

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

----- x MDL No. 1409  
: M 21-95  
IN RE :  
: CURRENCY CONVERSION FEE :  
: ANTITRUST LITIGATION :  
: :  
: x Index No. 05 CV 7116 (WHP)  
THIS DOCUMENT RELATES TO: :  
: :  
ROBERT ROSS, et al., :  
: :  
Plaintiffs, :  
: :  
-against- :  
: :  
BANK OF AMERICA, N.A., et al., :  
: :  
Defendants. :  
: :  
----- x

**DECLARATION OF CHRISTOPHER M. BURKE IN SUPPORT OF SCOTT+SCOTT  
LLP'S APPLICATION FOR ATTORNEY'S FEES AND REIMBURSEMENT OF  
EXPENSES**

I, Christopher M. Burke, declare as follows:

1. I am a partner of the law firm of Scott+Scott LLP (the "Scott+Scott Firm"). My firm has acted as counsel to Class Plaintiffs in this action.
2. I am submitting this Declaration in support of Class Plaintiffs' application for an award of attorney's fees for services rendered in the above-captioned litigation and for reimbursement of costs and expenses incurred in connection with this litigation.

3. The Scott+Scott Firm's compensation for the services rendered on behalf of Plaintiffs and the Settlement Class is wholly contingent, and the firm has been completely at risk that it would not receive any compensation for prosecuting these claims against the Defendants.

4. All attorneys, paralegals and clerks at my firm are instructed to keep contemporaneous time records reflecting the time spent on this and other matters.

5. Attached as Exhibit 1 hereto is a précis of the Scott+Scott Firm's qualifications and accomplishments.

6. During the period from the inception of the case through May 1, 2010, the Scott+Scott Firm performed 1,273.55 hours of work in connection with this litigation. Specifically, the Scott+Scott Firm reviewed and coded documents produced in this action and drafted summaries of those documents in memoranda, casts of characters, and timelines; reviewed and coded deposition transcripts from the related *In re Currency Conversion Fee Antitrust Litig.*, MDL No. 1409, and summarized those deposition transcripts in memoranda, casts of characters, and timelines; reviewed documents in preparation for depositions; performed legal research and drafted memoranda regarding anticipated attorney-client and work product doctrine privilege issues; served subpoenas and negotiated document production with certain third parties; and participated in meetings with co-lead class counsel to discuss the prosecution and settlement of the case.

7. The total lodestar amount for attorney/professional support staff time based on the firm's rates, at the time of accrual, is \$458,607.00. Attached hereto as Exhibit 2 is a schedule containing a detailed summary indicating amount of time spent by the partners, associates and other professional support staff of my firm who were involved in this litigation, the number of hours worked, their rates and their respective lodestar values. The rates at which the firm seeks

compensation are its usual and customary hourly rates charged for its attorneys' and professionals' services in similar complex class action litigation and do not include charges for expense items, which are billed separately. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm. None of the time included in this fee application represents any work done in connection with preparing this Declaration or otherwise related to petitioning for award of attorney's fees or seeking reimbursement of costs.

8. All of the services performed by the Scott+Scott Firm in connection with this litigation were reasonably necessary in the prosecution of this case. There has been no unnecessary duplication of services for which the firm now seeks compensation.

9. During the period from inception of this litigation through May 1, 2010, the Scott+Scott Firm incurred unreimbursed expenses in connection with the prosecution of this litigation in the sum of \$4,494.31. These expenses were reasonably and necessarily incurred in connection with this litigation and are detailed in the chart attached as Exhibit 3.

10. The expenses incurred are reflected on the books and records of the Scott+Scott Firm. These books and records are prepared from checks, expense vouchers and other source materials which are regularly kept and maintained by the firm and accurately represent the expenses incurred.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21st day of May, 2010.

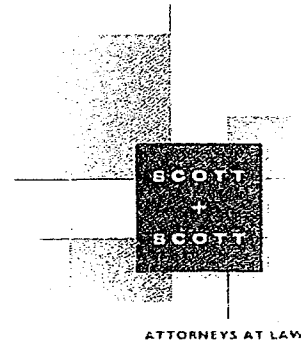


---

Christopher M. Burke

# Exhibit 1

# SCOTT+SCOTT LLP



## MISSION STATEMENT

Scott+Scott is a nationally recognized law firm headquartered in Connecticut with additional offices in New York City, Ohio and California. The firm represents individuals as well as businesses, corporations, public and private pension funds and others who have suffered from corporate fraud and malfeasance. Scott+Scott has participated in recovering billions of dollars and achieved precedent-setting reforms in corporate governance on behalf of its clients. In addition to being involved in complex shareholder securities and corporate governance actions, Scott+Scott also has a significant national practice in antitrust, ERISA, consumer, civil rights and human rights litigation. Through its efforts, Scott+Scott promotes corporate social responsibility.

## ANTITRUST

The Firm is actively involved in litigating many complex antitrust cases throughout the United States. Scott+Scott has taken or is currently in a lead role in a number of antitrust actions. Scott+Scott represents plaintiffs in price-fixing, monopolization, bid-rigging, customer restraints and other restraints of trade cases, including both individual and class action cases. In such actions, Scott+Scott works to ensure that the markets remain free, open and competitive to the benefit of both consumers purchasing and business enterprises operating in such markets. In addition to traditional price-fixing cases, the Firm and its lawyers have taken the lead in a number of novel antitrust claims throughout the United States, including, among others, *Red Lion Medical Safety, Inc. v. Ohmeda, Inc.* (tying claims in medical device industry), *Dahl v. Bain Capital Partners* (market allocation by private equity firms), *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation* and *In re WellPoint, Inc. Out-of-Network "UCR" Rates Litigation* (restraint in market for the provision of usual and customary rates used to establish out-of-network reimbursement).

In addition to bringing antitrust class actions, Scott+Scott has represented and continues to represent companies, including publicly-traded corporations, such as Parker Hannifin Corporation, PolyOne Corporation and Lincoln Electric, in various opt-out antitrust litigation. Representative opt-out litigation includes *In re Scrap Metal Antitrust Litigation*, 1:02-cv-0844-KMO (N.D. Ohio), *In re Rubber Chemicals Antitrust Litigation*, MDL No. 1648, *In re Polychloroprene Antitrust Litigation*, MDL No. 1642, and *In re Plastic Additives Antitrust Litigation (No. II)*, MDL No. 1684. Recently, the Sixth Circuit affirmed a trial verdict of \$23,036,000 obtained by Scott+Scott in *In re Scrap Metal Antitrust Litigation*.

## CONSUMER RIGHTS

Scott+Scott regularly represents aggrieved consumers in a variety of class action cases pending throughout the United States. In addition to more typical cases involving consumer finance issues, such as *In re: Providian Credit Card Litigation* (Superior Court of California, County of San Francisco), the Firm actively is litigating cases against a number of health maintenance organizations (HMO) and other corporate defendants, including: *Albert v. Physician Health Services of Connecticut, Inc.* and *O'Brien v. Aetna, Inc.* and *Aenta-U.S. Healthcare, Inc.* (United States District Court, District of Connecticut); *Medical Society of the State of New York v. Connecticut General Corporation, et al.* (New York Supreme Court, County of New York); and *Granito, et al. v. International Business Machines, Inc.* (Connecticut Superior Court). Scott+Scott also has been involved in a number of major consumer fraud cases under state consumer protection laws, including: *Hamage v. Publishers Clearing House* (Connecticut Superior Court); *Gould v. IDT Corporation* (United States District Court, District of New Jersey); *In re: Kava Kava Litigation* (Superior Court of California, County of Los Angeles); *Fischer, et al. v. MasterCard International, Inc., et al.* (New York Supreme Court, County of New York); and *Paton, et al. v. Cingular Wireless, et al.* (Superior Court of California, County of San Francisco).

## SECURITIES AND CORPORATE GOVERNANCE

Scott+Scott represents individual as well as institutional investors that have suffered from corporate stock fraud through securities class action and corporate governance/shareholder derivative litigation. Scott+Scott's philosophy is simple – officers and directors of a corporation should be responsible to their shareholders and the public markets. The Firm has participated in recovering billions of dollars and achieved precedent-setting reforms in corporate governance on behalf of investors and shareholders.

Since its inception, Scott+Scott's securities and corporate governance litigation department has developed and maintained a reputation of excellence and integrity recognized by state and federal courts and law firms across the country. Below is a representative sampling of the cases litigated in the past three years under the Securities Act of 1933, the Securities and Exchange Act of 1934, the Investment Advisor Act of 1940 and the Private Securities Litigation Reform Act of 1995 ("PSLRA") in which courts have recognized Scott+Scott's legal qualification, appointing it and its clients to leadership positions:

- *In re Tetra Technologies, Inc. Securities Litigation*, No. 08-cv-00965 (U.S. District Court, Southern District of Texas)
- *Fulton County Employees' Retirement System, et al. v. MGIC Investment Corporation, et al.*, No. 08-cv-458 (U.S. District Court, Eastern District of Wisconsin)
- *Boilermakers National Annuity Trust Fund v. WaMu Mortgage Pass Through Certificates, et al.*, No. 09-cv-0037 (U.S. District Court, Western District of Washington)
- *Baydale, et al. v. American Express Company, et al.*, No. 09-cv-03016 (U.S. District Court, Southern District of New York)
- *West Palm Beach Police Pension Fund, et al. v. Lewis, et al.*, No. 09-cv-02581-DC (U.S. District Court, Southern District of New York)

- *Fort Worth Employees Retirement Fund v. J. P. Morgan Chase & Co.*, No. 09-cv-03701 (U.S. District court, Southern District of New York)
- *In re Priceline.com Securities Litigation*, No. 00-cv-01884 (U.S. District Court, District of Connecticut) (\$80 million settlement)

“The quality of representation here is demonstrated, in part, by the result achieved for the class. Further, it has been this court’s experience, throughout the ongoing litigation of this matter, that counsel have conducted themselves with the utmost professionalism and respect for the court and the judicial process.”

- *Schnall v. Annuity and Life Re (Holdings) Ltd.*, No. 02-cv-2133 (U.S. District Court, District of Connecticut) (\$26.5 million settlement)
- *Wood v. Ionatron, Inc.*, No. 06-cv-00354 (U.S. District Court, District of Arizona) (\$6.5 million settlement)
- *In Re Signalife, Inc. Securities Litigation*, No. 08-cv-03183 (U.S. District Court, District of South Carolina)

In addition to these securities cases, Scott+Scott has a proven track record of handling corporate governance matters through its extensive experience litigating shareholder derivative actions. The Firm held, or continues to hold, a leadership position in the following shareholder derivative actions.

- *In re Marvell Tech. Group Ltd. Derivative Litigation*, No. C-06-03894-RMW (RS) (U.S. District Court, Northern District of California)
- *Carfagno v. Schnitzer*, No. 08-cv-912-SAS (U.S. District Court, Southern District of New York)
- *Tucker v. Scrushy*, No. CV-02-5212 (Supreme Court of Ala.)
- *In re Lattice Semiconductor Corp. Deriv. Litig.*, Case No. C 043327CV (Cir. Ct. Oregon)
- *In re Qwest Communications International, Inc.*, No. 01-RB-1451 (U.S. District Court, District of Colorado)
- *In re VeriFone Holdings, Inc. Shareholder Derivative Litigation*, No. CV 07-6347 MHP (U.S. District Court, Northern District of California)
- *In re The Colonial BancGroup Shareholder Derivative Litigation*, No. CV-2009-239 (Supreme Court of Ala.)
- *Cain v. Hassan*, No. 08-cv-1022 (U.S. District Court, District of New Jersey)
- *The Estate of Jacquelin K. Stevenson v. Kavanaugh*, No. 2008-CP-10-1735 (S.C. Com. Pleas 9th Judicial Cir.)
- *Garcia v. Carrion. et al.*, No. 09-cv-1507 (U.S. District Court, District of Puerto Rico)

## **EMPLOYEE BENEFITS (ERISA)**

Scott+Scott actively litigates complex class actions across the United States on behalf of corporate employees alleging violations of the federal Employee Retirement Income Security Act. ERISA was enacted by Congress to prevent employers from exercising improper control over retirement plan assets and requires that pension and 401(k) plan trustees, including employer corporations, owe the highest fiduciary duties to retirement plans and their participants as to their retirement funds. Scott+Scott is committed to continuing its leadership in ERISA and

related employee-retirement litigation, as well as to those employees who entrust their employers with hard-earned retirement savings.

## ATTORNEY BACKGROUND AND EXPERIENCE

**MELVIN SCOTT** is a graduate of the University of Connecticut (B.A. 1950) and the University of Kentucky (M.A. 1953; LL.B. 1957). Mr. Scott founded the firm in 1975. He formerly practiced in Kentucky and is presently admitted to practice in Connecticut and Pennsylvania. Mr. Scott was a member of the Kentucky Law Review, where he submitted several articles for publication. He has served as an Attorney Trial Referee since the inception of this program in the State of Connecticut and is a member of the Fee Dispute Committee for New London County. Mr. Scott also formerly served as a Special Public Defender in criminal cases and as a member of the New London County Grievance Committee. Mr. Scott actively represents aggrieved parties in securities, commercial and criminal litigation and served or serves as counsel in *Irvine, et al. v. ImClone Systems, Inc., et al.*; *Schnall, et al. v. Annuity and Life Re (Holdings) Ltd., et al.*; *In re 360networks Class Action Securities Litigation*; *In re General Motors ERISA Litigation* and *Hohider v. UPS*, among others.

**DAVID R. SCOTT** is a graduate of St. Lawrence University (B.A., *cum laude*, 1986) Temple University School of Law (J.D., Moot Court Board, 1989) and New York University School of Law (LL.M. in taxation). He concentrates in commercial and class action trial work. Mr. Scott's trial work involves antitrust, intellectual property, commercial and complex securities litigation. Mr. Scott's antitrust litigation experience includes matters dealing with illegal tying, price-fixing and monopolization actions. He has served as lead counsel in numerous antitrust and securities class action lawsuits. Notably, Mr. Scott served as co-lead counsel in *In re Priceline.com Securities Litigation* (\$80 million settlement); *Thurber v. Mattel, Inc.* (\$122 million settlement); *In re Emulex Corp. Securities Litigation* (\$39 million settlement); *In re Sprint Securities Litigation* (\$50 million settlement); *In re Northwestern Corporation Securities Litigation* (\$61 million settlement); *Irvine, et al. v. Imclone Systems, Inc., et al.* (\$75 million settlement); *Schnall, et al. v. Annuity and Life Re (Holdings) Ltd., et al.* (\$27 million settlement); *In re Qwest Communications International, Inc.* (significant corporate governance reforms and \$25 million for the company) and *In re General Motors ERISA Litigation* (significant enhancements to retirement plan administration in addition to a \$37.5 million settlement for plan participants), among others. His securities litigation experience includes matters dealing with securities fraud class actions, derivative/corporate governance litigation and representation of start-up technology companies in private securities litigation. Presently, Mr. Scott is serving as lead counsel in *In re General Motors ERISA Litigation*; *In re Priceline.com Securities Litigation*; and *In re Marvell Technology Group Ltd. Derivative Litigation* (option-backdating litigation) among others. Mr. Scott is admitted to practice in Connecticut, Pennsylvania, New York, the United States Tax Court and many United States District Courts.

**CHRISTOPHER M. BURKE** is a graduate of The Ohio State University (B.A. 1984), William & Mary (M.A. 1988) and the University of Wisconsin (M.A. 1989; J.D. 1993; Ph.D. 1996). Mr. Burke's principal practice is in complex antitrust, consumer and other representative litigation. Prior to joining Scott+Scott, his practice centered on complex antitrust and unfair competition matters. Mr. Burke served as co-lead counsel in *In re Currency Conversion Antitrust Litigation* (\$336 million settlement) and in *In re Payment Card & Merchant Fee Antitrust Litigation* and was one of the trial counsel in *Schwartz v. Visa* (\$800 million plaintiff verdict). Currently, Mr. Burke is one of the lead counsel in *Dahl v. Bain Capital Partners* and *In*

*re WellPoint, Inc. Out-of-Network "UCR" Litigation*, is class counsel in *Ross v. Bank of America N.A.*, and serves on the Executive Committee in *In re: Aetna, Inc. Out of Network "UCR" Rates Litigation* and *In re Payment Card and Merchant Discount Antitrust Litigation*. Mr. Burke has also served as an Assistant Attorney General at the Wisconsin Department of Justice and has lectured on law-related topics, including constitutional law, law and politics and civil rights at the State University of New York at Buffalo and at the University of Wisconsin. Mr. Burke's book, *The Appearance of Equality: The Supreme Court and Racial Gerrymandering* (Greenwood, 1999), examines conflicts over voting rights and political representation within the competing rhetoric of communitarian and liberal strategies of justification. Mr. Burke is admitted to practice by the Supreme Court of the State of California, the Supreme Court of the State of Wisconsin, and numerous additional United States District Courts.

**JOSEPH P. GUGLIELMO** graduated from Catholic University (B.A., *cum laude*, 1992; J.D., 1995) and also received a Certificate of Public Policy. Mr. Guglielmo specializes in complex litigation on behalf of clients in both state and federal court throughout the United States. Mr. Guglielmo was extensively involved in *In re Managed Care Litigation* and participated in the settlement negotiations with Aetna, CIGNA, Prudential, Health Net, Humana and WellPoint/Anthem that have provided monetary and practice changes to physicians valued in excess of one billion dollars. Mr. Guglielmo was also extensively involved in *Love, et al. v. Blue Cross Blue Shield Association, et al.*, pending in the United States District Court for the Southern District of Florida and lead all discovery efforts concerning this action. A settlement was recently reached with the substantial majority of defendants in this action which provides for in excess of \$130 million of monetary benefits and practice change relief valued in excess of \$2 billion. Mr. Guglielmo has considerable experience and expertise in the area of electronic discovery and is responsible for numerous multi-party productions involving terabytes of data and hundreds of millions of pages of electronic information. Mr. Guglielmo lectures on electronic discovery and is a member of the Sedona Conference®, an organization devoted to providing guidance and information concerning issues such as discovery and production issues, as well as areas focusing on antitrust law, complex litigation and intellectual property. Recently, Mr. Guglielmo was recognized for his achievements by his selection to the National Law Journal's "Plaintiffs' Hot List" and has co-authored a number of publications including: "Class Action Health Care Litigation," ALI-ABA Health Care Law and Litigation Conference, 1999; "Class Actions: HMOs and Health Care Providers Under Attack," ALI-ABA Life and Health Insurance Litigation Conference, 2000. Mr. Guglielmo is admitted to practice before United States Supreme Court, the New York State Bar, the District of Columbia Bar and the Massachusetts State Bar. He is a member of the following organizations: Association of the Bar of the City of New York; The District of Columbia Bar; New York State Bar Association, American Bar Association, Federal Bar Council, American Association for Justice and The Sedona Conference.

**ARTHUR L. SHINGLER III** is a graduate of Point Loma College (B.A., *cum laude*, 1989) and Boston University School of Law (J.D. 1995). Mr. Shingler specializes in complex consumer and securities class actions, as well as related shareholder derivative litigation. Mr. Shingler is or has been counsel in numerous actions, including *In re Lattice Semiconductor Derivative Litigation*; *In re Priceline.com Securities Litigation*; *In re 360networks Class Action Securities Litigation*; *Irvine, et al. v. ImClone Systems, Inc., et al.*; *Lancaster, et al. v. Royal Dutch*

*Petroleum Co.*; and *In re HealthSouth Corporation Derivative*, among other representative actions. In addition to numerous successful recoveries in class litigation, of particular note are Mr. Shingler's efforts on behalf of the class in the *Halliburton* securities litigation, where he successfully argued against final approval of an inadequate settlement and continues to represent plaintiffs as the action proceeds. Mr. Shingler also played a primary role in substantially changing executive management and corporate governance, as well as advancing shareholder rights in the *Lattice Semiconductor Derivative Litigation*. Of additional note, Mr. Shingler has represented aggrieved class members in a number of consumer protection actions and has been instrumental in expanding and clarifying consumer and class interests nationwide. As two examples, Mr. Shingler was fundamentally involved before the Massachusetts Supreme Judicial Court in shaping the contours of class certification under Massachusetts state law (*Weld v. Glaxo Wellcome, Inc.*, 434 Mass. 81 (2001)) and, before the California Court of Appeals, in shaping the scope of California's Unfair Practices Act and the limits of its False Claims Act (*Rothchild v. Tyco Int'l. (U.S.), Inc., et al.*, 83 Cal. App. 4th 488 (Cal. App. 4th D.C.A. 2000)). Mr. Shingler is admitted to practice before the Supreme and all other Courts of the State of California, the United States Court of Appeals for the Third, Fifth and Ninth Circuit, and various United States District Courts.

**BETH KASWAN** has represented plaintiffs in cases involving securities and consumer fraud since 1998. Prior to 1998, Ms. Kaswan served in the Giuliani administration as New York City's Chief Procurement Officer, a Deputy Commissioner in the Department of Investigations and the Finance Department's Chief Counsel. Ms. Kaswan, having majored in accounting at college, began her career at Peat, Marwick, Mitchell & Co. and later served as a trial attorney with the US Department of Justice, Tax Division. In 1985, she joined the U.S. Attorney's Office for the Southern District of New York, and was promoted to Chief of Commercial Litigation and then Deputy Chief of the Civil Division. While employed by the government, Ms. Kaswan litigated several high-profile cases to judgment, including the landmark case of *United States v. Gleneagles Inv. Co.*, where following a multi-stage, thirteen month trial, the fraudulent conveyance laws were first applied to set aside a leveraged buy-out. She also represented the Federal Reserve for its enforcement actions against the rogue bank, BCCI, leading to the global RICO plea agreement and forfeiture of BCCI's \$550 million of United States assets; the IRS for its \$5 billion claim against *Drexel*, the Defense Department and MARAD for *qui tam* and other false claims actions against *Goodyear Aerospace*, *Loral* and *General Dynamics* and the *FDA* to enjoin the manufacture of adulterated generic drugs. See, e.g., *United States v. Gleneagles Inv. Co.*, 565 F. Supp. 556 ("Gleneagles F"), 571 F. Supp. 935 ("Gleneagles IF"), 584 F. Supp. 671 ("Gleneagles IIF") (M.D. Pa. 1981), *aff'd in part and rev'd in part sub. nom.*, *United States v. Tabor Ct. Realty Corp.*, 803 F.2d 1288 (3d Cir. 1986); *In re Smouha ("BCCI")*, 136 B.R. 921 (S.D.N.Y. 1992); *United States v. Davis*, 803 F. Supp. 830 (S.D.N.Y. 1992), *aff'd in part and rev'd in part sub. nom.*, *United States v. General Dynamics Corp.*, 19 F.3d 770 (2d Cir. 1994); *United States v. Barr Laboratories, Inc.*, 812 F. Supp. 458 (D.N.J. 1993). Ms. Kaswan received several awards from the Justice Department and the agencies she represented, including the Justice Department's John Marshall award, Special Commendation from the Attorney General, a Superior Performance award from the Executive Office of U.S. Attorneys, Tax Division Outstanding Achievement awards, and awards from the FDA Commissioner and US Customs Service. She has testified before the New York legislature as a government expert on money-laundering and lectured in Justice Department training programs on evidence and other subjects.

**JUDY SCOLNICK** is a graduate of New York University (B.A., *cum laude*, 1972), Brandeis University (M.A. 1973) and Boston College Law School (J.D., *summa cum laude*, 1976) where she served on the Boston College Industrial and Commercial Law Review. She began her career as a law clerk to the late Honorable Anthony Julian of the United States District Court in Massachusetts and then served as a trial attorney in the Civil Division of the United States Department of Justice from 1977 until 1981. As a trial attorney, Ms. Scolnick was the lead counsel in several high-profile employment discrimination lawsuits against various U.S. agencies around the country. She also drafted the policy position followed by all U.S. Attorneys' offices concerning employment discrimination cases that ensured coordination between the positions of the Civil Rights Division as prosecutor of discrimination cases against private employer and the Civil Division as the defender of employment cases against U.S. agencies. Ms. Scolnick then served with the General Counsel's office of British Airways, where she primarily practiced employment law. Ms. Scolnick also played a primary role in negotiating key operating contracts and obtaining governmental approval of the alliance between British Airways and American Airlines. Ms. Scolnick has lectured and written extensively in the areas of prosecution and defense of Title VII, Americans with Disabilities Act, age discrimination, and compliance with the discrimination provisions of the Air Carrier Access Act. Ms. Scolnick is admitted to practice in New York, New Jersey and Massachusetts.

**GEOFFREY JOHNSON** is a graduate of Grinnell College (B.A., with honors, 1996) and the University of Chicago Law School (J.D., with honors, 1999), where he served on the law review. An attorney with the firm's Ohio office, Mr. Johnson's main practice areas include securities and ERISA class action litigation, corporate governance and other complex commercial litigation, including among others *In re Priceline.com Securities Litigation* and *In re GM ERISA Litigation*. Prior to joining Scott+Scott, Mr. Johnson clerked for the Honorable Karen Nelson Moore, Sixth Circuit United States Court of Appeals. Mr. Johnson has been active in *pro bono* matters, handling cases for the Legal Aid Society of Cleveland. Mr. Johnson is a member of the Ohio Bar.

**KRISTEN M. ANDERSON** is a graduate of St. Louis University (B.A., Philosophy, 2003) and the University of California, Hastings College of the Law (J.D. 2006). At Scott+Scott, Ms. Anderson's practice focuses on complex antitrust litigation, including representative matters *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, *Dahl v. Bain Capital Partners, LLC*, and *Ross v. Bank of American N.A.* Ms. Anderson is actively involved in the California Bar Association's Antitrust and Unfair Competition Law Section as an editor for the Section's *Competition* journal. Ms. Anderson is also a member of the American Bar Association and was an editor for the Woman Advocate Committee's publication of *Woman Advocate* (2d ed.). During law school, Ms. Anderson served as an extern at the U.S. Department of Justice, Antitrust Division, in San Francisco. While at Hastings, Ms. Anderson also served as an extern to Justice Kathryn Mickle Werdegar of the Supreme Court of California and was the research assistant to Professor James R. McCall in the areas of antitrust and comparative antitrust law. Ms. Anderson is admitted to practice by the Supreme Court of California and all California United States District Courts.

**ANITA MELEY LAING** is a graduate of Ohio University (B.S., *cum laude*, 1963), University of Tennessee (M.S., *summa cum laude*, 1967) and University of Pittsburgh School of Law (J.D., *cum laude*, 1978). She is admitted to practice in California and Pennsylvania (inactive). Ms. Laing was the Notes Editor of the University of Pittsburgh Law Review and has authored articles for publication there and in the legal magazine *Trial*. Ms. Laing's entire legal career has involved complex commercial and class action cases. Her practice has ranged from representation of employees in nationwide class action discrimination cases, to thousands of individuals who lived near a major California Superfund site for personal injuries and property damage sustained from exposure to toxic waste emissions; from companies who paid inflated premiums for workers' compensation insurance, to elderly investors in a multi-million dollar Ponzi scheme; and from purchasers of publicly traded securities at fraudulently inflated prices to consumers nationwide. Ms. Laing is active in litigation, including *Hohider v. UPS*, among others.

**THOMAS G. WILHELM** is a graduate of the University of California at Los Angeles (B.A., *summa cum laude*, 2000) and the University of Michigan Law school (J.D., *cum laude*, 2004). Mr. Wilhelm's principal practice is in complex antitrust, consumer and securities litigation. Prior to joining Scott+Scott LLP as Of Counsel, his practice has focused on general business litigation, and antitrust and securities class action litigation. Mr. Wilhelm has litigated several noteworthy cases, including *In re UnitedHealth PSLRA Litigation* (\$895 million settlement) and *City of Pontiac General Employees Retirement System v. Nardelli, et al.*, a high-profile derivative action on behalf of the public shareholders of The Home Depot, Inc. Outside the courtroom, Mr. Wilhelm has extensive experience in state and national politics, and in public policy. Mr. Wilhelm is admitted to practice in state and federal court in California and in federal court in Colorado.

**MARIA K. TOUGAS** is a graduate of Bowdoin College (B.A., *magna cum laude*, 1985) and Western New England College School of Law (J.D. 1989), where she was a member of the National Moot Court Team. Ms. Tougas' experience includes complex commercial litigation, creditor's rights and bankruptcy. At Scott+Scott, Ms. Tougas is actively engaged in complex class action litigation, including securities, consumer and antitrust litigation. She also focuses on bankruptcy and creditor's rights issues associated with complex class action litigation. Ms. Tougas actively practices all types of commercial litigation. She is admitted to practice in Connecticut, as well as the U.S. Court of Appeals for the Second Circuit.

**DEIRDRE DEVANEY** is a graduate of New York University (B.A., *cum laude*, 1990) and the University of Connecticut School of Law (J.D., with honors, 1998) where she was the Managing Editor of the Connecticut Journal of International Law. Ms. Devaney's experience includes commercial and probate litigation, as well as trusts and estates. Currently, Ms. Devaney's practice areas include commercial and securities litigation. Ms. Devaney is involved in litigation, including *In re Priceline.com Securities Litigation*, among others. Ms. Devaney is admitted to practice in Connecticut, New York and the United States District Court for the District of Connecticut.

**WALTER NOSS** is a graduate of the University of Toledo (B.A., *magna cum laude*, Economics 1997) and from the Ohio State University College of Law (J.D., with honors, 2000), where he

served as a member of the Ohio State Law Journal. Mr. Noss' main practice areas include securities, antitrust and complex litigation, including *In re Rubber Chemicals Antitrust Litigation*; *In re Plastic Additives Antitrust Litigation* and *In re Polychloroprene Rubber Antitrust Litigation*, among others. Mr. Noss is a member of the Ohio Bar.

**DONALD A. BROGGI** is a graduate of University of Pittsburgh (B.A. 1990) and Duquesne University School of Law (J.D. 2000). He is engaged in the firm's complex securities, antitrust and consumer litigation, including *In re Priceline.com Securities Litigation, Irvine, et al. v. Imclone Systems, Inc., et al.*; *In re Rubber Chemicals Antitrust Litigation*; *In re Plastic Additives Antitrust Litigation* and *Hohider v. UPS*, among others. Currently, Mr. Broggi dedicates his efforts to the firm's institutional investor department and consulting with institutional investors in the United States and Europe on issues relating to corporate fraud in the U.S. securities markets, as well as corporate governance issues. Mr. Broggi presents at investor conferences in the United States on the value of shareholder activism as a necessary component of preventing corporate fraud abuses. Mr. Broggi is admitted to practice by the State of Pennsylvania.

**MARY K. BLASY** is a graduate of California State University, Sacramento (B.A. Government and Economics, 1996) and UCLA School of Law (J.D., Corporate Law Concentration 2000). While in law school, Ms. Blasy served as Editor-in-Chief of the UCLA Law Journal of Environmental Law and Policy and as a Judicial Intern to the Honorable Edward Rafeedie of the U.S. District Court, Central District of California. Ms. Blasy's principal practice is complex securities and corporate governance and other representative litigation.

Early in her career, Ms. Blasy prosecuted securities class actions resulting in some of the largest recoveries in recent history, including \$50 million for Sprint FON and PCS investors, \$37 million for Reliance Acceptance Group investors, \$46.3 million for MP3.com investors and \$137.5 million for Coca-Cola investors. Over the ensuing years, Ms. Blasy first recognized and then commenced many important shareholder class actions involving complex, difficult to prove theories of recovery, including the civil insider trading class action against Martha Stewart commenced months before the government brought its criminal charges (\$30 million recovery); a shareholder class action for breach of fiduciary duty on behalf of Clayton Homes stockholders when Clayton Homes was taken private in a \$1.2 billion acquisition by Berkshire Hathaway (\$5 million); and securities fraud class actions for investors in Divine, Inc. (\$6.3 million); Dobson Comms. (\$3.4 million); HCA (\$20 million); Heely's (\$7.5 million); Imergent, Inc. (\$2.8 million); Isologen (\$4.4 million); Liquid Metal (\$7 million); LJ Int'l (\$2 million); MBNA (\$25 million); Molex (\$10.5 million); NewMont Mining (\$15 million); OSI Pharmaceuticals (\$9 million); Pozen (\$11.2 million); Teco Energy (\$17.5 million); Telik (\$5 million); Tcnct (\$215 million); Titan Corp. (\$15+ million); and Valueclick (\$10 million).

Ms. Blasy has also initiated and successfully prosecuted a number of important shareholder derivative actions for investors in companies prosecuted for violating the nation's environmental, labor, health & safety and securities laws. By permitting these shareholders to "step into the shoes" of the corporate boards of the companies they own stock in to seek recovery against defalcating fiduciaries and third parties, these actions increase executive accountability and restore shareholder value. Ms. Blasy's recent litigation successes include actions for investors in Ashland Oil Inc. (environmental and labor law violations), BAE Systems plc (Foreign Corrupt

Practices Act violations), BP PLC (environmental and worker safety law violations), Hewlett-Packard, Inc. (boardroom pretexting and privacy law violations), Massey Energy (environmental and labor law violations), Royal Dutch Shell (securities law violations involving a massive oil reserves overstatement), Electronic Data Systems (securities law violations), Merck & Co., Inc. (health & safety and securities law violations) and Regions Financial (excessive financial risk taking, securities law violations and unlawful executive compensation). Ms. Blasy also developed and commenced the first options backdating derivative action for a Mercury Interactive investor. Injunctive relief she has obtained in several of these derivative actions has protected and ensured recovery of hundreds of millions of dollars in wrongly-obtained corporate assets. Heralded for empowering investors to reign in corporate malfeasance and increase transparency, the successful prosecution of these actions has been credited by corporate governance experts and courts around the country with restoring billions of dollars in market value through tailored governance therapeutics designed to prevent future harm and governance failures.

Ms. Blasy is admitted to practice by the Supreme Court of the State of California, all California United States District Courts and the federal courts of appeal for the Ninth Circuit and the District of Columbia. Ms. Blasy has lectured concerning securities litigation, corporate governance, and privacy rights to law school students and attorneys as part of continuing legal education.

**ERIN GREEN COMITE** is a graduate of Dartmouth College (B.A., *magna cum laude*, 1994) and the University of Washington School of Law (J.D. 2002). Prior to entering law school, Ms. Comite was a legal assistant at the White House. At Scott+Scott, she actively is engaged in the firm's complex securities, corporate governance and antitrust litigation, including *Hohider v. UPS*; *In re Priceline.com Securities Litigation* and *In re Host America Securities Litigation*, among others. Ms. Comite also assists in the firm's institutional investor and class member services. She is licensed to practice in Connecticut.

**DAVID H. GOLDBERGER** is a graduate of the University of Colorado (B.A. 1999) and California Western School of Law (J.D. 2002). Mr. Goldberger is currently actively involved in litigation, including *In re Priceline.com Securities Litigation*; *In re GM ERISA Litigation* and *In re Plastic Additives Antitrust Litigation*, among others. He is licensed to practice in California and is currently involved in the firm's complex securities and antitrust litigation.

**LUIS LORENZANA** is a graduate of Santa Clara University (B.A. 1998) and The George Washington University Law School (J.D., with honors, 2006). Mr. Lorenzana is licensed to practice in California and is involved in the firm's securities and antitrust class action litigation. Currently, Mr. Lorenzana is involved in litigation, including *In re Priceline.com Securities Litigation* and *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, among others. As part of his *pro bono* work, Mr. Lorenzana worked with La Raza Centro Legal in San Francisco, where he represented low-income, Spanish-speaking clients facing housing, labor and consumer issues.

**HAL CUNNINGHAM** is a graduate of Murray State University (B.S., Biological Chemistry, 1997) and the University of San Diego School of Law (J.D. 2005). In addition to his law

practice. Mr. Cunningham has over eight years of research and development experience in the chemical and pharmaceutical industries. Mr. Cunningham is licensed to practice in California and currently is involved in the firm's securities and consumer litigation.

**THOMAS LAUGHLIN** is a graduate of Yale University (B.A., *cum laude*, History 2001) and The New York University School of Law (J.D., *cum laude*, 2005). After graduating from law school, Mr. Laughlin clerked for the Honorable Irma E. Gonzalez, United States District Court, Southern District of California. Mr. Laughlin's practice areas include securities class action litigation, corporate governance and other complex commercial litigation, including among others: *In re Tetra Technologies, Inc. Securities Litigation* and *Fulton County Employees' Retirement System et. al v. MGIC Investment Corporation et. al*. Mr. Laughlin is a member of the New York bar.

**AMANDA F. LAWRENCE** is a graduate of Dartmouth College (B.A., *cum laude*, 1998) and Yale Law School (J.D. 2002). During law school, Ms. Lawrence worked for large firms in Washington, D.C., New York, and Cleveland. After graduating from Yale, she worked in-house at a tax lien securitization company and for several years at a large Hartford-based law firm. At Scott+Scott, she is actively engaged in the firm's complex securities, corporate governance and antitrust litigation. Ms. Lawrence is also an avid cyclist, having obtained five NCAA National Champion titles and raced throughout the United States, Europe, Bermuda, and, most recently, Pakistan. She is licensed to practice in Connecticut.

**JOHN (JAY) BURKE** is a graduate of Syracuse University (B.S., Accounting, 1976). He worked for what is now KPMG until 1981 when he joined the Hartford Financial Services Group as a financial analyst. He ultimately became President of Hartford Financial's Fidelity & Surety Operations and, later, Chief Executive Officer of a Bermuda-based life reinsurance company. In 2005, Mr. Burke attended law school at Western New England College School of Law where he earned his J.D. in 2008. Mr. Burke is a CPA and a CFA, and is awaiting Bar admission in Connecticut and New York. At Scott+Scott, Mr. Burke is actively involved in the firm's complex securities and corporate governance litigation.

**GARY D. FOSTER** is a graduate of West Virginia Wesleyan College (B.S. *cum laude*, Biology with Honors, 1999) and of the West Virginia University College of Law (J.D., 2002), where he served as a member of the Moot Court Board and Lugar Trial Association. During law school, Mr. Foster served as a law clerk for the West Virginia Supreme Court of Appeals, after which he assumed a full-time term position as a law clerk for the Hon. Thomas C. Evans, III, of the Fifth Circuit Court of West Virginia. Following a period of time with a mid-size civil litigation firm, Mr. Foster moved to San Diego and associated with Scott+Scott. Mr. Foster's main practice areas include antitrust, securities and complex litigation, including *In re: Plastic Additives Antitrust Litigation*, *In re GM ERISA*, and *Hohider, et al. v. UPS*. Mr. Foster is a member of the West Virginia State Bar.

**STEPHANIE HACKETT** is a graduate of the University of Iowa (B.S. Political Science, International Business Certificate, 2001) and from the University of Iowa College of Law (J.D., with distinction, 2005), where she was a recipient of the Willard L. Boyd Public Service Distinction. Ms. Hackett primarily practices in the areas of securities, antitrust and employment

law, including: *In re: Plastic Additives Antitrust Litigation*; *Tucker v. Scrushy*; and *Hohider v. UPS*. As a part of her pro bono work, Ms. Hackett has worked with the San Diego Volunteer Legal Program, providing assistance to immigrant victims of domestic violence, and was a recipient of the Wiley W. Manuel Award for Pro Bono Legal Services in 2008.

**JOE PETTIGREW** graduated from Carleton College (B.A., *cum laude*, Art History 1998) and from the University of San Diego School of Law (J.D., 2004). Mr. Pettigrew's practice areas include securities, antitrust, and ERISA litigation, including work on the following cases: *Aon Corporation Securities Litigation*; *Visa/MasterCard Interchange Antitrust Litigation*; and *GM ERISA Litigation*. Mr. Pettigrew is admitted to practice in the State of California and the Southern District of California.

**BEN LIPPERT** is a graduate of The University of Arizona (B.A., *magna cum laude*, Political Science 2000) and The New York University School of Law (J.D. 2004). Mr. Lippert is involved in the firm's antitrust and securities class action litigation, including *In re: Payment Card Interchange Fee* and *Merchant Discount Antitrust Litigation*. Mr. Lippert is a member of the California Bar.

**JAMES W. MUCCIOLA** is a graduate of University of Pittsburgh (B.A. 1985), University of the State of New York (B.S., *cum laude*, 1997) and California Western School of Law (J.D. 2003). Mr. Mucciola is engaged in the firm's complex securities, antitrust and consumer litigation, including: *In re: Payment Card Interchange Fee* and *Merchant Discount Antitrust Litigation*; *In re: General Motors ERISA Litigation*; *In re: Merck & Co., Inc. Securities, Derivative & ERISA Litigation*; *In re: Private Equity Antitrust Litigation*; among others. Mr. Mucciola is a member of the Illinois Bar.

# Exhibit 2

**Ross, et al. v. Bank of America, N.A. (USA), et al., No. 05 CV 07116 (WHP)**

A related case in *In re Currency Conversion Fee Antitrust Litigation*, MDL No. 1409, Master File No. M21-95 (S.D.N.Y.)

**Firm Name:**

Reporting Period:

**Categories:**

- (1) Factual Investigation
- (2) Discovery
- (3) Pleadings, Briefs & Pretrial Motions
- (4) Court Appearances
- (5) Draft Initial or Amended Complaint
- (6) Client / Shareholder Communications

- (7) Litigation Strategy & Analysis
- (8) Settlement Negotiations, Stipulation, Plan of Allocation
- (9) Trial Preparation & Trial
- (10) Appeal
- (11) Expert Witnesses

Name	1	2	3	4	5	6	7	8	9	10	11	Total Hours	Rate(s)	Total Lodestar
David Scott (2009)	P	-	-	-	-	-	17.50	-	-	-	-	17.50	\$750	\$13,125.00
David Scott (2010)	P	-	-	-	-	-	0.40	-	-	-	-	0.40	\$750	\$300.00
Chris Burke (2009)	P	42.50	31.30	3.00	-	-	15.50	-	-	-	-	92.30	\$700	\$64,610.00
Chris Burke (2010)	P	-	-	-	-	-	-	2.50	-	-	-	2.50	\$700	\$1,750.00
Arthur Shingler (2009)	P	-	-	-	-	-	4.10	-	-	-	-	4.10	\$700	\$2,870.00
Arthur Shingler (2010)	P	-	-	-	-	-	1.30	-	-	-	-	1.30	\$700	\$910.00
Kristen Anderson (2010)	A	-	0.30	-	-	-	-	-	-	-	-	0.30	\$400	\$120.00
Kristen Anderson (2009)	A	44.25	51.00	1.50	-	-	-	-	-	-	-	96.75	\$380	\$36,765.00
Joe Pettigrew (2009)	A	-	56.50	-	-	-	-	-	-	-	-	56.50	\$330	\$18,645.00
Ben Lippert (2009)	A	-	-	-	-	-	-	-	-	-	-	54.90	\$330	\$18,117.00
James Mucciola (2009)	A	857.00	-	-	-	-	-	-	-	-	-	857.00	\$330	\$282,810.00
Ellen DeWan (2009)	P	1.00	23.25	-	-	-	1.50	-	-	-	-	39.00	\$250	\$9,750.00
John Jasnoch (2009)	P	-	-	-	-	-	-	-	-	-	-	39.50	\$180	\$7,110.00
Cathy Johnson (2009)	P	-	11.50	-	-	-	-	-	-	-	-	11.50	\$150	\$1,725.00
<b>TOTAL:</b>		1.00	1,051.40	173.85	4.50	-	40.30	2.50	-	-	-	1,273.55		\$458,607.00

(P) Partner

(A) Associate

(PL) Paralegal

# Exhibit 3

Ross, et al. v. Bank of America, N.A. (USA), et al., No. 05 CV 07116 (WHIP)  
A related case in *In re Currency Conversion Fee Antitrust Litigation*, MDL No. 1409, Master File No. M21-95 (S.D.N.Y.)

**Firm Name: Scott+Scott LLP**

Reporting Period: Inception through May 1, 2010

DESCRIPTION	TOTAL EXPENSES
Legal Research -- ECF/Lexis/Westlaw	\$857.13
In-House Photocopying	\$3,276.75
Postage/Express Mail/Messenger	\$265.31
Long Distance Telephone/Facsimile	\$45.12
Witness/Service Fees	\$50.00
<b>TOTALS</b>	<b>\$4,494.31</b>