

LITE DePALMA GREENBERG & RIVAS, LLC  
Joseph J. DePalma  
Two Gateway Center, 12<sup>th</sup> Floor  
Newark, New Jersey 07102  
(973) 623-3000

Liaison Counsel for Plaintiffs

ABBEY, SPANIER, RODD, ABRAMS & PARADIS, LLP  
Arthur N. Abbey  
Jill S. Abrams  
Stephanie Amin-Giwner  
212 East 39<sup>th</sup> Street  
New York, New York 10016  
(212) 889-3700

Lead Counsel for Plaintiffs

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

**DOCUMENT ELECTRONICALLY FILED**

P. SCHOENFELD ASSET MANAGEMENT LLC, :  
on behalf of itself and all others similarly situated, :  
Plaintiff, :

Civ. No. 98-4734 (WHW)

-against- :

CENDANT CORP., WALTER A. FORBES, E. KIRK :  
SHELTON, COSMO CORIGLIANO, :  
CHRISTOPHER McLEOD, and ERNST & YOUNG, :  
LLP, :  
Defendants :

**ORDER AWARDING ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES  
TO PLAINTIFFS' COUNSEL AND AWARDING REIMBURSEMENT OF COSTS AND  
EXPENSES TO LEAD PLAINTIFF**

WHEREAS, on the 24th day of July, 2006, a hearing having been held before this Court: (1) the Court having determined that the terms and conditions of the Stipulation are fair, reasonable and adequate for the settlement of all claims asserted by the Class against the Defendants in the Action now pending in this Court under the above caption, including the release of the Defendants and the other Released Parties; (2) judgment having been entered dismissing the Action on the merits and with prejudice in favor of the Defendants and as against all persons or entities who are members of the Class herein who have not validly requested exclusion therefrom, and providing for the related releases, all as provided in the Stipulation; and (3) the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested and the reasonableness of the award to Lead Plaintiff for reimbursement of its costs and expenses, and all capitalized terms used herein having the meanings as set forth and defined in the Stipulation:

IT IS ORDERED on this 31 day of July, 2006

1. Plaintiffs' Counsel are hereby awarded 30 % of the Settlement Fund in cash, plus interest at the same net rate that the Settlement Fund earns from the date the Settlement Fund was funded, as and for their attorneys' fees, which sum the Court finds to be fair and reasonable. Plaintiffs' Counsel are also hereby awarded \$ 238,619.05 in reimbursement of expenses from the Settlement Fund, together with interest from the date the Settlement Fund was funded to the date of payment at the same net rate that the Settlement Fund earns. The above amounts shall be paid to Plaintiffs' Counsel by the Escrow Agent upon payment by Cendant and E&Y of their respective Settlement Amounts, as provided in paragraph 6 of the Cendant Stipulation and paragraph 6 of the E&Y Stipulation. The award of attorneys' fees shall be allocated among Plaintiffs' Counsel in a fashion which, in the opinion and sole discretion of Lead Counsel, fairly compensates Plaintiffs' Counsel for their respective contributions in the prosecution of the Action.

2. Lead Plaintiff is hereby awarded \$ 35,000 in reimbursement of costs and expenses from the Settlement Fund. Such amount shall be paid to Lead Plaintiff by the Escrow Agent upon payment by Cendant and E&Y of their respective Settlement Amounts, as provided in paragraph 6 of the Cendant Stipulation and paragraph 6 of the E&Y Stipulation.



---

HON. WILLIAM H. WALLS, U.S.D.J.