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8
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10 **UNITED STATES DISTRICT COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**
12

13 CLIFTON W. MARSHALL, et al.,

14 Plaintiffs,

15 v.

16 NORTHROP GRUMMAN
17 CORPORATION, et al.

18 Defendants.
19

Case No. 16-CV-6794 AB (JCx)

**DECLARATION OF NANCY
ROSS IN SUPPORT OF
DEFENDANTS' MOTION FOR
PARTIAL SUMMARY
JUDGMENT**

Date: June 7, 2019

Time: 10:00 a.m.

Judge: Hon. André Birotte Jr.

DECLARATION OF NANCY G. ROSS

I, Nancy G. Ross, declare and state as follows:

1. I am an attorney with the law firm of Mayer Brown LLP, attorneys of record for defendants in the above-captioned matter. If called upon as a witness, I could and would competently testify to the facts set forth below, as I know each to be true based on my own personal knowledge or based upon my review of the files and records produced in discovery in this matter.

2. Attached hereto as **Exhibit 1 (NGC0014113)** is a true and correct copy of the 2016 Northrop Grumman Savings Plan Form 5500 produced by the Defendants in response to Plaintiffs' discovery requests in this case.

3. Attached hereto as **Exhibit 2 (NGC0216219)** is a true and correct copy of excerpts of the Northrop Grumman Savings Plan August 1, 2010 Restatement produced by the Defendants in response to Plaintiffs' discovery requests in this case.

4. Attached hereto as **Exhibit 3 (NGC0000225)** is a true and correct copy of excerpts of the Northrop Grumman Savings Plan October 1, 2013 Restatement produced by the Defendants in response to Plaintiffs' discovery requests in this case.

5. Attached hereto as **Exhibit 4 (NGC0300848)** is a true and correct copy of the January 2010 Northrop Grumman Savings Plan Summary Plan Description produced by the Defendants in response to Plaintiffs' discovery requests in this case.

6. Attached hereto as **Exhibit 5 (NGC0010835)** is a true and correct copy of the Investment Committee Charter produced by the Defendants in response to Plaintiffs' discovery requests in this case.

1 7. Attached hereto as **Exhibit 6 (NG1661928, Grabek Trial Ex. 215)**¹
2 is a true and correct copy of the Fiduciary Training presentation received by the
3 Investment Committees. The exhibit is authenticated in the Declaration of
4 Dennis Newberry filed contemporaneously herewith.

5 8. Attached hereto as **Exhibit 7 (NGC0009042)** is a true and correct
6 copy of the Review of ERISA Fiduciary Roles and Responsibilities presentation
7 received by the Investment Committee or Administrative Committee produced
8 by the Defendants in response to Plaintiffs' discovery requests in this case. The
9 exhibit is authenticated in the Declaration of Dennis Newberry filed
10 contemporaneously herewith.

11 9. Attached hereto as **Exhibit 8 (NG0009431)** is a true and correct
12 copy of the ERISA Fiduciary Roles and Responsibilities presentation received
13 by the Investment Committee or Administrative Committee produced by the
14 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
15 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
16 herewith.

17 10. Attached hereto as **Exhibit 9 (NG0309709)** is a true and correct
18 copy of a Trust Chargeable Plan Expenses presentation produced by the
19 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
20 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
21 herewith.

22 11. Attached hereto as **Exhibit 10 (NGC0249246)** is a true and correct
23 copy the November 2007 Investment Policy Statement. The exhibit is
24 authenticated in the Declaration of Dennis Newberry filed contemporaneously
25 herewith.

26 ¹ Documents identified as *Grabek* trial exhibits are part of the discovery record in
27 this matter, as all *Grabek* trial exhibits were designated by Plaintiffs pursuant to the
28 Court's October 24, 2017 Order in *In re Northrop Grumman Corp. ERISA Litig.*,
Case No. 06-cv-6213, Dkt. 802 (C.D. Cal. Oct. 24, 2017).

1 12. Attached hereto as **Exhibit 11 (NGC0197766)** is a true and correct
2 copy of July 27, 2007 Board of Directors Resolutions produced by the
3 Defendants in response to Plaintiffs' discovery requests in this case.

4 13. Attached hereto as **Exhibit 12 (NGC0161168)** is a true and correct
5 copy of July 29, 2003 Resolutions of the Investment Committee produced by the
6 Defendants in response to Plaintiffs' discovery requests in this case.

7 14. Attached hereto as **Exhibit 13 (NGC0310168)** is a true and correct
8 copy of June 1, 2004 Resolutions of the Investment Committee produced by the
9 Defendants in response to Plaintiffs' discovery requests in this case.

10 15. Attached hereto as **Exhibit 14 (NGC0055554)** is a true and correct
11 copy the January 1, 2015 Investment Policy Statement produced by the
12 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
13 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
14 herewith.

15 16. Attached hereto as **Exhibit 15 (NGC0109014)** is a true and correct
16 copy ITA Department Primer produced by the Defendants in response to
17 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
18 Declaration of Dennis Newberry filed contemporaneously herewith.

19 17. Attached hereto as **Exhibit 16 (NGC0315499, NGC0315500)** is a
20 true and correct copy of an email from R. Hamlin attaching Investment
21 Committee Orientation presentation produced by the Defendants in response to
22 Plaintiffs' discovery requests in this case.

23 18. Attached hereto as **Exhibit 17 (NGC0249266)** is a true and correct
24 copy of the June 2012 Fiduciary Oversight Policy produced by the Defendants
25 in response to Plaintiffs' discovery requests in this case. The exhibit is
26 authenticated in the Declaration of Dennis Newberry filed contemporaneously
27 herewith.

28 19. Attached hereto as **Exhibit 18 (NGC0015975)** is a true and correct
copy of the Northrop Grumman Savings Plan presentation produced by the

1 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
2 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
3 herewith.

4 20. Attached hereto as **Exhibit 19 (NGC0276410)** is a true and correct
5 copy of the March 2010 ITA Investments Review produced by the Defendants
6 in response to Plaintiffs' discovery requests in this case. The exhibit is
7 authenticated in the Declaration of Dennis Newberry filed contemporaneously
8 herewith.

9 21. Attached hereto as **Exhibit 20 (IC Minutes Compilation)** are true
10 and correct copies of the minutes of the Investment Committees produced by the
11 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
12 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
13 herewith.

14 22. Attached hereto as **Exhibit 21 (NGC0334480), Exhibit 22**
15 **(NGC0016233), Exhibit 23 (NGC0334490) and Exhibit 24 (NGC0334457)**
16 are true and correct copies of Board Minutes produced by the Defendants in
17 response to Plaintiffs' discovery requests in this case.

18 23. Attached hereto as **Exhibit 25 (NGC0065061) and Exhibit 26**
19 **(NGC0065216)** are true and correct copies of Memos from the Committees to
20 the CEO produced by the Defendants in response to Plaintiffs' discovery
21 requests in this case.

22 24. Attached hereto as **Exhibit 27** is a true and correct copy of the
23 Expert Report of Christian Lundblad, dated September 14, 2018.

24 25. Attached hereto as **Exhibit 28 (NGC0154066, NGC0154067)** is a
25 true and correct copy of an email from Ronald Senkandwa attaching the SSgA
26 Active EM Termination presentation produced by the Defendants in response to
27 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
28 Declaration of Dennis Newberry filed contemporaneously herewith.

1 26. Attached hereto as **Exhibit 29 (NGC0179877)** is a true and correct
2 copy of the November 24, 2008 DC Emerging Markets Fund presentation
3 produced by the Defendants in response to Plaintiffs' discovery requests in this
4 case. The exhibit is authenticated in the Declaration of Dennis Newberry filed
5 contemporaneously herewith.

6 27. Attached hereto as **Exhibit 30 (NGC0119125)** is a true and correct
7 copy of December 2011 DC Emerging Market Fund Review presentation
8 produced by the Defendants in response to Plaintiffs' discovery requests in this
9 case. The exhibit is authenticated in the Declaration of Dennis Newberry filed
10 contemporaneously herewith.

11 28. Attached hereto as **Exhibit 31 (NGC0019267)** is a true and correct
12 of the January 2015 Northrop Grumman Savings Plan Summary Plan
13 Description produced by the Defendants in response to Plaintiffs' discovery
14 requests in this case.

15 29. Attached hereto as **Exhibit 32** is a true and correct copy of excerpts
16 of from the transcripts of the deposition of Michael Lyster, dated June 28, 2018.

17 30. Attached hereto as **Exhibit 33 (NGC0304525)** is a true and correct
18 copy of the August 2007 Emerging Markets Fund Review presentation produced
19 by the Defendants in response to Plaintiffs' discovery requests in this case. The
20 exhibit is authenticated in the Declaration of Dennis Newberry filed
21 contemporaneously herewith.

22 31. Attached hereto as **Exhibit 34 (NGC0070698)** is a true and correct
23 copy of the May 14, 2013 Investment Update presentation produced by the
24 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
25 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
26 herewith.

27 32. Attached hereto as **Exhibit 35 (NGC0062024)** is a true and correct
28 copy of the December 2008 401(k) Update presentation produced by the
Defendants in response to Plaintiffs' discovery requests in this case. The exhibit

1 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
2 herewith.

3 33. Attached hereto as **Exhibit 36 (NGC0110514)** is a true and correct
4 copy of the May 17, 2010 Update/Recommendation of Investment Strategy
5 produced by the Defendants in response to Plaintiffs' discovery requests in this
6 case. The exhibit is authenticated in the Declaration of Dennis Newberry filed
7 contemporaneously herewith.

8 34. Attached hereto as **Exhibit 37 (NGC011514)** is a true and correct
9 copy of excerpts of the August 27, 2010 Passive Project produced by the
10 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
11 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
12 herewith.

13 35. Attached hereto as **Exhibit 38 (NGC0110827)** is a true and correct
14 copy of the August 27, 2010 Update on Implementation of Passivity Investment
15 presentation produced by the Defendants in response to Plaintiffs' discovery
16 requests in this case. The exhibit is authenticated in the Declaration of Dennis
17 Newberry filed contemporaneously herewith.

18 36. Attached hereto as **Exhibit 39 (NGC0051236)** is a true and correct
19 copy of the August 19, 2014 Defined Contribution Emerging Market Equity
20 presentation produced by the Defendants in response to Plaintiffs' discovery
21 requests in this case. The exhibit is authenticated in the Declaration of Dennis
22 Newberry filed contemporaneously herewith.

23 37. Attached hereto as **Exhibit 40 (NGC0119732)** is a true and correct
24 copy of the 2011 v. 2009 Published and Actual Fee Distributions produced by
25 the Defendants in response to Plaintiffs' discovery requests in this case. The
26 exhibit is authenticated in the Declaration of Dennis Newberry filed
27 contemporaneously herewith.

28 38. Attached hereto as **Exhibit 41 (NGC0119772, NGC0119773)** is a
true and correct copy an email from Dennis Newberry attaching the 2011 Fee

1 Review presentation produced by the Defendants in response to Plaintiffs'
2 discovery requests in this case. The exhibit is authenticated in the Declaration
3 of Dennis Newberry filed contemporaneously herewith.

4 39. Attached hereto as **Exhibit 42 (NGC0303696)** is a true and correct
5 copy of the Public Markets Group Quarterly Review presentation produced by
6 the Defendants in response to Plaintiffs' discovery requests in this case. The
7 exhibit is authenticated in the Declaration of Dennis Newberry filed
8 contemporaneously herewith.

9 40. Attached hereto as **Exhibit 43 (NGC0197887)** is a true and correct
10 copy of the January 31, 2008 Callan Monthly Review produced in response to
11 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
12 Declaration of Dennis Newberry filed contemporaneously herewith.

13 41. Attached hereto as **Exhibit 44 (NGC0199641)** is a true and correct
14 copy of the March 31, 2013 Callan Monthly Review produced in response to
15 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
16 Declaration of Dennis Newberry filed contemporaneously herewith.

17 42. Attached hereto as **Exhibit 45 (CALLAN0015677)** is a true and
18 correct copy of the August 31, 2017 Callan Monthly Review produced in
19 response to Plaintiffs' discovery requests in this case. The exhibit is
20 authenticated in the Declaration of Dennis Newberry filed contemporaneously
herewith.

21 43. Attached hereto as **Exhibit 46 (CALLAN0009625)** is a true and
22 correct copy of the Agreement for Investment Consulting Services with Callan
23 Associates produced in response to Plaintiffs' discovery requests in this case.
24 The exhibit is authenticated in the Declaration of Dennis Newberry filed
25 contemporaneously herewith.

26 44. Attached hereto as **Exhibit 47 (NGC0011660)** is a true and correct
27 copy of the May 24, 2013 Performance Review presentation produced by
28 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit

1 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
2 herewith.

3 45. Attached hereto as **Exhibit 48 (NGC0011754)** is a true and correct
4 copy of the August 19, 2013 Performance Review presentation produced by
5 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
6 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
7 herewith.

8 46. Attached hereto as **Exhibit 49 (NGC0180473)** is a true and correct
9 copy of the November 11, 2013 Performance Review presentation produced by
10 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
11 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
12 herewith.

13 47. Attached hereto as **Exhibit 50 (NGC0108927)** is a true and correct
14 copy of the August 31, 2011 Annual Report from Wellington Trust produced by
15 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
16 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
17 herewith.

18 48. Attached hereto as **Exhibit 51 (NGC0194947)** is a true and correct
19 copy of the August 31, 2012 Annual Report from Wellington Trust produced by
20 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
21 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
22 herewith.

23 49. Attached hereto as **Exhibit 52 (NGC0146166)** is a true and correct
24 copy of the August 31, 2013 Annual Report from Wellington Trust produced by
25 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
26 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
27 herewith.

28 50. Attached hereto as **Exhibit 53 (NGC0108334)** is a true and correct
copy of the August 31, 2014 Annual Report from Wellington Trust produced by

1 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
2 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
3 herewith.

4 51. Attached hereto as **Exhibit 54 (NGC0096993)** is a true and correct
5 copy of the February 29, 2012 Annual Report from GMO produced by
6 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
7 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
8 herewith.

9 52. Attached hereto as **Exhibit 55 (NGC0097382)** is a true and correct
10 copy of the February 28, 2013 Annual Report from GMO produced by
11 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
12 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
13 herewith.

14 53. Attached hereto as **Exhibit 56 (NGC0098874)** is a true and correct
15 copy of the February 28, 2014 Annual Report from GMO produced by
16 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
17 is authenticated in the Declaration of Dennis Newberry filed contemporaneously
18 herewith.

19 54. Attached hereto as **Exhibit 57 (NGC015952)** is a true and correct
20 copy of the Investment Management Agreement with State Street Global
21 Advisors produced by Defendants in response to Plaintiffs' discovery requests in
22 this case. The exhibit is authenticated in the Declaration of Dennis Newberry
23 filed contemporaneously herewith.

24 55. Attached hereto as **Exhibit 58 (AC Minutes Compilation)** are true
25 and correct copies of the minutes of the Administrative Committees produced by
26 the Defendants in response to Plaintiffs' discovery requests in this case. The
27 exhibit is authenticated in the Declaration of Michael Lyster Newberry filed
28 contemporaneously herewith.

1 56. Attached hereto as **Exhibit 59 (NGC0332495)** is a true and correct
2 copy of the December 12, 2011 Administrative Committees meeting material
3 produced by Defendants in response to Plaintiffs' discovery requests in this
4 case. The exhibit is authenticated in the Declaration of Michael Lyster filed
5 contemporaneously herewith.

6 57. Attached hereto as **Exhibit 60 (NGC0009790)** is a true and correct
7 copy of the November 8, 2013 Administrative Committees meeting material
8 produced by Defendants in response to Plaintiffs' discovery requests in this
9 case. The exhibit is authenticated in the Declaration of Michael Lyster filed
10 contemporaneously herewith.

11 58. Attached hereto as **Exhibit 61 (MSIM 0126, Grabek Trial Ex. 46)**
12 is a true and correct copy of the May 15, 1996 Board Resolutions.

13 59. Attached hereto as **Exhibit 62 (NG0954868, Grabek Trial Ex.**
14 **404)** is a true and correct copy of the June 16, 2007 Board Resolutions.

15 60. Attached hereto as **Exhibit 63 (NGC0010512)** is a true and correct
16 copy of the 2014 Delegation of Authority Matrix produced by the Defendants in
17 response to Plaintiffs' discovery requests in this case.

18 61. Attached hereto as **Exhibit 64 (NG00678250, Grabek Trial Ex.**
19 **271)** is a true and correct copy of 2004 Delegation of Authority Matrix.

20 62. Attached hereto as **Exhibit 65 (NGC0164931)** is a true and correct
21 copy of the Administrative Services Agreement with Hewitt produced by
22 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
23 is authenticated in the Declaration of Michael Lyster filed contemporaneously
herewith.

24 63. Attached hereto as **Exhibit 66 (NGC0172668)** is a true and correct
25 copy of Exhibit A – Statement of Work to Hewitt Administrative Services
26 Agreement produced by Defendants in response to Plaintiffs' discovery requests
27 in this case. The exhibit is authenticated in the Declaration of Michael Lyster
28 filed contemporaneously herewith.

1 64. Attached hereto as **Exhibit 67 (NG00685304, Grabek Trial Ex.**
2 **179)** is a true and correct copy of email from Dennis Wootan re: RFP for
3 Administrative Services.

4 65. Attached hereto as **Exhibit 68 (NG7_00025845, Grabek Trial Ex.**
5 **789)** is a true and correct an email attaching Benefits Administration Outsources
6 Services RFP Business Case presentation.

7 66. Attached hereto as **Exhibit 69 (NGC0329181)** is a true and correct
8 copy of the Exhibits A-1-K to the January 1, 2006 Hewitt Administrative
9 Services Agreement produced by Defendants in response to Plaintiffs' discovery
10 requests in this case. The exhibit is authenticated in the Declaration of Michael
11 Lyster filed contemporaneously herewith.

12 67. Attached hereto as **Exhibit 70 (NGC0028384)** is a true and correct
13 copy of the Process & Value-Added Support document produced by Defendants
14 in response to Plaintiffs' discovery requests in this case. The exhibit is
15 authenticated in the Declaration of Michael Lyster filed contemporaneously
16 herewith.

17 68. Attached hereto as **Exhibit 71 (NGC0333028, NGC0333030)** is a
18 true and correct copy of email from Bob Kersey to Lynn Weiner attaching a July
19 2010 news release produced by the Defendants in response to Plaintiffs'
20 discovery requests in this case.

21 69. Attached hereto as **Exhibit 72 (NGC0332870)** is a true and correct
22 copy of Professional Services Agreement between Northrop and Weilyn
23 Consulting produced by the Defendants in response to Plaintiffs' discovery
24 requests in this case.

25 70. Attached hereto as **Exhibit 73 (NGC0333021)** is a true and correct
26 copy of Statement of Work for Weilyn Consulting Agreement produced by the
27 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
28 is authenticated in the Declaration of Michael Lyster filed contemporaneously
herewith.

1 71. Attached hereto as **Exhibit 74 (NGC0332757 at NGC0332758)** is a
2 true and correct copy of the Weilyn analysis produced by Defendants in
3 response to Plaintiffs' discovery requests in this case.

4 72. Attached hereto as **Exhibit 75 (NGC0332736, NGC0332737)** is a
5 true and correct copy of an email from Bob Kersey attaching Market Pricing
6 Data for Titan presentation produced by Defendants in response to Plaintiffs'
7 discovery requests in this case. The exhibit is authenticated in the Declaration
8 of Michael Lyster filed contemporaneously herewith.

9 73. Attached hereto as **Exhibit 76 (NGC0166693)** is a true and correct
10 copy of the First Amendment to the Hewitt Administrative Services Agreement
11 produced by Defendants in response to Plaintiffs' discovery requests in this
12 case. The exhibit is authenticated in the Declaration of Michael Lyster filed
13 contemporaneously herewith.

14 74. Attached hereto as **Exhibit 77 (NGC0332722)** is a true and correct
15 copy of an email from Bob Kersey Fee produced by Defendants in response to
16 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
17 Declaration of Michael Lyster filed contemporaneously herewith.

18 75. Attached hereto as **Exhibit 78 (NGC0000720)** is a true and correct
19 copy of the 2010 Northrop Grumman Savings Plan Form 5500 produced by the
20 Defendants in response to Plaintiffs' discovery requests in this case.

21 76. Attached hereto as **Exhibit 79 (NGC0127609)** is a true and correct
22 copy of the September 29, 2014 DB, DC and H&W Administration RFP:
23 Overview presentation produced by the Defendants in response to Plaintiffs'
24 discovery requests in this case. The exhibit is authenticated in the Declaration
25 of Michael Lyster filed contemporaneously herewith.

26 77. Attached hereto as **Exhibit 80 (NGC0010164)** is a true and correct
27 copy of the Benefits Outsourcing RFP: Final Report produced by Defendants in
28 response to Plaintiffs' discovery requests in this case. The exhibit is

1 authenticated in the Declaration of Michael Lyster filed contemporaneously
2 herewith.

3 78. Attached hereto as **Exhibit 81 (NGC0015206)** is a true and correct
4 copy of the Administrative Services Agreement with Fidelity produced by
5 Defendants in response to Plaintiffs' discovery requests in this case.

6 79. Attached hereto as **Exhibit 82** is a true and correct copy of the
7 Expert Report of Steven K. Gissiner, dated September 14, 2018.

8 80. Attached hereto as **Exhibit 83 (NGC0009244)** is a true and correct
9 copy of December 11, 2012 Administrative Committee meeting material
10 containing a trust budget presentation produced by the Defendants in response to
11 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
12 Declaration of Michael Lyster filed contemporaneously herewith.

13 81. Attached hereto as **Exhibit 84 (NGC0008793)** is a true and correct
14 copy of an Hewitt Performance Scorecard produced by Defendants in response
15 to Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
16 Declaration of Michael Lyster filed contemporaneously herewith.

17 82. Attached hereto as **Exhibit 85 (NGC0123151)** is a true and correct
18 copy of the June 1, 2012 Hewitt Service Provider Fee Disclosure as Required by
19 ERISA 408(b)(2) produced by Defendants in response to Plaintiffs' discovery
20 requests in this case. The exhibit is authenticated in the Declaration of Michael
21 Lyster filed contemporaneously herewith.

22 83. Attached hereto as **Exhibit 86 (NGC0181467)** is a true and correct
23 copy of a calendar invitation produced by Defendants in response to Plaintiffs'
24 discovery requests in this case.

25 84. Attached hereto as **Exhibit 87 (NGC0104941, NGC0104942)** is a
26 true and correct copy of an email from Suzanne Renggli attaching Financial
27 Engines expense report produced by Defendants in response to Plaintiffs'
28 discovery requests in this case.

1 85. Attached hereto as **Exhibit 88 (NGC0032778)** is a true and correct
2 copy of the August 10, 2011 Agreement for Consulting Services with Callan
3 produced by Defendants in response to Plaintiffs' discovery requests in this
4 case.

5 86. Attached hereto as **Exhibit 89 (NGC0129747)** is a true and correct
6 copy of Advice and Managed Account Search presentation by Callan produced
7 by Defendants in response to Plaintiffs' discovery requests in this case. The
8 exhibit is authenticated in the Declaration of Michael Lyster filed
9 contemporaneously herewith.

10 87. Attached hereto as **Exhibit 90 (NGC0128817, NGC0128819)** is a
11 true and correct copy of an email from Jamie McAllister attaching Advice and
12 Managed Account Search presentation produced by the Defendants in response
13 to Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
14 Declaration of Michael Lyster filed contemporaneously herewith.

15 88. Attached hereto as **Exhibit 91 (NGC0051300, NGC0051301)** is a
16 true and correct copy of an email attaching Advice and Managed Account
17 Search presentation produced by the Defendants in response to Plaintiffs'
18 discovery requests in this case. The exhibit is authenticated in the Declaration
19 of Michael Lyster filed contemporaneously herewith.

20 89. Attached hereto as **Exhibit 92 (CALLAN0001478)** is a true and
21 correct copy of an email between Callan and Hewitt regarding Hewitt RFI
22 responses produced in response to Plaintiffs' discovery requests in this case.

23 90. Attached hereto as **Exhibit 93 (CALLAN0001487)** is a true and
24 correct copy of an email between Callan and Hewitt regarding Hewitt's RFI
25 responses produced in response to Plaintiffs' discovery requests in this case.

26 91. Attached hereto as **Exhibit 94 (CALLAN0001489)** is a true and
27 correct copy of Hewitt RFI responses produced in response to Plaintiffs'
28 discovery requests in this case.

1 92. Attached hereto as **Exhibit 95 (NGC0332309)** is a true and correct
2 copy of November 10, 2011 Administrative Committee meeting material
3 produced by the Defendants in response to Plaintiffs' discovery requests in this
4 case. The exhibit is authenticated in the Declaration of Michael Lyster filed
5 contemporaneously herewith.

6 93. Attached hereto as **Exhibit 96 (NGC0176076)** is a true and correct
7 copy of the December 19, 2011 Financial Services Agreement with the NGSP
8 produced by the Defendants in response to Plaintiffs' discovery requests in this
9 case. The exhibit is authenticated in the Declaration of Michael Lyster filed
10 contemporaneously herewith.

11 94. Attached hereto as **Exhibit 97 (NGC0325970)** is a true and correct
12 copy of the Financial Engines announcement produced by the Defendants in
13 response to Plaintiffs' discovery requests in this case.

14 95. Attached hereto as **Exhibit 98 (NGC0310802)** is a true and correct
15 copy of the Hewitt-Financial Engines Master Services Agreement produced by
16 the Defendants in response to Plaintiffs' discovery requests in this case.

17 96. Attached hereto as **Exhibit 99** is a true and correct copy of excerpts
18 of from the transcript of the deposition of Stephen M. Rubino, dated August 22,
19 2018.

20 97. Attached hereto as **Exhibit 100 (NGC)157201)** is a true and correct
21 copy of RFI responses produced by the Defendants in response to Plaintiffs'
22 discovery requests in this case.

23 98. Attached hereto as **Exhibit 101 (CALLAN0002028)** is a true and
24 correct copy of the Request for Proposal for Benefits Plan Service Provider and
25 Third Party Administrator Fee Benchmarking produced by in response to
26 Plaintiffs' discovery requests in this case. The exhibit is authenticated in the
27 Declaration of Michael Lyster filed contemporaneously herewith.

28 99. Attached hereto as **Exhibit 102 (NGC0184168)** is a true and correct
copy of the January 27, 2015 Financial Engines Benchmarking Review

1 presentation produced by the Defendants in response to Plaintiffs' discovery
2 requests in this case. The exhibit is authenticated in the Declaration of Michael
3 Lyster filed contemporaneously herewith.

4 100. Attached hereto as **Exhibit 103 (NGC0176495)** is a true and correct
5 copy of the May 7, 2015 Corporate Benefits Presentation to BPAC produced by
6 the Defendants in response to Plaintiffs' discovery requests in this case. The
7 exhibit is authenticated in the Declaration of Michael Lyster filed
8 contemporaneously herewith.

9 101. Attached hereto as **Exhibit 104 (NGC0322440)** is a true and correct
10 copy of Amendment No. 2 to the Financial Services Agreement with Financial
11 Engines produced by the Defendants in response to Plaintiffs' discovery
12 requests in this case. The exhibit is authenticated in the Declaration of Michael
13 Lyster filed contemporaneously herewith.

14 102. Attached hereto as **Exhibit 105 (NGC0015941)** is a true and correct
15 copy of the Retirement Administration and Services Org Charts produced by the
16 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
17 is authenticated in the Declaration of Michael Lyster filed contemporaneously
18 herewith.

19 103. Attached hereto as **Exhibit 106 (NGC0032575)** is a true and correct
20 copy of an email from Michael Lyster re: spinco/titan produced by the
21 Defendants in response to Plaintiffs' discovery requests in this case. The exhibit
22 is authenticated in the Declaration of Michael Lyster filed contemporaneously
23 herewith.

24 104. Attached hereto as **Exhibit 107 (NGC0157205)** is a true and correct
25 copy of the Financial Engines implementation process produced by the
26 Defendants in response to Plaintiffs' discovery requests in this case.

27 105. Attached hereto as **Exhibit 108** is a true and correct copy of
28 excerpts of the deposition of Martin A. Schmidt, dated November 2, 2018

