

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____	X	
IN RE	:	MDL No. 1409
	:	
CURRENCY CONVERSION FEE	:	M 21-95
ANTITRUST LITIGATION	:	
	:	
_____	X	
THIS DOCUMENT RELATES TO:	:	Index No. 05 CV 7116 (WHP)
	:	
ROBERT ROSS, et al.,	:	
	:	
Plaintiffs,	:	
	:	
-against-	:	
	:	
BANK OF AMERICA, N.A. (USA) et al.,	:	
	:	
Defendants.	:	
_____	X	

**[PROPOSED] JUDGMENT APPROVING ATTORNEYS' FEES AND COSTS,
AND THE DISBURSEMENT OF MONIES DESIGNATED FOR NOTICE COSTS
IN CONNECTION WITH THE SETTLEMENT AS TO DEFENDANTS BANK OF
AMERICA, N.A. (USA) (N/K/A FIA CARD SERVICES, N.A.), BANK OF AMERICA,
N.A., JPMORGAN CHASE & CO., CHASE BANK USA, N.A., CAPITAL ONE BANK
(USA), N.A., CAPITAL ONE BANK, N.A., HSBC FINANCE CORPORATION, AND
HSBC BANK NEVADA, N.A.**

This Court having held a fairness hearing on July 15, 2010, notice of the fairness hearing having duly been given in accordance with this Court's Order dated _____, 2010, the Court having considered all matters submitted to it at the fairness hearing and otherwise, and finding no just reason for delay in entry of this Judgment and good cause appearing therefore, hereby ORDERS that:

1. The definitions of the capitalized terms in the respective Settlement Agreements (defined below), filed with the Court on February 24, 2010 (Docket items _____), are incorporated by reference in this Judgment.

2. Subject to the Stipulations and Agreements of Settlement (the “Settlement Agreements”) with Bank of America, N.A. (USA) (n/k/a FIA Card Services, N.A.) and Bank of America, N.A. (collectively, “Bank of America”), JPMorgan Chase & Co. and Chase Bank USA, N.A. (collectively, “Chase”), Capital One Bank (USA), N.A., and Capital One Bank, N.A. (collectively, “Capital One”), and HSBC Finance Corporation and HSBC Bank Nevada, N.A. (collectively HSBC) (collectively, the “Settling Defendants”), each of the Settling Defendants agreed to pay the following sums in attorneys’ fees, expenses, and costs (collectively, “Attorneys’ Fees”):

Settling Defendant	Amount of Attorneys’ Fees
Bank of America	\$600,000.00
Chase	\$700,000.00
Capital One	\$650,000.00
HSBC	\$400,000.00
TOTAL	\$2,350,000.00

Each of the Settling Defendants further agreed to advance certain sums into an escrow account (the “Escrow”) to cover the payment of notice costs (including administration), which shall be credited against the above amounts that each Settling Defendant agreed to pay in Attorneys’ Fees.

3. Pursuant to the Settlement Agreements, the Settling Defendants advanced a combined total of \$375,000.00 into the Escrow to cover notice costs. Of the \$375,000.00 advanced by the Settling Defendants to cover notice costs, \$_____ was used by Plaintiffs’ Co-Lead Counsel for the cost of notice and settlement administration. Thus, the sum of \$_____ currently remains in the Escrow.

4. The Court hereby approves the payment to Plaintiffs' counsel of reasonable and appropriate attorneys' fees, expenses and costs, in the amount of \$_____. Upon Final Settlement Approval, Plaintiffs' Co-Lead Counsel Berger & Montague, P.C. is authorized to withdraw the remaining monies from the Escrow, including the interest earned thereon. Within ten (10) business days of Final Settlement Approval, each of the Settling Defendants shall pay to Plaintiffs' Co-Lead Counsel the agreed upon Attorneys' Fees amounts set forth in Sections 15(c) of the respective Settlement Agreements.

5. Plaintiffs' Co-Lead Counsel Berger & Montague, P.C. shall allocate the monies paid for attorneys' fees and litigation expenses among all Plaintiffs' counsel based on Berger & Montague's reasonable assessment of the relative contributions of such counsel to the prosecution of the case on behalf of the Settlement Class.

6. Without affecting the finality of this Judgment in any respect, this Court reserves jurisdiction over any matters related to or ancillary to this Judgment.

7. Finding that there is no just reason for delay, this Judgment shall constitute a final judgment pursuant to Federal Rule of Civil Procedure Rule 54(b). The Clerk of the Court is directed to enter this Judgment on the docket forthwith.

Dated: _____
New York, New York

SO ORDERED:

The Honorable William H. Pauley, III
United States District Judge

Copies to:
All Counsel of Record