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IN THE CIRCUIT COURT FOR THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

IN RE RENTRAK CORPORATION
SHAREHOLDERS LITIGATION,

CONSOLIDATED LEAD
CASE NO. 15CV27429

Assigned to Judge Litzenberger

**JOINT DECLARATION OF JASON M.
LEVITON AND PETER B. ANDREWS
IN SUPPORT OF MOTION FOR
ATTORNEY FEES AND EXPENSES**

Jason M. Leviton and Peter B. Andrews, declare under penalty of perjury as follows:

1. Jason M. Leviton is an adult, and resides in the Commonwealth of Massachusetts. He is a partner at Block & Leviton LLP (“Block & Leviton”). Peter B. Andrews is an adult and resides in Pennsylvania. He is a partner at Andrews & Springer LLC (“Andrews & Springer”) located in Delaware. Block & Leviton and Andrews & Springer have been appointed as Class Counsel representing Plaintiffs and the Class.

2. We have personal knowledge of the matters set forth in this declaration. If called to testify in court under oath, we would testify to the facts set forth in this declaration.

A. Background Of The Litigation

3. On September 29, 2015, comScore and Rentrak announced an all-stock merger of the two companies.

4. On October 9, 2015, Ira Nathan filed a Class Action Complaint in the Circuit Court for the State of Oregon for the County of Multnomah (the “Court”) asserting claims on behalf of the Class against Rentrak Corporation and Rentrak’s directors David Boylan, William

1 Engel, Patricia Gottesman, William Livek, Anne MacDonald, Martin O'Connor, Brent Rosenthal
2 and Ralph Shaw, in the matter captioned *Nathan v. Rentrak Corporation, et al.*, No. 15CV27429
3 (the "Nathan Rentrak Action").

4 5. On October 22, 2015, Ira Nathan issued document requests to the defendants in
5 the Nathan Rentrak Action.

6 6. Also on October 22, 2015, Ira Nathan moved to consolidate the Nathan Rentrak
7 Action with three related actions: *Blum v. Rentrak Corporation, et al.*, No. 15CV27443; *Stein v.*
8 *Rentrak Corporation, et al.*, No. 15CV27520; and *Sikorski v. Rentrak Corporation, et al.*, No.
9 15CV27932 (collectively, the "Related Rentrak Actions"), asking that the Related Rentrak
10 Actions be consolidated with the Nathan Rentrak Action, that Ira Nathan be appointed as lead
11 plaintiff, and that Block & Leviton LLP ("Lead Counsel") be appointed as lead counsel.

12 7. On October 30, 2015, comScore and Rentrak filed a joint proxy
13 statement/prospectus with the Securities and Exchange Commission ("SEC") on Form S-4,
14 which was amended (via Form S-4/A) on December 7, 2015, and declared effective by the SEC
15 on December 23, 2015 (the "Registration Statement"). The Registration Statement scheduled a
16 meeting of Rentrak shareholders to vote on the proposed merger on January 28, 2016.

17 8. On November 19, 2015, Ira Nathan filed his First Amended Class Action
18 Complaint in the Nathan Rentrak Action, adding David Chemerow as a defendant.

19 9. On December 15, 2015 and December 21, 2015, the Rentrak Defendants produced
20 to Ira Nathan confidential documents reflecting the Rentrak Board of Directors' consideration of
21 the proposed merger with comScore.

22 10. On December 16, 2015, the Court entered the Amended Order Consolidating
23 Related Cases, Appointing Lead Counsel and Lead Plaintiff and Designating Actions As
24 Complex, which consolidated the Nathan Rentrak Action and the Related Rentrak Actions as *In*
25 *re: Rentrak Corporation Shareholders Litigation*, Consolidated Lead Case No. 15CV27429 (the
26 "In re: Rentrak Action"), appointed Ira Nathan as lead plaintiff and Lead Counsel as lead

1 counsel, and designated Ira Nathan's First Amended Class Action Complaint in the Nathan
2 Rentrak Action as the operative complaint.

3 11. On December 16, 2015, the Court entered the Stipulated Protective Order for the
4 Exchange and Production of Confidential Information (the "Protective Order").

5 12. On December 29, 2015, Ira Nathan moved to preliminarily enjoin the vote of
6 Rentrak shareholders to approve the merger with comScore.

7 13. On January 11, 2016, Ira Nathan moved to compel the production of certain
8 documents by the Rentrak Defendants.

9 14. On January 14, 2016, Rentrak filed a Form 8-K with the SEC making certain
10 supplemental disclosures about the proposed merger with comScore to Rentrak shareholders.
11 Those supplemental disclosures mooted Ira Nathan's preliminary injunction motion, and Ira
12 Nathan withdrew his preliminary injunction motion later that same day.

13 15. On January 26, 2016, Ira Nathan withdrew his motion to compel after the Rentrak
14 Defendants agreed to produce additional documents.

15 16. On January 28, 2016, Rentrak shareholders voted to approve the merger with
16 comScore. The results were as follows: 12,456,454 shares voted to approve the merger (97.8%
17 of total shares outstanding); 12,693 shares voted against the merger (0.0% of total shares
18 outstanding), and 265,178 shares abstained (2.1% of total shares outstanding).

19 17. On January 29, 2016, the merger between comScore and Rentrak closed, and
20 Rentrak shareholders received 1.15 shares of comScore common stock for each share of Rentrak
21 common stock that they held.

22 18. On March 2, 2016, the Rentrak Defendants produced additional confidential
23 documents to Ira Nathan.

24 19. On March 7, 2016, comScore filed a Form 8-K with the SEC, which stated that
25 "on February 19, 2016, the Audit Committee of comScore's Board of Directors received a
26 message regarding certain potential accounting matters," and that comScore was "delaying the

1 filing of its Annual Report on Form 10-K for the year ended December 31, 2015.”

2 20. On March 10, 2016, Elliot Sommer filed a complaint in the United States District
3 Court for the Southern District of New York asserting federal securities claims against
4 comScore, Serge Matta and Melvin Wesley III, captioned *Sommer v. comScore, Inc., et al.*, No.
5 1:16-cv-01820 (the “Federal Securities Action”).

6 21. On March 18, 2016, Ira Nathan filed an unopposed Motion to Continue the
7 Litigation for Ninety Days for Good Cause Shown Pursuant to Oregon Trial Court Rule
8 7.020(3)(b) (“Motion to Continue”), indicating that he intended to seek leave to further amend
9 his complaint and that the Rentrak Defendants would respond to the further amended complaint.
10 The Court granted the Motion to Continue on March 21, 2016.

11 22. On March 23, 2016, the Rentrak Defendants moved to stay discovery pending the
12 resolution of their forthcoming motion to dismiss, which the parties briefed.

13 23. On April 6, 2016, Ira Nathan filed a motion to compel production of additional
14 documents by the Rentrak Defendants, which the parties briefed. Also on April 6, 2016, Ira
15 Nathan filed a motion for leave to file a Second Amended Complaint which would, among other
16 things, add a claim against comScore for aiding and abetting the Rentrak Defendants’ alleged
17 breaches of fiduciary duty and a claim against comScore and Rentrak for equitable relief, which
18 the parties briefed.

19 24. On June 3, 2016, the Court held a hearing on the pending motions. It granted the
20 Rentrak Defendants’ motion to stay discovery, staying discovery until October 1, 2016; denied
21 as moot Ira Nathan’s motion to compel; and ordered the Parties to meet-and-confer regarding the
22 contents of the Second Amended Complaint so that it could be filed on the public docket. The
23 Court ordered that comScore could be added as a defendant in the Second Amended Complaint.

24 25. On July 11, 2016, the Court issued an order permitting Ira Nathan to file a Second
25 Amended Complaint.

26

1 26. On July 21, 2016, Ira Nathan filed the Second Amended Class Action Complaint,
2 adding a claim against comScore for aiding and abetting the Rentrak Defendants' alleged
3 breaches of fiduciary duties and a claim against comScore and Rentrak for equitable relief.

4 27. On August 11, 2016, Ira Nathan filed a motion to adopt a scheduling order, that,
5 *inter alia*, set a trial date in November 2017, which the parties briefed.

6 28. On August 26, 2016, comScore and the Rentrak Defendants filed motions to
7 dismiss the Second Amended Class Action Complaint, which the parties briefed. That same day,
8 the Rentrak Defendants filed a motion to extend the discovery stay beyond October 1, 2016,
9 which the parties briefed.

10 29. On September 28, 2016, the Court heard argument on Defendants' motions to
11 dismiss and the Rentrak Defendants' motion to extend the discovery stay. The Court denied the
12 Rentrak Defendants' motion to extend the discovery stay, ordered that trial be set for November
13 2017, and took the motions to dismiss under advisement.

14 30. On October 1, 2016, the discovery stay expired. The Rentrak Defendants began a
15 rolling production of documents responsive to Ira Nathan's document requests several weeks
16 later. Between October 28, 2016 and February 24, 2017, the Rentrak Defendants produced to Ira
17 Nathan approximately 49,000 pages of documents responsive to Ira Nathan's document requests.

18 31. After the expiration of the discovery stay, Ira Nathan issued non-party subpoenas
19 to, and received significant document productions in response from, Rentrak's accounting
20 advisor (Grant Thornton LLP), Rentrak's financial advisor (Goldman Sachs & Co.), comScore's
21 financial advisor (J.P. Morgan Securities LLC), and a competing bidder for Rentrak that was
22 identified in the Registration Statement as "Company B."

23 32. On October 3, 2016, Ira Nathan, as Trustee for the Ira S. Nathan Revocable Trust,
24 filed in the Court a related action captioned *Nathan v. Matta, et al.*, No. 16CV32458 (the
25 "Nathan v. Matta Action"), that asserted claims under Section 11 of the Securities Act of 1933
26 on behalf of the Class against certain current and former officers and directors of comScore, as

1 well as Ernst & Young LLP, comScore's auditor that certified certain financial statements.

2 33. On October 11, 2016, the Rentrak Defendants issued document requests to Ira
3 Nathan and the plaintiffs in the Related Rentrak Actions. Ira Nathan subsequently produced
4 documents responsive to those requests.

5 34. On October 12, 2016, comScore, Serge Matta and Melvin Wesley III filed, in the
6 Federal Securities Action, a Motion To Stay Discovery In State Actions, which the parties
7 briefed and argued. That motion asked the United States District Court for the Southern District
8 of New York to stay all discovery in the In re: Rentrak Action and in the Nathan v. Matta Action
9 related to the claims against comScore, Matta and Wesley in the Federal Securities Action.

10 35. On October 18, 2016, the lead plaintiffs in the Federal Securities Action amended
11 their complaint to add a copycat federal securities law claim against the Rentrak Defendants and
12 claims against all defendants named in the Nathan v. Matta Action except Ernst & Young LLP.

13 36. On October 21, 2016, the Rentrak Defendants filed a Notice of Joinder In
14 Defendants' Motion To Stay Discovery In State Actions in the Federal Securities Action, which
15 the parties briefed.

16 37. On October 27, 2016, the Honorable John J. Koeltl of the United States District
17 Court for the Southern District of New York denied comScore's motion to stay discovery, in
18 which the Rentrak Defendants had joined.

19 38. On November 2, 2016, comScore responded to Ira Nathan's October 4, 2016
20 document requests to comScore. comScore began a rolling production of documents several
21 weeks later.

22 39. On November 7, 2016, defendants in the Nathan v. Matta Action removed the
23 action to the United States District Court for the District of Oregon.

24 40. On November 8, 2016, defendants in the Nathan v. Matta Action filed a motion to
25 transfer the Nathan v. Matta Action to the United States District Court for the Southern District
26 of New York, which the parties briefed.

1 41. On November 10, 2016, Ira Nathan filed a motion to remand the Nathan v. Matta
2 Action, which the parties briefed.

3 42. In November and December 2016 and January 2017, Ira Nathan took depositions
4 of Rentrak's ORCP 39 C(6) designees.

5 43. On December 2, 2016, Ira Nathan, as Trustee for the Ira S. Nathan Revocable
6 Trust, filed a motion for class certification in the In re: Rentrak Action, which the parties briefed.

7 44. On January 5, 2017, Ira Nathan filed a motion for an extension of the briefing
8 schedule on class certification due to significant health concerns, which the parties briefed. Also
9 on January 5, 2017, Hulme sent prelitigation demand notices pursuant to ORCP 32 H to
10 Defendants in the In re: Rentrak Action and defendants in the Nathan v. Matta Action.

11 45. On January 16, 2017, Ira Nathan died.

12 46. On January 23, 2017, Andrew Nathan, as Trustee for the Ira. S. Nathan Revocable
13 Trust, filed an unopposed motion to substitute for Ira Nathan in the Nathan v. Matta Action. Also
14 on January 23, 2017, Defendants filed a joint motion to dismiss the In re: Rentrak Action for lack
15 of subject-matter jurisdiction, which the parties briefed.

16 47. On January 31, 2017, the United States District Court for the District of Oregon
17 granted Andrew Nathan's motion to substitute for Ira Nathan in the Nathan v. Matta Action.

18 48. On February 6, 2017, Hulme filed a Class Action Complaint asserting claims on
19 behalf of the Class against Defendants, captioned *Hulme v. Livek, et al.*, No. 17CV04984 (the
20 "Hulme v. Livek Action"). The complaint in the Hulme v. Livek Action is substantively
21 identical to the Second Amended Class Action Complaint in the In re: Rentrak Action. Also on
22 February 6, 2017, Andrew Nathan and Hulme filed a Motion for Substitution, Consolidation, and
23 Appointment as Class Representatives in the In re: Rentrak Action and the Hulme v. Livek
24 Action, which the parties briefed. The motion asked that Andrew Nathan, as Trustee for the Ira
25 S. Nathan Revocable Trust, be substituted for Ira Nathan as lead plaintiff in the In re: Rentrak
26 Action, that the Hulme v. Livek Action be consolidated with the In re: Rentrak Action, and that

1 the Court certify the Class with Andrew Nathan and Hulme as Class representatives.

2 49. On March 3, 2017, the Court held a hearing on the pending motions. The Court
3 took the motions under advisement and requested supplemental briefing on the issue of pre-
4 litigation notices under ORCP 32 H, which the Parties subsequently provided.

5 50. On March 8, 2017, Ira Nathan and Hulme issued deposition notices to each of the
6 Individual Defendants, as well as several current officers and directors of comScore.

7 51. On March 10, 2017, the United States District Court for the District of Oregon
8 held a hearing on the cross motions to remand and to transfer the Nathan v. Matta Action. At the
9 hearing, the Court denied the motion to transfer and took the motion to remand under
10 advisement. Also on March 10, 2017, the Court sent a letter to the Parties stating that “the *Hulme*
11 [*Rentrak* Action] is part of the *In re Rentrak* [Action].”

12 52. On March 13, 2017, Ira Nathan and Hulme served on the Parties notices of
13 deposition subpoenas to be issued to non-parties, including to former senior officers of
14 comScore, to Rentrak and comScore’s investment bankers and accountants, and to senior officers
15 at Company B, which subpoenas were subsequently served on those individuals or entities.

16 53. On March 14, 2017, the United States District Court for the District of Oregon
17 remanded the Nathan v. Matta Action to this Court.

18 54. On or about March 15, 2017, the Parties began discussions regarding postponing
19 further depositions until May 1, 2017 and scheduling a mediation prior to May 1, 2017.
20 Ultimately, the Parties agreed to schedule a mediation with the Honorable Layn R. Phillips, a
21 retired United States District Court Judge, on April 14, 2017 and to postpone any further
22 depositions until May 1, 2017.

23 55. On March 17, 2017, Hulme filed in this Court a Class Action Complaint asserting
24 claims under Section 11 of the Securities Act of 1933 on behalf of the Class against the
25 defendants in the Nathan v. Matta Action, captioned *Hulme v. Matta, et al.*, No. 17CV11445 (the
26 “Hulme v. Matta Action”).

1 56. On March 24, 2017, the Court entered an Order Regarding Defendant comScore's
2 Motion to Dismiss Second Amended Complaint, granting comScore's motion to dismiss both
3 claims against it in the In re: Rentrak Action, with leave to amend the aiding and abetting claim.

4 57. On April 10, 2017, the Parties exchanged mediation statements.

5 58. On April 14, 2017, the Parties, including Defendants' insurers, attended a
6 mediation session with Judge Phillips. During the course of an all-day mediation, the Parties
7 negotiated in good-faith, at arm's-length in an attempt to settle This Action. The mediation was
8 unsuccessful, but the Parties continued to negotiate throughout the weekend.

9 59. On April 17, 2017, as a result of post-mediation communications conducted
10 through Judge Phillips, the Parties reached an agreement-in-principle to settle the Action. That
11 same day, the Parties informed the Court of their agreement.

12 60. On April 20, 2017, the Parties executed a term sheet and, thereafter, negotiated
13 the complete terms of the Settlement, which are set forth in the Stipulation of Settlement.

14 61. On May 23, 2017, the Court heard argument on (i) Plaintiffs' Motion for
15 Consolidation, Substitution, Certification of Settlement Class and Approval of Notice to Class
16 and on (ii) Nonparty William Huff's Motion to File Opposition to Plaintiffs' Unopposed Motion
17 for Consolidation, Substitution, Certification of Settlement Class and Approval of Notice to
18 Class. On June 7, 2017, pursuant to its oral rulings at the May 23, 2017 hearing, the Court
19 granted Plaintiffs' motion for preliminary approval and denied Huff's motion to file another
20 opposition brief.

21 **B. Retention Agreement And Contingent Nature of Representation**

22 62. Class Counsel represented Plaintiffs on a wholly contingent basis. True and
23 accurate copies of Class Counsel's retention agreements with Plaintiffs are attached hereto as
24 Exhibits A-C. To date, our firms have not been paid anything for services rendered in connection
25 with the above-captioned action.

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1 **C. Work Performed**

2 63. From the inception of the case through today, Class Counsel billed 6,940.35
3 hours.¹ Significant tasks performed by Class Counsel included, without limitation:

- 4 • Drafting the pleadings, including four separate complaints (the initial complaint,
5 the Amended Complaint, the Second Amended Complaint, and a drafted-but-
6 never filed Third Amended Complaint);
- 6 • Drafting a motion to enjoin the shareholder vote based on omissions identified in
7 the preliminary proxy;
- 7 • Drafting multiple motions to compel production of documents and negotiating
8 with Defendants and non-parties to resolve those motions;
- 8 • Drafting briefs in support of and arguing a motion for leave to file the second
9 amended complaint;
- 10 • Drafting oppositions to and arguing multiple motions to stay discovery;
- 10 • Preparing documents requests to Defendants as well as out-of-state subpoenas to
11 multiple third parties pursuant to the Uniform Interstate Depositions and
12 Discovery Act and negotiating those productions;
- 11 • Drafting approximately 58 pages of briefing in opposition to and arguing
12 Defendants' motions to dismiss (which, combined, totaled over 70 pages);
- 12 • Drafting briefs and presenting arguments regarding case scheduling;
- 13 • Drafting expedited briefs in opposition to and arguing the October 27, 2016
14 hearing on Defendants' motion filed in the Southern District of New York seeking
15 a stay of discovery in this action
- 14 • Preparing a document review protocol, and undertaking an intensive document
16 review of over 320,000 pages produced by multiple parties;
- 15 • Preparing responses and objections to the discovery served on Plaintiff Nathan
17 and making a significant document production;
- 16 • Drafting papers in support of and arguing the motions for class certification;
- 17 • Preparing for and taking multiple depositions of Rentrak's ORCP 39 C(6)
18 designees;
- 18 • Preparing to defend Plaintiffs' depositions;

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26 ¹ Based on all submissions herewith, Plaintiffs' Counsel collectively spent 7,302.95 hours in the prosecution
of this Action. At their current billing rates, this would reflect a lodestar of \$3,625,678.50.

- 1 • Preparing for depositions of individual Defendants and key individual witnesses
at Rentrak and comScore;
- 2 • Drafting papers in support of and arguing the motion to consolidate, substitute,
3 and appoint class representatives;
- 4 • Drafting briefs in opposition to and arguing Defendants' motion to dismiss for
5 lack of subject matter jurisdiction;
- 6 • Drafting extensive mediation submissions and negotiating and drafting the term
sheet;
- 7 • Drafting the Stipulation of Settlement and related documents;
- 8 • Negotiating the final terms of the stipulation with Defendants;
- 9 • Drafting a request for proposals and retaining a claims administrator and
10 supervising the claims administration process;
- 11 • Drafting the preliminary approval papers;
- 12 • Drafting an opposition to and arguing the motion filed by nonparty William Huff
seeking to object to the motion for preliminary approval;
- 13 • Drafting the motion for final approval; and
- 14 • Drafting the motion for an award of attorneys' fees.

15 **D. Block & Leviton's Time And Expenses²**

16 64. Block & Leviton's timekeepers spent 4,128.05 hours litigating the above-
17 captioned case from its inception through today. These figures and those set forth below do not
18 include any of the time spent prosecuting the related Section 11 consolidated actions: *Nathan v.*
19 *Matta, et al.*, Case No. 16CV32458 and *Hulme v. Matta, et al.*, Case No. 17CV11445. Class
20 Counsel have tracked time for those matters separately and are not including any hours or
21 expenses billed to the *Matta* actions in connection with this fee/expense application.

22 65. The total lodestar for Block & Leviton is \$2,232,665.00. The hourly rates for the
23 attorneys and professional support staff in Block & Leviton shown below are the reasonable and
24 customary rates charged for each individual timekeeper. Block & Leviton's lodestar figures are

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26 ² This section of the Joint Declaration is not attested to by Peter B. Andrews.

1 based upon the firm's current billing rates. A breakdown of the lodestar is as follows:

2 Timekeeper	3 Hours	4 Hourly Rate	5 Lodestar
6 Jeffrey Block (P)	62.7	\$825	\$51,727.50
7 Jason Leviton (P)	1,029.2	\$725	\$746,170.00
8 Joel Fleming (A)	1,283.8	\$550	\$706,090.00
9 Jacob Walker (A)	22.2	\$575	\$12,765.00
10 Bradley Vettraino (A)	378.85	\$450	\$170,482.50
11 Steven Harte (A) (former)	237.5	\$600	\$142,500.00
12 Jeff Gray (A)	1,015.5	\$375	\$380,812.50
13 Brooke Jordy (PL)	78.7	\$225	\$17,707.50
14 Julie Ledwig (PL) (former)	19.6	\$225	\$4,410.00
15 Total	4,128.05		\$2,232,665.00

16 (P) – Partner; (A) – Associate; (PL) – Paralegal

17 66. The United States Supreme Court has held that in determining a “reasonable
18 rate,” a court should look to “the prevailing market rates in the relevant community,” *i.e.*, the
19 rates charged “for similar services by lawyers of reasonably comparable skill, experience and
20 reputation.” *Blum v. Stenson*, 465 U.S. 886, 895 & n.11 (1984). As explained in the internal
21 memorandum attached hereto as Exhibit D, this is the metric used to determine Block &
22 Leviton’s rates and the most comparable rates, under this test, are those charged by sophisticated
23 corporate defense firms in Boston. Block & Leviton’s rates are lower than those charged by a
24 majority of the five largest corporate defense firms in Boston.

25 67. More than 10% of all hours billed by all Block & Leviton timekeepers between
26 October 1, 2015 and May 1, 2017 were billed to this Action. During the most active time
period—between October 1, 2016 and May 1, 2017 when discovery was active and ongoing—
approximately 23% of all hours billed by all Block & Leviton timekeepers were billed to this

1 Action.

2 68. The hourly charges listed above do not include charges for expenses. Expense
3 items are billed separately and such charges are not duplicated in Block & Leviton's billing rates.
4 Block & Leviton has incurred a total of \$106,262.22 in unreimbursed expenses in connection
5 with the prosecution of the action from its inception through the date of this Declaration. These
6 expenses are of the type routinely charged to the firm's hourly paying clients and were
7 necessarily incurred in prosecution of the action. The expenses pertaining to this case are
8 reflected in the books and records of Block & Leviton and consist of the following:

9 Expense Category	Total
10 Travel/Lodging	\$30,800.59
11 Experts	\$30,539.48
12 Mediator	\$8,250.00
13 Document review platform/repository	\$12,846.15
14 Deposition fees (transcripts/videos)	\$4,361.93
15 Online Research (Lexis / Westlaw / PACER)	\$5,896.49
16 Printing / Copying	\$5,511.32
17 Court Fees / Transcripts (Non-Deposition)	\$4,773.20
18 Process Servers	\$2,005.00
19 Postage (USPS, FedEx, UPS)	\$958.67
20 Miscellaneous Expenses (Hearing Materials / Hard Drive for Document 21 Production)	\$195.70
22 Telephone / Conference Calls	\$96.69
23 Delivery/Courier Service	\$27.00
24 Total	\$106,262.22

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1 **E. Andrews & Springer's Time and Expenses**³

2 69. Andrews & Springer's timekeepers spent 2,812.30 hours litigating the above-
3 captioned case from its inception through today. These figures and those set forth below do not
4 include any of the time or expenses spent prosecuting the related consolidated actions: *Nathan v.*
5 *Matta, et al.*, Case No. 16CV32458 and *Hulme v. Matta, et al.*, Case No. 17CV11445. Class
6 Counsel have tracked time and expenses for those matters separately and are not including any
7 hours or expenses billed to the *Matta* actions in connection with this fee application.

8 70. The total lodestar for Andrews & Springer is \$1,275,337.50. The hourly rates for
9 the attorneys and professional support staff in Andrews & Springer shown below are the
10 reasonable and customary rates charged for each individual timekeeper. Andrews & Springer's
11 lodestar figures are based upon the firm's current billing rates. A breakdown of the lodestar is as
12 follows:

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Timekeeper	Hours	Hourly Rate	Lodestar
Peter Andrews (P)	660.50	\$695	\$459,047.50
Craig Springer (P)	741.35	\$515	\$381,795.25
David Sborz (A)	611.75	\$375	\$229,406.25
Lilia DuBois (C)	120.30	\$250	\$35,488.50
Chris McCallum (C)	231.00	\$250	\$57,750.00
William Pham (C)	316.00	\$250	\$79,000.00
Sebastian Windgassen (C)	86.00	\$250	\$21,500.00
Sara Haggerty (PL)	45.40	\$250	\$11,350.00
Total	2,812.30		\$1,275,337.50

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24 (P) – Partner; (A) – Associate; (C) – Contract Attorney; (PL) – Paralegal.

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26 ³ This section of the Joint Declaration is not attested to by Jason M. Leviton.

71. The hourly charges listed above do not include charges for expenses. Expense items are billed separately and such charges are not duplicated in Andrews & Springer's billing rates. The firm has incurred a total of \$86,793.88 in unreimbursed expenses in connection with the prosecution of the action from its inception through the date of this Declaration. These expenses are of the type routinely charged to the firm's hourly paying clients and were necessarily incurred in prosecution of the action. The expenses pertaining to this case are reflected in the books and records of Andrews & Springer and consist of the following:

Expense Category	Total
Court Fees/ <i>Pro Hac Vice</i> Fees and Costs	\$2,510.00
UPS/Overnight Delivery Charges	\$148.19
Delaware Filing Fees for Subpoenas	\$806.50
Copying and Court Runner Fees	\$2,041.61
Expert Fees	\$30,539.47
Travel Expenses/Airline, Hotel, Meals, Ground Transportation	\$25,290.03
Mediator	\$8,250.00
Document review platform/repository	\$12,846.15
Deposition fees (transcripts/videos)	\$4,361.93
Total	\$86,793.88

F. Agreements With Other Plaintiffs' Counsel Regarding Division of Fees

72. In prosecuting this action on behalf of the Class, Class Counsel relied upon the services of Oregon counsel. From the inception of the Action until June 2016, Class Counsel worked with Samuels Yoelin Kantor LLP ("SYK") as Oregon counsel. From June 2016 through the present, Stoll Stoll Berne Lokting & Shlachter P.C. ("Stoll Berne") acted as Oregon counsel. Attached hereto as Exhibit E is an email documenting Class Counsel's written agreements with SYK and Stoll Berne regarding the division of fees. Class Counsel also reached a written

1 agreement regarding the division of labor with out-of-state law firms representing other plaintiffs
2 whose cases were consolidated into the above-captioned action (“Supporting Counsel”).⁴
3 Attached hereto as Exhibit F is an email documenting that agreement.⁵

4 **G. Other Supporting Documentation**

5 73. Attached hereto as Exhibit I is the firm resume for Block & Leviton LLP.

6 74. Attached hereto as Exhibit J is the firm resume for Andrews & Springer LLC.

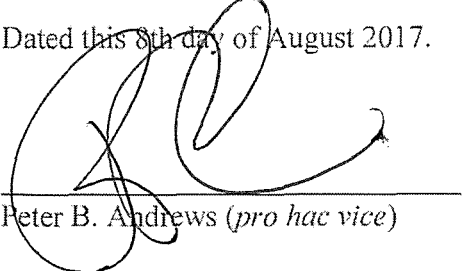
7 75. Attached hereto as Exhibit K is the Order Granting Final Approval of Class Action
8 Settlement entered in *Solak v. Cascade Microtech et al.*, Case No. 16CV11809.

9 76. I hereby declare that the above statement, including the information contained in
10 the exhibits to this statement, is true to the best of my knowledge and belief, and that I understand
11 it is made for use as evidence in court and is subject to penalty for perjury.

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13 Dated this 8th day of August 2017.

Dated this 8th day of August 2017.

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15 
16 Jason M. Leviton (*pro hac vice*)

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19 Peter B. Andrews (*pro hac vice*)

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23 ⁴ One of the firms representing a plaintiff whose case was consolidated into the Action—Pomerantz LLP—was
24 offered the opportunity to perform work in connection with the Action. A true and accurate copy of the email making
25 the offer is attached hereto as Exhibit G. After requesting a copy of the order on the motion to dismiss and learning
26 that no order had been entered, the Pomerantz firm declined to provide assistance when needed. True and accurate
copies of email correspondence reflecting this refusal are attached hereto as Exhibits G and H. Therefore, Class
Counsel do not intend to allocate any fees to the Pomerantz firm.

⁵ Class Counsel expect that Supporting Counsel may, in turn, reallocate some portion of their fee to their respective
Oregon counsel but are not privy to the fee arrangements between Supporting Counsel and their Oregon counsel.

EXHIBIT A

November 28, 2016

Via Electronic Mail Delivery

John Hulme
jahconsulting@hotmail.com

Re: **Retainer Agreement**

Dear John:

It was a pleasure speaking with you last week. I also wanted to thank you for retaining Block & Leviton LLP (“B&L” or the “Firm”) to represent you in connection with the class actions stemming from the merger between Rentrak Corporation and comScore, Inc., captioned: *In re Rentrak Corporation Shareholders Litigation*, Case No. 15CV27429 and *Nathan v. Matta, et al.*, Case No. 16CV32458. Copies of both operative complaints are attached to this email.

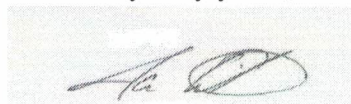
Our representation of you and the class will be on an **entirely** contingent basis, meaning that we will only be paid our attorneys' fees and reimbursed our expenses if we obtain a recovery for the class. The Firm may submit a request for attorneys' fees to the Court, to be paid by defendants, in the event that non-monetary benefits are achieved for the class. **Any reimbursement for attorneys' fees and expenses will be paid by the defendants, and you will never personally be responsible for any fees or recovery.** Further, the Firm will not seek an award of attorneys' fees in excess of 33% of any recovery obtained in this action.

B&L shall advance all expenses in connection with this litigation. B&L shall be reimbursed its out-of-pocket expenses from any recovery for the class in this lawsuit. Similar to our fees, you will never be responsible for any expenses. Rather, expenses shall be fully reimbursed from any settlement, which will occur prior to the payment of attorneys' fees or recovery by the class.

You agree to fully and completely cooperate with the Firm in the prosecution of this action and you warrant that all information relevant to this claim is truthful, accurate and has been fully disclosed to the Firm and its attorneys. You agree to produce and make available all documents requested by B&L in connection with the prosecution of this action and that you will appear for deposition, and trial, as required.

We look forward to working with you in this action and in recovering for you all the money to which you are owed and entitled.

Very truly yours,



Jason M. Leviton, Esq.

Read, Agreed and Accepted:

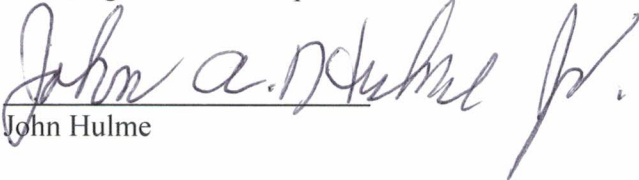

John Hulme

EXHIBIT B

ANDREWS & SPRINGER LLC
ATTORNEYS

Craig J. Springer
3801 Kennett Pike
Building C, Suite 305
Wilmington, DE 19807
T: (302) 504-4957
F: (302) 397-2681
cspringer@andrewsspringer.com
www.andrewsspringer.com

September 30, 2015

Dear Rentrak Stockholder,

Thank you for the opportunity to represent you in this matter. We are sending you this letter to confirm that you (the "Client") and have retained Andrews & Springer LLC to represent you as a named plaintiff and the other class members in the class action that seeks to challenge the merger (the "Merger") of Rentrak Corporation ("Rentrak") where you are a current shareholder on a fully contingent basis with respect to its fees. Further, you did not purchase said shares for the purpose of commencing any legal action to challenge the Merger. You also understand that you must continue to hold shares of the Company while the litigation, if any, is pending. You agree to contact the below listed counsel before selling your current holdings during the course of the litigation.

This Firm has thoroughly and extensively investigated this Merger, and believes that there is a valid legal and factual basis to prosecute this action against the defendants. We agree to advance all expenses in the litigation, which means that you are not liable or responsible to pay any of the expenses of the class action, whether attorneys' fees or costs. *Regardless of the result, we will never ask you to pay for any attorneys' fees or costs.* Should we obtain a favorable result, we may ask the court to award us compensation to be paid by the defendants or as a portion of any monetary class benefit, but, again, we will never ask you to directly pay any of the costs of this litigation. By signing this retainer letter you acknowledge that Andrews & Springer LLC has the authority and your permission to file a complaint and pursue an action, on your behalf, against Rentrak, Rentrak's affiliated entities, Rentrak's board of directors, ComScore, Inc. and its affiliated entities.

You may have discussed the Merger with other attorneys or law firms, but you have not retained any other attorneys or law firms to represent you in connection with the Merger. During the course of this litigation, we may employ and/or work with other attorneys or law firms to prosecute the action. Further, the file compiled constitutes the work product and property of this Firm over which the Firm has complete control with respect to its use and/or disclosure.

We look forward to representing you to challenge the Merger.

Sincerely,

Craig J. Springer, Esq.

PLEASE FILL OUT THE INFORMATION BELOW, SIGN ACKNOWLEDGING THAT YOU AGREE WITH THE TERMS IN THIS LETTER AND RETURN IT TO US BY E-MAIL OR FAX (302) 397-2681

Signature Ira S. Nathan Ticker/Company Name for Shares RENT
Name IRA S. NATHAN RENTRAK CORP
Address [REDACTED] Date Shares Purchased Bought in 2002/03
Phone Number [REDACTED] Number of Shares Purchased 25,000
E-mail [REDACTED]

EXHIBIT C

Crag J. Springer, Esq.
3801 Kennett Pike
Building C, Suite 305
Wilmington, DE 19807
Tel.: (302) 504-4957
Fax: (302) 397-2681

January 5, 2017

Client(s): Ira S. Nathan Revocable Trust
Andrew B. Nathan, Co-Trustee of the Ira S. Nathan Revocable Trust

Contact: Andrew B. Nathan

Matter: In Re: Rentrak Corporation Shareholders Litigation, Case No. 15CV27429
Nathan v. Matta, et al., Case No. 16CV32458

Dear Mr. Nathan,

This will confirm that you have agreed to retain Andrews & Springer, LLC (“A&S”) to represent the Ira S. Nathan Revocable Trust (the “Trust”) and you in your capacity as Co-Trustee of the Trust, as a plaintiff and proposed class representative in the above-referenced class action litigations subject to the terms and conditions contained herein, and subject to the approval of the court as necessary.

In making this agreement, A&S is relying upon your representation that the Trust formerly owned shares of Rentrak Corporation (“Rentrak” or the “Company”) and held at least a portion of those shares when the misconduct took place. A&S is also relying upon your representation that the Trust formerly owned and may still currently own shares of comScore, Inc. (“comScore”). You agree to contact the above-listed counsel before selling your current holdings during the course of the litigations. Further, you agree that neither you or the Trust nor any of your affiliates or agents will trade on the basis of any confidential material non-public information you receive in connection with the litigations.

As a lead plaintiff, you and the Trust’s responsibility is to represent the interests of similarly situated shareholders, and to participate in the prosecution of this litigation. In this capacity, for example, you may be deposed, or asked to supply other information, such as trading records, to respond to discovery requests that the defendants may serve. In addition, a lead plaintiff cannot have any interest antagonistic to or in conflict with other plaintiff shareholders concerning the claims alleged in the complaint or any relationships with any of the named defendants that would in any way impair your ability or incentive to obtain the best possible result on behalf of the plaintiffs including, among other things, the short selling of Company shares. By signing this agreement, you represent that, to your knowledge, no such conflict exists.

As we have discussed, A&S will prosecute the litigations on a contingency basis. ***Thus, you will not be responsible for the payment of any legal fees, costs or out-of-pocket expenses arising out of or related to the prosecution of these litigations, regardless of the end-result.*** Subject to the terms and conditions set forth below, A&S will, at the conclusion of the litigations or any segment thereof, apply to the court for approval of an award of attorneys’ fees and expenses (attorneys’ fees up to 33.3% of any common fund). The court will then award fees and disbursements (if any) from the proceeds of any judgment or settlement obtained in these litigations, based on factors considered relevant by the court. Such fees, costs and disbursements will be paid from the entire class settlement amount and not only from

your share of the net class settlement amount. A&S will discuss its proposed fee application and seek your approval prior to submitting a fee application to the court.

You may have discussed this matter with other attorneys or law firms, but you have not retained any other attorneys or law firms to represent you in connection with these matters. From time to time, A&S may utilize contract attorneys to supplement the work of its own employed attorneys. A&S will supervise the work of all contract attorneys and adopt their work product as its own. Accordingly, A&S will bill the time incurred by contract attorneys at hourly rates comparable to those of its own employed attorneys.

A&S will provide you with copies of all pleadings in the litigations for your review and approval, circumstances permitting, before they are filed with the court. A&S will also promptly advise you of any significant developments in the litigations. As appropriate, we will also schedule periodic meetings and conference calls to discuss litigation developments and strategies for the prosecution of the litigations. You authorize A&S, as we deem appropriate, to hire experts and consultants to assist in the handling of your claims.

A&S will also consult with you regarding any settlement negotiations and obtain your prior approval for any proposed resolution of these litigations before entering into final settlement agreements with defendants.

A&S's files and papers compiled in connection with its investigation and prosecution of these matters constitute the work product and property of A&S over which we have complete control with respect to its use and/or disclosure.

If the foregoing is satisfactory, please sign and return this letter to us at your earliest convenience to make this agreement effective. Please feel free to contact us at any time should you have any questions or comments in this regard.

Very truly yours,

ANDREWS & SPRINGER LLC

Accepted by:

Ira S. Nathan
Ira S. Nathan Revocable Trust

Date: JAN 6, 2017

Andrew B. Nathan
Andrew B. Nathan, Co-Trustee
of the Ira S. Nathan Revocable Trust

Date: JAN 6, 2017

Address 

Phone Number 

E-mail 

EXHIBIT D

To: Jeffrey Block; Jason Leviton; Whitney Street
From: Joel Fleming
Date: October 11, 2016
Re: 2017 Billing Rates

The vast majority of our work is performed on a contingency basis on behalf of a class. Therefore, in setting our 2017 billing rates, you asked me to determine “reasonable rates” under the lodestar approach that some courts use as a factor in awarding attorneys’ fees in the class action context.

The United States Supreme Court has held that in determining a “reasonable rate,” a court must look to “the prevailing market rates in the relevant community,” *i.e.*, the rates charged “for similar services by lawyers of reasonably comparable skill, experience and reputation.”¹

As explained below, under this test, the most comparable rates are those charged by sophisticated corporate defense firms in Boston. Based on the rates charged by those firms, I recommend that we establish the following hourly rates for 2017:

Name	Law School Graduation	Proposed Rate
<i>Partners</i>		
Jeffrey Block	1986	\$825
Jason Leviton	2003	\$725
Whitney Street	2002	\$715
<i>Associates</i>		
Steven Harte	2002	\$600
Jacob Walker	2010	\$575
Joel Fleming	2011	\$550
Erica Langsen	2012	\$525
Bradley Vettraino	2013	\$450
Jeffrey Gray	1992	\$375
<i>Paralegal</i>		
Brooke Jordy	2015 (college)	\$225

A. Our Services, Skills, Experience, and Reputation Are Reasonably Comparable to Sophisticated Corporate Defense Firms

According to MASSACHUSETTS LAWYERS WEEKLY, the five largest firms in Massachusetts are Wilmer Cutler Pickering Hale & Dorr LLP; Ropes & Gray LLP; Goodwin Procter LLP; Mintz,

¹ *Blum v. Stenson*, 465 U.S. 886, 895 & n.11 (1984); *Andrade v. Jamestown Hous. Auth.*, 82 F.3d 1179, 1190 (1st Cir. 1996) (same).

Levin, Cohn, Ferris, Glovsky and Popeo, P.C.; and Morgan, Lewis & Bockius LLP (the “Comparison Firms”).²

Our services, skills, experience, and reputation are reasonably comparable to those of the Comparison Firms.

1. *We Have Similar Qualifications/Experience*

Our qualifications and experience are similar to those of attorneys at the Comparison Firms and we compete with those firms in recruiting talent. Indeed, approximately half of the lawyers at our firm began their careers at either a Comparison Firm or a direct competitor.³ Others began their careers at leading plaintiff-side firms.⁴ Almost all of our lawyers have degrees from Top 20 law schools.⁵ And almost all are specialists who have focused on their respective practice areas for their entire careers.

The three Block & Leviton partners have all been appointed as lead or co-lead counsel in class actions that have resulted in eight- or nine-figure recoveries for class members. In 2016 alone, Block & Leviton achieved eight-, nine-, and eleven-figure settlements in three cases in which it was co-lead counsel, including:

- *In re BP plc Securities Litigation*:⁶ \$175 million settlement for a class of investors in securities litigation arising from misstatements made by BP in the aftermath of the Deepwater Horizon spill;
- *Onyx Pharmaceuticals Shareholder Litigation*:⁷ \$30 million settlement for a class of investors in merger-and-acquisition litigation challenging the deficient process by which Onyx Pharmaceuticals was sold to Amgen in 2013—at the time, the largest settlement for this type of litigation in California history; and
- *In Re: Volkswagen “Clean Diesel” Marketing, Sales Practices and Products Liability Litigation*:⁸ \$10-billion-plus settlement for a class of consumers who purchased Volkswagen diesel vehicles that were improperly rigged to cheat emissions tests.

² “100 Largest Law Firms In Massachusetts: 2015” MASSACHUSETTS LAWYERS WEEKLY (2015), available at: <http://masslawyersweekly.com/files/2015/05/largest.pdf>

³ Whitney Street (Pillsbury Winthrop); Steven Harte (Jones Day); Jacob Walker (Gibson Dunn; Skadden Arps); Joel Fleming (WilmerHale).

⁴ Jeffrey Block (Pomerantz); Jason Leviton (Milberg Weiss; Cohen Milstein).

⁵ Jason Leviton (L.L.M., Dean’s Award, Georgetown); Whitney Street (J.D., University of Virginia); Steven Harte (J.D., University of Pennsylvania); Jacob Walker (J.D., *cum laude*, University of Michigan); Joel Fleming (J.D., *cum laude*, Harvard); Bradley Vetraino (J.D., Washington University in St. Louis).

⁶ No. 4:10-MD-02185 (S.D. Tex.) (as co-counsel to the co-lead plaintiff).

⁷ Lead Case No. CIV523789 (Sup. Ct. Cal., San Mateo Cty.).

⁸ MDL No. 2672 CRB (N.D. Cal.).

2. *We Handle Similar Cases and Have Similarly Sophisticated Clients*

Our clients are as sophisticated as those represented by the Comparison Firms. While we do not represent corporate defendants, we have been retained by a number of sophisticated public pension funds via competitive bidding processes.⁹ Our clients include (among others):

- Washington State Investment Board (~\$106.9 billion assets under management (AUM))
- Massachusetts Pension Reserves Investment Management Board (~\$62 billion AUM)
- Pennsylvania State Employees' Retirement System (~\$25.8 billion AUM)
- New Mexico State Investment Council (~\$19 billion AUM)
- Employees Retirement System of Rhode Island (~\$8.3 billion AUM)
- Amalgamated Bank (~\$4 billion in assets)

Almost all of our cases are complex class actions—primarily securities, corporate governance, merger-and-acquisition, and antitrust cases along with a handful of employment and consumer class actions. These matters—with potential damages almost always in the eight-figure range or greater—are traditionally considered “bet the company” cases and, as a result, our opposing counsel is, almost always, one of the top defense firms in the nation, either a Comparison Firm or one of their competitors.

3. *We Are More Efficient Than the Comparison Firms*

Because we work on contingency, we are strongly incentivized to staff our cases leanly, push work down to the most junior attorney capable of handling the task, and focus on those tasks that are most likely to increase the recovery to the class.¹⁰ By contrast, the Comparison Firms and

⁹ As commentators have noted, “[p]ublic-pension funds are large institutional investors with substantial stakes” who “have ‘skin in the game’” that gives them “incentives to monitor class counsel and to make sure that the case is litigated properly[.] ... They are comparatively sophisticated, repeat consumers of legal services with established relationships with law firms and, in many instances, portfolio-monitoring arrangements,” which “allow the funds to play the law firms against each other in negotiating the best contracts for legal representation, and securing the highest quality work product.” David H. Webber, *Private Policing of Mergers and Acquisitions: An Empirical Assessment of Institutional Lead Plaintiffs in Transactional Class and Derivative Actions*, 38 DEL. J. CORP. L. 907 (2014).

¹⁰ Indeed, most academic analyses of the economics of contingency practice find that the greatest risk with contingent fee work is that attorneys have an economic incentive to under-invest in cases and devote fewer hours to each case than a rational client might desire. *See, e.g.*, John C. Coffee, Jr., *ENTREPRENEURIAL LITIGATION: ITS RISE, FALL, AND FUTURE* 122 (2015) (“Much depends here on ... how much [the plaintiff’s firm] can economize on its investment in cases while still convincing its adversary to settle.”); Franziska Hertel, *Qui Tam For Tax?: Lessons From The States*, 113 COLUM. L. REV. SIDEBAR 1897, 1932 (November 2013) (“Potential *qui tam* attorneys, usually operating on a contingency fee basis, would likely shirk from the daunting—and costly—task of litigating a claim before they could be at least reasonably optimistic that recovery would eventually follow[.]”); Lisa L. Casey, *Reforming Securities Class Actions from the Bench: Judging Fiduciaries and Fiduciary Judging*, 2003 B.Y.U. L. REV. 1239, 1332 n.413 (2003) (“The possibility that class counsel will under-invest in the litigation exists regardless of the

other large corporate defense firms are usually retained on an hourly basis and rely heavily on leverage (*i.e.*, staffing cases with many junior associates) to maximize their profits.¹¹ As a consequence, the Comparison Firms and other large corporate defense firms are often wildly inefficient.¹²

Finally, the vast majority of cases litigated by our firm and the Comparison Firms involve asymmetrical discovery in which defendants have “a vast number of internal records that will be discoverable, while the plaintiffs possess comparatively little discoverable information.”¹³ As a result, relative to their counterparts at the Comparison Firms, lawyers at our firm devote a greater percentage of their time to higher-complexity tasks (*e.g.*, drafting complaints and briefs, taking depositions, presenting oral argument, *etc.*) and a lesser percentage of their time to the lower-complexity tasks associated with large-scale document review and production. When we do review documents, those documents have all passed defendants’ initial screen for responsiveness, making the review and analysis somewhat more complex.

method used to calculate the fee because no fee arrangement can perfectly align the interests of class counsel and the class in all circumstances.”); John C. Coffee, Jr., *Understanding The Plaintiff's Attorney: The Implications Of Economic Theory For Private Enforcement Of Law Through Class And Derivative Actions*, 86 COLUM. L. REV. 669, 711- 712 (May 1986) (“[D]evot[ing] relatively little time or energy to any single case ... [is] the only form of risk spreading available to plaintiff’s attorneys in small firms. In effect, such attorneys may restrict their investment of time and money in any individual case just as intelligent speculators may adopt self-imposed trading rules that limit their investment in any one stock.”).

¹¹ See generally Steven J. Harper, *THE LAWYER BUBBLE: A PROFESSION IN CRISIS* 75 (2013) (describing the “BigLaw” business model); Luis J. Diaz, Patrick C. Dunican Jr., *Ending the Revolving Door Syndrome in Law*, 41 Seton Hall L. Rev. 947 (2011) (“Under the Cravath Model, hours worked, billable rates, and partner-to-associate leverage drive profitability.”); Larry E. Ribstein, *The Death of Big Law*, 2010 WIS. L. REV. 749 (2010) (large firms face “significant short-term pressure ... to increase associate leverage and billable hours to pay the partners even if a more viable long-term strategy would be to focus on achieving greater efficiency and quality control.”).

¹² See, *e.g.*, Douglas W. Greene, “Ineffective Motions to Dismiss Erode the Power of the Reform Act,” *D&O Discourse* (Mar. 31, 2014) (“Another factor is the biglaw approach to writing motions to dismiss ‘by committee.’ Biglaw firms tend to write motions with large teams composed of new associates, mid- level associates, senior associates, and partners.”); Sarah Powell, *BIGLAW: HOW TO SURVIVE THE FIRST TWO YEARS OF PRACTICE IN A MEGA-FIRM OR, THE ART OF DOC REVIEW* 40 (2013) (“In my first year [at a large law firm] my crowning glory was that I was responsible for a single footnote in a summary judgment motion. I probably spent fifty hours on that footnote (a week of my life), researching the law, building the argument, addressing contrary arguments, writing memos and summaries of cases for the senior associates, Shepardizing cases and chasing down alternative arguments that turned out to be dead ends.”); Cameron Stracher, *DOUBLE BILLING: A YOUNG LAWYER’S TALE OF GREED, SEX, LIES, AND THE PURSUIT OF A SWIVEL CHAIR* (1999) (describing large firm’s process of drafting memorandum of law in support of motion to dismiss securities action; “In the end, I spent seventeen straight days, twelve to eighteen hours a day, most of it billable, on the memorandum. .. [Another associate’s] time was about the same. ... A week later, [a senior associate] chewed up our forty-two pages, digested it, and spat out an entirely new thirty-five page [memo]. It wasn’t so much that revised our memo; he simply wrote a new memo. ... The night before we filed the memorandum with the court, we did not sleep. Last minute changes were made, cases checked and re-checked, typos caught, copies velobound, supporting documents attached in an appendix.”).

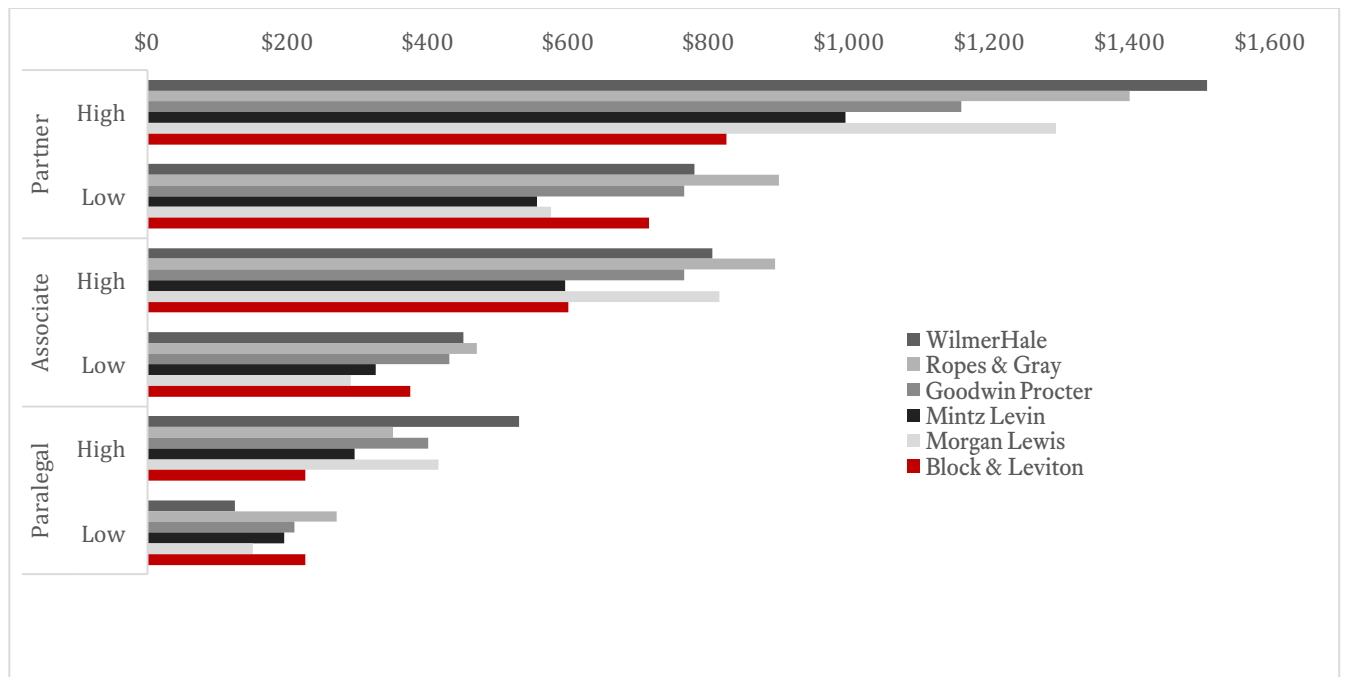
¹³ Colin T. Reardon, *Pleading in the Information Age*, 85 N.Y.U. L. REV. 2170 (2010); Jeffrey J. Rachlinski, *Why Heightened Pleading-Why Now?*, 114 PENN ST. L. REV. 1247 (2010) (“Class action suits against manufacturers, consumer fraud class actions, [and] litigation brought under the anti-fraud provisions of the federal securities laws ... all represent examples of asymmetric litigation in which the plaintiffs face far fewer costs from discovery than the defendants[.]”).

B. Rates Charged By Comparison Firms

The table below sets out the hourly rates charged by the Comparison Firms in 2015.

Firm	Partner <i>High</i>	Partner <i>Low</i>	Associate <i>High</i>	Associate <i>Low</i>	Paralegal <i>High</i>	Paralegal <i>Low</i>
<i>WilmerHale</i> ¹⁴	\$1,510	\$780	\$805	\$450	\$530	\$125
<i>Ropes & Gray</i> ¹⁵	\$1,400	\$900	\$895	\$470	\$350	\$270
<i>Goodwin Procter</i> ¹⁶	\$1,160	\$765	\$765	\$430	\$400	\$210
<i>Mintz Levin</i> ¹⁷	\$995	\$555	\$595	\$325	\$295	\$195
<i>Morgan Lewis</i> ¹⁸	\$1,295	\$575	\$815	\$290	\$415	\$150

The chart below compares the hourly rates that I propose to the rates charged by the Comparison Firms. The rates I propose are lower than those charged by a majority of the Comparison Firms.



¹⁴ Declaration submitted by WilmerHale in *In re: Corporate Resource Services, Inc., et al.*, No. 15-11546 (Bankr. D. Del. July 31, 2015), Docket No. 70-1.

¹⁵ Fee statement submitted by Ropes & Gray in *In re: Gawker Media LLC, et al.*, No. 16-11700 (Bankr. S.D.N.Y. Sept. 20, 2016), Docket No. 280.

¹⁶ Application submitted by Goodwin Procter in *In re: USA Discounters Ltd., et al.*, No. 15-11755 (Bankr. D. Del. Feb. 24, 2016), Docket No. 482.

¹⁷ Engagement letter of Mintz Levin, dated February 20, 2015, available at: <http://edgarcountywatchdogs.com/wp-content/uploads/2015/05/Legal-contract.pdf>

¹⁸ Declaration submitted by Morgan Lewis in *In re: Verso Corporation, et al.*, No. 16-10163 (Bankr. D. Del. Feb. 25, 2016), Docket No. 331-3.

EXHIBIT E

Subject: FW: Rentrak
Date: Monday, June 13, 2016 at 5:24:50 PM Eastern Daylight Time
From: Jason Leviton
To: Tim DeJong
CC: Peter B. Andrews (pandrews@andrewsspringer.com)
Attachments: Order Granting Substitution (00587776xAC78D).doc, Unopposed Motion to Substitute Liaison Counsel (00587775xAC78D).doc, UTCR 5.100 Cert of Readiness (00587825xAC78D).docx, image001.png

Hi Tim,

As you know, I spoke with Bob last week and told him we were considering a change. Unfortunately, while I reached out Friday and again today, I have been unable to speak with him again. Therefore, I sent the below email a few minutes ago. I'm hopeful that he will let us know of any issues today or tomorrow. Assuming he signs off, we should be able to file tomorrow.

Also, to confirm our arrangement and consistent with the below, Stoll Berne will not be entitled to any fee associated with the mooted disclosures. However, Stoll Berne will be entitled to 10% of any net fee (i.e., after expenses) Block & Leviton and Andrews & Springer receive that is not associated with the mooted disclosures. In the (hopefully unlikely!) event that we are unsuccessful in receiving any settlement or judgment, Stoll Berne agrees to continue as liaison counsel and file the documents associated with the mooted disclosures. We are extremely hopeful that this contingency never comes to fruition.

We look forward to working with you. Thanks again and best regards.

Jason

From: Jason Leviton
Sent: Monday, June 13, 2016 5:17 PM
To: bbanks@samuelslaw.com
Cc: Peter B. Andrews (pandrews@andrewsspringer.com) <pandrews@andrewsspringer.com>
Subject: Rentrak

Hi Bob,

I know you are tremendously busy and I hate to bother you, but as we discussed last week, we have some very large filings coming up and I want to make sure they can get done without any issues. In that regard, and after speaking with Peter, we think it might be best to substitute in Stoll Berne as Liaison Counsel. You, Darlene and Angela have been wonderful to work with, but we believe that's Stoll Berne may have a few more resources at this time. In that regard, we have drafted an Unopposed Motion to Substitute Liaison Counsel. Assuming you are ok with the drafts, we will get these on file (we will speak with defendants as well and confirm that they have no objection). We really need to get this done ASAP, so if you can let me know if the documents are acceptable, I would greatly appreciate it.

Also, to confirm, your firm is still entitled to 10% of any net fee (i.e., after expenses) Block & Leviton and Andrews & Springer receives for the mooted disclosures. We are hopeful that the total gross fee associated with the mooted disclosures could equate to as much as \$500,000 (I've seen them vary from zero to as much as \$2.2 million). Stoll Berne will not have any interest in the fee associated with the mooted disclosures.

Again, we wanted to thank you for everything and wish you and your team the very best.

Best regards,

Jason

Jason M. Leviton, Esq.
Block & Leviton LLP
155 Federal Street, Suite 400
Boston, Massachusetts 02110
Tel: 617.398.5600
Fax: 617.507.6020
Jason@blockesq.com

BLOCK & LEVITON LLP

EXHIBIT F

Subject: RE: Rentrak - Agreement
Date: Monday, October 26, 2015 at 11:25:36 AM Eastern Daylight Time
From: Carl L. Stine
To: Jason Leviton, Gustavo Bruckner, Shane T. Rowley (srowley@zlk.com)
CC: Joel Fleming, bbanks@samuelslaw.com
Attachments: image001.png

Hi Jason,

I'm back in the office now and can concentrate on this. I will agree to the same terms you have with Shane and Gustavo. As an aside, if you get expedited discovery including documents and depositions, my firm would be happy to help out. Carl

From: Jason Leviton [mailto:jason@blockesq.com]
Sent: Thursday, October 22, 2015 1:27 PM
To: Gustavo Bruckner <gfbruckner@pomlaw.com>; Shane T. Rowley (srowley@zlk.com) <srowley@zlk.com>; Carl L. Stine <CStine@wolfpopper.com>
Cc: Joel Fleming <joel@blockesq.com>; bbanks@samuelslaw.com
Subject: Rentrak - Agreement

Gentleman,

I write to memorialize our conversations today.

Gustavo and Shane – This email confirms that your firms have agreed to support Block & Leviton's motion to consolidate the related cases and to appoint lead plaintiff and lead counsel. No agreements were made guaranteeing any percentage of work or fee distribution. If B&L believes, in good faith, that a settlement involving disclosures is appropriate for the class, it is unlikely that much (if any) work will be available to your firms. However, if B&L believes, in good faith, that the case should continue being litigated following the merger vote, B&L believes that work will be available and will look to your firms for assistance.

Carl – This confirms our emails that you "might be interested in supporting" B&L's motion and that "we can talk on Monday." If Wolf Popper agrees to support B&L's motion, B&L would agree to the same deal referenced above in relation to the Pomerantz and L&K firms.

If any of this is incorrect, please let me know. As mentioned before, we will file our motion shortly. The motion will reference the support from Pomerantz and L&K and will be silent as to Wolf Popper.

Jason

Jason M. Leviton, Esq.
Block & Leviton LLP
155 Federal Street, Suite 400
Boston, Massachusetts 02110
Tel: 617.398.5600
Fax: 617.507.6020
Jason@blockesq.com

EXHIBIT G

Subject: RE: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review
Date: Friday, December 9, 2016 at 3:28:57 PM Eastern Standard Time
From: Jason Leviton
To: Gustavo Bruckner
Attachments: 2016-07-21 Final Second Amended Complaint - As Filed (00596278xAC78D).pdf

The Second Amended Complaint is attached. We don't have an order on the motions to dismiss.

From: Gustavo Bruckner [mailto:gbruckner@pomlaw.com]
Sent: Friday, December 09, 2016 3:10 PM
To: Jason Leviton <jason@blockesq.com>
Subject: Re: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review

Can you send operative complaint and order on MtD please.

Gustavo F. Bruckner | POMERANTZLLP | 600 Third Avenue, New York, NY 10016 | phone: 212 661 1100 ext: 9941 | fax: 917 463 1044 | gbruckner@pomlaw.com

On Dec 9, 2016, at 3:05 PM, Jason Leviton <jason@blockesq.com> wrote:

Sounds good.

From: Gustavo Bruckner [mailto:gbruckner@pomlaw.com]
Sent: Friday, December 09, 2016 2:55 PM
To: Jason Leviton <jason@blockesq.com>; Shane T. Rowley (srowley@zlk.com) <srowley@zlk.com>
Cc: Peter B. Andrews <pandrews@andrewsspringer.com>; Craig J. Springer <cspringer@andrewsspringer.com>; David M. Sborz <dsborz@andrewsspringer.com>; Joel Fleming <joel@blockesq.com>; Bradley Vettrano <bradley@blockesq.com>
Subject: RE: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review

Thank you – let me see who I can get to assist with this project.

Gustavo F. Bruckner | POMERANTZLLP | 600 Third Avenue, New York, NY 10016 | phone: 212 661 1100 ext: 9941 | fax: 917 463 1044 | gbruckner@pomlaw.com

From: Jason Leviton [mailto:jason@blockesq.com]
Sent: Friday, December 09, 2016 1:24 PM
To: Gustavo Bruckner; Shane T. Rowley (srowley@zlk.com)
Cc: Peter B. Andrews; Craig J. Springer; David M. Sborz; Joel Fleming; Bradley Vettrano
Subject: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review

Gustavo and Shane,

Hope all is well. As you likely know, we are in the midst of discovery in *In re Rentrak Corp. S'holds Litig.*, 15CV27429 (Or. Cir. Ct.). In that regard, and under the assumption that you would like to participate in the litigation, find attached three documents: (i) Document Review Protocol; (ii) Time and Expense Reporting Protocol; and (iii) Time and Expenses Template (.xls). We would like your firms to begin working on the document review beginning Monday or

Tuesday of next week (i.e., December 12-13). Therefore, please review the attached documents and let us know if you are interested in participating. If so, we would like to have a call with your document reviewer Monday. Thank you and please don't hesitate to reach out with any questions.

Jason

Jason M. Leviton, Esq.
Block & Leviton LLP
155 Federal Street, Suite 400
Boston, Massachusetts 02110
Tel: 617.398.5600
Fax: 617.507.6020
Jason@blockesq.com

<image001.png>

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EXHIBIT H

Subject: RE: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review
Date: Sunday, December 11, 2016 at 5:58:38 PM Eastern Standard Time
From: Gustavo Bruckner
To: Jason Leviton
Attachments: image001.png

Jason – We certainly appreciate the opportunity and remain interested in assisting in any way we can. Unfortunately due to holiday schedules I can't get anyone over the next two weeks who meets your criteria to assist. If you still need assistance after the new year please let me know and please consider us for future assignments.

Gustavo F. Bruckner | POMERANTZLLP | 600 Third Avenue, New York, NY 10016 | phone: 212 661 1100 ext: 9941 | fax: 917 463 1044 | gbruckner@pomlaw.com

From: Jason Leviton [<mailto:jason@blockesq.com>]
Sent: Friday, December 09, 2016 3:05 PM
To: Gustavo Bruckner; Shane T. Rowley (srowley@zlk.com)
Cc: Peter B. Andrews; Craig J. Springer; David M. Sborz; Joel Fleming; Bradley Vettraino
Subject: RE: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review

Sounds good.

From: Gustavo Bruckner [<mailto:gbruckner@pomlaw.com>]
Sent: Friday, December 09, 2016 2:55 PM
To: Jason Leviton <jason@blockesq.com>; Shane T. Rowley (srowley@zlk.com) <srowley@zlk.com>
Cc: Peter B. Andrews <pandrews@andrewsspringer.com>; Craig J. Springer <cspringer@andrewsspringer.com>; David M. Sborz <dsborz@andrewsspringer.com>; Joel Fleming <joel@blockesq.com>; Bradley Vettraino <bradley@blockesq.com>
Subject: RE: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review

Thank you – let me see who I can get to assist with this project.

Gustavo F. Bruckner | POMERANTZLLP | 600 Third Avenue, New York, NY 10016 | phone: 212 661 1100 ext: 9941 | fax: 917 463 1044 | gbruckner@pomlaw.com

From: Jason Leviton [<mailto:jason@blockesq.com>]
Sent: Friday, December 09, 2016 1:24 PM
To: Gustavo Bruckner; Shane T. Rowley (srowley@zlk.com)
Cc: Peter B. Andrews; Craig J. Springer; David M. Sborz; Joel Fleming; Bradley Vettraino
Subject: In re Rentrak Corp. S'holds Litig., 15CV27429 (Or. Cir. Ct.) - Document Review

Gustavo and Shane,

Hope all is well. As you likely know, we are in the midst of discovery in *In re Rentrak Corp. S'holds Litig.*, 15CV27429 (Or. Cir. Ct.). In that regard, and under the assumption that you would like to participate in the litigation, find attached three documents: (i) Document Review Protocol; (ii) Time and Expense Reporting Protocol; and (iii) Time and Expenses Template (.xls). We would like your firms to begin working on the document review beginning Monday or Tuesday of next week (i.e., December 12-13). Therefore, please review the attached documents and let us know if you are interested in participating. If so, we would like to have a call with your document reviewer Monday. Thank you and please don't hesitate to reach out with any questions.

Jason

Jason M. Leviton, Esq.
Block & Leviton LLP
155 Federal Street, Suite 400
Boston, Massachusetts 02110
Tel: 617.398.5600
Fax: 617.507.6020
Jason@blockesq.com

BLOCK & LEVITON LLP

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EXHIBIT I

BLOCK & LEVITON LLP

155 Federal Street, Suite 400 | Boston, MA 02110

610 16th Street, Suite 214 | Oakland CA 94612

1735 20th St NW | Washington, DC 20009

www.blockesq.com

Fight for a level playing field. Block & Leviton believes investors, pensioners, consumers and employees deserve an advocate who will take a stand to protect their rights. We value our role not only in recovering our clients' immediate losses, but in protecting their long-term interests by helping to shape corporate policy. We genuinely enjoy our work, which each day offers an opportunity to tackle novel problems and unique challenges in a continuously evolving economy. We concur with Aristotle's observation that pleasure in the job puts perfection in the work. We believe this is reflected in our track record, which includes our ability to take a case to trial and win, as well as our appointment as lead or co-lead counsel in many dozens of high profile matters, including: *In re BP Securities Litig.*, Case No. 4:10-MD-02185 (S.D. Tex.) (settled for \$175 million), *In re Google Class C Shareholder Litig.*, Case No. 7469-CS (Del. Ch.) (settled for \$522 million) and *In re: Drywall Antitrust Litigation*, Case No. 13-md-02437 (E.D. Pa.) (to date, settlements with 2 of 6 defendants totaling more than \$10 million), and *In re: Volkswagen "Clean Diesel" Marketing, Sales Practices and Products Liability Litig.*, Case No. 3:15-md-02672 (N.D. Cal.) (settled for approximately \$15 billion). Our attorneys have successfully recovered billions for our clients and class members and have done so even under adverse conditions, including successfully litigating against bankrupt and foreign-based corporations.

Defy convention. Instrumental to our philosophy is the willingness to embrace new ways of seeing, and solving, our clients' problems. For example, we challenged Google Inc.'s plan to issue a new class of non-voting stock that threatened to diminish the value of minority investors' holdings in the company. With trial set to begin in less than two days, Block & Leviton brokered a settlement with Google Inc. and its directors that provided for a forward-looking payment ladder (valued at up to \$7.5 billion) to protect minority investors against future diminution in their stock value. As a result of the payment ladder, shareholders ultimately recovered \$522 million in cash and stock in May 2015. Appreciation of the fact that each of our clients has a unique viewpoint allows us to tailor our advice and representation accordingly to achieve superior results, and to do so with maximum efficiency.

Surround yourself with the best. The Firm credits its success to its entire team of extremely talented, dedicated attorneys, the majority of whom have significant litigation experience. An in-depth curriculum vitae highlighting each attorney's areas of expertise, unique experience, recognition in the field and education credentials follows.

EDUCATION

- Brooklyn Law School, J.D., cum laude 1986
- State University of New York, B.A., Political Science, cum laude 1983

BAR ADMISSIONS

- New York
- Massachusetts

COURT ADMISSIONS

- Southern District of New York
- Eastern District of New York
- District of Massachusetts
- United States Court of Appeals for the First, Second, Third, Ninth and Eleventh Circuits
- United States Supreme Court

PUBLICATIONS | SPEAKING EVENTS

- ALI-ABA Conference for Insurance and Financial Services Industry Litigation, July 2009, Lecturer and Panelist
- Damages in Securities Litigation, sponsored by Law Seminars International at the Harvard Club, Panelist
- Litigation to Remedy Melt-down Damages: What Can Be Gained?, Harvard Law School's Capital Matters Conference, Speaker
- Guest commentator on NBC
- International Strategies Recoveries for Foreign Investments, Post Morrison, San Francisco Bar Association, Panel Moderator

JEFFREY C. BLOCK

Partner

Tel. 617-398-5600

Fax. 617-507-6020

Email. jeff@blockesq.com



Mr. Block is a co-founding partner of Block & Leviton. With a career spanning thirty years, Mr. Block is recognized as one of the nation's pre-eminent class action attorneys and is recognized as a "Super Lawyer" by *Massachusetts Super Lawyers*. Mr. Block currently represents the Ohio Public Employees Retirement System in *In re BP Sec. Litig.*, No. 4:10-MD-02185 (S.D. Tex.), charging that BP misled investors as to the amount of oil leaking from the Macondo well after the explosion aboard the *Deepwater Horizon* oil rig in the Gulf of Mexico in 2010. Mr. Block, on behalf of the plaintiffs, successfully argued against defendants' motions to dismiss, in favor of class certification, in opposition to summary judgment, and helped secure a settlement of \$175 million for the class, which represents more than 60% of the class' actual losses. Mr. Block also represented the Brockton Retirement System in an action challenging Google's attempt to split its stock into voting and non-voting shares. See *In re Google, Inc. Class C S'holder Litig.*, Case No. 7469-CS (Del. Ch. Ct.). Two days before the start of trial, the action settled for significant corporate governance changes and a payment ladder valued up to \$7.5 billion, which was designed to protect shareholders against any diminution in the value of their shares during the first year of trading. Because of the payment ladder, shareholders ultimately recovered \$522 million in cash and stock in May 2015.

In addition, Mr. Block represents some of the country's largest institutional investors, including the Massachusetts Pension Reserves Investment Management Board (PRIM), the Ohio Public Employees Retirement System, the Ohio State Teachers Retirement System, the Washington State Investment Board, the New Mexico Educational Retirement Board, the New Mexico Public Employees Retirement System, the New Mexico State Investment Council and the Oklahoma Police Pension and Retirement System.

Some of the major class actions that Mr. Block has either led, or played a significant role in, include: *In re First Executive Corp. Securities Litig.*, 89-cv-7135 (C.D. Cal.) (settled for \$100 million); *In re Xerox Corp. Sec. Litig.*, 3:00-cv-01621 (D. Conn.) (settled for \$750 million); *In re Bristol Myers Squibb Sec. Litig.*, 02-cv-2251 (S.D.N.Y.) (settled for \$300 million); *In re Lernout & Hauspie Sec. Litig.*, 1:00-cv-11589 (D. Mass.) (settled for \$180 million); *In re Symbol Technologies Sec. Litig.*, 2:02-cv-1383 (E.D.N.Y.) (settled for \$127 million); *In re Prison Realty Corp. Sec. Litig.*, 3:99-cv-0452 (M.D. Tenn.) (settled for over \$100 million);

In re Philip Services Corp. Sec. Litig., 98-cv-835 (S.D.N.Y.) (settled for \$79.75 million); *In re American Home Mortgage Sec. Litig.*, 07-MD-1898 (E.D.N.Y.) (settled for \$50.5 million); *In re Force Protection Sec. Litig.*, 2:08-cv-845 (D.S.C.) (\$24 million settlement); *In re Swisher Hygiene, Inc., Securities and Derivative Litig.*, 3:12-md-2384 GCM (W.D.N.C.) (\$5.5 million settlement).

Mr. Block has a proven record of overcoming significant challenges to obtain substantial recoveries on behalf of his clients. For example, in the *Philip Services* securities litigation, Mr. Block persuaded the United States Court of Appeals for the Second Circuit to reverse the District Court’s dismissal of the action on the grounds of *forum non conveniens*. See *Dirienzo v. Philip Services Corp.*, 294 F.3d 21 (2d. Cir. 2002). Upon reversal, Mr. Block led the team of attorneys in taking more than 40 depositions and, upon the eve of trial, the action settled for \$79.50 million, among the largest recoveries ever in a securities action from a Canadian accounting firm. Mr. Block’s skills were discussed in great lengths by the court, specifically noting that counsel:

“pursued this fact-intensive and legally complex litigation vigorously over a nine-year period, rejected offers of settlement for amounts inferior to the amounts upon which the parties ultimately agreed, and assumed significant risks of non-recovery. Co-Lead Counsel had to overcome the disclaimers and uncertainties of insurance coverage, and vigorous advocacy of extremely able and deeply-staffed defense counsel. . . . And **THEY DID THEIR WORK EFFICIENTLY, WITH MINIMAL DUPLICATION, AND MAXIMUM EFFECTIVENESS.**”

In re Philip Servs. Corp. Sec. Litig., 2007 U.S. Dist. LEXIS 101427, 13-14 (S.D.N.Y. Mar. 27, 2007) (Honorable Alvin K. Hellerstein). Similarly, in *Lernout & Hauspie Sec. Litig.*, Mr. Block was the lead attorney in securing over \$180 million for defrauded investors. The action involved an accounting fraud of a company headquartered in both the United States and Belgium.

Recently, Mr. Block led a team of litigators, private investigators and a forensic accountant through a complex accounting fraud case. Mr. Block settled the case on terms extremely beneficial to the class, as recognized by the court. See *In re Swisher Hygiene, Inc., Securities and Derivative Litig.*, 3:12-md-2384 GCM (W.D.N.C.).

“I was careful to choose attorneys who have great ability [and] great reputation... And I think you’ve undertaken the representation of these people, you’ve done an excellent job, you’ve reached a settlement that I think is fair and in their benefit ...”.

Honorable C. Weston Houck,
In re Force Protection Sec. Litig.,
2:08-cv-845 CWH (D.S.C.)
(\$24 million settlement)

“The settlement is – gosh. . . . the fact that it’s occurring within the context of a securities case, which is very difficult for plaintiffs to win, is extremely impressive to me. . . . [T]his is a matter which has been fairly litigated by people who know what they’re doing.”

Honorable Graham C. Mullen,
In re Swisher Hygiene, Inc., Securities and Derivative Litig.,
3:12-md-2384 GCM (W.D.N.C.) (\$5.5 million settlement)

EDUCATION

- Georgetown University Law Center, LL.M., Securities and Financial Regulations (Dean's Award (1 of 6))
- Gonzaga University School of Law, J.D., cum laude, Moot Court Council, International Law Review
- Gonzaga University, B.A., Philosophy and Political Science

BAR ADMISSIONS

- Massachusetts
- District of Columbia
- State of Washington
- State of Florida

COURT ADMISSIONS

- District of Massachusetts
- District of Washington D.C.
- Western District of Washington

PUBLICATIONS | SPEAKING EVENTS

- Guest on Rights Radio
- Law360 Securities Law Editorial Advisory Board
- SEC Litigation Release No. 18638, primary author
- Contributor, *After the Ball is Over: Investor Remedies in the Wake of the Dot-Com Crash and Recent Scandals*, Nebraska Law Review, 2005
- Speaker at Georgetown University Law Center on prosecution of securities class action lawsuits
- Presenter at Business Law Symposium entitled *Shareholder Rights: An Idea Whose Time has Come*, November 2013
- Presenter at National Conference on Public Employee Retirement Systems' Summer Conference, May 2013

JASON M. LEVITON

Partner

Tel. 617-398-5600

Fax. 617-507-6020

Email. jason@blockesq.com



Mr. Leviton is a co-founding partner of Block & Leviton and focuses his practice on investor protection and shareholder rights matters. He serves as Co-Chair of the Firm's New Case Investigation and Monitoring Team and Chair of the Merger and Acquisition Litigation Team. In 2011 and each year thereafter, Mr. Leviton was named a "Rising Star" by *Massachusetts Super Lawyers*, an honor given to only 3% of all lawyers in the Commonwealth. In 2014, Mr. Leviton was named as a Top 100 Trial Lawyer by the National Trial Lawyer Association. After receiving his law degree, Mr. Leviton attended the Georgetown University Law Center and received a Master of Laws (LL.M.) in Securities and Financial Regulation (Dean's Award, 1 of 6). During that time, he was the inaugural LL.M. student selected for an externship with the S.E.C., Enforcement Division. Mr. Leviton is now a member of the Association of Securities and Exchange Commission Alumni.

Currently, Mr. Leviton represents several Ohio Pension Funds against BP following the largest oil spill in United States history. See *In re BP plc Securities Litigation*, Case No. 10-cv-2185 (S.D. Tex.) (settled for \$175 million). Mr. Leviton also serves as co-lead counsel in *In re Onyx Pharmaceuticals Inc. Shareholder Litigation*, Case No. CIV523789 (Cal. Sup. Ct) (settled for \$30 million). In addition, Mr. Leviton has been named lead or co-lead counsel in numerous class actions, including: *In re Plains Exploration & Production Co. Stockholder Litig.*, Case No. 8090-VCN (Del. Ch.) (litigation led to an increase of approximately \$400 million to the original merger amount); *In re MIPS Technologies, Inc. Stockholder Litig.*, Case No. 8103-VCN (Del. Ch.) (settled for numerous material disclosures and amendments to the merger agreement); *In re Cybex Int'l Shareholders Litig.*, Case No. 653794/2012 (N.Y. Sup. Ct) (settlement involved substantial dividend payment to shareholders); and *In re Sunoco, Inc.*, Case No. 1204-03894 (settlement required Sunoco to publish an update to its Proxy Statement to correct for material omissions).

Mr. Leviton has achieved significant recoveries on behalf of class members, including but not limited to: *In re Empire State Realty Trust, Inc. Investor Litigation*, Case No. 650607/2012 (settled for \$55 million); *In re KIT Digital, Inc. Securities Litigation*, Case No. 12-04199 (S.D.N.Y.) (settled for more than \$6 million following the company's voluntary petition for bankruptcy); *In re Swisher Hygiene, Inc. Sec. and Deriv. Litig.*, MDL No. 3:12-MD-2384-GCM (W.D.N.C) (settled for nearly 40% of all cognizable

damages); and *Brockton Retirement Board and City of Quincy Contributory Retirement Systems v. Oppenheimer Global Resource Private Equity Fund I, L.P., et al.*, Case No. 1:12-cv-10552 (D. Mass.) (settled for numerous improvements to Oppenheimer's corporate governance structure regarding the valuation of assets). In addition to his class action experiences, Mr. Leviton has litigated other forms of complex litigation. For instance, he worked with a former State of New York Attorney General in the defense of an attorney accused of insider trading, which included a criminal referral to the United States Department of Justice. He was also heavily involved in the representation of four detainees being held at the Guantánamo Bay Naval Station in Cuba.

Moreover, Mr. Leviton has represented former employee whistleblowers before the S.E.C. where, in one instance, he successfully argued that his clients should receive the maximum whistleblower award of 30% pursuant to the Dodd-Frank Act, which equated to nearly \$1 million. He also represented the same whistleblower in a retaliation claim against several Oppenheimer-related entities. See *John Doe v. Oppenheimer Asset Management, Inc., et al.*, Case No. 1:14-cv-00779-LAP (S.D.N.Y.).

Mr. Leviton also has considerable experience litigating consumer class action cases involving deceptive business practices. For example, Mr. Leviton, as co-lead counsel, successfully recovered 100% of the class's alleged damages stemming from the overcharging of scooped coffee beans at Starbucks stores throughout the country. See *In re Starbucks Consumer Litig.*, Case No. 2:11-cv-01985-MJP (W.D. Wa.).

Prior to forming Block & Leviton, Mr. Leviton was an attorney at three other preeminent class action firms. There, he was instrumental in recovering \$10.5 million in the *Welmon v. Chicago Bridge & Iron*, Case No. 06-cv-01283, securities class action litigation. In that case, Mr. Leviton represented Fortis Investments, a major European asset management company and, in addition to the monetary settlement, was able to institute several corporate governance changes at the company. In granting the Chicago Bridge & Iron settlement, the Honorable John Sprizzo stated that **"PLAINTIFFS' COUNSEL HAVE CONDUCTED THE LITIGATION AND ACHIEVED THE SETTLEMENT WITH SKILL, PERSISTENCE AND DILIGENT ADVOCACY."** *Chicago Bridge & Iron* (June 3, 2008). Moreover, in the *Ong v. Sears Roebuck & Co.*, Case No. 03 C 4142 (N.D. Ill.), securities class action, Mr. Leviton represented the State Universities Retirement System of Illinois (SURS) and helped settle the action for \$15.5 million. He also represented the Iowa Public Employees' Retirement System, the Policemen's Annuity & Benefit Fund of Chicago, the Central States, Southeast and Southwest Areas Pension Fund in the securities class action against MF Global that settled for \$90.0 million. See *Rubin v. MF Global, LTD., et al.*, Case No. 08-cv-02233 (S.D.N.Y.). Likewise, he was a member of the *In re VeriSign Securities Litigation*, Case No. C-02-2270 (N.D. Cal.) team that recovered more than \$78.0 million for investors.

EDUCATION

- University of Virginia School of Law, J.D.
- University of Virginia, B.A., Economics and Literature

BAR ADMISSIONS

- California
- New York
- Massachusetts
- Texas

COURT ADMISSIONS

- Northern District of California
- Southern District of New York
- Eastern District of New York
- District of Massachusetts

PROFESSIONAL ACTIVITIES

- Co-Chair of the American Association for Justice Antitrust Litigation Group
- Law360 Competition Law Editorial Advisory Board
- Massachusetts Academy of Trial Attorneys
- National Association of Public Pension Attorneys

PUBLICATIONS | SPEAKING EVENTS

- Co-Author, What Lies Ahead in High Stakes Pay-For-Delay Antitrust Litigation, American Association of Justice Business Torts Newsletter (May 2015)
- Author, Technology Assisted Review: the Disclosure of Training Sets and Related Transparency Issues, Georgetown Law Advanced eDiscovery Institute (Fall 2014)
- Faculty, Georgetown University Law Advanced eDiscovery Institute (November 2014)
- Co-Author, Decision Re-Affirms Critical Role of Shareholders Benefits and Pensions Monitor (October 2014)
- Panelist, American Association for Justice Class Certification Seminar (2013)

WHITNEY E. STREET

Partner

Tel. 415-968-8999

Fax. 617-507-6020

Email. whitney@blockesq.com



Block & Leviton Partner Whitney Street has nearly fourteen years of complex litigation experience and significant expertise in antitrust and securities class action litigation. Ms. Street, who serves as Chair of the Firm's Competition Law Group, was appointed Co-Lead Counsel on behalf of a class of indirect purchasers in *In re Domestic Drywall Antitrust Litig.*, 13-md-02437 (E.D.Pa.), which involves allegations of price fixing and other forms of concerted conduct in violation of the antitrust laws. To date, Ms. Street has recovered more than \$10 million on behalf of the class of indirect purchasers. The litigation is ongoing against the remaining four defendants.

In addition, Ms. Street represents the City of Providence in an antitrust class action suit against Celgene Corp. for unlawfully excluding generic competition for vital cancer treatment drugs. See *In re Thalomid and Revlimid Antitrust Litig.*, 14-cv-06997 (D.N.J.). Most recently, Ms. Street was appointed to the Plaintiffs' Steering Committee in *In re Packaged Seafood Antitrust Litig.*, 15-md-02670 (S.D.Cal.) (alleging price fixing in the market for shelf-stable seafood products) and in *In re Liquid Aluminum Sulfate Antitrust Litig.*, 16-md-02687 (D.N.J.) (alleging bid rigging, market allocation, and price fixing in the market for aluminum sulfate).

Ms. Street was also an integral part of the litigation teams in the following antitrust class actions: *Air Cargo Shipping Services Antitrust Litigation*, 06-md-1775 (E.D.N.Y.) (settlements totaling more than \$270.0 million); *In re: Ethylene Propylene Diene Monomer (EPDM) Antitrust Litigation*, 3:03-md-1542 (D. Conn.) (partial settlements totaling \$87.0 million); *In re: Methyl Methacrylate (MMA) Antitrust Litigation*, 06-md-01768 (E.D. Pa.) (settled for \$15.0 million); and *In re: Hydrogen Peroxide Antitrust Litigation*, 05-civ-666 (E.D. Pa.) (partial settlements of more than \$4.0 million).

Ms. Street received her training at prominent litigation firms in New York and Boston where she represented clients in antitrust and securities class actions. She began her career at Pillsbury Winthrop Shaw Pittman, one of the largest law firms in California.

EDUCATION

- College of William & Mary, Marshall-Wythe Law School, J.D.
- College of William & Mary, B.A., History and Classical Studies

BAR ADMISSIONS

- California
- District of Columbia

COURT ADMISSIONS

- Second, Fourth, Fifth, Seventh, Eighth, Ninth, Tenth and Eleventh Circuit Courts of Appeal
- District of Columbia
- Southern, Central and Northern Districts of California
- District of Maryland
- Northern and Western Districts of Texas
- Northern District of Illinois

PROFESSIONAL ACTIVITIES

- Co-Chair of the Civil Procedure Subcommittee for the ABA Employee Benefits Committee
- Co-Chair of American Association of Justice (AAJ)
- Chair of Employment Rights Section of the AAJ from 2013 to 2014

R. JOSEPH BARTON

Partner

Tel. 202-734-7046

Fax. 617-507-6020

Email. joe@blockesq.com

R. Joseph Barton, a Partner at the Firm, is the Chair of the Firm's Employee Benefits Group and the Firm's Veterans/ Servicemember Rights Group at the Firm. Mr. Barton has more than 15 years experience handling a diverse array of complex and class litigation. Mr. Barton has a Martindale-Hubbell AV Preeminent Rating, has been selected every year since 2013 as a Washington, D.C. Super Lawyer, has a 10.0 rating from Avvo, and is listed in the Marquis' Who's Who in American Law.

NOTABLE ERISA CASES

Over the last 15 years, Mr. Barton has handled a wide variety of employee benefit (i.e. ERISA) cases. He has been trial counsel in four ERISA cases. He was lead trial counsel in a case challenging a complex transaction involving the Trachte ESOP and the Alliance ESOP on behalf of a class of employees of Trachte, *Chesemore v. Alliance Holdings, Inc.*, No. 3:09-cv-00413 (W.D. Wis.). In that case, Mr. Barton obtained a favorable trial decisions on a liability and remedies of \$17.2 million (plus prejudgment interest) for the Class which was affirmed by the Seventh Circuit. In *Severstal Wheeling Inc. Ret. Comm. v. WPN Corporation*, No. 10-cv-954 (S.D.N.Y.), Mr. Barton was lead trial counsel representing the fiduciaries of two pension plan suing their former investment manager for improper investments and obtained a judgment for plaintiffs of over \$15 million which was affirmed by the Second Circuit.

Mr. Barton is among a handful of lawyers who regularly represent participants in litigation involving ESOPs holding privately held stock. In addition to the Alliance/Trachte ESOP litigation, Mr. Barton has litigated and is litigating a number of private ESOP cases, including the Jeld-Wen ESOP, the Tharaldson Motels, Inc. ESOP and, the Azon Corporation ESOP.

Mr. Barton has also been involved in a number of cases involving breaches of fiduciary duty and self-dealing, including improperly investing 401k plan assets in artificially inflated stock of publicly traded companies, in improper and risky investments such as hedge funds or private equity. Mr. Barton litigated one of the earliest cases challenging the prudence of investment and fees of the pension and 401k plans sponsored by New York Life Insurance Company.

Mr. Barton has also litigated cases involving the failure to properly pay benefits. In *Slipchenko v. Brunel*, No. 4-11-cv-01465 (S.D. Tex.),

Mr. Barton obtained a settlement in a COBRA class action which resulted in the largest per class-member recovery in any reported COBRA class action. In *Simpson v. Fireman's Fund Insurance Company* (N.D. Cal.), Mr. Barton represented a class employees alleging that FFIC's policy of terminated persons on disability violated the discrimination provisions of ERISA, and obtained a settlement restoring their right to benefits for a period of years and also reimbursement of past expenses.

NOTABLE CASES INVOLVING VETERANS & SERVICEMEMBERS

In cases involving the rights of veterans and servicemembers, Mr. Barton is proud to have achieved results which one court described as "outstanding, worthy of being emulated by class representatives and counsel in other comparable litigation." In that case, *Tuten v. United Airlines*, No. 12-cv-1561-WJM-MEH (D. Col.), Mr. Barton was lead counsel for a class of United Airlines Pilots alleging USERRA violations in connection with their pension contributions. The case was settled for an amount that provided the Class with 100% of their actual damages. In *Bush v. Liberty Life Assurance Co.*, Mr. Barton was lead class counsel on behalf of a class participants whose long term disability benefits were insured by Liberty Life alleging that those benefits should not have been reduced by the amount of benefits provided through the Department of Veterans Affairs. As part of the settlement, Liberty Life agreed to return 60% of the monies imposed as offsets and to cease imposing such reductions/offsets unless and until the state departments of insurance had approved them.

PRO BONO CASES

Mr. Barton considers pro bono representation an important part of his practice and has represented clients in actions concerning their employer's failure to pay wages and/or overtime. In one such case, the Judge in D.C. Superior Court described Mr. Barton's representation as follows: "EVERYTHING DONE ON BEHALF OF THE PLAINTIFF HAS BEEN PROFESSIONAL, TIMELY AND THOROUGH."

EDUCATION

- University of Michigan Law School, J.D., cum laude
- Babson College, B.S., Business Administration

BAR ADMISSIONS

- Massachusetts
- California

COURT ADMISSIONS

- Ninth Circuit Court of Appeals
- District of Massachusetts
- Northern District of California
- Central District of California

PROFESSIONAL CERTIFICATIONS

- Certified Information Privacy Professional (CIPP/US)

PUBLICATIONS

- Co-author, *PLI's Securities Litigation* treatise – chapters on loss causation and securities trials

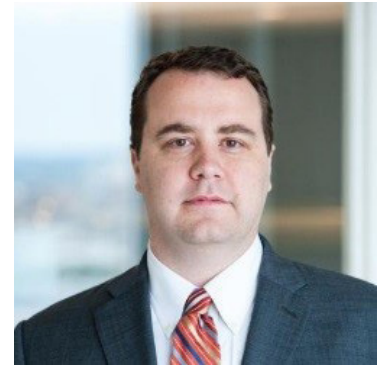
JACOB WALKER

Senior Associate

Tel. 617-398-5600

Fax. 617-507-6020

Email. jake@blockesq.com



Mr. Walker represented the Louisiana Municipal Police Employees' Retirement System in *In re Onyx Pharmaceuticals Inc. Shareholder Litigation*, (Cal. Sup. Ct.), a matter arising out of Onyx's \$11 billion merger with Amgen (settled for \$30 million). Mr. Walker currently represents lead plaintiffs in securities class actions against *Amicus Therapeutics* (D. N.J.) (\$3.9 million settlement pending preliminary approval), *EZCORP, Inc.* (W.D. Tex.), and *Global Power Equipment Corporation* (N.D. Tex.), and in litigation related to the \$4 billion private equity take-out of *Life Time Fitness, Inc.*, case no. 15-cv-01911 (D. Minn.). Mr. Walker has also fought for consumers in, among other cases, the VW diesel engine litigation, (N.D. Cal.) (initial settlement valued at over \$15 billion), and against Gatehouse Media for improperly overcharging Massachusetts consumers of weekly newspapers (Mass. Sup. Ct.).

Mr. Walker previously was an associate at both Gibson Dunn and Skadden Arps. Mr. Walker represented boards of directors, corporate acquisition targets, and acquirers in litigation related to mergers and acquisitions. He represented defendants in litigation related to the \$5.3 billion private equity acquisition of Del Monte Foods Company in state and federal courts in California and Delaware, as well as in litigation related to Intel's \$7.7 billion acquisition of McAfee Inc. in the Superior Court of California. He has also represented third-parties in M&A litigation in California and Delaware courts.

In addition, Mr. Walker has represented several large technology companies, including in the defense of consumer class actions related to privacy and technology issues. He is a Certified Information Privacy Professional and has a deep understanding of technology and privacy issues. Mr. Walker has also represented companies in antitrust class actions and investigations, stockholder derivative actions, securities class actions, and in investigations before the F.T.C. and the Massachusetts Attorney General's office.

As part of his pro bono practice, Mr. Walker was part of a team of attorneys who represented Indian workers illegally trafficked to the Gulf Coast. Claims against the company have been proposed to be settled for over \$20 million as part of a pending bankruptcy case. Mr. Walker has also been recognized by the American Bar Association for his pro bono work on behalf of active duty military members and for his work teaching financial literacy skills to Boston-area high school students.

EDUCATION

- University of California
Berkeley School of Law, J.D.
- University of California,
Berkeley, B.A., Philosophy
and Mathematics

BAR ADMISSION

- California

VINCENT CHENG

Senior Associate

Tel. 415 968-8999

Fax. 617-507-6020

Email. vincent@blockesq.com

Vincent Cheng joined Block & Leviton LLP in January 2017. He is an associate at the firm and a member of the Employee Benefits Group and Veterans/Servicemember Rights Group.

Since graduating from law school, Mr. Cheng has focused his work on advocating for the employment and employee benefits rights of employees and retirees and of veterans. Prior to joining Block & Leviton, he was actively involved in a variety of class action lawsuits brought under the Employee Retirement Income Security Act (ERISA) involving breach of fiduciary duty and benefit denial claims, as well as cases brought under the Uniformed Services Employment and Reemployment Rights Act (USERRA) involving veterans rights and benefits.

EDUCATION

- Harvard Law School, J.D., cum laude
- Wilfrid Laurier University, B.A., Political Science with high distinction

BAR ADMISSIONS

- California
- Massachusetts

COURT ADMISSIONS

- Ninth Circuit
- First Circuit
- Northern District of California
- Central District of California
- District of Massachusetts

PUBLICATIONS

- Co-author, Decision Re-Affirms Critical Role of Shareholders, Benefits and Pensions Monitor (October 2014)
- Co-author, Meltdowns crank up muni-bond litigation, Daily Journal (September 18, 2013)
- Co-author, SEC takes hard line on 'cyber incidents', Daily Journal (April 5, 2013)
- Co-author, Lower Courts Interpret The Supreme Court's Decision In Janus Capital Group, Inc. v. First Derivative Traders, Financial Fraud Law Report 4:5 (May 2012)

PROFESSIONAL ACTIVITIES

- Visiting Lecturer, Tufts University: Experimental College (2013-2015)

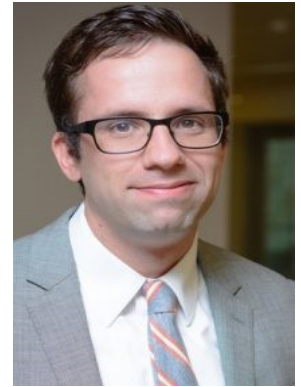
JOEL FLEMING

Associate

Tel. 617-398-5600

Fax. 617-507-6020

Email. joel@blockesq.com



Block & Leviton Associate Joel Fleming has significant experience in shareholder litigation. Since graduating with honors from the Harvard Law School, Mr. Fleming has spent his entire career practicing shareholder litigation and has been recognized as a “Rising Star” in securities litigation by Super Lawyers magazine for three years in a row.

Mr. Fleming is the lead associate for Block & Leviton in *In re Rentrak Corporation Shareholders Litigation*, No. 15CV27429, in which the Multnomah County court recently granted preliminary approval of a \$19 million settlement for the class of former shareholders of Rentrak Corporation. This is believed to be largest settlement of merger litigation in Oregon state court history. It is one of the top five largest settlements, since 2010, of merger litigation arising from transactions valued at less than \$1 billion.

Mr. Fleming was also the lead associate in *Vladimir Gusinsky Living Trust v. Berman*, No. 2:14-01420-JAK (C.D. Cal.), a derivative action on behalf of Jakks Pacific, Inc., which was resulted in a settlement that imposed significant corporate governance reforms, valued by expert testimony as worth \$20 to \$40 million to the company.

Mr. Fleming is currently serving as the lead associate challenging Reynolds' conflicted transaction with its largest shareholder, British American Tobacco, in connection with a \$4.7 billion share issuance to British American Tobacco at a below-market price. In December 2016, in a question of first impression, the North Carolina Court of Appeals held in favor of the putative class represented by Block & Leviton, finding that Plaintiffs had adequately pled that British American Tobacco was a controlling shareholder and owed a fiduciary duty to public shareholders. *Corwin v. British Am. Tobacco PLC*, 796 S.E.2d 324, 327 (N.C. Ct. App. 2016).

Mr. Fleming also serves as the lead associate for a putative class of Charter Communications shareholders, challenging an unfair share issuance to Charter's controlling shareholders, Liberty Broadband and John Malone, in connection with Charter's purchase of Time Warner Cable and Bright House Networks. In May 2017, the Delaware Chancery Court held that plaintiffs had adequately pled that the stockholder vote to approve the share issuance was “structurally coercive.” *Sciabacucchi v. Liberty Broadband Corporation*, No. CV 11418-VCG, 2017 WL 2352152, at *3 (Del. Ch. May 31, 2017).

Prior to joining the firm, Mr. Fleming was a member of the Securities Litigation and Enforcement group at Wilmer Cutler Pickering Hale and Dorr—a large defense firm headquartered in Boston and Washington, D.C. While at WilmerHale, Mr. Fleming served as a member of the trial team in *AATI v. Skyworks*, the first-ever arbitration to go to trial before the Delaware Chancery Court, in a case involving a merger-related dispute between two companies in the high technology industry. Mr. Fleming represented both companies in a subsequent shareholder class action that ended with the dismissal with prejudice of all counts.

EDUCATION

Washington University in Saint
Louis School of Law, J.D.
(Dean's List)
Metropolitan State University of
Denver, B.A., History

BAR ADMISSIONS

Massachusetts
Illinois

COURT ADMISSIONS

District of Massachusetts
Southern District of Illinois

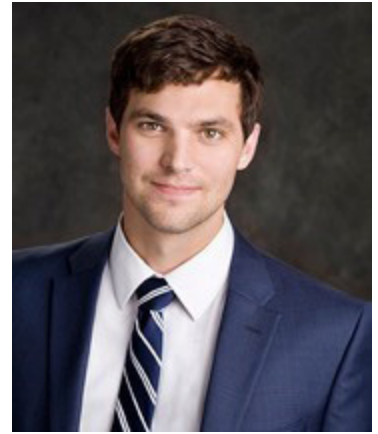
BRADLEY VETTRAINO

Associate

Tel. 617-398-5600

Fax. 617-507-6020

Email. bradley@blockesq.com



Prior to joining Block & Leviton in 2015, Mr. Vettrino worked as an associate at two prominent plaintiff-side products liability firms.

Mr. Vettrino is experienced in all stages of complex civil litigation, including discovery and dispositive motion practice. In addition, he has worked on an array of complex civil matters, including products liability cases, consumer protection matters and business litigation in both state and federal courts.

In addition, Mr. Vettrino has experience managing and litigating over fifteen plaintiffs' toxic tort cases, securing favorable settlements in numerous matters. In addition, he successfully argued in opposition to a motion for summary judgment before a state court.

Mr. Vettrino was a member of the team representing the Ohio Public Employees' Retirement System in the securities class action *In re BP plc Sec. Litig.*, Case No. 4:10-md-02185 (S.D. Tex.), which recovered \$175 million to investors related to the explosion and subsequent massive oil spill in the Gulf of Mexico in 2010. Additionally, Mr. Vettrino also represented a pension fund in the class action *In re Onyx Pharmaceuticals, Inc. Securities Litigation*, case no. CIV523789 (Cal. Sup. Ct.), which recently settled for \$30 million – the second largest post-close merger and acquisition settlement in California state court history. Mr. Vettrino currently represents shareholders of Rentrak Corporation in a lawsuit currently pending in Oregon against the Company and its Board of Directors relating to the proposed acquisition of Rentrak Corporation by comScore, in which a \$19 million settlement is pending final approval. See *In re Rentrak Corporation Shareholders Litigation*, Case No. 15-cv-27429 (Ore. Cir. Ct.). Mr. Vettrino also represents shareholders of Keryx, Inc. in a securities action pending in the District of Massachusetts. Mr. Vettrino also represents shareholders in a variety of derivative and books and records actions.

Upon graduating from Washington University in St. Louis, Mr. Vettrino received the Dan Carter-Earl Tedrow Memorial Award, an award given to the student who most exemplifies the aims of the legal profession. Mr. Vettrino also served as an Executive Board Member and Primary Editor of the Global Studies Law Review.

EDUCATION

- Duke Law School, J.D.,
L.L.M., magna cum laude &
Order of the Coif
- Columbia University, B.A.,
History

BAR ADMISSIONS

- New York
- District of Columbia
- California

COURT ADMISSIONS

- Second and Third Circuit
- Courts of Appeals
- Eastern District of Michigan
- District of Colorado
- Northern and Central Districts
of California

MATTHEW SMITH

Associate

Tel. 415-968-8992

Fax. 617-507-6020

Email. matt@blockesq.com

Matt is an Associate in the Firm's Antitrust and Employee Benefits practices. After graduating magna cum laude from Duke Law School, Matt served as a law clerk to the Honorable Rosemary Barkett on the Eleventh Circuit Court of Appeals.

Before joining Block and Leviton, Matt practiced at nationally-recognized plaintiff's firms based in Washington, D.C., and Seattle, Washington, where his practice concentrated on antitrust and employee benefits cases. Matt collaborated with R. Joe Barton in *Severstal Wheeling, Inc. Retirement Committee et al. v. WPN Corp., et al.* (2d. Circuit). As part of a two-attorney trial team, they won a \$15 million judgment on behalf of thousands of retired steelworkers. Matt has valuable experience serving as lead associate in a myriad of successful litigation, ranging from cases where military veterans were wrongfully denied long-term disability benefits (*Bush v. Liberty Life Assurance Co. of Boston et al.* (N.D. Cal.)), to nationally-contested issues of federal pension regulation (*Kaplan v. Saint Peter's Healthcare System, et al.* (3d Circuit)).

Currently, Matt represents the City of Providence in an antitrust class action against Celgene Corporation (*In re Thalomid and Revlimid Antitrust Litig.*, case no. 14-cv-06997 (D.N.J)), which alleges that Celgene unlawfully excluded generic competition for vital cancer treatment drugs. He is also part of a team of attorneys working on behalf of plaintiffs in *In re Packaged Seafood Antitrust Litig.*, 15-md-02670 (S.D.Cal.) (alleging price-fixing in the market for shelf-stable seafood products), *In re Liquid Aluminum Sulfate Antitrust Litig.*, 16-md-02687 (D.N.J.) (alleging bid rigging, market allocation, and pricefixing in the market for aluminum sulfate), and *In re Broiler Chicken Antitrust Litig.*, No. 1:16-cv-08637 (N.D. Ill.).

Matt has maintained an active pro bono practice including advising the Sierra Club's Environmental Law Program on antitrust and competition policy issues concerning the nation's energy infrastructure, and representing an applicant to serve as chaplain in the United States Navy.

A recent California transplant, Matt enjoys spending his free time hiking in Los Padres National Forest with his three-year old Brittany Spaniel.

EDUCATION

- Cornell Law School, J.D.
- Brown University, B.A., History

BAR ADMISSIONS

- Massachusetts
- New Hampshire

COURT ADMISSIONS

- First Circuit
- District of Massachusetts
- District of New Hampshire

PUBLICATIONS

- Contributing author to Massachusetts Evidence: A Courtroom Reference (MCLE).
- New Expectations in Wake of Latest Updates to ‘Snitch Rule.’ Mass. Lawyers Weekly, March 2, 2017.
- Firms Need to Provide New Lawyers With Clear Ethical Guidance. Mass. Lawyers Weekly, June 2, 2016.
- Attorney Voir Dire and Social Media: Tread Carefully. Mass. Lawyers Weekly, September 4, 2014.
- Court Finds New Grounds for Waiver of Attorney-Client Privilege. Mass. Lawyers Weekly, July 6, 2009.

THOMAS KIRCHOFER

Associate

Tel. 617-398-5660

Fax. 617-507-6020

Email. tom@blockesq.com



Thomas Kirchofer is an associate at Block & Leviton LLP, focusing on securities, corporate governance, and merger-and-acquisition litigation. Mr. Kirchofer recently joined Block & Leviton from the Boston firm Sherin and Lodgen, LLP, where he had a wide-ranging practice representing clients in complex business disputes. He was named a “Rising Star” by *Massachusetts Super Lawyers* in 2009 through 2011, and again in 2013 through 2016.

Mr. Kirchofer has represented both plaintiffs and defendants in state and federal courts, and before administrative agencies. He has successfully represented health care providers in disputes with third-party payers, and he was part of a team of lawyers defending a large generic pharmaceutical company from a series of claims that the “Average Wholesale Prices” of its drugs were inflated. He has frequently defended lawyers in legal malpractice actions and professional discipline matters, and he has extensive experience in commercial real estate disputes.

NOTABLE MATTERS

Mr. Kirchofer has obtained judgments on behalf of clients in various types of matters, including attorneys in legal malpractice cases and landlords involved in commercial lease disputes. On multiple occasions, Mr. Kirchofer persuaded the Office of Bar Counsel of the Board of Bar Overseers not to pursue disciplinary charges against lawyers. In *Fox v. Volvo Cars of N. Am., LLC*, he achieved dismissal of a products liability suit against automobile manufacturer, upheld on appeal. 2016 Mass. App. Div. 37 (Dist. Ct. 2016). Mr. Kirchofer successfully moved to dismiss the individual defendants in an ERISA suit against closely held corporation (*Langone v. Son, Inc.*, No. 12-11717-GAO, 2015 WL 3744419 (D. Mass. June 15, 2015)).

Additionally, he successfully defended a judgment on appeal at the First Circuit Court of Appeals, where the appellant attempted to challenge a state court judgment in federal court.

EDUCATION

- Suffolk University Law School, J.D.
- Sawyer Business School, Suffolk University, M.B.A.
- Connecticut College, B.A., Economics

BAR ADMISSIONS

- Massachusetts

JEFFREY GRAY

Associate

Tel. 617-398-5600

Fax. 617-507-6020

Email. jgray@blockesq.com

Mr. Gray joined Block & Leviton as an associate in 2016, where his practice focuses on consumer class action litigation. Mr. Gray is experienced in conducting large scale document review projects.

Mr. Gray is a member of the Block & Leviton LLP litigation team representing members of the class in the matter Volkswagen “Clean Diesel” MDL. Prior to joining Block & Leviton, Mr. Gray also received valuable experience with class action shareholder suits, breach of contract cases, and defense of trademark infringement claims, as well as SEC and DOJ investigations of pharmaceutical companies and hedge funds.

Earlier in his career, Mr. Gray was a management consultant at a financial services firm in the Boston area and, prior to that, was a project manager in commercial lending at FleetBoston Financial. While in law school, he completed internships with MFS and with The Nature Conservancy and was a law clerk at CT Corporation System.

EXHIBIT J

ANDREWS & SPRINGER LLC

ATTORNEYS

Andrews & Springer LLC is a boutique securities class action law firm focused on representing stockholders nationwide that are victims of securities fraud, breaches of fiduciary duty, and other corporate misconduct.

Given that our founding members are Delaware lawyers, who routinely appear in the Delaware Court of Chancery, our firm is at the forefront of litigating cutting-edge issues affecting stockholders and stockholders' rights. Our Firm's practice model consists of retaining a small select group of high caliber attorneys who are committed to protecting stockholders' rights. Having formerly defended some of the largest financial institutions in the world, our founding members bring their valuable knowledge, experience and superior skill with the sole purpose of achieving positive results for our clients.

PRACTICE AREAS

MERGERS & ACQUISITION LITIGATION

Our Firm's mergers and acquisitions practice focuses on challenging mergers and acquisitions that arise from a board of director's breach of fiduciary duty resulting in an unfair price to stockholders.

Under most state corporate governance laws, the board of directors of a public company owe fiduciary duties to stockholders. These fiduciary duties include, the duty of care, good faith, loyalty and duty of disclosure.

According to the Delaware Division of Corporation's more than 50% of all U.S. publicly-held corporations are incorporated in Delaware. When mergers are challenged, Delaware law applies in most instances. As a Delaware-based law firm, we are uniquely qualified to litigate merger class actions. As Delaware licensed attorneys our Firm is at the forefront of new legal developments and theories from the nation's premier business court, the Delaware Court of Chancery.

SECURITIES FRAUD LITIGATION

Our Firm's federal securities fraud practice prosecutes cases on behalf of investors that have suffered economic loss in their portfolios as a result of fraudulent misrepresentations made by corporations. The main advantage of securities fraud class actions is that it allows investors to recover the difference between the fraudulently inflated price of their shares and its true market value. Securities fraud class actions are usually brought under federal law, such as the Securities Act of 1933, the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995, and the Securities Litigation Uniform Standards Act of 1998. Given our Firm's size and the high burden of proof placed on plaintiffs by federal legislation, we investigate and prosecute only a select number of cases.

STOCKHOLDER DERIVATIVE LITIGATION

Our Firm's stockholder derivative practice initiates class actions on behalf of the corporation against senior management, directors and other third parties for corporate misconduct. Stockholder derivative cases typically involve companies that are mismanaged, wasted corporate assets, or are involved in actions of self-dealing committed by the company management or directors. In these types of cases stockholders bring an action on behalf of the corporation because the company's directors and officers, who run the company, cannot initiate a lawsuit against themselves even in the event of their own misconduct. If a recovery is achieved in a stockholder derivative action, monetary relief goes directly to the company resulting in an increase of the company's share price and a profit for all stockholders.

NOTABLE ACHIEVEMENTS

Vento v. Curry et al., 2017 Del. Ch. LEXIS 45, CA No. 2017-157-AGB (Del. Ch. March 21, 2017): Andrews & Springer **obtained a preliminary injunction on behalf of the stockholders** of Consolidated Communications, Inc., enjoining the proposed merger for lack of disclosure of the financial interests of the corporation's financial advisor in the transaction because the disclosures in the proxy were inadequate, the threat of an uninformed stockholder vote constituted irreparable harm, and the potential prejudice and benefit to the class outweighed the potential burden to the company caused by the limited delay to remedy the omissions from the proxy.

Solak v. Steven I. Sarowitz (Paylocity), et al., 153 A.3d 729, C.A. No. 12299-CB (Del. Ch. 2016): Andrews & Springer **brought a successful challenge to the facial validity of Paylocity's bylaw purporting to shift attorneys' fees** if a stockholder violated the company's exclusive forum bylaw. In this case of first impression involving newly amended Delaware General Corporation Law ("DGCL") Section 109(b), the Court held that the plaintiff's complaint stated a proper claim that the fee shifting bylaw was facially invalid because Section 109(b) plainly prohibits "any" bylaw that purports to shift a corporation's litigation expenses to a stockholder in connection with the pursuit of an internal corporate claim without regard to where such a claim is filed.

Aldridge v. Peter Blackmore, et al. (TerraForm Global, Inc.), C.A. No. 12196-VCL (Del. Ch.) Andrews & Springer, as Co-Lead Counsel, successfully **obtained a \$20 million cash settlement** of derivative claims brought on behalf of nominal defendant TerraForm Global, Inc. The claims arose out of allegations that TerraForm Global's Board breached their fiduciary duties by agreeing to pay TerraForm Global's financially distressed controlling stockholder, SunEdison Inc., millions in cash in exchange for certain unfinished solar projects in India. Final approval of the settlement is set for October 10, 2017 in the Delaware Court of Chancery.

In re Sears Holdings Corporation Stockholder and Derivative Litigation, consol. C.A. No. 11081-VCL (Del. Ch. 2017): Andrews & Springer, a member of the executive committee, served as counsel who successfully **obtained a \$40 million cash settlement** of derivative claims brought on behalf of nominal defendant Sears Holdings Corporation. The claims arose out of

Sear's July 2015 sale of 235 properties (and its 50% ownership in 31 joint venture properties) to Seritage Growth Properties for an inadequate price.

In re Cheniere Energy, Inc. Stockholder Litigation, C.A. No. 9710-VCL (Del. Ch. Jun. 17, 2014): Andrews & Springer, as co-lead counsel for the class, **litigated a novel stockholder vote issue and obtained a settlement for stockholders** which included the Company agreeing to: (1) restrictions on the use of approximately 7.845 million available shares for compensation purposes absent a new stockholder vote; (2) restrictions on the amount of stock Cheniere's Chief Executive Officer could receive from the available shares in the event of stockholder approval after a new vote; (3) modification of the voting standard for all compensation-related stockholder votes until September 17, 2022; (4) prohibition on the Company seeking stockholder approval for any further stock-based compensation until 2017; and (5) maintenance of the board's compensation committee to entirely independent directors.

In re Chyronhego Corporation Shareholders Litigation, Index No. 069864/2014 (N.Y. Sup. Ct. 2014): Andrews & Springer, as co-lead counsel for the class, **forced the target board of directors to waive "don't ask, don't waive" standstill provisions** that were preventing potentially interested suitors from submitting topping bids for the company in the context of a merger, as well as obtained additional supplemental disclosures concerning, among other things, certain conflicted senior executives and their roll-over equity interests.

CURRENT REPRESENTATIVE CASES

We routinely represent stockholder plaintiffs in stockholder and federal securities class action and derivative liability cases in both the Delaware Court of Chancery and courts nationwide. We work closely with co-counsel to effectively litigate high-stakes class actions. Current representative cases for Andrews & Springer include:

- *Appel v. David J. Berkman, et al. (Diamond Resorts International, Inc.)*, C.A. No. 12844-VCMR (Del. Ch.) (Co-Lead Counsel);
- *Basile v. Kirk, et al. (Intrexon Corp.)*, C.A. No. CL2016-9542 (Cir. Ct. Fairfax VA) (Co-Lead Counsel);
- *ChinaCast Education Corporation v. Ron Chan Tze et al.*, C.A. No. 10063-VCL (Del. Ch.) (Co-Lead Counsel);
- *In re Cytrx Corporation Stockholder Derivative Litigation II*, C.A. No. 11800-VCMR (Del. Ch.) (Co-Lead Counsel);
- *IRA Trust FBO Bobbie Ahmed v. David Crane, et al. (NRG Yield Energy, Inc.)*, C.A. No. 12742-CB (Del. Ch.) (Co-Lead Counsel);
- *Lacey et al., v. Germán Larrea Mota Velasco (Southern Copper Corp.)*, C.A. No. 11779-VCG (Del. Ch.) (Co-Lead Counsel);

ANDREWS & SPRINGER LLC
ATTORNEYS

- *Lenois v. Kase Lukman (Erin Energy Corp.), et al.*, C.A. No. 11963-VCMR (Del. Ch.) (Co-Lead Counsel);
- *Tharp v. Cognate Bioservices, Inc.*, C.A. No. 11179-VCP (Del. Ch.) (Co-Lead Counsel).
- *Olenick v. Frank A. Lodzinski, et al., (Earthstone Energy)* C.A. No. 2017-0414-JRS (Co-Lead Counsel)

ATTORNEYS

PETER B. ANDREWS

Peter B. Andrews, a co-founding partner of Andrews & Springer, LLC, has over seventeen years of experience in complex commercial litigation. A graduate of Colby College (1992) and The Dickinson School of Law (1998), Mr. Andrews started his career with a niche group in a large Philadelphia law firm where he specialized in the representation of securities brokers and broker-dealers in litigation pending in various forums, including NASD and NYSE arbitrations.

Recruited for his securities industry experience, Mr. Andrews next took his practice to a national litigation boutique, Grant & Eisenhofer, where he represented institutional investors and individuals in various complex commercial actions, including securities class actions, derivative suits and mergers & acquisition litigation. During this employment, Mr. Andrews also gained experience in a wide variety of litigation matters outside of the securities industry such as qui tam (“whistleblower”) litigation, Fair Labor Standards Act (“FLSA”) collective actions, and consumer protection cases. While at Grant & Eisenhofer, Mr. Andrews participated in many notable and high profile cases, including *Tyco* and *Enron*, and also achieved sizable monetary recoveries for stockholders in such matters as the *Atlas Energy Resources, LLC Unitholder Litigation*, and *Rahl v. Flag Telecom, Inc.*

Mr. Andrews is licensed in Delaware and Pennsylvania, and is also admitted to practice in numerous jurisdictions, including the Third Circuit Court of Appeals.

CRAIG J. SPRINGER

Craig J. Springer, a co-founding partner of Andrews & Springer, LLC, is a graduate of Widener University School of Law, Delaware (J.D. 2009) and the University of Delaware (B.A. Political Science 2006).

Mr. Springer began his legal career clerking for Judge Kevin Gross (now Chief Judge) in the United States Bankruptcy Court for the District of Delaware. After his clerkship, Mr. Springer became an associate attorney in the commercial and corporate litigation department of a mid-sized law firm in New York City. While practicing in New York, Mr. Springer defended large financial institutions and hedge funds such as Deutsche Bank AG, IDB Bank, Credit Suisse

and Angelo Gordon & Co. in high-stakes commercial litigation and FINRA matters. Mr. Springer was also an associate attorney at a reputable Delaware boutique litigation law firm.

During his practice in Delaware, Mr. Springer assisted in the prosecution of a large nation-wide class action against a major insurance company. Mr. Springer also was one of several attorneys who represented lead plaintiffs from In re Washington Mutual Mortgage Backed Securities Litigation, Case No. C09-37 MJP, in the United States Bankruptcy Court for the District of Delaware in the WAMU bankruptcy case.

Mr. Springer is licensed to practice law in Delaware, New York and New Jersey. Mr. Springer is also admitted to the United States District Court, District of Delaware and the United States District Court, Southern District of New York.

DAVID M. SBORZ

David M. Sborz, an associate at Andrews & Springer LLC, is a graduate of Wilkes University (B.A. magna cum laude, Criminology & Political Science, 2009) and New York Law School (J.D. magna cum laude, 2012). Prior to joining the Firm, Mr. Sborz gained litigation experience at a New York based Plaintiff's law firm primarily representing individual and institutional investors in securities class actions and complex mergers and acquisition litigation.

Mr. Sborz has previously worked for Bank of America/Merrill Lynch in the Private Equity/Derivative Unit, where he gained valuable skills analyzing proposed and finalized Dodd-Frank Regulations and ensured that operations teams met all compliance requirements.

Additionally, Mr. Sborz gained extensive experience serving as legal associate with the U.S. Commodity Futures Trading Commission (CTFC), Division of Enforcement, conducting investigations into futures, options, commodities, speculation limits, market manipulation, and Ponzi schemes.

Mr. Sborz is licensed to practice law in Delaware, New York and New Jersey and is admitted to practice before the United States District Court for the District of New Jersey, United States District Court for the Southern District of New York and the United States Court for the District of Delaware.

EXHIBIT K

FILED
17 MAR 17 PM 4:47
CIRCUIT COURT
FOR MULTNOMAH COUNTY

IN THE CIRCUIT COURT FOR THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

JOHN SOLAK, individually and on behalf
of all others similarly situated,

Plaintiff,

v.

CASCADE MICROTECH, INC.,
WILLIAM R. SPIVEY, MICHAEL D.
BURGER, JOHN Y. CHEN, JOHN D.
DELAFIELD, RAYMOND A. LINK,
MARTIN L. RAPP, ERIC W. STRID,
FORMFACTOR, INC. and CARDINAL
MERGER SUBSIDIARY, INC.,

Defendants.

CASE NO. 16CV11809

**ORDER GRANTING FINAL APPROVAL
OF CLASS ACTION SETTLEMENT**

Assigned Judge: Hon. Cheryl A. Albrecht

This matter came before the Court for hearing pursuant to the Order Granting Preliminary Approval of Class Action Settlement of this Court, dated December 9, 2016 (“Scheduling Order”), on Plaintiff’s Motion for Final Approval of the settlement set forth in the Stipulation of Settlement dated December 1, 2016 (the “Stipulation”). Due and adequate notice having been given to the Settlement Class, as defined in the Stipulation, as required in the Scheduling Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefor,

IT IS HEREBY ORDERED that:

1. This Order incorporates by reference the definitions in the Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation.
2. The Court affirms its Scheduling Order.

1 3. The Court finds that the Notice of Pendency and Settlement of Class Action given
2 to the Settlement Class, including the individual notice to all Members of the Settlement Class
3 who could be identified through reasonable efforts as set forth in the declaration filed with the
4 Court describing the procedures followed concerning mailing, provided the best notice
5 practicable of the matters set forth therein, including the settlement set forth in the Stipulation, to
6 all Persons entitled to such notice, and said notice fully satisfied the requirements of ORCP 32
7 and the requirements of due process.

8 4. This Court hereby approves the settlement set forth in the Stipulation and finds
9 that the settlement and the releases set forth therein are, in all respects, fair, just, reasonable,
10 adequate, and equitable to each of the Parties, and the Parties are hereby directed to perform the
11 terms of the Stipulation.

12 5. The Court has considered the fairness, reasonableness, adequacy and good faith of
13 the settlement separately from the application of Plaintiff's counsel's Fee Award. The Court's
14 ruling on the application of Plaintiff's counsel's Fee Award shall not affect the Court's ruling on
15 the Motion for Final Approval.

16 6. The Court finds that the application of Plaintiff's counsel's Fee Award reasonable
17 in all respects, is supported by considerations of relevant Oregon law and is consistent with
18 customary charges for legal services of similar skill and complexity. The Court further finds that
19 the requirements of ORCP 32 M are satisfied with respect to the application of Plaintiff's
20 counsel's Fee Award and, accordingly the Court hereby approves an award of attorneys' fees to
21 Plaintiff's counsel in the amount of \$ 365,000 and an incentive fee award in the amount
22 of \$ 1,000 to be funded solely from the Fee Award to Plaintiff's counsel

23 7. Concurrently with its entry of this Order, the Court shall enter a Judgment in this
24 Action consistent with paragraph 1.4 of the Stipulation. This Order is contingent and shall have
25 no force or effect unless and until the Effective Date.

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1 8. Upon the Effective Date, Plaintiff and each of the members of the Settlement
2 Class shall be deemed to have, and by operation of the Judgment entered in this Action shall
3 have, fully, finally and forever released, relinquished and discharged all Released Claims against
4 the Released Parties.

5 9. Upon the Effective Date, all members of the Settlement Class are forever barred
6 and enjoined from instituting or prosecuting any action or proceeding arising out of or relating in
7 any way to the Released Claims against the Released Parties.

8 10. Upon the Effective Date, each of the Released Parties shall be deemed to have,
9 and by operation of the Judgment entered in this Action shall have, fully, finally and forever
10 released, relinquished and discharged each and all of the members of the Settlement Class and
11 Plaintiff's counsel from all claims, based upon or arising out of the institution, prosecution,
12 assertion, settlement or resolution of the Action.

13 11. Neither the Stipulation nor the settlement contained therein, nor any act
14 performed or document executed pursuant to or in furtherance of the Stipulation or the
15 settlement: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the
16 validity or lack thereof of any Released Claim, or of any wrongdoing or liability of the
17 Defendants; or (b) is or may be deemed to be or may be used in any way as an admission of, or
18 evidence of, any fault or omission of any of the Defendants in any civil, criminal or
19 administrative proceeding in any court, administrative agency or other tribunal. Defendants may
20 file the Stipulation and/or the Judgment in any action that may be brought against them in order
21 to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel,
22 release, good faith settlement, judgment bar or reduction or any theory of claim preclusion or
23 issue preclusion or similar defense or counterclaim.

24 12. Without affecting the finality of this Order or the resulting Judgment in any way,
25 this Court hereby retains continuing jurisdiction for the limited purpose of implementing and
26 enforcing the Stipulation and this Order.

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13. In the event that the settlement does not become effective in accordance with the terms of the Stipulation, then this Order shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by, and in accordance with, the Stipulation.

IT IS SO ORDERED.

 3/17/17
HON. CHERYL A. ALBRECHT