

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

---

MARTIN FLEISHER, AS TRUSTEE OF THE	)	
MICHAEL MOSS IRREVOCABLE LIFE	)	Civil Action No.
INSURANCE TRUST II and JONATHAN	)	11-cv-8405(CM)(JCF)
BERCK, AS TRUSTEE OF THE JOHN L. LOEB,	)	
JR. INSURANCE TRUST, on behalf of	)	
themselves and all others similarly situated,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
PHOENIX LIFE INSURANCE COMPANY,	)	
	)	
Defendant.	)	
	)	
	)	
	)	

---

SPRR LLC, on behalf of itself and all others	)	
similarly situated,	)	Civil Action No. 14-cv-8714 (CM)
	)	
Plaintiff,	)	
	)	
vs.	)	
	)	
PHL VARIABLE INSURANCE CO.,	)	
	)	
Defendant.	)	
	)	
	)	
	)	

---

**[PROPOSED] ORDER AWARDING FEES AND EXPENSES**

WHEREAS, Class Plaintiffs Martin Fleisher, as Trustee of the Michael Moss Irrevocable Life Insurance Trust II and Jonathan Berck, as Trustee of the John L. Loeb, Jr. Insurance Trust,

in Civil Action No. 11-cv-8405(CM), and Plaintiff SPRR LLC in Civil Action No. 14-cv-8714 (together, “Class Plaintiffs” or “Named Plaintiffs”), for themselves and on behalf of the proposed Settlement Class, entered into an agreement (the “Settlement”) with Defendants Phoenix Life Insurance Company and PHL Variable Insurance Company (together, “Defendants” or “Phoenix”);

WHEREAS, on June 13, 2015 the Court entered its Order granting preliminary approval of the proposed settlement (“Preliminary Approval Order”) (Dkt. # 303). Among other things, the Preliminary Approval Order authorized Class Plaintiffs to disseminate notice of the Settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to the Preliminary Approval Order on June 17, 2015, and the Court held a fairness hearing on September 9, 2015 at 10 a.m.;

WHEREAS, Class Counsel filed a fee application, seeking counsel fees, expenses and incentive awards;

Having considered Class Counsel’s Motion for Attorneys’ Fees and Payment of Litigation Expenses, supporting declarations, oral argument presented at the fairness hearing, and the complete records and files in this matter,

**NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:**

1. The capitalized terms used herein shall have the meanings set forth in the Stipulation of Settlement.

2. Class Counsel of Susman Godfrey L.L.P. shall receive \$13,500,000 in attorneys’ fees, with \$6,000,000 to be paid by Phoenix separately and the remainder to be paid out of the Settlement Fund created by the Settlement.

3. Class Counsel shall be reimbursed \$902,564.49 in costs and expenses reasonably incurred in the presentation and settlement of this litigation, to be paid out of the Settlement Fund created by the Settlement.

4. Class Counsel may in its sole discretion allocate and distribute the fees and costs it receives pursuant to this Order among Class Counsel and any and all other plaintiffs' counsel.

5. The Notice and Administrative Costs incurred to date are \$22,799. Under the terms of the Settlement, those costs are payable out of the Settlement Fund created by the Settlement. Such costs may be paid out of the Settlement Fund as they become due.

6. The Court shall entertain any supplemental application for reimbursement of future expenses incurred by Counsel on behalf of the Class.

7. Incentive awards shall be paid to each of the Class Plaintiffs out of the Settlement Fund created by the Settlement in the following amounts: \$25,000 to Plaintiff Fleisher, \$5,000 to Plaintiff Berck, and \$5,000 to Plaintiff SPRR LLC.

8. This Order shall become effective immediately.

ENTERED this \_\_\_\_ day \_\_\_\_\_ of 2015.

---

Colleen McMahon  
UNITED STATES DISTRICT JUDGE