UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ALASKA ELECTRICAL PENSION FUND, et al., Plaintiffs, v. BANK OF AMERICA, N.A., et al., Defendants.	Lead Case No.: 14-cv-7126 (JMF)

JOINT DECLARATION OF DANIEL L. BROCKETT, CHRISTOPHER M. BURKE, AND DAVID W. MITCHELL IN SUPPORT OF CLASS COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES AND PAYMENT OF LITIGATION EXPENSES, AND CLASS PLAINTIFFS' MOTION FOR FINAL APPROVAL OF SETTLEMENT AGREEMENTS

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Pursuant to 28 U.S.C. § 1746, we, Daniel L. Brockett, Christopher M. Burke, and David W. Mitchell, declare as follows:

1. We are, respectively, partners of the law firms Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), Scott+Scott Attorneys at Law LLP ("Scott+Scott"), and Robins Geller Rudman & Dowd, LLP ("Robbins Geller"). By Order dated November 25, 2014, the Court appointed our three firms interim co-lead counsel for the class in the above-captioned action (the "ISDAfix Action"). Dkt. No. 137. By Orders dated May 11, 2016, December 19, 2016, and July 12, 2017, the Court appointed us settlement class counsel for the Settlement Classes. Dkt. Nos. 228, 337, and 492. Our firms have collectively prosecuted the ISDAfix Action and we have personal knowledge of the matters set forth in this Declaration.[1]

2. We respectfully submit this Declaration in support of Class Plaintiffs' motion for final approval of the Settlement Agreements between Class Plaintiffs and Settling Defendants. We also submit this Declaration in support of: (i) Plaintiffs' proposed Plan of Distribution for allocating the proceeds of the settlements to eligible class members (the "Plan of Distribution"); and (ii) Lead Counsel's motion for an award of attorneys' fees and payment of litigation expenses.

I. INTRODUCTION

3. The Settlement Agreements at issue create a Settlement Fund of $408,500,000.00 (the "Settlement Fund") for the benefit of the Settlement Class. They also require each Settling

[1] Unless otherwise defined herein, all capitalized terms have the meanings ascribed to them in the Stipulations and Agreements of Settlement with Bank of America N.A. ("Bank of America"); Barclays Bank PLC and Barclays Capital Inc. ("Barclays"); Citigroup Inc. ("Citigroup"); Credit Suisse AG, New York Branch ("Credit Suisse"); Deutsche Bank AG ("Deutsche Bank"); JPMorgan Chase& Co. ("JPMorgan"); Royal Bank of Scotland PLC ("RBS"); The Goldman Sachs Group, Inc. ("Goldman Sachs"); HSBC Bank USA, N.A. ("HSBC"); and UBS AG ("UBS"). The foregoing Stipulations and Agreements are collectively referred to as the "Settlement Agreements," and the foregoing defendants are collectively referred to as the "Settling Defendants."

Defendant to provide cooperation in the Plaintiffs' ongoing litigation against the Non-Settling Defendants.[2] The amount agreed to by each Settling Defendant is set forth in the chart below:

Settling Defendant	Amount
Bank of America	$50,000,000
Barclays	$30,000,000
Citigroup	$42,000,000
Credit Suisse	$50,000,000
Deutsche Bank	$50,000,000
Goldman Sachs	$56,500,000
HSBC	$14,000,000
JPMorgan	$52,000,000
RBS	$50,000,000
UBS	$14,000,000

4. These amounts are substantial and provide an immediate cash benefit to the Settlement Classes while avoiding the substantial risk, expense, and delay of a protracted trial. Critically, among the risks Plaintiffs have avoided is the very real risk that they would recover less than the amount of the Settlement Fund at trial, or possibly recover nothing at all.

5. It is currently estimated that the $408,500,000 Settlement Fund represents 28% to 59% of the currently expected trial demand (which is between $689 million and $1.4 billion). Another way of looking at this is to compare the $408,500,000 Settlement Fund to the Settling Defendants' *pro rata* market share amongst all bank Defendants. In this light, the Settlement Fund represents 33% to 68% of what is estimated to be the Settling Defendants' *pro rata* share of the hypothetical trial demand. This is an extraordinary result.

6. It also merits emphasis that these are partial settlements only; the case continues against the five Non-Settling Defendants. Class Members thus have the opportunity to recover additional monies in the event there are future settlements or a recovery at trial. Indeed, the

[2] The Non-Settling Defendants are: B.N.P Paribas SA, ICAP Capital Markets LC, Nomura Securities International, Inc., Morgan Stanley & Co. LLC., and Wells Fargo Banks, N.A. ("Non-Settling Defendants," and together with Settling Defendants, the "Defendants").

Settlement Agreements do not prejudice Plaintiffs' ability to hold the Non-Settling Defendants responsible for the entire treble damage award, subject only to their right of set-off of the Settlement Amounts.

7. The Settlement Agreements were the product of hard-fought, arm's-length negotiations among experienced counsel, and were facilitated in part by one of the country's foremost mediators, Hon. Layn R. Phillips (Ret.). Before settling, Class Counsel gained a thorough understanding of the relative strengths and weaknesses of the claims and possible damages. Based on our extensive pre-suit investigation and a thorough analysis of the discovery record, we think the settlements are an outstanding result for the Settlement Class.

8. We also seek approval of the Plan of Distribution. The Plan of Distribution was developed by Lead Counsel in consultation with our economists at Compass Lexecon and Fideres, both highly regarded economic consulting firms. We also worked closely with our claims administrator, Epiq Class Action & Claims Solutions, Inc. ("Epiq"), to assure a workable structure for distributing the settlement funds in a manner that would not unduly burden Class members or result in an undue amount of administrative costs to process Class members' claims, while at the same time providing a fair, reasonable, and efficient method for allocating the Net Settlement Fund among eligible claimants.

9. This case is not a typical follow-on action where Class Plaintiffs piggybacked on the efforts of government regulators and law enforcement. Some of Class Counsel were considering a claim in respect of the ISDAfix benchmarks even before there was any press about possible manipulation of ISDAfix. Although certain news reports had disclosed government investigations of potential bank misconduct regarding the ISDAfix benchmark when the original complaint was filed in September 2014, no regulator or agency had concluded its investigation or

made any findings. There was, thus, no guarantee that any government action would be taken.[3] Even today, five of the ten Settling Defendants—who will pay a combined $180 million—have not yet been penalized by any government agency for ISDAfix-related misconduct, making Plaintiffs' Counsel's efforts against those defendants the only successful prosecution to date.[4]

II. FACTUAL BACKGROUND

10. In the operative complaint, the Second Consolidated Class Action Complaint ("SAC") (Dkt. No. 387), Plaintiffs allege that Defendants conspired to fix prices in the market for interest rate derivatives in violation of Section 1 of the Sherman Antitrust Act, 15 U.S.C. §1. Plaintiffs also allege claims for breach of contract and unjust enrichment.

11. The SAC alleges that Defendants implemented this conspiracy through at least two mechanisms. First, the banks would "bang the close" by executing a series of rapid-fire transactions immediately before the opening of the ISDAfix polling window. By doing this, they were able to move the ICAP reference rate (and ultimately ISDAfix) in the direction they wanted. The traders also frequently communicated with Defendant ICAP shortly before 11:00 a.m., issuing instructions to ICAP regarding the level at which they wanted ISDAfix set on that day. They also frequently discussed the amount of "ammo" the bank was willing to spend in order to push ISDAfix to the desired level.

12. Second, Defendants would then "rubber-stamp" the ISDAfix reference rates in

[3] Notably, *Alaska Electrical* was filed *before* it was revealed that the U.S. Commodity Futures Trading Commission ("CFTC") had uncovered evidence of possible criminal wrongdoing in connection with ISDAfix and referred the case to the Department of Justice. *See* Matthew Leising and Tom Schoenberg, *CFTC Said to Alert Justice Department of Criminal Rate Rigging*, BLOOMBERG, (Sept. 8, 2014), http://www.bloomberg.com/news/2014-09-08/cftc-said-to-alert-justice-department-of-criminal-rate-rigging.html.

[4] The CFTC has imposed penalty orders upon Deutsche Bank, Royal Bank of Scotland, Goldman Sachs, Citibank, and Barclays, but to date it has not imposed orders on Bank of America, Credit Suisse, HSBC, JPMorgan, or UBS.

order to ensure that those rates became the published ISDAfix rates. This rubberstamping resulted in Defendant banks accepting ICAP's reference rate almost every single day between 2006 and December 2012.

13. Plaintiffs' Counsel have developed and substantiated these allegations through an extensive body of evidence, which they have submitted to the Court in support of Plaintiffs' motion for class certification. As a result, Plaintiffs allege that Class Members paid or received prices for interest rate derivatives that do not reflect the competitive forces of supply and demand protected by the antitrust laws. Plaintiffs also allege that such misconduct breached Defendants' contracts with certain Class Members, and unjustly enriched Defendants.

III. CLASS PLAINTIFFS' PROSECUTION OF THE ACTION

14. As of January 31, 2018, Plaintiffs' Counsel have spent more than 148,000 hours prosecuting this action. That results in a total lodestar of $83,365,462.22**,** using current billing rates. These hours and resulting lodestar were contributed primarily by Lead Counsel and Labaton Sucharow LLP, along with certain other firms to which we delegated particular tasks.[5]

15. As explained further below, the main tasks carried out by Plaintiffs' Counsel include, among other things:

- Investigating the facts and legal theories that formed the basis for the allegations, including reviewing publicly available information and news articles, interviewing interest rate derivative market participants and traders, and consulting with economic and financial experts to identify economic and statistical evidence of collusion;
- Drafting the initial complaints and two detailed consolidated amended complaints;

[5] With respect to Labaton Sucharow LLP (the "Labaton Firm"), in addition to work done in connection with their own client's participation in the Action, the Labaton Firm also worked extensively at Lead Counsel's direction in pursuing discovery from Defendants, including, among other things, analyzing Defendants' emails, electronic chats, and other documents, listening to and analyzing hundreds of hours of trader call audio recordings, conducting meet-and-confers with respect to document discovery and a Rule 30(b)(6) deposition, and taking the depositions of several of Defendants' witnesses. Labaton Firm attorneys also worked alongside Lead Counsel in preparing Plaintiffs' experts for their depositions, among other tasks.

- Prosecuting and defending numerous motions, including successfully opposing Defendants' three joint and three individual motions to dismiss;

- Engaging in extensive discovery and settlement negotiations, as well as numerous meet-and-confer discussions, resulting in Defendants' production of approximately 4.89 million documents, amounting to more than 21.4 million printable pages;

- Reviewing nearly all documents produced to date, including listening to or reviewing written transcripts of approximately 161,648 audio files;

- Obtaining terabytes of transaction data from Defendants and non-parties (including Thompson Reuters and Bloomberg), which required conducting numerous meet and confers, analyzing data samples, and formatting the data for application in this case;

- Collecting, reviewing, and then producing over 2.1 million documents, amounting to a total of approximately 5 million printable pages, on behalf of Class Plaintiffs, and then preparing for and defending their depositions;

- Preparing for the depositions of Defendants' current and former employees and corporate representatives, including negotiating with defense counsel, conducting document review, drafting deposition outlines and preparing deposition exhibits; and thereafter conducting the depositions of 37 witnesses with knowledge relevant to Plaintiffs' allegations;

- Engaging in numerous telephonic or in person negotiation or mediation sessions with the Settling Defendants;

- Negotiating the Settlement Agreements, including resolving various issues, such as the extent and timing of the cooperation provision, the scope of Settling Defendants' document production, the settlement class definition and the scope of the release;

- Drafting the Settlement Agreements and their exhibits;

- Briefing multiple motions for preliminary approval;

- Developing a fair and cost effective Plan of Notice in consultation with experts, the Settling Defendants and the Claims Administrator, and preparing briefing in support of Plaintiffs' motion for preliminary approval of the plan;

- Developing a fair and reasonable Plan of Distribution, in consultation with experts and a claims administrator, and preparing briefing in support of Plaintiffs' motion for preliminary approval of the plan;

- Responding to Class Members' questions regarding the Plan of Notice and Plan of Distribution; and

- Consulting extensively with factual, subject matter, and academic experts on numerous aspects of the case, including pre-filing investigation and initial complaints, through mediation, discovery, class certification, and merits issues.

A. Plaintiffs' Counsel Conduct Pre-Appointment Case Investigations and File Initial Complaints

16. Class Counsel filed the first action arising out of ISDAfix manipulation, *Alaska Electrical*, on September 4, 2014, following an extensive, year-long investigation of the Defendants banks' conduct. This investigation was undertaken at Class Counsel's risk and cost, and largely without the benefit of prior U.S. regulatory findings. In fact, the *Alaska Electrical* case was filed before it was revealed that the U.S. Commodity Futures Trading Commission ("CFTC") had uncovered evidence of possible criminal wrongdoing in connection with ISDAfix and before it had referred the case to the Department of Justice.[6]

17. Our pre-complaint investigation required significant research into the ISDAfix setting process, the connection between the ISDAfix rate and interest rate derivatives products (such as swaps and swaptions), and the market for interest rate derivatives more generally. To assist our understanding of these complex topics, we retained world-renowned economists who carried out extensive analysis regarding the pattern of ISDAfix submissions and the movement of swaps rates around the ISDAfix setting window.

18. We also located and retained several industry insiders who provided real-world, market intelligence as to how ISDAfix could have been manipulated, and was being manipulated, by the major sell-side banks. These industry consultants provided us with much needed background and context to understand Defendants' manipulation, including information about the structure of typical USD interest rate derivative desks, transaction flows for USD-

[6] *See* Matthew Leising and Tom Schoenberg, *CFTC Said to Alert Justice Department of Criminal Rate Rigging*, BLOOMBERG, (Sept. 8, 2014), http://www.bloomberg.com/news/2014-09-08/cftc-said-to-alert-justice-department-of-criminal-rate-rigging.html.

denominated interest rate derivatives, the USD ISDAfix setting process, and potential scenarios for abuse of the ISDAfix benchmark. With the assistance of quantitative analysts, our industry consultants also conducted reviews and analyses of sample data sets, including tick data from Bloomberg, in order to determine the scale of damages to investors. The result was a well-developed, precedent-setting complaint that was supported by extensive factual and economic evidence.

B. Lead Counsel Seek Consolidation of Actions and Appointment as Lead

19. After the filing of the *Alaska Electrical* complaint, four other ISDAfix class actions were filed (both in this District and in the District of New Jersey). We worked with all other counsel in those actions to organize the litigation efficiently. These negotiations resulted in the voluntary dismissal of the action filed in the District of New Jersey (and its refiling in this District). We were thus able to avoid a protracted MDL proceeding, which would have imposed significant costs and delay on the class. Our efforts also facilitated the Court's unopposed entry of orders consolidating the cases in this District. Dkt. Nos. 98, 109.

20. We also led discussions with ten other plaintiff law firms who were vying for a lead counsel appointment. Eventually, we were able to reach an agreement with these firms that obviated the need for a contested leadership structure. Manual for Complex Litigation, Fourth, § 21.272 ("There are several methods for selecting among competing applicants. By far the most common is the so-called 'private ordering' approach: The lawyers agree who should be lead class counsel and the court approves the selection."). This work, too, saved the class significant time and money. Our firms were appointed Interim Co-Lead Counsel in October 2014 following the filing of an uncontested application. Dkt. No. 77.

C. Lead Counsel Continue to Investigate Claims and File the Consolidated Class Action Complaint

21. Following our appointment, we continued to investigate the facts and possible additional legal theories. At the same time, our experts continued to analyze the available trading data and ISDAfix submissions to determine whether there existed patterns consistent with collusion or other manipulation.

22. The results of this further investigation were set forth in a Consolidated Complaint filed on October 31, 2014. Dkt. 99. We filed the Consolidated Class Action Complaint on behalf of eight named plaintiffs, adding almost 20 pages of additional factual allegations and economic evidence to the original complaint.

D. Plaintiffs' Counsel Receive Defendants' First Joint Motion to Dismiss the Consolidated Class Action Complaint

23. Defendants moved to dismiss on December 12, 2014, filing a 50-page brief in support of their motion. Defendants argued that the complaint failed to plead (i) injury in fact or damages; (ii) antitrust injury; (iii) each Defendants' participation in a conspiracy; (iv) Commodity Exchange Act claims; (v) timely claims; (vi) a breach of contract claim; and (vii) a claim for unjust enrichment. Dkt. No 151.

24. On December 15, 2014, the Court ordered that Plaintiffs respond to Defendants' 50-page brief either by filing an amended complaint, or by opposing Defendants' motion no later than January 23, 2015. Dkt. No 154.

E. Lead Counsel Continue to Investigate Claims and File the Consolidated Amended Class Action Complaint

25. We responded to the Court's December 15, 2014 order by electing to continue to investigate and to file a new pleading by the deadline in the Court's order. We then spent the next two months carefully reviewing the arguments made in Defendants' motion to dismiss and

consulting with our experts and fact witnesses. Eventually, after more expert analysis and fact development, Plaintiffs filed a timely Consolidated Amended Complaint on February 12, 2015.[7] By this time, Plaintiffs' Counsel had already incurred millions of dollars in expert costs and attorney time.

26. The Consolidated Amended Complaint added 40 more pages of factual allegations, including for the first time an appendix of days during the Class Period that were tentatively identified as potential manipulation days. The new pleading also expanded Plaintiffs' "rubberstamping" allegations and alleged a "structural break" in the conspiracy in late 2012, when LIBOR and other benchmark interest rates came under regulatory scrutiny. The analysis showed that Defendants' ISDAfix submissions—while uniform for nearly six years from 2006 to late 2012—suddenly began to disperse at the same time these regulatory investigations were publicly announced.

F. Plaintiffs' Counsel Oppose Defendants' Second Round of Motions to Dismiss

27. On April 13, 2015, Defendants responded to Plaintiffs' Consolidated Amended Class Action Complaint by filing two motions: (1) a Joint Motion to Dismiss, with a 50-page brief in support; and (2) a Supplemental Motion to Dismiss on behalf of Nomura.

28. Plaintiffs filed their 60-page opposition to Defendants' joint motion, and an opposition to Nomura's Supplemental motion, on June 2, 2015. Dkt. No. 195. Defendants filed a 30-page joint reply brief, and a supplemental reply brief, on July 10, 2015. Dkt. No. 204.

29. After Defendants filed their reply, Lead Counsel prepared for possible oral argument. On March 28, 2016, the Court issued a decision on Defendants' April 13 Motion to Dismiss. That decision denied Defendants' motion to dismiss our antitrust claims, but dismissed

[7] Plaintiffs sought, and the Court granted, an extension from January 23, 2015 until February 12, 2015 for Plaintiffs to file the Consolidated Amended Complaint. Dkt. Nos. 162, 163.

Plaintiffs' tortious interference and breach of implied good faith claims. The Court also dismissed Plaintiffs' breach of contract claims as against Nomura. Dkt. No. 209.

G. Lead Counsel Continue to Investigate Claims, and File the Second Consolidated Amended Class Action Complaint

30. On January 13, 2017, in accordance with the deadline for amendments in the operative Scheduling Order, Dkt. No. 328, Plaintiffs sought leave to file another amended complaint. Specifically, we sought leave to add additional named plaintiffs, and to engage in "housekeeping" amendments, "such as clarifying definitions, updating language to account for the passage of time, referencing the regulatory actions that post-date the filing of the last complaint, and providing a few examples of Defendants' acts of ISDAfix manipulation." Dkt. No. 353. Defendants opposed that motion on January 23, 2017. Dkt. No. 361. Plaintiffs filed a reply on January 26, 2017. Dkt. No. 370.

31. The Court granted Plaintiffs' motion for leave to amend on January 16, 2017, Dkt. No. 379, and we filed a Second Consolidated Amended Complaint on February 6, 2017. The new complaint—the Second Amended Consolidated Complaint—added 12 pages of additional fact allegations.

H. Plaintiffs' Counsel Oppose Defendants' Third Round of Motions to Dismiss the Second Consolidated Amended Class Action Complaint

32. On March 6, 2017, Defendants filed three separate Motions to Dismiss Plaintiffs' Second Consolidated Amended Complaint: (1) a motion from Wells Fargo seeking dismissal of Plaintiffs' breach of contract and unjust enrichment claims against Wells Fargo; (2) a motion from Nomura seeking dismissal of Plaintiffs' unjust enrichment and breach of contract claims against Nomura; and (3) a joint motion to dismiss seeking dismissal on standing grounds. We filed a 60-page opposition brief on March 28, 2017, and Defendants filed their replies on April 7 2017. Dkt. Nos. 424, 425, 427.

33. On February 2, 2018, the Court issued an Opinion and Order which largely sided with Plaintiffs' positions and analysis on the important issues. It denied Defendants' joint motion to dismiss, but granted in part and denied in part Wells Fargo's motion, and granted Nomura's motion. The net effect of the Court's ruling was that: Plaintiffs' antitrust claims survive in full; Plaintiffs' breach of contract claims survive against all Defendants with whom the named Plaintiffs had a privity relationship; and Plaintiffs' unjust enrichment claims survive against all Defendants with whom the named Plaintiffs had some relationship. Dkt. No. 568.

I. Plaintiffs Take Significant Document and Deposition Discovery From Defendants and Third Parties

34. Fact discovery proceeded throughout the above-described rounds of motion to dismiss briefing. Following an initial pretrial conference on May 5, 2016, the Court issued a Civil Case Management Plan and Scheduling Order on May 6, 2016. That plan set an aggressive discovery schedule, with January 13, 2017 as the deadline for the parties' substantial completion of document production and ordered that all fact discovery relating to class certification be completed by March 17, 2017. Dkt. No. 224.

35. In the months that followed, Plaintiffs' Counsel engaged in numerous meet-and-confer discussions with Defendants to negotiate a Stipulation and Order of Confidentiality ("Confidentiality Stipulation") regarding the handling of confidential materials. These negotiations were required to address foreign privacy and confidentiality obligations arising from the laws of multiple foreign jurisdictions where various Defendants were headquartered, or where foreign counterparties who engaged in relevant interest rate derivative transactions were located. The parties reached agreement on a Confidentiality Stipulation that was entered by the Court on July 1, 2016. Dkt. No. 257.

36. Similarly, Lead Counsel engaged in extensive negotiations with Defendants to

agree upon an electronic discovery protocol ("Electronic Discovery Stipulation") and a expert discovery protocol ("Expert Discovery Stipulation"). Once agreed, these protocols were entered by the Court on August 9, 2016, and June 15, 2017, respectively. Dkt. Nos. 268, 480.

37. Plaintiffs' Counsel also engaged in multiple rounds of meet-and-confer discussions with Defendants regarding their objections to production of various categories of documents pursuant to the Court's case management plan dated May 6, 2016. Many of these negotiations resulted in an impasse, requiring applications to this Court for intervention in order for Plaintiffs to fully and effectively prosecute their claims. Some examples include:

a. Plaintiffs' letter-motion dated September 12, 2016, seeking to compel production of materials produced by Non-Settling Defendants to regulators. This motion was initially denied without prejudice, but later granted after Plaintiffs narrowed their request. Dkt. Nos. 286, 299, 306, 338, 357.

b. Plaintiffs' letter-motion dated January 25, 2017, seeking to compel Non-Settling Defendant Wells Fargo's production of transaction data and electronically stored documents, which Wells Fargo ultimately agreed to produce. Dkt. Nos. 365, 389.

c. Plaintiffs' letter-motion dated April 24, 2017, seeking the appointment of a Magistrate Judge to supervise Non-Settling Defendant Morgan Stanley's production of documents, which the Court granted, Dkt. Nos. 434, 437, 438, and after which the Magistrate Judge ordered Morgan Stanley to produce documents. Minute Order dated May, 10, 2017.

38. As a result of Plaintiffs' diligent pursuit of relevant discovery, Defendants

ultimately produced approximately 4.89 million documents, amounting to more than 21.4 million printable pages.

J. Lead Counsel Negotiate Settlements and the Production of Settling Defendants' Transaction Data and Documents

39. Concurrent with their discovery negotiations with Non-Settling Defendants, Plaintiffs' Counsel engaged in multiple meet and confers with Settling Defendants regarding the scope of discovery that Settling Defendants would produce as part of their ongoing cooperation obligations.[8] Ultimately, the Settling Defendants agreed to provide the following categories of information: (i) an attorney proffer and interviews with current employees; (ii) production of all relevant documents (including written documents and audio tape recordings); and (iii) transaction data.

1. History of Settlement Negotiations

40. Settlement discussions began with Defendant Barclays in late Summer 2015, and extended into Summer 2017 for settlement with HSBC and UBS. Throughout this period, intensive negotiations occurred between Plaintiffs' counsel and defense counsel well-versed in complex class actions.

41. With respect to the first eight Settling Defendants (Bank of America, Barclays, Citibank, Credit Suisse, Deutsche Bank, Goldman Sachs, JPMorgan, and RBS) the settlement communications and negotiations were conducted directly between Class Counsel and counsel for Settling Defendants, and occurred both in person, by email, and telephonically.

42. With respect to the last two Settling Defendants (HSBC and UBS), settlement negotiations occurred both directly between counsel, and then through a formal mediation

[8] Plaintiffs moved for preliminary approval of settlements with Bank of America, Barclays, Citi, Credit Suisse, Deutsche Bank, JPMorgan, and Royal Bank of Scotland in May 2016; for preliminary approval of a settlement with Goldman Sachs in December 2016; and for preliminary approval of settlements with HSBC and UBS in July 2017.

session and with follow-up mediation assistance from prominent ADR practitioner, Hon. Layn Phillips (Ret.), a mediator with substantial expertise in the settlement of complex commercial class actions.

43. In respect of both the informal negotiations with the earlier eight Settling Defendants, and the more formal mediated negotiations with the later two Settling Defendants, the settlements were reached only after detailed and protracted discussions regarding a large number of complicated and interrelated issues.

44. These issues included, for example, (i) the parties' views on the likelihood of Plaintiffs succeeding past the Motion to Dismiss stage of the litigation; (ii) the likelihood of Plaintiffs achieving class certification; (iii) the relative strength of Plaintiffs' evidence of each Settling Defendant's culpability in respect of Plaintiffs' allegations of wrongdoing; (iv) the strength of Plaintiffs' antitrust claims generally (and the likelihood of Defendants being jointly liable for any wrongdoing); (v) the extent of a given Settling Defendant's share of the market for interest rate derivatives (including especially derivatives expressly linked to ISDAfix) relative to other Settling and Non-Settling Defendants; (vi) the degree of non-monetary cooperation that a given Settling Defendant was willing to offer; (vii) whether a given Settling Defendant received a "first mover discount" for being willing to settle ahead of other Defendants; and (viii) whether a given Settling Defendant had been subject of penalties or enforcement by a government regulator.

45. In all cases, Class Counsel believe the settlements were reached after hard-fought, arm's length negotiations with experienced and sophisticated defense counsel, and represent the best settlements that could have been achieved in the circumstances.

2. Attorney Proffers Obtained from the Settling Defendants

46. Plaintiffs' Counsel conducted a series of proffers or interviews with

representatives for each Settling Defendant. We mostly interviewed regulatory counsel who had carried out the investigation of each banks' settlement in ISDAfix. We covered a range of relevant topics, including interviewing these representatives and their counsel, sometimes on multiple occasions, and investigated, among other things, the banks' respective interest rates trading businesses, ISDAfix rate submission processes, and communications with other banks and ICAP. These proffers were vitally important, especially in the early stages of the litigation. For instance, they helped to illuminate the role of the Settling and Non-Settling Defendants in the overall alleged conspiracy, and helped us to understand the Non-Settling Defendants' likely defenses and viewpoints. These proffers will remain valuable as the Class moves towards trial on the merits against the Non-Settling Defendants. Additionally, the Settlement Agreements provided for up to three interviews with current employees of each Settling Defendant regarding the conspiracy.

3. Document Discovery Obtained from the Settling Defendants

47. Pursuant to their cooperation obligations, the Settling Defendants first agreed that they would provide to Plaintiffs their entire productions to the CFTC. These productions comprised a huge number of pages of documentary material, such as Bloomberg chats, e-mails, PowerPoint presentations, Excel spreadsheets, internal memoranda, and policies and procedures. The CFTC productions also included thousands of audio files and tape recordings which needed to be transcribed and reviewed (*i.e.*, listened to) in real time. These materials also included presentations prepared by the Settling Defendants for the CFTC in connection with the ISDAfix investigation, which Non-Settling Defendants originally withheld from production.

48. These materials were invaluable to Plaintiffs' understanding of the scope and methods of Defendants' alleged manipulation, and directly informed the drafting of Plaintiffs' Second Consolidated Amended Class Action Complaint, and Plaintiffs' Motion for Class

Certification. Dkt. Nos. 387, 500. These documents not only implicated the Settling Defendants in the conspiracy; they also provided evidence to support the Class's claims against the remaining Defendants.

4. Data Discovery Obtained from the Settling Defendants

49. In May 2016, after Lead Counsel achieved settlements with the first seven Settling Defendants, Plaintiffs began separate, protracted negotiations with each of the Settling Defendants concerning the production of transaction data (*i.e.*, trading records concerning the relevant interest rate swaps, swaptions, and other financial transactions at issue). These negotiations were complex, and required considerable time and attention. We also received input from economic consultants who assisted us in understanding which financial products were directly tied to ISDAfix, the relevant data fields necessary to evaluate these products, and how the data should be organized and formatted.

50. The process of identifying with each Settling Defendant what financial products and data were at issue was itself long and complex. This process took different levels of analysis and time spent with each Settling Defendant, depending on that Defendant's business and state of its records. We had to master not only common financial instruments such as Treasury bonds and plain vanilla interest rate swaps; we also had to understand more exotic financial instruments such as swaptions, swap spreads, constant maturity swaps, callable constant maturity swap spreads, ISDAfix-linked CDs, ISDAfix-linked Notes, snowballs, steepeners, cap floor straddles, range accruals, digital options, inverse floaters, volatility swaps, no volatility swaps, and many other proprietary products invented by specific Settling Defendants.

51. After identifying the full scope of relevant products, we negotiated with each Settling Defendant regarding the data fields that needed to be pulled. Common data fields included, for example, the date and time when the transaction was entered into; the fixed rate, the

floating rate, date conventions, the tenor of the instrument; the expiry date; the premium paid at initiation, and whether the swaption was "American" or "European" style. We later asked for additional fields including whether the swaption was exercised or expired, the currency in which the trade was settled, and notional value.

52. Apart from the data fields, we negotiated with Settling Defendants regarding counterparty identification data. Counterparty data was also necessary to identify members of the Settlement Class and to assist in determining damages. But this was a sensitive ask of the Settling Defendants. They were particularly concerned about revealing the identities of counterparties or beneficiaries who might be covered by foreign data privacy laws.

53. After agreeing on the relevant data fields, we asked Settling Defendants to perform experimental data pulls on small selections of data, embarking on an iterative process that went on for many months leading up to full production. After resolving numerous miscellaneous problems that arose throughout this process, in early 2017, Lead Counsel reached detailed agreements with each Settling Defendant about (i) the list of products for which they would pull data, (ii) the time periods over which they would pull this data, and (iii) the data fields that would be retrieved. As we began to receive data productions from the Settling Defendants in 2017, new rounds of questions arose, and renewed conversations persisted for months throughout 2017. In some instances, a supplemental data pull was required and performed. During this time, we were in frequent communication with our data consultants to ensure they received the answers and data necessary to prepare workable models for class certification and settlement administration.

54. The above processes were not carried out with the Settling Defendants alone, but were repeated with the Non-Settling Defendants as well. Plaintiffs' Counsel learned from their

negotiations with the Settling Defendants (which began earlier, because of their cooperation obligations) then repeated each of the above steps again with the Non-Settling Defendants during fact discovery.

K. Plaintiffs' Counsel Make Substantial Document Productions

55. Throughout 2016 and 2017, Class Plaintiffs worked diligently to locate and produce documents responsive to Non-Settling Defendants' requests for the production of documents. In total, Non-Settling Defendants issued a total of 35 requests to Class Plaintiffs, with numerous subparts. We served objections and responses, and thereafter engaged in meet-and-confer discussions with Defendants regarding the scope of our productions.

56. We coordinated the responses to Defendants' document requests with the eight Class Plaintiffs and their separate counsel. Specifically, working with separate counsel for each Plaintiff, we: (i) prepared the initial draft responses; (ii) collected information regarding the scope of documents and information to be produced; (iii) reached internal agreement on proposed edits; (iv) circulated a revised draft to all Plaintiffs' Counsel; and (v) ultimately obtained sign off from all Class Plaintiffs on the final form of the responses and objections.

57. In preparing a response to Defendants' document requests, each Plaintiff Counsel searched both hard copy and electronic documents; reviewed the collected documents for privilege and responsiveness; applied privilege redactions (or withheld documents altogether) and prepared corresponding privilege logs; and appropriately formatted the electronic records for production to Defendants. At times, this required working with Plaintiffs to retrieve and restore information committed to backup systems or media.

58. In total, Class Plaintiffs produced over 2.1 million documents, amounting to a total of 5 million printable pages (with many, many more documents and printable pages being collected and reviewed but ultimately not produced). The productions include, among other

things, investment manager documents, internal reports and policies, transaction data, and email communications.

59. Throughout this process, we had several disputes with Defendants over the scope of our productions, leading to multiple motions to the Court. Most of these motions filed by the Non-Settling Defendants were unsuccessful, but they required Plaintiffs to respond and explain to the Court why the motions had no merit. Examples include the following:

a. Defendants' letter-motion dated July 11, 2016, seeking to compel production of expert analyses referenced or considered in preparing Plaintiffs' Complaint, which the Court declined to rule on because "Defendants' request is either moot or unripe (or both)." Dkt. Nos. 259, 261.

b. Defendants' letter-motion dated November 18, 2016, seeking to compel production of alleged transactions with Defendants and ISDA-linked transactions not listed in Appendix A to the Complaint, which the Court denied because Defendants' request was unripe. Dkt. No 308, 313.

c. Defendants' motion dated December 16, 2016, seeking to compel production of Plaintiffs' additional financial transaction data, which the Court denied because Defendants' data requests were moot, irrelevant, and overbroad. Dkt. No 334, 372.

L. <u>Plaintiffs' Counsel Depose Defendants' Executives and Traders</u>

60. In accordance with the operative case management schedule, Plaintiffs prepared for and conducted party depositions throughout the Spring and Summer of 2017.

61. Plaintiffs' Counsel took nearly forty depositions of defense witnesses, and also took additional expert and third party depositions. Most of these were taken between March and

June in 2017. They included six Rule 30(b)(6) corporate representative depositions and the depositions of approximately thirty individuals, including current and former employees of Settling and Non-Settling Defendants.

62. The schedule was demanding and required close coordination. On some days, we were required to take the depositions of two fact witnesses at the same time, in different locations. To prepare for these depositions, Plaintiffs' Counsel typically reviewed hundreds of documents per witness, pulled relevant spreadsheets illustrating trading patterns, retrieved trade confirms, took the advice of expert consultants and non-testifying data consultants, and prepared lengthy witness outlines, summaries of the documents, and biographies of the witnesses. Further complicating matters, some deponents were fluent in languages other than English, and routinely conducted business in these languages, necessitating translation of those documents in preparation for those individual's depositions. Many of these depositions were defended by as many as a dozen attorneys representing various Defendants, along with individual counsel for the witnesses.

63. During the same time period, Plaintiffs' Counsel noticed the corporate depositions of the five Non-Settling Defendants, Morgan Stanley, ICAP, Wells Fargo, BNPP, and Nomura. Plaintiffs' Counsel met and conferred with counsel for these Defendants to agree on the scope of dozens of different deposition topics, pursuant to Fed. R. Civ. P. 30(b)(6). We reviewed not only the thousands of documents (including audio files) produced in discovery, but also existing deposition testimony given by individual personnel who worked at the Defendants and who in some instances directly executed or commanded manipulative trades.

64. These depositions yielded valuable information that was used to support Plaintiffs' Motion for Class Certification (Dkt. No. 500); Plaintiffs' testifying experts' Reports

(Dkt. No. 503); and our Reply Reports (Dkt. Nos. 556-558).

M. Plaintiffs' Counsel Defend the Depositions of Class Representatives

65. Concurrent with offensive fact depositions, Plaintiffs' Counsel also defended the depositions of eight named plaintiffs.

66. On January 12, 2017, Non-Settling Defendants noticed the 30(b)(6) depositions of each of the Class Representatives. The notice covered 19 different topics. As with offensive depositions, Lead Counsel and assisting Plaintiffs' Counsel negotiated with the Non-Settling Defendants the lists of topics for the depositions. Over the course of several months, the Parties met and conferred regarding scheduling and the scope of noticed topics. Eventually, the notices were amended and reissued.

67. Plaintiffs' Counsel worked closely with Class Representatives to prepare them for their depositions. This included reviewing thousands of the Class Representatives' produced documents, telephonic meetings, and in person meetings. Preparation for these depositions required not only preparing the witnesses to be familiar with documents that had been produced in discovery; it also required the defending attorneys—with the assistance of Plaintiffs' expert consultants—to become familiar with and analyze trade confirms and the details of specific interest rate derivative trades.

68. Plaintiffs' Counsel attended each of the Class Representatives' depositions to advise and defend their clients against Non-Settling Defendants' questioning.

N. Lead Counsel Complete Third-Party Discovery

69. Apart from party discovery, we issued deposition or document subpoenas to a number of non-parties as well. We met and conferred with each of the non-parties regarding their responses and objections, the scope of discovery, and their respective document productions and depositions.

70. Plaintiffs' Counsel served document subpoenas on multiple third parties, including: Michael DiTore; Mizuho Capital Markets Corporation ("Mizuho"); MarkitSERV, LLC ("MarkitSERV"); Tradeweb Markets, LLC ("Tradeweb"); Tradition America, LLC ("Tradition"); Tullett Prebon Financial Services, LLC ("Tullett Prebon"), and on the International Swaps and Derivatives Association, Inc. ("ISDA"). Plaintiffs' Counsel also served deposition subpoenas on ISDA, as well as third party former employees of Defendants: Nicholas Farr; Doug Rhoten; Loai Alzubi; Julien Gaubert; Olivier Pariente; Michael DiTore; and Charles Fletcher.

71. As former employees of Defendants, Gaubert, Pariente, Farr, Rhoten, Alzubi, and DiTore were likely in possession of documents and communications relevant to Plaintiffs' claims. Mizuho is a broker-dealer and bank which was formerly a member of the ISDAfix reference rate panel, and was potentially in possession of documents and communications relating to the ISDAfixing process. MarkitSERV, Tradeweb, Tradition, and Tullett Prebon are swaps brokers akin to Defendant ICAP, and likely possessed relevant documents concerning ICAP's conduct.

72. We also subpoenaed ISDA, the industry body responsible for administering ISDAfix. The ISDA deposition was particularly relevant in showing how the banks undermined the original ISDAfix rate setting process and set up instead a process that ISDA had not blessed.

73. We were also required to address unsuccessful discovery objections from third parties, including, for example, the unsuccessful Motion to Quash Subpoena filed by former Deutsche Bank employee Charles Fletcher. Dkt. Nos. 446, 456.

O. Plaintiffs' Motion for Class Certification

1. The Parties' Class Certification Briefing

74. On July 28, 2017, Plaintiffs moved for class certification. Dkt. No. 500. The

motion and supporting brief were nearly 70 pages long. Dkt. No. 501. They were accompanied by three expert reports (Dkt. No. 503), each of which was more than 100 pages long. The length of these materials was necessary given the scale of the conspiracy (including more than a dozen highly sophisticated defendants over a period of more than seven years) and the complexity of the issues and subject matter involved. (One expert alone, Mr. Farrell, submitted a report dedicated almost entirely to explaining the meaning of the jargon found in the Bloomberg chats and recorded phone calls.)

75. Plaintiffs' Counsel began preparing the motion months in advance, while fact discovery was ongoing. The motion itself incorporated supporting evidence that required almost 300 exhibits. (These 300 exhibits were *in addition to* the expert reports and exhibits.) Plaintiffs included all these materials to demonstrate that liability would be common to all class members.

76. Preparing the motion and exhibits took months. At the same time, Plaintiffs' Counsel were taking almost 40 fact depositions and holding routine conference calls with the Defendants regarding data productions.

2. Plaintiffs' Counsel's Defense of Plaintiffs' Class Certification Experts

77. When Non-Settling Defendants opposed Plaintiffs' motion for class certification, (Dkt. No. 538), they also filed three separate *Daubert* motions to exclude the reports of Plaintiffs' experts. Dkt. Nos. 529-537. The Court ordered Plaintiffs to respond to Defendants' three separate motions with one consolidated opposition memorandum of law, and also ordered Defendants to file one consolidated reply. Dkt. No. 541.

78. We prepared the consolidated *Daubert* opposition papers while simultaneously preparing our class certification reply brief and working with our experts on their preparation of their respective class certification reply reports.

3. Plaintiffs' Counsel's Offensive and Defensive Class Certification Expert Deposition Discovery

79. When Plaintiffs filed a motion for class certification at the end of July 2017, we disclosed three testifying experts: Prof. Pirrong, Dr. Williams, and Mr. Farrell. These three experts were deposed in September 2017. All three depositions required extensive preparation. We met with each expert individually to prepare and then defended what were sometimes multi-day depositions, reflecting the complexity of the arguments and the data.

80. When Non-Settling Defendants disclosed their experts in November 2017, Dkt. No. 540, we immediately began analyzing their reports and researched their academic articles and previous testimony. These efforts included, but were not limited to, an exhaustive review of all sources cited by Non-Settling Defendants experts. We also contacted and retained Dr. Paul Milgrom, who teaches at Stanford University, to act as a rebuttal expert.

81. Plaintiffs' Counsel also spent considerable time conferring with our experts (and non-testifying consultants) in an effort to analyze the information that Non-Settling Defendants' experts relied upon to develop lines of inquiry for their examinations. This was particularly time-consuming in light of the massive amounts of information generated by the experts and the breadth of their challenges.

82. We defended the depositions of each of our four experts and took the depositions of each of Defendants' experts.

P. Lead Counsel Oversee Development of the Plan of Distribution, and the Notice and Publication Program Approved By the Court

83. Lead Counsel's efforts through fact discovery, and during class certification and the associated expert discovery, have been closely intertwined with the development of the Plan of Distribution for the Settlement Class. We developed the Plan of Distribution in consultation with recognized experts in claims administration and the market for interest rate derivatives.

84. In particular, we worked closely and extensively with Dr. Chris Fiore of Compass Lexecon, to develop a multi-pool, multi-instrument distribution model. The model is designed to account for differences in the damages suffered by differently positioned participants in different interest rate derivatives products, while taking into account that discovery is still on-going. Efforts were also made by Lead Counsel and its experts to assure that the claims process is not unduly burdensome for Settlement Class Members, and does not involve unwarranted administrative costs. Lead Counsel believes the Plan of Distribution fairly and adequately compensates injured class members.

85. Lead Counsel also worked closely with Epiq Systems, Inc. ("Epiq," or the "Claims Administrator"), the Court-appointed claims administrator. This work began during the negotiations with the Settling Defendants over counterparty data in the summer of 2017. Epiq helped Lead Counsel ensure in those negotiations that we received adequate counterparty names and contact information.

86. In coordination with Epiq, Lead Counsel devised and effectuated Notice to the Settlement Class in accordance with the Orders of the Court. On October 24, 2017, the Court issued an Order Providing for Notice to the Settlement Class and Preliminarily Approving the Plan of Distribution (the "Notice Order"). Dkt. No. 521. This included the Court's approval of Plaintiffs' proposed Long Notice, Claim Form, and Summary Notice that had been prepared and submitted by Lead Counsel.

87. Pursuant to the Notice Order, and in coordination with Epiq, Lead Counsel immediately began implementation of the Notice plan approved by the Court. Lead Counsel, in part, instructed Epiq to give reasonable notice to potential Settlement Class Members. The comprehensive notice plan preliminarily approved by the Court, which was ultimately effected

by, or at the direction of, Lead Counsel, included: direct notice by mail; the distribution of letters to brokers and other nominees that may have executed relevant ISDAfix transactions on behalf of beneficial owners; printed summary notice in various publications; and notice via the Internet.

88. Pursuant to the Notice Order, Lead Counsel also instructed third-party claims administrator Rust Consulting ("Rust") to give reasonable notice to other potential Settlement Class Members that Settling Defendants believed required special handling, primarily due to foreign privacy restrictions that prohibited the disclosure of certain counterparty identities to Epiq. Lead Counsel also worked with the Settling Defendants that directly disseminated notice to foreign counterparties based on potential foreign privacy concerns as well.

89. With respect to direct notice by mail, Lead Counsel oversaw the dissemination of notice to every potential Class Member that could be identified through reasonable efforts. First, Epiq mailed direct notice to a total of 36,854 potential Class members based on name and address information that was primarily obtained from the Settling Defendants' business records. *See* Azari Decl. ¶ 9. This "Notice Packet," as referred to herein, consists of the Notice of Proposed Settlement of Class Action (the "Notice" or "Long Form Notice") and the Proof of Claim and Release Form (the "Claim Form")—both of which were preliminarily approved by the Court. The Notice Packet also includes a full page insert stating in English, and in twelve other relevant languages, that translated versions of the Notice and Claim Form are available on the Settlement Website in these languages (the "Translation Insert").

90. At the direction of Lead Counsel, the Claims Administrator also mailed the Notice Packet to banks, brokers, and other nominees that may have executed relevant transactions on behalf of potential Settlement Class Members. Azari Decl. ¶ 36. Accompanying

the Notice Packet was a cover letter instructing the nominees to either mail the Notice Packet to any such beneficial owner(s), or provide Epiq with a list of names and addresses of any beneficial owners so it may distribute the Notice Packet accordingly. Azari Decl. ¶ 36.

91. Second, Rust Consulting ("Rust"), as agent of the Settling Defendants (except Deutsche Bank and UBS), directly provided the Notice Packet to 17,947 potential Settlement Class Members that required special handling due to potential foreign privacy concerns. Rabe Decl. ¶ 10. KCC, as agent for Settling Defendant Deutsche Bank, directly provided the Notice Packet to 400 potential Settlement Class Members for substantially the same reasons. *See* Declaration of Patrick Ivie (KCC).

92. Third, Lead Counsel worked with a total of six of the ten Settling Defendants—namely Barclays, Citigroup, Credit Suisse, HSBC, JPMorgan, and UBS (collectively, the "Direct Notice Defendants")—to ensure they provided direct notice to certain of their own counterparties that required additional handling, primarily to accommodate potential foreign privacy concerns. *See* Declarations of Michael T. Lee (JPMorgan), Abigail Deering (Barclays), Marc Leuzinger (Citibank, Switzerland), Audrey Ng (Citibank, Singapore), Matthew Popowsky (UBS), Manuel F. Gomez (Credit Suisse), and Sandra Adams (HSBC).

93. In addition to these multiple forms of direct mail notice, and pursuant to the Court's Notice Order, between January 19 and 22, 2018, Lead Counsel caused the Claims Administrator to issue the Summary Notice in numerous publications. *See* Azari Decl. ¶ 11. At the direction of Lead Counsel, the Claims Administrator also issued a press release through PR Newswire. *Id.* at ¶ 46.

94. Lead Counsel also caused Epiq to publish digital banner advertisements on the global edition websites of *FinancialTimes.com* and *WSJ.com.* Azari Decl. ¶ 41. Each Internet

display linked any user that clicked on the banner advertisement to the Settlement Website. *Id.* at ¶ 42. Epiq similarly caused sponsored links to be listed through various Internet search engines. *Id.* at ¶ 43.

95. Lead Counsel also directed the Claims Administrator to establish a telephone information line, which could be accessed toll-free within the United States, and internationally as well, through which live agents were made available should any caller wish to reach a person for further information. Azari Decl. ¶ 50. Finally, Epiq also set up and monitored an email address—info@ISDAfixAntitrustSettlement.com—for any requests or inquiries from potential Settlement Class Members. Azari Decl. ¶ 51.

96. On January 18, 2018, Lead Counsel caused the launch of the Settlement Website at http://www.IsdafixAntitrustSettlement.com, to enable potential Settlement Class members to obtain information about the Settlements and to file a claim electronically. Azari Decl. ¶¶ 48. As of March 23, 2018, the Settlement Website has had 7,776 visitors, who have downloaded the notice 1,144 times, and submitted 193 claims. *Id.* ¶ 49.

Q. Other Significant Efforts by Lead Counsel

97. Lead Counsel took multiple other measures to ensure this Action was managed in an orderly and efficient manner. For example, we maintained close control and supervision of the work performed by other Plaintiffs' Counsel. We also took steps to ensure that all work was done by attorneys with the appropriate levels of skill and experience.

98. Throughout the matter, weekly teleconferences were held to ensure effective project management of the litigation tasks. These sessions were also used to discuss litigation strategy, and to assess the present and future needs to the case. These calls helped avoid duplication of efforts and ensured timely execution of assigned tasks.

99. Lead Counsel hosted all e-discovery related to the case, including for both

Plaintiffs' and Defendants' document productions, on an advanced in-house platform, Relativity. As part of its hosting services, Lead Counsel provided access, training, and support to over 120 users along with a large suite of document and data processing services, including deduplication, native file processing, optical character recognition, TIFF creation, bates stamping, exporting, producing, and archiving of documents and data. In addition, Lead Counsel utilized structured and conceptual analytics (including, for example, email threading, inclusive detection, near-dupe detection, concept searching, assisted review, and clustering), along with Natural Language Processing (NLP), Cognitive Analytics, and Machine Learning as part of its hosting services. These analytics have proven especially valuable in this case given the extremely large defendant and plaintiff document productions. Together with plaintiff and non-party documents, Lead Counsel houses a total of 10.5 million documents (over 31 million pages) in this case, or nearly five terabytes of data.

100. Among the structured and conceptual analytics products utilized by Lead Counsel, Relativity Assisted Review ("RAR") and email threading have been particularly useful. RAR is designed to allow attorneys to identify a seed set of key documents which the software utilizes to return and prioritize conceptually similar and related documents in the database. Attorneys perform iterative reviews of these returned results to train the software and increase its efficacy. Lead Counsel used this technology to streamline and prioritize its review by training the system to look for certain concepts in documents, which then suggested additional documents that were conceptually similar. To further streamline the review, Lead Counsel utilized analytics to group email threads together and identify the most inclusive email. Utilizing this technology, Lead Counsel was able to more efficiently and effectively analyze the documents in developing the case for liability against Defendants and preparing for depositions, among other things, and

ultimately reduce costs.

IV. LEAD COUNSEL'S APPLICATION FOR AN AWARD OF ATTORNEYS' FEES AND PAYMENT OF LITIGATION EXPENSES

101. Notice of the settlements was published and sent to potential claimants in January 2018. In the Notice, we advised Class Members that Lead Counsel would submit a fee application in an amount not to exceed 30% of the Settlement Fund. The fee application and expense request we are now submitting is fully consistent with that Notice. Specifically, we seek a fee of $122,550,000 or 30% of the Settlement fund. We also seek payment of $16,961,278.81 in litigation costs and expenses.

102. A list of the declarations of Plaintiffs' Counsel containing details of the hours, lodestar, and litigation expenses of all Plaintiffs' Counsel who worked on this case through January 31, 2018 is provided at the end of this declaration, and those declarations will be filed concurrent with this one. Those declarations also identify the attorneys and support staff who worked on the Action, their hourly rates and number of hours billed, the lodestar value of their time, and the background and experience of the firms and attorneys. Plaintiffs' Counsel are not seeking fees for work done in connection with preparing the Fee and Expense Application.

103. In total, Plaintiffs' Counsel dedicated more than 148,000 hours in the prosecution of the Action for an aggregate lodestar of over $83 million.

104. As demonstrated by the resumes and attorney biographies for Plaintiffs' Counsel (attached to the individual firm declarations), our firms are among the most formidable plaintiff firms in the world. The caliber of our legal talent, the resources we can bring to all aspects of the case, and our proven track record in financial market antitrust cases is second to none. Our proven ability to take high-stakes cases to trial—and to win them—presented our adversaries in this case with a credible threat they had to take seriously from day one. We think this legitimate

trial threat was an important factor in driving the results we achieved.

105. From day one, we bore the risk of litigating this Action entirely on a contingent basis. There are numerous examples where plaintiffs' counsel in contingency fee cases have worked thousands of hours and advanced substantial sums, only to receive no compensation. We were fully cognizant from the outset that despite our best efforts and the size of our investment, success in high-stakes cases like this one is never guaranteed. There was always the substantial risk of losing everything.

106. Lead Counsel also move for payment of $16,691,278.81 in litigation costs, charges and expenses (4.08% of the Settlement Fund). These are all expenses that were reasonably and necessarily incurred in the prosecution of the Action. In order to prove our claims, we were required to locate and engage highly skilled and specialized interest rate derivative market experts, market microstructure economists and scholars, experienced traders, and other subject matter experts.

107. Engagement of these experts was necessary and indispensable to our prosecution of the Action. Settling Defendants would not have entered into such high-value settlements without Plaintiffs' demonstrable ability to prove (among other things) unlawful conduct, class-wide impact, and damages. Similarly, development of the Plan of Distribution, including a process for claims administration, would not have been possible without the able assistance of the financial economists and data experts at Compass Lexecon. This expert work required the investment of thousands of hours of time and millions of dollars in hard costs.

108. In total, Plaintiffs' Counsel advanced $16,961,278.81 in expenses in the prosecution and settling of this Action. Most of the litigation expenses incurred—$11,948,240.20, which is more than 70% of the total—were for expert work. We also incurred

other reasonable expenses in prosecuting the Action, including: (i) mediation fees; (ii) Court fees and service of process; (iii) out-of-pocket payments for online factual and legal research; (iv) court reporters and transcripts; (v) travel and meals; and (vi) other expenses, such as document reproduction, telephone and facsimile, postage and delivery, and secretarial overtime. These expenses were reasonably and were necessarily incurred.

109. Notably, in order to limit expenses, we imposed internal "caps" on certain expenses based on the application of the following criteria:

(a) For out-of-town travel, airfare was billed at coach rates.

(b) Meals are capped at $20 per person for breakfast, $25 per person for lunch, and $50 per person for dinner.

(c) Internal copying is charged at $0.10 per page.

(d) Online research charges reflect only out-of-pocket payments to the vendors for research done in connection with this litigation. Online research is billed based on actual time usage at a set charge by the vendor. There are no administrative charges included in these figures.

V. ACCOMPANYING DECLARATIONS

110. The following accompanying declarations—which provide the time, fees, and charges and expenses of each of the Plaintiffs' Counsel firms—will be filed with and reference this declaration:

Declaration	Description
1.	Declaration of Daniel L. Brockett In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of Quinn Emanuel Urquhart & Sullivan, LLP
2.	Declaration of Brian O O'Mara In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of Robbins Geller Rudman & Dowd, LLP

3. Declaration of Daryl F. Scott In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of Scott+Scott, Attorneys at Law, LLP
4. Declaration of Gregory S. Asciolla In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of Labaton Sucharow LLP
5. Declaration of Michael Dell'Angelo In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of Berger & Montague, P.C.
6. Declaration of Stuart H. McCluer In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of McCulley McCluer PLLC
7. Declaration of Robert G. Eisler In Support of Lead Counsel's Motion for An Award of Attorneys' Fees and Reimbursement of Litigation Expenses Filed On Behalf of Grant & Eisenhofer, P.A.

VI. CONCLUSION

111. For all of the foregoing reasons, Lead Counsel respectfully submit that the Plan of Distribution should be approved as fair and reasonable, and that the Court should award attorneys' fees in the amount of 30% of the Settlement Fund, or $122,550,000, plus interest, and approve payment of $16,961,278.81 in litigation costs, charges, and expenses.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 30, 2018.

Daniel L. Brockett
QUINN EMANUEL URQUHART & SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010-1601

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 30, 2018.

David W. Mitchell
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 30, 2018.

Christopher M. Burke
SCOTT+SCOTT ATTORNEYS AT LAW LLP
The Helmsley Building
230 Park Avenue, 17th Floor
New York, NY 10169

Interim Co-Lead Class Counsel

CERTIFICATE OF SERVICE

I hereby certify that on March 30, 2018, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the email addresses denoted on the Electronic Mail Notice List, and I hereby certify that I caused the foregoing document or paper to be mailed via the United States Postal Service to the non-CM/ECF participants indicated on the Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 30, 2018.

Daniel L. Brockett
QUINN EMANUEL URQUHART & SULLIVAN, LLP