SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK: COMMERCIAL DIVISION

MICHAEL PLUTTE, Individually and on Behalf of All Others Similarly Situated, Plaintiff, vs. SEA LIMITED, FORREST XIAODONG LI, GANG YE, TONY TIANYU HOU, COLLEEN A. DE VRIES, YUXIN REN, NICHOLAS A. NASH, DAVID HENG CHEN SENG, KHOON HUA KUOK, GOLDMAN SACHS (ASIA) L.L.C., MORGAN STANLEY & CO. INTERNATIONAL PLC, CREDIT SUISSE SECURITIES (USA) L.L.C., CLSA LIMITED, CITIGROUP GLOBAL MARKETS INC., COWEN AND COMPANY, LLC, NOMURA SECURITIES INTERNATIONAL, INC., PIPER JAFFRAY & CO., STIFEL NICOLAUS & COMPANY, INCORPORATED, PT MADIRI SEKURITAS, TUDOR, PICKERING, HOLT & CO. SECURITIES, INC., BDO CAPITAL & INVESTMENT CORPORATION, CATHAY SECURITIES CORPORATION OFFSHORE SECURITIES UNIT, DBS BANK LTD., VIET CAPITAL SECURITIES JSC and COGENCY GLOBAL INC., Defendants.	Index No. 655436/2018 The Honorable Jennifer G. Schecter, J.S.C. Part 54 **Motion Sequence No. 004** AFFIRMATION OF JOSEPH RUSSELLO IN SUPPORT OF PLAINTIFF'S MOTION FOR (1) FINAL APPROVAL OF THE SETTLEMENT AND APPROVAL OF THE PLAN OF ALLOCATION; AND (2) AN AWARD OF ATTORNEYS' FEES AND EXPENSES AND AWARD TO PLAINTIFF

I, Joseph Russello, an attorney duly admitted to practice law before the Courts of the State of New York, hereby affirm the following, pursuant to Rule 2106 of the New York Civil Practice Law and Rules, to be true under penalty of perjury:

1. I am a member of Robbins Geller Rudman & Dowd LLP ("Robbins Geller" or "Lead Counsel"), counsel for plaintiff Michael Plutte ("Plaintiff") and the Settlement Class.[1] I have been actively involved in all material aspects of the prosecution and resolution of this Action and have personal knowledge of the matters set forth herein, except as otherwise indicated.

2. Pursuant to CPLR Article 9, I respectfully submit this affirmation in support of Plaintiff's Motion for: (i) final approval of the Settlement and approval of the Plan of Allocation, in connection with the proposed all-cash Settlement of $10.75 million (the "Settlement Amount"), payable by Defendants[2] and/or their insurers; and (ii) an award of attorneys' fees and expenses and award to Plaintiff.

I. INTRODUCTION

3. This Settlement is the product of a targeted and efficient litigation strategy and arm's-length negotiations, over an extended period, conducted by an experienced mediator of securities class actions and commercial litigation cases, Michelle Yoshida, Esq.

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[1] Unless noted, capitalized terms are defined in the Stipulation of Settlement (NYSCEF No. 66) ("Stipulation"). The Amended Class Action Complaint for Violations of the Securities Act of 1933, dated January 25, 2019 (NYSCEF No. 21), is cited as "¶__."

[2] Defendants are Sea Limited ("Sea" or the "Company"), Cogency Global Inc. ("Cogency"), Forrest Xiaodong Li, Gang Ye, Tony Tianyu Hou, Colleen A. De Vries, Yuxin Ren, Nicholas A. Nash, David Heng Chen Seng, Khoon Hua Kuok, Tao Zhang, and underwriters of the Company's October 2017 initial public offering ("IPO"), specifically Goldman Sachs (Asia) L.L.C., Morgan Stanley & Co. International PLC, Credit Suisse Securities (USA) L.L.C., CLSA Limited, Citigroup Global Markets Inc., Cowen and Company, LLC, Nomura Securities International, Inc., Piper Jaffray & Co., Stifel Nicolaus & Company, Incorporated, PT Madiri Sekuritas, Tudor, Pickering, Holt & Co. Securities, Inc., BDO Capital & Investment Corporation, Cathay Securities Corporation Offshore Securities Unit, DBS Bank Ltd., and Viet Capital Securities JSC (collectively, "Defendants").

4. As explained below and in the accompanying memorandum of law, this Settlement takes into consideration the significant risks specific to this Action. By the time the parties mediated this Action on May 14, 2020, they had already briefed and argued the motion to dismiss and gained a thorough understanding of the strengths and weaknesses of the claims and defenses in the Action. That understanding deepened as the parties engaged in discussions with Ms. Yoshida after they were unable to reach a resolution at the mediation. Negotiations concerning the contours of any potential resolution continued until July 15, 2020, when the parties reported to the Court that they had reached an agreement in principle to settle this Action.

5. Both before and during that time, Lead Counsel also consulted with a financial expert, Scott Hakala, Ph.D., CFA, of ValueScope, Inc., who provided insight regarding the damages Plaintiff and the Settlement Class could potentially recover at trial, as well as the complexities associated with establishing and recovering damages. Lead Counsel continued to consult with Dr. Hakala when negotiating the final terms of the Settlement, and he developed the proposed Plan of Allocation.

6. In short, Plaintiff and Lead Counsel believe that this Settlement provides a significant recovery to the Settlement Class, given the nature of the allegations, the size of investors' estimated losses, and the risks and uncertainties associated with continued litigation – particularly given the international component to this Action, with many Defendants, documents, and witnesses located in Singapore or elsewhere abroad. Plaintiff now respectfully requests this Court to approve the Settlement, certify the Settlement Class, and approve the Plan of Allocation. Additionally, given the contingent nature of Lead Counsel's engagement and the benefit secured, Lead Counsel respectfully requests this Court to approve a fee award of 33-1/3% of the Settlement Amount, an award of expenses totaling $32,062.85 that were reasonably and necessarily

committed to prosecuting this Action, and an award to Plaintiff of $2,500 for his representation of the Settlement Class.

II. THE LITIGATION

A. Summary of the Claims and Allegations

7. Headquartered in Singapore and incorporated in the Cayman Islands, Sea is an online gaming and e-commerce company. ¶12. Through various subsidiaries and affiliates, Sea operated three businesses: (i) Garena, which offered third-party personal computer and mobile videogames on its proprietary game-launching platform; (ii) Shopee, an e-commerce marketplace; and (iii) AirPay, a digital payment facilitator. ¶¶12, 31, 33. Because Shopee and AirPay were in the early stages of monetization, Sea generated substantially all of its revenue – nearly 95%, from 2014 to 2016 – from its Digital Entertainment ("DE") segment, which it operated through Garena. ¶32.

8. In 2017, Sea sought to publicly list its American Depositary Shares ("ADS") for trading in the U.S. On April 25, 2017, Sea initiated the IPO process by filing a "confidential" draft registration statement with the Securities and Exchange Commission ("SEC"). ¶34. On October 18, 2017, Sea filed a final amendment to the registration statement, which the SEC declared effective the next day ("Registration Statement"). ¶36. All told, Sea received aggregate net proceeds of nearly $935 million by issuing approximately 66 million ADS for sale, which were eligible to trade on the New York Stock Exchange. ¶37.

9. But the Registration Statement allegedly omitted two critical pieces of information: (i) that Sea was in the process of a lengthy transition to a new gaming platform, Garena 2.0, which was then experiencing significant operational problems and delayed market acceptance (¶¶2, 49-61); and (ii) that Sea had dramatically increased marketing expenses and experienced significant

losses in its DE business in the just-completed third quarter ended September 30, 2017, which allegedly rendered reported financial information not indicative of future results (¶¶2, 77-83).

10. Yet the Garena platform transition was initiated 15 months before the IPO (¶¶43-55), and sales and marketing expenses had increased by $57 million in the third quarter alone – almost 78% over the prior quarter and 150% over the 2016 third quarter (¶¶81-84). Additionally, adjusted net loss – a metric Sea itself used "to understand and evaluate [its] core operating performance" – had for the first time materially eclipsed DE revenue. ¶¶79 n.1, 80.

B. Lead Counsel's Investigation and Filing of the Amended Complaint

11. On November 1, 2018, Plaintiff filed this Action, alleging claims under Sections 11 and 15 of the Securities Act of 1933 on behalf of a putative class of purchasers of Sea Ltd. ADS pursuant or traceable to the Registration Statement issued in connection with the Company's October 2017 IPO. At that time, the claims concerned the Company's increase in expenses and losses during the third quarter, reported shortly after the IPO on November 22, 2017. *See* NYSCEF No. 1, ¶¶5-16, 48-58.

12. Subsequently, on January 25, 2019, Plaintiff amended the complaint, augmenting the claims alleged in the initial complaint and identifying the Garena platform transition as an additional issue requiring disclosure in the Registration Statement. *See* NYSCEF No. 21. These allegations resulted from Lead Counsel's pre-filing investigation, which consisted of its review and analysis of: (i) Sea's public filings with the SEC; (ii) Garena-related websites and online sources of information regarding various games offered on Garena's gaming platform, such as Garena-sponsored gaming forums dedicated to *League of Legends*; (iii) media articles and online sources regarding Garena and Garena-offered games; and (iv) various other sources.

13. This effort produced the 44-page amended complaint, comprised of 137 numbered paragraphs that set forth an extensive analysis of the allegedly misleading aspects of the Registration Statement.

C. The Briefing and Argument of Defendants' Motion to Dismiss

14. On March 26, 2019, Sea and certain of the other Defendants jointly moved to dismiss. *See* NYSCEF Nos. 29-51.

15. In support of their motion, these defendants made several arguments, any of which could have resulted in dismissal of the Action. These arguments included that: (i) information about the gaming platform transition was public, "beginning with the announcement of the beta launch in July 2016 and continuing throughout 2016 and 2017" (NYSCEF No. 30 at 2); (ii) the Registration Statement "disclosed that Sea had suffered net losses in 2014, 2015, 2016 and the six months ended June 30, 2017 'primarily due to significant sales and marketing expenses'" (*id.* at 3), and Sea had no obligation to disclose its "interim" third quarter results until it did, on November 22, 2017 (*id.* at 2); and (iii) "claims regarding both Garena and the third quarter 2017 results also fail because Plaintiff has not and cannot allege that these supposed omissions could have caused any decline in Sea's ADS price, as their disclosure did not reveal any prior misrepresentation." *Id.* at 3. They also argued that the Registration Statement sufficiently warned investors of the risks and consequences associated with Sea's technology upgrades and financial performance. *Id.* at 6-8. And they argued that analysts and investors understood that Sea would incur increasing sales and marketing expenses, referencing analyst reports issued after the IPO. *Id.* at 9-11.

16. On May 28, 2019, Plaintiff filed opposition to the dismissal motion. *See* NYSCEF Nos. 53-55. Specifically, Plaintiff argued that the Registration Statement "cautioned investors not to perform their own research on Sea or rely on external information," instead directing them to "'***rely only on the information contained in this prospectus*** . . . .'" *See* NYSCEF No. 53 at 1

(emphasis in original). As Plaintiff argued, the Registration Statement did not disclose information regarding the gaming platform transition – which was long underway – or the financial results of the 2017 third quarter, which was complete by the time of the IPO. *Id.* at 1, 16. Nor, Plaintiff argued, did investors have an obligation to perform independent research in an attempt to uncover information withheld from the Registration Statement. *Id.* at 15-16.

17. Alternatively, Plaintiff argued that information about the platform transition was not sufficiently known publicly such that Sea could impute knowledge of it to investors. *Id.* at 1, 16. Plaintiff further argued that an investor could not readily locate or obtain this information because it was available only from Garena-related social media and unofficial sources; and even then, those informational sources were geared toward gamers, not investors, resident in the unique GSEA region in which Garena operated. *Id.* at 16-17. In support of these arguments, Lead Counsel submitted an affirmation that outlined the numerous steps required to locate this information on particulate sites directed toward gamers in GSEA. *See* NYSCEF No. 54, ¶¶3-15.

18. Likewise, Plaintiff argued that certain statements in the Registration Statement were materially misleading and actionable in the absence of disclosure of adverse information regarding the platform transition and third-quarter results. *See* NYSCEF No. 53 at 12, 18. And the post-IPO analyst reports that defendants submitted, Plaintiff further argued, were incapable of establishing that investors could glean enough information from the Registration Statement to understand the status of Sea's financial condition, before investing, at the time of the IPO (even if the Court could properly consider those analyst reports at the motion-to-dismiss stage, which was, at best, debatable). *See id.* at 17-18; *see also* NYSCEF No. 54, ¶¶16-30.

19. The purported cautionary language in the Registration Statement was also insufficient to warrant dismissal, Plaintiff argued, because it did not adequately address the omitted issues, which had already come to fruition and were also actionable as known uncertainties. *See*

NYSCEF No. 53 at 13-14. Lastly, Plaintiff argued that the negative causation defense fails because defendants "d[id] not show that ***anything*** caused the price to decline," instead "raising factual issues about ***when*** and ***how*** information about the transition leaked into the market . . . ." *Id.* at 19 (emphasis in original).

20. On July 12, 2019, the moving defendants filed a reply brief in further support of their dismissal motion. *See* NYSCEF No. 58. In it, they argued that Sea distributes its games via desktop and mobile applications, as well as via other sources, which diminishes the impact – and materiality – of the platform transition. *Id.* at 4-5. They also generally reiterated arguments from their opening brief, including that information on the transition was available before the IPO (*id.* at 6-7), that Sea had no obligation to disclose its 2017 third-quarter financial results in the Registration Statement (*id.* at 8-10), and that negative causation was established on the face of the operative complaint. *Id.* at 12-13.

21. On December 18, 2019, the Court held oral argument on the dismissal motion. *See* NYSCEF No. 62. After the argument, the parties elected to mediate this matter before Ms. Yoshida and informed the Court accordingly.

22. On May 4, 2020, the parties exchanged detailed confidential mediation statements, which they also submitted to Ms. Yoshida for consideration in advance of the scheduled mediation. *See* NYSCEF No. 66 at 3. In preparing the mediation statement, Lead Counsel engaged the services of Dr. Hakala, a financial consultant, who analyzed the market reaction and trading price of the ADS in relation to the events and circumstances at issue in this case. Ultimately, Dr. Hakala developed a preliminary assessment of potentially recoverable damages for Lead Counsel's use in mediating this case, and Lead Counsel utilized that information in preparing Plaintiff's mediation statement.

23. On May 14, 2020, the mediation took place, with participants attending electronically. The parties were unable to reach a resolution at that time. For several months thereafter, however, the parties worked hard to negotiate a settlement of this Acton, engaging in further discussions with Ms. Yoshida.

24. On July 15, 2020, the parties reached an agreement in principle to resolve this Action and informed the Court of the proposed Settlement. The parties then embarked on memorializing the Settlement in writing. During this time, Lead Counsel worked with Dr. Hakala to develop the proposed Plan of Allocation, pursuant to which eligible members of the Settlement Class will receive payment from the Settlement Fund if the Court approves the Settlement. These efforts required Lead Counsel to analyze several different proposals that took into account the different purchase and sale dates and holding periods of eligible members of the Settlement Class, as well as the dissemination of information on various dates during the relevant period and its impact on the public trading price of Sea's ADS.

25. On October 17, 2020, the parties finalized and signed the Stipulation of Settlement. On October 19, 2020, Plaintiff submitted the Stipulation to the Court. *See* NYSCEF No. 66.

III. THE RISKS OF CONTINUED LITIGATION

26. As detailed herein, Settlement was reached after Lead Counsel developed a thorough understanding of the strengths and potential weaknesses of the claims in this Action. Lead Counsel extensively researched the claims and worked closely with Dr. Hakala to assess the reasonable range of estimable damages. Lead Counsel also briefed and argued the dismissal motion, which afforded insight into defenses that could result in the dismissal of this Action at any stage, and participated in the mediation, which exposed complications that heightened the risk of continued litigation.

27. For example, in support of the motion to dismiss, the moving defendants argued that the Registration Statement did not omit or misstate any material information and warned of all risks, including the risks of adverse consequences resulting from software upgrades and financial results; that the Registration Statement indicated sales and marketing expenses would continue to increase; that information regarding these issues was public and thus ascertainable as of the IPO; and that any decline in the trading price of the ADS following the IPO resulted from non-case related news.

28. Additionally, important individuals – including certain of the unserved defendants – are located in Singapore, beyond the Court's subpoena power, and there was a significant risk that some of the necessary witnesses and documents would be unavailable as a result. The Registration Statement itself cautioned that jurisdiction over the Company's executive officers and directors may be lacking in the U.S., which could stymie the ability of investors to seek legal recourse against the Company and its management and directors, as follows:

> ***It will be difficult to acquire jurisdiction and enforce liabilities against our assets based in some GSEA jurisdictions***.
>
> Substantially all of our assets are located in GSEA and all of our executive officers and present directors reside outside of the United States. As a result, it may not be possible for United States investors to enforce their legal rights, to effect service of process upon our directors or executive officers or to enforce judgments of United States courts predicated upon civil liabilities and criminal penalties of our directors and executive officers under Federal securities laws. Moreover, management has been advised that Indonesia, Taiwan, Thailand and many of the other jurisdictions within GSEA where we operate do not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States. Further, it is unclear if extradition treaties now in effect between the United States and some GSEA markets, such as Indonesia, the Philippines and Malaysia, would permit effective enforcement of criminal penalties of the Federal securities laws.

29. Likewise, the Registration Statement warned of the difficulties associated with filing suit against the Company and its management and directors, executing judgments (even if obtained), and pursuing recourse under the federal securities laws, as follows:

> ***Certain judgments obtained against us by our shareholders may not be enforceable.***
>
> We are a Cayman Islands company and substantially all of our assets are located outside of the United States. Substantially all of our current operations are conducted in GSEA. In addition, most of our current directors and executive officers are not United States nationals or residents. Substantially all of the assets of these persons are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the United States in the event that you believe that your rights have been infringed under the U.S. federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of the jurisdictions that comprise the GSEA region may render you unable to enforce a judgment against our assets or the assets of our directors and executive officers. For more information regarding the relevant laws of the Cayman Islands and the GSEA markets, see "Enforceability of Civil Liabilities."

30. Despite Plaintiff's confidence that this case is appropriate for class certification, a risk also existed that the Court might refuse to certify a class if the parties litigated the issue. If Plaintiff was unable to obtain class certification, the Action could not be sustained on a class-wide basis and members of the putative Settlement Class would have been forced to file individual actions (if they were so inclined, and if those actions were timely). Likewise, the risk existed that Plaintiff might receive adverse rulings on discovery and evidence or at summary judgment or trial. Given that aggrieved parties may appeal adverse rulings, the continued litigation of this Action could involve multiple appeals, and a verdict, even if favorable, was likely to be appealed – with no guarantee of the outcome. Even if Plaintiff obtained judgment in favor of the Settlement Class, there was a strong possibility the Settlement Class could have recovered nothing (not least because of the risk, warned about in the Registration Statement, of the inability to enforce judgment).

31. Accordingly, Lead Counsel submits that the Settlement, which provides a substantial recovery to Settlement Class Members, is far more beneficial than any realistic alternative offered by continued litigation.

IV. THE SETTLEMENT TERMS

32. The Settlement set forth in the Stipulation resolves the claims of the Settlement Class against all Defendants. The Stipulation provides that Sea or its insurers will pay or cause to be paid $10.75 million in cash, inclusive of attorneys' fees and costs/expenses. The recovery to individual Settlement Class Members will depend on a number of variables, including the number of ADS that Settlement Class Members purchased or acquired and when and at what price, and whether those ADS were sold, and if sold, on what date. The Plan of Allocation establishes the amount that an eligible Settlement Class Member may receive as compensation for such transactions.

A. The Settlement Is in the Best Interests of the Settlement Class and Warrants Approval

33. It is the informed judgment of Lead Counsel, based upon all proceedings to date and its extensive experience in litigating class actions under the federal securities laws, that the proposed Settlement of this matter is fair, reasonable, and adequate, and in the best interest of the Settlement Class. The Settlement represents a favorable result that provides a recovery now and eliminates the uncertainty of further litigation in a case that was far from concluded. That Plaintiff and Lead Counsel were able to settle this Action at this juncture is a testament to their effective and efficient prosecution of these claims to the benefit of Settlement Class Members who would have otherwise received nothing (given that Plaintiff is the only Sea investor who brought a claim directed to the IPO).

B. The Plan of Allocation

34. The Net Settlement Fund will be distributed to Settlement Class Members who, in accordance with the terms of the Stipulation, are entitled to a distribution and have submitted a valid and timely Proof of Claim and Release form. The Plan of Allocation provides that a Settlement Class Member will be eligible to participate in the distribution of the Net Settlement

Fund only if the Settlement Class Member has an overall net loss on all of his, her, or its transactions in Sea ADS.

35. For purposes of determining the amount an Authorized Claimant may recover under the Plan of Allocation, Lead Counsel conferred with its financial consultant, Dr. Hakala. The Plan of Allocation does not reflect an assessment of damages that Settlement Class Members could have been recovered had Plaintiff prevailed at trial, but rather provides an equitable method by which to allocate Settlement proceeds to those who suffered losses on their Sea ADS transactions during the relevant period.

36. To date, there have been no objections to the Plan of Allocation and Lead Counsel respectfully submits that the Plan of Allocation is fair and reasonable, and should be approved.

V. PLAINTIFF'S COUNSEL'S ATTORNEYS' FEES AND EXPENSES

37. Lead Counsel respectfully requests that the Court award 33-1/3% of the $10.75 million Settlement Amount for attorneys' fees. Lead Counsel believes this fee is reasonable and appropriate in light of the efficiency with which Plaintiff's Counsel litigated this matter, the resources expended in prosecuting the case, the inherent risk of nonpayment from representing the Settlement Class on a contingent basis, and the monetary benefit conferred on the Settlement Class. Out of any fee award granted by this Court, Lead Counsel will be compensating Robbins LLP and Hedin Hall LLP for their work in litigating on behalf of the Settlement Class in an amount to be determined by Lead Counsel. Lead Counsel also requests an award of $32,062.85 for Plaintiff's Counsel's litigation expenses. The legal authorities supporting the requested fees and expenses are set forth in Lead Counsel's separate Memorandum of Law in support of attorneys' fees and expenses, submitted herewith.

A. Time, Labor and Fee Percentage Requested

38. Plaintiff's Counsel have substantial experience representing investors in securities cases and devoted meaningful time and resources in investigating, researching, litigating, and resolving this Action, as detailed above. The fee request is based upon a percentage of the recovery and is reasonable when cross-checked against the lodestar of Plaintiff's Counsel in prosecuting the Action. Plaintiff's Counsel spent 1,614.85 hours during the course of this Litigation for a total lodestar of $1,172,145.75.

B. The Risk and Complexity of the Litigation

39. As detailed above, this Action involved challenging issues of law and fact that presented considerable risk to Plaintiff's case. The complexity of these issues and risk to the Settlement Class's recovery were magnified by the cautionary language included in the Registration Statement, which warned that Sea's gaming platform might experience problems and that Sea expected to increase its sales and marketing expenses. Although Plaintiff believes such language was inadequate to warn an investor of the problems alleged in the amended complaint, the presence of this language dramatically increased the risk that the Settlement Class might receive no recovery even if this litigation proceeded.

40. Additionally, because this Action is a class action, certification of the class presented unique challenges not involved in other types of litigation. Thus, even if Plaintiff had prevailed at the dismissal stage, a favorable class certification determination was necessary for the case to move forward as class action. Even so, a number of interested parties were located overseas, complicating discovery and further proceedings in this Action. Instead of facing additional years of uncertain, costly, and time-consuming litigation, the Settlement provides Settlement Class Members with a benefit now.

41. When Lead Counsel undertook this representation, there was no assurance that the litigation would survive a motion to dismiss or other proceedings, and therefore no assurance Lead Counsel would receive any payment for its services – perhaps for years to come, if at all. Securities cases present formidable challenges. Had this case not settled, Lead Counsel was prepared to litigate this case for as long as required to achieve a successful outcome for the Settlement Class and assumed the very significant risk of no recovery while absorbing all of the costs reasonably necessary to prosecute this Action (to the exclusion of other meritorious cases).

C. Quality of the Representation

42. Lead Counsel worked efficiently and diligently to obtain a favorable result for the Settlement Class. From the outset, Lead Counsel employed considerable resources and spent considerable time researching and investigating facts to support a pleading that could survive a motion to dismiss and position the litigation for class certification. The recovery obtained for the Settlement Class is the direct result of those efforts. Lead Counsel is among the most experienced securities practitioners in the country. The Settlement represents a substantial recovery achieved at an early stage in these proceedings only because Lead Counsel developed strongly supported claims.

43. The quality of opposing counsel is also important in evaluating the quality of Lead Counsel's work. Defendants were represented by experienced lawyers from Skadden, Arps, Slate, Meagher & Flom LLP, which is well-versed in securities litigation. The ability of Lead Counsel to obtain a favorable settlement for the Settlement Class in the face of such opposition confirms the excellence of Lead Counsel's representation.

VI. THE REQUESTED EXPENSES ARE FAIR AND REASONABLE

44. Plaintiffs' Counsel seek an award of $32,062.85 in expenses in connection with this Action. Those expenses and charges are summarized by category in the accompanying fee affirmations.

45. The expenses sought are reasonable and were necessary for the successful prosecution of this Action. Plaintiff's Counsel were aware that they may not recover any of these expenses unless and until this litigation was successfully resolved. Accordingly, we took steps to minimize expenses whenever practicable without jeopardizing the prosecution of this Action.

46. The expenses sought reflect routine and typical expenditures incurred in the course of litigation, such as the costs of investigation, document duplication, consultant fees, mediation fees, and expedited mail delivery. These expenses are reasonable and were necessary for the successful prosecution of the Action.

VII. CONCLUSION

47. In light of the significant recovery to the Settlement Class and the substantial risks of this Action, as described above and in the accompanying memorandum in support of the Settlement and the request for an award of fees and expenses, Lead Counsel respectfully submits that the Settlement and Plan of Allocation is fair and reasonable. As a result of the recovery obtained in the face of substantial risks, including the contingent nature of the fees and the complexity of the case, Lead Counsel also respectfully submits that the Court should award attorneys' fees in the amount of 33-1/3% of the Settlement Amount, as well as $32,062.85 in expenses, plus interest earned thereon at the same rate and for the same period as that earned on the Settlement Fund until paid, plus $2,500 for Plaintiff as reimbursement for his costs and expenses.

DATED: Melville, New York
February 25, 2021

/s/ *Joseph Russello*
JOSEPH RUSSELLO

PRINTING SPECIFICATIONS STATEMENT

1. Pursuant to 22 N.Y.C.R.R. §202.70(g), Rule 17, the undersigned counsel certifies that the foregoing affirmation was prepared on a computer using Microsoft Word. A proportionally spaced typeface was used as follows:

Name of Typeface: Times New Roman
Point Size: 12
Line Spacing: Double

2. The total number of words in this affirmation, inclusive of point headings and footnotes and exclusive of the caption, signature block, and this Certification, is 4,700 words.

DATED: February 25, 2021

ROBBINS GELLER RUDMAN
& DOWD LLP
JOSEPH RUSSELLO

/s/ *Joseph Russello*
JOSEPH RUSSELLO

58 South Service Road, Suite 200
Melville, NY 11747
Telephone: 631/367-7100
631/367-1173 (fax)
jrussello@rgrdlaw.com