

# **Exhibit D**

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RECEIVED \_\_\_\_\_ ENTERED \_\_\_\_\_  
AUG 31 1990  
CLERK, U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA  
BY \_\_\_\_\_ DEPUTY

FILED \_\_\_\_\_ LODGED \_\_\_\_\_  
RECEIVED \_\_\_\_\_ ENTERED \_\_\_\_\_  
AUG 30 1990  
CLERK, U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA  
BY \_\_\_\_\_ DEPUTY

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA

In re M.D.C. HOLDINGS SECURITIES  
LITIGATION

) Master File No.  
) CV 89-0090 E (BTM)

\_\_\_\_\_  
This Document Relates To:

) CLASS ACTION

ALL ACTIONS.

) DATE: August 29, 1990  
) TIME: 10:00 a.m.  
) COURTROOM: HONORABLE  
) HARRY R. McCUE

ORDER AWARDING CLASS ACTION COUNSEL FEES AND EXPENSES

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THIS MATTER having come before the Court on the joint application of Class counsel for the named plaintiffs for an award of attorneys' fees and reimbursement of expenses incurred in the consolidated Class Actions above-captioned, and no objection thereto having been made the 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. This Court has jurisdiction over the subject matter of this litigation, all actions within this litigation and over all parties, including their counsel, to this litigation, including all members of the certified class.

2. This Court hereby awards Class Action counsel attorneys' fees in the amount of 30% of the Settlement Fund, or \$4,980,000 in cash, together with the interest earned thereon from December 8, 1989.

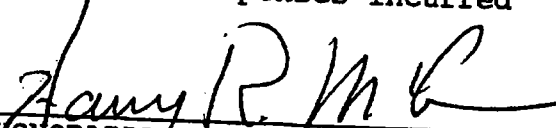
3. This Court hereby awards Class Action counsel expenses incurred in the aggregate amount of \$714,826.19 together with the interest earned thereon from December 8, 1989 until paid.

4. The Court approves the provision of the Stipulation of Settlement which provides for the establishment of a \$1 million fund to pay the actual expenses incurred in the further prosecution of the litigation against the Non-Settling Defendants.

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5. The Court retains jurisdiction to consider, upon proper application, the award of additional fees and expenses incurred by plaintiffs' counsel.

DATED: August 30, 1990

  
HONORABLE HARRY R. MCCUE  
UNITED STATES MAGISTRATE

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**FILED**

SEP 10 1991

RICHARD W. WELLS, CLERK

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

In re SOFTWARE TOOLWORKS INC.  
SECURITIES LITIGATION

Master File No.  
C-94-2906-FMS

This Document Relates To:

CLASS ACTION

ALL ACTIONS.

DATE: August 28, 1991  
TIME: 11:00 A.M.  
COURTROOM: THE HONORABLE  
FRAN M. SMITH

ORDER REIMBURSING EXPENSES

1 THE MATTER having come before the court on the joint  
2 application of Class counsel for the named plaintiffs for  
3 reimbursement of expenses incurred in the consolidated class  
4 actions above-captioned, and no objection thereto having been made,  
5 the court, having considered all papers filed and proceedings  
6 conducted herein and otherwise being fully informed in the premises  
7 and good cause appearing therefore, it is hereby ORDERED, ADJUDGED  
8 AND DECREED that:

9 I. This court has jurisdiction over the subject matter of  
10 this litigation, all actions within this litigation and over all  
11 parties, including their counsel, to this litigation, including all  
12 members of the certified class.

13 II. This court hereby awards plaintiffs' counsel expenses  
14 incurred in the aggregate amount of \$1,072,620.26 together with the  
15 interest earned thereon from June 19, 1991 until paid.

16 III. Subject to an accounting and final approval by the court,  
17 plaintiffs' counsel may use up to \$1.5 million from the settlement  
18 fund to pay the actual expenses incurred in the further prosecution  
19 of the litigation against the Non-Settling Defendants.

20 IV. The court retains jurisdiction to consider, upon proper  
21 application, the award of counsel fees and additional expenses  
22 incurred by plaintiffs' counsel.

23 DATED: ~~September 10, 1991~~

24 *Sept. 10, 1991*

*[Signature]*  
25 HONORABLE JAMES H. SMITH  
26 UNITED STATES DISTRICT JUDGE

27 C.M.  
28 *[Initials]*

ORDER REIMBURSING EXPENSES