

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW HAMPSHIRE

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IN RE TYCO INTERNATIONAL LTD.,
SECURITIES, DERIVATIVE AND "ERISA"
LITIGATION
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MDL Docket No. 02-1335-B
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This Document Relates To:
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PUBLIC EMPLOYEES' RETIREMENT
ASSOCIATION OF COLORADO,

:
Docket No. 08-CV-01341-PB
:
:

Plaintiff,

v.

TYCO INTERNATIONAL LTD., TYCO
ELECTRONICS LTD., COVIDIEN LTD.,
L. DENNIS KOZLOWSKI, MARK H.
SWARTZ, FRANK E. WALSH, JR., AND
PRICewaterhouseCOOPERS LLP.

Defendants.

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**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL WITH
PREJUDICE AGAINST PRICewaterhouseCOOPERS LLP
AND BAR ORDER**

Plaintiff in the above-captioned action (“Colorado PERA”) and Defendant PricewaterhouseCoopers LLP (“PwC”) have represented to the Court that they have entered into a Settlement Agreement and Release (the “Settlement Agreement”) that resolves all issues between and among them that are related to, involved, set forth, or referred to in Colorado PERA’s Complaint. All defined terms set forth herein are defined in the Settlement Agreement.

For good cause shown, it is hereby ORDERED that:

1. **Bar Order.** As provided in Section 21D-4(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A), to the maximum extent permissible under applicable law, and without agreeing or otherwise admitting that the “Non-Released Parties” (defined below) have any claim or right to contribution against any PwC Releasee: (a) Defendants L. Dennis Kozlowski, Mark H. Swartz, and Frank E. Walsh, Jr. (collectively the “Non-Settling Defendants”) and Tyco International Ltd., Covidien Ltd., Tyco Electronics Ltd. (the “Previously-Settled Defendants,” together with the Non-Settling Defendants, the “Non-Released Parties”) are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution or indemnification against any PwC Releasee based upon, relating to, or arising out of the Released Claims; (b) PwC is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution or indemnification against any other person based upon, relating to, or arising out of the Released Claims.

2. Because there is no just reason for delay in the entry of this ORDER and FINAL JUDGMENT with respect to the claims asserted by Colorado PERA against PwC, all claims asserted by Colorado PERA against PwC are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b). This action is not dismissed with respect to any claims asserted against the Non-Settling Defendants.

3. The Clerk of the Court is expressly directed to enter this Agreed Order and Final Judgment of Dismissal With Prejudice Against PricewaterhouseCoopers LLP and Bar Order as a final judgment and to send a copy of same to all counsel of record.

IT IS SO ORDERED.

Entered: November 28 2009

/s/ Paul Barbadoro
The Honorable Paul Barbadoro
United States District Court Judge

cc: Counsel of Record