-CV-76079) (Co-Lead)

Result: $12,680,000 settlement

2001 Mario Gasperoni, et al v. Metabolife International, Inc.
(United States District Court, Eastern District Michigan)
(Case No. 00-71255) (Co-Lead)

Result: Nationwide settlement approved mandating changes in advertising and labeling on millions of bottles of dietary supplement, plus approximately $8,500,000 in benefits.

1999 Pop v. Art Van Furniture and Alexander Hamilton Insurance Company
(Wayne County Circuit Court) (Case No. 97-722003-CP) (Co-Lead)

Result: Changes in sales practices and $9,000,000 in merchandise.

Schroff v Bombardier
(United States District Court, Eastern District Michigan)
(Case No. 99-70327) (Co-Lead)

Result: Recall of more than 20,000 defective Seadoos throughout North America; repair of defect to reduce water ingestion problem; extended warranties; and approximately $4,000,000 in merchandise.

In re National Techteam Securities Litigation
(United States District Court, Eastern District Michigan)
(Master File No. 97-74587) (Substantial role)

Result: $11,000,000 settlement

In Re F&M Distributors, Inc., Securities Litigation
(United States District Court, Eastern District Michigan)
(Case No. 95-CV-71778-DT) (Minor role)

Result: $20,000,000 settlement

1998 In Re Michigan National Corporation Securities Litigation
(United States District Court, Eastern District Michigan)
(Case No 95 CV 70647 DT) (Substantial role)

Result: $13,300,000 settlement

1995 In re Intel Pentium Processor Litigation
(Superior Court, Santa Clara County, California)
(Master File No. 745729) (Substantial role)

Result: Intel agreed to replace millions of defective Pentium chips on demand without any cost to consumers.

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E. POWELL MILLER, PARTNER

✉ EPM@millerlawpc.com

Powell Miller has been recognized as Michigan's number one ranked attorney by Super Lawyers Magazine for 2020. He has also been named one of the Top 10 lawyers in Michigan for twelve consecutive years, from 2009-2020, by Super Lawyers Magazine, and in 2010, 2015, 2019, and 2020 he was the recipient of the Best Lawyers – Lawyer of the Year in the category of Bet-The-Company Litigation. In 2017, Mr. Miller was the recipient of the Judge Friedman and Cook Civility Award, which is awarded to only one lawyer each year. He has been named as one of the Best Lawyers in America every year since 2005. Mr. Miller has earned Martindale-Hubbell's highest rating, AV® Preeminent™ 5/5.0 for legal ethics and ability and a 10/10 from AVVO a public rating system. Mr. Miller is also ranked as only one of nine in Michigan to receive the highest Band 1 rating by Chambers USA, describing Mr. Miller as a "Superb trial lawyer" who "routinely acts for high-profile clients based across the [United] states."

Mr. Miller focuses his practice on all aspects of litigation. He has been retained by many Fortune 500 and other clients to represent them in litigation throughout the United States, including in Michigan, New York, New Jersey, Pennsylvania, Arkansas, Florida, Texas, Kentucky, Ohio, California, Colorado, Indiana, and Illinois.

Mr. Miller recently won an arbitration against Jimmy Johns in the amount of $4.8 million including a $1 million attorney fee award. He has never lost a trial, including verdicts in excess of $5 million, $10 million and $23 million. Mr. Miller has also obtained in excess of $3 billion in settlements. These settlements are regularly among the top ten in Michigan each year, including a high-profile verdict in May, 2016 for 100% liability.

In October, 2019 Mr. Miller defended a consumer goods manufacturer against Plaintiffs asserting complex price discrimination and antitrust claims, and alleging millions of dollars in damages. Following a 3-week trial and seven hours of deliberations, a California jury returned a unanimous verdict in favor of his client, rejecting all of Plaintiffs' claims.

Mr. Miller has previously served as Co-President of the Detroit Chapter of the Federal Bar Association Antitrust and Securities Committees. He also serves on the Executive Committee for the Wayne State University Law School Board of Visitors and has served a Co-Chair of the American Bar Association Procedures Subcommittee on class actions and multi-district litigation. He lectures regularly on securities litigation at the University of Michigan School of Law. He has also served as an Adjunct Professor at the University of Detroit Law School teaching trial practice. In addition, Mr. Miller regularly speaks at continuing legal education seminars on securities fraud class actions. Mr. Miller also serves as a Master member of The Oakland County Bar Association Inns of Court.

Mr. Miller graduated third in his class from Wayne State University Law School, magna cum laude, in 1986. He was named to the honor society, Order of the Coif and he was an Editor of the Wayne Law Review. In 1986, Mr. Miller joined the Detroit law firm of Honigman Miller Schwartz and Cohn, where he was elected partner in 1990. In 1994, he formed his own firm.

Mr. Miller has been recognized as a top debater in the United States. He won first place at the Harvard University National Debate Tournament as a freshman at Georgetown University. He also represented Georgetown in a special international debating exhibition against the Oxford Debating Union of Great Britain.

Mr. Miller is a proud supporter of the Detroit Urban Debate League, a nonprofit that supports the creation of debate programs in under-served high schools; the University of Detroit Jesuit High School and Academy; The Joe Niekro Foundation, which is committed to aiding in the research and treatment of aneurysm patients and families; and Charlotte's Wings, a nonprofit that is dedicated to supporting ailing children in Southeast Michigan through donations of new books to the children and their families in hospital and hospice care.

EDUCATION:

UNIVERSITY OF DETROIT JESUIT HIGH SCHOOL, 1979

GEORGETOWN UNIVERSITY, B.A., 1983

WAYNE STATE UNIVERISTY LAW SCHOOL, J.D., 1986

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SHARON S. ALMONRODE, PARTNER

✉ SSA@millerlawpc.com

Sharon S. Almonrode is a partner at The Miller Law Firm, where she is also the Chair of the Firm's Class Action and Multi-District Litigation Department.. She has a complex litigation practice with an emphasis on prosecuting large, high-risk, significant damage exposure cases on behalf of clients. Her practice includes ERISA and pension fund litigation, breach of fiduciary duty, consumer products and commercial litigation. She has represented commercial clients in products liability and patent and trademark related litigation. She has successfully represented clients in multi-million dollar cases, including the successful resolution of an actuarial claim for $110 million dollars.

Ms. Almonrode was appointed to the Plaintiffs' Steering Committee in ongoing litigation against Mylan Pharmaceuticals and other drug companies regarding their anti-competitive conduct in the sale of EpiPen epinephrine auto-injectors, resulting in a monopoly that has made them billions of dollars at the expense of consumers and third party payors. *See In Re: Epipen (Epinephrine Injection, UPS) Marketing, Sales Practices and Antitrust Litigation,* No. 17-md-02785 (D.Kan.). Ms. Almonrode also served as co-lead counsel in *In Re: Foster v. L3 Communications, EO Tech*, No. 15-cv-03519 (E.Mich.) which settled in excess of $51 million, as well as co-lead counsel in the ERISA class action *Davidson v. Henkel Corporation*, No. 12-cv-14103 (E.Mich.) which settled for $3.35 million, resulting in a 100% recovery for the class.

In 2010, she received the special distinction of Michigan Leader in the Law, awarded by *Michigan Lawyers' Weekly*. For the past ten years, Ms. Almonrode has been named a Super Lawyer. For the past eight years, she has been named one of the top 50 Women Super Lawyers in the State of Michigan (out of approximately 11,000 women practicing in the state). For the past seven years, she has been named one of the top 100 Lawyers in Michigan (out of 34,204 lawyers in the state). She was named one of the top five Consumer Lawyers in the State of Michigan for 2016. Ms. Almonrode was named among the most notable women lawyers in Michigan by *Crain's Detroit Business* for 2017. Recently, she was admitted to the inaugural class of the Michigan Lawyers' Weekly Hall of Fame. She has earned Martindale-Hubbell's highest rating, AV®Preeminent™ 5/5.0 for legal ethics and ability.

Ms. Almonrode was admitted to practice in the State of Michigan in 1982. She is also admitted to practice in the U.S. District Court Eastern District of Michigan, U.S. District Court Western District of Michigan, U.S. Bankruptcy Court Eastern District of Michigan, U.S. Bankruptcy Court Western District of Michigan, U.S. District Court – Northern District of Illinois, U.S. Court of Appeals 6th Circuit, the State of New York, the U.S. District Court for Southern District of New York, the U.S. District Court for the Eastern District of New York, the U.S. Court of Appeals 2nd Circuit, and the U.S. Supreme Court.

Before joining The Miller Law Firm, P.C. in 2012, Ms. Almonrode was a Partner at Sullivan, Ward, Asher & Patton, P.C., and Supervisor-Salaried Personnel at General Motors Corp.

Ms. Almonrode's pro bono activities have included working with the Detroit Institute of Arts and the Detroit Film Theatre Board.

Oakland University, B.S., 1978

University of Detroit Mercy School of Law, J.D. 1981

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MELVIN "BUTCH" HOLLOWELL, PARTNER

✉ MBH@MillerLawPC.com

Melvin Butch Hollowell serves as Managing Partner of The Miller Law Firm Detroit where he oversees the firm's practice at its downtown Detroit location. Hollowell specializes in complex commercial litigation, class action matters, government and administrative law, and election law. Hollowell is a seasoned litigator in the state and Federal courts of Michigan, and multiple jurisdictions across the United States and Canada. He has handled disputes for a full range of clients, from publicly traded and Fortune 100 companies to small businesses, nonprofits, government officials and agencies and civil rights organizations. Recently Hollowell was appointed to leadership by the Michigan Court of Claims in the mass tort litigation arising out of the May 2020 catastrophic flooding caused by the failure of the Midland and Edenville dams.

Some of Attorney Hollowell's representative clients include GFL USA, Inc., Bedrock, Somerset Collection Mall, Mirage Resorts, Yanfeng U.S.A., Edward C. Levy & Co, Strong Steel Products, First Independence Bank, nonprofit entities such as the NAACP and the Skillman Foundation, major real estate developers Carson Equities, City Club Apartments/Jonathan Holtzman, Firm Real Estate, M J Bennett-Norm Pappas Financial, and the Roxbury Group, clients in the cannabis industry, as well as public clients such as Detroit Mayor Mike Duggan, the Michigan Legislative Black Caucus, Wayne County Prosecutor Kym Worthy, various Members of the Detroit City Council, Members of the Michigan House and Senate, the City of Flint, the City of Detroit General Retirement System Pension Board, and other elected officials, candidates, and voting rights nonprofit entities in election law matters.

Hollowell is a "Fellow" of the Michigan State Bar Foundation, a recognition reserved for the top five percent of Michigan lawyers. He was selected by Michigan Lawyers Weekly as a "Leader in the Law," one of the most select and prestigious recognitions in the State's legal profession. Hollowell was named a "Leading Lawyer" in 2019 and 2020, and as a "Super Lawyer" in 2020, and 2021, which are coveted peer review professional recognitions. He received the Wolverine Bar Association's "President's Award," the Association's highest honor, and is rated "AV Preeminent" by Martindale-Hubbell, the highest possible rating for attorneys in the United States and Canada. He is a Life Member of the Judicial Conference of the U.S. Court of Appeals for the Sixth Circuit.

Immediately prior to his association with The Miller Law Firm, Hollowell completed a four-year term as Corporation Counsel of the City of Detroit, the City's chief legal officer. He was appointed to the position by Detroit Mayor Mike Duggan and unanimously confirmed by the Detroit City Council. In this capacity he assumed the role of Director of the City's 70-attorney Law Department, lead counsel to the Mayor, City Council, City Clerk, Police and Fire Departments, and all City departments, boards, commissions and agencies. In this role he also served as the City's chief criminal prosecutor, and as a Commissioner of the Detroit Election Commission and Trustee of the City's Police and Fire Pension Board.

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Among his accomplishments as Corporation Counsel were:

- Reducing litigation payouts by nearly 50%, from a historic average of $30 million per year to $16 million in 2016
- Led and won the case ending 11 years of Department of Justice oversight of the Detroit Police Department, saving the City $86,000 per month and establishing the DPD as a constitutional policing agency
- Managed the City's legal process through the 2014 Chapter 9 bankruptcy proceedings
- Recouped $20 million from bankruptcy consultants for overbilling
- Created the Commercial Blight Unit to hold property owners accountable for compliance with City standards. This unit collected over $601,650 in judgments from non-compliant property owners, and never lost a case
- Created the Income Tax Unit to ensure citizens and businesses in the City pay their fair share for City services which collected over $5.3 million and never lost a case
- Created Project Clean Slate, a pioneering program in which 100 volunteer lawyers and 100 volunteer law students provide free legal representation in non-violent criminal expungements in exchange for the applicant agreeing to sign up for the City's job readiness program. The participating lawyers and law students in this project never lost a case
- Worked with the Duggan Administration and the City Council to write and implement the City's first medical marihuana ordinances which took effect March 1, 2016; and he oversaw regulation and compliance with the ordinances, alongside the Police Department and the Buildings Safety Engineering and Environmental Department, and defended the ordinances in court. The Law Department lost none of these cases

When he announced that he was stepping down from his position at City Hall to accept the position as Managing Partner of The Miller Law Firm Detroit, Mayor Duggan thanked Hollowell for his service and praised his accomplishments: "Under Butch Hollowell's leadership, not only has the city saved millions of dollars in lawsuit settlements that can be used for critical city services, his vigorous efforts to address the issues of commercial blight, illegal graffiti and illegal dumping have greatly improved the quality of life in Detroit's neighborhoods. It's no surprise The Miller Law Firm recognized Butch's outstanding abilities as a lawyer and administrator and recruited him to their team." City Council President Brenda Jones added, "I appreciate Butch Hollowell's service to the Detroit City Council. He represented us in key legislation, cut the flow of lawsuit payouts in half and worked to ensure the best interests of the city were protected. Under Butch's leadership, excellent legal advice was provided to City Council and we wish him well in this new chapter of his life."

Attorney Hollowell presently serves on the Board of the Directors of the City of Detroit's Downtown Development Authority, as a Mayoral appointee. He also serves on the Board of Directors of the City of Detroit Public Lighting Authority by joint appointment of the Mayor and the City Council.

Hollowell was appointed General Counsel for the 2018 Gretchen Whitmer for Michigan Governor primary campaign, and that same year served on Michigan Attorney General Dana Nessel's Transition Team. Hollowell served as Insurance Consumer Advocate for the State of Michigan by appointment of Governor Jennifer Granholm, now U.S. Secretary of Energy. He was appointed to Vice President Al

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Gore's litigation team in Miami (*pro hac vice*), under Kendall Coffey, during the 2000 Presidential Recount. He was elected the first African American Chairman of the Michigan Democratic Party, was a Member of the Democratic National Committee, and was elected to the Rules Committee of the 2016 Democratic National Convention.

In 1995 and again in 2018, Hollowell was appointed General Chairman of the Detroit Branch NAACP Fight for Freedom Fund Dinner, the largest sit-down dinner in the world, and the largest annual fundraiser for civil rights in the United States. He is a rare 2-time Chairman of this iconic event. Hollowell has served on the National NAACP Legal Committee by appointment of the Association's Chair.

Hollowell is admitted to practice before the United States Supreme Court, the U.S. Court of Appeals for the Sixth Circuit, the U.S. District Court for the Eastern District of Michigan, the U.S. District Court for the Western District of Michigan and the courts of the State of Michigan. He is a member of the State Bar of Michigan and the American Bar Association.

Hollowell received his Juris Doctor from the University of Virginia School of Law in 1984 where he was President of the Black Law Students Association. He received his Bachelor of Arts degree from Albion College in 1981 where he was elected commencement speaker. He is a graduate of the University of Detroit Jesuit High School and Academy, Class of 1977.

Hollowell was born at Tripler Army Hospital in Honolulu, Oahu, Hawaii, speaks Spanish, is a competitive tennis player, has traveled widely, and plays acoustic guitar. He has two children: Melvin III and Desiree, and three grandchildren: Jack, Allie, and Jordan. He lives in downtown Detroit.

Albion College, B.A., 1981

University of Virginia School of Law, J.D., 2011

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EMILY E. HUGHES, PARTNER

✉ EEH@millerlawpc.com

Emily E. Hughes is a partner at The Miller Law Firm. Ms. Hughes concentrates her practice in consumer class actions, complex commercial litigation, bankruptcy adversary proceedings and ERISA litigation.

Ms. Hughes routinely litigates complex commercial and business disputes, including cases involving breach of non-competition and non-solicitation agreements, shareholder oppression, fraudulent transfer claims and intellectual property disputes involving music royalties. Ms. Hughes has defended against U.S. Securities and Exchange Commission investigations and a U.S. Securities and Exchange Commission municipal securities enforcement action. She also has substantial experience with eDiscovery.

In 2015, Ms. Hughes was a member of the litigation team which obtained summary judgment on liability on behalf of a certified class of retirees against the Henkel Corporation in the United States District Court, Eastern District of Michigan for claims brought under the civil enforcement provisions of ERISA. *See Davidson v. Henkel Corp*., No. 12-cv-14103.

Ms. Hughes has been recognized as a "Rising Star" in Michigan Super Lawyers in the area of General Litigation for 2010-2014.

Ms. Hughes graduated cum laude from the University of Illinois College of Law in 2005, where she was nominated for the Rickert Award for Excellence in Trial Advocacy. She began her law school career at Syracuse University College of Law, where she received an award for Best Oralist in Appellate Advocacy in her legal writing section. Ms. Hughes received her Bachelor of Arts Degree in Political Science from the University of Michigan in 2001.

Prior to joining The Miller Law Firm, Ms. Hughes served as in-house counsel for a large labor organization from 2005 until 2007, where she conducted numerous arbitrations, handled matters involving the National Labor Relations Board, and conducted several training seminars on a variety of labor-management issues.

Ms. Hughes is admitted to practice in Michigan, the U.S. District Court of the Eastern District of Michigan and the Bankruptcy Court of the Eastern District of Michigan. She is currently a member of the Women Lawyers Association of Michigan.

University of Michigan, B.A., 2001

University of Illinois College of Law, J.D., 2005, *cum laude*

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DENNIS A. LIENHARDT, ASSOCIATE

✉ DAL@millerlawpc.com

Dennis Lienhardt litigates complex class action and commercial litigation cases, including consumer protection, data breach, product liability, environmental, ERISA, antitrust, and securities cases. He has prosecuted dozens of class actions on behalf of consumers in federal courts in Michigan, New York, California, Illinois, Ohio, Kanas, and Arkansas.

Mr. Lienhardt has served as a counsel of record for plaintiffs and class members in the following matters, among others, which resulted in significant settlements for consumers nationwide: (1) settlement of securities class action against pharmaceutical services company valued at over $14 million; (2) settlement of securities class action against OEM valued at over $14 million; and (3) settlement against OEM for misstating vehicle fuel efficiency.

Mr. Lienhardt received his law degree from Wayne State University Law School in 2016 after receiving the Jason L. Honigman Scholarship and the Bruce A. Miller Scholarship. While at Wayne Law he served as Editor-in-Chief of the Wayne Law Review and also received special accolades for his oral advocacy skills in Moot Court, including being chosen to represent Wayne Law at the Tulane Sports Law Moot Court Invitational in New Orleans. Prior to law school, Mr. Lienhardt received a Bachelor of Arts from the University of Michigan – Dearborn in 2013. While at UM-Dearborn, he served as President of the Student Government, President of the Political Science Association, was named a University "Distinguished Student Leader," and delivered the commencement address.

Mr. Lienhardt is involved in the Federal Bar Association and the Detroit Bar Association.

University of Michigan-Dearborn, B.A., 2013

Wayne State University Law School, J.D., 2016

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WILLIAM KALAS, ASSOCIATE

✉ WK@MillerLawPC.com

William Kalas is an associate at The Miller Law Firm. His practice currently focuses on complex commercial and class action litigation.

Mr. Kalas received his law degree from The University of Chicago in 2017. While in law school, he served as a judicial intern for the Honorable George Caram Steeh at the United States District Court for the Eastern District of Michigan. In addition, he was also a member of the Law School's Corporate Lab, where he had gained legal experience working with large commercial enterprises.

Mr. Kalas received his Bachelor of Arts degree in Philosophy from Oakland University in 2014, graduating *magna cum laude*. While at Oakland, he competed with the University's ethics debate team, qualifying for a national championship. He was also selected as an Oakland University Business Scholar.

Mr. Kalas is admitted to practice law in the State of Michigan.

Oakland University. B.A., 2014

University of Chicago Law School, J.D., 2017