

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re INTERCEPT PHARMACEUTICALS, INC. SECURITIES LITIGATION	:	Civil Action No. 1:14-cv-01123-NRB
	:	
	:	<u>CLASS ACTION</u>
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This Document Relates To:	:	DECLARATION OF FRANK J. JOHNSON
	:	OF JOHNSON AND WEAVER, LLP IN
ALL ACTIONS.	:	SUPPORT OF PLAINTIFFS' UNOPPOSED
	:	MOTION FOR AN AWARD OF
	:	ATTORNEYS' FEES AND
	:	REIMBURSEMENT OF EXPENSES
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I, Frank J. Johnson, declare as follows:

1. I am an attorney licensed to practice in the State of California and a partner at the law firm of Johnson & Weaver, LLP (“Johnson & Weaver”). I am counsel to Plaintiffs George Burton and Scot H. Atwood in the above-referenced consolidated action (the “Action”). I submit this declaration in support of Plaintiffs’ motion for this Court’s final approval of the proposed Settlement of the Action and for an award of attorneys’ fees and expenses. I have personal knowledge of the facts set forth herein, and if called as a witness, could and would competently testify thereto.

2. Johnson & Weaver has actively engaged in the prosecution of this Action on behalf of Plaintiffs and the Class and has performed, or in some manner has been involved with, some or all of the following tasks, consistent with the leadership structure, and management of workload to avoid duplication: (i) pre-filing research and investigation of potential claims related to the Company’s public statements concerning the Company’s lead drug candidate, OCA, for the treatment of NASH, and the FLINT trial involving OCA, as well as the subsequent statements and disclosures regarding the FLINT trial made by defendants; (ii) communicating and updating plaintiff and proposed class representative, Scot H. Atwood, on material developments throughout the duration of the litigation, including meeting with Mr. Atwood in person with lead counsel to discuss the status of the litigation; (iii) reviewing the initial and amended complaints, briefing on the motion to dismiss, Plaintiffs’ class certification motion, and other documents prepared and forwarded by lead counsel; (iv) participating in document discovery, including review and analysis of defendants’ voluminous document productions; (v) preparing for, attending, and participating in the all-day mediation session in New York City; and (vi) participating in strategy conferences with co-counsel and Plaintiffs throughout the litigation.

3. The information in this declaration regarding the firm's time and expenses is taken from time and expense printouts and supporting documentation prepared and/or maintained by the firm in the ordinary course of business. Based on my familiarity with the Action, I reviewed the entries to confirm the reasonableness of the time and expenses committed to the Action and I deleted entries whenever I had doubts about the utility of the task or reasonableness of the time billed. To assure the accuracy of the hours entered on all cases, the firm has a regular business practice and policy of maintaining contemporaneous time records, which are checked for accuracy on a monthly basis. In addition, I had personal involvement in and direct supervision of the timekeepers who worked on the Action.

4. As a result of this review and the adjustments made, I believe that the time reflected in the firm's lodestar calculation and the expenses for which payment is sought, as set forth in this declaration, are reasonable in amount and were necessary for the effective and efficient prosecution and resolution of the litigation. In addition, I believe that the expenses are all of a type that would normally be charged to a fee-paying client in the private legal marketplace.

5. After making the adjustments referred to above, the total number of hours spent on this action by Johnson & Weaver is 190.8. The total lodestar amount for attorney and paralegal time based on the firm's current hourly rates, including cases for which clients pay us by the hour, is \$100,453.00. Attached hereto as **Exhibit A** is a schedule of the hours performed by professional members of Johnson & Weaver. The hourly rates shown in Exhibit A are the usual and customary rates set by the firm for each individual.

6. Attached hereto as **Exhibit B** is a chart of expenses. Johnson & Weaver seeks a total of \$4,296.43 in expenses in connection with the prosecution of this litigation. These expenses are reflected in the books and records of Johnson & Weaver, were prepared consistent with

Johnson & Weaver's regular billing practices, include expense receipts and check records, and are an accurate reflection of the expenses.


7. Johnson & Weaver has made every effort to limit expenses and to use the most efficient means available for accomplishing tasks for which expenses were incurred. Consistent with Johnson & Weaver's practice in all cases, including cases for which clients pay the firm by the hour, internal office expenses (*e.g.*, postage, long-distance telephone, fax, and photocopies) are billed at the rate of three percent of hourly fees that would have been charged absent a contingency fee agreement.

8. I respectfully submit that the time and expenses incurred by Johnson & Weaver in the prosecution of the litigation are reasonable under the circumstances and were necessary to achieve the Settlement reached in this case.

9. Attached hereto as **Exhibit C** is a true and correct copy of Johnson & Weaver's firm resume setting forth the qualifications of its attorneys and professionals.

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Executed this 30th day of June, 2016 at San Diego, California.


FRANK J. JOHNSON

CERTIFICATE OF SERVICE

I, Tor Gronborg, hereby certify that on July 27, 2016, I caused a true and correct copy of the attached:

Declaration of Frank J. Johnson Filed on Behalf of Johnson and Weaver, LLP in Support of Plaintiffs' Unopposed Motion for an Award of Attorneys' Fees and Reimbursement of Expenses

to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such public filings to all counsel registered to receive such notice.

s/ Tor Gronborg

TOR GRONBORG

EXHIBIT A

SUMMARY OF HOURS BY PROFESSIONAL

<i>NAME</i>	<i>POSITION¹</i>	<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Frank J. Johnson	P	34.4	\$825.00	\$28,380.00
W. Scott Holleman	A	20.8	\$550.00	\$11,440.00
Michael I. Fistel	A	57.7	\$525.00	\$30,292.50
Landon Lerner	A	34.1	\$425.00	\$14,492.50
James M. Baker	FA	23.8	\$445.00	\$10,591.00
Shelby M. Ramsey	PL	8	\$275.00	\$2,200.00
Emily F. Bigelow	PL	6.7	\$275.00	\$1,842.50
Anna K. Lizano	PL	3.2	\$245.00	\$784.00
Mason J. Hattam	PL	2.1	\$205.00	\$430.50
TOTAL		190.8		\$100,453.00

¹ P=Partner, A=Associate, PL=Paralegal, and FA=Financial Analyst.

EXHIBIT B

SUMMARY OF EXPENSES

<i>CATEGORY</i>	<i>AMOUNT</i>
Travel Costs to meet with client	\$640.42
Filing Fees, Service Fees, and Federal Express	\$636.50
Online Research	\$5.92
Postage, Telephone, Photocopying, Facsimile, and Related Internal Office Charges	\$3,013.59
TOTAL	\$4,296.43

EXHIBIT C



FIRM RESUME

Johnson & Weaver, LLP is committed to delivering comprehensive, creative, and cost-effective solutions to complex legal problems. The trial lawyers at Johnson & Weaver, LLP have experience and training from some of the biggest firms in the country and have worked on numerous noteworthy cases. We pride ourselves on providing the same level of service large firms offer with the efficiency and personal touch that only a small firm can provide. Whether representing defrauded individuals or publicly-traded corporations, Johnson & Weaver, LLP has a track record of success.

OUR ATTORNEYS

FRANK J. JOHNSON

Mr. Johnson is one of the founding partners of Johnson & Weaver, LLP. Prior to starting his own law firm, Mr. Johnson was a partner in the law firm Sheppard, Mullin, Richter & Hampton, LLP, a full-service Am Law 100 law firm with 750 attorneys in 15 offices located around the world. Mr. Johnson has represented some of the largest companies in the country in complex business disputes.

Areas of Practice: Mr. Johnson's practice focuses on complex litigation. Mr. Johnson has extensive experience in all aspects of trial practice, mediation, trial preparation, and non-jury and jury trials in state and federal court. In addition to his general trial practice, Mr. Johnson has both prosecuted and defended a number of cases involving securities fraud in class actions and derivative cases.

Professional Qualifications and Activities: Mr. Johnson was admitted to the State Bar of California in 1994. He has an AV rating with Martindale-Hubbe which indicates very high to preeminent legal ability and very high ethical standards as established by confidential opinions from members of the Bar. He is currently admitted in good standing with the following courts:

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- All courts of the State of California
- The United States Court of Appeals for the Ninth Circuit
- The United States Court of Appeals for the Third Circuit
- The United States District Courts for the Southern, Central and Northern Districts of California
- The United States Court of Federal Claims

Mr. Johnson is also a member of the following professional organizations:

- The San Diego County Bar Association
- The Federal Bar Association
- The Litigation Section of the State Bar of California
- SD Regional Chamber of Commerce, Vice Chair Tech Comm. (2002-03, 2003-04, 2004-05)

Mr. Johnson completed the following trial advocacy programs:

- San Diego County District Attorney one-month misdemeanor jury trial program
- Louis M. Welsh American Inn of Court, one year program
- San Diego Inn of Court College of Advocacy, multi-week trial course
- San Diego Inn of Court College of Advocacy, multi-week evidence course

Following graduation from law school in 1994, Mr. Johnson served as a judicial law clerk for one year for the Honorable John S. Rhoades, a federal trial judge in the United States District Court for the Southern District of California.

Education and Awards: Mr. Johnson received his Juris Doctor from Washington University School of Law in 1994, where he was in the top 10% of his class while in attendance. In his first year of law school, Mr. Johnson received the American Jurisprudence Award in Contracts. At both Washington University School of Law and the University of San Diego School of Law (where Mr. Johnson was a visiting student in his third year), Mr. Johnson won first place awards in each school's Moot Court Competition. He received his Bachelor of Science in Business Administration with an emphasis in Finance from San Diego State University in 1990, where he graduated second in his class major, with honors and *summa cum laude*.

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Community and Volunteer Activities: For the past few years, Mr. Johnson has been a volunteer at Voices for Children, where he serves as a CASA (Court Appointed Special Advocate) meeting several times each month with a foster child and attending court hearings to advocate for the child's best interests.

BRETT M. WEAVER

Mr. Weaver is one of the founding partners of Johnson & Weaver, LLP. Before forming Johnson & Weaver, LLP, Mr. Weaver was an associate at the mid-sized San Diego firms of Johnson Bottini, LLP, Butz Dunn DeSantis & Bingham and Mazzarella Dunwoody & Caldarelli.

Mr. Weaver was named a "Super Lawyer" for Business Litigation in 2013, 2014, 2015 and again in 2016 by *Super Lawyer Magazine*.

Areas of Practice: In addition to complex business litigation, Mr. Weaver's practice areas include consumer class actions, securities litigation, professional-malpractice defense, employment law and real-estate disputes. Mr. Weaver has also handled a number of "anti-SLAPP" cases arising from the exercise of free speech and petitioning activities. Mr. Weaver has litigated cases in both state and federal court and has handled all aspects of litigation including mediations, arbitrations, and trial. In addition, Mr. Weaver has argued before the California, Arizona, Washington State, and Ninth Circuit Court of Appeals.

Professional Qualifications and Activities: Mr. Weaver is admitted in good standing with the following courts:

- All courts of the State of California
- The United States District Court for the Southern, Central, Eastern, and Northern Districts of California
- The United States Court of Appeals for the Ninth Circuit

Mr. Weaver is a member of the following professional organizations:

- Louis M. Welch American Inn of Court
- Association of Business Trial Lawyers
- Board of Governors/Executive Committee Member

Mr. Weaver also volunteers with the following organizations:

- San Diego Volunteer Lawyer Program, Inc.
- Old Town Academy – Mock Trial Program Director

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Education: Mr. Weaver received his Juris Doctor from the University of Arizona College of Law in 1999. Mr. Weaver actively participated in Moot Court and was named a member of the Moot Court Board, National Moot Court Team and was named the school's Most Outstanding Oral Advocate. Mr. Weaver graduated with honors from the University of Arizona in 1996, receiving a Bachelor of Arts in Political Science.

During law school, Mr. Weaver served as a judicial extern for Justice Judith L. Haller at the California Court of Appeal (4th District, Division 1) and Judge J. Richard Haden (Ret.) at the San Diego Superior Court.

MICHAEL I. FISTEL, JR.

Mr. Fistel joined Johnson & Weaver, LLP in January 2014. Prior to joining the firm, Mr. Fistel was a partner at an Atlanta-based boutique litigation firm that represented individuals and businesses in shareholder and other complex litigation in federal and state courts throughout the country. In that role, Mr. Fistel served as partner-in-charge of the firm's active case inventory and obtained millions of dollars on behalf of injured shareholders, consumers, and businesses. Mr. Fistel was also instrumental in securing sweeping corporate governance reforms at numerous publicly-traded companies.

Areas of Practice: Mr. Fistel devotes his practice to representing individuals, institutions, and businesses in shareholder and other complex litigation. Specifically, a substantial portion of Mr. Fistel's practice is focused on representing shareholders in securities fraud class action litigation and shareholder derivative litigation. In addition to shareholder litigation, Mr. Fistel also represents aggrieved consumers and businesses in other complex litigation arising out of financial and consumer fraud.

Professional Qualifications: Mr. Fistel is currently admitted in good standing with the following courts:

- All courts of the State of Georgia
- The Supreme Court of the United States of America
- The United States Court of Appeals for the Eleventh Circuit
- The United States Court of Appeals for the Second Circuit
- The United States Court of Appeals for the First Circuit
- The United States District Courts for the Northern and Middle Districts of Georgia

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- The United States District Court for the District of Colorado

Education, Awards, and Professional Activities: Mr. Fistel attended New England Law in Boston, Massachusetts, earning his Juris Doctor in 2001. While at New England Law, Mr. Fistel was repeatedly named to the Dean's List and received the CALI Award for Excellence in Trial Practice and Sports Law. Prior to attending New England Law, Mr. Fistel attended Florida State University as a Florida Undergraduate Scholar and graduated with a Bachelor of Arts in English.

In 2011, 2013, 2014, 2015, and 2016, Mr. Fistel was recognized as a Georgia Super Lawyers – Rising Star by Atlanta Magazine, an honor bestowed on just 2.5% of the attorneys in the State of Georgia.

Mr. Fistel has also been invited to speak at the Georgia State University School of Law in the area of corporate governance and shareholder rights. Mr. Fistel has also served as an invited panelist for the Securities and Corporate Litigation Sub-Section of the Atlanta Bar Association.

Community and Volunteer Activities: Mr. Fistel is an active member of his local Hickory Flat, Georgia community. Specifically, for the past few years Mr. Fistel has served as a director and Secretary of the Board of Directors of East Cherokee Baseball, a total volunteer youth sports organization where approximately 500 boys and girls ages 3-17 are provided a safe, fun, and educational baseball experience. In addition to his service to the Board of Directors of East Cherokee Baseball, Mr. Fistel has volunteered as a youth baseball coach at the park. Mr. Fistel also enjoys volunteering at the local elementary school where his two young children attend, and where his wife served on the Board of Directors of the PTA. Mr. Fistel and his family are members of St. Peter Chanel Catholic Church in Roswell, Georgia.

W. SCOTT HOLLEMAN

Areas of Practice: Mr. Holleman focuses his practice on mergers and acquisitions (M&A) litigation, shareholder derivative matters, and securities fraud class actions. He has prosecuted numerous actions in state and federal courts nationwide and has extensive experience with all phases of litigation, including pre-suit investigations, motion practice, discovery, trials, appeals, and mediation.

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Experience: In his M&A litigation experience, Mr. Holleman has helped to secure additional monetary consideration for shareholders in multiple cases and has also helped to bring about substantial modifications to merger agreements. In the shareholder derivative context, he has defended against excessive executive compensation practices at multiple large companies and has helped to instill better corporate governance in various instances. He also worked as an associate for co-lead counsel in the *E*Trade Financial Corp. Securities Litigation*, No. 07-cv-08538 (S.D.N.Y.), which challenged misrepresentations by E*Trade concerning its mortgage-backed securities and resulted in a \$79 million recovery for injured shareholders.

Mr. Holleman has also represented individuals and companies in antitrust, civil rights, consumer fraud, investment management, regulatory (SEC), and other complex matters. In one case, Mr. Holleman won a jury verdict of actual and punitive damages following a weeklong trial on behalf of a couple who had been sold a faulty insurance-based investment vehicle.

Education and Admissions: Mr. Holleman received his Bachelor of Arts from the University of North Carolina (2003), having studied Political Science and Journalism & Mass Communication. He received his Juris Doctor from St. John's University in New York (2007).

He is admitted to the practice of law in the State of New York and is awaiting admission to the State of California. He is also admitted to the United States Court of Appeals for the Sixth Circuit as well as the United States District Courts for the Eastern, Southern, and Northern Districts of New York and the Eastern District of Michigan.

Mr. Holleman is also a member of the following New York State Bar Association committees:

- Committee on Securities Litigation and Arbitration;
- Committee on Federal Procedures; and
- Committee on Electronic Discovery

CECILIA E. RUTHERFORD

Areas of Practice: Ms. Rutherford practices in complex civil litigation, including securities and consumer fraud class action litigation and shareholder derivative actions. Ms. Rutherford has litigated cases in both state and federal

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courts and has experience with all aspects of trial practice, including motion practice, discovery, trial preparation, and appeals.

Professional Qualifications and Activities: Before joining Johnson & Weaver, LLP, Ms. Rutherford practiced shareholder derivative litigation with the law firm of Kahn Swick & Foti, LLC in Louisiana. Prior to that, she was a juvenile public defender in New Orleans, Louisiana for two years.

Ms. Rutherford also practiced transactional law as a capital markets and structured finance associate with the law firms of Cadwalader, Wickersham & Taft LLP and Alston & Bird LLP, in New York and in Charlotte, North Carolina.

Ms. Rutherford is admitted to practice before all state courts in California, New York, North Carolina, and Louisiana, and in the United States District Courts for the Southern District of New York and the Western District of North Carolina.

Education: Ms. Rutherford received her Juris Doctor from Boston University School of Law in 2000 and served on the American Journal of Law & Medicine. During law school she studied for a term at St. Catherine's College, Oxford University and completed courses focusing on European Union law and international intellectual property. Prior to law school, she was a staff assistant for the U.S. Senate Foreign Relations Committee in Washington, D.C. She received her Bachelor of Arts from Carleton College in Northfield, Minnesota.

Community and Volunteer Activities: For the past few years, Ms. Rutherford has served as a CASA volunteer with Voices for Children, advocating for the best interests of three children in foster care. She is also a mentor with the Crawford High School Law Academy program, and meets monthly with high school students from underprivileged backgrounds to encourage them to pursue higher education. She also volunteers as a pro bono attorney with the San Diego Volunteer Lawyer Program and Casa Cornelia, handling cases involving guardianship, education rights, and special immigrant juvenile status. Ms. Rutherford also teaches a weekly English class to refugees seeking asylum through Catholic Charities.

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REPRESENTATIVE MATTERS

The attorneys at Johnson & Weaver, LLP, have been Lead Counsel, Co-Lead Counsel, or played a significant role in the following matters:

Pending Cases

- *Bagot and Steinberg v. Bracken*, Case No. 11C5133 (Eighth Circuit Court for Davidson County, Tennessee). Johnson & Weaver, LLP was appointed sole Lead Counsel in this shareholder derivative action against certain current and former officers and directors of HCA Holdings, Inc., the largest private hospital chain in the country. The parties litigated the action for more than four years and attended multiple mediations, after which Johnson & Weaver, LLP secured an extremely favorable settlement for HCA and its shareholders, including a payment of \$19 million to HCA, the appointment of a new independent director, and implementation of significant corporate therapeutics. This settlement is currently pending final court approval.
- *Crystal v. Medbox, Inc.*, Case No. 2:15-CV-00426-BRO-JEM (United States District Court for the Central District of California). Johnson & Weaver, LLP was appointed sole Lead Counsel in this securities class action lawsuit brought pursuant to §§ 10(b), 20(a), and 20(A) of the Securities Exchange Act of 1934. Despite significant obstacles to recovery, including questions regarding the company's ability to continue as a going concern and insurance coverage issues, Johnson & Weaver, LLP was able to reach an agreement in principal for a class-wide settlement with all defendants which included a payment of \$1.85 million in cash and the issuance of 2.3 million shares of Medbox common stock by the Company and its former Chief Executive Officer. The settlement currently awaits Court approval.
- *Englehart v. Brown*, Case No. 13-2-33726-6-KNT (Superior Court for the State of Washington, King County). Johnson & Weaver, LLP was appointed Co-Lead Counsel and certified as Co-Lead Class Counsel in the action which challenged the acquisition of Flow International Corporation by American Industrial Partners. Following expedited discovery, the firm obtained numerous material and additional disclosures and is continuing to pursue the case post-close for monetary damages.
- *Salix Pharmaceuticals, Ltd. Stockholder Litigation*, Consolidated C.A. No. 10721-CB (Del. Ch.). Johnson & Weaver, LLP was appointed co-lead counsel in a case that challenged the \$15.8 billion acquisition of Salix Pharmaceuticals, Ltd. by Valeant Pharmaceuticals International, Inc. The

acquisition closed in the spring of 2015, and the firm is currently pursuing the case post-close for monetary damages.

- *In re Blyth, Inc. Stockholders Litigation*, Consolidated C.A. No. 11464-VCG (Del. Ch.). Johnson & Weaver, LLP was appointed co-lead counsel in a case that challenged the \$98 million acquisition of Blyth, Inc. by an affiliate of the hedge fund Carlyle Group. The acquisition closed in the fall of 2015, and the firm is currently pursuing the case post-close for monetary damages.
- *Desrocher v. Covisint Corporation, et al.*, Case No. 1:14-CV-03878-AKH (United States District Court for the Southern District of New York). Johnson & Weaver, LLP was appointed as Co-Lead Counsel in this securities class action lawsuit brought pursuant to §§ 11 and 15 of the Securities Act of 1933. Johnson & Weaver, LLP, along with its co-counsel, obtained the complete denial of defendants' motion to dismiss the consolidated complaint. The case is now in discovery.

Resolved Cases

- *In re Brocade Communications, Systems, Inc. Derivative Litigation*, Case No. 1:05cv41683 (Superior Court for the State of California, County of Santa Clara). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel in one of the highest-profile cases in the country challenging the award of backdated stock options by executive officers of Brocade. The case was filed in May 2005 and settled in 2010. On August 8, 2008, Johnson & Weaver, LLP's predecessor firm was retained as co-counsel to Brocade by the Special Litigation Committee of the Board of Directors of Brocade to help litigate the company's claims against ten former officers and directors of the company. An amended complaint was filed in federal court in San Francisco, and the case, *In re Brocade Communications Systems, Inc.*, Case No. 05-02233, was pending before the Honorable Charles R. Breyer in the United States District Court for the Northern District of California. After years of litigation, over \$24 million was recovered for the company.
- *In re the Titan Corp. Derivative Litigation*, Case No. GIC 832018 (Superior Court for the State of California, County of San Diego). Mr. Johnson was appointed Co-Lead Counsel in the derivative lawsuit that involved claims against Titan's officers and directors for breach of fiduciary duty. During the pendency of the litigation, Titan announced that it would be acquired, threatening to cause the shareholders in the derivative action to lose standing. The claims were settled after plaintiffs negotiated \$29 million in

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increased consideration to Titan's shareholders in the all-cash merger acquisition.

- *In re Powerwave Technologies, Inc.*, Case No. 13-10134 (MFW) (United States Bankruptcy Court for the District of Delaware). Johnson & Weaver, LLP filed a shareholder derivative action in California Superior Court alleging that certain of Powerwave's officers and directors had affirmatively engaged in improper accounting to conceal the company's true financial condition. Shortly after filing this action, Powerwave filed for bankruptcy and the United States Bankruptcy Court appointed a Chapter 7 Trustee. The Trustee retained Johnson & Weaver, LLP and the Bankruptcy Court appointed Johnson & Weaver, LLP as special counsel to prosecute these claims as assets of the estate. After nearly two years of litigation, Johnson & Weaver, LLP secured a settlement that included payment of \$5.5 million for the benefit of the estate in bankruptcy.
- *In re Motorola, Inc. Derivative Litigation*, Case No. 07CH23297 (Circuit Court of Cook County, Illinois). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel in this shareholder derivative action filed against current and former officers and directors of Motorola, Inc. After six years of hard fought litigation the action settled on terms that required the implementation of significant corporate therapeutic changes throughout the company, changes that were valued by one expert at over \$1 billion.
- *In re Heelys Inc. Derivative Litigation*, Case No. 07-CV-1682 (United States District Court for the Northern District of Texas). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel in this shareholder derivative action filed against current and former officers and directors of Heelys Inc. After prevailing on defendants' motion to dismiss and more than a year of litigation including multiple mediations, this matter settled on terms that required the implementation of significant corporate therapeutic changes that benefitted the company and its shareholders for years to come.
- *Baker v. Visa International Corp.*, Case No. 06cv0376 (Superior Court for the State of California, County of San Diego). Johnson & Weaver, LLP's predecessor firm was appointed Co-Lead Counsel for this nationwide consumer class action that was filed in 2006 against Visa International Corp. for wrongfully assessing undisclosed fees on consumers by manipulating the currency conversion rates when consumers used their Visa Card for purchases in other countries. This matter was removed to federal court, and

transferred by the Judicial Panel on Multidistrict Litigation to the United States District Court for the Southern District of New York to be coordinated with the *In re Currency Conversion Fee Antitrust Litigation*. The Court approved a settlement that provided for \$336 million for the class members. While the *Baker* case was not the driving force leading to the \$336 million for the class members, it was coordinated with that matter and the firm played a material role in the ultimate settlement.

- *In re MannKind Corporation Derivative Litigation*, Lead Case No. 11-cv-05003-GAF-SSx (United States District Court for the Central District of California). Johnson & Weaver, LLP was appointed sole Lead Counsel in this shareholder derivative action filed against current and former officers and directors of MannKind, alleging that the defendants had misled shareholders about the FDA approval process for MannKind's core product. After more than two years of litigation and a mediation, this matter settled on terms that required the implementation of significant corporate therapeutic changes, including the creation of a new Board-level Disclosure & Controls Committee and significant enhancements to financial reporting requirements.
- *Singh v. Hsu*, Case No. 1-13-cv-243247 (Superior Court of California for the County of Santa Clara). Johnson & Weaver, LLP was appointed sole Lead Counsel in this shareholder derivative action against certain current and former officers and directors of Impax Laboratories, Inc. for allegedly failing to correct systemic problems at the company's manufacturing centers and for misleading shareholders about FDA sanctions related to these problems. After two years of litigation and a mediation, the matter settled on terms requiring the implementation of company-wide corporate governance reforms, significantly enhancing reporting and oversight at the Board, officer, and employee level.
- *In re LHC Group, Inc. Derivative Litigation*, Case No. 6:13-CV-02899-JTT-CBW (United States District Court for the Western District of Louisiana). Johnson & Weaver, LLP was appointed Co-Lead Counsel in this shareholder derivative action filed against current and former officers and directors of LHC Group, Inc., alleging that the defendants breached their fiduciary duties by, among other things, causing the Company to manipulate the number of therapy visits provided to patients in its home health care segment in order to improperly maximize Medicare reimbursements, thereby artificially inflating the Company's revenues, and disseminating false and misleading statements regarding the Company's financial results. After two years of litigation, this case was resolved on terms that included substantial reforms to the

Company's corporate governance including, among other things, amendments to the Company's compliance policies to address the allegations concerning its Medicare home health care program and to the Audit Committee Charter to provide for greater oversight over the Company's compliance-related activities, Medicare and Medicaid reimbursement policies, compliance audits, the handling of anonymous complaints, and the effectiveness of LHC's Code of Conduct. The settlement also caused changes to be made to the Company's insider trading and pre-clearance policies to provide more clarity and transparency and additional restrictions on insiders' sales of LHC stock, and caused the Board to establish lead independent director guidelines to address Plaintiffs' allegations concerning the Individual Defendants' breaches of fiduciary duty of loyalty.

- *In re Uni-Pixel, Inc. Shareholder Derivative Litigation*, Case No. 2014-08251 (District Court of Harris County, Texas, 165th Judicial District). Johnson & Weaver, LLP was appointed sole Lead Counsel in this shareholder derivative action filed against current and former officers and directors of Uni-Pixel, Inc. This matter was settled on terms that require the implementation of substantial corporate governance reforms for a period of no less than five years which included, among other things, the formalization of the non-executive chairman role, the creation of a disclosure and controls committee, and the revision of the Company's insider trading protocol, specifically the preclearance procedure related to certain executive trades.
- *Rubin v. Reinhard*, Case No. 37-2008-00091039-CU-NP-CTL (Superior Court for the State of California, County of San Diego). Johnson & Weaver, LLP's predecessor firm was lead counsel in this derivative lawsuit. After the company filed a petition for relief under Chapter 7 of the Bankruptcy Code, the Bankruptcy Trustee retained Johnson & Weaver, LLP's predecessor firm as special litigation counsel to prosecute claims for breach of fiduciary duty against certain officers and directors. After several years of hard fought litigation, the Estate in Bankruptcy settled recovering \$3 million.
- *International Real Estate PLC v. Oaktree Capital Management, LLC*, Case No. BC 324973 (Superior Court for the State of California, County of Los Angeles). International Real Estate (a public company with shares listed on the London Stock Exchange) retained Johnson & Weaver, LLP's predecessor firm to pursue claims for breach of fiduciary duty against former directors of a joint venture company. That case involved alleged damages of

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approximately \$20 million and after years of aggressive litigation and a mediation ultimately settled on favorable terms to International Real Estate.

- *Greenland Corp. v. Bonar*, Case No. GIC 842605 (Superior Court for the State of California, County of San Diego). Greenland Corporation, a public traded company located in San Diego, retained Johnson & Weaver, LLP's predecessor firm to pursue claims for breach of fiduciary duty against several former officers and directors. The case settled with a significant payment to the client Greenland Corporation.
- *In re BTU International, Inc. Stockholders Litigation*, Consolidated C.A. No. 10310-CB (Del. Ch.). Johnson & Weaver, LLP played a key role in the case, which challenged the merger between BTU International, Inc. and Amtech System, Inc., obtaining a waiver of preclusive "Don't Ask, Don't Waive" provisions in standstill agreements with certain bidders, as well as securing extensive additional disclosures before the shareholder vote on the merger.
- *Green Meadows Partners, LLP v. Tompkinson (Impac Mortgage Securities Litigation)*, Case No. SACV 06-91 (United States District Court for the Central District of California). The Honorable Cormac Carney appointed Johnson & Weaver, LLP's predecessor firm Co-Lead Counsel in a case where seven derivative complaints and competing motions for lead counsel had been filed. After a year and a half of litigation, Judge Carney approved the settlement agreement that required implementation of significant corporate therapeutic changes for the benefit of the company and its shareholders for years to come.

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TESTIMONIALS

“There’s no question in my mind that this settlement is in the best interest of this Estate. So I’m prepared to approve it. . . . But I want to compliment Mr. Johnson, and I want to compliment on the successful recovery for the Estate. The creditors thank you, and I thank you.” *In re Artes Medical, Inc.*, (Bankr. S.D. Cal., Case No. 08-12317-LT7) (approving a \$3 million settlement recovered for the estate of a bankrupt public company after the Chapter 7 Trustee retained Johnson & Weaver, LLP to pursue claims for breach of fiduciary against the directors). In approving the final award of attorneys’ fees, Judge Taylor further stated: “The Court thanks Johnson & Weaver for its outstanding work on behalf of the Chapter 7 Trustee and the Estate.”

The Honorable Laura S. Taylor
United States Bankruptcy Court Judge
Southern District of California

Johnson & Weaver, LLP (“J&W”) has “demonstrated that they are qualified and experienced and are capable of acting as lead counsel.” “The Court is favorably impressed by J&W’s presentation and knowledge” and “J&W’s experience litigating shareholder derivative actions gives it a certain amount of pre-existing expertise.” *In re Oclaro, Inc. Derivative Litigation*, (N.D. Cal., Case No. C-11-3176 EMC) (appointing Johnson & Weaver, LLP, lead counsel in a complex shareholder derivative litigation in which three separate lawsuits were filed).

The Honorable Edward M. Chen
United States District Court Judge
Northern District of California

Johnson & Weaver, LLP’s predecessor firm, Johnson Law Firm, is “exceptionally qualified and experienced.” *Greenmeadows Partners LLP v. Tomkinson, et al.*, C.D. Cal. Case No. SACV 06-91 CJC (appointing Johnson Law Firm lead counsel in a complex shareholder derivative litigation in which six separate lawsuits were filed).

The Honorable Cormac J. Carney
United States District Court Judge
Central District of California

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As chairman of the board of a public company, my company was represented by Mr. Johnson and Mr. Weaver to pursue claims for breach of fiduciary duty for millions of dollars against former directors of a company formed in England. I have retained law firms throughout the world and found Johnson & Weaver's services to be superb. They were very responsive and grasped complex corporate matters involving international real estate transactions. They aggressively litigated my company's claims against several defendants who were represented by one of the largest law firms in the world. This case was very complex and complicated and involved three jurisdictions (U.S., Europe, and Sweden). They played an instrumental role in bringing the whole case to a successful settlement out of court. We ultimately reached a resolution short of trial with which I was very pleased.

Rolf L. Nordström
Chairman of the Board
International Real Estate PLC

While I was the Executive Vice President and Chief Financial Officer for a publicly traded company, I consulted Frank Johnson on various legal issues. As CFO I was responsible for SEC reporting requirements and compliance with GAAP. In addition, I successfully completed the public offering of the company's stock which was a consistent top performer on the NASDAQ from 1998 to 1999. During the ten years I've known him, I've been very impressed with Mr. Johnson's integrity, business acumen, and understanding of complex securities issues. Based upon these factors, I retained Mr. Johnson and Mr. Weaver to represent me in matters where it appeared that a public company's officers or directors engaged in fraudulent conduct to the detriment of the company's shareholders (of which I was one). As a former CFO for a public company and as a shareholder, I can say with confidence that this firm has proven to be aggressive and astute in identifying claims for fraudulent conduct in connection with the sale of publicly traded securities.

James Baker
Chief Cost Reduction Officer
DCI Solutions

While I was assistant general counsel for GNC Corporation, a publicly traded company at the time, I had the good fortune of working with Frank Johnson as GNC's lawyer. While he was at Sheppard Mullin, he successfully defended GNC in several matters, including a consumer class action and various business litigation matters. I have since left GNC Corporation and am now a partner at one of the largest law firms in the country. I have worked with both Mr. Johnson and

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Mr. Weaver on various matters, including a jury trial in San Diego, California. Mr. Johnson proved to be an exceptional trial lawyer who assisted my firm in obtaining an outstanding verdict in our client's favor. I have recommended their services without reservation to both clients and lawyers who need highly skilled and effective representation.

Gerald J. Stubenhofer, Esq.
Partner
McGuire Woods LLP

In 2004, Axeus, Inc. was using Sheppard Mullin, a large law firm, for nearly all of its legal matters. When Frank Johnson, who was then a partner at Sheppard Mullin, announced that he was departing to start his own law firm, I did not hesitate in my decision to send all of Axeus's litigation work to Mr. Johnson. At the time, Axeus was embroiled in a huge legal battle involving more than 20,000 pages of evidence and millions of dollars. Mr. Johnson and Mr. Weaver helped Axeus successfully resolve that matter and have since handled several litigation matters for Axeus, all with outstanding results. I have worked with many different law firms over the years and I can say with confidence that Mr. Johnson is one of the best lawyers I've worked with. He understands what is important to his clients: excellent legal work and value. While other firms may be less expensive, Johnson & Weaver provides value for its fees.

Sean H. Mallean
President & CEO
Axeus, Inc.

Johnson Law Firm, one of the founding partners of Johnson & Weaver, LLP, was Awesome! They were professional, organized and as evidenced by juror testimonials following a one-week jury trial.... extremely effective. On claims for breach of contract and fraud, Johnson Law Firm won a 7 figure verdict for me and my company and I will forever be grateful. You never realize how important it is to have a good attorney until you need one!

Ronald T. Fricke
President
Healthy Life Marketing, LLC

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I am the owner of Natural Energy, which was established in 1977 and is the largest solar energy company in the western United States. Although we have an exceptional reputation, as with any large company, legal disputes are sometimes inevitable. After using a number of law firms, for the past several years Natural Energy has used Johnson & Weaver, LLP, for all of its business litigation matters, from general business disputes to successfully getting a baseless class action dismissed. Both Mr. Johnson and Mr. Weaver are aggressive, have a strong work ethic and, of utmost importance to me, have unquestionable integrity. I have the utmost faith and confidence in Johnson & Weaver, LLP.

Ted Mount
Owner
Natural Energy