

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK  
ELECTRONICALLY FILED  
NOV 10 2016

<i>Laydon v. Mizuho Bank, Ltd., et al.</i>
<i>Sonterra Capital Master Fund Ltd., et al. v. UBS AG, et al.</i>

No. 12-cv-3419 (GBD)

No. 15-cv-5844 (GBD)

**ORDER GRANTING CLASS COUNSEL’S MOTION FOR REIMBURSEMENT OF EXPENSES AND AWARD OF INCENTIVE AWARDS FOR CLASS REPRESENTATIVES**

This matter came for a duly-noticed hearing on November 10, 2016 (the “Fairness Hearing”), upon the Class Counsel’s Motion for Award of Attorneys’ Fees, Reimbursement of Expenses, and Incentive Awards for Class Representatives (“Fee and Expense Application”) in the related actions captioned *Laydon v. Mizuho Bank, Ltd., et al.*, No. 12-cv-3419 (GBD) (S.D.N.Y.) (“*Laydon*”) and *Sonterra Capital Master Fund Ltd., et al. v. UBS AG, et al.*, No. 15-cv-5844 (GBD) (S.D.N.Y.) (“*Sonterra*”) (collectively, the “Actions”). The Court has considered the Fee and Expense Application and all supporting and other related materials, including the matters presented at the Fairness Hearing. Due and adequate notice of: (1) the Stipulation and Agreement of Settlement with R.P. Martin Holdings Limited and Martin Brokers (UK) Ltd. (collectively “R.P. Martin”) entered into on December 3, 2014; (2) the Stipulation and Agreement of Settlement with Citibank, N.A., Citigroup Inc., Citibank Japan Ltd., and Citigroup Global Markets Japan Inc. (collectively “Citi”) entered into on August 11, 2015; and (3) the Stipulation and Agreement of Settlement with HSBC Holdings plc and HSBC Bank plc (collectively “HSBC”) entered into on June 16, 2016 (collectively, the “Settlements”)<sup>1</sup> having been given to the Settlement Class Members, the Fairness Hearing having been held, and the Court having considered all papers filed and proceedings held herein and

<sup>1</sup> Unless otherwise defined herein, all capitalized terms used have the meanings set forth and defined in the Settlements.

otherwise being fully informed in the premises and good cause appearing therefore,

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. This Court has personal jurisdiction over the Parties and all Settlement Class Members and subject matter jurisdiction over the Actions to approve the Settlements and all exhibits attached thereto;

2. Notice of the Fee and Expense Application was provided to potential Settlement Class Members in a reasonable manner, and such notice complies with Rule 23(h)(1) of the Federal Rules of Civil Procedure and due process requirements;

3. Plaintiffs' Counsel is hereby awarded expenses in the amount of \$1,000,000, plus interest at the same rate as earned by the Settlement Funds, which shall be paid out of the Settlement Funds. Class Counsel may withdraw up to \$500,000 from the Escrow Account to defray current and future litigation expenses, including discovery expenses and expert fees, for prosecuting the claims asserted against the non-settling Defendants in the Actions;

4. The Court has further reviewed and approved the proposed Incentive Awards of \$580,000.00 as constituting a fair, reasonable, and adequate percentage of the Settlement Funds, in view of the applicable legal principles and the particular facts and circumstances of the Actions;

5. In the event that the Settlements are terminated or the Effective Date does not occur in accordance with the terms of the Settlements, this Order shall be null and void, of no further force or effect, and without prejudice to any of the Parties, and may not be introduced as evidence or used in any actions or proceedings by any Person against the Parties.

6. Pursuant to Section 5(D) of the Citi Settlement Agreement and HSBC Settlement Agreement, this expense award and Incentive Award are independent of the Court's consideration of the fairness, reasonableness, and adequacy of the Settlements and is also independent of the Court's consideration of the proposed Plan of Allocation and award of attorneys' fees;

7. The expenses awarded herein may be paid to Plaintiffs' Counsel from the Settlement Funds immediately upon entry of this Order, subject to the terms, conditions, and obligations of the Settlements which terms, conditions, and obligations are incorporated herein;

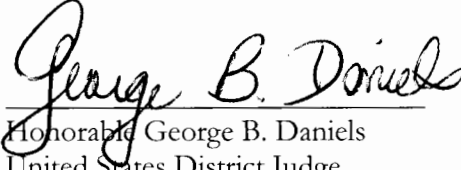
8. Class Counsel is hereby authorized to allocate the expenses among Plaintiffs' Counsel in a manner in which, in its judgment, reflects the costs and expenses incurred in the prosecution and settlement of the Actions; and

9. Class Counsel is hereby authorized to allocate the Incentive Awards from the Settlement Fund.

**IT IS SO ORDERED.**

This \_\_\_ day of \_\_\_\_\_, 2016.

NOV 10 2016

  
Honorable George B. Daniels  
United States District Judge