Robbins Geller Rudman & Dowd LLP

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Plaintiffs Reach "Landmark" Settlement in Case Against Rating Agencies and Morgan Stanley on the Eve of Trial

Once again, Robbins Geller has proven its ability to litigate a case against well-heeled corporate wrongdoers up to the eve of trial in order to maximize recovery for defrauded investors.

On April 26, 2013, plaintiffs inked what *Reuters* called "a landmark" settlement with the credit rating agencies, Standard & Poor's and Moody's, and Morgan Stanley stemming from fraudulent ratings assigned to bonds issued by the Cheyne and Rhinebridge Structured Investment Vehicles (or SIVs). Robbins Geller, on behalf of 14 individual plaintiffs, including **Abu Dhabi Commercial Bank**, **Gulf Investment Bank**, **King County**, **Washington**, **SEI Investments Company**, **Commerzbank AG** and the **State Board of Administration of Florida**, vigorously prosecuted the litigation for nearly five years before reaching the remarkable settlement two weeks before trial.

After being filed in 2008, the case heated up in September 2009 when United States District Court for the Southern District of New York Judge Shira Scheindlin denied the rating agencies' and Morgan Stanley's motions to dismiss the action, rejecting the vaunted First Amendment defense the rating agencies previously enjoyed concerning their credit ratings. Judge Scheindlin found that because the ratings assigned to the Cheyne vehicle were the result of collaboration between the rating agencies and Morgan Stanley, and because the Cheyne notes were sold to a limited group of qualified investors, the ratings were not protected speech immune from suit under the First Amendment. Judge Scheindlin later applied the same ruling in the Rhinebridge action.

Thereafter, Robbins Geller attorneys, led by partners **Daniel S. Drosman** and **Luke O. Brooks** and associate **Darryl J. Alvarado**, embarked on over two years of hard-fought discovery. Although the rating agencies and Morgan Stanley resisted producing documents at every turn, the Robbins Geller team pressed on, filing more than 30 motions to compel and obtaining reams of damning evidence. Robbins Geller attorneys also took more than 30 depositions, many in London where the Cheyne and Rhinebridge vehicles were rated by the credit rating agencies' European divisions.

In August 2012, Robbins Geller notched another significant victory when Judge Scheindlin issued a landmark opinion denying the rating agencies' and Morgan Stanley's motions for summary judgment, clearing the way for a trial on the merits. In denying defendants' motions, the court cited much of the substantial evidence of malfeasance by each of the defendants unearthed by Robbins Geller in discovery. For example, in an email, a lead analyst for Moody's observed that there was "no actual data backing the current model assumptions" on the Cheyne deal. Similarly, Standard & Poor's chief credit officer for structured finance testified that the model used to rate Cheyne's and Rhinebridge's underlying assets was only marginally more accurate than "if you just simply flipped a coin." Before the Cheyne SIV was created, a Standard & Poor's analyst wrote in an email: "I had difficulties explaining 'HOW' we got to those numbers since there is no science behind it." *Reuters* emphasized that "through discovery, Robbins Geller uncovered hot documents – even more than the rating agencies produced to Congress – that helped investors withstand defense requests for summary judgment."

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Largest Mortgage-Backed Securities Recovery of $500 Million Obtained in *Countrywide*

In April, Robbins Geller secured a $500 million cash settlement for investors in Countrywide mortgage-backed securities. The settlement represents the largest mortgage-backed securities ("MBS") class action settlement in history and marks the closing of nearly six years of hard-fought litigation.

Lead plaintiffs in this action included two state pension funds – **Vermont Pension Investment Committee** and **Maine State Retirement System** – three union pension funds – **Pension Trust Fund for Operating Engineers**, **Operating Engineers Annuity Plan** and **Washington State Plumbing & Pipefitting Pension Trust** – a financial institution (**Mashreqbank, P.S.C.**), and an individual plaintiff, David H. Luther. Plaintiffs alleged that Countrywide, along with various Wall Street banks, packaged billions of dollars' worth of MBS with defective Countrywide loans and sold them to plaintiffs and class members. Although the securities that pooled the loans were rated investment grade (A to AAA), in reality they were "junk" and held massive amounts of defective loans. When the risky loans started to fail, the value of the MBS plummeted, and the ratings on the securities were downgraded below investment grade.

Robbins Geller lawyers' hard work and tenacity in this action have resulted in the largest MBS class action recovery to date – half a billion dollars recovered from defendants. Robbins Geller initially filed the case as a class action in California state court and alleged that defendants issued $350 billion of MBS certificates through 430 offerings tied to registration statements and prospectus supplements that materially misrepresented the underwriting standards and loan origination practices used in originating the underlying mortgages.

Robbins Geller fought hard to keep the action in state court, opposing defendants' jurisdictional challenges and repeated removals. The United States Court of Appeals for the Ninth Circuit and the California Court of Appeal each time vindicated plaintiffs' right to bring their Securities Act claims in state court – a tremendous victory. Eventually, however, the action landed in federal court for good when defendants removed the action a third time in 2012, based on federal bankruptcy jurisdiction, and the district court denied plaintiffs' motion to remand.

The landscape of MBS litigation is riddled with challenges, particularly concerning the scope of the class an MBS plaintiff can pursue, and the ability of a plaintiff to "toll" the statute of limitations for others. The court that was assigned this action applied a restrictive view, paring down the scope of the action to only the 58 tranches purchased by plaintiffs out of 9,000 tranches issued in the 430 offerings. Had Robbins Geller not achieved a reversal of the state trial court's dismissal of the claims, there would have been no recovery for any meaningful class of plaintiffs in this or any Countrywide MBS action. Robbins Geller's lawyers, however, forged their way through the complex litigation in state and federal court and achieved this enormously favorable result, bringing closure to Robbins Geller's clients and the class.

"This was an incredible recovery for our clients, and was the result of the hard work by our team of lawyers. The defendants paid a substantial sum to settle the cases because of our ability to prepare the case and send it to trial, if necessary," said **Spencer A. Burkholz**, a partner at Robbins Geller.

Robbins Geller attorneys **Spencer A. Burkholz**, **Scott Saham**, **Thomas E. Egler** and **Ashley M. Robinson** were responsible for obtaining this historic settlement on behalf of the settlement class.

The settlement resolves *Luther, et al. v. Countrywide Financial Corporation, et al.*, No. 2:12-cv-05125-MRP (MANx) (C.D. Cal.); *Western Conf. of Teamsters Pension Trust Fund, et al. v. Countrywide Financial Corporation, et al.*, No. 2:12-cv-05122 MRP (MANx) (C.D. Cal.); and *Maine State Retirement System, et al. v. Countrywide Financial Corporation, et al.*, No. 2:10-cv-00302 MRP (MANx) (C.D. Cal). This settlement is still awaiting approval by the court. ■

This Year's Must-Attend Conference for Public Fund Representatives

September 17-19, 2013 ▪ The Resort at Pelican Hill ▪ Newport Coast, California

This September, representatives from public funds across the country and the world will gather in beautiful Southern California to share new tools critical to help create a future that includes robust oversight and accountability in corporate practice and financial markets.

President Bill Clinton

James Carville

Chesley (Sully) Sullenberger

The three days of informative panel sessions will permit attendees to hear analyses from corporate governance thought-leaders, share their experiences, and enjoy networking opportunities centered around the natural beauty of the California coast.

The emergence of new and stronger investor advocates is a positive development resulting from the financial crisis. Public funds are partnering with investor advocates to reclaim their power to repair and strengthen the investment climate by taking increasingly active roles in monitoring corporate malfeasance, reforming dysfunctional corporate boards, and safeguarding investor assets for the benefit of plan participants.

In furtherance of their mission, GMI Ratings will host the fifth annual Future of Corporate Reform Public Funds Forum from September 17-19 at The Resort at Pelican Hill in Newport Coast, California. Sponsors of the conference include Robbins Geller Rudman & Dowd LLP, the premier plaintiffs' securities litigation firm, and class-action administration experts Gilardi & Co. LLC. The exclusive conference sessions are designed to give representatives of public pension systems the knowledge and tools to help repair the markets, reshape corporate reform, and create and protect long-term value.

Opening remarks will be given by Robert A.G. Monks, referred to by *The Economist* and *Fortune* magazines as the leading shareholder activist and governance advocate in the world. The keynote address will be given by President Bill Clinton. Panel leaders, including California State Treasurer Bill Lockyer, corporate governance expert Nell Minow, GMI Ratings' Chairman Richard A. Bennett, and shareholder litigation expert Darren J. Robbins, will explore a variety of issues of keen interest to public fund representatives. Other notable speakers include, but are not limited to, James Carville, political commentator, consultant and media personality; Jonathan Feigelson, Senior Managing Director, General Counsel and Head of Corporate Governance at TIAA-CREF; Michelle Edkins, Managing Director, Global Head of Corporate Governance and Responsible Investment at BlackRock; Keith Ambachtsheer, Director, Rotman International Centre for Pension Management, Rotman School of Management, University of Toronto; and Chesley (Sully) Sullenberger, "Miracle on the Hudson" pilot and best-selling author.

For representatives of public funds such as executive directors, chief executives, administrators, general counsel, public officials, investment officers, finance officers, fund trustees, and corporate governance officers, the fifth annual Public Funds Forum is once again likely to be this year's must-attend conference. Participants and speakers alike will develop new contacts and exchange views while taking advantage of networking activities, including themed dinners, golf, a culinary class, and a boat tour of Newport Harbor.

For the most current information about the conference agenda and to register, please visit www.GMIconferences.com. ■

News Brief

Robbins Geller Partners Named as Two of the Top 500 Lawyers

Darren J. Robbins

Paul J. Geller

Darren J. Robbins and **Paul J. Geller**, co-founders of Robbins Geller Rudman & Dowd LLP, were both named to *Lawdragon's* recently published list of the 500 Leading Lawyers in America. According to the legal publication, attorneys were selected "after an intense vetting process in which more than 25,000 lawyers were considered." The eighth annual guide is "the only guide that includes equally plaintiff and defense lawyers, litigators and dealmakers, jurists and academicians."

Robbins previously received the *Lawdragon* award in 2010 and 2011. He was also recognized as one of *The American Lawyer's* Young Litigators 45 and Under, and also named Attorney of the Year by *California Lawyer* in 2004 for his role as lead counsel in *In re Hanover Compressor Securities Litigation*, which resulted in a significant recovery for shareholders and landmark corporate governance reforms.

Geller receives the *Lawdragon* honor for the fourth time. Rated AV by Martindale-Hubbell (the highest rating available) and twice named one of the nation's top "40 Under 40" by *The National Law Journal*, Geller has served as lead or co-lead counsel in a majority of the securities class actions that have been filed in the southeastern United States in the past several years. Throughout his career, Geller has remained deeply committed to legal remedies that result in better corporate governance reforms.

Commented Geller, "We are honored to be recognized, but it would be wrong to consider this an individual distinction. Every case we bring is litigated by a team of lawyers, paralegals, accountants, investigators and the best staff around. The successes that Darren and I have achieved for our clients result directly from the teams we have. We don't prosecute these cases alone." ■

Environmental, Social and Governance Factors and Portfolio Performance

For decades, institutional investors throughout North America and Europe have been advocating improvements to the environmental, social and governance (or "ESG") characteristics of publicly traded companies, in the belief that doing so will improve the long-term performance of their portfolios. Many investors also incorporate ESG factors into their security selection processes. In fact, according to the Global Sustainable Investment Association, a network linking the professional associations for responsible investment in Europe, Canada, the United States, Asia, and Australasia, US$13.6 trillion is currently invested using some kind of ESG factor for portfolio construction, corporate engagement, or both. This represents 21.8% of assets under management in the regions studied, with the proportion being higher in Europe (where almost half of all invested assets are subject to ESG strategies) and lower in the United States (where only 11% are). So what effect is all this activity having on performance? Academic research has reached several conclusions on the subject.

- There is a consensus that, on average, ESG portfolios perform comparably to conventional ones. However, it is important to realize that this is the result you get if you lump together a huge variety of ESG strategies and products.
- When you look at the research in a more disaggregated way, there is evidence that managers who focus intensively on ESG often outperform their peers. For example, this was found for funds run by ESG specialist firms in the United States in 1997-2005, and by a study of Islamic funds run by specialists in Islamic countries.
- A large majority of studies also find that strong ESG performance by a company contributes to increased firm value in some way, whether that is measured by operational performance, stock valuation, or both.
- The practical impact of ESG varies with an investor's time horizon. Operational performance may be strong for some time before it is recognized by the market, and operational weaknesses may take some time to impact security prices, which are also influenced by many other factors. For these reasons, the value of ESG factors is typically seen in the medium term, and not necessarily in quarterly results.
- ESG strategies do not necessarily impair diversification. Some people still think that ESG means screening out large percentages of certain industries, but this is usually not the case. Many investors use a "best in class" approach to ESG, ranking companies relative to each other but including all industries. Moreover, even when investors do require certain absolute ESG standards for all investments, research has shown that at least in developed economies, the market of available securities is deep enough for these screens to have little diversification impact. In addition, a number of studies have found that stocks with good ESG profiles are less volatile, even after accounting for market cap and other factors. This may decrease portfolio risk.
- When it comes to particular ESG metrics, a number of studies covering the period from the mid-90s to the early 2000s have connected stock price outperformance to factors including employee relations, energy efficiency, sexual orientation nondiscrimination, and corporate governance quality.
- Other recent studies suggest that many of these factors are increasingly being recognized by the market. As a result, some investors seeking active return are shifting their focus to anticipating changes in ESG performance. In addition, inefficiencies clearly remain in the way the market assesses management quality. This is demonstrated by the many corporate crises and scandals that we see having a large stock price impact, although they could have been foreseen through ESG analysis.
- Investors often use ESG metrics in an industry-specific way: environmental issues will be more important to energy-intensive or highly polluting industries, and labor issues more critical for retailers or manufacturers. Companies with a higher consumer-facing profile will be more sensitive to headline and reputational risk. Some issues, however, particularly on the governance side, are largely the same across industries, because they are core questions of management quality.

For more information and for citations to the academic studies mentioned above, readers can consult *Ten Things to Know about Responsible Investment and Performance*, a report released in 2011 by GMI Ratings, the ESG research firm I co-founded. The document is publicly available at http://www3.gmiratings.com/home/2011/03/10-things-to-know-about-responsible-investment-and-performance/. Another good resource is *Sustainable Investing*, a literature review produced by Deutsche Bank Climate Change Advisors in 2012, avaialble at http://www.dbcca.com/dbcca/EN/_media/Sustainable_Investing_2012.pdf.

Robert A.G. Monks
Co-Founder, GMI Ratings

Robert A.G. Monks, a leading authority on corporate governance, is the co-founder of GMI Ratings, an investment research firm specializing in ESG data. He also co-founded Institutional Shareholder Services, the world's largest proxy advisor, as well as Lens, an activist investment firm. His many books on governance issues include, most recently, *Citizens Disunited: Passive Investors, Drone CEOs, and the Corporate Capture of the American Dream*. For more information, see his website at http://www.ragm.com/index.php. ■

Sixth Circuit Establishes New Precedent Sustaining Class-Action Claims Against Timeliness Defenses

The U.S. Court of Appeals for the Sixth Circuit on April 16, 2013, issued an important decision rejecting contentions that a telemarketing-fraud case was time barred.

Victims of the telemarketing scheme argued that under the Supreme Court's *American Pipe & Construction Co. v. Utah*, 94 S. Ct. 1477 (1974), decision, the filing of a prior class action complaint in March of 2002 operated to toll the limitations period on their federal claims, and that a federal statute, 28 U.S.C. §1367(d), tolled the limitations period on their state-law claims, permitting them to file follow-on class actions when the initial case terminated without obtaining class-wide relief.

The defendants insisted that a Sixth Circuit decision interpreting *American Pipe* permitted the filing of individual claims, but barred further litigation on behalf of a class. Defendants also argued that the court should hold, as a matter of first impression, that §1367(d) applies only to named parties' claims and does not toll the time for claims of a class to be asserted. The Sixth Circuit flatly rejected both contentions in an opinion holding that *American Pipe* permits a follow-on class action if class certification was never definitively decided in the initial action, and that §1367(d) protects class members as well as named plaintiffs.

The case demonstrates the plaintiffs' lawyers' perseverance. In March of 2002, Robbins Geller attorneys filed a class action in the Southern District of California, asserting claims on behalf of consumers who, after calling 1-800 numbers to order products, had their credit cards and debit cards charged annually for membership service that they never agreed to. The California district court refused to consider a class-certification motion, referring the class representative's individual claims to arbitration. The firm's lawyers proceeded to arbitration, obtaining a favorable ruling on behalf of the individual plaintiff, and then appealed on behalf of the class – persuading the Ninth Circuit in 2007 to vacate the district court's order requiring individual arbitration in place of litigation on behalf of a class of consumers. *See Sanford v. MemberWorks, Inc.*, 483 F.3d 956 (9th Cir. 2007).

When, on remand, the Southern California district court – without ruling on class certification – dismissed some federal claims, held that the named plaintiffs lacked standing to assert other federal claims, and refused to exercise supplemental jurisdiction over state-law claims, Robbins Geller lawyers acted swiftly to protect the class by filing additional actions in several states.

Those actions were consolidated before the United States District Court for the Northern District of Ohio, where defendants argued that the statute-of-limitations tolling principles did not permit the case to be litigated on behalf of a class. They acknowledged that the Supreme Court's decision in *American Pipe* held that the filing of a class action suspends the running of the limitations period on class members' individual claims, yet they insisted that *American Pipe* does not permit the filing of follow-on class actions, quoting a 1988 Sixth Circuit precedent to the effect "that the pendency of a previously filed class action does not toll the limitations period for additional class actions by putative members of the original asserted class." *Andrews v. Orr*, 851 F.2d 146, 149 (6th Cir. 1988). They argued, moreover, that while 28 U.S.C. §1367(d) applies to individual litigants' state-law claims, it cannot be used to benefit members of a class that was not certified. Rejecting both arguments, the district court certified the case for interlocutory appeal under 28 U.S.C. §1292(b).

The Sixth Circuit agreed with plaintiffs' counsel that follow-on class actions may benefit from *American Pipe* tolling provided there was no definitive ruling against class certification in the original putative class action. Additionally, the court held §1367(d)'s provision tolling limitations periods for state-law claims over which a district court declines to exercise supplemental jurisdiction benefits not just the named parties, but also the members of the putative class that they sought to represent.

Recognizing the precedential significance of its April 16, 2013 ruling, the Sixth Circuit ordered the ruling published. The May 24, 2013 publication of the decision establishes it as a controlling precedent for future Sixth Circuit cases.

In re Vertrue Inc. Marketing and Sales Practices Litigation, 2013 FED App. 0149P (6th Cir.). ■

Litigation Update

Motion to Dismiss Deutsche Bank RMBS Fraud Claims Upheld

On April 26, 2013, New York State Supreme Court Justice Shirley Werner Kornreich issued an order upholding common law fraud claims asserted against several affiliated Deutsche Bank entities in connection with the offering and sale of more than $150 million of residential mortgage-backed securities ("RMBS"). The claims at issue in the individual, non-class action arise from 24 separate RMBS purchases made in 14 different offerings, which were structured and sold by defendants. As described by the court, the complaint generally alleges that defendants – who served as the sponsors, depositors and underwriters for the 14 RMBS offerings at issue – "concealed the true risk of the RMBS by engaging in fraudulent conduct in the underwriting of mortgages, packaging these risky mortgages into securities, obtaining an investment grade rating from the credit agencies by providing them with false or misleading data, and, finally, marketing the RMBS to plaintiffs as low-risk investments, knowing full well that the RMBS were toxic." The plaintiffs are five special purpose investment vehicles – **Phoenix Light SF Limited ("Phoenix"), Silver Elms CDO PLC, Silver Elms II CDO PLC, Kleros Preferred Funding V PLC** and **Blue Heron Funding V Ltd.**

As a preliminary matter, the court's opinion addressed defendants' argument that Phoenix lacked standing to sue based on supposed deficiencies in the complaint's allegations that Phoenix had been assigned the right to sue on its asserted fraud claims. The court rejected this argument, finding that "defendants [had] not submitted documentary evidence that refutes Phoenix's contention that its acquisition of 'all title, rights and causes of action' from the Assignors includes fraud claims."

The court similarly rejected defendants' argument that plaintiffs' claims were barred by the applicable statute of limitations, which was premised on the contention "that plaintiffs were on notice of the fraud in 2008 because information concerning the falsity of the underlying loan data was widely reported by numerous major newspapers." In rejecting defendants' argument, the court determined that "information reported in newspapers about the possible falsity of loan data is insufficient to put plaintiffs on notice of a defendant's intent to defraud." The court further noted that "[d]efendants cannot turn [the] protection [afforded by New York's requirement that fraud be pled with particularity] on its head by contending that the time to bring a fraud claim begins to run before a viable complaint can be filed." Accordingly, the court found that the statute of limitations "did not begin to run in 2008," and that plaintiffs' claims were timely as a result.

In addressing the merits of plaintiffs' fraud claims, Justice Kornreich's opinion focused on the complaint's allegations that, before acquiring the mortgage loans underlying plaintiffs' certificates, "Deutsche Bank hired non-party Clayton Holdings, Inc. (Clayton) to conduct due diligence on the loans to determine if they complied with their underwriting guidelines and to ascertain if the property valuations were accurate." As further alleged in the complaint, "Clayton tested a sample of the loans and determined that approximately 35% of the tested loans did not comply with the stated underwriting guidelines and/or were supported by false or inflated appraisals." Deutsche Bank, however, "did not inform plaintiffs of these findings and did not disclose them in the offering materials," choosing instead to "use[] this information to negotiate a lower purchase price for itself from the originators." Moreover, "Deutsche Bank profited by obtaining millions of dollars in fees from the sale of these RMBS and also made billions of dollars by shorting other RMBS through credit default swaps," while plaintiffs "lost virtually their entire $150 million investment in the subject RMBS."

In upholding plaintiffs' fraud claims, Justice Kornreich found that "the allegations that Deutsche Bank made false representations in the RMBS offering materials that flatly contradict the reality depicted in [due diligence provider] Clayton's report to induce plaintiffs to purchase RMBS are sufficient to state a claim for fraud and fraudulent inducement."

The Robbins Geller attorneys litigating the case are **Arthur C. Leahy**, **Scott Saham**, **Lucas F. Olts** and **Nathan R. Lindell**.

Phoenix Light SF Limited, et al. v. ACE Securities Corp., et al., No. 650422/2012, Decision & Order (N.Y. Sup. Ct. Apr. 26, 2013).

Motion to Dismiss FSI Shareholders Plow Ahead on Claims of Board Misconduct Following Sale of Company

On April 17, 2013, the Minnesota District Court in Carver County issued an important decision in favor of shareholders, denying a motion to dismiss filed by the members of the Board of Directors of FSI International, Inc. following the $250 million sale of the company to Japan-based Tokyo Electron Limited. Plaintiffs alleged that the takeover of FSI by Tokyo Electron was the product of fraud, deceit and similar corporate misconduct where the Board ignored numerous "red flags" in the valuation analyses conducted by its financial advisor, Barclays Capital, failed to promptly form a special committee of independent directors as required by Minnesota law, and agreed to sell the company for well below its fair value.

The members of the Board moved to dismiss the case, arguing that their conduct was protected by the business judgment rule, that appraisal was plaintiffs' exclusive remedy, and that an exculpatory provision in FSI's Articles of Incorporation insulated the Board from liability.

The court denied the Board's motion to dismiss, ruling that "it is possible that Plaintiffs will be able to proffer evidence consistent with their theories and in support of the relief demanded." The court further concluded that plaintiffs' allegations of fraud and deceptive conduct by the Board were sufficiently alleged to take their claims outside of the FSI Articles of Incorporation's exculpatory provision, the business judgment rule, and Minnesota's appraisal statute.

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Plaintiffs will now seek damages against the members of the FSI Board for their roles in the unlawful takeover of FSI. Robbins Geller attorneys **Stuart A. Davidson**, **Cullin O'Brien** and **Christopher C. Martins** serve as lead counsel for the plaintiffs in the action.

In re FSI International, Inc. Shareholder Litigation, No. 10-CV-12-1118, Order & Memorandum (Minn. Dist. Ct. Apr. 17, 2013).

Motion for Class Certification ADR Class Certified Against Sanofi-Aventis

U.S. District Judge George B. Daniels recently certified a class of investors in a securities-fraud case proceeding in the Southern District of New York against pharmaceutical giant Sanofi-Aventis.

This case was filed in 2007, alleging the company and two of its former senior executives made false and misleading statements regarding its potential blockbuster drug, rimonabant. Sanofi sought marketing approval in the United States to market rimonabant to treat obesity, as well as to aid in smoking cessation. Clinical trials of the drug allegedly showed a significant relationship between use of the drug and suicidality. Plaintiffs alleged that defendants concealed this link, and the FDA's concern about it, during the class period. When the FDA held an Advisory Committee meeting in June 2007 to evaluate rimonabant, the advisory panel voted unanimously not to approve the drug, citing concerns over the adverse psychiatric safety data.

In February 2012, plaintiffs sought to certify a class of investors in Sanofi common stock and American Depository Receipts ("ADRs") who purchased stock between February 20, 2006 and June 13, 2007. On March 20, 2013, Judge Daniels certified a class of investors who purchased Sanofi ADRs from February 24, 2006 through June 13, 2007, but did not certify the class as to foreign ordinary shares.

Much of defendants' briefing was devoted to the issue of whether plaintiffs could prove the materiality of their misstatements and omissions, and, by extension, whether the fraud-on-the-market presumption would apply to plaintiffs' claims. Following the Supreme Court's decision in *Amgen*, however, defendants withdrew this portion of their argument. Judge Daniels noted this in his opinion and further found that the predominance and superiority requirements of Rule 23(b) were satisfied because "[a]s is often the case in securities class actions, whether Defendants' statements were materially misleading to a reasonable investor is an issue 'subject to generalized proof, and thus applicable to the class as a whole.'" Judge Daniels also rejected defendants' attempts to portray plaintiffs as subject to unique defenses, finding that defendants had failed to show that class representative **Hawaii Annuity Trust Fund for Operating Engineers** was uniquely knowledgeable about rimonabant's approval status, or had not suffered damages. Finally, because the first alleged misstatement about rimonabant occurred on February 24, 2006, Judge Daniels held that this was the appropriate start date for the class period.

In re Sanofi-Aventis Securities Litigation, No. 1:07-cv-10279-GBD, Memorandum Decision and Order (S.D.N.Y. Mar. 20, 2013).

Petition for Certiorari Supreme Court Declines to Undo Plaintiff's Second Circuit Success

On March 18, 2013, the U.S. Supreme Court denied Goldman Sachs' petition for certiorari, or review, of the Second Circuit's reinstatement of plaintiff **NECA-IBEW Health & Welfare Fund's** ("NECA") case against seven trusts backed by residential real estate loans.

As described more fully in the fourth quarter 2012 *Corporate Governance Bulletin*, investors were sold billions of dollars in mortgage-backed certificates in 17 separate offerings that used the same common shelf registration statement with supplemental prospectuses for each offering. These were further subdivided into tranches, or levels of seniority, all underwritten by Goldman Sachs & Co. and issued by GS Mortgage Securities Corp. (collectively, "Goldman"). Plaintiff alleged that the shelf registration statement and the prospectuses contained false and misleading statements and omissions as to the true nature, risk (including borrowers' ability to repay the loans pooled therein), and overall quality of the certificates and sued Goldman and certain officers and directors of Goldman-related entities. While NECA had purchased certificates in two of the offerings, it sought to represent purchasers in all 17. The district court judge dismissed NECA's complaint, ruling that the fund had not suffered a direct injury because the certificates were still making monthly payments and because NECA had not yet sold them. The judge also held that NECA could, at best, only represent those purchasers who bought not only in the same specific offering, but also in the same specific tranches that the fund had purchased. NECA appealed to the Second Circuit, and the appeal was argued in February 2012.

On September 6, 2012, the Second Circuit's ruling reinstated NECA's claims against defendants where they were made on behalf of purchasers who shared "the same set of concerns" over securities originating from the same lenders whose mortgage pools also made up NECA's purchases (and which would share any misstatements as to the underlying mortgages' quality). This allowed NECA to sue over seven of the offerings, and not just in the specific tranches that the fund had purchased. The Second Circuit also found that NECA had adequately alleged it had been damaged by the certificates' decline in value, regardless of any payments still being made. The defendants petitioned the Supreme Court for a writ of certiorari, with Goldman claiming that the Second Circuit's decision presented massive new liability concerns for Wall Street: "The stakes implicated by the Second Circuit's new and expansive standard for class standing are difficult to overstate," wrote Goldman. "[T]he decision will effectively increase by tens of *billions* of dollars the potential liability that financial institutions face in this and similar class actions."

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For more information on these and other cases, please visit: www.rgrdlaw.com

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In responding to Goldman's petition, NECA pointed out that the Second Circuit had simply (and correctly) followed established Supreme Court precedent, since, "to the extent that specific Offerings were backed by loans from the two originators whose loans backed [the certificates NECA bought], 'NECA's claims raise a sufficiently similar set of concerns to permit it to purport to represent Certificate-holders from those Offerings.'" In March, the Supreme Court, without comment, denied Goldman's petition.

Since the Second Circuit revived NECA's suit in September, the decision has already been cited positively in at least a half dozen district court cases against entities such as Lehman Bros., DLJ Mortgage Capital, Inc., Morgan Stanley, Credit Suisse, Bank of America, JPMorgan Chase, and Winstar, and in matters involving debt instruments as well as mortgage-backed securities. Victor Li, of the online publication *The AmLaw Litigation Daily*, noted that the ruling has had a powerful impact in the MBS litigation-heavy Second Circuit, including the Southern District of New York:

> Two weeks after the decision came down, a judge in Central Islip resuscitated claims against JPMorgan Chase, finding that plaintiffs now had standing in 30 out of 33 MBS issuing trusts. In January, other federal judges in New York cited the decision in reinstating securities claims against Credit Suisse and Morgan Stanley, and also allowed a trustee's liability suit against Bank of America and U.S. Bancorp to proceed. Earlier this month the Second Circuit ordered U.S. District Judge Deborah Batts to heed the decision when it revived a class action brought on behalf of investors in a $1.32 billion MBS offering underwritten and sold by Royal Bank of Scotland Group PLC, Wells Fargo & Co, and several other big banks.*

Likewise, on April 30, 2013, U.S. District Court Judge Harold Baer cited the decision in allowing plaintiffs to go ahead with claims against Royal Bank of Scotland over 14 MBS offerings valued at $25 billion after previously allowing them to pursue only two offerings.

Robbins Geller appellate partners **Eric Alan Isaacson** and **Joseph D. Daley**, litigation partner **Arthur C. Leahy**, and litigation associate **Nathan R. Lindell** are counsel for the fund.

NECA-IBEW Health & Welfare Fund v. Goldman Sachs & Co., 693 F.3d 145 (2d Cir. 2012); *Goldman, Sachs & Co. v. NECA-IBEW Health & Welfare Fund*, 133 S. Ct. 1624 (U.S. 2013).

*Victor Li, *Supreme Court Nixes Goldman Sachs Appeal over MBS Investor Standing*, The Litigation Daily, March 18, 2013, *available at*: http://www.americanlawyer.com/digestTAL.jsp?id=1202592565615.

A First Time for Everything: The First Circuit Opines on Loss Causation and Vacates CVS Caremark Dismissal

On May 24, 2013, the First Circuit Court of Appeals vacated the dismissal of a Section 10(b) action against CVS Caremark Corp. and its top executives, holding that the complaint adequately alleged loss causation. Authored by Circuit Judge Jeffrey R. Howard, and joined by Associate Justice (Ret.) of the U.S. Supreme Court David H. Souter and District Court Judge Nancy Torresen, the opinion represents the first time the First Circuit has tackled the issue of loss causation following the Supreme Court's decision in *Dura Pharms. Inc. v. Broudo*, 544 U.S. 336 (2005).

Led by a trio of Massachusetts public pension funds (**City of Brockton Retirement System**, **Plymouth County Retirement System** and **Norfolk County Retirement System**), the complaint alleged that CVS Caremark and its top executives misrepresented the company's efforts to integrate CVS and Caremark following a highly publicized merger in 2007, which caused significant customer service problems and, ultimately, the loss of big contracts. The district court dismissed the action on loss causation grounds, concluding that numerous disclosures made by CVS Caremark's CEO Thomas Ryan during a November 2009 investor conference call did not plausibly reveal that CVS Caremark had failed to properly integrate the merged entity.

Following an appeal led by Robbins Geller partner **Douglas Wilens**, with assistance from partners **Samuel H. Rudman** and **Robert Rothman** and co-counsel, the First Circuit determined that the district court's three objections to the complaint's loss causation allegations were "unpersuasive."

First, the First Circuit noted that, to plead loss causation, a "corrective disclosure need not be a 'mirror-image' disclosure – a direct admission that a previous statement is untrue." Indeed, "a defendant's failure to admit to making a misrepresentation, or his denial that a misrepresentation was made, does not necessarily preclude loss causation." The court then concluded that "the appropriate inquiry is whether the November 5 call, as a whole, plausibly revealed to the market that CVS Caremark had problems with service and the integration of its systems." After reviewing various statements made by CEO Ryan regarding "service" issues causing the loss of a contract, the sudden retirement of a key executive, and other surprising news about CVS Caremark's business problems, the court concluded that these disclosures sufficiently informed the market of the alleged misrepresentations, even though "the market did not perceive every detail of CVS Caremark's struggles."

Second, while the First Circuit acknowledged that news about certain lost contracts was publicly known prior to the November call, it found that "the real reason for the loss" – the "failed integration of CVS and Caremark" – was learned by the market for the first time on that call. "That information, not the loss of the contracts themselves, is the corrective disclosure at the heart" of the case. Thus, the court held that "this new information could plausibly have caused the Retirement Systems' losses."

Third, the First Circuit agreed with the lead plaintiffs that market analysts, who participated in the November earnings call and reacted negatively to CEO Ryan's statements, can play an important role in analyzing loss causation disclosures. The court reasoned that "[w]hen a plaintiff alleges corrective disclosures that are not straightforward admissions of a defendant's previous misrepresentations, it is appropriate to look for indications of the market's contemporaneous response to those statements." Because, in this case, the "contemporaneous analyst reports" could constitute "a

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signal that the merger had failed to produce any value for CVS Caremark," the court held that "the analyst reports should have been considered in deciding the motion to dismiss."

Massachusetts Retirement Systems v. CVS Caremark Corp., No. 12-1900, Opinion (1st Cir. May 24, 2013).

The Missouri Court of Appeals Hands Plaintiff a Significant Victory in ESSI

On June 4, 2013, the Missouri Court of Appeals in St. Louis issued a precedent-setting ruling when it revived a lawsuit accusing Engineered Support Systems, Inc.'s ("ESSI") senior officers and directors of misleading investors in connection with ESSI's January 2006 merger with DRS Technologies, Inc. ("DRS"). The court's decision overturned key parts of a dismissal by Judge Joan L. Moriarty that had shut down the entire lawsuit in 2012. The appellate decision allows plaintiff Daniel B. Nickell to resume prosecuting a class action against several ESSI and DRS senior officers and directors.

The lawsuit had its genesis in the September 2005 agreement whereby DRS would acquire ESSI. After the merger closed, it was revealed that between 1996 and 2003 ESSI's senior officers and directors were granted millions of dollars of backdated employee stock options in violation of ESSI's stock option plans. Despite public representations that the stock options were issued "at the money," the options were actually issued "in the money," enabling the ESSI senior officers and directors to improperly divert financial benefits to themselves. Thus, the defendants were motivated to sell ESSI quickly in order to avoid liability for their misconduct associated with the backdating of stock options. And, as alleged, they did – the ESSI defendants agreed to accept a reduced purchase price from DRS in exchange for DRS's assumption of liability relating to the backdating misconduct and other personal benefits, including: (1) having the backdated stock options accelerated and cashed out; (2) a continuation of benefits for at least one year; and (3) an officers' liability insurance policy. To get the ESSI shareholders to approve the deal, defendants disseminated false registration statements and prospectuses that concealed the backdating misconduct and the fact that the ESSI defendants were to receive personal benefits from DRS in exchange for a reduced purchase price. The concealment of the ESSI defendants' conduct induced plaintiff and the proposed class to vote to approve the merger and sell their ESSI stock at a reduced price.

Plaintiff alleged that this conduct violated Missouri state law because defendants: (1) breached their fiduciary duties of good faith, due care, loyalty, honesty, reasonable inquiry, oversight, and supervision by accepting improper personal benefits and failing to act in the best interests of ESSI shareholders to obtain the highest price possible in connection with the sale of ESSI; and (2) were unjustly enriched in that the class received less for their ESSI stock as a result of payments received by the ESSI defendants in exchange for their wrongful conduct. Judge Moriarty dismissed these claims, holding that they were derivative claims and failed to allege any facts giving shareholders standing to individually sue the ESSI defendants. Additionally, Judge Moriarty held that plaintiff failed to allege that defendants owed him a duty, and instead, that officers and directors of corporations only owe fiduciary duties to the corporation and the shareholders collectively, not to individual shareholders.

Following briefing and argument, the Court of Appeals vacated key parts of the lower court's dismissal in an important published opinion. The Court of Appeals held that plaintiff has standing to bring individual claims. While noting that shareholders must normally bring a derivative action – a suit on behalf of the corporation conducted by the shareholders as the corporation's representative – in order to file suit against an officer or director, the court held that "[i]ndividual actions are permitted, and provide the logical remedy, if the injury is to the shareholders themselves directly, and not to the corporation." And, "importantly, [here] the alleged injury constitutes a harm individual to [plaintiff] Nickell and the purported class, distinct from any injury to the corporation, because the alleged injury was a reduced price received for their individual shares." The Court of Appeals also held that the ESSI defendants owed Nickell and the proposed class fiduciary duties. Although "[t]he fiduciary relationship between a director or officer of a corporation and the shareholders is generally held to be between the directors or officers and the shareholders as a whole . . . that relationship will extend to the shareholders individually if the directors or officers violated rights individual to the shareholders that injured the shareholders directly."

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Settlement Update

$26 Million Recovered for Energy*Solutions* Shareholders

After more than three years of litigation against Energy*Solutions* ("ES") and the other defendants, including its officers and directors and lead underwriters, lead plaintiffs **Building Trades United Pension Trust Fund**, **New England Carpenters Guaranteed Annuity and Pension Funds**, and **City of Roseville Employees' Retirement System**, with Robbins Geller as counsel, have successfully recovered $26 million for themselves and other ES shareholders. The action stems from claims that defendants misrepresented and omitted material facts about ES and its business in its prospectuses and registration statements for its initial public offering and secondary offering and at other times during the November 14, 2007 through October 14, 2008 class period. The settlement was approved by the Honorable John G. Koeltl on March 14, 2013.

ES was created from a combination of existing nuclear engineering, waste removal and cleanup companies acquired by a holding company, ENV Holdings LLC. All but two of the individual defendants held some interest in ENV. The November 2007 initial public offering of ES common stock and subsequent offering in July 2008 raised hundreds of millions of dollars and millions of dollars in fees were paid to the underwriters.

Lead plaintiffs defeated defendants' motion to dismiss the amended class action complaint, which was filed on August 4, 2012. Notably, following the initial motion to dismiss briefing, the parties were asked to submit additional letter briefs on any effects that the then recently decided Supreme Court case of *Janus Capital Group, Inc. v. First Derivative Traders*, 131 S. Ct. 2296 (2011), might have on the *ES* case in determining ENV's liability under Section 10(b) of the Securities Exchange Act of 1934. The court sustained a large portion of the amended class action complaint and issued one of the first – and leading – district court opinions interpreting *Janus*.

As lead plaintiffs were developing evidence to prove their claims, the parties participated in a mediation and ultimately reached an agreement-in-principle to settle the action for $26 million in cash.

"A recovery of $26 million is an excellent result for aggrieved shareholders and is a reflection of Robbins Geller's hard work and tireless efforts," said Robbins Geller partner **Evan J. Kaufman**. "Robbins Geller, on behalf of the lead plaintiffs, went to bat for the Energy*Solutions* shareholders when no one else would." Kaufman was referring to the fact that lead plaintiffs were the only ES class members that filed a complaint or sought appointment as lead plaintiff. Had it not been for lead plaintiffs' participation in the litigation, ES shareholders would have received nothing. Robbins Geller attorneys prosecuting this action include **Samuel H. Rudman**, **Evan J. Kaufman** and **William J. Geddish**.

City of Roseville Employees' Retirement System v. EnergySolutions, Inc., No. 09-cv-08633 (S.D.N.Y.). ■

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Based on this and other evidence, Judge Scheindlin denied defendants' summary judgment motions, finding that the rating agencies could not escape liability because evidence showed their ratings "both misstated the opinions or beliefs held by the Rating Agencies and were false or misleading with respect to the underlying subject matter they address." She also found that Morgan Stanley was on the hook for aiding and abetting the rating agencies' fraudulent conduct.

The Cheyne and Rhinebridge cases are the only cases alleging fraudulent ratings to overcome the rating agencies' summary judgment motions and to hold the rating agencies accountable for issuing false and misleading ratings. They were also the only cases poised to go to trial against the rating agencies for false credit ratings.

A trial in the Cheyne case was set to commence in mid-May 2013. Robbins Geller moved a team of 19 attorneys, forensic accountants, paralegals, and support staff to New York a month before trial was set to commence. The plaintiffs obtained confidential settlements that resolved both the Cheyne and Rhinebridge actions on April 26, 2013 – mere weeks before the Cheyne trial was set to begin.

Reuters legal reporter Alison Frankel described the settlement as a "landmark" deal, emphasizing that it was the "first time S&P and Moody's have settled accusations that investors were misled by their ratings." *Reuters* further reported that the settlement is "unquestionably a great result for the [SIV] purchasers in the case and for their lawyers at Robbins Geller Rudman & Dowd, who have battled since 2008 to keep $700 million in fraud and negligence claims alive. Unlike investors in more than three dozen other cases claiming the credit rating agencies facilitated the issue of toxic mortgage-backed securities, Abu Dhabi Bank, the King County pension fund and their fellow [SIV] purchasers survived preliminary motions, beating back the agencies' argument that their ratings were opinions protected by the First Amendment," *Reuters* explained.

According to **Daniel S. Drosman**, the lead partner on the litigation team, "The settlement with the rating agencies and Morgan Stanley is just another example of how a tenacious team of Robbins Geller attorneys, paralegals, and support staff dedicated their work to marshaling the evidence necessary to prove defendants' liability, which led to a remarkable result for our 14 institutional investor clients. We were more than prepared to try this case, and our preparation and the strength of our case are reflected in the favorable settlements obtained for our clients." The trial team at Robbins Geller Rudman & Dowd LLP responsible for bringing about the exceptional results consisted of partners **Michael J. Dowd**, **Daniel S. Drosman**, **Luke O. Brooks** and **Lucas F. Olts**, associates

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Former United States Attorney Joins Robbins Geller

Jerry E. Martin

Jerry E. Martin, the former United States Attorney for the Middle District of Tennessee, agreed to join Robbins Geller in April 2013. While serving as the U.S. Attorney, Martin was recognized for his commitment to the prosecution of healthcare fraud and served as co-chair of the U.S. Attorney General's healthcare fraud working group. During his tenure as U.S. Attorney, Martin also led high-profile cases involving public corruption, identity theft, civil rights violations and corporate fraud.

Martin will join Robbins Geller's Whistleblower Practice Group and Healthcare Fraud Task Force. The Whistleblower Practice Group is comprised of former federal prosecutors backed by a team of certified fraud examiners and forensic accountants. Martin brings to Robbins Geller a wealth of experience working with government agencies to unearth fraud and recover money.

As a member of Robbins Geller's Healthcare Fraud Task Force, Martin will expand the firm's efforts to expose and eliminate Medicare and Medicaid fraud. The Healthcare Fraud Task Force has had substantial success – recovering $925 million for UnitedHealth shareholders, $600 million for Cardinal Health shareholders, and achieving a substantial victory in the United States Supreme Court on behalf of investors in pharmaceutical companies in *Matrixx Initiatives, Inc. v. Siracusano*, _U.S._, 131 S. Ct. 1309 (2011). Robbins Geller currently represents lead plaintiffs in healthcare fraud cases involving Pfizer, Health Management Associates, Psychiatric Solutions and Sanofi-Aventis (*see* page 7 for the latest litigation victory in this case).

Before becoming a federal prosecutor, Martin represented shareholders, employees and consumers in complex civil litigation. Just prior to his nomination as U.S. Attorney, Martin won a jury trial as lead counsel on behalf of food processing workers who were denied overtime payments due under the Fair Labor Standards Act.

"We're honored that Jerry has selected our firm," said partner **Darren J. Robbins**. "He will further enhance the prosecutorial judgment and expertise we bring to bear on behalf of our institutional investor and whistleblower clients."

Robbins Geller's successful track record stems from the unparalleled experience, capabilities and talents of its attorneys, including many who, like Martin, left partnerships at other firms or came to Robbins Geller from federal, state and local law enforcement and regulatory agencies (including more than 20 former prosecutors and SEC attorneys). Robbins Geller also includes more than 25 former federal and state judicial clerks, so with Martin as part of the team of preeminent attorneys, even more superior results will be achieved.

"I'm thrilled to join a firm with a record of success and a proven commitment to fighting for victims of corporate fraud," said Martin. ■

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While the decision of the Missouri Court of Appeals is not binding on courts outside of its jurisdiction, the court's considered analysis in this decision may prove to be influential. The case is now back with the trial court, where plaintiff's serious backdating allegations will finally be addressed.

Darren J. Robbins, **Mark Solomon**, **Robert R. Henssler, Jr.** and **Maureen E. Mueller** are the Robbins Geller Rudman & Dowd LLP attorneys litigating the case.

Nickell v. Shanahan, et al, No. ED99163, Opinion (Mo. Ct. App. June 4, 2013). ■

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Darryl J. Alvarado, **Angel Lau** and **Hillary B. Stakem**, forensic accountant **Andrew Rudolph**, and a team of highly skilled and dedicated staff attorneys and support staff.

Abu Dhabi Commercial Bank, et al. v. Morgan Stanley & Co. Inc., et al., No. 09-CIV-7508 (S.D.N.Y.).

King County, Washington, et al. v. IKB Deutsche Industriebank AG, et al., No. 1:09-CIV-8387 (S.D.N.Y.).

Calendar of Upcoming Events

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PIRC
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London, England

Featured Speaker: **Patrick W. Daniels**, Robbins Geller Rudman & Dowd LLP

In recognition of the important contribution that journalists make in the areas of corporate governance and responsible investment, and to encourage quality journalism, PIRC and Robbins Geller Rudman & Dowd LLP are pleased to announce the Corporate Governance and Responsible Investment Journalism Awards. Now in their fourth year, these awards are intended to recognize those journalists who are helping record and clearly explain the issues emerging in these vitally important areas.

For more information, visit: www.pirc.co.uk/awards

September 17-19, 2013

GMI Ratings
The Future of Corporate Reform
2013 Public Funds Forum

The Resort at Pelican Hill
Newport Coast, California

Featured Speakers: **Darren J. Robbins**, **Paul J. Geller**, **Michael J. Dowd** and **Patrick W. Daniels**, Robbins Geller Rudman & Dowd LLP

This is an invitation-only educational conference designed to educate public fund representatives on practices to best fulfill fiduciary duties, protect portfolio assets and create long-term value. This three-day event is intended for executive directors, chief executives, administrators, general counsel, investment officers, finance officers, fund trustees, corporate governance officials and other representatives of public funds across the United States and Europe.

For more information, visit: www.GMIconferences.com

September 25-27, 2013

Council of Institutional Investors (CII)
2013 Fall Conference

JW Marriott Hotel
Chicago, Illinois

This conference will bring together public, union and corporate pension funds and educate members, policymakers and the public about good corporate governance, shareowner rights and related investment issues.

For more information, visit: www.cii.org

September 25-27, 2013

Opal Financial Group
Investment Trends Summit

Four Seasons Resort, The Biltmore
Santa Barbara, California

This educational forum will focus on analyzing trends for the future, as well as exploring ways to implement new strategies in particular investment plans. Speakers and attendees will discuss topics such as investors' perspectives, investment management theories, emerging market trends, socially responsible investing, venture capital investing, commodities and more.

For more information, visit: www.opalgroup.net

September 30-October 2, 2013

National Coordinating Committee for Multiemployer Plans (NCCMP)
2013 Annual Conference

The Diplomat Hotel
Hollywood, Florida

Participants in multiemployer plans will discuss legislative, regulatory and legal developments from conception to implementation to enforcement. By communicating with government officials, members of Congress and staff about the unique characteristics of multiemployer plans, the NCCMP has saved multiemployer plans hundreds of millions of dollars in regulatory and administrative costs. These savings enable plans to remain financially secure and healthy, while providing enhanced benefits to plan participants.

For more information, visit: www.nccmp.org

October 5-9, 2013

National Council on Teacher Retirement (NCTR)
91st Annual Convention

Omni Shoreham Hotel
Washington, District of Columbia

This annual convention will provide discussion and resolution of public policy and issues affecting public pension funds by collecting and analyzing data about the funds; presenting the results of such analysis to Congress, relevant federal agencies, and comparable state bodies; and acting as a clearinghouse so that NCTR members can share information about state legislative and state court litigation activity.

For more information, visit: www.nctr.org

October 6-8, 2013

Information Management Network (IMN)
The 19th Annual ABS East Conference

Fontainebleau Miami Beach
Miami Beach, Florida

The agenda will feature intensive panel discussions on a variety of topics, including intensive, interactive investor workshops; identifying the major global macroeconomic risks on the U.S. securitization markets; the future of mortgage funding and the impact of GSE Reform in the U.S.; legislative and regulatory developments and how they will shape the landscape of the U.S. ABS market and more.

For more information, visit: www.imn.org

October 6-9, 2013

National Association of State Treasurers (NAST)
2013 Annual Conference

The Grove Park Inn
Asheville, North Carolina

The brightest minds in the country will gather to discuss the latest trends in investment, public policy, and how emerging issues may affect the nation's treasuries. This high-level exchange of ideas will herald the future of the states' public finance programs. This annual conference will include renowned speakers, cutting-edge topics, and the latest information.

For more information, visit: www.nast.net

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