

# ARTRS

Arkansas Teacher Retirement System



**(501) 682-1517 local**

**(501) 682-2359 fax**

**1-800-666-2877 toll-free**

**Email us at: [info@artrs.gov](mailto:info@artrs.gov)**




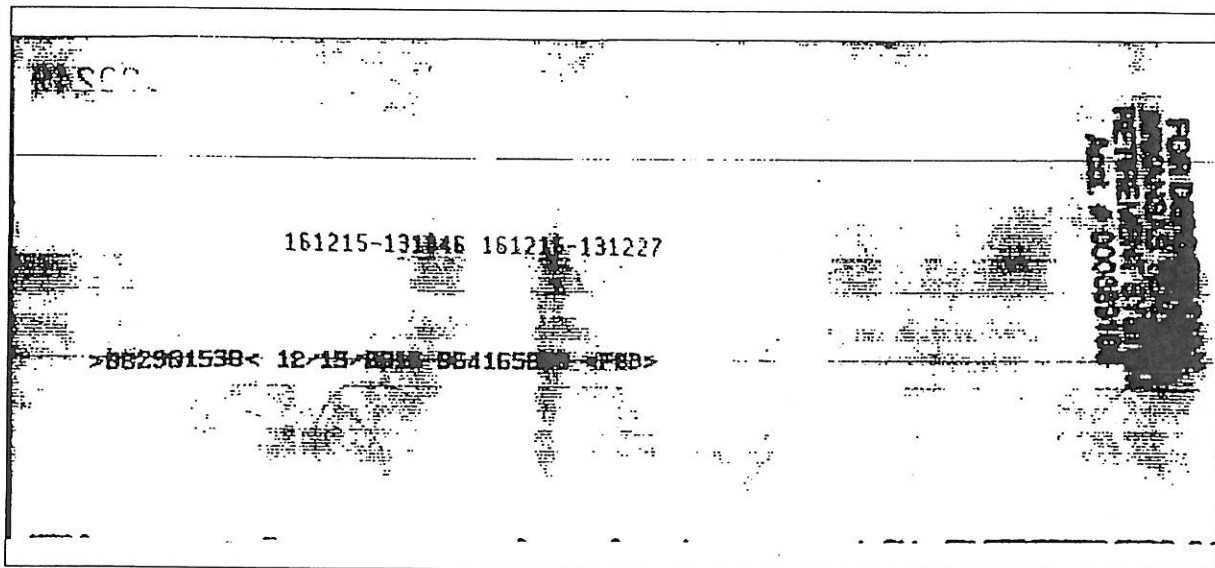
## 5 Reimbursements for Service

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State Street

<b>Labaton Sucharow LLP</b> IOLA #1 - ESCROW ACCOUNT 140 BROADWAY, NEW YORK, NY 10005		CHECK # <b>500249</b>
DATE	December 09, 2016 1-8/210/282	AMOUNT \$ **25,000.00**
PAY THE AMOUNT OF	**Twenty Five Thousand & 00/100**	DOLLARS
PAY TO:	ARKANSAS TEACHER RETIREMENT SYSTEM 1400 WEST THIRD STREET LITTLE ROCK, AR 72201	
CITIBANK N.A. 606 5TH AVENUE, 5TH FLOOR NEW YORK, NY 10103		 AUTHORIZED SIGNATORY
⑈ 500249⑈ ⑆ 021000089⑆ 400 05567858⑈		



Posted : 12/16/2016  
Bank : 00000000  
R/T : 021000089  
Account : 5567858  
Check : 500249  
Amount : 25000.00  
DIN : 149100353506

December 09, 2016 Check Number 500249 Check Amount \*\*25,000.00\*\* Account Number  
 ARKANSAS TEACHER RETIREMENT SYSTEM, 1400 WEST THIRD STREET, LITTLE ROCK, AR 72201

Labaton Sucharow LL

Voucher# STATE STREET	Voucher Date 12/09/2016	Voucher Amount 25,000.00
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RECEIVED  
 DEC 13 2016  
 BY: JP Admin

DATE 12-15-2016

	DOLLARS	CENTS
CURRENCY		
COINS		
TOTAL CASH		
CHECKS		
1 LABATON SUCHAROW		
2 SSB FX Litigation		
3		
4 EXPENSES		
5 Reimbursed		
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28		
TOTAL FROM OTHER SIDE OR ATTACHED LIST		
PLEASE RE-ENTER TOTAL HERE	25,000	00

ARKANSAS TEACHER RETIREMENT SYSTEM  
 1400 W. 3RD ST.  
 LITTLE ROCK, AR 72201-1833

IWV Dept. DR



\$ 25,000.00

USE ROUTING NUMBER FROM YOUR CHECKS FOR AUTOMATIC PAYMENTS. II CHECKS AND OTHER ITEMS ARE RECEIVED FOR DEPOSIT SUBJECT TO THE PROVISIONS OF THE UNIFORM COMMERCIAL CODE AND ANY APPLICABLE COLLECTION AGREEMENT.

DEPOSIT TICKET TOTAL ITEMS  
 DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL.

RE-ENTER GRAND TOTAL IN SCREENED BOXES

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP  
IOLA ACCOUNT

CITIBANK, N.A.  
666 FIFTH AVENUE  
NEW YORK CITY, NY 10103  
1-8/210

10829

1/10/2017

PAY TO THE ORDER OF Arkansas Teacher Retirement System

\$ \*\*1,952.72

One Thousand Nine Hundred Fifty-Two and 72/100\*\*\*\*\*

DOLLARS

*Paul H. Berger*  
Paul H. Berger

MEMO Bancorp

⑈010829⑈ ⑆021000089⑆ 59190056⑈

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP / IOLA ACCOUNT

10829

Arkansas Teacher Retirement System  
Legal Settlement

1/10/2017

1,952.72

BLB & G IOLA Account Bancorp

1,952.72

DATE	CURRENCY	COINS	TOTAL CASH	CHECKS	DOLLARS	CENTS
1-13-17				1 BERNSTEIN		
				2 LITOWITZ		
				3 Check		
				4		
				5 Reimburse staff on		
				6		
				7 Bancorp Securities		
				8		
				9 Litigation		
				10		
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				TOTAL FROM OTHER SIDE OR ATTACHED LIST		
				PLEASE ENTER TOTAL HERE	1952	72

DEPOSIT TICKET TOTAL ITEMS

1

DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL.

RE-ENTER GRAND TOTAL IN SCREENED BOXES

ARKANSAS TEACHER RETIREMENT SYSTEM  
1400 W. 3RD ST.  
LITTLE ROCK, AR 72201-1833



\$

1952.72

⑈021038⑈ ⑆082901538⑆ 00068⑈910⑈6⑈ 36



BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP  
IOLA ACCOUNT

CITIBANK, N.A.  
666 FIFTH AVENUE  
NEW YORK CITY, NY 10103  
1-8/210

10732

1/13/2014

PAY TO THE ORDER OF Arkansas Teacher Retirement System

\$ \*\*2,400.00

Two Thousand Four Hundred and 00/100\*\*\*\*\*

DOLLARS



*Handwritten signature: H.B. W. / Ernest A. Brown*

MEMO Citigroup

⑈010732⑈ ⑆021000089⑆ 59190056⑈

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP / IOLA ACCOUNT

10732

Arkansas Teacher Retirement System  
Legal Settlement

1/13/2014

2,400.00

BLB & G IOLA Account Citigroup

2,400.00

© 2005 INTUIT INC. # 705 1-800-433-8810

Colonial

**Labaton Sucharow LLP**  
IOLA #1 - ESCROW ACCOUNT  
140 BROADWAY, NEW YORK, NY 10005

CHECK # 500072  
500072

DATE August 16, 2012 1-8/210/282

AMOUNT \$ \*\*1,771.00\*\*

PAY THE AMOUNT OF \*\*One Thousand Seven Hundred Seventy One & 00/100\*\* DOLLARS

PAY TO:  
ARKANSAS TEACHER RETIREMENT SYSTEM  
1400 WEST THIRD STREET  
LITTLE ROCK, AR 72201

CITIBANK N.A.  
666 5TH AVENUE, 5TH FLOOR  
NEW YORK, NY 10103

*[Signature]*  
AUTHORIZED SIGNATORY

⑈ 500072⑈ ⑆021000089⑆ 400 05567858⑈

0960196230 09/04/2012 FSB >082901538<

120627-002623 120904-142103

FOR DEPOSIT ONLY  
ARKANSAS TEACHER  
RETIREMENT SYSTEM  
Acct. # 000689106

Posted : 09/05/2012  
Bank : 00000000  
R/T : 021000089  
Account : 5567858  
Check : 500072  
Amount : 1771.00  
DIN : 149120746919

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP  
IOLA ACCOUNT

CITIBANK, N.A.  
666 FIFTH AVENUE  
NEW YORK CITY, NY 10103  
1-8/210

10872

6/4/2018

© 2005 INTUIT INC. # 785 1-800-433-9310

PAY TO THE ORDER OF Arkansas Teacher Retirement System

\$ \*\*7,290.60

Seven Thousand Two Hundred Ninety and 60/100\*\*\*\*\*

DOLLARS



MP

MEMO  
CROSSMANN LLP  
BankRate

⑆010872⑆ ⑆021000891⑆ 59190056⑆

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP / IOLA ACCOUNT

Arkansas Teacher Retirement System  
Legal Settlement

10872

6/4/2018

7,290.60

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CROSSMANN LLP

BLB & G IOLA Account BankRate

7,290.60

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP  
IOLA ACCOUNT

CITIBANK, N.A.  
666 FIFTH AVENUE  
NEW YORK CITY, NY 10103  
1-8/210

10855

PAY TO THE ORDER OF Arkansas Teacher Retirement System

10/2/2017

\$ \*\*5,560.00

Five Thousand Five Hundred Sixty Only\*\*\*\*\*

DOLLARS

MEMO DFC Global Settlement



⑆0⑆10855⑆ ⑆02⑆000089⑆ 59⑆90056⑆

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP / IOLA ACCOUNT  
Arkansas Teacher Retirement System  
Legal Settlement

10855

10/2/2017

5,560.00

BLB & G IOLA Account DFC Global Settlement

5,560.00

RECEIVED  
OCT 04 2017  
Ex: TP Admin

CURRENCY	
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1. FEDERAL RESERVE	
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TOTAL FROM OTHER SIDE OF ATTACHED LIST	5560.00
RE-ENTER GRAND TOTAL HERE	5560.00

**DEPOSIT TICKET**  
TOTAL ITEMS  
  
DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL

VSAS TEACHER RETIREMENT SYSTEM  
3RD ST  
ROCK AR 72201-1833

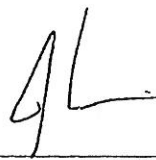


\$ 5560.00

⑆021042⑆ ⑆082901538⑆ 00066⑆910⑆61⑆ 36

ROUTING NUMBER FROM YOUR CHECKS FOR AUTOMATIC PAYMENTS. CHECKS AND OTHER ITEMS ARE RECEIVED FOR DEPOSIT SUBJECT TO THE PROVISIONS OF THE UNIFORM COMMERCIAL CODE AND ANY APPLICABLE COLLECTION AGREEMENT.

HP

<b>Labaton Sucharow LLP</b>		CHECK #	500178
<small>IOLA #1 - ESCROW ACCOUNT 140 BROADWAY, NEW YORK, NY 10005</small>			500178
DATE	October 16, 2014 1-5/210/282	AMOUNT	
		\$	**5,654.61**
PAY THE AMOUNT OF	**Five Thousand Six Hundred Fifty Four & 61/100**		DOLLARS
PAY TO:	ARKANSAS TEACHER RETIREMENT SYSTEM 1400 WEST THIRD STREET LITTLE ROCK, AR 72201		
	<small>CITIBANK N.A. 665 5TH AVENUE, 5TH FLOOR NEW YORK, NY 10103</small>	AUTHORIZED SIGNATORY	
⑈ 500178 ⑆ ⑆ 021000089 ⑆ 400 05567858 ⑆			

340003 20141020 >82900432< AR TREASURER	For Deposit AR State Treasurer 904368 82900432
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Posted : 10/21/2014  
 Bank : 00000000  
 R/T : 021000089  
 Account : 5567858  
 Check : 500178  
 Amount : 5654.61  
 DIN : 149120330801

DATE 6-2-2016

	DOLLARS	CENTS
CURRENCY		
COINS		
TOTAL CASH		
CHECKS		
1 Reimbursement		
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3 FOR Litigation		
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5 Expense		
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7 JP MORGAN CHASE		
8 CLASS ACTION		
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TOTAL FROM OTHER SIDE OR ATTACHED LIST		
PLEASE RE-ENTER TOTAL HERE	3355	40

DEPOSIT TICKET

TOTAL ITEMS

1

DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL.

RE-ENTER GRAND TOTAL IN SCREENED BOXES

ARKANSAS TEACHER RETIREMENT SYSTEM  
1400 W. 3RD ST.  
LITTLE ROCK, AR 72201-1833

INVESTMENTS DB



\$ 3355.40

⑈021036⑈ ⑈082901538⑈ 00068⑈910⑈6⑈

36

USE ROUTING NUMBER FROM YOUR CHECKS FOR AUTOMATIC PAYMENTS. CHECKS AND OTHER ITEMS ARE RECEIVED FOR DEPOSIT SUBJECT TO THE PROVISIONS OF THE UNIFORM COMMERCIAL CODE AND ANY APPLICABLE COLLECTION AGREEMENT.

The Huntington National Bank  
7 Easton Oval - EA4E62  
Columbus OH 43219



ARKANSAS TEACHER'S RETIREMENT  
SYSTEM

Check No: 1389310  
Date: 5/12/2016

Account Number: 1087215454

Account Name: JP MORGAN CHASE CLASS ACTION SETTLEMENT FUND

DISP: 50  
OFF 664  
PAID TO

REMITTANCE AMOUNT	
INCOME	PRINCIPAL

\$3,355.40

PER LETTER DATED 05/11/2016

PLEASE DETACH AT PERFORATION

VERIFY THE AUTHENTICITY OF THIS MULTI-TONE SECURITY DOCUMENT. CHECK BACKGROUND AREA CHANGES COLOR GRADUALLY FROM TOP TO BOTTOM.

The Huntington National Bank  
COLUMBUS, OHIO



25-2/440

CHECK NUMBER 1389310

PER LETTER DATED 05/11/2016

1087215454

MAY 12 2016

JP MORGAN CHASE CLASS ACTION SETTLEMENT FUND

\$3,355.40

PAY EXACTLY: THREE THOUSAND THREE HUNDRED FIFTY FIVE DOLLARS 40  
CENTS

PAY TO THE ORDER: ARKANSAS TEACHER'S RETIREMENT  
SYSTEM

*Joseph A. Zambra*

K12

Labaton Sucharow LLP

IOLA #1 - ESCROW ACCOUNT  
140 BROADWAY, NEW YORK, NY 10005

CHECK # 500130  
500130

DATE August 01, 2013 1-9210/282

AMOUNT  
\$ \*\*4,032.00\*\*

PAY THE AMOUNT OF \*\*Four Thousand Thirty Two & 00/100\*\*

DOLLARS

PAY TO:

ARKANSAS TEACHER RETIREMENT SYSTEM  
1400 WEST THIRD STREET  
LITTLE ROCK, AR 72201

CITIBANK N.A.  
666 5TH AVENUE, 5TH FLOOR  
NEW YORK, NY 10103

  
AUTHORIZED SIGNATORY

⑈ 500130⑈ ⑆ 021000089⑆ 400 05567858⑈

82900432  
904368  
For Deposit AR State Treasurer

160002⑈20130806⑈>82900432< AR TREASURER

190006-RR1104 190006-RR1117

Posted : 08/08/2013  
Bank : 00000000  
R/T : 021000089  
Account : 5567858  
Check : 500130  
Amount : 4032.00  
DIN : 149110542885

DATE 2-18-2014

	DOLLARS	CENTS
CURRENCY		
COINS		
TOTAL CASH		
CHECKS		
1 OK		
2 Reimburse		
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TOTAL FROM OTHER SIDE OR ATTACHED LIST		
PLEASE PRINT TOTAL HERE	118	53.00

DEPOSIT TICKET

TOTAL ITEMS

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DEPOSITS MAY NOT BE AVAILABLE FOR IMMEDIATE WITHDRAWAL.

RE-ENTER GRAND TOTAL IN SCREENED BOXES.

ARKANSAS TEACHER RETIREMENT SYSTEM  
1400 W. 3RD ST.  
LITTLE ROCK, AR 72201-1833



\$ 118,533.00

The Huntington National Bank  
7 Easton Oval - EA4E62  
Columbus OH 43219



ARKANSAS TEACHER RETIREMENT  
SYSTEM

Check No: 1377556  
Date: 3/8/2016

Account Number: 1087211804

Account Name: MGM MIRAGE SETTLEMENT FUND

DISP: 50  
OFF 664  
PAID TO

REMITTANCE AMOUNT	
INCOME	PRINCIPAL

\$11,853.00

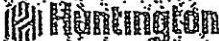
PER EMAIL DATED 3/7/16

PLEASE DETACH AT PERFORATION

VERIFY THE AUTHENTICITY OF THIS MULTI-TONE SECURITY DOCUMENT.

CHECK BACKGROUND AREA CHANGES COLOR GRADUALLY FROM TOP TO BOTTOM.

The Huntington National Bank  
COLUMBUS, OHIO



25-2/440

CHECK NUMBER 1377556

PER EMAIL DATED 3/7/16

1087211804  
MGM MIRAGE SETTLEMENT FUND

MARCH 8, 2016

\$11,853.00

PAY EXACTLY: ELEVEN THOUSAND EIGHT HUNDRED FIFTY THREE DOLLARS NO  
CENTS

PAY TO THE ORDER: ARKANSAS TEACHER RETIREMENT  
SYSTEM

*Joseph A. Zaruba*

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP  
IOLA ACCOUNT

CITIBANK, N.A.  
666 FIFTH AVENUE  
NEW YORK CITY, NY 10103  
1-8210

10712

11/7/2013

PAY TO THE ORDER OF Arkansas Teacher Retirement System

\$ \*\*8,020.00

Eight Thousand Twenty and 00/100\*\*\*\*\* DOLLARS

*Mark Guy*  
*Ernest A. Schering* MP

MEMO Schering

⑈010712⑈ ⑆021000089⑆ 59190056⑈

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP / IOLA ACCOUNT

10712

Arkansas Teacher Retirement System  
Legal Settlement

11/7/2013

8,020.00

BLB & G IOLA Account Schering

8,020.00

Vocera

Labaton Sucharow LLP

IOLA #1 - ESCROW ACCOUNT  
140 BROADWAY, NEW YORK, NY 10005

CHECK # 500243

500243

DATE August 08, 2016 1-8/210/282

AMOUNT

\$ \*\*3,747.15\*\*

PAY THE AMOUNT OF \*\*Three Thousand Seven Hundred Forty Seven & 15/100\*\*

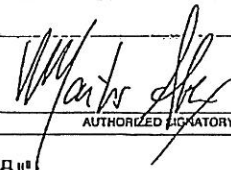
DOLLARS

PAY TO:

ARKANSAS TEACHER RETIREMENT SYSTEM  
1400 WEST THIRD STREET  
LITTLE ROCK, AR 72201

CITIBANK N.A.  
666 5TH AVENUE, 5TH FLOOR  
NEW YORK, NY 10103

AUTHORIZED SIGNATORY



⑈ 500 243 ⑈ |⑈ 021000089⑈ 400 05567858⑈

For Deposit AR State Treasurer  
904368  
82900432

160816-884922 160816-113002

350002 20160816 >82900432< AR TREASURER

Posted : 08/17/2016  
Bank : 00000000  
R/T : 021000089  
Account : 5567858  
Check : 500243  
Amount : 3747.15  
DIN : 149100274044



## 6 Court Documents Related to Payments

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**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

DR. JOSEPH F. KASPER, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

AAC HOLDINGS, INC., JERROD N. MENZ,  
MICHAEL T. CARTWRIGHT, ANDREW W.  
MCWILLIAMS, and KIRK R. MANZ,

Defendants.

Case No. 3:15-CV-00923-JPM  
(Consolidated)

**ORDER GRANTING MOTION FOR AWARD OF ATTORNEYS' FEES AND  
EXPENSES AND AWARD TO LEAD PLAINTIFFS**

The cause was before the Court on June 8, 2018, for a hearing on the Lead Plaintiffs' Motion for (1) Final Approval of Settlement, (2) Approval of Plan of Allocation, and (3) an Award of Attorneys' Fees and Expenses and Award to Lead Plaintiff (ECF No. 214). Kaplan Fox & Kilsheimer, LLP and Kahn Swick & Foti, LLC ("Lead Counsel"), with the support of Lead Plaintiffs, seek an award of attorneys' fees and expenses incurred in this action and for an award of time and expenses to Lead Plaintiffs, and have submitted a memorandum and declaration in support of that motion. (ECF No. 215.) The Court previously granted the Motion for Final Approval of Settlement (ECF No. 220) and now considers the Motion for an Award of Attorneys' Fees and Expenses and Award to Lead Plaintiff. For the reasons discussed below, the Lead Plaintiffs' motion is GRANTED.

**I. Legal Standard**

Federal Rule of Civil Procedure 23(h) provides that "[i]n a certified class action, the court may award reasonable attorney's fee and nontaxable costs that are authorized by law or by the parties' agreement." The Sixth Circuit requires "only that awards of attorney's fees by federal

courts in common fund cases be reasonable under the circumstances.” Rawlings v. Prodential-Bache Properties, Inc., 9 F.3d 513, 516 (6th Cir. 1993) (citing Smilie v. Park Chem. Co., 710 F.2d 271, 275 (6th Cir. 1983)). Courts need not employ the lodestar calculation method or the percentage calculation method exclusively, so long as the fee award in each case is reasonable under the circumstances. Id.

In evaluating the “reasonableness” of an attorneys’ fee award, the Sixth Circuit has identified several relevant factors for consideration: “1) the value of the benefit rendered to the corporation or its stockholders, 2) society’s stake in rewarding attorneys who produce such benefits in order to maintain an incentive to others, 3) whether the services were undertaken on a contingent fee basis, 4) the value of the services on an hourly basis, 5) the complexity of the litigation, and 6) the professional skill and standing of counsel involved on both sides.” Ramey v. Cincinnati Enquirer, Inc., 508 F.2d 1188, 1196 (6th Cir. 1974); see also Smillie, 710 F.2d at 275.

## II. Analysis

In the instant case, all six factors favor the conclusion that the requested attorneys’ fee of 25% of the common fund is reasonable. As to (1) the value to the stockholders, Lead Counsel have secured a cash settlement from Defendants, whose financial stability (and therefore corporate existence) is not assured. Further, the settlement amount secures, at present, an amount near the low end of Lead Counsel’s estimated range of jury awards, while avoiding the delay and additional costs of trial and appeal. As to (2) society’s stake in incentivizing this type of litigation, society benefits from effective enforcement of securities laws, and therefore benefits from this suit. Moreover, the settlement provides an incentive to other victims of Exchange Act violations to bring claims in exchange for reasonable compensation. As to (3) the contingent nature of the fee, Class Counsel have represented the class on a contingent fee basis.

The risk of recovering little or no compensation for their legal work and out-of-pocket expenses should not be ignored. “If counsel are not rewarded for this risk, few attorneys will undertake ‘the representation of a class client given the investment of substantial time, effort, and money, especially in light of the risks of recovering nothing.’” In re Se. Milk Antitrust Litigation, No. 2:07-cv-208, 2013 WL 2155387 at \*5 (E. D. Tenn. May 17, 2013) (quoting Behrens v. Wometco Enter., Inc., 118 F.R.D. 534, 548 (S.D. Fla. 1988)). As to (4) the value of services on an hourly basis, Class Counsel submit that the lodestar amount in this matter would be \$5,336,218.50. (ECF No. 215 at PageID 10205.) This results in a multiplier of 1.17, which is within the range of what is considered to be reasonable. (See ECF No. 215 at PageID 10206 (collecting cases)). A multiplier of 1.17 is also reasonable in the instant case, which required a complex factual and legal investigation and at least a moderate risk that the class would not recover. As to (5) the complexity of the litigation, the suit involved complicated factual issues regarding both Defendant’ liability and the class’ measure damages, as well as a large class impacted by the Defendants’ conduct, resulting in a complex (if not very complex) case. As to (6) the professional skill and standing, the Court previously indicated (Order Appointing Class Counsel, ECF No. 136 at Page ID 5851), Class Counsel are experienced, practiced securities litigators. Each of these factors weighs in favor of the conclusion that the proposed attorneys’ fee of 25% of the settlement fund is reasonable under the circumstances. No objections to the proposed fee were filed. The Court therefore concludes that the proposed award is reasonable.

Regarding the motion’s requests for expenses and awards to the lead plaintiffs, the requests are supported by declarations filed in the record. (ECF Nos. 216-1, -2, -3, -4, -5, -6.) These costs do not appear unreasonable, nor have any objections to them been filed. The Motion

for an Award of Attorneys' Fees and Expenses and Award to Lead Plaintiff is therefore GRANTED.

### III. Conclusion

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation of Settlement dated as of February 15, 2018 (the "Stipulation"), and filed with the Court. ECF No. 208.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the class who have not timely and validly requested exclusion.

3. The Court hereby award Lead Counsel attorneys' fees of 25% of the Settlement Amount, and litigation expenses in the amount of \$640,556.78, together with the interest earned thereon for the same time period and at the same rate as that earned on the Settlement Fund until paid. Said fees and expenses shall be allocated amongst counsel in a manner which, in Lead Counsel's good faith judgment, reflects each such counsel's contribution to the institution, prosecution and resolution of the Litigation.

4. The Court finds that the amount of fees awarded is fair and reasonable under the "percentage-of-recovery" method considering, among other things, the following: the highly favorable result achieved for the Class; the contingent nature of Lead Counsel's representation; Lead Counsel's diligent prosecution of the Litigation; the quality of legal services provided by Lead Counsel that produced the Settlement; that the Lead Plaintiffs appointed by the Court to represent the Class approved the requested fee; the reaction of the Class to the fee request; and that the awarded fee is in accord with Sixth Circuit authority and consistent with other fee awards in cases of this size.

5. The awarded attorneys' fees and expenses shall be paid to Lead Counsel immediately after the date this Order is executed subject to the terms, conditions and obligations

of the Stipulation and in particular ¶6.2 thereof, which terms, conditions and obligations are incorporated herein.

6. Pursuant to 15 U.S.C. §78u-4(a)(4), Lead Plaintiff Arkansas Teacher Retirement System is awarded \$6,541.88 as payment for time spent in representing the Class and Lead Plaintiff Dr. James P. Gills is awarded \$8,825 as payment for time spent representing the Class.

**SO ORDERED**, this 11th day of June, 2018.

/s/ Jon P. McCalla  
JON P. McCALLA  
UNITED STATES DISTRICT JUDGE

**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

DR. JOSEPH F. KASPER, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

AAC HOLDINGS, INC., JERROD N. MENZ,  
MICHAEL T. CARTWRIGHT, ANDREW W.  
MCWILLIAMS, and KIRK R. MANZ,

Defendants.

Case No. 3:15-CV-00923-JPM  
(Consolidated)

**FINAL JUDGMENT AND ORDER**

The cause was before the Court on June 8, 2018, for a hearing on the Lead Plaintiffs' Motion for (1) Final Approval of Settlement, (2) Approval of Plan of Allocation, and (3) an Award of Attorneys' Fees and Expenses and Award to Lead Plaintiff (ECF No. 214). The hearing was set by the Court's Order Preliminarily Approving Settlement and Providing for Notice ("Order") dated March 7, 2018 (ECF No. 213), on the application of the parties for approval of the settlement set forth in the Stipulation of Settlement dated February 15, 2018 (the "Stipulation") (ECF No. 205). After reviewing the record, the Court finds that due and adequate notice has been given to the Class as required in the Order.

The Court has considered Lead Plaintiffs' Motion for (1) Final Approval of Settlement, (2) Approval of Plan of Allocation, and (3) an Award of Attorneys' Fees and Expenses and Award to Lead Plaintiff (ECF No. 214), as well as the memorandum filed in support of the motion (ECF No. 217) and Defendants' response in support of Lead Plaintiffs' Motion (ECF No. 218). At the hearing, the Court enunciated its analysis of the parties' arguments made in the briefs. The Court reviewed the application of each of the factors that guide its inquiry into

whether the settlement is “fair, reasonable, and adequate” as required by Federal Rule of Civil Procedure 23(e)(1)(C). See Int’l Union, United Auto., Aerospace, & Agric. Implement Workers of America v. Gen. Motors Corp., 497 F.3d 615, 631 (6th Cir. 2007) (citing Grenada Invs., Inc. v. DWG Corp., 962 F.2d 1203, 1205 (6th Cir. 1992) and Williams v. Vokovich, 720 F.2d 909, 922-23 (6th Cir. 1983)). For the reasons stated at the hearing, the Court finds that the settlement is “fair, reasonable, and adequate” as required by Federal Rule of Civil Procedure 23(e)(1)(C). Accordingly, Lead Plaintiffs’ Motion for Final Approval of Settlement is GRANTED.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Judgment incorporates by reference the Stipulation, and all terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set forth herein.

2. This Court has jurisdiction over the subject matter of the above-captioned consolidated action (the “Action”) and over all parties to the Action, including all members of the Class.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves the settlement set forth in the Stipulation and finds that the settlement is, in all respects, fair, reasonable and adequate to, and is in the best interests of, Lead Plaintiffs, the Class and each of the Class Members.

4. This Court further finds the settlement set forth in the Stipulation is the result of arm’s-length negotiations between experienced counsel representing the interests of Lead Plaintiffs, the Class Members and the Defendants.

5. Accordingly, the settlement embodied in the Stipulation is hereby approved in all respects and shall be consummated in accordance with its terms and provisions.

6. The Settling Parties are ordered to comply with the terms of the Stipulation.

7. Pursuant to Federal Rule of Civil Procedure 23, the Court hereby approves the Stipulation and the settlement embodied therein and finds that:

(a) The Stipulation and the settlement embodied therein, are, in all respects, fair, reasonable, and adequate and in the best interest of the Class;

- (b) there was no collusion in connection with the Stipulation;
- (c) the Stipulation was the product of informed, arm's-length negotiations among competent, able counsel; and
- (d) the record is sufficiently developed and complete to have enabled Lead Plaintiffs and the Defendants to have adequately evaluated and considered their respective positions.

8. Accordingly, the Court authorizes and directs implementation and performance of all the terms and provisions of the Stipulation, as well as the terms and provisions hereof. Except as to any individual claim of those Persons (identified in Exhibit 1 attached hereto) who have validly and timely requested exclusion from the Class, the Court hereby dismisses the Action and all the Released Claims with prejudice. The Settling Parties are to bear their own costs, except as and to the extent provided in the Stipulation and herein.

9. Upon the Effective Date, and as provided in the Stipulation, Lead Plaintiffs and each of the Class Members and anyone claiming through or on behalf of them shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released, relinquished, and discharged against the Released Persons (whether or not such Class Member executes and delivers the Proof of Claim and Release form) any and all Released Claims (including, without limitation, Unknown Claims). Claims to enforce the Stipulation or this judgment are not released. The Settling Parties acknowledge and the Class Members shall be deemed by operation of law to acknowledge that the waiver of Unknown Claims, and of the provisions, rights and benefits of Section 1542 of the California Civil Code, was bargained for and is a key element of the settlement of which the release in this paragraph is a part.

10. Upon the Effective Date, and as provided in the Stipulation, Lead Plaintiffs and each of the Class Members and anyone claiming through or on behalf of them, shall be permanently barred and enjoined from the commencement, assertion, institution, maintenance, prosecution, or enforcement against any Released Person of any action or other proceeding in

any court of law or equity, arbitration tribunal, administrative forum, or forum of any kind, asserting any of the Released Claims.

11. Upon the Effective Date, any and all claims for contribution, however denominated, arising out of or related in any way to the Action (a) by any person or entity against any Defendant or (b) by any Defendant against any person or entity, other than a person or entity whose liability to the Class has been extinguished pursuant to the Settlement, are permanently barred, enjoined and finally discharged to the fullest extent provided 15 U.S.C. § 78u-4(f)(7) and any other applicable law or regulation.

12. Upon the Effective Date, and as provided in the Stipulation, each of the Released Persons shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released, relinquished, and discharged Lead Plaintiffs, each and all of the Class Members, and Plaintiffs' Counsel from all claims (including, without limitation, Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, settlement, or resolution of the Action or the Released Claims, except for claims relating to the enforcement of the Stipulation or this judgment.

13. The notice provided to the Class was the best notice practicable under the circumstances, including the individual notice to all members of the Class who could be identified through reasonable effort. Said notice provided the best notice practicable under the circumstances of those proceedings and of the matters set forth therein, including the Stipulation and the settlement embodied therein, to all Persons entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23 the requirements of due process, and any other applicable law, including the Private Securities Litigation Reform Act of 1995.

14. Any Plan of Allocation submitted by Co-Lead Counsel or any order entered regarding any attorneys' fee and expense application shall in no way disturb or affect this Final Judgment and shall be considered separate from this Final Judgment.

15. Neither the Stipulation nor the settlement contained therein, nor any negotiations, discussions, proceedings or act performed or document executed pursuant to or in furtherance of

the Stipulation: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claims, or of any wrongdoing or liability of Defendants; or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of Defendants in any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal. The Released Persons, Lead Plaintiffs, Class Members, and Plaintiffs' Counsel may file the Stipulation and/or this Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim, or in connection with any proceeding to enforce the terms of the Stipulation.

16. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over: (a) implementation of this judgment and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees, expenses, and interest in the Action; and (d) all parties herein for the purpose of construing, enforcing, and administering the Stipulation.

17. The Court finds that during the course of the Action, the Settling Parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11.

18. In the event that the settlement embodied in the Stipulation does not become effective in accordance with the terms of the Stipulation, or the Effective Date does not occur, or in the event that the Settlement Fund, or any portion thereof, is returned to Defendants, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.

19. Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

20. The Court directs immediate entry of this Judgment by the Clerk of the Court.

**SO ORDERED**, this 11th day of June, 2018.

/s/ Jon P. McCalla  
JON P. McCALLA  
UNITED STATES DISTRICT JUDGE

# EXHIBIT 1

### Timely Exclusion Requests

1	Marc C Turner Henderson, NV
2	Ellen Stratgoules Clackamas, OR
3	Conversion Media, LLC Las Vegas, NV
4	Lotus Capital, LLC Pacific Palisades, CA
5	The Girish & Pragati Patel Family Trust Bakersfield, CA
6	Bow & Arrow Holdings, LLC Pacific Palisades, CA
7	Venture Quick, Inc. La Jolla, CA
8	Leigh Tucker Brentwood, TN
9	Linda Lewis Franklin, TN
10	James R Servier, Jr Franklin, TN
11	The Eternal Bliss, LP Bakersfield, CA
12	Abhilash Patel Pacific Palisades, CA

**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

DR. JOSEPH F. KASPER, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

AAC HOLDINGS, INC., JERROD N. MENZ,  
MICHAEL T. CARTWRIGHT, ANDREW W.  
MCWILLIAMS, and KIRK R. MANZ,

Defendants.

Case No. 3:15-CV-00923-JPM  
(Consolidated)

**ORDER APPROVING PLAN OF ALLOCATION**

The cause was before the Court on June 8, 2018, for a hearing on the Lead Plaintiffs' Motion for (1) Final Approval of Settlement, (2) Approval of Plan of Allocation, and (3) an Award of Attorneys' Fees and Expenses and Award to Lead Plaintiff (ECF No. 214). The Court has considered the parties' filings and the facts of the case; the motion for Approval of Plan of Allocation is GRANTED.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation of Settlement dated as of February 15, 2018 (the "Stipulation"), and filed with the Court. ECF No. 208.

2. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concluded that due and adequate notice was directed to all Persons and entities who are Class Members and who could be identified with reasonable effort, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all persons and entities who are Class Members to be heard with respect to the Plan of Allocation.

3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants with is set forth in the Notice of Proposed Settlement of Class Action (the “Notice”) sent to Class Members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among Class Members, with due consideration having been given to administrative convenience and necessity.

4. This Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair, reasonable and adequate, and the Court hereby approves the Plan of Allocation.

**SO ORDERED**, this 11th day of June, 2018.

/s/ Jon P. McCalla  
JON P. McCALLA  
UNITED STATES DISTRICT JUDGE

**LIEFF CABRASER HEIMANN &  
BERNSTEIN, LLP**

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*Liaison Counsel*

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*Co-Lead Counsel for the Class*

**MOTLEY RICE LLC**

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*Co-Lead Counsel for the Class*

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

BABAK HATAMIAN and LUSSA DENNJ  
SALVATORE, individually and on behalf of  
all others similarly situated,

Plaintiffs,

v.

ADVANCED MICRO DEVICES, INC.,  
RORY P. READ, THOMAS J. SEIFERT,  
RICHARD A. BERGMAN, AND LISA T.  
SU,

Defendants.

Case No. 4:14-cv-00226-YGR

CLASS ACTION

**[PROPOSED] ORDER AWARDING  
ATTORNEYS' FEES, PAYMENT OF  
LITIGATION EXPENSES, AND  
PAYMENT OF CLASS  
REPRESENTATIVES' EXPENSES**

1 On February 27, 2018, a hearing having been held before this Court to determine, among  
2 other things, whether and in what amount to award (1) plaintiffs' counsel in the above-captioned  
3 consolidated securities class action (the "Action") fees and litigation expenses directly relating to  
4 their representation of the Class; and (2) Class Representatives their costs and expenses  
5 (including lost wages), pursuant to the Private Securities Litigation Reform Act of 1995 (the  
6 "PSLRA"). The Court having considered all matters submitted to it at the hearing and otherwise;  
7 and it appearing that a notice of the hearing substantially in the form approved by the Court (the  
8 "Settlement Notice") was mailed to all reasonably identified Class Members; and that a summary  
9 notice of the hearing (the "Summary Notice"), substantially in the form approved by the Court,  
10 was published in *Investor's Business Daily* and transmitted over *PR Newswire*; and the Court  
11 having considered and determined the fairness and reasonableness of the award of attorneys' fees  
12 and expenses requested;

14 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

16 1. The Court has jurisdiction over the subject matter of this Action and over all  
17 parties to the Action, including all Class Members who have not timely and validly requested  
18 exclusion, Class Counsel, and the Claims Administrator.

19 2. All capitalized terms used herein have the meanings set forth and defined in the  
20 Stipulation and Agreement of Settlement, dated as of October 9, 2017 (the "Stipulation").

21 3. Notice of Class Counsel's application for attorneys' fees and payment of litigation  
22 expenses was given to all Class Members who could be identified with reasonable effort. The  
23 form and method of notifying the Class of the application for attorneys' fees and expenses met  
24 the requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section 21D(a)(7)  
25 of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the PSLRA, due  
26 process, and other applicable law, constituted the best notice practicable under the

1 circumstances, and constituted due and sufficient notice to all persons and entities entitled  
2 thereto.

3 4. Class Counsel are hereby awarded, on behalf of all plaintiffs' counsel, attorneys'  
4 fees in the amount of \$7,375,000 plus interest at the same rate earned by the Settlement Fund (or  
5 25% of the Settlement Fund, which includes interest earned thereon), and payment of litigation  
6 expenses in the amount of \$2,812,817.52, which sums the Court finds to be fair and reasonable.

7 5. The award of attorneys' fees and litigation expenses may be paid to Class Counsel  
8 from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions,  
9 and obligations of the Stipulation, which terms, conditions, and obligations are incorporated  
10 herein.

11 6. In making this award of attorneys' fees and payment of litigation expenses to be  
12 paid from the Settlement Fund, the Court has analyzed the factors considered within the Ninth  
13 Circuit and found that:

14 (a) The Settlement has created a common fund of \$29.5 million in cash and  
15 that numerous Class Members who submit acceptable Claim Forms will benefit from the  
16 Settlement created by the efforts of plaintiffs' counsel;

17 (b) The requested attorneys' fees and payment of litigation expenses have  
18 been reviewed and approved as fair and reasonable by Class Representatives, sophisticated  
19 institutional investors that were directly involved in the prosecution and resolution of the Action  
20 and who have a substantial interest in ensuring that any fees paid to plaintiffs' counsel are duly  
21 earned and not excessive;

22 (c) Plaintiffs' counsel undertook the Action on a contingent basis, and have  
23 received no compensation during the Action, and any fee and expense award has been contingent  
24 on the result achieved;

25 (d) The Action involves complex factual and legal issues and, in the absence  
26 of settlement, would involve lengthy proceedings whose resolution would be uncertain;

1 (e) Plaintiffs' counsel conducted the Action and achieved the Settlement  
2 with skillful and diligent advocacy;

3 (f) Plaintiffs' counsel have devoted approximately 62,765 hours, with a  
4 lodestar value of \$31,122,958.75 to achieve the Settlement;

5 (g) The amount of attorneys' fees awarded are fair and reasonable and  
6 consistent with fee awards approved in cases within the Ninth Circuit with similar recoveries;

7 (h) Notice was disseminated to putative Class Members stating that Class  
8 Counsel would be submitting an application for attorneys' fees in an amount not to exceed 30%  
9 of the Settlement Fund, which includes interest, and payment of litigation expenses incurred in  
10 connection with the prosecution of this Action in an amount not to exceed \$3,000,000, plus  
11 interest, and that such application also might include a request that Class Representatives be  
12 reimbursed their reasonable costs and expenses (including lost wages) directly related to their  
13 representation of the Class; and

14 (i) There were no objections to the application for attorneys' fees or  
15 expenses.

16 7. In accordance with the PSLRA, the Court hereby awards Class Representative  
17 Arkansas Teacher Retirement System \$8,348.25 for its costs and expenses directly related to its  
18 representation of the Class, and KBC Asset Management NV \$14,875.00 for its costs and  
19 expenses directly related to its representation of the Class.

20 8. Any appeal or challenge affecting this Court's approval of any attorneys' fee,  
21 expense application, or award of costs and expenses to Class Representatives in the Action shall  
22 in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

23 9. Exclusive jurisdiction is retained over the subject matter of this Action and over  
24 all parties to the Action, including the administration and distribution of the Net Settlement Fund  
25 to Class Members.

1           10.     In the event that the Settlement is terminated or does not become Final or the  
2 Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be  
3 rendered null and void to the extent provided by the Stipulation and shall be vacated in  
4 accordance with the Stipulation.

5  
6 Dated: March 2, 2018

  
HONORABLE YVONNE GONZALEZ ROGERS  
UNITED STATES DISTRICT JUDGE

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Page 1 of 7  
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ELECTRONICALLY  
DOC #:  
DATE 06/09/2015

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

IN RE AMBAC FINANCIAL GROUP, INC.  
SECURITIES LITIGATION

Case No. 08-cv-00411-NRB

-----X

**JUDGMENT APPROVING SETTLEMENT OF CLAIM  
FILED IN THE SIPA LIQUIDATION OF LEHMAN BROTHERS INC.**

WHEREAS, Lead Plaintiffs, the Public School Teachers' Pension & Retirement Fund of Chicago, Arkansas Teacher Retirement System, and Public Employees' Retirement System of Mississippi ("Lead Plaintiffs") and Plaintiff Painting Industry Insurance and Annuity Funds (collectively, "Plaintiffs"), on behalf of themselves and as lead plaintiffs in the above-captioned action (the "Action"), and James W. Giddens (the "SIPA Trustee"), as trustee for the liquidation of Lehman Brothers Inc. ("Lehman") under the Securities Investor Protection Act of 1970, as amended ("SIPA"), have entered into a Stipulation Regarding Proofs of Claims of Public School Teachers' Pension, et al. (Nos. 5626, 5627, 5628 and 5629) dated November 11, 2014 (the "Stipulation"), that provides for, among other things, the resolution of the Claim submitted by Lead Plaintiffs on behalf of themselves and the Class in Lehman's SIPA liquidation proceeding, *In re Lehman Bros. Inc.*, Case No. 08-01420 (SCC) SIPA (Bankr. S.D.N.Y.) (the "SIPA Proceeding") on the terms and conditions set forth in the Stipulation, subject to the approval of this Court (the "Settlement");

WHEREAS, the United States Bankruptcy Court for the Southern District of New York has entered an Stipulation and Order dated January 30, 2015 providing that "the automatic stay pursuant to section 362(a) of the Bankruptcy Code and the LBI Liquidation Order shall be modified solely to the extent necessary to permit Claimants to seek and obtain District Court

Approval of the settlement of the Claim as set forth in the Settlement Stipulation, including, but not limited to, approval of distribution, notice and hearing procedures”;

WHEREAS, by Order dated March 11, 2015 (the “Preliminary Approval Order”), this Court (i) preliminarily approved the Settlement; (ii) ordered that notice of the proposed Settlement be provided to the Class; and (iii) scheduled a hearing regarding final approval of the Settlement and related matters;

WHEREAS, notice of the hearing substantially in the form approved by the Court was published on the case website, [www.AmbacSecuritiesLitigation.com](http://www.AmbacSecuritiesLitigation.com), as well as on Lead Counsel’s firm websites and the Summary Notice was mailed in accordance with the Preliminary Approval Order and was published over the *PR Newswire*, pursuant to the specifications of the Court;

WHEREAS, the Court conducted a hearing on June 9, 2015 to consider, among other things, (i) whether the terms and conditions of the Settlement are fair, reasonable and adequate and should be approved; and (ii) whether Lead Plaintiffs’ motion for approval of the Settlement, allocation of funds to be received as a result of the Settlement, and reimbursement of expenses incurred in connection with achieving the Settlement (the “Final Approval Motion”) should be granted; and

WHEREAS, the Court having reviewed and considered the Stipulation, all papers filed and proceedings held herein in connection with the Settlement, all oral and written comments received regarding the proposed Settlement, and the record in the Action, and good cause appearing therefor;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. This Court has jurisdiction over the subject matter of the Action and personal jurisdiction over Plaintiffs and the SIPA Trustee (together, the “Settling Parties”) and each of the Class Members.

2. This Judgment incorporates by reference the definitions in the Stipulation and the Stipulation of Settlement with the Underwriter Defendants dated May 4, 2011 (the “Underwriter Stipulation”), and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation or the Underwriter Stipulation.

3. This Judgment incorporates and makes a part hereof: (a) the Stipulation filed with the Court on March 6, 2015; and (b) the Notice of Proposed Settlement of Claim Filed in the SIPA Liquidation of Lehman Brothers Inc. (the “Notice”) and the Summary Notice of Proposed Settlement of Claim Filed in the SIPA Liquidation of Lehman Brothers Inc. (the “Summary Notice”), both of which were filed with the Court on May 5, 2015.

4. The Class previously certified for purposes of the settlement with the Underwriter Defendants is certified for purposes of this Settlement. The Class consists of all persons or entities who purchased or acquired Ambac securities in or traceable to the February 2007 Directly-Issued Subordinated Capital Securities offering. Excluded from the Class are: Ambac; Defendants; members of the immediate families of any Defendant; and their legal representatives, heirs, successors or assigns. Also excluded from the Class are any persons or entities who or which were previously excluded by the Court in response to a request for exclusion.

5. Solely for purposes of the proposed Settlement, the Court finds that each element required for certification of the Class pursuant to Rule 23 of the Federal Rules of Civil Procedure has been met: (a) the members of the Class are so numerous that their joinder in the Action

would be impracticable; (b) there are questions of law and fact common to the Class which predominate over any individual questions; (c) the claims of Plaintiffs are typical of the claims of the Class; (d) Plaintiffs and Lead Counsel have and will fairly and adequately represent and protect the interests of the Class; and (e) a class action is superior to other available methods for the fair and efficient adjudication of the Claim submitted in Lehman's SIPA Proceeding. The Court further finds that no further opportunity to request exclusion from the Class is necessary.

6. The Court finds that the publication and dissemination of the Notice and the Summary Notice: (a) were implemented in accordance with the Preliminary Approval Order; (b) constituted notice that was reasonable, under the circumstances, to apprise Class Members of the effect of the proposed Settlement and of their right to appear at the Settlement Hearing and object to the proposed Settlement and/or the Final Approval Motion; (c) constituted due, adequate and sufficient notice to all persons or entities entitled to receive notice of the proposed Settlement; and (d) satisfied the requirements of Rules 23(e)(1) and 23(h)(1) of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

7. The Court finds that Plaintiffs are legal holders of the Claim on behalf of the Class.

8. Pursuant to, and in accordance with, Rule 23(e) of the Federal Rules of Civil Procedure, this Court hereby fully and finally approves the Settlement as set forth in the Stipulation as fair, reasonable and adequate.

9. On the Effective Date, Plaintiffs, on behalf of themselves and as lead plaintiffs on behalf of the Class, will have an allowed, general unsecured creditor claim against the Lehman general estate in the SIPA Proceeding in the amount of \$550,000.00 (the "Allowed Claim") in

respect of Claim No. 5626 and the Allowed Claim shall fully and finally resolve any and all Claims Plaintiffs have asserted against the Lehman estate under or in connection with the matters, transactions, and accounts that are the subject of the Claim. Plaintiffs, on behalf of themselves and as lead plaintiffs on behalf of the Class, will receive proportionately the same in payments or distributions (including with respect to the timing and type of payments or distributions) in respect of the Allowed Claim as is generally received by holders of allowed, general unsecured claims against the Lehman estate. Promptly after receiving notice of this Court's approval of the Settlement, the SIPA Trustee shall cause the Lehman general creditor claims register to be updated to reflect the Allowed Claim.

10. Except for the obligations under the Stipulation, on the Effective Date, Plaintiffs, on behalf of themselves, their successors and assigns, and on behalf of any other party, person, or entity claiming by, through or under them (the "Claimants Releasing Parties"), forever waive and release (i) Claim Nos. 5626, 5627, 5628 and 5629 filed in the SIPA Proceeding<sup>1</sup> (the "Claims") and (ii) any and all claims, liabilities, causes of action, demands, and damages (of whatever kind or nature and whether known or unknown or asserted or unasserted) that the Claimants Releasing Parties may prior to the Effective Date have ever had, may at the Effective Date have, or at any time after the Effective Date can, could, shall, or may have against Lehman, its estate, the SIPA Trustee, and the SIPA Trustee's agents or attorneys, related to or arising out of the matters, transactions, and accounts that are the subject of the Claims.

11. If any Class Members have timely filed their own proofs of claim in Lehman's SIPA Proceeding, the Settlement does not bar, release or otherwise affect such claims.

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<sup>1</sup> Claim Nos. 5627, 5628 and 5629 are individual claims filed on behalf Plaintiffs Arkansas Teacher Retirement System, Painting Industry Insurance and Annuity Funds, and Public Employees' Retirement System of Mississippi, respectively.

12. The Court finds that the Settling Parties and their respective counsel have complied in all respects with the requirements of Rule 11 of the Federal Rules of Civil Procedure in connection with the Settlement.

13. The Court approves Lead Plaintiffs' proposal that the funds received as a result of the Allowed Claim in the SIPA Proceeding pursuant to the Settlement (less expenses related to the Settlement, including the fees and expenses of Lowenstein Sandler LLP approved herein, any taxes which may be due on the recovered amounts, and the reasonable expenses of the Claims Administrator in providing notice of the Settlement and disseminating the Settlement funds) be allocated to compensate Authorized Claimants with respect to their purchases or acquisitions of Ambac DISCS from February 12, 2007 to July 18, 2009 based on their Recognized Loss Amounts as calculated under the Plan of Allocation previously approved by the Court. Only Class Members who previously submitted valid claim forms in the Action, received a distribution from the Underwriter Settlement, and are eligible for future distributions from the settlement funds obtained in the Action will be eligible to share in the funds obtained through the Settlement.

14. In the Order Approving Distribution Plan dated November 15, 2013, this Court previously ordered that "if there is any recovery received in connection with the resolution of the Class's proof of claim filed in the Lehman Brothers, Inc. SIPC proceeding pending in the Bankruptcy Court in New York, the balance due to Lowenstein Sandler LLP of \$16,524.83 and any additional reasonable fees and expenses incurred by Lowenstein Sandler LLP and approved by Lead Counsel with respect to the prosecution and settlement of that claim in the Bankruptcy Court shall be paid out of that recovery." Lead Counsel have now moved for reimbursement of a total of \$79,246.33, which includes the \$16,524.83 balance due to Lowenstein Sandler LLP as of

October 2013 as well as the additional expenses that have been incurred since that date, and the amounts anticipated to be incurred through final approval of the Settlement. The Court approves the reimbursement of the total of \$79,246.33 for Lowenstein Sandler LLP's fees and expenses, which shall be paid from the funds received as a result of the Allowed Claim in the SIPA Proceeding pursuant to the Settlement.

15. Without affecting the finality of this Judgment in any way, this Court retains continuing jurisdiction over: (a) the Settling Parties for purposes of the administration, interpretation, implementation and enforcement of the Settlement; and (b) Class Members for all matters relating to the Action.

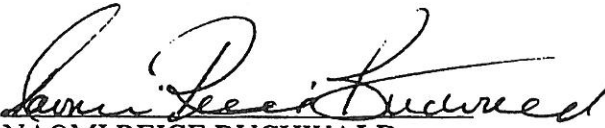
16. Without further approval from the Court, the Settling Parties are hereby authorized to agree to and adopt such amendments or modifications of the Stipulation to effectuate the Settlement that are not materially inconsistent with this Judgment. Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any provisions of the Settlement.

17. If the Effective Date does not occur, then this Judgment (and any orders of the Court relating to the Settlement) shall be vacated, rendered null and void and be of no further force or effect, except as otherwise provided by the Stipulation.

18. There is no just reason to delay entry of this Judgment and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED:

Dated: New York, New York  
*June 9*, 2015

  
NAOMI REICE BUCHWALD  
United States District Judge

#852591

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

IN RE THE BANCORP INC.  
SECURITIES LITIGATION

Case No. 14-cv-0952 (SLR)

**ORDER AWARDING ATTORNEYS' FEES  
AND REIMBURSEMENT OF LITIGATION EXPENSES**

This matter came on for hearing on December 15, 2016 (the "Settlement Hearing") on Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Settlement Class Members who could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in the national edition of *The Wall Street Journal* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and Litigation Expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated July 27, 2016 (D.I. 64-1) (the "Stipulation") and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.
2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.
3. Notice of Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses was given to all Settlement Class Members who could be

identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for an award of attorneys' fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other applicable law and rules; constituted the best notice practicable under the circumstances; and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 23% of the Settlement Fund and \$227,248.30 in reimbursement of Plaintiffs' Counsel's Litigation Expenses (which fees and expenses shall be paid from the Settlement Fund), which sums the Court finds to be fair and reasonable. Co-Lead Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a manner which they, in good faith, believe reflects the contributions of such counsel to the institution, prosecution and settlement of the Action.

5. In making this award of attorneys' fees and reimbursement of Litigation Expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$17,500,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Settlement Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

(b) The fee sought by Co-Lead Counsel has been reviewed and approved as reasonable by the Court-appointed Lead Plaintiffs, Arkansas Teacher Retirement System and Arkansas Public Employees Retirement System (collectively, "Lead Plaintiffs"), who are institutional investors that oversaw the prosecution and resolution of the Action;

(c) Copies of the Notice were mailed to over 17,900 potential Settlement Class Members and nominees stating that Co-Lead Counsel would apply for attorneys' fees in an amount not to exceed 23% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$350,000, and there were no objections to the requested attorneys' fees and expenses;

(d) Co-Lead Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Co-Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Settlement Class may have recovered less or nothing from Defendants;

(g) Plaintiffs' Counsel devoted over 4,400 hours, with a lodestar value of approximately \$2,392,000, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and Litigation Expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Arkansas Teacher Retirement System is hereby awarded \$1,952.72 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

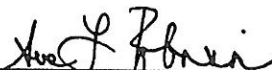
7. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

8. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

9. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

10. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 15<sup>th</sup> day of December, 2016.



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The Honorable Sue L. Robinson  
United States District Judge

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

POLICEMEN'S ANNUITY AND BENEFIT  
FUND OF THE CITY OF CHICAGO et al.,

Plaintiffs,

- against -

BANK OF AMERICA, N.A. (as Trustee Under  
Various Pooling and Servicing Agreements)  
and U.S. BANK NATIONAL ASSOCIATION  
(as Trustee Under Various Pooling and  
Servicing Agreements),

Defendants.

CASE NO. 1:12-CV-02865-KBF

CASE NO. 1:13-CV-05978-KBF (consolidated)

March 16, 2015

**CORRECTED FINAL JUDGMENT AND ORDER OF DISMISSAL WITH PREJUDICE**

This matter came before the Court on Plaintiffs' motion for final approval of the Settlement set forth in the Stipulation of Settlement dated as of November 7, 2014 (together with the exhibits thereto, the "Stipulation"). The Court, having directed full and adequate notice to all members of the Settlement Class, having held a Final Approval Hearing on March 12, 2015, and having considered all papers and arguments submitted in support of and in opposition to the motion and all proceedings in the Action, hereby GRANTS the motion and FINDS and ORDERS as follows:

1. Definitions. This Final Judgment and Order of Dismissal With Prejudice ("Judgment Order") incorporates by reference the definitions in the Stipulation. All capitalized terms used but not defined herein shall have the meanings set forth in the Stipulation.

2. Findings Regarding Jurisdiction. The Court finds that it has jurisdiction over the subject matter of the Action, all Parties to the Action, and all members of the Settlement Class.

3. Findings Regarding Notice. The Court finds that the mailing and distribution of the Notice and the publication of the Publication Notice, as set forth in the Preliminary Approval Order, met the requirements of Federal Rule of Civil Procedure 23 and due process, and constituted the best and most reasonable notice practicable under the circumstances. Such notice included, among other things, individual notice to all members of the Settlement Class that could be identified through reasonable effort.

4. Certification of Settlement Class. Pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, the Court hereby certifies, solely for purposes of effectuating the Settlement and for no other purpose, a Settlement Class consisting of Plaintiffs and every other person and entity that purchased or otherwise acquired any of the Certificates at any time (including but not limited to any beneficial owners), and that

- (i) sold or otherwise disposed of the Certificates as of November 7, 2014, or
- (ii) did not sell or otherwise dispose of the Certificates as of November 7, 2014, but suffered an Out-Of-Pocket Loss on an investment in a Certificate as of such date;

*provided, however*, that “Settlement Class” does not include (a) Defendants, JPMorgan Chase & Co., Washington Mutual Bank, and their respective parents, subsidiaries, and affiliates other than Investment Vehicles; (b) the FDIC as a potential successor to Washington Mutual Bank; (c) the named plaintiffs set forth in the July 16, 2014 Amended Complaint in the derivative action entitled *BlackRock Allocation Target Shares: Series S Portfolio et al. v. U.S. Bank National Association*, Index No. 651864/2014 (N.Y. Sup. Ct. N.Y. Cnty.); and (d) the persons and entities listed on the Appendix hereto, which submitted valid and timely requests for exclusion from the Settlement Class.

5. Certification of Settlement Class Representatives and Class Counsel: Pursuant to Rule 23 of the Federal Rule of Civil Procedure, the Court hereby certifies, solely for purposes of effectuating the Settlement and for no other purpose, Plaintiffs Policemen’s Annuity and Benefit Fund of the City of Chicago; Laborers’ Pension Fund and Health and Welfare Department of the Construction and General Laborers’ District Council of Chicago and Vicinity; Iowa Public Employees’ Retirement System; Arkansas Public Employees’ Retirement System; Vermont Pension Investment Committee; Washington State Investment Board; Arkansas Teacher Retirement System; Public Employees’ Retirement System of Mississippi; City of Tallahassee Retirement System; and Central States, Southeast and Southwest Areas Pension Fund as representatives for the Settlement Class, and appoints Plaintiffs’ Counsel Scott+Scott, Attorneys at Law, LLP; Cohen Milstein Sellers & Toll PLLC; and Kessler Topaz Meltzer & Check LLP as Class Counsel for the Settlement Class.

6. Findings Regarding Certification of Settlement Class. With respect to the Settlement Class, the Court finds, solely for purposes of effectuating the Settlement and for no other purpose, that (i) the members of the Settlement Class are so numerous that joinder of all Settlement Class members in the Action would be impracticable; (ii) there are questions of law and fact common to the Settlement Class that predominate over individual questions; (iii) the claims of Plaintiffs are typical of the claims of the Settlement Class; (iv) Plaintiffs and Class Counsel can fairly and adequately represent and protect the interests of Settlement Class

members; and (v) a class action is superior to other available methods for the fair and efficient adjudication of the controversy, considering the interests of the Settlement Class members in individually controlling the prosecution of separate actions, the extent and nature of any litigation concerning the controversy already commenced by Settlement Class members, the desirability or undesirability of continuing the litigation of these claims in this particular forum, and the difficulties likely to be encountered in the management of a class action.

7. Findings Regarding Settlement Fairness. Pursuant to Federal Rule of Civil Procedure 23(e), the Court finds that the Settlement set forth in the Stipulation is in all respects fair, reasonable, and adequate. The Court further finds that the Settlement set forth in the Stipulation is the result of arms-length negotiations between experienced counsel representing the interests of sophisticated institutional Parties. The Court further finds that the record is sufficiently developed and complete to have enabled Plaintiffs and Defendants to have adequately evaluated and considered the strengths and weaknesses of their respective litigation positions, and the risks of further litigation. All objections to the Settlement were fully considered by the Court, are found to lack merit, and are overruled. Accordingly, the Settlement embodied in the Stipulation is hereby approved in all respects. The Parties are hereby directed to perform its terms.

8. Releases by Releasing Parties. Upon the Effective Date, all Releasing Parties shall have, and shall be deemed to have, fully, finally, and forever released, relinquished, waived, discharged, and dismissed with prejudice all Subject Claims as to all Released Parties, *provided, however*, that non-members of the Settlement Class shall not be deemed to have done so with respect to (i) any Certificate the non-member purchased or acquired from an unaffiliated Settlement Class member (or from a direct or indirect successor of a Settlement Class Member that is not a mutual affiliate of the non-member and the Settlement Class member) prior to the deadline for submitting requests for exclusion, or (ii) any Certificate the non-member purchased or acquired on or after the deadline for submitting requests for exclusion that were held by another non-member as of such deadline (unless the two non-members are mutual affiliates of a

Settlement Class member). Settlement Class members may not assert Subject Claims against the Released Parties under any circumstances (*e.g.*, they may not file such lawsuits); however, nothing in this paragraph or in the Stipulation precludes a Settlement Class member that purchases or otherwise acquires a Certificate from an unaffiliated non-member on or after the deadline for submitting requests for exclusion from receiving or otherwise benefitting from any recovery in the BlackRock Litigation or any other litigation that may be brought by or on behalf of the Covered Trusts with respect to such Certificate. In accordance with the Stipulation, “Subject Claims,” “Releasing Parties” and “Released Parties” shall have the following meanings:

- **“Subject Claims”** means any and all Claims against the Released Parties that arise out of or relate to the facts, acts, omissions, transactions, or occurrences that have been alleged to form a basis of liability, or that could have been alleged to form a basis of liability, in the Action related to the Covered Trusts (including facts, acts, omissions, transactions, or occurrences alleged to be, or that could be alleged to be, past, present, or future recurrences or continuations of the alleged breaches of contract or other duty at issue in the Action). For the avoidance of doubt, “Subject Claims” includes, but is not limited to, any and all Claims against the Released Parties that arise out of or relate to (i) documents missing or allegedly missing from loan files that were delivered to the Covered Trusts and/or the custodians for the Covered Trusts; (ii) breaches or alleged breaches of duty or of representations or warranties by the sellers of mortgage loans to the Covered Trusts; and/or (iii) breaches or alleged breaches of duty (whatever the source of such duty, be it contract, common law, statute, or other source) relating to (i) and (ii) by Defendants, or by the servicers, master servicers, or custodians of the mortgage loans in the Covered Trusts, related to the Covered Trusts.

- **“Releasing Parties”** means each of the Plaintiffs, the Settlement Class members, and their respective representatives, spouses, domestic partners, trustees, heirs, executors, administrators, beneficiaries, affiliates, subsidiaries, corporate parents, successors, and assigns in their capacities as such (including but not limited to persons or entities that purchase or otherwise acquire, beneficially or otherwise, any of the Certificates from any of the Plaintiffs or

Settlement Class members or their direct or indirect successors on or after the deadline for submitting requests for exclusion).

- “**Released Parties**” means Defendants in their respective individual and trustee capacities (including, in the case of BANA, as successor trustee to LaSalle Bank National Association; and in the case of U.S. Bank, as successor trustee to BANA), the Covered Trusts, and the Related Parties of each of the foregoing.

9. Releases by the Covered Trusts. The Covered Trusts shall be deemed to have fully, finally, and forever released, relinquished, waived, discharged, and dismissed with prejudice the Covered Trusts’ rights to recoveries against the Released Parties from Subject Claims, including in the BlackRock Litigation, that would flow to Releasing Parties through the Covered Trusts’ waterfalls or otherwise. For the avoidance of doubt, such releases, relinquishments, waivers, discharges, and dismissals shall not apply to any portion of any recoveries from the Released Parties that would not flow to Releasing Parties through the Covered Trusts’ waterfalls or otherwise (*i.e.*, any portions that would flow to investors that are not Releasing Parties).<sup>1</sup>

10. Releases by Released Parties. Upon the Effective Date, the Released Parties shall have, and shall be deemed to have, fully, finally, and forever released, relinquished, waived, discharged, and dismissed with prejudice all Claims against Plaintiffs and Class Counsel arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement, or resolution of the Action or the Subject Claims (except Claims to enforce the Stipulation or for breach of the Stipulation).

11. Releases of Unknown Claims. Upon the Effective Date, all Releasing Parties; U.S. Bank on behalf of itself and the Covered Trusts; and the Released Parties shall have, and shall be deemed to have, waived, to the fullest extent permitted by law, any and all provisions,

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<sup>1</sup> If in the future any court or other tribunal determines that it is not the Covered Trusts, but U.S. Bank in its trustee capacity, that is the holder of the Subject Claims, then U.S. Bank in its trustee capacity shall be deemed to have provided releases under this subparagraph.

rights, and benefits conferred by California Civil Code § 1542 (and any similar provision of any other jurisdiction) in connection with the releases set forth above. Section 1542 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.**

The Releasing Parties; U.S. Bank on behalf of itself and the Covered Trusts; and the Released Parties, after opportunities to confer with their respective counsel, are hereby deemed to acknowledge that they hereafter may discover facts in addition to or different from those that they now know or believe to be true with respect to the subject matter of the Claims and rights released in the Stipulation and herein. Nevertheless, upon the Effective Date, they shall be deemed to have intended for such releases in the Stipulation and herein to extend to all Claims and rights encompassed therein and herein, whether known, unknown, suspected, unsuspected, concealed, hidden, accrued, unaccrued, contingent, or non-contingent.

12. Injunctions. Upon the Effective Date, all Releasing Parties shall be permanently enjoined from:

- (i) asserting or pursuing any of the Subject Claims against any of the Released Parties, whether directly, indirectly, or derivatively, whether on their own behalf, on behalf of a Covered Trust, or otherwise, and whether alone or in conjunction with others, and
- (ii) directing, encouraging, instigating, voting in favor of, joining, or fomenting in any way the assertion or pursuit by any person or entity (including any of the Covered Trusts or any trustee of any of the Covered Trusts) of any of the Subject Claims against any of the Released Parties;

*provided, however*, that non-members of the Settlement Class shall not be so enjoined with respect to (a) any Certificate the non-member purchased or acquired from an unaffiliated Settlement Class member (or from a direct or indirect successor of a Settlement Class Member that is not a mutual affiliate of the non-member and the Settlement Class member) prior to the

deadline for submitting requests for exclusion, or (b) any Certificate the non-member purchased or acquired on or after the deadline for submitting requests for exclusion that were held by another non-member as of such deadline (unless the two non-members are mutual affiliates of a Settlement Class member).

13. Assignments. Upon the Effective Date, all Releasing Parties shall have, and shall be deemed to have (i) irrevocably assigned to BANA any and all rights they may have to receive (directly or indirectly, including through the Covered Trusts' waterfalls) any recoveries from any of the Released Parties in connection with any of the Subject Claims asserted in any derivative or other litigation by or on behalf of a Covered Trust; and (ii) agreed, in the event they learn that such recoveries have been paid to them or their nominees, to use their best efforts to notify BANA within 45 days. Notwithstanding the foregoing sentence, non-members of the Settlement Class shall not be deemed to have provided such an assignment with respect to (i) any Certificate the non-member purchased or acquired from an unaffiliated Settlement Class member (or from the direct or indirect successor of a Settlement Class Member that is not a mutual affiliate of the non-member and the Settlement Class member) prior to the deadline for submitting requests for exclusion; or (ii) any Certificate the non-member purchased or acquired on or after the deadline for submitting requests for exclusion that were held by another non-member as of such deadline (unless the two non-members are mutual affiliates of a Settlement Class Member).

14. Administration of Settlement. The Claims Administrator shall administer the Settlement in accordance with the provisions of the Stipulation and of the Preliminary Approval Order. After the Effective Date has occurred and the claims administration process has been completed, Plaintiffs shall move the Court for an order (i) approving the Claims Administrator's administrative determinations concerning the acceptance and rejection of claims and approving any fees and expenses not previously applied for, including the fees and expenses of the Claims Administrator; and (ii) directing that the Net Settlement Fund be distributed from the Escrow Account. Upon entry of such an order, the Claims Administrator shall distribute the Net

Settlement Fund from the Escrow Account to Authorized Claimants pursuant to the Plan of Allocation.

15. Distributions Final and Conclusive. The payments provided for in the preceding paragraph shall be final and conclusive as against any and all members of the Settlement Class. All members of the Settlement Class whose claims on their Proof of Claim Forms are not valid shall not receive distributions from the Net Settlement Fund, but otherwise shall be bound by all the terms of the Stipulation and of the Settlement, including the terms of this Judgment Order and the releases, injunctions, and assignments provided for therein and herein. No person or entity shall have any Claim against Plaintiffs, Class Counsel, the Claims Administrator, Defendants, or Defendants' counsel based upon distributions made substantially in accordance with the Plan of Allocation or an order of the Court.

16. Extension of Protections of Stipulated Amended Protective Order to Proof of Claim Forms. In accordance with paragraph 59 of the Stipulation, the Court hereby extends the terms of the Stipulated Amended Protective Order entered in this Action on July 24, 2013 to the Proof of Claim Forms filed with the Claims Administrator, provided, however, that Released Parties are permitted to use the documents in connection with enforcing the assignment of claims by Settlement Class members described above or in the Stipulation and/or supporting arguments concerning res judicata, release of claims, and the like in the event any Releasing Party attempts to assert Subject Claims against any of the Released Parties.

17. Certain Matters Independent of Judgment Order. No ruling of this Court, or of any other court, with respect to the Plan of Allocation or any award of Litigation Expenses and/or attorneys' fees shall affect or disturb this Judgment Order. Such matters are separate and independent of this Judgment Order.

18. No Admissions. Whether or not the Effective Date occurs, the fact and terms of the Stipulation, any act performed or document signed in connection with the Settlement, and all negotiations, discussions, drafts, and proceedings in connection with the Settlement:

- (i) shall not be offered as evidence of, or construed as, any admission, concession, or presumption with respect to the truth or falsity of any fact alleged by Plaintiffs, the validity or infirmity of any Claim asserted by Plaintiffs, or the validity or infirmity of any defense asserted by Defendants;
- (ii) shall not be offered as evidence of, or construed as, any admission, concession, or presumption of any liability, wrongdoing, or fault of any kind on the part of any of the Released Parties;
- (iii) shall not be offered as evidence of, or construed as, any admission or concession of any lack of merit in any aspect of the claims asserted in the Action by any of the Releasing Parties; and
- (iv) shall not be offered into evidence, or otherwise referred to, in any proceeding or forum as against any of the Parties or the Released Parties, except in connection with proceedings to enforce the terms of the Stipulation or of this Judgment Order (including proceedings before or after the Effective Date to dismiss or stay any action asserting any of the Subject Claims); *provided, however*, that any of the Released Parties may file the Stipulation and/or this Judgment Order in any proceeding to support an argument, defense, or counterclaim based on principles of res judicata, collateral estoppel, release and discharge, good faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue preclusion or similar argument, defense, or counterclaim.

19. Continuing Jurisdiction. Without affecting the finality of this Judgment Order, the Court retains continuing jurisdiction over (i) enforcing the terms of the Stipulation and of this Judgment Order, including but not limited to the releases, injunctions, and assignments provided for therein and herein; (ii) implementing the Settlement, including any distribution or disposition of the Settlement Fund or Net Settlement Fund, including interest earned thereon; (iii) hearing

and determining applications for Litigation Expenses and attorneys' fees; and (iv) all Parties and members of the Settlement Class for the purpose of construing, enforcing and administering the Stipulation and the Settlement. Additionally, all funds in the Escrow Account are *in custodia legis* of the Court and shall remain subject to the jurisdiction of the Court until such time as the funds are disbursed pursuant to the Stipulation and/or further order of the Court.

20. Effect of Termination of Settlement. If the Settlement is terminated or the Effective Date otherwise does not occur, (i) the terms of the Stipulation, of the Settlement, and of this Judgment Order shall be null and void except to the extent set forth in the Stipulation; (ii) the Settlement Fund, plus any interest earned or appreciation thereon, less any Taxes paid or due with respect to such income or appreciation, and less Notice and Administration Costs and Tax Costs paid or payable, shall be returned to BANA within 15 business days after termination or the event that causes the Effective Date not to occur; (iii) the Parties shall revert to the positions they occupied in the Action as of June 5, 2014; and (iv) the Stipulation, the facts of the Settlement, and this Judgment Order shall not be admissible for any purpose except as set forth in the Stipulation.

21. No Liability for Certain Matters. None of the Released Parties shall have any responsibility for, or liability relating to: (i) the provision of Notice or the publication of the Publication Notice; (ii) the establishment or administration of the Plan of Allocation; (iii) the establishment, maintenance, administration, or distribution of the Settlement Fund, the Net Settlement Fund, or the Escrow Account (other than BANA's obligation to deposit the Settlement Fund into the Escrow Account and other than Defendants' rights pertaining to Tax Costs and to Notice and Administration Costs in excess of \$500,000 as set forth in the Stipulation); (iv) the allocation of any award of attorneys' fees or Litigation Expenses; (v) the receipt, review, determination, approval, disapproval, administration, calculation, or payment of claims on Proof of Claim Forms; (vi) the payment or withholding of Taxes or Tax Costs; (vii) the administration of the Settlement; or (viii) any losses incurred by any person or entity in connection with any of the foregoing matters.

22. Successors and Assigns. The Stipulation and the Judgment Order shall be binding on, and inure to the benefit of, the direct and indirect successors and assigns of the Parties and of the Settlement Class members (including but not limited to persons or entities that purchase or otherwise acquire, beneficially or otherwise, any of the Certificates from any of the Plaintiffs or Settlement Class members or their direct or indirect successors on or after the deadline for submitting requests for exclusion); *provided, however*, that this paragraph shall not alter or enlarge the definitions of Related Parties, Released Parties, and Releasing Parties set forth above or in the Stipulation, or the scope of the releases, injunctions, and assignments provided above or in the Stipulation.

23. Dismissal With Prejudice. The Action is hereby dismissed with prejudice in its entirety. Each Party shall bear its own attorneys' fees and costs except as otherwise ordered by the Court on any application for an award of attorneys' fees or Litigation Expenses payable from the Settlement Fund, as set forth in the Stipulation.

24. Entry of Judgment. There is no just reason for delay in the entry of this Judgment Order, and immediate entry of judgment by the Clerk of the Court is expressly directed.

IT IS SO ORDERED.

DATED: 3/16/15

\_\_\_\_\_  
THE HONORABLE KATHERINE B. FORREST  
UNITED STATES DISTRICT JUDGE

**Appendix**

The following persons and entities, and no others, timely and validly requested exclusion from the Settlement Class:

1. **AIG Property Casualty Company**  
(formerly known as Chartis Property Casualty Company)  
  
**AIG Specialty Insurance Company**  
(formerly known as Chartis Specialty Insurance Company)  
  
**American General Life Insurance Company**  
(also as successor-in-interest to American General Life and Accident Company, SunAmerica Life Insurance Company, and Western National Life Insurance Company)  
  
**American Home Assurance Company**  
  
**American International Group, Inc.**  
  
**American International Group, Inc. Retirement Plan**  
  
**Commerce and Industry Insurance Company**  
  
**Lexington Insurance Company**  
(also as successor-in-interest to Chartis Select Insurance Company)  
  
**National Union Fire Insurance Company of Pittsburgh, PA**  
  
**The United States Life Insurance Company in the City of New York**  
(also as successor-in-interest to First SunAmerica Life Insurance Company)

**The Variable Annuity Life Insurance  
Company**

c/o AIG Asset Management (U.S.), LLC  
New York, NY

**2. NCUA Guaranteed Notes Trusts 2010-R2**

**NCUA Guaranteed Notes Trusts 2010-R3**

**NCUA Guaranteed Notes Trusts 2011-M1**

**NCUA Guaranteed Notes Trusts 2011-R2**

**NCUA Guaranteed Notes Trusts 2011-R4**

**NCUA Guaranteed Notes Trusts 2011-R6**

c/o Korein Tillery, LLC and BYN Mellon\*  
Chicago, IL

**3. Southwest Corporate Federal Credit  
Union**

**Western Corporate Federal Credit Union**

**US Central Federal Credit Union**

c/o Korein Tillery, LLC  
Chicago, IL

**4. Fidelity Life Association**

**First Mercury Insurance Company**

**GSS Master SPC - One William Street  
Segregated Portfolio**

**Innocap Fund SICAV p.l.c. in respect of  
Sherwood Sub Fund**

**One William Street Capital Master  
Fund, Ltd.**

**OWS ABS Fund I, LP**

**OWS ABS Master Fund II, LP**

**OWS COF I Master, LP**

**OWS Credit Opportunity I, LLC**

**OWS Mortgage Opportunity Fund, LP**

c/o One William Street Capital  
New York, NY

**5. Metropolitan Life Insurance Company**

New York, NY

**6. Pacific Life Insurance Company**

**Pacific Life - RDS Funds**

**PL Employee Retirement Plan**

c/o Pacific Life Insurance Company  
Newport Beach, CA

**7. Texas County and District Retirement System**

Austin, TX

**8. The Baupost Group, L.L.C.**

Boston, MA

**9. Utah Retirement Systems**

Salt Lake City, UT

**10. Guaranty Bank**

**Imperial Capital Bank**

**United Western Bank**

c/o Wollmuth Maher & Deutsch LLP  
New York, NY

**11. Kleros Preferred Funding V PLC**

**Phoenix Light SF Limited**

**Silver Elms CDO PLC**

c/o Wollmuth Maher & Deutsch LLP  
New York, NY

**12. Columbus Life Insurance Company**

**Integrity Life Insurance Company**

**National Integrity Life Insurance  
Company**

**Western-Southern Life Assurance  
Company**

**Western-Southern Life Insurance  
Company**

c/o Wollmuth Maher & Deutsch LLP  
New York, NY

**13. San Diego County Employees Retirement  
Association**

San Diego, CA

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ARKANSAS TEACHER RETIREMENT SYSTEM  
and FRESNO COUNTY EMPLOYEES'  
RETIREMENT ASSOCIATION, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiffs,

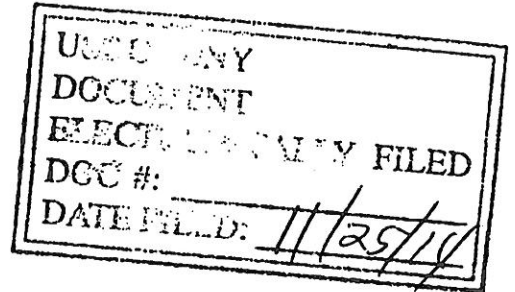
v.

BANKRATE, INC. et al.,

Defendants.

Case No. 13-cv-7183 (JSR)

ECF CASE



**ORDER AWARDING ATTORNEYS' FEES AND EXPENSES**

This matter came on for hearing on November 21, 2014 (the "Settlement Hearing") on Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Settlement Class Members who or which could be identified with reasonable effort, except those persons or entities excluded from the definition of the Settlement Class, and that a summary notice of the hearing substantially in the form approved by the Court was published in *Investor's Business Daily* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and Litigation Expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Amended Stipulation and Agreement of Settlement dated September 17, 2014 (ECF No. 73-1) (the "Amended

Stipulation”) and all terms not otherwise defined herein shall have the same meanings as set forth in the Amended Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.

3. Notice of Lead Counsel’s motion for attorneys’ fees and reimbursement of Litigation Expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for attorneys’ fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due process, and all other applicable law and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Lead Counsel is hereby awarded attorneys’ fees in the amount of 25 % of the Settlement Fund, net of Court-awarded expenses, and \$ 194,426.83 in reimbursement of litigation expenses (which fees and expenses shall be paid from the Settlement Fund), which sums the Court finds to be fair and reasonable.

5. Lead Counsel shall be paid 50% of the attorneys’ fees awarded and 100% of the approved expenses immediately upon entry of this Order. Payment of the balance of the attorneys’ fees awarded shall be made to Lead Counsel when distribution of the Net Settlement Fund to claimants has been very substantially completed.

6. In making this award of attorneys’ fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$18,000,000 in cash that has been funded into escrow pursuant to the terms of the Amended Stipulation, and that numerous

Settlement Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Lead Counsel;

(b) The fee sought by Lead Counsel has been reviewed and approved as fair and reasonable by Lead Plaintiffs, who are institutional investors that oversaw the prosecution and resolution of the Action;

(c) Copies of the Notice were mailed to over 35,000 potential Settlement Class Members and nominees stating that Lead Counsel would apply for attorneys' fees in an amount not to exceed 25% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$300,000, and there were no objections to the requested attorneys' fees and expenses;

(d) Lead Counsel has conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Settlement Class may have recovered less or nothing from Defendants;

(g) Lead Counsel devoted over 5,100 hours, with a lodestar value of approximately \$2,485,000, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

7. Lead Plaintiff Arkansas Teacher Retirement System is hereby awarded \$ 4,270.22 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

8. Lead Plaintiff Fresno County Employees' Retirement Association is hereby awarded \$ 850.67 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.

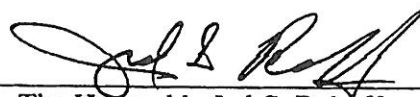
9. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

10. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Amended Stipulation and this Order.

11. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Amended Stipulation.

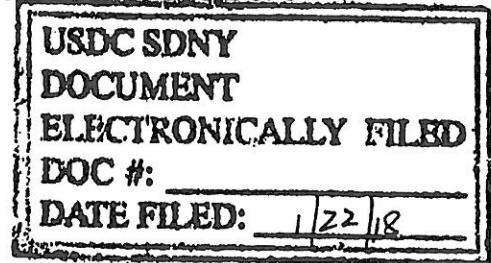
12. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 21st day of November, 2014.



The Honorable Jed S. Rakoff  
United States District Judge

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



IN RE CITIGROUP INC. BOND  
LITIGATION

Master File No. 08 Civ. 9522 (SHS)

*J* ~~PROPOSED~~ ORDER AMENDING PLAN OF ALLOCATION,  
APPROVING CLAIMS-IN-PROCESS DISTRIBUTION,  
AND MODIFYING ORDER APPROVING DISTRIBUTION PLAN  
AND PAYMENT OF LITIGATION EXPENSES

Bond Plaintiffs, on notice to Defendants' Counsel, moved this Court for an order (i) amending the Court-approved Plan of Allocation; (ii) approving payment with respect to Claims that were previously rejected and are eligible for payment under the Amended Plan of Allocation; (iii) approving payment on Claims that were previously accepted but are eligible for additional payment under the Amended Plan of Allocation; (iv) approving the Claims Administrator's determinations regarding the acceptance and rejection of the Claims-in-Process; (v) approving the Claims Administrator's determinations to reject the remaining Disputed Claims; (vi) modifying the previously approved Distribution Plan to allow the Second Distribution to occur simultaneously with the Claims-in-Process Distribution; and (vii) approving payment of the Claims Administrator's additional fees and expenses incurred and to be incurred in connection with the proposed Claims-in-Process Distribution and the Second Distribution ("Bond Plaintiffs' Motion"). Having considered all the materials and arguments submitted in support of the motion and request, including the Declaration of Stephen J. Cirami in Support of Bond Plaintiffs' Motion for Amendment of Plan of Allocation, Approval of Claims-in-Process Distribution, and Modification of Order Approving Distribution Plan and Payment of Litigation Expenses (the "Cirami Declaration"), and the Memorandum in Support of Bond Plaintiffs' Motion for Amendment of Plan of Allocation,

Approval of Claims-in-Process Distribution and Modification of Order Approving Distribution Plan and Payment of Litigation Expenses, submitted therewith;

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated March 18, 2013 (ECF No. 153-1) (the "Stipulation"), the Declaration of Stephen J. Cirami in Support of Bond Plaintiffs' Motion for Approval of Distribution Plan (ECF No. 188) (the "Initial Cirami Declaration") and the Cirami Declaration, and all terms used herein shall have the same meanings as set forth in the Stipulation, the Initial Cirami Declaration or the Cirami Declaration.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Bond Class Members.

3. Bond Plaintiffs' Motion is **GRANTED**. Accordingly,

(a) The Plan of Allocation as set forth in the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") and approved by the Court in its August 20, 2013 Opinion and Order (ECF No. 180), is amended to provide that, for conversions that occurred in July 2009, the "Conversion / Redemption Price" applied to Citigroup Capital XIX 7.250% Enhanced Trust Preferred Securities and Citigroup Capital XX 7.875% Enhanced Trust Preferred Securities shall be \$19.95 per share; and the "Conversion / Redemption Price" applied to Citigroup Capital XXI 8.300% Enhanced Trust Preferred Securities shall be \$798.00 per share. For redemptions of these securities that occurred in 2012, the "Conversion / Redemption Price" listed in Table A to the Notice will continue to be used;

(b) The Court hereby adopts the administrative recommendations of the Court-approved Claims Administrator, Garden City Group, LLC (“GCG”), to accept the Newly Accepted Claims set forth on Exhibit B-1 to the Cirami Declaration and to provide for additional payment to the Adjusted Claims set forth on Exhibit B-2 to the Cirami Declaration;

(c) The Court hereby adopts the administrative recommendations of GCG to accept the eligible Claims-in-Process set forth on Exhibit C-1 to the Cirami Declaration and to reject the ineligible or otherwise deficient Claims-in-Process and Disputed Claims set forth on Exhibits C-2 and D to the Cirami Declaration, respectively;

(d) The Court hereby directs GCG to conduct a Claims-in-Process Distribution in accordance with paragraph 3(g) of the Court’s Order Approving Distribution Plan and Payment of Litigation Expenses (ECF No. 191) (the “Initial Distribution Order”) using funds from the Reserve to bring the Newly Accepted Claims and the eligible Claims-in-Process set forth on Exhibits B-1 and C-1 to the Cirami Declaration into parity with the Claims that were paid pursuant to the Initial Distribution Order and, with respect to the Amended Claims to pay the additional amounts due on them based on their revised Recognized Claim amounts;

(e) All Claimants who or which will receive payments pursuant to this Order shall be deemed Authorized Claimants;

(f) The Distribution Plan approved by this Court in the Initial Distribution Order is hereby modified to provide that GCG may conduct the Second Distribution simultaneously with the Claims-in-Process Distribution. Once the Distribution Amounts for any Claimants whose Claims are approved for payment pursuant to this Order have been calculated in accordance with the provisions of the Distribution Plan so as to put them in parity with other

Authorized Claimants who received distributions in the Initial Distribution, after deducting those amounts and any outstanding fees and expenses approved by the Court pursuant to the Initial Distribution Order and this Order, GCG will calculate the *pro rata* share of the balance of the Net Settlement Fund pursuant to the terms of the Initial Distribution Order for all Authorized Claimants who received a distribution in the Initial Distribution and who cashed their check who were not Claims Paid-in-Full in the Initial Distribution as well as those Claimants whose Claims are approved for payment pursuant to this Order. Those Claimants who are eligible to receive a payment in the Second Distribution will be sent their Second Distribution in accordance with the terms and provisions applicable to that distribution as set forth in the Initial Distribution Order. In the case of the Newly Accepted Claims and the Claims-in-Process that are approved for payment, if they are eligible to receive the Initial Distribution, *i.e.*, their Initial Distribution Amount satisfies the \$20 *de minimis* threshold provided for in the Initial Distribution Order, and if they are not Claims Paid-in-Full on their Initial Distribution payment amount as provided for in the Initial Distribution Order, and their *pro rata* share of the balance available for the Second Distribution makes them eligible to receive such distribution under the terms of the Initial Distribution Order, their Second Distribution Amount will be included in the payment sent to them. In the case of Amended Claims, the additional Initial Distribution payment, plus the amount of their Second Distribution payment (if any) will be included in the same payment;

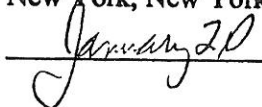
(g) Except as set forth in paragraphs 3(f) above, the Initial Distribution Order shall remain unmodified and in effect and further distributions of the Net Settlement Fund shall be made in accordance with the Initial Distribution Order; and

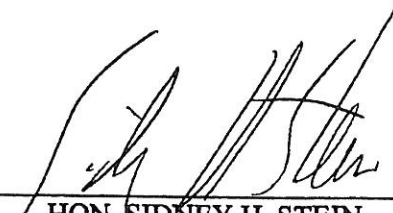
(h) The fees and expenses in the amount of \$364,550.14 incurred and to be incurred by GCG as set forth on Exhibit E to the Cirami Declaration are approved.

4. This Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

SO ORDERED:

Dated: New York, New York

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HON. SIDNEY H. STEIN  
United States District Judge

#997762

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION

In re COLONIAL BANCGROUP,  
INC. SECURITIES LITIGATION

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Case No.: 2:09-CV-00104-RDP-WC

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

This matter is before the court on Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (Doc. # 472).<sup>1</sup> The following evidence was filed in support of the Motion: declarations from James W. Johnson and Nicole M. Zeiss (Docs. # 472-1, 477, 479, 481) and the Stipulation of Settlement and the Amended and restated Stipulation of Settlement (Docs. # 445, 456). The court also received certain objections regarding the requested attorneys' fees, and heard argument on those objections at the Settlement Hearing conducted on January 25, 2011.<sup>2</sup>

Lead Counsel's Motion seeks attorneys' fees in the amount of 25% of the Settlement Fund, or \$2,625,000, and reimbursement of litigation expenses in the amount of \$448,229.

"In this Circuit, the appropriate standard for fee awards in common fund cases is a percentage of the fund established for the benefit of the class, with the benchmark award being twenty-five percent of the fund." *Flournoy v. Honeywell Intern., Inc.*, 2007 WL 1087279, \* 1 (S.D. Ga. 2007)

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<sup>1</sup> All capitalized terms used herein having the meanings as set forth and defined in the Amended and Restated Stipulation and Agreement of Settlement with Officer and Director Defendants (the "Stipulation"), dated as of September 14, 2011.

<sup>2</sup> A more detailed background to the Motion before the court can be found in the court's Order Approving Proposed Partial Class Settlement and Plan of Allocation. (Doc. # \_\_\_\_).

(quoting *Camden I Condominium Associates, Inc. v. Dunkel*, 946 F.2d 768, 774 (11th Cir. 1991)); see also *Waters v. Intern. Precious Metals Corp.*, 190 F.3d 1291, 1294 (11th Cir. 1999) (majority of common fund fee awards fall between 20% to 30% of the fund). Thus, Lead Counsel's request for an award of 25% of the payments to class members under the Settlement is well within a reasonable range. *Camden I*, 946 F.2d at 774; see also *Pinto v. Princess Cruise Lines, Ltd.*, 513 F.Supp.2d 1334, 1341 (S.D. Fla. 2007) ("In private litigation, attorneys regularly contract for contingent fees between 30% and 40% directly with their clients."); *Kirchoff v. Flynn*, 786 F.2d 320, 323 (7th Cir.1986) (observing that "40% is the customary fee in tort litigation").

Where class counsel request more than the 25% "benchmark," the matter is "committed to the discretion of this Court, guided by what have become known as the twelve *Johnson* factors that were set out in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717 (5th Cir.1974)." *Flournoy*, 2007 WL 1087279 at \* 1.

Because the percentage fee requested is precisely at the benchmark range, the court need not analyze all of the *Johnson* factors. Nonetheless, the court notes the following relevant points. First, three sophisticated institutional investor lead plaintiffs and the overwhelming majority of the Settlement Class have not objected to the reasonableness of the fee requested. Lead Counsel has dedicated significant time and resources to the prosecution of the claims in this case and to effectuating the partial settlement at issue before the court. The customary fee for plaintiffs asserting claims of this type is a contingent fee. The most common contingent fee is one third of the recovery, and forty percent fee contracts are common for complex and difficult litigation such as this. *Pinto*, 513 F.Supp.2d at 1341 ("In private litigation, attorneys regularly contract for contingent fees between 30% and 40% directly with their clients."); *Kirchoff*, 786 F.2d at 323 (observing that "40% is the customary fee in tort litigation").

Further, based upon the evidence before the court, the court makes the following findings:

(a) The partial Settlement has created a fund of \$10.5 million in cash and numerous Settlement Class Members who submit eligible Proofs of Claim will benefit from the Settlement created by the efforts of Lead Counsel;

(b) The request for attorneys' fees and reimbursement of litigation expenses has been reviewed and approved as fair and reasonable by Lead Plaintiffs State-Boston Retirement System, Norfolk County Retirement System and City of Brockton Retirement System, sophisticated institutional investors that were directly involved in the prosecution and resolution of the claims and who have a substantial interest in insuring that any fees paid to Lead Counsel are duly earned and not excessive;

(c) Notice was disseminated to putative Settlement Class Members stating that Lead Counsel would seek fees of up to 25% of the Settlement Fund and reimbursement of expenses in an amount not to exceed \$450,000 plus interest. The few objections to the amount of the requested fee that were received have been overruled;

(d) Lead Counsel has prosecuted the claims and achieved the Settlement with skillful and diligent advocacy;

(e) The Action involves complex factual and legal issues and, in the absence of settlement, continuing with the claims against the Settling Defendants would involve lengthy proceedings whose resolution would be uncertain; and

(f) The amount of attorneys' fees awarded and litigation expenses reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.<sup>3</sup>

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<sup>3</sup> Although the court has awarded fees in conformity with the Eleventh Circuit's percentage method, it does note that Lead Counsel has devoted more than 9,500 hours, with a lodestar value of \$4,925,799.75,

Therefore, it is **ORDERED** as follows:

1. The court has jurisdiction over the subject matter of this Action and over all Parties to the Action, including all Settling Parties, Settlement Class Members and the Claims Administrator.

2. Notice of Lead Counsel's application for attorneys' fees and reimbursement of expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the application for attorneys' fees and expenses meet the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), Section 27 of the Securities Act of 1933, 15 U.S.C. § 77z-1(a)(7), as amended by the PSLRA, due process, and all other applicable law. That notice also constitutes the best notice practicable under the circumstances, and constitutes due and sufficient notice to all persons and entities entitled to receive notice.

3. Lead Counsel is hereby awarded attorneys' fees in the amount of 25% of the Settlement Fund, or \$2,625,000, and reimbursement of litigation expenses in the amount of \$448,229, with interest earned on both amounts at a rate equal to the interest earned by the Settlement Fund, which sums the court finds to be fair and reasonable.

4. Lead Plaintiff Arkansas Teacher Retirement System is hereby awarded \$1,771.00 for reimbursement of its costs directly related to its representation of the Settlement Class, and the court finds that to be fair and reasonable.

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to achieve the Settlement. (Doc. # 472-1).

5. The award of attorneys' fees and litigation expenses may be paid to Lead Counsel from the Settlement Fund, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions and obligations are incorporated herein.

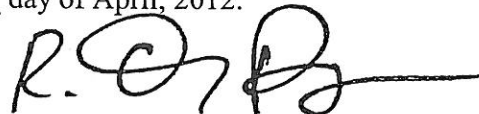
6. Any appeal or any challenge affecting this court's approval of the attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

7. Strategic Claims Services shall be paid the outstanding balance of its fees and expenses incurred to date from the Net Settlement Fund in the total amount of \$35,400.84, pursuant to the terms of the Stipulation.

8. The court retains exclusive jurisdiction over the subject matter of this Action, and over all Settling Parties to the Action, including the administration and distribution of the Net Settlement Fund to Settlement Class Members.

9. By agreement of the parties, in the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation.

**DONE and ORDERED** this 18th day of April, 2012.



**R. DAVID PROCTOR**  
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION

In re COLONIAL BANCGROUP  
SECURITIES LITIGATION,

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Case No.: 2:09-cv-00104-RDP-WC

**ORDER AWARDING ATTORNEYS' FEES AND EXPENSES**

This matter is before the court on Lead Counsel's Motion for Attorneys' Fees and Payment of Litigation Expenses (Doc. # 555), filed on May 14, 2015. All capitalized terms used herein having the meanings as set forth and defined in the Stipulation and Agreement of Settlement with Remaining Defendants (the "Stipulation"), dated as of February 3, 2015. (Doc. # 550-1.) The court has considered all matters submitted to it at the hearing held on June 18, 2015, and otherwise. A notice of the hearing substantially in the form approved by the court (the "Notice") was mailed to all reasonably identified persons or entities who purchased (i) the common stock of Colonial BancGroup, Inc. ("Colonial"), (ii) Colonial's common stock traceable to the Company's April 23, 2008 stock offering pursuant to the Registration Statement and Prospectus filed with the Securities and Exchange Commission (the "Stock Offering"), and (iii) the \$250 million worth of Subordinated Notes due in 2038, paying 8.875% interest on a quarterly basis, pursuant or traceable to Colonial's Form S-3/A Shelf Registration Statement and Prospectus dated November 12, 2004 and Form 424 (b)(2) Prospectus Supplement dated February 28, 2008 during the period between April 18, 2007 and August 6, 2009, inclusive (the "Class Period"), and were allegedly damaged thereby (the "Settlement Class"). A summary notice of the hearing (the "Summary Notice"), substantially in the form approved by the court,

was published in *Investor's Business Daily* and transmitted over *PR Newswire*. The court has considered and determined both the fairness and reasonableness of the award of attorneys' fees and expenses requested.

The court **ORDERS** as follows:

1. The court has jurisdiction over the subject matter of this Action and over all Parties to the Action, Settlement Class Members, and the Claims Administrator.

2. Notice of Lead Counsel's application for attorneys' fees and payment of expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the application for attorneys' fees and expenses met the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), Section 27 of the Securities Act of 1933, 15 U.S.C. §77z-1(a)(7), as amended by the PSLRA, due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

3. Lead Counsel is hereby awarded attorneys' fees in the amount of 25% of the Settlement Fund, or \$1,975,000, and payment of litigation expenses in the amount of \$208,460.91, with interest earned on both amounts at a rate equal to the interest earned by the Settlement Fund, which sums the court finds to be fair and reasonable.

4. The award of attorneys' fees and litigation expenses may be paid to Lead Counsel from the Settlement Fund, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions and obligations are incorporated herein.

5. In making this award of attorneys' fees and payment of litigation expenses to be paid from the Settlement Fund, the court has considered and found that:

(a) The Settlement has created a fund of \$7.9 million in cash and numerous Settlement Class Members who submit eligible Proofs of Claim will benefit from the Settlement created by the efforts of Lead Counsel;

(b) The request for attorneys' fees and payment of litigation expenses has been reviewed and approved as fair and reasonable by Lead Plaintiffs State-Boston Retirement System, Norfolk County Retirement System and City of Brockton Retirement System (Lead Plaintiff Arkansas Teacher Retirement System defers to the court with respect to the amount of attorneys' fees and expenses that should be awarded), sophisticated institutional investors that were directly involved in the prosecution and resolution of the claims and who have a substantial interest in insuring that any fees paid to Lead Counsel are duly earned and not excessive;

(c) Notice was disseminated to putative Settlement Class Members stating that Lead Counsel would seek fees of up to 25% of the Settlement Fund and payment of expenses in an amount not to exceed \$500,000, plus interest, and no objections have been received;

(d) Lead Counsel has prosecuted the claims and achieved the Settlement with skillful and diligent advocacy;

(e) The Action involves complex factual and legal issues and, in the absence of settlement, continuing with the claims against the Defendants and Tolledd Defendants would involve lengthy proceedings whose resolution would be uncertain;

(f) Lead Counsel has devoted more than 3,800 hours, with a lodestar value of \$2,299,207.25, to achieve the Settlement; and

(g) The amount of attorneys' fees awarded and litigation expenses reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases. The same fee percentage was awarded in connection with the Colonial I Settlement.

6. Any appeal or any challenge affecting this court's approval of the attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

7. Exclusive jurisdiction is hereby retained over the subject matter of this Action, and over all Parties to the Action, including the administration and distribution of the Net Settlement Fund to Settlement Class Members.

8. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation.

**DONE** and **ORDERED** this June 19, 2015.

A handwritten signature in black ink, appearing to read 'R. David Proctor', with a long horizontal line extending to the right.

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**R. DAVID PROCTOR**  
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

IN RE COMMVAULT SYSTEMS, INC.  
SECURITIES LITIGATION

Civil Action No. 14-5628 (PGS)(LHG)

~~[PROPOSED]~~ ORDER AWARDING ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES RS

This matter came on for hearing on May 14, 2018 (the "Settlement Hearing") on Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Settlement Class Members who or which could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in *Investor's Business Daily* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and Litigation Expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated November 30, 2017 (ECF No. 117-1) (the "Stipulation") and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.
2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.
3. Notice of Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses was given to all Settlement Class Members who could be identified with

reasonable effort. The form and method of notifying the Settlement Class of the motion for an award of attorneys' fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due process, and all other applicable law and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 25% of the Settlement Fund (including interest accrued on the Settlement Amount), and \$581,526.52 in reimbursement of Plaintiffs' Counsel's litigation expenses (which fees and expenses shall be paid from the Settlement Fund), which sums the Court finds to be fair and reasonable. Lead Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a manner which it, in good faith, believes reflects the contributions of such counsel to the institution, prosecution and settlement of the Action.

5. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$12,500,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Settlement Class Members who submit valid Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

(b) The fee has been reviewed and approved as reasonable by Lead Plaintiff, a sophisticated institutional investor that actively supervised the Action;

(c) Copies of the Notice were mailed to over 37,500 potential Settlement Class Members and nominees stating that Lead Counsel would apply for attorneys' fees in an amount not exceed 25% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$700,000, and no objections to the requested attorneys' fees and expenses were received;

(d) Lead Counsel conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiff and the other members of the Settlement Class may have recovered less or nothing from Defendants;

(g) Plaintiffs' Counsel devoted over 13,100 hours, with a lodestar value of approximately \$6.6 million, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Arkansas Teacher Retirement System is hereby awarded \$7,290.60 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Settlement Class.


7. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

8. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

9. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

10. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 21 day of May, 2018.

  
\_\_\_\_\_  
The Honorable Peter G. Sheridan  
United States District Judge

#1185212

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF PENNSYLVANIA**

IN RE DFC GLOBAL CORP.  
SECURITIES LITIGATION

Civ. A. No. 2:13-cv-06731-BMS

**ORDER  
GRANTING CO-LEAD COUNSEL'S MOTION FOR AN AWARD OF  
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

**WHEREAS:**

A. On September 19, 2017, a hearing was held before this Court to consider, among other matters: (1) Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Fee and Expense Application"); and (2) the fairness and reasonableness of the Fee and Expense Application to the Class Members. All interested persons were afforded the opportunity to be heard;

B. The maximum amount of fees and expenses that would be requested by Co-Lead Counsel was set forth in the Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that was disseminated in accordance with the Court's Order entered on March 8, 2017;

C. The Notice advised that any objections to the Fee and Expense Application were required to be filed with the Court no later than June 16, 2017, and mailed to counsel for the parties such that they were received no later than June 16, 2017;

D. On June 1, 2017, Co-Lead Counsel filed their Fee and Expense Application, supported by declarations and a memorandum of law;

E. This Court has duly considered Co-Lead Counsel's Fee and Expense Application, the declarations and memorandum of law submitted in support thereof, and all of the submissions and arguments presented with respect thereto.

NOW, THEREFORE, after due deliberation, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated February 28, 2017 (ECF 131-1) (the "Stipulation"), as well as the provisions set forth in paragraph 15 of the Stipulation. All capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Class Members.

3. The Fee and Expense Application is GRANTED. Co-Lead Counsel are awarded the sum of 25% of the Settlement Fund) in attorneys' fees, plus interest at the same rate earned by the Settlement Fund.

4. Co-Lead Counsel's motion for reimbursement of litigation expenses is GRANTED. Lead Counsel are awarded the sum of \$472,462.44 in litigation expenses.

5. In making this award of attorneys' fees and reimbursement of Litigation Expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$30,000,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

(b) The fee sought by Co-Lead Counsel has been reviewed and approved as reasonable by the Court-appointed Lead Plaintiffs, Arkansas Teacher Retirement System ("ATRS"), Macomb County Employees Retirement System ("Macomb County"), and Laborers' District Council and Contractors' Pension Fund of Ohio ("Ohio Laborers"), who are institutional investors that oversaw the prosecution and resolution of the Action;

(c) Copies of the Notice were mailed to over 19,800 potential Class Members and nominees stating that Co-Lead Counsel would apply for attorneys' fees in an amount not to exceed 25% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$700,000;

(d) Co-Lead Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Co-Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Class may have recovered less or nothing from Defendants;

(g) Plaintiffs' Counsel devoted over 20,800 hours, with a lodestar value of approximately \$9,891,000, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and Litigation Expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Co-Lead Counsel's motion for reimbursement of costs and expenses incurred by the Lead Plaintiffs directly related to their representation of the Class, as authorized by the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(4), is GRANTED. Lead Plaintiff ATRS is hereby awarded \$5,560; Lead Plaintiff Macomb County is hereby awarded \$7,080; and Lead Plaintiff Ohio Laborers is hereby awarded \$9,000.

7. Co-Lead Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a manner which they, in good faith, believes reflects the contributions of such counsel to the institution, prosecution and settlement of the Action.

8. The Notice provided the best notice practicable under the circumstances. Said Notice provided due and adequate notice of these proceedings and the matters set forth therein, including the fee and expense request, to all persons entitled to such Notice, and said Notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

9. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

10. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

11. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

12. There is no just reason for delay in the entry of this Order Granting Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, and immediate entry of this Order by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

SO ORDERED:



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Berle M. Schiller  
United States District Judge

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12 *and Co-Lead Counsel for the Settlement Class*

13 UNITED STATES DISTRICT COURT  
14 CENTRAL DISTRICT OF CALIFORNIA  
15 SOUTHERN DIVISION

16 IN RE HEWLETT-PACKARD  
17 COMPANY SECURITIES  
18 LITIGATION

) Case No. SACV 11-1404-AG (RNBx)  
)  
) **ORDER AWARDING**  
) **ATTORNEYS' FEES, PAYMENT**  
) **OF LITIGATION EXPENSES,**  
) **AND REIMBURSEMENT OF**  
) **LEAD PLAINTIFFS' EXPENSES**  
) **INCLUDING LOST WAGES**  
)  
)  
) Judge: Hon. Andrew J. Guilford  
) Dept.: Courtroom 10D  
) Hearing Date: September 15, 2014  
) Hearing Time: 10:00 a.m.  
)

1 THIS MATTER having come before the Court on September 15, 2014 for a  
2 hearing to determine, among other things, whether and in what amount to award:  
3 (1) Plaintiffs' Counsel's fees and litigation expenses relating to their  
4 representation of the Settlement Class in the above-captioned securities class  
5 action (the "Action"); and (2) Lead Plaintiffs' costs and expenses (including lost  
6 wages). The Court having considered all matters submitted to it at the hearing and  
7 otherwise; and it appearing that a notice of the hearing, substantially in the form  
8 approved by the Court (the "Notice"), was mailed to all reasonably identified  
9 Persons who purchased the publicly traded common stock of Hewlett-Packard  
10 Company in the open market during the period from November 22, 2010 to  
11 August 18, 2011, inclusive; and that a summary notice of the hearing (the  
12 "Summary Notice"), substantially in the form approved by the Court, was  
13 published in *The Wall Street Journal* and transmitted over *PR Newswire*; and the  
14 Court having considered and determined the fairness and reasonableness of:  
15 (1) the award of attorneys' fees and litigation expenses requested; and (2) the  
16 costs and expenses (including lost wages) requested by Lead Plaintiffs;

17 NOW, THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED  
18 that:

19 1. The Court has jurisdiction over the subject matter of this Action and  
20 over all parties to the Action, including all Settlement Class Members and the  
21 Claims Administrator.

22 2. All capitalized terms used in this order have the meanings as set forth  
23 and defined in the Stipulation and Agreement of Settlement (the "Stipulation"),  
24 dated as of March 31, 2014.

25 3. Settlement Class Members were notified that Plaintiffs' Counsel  
26 would be applying for an award of attorneys' fees and litigation expenses and,  
27 further, that such application also might include a request for an award to Lead  
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1 Plaintiffs for reimbursement of their reasonable costs and expenses, including lost  
 2 wages, in an amount not to exceed \$75,000. The form and method of notifying  
 3 the Settlement Class of the application for attorneys’ fees and expenses met the  
 4 requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section  
 5 21(D)(a)(7) of the Securities Act of 1934, 15 U.S.C. §78u-4(a)(7), as amended by  
 6 the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), due process,  
 7 and any other applicable law, constituted the best notice practicable under the  
 8 circumstances, and constituted due and sufficient notice to all persons and entities  
 9 entitled to it.

10 4. Plaintiffs’ Counsel are awarded attorneys’ fees in the amount of  
 11 \$14,250,000, plus interest at the same rate earned by the Settlement Fund (i.e.,  
 12 25% of the Settlement Fund, which includes interest earned thereon), and payment  
 13 of litigation expenses in the amount of \$333,443.39, plus interest at the same rate  
 14 earned by the Settlement Fund, which sums the Court finds to be fair and  
 15 reasonable.

16 5. The award of attorneys’ fees and litigation expenses shall be paid to  
 17 Co-Lead Counsel from the Settlement Fund immediately upon entry of this Order,  
 18 subject to the terms, conditions, and obligations of the Stipulation, which terms,  
 19 conditions, and obligations are incorporated into this order.

20 6. Lead Plaintiffs are awarded costs and expenses (which includes lost  
 21 wages) in the following amounts, which sums the Court finds to be fair and  
 22 reasonable:

<u>LEAD PLAINTIFF</u>	<u>AMOUNT AWARDED</u>
Arkansas Teacher Retirement System	\$5,654.61
Union Asset Management Holding AG	\$4,970.00
Labourers’ Pension Fund of Central and Eastern Canada	\$2,922.24

1 LIUNA National (Industrial) Pension Fund and  
2 LIUNA Staff & Affiliates Pension Fund \$6,570.00

3 The foregoing sums shall be paid to the Lead Plaintiffs from the Settlement Fund  
4 immediately upon entry of this Order, subject to the terms, conditions, and  
5 obligations of the Stipulation, which terms, conditions, and obligations are  
6 incorporated into this order.

7 7. In making this award of attorneys' fees and litigation expenses and  
8 reimbursement of Lead Plaintiffs' costs and expenses (including lost wages) to be  
9 paid from the Settlement Fund, the Court has considered and found that:

10 (a) The Settlement has created a fund of \$57 million in cash and  
11 that numerous Settlement Class Members who submit acceptable Proofs of Claim  
12 will benefit from the Settlement created by the efforts of Plaintiffs' Counsel;

13 (b) The requested attorneys' fees and payment of litigation  
14 expenses have been reviewed and approved as fair and reasonable by Lead  
15 Plaintiffs, sophisticated institutional investors that were directly involved in the  
16 prosecution and resolution of the Action and who have a substantial interest in  
17 ensuring that any fees paid to Plaintiffs' Counsel are duly earned and not  
18 excessive;

19 (c) Notice was disseminated to putative Settlement Class  
20 Members stating that Plaintiffs' Counsel would be submitting an application for  
21 attorneys' fees in an amount not to exceed 25% of the Settlement Fund, plus  
22 interest, and payment of litigation expenses incurred in connection with the  
23 prosecution of this Action in an amount not to exceed \$525,000, plus interest, and  
24 that such application also might include a request that Lead Plaintiffs be  
25 reimbursed their reasonable costs and expenses (including lost wages) directly  
26 related to their representation of the Settlement Class in an amount not to exceed  
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1 \$75,000. No Settlement Class Members have filed an objection to the application  
2 for fees and expenses submitted by Plaintiffs' Counsel;

3 (d) Plaintiffs' Counsel conducted the Action and achieved the  
4 Settlement with skillful and diligent advocacy;

5 (e) The Action involves complex factual and legal issues and, in  
6 the absence of settlement, would involve lengthy proceedings whose resolution  
7 would be uncertain;

8 (f) Plaintiffs' Counsel undertook the Action on a contingent basis  
9 and have devoted more than 13,000 hours, with a lodestar value of \$7,525,051.75  
10 to achieve the Settlement; and

11 (g) The amount of attorneys' fees, litigation expenses, and  
12 reimbursement of Lead Plaintiffs' costs and expenses (including lost wages) paid  
13 from the Settlement Fund is fair and reasonable and consistent with awards in  
14 similar cases.

15 8. Any appeal or challenge affecting this Court's approval of any  
16 attorneys' fee, expense application, or award of costs and expenses (including lost  
17 wages) to Lead Plaintiffs in the Action shall in no way disturb or affect the finality  
18 of the Judgment entered with respect to the Settlement.

19 9. Exclusive jurisdiction is retained over the subject matter of this  
20 Action and over all parties to the Action, including the administration and  
21 distribution of the Net Settlement Fund to Settlement Class Members.

22 10. In the event that the Settlement is terminated or does not become  
23 Final or the Effective Date does not occur in accordance with the terms of the  
24 Stipulation, this order shall be rendered null and void to the extent provided by the  
25 Stipulation and shall be vacated in accordance with the Stipulation.

1 SO ORDERED this 15th day of September, 2014

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ANDREW J. GUILFORD  
UNITED STATES DISTRICT JUDGE

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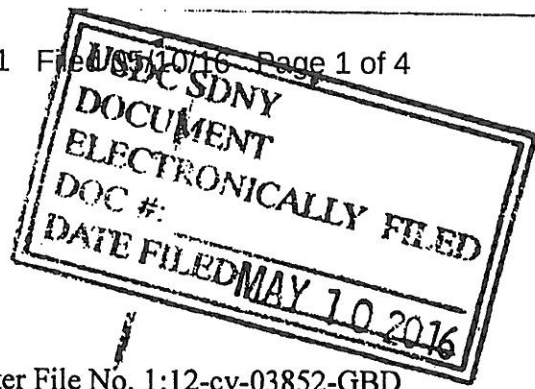
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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE JPMORGAN CHASE & CO.  
SECURITIES LITIGATION



Master File No. 1:12-cv-03852-GBD

**ORDER AWARDING ATTORNEYS' FEES  
AND REIMBURSEMENT OF LITIGATION EXPENSES**

This matter came on for hearing on May 10, 2016 (the "Settlement Hearing") on Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Class Members who or which could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in the *Wall Street Journal* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and Litigation Expenses requested,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated December 18, 2015 (ECF No. 198-1) (the "Stipulation") and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.
2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Class Members.
3. Notice of Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses was given to all Class Members who could be identified with

reasonable effort. The form and method of notifying the Class of the motion for attorneys' fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due process, and all other applicable law and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 21% of the Settlement Fund and \$1,537,671.14 in reimbursement of Plaintiffs' Counsel's litigation expenses (which fees and expenses shall be paid from the Settlement Fund), which sums the Court finds to be fair and reasonable. Co-Lead Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a manner which they, in good faith, believe reflects the contributions of such counsel to the institution, prosecution and settlement of the Action.

5. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$150,000,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Co-Lead Counsel;

(b) The fee sought by Co-Lead Counsel has been reviewed and approved as reasonable by Lead Plaintiffs, institutional investors that oversaw the prosecution and resolution of the Action;

(c) Copies of the Notice were mailed to over 740,000 potential Class Members and nominees stating that Co-Lead Counsel would apply for attorneys' fees in an amount not exceed 25% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$2,000,000. There were two objections to the requested attorneys' fees and expenses which the Court has considered and found to be without merit;

(d) Co-Lead Counsel has conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action raised a number of complex issues;

(f) Had Co-Lead Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Class may have recovered less or nothing from Defendants;

(g) Plaintiffs' Counsel devoted over 73,000 hours, with a lodestar value of approximately \$32,590,000, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. Lead Plaintiff Ohio Public Employee Retirement System is hereby awarded \$18,212.80 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

7. Lead Plaintiff Arkansas Teacher Retirement System is hereby awarded \$3,355.40 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

8. Lead Plaintiff State of Oregon by and through the Oregon State Treasurer on behalf of the Common School Fund and, together with the Oregon Public Employee Retirement Board, on

behalf of the Oregon Public Employee Retirement Fund is hereby awarded \$14,557.81 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

9. Lead Plaintiff Sjunde AP-Fonden is hereby awarded \$11,789.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

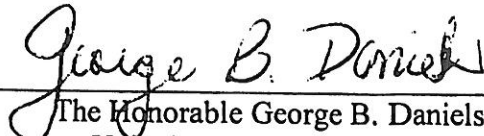
10. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

11. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

12. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

13. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 10 day of MAY, 2016.

  
\_\_\_\_\_  
The Honorable George B. Daniels  
United States District Judge

#984816



transmitted over *PR Newswire*; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and litigation expenses requested;

NOW, THEREFORE, IT IS HEREBY ORDERED, this 25<sup>th</sup> day of July, 2013 that:

1. The Court has jurisdiction over the subject matter of this Litigation and over all Parties to the Litigation, including all Class Members and the Claims Administrator.
2. Notice of Lead Counsel's application for attorneys' fees and reimbursement of litigation expenses was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the application for attorneys' fees and expenses met the requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.
3. Lead Counsel is hereby awarded attorneys' fees in the amount of \$1,687,500 plus interest at the same rate earned by the Settlement Fund (or 25% of the Settlement Fund, which includes interest earned thereon) and reimbursement of litigation expenses in the amount of \$519,174.98, plus interest at the same rate earned by the Settlement Fund, which sums the Court finds to be fair and reasonable.
4. The award of attorneys' fees and litigation expenses may be paid to Lead Counsel from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions, and obligations are incorporated herein.

5. In making this award of attorneys' fees and reimbursement of litigation expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund of \$6,750,000 in cash and that numerous Class Members who submit acceptable Proofs of Claim will benefit from the Settlement created by the efforts of Lead Counsel;

(b) The requested attorneys' fees and payment of litigation expenses has been reviewed and approved as fair and reasonable by Lead Plaintiff Arkansas Teacher Retirement System, a sophisticated institutional investor that was directly involved in the prosecution and resolution of the Litigation and who has a substantial interest in insuring that any fees paid to Lead Counsel are duly earned and not excessive;

(c) Notice was disseminated to putative Class Members stating that Lead Counsel was moving for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund, plus interest, and reimbursement of expenses incurred in connection with the prosecution of this Litigation in an amount not to exceed \$600,000, plus interest, and no Class Member has filed an objection to the fees and expenses requested by Lead Counsel;

(d) Lead Counsel conducted the Litigation and achieved the Settlement with skillful and diligent advocacy;

(e) The Litigation involves complex factual and legal issues, and, in the absence of settlement, would involve further lengthy proceedings with uncertain resolution if the case were to proceed to trial;

(f) Lead Counsel pursued the Litigation on a contingent basis, having received no compensation during the Litigation, and any fee award has been contingent on the result achieved;

(g) Lead Counsel has devoted 17,044.35 hours, with a lodestar value of \$8,026,516.07, to achieve the Settlement;

(h) The amount of attorneys' fees are consistent with awards in similar cases and supported by public policy; and

(i) The amount of expenses awarded are fair, reasonable and necessarily incurred in connection with the prosecution and settlement of the Litigation.

6. In accordance with the PSLRA, the Court hereby awards Lead Plaintiff, Arkansas Teacher Retirement System, reimbursement of its reasonable lost wages directly related to its representation of the Class in the amount of \$4,032.

7. Any appeal or any challenge affecting this Court's approval of any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

8. Exclusive jurisdiction is hereby retained over the subject matter of this Litigation and over all Parties to the Litigation, including the administration and distribution of the Settlement proceeds to Class Members.

9. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation

Dated: July 25, 2013

\_\_\_\_\_  
/s/  
Claude M. Hilton  
United States District Judge

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Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA

In re MGM MIRAGE SECURITIES  
LITIGATION

This Document Relates To:

ALL ACTIONS.

) No. 2:09-cv-01558-GMN-VCF

) CLASS ACTION

) [PROPOSED] ORDER AWARDING  
) ATTORNEYS’ FEES AND EXPENSES AND  
) LEAD PLAINTIFFS’ EXPENSES  
) PURSUANT TO 15 U.S.C. §78u-4(a)(4)

DATE: March 1, 2016

TIME: 9:00 a.m.

CTRM: The Honorable Gloria M. Navarro

THIS MATTER having come before the Court on March 1, 2016, on the motion of Lead Plaintiffs for an Award of Attorneys' Fees and Expenses to Lead Counsel and Awards to Lead Plaintiffs (the "Motion") (Dkt. No. 358) in the above-captioned action; the Court, having considered all papers filed and proceedings conducted herein, having found the Settlement of the Action to be fair, reasonable and adequate, and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. For purposes of this Order, the capitalized terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement dated August 28, 2015 (the "Settlement Agreement"), and filed with the Court.

2. The Court has jurisdiction to enter this Order. This Court has jurisdiction over the subject matter of the Motion and all matters relating thereto, and over all Settling Parties to the Action, including all members of the Class who have not timely and validly requested exclusion.

3. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, the Court finds and concludes that due and adequate notice of the Motion was directed to all Persons and entities who are Class Members, including individual notice to those who could be identified with reasonable effort, advising them of the Motion and of their right to object thereto, and a full and fair opportunity was accorded to all Persons and entities who are Class Members to be heard with respect to the Motion.

4. The Court hereby awards Lead Counsel attorneys' fees of 25% of the Settlement Amount and expenses of \$1,937,528.73 together with the interest earned thereon for the same time period and at the same rate as that earned by the Settlement Amount until paid. The foregoing attorneys' fees and expenses shall be paid from the Settlement Fund in accordance with the terms of

the Settlement Agreement. The Court finds that the amount of fees awarded is fair and reasonable under the “percentage-of-recovery” method, which is the preferred method for awarding fees in common fund cases in the Ninth Circuit, considering, among other things, the substantial risks of no recovery; the result obtained for the Class; the awarded fee is in accord with the Ninth Circuit’s benchmark fee award and consistent with empirical data regarding fee awards in cases of this size; the quality and extent of legal services provided by Lead Counsel that produced the Settlement; Lead Plaintiffs appointed by the Court to represent the Class reviewed and approved the requested fee; and the reaction of the Class to the fee request supports the fee awarded.

5. Pursuant to 15 U.S.C. §78u-4(a)(4), the Court hereby awards Lead Plaintiffs for their costs and expenses directly related to their representation of the Class as follows: \$11,853.00 to Arkansas Teacher Retirement System; \$4,400.00 to Philadelphia Board of Pensions and Retirement; \$5,075.00 to Luzerne County Retirement System; and \$11,300.00 to Stichting Pensioenfonds Metaal en Techniek.

6. The Court has considered the objections filed by Nickolas A. Kacprowski, Colorado Public Employees’ Retirement Association, National Automatic Sprinkler Industry Pension Fund and William E. Stafford, Jr., and finds them to be without merit. Therefore, the Court overrules them in their entirety.

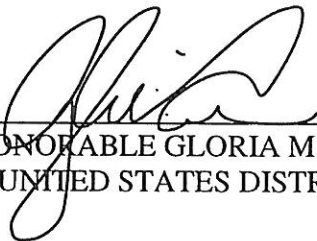
7. The awarded attorneys’ fees and expenses, and interest earned thereon, shall be paid to Lead Counsel from the Settlement Fund immediately after the date this Order is executed subject to the terms, conditions, and obligations of the Settlement Agreement, which terms, conditions, and obligations are incorporated herein.

8. Jurisdiction is hereby retained over the Settling Parties and Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Settlement Agreement and this Order.

9. The Court directs immediate entry of this Order by the Clerk of the Court.

IT IS SO ORDERED.

DATED: March 1, 2016

  
\_\_\_\_\_  
THE HONORABLE GLORIA M. NAVARRO  
CHIEF UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA

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	: Case No. 2:13-cv-00433-LDG (CWH)
	: Base File
In re: SPECTRUM PHARMACEUTICALS,	:
INC., SECURITIES LITIGATION	: CLASS ACTION
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	:
	x

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~~REDACTED~~ **ORDER AWARDING ATTORNEYS' FEES AND  
PAYMENT OF LITIGATION EXPENSES**

On June 13, 2016, a hearing having been held before this Court to determine, among other things, whether and in what amount to award Lead Counsel Labaton Sucharow LLP ("Labaton Sucharow" or "Lead Counsel"), on behalf of itself and The O'Mara Law Firm, P.C. (collectively, "Plaintiff's Counsel"), in the above-captioned consolidated securities class action (the "Action") fees and litigation expenses directly relating to their representation of the Settlement Class. The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing substantially in the form approved by the Court (the "Notice") was mailed to all reasonably identified persons or entities who purchased or acquired the publicly traded securities of Spectrum Pharmaceuticals, Inc. ("Spectrum" or the "Company") from August 8, 2012 through March 12, 2013, inclusive, and were allegedly damaged thereby; and that a summary notice of the hearing (the "Summary Notice"), substantially in the form approved by the Court, was published in *Investor's Business Daily* and transmitted over PR Newswire; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. The Court has jurisdiction over the subject matter of this Action and over all parties to the Action, including all Settlement Class Members, counsel, and the Claims Administrator.
2. All capitalized terms used herein have the meanings set forth and defined in the Stipulation and Agreement of Settlement, dated as of November 19, 2015 (the "Stipulation").
3. Notice of Lead Counsel's application for attorneys' fees and payment of litigation expenses was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the application for attorneys' fees and expenses met the requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.
4. The Court hereby awards Lead Counsel attorneys' fees in the amount of 25% of the Settlement Fund, which includes accrued interest, and payment of litigation expenses in the amount of \$73,439.66, plus interest at the same rate earned by the Settlement Fund, which sums the Court finds to be fair and reasonable.
5. The award of attorneys' fees and litigation expenses may be paid to Lead Counsel from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions, and obligations are incorporated herein.

6. In making this award of attorneys' fees and payment of litigation expenses to be paid from the Settlement Fund, the Court has analyzed the factors considered within the Ninth Circuit and found that:

(a) The Settlement has created a common fund of \$7 million in cash and that numerous Settlement Class Members who submit acceptable Claim Forms will benefit from the Settlement created by the efforts of Plaintiffs' Counsel;

(b) The requested attorneys' fees and payment of litigation expenses have been reviewed and approved as fair and reasonable by Lead Plaintiff, a sophisticated institutional investor that was directly involved in the prosecution and resolution of the Action and who has a substantial interest in ensuring that any fees paid to Plaintiffs' Counsel are duly earned and not excessive;

(c) Plaintiffs' Counsel undertook the Action on a contingent basis, and have borne all the ensuing risk, including the risk of no recovery, given, among other things, the risks of litigation including Defendants' defenses on the falsity of their statements, scienter, loss causation, and damages.

(d) The Action involves complex factual and legal issues and, in the absence of settlement, would involve lengthy proceedings whose resolution would be uncertain;

(e) Lead Counsel conducted the Action and achieved the Settlement with skillful and diligent advocacy;

(f) Plaintiffs' Counsel have devoted more than 3,500 hours, with a lodestar value of \$2,088,443 to achieve the Settlement;

(g) The amount of attorneys' fees awarded are fair and reasonable and consistent with fee awards approved in cases within the Ninth Circuit with similar recoveries; and

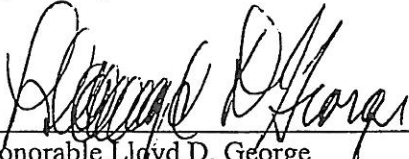
(h) Notice was disseminated to putative Settlement Class Members stating that Lead Counsel would be submitting an application for attorneys' fees in an amount not to exceed 25% of the Settlement Fund, plus interest, and payment of litigation expenses incurred in connection with the prosecution of this Action in an amount not to exceed \$125,000, plus interest. No Settlement Class Members have filed an objection to the application for fees and expenses submitted by Lead Counsel.

7. Any appeal or challenge affecting this Court's approval of any attorneys' fee or expense application in the Action shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

8. Exclusive jurisdiction is retained over the subject matter of this Action and over all parties to the Action, including the administration and distribution of the Net Settlement Fund to Settlement Class Members.

9. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the Stipulation.

Dated: 13 June, 2016

  
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Honorable Lloyd D. George  
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

IN RE SCHERING-PLOUGH  
CORPORATION / ENHANCE  
SECURITIES LITIGATION

Civil Action No. 08-397 (DMC) (JAD)

**ORDER AWARDING ATTORNEYS' FEES AND EXPENSES**

This matter came on for hearing on October 1, 2013 (the "Settlement Hearing") on Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Class Members who or which could be identified with reasonable effort, except those persons or entities excluded from the definition of the Class, and that a summary notice of the hearing substantially in the form approved by the Court was published in *The Wall Street Journal* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and litigation expenses requested.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated as of June 3, 2013 (ECF No. 419-1) (the "Stipulation") and all terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.
2. The Court has jurisdiction to enter this Order and over the subject matter of the Action and all parties to the Action, including all Class Members.
3. Notice of Co-Lead Counsel's motion for attorneys' fees and reimbursement of Litigation Expenses was given to all Class Members who could be identified with reasonable

effort. The form and method of notifying the Class of the motion for attorneys' fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. §§ 77z-1(a)(7), 78u-4(a)(7)), due process, and all other applicable law and rules, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of 16.92% of the Settlement Fund, which sum the Court finds to be fair and reasonable, and \$3,620,049.63 in reimbursement of litigation expenses, which fees and expenses shall be paid to Co-Lead Counsel from the Settlement Fund. Co-Lead Counsel shall allocate the attorneys' fees awarded amongst Plaintiffs' Counsel in a manner which they, in good faith, believe reflects the contributions of such counsel to the institution, prosecution and settlement of the Action.

5. Lead Plaintiff the Arkansas Teacher Retirement System is hereby awarded \$8,020.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

6. Lead Plaintiff the Public Employees' Retirement System of Mississippi is hereby awarded \$39,080.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

7. Lead Plaintiff the Louisiana Municipal Police Employees' Retirement System is hereby awarded \$19,575.00 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

8. Lead Plaintiff the Massachusetts Pension Reserves Investment Management Board is hereby awarded \$35,772.26 from the Settlement Fund as reimbursement for its reasonable costs and expenses directly related to its representation of the Class.

9. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court adopts and approves the recommendations of the Court-appointed Special Masters, Stephen M. Greenberg, Esq. and Jonathan J. Lerner, Esq., as set forth in their Report and Recommendations of the Special Masters Relating to the Award of Attorneys' Fees and Expenses dated August 27, 2013 (ECF No. 435). In addition, the Court has considered and found that:

(a) The Settlement has created a fund of \$473,000,000 in cash that has been funded into an escrow account pursuant to the terms of the Stipulation, and that numerous Class Members who submit acceptable Claim Forms will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

(b) The fee sought by Co-Lead Counsel has been reviewed and approved as fair and reasonable by Lead Plaintiffs, which are sophisticated institutional investors that were substantially involved in all aspects of the prosecution and resolution of the Action;

(c) Copies of the Settlement Notice were mailed to over 406,000 potential Class Members and nominees stating that Co-Lead Counsel would apply for an award of attorneys' fees in an amount not to exceed 17% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$5,250,000, and only one objection to the requested attorneys' fees was submitted. The Court has considered the objection and found it to be without merit;

(d) Plaintiffs' Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Action involves complex factual and legal issues and was actively prosecuted for over four years;

(f) Had Plaintiffs' Counsel not achieved the Settlement there would remain a significant risk that Lead Plaintiffs and the other members of the Class may have recovered less or nothing from the Defendants;

(g) Plaintiffs' Counsel devoted over 126,000 hours, with a lodestar value of approximately \$59.7 million, to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable and consistent with awards in similar cases.


10. Any appeal or any challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Judgment.

11. Exclusive jurisdiction is hereby retained over the parties and the Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

12. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation.

13. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

SO ORDERED this 1 day of Oct, 2013.

  
The Honorable Dennis M. Cavanaugh  
United States District Judge



**WHEREAS**, on November 2, 2016, a hearing was held before this Court to determine, among other things, whether and in what amount to award Lead Counsel Labaton Sucharow LLP (“Labaton Sucharow” or “Lead Counsel”), on behalf of itself and all other counsel for Plaintiffs (collectively, “Plaintiff’s Counsel”), attorneys’ fees and Litigation Expenses directly relating to their representation of the Settlement Class, and whether and in what amount to grant Service Awards to Plaintiff Arkansas Teacher Retirement System (“ARTRS”), and Plaintiffs Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employee Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively, the “ERISA Plaintiffs”) directly relating to their service as representatives of the Settlement Class;

**WHEREAS**, it appears that a Notice of the hearing, substantially in the form approved by the Court, was mailed to all reasonably identified custody and trust customers of SSBT (including customers for which SSBT served as directed trustee, ERISA Plans, and Group Trusts), reflected in SSBT’s records as having a United States tax address at any time during the period from January 2, 1998 through December 31, 2009, inclusive, and that executed one or more Indirect FX Transactions with SSBT and/or its subcustodians during the period from January 2, 1998 through December 31, 2009, inclusive;

**WHEREAS**, it further appears that a Summary Notice of the hearing, substantially in the form approved by the Court, was published in *The Wall Street Journal* and transmitted over *PR Newswire*; and

**WHEREAS**, the Court has considered and determined the fairness and reasonableness of the attorneys’ fees, Litigation Expenses, and Service Awards requested;

WHEREAS, the Court has considered all papers filed and proceedings had herein, and is otherwise fully informed;

**NOW, THEREFORE, after due deliberation, IT IS ORDERED, ADJUDGED AND DECREED that:**

1. The Court has jurisdiction over the subject matter of the Class Actions and over all parties to the Class Actions, including all Settlement Class Members, counsel, and the Claims Administrator.

2. All capitalized terms used herein have the meanings set forth and defined in the Stipulation and Agreement of Settlement, dated as of July 26, 2016 (the "Settlement Agreement").

3. Notice of Lead Counsel's application for attorneys' fees, litigation expenses, and service awards was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the application for attorneys' fees and expenses met the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Constitution of the United States (including the Due Process Clause), the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, and any other applicable laws and rules, constituted the best notice practicable under the circumstances, and constituted due, adequate, and sufficient notice to all persons and entities entitled thereto.

4. The Court hereby awards fees in the amount of \$74,541,250.00, plus any accrued interest, which is approximately 25% of the Class Settlement Fund, orders payment of Litigation Expenses in the amount of \$1,257,697.94, and grants Service Awards in the amount of \$25,000.00 to Plaintiff ARTRS and \$10,000.00 to each of the six ERISA Plaintiffs, totaling \$85,000.00, which sums the Court finds to be fair and reasonable.

5. The award of attorneys' fees and litigation expenses may be paid to Lead Counsel from the Class Settlement Fund subject to the terms, conditions, and obligations of the Settlement Agreement, which terms, conditions, and obligations are incorporated herein.

6. In making this award of attorneys' fees, payment of litigation expenses, and grant of service awards to be paid from the Class Settlement Fund, the Court has analyzed the factors considered within the First Circuit and found, among other things, that:

(a) The amount of attorneys' fees awarded is fair and reasonable and consistent with fee awards approved in cases within the First Circuit and other Circuits with similar recoveries;

(b) The Settlement has created a common fund of \$300 million in cash and numerous Settlement Class Members will benefit from the Settlement created by the efforts of Plaintiffs' Counsel;

(c) Plaintiffs' Counsel undertook the Class Actions on a contingent basis, and have borne all the ensuing risk, including the risk of no recovery;

(d) Plaintiffs' Counsel have worked more than 86,000 hours, with a lodestar value of \$41,323,895.75, to achieve the Settlement;

(e) The Class Actions involved difficult and novel factual and legal issues and, in the absence of settlement, would involve lengthy proceedings whose resolution would be uncertain;

(f) Plaintiffs' Counsel are experienced in the field of class actions and conducted the Class Actions and achieved the Settlement with skillful and diligent advocacy;

(g) The requested attorneys' fee furthers the important policy goal of encouraging common fund cases asserting claims in the public interest; and

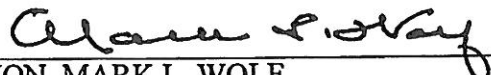
(h) Notice was disseminated to Settlement Class Members stating that Lead Counsel would be submitting an application for attorneys' fees in an amount not to exceed \$74,541,250.00, plus interest, and payment of Litigation Expenses incurred in connection with the prosecution of the Class Actions in an amount not to exceed \$1,750,000, plus interest. The Notice stated that Plaintiffs may apply to the Court for Service Awards of up to \$85,000.00 in the aggregate. No Settlement Class Members have filed an objection to the application for fees and expenses submitted by Lead Counsel.

7. Any appeal or challenge affecting this Court's approval of any attorneys' fee or expense application in the Class Actions shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

8. Exclusive jurisdiction is retained over the subject matter of the Class Actions and over all parties to the Class Actions, including the administration and distribution of the Net Class Settlement Fund to Settlement Class Members.

9. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Settlement Agreement, this order shall be rendered null and void to the extent provided by the Settlement Agreement and shall be vacated in accordance with the Settlement Agreement.

Dated: November 2, 2016

  
HON. MARK L. WOLF  
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM,  
on behalf of itself and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant.

No. 11-cv-10230 MLW

ARNOLD HENRIQUEZ, MICHAEL T. COHN,  
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,  
and those similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,  
STATE STREET GLOBAL MARKETS, LLC and  
DOES 1-20,

Defendants.

No. 11-cv-12049 MLW

THE ANDOVER COMPANIES EMPLOYEE SAVINGS  
AND PROFIT SHARING PLAN, on behalf of itself, and  
JAMES PEHOUSHEK STANGELAND, and all others  
similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant.

No. 12-cv-11698 MLW

PROPOSED ORDER AND FINAL JUDGMENT

11/2/16

WHEREAS, (i) plaintiffs Arkansas Teacher Retirement System, Arnold Henriquez,

Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies

Employees Savings and Profit Sharing Plan and James Pehoushek-Stangel (collectively “Plaintiffs”), on behalf of themselves and each Settlement Class Member by and through their counsel, and (ii) State Street Bank and Trust Company (the “Settling Defendant” or “SSBT”), by and through its counsel, entered into a Stipulation and Agreement of Settlement, dated as of July 26, 2016 (the “Settlement Agreement”), in the above-captioned cases (the “Class Actions”);

**WHEREAS**, pursuant to the Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice, and Setting Date for Hearing on Final Approval of Settlement (the “Preliminary Approval Order”), entered August 11, 2016, the Court scheduled a hearing for November 2, 2016 at 2:00 p.m. to, among other things, determine (i) whether the proposed Class Settlement is fair, reasonable, and adequate, and should be finally approved by the Court, and (ii) whether the Order and Final Judgment, as provided for under the Settlement Agreement, should be entered;

**WHEREAS**, the Court ordered that the Notice of Pendency of Class Actions, Proposed Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys’ Fees, Litigation Expenses, and Service Awards (the “Notice”), substantially in the form annexed to the Preliminary Approval Order as Exhibit A-1, be sent by first-class mail, postage prepaid, on or before ten (10) business days after the entry of the Preliminary Approval Order (“Notice Date”) to all potential Settlement Class Members who could be identified through reasonable effort, and that a summary of the Notice (the “Publication Notice”), substantially in the form annexed to the Preliminary Approval Order as Exhibit A-2, be published in the national edition of *The Wall Street Journal* and over *PR Newswire* within fourteen (14) calendar days of the Notice Date;

**WHEREAS**, the Notice and Publication Notice advised Settlement Class Members of the date, time, place, and purpose of the Final Approval Hearing. The Notice further advised that

any objections to the proposed Class Settlement were required to be filed with the Court by no later than October 7, 2016, and mailed to counsel for the Parties such that they were received by no later than October 7, 2016;

**WHEREAS**, Plaintiffs and Lead Counsel complied with the provisions of the Preliminary Approval Order as to the distribution, mailing, and publication of the Notice and Publication Notice;

**WHEREAS**, on September 15, 2016, Plaintiffs moved for final approval of the proposed Class Settlement, and the Final Approval Hearing was duly held before this Court on November 2, 2016, at which time all interested Persons were afforded the opportunity to be heard; and

**WHEREAS**, the Court has duly considered Plaintiffs' motion, the affidavits, declarations, and memoranda of law submitted in support thereof, the Settlement Agreement, all of the submissions and arguments presented with respect to the proposed Class Settlement, and the record in the Class Actions.

**NOW, THEREFORE, after due deliberation, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:**

1. **Incorporation of Settlement Documents.** This Order and Final Judgment hereby incorporates and makes a part hereof: (i) the Settlement Agreement filed with the Court on July 26, 2016; and (ii) the exhibits attached to the Settlement Agreement, including the Notice and Publication Notice, filed with the Court on September 15, 2016.
2. **Definitions.** Any term with initial capitalization that is not defined in this Order and Final Judgment shall have the meaning provided in the Settlement Agreement.

3. **Jurisdiction**. The Court has jurisdiction to enter this Order and Final Judgment.

The Court has jurisdiction over the subject matter of the Class Actions and over all parties to the Class Actions, including all Settlement Class Members.

4. **Certification of the Settlement Class**. Solely for the purpose of effectuating the Class Settlement, the Court hereby affirms its determinations in the Preliminary Approval Order and finally certifies, pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure, a Settlement Class defined as:

All custody and trust customers of State Street Bank and Trust Company (“SSBT”) (including customers for which SSBT served as directed trustee, ERISA Plans, and Group Trusts), reflected in SSBT’s records as having a United States tax address at any time during the period from January 2, 1998 through December 31, 2009, inclusive, and that executed one or more Indirect FX Transactions with SSBT and/or its subcustodians during the period from January 2, 1998 through December 31, 2009, inclusive. Excluded from the Settlement Class are: Defendants; California Public Employees’ Retirement System (CalPERS), California State Teachers’ Retirement System (CalSTRS), and the State of Washington Investment Board; the predecessors and affiliates of the foregoing, or any entity in which they have a controlling interest; and the officers, directors, legal representatives, heirs, successors, subsidiaries and/or assigns of any such excluded individual or entity in their capacities as such. Also excluded from the Settlement Class is any Person who submits a timely and valid request for exclusion from the Settlement Class in accordance with the requirements set forth in the Notice.

5. No requests for exclusion from the Settlement Class were received.

6. **Settlement Class Representatives and Class Counsel**. Solely for purposes of effectuating the Class Settlement, the Court hereby affirms its designations in the Preliminary Approval Order of Plaintiffs as representatives of the Settlement Class, Labaton Sucharow LLP as Lead Counsel for the Settlement Class, Thornton Law Firm LLP as Liaison Counsel for the Settlement Class, and Lief Cabraser Heimann & Bernstein LLP as additional Counsel for the Settlement Class, pursuant to Rule 23 of the Federal Rules of Civil Procedure.

7. **Notice.** The Court finds that the distribution, mailing, and publication of the Notice and Publication Notice to putative Settlement Class Members: (i) constituted the best notice practicable under the circumstances; (ii) was reasonably calculated, under the circumstances, to apprise Settlement Class Members of the Class Settlement, the effect of the Class Settlement (including the releases therein), and their right to exclude themselves from the Settlement Class or object to any aspect of the Class Settlement (and appear at the Final Approval Hearing), this Order and Final Judgment, the Plan of Allocation, and/or Lead Counsel's motion, on behalf of ERISA Counsel and Customer Counsel, for attorneys' fees, payment of Litigation Expenses, and any Service Awards; (iii) constituted due and sufficient notice of the Class Settlement to all Persons entitled to receive such; and (iv) satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Constitution of the United States (including the Due Process Clause), the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, and all other applicable laws and rules.

8. **Objections.** There have been no objections to the Settlement.

9. **Final Settlement Approval and Dismissal of Claims.** In light of the benefits to the Settlement Class, the complexity, expense, and possible duration of further litigation against the Defendants, the risks of establishing liability and damages, and the costs of continued litigation, the Court hereby fully and finally approves the Class Settlement as set forth in the Settlement Agreement in all respects, and finds that the Class Settlement is in all respects fair, reasonable, and adequate, and in the best interests of Plaintiffs and other Settlement Class Members. The Court further finds that the Class Settlement set forth in the Settlement Agreement is the result of arm's-length negotiations between experienced counsel representing

the interests of Plaintiffs, the Settlement Class, and the Defendants. The Class Settlement shall be consummated in accordance with the terms and provisions of the Settlement Agreement.

10. Upon the Effective Date, the following actions are each hereby dismissed in their entirety, with prejudice: (a) *Arkansas Teacher Retirement System v. State Street Bank and Trust Company*, No. 11-cv-10230 MLW (D. Mass.); (b) *Arnold Henriquez, et al. v. State Street Bank and Trust Company, et al.*, No. 11-cv-12049 MLW (D. Mass.); and (c) *The Andover Companies Employee Savings and Profit Sharing Plan, et al. v. State Street Bank and Trust Company*, No. 12-cv-11698 MLW (D. Mass.).

11. **Releases.** Upon the Effective Date, the Releasing Plaintiffs, and their respective past, present, and future heirs, executors, administrators, trustees, predecessors, successors, and assigns: (i) shall release and shall be deemed by operation of law and this Order and Final Judgment to have irrevocably, absolutely, and unconditionally fully, finally, and forever waived, released, discharged, and dismissed, with prejudice and on the merits, each and every one of the Released Class Claims against each and every one of the Released Defendant Parties, (ii) shall have and be deemed to have covenanted not to sue, directly or indirectly any Released Defendant Party with respect to any and all of the Released Class Claims; and (iii) shall forever be barred and enjoined from directly or indirectly filing, commencing, instituting, prosecuting, maintaining, intervening in, participating in (as a class member or otherwise) (except as a witness compelled by subpoena or court order), or receiving any benefits or other relief, from any action, suit, cause of action, arbitration, claim, demand, or other proceeding in any jurisdiction, whether in the United States or elsewhere, on their own behalf or in a representative capacity, that maintains or prosecutes any or all such Released Class Claims against each and every one of the Released Defendant Parties. All Releasing Plaintiffs, and their respective past,

present, and future heirs, executors, administrators, trustees, predecessors, successors, and assigns, shall be bound by the terms of the releases, covenants not to sue, and injunctions set forth in this Order and Final Judgment whether or not they obtain a recovery from the Class Settlement or seek, or actually receive, a distribution from the Class Settlement.

12. Upon the Effective Date, SSBT, on behalf of itself, the Released Defendant Parties, and each of their respective heirs, executors, administrators, trustees, predecessors, successors, and assigns, shall be deemed by operation of law to have fully, finally, and forever released, waived, discharged, and dismissed, with prejudice and on the merits, each and every one of the Released Prosecution Claims against each and every one of the Released Plaintiff Parties and their respective attorneys, and shall forever be barred and enjoined from commencing, instituting, prosecuting, or maintaining any or all such Released Prosecution Claims against each and every one of the Released Plaintiff Parties and their respective attorneys.

13. Notwithstanding Paragraphs 10-11 above, nothing in this Order and Final Judgment shall bar any action by any of the Parties to enforce or effectuate the terms of the Settlement Agreement or this Order and Final Judgment, or any action by SSBT relating to insurance coverage.

14. **Rule 11 Finding.** The Court finds and concludes that the Parties and their respective counsel have complied in all respects with the requirements of Rule 11 of the Federal Rules of Civil Procedure in connection with the commencement, maintenance, prosecution, defense, and settlement of the Class Actions.

15. **Binding Effect of Order and Final Judgment.** Each Plaintiff and Settlement Class Member, and each of their respective heirs, executors, administrators, trustees,

predecessors, successors, and assigns, is bound by this Order and Final Judgment, including, without limitation, the releases contained herein, regardless of whether such Settlement Class Member (i) receives the Notice, (ii) obtains a recovery from the Class Settlement Fund, or (iii) objects to the Class Settlement, this Order and Final Judgment, the Plan of Allocation, and/or Lead Counsel's motion, on behalf of ERISA Counsel and Customer Counsel, for attorneys' fees, payment of Litigation Expenses, and any Service Awards.

16. **Use of this Order and Final Judgment.** Except as set forth in the Settlement Agreement and in Paragraph 17 below, this Order and Final Judgment and the Settlement Agreement, whether or not consummated, and any negotiations, proceedings, or agreements relating to the Settlement Agreement, the Class Settlement, and any matters arising in connection with settlement negotiations, proceedings, or agreements, shall not be offered or received against the Parties and their counsel for any purpose, and in particular:

(a) do not constitute, and shall not be offered or received against Defendants as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by Defendants with respect to the truth of any fact alleged by Plaintiffs or any other Settlement Class Member or the validity of any claim that has been or could have been asserted in the Class Actions or in any litigation, including but not limited to the Released Class Claims, or of any liability, damages, negligence, fault, or wrongdoing of Defendants;

(b) do not constitute, and shall not be offered or received against Defendants as evidence of a presumption, concession, or admission of any fault, misstatement, or omission with respect to any statement or written document approved or made by Defendants, or against the Plaintiffs, or any other member of the Settlement Class as evidence of any infirmity in the claims or defenses that have been or could have been asserted in the Class Actions;

(c) do not constitute, and shall not be offered or received against Defendants, Plaintiffs, or any other member of the Settlement Class, or their respective counsel, as evidence of a presumption, concession, or admission with respect to any liability, damages, negligence, fault, infirmity, or wrongdoing, or in any way referred to for any other reason against Defendants, Plaintiffs, other members of the Settlement Class, or their respective counsel, in any other civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Settlement Agreement;

(d) do not constitute, and shall not be construed against Defendants, Plaintiffs, any other members of the Settlement Class, or their respective counsel as an admission or concession that the consideration to be given hereunder represents the amount which could be or would have been recovered after trial; and

(e) do not constitute, and shall not be construed as or received in evidence as an admission, concession, or presumption against Plaintiffs, any other Settlement Class Member, or their respective counsel, that any of their claims are without merit or infirm, that a class should not be certified, or that damages recoverable under the complaints filed in the Class Actions would not have exceeded the Class Settlement Amount.

17. The Released Parties may file or refer to the Settlement Agreement and/or this Order and Final Judgment to (i) effectuate the liability protection granted thereunder, including, without limitation, to support injunctive relief, or a defense or counterclaim based on principles of res judicata, collateral estoppel, release, good-faith settlement, or any theory of claim preclusion or issue preclusion or similar defense or counterclaim; or (ii) effectuate the liability protections granted them under any applicable insurance policies. The Released Parties may file or refer to the Settlement Agreement and/or this Order and Final Judgment in any action that

may be brought to enforce the terms of the Settlement Agreement and/or this Order and Final Judgment. All Released Parties submit to the jurisdiction of this Court for purposes of implementing and enforcing the Class Settlement.

18. **Retention of Jurisdiction.** The Court reserves and retains jurisdiction, without affecting in any way the finality of this Order and Final Judgment, over: (i) implementation and enforcement of the Class Settlement; (ii) the allowance, disallowance, or adjustment, on equitable grounds, of any Settlement Class Member's right to recover under the Settlement Agreement, and any award or distribution from the Class Settlement Fund; (iii) disposition of the Class Settlement Fund; (iv) the hearing and determination of Lead Counsel's motion, on behalf of ERISA Counsel and Customer Counsel, for attorneys' fees, payment of Litigation Expenses, and any Service Awards; (v) the hearing and determination of any motions to approve the Plan of Allocation or the Distribution Order; (vi) enforcement and administration of this Order and Final Judgment; (vii) enforcement and administration of the Settlement Agreement, including the injunctions and releases in connection therewith; and (viii) other matters related or ancillary to the foregoing.

19. **Termination.** In the event the Class Settlement is terminated in its entirety or does not become effective in accordance with the terms of the Settlement Agreement, the Settlement Agreement, except as otherwise provided therein, including any amendment(s) thereto, and this Order and Final Judgment, including but not limited to the certification of the Settlement Class provided in Paragraph 4 above, shall be null and void and of no further force or effect, and may not be introduced as evidence or referred to in any action or proceeding by any Person, and Plaintiffs and the Defendants shall be restored to their respective positions in the Class Actions as of June 29, 2015, and, except as otherwise expressly provided, Plaintiffs and the

Defendants shall proceed in all respects as if the Settlement Agreement and any related orders had not been entered, and the balance of the Settlement Fund including interest accrued thereon, less any Notice and Administration Costs paid or incurred and less any Taxes and Tax Expenses paid, incurred, or owing, shall be refunded to SSBT.

20. **Plan of Allocation.** A separate order shall be entered regarding the proposed Plan of Allocation. Such order shall not disturb or affect any of the terms of this Order and Final Judgment.

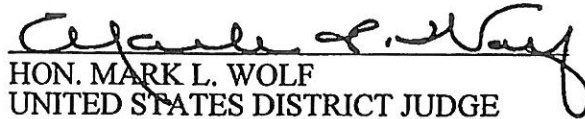
21. **Attorneys' Fees, Litigation Expenses, and/or Service Awards.** A separate order shall be entered regarding Lead Counsel's motion, on behalf of ERISA Counsel and Customer Counsel, for attorneys' fees, payment of Litigation Expenses, and any Service Awards as allowed by the Court. Such order shall not disturb or affect any of the terms of this Order and Final Judgment.

22. **Administration of the Class Settlement.** Without further order of the Court, the Parties may agree to reasonable extensions of time to carry out any of the provisions of the Settlement Agreement.

23. **Consummation of the Class Settlement.** The Parties are hereby directed to consummate the Settlement Agreement and to perform its terms.

24. **Entry of Final Judgment.** There is no just reason for delay in the entry of this Order and Final Judgment and immediate entry by the Clerk of the Court is expressly directed.

Dated: November 2, 2016

  
HON. MARK L. WOLF  
UNITED STATES DISTRICT JUDGE



**WHEREAS**, on November 2, 2016, a hearing was held before this Court to determine, among other things, whether to finally approve the proposed Class Settlement of these Class Actions and whether to approve the proposed Plan of Allocation for the net proceeds of the Class Settlement;

**WHEREAS**, it appears that a Notice of the hearing and proposed Plan of Allocation, substantially in the form approved by the Court, was mailed to all reasonably identified custody and trust customers of SSBT (including customers for which SSBT served as directed trustee, ERISA Plans, and Group Trusts), reflected in SSBT's records as having a United States tax address at any time during the period from January 2, 1998 through December 31, 2009, inclusive, and that executed one or more Indirect FX Transactions with SSBT and/or its subcustodians during the period from January 2, 1998 through December 31, 2009, inclusive;

**WHEREAS**, it further appears that a Summary Notice of the hearing and proposed Plan of Allocation, substantially in the form approved by the Court, was published in *The Wall Street Journal* and transmitted over *PR Newswire*; and

**WHEREAS**, the Court has considered all papers filed and proceedings had herein, and is otherwise fully informed;

**NOW, THEREFORE, after due deliberation, IT IS ORDERED, ADJUDGED AND DECREED that:**

1. The Court has jurisdiction over the subject matter of the Class Actions and over all parties to the Class Actions, including all Settlement Class Members, counsel, and the Claims Administrator.

2. All capitalized terms used herein have the meanings set forth and defined in the Stipulation and Agreement of Settlement, dated as of July 26, 2016 (the “Settlement Agreement”).

3. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are Settlement Class Members, advising them of the proposed Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.

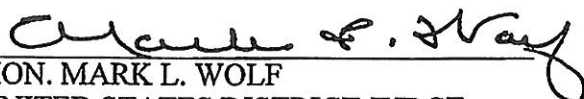
4. There were no objections to the proposed Plan of Allocation.

5. The Court hereby finds and concludes that the Plan of Allocation for the calculation of the claims of Settlement Class Members that was set forth in the Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and Any Motion for Attorneys’ Fees, Litigation Expenses, and Service Awards disseminated to Settlement Class Members (the “Notice”) provides a fair and reasonable basis upon which to allocate the net settlement proceeds among Settlement Class Members.

6. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and reasonable, and the Court hereby approves the Plan of Allocation.

7. In the event that the Class Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Settlement Agreement, this order shall be rendered null and void to the extent provided by the Settlement Agreement and shall be vacated in accordance with the Settlement Agreement.

Dated: November 2 2016

  
HON. MARK L. WOLF  
UNITED STATES DISTRICT JUDGE

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12 *Lead Counsel for Lead Plaintiffs and the Class*

13  
 14 UNITED STATES DISTRICT COURT  
 15 NORTHERN DISTRICT OF CALIFORNIA

16	IN RE VOCERA COMMUNICATIONS,	)	MASTER FILE NO. 3:13-cv-03567 EMC
17	INC., SECURITIES LITIGATION	)	
18	This Document Relates to:	)	<u>CLASS ACTION</u>
19	All Actions.	)	<del>[PROPOSED]</del> ORDER AWARDING
20		)	ATTORNEYS' FEES, PAYMENT OF
21		)	LITIGATION EXPENSES, AND PAYMENT
22		)	OF LEAD PLAINTIFFS' EXPENSES
23		)	Date: June 23, 2016
24		)	Time: 1:30 p.m.
		)	Judge: The Hon. Edward M. Chen
		)	Dep't: 5, 17th Floor

25 On June 23, 2016, a hearing having been held before this Court to determine, among  
 26 other things, whether and in what amount to award (1) Labaton Sucharow LLP and Robbins  
 27 Geller Rudman & Dowd LLP ("Plaintiffs' Counsel") in the above-captioned consolidated  
 28 securities class action (the "Action") fees and litigation expenses directly relating to their

1 representation of the Settlement Class; and (2) Lead Plaintiffs' their costs and expenses  
2 (including lost wages). The Court having considered all matters submitted to it at the hearing  
3 and otherwise; and it appearing that a notice of the hearing substantially in the form approved by  
4 the Court (the "Notice") was mailed to all reasonably identified persons or entities who  
5 purchased or acquired the publicly traded securities of Vocera Communications, Inc. ("Vocera")  
6 between March 28, 2012 and May 2, 2013, inclusive, and were allegedly damaged thereby; and  
7 that a summary notice of the hearing (the "Summary Notice"), substantially in the form approved  
8 by the Court, was published in *Investor's Business Daily* and transmitted over *PR Newswire*; and  
9 the Court having considered and determined the fairness and reasonableness of the award of  
10 attorneys' fees and expenses requested;

11 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

12 1. The Court has jurisdiction over the subject matter of this Action and over all  
13 parties to the Action, including all Settlement Class Members, counsel, and the Claims  
14 Administrator.

15 2. All capitalized terms used herein have the meanings set forth and defined in the  
16 Stipulation and Agreement of Settlement, dated as of January 14, 2016 (the "Stipulation").

17 3. Notice of Lead Counsel's application for attorneys' fees and payment of litigation  
18 expenses was given to all Settlement Class Members who could be identified with reasonable  
19 effort. The form and method of notifying the Settlement Class of the application for attorneys'  
20 fees and expenses met the requirements of Rules 23 and 54 of the Federal Rules of Civil  
21 Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7),  
22 as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), due  
23 process, and any other applicable law, constituted the best notice practicable under the  
24 circumstances, and constituted due and sufficient notice to all persons and entities entitled  
25 thereto.

26 4. The Court hereby awards Lead Counsel attorneys' fees in the amount of  
27 \$ 2.25 million, plus interest at the same rate earned by the Settlement Fund, and payment of  
28

1 litigation expenses in the amount of \$ 382,010.86, plus interest at the same rate  
2 earned by the Settlement Fund, which sums the Court finds to be fair and reasonable.

3 5. The award of attorneys' fees and litigation expenses may be paid to Lead Counsel  
4 from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions,  
5 and obligations of the Stipulation, which terms, conditions, and obligations are incorporated  
6 herein.

7 6. In making this award of attorneys' fees and payment of litigation expenses to be  
8 paid from the Settlement Fund, the Court has analyzed the factors considered within the Ninth  
9 Circuit and found that:

10 (a) The Settlement has created a common fund of \$9 million in cash and that  
11 numerous Settlement Class Members who submit acceptable Claim Forms will benefit from the  
12 Settlement created by the efforts of Plaintiffs' Counsel;

13 (b) The requested attorneys' fees and payment of litigation expenses have  
14 been reviewed and approved as fair and reasonable by Lead Plaintiffs, sophisticated institutional  
15 investors that were directly involved in the prosecution and resolution of the Action and who  
16 have a substantial interest in ensuring that any fees paid to Plaintiffs' Counsel are duly earned  
17 and not excessive;

18 (c) Plaintiffs' Counsel undertook the Action on a contingent basis, and have  
19 borne all the ensuing risk, including the risk of no recovery, given, among other things, the risks  
20 of litigation including Defendants' defenses on the falsity of their statements, scienter, loss  
21 causation, and damages.

22 (d) The Action involves complex factual and legal issues and, in the absence  
23 of settlement, would involve lengthy proceedings whose resolution would be uncertain;

24 (e) Lead Counsel conducted the Action and achieved the Settlement with  
25 skillful and diligent advocacy;

26 (f) Plaintiffs' Counsel have devoted more than 9,695 hours, with a lodestar  
27 value of \$5,145,192.25 to achieve the Settlement;

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1 (g) The amount of attorneys' fees awarded are fair and reasonable and  
2 consistent with fee awards approved in cases within the Ninth Circuit with similar recoveries;

3 (h) Notice was disseminated to putative Settlement Class Members stating  
4 that Lead Counsel would be submitting an application for attorneys' fees in an amount not to  
5 exceed 25% of the Settlement Fund, plus interest, and payment of litigation expenses incurred in  
6 connection with the prosecution of this Action in an amount not to exceed \$450,000, plus  
7 interest, and that such application also might include a request that Lead Plaintiffs be reimbursed  
8 their reasonable costs and expenses (including lost wages) directly related to their representation  
9 of the Settlement Class in an amount not to exceed \$40,000. [No Settlement Class Members  
10 have filed an objection to the application for fees and expenses submitted by Lead Counsel];

11 7. In accordance with the PSLRA, the Court hereby awards Lead Plaintiff Arkansas  
12 Teacher Retirement System \$ 3,147.15 for its costs and expenses (which includes lost  
13 wages) directly related to its representation of the Settlement Class, and Baltimore County  
14 Employees' Retirement System \$ 11,911.05 for its costs and expenses (which includes  
15 lost wages) directly related to its representation of the Settlement Class.

16 8. Any appeal or challenge affecting this Court's approval of any attorneys' fee,  
17 expense application, or award of costs and expenses (including lost wages) to Lead Plaintiffs in  
18 the Action shall in no way disturb or affect the finality of the Judgment entered with respect to  
19 the Settlement.


20 9. Exclusive jurisdiction is retained over the subject matter of this Action and over  
21 all parties to the Action, including the administration and distribution of the Net Settlement Fund  
22 to Settlement Class Members.

23 10. In the event that the Settlement is terminated or does not become Final or the  
24 Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be  
25 rendered null and void to the extent provided by the Stipulation and shall be vacated in  
26 accordance with the Stipulation.

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Dated: 7/29, 2016

  
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Honorable Edward M. Chen  
UNITED STATES DISTRICT JUDGE