UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: EZCORP, INC. SECURITIES LITIGATION, This document applies to: ALL CASES	No. 14-cv-6834 (ALC) (AJP) Date: April 25, 2017 Time: 10:00 a.m. Judge: Hon. Andrew L. Carter, Jr. Courtroom: 1306

MEMORANDUM OF LAW
IN SUPPORT OF LEAD COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES

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I. INTRODUCTION

Court-appointed Lead Counsel Bernstein Litowitz Berger & Grossmann LLP ("BLB&G" or "Lead Counsel"), having recovered $5.9 million for the benefit of the Settlement Class, respectfully applies for an award of attorneys' fees in the amount of 25% of the Settlement Amount, plus interest. Lead Counsel also seeks $257,063.48 in reimbursement of Lead Counsel's Litigation Expenses reasonably and necessarily incurred to prosecute the Action, as well as $10,427.50 as reimbursement for Lead Plaintiff Automotive Machinists' costs and expenses directly related to its representation of the Settlement Class, as authorized by the Private Securities Litigation Reform Act of 1995 (the "PSLRA").[1]

Throughout the litigation, the stakes have been large, the risks substantial, and the battles hard-fought. The likelihood of succeeding, and then recovering, was highly uncertain. Lead Counsel nevertheless undertook this representation on a contingency basis, with no guarantee of success or recovery. Lead Counsel faced substantial risks establishing liability, defeating defenses, and proving the amount of damages. These risks were real; indeed, the Court granted in part Defendants' motions to dismiss, limiting the case to only claims for false statements related to Cash Genie. ECF No. 64.

As detailed in the accompanying DeLange Declaration, Lead Counsel vigorously pursued the litigation. Among other things, Lead Counsel conducted a thorough investigation in order to prepare the consolidated Complaint, including review and analysis of EZCORP's public filings

[1] Lead Counsel respectfully refers the Court to the accompanying Declaration Of Timothy A. DeLange In Support Of Final Approval Of Class Action Settlement, The Plan Of Allocation, And Lead Counsel's Application For Award Of Attorneys' Fees And Litigation Expenses ("DeLange Decl.") for a detailed description of the case and the Settlement. Unless otherwise noted, capitalized terms have the meanings set forth in the Stipulation And Agreement Of Settlement previously filed on December 23, 2016 (ECF No. 112, the "Stipulation" or the "Stip.").

with the Securities and Exchange Commission (the "SEC"), conference call transcripts, presentations, press releases, research and analyst reports, and news and media reports concerning EZCORP. Lead Counsel also identified and interviewed numerous percipient witnesses, identified in the Complaint and cited favorably in the Court's motion to dismiss opinion. Lead Counsel opposed motions to dismiss; engaged and consulted with experts in several areas requiring specialized knowledge; researched the law applicable to the claims and potential defenses; participated in substantial document discovery and depositions; fully briefed Lead Plaintiff's class certification motion; and engaged in a thorough mediation with experienced defense counsel and successfully negotiated a favorable settlement. *See* DeLange Decl. Section II.

Given the substantial recovery obtained for the Settlement Class, the complexity and amount of work involved, the skill and expertise required, and the significant risks that counsel undertook, the requested award of 25% of the Settlement Amount is fair and reasonable. Federal courts in this District and throughout the nation have awarded the same or greater percentage fees in other similarly complex class litigation of this size. A lodestar cross-check confirms that the requested fee, which represents a *negative* multiplier, is fair and reasonable. Moreover, Lead Plaintiff has endorsed the fairness and reasonableness of the requested fee. *See* Lead Plaintiff Declaration, attached to the DeLange Declaration as Exhibit 2.

As required by the Court's January 4, 2017 Order Preliminarily Approving Settlement and Providing for Notice (the "Preliminary Approval Order," ECF No. 114), copies of the Notice have been mailed to more than 36,000 potential Settlement Class Members and their brokers and nominees. A Summary Notice was also published in *Investor's Business Daily* and over the *PR Newswire*, and Settlement documents are available on the website created specifically for this Settlement, and Lead Counsel's website. *See* Declaration of Jennifer Bareither ("Bareither

Decl."), attached as Exhibit 3 to the DeLange Decl. The Notice advised potential Settlement Class Members that Lead Counsel would seek attorneys' fees in an amount not to exceed 25% of the Settlement Amount, plus interest earned at the same rate and for the same period as earned by the Settlement Fund. The Notice further advised potential Settlement Class Members that Lead Counsel would apply for the reimbursement of Lead Counsel's Litigation Expenses in an amount not to exceed $400,000.00, and for reimbursement of the costs and expenses of Lead Plaintiff in accordance with the PSLRA. *See* Bareither Decl., Ex. A.

While the deadline for Settlement Class Members to object to the requested attorneys' fees and expenses has not yet passed, to date, there is only a single correspondence that even arguably constitutes an objection to Lead Counsel's fee request. The correspondence is attached to the DeLange Declaration as Exhibit 7. The correspondence merely expresses a philosophical disagreement with securities class actions as a mechanism for recovery of losses due to fraud; does not address this case, this Settlement, or this fee request; and instead argues only generally that "any amount of legal fees are a travesty of justice." Courts give little credence to general and non-substantive objections to attorneys' fee requests. *See, e.g., In re Wachovia Equity Sec. Litig.*, No. 08 Civ. 6171, 2012 WL 2774969, at **6-7 (S.D.N.Y. June 12, 2012) (awarding a fee of lodestar plus a 1.65 multiplier where "[n]one of the objectors have raised genuine substantive objections to the requested fees or expenses in this case, beyond very general concerns that the lawyers are being paid too much in this matter"); *see also McLennan v. LG Elecs. USA, Inc.*, No. 10-cv-03604, 2012 WL 686020, at *8 (D.N.J. Mar. 2, 2012) ("It is well-established that . . . generalized objections should be overruled."); *In re Black Farmers Discrimination Litig.*, 856 F. Supp. 2d 1, 41 (D.D.C. 2011) (discounting objections that did not "provide[] specific reasons" why the requested

attorneys' fee award was too high and did not "propose[] a reasonable alternative measure of fees").[2]

The deadline for submitting objections is April 4, 2017. If any additional potential objections are received, they will be addressed in Lead Counsel's reply papers.

II. ARGUMENT

A. Lead Counsel Is Entitled To An Award Of Attorneys' Fees From The Common Fund

The Supreme Court has long recognized that "a litigant or a lawyer who recovers a common fund for the benefit of persons other than himself or his client is entitled to a reasonable attorney's fee from the fund as a whole." *Boeing Co. v. Van Gemert*, 444 U.S. 472, 478 (1980); *see Goldberger v. Integrated Res., Inc.*, 209 F.3d 43, 47 (2d Cir. 2000). Courts recognize that awards of fair attorneys' fees from a common fund "serve to encourage skilled counsel to represent those who seek redress for damages inflicted on entire classes of persons," and therefore to discourage future alleged misconduct of a similar nature. *In re Telik, Inc. Sec. Litig.*, 576 F. Supp. 2d 570, 585 (S.D.N.Y. 2008); *see In re Veeco Instruments Inc. Sec. Litig.*, No. 05 MDL 01695, 2007 WL 4115808, at *2 (S.D.N.Y. Nov. 7, 2007) (same); *see also In re Giant Interactive Grp., Inc. Sec. Litig.*, 279 F.R.D. 151, 165 (S.D.N.Y. 2011) (an award of appropriate attorneys' fees should "provid[e] lawyers with sufficient incentive to bring common fund cases that serve the public

[2] In addition, the correspondence does not demonstrate that the individual is a Settlement Class Member, and thus, even if the correspondence is intended as an objection, the individual has no standing, and the objection may be rejected on this ground alone. *See, e.g., Feder v. Elec. Data Sys. Corp.*, 248 Fed. App'x 579, 581 (5th Cir. 2007) (unpubl.) (holding that objector who produced no evidence to prove his class membership lacked standing to object to settlement, and stating that "[a]llowing someone to object to settlement in a class action based on this sort of weak, unsubstantiated evidence would inject a great deal of unjustified uncertainty into the settlement process"); *In re Initial Pub. Offering Sec. Litig.*, Master File No. 21 MC 92, 2011 WL 3792825, at *2 (S.D.N.Y. Aug. 25, 2011) (finding unsigned, unsworn, unauthenticated tax form to be insufficient to establish class membership).

interest" and "attract well-qualified plaintiffs' counsel who are able to take a case to trial, and who defendants understand are able and willing to do so") (citations omitted). The Supreme Court has emphasized that private securities actions, such as this one, are "an essential supplement to criminal prosecutions and civil enforcement actions" brought by the SEC. *Tellabs, Inc. v. Makor Issues & Rights, Ltd.*, 551 U.S. 308, 313 (2007); *accord Bateman Eichler, Hill Richards, Inc. v. Berner*, 472 U.S. 299, 310 (1985) (private securities actions provide "'a most effective weapon in the enforcement' of the securities laws and are 'a necessary supplement to [SEC] action.'") (quoting *J.I. Case Co. v. Borak*, 377 U.S. 426, 432 (1964)). Compensating plaintiffs' counsel for the risks they take in bringing these actions is essential because "[s]uch actions could not be sustained if plaintiffs' counsel were not to receive remuneration from the settlement fund for their efforts on behalf of the class." *Hicks v. Morgan Stanley*, No. 01 Civ. 10071, 2005 WL 2757792, at *9 (S.D.N.Y. Oct. 24, 2005).

Most courts, including this Court, have found that the percentage-of-the-fund method, under which counsel is awarded a percentage of the fund that it recovered, is the preferred means to determine a fee because it "directly aligns the interests of the class and its counsel, mimics the compensation system actually used by individual clients to compensate the attorneys, provides a powerful incentive for the efficient prosecution and early resolution of litigation, and preserves judicial resources." *Monzon v. 103W77 Partners, LLC*, No. 13 Civ. 5951, 2015 WL 993038, at *2 (S.D.N.Y. Mar. 5, 2015) (citing *Sewell v. Bovis Lend Lease, Inc.*, No. 09 Civ. 6548, 2012 WL 1320124, at *10 (S.D.N.Y. Apr. 16, 2012) ("[The percentage] method is similar to private practice where counsel operates on a contingency fee, negotiating a reasonable percentage of any fee

ultimately awarded.")); *see Khait v. Whirlpool Corp.,* No. 06-cv-6381, 2010 WL 2025106, at *8 (E.D.N.Y. Jan. 20, 2010) (Carter, J.).[3]

The Second Circuit has expressly approved the percentage method, recognizing that "the lodestar method proved vexing" and had resulted in "an inevitable waste of judicial resources."[4]

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[3] *See also Wal-Mart Stores, Inc. v. Visa U.S.A., Inc.*, 396 F.3d 96, 121 (2d Cir. 2005); *Hayes v. Harmony Gold Mining Co.,* 509 Fed. App'x 21, 24 (2d Cir. 2013) (unpubl.) ("[A]s the district court recognized, the prospect of a percentage fee award from a common settlement fund, as here, aligns the interests of class counsel with those of the class."); *In re Payment Card Interchange Fee & Merch. Disc. Antitrust Litig.*, 991 F. Supp. 2d 437, 440 (E.D.N.Y. 2014) ("The percentage method better aligns the incentives of plaintiffs' counsel with those of the class members because it bases the attorneys' fees on the results they achieve for their clients, rather than on the number of motions they file, documents they review, or hours they work. The percentage method also accords with the overwhelming prevalence of contingency fees in the market for plaintiffs' counsel . . . .") (citation omitted); *Davis v. J.P. Morgan Chase & Co.,* 827 F. Supp. 2d 172, 184 (W.D.N.Y. 2011) (the "advantages of the percentage method . . . are that it provides an incentive to attorneys to resolve the case efficiently and to create the largest common fund out of which payments to the class can be made, and that it is consistent with the system typically used by individual clients to compensate their attorneys").

Courts have also historically used the lodestar method for awarding class counsel attorneys' fees, where counsel are awarded the product of their number of hours, multiplied by their reasonable rate, and enhanced by a "multiplier." Specifically, under the lodestar method, a court first multiplies the number of hours each attorney or paraprofessional spent on the case by each attorney's and paraprofessional's reasonable hourly rate; and second, the court adjusts that lodestar figure (by applying a multiplier) to reflect such factors as the risk and contingent nature of the litigation, the result obtained and the quality of the attorney's work. As discussed herein, in this case, a lodestar cross-check on the requested percentage-of-the-fund fee results in a negative multiplier.

[4] *Goldberger*, 209 F.3d at 48-50 (holding that either the percentage-of-the-fund method or lodestar method may be used to determine appropriate attorneys' fees); *see also In re Bank of Am. Corp. Sec., Derivative, & ERISA Litig.* ("*BofA*"), 772 F.3d 125, 134 (2d Cir. 2014) (affirming award, over objections, of attorneys' fees equaling over 6% of $2.425 billion settlement fund); *Savoie v. Merchs. Bank*, 166 F.3d 456, 460 (2d Cir. 1999) (the "percentage-of-the-fund method has been deemed a solution to certain problems that may arise when the lodestar method is used in common fund cases").

The Second Circuit, and this Court, have acknowledged that the "trend in this Circuit is toward the percentage method." *Whirlpool,* 2010 WL 2025106, at *8.[5]

B. The Requested Attorneys' Fees Are Reasonable Under The Percentage-Of-The-Fund Method

The Supreme Court has recognized that an appropriate court-awarded fee is intended to approximate what counsel would receive if they were bargaining for the services in the marketplace. *See Missouri v. Jenkins*, 491 U.S. 274, 285-86 (1989). If this were a non-representative action, the customary fee arrangement would be contingent, on a percentage basis, and in the range of 30% to 33% of the recovery. *See Blum v. Stenson*, 465 U.S. 886, 903-04 (1984) ("In tort suits, an attorney might receive one-third of whatever amount the plaintiff recovers. In those cases, therefore, the fee is directly proportional to the recovery.") (Brennan, J., concurring).

Moreover, at 25%, the requested fee is equal to, or less than, the percentage fee awards granted in many other comparable securities class actions within the Second Circuit.[6] Indeed,

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[5] *See also Wal-Mart*, 396 F.3d at 121; see *also Davis*, 827 F. Supp. 2d at 183-85; *Payment Card Interchange Fee,* 991 F. Supp. 2d at 440 ("The trend in this Circuit, and the method I adopt here, is a percentage of the fund."); *In re Comverse Tech., Inc. Sec. Litig.*, No. 06-CV-1825, 2010 WL 2653354, at *2 (E.D.N.Y. June 24, 2010); *In re Am. Int'l Grp, Inc. 2008 Sec. Litig.,* No. 08-cv-4772 (S.D.N.Y.), Order filed March 20, 2015 (ECF No. 517); *Flores v. Anjost Corp.*, No. 11 Civ. 1531, 2014 WL 321831, at *8 (S.D.N.Y. Jan. 29, 2014) ("The trend in this Circuit is to use the percentage of the fund method to compensate attorneys in common fund cases like this one.").

[6] *See, e.g., Citiline Holdings, Inc. v. iStar Fin., Inc.*, No. 08-cv-03612, slip op. at 1 (S.D.N.Y. Apr. 5, 2013), ECF No. 127 (awarding 30% of $29 million settlement fund); *In re Sadia S.A. Sec. Litig.*, No. 08 Civ. 9528, 2011 WL 6825235, at *3 (S.D.N.Y. Dec. 28, 2011) (awarding 30% of $27 million settlement fund); *In re L.G. Philips LCD Co. Sec. Litig.*, No. 1:07-cv-00909, slip op. at 1 (S.D.N.Y. Mar. 17, 2011), ECF No. 82 (awarding 30% of $18 million settlement fund); *In re Am. Bank Note Holographics, Inc. Sec. Litig.*, 127 F. Supp. 2d 418, 433 (S.D.N.Y. 2001) (awarding 25% of $21 million settlement fund); *Hayes v. Harmony Gold Mining Co.*, No. 08 Civ. 03653, 2011 WL 6019219, at *1 (S.D.N.Y. Dec. 2, 2011) (awarding 33.3% of $9 million settlement fund), *aff'd*, 509 F. App'x 21 (2d Cir. 2013) (unpubl.); *In re Acclaim Entm't, Inc. Sec. Litig.*, Master File No. 2:03-CV-1270, slip op. at 9 (E.D.N.Y. Oct. 2, 2007), ECF No. 147 (awarding 30% of $13.65 million settlement); *Hicks*, 2005 WL 2757792, at **9-10 (awarding 30% of $10 million settlement fund).

courts within this District have recognized that 25% "is an 'increasingly used benchmark.'" *City of Pontiac Gen. Emps.' Ret. Sys. v. Lockheed Martin Corp.*, 954 F. Supp. 2d 276, 281 (S.D.N.Y. 2013) (awarding 25% of $19.5 million settlement fund). Further, the Honorable John Gleeson reviewed the fee awards in class actions, and under his fee schedule, settlements of this magnitude would receive fees of 33%. *See Payment Card Interchange Fee*, 991 F. Supp. 2d at 443, 445.

The requested 25% fee is also well within the range of percentage fees awarded in other, non-securities, complex class actions within the Second Circuit (including by this Court) further confirming the reasonableness of the requested 25% award. *See, e.g., Whirlpool,* 2010 WL 2025106, at *8 (Carter, J.) (awarding fees of 33% of $9.25 million settlement fund in FLSA case; "Class Counsel's request for 33% of the Fund is reasonable and 'consistent with the norms of class litigation in this circuit"; citing other awards of 33%); *Flores*, 2014 WL 321831, at *8 (awarding fees of 1/3 of settlement amount in wage-and-hour case); *Davis*, 827 F. Supp. 2d at 185-86 (awarding fees of 1/3 of $42 million settlement fund in wage-and-hour case).

C. A Review Of The *Goldberger* Factors Confirms That The Requested 25% Fee Is Fair And Reasonable

The appropriate criteria for courts within the Second Circuit to consider when reviewing a request for attorneys' fees in a common-fund case include the "*Goldberger*" factors:

> (1) the time and labor expended by counsel; (2) the magnitude and complexities of the litigation; (3) the risk of the litigation; (4) the quality of the representation; (5) the requested fee in relation to the settlement; and (6) public policy considerations.

Goldberger, 209 F.3d at 50 (internal quotes and citation omitted), *cited in BofA*, 772 F.3d at 134 (affirming attorneys' fee award, over objection, that was "based upon an application of the criteria set out in *Goldberger*"). Consideration of these factors demonstrates that the fee requested by Lead Counsel is reasonable.

1. The Time And Labor Expended By Lead Counsel Support The Requested Fee

The work undertaken by Lead Counsel in prosecuting this complex securities class action and arriving at this Settlement has been time-consuming and challenging. Over the past two years, Lead Counsel, while striving to efficiently and effectively represent the interests of the Settlement Class, dedicated a substantial amount of labor, time, and money to pursue and resolve the claims. As set forth in greater detail in Section II of the DeLange Declaration, Lead Counsel's efforts included, among other things:

- Performing an in-depth review and analysis of (a) EZCORP's SEC filings; (b) research reports by securities and financial analysts; (c) transcripts of EZCORP's earnings conference calls and industry conferences; (d) EZCORP's press releases; (e) news and media reports concerning EZCORP and other facts related to this action; and (f) data reflecting the pricing of EZCORP common stock;
- Conducting a thorough investigation identifying and interviewing potential percipient witnesses, including the witnesses with direct knowledge as alleged in the Complaint, and cited by the Court in its Order partially sustaining the Complaint;
- Conferring extensively with experts and consultants concerning the specialized issues in the case, including in drafting the Complaint, and when analyzing class certification, loss causation, and damages;
- Drafting the detailed 97-page consolidated Complaint based on Lead Counsel's extensive factual investigation and legal research into the applicable claims;
- Preparing an extensive opposition in response to over 1,200 pages of briefing and exhibits filed in support of Defendants' motions to dismiss;

- Participating in discovery, including propounding and responding to multiple discovery requests, producing and reviewing documents, and participating in depositions;
- Fully briefing Lead Plaintiff's motion for class certification, which was supported by an expert declaration demonstrating market efficiency and the ability to calculate class-wide damages; and
- Drafting Lead Plaintiff's mediation statement, analyzing Defendants' mediation statement, and preparing for and participating in the mediation process, including a full-day mediation session held before a JAMS mediator.

In total, as set forth in the accompanying lodestar and expense declaration of Lead Counsel, attached as Exhibit 5 to the DeLange Declaration, Lead Counsel expended 2,734.25 hours prosecuting the Action for the past 2 ½ years, through February 28, 2017. *See* Exhibit 5-A. The significant amount of time and effort devoted to this case by Lead Counsel confirms that the fee requested here is reasonable.

2. The Magnitude And Complexity Of The Action Support The Requested Fee

Courts have long recognized that securities class actions are "notably difficult and notoriously uncertain." *In re FLAG Telecom Holdings, Ltd. Sec. Litig.*, No. 02-cv-3400, 2010 WL 4537550, at *27 (S.D.N.Y. Nov. 8, 2010) (quoting *In re Sumitomo Copper Litig.*, 189 F.R.D. 274, 281 (S.D.N.Y. 1999)). This is a case with a complex fact pattern, a 2 ½-year class period and challenging issues involving the payday-lending industry. Litigation of the claims raised many complex issues, as is evidenced by the over 1,200 pages of briefing and exhibits dedicated to addressing Defendants' multiple arguments in their motions to dismiss. The litigation also raised a number of complex questions that required substantial efforts by Lead Counsel, often through

analysis of the factual record and consultation with experts. Lead Counsel's consultation with experts was necessarily extensive given the complex nature of the subject matter underlying the claims. Lead Counsel undertook to create a compelling record addressing these and other complicated issues. DeLange Decl. Section II.

Accordingly, the magnitude and complexity of the Action support the conclusion that the requested fee is fair and reasonable.

3. The Risks Of The Litigation Support The Requested Fee

The risk of the litigation is often considered the most important *Goldberger* factor. *See Goldberger,* 209 F.3d at 54; *Comverse*, 2010 WL 2653354, at *5; *Telik,* 576 F. Supp. 2d at 592. The Second Circuit has recognized that the risk associated with a case undertaken on a contingent fee basis is an important factor in determining an appropriate fee award:

> No one expects a lawyer whose compensation is contingent upon his success to charge, when successful, as little as he would charge a client who in advance had agreed to pay for his services, regardless of success. Nor, particularly in complicated cases producing large recoveries, is it just to make a fee depend solely on the reasonable amount of time expended.

City of Detroit v. Grinnell Corp., 495 F.2d 448, 470 (2d Cir. 1974) (citation omitted), *abrogated on other grounds by Goldberger*, 209 F.3d 43 (2d Cir. 2000). The Court should bear in mind that "[l]ittle about litigation is risk-free, and class actions confront even more substantial risks than other forms of litigation." *Comverse*, 2010 WL 2653354, at *5.

Here, the Complaint alleged claims for false statements and omissions regarding (i) Cash Genie's compliance with lending regulations and industry best practices; (ii) the value of EZCORP's investment in another U.K. lender; and (iii) the benefits and purported fairness of EZCORP's consulting agreement with another entity controlled by Defendant Cohen. While Lead Counsel believes that the claims have merit, it also recognizes that there were significant risks as to whether it would ultimately be able to prove liability and establish damages, as well as with

respect to the amount of damages that could be established. Indeed, the Court dismissed many of the Complaint's claims and sustained only the claims related to false statements and omissions regarding Cash Genie's compliance with lending regulations and best practices. Although the Court held that the Complaint successfully satisfied the heightened pleading standard of the PSLRA with respect to those sustained claims, Lead Counsel understood that risks remained in further prosecution. These risks could manifest themselves at any time throughout the remainder of the case, including during class certification, summary judgment, trial, or on appeal. For example, one of the elements that Lead Plaintiff would need to prove is that Defendants made their false statements with scienter. Defendants argued in their motions to dismiss that the Complaint had not sufficiently alleged that Defendants were aware of the problems at Cash Genie, and that they genuinely believed that Cash Genie had put in place best practices that would comply with new U.K. regulations. Defendants also argued that because Cash Genie was an immaterial part of EZCORP's overall business, the individual defendants and other top executives were not actively involved with Cash Genie or its operations. Rather, Defendants contended, they relied on local management in the U.K., who retained operational control. Finally, Defendants argued that they had no motive to violate the securities laws because none of them sold stock or profited directly from the alleged fraud. Although Lead Counsel succeeded in defeating these arguments at the pleading stage as to the Cash Genie allegations, Defendants undoubtedly would have made these same arguments at summary judgment and trial.

In addition, Lead Plaintiff would also be required to prove that Defendants' false statements caused the losses to investors. The Complaint alleged that Defendants' fraud was revealed to the market through a series of partial corrective disclosures beginning on November 7, 2013, through the end of the Settlement Class Period on October 6, 2014. The

Complaint alleged that the disclosures revealed that Cash Genie had not been complying with regulatory best practices and that new U.K. regulations would have a significant negative impact on Cash Genie's business. Although EZCORP's stock price dropped on the day after each of those disclosures, Defendants argued that none of the disclosures impacted the price of EZCORP stock, but rather the drop was due to other non-fraud-related negative information. Defendants would continue to argue both that the element of loss causation was not satisfied, and that Lead Plaintiff was required to "disaggregate" the drop allegedly caused by fraud-related information regarding Cash Genie, from the non-fraud-related information.

Several of these contested issues, including loss causation, would ultimately have required expert testimony before the jury. While Lead Counsel expected to present persuasive testimony establishing causation and damages, Defendants likely would have presented experts in support of their positions. Lead Counsel could not be certain which experts' views would be credited by the jury, particularly given the complexity of the underlying factual issues, and who would prevail at trial in this "battle of the experts." *See, e.g., In re Metlife Demutualization Litig.*, 689 F. Supp. 2d 297, 332 (E.D.N.Y. 2010) ("The proof on many disputed issues – which involve complex financial concepts – would likely have included a battle of experts, leaving the trier of fact with difficult questions to resolve."); *Am. Bank Note Holographics*, 127 F. Supp. 2d at 426-27 ("In such a battle, Plaintiffs' Counsel recognize the possibility that a jury could be swayed by experts for Defendants.").

Accordingly, the risks faced by Lead Counsel were very real. In the face of these uncertainties, Lead Counsel undertook this case on a wholly contingent basis, knowing that the litigation could last for years and would require it to devote substantial attorney time and significant litigation expenses with no guarantee of compensation. "There are numerous class

actions in which counsel expended thousands of hours and yet received no remuneration whatsoever despite their diligence and expertise." *Veeco*, 2007 WL 4115808, at *6. Lead Counsel's assumption of this contingency-fee risk strongly supports the reasonableness of the requested fee. *See FLAG Telecom*, 2010 WL 4537550, at *27 ("the risk associated with a case undertaken on a contingent fee basis is an important factor in determining an appropriate fee award"); *In re Marsh ERISA Litig.*, 265 F.R.D. 128, 148 (S.D.N.Y. 2010) ("There was significant risk of non-payment in this case, and Plaintiffs' Counsel should be rewarded for having borne and successfully overcome that risk.").

4. The Quality Of Lead Counsel's Representation Supports The Requested Fee

The quality of the representation is another important factor that supports the reasonableness of the requested fee. The quality of the representation here is best evidenced by the quality of the result achieved. *See Goldberger,* 209 F.3d at 55; *Veeco*, 2007 WL 4115808, at *7; *In re Global Crossing Sec. and ERISA Litig.,* 225 F.R.D. 436, 467 (S.D.N.Y. 2004). The quality of Lead Counsel's efforts in the litigation, together with Lead Counsel's substantial experience in securities class actions and its commitment to the litigation, provided Lead Counsel with the leverage necessary to negotiate the favorable Settlement. Here, the $5.9 million recovery obtained by Lead Counsel is an excellent result for the Settlement Class in light of the attendant risks of continued litigation discussed above. Indeed, Mediator Meyer confirms that $5.9 million "was the most that could be obtained by Lead Plaintiff at the time the settlement was reached." Meyer Decl. ¶8.[7]

[7] As detailed in the DeLange Declaration, a realistic estimate of potential maximum recoverable damages, assuming Lead Plaintiff prevailed on all of the sustained claims, was $82.3 million. But

The skill and substantial experience of counsel in the specialized field of shareholder securities litigation also support the reasonableness of the requested fee. *See Teachers' Ret. Sys. of La. v. A.C.L.N., Ltd.*, No. 01-CV-11814, 2004 WL 1087261, at *6 (S.D.N.Y. May 14, 2004). Lead Counsel specializes in complex securities litigation, and is highly experienced in such litigation, with a successful track record in securities cases throughout the country. *See* Exhibit 5-A.

Finally, courts consider the quality of the opposition faced by class counsel when assessing the quality of counsel's performance. *See, e.g., Marsh*, 265 F.R.D. at 148 ("The high quality of defense counsel opposing Plaintiffs' efforts further proves the caliber of representation that was necessary to achieve the Settlement"); *Veeco*, 2007 WL 4115808, at *7 (among the factors supporting a 30% award of attorneys' fees was that defendants were represented by "one of the country's largest law firms"); *In re Adelphia Commc'ns Corp. Sec. and Derivative Litig.*, No. 03 MDL 1529, 2006 WL 3378705, at *3 (S.D.N.Y. Nov. 16, 2006) ("The fact that the settlements

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those damages would be reduced or eliminated if the jury accepted Defendants' arguments, including finding that all or a substantial portion of the losses were attributable to causes other than the revelations regarding Cash Genie. In that scenario, maximum recoverable damages would be reduced to as low as $16.1 million. Even before accounting for Defendants' causation arguments and other defenses, the recovery of over 7% of the maximum recoverable damages is significantly higher than the 1.8% median settlement recovery as a percentage of estimated damages in securities class actions in 2015, as reported by Cornerstone Research. See Cornerstone Research, "Securities Class Action Settlements: 2015 Review and Analysis," at p. 8, Figure 7, available at www.cornerstone.com/Publications/Reports/Securities-Class-Action-Settlements-2015-Review-and-Analysis; *see also* NERA, "Recent Trends in Securities Class Action Litigation: 2015 Full-Year Review," at p. 34, Figure 30 (reporting a 0.7% median settlement value as a percentage of investor losses in 2015), available at www.nera.com/content/dam/nera/publications/2016/2015_Securities_Trends_Report_NERA.pdf. Accounting for Defendant's argument that the damages are substantially limited, the Settlement is over 36% of the estimated recoverable damages.

were obtained from defendants represented by 'formidable opposing counsel from some of the best defense firms in the country' also evidences the high quality of lead counsels' work").

Here, the sole Lead Counsel, BLB&G, was opposed by four very skilled and highly-respected defense firms representing the Defendants, including Vinson & Elkins LLP; Skadden, Arps, Slate, Meagher & Flom LLP; Satterlee Stephens Burke & Burke LLP; and Allegaert Berger & Vogel LLP. They spared no effort in the defense of their clients. In the face of this knowledgeable and formidable defense, Lead Counsel was nonetheless able to develop a case that was sufficiently strong to persuade the Defendants, and their insurance carriers, to settle on terms that are favorable to the Settlement Class. DeLange Decl. ¶85.

5. Second Circuit Precedent Supports The 25% Fee As A Reasonable Percentage Of The Total Recovery

Courts have interpreted the next factor – the requested fee in relation to the settlement – as requiring the review of the fee requested in terms of the percentage it represents of the total recovery. "When determining whether a fee request is reasonable in relation to a settlement amount, 'the court compares the fee application to fees awarded in similar securities class-action settlements of comparable value.'" *Comverse*, 2010 WL 2653354, at *3. As discussed above, the requested 25% fee is well within the range of percentage fees that courts in the Second Circuit, including this Court, and around the country have awarded in class actions. Accordingly, the requested fee is reasonable in relation to the size of the Settlement.

6. Public Policy Considerations Support The Requested Fee

Public policy strongly favors rewarding firms for bringing successful securities actions like this one. *See FLAG Telecom*, 2010 WL 4537550, at *29 (if the "important public policy [of enforcing the securities laws] is to be carried out, the courts should award fees which will adequately compensate Lead Counsel for the value of their efforts, taking into account the

enormous risks they undertook"); *Maley*, 186 F. Supp. 2d at 373 ("In considering an award of attorney's fees, the public policy of vigorously enforcing the federal securities laws must be considered."); *Hicks*, 2005 WL 2757792, at *9 ("To make certain that the public is represented by talented and experienced trial counsel, the remuneration should be both fair and rewarding."). Accordingly, public policy favors granting Lead Counsel's fee and expense application here.

7. Lead Plaintiff's Approval And The Settlement Class' Reaction Support The Requested Fee

Lead Plaintiff, through its board and separate outside fund counsel, was involved in the prosecution and settlement in this Action, and has approved the requested fee. *See* Lead Plaintiff Decl., Exhibit 2. Lead Plaintiff is the type of sophisticated and financially interested investor that Congress envisioned serving as a fiduciary when it enacted the PSLRA. The PSLRA was intended to encourage institutional investors to assume control of securities class actions in order to "increase the likelihood that parties with significant holdings in issuers, whose interests are more strongly aligned with the class of shareholders, will participate in the litigation and exercise control over the selection and actions of plaintiff's counsel." H.R. Conf. Rep. No. 104-369, at *32 (1995), reprinted in 1995 U.S.C.C.A.N. 730, 731. Congress believed that these institutions would be in the best position to monitor the prosecution and to assess the reasonableness of counsel's fee requests. Accordingly, Lead Plaintiff's endorsement of the fee request supports its approval as fair and reasonable. *See, e.g., Veeco*, 2007 WL 4115808, at *8 ("public policy considerations support the award in this case because the Lead Plaintiff . . . – a large public pension fund – conscientiously supervised the work of lead counsel and has approved the fee request").

The reaction of the Settlement Class also supports the requested fee. As of March 10, 2017, the Claims Administrator has sent the Notice to over 36,000 potential Settlement Class Members and their brokers and nominees (Bareither Decl. ¶¶11-12), informing them that, among other

things, Lead Counsel intended to apply to the Court for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Amount. While the time to object to the fee application does not expire until April 4, 2017, to date, there is only a single potential objection by an individual who fails to demonstrate that he in a Settlement Class Member, and only generically objects to "any amount of legal fees as a travesty of justice." Exhibit 7. Should any additional potential objections be received, Lead Counsel will address them in its reply papers. The lack of substantive objections from Settlement Class Members strongly demonstrates their approval of the Settlement, and the requested fee award. *See, e.g., Veeco,* 2007 WL 4115809, at *7 ("The lack of objections provides effective evidence of the fairness of the Settlement."); *In re PaineWebber Ltd. P'Ships Litig*., 171 F.R.D. 104, 126 (S.D.N.Y. 1997) ("the absence of objections may itself be taken as evidencing the fairness of a settlement") (citation omitted), *aff'd*, 117 F.3d 721 (2d Cir. 1997).

D. A Lodestar Cross-Check Confirms The Reasonableness Of The Fee Request

To ensure the reasonableness of a fee awarded under the percentage-of-the-fund method, the Second Circuit encourages district courts to cross-check the proposed award against counsel's lodestar. *See Goldberger*, 209 F.3d at 50; *Payment Card Interchange Fee*, 991 F. Supp. 2d at 447-48. In cases like this, fees representing multiples of the lodestar are regularly awarded to reflect the contingency-fee risk and other relevant factors. *See, e.g.*, *FLAG Telecom*, 2010 WL 4537550, at *26 ("Under the lodestar method, a positive multiplier is typically applied to the lodestar in recognition of the risk of the litigation, the complexity of the issues, the contingent nature of the engagement, the skill of the attorneys, and other factors."); *Comverse*, 2010 WL 2653354, at *5 ("Where … counsel has litigated a complex case under a contingency fee arrangement, they are

entitled to a fee in excess of the lodestar."). Accordingly, in complex contingent litigation, lodestar multipliers between 2 and 5 are commonly awarded.[8]

Here, a lodestar cross-check fully supports the requested percentage fee. In this entirely contingent action that raised myriad complex issues, Lead Counsel devoted 2,734.25 hours of attorney and other professional support time in the prosecution and investigation of the Action. Exhibit 5-A. Lead Counsel's total lodestar, derived by multiplying the hours spent by each attorney and paraprofessional by their current hourly rates, is $1,508,016.25.[9]

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[8] *See Wal-Mart*, 396 F.3d at 123 (upholding multiplier of 3.5 as reasonable on appeal); *Payment Card Interchange Fee*, 991 F. Supp. 2d at 447-48 (awarding fee representing a multiplier of 3.41, which was "comparable to multipliers in other large, complex cases"); *Davis*, 827 F. Supp. 2d at 185 (awarding fee representing a multiplier of 5.3, which was "not atypical" in similar cases); *Cornwell v. Credit Suisse Grp.*, No. 08-cv-03758, ECF No. 117 (S.D.N.Y. July 18, 2011) (awarding fee representing a multiplier of 4.7); *Comverse*, 2010 WL 2653354, at *5 (awarding fee representing a 2.78 multiplier); *Telik*, 576 F. Supp. 2d at 590 ("In contingent litigation, lodestar multiples of over 4 are routinely awarded by courts, including this Court."); *In re Bisys Sec. Litig.*, No. 04 Civ. 3840, 2007 WL 2049726, at *3 (S.D.N.Y. July 16, 2007) (awarding 30% fee representing a 2.99 multiplier and finding that the multiplier "falls well within the parameters set in this district and elsewhere"); *In re AremisSoft Corp. Sec. Litig.*, 210 F.R.D. 109, 135 (D.N.J. 2002) (a 4.3 multiplier was appropriate in light of the contingency risk and the quality of the result achieved); *Maley*, 186 F. Supp. 2d at 369 (awarding fee equal to a 4.65 multiplier, which was "well within the range awarded by courts in this Circuit and courts throughout the country").

[9] *See* Exhibit 5-A to the DeLange Decl. As set forth in the Declaration, the hourly rates are the same as, or comparable to, the rates submitted by my firm for lodestar cross-checks in other securities class action litigation for fee applications that have been granted within this Circuit and nationwide. *See, e.g., In re Tower Group Int'l, Ltd. Sec. Litig.*, No. 13-cv-5852 (S.D.N.Y.) (ECF No. 163-8) ("*Tower*"); *In re Bear Stearns Mortg. Pass-Through Certificates Litig.*, No. 1:08-cv-08093 (S.D.N.Y.) (ECF No. 273-6); *In re Morgan Stanley Mortgage Pass-Through Certificates Litig.*, No. 09-cv-2137 (S.D.N.Y.) (ECF No. 328); *Plumbers' & Pipefitters' Local #562 Supplemental Plan & Trust v. J.P. Morgan Acceptance Corp. I*, No. 08-cv-1713 (E.D.N.Y.) (ECF No. 222-5) ("*J.P. Morgan*"); *In re SMART Techs., Inc. S'holder Litig.*, No. 11-CV-7673 (S.D.N.Y.) (ECF No. 182-4) ("*SMART*"); *In re The Reserve Primary Fund Sec. & Derivative Class Action Litig.*, No. 08-cv-8060 (S.D.N.Y.) (ECF No. 101-4); *MissPERS v. Goldman Sachs Grp., Inc.*, No. 09-cv-1110 (S.D.N.Y.) (ECF No. 147-2).

Both the Supreme Court and courts in this Circuit have long approved the use of current hourly rates to calculate the base lodestar figure as a means of compensating for the delay in receiving

The requested fee of 25% of the Settlement Amount will equal $1,475,000 (plus interest), which represents a *negative* multiplier of 0.9. Thus, the 25% fee requested is supported by a lodestar cross-check.[10] Lead Counsel's requested 25% fee is well within the range of what courts in this Circuit and throughout the country commonly award in complex class actions such as this, when calculated as a percentage of the fund, and pursuant to a lodestar cross-check.

E. Lead Counsel's Litigation Expenses Are Reasonable And Should Be Approved For Reimbursement

Lead Counsel's fee application includes a request for reimbursement of Litigation Expenses that were reasonably incurred in furtherance of the claims on behalf of the Settlement Class. These expenses are documented expenses properly recovered by counsel. *See, e.g.*, *In re China Sunergy Sec. Litig.,* No. 07 Civ. 7895, 2011 WL 1899715, at *6 (S.D.N.Y. May 13, 2011) (in a class action, attorneys should be compensated "for reasonable out-of-pocket expenses incurred and customarily charged to their clients, as long as they were 'incidental and necessary to the representation'"); *FLAG Telecom*, 2010 WL 4537550, at *30 ("It is well accepted that

payment that is inherent in class actions, inflationary losses, and the loss of access to legal and monetary capital that could otherwise have been employed had class counsel been paid on a current basis during the pendency of the litigation. *See In re Union Carbide Corp. Consumer Prods. Bus. Sec. Litig.*, 724 F. Supp. 160, 163 (S.D.N.Y. 1989); *Veeco*, 2007 WL 4115808, at *9; *Missouri,* 491 U.S. at 284.

[10] *See, e.g., BofA,* 772 F.3d at 134 (affirming a $152.4 million fee award resulting in a 1.73 multiplier); *see also N.J. Carpenters Vacation Fund v. The Royal Bank of Scot. Grp., PLC,* No. 08-CV-5093, ECF No. 286 (S.D.N.Y. Nov. 5, 2014) (awarding fees representing 2.27 multiplier); *MissPERS v. Merrill Lynch & Co. Inc.,* No. 08-cv-10841, ECF No. 186 (S.D.N.Y. May 8, 2012) (awarding fees representing 2.3 multiplier); *J.P. Morgan, supra* (awarding fees representing 1.83 multiplier); *In re Wells Fargo Mortg.-Backed Certificates Litig.* ("*Wells Fargo*"), No. 09-CV-1376, ECF No. 475 (N.D. Cal. Nov. 14, 2011) (awarding fees representing 2.82 multiplier); *see also In re Am. Int'l Group, Inc. 2008 Sec. Litig.,* No. 08-cv-4772, ECF No. 517 (S.D.N.Y. Mar. 20, 2015) (awarding fees representing 1.5 multiplier).

counsel who create a common fund are entitled to the reimbursement of expenses that they advanced to a class.").

As set forth in detail in Exhibit 5-B to the DeLange Declaration, Lead Counsel requests reimbursement of $257,063.48 in expenses for prosecuting the Action for the benefit of the Settlement Class, to be paid out of the Settlement Amount. The expenses are the types that are necessarily incurred in litigation and routinely charged to clients billed by the hour. These expenses include expert fees, computerized research, mediation costs, travel expenses, photocopying, telephone charges for long distance or conference calls, postage and delivery expenses, and filing fees. *See* Exhibit 5-B.

The Notice informed potential Settlement Class Members that Lead Counsel would apply for reimbursement of its Litigation Expenses in an amount not to exceed $400,000.00. Bareither Decl., Ex. A. The expenses actually requested, $257,063.48, are substantially less than the maximum amount stated in the Notice. To date, no Settlement Class Member has objected to the request for reimbursement of expenses.

F. Lead Plaintiff Should Be Awarded Its Reasonable Costs And Expenses Under The PSLRA

Lead Counsel also seeks approval for $10,427.50 in expenses incurred by Lead Plaintiff directly relating to its representation of the Settlement Class. The PSLRA specifically provides that an "award of reasonable costs and expenses (including lost wages) directly relating to the representation of the class" may be made to "any representative party serving on behalf of a class." 15 U.S.C. §78u-4(a)(4). Numerous courts have approved awards under the PSLRA to compensate class representatives for the time and effort they spent, and costs they incurred, on behalf of the

class, and the Second Circuit recently affirmed the district court's award of costs to representative plaintiffs totaling over $453,000.00.[11]

As set forth in the Lead Plaintiff Declaration (Exhibit 2), Lead Plaintiff, through its board and outside fund counsel, supervised Lead Counsel, participated in document discovery, prepared for and sat for deposition, remained informed throughout the settlement negotiations, and ultimately approved the Settlement. Lead Plaintiff communicated with Lead Counsel BLB&G, and with Automotive Machinists' separate outside fund counsel, McKenzie Rothwell Barlow & Coughran, P.S. ("MRBC"), regarding case strategy, developments, discovery, and efforts to mediate and negotiate the Settlement. *See* Lead Counsel Automotive Machinists Decl., Ex. 2 to DeLange Decl. In connection with its service to the Settlement Class, Lead Plaintiff seeks reimbursement of the $10,427.50 it paid to outside fund counsel MRBC for work performed in connection with Automotive Machinists' service as Lead Plaintiff. The work of outside counsel included preparing for and attending the Rule 30(b)(6) deposition of Automotive Machinists that

[11] *BofA,* 772 F.3d at 132-33 (affirming district court's award of costs totaling over $453,000 to representative plaintiffs); *see also In re Fannie Mae 2008 Sec. Litig.*, No. 08 Civ. 7831, ECF No. 552 (S.D.N.Y. Mar. 3, 2015) (awarding lead plaintiffs costs totaling approximately $114,000); *In re Am. Int'l Grp., Inc. Sec. Litig.*, No. 04 Civ. 8141, 2012 WL 345509, at *6 (S.D.N.Y. Feb. 2, 2012) ("Courts in [the Second] Circuit routinely award . . . costs and expenses both to reimburse the named plaintiffs for expenses incurred through their involvement with the action and lost wages, as well as to provide an incentive for such plaintiffs to remain involved in the litigation and to incur such expenses in the first place.") (citing *Hicks,* 2005 WL 2757792, at *10); *SMART, supra* (awarding lead plaintiff costs totaling $15,000); *In re Direxion Shares ETF Trust*, No. 09-cv-8011, ECF No. 201 (S.D.N.Y. May 10, 2013) (awarding lead plaintiffs costs totaling $27,600); *In re Monster Worldwide, Inc. Sec. Litig.*, No. 07-cv-02237, 2008 WL 9019514, at *2 (S.D.N.Y. Nov. 25, 2008) (awarding class representative costs totaling $7,303.08); *see also In re Morgan Stanley Mortg. Pass-Through Certificates Litig.,* No. 09-cv-2137 (S.D.N.Y.) (ECF No. 328) (awarding lead plaintiff costs totaling $19,925.00); *J.P. Morgan, supra* (awarding lead plaintiff costs totaling $19,572.50); *Goldman Sachs*, *supra* (awarding lead plaintiff costs totaling $25,230); *Wells Fargo, supra* (awarding lead plaintiffs costs totaling $17,700.00).

was noticed by Defendants. Outside fund counsel also assisted Automotive Machinists in case strategy and evaluating potential settlement amounts for considering settlement authority. Automotive Machinists believed it was appropriate in fulfillment of its fiduciary duties as a Lead Plaintiff to retain outside counsel in order to assist Automotive Machinists and to evaluate and supervise the work of Lead Counsel in this case, as contemplated by the PSLRA. *Id.* Courts in this District and nationwide have awarded reimbursement to institutional investor lead plaintiffs, like Automotive Machinists, for such expenses paid to outside counsel.[12]

The Notice sufficiently informed potential members of the Settlement Class that such expenses would be sought. *See BofA*, 772 F.3d at 132-33 (affirming district court's holding of notice as sufficient, finding that comparable notice "unequivocally conveys the relevant

[12] *See, e.g., Tower, supra*, ECF No. 178 (S.D.N.Y. Nov. 23, 2015) (awarding reimbursement of $2,922 for payments to outside fund counsel for time spent assisting institutional investor lead plaintiff in servicing as lead plaintiff); *In re Cardinal Health Inc. Sec. Litig.*, No. 04-575, ECF Nos. 319-6, 319-7, 319-9 (S.D. Ohio Sept. 17, 2007) (awarding reimbursement of approximately $62,000 for payments to outside counsel for time spent monitoring the litigation for the lead plaintiffs); *In re Bristol-Myers Squibb Sec. Litig.*, No. 00-1990, ECF No. 362-22 (D.N.J. May 4, 2006) (awarding reimbursement of approximately $53,000 for payments to outside counsel for time spent monitoring the litigation for the lead plaintiff); *In re Qwest Commc'ns Int'l, Inc. Sec. Litig.*, No. 01-cv-1451, ECF No. 1158 (D. Colo. Dec. 23, 2008) (awarding reimbursement of $2,500 in costs and expenses that were for "time billed on an hourly basis by its outside counsel" who assisted the Fund in its "case management oversight."); *see also In re Elec. Data Sys. Corp. Sec. Litig.*, No. 6:03-CV-110, ECF No. 292 (E.D. Tex. Mar. 7, 2006) (approving reimbursement for amounts paid to Lead Plaintiff's outside counsel for fees and expenses); *id.* ECF No. 281, at pp. 20-21 (explaining request to reimburse for fees and expenses paid to outside counsel retained by Lead Plaintiff which enhanced Lead Plaintiff's fulfillment of its duties as Lead Plaintiff; citing to *Feder v. Elec. Data Sys. Corp.*, 429 F.3d 125, 128 (5th Cir. Oct. 24, 2005) (approving Lead Plaintiff's retention of outside counsel).

information to the respective class members").[13] The request is reasonable and fee fully justified under the PSLRA and should be granted.

III. CONCLUSION

Lead Counsel respectfully requests that the Court award attorneys' fees of 25% of the Settlement Amount; $257,063.48 in Lead Counsel's Litigation Expenses; and $10,427.50 as reimbursement to Lead Plaintiff, as authorized by the PSLRA.

Dated: March 21, 2017

Respectfully submitted,

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[13] Like the Second Circuit found sufficient in *BofA*, here, the Notice disclosed that Lead Counsel's request for reimbursement of Litigation Expenses "may include an application for reimbursement of the reasonable costs and expenses incurred by Lead Plaintiff directly related to its representation of the Settlement Class." Bareither Decl., Ex. A.