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Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

In re MGM MIRAGE SECURITIES
LITIGATION

This Document Relates To:

ALL ACTIONS.

) No. 2:09-cv-01558-GMN-VCF
)
) CLASS ACTION
)
) DECLARATION OF GREGORY M.
) CASTALDO FILED ON BEHALF OF
) KESSLER TOPAZ MELTZER & CHECK,
) LLP IN SUPPORT OF APPLICATION FOR
) AWARD OF ATTORNEYS' FEES AND
) EXPENSES

DATE: December 15, 2015
TIME: 9:00 a.m.
CTRM: The Honorable Gloria M. Navarro

I, Gregory M. Castaldo, declare as follows:

1. I am a partner of the law firm of Kessler Topaz Meltzer & Check, LLP (“Kessler Topaz”). I submit this declaration in support of my firm’s application for an award of attorneys’ fees and expenses/charges (“expenses”) in connection with services rendered in the above-entitled action (the “Action”).

2. Kessler Topaz serves as Court-appointed Lead Counsel, along with Robbins Geller Rudman & Dowd LLP and Nix, Patterson & Roach, LLP, for lead plaintiffs Arkansas Teacher Retirement System, Philadelphia Board of Pensions and Retirement, Luzerne County Retirement System, and Stichting Pensioenfonds Metaal en Techniek, and the Class.

3. The information contained in this declaration regarding my firm’s time and expenses is taken from time and expense printouts and supporting documentation, including contemporaneous daily time records, regularly prepared and/or maintained by my firm in the ordinary course of business. In connection with preparing this declaration, I reviewed my firm’s time and expense records. I believe that the time reflected in this declaration is reasonable and was necessary for the effective and efficient prosecution and resolution of the Action for the benefit of the Class. In addition, I believe that the expenses set forth herein are all of a type that would normally be charged to a fee-paying client in the private legal marketplace. I also believe that these expenses were reasonable and necessary for the effective prosecution and resolution of this matter.

4. The schedule attached hereto as Exhibit A is a summary indicating the amount of time spent by each attorney and professional support staff employee of my firm who worked directly on this Action through October 25, 2015, and the lodestar calculation based on my firm’s current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is

based upon the billing rates of such personnel in his or her final year of employment by my firm. Time expended in preparing this application for fees and expenses is not included in this report.

5. The hourly rates for the attorneys and professional support staff employees of my firm included in Exhibit A are the same current rates charged for their services in other contingent matters and have been accepted by other federal courts in other class action cases prosecuted by Kessler Topaz. My firm's hourly rates are largely based upon a combination of the title, cost to the firm and the specific years of experience for each attorney and professional support staff employee, as well as market rates for practitioners in the field.

6. The total number of hours expended on this Action by my firm is 19,631.76 hours. The total lodestar amount for the attorneys and professional support staff employees who worked directly on this Action based on my firm's current billing rates is \$8,573,874.00, consisting of \$8,090,021.25 for attorneys' time and \$483,852.75 for professional support staff time.

7. As detailed in the schedule attached hereto as Exhibit B, my firm seeks an award of \$594,727.35 in expenses incurred in connection with the prosecution and resolution of the Action. Expense items are billed separately and such charges are not duplicated in my firm's billing rates. The expenses incurred by Kessler Topaz in this Action are reflected on the books and records of my firm. These books and records are prepared from receipts, expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

8. The following is additional information regarding the expenses set forth on Exhibit B:

(a) Filing and Other Related Fees: \$1,315.00. These expenses have been paid by Kessler Topaz to the court in connection with *pro have vice* applications and to other entities for providing supporting documentation and notary services in connection with such applications.

(b) Travel: \$45,885.67. In connection with the prosecution and resolution of this case, Kessler Topaz has incurred travel and other related expenses to attend, *inter alia*: court hearings (*e.g.*, hearings on motions for appointment of lead plaintiffs, motion to partially lift discovery stay, and motion for class certification), depositions and meetings in Las Vegas, Nevada; expert depositions in New York City, New York and Los Angeles, California; meetings with clients and/or Lead Counsel; meet and confers with Defendants, and two mediations in Los Angeles and Orange County, California.

(c) Teleconferences: \$145.05. Kessler Topaz has incurred expenses for hosting teleconferences.

(d) Overnight Delivery Services: \$2,117.45. In connection with the prosecution of the Action, Kessler Topaz engaged overnight delivery services.

(e) Court Hearing Transcripts: \$66.00. This expense was to obtain a copy of the transcript of the Court's hearing on the motions for appointment of lead plaintiffs.

(f) Experts/Consultants: \$470.00. Kessler Topaz engaged John C. Hammerslough, LLC to perform a preliminary damages analysis at the outset of the Action.

(g) Internal Reproduction Costs: \$6,642.50. In connection with this Action, Kessler Topaz incurred costs related to document reproduction. For internal reproduction, my firm charges \$0.10 per page. Each time a photocopy is made or a document is scanned or printed, our billing system requires that a case or administrative billing code be entered into the copy-machine or computer being used and that is how the 66,425 copies were identified as related to this case.

(h) Online Legal, Factual and Economic Research: \$24,589.54. During the course of the Action, Kessler Topaz incurred costs associated with on-line legal, factual and economic research necessary to the investigation, prosecution and resolution of the Action. These

expenses include charges from vendors such as LexisNexis, LexisNexis Courtlink, PACER, Westlaw and Thomas Reuters, and reflect costs associated with obtaining access to court filings, searching factual databases, and performing legal research. The expense amount detailed here represents the amount billed to the Action based on actual time usage at a set charge by the vendor. There are no administrative charges included in this figure.

(i) Litigation Fund Contributions: \$513,496.14. This amount has been contributed by Kessler Topaz to the Litigation Fund (as defined and described in paragraph 9 below) to pay certain common expenses incurred by Lead Counsel during the course of this Action.

9. As detailed in the schedule attached hereto as Exhibit C, my firm maintained a litigation expense fund on behalf of Lead Counsel for certain common expenses in connection with the prosecution and resolution of this Action (the "Litigation Fund"). As reflected in Exhibit C, the Litigation Fund has received deposits from Lead Counsel's firms totaling \$1,478,496.14.¹ A breakdown of the payments made from the Litigation Fund is also reflected in Exhibit C. The expenses incurred in the Action and paid from the Litigation Fund are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

10. The following is additional information regarding certain of the expenses paid from the Litigation Fund as set forth on Exhibit C:

(a) Deposition Reporting, Video Services & Transcripts: \$23,085.28. These costs have been paid from the Litigation Fund to court reporters and videographers for transcription and video services at certain of the depositions in this Action and for copies of deposition transcripts.

¹ The category entitled "Litigation Fund Contribution" in each Lead Counsel firm's fee and expense declaration represents contributions to this Litigation Fund.

(b) Litigation Support/Discovery Management: \$350,335.66. These costs have been paid from the Litigation Fund for litigation support and document hosting/database management charges in connection with the extensive discovery efforts undertaken in this Action. In order to effectively and efficiently review and analyze the more than 9 million pages of documents produced by Defendants and various third parties, Lead Counsel utilized a Relativity based hosting platform through the third-party legal technologies vendor, Evolve Discovery. During the course of its engagement, Evolve Discovery processed native data, loaded documents onto the database for attorney review, hosted and maintained the document database, and provided consulting and complex analytics to efficiently organize and harvest relevant information contained in the data. Lead Counsel also utilized other third-party vendors during the course of discovery for smaller projects.

(c) Experts/Consultants: \$845,582.68

(i) Global Economics Group (\$308,315.41) – Lead Plaintiffs retained Chad Coffman, CFA of Global Economics Group, a firm specializing in the application of economics, finance, statistics, and valuation principles that arise in the context of litigation, to examine and provide expert testimony on the efficiency of the market for MGM common stock in connection with Lead Plaintiffs' motion for class certification. Lead Counsel spent substantial time consulting with Mr. Coffman in connection with their class certification briefing and his expert report supporting their motion. Mr. Coffman was deposed on January 6, 2015. Following the parties' agreement-in-principle to settle the Action, Lead Counsel worked in consultation with Mr. Coffman to develop the proposed plan for allocating the net settlement proceeds.

(ii) Dr. Tavy Ronen (\$184,506.27) – Lead Counsel retained Dr. Tavy Ronen to conduct an event study and provide expert testimony on the efficiency of the market for

MGM bonds in connection with Lead Plaintiffs' motion for class certification. Lead Counsel spent substantial time consulting with Dr. Ronen on their briefing in support of class certification and Dr. Tavy's supporting declaration. Dr. Ronen was deposed on January 13, 2015.

(iii) Assaf Ronen (\$17,737.50) – Assaf Ronen assisted Dr. Tavy Ronen in connection with her analysis and report on the efficiency of the market for MGM bonds.

(iv) Gnarus Advisors, LLC (\$7,869.50) – Lead Counsel retained Gnarus Advisors, LLC to investigate, extract and compile bond data and to provide a preliminary damages estimate for bondholders.

(v) Stanford Consulting Group, Inc. (\$327,154.00) – Lead Counsel retained Stanford Consulting Group, Inc. ("Stanford"), a firm specializing in analyzing and resolving issues related to the materiality of information, market efficiency, loss causation and damages, to assist Lead Counsel and Lead Counsel's experts in connection with their submissions supporting class certification. Specifically, Lead Counsel consulted with Stanford on market efficiency, loss causation and damages. Stanford assisted Lead Counsel with, among other things, preparing and finalizing the market efficiency report and rebuttal report and preparing for the deposition of Defendants' expert.

(d) Investigators: \$160,605.19. Lead Counsel retained L.R. Hodges & Associates, Ltd. ("LRH&A") to provide investigative services in connection with the Action. The \$160,605.19 was paid to LRH&A for 722 hours of work over a 33-month period. LRH&A researched, identified, and confirmed the employment status of prospective witnesses, located all key witnesses, as well as maintained and updated an evolving witness list. LRH&A also researched, retrieved and analyzed relevant documents, including SEC filings, media articles, court filings, as well as other materials related to the case issues. Specifically, the case manager and interviewing

investigators expended a combined 599 hours researching, reviewing and analyzing materials in preparation for the investigation; contacting and conducting interviews with targeted third-party witnesses; and preparing comprehensive interview summaries and other case reports. In addition, these team members were involved in analyzing key case issues, as well as establishing and executing the joint litigation-investigation team plan, and participating in numerous strategy sessions and investigation briefings.

(e) Outside Counsel for Witness: \$35,478.23. Lead Counsel retained Lowe Fell & Skogg, LLC in connection with a document and deposition subpoena served on the primary investigator from LRH&A.

(f) Process Server/Messenger Services/Notary Services: \$1,057.00. These costs have been paid from the Litigation Fund to service firms who either: (i) obtained copies of court documents for Lead Counsel; (ii) served process of Lead Plaintiffs' first set of interrogatories on Defendants; or (ii) notarized documents.

(g) External Reproduction Costs: \$7,675.53. This cost was incurred for external printing.

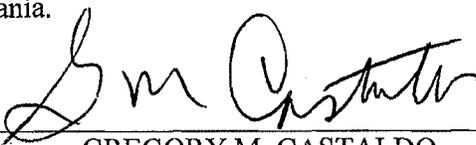
(h) Filing Fees: \$1,000.00. This cost was incurred in connection with filing *pro hac vice* applications with the Court.

(i) Mediation Fees: \$53,668.84. This cost was paid to Phillips ADR Enterprises. The Settlement was negotiated with the assistance of a respected neutral, the Honorable Layn R. Phillips (Ret.), from Phillips ADR Enterprises. Judge Phillips conducted two in-person, formal mediation sessions on May 13, 2015 and June 10, 2015 in Los Angeles and Orange County, California, respectively. Judge Phillips also reviewed comprehensive submissions in advance of mediation. Following the two formal mediation sessions and additional follow-up negotiations with

the parties, Judge Phillips ultimately submitted a mediator's proposal that was accepted by both parties.

11. With respect to the standing of my firm, attached hereto as Exhibit D is a brief biography of my firm and the attorneys in my firm who were principally involved in this Action.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 3rd day of November, 2015, in Radnor, Pennsylvania.



GREGORY M. CASTALDO

CERTIFICATE OF SERVICE

I hereby certify that on November 3, 2015, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 3, 2015.

s/ Brian O. O'Mara

BRIAN O. O'MARA

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Mailing Information for a Case 2:09-cv-01558-GMN-VCF

Electronic Mail Notice List

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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)

Exhibit A

Exhibit A

EXHIBIT A**LODESTAR REPORT****KESSLER TOPAZ MELTZER & CHECK, LLP**

Inception through October 25, 2015

Name	Designation	HOURS	RATE	LODESTAR
Abadou, Ramzi	P	819.70	\$675.00	\$553,297.50
Amjed, Naumon A.	P	98.05	\$725.00	\$71,086.25
Berman, Stuart L.	P	124.50	\$850.00	\$105,825.00
Castaldo, Gregory	P	73.00	\$825.00	\$60,225.00
Greenstein, Eli	P	1,235.10	\$725.00	\$895,447.50
Handler, Sean	P	92.00	\$800.00	\$73,600.00
Joost, Jennifer L.	P	1,562.10	\$700.00	\$1,093,470.00
Kaplan, Stacey	P	416.65	\$700.00	\$291,655.00
Nelson, Christopher	P	82.00	\$625.00	\$51,250.00
Breucop, Paul	A	1,454.00	\$425.00	\$617,950.00
Cook, Rupa Nath	A	104.80	\$400.00	\$41,920.00
Maro, James	A	17.50	\$525.00	\$9,187.50
Peterson, Erik D.	A	536.50	\$475.00	\$254,837.50
Brooks, Ioana	C	265.70	\$425.00	\$112,922.50
Enck, Jennifer	C	74.25	\$650.00	\$48,262.50
Calhoun, Elizabeth W.	SA	1,916.70	\$350.00	\$670,845.00
Closic, Sara A.	SA	750.90	\$350.00	\$262,815.00
Eagleson, Donna K.	SA	2,875.75	\$350.00	\$1,006,512.50
Hu, Sufei	SA	1,014.10	\$350.00	\$354,935.00

Levin, Joshua A.	SA	959.75	\$350.00	\$335,912.50
Oldenettel, Elaine	SA	595.70	\$350.00	\$208,495.00
Starks, Melissa J.	SA	784.00	\$350.00	\$274,400.00
Thomer, Brian W.	SA	637.50	\$350.00	\$223,125.00
Waxman, Stacey	SA	641.60	\$350.00	\$224,560.00
Weiler, Kurt W.	SA	707.10	\$350.00	\$247,485.00
Maginnis, Jamie	I	33.25	\$300.00	\$9,975.00
Rabbiner, David	I	18.65	\$450.00	\$8,392.50
Bucciarelli, Celeste	PL	52.90	\$250.00	\$13,225.00
Chuba, Jean	PL	130.75	\$275.00	\$35,956.25
Hebard, Sarah	PL	148.75	\$250.00	\$37,187.50
Jayasuriya, Yasmin	PL	1,079.56	\$275.00	\$296,879.00
Nguyen, Katherine	PL	239.20	\$250.00	\$59,800.00
Weiland, Kristen	PL	89.75	\$250.00	\$22,437.50
TOTALS:		19,631.76		\$8,573,874.00

(P) Partner
(A) Associate
(C) Counsel
(SA) Staff Attorney
(I) Investigator
(PL) Paralegal

Exhibit B

Exhibit B

EXHIBIT B
EXPENSES/CHARGES

KESSLER TOPAZ MELTZER & CHECK, LLP

CATEGORY	TOTAL
Filing & Other Related Fees	\$1,315.00
Travel (Transportation, Hotels & Meals)	\$43,495.67
Travel (Conference Room/Deposition Expenses)	\$2,390.00
Teleconferences	\$145.05
Overnight Delivery Services	\$2,117.45
Court Hearing Transcripts	\$66.00
Experts/Consultants	\$470.00
Name: John C. Hammerslough, LLC	\$470.00
Internal Reproduction Costs	\$6,642.50
Copying/Scanning/Printing (\$0.10 per page)	\$6,642.50
Online Legal, Factual & Economic Research	\$24,589.54
Litigation Fund Contribution	\$513,496.14
TOTAL:	\$594,727.35

Exhibit C

Exhibit C

EXHIBIT C
**CONTRIBUTIONS TO AND DISBURSEMENTS FROM
 THE LITIGATION FUND**

CONTRIBUTIONS:

	Amount
Kessler Topaz Meltzer & Check, LLP	\$513,496.14
Nix, Patterson & Roach, LLP	\$480,000.00
Robbins Geller Rudman & Dowd LLP	\$485,000.00
Interest	\$32.19
TOTAL:	\$1,478,528.33

DISBURSEMENTS:

Category of Expense	Amount
Deposition Reporting, Video Services & Transcripts	
Aptus Court Reporting	\$3,817.19
Davidson Reporting	\$145.65
Legalink, Inc.	\$16,632.69
Veritext	\$2,489.75
Litigation Support/Discovery Management	
DLS Discovery	\$735.15
Evolve Discovery	\$346,881.79
Quivx	\$2,718.72
Experts/Consultants	
Global Economics Group	\$308,315.41
Dr. Tavy Ronen	\$184,506.27
Assaf Ronen	\$17,737.50
Gnarus Advisors, LLC	\$7,869.50
Stanford Consulting Group, Inc.	\$327,154.00
Investigators	
L.R. Hodges & Associates, Ltd.	\$160,605.19
Outside Counsel for Witness	
Lowe Fell & Skogg, LLC	\$35,478.23

Process Server/Messenger Services/Notary Services	
Class Action Research & Litigation Support Services, Inc.	\$715.00
Wheels of Justice, Inc.	\$342.00
External Reproduction Costs	
Transperfect Legal Solutions	\$7,675.53
Filing Fees	
Curtis B. Coulter, P.C. – <i>Pro Hac Vice</i> Applications	\$1,000.00
Mediation Fees	
Phillips ADR Enterprises	\$53,668.84
Banking Fees	\$39.92
TOTAL DISBURSED:	\$1,478,528.33