

**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

**ORDER AUTHORIZING
DISTRIBUTION OF THE NET
SETTLEMENT FUND**

AND NOW, upon Lead Plaintiff's Motion for an Order Authorizing Distribution of the Net Settlement Fund, and the accompanying Declaration of Robert Cormio in Connection With Motion for Class Distribution Order ("Cormio Declaration") with exhibits thereto;

WHEREAS, pursuant to the Court's Final Judgment and Order of Dismissal With Prejudice (Dkt. 308, "Judgment")¹, the Court granted Lead Plaintiff's Motion for Final Approval of Class Action Settlement, approving the Settlement and the Plan of Allocation.

WHEREAS, paragraph 17 of the Judgment provides that the Court retains continuing jurisdiction over, among other things: "(a) . . . distribution of the Settlement Fund... and (f) other matters related to or ancillary to the foregoing", and that "[t]he administration of the Settlement, and the decision of all disputed questions of law and fact with respect to the validity of any claim or right of any Person to participate in the distribution of the Net Settlement Fund, shall remain under the authority of this Court."

WHEREAS, the Judgment incorporates by reference, among other things, the Stipulation and the Notice (*id.* at ¶1), and authorized and directed implementation

¹ Unless otherwise stated or defined, all capitalized terms used herein have the definitions provided in the Stipulation and Agreement of Settlement dated December 8, 2022 ("Stipulation"), which was filed as Exhibit 1 to Lead Plaintiff's declaration submitted in support of Plaintiff's Motion for Preliminary Approval (Dkt. 297).

and performance of all the terms and provisions of the Stipulation, as well as the terms and provisions of the Judgment. *Id.* at ¶9.

WHEREAS, in accordance with the Judgment, the Stipulation ¶¶ 5.8-5.15, and the Preliminary Approval Order, **Dkt. 300 at ¶¶ 17-20**, Court-appointed Claims Administrator Kroll Settlement Administration LLC (“Kroll”) and Lead Counsel began the claims administration process in accordance with the protocol set forth in the Plan of Allocation (“POA”, **Dkt. 297-1 at PDF pg. 67/93, Paragraph 8**). Among other things, the POA sets forth the protocol by which Kroll and Lead Counsel will allocate and distribute the Net Settlement Fund to Authorized Claimants.

WHEREAS, each Class Member who wished to be eligible to receive a distribution from the Net Settlement Fund was afforded the opportunity to file their claims through the mail, online or electronically, and as of September 27, 2024, Kroll received and processed a total of 1,201 Claim Forms. Cormio Decl. at ¶¶ 5-32.

WHEREAS, Kroll, with the assistance of Lead Counsel, has accepted 654 claims and rejected 547 claims, in accordance with the claims administration and auditing processes set forth in the Cormio Declaration. Cormio Decl. at ¶¶ 33-35.

WHEREAS, Kroll has incurred and been paid Notice and Administration Expenses through December 2023 of \$127,256.78. Kroll estimates that it will incur and bill an additional \$19,125.04 to complete the administration of this Settlement, and \$25,500 for Settlement Fund Taxes and Tax Expenses. Cormio Decl. at ¶ 36

WHEREAS, Lead Plaintiff and Kroll, specifically in the Cormio Declaration ¶ 37 and the Motion ¶¶ 25-31, provide a recommended plan for distributing the settlement funds (“Distribution Plan”);

NOW THEREFORE, IT IS HEREBY ORDERED as follows:

1. The administrative determinations of Kroll concerning the claims submitted in this Action as set forth in the Cormio Declaration are hereby APPROVED.

2. The Distribution Plan recommended by Kroll in Paragraph 37 of the Cormio Declaration, and set forth in Lead Plaintiff’s Motion at Paragraphs 26-31, is APPROVED.

3. In accordance with the Distribution Plan, Kroll shall:

(a) conduct the Initial Distribution of the Net Settlement Fund to the 654 Authorized Claimants whose claims have been approved by Kroll and who are listed in Exhibit B to the Cormio Declaration;

(b) conduct, if economically feasible, a Second Distribution of any remaining balance in the Net Settlement Fund, after a reasonable period of time passes after the date of Initial Distribution to Authorized Claimants, but in no event earlier than six months after the Initial Distribution, and

(c) if a Second Distribution is not economically feasible, or if a *de minimis* balance still remains in the Net Settlement Fund after such Second

Distribution thereby rendering a third distribution not economically feasible, the *de minimis* balance shall be donated to MidPenn Legal Services.

4. The Court authorizes a reserve of \$25,500.00 for Settlement Fund Tax and Tax Expenses, and \$19,125.04 to be paid from the Settlement Fund to Kroll for the balance of its Notice and Administration Expenses to be incurred;

5. Any claims made after September 27, 2024 against the Net Settlement Fund are finally and forever barred;

6. Lead Plaintiff, Lead Counsel, Kroll, and all persons who were involved in the processing of the claims filed in this Action, or who are otherwise involved in the administration of the Net Settlement Fund, are hereby released and discharged from any and all claims arising out of such involvement, and, pursuant to the release terms of the Stipulation ¶4.2, 5.12, Preliminary Approval Order ¶17, and Judgment ¶11, all Class Members, whether or not they are to receive payment from the Net Settlement Fund, are hereby barred from making any further claim against the Net Settlement Fund beyond the amount, if any, allocated to them during the claims administration process.

7. Kroll is authorized to dispose of the paper copies of Claims and all supporting documentation one (1) year from the final distribution date of the Net

Settlement Fund and will dispose of electronic copies of the same three (3) years after the final distribution date of the Net Settlement Fund.

DATED: 10/11/24

 s/ Yvette Kane
THE HONORABLE YVETTE KANE
UNITED STATES DISTRICT JUDGE