

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP

Peter S. Pearlman (Atty. No. 243551970)
Audra DePaolo (Atty. No. 020321995)
Park 80 West - Plaza One
250 Pehle Avenue, Suite 401
Saddle Brook, New Jersey 07663
Tel.: (201) 845-9600
Fax: (201) 845-9423
psp@njlawfirm.com
ad@njlawfirm.com

Attorneys for Plaintiff

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM,
Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

NEWELL BRANDS INC., MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT
H. GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT
S. COWEN, DOMENICO DE SOLE,
CYNTHIA A. MONTGOMERY,
CHRISTOPHER D. O'LEARY, JOSE
IGNACIO PEREZ-LIZAU, STEVEN J.
STROBEL, MICHAEL A. TODMAN, and
RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY

DOCKET NO.: HUD-L-003492-18

Civil Action

**CERTIFICATION OF DEBORAH CLARK-WEINTRAUB IN SUPPORT OF
(I) PLAINTIFF'S MOTION FOR FINAL APPROVAL OF CLASS ACTION
SETTLEMENT AND PLAN OF ALLOCATION, (II) CLASS COUNSEL'S
APPLICATION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION COSTS AND EXPENSES, AND (III) CLASS REPRESENTATIVE'S
REQUEST FOR A SERVICE AWARD**

I, Deborah Clark-Weintraub, hereby certify as follows:

1. I am a partner at Scott+Scott Attorneys at Law LLP ("Scott+Scott"), Court-appointed Class Counsel for Plaintiff and certified Class Representative Oklahoma Firefighters Pension and Retirement System ("Plaintiff" or "Class Representative") and the certified Class in this securities class action (the "Action").¹ I am an attorney at law licensed to practice in the State of New York, and I have been admitted to appear and participate *pro hac vice* in this matter. I am familiar with the proceedings in this Action and have personal knowledge of the facts set forth herein based on my own and my firm's active participation in this Action. If called as a witness, I could and would testify competently thereto.

2. The purpose of this certification is to set forth the background of the Action, its procedural history, and the negotiations that led to the proposed \$102,500,000 cash Settlement with Defendants Newell Brands Inc. ("Newell" or the "Company") and Michael B. Polk, John K. Stipancich, Scott H. Garber, Bradford R. Turner, Michael T. Cowhig, Thomas E. Clarke, Kevin C. Conroy, Scott S. Cowen, Domenico De Sole, Cynthia A. Montgomery, Christopher D. O'Leary, Jose Ignacio Perez-Lizaur, Steven J. Strobel, Michael A.

¹ All capitalized terms not otherwise defined herein have the same meaning as those set forth in the Stipulation of Settlement dated October 19, 2022 (the "Stipulation").

Todman, and Raymond G. Viault (collectively, the "Individual Defendants" and, with Newell, "Defendants"). The proposed Settlement will resolve all claims asserted in this Action against Defendants on behalf of the Class previously certified by the Court.² This certification sets forth the reasons Class Representative and Class Counsel believe: (i) the Settlement is fair, reasonable, and adequate and should be approved by this Court; (ii) the proposed Plan of Allocation is fair and reasonable and should be approved by this Court; and (iii) Class Counsel's Application for an Award of Attorneys' Fees and Reimbursement of Litigation Costs and Expenses (the "Fee and Expense Application") and Class Representative's request for a service award should be granted.

I. PRELIMINARY STATEMENT

3. After four years of hard-fought litigation, Class Representative and Class Counsel have succeeded in obtaining a substantial recovery for the certified Class of \$102,500,000 in cash. The Settlement Amount has been deposited into an escrow account pending this Court's determination of this Final Approval Motion and completion of the claims process. No portion of the Settlement Amount will revert to Defendants.

² Order Granting Plaintiff's Motion to Certify a Class, Appoint Class Representative, and Appoint Class Counsel ¶(a) (Aug. 7, 2020) (Trans. ID LCV202001390901) [hereinafter Class Certification Order].

4. Class Representative and Class Counsel respectfully submit that this is an outstanding result. As explained in the memorandum in support of Plaintiff's motion for preliminary approval ("Preliminary Approval Motion"),³ and memorandum in support of final approval (concurrently filed herewith) ("Final Approval Motion"), the proposed Settlement represents an outstanding, and well above-average, result in cases such as this alleging that securities have been offered to investors pursuant to a materially untrue and misleading registration statement and prospectus in violation of the full and fair disclosure requirements of the Securities Act of 1933.

5. Congress enacted the Securities Act of 1933 in the wake of the 1929 stock market crash to promote honest practices in the securities markets. The Securities Act requires companies offering securities to the public to make full and fair disclosure of relevant information and created a private right of action to enforce those obligations. Section 11 of the Securities Act provides, in pertinent part, that "[i]n case any part of the registration statement, when such part became effective, contained an untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary to make

³ Memorandum of Law in Support of Plaintiff's Unopposed Motion for Preliminary Approval of Class Action Settlement (Oct. 19, 2022) (Trans. ID LCV20223703293).

the facts stated therein not misleading, any person acquiring such security . . . may . . . sue.” 15 U.S.C. §77k(a). This Action alleges that Newell and several of its current and former officers and directors violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 by issuing a materially untrue and misleading Registration Statement and Joint Proxy Prospectus (collectively, the “Offering Documents”) in connection with Newell’s April 2016 acquisition of Jarden Corporation (“Jarden”).

6. Although damages for violations of the Securities Act are calculated pursuant to a strict statutory formula, a defendant may avoid liability for some or all those losses by proving that the decline in the value of a security offered pursuant to a materially untrue and misleading registration statement did not “result[] from” the alleged untrue statements and omissions. 15 U.S.C. §77k(e). This is referred to as the “negative causation” defense. Here, Defendants’ expert argued that the alleged untrue statements and omissions in the Offering Documents issued in connection with Newell’s acquisition of Jarden caused no investor losses. Alternatively, Defendants’ expert argued that if this position was rejected by the jury, damages were still far below the amounts claimed by Class Representative. Although Defendants’ expert declined to provide a precise calculation of damages under this alternative, Class Representative’s expert calculated that, if accepted by the jury, Defendants’ expert’s various arguments

for limiting damages would result in damages of no more than \$333,600,000.

7. Class Representative's expert conceded that the maximum damages of \$1.9 billion provided by Section 11(e)'s statutory formula were not available here because Defendants would be able to prove some measure of "negative" causation, *i.e.*, that some of those losses did not result from the alleged untrue statements and omissions. Nevertheless, he disagreed with Defendants' expert's contention that "negative" causation would substantially reduce damages. Class Representative's expert calculated that the median recoverable damages based on all possible causation scenarios arising from his opinions and those of Defendants' expert were \$1,292,400, which Class Representative submits is the high-end of the range of reasonably recoverable damages at trial.⁴ Using \$1,292,400 and \$333,600,000 as the high and low points of the reasonable range of recovery, the proposed \$102,500,000 Settlement represents from 8% to 30.7% of the damages that might be proved at trial.

⁴ The alleged damages in this Action resulted from declines in Newell's stock price on five dates - September 6-7, 2017, November 2, 2017, January 25, 2018, and August 6, 2018 - when Class Representative alleged the risks concealed by the alleged untrue and misleading statements and omissions in the Offering Documents materialized. The median recoverable damages calculated by Class Representative's expert were determined based on all possible outcomes with respect to damages assuming a jury accepted the views of Defendants' or Class Representative's expert with respect to causation on each of these dates.

8. From either perspective, this is a considerably larger recovery as a percentage of recoverable damages than in most securities class action cases. The most recent annual survey and analysis of securities class action settlements published by NERA Economic Consulting (“NERA”) calculates that during the period 2012-2020, the median settlement value was just 1.3% in securities class action cases with between \$1 billion and \$4.9 billion in investor losses, and only 2.3% in cases with possible losses of between \$200 million and \$399 million. See Janeen McIntosh & Svetlana Starykh, *Recent Trends in Securities Class Action Litigation: 2021 Full-Year Review*, NERA Econ. Consulting, at 23 (Jan. 25, 2022), https://www.nera.com/content/dam/nera/publications/2022/PUB_2021_Full-Year_Trends_012022.pdf. Indeed, the proposed Settlement would have been the largest settlement in a securities action in 2021 bringing only non-fraud claims, the fifth largest securities class action settlement of any kind in 2021, and is more than twelve times greater than the median securities class action settlement in 2021, which was \$8 million. *Id.* at 20-21.⁵ Thus, the proposed Settlement compares very favorably to settlements in other securities class action cases.

⁵ The parties that compile and assess securities class actions have not yet completed their work for 2022, but based on years prior to 2021 and on information available to date regarding 2022, this Settlement would rank similarly in 2022 to how it would have ranked in 2021.

9. Class Representative and Class Counsel obtained this impressive recovery by doing the hard work necessary to prepare this Action for trial. By the time the Settlement was reached, the Court had denied Defendants' motion to dismiss and motion for reconsideration of that ruling, the Class had been certified, merits and expert discovery were complete, three summary judgment motions and eight motions to strike experts had been fully briefed and were due to be heard promptly,⁶ and the Parties had participated in three substantive mediations over the course of a year arguing the merits of the claims and defenses. Thus, at the time the Settlement was agreed to, Class Representative and Class Counsel had a clear understanding of the strengths and weaknesses of the claims and defenses in the Action.

10. Importantly, the Settlement was accomplished through hard-fought and extensive arm's length settlement discussions facilitated by a highly skilled and experienced mediator, Hon. Daniel Weinstein (Ret.) of JAMS and his colleague, former Ambassador David Carden. After exchanging mediation statements, the Parties and Newell's insurers initially attended a full-day mediation on August 25, 2021 at JAMS' offices in New York City but

⁶ Although these motions had been withdrawn during the telephonic conference the court held on September 12, 2022, they were scheduled to be refiled in the event the Parties' third mediation on September 14, 2022 was unsuccessful. See Letter from T. Scrivo, Esq. to Hon. Christine M. Vanek (Sept. 22, 2022) (Trans. ID LCV20223411993).

did not reach agreement. A subsequent remote mediation session involving the same participants held on September 28, 2021 also ended without an agreement. Thereafter, the Parties continued to litigate for another year, completing expert discovery and briefing summary judgment motions and motions to strike, before agreeing to attend a third mediation session on September 14, 2022 at Judge Weinstein's mediation center in Rutherford, California. Following a full day of discussions among the Parties and Newell's insurers, Judge Weinstein made a mediator's proposal that the Action be settled for \$102,500,000 which was accepted by the Parties. Importantly, the Settlement Amount exceeded Newell's available insurance and required Newell to pay a portion of the Settlement.

11. Class Representative supports the Settlement as set forth in the Declaration of Chase Rankin on Behalf of Class Representative Oklahoma Firefighters Pension and Retirement System ("Rankin Decl.") (attached hereto as Exhibit 1).

12. For all of the reasons set forth herein, and in light of the excellent result obtained and the significant risks of continued litigation detailed below, Class Representative and Class Counsel respectfully submit that the proposed Settlement is fair, reasonable, and adequate in all respects and merits final approval.

13. In addition to seeking final approval of the Settlement, Class Representative also seeks approval of the proposed Plan of Allocation, which will be used to distribute the Net Settlement Fund to Class Members. The Plan of Allocation, which is comparable to allocation plans that courts have approved in similar cases, was developed by Class Representative's damages expert and provides for the fair and equitable distribution of the Net Settlement Fund to Class Members who submit valid Claim Forms and, therefore, is fair and reasonable.

14. Finally, Class Counsel respectfully request that Plaintiff's Counsel be awarded attorneys' fees of 33-1/3% of the Settlement Amount (\$34,166,666), plus accrued interest, for their work in this case. This represents only a modest 1.06 lodestar multiplier. Class Counsel also respectfully request reimbursement of the litigation expenses incurred by Plaintiff's Counsel in prosecuting the Action, which collectively amounts to \$2,442,716.43, plus accrued interest.⁷ Class Counsel's requested fee award, and its request for reimbursement of expenses, are both supported by Class Representative, and are within the range of reasonable fee percentages and expenses awarded in this type of action, particularly given the outstanding result achieved here.

⁷ More detailed breakdowns of the specific expenses incurred by Plaintiff's Counsel appear in their respective Certifications attached hereto. See Ex. 3 (Scott+Scott); Ex. 4 (CLPHK); Ex. 5 (Hedin Hall LLP).

Class Representative also seeks an incentive award of \$25,000 for its work representing the Class.

II. SUMMARY OF THE CLAIMS

15. This action was filed by Class Representative in September 2018 following an extensive pre-trial investigation conducted by Class Counsel. As noted above, the Action alleges that Newell and several of its current and former officers and directors violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 by issuing materially untrue and misleading Offering Documents in connection with Newell's acquisition of Jarden.

16. On April 15, 2016, along with cash consideration, Newell issued 223.8 million shares of its common stock to Class Representative and other shareholders of Jarden in connection with the acquisition. The Amended Complaint alleged that the Offering Documents filed in connection with the issuance of these shares contained two key omissions. Amended Class Action Complaint for Violations of the Securities Act of 1933 and Jury Demand, ¶¶7, 44-58 (Nov. 28, 2018) (Trans. ID LCV20182062612). First, the Amended Complaint alleged that while touting Newell's history of increasing "core sales growth," the Offering Documents omitted to disclose that by the time of the Offering, Newell's core-sales growth was stalling and was dependent on so-called "period end buys" that offered customers additional incentives outside their normal terms. *Id.* ¶¶7, 54-58. Second, the Amended Complaint

alleged that the Offering Documents misleadingly touted Newell's ability to integrate Jarden while omitting to disclose that it lacked the resources and talent to do so. *Id.*, ¶¶7,47-53, 58.

17. The acquisition closed on April 15, 2016, pursuant to the allegedly untrue and misleading Offering Documents, with Class Representative and Jarden's other shareholders receiving cash and the newly-issued Newell shares in exchange for their Jarden shares. *Id.*, ¶¶44-46. The Amended Complaint alleged that following the acquisition, the price of the Newell common stock acquired by Jarden shareholders in return for their Jarden shares declined below the offering price as the risks concerning Newell's growth potential and ability to integrate Jarden that had been concealed by the alleged untrue statements and omissions in the Offering Documents materialized. *Id.*, ¶¶59-74.

III. RELEVANT PROCEDURAL HISTORY

A. The Pleadings and Defendants' Efforts to Dismiss the Action

18. Class Representative filed the initial complaint in this Action on September 5, 2018, and an Amended Complaint on November 28, 2018. The Amended Complaint names as Defendants Newell and current and/or former officers and directors of the Company who signed the allegedly untrue and misleading Offering Documents.

19. Before commencing the Action and filing the Amended Complaint, Class Representative, through Class Counsel, conducted

a thorough investigation relating to the claims that are the subject of this Action. This included reviewing and analyzing: (i) documents filed publicly by Newell with the U.S. Securities and Exchange Commission; (ii) transcripts of earnings calls with Newell's senior management; (iii) research reports issued by financial analysts concerning the Company; and (iv) economic analyses of the stock prices of Newell and other companies. Class Counsel's investigator also interviewed former Newell employees who potentially had relevant knowledge.

20. On February 7, 2019, Newell moved to dismiss the Action in its entirety. Among other things, Defendants argued that the claims asserted were time-barred based on previous litigation regarding disclosures in the Offering Documents and because Newell's use of discounting to incentivize sales and its declining core sales growth were publicly disclosed more than a year before the Action was filed. In addition, Defendants argued that the integration risk was disclosed. Defendants also contended that the challenged statements were not actionable as a matter of law on a variety of grounds. Further, Defendants argued that Class Representative had not adequately alleged standing under Sections 11 and 12(a)(2). Class Representative opposed the motion and briefing continued over the next several months culminating in a hearing on July 12, 2019.

21. On August 1, 2019, the Court entered an Order denying the motion to dismiss in its entirety holding that the claims were timely asserted, rejecting the argument that the challenged statements were not actionable as a matter of law, and concluding that Class Representative had adequately alleged standing.

22. On August 21, 2019, Defendants filed a motion requesting that the Court reconsider its decision, which Class Representative opposed.

23. On November 1, 2019, the Court entered an Order denying Defendants' motion for reconsideration. Defendants then filed an answer denying the allegations and asserting numerous affirmative defenses.

B. Merits Discovery

24. Prior to reaching agreement on the proposed Settlement, the Parties engaged in full merits discovery with respect to Class Representative's claims and Defendants' affirmative defenses. As detailed below, merits discovery was extensive and vigorously contested, required multiple extensions of the case schedule and, at times, the Court's intervention to resolve discovery disputes.

1. Initial Disclosures and Requests for Production

25. On July 15, 2019 and July 22, 2019, respectively, Class Representative and Defendants served their initial disclosures as required by R. 4:103-1.

26. On July 17, 2019, Class Representative served Defendants with its First Request for Production of Documents pursuant to R. 4:18-1, and Defendants served their written responses and objections thereto on August 28, 2019. Thereafter, Class Counsel engaged in extensive meet and confer discussions and written correspondence with Defendants over the course of many months regarding the scope of Defendants' search for and production of relevant and responsive documents, as well as a Stipulated Protective Order and protocol for production of electronically-stored information ("ESI"). By mid-February 2020, these discussions had yielded initial agreement on all search parameters other than the relevant time-period for Defendants' search for relevant and responsive documents.

27. On March 16, 2020, Class Representative filed a motion to compel with respect to the relevant time-period that should govern Defendants' search for relevant and responsive documents. Throughout the Parties' months-long meet and confer process, Defendants had steadfastly refused to search for and produce any documents after April 15, 2016, the date Newell acquired Jarden. Class Representative argued that such documents were relevant to Defendants' asserted affirmative defense that the risks concealed by the alleged untrue statements and omissions in the Offering Documents did not cause Class Members' losses, *i.e.*, the affirmative defense of "negative" causation.

28. After full briefing, on May 8, 2020, the Court granted Class Representative's motion to compel holding that "[w]hat [Defendants] knew internally [was] highly relevant to the theory of negative causation." Order Compelling Defendants' Production of Documents (May 8, 2020) (Trans. ID LCV2020861533).

29. On March 4, 2020, Class Representative served Newell with a Second Set of Requests for Production seeking production of documents Newell had produced to the Securities and Exchange Commission ("SEC") in response to a January 31, 2020 subpoena. Among others, the SEC subpoena sought documents relating to Newell's "sales practices" between January 1, 2016 through the date of the subpoena. Over the course of several meet and confers, Newell refused to produce the requested documents arguing that they were not relevant to the allegations in the Action.

30. On August 12, 2020, Class Representative filed a letter in accordance with R. 4:105-4 requesting a pre-motion conference in anticipation of a motion to compel arguing that the documents produced by Newell to the SEC with respect to its sales practices were both "relevant to the subject of [this] action" and "reasonably calculated to lead to the discovery of admissible evidence" within the meaning of R. 4:10-2(a). Letter from P. Pearlman, Esq. to Hon. Mary K. Costello (Aug. 12, 2020) (Trans. ID LCV20201392415). On August 17, 2020, Newell filed a responsive letter arguing that Class Representative's request for a pre-

motion conference should be denied because the documents produced to the SEC were not relevant and requiring production of these documents would impose an undue burden on Newell. Letter from I. Dahan, Esq. to Hon. Mary K. Costello (Aug. 17, 2020) (Trans. ID LCV20201432149).

31. However, before the Court had an opportunity to rule, following continued negotiations, the Parties reached agreement on the issue of the SEC production (as well as other disputes that had arisen) and Class Representative withdrew its request for a pre-motion conference.⁸

32. As a result of the diligent efforts described in ¶¶25-31 above, Class Representative ultimately obtained more than 2,000,000 pages of documents from Defendants in response to Requests for Production served by Class Representative.

33. Class Representative also sought relevant document discovery from several non-parties. In this regard, Class Representative issued subpoenas to the financial advisers to Newell and Jarden in connection with the merger - Bain & Company, Barclays Capital Inc., Centerview Partners LLC, Goldman Sachs & Co., and UBS - as well as Newell's external auditors during the relevant period - Ernst & Young LLP and PriceWaterhouseCoopers

⁸ Joint Motion Pursuant to R. 4:24-1(c) to Extend Discovery Deadlines for Good Cause Shown (Sept. 30, 2020) (Trans. ID LCV20201734620).

LLP. Class Representative's investment advisor also produced documents as a non-party pursuant to a subpoena from Defendants. In total, Class Representative received more than 400,000 pages of documents in response to these non-party subpoenas.

34. Class Counsel dedicated extensive resources and technology to review, organize, and analyze the information produced by Defendants and subpoenaed non-parties. To facilitate a cost-effective and efficient document review process, all of the documents were placed in an electronic database. The database allowed Class Counsel to search for documents through Boolean-type searches, as well as by multiple categories, such as by author and/or recipient, type of document, date, bates number, etc. The database also enabled the streamlined ability to cull and organize witness-specific documents in folders for review.

35. A team of attorneys was assembled to review the document production. The review was structured to limit overall cost, with the bulk of the review being done by more junior attorneys. Senior attorneys on the litigation team had frequent interactions with the reviewing attorneys. There were frequent conferences with senior litigation attorneys to discuss important and/or "hot" documents, deposition preparation efforts, and case strategy. The "hot" and highly relevant documents were all subject to further analysis and assessment by senior attorneys on an on-going basis.

36. Class Representative also spent significant time responding to Requests for Production served by Defendants. In this regard, on August 30, 2019, Defendants served their First Request for Production on Class Representative. Class Representative served its responses and objections on October 2, 2019, and thereafter, the Parties engaged in numerous meet and confers with respect to search terms, custodians, and the relevant time period to be used by Class Representative in locating relevant and responsive documents. Class Representative produced more than 30,000 pages of documents in response to these requests. In addition, Defendants served a subpoena for documents and testimony on Class Representative's investment manager, Fred Alger.

2. Interrogatories

37. On July 20, 2020, Class Representative served its First Set of Interrogatories to Defendants seeking information with respect to Newell's use of "period end buys." On August 19, 2020, Defendants served their initial Responses and Objections and, following negotiations with Class Representative, supplemented these responses on December 12, 2020.

38. Defendants served their First Set of Interrogatories on Class Representative on August 30, 2019. Class Representative filed its initial responses and objections on October 2, 2019 and, after meeting and conferring with Defendants, filed supplemental responses and objections on March 4, 2020.

39. In addition, as discovery progressed, Class Representative and Defendants each served "contention" interrogatories seeking the factual bases of the claims and defenses asserted in the Action. In this regard, Class Representative served its Second Set of Interrogatories to Defendants on September 17, 2020, seeking the factual bases for Defendants' affirmative defense of negative causation. Defendants filed responses and objections on October 19, 2020, objecting on the grounds that the interrogatory was premature. Then, on January 13, 2021, Class Representative served its Third Set of Interrogatories to Defendants seeking the factual bases for Defendants' contention that the Offering Documents were not materially false and misleading as alleged. On January 13, 2021, Defendants, in turn, served Class Representative with their Second Set of Interrogatories seeking the factual bases for the allegations in the Amended Complaint.

40. Class Counsel and Class Representative prepared and served comprehensive responses to Defendants' contention interrogatories, citing documents and deposition testimony supporting Class Representative's claims. Pursuant to agreement, these responses, along with Defendants' responses to Class Representative's Third Set of Interrogatories, were exchanged by the Parties on April 21, 2021.

3. Merits Depositions

41. Based on its comprehensive review of the documents produced by Defendants and non-parties, Class Representative conducted depositions of the following persons who were knowledgeable with respect to Newell's alleged use of period end buys, extended dating and other incentives to boost sales, preparation of the Offering Documents including Newell's SEC filings incorporated therein by reference, and the alleged risks to its ability to integrate Jarden:

- Newell Brands Inc., through designated witnesses (i) Ronald Hardnock, Vice President of Financial Planning & Analysis; (ii) Heather Stupp, former Director of Finance in the Customer Delivery Organization; (iii) Troy Brinkmeier, Newell's Director of Credit; and (iv) Dan Sedlak, Newell's former Vice President of Strategy⁹
- Nicole Braskie, former Vice President of Finance for Newell's Tools and Commercial Products Divisions
- Scott Garber, Newell's former Corporate Controller
- Ronald Hardnock, Newell's Vice President of Financial Planning & Analysis (in his individual capacity)
- Kristie Juster, former President of Newell's Writing Division
- Donald Osborne, Newell's former Director of Finance, Credit and Accounts Receivable - NA and EMEA

⁹ Class Representative served Newell with two deposition notices pursuant to R. 4-14-2 of the New Jersey Rules of Court seeking testimony on topics relating to period end buys, extended dating, and customer and distributor trade inventory reporting, among others.

- Michael Polk, Newell's former CEO
- Deborah Stenback, a former credit manager in Newell's credit and collections department
- John Stipancich, Newell's former CFO
- Mark Tarchetti, Newell's former Chief Development Officer
- Russ Torres, Newell's former Chief Transformation Officer

42. The vast majority of the foregoing depositions were taken by agreement. However, Class Representative was forced to seek the Court's intervention with respect to the depositions of Newell, Mr. Osborne, and Ms. Stenbeck. On February 17, 2021, Class Representative requested a pre-motion conference under R. 4:105-4 in anticipation of filing a motion to compel Newell to designate a knowledgeable witness to testify on two topics set forth in Class Representative's January 8, 2021 Deposition Notice to Newell – extended payment terms offered in connection with period end buys and trade inventory reporting by Newell's business segments. In this regard, Class Representative argued that Mr. Brinkmeier, the witness who had been designated to testify by Newell with respect to extended payment terms and reports prepared for Defendant John Stipancich on this issue, was not knowledgeable with respect to those topics. Following Mr. Brinkmeier's deposition, because Defendants maintained that there was no witness currently employed by Newell who could testify as to those topics, Class

Representative also issued subpoenas to two former Newell employees, Mr. Osborne and Ms. Stenbeck, who Class Representative believed were likely to have relevant knowledge given their prior positions at Newell.

43. Defendants sought to quash the subpoenas to Ms. Stenbeck and Mr. Osborne and on March 5, 2021, requested a pre-motion conference in anticipation of filing a motion for a protective order on the grounds that their testimony was irrelevant, duplicative, and violated the 10-deposition limit provided in the court rules. Defendants also opposed Class Representative's earlier request for a pre-motion conference in anticipation of filing a motion to compel on the grounds that no current employee of Newell could provide better testimony than Mr. Brinkmeier had on the topic of extended payment terms and reports thereof.

44. On March 11, 2021, the Court convened a telephone conference in response to the Parties' letters. After hearing argument, the Court agreed that Mr. Brinkmeier was not a knowledgeable witness but indicated that it would not compel Newell to produce another witness based on the Company's representation that there was no one else at Newell or within Defendants' control who could address the specified topics. See Transcript of Conference at 13:4-14:8 (Mar. 11, 2021). However, the Court warned Defendants that they would be bound by this representation. *Id.* at 14:15-19. In addition, the Court indicated that it would not

preclude Class Representative from taking the depositions of Mr. Osborne and Ms. Stenbeck. *Id.* at 14:20-25. The Court also agreed to modify the deadlines in the Scheduling Order to permit Class Representative to complete the depositions. *Id.* at 16:13-21.

C. Class Certification and Class Notice

45. On April 13, 2020, Plaintiff filed a motion to certify the Class and to appoint Plaintiff as Class Representative and its counsel Scott+Scott as Class Counsel and Cohn Lifland Pearlman Herrmann & Knopf LLP as local counsel. In support of its motion, Class Representative argued that securities actions, especially those arising under Sections 11 and 12(a)(2) of the Securities Act such as this one, were particularly well-suited for class certification because whether the Offering Documents contained untrue and misleading statements and omissions was the central issue in the case. In addition, Class Representative demonstrated that the proposed Class satisfied each of the four requirements of R. 4:32-1(a) - numerosity, commonality, typicality and adequacy - and the predominance and superiority requirements of R. 4:32-1(b) as well.

46. On April 14, 2020, pursuant to agreement, Defendants deposed Plaintiff through its designated witness Chase Rankin, Plaintiff's Executive Director, regarding Plaintiff's investments in Jarden and Newell, its policies and procedures for acquiring

and selling securities, the claims in this Action, and its prior involvement in other securities class action litigation.

47. On May 12, 2020, Defendants filed their opposition to the motion for class certification. As an initial matter, Defendants argued that Plaintiff was not an adequate class representative because it was purportedly subject to a unique statute of limitations defense. In this regard, Defendants argued that a memorandum prepared by outside securities counsel to Plaintiff approximately two weeks before the Merger closed on April 15, 2016, notified Plaintiff of potential securities claims relating to the Offering Documents. In addition, Defendants argued that the proposed Class definition was overbroad because it purportedly was not limited to former Jarden shareholders who received their Newell shares in the Offering. Further, Defendants maintained that this supposedly overbroad Class definition defeated predominance because it gave rise to individualized issues of knowledge and reliance based on the timing of an individual class member's purchase. Finally, Defendants argued that class certification was inappropriate because Plaintiff had not offered a common methodology for calculating Class Members' damages.

48. On June 1, 2020, Plaintiff filed its reply brief demonstrating that each of Defendants' arguments in opposition to class certification was unfounded. First, Plaintiff argued that

the statute of limitations defense that Defendants claimed was unique to Plaintiff was actually based on public information common to all Class Members, which the Court had rejected as insufficient to trigger that defense when ruling on Defendants' motions to dismiss and for reconsideration. Second, Plaintiff explained that Defendants' arguments about the Class definition and the individualized issues of knowledge and reliance that purportedly arose from it were made up issues as the Class definition Plaintiff sought to certify was the same one Defendants were proposing. Finally, Plaintiff argued that the statutory formula for damages contained in the Securities Act was the common method for calculating damages that would be applied in this Action.

49. After hearing oral argument, on August 7, 2020, the Court rejected Defendants' arguments in opposition to class certification, and certified the following Class:

[A]ll persons or entities who acquired the common stock of Newell Brands, Inc. pursuant . . . to the S-4 registration statement and prospectus (including all amendments thereto and all documents incorporated therein) issued in connection with Newell Brands, Inc.'s April 2016 acquisition of and merger with Jarden Corporation. Excluded from the Class are Defendants and their families; the officers, directors, and affiliates of Defendants and their immediate families; the legal representatives, heirs, successors, or assigns of any of the foregoing; and any entity in which any Defendant has or had a controlling interest.

Class Certification Order ¶(a).

50. The Court's Order also appointed Plaintiff as Class Representative, Scott+Scott as Class Counsel, and Cohn Lifland Pearlman Herrmann & Knopf LLP as local counsel.

51. Thereafter, Class Counsel prepared the Class and Summary Notices of Pendency informing Class Members that this certified securities class action was pending. On February 5, 2021, the Court entered an Order approving the content of the Notices and the proposed plan for their dissemination and publication.¹⁰ Thereafter, the Class Notice was mailed to potential Class Members and nominees as directed by the Court. Only three requests for exclusion were received from individuals purporting to be members of the Class (although one request was from an employee of Newell who, by definition, was not a member of the Class certified by the Court), and those requests are included as Ex. 1 to the proposed Final Judgment and Order accompanying the Motion for Final Approval of the Settlement.

D. Expert Discovery

52. Following the completion of merits discovery, the Parties designated experts and engaged in extensive expert discovery over the course of nearly a year.

¹⁰ Order Pursuant to R. 4:32-2(b)(2) Approving Notice and Summary Notice of Pendency of Class Action, Method of Providing Notice, and Appointment of Notice Administrator ¶¶1-3 (Feb. 5, 2021) (Trans. ID LCV2021372520).

53. As provided by the Scheduling Order, on May 3, 2021, Class Representative served the following opening expert reports:

(a) **Chad Coffman, President, Global Economics Group.** In his opening report, Mr. Coffman opined on how damages would be calculated for investors who received Newell shares in connection with the Jarden acquisition, applying the statutory formulas provided in Sections 11 and 12(a)(2) of the Securities Act.

(b) **Andrew Mintzer CPA/CFF, CFE, Hemming Morse.** Mr. Mintzer's opening report offered opinions with respect to (i) the impact of period end buys on Newell's reported net and core sales and net and core sales growth in Q4 2015, FY 2015 and Q1 2016; (ii) whether disclosure of period end buys was necessary to understand Newell's reported financial results in these periods; and (iii) whether alone, or in combination with known channel inventory targets, Newell's use of period end buys was reasonably likely to have a material unfavorable impact on its net and core sales and net and core sales growth in future periods. Mr. Mintzer's opinions on these issues supported Class Representative's claims that (i) period end buys had a material impact on Newell's reported financial results contained in the Offering Documents, and (ii) absent the disclosure of Newell's use of period end buys, the Offering Documents' disclosures with respect to the Company's core and net sales and core and net sales

growth were materially untrue and misleading in violation of Sections 11 and 12(a)(2) of the Securities Act.

(c) **Gregory Bedrosian, Managing Partner and CEO, Drake Star Partners.** Mr. Bedrosian's opening report offered opinions with respect to the talent gaps and functional deficiencies existing at Newell at the time of the merger and whether risk disclosures in the Offering Documents concerning integration risk were consistent with custom and practice. Mr. Bedrosian's opinions supported Class Representative's contention that the Offering Documents' disclosures concerning integration risk were materially untrue and misleading in violation of Sections 11 and 12(a)(2) of the Securities Act.

54. On the same day, Defendants served the following opening expert reports:

(a) **Lucy P. Allen, Managing Director, NERA.** In her opening report, Ms. Allen opined that the alleged untrue statements and omissions in the Offering Documents did not cause any decline in Newell's stock price. Instead, Ms. Allen maintained that there were a number of new and negative events that occurred after the merger with Jarden that affected Newell's financial performance, and these events, rather than the alleged untrue statements and omissions, were the cause of the declines in Newell's stock price following the merger. Defendants argued that Ms. Allen's opinions established the affirmative defense of negative causation afforded

them under Sections 11 and 12(a)(2) of the Securities Act, which provides that there is no liability for stock price drops caused by factors "other than" the alleged untrue statements and omissions in the Offering Documents.

(b) **H. Stephen Grace, Jr., Ph.D., President and CEO, H.S. Grace & Company, Inc. and Grace & Co. Consultancy, Inc.** In his opening report, Dr. Grace opined that the Individual Defendants, officers and directors of Newell who signed the Offering Documents, conducted a reasonable investigation with respect to the disclosures in the Offering Documents. Defendants argued that Dr. Grace's opinions established their affirmative defense of "due diligence" afforded them under the Securities Act, which provides that persons who sign Offering Documents can avoid liability if they "had, after reasonable investigation, reasonable grounds to believe and did believe, at the time such part of the registration statement became effective, that the statements therein were true and that there was no omissions to state a material fact required to be stated therein or necessary to make the statements therein not misleading." 15 U.S.C. §77k(b)(3)(A).

55. On June 15, 2021, the Parties served rebuttal reports in response to the reports that had been served on May 3. Class Representative served rebuttal reports of the following experts:

(a) **Marc I. Steinberg, Rupert and Lillian Radford Chair in Law and Professor of Law at the Southern Methodist University**

Dedman School of Law. Professor Steinberg was retained by Class Representative to rebut the opinions with respect to the Individual Defendants' due diligence that had been offered by Defendants' expert, Dr. Grace. In his rebuttal report, Professor Steinberg opined that the Individual Defendants did not conduct a reasonable investigation with respect to the disclosures in the Offering Documents citing, among other things, the Board's failure to meet in person to review and discuss the Offering Documents before they were filed and the limited time afforded the Individual Defendants to review them on their own. Class Representative argued that Professor Steinberg's opinions supported its contention that the Individual Defendants had not conducted a reasonable investigation with respect to the disclosures in the Offering Documents and, therefore, they were not exempt from liability for the alleged untrue statements and omissions in the Offering Documents.

(b) **Chad Coffman:** In his rebuttal report, Mr. Coffman disagreed with Ms. Allen's conclusion that new and negative events that occurred after the merger with Jarden caused Newell's stock price to decline. In this regard, Mr. Coffman opined that the four announcements that both he and Ms. Allen agreed precipitated substantial declines in Newell's stock price following the merger directly revealed the very risks concealed by the alleged untrue statements and omissions in the Offering Documents, *i.e.*, stalling core sales growth and the talent gaps and functional deficiencies

that posed a major risk to Newell's ability to integrate Jarden. Class Representative argued that Mr. Coffman's opinions in this regard supported its contention that Defendants (through Ms. Allen's opinions) had not, and could not, establish negative causation.

56. On the same day, Defendants served the rebuttal reports of the following experts:

(a) **Lucy P. Allen.** In her rebuttal to Mr. Coffman's opening report, Ms. Allen opined that Mr. Coffman's statutory damages calculations overstated damages because they failed to address a number of issues that she contended would reduce or eliminate any alleged damages and failed to exclude declines in Newell's stock price that she claimed were unrelated to the alleged untrue statements and omissions in the Offering Documents as described in her opening report. Ms. Allen's rebuttal report also proposed several novel adjustments to the statutory damages formulas in Sections 11(e) and 12(a)(2) of the Securities Act that had never before been accepted by any court.

(b) **Merritt B. Fox, Arthur Levitt Professor of Law at the Columbia Law School.** In his rebuttal report, Professor Fox disputed Mr. Mintzer's calculation of period end buy activity and his conclusions that (i) period end buys were reasonably likely to have a material unfavorable impact on Newell's net and core sales and net and core sales growth in future periods, and (ii)

disclosure of period end buys was necessary to understand the Company's reported financial results contained in the Offering Documents.

(c) **Jan Kniffen.** In his rebuttal report, Mr. Kniffen, a former Senior Vice President and Treasurer of The May Department Stores Company, opined that Newell possessed sufficient talent and capability to execute the merger and successfully integrate Jarden, and that Newell's risk disclosures with respect to the merger were more robust than most.

57. Thereafter, pursuant to the Scheduling Order, on July 27, 2021, the Parties served expert reports responding to rebuttal expert reports on subjects that had not been addressed in opening reports.

a. Thus, since Defendants had not served opening expert reports on the subjects of period end buys, integration risk, and disclosures relating to these issues, Class Representative served reports prepared by Mr. Mintzer and Mr. Bedrosian responding to the rebuttal reports of Professor Fox and Mr. Kniffen on these subjects.

b. Likewise, since Class Representative had not served opening reports with respect to Defendants' affirmative defense of due diligence, Defendants served a report prepared by Dr. Grace responding to the rebuttal report of Professor Steinberg on this subject.

58. Altogether, the expert reports (including exhibits) served pursuant to the Court's April 16, 2021 Scheduling Order totaled more than 800 pages. Class Counsel spent considerable time and effort working with Class Representative's experts on their designated issues, including responding to requests for information the experts needed to complete their analyses and prepare their reports, and reviewing the reports of Defendants' experts.

E. First Two Mediations, Expert Depositions, and Supplemental Expert Reports

59. Prior to the entry of the April 16, 2021 Scheduling Order, the Parties discussed mediation. Pursuant to those discussions, the April 16, 2021 Scheduling Order provided that the Parties' damages experts - Mr. Coffman and Ms. Allen - would be deposed by July 30, 2021, and then the Action would be stayed for mediation for approximately 70 days from July 21, 2021 to September 30, 2021. (Trans. ID LCV20211013287.)

60. Prior to those depositions, Class Representative issued two subpoenas to Ms. Allen seeking documents and data including, but not limited to, her event study and all other facts and data that she had used to determine whether disclosures by Newell had caused statistically significant declines in Newell's stock price, as well as any other materials she had relied upon in forming the opinions set forth in her opening and rebuttal reports. Likewise,

Defendants issued two subpoenas to Mr. Coffman seeking, among other documents, all documents Mr. Coffman had reviewed and relied upon in preparing his opening and rebuttal reports. Collectively, Ms. Allen and Mr. Coffman produced 30,338 pages of documents in response to these subpoenas.

61. On July 21, 2021, Defendants deposed Mr. Coffman with respect to his opening and rebuttal reports. In connection with his preparation for the deposition, Mr. Coffman had several meetings with Class Counsel as part of his preparation. Ms. Allen was deposed on July 23, 2021.

62. The Parties retained Hon. Daniel Weinstein (Ret.) of JAMS, a highly experienced and respected mediator, to conduct the mediation. See Ex. 6 attached hereto (JAMS Biography of Hon. Weinstein). Judge Weinstein was assisted in this matter by former Ambassador David Carden.

63. In advance of the mediation, on August 18, 2021, the Parties exchanged lengthy mediation statements setting forth their positions with respect to the claims and defenses in the Action supported by detailed citations to the extensive factual and expert record. The mediation statements were accompanied by voluminous exhibits.

64. Following service of the mediation statements, on August 23, 2021, Judge Weinstein and Ambassador Carden met separately with Class Counsel via Zoom in preparation for the mediation

session. Following this meeting, Class Counsel provided Judge Weinstein and Ambassador Carden with additional information they had requested. In addition, Class Counsel provided a draft form of Memorandum of Understanding containing proposed material terms, including release language, which would be necessary to any settlement agreement. Further, in advance of the mediation, Class Counsel prepared a PowerPoint presentation for the opening session highlighting the evidence that supported its claims and refuted Defendants' claimed defenses.

65. The mediation took place at JAMS' headquarters in New York City on August 25, 2021. All Parties and their counsel, along with Newell's D&O insurers, were present in person or virtually. However, no agreement was reached after a full day of mediation.

66. Following the mediation, Judge Weinstein and Ambassador Carden remained in contact with the Parties, and Class Representative continued to provide information requested by the Mediator.

67. Through the efforts of the Mediator, the Parties agreed to a second, virtual mediation session to be held on September 28, 2021. In advance of that session, the Mediator provided the Parties with a series of questions to be addressed at the start of the second mediation session. However, the second mediation was also unsuccessful and the stay expired.

68. Thereafter, between October 15, 2021 and November 2, 2021, the experts, with respect to subjects other than damages, were each deposed. That is: the other three experts for the Class were deposed by Defendants; and the Class deposed the other three experts for Defendants. Each of those depositions lasted the bulk of a day. Also, in connection with these depositions, both Class Representative and Defendants drafted subpoenas seeking the production of documents the experts reviewed and relied upon in preparing their reports.

69. In addition, on October 6, 2021, Defendants wrote the Court requesting permission to submit a supplemental expert report from Ms. Allen. Although Class Representative opposed the request, given the scheduling backlog occasioned by the COVID 19 pandemic, the Court allowed the supplemental report and entered an order providing Class Representative the opportunity to file a responsive report. Pursuant to the Court's order, Defendants served the Supplemental Report of Ms. Allen on November 3, 2021, and Class Representative served the Supplemental Report of Mr. Coffman on February 4, 2022.

70. Subsequently, Mr. Coffman and Ms. Allen were deposed on March 15 and 16, 2022, respectively, for a second time with respect to their supplemental reports. This brought the total number of expert depositions to ten.

F. Summary Judgment Briefing and Motions to Strike Experts

71. Pursuant to the Court's March 25, 2022 Scheduling Order, on May 4, 2022, Newell and the Individual Defendants each moved for summary judgment seeking dismissal of Class Representative's claims with prejudice. In addition, Defendants moved to strike each of Class Representative's four experts. These motions were supported by a 121-page Statement of Undisputed Facts, 229 exhibits, and 15 declarations, one from each of the Individual Defendants.

72. On the same day, Class Representative moved for partial summary judgment with respect to Defendants' affirmative defense of negative causation and to strike each of Defendants' four experts.

73. Newell's arguments in support of its motion for summary judgment ran the gamut from (i) arguments that Class Representative's claims were barred by the statute of limitations, to (ii) assertions that certain of the alleged untrue statements and omissions could not form the basis of a viable Securities Act claim as a matter of law because they were immaterial puffery or forward-looking statements protected by the statutory safe-harbor, to (iii) arguments that the evidence did not support Class Representative's claims that the Offering Documents contained materially untrue and misleading statements and omissions, to

(iv) highly complex arguments concerning causation and damages which implicated Ms. Allen's and Mr. Coffman's multiple reports.

74. The Individual Defendants' motion for summary judgment argued that they were entitled to summary judgment with respect to their affirmative defense that they conducted a reasonable investigation and had reasonable grounds to believe, and did believe, that the Offering Documents were free of material untrue statements and omissions.

75. Among other things, Class Representative's motion for partial summary judgment argued that Defendants were unable to establish any measure of negative causation because Ms. Allen's opinions, which Defendants were relying upon to establish negative causation, were (i) predicated on a fatally flawed methodology and, therefore, had to be excluded; and (ii) legally insufficient in any event because she had failed to quantify the stock price impact of news she claimed caused Newell's stock price to decline, which was Defendants' burden.

76. On July 22, 2022, Class Representative served its oppositions to the motions for summary judgment filed by Newell and the Individual Defendants as well as its oppositions to Defendants' four motions to strike Class Representative's experts. Class Representative's briefs opposing Defendants' motions for summary judgment were supported by 252 exhibits and a 240-page Response and Counterstatement of Material Facts containing 785

individual paragraphs specifying relevant citations to the record. On the same day, Defendants served their opposition to Class Representative's motion for partial summary judgment.

77. On September 2, 2022, the Parties filed reply briefs in support of their summary judgment motions and motions to strike.

78. When concluded, briefing, supporting statements of disputed and undisputed facts, and accompanying exhibits filed in connection with these motions ran thousands of pages.

G. The Parties Agree to a Third Mediation and Accept a Mediator's Proposal to Settle the Action

79. In late summer 2022, while summary judgment briefing was ongoing, the Parties agreed to attend another in-person mediation once summary judgment briefing was completed. In advance of the mediation, the Parties once again prepared and exchanged mediation statements and also provided the completed summary judgment and motion to strike briefing to Judge Weinstein and Ambassador Carden.

80. The mediation was held on September 14, 2022 at Judge Weinstein's mediation center in Rutherford, California. Following a full day of discussions among the Parties and Newell's insurers, Judge Weinstein made a mediator's proposal that the Action be settled for \$102,500,000, which was accepted by the Parties.

81. Thereafter, the Parties negotiated and signed a Memorandum of Understanding memorializing the material terms of their agreement and Class Representative prepared formal

settlement documentation including the Stipulation, Notice and Summary Notices of Settlement, and proposed Orders, and met and conferred with Defendants concerning these documents. Class Representative also prepared a memorandum of law and other documents in support of its Preliminary Approval Motion.

82. On November 18, 2022, the Court entered an Order preliminarily approving the Settlement, directing that the Notice be disseminated to potential Class Members and nominees and that the Summary Notice be published, and setting February 10, 2023, as the date for the final approval hearing.

IV. THE SETTLEMENT SATISFIES THE STANDARD FOR APPROVAL, IS FAIR AND REASONABLE, AND PROVIDES A SUBSTANTIAL RECOVERY FOR CLASS MEMBERS BEYOND WHAT SIMILAR CASES TYPICALLY ACHIEVE

83. As set forth in Class Representative's opposition to Defendants' motions for summary judgment, Class Representative believes that it had adduced substantial evidence to support its claims and was prepared to proceed to trial. It also understood, however, that success was not guaranteed. In particular, the outcome of a jury trial, especially in a case involving complex facts and claims such as this one, can never be predicted with certainty. Moreover, as noted above, this Action did not have many of the hallmarks of a successful securities action. There was no restatement of financial results or criminal indictment. Moreover, although there is a pending SEC investigation (disclosed only after this Action was filed) the SEC has not filed any sort

of proceeding against any of the Defendants after issuing subpoenas over two years ago. Simply put, as explained below, there is no assurance that the Class would have recovered an amount equal to, let alone greater than, the proposed Settlement had the litigation continued. And even a successful recovery at trial could be delayed by years of appeals and would substantially increase the Class' costs and delay their receipt of any proceeds.

84. By prosecuting this Action through merits and expert discovery and completing summary judgment briefing, however, Class Representative and Class Counsel have achieved a Settlement that is substantial in absolute terms and compared to similar cases as discussed in ¶8 above.

85. The Preliminary and Final Approval Motions set forth and discuss, in greater detail, the standard for assessing class action settlements. As these motions describe, the proposed Settlement readily meets that standard and this declaration addresses several of the reasons why it does so.

A. The Complexity, Expense and Likely Duration of the Litigation

86. It is well-recognized that securities class actions such as this are inherently complex, expensive, and time-consuming. As detailed above, proving liability and damages in this Action depended on voluminous evidence and complex expert testimony.

87. The expense and delay of continued litigation support the Settlement. Although Class Representative has already litigated this case for more than four years at great expense, the cost of continuing to prosecute these claims through a summary judgment hearing, a lengthy and complicated trial and inevitable post-trial appeals would be substantial. As detailed above, this case was poised to be a costly battle of the experts on nearly every issue. Moreover, although Class Representative and Class Counsel remain confident in the merits of the claims, jury reactions to competing experts are inherently difficult to predict.

88. In addition, throughout this Action, Defendants demonstrated an unwavering commitment to defend the Action through and beyond trial, if necessary, and are represented by highly capable counsel.

89. Instead of protracted litigation with an uncertain outcome, the proposed \$102,500,000 Settlement provides Class Members with significant, guaranteed relief now.

B. The Reaction of the Class to the Settlement

90. As of January 11, 2023, Epiq Class Action and Claim Solutions, Inc. ("Epiq") has mailed more than 200,000 copies of the Notice to potential Class Members and nominees and published the Summary Notice in *Investor's Business Daily* and over *PR Newswire*. See Villanova Decl. ¶¶10, 12. The deadline to object

to any aspect of the settlement is January 30, 2023. To date, there have been no objections to the proposed Settlement. *Id.* ¶17.

C. The Stage of the Proceedings and the Amount of Discovery Completed

91. The proposed Settlement was reached after four years of intensive, hard-fought litigation and discovery. The knowledge and insight gained from years of investigating, developing, and fine-tuning Class Representative's claims, conducting extensive motion practice and discovery, reviewing and analyzing millions of pages of documents produced by Defendants and non-Parties, deposing fourteen current and former officers, directors, and employees of Newell, consulting with experts, deposing Defendants' experts, defending the depositions of Class Representative's experts, and preparing for and attending three mediations provided Class Representative and Class Counsel with more than sufficient information to make an informed judgment with respect to the strengths and weaknesses of the Class' claims, Defendants' defenses, and the risks to obtaining a larger recovery had the litigation continued.

D. The Risks of Establishing Liability and Damages

92. While Class Representative and Class Counsel believe that the claims asserted against Defendants are meritorious, they also recognize that there were considerable risks and

uncertainties to pursuing the Action any further, and these risks and uncertainties were carefully considered by Class Representative and Class Counsel and informed their decision to accept the Mediator's proposal.

93. Throughout the litigation, Defendants have vigorously disputed liability and continue to deny that they engaged in any wrongdoing. At the time the proposed Settlement was reached, summary judgment briefing was complete and those motions and the motions to strike experts would have been heard promptly by the Court had the mediation failed. Thus, in deciding whether to accept the Mediator's proposal, Class Representative was facing the possibility that the Action could be dismissed in its entirety or that Class Representative's claims could be significantly pared back.

94. Establishing causation and damages also presented significant risks. Although Defendants carried the burden of proof with respect to these issues, their arguments were supported by the opinions of an experienced expert, Ms. Allen. In addition, Defendants presented robust attacks on Class Representative's expert, Mr. Coffman, including that he applied the wrong legal standard in determining causation, and they had moved to strike his opinions. While Class Representative had moved to exclude Ms. Allen's opinions and testimony as unreliable and believed Defendants' attacks on Mr. Coffman were unfounded, the outcome of

the Parties' dueling motions to exclude these experts could not be predicted with certainty, but would have substantial ramifications for the outcome of the case and trial. Moreover, assuming both Mr. Coffman and Ms. Allen were permitted to testify, whether a jury would have accepted Mr. Coffman's opinions over Ms. Allen's on these issues was unknowable.

E. The Risks of Maintaining the Class Action Through Trial

95. The Court certified the Class over Defendants' vigorous objection, but no class certification decision is immune from a reversal. Although Class Representative and Class Counsel believe that the risk class certification would be reversed was low, the Settlement avoids any uncertainty with respect to this issue.

F. The Ability of the Defendants to Withstand a Greater Judgment

96. Defendants certainly could not have withstood a verdict in excess of \$1 billion, which is the high-end of the reasonably recoverable damages at trial, as estimated by Class Representative's damages expert. See *supra* ¶7. At the time the Settlement was reached, Newell's most recent Form 10-Q reflected cash of only \$323 million and net current assets (current assets minus current liabilities) of only \$127 million. The Settlement exhausted Newell's D&O insurance and Newell was required to contribute to fund the Settlement.

G. The Range of Reasonableness of the Settlement Fund in Light of the Best Possible Recovery and All the Attendant Risks of the Litigation

97. Finally, Class Representative and Class Counsel respectfully submit that this is an outstanding result. Defendants argued that there were no untrue statements and omissions in the Offering Documents and even if there were they caused no losses. Alternatively, Defendants argued that in the event the jury found damages were not zero, they were still far below the amounts found by Class Representative's expert. See *supra* ¶6. Although Defendants' expert declined to provide a precise calculation of damages under this alternative, Class Representative's expert calculated that, if accepted by the jury, Defendants' expert's various arguments for limiting damages would result in damages of no more than \$333,600,000.

98. Although theoretical statutory damages were as high as \$1.9 billion in this Action (see *supra* ¶7), Class Representative's expert conceded that Defendants would be able to prove some measure of "negative" causation although he disagreed that damages would be as low as \$333,600,000. Class Representative's expert calculated that the median recoverable damages based on all possible scenarios with respect to causation and damages that might be found by a jury based on his own and Defendants' expert's opinions were \$1,292,400, which Class Representative submits is the high-end of the reasonably recoverable damages at trial. See

supra ¶7. Using these figures as the high and low of the reasonable range of recovery, the proposed \$102,500,000 Settlement represents a recovery of between 8% and 30.7%. From either perspective, this is a considerably larger recovery as a percentage of recoverable damages than in most securities class action cases. Indeed, it is Class Counsel's belief that in absolute terms, this is one of the largest settlements obtained to date in an action arising solely under the Securities Act of 1933 - that is, with no fraud claim.

* * *

99. In sum, the relevant factors weighed by courts in this State, including the complexity, expense, and delay of further litigation, the stage of the proceedings, the substantial risks of the Action, and the range of reasonableness of the Settlement Fund, all strongly support a finding that the Settlement is fair, reasonable, and adequate.

V. CLASS REPRESENTATIVE'S COMPLIANCE WITH THE COURT'S PRELIMINARY APPROVAL ORDER REGARDING THE DISSEMINATION OF THE SETTLEMENT NOTICE AND THE CLASS REACTION THERETO

100. The Court appointed Epiq to supervise and administer the previously disseminated Notice of Pendency and, in the Preliminary Approval Order, appointed Epiq as Claims Administrator in this Action.¹¹

¹¹ Order Granting Plaintiff's Unopposed Motion for Preliminary Approval of Class Action Settlement ¶8 (Nov. 4, 2022) (Trans. ID LCV20223996035) [hereinafter Preliminary Approval Order].

101. The Notice provides potential Class Members with information about the terms of the Settlement and, among other things: their right to object to any aspect of the Settlement, Plan of Allocation, or Fee and Expense Application; and the manner and deadline for submitting a Proof of Claim form in order to be eligible for a payment from the Net Settlement Fund. The Notice also informs Class Members of Class Counsel's intention to apply for an award of attorneys' fees of up to 33-1/3% of the Settlement Fund, and for payment of litigation expenses in an amount of up to \$2,750,000, plus accrued interest - the requests for each are respectively consistent with and lower than the numbers noticed.

102. As detailed in the Declaration of Alexander P. Villanova, in connection with disseminating the Notice of Pendency, Epiq obtained the names and addresses of potential Class Members from the transfer agent for Newell and from banks, brokers, and other nominees. Villanova Decl. ¶4. In total, as of January 11, 2023, Epiq had disseminated by first-class mail and email 207,223 Settlement Notice Packets to potential nominees and Class Members. *Id.* ¶10.

103. On December 5, 2022, Epiq caused the Summary Notice to be published in *Investor's Business Daily* and to be transmitted over *PR Newswire*. *Id.* ¶12 & Ex. C.

104. Epiq also maintains and posts information regarding the Settlement on a dedicated website established for this Action,

www.newellbrandssecuritieslitigation.com, to provide Class Members with information concerning the Settlement, as well as downloadable copies of the Notice, Stipulation, and other related documents. *Id.* ¶16.

105. Pursuant to the Preliminary Approval Order, the deadline for Class Members to submit objections to the Settlement, Plan of Allocation, and Fee and Expense Application is January 30, 2023. No objections have been received to date. Should any objection be received following the date of this Certification, Class Representative will address them in its reply papers, which are due on February 3, 2023.

VI. THE PLAN OF ALLOCATION IS CUSTOMARY, FAIR AND REASONABLE

106. To receive a distribution from the Settlement Fund, Class Members will be required to submit a Proof of Claim form establishing their relevant transactions in Newell stock, as is customarily done in securities settlements. The Claim Form was mailed with the Notice and is also available on the Settlement Website. Claimants have the option of completing the forms online and uploading supporting documentation or mailing them to the Claims Administrator. Epiq will review the claim forms and supporting documentation submitted and provide an opportunity to cure any deficiencies.

107. Pursuant to the Plan of Allocation, each Authorized Claimant's *pro rata* share of the Net Settlement Fund will be based

on his/her/its Recognized Claim. The Plan of Allocation was developed by Class Representative's expert, Mr. Coffman, and is similar to the plans approved in other securities class action cases alleging violations of the Securities Act of 1933. Section 11(e) of the Securities Act provides a statutory damages formula based on the price paid for the security, and the price at which the security is sold or the price on the date the complaint was filed if the shares have not been sold. Consistent with Section 11(e)'s statutory formula, the Plan of Allocation provides that the Recognized Loss Amount for each share of Newell stock acquired in the merger will be the difference between the (a) issue price of each relevant Newell share (\$44.05) minus (b) the sale price if the shares were sold prior to the date the Action commenced or the closing price of Newell stock on September 5, 2018 (\$21.87), the date this Action was filed, if the shares were still held as of that time. (As the merger consideration was a combination of cash and Newell stock, Mr. Coffman calculated the issue price of the Newell stock acquired in the merger as \$44.05 by taking the closing price of Jarden common stock on April 15, 2016 (\$58.97), subtracting the \$21.00 cash consideration received in connection with the Merger, and then dividing by the 0.862 share conversion factor.) The sum of a Claimant's Recognized Loss Amounts will be the Claimant's Recognized Claim.

108. Epiq will calculate each Claimant's Recognized Claim amount and then the Net Settlement Fund will be distributed *pro rata* among those Authorized Claimants who submit a valid claim based on each Authorized Claimant's proportion of the total Recognized Claim amount.

109. To the extent funds remain in the Net Settlement Fund after the initial distribution to Authorized Claimants (*e.g.*, due to uncashed checks), Epiq will make repeated distributions on the same *pro rata* basis for as long as it is economically feasible to do so. At that point, any balance that still remains in the Net Settlement Fund shall be donated to an appropriate non-profit organization designated by Class Counsel that has no affiliation or financial relationship with Class Representative, Class Counsel, Defendants, the Related Parties, or Defendants' Counsel.

110. To date, there have been no objections filed to the Plan of Allocation, and Class Representative and Class Counsel respectfully submit that the Plan of Allocation is fair and reasonable and should be approved.

VII. CLASS COUNSEL'S FEE AND EXPENSE APPLICATION IS REASONABLE

111. In addition to seeking final approval of the Settlement and the Plan of Allocation, Class Counsel is making an application for a fee award of 33-1/3% of the Settlement Fund, plus interest at the same rate as earned on the Settlement Fund until paid (the Settlement Fund is currently in an Escrow account). This request

is consistent with the amount stated in the Notice and is fully supported by the Class Representative, a sophisticated institutional investor.

112. The factors that courts use in assessing whether a fee request is reasonable are set forth in the Fee and Expense Application, which also explains why the request here satisfies them. This declaration provides further discussion of those factors (to the extent not already mentioned above) and support for that request.¹²

A. The Size of the Fund Created and the Number of Persons Benefitted

113. As explained above, the \$102,500,000 cash Settlement obtained for the Class is an outstanding result whether measured against the Class' reasonably recoverable damages in the Action or recoveries generally obtained in securities class action litigation. Given the 223.8 million relevant Newell shares issued pursuant to the Offering Documents, and, as noted above, the 207,223 Notice packets that have been mailed by the Claims Administrator, there are thousands of Class Members who will benefit from the Settlement.

¹² One of the relevant factors - the complexity and duration of the litigation - is discussed above. See *supra* ¶¶86.

B. The Presence or Absence of Substantial Objections to the Fees Requested

114. To date, not a single objection has been received to the requested fee.

C. The Skill and Efficiency of Plaintiff's Counsel

115. As described in the accompanying individual fee applications submitted in support of the Fee and Expense Application, Plaintiff's Counsel have extensive and significant experience in the specialized field of securities class action litigation.

116. Scott+Scott, as demonstrated by the firm resume attached to its certification submitted herewith, is highly experienced and skilled in securities class action litigation, and has a long and successful track record in such cases including *Alaska Elec. Pension Fund v. Pharmacia Corp.*, No. 03-cv-01519 (D.N.J.) (\$164 million settlement); *In re LendingClub Corp. S'holder Litig.*, No. CIV. 537300 (Cal. Super. Ct. San Mateo Cnty.) (part of \$125 million global settlement); *In re Priceline.com Inc. Sec. Litig.*, No. 00-cv-01884 (D. Conn.) (\$80 million settlement); *Irvine v. ImClone Sys., Inc.*, No. 02-cv-00109 (S.D.N.Y.) (\$75 million settlement); *Cornwell v. Credit Suisse Grp.*, No. 08-cv-03758 (S.D.N.Y.) (\$70 million settlement); *Policemen's Annuity & Benefit Fund of the City of Chicago v. Bank of Am., NA*, No. 1:12-cv-2865 (S.D.N.Y.)

(\$69 million settlement); *In re Sandisk LLC Sec. Litig.*, No. 3:15-cv-01455-VC (\$50 million settlement).

117. As demonstrated by its firm resume attached to the Certification of Peter S. Pearlman submitted herewith, Cohn Lifland Pearlman Herrmann Knopf LLP is also highly skilled and experienced in securities class action litigation with a successful and long track record in such cases. *See Shumacher v. Osmotica Pharm., PLC*, Docket No. SOM-L-540-19 (N.J. Super. Ct. Law Div.) (\$5,250,000 settlement); *In re Amerada Hess Corp. Sec. Litig.*, Docket No. 02-03359 (D.N.J.) (\$9 million settlement); *In re Cambrex Corp. Sec. Litig.*, Docket No. 03-4896 (D.N.J.) (\$3,150,000 settlement); *In re Lucent Sec. Litig.*, 327 F. Supp. 2d. 426 (D.N.J. 2004) (\$517 million recovery); *In re AT&T Sec. Litig.*, Master File No. 455 F.3d 160 (3d Cir. 2006) (\$100 million settlement); *In re Honeywell Int'l, Inc. Sec. Litig.*, Lead Case No. 2:00-cv-03605 (DRD) (D.N.J.) (\$100 million recovery); *In re Anadigics, Inc. Sec. Litig.*, Master File No. 98-917 (MCL) (\$11.5 million recovery); *In re: Mobilemedia Sec. Litig.*, 28 F. Supp. 2d. 901 (D.N.J. 1998) (\$23.95 million recovery); *In re Hibbard Brown Sec. Litig.*, Master File No. 93 Civ 1150, MDL Docket 962 (\$150 million approved claim in bankruptcy); *In re C.R. Bard, Inc. Sec. Litig.*, Master File No. 90-948 (AMW) (D.N.J.) (\$18.1 million settlement).

118. The attorneys of Hedin Hall LLP are also recognized as having "extensive experience in class actions, with a specialty in securities matters." *Luczak v. Nat'l Beverage Corp.*, 2018 WL 9847842, at *2 (S.D. Fla. Oct. 12, 2018). With offices in San Francisco and Miami, the firm has successfully litigated and resolved numerous class actions under the federal securities law in state and federal courts nationwide. And founding partner Mr. Hall's personal experience includes over 12 years dedicated to complex securities litigation, including briefing and arguing numerous novel theories and issues of first impression. See, e.g., *Plymouth Cnty. Ret. Sys. v. Impinj, Inc.*, Index No. 650629/2019 (N.Y. Sup. Ct., N.Y. Cnty.) (\$20 million aggregate recovery, as co-lead counsel for Securities Act claims); *Plutte v. Sea Ltd.*, Index No. 655436/2018 (N.Y. Sup. Ct., N.Y. Cnty.) (\$10.75 million settlement for investor class on Securities Act claims); *In re Menlo Therapeutics Inc. Sec. Litig.*, Case No. 18-CIV-06049 (Cal. Super. Ct., San Mateo Cnty.) (\$9.5 million settlement for investor class on Securities Act claims); *In re EverQuote, Inc. Sec. Litig.*, Index No. 650907/2019 (N.Y. Sup. Ct., N.Y. Cnty.) (\$4.75 million settlement for investor class on Securities Act claims); *Chi. Laborers Pension Fund v. Alibaba Grp. Holding Ltd.*, Case No. CIV535692 (Cal. Super. Ct., San Mateo Cnty.) (\$75 million settlement for plaintiff class of investors); *City of Sterling Heights Gen. Emps.' Ret. Sys. v. Prudential Fin., Inc.*, No. 12-

CV-5275 (D.N.J.) (\$33 million settlement for class of aggrieved investors on Exchange Act claims); *La. Mun. Police Emps.' Pension Fund v. KPMG, LLP*, No. 10-CV-1461 (N.D. Ohio) (\$32.6 million settlement for class of aggrieved investors on Exchange Act claims); *Cyan v. Beaver Cnty. Emps. Ret. Fund*, 138 S. Ct. 1061 (2018) (9-0 vote in favor of plaintiffs).

119. This experience was evident in the diligent and difficult work undertaken by Plaintiff's Counsel in prosecuting this Action and arriving at the Settlement in the face of Defendants' vigorous opposition and serious hurdles to success described herein. This Action was prosecuted for four years and settled only after full merits and expert discovery was completed and summary judgment motions and motions to strike experts were fully briefed. The Settlement was reached only after three hard-fought mediations over the course of a year.

120. The quality of the work performed by Plaintiff's Counsel in attaining the Settlement must also be evaluated in light of the quality of the opposition. Defendants are represented by King and Spalding LLP and O'Toole Scrivo, LLC, respected firms that vigorously represented the interests of their clients. In the face of this experienced and well-financed opposition, Plaintiff's Counsel was nevertheless able to achieve an outstanding Settlement for the Class.

D. The Amount of Time Devoted to the Case by Plaintiff's Counsel

121. The work undertaken by Plaintiff's Counsel in investigating and prosecuting this Action and arriving at the present Settlement has been time-consuming and challenging. As detailed above, the Action was prosecuted for four years and settled only after Class Representative overcame multiple legal challenges and devoted substantial resources. Among other efforts, Plaintiff's Counsel (i) conducted an exhaustive investigation of the Class' claims; (ii) researched and prepared two complaints; (iii) prepared detailed legal memoranda in opposition to Defendants' motion to dismiss and their motion for reconsideration of the Court's Order declining to do so; (iv) undertook full fact and expert discovery, which included (a) reviewing more than 2,400,000 pages of documents produced by Defendants and non-parties, (b) noticing and taking fourteen fact depositions of Defendants, (c) defending Class Representative's deposition, (d) cross-examining Class Representative's investment manager, who was deposed by Defendants, (e) overseeing the preparation of eight expert reports by Class Representative's four experts, (f) reviewing seven expert reports prepared by Defendants' four experts, (g) taking the depositions of Defendants' four experts and (h) defending the depositions of Class Representative's four experts; (v) succeeded in obtaining class

certification; (vi) fully briefing three summary judgment motions and eight motions to strike experts; and (vii) participating in three mediations.

122. At all times throughout the pendency of the Action, Plaintiff's Counsel's efforts were focused on advancing the litigation to bring about the most successful outcome for the Class, whether through settlement or trial, by the most efficient means necessary.

123. Attached hereto as Exhibits 3, 4, and 5 are Certifications from Plaintiff's Counsel in support of Class Counsel's request for an award of attorneys' fees and payment of litigation expenses. Included with these Certifications are schedules that summarize the number of hours worked by each attorney and professional support staffer employed by the firms and the values of that time at current hourly rates, *i.e.*, the "lodestar," as well as the expenses incurred by category. As set forth in the Certifications, these schedules were prepared from contemporaneous records regularly prepared and maintained by the firms.

124. At times during the four years this Action has been pending, certain attorneys were nearly solely dedicated to this matter, preparing the case for summary judgment and, if necessary, trial. These attorneys, some of whom dedicated more than 1,000 hours each to the case, were primarily focused on building the

documentary and testimonial record that the Court would have considered at summary judgment and trial. They were assisted by additional attorneys and staff who supplemented these efforts when required. The ability to maintain continuous, dedicated attention to this litigation from inception allowed for greater efficiency.

125. It is respectfully submitted that the hours of Plaintiff's Counsel, and the hourly rates, reflected in the individual fee declarations are reasonable and customary in litigation of this nature.

126. Plaintiff's Counsel have collectively expended 40,550.3 hours in the prosecution and investigation of this Action. The resulting collective lodestar is \$32,226,328.00. Pursuant to the lodestar "crosscheck," the requested fee of 33-1/3% of the \$102,500,000 Settlement Fund (\$34,166,66) results in a modest multiplier of 1.06 on Plaintiff's Counsel' lodestar, which does not include any time from October 20, 2022 onwards that has been devoted to preparing the final approval papers and will necessarily be spent from this date forward working with the Claims Administrator in connection with Settlement administration and distribution, among other things.

E. Awards in Similar Cases

127. A fee award of 33-1/3% of the Net Settlement Fund would be consistent with awards in similar cases. *Pearlstein v. Blackberry Ltd.*, 2022 WL 4554858 (S.D.N.Y. Sept. 29, 2022)

(awarding 33-1/3% of \$165 million securities settlement); *Erica P. John Fund, Inc. v. Halliburton Co.*, 2018 WL 1942227 (N.D. Tex. Apr. 25, 2018) (awarding 33-1/3% of \$100 million securities settlement); *In re Apollo Grp. Inc. Sec. Litig.*, 2012 WL 1378677 (D. Ariz. Apr. 20, 2012) (awarding 33-1/3% of \$145 million settlement); *In re Initial Pub. Offering Sec. Litig.*, 671 F. Supp. 2d 467 (S.D.N.Y. 2009) (awarding 33-1/3% of \$586 million settlement); *In re Neurontin Antitrust Litig.*, 2014 WL 12962880 (D.N.J. Aug. 6, 2014) (awarding 33-1/3% of \$191 million antitrust settlement); *In re Flonase Antitrust Litig.*, 951 F. Supp. 2d 739 (E.D. Pa. 2013) (awarding 33-1/3% of \$150 million antitrust settlement); *Haddock v. Nationwide Life Ins. Co.*, 2015 WL 13942222 (D. Conn. Apr. 9, 2015) (awarding 35% of \$140 million settlement); *Cabot E. Broward 2 LLC v. Cabot*, 2018 WL 5905415 (S.D. Fla. Nov. 9, 2018) (awarding 33-1/3% of \$100 million fiduciary duty and fraud settlement); *In re Titanium Dioxide Antitrust Litig.*, 2013 WL 6577029 (D. Md. Dec. 13, 2013) (awarding 33-1/3% of \$163.5 million antitrust settlement).

F. The Contingent Nature of the Litigation

128. Plaintiff's Counsel, who worked on a contingent basis, bore the risk that no recovery would be achieved. From the outset, Plaintiff's Counsel understood that they were embarking on a complex, expensive, risky, and lengthy litigation with no

guarantee of ever being compensated for the substantial investment of time and money the case would require.

129. Courts have recognized that attorneys are entitled to a larger fee when their compensation is contingent in nature. See, e.g., *Gunter v. Ridgewood Energy Corp.*, 223 F.3d 190, 198 (3d Cir. 2020) (the "goal in percentage fee-award cases" is to "ensur[e] that competent counsel continue to be willing to undertake risky, complex, and novel litigation," by compensating them for the risk they take on and the success they achieve). Even with the most vigorous and competent efforts, success in contingent-fee litigation, such as this, is never assured. In addition, even when successful, the road to recovery can be long.

130. Plaintiff's Counsel's persistent efforts in the face of vigorous, unstinting opposition, notwithstanding the risk of non-payment, is what resulted in the outstanding recovery for the Class and supports the requested fee.

VIII. CLASS COUNSEL'S REQUEST FOR REIMBURSEMENT OF NECESSARY LITIGATION EXPENSES SHOULD BE APPROVED

131. Class Counsel, on behalf of Plaintiff's Counsel, also requests payment of expenses reasonably incurred in connection with the prosecution of this Action from the Settlement Fund in the amount of \$2,442,716.43, plus accrued interest. This amount is below the \$2,750,000.00 maximum expense amount that the Class was advised could be requested.

132. From the beginning of this Action, Plaintiff's Counsel were aware that they might not recover any of their expenses and, at the very least, would not recover anything until this Action was resolved. Thus, Plaintiff's Counsel were motivated to take steps to minimize expenses whenever practicable without jeopardizing the vigorous and efficient prosecution of this Action.

133. Plaintiff's Counsel's litigation expenses are set forth in the individual certifications of each firm, and are reflected in each firm's books and records. Exs. 3, 4, 5.

134. For example, of the total amount of expenses, \$1,829,532.97, or approximately 75% of total expenses, was expended on experts, whose work was essential to the overall prosecution of the Action. As noted above, these experts performed substantial analysis, prepared eight reports, sat for five depositions, and assisted with other matters as well, including mediation.

135. A vast amount of fact discovery was taken in the case, in addition to expert discovery. Class Counsel seeks \$256,778.53 (over 10% of total expenses) relating to document production, storage and review services, such as the costs associated with electronic discovery. Expenses totaling \$111,306.12 (over 4% of total expenses) were incurred in connection with court reporting services with the twenty-four fact and expert depositions taken

and defended by Class Counsel in the Action, as well as appearances at Court hearings and conferences.

136. Mediation fees were an additional \$129,010, or 5% of total expenses. They covered three mediations, additional negotiations and conferences, and review by the mediator and his assistant of comprehensive materials submitted by the Parties.

137. The other expenses for which Plaintiff's Counsel seek payment are the types of expenses that are necessarily incurred in litigation and routinely charged to clients including filing fees, online legal and factual research, and travel.

138. All these expenses are typical in litigation of this nature and were necessary to the successful prosecution and resolution of the claims against Defendants.

IX. THE REQUESTED AWARD TO CLASS REPRESENTATIVE IS FAIR AND REASONABLE

139. The requested service award to Class Representative, of \$25,000, for its work representing the interests of the Class in this case is also fair and reasonable. This is less than the amount disclosed in the Notice, and no objections have been received from the Class to date.

140. Class Representative has been committed to pursuing the Class' claims from the outset. It has actively and effectively fulfilled its obligation as Class Representative, complying with all of the demands placed on it during the litigation and

settlement of this Action, and providing valuable assistance to Class Counsel. Among other things, Class Representative sat for a deposition and was involved in discovery efforts, including the search for and production of documents, reviewed filings, regularly communicated with counsel, attended the initial mediation, and assessed the proposed Settlement. See Rankin Decl. ¶11.

141. The efforts expended by Class Representative during the course of the Action are precisely the types of activities courts have found to support an award to class representatives, were necessary to achieving this outstanding result for the Class, and the requested amount is fair and reasonable given the complexity and duration of the litigation.


X. CONCLUSION

142. For the reasons set forth above, and in the accompanying memorandum of law, in particular the significant recovery for the Class and substantial risks of continued litigation, Class Representative and Class Counsel respectfully submit that the Settlement and Plan of Allocation should be approved as fair, reasonable, and adequate. Likewise, in view of the significant recovery in the face of substantial opposition and risks, quality of work performed, contingent nature of the fee, and standing and experience of Plaintiff's Counsel, Class Counsel respectfully request that the Fee and Expense Application be approved in full.

Finally, for its commitment to diligently representing the Class and obtaining the best possible recovery, Class Representative respectfully requests that the modest requested service award of \$25,000 should be awarded.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Executed this 16th day of January, 2023



Deborah Clark-Weintraub

EXHIBIT 1

**COHN LIFLAND PEARLMAN
HERRMANN & KNOFF LLP**

Peter S. Pearlman (Atty. No.
243551970)
Audra DePaolo (Atty. No.
020321995)
Park 80 West - Plaza One
250 Pehle Avenue, Suite 401
Saddle Brook, New Jersey 07663
Tel.: (201) 845-9600
Fax: (201) 845-9423
E-Mail: psp@njlawfirm.com
ad@njlawfirm.com

*Attorneys for Plaintiff and
the Class*

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM,
Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

NEWELL BRANDS INC, MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT
H. GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT
S. COWEN, DOMENICO DE SOLE,
CYNTHIA A. MONTGOMERY,
CHRISTOPHER D. O'LEARY, JOSE
IGNACIO PEREZ-LIZAUER, STEVEN J.
STROBEL, MICHAEL A. TODMAN, and
RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY
DOCKET NO.: HUD-L-3492-18

Civil Action

**DECLARATION OF CHASE RANKIN ON
BEHALF OF CLASS REPRESENTATIVE
OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM IN
SUPPORT OF MOTION FOR FINAL
SETTLEMENT APPROVAL AND
APPLICATION FOR AWARD OF
ATTORNEYS' FEES AND EXPENSES
AND PLAINTIFF'S SERVICE AWARD**

I, Chase Rankin, being duly sworn, declare as follows:

1. I am the Executive Director of the Oklahoma Firefighters Pension and Retirement System ("Oklahoma"), the Plaintiff and Class Representative in the above-captioned certified class action ("Action"). Oklahoma is a government-affiliated pension plan that provides a range of comprehensive benefits to approximately 25,749 working and retired firefighters and beneficiaries in the State of Oklahoma. Oklahoma is located at 6601 Broadway Extension, Suite 100, Oklahoma City, Oklahoma 73116, and is managed by a Board of Trustees.

2. I respectfully submit this Declaration in support of approval of the proposed Settlement, which, based on my experience and consultation with counsel, Oklahoma and I fully support and believe is an excellent result for the Class.¹ I also submit this Declaration in support of Class Counsel's request for an award of attorneys' fees and expenses, and Oklahoma's request for a service award in connection with its successful efforts in representing the Class.

3. I have personal knowledge of the matters referred to in in this Declaration, as I, or others working under my direction, have been directly involved in undertaking, monitoring and

¹ Capitalized terms not defined herein are used as defined in the Stipulation.

overseeing the prosecution of the Action, and, if called as a witness, could competently testify thereto.

4. Pursuant to the Registration Statement that is at issue in the Action, Oklahoma acquired 36,451.394 shares of Newell Brand, Inc. ("Newell") common stock in connection with Newell's April 2016 acquisition of and merger with Jarden and in consideration for the 42,287 shares of Jarden Corporation ("Jarden") common stock that Oklahoma held at that time.

5. Oklahoma sought to serve as a class representative in the Action because it wanted to represent and protect the interests of all investors who also acquired shares of Newell common stock in connection with Newell's acquisition of Jarden. From the start of the Action, Oklahoma and I have been fully engaged in the Action and committed to assisting Class Counsel in vigorously prosecuting this case on behalf of the Class. I performed or oversaw the work that Oklahoma was responsible for undertaking in order to carry out its obligations to the Class and achieve this outstanding result - that work is further described in ¶11 below.

Class Representative Supports Approval of the Settlement

6. Based on my involvement in the prosecution and resolution of the Action, Oklahoma and I believe that the proposed Settlement of up to \$102,500,000.00 is an excellent resolution for the Class, particularly considering the substantial recovery obtained and the risks of continuing to litigate the Action instead

of settling. None of this would have been possible without the diligent efforts of Oklahoma and Class Counsel. Thus, I believe the Settlement represents a fair, reasonable, and adequate recovery on behalf of the Class and that final approval of the proposed Settlement is in the best interests of each Class Member.

Class Representative Supports Class Counsel's Fee and Expense Application

7. I have approved and support Class Counsel's request for an award of attorneys' fees of one-third of the Settlement Fund, and payment of Class Counsel's requested litigation expenses, with interest on both amounts. While I understand that determining the appropriate fee and expense award for Class Counsel is committed to the sound discretion of the Court, based on my knowledge of the substantial work performed and risk undertaken, I believe that Class Counsel's request is fair and reasonable for multiple reasons, which I understand are typically considered when analyzing such requests.

8. First, though both I and Class Counsel were confident as to the merits of the claim, the successful prosecution of the Action was far from assured. Class Counsel's ability to reach a settlement of this size despite the multiple risks inherent in the Action strongly supports the requested fee. Second, Class Counsel's successful efforts in developing the claims in the Action through their own independent investigation and discovery,

successfully opposing Defendants' motion to dismiss and motion for reconsideration, obtaining class certification, undertaking extensive fact and expert discovery, and fully briefing multiple summary judgment motions and motions to strike, among other aspects of the litigation, allowed for the Class' recovery. Third, Class Counsel was able to achieve this favorable Settlement notwithstanding four years of strongly contested litigation from Defendants who were represented by leading law firms, King & Spalding LLP and O'Toole Scrivo, LLC.

9. In summary, I believe Class Counsel's requested award of attorneys' fees is both fair and reasonable given the high-quality representation, responsiveness, and diligence of Class Counsel in prosecuting the Action, as well as the resulting recovery of up to \$102,500,000.00 for the Class in the face of the risk of no recovery at all. I further believe that the litigation expenses requested are reasonable and were necessary for the successful prosecution and resolution of the Action.

Class Representative Respectfully Requests a Service Award

10. Oklahoma and I have not received, nor have we been promised or offered, any financial incentive or compensation for serving as the Class Representative in the Action. I understand, however, that the Court may authorize a monetary award to a representative serving on behalf of the Class directly relating to its representation of the Class. I also understand that the grant

of such an award is entirely in the discretion of the Court, and that the Class has been given notice of this request to seek a service awards for Oklahoma's efforts in bringing and successfully prosecuting the Action.

11. Along with myself, Oklahoma's Fund Counsel, various employees at Oklahoma, and Oklahoma's Trustees, Oklahoma has actively participated in the prosecution of the Action. Among other aspects of the litigation, Oklahoma: (i) regularly communicated with Class Counsel concerning the status, progress, and any updates related to the Action; (ii) reviewed pleadings, briefs, orders, and other documents filed in the Action; (iii) conferred with Class Counsel concerning litigation, mediation and settlement strategy; (iv) participated in discovery, including collecting and producing documents, reviewing interrogatories (and responses and objections thereto), and sitting for an all-day deposition; (v) participated in mediations, including attending an all-day mediation in New York City; and (vi) evaluated and approved the proposed Settlement subject to the Court's approval. This work was considerable, due to the four-year duration of the case and expansive record.

12. Oklahoma therefore respectfully requests a service award of \$25,000 in connection with the time and effort spent representing the Class here. Moreover, the time Oklahoma and its personnel devoted to representing the Class in this Action was

time that they otherwise would have spent on other work for Oklahoma, and thus represents a cost to Oklahoma.

Conclusion

13. In sum, Oklahoma supports the proposed Settlement as fair, reasonable, and adequate, and believes it represents a favorable recovery for the Class in light of the significant risks of continued litigation. Oklahoma further supports Class Counsel's Fee and Expense Application, and believes it represents fair and reasonable compensation for counsel in light of the extensive work performed, substantial recovery obtained for the Class, and attendant litigation risks. Accordingly, for the reasons set forth herein, Oklahoma respectfully requests that the Court (i) approve the motion for final approval of the proposed Settlement; (ii) grant Class Counsel's Fee and Expense Application; and (iii) award Oklahoma a service award of \$25,000 for its work incurred in successfully prosecuting the Action on behalf of the Class.

I, Chase Rankin, declare under penalty of perjury that the foregoing is true and correct pursuant to the laws of the State of Oklahoma.

Executed on this 13th day of January, 2023, in Oklahoma City, Oklahoma.



CHASE RANKIN

EXHIBIT 2

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM,
Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

vs.

NEWELL BRANDS INC., MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT
H. GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT
S. COWEN, DOMENICO DE SOLE,
CYNTHIA A. MONTGOMERY,
CHRISTOPHER D. O'LEARY, JOSE
IGNACIO PEREZ-LIZIAUR, STEVEN J.
STROBEL, MICHAEL A. TODMAN, and
RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY
DOCKET NO.: HUD-L-003492-18

Civil Action

**Declaration of Alexander P.
Villanova Regarding: (A)
Mailing of the Notice and
Claim Form; (B) Publication of
the Summary Notice; and (C)
Objections**

I, Alexander P. Villanova, declare and state as follows:

1. I am a Senior Project Manager employed by Epiq Class Action & Claims Solutions, Inc. ("Epiq"). The following statements are based on my personal knowledge and information provided by other Epiq employees working under my supervision and, if called on to do so, I could and would testify competently thereto.

2. Epiq was retained by Counsel for the Class in the above-captioned litigation (the "Action"), and appointed pursuant to the Court's Order Granting Plaintiff's Unopposed Motion for Preliminary Approval of Class Action Settlement, entered November 4, 2022, ("Notice Order"), to serve as the Administrator. I submit this Declaration in order to provide the Court with information regarding the mailing and/or emailing of the Court-approved Notice of Proposed Settlement of Class Action ("Settlement Notice") as well as the Proof of Claim and Release (the "Claim Form") (collectively, the

Settlement Notice and Claim Form are referred to as the "Settlement Notice Packet"), and the publication of the Summary Class Notice of Pendency of Class Action ("Summary Settlement Notice").

DISSEMINATION OF THE SETTLEMENT NOTICE PACKET

3. Epiq is responsible for disseminating the Settlement Notice Packet to potential Class Members in this Action. By definition, Class Members are all persons who acquired the common stock of Newell Brands, Inc. pursuant to the S-4 Registration Statement and Prospectus issued in connection with Newell Brands, Inc.'s April 2016 acquisition of and merger with Jarden Corporation.

4. Epiq previously conducted a mailing campaign (the "Class Notice Mailing") in which it mailed or emailed the Notice of Pendency of Class Action (the "Class Notice") to persons and entities identified as potential Class Members. To identify these potential Class Members, Epiq received information from Defendant's transfer agent containing the names and addresses of some potential Class Members. Epiq mailed Class Notices to the investors listed. Epiq also mailed the Class Notice to brokerage firms, banks, institutions, and other potential nominees (the "Nominees") listed in Epiq's proprietary nominee database. In response, Epiq received from the Nominees either (i) the names, addresses, or email addresses of their clients who were potential Class Members or (ii) requests for additional copies of the Class Notice so that the Nominees could forward the Class Notice directly to their clients. Epiq also received names and addresses directly from potential Class Members in this Action in response to the publication of the Summary Class Notice.

5. Through this process, Epiq created a mailing list of all known potential Class Members, and their nominees, for use in connection with the Class Notice and any future notices.

6. After the Preliminary Approval Order was entered, Epiq created a mailing file for the Settlement Notice Packets consisting of 31,743 names and addresses compiled as a result of the Class Notice Mailing.

7. Beginning on December 1, 2022, (the "Notice Date"), Settlement Notice Packets were mailed to these 31,743 potential Class Members and to 1,044 Nominees listed in Epiq's proprietary nominee database, by first-class mail. The Settlement Notice Packets mailed to Nominees included a letter explaining that if the Nominee had previously submitted names, addresses, or email addresses in connection with the Class Notice Mailing, or had previously requested copies of the Class Notice in bulk, it did not need to submit that information again unless it had additional names, addresses, or email addresses to provide or needed a different number of Settlement Notice Packets. A true and accurate copy of the letter sent to Nominees is attached as Exhibit A.

8. On December 1, 2022, 32,787 copies of the Settlement Notice Packet were mailed. A copy of the Settlement Notice Packet is attached hereto as Exhibit B.

9. Since the initial mailing, through January 11, 2023, Epiq has mailed or emailed additional copies of the Settlement Notice Packet to potential members of the Class whose names, addresses, or email addresses were provided by individuals or Nominees, and mailed additional Settlement Notice Packets to Nominees who requested Settlement Notice Packets in bulk for forwarding to their customers.

Epiq will continue to timely respond to any additional requests for Settlement Notice Packets.

10. As of January 11, 2023, a total of 207,223 Settlement Notice Packets have been disseminated to potential Class Members and Nominees by first-class mail or email.

11. As of January 11, 2023, 392 Settlement Notice Packets have been returned by the United States Postal Service to Epiq as undeliverable as addressed ("UAA"). Of those returned UAA, Epiq obtained forwarding addresses for 112 Settlement Notice Packets, which were promptly re-mailed to the updated addresses.

PUBLICATION OF THE SUMMARY SETTLEMENT NOTICE

12. The Court's Notice Order directed that the Summary Settlement Notice be published once in *Investor's Business Daily* and be transmitted over *PR Newswire*. Accordingly, the Summary Settlement Notice was published in *Investor's Business Daily* and transmitted over *PR Newswire* on December 5, 2022. Attached as Exhibit C is a confirmation of that publication, attesting to the publication in *Investor's Business Daily* and the transmission over *PR Newswire*.

CALL CENTER SERVICES

13. Epiq reserved a toll-free phone number for the Class Members (800-680-0027) and published that toll-free number in the Settlement Notice, the Claim Form, and on the Settlement website.

14. The toll-free number connects callers with an Interactive Voice Recording ("IVR"). The IVR provides potential Class Members and others who call the toll-free telephone number access to

additional information that has been pre-recorded. The toll-free telephone line with pre-recorded information is available 24 hours a day, 7 days a week. Specifically, the pre-recorded message provides callers with a brief summary about the Action and the option to select one of several more detailed recorded messages addressing frequently asked questions. The IVR also allows callers to request that a Settlement Notice Packet be mailed to them or to opt to speak live with a trained operator. Live operators are available Monday through Friday from 6:00 a.m. to 6:00 p.m. Pacific Time (excluding official holidays). During other hours, callers may leave a message for an agent to call them back.

15. As the Settlement Notice Packet explains, potential claimants are also able to ask questions about the Settlement via a specific email address set aside for questions and via letter to a mailing address.

WEBSITE

16. Epiq established and is maintaining a website dedicated to this Action (www.NewellBrandsSecuritiesLitigation.com) to provide additional information to Class Members and to answer frequently asked questions. Users of the website can download the Settlement Notice, the Claim Form, the Stipulation of Settlement, the Notice Order, and other relevant documents. The website also allows potential Class Members to submit claims online. The web address was set forth in the published Summary Notice and the mailed Settlement Notice Packet. Epiq will continue operating, maintaining and, as appropriate, updating the website until the conclusion of this administration.

OBJECTIONS

17. The Settlement Notice directs Class Members to submit their objections to the Court, and not to Epiq as Claims Administrator. Nonetheless, Epiq has checked for receipt of any objections and is not aware of any having been received.

18. Epiq will submit a supplemental declaration after the objection deadline has passed to report on any objections received, in the event that any are sent to Epiq as Claims Administrator instead of the Court.

I declare under penalty of perjury under the laws of the State of Oregon that the foregoing is true and correct to the best of my knowledge.

Executed on January 12, 2023, in Tigard, Oregon.



Alexander P. Villanova

Exhibit A

Newell Brands Securities Litigation
 Claims Administrator
 P.O. Box 3328
 Portland, OR 97208-3328

Website: www.NewellBrandsSecuritiesLitigation.com
 Email: info@NewellBrandsSecuritiesLitigation.com
 Phone: 1-800-680-0027

NOTICE TO BROKERS, BANKS, AND OTHER NOMINEES

**TIME-SENSITIVE, COURT-ORDERED
 ACTION REQUIRED ON YOUR PART**

Oklahoma Firefighters Pension and Retirement System v. Newell Brands Inc., et al.
Docket No.: HUD-L-3492-18

A proposed Settlement of the above-noted securities class action lawsuit (the “Action”) has been reached. Enclosed is the Settlement Notice and Claim Form (the “Claim Packet”) that the Court has ordered to be timely sent to potential Settlement Class Members.

The Class consists of all former shareholders of Jarden Corporation who purchased or otherwise acquired the common stock of Newell Brands Inc. (“Newell”) pursuant to the S-4 registration statement and prospectus issued in connection with Newell’s April 2016 acquisition of and merger with Jarden Corporation. The CUSIP for Newell common stock was 80004C101. The CUSIP for Jarden Corporation common stock was 80004C101.

If, in connection with the mailing of the Notice of Pendency of Class Action, you provided the Claims Administrator with a list of names and addresses of Class Members, **DO NOT** resubmit those names and addresses. Copies of the Claim Packet will be forwarded to those Class Members by the Claims Administrator. (Also, see below.)

If, in connection with the mailing of the Notice of Pendency of Class Action, you requested that the Notices be sent to you for forwarding by you to Class Members **WITHOUT** providing the names and addresses to the Claims Administrator, you will be mailed the same number of Claim Packets to forward to those Class Members. If you require a different number of copies than you requested in connection with the mailing of the Notice of Pendency of Class Action, please send an email to info@NewellBrandsSecuritiesLitigation.com and let the Claims Administrator know how many Claim Packets you require. You must mail the Claim Packet to the beneficial owners within **seven (7) calendar days** of your receipt of packets. Please note, in the Notice of Pendency, you were advised that if you elected to forward the Notice, you must retain your mailing records for use in connection with any further notices that may be provided in the Action.

If you are providing a list of names, addresses, and email addresses to the Administrator, please do the following:

- (a) Compile a list of names, last known addresses, and email addresses of the beneficial owners described above.
- (b) Prepare the list in Microsoft Excel format following the “Electronic Name and Address File Layout” set forth on page 2 below. A preformatted spreadsheet can also be found on the “Nominees” page of the website, www.NewellBrandsSecuritiesLitigation.com.
- (c) Then you must do one of the following:
 - 1. Burn the Microsoft Excel file(s) to a CD or DVD and mail the CD or DVD to:

Newell Brands Securities Litigation
 Claims Administrator
 P.O. Box 3328
 Portland, OR 97208-3328;
 - 2. Email the spreadsheet to info@NewellBrandsSecuritiesLitigation.com; or
 - 3. Upload the spreadsheet to the “Nominees” page of the website, www.NewellBrandsSecuritiesLitigation.com.

For Questions, Please Call 800-680-0027

If you are mailing the Claim Packet to beneficial owners:

If you elect to mail the Claim Packet to beneficial owners yourself, additional copies of the Claim Packet may be requested via email to info@NewellBrandsSecuritiesLitigation.com. As noted above, you must forward the requested additional copies of the Claim Packet to the beneficial owners within seven (7) calendar days of your receipt of those Claim Packets. **You must also send a statement to the Claims Administrator at the address above confirming that the mailing was made, and you must retain your mailing records for use in connection with any further notices that may be provided in the Action.**

Expense Reimbursement

Upon full compliance with the Order, such nominees may seek payment of their reasonable expenses actually incurred in complying with the Order, up to a maximum of \$0.20 per Notice and Proof of Claim plus postage at the current pre-sort rate used by the Claims Administrator if the Notice and Proof of Claim is mailed by the broker or nominee; or \$0.05 per Notice and Proof of Claim transmitted by email by the broker or nominee; or \$0.10 per name, mailing address, and email address (to the extent available) provided to the Claims Administrator, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with the terms of the Order shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

Electronic Name and Address File Layout

Column	Description	Length	Notes
A	Account #	15	Unique identifier for each record
B	Beneficial owner’s first name	25	
C	Beneficial owner’s middle name	15	
D	Beneficial owner’s last name	30	
E	Joint beneficial owner’s first name	25	
F	Joint beneficial owner’s middle name	15	
G	Joint beneficial owner’s last name	30	
H	Business or record owner’s name	60	Businesses, trusts, IRAs, and other types of accounts
I	Representative or contact name	45	
J	Address 1	35	
K	Address 2	25	
L	City	25	
M	U.S. state or Canadian province	2	U.S. and Canada addresses only ¹
N	ZIP Code	10	
O	Country (other than U.S.)	15	
P	Email address	45	

For further details, please refer to page 10 of the enclosed Notice.

If you have any questions, you may contact the Claims Administrator at 800-680-0027 or by email at info@NewellBrandsSecuritiesLitigation.com. Thank you for your cooperation.

¹ For countries other than the U.S. and Canada, place any territorial subdivision in “Address 2” field.

For Questions, Please Call 800-680-0027

Exhibit B

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM, Individually and on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

NEWELL BRANDS INC., MICHAEL B. POLK, JOHN K. STIPANCICH, SCOTT H. GARBER, BRADFORD R. TURNER, MICHAEL T. COWHIG, THOMAS E. CLARKE, KEVIN C. CONROY, SCOTT S. COWEN, DOMENICO DE SOLE, CYNTHIA A. MONTGOMERY, CHRISTOPHER D. O’LEARY, JOSE IGNACIO PEREZ-LIZAU, STEVEN J. STROBEL, MICHAEL A. TODMAN, and RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY
DOCKET NO.: HUD-L-003492-18

Civil Action

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS WHO ACQUIRED THE COMMON STOCK OF NEWELL BRANDS INC. PURSUANT TO THE S-4 REGISTRATION STATEMENT AND PROSPECTUS (INCLUDING ALL AMENDMENTS THERETO AND ALL DOCUMENTS INCORPORATED THEREIN) ISSUED IN CONNECTION WITH NEWELL BRANDS INC.’S APRIL 2016 ACQUISITION OF AND MERGER WITH JARDEN CORPORATION.

IN ORDER TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) BY MARCH 2, 2023.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

WHY SHOULD I READ THIS NOTICE?

This Notice is given pursuant to an order issued by the Superior Court of New Jersey (the “Court”). This Notice serves to inform you of the proposed settlement of the above-captioned class action lawsuit (the “Settlement”) and the hearing (the “Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation of Settlement dated October 19, 2022 (the “Stipulation”), in the action captioned *Oklahoma Firefighters Pension and Retirement System v. Newell Brands Inc.*, HUD-L-003492-18, entered into by and between: (a) Plaintiff and Court certified Class Representative Oklahoma Firefighters Pension and Retirement System; and (b) Defendants Newell Brands Inc., Michael B. Polk, John K. Stipancich, Scott H. Garber, Bradford R. Turner, Michael T. Cowhig, Thomas E. Clarke, Kevin C. Conroy, Scott S. Cowen, Domenico De Sole, Cynthia A. Montgomery, Christopher D. O’Leary, Jose Ignacio Perez-Lizaur, Steven J. Strobel, Michael A. Todman, and Raymond G. Viault, by their respective counsel.¹

This Notice is intended to inform you how this lawsuit and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit or whether the Defendants engaged in any wrongdoing.

- If approved by the Court, the Settlement will provide one-hundred and two million, five hundred-thousand dollars (\$102,500,000) (the “Settlement Amount”) gross, plus interest as it accrues, minus any Court-awarded attorneys’ fees to Class Counsel, Court-awarded incentive award to Plaintiff, costs, administrative expenses, and net of any taxes on interest (the “Net Settlement Fund”), to pay claims of investors who acquired Newell shares

¹ The Stipulation can be viewed and/or downloaded at www.NewellBrandsSecuritiesLitigation.com. All capitalized terms used herein have the same meaning as the terms defined in the Stipulation.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

pursuant to the S-4 registration statement and prospectus (including all amendments thereto and all documents incorporated therein, collectively “Offering Materials”) issued in connection with Newell Brands Inc.’s April 2016 acquisition of and merger with Jarden Corporation.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
Submit a Proof of Claim and Release Form	Proofs of Claim must be postmarked (if mailed) or received (if submitted online) on or before March 2, 2023 . This is the only way to get a payment.
Object	Write to the Court no later than January 30, 2023 about why you do not like the Settlement. You can still submit a Proof of Claim.
Go to the Hearing	Ask to speak in Court about the fairness of the Settlement at the hearing on February 10, 2023 at Brennan Courthouse, 583 Newark Avenue, Jersey City, NJ 07306 at 1:30 p.m. You can still submit a Proof of Claim.
Do Nothing	Get no payment.

DEFINITIONS

All capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation of Settlement, dated October 19, 2022 (the “Stipulation”).

WHAT IS THIS LAWSUIT ABOUT?

I. THE ALLEGATIONS

Plaintiff filed this Action on September 5, 2018. The Action alleges that Newell and several of its current and former officers and directors violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 by issuing a materially untrue and misleading registration statement and joint proxy prospectus (the “Offering Documents”) in connection with Newell’s acquisition of Jarden Corporation. The acquisition closed on April 15, 2016, with Plaintiff and the Class receiving cash and Newell shares issued pursuant to the Offering Documents in exchange for their Jarden shares.

Plaintiff alleges that the Offering Documents contained two categories of alleged misstatements and omissions – first, that Newell’s core sales growth was stalling and, at the time of the acquisition, was dependent on so-called “period end buys” that offered customers additional incentives outside their normal terms; and second, that Newell had talent gaps and functional deficiencies, which posed a risk to Newell’s ability to successfully integrate Jarden. The Action alleges that the alleged truth hidden by these two categories of alleged misstatements and omissions was revealed to investors in a series of announcements between September 6, 2017 and August 6, 2018, causing Newell’s stock price to decline approximately 50% from its price at the time of the acquisition.

Defendants deny all of Plaintiff’s allegations. Without limiting the generality of the foregoing in any way, Defendants have expressly denied and continue to deny, among other things, that any alleged misstatements or materially misleading omissions were made or that Plaintiff or the Class have suffered any alleged damages. Defendants do not admit any liability or wrongdoing in connection with the allegations set forth in the Action, or any facts related thereto.

II. PROCEDURAL HISTORY

Plaintiff filed an amended complaint on November 28, 2018. Thereafter, on February 7, 2019, Defendants moved to dismiss the Action in its entirety on numerous grounds, including that (i) Plaintiff’s claims were barred by the statute of limitations; (ii) Plaintiff had failed to adequately allege standing under Sections 11 and 12(a)(2); (iii) the alleged misstatements and omissions were protected by the PSLRA safe harbor for forward-looking statements and the bespeaks-caution doctrine; (iv) the alleged misstatements were immaterial; and (v) Plaintiff had failed to allege falsity, a violation of Item 303 of Regulation S-K or control person liability under Section 15 of the Securities Act. Plaintiff opposed the motion and, following oral argument, the Court denied Defendants’ motion to dismiss. A subsequent motion for reconsideration was denied as well.

Thereafter, Defendants answered the amended complaint denying Plaintiff’s allegations and asserting

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numerous affirmative defenses and the Parties commenced merits discovery. Plaintiff obtained more than 300,000 documents from Defendants and numerous non-parties during merits discovery and deposed thirteen fact witnesses. In addition, Plaintiff produced over 34,700 documents to Defendants and was deposed by Defendants. In addition, Defendants obtained documents from and deposed a representative of Plaintiff's investment manager, Fred Alger. During merits discovery, Plaintiff filed a motion to compel discovery from Defendants.

On April 13, 2020, Plaintiff filed a motion to certify the Class and appoint Plaintiff as Class Representative and Scott+Scott as Class Counsel. Defendants opposed the motion. After hearing oral argument, on August 7, 2020, the Court granted the motion and appointed Plaintiff as Class Representative and Scott+Scott as Class Counsel. Thereafter, the Notice of Pendency of Class Action informing Class Members of the pendency of this certified securities class action was disseminated in accordance with the Court-approved notice plan. The Notice of Pendency afforded Class Members the opportunity to opt out of the Class if they did not want to be bound by the outcome of the Action, and required them to submit any requests for exclusion by May 6, 2021.

Following the close of merits discovery, the Parties designated experts and engaged in expert discovery. Plaintiff and Defendants each designated an expert on the following four topics: (i) causation and damages, (ii) disclosure, (iii) due diligence, and (iv) integration. A total of 15 expert reports were exchanged and 10 expert depositions were taken, with the experts on causation and damages being deposed twice.

Following the close of expert discovery Defendants moved for summary judgment on numerous grounds and Plaintiff filed a motion for partial summary judgment on Defendants' affirmative defense of negative causation. In addition, the Parties filed motions to strike each of their opponent's experts. The motions were fully briefed and legal memoranda, supporting statements of disputed and undisputed facts, and accompanying exhibits ran thousands of pages.

Settlement Negotiations:

The Parties participated in three separate mediations before the Hon. Daniel Weinstein (Ret.) before they were able to reach an agreement in principle to settle the Action. The first mediation was held in August 2021 while expert discovery was ongoing but ended without an agreement. Prior to the first mediation the Parties exchanged lengthy mediation statements and each side made a presentation at the start of the session. A second mediation held in September 2021 also ended without agreement. The third and final mediation was held on September 14, 2022 after briefing on the Parties' motions for summary judgment and motions to strike experts was complete. The Parties again exchanged mediation statements. At the conclusion of the third mediation, Judge Weinstein made a mediator's proposal which was accepted by both sides.

HOW DO I KNOW IF I AM A CLASS MEMBER?

If you were a Jarden shareholder who acquired the common stock of Newell Brands Inc. pursuant to the S-4 registration statement and prospectus (including all amendments thereto and all documents incorporated therein) issued in connection with Newell Brands Inc.'s April 2016 acquisition of and merger with Jarden Corporation – that is, you received Newell common stock in exchange for Jarden shares – you are a Class Member, unless you are excluded from the Class by definition. As set forth in the Stipulation, excluded from the class are Defendants and their families; the officers, directors, and affiliates of Defendants and their immediate families; the legal representatives, heirs, successors, or assigns of any of the foregoing; and any entity in which any Defendant has or had a controlling interest. Also excluded from the Class are those Persons who timely and validly excluded themselves from the Action following the Notice of Pendency of a Class Action that the Court previously issued.

PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before **March 2, 2023**.

WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?

The Settlement, if approved, will result in the creation of a cash settlement fund of \$102,500,000 (the "Settlement Fund"). The Settlement Fund, plus accrued interest and minus the costs of this Notice and all costs associated with the administration of the Settlement Fund, as well as attorneys' fees and expenses, and the payment to Plaintiff for representing the Class, as approved by the Court (the "Net Settlement Fund"), will be distributed to eligible Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

WHAT IS THE PROPOSED PLAN OF ALLOCATION?

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective alleged economic losses resulting from the securities law violations alleged in the Action.

The Net Settlement Fund shall be distributed to members of the Class who submit valid Claim Forms that are accepted for payment in accordance with the Plan of Allocation approved by the Court (“Authorized Claimants”).

The Claims Administrator shall determine each Authorized Claimant’s *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant’s “Recognized Claim.” The Recognized Claim formula is not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Claim formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.

The objective of this Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants who suffered economic losses as a result of the alleged violations of the federal securities laws with respect to shares of Newell common stock acquired pursuant to the S-4 Registration Statement and Prospectus (including all amendments thereto and all documents incorporated therein) issued in connection with Newell Brands Inc.’s April 2016 acquisition of and merger with Jarden Corporation.

The statutory damages formula set forth in Section 11(e) of the Securities Act serves as the basis for the calculation of the Recognized Loss Amounts under the Plan of Allocation. The formulas stated below, which were developed by Plaintiff’s damages expert, generally track the statutory formula.

1. Calculation Of Recognized Loss Amounts

For purposes of determining whether a Claimant has a “Recognized Claim,” purchases, acquisitions, and sales of Newell common stock will first be matched on a First In/First Out (“FIFO”) basis. If, in addition to Newell shares acquired in the Merger, a Settlement Class Member has purchases/acquisitions or sales of Newell common stock from April 18, 2016 through October 18, 2022, all such purchases/acquisitions and sales shall be matched on a FIFO basis. Post-Merger sales will be matched first against any holdings prior to the Merger and then against acquisitions in the Merger in chronological order.

A “Recognized Loss Amount” will be calculated as set forth below for each share of Newell common stock acquired pursuant to the Registration Statement for the Merger that is listed in the Claim Form and for which adequate documentation is provided. For purposes of the Settlement, such acquisitions will be considered pursuant to the Registration Statement for the Merger if and only if the Newell shares were received in exchange for Jarden Corporation’s shares² in connection with the April 15, 2016 Merger. Shares of Newell common stock purchased or otherwise acquired on the open market after the Merger are not eligible for a recovery. To the extent that the calculation of a Claimant’s Recognized Loss Amount results in a negative number, that number shall be set to zero.

For each share of Newell common stock purchased or otherwise acquired as part of the Merger on or about April 18, 2016, and:

- A. Sold before the opening of trading on September 5, 2018,³ the Recognized Loss Amount for each such share shall be \$44.05⁴ *minus* the sale price.
- B. Sold after the opening of trading on September 5, 2018 and through the close of trading on October 18, 2022, the Recognized Loss Amount for each such share shall be \$44.05 *minus* the sale price (not to be less than \$21.87, the closing share price on September 5, 2018).
- C. Retained through the close of trading on October 18, 2022, the Recognized Loss Amount for each such share shall be \$44.05 *minus* \$21.87, the closing share price on September 5, 2018.

² Jarden Shares includes Jarden stock, and also Jarden notes converted into Jarden stock in connection with Newell’s acquisition of Jarden.

³ For purposes of the statutory calculations, September 5, 2018 (the date of the filing of the initial complaint in the Action) is the date of suit.

⁴ The issue price of \$44.05 per share is calculated by beginning with the closing price of Jarden Common Stock on April 15, 2016 of \$58.97, subtracting the \$21.00 cash consideration received in connection with the Merger, and then dividing by the 0.862 share conversion factor.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

2. Additional Provisions

Purchases or acquisitions and sales of Newell common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” or “sale” date. The receipt or grant by gift, inheritance or operation of law of Newell common stock outside the Offering shall not be deemed a purchase, acquisition, or sale for the calculation of an Authorized Claimant’s Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares of Newell common stock unless (i) the donor or decedent purchased or otherwise acquired such shares of Newell common stock in exchange for Jarden shares; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares of Newell common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.

In accordance with the Plan of Allocation, the Recognized Loss Amount on any portion of a purchase or acquisition that matches against (or “covers”) a “short sale” is zero. The Recognized Loss Amount on a “short sale” that is not covered by a purchase or acquisition is also zero.

In the event that a Claimant has an opening short position in Newell common stock on the date prior to the Offering (prior to the opening of trading on April 18, 2016), the Newell common stock shares acquired in the Merger shall be matched against such opening short position in accordance with the FIFO matching described above and any portion of such purchase/acquisition that covers such short sales will not be entitled to recovery.

Newell common stock acquired in connection with the Newell-Jarden Merger is the only security eligible for a recovery under the Plan of Allocation.

The sum of a Claimant’s Recognized Loss Amounts will be the Claimant’s “Recognized Claim.”

An Authorized Claimant’s Recognized Claim shall be the amount used to calculate the Authorized Claimant’s *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant’s Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

The Net Settlement Fund will be allocated among all Authorized Claimants whose prorated payment is \$10.00 or greater. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of un-cashed distributions or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, and if economically feasible, any balance remaining in the Net Settlement Fund at least six months after the initial distribution of such funds shall be re-distributed to Class Members who have cashed their initial distributions in an economical manner, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such re-distribution. Any balance that still remains in the Net Settlement Fund after re-distribution(s), which is not feasible or economical to reallocate, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund, shall be contributed to the Legal Aid Society, a non-sectarian, not-for-profit charitable organization(s) serving the public interest, designated by Plaintiff’s Counsel and approved by the Court.

DO I NEED TO CONTACT PLAINTIFF’S COUNSEL IN ORDER TO PARTICIPATE IN DISTRIBUTION OF THE SETTLEMENT FUND?

No. If you have received this Notice and timely submit your Proof of Claim to the designated address, you need not contact Plaintiff Counsel. If your address changes, please contact the Claims Administrator at:

Newell Brands Securities Litigation
Claims Administrator
P.O. Box 3328
Portland, OR 97208-3328

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

THERE WILL BE NO PAYMENTS IF THE SETTLEMENT IS TERMINATED

The Settlement may be terminated under several circumstances outlined in the Stipulation. If the Settlement is terminated, the Actions will proceed as if the Stipulation had not been entered into.

WHAT ARE THE REASONS FOR SETTLEMENT?

The Settlement was reached after a thorough investigation by Plaintiff's Counsel, extensive discovery, summary judgment briefing and three mediations. The Court has not reached any final decisions in connection with Plaintiff's claims against Defendants. Instead, Plaintiff and Defendants have agreed to this Settlement, which was reached with the substantial assistance of a highly respected mediator of complex class actions. In reaching the Settlement, the Parties have avoided the cost, delay and uncertainty of further litigation.

As in any litigation, Plaintiff and the proposed Class would face an uncertain outcome if they did not agree to the Settlement. The Parties expected that the case could continue for a lengthy period of time and that if Plaintiff succeeded, Defendants would file appeals that would postpone final resolution of the case. Continuation of the Action against Defendants could result in a judgment greater than this Settlement. Conversely, continuing the case could result in no recovery at all or a recovery that is less than the amount of the Settlement.

Plaintiff and Plaintiff's Counsel believe that this Settlement is fair and reasonable to the members of the Class. They have reached this conclusion for several reasons. Specifically, if the Settlement is approved, the Class will receive a certain and substantial immediate monetary recovery. Additionally, Plaintiff's Counsel believe that the significant and immediate benefits of the Settlement, when weighed against the significant risk, delay and uncertainty of continued litigation, are a very favorable result for the Class.

WHO REPRESENTS THE CLASS?

The following attorneys are counsel for the Class:

Deborah Clark-Weintraub, Esq.
Max Schwartz, Esq.
SCOTT+SCOTT, ATTORNEYS AT LAW LLP
The Helmsley Building
230 Park Avenue, 17th Floor
New York, NY 10169
Telephone: (212) 223-6444

If you have any questions about the Actions, or the Settlement, you are entitled to consult with Plaintiff's Counsel by contacting counsel at the phone number listed above.

You may obtain a copy of the Stipulation by contacting the Claims Administrator at:

Newell Brands Securities Litigation
Claims Administrator
P.O. Box 3328
Portland, OR 97208-3328

HOW WILL THE PLAINTIFF'S LAWYERS BE PAID?

Plaintiff's Counsel will file a motion for an award of attorneys' fees and expenses that will be considered at the Settlement Fairness Hearing. Plaintiff's Counsel will apply for an attorneys' fee award for Plaintiff's Counsel in the amount of up to 33 and 1/3% of the Settlement Fund, plus payment of Plaintiff's Counsel's expenses incurred in connection with this Action in an amount not to exceed \$2,750,000.⁵ In addition, Plaintiff may seek a payment of up to \$50,000 in for its efforts in representing the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

⁵ Plaintiff's Counsel will allocate the attorneys' fees awarded among Cohn Lifland Pearlman Herrmann & Knopf LLP, SCOTT+SCOTT Attorneys at Law LLP, and Hedin Hall LLP.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

The attorneys' fees and expenses requested will be the only payment to Plaintiff's Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Plaintiff's Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Plaintiff's Counsel.

IF I DID NOT ALREADY EXCLUDE MYSELF FROM THE CLASS FOLLOWING THE PREVIOUSLY ISSUED NOTICE OF CLASS PENDENCY, THE OPPORTUNITY TO DO SO HAVING EXPIRED ON MAY 6, 2021, IS THERE A WAY TO EXCLUDE MYSELF NOW AND BRING THE CLAIMS AT ISSUE HERE WHICH INVOLVE SECURITIES ISSUED AND STATEMENTS MADE OVER SIX YEARS AGO?

No. N.J. Rule 4:32-2(e) states that if, following the certification of an action as a class action, notice of the pendency of the class certification is issued to potential class members and provides them with an opportunity to exclude themselves from the class at that time, the court is not required to allow a second opportunity for exclusion if a settlement is subsequently reached. Following the certification of the Class here, the Court authorized the issuance of the Notice of Pendency of a Class Action ("Notice of Pendency"). The Notice of Pendency was disseminated in March 2021 through a Court-approved notice plan. Among other things, the Notice of Pendency informed potential Class Members that: they would be bound by the result of any future resolution of the Action; if they did not wish to be so bound, they had to submit requests for exclusion from the Class by May 6, 2021; and that if they did not exclude themselves by that time it was within the discretion of the Court not to permit a later opportunity to request exclusion at the time of any settlement.

Further, here, on account of *California Public Employees' Retirement System v. Anz Securities, Inc.*, 137 S. Ct. 2042 (2017), if a Class Member were to request exclusion at this time, any individual claim it would attempt to bring would most likely be time-barred. In *Anz*, the U.S. Supreme Court held that the pendency of a class action does not toll statutes of repose, including the statute of repose for the Securities Act, the statute under which the claims at issue here are brought. The Securities Act statute of repose is three years from when the statements at issue are made, and the statements for the claims at issue here were all made by April 15, 2016, which is more than three years ago. 15 U.S.C. §77m. Similarly, the statute of repose for securities fraud claims under the Securities Exchange Act is five years from when the statements are made, and the statements at issue here were made more than five years ago as well. 28 U.S.C. §1658. This means the only opportunity for Class Members to receive a recovery for their claims is most likely through participation in the Settlement, and if an individual does not wish to participate they simply need not file a Proof of Claim form.

The deadline for requesting exclusion from the Class expired one and one-half years ago, and in light of the foregoing considerations, it will not be extended.

CAN I OBJECT TO THE SETTLEMENT, THE REQUESTED ATTORNEYS' FEES, THE REQUESTED PAYMENT OF COSTS AND EXPENSES AND/OR THE PLAN OF ALLOCATION?

Yes. If you are a Class Member, you may object to the terms of the Settlement. Objecting is telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, or Plaintiff's Counsel's request for an award of attorneys' fees and expenses. Whether or not you object to the terms of the Settlement, you may also object to the requested attorneys' fees, costs and expenses, Plaintiff's request for payment for representing the Class and/or the Plan of Allocation. In order for any objection to be considered, you must file a written statement, accompanied by proof of Class membership, with the Court and send a copy to one of Plaintiff's Counsel and one of Defendants' Counsel, at the addresses listed below **by January 30, 2023**. The Court's address is Superior Court of New Jersey, Law Division, Hudson County, 595 Newark Avenue, Jersey City, NJ 07306; Plaintiff's Counsel's address is Attn: Deborah Clark-Weintraub SCOTT+SCOTT, ATTORNEYS AT LAW LLP, The Helmsley Building, 230 Park Avenue, 17th Floor, New York, NY 10169; Defendants' Counsel's address is KING & SPALDING LLP, Attn: Warren Pope, 1180 Peachtree Street, NE, Suite 1600, Atlanta GA, 30309. In addition, the objection must state whether it applies only to the objector, to a specific subset of the Class, or to the entire Class. Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally at the Settlement Fairness Hearing are required to indicate in their written objection their intention to appear at the hearing and identify any witnesses they may call to testify and exhibits, if any, they intend to introduce into evidence.

WHAT ARE MY RIGHTS AND OBLIGATIONS UNDER THE SETTLEMENT?

If you are a Class Member you may receive the benefit of, and you will be bound by, the terms of the Settlement described in this Notice, upon approval by the Court.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

HOW CAN I GET A PAYMENT?

In order to qualify for a payment, you must timely complete and return the Proof of Claim that accompanies this Notice. A Proof of Claim is enclosed with this Notice and also may be downloaded at www.NewellBrandsSecuritiesLitigation.com. Read the instructions carefully; fill out the Proof of Claim; sign it; and mail or submit it online so that it is **postmarked (if mailed) or received (if submitted online) no later than March 2, 2023**. The Proof of Claim may be submitted online at www.NewellBrandsSecuritiesLitigation.com. If you do not submit a timely Proof of Claim with all of the required information, you will not receive a payment from the Settlement Fund.

WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?

If the Settlement is approved by the Court, the Court will enter a Judgment. If the Judgment becomes final pursuant to the terms of the Stipulation, all Class Members shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged any and all of the Released Parties from all Released Claims.

- “Released Defendants’ Parties” means each Defendant, each of their respective Immediate Family Members, and each of their respective former, present, or future direct or indirect parent entities, subsidiaries, divisions, related entities, and affiliates, general partners, limited partners, partnerships, principals, shareholders, joint venturers, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, auditors, accountants, advisors, financial advisors, professional advisors, investment bankers, representatives, insurers and reinsurers of each of them, trusts, trustees, trustors, agents, attorneys, professionals, predecessors, successors, estates, assigns, assignees, heirs, executors, administrators, and legal or personal representatives of each of them, in their capacities as such.
- “Released Claims” means all claims (including but not limited to “Unknown Claims” as defined below), debts, disputes, demands, losses, rights, actions or causes of action of any nature whatsoever, liabilities, damages, obligations, sums of money due, judgments, suits, amounts, matters, issues and charges of any kind whatsoever (including, but not limited to, any claims for interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses, amounts, or liabilities whatsoever), whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, foreseen or unforeseen, whether individual or class in nature, whether arising under federal or state statutory or common law or any other law, rule, or regulation, whether foreign or domestic that Plaintiff or any member of the Class, or any of their successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such: (1) asserted, whether directly or indirectly, in any of the complaints filed in the Action against any of the Released Defendants’ Parties; or (2) could have asserted in the Action or in any other action or in any other forum or could in the future be asserted in any forum, by Plaintiff or any member of the Class against any of the Released Defendants’ Parties, which both (a) arise out of, are based on, are related in any way to, or are in consequence of any of the allegations, acts, transactions, facts, events, matters, occurrences, disclosures, non-disclosures, representations, statements, acts or omissions or failures to act that were involved, set forth, alleged, or referred to, in any of the complaints or summary judgment motions in the Action, or which could have been alleged in the Action, and (b) arise out of, are based on, or relate to the purchase or acquisition of Newell Brands Inc. common stock pursuant to the S-4 registration statement and prospectus (including all amendments thereto and all documents incorporated therein) issued in connection with Newell Brands Inc.’s April 2016 acquisition of and merger with Jarden Corporation. “Released Claims” does not, however, include: (a) claims to enforce the Settlement; or (b) any claims asserted in *In re Newell Brands Inc. Derivative Litigation*, Lead Case No. 18-cv-1696-CFC (D. Del.); and *Weber v. Polk, et al.*, No. 1:20-cv-01792-CFC (D. Del.).
- “Unknown Claims” means any and all Released Claims of every nature and description against the Released Defendants’ Parties which Plaintiff or any member of the Class does not know or suspect to exist in his, her or its favor at the time of their release of the Released Claims, and any and all Released Defendants’ Claims of every nature and description against the Released Plaintiffs’ Parties which any Defendant does not know or suspect to exist in his, her or its favor at the time of their release of the Released Defendants’ Claims, and including, without limitation, those which, if known by such Plaintiff, member of the Class or Defendant, might have affected his, her or its decision(s) with respect to the Settlement or the releases. With respect to any and all Released Claims and

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

Released Defendants’ Claims, the Parties hereto stipulate and agree that, upon the “Effective Date” (as will be defined in the Stipulation), Lead Plaintiff and Defendants shall expressly waive, and each of the members of the Class shall be deemed to have waived, and by operation of the judgment shall have waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides: “A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.”

The above description of the proposed Settlement is only a summary. The complete terms are set forth in the Stipulation (including its exhibits), which may be obtained at www.NewellBrandsSecuritiesLitigation.com, or by contacting Plaintiff’s Counsel listed on Page 6 above.

THE SETTLEMENT FAIRNESS HEARING

The Court will hold a Settlement Fairness Hearing on February 10, 2023 at 1:30 p.m. before Hon. Christine M. Vanek, J.S.C., at the Brennan Courthouse, 583 Newark Avenue, Jersey City, NJ 07306, for the purpose of determining whether: (1) the Settlement as set forth in the Stipulation for \$102,500,000 in cash should be approved by the Court as fair, reasonable and adequate; (2) the Judgment as provided under the Stipulation should be entered; (3) to award Plaintiff’s Counsel attorneys’ fees and expenses out of the Settlement Fund and, if so, in what amount; (4) to compensate Plaintiff for its efforts in representing the Class out of the Settlement Fund and, if so, in what amount; and (5) the Plan of Allocation should be approved by the Court. The Court may adjourn or continue the Settlement Fairness Hearing without further notice to members of the Class.

Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in writing and is filed, together with proof of membership in the Class and with copies of all other papers and briefs to be submitted by him, her, or it to the Court at the Settlement Fairness Hearing, with the Court no later than **January 30, 2023**, and showing proof of service on the following counsel:

Warren Pope
 Bethany Rezek
 KING & SPALDING LLP
 1180 Peachtree Street, NE
 Suite 1600
 Atlanta GA, 30309
 Telephone: (404) 572-4600

Deborah-Clark Weintraub, Esq.
 Max Schwartz, Esq.
 SCOTT+SCOTT, ATTORNEYS AT LAW LLP
 The Helmsley Building
 230 Park Avenue, 17th Floor
 New York, NY 10169
 Telephone: (212) 223-6444

Counsel for Defendants

Counsel Plaintiff and the Certified Class

Unless otherwise directed by the Court, any Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived all objections to this Settlement and shall be foreclosed from raising (in this or any other proceeding or on any appeal) any objection and any untimely objection shall be barred.

The COVID-19 pandemic is a fluid situation that creates the possibility that the Court may decide to conduct the Settlement Fairness Hearing by video, telephone conference, or otherwise allow Class Members to appear at the hearing by telephone without further notice to the Class. In order to determine whether the date and time of the Settlement Fairness Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Settlement website, www.NewellBrandsSecuritiesLitigation.com, or the Court’s docket, before making any plans to attend the Settlement Fairness Hearing. Any updates regarding the Settlement Fairness Hearing will be posted to the Settlement website. Also, if the Court requires or allows Class Members to participate in the Settlement Fairness Hearing by telephone, the phone number for accessing the telephonic conference will be posted to the Settlement website. You will not receive another notice such as this one regarding such changes; they will only be posted to the Settlement website.

If you hire an attorney (at your own expense) to represent you for purposes of objecting, your attorney must serve a notice of appearance on counsel listed above and file it with the Court (at the address set out above) by no later than **January 30, 2023**.

**Questions? Call 800-680-0027 or
 visit www.NewellBrandsSecuritiesLitigation.com**

INJUNCTION

The Court has issued an order enjoining all Class Members from instituting, commencing, maintaining or prosecuting any action in any court or tribunal that asserts Released Claims against Defendants and any of the Released Defendants' Parties, pending final determination by the Court of whether the Settlement should be approved.

SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES

If, during the Class Period, you purchased, acquired or sold Newell shares for the beneficial interest of a person or organization other than yourself, the Court has directed that you shall: (a) within fourteen (14) calendar days of receipt of the letter providing notice of the Settlement, request from the Claims Administrator sufficient copies of the Notice and Proof of Claim to forward to all such beneficial owners, and within seven (7) calendar days of receipt of those Notices and Proofs of Claim forward them to all such beneficial owners; or (b) within fourteen (14) calendar days of receipt of the letter, request from the Claims Administrator an electronic copy of the Notice and Proof of Claim and within seven (7) calendar days of receipt of the electronic Notice and Proof of Claim, email the Notice and Proof of Claim to beneficial owners for which the broker or nominee has valid email addresses; or (c) within fourteen (14) calendar days of receipt of the letter, send a list of the names, mailing addresses, and, if available, email addresses, of all such beneficial owners to the Claims Administrator in which event the Claims Administrator shall promptly mail or email the Notice and Proof of Claim to such beneficial owners. Upon full compliance with this Order, such nominees may seek payment of their reasonable expenses actually incurred in complying with this Order, up to a maximum of \$0.20 per Notice and Proof of Claim plus postage at the current pre-sort rate used by the Claims Administrator if the Notice and Proof of Claim is mailed by the broker or nominee; or \$0.05 per Notice and Proof of Claim transmitted by email by the broker or nominee; or \$0.10 per name, mailing address, and email address (to the extent available) provided to the Claims Administrator, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with the terms of this Order shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

DATED: 12/1/2022

BY ORDER OF THE SUPERIOR COURT OF NEW JERSEY

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM, Individually and on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

NEWELL BRANDS INC., MICHAEL B. POLK, JOHN K. STIPANCICH, SCOTT H. GARBER, BRADFORD R. TURNER, MICHAEL T. COWHIG, THOMAS E. CLARKE, KEVIN C. CONROY, SCOTT S. COWEN, DOMENICO DE SOLE, CYNTHIA A. MONTGOMERY, CHRISTOPHER D. O'LEARY, JOSE IGNACIO PEREZ-LIZAU, STEVEN J. STROBEL, MICHAEL A. TODMAN, and RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY LAW DIVISION: HUDSON COUNTY DOCKET NO.: HUD-L-003492-18

Civil Action

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Class Member based on the claims in the action captioned *Oklahoma Firefighters Pension and Retirement System v. Newell Brands Inc.*, HUD-L-003492-18 (the "Action"),¹ you must complete and, on page 6 hereof, sign this Proof of Claim. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you are eligible to share in the proceeds of the Settlement of the Action.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **ON OR BEFORE MARCH 2, 2023**, ADDRESSED AS FOLLOWS:

Newell Brands Securities Litigation
Claims Administrator
P.O. Box 3328
Portland, OR 97208-3328
www.NewellBrandsSecuritiesLitigation.com

If you do NOT meet the criteria described in Section II immediately below for inclusion in the Class, then you are not a Class Member, as defined in the Notice of Proposed Settlement of Class Action ("Notice"), and you should NOT submit a Proof of Claim.

4. If you are a Settlement Class Member and you did not timely request exclusion, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**

II. CLAIMANT IDENTIFICATION

Subject to certain exclusions described in the Notice, you may be a member of the Class if you acquired the common stock of Newell Brands Inc. pursuant to the S-4 registration statement and prospectus (including all amendments thereto and all documents incorporated therein) issued in connection with Newell Brands Inc.'s April 2016 acquisition of and merger with Jarden Corporation.

¹ This Proof of Claim and Release ("Proof of Claim") incorporates by reference the definitions in the Stipulation of Settlement ("Stipulation"), which can be obtained at www.NewellBrandsSecuritiesLitigation.com.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

Use “Part I” of the form below entitled “Claimant Information” to identify each acquisition of record (“nominee”) of the Newell common stock that forms the basis of this Claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE NEWELL COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or Taxpayer Identification) Number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use “Part II” of the form below entitled “Schedule of Transactions in Newell Common Stock” to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to *all* of your purchases, acquisitions, and sales of Newell common stock that took place between April 18, 2016 and October 18, 2022, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to the number of shares of Newell common stock and Jarden units you held at the open of trading on April 18, 2016. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a “short sale” is deemed to be the date of purchase of Newell common stock. The date of a “short sale” is deemed to be the date of sale of Newell common stock.

COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN NEWELL COMMON STOCK SHOULD BE ATTACHED TO YOUR CLAIM. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All such claimants **MUST** also submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to submit your claim electronically, you may visit the Settlement website at www.NewellBrandsSecuritiesLitigation.com or you may contact the Claims Administrator’s electronic filing department at info@NewellBrandsSecuritiesLitigation.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

SUPERIOR COURT OF NEW JERSEY
 LAW DIVISION: HUDSON COUNTY

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM v. NEWELL BRANDS, INC.
 HUD-L-003492-18

PROOF OF CLAIM AND RELEASE

Must Be Postmarked (if Mailed) or Received (if Submitted Online) No Later Than: March 2, 2023

Please Type or Print Legibly

REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN NEWELL COMMON STOCK. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN REJECTION OF YOUR CLAIM.

PART I: CLAIMANT INFORMATION

Beneficial Owner's First Name MI Beneficial Owner's Last Name

Co-Beneficial Owner's First Name MI Co-Beneficial Owner's Last Name

Entity Name (if Beneficial Owner is not an individual)

Representative or Custodian Name (if different from Beneficial Owner[s] listed above)

Address 1 (street name and number)

Address 2 (apartment, unit or box number)

City State ZIP Code -

Country

Last four digits of Social Security Number or Taxpayer Identification Number

Telephone Number (Day) - - Telephone Number (Evening) - -

Email address (Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim)

Account Number (where securities were traded)

Claimant Account Type (check appropriate box)

Individual IRA/401K Estate

Joint Pension Plan Trust

Corporation Other _____ (please specify)

Questions? Call 800-680-0027 or visit www.NewellBrandsSecuritiesLitigation.com

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the “Released Defendants’ Parties,” defined as each Defendant, each of their respective Immediate Family Members, and each of their respective former, present, or future direct or indirect parent entities, subsidiaries, divisions, related entities, and affiliates, general partners, limited partners, partnerships, principals, shareholders, joint venturers, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, auditors, accountants, advisors, financial advisors, professional advisors, investment bankers, representatives, insurers and reinsurers of each of them, trusts, trustees, trustors, agents, attorneys, professionals, predecessors, successors, estates, assigns, assignees, heirs, executors, administrators, and legal or personal representatives of each of them, in their capacities as such.

2. “Released Claims” means all claims (including but not limited to “Unknown Claims” as defined below), debts, disputes, demands, losses, rights, actions or causes of action of any nature whatsoever, liabilities, damages, obligations, sums of money due, judgments, suits, amounts, matters, issues and charges of any kind whatsoever (including, but not limited to, any claims for interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses, amounts, or liabilities whatsoever), whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, foreseen or unforeseen, whether individual or class in nature, whether arising under federal or state statutory or common law or any other law, rule, or regulation, whether foreign or domestic that Plaintiff or any member of the Class, or any of their successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such: (1) asserted, whether directly or indirectly, in any of the complaints filed in the Action against any of the Released Defendants’ Parties; or (2) could have asserted in the Action or in any other action or in any other forum or could in the future be asserted in any forum, by Plaintiff or any member of the Class against any of the Released Defendants’ Parties, which both (a) arise out of, are based on, are related in any way to, or are in consequence of any of the allegations, acts, transactions, facts, events, matters, occurrences, disclosures, non-disclosures, representations, statements, acts or omissions or failures to act that were involved, set forth, alleged, or referred to, in any of the complaints or summary judgment motions in the Action, or which could have been alleged in the Action, and (b) arise out of, are based on, or relate to the purchase or acquisition of Newell Brands Inc. common stock pursuant to the S-4 registration statement and prospectus (including all amendments thereto and all documents incorporated therein) issued in connection with Newell Brands Inc.’s April 2016 acquisition of and merger with Jarden Corporation. “Released Claims” does not, however, include: (a) claims to enforce the Settlement; or (b) any claims asserted in *In re Newell Brands Inc. Derivative Litigation*, Lead Case No. 18-cv-1696-CFC (D. Del.); and *Weber v. Polk, et al.*, No. 1:20-cv-01792-CFC (D. Del.).

3. “Unknown Claims” means any and all Released Claims of every nature and description against the Released Defendants’ Parties which Plaintiff or any member of the Class does not know or suspect to exist in his, her or its favor at the time of their release of the Released Claims, and any and all Released Defendants’ Claims of every nature and description against the Released Plaintiffs’ Parties which any Defendant does not know or suspect to exist in his, her or its favor at the time of their release of the Released Defendants’ Claims, and including, without limitation, those which, if known by such Plaintiff, member of the Class or Defendant, might have affected his, her or its decision(s) with respect to the Settlement or the releases. With respect to any and all Released Claims and Released Defendants’ Claims, the Parties hereto stipulate and agree that, upon the “Effective Date” (as will be defined in the Stipulation), Lead Plaintiff and Defendants shall expressly waive, and each of the members of the Class shall be deemed to have waived, and by operation of the judgment shall have waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides: “A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.”

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Newell common stock that occurred during the relevant period as well as the number of Newell common stock units held by me (us) at the open of trading on April 18, 2016.

6. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code. (Note: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in this paragraph).

**Questions? Call 800-680-0027 or
visit www.NewellBrandsSecuritiesLitigation.com**

Exhibit C

CONFIRMATION OF PUBLICATION

IN THE MATTER OF: *Newell Brands Securities Litigation*

I, Kathleen Komraus, hereby certify that

- (a) I am the Media & Design Manager at Epiq Class Action & Claims Solutions, a noticing administrator, and;
- (b) The Notice of which the annexed is a copy was published in the following publications on the following dates:

12.5.2022 – Investor’s Business Daily
12.5.2022 – PR Newswire

X *Kathleen Komraus*

(Signature)

Media & Design Manager

(Title)

Scott+Scott Attorneys at Law LLP Announces Proposed Settlement of Class Action Involving Purchasers of Newell Brands Inc. Common Stock

NEWS PROVIDED BY

Scott+Scott Attorneys at Law LLP →

Dec 05, 2022, 08:00 ET

JERSEY CITY, N.J., Dec. 5, 2022 /PRNewswire/ --

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM, Individually
and on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

NEWELL BRANDS INC., MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT H.
GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT S.
COWEN, DOMENICO DE SOLE, CYNTHIA
A. MONTGOMERY, CHRISTOPHER D.
O'LEARY, JOSE IGNACIO PEREZ-LIZAU,
STEVEN J. STROBEL, MICHAEL A.
TODMAN, and RAYMOND G. VIAULT,

Defendants.

DOCKET NO.: HUD-L-003492-18

Civil Action

SUMMARY NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS WHO ACQUIRED THE COMMON STOCK OF NEWELL BRANDS INC. PURSUANT TO THE S-4 REGISTRATION STATEMENT AND PROSPECTUS (INCLUDING ALL AMENDMENTS THERETO AND ALL DOCUMENTS INCORPORATED THEREIN) ISSUED IN CONNECTION WITH NEWELL BRANDS INC.'S APRIL 2016 ACQUISITION OF AND MERGER WITH JARDEN CORPORATION (the "CLASS").

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

YOU ARE HEREBY NOTIFIED that a hearing will be held on February 10, 2023 at 1:30 p.m. at Brennan Courthouse, 583 Newark Avenue, Jersey City, NJ 07306, before the Hon. Christine M. Vanek, J.S.C., at the Superior Court of New Jersey, Law Division, Hudson County, 595 Newark Avenue, Jersey City, NJ 07306, to determine whether: (1) the proposed settlement (the "Settlement") of the above-captioned action (the "Action") as set forth in the Stipulation of Settlement ("Stipulation")¹ for \$102,500,000 in cash should be approved by the Court as fair, reasonable and adequate; (2) the Judgment as provided under the Stipulation should be entered; (3) to award Class Counsel attorneys' fees and expenses out of the Settlement Fund (as defined in the Notice of Proposed Settlement of Class Action, which is discussed below), and, if so, in what amount; (4) to make an award to Plaintiff for representing the Class out of the Settlement Fund and, if so, in what amount; and (5) the Plan of Allocation should be approved by the Court as fair, reasonable and adequate.²

This Action is brought on behalf of all persons who acquired the common stock of Newell Brands Inc. pursuant to the S-4 Registration Statement and Prospectus (including all amendments thereto and all documents incorporated therein, collectively "Offering Materials") issued in connection with Newell Brands Inc.'s April 2016 acquisition of and merger with Jarden Corporation. Plaintiff alleges that the Offering Materials contained purportedly untrue and misleading statements and that Class Members are entitled to damages under the Securities Act. Defendants expressly deny all of Plaintiff's allegations.

IF YOU ACQUIRED NEWELL COMMON STOCK IN EXCHANGE FOR JARDEN SHARES PURSUANT TO THE OFFERING MATERIALS AND IN CONNECTION WITH THE APRIL 15, 2016 MERGER YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT OF THIS ACTION.

To share in the distribution of the Settlement Fund, you must establish your rights by submitting a Proof of Claim and Release Form ("Proof of Claim") by mail (**postmarked no later than March 2, 2023**) or electronically (**no later than March 2, 2023**). Your failure to submit your Proof of Claim by **March 2, 2023** will subject your claim to rejection and preclude your receiving any of the recovery in connection with the Settlement of this Action. For the reasons detailed in the Notice of Proposed Settlement of Class Action, if you are a member of the Class and did not request exclusion therefrom as instructed in the previously

issued Notice of Pendency of Class Action, you will be **bound by the Settlement if it is approved and by any judgment and release** entered in the Action including, but not limited to, the Judgment, whether or not you submit a Proof of Claim.

If you have not received a copy of the Notice of Proposed Settlement of Class Action, which more completely describes the Settlement and your rights thereunder (including your right to object to the Settlement), and a Proof of Claim, you may obtain these documents, as well as a copy of the Stipulation (which, among other things, contains definitions for the defined terms used in this Summary Notice) and other Settlement documents, online at www.NewellBrandsSecuritiesLitigation.com, or by writing to:

Newell Brands Securities Litigation
c/o Epiq Class Action & Claims Solutions
P.O. Box 3328
Portland OR 97208-3328

Inquiries should NOT be directed to Defendants, the Court, or the Clerk of the Court.

Inquiries, other than requests for the Notice or for a Proof of Claim, may be made to Plaintiff's Counsel:

Deborah Clark-Weintraub, Esq.
Max Schwartz, Esq.
SCOTT+SCOTT, ATTORNEYS AT LAW LLP
The Helmsley Building
230 Park Avenue, 17th Floor
New York, NY 10169
Telephone: (212) 223-6444

Counsel for Plaintiff and the Certified Class

IF YOU ARE A SETTLEMENT CLASS MEMBER, YOU HAVE THE RIGHT TO OBJECT TO THE SETTLEMENT, THE PLAN OF ALLOCATION, THE REQUEST BY PLAINTIFF'S COUNSEL FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES, AND/OR THE AWARD TO PLAINTIFF FOR REPRESENTING THE CLASS. ANY OBJECTIONS MUST BE FILED WITH THE COURT AND SENT TO ONE OF PLAINTIFFS COUNSEL AND ONE OF DEFENDANTS' COUNSEL **BY JANUARY 30, 2023**, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE.

DATED: DECEMBER 5, 2022

BY ORDER OF THE SUPERIOR COURT OF NEW JERSEY

URL// www.NewellBrandsSecuritiesLitigation.com

¹ The Stipulation can be viewed and/or obtained at www.NewellBrandsSecuritiesLitigation.com.

² In light of the COVID-19 pandemic, the Court may decide to conduct the Settlement Fairness Hearing by video or telephone conference, or otherwise allow Class Members to appear at the hearing by phone. No further notice of such decision will be provided to the Class. In order to determine whether the date and time of the Settlement Fairness Hearing have changed, or whether Class Members must or may participate by phone or video, it is important that you monitor the Settlement website, www.NewellBrandsSecuritiesLitigation.com, before making any plans to attend the Settlement Fairness Hearing. Any updates and information for accessing a telephonic or video Settlement Fairness Hearing will be posted to the Settlement website, www.NewellBrandsSecuritiesLitigation.com.

SOURCE Scott+Scott Attorneys at Law LLP

EXHIBIT 3

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP

Peter S. Pearlman (Atty. No. 243551970)
Audra DePaolo (Atty. No. 020321995)
Park 80 West - Plaza One
250 Pehle Avenue, Suite 401
Saddle Brook, New Jersey 07663
Tel.: (201) 845-9600
Fax: (201) 845-9423
psp@njlawfirm.com
ad@njlawfirm.com

Attorneys for Plaintiff

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM,
Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

NEWELL BRANDS INC, MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT
H. GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT
S. COWEN, DOMENICO DE SOLE,
CYNTHIA A. MONTGOMERY,
CHRISTOPHER D. O'LEARY, JOSE
IGNACIO PEREZ-LIZAUER, STEVEN J.
STROBEL, MICHAEL A. TODMAN, and
RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY

DOCKET NO.: HUD-L-3492-18

Civil Action

**CERTIFICATION OF DARYL F. SCOTT ON BEHALF OF
SCOTT+SCOTT ATTORNEYS AT LAW LLP IN SUPPORT OF APPLICATION
FOR AWARD OF ATTORNEYS' FEES AND EXPENSES**

I, DARYL F. SCOTT, certify as follows:

1. I am a partner with the law firm of Scott+Scott Attorneys at Law LLP ("Scott+Scott" or the "Firm"). I submit this certification in support of my Firm's application for an award of attorneys' fees, expenses, charges and costs ("Expenses") in connection with the above-captioned action (the "Action"). I have personal knowledge of the facts in this certification and am willing to testify thereto.

2. The Firm serves as Class Counsel for the certified class in the Action (the "Class"), including Plaintiff and Class Representative Oklahoma Firefighters Pension and Retirement System. The Firm has represented the Class Representative and the Class on a fully contingent basis since the inception of the Action. To date, the Firm has received no fees, reimbursements, or other compensation or payments in connection with its representation of the Class Representative and the Class.

3. The work performed by the Firm in the Action is described in the Declaration of Deborah Clark-Weintraub in Support of (i) Plaintiff's Motion for Final Approval of Class Action Settlement and Plan of Allocation, (ii) Class Counsel's Motion for an Award of Attorneys' Fee and Reimbursement of Litigation Costs and Expenses, and (iii) Class Representative's Request for a Service Award.

4. This certification is taken from the time and expense records prepared and maintained by the Firm in the ordinary course of business. The Firm's accounting staff prepared the information, and I confirmed the accuracy and appropriateness of the time and Expenses committed to the Action. During my review, I exercised billing judgment and reduced or eliminated specific time entries and Expenses. As a result of my review, I believe the Firm's lodestar and Expenses are reasonable and were necessary for the effective and efficient prosecution of the Action. I also believe the Expenses submitted are customarily charged to and paid by fee-paying clients.

5. Exhibit A summarizes the time the Firm's attorneys and staff spent prosecuting the Action. Exhibit A calculates lodestar by multiplying hours recorded by current hourly rates. For personnel no longer employed by the Firm, lodestar is based on hourly rates in their final year. Exhibit A was prepared from daily time records prepared and maintained by the Firm.

6. The billing rates for attorneys and staff are the usual and customary billing rates courts have accepted in other complex or class action litigation. The billing rates exclude Expenses, which are set forth in Exhibit C.

7. The hours submitted by the Firm, from the inception of the Action through October 19, 2022, are set forth in Exhibit A

and total 35,670.2 hours. The lodestar during the same period totals \$28,885,091.50.

8. Exhibit B summarizes the tasks performed by the Firm's attorneys and professional staff.

9. Exhibit C summarizes the Expenses incurred by the Firm from the inception of the Action. The Expenses for which the Firm seeks reimbursement total \$2,433,896.77.

10. The Expenses in this certification are reflected in the Firm's accounting records maintained by the Firm. The Expenses were prepared from vouchers, receipts, check records and other source materials and are an accurate record of the Expenses.

11. Additional Expense information follows:

- (a) Experts: \$1,829,532.97. This was the primary cost in the case. Class Representative retained four well-respected experts to provide testimony for the jury on four broad subject matters, and they collectively submitted eight reports, sat for five depositions and assisted with mediation and other matters.
- (b) Document Production/Storage: \$256,778.53. There were millions of pages worth of documents produced by Defendants, Class Representative and third-parties, all of which was stored on an electronic discovery platform that enabled the sorting, review and assessment of the evidence in the case.

(c) Mediation: \$129,010.00. The parties retained the Hon. Daniel Weinstein (Ret.) of JAMS, a mediator with a strong national reputation and extensive experience in mediating complex securities actions, who oversaw three mediations, additional negotiations and reviewed various materials, in helping to facilitate a resolution of the case.

(d) Court Reporters/Transcripts: \$111,306.12. This cost covers hearings across four years of litigation, and more than twenty depositions.

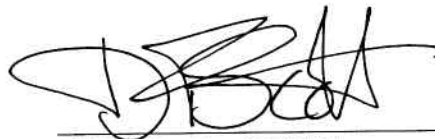
(e) Online Research: \$ 49,913.94. This covers PACER, Westlaw, and other online services, billed at cost, used to obtain filings, analyst reports, and legal research.

(f) Travel: \$29,435.61. This covers meals, hotels and transportation over four years of litigation.

12. Exhibit D contains biographical information about the Firm and the attorneys who worked on the Action.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: January 16, 2023



DARYL F. SCOTT

EXHIBIT A

EXHIBIT A

Okla. Firefighters Pension & Ret. Sys. v. Newell Brands, Inc.

Scott+Scott Attorneys at Law LLP

Billing Report - Inception Through October 19, 2022

PROFESSIONAL	STATUS	HOURLY RATE	TOTAL HOURS	TOTAL LODESTAR AT HOURLY RATES
David Scott	P	\$1,395	124.50	\$ 173,677.50
Debbie Weintraub	P	\$1,395	4,904.40	\$ 6,841,638.00
Donald Broggi	P	\$1,295	139.30	\$ 180,393.50
Michael Burnett	P	\$1,095	110.80	\$ 121,326.00
Max Schwartz	P	\$995	5,251.50	\$ 5,225,242.50
Thomas Laughlin	P	\$995	456.30	\$ 454,018.50
Anjali Bhat	A	\$695	1,556.70	\$ 1,081,906.50
Emilie Kokmanian	A	\$675	408.40	\$ 275,670.00
Hal Cunningham	A	\$795	195.00	\$ 155,025.00
Heather Volik	A	\$750	131.90	\$ 98,925.00
Jacob Lieberman	A	\$675	383.00	\$ 258,525.00
Jeffrey Jacobson	A	\$595	25.20	\$ 14,994.00
Kassandra Nelson	A	\$595	78.00	\$ 46,410.00
Marc Greco	A	\$550	29.30	\$ 16,115.00
Randy Moonan	A	\$650	1,367.90	\$ 889,135.00
Rhiana Swartz	A	\$750	140.00	\$ 105,000.00
Zachary Vaughan	A	\$675	2,316.50	\$ 1,563,637.50
Amy Sipe	SA	\$675	2,359.90	\$ 1,592,932.50
Ana DelCastillo	SA	\$650	1,278.80	\$ 831,220.00
Brandon Zapf	SA	\$650	2,778.20	\$ 1,805,830.00
Caitlin Zapf	SA	\$650	1,346.40	\$ 875,160.00
Elizabeth Campos	SA	\$675	2,415.10	\$ 1,630,192.50
Jacey Bogler	SA	\$550	404.80	\$ 222,640.00
Joel Booras	SA	\$650	2,086.50	\$ 1,356,225.00
Mason Goodman	SA	\$475	403.50	\$ 191,662.50
Melanie Porter	SA	\$650	1,733.50	\$ 1,126,775.00
Mingzhao Xu	SA	\$650	444.80	\$ 289,120.00
Nga Cunningham	SA	\$675	439.90	\$ 296,932.50
Voltaire Sterling	SA	\$650	216.70	\$ 140,855.00
Wendy Ryu	SA	\$675	414.00	\$ 279,450.00
J. Alex Vargas	I	\$650	90.60	\$ 58,890.00
Sinai Megibow	I	\$550	194.50	\$ 106,975.00
Ann Slaughter	PL	\$395	37.10	\$ 14,654.50
Ellen Dewan	PL	\$395	24.70	\$ 9,756.50
Kaitlin Steinberger	PL	\$395	31.90	\$ 12,600.50
Kelly Hogan	PL	\$395	72.00	\$ 28,440.00
Kimberly Jager	PL	\$395	192.30	\$ 75,958.50
Matthew Molloy	PL	\$395	224.60	\$ 88,717.00
Michael Himes	PL	\$395	27.50	\$ 10,862.50
Toby Saviano	PL	\$395	186.20	\$ 73,549.00
Charlie Torres	LS	\$395	368.40	\$ 145,518.00
Ekene Avery	LS	\$395	22.50	\$ 8,887.50
Elena Dowd	LS	\$395	75.20	\$ 29,704.00
Jane Kramer	LS	\$395	107.70	\$ 42,541.50
Jonathan Swerdloff	LS	\$750	22.80	\$ 17,100.00
Mario Tlatenchi	LS	\$395	51.40	\$ 20,303.00
TOTAL			35,670.2	\$ 28,885,091.50

P Partner
A Associate
SA Staff Attorney
I Investigator
PL Paralegal

EXHIBIT B

EXHIBIT B

Okla. Firefighters Pension & Ret. Sys. v. Newell Brands, Inc.

**Scott+Scott Attorneys at Law LLP
Billing Report - Inception Through October 19, 2022**

Name		1	2	3	4	5	6	7	8	Total Hours	Rate	Total Lodestar
David Scott	P				9.2				115.3	124.5	\$1,395	173,677.50
Debbie Weintraub	P	41.3	13.2	2,516.5	45.3	1,171.6	15.8	429.3	671.4	4,904.4	\$1,395	6,841,638.00
Donald Broggi	P	1.5	4.4	51.1	31.1	10.9			40.3	139.3	\$1,295	180,393.50
Michael Burnett	P	2.3		73.5	23.7	11.3				110.8	\$1,095	121,326.00
Max Schwartz	P	187.1	20.1	1,945.6	114.1	1,803.7	7.3	386.4	787.2	5,251.5	\$995	5,225,242.50
Thomas Laughlin	P	80.5	89.7	22.7	24.0	239.2			0.2	456.3	\$995	454,018.50
Anjali Bhat	A	118.0	29.4	1,014.1	38.3	356.5	0.4			1,556.7	\$695	1,081,906.50
Emilie Kokmanian	A				5.7	402.4			0.3	408.4	\$675	275,670.00
Hal Cunningham	A			176.0	16.5	2.5				195.0	\$795	155,025.00
Heather Volk	A			130.9				1.0		131.9	\$750	98,925.00
Jacob Lieberman	A				2.3	376.7			4.0	383.0	\$675	258,525.00
Jeffrey Jacobson	A					25.2				25.2	\$595	14,994.00
Kassandra Nelson	A			42.0	36.0					78.0	\$595	46,410.00
Marc Greco	A					28.7			0.6	29.3	\$550	16,115.00
Randy Moonan	A	3.8		1,092.6	12.9	48.9		44.4	165.3	1,367.9	\$650	889,135.00
Rhiana Swartz	A	5.5	14.0	27.7	31.7	61.1				140.0	\$750	105,000.00
Zachary Vaughan	A	26.2	2.3	1,334.1	16.3	679.7		22.3	235.6	2,316.5	\$675	1,563,637.50
Amy Sipe	SA		2.0	2,254.3	8.6	2.0			93.0	2,359.9	\$675	1,592,932.50
Ana DelCastillo	SA			1,149.1	0.3				129.4	1,278.8	\$650	831,220.00
Brandon Zapf	SA	8.3		2,364.5	9.2	207.8			188.4	2,778.2	\$650	1,805,830.00
Caitlin Zapf	SA			1,344.6	1.8					1,346.4	\$650	875,160.00
Elizabeth Campos	SA			2,413.7	1.4					2,415.1	\$675	1,630,192.50
Jacey Bogler	SA			402.9	1.9					404.8	\$550	222,640.00
Joel Booras	SA			1,941.9	6.0				138.6	2,086.5	\$650	1,356,225.00
Mason Goodman	SA			403.5						403.5	\$475	191,662.50
Melanie Porter	SA			1,510.3	2.1	185.1			36.0	1,733.5	\$650	1,126,775.00
Mingzhao Xu	SA			376.8					68.0	444.8	\$650	289,120.00
Nga Cunningham	SA			432.9	7.0					439.9	\$675	296,932.50
Voltaire Sterling	SA			216.7						216.7	\$650	140,855.00
Wendy Ryu	SA			414.0						414.0	\$675	279,450.00
J. Alex Vargas	I	28.3		43.6	18.7					90.6	\$650	58,890.00
Sinai Megibow	I	163.6	4.5	12.4	14.0					194.5	\$550	106,975.00
Ann Slaughter	PL		8.5	4.2	4.7	19.7				37.1	\$395	14,654.50
Ellen Dewan	PL	2.0		1.4	0.5	7.8			13.0	24.7	\$395	9,756.50
Kaitlin Steinberger	PL	4.9	0.4	23.2		3.4				31.9	\$395	12,600.50
Kelly Hogan	PL			27.0		42.5			2.5	72.0	\$395	28,440.00
Kimberly Jager	PL	53.3				138.5			0.5	192.3	\$395	75,958.50
Matthew Molloy	PL			5.3		209.3			10.0	224.6	\$395	88,717.00
Michael Himes	PL			22.7	1.7	2.8			0.3	27.5	\$395	10,862.50
Toby Saviano	PL	3.1		51.1	12.7	51.1		14.5	53.7	186.2	\$395	73,549.00
Charlie Torres	LS			351.6		0.9		5.0	10.9	368.4	\$395	145,518.00
Ekene Avery	LS			11.0	3.0	3.5			5.0	22.5	\$395	8,887.50
Elena Dowd	LS			75.2						75.2	\$395	29,704.00
Jane Kramer	LS			3.0		24.5			80.2	107.7	\$395	42,541.50
Jonathan Swerdloff	LS			21.5					1.3	22.8	\$750	17,100.00
Mario Tlatenchi	LS			46.8	4.0				0.6	51.4	\$395	20,303.00
TOTAL:		729.7	188.5	24,352.0	504.7	6,117.3	23.5	902.9	2,851.6	35,670.2		28,885,091.50

Categories:	
(1) Factual Investigation	(P) Partner
(2) Pleadings	(A) Associate
(3) Discovery	(SA) Staff Attorney
(4) Case Management/Litigation Strategy	(I) Investigator
(5) Motions and Legal Research	(PL) Paralegal
(6) Court Appearances	(LS) Litigation Support
(7) Experts/Consultants	
(8) Settlement/Mediation	

EXHIBIT C

EXHIBIT C

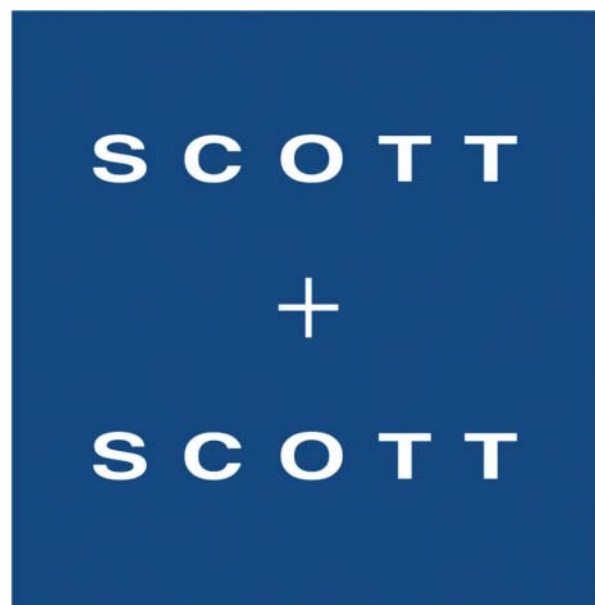
Okla. Firefighters Pension & Ret. Sys. v. Newell Brands, Inc.

Scott+Scott Attorneys at Law LLP

Expense Report


Inception Through October 19, 2022

EXPENSE	AMOUNT
Courier	\$4,176.77
Court Reporters/Transcripts	\$111,306.12
Document Production/Storage	\$256,778.53
Experts:	\$1,829,532.97
-Gregory Bedrosian / EconOne	\$660,925.50
-Chad Coffman / Global Economics Group	\$471,347.50
-Andrew Mintzer / Hemming Morse	\$501,214.75
-Marc Steinberg	\$196,045.22
Filing, Witness & Other Fees	\$4,710.06
Litigation Support	\$1,609.50
Mediation	\$129,010.00
On-Line Research	\$49,913.94
Photocopies	\$15,032.93
Postage	\$147.48
Telephone, Facsimile	\$2,242.86
Travel (Meals, Hotels & Transportation)	\$29,435.61
TOTAL	\$2,433,896.77



FIRM RESUME

www.scott-scott.com



Scott+Scott specializes in the investigation and prosecution of complex actions across the globe – recovering billions for its clients. The Firm has extensive experience litigating securities fraud, antitrust, consumer and other complex cases and is a pioneer in structured finance monitoring for client portfolios. We represent individual, institutional, and multinational clients in the United States, United Kingdom, and European courts, offering a one-stop shop for international recoupment.

THE FIRM

Scott+Scott was founded in 1975 and began its securities litigation practice in 1997. The Firm has since grown into one of the most respected U.S.-based law firms specializing in the investigation and prosecution of complex securities, antitrust and other commercial actions in both the United States and Europe. Today, the Firm is comprised of more than 135 team members, including more than 100 attorneys supported by a seasoned staff of paralegals, IT and document management professionals, financial analysts, and in-house investigators.

Scott+Scott's largest offices are in New York, N.Y. and San Diego, C.A., with additional U.S. offices located in Connecticut, Virginia, Ohio, and Arizona. The Firm's European offices are currently located in London, Amsterdam, and Berlin.

Scott+Scott has extensive experience litigating cases on behalf of our institutional and individual clients throughout the United States, having served as court-appointed lead or co-lead counsel in numerous securities, antitrust, and consumer class actions, as well derivative and other complex proceedings, in both state and federal courts. The Firm also represents large investors and numerous corporations in commercial and other litigation in courts within the European Union (EU) and the United Kingdom.

Scott+Scott's attorneys are recognized experts and leaders in complex litigation and corporate governance. They have been regular speakers on CLE panels as well as at institutional investor educational conferences around the world and before boards of directors and trustees responsible for managing institutional investments. Scott+Scott attorneys educate institutional investors and governmental entities on the importance of fulfilling fiduciary obligations through the adoption of appropriate asset recovery services, as well as through the development and enforcement of corporate governance initiatives. The Firm's vast experience in structured debt financial litigation has also enabled us to provide clients with in-depth monitoring of their structured finance products, which often come with substantial undisclosed risks due to investors' limited ability to assess what they are acquiring. The Firm also has experience evaluating and monitoring for our clients' debt and debentures originating from private placements and non-public companies, including municipal bonds and derivatives.

SECURITIES AND CORPORATE GOVERNANCE

Scott+Scott has extensive experience litigating claims for violations of the federal securities laws on behalf of our municipal, institutional, and individual investor clients, serving as lead counsel in numerous securities class actions brought under the Securities Act of 1933, the Securities Exchange Act of 1934, and other statutes.

Scott+Scott recognizes that, particularly since the passage of the Private Securities Litigation Reform Act of 1995, bringing successful claims for violations of the federal securities laws requires not only significant litigation experience, but also the ability to bear the skills of its in-house investigators and financial analysts (and often outside consultants) to build a case that can survive both early-stage motions to dismiss and later stage motions for summary judgment. Our philosophy is also based on our view that efforts to negotiate a successful settlement are typically built on the quality of pre-filing investigation diligence, and our willingness to litigate deep into discovery and, if necessary, through summary judgment and trial.

Our securities litigators have experience practicing in state and federal courts across the country. The Firm's attorneys have regularly retained and worked with leading accounting experts, damages experts, and relevant industry experts to build their clients' cases against defendants involved in virtually every type of industry, from pharmaceuticals to dot.coms, from retailers to manufacturers, and from investment banks to accounting firms. The Firm has also submitted *amicus curiae* briefs to the United States Supreme Court on behalf of its clients on important securities laws issues, including in support of the plaintiffs in *California Public Emps.' Ret. Sys. ANZ Securities, Inc.*, 137 S. Ct. 2042 (2017) and *Cyan Inc. v. Beaver County Emp. Ret. Fund*, 138 S. Ct. 1061 (2018).

When appropriate, Scott+Scott prosecutes actions on a class or individual basis. Through our commitment to the best interests of those the Firm represents, Scott+Scott has successfully obtained exceptional monetary results and precedent-setting corporate governance reforms on behalf of investors.

SECURITIES CASE EXAMPLES

Securities class actions where Scott+Scott currently serves as lead or co-lead counsel include:

- *In re Lyft, Inc., Secs. Litig.*, No. CGC-19-575293 (Cal. Super. Ct. San Francisco Cnty.)
- *Okla. Firefighters Pens. vs. Newell Brands Inc.*, No. L-003492-18 (N.J. Sup. Ct. Hudson Cnty.)
- *Erie Cnty. Empl. Ret. Sys. v. NN, Inc.*, No. 656462/2019 (N.Y. Supr. Ct. N.Y. Cnty.)
- *In re DouYu Int'l Hold'gs Ltd. Sec. Litig.*, No. 651703/2020 (N.Y. Supr. Ct. N.Y. Cnty.)
- *In re Cloudera, Inc. Secs. Litig.*, No. 19CV348674 (Cal. Super. Ct. Santa Clara Cnty.)
- *Evergreen Cap. Mgmt. LLC v. BONY Mellon Tr. Co.*, No. 20ST-CV-26290 (Cal. Super., LA Cnty.)
- *In re Infinity Q Divers. Alpha Fund Sec. Lit.*, No. 651295/2021 (N.Y. Supr. Ct. N.Y. Cnty.)
- *Okla. Police Pension Fund & Ret. Sys. v. Jagged Peak Energy, Inc.*, No. 2017 CV 31757 (Colo. Dist. Ct., Denver Cnty.)
- *In re Teekay Offshore Partners, L.P. Common Unitholders Litig.*, No. 1:19-cv-6483 (S.D.N.Y.)
- *In re Micro Focus Int'l PLC Secs. Litig.*, No. 18CIV01549 (Cal. Super. San Mateo Cnty.)
- *In re Slack Techs., Inc. S'holder Litig.*, No. 19CIV05370 (Cal. Super. San Mateo Cnty.)
- *Mancour v. SmileDirectClub, Inc.*, No.: 19-1169-IV (Tenn. Chancery Ct, Davidson Cnty.)
- *Huang v. PPDAL Grp, Inc.*, No. 654482/2018 (N.Y. Supr. Ct. N.Y. Cnty.)
- *Boston Ret. Sys. v. Uber Tech., Inc.*, No. 3:20-cv-08610 (N.D. Cal.)
- *Robert Charles Class A, L.P. v. JPMorganChase & Co.*, No. 1:18-cv-11115 (S.D.N.Y.)
- *Garnett v. Wang [In re RLX Tech., Inc.]*, No. 21-cv-5125 (S.D.N.Y.)
- *Marechal v. Acadia Pharm. Inc.*, No. 3:21-cv-762 (S.D. Cal.)
- *Gupta v. Athenex, Inc.*, No. 21-cv-337 (W.D.N.Y.)
- *Abadilla v. Precigen, Inc.*, No. 5:20-cv-06936 (N.D. Cal.)
- *Kanugonda v. Funko, Inc.*, No. 2:18-cv-00812 (W.D. Wash.)
- *Corwin v. ViewRay, Inc.*, No. 1:19-cv-2115 (N.D. Ohio)



- *Mo-Kan Iron Workers Pension Fund v. Teligent, Inc.*, No. 1:19-cv-03354 (S.D.N.Y.)
- *Silverberg v. DryShips Inc.*, No. 2:17-cv-04547 (E.D.N.Y.)
- *Robinson v. Diana Containerships Inc.*, No. 2:17-cv-06160 (E.D.N.Y.).

Securities class actions which have been resolved where Scott+Scott served as lead or co-lead counsel include:

- *Alaska Elec. Pension Fund v. Pharmacia Corp.*, No. 03-cv-01519 (D.N.J.) (\$164 million settlement);
- *In re LendingClub Corp. S'holder Litig.*, No. CIV 537300 (Cal. Super. Ct, San Mateo Cnty.) (part of \$125 global settlement)
- *In re Priceline.com, Inc. Sec. Litig.*, No. 00-cv-01884 (D. Conn.) (\$80 million settlement);
- *Irvine v. ImClone Sys., Inc.*, No. 02-cv-00109 (S.D.N.Y.) (\$75 million settlement);
- *Cornwell v. Credit Suisse Grp.*, No. 08-cv-03758 (S.D.N.Y.) (\$70 million settlement);
- *Policemen's Annuity & Benefit Fund of Chi. v. Bank of Am., N.A.*, No. 12-cv-02865 (S.D.N.Y.) (\$69 million settlement);
- *In re SanDisk LLC Sec. Litig.*, No. 15-cv-01455 (N.D. Cal.) (\$50 million settlement);
- *Weston v. RCS Cap. Corp.*, No. 14-cv-10136 (S.D.N.Y.) (\$31 million settlement);
- *In re Greensky Sec. Litig.*, No. 1:18 Civ. 11071 (S.D.N.Y.) (\$27.5M settlement)
- *In re Wash. Mut. Mortg.-Backed Sec. Lit.*, No. 2:09-cv-00037 (W.D. Wash.) (\$26 million recovery)
- *ATRS v Insulet Corp.*, No. 15-12345 (D. Mass.) (\$19.5 million settlement);
- *In re King Digit. Ent. PLC S'holder Litig.*, No. CGC-15-544770 (Cal. Sup. Ct. San Francisco Cnty.) (\$18.5 million settlement)
- *In re Evoqua Water Corp. Sec. Litig.*, No. 1:18-cv-10320 (S.D.N.Y.) (\$16.65 million settlement);
- *In re Conn's, Inc. Secs. Litig.*, No. 4:14-cv-00548 (S.D. Tex.) (\$22.5 million settlement)
- *Collins v. Oilsands Quest Inc.*, No. 11 Civ. 1288 (S.D.N.Y.) (\$10.235 million settlement)
- *Kaplan v. S.A.C. Cap. Advisors, L.P.*, No. 1:12cv-9350 (S.D.N.Y.) (\$10 million settlement)



- *Rosenberg v. Cliffs Natural Res. Inc.*, No. CV 14 828140 (Ct. Common Pleas Cuyahoga Cnty. Ohio) (\$10 million settlement)
- *In re Endochoice Holdings, Inc., Sec. Litig.*, No. 2016 CV 277772 (Ga. Sup. Ct. Fulton Cnty.) (\$8.5 million settlement)
- *In re Netshoes Secs. Litig.*, No. 157435/2018 (N.Y. Sup. Ct. N.Y. Cnty.) (\$8 million settlement)
- *City of Omaha Police & Fire Ret. Sys. v. LHC Grp, Inc.*, No. 6:12-CV-01609 (W.D. La.) (\$7.85 million settlement)
- *In re Pac. Coast Oil Trust Secs. Litig.*, No. BC550418 (Cal. Sup. Ct. Los Angeles Cnty.) (\$7.6 million settlement)
- *In re Pacific Biosci. of C.A., Inc. Sec. Litig.* (Cal. Sup. Ct. San Mateo Cnty.) (\$7.6 million recovery)
- *Plymouth Cnty. Contributory Ret. Sys. v. Adamas Pharms., Inc.*, No. RG19018715 (Cal. Sup. Ct. Alameda Cnty.) (\$7.5M settlement)
- *St. Lucie Cnty. Fire Dist. Firefighters' Pens. Trust v. Southwestern Energy Co.*, No. 2016-70651 (Tex. Dist. Ct. Harris Cnty.) (\$7 million settlement)

SHAREHOLDER DERIVATIVE CASE EXAMPLES

Shareholder derivative actions where Scott+Scott currently serves in a leadership role include:

- *In re Facebook Derivative Litig.*, Consol. No. 2018-0307 (Del. Ch.)

Representative shareholder derivative actions litigated by Scott+Scott which have been successfully resolved include:

- *Irving Firemen's Relief & Ret. Fund v. Page*, C.A. No. 2019-0355-Sg (Del. Ch. 2020) (\$310 million in funding for corporate governance reform programs over 10 years);
- *In re DaVita Healthcare Partners Deriv. Litig.*, No. 13-cv-01308 (D. Colo.) (corporate governance reforms valued at \$100 million);
- *Buffalo Grove Police Pension Fund v. Diefenderfer*, No. 19-cv-00062 (E.D. Pa.) (claims vs. Navient Corp. officers & directors settled for corporate governance reforms valued at \$139 million);
- *Tharp v. Acacia Commc'ns, Inc.*, No 1:17-cv-11504 (D. Mass.) (claims vs. company and corporate officers & directors settled for corporate governance reforms valued at \$57-\$71 million);
- *N. Miami Beach Gen. Emps. Ret. Fund v. Parkinson*, No. 10-cv-06514 (N.D. Ill.) (corporate governance reforms valued between \$50 and \$60 million);
- *In re Marvell Tech. Grp. Ltd. Deriv. Litig.*, No. 06-cv-03894 (N.D. Cal.) (\$54.9 million settlement and corporate governance reforms);
- *Rudi v. Wexner*, No. 2:20-cv-3068 (S.D. Ohio) (\$90 million in funding for corporate governance reform programs over at least 5 years); and
- *In re Universal Health Servs., Inc. Derivative Litig.*, No. 2:17-cv-02187 (E.D. Pa.) (Settled for corporate governance reforms conservatively valued at \$110 million).

ACCOLADES

U.S. News & World Report “Best Law Firms”

The Firm is currently ranked by U.S. News & World Report as a “Best Law Firm” in commercial litigation in the New York region.

American Antitrust Institute

The 2018 Antitrust Annual Report recognized *In re Foreign Currency Benchmark Rates Antitrust Litigation* as the #1 settlement of 2018, as well as ranking the Firm #1 nationally for aggregate settlements: 2013-2018.

Global Competition Review

At the 6th Annual Global Competition Review (“GCR”) Awards, Scott+Scott won for Litigation of the Year – Cartel Prosecution, which recognized the Firm’s efforts in the foreign exchange settlements in the United States, a landmark case in which major banks conspired to manipulate prices paid in the \$5.3 trillion-per-day foreign exchange market and have thus far settled for more than \$2 billion.

Law 360 Glass Ceiling Report

Scott+Scott is recognized as one of the top law firms in the nation for female attorneys by the legal publication Law360. The Glass Ceiling Report honors firms that “are demonstrating that the industry’s gender diversity goals can turn into a measurable result, and boost the number of women at all levels of a law firm.”^{1,2} This selection highlights the importance Scott+Scott places on diversity and inclusion within the Firm.

Center for Constitutional Rights

Scott+Scott was the recipient of the 2010 Center for Constitutional Rights’ Pro Bono Social Change Award for its representation of the Vulcan Society, an association of African-American firefighters, in challenging the racially discriminatory hiring practices of the New York City Fire Department.

¹ <https://www.law360.com/articles/1310926>

² <https://www.law360.com/articles/1162859/the-best-law-firms-for-female-attorneys>.



WORLD-CLASS ATTORNEYS

We pride ourselves on the caliber of legal talent on our team. In addition to some of the best and brightest rising stars, we have attorneys who have served with distinction in the U.S. Department of Justice, been admitted to the U.S. Supreme Court, served in OAGs at the state level, argued before the UK's CAT and High Courts, and received virtually every accolade offered in our profession.



ADMISSIONS

U.S. Admissions: United States Supreme Court; United States Courts of Appeal for the First, Second, Third, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, and Eleventh Circuits; United States District Courts for the Districts of California (Northern, Southern, Eastern, and Central), Colorado, Connecticut, Florida (Northern), Illinois (Northern), Massachusetts, Michigan (Eastern), Missouri (Eastern), New Jersey, New York (Southern, Eastern, and Western), Ohio (Northern and Southern), Pennsylvania (Eastern and Western), Texas (Northern, Western, and Southern), Wisconsin (Eastern and Western), and the District of Columbia; and the courts of the States of Arizona, California, Connecticut, Delaware, Florida, Maryland, Pennsylvania, Massachusetts, Nebraska, New Jersey, New York, Ohio, West Virginia, Wisconsin, Texas, and the District of Columbia.

ATTORNEY BIOGRAPHIES

DAVID R. SCOTT

PRACTICE EMPHASIS

Managing Partner David R. Scott represents multinational corporations, hedge funds, and institutional investors in high-stakes, complex litigation, including antitrust, commercial, and securities actions.

ADMISSIONS

States of New York, Pennsylvania, and Connecticut; United States Tax Court; United States Courts of Appeal: Second, Third, and Fifth Circuits; United States District Courts: Southern District of New York, Connecticut, Eastern District of Pennsylvania, Northern and Southern Districts of Texas, and Colorado

EDUCATION

New York University School of Law (LL.M. in taxation); Temple University School of Law (J.D., Moot Court Board, 1989); St. Lawrence University (B.A., cum laude, 1986)

HIGHLIGHTS

Mr. Scott is the Managing Partner of Scott+Scott with offices in New York, Amsterdam, London, Berlin, California, Connecticut, Virginia, Arizona, and Ohio.

In addition to managing the firm's lawyers worldwide, Mr. Scott advises some of the world's largest multinational corporations in cartel damages and other complex matters. He has been retained to design corporate policies for the global recoupment of losses, and transatlantic private enforcement programs.

He currently represents multinational companies and hedge funds in cases involving, among other things, price-fixing in the trucks, foreign exchange, high voltage power cables, cardboard, and payment card sectors.

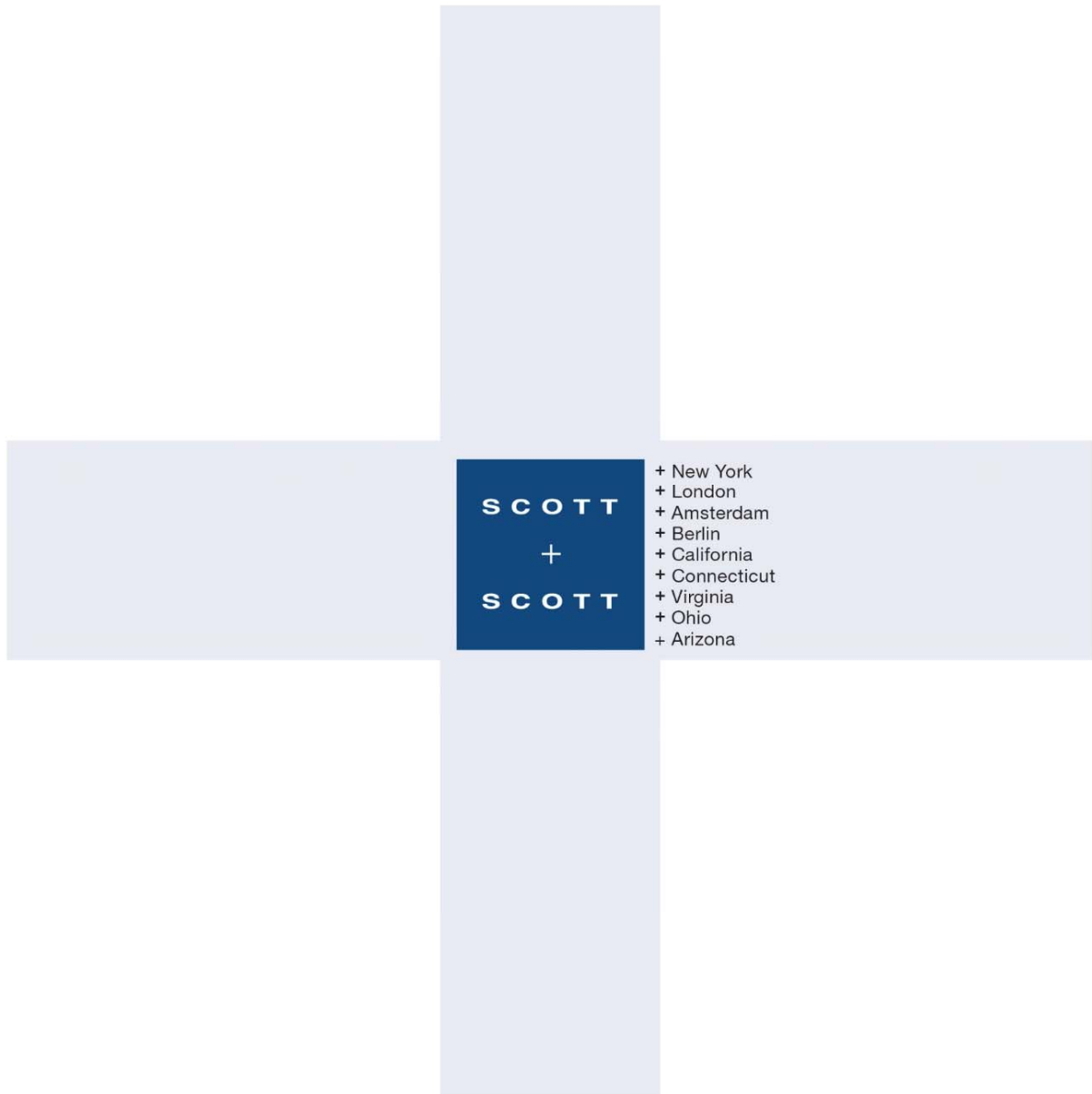
Mr. Scott's antitrust cases in the United States have resulted in significant recoveries for victims of price-fixing cartels. Among other cases, Mr. Scott served as co-lead counsel in *Dahl v Bain Cap. Partners*, No. 1:07-cv-12388 (D. Mass.), an action alleging that the largest private equity firms in the United States colluded to suppress prices that shareholders received in leveraged buyouts and that the defendants recently agreed to settle for \$590.5 million. He was lead counsel in *Red Lion Med. Safety v. Ohmeda*, No. 06-cv-1010 (E.D. Cal.), a lawsuit alleging that Ohmeda, one of the leading manufacturers of medical anesthesia equipment in the United States, excluded

independent service organizations from the market for servicing its equipment. The case was successfully resolved in settlement negotiations before trial.

Mr. Scott has received widespread recognition for his antitrust and competition law work. He has been elected to Who's Who Legal: Competition 2015- 2020, which lists the world's top antitrust and competition law lawyers, selected based on comprehensive, independent survey work with both general counsel and lawyers in private practice around the world. He has also received a highly recommended ranking by Benchmark Litigation for each of the years 2013-2015. In addition, Mr. Scott is continually recognized in the U.S. by Best Lawyers and Super Lawyers.

In addition to his extensive competition law work, Mr. Scott has also taken the lead in bringing claims on behalf of institutional investors, such as sovereign wealth funds, corporate pension schemes, and public employee retirement funds. For example, he has been retained to pursue losses against mortgaged-backed securities trustees for failing to protect investors. He also represented a consortium of regional banks in litigation relating to toxic auction rate securities ("ARS") and obtained a sizable recovery for the banks in a confidential settlement. This case represents one of the few ARS cases in the country to be successfully resolved in favor of the plaintiffs.

Mr. Scott is frequently quoted in the press, including in publications such as The Financial Times, The Economist, The Guardian, The Daily Telegraph, The Wall Street Journal, and Law360. He is regularly invited to speak at conferences around the world and before Boards of Directors and trustees responsible for managing institutional investments.



SCOTT
+
SCOTT

- + New York
- + London
- + Amsterdam
- + Berlin
- + California
- + Connecticut
- + Virginia
- + Ohio
- + Arizona



DEBORAH CLARK-WEINTRAUB

PRACTICE EMPHASIS

Deborah Clark-Weintraub has extensive experience in all types of class action litigation.

ADMISSIONS

State of New York; United States Courts of Appeal: First, Second, Sixth, Seventh and Eighth Circuits; United States District Courts: Southern and Eastern Districts of New York, Eastern District of Michigan and Eastern District of Wisconsin

EDUCATION

Hofstra Law School, Hempstead, NY (J.D., with distinction, 1986); St. John's University, Queens, NY (B.A., *summa cum laude*, 1981)

HIGHLIGHTS

Ms. Weintraub is a partner in the firm's New York office and focuses her practice on securities litigation.

Ms. Weintraub has represented investors in numerous cases that have resulted in substantial recoveries, including *In re Oxford Health Plans, Inc. Securities Litigation*, MDL No. 1222 (S.D.N.Y.) (\$300 million settlement); *In re CVS Corporation Securities Litigation*, No. 01-11464 (D. Mass.) (\$110 million settlement); *Policemen's Annuity and Benefit Fund of the City of Chicago v. Bank of America, NA*, No. 1:12-cv-2865 (S.D.N.Y.) (\$69 million settlement); *In re SanDisk LLC Securities Litigation*, No. 3:15-cv-01455-VC (N.D. Cal.) (\$50 million settlement); *Weston v. RCS Capital Corp.*, No. 1:14-cv-10136 (S.D.N.Y.) (\$31 million settlement); and *In re Conn's, Inc. Securities Litigation*, No. 4:14-cv-00548 (S.D. Tex.) (\$22.5 million settlement), among others.

Ms. Weintraub has also obtained substantial recoveries in consumer litigation, including *Young v. Wells Fargo & Co.*, No. 4:08-cv-00507-RP-CFB (S.D. Iowa) (\$25.7 million settlement).

Ms. Weintraub is currently representing investors in several ongoing securities class action cases, including *Oklahoma Firefighters Pension and Ret. Sys. v. Newell Brands, Inc.*, No. HUD-L-003492-18 (N.J. Super. Ct.); *In re Lyft, Inc. Securities Litigation*, No. CGC-19-575293 (Cal. Super. Ct.); *Erie County Emps. Ret. Sys. v. NN, Inc.*, No. 656462/2019 (N.Y. Sup. Ct.); *In re JPMorgan Precious Metals Spoofing Litigation*, No. 1:18-cv-10356-GHW (S.D.N.Y.); *In re Merrill, BOFA, and Morgan Stanley Spoofing Litigation*, No. 19-cv-6002 (LJL) (S.D.N.Y.); and *City of Warren Police & Fire Ret. Sys. v. CVS Health Corp.*, No. PC-2019-5658 (R.I. Super. Ct.).



Ms. Weintraub is the co-author of *Gender Bias and the Treatment of Women as Advocates*, *Women in Law* (1998), and the *Dissenting Introduction* defending the merits of securities class action litigation contained in the 1994 monograph *Securities Class Actions: Abuses and Remedies*, published by the National Legal Center for the Public Interest.

While in law school, Ms. Weintraub was a member and research editor of the *Hofstra Law Review*. Following her graduation from Hofstra Law School, Ms. Weintraub served as a law clerk to the Honorable Jacob Mishler, United States District Judge for the Eastern District of New York (1986-1987).

Super Lawyers 2019 - 2021



DONALD A. BROGGI

PRACTICE EMPHASIS

Mr. Broggi is engaged in the Firm's securities, antitrust, mass tort, and consumer litigation practices.

ADMISSIONS

States of New York and Pennsylvania

EDUCATION

Duquesne University School of Law (J.D., 2000); University of Pittsburgh (B.A., 1990)

HIGHLIGHTS

Mr. Broggi is a partner in the Firm's New York office and has represented institutional investors, including public pension funds and Taft-union funds in a variety of complex cases, including: *In re Foreign Exchange Benchmark Rates Antitrust Litigation*, No. 13-cv-07789 (S.D.N.Y.): an antitrust class action alleging the world's largest banks conspired to fix the price of foreign currencies (\$2.3 billion in settlements to date); *Alaska Elec. Pension Fund v. Bank of Am. Corp.*, No. 14-cv-07126 (S.D.N.Y.): an antitrust class action alleging the world's largest banks conspired to manipulate the ISDAfix rate (\$504 million settlement); *Dahl v. Bain Capital Partners*, No. 07-cv-12388 (D. Mass.): an antitrust class action alleging that the nation's largest private equity firms, including KKR, Blackstone, TPG, Carlyle, Bain Capital, and Goldman Sachs, colluded to restrain competition and suppress prices paid to shareholders of public companies in connection with multi-billion dollar leveraged buyouts (\$590.5 million settlement); *In re GSE Bonds Antitrust Litigation*, No. 19-cv-01704 (S.D.N.Y.): an antitrust class action alleging manipulation in the market for bonds issued by Government-Sponsored Entities, e.g., Freddie Mac and Fannie Mae (\$386.5 million settlement pending final approval); *Irvine v. ImClone Sys., Inc.*, No. 02-cv-00109 (S.D.N.Y.): a securities fraud class action alleging that defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 by issuing materially false and misleading statements to the market regarding the cancer drug Erbitux (\$75 million settlement); *In re Wash. Mut. Mortg.-Backed Sec. Litigation*, No. 09-cv-00037 (W.D. Wash.): a securities fraud class action against Washington Mutual Bank alleging violations of §11 of the Securities Act for misleading investors about the quality of their mortgage-backed securities (\$69 million settlement); *In re SanDisk LLC Sec. Litigation*, No. 15-cv-01455 (N.D. Cal.): a securities fraud class action alleging that defendants intentionally inflated the price of the Company's stock by making false and misleading statements and concealing information relating to SanDisk's business, operations, and prospects (\$50 million settlement); and *Arkansas Teacher Retirement System v. Insulet Corp.*, No. 15-cv-12345 (D. Mass.): a securities fraud class action alleging Insulet Corporation intentionally inflated the price of the Company's stock by issuing false and misleading statements concerning Insulet's launch of its new insulin infusion system, branded the OmniPod Eros (\$19.5 million settlement), among others.



Currently, Mr. Broggi is also representing cities, counties, and other municipalities from Massachusetts, Pennsylvania, New Jersey, and Florida in both state and federal litigation against the manufacturers and distributors of opioid medications.

Mr. Broggi also works with the Firm's institutional investor clients, including hundreds of public pension systems and Taft-Hartley funds throughout the United States, to confirm their funds have proper safeguards in place to ensure against corporate malfeasance, and regularly consults with institutional investors in the United States on issues relating to corporate fraud in the U.S. securities markets, as well as corporate governance issues and shareholder litigation.

Mr. Broggi has lectured at institutional investor conferences throughout the United States on the value of shareholder activism as a necessary component of preventing corporate fraud abuses, including the Texas Association of Public Employee Retirement Systems, Georgia Association of Public Pension Trustees, Michigan Association of Public Retirement Systems, Illinois Public Pension Fund Association, and the Pennsylvania Association of County Controllers, among others.



MICHAEL BURNETT

PRACTICE EMPHASIS

Michael G. Burnett practices complex securities litigation at the firm, where he consults with institutional clients on corporate fraud in the securities markets as well as corporate governance issues.

ADMISSIONS

State of Nebraska; United States District Courts: District of Nebraska

EDUCATION

Creighton University School of Law (J.D., 1984); Creighton University (B.A. Finance, 1981)

HIGHLIGHTS

In addition to his work with the firm, Mr. Burnett has specialized in intellectual property and related law. His representations include: *In re Foreign Exchange Benchmark Rates Antitrust Litigation*, No. 13-cv-7789 (S.D.N.Y.) (\$2 billion settlement); *Alaska Electrical Pension Fund v. Bank of America Corporation*, No. 14-cv-7126 (S.D.N.Y.) (\$325 million settlement); *Dahl v. Bain Capital Partners*, No. 07-cv-12388 (D. Mass.) (\$590.5 million settlement).

Michael is also a member of the Nebraska Bar Association.

PERSONAL LIFE

Mike and his wife, Mary, are lifelong residents of Nebraska. The entire Burnett family (7 in all) share a special bond with Creighton University. Mike played collegiate golf on the Creighton Division 1 golf team. Mary is a graduate of Creighton University and the University of Nebraska Medical School and was until recently a practicing anesthesiologist. Mike and Mary have five children. Three children are graduates of Creighton and two are attending the University. Two dogs (Tyson and Luna) round out the Burnett family.



MAX SCHWARTZ

PRACTICE EMPHASIS

Max Schwartz's practice focuses on complex civil litigation, often involving financial products and services. He also counsels investment firms and institutional investors on strategies to enhance returns, or recoup losses, through a variety of legal actions.

ADMISSIONS

State of New York; United States District Courts: Southern District of New York

EDUCATION

New York University School of Law (J.D.); Columbia University (B.A., *cum laude*)

HIGHLIGHTS

Mr. Schwartz is a partner in our New York office. Following the financial crisis, Mr. Schwartz served as lead counsel in several cases that set important precedents regarding mortgage-backed securities. He argued the first cases to find that securitization trustees must seek to have defective mortgages repurchased from MBS trusts. These efforts recently led to the recovery of \$69 million for investors in Washington Mutual MBS and \$6 million for investors in Bear Stearns MBS. Some cases include *Policemen's Annuity and Benefit Fund of the City of Chicago v. Bank of America, NA*, No. 1:12-cv-2865 (S.D.N.Y.); *Oklahoma Police Pension and Retirement System v. U.S. Bank National Association*, No. 1:11-cv-8066 (S.D.N.Y.) and *In re SanDisk LLC Sec. Litigation*, No. 15-cv-01455 (N.D. Cal.): a securities fraud class action alleging that defendants intentionally inflated the price of the Company's stock by making false and misleading statements and concealing information relating to SanDisk's business, operations, and prospects (\$50 million settlement).

Currently, Mr. Schwartz represents investment firms pursuing claims against MBS servicers. He also represents plaintiffs in a securities action against *Nicholas Schorsch and RCS Capital Corp.*, among others, one being *Weston v. RCS Capital Corp.*, No. 1:14-cv-10136 (S.D.N.Y.).

Mr. Schwartz has substantial experience in competition and antitrust matters as well. He was part of the team that secured a \$590 million settlement stemming from allegations that several of the largest leveraged buyouts were subject to collusion. *Dahl v. Bain Capital Partners, LLC*, No. 1:07-cv-12388 (D. Mass.). In addition, Mr. Schwartz has advised clients in antitrust matters ranging from pharmaceuticals to precious metals and has advised companies seeking merger review before a number of regulatory agencies.

Super Lawyers named Mr. Schwartz a Rising Star and the Legal Aid Society also recognized him with a Pro Bono Service Award for work before the New York Court of Appeals.



THOMAS LAUGHLIN

PRACTICE EMPHASIS

Thomas Laughlin's practice focuses on securities class action, shareholder derivative, ERISA, and other complex commercial litigation.

ADMISSIONS

State of New York; United States Courts of Appeal: Second, Third, Ninth, and Eleventh Circuits; United States District Courts: Southern and Eastern Districts of New York, Northern District of Florida, District of Columbia, and Eastern District of Michigan

EDUCATION

New York University School of Law (J.D., *cum laude*, 2005); Yale University (B.A. History, *cum laude*, 2001)

HIGHLIGHTS

Mr. Laughlin is a partner in the New York office and focuses on securities class action, shareholder derivative, ERISA, and other complex commercial litigation. After graduating from law school, Mr. Laughlin clerked for the Honorable Irma E. Gonzalez, United States District Court Judge for the Southern District of California.

While at Scott+Scott, Mr. Laughlin has worked on several cases that have achieved notable victories, including *Cornwell v. Credit Suisse*, No. 08-3758 (S.D.N.Y.) (securities settlement of \$70 million), *In re SanDisk LLC Securities Litigation*, No. 3:15-CV-01455-VC (N.D. Cal.) (securities settlement of \$50 million); *Weston v. RCS Capital Corp.*, No. 1:14-cv-10136-GBD (S.D.N.Y.) (securities settlement of \$31 million); *In re King Digital Entertainment plc Shareholder Litigation*, No. CGC-15-544770 (Cal. Super. Ct. San Francisco Cnty.) (securities settlement of \$18.5 million); and *Rubenstein v. Oilsands Quest Inc.*, No. 11-1288 (S.D.N.Y.) (securities settlement of \$10.235 million).

Mr. Laughlin also has significant appellate experience, having represented clients in connection with several appellate victories, including *Cottrell v. Duke*, 737 F.3d 1238 (8th Cir. 2013); *Westmoreland County Employee Ret. Sys. v. Parkinson*, 727 F.3d 719 (7th Cir. 2013); *Pfeil v. State Street Bank and Trust Co.*, 671 F.3d 585 (6th Cir. 2012); and *King v. VeriFone Holdings, Inc.*, 12 A.3d 1140 (Del. Sup. 2011).

In 2014, Mr. Laughlin was co-chair of a 13-day bench trial in *Bankers' Bank Northeast v. Berry, Dunn, McNeil & Parker, LLC*, No. 12-cv-00127 (D. Me.). He represented a consortium of 10 community banks asserting negligence and professional malpractice claims against the former officers and



directors of a bank and its auditor in connection with an \$18 million loan made to that bank in September 2008. Among other things, Mr. Laughlin conducted the cross-examination of all three witnesses from the defendant's auditing firm and the direct examination of plaintiff's auditing expert. The parties to the action succeeded in resolving the action after trial.

Mr. Laughlin has also been named a Super Lawyer for 2021.



EMILIE B. KOKMANIAN

PRACTICE EMPHASIS

Ms. Kokmanian is an associate in the Firm's New York office where she specializes in both federal and state securities litigation on behalf of individual and institutional shareholders.

Prior to joining Scott+Scott, Ms. Kokmanian spent three years as a litigation associate at a leading class action law firm in Québec where she represented aggrieved shareholders in several high-profile securities class actions pertaining to corporate fraud in the securities markets. Ms. Kokmanian also practiced in civil and commercial litigation.

ADMISSIONS

State of New York; Québec

EDUCATION

Université de Montréal (J.D., 2013 & L.L.B., 2011)

HIGHLIGHTS

- Co-authored with Anais Kadian; *Canada: Human Rights Champion or Pawn to Autocratic Regimes in the Global Arms Trade?*, Response to the "Final report: Review of export permits to Turkey" published by Global Affairs Canada, House of Commons – Standing Committee on Foreign Affairs and International Development, May 4, 2021
- Co-authored with Michael Miarmi; *Investigations in Securities Litigation in the U.S.: A Deep Dive Into the Role and Impact of Confidential Witnesses*, *Développements récents en enquêtes internes et réglementaires*, vol. 522 (2022).

REPRESENTATIVE CASES:

Ms. Kokmanian has been involved in several cases, including *Bausch Health Companies Inc. c. California State Teachers' Retirement System*, 2021 QCCA 1547; *California States Teachers' Retirement System c. Bausch Health Companies Inc.*, 2020 QCCS 275; and *Amaya inc. c. Derome*, 2018 QCCA 120.



HAL CUNNINGHAM

PRACTICE EMPHASIS

Hal Cunningham's practice focuses on complex antitrust and consumer litigation, primarily in the financial services industry.

ADMISSIONS

State of California; United States District Courts for the Northern, Central, and Southern Districts of California

EDUCATION

University of San Diego School of Law (J.D., 2005); Murray State (B.S., Biological Chemistry, 1997)

HIGHLIGHTS

Mr. Cunningham is an attorney in the firm's San Diego office and currently represents class plaintiffs in *Alaska Electrical Pension Fund v. Bank of America Corp.*, No. 1:14-cv-07126 (S.D.N.Y.), an action challenging collusion in the setting of ISDAfix, a global benchmark used to value interest rate derivatives, and *In re Foreign Exchange Benchmark Rates Antitrust Litigation*, No. 1:13-cv-07789 (S.D.N.Y.). Mr. Cunningham serves a prominent role in the prosecution of these cases, working with the firm's financial industry experts and economists and supervising firm attorneys on discovery matters.

Mr. Cunningham's practice also includes complex securities litigation, achieving notable results, including *In re Washington Mutual Mortgage Backed Securities Litigation*, No. C09-0037 (W.D. Wash.) and *In re Cardinal Health, Inc. Securities Litigation*, No. 2:04-cv-00575 (S.D. Ohio).

Before entering the practice of law, Mr. Cunningham worked in drug development and holds a Regulatory Affairs Certification. Outside of the office, Mr. Cunningham enjoys cycling and tennis.



JACOB LIEBERMAN

PRACTICE EMPHASIS

Mr. Lieberman is an associate in the Firm's Connecticut office where he principally represents clients in securities litigation matters.

Prior to joining the Firm, Mr. Lieberman spent over seven years as an associate in the litigation group of Sullivan & Cromwell LLP. His practice there consisted of representing international companies in complex civil litigation matters—with a focus on antitrust, market manipulation and RICO cases—as well as in criminal and other regulatory enforcement proceedings.

ADMISSIONS

State of New York; United States Courts of Appeals for the Second and Fourth Circuits, United States District Court for the Southern District of New York.

EDUCATION

Harvard Law School (J.D., *cum laude*, 2014); Vassar College (B.A., General Honors and Departmental Honors in Philosophy, 2009).



JEFF JACOBSON

PRACTICE EMPHASIS

Jeffrey P. Jacobson is a litigation associate specializing in securities litigation in both federal and state court. Currently, he is one of the attorneys in the firm representing pension funds and individuals in their civil suits prosecuting publicly traded companies for securities fraud and malfeasance.

ADMISSIONS

State of New York; United States Courts of Appeal: Second Circuit; United States District Courts: Southern and Eastern Districts of New York

EDUCATION

George Washington University Law School (J.D., High Honors, Order of the Coif, 2017); The George Washington University (B.A., Journalism & Political Science, *summa cum laude*, Distinguished Scholar, 2013)

HIGHLIGHTS

Jeff is an associate in our New York office where he focuses on federal securities litigation.

Prior to joining Scott+Scott, Jeff was a litigation associate at a major international law firm where he represented clients in securities cases, bankruptcy proceedings, and antitrust matters, and advised clients on employment matters.



KASSANDRA NELSON

PRACTICE EMPHASIS

Kassandra Nelson's practice focuses on complex consumer, securities and antitrust litigation.

ADMISSIONS

State of Texas; State of New York

EDUCATION

Southern Methodist University (J.D., 2016); University of Alabama (B.A., *cum laude*, 2012)

HIGHLIGHTS

Ms. Nelson is an associate in the firm's New York office where she focuses on consumer, securities and antitrust litigation. In addition, Ms. Nelson consults with the Firm's institutional investor clients, including numerous public pension systems and multi-employer funds to inform clients and ensure that they have proper safeguards in place to monitor and protect against corporate malfeasance in the United States and international finance markets. Ms. Nelson litigates on behalf of public entities against pharmaceutical companies for alleged fraudulent business practices.

During law school, Ms. Nelson received the distinction of Pro Bono Honor Roll upon graduation for her work in Legal Public Service. Ms. Nelson served as a student attorney for SMU's Innocence Clinic, working with the Dallas County Public Defender's Office and New York Innocence Project, and successfully advocated for the release and exoneration of Steven Chaney, freed after wrongfully serving more than 25 years.

ACTIVE CASES:

City of Cambridge v. Purdue Pharma L.P., et al., Civil Action No. 1984CV02854-BLS2 (Mass. Opioid cases)

City of New Britain v. Purdue Pharma L.P., d/b/a Purdue Pharma (Delaware) Limited Partnership, et al. (Connecticut opioid cases)

Also opioid cases in New Jersey, Pennsylvania, and Virginia.

PUBLICATION:

Global Trends in Private Damages: The Future of Collective Actions, Scott, David; Hollway, Belinda; Nelson, Kassandra; Shah, Devi, 13 Competition L. Int'l 137 (2017)



MEMBERSHIPS:

- National Association of Public Pension Attorneys (NAPPA)
- National Conference on Public Employee Retirement Systems (NCPERS)
- County Commissioners Association of Pennsylvania (CCAP)
- Pennsylvania State Association of County Controllers (PSACC)
- Texas Association of Public Employee Retirement Systems (TEXPERS)
- Georgia Association of Public Pension Trustees (GAPPT)
- Florida Public Pension Trustees Association (FPPTA)
- International Foundation for Employee Benefit Plans (IFEBP)
- Association of Benefit Administrators (ABA)



MARC J. GRECO

PRACTICE EMPHASIS:

Mr. Greco is an associate in the Firm's New York office, where he primarily represents clients in securities litigation matters.

ADMISSIONS:

United States District Courts: Southern District of New York and the Eastern District of New York

EDUCATION:

William & Mary Law School (J.D., 2018); Boston University (B.A., 2015)

HIGHLIGHTS:

Prior to joining the Firm, Mr. Greco spent over four years as an associate at two leading defense firms, where he represented clients in all manner of complex civil litigation and arbitration, as well as criminal investigations and regulatory enforcement actions. The practice areas in which he worked ranged from antitrust, unfair competition, and securities to consumer protection, intellectual property, and contracts.

During law school, Mr. Greco served as the Senior Articles Editor of the *William & Mary Law Review*, and also as a judicial intern to the Honorable Paul E. Davison of the U.S. District Court for the Southern District of New York.



RHIANA SWARTZ

PRACTICE EMPHASIS

Rhiana Swartz's practice primarily focuses on case development including identifying, investigating, and initiating complex federal and state securities class actions on behalf of institutional and individual investors. She also litigates these matters, with a focus on leadership issues. Ms. Swartz is also involved in shareholder derivative actions and other complex commercial matters.

ADMISSIONS

State of New York; United States Courts of Appeal: Second Circuit; United States District Courts: Southern and Eastern Districts of New York, District of Colorado

EDUCATION

Brooklyn Law School (J.D., *magna cum laude*); Swarthmore College (B.A.)

HIGHLIGHTS

Prior to joining Scott+Scott, Ms. Swartz was Senior Counsel in the Special Federal Litigation Division of the New York City Law Department, Office of the Corporation Counsel, where she defended federal civil rights cases from initial receipt of complaint through trial verdict.

Ms. Swartz also spent more than four years as an associate at Sullivan & Cromwell LLP in New York, representing major financial institutions in civil and regulatory matters involving securities, antitrust, corporate governance, and employment law issues.

Ms. Swartz clerked for the Honorable Joan M. Azrack in the Eastern District of New York.

REPRESENTATIVE CASES

Ms. Swartz has helped secure Scott+Scott's leadership in many federal and state class actions, including: *Corwin v. ViewRay, Inc.*, No. 1:19-cv-02115 (N.D. Ohio); *In re Weight Watchers Int'l, Inc. Sec. Litigation*, No. 1:19-cv-02005 (S.D.N.Y.); *Mustafin v. GreenSky, Inc.*, No. 1:18-cv-11071 (S.D.N.Y.); *In re Evoqua Water Techs. Corp. Sec. Litigation*, No. 1:18-cv-10320 (S.D.N.Y.); *Kanugonda v. Funko, Inc.*, No. 2:18-cv-00812 (W.D. Wash.); *Silverberg v. DryShips Inc.*, No. 2:17-cv-04547 (E.D.N.Y.); *Robinson v. Diana Containerships Inc.*, No. 2:17-cv-06160 (E.D.N.Y.); and *In re Altice USA, Inc. Sec. Litigation*, Index No. 711788/2018 (NY Sup. Ct. Queens Cty.).



J. ALEX VARGAS

PRACTICE EMPHASIS

J. Alex Vargas serves as Scott+Scott's Director of Investigations

ADMISSIONS

States of New York and California; District of Columbia

EDUCATION

University of San Diego School of Law (J.D., 2004); University of San Diego (B.A., 1997)

HIGHLIGHTS

Mr. Vargas is based in Scott+Scott's New York office and heads up our investigation department. He conducts and oversees investigations across all practice groups.

Mr. Vargas has devoted over a decade of his career investigating claims on behalf of institutional investors and other stakeholders in the class action arena. He has been involved in several high-profile securities fraud cases, including one where he served as the principal investigator in connection with a 14-year litigation, resulting in the largest securities fraud settlement following a trial; a record \$1.575 billion recovery in *Jaffe v. Household Int'l, Inc.*, No. 02-C-05893 (N.D. Ill.).

In 2019, Mr. Vargas was named to Lawdragon's prestigious list of 500 Leading Plaintiff Financial Lawyers.

Representative antitrust class actions include:

- *In re GSE Bonds Antitrust Litigation*, No. 1:19-cv-01704 (S.D.N.Y.) (\$386 million settlement)
 - **Case Contributions:** In June 2018 news reports indicated that the DOJ was investigating price-fixing in the secondary market for GSE bonds. After a thorough investigation, S+S filed suit alleging that investment banks serving as syndicate members in the primary GSE bond market had conspired to fix the price at which GSE bonds were traded in the secondary market. Mr. Vargas conducted an extensive pre-filing investigation and in doing so identified, interviewed, and retained a key industry expert. Mr. Vargas worked closely with this expert to develop an intricate understanding of the industry, its key players, and the problematic practices alleged by the DOJ. Obtaining this highly relevant human intelligence at a very early stage in the investigation was instrumental in assessing the case's viability, and ultimately, in being first to file a highly detailed complaint.



- Mr. Vargas “interviewed numerous industry insiders and ultimately retained a former highly-placed GSE Bond trader. [Mr. Vargas] worked with these industry experts to understand the regulatory framework and gain a thorough understanding of the GSE Bond market and the players in that market. Due to Counsel’s extensive investigation, Plaintiff’s complaint was the first to identify and allege the Defendants involved in the price-fixing conspiracy, its scope, and its duration.” ECF No. 349, ¶¶18-19.
 - S+S was appointed Co-Lead based in part on their “substantial investigative work and invest[ment] of significant resources.” Memorandum Order at 23, ECF No 159 (May 2, 2019)
- *In re Cattle Antitrust Litigation*, No. 19-cv-1222-JRT-HB (D. Minn.)
 - *In re Foreign Exchange Benchmark Rates Antitrust Litigation*, No. 1:13-cv-07789 (S.D.N.Y.)
 - *Putman Bank v. Intercontinental Exchange, Inc.*, No 1:19-cv-00439 (S.D.N.Y.)

Representative securities class actions include:

- *Banerjee v. Avinger, Inc.*, No. 4:17-cv-03400 (N.D. Cal.) (\$5 million settlement)
- *Union Asset Management Holding AG v. SanDisk LLC*, No. 3:15-cv-01455-VC (N.D. Cal.) (\$50 million settlement)
 - **Case Contributions:** S+S filed suit alleging that the defendant – a flash memory drive manufacturer – misled investors concerning the health and prospects of one of the company’s business segments, as well as its success integrating a recently acquired entity. Through his investigation, Mr. Vargas obtained highly corroborative intelligence that attributed knowledge of the fraud to the company’s CEO and CFO, thereby enabling S+S to overcome opposing counsel’s Motion to Dismiss. Mr. Vargas provided ongoing support throughout the life of the case in order to fully authenticate the sourcing and accuracy of the information he had developed through the investigation; a point which had been highly contested by opposing counsel.
- *In re LendingClub Corp. S’holder, Litigation*, No. CIV537300 (Cal. Super. Ct., San Mateo County) (\$125 million settlement)
- *In re: EndoChoice Holdings, Inc. Securities Litigation*, No. 2016-CV-277772 (Sup. Court, Fulton Cty, GA) (\$8.5 million settlement, preliminarily approved)



- *In re MobileIron, Inc. S'holder Litigation*, No. 1-15-cv-284001 (Cal. Super. Ct., Santa Clara County) (\$7.5 million settlement)
- *Rubenstein v. Oilsands Quest Inc.*, No. 11-cv-288 (S.D.N.Y.) (\$10.2 million settlement)

Representative consumer and data breach class actions include:

- *In re Equifax, Inc. Customer Data Security Breach Litigation*, No. 1:17-md-2800 (N.D. Ga.) (preliminary approval of settlement valued at \$32.5 million)
 - **Case Contributions:** S+S filed suit against Equifax in connection with the 2017 hack of the company, which led to the theft of highly sensitive consumer information belonging to nearly 148 million Americans. As alleged in the complaint, Equifax's senior management ignored specific warnings that its systems were vulnerable to attack and refused to take necessary steps to adequately protect consumer data. Mr. Vargas's investigation confirmed that Equifax failed to implement reasonable measures which are critical to safeguarding data; vulnerability scanning and patch management processes and procedures, restrictions, and controls for accessing critical databases; network segmentation between internet facing systems and backend systems, and properly updated endpoint detection software.
- *In re Pacific Coast Oil Trust Securities Litigation*, No. BC550418 (Cal. Sup. Ct., Los Angeles County) (\$7.6 million settlement)
- *Greater Chautauqua Federal Credit Union v. Kmart Corp.*, No. 15-cv-2228 (N.D. Ill.) (\$5.2 million settlement)
- *WinSouth Credit Union v. MAPCO Express, Inc.*, No. 14-cv-1573 (M.D. Tenn.) (largest dollar-per-card settlement obtained on behalf of financial institutions involving data breach of credit and debit card information)
- *First Choice Federal Credit Union v. The Wendy's Co.*, No. 2:16-cv-00506 (W.D. Pa.) (\$50 million settlement)

EXHIBIT 4

**COHN LIFLAND PEARLMAN
HERRMANN & KNOPF LLP**

Peter S. Pearlman
(Atty. No. 243551970)
Audra DePaolo
(Atty. No. 020321995)
Park 80 West – Plaza One
250 Pehle Avenue, Suite 401
Saddle Brook, New Jersey 07663
Tel.: (201) 845-9600
Fax: (201) 845-9423
E-Mail: psp@njlawfirm.com
ad@njlawfirm.com

Attorneys for Plaintiff

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM, Individually
and on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

NEWELL BRANDS INC, MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT H.
GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT S.
COWEN, DOMENICO DE SOLE, CYNTHIA
A. MONTGOMERY, CHRISTOPHER D.
O'LEARY, JOSE IGNACIO PEREZ-LIZAUR,
STEVEN J. STROBEL, MICHAEL A.
TODMAN, RAYMOND G. VIAULT,
MARTIN E. FRANKLIN, IAN G. H. ASHKEN,
and ROS L'ESPERANCE,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY
DOCKET NO.: HUD-L-003492-18

Civil Action

**CERTIFICATION OF PETER S.
PEARLMAN FILED ON BEHALF OF
COHN LIFLAND PEARLMAN
HERRMANN & KNOPF LLP IN
SUPPORT OF APPLICATION FOR
AWARD OF ATTORNEYS' FEES AND
EXPENSES**

PETER S. PEARLMAN hereby certifies and says:

1. I am an attorney at law of the State of New Jersey and senior counsel at the firm of Cohn Lifland Pearlman Herrmann & Knopf LLP ("Cohn Lifland"). I submit this Certification in support of Class Counsel's motion for an award of attorneys' fees and payment of litigation expenses and charges ("Expenses"), on behalf of all Plaintiff's Counsel who contributed to the prosecution of the claims in the above-captioned action (the "Action") from inception through October 19, 2022 (the "Time Period").

2. My firm, which served as additional counsel in the Action and is counsel for Lead Plaintiff Oklahoma Firefighters Pension and Retirement System, Individually and on Behalf of All Others Similarly Situated ("Oklahoma Firefighters" or the "Oklahoma Firefighters Funds"), participated in various aspects of the litigation and settlement, as set forth in the Certification of Deborah Clark-Weintraub in Support of (I) Plaintiff's Motion for Final Approval of Class Action Settlement and Plan of Allocation, (II) Class Counsel's Application for an Award of Attorneys' Fees and Reimbursement of Litigation Costs and Expenses, and (III) Class Representative's Request for a Service Award, submitted herewith.

3. The schedule attached hereto as Exhibit A is a summary indicating the amount of time spent by the attorneys and professional support staff members of my firm who were involved in the prosecution of the Action and the lodestar calculation based on my firm's current rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and payment of Expenses has not been included in this request. I believe that the time reflected in the Firm's lodestar calculation and the expenses for which payment is sought herein are reasonable and were necessary for the prosecution and resolution of this litigation.

4. The hourly rates for the attorneys and professional support staff of my firm included in Exhibit A are their usual and customary rates, which have been accepted in other securities litigations.

5. The total number of hours expended on this litigation by the attorneys and professional support staff of my firm during the Time Period is 875.60 hours. The total lodestar for those hours is \$572,786.50.

6. Attached as Exhibit B is a task-based summary of the work performed by the attorneys and professional staff members of my firm who performed services in this Action.

7. My firm's lodestar figures are based upon the firm's hourly rates, which rates do not include charges for Expense items. Expense items are recorded separately and are not duplicated in my firm's hourly rates.

8. As detailed in Exhibit C, my firm has incurred a total of \$6,347.11 in Expenses in connection with the prosecution of the Action. The Expenses are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials, and are an accurate record of the Expenses incurred.

9. With respect to the standing of my firm, attached hereto as Exhibit D is a brief biography of my firm, as well as biographies of the firm's partners and of counsels.

I hereby certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: January 16, 2023

s/ Peter S. Pearlman
PETER S. PEARLMAN

EXHIBIT A

EXHIBIT A

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM,
 Individually and on Behalf of All Others Similarly Situated

vs.

NEWELL BRANDS INC, MICHAEL B. POLK, JOHN K. STIPANCICH, SCOTT H. GARBER,
 BRADFORD R. TURNER, MICHAEL T. COWHIG, THOMAS E. CLARKE, KEVIN C.
 CONROY, SCOTT S. COWEN, DOMENICO DE SOLE, CYNTHIA A. MONTGOMERY,
 CHRISTOPHER D. O'LEARY, JOSE IGNACIO PEREZ-LIZAUR, STEVEN J. STROBEL,
 MICHAEL A. TODMAN, RAYMOND G. VIAULT, MARTIN E. FRANKLIN, IAN G. H.
 ASHKEN, and ROS L'ESPERANCE

COHN LIFLAND PEARLMAN HERRMANN & KNOPF LLP

Inception through October 19, 2022

PROFESSIONAL	STATUS	HOURLY RATE	HOURS	LODESTAR AT HOURLY RATES
Peter S. Pearlman	P/SC	\$800	450.90	\$360,720.00
Audra DePaolo	P	\$500	423.80	\$211,900.00
Massiel D. Suarez	PL	\$185	.9	\$ 166.50
TOTAL			875.60	\$572,786.50

Partner (P)

Senior Counsel (SC)

Paralegal (PL)

EXHIBIT B

EXHIBIT B
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM,
Individually and on Behalf of All Others Similarly Situated

vs.

NEWELL BRANDS INC, MICHAEL B. POLK, JOHN K. STIPANCICH, SCOTT H. GARBER, BRADFORD R. TURNER, MICHAEL T. COWHIG, THOMAS E. CLARKE, KEVIN C. CONROY, SCOTT S. COWEN, DOMENICO DE SOLE, CYNTHIA A. MONTGOMERY, CHRISTOPHER D. O'LEARY, JOSE IGNACIO PEREZ-LIZAU, STEVEN J. STROBEL, MICHAEL A. TODMAN, RAYMOND G. VIAULT, MARTIN E. FRANKLIN, IAN G. H. ASHKEN, and ROS L'ESPERANCE

COHN LIFLAND PEARLMAN HERRMANN & KNOPF LLP

Categories:

- | | |
|---|-------------------------|
| [1] Factual Investigation | [6] Court Appearances |
| [2] Pleadings | [7] Experts/Consultants |
| [3] Discovery | [8] Settlement |
| [4] Case Management/Litigation Strategy | |
| [5] Motions and Legal Research | |

Name		[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	Total Hours	Rate	Total Lodestar
Peter S. Pearlman	P/SC	15.30	7.30	81.30	29.60	286.60	6.00	20.90	3.90	450.90	\$ 800.00	\$360,720.00
Audra DePaolo	P	9.50	0.00	72.60	13.00	305.70	4.30	6.40	12.30	423.80	\$ 500.00	\$211,900.00
Massiel D. Suarez	PL				0.9					0.90	\$ 185.00	\$ 166.50
		24.80	7.30	153.90	43.50	592.30	10.30	27.30	16.20	\$875.60		\$ 572,786.50

(P) Partner
(SC) Senior Counsel
(PL) Paralegal

EXHIBIT C

EXHIBIT C

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM,
 Individually and on Behalf of All Others Similarly Situated

vs.

NEWELL BRANDS INC, MICHAEL B. POLK, JOHN K. STIPANCICH, SCOTT H. GARBER,
 BRADFORD R. TURNER, MICHAEL T. COWHIG, THOMAS E. CLARKE, KEVIN C.
 CONROY, SCOTT S. COWEN, DOMENICO DE SOLE, CYNTHIA A. MONTGOMERY,
 CHRISTOPHER D. O'LEARY, JOSE IGNACIO PEREZ-LIZAU, STEVEN J. STROBEL,
 MICHAEL A. TODMAN, RAYMOND G. VIAULT, MARTIN E. FRANKLIN, IAN G. H.
 ASHKEN, and ROS L'ESPERANCE

COHN LIFLAND PEARLMAN HERRMANN & KNOPF LLP

Inception through January 5, 2023

EXPENSE	AMOUNT
Filing, Witness and Other Court Fees	\$1,200.00
Work-Related Transportation & Meals	\$ 21.60
Postage and Deliveries	\$ 336.55
Court Hearing and Deposition Reporting	\$ 550.00
Duplicating/Printing	\$ 116.15
Online Legal and Factual Research	\$4,122.81
TOTAL	\$6,347.11

EXHIBIT D

EXHIBIT D

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM,
Individually and on Behalf of All Others Similarly Situated

vs.

NEWELL BRANDS INC, MICHAEL B. POLK, JOHN K. STIPANCICH, SCOTT H. GARBER,
BRADFORD R. TURNER, MICHAEL T. COWHIG, THOMAS E. CLARKE, KEVIN C.
CONROY, SCOTT S. COWEN, DOMENICO DE SOLE, CYNTHIA A. MONTGOMERY,
CHRISTOPHER D. O'LEARY, JOSE IGNACIO PEREZ-LIZAU, STEVEN J. STROBEL,
MICHAEL A. TODMAN, RAYMOND G. VIAULT, MARTIN E. FRANKLIN, IAN G. H.
ASHKEN, and ROS L'ESPERANCE

COHN LIFLAND PEARLMAN HERRMANN & KNOPF LLP

FIRM RESUME

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP

COUNSELLORS AT LAW

PARK 80 WEST - PLAZA ONE 250 PEHLE AVE. SUITE 401 SADDLE BROOK N.J. 07663 201-845-9600 FAX 201-845-9423

General E-mail: clphk@njlawfirm.com

Internet Address: www.njlawfirm.com

Founded in 1924, Cohn Lifland Pearlman Herrmann & Knopf LLP is a firm dedicated to the general practice of law at the highest level of professional competence, striving to achieve maximum benefit for our clients in the most efficient and professionally responsible manner.

Our firm has a wide ranging litigation practice at both the trial and appellate levels of the federal and New Jersey state court systems, having successfully litigated cases up through and including the United States Supreme Court. We regularly handle complex and sophisticated commercial litigation, including class and derivative litigation, in the areas of corporate and securities fraud, lender and accounts' liability, consumer protection, franchise, anti-trust, qui tam, RICO, employment and intellectual property.

Among the more prominent cases in which the firm has been involved either as sole counsel, lead or co-lead counsel, liaison counsel, or in which we have otherwise participated substantively to a significant extent are the following:

In re: Lipitor Antitrust Litigation, 855 F.3d 126 (3d Cir. 2017) (Clarifying the Third Circuit's jurisdiction over reverse payment antitrust claims); also 866 F.3d 281 (3d Cir. 2017) (establishing pleading standards in reverse-payments antitrust actions);

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COUNSELLORS AT LAW

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MaxLite, Inc. v. ATG Electronics, Inc., 139 F.Supp.3d 371 (D.N.J. 2016) (Analyzing minimum contacts for specific jurisdiction in unfair competition litigation between a New Jersey plaintiff and California defendant);

City of Sterling Heights General Employees' Retirement System v. Prudential Financial, Inc., 2015 WL 5097883 (D.N.J Aug. 31, 2015) (\$33 million settlement for the benefit of the class);

Castro v. Sanofi Pasteur Inc., 137 F. Supp. 3d 820 (D.N.J. 2015)

King Drug Co. of Florence, Inc. v. SmithKline Beecham Corp., 791 F.3d 388 (3d Cir. 2015) (Reverse payment in violation of antitrust laws need not be in cash);

In re Lipitor Antitrust Litigation, 46 F. Supp. 3d 523 (D.N.J. 2014);

In re K-Dur Antitrust Litig., 686 F.3d 197 (3d Cir. 2012), *vacated and remanded in view of Actavis, Upsher Smith Labs., Inc. v. Louisiana Wholesale Drug Co., Inc.*, 133 S. Ct. 2849 (2013), also *In re K-Dur Antitrust Litigation*, 636 F.3d. 197 (3d Cir. 2012) (applying the “quick look” rule of reason analysis and rejecting the scope-of-the-patent test for imposing liability on brand and generic companies for restraints of trade accomplished through “reverse payment” or “exclusion” payments under the Hatch-Waxman Act), also 338 F. Supp. 2d 517 (D.N.J. 2004) (In 2017 the firm received an Outstanding Antitrust Litigation Achievement Award in Private Law Practice from the American Antitrust Institute for its work in connection with this matter);

Aviva Partners LLC, et al. v. Exide Technologies, et al., U.S.D.C., District of New Jersey, 3:05-cv-3098 (MLC/LHG) (\$13.7 million settlement on behalf of the class);

In re Amerada Hess Corporation Securities Litig., Docket No. 02-03359 (District of New Jersey) (\$9 million settlement on behalf of the class);

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COUNSELLORS AT LAW

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In re: Cambrex Corp. Securities Litig., Docket No. 03-4896 (District of New Jersey) (\$3,150,000 settlement on behalf of the class);

In re Merck & Co. Sec., Derivative & Erisa Litig., 493 F. 3d 393 (3d Cir. 2007) (the use of after acquired information obtained through discovery may be utilized to establish demand futility in shareholder derivative litigation);

Rolnik v. AT&T Wireless Services, Inc., Superior Court of New Jersey (\$43 million recovery);

In re Remeron Antitrust Litigation, Case No. 02-2007, District of New Jersey (\$75 million recovery);

In re Lucent Securities Litigation, 327 F. Supp. 2d. 426 (D.N.J. 2004) (\$517 million recovery);

In re AT&T Securities Litigation, Master File No. 455 F.3d 160 (3d Cir. 2006) (\$100 million settlement);

In re Honeywell International, Inc. Securities Litigation, Lead Case No. 2:00cv03605 (DRD), District of New Jersey and 211 F.R.D. 255 (D.N.J. 2002) (\$100 million recovery);

New Jersey Department of Environmental Protection et al v Atlantic Richfield Co., et al. 15 cv – 6468 (D.N.J) (ongoing litigation in which the firm is co-Special Counsel for the State of New Jersey and has recovered \$115 million to date).

United States of America, ex. rel; Thomas G. Quinn v. Omnicare Inc., et als., 382 F.3d 432 (3d Cir. 2004) (in which the court established standards for *Qui Tam* litigation in this circuit and held that pharmaceutical suppliers to long term care facilities in New Jersey had no obligation to reimburse Medicaid for returned medications, even if those medications later were resold by the suppliers);

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP
COUNSELLORS AT LAW

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Varsolona v. Breen Capital Services Corp., 360 N.J. Supp. 292 (App. Div. 2003), aff'd as modified, 180 N.J. 605 (2004);

Williams et als. v. Chatmon, et als., Superior Court of New Jersey, Essex County (\$1.6 million jury verdict in securities litigation);

In Re: PSE&G Shareholder Litigation, 173 N.J. 258 (2002) (establishing New Jersey standard for demand mad and demand futility pleading in shareholder derivative litigation); *see also*, 315 N.J. Super. 323 (Ch. Div. 1998);

Burgo v. Volkswagen of Amer., 183 F. Supp. 2d. 683 (D.N.J. 2001) (\$1.3 million recovery);

California Public Employees' Retirement System v. Chubb Corp., 127 F. Supp. 2d. (D.N.J. 2001);

In re: Nazi Era Cases Against German Defendants, 135 F. Supp. 2d. 537 (D.N.J. 2000); 198 F.R.D. 429 (D.N.J. 2000);

In re: Diet Drug Litigation, This Matter Relates to: Lynn Vadino, et. al., v. American Home Products Corp., et al., Case Code #240, Docket No. 3042-97, (Law Div. 1999) (\$2.5 billion dollar total recovery);

In re: Nice Systems Securities Litigation, 188 F.R.D. 206 (D.N.J. 1999);

Burger-Fischer v. DeGussa AG, 65 F. Supp. 2d. 248 (D.N.J. 1999);

Weikel v. Tower Semiconductor, Ltd., 183 F.R.D. 377 (D.N.J. 1998) (\$16.25 million recovery in class action securities litigation);

In re: Anadigics, Inc. Securities Litigation, Master File No. 98-917 (MLC) (\$11.5 million recovery);

In re: Mobilemedia Securities Litigation, 28 F. Supp. 2d. 901 (D.N.J. 1998) (\$23.95 million recovery);

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP
COUNSELLORS AT LAW

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Grassi v. Information Resources, Inc., 63 F. 3d. 596 (7th Cir. 1995) (class action securities litigation tried to conclusion);

In re: Hibbard Brown Securities Litigation, Master File No. 93 Civ 1150, MDL Docket 962 (\$150 million approved claim in bankruptcy);

In re: General Tire & Rubber Co. Securities Litigation, 726 F. 2d. 1057 (6th Cir. 1994);

Gelles v. TDA Industries, 44 F. 3d. 102 (2d. Cir. 1994) (establishing standards in the Second Circuit on the “in connection with” principle for securities fraud);

Easton & Co. v. Mutual Benefit Life Insurance Co., Fed. Sec. L. Rep. (CCH) ¶’s 96,595, 97,294 and 97,348 (D.N.J. 1993) (\$2.75 million recovery);

Resolution Trust Corp. v. DiDomenico, 837 F. Supp. 623 (D.N.J. 1993);

In Re: Bronze and Copper Anti-Trust Litigation, Master File No. 93-4673 (AET), District of New Jersey;

V. Rachael Lerch, et als. v. Citizens First Bancorp, et al., 805 F. Supp. 1142 (D.N.J. 1992) and 144 F.R.D. 247 (D.N.J. 1992) (\$4 million recovery in securities litigation);

Zinberg v. Washington Bancorp, et al., 138 F.R.D. 397 (D.N.J. 1990) (\$2.1 million recovery in securities litigation);

In Re: C.R. Bard, Inc. Securities Litigation, Master File No. 90-948 (AMW), District of New Jersey (\$18.1 million settlement);

In Re: The Regina Company, inc. Securities Litigation, Civil Action No. 88-4149 (HAA), District of New Jersey (\$7.3 million recovery);

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP
COUNSELLORS AT LAW

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Pearl Newman, et al. v. On Line Software International, inc., et al., Civil Action No. 88-3247 (JLL), District of New Jersey (\$4.1 million recovery during trial in class action securities litigation);

Rose Cammer, et als. v. Bruce M. Bloom, et als., Civil Action No. 88-2458 (AJL) (*See* 711 F. Supp. 1264 (D.N.J. 1989) (\$15 million recovery);

In Re: Todd Shipyards Securities Litigation, Master File No. 88-2580 (DRD), District of New Jersey (\$12.6 million recovery);

Willis v. Rubiera Zim, 705 F. Supp. 205 (D.N.J. 1988) (Finding punitive damages allowable in securities arbitration);

Reufenacht v. O'Halleran, 737 F. 2d. 320 (3d. Cir. 1984), *aff'd*, sub. nom. *Gould v. Reufenacht*, 471 U.S. 701 (1985) (succeeded in persuading the Supreme Court to disavow the “sale of business doctrine” and afford a private right of action under the antifraud provisions of the federal securities laws to those who purchase businesses by acquiring stock rather than assets);

Emanuel Metz, etc. v. Jupiter Industries, et als., Civil Action No. 85-c- 08414, Northern District of Illinois (\$3.1 million recovery in class action securities litigation);

In Re: California Life Insurance Company Securities Litigation, MDL Docket No. 400 (LEW), Central District of California (\$3.25 million recovery);

In Re: General Public Utilities Corporation Securities Litigation, Fed. Sec. L. Rep. (CCH) 1983-1984 Transfer Binder, ¶99,566 (D.N.J. 1983) (\$24.5 million recovery); and

Abramowitz v. Posner, 672 F. 2d. 1025 (2d. Cir. 1982) and 513 F. Supp. 120 (S.D.N.Y. 1981 shareholder derivative litigation).

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Our firm also represents clients in substantial matrimonial actions involving divorce, custody, division of property and support as well as pre and postnuptial planning and agreements. Firm members enjoy expertise in chancery and probate litigation and employment law as well as both federal and state criminal proceedings. We also have a significant tort practice which includes personal injury, medical and legal malpractice, product liability, environmental matters and toxic torts.

We regularly represent creditors, debtors and third parties in bankruptcy cases ranging from individual insolvencies to complex reorganizations and related problems.

Our active transactional practice includes business planning, mergers, acquisitions, investments and franchising. We offer a broad scope of legal services to our clients in corporate and financial transactions. Our real estate experts provide practical knowledge and extensive expertise in the purchase, sale, development and financing of commercial and residential properties, together with land use and environmental regulatory matters.

Many members of our firm are recognized experts in their particular areas of practice and have written, lectured and taught regularly. Articles authored by firm members have been published in leading legal publications and repeatedly cited in reported decisions including those of the New Jersey Supreme Court. We are consulted

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frequently by other members of the bar throughout the United States. Our firm acts as counsel in New Jersey to more than 100 leading law firms and practitioners both from within and without the state.

Our clientele includes many national and international corporations, local and regional companies, the State of New Jersey (which we represent in both securities and environmental litigation) government agencies and public and private pension funds as well as individuals from all walks of life, presenting problems requiring a high degree of professional skill and practical counseling. Uniquely, a number of clients have continued to retain our firm for generations.

Above all we take great pride in the high quality of services rendered and in our steadfast dedication to the diligent representation of the interests of each of our clients.

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Peter S. Pearlman
psp@njlawfirm.com

Peter S. Pearlman practices primarily in the area of commercial litigation in both federal and state courts. Cases in which Mr. Pearlman has been involved have been the subject of more than 60 published opinions, many of which have established important legal precedents.

Mr. Pearlman also regularly represents clients before FINRA, the Financial Industry Regulatory Authority. He has been certified by the Supreme Court of New Jersey's board on Trial Attorney Certification as a civil trial attorney continuously since that certification first became available.

Mr. Pearlman is AV rated by Martindale-Hubbell and has been recognized in *Best Lawyers in America*, as well as *SuperLawyers* in New Jersey for Business Litigation continuously in every year since that recognition first became available. He also is listed *SuperLawyers* Corporate Counsel.

As a transactional attorney, Mr. Pearlman has represented numerous clients in the formation, purchase, sale, reorganization and franchising of corporations, partnerships and limited liability companies in transactions ranging from a few hundred thousand dollars to in excess of \$100 million.

Mr. Pearlman co-wrote "*Trends in the Analysis of Choice of Law in National Class Actions in State and Federal Courts of New Jersey*" in the April 2015 issue of *New Jersey Lawyer*.

Mr. Pearlman is a member of the Lawyers' Advisory Committee to the U.S. District Court District of New Jersey, is a past co-chair of the Class Action Committee of the New Jersey State Bar Association, and served for ten years as a trustee of the Association of the Federal Bar of New Jersey. In 2017, Mr. Pearlman was selected by the Association of the Federal Bar of New Jersey and the New Jersey Commission on Professionalism in Law as a recipient of the Professional Lawyer of the Year Award.

Mr. Pearlman has lectured on topics involving business litigation for the American Bar Association and the New Jersey Institute for Continuing Legal Education. He has taught trial advocacy for the National Institute of Trial Advocacy and has also taught trial and appellate skills at Hofstra, Widener and Roger Williams Schools of Law.

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Published opinions in cases in which Mr. Pearlman has been involved and in which he acted as sole, lead, co-lead, or liaison counsel, include:

In re: Lipitor Antitrust Litigation, 868 F.3d 281 (3d Cir. 2017) (Establishing pleading standards in reverse-payments antitrust actions), also 855 F.3d 126 (3d Cir. 2017) (Clarifying the Third Circuit's jurisdiction over reverse payment antitrust claims), also 46 F. Supp. 3d 523 (D.N.J. 2014);

MaxLite, Inc. v. ATG Electronics, Inc., 139 F.Supp.3d 371 (D.N.J. 2016) (Analyzing minimum contacts for specific jurisdiction in unfair competition litigation between a New Jersey plaintiff and California defendant);

Castro v. Sanofi Pasteur Inc., 137 F. Supp. 3d 820 (D.N.J. 2015) (\$61,500,000 settlement for the benefit of the class);

King Drug Co. of Florence, Inc. v. SmithKline Beecham Corp., 791 F.3d 388 (3d Cir. 2015) (Reverse payment in violation of antitrust laws need not be in cash);

In re K-Dur Antitrust Litig., 686 F.3d 197 (3d Cir. 2012), *vacated and remanded in view of Actavis, Upsher Smith Labs., Inc. v. Louisiana Wholesale Drug Co., Inc.*, 133 S. Ct. 2849 (2013), also 338 F. Supp. 2d 517 (D.N.J. 2004) (\$60,200,000 settlement for the benefit of the class);

Herman v. Yellow Pages, LLC, 780 F. Supp. 2d 1028 (S.D. Ca. 2011);

Kalow & Springut v. Commence Corp., 272 F.R.D. 397 (D.N.J. 2011);

State of New Jersey Dept. of Treasury v. Fuld, 604 F.3d 86 (3d Cir. 2010);

In re Merck & Co. Sec., Derivative & ERISA Litig., 493 F.3d 393 (3d Cir. 2007);

In re AT&T Securities Litigation, 455 F.3d 160 (3d Cir. 2006) (\$100 million settlement for the benefit of the class);

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In re Remeron Antitrust Litigation, 367 F. Supp. 2d 675 (D.N.J. 2005) (\$75 million settlement for the benefit of the class);

U.S. ex rel. Quinn v. Omnicare Inc., 382 F.3d 432 (3d Cir. 2004) (in which the court established standards for *Qui Tam* litigation in this circuit and held that pharmaceutical suppliers to long term care facilities in New Jersey had no obligation to reimburse Medicaid for returned medications, even if those medications later were resold by the suppliers);

Varsolona v. Breen Capital Services Corp., 360 N.J. Super. 292 (App. Div. 2003), *aff'd as modified*, 180 N.J. 605 (2004);

Naviant Marketing Solutions, Inc. v. Larry Tucker, Inc., 339 F. 3d 180 (3d Cir. 2003);

In re Honeywell International Securities Litigation, 211 F.R.D. 255 (D.N.J. 2002), also 182 F. Supp. 2d 414 (D.N.J. 2002) (\$100 million settlement obtained for the benefit of the class);

In re: PSE&G Shareholder Litigation, 173 N.J. 258 (2002) (the Supreme Court adopted new pleading standards for plaintiffs in shareholder derivative litigation, rejecting the more rigid Delaware standards), also 315 N.J. Super. 323 (Ch. Div. 1998);

Burgo v. Volkswagen of America, 183 F. Supp. 2d 683 (D.N.J. 2001);

California Public Employees Retirement System v. Chubb Corp, 127 F. Supp. 2d 572 (D.N.J. 2001);

Noorily v. Thomas & Betts Corp., 188 F.3d 153 (3d Cir. 1999), *cert. denied*, 529 U.S. 1053;

Megatech, Inc. v. NSD Acquisitions LP, 215 F.3d 1320 (4th Cir. 2000);

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In re: Interneuron Pharmaceuticals Litigation, 188 F.R.D. 3 (D. Mass. 1999);

In re: Nice Systems Securities Litigation, 188 F.R.D. 206 (D.N.J. 1999);

Burger-Fischer v. DeGussa AG, 65 F. Supp. 2d 248 (D.N.J. 1999);

In re: Milestone Scientific Securities Litigation, 183 F.R.D. 404 (D.N.J. 1998), also 187 F.R.D. 165 (D.N.J. 1999), also 103 F. Supp. 2d 425 (D.N.J. 2000);

In re: Computron Software Litigation, 6 F. Supp. 2d 313 (D.N.J. 1998);

Weikel v. Tower Semiconductor, Ltd., 183 F.R.D. 377 (D.N.J. 1998) (\$16.25 million settlement achieved for the benefit of the class);

In re: Mobilemedia Securities Litigation, 28 F. Supp. 2d 901 (D.N.J. 1998);

Matter of TDA Industries, Inc., 240 A.D. 2d 262 (N.Y.A.D. 1 Dept. 1997);

J.K. Funding, Inc. v. DeCara Enterprises, Ltd., 235 A.D. 2d 785 (N.Y.A.D. 3 Dept. 1997), also 270 A.D. 2d 456 (N.Y.A.D. 2 Dept. 2000);

Grassi v. Information Resources, Inc., 63 F. 3d 596 (7th Cir. 1995);

In Re: General Tire & Rubber Co. Securities Litigation, 726 F.2d 1057 (6th Cir. 1994);

Gelles v. TDA Industries, 44 F.3d 102 (2d Cir. 1994) (establishing new standards in the Second Circuit on the purchaser/seller requirement of SEC Rule 10b-5), also Fed. Sec. L. Rep. 1993 Transfer Binder 97,690 (S.D.N.Y. 1993), also Fed. Sec. L. Rep. 1990 Transfer Binder 96,110 (S.D.N.Y. 1991);

Easton & Co. v. Mutual Benefit Life Insurance Co., Fed. Sec. L. Rep. (CCH) 1993 Transfer Binder 96,595, 97,294 and 97,348 (D.N.J. 1993);

Resolution Trust Corp. v. DiDomenico, 837 F. Supp. 623 (D.N.J. 1993);

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V. Rachael Lerch, et. al. v. Citizens First Bancorp, et al., 805 F. Supp. 1142 (D.N.J. 1992), also 144 F.R.D. 247 (D.N.J. 1992) (\$4 million settlement achieved for the benefit of the class);

Franz v. Raymond Eisenhardt Sons, Inc., 732 F. Supp. 521 (D.N.J. 1990);

Zinberg v. Washington Bancorp, et al., 138 F.R.D. 397 (D.N.J. 1990) (\$2.1 million settlement achieved for the benefit of the class);

Rose Cammer, et al. v. Bruce M. Bloom, et al., 711 F. Supp. 1264 (D.N.J. 1989) (\$15 million settlement achieved for the benefit of the class);

Willis v. Rubiera Zim, 705 F. Supp. 205 (D.N.J. 1988) (clarifying the right of arbitrators to award punitive damages on investors claims);

Reufenacht v. O'Halleran, 737 F.2d 320 (3d Cir. 1984), *aff'd, sub. nom. Gould v. Reufenacht*, 471 U.S. 701 (1985) (the Supreme Court disavowed the sale of business doctrine, thereby confirming the right of those who purchase businesses by acquiring the corporate stock rather than the business assets to the protection of the anti-fraud provisions of the federal securities laws);

Degenaars v. Degenaars, 186 N.J. Super. 233 (Ch. Div. 1982);

Turner v. Aldens, Inc., 179 N.J. Super. 596 (App. Div. 1981);

Roem v. Borough of Dumont, 176 N.J. Super. 397 (App. Div. 1980);

In Re: General Public Utilities Corporation Securities Litigation, Fed. Sec. L. Rep. (CCH) 1983-1984 Transfer Binder, 99,566 (D.N.J. 1983) (\$24.5 million settlement achieved for the benefit of the class);

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Abramowitz v. Posner, 672 F.2d 1025 (2d Cir. 1982), also 513 F. Supp. 120 (S.D.N.Y. 1981) (setting standards for shareholders derivative litigation in the Second Circuit);

In re: General Tire & Rubber Co. Securities Litigation, 429 F. Supp. 1032 (J.P.M.L. 1977);

Scott v. Richstein, 129 N.J. Super. 516 (Law Div. 1974);

Crowell v. U.S. 1972 A.M.C. 2086 (D.N.J. 1972).

Jeffrey W. Herrmann
jwh@njlawfirm.com

Jeffrey W. Herrmann's practice is concentrated in the field of complex commercial litigation. In this area he has successfully represented clients in such diverse areas as securities law, consumer law and anti-trust matters.

Mr. Herrmann has litigated numerous matters, which have been the subject of published opinion establishing important precedent both in New Jersey and nationally in the areas of securities fraud, consumer fraud and bankruptcy. Mr. Herrmann has been recognized for several years by SuperLawyers in the following categories: Securities Litigation, Business Litigation, Bankruptcy and Creditor/Debtor Rights and by *(201) Magazine* as one of Bergen's Top Lawyers in 2014 and 2015, in Appellate Practice, Bankruptcy, Civil Litigation and Commercial Litigation.

In addition, he regularly represents clients before FINRA, the Financial Industry Regulatory Authority, and the American Arbitration Association.

Mr. Herrmann has served as co-chair of the New Jersey Bar Association Securities Litigation Committee and frequently lectures for the N.J. Institute for Continuing Legal Education and the New Jersey State Bar Association. He also is an adjunct professor at Keane University teaching Shakespeare Studies. In addition, he has been actively involved in charitable activities for many years.

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Mr. Herrmann started as a law clerk in 1975 and joined Cohn Lifland Pearlman Herrmann & Knopf LLP as an associate the following year. He was elected as a partner of the firm in 1981 and is a member of the executive committee.

Mr. Herrmann is a member of the American Bar Association, the New Jersey State Bar Association and the Bergen County Bar Association. He frequently lectures for the N.J. Institute for Continuing Legal Education and the New Jersey State Bar Association. In addition, he has been actively involved in charitable activities for many years.

Mr. Herrmann received a J.D. from Columbia University School of Law and a B.A. in History from Columbia University.

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Barry A. Knopf
bak@njlawfirm.com

Barry A. Knopf is a trial lawyer who has recovered millions of dollars on behalf of his clients. He has also participated in significant malpractice, personal injury and class action cases. In addition, Mr. Knopf has always maintained an active interest and practice in the area of probate litigation representing both estates and contestants.

Mr. Knopf is an Adjunct Faculty member of the Trial Advocacy Program at Hofstra University School of Law. He taught Settlement Techniques at the New Jersey Judicial College. He was an instructor at the National Institute of Trial Advocacy from 1989-1995. He has been and continues to be a lecturer and commentator for the New Jersey Institute for Continuing Legal Education where he participates in programs such as "How to Try a Wrongful Death Case," "Hot Tips in Tort Law," "How to Try a Malpractice Case," "Civil Trial Preparation," "Preparing and Trying Medical and Legal Negligence Cases," and, most recently, "Civil Case Update." He is a Barrister in the Morris Pashman Inn of Court.

Mr. Knopf also has been appointed Special Counsel to the Attorney General of the State of New Jersey representing the New Jersey Department of Environmental Protection.

He has been a Certified Civil Trial Attorney since 1982, and was recertified in 1989, 1996, 2004, 2009 and 2014 by the Supreme Court of the State of New Jersey's Board on Trial Attorney Certification. He has been named by *(201) Magazine* as among Bergen's Top Lawyers in 2014 and 2015, in Environmental, Litigation, Medical Malpractice and Personal Injury. Mr. Knopf is recognized by *SuperLawyers* in multiple categories including: Business Litigation, Personal Injury Plaintiff, Medical Malpractice, and Professional Liability.

Mr. Knopf is a member of the firm's executive committee.

Mr. Knopf is a member of the Panel of Arbitrators of the American Arbitration Association. He was a member of the Advisory Committee for the Skills and Methods Course at the New Jersey Institute for Continuing Legal Education. He is a member of the American Association for Justice, the New Jersey Trial Lawyers Association, the American Bar Association, and the New Jersey State Bar Association.

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Mr. Knopf currently serves as President of the Board of JESPY House Inc. JESPY House is a non-profit organization whose goal is to enable adults with learning and developmental disabilities to lead independent lives and achieve their full potential. He was the President of Temple Beth Tikvah from 1993-1995 and has been a Member of the Board of Trustees since 1983.

Published Cases

Dupree v. City of Clifton, 351 N.J. Super. 237 (App. Div. 2002), aff'd, 175 N.J. 449 (2003)

Grzanka v. Pfeifer, 301 N.J. Super. 563 (App. Div. 1997), certif. den., 154 N.J. 607 (1998)

Zweig by Zweig v. E.R. Squibb Sons, Inc., 222 N.J. Super. 306 (App. Div.), certif. den. 111 N.J. 614 (1988)

Durham v. U.S. by C.I.R., 545 F.Supp. 1094 (D.N.J. 1982)

Suchit v. Baxt, 176 N.J. Super. 407 (Law Div. 1980)

Scott v. Richstein, 129 N.J. Super. 516 (Law Div. 1974)

In addition to the areas described above, Mr. Knopf has always maintained an active interest and practice in the area of probate litigation representing both estates and contestants.

He is the author of the www.njprobatelitigation.njlawfirm.com blog.

A published author as well, Mr. Knopf's works include:

Co-author with Audra DePaolo, "McDougall v. Lamm: New Jersey Supreme Court Ruling that Emotional Distress Damages Are Not Available for Witnessing Death of Beloved Pet Keeps Man's Best Friend in the Dog House," 2012 LexisNexis Emerging Issues 6645 (September 2012)

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Co-author with Audra DePaolo expert commentary “Federal Court in Bashir v. The Home Depot Slices Lessor’s Defense under NJPLA in Stump Grinder Case,” 2011 LexisNexis Emerging Issues 6153 (December 2011)

New Jersey Trial and Evidence, Chapter 6 “The Use of Character Proof in Civil and Criminal Matters,” (with Peter P. Green, Esq. and Alex Pisarevsky, Esq.) Institute for Continuing Legal Education (2009)

LexisNexis Practice Guide New Jersey Personal Injury Litigation (Mathew Bender/Lexis-Nexis 2006 to 2015) (editor)

“Medical Malpractice,” LexisNexis Practice Guide New Jersey Personal Injury Litigation (Mathew Bender/Lexis-Nexis 2007 – 2013) (co-author with Audra DePaolo)

“Professional Negligence–Malpractice Law in New Jersey,” Institute for Continuing Legal Education, 1981 (2nd ed. 1985) (3rd ed. 1990) (4th ed. 1996) (co-author with Albert L. Cohn)

“Civil Trial Preparation,” Practical Skills Series, New Jersey Institute for Continuing Legal Education, 1990 (2nd ed. 1992)

“Drugs and Medical Devices: The Unavoidably Unsafe Products,” New Jersey Product Liability Law, New Jersey Law Journal Books, 1995 (co-author)

“An Analysis of Case Law Concerning the Wrongful Death Act,” Institute for Continuing Legal Education, 1994 (co-author)

“Fireman’s Rule Revisited,” Institute for Continuing Legal Education, 1992 (co-author)

“Personal Injury Practice in New Jersey,” National Business Institute, 1990 (co-author)

Blog News

Missing and Presumed Revoked: Where on Earth is Allan Schenecker’s Original Will?

Where a decedent’s original Will is last seen in his or her custody, and it turns up missing, the law presumes that the decedent destroyed it with the intent to revoke its

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terms. As with many presumptions, this particular presumption may be rebutted. But how? That is the question addressed by New...

Notes in the Drawer: Admitting Unsigned, Handwritten Notes to Probate

In this very space, back on October 1, 2010, we examined the curious case of Louise R. Macool. Ms. Macool's draft Will as dictated to her attorney before her untimely demise was not admitted to probate since she had not read it and given her final assent. Despite rejecting that proposed Will ...

Probable Intent: When Plain Language in a Will May Simply be Ignored

Even where the plain language of a Last Will and Testament is unambiguous as to the identity of beneficiaries and the assets they are to receive, the doctrine of probable intent may lead to a result that directly contradicts that plain language. That is precisely the scenario examined by New Jersey's...

Ademption: More than Just a Word Your Spell-Check Doesn't Recognize

What happens when someone bequeaths a specific asset to a beneficiary but, when the testator dies, the asset is gone? That is one of the questions addressed by New Jersey's intermediate appellate court in an unpublished decision handed down this week, In the Matter of the Estate of Louis S....

In Terrorem Clauses: More Bark Than Bite

While planning your estate, you may anticipate a disinherited family member or friend making a stink about the contents of your Will. Since combat over the probate of Wills and undue influence over testators can be emotionally and financially draining for the combatants, you may want to short circuit such conflict...

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Leonard Z. Kaufmann

lzk@njlawfirm.com

Leonard Z. Kaufmann primarily handles commercial litigation, including consumer and class action cases. He is also experienced in environmental litigation, personal injury and professional malpractice matters.

In 2003, Mr. Kaufmann was named to the Million Dollar Advocates Forum whose membership is limited to those attorneys who have achieved a verdict or settlement in excess of one million dollars.

Mr. Kaufmann is certified as a Civil Trial Attorney by the Supreme Court of the State of New Jersey, and is a Court Approved Mediator pursuant to New Jersey Court Rule 1:40. He is admitted to practice in New Jersey and in New York, and before the United States Court of Appeals for the Third and Fourth Circuits. He has served as a Barrister of the Justice Robert L. Clifford American Inn of Court.

Mr. Kaufmann lectures for the New Jersey Institute for Continuing Legal Education. He was named by *(201) Magazine* as one of Bergen's Top Lawyers in 2014 and 2015, in Environmental practice.

Mr. Kaufmann is also a member of the New Jersey State and Bergen County Bar Associations.

Mr. Kaufmann received his J.D. from Rutgers University School of Law. His B.A. was earned at the University of New Orleans and his masters in Social Work from Tulane University.

Selected Published Cases

Lauchheimer v. Gulf Oil, 6 F. Supp. 2d, 339 (D.N.Y. 1998)

Berke v. Buckley Broadcasting Corp., 359 N.J. Super. 587 (App. Div. 2003).

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Joshua P. Cohn
jpc@njlawfirm.com

Joshua P. Cohn focuses on handling high-conflict litigation, including criminal defense (federal, state and municipal courts), commercial disputes and family disagreements (divorce, custody and domestic violence), as well as several other types of matters. The breadth of Mr. Cohn's background enables him to handle these types of cases.

Upon completion of a federal court clerkship for the Hon. Alfred M. Wolin, Mr. Cohn began his career working for a large Wall Street law firm. He returned to New Jersey in 1990 where he served as an Assistant Prosecutor handling both trials and appeals in the Bergen County Prosecutor's Office for close to four years. After this successful tour of duty in the Prosecutor's Office, Mr. Cohn joined the firm in 1994.

In addition to handling a full caseload, Mr. Cohn also serves as a Barrister in the Morris Pashman Inn of Court, and as a panelist on the Passaic County Matrimonial Early Settlement Panel. He is also an active participant within the Federal Criminal Justice Act Program. Mr. Cohn taught as an adjunct faculty member at the Seton Hall University School of Law from 1991 to 1997. He is recognized as a SuperLawyer for General Litigation and Criminal Defense (2006-2013) and was named by *(201) Magazine* as one of Bergen's Top Lawyers in 2014 and 2015, in Civil Litigation, Criminal, Matrimonial & Family, and White Collar Crime.

Affiliations

Mr. Cohn is a member of the American Bar Association, the New Jersey State Bar Association, the Bergen County Bar Association and the Association of the Federal Bar of the State of New Jersey. He is also a lecturer for the New Jersey State Bar Foundation.

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Joseph A. Maurice
jam@njlawfirm.com

Joseph A. Maurice is certified as a Civil Trial Attorney by the Supreme Court of New Jersey's Board of Trial Attorney Certification. He practices primarily in the areas of commercial and criminal litigation. He has tried cases involving consumer fraud, RICO, securities fraud, personal injury, public entity liability and professional malpractice. He has defended clients charged with indictable crimes involving narcotics and narcotics trafficking, conspiracy, theft, money laundering, mortgage fraud, assault and international interference with custody. Mr. Maurice litigates in both state and federal courts. He also has experience with negligence, matrimonial and real estate work. He also has experience in matrimonial litigation and real estate transactions.

Mr. Maurice is a former court appointed mediator for the New Jersey Superior Court. He served as the Borough of Paramus Municipal Prosecutor for the Criminal Part and formerly of the Traffic Part. Prior to his affiliation with the firm, he was part of several smaller private practices and was also a pool attorney for the New Jersey Public Defender's Office where he was responsible for defending indigent persons charged with indictable crimes.

Upon graduation from law school, Mr. Maurice clerked for the Honorable Bruce Gaeta, J.S.C. in the Criminal Part of the Bergen County Vicinage.

Mr. Maurice is a member of the Million Dollar Advocates Forum, which resulted from his trial of a securities fraud class action trial – Williams et al. vs. Chatmon et al.

Mr. Maurice is a member of the New Jersey State Bar Association. He serves as Secretary for the Bergen County Bar Association and was formerly a Trustee; he has served on the Criminal and Civil Litigation Committees. In addition, he is a Trustee of the Bergen County Bar Foundation. Mr. Maurice is former Chair of the District IIA Supreme Court Ethics Committee. He has also lectured for the Bergen County Bar Foundation and participated in the 411 It's Your Life Program. He is a member of the Columbians—a philanthropic Italian American club and is a Knight of Columbus.

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Mr. Maurice's publications include "How to Prepare for an Attorney Consultation," (Paramus Magazine, August 2009), "Judge Liliana S. DeAvila-Silebi," with Demetra A. Maurice (The Bergen Barrister, Spring 2009) and "Mind Your Business: Employee Use on Company Computers" (Paramus Chamber of Commerce website Business Center, Fall 2007).

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Geri Landau Squire
gl@njlawfirm.com

Geri Landau Squire has extensive experience representing clients in family law matters. Her practice has focused on family law for most of her 30-year career. She is certified by the Supreme Court of New Jersey as a matrimonial law attorney and is also certified as a family law mediator. She focuses her practice on adoption, alimony/spousal support, spousal maintenance, child custody and parenting time, child support, divorce, domestic violence, post-judgment applications for modification and enforcement, and relocation of spouse with children out-of- state. Ms. Squire is also a court-approved family law mediator.

Ms. Squire serves on, and has chaired, two Early Settlement Panels, which consist of experienced family lawyers who devote their time to reviewing settlement proposals and conferring with attorneys and litigants in an effort to resolve contested matrimonial cases.

Ms. Squire has taught paralegal courses, authored chapters in the New Jersey Transaction Guide (published by Matthew Bender) and lectured to various community groups. She was also an adjunct instructor of legal research and writing at Seton Hall University School of Law. Ms. Squire has received an AV Preeminent rating by Martindale-Hubbell. She was selected as one of 2015's Women Leaders in the Law, published in *Fortune* magazine. In addition, she was named by *(201) Magazine* as one of Bergen County's "Top Lawyers" in 2015, in Matrimonial & Family.

Affiliations

Ms. Squire had served on the Supreme Court's District IIB Ethics Committee. She is a member of the Bergen County Bar Association, Passaic County Bar Association, New Jersey State Bar Association (Family Law Section) and the New York State Bar Association. She is Chair of the Early Settlement Panel in Passaic County and a member of the Early Settlement Panel in Bergen County. She is a member of the Family Law Committee of the Bergen County Bar Association and also a member of the Certified Attorneys Section of the New Jersey State Bar Association.

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Allen Susser
as@njlawfirm.com

Allen Susser's practice focuses on the purchase, sale and financing of commercial and residential real estate. He also works on other business transaction matters, such as the purchase, sale and creation of business entities. In addition, Mr. Susser devotes a large part of his practice to consumer loan debt collections and foreclosures, as well as commercial loan work-outs for local and regional lending institutions. He also heads the wills, trusts and estates group at the firm.

Mr. Susser is a member of the New Jersey State Bar Association and the Passaic County Bar Association of which he was a member of the Board of Trustees from 1984 to 1987. He was a member of the Board of Trustees, Passaic County Legal Aid Society from 1982 to 1987. Mr. Susser was a member of the Board of Directors of the Y.M. & Y.W.H.A. of North Jersey from 1985-1995.

Mr. Susser was awarded a J.D. from Vermont Law School and a B.A. from Fairleigh Dickenson University. Mr. Susser was law clerk to the Hon. Irving I. Rubin, Superior Court of New Jersey, 1977-78. Mr. Susser joined the firm in 1987.

Published Cases

Kali Bari Temple v. Bd. of Adj., 271 N.J. Super. 241 (App. Div. 1994)

NPS Corp. v. Insurance Co. of North America, 213 N.J. Super. 547 (App. Div. 1986)

Henry v. Shopper's World, 200 N.J. Super. 14 (App. Div. 1985)

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Mary Ann Stokes
mas@njlawfirm.com

Mary Ann Stokes has a wealth of experience in the full range of family law matters. Since 2005, her practice has been devoted exclusively to the mediation of family matters and to serving as a parenting coordinator at the request of parties and/or their attorneys. Since 2002, Ms. Stokes has mediated more than 1500 family matters and been appointed as parenting coordinator in over 80 cases. In addition, Ms. Stokes has served in numerous family cases as an arbitrator for both economic and parenting issues. Ms. Stokes is also trained in collaborative law.

In mediation, Ms. Stokes sets the stage for the discussion in realistic terms, while remaining sensitive to the needs of each party and to the overall difficult task at hand. Her goal is to assist the parties in arriving at decisions that meet the goals of their reconstituted family.

Ms. Stokes is admitted to the Bar in New Jersey, before the U.S. District Court for the District of New Jersey and the U.S. Supreme Court.

She is a member of the New Jersey State Bar Association, the Bergen Bar Association, the Bergen County Women Lawyers Association, the New Jersey Association of Professional Mediators and is on the Board of Directors of the New Jersey Chapter of the Association of Family and Conciliation Courts.

Ms. Stokes received her J.D. from Rutgers University School of Law. She attended Brooklyn College of the City University of New York which awarded her B.A. *cum laude*. She was elected to Phi Beta Kappa while a student at Brooklyn College.

Ms. Stokes joined the firm as a second year law clerk in 1985 and has been a partner for 19 years.

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Richard A. Schnoll
ras@njlawfirm.com

Richard A. Schnoll concentrates his practice in the areas of personal injury and complex commercial litigation. Mr. Schnoll is the former Managing Attorney for Jacoby & Meyers and was an Assistant District Attorney, Kings County, New York. He was also a senior executive in a technology company. Mr. Schnoll authors the NJcaraccidentblog where he writes about the many issues related to automobile collisions and insurance.

Mr. Schnoll is a former adjunct professor at Montclair State University.

Mr. Schnoll has extensive trial experience. As Managing Attorney at Jacoby & Meyers, Mr. Schnoll led the litigation teams that secured a multimillion dollar settlement for a brain damaged teenager who drowned in a motel pool and a multimillion dollar verdict against a municipality for negligence resulting in serious leg injuries. At the time it was the largest upheld verdict of its kind in the state. Mr. Schnoll recently has concentrated his efforts on commercial, including employment, litigation obtaining a number of outstanding settlements and verdicts on behalf of plaintiffs and defendants. His representations also encompass the areas of securities and real estate disputes.

Mr. Schnoll previously held NASD Series 7 and 66 licenses as well as Life and Health Insurance licenses in New Jersey and New York.

Mr. Schnoll is also active in his community and has been appointed to the Advisory Committee to the Mayor in Woodcliff Lake, New Jersey.

Mr. Schnoll was named among Bergen's Top Lawyers in 2014 and 2015 by *(201) Magazine* in Medical Malpractice, Negligence and Personal Injury.

Mr. Schnoll is a member of the New Jersey State Bar Association and Association of Trial Lawyers of America-NJ. He is a former member of the Board of Directors of the New York State Trial Lawyers Association. Mr. Schnoll is currently an adjunct professor at Montclair State University.

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Selected Published Cases

Smith v. Paterson, 88 AD2d 917 (NY AD 2nd Dept 1982) (Article 78 proceeding challenging the suspension of a real estate broker's license)

Celestial Food Corp of Coram, Inc., v. N.Y.S. Liquor Authority, 99 AD2d 25 (NY AD 2nd Dept 1984) (Article 78 proceeding challenging ruling of the NY State Liquor Authority requiring corporation to seal access to an adjoining game room)

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Andrew R. Macklin
arm@njlawfirm.com

Andrew Macklin practices mainly in the areas of complex commercial litigation, consumer protection, construction/transition litigation and personal injury. He also represents clients in contested probate matters.

Prior to joining the firm on a full-time basis, Mr. Macklin was a second year and third year law clerk at Cohn Lifland. He is a graduate of the Justice Morris Pashman American Inn of Court.

While studying at Fordham University School of Law, Mr. Macklin served on the Executive Board of the Brendan Moore Trial Advocacy Center, and was Notes & Articles Editor on the Fordham Environmental Law Review. He has served as an adjunct professor at Fordham's law school, teaching trial advocacy.

Mr. Macklin was selected the Bergen LEADS Class of 2016. He was also selected to SuperLawyers New Jersey Rising Stars in 2010, 2012, 2013 and 2014. He was named among Bergen's Top Lawyers in 2014 and 2015, by *(201) Magazine*, in Chancery and Construction.

Affiliations

Mr. Macklin serves on the Superior Court of New Jersey District IIA Ethics Committee.

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Audra DePaolo
ad@njlawfirm.com

Audra DePaolo practices primarily in the areas of appellate, class action and complex commercial litigation.

Upon graduation from law school, Ms. DePaolo was a judicial law clerk to the Hon. Peter Ciolino, A.J.S.C. (retired) former Assignment Judge of Bergen County.

Ms. DePaolo is a member of the New Jersey State Bar Association and a member of the Appellate Practice Committee. She is also a member of the Bergen County Bar Association and the Association of the Federal Bar of New Jersey.

She has been selected to the list of Bergen County's Top Lawyers in Appellate Practice and Commercial Litigation. She was named on the list of Bergen's Top Lawyers by *(201) Magazine* in Appellate Practice and Litigation. She was recognized on the list of Rising Stars by SuperLawyers in 2009 and 2010.

She is the Co-editor with Barry A. Knopf of the LexisNexis Practice Guide New Jersey Personal Injury Litigation, 2017-2023 editions by Mathew Bender/Lexis-Nexis.

She is the Co-author with Barry A. Knopf of the Medical Malpractice chapter in the LexisNexis Practice Guide New Jersey Personal Injury Litigation, 2007-2023 editions by Mathew Bender/Lexis-Nexis.

She is the Co-author with Barry A. Knopf, "McDougall v. Lamm: New Jersey Supreme Court Ruling that Emotional Distress Damages Are Not Available for Witnessing Death of Beloved Pet Keeps Man's Best Friend in the Dog House," 2012 LexisNexis Emerging Issues 6645 (September 2012).

She is the Co-author with Barry A. Knopf, expert commentary "Federal Court in Bashir v. The Home Depot Slices Lessor's Defense under NJPLA in Stump Grinder Case," 2011 LexisNexis Emerging Issues 6153 (December 2011).

Published Cases

State of N.J. Dept. of Treasury v. Merrill Lynch & Co., 2013 WL 1830874 (NJ App. Div. 2013)

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Fred Pond, L.L.C. v. Whitlock Mills, L.P., 2009 WL 3430145 (N.J. App. Div. 2009) (affirming settlement of litigation)

Lisowski v. New Jersey Transit, 2008 WL 4648396 (NJ App. Div. 2008) (affirming jury verdict in favor of plaintiff)

Donleavy v. Casey, 2006 WL 3770883 (NJ App. Div. 2006) (affirming summary judgment for bank)

Hyams v. Halifax PLC, 2005 WL 3441230 (NJ App. Div. 2005) (remanding for further proceedings)

Naviant Marketing Solutions, Inc. v. Larry Tucker, Inc., 339 F.3d 180 (3d Cir. 2003) (reversing order imposing sanctions for failure to provide discovery)

Dupree v. City of Clifton, 351 N.J. Super. 237 (App. Div. 2002), aff'd, 175 N.J. 449 (2003) (affirming summary judgment for church in personal injury action)

Noorily v. Thomas & Betts Corp., 188 F.3d 153 (3d Cir. 1999), cert. denied, 529U.S. 1053 (2000) (reversing ERISA award for severance benefits)

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Charles R. Cohen
crc@njlawfirm.com

Charles R. Cohen's practice focuses on commercial litigation and arbitration (including international commercial disputes), employment discrimination, sexual harassment and wrongful termination, whistle-blower claims, restrictive covenant litigation, fraud, insurance litigation and professional malpractice.

Mr. Cohen also provides counsel to employers and employees in the negotiation of employment termination agreements and assists employers in the formulation and implementation of employment policies. He is experienced in commercial and residential leasing and transactional law, including real estate-related litigation. He maintains an active estate and probate litigation and equity practice in Chancery Courts.

Mr. Cohen has been certified as a Civil Trial Attorney by the Supreme Court of the State of New Jersey's Board on Trial Attorney Certification.

Mr. Cohen has been elected to New Jersey *SuperLawyers* in the area of Business Litigation in 2012, 2013 and 2014. He has been peer review rated as AV Preeminent to *Martindale-Hubbell*. Mr. Cohen was named by *(201) Magazine* as one of Bergen County's "Top Lawyers" in 2015 in chancery, commercial litigation and labor & employment.

Mr. Cohen served as law clerk for the Hon. Herman D. Michels, Presiding Judge of the Superior Court of New Jersey, Appellate Division, during the 1983-1984 court term.

Mr. Cohen is a member of the Federal and New Jersey Bar Associations and the Morris and Essex County Bar Associations. For the past three years, Mr. Cohen has served, and currently serves, on the Bergen County District IIA Attorney Ethics Committee.

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Alex Pisarevsky
ap@njlawfirm.com

Alex Pisarevsky is an psrtner with the firm practicing primarily in the fields of complex commercial litigation and debtor-creditor litigation. Within these areas he has successfully represented clients in individual, class, and collective actions in such diverse matters as consumer fraud, wage and hour, bankruptcy, and business transactions and litigation.

Mr. Pisarevsky has litigated matters that have been the subject of published opinions in both state and federal court. In addition, he has represented clients in matters before the American Arbitration Association.

Mr. Pisarevsky is a member of the E-Discovery Committee and the Internet and Computer Law Committee of the Bergen County Bar Association. He has spoken on topics including net neutrality and e-discovery.

A Russian speaker, Mr. Pisarevsky started at Cohn Lifland as a law clerk in 2007 and joined the firm as an associate the following year. He is a graduate of the Justice Morris Pashman American Inn of Court.

Mr. Pisarevsky graduated from the Benjamin N. Cardozo School of Law, where he was the Managing Editor of the *Cardozo Arts and Entertainment Law Journal* and Co-President of the Russian Law Students' Association. While in law school, he spent a semester in the Prosecutor Practicum, a competitively-selected full-time internship with the Manhattan District Attorney's Office. At the Manhattan DA's Office, he worked in a general trial bureau and successfully prosecuted a narcotics eviction case. Mr. Pisarevsky was named by *(201) Magazine* as one of Bergen County's "Top Lawyers" in 2015 in Commercial Litigation.

Published Opinions

Suarez v. Eastern International College, 428 N.J. Super. 10 (App. Div. 2012), *cert. denied*, 213 N.J. 57 (2013) (reversing the trial court's decision granting summary judgment dismissing a lawsuit under New Jersey's consumer fraud act against a technical school)

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Otos Tech Co., Ltd. v. OGK America, Inc., 653 F.3d 310 (3d Cir. 2011)
(articulating standard of appellate review for decision whether to enforce foreign judgment)

Publications

Co-author, "Trends in the Analysis of Choice of Law in National Class Actions in the State and Federal Courts of New Jersey," *New Jersey Lawyer*, April 2015, with Peter S. Pearlman.

Co-author, Chapter 6, "The Use of Character Proof in Civil and Criminal Matters" in *New Jersey Trial and Evidence*, New Jersey ICLE (2009) with Peter P. Green, Esq. and Barry A. Knopf, Esq.

"COPE-ing with the Future: An Examination of the Potential Copyright Liability of Non-Neutral Networks for Infringing Internet Content," 24 *Cardozo Arts & Ent. L.J.* 1359 (2008).

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Mercedes Diego
md@njlawfirm.com

Mercedes Diego's practice focuses primarily on real estate and prosecuting foreclosure matters on behalf of lenders. The real estate and transactions part of her practice includes the sale, purchase and financing of residential and commercial real estate.

Prior to joining Cohn Lifland, Ms. Diego represented defendants in foreclosure matters. She was also involved in a predatory lending case against mortgage brokers and others involving claims under the Truth in Lending Act; New Jersey's Consumer Fraud, et al.

Ms. Diego was law clerk to the Hon. Jose L. Fuentes, Superior Court of New Jersey, 1998-1999.

Ms. Diego is fluent in Spanish.

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Julie L. Kim
jlk@njlawfirm.com

Julie Kim focuses on family law matters including: divorce, child custody, child support, alimony, equitable distribution, and the preparation and negotiation of marital settlement agreements, prenuptial agreements and cohabitation agreements. She also handles domestic violence matters, including ancillary issues arising from domestic violence actions such as contempt, forfeiture and municipal court proceedings.

Ms. Kim served as a judicial law clerk to the Honorable Harold C. Hollenbeck, J.S.C., Superior Court of New Jersey, Bergen County, Family Part.

Ms. Kim was selected as a SuperLawyer Rising Star, 2011-2015, for Family Law. She was named among Bergen's Top Lawyers in 2014 and 2015 by *(201) Magazine*, in Custody, Matrimonial & Family and Municipal.

Ms. Kim is a member of the Board of Directors of the Asian Women's Christian Association, and also serves as Legal Counsel, on a pro bono basis, to the organization. She is a member of the Collaborative Divorce Association of North Jersey (CDANJ). She is a Trustee of the Franklin Lakes Education Foundation. In addition, she is a member of the New Jersey State Bar Association, Family Law Section. Ms. Kim is also a member of the Bergen County Bar Association and Co-Chair of the Diversity in the Profession Committee. In addition, she is a member of the Barry Croland Family Law Inn of Court and serves on the Superior Court of New Jersey District IIB Ethics Committee. She was formerly Municipal Prosecutor for Paramus.

Ms. Kim speaks Korean.

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Erika Piccirillo
ep@njlawfirm.com

Erika Piccirillo is an associate with the firm, practicing in the areas of employment law, personal injury and malpractice, criminal law, real estate, and business and commercial litigation.

Throughout law school, Ms. Piccirillo worked with Levin & Perconti in Chicago, practicing primarily in the area of nursing home negligence. She also had worked for the Office of the Public Defender in Charlottesville, VA. Ms. Piccirillo was a law clerk with Cohn Lifland and joined the firm as an associate after graduating *cum laude* from the University of Illinois College of Law.

At the College of Law, Ms. Piccirillo won Best Overall, Best Oralist and Best Brief in the Environmental Moot Court Competition. She also won Best Overall and Best Oralist in the Frederick Douglass Moot Court Competition. In 2012, Ms. Piccirillo traveled to Malawi, Africa to study the laws of microfinance. Ms. Piccirillo's article, "Preserving East Coast Vineyards While Catching Tax Breaks," was published in the November 2014 issue of *Practical Winery & Vineyard*.

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Joseph (Jay) B. Brown
jb@njlawfirm.com

Jay Brown engages in litigation in state and federal courts, and in various arbitration and mediation venues and settings. Although his litigation practice has encompassed many areas of the law, it primarily focuses on securities arbitration/litigation (representing investors against brokerage firms, brokers and financial advisors), estate disputes, will contests/disputes and business litigation (including breach of contracts, shareholder disputes, non-competition provisions, restrictive covenants, and injunctive and specific performance/enforcement of contracts relief).

Mr. Brown also represents clients in land use matters before municipal planning and zoning boards. He provides business counseling and advice to individuals and to large, medium and small companies, and represents them in the creation and formation of their businesses, in the preparation and review of various types of agreements (including employment, shareholder and operating agreements), and in the purchase and sale of their businesses. Mr. Brown was named by *(201) Magazine* as one of Bergen County's "Top Lawyers" in 2015 in business, corporate & commercial, and securities.

Affiliations

Mr. Brown is a member of the Public Investors Arbitration Bar Association (PIABA), the New Jersey State Bar Association and the Bergen County Bar Association.

Published Opinions

MaxLite, Inc. v. ATG Electronics, Inc., F.Supp.3d, 2016 WL 3457220 (D.N.J. June 24, 2016)

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Matthew F. Gately
mg@njlawfirm.com

Matthew Gately is a partner in the firm practicing primarily in the areas of complex commercial, class action, and criminal litigation. He has represented clients in civil and criminal matters in federal and state courts, at both the trial and appellate levels. His experience ranges from arguing dispositive motions in civil cases to handling proffer sessions, plea negotiations, and sentencing arguments in criminal matters. He also has experience conducting internal investigations involving possible criminal conduct by corporate employees and potential data breaches. Mr. Gately is AV rated by Martindale-Hubbell (highest level of professional excellence as determined by peers) and was named by *(201) Magazine* as one of Bergen County's "Top Lawyers" in 2016 for Litigation, White Collar Crime, and Commercial Litigation. In 2016, he was named by the New Jersey Law Journal as one of the "New Leaders of the Bar."

Prior to joining Cohn Lifland, Mr. Gately was senior law clerk to the Hon. Madeline Cox Arleo, U.S.D.J., D.N.J., law clerk to the Hon. Michael A. Hammer, U.S.M.J., D.N.J., and worked for several years in the commercial litigation group of an AmLaw 100 law firm.

Mr. Gately graduated from Columbia Law School, where he was a Harlan Fiske Stone Scholar and member of the *Columbia Business Law Review*. His student note addressing proposed hedge fund regulation was published in the 2008 volume of that journal. He received his B.A., *magna cum laude*, from Lafayette College.

Mr. Gately is admitted to practice in New Jersey State Court, New York State Court, the United States Court of Appeals for the Third Circuit, the United States District Court for the District of New Jersey, the United States District Court for the Southern District of New York, and the United States District Court for the Western District of Arkansas. He is a member of the Association of the Federal Bar of New Jersey, the Historical Society for the U.S. District Court for the District of New Jersey, the New Jersey State Bar Association, the Bergen County Bar Association (and its Federal Practice Committee) and the Association of Criminal Defense Lawyers of New Jersey. He is also a Barrister of the C. Willard Heckel Inn of Court and 4th Degree Knight of Columbus.

EXHIBIT 5

COHN LIFLAND PEARLMAN HERRMANN & KNOFF LLP

Peter S. Pearlman (Atty. No. 243551970)
Audra DePaolo (Atty. No. 020321995)
Park 80 West - Plaza One
250 Pehle Avenue, Suite 401
Saddle Brook, New Jersey 07663
Tel.: (201) 845-9600
Fax: (201) 845-9423
psp@njlawfirm.com
ad@njlawfirm.com

Attorneys for Plaintiff

OKLAHOMA FIREFIGHTERS PENSION
AND RETIREMENT SYSTEM,
Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

NEWELL BRANDS INC, MICHAEL B.
POLK, JOHN K. STIPANCICH, SCOTT
H. GARBER, BRADFORD R. TURNER,
MICHAEL T. COWHIG, THOMAS E.
CLARKE, KEVIN C. CONROY, SCOTT
S. COWEN, DOMENICO DE SOLE,
CYNTHIA A. MONTGOMERY,
CHRISTOPHER D. O'LEARY, JOSE
IGNACIO PEREZ-LIZAUER, STEVEN J.
STROBEL, MICHAEL A. TODMAN, and
RAYMOND G. VIAULT,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY

DOCKET NO.: HUD-L-3492-18

Civil Action

**CERTIFICATION OF DAVID W. HALL ON BEHALF OF HEDIN HALL LLP IN
SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES AND EXPENSES**

I, DAVID W. HALL, certify as follows:

1. I am a partner with the law firm of Hedin Hall LLP ("Hedin Hall" or "Firm"). I submit this certification in support of my Firm's application for an award of attorneys' fees, expenses, charges, and costs ("Expenses") in connection with the above-captioned action ("Action"). I have personal knowledge of the facts set forth in this certification and am willing to testify thereto.

2. The Firm serves as counsel for the certified class in the Action ("Class"), including Plaintiff and Class Representative Oklahoma Firefighters Pension and Retirement System. The Firm's representation of Class Representative and the Class has been on a fully contingent basis since the inception of the Action. To date, the Firm has received no fees, reimbursements, or other compensation or payments in connection with its representation of Class Representative and the Class.

3. The work performed by the Firm in connection with the Action is described below and in the Certification of Deborah Clark-Weintraub in Support of (i) Plaintiff's Motion for Final Approval of Class Action Settlement and Plan of Allocation, (ii) Class Counsel's Motion for an Award of Attorneys' Fee and Reimbursement of Litigation Costs and Expenses, and (iii) Class Representative's Request for a Service Award.

4. The information contained in this certification is taken from time and expense records prepared and maintained by the Firm in the ordinary course of business. The information was prepared by the Firm's staff and then reviewed by me. The purpose of the review was to confirm the accuracy of, and the appropriateness of, the time and Expenses committed to the Action. During the course of my review, I exercised billing judgment, which included reducing or eliminating certain time entries and Expense amounts. As a result, I believe the Firm's lodestar, and the Expenses for which reimbursement is sought, are reasonable in amount and were necessary for the effective and efficient prosecution of the Action. I also believe the Expenses submitted are of a type normally charged to and paid by fee-paying clients.

5. Exhibit A summarizes the time spent by the Firm's attorneys in prosecuting the Action. Exhibit A also includes a lodestar calculation, which was determined by multiplying hours recorded by current hourly rates. Exhibit A was prepared from records regularly prepared and maintained by the Firm.

6. The hourly billing rates established by the Firm for attorneys and staff are the usual and customary rates that have been accepted by courts in other complex or class action litigation. The billing rates exclude items of Expense, which were recorded separately and are set forth in Exhibit C.

7. The hours submitted by the Firm, from the inception of the Action through October 19, 2022 are set forth in Exhibit A and total 4,004.5. The lodestar during the same period totals \$2,768,450.00.

8. Exhibit B contains a summary of the foregoing work performed by attorneys categorized according to type of task.

9. Exhibit C sets forth the total Expenses submitted by the Firm, from the inception of the Action through October 19, 2022. Total Expenses for which the Firm seeks reimbursement are \$2,472.55.

10. The Expenses in this Certification are reflected in records maintained by the Firm. The Expenses were prepared from vouchers, receipts, check records and other source material and are an accurate record of the Expenses.

11. Exhibit D contains a firm resume for Hedin Hall, including biographical information about the Firm and certain individual attorneys who worked on the Action.

I certify that the foregoing statements made by me are true.
I am aware that if any of the foregoing statements made by me are
willfully false, I am subject to punishment.

Dated: January 16, 2023



DAVID W. HALL

EXHIBIT A

EXHIBIT A

Okla. Firefighters Pension & Ret. Sys. v. Newell Brands, Inc.

Hedin Hall LLP

Billing Report - Inception Through October 19, 2022

PROFESSIONAL	POSITION	HOURLY RATE	TOTAL HOURS	TOTAL LODESTAR AT HOURLY RATES
DAVID W. HALL	P	\$725	2,730	\$1,979,250.00
FRANK HEDIN	P	\$725	196	\$142,100.00
ARMEN ZOHRABIAN	C	\$600	1,078.5	\$647,100.00
TOTAL			4,004.5	\$2,768,450.00

Partner (P)

Counsel (C)

EXHIBIT B

EXHIBIT B

Okla. Firefighters Pension & Ret. Sys. v. Newell Brands, Inc.

Hedin Hall LLP

Billing Report - Inception Through October 19, 2022

Name	Title	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	Total Hours	Hourly Rate	Lodestar
David Hall	P	410.8	247.2	536	351	780.4	12.6	212	180	2,730	\$725	\$1,979,250.00
Frank Hedin	P	30.3	12	45.7	56	35.2	-	-	16.8	196	\$725	\$142,100.00
Armen Zohrabian	C	75	-	341	85.1	400.5	-	168.9	8	1,078.5	\$600	\$647,100.00
Total										4,004.5		\$2,768,450.00

Categories:	
(1) Factual Investigation	(5) Motions and Legal Research
(2) Pleadings	(6) Court Appearances
(3) Discovery	(7) Experts/Consultants
(4) Case Management/ Litigation Strategy	(8) Settlement/Mediation

EXHIBIT C

EXHIBIT C

Okla. Firefighters Pension & Ret. Sys. v. Newell Brands, Inc.

Hedin Hall LLP

Expense Report - Inception Through October 19, 2022

EXPENSE	AMOUNT
Travel (Meals, Hotels & Transportation)	\$2,472.55
TOTAL	\$2,472.55

EXHIBIT D

HEDIN HALL LLP

FIRM RESUME

1. With offices in San Francisco, California and Miami, Florida, Hedin Hall LLP represents consumers and shareholders in data-privacy, financial services, and securities class actions in state and federal courts nationwide.

2. We prosecute difficult cases aimed at redressing injuries suffered by large, diverse groups of people, many of which implicate cutting-edge technologies and issues of national significance. Our work has led to meaningful, industry-wide changes for the betterment of society and, over the past nine years alone, has contributed to the recovery of over \$1 billion for the aggrieved consumers and investors we have had the privilege to represent. Representative examples of our securities work include:

- *Plymouth County Retirement System v. Impinj, Inc., et al.*, (N.Y. Sup. Ct., N.Y. Cnty.) (\$20 million aggregate settlement for class of aggrieved investors);
- *In re PPD AI Grp. Sec. Litig.*, (N.Y. Sup. Ct., N.Y. Cnty.) (\$9 million settlement for class of aggrieved investors);
- *In re Altice USA, Inc. Sec. Litig.*, (N.Y. Sup. Ct., Queens Cnty.) (\$4.75 million settlement for class of aggrieved investors);
- *Plutte v. Sea Ltd.*, (N.Y. Sup. Ct., N.Y. Cnty.) (\$10.75 million settlement for class of aggrieved investors);
- *In re EverQuote, Inc. Sec. Litig.*, (N.Y. Sup. Ct., N.Y. Cnty.) (\$4.75 million settlement for class of aggrieved investors);
- *In re Menlo Therapeutics Inc. Sec. Litig.*, (Cal. Sup. Ct., San Mateo Cnty.) (\$9.5 million settlement for class of aggrieved investors);
- *City of Sterling Heights General Employees' Retirement System v. Prudential Financial, Inc.* (D. N.J.) (\$33 million settlement for class of aggrieved investors);
- *Louisiana Municipal Police Employees' Pension Fund v. KPMG, LLP, et al.* (N.D. Ohio) (\$32.6 million settlement for class of aggrieved investors);
- *Cyan v. Beaver County Employees Retirement Fund*, (U.S. Supreme Court) (9-0 victory for plaintiffs on issues of first impression related to concurrent jurisdiction, dual sovereignty, the Supremacy Clause, PSLRA, SLUSA, and the Securities Act removal bar)
- *Wiley v. Envivio, Inc., et al.* (Cal. Sup. Ct., San Mateo Cnty.) (\$8.5 million settlement for class of aggrieved investors);

HEDIN HALL LLP

- *In re MobileIron Shareholder Litig.* (Cal. Sup. Ct., Santa Clara Cnty.) (\$7.5 million settlement for class of aggrieved investors);
- *In re Model N Shareholder Litig.* (Cal. Sup. Ct., San Mateo Cnty.) (\$8.55 million settlement for aggrieved class of investors);
- *Xiang v. Inovalon Holdings, Inc., et al.* (S.D.N.Y.) (\$17 million settlement for aggrieved class of investors);
- *Buelow v. Alibaba Group Holding Ltd., et al.* (Cal. Sup. Ct., San Mateo Cnty.) (\$75 million settlement for aggrieved class of investors).

3. Our founding partners, Frank S. Hedin and David W. Hall, have significant experience representing nationwide groups of people in disputes concerning shareholder rights, data privacy, and consumer protection. All of the firm attorneys and support staff are committed to representing everyday people in complex class action litigation. Our shareholder rights practice, in particular, runs the gamut, from historic securities fraud class actions to pioneering recoveries in the wake of botched IPOs to the still emerging threat of crypto-currency fraud. We stay ahead of the curve by eschewing the assembly line approach of other firms. Fresh eyes and an open mind give us an edge, and it pays off for the individual and institutional investors we represent. Over the past 5 years alone, the work of our attorneys has contributed to over \$500 million in recoveries for aggrieved investors.

4. Frank S. Hedin, co-founder of the firm, manages the Miami office. He is a member in good standing of the Florida Bar and the State Bar of California and is admitted to practice in numerous federal district courts and circuit courts of appeals. Mr. Hedin received a Bachelor of Arts from University of Michigan, and a Juris Doctor, *magna cum laude*, from Syracuse University College of Law. After law school, Mr. Hedin served for fifteen months as law clerk to the Honorable William Q. Hayes, United States District Judge for the Southern District of California, one of the heaviest class action dockets in the country. Prior to establishing Hedin Hall LLP, Mr. Hedin was a partner at a notable litigation boutique in Miami, Florida, where he represented both plaintiffs and defendants in consumer and data-privacy class actions, employment-related collective actions, and patent and trademark litigation, and served as head of the firm's class action practice.

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5. David W. Hall is a founding partner of Hedin Hall LLP. He manages the firm's San Francisco office. He is a member in good standing of the State Bar of California and is admitted to practice in numerous federal courts. Before founding Hedin Hall LLP, Mr. Hall litigated cases for one of the largest plaintiffs' firm in the United States, where he developed, *inter alia*, state court Securities Act and data privacy class action practices. Earlier in his legal career, he was privileged to serve as a judicial law clerk to the Honorable Irma E. Gonzalez in the United States District Court for the Southern District of California, one of the heaviest class action dockets in the country. His responsibilities included civil and criminal trial dockets as well as panels of the United States Court of Appeals for the Ninth Circuit. Mr. Hall is a graduate of the University of California, Hastings College of the Law, cum laude, and the New England Conservatory of Music. At Hastings, he received a number of writing, examination, and Moot Court competition awards, served as a Staff Editor of the Hastings Business Law Journal, worked as a teaching assistant in the Legal Writing & Research Department, and served as extern to the Honorable Joyce L. Kennard of the California Supreme Court.

6. Armen Zohrabian's practice includes complex class action litigation including securities, antitrust and data privacy matters. Between 2012 and 2021, he worked on securities and antitrust matters in the San Francisco office of a prominent plaintiff-side class action firm where he helped achieve \$229.5 million in settlements. Before joining the plaintiff's bar, he worked as an associate in the San Francisco office of a large international law firm, where his practice focused on complex commercial litigation, and where he represented several *pro bono* clients in parole hearings and in asylum applications. He graduated with honors from Wake Forest University with a Bachelor of Arts degree in Politics and Economics. He earned his Juris Doctor degree from the University of California at Berkeley School of Law, Boalt Hall, with a Certificate in Law and Technology. During law school, Armen was a member of the *Berkeley Technology Law Journal*, worked as a law clerk for the Federal Trade Commission, and served as a judicial extern for the Honorable Oliver W. Wanger in

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the United States District Court for the Eastern District of California. He has been on the Homeless Action Center's board for over a decade. Based in Oakland and Berkeley, HAC provides no-cost, barrier-free, culturally competent legal representation that makes it possible for people who are homeless (or at risk of becoming homeless) to access social safety net programs that help restore dignity and provide sustainable income, healthcare, mental health treatment and housing.

7. Arun Ravindran is an accomplished trial lawyer, having tried more than twenty federal cases to jury verdict. He is dedicated to getting his clients the best possible results, even under the most challenging of circumstances. Before joining the firm, Mr. Ravindran litigated complex commercial cases at a prominent Florida law firm. Mr. Ravindran represented companies and individuals in a broad array of business disputes in state and federal courts around the country and also maintained a white-collar criminal defense practice which included grand jury representation and *pro bono* post-conviction litigation under the First Step Act. Prior to civil practice, Mr. Ravindran served for nearly five years as an Assistant Federal Public Defender in the Southern District of Florida. He defended individuals charged with federal criminal offenses, from large narcotics conspiracies to investment schemes, international wire frauds, and health care fraud. Mr. Ravindran also represented clients on appeals before the Eleventh Circuit Court of Appeals, arguing two such appeals as lead counsel. Earlier in his career he was honored to serve as a law clerk to the Honorable Patricia A. Seitz, of the United States District Court for the Southern District of Florida. Through this experience, Mr. Ravindran gained unique insights into the deliberative process. Prior to his clerkship, Mr. Ravindran proudly served as a Captain in the United States Marine Corps. As a Judge Advocate he represented Marines and Sailors charged in courts-martial with violations of the Uniform Code of Military Justice. Mr. Ravindran graduated with a BA from Emory University in 2002 and an MSc. from the London School of Economics in 2003, and obtained his law degree from Emory Law School in 2007. He is admitted to the Florida and New York bars, the Southern District of Florida, the Southern District of New York, and the Eleventh Circuit Court of Appeals. Mr. Ravindran is a

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member of Class X of the Miami Foundation's Miami Fellows program and serves on the Associate Board of Teach for America, Miami-Dade.

8. Our firm currently serves or has served as plaintiffs' counsel in numerous data-privacy, financial services, and securities class actions nationwide. *E.g.*, *Luczak v. Nat'l Beverage Corp.*, No. 18-cv-61631-KMM (S.D. Fla.) (court-appointed counsel for class in action alleging violations of federal securities laws); *Hoffman v. Stephenson, et al. (In re AT&T Sec. Litig.)*, Index No. 650797/2019 (N.Y. Sup. Ct., N.Y. Cnty.) (co-lead counsel for plaintiff class of investors asserting Securities Act claims arising from offering in connection with merger); *Plymouth County Retirement System v. Impinj, Inc., et al.*, Index No. 650629/2019 (N.Y. Sup. Ct., N.Y. Cnty.) (co-lead counsel for plaintiff class of investors asserting Securities Act claims arising from initial and secondary public offerings; \$20 million aggregate recovery); *In re Dentsply Sirona Inc. S'holders Litig.*, Index No. 155393/2018 (N.Y. Sup. Ct., N.Y. Cnty.) (counsel for plaintiff class of investors asserting Securities Act claims arising from offering in connection with merger); *In re PPD AI Grp. Sec. Litig.*, Index No. 654482/2018 (N.Y. Sup. Ct., N.Y. Cnty.) (counsel for plaintiff class of investors asserting Securities Act claims arising from initial public offering); *In re Alice USA, Inc. Sec. Litig.*, Index No. 711788/2018 (N.Y. Sup. Ct., Queens Cnty.) (counsel for plaintiff class of investors asserting Securities Act claims arising from initial public offering); *Plutte v. Sea Ltd.*, Index No. 655436/2018 (N.Y. Sup. Ct., N.Y. Cnty.) (counsel for plaintiff class of investors asserting Securities Act claims arising from initial public offering; \$10.75 million class recovery); *In re EverQuote, Inc. Sec. Litig.*, Index No. 650907/2019 (N.Y. Sup. Ct., N.Y. Cnty.) (counsel for plaintiff class of investors asserting Securities Act claims arising from initial public offering; \$4.75 million class recovery); *Wolther v. Maheshwari (In re Veeco Instruments, Inc. Sec. Litig.)*, Lead Case No. 18CV329690 (Cal. Sup. Ct., Santa Clara Cnty.) (counsel for plaintiff class of investors asserting Securities Act claims arising from offering in connection with merger; \$15 million class settlement pending); *Huguelet v. Maxim Inc.*, No. 19-cv-4452-ALC (S.D.N.Y.) (recovery on behalf of consumers alleging disclosure of personal reading information in violation of Michigan's Preservation

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of Personal Privacy Act (“PPPA”)); *Kokoszki v. Playboy Enterprises, Inc.*, No. 19-cv-10302-BAF (E.D. Mich.) (same); *Forton v. TEN: Publishing Media, LLC.*, No. 19-cv-11814-JEL (E.D. Mich.) (same); *Kittle v. America’s Test Kitchen LP*, No. 19-cv-11757-TGB (E.D. Mich.) (same); *Lin v. Crain Communications Inc.*, No. 19-cv-11889-VAR (E.D. Mich.) (same); *Markham v. Nat’l Geographic Partner’s LLC*, No. 19-cv-232-JTN (W.D. Mich.) (same); *Horton, et al. v. GameStop Corp., et al.*, No. 18-cv-0596-GJQ (W.D. Mich.) (same); *Owens, et al. v. Bank of America, N.A., et al.*, No. 19-cv-20614-MGC (S.D. Fla.) (\$4.95 million class-wide settlement); *Liggio v. Apple Federal Credit Union*, No. 18-cv-1059-LO (E.D. Va.) (\$2.7 million class-wide settlement).

EXHIBIT 6



Hon. Daniel Weinstein (Ret.)

JAMS Mediator

Case Manager

Scott Schreiber

T: 415-774-2615

F: 415-982-5287

Two Embarcadero Center, Suite 1500, San Francisco,
CA 94111

sschreiber@jamsadr.com

Biography

Hon. Daniel Weinstein (Ret.) is one of the nation's preeminent mediators of complex civil disputes. He is a pioneer in the development of mediation and teaches and lectures to fellow mediators and lawyers throughout the United States.

Judge Weinstein is recognized as one of the premier mediators of complex, multi-party, high-stake cases, both in the United States and abroad. He is the recipient of the 2014 International Advocate for Peace Award from the Cardozo Journal of Conflict Resolution, whose past honorees have included former Presidents Jimmy Carter and Bill Clinton, Ambassador Richard Holbrooke, and Nobel Peace Prize winner Bishop Desmond Tutu. In January 2020, the Straus Institute for Dispute Resolution, Pepperdine Caruso School of Law, presented Judge Weinstein with the Peacemaker Award, its highest honor. The award was last presented in 2013 to Archbishop Desmond Tutu.

In addition to his active mediation practice, Judge Weinstein is currently the Distinguished Mediator in

Residence at Pepperdine and teaching one week every two months. Additionally, he directs the Weinstein International Foundation in its endeavors in conflict resolution and training in the Middle East, Ukraine, Rwanda, Zambia, Peru and other countries throughout the world.

ADR Experience and Qualifications

- Designs the process and oversees the resolution of challenging securities class actions, mass torts, intellectual property, antitrust, entertainment law, insurance allocation, environmental, toxic tort, professional malpractice, and venture capital partnership disputes
- Mediates cases with aggregate values of billions of dollars annually (since 1997), while designing innovative processes tailored to unique, complex, and highly sensitive cases
- Founded CASA (Class Action Settlement Administration), a JAMS subsidiary dedicated to the fair and speedy allocation of settlement funds in large scale matters i.e. the Union Oil Carbide settlement, African American Farmers discrimination claims, and compensation and overtime claims in retail industries
- Former California Judge and a founder of JAMS, the World's largest provider of mediation and arbitration services

Representative Matters

Judge Weinstein has successfully mediated the following representative complex cases:

- **Securities cases** involving Enron, Homestore, Qwest, Adelphia, Dynegy, Providian, Clarent, Cardinal Health and other major NYSE and NASDAQ corporations
- **Class Actions** involving borrowers, credit card customers, toxic tort claimants, low cost housing tenants, insurance purchasers, and a wide variety of product liability suits, including:
 - Resolution of the KPMG tax shelter class action cases, hepatitis C blood product class, California Phen-fen litigation, and Manufacturers Life vanishing premium cases
 - Dispute involving Tyson Foods, Inc., Peco Foods, Inc., Fieldale Corp. and George's Farms Corp alleging the poultry processors engaged in a conspiracy to suppress chicken production and raise prices in violation of federal and state anti-trust and consumer protection laws
 - Class-action case involving a corroded pipeline that spilled an estimated 15,000 barrels of crude oil into the Pacific Ocean in 2015
- **Intellectual Property** disputes including significant cases involving Apple Computer, Intel,

Microsoft, Oracle, Motorola, and Hewlett Packard

- **Entertainment cases** involving numerous high profile actors and all studios, major music groups, and entertainers; Rosa Parks v. Outkast defamation case
- **Anti-Trust actions** involving price fixing allegations against multinational oil corporations, cosmetic industry companies, and major financial institutions
 - Mediated to settlement several antitrust class actions brought on behalf of direct purchaser plaintiffs and indirect purchaser plaintiffs for antitrust damages related to alleged conspiracies by competitor-manufacturers to fix prices in the domestic US and international sales and importation of electronic capacitors.
- **Environmental cases:**
 - Hillview Porter; Lockheed; and City of Santa Monica, major environmental superfund cases
 - PCL v. DWR, dispute involving the water resources for the State of California and the Monterey agreement
- **Human and Civil Rights matters** including Black Farmers, Doe v. Unocal, Alien Tort claims, civil rights case regarding pipeline construction in Burma, Holocaust restitution, and racial discrimination
- **Construction Defect matters** including a series of complex, multi-party mediations related to a 58-story skyscraper in San Francisco that opened in 2008 and by 2016 had sunk 16 inches and tilted 2 inches
- **International matters** involving major disputes in the international financial markets:
 - Served as the U.S. Special Representative to Bosnia for privatization to oversee \$14 billion transfer of funds to Muslims, Croats, and Serbs (1999-2000)
 - Mediated the Swiss Convergium case, the Parmalat case involving American banks, accounting firms, and Parmalat Bank in Italy, and the Shinsei Bank financial disaster in Tokyo, Japan
 - Currently assigned as mediator in the Vivendi litigation
 - Mediated numerous, high dollar figure reinsurance cases in Amsterdam and England, 2006-present, involving all major international insurance carriers
 - Mediated disputes for Volvo and BMW
 - Resolved litigation arising out of Adelphia, Qwest, and Enron financial “meltdowns”
 - Mediated tax shelter cases including international claims involving international accounting firms Deloitte and KPMG, among others
- **Other Complex Matters**
 - Paceco Corp. v. City of Long Beach, public entity litigation
 - City of Atascadero v. Merrill Lynch, Orange County bankruptcy case
 - 80 death cases arising out of Alaska Airlines flight #261 crash
 - Stull v. Bank of America, involving bank escheats funds
 - False Claims Act mediation between State Farm and realtors that were affected by State Farm’s mischaracterization of wind damage from Hurricane Katrina as flood damage and shifting its losses onto the federal flood insurance program.

Honors, Memberships, and Professional Activities

Completed Virtual ADR training conducted by the JAMS Institute, the training arm of JAMS.

- Recognized as a "Best Lawyers, Mediation," *Best Lawyers in America*, 2023
- Recognized as a "Best Lawyer" by *Best Lawyers in America*, 2022
- Recognized as a "Best Lawyer," Alternative Dispute Resolution Category, *Northern California Best Lawyers in America*, 2022
- Distinguished Mediator in Residence, Straus Institute for Dispute Resolution, Pepperdine University Caruso School of Law, 2021
- Peacemaker Award, Straus Institute for Dispute Resolution, Pepperdine Caruso School of Law, 2020
- Recognized as an "ADR Champion," *National Law Journal*, 2017-2018
- Included on "National Mediators" list, *Chambers USA America's Leading Lawyers for Business*, 2016-2022
- Honoree, International Advocate for Peace Award, *Cardozo Journal of Conflict Resolution*, 2014
- Recognized as a Best Lawyer, Alternative Dispute Resolution Category, *Best Lawyers in America*, 2006-2015
- Recognized as a "Top Master," *Daily Journal Top California Neutrals List*, 2013
- Recognized as a "Top California Neutral," *Daily Journal*, 2002, 2004-2012
- Northern California Super Lawyer, *San Francisco Magazine*, 2006, 2009, 2011-2014, 2019
- Recognized as One of the 500 Leading Judges in America, *Lawdragon Magazine*, 2006
- American Jewish Committee, Distinguished Learned Hand Award, 2003
- Selected as the Bay Area's Most Popular Mediator, *The Recorder*, 2002
- San Francisco Trial Lawyers Association first recipient, Distinguished Mediator Award, 1999
- Board of Directors, Environmental Law Institute, 2009
- U.S. Representative to the Bosnian Privatization Commission, overseeing the transfer of \$15 billion of state-owned assets to the citizens of Bosnia, 1998-2001
- Co-founder and President of 7 Tepees Youth Program for disadvantaged youth
- Former Chairman of the Northern California CORO Foundation, No. California Special Olympics, and The Midnight Basketball League
- Professor, Mediation Advocacy, Stanford University
- Northern California Selection Commission for Federal Judgeships, Feinstein Committee

Background and Education

- Superior Court of San Francisco, 1982-1988
- Associate Justice Pro Tem, California Supreme Court and the First District Court of Appeal, 1984
- Municipal Court of San Francisco, 1978-1982

- Chief Assistant District Attorney of San Francisco, 1976-1978
- Private practice for seven years, specializing in litigation of federal cases
- L.L.B., *cum laude*, Harvard University Law School, 1965; B.A., *cum laude*, Stanford University, 1962

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