

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**IN RE THE BANCORP INC.
SECURITIES LITIGATION**

Case No. 14-cv-0952 (SLR)

**LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS
ACTION SETTLEMENT AND PLAN OF ALLOCATION**

Pursuant to Federal Rule of Civil Procedure 23(e) and this Court's Order Preliminarily Approving Settlement and Providing for Notice dated August 17, 2016 (D.I. 67), and upon (i) the Joint Declaration of John Rizio-Hamilton and Robert M. Roseman in Support of: (I) Lead Plaintiffs' Motion for Final Approval of Class Action Settlement and Plan of Allocation, and (II) Co-Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses; (ii) the Memorandum of Law in Support of Lead Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation; and (iii) all other papers and proceedings herein, Lead Plaintiffs Arkansas Teacher Retirement System and Arkansas Public Employees Retirement System, on behalf of themselves and the Settlement Class, will and hereby do move this Court, before the Honorable Sue L. Robinson, on December 15, 2016 at 3:00 p.m., in Courtroom 4B of the United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, Delaware 19801-3568, or at such other location and time as set by the Court, for entry of a Judgment approving the Settlement as fair, reasonable and adequate and for entry of an Order approving the proposed Plan of Allocation as fair and reasonable. A proposed Judgment and Order granting the requested relief will be submitted with Lead Plaintiffs' reply papers after the deadlines for objecting to the Settlement and requesting exclusion from the Settlement Class have passed.

Dated: November 10, 2016

Respectfully submitted,

/s/ Joel Friedlander
Joel Friedlander (Bar No. 3163)
FRIEDLANDER & GORRIS, P.A.
1201 N. Market Street, Suite 2200
Wilmington, DE 19801
(302) 573-3500

*Liaison Counsel for Lead Plaintiffs
and the Settlement Class*

John Rizio-Hamilton
**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**
1251 Avenue of the Americas
New York, NY 10020
(212) 554-1400

*Co-Lead Counsel for Lead Plaintiffs
and the Settlement Class*

Robert M. Roseman
**SPECTOR ROSEMAN KODROFF
& WILLIS, P.C.**
1818 Market Street, Suite 2500
Philadelphia, PA 19103
(215) 496-0300

*Co-Lead Counsel for Lead Plaintiffs
and the Settlement Class*