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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**
15 To:) **TAFEEN**
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 Peter Tafeen ("Tafeen") dated as of June 25,
22 2007 ("Stipulation") relating to the above captioned
23 litigation. The Court, after carefully considering all
24 papers filed and proceedings held herein and otherwise
25 being fully informed in the premises, has determined
26 (1) that the Settlement should be approved and (2) that
27 there is no just reason for delay of the entry of this
28 Final Judgment approving this settlement. Accordingly,

1 the Court directs entry of Judgment, which shall
2 constitute final adjudication of this Litigation on the
3 merits as to the parties to the Settlement. Good cause
4 appearing therefore, it is hereby:

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

6 1. This Court has jurisdiction over the subject
7 matter of this litigation, all parties to this
8 litigation, and over the parties to the Stipulation,
9 including all members of the Class and Tafeen.

10 2. The definitions and terms set forth in the
11 Stipulation are incorporated hereby as though fully set
12 forth in this Judgment.

13 3. The Court hereby finally approves and confirms
14 the Settlement set forth in the Stipulation and finds
15 that said Settlement is, in all respects, fair,
16 reasonable and adequate to the Class pursuant to Rule
17 23 of the Federal Rules of Civil Procedure. The Court
18 finds that the Settlement was negotiated at arm's
19 length and in good faith and that the parties complied
20 with the requirements of Rule 11.

21 4. This Court hereby dismisses on the merits and
22 with prejudice the Action in favor of Tafeen, with
23 Tafeen to bear his own costs and attorneys' fees.

24 5. Tafeen is hereby and forever released and
25 discharged with respect to any and all claims or causes
26 of action that the Lead Plaintiff and Members of the
27 Class had or have arising out of or related to any of
28 the Settled Claims as defined in the Stipulation.

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

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

27 b. All persons, including but not limited
28 to the Settling, Dismissed and

1 Remaining Defendants, are hereby
2 barred and permanently enjoined, to
3 the fullest extent allowed by law,
4 from asserting, instituting or
5 prosecuting in any capacity, before
6 any court or governmental agency, any
7 action or proceeding against Tafeen
8 for equitable, partial, comparative,
9 or complete contribution, subrogation,
10 or indemnity, however denominated,
11 based upon liability for, or arising
12 out of or relating in any way to the
13 Settled Claims, and the Court finds
14 that all such claims are extinguished,
15 discharged, satisfied and made
16 unenforceable.

17 c. All claims by Tafeen for contribution
18 and indemnification, however
19 denominated, arising under the federal
20 securities laws, state law or common
21 law with respect to the events that
22 are the subject of the Actions,
23 against any person (including but not
24 limited to the Individual Defendants,
25 Dismissed Defendants and Other
26 Settling Defendants in this Action)
27 other than a person whose liability to
28 Tafeen has been extinguished by

1 Tafeen's settlement of the Settled
2 Claims on his, her or its behalf are
3 extinguished, discharged, barred,
4 satisfied and/or otherwise
5 unenforceable.

6 d. Pursuant to 15 U.S.C. §78u-4(f)(7)(B),
7 if there is a final verdict or
8 judgment against any non-settling
9 defendant in this Action, the verdict
10 of judgment shall be reduced by the
11 greater of: (a) an amount that
12 corresponds to the percentage of
13 responsibility of Tafeen; or (b) the
14 amount paid to for the benefit of the
15 Plaintiff Class by Tafeen.

16 e. The remaining portions of 15 U.S.C.
17 §78u-4(f) on proportionate liability
18 shall apply hereto where applicable.

19 7. The notice given to the Class of the Settlement
20 set forth in the Stipulation and the other matters set
21 forth herein was the best notice practicable under the
22 circumstances, including individual notice to all
23 Members of the Class who could be identified through
24 reasonable efforts. Said notice provided due and
25 adequate notice of these proceedings and of the matters
26 set forth therein, including the proposed Settlement
27 set forth in the Stipulation, to all persons entitled
28 to such notice, and said notice fully satisfied the

1 requirements of Rules 23(c)(2) and 23(e) of the Federal
2 Rules of Civil Procedure and the requirements of due
3 process.

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

26 9. In the event that the Settlement does not
27 become effective in accordance with the terms of the
28 Stipulation, then this Judgment will be rendered null

1 and void and will be vacated and in such event, all
2 orders entered and releases delivered in connection
3 herewith will be null and void, and the parties will be
4 returned to their respective positions ex ante.

5 10. The Court finds, pursuant to Rule 54(a) and (b)
6 of the Federal Rules of Civil Procedure, that this
7 Judgment should be entered and further finds that there
8 is no just reason for delay in the entry of this
9 Judgment, as a final judgment as to the parties to the
10 Stipulation. Accordingly, the Clerk is hereby directed
11 to enter this Judgment forthwith.

12
13 **IT IS SO ORDERED.**

14 DATED: August 30, 2011.

15
16 RONALD S.W. LEW

17 HONORABLE RONALD S.W. LEW
18 Senior, U.S. District Court Judge
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