

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FRESNO COUNTY EMPLOYEES' RETIREMENT
ASSOCIATION, EMPLOYEES' RETIREMENT
SYSTEM OF THE CITY OF BATON ROUGE AND
PARISH OF EAST BATON ROUGE, and
WILLIAM HUFF, Individually and on Behalf of All
Others Similarly Situated,

Plaintiffs,

v.

COMSCORE, INC., SERGE MATTA, MELVIN
WESLEY III, MAGID M. ABRAHAM, KENNETH
J. TARPEY, WILLIAM J. HENDERSON,
RUSSELL FRADIN, GIAN FULGONI, WILLIAM
KATZ, RONALD J. KORN, JOAN LEWIS,
RENTRAK CORPORATION, DAVID BOYLAN,
DAVID I. CHERMEROW, WILLIAM ENGEL,
PATRICIA GOTTESMAN, WILLIAM LIVEK,
ANNE MACDONALD, MARTIN O'CONNOR,
BRENT ROSENTHAL, and RALPH SHAW,

Defendants.

Case No. 1:16-cv-01820-JGK

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~~PROPOSED~~ ORDER APPROVING PLAN OF
ALLOCATION OF NET SETTLEMENT FUND

WHEREAS, this matter came on for hearing on June 7, 2018 (the "Settlement Hearing") on Lead Plaintiffs' motion to determine whether the proposed plan of allocation of the Net Settlement Fund ("Plan of Allocation") created by the Settlement achieved in the above-captioned class action (the "Action") should be approved. The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notice of the Settlement Hearing substantially in the form approved by the Court was mailed to all Settlement Class Members who or which could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in *Investor's Business Daily* and was transmitted over the *PR Newswire* pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the proposed Plan of Allocation,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order approving the proposed Plan of Allocation incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated December 28, 2017 (ECF No. 250-1) (the "Stipulation") and all terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation.

2. The Court has jurisdiction to enter this Order approving the proposed Plan of Allocation, and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.

3. Notice of Lead Plaintiffs' motion for approval of the proposed Plan of Allocation was given to all Settlement Class Members who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion for approval of the proposed Plan of Allocation satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. §§ 77z-1, 78u-4, as amended, and all other applicable law and rules; constituted the best notice practicable under the circumstances; and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Copies of the Notice, which included the Plan of Allocation, were mailed to over 36,000 potential Settlement Class Members and nominees and there are no objections to the Plan of Allocation.

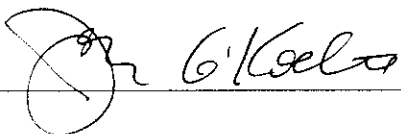
5. The Court hereby finds and concludes that the formula for the calculation of the claims of Claimants as set forth in the Plan of Allocation mailed to Settlement Class Members provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Settlement Class Members with due consideration having been given to

administrative convenience and necessity.

6. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Settlement Class. Accordingly, the Court hereby approves the Plan of Allocation proposed by Lead Plaintiffs.

7. 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.

SO ORDERED this 7 day of June, 2018.



A handwritten signature in black ink, appearing to read "John G. Koeltl", is written over a horizontal line.

The Honorable John G. Koeltl
United States District Judge