

**CHIMICLES SCHWARTZ KRINER
& DONALDSON-SMITH LLP**

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**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA**

SOUTHEASTERN PENNSYLVANIA
TRANSPORTATION AUTHORITY, on
behalf of itself and all others similarly
situated,

Plaintiff,

v.

ORRSTOWN FINANCIAL SERVICES,
INC., ORRSTOWN BANK, ANTHONY
F. CEDDIA, JEFFREY W. COY, MARK
K. KELLER, ANDREA PUGH,
THOMAS R. QUINN, JR., GREGORY A.
ROSENBERRY, KENNETH R.
SHOEMAKER, GLENN W. SNOKE,
JOHN S. WARD, BRADLEY S.
EVERLY, JOEL R. ZULLINGER,
JEFFREY W. EMBLY, SMITH
ELLIOTT KEARNS & COMPANY,
LLC, SANDLER O'NEILL &
PARTNERS L.P., and JANNEY
MONTGOMERY SCOTT LLC,

Defendants.

Civil Action No. 1:12-cv-00993

CLASS ACTION

**MOTION FOR AN AWARD TO
LEAD COUNSEL OF
ATTORNEYS' FEES AND
REIMBURSEMENT OF
LITIGATION EXPENSES**

Pursuant to Fed. R. Civ. P. 23 and the Court’s Order granting Lead Plaintiff’s Motion for Entry of an Order Preliminarily Approving the Settlement, entered on February 1, 2023 (Dkt. Nos. 299, 300, the “Preliminary Approval Order”), and for the reasons set forth in its accompanying Memorandum of Law in Support of its Motion for An Award of Attorneys’ Fee and Reimbursement of Litigation Expenses (“Fee and Expense Application”), Lead Plaintiff, on behalf of itself and the conditionally certified Settlement Class, respectfully submits this Motion seeking entry of an Order which, in consideration of Lead Counsel’s representation of Lead Plaintiff and the Class in the Action and securing the Settlement,¹ seeks an award of attorneys’ fees and reimbursement of litigation expenses to be paid to Lead Counsel solely from the Settlement Fund. A form of proposed Order is submitted herewith.

For the reasons set forth in the Fee and Expense Application, Lead Counsel respectfully seeks entry of an order awarding Lead Counsel (i) fees of 35% of the Settlement Fund, which is \$5,250,000 and, (ii) reimbursement of their litigation expenses in the amount of \$717,488.55, plus the proportionate amount of interest that has accrued on the awarded amounts from the inception of the Settlement Fund, through the date of payment from the Settlement Fund.

¹ Unless otherwise stated or defined, all capitalized terms used herein have the definitions provided in the Stipulation and Agreement of Settlement dated December 7, 2022 (“Stipulation”), which was filed at Dkt. 297-1.

Pursuant to LR 7.1, Defendants take no position in the relief requested.

Dated: April 14, 2023

Respectfully submitted,

/s/ Kimberly Donaldson-Smith

Nicholas E. Chemicles

Kimberly Donaldson-Smith

Timothy N. Mathews

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*Counsel for Plaintiff Southeastern
Pennsylvania Transportation Authority*

CERTIFICATE OF SERVICE

I, Kimberly Donaldson-Smith, a specially admitted member of the bar of this Court, hereby certify that a true and correct copy of this MOTION FOR AN AWARD TO LEAD COUNSEL OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES was served on all counsel of record via the Court's ECF system on April 14, 2023.

By: /s/ Kimberly Donaldson-Smith
Kimberly Donaldson-Smith

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CLASS ACTION

**[PROPOSED] ORDER
GRANTING LEAD COUNSEL AN
AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF
LITIGATION EXPENSES**

WHEREAS, this matter came before the Court pursuant to Lead Plaintiff's Motion for an award of attorneys' fees and reimbursement of litigation expenses ("Fee and Expense Application"), in connection with the presentment for approval of the Settlement set forth in the Stipulation and Agreement of Settlement (including exhibits thereto), dated as of December 7, 2022 (the "Stipulation"), Dkt. 297-1.

The Court having considered all papers filed and proceedings had herein and otherwise being fully informed, and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Order incorporates by reference the Stipulation and all terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set forth herein.

2. This Court has jurisdiction over the subject matter of the Action and this Order, and over all parties to the Action, including all Members of the Class.

3. Pursuant to Federal Rule of Civil Procedure 23(h), for their work in litigating the Action and securing the Settlement for the benefit of the Class, the Court orders the payment of the following Fee and Expense Award to Lead Counsel:

- (i) a fee award of _____ % of the Settlement Fund, which is \$_____; and,
- (ii) reimbursement of their litigation expenses in the amount of \$_____; plus,

(iii) the proportionate amount of interest that has accrued on the awarded amounts from the inception of the Settlement Fund, through the date of payment from the Settlement Fund.

4. The Fees and Expense Award shall be paid to Lead Counsel solely from the Settlement Fund and in accordance with Paragraphs 6.2 – 6.5 of the Stipulation.

5. In accordance with Paragraph 6.4 of the Stipulation, any appeal or proceeding relating to this Order or reversal or modification thereof, shall not operate to terminate or cancel the Stipulation, or affect or delay the finality of the Judgment approving the Stipulation and the Settlement of the Litigation set forth therein.

IT IS SO ORDERED.

DATED: _____

THE HONORABLE YVETTE KANE
UNITED STATES DISTRICT JUDGE