

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

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| <p><i>IN RE</i> NYC BUS TOUR ANTITRUST LITIGATION</p> | <p>Master Case File No. 13-CV-0711 (ALC)(GWG) RELATED TO ALL CASES</p> <p>ECF Case</p> <p>JURY TRIAL DEMANDED</p> |
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ORDER AND JUDGMENT AWARDING FEES AND EXPENSES

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 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 a.m.;

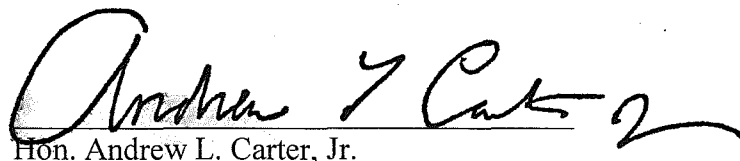
WHEREAS, Class Plaintiffs filed a fee application, seeking counsel fees, expenses and service awards;

Having considered Class Plaintiffs’ Motion for an Award of Fees and Expenses, oral argument presented at the fairness hearing, and the complete records and files in this matter,

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

1. The capitalized terms used herein shall have the meanings set forth in the Agreement.
2. Class Plaintiffs' Counsel shall receive \$6,270,000 in attorneys' fees, representing a third of the fund recovered, to be paid out of the Gross Settlement Fund created by the Settlement.
3. Plaintiffs' Counsel shall be reimbursed \$863,629.46 in costs and expenses reasonably incurred in the presentation and settlement of this litigation, to be paid out of the Gross Settlement Fund created by the Settlement.
4. The Notice and Administrative Costs incurred to date are \$1,069,158.54. Under the terms of the Settlement, those costs are payable as they become due out of the Gross Settlement Fund to those that incurred the costs.
5. Notice and Administrative Costs, Taxes and Tax Expenses, Escrow Agent Costs, other expenses, and future expenses of Class Counsel, may be paid out of the Gross Settlement Fund as permitted in the Settlement, including ¶¶ 15-16 thereof.
6. A service award of \$20,000, to be paid out of the Gross Settlement Fund created by the Settlement, shall be paid to each of the Class Plaintiffs.
7. This Order and Judgment shall become effective immediately.

ENTERED this 21 day October of 2014.


Hon. Andrew L. Carter, Jr.