
**IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF UTAH
CENTRAL DIVISION**

KELLY JESSOP, an individual, on behalf
of himself and all others similarly situated,

Plaintiff,

v.

DALLIN LARSEN, an individual, HENRY
MARSH, an individual, RANDY LARSEN,
an individual, and BANKERS TRUST
COMPANY,

Defendants,

And related Third Party Complaint.

**NOTICE OF PROPOSED CLASS ACTION
SETTLEMENT**

Civil No. 2:14-cv-00916

Honorable Bruce S. Jenkins

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.**

You are receiving this notice because the records of Mona Vie, Inc. (“Mona Vie”) and/or Bankers Trust Company (and/or Bankers Trust Company of South Dakota, collectively “BTC”) indicate that you were a participant in the Mona Vie, Inc. Employee Stock Ownership Plan (the “ESOP”) at some time during the period November 17, 2010 through December 21, 2016. Accordingly, your rights may be affected by a proposed class action settlement (“the Settlement”) of this lawsuit. **Please read the following information carefully to find out what the lawsuit is about, what the terms of the proposed settlement are, what rights you have to object to the proposed settlement if you disagree with its terms, and what deadlines apply to the right to object to the proposed settlement.**

WHAT THIS LAWSUIT IS ABOUT

A lawsuit was filed in the United State District Court for the District of Utah by Plaintiff Kelly Jessop (“Plaintiffs”), who was a participant in the ESOP, against BTC and Dallin Larsen, Randy Larsen, and Henry Marsh (the “Individual Defendants” collectively with BTC as “Defendants”) (the “Lawsuit”). The Lawsuit claims that the Defendants violated a federal statute, the Employee Retirement Income Security Act of 1974 (“ERISA”) and breached their fiduciary duties in connection with the purchase of outstanding stock of Mona Vie, Inc. (“Mona Vie”) by the ESOP on or about November 17, 2010 (“the 2010 Transaction”) for \$186 Million. Specifically, Plaintiff alleges that BTC violated ERISA, because BTC: (1) caused or permitted the Mona Vie ESOP to engage in the transaction without undertaking an appropriate

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**Do not call the Court or MONA VIE
They cannot answer your questions.**

investigation of the 2010 Transaction as proposed; (2) was aware of facts or should have known facts evidencing that the 2010 Transaction was imprudent and not in the best interest of the ESOP's participants and beneficiaries; (3) caused or permitted the ESOP to take on excessive debt in the transaction; (4) engaged in the 2010 Transaction without regarding the conflicts of interested parties who assisted it in the 2010 Transaction; and (5) did nothing to cure the overpayment by the ESOP for its shares. Plaintiff also alleges that the Individual Defendants violated their fiduciary duties under ERISA by participating in the 2010 Transaction and not taking prudent steps in the selection of BTC as trustee for the ESOP. Plaintiff also alleges that the Individual Defendants are parties-in-interest under ERISA who knowingly participated in the breaches of fiduciary duty committed by BTC. The United States Department of Labor ("DOL") has also investigated the 2010 Transaction. BTC and the Individual Defendants deny all of the Plaintiffs' allegations in the Lawsuit, deny any wrongdoing regarding the 2010 Transaction, and have vigorously defended themselves in the Lawsuit and against the DOL.

THE TERMS OF THE SETTLEMENT

To avoid the additional expense of continuing the Lawsuit and the uncertainty of the outcome of the Lawsuit, Plaintiff and Defendants have agreed to a Settlement that involves monetary payments to Plan participants. These and other terms of the Settlement are set forth in the Class Action Settlement Agreement dated November 11, 2016 ("Settlement Agreement"), and in summary described below. The DOL does not object to the terms of the Settlement. As further detailed in the Settlement Agreement, Settlement of the Lawsuit is contingent on resolution of the issues pertaining to the 2010 Transaction with the DOL as well.

1. The Scope of the Classes Covered by the Settlement. The Settlement Agreement proposes a class action settlement that would cover and be binding on the following certified class of individuals (the "Class"):

All individuals who were participants in the Mona Vie, Inc. Employee Stock Ownership Plan at any time on or after November 17, 2010, to the date of judgment and their beneficiaries, but excluding the individual defendants, Dallin Larsen, Henry Marsh and Randy Larsen and any beneficiary claiming directly through them.

Whether a person meets this definition or not will be based on the ESOP's records. You have received this Notice because, based upon those records, you are believed to be a member of the Class.

2. The Payment and Allocation of the Settlement Fund. As part of the Settlement, BTC has agreed to make a payment of \$16 million and the Individual Defendants have agreed to make a payment of \$3.8 million, for a total of \$19.8 million (the "Settlement Fund") for the benefit of the Class. This sum, after the deduction of reasonable amounts to be approved by the Court for Case Contribution Awards to the named Plaintiff and Attorneys' Fees and Expenses, Successor Trustee Fees, Administration Costs, and Taxes and Tax-Related Costs (after such deductions, the "Net Settlement Proceeds"), will be paid to the ESOP and then will be distributed to the Monetary Relief Class Members based on their ESOP shares during the period of November 10, 2010 through the date of the ESOP's termination on December 31, 2014. The Court appointed an Independent Fiduciary to administer and determine distributions from the ESOP to Class Members. The Independent Fiduciary will mail a second

notice to Class Members estimating the amount of each Class Member's distribution, explaining how to receive the distribution, and explaining how to provide documents to support a claim that the estimated distribution is not correct. Class Members will have the option to have their funds deposited in a tax-qualified account (an Individual Retirement Account ("IRA")). Class Members will be able to submit documentation to the Independent Fiduciary in accordance with the ESOP's Article 16. Claims Procedure if the Class Member believes the data upon which his or her distribution from the ESOP is based is incorrect. Class Members should contact the Settlement Administrator at the following address PO Box 43034, Providence, RI 02940-3034.

3. The Classwide Release of Claims. In exchange for payment of the Settlement Fund by the Defendants and the conditions required by the Settlement Agreement, all Class Members will release any claims they have related to this Lawsuit and be prohibited from bringing or pursuing any other lawsuits or other actions based on such claims. The Releases and the Covenant are set forth in the Settlement Agreement, which can be viewed online at www.MonaVieESOPSettlement.com, or requested from Class Counsel.

STATEMENT OF POTENTIAL OUTCOME OF THE LAWSUIT

As with any Lawsuit, the Plaintiffs and Defendants face an uncertain outcome if the Lawsuit were not settled. Continued litigation could result in a judgment greater or less than the recovery under the Settlement or in no recovery. The Plaintiffs and Defendants have disagreed about whether Defendants did anything wrong, and they do not agree on the amount, if any, that would be recoverable even if Plaintiffs prevailed at trial. Defendants have denied, and continue to deny, all claims and contentions of the Plaintiffs in the Lawsuit; have denied, and continue to deny, any wrongdoing or liability whatsoever, and are entering into the Settlement to avoid the cost, disruption and uncertainty of litigation. Having considered the uncertainty and expense inherent in any litigation, particularly in a complex case such as this, the Plaintiffs and Defendants have concluded that it is desirable that the Lawsuit be fully and finally settled on the terms and conditions set forth in the Settlement Agreement.

THE SETTLEMENT APPROVAL PROCESS

The Court has granted preliminary approval of the proposed Settlement finding that it is sufficiently reasonable to warrant approval, and has approved this Notice to the Settlement Classes. The Settlement will not take effect, however, until it receives final approval from the Court following an opportunity for Class Members to object to the Settlement, as described in detail below. Following the deadline for objecting to the Settlement, the Court will hold a Fairness Hearing on April 11, 2017, which will take place at the United States District Court for the District of Utah, located at 351 South West Temple, Salt Lake City, Utah 84101. The date and location of the Fairness Hearing is subject to change by order of the Court, which will appear on the Court's docket for these cases.

THE OPPORTUNITY TO OBJECT TO THE SETTLEMENT

Prior to the Fairness Hearing, Class Members will have the opportunity to object to the Court's approval of the Settlement. Class Members can object to the Settlement and give reasons why they think the Court should not approve it. To object, you must send your objection to the Court, at United States District Court for the District of Utah, 351 South West Temple, Salt Lake City, Utah 84101 and to the Parties at the following addresses:

To Class Counsel:

Gregory Y. Porter
BAILEY & GLASSER LLP
1054 31st Street, NW, Suite 230
Washington, DC 20007

To Defendants' Counsel:

BTC

Scott S. Morrisson
Jude Anne Carluccio
KRIEG DEVAULT LLP
12800 North Meridian Street
Suite 300
Carmel, Indiana 46032

Individual Defendants

Martin R. Denney
THE DENNEY LAW FIRM PLLC
68 South Main 6th Floor
Salt Lake City, Utah 84101

Objections must be filed with the Court on or before March 27, 2017. Objections filed after that date will not be considered. Any Class Member failing to submit a timely objection will be deemed to have waived any objection they may have. Any untimely objection will be barred absent an order from the Court. Objections must include: (1) the case name and number; (2) your full name, current address, telephone number and signature; (3) a statement that you are a Class Member and an explanation of the basis upon which you claim to be a Class Member; (4) all grounds for the objection, accompanied by any legal support known to you or your counsel; (5) a statement as to whether you or your counsel intends to personally appear and/or testify at the Fairness Hearing; and (6) a list of any persons you or your counsel may call to testify at the Fairness Hearing in support of your objection.

Anyone who files and serves a timely written objection in accordance with the instructions above may also appear at the Fairness Hearing, either in person or through qualified counsel retained at his or her own expense. Those persons or their attorneys intending to appear at the Fairness Hearing must effect service of a notice of intention to appear on Class Counsel and Defendants' counsel (at the addresses set out above) and file it with the Court Clerk by no later than March 27, 2017 setting forth: (1) the name, address, and telephone number of the Class Member; and (2) if applicable, the name, address, and telephone number of that Class Member's attorney. Anyone who does not timely file and serve a notice of intention to appear in accordance with this paragraph shall not be permitted to appear at the Fairness Hearing, except by order of the Court for good cause shown. Any comment or objection that is timely filed will be considered by the Court even in the absence of a personal appearance by the Class Member or that Class Member's counsel.

The Court will consider Class Member objections in deciding whether to grant final approval. Objectors are not required to attend the Fairness Hearing, but if you intend to appear you must state your intention to do so in the manner described above. Class Members who do not comply with these procedures, or who miss the deadline to file an objection, lose the opportunity to have their objection considered by the Court or to appeal from any order or judgment entered by the Court regarding the Settlement.

ATTORNEY’S FEES AND CASE CONTRIBUTION AWARDS FOR NAMED PLAINTIFFS

The attorneys for the Plaintiff and the Class are as follows (“Class Counsel”):

Gregory Y. Porter
James L. Kauffman
BAILEY & GLASSER LLP
1054 31st Street, NW, Suite 230
Washington, DC 20007

James E. Magelby
Jennifer Fraser Parrish
MAGLEBY CATAXINOS & GREENWOOD
170 South Main Street, Suite 1100
Salt Lake City, Utah 84101

Class Counsel will file a motion with the Court seeking approval of payments from the Settlement Fund of expenses they incurred in prosecuting the case, reasonable attorneys’ fees and a Case Contribution Award not to exceed \$10,000 for the named Plaintiff. Class Counsel intends to submit an application for attorneys’ fees reimbursement for the costs and expenses they have expended in prosecuting this case, in an amount not to exceed \$3 million. The motion and supporting papers will be filed on or before March 13, 2017. After that date you may review the motion and supporting papers at www.MonaVieESOPSettlement.com. You may file an objection to the request for attorneys’ fees and expenses and to the Case Contribution Award under the same procedures for objecting to the Settlement. Any attorneys’ fees, expenses and Case Contribution Awards approved by the Court, in addition to the fee for the Successor Trustee and the expenses incurred by the Settlement administrator in sending this Notice and otherwise administering the Settlement, will be paid from the Settlement Fund.

GETTING MORE INFORMATION

You can visit the website at www.MonaVieESOPSettlement.com, where you will find the full Settlement Agreement, the Court’s order granting Preliminary Approval of the Settlement, this Notice, and other relevant pleadings and documents. If you cannot find the information you need on the website, you may also contact Class Counsel for more information. Do not contact the Court or MONA VIE to get additional information.

Remember, please do not contact the Court or MONA VIE. They may not be able to give you additional information.

Dated: December 21, 2016

By Order of the United States District Court
District Judge Bruce S. Jenkins

Mona Vie ESOP Settlement
c/o KCC LLC
PO Box 43034
Providence, RI 02940-3034

LNJ

«Barcode»

Postal Service: Please do not mark barcode

Claim#: LNJ-«Claim8» - «CkDig»

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«Addr2»

«Addr1»

«City», «St» «Zip»