

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: 9:14-cv-81323-DMM

THE CITY OF LOS ANGELES, ACTING
THROUGH ITS FIRE AND POLICE
PENSION SYSTEM, ACTING BY ORDER
OF AND THROUGH ITS BOARD OF FIRE
AND POLICE PENSION
COMMISSIONERS, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

BANKRATE, INC., EDWARD J.
DIMARIA, KENNETH S. ESTEROW,
GOLDMAN SACHS & CO., MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED, RBC CAPITAL
MARKETS, LLC, and STEPHENS, INC.,

Defendants.

ORDER APPROVING DISTRIBUTION PLAN

THIS CAUSE comes before the Court upon Lead Plaintiff the City of Los Angeles' ("Plaintiff") Unopposed Motion for Approval of Distribution Plan ("Motion"), filed on January 11, 2018. (DE 168).

WHEREAS, by its Judgment Approving Class Action Settlement dated February 6, 2017 (DE 163) and its Order Approving Plan of Allocation dated February 6, 2017 (DE 164), this Court approved the terms of the settlement set forth in the Stipulation and Agreement of Settlement dated July 18, 2016 (DE 154) (the "Settlement" or "Stipulation") and the proposed

plan for allocating the net settlement proceeds to eligible Settlement Class Members (the “Plan of Allocation”);

WHEREAS, this Court had directed the parties to consummate the terms of the Settlement and Plan of Allocation;

WHEREAS, the Settlement provided for the payment of \$20,000,000 by Bankrate, Inc. (the “Settlement Amount”) and, pursuant to the terms of the Stipulation, the Settlement Amount was deposited into an account established by Lead Counsel at The Huntington National Bank for the benefit of the Settlement Class;

WHEREAS, as set forth in the Notice of Pendency of Class Action, Certification of Settlement Class, Proposed Settlement, and Settlement Fairness Hearing (the “Notice”), the deadline for Settlement Class Members to submit Proof of Claim and Release Forms (“Claim Forms” or “Claims”) to the Court-authorized claims administrator for the Settlement, JND Legal Administration (“JND”), in order to be potentially eligible to participate in the distribution of the Net Settlement Fund has passed; and

WHEREAS, in satisfaction of due process requirements, all Settlement Class Members who submitted Claims that were in any way ineligible or deficient were: (1) informed that their Claims were ineligible or deficient; and (2) given opportunities to correct any curable deficiencies prior to their Claims being finally rejected, or to contest the determination as to such deficiencies, by requesting judicial review;

WHEREAS, the process of reviewing Claims has been completed;

WHEREAS, Lead Plaintiff, through Lead Counsel, now seeks authorization to distribute the proceeds of the Settlement Fund to Authorized Claimants, after deduction of any taxes, fees

and expenses previously approved by the Court or approved by this Order (the “Net Settlement Fund”); and

WHEREAS, this Court reserved jurisdiction of this Action in connection with, among other things, (i) administration, interpretation, implementation and enforcement of the Settlement; (ii) the disposition of the Settlement Fund; and (iii) any motion to approve the Class Distribution Order.

NOW, THEREFORE, upon reading: (1) the Affidavit of Robert Cormio in Support of Lead Plaintiff’s Motion for Approval of Distribution Plan (the “Cormio Affidavit”) submitted on behalf of JND; (2) Lead Plaintiff’s Unopposed Motion for Approval of Distribution Plan; and Incorporated Memorandum in Support; and (3) the other submissions and papers on file with the Court; and upon all prior proceedings heretofore and herein, and after due deliberation, it is hereby

ORDERED AND ADJUDGED that Plaintiff’s Motion (DE 168) is **GRANTED**.

IT IS ORDERED AND ADJUDGED, that all capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation and the Cormio Affidavit submitted herewith;

IT IS FURTHER ORDERED AND ADJUDGED that the administrative determinations of JND accepting the Claims as described in the Cormio Affidavit and listed on Exhibits C-1 and C-2 thereto, calculated pursuant to the Court-approved Plan of Allocation set forth in the Notice, are hereby approved, and said Claims are hereby accepted;

ORDERED AND ADJUDGED that the administrative determinations of JND rejecting the Claims as described in the Cormio Affidavit and listed on Exhibit C-3 thereto are hereby approved, and said Claims are hereby rejected;

ORDERED AND ADJUDGED that payment be made from the Settlement Fund to the Internal Revenue Service for the proper amount of taxes due and owing on the interest earned on the Settlement Fund while in escrow, if any;

ORDERED AND ADJUDGED that JND be paid the sum of \$35,779.20 from the Net Settlement Fund as payment for the balance of its fees and expenses incurred in administering the Settlement as well as the fees and expenses to be incurred by JND in connection with the Initial Distribution of the Net Settlement Fund;

ORDERED AND ADJUDGED that JND conduct the Initial Distribution of the Net Settlement Fund after deducting payment of any estimated taxes, the costs of preparing tax returns, and any escrow fees, as set forth in paragraph 37 of the Cormio Affidavit. Specifically, the Net Settlement Fund shall be distributed to the Authorized Claimants listed on Exhibits C-1 and C-2 to the Cormio Affidavit pursuant to the Court-approved Plan of Allocation in proportion to each Authorized Claimant's Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants as shown on such Exhibits;

ORDERED AND ADJUDGED that the checks for distribution to the Authorized Claimants shall bear the notation "CASH PROMPTLY. VOID AND SUBJECT TO RE-DISTRIBUTION IF NOT CASHED 120 DAYS AFTER ISSUE DATE." Lead Counsel and JND are authorized to take appropriate actions to locate and/or contact any Authorized Claimant who has not cashed his, her or its check within said time;

ORDERED AND ADJUDGED that Authorized Claimants who do not cash their checks within the time allotted will irrevocably forfeit all recovery from the Settlement Fund;

ORDERED AND ADJUDGED that any funds remaining in the Net Settlement Fund nine (9) months after the Initial Distribution, after JND has made reasonable and diligent efforts

to have Authorized Claimants cash their distribution checks and if Lead Counsel, in consultation with JND, determines that it is cost-effective to do so, will be re-distributed, after deducting any unpaid taxes, fees and expenses incurred in administering the Settlement, including for such re-distribution, to Authorized Claimants who cashed their Initial Distribution checks and would receive at least \$10.00 from such re-distribution;

ORDERED AND ADJUDGED that JND may make further re-distributions of balances remaining in the Net Settlement Fund to such Authorized Claimants to the extent Lead Counsel, in consultation with JND, determines that such re-distributions, after the deduction of any additional taxes, fees, and expenses incurred in administering the Settlement, including for such re-distributions, are cost-effective;

ORDERED AND ADJUDGED that, at such time as it is determined that the re-distribution of funds which remain in the Net Settlement Fund is not cost-effective, Lead Counsel, in its discretion, may pay Claims received or modified after December 10, 2017 in accordance with paragraph 37(f) of the Cormio Affidavit; otherwise, the balance shall be contributed to non-sectarian, not-for-profit organization(s) that are recommended by Lead Counsel and approved by the Court;

ORDERED AND ADJUDGED that the Court finds that the administration of the Settlement and the proposed distribution of the Net Settlement Fund comply with the terms of the Stipulation and the Plan of Allocation and that all persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the Claims submitted in connection with the Settlement of this Action, or who are otherwise involved in the administration or taxation of the Settlement Fund or the Net Settlement Fund are released and discharged from any and all claims arising out of such involvement, and, pursuant to the release

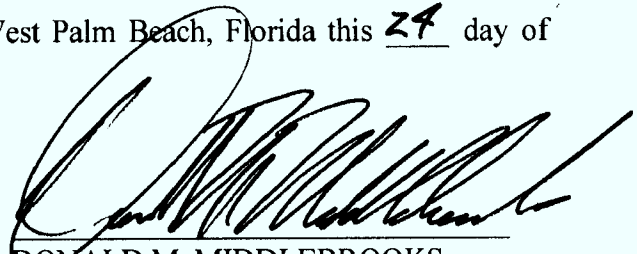
terms of the Settlement, all Settlement Class Members, whether or not they are to receive payment from the Net Settlement Fund, are barred from making any further claims against the Net Settlement Fund or the parties released pursuant to the Settlement beyond the amount allocated to them pursuant to this Order;

ORDERED AND ADJUDGED that JND is hereby authorized to destroy the paper copies and all supporting documentation of the Claim Forms one (1) year after the date of the final distribution of the Net Settlement Fund and all electronic copies of the same three (3) years after the date of the final distribution of the Net Settlement Fund;

ORDERED AND ADJUDGED that this Court retain jurisdiction over any further application or matter which may arise in connection with this Action;

IT IS FINALLY ORDERED AND ADJUDGED that any Claim received or modified after December 10, 2017 be rejected as untimely and not included in the Initial Distribution of the Net Settlement Fund.

DONE and ORDERED in Chambers, in West Palm Beach, Florida this 24 day of January, 2018.



DONALD M. MIDDLEBROOKS
UNITED STATES DISTRICT JUDGE

Copies furnished to: Counsel of Record