

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK  
NOTICE OF PENDENCY OF CLASS ACTION

**If, from February 1, 2008 through November 30, 2015,  
you paid interest on a VRDO that had rate resets on a  
daily or weekly basis, your rights may be affected.**

*This Notice is being provided by Order of a U.S. District Court.  
It is not a solicitation from a lawyer.*

- The City of Philadelphia, the Mayor and City Council of Baltimore, and the Board of Directors of the San Diego Association of Governments, Acting as the San Diego Regional Transportation Commission (together, “Plaintiffs”) have brought antitrust and contract claims against eight banks (collectively, “Defendants”) in the Southern District of New York (the “Court”). Plaintiffs allege that, from February 1, 2008 to November 30, 2015, Defendants conspired to fix the interest rates for a type of bond called Variable Rate Demand Obligations (“VRDOs”). The Defendant banks are Bank of America, Barclays, Citigroup, Goldman Sachs, JPMorgan Chase, Morgan Stanley, the Royal Bank of Canada, and Wells Fargo, and certain affiliated entities.<sup>1</sup>
- Plaintiffs in the lawsuit claim that Defendants have an obligation, in their role as remarketing agents for VRDOs, to set daily or weekly reset rates for the VRDOs they remarket at the lowest rate that will permit the VRDOs to trade at par and to use their best efforts to remarket those bonds, but that Defendants instead coordinated to keep rates artificially high. The Defendants deny these claims.
- On September 21, 2023, the Court determined that the claims brought by Plaintiffs could proceed as a class action. This notice is to inform you of the certification of a nationwide class and a contract sub-class and your right to exclude yourself from the class and/or sub-class.
- The Court has not decided whether the Defendants did anything wrong. There is no money available now, and no guarantee there will be. However, your legal rights may be affected, and **you have a choice to make now**.
- Plaintiffs must prove their claims against Defendants at a trial. A trial date has not yet been set. Go to [www.VRDOClassAction.com](http://www.VRDOClassAction.com) for updates.

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<sup>1</sup> The specific Defendant entities are: Banc of America Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, RBC Capital Markets LLC, Wells Fargo Bank, N.A., Wachovia Bank, N.A., and Wells Fargo Securities LLC.

## **CERTIFIED CLASS**

The class and sub-class (together, the “Class”) certified by the Court include the following persons and entities:

**Direct Payor Class:** All persons and entities who directly paid interest expenses on VRDOs that had interest rates reset on a weekly or daily basis pursuant to remarketing agreements with Defendants at any point from February 1, 2008 through November 30, 2015, excluding Defendants and their employees, affiliates, parents, subsidiaries, and co-conspirators, and the United States government.

**Contract Sub-Class:** All persons and entities who were party to a remarketing agreement with any Counterparty Defendant that applies to VRDOs that had interest rates reset on a weekly or daily basis at any point from February 1, 2008 through November 30, 2015, excluding Defendants and their employees, affiliates, parents, subsidiaries, and co-conspirators, and the United States government. The “Counterparty Defendants” are Banc of America Securities LLC; Barclays Capital, Inc.; Citigroup Global Markets Inc.; Goldman Sachs & Co. LLC; J.P. Morgan Securities LLC; Merrill Lynch, Pierce, Fenner & Smith Inc.; RBC Capital Markets LLC; Wachovia Bank N.A.; and Wells Fargo Bank, N.A.

Any person or entity included in the Class is referred to here as a “Class Member.” Some individuals or entities that meet this definition may be excluded for other reasons, *see* Question 7 for more information.

<b>YOUR LEGAL RIGHTS AND OPTIONS</b>	
<b>DO NOTHING</b>	<p><b>Stay in this lawsuit and await the outcome. Lose certain rights.</b></p> <p>This option means that you remain part of the Class and you keep the possibility of getting money or benefits that may come from a trial or a settlement. If you choose this option, you will be bound by any judgment in this case, whether favorable to Plaintiffs or Defendants. You may lose any rights to sue Defendants at your own expense and with your own attorney over claims that arise from the same factual predicate alleged in this lawsuit.</p>
<b>ASK TO BE EXCLUDED</b>	<p><b>Get no benefits from the lawsuit. Keep certain rights.</b></p> <p>If you ask to be excluded from this lawsuit and money is later awarded, you will not be allowed to request a payment. However, you keep your right to sue Defendants at your own expense and with your own attorney over claims that arise from the same factual predicate alleged in this lawsuit.</p>

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## **BASIC INFORMATION ABOUT THE LAWSUIT**

### **1. What is the lawsuit about?**

Plaintiffs in this lawsuit claim that Defendants have an obligation to set the daily and weekly reset rates on VRDOs for which they serve as remarketing agents at the lowest rate that will permit those bonds to trade at par, and to use their best efforts to remarket those bonds. Plaintiffs allege that Defendants did not do so, but instead conspired to artificially inflate rates on the VRDOs they remarketed during the period from February 1, 2008 through November 30, 2015. Plaintiffs claim that this conduct violated both federal antitrust law and the Counterparty Defendants' contractual obligations under state law. The Defendants deny Plaintiffs' claims.

On September 21, 2023, the United States District Court for the Southern District of New York granted Plaintiffs' motion for class certification and certified the Direct Payor Class and a Contract Sub-Class. The Direct Payor Class consists of persons and entities who directly paid interest expenses on VRDOs that had interest rates reset on a weekly or daily basis pursuant to remarketing agreements with Defendants at any point from February 1, 2008 through November 30, 2015. The Contract Sub-Class consists of persons and entities who meet the Class definition and, additionally, were party to a remarketing agreement with any Counterparty Defendant that applies to VRDOs that had interest rates reset on a weekly or daily basis at any point from February 1, 2008 through November 30, 2015.

The Court's order certifying the Class and Sub-Class does not predict or guarantee that Class Members will receive any money or benefits; that will be decided later. In certifying this lawsuit as a class action, the Court has made no decision as to the merits of Plaintiffs' legal claims. A trial date has not yet been set. Go to [www.VRDOClassAction.com](http://www.VRDOClassAction.com) for updates.

### **2. Why was this Notice issued?**

This Notice explains that the Court "certified" a nationwide Direct Payor Class and a Contract Sub-Class, as defined in Question 1 above and in further detail in Questions 6 and 7. If you are a member of either or both of the Direct Payor Class and Contract Sub-Class, you must either choose to stay in the lawsuit, or exclude yourself from it, **no later than March 11, 2024**.

Judge Jesse M. Furman of the United States District Court for the Southern District of New York is overseeing this lawsuit, known as *City of Philadelphia et al. v. Bank of America Corporation et al.*, Case No. 19-cv-1608 (S.D.N.Y.), and has determined that claims against Defendants for violation of Section 1 of the Sherman Antitrust Act, 15 U.S.C. § 1, and against Counterparty Defendants for violations of state contract law, can proceed as a class action.

### **3. What is a class action and who is involved?**

In a class action lawsuit, one or more persons or entities called "Class Representatives" sue on behalf of other persons or entities who have similar claims. The people together are a "Class" or "Class Members." The Class Representatives who sued—and all the Class Members like them—are called the Plaintiffs. The people and entities they sued (in this case, Bank of America, Barclays, Citigroup, Goldman Sachs, JPMorgan Chase, Morgan Stanley, the Royal Bank of Canada, and Wells Fargo) are called the Defendants.

Any judgment in this case will resolve the issues for the certified claims for all Class Members, except for those who exclude themselves from the Class. Class Members might receive money or other benefits if they stay in the Class, if the Class prevails on the merits, or Class Members might receive nothing in this action if they stay in the Class and Defendants prevail on the merits.

#### **4. Why is this lawsuit a class action?**

The Court decided that the claims in this lawsuit can move toward a trial as a class action because they meet the requirements of Rule 23 of the Federal Rules of Civil Procedure, which governs class actions in federal courts. The Court found that:

- There are numerous Class Members whose interests will be affected by this lawsuit;
- There are legal questions and facts that are common to each Class Member;
- The Class Representatives' claims are typical of the claims of the rest of the Class';
- The Class Representatives and the lawyers representing the Class will fairly and adequately represent the interests of the Class;
- A class action would be a fair, efficient, and superior way to resolve this lawsuit;
- The common legal questions and facts predominate over questions that affect only individual Class Members; and
- The Class are ascertainable because they are defined by identifiable objective criteria.

For more information, visit the Important Documents page of the website at [www.VRDOClassAction.com](http://www.VRDOClassAction.com).

#### **5. Is there any money available now?**

No money or benefits are available now because the case is not resolved. There is no guarantee that money or benefits ever will be obtained. If they are, you will be notified about how to ask for a share.

### **DETERMINING IF YOU ARE A MEMBER OF THE CLASS**

#### **6. Am I part of this class action?**

You are a member of the Direct Payor Class if, at any point from February 1, 2008 through November 30, 2015, you directly paid the interest expenses on a VRDO that had interest rates reset on a weekly or daily basis pursuant to a remarketing agreement with any Defendant.

You are a member of the Contract Sub-Class if, in addition to meeting the requirements for the Direct Payor Class, you were party to a remarketing agreement with any Counterparty Defendant that applies to a VRDO that had interest rates reset on a weekly or daily basis at any point from February 1, 2008 through November 30, 2015.

#### **7. Are there exceptions to the persons or entities included as Class Members?**

Yes. Certain individuals and entities are excluded from the Class. These include:

- Defendants and their employees, affiliates, parents, subsidiaries, and co-conspirators;
- The United States government; and
- All persons and entities who timely and validly elect to opt out of the Class (*See* Question 11 below for more information on how to do this).

#### **8. I am still not sure if I am included. Who should I contact?**

If you're still not sure whether you are included in the Class, please visit the website, [www.VRDOClassAction.com](http://www.VRDOClassAction.com), call the Notice Administrator toll-free **1-877-595-0089**, or write to: VRDO Litigation Notice Administrator, c/o/ JND Legal Administration, P.O. Box 91484, Seattle, WA 98111.

## **IF YOU DO NOTHING**

### **9. What happens if I do nothing at all?**

By doing nothing, you will remain in the Class (and, if applicable, the Sub-Class). If you remain in the Class and Plaintiffs obtain money or other value from this lawsuit—either as a result of any ruling, trial, or Court-approved settlement—you may receive a payment, if you are entitled to one. Keep in mind that if you do nothing now, regardless of whether Plaintiffs win or lose, you will be legally bound by all Court orders and judgments made in this class action with respect to the certified claims. You may lose the ability to maintain a separate lawsuit against any of the Defendants for claims that arise from the same factual predicate alleged in this lawsuit.

## **EXCLUDING YOURSELF FROM THE CLASS**

### **10. What happens if I ask to be excluded?**

If you exclude yourself (or “opt-out”) from the Class, you will not receive any distribution that may result from a judgment or settlement favorable to Plaintiffs. If you exclude yourself, you will also not be legally bound by the Court’s orders and judgments in this class action. You may sue or continue to sue any of the Defendants for claims that arise from the same factual predicate alleged in this lawsuit, now or in the future, subject to the applicable statute of limitations for bringing each legal claim. If you choose to pursue your own lawsuit against one or more of the Defendants, you may hire a lawyer at your own expense to prove your alleged claims.

### **11. How do I ask to be excluded?**

To exclude yourself, you must send a letter by mail stating that you wish to be excluded from the Class in *City of Philadelphia et al. v. Bank of America Corporation et al.*, Case No. 19-cv-1608. You will need to include your name, address, telephone number, email address, and signature. You must also identify your VRDO(s) by CUSIP number. Your request for exclusion must be **postmarked no later than March 11, 2024**, and must be mailed to:

VRDO Litigation Notice Administrator  
c/o/ JND Legal Administration  
P.O. Box 91484  
Seattle, WA 98111

**IF YOU DO NOT EXCLUDE YOURSELF BY MARCH 11, 2024, YOU WILL REMAIN PART OF THE CLASS AND BE BOUND BY THE ORDERS OF THE COURT IN THIS LAWSUIT.**

## **THE LAWYERS REPRESENTING YOU**

### **12. As a member of the Class, do I have a lawyer representing my interests in this class action?**

Yes. The Court has appointed lawyers to represent the members of the Class and Sub-Class. These lawyers are called Class Counsel. The following lawyers are lead counsel in representing the certified Class and Sub-Class:

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Steig D. Olson  
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### **13. How will the lawyers be paid?**

In the event of a judgment against the Defendants or a settlement, Class Counsel will ask the Court to approve and award attorneys' fees and expenses. The amount of these fees and expenses will ultimately be determined by the Court. You will not have to personally pay these fees and expenses. If the Court grants Class Counsel's request, the fees and expenses would be either deducted from any money obtained for the Class or paid separately by Defendants.

### **14. Are the Class Representatives paid?**

Class Counsel may ask for service awards for the Class Representatives in the event of a judgment or settlement for Class Plaintiffs in addition to Class Representatives' right as a Class Member to a portion of the distribution resulting from any such judgment or settlement. The amount of these awards, if any, will ultimately be determined by the Court.

### **15. Should I get my own lawyer?**

You have the right to hire and appear through your own lawyer, but you do not need to do so. Class Counsel is working on behalf of the Class as a whole. If you hire your own lawyer, you will have to pay for that lawyer on your own.

### **16. What if I already have my own lawyer?**

If you have already hired your own lawyer, you should contact your lawyer directly with any questions as to whether this Notice applies to you and how to proceed.

## **THE TRIAL**

### **17. How and when will the Court decide who is right?**

Class Counsel will have to prove Plaintiffs' claims at a trial. The trial has not yet been set. During the trial a Jury and the Judge will hear all of the evidence to help them reach a decision about whether Plaintiffs or Defendants are right about the claims in the lawsuit. There is no guarantee that the Plaintiffs will win, or that they will get any money for the Class.

You do not need to attend the trial. Class Counsel will present the case for Plaintiffs and the Class, and lawyers for the Defendants will present on their behalf. You or your own lawyer are welcome to come at your own expense.

If Plaintiffs obtain money or benefits as a result of the lawsuit, and you remain in the Class, you will be notified about how to participate. We do not know how long this will take.

## **GETTING MORE INFORMATION**

### **18. Where do I get more information?**

Key Dates and Important Documents related to the lawsuit can be found online at [www.VRDOClassAction.com](http://www.VRDOClassAction.com). For additional assistance, contact the Notice Administrator by calling, toll free, 1-877-595-0089, or write to: VRDO Litigation Notice Administrator, c/o/ JND Legal Administration, P.O. Box 91484, Seattle, WA 98111. If you wish to communicate with Co-Lead Class Counsel, you may contact them directly (*See* contact information listed in Question 12). You may also seek advice and guidance from your own private lawyer at your own expense.

**PLEASE DO NOT CONTACT THE COURT OR THE COURT CLERK'S OFFICE TO INQUIRE ABOUT THIS CASE. ALL QUESTIONS SHOULD BE DIRECTED TO THE NOTICE ADMINISTRATOR OR CLASS COUNSEL.**