

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re WACHOVIA PREFERRED
SECURITIES AND BOND/NOTES
LITIGATION

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No. 09 Civ. 6351 (RJS)
ORDER

ORDER APPROVING PLAN OF ALLOCATION OF NET SETTLEMENT FUND

This matter came on for hearing on November 14, 2011 (the "Settlement Hearing") on Lead Bond/Notes Plaintiffs' motion to determine whether the proposed plan of allocation of the Net Settlement Fund ("Plan of Allocation") created by the Settlements achieved in the above-captioned consolidated 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 due and adequate notice of the hearing has been given to the Settlement Class; and the Court having considered and determined the fairness and reasonableness of the proposed Plan of Allocation,

IT IS HEREBY ORDERED that:

1. This Order incorporates by reference the definitions in the Stipulation and Agreements of Settlement dated August 5, 2011 (Dkt. No. 136-1) (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 and over the subject matter of the Action and all parties to the Action, including all Settlement Class Members.
3. Notice of Lead Bond/Notes 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, due process, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 77z-1(a)(7)), the Rules of the Court, 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 214,000 potential Settlement Class Members or their nominees and there are no objections to the proposed plan.

5. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized 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 Bond/Notes Plaintiffs.

7. Any appeal or any challenge affecting this Court's approval regarding any plan of allocation shall in no way disturb or affect the finality of the Judgment.

8. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

9. 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.

DATED: December 30, 2011
New York, New York



RICHARD J. SULLIVAN
UNITED STATES DISTRICT JUDGE