

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

LOUISIANA FIREFIGHTERS' RETIREMENT SYSTEM, THE BOARD OF TRUSTEES OF THE PUBLIC SCHOOL TEACHERS' PENSION AND RETIREMENT FUND OF CHICAGO, THE BOARD OF TRUSTEES OF THE CITY OF PONTIAC POLICE & FIRE RETIREMENT SYSTEM, and THE BOARD OF TRUSTEES OF THE CITY OF PONTIAC GENERAL EMPLOYEES RETIREMENT SYSTEM, on behalf of themselves and all others similarly situated,

Plaintiffs,

v.

NORTHERN TRUST INVESTMENTS, N.A., and THE NORTHERN TRUST COMPANY,

Defendants.

Case No. 09 C 7203

Hon. Jorge L. Alonso

ORDER AWARDING ATTORNEYS' FEES AND LITIGATION EXPENSES

This matter came on for hearing on January 11, 2017 (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 the Class Members, 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 of Class Action dated July 25, 2016 (the “Stipulation”) and unless otherwise defined in this Order, the capitalized terms herein shall have the same meaning as they have in the Stipulation.

2. The Court has jurisdiction to enter this Order and over the subject matter of the Action, as well as personal jurisdiction over the Settling Parties and each of the Class Members.

3. Notice of Co-Lead Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses was provided to the Class. 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 United States Constitution (including the Due Process Clause), and all other applicable laws and rules, constituted the best notice practicable under the circumstances, and constituted due, adequate, and sufficient notice to all entities entitled thereto.

4. Co-Lead Counsel are hereby awarded attorneys’ fees in the amount of 18% of the Settlement Fund (\$765,000.00) and \$330,611.92 in reimbursement of Litigation Expenses (which fees and expenses shall be paid from the Settlement Fund) for a total of \$1,095,611.92, a sum the Court finds to be fair and reasonable.

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 \$4,250,000 in cash that has been funded into escrow pursuant to the terms of the Stipulation, and that the Class Members 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 fair and reasonable by the Settling Plaintiffs, who are institutional investors that oversaw the prosecution and resolution of the Direct Lending claims asserted in the Action;

(c) Copies of the Settlement Notice were mailed to the Class Members stating that Co-Lead Counsel would apply for attorneys' fees in an amount not to exceed 18% of the Settlement Fund and reimbursement of Litigation Expenses in an amount not to exceed \$400,000, and there were no objections to the requested attorneys' fees and expenses;

(d) Co-Lead Counsel have prosecuted the Direct Lending claims and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Direct Lending claims asserted in the Action raised a number of complex issues;

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

(g) Co-Lead Counsel devoted over 3,100 hours, with a lodestar value of approximately \$1,665,000, to achieve the Settlement;

(h) The hourly rates on which Co-Lead Counsel's lodestar are based are reasonable; and

(i) 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. 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.

7. Exclusive jurisdiction is hereby retained over the Settling 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.

8. If the Effective Date does not occur or the Settlement is terminated as provided in the Stipulation, then this Order shall be vacated and rendered null and void to the extent provided by the Stipulation.

9. 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.

ENTERED: January 13, 2017

A handwritten signature in black ink, appearing to read 'J. Alonso', enclosed within a large, loopy oval shape.

JORGE L. ALONSO
United States District Judge