

**SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK**

BLACKROCK CORE BOND PORTFOLIO,  
et al.,

Plaintiffs,

-against-

WELLS FARGO BANK, NATIONAL  
ASSOCIATION,

Defendant.

Index No. 656587/2016

Justice Andrew Borrok (Part 53)

~~PROPOSED~~ **ORDER APPROVING AWARD OF  
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

WHEREAS, a Fairness Hearing having been held before this Court on May 6, 2019, at 10:00 a.m. (the "Fairness Hearing"), pursuant to the Court's Order dated January 30, 2019 (1) Directing Notice to the Proposed Settlement Class of the Proposed Settlement and Fairness Hearing and (2) Setting Date for Fairness Hearing (the "Notice Order"); it appearing that due notice of the Fairness Hearing was given in accordance with aforesaid Notice Order and that the notice was adequate and sufficient; the respective parties having appeared by their attorneys of record; the attorneys for the respective parties having been heard in support of the Settlement; an opportunity to be heard having been given to all other persons desiring to be heard, as provided in the Notice to the proposed Settlement Class; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and litigation expenses requested;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. This Order approving the award of attorneys' fees and reimbursement of litigation expenses incorporates by reference the definitions in the Stipulation and the exhibits annexed thereto as though fully set forth in this Order. Unless otherwise defined in this Order, the capitalized terms herein shall have the same meaning set forth in the Stipulation.

2. The Court finds that it has jurisdiction to enter this Order, and over the subject matter of the above-captioned action (hereinafter, the “Action”), all Parties to the Action, and all Settlement Class Members.

3. Notice of Plaintiffs’ Counsel’s motion for the 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 Class of the motion satisfied the requirements of the Notice Order, 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. Copies of the Notice, which stated that Plaintiffs’ Counsel would apply for attorneys’ fees in an amount not to exceed 20% of the Settlement Fund and for reimbursement of litigation expenses in an amount not to exceed \$9.5 million, were mailed to over 22,908 potential Settlement Class Members and nominees and no objections have been received.

5. Plaintiffs’ Counsel is hereby awarded attorneys’ fees in the amount of 20% of the net Settlement Fund, or \$6,804,100, and \$8,979,500.72 in payment 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.

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 \$43,000,000 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 is based on a retainer agreement entered into between Plaintiffs, sophisticated institutional investors that actively supervised the Action, and Plaintiffs' Counsel at the outset of the Action;
- c. Lead Counsel conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;
- d. The Action raised a number of complex issues;
- e. Had Plaintiffs' Counsel not achieved the Settlement there would remain a significant risk that Plaintiffs and the other members of the Settlement Class may have recovered less or nothing from Defendant;
- f. Plaintiffs' Counsel devoted over 62,000 hours, with a lodestar value of approximately \$27.2 million, to achieve the Settlement; and
- g. The amount of attorneys' fees awarded and expenses to be reimbursed from the Settlement Fund are fair and reasonable.
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.

7. 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.

IT IS SO ORDERED this 6 day of May, 2019.

A handwritten signature in black ink, appearing to read "A B", with a long horizontal line extending to the right from the end of the signature.

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**Hon. Andrew Borrok**

05/07/2019

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