

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

LAWRENCE E. JAFFE PENSION PLAN, On )	Lead Case No. 02-C-5893
Behalf of Itself and All Others Similarly )	(Consolidated)
Situated, )	
Plaintiff, )	<u>CLASS ACTION</u>
vs. )	Honorable Jorge L. Alonso
HOUSEHOLD INTERNATIONAL, INC., et )	
al., )	
Defendants. )	

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**REPLY DECLARATION OF LUKE O. BROOKS IN FURTHER SUPPORT OF  
PLAINTIFFS' MOTION FOR AN APPEAL BOND**

I, LUKE O. BROOKS, declare as follows:

I am a member of the Firm of Robbins Geller Rudman & Dowd LLP, Lead Counsel of record for plaintiffs in the above-entitled action. I am submitting this Reply Declaration in Further Support of Plaintiffs' Motion for an Appeal Bond. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

Attached are true and correct copies of the following exhibits:

- Exhibit A: Letter from Luke O. Brooks to C. Benjamin Nutley and John W. Davis regarding scope of objector's appeal dated January 26, 2017; and
- Exhibit B: Email from John W. Davis to Luke O. Brooks regarding objector's appeal dated February 9, 2017.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of February, 2017, at San Diego, California.

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s/ Luke O. Brooks  
LUKE O. BROOKS

CERTIFICATE OF SERVICE

I hereby certify that on February 10, 2017, 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 for counsel of record denoted on the attached Service 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 February 10, 2017.

s/ Luke O. Brooks  
LUKE O. BROOKS

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*Jaffe v. Household Int'l, Inc.*, No. 02-5893 (N.D. Ill.)  
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<p>Counsel for Objector Kevin P. McDonald</p>	

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# EXHIBIT A

**Robbins Geller  
Rudman & Dowd LLP**

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Boca Raton

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Melville  
Nashville

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San Francisco  
Washington, DC

Luke O. Brooks  
lukeb@rgrdlaw.com

January 26, 2017

VIA E-MAIL

C. Benjamin Nutley  
1055 E. Colorado Blvd., 5th Floor  
Pasadena, CA 91106  
nutley@zenlaw.com

John W. Davis  
Law Office of John W. Davis  
501 W. Broadway, Suite 800  
San Diego, CA 92101  
john@johnwdavis.com

Re: *Lawrence E. Jaffe Pension Plan v. Household International, Inc. et al.*  
Seventh Circuit Court of Appeals No. 16-4108

Dear Messrs. Nutley and Davis:

I write regarding the scope of your client's appeal in the above-referenced matter. Our understanding is that notwithstanding Mr. McDonald's broad notice of appeal, he intends only to pursue the court's denial of his objection to the fee awarded to lead counsel, and that you plan to take the necessary steps in the Court of Appeals to dismiss the remainder of the appeal. We urge you to take these steps immediately as every day the disbursement of funds is delayed the class members are further damaged by their inability to use the settlement funds.

If our understanding is incorrect please let us know right away.

Very truly yours,



LUKE O. BROOKS

LOB:ji



# EXHIBIT B

**From:** John W. Davis [<mailto:john@johnwdavis.com>]  
**Sent:** Thursday, February 09, 2017 5:53 PM  
**To:** Luke Brooks  
**Cc:** Spence Burkholz; Mike Dowd; Dan Drosman; [nutley@zenlaw.com](mailto:nutley@zenlaw.com)  
**Subject:** RE: Lawrence E. Jaffe Pension Plan v. Household International, Inc.

Dear Mr. Brooks:

Thank you for your correspondence of January 26, 2017.

As you know, Plaintiffs are asserting that Mr. McDonald does not have standing to appeal, because his claim was rejected as a “duplicate” of one made on his behalf by Vanguard. I think the argument is frivolous, to the extent that I even understand it, because Mr. McDonald is the defined class member and beneficial owner of the shares involved. Still, I cannot assume any court will necessarily regard it as frivolous, particularly when Lead Counsel have reserved the right to “explore” it further at some later time.

Regardless, as long as Lead Counsel intend to make the standing arguments, or until those arguments are clarified substantially, I believe Mr. McDonald has no choice but to challenge the judgment itself, and not just the fee order. That is because if McDonald amended the appeal to withdraw a challenge to the judgment, and challenged only the attorneys’ fee order, it would appear to give you more of a foothold to argue he has no standing to challenge the fee order on the basis that he did not claim (or did not have a valid claim). *Silverman v. Motorola Solutions, Inc.*, 739 F.3d 956, 957 (7th Cir. 2013) (in common fund settlement, non-claiming objector opposing only the fee request had no standing to appeal the fee award because “he would not receive a penny from the fund even if counsel’s take should be reduced to zero.”).

In other words, McDonald’s good deed might be deemed to be acquiescence to some element of the settlement terms, definitions, or judgment that you will later contend deprive Mr. McDonald of standing to challenge the fee, and you would argue that he is precluded from rebutting the argument because he dropped his challenge to the judgment. This is a necessary consequence of throwing a bucket of half-baked standing arguments at the wall hoping that something will stick.

We have expressed publicly McDonald’s belief that there is a stronger likelihood of benefitting the class by focusing on reducing the attorneys’ fee award than on challenging the

settlement. McDonald's willingness to do that does not extend to handing Lead Counsel more fodder for frivolous arguments aimed at evading review of the fee award.

I expect you will be candid about McDonald's position in any further briefing to the district court or the Seventh Circuit.

Sincerely,

John W. Davis  
Attorney at Law  
501 W. Broadway, Suite 800  
San Diego, CA 92101  
Telephone: (619) 400-4870  
Facsimile: (619) 342-7170

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**From:** June Ito [<mailto:JuneI@rgrdlaw.com>]  
**Sent:** Thursday, January 26, 2017 11:19 AM  
**To:** 'nutley@zenlaw.com'; 'john@johnwdavis.com'  
**Cc:** Spence Burkholz; Mike Dowd; Dan Drosman; Luke Brooks  
**Subject:** Lawrence E. Jaffe Pension Plan v. Household International, Inc.

Attached please find Luke Brooks' letter dated January 26, 2017. Thank you.

**June P. Ito**  
Legal Secretary to Luke O. Brooks

**Robbins Geller  
Rudman & Dowd LLP**

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