IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA

RONALD FALLNESS, Individually and On Behalf of All Others Similarly Situated, Plaintiff, v. CSRA INC., LARRY PRIOR, NANCY KILLEFER, KEITH B. ALEXANDER, SANJU K. BANSAL, MICHÈLE A. FLOURNOY, MARK A. FRANTZ, SEAN O'KEEFE, MICHAEL E. VENTLING, BILLIE I. WILLIAMSON, CRAIG MARTIN, JOHN F. YOUNG, GENERAL DYNAMICS CORPORATION, and RED HAWK ENTERPRISES CORP., Defendants.	)	Case No. 2:18-cv-00440

STIPULATION OF DISMISSAL AND [PROPOSED] ORDER

WHEREAS, Plaintiff filed the above-captioned action (the "Action") challenging the public disclosures made in connection with the proposed acquisition of CSRA Inc. ("CSRA") by General Dynamics Corporation ("Parent") and its wholly-owned subsidiary, Red Hawk Enterprises Corp. ("Merger Sub," and together with Parent, "General Dynamics") pursuant to a definitive agreement and plan of merger filed with the United States Securities and Exchange Commission ("SEC") on or around February 12, 2018 (the "Transaction");

WHEREAS, the Action asserted claims for violations of sections 14(d)(4), 14(e), and 20(a) of the Securities Exchange Act of 1934 by Defendants alleged to have been made in the 14D-9 Recommendation Statement (the "Recommendation Statement") filed with the SEC on or around March 5, 2018;

WHEREAS, on March 27, 2018, CSRA filed an amendment to the Recommendation Statement that addressed and mooted claims regarding the sufficiency of the disclosures in the Recommendation Statement (the "Supplemental Disclosures");

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

WHEREAS, Plaintiff's counsel assert that the prosecution of the Action caused the Defendants to disseminate the Supplemental Disclosures and that Plaintiff's counsel have the right to seek and recover attorneys' fees and expenses in connection with a claimed common benefit provided to CSRA's stockholders as a result of the filing of the Supplemental Disclosures, and it is the current intention of counsel for Plaintiff to submit an application seeking to recover mootness fees (the "Fee Application") in connection with the mooted claims if the parties cannot resolve Plaintiff's Fee Application;

WHEREAS, all of the Defendants in the Action reserve all rights, arguments and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action; and

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or attorneys and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee application;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED that:

1. The Action is dismissed, and all claims asserted therein are dismissed with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice.

2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class, notice of this dismissal is not required.

3. This Order is entered without prejudice to any right, position, claim or defense any party may assert with respect to the Fee Application, which includes the Defendants' right to oppose the Fee Application.

Dated: April 3, 2018

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IT IS SO ORDERED.

DATED this 2 day of May, 2018.

Gloria M. Navarro, Chief Judge
United States District Court