

*Rakoff*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE MONSTER WORLDWIDE, INC.  
SECURITIES LITIGATION

07-cv-02237 (JSR)

USDC SDNY  
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**PROPOSED ORDER APPROVING PLAN OF ALLOCATION**

THIS MATTER having come before the Court on Class Representative Middlesex County Retirement System's unopposed motion for approval of the Plan of Allocation of net settlement proceeds in the settlement of this Action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed;


IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. 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 Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Class Members to be heard with respect to the Plan of Allocation.
2. No objections have been received concerning the Plan of Allocation.
3. The Court hereby finds and concludes that the formula in the Plan of Allocation for the calculation of the claims of Authorized Claimants that is set forth in the Notice of Pendency of Class Action and Proposed Settlement (the "Notice") disseminated to Class Members, provides a fair and reasonable basis upon which to allocate the net settlement proceeds among Class Members.

The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATED: 11/24/08

  
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THE HONORABLE JED S. RAKOFF  
UNITED STATES DISTRICT JUDGE