

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

37 BESEN PARKWAY, LLC, on behalf of itself and all others similarly situated,)	Civil Action No. 15-cv-9924
)	
Plaintiff,)	
)	
vs.)	
)	
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.),)	
)	
Defendant.)	
)	

PROPOSED ORDER AWARDING FEES AND EXPENSES

WHEREAS, Class Plaintiff 37 Besen Parkway, LLC, (“37 Besen”) for itself and on behalf of the proposed Settlement Class, entered into an agreement (the “Settlement”) with Defendant John Hancock Life Insurance Company (U.S.A.) (“Defendant” or “John Hancock”);

WHEREAS, on November 1, 2018 the Court entered its Order granting preliminary approval of the proposed settlement (“Preliminary Approval Order”) (Dkt. 139). Among other things, the Preliminary Approval Order authorized Class Plaintiff 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 on December 21, 2018, and the Court held a fairness hearing on February 19, 2019 at 10 a.m.

WHEREAS, this application is uncontested by Defendant;

WHEREAS, no class member has objected to this application; and

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

Having considered Class Counsel's Motion for Attorneys' Fees, Reimbursement of Litigation Expenses, and Incentive Awards, supporting declarations, 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 Settlement Agreement.

2. Class Counsel of Susman Godfrey L.L.P. shall receive \$27,375,000 in attorneys' fees, plus a *pro rata* share in the interest earned in the Settlement Fund, to be paid out of the Settlement Fund created by the Settlement.

3. Class Counsel shall be reimbursed \$2,240,112.22 in costs and expenses reasonably incurred in the presentation and settlement of this litigation, to be paid out of the Settlement Fund created by the Settlement.

4. Class Counsel may in its sole discretion allocate and distribute the fees and costs it receives pursuant to this Order among other counsel.

5. The Notice and Administrative Costs incurred to date are \$139,556.15. Under the terms of the Settlement, those costs are payable out of the Settlement Fund created by the Settlement. Future Notice and Administrative Costs may be paid out of the Settlement Fund as they become due, subject to the terms of the Settlement.

6. The Court shall entertain any supplemental application for reimbursement of future expenses incurred by Counsel on behalf of the Class.

7. Incentive awards shall be paid to the Class Plaintiff out of the Settlement Fund created by the Settlement in the following amounts: \$40,000 for each of the two representatives who testified in this action.

8. This Order shall become effective immediately.

The Clerk of Court is directed to close this case.

ENTERED this 29th day March of 2019.

Paul G. Gardephe

Paul G. Gardephe
UNITED STATES DISTRICT JUDGE