

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

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February 20, 2020

By Hand & ECF

Honorable Gregory H. Woods
U.S. District Court for the Southern District of New York
Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street, Room 2260
New York, NY 10007

Re: *In re Vale S.A. Securities Litigation*, No. 15 Civ. 9539 (GHW)

Dear Judge Woods:

We represent Lead Plaintiffs Alameda County Employees' Retirement Association and Orange County Employees Retirement System in the above-referenced class action.

At the telephone conference on February 13, 2020, the Court requested that the Parties (1) amend the terms of the proposed Settlement to clarify that only claims related to alleged conduct that occurred prior to the collapse of the Fundão Dam will be released by the Settlement Class; (2) submit an affidavit attesting to the accuracy of the ADR price information included in Tables 3 and 4 to the Plan of Allocation; and (3) provide more information regarding the basis for the calculations under the proposed Plan of Allocation. We have complied with all three of the Court's requests.

(1) The Parties have executed an Amendment to the Stipulation and Agreement of Settlement that modifies the term "Released Plaintiffs' Claims" in the Stipulation. A redline showing the agreed-upon changes to the release is attached to this letter as Exhibit 1. The Amendment to the Stipulation is attached to this letter as Exhibit 2. The Amendment also provides revised versions of certain exhibits to the Stipulation to reflect the revised definition of the release or to reference the amendment to the Stipulation. Redline versions of these revised documents are attached as Exhibits 3 to 6 to this letter.

(2) Lead Plaintiffs have submitted a declaration from their economic expert, John D. Finnerty, Ph.D., who assisted in the development of the Plan of Allocation. Professor Finnerty's declaration attests to the accuracy of the ADR price information included in Tables 3 and 4 to the

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Plan of Allocation. *See* Declaration of John D. Finnerty, Ph.D. in Support of Proposed Plan of Allocation (“Finnerty Decl.”) at ¶ 2.

(3) Professor Finnerty’s declaration also provides detail on how the proposed Plan of Allocation was developed, including how the artificial inflation amounts in the Vale ADRs used in the Plan were derived. *See* Finnerty Decl. ¶¶ 11-18.

Enclosed are courtesy copies of the following documents filed with the Court today:

- (a) This letter, which includes as attachments (1) a redline of changes to the definition of “Released Plaintiffs’ Claims,” (2) the Amendment to the Stipulation and Agreement of Settlement, dated February 20, 2020, with exhibits, (3) redline version of the proposed Preliminary Approval Order; (4) redline version of the Notice, (5) redline version of the Summary Notice, and (6) redline version of the Judgment;
- (b) Declaration of John D. Finnerty, Ph.D. in Support of Proposed Plan of Allocation, and
- (c) A clean copy of the [Revised Proposed] Order Preliminarily Approving Settlement and Authorizing Dissemination of Notice of Settlement (the “Preliminary Approval Order”) with exhibits.

A second, unstamped copy of the proposed Preliminary Approval Order is also enclosed for the convenience of the Court.

We thank the Court for its attention to this matter.

Respectfully Submitted,

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

/s/ John C. Browne

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*Counsel for Lead Plaintiffs Alameda County
Employees' Retirement Association and
Orange County Employees Retirement System
and Lead Counsel for the Settlement Class*

cc: All Counsel of Record (by ECF)

Exhibit 1

Redline of Definition of “Released Plaintiffs’ Claims”

Redline of changes to “Released Plaintiffs’ Claims”

(ii) “Released Plaintiffs’ Claims” means all claims, debts, demands, rights, or causes of action of every nature and description, whether known claims or Unknown Claims, whether arising under federal, state, local, statutory, common, or foreign law, that Lead Plaintiffs or any other member of the Settlement Class, ~~asserted in the Complaint or could have asserted in any forum that arise~~ out of or are based upon ~~those~~ allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint ~~that occurred prior to the collapse of the Fundão Dam on November 5, 2015~~ and that relate to the purchase or acquisition of Vale common or preferred American Depository Receipts (“ADRs”) during the Class Period. For the avoidance of doubt, Released Plaintiffs’ Claims do not include: (i) any claims relating to the enforcement of the Settlement; and (ii) any claims of any person or entity who or which submits a request for exclusion that is accepted by the Court.

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