

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
NEWPORT NEWS DIVISION**

Roger A. Herndon, on behalf of himself and all
others similarly situated,

Plaintiff,

vs.

Huntington Ingalls Industries, Inc., the HII
Administrative Committee, and John/Jane Does 1–5,

Defendants.

Civil Action No.: 4:19-cv-00052-RCY-
LRL

CLASS ACTION

Declaration of Douglas P. Needham

EXHIBIT B



FIRM RESUME

Izard, Kindall & Raabe LLP ("IKR")¹ is one of the premier national firms engaged in class action litigation under the Employee Retirement Income Security Act of 1974 (ERISA) and the securities laws. We have served as lead or co-lead counsel in many large ERISA class actions, including cases against AT&T, AOL Time Warner, Cardinal Health, JDS Uniphase, Merck, Sprint, Tyco International, JP Morgan Chase, Eastman Kodak, Wells Fargo and Raytheon, as well as over 30 securities class actions, including cases involving shares of Campbell Soup Company, Citizens Utilities Company, Newmont Mining Corporation, SS&C Technologies, Inc., SureBeam Corporation, and Veritas Corporation.

ERISA Cases where IKR has been formally appointed as sole or co-lead counsel, or serves as lead or co-lead counsel, include:

- *Overby v. Tyco Int'l, Ltd.*, No. 02-CV-1357-B (D.N.H.);
- *In re Reliant Energy ERISA Litig.*, No. H-02-2051 (S.D. Tex.);
- *In re AOL Time Warner, Inc. Sec. and ERISA Litig.*, MDL Docket No. 1500 (S.D.N.Y.);
- *Furstenau v. AT&T*, Case No. 02 CV 8853 (D.N.J.);
- *In re AEP ERISA Litig.*, Case No. C2-03-67 (S.D. Ohio);

¹ Formerly known as Izard Nobel LLP (2008-2016), Schatz Nobel Izard, P.C. (2006-2008), and Schatz & Nobel, P.C. (1995-2006).

- *In re JDS Uniphase Corp. ERISA Litig.*, Civil Action No. 03-4743-CW (N.D. Cal.);
- *In re Sprint Corporation ERISA Litig.*, Master File No. 2:03-CV-02202-JWL (D. Kan.);
- *In re Cardinal Health, Inc. ERISA Litig.*, Case No. C 2-04-642 (S.D. Ohio);
- *Spear v. Hartford Fin. Svcs Group. Inc.*, No. 04-1790 (D. Conn.);
- *In re Merck & Co., Inc. Sec., Derivative and ERISA Litig.*, MDL No. 1658 (D.N.J.);
- *In re Diebold ERISA Litig.* No. 5:06-CV- 0170 (N.D. Ohio);
- *In re Bausch & Lomb, Inc. ERISA Litig.*, Master File No. 06-CV-6297-MAT-MWP (W.D.N.Y.);
- *In re Hartford Fin. Svcs Group. Inc. ERISA Litig.*, No. 08-1708 (D. Conn.);
- *In re Merck & Co., Inc. Vytarin ERISA Litig.*, MDL No. 1938, 05-CV-1974 (D.N.J.);
- *Mayer v. Admin. Comm. of Smurfit Stone Container Corp.*, 09-CV-2984 (N.D. IL.);
- *In re YRC Worldwide ERISA Litig.*, Case No. 09-CV-02593 (D. Kan);
- *Board of Trustees v. JP Morgan Chase Bank*, Case No. 09-cv-9333 (S.D.N.Y.);
- *White v. Marshall & Ilsley Corp.*, No. 10-CV-00311 (E.D. Wis.);
- *Griffin v. Flagstar Bancorp, Inc.*, No. 2:10-CV-10610 (E.D. Mich.);
- *In re Eastman Kodak ERISA Litig.*, Master File No. 6:12-cv-06051-DGL (W.D.N.Y.);
- *Kemp-DeLisser v. Saint Francis Hospital and Medical Center*, Civil Action No. 3:15-cv-01113-VAB (D. Conn.);
- *Tucker v. Baptist Health System, Inc.*, Case No. 2:15-cv-00382-SLB (N.D.AL.);
- *Cryer v. Franklin Resources, Inc.*, No. 4:16-cv-04265 (N.D. Cal.);
- *Bishop-Bristol v. Massachusetts Mutual Life Insurance Company*, No. 3:16-cv-30082-MGM (D. Mass.);
- *Matthews v. Reliance Trust Company*, No. 1:16-cv-04773 (N.D. Ill.);
- *Brace v. Methodist Le Bonheur Healthcare*, No. 16-cv-2412-SHL-tmp (W.D. Tenn.);
- *Nicholson v. Franciscan Missionaries of our Lady Health Systems*, No. 16-CV-258-SDD-EWD (M.D. LA);

- *In re Mercy Health ERISA Litig.*, No. a:16-cv-441 (S.D. Ohio);
- *Negron v. Cigna Corp.*, No. 3:16-cv-01702 (D. Conn.);
- *Schultz v. Edward D. Jones & Co.*, No. 4:16-cv-01346 (E.D. Mo.);
- *Larson v. Allina Health Syst.*, No. 0:17-cv-03835 (D. Minn.);
- *Johnson v. Providence Health & Services*, No. 2:17-cv-01779 (W.D. Wash.);
- *Berry v. Wells Fargo & Co.*, No. 3:17-304 (D.S.C.);
- *Neufeld v. Cigna Health & Life Ins.*, No. 3:17-cv-01693 (D. Conn.);
- *Myers v. 401(k) Fiduciary Comm. for Seventy Seven Energy*, No. 5:17-cv-00200 (D. Okl.);
- *Quatrone v. Gannett Co., Inc.*, No. 1:18-cv-00325 (E.D. Va);
- *Reidt v. Frontier Communications Corp.*, No. 3:18-cv-01538 (D. Conn.);
- *Sohmer v. UnitedHealth Group, Inc.*, No. 0:18-cv-03191 (D. Minn.);
- *Masten v. Metropolitan Life Ins. Co.*, No. 1:18-cv-11229 (S.D.N.Y.)
- *Smith v. U.S. Bancorp*, No. 0:18-cv-03405 (D. Minn.);
- *Mannino v. Louisiana Health Serv. & Indemnity Co.*, No. 3:19-cv-00185 (M.D. La.);
- *Herndon v. Huntington-Ingalls Industries, Inc.*, No. 4:19-cv-00052 (E.D. Va.);
- *Belknap v. Partners Healthcare System, Inc.*, No. 1:19-cv-11437 (D. Mass.);
- *Cruz v. Raytheon Co.*, No. 1:19-cv-11425 (D. Mass.);
- *Smith v. Rockwell Automation Inc.*, No. 2:19-cv-00505 (E.D. Wisc.);
- *Brown v. United Parcel Service, Inc.*, No. 1:20-cv-00460-MLB (N.D. GA);
- *Berube v. Rockwell Automation Inc.*, No. 2:20-cv-01783 (E.D. Wisc.); and
- *Shafer v. Morgan Stanley*, 1:20-cv-11047 (S.D.N.Y.);

Moreover, IKR was also appointed to the Steering Committee in *Tittle v. Enron Corp.*, No. H-01-3913 (S.D. Tex.); *In re Electronic Data Systems ERISA Litig.*, 3:02-CV-1323 (E.D. Tex.); and *In re Marsh ERISA Litig.*, Master File No. 04 CV 8157 (S.D.N.Y.).

Our notable successes include settlements against the Franciscan Missionaries of Our Lady Health System (\$125 million), Saint Francis Hospital and Medical Center (\$107 million); AOL Time Warner (\$100 million); Wells Fargo (\$79 million); Tyco International (\$70.5 million); Raytheon (\$59 million); Merck (\$49.5 million); Cardinal Health (\$40 million); and AT&T (\$29 million). Moreover, IKR was on the Executive Committee in *In re Enron Corporation Securities and ERISA Litig.*, No. 02-13624 (S.D. Tex.), which resulted in a recovery in excess of \$250 million.

Numerous courts have recognized IKR's superior expertise in ERISA actions of this type. In particular, in *In re Merck Sec., ERISA and Deriv. Litig.*, the court stated, "[w]hat is clear is that Schatz & Nobel [now IKR] does have substantial experience in this area and much more experience than other contenders." *In re Merck Sec., ERISA and Deriv. Litig.*, No. 05 1157, (D.N.J.) (Transcript of proceedings on Apr. 18, 2005). Similarly, the court in *In re Tyco International, Ltd., Securities Litig.* found that IKR and its co-counsel "have the necessary resources, skill and commitment to effectively represent the proposed class" and "extensive experience in both leading class actions and prosecuting ERISA claims." *In re Tyco International, Ltd. Sec. Litig.*, Case No. 02 1335, slip op. at 2 (D.N.H. Dec. 18, 2002). In *Cardinal Health*, the court also noted IKR's "extensive experience in ERISA litigation," the "high level of ERISA expertise" and "several well-argued briefs . . . on a range of issues." *In re Cardinal Health, Inc. ERISA Litig.*, 225 F.R.D.552, 555-556 (S.D. Ohio Jan. 14, 2005). In *Berry v. Wells Fargo*, the court found that IKR and its co-counsel "displayed extraordinary skill and determination throughout this litigation which fully supports their well-known reputation and clear ability to handle a case of this magnitude." Slip. Op., No. 3:17-cv-00304, Dkt. No. 175, at 25 (D.S.C. July 29, 2020).

Courts have recognized the superior results that IKR has obtained as a result of its experience. In approving the *Sprint ERISA Litig.* settlement, the court found, “[t]he high quality of [IKR’s] work culminated in the successful resolution of this complex case” and that “the results obtained by virtue of the settlement are extraordinary. . . .” *In re Sprint Corp. ERISA Litig.*, No. 03 2202, slip op. at 33, 35 (D. Kan. Aug. 3, 2006). The District Court’s decision approving the settlement negotiated by IKR in the *St. Francis* litigation similarly found the result to be “an extremely favorable one for the class,” noting that the recovery achieved by the settlement represented over 76 percent of the amount by which the retirement plan was alleged to be underfunded. *Kemp-DeLisser v. Saint Francis Hosp. & Med. Ctr.*, No. 15-CV-1113 (VAB), 2016 WL 6542707, at *10 (D. Conn. Nov. 3, 2016). The Court also noted that IKR’s time and efforts “resulted in an extremely efficient and favorable resolution of the case.” *Id.* at *5. Similarly, in *Edwards v. North American Power & Gas, LLC*, No. 3:14-cv-1714 (D. Conn.), the Court observed that IKR is one of the “national leaders in class action litigation” and achieved a “significant settlement for a large class of individuals,” while the *Wells Fargo* court noted that the settlement in that case “is the largest recovery in a ‘top hat’ case in the history of ERISA.” Slip. Op., No. 3:17-cv-00304, Dkt. No. 175, at 25 (D.S.C. July 29, 2020).

In the AOL Time Warner ERISA case, the Independent Fiduciary retained to review the \$100 million settlement on behalf of the AOL Time Warner retirement plans expected the case to settle for only \$70 million. *In re AOL Time Warner, Inc. Sec. and ERISA Litig.*, No. 02-CV-1500 (S.D.N.Y.), Report & Recommendation of Special Master dated August 7, 2007 at 7, approved by the Court by Memorandum Opinion dated October 26, 2007. The Special Master reviewing an application for attorneys’ fees found that in addition to the fact that the quality of counsel’s

work was “impressive,” “[e]ven more importantly, they used the mediation process to persuade reluctant and determined defendants to part with settlement dollars well above those expected.” *Id.* at 30. According to the Special Master, obtaining an additional \$30 million for the class stands out as “some of the hardest work and most outstanding results” obtained by IKR and its co-counsel. *Id.* at 37. In negotiating this extraordinary settlement, IKR “stretched the defendants’ settlement tolerances beyond their limits.” *Id.* Moreover, the Court found that IKR worked with great efficiency. After conducting a “moderately detailed examination of counsels’ actual time records,” the Special Master lauded the efficiency with which counsel litigated such a large case which inherently tends to produce inefficiencies. *Id.* at 26, 43.

In approving the \$49.5 million settlement in *In re Merck & Co., Inc. Securities, Derivative & ERISA Litig.*, in which IKR served as Chair of the Lead Counsel Committee, the Court stated that it was an “extremely successful and extremely appropriate and reasonable settlement.” *In re Merck & Co., Inc. Securities, Derivative & ERISA Litig.*, No. 05-2369, (D.N.J.) (Transcript of proceedings on Nov. 29, 2011 at 15).

In the *Tyco ERISA* case, the court stated that the \$70.525 million settlement in an “extraordinarily complex case factually” was “outstanding,” and “an extraordinary settlement given the circumstances of the case and the knowledge that [the Court] has about the risks that the plaintiff class faced in pursuing this matter to verdict.” *In re Tyco International, Ltd., Securities Litig.*, No. 02-1335-B, (D. N.H.)(Transcript of proceedings on Nov. 18, 2009 at 11, 31, 41, 61).

Similarly, in the *Flagstar* case, Court found that the settlement that represented 85% of likely recoverable damages was an “excellent result” as a result of the unquestionable “skill and

expertise of [IKR and its co-counsel] who are nationally known for their successful representation of ERISA clients in class action matters.” *Griffin v. Flagstar Bancorp, Inc.*, No. 2:10-CV-10610 (E.D. Mich.) (Order and Opinion dated Dec. 12, 2013 at 8, 15-16.)

IKR’s ERISA team is led by Robert A. Izard. In approving the *Tyco* settlement, Judge Paul Barbadoro, Chief Judge of the District of New Hampshire, stated with respect to Mr. Izard:

I have a high regard for you. I know you to be a highly experienced ERISA class action lawyer. You’ve represented your clients aggressively, appropriately and effectively in this litigation, and I have a high degree of confidence in you so I don’t think there’s any question that the quality of counsel here is a factor that favor’s the Court’s endorsement of the proposed settlement....

I have enjoyed working with you in this case. You’ve always been helpful. You’ve been a gentleman. You’ve been patient when I’ve been working on other matters....

In re Tyco International, Ltd., Securities Litig., No. 02-1335-B, (D. N.H.)(Transcript of proceedings on Nov. 18, 2009 at 74-75).

ATTORNEYS

Robert A. Izard heads the firm's ERISA team and is lead or co-lead counsel in many of the nation's most significant ERISA class actions, including cases against Merck, Tyco International, Time Warner, AT&T and Sprint among others. Mr. Izard has substantial experience in other types of complex class action and commercial litigation matters. For example, he represented a class of milk purchasers in a price fixing case. He also represented a large gasoline terminal in a gasoline distribution monopolization lawsuit.

As part of his thirty-five plus years litigating complex commercial cases, Mr. Izard has substantial jury and nonjury trial experience, including a seven-month jury trial in federal district court. He is also experienced in various forms of alternative dispute resolution, including mediation and arbitration, and is a Distinguished Neutral for the CPR Institute for Dispute Resolution.

Mr. Izard is the author of *Lawyers and Lawsuits: A Guide to Litigation* published by Simon and Schuster and a contributing author to the *Mediation Practice Guide*. He is the former chair of the Commercial and Business Litigation Committee of the Litigation Section of the American Bar Association.

Mr. Izard received his B.A. from Yale University and his J.D., with honors, from Emory University, where he was elected to the Order of the Coif and was an editor of the *Emory Law Journal*.

Mark P. Kindall joined the firm in 2005. Since joining the firm, he has represented clients in many significant class action cases, including ERISA litigation against AOL Time Warner, Kodak and Cardinal Health, consumer fraud cases against Johnson & Johnson, Unilever

and Neutrogena, securities fraud litigation against SupportSoft, American Capital and Nuvelo, and bank overdraft fee litigation against Webster Bank and People's United Bank. Mr. Kindall successfully argued *Berson v. Applied Signal Tech. Inc.*, 527 F.3d 982 (9th Cir. 2008), and *Balser v. The Hain Celestial Group*, No. 14–55074, 2016 WL 696507 (9th Cir. 2016), which clarified standards for victims of securities and consumer fraud, respectively, as well as *Langan v. Johnson & Johnson Consumer Cos., Inc.*, 897 F.3d 88 (2d Cir. 2018), which held that plaintiffs bringing claims under state law could represent a class that included people in states with similar laws.

Mr. Kindall was a lawyer at Covington & Burling in Washington, D.C. from 1988 until 1990. In 1990 he joined the United States Environmental Protection Agency as an Attorney Advisor. He represented the U.S. government in international negotiations at the United Nations, the Organization for Economic Cooperation and Development and the predecessor of the World Trade Organization, and was a member of the U.S. Delegation to the United Nations Conference on Environment and Development (the "Earth Summit") in Rio de Janeiro in 1992. From 1994 until 2005, Mr. Kindall was an Assistant Attorney General for the State of Connecticut, serving as lead counsel in numerous cases in federal and state court and arguing appeals before the Connecticut Supreme Court and the United States Court of Appeals for the Second Circuit.

Mr. Kindall has taught courses in appellate advocacy, administrative law and international environmental law at the University of Connecticut School of Law. He is admitted to practice in Connecticut, California, and the District of Columbia. He is also a member of the bar of the United States Supreme Court, the U.S. Courts of Appeals for the Second, Fourth,

Fifth, Ninth, and D.C. Circuits, and the United States District Courts for Connecticut, the District of Columbia, the Eastern District of Wisconsin, the Central District of Illinois, and all U.S. District Courts in New York and California.

Mr. Kindall is a 1988 graduate of the University of California at Berkeley Law School, where he served as Book Review Editor of the California Law Review and was elected to the Order of the Coif. He has a bachelor's degree in history with highest honors from the University of California at Riverside, and he also studied history at the University of St. Andrews in Scotland.

Craig A. Raabe joined the partnership in 2016 from a large, regional law firm, where he previously served as the chair of the litigation department. Mr. Raabe has tried many complex civil and criminal cases and prosecuted and defended many class actions. He is a Fellow in the American College of Trial Lawyers. He has been listed in The Best Lawyers in America® in the areas of Commercial Litigation and Criminal Defense since 2006 (Copyright 2014 by Woodward/White, Inc., Aiken, SC). Mr. Raabe's commercial trial experience is broad and includes areas such as antitrust, government contracting, fraud, intellectual property, and unfair trade practices. He also has tried many serious felony criminal cases in state and federal court and is active in the criminal defense trial bar. In addition to his trial practice, Mr. Raabe counsels clients on compliance issues and the resolution of regulatory enforcement actions by government agencies.

By appointment of the chief judge of the Second Circuit, Mr. Raabe has served on the Reappointment Committee for Connecticut's federal defender, and the chief judge of the Connecticut district court appointed him to chair the United States Magistrate Reappointment

Committee in Connecticut. In 2012, the Connecticut district court judges selected Mr. Raabe for the district's Pro Bono Award for his service to indigent clients. In addition, he is listed as one of the Top 50 Lawyers in Connecticut by Super Lawyers® 2012 (Super Lawyers is a registered trademark of Key Professional Media, Inc.).

Mr. Raabe is admitted to practice in the U.S. Supreme Court, the Courts of Appeals for the First, Second, and D.C. Circuits, the U.S. District Courts for Connecticut and the Eastern and Southern Districts of New York, the U.S. Tax Court and the state of Connecticut. He is an honors graduate of Valparaiso University and Western New England College of Law, where he served as Editor-in-Chief of the Law Review. Following graduation, Mr. Raabe served as the law clerk for the Honorable Arthur H. Healey of the Connecticut Supreme Court.

Mr. Raabe is a commercial, instrument-rated pilot and is active in general aviation. He serves as a volunteer pilot for Angel Flight Northeast, which provides free air transportation to people requiring serious medical care.

Seth R. Klein graduated *cum laude* from both Yale University and, in 1996, from the University of Michigan Law School, where he was a member of the Michigan Law Review and the Moot Court Board and where he was elected to the Order of the Coif. After clerking for the Hon. David M. Borden of the Connecticut Supreme Court, Mr. Klein served as an Assistant Attorney General for the State of Connecticut, where he specialized in consumer protection matters and was a founding member of the office's electronic commerce unit. Mr. Klein thereafter joined the reinsurance litigation group at Cadwalader, Wickersham & Taft LLP in New York, where he focused on complex business disputes routinely involving hundreds of millions

of dollars. At IKR, Mr. Klein's practice continues to focus on consumer protection matters as well as on complex securities and antitrust litigation.

Douglas P. Needham received his Bachelor of Science degree from Cornell University in 2004 and his Juris Doctorate from Boston University School of Law in 2007. At Boston University, Mr. Needham was the recipient of a merit scholarship for academic achievement and a member of the school's Moot Court Team. Mr. Needham practiced law for six years in Syracuse, New York, devoting his practice to trial and appellate litigation in state and federal court. He moved to Connecticut in May of 2013 to join LeClair Ryan, A Professional Corporation, and became a partner at that firm in 2014. At LeClair Ryan, Mr. Needham prosecuted and defended a variety of business tort claims, including many for breach of fiduciary duty and fraud, in Connecticut, New York and Massachusetts.

Mr. Needham joined IKR in 2016. His practice focuses on fiduciary litigation under ERISA as well as consumer protection and fraudulent business practices.

Christopher M. Barrett has been an integral member of litigation teams responsible for securing monetary recoveries on behalf of plaintiffs that collectively exceed \$150 million. In 2015, he was selected by Super Lawyers magazine as a Rising Star. Super Lawyers Rising Stars recognizes top up-and-coming attorneys who are 40 years old or younger, or who have been practicing for 10 years or less.

Prior to joining the Firm, Mr. Barrett was associated with Robbins Geller Rudman & Dowd, where his practice focused on prosecuting class actions on behalf of plaintiffs, and Mayer Brown, where his practice focused on complex commercial litigation.

Mr. Barrett received his J.D., magna cum laude, from Fordham University School of Law where he served as a member of the Fordham Law Review, and was inducted into the Order of the Coif and the honor society Alpha Sigma Nu. For his work in the law school's law clinic, he was awarded the Archibald R. Murray Public Service Award. He earned his B.S. in Finance from Long Island University. During law school, Mr. Barrett served as a judicial intern to two United States District Judges (S.D.N.Y. and E.D.N.Y.) and a New York Supreme Court Justice.

Oren Faircloth graduated from McGill University in 2009 with a Bachelor of Arts degree in Political Science and a concentration in International Relations. Before attending law school, he served in the armed forces from 2010 to 2011.

Mr. Faircloth graduated from Quinnipiac University School of Law, magna cum laude, in 2016, where he received awards for Outstanding Performance in Oral Advocacy and for Excellence in Written Advocacy. During law school, Mr. Faircloth was a member of the Tax Law Society, the Quinnipiac Moot Court Society, and the Quinnipiac Law Review. Shortly after graduating, his note on Mediation and End of Life Futility Decisions for Newborns was published. Mr. Faircloth was admitted to the Connecticut state bar in 2016 and the United States District Court for Connecticut in 2018.

Prior to joining IKR, Mr. Faircloth worked for a regional insurance defense firm where his practice focused on construction, premises liability, and motor vehicle tort actions. Mr. Faircloth joined IKR in 2018. His practice focuses on ERISA and consumer protection actions.