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17 UNITED STATES DISTRICT COURT  
 18 CENTRAL DISTRICT OF CALIFORNIA  
 19 WESTERN DIVISION

20 SUSAN LACERENZA, Derivatively on  
 Behalf of Nominal Defendant  
 21 VALUECLICK, INC.,

22 Plaintiff,

23 v.

24 JAMES R. ZARLEY, DAVID S.  
 BUZBY, MARTIN T. HART, JEFFREY  
 25 F. RAYPORT, TOM A. VADNAIS,  
 SCOTT P. BARLOW, JOSH GRAY,  
 26 SAMUEL J. PAISLEY, G. SCOTT  
 PIOTROSKI, SCOTT H. RAY, CARL J.  
 27 WHITE, PETER J. WOLFERT,

28 Defendants,

CASE NO. CV07-07141 DDP (AJWx)

(Assigned to the Honorable Dean D.  
 Pregerson, Courtroom 3)

**FINAL JUDGMENT AND ORDER OF  
 DISMISSAL OF DERIVATIVE  
 ACTION**

1  
2           and  
3 VALUECLICK, INC.,  
4           Nominal Defendant.

5           This matter having come before the Court for final approval of the Settlement,  
6 on the application of the Settling Parties for approval of the settlement set forth in the  
7 Stipulation of Settlement dated as of June 19, 2009 (the “Stipulation”), and due and  
8 adequate notice having been given of the Settlement as required in said Order, and the  
9 Court having considered all papers filed and proceedings held herein and otherwise  
10 being fully informed and good cause appearing therefore,

11           IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

12           1.     This Judgment incorporates by reference the definitions in the Stipulation,  
13 and all terms used herein shall have the same meanings set forth in the Stipulation.

14           2.     This Court has jurisdiction over the subject matter of the Action and over  
15 all parties to the Action.

16           3.     Pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, this Court  
17 hereby approves the proposed Settlement set forth in the Stipulation and finds that the  
18 Settlement is, in all respects, fair, reasonable and adequate, and is in the best interests  
19 of Plaintiff, ValueClick, and ValueClick’s shareholders, and the Settling Parties are  
20 hereby directed to implement all of its terms and provisions.

21           4.     Upon the entry of this Final Order and Judgment, Plaintiff, on her own  
22 behalf individually and derivatively on behalf of ValueClick, Plaintiff’s Counsel, and  
23 ValueClick shall have, and by operation of the Judgment shall be deemed to have,  
24 fully, finally, and forever released, relinquished and discharged all Released Claims  
25 (including Unknown Claims) and any and all claims arising out of, relating to, or in  
26 connection with the Settlement or resolution of the Action against the Released  
27 Persons.

1           5.     Plaintiff, on her own behalf individually and derivatively on behalf of  
2 ValueClick, Inc., Plaintiff’s Counsel, and ValueClick are hereby forever barred and  
3 enjoined from prosecuting the Released Claims against the Released Persons.

4           6.     Upon the entry of this Final Order and Judgment, each of the Released  
5 Persons shall be deemed to have, and by operation of the Judgment shall have, fully,  
6 finally, and forever released, relinquished and discharged Plaintiff and Plaintiff’s  
7 Counsel from all claims (including Unknown Claims) arising out of, relating to, or in  
8 connection with the institution, prosecution, assertion, settlement or resolution of the  
9 Action or the Released Claims.

10          7.     The distribution of the Notice and the publication of the Summary Notice  
11 as provided for in the Preliminary Approval Order constituted the best notice  
12 practicable under the circumstances, including individual notice to all shareholders  
13 who could be identified through reasonable effort. Said Notice provided the best  
14 notice practicable under the circumstances of those proceedings and of the matters set  
15 forth therein, including the proposed Settlement set forth in the Stipulation, to all  
16 Persons entitled to such notice, and said Notice satisfies the requirements of Federal  
17 Rule of Civil Procedure 23.1 and the requirements of due process.

18          8.     All current shareholders of ValueClick shall be bound by all orders,  
19 determinations and judgments in the Action concerning the Settlement, whether  
20 favorable or unfavorable to ValueClick shareholders.

21          9.     This Order and Final Judgment shall not constitute any evidence or  
22 admission by any party herein that any acts or wrongdoing have been committed by  
23 any of the Parties to the Action and should not be deemed to create any presumption or  
24 inference that there is liability therefore.

25          10.    The Court hereby approves the Fee and Expense Award to Plaintiff’s  
26 Counsel in the amount of \$250,000, which amount the Court finds to be fair and  
27 reasonable. The Fee and Expense Award shall be paid in accordance with the terms  
28 set forth in the Stipulation within ten (10) business days of the date hereof.

1           11. Without affecting the finality of this Judgment in any way, this Court  
2 hereby retains continuing jurisdiction over all parties hereto for the purpose of  
3 construing, enforcing, and administering the Stipulation.

4           12. In the event that the Settlement does not become effective in accordance  
5 with the terms of the Stipulation, including effectuating the release of claims in related  
6 proceedings, this Order and Final Judgment shall be vacated, and all Orders entered  
7 and releases delivered in connection with the Stipulation and Order and Final  
8 Judgment shall be null and void, except as otherwise provided for in the Stipulation.

9           13. This Order and Final Judgment and entry by the Clerk of the Court is  
10 pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

11  
12 DATED: November 23, 2009

  
The Honorable Dean D. Pregerson