

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

CIVIL ACTION NO. 09-cv-0658-REB-CBS
(Consolidated with Civil Action No. 09-cv-00952-REB-CBS)

D. EDWARD WALTER and ALICE TEETERS,
individually and on behalf of all others
similarly situated,

Plaintiffs,

v.

LEVEL 3 COMMUNICATIONS, INC., et al.

Defendants.

**ORDER GRANTING PLAINTIFFS' MOTION
FOR AWARD OF ATTORNEYS' FEES, REIMBURSEMENT
OF EXPENSES AND CASE CONTRIBUTION AWARDS**

The matter having come before the Court on March 23, 2012, on the application of Lead Counsel for an award of attorneys' fees and reimbursement of expenses incurred in the Action and for Case Contribution Awards for the Named Plaintiffs, having considered all papers filed and proceedings conducted herein, having found the Settlement of this Action to be fair, reasonable, and adequate, having considered the twelve factors enunciated by the court in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), and otherwise being fully informed in the premises and good cause appearing therefore,¹

IT IS ORDERED AND ADJUDGED:

¹ The court approves, adopts, and incorporates the facts presented, reasons stated, arguments advanced, and authorities cited by plaintiffs in their motion [#181] filed March 12, 2012.

1. All of the capitalized terms used herein shall have the same meaning as set forth in the Settlement Agreement ("Settlement Agreement") dated as of October 31, 2011, and filed with the Court.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all members of the Settlement Class.

3. Class Counsel are hereby awarded attorneys' fees of \$960,000 and reimbursement of expenses in the sum of \$107,154 (the "Attorneys' Fees and Expenses"), to be paid from the Settlement Fund. The Court finds that the amount of fees awarded is appropriate, fair, and reasonable given the substantial risks of non-recovery, the time and effort involved, and the result obtained for the Settlement Class. No other fees, costs, or expenses may be awarded to Class Counsel in connection with this Settlement. It shall be the responsibility of Lead Counsel-Committee Chair to allocate these fees and expenses among other Plaintiffs' counsel as appropriate.

4. Each of the three Named Plaintiffs is awarded \$7,500 as a Case Contribution Award, as defined in the Settlement Agreement, in recognition of his or her contributions to this Action.

SO ORDERED this March 26, 2012.

s/ Robert E. Blackburn

HON. ROBERT E. BLACKBURN
UNITED STATES DISTRICT JUDGE