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7 UNITED STATES DISTRICT COURT  
8 CENTRAL DISTRICT OF CALIFORNIA

9 In re: ) Master File No.  
10 HOMESTORE.COM, INC. ) CV 01-11115-RSWL (CWx)  
11 SECURITIES LITIGATION )  
12 Plaintiff, ) **FINAL JUDGMENT AND ORDER**  
13 ) **OF DISMISSAL WITH**  
14 This Document Relates ) **PREJUDICE REGARDING L90**  
15 To: )  
16 All Actions )

17 This matter has come before the Court to determine  
18 whether there is any cause why this Court should not  
19 approve the Settlement ("Settlement") set forth in the  
20 Stipulation of Settlement and Settlement Agreement with  
21 Defendant Max Worldwide, Inc., formerly known as L90,  
22 Inc., including its predecessors, successors, parent,  
23 assigns, subsidiaries and affiliates, current and  
24 former employees, officers, directors, agents, and  
25 representatives ("L90") dated as of July 1, 2007  
26 ("Stipulation") relating to the above captioned  
27 litigation. The Court, after carefully considering all  
28 papers filed and proceedings held herein and otherwise

1 being fully informed in the premises, has determined  
2 (1) that the Settlement should be approved and (2) that  
3 there is no just reason for delay of the entry of this  
4 Final Judgment approving this settlement. Accordingly,  
5 the Court directs entry of Judgment, which shall  
6 constitute final adjudication of this Litigation on the  
7 merits as to the parties to the Settlement. Good cause  
8 appearing therefore, it is hereby:

9 **ORDERED, ADJUDGED AND DECREED THAT:**

10 1. This Court has jurisdiction over the subject  
11 matter of this litigation, all parties to this  
12 litigation, and over the parties to the Stipulation,  
13 including all members of the Class, L90, and the  
14 Released L90 Parties.

15 2. The definitions and terms set forth in the  
16 Stipulation are incorporated hereby as though fully set  
17 forth in this Judgment.

18 3. The Court hereby finally approves and confirms  
19 the Settlement set forth in the Stipulation and finds  
20 that said Settlement is, in all respects, fair,  
21 reasonable and adequate to the Class pursuant to Rule  
22 23 of the Federal Rules of Civil Procedure. The Court  
23 finds that the Settlement was negotiated at arm's  
24 length and in good faith and that the parties complied  
25 with the requirements of Rule 11.

26 4. This Court hereby dismisses on the merits and  
27 with prejudice the Action in favor of L90, with L90 to  
28 bear its own costs and attorneys' fees.

1        5. The Released L90 Parties (as defined in the  
2 Stipulation) are hereby and forever released and  
3 discharged with respect to any and all claims or causes  
4 of action that the Lead Plaintiff and Members of the  
5 Class had or have arising out of or related to any of  
6 the Settled Claims as defined in the Stipulation.

7        6. The Court has considered and approves the Bar  
8 Order language proposed in the Stipulation as follows:

9        a. All claims for contribution and  
10        indemnification, however denominated,  
11        against Released L90 Parties arising under  
12        the federal securities laws, state law, or  
13        common law with respect to the events that  
14        are the subject of the Action, in favor of  
15        the persons, including but not limited to  
16        all defendants who are now or ever were  
17        parties to the Action (including but not  
18        limited to current Defendant Stuart Wolff  
19        and currently dismissed (the dismissal  
20        being now under appeal), Defendant Cendant  
21        Corp. (now legally renamed Avis Budget  
22        Group, Inc.) and Richard Smith  
23        (hereinafter the Settling, Dismissed and  
24        Remaining Defendants), in this Action who  
25        are alleged to be responsible for or  
26        jointly responsible with Released L90  
27        Parties in any manner in the Settled  
28        Claims and based upon liability for, or

1           arising out of or relating in any way to,  
2           the Settled Claims are extinguished,  
3           discharged, barred, satisfied and/or  
4           otherwise unenforceable.

5       b. All persons, including but not limited  
6       to the Settling, Dismissed and  
7       Remaining Defendants, are hereby  
8       barred and permanently enjoined, to  
9       the fullest extent allowed by law,  
10      from asserting, instituting or  
11      prosecuting in any capacity, before  
12      any court or governmental agency, any  
13      action or proceeding against Released  
14      L90 Parties for equitable, partial,  
15      comparative, or complete contribution,  
16      subrogation, or indemnity, however  
17      denominated, based upon liability for,  
18      or arising out of or relating in any  
19      way to the Settled Claims, and the  
20      Court finds that all such claims are  
21      extinguished, discharged, satisfied  
22      and made unenforceable.

23      c. All claims by Released L90 Parties for  
24      contribution and indemnification,  
25      however denominated, arising under the  
26      federal securities laws, state law or  
27      common law with respect to the events  
28      that are the subject of the Actions,

1 against any person (including but not  
2 limited to the Individual Defendants,  
3 Dismissed Defendants and Other  
4 Settling Defendants in this Action)  
5 other than a person whose liability to  
6 L90 has been extinguished by L90's  
7 settlement of the Settled Claims on  
8 his, her or its behalf are  
9 extinguished, discharged, barred,  
10 satisfied and/or otherwise  
11 unenforceable.

12 d. Pursuant to 15 U.S.C. §78u-4(f)(7)(B),  
13 if there is a final verdict or  
14 judgment against any non-settling  
15 defendant in this Action, the verdict  
16 of judgment shall be reduced by the  
17 greater of: (a) an amount that  
18 corresponds to the percentage of  
19 responsibility of Released L90  
20 Parties; or (b) the amount paid to for  
21 the benefit of the Plaintiff Class by  
22 L90.

23 e. The remaining portions of 15 U.S.C.  
24 §78u-4(f) on proportionate liability  
25 shall apply hereto where applicable.

26 7. The notice given to the Class of the Settlement  
27 set forth in the Stipulation and the other matters set  
28 forth herein was the best notice practicable under the

1 circumstances, including individual notice to all  
2 Members of the Class who could be identified through  
3 reasonable efforts. Said notice provided due and  
4 adequate notice of these proceedings and of the matters  
5 set forth therein, including the proposed Settlement  
6 set forth in the Stipulation, to all persons entitled  
7 to such notice, and said notice fully satisfied the  
8 requirements of Rules 23(c)(2) and 23(e) of the Federal  
9 Rules of Civil Procedure and the requirements of due  
10 process.

11 8. Without affecting the finality of this Judgment  
12 in any way, this Court hereby retains continuing  
13 jurisdiction over: (a) implementation of this  
14 Settlement and any distribution to Class Members  
15 pursuant to further orders of this Court; (b)  
16 disposition of the Settlement Fund; (c) hearing and  
17 determining applications by the Representative  
18 Plaintiff for reimbursement of expenses related to  
19 Claims Administration, including expert fees and costs,  
20 and interest; (d) the Class Actions until the final  
21 judgment contemplated hereby has become effective and  
22 each and every act agreed to be performed by the  
23 parties has been performed pursuant to the Stipulation;  
24 (e) hearing and ruling on any issues concerning the  
25 proposed Plan of Allocation of settlement proceeds; (f)  
26 any application by Lead Counsel for attorneys' fees  
27 and/or reimbursement of expenses; and (g) all parties  
28 to the Class Actions and the Stipulation for the

1 purpose of enforcing and administering the Stipulation  
2 and Exhibits thereto and the mutual releases and other  
3 documents contemplated by, or executed in connection  
4 with, the Stipulation.

5 9. In the event that the Settlement does not  
6 become effective in accordance with the terms of the  
7 Stipulation, then this Judgment will be rendered null  
8 and void and will be vacated and in such event, all  
9 orders entered and releases delivered in connection  
10 herewith will be null and void, and the parties will be  
11 returned to their respective positions ex ante.

12 10. The Court finds, pursuant to Rule 54(a) and (b)  
13 of the Federal Rules of Civil Procedure, that this  
14 Judgment should be entered and further finds that there  
15 is no just reason for delay in the entry of this  
16 Judgment, as a final judgment as to the parties to the  
17 Stipulation. Accordingly, the Clerk is hereby directed  
18 to enter this Judgment forthwith.

19  
20 **IT IS SO ORDERED.**

21 DATED: August 30, 2011.

22  
23 RONALD S.W. LEW

24 **HONORABLE RONALD S.W. LEW**  
25 Senior, U.S. District Court Judge  
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