

EXHIBIT 13

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE BANK OF NEW YORK MELLON CORP.
FOREX TRANSACTIONS LITIGATION

No. 12-MD-2335 (LAK)

THIS DOCUMENT RELATES TO:

*Southeastern Pennsylvania Transportation Authority v.
The Bank of New York Mellon Corporation, et al.*

No. 12-CV-3066 (LAK)

*International Union of Operating Engineers, Stationary
Engineers Local 39 Pension Trust Fund v. The Bank of
New York Mellon Corporation, et al.*

No. 12-CV-3067 (LAK)

*Ohio Police & Fire Pension Fund, et al. v. The Bank of
New York Mellon Corporation, et al.*

No. 12-CV-3470 (LAK)

Carver, et al. v. The Bank of New York Mellon, et al.

No. 12-CV-9248 (LAK)

Fletcher v. The Bank of New York Mellon, et al.

No. 14-CV-5496 (LAK)

**DECLARATION OF JOSEPH M. MAROTTA, ESQ.
IN SUPPORT OF MOTION FOR FINAL APPROVAL OF SETTLEMENT AND
AWARD OF ATTORNEYS' FEES AND SERVICE AWARDS
AND REIMBURSEMENT OF LITIGATION EXPENSES**

I, Joseph M. Marotta, do hereby declare as follows:

1. I am General Counsel for the School Employees Retirement System of Ohio ("SERS"), which serves as a lead plaintiff in the above-referenced matter. I submit this declaration in support of the final approval of the settlement and in support of counsel's request for fees, expenses and service awards. Except where otherwise noted, I have personal knowledge of the matters set forth herein based on my active supervision and participation in the prosecution and settlement of the claims asserted on behalf of SERS in this Action.

2. Established by state law in 1937, SERS is a statewide defined benefit plan that provides retirement, disability, and survivor benefits to non-teaching employees of Ohio's public, vocational, technical, and community schools, community colleges, and the University of Akron. SERS is located at 300 East Broad Street, Suite 100, Columbus, OH 43215-3746. SERS's enabling statute: (i) vests the administration and management of SERS in a board of trustees, the composition of which is defined by statute; (ii) assigns title to the assets of the system to the SERS board; (iii) provides the terms of membership in SERS, the conditions for receiving benefits, and the formulas for determining the amount of any benefit due; and (iv) designates the manner in which the monies of the system are kept in statutorily designated accounts. SERS serves more than 193,000 active or retired public school employees across the State of Ohio and beyond. SERS managed approximately \$12.4 billion in assets as of June 30, 2014.

3. A cost-sharing defined benefit public retirement system, such as SERS, has a long-term perspective on financial activities. SERS is comprised of five separate funds – the Pension Trust Fund, the Medicare B Fund, the Death Benefit Fund, the Qualified Excess Benefit Arrangement (QEBA) Fund, and the Health Care Fund. SERS' primary responsibility is to assure that sufficient funds will be available to provide retirement, disability, survivor, Medicare B reimbursement, and lump sum death benefits to its members.

4. SERS is governed by a nine-member Retirement Board, consisting of four elected employee members, two elected retiree members, and three appointed investment expert members. One investment expert is appointed by the Governor of the State of Ohio, a second one by the State Treasurer, and the third one jointly by the Speaker of the House and President of the Senate of the General Assembly for the State of Ohio. The current Chair of the Retirement

Board is Catherine P. Moss, who, prior to her retirement, worked for 30 years with the West Geauga Local Schools in Ohio. SERS' day-to-day operations are administered by a professional staff led by the Executive Director, Lisa Morris. SERS employs 181 personnel.

5. The Bank of New York Mellon and, prior to that, Mellon Bank (collectively, "BNYM") served as SERS' custodial bank from February 1, 2007 to July 1, 2012. During that time, the investment assets of SERS were custodied with BNYM, who also served (and continues to serve) as SERS' custodial record-keeper.

6. This litigation relates to the undisclosed foreign exchange fees that BNYM assessed SERS when SERS or its investment managers used BNYM's standing instructions foreign exchange ("FX") service to convert currency in connection with transactions in foreign currency denominated securities.

7. SERS, along with the Ohio Police & Fire Pension Fund ("OP&F"), first commenced suit in its individual capacity against BNYM arising from BNYM's standing instructions FX service on March 12, 2012 in the Court of Common Pleas of Franklin County, Ohio. The suit (the "Ohio Action"), which was filed by SERS' counsel and interim Co-Lead Class Counsel, Lief Cabraser Heimann & Bernstein ("LCHB"), along with the Columbus, Ohio-based law firm of Murray Murphy Moul + Basil LLP ("MMMMB"), alleged that BNYM breached its contractual obligations owed to SERS arising out of its custodial contracts and specific forms and procedures governing its standing instructions FX service, and otherwise engaged in deceptive conduct violative of Ohio statutes. Defendants shortly thereafter removed the Ohio Action to federal court, whereupon it was transferred to this District to be coordinated with the other BNYM FX-related litigation in this multidistrict ("MDL") proceeding. On July 13, 2012,

SERS and OP&F filed an amended complaint in this District which added class allegations as well as claims for conversion and breach of the covenant of good faith and fair dealing.

8. Between August and October, 2012, the parties briefed motions to dismiss the Ohio Action. Defendants' motion to dismiss the Ohio Action was eventually denied as moot pending the filing of a combined master complaint. On July 1, 2013, SERS and OP&F joined with the other named plaintiffs in the customer class cases (the Southeastern Pennsylvania Transportation Authority ("SEPTA") and the International Union of Operating Engineers, Stationary Engineers Local 39 Pension Trust Fund ("IUOE Local 39")) to file a Master Customer Class Complaint (the "Complaint"), which brought together the operative claims and allegations in the customer class cases into one pleading. BNYM answered the Complaint on September 15, 2013.

9. From the time of its filing to the time these actions were settled, or almost three years, the Ohio Action case was aggressively prosecuted by its counsel alongside the other cases consolidated or coordinated with this MDL, and defended aggressively by BNYM's counsel. In this regard, BNYM filed "conditional" counterclaims against absent class members who would have been part of any class certified in the Ohio Action and whose contracts contained provisions that BNYM claimed to indemnify it for its costs in defending both the Ohio Action and the case brought by the United States Department of Justice ("DOJ"). Although these claims were dismissed by the Court in October 2013 without prejudice as essentially premature, the threat of such claims remained in the event that the proposed class was certified.

10. In addition, BNYM's discovery against SERS was extensive. In March 2013, BNYM served SERS with 90 document requests, several of which were multi-part requests. BNYM followed this up in November 2013 with an additional 34 document requests. In

response to these requests, SERS worked closely with LCHB and MMMB to determine sources for potentially relevant documents. Thereafter, with LCHB's guidance, SERS implemented search terms negotiated with BNYM to identify potentially relevant electronic documents responsive to the document requests. The search covered a period of more than 13 years. The document collection process took several weeks and included searches conducted on the electronic files of no fewer than 17 SERS employees and on numerous shared computer work spaces, and followed the restoration of dozens of backup tapes.

11. In addition to the process of collecting electronic records, SERS, with the assistance of counsel, reviewed and gathered thousands of files maintained in hardcopy in SERS' archival records. Such files included the minutes and materials associated with SERS' Board Meetings, also covering a span of 13 years. SERS also assisted LCHB to procure successful responses to requests for proposal for investment management services from a number of SERS' investment managers who were responsible for executing FX transactions during the class period. Todd Nist (Staff Counsel), Terri Martin (Supervisor – Investment Operations), and Stacy Easterday (Senior Manager for Investment Accounting) provided the bulk of the assistance with these projects. I understand that LCHB ultimately produced more than 330,000 documents (totaling more than 1.8 million pages) on SERS' behalf following its review for relevance and privilege.

12. Thereafter, BNYM sought extensive deposition discovery of SERS. Defendants deposed a total of 9 different SERS witnesses, including Virginia Brizendine (former Director of Finance), Robert Cowman (former Director of Investments), Stacy Easterday (Senior Manager for Investment Accounting), Judi Masri (Senior Investment Officer, Fixed Income), Lisa Michalowski (Senior Investment Officer, Global Equities), Jason Naber (Investment Officer,

Hedge Funds), Philip Roblee (Senior Investment Officer), Timothy Steitz (Assistant Director of Investments), and Timothy Viezer (former Senior Investment Officer). All but two of these depositions went for a full day. I am advised by counsel that Defendants marked 165 distinct (i.e., not previously marked) exhibits at these depositions.

13. SERS also responded to 9 multi-part interrogatories served by BNYM. Defendants' efforts at SERS-directed discovery did not end there. Defendants deposed two witnesses who were former employees of the Ohio Treasurer's Office (Denise Blain and Cynthia Beck, each of them former Directors of the Trust Department) concerning the drafting and negotiation of SERS' custodial contracts with BNYM and other custodians. These depositions also took 5.5 to 7 hours apiece, and I am advised by counsel that Defendants marked 25 distinct exhibits at them. In addition, BNYM deposed four of SERS' investment managers, including Harding Loevner LP (Bridgewater, NJ), TT International (London, UK), McKinley Capital Management (Anchorage, Alaska), and Mondrian Investment Partners Ltd. (London, UK), who executed FX transactions with BNYM, as well as SERS' former consultant, Callan Associates (San Francisco, CA). These depositions also, on average, went for the better part of a day, with (I am advised by counsel) Defendants marking 63 distinct exhibits.

14. In addition to the deposition testimony and document discovery sought by Defendants, the DOJ also requested that SERS voluntarily serve as a percipient fact witness in so far as the DOJ's case went to trial. SERS entered into an agreement with the DOJ to appear at any trial in New York, and discussed its potential testimony. This agreement was in lieu of SERS providing additional deposition testimony to the DOJ.

15. SERS is a sophisticated litigant, and due to the nature of its operations, is often a party in civil litigation, having participated as an active litigant in several of the largest financial

fraud cases of the past two decades, including cases against AOL/Time Warner, Enron, and Worldcom. Accordingly, SERS is highly cognizant of the important role that counsel provides in dictating the outcome of litigation, the risks and costs of litigation and the merits of settlement.

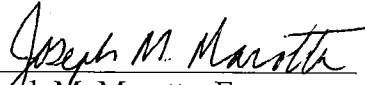
16. SERS' investment portfolio of more than \$12 billion is self-funded by SERS' participants. SERS' members include administrative personnel, bus drivers, food service workers, maintenance personnel, educational aides, treasurers, and other non-teaching school employees who are vital to the operation of Ohio's schools. Our demographics are quite different from those of the other Ohio public retirement systems. SERS' members are predominantly women who begin their public employment at a later age, retire at an older age, and receive modest wages while working. These membership demographics drive the decisions the Board makes regarding pension design, benefits, vesting, contributions, investment, health care, and funding policies. As such, SERS is highly attuned to practices that operate to wrongfully deprive its pension plan, and thus retirees and other plan participants, of assets.

17. It can be, and typically is, cost prohibitive for SERS to pursue potential recoveries for its pension plan through direct actions where it would be forced to shoulder individually attorneys' fees and litigation expenses and the risk of non-recovery. This is because in most cases the potential recovery would be dwarfed by the cost of the litigation, and the risk of non-recovery would outweigh any benefit achieved in the litigation. In this regard, the work of contingent fee firms like LCHB and MMMB can be invaluable. The economics of litigation such as this for an operating company like SERS thus only make sense through a contingency fee arrangement. SERS is very satisfied with the work LCHB and MMMB did on its behalf and for the class and supports Counsel's application for an attorneys' fee award and request for service awards.

18. SERS actively monitored this litigation, received and reviewed key pleadings in this case and regularly conferred with LCHB and MMMB regarding the status of the litigation. We are extremely pleased with the outcome of the litigation and the results, based on my understanding of the record in this case, could only have been achieved through the aggressive advocacy of our lawyers in this case and, respectfully, SERS' willingness to serve as a class representative. In addition to the outstanding cash recovery for class members from the global settlement which amounts to approximately 35% of the margins that BNYM earned from class members during the Class Period, the litigation has also produced the additional benefit of a complete overhaul by BNYM of its FX practices, and greater transparency in the custodial FX business generally. From a business perspective for SERS, this means greater disclosure about custodians' FX pricing practices and improved products and services. SERS is extremely proud to have played an integral part in bringing about this transformative change in BNYM's custodial business, and in the custodial FX space more broadly.

I declare under penalty of perjury under the laws of the United States of America that the foregoing statements are true and correct.

Executed this 13th day of August, 2015, in Columbus, Ohio.



Joseph M. Marotta, Esq.
General Counsel
School Employees Retirement
System of Ohio