

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Laydon v. Mizuho Bank, Ltd., et al.

No. 12-cv-3419 (GBD)

Sonterra Capital Master Fund Ltd., et al. v. UBS AG, et al.

No. 15-cv-5844 (GBD)

DECLARATION OF THE HONORABLE DANIEL WEINSTEIN (RET.)

I, The Honorable Daniel Weinstein (Ret.), pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a person of the full age of majority and, if called to testify, am competent to testify as to the facts set forth herein.

2. I am the agreed-upon mediator in the above-captioned matter involving Plaintiffs (by and through Lowey Dannenberg Cohen & Hart, P.C., hereinafter referred to as “Class Counsel”) and Defendants Deutsche Bank AG and DB Group Services (UK) Ltd. (collectively, “Deutsche Bank”) (by and through “Deutsche Bank Counsel”). I submit this Declaration in connection with the pending Motion for Preliminary Approval of the Class Action Settlement with Deutsche Bank. My declaration only pertains to the settlement reached as a result of the mediation process I oversaw between Plaintiffs and Deutsche Bank.

3. For the past 30 years, I have served as a full-time mediator, focusing primarily on complex disputes. I am a co-founder of Judicial Arbitration and Mediation Services (“JAMS”), the nation’s largest provider of alternative dispute resolution services, and currently serve as a mediator with the organization. I also founded the Class Action Settlement Administration, a subsidiary of JAMS dedicated to the fair and speedy allocation of settlement funds in large matters. I have also taught Mediation Advocacy as a Professor at Stanford University and other universities.

4. Throughout my career, I have mediated over 3,000 complex disputes. I have mediated, among other things, numerous big-ticket antitrust, securities, and intellectual property cases, many of them class actions. These were cases filed in numerous federal and state courts across the country, including multi-district litigation, and some of them involved billions of dollars at stake. Examples include, among others, the Enron bankruptcy, Adelphia, the I.P.O.

cases, Marsh, Motorola, the Shinsei Bank collapse, General Motors, the KPMG tax-shelter class action cases, various price-fixing cases against major financial institutions (*e.g.*, the credit default swaps multi-district litigation), the Swiss Convergence case, United Health, Apple, Intel, Samsung, and the Parmalat case. I also served as the United States Special Representative to Bosnia (1999-2000), where I oversaw the transfer of over \$14 billion in funds to Muslims, Croats, and Serbs in connection with privatization of that country. In addition, I helped arrange and mediate issues concerning the historic professional boxing match between Floyd Mayweather, Jr. and Manny Pacquiao in 2015 along with numerous other sporting and entertainment matters.

5. Prior to my mediation career, I served as a Judge of the Superior Court of San Francisco (1982-1988), and as Chief Associate Justice Pro Tem for the California Supreme Court and the First District Court of Appeal (1984). Prior to taking the bench, I was an Assistant District Attorney in San Francisco. Immediately after receiving my J.D. with honors from Harvard University, I spent seven years in private practice in which I focused on complex litigation in federal court. I am the Founder of the Weinstein JAMS International Fellowship, the 7 Teepees Youth Program, and the Danny Weinstein Youth Foundation.

6. A copy of my curriculum vitae is attached hereto as Exhibit A.

7. In December 2016, Class Counsel and Deutsche Bank Counsel asked me if I would agree to serve as a mediator in an agreed-upon, voluntary, and confidential mediation process designed to secure a comprehensive settlement in the above-captioned matter involving Plaintiffs and Deutsche Bank. I agreed to do so with the full support and approval of both sides. A mediation budget and schedule were agreed upon, with the Declarant acting as the sole neutral mediator to assist the mediation participants in attempting to reach a comprehensive settlement of the dispute.

8. Prior to being retained by both sides, I had no prior knowledge or understanding of the facts of the dispute. During the course of the mediation, I acted as an independent, neutral mediator encouraging each side separately, and both sides together, to resolve their differences through strenuous, arms-length, contested negotiation. I supervised the entire process as the mediator.

9. In the course of the mediation process, commencing in December 2016 and concluding on January 9, 2017, I engaged in several telephone conversations with the mediation participants, separately and together, in an effort to help the parties reach a successful mediated settlement.

10. At my request, Class Counsel and Deutsche Bank Counsel each provided me with a memorandum discussing the legal arguments that would be covered during the face-to-face meetings on January 9, 2017, including personal jurisdiction arguments and merits arguments.

11. At the face-to-face meetings on January 9, 2017, I met with representatives of both sides, heard from each side concerning background information about the litigation and its status, as well as each party's views as to the litigation risks and costs if a mediated settlement were not achieved. Each side also discussed with me in confidence what it saw as the outstanding issues and how those outstanding issues might be resolved. The settlement discussions were vigorous, contested, well informed, and arms-length. They involved highly experienced counsel representing both sides, as well as the General Counsel for the California State Teachers' Retirement System and Deutsche Bank's Global Head of Litigation and Regulatory Enforcement. Both sides engaged in hard bargaining.

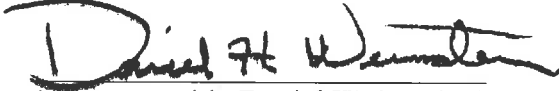
12. By the end of the January 9 meeting, the parties had reached an impasse. At that point, I made a mediator's proposal, which was ultimately accepted by Plaintiffs and Deutsche

Bank. At my urging and direction, the mediation participants then engaged in direct negotiations to create a Term Sheet. I understand that the parties executed the Term Sheet on January 24, 2017, and, eventually, a settlement agreement.

13. It is my belief that the settlement reached between the parties at the mediation was the result of a fair, reasonable, and *bona fide* negotiation process involving sophisticated and capable counsel on both sides.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 15, 2017


The Honorable Daniel Weinstein (Ret.)