

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

<b>RICHARD TURNLEY III, BARON</b>	)	
<b>H.C. FINLAYSON, COLEEN</b>	)	
<b>ALECIA HINDS, MARK-ANTHONY</b>	)	
<b>BROWN, TIMOTHY JOHNSON II,</b>	)	
<b>KHAIRI DWAYNE RAHMAN,</b>	)	
<b>RAHMEL HOBBS, and TERRY M.</b>	)	
<b>GRAVELY, on behalf of themselves</b>	)	<b>CIVIL ACTION NO. 07-CA10949 NG</b>
<b>and all others similarly situated,</b>	)	
	)	
<b>Plaintiffs,</b>	)	
	)	
<b>v.</b>	)	
	)	
<b>BANC OF AMERICA INVESTMENT</b>	)	
<b>SERVICES, INC., and BANK OF</b>	)	
<b>AMERICA, N.A.,</b>	)	
	)	
<b>Defendants.</b>	)	

**[PROPOSED] ORDER AWARDING ATTORNEYS' FEES  
AND REIMBURSEMENT OF EXPENSES**

WHEREAS, Plaintiffs' motion for approval of attorneys' fees and expenses (the "Motion") came before the Court for hearing on November 18, 2009, at 2:30 p.m., pursuant to the Court's Order Preliminarily Approving Settlement, filed July 15, 2009 (the "Preliminary Approval Order"); and due and adequate notice having been given to the Class as required in the Preliminary Approval Order; and the Court, having read and considered Plaintiffs' Motion and the supporting declaration and exhibits and being fully informed of the related proceedings, now FINDS, CONCLUDES AND ORDERS as follows:

1. This Order incorporates by reference the definitions in the Settlement Agreement, and all capitalized terms used herein shall have the same meanings as set forth in the Settlement Agreement.

2. This Court has jurisdiction over the subject matter of the litigation and over all parties to this litigation, including all members of the Class.

3. The Court hereby finds and concludes that due and adequate notice was directed to the Class, advising the Class of the attorneys' fees and expense reimbursement requested by Class Counsel and the Class' right to object thereto, and a full and fair opportunity was accorded to all Class Members to be heard with respect to the request.

4. The Court hereby grants the attorneys' fees and expenses requested in connection with the Settlement.

5. The Court hereby awards attorneys' fees of \$2,285,958.67 (33 1/3% of the Settlement Fund net of Court-approved litigation expenses) payable to Class Counsel Bernstein Litowitz Berger & Grossmann LLP ("BLB&G"). The Court also awards Class Counsel reimbursement of litigation expenses in the amount of \$341,438.14 payable to Class Counsel BLB&G. The Court awards interest on the attorneys' fees and the expenses awarded, calculated

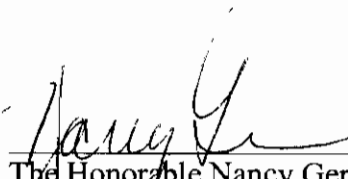
for the same time period and at the same rate as earned on the Settlement Fund. Pursuant to the Settlement Agreement, the attorneys' fees and expenses and interest, as awarded by the Court, shall be paid to Class Counsel from the Settlement Fund immediately after the later of: (1) the execution of this Order, and (2) the Court enters the Final Approval Order and dismisses the action with prejudice.

6. The Court finds that an award of attorneys' fees of 33 1/3% of the Settlement Fund net of litigation expenses, is fair and reasonable and consistent with the First Circuit's awards utilizing the "percentage of recovery" method applicable for common fund cases; and in consideration of the following factors, among others: the previously agreed upon 33 1/3% fee in the contingency agreements signed by Named Plaintiffs; the work performed and lodestar of the attorneys involved; the litigation risks faced; the results achieved; the skill required and the quality of the representation by Class Counsel; and the lack of objections from the Class.

7. There being no just reason for delay in the entry of this Order, the Court hereby orders the immediate entry of this Order by the Clerk of the Court, as expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

Dated: NOV 18, 2009

  
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The Honorable Nancy Gertner  
United States District Judge