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**Lead Counsel for Purchasers and Acquirers of All Cendant Corporation and  
CUC International, Inc. Publicly Traded Securities Except PRIDES**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY

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In re: : Master File No. 98-1664 (WHW)  
: :  
: : This document relates to:  
CENDANT CORPORATION : All Actions Except the Prides Action (No. 98-2819)  
LITIGATION :  
: :  
: : **Return Date: May 3, 2010 at 10:00 a.m.**  
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**LEAD PLAINTIFFS' MOTION TO CONDUCT A THIRD DISTRIBUTION OF THE  
NET SETTLEMENT FUND, AND FOR PAYMENT OF LEAD COUNSEL'S FEES FOR  
SERVICES PROVIDED BETWEEN OCTOBER 1, 2003 AND JANUARY 31, 2009,  
AND FOR UNREIMBURSED LITIGATION EXPENSES**

Pursuant to Federal Rule of Civil Procedure 23(e), Lead Plaintiffs, the New York State Common Retirement Fund, the California Public Employees' Retirement System and the New York City Pension Funds, hereby move this Court to enter the accompanying order authorizing a third distribution of the Net Settlement Fund for the above-referenced Action ("Third Distribution"), approving Lead Counsel's application for payment of fees for services provided between October 1, 2003 and January 31, 2009, and approving Lead Counsel's application for reimbursement of unreimbursed litigation expenses incurred during that period. This motion is based on the accompanying Joint Declaration of Max W. Berger and Jeffrey W. Golan in Support of Lead

Plaintiffs' Motion to Conduct a Third Distribution of the Net Settlement Fund, and for Payment of Lead Counsel's Fees for Services Provided Between October 1, 2003 and January 31, 2009, and for Unreimbursed Litigation Expenses; and the Declaration of Michael T. Bancroft, CPA in Support of the Third Distribution of the Net Settlement Fund, filed concurrently herewith. If approved, the order will, *inter alia*:

1. Direct distribution of the balance in the Net Settlement Fund, less the fees and expenses described herein and less \$1,000,000.00 to be held as a reserve pending resolution of issues regarding the outstanding invoices of the Claims Administrator Heffler Radetich & Saitta, L.L.P. ("Heffler"), only to those Claimants who have cashed their Second Distribution checks and to the fourteen untimely claims that are otherwise valid and recommended for payment from the Net Settlement Fund, i.e., the Third Distribution;

2. Direct that the balance remaining in the Net Settlement Fund one month after the void date of the checks issued in the Third Distribution or the resolution of the outstanding issues regarding Heffler's invoices, whichever is later, be redistributed at that time only to those Claimants who by that time have cashed their Third Distribution checks and who would receive at least \$10.00 from such redistribution (the "Fourth Distribution");

3. Direct that should a balance remain in the Net Settlement Fund one month after the void date of the checks issued in the Fourth Distribution, Lead Plaintiffs shall donate such funds to non-sectarian, not-for-profit, 501(c)(3) organizations designated by Lead Plaintiffs and approved by the Court;

4. Find that the administration of the Settlement and the proposed Third Distribution and any subsequent redistribution of the Net Settlement Fund comply with the terms of the Stipulations and the Plan of Allocation, and that all persons other than Heffler involved in the

review, verification, calculation, tabulation, or any other aspect of the processing of the claims submitted herein, or otherwise involved in the administration or taxation of the Settlement Fund or the Net Settlement Fund (the “Released Parties”), are released and discharged from any and all claims arising out of such involvement, and all Class Members, whether or not they received or are to receive payment from the Net Settlement Fund, are barred from making any further claims against the Net Settlement Fund or the Released Parties beyond the amount allocated to them pursuant to this Order and the prior Orders approving the Initial Distribution and the Second Distribution;

5. Authorize payment of attorneys’ fees to Lead Counsel of \$844,213.75 from the Settlement Fund for services rendered to the Class between October 1, 2003 through January 31, 2009;

6. Authorize payment of \$459,543.03 to Lead Counsel from the Settlement Fund to reimburse Lead Counsel for expenses incurred between October 1, 2003 through January 31, 2009;

7. Approve payment to Heffler of \$476,529.39 for services rendered and expenses incurred for the period November 1, 2003 through February 28, 2009 of which \$445,338.75 represents fees and \$31,190.64 represents expenses incurred, with the approved fees to be held in the Reserve established pursuant to paragraph 1 above payment being conditioned upon the final resolution of the outstanding issues relating to the payment of fraudulent claims; and payment of the approved expenses to be made from the Settlement Fund upon entry of an Order granting this motion;

8. Approve payment to Heffler of the fees and expenses it will incur in connection with the Third and Fourth Distributions in amounts estimated to be \$318,500 and \$175,000,

respectively, subject to audit and approval by Lead Plaintiffs, with the approved fees to be held in the Reserve established pursuant to paragraph 1 above payment being conditioned upon the final resolution of the outstanding issues relating to the payment of fraudulent claims and the approved expenses to be paid upon approval by Lead Plaintiffs; and

9. For such other and further relief as this Court deems appropriate.

A copy of Lead Plaintiffs' Local Rule 7.1(d) Statement That No Brief Is Necessary In Support Of Their Motion To Conduct A Third Distribution Of The Net Settlement Fund, And For Payment Of Lead Counsel's Fees For Services Provided Between October 1, 2003 And January 31, 2009, And For Unreimbursed Litigation Expenses, and a copy of the proposed order are attached hereto as Exhibits A and B respectively.

Dated: April 1, 2010

Respectfully submitted,

**BARRACK, RODOS & BACINE**

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