

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

BENJAMIN MICHAEL MERRYMAN, AMY
WHITAKER MERRYMAN TRUST, AND B
MERRYMAN AND A MERRYMAN 4TH
GENERATION REMAINDER TRUST,
individually and on behalf of all others
similarly situated,

Plaintiffs,

v.

CITIGROUP, INC., CITIBANK, N.A., and
CITIGROUP GLOBAL MARKETS INC.,

Defendants.

Civil Action No. 1:15-cv-09185-CM-KNF

**[PROPOSED] ORDER APPROVING PLAN OF ALLOCATION
OF NET SETTLEMENT FUND**

WHEREAS, this matter came on for hearing on July 12, 2019 (the “Final Approval Hearing”) on Plaintiffs’ motion to determine whether the proposed plan of allocation of the Net Settlement Fund (“Plan of Allocation”) created by the Settlement achieved in the above-captioned class action (the “Litigation”) should be approved. The Court having considered all matters submitted to it at the Final Approval Hearing and otherwise; and it appearing that notice of the Final Approval Hearing substantially in the forms approved by the Court was provided to the Class as directed, including mailed notice to Registered Holder Damages Class Members identified in the records of the Depository’s transfer agent, and an extensive multi-media notice campaign to Class Members consisting of targeted advertising to certain potential Class Members using Internet Protocol address matching, publications in various magazines, newspapers, and investment e-

newsletters, as well as banner ads served over a variety of business, news, and investment websites and across social media platforms; and the Court having considered and determined the fairness and reasonableness of the proposed Plan of Allocation; and

WHEREAS, this Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated August 20, 2018 (ECF No. 131) (the “Stipulation”), and all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. **Jurisdiction** –The Court has jurisdiction to enter this Order and over the subject matter of the Litigation, as well as personal jurisdiction over all of the Parties and each of the Class Members.

2. **Notice** – 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 Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to Class Members to be heard with respect to the Plan of Allocation.

3. Over 211,900 Postcard Notices were mailed to Registered Holder Damages Class Members and millions of additional Class Members were notified of the Settlement and Plan of Allocation through the extensive multi-media notice campaign, and there are no objections to the Plan of Allocation.

4. **Approval of Plan of Allocation** – The Court hereby finds and concludes that the formula for the calculation of claims as set forth in the Plan of Allocation provides a fair and

reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class Members, with due consideration having been given to administrative convenience and necessity.

5. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Class. Accordingly, the Court hereby approves the Plan of Allocation proposed by Plaintiffs.

6. **No Impact on Judgment** – Any appeal or any challenge affecting this Court’s approval regarding any plan of allocation of the Net Settlement Fund shall in no way disturb or affect the finality of the Order and Final Judgment.

7. **Retention of Jurisdiction** – Exclusive jurisdiction is hereby retained over the Parties and the Class Members for all matters relating to this Litigation, including the administration, interpretation, effectuation, or enforcement of the Stipulation and this Order.

8. **Entry of Order** – 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 _____, 2019.

The Honorable Colleen McMahon
United States District Judge