

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE TREMONT SECURITIES LAW, :
STATE LAW AND INSURANCE : Master File No.:
LITIGATION : 08 Civ. 11117 (TPG)
: :
----- X **JURY TRIAL DEMANDED**
This Document Relates to: All Actions :
: "ECF Case"
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**JOINT DECLARATION OF ANDREW J. ENTWISTLE, REED
R. KATHREIN AND JEFFREY M. HABER IN FURTHER
SUPPORT OF CLASS COUNSEL'S MOTION FOR APPROVAL
OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

(The "Supplemental Joint Fund Distribution Account Declaration")

Andrew J. Entwistle and Jeffrey M. Haber, admitted to practice law in the State of New York and this Court, and Reed R. Kathrein,¹ admitted *pro hac vice* in the above-captioned actions (the "Actions"),² hereby declare under the penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. We submit this declaration in further support of Class Counsel's Motion for Attorneys' Fees and Reimbursement of Expenses for work performed and expenses incurred on behalf of Fund Distribution Claimants during the period between July 1, 2015 and August 13, 2015.

¹ Andrew J. Entwistle is a partner in the law firm of Entwistle & Cappucci LLP, Co-Lead Counsel in the consolidated State Law Actions, Reed R. Kathrein is a partner in the law firm of Hagens Berman Sobol Shapiro LLP ("Hagens Berman"), Co-Lead Counsel in the consolidated State Law Actions, and Jeffrey M. Haber is a partner in the law firm of Bernstein Liebhard LLP ("Bernstein Liebhard"), Lead Counsel in the consolidated Securities Law Actions.

² Defined terms have the same definitions and meaning as set forth in the Stipulation of Partial Settlement, dated February 25, 2011 (ECF No. 392-1) (the "Stipulation") and Class Counsel's memorandum of law in support of Class Counsel' Motion for Approval of Fund Distribution Account Plan of Allocation, Distribution Procedures, Attorney's Fees and Reimbursement of Expenses (ECF No. 1089) (the "Motion").

2. We have personal knowledge of the matters described in this declaration and am competent to testify thereto.

3. E&C, Hagens Berman and Bernstein Liebhard were instrumental in the creation of the Fund Distribution Account (“FDA”) and, pursuant to the Stipulation governing the Settlement in the above-captioned actions (the “Actions”), were charged with the responsibility of supervising and directing the administration, calculation and distribution of the FDA. Stipulation ¶ 5.1.

4. Since the date Class Counsel the filed the Motion with the Court, Class Counsel have spent significant additional hours on this litigation, including, but not limited to: (i) objecting to the motions filed by FutureSelect Prime Advisor II LLC, Telesis IIW, LLC and The Merriwell Fund, L.P. requesting FDA subclasses (ECF No. 1097) and seeking approval of a plan of allocation (ECF. No 1123); (ii) objecting to the motion filed by Michael S. Martin seeking approval of a plan of allocation, certification of a subclass and disclosure of confidential Mediation materials; and (iii) engaging in further negotiations with Fund Distribution Claimants concerning the Consensus FDA POA and the resolution of HSBC Bank plc’s claim against the XL Fund’s \$184.5 million Cross Investment in Rye Onshore under its Swap and Collateral agreements.

5. The schedule attached hereto as Exhibit 1 indicates the additional amount of time spent by the partners, attorneys and professional support staff of E&C, Hagens Berman and Bernstein Liebhard who were involved in the Actions, and the lodestar calculations based on each respective firm’s current billing rates between July 1, 2015 and August 13, 2015. The schedule is not duplicative of the time reflected on the schedules submitted in connection with the original fee application (Joint State and Securities Action Fee and Expense Declaration at 29,

ECF 452) or the recent fee application (ECF No. 1090). The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by each respective firm and are available at the Court's request.

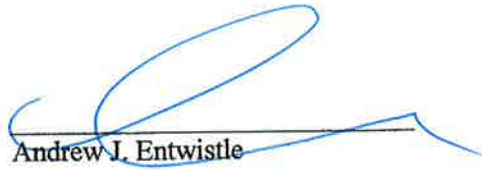
6. The schedule attached hereto as Exhibit 2 indicates the total amount of time spent by the partners, attorneys and professional support staff of E&C, Hagens Berman and Bernstein Liebhard who were involved in the Actions, and the lodestar calculations based on each respective firm's current billing rates between May 6, 2011 and August 13, 2015. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by each respective firm and are available at the Court's request.

7. The schedule attached hereto as Exhibit 3 contains a summary of the total number of hours spent by E&C, Hagens Berman and Bernstein Liebhard, and the respective lodestars for the periods between (i) May 6, 2011 and June 30, 2015, (ii) July 1, 2015 and August 13, 2015 and (iii) May 6, 2011 and August 13, 2015.

8. The hourly rates for the partners, attorneys and professional support staff of E&C, Hagens Berman and Bernstein Liebhard are the same as the regular current rates charged for their services in non-contingent matters and/or which have been accepted and approved in securities or shareholder litigation. For personnel who are no longer employed by the firms, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by each respective firm.

9. We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

EXECUTED this 17th day of August, 2015



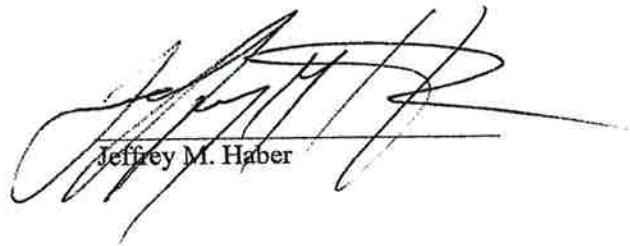
Andrew J. Entwistle

EXECUTED this 17th day of August, 2015



Reed R. Kathrein

EXECUTED this 17th day of August, 2015



Jeffrey M. Haber

EXHIBIT 1

ENTWISTLE & CAPUCCI LLP

LODESTAR

NAME	TITLE ¹	HOURS TOTAL	HOURLY RATE	LODESTAR TOTAL
Andrew J. Entwistle	Sr. P	404.40	900	\$ 363,960.00
Arthur V. Nealon	P	48.00	850	\$ 40,800.00
Robert N. Cappucci	P	344.40	750	\$ 258,300.00
Adam W. Sgro	A	305.10	275	\$ 83,902.50
Heather M. Sertial	A	2.20	325	\$ 715.00
Madeline B. Gayle	PL	254.80	250	\$ 63,700.00
Neave R. Casey	PL	43.50	225	\$ 9,787.50
Danielle S. Ahern	PL	16.90	175	\$ 2,957.50
Nicholas J. Childress	PL	21.80	175	\$ 3,815.00
Raven S. Wells	PL	15.70	175	\$ 2,747.50
TOTAL		1,456.80		\$ 830,685.00

¹ Sr. P = Senior Partner; P = Partner; A = Associate; PL = Paralegal

HAGENS BERMAN SOBOL SHAPIRO LLP

SUPPLEMENTAL FEE CHART

(Supplemental fees through 08/13/15)

Timekeeper	Initials	Hours	Rate	Amount
Peter E. Borkon	PEB	15.20	\$ 695.00	\$ 10,564.00
Reed R. Kathrein	RRK	144.20	\$ 850.00	\$ 122,570.00
Brian R. Miller	BRM	2.30	\$ 300.00	\$ 690.00
Jennifer A. Conte	JAC	6.60	\$ 300.00	\$ 1,980.00
Lee M. Gordon	LMG	27.40	\$ 750.00	\$ 20,550.00
Heidi H. Kalscheur	HHK	4.70	\$ 595.00	\$ 2,796.50
TOTALS		200.40		\$ 159,150.50

**CHART IN FURTHER SUPPORT OF PETITION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES IN THE
SECURITIES ACTIONS**

Hours, Hourly Rates, and Lodestar of Bernstein Liebhard LLP

NAME (*)	HOURS	HOURLY RATE	LODESTAR
Jeffrey Haber (P)	65.25	925.00	\$60,356.25
Stephanie Beige (P)	2.0	850.00	\$1,700.00
Total	6,233.75		\$62,056.25

*P = Partner; SC = Senior Counsel; A = Associate; I = Investigator; PL = Paralegal

EXHIBIT 2

ENTWISTLE & CAPUCCI LLP

LODESTAR

May 2011 to August 2015

NAME	TITLE ¹	HOURS TOTAL	HOURLY RATE	LODESTAR TOTAL
Andrew J. Entwistle	Sr. P	4,020.50	900	\$ 3,618,450.00
Jonathan H. Beemer	P	150.00	750	\$ 112,500.00
Arthur V. Nealon	P	2,242.75	850	\$ 1,906,337.50
Robert N. Cappucci	P	2,792.50	750	\$ 2,094,375.00
Jordan A. Cortez	A	130.60	565	\$ 73,789.00
Evan T. Raciti	A	8.40	325	\$ 2,730.00
Daniel J. Ping	A	4.50	295	\$ 1,327.50
Adam W. Sgro	A	620.60	275	\$ 170,665.00
Alexander L. Broche	A	24.40	325	\$ 7,930.00
Alexander Schlow	A	140.40	325	\$ 45,630.00
Katherine M. Lenahan	A	1,113.40	325	\$ 361,855.00
Ramona M. Ortega	A	22.10	325	\$ 7,182.50
Alexandra Ober	A	660.65	325	\$ 214,711.25
Heather M. Sertial	A	4.10	325	\$ 1,332.50
Madeline B. Gayle	PL	1,572.55	250	\$ 393,137.50
Neave R. Casey	PL	1,337.70	225	\$ 300,982.50
Racquel C. Dixon	PL	9.40	275	\$ 2,585.00
Adriana M. Arce	PL	49.40	190	\$ 9,386.00
Josslyn N. Garcia	PL	52.20	190	\$ 9,918.00
Michael C. Mezzina	PL	20.00	225	\$ 4,500.00
Patricia Spota	PL	33.30	225	\$ 7,492.50
Renee E. Zecca	PL	13.75	190	\$ 2,612.50
Roy W. Gilchrist	PL	7.30	225	\$ 1,642.50
Tanya Daly	PL	26.50	190	\$ 5,035.00

¹ Sr. P = Senior Partner; P = Partner; A = Associate; PL = Paralegal

NAME	TITLE¹	HOURS TOTAL	HOURLY RATE	LODESTAR TOTAL
Danielle S. Ahern	PL	18.20	175	\$ 3,185.00
Nicholas J. Childress	PL	75.20	175	\$ 13,160.00
Raven S. Wells	PL	33.70	175	\$ 5,897.50
Panagiota D. Antonopoulos	PL	7.10	125	\$ 887.50
Roger S. Cappucci	PL	15.50	125	\$ 1,937.50
Eduardo Hernandez	PL	2.00	95	\$ 190.00
Vincent R. Cappucci, Jr.	PL	28.25	90	\$ 2,542.50
TOTAL		15,236.95		\$ 9,383,906.75

EXHIBIT 1

HAGENS BERMAN SOBOL SHAPIRO LLP

LODESTAR

Timekeeper	Initials	Hours	Rate	Amount
Steve W. Berman	SWB	2.00	\$ 900.00	\$ 1,800.00
Peter E. Borkon	PEB	16.70	\$ 450.00	\$ 7,515.00
Jeaneth S. Decena	JSD	0.75	\$ 225.00	\$ 168.75
Reed R. Kathrein	RRK	2008.70	\$ 850.00	\$ 1,707,395.00
Brian R. Miller	BRM	11.00	\$ 300.00	\$ 3,300.00
Jennifer A. Bain	JAB	13.75	\$ 225.00	\$ 3,093.75
Jennifer A. Conte	JAC	93.10	\$ 300.00	\$ 27,930.00
Lee M. Gordon	LMG	1898.05	\$ 750.00	\$ 1,423,537.50
Robert N. Haegele	RNH	2.00	\$ 170.00	\$ 340.00
Jason A. Zweig	JAZ	7.00	\$ 750.00	\$ 5,250.00
Heidi H. Kalscheur	HHK	4.70	\$ 595.00	\$ 2,796.50
Sean R. Matt	SRM	0.50	\$ 850.00	\$ 425.00
TOTALS		4,058.25		\$ 3,183,551.50

EXHIBIT 1

BERNSTEIN LIEBHARD LLP

LODESTAR

NAME ⁽¹⁾	HOURS	HOURLY RATE	LODESTAR
Christian Siebott (P)	13.50	\$925.00	\$12,487.50
Jeffrey Haber (P)	1,683.50	925.00	\$1,557,237.50
Sandy Liebhard (P)	7.25	1,000.00	\$7,250.00
Stanley Bernstein (P)	5.50	1,000.00	\$5,500.00
Stephanie Beige (P)	1,906.75	850.00	\$1,620,737.50
Heather V. Lynch (A)	121.00	500.00	\$60,500.00
Jeffrey Lerner (A)	244.75	575.00	\$140,731.25
Joseph Beige (A)	188.00	600.00	\$112,800.00
Michelle Zolnoski (A)	1,166.75	500.00	\$583,375.00
Janna Birkeland (PL)	601.25	400.00	\$240,500.00
Natalie Alvarez (PL)	250.25	350.00	\$87,587.50
Peter Allocco (PL)	40.50	350.00	\$14,175.00
Tashi Minns (PL)	47.00	350.00	\$16,450.00
Teresa Maloney (PL)	25.00	400.00	\$10,000.00
Total	6,301.00		\$4,469,331.25

¹ *P = Partner; SC = Senior Counsel; A = Associate; I = Investigator; PL = Paralegal

EXHIBIT 3

Lodestar Summary

Entwistle & Cappucci LLP, Hagens Berman Sobol Shapiro LLP and Bernstein Liebhard LLP

Firm	Hours	Lodestar
Entwistle & Cappucci LLP	15,236.95	\$ 9,383,906.75
Hagens Berman Sobol Shapiro LLP	4,058.25	\$ 3,183,551.50
Bernstein Liebhard LLP	6,301.00	\$ 4,469,331.25
TOTAL	25,596.20	\$ 17,036,789.50