

- All courts of the State of California
- The United States Court of Appeals for the Ninth Circuit
- The United States Court of Appeals for the Third Circuit
- The United States District Courts for the Southern, Central and Northern Districts of California
- The United States Court of Federal Claims

Mr. Johnson is also a member of the following professional organizations:

- The San Diego County Bar Association
- The Federal Bar Association
- The Litigation Section of the State Bar of California
- SD Regional Chamber of Commerce, Vice Chair Tech Comm. (2002-03, 2003-04, 2004-05)

Mr. Johnson completed the following trial advocacy programs:

- San Diego County District Attorney one-month misdemeanor jury trial program
- Louis M. Welsh American Inn of Court, one year program
- San Diego Inn of Court College of Advocacy, multi-week trial course
- San Diego Inn of Court College of Advocacy, multi-week evidence course

Following graduation from law school in 1994, Mr. Johnson served as a judicial law clerk for one year for the Honorable John S. Rhoades, a federal trial judge in the United States District Court for the Southern District of California.

**Education and Awards:** Mr. Johnson received his Juris Doctorate degree from Washington University School of Law in 1994, where he was in the top 10% of his class while in attendance. In his first year of law school, Mr. Johnson received the American Jurisprudence Award in Contracts. At both Washington University School of Law and the University of San Diego School of Law (where Mr. Johnson was a visiting student in his third year), Mr. Johnson won first place awards in each school's Moot Court Competition. He received his Bachelor of Science degree in Business Administration with an emphasis in Finance from San Diego State University in 1990, where he graduated second in his class major, with honors and *summa cum laude*.

## **BRETT M. WEAVER**

Mr. Weaver is one of the founding partners of Johnson & Weaver, LLP. Before forming Johnson & Weaver, LLP, Mr. Weaver was an associate at the mid-sized San Diego firms of Johnson Bottini, LLP, Butz Dunn DeSantis & Bingham and Mazzarella Dunwoody & Caldarelli.

**Areas of Practice:** In addition to complex business litigation, Mr. Weaver's practice areas include consumer class actions, securities litigation, professional-malpractice and malicious prosecution cases, employment law, and real-estate disputes. Mr. Weaver has also handled a number of anti-SLAPP cases arising from the exercise of free speech and petitioning activities. Mr. Weaver litigates cases in both state and federal court and has handled all aspects of litigation including mediation, arbitration, trial preparation, jury trials and appeals.

**Professional Qualifications and Activities:** Mr. Weaver is admitted in good standing with the following courts:

- All courts of the State of California
- The United States District Court for the Southern, Central and Northern Districts of California
- The United States Court of Appeals for the Ninth Circuit

Mr. Weaver completed the following trial advocacy programs:

- Louis M. Welch American Inn of Court, one year program
- San Diego Inn of Court, multi-week evidence course

During law school, Mr. Weaver served as a judicial extern for Justice Judith L. Haller at the California Court of Appeal (4th District, Division 1) and Hon. J. Richard Haden (Ret.) at the San Diego Superior Court.

**Education and Awards:** Mr. Weaver received his Juris Doctorate degree from the University of Arizona College of Law in 1999. Mr. Weaver actively participated in Moot Court and was named a member of the Moot Court Board, National Moot Court Team and was named the school's Most Outstanding Oral Advocate. Mr. Weaver graduated with honors from the University of Arizona in 1996, receiving a B.A. in Political Science.

## **SHAWN E. FIELDS**

**Areas of Practice:** Mr. Fields practices in securities and consumer fraud class action litigation and complex civil litigation. He has extensive experience in all aspects of trial practice and discovery, as well as mediation and trial preparation in state and federal court.

**Professional Qualifications and Activities:** Before joining Johnson & Weaver, LLP in August 2010, Mr. Fields was a litigation associate at the San Francisco office of Latham & Watkins, LLP. His practice focused primarily on defending corporate clients in complex civil litigation. Representative matters include:

- defending a Fortune 500 company in an antitrust SEC enforcement action;
- defending an executive in a white collar criminal action in federal court;
- defending a major corporation in a price-fixing class action in federal court; and
- defending a technology company in a patent infringement action in federal court.

Mr. Fields also managed Latham & Watkins' pro bono practice, during which time he represented numerous immigrant families seeking humanitarian relief in immigration court and regularly defended homeless criminal defendants in San Francisco Superior Court.

Mr. Fields also served for one year as the Tanzania Country Director for Asylum Access, a global refugee legal aid organization. In this role he supervised the legal representation of over 500 Congolese refugees and advanced significant legal and policy changes before the United Nations and government of Tanzania.

Mr. Fields is admitted to practice before all courts of the State of California and the United States District Courts for the Southern, Central, and Eastern Districts of California.

**Education:** Mr. Fields received his law degree magna cum laude from Boston University School of Law in 2007, where he served for two years on the Boston University Law Review. He received his Bachelor of Arts degree in Political Science from Yale University in 2003.

**Publications:** Constitutional Comparativism and the Eighth Amendment: How a Flawed Proportionality Requirement Can Benefit From Foreign Law, 86 B.U. L. Rev. 963 (October 2006).

The U.S. Response to Human Trafficking: An Unbalanced Approach, Women's Commission for Refugee Women and Children (May 2007) (substantive drafter; published by Latham & Watkins LLP).

Private Crimes and Public Forgiveness: Towards a Refined Restorative Justice Amnesty Regime, Intl. J. Civ. Soc. L., Vol. V, Issue II (April 2007) (online only).

Prisoner Access to the Courts and the Actual Injury Requirement: How the Standing Paradox in Lewis v. Casey Threatens the Future of Prisoners' "Most Fundamental Right" (April 2007) (presented at Northwestern University School of Law faculty workshop).

An Act Further Protecting Victims of Domestic Violence, House No. 30, Massachusetts General Assembly (2005-2006 Session); accompanied by supporting position paper The Urgent Need for Increased Law Enforcement Protection of Trafficking Victims of Domestic Violence, Signed into law as Chapter 418 of the Acts of 2006 (January 2007).

### **DAVID ELLIOT**

Mr. Elliot has brought and defended securities and shareholders' derivative actions, employment discrimination, products liability, consumers' rights, unfair competition, insurance bad faith and cost-recovery suits and environmental regulatory and enforcement actions. He has litigated large-scale consumer and toxic tort class actions, including the first litigation ever brought under the Multi-Party, Multi-Forum Trial Jurisdiction Act, the precursor to the Class Action Fairness Act.

Mr. Elliot has represented clients in the electronics, computer hardware and software, electrical power generation, telecommunications, food and beverage, and general manufacturing industries facing potential multi-billion dollar liabilities. Drawing on fifteen years of experience as a Fortune 50 executive and consultant prior to his legal career, he also maintains a practice in environmental regulatory compliance counseling and buy- and sell-side transactional due diligence.

Before joining Johnson & Weaver, LLP, Mr. Elliot was an associate with the firms of Baker & McKenzie and Skadden, Arps, Slate, Meagher & Flom LLP, currently listed as #1 and #2 on the 2011 AmLaw 100.

Areas of Practice: Mr. Elliot practices securities and general business litigation, consumer legal remedies and environmental law, and has represented clients in regulatory matters arising under Federal Clean Air Act, Clean Water Act, RCRA, CERCLA, TSCA, OSHA, and state-equivalent regulations.

Professional Qualifications: Mr. Elliot is admitted to practice in all the state courts of California, Illinois, and Massachusetts, in the Federal District Courts for the Southern District of California, Northern District of Illinois, District of Massachusetts, and the Seventh Circuit Court of Appeals.

Education: Mr. Elliot received his Juris Doctorate from the Chicago-Kent College of Law at the Illinois Institute of Technology. He graduated Magna cum laude, was on Law Review, Dean's List, Order of the Coif, and was awarded the Chicago-Kent Honors Scholarship. Mr. Elliot received AmJur(Cali) awards in Evidence, Contracts, Property, Products Liability, and Legal Writing. He also served as a Judicial Extern for the U.S. Federal District Court for the Northern District of Illinois.

Prior to his legal education Mr. Elliot received a Masters of Science from Harvard University and a Bachelors of Science from the University of California at Berkeley. As part of his Masters program, Mr. Elliot also attended classes at the Massachusetts Institute of Technology and Harvard's Kennedy School of Government and worked for the Harvard Program on Negotiation.

### **HEIDI S. BLOOMFIELD**

Areas of Practice: In addition to securities litigation, Ms. Bloomfield's practice areas include professional malpractice defense, employment law, elder law and product-liability litigation. Ms. Bloomfield has litigated cases in both state and federal court and has handled all aspects of litigation including mediation, trial preparation, jury trials and appeals.

Professional Qualifications and Activities: Ms. Bloomfield is admitted in good standing with the following courts:

- All courts of the State of California;
- The United States District Court for the Southern and Central Districts of California.

Ms. Bloomfield has completed the following trial advocacy programs:

- Louis M. Welch American Inn of Court, one year program;
- San Diego Inn of Court, multi-week evidence course.

Education and Awards: Ms. Bloomfield received her juris doctorate degree from the University of California, Hastings College of Law in 1999. During law school, Ms. Bloomfield served as a judicial extern for Justice Patricia Benke at the California Court of Appeal (4th District, Division 1) and the Hon. Fern M. Smith (Ret.) at the United States District Court for the Northern District of California.

## **REPRESENTATIVE MATTERS**

The attorneys at Johnson & Weaver, LLP, have been Lead Counsel, Co-Lead Counsel, or played a significant role in the following matters:

- *Rubin v. Reinhard, et al.*, Case No. 37-2008-00091039-CU-NP-CTL (Superior Court for the State of California, County of San Diego). Johnson & Weaver, LLP's predecessor firm was sole lead counsel in this derivative lawsuit. After the company filed a petition for relief under Chapter 7 of the Bankruptcy Code, the Bankruptcy Trustee retained Johnson & Weaver, LLP's predecessor firm as special litigation counsel to prosecute claims for breach of fiduciary duty against certain officers and directors. After several years of hard fought litigation, the Estate in Bankruptcy settled recovering \$3 million.
- *International Real Estate PLC v. Oaktree Capital Management, LLC, et al.*, Case No. BC 324973 (Superior Court for the State of California, County of Los Angeles). International Real Estate (a public company with shares listed on the London Stock Exchange) retained Johnson & Weaver, LLP's predecessor firm to pursue claims for breach of fiduciary duty against former directors of a joint venture company. That case involved alleged damages of approximately \$20 million and ultimately settled on favorable terms.
- *In re Brocade Communications, Systems, Inc. Derivative Litig.*, Case No. 1:05cv41683 (Superior Court for the State of California, County of Santa Clara). Johnson & Weaver, LLP's predecessor firm was Co-Lead Counsel in one of the highest-profile cases in the country challenging the award of backdated stock options by executive officers of Brocade. The case was filed in May 2005 and settled in 2010. On August 8, 2008, Johnson & Weaver, LLP's predecessor firm was retained as co-counsel to Brocade by the Special Litigation Committee of the Board of Directors of Brocade to help litigate the company's claims against ten former officers and directors of the company. An amended complaint was filed in federal court in San Francisco, and the case, *In re Brocade Communications Systems, Inc.*, Case No. 05-02233, is pending before the Honorable Charles R. Breyer in the United States District Court for the Northern District of California. After years of litigation, over \$24 million was recovered for the company.
- *In re the Titan Corp. Derivative Litig.*, Case No. GIC 832018 (Superior Court for the State of California, County of San Diego). Mr. Johnson was Co-Lead Counsel in the derivative lawsuit that involved claims against

Titan's officers and directors for breach of fiduciary duty. The claims were settled after plaintiffs negotiated \$29 million in increased consideration to Titan's shareholders in an all-cash merger acquisition.

- *Greenland Corp. v. Bonar, et al.*, Case No. GIC 842605 (Superior Court for the State of California, County of San Diego). Greenland Corporation, a public traded company located in San Diego, retained Johnson & Weaver, LLP's predecessor firm to pursue claims for breach of fiduciary duty against several former officers and directors. The case settled with a significant payment to Johnson Bottini's client.
- *In re Mentor Corp. Shareholder Litig.*, Case No. 1304537 (Superior Court for the State of California, County of Santa Barbara). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel (along with Coughlin, Stoa, Geller, Rudman & Robbins LLP) in this shareholder class action case which challenges the fairness of the tender offer submitted by Johnson & Johnson for all the public shares of Mentor Corp.
- *Nickell v. Shanahan et al.*, Case No. 4:07-cv-01406-SNL (United States District Court for the Eastern District of Missouri). Johnson & Weaver, LLP's predecessor firm was Lead Counsel in this shareholder derivative action challenging the backdating of stock options which occurred at Engineered Support Systems, Inc. The case is pending before Judge Limbaugh. In July 2008, two of the defendants, Michael F. Shanahan, Sr. and Gary C. Gerhardt, pled guilty in related criminal cases brought by the United States Department of Justice.
- *Green Meadows Partners, LLP v. Tompkinson (Impac Mortgage Securities Litig.)*, Case No. SACV 06-91 (United States District Court for the Central District of California), the Honorable Cormac Carney appointed Johnson & Weaver, LLP's predecessor firm Co-Lead counsel in a case where seven derivative complaints and competing motions for lead counsel had been filed. After a year and a half of litigation, Judge Carney approved the settlement agreement that required implementation of significant corporate therapeutic changes.
- *In re Dell, Inc. Derivative Litig.*, Case No. 1:06-cv-00839 (United States District Court for the Western District of Texas). By order dated March 1, 2007, the Honorable Sam Sparks appointed Johnson & Weaver, LLP's predecessor firm Co-Lead Counsel in this shareholder derivative action.



- *In re Sunterra Corp. Shareholder Litigation*, Case No. A525433 (Eighth Judicial District Court for the State of Nevada, County of Clark). Johnson & Weaver, LLP's predecessor firm was Co-Lead Counsel in this shareholder action challenging the fairness and disclosures made in SEC filings pertaining to a buyout offer for the company and certain actions by present and former officers and directors of Sunterra. The case was settled in 2007 when Sunterra agreed to file a supplemental filing with the United States Securities and Exchange Commission providing additional material information pertaining to the tender offer.
- *Deane v. Tombros et al. (NPS Pharmaceuticals Securities Litig.)*, Case No. 60913838 (Third Judicial District Court, Salt Lake City, Utah). Johnson & Weaver, LLP's predecessor firm was Lead Counsel in this shareholder derivative action filed against current and former officers and directors of NPS Pharmaceuticals, Inc. This matter was settled on terms that require the implementation of significant corporate therapeutic changes.
- *In re Ambac Financial Group, Inc. Derivative Litigation*, Case No. 08-CV-854 (United States District Court for the Southern District of New York). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel in this shareholder derivative action filed against current and former officers and directors of Ambac Financial Group, Inc. The matter was prosecuted vigorously until the company ultimately filed bankruptcy.
- *In re Heelys Inc. Derivative Litigation*, Case No. 07-CV-1682 (United States District Court for the Northern District of Texas). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel in this shareholder derivative action filed against current and former officers and directors of Heelys Inc. After more than a year of litigation and multiple mediations, this matter was recently settled on terms that require the implementation of significant corporate therapeutic changes.
- *In re Motorola, Inc. Derivative Litigation*, Case No. 07CH23297 (Circuit Court of Cook County, Illinois). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel in this shareholder derivative action filed against current and former officers and directors of Motorola, Inc. This matter is ongoing.
- *Baker v. Visa International Corp.*, Case No. 06cv0376 (Superior Court for the State of California, County of San Diego), Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel for this nationwide consumer class action that was filed in 2006 against Visa International Corp.

for wrongfully assessing undisclosed fees on consumers by manipulating the currency conversion rates when consumers used their Visa Card for purchases in other countries. This matter removed to federal court, and transferred by the Judicial Panel on Multidistrict Litigation to the United States District Court for the Southern District of New York to be coordinated with the *In re Currency Conversion Fee Antitrust Litigation*. The Court approved a settlement that provided for \$336 million for the class members.

## TESTIMONIALS

“There's no question in my mind that this settlement is in the best interest of this Estate. So I'm prepared to approve it. . . . But I want to compliment Mr. Johnson, and I want to compliment on the successful recovery for the Estate. The creditors thank you, and I thank you.” *In re Artes Medical, Inc.*, (Bankr. S.D. Cal., Case No. 08-12317-LT7) (approving a \$3 million settlement recovered for the estate of a bankrupt public company after the Chapter 7 Trustee retained Johnson & Weaver, LLP to pursue claims for breach of fiduciary against the directors). In approving the final award of attorneys' fees, Judge Taylor further stated: “The Court thanks Johnson & Weaver for its outstanding work on behalf of the Chapter 7 Trustee and the Estate.”

The Honorable Laura S. Taylor  
United States Bankruptcy Court Judge  
Southern District of California

Johnson & Weaver, LLP (“J&W”) has “demonstrated that they are qualified and experienced and are capable of acting as lead counsel.” “The Court is favorably impressed by J&W's presentation and knowledge” and “J&W's experience litigating shareholder derivative actions gives it a certain amount of pre-existing expertise.” *In re Oclaro, Inc. Derivative Litig.*, (N.D. Cal., Case No. C-11-3176 EMC) (appointing Johnson & Weaver, LLP, lead counsel in a complex shareholder derivative litigation in which three separate lawsuits were filed).

The Honorable Edward M. Chen  
United States District Court Judge  
Northern District of California

Johnson & Weaver, LLP's predecessor firm, Johnson Law Firm, is “exceptionally qualified and experienced.” *Greenmeadows Partners LLP v. Tomkinson, et al.*, C.D. Cal. Case No. SACV 06-91 CJC (appointing Johnson Law Firm lead counsel in a complex shareholder derivative litigation in which six separate lawsuits were filed).

The Honorable Cormac J. Carney  
United States District Court Judge  
Central District of California

As chairman of the board of a public company, my company was represented by Mr. Johnson and Mr. Weaver to pursue claims for breach of fiduciary duty for millions of dollars against former directors of a company formed in England. I have retained law firms throughout the world and found Johnson & Weaver's services to be superb. They were very responsive and grasped complex corporate matters involving international real estate transactions. They aggressively litigated my company's claims against several defendants who were represented by one of the largest law firms in the world. This case was very complex and complicated and involved three jurisdictions (U.S., Europe, and Sweden). They played an instrumental role in bringing the whole case to a successful settlement out of court. We ultimately reached a resolution short of trial with which I was very pleased.

Rolf L. Nordström  
Chairman of the Board  
International Real Estate PLC

While I was the Executive Vice President and Chief Financial Officer for a publicly traded company, I consulted Frank Johnson on various legal issues. As CFO I was responsible for SEC reporting requirements and compliance with GAAP. In addition, I successfully completed the public offering of the company's stock which was a consistent top performer on the NASDAQ from 1998 to 1999. During the ten years I've known him, I've been very impressed with Mr. Johnson's integrity, business acumen, and understanding of complex securities issues. Based upon these factors, I retained Mr. Johnson and Mr. Weaver to represent me in matters where it appeared that a public company's officers or directors engaged in fraudulent conduct to the detriment of the company's shareholders (of which I was one). As a former CFO for a public company and as a shareholder, I can say with confidence that this firm has proven to be aggressive and astute in identifying claims for fraudulent conduct in connection with the sale of publicly traded securities.

James Baker  
Chief Cost Reduction Officer  
DCI Solutions

While I was assistant general counsel for GNC Corporation, a publicly traded company at the time, I had the good fortune of working with Frank Johnson as GNC's lawyer. While he was at Sheppard Mullin, he successfully defended GNC in several matters, including a consumer class action and various business litigation matters. I have since left GNC Corporation and am now a partner at one of the largest law firms in the country. I have worked with both Mr. Johnson and

Mr. Weaver on various matters, including a jury trial in San Diego, California. Mr. Johnson proved to be an exceptional trial lawyer who assisted my firm in obtaining an outstanding verdict in our client's favor. I have recommended their services without reservation to both clients and lawyers who need highly skilled and effective representation.

Gerald J. Stubenhofer, Esq.  
Partner  
McGuire Woods LLP

In 2004, Axeus, Inc. was using Sheppard Mullin, a large law firm, for nearly all of its legal matters. When Frank Johnson, who was then a partner at Sheppard Mullin, announced that he was departing to start his own law firm, I did not hesitate in my decision to send all of Axeus's litigation work to Mr. Johnson. At the time, Axeus was embroiled in a huge legal battle involving more than 20,000 pages of evidence and millions of dollars. Mr. Johnson and Mr. Weaver helped Axeus successfully resolve that matter and have since handled several litigation matters for Axeus, all with outstanding results. I have worked with many different law firms over the years and I can say with confidence that Mr. Johnson is one of the best lawyers I've worked with. He understands what is important to his clients: excellent legal work and value. While other firms may be less expensive, Johnson & Weaver provides value for its fees.

Sean H. Mallean  
President & CEO  
Axeus, Inc.

Johnson Law Firm, one of the founding partners of Johnson & Weaver, LLP, was Awesome! They were professional, organized and as evidenced by juror testimonials following a one-week jury trial.... extremely effective. On claims for breach of contract and fraud, Johnson Law Firm won a 7 figure verdict for me and my company and I will forever be grateful. You never realize how important it is to have a good attorney until you need one!

Ronald T. Fricke  
President  
Healthy Life Marketing, LLC

I am the owner of Natural Energy, which was established in 1977 and is the largest solar energy company in the western United States. Although we have an exceptional reputation, as with any large company, legal disputes are sometimes inevitable. After using a number of law firms, for the past several years Natural

Energy has used Johnson & Weaver, LLP, for all of its business litigation matters, from general business disputes to successfully getting a baseless class action dismissed. Both Mr. Johnson and Mr. Weaver are aggressive, have a strong work ethic and, of utmost importance to me, have unquestionable integrity. I have the utmost faith and confidence in Johnson & Weaver, LLP.

Ted Mount  
Owner  
Natural Energy

**BIOGRAPHY OF BARRACK, RODOS & BACINE**

*Barrack, Rodos & Bacine* is extensively involved in complex class action litigation, including securities, antitrust and RICO matters, representing both plaintiffs and defendants. The Firm has significant leadership positions in complex litigation, having been appointed by courts as lead counsel in numerous class actions throughout the United States, including those brought pursuant to the provisions of the Private Securities Litigation Reform Act.

Among the many securities law, derivative and fiduciary duty cases where the Firm has been appointed lead counsel are the following:

*Pennsylvania Public School Employees' Retirement System v. Bank of America Corp., et al.*, Civil Action No. 1:11-cv-733-WHP, before the Honorable William H. Pauley, III, in the Southern District of New York;

*In re American International Group Inc. 2008 Securities Litigation*, Master File No. 08-CV-4772-LTS, before the Honorable Laura Taylor Swain in the Southern District of New York;

*In re WorldCom, Inc. Securities Litigation*, Master File No. 02-Civ-3288 (DLC), before the Honorable Denise L. Cote in the Southern District of New York;

*In re Cendant Corporation Litigation*, Master File No. 98-1664 (WHW), before the Honorable William H. Walls in the District of New Jersey;

*In re Apollo Group, Inc. Securities Litigation*, Master File No. CV 04-2147-PHX-JAT, before the Honorable James A. Teilborg in the District of Arizona;

*In re Merrill Lynch & Co., Inc. Securities, Derivative & ERISA Litigation*, Master File No. 07-cv-9633 (LBS)(AJP)(DFE), before the Honorable Jed S. Rakoff in the Southern District of New York;

*In re McKesson HBOC, Inc. Securities Litigation*, No. C-99-20743-RMW, before the Honorable Ronald M. Whyte in the Northern District of California;

*Waldrep v. ValueClick, Inc., et al.*, Case No. 07-05411 DDP (AJWx), before the Honorable Dean D. Pregerson in the Central District of California;

*In re The Mills Corporation Securities Litigation*, Civil Action No. 1:06-77 (GBL), before the Honorable Liam O'Grady in the Eastern District of Virginia;

*In re R & G Financial Corp. Securities Litigation*, No. 05 cv 4186, before the Honorable John E. Sprizzo in the Southern District of New York;

*In re Bridgestone Securities Litigation*, Master File No. 3:01-0017, before the Honorable Robert L. Echols in the Middle District of Tennessee;

*In re Daimler Chrysler Securities Litigation*, No. 00-0993, before the Honorable Joseph J. Farnan, Jr. in the District of Delaware;

*In re Schering-Plough Securities Litigation*, Master File No. 01-CV-0829 (KSH/RJH), before the Honorable Katherine Hayden in the District of New Jersey;

*In re Chiron Shareholder Deal Litigation*, Case No. RG 05-230567, before the Honorable Robert B. Freedman in the California Superior Court for Alameda County;

*In re AOL Time Warner Shareholder Derivative Litigation*, Master File No. 02-CV-6302 (SWK), before the Honorable Shirley Wohl Kram in the Southern District of New York;

*In re Apple Computer, Inc., Derivative Litigation*, Lead Case No. 1:06CV066692, before the Honorable Joseph H. Huber in the Superior Court of the State of California, County of Santa Clara;

*In re Computer Sciences Corporation Derivative Litigation*, Lead Case No.: 06-CV-5288 MRP (Ex), before the Honorable Mariana R. Pfaelzer in the Central District of California;

*Dennis Rice v. Lafarge North America, Inc., et al.*, Civil No. 268974-V, before the Honorable Michael D. Mason in the Circuit Court for Montgomery County, Maryland;

*In re Monster Worldwide, Inc.*, Master Docket No. 1:06-cv-04622, before the Honorable Naomi Reice Buchwald in the Southern District of New York;

*In re Quest Software, Inc. Derivative Litigation*, Lead Case No. 06-cv-751 Doc(Rnbx), before the Honorable David O. Carter in the Central District Of California, Southern Division;

*In re Verisign, Inc. Derivative Litigation*, Master File No.: C-06-4165-PJH, before the Honorable Phyllis J. Hamilton in the Northern District of California;



*In re Sunbeam Securities Litigation*, No. 98-8258-CIV-MIDDLEBROOKS, before the Honorable Donald M. Middlebrooks in the Southern District of Florida;

*In re Applied Micro Circuits Corp. Securities Litigation*, No. 01-CV-0649-K (AJB), before the Honorable Judith N. Keep in the Southern District of California;

*Jason Stanley, et al. v. Safeskin Corporation, et al.*, Lead Case No.: 99cv0454-BTM (LSP), before the Honorable Barry Ted Moskowitz in the Southern District of California;

*In re Hi/Fn, Inc. Securities Litigation*, Master File No. C-99-4531-SI, before the Honorable Susan Illston in the Northern District of California;

*In re Theragenics Corp. Securities Litigation*, No. 1:99-CV-0141 (TWT), before the Honorable Thomas W. Thrash in the Northern District of Georgia, Atlanta Division;

*Bell, et al. v. Fore Systems, Inc., et al.*, Civil Action No. 97-1265, before the Honorable Robert J. Cindrich in the Western District of Pennsylvania;

*In re Envoy Corp. Securities Litigation*, Civil Action No. 3-98-00760, before the Honorable John T. Nixon in the Middle District of Tennessee, Nashville Division;

*In re Paradyne Networks, Inc. Securities Litigation*, Case No. 8:00-CV-2057-T-17E, before the Honorable Elizabeth A. Kovachevich in the Middle District of Florida, Tampa Division;

*In re Ford Motor Co. Securities Litigation*, No. 00-74233, before the Honorable Avern Cohn in the Eastern District of Michigan, Southern Division;

*Smith v. Harmonic, Inc., et al.*, No. C-00-2287 PJH, before the Honorable Phyllis J. Hamilton in the Northern District of California;

*Smith, et al. v. Electronics For Imaging, Inc., et al.*, No. C-97-4739-CAL, before the Honorable Charles A. Legge in the Northern District of California; and

*Allan Zishka, et al. vs. American Pad & Paper Company, et al.*, Civil Action No. 3:98-CV-0660-D, before the Honorable Sidney A. Fitzwater in the Northern District of Texas, Dallas Division.

The firm has also been appointed lead counsel or to the leadership group in many antitrust law class action cases including:

*In re New Jersey Title Insurance Litigation*, No. 2:08-cv-01425-PGS-ES, the Honorable Peter G. Sheridan in the District of New Jersey;

*In re Automotive Paint Refinishing Antitrust Litigation*, MDL No. 1426 the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania;

*In re Publication Paper Antitrust Litigation*, Docket No. 3:04 MDL 1631 (SRU), the Honorable Stefan R. Underhill in the District of Connecticut;

*Brookshire Brothers, Ltd., et al. v. Chiquita Brands International, Inc., et al.*, Lead Case No. 05-21962-Cooke/Brown, the Honorable Marcia G. Cooke in the Southern District of Florida, Miami Division;

*Thomas & Thomas Rodmakers, Inc. v. Newport Adhesives and Composites, Inc., et al.* (Carbon Fiber Antitrust Litigation), No. CV-99-07796-GHK(Ctx), the Honorable Florence Marie Cooper in the Central District of California, Western Division;

*In re Graphite Electrodes Antitrust Litigation*, Master File No. 97-CV-4182(CRW), the Honorable Charles R. Weiner in the Eastern District of Pennsylvania;

*In re Flat Glass Antitrust Litigation*, Master Docket Misc. No. 970550, MDL No. 1200, the Honorable Donald E. Ziegler in the Western District of Pennsylvania;

*In re Sorbates Antitrust Litigation*, Master File No. C 98-4886 MCC, the Honorable William H. Orrick, Jr. in the Northern District of California;

*In re Sodium Gluconate Antitrust Litigation*, No. C-97-4142CW, the Honorable Claudia Wilken in the Northern District of California;

*In re: Metal Building Insulation Antitrust Litigation*, Master File No. H-96-3490, the Honorable Nancy F. Atlas in the Southern District of Texas;

*In re Carpet Antitrust Litigation*, MDL No. 1075, the Honorable Harold L. Murphy in the Northern District of Georgia, Rome Division;

*In re Citric Acid Antitrust Litigation*, Master File No. 95-2963, the Honorable Charles A. Legge in the Northern District of California;

*Capital Sign Company, Inc. v. Alliance Metals, Inc., et al.*, Civil Action No. 95-CV-6557 (LHP), the Honorable Louis H. Pollak in the Eastern District of Pennsylvania;

*Plastic Cutlery Antitrust Litigation*, Master File No. 96-728, the Honorable Joseph L. McGlynn in the Eastern District of Pennsylvania;

*In re Residential Doors Antitrust Litigation*, MDL Docket No. 1039, the Honorable Raymond J. Broderick in the Eastern District of Pennsylvania;

*In re Plastic Tableware Antitrust Litigation*, Master File No. 94-CV-3564, the Honorable Daniel H. Huyett, 3<sup>rd</sup> in the Eastern District of Pennsylvania;

*Uniondale Beer Co., Inc. v. Anheuser-Busch, Inc., et al.*, Civil Action No. CV 86-2400(TCP), the Honorable Thomas C. Platt, Jr. in the Eastern District of New York;

*Fisher Brothers, v. Cambridge-Lee Industries, Inc., et al.*, Master File No. 82-4921, the Honorable Norma L. Shapiro in the Eastern District of Pennsylvania;

*In re D.C. Soft Drinks Antitrust Litigation*, Civil Action No. 86-2974, Honorable Stanley Sporkin in the District of Columbia;

*Cumberland Farms, Inc., et al. v. Browning-Ferris, Industries, Inc., et al.*, Civil Action No. 87-3717, the Honorable Louis C. Bechtle in the Eastern District of Pennsylvania; and

*In re Chlorine & Caustic Soda Antitrust Litigation*, Master File No. 86-5428, the Honorable Louis C. Bechtle in the Eastern District of Pennsylvania.

The Firm has extensive experience in trying to a jury nationwide class actions: *In re WorldCom, Inc. Securities Litigation*, Master File No. 02-Civ-3288 (DLC) (Southern District of New York) (2005 jury trial against accounting firm Arthur Andersen); *In re Apollo Group, Inc. Securities Litigation*, Master File No. CV-04-2147-PHX-JAT (District of Arizona) (jury verdict for the full amount per share requested, recovering \$145 million); *Gutierrez v. Charles J. Givens Organization, et al.*, Case No. 667169 (Superior Court of California, County of San Diego) (jury verdict in excess of \$14 million for plaintiff consumer class); *In re Control Data Corporation Securities Litigation*, 933 F.2d 616 (8th Cir. 1991); *Gould v. Marlon*, CV-86-968-LDG (D. Nev.) (jury verdict for plaintiff class); *Herskowitz v. Nutri/System, et al.*, 857 F.2d 179 (3rd Cir. 1988); and *Betanzos v. Huntsinger*, CV-82-5383 RMT (C.D. Cal.) (jury verdict for plaintiff class).

*Leonard Barrack*, senior partner in Barrack, Rodos & Bacine, is a graduate of Temple University Law School (J.D. 1968) where he was Editor in Chief of the Temple Law Reporter. Mr. Barrack has been practicing in the area of securities class and derivative actions, and corporate litigation generally, for more than 35 years, during which time he has analyzed laws and provided advice on issues relevant to pension fund boards of trustees. He was admitted to the bar of the Supreme Court of Pennsylvania in 1969, and is also a member of the bars of the U.S. Supreme Court, the U.S. Court of Appeals for the Third Circuit, the U.S. District Court for the Eastern District of Pennsylvania, and other federal circuit courts.

Mr. Barrack was appointed co-lead counsel in *In re WorldCom, Inc. Securities Litigation*, before the Honorable Denise L. Cote in the Southern District of New York. As counsel in *WorldCom*, Mr. Barrack was responsible for guiding both the vigorously prosecuted litigation - including the four-week trial against Arthur Andersen - as well as negotiating the ground-breaking settlements totaling more than \$6.13 billion with WorldCom's underwriters, its outside directors, and Arthur Andersen, in the midst of trial. He was also co-lead counsel in *In re Cendant Corporation Litigation*, before the Honorable William H. Walls in the District of New Jersey, at \$3.1 billion, the third largest securities class action settlement in history; *In re McKesson HBOC, Inc. Securities Litigation*, before the Honorable Ronald M. Whyte in the Northern District of California, which settled for \$1.0425 billion; *In re Sunbeam Securities Litigation*, before the Honorable Donald M. Middlebrooks in the Southern District of Florida, among many others.

Mr. Barrack has had extensive trial and deposition experience in complex actions including the successful trial of derivative lawsuits under Section 14(a) of the Securities Exchange Act of 1934; *Gladwin v. Medfield*, CCH Fed. Sec. L. Rep. ¶95,012 (M.D. Fla. 1975), *aff'd*, 540 F.2d 1266 (5th Cir. 1976); *Rafal v. Geneen*, CCH Fed. Sec. L. Rep. ¶93,505 (E.D. Pa. 1972). In addition, Mr. Barrack has lectured on class actions to sections of the American and Pennsylvania Bar Association and is the author of Developments in Class Actions, *The Review of Securities Regulations*, Volume 10, No. 1

(January 6, 1977); Securities Litigation, Public Interest Practice and Fee Awards, Practising Law Institute (March, 1980).

*Gerald J. Rodos*, partner in Barrack, Rodos & Bacine, is a graduate of Boston University (B.A. 1967) and an honor graduate of the University of Michigan Law School (J.D. Cum Laude 1970). Mr. Rodos has been practicing in the area of securities class and derivative actions, and corporate litigation generally, for more than 35 years, during which time he has analyzed laws and provided advice on issues relevant to pension fund boards of trustees. He was admitted to the bar of the Supreme Court of Pennsylvania in 1971, and is also a member of the bars of the Supreme Court of the United States, the U.S. Court of Appeals for the Third Circuit, the U.S. District Court for the Eastern District of Pennsylvania, and other federal circuit courts.

Mr. Rodos has been appointed lead counsel, *inter alia*, in *Payne, et al. v. MicroWarehouse, Inc., et al.*, before the Honorable Dominic J. Squatrito in the District of Connecticut; *In re Sunbeam Securities Litigation*, pending before the Honorable Donald M. Middlebrooks in the Southern District of Florida; *In re Regal Communications Securities Litigation*, before the Honorable James T. Giles in the Eastern District of Pennsylvania; *In re Midlantic Corp. Shareholders Securities Litigation*, before the Honorable Dickinson R. Debevoise in the District of New Jersey; *In re Craftmatic Securities Litigation*, before the Honorable Joseph L. McGlynn, Jr. in the Eastern District of Pennsylvania; *In re New Jersey Title Insurance Litigation*, Case No. 2:08-cv-01425-PGS-ES, before the Honorable Peter G. Sheridan in the District of New Jersey; *In re Automotive Refinishing Paint Antitrust Litigation*, Case No. 2:01-cv-02830-RBS, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania; and *In re Publication Paper Antitrust Litigation*, Docket No. 3:04 MD 1631 (SRU), before the Honorable Stefan R. Underhill in the District of Connecticut, among many others. Mr. Rodos also represented the lead plaintiff in the *WorldCom* litigation.

Mr. Rodos is the co-author of Standing To Sue Of Subsequent Purchasers For Antitrust Violations -- The Pass-On Issue Re-Evaluated, 20 S.D.L. Rev. 107 (1975),

and Judicial Implication of Private Causes of Action: Reappraisal and Retrenchment, 80 Dick. L. Rev. 167 (1976).

*Daniel E. Bacine*, partner in Barrack, Rodos & Bacine, is a graduate of Temple University (B.S. 1967) and of Villanova University School of Law (J.D. 1971), where he was an Associate Editor of the Law Review and a member of the Order of the Coif. Mr. Bacine has been practicing in the area of securities class and derivative actions, and corporate litigation generally, for more than 30 years, during which time he has analyzed laws and provided advice on issues relevant to pension fund boards of trustees. He was admitted to the bar of the Supreme Court of Pennsylvania in 1971, and is also a member of the bars of the U.S. Court of Appeals for the Third Circuit and the U.S. District Court for the Eastern District of Pennsylvania.

Mr. Bacine is an experienced civil litigator in both the federal and state courts, having tried jury and non-jury securities and other commercial cases, including cases involving disputes between securities brokerage firms and their customers. He has been lead or co-lead counsel in various class actions, including, *inter alia*, *In re American Travellers Corp. Securities Litigation*, in the Eastern District of Pennsylvania; *Kirschner v. CableTel Corp.*, in the Eastern District of Pennsylvania; *Lewis v. Goldsmith*, in the District of New Jersey; *Crandall v. Alderfer* (Old Guard Demutualization Litigation), in the Eastern District of Pennsylvania; and *Rieff v. Evans* (Allied Mutual Demutualization Litigation) in the District Court of Polk County, Iowa.

*William J. Ban*, partner in Barrack, Rodos & Bacine, is a graduate of Brooklyn Law School (J.D. 1982) and Lehman College of the City University of New York (A.B. 1977). Over the past twenty-five years, Mr. Ban's practice of law has focused on securities, antitrust and consumer class action litigation on behalf of plaintiffs and he has participated as lead or co-lead counsel, on executive committees and in significant defined roles in scores of major class action litigations in federal and state courts throughout the country, including, more recently, *In re WorldCom, Inc. Securities Litigation*, Master File No. 02-Civ-3288 (DLC), before the Honorable Denise L. Cote in

the Southern District of New York, and *In re Automotive Refinishing Paint Antitrust Litigation*, MDL Docket No. 1426, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania. Mr. Ban is admitted in New York and Pennsylvania and is a member of the New York City Bar Association and the New York State Bar Association.

*Jeffrey A. Barrack*, partner in Barrack, Rodos & Bacine, has represented plaintiffs in securities fraud, antitrust and other class actions since joining the firm in 1996. He also has represented both plaintiff and defendant individual and corporate clients in environmental, consumer and business tort litigation in both state and federal courts. Before joining the firm, Mr. Barrack served under the Philadelphia District Attorney and the United States Attorney assisting in the prosecution of complex white-collar crime in the Eastern District of Pennsylvania. He has been admitted into the First Judicial District of Pennsylvania's Pro Bono Roll of Honor as an attorney whose "work has been recognized by the judiciary as exemplary."

At BR&B, Mr. Barrack was a principal member of the litigation team in *In re WorldCom, Inc. Securities Litigation*, Master File No. 02-Civ-3288 (DLC), before the Honorable Denise L. Cote of the United States District Court for the Southern District of New York. He served as the lead attorney on auditing and accounting issues in the case and participated in the four week trial of the only non-settling defendant, WorldCom's former auditor Arthur Andersen LLP. Mr. Barrack also served as a trial attorney in *In re Apollo Group Inc. Securities Litigation*, Master File No. CV-04-2147 PHX-JAT, before the Honorable James A. Teilborg of the United States District Court for the District of Arizona. The *Apollo Group* federal jury trial, which lasted over 3 months, ended in a unanimous verdict for investors in January 2008.

Mr. Barrack has been an important member of many successful litigation teams for the firm. He participated in the prosecution of *In Re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation*, Master File No. 1:07-cv-9633-JSR-DFE, before the Honorable Judge Jed S. Rakoff, in the Southern District of New York, which resulted in a \$475 million settlement, the largest settlement with an investment bank that sold collateralized debt obligations; *In re McKesson HBOC, Inc. Securities Litigation*, No. C-99-

20743-RMW, before the Honorable Ronald M. Whyte in the Northern District of California, which resulted in more than \$1.04 billion for investors from defendants, including Bear Stearns, the investment bank that issued a fairness opinion on the merger that was the subject of the action; *In re DaimlerChrysler AG Securities Litigation*, Master Docket No. 00-0993 (JJF), before the Honorable Joseph J. Farnan, Jr. in the District of Delaware, involving the purported "merger of equals" between Daimler Benz and Chrysler Corporation; *In re Sunbeam Securities Litigation*, No. 98-8258-CIV-MIDDLEBROOKS, before the Honorable Donald M. Middlebrooks in the Southern District of Florida, which included a record breaking \$110 million settlement with Arthur Andersen and one of the largest individual securities settlements (\$15 million) from the company's former chief executive officer, "Chainsaw" Al Dunlap; and *In re Citric Acid Antitrust Litigation*, Master File No. 95-2963, before the Honorable Charles A. Legge in the Northern District of California. Mr. Barrack is currently a member of the team litigating *In re The Mills Corporation Securities Litigation*, Civil Action No. 1:06-cv-00077 (LO/TRJ), before the Honorable Liam O'Grady, in the Eastern District of Virginia, which has settled with the defendant real estate investment trust corporation, its officers and directors, its auditor, Ernst & Young, and a foreign real estate development company, for \$202.75 million, the largest recovery ever in the Eastern District of Virginia.

Mr. Barrack has successfully advocated corporate governance and excessive executive compensation reforms through shareholder rights claims asserted in direct and derivative cases alleging corporate directors' breaches of fiduciary and other legal duties. Most recently, Mr. Barrack was a principal member of the litigation team in *Resnick v. Occidental Petroleum, et al.*, Case No. 10-cv-00390, before the Honorable Robert F. Kelly, presiding by special designation in the District of Delaware, which resulted in benefits described by the Court as "meaningful change" to the company's executive compensation and reporting policies and practices that "affords valuable consideration to Occidental and its shareholders."

Mr. Barrack has lectured on private securities litigation at the Beasley



School of Law at Temple University, and has been a featured columnist on securities litigation in *The Legal Intelligencer*, the oldest law journal in the United States, and has written on trial practice for the *American Journal of Trial Advocacy*.

*Stephen R. Bassler*, partner in Barrack, Rodos & Bacine, is a graduate of the American University, Washington D.C. (1973, B.A., English Literature with Honors) and Temple University School of Law, Philadelphia, Pennsylvania (1976, J.D., *cum laude*), where he was awarded the honor of "Highest Grade and Distinguished Class Performance" by its nationally renowned clinical trial litigation program. Mr. Bassler, the head of our San Diego, California, office, has been practicing in the area of securities class and derivative actions, and corporate litigation generally, for over 30 years, during which time he has analyzed laws and provided advice on issues relevant to pension fund boards of trustees. He was admitted to the bars of the Supreme Court of Pennsylvania in 1976, and the Supreme Court of California in 1985. He is also a member of the bars of a number of federal circuit courts of appeal and district courts.

Mr. Bassler is an experienced civil litigator in federal and state courts and has successfully tried numerous civil jury and non-jury cases to verdict. In addition to litigating product liability, medical malpractice, catastrophic injury, mass toxic tort and complex business disputes, Mr. Bassler has extensive experience prosecuting securities class actions, including actions against Pfizer, Inc., Procyte Corp., Wall Data Corp., Louisiana-Pacific Corp., Samsonite Corp., TriTeal Corp., Sybase, Inc., Silicon Graphics, Inc., Orthologic Corp., Adobe, PeopleSoft, Inc., Safeskin Corp., Bridgestone Corp., Harmonic, Inc., 3Com Corp., Dignity Partners, Inc., Daou, Simulation Sciences, Inc., and Informix Corporation. Mr. Bassler represented lead plaintiff the Florida State Board of Administration in *In re Applied Micro Circuits Corp. Securities Litigation*, Lead Case No. 01-cv-0649-K (AJB), which settled for \$60 million, one of the largest recoveries in a securities class action in the Southern District of California since passage of the PSLRA. He also acted as co-lead counsel for lead plaintiff the NYSCRF in *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. CV-99-20743 RMW, which settled for a total of \$1.0425 billion from all defendants.

Mr. Bassler was the lead attorney in *In re Chiron Shareholder Deal Litigation*, Case No. RG 05-230567, before the Honorable Robert B. Freedman in the California Superior Court for Alameda County, in which an outstanding result was achieved for the shareholder class, securing a settlement valued in excess of \$800 million. Mr. Bassler was the lead trial attorney in *In re Apollo Group Inc. Securities Litigation*, Master File No. CV-04-2147 PHX-JAT (District of Arizona), before the Honorable James A. Teilborg, which was tried to a federal jury from November 2007 until the jury returned a unanimous verdict for investors on January 16, 2008, ultimately recovering \$145 million.

Mr. Bassler has prosecuted, as a lead counsel, derivative shareholder actions on behalf of and for the benefit of nominal corporate entities such as Pfizer, Apple, Nvidia and Quest, achieving significant corporate governance therapeutics on behalf of those entities.

Mr. Bassler is also vigorously pursuing the rights of the elderly, serving as a co-lead counsel in actions against insurance companies that target senior citizens in the sale of deferred equity – indexed annuities.

Mr. Bassler has shared his knowledge of securities litigation and corporate governance with the nation's institutional investors by publishing articles in the BR&B Bulletin such as "*Study Says Class Actions NOT Out of Control*" Volume 8, Spring 2004; "*Court Protects Institutional Lead Plaintiff From Unreasonable Discovery In Securities Class Actions*," Volume 7, Fall 2003; "*Court Approves 'Exceptional' Safeskin Settlement: Institutional Lead Plaintiff Commended*" Volume 7, Fall 2003; "*The Sarbanes-Oxley Act of 2002: A Good Start for Investors*" Volume 5, Fall 2002; "*California Court Closes Major Loophole in State Securities Laws*" Volume 1, 2002; and "*Samsonite Settles Securities 'Baggage'*" Volume 1 Second Quarter 2000.

Mr. Bassler was a co-author of an article published in the American Association of Justice Quarterly Newsletter, Fall 2009, entitled "Securities Litigation in the Wake of the Sub-Prime Crisis". He has also lectured on the topic of securities related litigation and shareholder issues in the wake of the derivative securities, toxic debt portfolio and real estate mortgage default related global economic crisis of 2008, at the American

Association of Justice, Winter Convention, February 2010, and presented on the topic of "Securities Litigation" at the Federal Judicial Center's Mediation Workshop for Judges of the Ninth Circuit on February 1, 2011.

*Chad A. Carder*, an associate in Barrack, Rodos & Bacine is an honors graduate of The Ohio State University (B.A. Political Science 1999), and College of William and Mary, Marshall-Wythe School of Law (J.D. 2002), where he was a Graduate Research Fellow and served on the William and Mary Moot Court Board. From 2002 to 2003, Mr. Carder served as the law clerk to the Honorable Michael J. Hogan of the New Jersey Superior Court.

Mr. Carder concentrates his practice on federal securities class action litigation, is experienced in representing both institutional investor plaintiffs and individual defendants, and has been a member of the teams that have litigated major securities class actions to their landmark conclusions. Representative cases include: *In re WorldCom, Inc. Securities Litigation*, Master File No. 02-Civ-3288 (DLC), before the Honorable Denise L. Cote in the Southern District of New York; *In re Schering-Plough Securities Litigation*, Master File No. 01-CV-0829 (KSH/RJH), before the Honorable Katherine Hayden in the District of New Jersey; *In re The Loewen Group Inc. Securities Litigation*, Case No. 2:98-cv-06740-TON, before the Honorable Thomas N. O'Neill, Jr., in the Eastern District of Pennsylvania; *Mould v. PainCare Holdings, Inc. et al.*, Case No. 6:06-cv-362-Orl-28DAB, before the Honorable John Antoon II in the Middle District of Florida; *Pennsylvania Public School Employees' Retirement System v. Qwest Communications International, Inc. et al.*, Civil Action No. 1:06-cv-01788-REB, before the Honorable Robert E. Blackburn in the District of Colorado; *In re Royal Ahold Securities & "ERISA" Litigation*, Case No. 1:03-MD-01539-CCB, before the Honorable Catherine C. Blake in the District of Maryland; *Eastwood Enterprises, LLC v. Farha, et al.*, Case No. 8:07-cv-1940-T-33EAJ, before the Honorable Virginia M. Hernandez Covington in the Middle District of Florida; *Waldrep v. ValueClick, Inc. et al.*, Case No. 2:07-cv-05411-DDP-AJW, before the Honorable Dean D. Pregerson in the Central District of California; *In re RAIT Financial Trust Securities Litigation*, Master File No. 2:07-cv-03148-LDD, before the Honorable

Legrome D. Davis in the Eastern District of Pennsylvania; and *In re The Mills Corporation Securities Litigation*, Civil Action No. 1:06-cv-00077 (LO/TJR), before the Honorable Liam O'Grady in the Eastern District of Virginia.

Mr. Carder's complex civil litigation practice has also included the litigation of several antitrust class actions, corporate takeover class and derivative actions, shareholder derivative actions in various state and federal courts, including those arising out of instances of improper stock option backdating, and policyholder actions against insurance companies. Representative cases include: *Rieff v. Evans*, Civil Action No. CE 35780, before the Honorable Donna Paulsen in the District Court of Iowa, Polk County; *In re Automotive Refinishing Paint Antitrust Litigation*, Case No. 2:01-cv-02830-RBS, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania; *In re Stone Energy Corporation Shareholder Derivative Litigation*, Civil Action No. 05-2166, before the Honorable Tucker L. Melancon in the Western District of Louisiana; *In re NVIDIA Corp. Derivative Litigation*, Case No. 4:06-cv-06110-SBA, before the Honorable Sandra Brown Armstrong in the Northern District of California; *In re Sovereign Bancorp. Inc. Shareholders Litigation*, Case No. 2587, before the Honorable Mark I. Bernstein in the Court of Common Pleas for Philadelphia County; *In re Flat Glass Antitrust Litigation (II)*, Civil Action No. 2:08-mc-00180-DWA, before the Honorable Donetta W. Ambrose in the Western District of Pennsylvania; and *In re New Jersey Title Insurance Litigation*, Case No. 2:08-cv-01425-PGS-ES, before the Honorable Peter G. Sheridan in the District of New Jersey.

Mr. Carder has published in his field. He is the author of *Ruling on Admissibility of WorldCom Restatement Could Have Broad Implications*, *Barrack Bulletin*, Vol. 9 (Fall 2005).

*Alexander Arnold Gershon*, partner in Barrack, Rodos & Bacine, is a graduate of the Georgia Institute of Technology (B.S. 1962), Emory University School of Law (L.L.B. 1964) and New York University (L.L.M. 1964). For more than 35 years, Mr. Gershon's practice has focused on representing plaintiffs in cases arising under the federal securities laws, state corporations laws, and similar kinds of matters in class

actions, individual actions, and stockholders' derivative actions in the state and federal courts.

Mr. Gershon is an experienced civil litigator in federal and state courts and has contributed to the jurisprudence of class action settlements in cases such as *National Super Spuds, Inc. v. New York Mercantile Exchange*, 660 F.2d 9 (2d Cir. 1981); has helped to establish important standards in shareholder derivative actions: *Seinfeld v. Barrett*, 2006 WL 890909 (D. Del. 2006), and *Vides v. Amelio*, 265 F.Supp.2d 273 (S.D.N.Y. 2003) (exceptions to the demand requirement in stockholders' derivative actions); *Lewis v. Vogelstein*, 699 A.2d 327 (Del.Ch. 1997), and *Kaufman v. Beal*, 1983 WL 20295 (Del.Ch. 1983) (standards for executive compensation); and contributed to the establishment of the standards of required disclosure under the federal securities laws when corporate stockholders are solicited to approve executive bonus plans seeking tax benefits under the Internal Revenue Code in *Shae v. Saper*, 320 F.3d 373 (3d Cir. 2003).

Mr. Gershon has successfully advocated corporate governance and excessive executive compensation reforms through shareholder rights claims asserted in direct and derivative cases alleging corporate directors' breaches of fiduciary and other legal duties. Most recently, Mr. Gershon led the litigation team in *Resnick v. Occidental Petroleum, et al.*, Case No. 10-cv-00390, before the Honorable Robert F. Kelly, presiding by special designation in the District of Delaware, which resulted in benefits described by the Court as "meaningful change" to the company's executive compensation and reporting policies and practices that "affords valuable consideration to Occidental and its shareholders."

*Jeffrey B. Gittleman*, a partner in Barrack, Rodos & Bacine, is an honors graduate of Tulane University (B.A. Political Science 1993), and Temple University School of Law (J.D. 1996), where he served on the Moot Court Honors Society. Mr. Gittleman has been named a Pennsylvania Rising Star by *Philadelphia Magazine* and *Pennsylvania Super Lawyers* in 2006, 2007 and 2008. He is active in community affairs and currently serves on the Board of the Anti-Defamation League.

Mr. Gittleman concentrates his practice on complex litigation and specializes in antitrust and securities litigation. Over the past decade, he has served in leadership roles in numerous antitrust cases, and has secured multi-million dollar recoveries against the manufacturers or producers of carbon fiber, automotive refinishing paint, graphite electrodes, flat glass, sodium gluconate, sorbates, polypropylene and nylon carpet, and metal building insulation. Currently, Mr. Gittleman is active in the following antitrust cases, among others: *In re Fasteners Antitrust Litigation*, MDL Docket No. 1912 (E.D. Pa.); *In re New Jersey Title Insurance Antitrust Litigation*, No. 08-1425(PGS) (D.N.J.); *In re Aftermarket Filters Antitrust Litigation*, No. 1:08-cv-4883 (N.D. Ill.); *In re Flat Glass (II) Antitrust Litigation*, No. 2:08-mc-00180 (W.D. Pa.); *In re Pressure Sensitive Labelstock Antitrust Litigation*, No. 3:03-mdl-01556 (M.D. Pa.); *In re Publication Paper Antitrust Litigation*, No. 3:04 MD 1631 (SRU) (D. Conn.); *In re Urethane Antitrust Litigation (Polyether Polyol Cases)*, No. 04-md-1616-JWL (D. Kan.); and *Standard Iron Works v. Arecelormitta*, No. 1:08-cv-05214 (N.D. Ill.)

In addition to representing plaintiffs in antitrust class actions, Mr. Gittleman also has an active securities litigation practice. He has represented the Florida State Board of Administration in *In re Schering-Plough Securities Litigation* and the Iowa Public Employees' Retirement System in *In re Mills Securities Litigation* he is currently prosecuting *In re American International Group, Inc. 2008 Securities Litigation*, before the Honorable Laura Taylor Swain in the Southern District of New York. Previously, Mr. Gittleman served as the lead trial attorney in *Meikrantz v. Janney Montgomery Scott, et al.*, where he obtained a substantial award for his shareholder clients, and was part of the trial team that represented Iridian Technologies, Inc. and its common shareholder-elected directors in *Equity Asset Investment Trust, Inc. v. John Daugman, et al.*

*Jeffrey W. Golan*, a partner in Barrack, Rodos & Bacine, joined the firm in 1990. Mr. Golan graduated with honors from Harvard College in 1976 with a degree in Government. After working as an aide to Senator Edward W. Brooke, he attended the joint degree program in law and foreign service at Georgetown University. Mr. Golan

graduated from the Georgetown University Law Center in 1980, where he also served as the Articles Editor for the school's international law review, and from the School of Foreign Service, with a Master's of Science Degree in Foreign Service. In 1980, he received the Francis Deák Award from the American Society of International Law for the year's best student writing in an international law journal. Mr. Golan served as a Law Clerk for the Honorable Edwin D. Steel, Jr., a United States District Court Judge in the District of Delaware, from 1980 to 1981, and thereafter joined a large firm in Philadelphia, where he concentrated on commercial litigation, including the representation of plaintiffs and defendants in federal securities and antitrust cases.

Since joining BR&B, Mr. Golan has been BR&B's primary attorney in many major securities fraud cases. Of particular note, he served as BR&B's lead attorney in the WorldCom securities fraud class action – a prosecution that yielded a record-breaking recovery of more than \$6.13 billion for defrauded investors – one of the most notable fraud cases ever to go to trial. In April 2005, Mr. Golan was a lead member of the trial team that took the only non-settling defendant, WorldCom's former auditor Arthur Andersen LLP, to trial. Andersen agreed to settle in the fifth week of trial, shortly before closing arguments.

Mr. Golan also served as BR&B's primary attorney for the landmark *Cendant* case, in which the previously highest recovery ever achieved in a securities fraud class case was achieved (\$3.18 billion), for the *DaimlerChrysler* case (\$300 million obtained for the class), for the *Mills Corporation* case (\$202.5 million obtained for the class) as well as in cases against Employee Solutions, Marion Merrell Dow, General Instrument and One Bancorp, among others. He is currently serving as the firm's lead attorney in *In re American International Group, Inc. 2008 Securities Litigation*, before the Honorable Laura Taylor Swain in the Southern District of New York. In August 2003, Mr. Golan was the lead trial attorney for the firm in an action in the Delaware Chancery Court, *Equity Asset Investment Trust, et al. v. John G. Daugman, et al.*, in which the firm represented Iridian Technologies, Inc. (the world leader in iris recognition technologies) and its common shareholder-elected directors. The case was brought against the

Company and the common directors in June 2003, prepared for trial within two months under the Chancery Court's "fast-track" procedures for Board contests, and went to trial by late August 2003.

Mr. Golan has also headed up the firm's representation of lead plaintiffs in a number of derivative actions stemming from the stock option backdating scandal, and served as the firm's lead attorney in several cases challenging proposed corporate transactions. Mr. Golan represented institutional and individual lead plaintiffs in a case that challenged the proposed buy-out of Lafarge N.A. by its majority shareholder, Lafarge S.A., which was settled when Lafarge S.A. agreed to increase the buy-out price from the \$75.00 per share initially offered to \$85.50 per share (a \$388 million increase in the amount paid to Lafarge N.A.'s public shareholders) and when Lafarge N.A. agreed to make additional disclosures about the company and the proposed transaction. He was appointed as a co-lead counsel in consolidated shareholder cases challenging the majority shareholder buy-out of Nationwide Financial Services, Inc., where as part of a settlement the acquirer raised its offer price from \$47.20 per share to \$52.25 per share, and in shareholder cases challenging the proposed acquisitions of Wm. Wrigley Jr. Company by Mars, Incorporated and of Commerce Bancorp by The Toronto-Dominion Bank.

For four of the last five years, Mr. Golan has been selected as a "Pennsylvania Super Lawyer" in the field of Securities Litigation. In June 2000, he was honored as the "Featured Litigator" in the on-line magazine published by Summation Legal Technologies, the legal software company. Mr. Golan has also served in numerous capacities for the Public Interest Law Center of Philadelphia, including as Vice-Chair of the Board, and on the staff of the Mayor's Task Force for the Employment of Minorities in the Philadelphia Police Force.

*Robert A. Hoffman*, a partner in Barrack, Rodos & Bacine, is a graduate of Rutgers University (B.A. 1980) (with high distinction) and Rutgers University School of Law - Camden (J.D. 1983). Mr. Hoffman clerked for the Honorable Charles R. Weiner, United States District Court for the Eastern District of Pennsylvania, during the years



1984-1985. Mr. Hoffman has been practicing in the area of securities class and derivative actions, and corporate litigation generally, for more than 20 years, during which time he has analyzed laws and provided advice on issues relevant to pension fund boards of trustees. He was admitted to the bars of the Supreme Court of Pennsylvania and Supreme Court of New Jersey in 1983, and is also a member of the bars of several federal circuit courts of appeal and district courts.

Mr. Hoffman has broad experience in prosecuting securities class actions in federal courts around the country. He served as lead counsel for the Florida State Board of Administration in *In re Schering-Plough Securities Litigation*, before the Honorable Katherine Hayden in the District of New Jersey, which settled in 2010 for \$165 million settlement and is he is currently prosecuting *In re American International Group, Inc. 2008 Securities Litigation*, before the Honorable Laura Taylor Swain in the Southern District of New York. He was one of the lead attorneys representing plaintiffs in *In re MicroWarehouse Securities Litigation*, (D. Conn.), which resulted in a \$30 million recovery for the plaintiff class. He also has significant experience in the trial and appeal of securities class actions. See, e.g. *In re Control Data Corp. Securities Litigation*, 933 F.2d 616 (8<sup>th</sup> Cir. 1991).

*M. Richard Komins*, partner in Barrack, Rodos & Bacine, is a graduate of Brandeis University (A.B., *cum laude*, 1969) and the Georgetown University Law Center (J.D., *cum laude*, 1980) and was an editor of the journal Law and Policy in International Business (LPIB). Mr. Komins was admitted to the bar of the Supreme Court of Pennsylvania in 1980, and is also a member of the bars of the U.S. Court of Appeals for the Third Circuit, the U.S. District Court for the Eastern District of Pennsylvania, and other federal circuit courts.

Mr. Komins has been practicing in the area of complex commercial civil litigation, including securities class action litigation for more than 25 years. He has acted as co-lead counsel for lead plaintiff the NYSCRF in *In re McKesson HBOC, Inc. Securities Litigation*, Master File No. CV-99-20743 RMW, before the Honorable Ronald W. Whyte in the Northern District of California, which settled for a total of \$1.0425

billion from all defendants. Mr. Komins also served as counsel for the CWA/ITU Negotiated Pension Plan, one of the lead plaintiffs in the *In re Sunbeam Securities Litigation*, and was responsible in large part for a \$110 million settlement from Arthur Andersen LLP and the \$15.25 million, plus insurance, settlement (total of about \$30 million) with the individual defendants in the case. Mr. Komins also prosecuted one of the most significant subprime related securities class actions, *In Re Merrill Lynch & Co., Inc. Securities, Derivative and ERISA Litigation*, before the Honorable Judge Jed S. Rakoff, in the Southern District of New York, which settled for \$475 million for defrauded investors; and he is currently prosecuting *In re American International Group, Inc. 2008 Securities Litigation*, before the Honorable Laura Taylor Swain in the Southern District of New York.

*Lisa M. Lamb* is an associate in Barrack, Rodos & Bacine's Philadelphia office. Ms. Lamb's practice focuses on the representation of investors, including state, local and union pension funds, as lead or co-lead counsel in securities class action litigations and derivative actions. She also represents, in class action litigation, small businesses and other individuals who have been injured by price-fixing conspiracies in violation of the antitrust laws.

Ms. Lamb is currently litigating, on behalf of injured investors, *In re American International Group, Inc. 2008 Securities Litigation*, currently pending in the United States District Court for the Southern District of New York, among other securities and antitrust related cases. Ms. Lamb has also been part of the litigation teams in *In re The Mills Corporation Securities Litigation*, *In re Michael Baker Corporation Securities Litigation*, *In re R&G Financial Securities Litigation*, and *In re Bridgestone Securities Litigation*, and in other consolidated shareholder cases, involving, among others, the proposed acquisition of Commerce Bancorp by The Toronto-Dominion Bank. In addition, Ms. Lamb was a member of the highly successful trial team in *In re WorldCom, Inc. Securities Litigation*, a prosecution that yielded a record-breaking recovery of more than \$6.13 billion for defrauded investors.

Before joining BR&B, Ms. Lamb practiced corporate law with a focus on the representation of public and private companies regarding securities regulation, equity and debt offerings, merger and acquisition transactions, and the counseling of clients with respect to corporate governance issues, obligations under the securities laws, and other general corporate matters.

Ms. Lamb graduated, *summa cum laude*, from Villanova University School of Law in 2003, where she was a member of the Order of the Coif and an associate editor of the *Villanova Law Review*. She received her B.A. in psychology, with honors, from Princeton University in 2000. Ms. Lamb is admitted to practice in Pennsylvania and before the U.S. District Court for the Eastern District of Pennsylvania.

*Leslie B. Molder*, partner in Barrack, Rodos & Bacine, is an honors graduate from the University of Michigan (A.B. *magna cum laude* 1980) as well as from the National Law Center at the George Washington University (J.D. *cum laude* 1983). Ms. Molder practices primarily in the area of complex civil litigation, including securities class actions, antitrust class actions and policyholder actions against insurance companies and has participated in the trials of a variety of commercial cases, including cases involving disputes between securities brokerage firms and their customers. Ms. Molder oversees the Firm's portfolio monitoring services for institutional clients. She is also the firm's settlement attorney, specializing in documenting and effectuating settlements of class actions and assisting clients throughout the settlement process.

*Julie B. Palley*, joined Barrack, Rodos & Bacine in 2008. Mrs. Palley graduated from the University of Pennsylvania *cum laude* in 2003 with a double major in Communications and Psychology with honors. She received her J.D. from Temple University School of Law in May of 2007. At Temple, Mrs. Palley was on the Dean's List and received an award for distinguished class performance. She was also a member of the Law School's budget committee, the Women's Law Caucus and the Jewish Law Students' Association. Before joining Barrack, Rodos & Bacine, Mrs. Palley was counsel at the Pennsylvania Securities Commission.

*Mark R. Rosen*, partner in Barrack, Rodos & Bacine, is an honors graduate of the University of Pennsylvania (A.B. *summa cum laude* with distinction in political science 1976), where he was elected to Phi Beta Kappa, and the Harvard Law School (J.D. *cum laude* 1979). Mr. Rosen, who served as a law clerk to Judge Stanley S. Brotman, of the United States District Court for the District of New Jersey, has handled many trials and appeals as an experienced civil litigator representing plaintiffs and defendants in federal and state courts in, *inter alia*, constitutional, securities, antitrust, corporate takeover, environmental, consumer and other class and derivative litigation.

Mr. Rosen has successfully litigated high-profile cases which received nationwide recognition. In *Strawn v. Canuso*, 140 N.J. 43, 657 A.2d 420 (1995), the New Jersey Supreme Court ruled in favor of his clients, a group of homeowners, in establishing that builders and real estate brokers must inform prospective buyers if the property for sale is near a landfill. In *Atlantic Coast Demolition & Recycling, Inc. v. Board of Chosen Freeholders*, 48 F.3d 701 (3d Cir. 1995), *on remand*, 931 F. Supp. 341 (D.N.J. 1996), *aff'd*, 112 F.3d 652 (3d Cir.), *cert. denied*, 522 U.S. 966 (1997), Mr. Rosen represented an out-of-state recycling facility where the court struck down the New Jersey system of waste "flow control," holding that it violated the constitutional protection for interstate commerce.

At BR&B, Mr. Rosen has handled a variety of matters, including antitrust, securities and corporate takeover class and derivative actions, as well as individual commercial actions. Mr. Rosen was member of the successful team that litigated *In re WorldCom, Inc. Securities Litigation*, before the Honorable Denise L. Cote in the Southern District of New York, to its landmark conclusion. He served as one of the lead counsel in the *Rubin v. MF Global Ltd.* securities litigation, where he successfully argued an appeal to the United States Court of Appeals for the Second Circuit, *Iowa Public Employees' Retirement System v. MF Global, Ltd.*, 620 F.3d 137 (2d Cir. 2010), establishing a landmark precedent that defendants could not immunize their statements under the "bespeaks caution" doctrine, and, upon remand, settled for \$90 million. He has also served as counsel to defendants in a securities and derivative litigation arising from the

recent upheaval in the financial markets. He was one of the lead counsel for plaintiffs in *In re Automotive Refinishing Paint Antitrust Litigation*, before the Honorable R. Barclay Surrick in the Eastern District of Pennsylvania, which yielded \$105 million in settlements, and *In re Publication Paper Antitrust Litigation*, before the Honorable Stefan R. Underhill in the District of Connecticut, among others. He was one of the lead counsel for plaintiffs in the litigation over the acquisition of Chiron, which resulted in an increase of several hundred million dollars in the price paid to buy out its public shareholders, and served as lead trial counsel representing a major international bank in an injunction hearing successfully defending its acquisition of an American bank.

Mr. Rosen has argued or had principal responsibilities for appeals in a number of state and federal appellate courts. Mr. Rosen has also been named a "Pennsylvania Super Lawyer" in the field of securities litigation. He is admitted to practice in California, the District of Columbia, New Jersey and Pennsylvania, and a number of federal trial and appellate courts.

*Beth T. Seltzer* is a graduate of the University of Michigan (B.A. 2001) with a major in History, where she was a member of the Golden Key Club National Honors Society. Ms. Seltzer is also a graduate of Temple University School of Law (J.D. 2004), where she was on the Dean's List and received awards for distinguished class performance. At Temple, Ms. Seltzer was a member of the Women's Law Caucus and the Jewish Law Students' Association. Ms. Seltzer's practice is concentrated in securities and antitrust class action litigation.

*Michael A. Toomey*, an associate in Barrack, Rodos & Bacine's New York office, joined the firm in 2011. Michael is an admitted member to the New York and New Jersey Bars. Mr. Toomey graduated from the Tufts University in 2005 with a major in International Relations. Michael received his J.D. from Temple University School of Law in May of 2010, which he attended on an academic scholarship. At Temple, he was on the Dean's List three times and received eleven awards for distinguished class participation. Michael also received an award for Best Paper in his

State Constitutional Law class. He was a staff member on the Temple International & Comparative Law Journal, which published his article "The August 2008 Battle of South Ossetia: Does Russia Have a Legal Argument for Intervention?"

While at Temple, Michael was an intern in the Chambers of Judge Lerner of the Philadelphia Court of Common Pleas and Magistrate Judge Elizabeth Hey of the Eastern District of Pennsylvania. He also interned at the Philadelphia Public Defender where he advocated in court on behalf of indigent defendants. Michael was also a player on the Temple Men's Volleyball Team.

*Samuel M. Ward*, a partner in Barrack, Rodos & Bacine, is a graduate of the University of California, Hastings College of Law (J.D. 2001), and a 1995 honors graduate of the University of California, San Diego (B.A. 1995). Before joining BR&B, Mr. Ward worked as a political consultant, managing both Congressional and State Assembly campaigns. At the firm, Mr. Ward has litigated numerous securities cases in federal district courts throughout the country. Mr. Ward represented the plaintiff class in *In re Applied Micro Circuits Corp. Securities Litigation*, achieving a \$60 million settlement for class members. Mr. Ward was a trial attorney in *In re Apollo Group Inc. Securities Litigation*, Master File No. CV-04-2147 PHX-JAT (District of Arizona), before the Honorable James A. Teilborg, which was tried to a federal jury from November 2007 until the jury returned a unanimous verdict for investors on January 16, 2008. Mr. Ward played a critical role in mastering the deposition and documentary proof that was used at trial to secure the jury's unanimous verdict.

*Frances Vilella-Vélez*, of-counsel to Barrack, Rodos & Bacine, is a graduate of Syracuse University College of Law, Syracuse, New York (J.D. 1977) and Swarthmore College (B.A. 1974). Ms. Vilella-Vélez began her legal career in 1978 as a trial attorney in the Office of the Regional Solicitor, U.S. Department of Labor, where she litigated OSHA cases before the United States district courts and the Occupational Safety and Health Review Commission (OSHRC). She then served as the first law clerk for the Honorable Nelson A. Diaz, on the Court of Common Pleas of Philadelphia County,

Philadelphia, Pennsylvania. During her tenure with Judge Diaz, Ms. Vilella-Vélez also served as a staff member on the Mayor's Task Force on Minority Employment in the Police Department, in Philadelphia, where she conducted legal and policy analyses of alternative proposals to increase minority employment in the Police Department, and assisted in drafting the report to the mayor.

\* \* \*

In *In re Apollo Group Inc. Securities Litigation*, Master File No. CV-04-2147 PHX-JAT (District of Arizona), Barrack, Rodos & Bacine was lead counsel for the class that secured a jury verdict in January 2008 for the full amount per share requested. Judge Teilborg commented that trial counsel *"brought to this courtroom just extraordinary talent and preparation.... The technical preparation, the preparation for your examination and cross-examination of witnesses has been evident in every single instance. The preparation for evidentiary objections and responses to those objections have been thorough and foresighted. The arguments that have been made in every instance have been well-prepared and well-presented throughout the case. \*\*\* Likewise, for the professionalism and the civility that you -- and the integrity that you have all demonstrated and exuded throughout the handling of this case, it has just, I think, been very, very refreshing and rewarding to see that. \*\*\* [W]hat I have seen has just been truly exemplary."* BR&B ultimately secured payment of \$145 million from the defendants - the largest post-verdict judgment and recovery achieved in a shareholder class action for violations of the federal securities laws since passage of the PSLRA. Speaking of the recovery, in an order entered on April 20, 2012, Judge Teilborg noted that "Class Counsel achieved an exceptional result for the Class," adding that "such a result is unique in such securities cases and could not have been achieved without Class Counsel's willingness to pursue this risky case throughout trial and beyond."

In *In re WorldCom, Inc. Securities Litigation*, No. 02 Civ. 3288 (DLC), Barrack, Rodos & Bacine was co-lead counsel for the Class and achieved settlements in excess of \$6.13 billion. After a partial settlement with one group of defendants for in

excess of \$2.56 billion, the Court stated that *"the settlement amount ... is so large that it is of historic proportions."* The Court found that *"Lead Counsel has performed its work at every juncture with integrity and competence. It has worked as hard as a litigation of this importance demands, which for some of the attorneys, including the senior attorneys from Lead Counsel on whose shoulders the principal responsibility for this litigation rests, has meant an onerous work schedule for over two years."* The Court further found that *"the quality of the representation given by Lead Counsel is unsurpassed in this Court's experience with plaintiffs' counsel in securities litigation. Lead Counsel has been energetic and creative. Its skill has matched that of able and well-funded defense counsel. It has behaved professionally and has taken care not to burden the Court or other parties with needless disputes. Its negotiations with the Citigroup Defendants have resulted in a settlement of historic proportions. It has cooperated with other counsel in ways that redound to the benefit of the class and those investors who have opted out of the class. The submissions of Lead Counsel to the Court have been written with care and have repeatedly been of great assistance."* The Court also found that *"In sum, the quality of representation that Lead Counsel has provided to the class has been superb"*. In approving the final settlements totaling \$3.5 billion, in an opinion and order dated September 20, 2005, the Court stated *"The impressive extent and superior quality of Lead Counsel's efforts as of May 2004 were described in detail in the Opinion approving the Citigroup Settlement. ... At the conclusion of this litigation, more than ever, it remains true that 'the quality of representation that Lead Counsel has provided to the class has been superb.' ... At trial against Andersen, the quality of Lead Counsel's representation remained first-rate. ... The size of the recovery achieved for the class - which has been praised even by several objectors - could not have been achieved without the unwavering commitment of Lead Counsel to this litigation."*

The Court also found that *"Despite the existence of these risks, Lead Counsel obtained remarkable settlements for the Class while facing formidable opposing counsel from some of the best defense firms in the country;"* and *"If the Lead*



*Plaintiff had been represented by less tenacious and competent counsel, it is by no means clear that it would have achieved the success it did here on behalf of the Class." "It is only the size of the Citigroup and Underwriters' Settlements that make this recovery so historic, and it is likely that less able plaintiffs' counsel would have achieved far less."*

In *In re Cendant Corporation Litigation*, No. 98-CV-1664 (WHW) (D.N.J. December 7, 1999), Barrack, Rodos & Bacine was co-lead counsel for the Class and achieved settlements with defendants in excess of \$3.18 billion, more than three times larger than the next highest recovery ever achieved in a securities law class action suit by that time. The *Cendant* settlement included what was, at the time, the largest amount by far ever paid in a securities class action by an issuing company (which, nearly ten years later, remains the second largest ever paid) and what was, and remains, the largest amount ever paid in a securities class action by an auditor. The *Cendant* settlement further included extensive corporate governance reforms, and a contingency recovery of one-half the net recovery that *Cendant* and certain of its affiliated individuals may recover in on-going proceedings against CUC's former auditor. The *Cendant* Court stated that "*we have all been favored with counsel of the highest competence and integrity and fortunately savvy in the ways of the law and the market.*" The Court found that the "*standing, experience and expertise of counsel, the skill and professionalism with which counsel prosecuted the case and the performance and quality of opposed counsel were and are high in this action.*" The Court further found that the result of lead counsel's efforts were "*excellent settlements of uncommon amount engineered by highly skilled counsel with reasonable cost to the class.*"

In *In re Automotive Refinishing Paint Antitrust Litigation*, 2:10-md-01426-RBS (E.D. Pa.), Barrack, Rodos & Bacine, co-lead counsel for a Class of direct purchasers of automotive refinishing paint, achieved settlements with five defendants in excess of \$100 million. After reaching a settlement with the last two defendants remaining in the litigation, the Court stated, "*I want to commend counsel on both sides*

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

In *Payne v. Micro Warehouse, Inc.*, No. 3:96CV1920(DJS) (D. Conn. Sept. 30, 1999), where Barrack, Rodos & Bacine was co-lead counsel for the shareholder class, the Court noted *"the exceptional results achieved by plaintiffs' counsel,"* who *"were required to develop and litigate this complex case solely through their own efforts,"* and concluded that *"the benefit conveyed to the class plaintiffs amply supports the conclusion that the plaintiffs' counsels' work was exceptional."*

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**FILED**  
SAN MATEO COUNTY

JUN 13 2012

Clerk of the Superior Court  
By *M. A. [Signature]*  
DEPUTY CLERK

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF SAN MATEO

DARRYL LAZAR, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M.  
SPILLANE, MARC L. ANDREESSEN,  
ERSKINE B. BOWLES, JAMES W. BREYER,  
DONALD E. GRAHAM, REED HASTINGS,  
PETER A. THIEL, MORGAN STANLEY &  
CO. LLC, J.P. MORGAN SECURITIES LLC,  
GOLDMAN, SACHS & CO., MERRILL  
LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED, BARCLAYS CAPITAL  
INC., ALLEN & COMPANY LLC,  
CITIGROUP GLOBAL MARKETS INC.,  
CREDIT SUISSE SECURITIES (USA) LLC,  
DEUTSCHE BANK SECURITIES INC., RBC  
CAPITAL MARKETS, LLC, BLAYLOCK  
ROBERT VAN LLC, BMO CAPITAL  
MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK  
SECURITIES, L.P., COWEN AND  
COMPANY, LLC., E\*TRADE SECURITIES  
LLC, ITAÚ BBA USA SECURITIES, INC.,  
LAZARD CAPITAL MARKETS LLC,

Lead Case No. CIV514065

(Consolidated with Case Nos:  
CIV514107, CIV514111,  
CIV514163, CIV514171,  
CIV514172, CIV514193,  
CIV514238, CIV514240)

CLASS ACTION

**[PROPOSED] ORDER  
APPOINTING CO-LEAD  
COUNSEL**

1 LEBENTHAL & CO., LLC, LOOP CAPITAL  
2 MARKETS LLC, M.R. BEAL & COMPANY,  
3 MACQUARIE CAPITAL (USA) INC.,  
4 MURIEL SIEBERT & CO., INC.,  
5 OPPENHEIMER & CO. INC., PACIFIC  
6 CREST SECURITIES LLC, PIPER JAFFRAY  
7 & CO., RAYMOND JAMES & ASSOCIATES,  
8 INC., SAMUEL A. RAMIREZ & COMPANY,  
9 INC., STIFEL, NICOLAUS & COMPANY,  
10 INCORPORATED, THE WILLIAMS  
11 CAPITAL GROUP, L.P., and WILLIAM  
12 BLAIR & COMPANY, L.L.C.,

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Defendants.



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**FILED**  
**SAN MATEO COUNTY**

JUN 1 8 2012

Clerk of the Superior Court  
By *Andrea L. Davis*  
DEPUTY CLERK

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF SAN MATEO

DARRYL LAZAR, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M.  
SPILLANE, MARC L. ANDREESSEN,  
ERSKINE B. BOWLES, JAMES W. BREYER,  
DONALD E. GRAHAM, REED HASTINGS,  
PETER A. THIEL, MORGAN STANLEY &  
CO. LLC, J.P. MORGAN SECURITIES LLC,  
GOLDMAN, SACHS & CO., MERRILL  
LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED, BARCLAYS CAPITAL  
INC., ALLEN & COMPANY LLC,  
CITIGROUP GLOBAL MARKETS INC.,  
CREDIT SUISSE SECURITIES (USA) LLC,  
DEUTSCHE BANK SECURITIES INC., RBC  
CAPITAL MARKETS, LLC, BLAYLOCK  
ROBERT VAN LLC, BMO CAPITAL  
MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK  
SECURITIES, L.P., COWEN AND  
COMPANY, LLC., E\*TRADE SECURITIES  
LLC, ITAÚ BBA USA SECURITIES, INC.,  
LAZARD CAPITAL MARKETS LLC,

Lead Case No. CIV514065

(Consolidated with Case Nos:  
CIV514107, CIV514111,  
CIV514163, CIV514171,  
CIV514172, CIV514193,  
CIV514238, CIV514240)

CLASS ACTION

*KTS*  
**[PROPOSED] ORDER  
DESIGNATING THE  
CONSOLIDATED ACTION  
COMPLEX**

1 LEBENTHAL & CO., LLC, LOOP CAPITAL  
2 MARKETS LLC, M.R. BEAL & COMPANY,  
3 MACQUARIE CAPITAL (USA) INC.,  
4 MURIEL SIEBERT & CO., INC.,  
5 OPPENHEIMER & CO. INC., PACIFIC  
6 CREST SECURITIES LLC, PIPER JAFFRAY  
7 & CO., RAYMOND JAMES & ASSOCIATES,  
8 INC., SAMUEL A. RAMIREZ & COMPANY,  
9 INC., STIFEL, NICOLAUS & COMPANY,  
10 INCORPORATED, THE WILLIAMS  
11 CAPITAL GROUP, L.P., and WILLIAM  
12 BLAIR & COMPANY, L.L.C.,

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Defendants.

1           Upon Plaintiffs Darryl Lazar, Jennifer Stokes, Matthew Pilgram, Vernon R. Demois Jr.,  
2 Elbita Alfonso, Edward J. Shierry, Michael Lieber, Karen Cuker, Brian Gralnick and Harvey  
3 Lapin (collectively "Movants") *Ex Parte* Application for Approval of Consolidation of Related  
4 Cases and Appointment of Co-Lead Class Counsel, or Alternatively, for an Order Shortening  
5 Time for Hearing Such Motion, and following consideration of the relevant papers and  
6 arguments of counsel, and good cause appearing:

7           **IT IS HEREBY ORDERED** that:

8           1.     The above-entitled action is deemed Complex pursuant to California Rule of  
9 Court §3.400 and Local Rule 2.30. Complex Case filing fees shall be paid by all parties. The  
10 matter is assigned for all purposes to the Complex Litigation Court, Department 2, the Honorable  
11 Marie S. Weiner. Judge Weiner's department is located in Courtroom H of the Central Branch  
12 Court at 800 North Humboldt Street, San Mateo, CA, 94401.

13           Counsel shall contact Judge Weiner's courtroom clerk to set an initial case management  
14 conference. Judge Weiner's courtroom clerk may be contacted at (650) 573-2601.

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16 DATED:         JUN 14 2012        

  
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HON. BETH L. FREEMAN

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**FILED**  
**SAN MATEO COUNTY**

JUN 18 2012

Clerk of the Superior Court  
By *Cherita Ferris*  
DEPUTY CLERK

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF SAN MATEO

DARRYL LAZAR, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M.  
SPILLANE, MARC L. ANDREESSEN,  
ERSKINE B. BOWLES, JAMES W. BREYER,  
DONALD E. GRAHAM, REED HASTINGS,  
PETER A. THIEL, MORGAN STANLEY &  
CO. LLC, J.P. MORGAN SECURITIES LLC,  
GOLDMAN, SACHS & CO., MERRILL  
LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED, BARCLAYS CAPITAL  
INC., ALLEN & COMPANY LLC,  
CITIGROUP GLOBAL MARKETS INC.,  
CREDIT SUISSE SECURITIES (USA) LLC,  
DEUTSCHE BANK SECURITIES INC., RBC  
CAPITAL MARKETS, LLC, BLAYLOCK  
ROBERT VAN LLC, BMO CAPITAL  
MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK  
SECURITIES, L.P., COWEN AND  
COMPANY, LLC., E\*TRADE SECURITIES  
LLC, ITAU BBA USA SECURITIES, INC.,

Lead Case No. CIV514065

(Consolidated with Case Nos:  
CIV514107, CIV514111,  
CIV514163, CIV514171,  
CIV514172, CIV514193,  
CIV514238, CIV514240)

CLASS ACTION

<sup>1678</sup>  
**[PROPOSED] ORDER  
SHORTENING TIME FOR  
HEARING OF PLAINTIFFS'  
MOTION FOR APPOINTMENT  
OF CO-LEAD COUNSEL**

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LAZARD CAPITAL MARKETS LLC,  
LEBENTHAL & CO., LLC, LOOP CAPITAL  
MARKETS LLC, M.R. BEAL & COMPANY,  
MACQUARIE CAPITAL (USA) INC.,  
MURIEL SIEBERT & CO., INC.,  
OPPENHEIMER & CO. INC., PACIFIC  
CREST SECURITIES LLC, PIPER JAFFRAY  
& CO., RAYMOND JAMES & ASSOCIATES,  
INC., SAMUEL A. RAMIREZ & COMPANY,  
INC., STIFEL, NICOLAUS & COMPANY,  
INCORPORATED, THE WILLIAMS  
CAPITAL GROUP, L.P., and WILLIAM  
BLAIR & COMPANY, L.L.C.,

Defendants.

1           Upon Plaintiffs Darryl Lazar, Jennifer Stokes, Matthew Pilgram, Vernon R. Demois Jr.,  
2 Elbita Alfonso, Edward J. Shierry, Michael Lieber, Karen Cuker, Brian Gralnick and Harvey  
3 Lapin (collectively "Movants" or "Plaintiffs") *Ex Parte* Application for Approval of  
4 Consolidation of Related Cases and Appointment of Co-Lead Class Counsel, or Alternatively,  
5 for an Order Shortening Time for Hearing Such Motion, and following consideration of the  
6 relevant papers and arguments of counsel, and good cause appearing:

7           **IT IS HEREBY ORDERED** that:

8           1.       Any responses to Plaintiffs' motion for appointment of co-lead counsel shall be  
9 filed with the Complex Litigation Court, Department 2, and served on all parties to the above-  
10 captioned consolidated action no later than June 11, 2012.

11           2.       The Honorable Marie S. Weiner shall hear argument on Plaintiffs' motion for  
12 appointment of co-lead counsel at 10:00 a.m., on June 13, 2012, in Courtroom H of the Central  
13 Branch Court at 800 North Humboldt Street, San Mateo, CA, 94401.

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15 DATED:               JUN 14 2012        

  
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HON. BETH L. FREEMAN

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**FILED**  
SAN MATEO COUNTY

JUN 18 2012

Clerk of the Superior Court  
By *Christa Lerner*  
DEPUTY CLERK

2

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF SAN MATEO

DARRYL LAZAR, Individually and On Behalf  
of All Others Similarly Situated,

Lead Case No. CIV514065

Plaintiff,

v.

*BLP*  
[PROPOSED] ORDER GRANTING  
PLAINTIFFS' MOTION TO  
CONSOLIDATE ALL RELATED  
ACTIONS

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M.  
SPILLANE, MARC L. ANDREESSEN,  
ERSKINE B. BOWLES, JAMES W. BREYER,  
DONALD E. GRAHAM, REED HASTINGS,  
PETER A. THIEL, MORGAN STANLEY &  
CO. LLC, J.P. MORGAN SECURITIES LLC,  
GOLDMAN, SACHS & CO., MERRILL  
LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED, BARCLAYS CAPITAL  
INC., ALLEN & COMPANY LLC,  
CITIGROUP GLOBAL MARKETS INC.,  
CREDIT SUISSE SECURITIES (USA) LLC,  
DEUTSCHE BANK SECURITIES INC., RBC  
CAPITAL MARKETS, LLC, BLAYLOCK  
ROBERT VAN LLC, BMO CAPITAL  
MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK  
SECURITIES, L.P., COWEN AND  
COMPANY, LLC., E\*TRADE SECURITIES  
LLC, ITAÚ BBA USA SECURITIES, INC.,  
LAZARD CAPITAL MARKETS LLC,  
LEBENTHAL & CO., LLC, LOOP CAPITAL  
MARKETS LLC, M.R. BEAL & COMPANY,  
MACQUARIE CAPITAL (USA) INC.,  
MURIEL SIEBERT & CO., INC.,

[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION TO CONSOLIDATE ALL RELATED ACTIONS

1 OPPENHEIMER & CO. INC., PACIFIC  
2 CREST SECURITIES LLC, PIPER JAFFRAY  
3 & CO., RAYMOND JAMES & ASSOCIATES,  
4 INC., SAMUEL A. RAMIREZ & COMPANY,  
5 INC., STIFEL, NICOLAUS & COMPANY,  
6 INCORPORATED, THE WILLIAMS  
7 CAPITAL GROUP, L.P., and WILLIAM  
8 BLAIR & COMPANY, L.L.C.,

9 Defendants.

10 JENNIFER STOKES , Individually and On  
11 Behalf of All Others Similarly Situated,

12 Plaintiff,

13 v.

14 FACEBOOK, INC., MARK ZUCKERBERG,  
15 DAVID A. EBERSMAN, DAVID M.  
16 SPILLANE, MARC L. ANDREESSEN,  
17 ERSKINE B. BOWLES, JAMES W. BREYER,  
18 DONALD E. GRAHAM, REED HASTINGS,  
19 PETER A. THIEL, MORGAN STANLEY & CO.  
20 LLC, J.P. MORGAN SECURITIES LLC,  
21 GOLDMAN, SACHS & CO., MERRILL  
22 LYNCH, PIERCE, FENNER & SMITH  
23 INCORPORATED, BARCLAYS CAPITAL  
24 INC., ALLEN & COMPANY LLC, CITIGROUP  
25 GLOBAL MARKETS INC., CREDIT SUISSE  
26 SECURITIES (USA) LLC, DEUTSCHE BANK  
27 SECURITIES INC., RBC CAPITAL MARKETS,  
28 LLC, BLAYLOCK ROBERT VAN LLC, BMO  
CAPITAL MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK SECURITIES,  
L.P., COWEN AND COMPANY, LLC.,  
E\*TRADE SECURITIES LLC, ITAÚ BBA USA  
SECURITIES, INC., LAZARD CAPITAL  
MARKETS LLC, LEBENTHAL & CO., LLC,  
LOOP CAPITAL MARKETS LLC, M.R. BEAL  
& COMPANY, MACQUARIE CAPITAL (USA)  
INC., MURIEL SIEBERT & CO., INC.,  
OPPENHEIMER & CO. INC., PACIFIC CREST  
SECURITIES LLC, PIPER JAFFRAY & CO.,  
RAYMOND JAMES & ASSOCIATES, INC.,  
SAMUEL A. RAMIREZ & COMPANY, INC.,  
STIFEL, NICOLAUS & COMPANY,  
INCORPORATED, THE WILLIAMS CAPITAL  
GROUP, L.P., and WILLIAM BLAIR &

Case No. CIV514107

Date Filed: May 23, 2012

1 COMPANY, L.L.C.,

2 Defendants.

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4 MATTHEW PILGRAM, Individually and On  
5 Behalf of All Others Similarly Situated,

6 Plaintiff,

7 v.

8 FACEBOOK, INC., MARK ZUCKERBERG,  
9 DAVID A. EBERSMAN, DAVID M.  
10 SPILLANE, MARC L. ANDREESSEN,  
11 ERSKINE B. BOWLES, JAMES W. BREYER,  
12 DONALD E. GRAHAM, REED HASTINGS,  
13 PETER A. THIEL, MORGAN STANLEY & CO.  
14 LLC, BARCLAYS CAPITAL INC., ALLEN &  
15 COMPANY LLC, CITIGROUP GLOBAL  
16 MARKETS INC., CREDIT SUISSE  
17 SECURITIES (USA) LLC, DEUTSCHE BANK  
18 SECURITIES INC., RBC CAPITAL MARKETS,  
19 LLC, BLAYLOCK ROBERT VAN LLC, BMO  
20 CAPITAL MARKETS CORP., C.L. KING &  
21 ASSOCIATES, INC., CABRERA CAPITAL  
22 MARKETS, LLC, CASTLEOAK SECURITIES,  
23 L.P., COWEN AND COMPANY, LLC.,  
24 E\*TRADE SECURITIES LLC, ITAÚ BBA USA  
25 SECURITIES, INC., LAZARD CAPITAL  
26 MARKETS LLC, LEBENTHAL & CO., LLC,  
27 LOOP CAPITAL MARKETS LLC, M.R. BEAL  
28 & COMPANY, MACQUARIE CAPITAL (USA)  
INC., MURIEL SIEBERT & CO., INC.,  
OPPENHEIMER & CO. INC., PACIFIC CREST  
SECURITIES LLC, PIPER JAFFRAY & CO.,  
RAYMOND JAMES & ASSOCIATES, INC.,  
SAMUEL A. RAMIREZ & COMPANY, INC.,  
STIFEL, NICOLAUS & COMPANY,  
INCORPORATED, THE WILLIAMS CAPITAL  
GROUP, L.P., and WILLIAM BLAIR &  
COMPANY, L.L.C.,

Defendants.

Case No. CIV514111  
Date Filed: May 23, 2012

1 VERNON R. DeMOIS JR., Individually and on  
Behalf of All Others Similarly Situated,  
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Case No. CIV514163  
Date Filed: May 25, 2012

Plaintiff

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M. SPILLANE,  
MARC L. ANDREESSEN, ERSKINE B.  
BOWLES, JAMES W. BREYER, DONALD E.  
GRAHAM, REED HASTINGS, PETER A.  
THIEL, AND MORGAN STANLEY & CO. LLC.

Defendants.

ELBITA ALFONSO, Individually and on Behalf  
of All Others Similarly Situated,

Case No. CIV514171  
Date Filed: May 25, 2012

Plaintiff

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M. SPILLANE,  
MARC L. ANDREESSEN, ERSKINE B.  
BOWLES, JAMES W. BREYER, DONALD E.  
GRAHAM, REED HASTINGS, PETER A.  
THIEL, MORGAN STANLEY & CO. LLC, J.P.  
MORGAN SECURITIES LLC, GOLDMAN,  
SACHS & CO., MERRILL LYNCH, PIERCE,  
FENNER & SMITH INCORPORATED,  
BARCLAYS CAPITAL INC., ALLEN &  
COMPANY LLC, CITIGROUP GLOBAL  
MARKETS INC.C, REDIT SUISSE  
SECURITIES (USA) LLC, DEUTSCHE BANK  
SECURITIES INC., RBC CAPITAL MARKETS,  
LLC, and WELLS FARGO SECURITIES, LLC,

Defendants.

1 EDWARD J. SHIERRY, Individually and On  
2 Behalf of All Others Similarly Situated,

Case No. CIV514172  
Date Filed: May 25, 2012

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Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID E. EBERSMAN, DAVID M.  
SPILLANE, MARC L. ANDREESSEN,  
ERSKINE B. BOWLES, JAMES W. BREYER,  
DONALD E. GRAHAM, REED HASTINGS,  
PETER A. THIEL, MORGAN STANLEY & CO.  
LLC, GOLDMAN, SACHS & CO.,  
BARCLAYS CAPITAL INC., ALLEN &  
COMPANY LLC, CITIGROUP GLOBAL  
MARKETS INC., CREDIT SUISSE  
SECURITIES (USA) LLC, DEUTSCHE  
BANK SECURITIES INC., RBC CAPITAL  
MARKETS, LLC, BLAYLOCK  
ROBERT VAN LLC, BMO CAPITAL  
MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK SECURITIES,  
L.P, COWEN AND COMPANY, LLC.,  
E\*TRADE SECURITIES, LLC, ITAU  
BBA USA SECURITIES, INC., LAZARD  
CAPITAL MARKETS LLC, LEBENTHAL &  
CO., LLC, LOOP CAPITAL MARKETS LLC,  
M.R. BEAL & COMPANY, MACQUARIE  
CAPITAL(USA) INC., MURIEL SIEBERT &  
CO., INC., OPPENHEIMER & CO. INC.,  
PACIFIC CREST SECURITIES LLC,  
PIPER JAFFRA Y & CO., RAYMOND JAMES  
& ASSOCIATES, INC., SAMUEL  
A. RAMIREZ & COMPANY, INC., STIFEL,  
NICOLAUS & COMPANY, INCORPORATED,  
THE WILLIAMS CAPITAL GROUP, L.P., and  
WILLIAM BLAIR & COMPANY, L.L.C.,

Defendants.

MICHAEL LIEBER, Individually and On Behalf  
of All Others Similarly Situated,

Case No. CIV514193  
Date Filed: May 29, 2012

Plaintiff,

v.



1 FACEBOOK INC.; MARK  
2 ZUCKERBURG; DONALD E. GRAHAM;  
3 DAVID A. EBERSMAN; JAMES W.  
4 BREYER; DAVID M. SPILLANE; PETER  
5 A. THIEL; MARC L. ANDREESSEN;  
6 REED HASTINGS; ERSKINE B. BOWLES;  
7 MORGAN STANLEY & CO.  
8 LLC; J.P. MORGAN SECURITIES LLC;  
9 GOLDMAN, SACHS & CO.; MERRILL  
10 LYNCH; E \*TRADE SECURITIES LLC;  
11 OPPENHEIMER & CO., INC.;12 BARCLAYS CAPITAL INC.;13 CITIGROUP GLOBAL MARKETS INC.;14 CREDIT SUISSE SECURITIES (USA)  
15 LLC; PIERCE, FENNER & SMITH  
16 INCORPORATED; ALLEN &  
17 FACEBOOK LLC; DEUTSCHE BANK  
18 SECURITIES INC.; RBC CAPITAL  
19 MARKETS, LLC; MURIEL SIEBERT & CO.,  
20 INC.; CABRERA CAPITAL  
21 MARKETS, LLC; BMO CAPITAL  
22 MARKETS CORP.; CASTLEOAK  
23 SECURITIES, LP.; LAZARD CAPITAL  
24 MARKETS LLC; PACIFIC CREST  
25 SECURITIES LLC; LOOP CAPITAL  
26 MARKETS LLC; ITAU BBA USA  
27 SECURITIES, INC.; WILLIAM BLAIR &  
28 FACEBOOK, L.L.C.; BLAYLOCK  
ROBERT VAN LLC; LEBENTHAL & CO.  
LLC; M.R. BEAL & FACEBOOK;  
MACQUARIE CAPITAL (USA) INC.;PIPER JAFFRAY & CO.; COWEN AND  
FACEBOOK, LLC; RAYMOND JAMES  
ASSOCIATES, INC.; STIFEL,  
NICOLAUS & FACEBOOK,  
INCORPORATED; C.L. KING &  
ASSOCIATES, INC.; SAMUEL A.  
RAMIREZ & FACEBOOK, INC.; COWEN  
AND FACEBOOK, LLC; THE WILLIAMS  
CAPITAL GROUP, LP; and Does 1  
through 100, inclusive,

Defendants.

1 KAREN CUKER and BRIAN GRALNICK,  
2 Individually and On Behalf of All Others Similarly  
3 Situated,

Case No. CIV514238  
Date Filed: May 30, 2012

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Plaintiffs,

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M. SPILLANE,  
MARC L. ANDREESSEN, ERSKINE B.  
BOWLES, JAMES W. BREYER, DONALD E.  
GRAHAM, REED HASTINGS, PETER A.  
THIEL, MORGAN STANLEY & CO. LLC, J.P.  
MORGAN SECURITIES LLC, GOLDMAN,  
SACHS & CO., MERRILL LYNCH, PIERCE,  
FENNER & SMITH INCORPORATED,  
BARCLAYS CAPITAL INC., ALLEN &  
COMPANY LLC, CITIGROUP GLOBAL  
MARKETS INC., CREDIT SUISSE  
SECURITIES (USA) LLC, DEUTSCHE BANK  
SECURITIES INC., RBC CAPITAL MARKETS,  
LLC, WELLS FARGO SECURITIES, LLC,  
BLAYLOCK ROBERT VAN LLC, BMO  
CAPITAL MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK SECURITIES,  
L.P., COWEN AND COMPANY, LLC.,  
E\*TRADE SECURITIES LLC, ITAÚ BBA USA  
SECURITIES, INC., LAZARD CAPITAL  
MARKETS LLC, LEBENTHAL & CO., LLC,  
LOOP CAPITAL MARKETS LLC, M.R. BEAL  
& COMPANY, MACQUARIE CAPITAL (USA)  
INC., MURIEL SIEBERT & CO., INC.,  
OPPENHEIMER & CO. INC., PACIFIC CREST  
SECURITIES LLC, PIPER JAFFRAY & CO.,  
RAYMOND JAMES & ASSOCIATES, INC.,  
SAMUEL A. RAMIREZ & COMPANY, INC.,  
STIFEL, NICOLAUS & COMPANY,  
INCORPORATED, THE WILLIAMS CAPITAL  
GROUP, L.P., and WILLIAM BLAIR &  
COMPANY, L.L.C.,

Defendants.

1 HARVEY LAPIN, Individually and On Behalf of  
2 All Others Similarly Situated,

Case No. CIV514240  
Date Filed: May 30, 2012

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Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,  
DAVID A. EBERSMAN, DAVID M. SPILLANE,  
MARC L. ANDREESSEN, ERSKINE B.  
BOWLES, JAMES W. BREYER, DONALD E.  
GRAHAM, REED HASTINGS, PETER A.  
THIEL, MORGAN STANLEY & CO. LLC, J.P.  
MORGAN SECURITIES LLC, GOLDMAN,  
SACHS & CO., MERRILL LYNCH, PIERCE,  
FENNER & SMITH INCORPORATED,  
BARCLAYS CAPITAL INC., ALLEN &  
COMPANY LLC, CITIGROUP GLOBAL  
MARKETS INC., CREDIT SUISSE  
SECURITIES (USA) LLC, DEUTSCHE BANK  
SECURITIES INC., RBC CAPITAL MARKETS,  
LLC, BLAYLOCK ROBERT VAN LLC, BMO  
CAPITAL MARKETS CORP., C.L. KING &  
ASSOCIATES, INC., CABRERA CAPITAL  
MARKETS, LLC, CASTLEOAK SECURITIES,  
L.P., COWEN AND COMPANY, LLC.,  
E\*TRADE SECURITIES LLC, ITAÚ BBA USA  
SECURITIES, INC., LAZARD CAPITAL  
MARKETS LLC, LEBENTHAL & CO., LLC,  
LOOP CAPITAL MARKETS LLC, M.R. BEAL  
& COMPANY, MACQUARIE CAPITAL (USA)  
INC., MURIEL SIEBERT & CO., INC.,  
OPPENHEIMER & CO. INC., PACIFIC CREST  
SECURITIES LLC, PIPER JAFFRAY & CO.,  
RAYMOND JAMES & ASSOCIATES, INC.,  
SAMUEL A. RAMIREZ & COMPANY, INC.,  
STIFEL, NICOLAUS & COMPANY,  
INCORPORATED, THE WILLIAMS CAPITAL  
GROUP, L.P., and WILLIAM BLAIR &  
COMPANY, L.L.C.,

Defendants.

1           Upon Plaintiffs Darryl Lazar, Jennifer Stokes, Matthew Pilgram, Vernon R. Demois Jr.,  
2 Elbita Alfonso, Edward J. Shierry, Michael Lieber, Karen Cuker, Brian Gralnick and Harvey  
3 Lapin (collectively "Movants") *Ex Parte* Application for Approval of Consolidation of Related  
4 Cases and Appointment of Co-Lead Class Counsel, or Alternatively, for an Order Shortening  
5 Time for Hearing Such Motion, and following consideration of the relevant papers and  
6 arguments of counsel, and good cause appearing:

7           **IT IS HEREBY ORDERED** that:

8           The following actions are hereby consolidated for all purposes, including pretrial  
9 proceedings and trial, pursuant to Section 1048 of the *California Code of Civil Procedure*:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Darryl Lazar v. Facebook, Inc. et al.</i>	CIV514065	May 22, 2012
<i>Jennifer Stokes v. Facebook, Inc. et al</i>	CIV514107	May 23, 2012
<i>Matthew Pilgram v. Facebook, Inc. et al</i>	CIV514111	May 23, 2012
<i>Vernon R. DeMois, Jr., v. Facebook, Inc., et al.</i>	CIV514163	May 25, 2012
<i>Elbita Alfonso, v. Facebook, Inc., et al,</i>	CIV514171	May 25, 2012
<i>Edward J. Shierry, v. Facebook, Inc., et al.</i>	CIV514172	May 25, 2012
<i>Michael Lieber v. Facebook, Inc., et al.</i>	CIV514193	May 29, 2012
<i>Karen Cuker and Brian Gralnick v. Facebook, Inc., et al.</i>	CIV514238	May 30, 2012
<i>Harvey Lapin v. Facebook, Inc., et al.</i>	CIV514240	May 30, 2012

22           Counsel shall promptly notify the Court of any new related cases filed before this Court  
23 and if counsel wish to consolidate such cases, they shall file and serve an appropriate motion or  
24 application.

25           Every pleading filed in these consolidated actions, or in any separate action included  
26 herein, shall bear the following caption:

1 DARRYL LAZAR, Individually and On Behalf  
of All Others Similarly Situated,

2  
3 Plaintiff,

4 v.

5 FACEBOOK, INC., MARK ZUCKERBERG,  
6 DAVID A. EBERSMAN, DAVID M.  
7 SPILLANE, MARC L. ANDREESSEN,  
8 ERSKINE B. BOWLES, JAMES W. BREYER,  
9 DONALD E. GRAHAM, REED HASTINGS,  
10 PETER A. THIEL, MORGAN STANLEY &  
11 CO. LLC, J.P. MORGAN SECURITIES LLC,  
12 GOLDMAN, SACHS & CO., MERRILL  
13 LYNCH, PIERCE, FENNER & SMITH  
14 INCORPORATED, BARCLAYS CAPITAL  
15 INC., ALLEN & COMPANY LLC,  
16 CITIGROUP GLOBAL MARKETS INC.,  
17 CREDIT SUISSE SECURITIES (USA) LLC,  
18 DEUTSCHE BANK SECURITIES INC., RBC  
19 CAPITAL MARKETS, LLC, BLAYLOCK  
20 ROBERT VAN LLC, BMO CAPITAL  
21 MARKETS CORP., C.L. KING &  
22 ASSOCIATES, INC., CABRERA CAPITAL  
23 MARKETS, LLC, CASTLEOAK  
24 SECURITIES, L.P., COWEN AND  
COMPANY, LLC., E\*TRADE SECURITIES  
LLC, ITAÚ BBA USA SECURITIES, INC.,  
LAZARD CAPITAL MARKETS LLC,  
LEBENTHAL & CO., LLC, LOOP CAPITAL  
MARKETS LLC, M.R. BEAL & COMPANY,  
MACQUARIE CAPITAL (USA) INC.,  
MURIEL SIEBERT & CO., INC.,  
OPPENHEIMER & CO. INC., PACIFIC  
CREST SECURITIES LLC, PIPER JAFFRAY  
& CO., RAYMOND JAMES & ASSOCIATES,  
INC., SAMUEL A. RAMIREZ & COMPANY,  
INC., STIFEL, NICOLAUS & COMPANY,  
INCORPORATED, THE WILLIAMS  
CAPITAL GROUP, L.P., and WILLIAM  
BLAIR & COMPANY, L.L.C.,

25 Defendants.

Lead Case No. CIV514065

(Consolidated with Case Nos:  
CIV514107, CIV514111,  
CIV514163, CIV514171,  
CIV514172, CIV514193,  
CIV514238, CIV514240)

CLASS ACTION

1 The files of these consolidated actions shall be maintained in one file under Lead Case  
2 No. CIV514065.

3 ~~This Order shall apply to each case, arising out of the same or substantially the same~~  
4 ~~transactions or events as these cases, which is subsequently filed in, removed to or transferred to~~  
5 ~~this Court, including cases transferred to this Court.~~

6 When a case which properly belongs as part of *Darryl Lazar v. Facebook, Inc. et al.*,  
7 Lead Case No. CIV514065, is hereafter filed in the Court or transferred here from another court,  
8 this Court requests the assistance of counsel in calling to the attention of the Clerk of the Court  
9 the filing or transfer of any case which might properly be consolidated as part of the lead case,  
10 and counsel are to assist in assuring that counsel in subsequent actions receive notice of this  
11 Order.

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DATED: JUN 14 2012

  
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HON. BETH L. FREEMAN