

EXHIBIT 6

1 *Counsel for Indirect Purchaser Plaintiffs*

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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

**IN RE: LITHIUM ION BATTERIES
ANTITRUST LITIGATION**

Case No. 13-MD-02420 YGR (DMR)
MDL NO. 2420

**This Document Relates to:
ALL INDIRECT PURCHASER ACTIONS**

**DECLARATION OF LESLEY WEAVER
IN SUPPORT OF INDIRECT
PURCHASER PLAINTIFFS' MOTION
FOR AN AWARD OF ATTORNEYS'
FEES AND REIMBURSEMENT OF
EXPENSES ON BEHALF OF
BLEICHMAR FONTI & AULD**

1 I, Lesley Weaver, declare:

2 1. I am Partner of Bleichmar Fonti & Auld, Counsel for Indirect Purchaser Plaintiffs
3 (“IPPs” or “Plaintiffs”) in this action. I submit this declaration in support of IPPs’ Motion for an
4 Award of Attorneys’ Fees and Reimbursement of Expenses. I make this declaration based on my
5 personal knowledge and if called as a witness, I could and would competently testify to the
6 matters stated herein.

7 2. My firm has served as counsel to the City of Palo Alto, City of Richmond, and as
8 counsel for IPPs throughout the course of this litigation. The background and experience of
9 Bleichmar Fonti & Auld and its attorneys are summarized in the curriculum vitae attached hereto
10 as **Exhibit A**.

11 3. Bleichmar Fonti & Auld has prosecuted this litigation solely on a contingent-fee
12 basis, and has been at risk that it would not receive any compensation for prosecuting claims
13 against the defendants. While Bleichmar Fonti & Auld devoted its time and resources to this
14 matter, it has foregone other legal work for which it would have been compensated.

15 4. During the pendency of the litigation, Bleichmar Fonti & Auld performed the
16 following work: conferred with clients regarding settlement negotiations and approvals.

17 5. Attached hereto as **Exhibit B** is a billing summary of Bleichmar Fonti & Auld’s
18 total hours and lodestar, computed at current billing rates, from June 1, 2013 to February 28, 2017.
19 Counsel for Plaintiffs are not seeking attorneys’ fees for any time billed prior to the appointment
20 of lead counsel. *See* Order dated May 17, 2013 (ECF No. 194). The total number of hours spent
21 by Bleichmar Fonti & Auld during this period of time was 1.9, with a corresponding lodestar
22 based on current rates of \$1520.00. The lodestar amount reflected in Exhibit B is for work
23 assigned by Lead Counsel, and was performed by professional staff at my law firm. This
24 summary was prepared from contemporaneous, daily time records regularly prepared and
25 maintained by Bleichmar Fonti & Auld.

26 6. Attached hereto as **Exhibit C** is a list of the various billing rates each attorney and
27 staff member at my firm has billed at in this case.

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DECLARATION OF LESLEY WEAVER IN SUPPORT OF IPPS’ MOTION FOR AN AWARD
OF ATTORNEYS’ FEES AND REIMBURSEMENT OF EXPENSES ON BEHALF OF
BLEICHMAR FONTI & AULD; Case No. 13-md-02420-YGR (DMR)

EXHIBIT A



 BLEICHMAR
FONTI & AULD LLP



FIRM RESUME



OVERVIEW

Founded in August 2014, Bleichmar Fonti & Auld LLP (“BFA” or the “Firm”) is a boutique law firm based in New York, New York with an office in Oakland, California. The Firm focuses on evaluating and prosecuting complex securities fraud class actions and other investment-related matters on behalf of a wide range of domestic and international clients, including some of the largest institutional investors and asset managers in the world.

BFA has recovered over \$600 million since the Firm’s formation less than three years ago. This track record is reflective of what distinguishes BFA from other securities litigation boutiques: the collective experience of the Firm’s litigators rivals that of older peer firms, while the Firm’s lean operations and its outcome-driven litigation strategy allows us to focus on achieving the best possible result in each case. BFA’s founding partners worked together for over a decade prior to launching BFA, recovering billions of dollars for investors while at other nationally-recognized firm. In just the last five years, BFA’s founding partners have represented the lead plaintiffs in nearly two dozen securities class actions, including five since the Firm’s founding. Our founders are supported by a team recruited for their excellence and dedication to our practice, having carefully built a talented team who have collaborated for years, ensuring a wealth of experience to draw on for our clients. Our Firm regularly challenges the top defense firms in the country, and our philosophy is central to the reputation we have built as tough adversaries.

Our attorneys are nationally recognized as leading litigators in the field of securities litigation, and our achievements have been profiled in a variety of national publications, including *The Wall Street Journal*, *The New York Times*, *Law 360*, the *National Law Journal’s* Plaintiffs’ Hot List, and the *Legal 500*. We are also frequently asked to comment on breaking developments in financial fraud, securities, and other investment-related issues.

BFA further distinguishes itself by not making any political contributions to government officials who have any role in the Firm’s retention or selection as counsel.

LITIGATION HIGHLIGHTS

BFA has represented lead plaintiffs in the following five major securities class actions.

In re MF Global Holdings Ltd. Securities Litigation

- No. 11-cv-07866, Southern District of New York
- Client: Her Majesty the Queen in Right of Alberta
- Lead Attorneys: Javier Bleichmar, Dominic Auld, Cynthia Hanawalt

**Total Settlements:
\$234 Million**

Background: This case arose from MF Global’s dramatic bankruptcy in October 2011. Plaintiffs alleged that defendants misrepresented the company’s risk controls, liquidity position, and exposure to European sovereign debt, and failed to properly account for its deferred tax assets.



BFA Role: BFA represented Court-appointed Co-Lead Plaintiff Alberta in this case. BFA partners Javier Bleichmar, Dominic J. Auld, and Cynthia Hanawalt, represented Alberta in this case since its inception in November 2011, and served as Court-appointed Co-Lead Counsel for the putative class since January 2012. When BFA launched in August 2014, the United States District Court approved Alberta's selection of BFA to serve as Co-Lead Counsel for the putative class continuing the core litigation team's representation.

Status: Lead Counsel achieved five partial settlements worth just over \$234 million on behalf of investors: (1) a \$74 million settlement with Goldman Sachs & Co. and certain other underwriters of the company's securities; (2) a \$64.5 million settlement with former officers and directors, including former CEO Jon S. Corzine; (3) a \$65 million settlement with the company's external auditor, PricewaterhouseCoopers LLP; (4) a \$29.825 million settlement with Jefferies and other underwriters of the final bond offering issued during the Class Period, and (5) a separate \$932,828 settlement with another underwriter defendant associated with the last offering. These settlements represent a recovery of approximately 35% of damages, an excellent result, particularly in light of the bankruptcy of the issuing entity.

These settlements were achieved after years of hard fought litigation. Following the Court's ruling sustaining the Complaint and denying defendants' six motions to dismiss in their entirety, Co-Lead Counsel reviewed millions of documents from defendants and third parties, and conducted over 50 depositions of former MF Global employees and other key witnesses, including four days of testimony from MF Global's former CEO Jon Corzine. The Court granted Plaintiffs' motion for class certification on October 14, 2015, which assisted in achieving the settlements.

In re Genworth Financial Inc. Securities Litigation

- No. 14-cv-00682, Eastern District of Virginia
- Client: Her Majesty the Queen in Right of Alberta
- Lead Attorneys: Joseph A. Fonti, Wilson Meeks

**Total Settlement:
\$219 Million**

Background: Plaintiffs alleged that defendants misrepresented the profitability of the company's core business and reported false financial results by grossly understating its long-term care insurance reserves. When Genworth announced a \$531 million charge to its reserves, the company's stock price fell more than 55% - wiping out billions in market capitalization - and credit rating agencies downgraded the company and its corresponding debt to "junk" status.

BFA Role: BFA represented Court-appointed Co-Lead Plaintiff Alberta in this case. In November 2014, the United States District Court approved Alberta's selection of BFA to serve as Co-Lead Counsel for the putative class.

Status: On March 10, 2016, Genworth announced a proposed settlement of \$219 million, the largest securities class action recovery ever achieved in Virginia. This result represents as much as 44% of the recoverable damages available at trial, many multiples of the average recoveries in securities class actions. BFA and Alberta sought and achieved a significant



contribution from the company beyond available insurance: the Company funded \$69 million of the settlement, while the remaining \$150 million was funded by insurance.

This settlement came after 15 months of intense and rapid litigation. In December 2014, Lead Plaintiffs filed a consolidated complaint against the company and two of its former officers. In February 2015, defendants filed a motion to dismiss. BFA partner Joseph A. Fonti successfully argued against the motion in federal court on April 28, 2015, and the securities fraud claims were sustained on May 1, 2015.

BFA secured one of the most thoroughly-reasoned, investor-oriented decisions on the Supreme Court's then-recent *Omnicare* decision. The Court ruled that Lead Plaintiffs had sufficiently pled that defendants' statements were intended to mislead investors and to provide false assurances regarding the company's reserves. The Court also largely sustained allegations that defendants falsely certified that the company's internal controls were adequate.

The Eastern District of Virginia is known as the "rocket docket" for its rapid disposition of cases and strict adherence to scheduled deadlines. Plaintiffs filed their motion for class certification on December 3, 2015, fact discovery closed on January 15, 2016, and expert discovery ended on February 11, 2016. In effect, BFA conducted 30-48 months of litigation in 15 months. This effort included extensive trial preparation, over twenty depositions, and full briefing on class certification and summary judgment. At the time of settlement, BFA attorneys were preparing for trial, which was scheduled to begin on May 9, 2016.

Freedman et al. v. Weatherford International, Ltd.

- No. 12-cv-02121, Southern District of New York
- Client: Anchorage Police and Fire Retirement System
- Lead Attorney: Javier Bleichmar

**Total Settlement:
\$120 Million**

Background: Plaintiffs alleged that Weatherford, one of the world's largest oil and gas servicing companies, issued false financial statements that misled investors about its tax structure and internal controls. The company is alleged to have overstated its earnings by more than \$900 million and was forced to issue three restatements pertaining to its failure to comply with Generally Accepted Accounting Principles ("GAAP").

BFA Role: BFA represented Court-appointed Co-Lead Plaintiff Anchorage in this case, and BFA partner Javier Bleichmar has represented Anchorage continuously since the case was filed in March 2012. BFA attorneys Joseph A. Fonti, Cynthia Hanawalt, and Wilson Meeks, also played key roles in the prosecution of this action.

Status: In September 2013, the team defeated defendants' motion to dismiss in its entirety. Class certification was granted in September 2014, fact discovery concluded in May 2015, after more than 20 depositions and the review of more than eight million pages of documents, and expert reports were exchanged in May 2015. Counsel announced the settlement in June 2015.



The company agreed to settle all claims for \$120 million out of pocket cash, with no available insurance, or approximately 30% of recoverable damages. The settlement approval hearing was held on November 3, 2015, and the judge filed his order approving the settlement the following day. Achieving this settlement required more than three years of intense litigation, including defeating defendants' motion to dismiss in its entirety, obtaining class certification, completing fact discovery, filing four expert reports, and preparing for expert discovery and summary judgment.

In re Computer Sciences Corp. Securities Litigation

- No. 11-cv-00610, Eastern District of Virginia
- Client: Ontario Teachers' Pension Plan Board
- Lead Attorney: Joseph A. Fonti

**Total Settlement:
\$97.5 Million**

Background: Plaintiffs alleged that the company and two of its officers misrepresented (i) a multi-billion dollar contract with the United Kingdom's National Health Service, and (ii) that the company's internal controls were adequate.

Lead Plaintiff: Ontario Teachers' Pension Plan Board ("OTPP").

BFA Role: BFA partners Javier Bleichmar, Joseph A. Fonti, and Dominic J. Auld represented Lead Plaintiff OTPP at all stages of this case. Partner Cynthia Hanawalt was also instrumental in prosecuting the action, prevailing at class certification and achieving the outstanding settlement. In August 2014, the United States District Court approved OTPP's selection of BFA as its counsel, continuing the team's representation.

At the time of the settlement, the settlement was the second-largest all cash recovery in the Eastern District of Virginia, and represented as much as 38% of recoverable damages at trial.

In re Celestica Inc. Securities Litigation

- No. 07-cv-00312, Southern District of New York
- Client: New Orleans Employees' Retirement System
- Lead Attorney: Joseph A. Fonti

**Total Settlement:
\$30 Million**

Background: Plaintiffs alleged false and misleading statements relating to a significant corporate restructuring plan, earnings, profitability, and financial outlook. When the company ultimately disclosed the truth, its stock price dropped 50%, reducing market capitalization by \$1.3 billion.

Lead Plaintiffs: New Orleans Employees' Retirement System; Drywall Acoustic Lathing & Insulation Local 675 of the United Brotherhood of Carpenters and Joiners of America (Ontario, Canada).

BFA Role: BFA partner Joseph A. Fonti and Of Counsel Erin Rump represented Lead Plaintiffs in this case. Notably, Joseph successfully argued before the United States Court of



Appeals for the Second Circuit, securing an investor-oriented interpretation of the pleading standard for scienter. Joseph also successfully argued class certification and summary judgment motions before the United States District Court, securing the first decision post-*Halliburton Co. v. Erica P. John Fund, Inc.*, 134 S. Ct. 2398 (2014), in favor of investors on the issue of class-wide reliance.

Status: In April 2015, plaintiffs filed a motion for preliminary approval of a proposed \$30 million settlement resolving all claims against the company and officer defendants. After the final settlement approval hearing was held on July 28, 2015, Judge George B. Daniels approved the \$30 million settlement.

* * *

BFA attorneys have also played key roles in some of the most significant investor protection litigation in recent history, helping shareholders recover significant losses caused by financial misconduct in various industries across the marketplace. Select cases include:

In re Broadcom Corp. Class Action Litigation, Civ. No. 06-cv-5036 (C.D. Cal.).

The class action against Broadcom was based on allegations that the company inflated its stock price by intentionally backdating its stock option grants for over five years. Ultimately, the company was forced to issue a \$2.2 billion restatement of its financial statements for the period spanning from 1998 through 2005, which became the largest restatement ever due to options backdating.

The company acknowledged the “substantial evidence” of backdating, and lead plaintiffs secured a \$173.5 million settlement, which, at the time, was the second largest cash settlement ever involving a company accused of options backdating. This was also the only such case in which claims against the auditors were sustained.

In re HealthSouth Corp. Securities Litigation, Civ. No. 03-cv-1501-S (N.D. Ala.).

This case involved the largest securities fraud ever arising out of the healthcare industry, and ultimately resulted in a total settlement amount of \$804.5 million for the class. The class action involved claims against HealthSouth for falsifying its revenues and conducting a series of acquisition transactions in order to effectuate a massive fraud against the Medicare system.

False statements by the company and its officers led to the inflation of HealthSouth’s stock price, while at the same time company executives were amassing significant personal wealth by selling their own shares of HealthSouth stock.

Significantly, the litigation also resulted in the recovery of \$109 million from HealthSouth’s outside auditor Ernst & Young LLP, one of the largest recoveries to date against an auditing firm.



In re Schering-Plough Corp. / ENHANCE Securities Litigation, Civ. No. 08-397 (D.N.J.).

Lead Plaintiffs brought litigation in the District of New Jersey against Schering-Plough Corporation and Merck/Schering-Plough Pharmaceuticals, and certain company officers, in *In re Schering-Plough Corp. / ENHANCE Securities Litigation*, alleging that they failed to disclose material information about the prospects of cholesterol-lowering drugs.

After nearly six years of litigation, Defendants agreed to pay \$473 million to settle the matter on the eve of trial. This marked the largest securities class action recovery in history obtained from a pharmaceutical company. Together with a related securities class action against Merck, the *ENHANCE* litigation settled for \$688 million.

TEAM PROFILES

JAVIER
BLEICHMAR

Partner

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Javier Bleichmar brings a long career of litigation success to his prosecution of large-scale securities fraud class actions on behalf of institutional investors. Javier has been “recommended” in the field of securities litigation by the *Legal 500*.

Javier was the lead attorney on the team that litigated *In re MF Global Holdings Limited Securities Litigation* on behalf of Her Majesty the Queen in Right of Alberta and MF Global investors, in connection with the company’s dramatic collapse on October 31, 2011. Judge Marrero in the Southern District of New York sustained the complaint in its entirety, and plaintiffs secured several settlements totaling over \$234 million, resolving claims against MF Global’s former officers and directors, several underwriter defendants, and MF Global’s outside auditor.

Javier similarly led the team that prosecuted *Freedman v. Weatherford International Ltd., et al.* on behalf of the Anchorage Police & Fire Retirement System. The case alleged that Weatherford, which made three restatements of audited financials totaling approximately \$1 billion, misled investors about the Company’s tax accounting. After more than three years of intense litigation, including 22 depositions and complex expert testimony, the parties announced a \$120 million settlement on June 30, 2015.

In addition to driving daily litigation, Javier is also a successful appellate advocate. After Javier argued before the Eighth Circuit in *Public Pension Fund Group v. KV Pharmaceutical, Co.*, the Eighth Circuit reversed an earlier dismissal and clarified the standard governing pharmaceutical companies’ disclosures relating to FDA notifications.



Javier is also active in educating international institutional investors on developing trends in the law, particularly the ability of international investors to participate in securities class actions in the United States. Through these efforts, many of Javier's non-U.S. clients were able to join the organization representing investors (i.e., the Foundation) in the first securities class action settlement under the then-recently enacted Dutch statute against Royal Dutch Shell. He also provides thought leadership as a regular contributor on securities issues in the *New York Law Journal*. He most recently co-authored "IndyMac Leaves Uncertain Landscape for Opt-Out Litigation" and "The Evolving Legacy of *Fait v. Regions Financial*." Javier is an active member of the National Association of Public Pension Plan Attorneys (NAPPA).

Prior to founding the Firm, Javier was a Partner of Labaton Sucharow LLP. He previously practiced at Bernstein Litowitz Berger & Grossmann LLP, where he was actively involved in the *Williams Securities Litigation*, which resulted in a \$311 million settlement, as well as significant securities matters involving Lucent Technologies, Inc., Conseco, Inc. and Biovail Corp. He began his legal career at Kirkland & Ellis LLP. During his time at Columbia Law School, Javier served as a law clerk to the Honorable Denny Chin, United States District Court Judge for the Southern District of New York. Javier is a native Spanish speaker and fluent in French.

Javier is admitted to the New York Bar, the Supreme Court of the State of New York, the United States Supreme Court, the U.S. Courts of Appeals for the Second, Eighth, Ninth, Tenth, and Eleventh Circuits, and the U.S. District Courts for the Southern and Eastern Districts of New York.

**JOSEPH A.
FONTI**

Partner

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Joseph A. Fonti concentrates his practice on prosecuting complex securities and investment-related matters on behalf of institutional investors. Joseph's client commitment, advocacy skills, and litigation results have earned him recognition as a *Law360* "Rising Star." He was one of only five securities lawyers in the country—and the only investor-side securities litigator—to receive the distinction. Joe was also "recommended" in the field of securities litigation by the *Legal 500*.

Joseph served as co-lead counsel in *In re Genworth Financial Inc. Securities Litigation*, in the Eastern District of Virginia, widely known as the "rocket docket." In defeating defendants' motion to dismiss, Joseph secured one of the first pro-investor opinions after the Supreme Court's recent decision in the *Omnicare* matter. Joseph led the litigation to a remarkable recovery for the class in the amount of \$219 million, the largest securities class action recovery ever achieved in that jurisdiction.

Joseph previously achieved notable success in the high-pressure environment of the Eastern



District of Virginia. In 2013, Joseph was the lead trial lawyer litigating on behalf of shareholders of Computer Science Corp. After prevailing at class certification, and only four weeks before trial, Joseph and his team secured a \$97.5 million settlement - what was then the second-largest cash securities settlement in the court's history.

With over a dozen years of experience in investor litigation, Joseph's career is also marked by significant successes in the area of auditor liability and stock options backdating. While representing shareholders in the *In re HealthSouth Securities Litigation*, which settled for \$671 million, Joseph played a significant role in recovering \$109 million from HealthSouth's outside auditor Ernst & Young LLP, one of the largest recoveries to date against an auditing firm. He also contributed to securing a \$173.5 million settlement in *In re Broadcom Corp. Securities Litigation*, which, at the time, was the second-largest cash settlement involving a company accused of options backdating. This was the only such case in which claims against the auditors were sustained.

In addition to representing several significant U.S. institutional investors, Joseph has represented a number of Canada's significant pension systems and asset managers. He led the prosecution of *In re NovaGold Resources Inc. Securities Litigation*, which resulted in the largest settlement under Canada's securities class action laws. He also provides thought leadership on issues particularly relevant to these clients. For example, he recently co-authored "Cross-Listed Securities Cases Present Challenges" for the *National Law Journal*, which addresses recent *Morrison* interpretations in light of modern financial markets.

Joseph has also achieved notable success as an appellate advocate. His argument in *In re Celestica Inc. Securities Litigation* resulted in the Second Circuit's reversal of an earlier dismissal, turning the tide of then-recent decisions by realigning pleading standards in favor of investors. Joseph was also instrumental in the advocacy before the Ninth Circuit Court of Appeals in the *In re Broadcom Corp. Securities Litigation*. This appellate victory marked the first occasion a court sustained allegations against an outside auditor related to options backdating.

Prior to founding the Firm, Joseph was a Partner of Labaton Sucharow LLP. He also practiced securities litigation at Bernstein Litowitz Berger & Grossmann LLP, and began his legal career at Sullivan & Cromwell LLP, where he represented Fortune 100 corporations and financial institutions in complex securities litigation and in multifaceted SEC investigations and trials. Joseph is a member of the ABA, the NY State Bar Association and the Bar of the City of New York.

Joseph is admitted to the New York Bar, the U.S. Courts of Appeals for the First, Second, Ninth, and Tenth Circuits, and the U.S. District Courts for the Southern and Eastern Districts of New York.



DOMINIC J. AULD

Partner

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Dominic J. Auld has over a decade's worth of experience advising clients in large-scale securities and investment-related lawsuits. Dominic was honored as a "Super Lawyer" in the field of securities litigation by *Super Lawyer* awards, marking his second consecutive year receiving that distinction. He has also been "recommended" in the field of securities litigation by the *Legal 500*.

Dominic spearheads the Firm's International Litigation Practice. Dominic is also responsible for the Firm's outreach to pension systems and sovereign wealth funds outside the United States - regularly advising clients in Europe, Australia, Asia, and across his home country of Canada.

Dominic is a frequent speaker and panelist on topics such as Corporate Governance, Shareholder Activism, Fiduciary Duty, Corporate Misconduct, and International Class and Collective Litigation. As a result of his expertise in these areas, he has become a sought-after commentator for issues concerning public pension funds, listed corporations, and securities and market regulation.

Dominic is also a regular speaker at law and investment conferences, including the Canadian Foundation for Advancement of Investor Rights and Osgoode Hall Investor Recovery Conference in 2015, as well as the IMF (Australia) Shareholder Class Action Conference in Sydney, and the Annual International Bar Association meeting in Dubai. Additionally, Dominic is frequently quoted in newspapers such as *The Economist*, *The Financial Times*, *The New York Times*, *USA Today*, *The Times of London*, *The Evening Standard*, *The Daily Mail*, *The Guardian*, and trade publications like *Global Pensions*, *OP Risk and Regulation*, *The Lawyer*, *Corporate Counsel*, *Investments and Pensions Europe*, *Professional Pensions*, and *Benefits Canada*.

Dominic is the author of various articles of interest to his client base, including a recent analysis of shareholder remedies in Japan on *Law360*, and a piece on custodian bank fees and their impacts on pension funds globally in *Nordic Regions Pensions and Investment News* magazine. He was also interviewed by *Corporate Counsel* for a feature article on rogue trading. Dominic is on the front-line of reforming the corporate environment, driving improved accountability and responsibility for the benefit of clients, the financial markets, and the public as a whole.

Prior to founding the Firm, Dominic was a Partner of Labaton Sucharow LLP. Dominic also practiced securities litigation at Bernstein Litowitz Berger & Grossmann LLP, where he began his career as a member of the team responsible for prosecuting the landmark *WorldCom* action which resulted in a settlement of more than \$6 billion. He also has a great deal of experience working directly with institutional clients affected by securities fraud; he worked extensively with the Ontario Teachers' Pension Plan as it led securities actions *In re Nortel*



Networks Corporation Securities Litigation, In re Williams Securities Litigation, and In re Biovail Corporation Securities Litigation - cases that settled for a total of more than \$1.7 billion.

Dominic is admitted to the New York Bar, the Supreme Court of the State of New York, and the U.S. District Courts for the Southern and Eastern Districts of New York.

Cynthia Hanawalt

Partner

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Cynthia Hanawalt litigates complex securities fraud cases on behalf of institutional investors in class and direct actions nationwide. She was honored as a "Rising Star" in the field of securities litigation by *Super Lawyer* awards in 2015, marking her third consecutive year receiving this distinction.

Cynthia prosecuted *In re MF Global Holdings Limited Securities Litigation* on behalf of Her Majesty the Queen in Right of Alberta and MF Global investors in connection with the company's dramatic collapse on October 31, 2011. Judge Marrero in the Southern District of New York sustained plaintiffs' complaint in its entirety, and parties engaged in a complex discovery process, including several dozen depositions coordinated across multiple MF Global litigations. Plaintiffs achieved several settlements totaling over \$234 million, resolving claims against MF Global's former officers and directors, several underwriter defendants, and MF Global's outside auditor.

Cynthia also prosecuted *In re Genworth Financial Inc. Securities Litigation*, a "rocket docket" matter that alleged the fraudulent concealment of Genworth's deteriorating long-term care business. And she recently contributed to the intense litigation of *Freedman v. Weatherford International Ltd., et al.*, seeking to recover losses for investors stemming from three restatements of audited financials by the company. On June 30, 2015, the parties announced a \$120 million proposed settlement on behalf of the class.

Cynthia previously litigated *In re Computer Sciences Corporation Securities Litigation*, another highly compressed Eastern District of Virginia case, on behalf of Ontario Teachers' Pension Plan Board and the class, which settled for \$97.5 million just a few weeks before trial. She also has significant experience prosecuting fraudulent activity in the securitization and sale of mortgage-backed securities.

Cynthia writes regularly on issues pertaining to the securities industry, and is the co-author of several articles, including: "A Look at Shareholder Remedies in Japan," *Law360*, June 15, 2016; "Cross-Listed Securities Cases Present Challenges," *The National Law Journal*, May 30, 2016, addressing recent Morrison interpretations in light of modern financial markets; "IndyMac Leaves Uncertain Landscape for Opt-Out Litigation," *New York Law Journal*, October 28, 2014; "The Evolving Legacy of *Fait v. Regions Financial*," *New York Law Journal*,



May 3, 2013; "Dodd-Frank: Rating Agencies and the ABS Market," *Law360*, January 25, 2011; and "Theory of Implied Misrepresentation in Securities Fraud Cases," *New York Law Journal*, April 5, 2010.

Prior to joining the firm, Cynthia was an associate at Labaton Sucharow LLP. She began her legal career at McKee Nelson LLP, where she was part of the team that launched the firm's structured finance litigation practice. Prior to attending Columbia Law School, Cynthia was a consultant with The Boston Consulting Group, providing strategic and operational advice to Fortune 500 companies and local not-for-profit organizations. Cynthia serves on the Board of Directors of Wave Hill.

Cynthia is admitted to the New York Bar, the Supreme Court of the State of New York, and the U.S. District Courts for the Southern and Eastern Districts of New York.

WILSON MEEKS, III

Partner

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Wilson ("Bill") Meeks, III concentrates his practice on prosecuting complex securities fraud cases on behalf of institutional investors.

Bill has played a key role litigating *In re Genworth Financial Securities Litigation*, on behalf of Her Majesty the Queen in Right of Alberta in the notoriously fast-paced jurisdiction of the Eastern District of Virginia. The case alleged that Genworth, the largest seller of long-term care insurance in the U.S., misled investors about the true state of its deteriorating long-term care business. Bill spearheaded the Firm's prosecution and discovery efforts, which were conducted in accord with a highly accelerated schedule. The plaintiffs' claims against Genworth were resolved for \$219 million, the largest securities class action recovery ever achieved in Virginia.

Bill was also a key member of the team who prosecuted *Freedman v. Weatherford International Ltd., et al.* on behalf of the Anchorage Police & Fire Retirement System, alleging that Weatherford, which made three restatements of audited financials totaling approximately \$1 billion, misled investors about the Company's tax accounting. After more than three years of intense litigation, including 22 depositions and complex expert testimony, plaintiffs reached an outstanding recovery of \$120 million on behalf of shareholders.

Prior to joining the Firm, Bill was an associate at Labaton Sucharow LLP, where he also prosecuted financial litigation matters on behalf of institutional investors. He previously worked at Akin Gump Strauss Hauer & Feld LLP, where he focused on complex securities, commercial and bankruptcy litigation.

Bill completed judicial clerkships with the Honorable James Robertson of the United States District Court for the District of Columbia, as well as with the Honorable Dolores K. Sloviter of the United States Court of Appeals for the Third Circuit. Bill received his J.D. from



Columbia Law School where he was a James Kent Scholar, and was awarded both the Milton B. Conford Book Prize in Jurisprudence and the Samuel I. Rosenman Prize.

Bill is admitted to the New York Bar, the U.S. Courts of Appeals for the Third and Ninth Circuits, and the U.S. District Courts for the Southern and Eastern Districts of New York and the District of Columbia.

LESLEY WEAVER

Partner

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Lesley Weaver has worked tirelessly throughout her nearly twenty-year career to protect the rights of investors, consumers, and public entities. Most recently, Lesley was appointed by U.S. District Judge Charles R. Breyer to the Plaintiffs' Steering Committee for *In re Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litig.*, MDL No. 2672 CRB (JSC), the case involving VW's knowing sale of vehicles whose emission controls systems did not function while on the road by deliberate design. Lesley is one of twenty-two plaintiffs' lawyers selected from 150 nationwide applicants to lead the case. Following the selection process, the *National Law Journal* called the twenty-two lawyers the "class action 'dream team.'" The team has delivered landmark results. Working in unprecedented coordination with the Department of Justice, the California Attorney General, and the Federal Trade Commission, the team has recovered more than \$18 billion for class members, the largest automotive class action recovery ever. As stated in Judge Breyer's March 17, 2017 Order, "class counsel provided enormous benefit to the Class, and did so in an unprecedentedly speedy fashion." The FTC declared that consumers have been "made whole," with current average recovery of 133% per class member expenditure.

Lesley also has extensive experience in securities litigation matters. She played significant roles in *In re Marsh & McLennan Cos. Sec. Litig.* (\$400 million settlement); *In re Cardinal Health Inc. Sec. Litig.* (\$600 million settlement); and *In re Cisco Systems, Inc. Sec. Litig.* (\$99 million settlement), among other notable cases. Lesley has represented numerous NAPPA members in the course of her career, both in such actions and in an advisory role. In addition, she counsels private clients seeking to opt out of class action litigation, assisting them in negotiating confidential, private settlements, with outstanding results.

Lesley's most recent focus has been on antitrust matters, in which she represents both individual consumers and business entities. She represents the Cities of Palo Alto and Richmond, California, leading a municipal subclass in *In re Lithium Ion Batteries Antitrust Litig.*, and she represents Oakland County, Michigan in *In re Liquid Aluminum Sulfate Antitrust Litig.* She is also significantly involved in other pending cases, including *In re: Contact Lens Antitrust Litig.*, *In re: Seafood Products Antitrust Litig.*, *In re: Domestic Airlines Antitrust Litig.*, and *In re: LIBOR Antitrust Litig.*

Lesley's extensive trial experience has spanned her career. Lesley is committed to public service through volunteer efforts, and currently serves on the advisory council of the East



Bay Community Law Center, as well as the Executive Committee for the Bar Association of San Francisco. She is a past Co-Chair of Bay Area Lawyers for Individual Freedom, a past Co-Chair of the San Francisco LGBT Community Center, past National Chair of the National Center for Lesbian Rights, and past Vice-President and Director of the Board of the Frameline Film Festival. She has previously served on the boards of Women Lawyers of Alameda County, Equality California, the International Gay and Lesbian Human Rights Commission, and the Alice B. Toklas Democratic Club.

Lesley is admitted to the Bars of California and Delaware (inactive), the U.S. District Courts for the Eastern, Southern, Central, and Northern Districts of California, and the U.S. Courts of Appeals for the Ninth and Eleventh Circuits.

Lesley holds degrees from the University of Virginia, Harvard College, and the University of Bonn (Germany), and attended high school at Haderslev Katedraleskole in Denmark. She speaks fluent German and Danish, and some French.

ERIN H. RUMP

Of Counsel

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With more than 8 years in the class action industry, Erin Rump leads institutional investor outreach and advises pension funds and other entities on lawsuits concerning violations of U.S. and non-U.S. securities and investment laws as well as antitrust and consumer laws.

Prior to joining BFA, Erin was a Director of Business Development for the Garden City Group, LLC, where she provided plaintiffs' and defense counsel comprehensive, accurate, and practical approaches to class action and mass tort settlement administration.

While working with the BFA attorneys as an associate at Labaton Sucharow LLP prior to joining the Garden City Group, Erin litigated securities class actions such as *In re Celestica Inc. Securities Litigation*, *In re NovaGold Resources Inc. Securities Litigation*, which resulted in a cross-border settlement that was at the time the largest settlement under Canada's securities class action laws, and two related cases against OppenheimerFunds Inc. that resulted in a \$100 million settlement.

Erin is a member of the American Bar Association and the New York State Bar Association.

Erin is admitted to the New York Bar, the U.S. Courts of Appeal of for the Second and Ninth Circuits, and the U.S. District Court for the Southern District of New York.



**KENDRA
SCHRAMM**

Associate

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A highly valued litigator with meaningful experience in large and complex securities matters, Kendra Schramm is a member of the Firm's International Litigation Group, where she advises and represents BFA clients in securities and investment-related cases filed across the globe – including matters in Japan, France, Belgium, the UK, the Netherlands, Germany, Italy and elsewhere. Kendra provides highly pragmatic advice to leading institutional investors on the comparative risks and merits of potential litigation – the majority of which requires a formal decision to participate. Kendra is instrumental to the Firm's outreach to pension systems and sovereign wealth funds outside the United States to ensure their interests are represented in meritorious international litigation matters. Kendra also works with the Firm's Client Monitoring and Case Evaluation Group to assist in the assessment and prosecution of domestic securities class actions.

Kendra recently co-authored "A Look at Shareholder Remedies in Japan," in *Law360*, analyzing the evolving Japanese litigation regime.

Prior to joining the Firm, Kendra was an associate at Labaton Sucharow LLP, where she was a member of the team that recovered more than \$1 billion in total settlements in the landmark securities litigation against American International Group, Inc. and numerous related defendants. Kendra was also instrumental in prosecuting the complex securities litigation against the Federal National Mortgage Association (Fannie Mae), which successfully alleged that investors' losses were caused by Fannie Mae's statements and actions rather than the financial crisis. The case resulted in a \$170 million settlement.

Kendra is admitted to the New York and New Jersey Bars, the United States Supreme Court, the Supreme Court of the State of New York, the New Jersey Supreme Court, and the U.S. District Courts for the Southern District of New York and the District of New Jersey.

ROBYN ENGLISH

Associate

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Robyn R. English is an associate dedicated to prosecuting securities, antitrust, and consumer fraud class actions. These matters include a large-scale emissions fraud perpetrated by Volkswagen and other defendants in *In re Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litig.*, which has resulted to date in settlements totaling over \$17 billion, the largest auto manufacturer class settlement yet, and one of the largest consumer recoveries ever.



Robyn completed a judicial clerkship with the Honorable Beryl A. Howell, Chief Judge of the United States District Court for the District of Columbia, where she worked on civil and criminal matters. Prior to joining the firm, she was an associate at Paul, Weiss, Rifkind, Wharton & Garrison, where she litigated complex antitrust and investment-related disputes. Ms. English also worked at Kirkland and Ellis, LLP, where she gained experience in antitrust, commercial, and bankruptcy litigation.

Robyn received her J.D. from Georgetown University Law Center, and graduated Phi Beta Kappa from Georgetown University, where she was a member of Georgetown's NCAA Women's Golf Team.

Robyn is admitted to the New York Bar.

WILLIAM GERACI

Associate

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William ("Bill") has nearly a decade of litigation experience and is deeply familiar with many key aspects of complex litigation, including large-scale discovery efforts, evidentiary briefing - including discovery disputes and summary judgment motions - the use of expert witnesses, and mediation proceedings.

Bill was a member of the team that litigated *In re Genworth Financial Securities Litigation* on behalf of Her Majesty the Queen in Right of Alberta in the notoriously fast-paced jurisdiction of the Eastern District of Virginia. The case alleged that Genworth, the largest seller of long-term care insurance in the U.S., misled investors about the true state of its deteriorating long-term care business. On May 1, 2015, U.S. District Judge James R. Spencer denied defendants' motion to dismiss, ruling that plaintiffs had sufficiently pled securities fraud claims against Genworth and its CEO and CFO. On March 10, 2016, Genworth announced a proposed settlement of \$219 million, the largest securities class action recovery ever achieved in Virginia.

Bill was previously a key member of the team that prosecuted securities litigation against Weatherford International Ltd. on behalf of the Anchorage Police & Fire Retirement System. The case alleged that Weatherford, which made three restatements of audited financials totaling approximately \$1 billion, misled investors about the Company's tax accounting. After more than three years of intense litigation, including 22 depositions and the production of eight million pages of documents, the parties announced a \$120 million settlement on June 30, 2015.

Prior to joining the Firm, Bill worked with many of the attorneys now at BFA while at Labaton Sucharow LLP, where he was a member of the team that successfully litigated *In re Bear Stearns Companies, Inc. Securities Litigation*, securing a \$275 million settlement with



Bear Stearns Companies, and a \$19.9 million settlement with Deloitte & Touché LLP, Bear Stearns' outside auditor. Bill received his J.D. from George Washington University Law School, where he graduated with honors.

Bill is admitted to the New York Bar.

MILI DESAI

Associate

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Mili Desai is an experienced litigator dedicated to prosecuting antitrust and consumer fraud class actions on behalf of a variety of institutional, municipal, and individual clients. She is a key member of the team suing several contact lens manufacturers for an alleged retail price maintenance scheme in *In re Disposable Contact Lens Antitrust Litigation*, and also has significant responsibility on the team prosecuting the large-scale emissions fraud perpetrated by Volkswagen and other defendants in *In re Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litigation*.

Prior to joining BFA, Mili was an associate at Akin Gump Strauss Hauer & Feld, litigating on behalf of creditors and debtors in the bankruptcy process, representing senior executives of financial institutions before various government prosecutors and regulators, and litigating complex commercial disputes. Previously, Ms. Desai worked at Willkie Farr & Gallagher, gaining experience in antitrust, white collar, and commercial litigation.

Mili received her J.D. from Harvard Law School, and graduated magna cum laude from the University of Texas with a BBA in Finance and a BA in English.

Mili is admitted to the New York and California Bars and U.S. District Courts for the Eastern, Southern, and Northern Districts of California.

NICHOLAS DENNANY

Associate

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Nicholas ("Nick") has nearly a decade of discovery expertise, having managed multiple large-scale electronic document reviews from start to finish. Nick has also been responsible for both the legal and technical aspects of the discovery process, and has routinely overseen the production and receipt of electronic discovery in major securities litigations.



Nick was a member of the team that litigated *In re Genworth Financial Securities Litigation* on behalf of Her Majesty the Queen in Right of Alberta in the notoriously fast-paced jurisdiction of the Eastern District of Virginia. The case alleged that Genworth, the largest seller of long-term care insurance in the U.S., misled investors about the true state of its deteriorating long-term care business. On May 1, 2015, U.S. District Judge James R. Spencer denied defendants' motion to dismiss, ruling that plaintiffs had sufficiently pled securities fraud claims against Genworth and its CEO and CFO. On March 10, 2016, Genworth announced a proposed settlement of \$219 million, the largest securities class action recovery ever achieved in Virginia.

Prior to joining the Firm, Nick worked with many of the attorneys now at BFA while at Labaton Sucharow LLP, where he was a member of the team that successfully litigated and ultimately secured significant settlements in *In re Broadcom Corp. Securities Litigation* (\$173.5 million settlement) and *In re NovaGold Resources Inc. Securities Litigation* (\$28 million CDN).

Nicholas is admitted to the New York Bar.

<p>SARA PILDIS SIMNOWITZ</p> <p>Special Litigation Counsel</p>	<ul style="list-style-type: none">• Email: ssimnowitz@bfalaw.com• Tel: 212-789-2309• http://www.bfalaw.com/sara-simnowitz
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Sara is an experienced litigator who brings significant trial experience to the Firm. She played a key role in the litigation of *In re Genworth Financial Securities Litigation* on behalf of Her Majesty the Queen in Right of Alberta in the notoriously fast-paced jurisdiction of the Eastern District of Virginia. The case alleged that Genworth misled investors about the true state of its deteriorating long-term care business.

Before joining BFA, Sara was a senior associate at Arnold & Porter LLP, where she focused on complex commercial litigation. Sara was previously an associate at Heller Ehrman LLP in New York and Foley Hoag LLP in Massachusetts, where she focused on complex commercial litigation and securities litigation.

Sara is admitted to the New York and Massachusetts Bars, the United States Supreme Court, the U.S. Court of Appeals for the First Circuit, and the U.S. District Courts for the Southern, Eastern, and Western Districts of New York and the District of Massachusetts.



BRITT CIBULKA

**Special Projects
Attorney**

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Britt has over a decade of discovery experience and has managed multiple document and privilege reviews. She has contributed to multiple trial teams, using her expertise to identify case-critical documents and managing their use through deposition and trial. Britt has also provided privilege law training to in-house counsel and numerous attorney review teams.

Britt is currently litigating *In re Volkswagen "Clean Diesel" Marketing, Sales Practices, and Products Liability Litigation*. Working in coordination with the Department of Justice, the California Attorney General, and the Federal Trade Commission, Plaintiffs have secured settlements totaling over \$15.7 billion covering over 465,000 Volkswagen 2.0L diesel car owners, and continue to pursue relief for over 85,000 owners of 3.0L Volkswagen, Audi and Porsche diesel cars.

Prior to joining BFA, Britt was an attorney at Wilson, Sonsini, Goodrich & Rosati in Palo Alto, California, where she managed multiple privilege reviews and conducted pre-trial discovery for intellectual property and white collar criminal cases. She previously contracted with Google's in-house legal discovery team, where she managed large and complex privilege reviews for antitrust, intellectual property, and securities cases. She was also a member of several trial teams at Morrison & Foerster, where she contributed to the successful defense of clients from initial production through trial.

Britt is admitted to the California and Illinois Bars.

MICHAEL A. RUSSO

**Director of
Operations**

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As BFA's Director of Operations, Michael Russo oversees the management of the Firm, including all technology, human resources, and facilities-related functions. Michael works to ensure that the Firm is operating at the highest level, with the capabilities and responsiveness necessary to serve BFA's clients. In this capacity, he facilitates the day-to-day needs of the Firm as well as its long-term strategic goals.



Michael brings over a decade of law firm experience to his role, and his insight into the practical requirements of successful litigation is central to his management of Firm operations. Prior to joining the firm, Michael was a Senior Paralegal at Labaton Sucharow LLP. He has accumulated significant experience managing the litigation needs of dozens of complex cases throughout his career, and has a thorough understanding of staff oversight, caseload management, and all aspects of litigation ranging from case initiation through trial.

Michael received his B.A. from Marist College where he earned his degree in economics. He is a member of the Association of Legal Administrators (ALA).

JANEL LOSOYA

**Director of Client
Reporting & Data
Analysis**

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Janel Losoya is the Firm's Director of Client Reporting and Data Analysis. She oversees BFA's Global Investment Monitoring Program, analyzing clients' exposure to financial fraud across the global marketplace. Janel works to strengthen relationships with Firm clients and the financial institutions that support them, and provides infrastructure and technical support as needed to manage clients' investment data. Her analysis is vital to the Firm's analysis of the merits, parties, and risks of participation in potential new matters, including class cases, direct actions and international litigation.

Prior to joining the Firm, Janel was a data analyst at Labaton Sucharow LLP, where she spearheaded the firm's efforts to develop a platform to assess clients' vulnerability in investments on international exchanges.

Janel began her career as a pricing analyst at AllianceBernstein LP, where she worked on complex financial instruments including mortgage-backed securities and derivative products. Janel received her bachelor's degree in business administration from the University of Texas at San Antonio.

**For more information, please visit:
www.BFAlaw.com**

EXHIBIT B

**IN RE: LITHIUM ION BATTERIES INDIRECT
REPORTED HOURS AND LODESTAR AT CURRENT HOURLY RATES**

Firm Name: Bleichmar Fonti & Auld

Reporting Period: June 1, 2013 through February 28, 2017

Categories:

- (1) Investigations, Factual Research
- (2) Drafting Discovery Requests
- (3) Drafting Discovery Answers/Responses
- (4) Deposition Taking
- (5) Deposition Defending
- (6) Discovery Meet & Confer
- (7) Document Review

- (8) Drafting Pleadings, Briefs & Pretrial Motions
- (9) Reading/Reviewing Pleadings, Briefs, Discovery, Transcripts, etc.
- (10) Class Certification/Experts
- (11) Litigation Strategy, Analysis & Case Management
- (12) Negotiating Settlements
- (13) Trial and Trial Preparation
- (14) Court Appearance and Prep

- (P) Partner
- (A) Associate
- (LC) Law Clerk
- (PL) Paralegal
- (L) Librarian

ATTORNEYS	1	2	3	4	5	6	7	8	9	10	11	12	13	14	TOTAL HOURS	CURRENT HOURLY RATE	TOTAL LODESTAR
Lesley Weaver (P)											0.20	1.70			1.90	\$800.00	\$1,520.00
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
SUB-TOTAL	0.00	0.20	1.70	0.00	0.00	1.90		\$1,520.00									
NON-ATTORNEYS																	
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
															0.00	\$0.00	\$0.00
SUB-TOTAL	0.00		\$0.00														
GRAND TOTAL:	0.00	0.20	1.70	0.00	0.00	1.90		\$1,520.00									

EXHIBIT C

EXHIBIT D

(REDACTED)

Client	Matter	Date	Status	Invoice Nu	Item	Event	Timekeepe Initials	Title	Duration	Rate	Cost	Amount	Description	Approval Status
2004.001	In re Lithiur	11/23/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.1	0	0	0	0 Confer re: new proposed [REDACTED]	Pending
2004.001	In re Lithiur	11/23/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.2	0	0	0	0 reach out to [REDACTED]	Pending
2004.001	In re Lithiur	11/28/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.1	0	0	0	0 discuss [REDACTED]	Pending
2004.001	In re Lithiur	11/28/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.2	0	0	0	0 Coordinate with LR, SC [REDACTED]	Pending
2004.001	In re Lithiur	11/29/2016	Submitted	(11)	Litigation Strategy Weaver, L	LW			0.2	0	0	0	0 Follow up with RG [REDACTED]	Pending
2004.001	In re Lithiur	11/29/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.2	0	0	0	0 confer with RG [REDACTED]	Pending
2004.001	In re Lithiur	11/30/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.1	0	0	0	0 communicate [REDACTED]	Pending
2004.001	In re Lithiur	11/30/2016	Submitted	(12)	Negotiating Settle Weaver, L	LW			0.1	0	0	0	0 Confer with [REDACTED]	Pending

Client	Matter	Date	Status	Invoice Nu	Item	Event	Timekeepe Initials	Title	Duration	Rate	Cost	Amount	Description	Approval Status
2004.001	In re Lithiu	1/2/2017	Submitted		(12)	Negotiating Settle Weaver, Li LW			0.3	0	0	0	Follow up with [REDACTED]	Pending
2004.001	In re Lithiu	1/19/2017	Submitted		(12)	Negotiating Settle Weaver, Li LW			0.4	0	0	0	Confer with [REDACTED]	Pending