

3. Susman Godfrey L.L.P. and Hausfeld L.L.P. (“Co-Lead Class Counsel”) shall have the sole authority to allocate and distribute any attorneys’ fees and expenses awarded from the Barclays Settlement pursuant to this order among counsel who performed work on behalf of the OTC Plaintiffs in a manner which, in the opinion of Co-Lead Class Counsel, fairly compensates such counsel for their services.

4. An incentive award of \$25,000 from the Barclays Settlement, plus interest on the foregoing amount at the same rate earned by the settlement fund, shall be paid to each of the following named plaintiffs: the Mayor and City Council of Baltimore, the City of New Britain, Yale University, Vistra Energy Corp., and Jennie Stuart Medical Center, Inc.

This motion is supported by the OTC Plaintiffs’ Memorandum of Law in Support of Motion for Attorneys’ Fees, Reimbursement of Litigation Expenses, and Service Awards for Named Plaintiffs and the Joint Declaration of William C. Carmody and Michael D. Hausfeld. A proposed order is attached hereto as Exhibit A.

Dated: September 22, 2017

By: /s/ Michael D. Hausfeld

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/s/ William Christopher Carmody

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CERTIFICATE OF SERVICE

I hereby certify that on September 22, 2017, I caused the aforementioned document to be served via the email or Electronic Case Filing (ECF) system in the United States District Court for the Southern District of New York, on all parties registered for CM/ECF in the above-captioned matters.

Dated: September 22, 2017

/s/ William Christopher Carmody
William Christopher Carmody

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262 (NRB)
THIS DOCUMENT RELATES TO:	
MAYOR AND CITY COUNCIL OF BALTIMORE, et al., Plaintiffs, v. CREDIT SUISSE AG, et al., Defendants.	No. 11-cv-5450 (NRB)

**[PROPOSED] ORDER APPROVING OTC PLAINTIFFS'
MOTION FOR ATTORNEYS' FEES, REIMBURSEMENT OF LITIGATION
EXPENSES, AND SERVICE AWARDS FOR NAMED PLAINTIFFS**

This matter having come before the Court by way of the OTC Plaintiffs' Motion for Attorneys' Fees, Reimbursement of Litigation Expenses, and Service Awards for Named Plaintiffs, IT IS HEREBY ORDERED THAT:

1. Class Counsel shall receive a total of \$31,811,500 in attorneys' fees to be paid out of settlement funds related to the settlement between the OTC Plaintiffs and Barclays Bank plc. (the "Barclays Settlement"), plus interest on the foregoing amount at the same rate earned by the settlement fund.

2. Class Counsel shall be reimbursed \$13,961,666.57 in costs and expenses reasonably incurred in the prosecution and settlement of this litigation, to be paid out of the settlement fund created by the Barclays Settlement, plus interest on the foregoing amount at the same rate earned by the settlement fund.

3. Susman Godfrey L.L.P. and Hausfeld L.L.P. (“Co-Lead Class Counsel”) shall have the sole authority to allocate and distribute any attorneys’ fees and expenses awarded from the Barclays Settlement pursuant to this order among counsel who performed work on behalf of the OTC Plaintiffs in a manner which, in the opinion of Co-Lead Class Counsel, fairly compensates such counsel for their services.

4. An incentive award of \$25,000 from the Barclays Settlement, plus interest on the foregoing amount at the same rate earned by the settlement fund, shall be paid to each of the following named plaintiffs: the Mayor and City Council of Baltimore, the City of New Britain, Yale University, Vistra Energy Corp., and Jennie Stuart Medical Center, Inc.

Hon. Naomi Reice Buchwald
UNITED STATES DISTRICT JUDGE