

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
 AXIOM INVESTMENT ADVISORS :
 LLC, by and through its Trustee, Gildor :
 Management LLC, :
 :
 Plaintiff, :
 v. :
 :
 BARCLAYS BANK PLC and :
 BARCLAYS CAPITAL INC. :
 :
 Defendants. :
 ----- X

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: _____ DATE FILED: <u>7/19/2017</u>

No. 15-cv-9323-LGS

**~~[PROPOSED]~~ ORDER APPROVING THE PLAN OF DISTRIBUTION
OF NET SETTLEMENT FUND**

WHEREAS, a class action is pending in this Court entitled *Axiom Investment Advisors, LLC, by and through its Trustee, Gildor Management LLC v. Barclays Bank PLC, et al.*, No. 15-cv-9323-LGS (the “Action”);

WHEREAS, Plaintiff Axiom Investment Advisors, LLC, by and through its Trustee, Gildor Management LLC (“Plaintiff”) and Defendants Barclays Bank PLC and Barclays Capital Inc. (“Barclays,” and together with Plaintiff, the “Parties”) have entered into a Settlement as set forth in the Stipulation and Amended Agreement of Settlement with Barclays Bank PLC and Barclays Capital Inc., dated April 20, 2016 (ECF No. 64-1) (the “Settlement Agreement”), which provides for a complete dismissal with prejudice of the claims asserted against Barclays in the Action on the terms and conditions set forth in the Settlement Agreement, subject to the approval of this Court;

WHEREAS, unless otherwise defined in this Order Approving the Plan of Distribution of Net Settlement Fund (the “Order”), the capitalized terms herein have the same meaning as they have in the Settlement Agreement;

WHEREAS, by Orders dated April 21, 2016 (the “Preliminary Approval Order”) and November 17, 2016 (the “Notice Order”), this Court (a) preliminarily approved the Settlement and Plan of Distribution; (b) preliminarily certified the Settlement Class; (c) ordered that notice of the proposed Settlement be provided to Members of the Settlement Class; (d) provided Members of the Settlement Class with the opportunity either to exclude themselves from the Settlement Class or to object to the proposed Settlement; (e) designated Christopher M. Burke and George Zelcs as settlement class counsel for the Settlement Class (“Class Counsel”) and Plaintiff as class representative of the Settlement Class; and (f) scheduled a hearing regarding final approval of the Settlement on July 18, 2017;

WHEREAS, Plaintiff amended the Plan of Distribution (ECF No. 102-1) to revise the allocation formula for a small subset of accepted trades that were the result of stop loss orders and such amendments were posted to the Settlement Website on January 23, 2017 (*see* ECF Nos. 98, 99);

WHEREAS, due and adequate notice has been given to the Settlement Class;

WHEREAS, the Court conducted a hearing on July 18, 2017 (the “Fairness Hearing”) to consider, among other things, whether the Plan of Distribution should be approved; and

WHEREAS, the Court having reviewed and considered the Plan of Distribution, all papers filed and proceedings held herein in connection with the Settlement Agreement, all oral and written comments received regarding the proposed Plan of Distribution, and the record in the Action, and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. **Jurisdiction** – This Court has jurisdiction over the subject matter of the Action, all matters relating to the Settlement, as well as personal jurisdiction over all Parties and each of the Settlement Class Members;

2. **Notice** – Notice of Plaintiffs’ motion to approve the Plan of Distribution of the Net Settlement Fund was given to all Members of the Settlement Class who could be identified with reasonable effort. The form and method of notifying the Settlement Class of the motion to approve the Plan of Distribution of the Net Settlement Fund satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the United States Constitution (including the Due Process Clause); constituted the best notice practicable under the circumstances; and constituted due, adequate, and sufficient notice to all persons and entities entitled thereto.

3. **Plan of Distribution** – 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 Distribution mailed to Members of the Settlement Classes 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.

4. The Court hereby finds and concludes that the Plan of Distribution is, in all respects, fair and reasonable to the Settlement Class.

5. **Retention of Jurisdiction** – Without affecting the finality of this Order in any way, this Court hereby retains continuing jurisdiction over the Parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation, or enforcement of this Order.

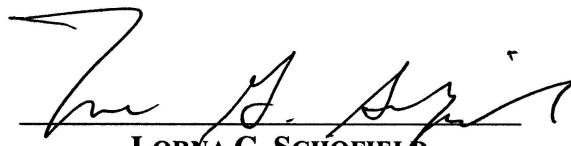
6. **Separate Orders** – Separate orders will be entered regarding Final Approval and Judgment and awarding attorneys’ fees, reimbursement of litigation expenses, and a service award.

Such orders shall in no way disturb or affect this Order and shall not affect or delay the Effective Date of the Settlement.

7. **Entry of Order** – 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.

IT IS SO ORDERED.

DATED: July 19, 2017
New York, New York



LORNA G. SCHOFIELD
UNITED STATES DISTRICT JUDGE