

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM,)	
On behalf of itself and all others)	
similarly situated,)	
Plaintiff)	
)	C.A. No. 11-10230-MLW
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
Defendants.)	
ARNOLD HENRIQUEZ, MICHAEL T.)	
COHN, WILLIAM R. TAYLOR, RICHARD A.)	
SUTHERLAND, and those similarly)	
situated,)	
Plaintiff)	
)	C.A. No. 11-12049-MLW
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
Defendants.)	
THE ANDOVER COMPANIES EMPLOYEE)	
SAVINGS AND PROFIT SHARING PLAN, on)	
behalf of itself, and JAMES)	
PEHOUSHEK-STANGELAND and all others)	
similarly situated,)	
Plaintiff)	
)	C.A. No. 12-11698-MLW
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
Defendants.)	

AFFIDAVIT OF GEORGE HOPKINS

I, George Hopkins, do on oath state as follows:

1. I believe I have now fulfilled the duties and processes I was ordered to undertake as outlined by the Court in both the hearing and post-hearing order before I responded to the

Court in this affidavit and made a decision as to whether ATRS wishes to continue to represent the Customer Class as a class representative.

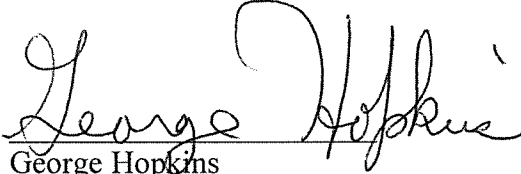
2. Specifically, I have thoughtfully considered the information I obtained in the hearing and carefully read the transcript as ordered by the Court. I appreciate the Court's instruction and admonition as to the process I should undertake.
3. In addition, I have sought and obtained advice from separate and independent legal counsel whose conduct is certainly not at issue in this case: Thomas M. Hoopes, Esq., LibbyHoopes, P.C., 399 Boylston Street, Boston, MA 02116.
4. The legal advice I have received from Mr. Hoopes has not been based on a casual engagement, but rather involved hours of attorney-client discussion and an extensive review of the record by this counsel. The discussions have included the fiduciary duties of ATRS to the class and any issue that might undermine the ability of ATRS to represent the class or which might establish a conflict between the Customer Class and ATRS.
5. With the help of that legal counsel, I also analyzed those fiduciary duties and am satisfied that I have approached the instructions of the Court in a thoughtful manner and with the benefit of the separate and independent legal advice.
6. If ATRS continues to represent the Customer Class, ATRS would continue to seek legal advice from Mr. Hoopes and his firm on issues raised in the Special Master's Report and Recommendations and related proceedings. I would expect that with regard to the administration and finalization of the settlement distribution to class members, ATRS would be permitted to consult with Labaton Sucharow, LLP, which has been handling the coordination with the Claims Administrator.

7. The ATRS Board of Trustees has authorized me to exercise my best judgment as to whether to seek to stay or go as class representative.
8. Since I was appointed Executive Director of ATRS in 2008, we have become one of the top-rated public pension funds in America, have been the class representative in some 30 cases, and to date have recouped approximately \$2.1 billion for the collective classes.
9. The position of ATRS has always been simple but clear: if someone takes our money or wrongfully costs ATRS money, then we want it back! That position has been taken for the entire class whenever ATRS has been appointed a class representative.
10. ATRS started this case. The matter has its origins in the ATRS headquarters in Little Rock, Arkansas before any attorneys were involved.
11. ATRS pushed and guided this case from a position of denied liability to an extraordinary settlement for the class of \$300 million dollars.
12. I do firmly believe that we all can learn from this case, including a little more “trust but verify.” However, trusting those who have not previously given us cause to distrust does not create a failure of duty. Imperfection may or may not signal more. Still, hindsight is 20/20 and hindsight will certainly lead to refinements in best practices, at least for class representatives both sophisticated and less sophisticated as there is no instruction manual on how to be a class representative.
13. But that does not prevent ATRS from continuing to do our best to be both fair and vigorous on behalf of those we serve.
14. I would note in passing that in Arkansas we have a broad policy of openness in governmental affairs for the benefit of the public. As best I recall, I have never acted in a manner inconsistent with that policy in this case. For example, I believe I never asserted

such things as the attorney-client privilege in the course of discovery. I do not intend to change course now.

15. Armed with legal advice from counsel “whose conduct is not at issue” and with the extensive knowledge of the posture of this case, I feel ATRS is uniquely positioned to represent the customer class and to knowingly and actively assist in moving this matter to a proper conclusion and confirm that ATRS wishes to continue as a class representative for the Customer Class.

Signed under the penalties of perjury this 6th day of June, 2018.


George Hopkins

**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,

Defendant.

No. 11-cv-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, STATE
STREET GLOBAL MARKETS, LLC and DOES 1-20,

Defendants.

No. 11-cv-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,

Defendant.

No. 12-cv-11698 MLW

**ALL PARTIES' RESPONSE TO MAY 31, 2018 ORDER (ECF NO. 237)
REGARDING ADDITIONAL DOCUMENTS FROM THE RECORD**

In response to the Court's Order that the parties should confer and propose a schedule and procedure for preparing and filing the Record (ECF No. 237, ¶ 12), all parties and the Special Master, through undersigned counsel, hereby propose the following:

1. This proposed process would apply only with respect to the filing of additional documents from the record before the Special Master, which are addressed in Paragraph 12 of the Court's May 31, 2018 Order (ECF 237), items (b), (c) and (d).¹
2. The parties shall have until 14 days after they file objections to the Special Master's Report and Recommendation to file with the Court additional documents from the record before the Master. If the parties are able to identify the documents and confer with counsel for all parties in advance, they shall file those documents publicly (if no party intends to seek redactions) or with a motion to impound (if any party intends to seek redactions). If time does not permit the conferral sufficiently in advance to allow review and decisions by other parties on redactions, the documents shall be filed with a motion to impound, after which all other parties shall have 14 days to seek redactions, without prejudice to seeking a longer time if necessary depending on the volume.
3. The Special Master shall have until 14 days after he files any response to objections (if such a filing is permitted) to file with the Court additional documents from the Special Master's record. The Special Master shall follow the same process set forth in Paragraph #2 with regard to conferring and filing those documents publicly or under seal.

¹ The Court defines "the Record" also to include the exhibits to the Master's Report and Recommendation, which have already been filed under seal. To the extent the Court intended that the parties confer regarding these exhibits, the parties respectfully request clarification regarding the subject of the conferral.

4. The parties shall have until 14 days after filing any reply brief in support of their objections, or until 14 days after any hearing on their objections (whichever is later), to file with the Court additional documents from the record before the Master. The parties shall follow the same process set forth in Paragraph #2 with regard to conferring and filing publicly or under seal.

5. Notwithstanding the above deadlines, the parties are strongly encouraged as early as possible to identify any additional documents that they plan to file as part of the Record. In order to avoid any delay, parties are encouraged to make such identification on a “rolling” basis as they make determinations with respect to particular documents. Once an identification is made, all other parties should begin immediately working to identify any portions of the documents for which they intend to seek redactions.

6. The Court at any time may identify additional materials from the Special Master’s record that he wishes to have filed with the Court. Following such identification, the parties will promptly confer to determine whether any party intends to seek redactions, and file such materials no later than seven (7) days after the Court’s request. The parties shall follow the same process set forth in Paragraph #2 with regard to filing publicly or under seal.

Dated: June 6, 2018

Respectfully submitted,

By: /s/ Justin J. Wolosz

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Counsel for the Special Master

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to all counsel of record on June 6, 2018.

/s/ Justin J. Wolosz

Justin J. Wolosz

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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

Plaintiff,

vs.

No. 11-cv-10230-MLW
**Leave to File Under Seal
Requested 6/6/2018**

STATE STREET BANK AND TRUST COMPANY,

Defendant.

_____ /

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

Plaintiffs,

vs.

No. 11-cv-12049-MLW

STATE STREET BANK AND TRUST COMPANY,

Defendant.

_____ /

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

Plaintiffs,

vs.

No. 12-cv-11698-MLW

STATE STREET BANK AND TRUST COMPANY,

Defendant.

_____ /

**SPECIAL MASTER'S MOTION TO SEAL SPECIAL MASTER'S
RESPONSES (UNDER SEAL) TO VARIOUS MOTIONS OF PLAINTIFFS'
COUNSEL ON REDACTION AND RELATED ISSUES**

Pursuant to Local Rule 7.2, and as provided for in paragraphs 7 and 11 of the Court's March 8, 2017 Order, the Special Master hereby moves this Honorable Court to permit the Special Master's Responses to Various Motions of Plaintiffs' Counsel on Redaction and Related Issues, to be filed under seal until further Court order. Pursuant to the March 8 Order, the Special Master has "preserve[d] a complete record of the evidence concerning his recommended findings of fact and [] conclusions of law." March 8, 2017 Order, ¶ 11.

WHEREFORE, Special Master respectfully requests that the Court permit the Responses be filed under seal.

Dated: June 7, 2018

Respectfully submitted,

**SPECIAL MASTER HONORABLE
GERALD E. ROSEN (RETIRED),**

By his attorneys,

/s/ William F. Sinnott
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CERTIFICATE OF SERVICE

I hereby certify that this Notice of Appearance was filed electronically on June 7, 2018 and thereby delivered by electronic means to all registered participants as identified on the Notice of Electronic Filing (“NEF”). Paper copies were sent to any person identified in the NEF as a non-registered participant.

/s/ William F. Sinnott
William F. Sinnott