

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

IN RE AMERICAN TOWER CORPORATION
SECURITIES LITIGATION

No. 06-CV-10933 (MLW)

**[PROPOSED] ORDER GRANTING LEAD COUNSEL'S PETITION FOR AN
AWARD OF ATTORNEY'S FEES AND REIMBURSEMENT OF EXPENSES**

WHEREAS:

A. Lead Counsel, on behalf of all Plaintiffs' Counsel, has filed a Petition for an Award of Attorney's Fees and Reimbursement of Expenses;

B. This Court entered an Order Preliminarily Approving Settlement and Providing for Notice to the Class dated February 28, 2008 (the "Preliminary Approval Order"), preliminarily approving the proposed Settlement, directing individual and publication notice to potential Class Members, scheduling a hearing for June 11, 2008 (the "Fairness Hearing"), and providing Class Members with an opportunity to object to, *inter alia*, Lead Counsel's Petition for an Award of Attorney's Fees and Reimbursement of Expenses and to be heard concerning such objections;

C. Notice has been provided to the members of the Class in accordance with the Preliminary Approval Order, as evidenced by the Affidavit of Paul Mulholland of Strategic Claims Services, LLC;

D. The Notice disseminated to Class Members in accordance with the Preliminary Approval Order disclosed the maximum attorney's fee Lead Counsel would seek and the approximate amount of expenses for which Lead Counsel would seek reimbursement;

E. Pursuant to the Preliminary Approval Order and as set forth in the Notice, any objections to Lead Counsel's petition for a Fee and Expense Award were to be filed and served by May 28, 2008;

F. The Court held the Fairness Hearing on June 11, 2008 and has determined that the proposed Settlement of the Action on the terms and conditions provided in the Settlement Agreement is fair, reasonable, and adequate and should be approved by the Court, and entered the Final Judgment as provided for in the Settlement Agreement; and

WHEREAS, the Court, having considered all matters submitted to it at the hearing, along with all prior submissions by the Parties to the Settlement and others, and otherwise having determined the fairness and reasonableness of Lead Counsel's Petition for an Award of Attorney's Fees and Reimbursement of Expenses;

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. This Order incorporates by reference the definitions in the Settlement Agreement, and all terms used herein shall have the same meanings as set forth in the Settlement Agreement.

2. This Court has jurisdiction over the subject matter of Lead Counsel's Petition for an Award of Attorney's Fees and Reimbursement of Expenses and all matters relating thereto, including all members of the Class.

3. Due and adequate notice of the maximum attorney's fee Lead Counsel would request, and the approximate amount of expenses for which Lead Counsel would seek reimbursement, were directed to all persons who were reasonably identifiable Class members, advising them of their right to object thereto.

4. Lead Counsel, on behalf of all Plaintiffs' Counsel, are awarded attorney's fees of \$_____, representing _____ percent (___ %) of the Settlement Fund of \$14 million, plus interest at the same rate as earned by the Settlement Fund, which shall be paid out of the Settlement Fund. This award of attorney's fees is reasonable, and represents a reasonable percentage of the Settlement Fund, in view of the applicable legal principles and the particular facts and circumstances of this action.

5. Lead Counsel, on behalf of all Plaintiffs' Counsel, are awarded reimbursement of expenses in the aggregate amount of \$_____, which shall be paid out of the Settlement Fund. These expenses are fair, reasonable and were necessarily incurred in connection with the prosecution and settlement of this litigation.

6. The attorney's fees and expenses approved by the Court in paragraphs 4 and 5 hereof (the "Fee and Expense Award") shall be payable from the Settlement Fund to Lead Counsel, on behalf of all Plaintiffs' Counsel and the Lead Plaintiffs, immediately upon entry of this Order, notwithstanding the existence of any potential appeal or collateral attack on this Order.

7. Lead Counsel shall thereafter allocate the Fee and Expense Award payable as follows: (a) the attorneys' fees approved in paragraph 4 hereof among all Plaintiffs' Counsel in a manner that, in Lead Counsel's good-faith judgment, reflects such counsel's contribution to the institution, prosecution, or resolution of the Action; and (b) the expenses approved in paragraph 5 hereof, among each Plaintiffs' Counsel and Lead Plaintiff as approved by the Court.

8. The Court hereby retains and reserves jurisdiction over all matters relating to the administration, consummation, enforcement, and interpretation of the Settlement Agreement, and for any other necessary purpose, including, but not limited to, any distribution to Authorized Claimants under the terms and conditions of the Settlement Agreement and pursuant to further orders of this Court.

IT IS SO ORDERED.

Dated: _____, 2008

HON. MARK L. WOLF
CHIEF UNITED STATES DISTRICT JUDGE