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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re CELERA CORP. SEC. LITIG.	)	No. 5:10-cv-02604-EJD(HRL)
_____	)	
This Document Relates To:	)	<u>CLASS ACTION</u>
	)	DECLARATION OF LAYN R. PHILLIPS IN
ALL ACTIONS.	)	SUPPORT OF LEAD PLAINTIFF'S
_____	)	MOTION FOR FINAL APPROVAL OF
	)	SETTLEMENT

DATE: July 16, 2015  
 TIME: 9:00 a.m.  
 CTRM: The Honorable Edward J. Davila

1 I, LAYN R. PHILLIPS, declare:

2 1. I am the founder and lead mediator at Phillips ADR Enterprises, P.C. I make this  
3 declaration in support of the Settlement in this action.

4 2. I am a former United States Attorney and former United States District Judge. I  
5 resigned from the federal bench in 1991. From 1991 until 2014, I was a partner in the Newport  
6 Beach office of Irell & Manella LLP, where I practiced complex civil litigation, internal  
7 investigations and alternative dispute resolution.

8 3. For over 20 years, I have successfully mediated high-stakes civil disputes for Fortune  
9 500 companies nationwide. I have mediated hundreds of disputes referred by private parties and  
10 courts, and have been appointed a Special Master by various federal courts in complex civil  
11 proceedings. I have also served as a Fellow in the American College of Trial Lawyers. In addition,  
12 I have been nationally recognized as a mediator by the Center for Public Resources Institute for  
13 Dispute Resolution (CPR), serving on CPR's National Panel of Distinguished Neutrals.

14 4. Because of my experience, I am often asked by litigants and their attorneys in  
15 complex civil cases to serve as a mediator, particularly in complex shareholder and securities  
16 litigation. In recent years, I have successfully mediated dozens of securities fraud and shareholder  
17 derivative cases pending in various courts across the United States, including cases pending in the  
18 Northern District of California.

19 5. I served as the mediator for the settlement negotiations involving *In re Celera Corp.*  
20 *Securities Litigation*, No. 5:10-cv-02604-EJD (HRL) (the "Action"), the securities fraud class action  
21 litigation pending before the United States District Court for the Northern District of California. At  
22 my request, and as is typical in mediations, the parties' negotiations were conducted in confidence  
23 and under my supervision. The parties have requested that I provide this declaration to describe my  
24 participation in the mediation process, the nature of the parties' discussions and my opinion of the  
25 settlement reached. My statements and those of the parties during the mediation are subject to a  
26 confidentiality agreement, and I am not authorized to waive and do not intend to waive that  
27 agreement.

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1           6.       As the mediator, I closely observed the progress of the Action while presiding over  
2 the settlement negotiations between the parties. The negotiations that led to the settlement currently  
3 being considered by the Court for approval were difficult and extremely hard fought on all sides.  
4 The settlement negotiations included one full-day in-person mediation session on August 9, 2013 in  
5 New York, New York. Thereafter, extensive discussions continued telephonically, including direct  
6 discussion between myself and counsel for plaintiffs, the Celera defendants and Celera's insurance  
7 carriers, as well as defendants PricewaterhouseCoopers LLP until terms were agreed in principle in  
8 May 2014. Thereafter, the parties and the insurance carriers, with my assistance, continued to  
9 conduct extensive negotiations concerning the terms and conditions of the agreement-in-principle,  
10 culminating in the Stipulation of Settlement, dated August 28, 2014. These negotiations were  
11 conducted at arm's length carefully and in good faith by all parties. The mediation process involved  
12 extensive analysis of the parties' positions, including the merits of plaintiff's securities fraud claims,  
13 orders of this Court and the pending motion to dismiss filed by PwC and defendants' potential  
14 defenses.

15           7.       I have reviewed the final terms of the Stipulation of Settlement, dated August 28,  
16 2014, and I firmly believe that the settlement is fair, reasonable and adequate and should be  
17 approved by this Court. There is no question in my mind that the settlement reached represents a  
18 considered judgment by plaintiff's counsel, Robbins Geller Rudman & Dowd LLP, who are among  
19 the most capable and experienced lawyers in the country and who took on a risky and complicated  
20 accounting case, including one that sought to add an auditor as a defendant, and that the proposed  
21 settlement is fair and reasonable.

22           I declare under penalty of perjury under the laws of the United States of America that the  
23 foregoing is true and correct. I executed this Declaration at Corona Del Mar, California, on April 24,  
24 2015.



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LAYN R. PHILLIPS

CERTIFICATE OF SERVICE

I hereby certify that on April 29, 2015, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on April 29, 2015.

s/ Willow E. Radcliffe

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WILLOW E. RADCLIFFE

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## Mailing Information for a Case 5:10-cv-02604-EJD In re: "Celera Corporation Securities Litigation."

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### Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

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