

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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IN RE EATON VANCE CORPORATION	:	No. 01 CV 10911 EFH
SECURITIES LITIGATION	:	
	:	
_____	x	

~~Proposed~~ <sup>S.F.H</sup> ORDER APPROVING  
PLAN OF ALLOCATION

A. This Court entered an Order Preliminarily Approving Settlement and Providing for Notice to the Class dated January 9, 2006 (the "Preliminary Approval Order"), preliminarily approving the proposed Settlement, directing individual and publication notice to potential Class Members, scheduling a hearing for April 26, 2006 (the "Fairness Hearing"), and providing Class Members with an opportunity to object to, *inter alia*, the Plan of Allocation and to be heard concerning such objections;

B. Notice has been provided to the members of the Class in accordance with the Preliminary Approval Order, as evidenced by the Affidavit of Thomas R. Glenn of Complete Claim Solutions, Inc.;

C. The Notice, disseminated to Class Members in accordance with the Preliminary Approval Order, contained Lead Plaintiffs' proposed Plan of Allocation for distribution of the Net Settlement Fund to Authorized Claimants;

D. Pursuant to the Preliminary Approval Order and as set forth in the Notice, any objections to the Plan of Allocation were to be filed and served by April 12, 2006; and

E. No objections were received to the proposed Plan of Allocation within the time frame set by the Court or to date.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

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.

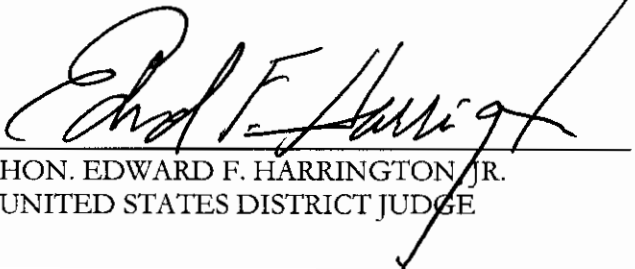
2. This Court has jurisdiction over the subject matter of the Plan of Allocation of the Net Settlement Fund and all matters relating thereto, including all members of the Class.

3. Due and adequate notice of the Plan of Allocation was directed to all persons who are Class members, advising them of their right to object thereto.

4. The formula for the calculation of the claims which is set forth in the Notice provided to Class members provides a fair and reasonable basis upon which to allocate the Net Settlement Fund among Authorized Claimants.

IT IS SO ORDERED.

Dated: April 26, 2006

  
HON. EDWARD F. HARRINGTON, JR.  
UNITED STATES DISTRICT JUDGE