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14 **UNITED STATES DISTRICT COURT**
 15 **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 LEAD PLAINTIFFS' MOTION FOR AWARD OF ATTORNEYS' FEES AND EXPENSES

21 WHEREAS a consolidated class action is currently pending before the court
 22 entitled *Brown v. Kinross Gold U.S.A., Inc., et al.*, U.S.D.C. Nev., CV-S-02-0605-
 23 PMP(RJJ) (the "Action");
 24

1 WHEREAS, this matter came before the Court pursuant to the Court’s Order
2 Preliminarily Approving Settlement, Settlement Class Certification, and Providing for
3 Notice to the Class dated November 12, 2008 (“Preliminary Approval Order”) (Dkt.
4 295), on Lead Plaintiffs’ Motion for Award of Attorneys’ Fees and Expenses dated
5 January 22, 2009 (the “Attorneys’ Fee Motion”) for an award of attorneys’ fees and
6 reimbursement of expenses incurred by Plaintiffs’ Counsel;

7 WHEREAS, pursuant to the Preliminary Approval Order, the Court preliminarily
8 directed the dissemination, publication, mailing and/or posting of the Notice of Class
9 Action Certification, Proposed Settlement, Motion for Attorneys’ Fees and Expenses and
10 Hearing Thereon (the “Notice”), the Proof of Claim and Release form (the “Proof of
11 Claim”), and Summary Notice;

12 WHEREAS, the Parties having simultaneously made application by and through a
13 Motion for Final Approval of Class Action Settlement, pursuant to Federal Rule of Civil
14 Procedure 23(e), for an order finally approving the Settlement of this Action, in
15 accordance with the Stipulation which, together with the Exhibits annexed to the
16 Stipulation, sets forth the terms and conditions for a proposed settlement of the Action
17 and for dismissal of the Action with prejudice upon the terms and conditions set forth
18 therein;

19 WHEREAS, all defined terms contained in this Order shall have the same
20 meanings as set forth in the Stipulation; and

21 WHEREAS, due and adequate notice having been given to the Settlement Class
22 as required in said Preliminary Approval Order, the Court having considered all papers
23 filed and proceedings had herein, and otherwise being fully informed in the premises and
24 good cause appearing therefore,

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IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

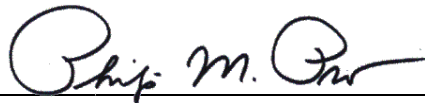
1. The Court hereby awards Plaintiffs' Counsel attorneys' fees in the amount of \$8,500,000, constituting twenty-three and three quarter percent (23.75%) of the gross \$35,778,371 financial benefit of the Action to the Settlement Class which is twenty-nine percent (29%) of the Settlement Fund, together with interest earned thereon for the same period and at the same rate as that earned on the Settlement Fund until paid, plus reimbursement of litigation expenses incurred in the amount of \$892,773.23 for reasonable costs and expenses incurred in the representation of the Class. The Court finds that the amount of fees awarded is fair and reasonable under the "percentage-of-the-recovery" method and that the costs and expenses were reasonably incurred in connection with the pursuit of this litigation and were reasonable in amount.

6. The awarded attorneys' fees and expenses and interest earned thereon may be paid immediately after the date this Order is entered, subject to the terms, conditions and obligations of the Stipulation of Settlement.

7. The Court expressly finds that there is no just reason for delay in the entry of this Order and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

Dated: January 29, 2009



THE HONORABLE PHILIP M. PRO
UNITED STATES DISTRICT JUDGE