

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
FILED
2-6-04
MICHAEL N. MILBY, CLERK
BY DEPUTY

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

PIRELLI ARMSTRONG TIRE
CORPORATION RETIREE MEDICAL
BENEFITS TRUST, et al., On Behalf of
Themselves and All Others Similarly Situated,

Plaintiffs,

vs.

HANOVER COMPRESSOR COMPANY, et
al.,

Defendants.

§ Civil Action No. H-02-0410
§ **(Consolidated)**
§
§ CLASS ACTION
§
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§
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§
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§
§

United States Courts
Southern District of Texas
ENTERED

FEB 09 2004

Michael N. Milby, Clerk of Court

**ORDER AWARDING SETTLING PLAINTIFFS' COUNSEL'S FEES AND
REIMBURSEMENT OF EXPENSES, REIMBURSEMENT OF CERTAIN LEAD
PLAINTIFFS' TIME AND EXPENSES AND AWARD TO ERISA NAMED PLAINTIFF**

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This matter having come before the Court on February 6, 2004 on the motion of Settling Plaintiffs' Counsel for an award of attorneys' fees and reimbursement of expenses incurred in the Actions, reimbursement of certain Lead Plaintiffs' time and expenses and award to ERISA named plaintiff, the Court, having considered all papers filed and proceedings had herein; having found the Settlement of the Actions to be fair, reasonable and adequate and otherwise being fully informed in the premises and good cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement dated as of October 23, 2003 (the "Stipulation"), and filed with the Court.

2. This Court has jurisdiction over the subject matter of this motion and all matters relating thereto, including all members of the Securities Plaintiff Class who have not timely and validly requested exclusion, all members of the ERISA Plaintiff Class, Hanover and Hanover Shareholders.

3. The Court hereby awards Lead Counsel attorneys' fees of 21.95% of the Securities Settlement Fund and reimbursement of litigation expenses in the amount of \$452,050.82, together with the interest earned thereon for the same period and at the same rate as that earned on the Securities Settlement Fund until paid. Said fees and expenses shall be paid pursuant to the terms of the Stipulation and proportionately from the cash, stock and note portion of the Securities Settlement Fund. The Court finds that the amount of fees awarded is fair and reasonable under the "percentage-of-recovery" method. The Court also awards \$8,000.00 and \$9,185.00 to Lead Plaintiffs, Specialists DPM and 720 Capital Management, respectively, as reimbursement for their time and expenses in prosecuting the Securities Actions on behalf of the Securities Plaintiff Class.

4. The Court hereby awards Settling ERISA Plaintiffs' Counsel attorneys' fees of 21.95% of the ERISA Settlement Fund and reimbursement of litigation expenses in the amount of \$28,703.23, together with the interest earned thereon for the same time period and at the same rate as that earned on the ERISA Settlement Fund until paid. Said fees shall be paid pursuant to the Stipulation. The Court finds that the amount of fees awarded is fair and reasonable under the "percentage-of-recovery" method. The Court also awards the named plaintiff in *Kirkley v. Hanover, et al.*, Case No. H-03-1155, \$2,500.00 for his services on behalf of the ERISA Plaintiff Class.

5. The agreed to attorneys' fees and expenses of \$700,000.00 in cash and 75,000 shares of Hanover Common Stock pursuant to the Stipulation ^{to be paid to Derivative Plaintiff's Counsel} is so ordered in accordance with the terms set forth in the Stipulation.

IT IS SO ORDERED.

DATED: February 6, 2004



THE HONORABLE VANESSA D. GILMORE
UNITED STATES DISTRICT JUDGE

DECLARATION OF SERVICE BY UPS DELIVERY

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 401 B Street, Suite 1700, San Diego, California 92101.

2. That on January 30, 2004, declarant served by UPS, next day delivery, the ORDER AWARDING SETTLING PLAINTIFFS' COUNSEL'S FEES AND REIMBURSEMENT OF EXPENSES, REIMBURSEMENT OF CERTAIN LEAD PLAINTIFFS' TIME AND EXPENSES AND AWARD TO ERISA NAMED PLAINTIFF to the parties listed on the attached Service List.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of January, 2004, at San Diego, California.


DANELLE L. MCNERTNEY

HANOVER COMPRESSOR (SETTLEMENT)

Service List -, 1/29/2004 (202-038S)

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