

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

<i>IN RE</i> NYC BUS TOUR ANTITRUST LITIGATION	Master Case File No. 13-CV-0711 (ALC)(GWG) RELATED TO ALL CASES ECF Case JURY TRIAL DEMANDED
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**~~PROPOSED~~ ORDER AND FINAL JUDGMENT APPROVING
*IN RE NYC BUS TOUR ANTITRUST LITIGATION CLASS ACTION SETTLEMENT***

WHEREAS, Class Plaintiffs Natasha Bhandari and Tracey L. Nobel (“Class Plaintiffs,” or “Plaintiffs”), individually and on behalf of the Class of purchasers in this action (the “Settlement Class,” or “Class”), entered into an agreement (the “Settlement”) with defendants Twin America, LLC, Coach USA, Inc., International Bus Services, Inc., CitySights LLC and City Sights Twin, LLC (“Defendants”).

WHEREAS, On June 16, 2014 the Court entered its Order granting preliminary approval of the proposed settlement (“Preliminary Approval Order”) (Dkt. # 107). Among other things, the Preliminary Approval Order authorized Class Plaintiffs to disseminate notice of the Settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to the Preliminary Approval Order and the Court held a fairness hearing on October 20, 2014 at 10:00 a.m.

Having considered Class Plaintiffs’ Motion for final approval of the Settlement, oral argument presented at the fairness hearing, and the complete records and files in this matter, and for the reasons stated at the fairness hearing:

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. The capitalized terms used herein shall have the meanings set forth in the Settlement, Exhibit 1 to the Declaration of William Christopher Carmody in Support of Preliminary Approval of Settlement (Docket # 104) (“Settlement Agreement”).

2. The Preliminary Approval Order outlined the form and manner by which the Class Plaintiffs would provide the Class with notice of the Settlement, the fairness hearing, and related matters. Proof that mailing and publication complied with the Preliminary Approval Order has been filed with the Court. This Notice given to Class Members complied in all respects with the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process, and provided due and adequate notice to the Class.

3. The Court approves, as to form and content, the Class Action Fairness Act (“CAFA”) Notice that was served within 10 days after the filing of the Motion for Preliminary Approval of the Settlement (an example of the Notice is attached as **Exhibit 1**). The Court finds that the Attorney General of the United States and the state attorneys general have received notice of the Settlement Agreement in accordance with the terms of CAFA, 28 U.S.C. § 1715(b).

4. The Settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm’s-length negotiations which were undertaken in good faith by counsel with significant experience litigating antitrust class actions.

5. In the Preliminary Approval Order, pursuant to Federal Rule of Civil Procedure 23 and in light of the proposed Settlement, the Court certified the following class for settlement purposes (the “Settlement Class”):

All persons who, or entities that, purchased Defendants’ “hop-on, hop-off” bus tours in New York City from February 1, 2009, until the date of the Preliminary Approval Order (the “Class Period”). Excluded from the Class are Defendants, their present and former parents, subsidiaries, affiliates, and employees.

6. The Settlement is fully and finally approved because its terms are fair, reasonable and adequate within the meaning of Rule 23 of the Federal Rules of Civil Procedure and the Court directs its consummation pursuant to its terms and conditions.

7. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the Class's reaction to the Settlement, and the result achieved.

8. As set forth in Exhibit A of the Supplemental Declaration of Milan Mader, filed October 13, 2014, four individuals submitted timely and valid requests for Exclusion from the Class. These four individuals are not included in or bound by this Order and Final Judgment, and are not entitled to any recovery from the settlement proceeds obtained through this Settlement.

9. The Action is dismissed with prejudice as to Defendants and, except as provided in ¶ 15 of the Settlement Agreement, without costs to either party.

10. This Order and Final Judgment shall operate as a complete bar order that discharges and releases the Released Claims by the Releasors as to all the Releasees.

11. The institution and prosecution, by Class Plaintiffs and any Class Member, either directly, individually, representatively, derivatively or in any other capacity, by whatever means, of any other action against the Releasees in any court, or in any agency or other authority or arbitral or other forum wherever located, asserting any of the Released Claims is permanently barred, enjoined and restrained.

12. The Court reserves continuing and exclusive jurisdiction over the Settlement, including all future proceedings concerning the administration and enforcement of the Settlement Agreement.

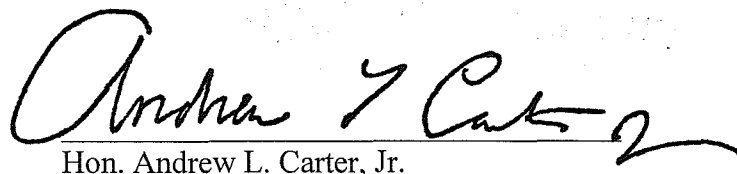
13. There is no just reason for delay and directing entry of a Final Judgment as to Defendants.

14. The Escrow Account established by Class Plaintiffs and Defendants, and into which Defendants deposited a total of nineteen million dollars (\$19,000,000) as the Gross Settlement Fund, plus accrued interest thereon, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.

15. Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

16. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the Settlement Agreement; (c) any application for attorneys' fees and reimbursement made by Plaintiffs' Counsel; (d) any application for notice and administration costs, taxes and tax expenses fees; (e) any application for service awards for the Class Plaintiffs; and (f) the distribution of the settlement proceeds to the Class Members.

ENTERED this 21 day October of 2014.



Hon. Andrew L. Carter, Jr.

EXHIBIT 1

COVINGTON & BURLING LLP

BEIJING BRUSSELS LONDON NEW YORK
SAN DIEGO SAN FRANCISCO SEOUL
SHANGHAI SILICON VALLEY WASHINGTON

THOMAS O. BARNETT
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May 29, 2014

VIA FEDERAL EXPRESS

Attorney General Eric H. Holder
United States Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Re: **Notice of Proposed Settlement Pursuant to 28 U.S.C. § 1715**
In re NYC Bus Tour Antitrust Litigation, Case No. 13-CV-0711 (ALC)(GWG)
United States District Court for the Southern District of New York

Dear Attorney General Holder:

Pursuant to the Class Action Fairness Act of 2005 (“CAFA”), 28 U.S.C. § 1715, Defendants Coach USA, Inc. and International Bus Services, Inc. (collectively “Coach USA”), CitySights LLC and City Sights Twin, LLC (collectively “CitySights”) and Twin America, LLC provide notice of the parties’ proposed settlement in the above-titled action.

BACKGROUND

Defendants provide various transportation services, including sightseeing tours, in New York City. In March 2009, Coach USA, Inc. and CitySights formed a joint venture called Twin America. Twin America provides hop-on, hop-off bus tours in New York City. In 2013, a class action suit was filed in federal court in the Southern District of New York on behalf of a class of individuals who purchased hop-on, hop-off bus tours from Twin America.

Plaintiffs allege that Defendants violated federal and state antitrust laws by limiting competition and conspiring to fix prices in the alleged market for hop-on, hop-off bus tours in New York City. Defendants have denied, and continue to deny, each and every claim and allegation of wrongdoing in this lawsuit and have asserted a number of defenses to Plaintiffs’ claims. Nevertheless, Defendants have concluded that further litigation will likely be protracted and expensive and have therefore agreed to settle Plaintiffs’ claims pursuant to the terms of the enclosed Settlement Agreement.

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May 29, 2014

Page 2

On May 20, 2014, Plaintiffs filed a motion with the Court seeking preliminary approval of a proposed settlement with Defendants. The motion included a copy of the parties' written settlement agreement, together with various related documents. Plaintiffs' filing triggered the notice provisions of 28 U.S.C. § 1715.

A copy of this Notice is concurrently provided to the Attorneys General of every state, as well as the Department of Justice's Antitrust Division.

COMPLIANCE WITH 28 U.S.C. § 1715

Each of the requirements of notice pursuant to 28 U.S.C. §§ 1715(b)(1)-(8) are addressed below. All referenced exhibits are provided electronically as PDF files on the enclosed CD.

1. *Complaints and Related Materials* (28 U.S.C. § 1715(b)(1))

Enclosed as Exhibit 1 (Ex. 1.pdf) is a copy of the Class Action Complaint in *Bhandari v. Twin America, LLC, et al.*, Case No. 13-CV-00711(ALC)(GWG) filed in the Southern District of New York. Enclosed as Exhibit 2 (Ex. 2.pdf) is a copy of the First Amended Class Action Complaint in *Bhandari v. Twin America, LLC, et al.*, Case No. 13-CV-00711(ALC)(GWG). Enclosed as Exhibit 3 (Ex. 3.pdf) is a copy of the Consolidated Class Action Complaint in *In re NYC Bus Tour Antitrust Litigation*, Case No. 13-CV-00711(ALC)(GWG). Enclosed as Exhibit 4 (Ex. 4.pdf) is a copy of the First Amended Consolidated Class Action Complaint in *In re NYC Bus Tour Antitrust Litigation*, Case No. 13-CV-0711 (ALC)(GWG).

2. *Notice of Any Scheduled Judicial Hearing* (28 U.S.C. § 1715(b)(2))

A hearing has not been held or scheduled on Plaintiffs' motion for preliminary approval.

The Court also has not scheduled a hearing on final approval of the settlement. However, given CAFA's 90-day rule from the date of this notice, the hearing on final approval cannot occur until August 28, 2014 at the earliest. The final approval hearing will be held at the United States District Court for the Southern District of New York, United States Courthouse, 40 Foley Square, New York, New York 10007.

3. *Proposed Notification to Class Members* (28 U.S.C. § 1715(b)(3))

A Notice Plan and a copy of the proposed notice to class members advising them of the proposed settlement and their right to request exclusion from the class has been filed with the Court as part of Plaintiffs' Motion for Preliminary Approval. See Ex. 5, Decl. of Shannon R. Wheatman, Ph.D. in Support of Motion for Preliminary Approval of Class

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May 29, 2014

Page 3

Action Settlement Re: Adequacy of Notice Program and Exhibits (Ex. 5.pdf). The Court has not yet ruled on that motion.

4. *Proposed Class Action Settlement Agreement* (28 U.S.C. § 1715(b)(4))

A copy of the executed Settlement Agreement between Plaintiffs and Defendants, including all exhibits, is enclosed as Exhibit 6 (Ex. 6.pdf).

5. *Any Settlement or Other Agreement* (28 U.S.C. § 1715(b)(5))

No agreement has been made between class and Defendants' counsel other than the Settlement Agreement made by counsel on behalf of their respective clients. *See* Ex. 6.

6. *Final Judgment* (28 U.S.C. § 1715(b)(6))

There has been no final judgment or notice of dismissal entered by the Court. Nor have the parties filed with the Court a proposed Final Approval Order.

7. *Estimate of Class Members in Each State* (28 U.S.C. § 1715(b)(7)(B))

It is not feasible for Defendants to identify the names of all class members in each state or to determine precisely the proportionate share of the claims of class members for each state. A primary obstacle to determining this information is that Defendants do not maintain data in a way that permits Defendants to readily and precisely identify someone as a class member or to identify the residence of every purchaser of Defendants' hop-on, hop-off bus tours, especially given that many such ticket sales occur through street sellers, including at times through cash transactions. While Defendants have identified addresses for certain customers who purchased their tickets through Defendants' website, these purchasers amount to only a small proportion of the entire settlement class, *i.e.*, approximately 10%.

Plaintiffs have estimated that the class contains at least 3.9 million class members. After reasonable inquiry, Defendants believe that within the group of settlement class members for whom Defendants have identified addresses, it appears that approximately ten percent of those individuals reside in New York. The remaining individuals reside in foreign countries around the world, as well as other states within the United States, with each state appearing to represent approximately 0.1% to 6% of the approximately 10% of settlement class members for whom Defendants have identified addresses.

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May 29, 2014

Page 4

8. *Judicial Opinions Related to the Settlement* (28 U.S.C. § 1715(b)(8))

At present there are no judicial opinions related to the Settlement.

If you have any questions about this notice, the lawsuits or the enclosed materials, or if you have any difficulties accessing any materials electronically, please feel free to contact the undersigned counsel.

Sincerely,



Thomas O. Barnett
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue NW
Washington, DC 20004-2401
Telephone: 202-662-5407
Facsimile: 202-662-6291

cc: The Attorney General of each of the United States, the District of Columbia, and Puerto Rico and the Assistant Attorney General in charge of the Antitrust Division of the Department of Justice (addresses on Exhibit 7 hereto)