

EXHIBIT 11

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

<p>KIRK DAHL, et al., Individually and on Behalf of All Others Similarly Situated, Plaintiffs, vs. BAIN CAPITAL PARTNERS, LLC, et al., Defendants.</p>	<p style="text-align: center;">Lead Case No. 1:07-cv-12388-WGY</p> <p>PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES, LITIGATION EXPENSES, AND NAMED PLAINTIFF SERVICE AWARDS</p>
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Lead Counsel, on behalf of all Plaintiffs' Counsel, respectfully submit this Motion for an Award of Attorneys' Fees, Litigation Expenses, and Named Plaintiff Service Awards. As set forth in the accompanying Memorandum in Support of an Award of Attorneys' Fees, Litigation Expenses, and Named Plaintiff Service Awards ("Fee Memorandum"); Declaration of Co-Lead Counsel in Support of Named Plaintiffs' Motions for Final Approval of Settlements and Supplemental Plan of Allocation of Settlement Proceeds and for an Award of Attorneys' Fees and Expenses; and Declaration of Daryl F. Scott in Support of Co-Lead Counsel's Application for Award of Attorneys' Fees, Litigation Expenses, and Named Plaintiff Service Awards, Plaintiffs' Counsel ask that this Court award fees in the amount of \$194,865,000 (33% of the \$590,500,000 common fund), as well as costs and expenses totaling \$12,028,514.99. In addition to fees and expenses, Plaintiffs' Counsel also request that the Court approve total service awards in the amount of \$25,000 each for Police and Fire Department Retirement System of the City of Detroit ("Detroit PFRS") and Omaha Police and Fire Department Retirement System (Omaha PFRS"), as well as \$10,000 for Dr. Dahl and \$5,000 for Mr. Wojno. Named Plaintiffs made significant time commitments on behalf of the Class during the seven-year litigation. The total amount of incentive awards requested for all Named Plaintiffs is \$65,000.

In further support of this Motion, Plaintiffs' Counsel have filed herewith the aforementioned Fee Memorandum. For the reasons stated therein, Plaintiffs' Counsel request

that their Motion be granted.

LOCAL RULE 7.1 CERTIFICATION

Pursuant to D. Mass. Local Rule 7.1(a)(2), the undersigned hereby certifies that counsel for Plaintiffs has conferred with counsel for Settling Defendants, and that Settling Defendants take no position as to the relief requested by this Motion.

Dated: November 13, 2014

Respectfully submitted,

s/ Stacey P. Slaughter

K. Craig Wildfang (admitted *pro hac vice*)
Thomas J. Undlin (admitted *pro hac vice*)
Stacey P. Slaughter (admitted *pro hac vice*)
George D. Carroll (admitted *pro hac vice*)
ROBINS, KAPLAN, MILLER & CIRESI L.L.P
2800 LaSalle Plaza
800 LaSalle Avenue South
Minneapolis, MN 55402-2015
(612) 349-8500
kcwildfang@rkmc.com
tjundlin@rkmc.com
spslaught@rkmc.com
gdcarroll@rkmc.com

Lisa A. Furnald (BBO #631059)
ROBINS, KAPLAN, MILLER & CIRESI L.L.P
800 Boylston Street, 25th Floor
Boston, MA 02199
(617) 267-2300
lafurnald@rkmc.com

Patrick J. Coughlin (admitted *pro hac vice*)
David W. Mitchell (admitted *pro hac vice*)
Randi D. Bandman (admitted *pro hac vice*)
Phong L. Tran (admitted *pro hac vice*)
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
(619) 231-1058
patc@rgrdlaw.com
davidm@rdrdlaw.com
ptran@rdrdlaw.com

Christopher M. Burke (admitted *pro hac vice*)
Walter W. Noss (admitted *pro hac vice*)
Kristen M. Anderson (admitted *pro hac vice*)
SCOTT+SCOTT, ATTORNEYS AT LAW, LLP
707 Broadway, Suite 1000
San Diego, CA 92101
(619) 233-4565
cburke@scott-scott. com
wnoss@scott-scott.com
kanderson@scott-scott. com

David R. Scott
SCOTT+SCOTT, ATTORNEYS AT LAW, LLP
156 South Main Street
P.O. Box 192
Colchester, CT 06415
(860) 537-3818

Co-Lead Class Counsel

CERTIFICATE OF SERVICE

I hereby certify that on November 13, 2014, I caused the foregoing to be served via the Electronic Filing System on all of Settling Defendants' counsel of record and via email on all attorneys who have agreed to accept service via email at defendantsprivateequity@scott-scott.com.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 13, 2014.

s/ Stacey P. Slaughter
Stacey P. Slaughter (admitted *pro hac vice*)
ROBINS, KAPLAN, MILLER & CIRESI L.L.P
2800 LaSalle Plaza
800 LaSalle A venue South
Minneapolis, MN 55402-2015
(612) 349-8500
spslaught@rkmc.com

United States District Court
District of Massachusetts (Boston)
CIVIL DOCKET FOR CASE #: 1:07-cv-12388-WGY

Klein et al v. Bain Capital Partners, LLC et al
Assigned to: Judge William G. Young
Cause: 15:1 Antitrust Litigation

Date Filed: 12/28/2007
Date Terminated: 09/30/2014
Jury Demand: Both
Nature of Suit: 430 Banks and Banking
Jurisdiction: Federal Question

Plaintiff

Michael M Davidson
TERMINATED: 03/17/2008

represented by **Arthur L. Shingler , III**
Scott & Scott LLP
600 B Street
Suite 1500
San Diego, CA 92101
619-233-4565
Fax: 619-233-0508
Email: ashingler@scott-scott.com
TERMINATED: 03/10/2011
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Charles N. Nauen
Lockridge Grindal Nauen P.L.L.P.
100 Washington Avenue South
Suite 2200
Minneapolis, MN 55401
612-339-6900
Fax: 612-339-0981
Email: cnnauen@locklaw.com
LEAD ATTORNEY
PRO HAC VICE
ATTORNEY TO BE NOTICED

David E. Marder
Robins Kaplan LLP
800 Boylston Street
Suite 2500
Boston, MA 02199
617-267-2300
Fax: 617-267-8288
Email: DMarder@RobinsKaplan.com
TERMINATED: 06/16/2009
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

George C. Aguilar
Robbins Arroyo LLP
600 B Street

		<i>Approval of Settlements and Supplemental Plan of Allocation of Settlement Proceeds [Supplemental Declaration of Stephanie A. Thurin]</i> filed by City of Omaha Police and Fire Retirement System, Kirk Dahl, Police and Fire Retirement System of the City of Detroit, Michael Wojno. (Attachments: # 1 Exhibit A)(Mitchell, David) (Entered: 01/12/2015)
01/14/2015	1083	MOTION for Extension of Time to March 2, 2015 to Accept Late-Filed Claims (<i>Unopposed</i>) by City of Omaha Police and Fire Retirement System, Kirk Dahl, Police and Fire Retirement System of the City of Detroit, Michael Wojno. (Attachments: # 1 Text of Proposed Order)(Coughlin, Patrick) (Entered: 01/14/2015)
01/15/2015	1084	Judge William G. Young: ORDER entered re 1083 MOTION for Extension of Time to March 2, 2015 to Accept Late-Filed Claims (<i>Unopposed</i>) (Paine, Matthew) (Entered: 01/16/2015)
01/20/2015	1085	Objection to the Settlement by James Walls. (Paine, Matthew) . (Entered: 01/21/2015)
01/20/2015	1086	Objection to the Settlement by Francis Watson (Regular Account). (Paine, Matthew) (Entered: 01/21/2015)
01/20/2015	1087	Objection to the Settlement by Francis Watson (SEP-IRA Account). (Paine, Matthew) (Entered: 01/21/2015)
01/21/2015	1088	Letter from Wesley R. Erck in Regards to the Notice of Class Action. (Paine, Matthew) (Entered: 01/22/2015)
01/21/2015	1089	Letter from Dean J. Dreier in Regards to the Notice of Class Action. (Paine, Matthew) (Entered: 01/22/2015)
01/21/2015	1090	Objection to the Settlement by William J. Brocklehurst. (Paine, Matthew) (Entered: 01/22/2015)
01/23/2015	1091	Objection to the Settlement by Lindsay Barbier. (Paine, Matthew) (Entered: 01/23/2015)
01/26/2015	1092	Letter from Timothy C. Beals. (Paine, Matthew) (Entered: 01/26/2015)
01/28/2015	1093	REPLY to Response to 1051 MOTION for Attorney Fees <i>Plaintiffs' Motion for an Award of Attorneys' Fees, Litigation Expenses, And Named Plaintiff Service Awards</i> , 1049 MOTION for Settlement <i>Named Plaintiffs' Motion for Final Approval of Settlements and Supplemental Plan of Allocation of Settlement Proceeds</i> filed by City of Omaha Police and Fire Retirement System, Kirk Dahl, Police and Fire Retirement System of the City of Detroit, Michael Wojno. (Mitchell, David) (Entered: 01/28/2015)
01/28/2015	1094	Objection to the Settlement and Attorney Fees by William Choslovsky. (Paine, Matthew) (Entered: 01/29/2015)
02/02/2015	1095	Judge William G. Young: ELECTRONIC ORDER entered granting re 1051 MOTION for Attorney Fees <i>Plaintiffs' Motion for an Award of Attorneys' Fees, Litigation Expenses, And Named Plaintiff Service Awards</i> filed by City of Omaha Police and Fire Retirement System, Police and Fire Retirement System of the City of Detroit, Michael Wojno, Kirk Dahl (Paine, Matthew) (Entered: 02/02/2015)
02/02/2015	1096	Letter from Norman Schlesinger. (Paine, Matthew) (Entered: 02/03/2015)
02/03/2015	1097	Objection to the Settlement by Peter J. Quinn. (Paine, Matthew) (Entered: 02/04/2015)
02/04/2015	1098	Proposed Document(s) submitted by City of Omaha Police and Fire Retirement System, Kirk Dahl, Police and Fire Retirement System of the City of Detroit, Michael Wojno. Document received: [Proposed] Rule 54(b) Final Judgment Order as to Bain Capital Partners, LLC. (Mitchell, David) (Entered: 02/04/2015)