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14 UNITED STATES DISTRICT COURT
 15 CENTRAL DISTRICT OF CALIFORNIA
 16 SOUTHERN DIVISION

17 MENACHEM MAIMAN, Individually)
 18 and On Behalf of All Others Similarly)
 Situated,)
 19)
 Plaintiff,)
 20)
 vs.)
 21 GREGORY C. TALBOTT, et al.,)
 22)
 Defendants.)
 23 _____)

No. SACV 09-0012-AG(ANx)
CLASS ACTION
 FINAL JUDGMENT AND ORDER OF
 DISMISSAL WITH PREJUDICE
 DATE: July 9, 2012
 TIME: 10:00 a.m.
 CTRM: 10D, The Honorable
 Andrew J. Guilford

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1 This matter came before the Court for hearing pursuant to the Third Revised
2 Order Preliminarily Approving Settlement and Providing for Notice dated March 26,
3 2012 (Docket No. 141), on the application of the Settling Parties for approval of the
4 settlement set forth in the Stipulation of Settlement dated as of September 27, 2011
5 (“Stipulation”) (Docket No. 134). Due and adequate notice having been given to the
6 Class as required in said Order, and the Court having considered all papers filed and
7 proceedings had herein and otherwise being fully informed in the premises and good
8 cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND
9 DECREED that:

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

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

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

24 4. The Court finally certifies, pursuant to Federal Rules of Civil Procedure
25 23(a) and 23(b)(3), a Class defined as all Persons or entities who purchased or
26 otherwise acquired PFF common stock beginning on October 23, 2006 through and
27 including April 30, 2008. Excluded from the Class are Defendants, members of the
28 Defendants’ immediate families, any entity in which any Defendant has a controlling

1 interest and the legal affiliates, representatives, heirs, controlling persons, successors
2 and predecessors in interest or assigns of any such excluded party. Also excluded are
3 those Persons who timely and validly requested exclusion from the Class, whose
4 names are set forth on the listing attached hereto as Exhibit 1.

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

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

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

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1 8. Upon the Effective Date hereof, each of the Defendants will be deemed
2 to have, and by operation of this Judgment will have, fully, finally, and forever
3 released, relinquished, and discharged Lead Plaintiffs and counsel to Lead Plaintiffs
4 from all claims (including Unknown Claims) arising out of, relating to, or in
5 connection with, the institution, prosecution, assertion, settlement, or resolution of the
6 Litigation or the Released Claims except to enforce the releases and other terms and
7 conditions contained in the Stipulation or any Court order (including, but not limited
8 to, this Judgment) entered pursuant thereto.

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

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

1 11. Without affecting the finality of this Judgment in any way, this Court
2 hereby retains continuing jurisdiction over: (a) implementation of this settlement and
3 any award or distribution of the Settlement Fund, including interest earned thereon;
4 (b) disposition of the Settlement Fund; (c) hearing and determining applications for
5 attorneys' fees, interest, and expenses in the Litigation; (d) all parties hereto for the
6 purpose of construing, enforcing, and administering the Stipulation; and (e) all other
7 proceedings related to the implementation and enforcement of the terms of the
8 Stipulation and/or the settlement. The time to appeal from this Judgment shall
9 commence upon its entry.

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

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

22 14. In the event that the settlement does not become effective in accordance
23 with the terms of the Stipulation, or the Effective Date does not occur, or in the event
24 that the Settlement Fund, or any portion thereof, is returned to Defendants, then this
25 Judgment shall be rendered null and void to the extent provided by and in accordance
26 with the Stipulation and shall be vacated and, in such event, all orders entered and
27 releases delivered in connection herewith shall be null and void to the extent provided
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1 by and in accordance with the Stipulation and shall be vacated, *nunc pro tunc*, and the
2 provisions of ¶8.4 of the Stipulation shall apply.

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

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

7 IT IS SO ORDERED.

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9 DATED: July 09, 2012



10 THE HONORABLE ANDREW J. GUILFORD
11 UNITED STATES DISTRICT JUDGE
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