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F I L E D
Clerk of the Superior Court

APR 09 2018

By: B. DELGADO

SUPERIOR COURT OF CALIFORNIA

COUNTY OF SAN DIEGO

MATTHEW ODINOTSKI and JOHN SOLAK on Behalf of Themselves and All Others Similarly Situated, and Derivatively on behalf of PULSE ELECTRONICS CORPORATION,

Plaintiffs,

v.

KAJ VAZALES, MARK TWAALFHOVEN, STEVEN G. CRANE, DAVID W. HEINZMANN, JOHN E. MAJOR, GARY E. SUTTON/NANCY SUTTON AS EXECUTOR OF GARY E. SUTTON'S ESTATE, ROBERT E. SWITZ., OAKTREE CAPITAL MANAGEMENT, L.P., and OCM PE HOLDINGS, L.P.

Defendants,

and

PULSE ELECTRONICS CORPORATION, a Pennsylvania corporation, Nominal Defendant

) Lead Case No. 37-2015-00009254-CU-SL-CTL

) CLASS ACTION

) Consolidated with:

) 37-2015-00010500-CU-SL-CTL
) 37-2015-00012857-CU-SL-CTL

) Judge: Hon. Richard E.L. Strauss
) Department: C-75

) **SCHEDULING ORDER ON
APPROVAL OF CLASS AND
DERIVATIVE ACTION
SETTLEMENT AND CLASS
CERTIFICATION FOR
SETTLEMENT PURPOSES ONLY**

) Hearing Date: March 23, 2018

) Hearing Time: 9:00 AM

) Action Filed: March 18, 2015

1 in the Superior Court of California for San Diego County (the "Court") at 330 West Broadway,
2 San Diego, CA 92101, to: (a) consider whether the Class should be certified permanently, for
3 purposes of the Settlement, (b) determine whether to certify Plaintiffs as Class Representatives
4 and Brodsky & Smith, LLC, Prickett, Jones & Elliott, P.A., and Levi & Korsinsky, LLP
5 (together, "Plaintiffs' Counsel") as Co-Lead Counsel for the Class, (c) determine whether the
6 Court should approve the Settlement as fair, reasonable and adequate and in the best interests of
7 the Class, (d) determine whether final judgment should be entered dismissing the Action and the
8 Released Claims as to the Released Parties with prejudice as against Defendants, Plaintiffs and
9 the Class, releasing the Released Claims, and barring and enjoining prosecution of any and all
10 Released Claims (as provided in the Stipulation) and (e) consider other matters, including a
11 request by Plaintiffs' Counsel for attorneys' fees and expenses, which attorneys' fees and
12 expenses (as awarded by this Court) are to be paid solely from, and not in addition to, the
13 Settlement Amount, and for incentive awards to be paid to the named Plaintiffs, to be paid solely
14 from any award of attorneys' fees and expenses to Plaintiffs' Counsel. The Court may adjourn
15 and reconvene the Settlement Hearing without further notice to members of the Class other than
16 by oral announcement at the Settlement Hearing or any adjournment thereof.

17 3. The Court may approve the Settlement, according to the terms and conditions of
18 the Stipulation, as it may be modified by the parties thereto, with or without further notice to
19 Class Members. Further, the Court may render its final judgment dismissing the Action against
20 the Defendants and the Released Claims with prejudice (as provided in the Stipulation),
21 approving releases by Plaintiffs and the Class of claims against the Released Parties, and
22 ordering the payment of attorneys' fees and expenses and incentive awards, all without further
23 notice.

24 4. The Court approves, in form and substance, the Notice of Pendency of Class and
25 Derivative Action, Proposed Settlement, Settlement Hearing and Right to Appear (the "Notice")
26 substantially in the form attached as Exhibit C to the Stipulation (which is attached to the Smith
27 Declaration in Support of Preliminary Approval filed in this Court on or about January 25,
28 2018); and the Summary Notice of Proposed Settlement of Class and Derivative Action and

1 Settlement Hearing (the "Summary Notice") substantially in the form attached as Exhibit D to
2 the Stipulation (also attached to the Smith Declaration in Support of Preliminary Approval filed
3 in this Court on or about January 25, 2018). The Court finds the publishing and posting of the
4 Summary Notice and Notice in substantially the manner set forth in paragraph 5 of this Order
5 constitutes the best notice practicable under the circumstances to all persons entitled to such
6 notice of the Settlement Hearing and the proposed Settlement, and meets the requirements of
7 CCP §382 and of due process.

8 5. Plaintiffs' Counsel shall cause the Summary Notice to be published twice in both
9 *The Wall Street Journal* and *Investor's Daily*, at least 60 calendar days before Settlement
10 Hearing. No later than five (5) court days following entry of this Order, Plaintiffs' Counsel (at
11 least one of the firms named herein) shall post the Notice and the Stipulation on its website or the
12 website of the Claims Administrator and maintain the postings until the Effective Date.

13 6. At least ten (10) court days before the date of the Settlement Hearing, Plaintiffs'
14 Counsel shall file with the Court proof of publishing of the Summary Notice and of posting of
15 the Notice and Stipulation. Plaintiffs shall file and serve their opening brief in support of the
16 Settlement and Plaintiffs' Counsel's application for attorneys' fees and expenses and incentive
17 awards no later than fifteen (15) court days prior to the Settlement Hearing. If any objections to
18 the Settlement or the application for attorneys' fees are received or filed, Plaintiffs and/or
19 Defendants may file and serve a brief response to those objections no later than five (5) court
20 days prior to the Settlement Hearing.

21 7. At the Settlement Hearing, any member of the Class who desires to do so may
22 appear personally or by counsel, and show cause, if any, why the Class should not be
23 permanently certified, pursuant to CCP §382; why the Settlement of the Action in accordance
24 with and as set forth in the Stipulation should not be approved as fair, reasonable, and adequate
25 and in the best interests of the Class; why judgment should not be entered in accordance with and
26 as set forth in the Stipulation; or why the Court should not grant an award of reasonable
27 attorneys' fees and expenses to Plaintiffs' Counsel for their services and actual expenses incurred
28 in the Action, and incentive awards to the named Plaintiffs. Class Members, or any other person

1 with the appropriate standing, shall be entitled to contest the approval of the terms and conditions
2 of the Settlement or (if approved) the judgment to be entered thereon, or the allowance of fees
3 and expenses to Plaintiffs' Counsel or incentive awards to the named Plaintiffs by submitting a
4 written objection and/or by appearing in Court and objecting orally. Written objections are
5 permitted, but not mandatory. Written objections, including but not limited to papers, briefs,
6 pleadings or other documents submitted by any member of the Class or any other person
7 (excluding a party to the Stipulation) shall be received, except by order of the Court for good
8 cause shown, no later than ten (10) court days prior to the Settlement Hearing, such person files
9 with the Clerk in the Court at 330 West Broadway, San Diego, CA 92101, and serves upon the
10 attorneys listed below: (a) a written notice of intention to appear; (b) proof of membership in the
11 Class; (c) a statement of objections to any matter before the Court; and (d) the grounds therefore
12 or the reasons for wanting to appear and be heard, as well as all documents or writings the Court
13 shall be asked to consider. These writings must be served upon the following attorneys:

14
15 **Brodsky & Smith, LLC**
Evan J. Smith
9595 Wilshire Boulevard, Suite 900
16 Beverly Hills, CA 90212

Latham & Watkins LLP
Colleen C. Smith
12670 High Bluff Drive
San Diego, California 92130

17 **Prickett, Jones & Elliott, P.A.**
Corinne Elise Amato
18 1310 King Street
Wilmington, DE 19801

Fitzgerald Knaier LLP
Kenneth M. Fitzgerald
550 West C St, Suite. 2000
San Diego, CA 92101

19
20 **Levi & Korsinsky LLP**
Shannon Hopkins
30 Broad Street, 24th Floor
21 New York, New York 10004

**Paul, Weiss, Riffkind, Wharton & Garrison
LLP**
Andrew J. Ehrlich
1285 Avenue of the Americas
New York, New York 10019-6064

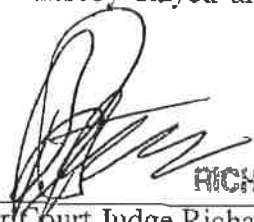
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23 8. Any person who fails to object by either filing a written objection or by appearing
24 in Court and objecting orally shall be deemed to have waived the right to object (including any
25 right of appeal) and shall be forever barred from raising such objection in this or any other action
26 or proceeding. Class Members who do not wish to object need not appear at the Settlement
27 Hearing or take any other action to indicate their approval.

28 9. Institution or prosecution of any action or claim that is subject to the release,

1 dismissal or bar provisions in the Stipulation is hereby enjoined pending further order of the
2 Court.

3 10. All proceedings in the Action, other than proceedings as may be necessary to
4 carry out the terms and conditions of the Stipulation, are hereby stayed and suspended until
5 further order of this Court.

6 4-9-18



RICHARD E.L. STRAUSS
Superior Court Judge Richard E.L. Strauss

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