

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

**In re UNIVERSAL SERVICE FUND
TELEPHONE BILLING PRACTICES
LITIGATION**

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MDL No. 02-1468

Jury Trial Demanded

**THIS DOCUMENT RELATES TO
ALL CASES**

**ORDER GRANTING MOTION FOR AWARD OF ATTORNEYS' FEES,
INCENTIVE AWARDS AND REIMBURSEMENT OF EXPENSES**

This matter now comes before the court pursuant to the motion of Settlement Class Representatives Roger Gerdes, Goldman & Hellman, P.A., Lady Di's, Inc., Sterling Beimfohr, d/b/a Sterling Sales, Pressman Toy Co., B&G Values, Inc., NYLB, Inc., d/b/a Siany, Elizabeth Tiffany, Michael Thome, and Tomi White Bryan (collectively "Settlement Class Representatives") and Class Counsel for an award of attorneys' fees, incentive awards and reimbursement of expenses (doc. #851). The court has given careful consideration to the papers submitted in support of this motion as well as the oral arguments presented at the hearing on this matter on March 3, 2008. In addition, after the hearing plaintiffs' counsel submitted a supplemental memorandum in support of the motion and made a voluminous *in camera* submission of plaintiffs' counsel's time and expense records, and the court has conducted a thorough review of those documents. After careful consideration of the matter, **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. Class Counsel are awarded fees and expenses of \$4,990,000 to be paid by Sprint Communications Company L.P. (“Sprint”) in accordance with the Class Action Settlement Agreement entered into between Sprint and Settlement Class Representatives on September 7, 2007 (“Sprint Settlement”) (doc. #813-2). The Court finds that such amount is fair and reasonable under the percentage-of-recovery, particularly as supported by a lodestar inspection of plaintiffs’ counsel’s supplemental memorandum and *in camera* submission of their time and expenses.

2. Co-Lead Counsel are ordered to pay out of that award \$2,000 to each of the Settlement Class Representatives. The court finds that payment of such amounts is fair and reasonable in light of Settlement Class Representatives’ efforts in bringing about the Sprint Settlement.

3. Co-Lead Counsel are hereby given the authority to determine the uses and distribution of the fee and expense award in their good faith best judgment. This includes the power to retain any part of the award to fund the ongoing litigation against AT&T and to pay any part of the award to themselves and to the other plaintiffs’ counsel in this MDL action.

4. Because this order disposes of all claims between Class Counsel, Settlement Class Representatives, the Settlement Class and Sprint as to Class Counsel’s fees and expenses in connection with the Sprint Settlement, the court finds that there is no reason to delay its finality, and it orders that this order shall be entered as a Final Judgment pursuant to Federal Rule of Civil Procedure 54(b).

IT IS SO ORDERED.

DATED: March 18, 2008

s/ John W. Lungstrum

HONORABLE JOHN LUNGSTRUM
UNITED STATES DISTRICT JUDGE