

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,)

No. 11-cv-10230 MLW

Plaintiffs,)

v.)

STATE STREET BANK AND TRUST COMPANY,)

Defendant.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,)
and those similarly situated,)

No. 11-cv-12049 MLW

Plaintiffs,)

v.)

STATE STREET BANK AND TRUST COMPANY,)
STATE STREET GLOBAL MARKETS, LLC and)
DOES 1-20,)

Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and)
JAMES PEHOUSHEK-STANGELAND, and all others)
similarly situated,)

No. 12-cv-11698 MLW

Plaintiffs,)

v.)

STATE STREET BANK AND TRUST COMPANY,)

Defendant.)

**PLAINTIFFS' ASSENTED-TO MOTION FOR AUTHORIZATION TO DISTRIBUTE
TO ELIGIBLE REGISTERED INVESTMENT COMPANY CLASS MEMBERS**

Allowed.

Welf. D.J.

Dec. 13, 2017

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

_____)	
ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendants.)	

_____)	
ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,)	No. 11-cv-12049 MLW
and those similarly situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	

_____)	
THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself; and)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendants.)	

eth

PROPOSED ORDER AUTHORIZING DISTRIBUTION TO RIC CLASS MEMBERS

THIS MATTER having come before the Court on the motion of Plaintiffs, through Lead Counsel, for authorization to distribute proceeds from the Settlement of the above-captioned actions to eligible Settlement Class Members that are Registered Investment Companies; the Class Settlement having reached its Effective Date; and the Court having considered the papers filed and proceedings had herein and otherwise being fully informed;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement, dated as of July 26, 2016 (ECF No. 89), the Court-approved Plan of Allocation, or the Declaration of Eric J. Miller on Behalf of A.B. Data, Ltd. in Support of Motion for Authorization to Distribute to Eligible Registered Investment Company Class Members, dated November 2, 2017 (the "A.B. Data Declaration").

2. The administrative recommendations of A.B. Data, Ltd. ("A.B. Data" or "Claims Administrator"), the Court-appointed Claims Administrator, concerning the distribution of the RIC Settlement Allocation, as set forth in the A.B. Data Declaration and Exhibits 4 and 5 thereto, are hereby APPROVED.

3. The distribution of the RIC Settlement Allocation to eligible RIC Class Members is hereby AUTHORIZED and shall be conducted in accordance with the Settlement Agreement, the Court-approved Plan of Allocation, and the RIC Distribution Plan, set forth in paragraphs 22-25 of the A.B. Data Declaration, which is hereby APPROVED.

4. A payment in the amount of \$49,673.00 from the RIC Settlement Allocation for A.B. Data's estimate of its fees and costs to be incurred in connection with the distributions to eligible RIC Class Members is hereby AUTHORIZED. If the incurred fees and costs for the RIC distributions are lower than the estimate, the Claims Administrator shall promptly refund the difference.

5. The administration of the Class Settlement to date and the proposed distribution to RIC Class Members comply with the terms of the Settlement Agreement and the Plan of Allocation.

6. The Claims Administrator is authorized to destroy paper copies of all documentation pertaining to the RIC distributions one (1) year after the Second RIC Distribution, and electronic copies of the same three (3) years after the RIC Initial Distribution.

7. The Court retains jurisdiction to consider any further applications concerning the administration of the Class Settlement, and such other and further relief as this Court deems appropriate.

IT IS SO ORDERED.

Dated: Dec. 13, 2017


HON. MARK L. WOLF
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others)
similarly situated,)
Plaintiff)

v.)

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

C.A. No. 11-10230-MLW

ARNOLD HENRIQUEZ, MICHAEL T.)
COHN, WILLIAM R. TAYLOR, RICHARD A.)
SUTHERLAND, and those similarly)
situated,)
Plaintiff)

v.)

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

C.A. No. 11-12049-MLW

THE ANDOVER COMPANIES EMPLOYEE)
SAVINGS AND PROFIT SHARING PLAN, on)
behalf of itself, and JAMES)
PEHOUSHEK-STANGELAND and all others)
similarly situated,)
Plaintiff)

v.)

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

C.A. No. 12-11698-MLW

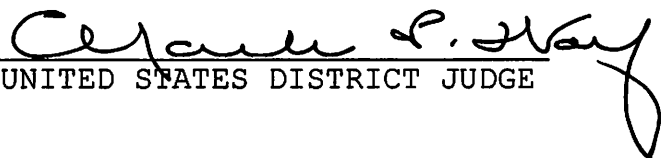
ORDER

WOLF, D.J.

December 14, 2017

The court has received the attached December 12, 2017 letter from the Master, Retired United States District Judge Gerald Rosen. The Master requests an extension to March 15, 2018 to submit his

Report and Recommendation pursuant to the March 8, 2017 Order. The court continues to be satisfied that the Master has been working diligently and finds that the request is justified. It is, therefore, hereby ALLOWED.


UNITED STATES DISTRICT JUDGE

HON. GERALD E. ROSEN (RET.)
150 WEST JEFFERSON, SUITE 850
DETROIT, MI 48226
(313) 872-1100

December 12, 2017

Honorable Mark L. Wolf
United States District Court
One Courthouse Way
Boston, Massachusetts 02210

RE: Extension of time for submission of Special Master's Report and
Recommendation

Dear Judge Wolf –

I write to request a second extension of time to file my Special Master's Report and Recommendation. By way of reminder, paragraph 3 of your March 8, 2017 Order of Appointment provides:

3. The Master shall proceed with all reasonable diligence and either submit his report and recommendation by October 10, 2017 or request an extension of time to do so. See Fed R. Civ. P. 53(2)

You have been gracious in extending that deadline once, to December 15, 2017, due to unforeseen developments arising out of matters raised by the discovery in the case. Since then, my team has worked diligently to meet that extended deadline. Unhappily, despite our efforts, and the cooperation of the law firms and their attorneys, we now realize that much more work than anticipated has been, and will be, necessary to thoroughly analyze and address the additional issues that have been raised. Among this work has been: (1) substantial additional document discovery; (2) an entire second round of lengthy, document-intensive and at times heavily contested, depositions (totaling about 15) related to the additional matters discovered; (3) the retention of a second, more narrowly focused expert by the law firms to address these additional issues; which (4) required us to similarly retain an expert to address these issues (who hopes to have his report completed by the end of January).

Beyond this, both counsel for the law firms and my team expect that once our expert's report is completed, they will want an opportunity to review that report and possibly depose our expert. In turn, we may want to depose their new expert. Finally, as a result of all of this, and the potential significance of the issues raised, the law firms'

counsel have indicated they may request an opportunity for oral argument to me on these issues and I am inclined to grant the firms that opportunity.

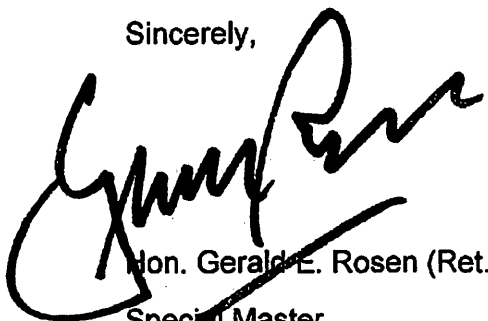
There have been numerous additional factors necessitating a further extension, but, needless to say, all of this and more will not only take time to complete, but I will not be able to finish writing my Report and Recommendation until it is all completed and digested. I should note, however, that my team and I have already made significant progress on drafting those sections of the Report and Recommendation that we believe we have sufficient information about to undertake the drafting process.

Given all of the variables we are all facing – expert reports and discovery, oral arguments, and integrating all of this into the Report and Recommendation -- it is very difficult at this time to say with full confidence exactly when we will be able to complete all of the necessary preparatory work and writing. However, I am hopeful that we can complete everything and have my Report and Recommendation to you by March 15, 2018. While additional unforeseen circumstances may arise and this may be an optimistic estimate, we will do everything we can to meet this extended deadline. I can report also that all parties understand the challenges ahead for all of us and have agreed to an extension of time to March 15, 2017. I am happy to provide further detail and support for this request, and to answer any other questions you may have related to the investigation and Report and Recommendation process.

Accordingly, pursuant to paragraph 3 of your March 8 Order, I am requesting a further extension to March 15, 2018 to file my Report and Recommendation. Thank you for your consideration and for the continued confidence you have reposed in my team and me to pursue this very interesting and challenging case.

With best wishes, I am

Sincerely,

A handwritten signature in black ink, appearing to read "Gerald E. Rosen", written in a cursive style. The signature is positioned above the typed name and title.

Hon. Gerald E. Rosen (Ret.)

Special Master