

ROBBINS GELLER RUDMAN & DOWD LLP

Daniel S. Drosman (CA SBN 200643) (Admitted *pro hac vice*)
 Luke O. Brooks (CA SBN 212802) (Admitted *pro hac vice*)
 Ellen Gusikoff Stewart (CA SBN 144892) (Admitted *pro hac vice*)
 Jessica T. Shinnefield (CA SBN 234432) (Admitted *pro hac vice*)
 Darryl J. Alvarado (CA SBN 253213) (Admitted *pro hac vice*)
 Christopher D. Stewart (CA SBN 270448) (Admitted *pro hac vice*)
 Hillary B. Stakem (CA SBN 286152) (Admitted *pro hac vice*)
 J. Marco Janoski Gray (CA SBN 306547) (Admitted *pro hac vice*)
 Ting H. Liu (CA SBN 307747) (Admitted *pro hac vice*)

655 West Broadway, Suite 1900

San Diego, CA 92101

Telephone: 619/231-1058

619/231-7423 (fax)

dand@rgrdlaw.com

lukeb@rgrdlaw.com

elleng@rgrdlaw.com

jshinnefield@rgrdlaw.com

dalvarado@rgrdlaw.com

cstewart@rgrdlaw.com

hstakem@rgrdlaw.com

mjanoski@rgrdlaw.com

tliu@rgrdlaw.com

Lead Counsel for Plaintiffs

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT

DISTRICT OF ARIZONA

Mark Smilovits, Individually and on Behalf
 of All Others Similarly Situated,

Plaintiff,

vs.

First Solar, Inc., Michael J. Ahearn, Robert
 J. Gillette, Mark R. Widmar, Jens
 Meyerhoff, James Zhu, Bruce Sohn and
 David Eaglesham,

Defendants.

No. 2:12-cv-00555-DGC

CLASS ACTION

LEAD PLAINTIFFS' REPLY IN
 FURTHER SUPPORT OF (1) FINAL
 APPROVAL OF SETTLEMENT; (2)
 APPROVAL OF PLAN OF
 ALLOCATION; (3) AWARD OF
 ATTORNEYS' FEES AND EXPENSES;
 AND (4) AWARD TO LEAD
 PLAINTIFFS PURSUANT TO 15 U.S.C.
 §78u-4(a)(4)

Pursuant to Federal Rules of Civil Procedure Rule 23(e), Lead Plaintiffs Mineworkers’ Pension Scheme and British Coal Staff Superannuation Scheme (the “Schemes” or “Lead Plaintiffs”), on behalf of themselves and the Class,¹ respectfully submit this reply in further support of: (1) Lead Plaintiffs’ motion for final approval of the Settlement of this Litigation for \$350 million in cash and approval of the Plan of Allocation (ECF 715); and (2) Lead Counsel’s motion for an award of attorneys’ fees and payment of expenses, including an award to Lead Plaintiffs for their time and expenses incurred in representing the Class. ECF 716.

I. PRELIMINARY STATEMENT

Pursuant to the Court’s March 2, 2020 Order Granting Preliminary Approval Pursuant to Fed. R. Civ. P. 23(e)(1) and Permitting Notice to the Class (“Preliminary Approval Order”), more than 848,100 copies of the Notice of Proposed Settlement of Class Action (“Notice”) and Proof of Claim and Release form (“Proof of Claim”) (together, the “Claim Package”) were mailed to potential Class Members and nominees. *See* Supplemental Declaration of Ross D. Murray, submitted herewith. In addition, the Summary Notice was published in *The Wall Street Journal* and transmitted over *Business Wire*, and relevant settlement-related documents were posted on the settlement website. *See* Declaration of Ross D. Murray Regarding Notice Dissemination, Publication, and Distribution of the Net Settlement Fund. ECF 721.²

Lead Plaintiffs and Lead Counsel are pleased to report that the June 9, 2020 deadline for objecting to the Settlement, Plan of Allocation, and fee requests having passed, only two letters from Class Members were received, neither of which raises any substantive objection.

¹ Unless otherwise noted, all capitalized terms used herein are defined in the Stipulation of Settlement dated February 14, 2020. ECF 701.

² In accordance with the Court’s directive (ECF 724), the call-in information for the June 30, 2020 telephonic Final Approval Hearing was posted on the settlement website.

1 *See* Exs. 1 and 2, attached hereto.³ As such, they should be overruled. Four untimely
2 requests for exclusion from the Class were received during the settlement notice program.

3 The overwhelmingly favorable response from Class Members to the \$350 million
4 Settlement and Plan of Allocation is compelling support for their final approval. As set forth
5 in Lead Plaintiffs' Memorandum of Points and Authorities in Support of Final Approval of
6 Settlement and Plan of Allocation (ECF 715), the Settlement is an exceptional result,
7 achieved through more than seven years of determined, hard-fought litigation against highly
8 qualified opposing counsel. The Settlement amounts to 34% of estimated recoverable
9 damages, a far greater percentage than typically recovered in securities class actions. In both
10 its terms and amount, the Settlement is in all respects fair, adequate, and reasonable, as is the
11 proposed Plan of Allocation.

12 Similarly, the fact that no substantive objections were raised as to Lead Plaintiffs'
13 requests for an award of attorneys' fees and expenses and awards reimbursing Lead Plaintiffs
14 for their expenditures and time strongly supports a finding that the requested awards are fair
15 and reasonable. The Court-approved Notice informed potential Class Members that Lead
16 Counsel may seek a fee award not to exceed 19% of the gross settlement amount, litigation
17 costs and expenses of up to \$6 million, and awards to the Lead Plaintiffs not to exceed
18 \$100,000 in the aggregate pursuant to 15 U.S.C. §78u-4(a)(4). *See* ECF 721-1. Each of the
19 awards sought in Lead Plaintiffs' Memorandum of Points and Authorities in Support of an
20 Award of Attorneys' Fees, Expenses, and Award to Lead Plaintiffs Pursuant to 15 U.S.C.
21 §78u-4(a)(4) (ECF 716) is in fact less than the amount cited in the Notice, to which no Class
22 Members substantively objected. The Class's reaction, in addition to the extraordinary result
23 achieved by Lead Plaintiffs and Lead Counsel, the substantial number of hours and resources
24 expended to achieve this result and the skill required to obtain it, weighs heavily in favor of
25 awarding the requested amounts.

26
27 ³ Ms. Vinceri sought to exclude herself from the Class when that option was provided in
28 late 2013-early 2014. In response to the Notice of Pendency, 288 timely and three untimely
opt out requests were received by Gilardi and provided to the Court. *See* ECF 193-1.

II. THE REACTION OF THE CLASS STRONGLY SUPPORTS APPROVAL OF THE SETTLEMENT AND PLAN OF ALLOCATION

The “reaction of the class members to the proposed settlement” is an important factor to be considered in assessing the adequacy of the settlement. *See Hanlon v. Chrysler Corp.*, 150 F.3d 1011, 1026 (9th Cir. 1998). The Ninth Circuit recognizes that when “the overwhelming majority of the class willingly approve[s] the offer and stay[s] in the class,” this “presents at least some objective positive commentary as to [the] fairness” of the settlement. *Id.* at 1027. Indeed, “the absence of a large number of objections to a proposed class action settlement raises a strong presumption that the terms of a proposed class settlement action are favorable to the class members.” *In re Apollo Grp. Inc. Sec. Litig.*, 2012 WL 1378677, at *3 (D. Ariz. Apr. 20, 2012); *see also Morgan v. Childtime Childcare, Inc.*, 2020 WL 218515, at *2 (C.D. Cal. Jan. 6, 2020) (“Lack of objection speaks volumes for a positive class reaction to the settlement.”); *Destefano v. Zynga, Inc.*, 2016 WL 537946, at *13 (N.D. Cal. Feb. 11, 2016) (“[A] ‘court may appropriately infer that a class action settlement is fair, adequate, and reasonable when few class members object to it.’”) (quoting *Larsen v. Trader Joe’s Co.*, 2014 WL 3404531, at *5 (N.D. Cal. July 11, 2014)).

Here, the reaction of the Class to the Settlement overwhelmingly supports final approval. Pursuant to the Court’s Notice Order, an extensive notice program was conducted. The Notice advised the Class of the terms of the Settlement and of their rights and the deadlines to (1) to receive their share of the Settlement by submitting a claim form; and (2) to object to the Settlement and to indicate an intention to appear at the Final Approval Hearing. The Notice also provided the date and time set for the final approval hearing, and the binding effect of the judgment. ECF 721-1. As the Court found in approving the notice program, “[t]he form and content of the notice program . . . and the methods set forth . . . for notifying the Class of (a) the Settlement and its terms and conditions, (b) the Fee and Expense Application, and (c) the Plan of Allocation, me[t] the requirements Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 and due process, constitute[d] the best notice practicable under the circumstances, and []

1 constitute[d] due and sufficient notice to all Persons entitled thereto.” ECF 709, ¶11. The
 2 deadline for objecting to any aspect of the Settlement and the Plan of Allocation has now
 3 passed, and only *two* objections were received – neither of which sets forth any specific
 4 objection. Together, these two objectors purchased only 51 of the **2.935 billion** First Solar
 5 shares traded during the Class Period.⁴ This unquestionably positive response supports
 6 approval of the Settlement. *See Hefler v. Wells Fargo & Co.*, 2018 WL 6619983, at *9
 7 (N.D. Cal. Dec. 18, 2018) (“Even assuming some duplication, 10 objections represents a
 8 minute fraction of the potential class, as does the 253 requests for exclusion. . . . Moreover,
 9 the objectors have alleged ownership of a combined 452 shares, as compared to 1.1 billion
 10 shares affected. . . . This overwhelmingly positive response supports approval.”), *aff’d sub*
 11 *nom. Hefler v. Pekoc*, 802 F. App’x 285 (9th Cir. 2020); *Arnold v. Fitflop USA, LLC*, 2014
 12 WL 1670133, at *8 (S.D. Cal. Apr. 28, 2014) (reaction to the settlement “presents the most
 13 compelling argument favoring settlement” where only one objection was filed “indicating
 14 that the vast majority of Class Members and other concerned parties are likely satisfied with
 15 the resolution of [the] case”); *Ciuffitelli v. Deloitte & Touche LLP*, 2019 WL 6893018, at *5
 16 (D. Or. Nov. 26, 2019) (“The absence of a significant number of class members seeking
 17 exclusion or objecting weighs in favor of finding the settlement fair, reasonable, and
 18 adequate.”), *adopted in full* by 2019 WL 6840844 (D. Or. Dec. 16, 2019).

19 Moreover, no institutional investor objected, further supporting final approval.
 20 *Hefler*, 2018 WL 6619983, at *9; *see also Fleisher v. Phoenix Life Ins. Co.*, 2015 WL
 21 10847814, at *2 (S.D.N.Y. Sept. 9, 2015) (noting, in finding settlement fair, adequate and
 22 reasonable, that “**not a single Class member objected**, and this is a Class that contains many
 23 large and sophisticated investors who are all owners of million dollar-plus life insurance
 24 policies.”) (emphasis in original).

25
 26
 27 ⁴ As noted above, Ms. Vinceri expressed her desire to be excluded from the Class in 2014,
 28 and has never made any request to opt back in to the Class. In fact, her April 12, 2020 letter
 makes quite clear that she does “not wish to participate.” *See* Ex. 2 hereto.

III. THE REACTION OF THE CLASS STRONGLY SUPPORTS APPROVAL OF LEAD COUNSEL’S REQUEST FOR AN AWARD OF ATTORNEYS’ FEES AND EXPENSES AND AN AWARD TO LEAD PLAINTIFFS PURSUANT TO 15 U.S.C. §78u-4(a)(4)

The Notice provided in the more than 848,000 Claim Packages distributed to potential Class Members explained that Lead Counsel would seek a fee award not to exceed 19% of the gross settlement amount, litigation costs and expenses of up to \$6 million, and Lead Plaintiffs would seek an award of no more than \$100,000 in the aggregate pursuant to 15 U.S.C. §78u-4(a)(4). ECF 721-1. Lead Counsel seeks an attorneys’ fee award of 18.83% of the gross settlement amount, litigation costs and expenses of \$5,263,516.69, and \$42,591.42 in reimbursement to Lead Plaintiffs, plus interest on these amounts.

Lead Counsel’s fee request is well within the acceptable range of awards for similar class action litigations and is both fair and reasonable under the circumstances. This is further evidenced by the fact that, although the Notice explained that Class Members were entitled to object to the fee and expense awards, including how and when they could do so, not a single substantive objection to the requested fee and expense award has been filed. *See, e.g., In re Omnivision Techs., Inc.*, 559 F. Supp. 2d 1036, 1048 (N.D. Cal. 2008) (noting that class members’ reaction may be “a determining factor in . . . determining the fee award” and holding that this factor supported the requested award where no objection “raised any concern about the amount of the fee”); *Sudunagunta v. NantKwest, Inc.*, 2019 WL 2183451, at *6 (C.D. Cal. May 13, 2019) (“The Court notes further that class members were notified that Counsel would seek fees of up to 25% of the settlement amount, and that no class member has objected to the requested fee.”).

Moreover, “[a]s with the Settlement itself, the lack of objections from institutional investors ‘who presumably had the means, the motive, and the sophistication to raise objections’ weighs in favor of approval.” *Hefler*, 2018 WL 6619983, at *15; *see also In re Rite Aid Corp. Sec. Litig.*, 396 F.3d 294, 305 (3d Cir. 2005) (noting, in affirming district court’s fee award, that “a significant number of investors in the class were ‘sophisticated’

1 institutional investors that had considerable financial incentive to object had they believed
2 the requested fees were excessive”).

3 Similarly, the absence of any objection to Lead Plaintiffs’ request for an award under
4 15 U.S.C. §78u-4(a)(4) reimbursing them for reasonable costs and expenses in representing
5 the Class for the past seven-plus years also supports the approval of the request. The Notice
6 informed Class Members that Lead Plaintiffs would seek an award of no more than \$100,000
7 in the aggregate, and no Class Member submitted a substantive objection. Ultimately, Lead
8 Plaintiffs sought an award of less than *half* that much – \$42,591.42, plus interest – a request
9 to which Class Members have not objected, further supporting a finding that the requested
10 expenses are reasonable. *See Omnivision*, 559 F. Supp. 2d at 1049 (finding it “appropriate to
11 reimburse Lead Plaintiff for their reasonable costs and expenses” where “[t]he Notice
12 adequately informed all potential Class Members that the Lead Plaintiffs would seek to
13 recover these costs, and no one objected”).

14 **IV. CONCLUSION**

15 Based on the foregoing and the entire record herein, Lead Plaintiffs respectfully
16 request that the Court grant final approval of the Settlement and Plan of Allocation as fair,
17 reasonable and adequate and in the best interests of the Class and grant Lead Counsel’s
18 application for attorneys’ fees, litigation costs and expenses and reimbursement of Lead
19 Plaintiffs’ time and expenses.

20 DATED: June 23, 2020

Respectfully submitted,

21 ROBBINS GELLER RUDMAN
22 & DOWD LLP
23 Daniel S. Drosman
24 Luke O. Brooks
25 Ellen Gusikoff Stewart
26 Jessica T. Shinnfield
27 Darryl J. Alvarado
28 Christopher D. Stewart
Hillary B. Stakem
J. Marco Janoski Gray
Ting H. Liu

s/ Luke O. Brooks

LUKE O. BROOKS

655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

Lead Counsel for Plaintiffs

BONNETT FAIRBOURN FRIEDMAN
& BALINT, P.C.

Andrew S. Friedman (AZ005425)
Kevin Hanger (AZ027346)
2325 E. Camelback Road, Suite 300
Phoenix, AZ 85016
Telephone: 602/274-1100
602/274-1199 (fax)

Liaison Counsel for Plaintiffs

EXHIBIT 1

May 10, 2020

United States District Court for the District of Arizona
Sandra Day O'Connor United States Courthouse
401 West Washington Street
Suite 623
Phoenix, AZ 85003-2156

Re: **No. 2:12-cv-00555-DGC CLASS ACTION**
First Solar, Inc. Settlement

RECEIVED MAY 22 2020

To Whom It May Concern:

I object to the terms of the Settlement regarding the above referenced case and in all respects, requested attorneys' fees, costs charges and expenses, Lead Plaintiffs' request for awards for representing the Class and/or the Plan of Allocation.

As such, I opt out of the Settlement. I no longer wish to be engaged in any form or matter to the above referenced case and all communications henceforth shall cease and desist.

My activity with First Solar, Inc. securities is as follows (All transactions are through Morgan Stanley on my behalf and legally approved; account activity will not be divulged herein nor ever supplied by me in this matter or any other.):

Purchase 06/29/2009, 10 shares, cost \$1,634.40

Purchase 11/06/2009, 07 shares, cost \$ 837.69

Sale, 01/18/2011, 17 shares, proceeds \$2,486.45

Loss on investment activity, (\$5.64)

Please advise should any additional information be required.

Sincerely,



Jeanne I. Levesque

Cc: Robbins Geller Rudman & Dowd LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
c/o Daniel S. Drosman

Cravath, Swaine & Moore LLP
825 8th Avenue, New York, NY 10019
c/o Daniel Slifkin

EXHIBIT 2

Katherine A Vinceri

RECEIVED APR 16 2020

April 12, 2020

United States District Court for the District of Arizona
Sandra Day O'Connor United States Courthouse
401 West Washington Street, Suite 623
Phoenix, Arizona 85003-2156

RE: Objection – Class Action No. 2:12-cv-00555-DGC

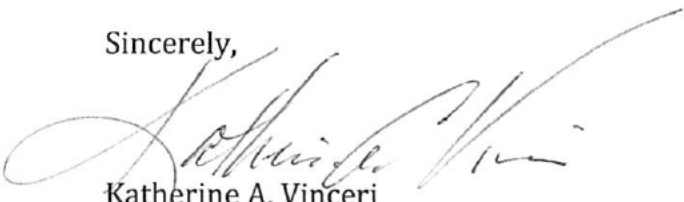
Dear United States District Court for the District of Arizona,

I object to the terms of the Settlement of Class Action No. 2:12-cv-00555-DGC.
I also object to the requested attorneys' fees, costs, charges and expenses, Lead
Plaintiffs' request for awards for representing the Class and/or Plan of Allocation.

Enclosed please find documentation of my previous First Solar Inc. Common Stock
(FSLR) transactions through Fidelity Investments.

I did not initiate this Class Action.
I do not wish to participate.

Sincerely,


Katherine A. Vinceri

Enclosure: Fidelity Investments Transaction Confirmations (5 pages)

CC: Lead Counsel - **Robbins Geller Rudman & Dowd LLP**
First Solar Counsel - Cravath, Swaine & Moore LLP



Transaction Confirmation
Confirm Date: May 6, 2008

Page 1 of 1

FMT CO CUST IRA ROLLOVER
FBO KATHERINE A VINCERI

KATHERINE A VINCERI

Online
FAST(sm)-Automated Telephone
Customer Service

Fidelity.com
800-544-5555
800-544-6666

REFERENCE NO.	TYPE	REG.REP.	TRADE DATE	SETTLEMENT DATE	CUSIP NO.	ORDER NO.	EXCH.	ORIG.
08127-500314	1	W##	05-06-08	05-09-08	336433107	08127-NOFSR	NASDAQ	
SECURITY DESCRIPTION and DISCLOSURES								
You Bought	7		FIRST SOLAR INC COM			Principal Amount		1,980.44
at	282.92		WE HAVE ACTED AS AGENT.			Commission		10.95
Symbol: FSLR			SILVER ONLINE COMMISSION APPLIED			Settlement Amount		1,991.39

90048682

ALL ORDERS ARE UNSOLICITED UNLESS SPECIFIED ABOVE

FMT CO CUST IRA ROLLOVER
FBO KATHERINE A VINCERI

AMOUNT OF INVESTMENT \$

FIDELITY INVESTMENTS
PO BOX 770001
CINCINNATI OH 45277-0003

If there are sufficient funds in your brokerage core account (or margin account), Fidelity will use those funds to cover the trade(s) on this confirm. If you wish to deposit additional money, use this deposit slip and make checks payable to: NATIONAL FINANCIAL SERVICES LLC. Deposits will be made to the account listed above. Please use the enclosed envelope or mail checks to the Fidelity address on this form.



Transaction Confirmation
Confirm Date: May 19, 2008

Page 1 of 1

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KATHERINE A VINCERI

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REFERENCE NO.	TYPE	REG.REP.	TRADE DATE	SETTLEMENT DATE	CUSIP NO.	ORDER NO.	EXCH.	ORIG.
08140-558789	1	W##	05-19-08	05-22-08	336433107	08140-PB3DD	NASDAQ	
SECURITY DESCRIPTION and DISCLOSURES								
You Bought	7		FIRST SOLAR INC COM			Principal Amount		2,165.31
at	309.33		WE HAVE ACTED AS AGENT.			Commission		10.95
Symbol: FSLR			SILVER ONLINE COMMISSION APPLIED			Settlement Amount		2,176.26

90067058

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FBO KATHERINE A VINCERI

AMOUNT OF INVESTMENT \$

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CINCINNATI OH 45277-0003

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KATHERINE A VINCERI

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REFERENCE NO.	TYPE	REG.REP.	TRADE DATE	SETTLEMENT DATE	CUSIP NO.	ORDER NO.	EXCH.	ORIG.
08148-587400	1	W##	05-27-08	05-30-08	336433107	08148-SQ40D	NASDAQ	
SECURITY DESCRIPTION and DISCLOSURES								
You Bought	5		FIRST SOLAR INC COM			Principal Amount		1,337.85
at	267.57		WE HAVE ACTED AS AGENT.			Commission		10.95
Symbol: FSLR			SILVER ONLINE COMMISSION APPLIED			Settlement Amount		1,348.80

90051642

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FMT CO CUST IRA ROLLOVER
FBO KATHERINE A VINCERI

AMOUNT OF INVESTMENT \$

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CINCINNATI OH 45277-0003

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Transaction Confirmation
Confirm Date: May 30, 2008

Page 1 of 1

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FBO KATHERINE A VINCERI

KATHERINE A VINCERI

Online Fidelity.com
FAST(sm)-Automated Telephone 800-544-5555
Customer Service 800-544-6666

REFERENCE NO.	TYPE	REG.REP.	TRADE DATE	SETTLEMENT DATE	CUSIP NO.	ORDER NO.	EXCH.	ORIG.
08151-220221	1	W##	05-30-08	06-04-08	336433107	08151-KVMDL	NASDAQ	
SECURITY DESCRIPTION and DISCLOSURES								
You Bought	10		FIRST SOLAR INC COM			Principal Amount		2,734.90
at	273.49		WE HAVE ACTED AS AGENT.			Commission		10.95
Symbol: FSLR			SILVER ONLINE COMMISSION APPLIED			Settlement Amount		2,745.85

90040863

ALL ORDERS ARE UNSOLICITED UNLESS SPECIFIED ABOVE

FMT CO CUST IRA ROLLOVER
FBO KATHERINE A VINCERI

AMOUNT OF INVESTMENT \$

FIDELITY INVESTMENTS
PO BOX 770001
CINCINNATI OH 45277-0003

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Transaction Confirmation
Confirm Date: June 4, 2008

Page 1 of 1

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FBO KATHERINE A VINCERI

KATHERINE A VINCERI

Online
FAST(sm)-Automated Telephone
Customer Service

Fidelity.com
800-544-5555
800-544-6666

REFERENCE NO.	TYPE	REG.REP.	TRADE DATE	SETTLEMENT DATE	CUSIP NO.	ORDER NO.	EXCH.	ORIG.
08156-327754	1	W##	06-04-08	06-09-08	336433107	08156-LZXOG	NASDAQ	
SECURITY DESCRIPTION and DISCLOSURES								
You Bought	5		FIRST SOLAR INC COM			Principal Amount		1,253.75
at	250.75		WE HAVE ACTED AS AGENT.			Commission		10.95
Symbol: FSLR			SILVER ONLINE COMMISSION APPLIED			Settlement Amount		1,264.70

90043220

ALL ORDERS ARE UNSOLICITED UNLESS SPECIFIED ABOVE

FMT CO CUST IRA ROLLOVER
FBO KATHERINE A VINCERI

AMOUNT OF INVESTMENT \$

FIDELITY INVESTMENTS
PO BOX 770001
CINCINNATI OH 45277-0003

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CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on June 23, 2020, 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 all counsel of record.

s/ Luke O. Brooks
LUKE O. BROOKS

ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101-8498
Telephone: 619/231-1058
619/231-7423 (fax)

E-mail: lukeb@rgrdlaw.com