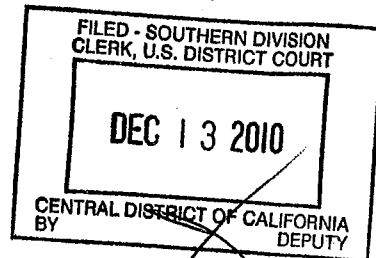


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11 Lead Counsel for Plaintiffs

12 UNITED STATES DISTRICT COURT
 13 CENTRAL DISTRICT OF CALIFORNIA
 14 SOUTHERN DIVISION

15 In re COOPER COMPANIES, INC.	}	No. SACV-06-00169-CJC(RNBx)
16 SECURITIES LITIGATION		<u>CLASS ACTION</u>
17 _____	}	PROPOSED FINAL JUDGMENT AND ORDER OF DISMISSAL WITH PREJUDICE
18 This Document Relates To:		
19 ALL ACTIONS.	}	

20 DATE: December 13, 2010
 21 TIME: 1:30 p.m.
 22 COURTROOM: The Honorable
 23 Cormac J. Carney

1 This matter came before the Court for hearing pursuant to the Order of this
2 Court, dated August 16, 2010, on the application of the Settling Parties for approval of
3 the settlement set forth in the Stipulation of Settlement dated as of July 28, 2010
4 (“Stipulation”). Due and adequate notice having been given to the Class as required
5 in said Order, and the Court having considered all papers filed and proceedings had
6 herein and otherwise being fully informed in the premises and good cause appearing
7 therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

8 1. This Judgment incorporates by reference the definitions in the
9 Stipulation, and all terms used herein shall have the same meanings as set forth in the
10 Stipulation, unless otherwise set forth herein.

11 2. This Court has jurisdiction over the subject matter of the Litigation and
12 over all parties to the Litigation, including all Members of the Class.

13 3. The Notice of Proposed Settlement of Class Action given to the Class
14 was the best notice practicable under the circumstances, including individual notice to
15 all Members of the Class who could be identified through reasonable effort. Said
16 notice provided due and adequate notice under the circumstances of these proceedings
17 and of the matters set forth in the Stipulation, including the proposed settlement set
18 forth in the Stipulation, to all Persons entitled to such notice, and said notice fully
19 satisfied the requirements of Federal Rule of Civil Procedure 23, the Private Securities
20 Litigation Reform Act of 1995, and the requirements of due process.

21 4. The Court finally certifies, pursuant to Federal Rules of Civil Procedure
22 23(a) and 23(b)(3), a Class defined as all Persons or entities who purchased or
23 otherwise acquired Cooper common stock from July 28, 2004 through November 21,
24 2005, inclusive (the “Class Period”). Excluded from the Class are Defendants, herein,
25 members of the immediate family of Defendants, any entity in which any Defendant
26 has a controlling interest and the legal affiliates, representatives, heirs, controlling
27 persons, successors and predecessors in interest or assigns of any such excluded party.

28

1 Also excluded are those Persons who timely and validly requested exclusion from the
2 Class, whose names are set forth on the listing attached hereto as Exhibit 1.

3 5. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby
4 approves the settlement set forth in the Stipulation and finds that said settlement is, in
5 all respects, fair, reasonable, and adequate to the Class and directs that the settlement
6 be consummated in accordance with the terms and conditions set forth in the
7 Stipulation.

8 6. The Litigation and all claims contained therein, as well as all of the
9 Released Claims, are dismissed with prejudice as to Lead Plaintiffs and the other
10 Members of the Class, as against each and all of the Released Persons. The Settling
11 Parties are to bear their own costs, except as otherwise provided in the Stipulation.

12 7. Upon the Effective Date hereof, Lead Plaintiffs and each of the Class
13 Members, for themselves and for each of their respective officers, directors,
14 shareholders, employees, agents, spouses, subsidiaries, heirs at law, successors and
15 assigns, and any other Person claiming (now or in the future) through or on behalf of
16 them, and regardless of whether any such Lead Plaintiff or Class Member ever seeks
17 or obtains by any means, including, without limitation, by submitting a Proof of Claim
18 and Release, any distribution from the Settlement Fund, shall be deemed to have, and
19 by operation of the Judgment shall have, fully, finally, and forever released,
20 relinquished, and discharged all Released Claims against the Released Persons and
21 shall have covenanted not to sue the Released Persons with respect to all such
22 Released Claims, and shall be permanently barred and enjoined from instituting,
23 commencing, or prosecuting any such Released Claim against the Released Persons
24 except to enforce the releases and other terms and conditions contained in the
25 Stipulation or this Judgment.

26 8. Upon the Effective Date hereof, each of Defendants shall be deemed to
27 have, and by operation of this Judgment shall have, fully, finally, and forever released,
28 relinquished, and discharged Lead Plaintiffs and counsel to Lead Plaintiffs from all

1 claims (including Unknown Claims) arising out of, relating to, or in connection with,
2 the institution, prosecution, assertion, settlement, or resolution of the Litigation or the
3 Released Claims except to enforce the releases and other terms and conditions
4 contained in the Stipulation or any Court order (including, but not limited to, this
5 Judgment) entered pursuant thereto.

6 9. Neither any order entered regarding a Plan of Allocation submitted by
7 Plaintiffs' Lead Counsel nor any order entered regarding any attorneys' fee and
8 expense application shall in any way disturb or affect this Judgment; both of them
9 shall be considered separate from this Judgment.

10 10. Neither the Stipulation nor the settlement contained therein, nor any act
11 performed or document executed pursuant to or in furtherance of the Stipulation or the
12 settlement: (a) is or may be deemed to be or may be used as an admission of, or
13 evidence of, the validity of any Released Claim, or of any allegation made in the
14 Litigation, or of any wrongdoing or liability of the Released Persons, or (b) is or may
15 be deemed to be or may be used as an admission of, or evidence of, any liability, fault
16 or omission of any of the Released Persons in any civil, criminal, or administrative
17 proceeding in any court, administrative agency, or other tribunal. Neither this
18 settlement, nor any act performed or document executed pursuant to, or in furtherance
19 of the settlement, shall be admissible in any proceeding for any purpose, except to
20 enforce the terms of the settlement, and except that Defendants and/or the Released
21 Persons may file the Stipulation and/or the Judgment in any action that may be
22 brought against them in order to support a defense or counterclaim based on principles
23 of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or
24 reduction, or any other theory of claim preclusion or issue preclusion or similar
25 defense or counterclaim.

26 11. Without affecting the finality of this Judgment in any way, this Court
27 hereby retains continuing jurisdiction over: (a) implementation of this settlement and
28 any award or distribution of the Settlement Fund, including interest earned thereon;

1 (b) disposition of the Settlement Fund; (c) hearing and determining applications for
2 attorneys' fees, interest, and expenses in the Litigation; (d) all parties hereto for the
3 purpose of construing, enforcing, and administering the Stipulation; and (e) all other
4 proceedings related to the implementation and enforcement of the terms of the
5 Stipulation and/or the settlement. The time to appeal from this Judgment shall
6 commence upon its entry.

7 12. Pursuant to Section 21D(c)(1) of the Private Securities Litigation Reform
8 Act of 1995, the Court hereby finds that each Settling Party, and his, her, or its
9 respective counsel, has complied with each requirement of Rule 11(b) of the Federal
10 Rules of Civil Procedure as to all papers and filings related to the Released Claims,
11 and that insofar as they relate to the Released Claims, the Litigation was not brought
12 for any improper purpose and is not unwarranted under existing law or legally
13 frivolous.

14 13. This Judgment is a final judgment in the Litigation as to all claims among
15 Defendants, on the one hand, and Lead Plaintiffs and all Class Members, on the other.
16 This Court finds, for purposes of Rule 54(b) of the Federal Rules of Civil Procedure,
17 that there is no just reason for delay and expressly directs entry of judgment as set
18 forth herein.

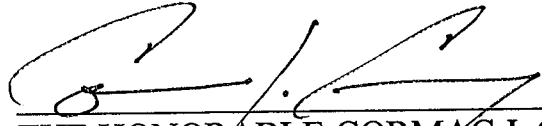
19 14. In the event that the settlement does not become effective in accordance
20 with the terms of the Stipulation, or the Effective Date does not occur, or in the event
21 that the Settlement Fund, or any portion thereof, is returned to Defendants, then this
22 Judgment shall be rendered null and void to the extent provided by and in accordance
23 with the Stipulation and shall be vacated and, in such event, all orders entered and
24 releases delivered in connection herewith shall be null and void to the extent provided
25 by and in accordance with the Stipulation and shall be vacated, *nunc pro tunc*, and the
26 provisions of ¶7.3 of the Stipulation shall apply.

27 15. Without further order of the Court, the parties may agree to reasonable
28 extensions of time to carry out any of the provisions of the Stipulation.

1 16. Judgment shall be, and hereby is, entered dismissing the Litigation with
2 prejudice and on the merits.

3 IT IS SO ORDERED.

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5 DATED: December 13, 2010



THE HONORABLE CORMAC J. CARNEY
UNITED STATES DISTRICT JUDGE

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