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Counsel for Plaintiffs  
Merrill G. Davidoff  
Michael Dell'Angelo  
**BERGER & MONTAGUE, P.C.**  
1622 Locust Street  
Philadelphia, PA 19103  
Tel: (215) 875-3000  
Fax: (215) 875-4608

REGINALD H. HOWE  
49 Tyler Road  
Belmont, MA 02478  
Tel: (617) 484-0029

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA**

Brown v. Kinross Gold U.S.A., Inc.

CV-S-02-0605-PMP-(RJJ)

This Document Relates To:

All actions

**ORDER APPROVING  
THE FINAL DISTRIBUTION OF THE  
NET SETTLEMENT FUND TO  
AUTHORIZED CLAIMANTS AND TO  
PAY THE CLAIMS ADMINISTRATOR'S  
FEES AND EXPENSES**

1           WHEREAS, Lead Plaintiffs and Class Representatives Robert A. Brown,  
2 Glenbrook Capital LP, Andrew D. Kaufman, George P. Drake, and CN&L Investment  
3 Corp. (collectively “Lead Plaintiffs”), by and through their undersigned counsel of  
4 record, Berger & Montague, P.C. and Reginald H. Howe (individually “Lead Counsel” or  
5 collectively “Co-Lead Counsel”) in the above-captioned class action litigation (the  
6 “Action”), on behalf of themselves and the members of the Settlement Class, have moved  
7 for approval of: (i) the final distribution of the Net Settlement Fund to Authorized  
8 Claimants consistent with the administrative determinations of the Claims Administrator  
9 as set forth in the Declaration of Edward J. Sincavage for Final Distribution (“Sincavage  
10 Declaration”) and accompanying exhibits in support thereof; and (ii) payment of the  
11 Claims Administrator’s fees and expenses.

12           WHEREAS, all defined terms contained in this Order shall have the same  
13 meanings as set forth in the Stipulation and Agreement of Settlement dated November 7,  
14 2008 (Exhibit 1 to Dkt. No. 290).

15           IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

16           1.       The procedures used and actions taken by Heffler, Radetich & Saitta  
17 L.L.P. (“Heffler”) and Plaintiffs’ Lead Counsel for the administration of the Settlement  
18 are here adjudged to have been proper and complete, and the Court hereby approves the  
19 administrative determinations of Heffler in accepting and rejecting claims filed in this  
20 matter.

21           2.       The interim administrative determinations of the Claims Administrator as  
22 set forth in the Sincavage Declaration and accompanying exhibits, accepting and  
23 rejecting the Proof of Claim forms, are hereby approved.

24

1           3.       The final administrative determinations of the Claims Administrator as set  
2 forth in the Sincavage Declaration and accompanying exhibits, accepting and rejecting  
3 the Proof of Claim forms, are hereby approved.

4           4.       The Claims Administrator is hereby directed to distribute the Net  
5 Settlement Fund to Authorized Claimants in accordance with the Claims Administrator's  
6 administrative determinations and as set forth in the Sincavage Declaration and  
7 accompanying exhibits.

8           5.       The Court hereby approves Heffler's recommended rejection of claims  
9 identified in the Non-Payable Claims Listing, attached as Exhibit C to the Sincavage  
10 Declaration which is attached as Exhibit 1 to the Distribution Motion.

11          6.       The Court directs that distribution checks to the Authorized Claimants  
12 shall bear the notation "Non-Negotiable After 180 Days," and that no check shall be  
13 negotiated in the Net Settlement Fund more than 200 days after the date of the check.

14          7.       If, after the initial distribution, any funds remain in the Net Settlement  
15 Fund by reason of uncashed checks or otherwise, and, after Heffler has made reasonable  
16 and diligent efforts to have Authorized Claimants cash their distribution checks, any  
17 balance remaining in the Net Settlement Fund one year after the initial distribution of  
18 such funds shall be redistributed on a *pro rata* basis, after payment of any unpaid costs or  
19 fees incurred in administering the Net Settlement Fund for such redistribution, to  
20 Authorized Claimants who have cashed their original distribution checks and who would  
21 receive at least \$50 from such redistribution. If, after six months following such  
22 redistribution, any funds remain in the Net Settlement Fund, then such balance shall be  
23 contributed to a non-sectarian, not-for-profit, 501(c)(3) organization(s) designated by  
24 Plaintiffs' Lead Counsel, subject to Court approval.

1           8.       The Claims Administrator's fees in the amount of \$46,490.81 and  
2 expenses in the amount of \$8,525.00 are hereby approved and may be paid to the Claims  
3 Administrator from the Settlement Fund.

4           9.       Lead Plaintiffs, Plaintiffs' Counsel, Defendants, defendants' counsel, the  
5 Claims Administrator, any employees or agents of any of the foregoing, and any other  
6 persons involved in the review, verification, calculation, tabulation, or any other aspect of  
7 the processing of the Proof of Claim forms, are hereby released and discharged from any  
8 claims or liability by, to or from any member of the Settlement Class, whether or not they  
9 are to receive payment from the Net Settlement Fund, or any other person in connection  
10 with the processing of Proof of Claim forms filed in this litigation and the distribution of  
11 the Net Settlement Fund in connection therewith that has been undertaken pursuant to the  
12 Orders of this Court.

13           IT IS SO ORDERED.

14           Dated:    October 15, 2010.



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THE HONORABLE PHILIP M. PRO  
UNITED STATES DISTRICT JUDGE

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