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7 Attorneys for State Court Plaintiffs  
8 Raul Rivera and Ana da Luz

9 **UNITED STATES DISTRICT COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**

11 BRIAN H. ROBB, Individually and on Behalf  
12 of All Others Similarly Situated,

13 Plaintiffs,

14 v.

15 FITBIT INC., JAMES PARK, WILLIAM R.  
16 ZERELLA, ERIC N. FRIEDMAN,  
17 JONATHAN D. CALLAGHAN, STEVEN  
18 MURRAY, CHRISTOPHER PAISLEY,  
19 MORGAN STANLEY & CO. LLC,  
20 DEUTSCHE BANK SECURITIES INC., and  
21 MERRILL LYNCH, PIERCE, FENNER &  
SMITH INC.,

22 Defendants.

No. 3:16-cv-00151-SI

CLASS ACTION

**DECLARATION OF GEORGE C.  
AGUILAR IN SUPPORT OF STATE  
COURT PLAINTIFFS' BRIEF IN  
SUPPORT OF PLAINTIFFS' MOTION  
FOR FINAL APPROVAL OF  
SETTLEMENT, CLASS  
CERTIFICATION, AND PLAN OF  
ALLOCATION**

Date: April 20, 2018  
Time: 10:00 a.m.  
Judge: Hon. Susan Illston  
Courtroom: 1 – 17th Floor

1 I, GEORGE C. AGUILAR, hereby declare as follows:

2 1. I am a partner at the law firm Robbins Arroyo LLP, duly licensed to practice  
3 before all courts in the State of California, and admitted to the Bar of this Court. My firm is co-  
4 lead counsel for Raul Rivera and Ana da Luz (collectively, the "State Court Plaintiffs"), plaintiffs  
5 in the related consolidated putative class action pending in the Superior Court of the State of  
6 California, County of San Francisco, captioned *In re Fitbit, Inc. Shareholder Litigation*, Lead  
7 Case No. CGC-16-552062 (the "State Court Action").

8 2. I submit this declaration in support of the State Court Plaintiffs' Brief in Support  
9 of Plaintiffs' Motion for Final Approval of Settlement, Class Certification, and Plan of  
10 Allocation, filed herewith. Dkt. No. 209.

11 3. Robbins Arroyo LLP's resume, detailing the identification and background of the  
12 firm and its partners is attached hereto as Exhibit A.

13 4. The information in this declaration regarding my firm's time and expenses is  
14 taken from time and expense ledgers and supporting documentation prepared and/or maintained  
15 by my firm in the ordinary course of business. I am the partner who oversaw and/or conducted  
16 the day-to-day activities in the litigation. I reviewed these documents in connection with the  
17 preparation of this declaration. The purpose of this review was to confirm both the accuracy of  
18 the entries on the ledgers as well as the necessity for, and reasonableness of, the time and  
19 expenses committed to the litigation. As a result of this review, reductions were made to both  
20 time and expenses in the exercise of billing judgment. As a result of this review and the  
21 adjustments made, I believe that the time reflected in my firm's lodestar calculation and the  
22 expenses for which payment is sought as set forth in this declaration are reasonable in amount  
23 and were necessary for the effective and efficient prosecution and resolution of the litigation. In  
24 addition, I believe that the expenses are all of a type that would normally be charged to a fee-  
25 paying client in the private legal marketplace.

26 5. After the reductions referred to above, the number of hours spent on this litigation  
27 by my firm is 484.25. A breakdown of the lodestar is provided as follows. The lodestar amount  
28



# EXHIBIT A



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## FIRM RESUME

Robbins Arroyo LLP<sup>1</sup> is a nationally recognized shareholder rights law firm dedicated to the prosecution of shareholder derivative and class action lawsuits. We are committed to the principle that the directors and managers of publicly traded corporations must be held accountable to the owners of the enterprise – the shareholders. A leader in corporate governance reform, Robbins Arroyo LLP has worked with individual and institutional shareholders to improve board oversight, legal compliance, transparency, and responsiveness at more than 120 Fortune 1000 companies. The firm has also helped secure several of the largest monetary recoveries in the history of shareholder derivative litigation, and has helped clients to realize more than \$1 billion of value for themselves and the companies in which they have invested. For its achievements, the firm has received numerous accolades, including recognition from *U.S. News & World Report*, which named the firm a Best Law Firm for 2018 and 2017, *Daily Journal*, which named the firm a 2015 Top 25 Boutique in California, the Legal 500, which named the firm a Leading Firm in Merger and Acquisition Litigation in 2013-2017, the *National Law Journal*, which included the firm on its 2012 Litigation Boutiques Hot List, and ISS's Securities Class Action Services, which has listed the firm among the nation's top shareholder plaintiffs' firms. Eleven of Robbins Arroyo LLP's attorneys were honored as Super Lawyers or Rising Stars in 2017. In addition, Robbins Arroyo LLP's co-founder, Brian J. Robbins, is featured in Best Lawyers in America for Securities Litigation (2016-2018), in *San Diego Business Journal* as Best of the Bar (2014-2016), and in *The Daily Transcript* as a Top Attorney (2015).

## PRACTICE AREAS

In addition to representing individual and institutional investors in shareholder derivative actions, securities fraud class actions, and securities class actions arising out of mergers and acquisitions, initial public offerings, and going private transactions, Robbins Arroyo LLP's practice includes antitrust actions, Employee Retirement Income Security Act (ERISA) actions, whistleblower actions under the Dodd-Frank Wall Street Reform and Consumer Protection Act and the False Claims Act, and consumer class actions.

## LEADERSHIP

Robbins Arroyo LLP's experienced attorneys provide skilled representation to clients through all phases of complex litigation. The firm's partners include former federal prosecutors, defense counsel from top corporate law firms, in-house counsel from leading financial institutions, and career shareholder rights litigators. Collectively, they have litigated hundreds of cases in nearly every state, serving in numerous court-appointed leadership roles in complex multi-jurisdictional litigation. They currently serve as lead or co-lead counsel in dozens of cases nationwide. The firm's attorneys are supported by investigators, corporate research analysts, client relations specialists, and legal support professionals, each of whom is dedicated to providing exceptional client service. Our talented team has helped secure significant results for our clients. We feature below some of the firm's achievements across the nation.

- ***Pirelli Armstrong Tire Corp. Ret. Med. Benefits Trust v. Hanover Compressor Co.***, No. H-02-0410 (S.D. Tex. Feb. 6, 2004): Shareholders of Hanover Compressor Company, now known as Exterran Holdings Inc., a provider of natural gas compression services operating in the United States and select international markets, brought claims on behalf of the company against company officers and directors for breach of fiduciary duty, waste of corporate assets, abuse of control, and gross mismanagement. The claims arose out of an off-balance-sheet joint venture to build and operate a natural gas processing plant on barges off the coast of Nigeria. Robbins Arroyo LLP attorneys, serving as lead negotiators for derivative plaintiffs, secured extraordinary results for Hanover. First, Robbins Arroyo LLP achieved for the company approximately \$57.4 million in compensation – consisting of a \$26.5 million payment and the return of 2.5 million shares valued at approximately \$30.9 million by an entity controlled by certain of the individual defendants. Second, Robbins Arroyo

<sup>1</sup> "Robbins Arroyo LLP" and "the firm" herein collectively refer to the firm's previous names of Robbins Umeda LLP and Robbins Umeda & Fink, LLP.



LLP helped secure corporate governance changes at the company that have been noted as "groundbreaking" and "unprecedented" benefits for Hanover, including the appointment of two shareholder-nominated directors and becoming one of the first companies in the United States to commit to implementing a five-year rotation rule for its outside audit firms.

- ***In re Nicor, Inc. S'holder Derivative Litig.***, No. 02 CH 15499 (Ill. Cir. Ct.-Cook Cnty. Mar. 29, 2005): The firm served as co-lead counsel for plaintiffs who brought claims for breach of fiduciary duty and unjust enrichment against several officers and directors of Nicor, Inc., one of the largest natural gas distributors in the United States. Plaintiffs alleged that Nicor's management made material misrepresentations to and omitted material information from the Illinois Commerce Commission and the company's shareholders and customers, and unlawfully manipulated the company's operating results. Robbins Arroyo LLP attorneys negotiated and secured personnel changes among Nicor's executive officers and board members, as well as \$33 million for Nicor.
- ***In re OM Group, Inc. Derivative Litig.***, No. 1:03-CV-0020 (N.D. Ohio Nov. 10, 2005): The firm served as lead counsel to plaintiffs in this derivative action arising out of a massive accounting fraud at this global solutions provider and specialty chemical manufacturer. During the litigation, our attorneys opposed and defeated defendants' motions to dismiss, reviewed thousands of documents produced during discovery, conducted expert discovery, and took over forty depositions of witnesses and defendants throughout the United States and Europe. Robbins Arroyo LLP obtained a settlement that included a \$29 million payment to the company, the termination of the company's chief executive officer, the addition of two shareholder-nominated directors, and the implementation of various other beneficial corporate governance procedures at the company.
- ***Lieb v. Unocal Corp.***, No. BC331316 (Cal. Super. Ct.-L.A. Cnty. Dec. 20, 2005): Robbins Arroyo LLP served as co-lead counsel for the public shareholders of Unocal Corporation in this securities class action against Unocal and several of its insiders, officers, and directors for self-dealing and breach of fiduciary duty in connection with the proposed sale of Unocal to Chevron Corporation. Plaintiffs alleged that Unocal's management failed to obtain the highest share price reasonably available by tailoring the proposed acquisition terms to meet the specific needs of acquirer Chevron, and by discouraging alternative bids. After obtaining broad expedited discovery, the firm was credited for helping Unocal shareholders to realize \$500 million in additional consideration as a result of Chevron's increased bid of \$17.4 billion. The firm also secured supplemental proxy statement disclosures before Unocal shareholders voted on whether to accept Chevron's bid over a nominally higher bid by the Chinese National Offshore Oil Corporation.
- ***In re Titan, Inc. Sec. Litig.***, No. 04-CV-0676-LAB (NLS) (S.D. Cal. Dec. 20, 2005): The firm served as co-lead counsel in this securities fraud class action against The Titan Corporation and certain of its officers and directors for violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and breach of fiduciary duty. Robbins Arroyo LLP's efforts resulted in a recovery of \$61.5 million for Titan's shareholders.
- ***In re Tenet Healthcare Corp. Derivative Litig.***, No. 01098905 (Cal. Super Ct.-Santa Barbara Cnty. May 5, 2006), *aff'd*, No. B192252 (Cal. App. Sept. 20, 2007): The firm served as co-lead counsel for the plaintiffs, who alleged that Tenet Healthcare Corp.'s top executives breached their fiduciary duties to the company by failing to monitor, investigate, and oversee Tenet's patient procedures, Medicare billing, and accounting practices. After prosecuting the case for over three years, Robbins Arroyo LLP's attorneys negotiated a comprehensive settlement, which included \$51.5 million in cash contributions to Tenet and sweeping corporate governance reforms and other remedial measures designed to ensure the independence and accountability of the company's board of directors. The new governance regime included separation of the positions of chief executive officer and chairman of the board of directors, strict internal financial controls, enhanced guidelines for stock ownership and stock retention, and a comprehensive insider trading policy. The settlement was upheld on appeal.
- ***In re Qwest Sav. & Inv. Plan ERISA Litig.***, No. 02-cv-00464 (D. Colo. Jan. 29, 2007): Robbins



Arroyo LLP served on plaintiffs' executive committee in a class action brought as a civil enforcement suit for ERISA violations. The employees alleged that Qwest's management repeatedly misrepresented the financial status of the company to its employees to encourage employees to make discretionary investments in Qwest common stock. When the truth about Qwest's financial condition and egregious accounting manipulations was revealed, the price of Qwest common stock plummeted, but employees were restricted from selling their retirement fund shares under the terms of the Qwest Savings & Investment Plan. When the restriction was lifted, Qwest stock was trading at an all-time low, devastating the employees' retirement funds. After years of contentious litigation, Robbins Arroyo LLP helped achieve a \$37.5 million settlement for the benefit of the employees who had invested in the retirement plan.

- ***Staehr v. Walter***, No. 02-CVG-11-0639 (Ohio Ct. C.P.-Del. Cnty. Dec. 17, 2007) (hereinafter *Cardinal Health*): Robbins Arroyo LLP led the charge in derivative litigation on behalf of the plaintiff who brought claims against certain Cardinal officers and directors arising out of Cardinal's proposed stock-for-stock acquisition of Syncor International Corp. The action forced Cardinal to reduce the previously negotiated acquisition price for Syncor, saving the company millions of dollars. During the course of its work on the Syncor transaction, Robbins Arroyo LLP and other firms discovered that Cardinal insiders had engaged in a massive revenue inflation scheme to fraudulently overstate the company's financial performance. Robbins Arroyo LLP filed an amended complaint against several of Cardinal's officers and directors, defeated multiple motions to dismiss, and pursued and reviewed millions of pages of documents in discovery. The firm ultimately negotiated and resolved the matter by obtaining \$70 million for the company—among the largest monetary recoveries ever in a shareholder derivative action. The settlement also required Cardinal's board of directors to implement significant corporate governance and internal accounting controls designed to improve the board's oversight of Cardinal's senior management and to prevent recurrence of the alleged accounting manipulations.
- ***In re Juniper Networks, Inc. Derivative Litig.***, No. 1:06-CV-064294 (Cal. Super. Ct.-Santa Clara Cnty. Dec. 4, 2008): Robbins Arroyo LLP served as co-lead counsel in this state shareholder derivative suit against several officers and directors of Juniper Networks, Inc., a global networking and communications technology company, for breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets, unjust enrichment, insider selling, accounting, and rescission in connection with a stock option backdating scheme. After extensively prosecuting the case, the firm helped secure substantive corporate governance reforms and the forfeiture of more than \$22 million in stock options to the company from four executives and directors of the board.
- ***In re KB Home S'holder Derivative Litig.***, No. 2:06-CV-05148-FMC (CTx) (C.D. Cal. Feb. 9, 2009): Robbins Arroyo LLP served as co-lead counsel for the plaintiffs, who alleged that insiders of KB Home, Inc., a prominent builder of single family homes in the United States and France, manipulated their stock option grant dates to misappropriate millions of dollars in illicit compensation. Robbins Arroyo LLP's efforts helped return nearly \$50 million in value to the company, including a cash payment of over \$31 million. In addition, the firm helped KB Home secure corporate governance enhancements and implement remedial measures, including separation of the chairman of the board and chief executive officer positions; declassification of the board of directors; majority voting for elections to the board; adoption of formal written procedures for the grant of stock options; and limits on future executive severance payments, among others.
- ***Overby v. Tyco Int'l Ltd.***, No. 02-CV-1357-B (D.N.H. Nov. 23, 2009): Robbins Arroyo LLP represented a class of employees of Tyco International Ltd., the largest electronics security provider in the world, when employees brought claims against the company for ERISA violations. Robbins Arroyo LLP helped obtain a \$70 million settlement for the beneficiaries of Tyco's defined contribution retirement plan.
- ***In re Brocade Communications Systems, Inc. Derivative Litigation***, No. 1:05CV041683 (Cal. Super. Ct.-Santa Clara County Jan. 28, 2010): Robbins Arroyo LLP represented plaintiffs in this shareholder derivative action against officers and directors of Brocade Communications Systems, Inc.,



an industry leader in data center networking solutions, following the announcement that Brocade would have to restate two fiscal years of financial statements to correct its improper accounting for stock-based compensation expenses. For years, Brocade's insiders had engaged in a secret stock option backdating scheme designed to reward executives and recruit engineers with stock options priced below their fair market value as of the date of the grants. Robbins Arroyo LLP successfully petitioned the court to proceed with litigation to prevent an inadequate settlement of a related federal action, which would have released the officers, directors, and agents of the company responsible for the criminal backdating scheme for no money to the company nor a payment of attorney's fees, even as the U.S. Government pursued and ultimately won criminal convictions against the responsible executives. After almost three years of diligently prosecuting the case, during which Robbins Arroyo LLP engaged in extensive motion practice, reviewed approximately three million pages of documents, and marshaled evidence from related cases involving the conduct at Brocade, Brocade's Special Litigation Committee retained Robbins Arroyo LLP to serve as its co-counsel, and, after presentations from Robbins Arroyo LLP, authorized the continued prosecution of claims against Brocade's officers and directors and on behalf of the shareholders.

- ***In re PETCO Animal Supplies, Inc. S'holder Litig.***, No. GIC 869399 (Cal. Super. Ct.-San Diego Cnty. Mar. 26, 2010): Robbins Arroyo LLP served as co-lead counsel to the public shareholders of PETCO Animal Supplies, Inc., in a class action that sought to enjoin PETCO's insiders, directors, and affiliates from consummating any sale of PETCO unless and until the company implemented a procedure to ensure that PETCO's shareholders received the highest possible price for the sale. Over the course of three years, our attorneys engaged in extensive motion practice and document, expert, and witness discovery. Shortly before the case went to trial, Robbins Arroyo LLP assisted in achieving a settlement that secured a \$16 million settlement fund for the class.
- ***In re Wireless Facilities, Inc. Derivative Litig.***, No. 04-CV-1663-JAH-(NLS) (S.D. Cal. Mar. 30, 2010): The firm served as co-lead counsel in the derivative action on behalf of an independent provider of security systems engineering for the wireless communications industry and, after more than five years of hard fought litigation, achieved a comprehensive settlement that required certain officers to forfeit significant amounts of stock and/or stock options back to the company, restricted voting rights for certain former officers and directors, secured monetary reimbursement to the company, and implemented a number of important changes to the company's corporate governance, such as the addition of two independent directors to the board and an annual review of the chairman's performance.
- ***In re Am. Int'l Group, Inc. Derivative Litig.***, No. 04 Civ. 8406 (DLC) (S.D.N.Y. Mar. 14, 2011): The firm was appointed lead counsel in the consolidated federal action alleging breach of fiduciary duty claims in connection with a bid-rigging scheme with Marsh & McLennan Companies, Inc., sham reinsurance transactions with General Re Corporation, and other activities intended to falsify American International Group, Inc.'s ("AIG") financial results. As part of a global settlement of the derivative claims on AIG's behalf, Robbins Arroyo LLP helped secure a \$90 million payment to AIG, one of the largest monetary recoveries in the history of shareholder derivative actions.
- ***Kloss v. Kerker***, No. 50-2010-CA-018594-XXXX-MB (Fla. Cir. Ct.-Palm Beach Cnty. May 27, 2011): Robbins Arroyo LLP worked with the parties to derivative litigation filed on behalf of the Internet's leading vitamin and supplement retailer, Vitacost.com, Inc., to save the \$158 million market cap company from bankruptcy and to preserve the equity interests of its shareholders. Robbins Arroyo LLP was instrumental in achieving a settlement that enabled the company to bring its financial statements and Security and Exchange Commission ("SEC") filings current; allowed Vitacost to hold a long overdue shareholder meeting to address fundamental defects in the corporation's formation, board composition, and past stock issuances; and helped the company to persuade NASDAQ to lift its trading moratorium and provide the company and its shareholders access to the capital markets. The firm worked with the company's new board of directors to implement a series of corporate governance best practices, including a robust insider trading policy. Vitacost hired Robbins Arroyo LLP to evaluate and potentially to prosecute the company's claims against other parties relating to the defects in its



formation, stock issuances, and other pre-IPO issues.

- ***Martinez v. Toll (Toll Bros., Inc.)***, No. 2:09-cv-00937-CDJ (E.D. Pa. Mar. 27, 2013); *Pfeiffer v. Toll*, No. 4140-VCL (Del. Ch. Mar. 15, 2013): Robbins Arroyo LLP represented shareholders in the Toll Brothers, Inc. shareholder derivative litigation in which plaintiffs alleged that certain company officers and directors, including the co-founders, traded on inside information and grossly misled investors about company earnings projections during a housing market downturn. After four years of contentious litigation, the firm helped secure one of the largest *Brophy (Brophy v. Cities Serv. Co., 70 A.2d 5 (Del. Ch. 1949))* settlements ever, a \$16.25 million cash payment to the luxury homebuilding company. The settlement included a \$6.45 million payment from the executive directors—an unprecedented result in shareholder litigation of this type.
- ***Cook v. McCullough***, No. 1:11-cv-09119 (N.D. Ill. Jan. 28, 2014): Robbins Arroyo LLP served as co-lead counsel in shareholder derivative litigation arising out of Career Education Corp.'s alleged publication of false statements regarding job placement and student loan repayment rates, and failure to ensure compliance with Title IV regulations. The firm played a leading role in negotiating the global resolution of a series of actions brought against and on behalf of the company, and helped secure a \$20 million recovery and comprehensive board and management-level corporate governance and oversight reforms for Career Education, including enhanced compliance and whistleblower policies, new director independence standards, improved executive compensation claw-back provisions, a comprehensive director education and employee training program, and an improved regulatory risk management and disclosure regime.
- ***Espinoza v. Zuckerberg, C.A.*** No. 9745-CB (Del. Ch. Mar. 30, 2016): Robbins Arroyo LLP served as counsel in shareholder derivative litigation on behalf of Facebook, Inc. arising from the alleged award of unfair excessive compensation by the board of directors to its non-employee members. Certain members of Facebook's board of directors attempted to circumvent corporate law procedures to obtain controlling stockholder approval of compensation awarded by the Board to its non-employee members. After deposing Facebook's Chief Executive Officer Mark Zuckerberg and beating a motion for summary judgment, Robbins Arroyo LLP convinced Facebook to impose corporate governance reforms designed to ensure the Board awards executive compensation fairly and not to the detriment of the company, including allowing stockholders to vote on non-employee directors' compensation. As such, Robbins Arroyo LLP helped established that public companies with controlling stockholders must comply with corporate law procedures.
- ***In re Venoco, Inc. S'holder Litig., C.A.*** No. 6825-VCG (Del. Ch. Oct. 5, 2016): Robbins Arroyo LLP served as co-lead counsel to the public shareholders of Venoco, Inc. in this class action arising out of a scheme by the energy company's Chief Executive Officer to buy out Venoco's minority shareholders at an inadequate share price. Robbins Arroyo LLP conducted extensive fact and expert discovery for two years after the closing of the acquisition. During this time, Venoco foundered due to a decline in the price of oil, a burst pipeline, and additional debt from the acquisition, which ultimately led the company to file for bankruptcy. Amidst the company's demise, the firm achieved a settlement fund of \$19 million for shareholders—a significant recovery in light of Venoco's dire financial circumstances. The court noted that this settlement represented a 5.2% increase in the consideration received by the shareholders over the \$12.50 share price in the merger consideration, an increase greater than recent settlements of this type. At the final approval hearing, the Honorable Sam Glasscock III, Vice Chancellor, in the Court of Chancery of the State of Delaware, touted the settlement as a "good result for all" and "very fortunate for the class," and noted Robbins Arroyo LLP as "excellent counsel." Transcript of Proceeding at 19, 22, *In re Venoco, Inc. S'holder Litig., C.A.* No. 6825-VCG (Del. Ch. Oct. 5, 2016).
- ***In re Fifth Street Finance Corp. Shareholder Derivative Litigation***, Lead Case No. 3:15-cv-01795-RNC (D. Conn. Dec. 13, 2016): Robbins Arroyo LLP served as lead counsel in shareholder derivative litigation brought on behalf of Fifth Street Finance Corp. to challenge alleged conflicts of interest in Fifth Street's relationship with its investment advisor, FSAM. Plaintiffs alleged that certain Fifth Street



and FSAM officers and directors caused Fifth Street to make reckless investments, use bogus accounting, and pay excessive fees to inflate FSAM's perceived value in the lead up to FSAM's initial public offering. The firm's settlement negotiations resulted in advisory fee reductions worth at least \$30 million and comprehensive corporate governance, oversight, and conflicts management enhancements.

- ***In re Community Health Systems, Inc. Shareholder Derivative Litig.***, No. 3:11-cv-00489 (M.D. Tenn. Jan. 20, 2017): Serving as co-lead counsel against the officers and directors of Community Health, Inc. in shareholder derivative litigation alleging that the fiduciaries systematically steered patients into medically unnecessary inpatient admissions when they should have been treated as outpatient, Robbins Arroyo LLP was instrumental in obtaining what is believed to be the largest shareholder derivative recovery in the Sixth Circuit to date. After five years of contentious litigation and discovery, defendants agreed to settle the case, which included a \$60 million cash payment to Community Health and the implementation of extensive corporate governance reforms, including board modifications to ensure director independence, improved internal disclosure policies to allow for the confidential reporting of suspected violations of healthcare laws, and the establishment of a Trading Compliance Committee to ensure compliance with Community Health's insider stock trading policy, among others.

## Awards & Recognition

For its achievements, Robbins Arroyo LLP and our attorneys have received numerous accolades, including:

- Best Law Firm, *U.S. News & World Report* (2017-2018)
- Leading Firm in Merger and Acquisition Litigation, *Legal 500* (2013-2017)
- Top 25 Boutique Law Firm in California, *Daily Journal* (2015)
- Litigation Boutiques Hot List, *National Law Journal* (2012)
- Among Top Shareholder Plaintiffs' Firms by ISS's Securities Class Action Services
- 11 attorneys named to *Super Lawyer* lists (2017)
- Top 50 attorneys in San Diego, *Super Lawyers* (2017) (George C. Aguilar)
- Top 50 attorneys in San Diego, *Super Lawyers* (2016) (George C. Aguilar, Felipe J. Arroyo, Brian J. Robbins)
- Best Lawyers in America for Securities Litigation, *Best Lawyers* (2016-2018) (Brian J. Robbins)
- Best of the Bar, *San Diego Business Journal* (2016) (Brian J. Robbins, Jenny L. Dixon)
- Top Attorney, *The Daily Transcript* (2015) (Brian J. Robbins)
- Best Overall Lawyer in San Diego, *Fine Magazine* (2016) (Brian J. Robbins)
- Attorney of the Year, SD La Raza (2014) (George C. Aguilar)

Robbins Arroyo LLP's achievements in the courtroom have been recognized by a number of respected jurists. We feature a selection of commendations below.

- *"The quality of representation by the Derivative Plaintiffs' Counsel was witnessed first hand by this Court through their articulate, high quality, and successful pleadings. Moreover, as shown by their excellent efforts in this case, Derivative Plaintiffs' Counsel are dedicated to vindicating the rights of shareholders ...."*

**Honorable Ed Kinkeade**, Judge of the U.S. District Court for the Northern District of Texas, *In re Heelys, Inc. Derivative Litig.*, No. 3:07-CV-1682-K

- *"I think you've actually set the bar kind of high for future settlements. This looks like an excellent result for the various class members in both the derivative action and the other action.... And it's to the credit of the lawyers that they were able to achieve this result before a lot of discovery and a lot of expenses were undertaken ... And so, I would be quite delighted and satisfied to make the necessary findings that this is an excellent settlement for plaintiffs."*



**Honorable Robert S. Lasnik**, Judge of the U.S. District Court for the Western District of Washington, *In re Cutter & Buck Sec. Litig.*, No. C02-1948L

- Robbins Arroyo LLP's lawyers proved *"competent, experienced, [and] trustworthy."*

**Honorable Larry A. Burns**, Judge of the U.S. District Court for the Southern District of California, *In re Sequenom, Inc. Derivative Litig.*, No. 09CV1341-LAB (WMC)

- *"Class counsel is highly experienced in bringing both class actions and derivative claims" and have "a nationwide reputation for handling shareholder derivative litigation, various class actions, and complex litigation.... Throughout the litigation, [class counsel] has shown themselves to be capable and qualified to represent the class."*

**Honorable Darla Williamson**, Judge of the Fourth Judicial District of the State of Idaho, County of Ada, *Carmona v. Bryant*, CV-OC-0601251

- *"The court also notes that the settlement appears to place the shareholders in a much better position than that which existed prior to the beginning of this litigation."*

**Honorable John A. Houston**, Judge of the U.S. District Court for the Southern District of California, *In re Wireless Facilities Inc., Derivative Litig.*, No. 04-CV-1663 JAH (NLS)

- *"I have high regard for ... your firm."*

**Honorable James P. Kleinberg**, Judge of the Superior Court of California, County of Santa Clara, *In re Altera Corp. Derivative Litig.*, No. 1-06-CV-063537

- *"[W]e had ... competent counsel who were able to reach a very handsome settlement for the shareholders who were working here on behalf of the shareholders interests."*

**Honorable Denise de Bellefeuille**, Judge of the Superior Court of California, County of Santa Barbara, *In re Tenet Healthcare Corp. Derivative Litig.*, No. 01098905

- *"Thank you very much for the good work that you all did. And I think that your stockholders will appreciate it, too."*

**Honorable Sophia H. Hall**, Judge of the Circuit Court of Cook County, Illinois, *In re Nicor, Inc. S'holder Derivative Litig.*, No. 02CH 15499

- *"Thank you for your good work on behalf of your clients. I appreciate it."*

**Honorable Thomas Barkdull**, Circuit Judge of the Fifteenth Judicial Circuit in and for Palm Beach County, Florida, *Kloss v. Kerker*, No. 50-2010-CA-018594-XXXX-MB

- *"I want to tell you what a pleasure it is dealing with talented counsel.... Thank you very much."*

**Honorable John G. Evans**, Judge of the Superior Court for the State of California, Riverside County, *Hess v. Heckmann*, No. INC10010407

- *"I think the plaintiffs and their counsel did a good job pressing forward with this action and achieving a good result.... I think that all in all, [\$16.25 million] is a good value, a significant benefit for the company."*



**Honorable J. Travis Laster**, Vice Chancellor in the Court of Chancery of the State of Delaware, *Toll Bros.*, No. 2:09-cv-00937-CDJ and No. 4140-VCL

- *"It seems to me to be an excellent settlement in light of all the circumstances: and "a good result for all." "[P]laintiffs' counsel [got] a result that I think is very fortunate for the class."*

**Honorable Sam Glasscock III**, Vice Chancellor in the Court of Chancery of the State of Delaware, *In re Venoco, Inc. Shareholder Litigation*, C.A. No. 6825-VCG

- *"I think y'all have done a great job pulling this thing together. It was complicated, it was drawn out, and a lot of work clearly went into this.... I'll approve this settlement. I appreciate the work you all did on this. I think this is one where – I can't always say this ... there is ... benefit to the shareholders that are above and beyond money, a benefit to the company above and beyond money that changed hands."*

**Honorable Kevin H. Sharp**, U.S. Chief District Judge, U.S. District Court for the Middle District of Tennessee Nashville Division, *In re Community Health Systems, Inc., Shareholder Derivative Litigation*, No. 3:11-cv-00489

## PARTNERS

**George C. Aguilar**  
Partner

Mr. Aguilar is a former federal prosecutor and trial lawyer who has tried more than forty federal criminal trials. He focuses his practice on complex litigation, including shareholder rights, securities, antitrust, and employment actions. Mr. Aguilar has successfully litigated numerous shareholder actions against fraudulent management and company insiders, and has secured meaningful corporate governance reforms at companies across the U.S. For example, in *Warner v. Lesar*, No. 2011-09567 (Tex. Dist. Ct.-Harris Cnty. Oct. 1, 2012), Mr. Aguilar led the firm's efforts on behalf of Halliburton Company arising from defendants' mismanagement of risk, controls, and operations that led to the worst oil spill in U.S. history at the Deepwater Horizon offshore drilling rig in the Gulf of Mexico. Navigating the case through the company's internal investigation, and difficult and complex settlement discussions and mediation sessions, Mr. Aguilar secured comprehensive health, safety, and environmental governance reforms. In shareholder derivative litigation on behalf of Maxwell Technologies, Inc., *Loizides v. Schramm*, No. 37-2010-00097953-CU-BT-CTL (Cal. Super. Ct.-San Diego Cnty. Apr. 12, 2012), Mr. Aguilar helped secure a settlement in which the company adopted corporate governance and compliance measures addressing its violations of the Foreign Corrupt Practices Act (FCPA) after being investigated by federal agencies for bribery and subcontracting kickbacks. Of particular note is the creation of a new FCPA and Anti-Corruption Compliance department led by a Chief Compliance Officer to provide for greater effectiveness of Maxwell's board of directors in responding to FCPA compliance issues worldwide. In shareholder litigation involving Brocade Communications Systems, *In re Brocade Communications Systems, Inc., Derivative Litigation*, No. 1:05CV041683 (Cal. Super. Ct.-Santa Clara Cnty. Jan. 28, 2010), the firm prosecuted the shareholder action involving a criminal options backdating scheme at Brocade until the company formed a Special Litigation Committee to consider the plaintiffs' claims. A key player in the prosecution of the action, Mr. Aguilar successfully presented facts and law to the Special Litigation Committee on behalf of the firm's shareholder clients. Brocade ultimately retained the firm as co-counsel to prosecute its claims against Brocade's officers and directors.

Mr. Aguilar also led the firm's efforts as part of a consortium of plaintiff firms in a high profile antitrust class action suit, *Dahl v. Bain Capital Partners*, No. 1:07-cv-12388(WGY) (D. Mass. Mar. 17, 2015), against several private equity firms. The case involved allegations of conspiracy among defendants to rig bids, restrict the supply of private equity financing, fix transaction prices, and divide up the market for private equity services for leveraged buyouts. Robbins Arroyo LLP played a prominent role in this litigation, bearing the responsibility for building the case against a principal defendant, one of the largest private equity firms in the world. In doing so,



Mr. Aguilar conducted several depositions of some of the key private equity principals during the initial discovery phase of the case. The defendants settled for more than \$590 million.

Before joining Robbins Arroyo LLP, Mr. Aguilar spent 17 years as a federal prosecutor with the U.S. Attorney's Office in San Diego. During his tenure, Mr. Aguilar served as chief for the Terrorism, Violent Crimes, and General Prosecutions Section; deputy chief for the General Crimes Section; trial lawyer for the Financial Institution Fraud Task Force and the Major Frauds Sections; and as a supervising ethics officer. He led grand jury investigations and indicted and tried complex white collar criminal cases involving corporate, securities, bank, investor, tax, foreign currency and bankruptcy fraud, bank bribery, and money laundering, among others. He authored 35 appellate briefs, and argued more than a dozen cases on appeal before the U.S. Court of Appeals for the Ninth Circuit. For his work, Mr. Aguilar received several awards of recognition from the U.S. Department of Justice and federal agencies, including the prestigious Director's Award of the Executive Office for U.S. Attorneys. Prior to joining the U.S. Attorney's Office, Mr. Aguilar worked on complex securities defense litigation at Morrison & Foerster LLP's San Francisco office.

Mr. Aguilar is a recognized leader in the legal and civic communities. He writes and speaks on topics related to shareholder litigation and corporate governance. He currently serves on the Board of Governors for the Association of Business Trial Lawyers of San Diego and is an active member of the San Diego La Raza Lawyers Association and San Diego County Bar Association. He has served in top leadership positions at La Raza Lawyers Association of California, San Diego La Raza Lawyers Association, the State Bar of California, and the City of San Diego. Mr. Aguilar was honored as a Super Lawyers Top 50 attorney in San Diego (2016-2017) and has been named a Super Lawyer for six consecutive years (2012-2017). He is also the recipient of the Attorney of the Year Award from San Diego La Raza Lawyers Association (2014) and has received the San Diego Mediation Center's Peacemaker Award for his community service work.

Mr. Aguilar received his law degree in 1986 from the University of California, Berkeley School of Law. While in law school, he served on the Moot Court Board and was managing editor of the *La Raza Law Journal*. Mr. Aguilar graduated from the University of Southern California in 1983 with a Bachelor of Arts in both Political Science and Journalism. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, the Eastern District of Wisconsin, and the District of Colorado, as well as the U.S. Courts of Appeals for the Second, Ninth, and Tenth Circuits, and the U.S. Supreme Court.

**Felipe J. Arroyo**  
Partner

Mr. Arroyo has 25 years of litigation experience and concentrates his practice on complex shareholder litigation. He has helped secure results for shareholders and companies in high-profile shareholder derivative suits and securities class actions, and has represented shareholders in a variety of industries including insurance, finance, banking, technology, and pharmaceuticals. He has successfully litigated derivative cases against top executives of publicly traded companies who participated in a range of misconduct, including stock option backdating, the global subprime meltdown, misappropriation, insider trading, and various types of false or misleading statements. He has also litigated cases stemming from mergers and acquisitions in a variety of industries.

Litigation teams led by Mr. Arroyo have recovered hundreds of millions of dollars for companies and shareholders. For example, Mr. Arroyo played an instrumental role in recovering \$70 million for Cardinal Health shareholders in *Staeher v. Walter*, No. 02-CVG-11-0639 (Ohio Ct. C.P.-Del. Cnty. Dec. 17, 2007), which resulted in one of the largest shareholder derivative monetary recoveries in history. In *In re KB Home S'holder Derivative Litig.*, No. 2:06-CV-05148-FMC (CTx) (C.D. Cal. Feb. 9, 2009), Mr. Arroyo helped obtain a \$30 million cash benefit for KB Home shareholders, as well as the implementation of preventative corporate governance measures. In *Martinez v. Toll*, No. 2:09-cv-00937-CDJ (E.D. Pa. Mar. 27, 2013), Mr. Arroyo served as co-lead counsel in shareholder derivative litigation against the directors of luxury home builder Toll Brothers, Inc. The case arose out of misrepresentations about company earnings projections and insider trading by the company's officers and directors. After four years of contentious litigation and myriad discovery,



Mr. Arroyo helped secure one of the largest *Brophy* settlements ever, a \$16.25 million cash payment for the company, including a \$6.45 million payment from the executive directors.

Prior to joining Robbins Arroyo LLP, Mr. Arroyo practiced complex commercial litigation for over a decade at a prominent Los Angeles-based law firm. There he represented a diverse client base of Fortune 500 companies. An experienced trial lawyer, Mr. Arroyo also directed a public/private partnership called the Trial Advocacy Prosecution Program (TAPP), during which he supervised, trained, and advised attorneys on trial strategy and practice while they litigated misdemeanor jury trials on a *pro bono* basis for a municipal client. Mr. Arroyo also served as general counsel to a fitness company for two years where he successfully prosecuted a global patent infringement litigation campaign, and he practiced complex commercial litigation, including litigating securities fraud cases, while with a prominent New York-based law firm.

Mr. Arroyo is Co-Chair of the Class Actions & Derivatives Suits Subcommittee for the American Bar Association's Section of Litigation and previously served as a member of the Board of Governors at the Association of Business Trial Lawyers in San Diego (2012-2014). He frequently speaks on shareholder litigation and corporate governance topics to investor and legal communities. Mr. Arroyo was recognized as a Super Lawyer (2015-2017), named a Super Lawyers Top 50 attorney in San Diego (2016), and a Recommended Attorney in M&A Litigation by Legal 500 (2016).

Mr. Arroyo earned his Juris Doctor from Yale Law School in 1992. While at Yale, he served as a senior editor of the *Yale Law Journal* and as a director of the Yale Moot Court of Appeals. In 1989, he earned his Bachelor's in Economics from the University of California, Los Angeles, where he served as a member of the A.S.U.C.L.A Finance Committee. Mr. Arroyo is licensed to practice law in the State of California and the District of Columbia, and has been admitted to the U.S. District Courts for the Northern and Central Districts of California and the District of Colorado, as well as the U.S. District Courts of Appeals for the Second and Ninth Circuits.

#### **Gregory E. Del Gaizo**

Partner

Mr. Del Gaizo focuses his practice on shareholder rights litigation. As the head of Robbins Arroyo LLP's new matters practice group, he initiates and oversees pre-litigation investigations and analysis of new cases for the firm. Mr. Del Gaizo has prosecuted shareholder litigation that recouped over one hundred million dollars and secured extensive corporate governance reforms and other pro-investor measures at companies in which his clients invest.

Mr. Del Gaizo's successes on behalf of clients include leading the discovery process for Robbins Arroyo LLP in litigation on behalf of luxury homebuilder Toll Brothers, Inc., which resulted in a \$16.25 million settlement, one of the largest *Brophy* monetary recoveries ever. *Martinez v. Toll*, No. 2:09-cv-00937-CDJ (E.D. Pa. Mar. 27, 2013). He was also a member of litigation teams in *Staeher v. Walter*, No. 02-CVG-11-0639 (Ohio Ct. C.P.-Del. Cnty. Dec. 17, 2007), which secured a payment of \$70 million to Cardinal Health, and *In re KB Home S'holder Derivative Litig.*, No. 2:06-CV-05148-FMC (CTx) (C.D. Cal. Feb. 9, 2009), which obtained \$30 million in cash benefits and substantial corporate governance reforms for the home builder.

Mr. Del Gaizo has authored several articles on securities litigation, including *State Law Insider Trading Claims See New Light*, *The Recorder*, July 1, 2011; *Directors and Officers Can't Hide in Del.*, *Securities Law360*, Jan. 14, 2011; *Control of Forum in Derivative Actions*, *The Recorder*, Dec. 10, 2010; and *Clearing the Path for Double Derivative Suits*, *The Recorder*, Nov. 1, 2010. He also speaks to audiences about shareholder rights, and was recognized as a Rising Star by Super Lawyers (2015-2016) and a Recommended Attorney in M&A Litigation by Legal 500 (2016).

Mr. Del Gaizo obtained his Juris Doctor degree in 2006 from the University of San Diego School of Law. While in law school, Mr. Del Gaizo served as a research assistant to Frank Partnoy, director of the Center for Corporate and Securities Law at the University of San Diego, and as an intern at Kim & Chang, the largest law firm in Korea. Mr. Del Gaizo attended Providence College and, while there, interned for the New York City Law Department. He graduated *cum laude* in 2003 with a Bachelor of Arts degree in Political Science. Mr.



Del Gaizo is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Central and Southern Districts of California and the District of Colorado.

**Jenny L. Dixon**  
Partner

Ms. Dixon concentrates her practice on shareholder rights litigation. She has approximately 20 years of litigation experience, with more than 15 years devoted to prosecuting and defending securities claims from inception through trial. In 2016, Ms. Dixon successfully settled two cases that challenged corporate governance and processes surrounding non-employee director compensation. In *Espinoza v. Zuckerberg*, CA No. 9745-CB (Del. Ch. Mar. 30, 2016), Ms. Dixon served as counsel in shareholder derivative litigation on behalf of Facebook, Inc. arising from the alleged award of unfair excessive compensation by the board of directors to its non-employee members. After deposing Facebook's Chief Executive Officer, Mark Zuckerberg, and beating a motion for summary judgment, Ms. Dixon helped convince Facebook to impose corporate governance reforms designed to ensure the Board awards executive compensation fairly and not to the detriment of the company, including allowing stockholders to vote on non-employee directors' compensation. In *Calma v. Templeton*, No. 9579-CB (Del. Ch. Sept. 2, 2016), Ms. Dixon led the shareholder derivative litigation on behalf of Citrix Systems, Inc. against its fiduciaries for breach of fiduciary duty, waste of corporate assets, and unjust enrichment related to equity awards granted in 2011–2013. As part of the settlement, Citrix amended its equity plan to impose a ceiling on director compensation that would be subject to shareholder approval, enhance disclosures surrounding director compensation in the annual proxy statements, and improve the Compensation Committee's processes.

Prior to joining Robbins Arroyo LLP, Ms. Dixon worked at national law firms in the San Francisco and San Diego areas. She has experience representing individuals and companies in regulatory proceedings, including responses to inquiries by the SEC and the Financial Industry Regulatory Authority. In addition to securities litigation, Ms. Dixon has substantial experience in business litigation and employment cases. Active in pro bono matters, Ms. Dixon successfully resolving a human trafficking case on a victim's behalf prior to trial and secured a multi-million dollar jury verdict in a human rights case that was subsequently upheld on appeal.

Ms. Dixon was honored by *San Diego Business Journal* as Best of the Bar in 2016, and is a member of the Board of Governors for the Association of Business Trial Lawyers and the Class Action Preservation Project Committee for the Public Justice Foundation.

Ms. Dixon obtained her Juris Doctor degree from the University of California, Hastings College of the Law. While in law school, Ms. Dixon was associate articles editor for *Hastings Communications & Entertainment Law Journal* and a Certified Law Student for the Civil Justice Clinic. Ms. Dixon also worked as a judicial extern for the Honorable William W. Schwarzer of the U.S. District Court for the Northern District of California and as a law clerk for the Federal Public Defenders office for the Northern District of California. Ms. Dixon earned a Bachelor of Arts degree in Political Science from the University of California, Irvine, where she was named to the Dean's List. She is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California and the U.S. Courts of Appeals for the Sixth, Ninth, and Eleventh Circuits.

**Stephen J. Oddo**  
Partner

Mr. Oddo has devoted his practice to representing individual and institutional shareholders in corporate merger and acquisition class actions for more than a decade. In so doing, he has secured tens of millions of dollars of additional consideration for shareholders whose investments have been adversely impacted by corporate transactions. Mr. Oddo has also achieved disclosure of material information to shareholders so they are informed on the transaction at the time of the vote. His litigation efforts have helped preserve the integrity of the merger process in companies across the country and helped maximize value to shareholders. For his excellence in practice, Mr. Oddo was named a Super Lawyer (2016-2017) and a Recommended Attorney in M&A Litigation by Legal 500 (2016).



In *In re Venoco, Inc. S'holder Litig.*, C.A. No. 6825-VCG (Del. Ch. Oct. 5, 2016), Mr. Oddo, serving as co-lead counsel to the public shareholders of the energy company, achieved a \$19 million settlement fund for shareholders – a significant recovery in light of Venoco's dire financial circumstances. Mr. Oddo earned praise from the judge for securing a "good result for all" and noted Robbins Arroyo LLP as "excellent counsel." Mr. Oddo secured a \$5.9 million settlement fund as lead counsel in *In re Star Scientific, Inc. Securities Litig.*, No. 3:13-CV-00183-JAG (E.D. VA July 6, 2015), a securities fraud class action alleging that defendants made materially false and misleading statements regarding one of the company's clinical trials. In *In re PETCO Animal Supplies, Inc. S'holder Litig.*, Lead Case No. GIC 869399 (Cal. Super. Ct.-San Diego Cnty. Mar. 26, 2010), Mr. Oddo helped secure a \$16 million settlement fund for the shareholder class after three years of contentious litigation. At his former firm, Mr. Oddo represented shareholders of eMachines, Inc., in *In re eMachines, Inc. Merger Litigation*, No. 01-CC-00156 (Cal. Super. Ct.-Orange Cnty. July 25, 2007), in challenging the efforts of the company's founder to take the company private. Mr. Oddo's litigation efforts helped secure a \$24 million common fund for shareholders. In the merger and acquisition-related securities class action *In re Electronic Data Systems Class Action Litigation*, Master File No. 366-01078-2008 (Tex. Dist. Ct.-Collin Cnty. Dec. 23, 2008), Mr. Oddo served as lead counsel and challenged the acquisition of Electronic Data Systems Corporation by Hewlett-Packard Company. Mr. Oddo negotiated a pre-closing settlement that secured for Electronic Data Systems shareholders a \$25 million dividend and the disclosure of previously omitted material information concerning the transaction that allowed for an informed shareholder vote.

Prior to joining Robbins Arroyo LLP, Mr. Oddo was a partner at the firm now known as Robbins Geller Rudman & Dowd LLP, where Mr. Oddo was part of a team at the forefront of litigating shareholder claims challenging unfair business combinations. Before entering the legal profession, Mr. Oddo served as Press Secretary to U.S. Representative Robert T. Matsui (D-Cal).

Mr. Oddo received his Juris Doctor in 1994 from the University of San Diego School of Law. During law school, he interned for the Honorable Eugene Lynch, U.S. District Judge in the Northern District of California. Mr. Oddo earned his Master of Science in Journalism from Northwestern University, Medill School of Journalism in 1987, and his Bachelor of Arts from Santa Clara University in 1986. Mr. Oddo is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, the District of Colorado, the Northern District of Illinois, the Southern District of Texas, the Eastern District of Michigan, and the Eastern District of Wisconsin.

**Brian J. Robbins**  
Partner

Mr. Robbins is a co-founder and the managing partner of Robbins Arroyo LLP and oversees the management of the firm and its practice areas. He has committed his entire career to representing shareholders, employees, consumers, and businesses in complex litigation matters. Focusing on shareholder rights litigation, Mr. Robbins has served as lead or co-lead counsel in many complex, multi-party actions across the country on behalf of U.S. and international clients. He has secured hundreds of millions of dollars in monetary recoveries and comprehensive corporate governance enhancements for shareholders and the public corporations in which they have invested.

In *Titan, Inc. Securities Litigation*, No. 04-CV-0676-LAB (NLS) (S.D. Cal. Dec. 20, 2005), Mr. Robbins helped obtain a \$61.5 million recovery, one of the largest securities fraud class action recoveries in San Diego's history, and in *In re Tenet Healthcare Corporation Derivative Litigation*, No. 01098905 (Cal. Super Ct.-Santa Barbara Cty. May 5, 2006), *aff'd*, No. B192252 (Cal. App. Sept. 20, 2007), he helped recover \$51.5 million for Tenet and sweeping corporate governance enhancements and remedial measures. In *In re OM Group, Inc. Derivative Litigation*, No. 1:03-CV-0020 (N.D. Ohio Nov. 10, 2005), Mr. Robbins secured \$29 million for OM Group, the removal of the company's long term chief executive officer, the addition of two shareholder-nominated directors, and other corporate governance reforms, and in *In re Wireless Facilities, Inc. Derivative Litigation*, No. 04-CV-1663-JAH-(NLS) (S.D. Cal. Mar. 30, 2010), Mr. Robbins was instrumental in obtaining the forfeiture of stock and/or stock options back to the company by certain officers, restricted voting rights for certain former officers and directors, monetary reimbursement to the company, and corporate governance reforms, such as the addition of two independent directors to the board and an annual review of the chairman's



performance. Mr. Robbins was also instrumental in achieving an extraordinary settlement on behalf of his shareholder client in *Kloss v. Kerker*, No. 50-2010-CA-018594-XXXX-MB (Fla. Cir. Ct.-Palm Beach Cty. May 27, 2011), which virtually saved vitamin and supplement retailer Vitacost.com, Inc. from bankruptcy and helped to preserve the equity interests of its shareholders.

Mr. Robbins is recognized nationally as a leader in the plaintiffs' bar. He has authored articles in several national publications and speaks to audiences as an authority on securities litigation, corporate governance, and shareholder rights topics. For his leadership and achievements, he has been named a Super Lawyer for the past 11 years (2007–2017), Best of the Bar by *San Diego Business Journal* (2014–2016), and a Top 50 Attorney in San Diego by Super Lawyers (2014, 2016). He was also recognized by Best Lawyers in America for Securities Litigation (2016-2018), and a Top Attorney by *The Daily Transcript* (2015).

Mr. Robbins earned his Master of Laws (LL.M.) in Securities and Financial Regulation from the Georgetown University Law Center in 1998 and received his Juris Doctor from Vanderbilt Law School in 1997. While at Vanderbilt, Mr. Robbins served as research assistant for two corporate and securities law professors: Professor Donald C. Langevoort, former Special Counsel for the U.S. Securities and Exchange Commission in the Office of the General Counsel, and the late Professor Larry D. Soderquist, one of the most respected professors in the field of corporate and securities law. He earned his Bachelor of Arts in Sociology from the University of California, Berkeley in 1993 after only two and a half years of study. Mr. Robbins is licensed to practice law in the State of California and the State of Connecticut, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, the District of Colorado, the District of Connecticut, and the Western District of Texas, as well as the U.S. Courts of Appeals for the Second, Fifth, Sixth, Ninth, and Tenth Circuits.

#### **Ashley R. Rifkin**

Partner

Ms. Rifkin has over 10 years of experience representing clients in complex litigation, including shareholder rights, consumer class actions, and antitrust matters. She has helped achieve significant recoveries for shareholders in connection with securities class actions involving corporate mergers and acquisitions. For example, in *Fuerstenberg v. Mid-State Bancshares*, No. CV 060976 (Cal. Super. Ct.-San Luis Obispo County Oct. 4, 2007), Ms. Rifkin was part of the litigation team that obtained waivers of the "confidentiality" and "no-shop" provisions in the sale agreement, which enabled other suitors to participate effectively in the bidding process. In *In re HCA Inc. Derivative Litigation*, No. 3:05-CV-0968 (M.D. Tenn. Dec. 20, 2007), Ms. Rifkin was part of the litigation team that forced the disclosure of material information to shareholders before they voted on the proposed buyout by a private equity group and founding member.

Ms. Rifkin has litigated shareholder derivative actions on behalf of corporations and shareholders seeking to redress various forms of corporate misconduct including backdating and springloading practices, false and misleading public disclosures, improper Medicare and Medicaid billing practices, claims of off-label marketing, violations of the FCPA, and other state and federal law violations. She has helped achieve considerable monetary recoveries and corporate governance reforms for clients and companies through these actions. In *In re Community Health Systems Inc. Shareholder Derivative Litig.*, No. 3:11-cv-00489 (M.D. Tenn. Jan. 20, 2017), Ms. Rifkin was part of the team that brought shareholder derivative litigation against the officers and directors of Community Health Systems, Inc. alleging that the fiduciaries systematically steered patients into medically unnecessary inpatient admissions when they should have been treated as outpatient. Ms. Rifkin oversaw the extensive document review process and other aspects of discovery. Ms. Rifkin's team obtained a \$60 million cash payment to Community Health and the implementation of extensive corporate governance reforms. In shareholder derivative litigation arising from Motorola Inc.'s publication of allegedly misleading statements regarding its next-generation cell phones and revenue projections, *In re Motorola, Inc. Derivative Litig.*, No. 07CH23297 (Ill. Cir. Ct.-Cook Cnty. Nov. 29, 2012), Ms. Rifkin helped negotiate comprehensive governance reforms that overhauled the company's oversight of financial disclosures and achieved structural reforms that better aligned director and executive compensation with long-term shareholder interests. Ms. Rifkin served alongside a team of plaintiff firms in antitrust litigation involving allegations of conspiracy among private equity firms to rig bids, restrict the supply of private equity financing, fix transaction prices, and divide



up the market for private equity services for leveraged buyouts. *Dahl v. Bain Capital Partners*, No. 1:07-cv-12388 (WGY) (D. Mass. Mar. 17, 2015). The defendants settled for more than \$590 million.

Ms. Rifkin was named a Super Lawyer Rising Star (2015-2016) and to the "Best Young Attorneys in San Diego County" list by *The Daily Transcript* (2011).

Ms. Rifkin received her Juris Doctor in 2006 from Thomas Jefferson School of Law. She graduated *summa cum laude* second in her class, was on the Dean's List, and received the Outstanding Scholastic Achievement Award for the 2004-2005 school year. While in law school, Ms. Rifkin served as a judicial extern for the Honorable David A. Workman in the Los Angeles Superior Court. She also was chief articles editor and notes editor of the *Thomas Jefferson Law Review* and vice president of operations of the Tax Society. Ms. Rifkin graduated from the University of California, Santa Barbara in 2002 with a Bachelor of Arts degree in Psychology. She is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, the District of Colorado, and the U.S. Courts of Appeals for the Ninth and Tenth Circuits.

**Kevin A. Seely**  
Partner

Mr. Seely devotes his practice to representing shareholders, whistleblowers, and consumers in complex derivative, *qui tam*, and class actions throughout the U.S. A tenacious trial lawyer with more than 25 of litigation experience in both the public and private sectors and in criminal and civil fraud prosecutions, Mr. Seely has successfully prosecuted top corporate executives, high-ranking government officials, and corporate entities for a variety of wrongdoing, including theft of government services, bribery, embezzlement, and health care fraud.

Mr. Seely has achieved significant results for his clients. In *In re Community Health Systems, Inc. Shareholder Derivative Litig.*, No. 3:11-cv-00489 (M.D. Tenn. Jan. 20, 2017), serving as plaintiff's co-lead counsel, Mr. Seely and his team were instrumental in obtaining a \$60 million cash payment to Community Health, which is believed to be the largest shareholder derivative recovery in the Sixth Circuit to date, and extensive corporate governance reforms. The firm brought *In re Alphatec Holdings, Inc., Derivative Shareholder Litigation*, No. 37-2010-00058586-CU-BT-NC (Cal. Super. Ct.—San Diego Cnty. Aug. 21, 2014) on behalf of Alphatec Holdings, Inc. to hold the company's fiduciaries responsible for their role in depleting shareholder equity through their self-serving actions. Mr. Seely's efforts resulted in the resignation of several defendant directors and senior executives, and Alphatec's implementation of reforms providing for director independence, greater review and oversight of related party transactions, and enhanced audit committee responsibilities regarding disclosure of company financial information. In shareholder derivative litigation on behalf of Computer Sciences Corporation, *Bainto v. Laphen*, No. A-12-661695-B (Nev. Dist. Ct.—Clark Cnty. Nov. 6, 2013), arising out of senior management and board of directors' breaches of fiduciary duties, Mr. Seely obtained extensive governance enhancements, including personnel changes, implementation of a Global Ethics & Compliance Program, and finance and administration training to strengthen accounting procedures and processes. Mr. Seely's settlement in *In re SciClone Pharmaceuticals, Inc. Shareholder Derivative Litigation*, No. CIV 499030 (Cal. Super. Ct.—San Mateo Cnty. Dec. 13, 2011), was praised by the Honorable Marie S. Weaver as "the most detailed and extensive corporate governance changes I've seen in a derivative settlement," and established consequences to employees for violations of the FCPA and other criminal misconduct. The settlement also created the position of compliance coordinator and a compliance program and code, instituted a due diligence process pertaining to the hiring of all foreign agents and distributors and demanded employee compliance training, established policies for disclosure and clawback of incentive-based compensation for officers in the event of a material restatement of the company's financial statements, and modified the company's whistleblower programs. In *In re ArthroCare Corporation Derivative Litigation*, No. D-1-GN-08-003484 (W.D. Tex.); *Weil v. Baker*, No. 08-CA-00787-SS (W.D. Tex. Dec. 8, 2011), Mr. Seely obtained a substantial monetary recovery for ArthroCare Corporation, as well as the implementation of enhanced internal controls and reforms designed to curtail future corporate misconduct.

Prior to joining Robbins Arroyo LLP, Mr. Seely served as an Assistant U.S. Attorney ("AUSA") in the



U.S. District Court for the Southern District of California where he prosecuted civil fraud claims under the federal False Claims Act. He also served as an AUSA for the Districts of Guam and Northern Mariana Islands, focusing on white collar crime and public corruption matters. In actions filed on behalf of various U.S. federal agencies, Mr. Seely led the investigation, litigation, and negotiation of numerous settlements resulting in the return of millions of dollars to the victims of complex financial, accounting, and contract fraud schemes. Before becoming a federal prosecutor, Mr. Seely was a partner at a prominent commercial litigation law firm with offices in Guam and the Commonwealth of the Northern Mariana Islands.

Mr. Seely has authored articles in leading legal publications on shareholder and consumer rights topics, and was named a Super Lawyer for the past three years (2015–2017).

Mr. Seely received his Juris Doctor in 1992 from the Northwestern School of Law of Lewis & Clark College. While in law school, he was an associate editor of the *Lewis & Clark Law Review*. Mr. Seely graduated *cum laude* from the University of California, Irvine in 1988. He is licensed to practice law in the State of California, the territory of Guam, and the Commonwealth of the Northern Mariana Islands, and he has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, the District of Colorado, the Northern District of Florida, the District of Guam, the Northern and Central Districts of Illinois, the Eastern District of Michigan, the District of the Northern Mariana Islands, and the Western District of Texas, as well as the U.S. District Court of Appeals for the Ninth Circuit.

#### **Craig W. Smith**

Partner

Mr. Smith represents shareholders in derivative and securities fraud class actions. His clients include shareholders invested in the banking and finance, biotechnology, defense, education, information technology, leisure, consumer goods, and pharmaceutical industries. Mr. Smith also serves as the firm's general counsel.

Mr. Smith has led the firm's prosecution of a number of successful actions brought directly on behalf of shareholders and derivatively for the benefit of public corporations. In *In re Fifth Street Corp. Shareholder Derivative Litigation*, Lead Case No. 3:15-cv-01795-RNC (D. Conn. Dec. 13, 2016), Mr. Smith served as lead counsel in shareholder derivative litigation on behalf of Fifth Street to challenge alleged conflicts of interest in Fifth Street's relationship with its investment advisor after certain Fifth Street officers and directors caused the company to make reckless investments and pay excessive fees to inflate the investment advisor's perceived value in advance of its initial public offering. Mr. Smith led the settlement negotiations that resulted in advisory fee reductions worth at least \$30 million and comprehensive corporate governance, oversight, and conflicts management enhancements. Mr. Smith and his team played a leading role in a shareholder derivative suit brought on behalf of Avon Products, Inc., *Pritika v. Jung*, No. 651479/2015 (N.Y. Sup. Ct. May 1, 2015), against certain officers and directors who plaintiffs allege turned a blind eye to bribes made in violation of the FCPA to secure the first foreign direct sales license in China. Mr. Smith led the negotiations that resulted in Avon's agreement to adopt a comprehensive corporate governance and compliance reform program. The *Wall Street Journal* praised the settlement as "a victory for shareholders looking for accountability from the business." Mr. Smith also played a leading role in shareholder derivative litigation brought on behalf of Career Education Corporation against officers and directors who plaintiffs alleged allowed its for-profit schools to falsify job placement and student loan repayment rates, fall short of accreditation standards, and jeopardize access to the Title IV federal student loan funds that account for the lion's share of its revenues. Mr. Smith and his co-counsel in *Alex v. McCullough*, No. 1:12-cv-08834 (N.D. Ill. Dec. 5, 2012); *Bangari v. Lesnik*, No. 1:11-CH-41973 (Ill. Cir. Ct.-Cook Cty. Dec. 11, 2011); and *Cook v. McCullough*, No. 1:11-cv-09119 (N.D. Ill. Dec. 22, 2011), negotiated a global settlement that secured a \$20 million recovery for Career Education, as well as comprehensive board and management-level governance and oversight reforms.

Mr. Smith has played an important role in improving the quality of corporate governance and oversight at pharmaceutical and bio-technology companies. In *In re Forest Labs., Inc., Derivative Litigation*, No. 1:05-cv-03489 (RJH) (S.D.N.Y. Feb. 7, 2012), Mr. Smith secured comprehensive regulatory oversight and compliance reforms to address the fallout resulting from Forest Lab's marketing of Celexa and Lexapro for off-label treatment of pediatric depression — violations that cost Forest Labs more than \$313 million in fines and



sanctions. The reforms included the creation of Chief of Compliance and Chief Medical Officer positions, board oversight and management-level oversight of sales and promotions compliance, comprehensive policies and procedures governing sales and promotional activities, and compliance monitoring programs, including field sampling of interactions with physicians and rigorous reporting procedures and controls. Mr. Smith spearheaded the litigation and settlements in shareholder derivative actions brought on behalf of biotechnology companies, MannKind Corporation, *In re MannKind Corp. Derivative Litigation*, No. 1:11-cv-05003-GAF-SSx (C.D. Ca. June 13, 2011), and CTI BioPharma (f.k.a. Cell Therapeutics), *In re Cell Therapeutics, Inc., Derivative Litigation*, No. 2:10-cv-00564-MJP (W.D. Wash.-Seattle Apr. 1, 2010), that led to their adoption of state-of-the-art clinical trial and disclosure oversight and internal controls programs, following costly mismanagement of clinical trials and publication of misleading disclosures.

Mr. Smith played a leading role in securing best-in-class corporate governance for Motorola, Inc. in shareholder derivative litigation arising from Motorola's publication of misleading statements about prospects for its next-generation cell phones and related revenue projections. *In re Motorola, Inc. Derivative Litigation*, No. 07-CH-23297 (Ill. Cir. Ct.-Cook Cty. Nov. 29, 2012). Mr. Smith was instrumental in drafting and negotiating a comprehensive overhaul of board- and executive-level supervision of financial disclosures, as well as broader corporate governance reforms designed to align director and executive compensation with long-term shareholder interests and to eliminate incentives for executives to manipulate results or withhold negative information from shareholders. As lead counsel in *Monday v. Meyer*, No. 1:10-cv-01838-DCN (N.D. Ohio Aug. 17, 2012), Mr. Smith challenged the KeyCorp Board of Director's handling of an unlawful tax avoidance scheme, which exposed the bank to billions of dollars in back taxes and fines by the IRS. While the case was on appeal, Mr. Smith negotiated corporate governance reforms that strengthened KeyCorp's internal controls and Board oversight over financial transactions and legal/regulatory risk, capital planning, dividends, and stock repurchases. Mr. Smith played a key role in persuading Brocade Communication Systems, Inc.'s Board Special Litigation Committee to prosecute stock option backdating claims against former officers and directors of Brocade. *In re Brocade Communication Systems, Inc., Derivative Litigation*, No. 1:05-cv-041683 (Cal. Super. Ct.-Santa Clara Cty. Jan. 28, 2010). As part of a four-lawyer team, Mr. Smith convinced the Committee to retain the firm as co-counsel to pursue the claims. Brocade recovered tens of millions of dollars and extinguished its obligation to fund the criminal defense of its former CEO.

Mr. Smith was recognized by his peers as a *San Diego Super Lawyer* for three consecutive years (2015–2017).

Before joining Robbins Arroyo LLP, Mr. Smith served for four years as division and regional counsel for UBS Financial Services, Inc., a global financial services company, where he advised management regarding litigation, regulatory, and employment matters arising in the company's Northern Pacific region. Mr. Smith spent the first decade of his career at O'Melveny & Myers LLP, where he defended Fortune 500 companies and professional services firms in securities fraud class actions, shareholder derivative litigation, SEC investigations and enforcement actions, and professional malpractice and business tort matters. Mr. Smith served for five years on O'Melveny & Myers' firm-wide Pro Bono Committee.

Mr. Smith earned his Juris Doctor in 1992 from Yale Law School. At Yale, he externed for the U.S. Attorney's Office in New Haven, Connecticut. Mr. Smith graduated with highest honors in Political Science and highest distinction in Letters and Science from the University of California, Berkeley in 1988, and was initiated into Phi Beta Kappa as a junior. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, as well as the U.S. Courts of Appeals for the First, Sixth, and Ninth Circuits.

## OF COUNSEL

### **Nichole T. Browning** Of Counsel

Ms. Browning has spent her career representing clients in a range of complex litigation matters, including corporate merger and acquisition class actions, shareholder derivative actions, securities fraud class actions,



consumer class actions, and antitrust litigation. She has handled all aspects of case management from inception through trial and appeals. Ms. Browning also assists the firm's cases through the settlement process.

Prior to joining the firm, Ms. Browning was a senior associate at the San Francisco office of Barroway Topaz Kessler Meltzer & Check, LLP, where she represented shareholders throughout the U.S. in complex litigation involving securities fraud class actions and shareholder derivative actions. For example, Ms. Browning acted as co-lead counsel in *In re Atmel Corp. Derivative Litigation*, No. 5:06-cv-4592-JF (N.D. Cal. Aug. 13, 2010), a shareholder derivative action involving stock option backdating. The case ultimately secured \$9.65 million for the company and the implementation of significant corporate governance reforms, including a strengthened process for granting and documenting the issuance of employee stock option awards and enhanced independence of the board of directors. Ms. Browning also played an instrumental role in *In re Apple Computer, Inc. Derivative Litigation*, No. C-06-04128 (N.D. Cal. Nov. 10, 2008), a shareholder derivative action involving stock option backdating. Ms. Browning helped prosecute plaintiffs' claims and supported team efforts that recovered \$14 million and prompted Apple to implement cutting edge corporate governance practices. Earlier in her career, Ms. Browning worked for preeminent Atlanta-based firms prosecuting and defending complex litigation, including securities fraud and antitrust class actions.

Ms. Browning has authored publications including *Reducing FCPA Exposure*, The Recorder, June 25, 2012, together with Kevin A. Seely and Gina Stassi; *Understanding the Shareholder Bill of Rights*, Law360, Nov. 10, 2009; and *Private Securities Litigation Reform Act of 1995 (PSLRA) Update*, Institute of Legal Education of Georgia, Nov. 2000, together with Martin D. Chitwood.

Ms. Browning received her Juris Doctor in 1997 from American University, Washington College of Law. While in law school, Ms. Browning studied at Emory University School of Law in Atlanta, Georgia, and the Universidad Diego Portales in Santiago, Chile. She graduated from Emory University in 1994 with a Bachelor of Arts in Psychology. Ms. Browning is licensed to practice law in the State of California and the State of Georgia, and has been admitted to the U.S. District Courts for the Northern and Central Districts of California and the Northern District of Georgia, as well as the U.S. Courts of Appeals for the Second and Ninth Circuits.

**Marc M. Umeda**  
Of Counsel

Mr. Umeda co-founded the law firm and has practiced complex litigation throughout his legal career. He has successfully prosecuted shareholder derivative and securities class actions across the country on behalf of his shareholder clients, achieving multi-million dollar monetary recoveries, including one of the largest monetary settlements ever in a shareholder derivative action, and securing corporate governance improvements at some of the country's most well-known companies.

Mr. Umeda has served as lead counsel on numerous cases that obtained significant results for shareholders and corporations, such as *Staeher v. Walter*, No. 02-CVG-11-0639 (Ohio Ct. C.P.-Del. Cnty. Dec. 17, 2007) (\$70 million for Cardinal Health), *In re Nicor, Inc. S'holder Derivative Litig.*, No. 02 CH 15499 (Ill. Cir. Ct.-Cook Cnty. Mar. 29, 2005) (\$33 million for the company and personnel changes against the company's executive officers and board of directors), and *In re Sanmina-SCI Corporation Shareholder Derivative Litigation*, No. 1:06-CV-071786 (Cal. Super. Ct.-Santa Clara May 15, 2009) (nearly \$16.8 million to the company from the defendants and numerous corporate governance reforms, including stricter stock option plan policies). In *In re Brocade Communications Systems, Inc. Derivative Litigation*, No. 1:05-cv-041683 (Cal. Super. Ct.-Santa Clara Cnty. Jan. 28, 2010), Mr. Umeda served as lead counsel in shareholder derivative litigation arising out of a multi-year criminal stock option backdating scheme and led the firm in preventing an inadequate settlement that would have released defendants for no money to the company, even as the U.S. government pursued and ultimately obtained criminal convictions against the responsible executives. The firm was eventually retained by the company to assist in prosecuting its claims against certain former officers and directors.

Mr. Umeda has been named a Super Lawyer every year since 2009, and his leadership and dedication to shareholder causes has also drawn recognition from judges, such the Honorable Mark R. Forcum of the Superior Court of California, County of San Mateo, who has observed that Mr. Umeda is "an excellent lawyer"



who is committed "to do the best possible job he can for [his client]."

Mr. Umeda earned his Juris Doctor in 1998 from the University of San Diego School of Law, where he was a member of the *San Diego Law Review*. Mr. Umeda graduated from the University of California, Berkeley in 1994 with a Bachelor of Arts in Political Science. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California and the District of Colorado, as well as the U.S. Courts of Appeals for the Second, Third, Fourth, Seventh, and Ninth Circuits.

## ASSOCIATES

### **Jonathan D. Bobak**

Associate

Jonathan Bobak is a member of the new matters practice group, where he focuses on researching and evaluating potential new cases and legal theories for liability and recovery, drafting complaints for clients, and identifying new business opportunities.

Before joining Robbins Arroyo LLP, Mr. Bobak worked as a law clerk for a boutique San Diego law firm. Prior to entering law school, Mr. Bobak was a Lieutenant in the U.S. Navy, last serving as Training Officer aboard the guided-missile destroyer USS Milius, where he supervised and coordinated all training programs and events for a crew of over 240 personnel.

Mr. Bobak received his Juris Doctor degree from the University of San Diego School of Law, where he completed a concentration in business and corporate law. While in law school, Mr. Bobak served as comments editor of the *San Diego International Law Journal*, and as a judicial extern for the Honorable Mitchell D. Dembin of the U.S. District Court for the Southern District of California and the Honorable Alan G. Lance, Sr. of the U.S. Court of Appeals for Veterans Claims. Mr. Bobak graduated from Miami University with a Bachelor of Arts degree in International Studies and German.

### **Eric M. Carrino**

Associate

Eric M. Carrino focuses his practice on representing individual and institutional shareholders in complex securities litigation addressing unfair mergers and acquisitions, securities fraud, and excessive fees charged by mutual fund advisors.

First joining the firm in 2011, Mr. Carrino worked as a client relations specialist before attending law school. In that role, he developed a passion for protecting the rights and interests of shareholders by working closely with the firm's clients and supporting the firm's Stock Watch program.

Mr. Carrino is a member of the Association of Business Trial Lawyers, the Honorable William B. Enright American Inn of Court, and the Public Justice Foundation.

Mr. Carrino holds a Juris Doctor degree from the University of San Diego School of Law with a concentration in corporate and securities law. He graduated *cum laude* and was the recipient of the Law Faculty Honor Scholarship, the Faculty Outstanding Scholar Award, and the CALI Award for Corporate Deals, among others. While in law school, he was a member of the *San Diego Law Review* and clerked for a Los Angeles-based aviation and aerospace law firm, as well as for Robbins Arroyo LLP. Mr. Carrino graduated *cum laude* from the University of California, Los Angeles with a Bachelor of Science degree in Political Science. He is licensed to practice in the State of California, and has been admitted to the Southern District of California and Eastern District of Wisconsin.



**Lindsey Herzik**

Associate

Lindsey Herzik represents clients in shareholder rights litigation. Prior to joining Robbins Arroyo LLP, Ms. Herzik worked at a full service law firm in Phoenix, Arizona, where she gained litigation experience in a wide range of practice areas and honed her drafting, discovery, and negotiation skills. Ms. Herzik also completed a clerkship for the Honorable Diane Humetewa in the U.S. District Court for the District of Arizona.

Ms. Herzik earned her Juris Doctor degree from University of San Diego School of Law, where she graduated *magna cum laude*. While in law school, Ms. Herzik was comments editor of the *San Diego Law Review*, served as a judicial extern for the Honorable Gonzalo P. Curiel in the U.S. District Court, Southern District of California, and was a research assistant to Professor Herbert Lazerow. Ms. Herzik received her Bachelor of Arts in Journalism from Loyola University Chicago, where she graduated *cum laude*. She is licensed to practice law in the State of California and the State of Arizona, and has been admitted to the Northern District of California and the District of Arizona.

**Leonid Kandinov**

Associate

Leonid Kandinov represents individual and institutional investors and consumers in complex litigation. His practice areas include shareholder rights, securities fraud, consumer protection, and antitrust matters.

Mr. Kandinov currently serves the firm primarily in a business development capacity. Combining his depth of knowledge and passion for shareholder rights law with his approachable demeanor, Mr. Kandinov is the first point of contact for the firm's clients, educating clients about the litigation process and evaluating potential new cases. Prior to this role, Mr. Kandinov served for three years in Robbins Arroyo LLP's new matters group, where he researched and evaluated factual and legal theories for liability and recovery and drafted complaints for clients. For his efforts, Mr. Kandinov was recognized as a Super Lawyer Rising Star (2016-2017).

Mr. Kandinov earned his Juris Doctor degree from the University of California at Davis School of Law, where he completed the Public Service Law Program. He received the Witkin Award for Academic Excellence in Accounting for Lawyers and was an associate editor for the *Business Law Journal*. He also served as a judicial extern for the Honorable Ronald H. Sargis at the U.S. Bankruptcy Court in the Eastern District of California and as a law clerk for the U.S. Attorney's Office, Southern District of California. Mr. Kandinov was also a summer associate and investigative analyst at Robbins Arroyo LLP. Mr. Kandinov graduated summa cum laude with a Bachelor of Arts in Political Science from San Diego State University and was Valedictorian of his class. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California, and the U.S. Court of Appeals for the Ninth Circuit. Mr. Kandinov is fluent in Russian.

**Steven M. McKany**

Associate

Steven M. McKany dedicates his practice to representing plaintiffs in complex litigation, including shareholder derivative actions, consumer class actions, and antitrust litigation. Prior to joining Robbins Arroyo LLP, Mr. McKany was an associate at a boutique firm where he represented clients in a variety of matters, including complex construction defect, personal injury, and medical malpractice. Mr. McKany also worked for a law firm specializing in complex class and private actions related to shareholder derivative and securities litigation.

Mr. McKany earned his Juris Doctor degree from Saint Louis University School of Law, where he graduated *cum laude*. During law school, Mr. McKany served as a legal intern for the Missouri State Public Defender and San Diego Public Defender's Office. Mr. McKany earned his Bachelor of Arts degree from San Diego State University. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, Southern, and Eastern Districts of California, and the District of Colorado.



**Michael J. Nicoud**  
Associate

Mr. Nicoud dedicates his practice to representing plaintiffs in complex litigation, including shareholder derivative actions, securities class actions, antitrust actions, and consumer class actions. He has litigated cases involving antitrust violations, accounting fraud, insider trading, false and misleading statements, and other types of fiduciary misconduct at public companies. Mr. Nicoud served as an integral part of the litigation team in *In re Gas Natural Inc.*, 1:13-cv-02805 (N.D. Ohio Apr. 17, 2017), a shareholder derivative action against the company's Chief Executive Officer and Chairman of the Board, among others, for breach of fiduciary duty, waste of corporate assets, unjust enrichment, insider trading, and violations of the Securities and Exchange Act for materially false and misleading statements in the company's proxies, after the Public Utilities Commission of Ohio uncovered conduct "rife with self-dealing" and a "negligence of senior management ... to their fiduciary duties and responsibilities, the failure to enforce internal controls, ... and the functional absence of responsible persons serving in management positions..." Mr. Nicoud's efforts in drafting the amended complaint led the court to appoint Robbins Arroyo LLP as lead counsel, and his drafting skills were instrumental in persuading the court to deny defendants' motion to dismiss. After extensive discovery efforts, and multiple mediations, defendants agreed to remove the Chairman of his directorship, added new, independent leadership to the board, and addressed the internal control deficiencies that caused the company to be the subject of regulatory scrutiny for years. Mr. Nicoud served on the team that brought shareholder derivative litigation against the officers and directors of Community Health Systems, Inc., *In re Community Health Systems, Inc. Shareholder Derivative Litig.*, No. 3:11-cv-00489 (M.D. Tenn. Jan. 20, 2017), alleging that the fiduciaries systematically steered patients into medically unnecessary inpatient admissions when they should have been treated as outpatients. Mr. Nicoud's efforts included deposing a dozen individuals, including CEOs, other C-suite executives, and corporate representatives, and other discovery responsibilities. After five years of contentious litigation, the case settled for a \$60 million cash payment to Community Health and the implementation of extensive corporate governance reforms.

Prior to joining Robbins Arroyo LLP, Mr. Nicoud concentrated on business litigation at a San Diego based firm, where he worked on several trials, arbitrations, and mediations in cases before state and federal courts.

Mr. Nicoud co-authored *Fee-Shifting after ATP Tour*, ABA Securities Litigation Newsletter, June 9, 2015, with George Aguilar, and *Amex Oral Arguments Reveal Hope for Consumers*, Law360, August 27, 2013, with Kevin A. Seely. Mr. Nicoud is a member of the Honorable J. Clifford Wallace American Inn of Court, and was honored as a Super Lawyer Rising Star (2016-2017) for his work on behalf of shareholders and consumers.

Mr. Nicoud received his Juris Doctor degree from the University of Colorado Law School. While in law school, Mr. Nicoud served as an intern at the San Diego Public Defender's Office, as an editor of the *Colorado Journal of International Environmental Law and Policy*, as president of the Student Trial Lawyers Association, and was on the Moot Court Board. As a member of the mock trial team, he earned a best advocate award at the national level, and received the Melanie Ruth Vogl Memorial Scholarship for Outstanding Trial Advocacy. Mr. Nicoud received his Bachelor of Science in Environmental Science, with honors, from the University of Calgary in Alberta, Canada. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Court for the Northern District of California, the District of Colorado and the Central District of Illinois, as well as the U.S. Court of Appeals for the Ninth Circuit.

**Shane P. Sanders**  
Associate

Mr. Sanders represents individual and institutional investors in shareholder derivative actions, securities fraud class actions, and mergers and acquisitions actions. He has helped prosecute shareholder litigation that recouped millions of dollars from fraudulent corporate officers and secured the implementation of extensive corporate governance reforms at public corporations. In so doing, Mr. Sanders has successfully opposed numerous dispositive motions, including motions based on demand futility.

Mr. Sanders helped litigate shareholder derivative litigation on behalf of Fifth Street Finance Corp., *In re Fifth*



*Street Finance Corp. Shareholder Derivative Litigation*, Lead Case No. 3:15-cv-01795-RNC (D. Conn. Dec. 13, 2016), based on allegations that the company's officers and directors caused Fifth Street to pursue reckless asset growth strategies, employ aggressive accounting and financial reporting practices, and pay excessive fees to its investment advisor to inflate the investment advisor's perceived value in advance of its initial public offering. Mr. Sanders was instrumental in the discovery efforts and settlement negotiations and mediations, and helped secure an outstanding settlement for Fifth Street and its stockholders, including advisory fee reductions worth at least \$30 million to Fifth Street, and comprehensive corporate governance, oversight, and conflicts management enhancements to substantially improve the compliance control environment at Fifth Street and reduce the likelihood of a recurrence of similar wrongdoing in the future. Mr. Sanders was the lead associate in *In re Koss Corporation Shareholder Derivative Litigation*, No. 10-CV-2422 (Wis. Cir. Ct.-Milwaukee Cnty. Sept. 22, 2011), a shareholder derivative action that involved the theft of tens of millions of dollars from the company by one of its executive officers. In that case, Mr. Sanders and his fellow counsel defeated defendants' motion to dismiss based on demand futility and negotiated a settlement that provided for the implementation of extensive corporate governance changes, including the separation of the positions of chairman of the board of directors, chief executive officer, and chief financial officer; the appointment of a lead independent director; enhanced accounting and audit functions; and the implementation of a plan requiring the reimbursement of excess incentive-based compensation in the event of a financial restatement. In *In re Fossil, Inc. Derivative Litigation*, No. 3:06-cv-01672-F (N.D. Tex. July 6, 2011), Mr. Sanders supported a team in multi-year derivative litigation that achieved a settlement securing \$8.6 million payment for Fossil from individual defendants and industry leading corporate governance reform, such as declassifying the election of directors to the board. Mr. Sanders was the lead associate in *Paschetto v. Shaich*, No. 08-SL-CC00805 (Mo. Cir. Ct.-St. Louis Cnty. April 8, 2011), a shareholder derivative action on behalf of Panera Bread Company in which Mr. Sanders helped the firm defeat defendants' motion to dismiss based on demand futility and negotiate a settlement that provided substantial benefits to the company and its shareholders. In *In re Vitesse Semiconductor Corporation*, No. Civ240483 (Cal. Sup. Ct.-Ventura Cnty. Oct. 17, 2008), Mr. Sanders was part of a team that achieved the return of more than \$13 million from company insiders and valuable corporate governance improvements. In *In re Ligand Pharmaceuticals, Inc. Derivative Litigation*, No. GIC834255 (Cal. Super. Ct.-San Diego Cnty. Oct. 12, 2006), Mr. Sanders supported a team that persuaded the court that demand on the board of directors was futile and subsequently defeated all of defendants' other motions, and helped obtain a \$14 million payment to the corporation and significant corporate governance improvements for the company.

For his achievements, Mr. Sanders was recognized by his peers as a Super Lawyer Rising Star (2015).

Mr. Sanders received his Juris Doctor degree in 2004 from the University of San Diego School of Law. While in law school, Mr. Sanders served as a law clerk at the San Diego County Public Defender's Office, and he was a member of the Association of Trial Lawyers of America and USD's Sports and Entertainment Law Society. He also participated in USD's Thorsnes Closing Argument Competition and Senior Honors Moot Court Competition, receiving among the highest marks for his written briefs. Mr. Sanders graduated from the University of California, Santa Barbara in 2001 with a Bachelor of Arts degree in Sociology. He is licensed to practice law in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California and the District of Colorado, as well as the U.S. Courts of Appeals for the First, Second, and Ninth Circuits.

#### **Scott F. Templeton**

Associate

Scott F. Templeton is a member of the new matters practice group and focuses his practice on evaluating and initiating shareholder rights actions on behalf of investor clients. Mr. Templeton has extensive experience in drafting complaints, motions, settlement documents, and other pleadings in the prosecution of complex civil litigation, including shareholder derivative actions addressing fiduciary misconduct, stock option backdating, insider trading, and other unlawful activities impacting investors. Drawing on his engineering background, Mr. Templeton has been instrumental in assisting shareholders pursue technology-related claims against wrongdoers.



Mr. Templeton earned his Juris Doctor degree from the University of San Diego School of Law. While in law school, he studied International Intellectual Property Law and International Negotiations at the British Institute of Florence in Florence, Italy. Mr. Templeton also clerked for a local plaintiff's civil litigation firm. Mr. Templeton graduated from the University of California at San Diego with a Bachelor of Science degree in Electrical Engineering Circuit Design. He is licensed to practice in the State of California, and has been admitted to the U.S. District Court for the Southern District of California.

**David W. Uris**

Associate

David Uris concentrates his practice on representing individual and institutional shareholders in complex securities litigation addressing unfair mergers and acquisitions, securities fraud, and excessive fees charged by mutual fund advisers.

Mr. Uris has worked for law firms throughout Pennsylvania, Los Angeles, and San Francisco, representing both plaintiffs and defendants, and has litigated matters ranging from patent infringement, to ERISA claims, to mass tort pharmaceutical litigation. Just prior to joining Robbins Arroyo LLP, Mr. Uris worked in the Derivative/Takeover Department of a national plaintiff's law firm where he gained extensive experience in shareholder rights litigation.

Mr. Uris received his Juris Doctor degree from Santa Clara University School of Law. While in law school, he served as the technical editor of the *Santa Clara Law Review*. Mr. Uris graduated from the University of California, Santa Barbara with a Bachelor of Arts degree in Law & Society. While at Santa Barbara, Mr. Uris played NCAA baseball.

**Steven R. Wedeking**

Associate

Steven Wedeking has spent most of his legal career representing the interests of plaintiff clients, and currently concentrates his practice on shareholder rights litigation.

Mr. Wedeking first joined Robbins Arroyo LLP in 2005 as a law school graduate. Mr. Wedeking then decided to strike out on his own and spent 12 years representing plaintiffs in personal injury and eviction matters. Mr. Wedeking has substantial litigation experience, handling cases from inception through trial. He has conducted arbitrations, mediations, and settlement negotiations.

Mr. Wedeking earned his Juris Doctor degree at the University of San Diego School of Law. While in law school, Mr. Wedeking served on the San Diego Law Review, won Best Team in the 2004 ATLA Intramural Mock Trial Competition, and clerked for the Office of General Counsel of the Department of the Navy. Upon graduation, Mr. Wedeking was presented with the 2004 International Academy of Trial Lawyers Award for Excellence in Advocacy and Procedure. Mr. Wedeking received his Bachelor of Arts degree from the University of Texas. He is licensed to practice in the State of California, and has been admitted to the U.S. District Courts for the Northern, Central, and Southern Districts of California.