

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE ALLERGAN GENERIC DRUG  
PRICING SECURITIES LITIGATION

Case No. 2:16-cv-09449 (KSH)  
(CLW)

**DECLARATION OF ADAM D. WALTER IN SUPPORT OF LEAD  
PLAINTIFFS' MOTION FOR APPROVAL OF DISTRIBUTION PLAN**

I, ADAM D. WALTER, hereby declare under penalty of perjury as follows:

1. I am a Senior Project Manager for A.B. Data, Ltd.'s Class Action Administration Company ("A.B. Data"), which has its corporate office in Milwaukee, Wisconsin. I am over 21 years of age and am not a party to the above-captioned action ("Action").<sup>1</sup> I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would testify competently thereto.

2. Pursuant to the Court's July 30, 2021 Order Preliminarily Approving Settlement and Authorizing Dissemination of Notice of Settlement (ECF No. 228) ("Preliminary Approval Order"), A.B. Data was retained by Lead Counsel to serve as the Claims Administrator in connection with the Settlement of the Action. As Claims Administrator, A.B. Data has, among other things: (i) mailed the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and

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<sup>1</sup> All terms with initial capitalization not otherwise defined herein shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement dated as of July 8, 2021 (ECF No. 223-1) ("Stipulation"). The Settlement is contained in the Stipulation.

(III) Motion for an Award of Attorneys' Fees and Litigation Expenses ("Notice") and the Proof of Claim and Release Form ("Claim Form" and, together with the Notice, the "Notice Packet") to potential Class Members, brokers, and other nominees; (ii) created and continues to maintain a toll-free helpline for inquiries during the course of the administration; (iii) created and continues to maintain a website for the Settlement ("Settlement Website") and posted case-specific documents on it; (iv) caused the Summary Notice to be published; (v) provided, upon request, additional copies of the Notice Packet to potential Class Members, brokers, and other nominees; and (vi) received and processed each Claim Form received by the Claims Administrator (a "Claim").

3. On November 22, 2021, the Court granted final approval of the Settlement by its Judgment Approving Class Action Settlement (ECF No. 238) and entered the Order Approving Plan of Allocation of Net Settlement Fund (ECF No. 236). A.B. Data has completed processing all Claims received through July 6, 2023, in accordance with the terms of the Stipulation and the Court-approved Plan of Allocation set forth in the Notice, and hereby submits its administrative determinations accepting and rejecting the Claims in preparation for a distribution of the Net Settlement Fund to Authorized Claimants. A.B. Data also presents this declaration in support of Lead Plaintiffs' Motion for Approval of Distribution Plan.

### **DISSEMINATION OF NOTICE**

4. As more fully described in the Declaration of Adam D. Walter Regarding: (A) Mailing of the Notice and Claim Form; (B) Publication of the Summary Notice; and (C) Report on Requests for Exclusion Received to Date (ECF No. 231-5) (“Mailing Decl.”), and the Supplemental Declaration of Adam D. Walter Regarding: (A) Mailing of the Notice and Claim Form; and (B) Report on Requests for Exclusion Received (ECF No. 235-1) (“Supp. Mailing Decl.”), as of November 10, 2021, A.B. Data had mailed 1,068,208 Notice Packets to potential Class Members, brokers, and other nominees. Supp. Mailing Decl. ¶ 7. Since that date, A.B. Data has disseminated an additional 11,126 Notice Packets. In total, A.B. Data has disseminated 1,079,334 Notice Packets to potential Class Members, brokers, and other nominees.

5. A.B. Data also established and continues to maintain the Settlement Website ([www.AllerganDrugPricingSecuritiesLitigation.com](http://www.AllerganDrugPricingSecuritiesLitigation.com)) and a toll-free telephone helpline (877-777-9328) to assist potential Class Members. The Settlement Website, which provides access to important documents relevant to the Settlement, and the telephone helpline enable Class Members to obtain information about the Settlement. In connection with establishing and maintaining the Settlement Website and toll-free telephone helpline, A.B. Data, among other things, formulated a system to ensure that proper responses were provided to all telephone and

electronic inquiries. That work included training telephone agents to respond to inquiries specific to the Settlement; developing a series of common questions and the answers thereto known as Frequently Asked Questions or “FAQs”; loading key documents onto the Settlement Website; and programming the Settlement Website to permit the viewing and downloading of those documents.

6. In addition, in accordance with paragraph 7(d) of the Preliminary Approval Order, on September 13, 2021, A.B. Data caused the Summary Notice to be published in *The Wall Street Journal* and released via *PR Newswire*. Mailing Decl. ¶ 9.

#### **PROCEDURES FOLLOWED IN PROCESSING CLAIMS**

7. Under the terms of the Preliminary Approval Order and as set forth in the Notice, each Class Member who wished to be eligible to receive a distribution from the Net Settlement Fund was required to complete and submit to A.B. Data a properly executed Claim Form postmarked or online no later than December 27, 2021, together with adequate supporting documentation for the transactions and holdings reported in the Claim Form. Through July 6, 2023, A.B. Data has received and fully processed 515,505 Claims (“Presented Claims”).

8. In preparation for receiving and processing Claims, A.B. Data: (i) conferred with Lead Counsel to define the guidelines for processing Claims; (ii) created a unique database to store Claim details, images of Claims, and supporting

documentation (“Settlement Database”); (iii) trained staff in the specifics of the Settlement so that Claims would be properly processed; (iv) formulated a system so that telephone and email inquiries would be properly responded to; (v) developed various computer programs and screens for entry of Class Members’ identifying information and their transactional information; and (vi) developed a proprietary “calculation module” that would calculate Recognized Claims pursuant to the Court-approved Plan of Allocation for the Net Settlement Fund set forth in the Notice.

9. Class Members seeking to share in the Net Settlement Fund were directed in the Notice to submit their Claims to a post office box address designated for the Settlement or to submit their Claims online through the Settlement Website. Notice Packets returned by the United States Postal Service as undeliverable were reviewed for updated addresses and, where available, updated addresses were entered into the Settlement Database and Notice Packets were mailed to the updated addresses. Any correspondence received at the post office box was reviewed and, when necessary, appropriate responses were provided to the senders.

### **PROCESSING CLAIMS**

#### **A. Paper Claims and Online Claims**

10. Of the 515,505 Presented Claims, 12,423 Claims were submitted on paper, of which 7,910 were mailed and 4,513 were submitted via the online filing component of the Settlement Website provided for individual investors. Once

received, paper Claims were opened and prepared for scanning into the Settlement Database together with all submitted documentation. Subsequently, each Claim was assigned a unique Claim number. Once scanned, the information from each Claim Form, including the Claimant's name, address, and account number/information from the supporting documentation, and the Claimant's purchase/acquisition transactions, sale transactions, and holdings listed on the Claim Form, was entered into the Settlement Database. Once entered into the Settlement Database, each Claim was reviewed to verify that all required information had been provided. The documentation provided by the Claimant in support of the Claim was reviewed for authenticity and compared to the information provided in the Claim to verify the Claimant's identity and the purchase/acquisition transactions, sale transactions, and holdings listed on the Claim Form.

11. To process the transactions detailed in the Claims, A.B. Data utilized internal codes or flags to identify and classify deficiency or ineligibility conditions existing within those Claims. Appropriate flags were assigned to the Claims as they were processed. For example, where a Claim was submitted by a Claimant who did not have any eligible transactions in Allergan plc common stock during the Class Period (*e.g.*, the Claimant purchased Allergan plc common stock only before or after the Class Period), that Claim would receive a flag that denoted ineligibility. Similar defect flags were used to denote other ineligible conditions, such as duplicate

Claims. These flags would indicate to A.B. Data that the Claimant was not eligible to receive any payment from the Net Settlement Fund with respect to that Claim unless the deficiency was cured in its entirety. Examples of conditions of ineligibility are as follows:

MIDOC	Inadequate or Missing Documentation for Entire Claim
DUPCL	Duplicate Claim
NOPUR	No Eligible Purchase during the Class Period
MISIG	No Signature
NOLOS	No Recognized Claim

12. Because a Claim may be deficient only in part, but otherwise acceptable, A.B. Data utilized flags that were applied only to specific transactions within a Claim. For example, if a Claimant submitted a Claim with supporting documentation for all but one purchase transaction, that one transaction would receive a defect flag. The flag indicated that although the transaction was deficient, the Claim was otherwise eligible for payment if other transactions in the Claim calculated to a Recognized Claim pursuant to the Court-approved Plan of Allocation. Thus, even if the deficiency was never cured, the Claim could still be partially accepted. Examples of transaction-specific flags are as follows:

INDOC	Missing or Inadequate Documentation for Specific Transaction
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INEL Ineligible Transaction

TRN Transfer In/Free Receipt

**B. Electronic Claims**

13. Of the 515,505 Presented Claims, 503,082 Claims were submitted electronically (“Electronic Claims”). Electronic Claims are typically submitted by institutional investors who may have hundreds or thousands of transactions during the Class Period, or by filers submitting Claims on behalf of multiple beneficial owners (“Electronic Claim Filers” or “E-Claim Filers”). Rather than provide reams of paper requiring data entry, the E-Claim Filers either mail a computer disc or electronically submit a file to A.B. Data so that A.B. Data can upload all transactions to the Settlement Database.

14. A.B. Data maintains an Electronic Claim Filing Team (“ECF Team”) to coordinate and supervise the receipt and handling of all Electronic Claims. In this case, the ECF Team reviewed and analyzed each electronic file to ensure that it was formatted in accordance with A.B. Data’s required format and to identify any potential data issues or inconsistencies within the file. If any issues or inconsistencies arose, A.B. Data notified the filer. If the electronic file was deemed to be in an acceptable format, it was then loaded into the Settlement Database.

15. Once each electronic file was loaded, the Electronic Claims were flagged to denote any deficient or ineligible conditions that existed within them.



These flags are similar to those applied to paper Claims. In lieu of manually applying flags, however, the ECF Team performed programmatic reviews on Electronic Claims to identify deficient and ineligible conditions. These deficient and ineligible conditions included, among others, price out-of-range issues, out-of-balance conditions, and transactions outside the Class Period. The output was thoroughly verified and confirmed as accurate.

16. The review process also included flagging any Electronic Claims that were not accompanied by a signed Claim Form, which serves as a “Master Proof of Claim and Release Form” for all Claims referenced on the electronic file submitted. This process was reviewed by A.B. Data’s ECF Team. When appropriate, A.B. Data contacted the E-Claim Filers whose submissions were missing information. This process ensured that only fully completed Claims, submitted by properly authorized representatives of the Claimants, were considered eligible to participate in the Settlement.

17. Finally, at the end of the process, A.B. Data performed various targeted audits of Electronic Claims. Specifically, A.B. Data employed criteria such as the calculated Recognized Claims and other identified criteria to audit a selection of E-Claim Filers. During the audit process, A.B. Data requested various sample purchases, sales, and holdings be documented by the E-Claim Filers who were required to provide confirmation slips or other transaction-specific supporting

documentation. These targeted reviews ensure that electronic data supplied by Claimants does not contain inaccurate information.

### **EXCLUDED PERSONS**

18. A.B. Data also reviewed all Claims to ensure that none were submitted by or on behalf of “Excluded Persons” to the extent that the identities of such persons or entities were known to A.B. Data through the list of Defendants and other excluded persons and entities set forth in the Stipulation and the Notice and from the Claimants’ certifications on the Claim Forms. A.B. Data also reviewed all Claims against the list of persons and entities who were excluded from the Class pursuant to request.

### **THE DEFICIENCY PROCESS**

#### **A. Paper Claims and Online Claims**

19. Approximately 57% of the paper and online Claims, *i.e.*, 7,103 of the 12,423 Claim Forms submitted either as paper Claims or via the Settlement Website, were incomplete or had one or more defects or conditions of ineligibility, such as the Claim not being signed, not being properly documented, or indicating no eligible transactions in Allergan plc common or preferred stock or Actavis plc<sup>2</sup> common or preferred stock during the Class Period. The “Deficiency Process,” which primarily involved mailing letters to Claimants and responding to communications from

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<sup>2</sup> Before June 15, 2015, Allergan plc was known as Actavis plc.

Claimants by email and/or telephone, was intended to assist Claimants in properly completing their otherwise deficient submissions so that they could be eligible to participate in the Settlement.

20. If paper and online Claims were determined to be defective, a Notice of Rejection of Claim (“Deficiency Letter”) was sent to the Claimants describing the defect(s) in the Claim(s) and what steps, if any, were necessary to cure the defect(s) in the Claim(s). The Deficiency Letter advised Claimants that submission of appropriate information and/or documentary evidence to complete the Claim must be sent within twenty (20) days from the date of the Deficiency Letter or the Claim would be recommended for rejection to the extent that the deficiency or condition of ineligibility was not cured. The Deficiency Letter also advised Claimants of their right to contest these administrative determinations, and that if a Claimant wished to contest A.B. Data’s determination with respect to their Claim, the Claimant was required to submit a written statement to A.B. Data requesting Court review of their Claim and setting forth the basis for such request. A.B. Data sent a total of 7,103 Deficiency Letters to Claimants who submitted paper or online Claims that A.B. Data determined to be defective. Attached hereto as Exhibit A is an example of a Deficiency Letter.

21. Claimants’ responses to Deficiency Letters were scanned into the Settlement Database and associated with the corresponding Claims. The responses

were then carefully reviewed and evaluated by A.B. Data's team of processors. If a Claimant's response corrected the defect(s) in a Claim, A.B. Data manually updated the Settlement Database to reflect the changes in the status of the Claim.

**B. Electronic Claims**

22. For Electronic Claims, A.B. Data used the following process to contact banks, brokers, nominees, and other E-Claim Filers to confirm receipt of their submissions and to notify the E-Claim Filers of any deficiencies or Electronic Claims that were ineligible. Each E-Claim Filer was sent an email to the email address included with their Claim Form(s) ("Status Email") with an attached Electronic Filer Status Spreadsheet containing detailed information associated with the Claim(s) and indicating which Claim(s) within the filing were deficient and/or rejected ("Status Spreadsheet").

23. The Status Email sent to the email address of record provided with the Claim Form:

- (a) Notified the filer that any Claims with deficiencies not corrected within twenty (20) days from the date of the Status Email may be rejected;
- (b) Advised the filer of their right to contest the rejection of the Claim(s) and request this Court's review of A.B. Data's

administrative determination within twenty (20) days from the date of the Status Email; and

(c) Provided the filer with instructions for how to submit corrections.

24. The Status Spreadsheet attached to the Status Email contained the following information:

(a) A listing of all Electronic Claims associated with the filing and their unique identification numbers;

(b) Identification of individual Electronic Claims that were found to be deficient or ineligible;

(c) Each Electronic Claim's current status in the Settlement Database; and

(d) The current Recognized Claim calculation associated with each Electronic Claim.

25. A.B. Data emailed a Status Email and Status Spreadsheet(s) to 519 E-Claim Filers. Examples of a Status Email and Status Spreadsheet are attached hereto as Exhibits B and C, respectively.

26. The E-Claim Filers' responses were reviewed by A.B. Data's ECF Team, scanned and/or loaded into the Settlement Database, and associated with the corresponding Electronic Claims. If a response corrected the defect(s) or affected an

Electronic Claim's status, A.B. Data manually and/or programmatically updated the Settlement Database to reflect such change in the status of the Electronic Claim.

### **DISPUTED CLAIMS**

27. As noted above, Claimants were advised that they had the right to contest A.B. Data's administrative determination of deficiencies or ineligibility within twenty (20) days from the date of notification and request that their dispute be submitted to the Court for review. More specifically, Claimants were advised in the Deficiency Letter or Status Email that, if they disputed A.B. Data's determination with respect to their Claim, they had to provide a statement of reasons indicating the grounds for contesting the determination, along with supporting documentation, and if the dispute concerning the Claim could not otherwise be resolved, Lead Counsel would thereafter present the request for review to the Court for a final determination.

28. A.B. Data received twenty-three (23) requests for Court review. To resolve these disputes without necessitating the Court's intervention, A.B. Data reached out to each Claimant requesting Court review and attempted to answer all questions, fully explain A.B. Data's administrative determination with respect to the Claim, and facilitate the submission of missing information or documentation where applicable. As a result of these efforts, nineteen (19) Claimants resolved the deficiencies in their Claims and their Claims are being recommended for approval,

and three (3) Claimants withdrew their request for Court review after receiving further explanation of the reasons for A.B. Data's determination. One (1) request for review remains outstanding. Attached hereto as Exhibit D is the pending request for Court review:

- Disputed Claim 1 (Claim # 127382264): The Claimant did not purchase/acquire any of the eligible securities – *i.e.*, Allergan plc common stock and/or preferred stock, during the Class Period (*i.e.*, the period between October 29, 2013 and November 2, 2016, both dates inclusive) and is therefore ineligible to recover under the Court-approved Plan of Allocation.

#### **LATE BUT OTHERWISE ELIGIBLE CLAIMS**

29. Of the 515,505 Presented Claims, 96,769 Claims were received or postmarked after December 27, 2021, the Claim submission deadline established by the Court. A.B. Data processed all late Claims received through July 6, 2023, and 51,097 late Claims have been found to be otherwise eligible in whole or in part (“Late But Otherwise Eligible Claims”). A.B. Data has not rejected any Claim received through July 6, 2023, solely based on its late submission, and A.B. Data believes no delay has resulted from the provisional acceptance of these Late But Otherwise Eligible Claims. To the extent they are eligible but for the fact that they were late, they are recommended for payment.

30. However, there must be a final cut-off date after which no more Claims will be accepted so that there may be a proportional allocation of the Net Settlement Fund and the distribution may be accomplished. Acceptance of additional Claims or responses received during the finalization of the administration and the preparation of this declaration would necessarily require a delay in the distribution. Accordingly, A.B. Data also respectfully requests that this Court order that no Claim received after July 6, 2023, or Claim cured or adjusted after July 6, 2023, be eligible for payment for any reason whatsoever subject only to the provision of paragraph 39(f) of the proposed distribution plan discussed below. If the Court adopts the proposed distribution plan, then, after Lead Counsel have determined that further distributions are not cost-effective and before any contribution of the residual funds to charity, if sufficient funds remain to warrant the processing of Claims received after July 6, 2023, these Claims will be processed and, if any would have been eligible if timely received, these Claimants may be paid their distribution amounts, to the extent permitted by the amount of remaining funds, on a *pro rata* basis that would bring them into parity with other Authorized Claimants who have cashed all their prior distribution checks. *See* ¶ 39(f) below. With respect to previously submitted Claims that are cured or adjusted after July 6, 2023, such Claims will be reevaluated upon receipt of the adjustment and, to the extent that they are found eligible for a distribution or additional distribution, they will be treated in the same manner as



Claims received after July 6, 2023. However, should an adjustment result in a lower Recognized Claim amount, the Recognized Claim amount will be reduced accordingly prior to a distribution to that Claimant.

### **QUALITY ASSURANCE**

31. An integral part of the claims administration process is the Quality Assurance review. Throughout the administration process, A.B. Data's Quality Assurance Department worked to verify that Claims were processed properly by ensuring that information was entered correctly into the Settlement Database, deficiency and/or rejection flags were assigned accurately, and deficiency and/or rejection notifications were sent appropriately. After all Claims were processed, deficiency and/or rejection notifications were sent, and Claimants' responses to the deficiency and/or rejection notifications were reviewed and processed, the supervisors and managers in A.B. Data's Quality Assurance Department performed additional Quality Assurance reviews. These final Quality Assurance reviews further ensured the correctness and completeness of all Claims processed prior to preparing this declaration and all of A.B. Data's final documents in support of distribution of the Net Settlement Fund. As part of the Quality Assurance reviews, A.B. Data:

- (a) Verified that all Claim Forms had signatures of authorized individuals;

- (b) Verified that true duplicate Claims were identified, verified, and rejected;
- (c) Verified that Tax Identification Numbers were provided, when applicable;
- (d) Verified that persons and entities excluded from the Class did not submit Claims or their Claims were rejected upon review;
- (e) Performed a final Quality Assurance audit of Claims and all supporting documentation to ensure completeness of Claims;
- (f) Determined that Claimants requiring deficiency and/or rejection notifications were sent such notification;
- (g) Performed an audit of deficient Claims;
- (h) Performed an additional review of Claims with high Recognized Claim amounts;
- (i) Audited Claims that were designated invalid;
- (j) Audited Claims with a Recognized Claim amount equal to zero;
- (k) Performed other auditing based on Claims completion requirements and the approved calculation specifications based on the Court-approved Plan of Allocation; and
- (l) Re-tested the accuracy of the Recognized Claim amount calculation program.

32. As part of its due diligence in processing the Claims, A.B. Data conducted a Questionable Claim Filer search of all Claims submitted in connection with the Settlement. A.B. Data maintains a Questionable Claim Filer Database of known questionable filers, which contains names, addresses, and aliases of individuals or entities that have been investigated by government agencies for questionable claim filing, as well as names and contact information compiled from previous settlements administered by A.B. Data in which fraudulent claims were received. A.B. Data updates this Questionable Claim Filer Database on a regular basis. The Settlement Database was searched for all individuals identified in the Questionable Claim Filer Database. A.B. Data performs searches based on names, aliases, addresses, city of residence and zip codes. In addition, A.B. Data's claim processors are trained to identify any potentially inauthentic documentation when processing claims, including claims submitted by claimants not previously captured in the Questionable Claim Filer Database. Processors are instructed to flag any questionable claims and escalate them to management for review. Here, A.B. Data's procedures did not identify any potentially fraudulent Claims necessitating further review and verification.

**RECOMMENDATIONS FOR APPROVAL AND REJECTION**

33. As noted above, the number of Presented Claims included in Lead Plaintiffs' motion is 515,505.

**A. Timely Submitted and Valid Claims**

34. A total of 418,736 Claims were received or postmarked on or before December 27, 2021, the Court-approved Claim submission deadline, of which 255,804 Claims were determined by A.B. Data to be eligible to participate in the Settlement and are recommended for approval ("Timely Eligible Claims"). The total Recognized Claim amount for the Timely Eligible Claims is \$741,768,426.21.

**B. Late But Otherwise Eligible Claims**

35. A total of 96,769 Claims were received or postmarked after December 27, 2021, but received on or before July 6, 2023. Of those 96,769 late Claims, 51,097 were determined by A.B. Data to be otherwise eligible and are recommended for approval ("Late But Otherwise Eligible Claims"). The total Recognized Claim amount for the Late But Otherwise Eligible Claims is \$221,971,131.92.

**C. Rejected Claims**

36. After the responses to Deficiency Letters and Status Emails were processed, a total of 208,604 Claims (including the Disputed Claim discussed above) remain recommended for rejection by the Court ("Rejected Claims") for the following reasons:

- (a) 131,081 Claims did not result in a Recognized Claim pursuant to the Court-approved Plan of Allocation;
- (b) 57,153 Claims had no purchase(s)/acquisition(s) of Allergan plc or Actavis plc common or preferred stock during the Class Period;
- (c) 88 Claims were deficient and never cured;
- (d) 21 Claims had all transactions through an Employee Plan;
- (e) 18,469 Claims were duplicates or replaced Claims; and
- (f) 1,792 Claims were withdrawn.

**D. Lists of All Presented Claims**

37. Attached hereto as Exhibits E through G are listings of the Presented Claims:

- (a) Exhibit E lists the Timely Eligible Claims and shows each Claimant's Recognized Claim;
- (b) Exhibit F lists the Late But Otherwise Eligible Claims and shows each Claimant's Recognized Claim; and
- (c) Exhibit G lists the Rejected Claims and the reasons for rejection. The Disputed Claim – attached and presented in Exhibit D – is also listed on Exhibit G.

### **FEES AND DISBURSEMENTS**

38. A.B. Data agreed to be the Claims Administrator in exchange for payment of its fees and out-of-pocket expenses. Lead Counsel received reports on and invoices for the work A.B. Data performed with respect to the provision of notice and administration of the Settlement. Attached hereto as Exhibit H are copies of A.B. Data's invoices for its work performed on behalf of the Class as well as an estimate for the work that will be performed and the costs that will be incurred in connection with the initial distribution of the Net Settlement Fund. Should the estimate of fees and expenses to conduct the initial distribution of the Net Settlement Fund exceed the actual cost, the excess will be returned to the Net Settlement Fund and will be available for subsequent distribution to Authorized Claimants. As set forth in these invoices, A.B. Data's total fees and expenses for this matter through May 31, 2023 are \$2,358,226.87. A.B. Data anticipates that its fees and expenses for the work performed in conjunction with the initial distribution of the Net Settlement Fund will be \$291,137.72. To date, A.B. Data has been reimbursed in the amount of \$2,192,066.69. Accordingly, there is an outstanding balance of \$457,297.90 payable to A.B. Data from the Settlement Fund, which includes the estimate for completing the initial distribution.

**DISTRIBUTION PLAN FOR THE NET SETTLEMENT FUND**

39. Should the Court concur with A.B. Data's determinations concerning the provisionally accepted and rejected Claims, including the Late But Otherwise Eligible Claims, A.B. Data recommends the following distribution plan ("Distribution Plan"):

(a) A.B. Data will conduct an initial distribution ("Initial Distribution") of the Net Settlement Fund, after deducting all payments approved by the Court, and after payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, while maintaining a 10% reserve to address any tax liability and claims administration-related contingencies that may arise after the Initial Distribution, as follows:

(1) A.B. Data will calculate award amounts for all Authorized Claimants as if the entire Net Settlement Fund were to be distributed now. In accordance with the Court-approved Plan of Allocation, A.B. Data will calculate each Authorized Claimant's *pro rata* share of the Net Settlement Fund based on the amount of the Authorized Claimant's Recognized Claim in comparison to the total

Recognized Claims of all Authorized Claimants. *See* Notice App. A ¶ 19.

- (2) A.B. Data will, pursuant to the terms of the Plan of Allocation, eliminate from the Initial Distribution any Authorized Claimant whose *pro rata* share calculates to less than \$10.00. *See id.* ¶ 11. These Claimants will not receive any payment from the Net Settlement Fund and will be so notified by A.B. Data.
- (3) After eliminating Claimants who would have received less than \$10.00, A.B. Data will recalculate the *pro rata* share of the Net Settlement Fund for Authorized Claimants who would have received \$10.00 or more. A “Distribution Amount” will be calculated for each of these Authorized Claimants, which shall be the Authorized Claimant’s Recognized Claim divided by the total Recognized Claims of all Authorized Claimants who would have received \$10.00 or more, multiplied by the total amount in the Net Settlement Fund. *See id.* ¶ 19.
- (4) Authorized Claimants whose Distribution Amount calculates to less than \$200.00 will be paid their full



Distribution Amount in the Initial Distribution (“Claims Paid in Full”). These Authorized Claimants will receive no additional funds in subsequent distributions.

- (5) After deducting the payments to the Claims Paid in Full, 90% of the remaining balance of the Net Settlement Fund will be distributed *pro rata* to Authorized Claimants whose Distribution Amount calculates to \$200.00 or more. The remaining 10% of the Net Settlement Fund will be held in the reserve (“Reserve”) to address any tax liability and claims administration-related contingencies that may arise following the Initial Distribution. To the extent the Reserve is not depleted, the remainder will be distributed in the “Second Distribution” described in subparagraph (d) below.

- (b) To encourage Authorized Claimants to deposit their payments promptly, all distribution checks will bear a notation: “CASH PROMPTLY. VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [DATE 90 DAYS AFTER ISSUE DATE].” For Authorized Claimants whose checks are returned as undeliverable, A.B. Data will endeavor to locate new

addresses through reasonable methods. Where a new address is located, A.B. Data will update the Settlement Database accordingly and reissue a distribution check to the Authorized Claimant at the new address. In the event a distribution check is lost, damaged, or otherwise requires reissuance, A.B. Data will issue replacements. Distribution reissues will be undertaken only upon written instructions from the Authorized Claimant, provided that the Authorized Claimant returns the previous check where appropriate. For all checks, A.B. Data will void the initial payment prior to reissuing a payment. In order not to delay further distributions to Authorized Claimants who have timely cashed their checks, A.B. Data's outreach program shall end thirty (30) days after the initial void date. Authorized Claimants will be informed that, if they do not cash their Initial Distribution checks within ninety (90) days of the mail date, or they do not cash check reissues within thirty (30) days of the mailing of such reissued check, their check will lapse, their entitlement to recovery from the Settlement will be irrevocably forfeited, and the funds will be reallocated to other Authorized Claimants. Reissue requests for lost or damaged checks will be granted after

the void date on the checks as long as the request for the reissue is received no later than forty-five (45) days prior to the next planned distribution. Requests for reissued checks in connection with any subsequent distributions (should such distributions occur) will be handled in the same manner.

- (c) Authorized Claimants who do not cash their Initial Distribution checks within the time allotted or on the conditions set forth above will irrevocably forfeit all recovery from the Settlement. The funds allocated to all such stale-dated checks will be available for distribution to other Authorized Claimants in the Second Distribution. Similarly, Authorized Claimants who do not cash their second or subsequent distribution checks, should such distributions occur, within the time allotted or on the conditions set forth above will irrevocably forfeit any further recovery from the Net Settlement Fund.
- (d) Consistent with the Court-approved Plan of Allocation, after A.B. Data has made reasonable and diligent efforts to have Authorized Claimants cash their Initial Distribution checks, which efforts shall consist of the follow-up efforts described above, but not earlier than seven (7) months after the Initial

Distribution, A.B. Data will, after consulting with Lead Counsel, conduct a second distribution of the Net Settlement Fund (“Second Distribution”). *See id.* ¶ 20. Any amounts remaining in the Net Settlement Fund after the Initial Distribution, including from the Reserve and the funds allocated for all void stale-dated checks, after deducting A.B. Data’s unpaid fees and expenses incurred in connection with administering the Settlement, including A.B. Data’s estimated costs of the Second Distribution, and after deducting the payment of any estimated taxes, the costs of preparing appropriate tax returns, any escrow fees, and appropriate reserves, will be distributed to all Authorized Claimants in the Initial Distribution (other than Claims Paid in Full) who cashed their distribution checks and who would receive at least \$10.00 in the Second Distribution based on their *pro rata* share of the remaining funds. *See id.* Additional distributions, after deduction of costs and expenses as described above and subject to the same conditions, may occur thereafter in six-month intervals until Lead Counsel, in consultation with A.B. Data, determine that further distribution is not cost-effective. *See id.*

- (e) At such time as Lead Counsel, in consultation with A.B. Data, determine that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, if sufficient funds remain to warrant the processing of Claims received after July 6, 2023, those Claims will be processed, and any otherwise valid Claims received after July 6, 2023, as well as any earlier-received Claims for which an adjustment was received after July 6, 2023, that resulted in an increased Recognized Claim, will be paid in accordance with subparagraph (f) below. If any funds remain in the Net Settlement Fund after payment of these late or late-adjusted Claims, the remaining balance of the Net Settlement Fund, after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, will be contributed to non-sectarian, not-for-profit, 501(c)(3) organization(s) to be recommended by Lead Counsel and approved by the Court.
- (f) No new Claims may be accepted after July 6, 2023, and no further adjustments to Claims received on or before July 6, 2023, that would result in an increased Recognized Claim may be made

for any reason after July 6, 2023, subject to the following exception. If Claims are received or modified after July 6, 2023, that would have been eligible for payment or additional payment under the Plan of Allocation if timely received, then at the time that Lead Counsel, in consultation with A.B. Data, determine that an additional distribution is not cost-effective as provided in subparagraph (e) above, and after payment of any unpaid fees or expenses incurred in connection with administering the Net Settlement Fund and after deducting the payment of any estimated taxes, the costs of preparing appropriate tax returns, and any escrow fees, such Claimants, at the discretion of Lead Counsel and to the extent possible, may be paid their distribution amounts or additional distribution amounts on a *pro rata* basis that would bring them into parity with other Authorized Claimants who have cashed all their prior distribution checks.

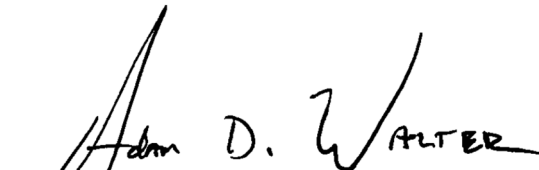
- (g) Unless otherwise ordered by the Court, A.B. Data may destroy paper copies of Claims and all supporting documentation one (1) year after the Initial Distribution, and may destroy electronic copies of the same one (1) year after all funds have been distributed.

**CONCLUSION**

40. A.B. Data respectfully requests that the Court enter the Class Distribution Order approving its administrative determinations accepting and rejecting the Claims submitted herein and approving the proposed Distribution Plan. A.B. Data further respectfully submits that its unpaid fees and expenses and its fees and expenses expected to be incurred in connection with the Initial Distribution, as reflected on the invoices attached hereto as Exhibit H, should be approved for payment from the Settlement Fund.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed on August 24, 2023

  
Adam D. Walter