

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE SMITH BARNEY TRANSFER AGENT LITIGATION	CIVIL ACTION No. 05 Civ. 7583 (WHP)
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**DECLARATION OF MELISSA BALDWIN IN
SUPPORT OF DISTRIBUTION OF THE SETTLEMENT FUND**

I, MELISSA BALDWIN, HEREBY DECLARE AND STATE AS FOLLOWS:

1. I am the Director of Claims Administration for RG/2 Claims Administration LLC (“RG/2 Claims”). The following statements are based on my personal knowledge and information provided to me by other experienced RG/2 Claims employees working under my supervision. Pursuant to the Court’s December 10, 2013 Order Preliminarily Approving Proposed Settlement and Providing for Notice (the “Preliminary Approval Order”), RG/2 Claims was retained as the Claims Administrator in connection with the settlement of the above-captioned litigation (the “Action”).¹

2. Pursuant to the Stipulation, \$4,950,000 in cash (the “Settlement Fund”) has been paid into an account under the control of the Court for the benefit of the Class. RG/2 Claims has processed the Claim Forms and has performed the appropriate calculations with other data received, in accordance with the terms of the Stipulation and the Court-approved Amended Plan of Allocation, and hereby submits its administrative determinations regarding distribution of the Net Settlement Fund to Authorized Claimants.

3. RG/2 Claims, the Court-appointed claims administrator, was retained to administer the Settlement notice and claims processing. RG/2 Claims has performed the administration of the Settlement, under the supervision of Plaintiffs’ Co-Lead Counsel and has

¹ All terms with initial capitalization not otherwise defined herein shall have meanings ascribed to them in the Amended Stipulation and Agreement of Settlement (the “Stipulation”).

fulfilled, or will fulfill, all of the agreed upon tasks, including, but not limited to, creating databases and computer programming services and an online claims filing portal, creating lists of potential claimants for the initial mailing, arranging for the printing and initial mailing of the Notice, arranging for the publication of the Summary Notice, fulfilling all subsequent requests from nominees and beneficial owners for copies of the Notice, reviewing and analyzing claim forms, conducting emailed, faxed and telephoned follow-ups to those nominees who were delayed in providing the names and addresses of their beneficial owners, providing telephone and email assistance to claimants, calculating the Recognized Claims for ultimate distribution of the Net Settlement Fund, preparing various reports and affidavits of mailing and publication as well as the Declaration of Melissa Baldwin in Support of Plaintiff's Motion for the Order of Distribution, arranging for the preparation and filing of income tax returns in connection with the Settlement Fund, calculating the amounts to be distributed to each Authorized Claimant, generating and mailing distribution checks to eligible Authorized Claimants, responding to claimants' questions regarding distribution payments and reissuing checks where necessary, re-mailing returned checks to forwarding addresses received or that could be locate through a search service, preparing and mailing any required IRS 1099 forms, and reconciling bank statements and outstanding checks for a period of twelve (12) months following distribution.

DISTRIBUTION PLAN FOR THE NET SETTLEMENT FUND

4. The Corrected Declaration of Melissa Baldwin in Support of Settlement and in Support of Application for Reimbursement of Fees and Out of Pocket Expenses of RG/2 Claims Administration LLC, dated April 21, 2016, provided the calculation of claims as of that date. Below is the updated and final calculation performed by RG/2 Claims. This Declaration provides the final calculation.

5. The postmark deadline for filing a Claim Form was June 25, 2014. As of September 16, 2016, RG/2 Claims has received a total of 64,563 Claims, submitted by paper,

transmitted online, and through transactional data supplied by brokers. Of the 65,563 Claims received by RG/2 Claims, 3,747 were submitted timely and 60,816 were postmarked after June 25, 2014. The majority of the late-filed claims, were the transactional data claims submitted by select brokers. RG/2 Claims previously recommended that the Court approve the payment of late claims otherwise eligible for payment and RG/2 Claims further recommends that otherwise valid claims filed after the June 25, 2014 cut off but on or prior to September 16, 2016 be accepted. Because of the difficulty of identifying and reaching class members we believe it would be unfair to disqualify claims solely because they were filed late. Of the 60,816 claims postmarked after June 25, 2014, 2,516 were otherwise valid claims with a total Recognized Loss of \$173,230.74.

6. Since the submission of the previous Corrected Declaration of Melissa Baldwin, dated April 21, 2016, RG/2 Claims has continued to correspond with Claimants regarding deficient and rejected claims and processed all responses to deficiency and rejection notices received through November 4, 2016. Adjustments have been made to the claims where Claimants have provided the necessary documentation or information needed to cure deficiencies and rectify rejections. No Claimant has requested a hearing by the Court regarding the determination of their claim.

7. RG/2 Claims recommends the acceptance of 3,190 non-deficient Claims representing a total Recognized Loss amount of \$371,392.13. Included in these payable claims, are 2,497 claims, with a total Recognized Loss amount of \$172,752.21, which were non-traditional claims created from transactional data provided by select brokers. The Recognized Losses for these transactional data claims were calculated in the same manner as traditionally submitted claims. Exhibit A lists all Authorized Claimants and their Recognized Loss amounts, including the payable transactional data claims, in claim number order (only claim numbers and Recognized Loss amounts are provided for privacy reasons). According to the Court-approved

Amended Plan of Allocation, each Authorized Claimant shall be allocated a share of the Net Settlement Fund based on his, her or its Recognized Loss; however, as set forth in the Court-approved Plan of Allocation, if an Authorized Claimant's payment calculates to \$10 or less, he, she, or it has not been included in the calculation and the Claimant will not receive any distribution. Upon approval by the Court, RG/2 Claims will prepare and mail checks (or wire transfers where applicable) to all Authorized Claimants for their share of the Net Settlement Fund. The recent amendments to the Plan of Allocation do not affect the way in which the Recognized Loss is calculated as the amendment effects only the disposition of funds that were not eligible to be distributed directly to Class Members except it permits those who did not submit claims but whose Recognized Losses were identified based on data obtained from brokers to be treated the same as those who actually submitted claims.

8. Annexed as Exhibit B to the Baldwin Affidavit is a recapitulation of the claims which were recommended for rejection, grouped by the following rejection reasons: (1) having a Recognized Loss \$10.00 or less; (2) being duplicative of other claims or (3) showing no eligible transaction(s).. These claimants were given the opportunity to disagree with the recommendation to reject the claim or to provide additional documentation. As there are 61,373 rejected claims, a full listing identifying each rejected claim would be extremely voluminous and is not annexed hereto. However, if the Court would like a complete listing identifying each rejected claim and the reason for rejection, RG/2 Claims would promptly provide that listing.

9. Exhibit C to the Baldwin Affidavit contains sample letters to claimants that would be recommended as ineligible by RG/2 Claims and Plaintiffs' Co-Lead Counsel for various reasons, including that they were duplicate claims to claims that were otherwise approved, or that they were claims with no eligible transactions in the designated Smith Barney Mutual Funds.

10. We recommend that the Court also finally reject the claims referenced in Exhibit B hereto.

11. In order to encourage Authorized Claimants to cash their distribution checks promptly, and to avoid or reduce future expenses relating to unpaid distribution checks, all distribution checks will bear the notation: "VOID AFTER 90 DAYS." RG/2 Claims will also include in the stub of the check a statement to cash the check promptly, as the check will be void and subject to re-distribution if not cashed within 90 days after the issue date.

12. Authorized Claimants who do not cash their distribution checks within the time allotted will irrevocably forfeit all recovery from the Settlement. The funds allocated to all such stale-dated checks will be available to be distributed to the successors to the Smith Barney Legacy Funds as identified in Exhibit B to the Order Amending the Plan of Allocation and Setting Final Settlement Hearing and Briefing Schedule on March 1, 2016 [Dkt. 332].

FEES AND DISBURSEMENTS

13. RG/2 agreed to be the Claims Administrator in exchange for payment of its fees and expenses. Lead Counsel was billed on a regular basis and received regular reports of all of the work RG/2 Claims performed with respect to the administration of the Settlement, and authorized all of the claims administration work performed stated herein and in previous declarations.

14. RG/2 Claims has received payment for fees and expenses, with the approval of the Court incurred through December 24, 2015 of \$433,109.95. Since then, and through the present, RG/2 Claim has incurred additional fees and expenses for its work regarding the processing of the electronic claims files provided by Fidelity and other nominees; issuing deficiency and rejection notices; processing responses to deficiency and rejection notices; data manipulation; preparation of declarations and other reports; preparing for and attending hearings; and responding to inquiries from Co-Lead Counsel and Class Members, and will incur fees and expenses associated with the distribution and post-distribution of the Settlement Fund to Authorized Claimants. Attached hereto as Exhibit D is RG/2 Claims' invoice, totaling

\$27,972.95, associated with these fees and expenses. Plaintiffs had in connection with the Final Settlement hearing disclosed to the Court that “RG/2 Claims estimates an additional \$28,000 in fees and expenses that it will seek at the time when Lead Plaintiff’s Counsel seeks permission to distribute the Settlement Fund to the Class.” [Dkt. 356 at p. 2, fn. 2. See also p. 22.]

15. RG/2 Claims respectfully requests that the Court enter an Order approving its administrative determinations and approving the proposed Distribution Plan. RG/2 Claims further respectfully submits that the balance of its fees and expenses of \$27,972.95 should be approved for payment from the Net Settlement Fund.

I DECLARE UNDER THE PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES THAT TO THE BEST OF MY KNOWLEDGE THE FORGOING IS TRUE AND CORRECT.

Executed on November 7, 2016 in Philadelphia, Pennsylvania.

By: 
Melissa E. Baldwin, Declarant

EXHIBIT A

In Re Smith Barney Transfer Agent Litigation

Authorized Claimants and Recognized Losses

ClaimNumber	Recognized Loss
SBT000624887	10.00
SBT000616324	10.00
SBT000406059	10.01
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SBT000200497	643.11
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SBT000615732	677.13
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SBT000620499	701.58
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SBT000616213	710.79
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SBT000616468	1,188.56
SBT000202548	1,317.36
SBT000200340	1,325.93
SBT000615989	1,333.63
SBT000100077	1,430.93
SBT000600003	1,431.08

SBT000200421	1,444.06
SBT000200657	1,487.01
SBT000615988	1,675.03
SBT000202343	1,681.00
SBT000202228	1,703.71
SBT000618443	1,858.24
SBT000200489	1,904.74
SBT000200650	1,999.88
SBT000200651	2,234.44
SBT000618441	2,590.26
SBT000200649	3,237.40
SBT000615987	3,806.65
SBT000202210	4,960.93
SBT000200648	4,966.77
SBT000200659	5,125.15
SBT000200661	5,946.62
SBT000201002	7,528.44
SBT000200655	8,420.22
SBT000624459	18,037.91
SBT000200652	27,167.79
SBT000201003	40,956.14
TOTAL REC LOSS	371,392.13

EXHIBIT B

In Re Smith Barney Transfer Agent Litigation
Rejected Claims and Rejection Reasons

Rejection Reason	Total Claims	Total Recognized Loss
Below Minimum	44,202	\$ 54,307.33
Duplicate	8	\$ 157.14
No Recognized Loss	17,163	\$ -

EXHIBIT C

In re: Smith Barney Transfer Agent Litigation

RG2 Claims Administration LLC

P.O. Box 59479

Philadelphia, PA 19102-9479

April 08, 2016

Claim Number SBT000000 [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Re: In re: Smith Barney Transfer Agent Litigation

Dear Claimant:

We hereby acknowledge receipt of your claim in the above referenced matter. After reviewing your submission, we have determined that this claim is ineligible for compensation pursuant to the Notice of Pendency and is, therefore, denied for the reason(s) listed below:

- **Below Minimum.** Although you may have incurred a loss on your trading activity during the class period, you are not eligible to receive a payment from the settlement fund because your Recognized Loss was less than the \$10 minimum threshold required under the Plan of Allocation.

If you do not wish to contest this rejection of your claim, no action is necessary on your part. However, if you wish to contest this rejection, you must do so in writing within seven (7) days from the date of this letter. Otherwise, we will recommend rejection of your claim to the Court.

You also have the right to a hearing before the Court, provided that within seven (7) days you serve upon the Plaintiffs' Counsel a notice, indicating your grounds for contesting this rejection and requesting a hearing thereon. To the extent you wish to request a hearing, please provide such request to us within seven (7) days from the date of this letter. We will arrange for production to Plaintiffs' Counsel.

Please refer to Claim No. SBT000000 [REDACTED] when replying to this communication. You must reply to the address on this letterhead only. If you have any questions, please feel free to contact us at the telephone number referenced.

Sincerely,

Smith Barney Securities Litigation
Claims Administrator
RG2 Claims Administration LLC

In re: Smith Barney Transfer Agent Litigation

RG2 Claims Administration LLC

P.O. Box 59479

Philadelphia, PA 19102-9479

April 04, 2016

Claim Number SBT000 [REDACTED]

[REDACTED]

Re: In re: Smith Barney Transfer Agent Litigation

SBT000000 [REDACTED]

SBT000000 [REDACTED]

Dear Claimant:

After a careful review of your claims submission in the above referenced matter, we have determined that you have filed multiple/duplicate claim information. In order to process the above referenced claims in accordance with the court ordered settlement agreement, we have combined this information into Claim No. SBT000 [REDACTED] and removed the duplicate transactions.

We will direct all future correspondence regarding this matter to:

SBT000 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
Tax ID: [REDACTED]

Computation of your final claim will be based on the transactions included on the enclosed schedule.

If you do not wish to contest the consolidation of your final claim, no action is required on your part. However, if you wish to contest this consolidation, please furnish any additional information including reason and proof contrary to our findings. You must do so in writing within seven (7) days from the date of this letter. Otherwise, we will report this duplication and consolidation of your claim to the Court and process your claim in accordance with the court ordered settlement.

Please refer to Claim No. SBT000 [REDACTED] when replying to this communication. You must reply to the address on this letterhead only. If you have any questions, please feel free to contact us at the telephone number referenced. Thank you.

Sincerely,

Smith Barney Securities Litigation
Claims Administrator
RG2 Claims Administration LLC

In re: Smith Barney Transfer Agent Litigation

RG2 Claims Administration LLC

P.O. Box 59479

Philadelphia, PA 19102-9479

April 04, 2016

Claim Number SBT000000[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Re: In re: Smith Barney Transfer Agent Litigation

Dear Claimant:

We hereby acknowledge receipt of your claim in the above referenced matter. After reviewing your submission, we have determined that this claim is ineligible for compensation pursuant to the Notice of Pendency and is, therefore, denied for the reason(s) listed below:

- According to the information provided, you had no eligible trading activity during the class period. If this is incorrect, please provide documentation of any qualifying trades that occurred during this period.

If you do not wish to contest this rejection of your claim, no action is necessary on your part. However, if you wish to contest this rejection, you must do so in writing within seven (7) days from the date of this letter. Otherwise, we will recommend rejection of your claim to the Court.

You also have the right to a hearing before the Court, provided that within seven (7) days you serve upon the Plaintiffs' Counsel a notice, indicating your grounds for contesting this rejection and requesting a hearing thereon. To the extent you wish to request a hearing, please provide such request to us within seven (7) days from the date of this letter. We will arrange for production to Plaintiffs' Counsel.

Please refer to Claim No. SBT000000[REDACTED] when replying to this communication. You must reply to the address on this letterhead only. If you have any questions, please feel free to contact us at the telephone number referenced.

Sincerely,

Smith Barney Securities Litigation
Claims Administrator
RG2 Claims Administration LLC

EXHIBIT D



William W. Wickersham, Esq., Vice President, Business Development and Client Relations

Phone 212.471.4777

September 20, 2016

VIA EMAIL - racocelli@weisslawllp.com, mlevine@ssbny.com

Rich Acocelli
Weiss Law LLP
Times Square Plaza
1500 Broadway
Suite 1600
New York, NY 10036

Mark Levine
Stull, Stull & Brody
6 East 45th Street
New York, NY 10017

Re: IN RE SMITH BARNEY TRANSFER AGENT LITIGATION

Dear Sirs:

Below is our statement for previously unbilled professional services rendered and costs incurred, or that will be incurred, from December 1, 2015 through distribution and post-distribution of the Settlement Fund for the following services:

FEES:

<u>Description of Activity</u>	<u>Rate Per Hour</u>	<u>Hours</u>	<u>Value</u>
Claimant & Broker Phone & Email Correspondence	\$70-230	6.2	\$864.50
Prepare for & Attend Hearing, including Data Analysis and Preparation of Declaration	\$180-230	36.5	\$7,221.50
Issuing Deficiency and Rejection notices and Processing Responses	\$180-230	34.9	\$6,290.00
Clean Up Data Files & Process Electronic & Paper Submissions	\$65-230	14.9	\$2,855.00
Respond to Requests from Counsel Regarding Class Data and Claims Filings	\$180-230	2.8	\$593.00
Data Analysis and Consultation Regarding Revisions to Plan of Allocation	\$180-230	6.5	\$1,414.00
Distribution and Post-Distribution for Authorized Claimants	\$180-230		\$6,600.00
Total Fees:			<u>\$25,838.00</u>

EXPENSES:

Postage for Deficiency and Rejection Letters	\$611.54	
Postage for Distribution Checks	<u>\$1,523.41</u>	
Total Expenses:		<u>\$2,134.95</u>
Total Balance Due:		<u><u>\$27,972.95</u></u>

If you have any questions, please do not hesitate to contact me.

Sincerely,

William W. Wickersham, Esq.
Vice President, Business Development and
Client Relations