

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO
Judge John L. Kane**

Master Docket No. 09-md-02063-JLK-KMT (MDL Docket No. 2063)

**IN RE: OPPENHEIMER ROCHESTER FUNDS GROUP SECURITIES
LITIGATION**

This document relates to the following Actions:

In re AMT-Free Municipals Fund

09-cv-1243-JLK (*Prince*)
09-cv-1447-JLK (*Connel*)
09-cv-1510-JLK (*Amato*)
09-cv-1619-JLK (*Furman*)

In re AMT-Free New York Municipal Fund

09-cv-1621-JLK (*Isaac*)
09-cv-1781-JLK (*Kurz*)

In re Rochester National Municipal Fund

09-cv-550-JLK (*Bock*)
09-cv-706-JLK (*Stokar*)
09-cv-927-JLK (*Tackmann*)
09-cv-1042-JLK (*Krim*)
09-cv-1060-JLK (*Truman*)
09-cv-1482-JLK (*Laufer*)
09-cv-1908-JLK (*Lariviere*)

In re Rochester Fund Municipals

09-cv-703-JLK (*Begley*)
09-cv-1479-JLK (*Bernstein*)
09-cv-1481-JLK (*Mershon*)
09-cv-1622-JLK (*Stern*)
09-cv-1478-JLK (*Vladimir*)
09-cv-1480-JLK (*Weiner*)

In re New Jersey Municipal Fund

09-cv-1406-JLK (*Unanue*)
09-cv-1617-JLK (*Baladi*)
09-cv-1618-JLK (*Seybold*)
09-cv-1620-JLK (*Trooskin*)

In re Pennsylvania Municipal Fund

09-cv-1483-JLK (*Woods*)
09-cv-1368-JLK (*Egts*)
09-cv-1765-JLK (*Wunderly*)

ORDER APPROVING DISTRIBUTION PLAN

THIS MATTER having come before the Court for a hearing on July 31, 2014, on Lead Plaintiffs' Counsel's Motion for Final Approval of Proposed Class Settlements and Approval of Plan of Allocation, Lead Counsel Milberg LLP, Cohen Milstein Sellers & Toll PLLC, Berger & Montague, P.C., and Liaison Counsel The Shuman Law Firm (collectively, "Lead Plaintiffs' Counsel") having requested approval of the Plan of Allocation proposed by Lead Counsel in the Notice for allocating the Net Settlement

Funds (the “Distribution Plan”); and this Court, having considered all papers filed and proceedings conducted herein, and otherwise being fully informed in the premises and good cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the six Stipulations and Agreements of Settlement, dated March 4, 2014 (collectively, the “Stipulations” or the “Settlements”).

2. The Distribution Plan is not a necessary term of the Stipulations or the Settlements and is to be considered separately from this Court’s determination of the fairness, reasonableness, and adequacy of the Settlements as set forth in the Stipulations. Approval of the Distribution Plan is not a condition of the Stipulations or the Settlements. Any Plan of Allocation is a matter separate and apart from the Stipulation, and any order or proceeding relating to the Plan of Allocation shall not affect the validity or finality of the Settlements or the Final Judgments or any other orders entered pursuant to the Stipulations.

3. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are members of the Classes, advising them of the Distribution Plan and of their right to object to the Distribution Plan, and a full and fair opportunity was accorded to persons and entities who are members of the Classes to be heard with respect to the Distribution Plan.

4. This Court hereby finds and concludes that the reaction of the Classes supports approval of the Distribution Plan. There has been only one objection to the Distribution Plan, a comparatively small number in light of the size of the Classes. The Court has received the objection filed by Ms. Florence Stabin at Docket Nos. 507 and 510. This objection has been considered and is overruled.

5. This Court hereby finds and concludes that the formulas in the Distribution Plan proposed in the Notice disseminated to Class Members for the calculation of Recognized Claims provide a fair and reasonable basis upon which to allocate the Net Settlement Funds.

6. This Court hereby finds and concludes that the Distribution Plan is, in all respects, fair and reasonable and hereby approves the Distribution Plan.

IT IS SO ORDERED.

Dated: _____

The Honorable John L. Kane
United States District Judge