

EXHIBIT 3

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE WEATHERFORD INTERNATIONAL
SECURITIES LITIGATION

11 Civ. 1646 (LAK) (JCF)

CLASS ACTION

**DECLARATION OF MAUREEN B. KILKELLY, EXECUTIVE DIRECTOR
OF AMERICAN FEDERATION OF MUSICIANS AND EMPLOYERS' PENSION FUND
IN SUPPORT OF (A) PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS
ACTION SETTLEMENT AND PLAN OF ALLOCATION; (B) LEAD COUNSEL'S
MOTION FOR AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF
LITIGATION EXPENSES; AND (C) PLAINTIFFS' REQUEST FOR
REIMBURSEMENT OF COSTS AND EXPENSES**

I, MAUREEN BERNADETTE KILKELLY, hereby declare under penalty of perjury as follows:

1. I am the Executive Director of American Federation of Musicians and Employers' Pension Fund ("AFME"). Prior to becoming the Executive Director of AFME in 1997, I served as AFME's Director of Finance. Created in 1959, AFME provides certain pension and related benefits to musicians and their beneficiaries. AFME is protected under the Employee Retirement Income Security Act (ERISA) and is insured under U.S. law by the Pension Benefit Guaranty Corporation. AFME currently manages over \$1 billion in assets.

2. I submit this declaration in support of (a) Plaintiffs' motion for final approval of the proposed Settlement and approval of the proposed Plan of Allocation; (b) Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses; and (c) AFME's request to recover the reasonable costs and expenses incurred in connection with its representation of the Settlement Class in the prosecution and resolution of the above-captioned litigation (the "Action").

3. In fulfillment of its responsibilities as a lead plaintiff, and on behalf of all Settlement Class Members, AFME performed its role as a lead plaintiff in pursuit of a favorable result in this Action. I am aware of and understand the requirements and responsibilities of a lead plaintiff in a securities class action as set forth in the Private Securities Litigation Reform Act of 1995. I have personal knowledge of the matters set forth in this declaration, as I have been directly involved since May 9, 2011, prior to AFME's appointment as Lead Plaintiff, in monitoring and overseeing the prosecution of the Action as well as the negotiations leading to the Settlement, and I could and would testify competently thereto.

4. At a hearing on June 24, 2011, the Honorable Denise L. Cote appointed AFME as Lead Plaintiff in the Action. Prior to moving for appointment, I, on behalf of AFME, discussed with Darren J. Check, Esquire of Kessler Topaz Meltzer & Check, LLP ("KTMC"), Court-appointed Lead Counsel, the responsibilities of serving as lead plaintiff, AFME's commitment to fulfilling these responsibilities, and the factual and legal bases for the claims Lead Plaintiff eventually asserted against the defendants in this Action. Following AFME's appointment as lead plaintiff, I had regular communications with attorneys from KTMC throughout the course of the litigation.

5. AFME, through my active and continuous involvement, as well as through others working under my supervision (as detailed in ¶12 below), supervised, monitored, and was involved in all material aspects of the prosecution and resolution of the Action. AFME received periodic status reports from KTMC on case developments, and participated in regular discussions with attorneys from KTMC concerning the prosecution of the Action, the strengths of and risks to the claims and potential settlement. In particular, throughout the course of the Action, I, as well as other AFME employees working under my supervision:

(a) participated in telephonic and in-person discussions with KTMC as well as received and reviewed periodic updates from KTMC concerning significant developments in the litigation, including case strategy;

(b) reviewed all significant pleadings and briefs filed in the Action, such as the Amended Complaint for Violation of the Federal Securities Laws, the briefing in connection with defendants' motions to dismiss, and Plaintiffs' motion for class certification;

(c) consulted with KTMC regarding analysis of retained experts;

(d) supervised the production of discovery by AFME, including overseeing electronic searches and searches of custodial files in response to requests for the production of documents and in response to written document requests and interrogatories;

(e) was designated to testify on AFME's behalf in connection with defendants' 30(b)(6) deposition in connection with Plaintiffs' class certification motion, which required me to interface with other AFME professionals in order to obtain sufficient knowledge to adequately respond to questions related to the topics set forth in the deposition notice;

(f) prepared for and sat for a deposition on April 17, 2013 in connection with Plaintiffs' class certification motion;

(g) consulted with KTMC concerning the settlement negotiations as they progressed;
and

(h) evaluated and recommended the approval of the proposed settlement for \$52.5 million in cash to AFME's board of trustees.

6. AFME was involved in all aspects of the negotiations which led to the Settlement, including the mediation briefing, the formal mediation with the Hon. Daniel H. Weinstein (Ret.) in June 2013, and the follow up settlement negotiations which ultimately led to this resolution.

7. Based on its involvement throughout the prosecution and resolution of the claims, AFME strongly endorses the Settlement and believes it provides an excellent recovery for the Settlement Class, particularly in light of the substantial risks of continuing to prosecute the claims in the Action.

8. AFME has approved Lead Counsel's request for an award of attorneys' fees in the amount of \$12.6 million, which amount approximates Lead Counsel's lodestar in this Action, and believes that it is fair and reasonable in light of the work Lead Counsel performed on behalf of the Settlement Class. AFME takes seriously its role as lead plaintiff to ensure that the attorneys' fees are fair in light of the result achieved for the Settlement Class and reasonably compensate Lead Counsel for the work involved and the substantial risks they undertook in litigating the Action. In that respect, AFME negotiated a retainer agreement with Lead Counsel at the outset of the Action providing that attorneys' fees would be based on a "fee grid" which scaled attorneys' fees based upon the amount recovered, with the maximum fee for this litigation at 24%.

9. AFME further believes that the litigation expenses being requested for reimbursement by Lead Counsel are reasonable, and represent costs and expenses necessary for the prosecution and resolution of the claims in the Action. Based on the foregoing, and consistent with its obligation to the Settlement Class to obtain the best result at the most efficient cost, AFME fully supports Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses.

10. AFME also supports approval of the proposed Plan of Allocation which is based on the analysis completed by the damages expert retained in this Action. AFME believes that the plan represents a fair and reasonable method for allocating the net settlement proceeds to Settlement Class Members whose claims are approved for payment.

11. In connection with Lead Counsel's request for reimbursement of litigation expenses, AFME seeks reimbursement for the costs and expenses that it incurred directly relating to its representation of the Settlement Class in the Action. AFME makes this request pursuant to Section 21D(a)(4) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4).

12. As AFME's Executive Director, I am responsible for running the day-to-day operations of the organization (including, among other things, managing the contributions for covered employees, calculating pension amounts and paying these amounts monthly) and implementing the policies and procedures of AFME's board of trustees. I estimate that I personally spent 65 hours in connection with the responsibilities and tasks outlined above for purposes of representing the Settlement Class in the approximate three years since this litigation commenced as set forth in the chart below. In addition, in working on this Action, I was assisted by five other AFME employees, including the following:

Employee	Hours	Hourly Rate	Total Cost
Maureen B. Kilkelly, Executive Director	65	\$177.47	\$11,535.55
Herbert J. Tanneberger, Director of Human Resources and Administrative Services	14	\$56.33	\$788.62
William J. Luebking, Director of Finance	5	\$110.00	\$550.00
Norma McCarthy, Director of Information Technology	3	\$90.66	\$271.98
Nicole Siniscalchi, Accounting Manager	11	\$49.59	\$545.49
Anita Mason, Executive Secretary	3	\$32.98	\$98.94
TOTAL:	101		\$13,790.58

13. The time that these colleagues and I devoted to the representation of the Settlement Class in this Action was time that we otherwise would have spent on other work for AFME and, thus, represented a cost to AFME. I calculated hourly rates for myself and the other individuals working on this matter by dividing our annual salaries by the amount of hours we

typically work in a year to obtain the hourly rates set forth in the above chart and then applied that hourly rate to the hours we each provided in service of the Settlement Class. In total, AFME seeks reimbursement in the amount of \$13,790.58 for the time the employees set forth in the chart above devoted to this Action. In sum, AFME personnel, spent a total of 101 hours on the prosecution of this Action for the benefit of the Settlement Class which included the following tasks: regular written and oral communications with KTMC; review and approval of strategic decisions; review, analysis and commenting on pleadings throughout the course of the litigation, including briefing on defendants' motions to dismiss, class certification, and discovery issues; gathering and reviewing documents in response to discovery requests, which included coordinating electronic discovery and custodial file searches that ultimately led to the production of approximately 7,268 pages of documents, conferring with AFME personnel; preparation for and attendance at a 30(b)(6) deposition; and involvement in the negotiations producing the Settlement.

14. In conclusion, AFME was closely involved throughout the prosecution and settlement of the claims in this Action, strongly endorses the Settlement as fair, reasonable and adequate, and believes that it represents a significant recovery for the Settlement Class and also supports approval of the proposed Plan of Allocation. Accordingly, AFME respectfully requests that the Court approve Plaintiffs' motion for final approval of the proposed Settlement, approval of the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and reimbursement of litigation expenses; and AFME's request for reimbursement of its reasonable costs and expenses incurred in prosecuting and resolving the Action on behalf of the Settlement Class, as set forth above.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that I have authority to execute this declaration on behalf of AFME.

Executed this 22ND day of May, 2014,



MAUREEN B. KILKELLY
Executive Director
American Federation of Musicians and
Employers' Pension Fund