

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

IN RE BANK OF NEW YORK MELLON CORP.  
FOREX TRANSACTIONS LITIGATION

No. 12-MD-2335 (LAK) (JLC)

THIS DOCUMENT RELATES TO:

*Southeastern Pennsylvania Transportation Authority v.  
The Bank of New York Mellon Corporation, et al.*

No. 12-CV-3066 (LAK) (JLC)

*International Union of Operating Engineers, Stationary  
Engineers Local 39 Pension Trust Fund v. The Bank of  
New York Mellon Corporation, et al.*

No. 12-CV-3067 (LAK) (JLC)

*Ohio Police & Fire Pension Fund, et al. v. The Bank of  
New York Mellon Corporation, et al.*

No. 12-CV-3470 (LAK) (JLC)

*Carver, et al. v. The Bank of New York Mellon, et al.*

No. 12-CV-9248 (LAK) (JLC)

*Fletcher v. The Bank of New York Mellon, et al.*

No. 14-CV-5496 (LAK) (JLC)

**[PROPOSED] ORDER AWARDING ATTORNEYS' FEES, SERVICE AWARDS, AND  
REIMBURSEMENT OF LITIGATION EXPENSES**

This matter came on for hearing on September 24, 2015 (the "Settlement Hearing"), on Lead Settlement Counsel's motion to determine, among other things: (i) whether and in what amount to award Plaintiffs' Counsel in the above-captioned action (the "Litigation") attorneys' fees and reimbursement of expenses in connection with the settlement of the Litigation, and (ii) whether and in what amount to award Plaintiffs service awards in connection with their representation of the Settlement Class. 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 persons and entities reasonably identifiable as members of the Settlement Class, and that a summary notice of the Settlement

Hearing substantially in the form approved by the Court was published in the national edition of *The Wall Street Journal* and transmitted over *PR Newswire* pursuant to the specifications of the Court; and the Court having considered Lead Settlement Counsel's application for attorneys' fees and expenses (the "Fee and Expense Application") and all supporting and other related materials.

IT IS HEREBY ORDERED, that:

1. This Order awarding attorneys' fees and expenses incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated as of March 19, 2015, entered into among Plaintiffs, on behalf of themselves and each Settlement Class Member, and Defendants (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 awarding attorneys' fees and expenses, and over the subject matter of the Litigation and all parties to the Litigation, including all Settlement Class Members.

3. Notice of the Fee and Expense Application 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 Fee and Expense Application: (i) constituted the best notice practicable under the circumstances; (ii) was reasonably calculated, under the circumstances, to apprise Settlement Class Members of the motion; (iii) constituted due and sufficient notice of the 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), and all other applicable law and rules.

4. Settlement Class Members have been given the opportunity to object to the Fee

and Expense Application in compliance with Rule 23(h)(2) of the Federal Rules of Civil Procedure. No objections to the Fee and Expense Application have been received.

5. Lead Settlement Counsel are hereby awarded attorneys' fees in the amount of \_\_\_\_ % of the Settlement Amount and \$ \_\_\_\_\_ in reimbursement of Litigation Expenses, plus interest earned on these amounts, which sums the Court finds to be fair and reasonable. The attorneys' fees and Litigation Expenses awarded pursuant to this Order shall be payable from the Settlement Fund Escrow Account pursuant to and in accordance with the terms of the Stipulation.

6. Plaintiffs are hereby awarded service awards in connection with their representation of the Settlement Class as follows: \$ \_\_\_\_\_ to Ohio Police & Fire Pension Fund; \$ \_\_\_\_\_ to School Employees Retirement System of Ohio; \$ \_\_\_\_\_ to Southeastern Pennsylvania Transportation Authority; \$ \_\_\_\_\_ to International Union of Operating Engineers, Stationary Engineers Local 39 Pension Trust Fund; \$ \_\_\_\_\_ to Joseph F. Deguglielmo (in his capacity as a participant in and representative of the Kodak Retirement Income Plan); \$ \_\_\_\_\_ to Landol D. Fletcher (in his capacity as a participant in and representative of the Central States, Southeast and Southwest Areas Pension Plan); \$ \_\_\_\_\_ to Deborah Jean Kenny; \$ \_\_\_\_\_ to Edward C. Day; \$ \_\_\_\_\_ to Lisa Parker; \$ \_\_\_\_\_ to Frances Greenwell-Harrell; and \$ \_\_\_\_\_ to Carl Carver.

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

a. The Settlement has created a fund of \$335 million in cash that has been funded into an escrow account for the benefit of the Settlement Class pursuant to the terms of the

Stipulation, and that Settlement Class Members will benefit from the Settlement that occurred because of the efforts of Plaintiffs' Counsel;

b. The fee sought by Lead Settlement Counsel, on behalf of Plaintiffs' Counsel, has been reviewed and approved as fair and reasonable by the Plaintiffs, including four sophisticated institutional investors that were substantially involved in the prosecution and resolution of the Action;

c. Copies of the Notice were disseminated to approximately 1,218 members of the Settlement Class as identified in the custodial files of The Bank of New York Mellon stating that Lead Settlement Counsel, on behalf of Plaintiffs' Counsel, would apply to the Court for an award of attorneys' fees not exceed 25% of the Settlement Amount (not including the NYAG Settlement Amount or the DOL Settlement Amount) plus reimbursement of expenses not to exceed \$5 million incurred in connection with the prosecution and resolution of this Litigation. In addition, the Notice stated that SEPTA, IUOE Local 39, OP&F, and SERS may apply to the Court for Service Awards of up to \$25,000 each, and the other Plaintiffs may apply for Service Awards of up to \$3,000 each;

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

e. The Litigation involves novel and complex factual and legal issues and was prosecuted for four years;

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

g. Plaintiffs' Counsel devoted more than 113,000 hours, with an aggregate lodestar value of over \$52 million, to achieve the Settlement; and

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

8. Any appeal or any challenge affecting this Court's approval regarding any application for attorneys' fees and/or expenses shall in no way disturb or affect the finality of the Order and Final Judgment entered with respect to the Settlement.

9. Jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Litigation, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

10. 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 and shall be vacated in accordance with terms of the Stipulation.

11. 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 \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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The Honorable Lewis A. Kaplan  
United States District Judge