

1 WHEREAS, this matter came before the Court on the motion by Lead Plaintiffs Special
2 Situations Fund III QP, L.P. and Special Situations Cayman Fund, L.P. ("Lead Plaintiffs"), to
3 determine whether the proposed plan of allocation of the Net Settlement Fund ("Plan of
4 Allocation") created by the Settlement achieved in the above-captioned class action (the
5 "Action") should be approved;

6 WHEREAS, the Court having considered all matters submitted to it; and it appearing
7 that notice of Settlement Motion substantially in the form approved by the Court was mailed to
8 all Settlement Class Members who or which could be identified with reasonable effort, and that
9 a summary notice of the motion substantially in the form approved by the Court was published
10 in *The Wall Street Journal* and was transmitted over the *PR Newswire* pursuant to the
11 specifications of the Court; and the Court having considered and determined the fairness and
12 reasonableness of the proposed Plan of Allocation,

13 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

14 1. This Order approving the proposed Plan of Allocation incorporates by reference
15 the definitions in the Stipulation and Agreement of Settlement with Individual Defendants dated
16 June 16, 2016 (the "Stipulation") (ECF No. 80-1) and all capitalized terms not otherwise defined
17 herein shall have the same meanings as set forth in the Stipulation.

18 2. The Court has jurisdiction to enter this Order approving the proposed Plan of
19 Allocation, and over the subject matter of the Action and all parties to the Action, including all
20 Settlement Class Members.

21 3. Notice of Lead Plaintiffs' motion for approval of the proposed Plan of Allocation
22 was given to all Settlement Class Members who could be identified with reasonable effort. The
23 form and method of notifying the Settlement Class of the motion for approval of the proposed
24 Plan of Allocation satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure,
25 the United States Constitution (including the Due Process Clause), the Private Securities
26 Litigation Reform Act of 1995, 15 U.S.C. § 78u-4 *et seq.*, as amended, and all other applicable
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28
ORDER APPROVING
PLAN OF ALLOCATION
MASTER FILE No. 2:14-cv-2571-MCE-KJN

1 law and rules; constituted the best notice practicable under the circumstances; and constituted
2 due and sufficient notice to all persons and entities entitled thereto.

3 4. Copies of the Notice, which included the Plan of Allocation, were mailed to over
4 13,700 potential Settlement Class Members and nominees, and no objections to the proposed
5 Plan of Allocation were received.

6 5. The Court hereby finds and concludes that the formula for the calculation of the
7 claims of Claimants as set forth in the Plan of Allocation mailed to Settlement Class Members
8 provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement
9 Fund among Settlement Class Members, with due consideration having been given to
10 administrative convenience and necessity.

11 6. The Court hereby finds and concludes that the Plan of Allocation is, in all
12 respects, fair and reasonable to the Settlement Class.

13 7. There is no just reason for delay in the entry of this Order, and immediate entry
14 by the Clerk of the Court is expressly directed.

15 IT IS SO ORDERED.

16 Dated: September 23, 2016

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19 MORRISON C. ENGLAND, JR.
20 UNITED STATES DISTRICT JUDGE
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