UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Silvia Seijas, et al., Plaintiffs, *v.* *The Republic of Argentina*, Defendant.	04 Civ. 400 (TPG)
Silvia Seijas, et al., Plaintiffs, *v.* *The Republic of Argentina*, Defendant.	04 Civ. 401 (TPG)
Cesar Raul Castro, Plaintiff, *v.* *The Republic of Argentina*, Defendant.	04 Civ. 506 (TPG)

[captions continued on next page]

DECLARATION OF GUILLERMO A. GLEIZER
IN SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES

Hickory Securities Ltd., Plaintiff, *v.* *The Republic of Argentina*, Defendant.	)))))))))	04 Civ. 936 (TPG)
Claudia Florencia Valls, et al., Plaintiffs, *v.* *The Republic of Argentina*, Defendant.	)))))))))	04 Civ. 937 (TPG)
Elizabeth Andrea Azza, et al., Plaintiffs, *v.* *The Republic of Argentina,* Defendant.	)))))))))	04 Civ. 1085 (TPG)
Eduardo Puricelli, Plaintiff, *v.* *The Republic of Argentina,* Defendant.	)))))))))	04 Civ. 2117 (TPG)

[captions continued on next page]

Ruben Daniel Chorny,	)	04 Civ. 2118 (TPG)
	)	
Plaintiff,	)	
v.	)	
	)	
The Republic of Argentina,	)	
	)	
Defendant.	)	
	)	

DECLARATION OF GUILLERMO A. GLEIZER
IN SUPPORT OF APPLICATION FOR AWARD OF ATTORNEYS' FEES

GUILLERMO A. GLEIZER hereby declares as follows:

1. I respectfully submit this declaration in support of my application for an award of attorneys' fees in connection with my legal services in prosecuting these class actions.

2. As described below, I am submitting my application and supporting materials separately because other class counsel (Mr. Roffe, the Proskauer firm, and the Diaz Reus firm) have declined to include me in a joint application and declined to share basic information with me about the amount of claims that have been submitted by class members.

3. In view of the fact that all the named plaintiffs in these class actions were clients originated by me, with whom I (and not other class counsel) have signed retainer agreements dating from 2004, I find the attitude of other class counsel inexplicable, except as an attempt to "freeze" me out of receiving any fees; and I regret that I have

been prevented by them from submitting my materials as part of a joint or coordinated application of all class counsel.

My Background

4. I was admitted to practice in New York and in the Southern District of New York in 1985.

5. I grew up in Argentina. I moved to the United States in 1975 and became a citizen in 1986. I received a bachelor's degree in economics from the University of Buenos Aires in 1973; a doctorate in economics from the New School for Social Research in 1980; a J.D. cum laude from New York Law School in 1985; and an LL.M. from Yale Law School in 1986. I am fluent in Spanish as well as English.

6. After teaching law and economics in the late 1970s and early 1980s, I started a solo litigation practice in New York City in 1987, focusing on commercial, personal injury, securities, and international matters. As described below, I devoted a large part of my practice to seeking recoveries for holders of defaulted Argentine bonds, in both individual and class actions, starting soon after the debt default of December 2001. I have also represented hundreds of 9/11 surviving victims seeking compensation.

Chronology of the Class Actions and My Involvement
in Commencing and Prosecuting Them

7. My academic background includes extensive exposure to the law of sovereign immunity, the Foreign Sovereign Immunities Act (FSIA), and the legal and economic history of sovereign debt defaults.

8. In late 2001, the Republic of Argentina declared a moratorium on repayment of its external indebtedness, including many issuances of bonds governed by

New York law. Those bonds have been in default since that time. Because of my academic studies about sovereign defaults and immunities, and the fact that I was raised and educated in Argentina, I was qualified to counsel bondholders who were facing legal and economic challenges resulting from the default.

9. Starting in 2003, I became active in educational activities to inform bondholders about their alternatives. In due course, I was retained by bondholders in Argentina and other Latin American countries to seek recoveries on their defaulted bonds. Plaintiffs in each of the eight class actions captioned above are clients who originally retained and authorized me to represent them in seeking class action remedies on the bonds. The retainer agreements in each of the class actions are between the named plaintiffs and me as their counsel.

10. Although I understood sovereign immunity and sovereign debt defaults, I realized immediately that class actions would likely play a role in resolving these disputes, and I was not experienced in class action litigation. I was referred to a lawyer known to colleagues, Saul Roffe, who was experienced in class actions. I reached an agreement with him to have him join me in prosecuting these cases, on behalf of my clients, in January 2004. Mr. Roffe became an important part of the legal team. I entered into co-counsel agreements with Mr. Roffe and his firm, Sirota & Sirota, at that time (the agreements included economic terms about fees, which I believe are not relevant to the present applications, and also envisioned that his firm would pay most of the out-of-pocket expenses we incurred). Mr. Roffe also brought in another firm to assist in his "part" of the case, Lovell Stewart Halebian LLP (although I see that firm is no longer

listed on the court docket). These three firms (myself, Roffe/Sirota, and in some of the cases Lovell Stewart) appeared for the class plaintiffs in the pleadings and motion papers filed at that time.

11. We began filing class action complaints in January 2004. By that time, I had traveled to Argentina at least twice to meet with prospective clients and enter into retainer agreements with those who were prepared to become class action plaintiffs. I also worked with Pablo Giancaterino, an Argentine lawyer who was well connected and had a nice centrally located office, and played a significant role in signing up clients and defraying out-of-pocket expenses. Over the course of a few months, we filed the eight actions captioned above, as well as several other actions that fell by the wayside for various reasons. These actions were starting to be assigned to Judge Griesa. The last of the eight captioned actions, *Chorny,* 04 Civ. 2118, was filed in March 2004.

12. After the complaints were filed and served, our strategy was to file motions for summary judgment to establish the entitlement of plaintiffs and class members to recover on the bonds and to overcome the affirmative defenses asserted in the answers filed by Argentina. We also moved for class certification promptly. Another important part of our efforts was to use investigators and analysts to locate Argentina's assets that might be subject to attachments, within the parameters of the FSIA. For that work, Mr. Giancaterino and I assembled a team for investigation and financial and legal research in Buenos Aires. Finally, we were concerned about Argentina's unilateral efforts to force settlements on bondholders through the exchange or "swap" offers, so we engaged in motion practice to enjoin or limit those offers.

13. All of these activities -- pleadings, summary judgment motions, class certification, attachments, and injunctive relief -- required intensive factual investigation, interaction with the clients, and legal research and writing. I was heavily involved in those activities, including travel to Argentina and connections with the clients and my network of contacts in Buenos Aires. I also helped prepare my clients for their depositions in connection with the class certification motions. This continued through 2005 and 2006.

14. The Court granted class certification in the cases in August 2005, and appointed me, Roffe/Sirota, and Lovell Stewart as co-lead counsel ("class counsel") (*Seijas I* (04 Civ. 0400) Dkt. 53). In late 2005, we took discovery from the bond depositories (*id.,* Dkt. 56) in order to determine the amount of turnover of the bonds (which traded on the secondary market, making identification of all class members at any given time a challenge). We also opposed Argentina's Rule 23(f) application to the Second Circuit for immediate review of the class certification order. I was involved in all these activities. The Second Circuit denied Argentina's Rule 23(f) application in March 2006 (*id.,* Dkt. 65).

15. Class counsel realized at this point that the class actions raised complex issues and we were facing a large and sophisticated defense law firm, Cleary Gottlieb, representing Argentina. Accordingly, we (class counsel) decided in November 2006 to move to associate Proskauer Rose LLP (and Bertrand Sellier of that firm) as another co-lead counsel for the class (*id.,* Dkt. 69). I submitted the affidavit from existing class counsel in support of the motion (*id.,* Dkt. 77). Mr. Sellier confirmed in writing that his

firm did not object to the prior letters between Mr. Roffe and me concerning our arrangements for prosecuting the cases and regarding fees. The motion to add Proskauer was granted in September 2007 (*id.,* Dkt. 82).

16. In 2008 and 2009, class plaintiffs continued to seek summary judgment, but introduced the request for entry of aggregate money judgments in favor of each class (*id.,* Dkt. 88). We also continued our efforts to attach assets owned by the government of Argentina as a form of pre-judgment relief (*id.,* Dkts. 92-96). The motions were heard on April 30 and November 12, 2008 (*id.,* Dkts. 108, 121), and at the latter hearing and in an order issued on January 9, 2009, the Court entered aggregate judgments in the cases (*id.,* Dkt. 123, 124) in amounts that ultimately exceeded $2 billion; Argentina appealed (*id.,* Dkt. 126).

17. In late 2008, the Argentine government announced that it was preparing another swap offer, which in our view involved direct communications by an adverse party with the members of our certified classes, and potentially infringed class members' rights. Class counsel continued to monitor that situation. On another tack, one of the class counsel, Mr. Sirota, decided in July 2009 to seek to attach assets of Aerolineas Argentinas to satisfy class judgments (*id.,* Dkt. 129); that motion was denied the next month (*id.,* Dkt. 137), and Mr. Sirota appealed (*id.,* Dkt. 138).

18. In April 2010, class plaintiffs sought preliminary injunctive relief to prevent the Republic from offering and carrying out its swap transactions with bondholders who were members of the plaintiff classes, without going through the normal procedures for class action settlements (*id.,* Dkt. 142). I submitted my declaration in support of the motion (*id.,* Dkt. 144, 145) but I had begun to have doubts about this

strategy. On April 26, 2010, this Court denied relief and allowed the swap offers to proceed (*id.,* Dkts. 147, 151).

19. I decided at that time to transition from being a sole practitioner to practice in a firm. In February 2010, an agreement was reached among me, the Miami law firm Diaz, Reus & Targ, LLP, and Mr. Giancaterino (my colleague from Argentina). Under the agreement, I joined the Diaz firm as of counsel, and the Diaz firm, with my consent and by stipulation, would appear as plaintiffs' counsel in the class actions and would substitute for me as co-lead counsel. The agreement and proposed stipulation did not provide or envision that I would resign as class counsel. The Diaz firm also explicitly agreed to be responsible for submitting the appropriate fee applications to the Court in the class actions on my behalf, if and when the time came for submission of such applications. The agreement contained fee arrangements, which are not relevant on the present application.

20. On April 29 and 30, 2010, the stipulations substituting the Diaz firm for me as a co-lead counsel were signed by the Court and entered in the class actions (*id.,* Dkt. 152). Mr. Diaz appeared in June (*id.,* Dkt. 171). I remained active as class counsel in May and June 2010 with respect to ongoing motion practice regarding judgment executions, and in seeking to place proceeds of the Exchange Offers in escrow.

21. On June 4, 2010, Jennifer Scullion of Proskauer appeared for class plaintiffs in place of Mr. Sellier, who had departed from Proskauer (*id.,* Dkt. 170).

22. On June 18, 2010, the Second Circuit affirmed in part and vacated in part the judgments that had been entered in favor of the classes (*id.,* Dkt. 176). Further proceedings to quantify appropriate judgments were ordered.

23. In June 2010, disputes arose between the Diaz firm and me concerning the performance of our February 2010 agreement. Mr. Diaz locked me out of the firm's Miami offices and document system, taking advantage of the long July 4 weekend holiday in 2010.

24. The Court has indicated that on July 28, 2010, I notified the Court in writing that the Diaz firm had informed me that it was terminating my position as of counsel, and the Diaz firm reportedly notified the Court that I was no longer employed by Diaz. On August 30, 2010, the Court issued a Memorandum, addressed to me, Mr. Boccuzzi of Cleary Gottlieb (representing Argentina), and Mr. Diaz, regarding *Seijas* (04 Civ. 400) and related cases, describing the July 28, 2010 letters (that description is the only record I have of either letter), and stating: "In view of the recent correspondence, it is clear that Mr. Gleizer will no longer be appearing on behalf of the plaintiffs in these matters." The Memorandum was not docketed. I do not recall being aware of the Memorandum until it was sent to me in December 2012 (two and a half years later) by the Diaz firm.

25. In any event, in view of the circumstances, I ceased appearing as class counsel by mid-2010, and thereafter I only occasionally imparted my views and suggestions to the other class counsel concerning their conduct of the cases.

26. During the following five years, from June 2010 to August 2015 (*see, e.g., id.,* Dkt. 258), the parties disputed the terms of aggregate judgments and class definitions, before this Court and in the Second Circuit. I was not involved in those matters.

27. Also during that time period, *pari passu* injunctions were sought and obtained by the bondholder plaintiffs in the *NML* and *Aurelius* and related hedge fund cases and the *Varela* individual plaintiffs' action. The Second Circuit affirmed this Court's entry of *pari passu* injunctions, and the Supreme Court denied cert in June 2015. In the meantime, class counsel unsuccessfully sought entry of parallel injunctions in favor of the plaintiff classes. I was not involved in those efforts.

28. In late 2015 and early 2016, in an effort to comply with the Second Circuit's instructions concerning class definition, the parties discussed revised class definitions and damage calculations. In January 2016, agreement was reached on a proof of claim form (*id.* Dkt., 283). Ultimately, in late April 2016, the Court was advised that settlement of these eight cases was imminent (*id.,* Dkt. 303), and in May the settlements were announced (*id.,* Dkts. 306-311). The proposed settlement received preliminary approval from the Court, and notice was authorized, on May 27, 2016 (*id.,* Dkt. 319). The settlement is basically on the terms of the "150% of face value" settlement contained in the Republic's Propuesta announced in February 2016. The hearing on settlement approval and the present application for an award of fees and expenses of class counsel is scheduled for November 10, 2016, with submissions by plaintiffs due on October 3, 2016.

<u>My Application to Participate in Class Counsel's Application for an Award of Attorneys' Fees as Part of the Class Settlements</u>

29. I am informed that generally, in connection with class action settlements, class counsel cooperate in gathering their time and expense records and deciding on an appropriate fee request. I proposed that type of cooperation in writing to Mr. Diaz, copied to other class counsel, in a letter dated September 26, 2016, as the submission date for these materials approached, and asked for an immediate response. When I did not hear back from Mr. Diaz, I made a similar proposal and request to Mr. Roffe and Ms. Scullion, late the next day.

30. On September 28 (last Wednesday), I received a letter from a lawyer at the Diaz firm stating that it would not "assist" me in making the present application -- apparently ignoring my request that counsel cooperate and coordinate the submissions. On the same day, Ms. Scullion and Mr. Roffe jointly wrote me to say that I "will need to make a submission," again ignoring my request for cooperation and coordination.

31. On September 30 (last Friday), I emailed Mr. Diaz, Mr. Roffe, and Ms. Scullion, reiterating my prior requests that they coordinate our submissions, and that they share with me basic information such as the amount of claims received from class members and the proposed fee request. I have not received a response.

My Professional Services Rendered in These Cases
on Behalf of the Classes

32. As described above, each of these class actions was commenced with my clients. Mr. Roffe and I drafted the pleadings and handled all the early motion practice and court appearances. Until mid-2010, I was instrumental in developing the plaintiffs' strategy for prosecuting the cases and carrying out the necessary work.

33. I, together with Mr. Giancaterino, consulted with the bondholders who became the named plaintiffs in these cases and entered into retainer agreements with them.

34. I and Mr. Roffe drafted, filed, and served the complaints to initiate the actions.

35. I and Mr. Roffe were primarily responsible for responding to Argentina's initial pleading motions, and for successfully moving for class certification.

36. I and Mr. Giancaterino directed legal and financial investigations and research, largely in Buenos Aires, to locate assets of Argentina that were potentially attachable under the parameters of the FSIA.

37. I and Mr. Roffe were primarily responsible for making summary judgment motions, obtaining money judgments against Argentina, and investigating and applying for asset attachments and execution attempts.

38. Some of the work described above was identified with particular cases, and some of it was generally applicable to all of the class actions we had filed. However, since the present proposed settlements are on the same terms in each case, it does not appear necessary to allocate time between various cases, and I have not done so.

39. Since most of my law practice during the relevant years consisted of contingent fee cases (with fees not subject to court review), I typically did not keep or retain daily time records. Although Mr. Roffe and I did keep time records in the early years, and exchanged the records in order to stay informed about each other's work, I have not located my records, and in general I have had to estimate the time I spent based

on my review of the dockets, the filings that I prepared, and the client meetings I held. I know that I spent a significant fraction of my work hours on these cases.

40. Based on my review, and using a conservative approach in estimating my time because I do not have daily time records, I have determined that I spent approximately the following number of hours on these cases:

2003 -- 850 hours

Meet with clients (including travel to Buenos Aires); investigate factual circumstances; research FSIA law and pleading standards; research class action requirements for breach of contract claims involving bonds; begin drafting pleadings.

2004 -- 1100 hours

Draft pleadings; service and filing; additional travel to Buenos Aires; analysis of Argentina's affirmative defenses; prepare summary judgment motions to defeat defenses; prepare class certification motions; investigate grounds for asset attachments and prepare orders to show cause.

2005 -- 975 hours

Continue work on summary judgment motions; continue work on class certification motions, plaintiff depositions, and obtain certification, oppose appeals; continue asset attachment work; work on factual reviews for motions to obtain money judgments.

2006 -- 875 hours

Continue work on summary judgment motions in light of class certification criteria; investigate assets of Argentina that could be attached and prepare motions; integrate Proskauer firm into case activities; continue to seek aggregate money judgments.

2007 -- 200 hours

Attempt to identify and attach Argentine government assets; continue investigations into amount of outstanding bondholdings and class member identification issues.

2008 -- 900 hours

> Move for entry of aggregate money judgments in favor of classes; continue efforts to attach government assets.

2009 -- 700 hours

> Obtain aggregate money judgments (January) and resist Argentina's appeals; investigate government announcements of possible second swap offer; continue attachment investigations.

2010 -- 550 hours

> Resist 2010 swap offer to class members outside of class action protections; review and implement appellate decisions requiring reconsideration of aggregate damage calculations and judgments; transition to Diaz firm; limited involvement in cases after termination of Diaz relationship.

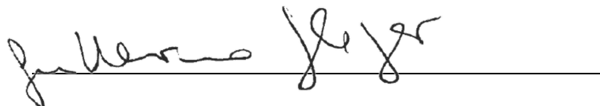
41. The total, as set forth above, is 6,150 hours over seven and a half years. The rate for my legal work in New York is $850 per hour, so my total lodestar is about $5.2 million.

42. Most of the expenses incurred in prosecuting these cases during the years I was involved were paid by Mr. Roffe's firm and Mr. Giancaterino. For example, the travel expenses for the plaintiffs to come to New York for their class certification depositions were paid by Sirota & Sirota. Much of the research into Argentina's assets available for attachment was financed by Mr. Giancaterino. My expenses were primarily my travel expenses and some payments to investigators and researchers. I have tried to retrieve my expense records from the relevant years from my checking account and credit card statements, but this has not been possible. Accordingly, I have decided not to seek reimbursement of expenses as part of this application.

43. I respectfully request that the Court consider and accept these submissions in awarding fees to class counsel, including me, in these cases.

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

Dated: October 3, 2016



Guillermo A. Gleizer