

4. Plaintiffs have obtained excellent results in this case, including obtaining a commitment from HUD to fund up to an additional 2,600 vouchers (in addition to 1,800 vouchers previously provided under the Partial Consent Decree), with accompanying mobility counseling, to allow families to move to communities of opportunity throughout the Baltimore Region; substantial programmatic relief, including civil rights reviews of significant HUD decisions related to the Baltimore Region, FHA incentives to encourage development of affordable units in communities of opportunity, and an on-line listing of housing opportunities.

5. The attorneys representing Plaintiffs in this case are an exemplary group experienced in complex federal litigation, including class actions and civil rights cases, from private law firms in Baltimore, Washington, D.C., and New York, as well as from two leading public interest organizations: the ACLU of Maryland; Brown, Goldstein & Levy, LLP; Jenner & Block LLP; the NAACP Legal Defense and Educational Fund, Inc. (LDF); Levy Ratner, P.C.; and Morgan, Lewis & Bockius LLP. From 1996 through 2013, Plaintiffs' counsel have invested over 35,000 hours of attorney time and have advanced over \$1,200,000 in costs for their non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* PCD). Other than compensation for work related to the PCD, Plaintiffs' counsel have received no fee payments for the time invested in this case.

6. Pursuant to Section XI of the Settlement Agreement, and, later, under the auspices of Judge Grimm, the Parties have engaged in disclosures of information and extensive, contested, arm's length negotiations, which have resulted in Federal Defendants' agreement to pay \$6.3 million to Plaintiffs' counsel to resolve all of Plaintiffs' claims for attorneys' fees, costs, and expenses for their non-PCD-related work on this action (*i.e.*, work separate and apart from time spent monitoring and enforcing the *Thompson* PCD). In light of the quality and quantity of

the work performed and the costs advanced in this case, as well as the outstanding results obtained, the Court finds that the fees and costs in the amounts agreed to between the Plaintiffs and Federal Defendants are reasonable and justified.

7. This action has been both vigorously prosecuted and zealously defended. The Parties negotiated the substantive terms of the Settlement Agreement first, and substantive negotiations regarding fees and expenses did not begin until after the Settlement Agreement received final approval from this Court and Defendants had begun to implement the remedies embodied in the Settlement Agreement. The proposed fees and costs are to be paid wholly separate from, and in addition to, the remedies, provided to the Plaintiff Class as a result of the Settlement Agreement approved by this Court.

8. The Court finds that there is no evidence of collusion or other impropriety in the Parties' negotiations regarding attorneys' fees and costs. Further, there will be no adverse impact on the Plaintiff Class from the award of attorneys' fees and costs to Plaintiffs' counsel.

9. This settlement reasonably saves the parties from the risk, burden, and expense of further litigation.

10. Accordingly, pursuant to Rules 23(h) and 54(d)(2) of the Federal Rules of Civil Procedure, this Court finds that the proposed awards of attorneys' fees and costs are fair and reasonable, and hereby approves the settlement in the amount of \$6.3 million.

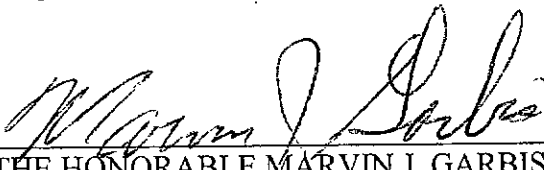
11. The form of the class notice attached hereto is hereby approved.

12. It appears on the current record that by (1) providing individual notice to the class of the procedure that would be employed to attempt to reach a resolution of Plaintiffs' claim for attorneys' fees and costs in September 2012, (2) posting notice of this Motion, together with a full copy of it, on the websites of LDF and the ACLU of Maryland, and (3) consulting with the

named plaintiffs and with members of the Thompson Client Advisory Council concerning this motion for attorneys' fees and costs, compliance with Rule 23(h) will have been achieved.

However, the Court will provide class members the opportunity to file written comments by a date stated in the Notice that will be not less than 45 days after the issuance of this Order. The Court will consider any timely comments received and decide whether a hearing is necessary to determine the amount to include in the Final Judgment.

Dated: January 31, 2014


THE HONORABLE MARVIN J. GARBIS
United States District Judge