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14 **UNITED STATES DISTRICT COURT**
15 **DISTRICT OF NEVADA**

16
17 Brown v. Kinross Gold U.S.A., Inc.

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

18 This Document Relates To:

**ORDER APPROVING
LEAD PLAINTIFFS' MOTION FOR
FOR FINAL APPROVAL OF PLAN
OF ALLOCATION OF SETTLEMENT
PROCEEDS**

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 (“Preliminary Approval Order”)
2 dated November 12, 2008, on Lead Plaintiffs’ Motion for Final Approval of Plan of
3 Allocation of Settlement Proceeds dated January 8, 2009 (the “Plan of Allocation
4 Motion”) pursuant to the Court’s Order Preliminarily Approving Settlement, Settlement
5 Class Certification, and Providing for Notice to the Class (“Preliminary Approval Order”)
6 dated November 12, 2008 (Dkt. 295), on Lead Plaintiffs’ Motion for Final Approval of
7 Plan of Allocation of Settlement Proceeds dated January 8, 2009 (the “Plan of Allocation
8 Motion”) for approval of the plan of allocation, by which the Net Settlement Fund
9 created pursuant to the parties’ Stipulation of Settlement (“Stipulation”) is to be allocated
10 and distributed to the authorized members of the Settlement Class who submit approved
11 Proof of Claim and Release forms demonstrating they have approved claims;

12 WHEREAS, pursuant to the Preliminary Approval Order, the Court directed the
13 dissemination, publication, mailing and/or posting of the Notice of Class Action
14 Certification, Proposed Settlement, Motion for Attorneys’ Fees and Expenses and
15 Hearing Thereon (the “Notice”), the Proof of Claim and Release form (the “Proof of
16 Claim”), and Summary Notice.

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

24

1 WHEREAS, all defined terms contained in this Order shall have the same
2 meanings as set forth in the Stipulation and the Preliminary Approval Order and

3 WHEREAS, due and adequate notice having been given to the Settlement Class,
4 the Court having considered all papers filed and proceedings had herein, and otherwise
5 being fully informed in the premises and good cause appearing therefore,

6 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

7 1. This Court has jurisdiction over the subject matter of the Litigation and
8 over all parties to the Litigation, including all Members of the Settlement Class.

9 2. The Court hereby approves the Plan of Allocation and finds that:

10 (a) The Plan of Allocation is, in all respects, fair, reasonable and
11 adequate and in the best interest of the Settlement Class;

12 (b) there was no collusion in connection with the Plan of Allocation;

13 (c) the Plan of Allocation was the product of informed decisions by
14 competent, able counsel; and

15 (d) the record is sufficiently developed and complete to have enabled
16 the Lead Plaintiffs to have adequately evaluated and considered the Plan of Allocation.

17 Accordingly, the Settling Parties are hereby authorized and directed to perform the terms
18 of the Plan of Allocation.

19 3. The Notice and Proof of Claim given to the Settlement Class was the best
20 notice practicable under the circumstances, including the individual notice to all members
21 of the Settlement Class who could be identified through reasonable effort. Said notice
22 provided the best notice practicable under the circumstances of these proceedings and of
23 the matters set forth therein, including the proposed Plan of Allocation, to all Persons
24 entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of

1 Civil Procedure 23.

2 4. Consistent with, and without limiting the scope and effect of the Order and
3 Final Judgment, neither the Notice nor the Plan of Allocation, nor any act performed or
4 document executed pursuant to or in furtherance of the Plan of Allocation: (a) is or may
5 be deemed to be or may be used as an admission of, or evidence of, the validity of any
6 Settled Class Claims, or of any wrongdoing or liability of the Defendants, or their
7 respective Related Parties, or (b) is or may be deemed to be or may be used as an
8 admission of, or evidence of, any fault or omission of any of the Released Persons in any
9 civil, criminal or administrative proceeding in any court, administrative agency or other
10 tribunal.

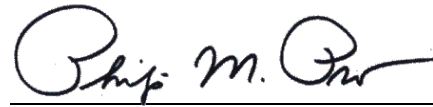
11 5. Without affecting the finality of the Order and Final Judgment in any way,
12 this Court hereby retains continuing jurisdiction over: (a) implementation of the
13 Stipulation and of this Settlement and any award or distribution of the Settlement Fund,
14 including interest earned thereon; (b) all proceedings with respect to the administration,
15 processing and determination of claims described in the Settlement, including disposition
16 of the Settlement Fund and the Excluded Holder Fund, and the determination of all
17 controversies relating thereto, including disputed questions of law and fact with respect to
18 the validity of claims; (c) hearing and determining applications for attorneys' fees,
19 interest and expenses in the Litigation; (d) any award of expenses and/or service awards
20 to Lead Plaintiffs; and (e) all parties hereto for the purpose of construing, enforcing and
21 administering the Stipulation.

22 6. Without further order of the Court, the Settling Parties may agree to
23 reasonable extensions of time to carry out any of the provisions of the Stipulation,
24 including the Plan of Allocation or the processing of Proof of Claim and Release forms.

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

4 IT IS SO ORDERED.

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6 Dated: January 29, 2009



7 THE HONORABLE PHILIP M. PRO
8 UNITED STATES DISTRICT JUDGE
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