

LOUDON COUNTY COMMISSION WORKSHOP
Loudon County, Tennessee
Monday October 15, 2018
County Office Building
6 PM

AGENDA

1. Comments by Members of the General Public

2. **Mayor Buddy Bradshaw**
 - A. Resolution Accepting Settlement in Deutsche Bank Libor AG Settlement and Authorizing Loudon County Mayor to Execute the Necessary Documents for Receipt of the Settlement Fund

3. **EDA Director – Jack Qualls**
 - A. Rock Quarry (behind Convenience Center)

4. **Bo Carey**
 - A. Historical Records Request

5. **Solid Waste Commission Chairman – Steve Fields**
 - A. Solid Waste Contract with Santek

6. **Commission Chairman – Henry Cullen**
 - A. Recording/Minutes for Workshop

7. Commissioner Van Shaver

- A. Additional Discussion of Zoning Regulations
- B. Bicycles on County Roads

8. Financial Director – Tracy Blair

- A. Budget Committee Recommendations

LOUDON COUNTY COMMISSION
LOUDON COUNTY, TENNESSEE
Monday October 01, 2018
Courthouse Annex Building
6 P.M.

DRAFT

Not Approved

REGULAR COMMISSION MEETING

(1)
Public
Hearing

1. A Resolution amending the Zoning Map of Loudon County, Tennessee, pursuant to Chapter Seven, §13-7-105 of the Tennessee Code Annotated, to rezone approximately 0.5 acres from R-1 (Suburban Residential District) to C-2 (General Commercial District) referenced by Tax Map 16, Parcel 042.00, located at 7250 Hwy 11 E., Lenoir City, TN situated in the 6th Legislative District.

No one from the General Public came forward to speak.

(2)
Opening of
Meeting

BE IT REMEMBERED that the Board of Commissioners of Loudon County convened in regular session in Loudon, TN on the 1st day of October, 2018.

Commission Chairman Henry Cullen called the meeting to order at 6:06 P.M.

Commissioner Kelly Brewster opened the County Commission Meeting, led the Pledge of the Allegiance to the Flag of the United States of America, and gave the Invocation.

(3)
Roll Call

Upon Roll Call, the following Commissioners were present: **Kelly Brewster, David Meers, Julia Hurley, Matthew Tinker, Bill Satterfield, Gary Whitfield, Henry Cullen, Harold Duff, Van Shaver, and Adam Waller. (10)**

Thereupon **Chairman Cullen** announced the presence of a quorum.

Present was the Honorable Mayor Buddy Bradshaw and Financial Director Tracy Blair.

(4)
Agenda
Adoption

Chairman Cullen requested that the October 01, 2018 Agenda be adopted. **Chairman Cullen** noted that **Highway Superintendent, Eddie Simpson** asked for an item to be added to the agenda. **Mr. Simpson** requested to move \$500,000 from his reserve funds to his operations account to pay a paving company for work completed. **Commissioner Waller** made a motion to add **Mr. Simpson's** item to the agenda and **Commissioner Brewster** seconded the motion. Upon Voice Vote, the motion PASSED unanimously. **Commissioner Shaver** then made a motion to adopt the October 01, 2018 agenda as amended. **Commissioner Waller** seconded the motion. Upon Voice Vote the motion PASSED unanimously.

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(5)
Minutes
Approved
09-04-18

Chairman Cullen requested that the September 04, 2018 Commission Meeting Minutes be accepted and approved. Commissioner Brewster made a motion to accept and approve the minutes. Commissioner Hurley seconded the motion.

Upon Voice Vote, the motion PASSED unanimously.

(6)
General Public
Comments

Chairman Cullen opened the floor for comments by the General Public. Pat Hunter came forward and spoke.

(7)
GIS Board
Term
Update

Mayor Bradshaw made a recommendation to update the GIS Board members and terms. Commissioner Satterfield made a motion to approve the GIS Board recommendation. Commissioner Meers seconded the motion.

Upon Voice Vote, the motion PASSED unanimously.

RESOLUTION 100118-A

(8)
Vacation
Policy
Updated

Mayor Bradshaw requested Commission approve the amended and updated vacation policy for county employees, noting that the Sheriff's Department and Clerk & Master's office opted out of the updated vacation policy. Commissioner Satterfield made a motion to adopt the updated vacation policy and Commissioner Whitfield provided a second on the motion.

Chairman Cullen called for a Roll Call Vote.

Upon Roll Call Vote, the following Commissioners voted AYE:

Meers, Hurley, Tinker, Satterfield, Whitfield, Cullen, Duff, Shaver, Waller, and Brewster (10)

The following Commissioners voted NAY: (0)

The motion PASSED unanimously (10/0)

EXHIBIT 100118-B

(9)
County
Roads
Update

Highway Superintendant Eddie Simpson presented Commission with an updated 2018-2019 County Road List. Mr. Simpson stated that it was now required to be updated twice a year. Commissioner Hurley made a motion to accept the 2018-2019 Updated County Roads List. A second was provided by Commissioner Waller.

Upon Voice Vote, the motion PASSED unanimously.

EXHIBIT 100118-C

Purchasing Director Susan Huskey represented the Surplus Property Committee and made a recommendation to Commission to donate unused playground equipment to

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(10)
Playground
Equipment
Donation

the City of Greenback. Mrs. Huskey noted that Greenback would move the playground equipment and rebuild it. Commissioner Satterfield made a motion to approve the donation of the unused playground equipment to the City of Greenback. Commissioner Hurley seconded the motion.

Upon Voice Vote, the motion PASSED unanimously.

EXHIBIT 100118-D

(11)
Humana Care
Renewal for
Retired
Employees

Purchasing Director Susan Huskey made a recommendation to Commission to renew Humana Care for retired employees. Mrs. Huskey noted that there was a reduction in cost of \$27.91 per member, per month. Mrs. Huskey also noted that the Purchasing Committee voted to approve the renewal. Commissioner Satterfield made a motion to approve and Commissioner Brewster Seconded the motion. Upon Voice Vote, the motion PASSED unanimously. Commissioner Tinker requested a Roll Call Vote since the item had to do with finances.

Chairman Cullen called for a Roll Call Vote.

Upon Roll Call Vote, the following Commissioners voted AYE:

Hurley, Tinker, Satterfield, Whitfield, Cullen, Duff, Shaver, Waller, Brewster, and Hurley (10)

The following Commissioners voted NAY: (0)

The motion PASSED unanimously (10/0)

EXHIBIT 100118-E

(12)
Rezone
Hwy 11, E.

Planning Director, Laura Smith presented Commission with a Resolution amending the Zoning Map of Loudon County, Tennessee, pursuant to Chapter Seven, § 13-7-105 of the Tennessee Code Annotated, to Rezone approximately 0.5 acres from R-1 (Suburban Residential District) to C-2 (General Commercial District) referenced by Tax Map 016 Parcel 042.00, located at 7250 Hwy 11 E., Lenoir City, TN in the 6th Legislative District. Commissioner Waller made a motion to approve the rezone and a second was provided by Commissioner Shaver.

Upon Voice Vote, the motion PASSED unanimously.

RESOLUTION 100118-F

(13)
Recommendation
to Planning
Commission

Commissioner Shaver made a motion to present the following recommendations to the Planning Committee:

- A. Eliminate the \$100 fee to appeal to the Loudon County Board of Zoning Appeals (BZA) for special exceptions and variance.
- B. Accessory structures may be allowed in the front yard provided the accessory structure still meets all lot line setbacks of zoning and it still follows any POA, HOA, or subdivision regulations.

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- C. No building permit or fee required for construction of any accessory structures of under 500 square feet.

Commissioner Waller seconded Commissioner Shaver's motion.

Chairman Cullen called for a Roll Call Vote.

Upon Roll Call Vote, the following Commissioners voted AYE:
Satterfield, Whitfield, Cullen, Duff, Shaver, Waller, Brewster, Meers, Hurley, and Tinker (10)

The following Commissioners voted NAY: (0)

The motion PASSED unanimously (10/0)

(14)
Budget
Amendments
Funds: 115, 131,
141, 142, 143,
177

Financial Director Tracy Blair requested consideration of a recommendation to approve amendments in the following funds:

- A. Public Library Fund 115
- B. Highway Department Fund 131
- C. General Purpose School Fund 141
- D. School Federal Projects Fund 142
- E. Central Cafeterias Fund 143
- F. Education Capital Projects Fund 177

Commissioner Shaver made a motion to approve all budget amendments and Commissioner Tinker seconded the motion.

Chairman Cullen called for a Roll Call Vote.

Both Commissioner Brewster and Commissioner Tinker issued Conflict of Interest Statements before giving their vote.

Upon Roll Call Vote, the following Commissioners voted AYE:
Whitfield, Cullen, Duff, Shaver, Waller, Brewster, Meers, Hurley, Tinker, and Satterfield (10)

The following Commissioners voted NAY: (0)

The motion PASSED unanimously (10/0)

EXHIBITS 100118-G - 100118-L

(15)
Appropriation
in Hwy Dept
Fund 131

Financial Director Tracy Blair requested consideration of a request to increase an appropriation in the Highway department Fund 131, line 6200-400 (asphalt/hot mix budget) to increase that appropriation by \$500,000 utilizing the fund balance of Highway Department Fund 131. Highway Superintendent Eddie Simpson stated that the item was not received in time to be reviewed by the Budget Committee and the item was time sensitive. Tracy Blair stated that there is a sufficient balance in Highway Department Fund 131 to support the request. Commissioner Satterfield made a motion to approve the request and a second was made by Commissioner Whitfield.

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Chairman Cullen called for a Roll Call Vote.

Upon Roll Call Vote, the following Commissioners voted AYE:
Cullen, Duff, Shaver, Waller, Brewster, Meers, Hurley, Tinker, Satterfield,
and Whitfield (10)

The following Commissioners voted NAY: (0)

The motion PASSED unanimously (10/0)
EXHIBIT 100118-M

(16)
Monthly
Financial
Reports

Financial Director Tracy Blair requested that the record reflect the distribution of the following reports:

- A. Summary Financial Statement ending September 28, 2018
EXHIBIT 100118-N
- B. Budget Committee Meeting Minutes for August 20, 2018
EXHIBIT 100118-O
- C. Cash Flow Analysis (General Purpose School Fund 141)
EXHIBIT 100118-P

(17)
Notaries
& Bonds

Commissioner Meers made a motion that was seconded by Commissioner Waller to approve the following bonds and notaries:

Lori Adkins, Sheila Brown, Trish Codgill, Tamara Dunn, Aaron Gantt, Jr.,
Wendy Howard, Joseph W. Kelso, and Jaquie Lyn Storm

Upon Voice Vote, the motion PASSED unanimously.
EXHIBIT 100118-Q

(18)
Adjournment

There being no further business, a motion being duly made by Commissioner Waller and seconded by Commissioner Shaver, the October 01, 2018 Loudon County Commission Meeting stood adjourned at 7:31 P.M.

Loudon County Commission Chair

ATTEST:

Loudon County Clerk

Loudon County Mayor

LOUDON COUNTY, TENNESSEE
BOARD OF COMMISSIONERS
RESOLUTION 110518-

RESOLUTION ACCEPTING SETTLEMENT IN
DEUTSCHE BANK LIBOR AG SETTLEMENT AND
AUTHORIZING LOUDON COUNTY MAYOR TO
EXECUTE THE NECESSARY DOCUMENTS FOR RECEIPT
OF THE SETTLEMENT FUND

WHEREAS, Loudon County (the "County") is generally authorized to receive and disburse for public purposes funds from the federal and state governments or any department or agency thereof authorized to administer such fund pursuant to Tenn. Code Ann. §5-8-108; and

WHEREAS, the Tennessee Attorney General, along with the Attorney Generals of other states, have entered into an out-of-court settlement between Deutsche Bank AG and themselves to resolve matters more specifically explained in the Settlement Agreement available at www.DeutscheBankSAGLiborSettlement.com; and

WHEREAS, the County Attorney has consulted with counsel for the Tennessee Attorney General's office, Victor Domen, and has been informed that Loudon County will receive \$150,490.45 from the settlement; and

WHEREAS, the County Board of Commissioners is of the opinion that the acceptance of such settlement proceeds is in the best interest of the County; and

WHEREAS, the County Board of Commissioners has authorized the County Mayor to execute all documents necessary for the receipt of the settlement proceeds, including, but not limited to, the Election and Release, attached hereto as Exhibit A.

NOW THEREFORE, BE IT RESOLVED, by the Loudon County Board of Commissioners, in regular session assembled this _____ day of November, 2018, that the above-

described bequest is hereby accepted by the County and the County Mayor is hereby authorized to execute the necessary documents for the release and acceptance of the funds.

BE IT FURTHER RESOLVED, this resolution shall take effect immediately, the public welfare requiring it.

ATTEST:

Carrie McKelvey, County Clerk

APPROVED:

Rollen (Buddy) Bradshaw, Mayor

Henry Cullen Chairman, Loudon County,
Tennessee Board of Commissioners

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49239346

Deutsche Bank LIBOR AG Settlement
c/o A.B. Data, Ltd.
P.O. Box 170500
Milwaukee, WI 53217

LOUDEN COUNTY, TN
BUDDY BRADSHAW MAYOR
100 RIVER ROAD, SUITE 106
LOUDON, TN 37774

YOUR SUBMISSION MUST BE POSTMARKED NO LATER THAN NOVEMBER 30, 2018

**ELECTION AND RELEASE BY ELIGIBLE COUNTERPARTIES IN
SETTLEMENT WITH DEUTSCHE BANK AKTIENGESELLSCHAFT**

This release executed this _____ day of _____, 20____, by the Releasor (as defined below) in favor of the Releasee (as defined below).

DEFINITIONS

1. "CFTC Order" shall mean the settlement reached between Deutsche Bank AG and the U.S. Commodity Futures Trading Commission ("CFTC"), which is memorialized in an order, dated April 23, 2015.
2. "DOJ Settlement" shall mean the settlement reached between Deutsche Bank AG and the U.S. Department of Justice, which is memorialized in a Deferred Prosecution Agreement dated April 23, 2015.
3. "FCA Final Notice" shall mean the final notice issued by the U.K. Financial Conduct Authority (the "FCA") to Deutsche Bank dated April 23, 2015.
4. "NYSDFS Consent Order" shall mean the settlement reached between Deutsche Bank AG and the New York State Department of Financial Services, which is memorialized in a Consent Order dated April 23, 2015.
5. "Releasor" shall mean LOUDEN COUNTY, TN and any of its divisions, affiliates, subsidiaries, groups, associates, general or limited partners or partnerships, predecessors, successors or assigns, including, without limitation, any of their respective present officers, trustees, employees, agents, attorneys, representatives and shareholders, affiliates, associates, general or limited partners or partnerships, heirs, executors, administrators, predecessors, successors, assigns or insurers acting on behalf of Releasor.
6. "Releasee" shall mean Deutsche Bank Aktiengesellschaft, and any and all of its parents, subsidiaries, divisions, groups, affiliates and partnerships, and any of their respective current or former officers, directors, employees and agents (collectively, "Deutsche Bank").
7. "Relevant Conduct" shall mean (i) the conduct set forth in the Allegations in the Settlement Agreement; and (ii) any and all conduct alleged or set forth in the CFTC Order, DOJ Settlement, FCA Final Notice or NYSDFS Consent Order.
8. "Benchmark Interest Rate Financial Instrument" shall mean any and all financial instruments or transactions in which the interest rate, settlement amount, or any other payment term references LIBOR, Euribor, or TIBOR including but not limited to interest rate swaps, forward rate agreements, futures, options, structured products, auction rate securities, collateralized debt obligations, fixed income instruments, floating rate notes, mortgage-backed securities, and variable rate bonds.

EXHIBIT A

9. "Euribor-Related Claims" shall mean all claims that have been or could be asserted in *Sullivan et al. v. Barclays PLC et al.* (No. 13-cv-2811) (S.D.N.Y.).
10. "Yen LIBOR/Euroyen TIBOR-Related Claims" shall mean all claims that have been or could be asserted in *Laydon v. Mizuho Bank, Ltd. et al.*, No. 12-cv-3419 (S.D.N.Y.), and/or *Sonterra Capital Master Fund Ltd. et al. v. UBS AG et al.*, No. 15-cv-05844 (S.D.N.Y.).
11. "USD LIBOR Exchange-Based Claims" shall mean all claims that have been or could be asserted in *Metzler Inv. GmbH Futures Fund SICAV et al. v. Credit Suisse Grp. AG et al.*, No. 11-cv-2613 (S.D.N.Y.), coordinated as part of the multidistrict litigation *In re LIBOR-Based Fin. Instruments Antitrust Litig.*, No. 11-md-2262 (S.D.N.Y.).
12. "Settlement Agreement" shall mean the Settlement Agreement by and between Deutsche Bank Aktiengesellschaft and the Attorneys General of the States and Commonwealths of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Utah, Virginia, Washington, West Virginia, Wisconsin, Wyoming and of all other states, territories and commonwealths who join the Settlement Agreement as provided for therein, dated October 25, 2017.
13. "Effective Date" shall mean the Effective Date of the Settlement Agreement.

RELEASE

14. In consideration of the receipt by Releasor of \$150,490.45 relating to one or more Benchmark Interest Rate Financial Instruments, payment of which is made by Deutsche Bank in accordance with the terms of the Settlement Agreement, Releasor hereby releases Releasee from all civil claims, counterclaims, cross-claims, setoffs, civil causes of action of any type (whether common law, equitable, statutory, regulatory or administrative, class, individual or otherwise in nature, and whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured) and claims for damages, restitution, disgorgement, or rescission, and liabilities of any nature, including, but not limited to, costs, fines, debts, expenses, penalties and attorneys' fees, known or unknown, that it has against the Releasee, arising out of the Relevant Conduct during the period of January 1, 2005 through December 31, 2010, including, but not limited to, any and all claims that have been or could be asserted in (a) any action that has been transferred to the U.S. District Court for the Southern District of New York or the U.S. District Court for the Central District of California for coordination or consolidation in *In re LIBOR-Based Financial Instruments Antitrust Litigation* (No. 11-md-2262); *Laydon v. Mizuho Bank, Ltd. et al.* (No. 12-cv-3419); *Sonterra Capital Master Fund Ltd. et al. v. UBS AG et al.* (No. 15-cv-05844); *Sonterra Capital Master Fund Ltd. et al. v. Barclays Bank PLC et al.* (No. 15-cv-03538); *Sonterra Capital Master Fund Ltd. v. Credit Suisse Group AG et al.* (No. 15-cv-0871); *Galope v. Deutsche Bank National Trust Company et al.* (No. 12-cv-00323); *Sullivan et al. v. Barclays PLC et al.* (No. 13-cv-2811); or *Frontpoint Asian Event Driven Fund, L.P. v. Citibank, N.A. et al.* (No. 16-cv-5263); (b) any action that is subsequently transferred to the U.S. District Court for the Southern District of New York or the U.S. District Court for the Central District of California for coordination with or consolidation in any of the actions set forth in subsection (a) of this paragraph; or (c) any other action wherever filed that asserts claims based on the Relevant Conduct.
15. Notwithstanding that the release described in Paragraph 14 above operates to extinguish any and all claims arising out of the Relevant Conduct during the period of January 1, 2005 through December 31, 2010, including, but not limited to, all Euribor-Related Claims, all Yen LIBOR/Euroyen TIBOR-Related Claims, and all USD LIBOR Exchange-Based Claims, the Releasee hereby agrees that, if the Releasor is a member of any settlement class set forth in a class action settlement agreement between Deutsche Bank (including any affiliate of Deutsche Bank) and plaintiffs in any of the actions enumerated in Paragraph 14(a) above that receives from the court with jurisdiction over the action either preliminary approval or final approval before the Effective Date (a "Class Settlement"), the release set forth in Paragraph 14 above shall not prohibit the Releasor from making a claim to participate in the settlement fund established by that Class Settlement. For the avoidance of doubt, this Paragraph shall not apply to any Releasor that opts out of any Class Settlement; should any Releasor opt out of any Class Settlement, the release described in Paragraph 14 shall be given full effect, which will extinguish the Releasor's claims relating to the Relevant Conduct, including those claims that were or could have been asserted in the action(s) to which the Class Settlement relates. Similarly, and also for avoidance of doubt, if a Class Settlement does not receive final approval from the court with jurisdiction over the action(s), the release described in Paragraph 14 shall be given full effect, which will extinguish all Releasors' claims relating to the Relevant

Conduct, including those claims that were or could have been asserted in the action(s) to which the Class Settlement relates.

16. The Releasor intends by this Release to settle with and release only Releasee and does not intend this Release to extend to, to release or otherwise to affect in any way any rights that the Releasor has or may have against any other party or entity whatsoever, other than Releasee.
17. The Releasor hereby waives any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code Section 1542, which provides: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR." This provision shall not be deemed to turn a specific release into a general release.
18. The Releasor represents and warrants that the released claims have not been sold, assigned or hypothecated, in whole or in part.

The Releasor and Releasee understand and agree that this agreement and any disputes arising out of this agreement shall be governed by the laws of the State of New York without regard to its conflict of laws principles.

By signing below, I am confirming that: (1) I have authority to act on behalf of the Eligible Counterparty; and (2) the Eligible Counterparty was the counterparty to each of the Benchmark Interest Rate Financial Instruments listed in Attachment A.

Print or Type Name of Counterparty

Signature

Date

Title and Capacity of Person Signing

Address

City

State

Zip Code

Telephone Number

E-Mail Address

NOTICE LETTER

October 1, 2018

Re: A \$213,350,000 Settlement between various State Attorneys General and Deutsche Bank AG

Dear Eligible Counterparty:

This letter and the accompanying documents contain important information about your eligibility to share in a \$213,350,000 settlement fund ("the Fund") established pursuant to an out-of-court settlement between Deutsche Bank AG ("Deutsche Bank") and 45 State Attorneys General to resolve matters more specifically explained in "An Agreement By and Between the Attorneys General of the States and Commonwealths of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Utah, Virginia, Washington, West Virginia, Wisconsin, Wyoming and Deutsche Bank, dated October 25, 2017" (referred to herein as either the "Settlement Agreement" or the "Settlement"). A full copy of the Settlement Agreement is available at www.DeutscheBankSAGLiborSettlement.com. Capitalized terms used herein and the accompanying documents and Question and Answer Pamphlet shall have the same meanings as specified in the Settlement Agreement, unless otherwise noted.

This Notice Packet does not provide legal advice about whether you should participate in the Settlement. You should consult a licensed attorney for legal advice about your possible participation in the Settlement and the consequences of doing so.

What this Packet Includes: This packet includes: (1) This Notice Letter; (2) an Election to Participate and Release Form ("Release"); and (3) a Question and Answer Pamphlet. All of these documents have been reviewed and approved by the Attorneys General who are parties to the Settlement Agreement.

Your Eligibility: You have been identified as an Eligible Counterparty because you (1) are a Benchmark Interest Rate Financial Instrument Counterparty; (2) were party to one or more U.S. Dollar London Interbank Offered Rate ("LIBOR") Benchmark Interest Rate Financial Instrument transactions; (3) where the other party to the transaction was Deutsche Bank or any of their parents, subsidiaries, affiliates or agents; and (4) your U.S. Dollar LIBOR Benchmark Interest Rate Financial Instrument has been alleged by the Attorneys General to have been impacted by the Relevant Conduct described in the Settlement Agreement.

Requirements: In order to receive a share of the \$213,350,000 Fund, you must complete and submit to the Claims Administrator the Election to Participate and Release Form. Your submission must be postmarked no later than **November 30, 2018**.

Your Share: If you elect to participate in the Settlement you will receive a payment identified in the Release.

Release: By signing the Release, you give up your right to sue Deutsche Bank for certain claims relating to the Relevant Conduct, which include claims being brought against Deutsche Bank in the actions coordinated or consolidated as part of the multidistrict litigation captioned *In re LIBOR-Based Financial Instruments Antitrust Litigation* (No. 11-md-2262), and *Laydon v. Mizuho Bank, Ltd. et al.* (No. 12-cv-3419), *Sonterra Capital Master Fund Ltd. et al. v. UBS AG et al.* (No. 15-cv-05844), *Sonterra Capital Master Fund Ltd. et al. v. Barclays et al.* (No. 15-cv-03538), *Sonterra Capital Master Fund Ltd. v. Credit Suisse Group AG et al.* (No. 15-cv-0871), *Galope v. Deutsche Bank National Trust Company et al.* (No. 12-cv-00323), *Sullivan et al. v. PLC et al.* (No.

The complaints allege that the defendants, including Deutsche Bank, conspired to violate various federal and certain state laws by suppressing and/or manipulating benchmark interest rates. The lawsuits seek damages and such other relief as may be granted by the court.

Cases regarding U.S. Dollar LIBOR-linked financial transactions have now been transferred to the U.S. District Court for the Southern District of New York and consolidated for pretrial proceedings, *In re LIBOR-Linked Financial Instruments Antitrust Litigation*, MDL No. 2262, Civil Action No. 11-md-2262 (S.D.N.Y.) ("*LIBOR MDL*"). The actions consolidated in the *LIBOR MDL* include individual and class actions, and the cases include claims against Deutsche Bank. Deutsche Bank has reached a proposed class action settlement agreement with certain parties who entered LIBOR-based Eurodollar futures contracts or options on exchanges between Jan. 1, 2003, and May 31, 2011. Deutsche Bank has also reached a proposed class action settlement agreement with parties who purchased LIBOR-based instruments from MDL Defendants (or their subsidiaries or affiliates) and owned such instruments at any time between August 2007 and May 2010. These proposed class action settlement agreements are subject to approval by the Court; as of March 1, 2018, neither agreement has received preliminary approval.

Laydon v. Mizuho Bank, Ltd. et al. (No. 12-cv-3419) and *Sonterra Capital Master Fund Ltd. et al. v. UBS AG et al.* (No. 15-cv-05844) are class actions that concern Yen LIBOR and Euroyen Tokyo Interbank Offered Rate ("TIBOR") transactions. These class actions include claims against Deutsche Bank. The Court granted preliminary approval of a settlement with Deutsche Bank, and certified a settlement class, on August 3, 2017. The Court granted final approval of the settlement with Deutsche Bank on December 7, 2017, and these actions have been dismissed with prejudice as to Deutsche Bank.

Sonterra Capital Master Fund Ltd. et al. v. Barclays et al. (No. 15-cv-03538) is a class action that concerns Pound Sterling LIBOR transactions. This class action includes claims against Deutsche Bank. No settlements with Deutsche Bank have been announced in this action.

Sonterra Capital Master Fund Ltd. v. Credit Suisse Group AG et al. (No. 15-cv-0871) is a class action that concerns Swiss Franc LIBOR transactions. This class action includes claims against Deutsche Bank. No settlements with Deutsche Bank have been announced in this action.

Galope v. Deutsche Bank National Trust Company et al. (No. 12-cv-00323) is a class action on behalf of homeowners holding LIBOR linked mortgages impacted by LIBOR manipulation. This case has been dismissed with prejudice and is now closed.

Sullivan et al. v. Barclays PLC et al. (No. 13-cv-2811) is a class action that concerns Euro Interbank Offered Rate ("EURIBOR") transactions. This class action includes claims against Deutsche Bank. The Court granted preliminary approval of a settlement with Deutsche Bank, and certified a settlement class, on July 5, 2017. The hearing on final approval of the settlement with Deutsche Bank is scheduled for May 18, 2018.

Frontpoint Asian Event Driven Fund, L.P. v. Citibank, N.A. et al. (No.16-cv-5263) is a class action that concerns Singapore Offered Interbank Rate ("SIBOR") and Singapore Swap Offered Rate ("SOR") transactions. No settlements with Deutsche Bank have been announced in this action.

In order to participate in the Settlement, you will be required to sign the Release, which gives up your right to sue Deutsche Bank for certain claims arising out of the Relevant Conduct during the period of January 1, 2005 through December 31, 2010, including but not limited to claims that were or could have been asserted in the Class Actions. However, if you Claim from the Fund and sign the Release, you may still participate in the class action settlements with Deutsche Bank that received preliminary or final approval before October 25, 2017. Those settlements are in the actions *Laydon v. Mizuho Bank, Ltd. et al.* (No. 12-cv-3419), *Sonterra Capital Master Fund Ltd. et al. v. UBS AG et al.* (No. 15-cv-05844), and, *Sullivan et al. v. Barclays PLC et al.* (No. 13-cv-2811). Your eligibility to participate in the foregoing settlements is based upon the criteria set forth in those respective settlement agreements, and, in the case of *Sullivan et al. v. Barclays PLC et al.* (No. 13-cv-2811), the settlement remains subject to further review and approval by the court. Your share of the Fund is based only on US Dollar LIBOR referencing transactions you had with Deutsche Bank. The Release does not apply to or cover any claims brought by you or on your behalf against the other defendants, besides Deutsche Bank and any of its affiliates, named in the civil class actions.

As with any class action in court, any settlements in the Class Actions would have to be approved by a judge. Your allocated share of any recovery resulting from a class resolution, should it occur and be approved by

ADDENDUM A
State Attorneys General

<i>STATE</i>	<i>CONTACT INFORMATION</i>	<i>STATE</i>	<i>CONTACT INFORMATION</i>
Alabama	<p>Bill Garrett Office of the Alabama Attorney General 501 Washington Avenue Montgomery, AL 36130 (334) 242-7248 bgarrett@ago.state.al.us</p>	Idaho	<p>John K. Olson Office of the Idaho Attorney General 954 W. Jefferson, 2nd Floor Boise, ID 83720-0010 (208) 332-3549 john.olson@ag.idaho.gov</p>
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Sonterra Capital Master Fund, Ltd., et al. v. Barclays Bank PLC, et al. (S.D.N.Y., No. 15-cv-3538)

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Question and Answer Pamphlet

1. What is the purpose of this Notice Packet?

The purpose of this Notice Packet is to inform you of a \$213,350,000 settlement fund ("Fund") established pursuant to an out-of-court settlement between Deutsche Bank AG ("Deutsche Bank") and 45 State Attorneys General to resolve allegations that Deutsche Bank engaged in violations of state and federal antitrust laws, unfair and deceptive acts and practices laws, false claims statutes, commodities and securities laws, and fraud statutes. The allegations and terms of the settlement are set forth in "An Agreement By and Between the Attorneys General of the States and Commonwealths of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Utah, Virginia, Washington, West Virginia, Wisconsin, Wyoming and Deutsche Bank, dated October 25, 2017" (referred to herein as the "Settlement Agreement" or the "Settlement"). A full copy of the Settlement Agreement is available at www.DeutscheBankSAGLIBORSettlement.com. This Notice Packet provides an overview of the Settlement Agreement along with your rights and steps you must take in order to receive your share of the Fund as an Eligible Counterparty.

This Notice Packet does not provide legal advice about whether you should participate in the Settlement. You should consult a licensed attorney for legal advice about your possible participation in the Settlement and the consequences of doing so.

2. Why did I receive this Notice Packet?

You have received this Notice Packet because you have been identified as an "Eligible Counterparty," as defined in the Settlement Agreement, who may elect to participate in the Settlement as indicated in this Notice Packet. Based on the investigation conducted by the Attorneys General, with cooperation from Deutsche Bank, the Attorneys General believe that one or more U.S. Dollar LIBOR Benchmark Interest Rate Financial Instrument(s) you transacted with Deutsche Bank was impacted by the Relevant Conduct outlined in the Settlement Agreement.

3. What is the Relevant Conduct?

In summary, the Relevant Conduct involves Deutsche Bank's alleged manipulation of certain benchmark interest rates, including but not limited to U.S. Dollar LIBOR, from 2005 to at least 2010, and Deutsche Bank's alleged failure to disclose to certain of its counterparties that U.S. Dollar LIBOR was being manipulated.

More specifically, the State Attorneys General have alleged that: Deutsche Bank at times (a) made internal requests for LIBOR submissions to benefit its trading positions at the expense of counterparties; (b) attempted to influence other panel banks' LIBOR submissions to benefit its trading positions; (c) received external requests for LIBOR submissions; and (d) failed to disclose the foregoing to its counterparties.

Two former Deutsche Bank employees have pled guilty to criminal conduct in the United States in connection with LIBOR manipulation. Two other former Deutsche Bank employees have been indicted for criminal conduct in the United States in connection with LIBOR manipulation.

Deutsche Bank previously settled investigations relating to the Relevant Conduct instituted by the United States Department of Justice, United States Commodities Futures Trading Commission, United Kingdom Financial Conduct Authority, and the New York Department of Financial Services. DB Group Services (UK) Limited, a Deutsche Bank subsidiary, also pled guilty to wire fraud relating to the Relevant Conduct. Relevant Conduct includes the conduct described in Deutsche Bank's settlements with these regulators. In addition to US Dollar LIBOR, those settlements describe conduct relating to Yen, Sterling and Swiss Franc LIBOR, Euro Interbank Offered Rate ("EURIBOR"), and Euroyen Tokyo Interbank Offered Rate ("TIBOR") interest rate benchmarks.

The Settlement Agreement with Deutsche Bank is part of a broad and ongoing five-year investigation of interest rate benchmark manipulation by the Attorneys General. Deutsche Bank is the second financial institution to settle with the Attorneys General. As part of its obligations under the Settlement Agreement, Deutsche Bank has agreed to continue to cooperate with the Attorneys General's ongoing investigation.

9. What are the details of the related pending civil class actions?

Beginning in 2011, numerous private plaintiffs began filing civil lawsuits against Deutsche Bank (and/or its affiliates) and other defendants in various state and federal courts nationwide based on the Relevant Conduct.

Cases regarding U.S. Dollar LIBOR-linked financial transactions were transferred to the U.S. District Court for the Southern District of New York and consolidated for pretrial proceedings, *In re LIBOR-Linked Financial Instruments Antitrust Litigation*, MDL No. 2262, Civil Action No. 11-md-2262 (S.D.N.Y.) ("*LIBOR MDL*"). The *LIBOR MDL* has been assigned to Judge Naomi Reice Buchwald. The MDL proceedings include claims against Deutsche Bank. Judge Buchwald appointed the law firms of Hausfeld LLP and Susman Godfrey LLP to serve as class counsel for a putative class of over-the-counter plaintiffs ("OTC Class"). On February 28, 2018, Judge Buchwald issued a ruling denying class certification to a putative class of exchange-based plaintiffs ("Exchange-Based Class") represented by the law firms of Kirby McInerney LLP and Lovell Stewart Halebian Jacobson LLP. To the extent you have claims in these cases against Deutsche Bank, you are required to release these claims if you agree to participate in the Settlement. Deutsche Bank has reached a proposed class action settlement with certain parties who entered LIBOR-based Eurodollar futures contracts or options on exchanges between Jan. 1, 2003, and May 31, 2011. Deutsche Bank has also reached a proposed class action settlement agreement with parties who purchased LIBOR-based instruments from MDL Defendants (or their subsidiaries or affiliates) and owned such instruments at any time between August 2007 and May 2010. These proposed class action settlement agreements are subject to approval by the Court; as of March 1, 2018, neither agreement has received preliminary approval. If you are a part of either of these settlement classes, your allocated share of any recovery resulting from the class settlements, should they be approved by the Court, could be greater or less than your eligible share under the Settlement.

Laydon v. Mizuho Bank, Ltd. et al. (No. 12-cv-3419) and *Sonterra Capital Master Fund Ltd. et al. v. UBS AG et al.* (No. 15-cv-05844) are class actions pending in the U.S. District Court for the Southern District of New York and concern Yen LIBOR and Euroyen TIBOR transactions. These class actions include claims against Deutsche Bank. The cases have been assigned to Judge George B. Daniels. Judge Daniels appointed the law firm of Lowey Dannenberg Cohen & Hart, P.C. to serve as interim class counsel for the putative class. The Court granted preliminary approval of a settlement with Deutsche Bank, and certified a settlement class, on August 3, 2017. The Court granted final approval of the settlement with Deutsche Bank on December 7, 2017, and dismissed the case with prejudice as to Deutsche Bank. To the extent you have claims in these cases against Deutsche Bank, you may participate in the class settlement even if you choose to participate in this Settlement. However, if you choose not to participate in the class settlement, you will be required to release those claims if you agree to participate in this Settlement.

Sonterra Capital Master Fund Ltd. et al. v. Barclays PLC (No. 15-cv-03538) is a class action pending in the U.S. District Court for the Southern District of New York and concerns Pound Sterling LIBOR transactions. This class action includes claims against Deutsche Bank. This case has been assigned to Judge Vernon S. Broderick. The case was filed by the law firms of Lowey Dannenberg Cohen & Hart, P.C. and Lovell Stewart Halebian Jacobson LLP. Judge Broderick has not assigned interim class counsel. As of this date, no settlement with Deutsche Bank has been announced in this action. To the extent you have claims in this case against Deutsche Bank, you are required to release these claims if you agree to participate in the Settlement.

Sonterra Capital Master Fund Ltd. v. Credit Suisse Group AG et al. (No. 15-cv-0871) is a class action that concerns Swiss Franc LIBOR transactions. The case was filed by the law firms of Lowey Dannenberg Cohen & Hart, P.C. and Lovell Stewart Halebian Jacobson LLP. This class action includes claims against Deutsche Bank. As of this date, no settlement with Deutsche Bank has been announced in this action. To the extent you have claims in this case against Deutsche Bank, you are required to release these claims if you agree to participate in the Settlement.

Galope v. Deutsche Bank National Trust Company et al. (No. 12-cv-00323) was a class action pending in U.S. District Court for the Central District of California brought on behalf of homeowners holding LIBOR-linked mortgages impacted by LIBOR manipulation. The court granted summary judgment in favor of Deutsche Bank in this action on January 12, 2015. That ruling was affirmed on appeal on December 14, 2016, and the case has been dismissed with prejudice.

15. Do I have to participate?

No. If you decide you do not want to participate in this Settlement you do not have to take any affirmative action. That is, if you do not return the Election to Participate and Release you will be excluded from the Settlement. Also, you will retain your right to bring claims against Deutsche Bank for the Relevant Conduct, either through your own litigation or the civil class actions.

16. What is my share of the Fund?

The total amount of your distribution is set forth in the Election to Participate and Release and paragraph 14 of the Release. This amount has been determined to be your share and, should you elect to participate in the Settlement, is not subject to any further approval process beyond that set out in this Notice Packet.

17. How was my share calculated?

Your share was based on a formula developed by the Attorneys General with the assistance of an independent economic expert hired by the Attorneys General, and applied to the US Dollar LIBOR transactions identified in your Election to Participate and Release. The Settlement Agreement provides that the Attorneys General have the right to adopt a formula they deem appropriate for payments from the Fund. The Attorneys General's economic expert was retained early in the Attorneys General's investigation to review and analyze data obtained by the Attorneys General as part of their investigation, and to assist in identifying the estimated impact caused by the Relevant Conduct on the Eligible Counterparties. Once the Attorneys General and Deutsche Bank reached agreement on the amount of the Fund (\$213,350,000), the Attorneys General asked their economic expert to develop a formula and plan to allocate the Fund. The entire \$213,350,000 will be available for distribution to Eligible Counterparties.

There will be no deductions whatsoever from the Fund for attorneys' fees, expenses or administrative costs. For additional information, see Question 18, below.

By participating in this Settlement, you are giving up your right to pursue a different formula for recovery against Deutsche Bank. You may be able to pursue a different formula only if you decided not to participate in the Settlement and instead brought your own action or participated in one or more of the Class Actions.

18. What happens to any money left in the Fund after all participating Eligible Counterparties are paid?

If any money remains in the Fund after all Eligible Counterparties who want to participate ("Participating Counterparties") are paid their full allocation, the Fund can be used to make payments to Eligible Counterparties who could not be identified in a timely manner, to make an additional distribution to Participating Counterparties, for the training of deputy and assistant Attorneys General, for the funding of antitrust or consumer protection enforcement, education and training programs, or paid as otherwise determined by the Attorneys General in their discretion consistent with state laws. Under no circumstances will any money be returned to Deutsche Bank.

19. Do I have to pay attorneys' fees or administrative costs?

No. You do not need to pay any attorneys' fees to the State Attorneys General in order to participate in this Settlement. In addition, the Settlement Agreement establishes a separate account, funded by Deutsche Bank, to pay all of the costs of administering the Settlement. To the extent such funds are not sufficient to pay for costs of administration, Deutsche Bank will pay the additional costs as specified in the Settlement Agreement. No costs will be paid from the Fund.

Deutsche Bank has made a separate Additional Payment of \$6.2 million to a separate fund that will be used for (a) payment of attorneys' fees and expenses; (b) antitrust, consumer protection, or other law enforcement; (c) to cover additional expenses relating to the ongoing Attorneys General's investigation and any related litigation; (d) for deposit into a state antitrust or consumer protection or other law enforcement account (e.g., a revolving account or trust account), for use in accordance with the state laws governing that account; (e) for deposit into a fund exclusively dedicated to assisting state attorneys general to defray the costs of experts, economists and consultants in multi-state investigations and litigation; or (f) for such other purpose as the Attorneys General deem appropriate, consistent with state laws.