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**CO Denver County District Court 2nd JD**  
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<p><b>DISTRICT COURT, CITY AND COUNTY OF DENVER, COLORADO</b> 1437 Bannock Street Denver, CO 80202</p>	<p style="text-align: center;">▲ COURT USE ONLY ▲</p>
<p><b>Plaintiffs:</b> ADELE BRODY, et al., On Behalf of Themselves and All Others Similarly Situated,  v. <b>Defendants:</b> PETER S. HELLMAN, et al.</p>	
<p>Kip B. Shuman (23593) THE SHUMAN LAW FIRM 801 East 17th Avenue Denver, CO 80218-1417 Telephone: 303/861-3003 303/830-6920 (fax)</p> <p><b>Attorneys for Plaintiffs</b></p> <p>[Additional counsel appear on signature page.]</p>	<p>Case Number: 00-CV-4142  Courtroom: 1</p>
<p><b>STIPULATION AND [PROPOSED] ORDER</b></p>	

WHEREAS, on August 30, 2005, the Honorable John Coughlin, Denver District Court Judge, entered a final judgment in this action approving the settlement and an order awarding fees and expenses to Lead Counsel;

WHEREAS, on September 21, 2005, Objectors-Intervenors the Association of US West Retirees, Mary M. Hull, Eldon H. Graham and Hazel Floyd filed a notice of appeal challenging this Court's award of fees and expenses to Class Counsel;

WHEREAS, after briefing and oral argument, the Colorado Court of Appeals issued an opinion on July 12, 2007 affirming the attorney's fee award in its entirety, but vacating this Court's award of certain expenses and remanding to this Court to consider objections to certain computer research, meals, hotels, travel and photocopying expenses;

WHEREAS, any further proceedings in this case will further delay the distribution of \$34,428,064 in settlement proceeds to Class Members in this case;

WHEREAS, Objectors-Intervenors' counsel, Curtis L. Kennedy and Lead Counsel for the Class met and conferred to review the expenses at issue on remand in an effort to fairly and amicably resolve this lone remaining objection;

WHEREAS, Objectors-Intervenors' main argument on appeal related to the fee award, rather than the expenses of Lead Counsel in prosecuting this case for over five years;

NOW, therefore Objectors-Intervenors and Lead Plaintiffs hereby stipulate and agree to resolve the outstanding claims and end this litigation, as follows:

1. Lead Counsel agree to reduce their previously-awarded expenses by \$40,139.00, reflecting their agreement to reduce the per page charge for in-house photocopying from \$0.25 per page to \$0.10 per page;

2. Lead Counsel further agree to reimburse the Settlement Fund in the amount of \$40,139.00 from the expenses previously awarded to Lead Counsel;

3. Objector-Intervenors and Lead Counsel further agree that the remaining \$338,762.32 in expenses were necessary and reasonable;

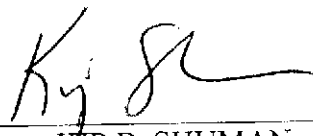
4. Lead Counsel agree to pay Objectors-Intervenors' counsel \$12,000 out of their fee award reflecting Mr. Kennedy's contribution to the Class in reducing the expense award;

5. Objectors-Intervenors and Lead Counsel arrived at this \$12,000 fee award to compensate Mr. Kennedy for his work on the appeal at the rate of \$300 per hour for forty hours; and

6. Objectors-Intervenors and Lead Plaintiff further agree that if this Court declines to approve this resolution in its entirety, the parties to this stipulation will be returned to their respective positions as of October 15, 2007.

DATED: October 19, 2007

THE SHUMAN LAW FIRM  
KIP B. SHUMAN



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Attorneys for Plaintiffs

DATED: October 17, 2007

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\* \* \*

**ORDER**

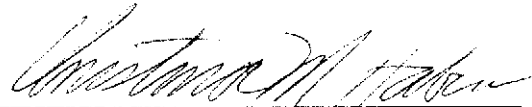
IT IS HEREBY ORDERED that the \$378,901.32 in expenses challenged by Objectors-Intervenors on appeal are reduced to \$338,762.32 in necessary and reasonable expenses;

IT IS FURTHER ORDERED that Lead Counsel shall pay \$40,139 to the Settlement Fund prior to distribution to the Class;

IT IS FURTHER ORDERED that Lead Counsel pay Objectors-Intervenors' counsel attorney's fees of \$12,000 reflecting Mr. Kennedy's contribution to the Class.

DATED: \_\_\_\_\_

*10/26/07*



THE HONORABLE CHRISTINA M. HABAS  
DISTRICT COURT JUDGE

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