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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re GERON CORPORATION SECURITIES  
LITIGATION

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This Document Relates To:  
  
ALL ACTIONS

Case No. 3:14-CV-01224-CRB

~~PROPOSED~~ **ORDER GRANTING  
LEAD COUNSEL'S REQUEST FOR  
AN AWARD OF ATTORNEYS' FEES  
AND EXPENSES**

Judge: Charles R. Breyer

**WHEREAS:**

A. On July 21, 2017, the Court entered a Final Order and Judgment which granted approval of the settlement of this Action as fair, reasonable, and adequate;

B. Lead Counsel for the Class has applied for an award of attorneys' fees in the amount of \$1,519,421.22 plus accrued interest, reimbursement of expenses in the amount of \$172,315.12 to be paid from the Settlement Fund, and a \$10,000 incentive award for Lead Plaintiff to be paid from the Settlement Fund; and

C. The capitalized terms in this Order shall have the same meaning as they have in the Stipulation and Agreement of Settlement dated as of March 2, 2017.

NOW, THEREFORE, based on the submissions of the parties, the arguments of Lead Counsel at the Final Fairness Hearing held on July 21, 2017, and the entire record in this Action, **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** as follows:

1           1.       Lead Counsel’s Motion for an Award of Attorneys’ Fees and Expenses is granted.  
2 Lead Counsel is awarded attorneys’ fees in the amount of 25% of the Settlement Fund, after  
3 deduction of Litigation Expenses, or \$1,519,421.22 and awarded reimbursement of Litigation  
4 Expenses in the amount of \$172,315.12. Lead Plaintiff is granted an incentive award in the  
5 amount of \$10,000.

6           2.       The Court finds that the amount of attorneys’ fees awarded is reasonable when  
7 considered as a percentage of the Settlement Fund created for the benefit of the Class, and also  
8 reasonable when measured against Lead Counsel’s lodestar of \$2,038,773.75 and the 3,421.75  
9 hours expended as set forth in the Declaration of Nadeem Faruqi in Support of Lead Plaintiff’s  
10 Motion for Final Approval of the Class Action Settlement and Lead Counsel’s Motion for an  
11 Award of Attorneys’ Fees and Expenses, dated June 9, 2017 (the “Faruqi Declaration”) and the  
12 Faruqi Firm’s Detailed Lodestar Report attached as Exhibit E thereto.

13           3.       The Court finds that the expenses incurred by Lead Counsel in the amount of  
14 \$172,315.12, as set forth in the Faruqi Declaration and Exhibit F attached thereto, were  
15 appropriately expended to benefit the Class and are reasonable.

16           4.       The amounts of attorneys’ fees and expenses herein awarded shall be paid to Lead  
17 Counsel from the Settlement Fund upon entry of this Order.

18           5.       Lead Plaintiff shall be awarded \$10,000 as an incentive award for his service in  
19 representation of the Class in this Action.

20           6.       The amounts of the incentive award for Lead Plaintiff shall be paid to Lead Plaintiff  
21 from the Settlement Fund upon entry of this Order.

22 IT IS SO ORDERED.

23 Dated: San Francisco, California

24 July 21, 2017

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26  
27 Honorable Charles R. Breyer  
28 United States District Court Judge  
Northern District of California