

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

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IN RE SMITH BARNEY TRANSFER  
AGENT LITIGATION

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CIVIL ACTION  
No. 05 Civ. 7583 (WHP)

**ORDER OF DISTRIBUTION**

WHEREAS, the proposed settlement in this captioned consolidated securities action *In re Smith Barney Transfer Agent Litigation*, No. 05 Civ. 7583 (WHP) (S.D.N.Y.), was approved by the Court on August 16, 2016 at which time a final judgment (“Final Judgment”) was entered (Dkt. 366); and

WHEREAS, in the Final Judgment, the Court retained continuing jurisdiction over: (i) implementation of this Settlement and any award or distribution of the Settlement Fund, including any interest earned thereon; (ii) disposition of the Settlement Fund; and (iii) all parties hereto for the purpose of construing, enforcing and administering the Stipulation, and

WHEREAS, the Final Judgment provides that Lead Plaintiff shall file a motion for disbursement of the Net Settlement Fund, with notice to Daidone’s counsel, at least fifteen (15) business days prior to commencing any distribution of the Net Settlement fund to Settlement Class Members and that upon request, Lead Counsel shall provide Daidone’s counsel with a list of the distributions made from the Net Settlement Fund; and

WHEREAS, the instant motion provides the notice to Daidone’s counsel in conformance with the Final Judgment and will provide Daidone’s counsel with a list of distributions to be made from the Net Settlement Fund; and

WHEREAS, the instant motion seeks (1) final approval of the claims administration process; (2) approval of the Recognized Loss of Class members, as calculated by RG/2 Claims

Administration LLC (“RG/2 Claims”), who have filed properly completed claim forms no later than September 16, 2016 and those Class Members for whom RG/2 Claims or Co-Lead Counsel obtained sufficient transactional data to be able to determine a Class Members’ Recognized Loss even if that Class Member did not submit a formal claim form, disapproval of claims that have been rejected by the claims administrator and Plaintiffs’ Co-Lead Counsel, and directing final distribution of each Authorized Claimant’s Recognized Loss amount from the Net Settlement Fund and then any remaining funds or unclaimed funds to be distributed to successors of certain Smith Barney Legacy Funds; (3) approval of transfer of the settlement fund from the CRIS account, after payment of any further Court approved award of attorneys’ fees or award to RG/2 Claims, to a qualified settlement fund at a branch of Huntington National Bank by way of check payable to Smith Barney Transfer Agent Litigation Settlement Fund for purposes of making distribution, (4) allowance of Co-Lead Counsel’s request for attorneys’ fees incurred since the final fairness hearing conducted May 31, 2016, exclusively in administration and distribution of the Settlement Fund, (5) approval of the claims administrator’s final fees and expenses for administering the settlement; (6) and such other relief as the Court may deem appropriate, and

WHEREAS, Lead Plaintiff’s Counsel has submitted documentation regarding the administration of the claims which identifies the amount of money to be issued to each Class Member who is entitled to payment under the Amended Plan of Allocation,

**NOW, THEREFORE**, upon reading the Declaration of Melissa Baldwin, November 7, 2016 of RG/2 Claims, the Declaration of Mark Levine, executed on November 10, 2016, the memorandum of law submitted therewith, and upon all prior proceedings heretofore had herein and after due deliberation, it is hereby

ORDERED that the Court grants final approval of the claims administration process, and it is further

ORDERED that the Court approves the Recognized Loss of Class Members who have filed properly completed claim forms no later than September 16, 2016 and those Class Members for whom RG/2 Claims or Co-Lead Counsel obtained sufficient transactional data to be able to determine a Class Members' Recognized Loss even if that Class Member did not submit a formal claim form, as listed in Exhibit A to the Declaration of Melissa Baldwin, dated November 7, 2016 and approves the distribution of such Recognized Loss to the corresponding Class Member, and it is further

ORDERED that to the extent there are any funds remaining in the Settlement Fund after the distribution set forth above, and to the extent that Class Members fail to cash checks within 90 days of the date the checks are mailed, that such remaining funds be distributed to the successors to the Legacy Smith Barney Mutual Funds identified on Exhibit B to the Order Approving the Amended Plan of Allocation;

ORDERED that the Court grants disapproval of claims that have been rejected by the claims administrator and Plaintiffs' Co-Lead Counsel as set forth in Exhibit B to Declaration of Melissa Baldwin, dated November 7, 2016, and it is further

ORDERED that the Court approves an allowance of Stull, Stull & Brody's request for attorneys' fees incurred since the final fairness hearing conducted May 31, 2016, exclusively in administration and distribution of the Settlement Fund in the amount of \$24,512.50 payable to Stull, Stull & Brody, and it is further

ORDERED that the Court grants approval of the claims administrator's application for a final award of fees and expenses for administering the settlement in the amount of \$27,972.95 in fees and out of pocket expenses, and it is further

ORDERED that the Court approves the transfer of the balance of the settlement fund, after payment of any award of attorneys' fees or payments to RG/2 Claims Administration LLC for fees and expenses, from the CRIS account, to a qualified settlement fund at a branch of Huntington National Bank with a check payable to the Smith Barney Transfer Agent Litigation Settlement Fund for purposes of making distribution to Class Members and the successors to the Legacy Smith Barney mutual funds identified on Exhibit B of the Order Approving Amended Plan of Allocation.

Dated: November 22, 2016  
New York, New York

SO ORDERED:

  
WILLIAM H. PAULEY III  
U.S.D.J.