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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA

James V. Siracusano, On Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

vs.

Matrixx Initiatives, Inc., et al.,

Defendants.

James V. Siracusano, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

Matrixx Initiatives, Inc., et al.,

Defendants.

No. CV-04-00886-PHX-NVW

Consolidated with:

No. CV-04-01012-PHX-NVW

CLASS ACTION

FINAL JUDGMENT AND ORDER OF
DISMISSAL WITH PREJUDICE

1 This matter came before the Court for hearing pursuant to an Order of this Court,
2 dated July 30, 2012 (the "Order") (Dkt. No. 158), on the application of Lead Plaintiff and
3 Defendants for approval of the settlement (the "Settlement") set forth in the Stipulation of
4 Settlement dated as of July 27, 2012 (the "Stipulation") (Dkt. No. 156). Due and adequate
5 notice having been given of the Settlement as required in said Order, and the Court having
6 considered all papers filed and proceedings held herein and otherwise being fully informed
7 in the premises and good cause appearing therefore, IT IS HEREBY ORDERED,
8 ADJUDGED, AND DECREED that:

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

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

13 3. The Litigation and all claims contained therein, including all of the Released
14 Claims, are dismissed with prejudice as to the Lead Plaintiff and the other members of the
15 Class, and as against each and all of the Released Persons. The parties are to bear their own
16 costs, except as otherwise provided in the Stipulation.

17 4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby
18 approves the Settlement set forth in the Stipulation and finds that said Settlement is, in all
19 respects, fair, reasonable, and adequate to, and is in the best interests of, the Lead Plaintiff,
20 the Class, and each of the Class Members. This Court further finds the Settlement set forth
21 in the Stipulation is the result of arm's-length negotiations between experienced counsel
22 representing the interests of the Lead Plaintiff, the Class Members, and the Defendants.
23 Accordingly, the Settlement embodied in the Stipulation is hereby approved in all respects
24 and shall be consummated in accordance with its terms and provisions. The Lead Plaintiff
25 and the Defendants are hereby directed to perform the terms of the Stipulation.

26 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby
27 finally certifies a Class of all Persons or entities who, between October 22, 2003 and
28 February 6, 2004, inclusive, purchased the publicly traded securities of Matrixx Initiatives,

1 Inc. (“Matrixx”) and who were damaged thereby. Excluded from the Class are Defendants,
2 directors and officers of Matrixx and their families and affiliates. No person requested
3 exclusion from the class.

4 6. With respect to the Class, the Court finds that (a) the members of the Class are
5 so numerous that joinder of all Class Members in the Litigation is impracticable; (b) there
6 are questions of law and fact common to the Class which predominate over any individual
7 questions; (c) the claims of the Lead Plaintiff are typical of the claims of the Class; (d) the
8 Lead Plaintiff and Lead Plaintiff’s Counsel have fairly and adequately represented and
9 protected the interests of all of the Class Members; and (e) a class action is superior to other
10 available methods for the fair and efficient adjudication of the controversy, considering (i)
11 the interests of the members of the Class in individually controlling the prosecution of the
12 separate actions; (ii) the extent and nature of any litigation concerning the controversy
13 already commenced by members of the Class; (iii) the desirability or undesirability of
14 continuing the litigation of these claims in this particular forum; and (iv) the difficulties
15 likely to be encountered in the management of the Litigation.

16 7. Upon the Effective Date, Lead Plaintiff and each of the Class Members, on
17 behalf of themselves, shall be deemed to have, and by operation of this Judgment shall have,
18 fully, finally, and forever released, relinquished, and discharged all Released Claims,
19 including Unknown Claims, against the Released Persons whether or not such Class Member
20 executes and delivers a Proof of Claim and Release form.

21 8. Upon the Effective Date, each of the Released Persons shall be deemed to
22 have, and by operation of this Judgment shall have, fully, finally, and forever released,
23 relinquished, and discharged Lead Plaintiff and each and all of the Class Members and
24 Plaintiff’s Counsel from all claims arising out of, relating to, or in connection with, the
25 institution, prosecution, assertion, settlement, or resolution of the Litigation or the Released
26 Claims.

27 9. Upon the Effective Date, all Class Members and anyone claiming through or
28 on behalf of any of them, will be forever barred and enjoined from commencing, instituting,

1 prosecuting or continuing to prosecute any action or other proceeding in any court of law or
2 equity, arbitration tribunal, or administrative forum, asserting any Released Claim against
3 any of the Released Persons.

4 10. The distribution of the Notice of Proposed Settlement of Class Action and the
5 publication of the Summary Notice as provided for in the Order constituted the best notice
6 practicable under the circumstances, including individual notice to all members of the Class
7 who could be identified through reasonable effort. Said notice provided the best notice
8 practicable under the circumstances of those proceedings and of the matters set forth therein,
9 including the proposed Settlement set forth in the Stipulation, to all Persons entitled to such
10 notice, and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23,
11 the requirements of due process, and any other applicable law.

12 11. Any plan of allocation submitted by Lead Plaintiff's Counsel or any order
13 entered regarding Lead Plaintiff's Counsel's attorneys' fee and expense application shall in
14 no way disturb or affect this Final Judgment and shall be considered separate from this Final
15 Judgment.

16 12. Neither the Stipulation nor the Settlement contained therein, whether or not
17 consummated, nor any negotiations, discussions, proceedings, acts performed, or documents
18 executed pursuant to or in furtherance of the Stipulation or the Settlement is or may be: (a)
19 deemed to be or may be used as an admission of, or evidence of, the validity or lack thereof
20 of any Released Claim, or of any wrongdoing or liability of any Defendant; (b) offered or
21 received against any Defendant as evidence of a presumption, concession, admission of any
22 fault, misrepresentation, or omission with respect to any statement or written document
23 approved or made by any Defendant, or against the Lead Plaintiff or any Class Member as
24 evidence of any infirmity in the claims of the Lead Plaintiff and the Class; (c) deemed to be
25 or may be used as an admission of, or evidence of, any fault or omission of any Defendant in
26 any civil, criminal, or administrative action or proceeding in any court, administrative
27 agency, or other tribunal, other than such proceedings as may be necessary to effectuate the
28 provisions of the Stipulation; provided, however, that if the Stipulation is approved by the

1 Court, Defendants and any Released Person may refer to it to effectuate the release granted
2 them hereunder; or (d) construed against Defendants, Lead Plaintiff, or the Class as an
3 admission or concession that the consideration to be given hereunder represents the amount
4 which could be or would have been recovered after trial.

5 13. Without affecting the finality of this Judgment in any way, this Court hereby
6 retains continuing jurisdiction over (a) implementation of the Settlement and any award or
7 distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the
8 Settlement Fund; (c) hearing and determining applications for attorneys' fees and expenses;
9 and (d) all parties hereto for the purpose of construing, enforcing, and administering the
10 Stipulation.

11 14. The Court finds that during the course of the Litigation, Lead Plaintiff and
12 Defendants and their respective counsel at all times complied with the requirements of
13 Federal Rule of Civil Procedure 11.

14 15. In the event that the Settlement does not become effective in accordance with
15 the terms of the Stipulation or the Effective Date does not occur, or in the event that the
16 Settlement Fund, or any portion thereof, is returned to the Defendants, then this Judgment
17 shall be rendered null and void to the extent provided by and in accordance with the
18 Stipulation and shall be vacated and, in such event, all orders entered and releases delivered
19 in connection herewith shall be null and void to the extent provided by and in accordance
20 with the Stipulation.

21 16. If the Settlement does not become effective in accordance with the terms of the
22 Stipulation or the Effective Date does not occur as to some but not all of the Defendants then
23 this Judgment shall be rendered null and void as to those Defendants to the extent provided
24 by and in accordance with the Stipulation and shall be vacated and, in such event, all orders
25 entered and releases delivered in connection herewith shall be null and void to the extent
26 provided by and in accordance with the Stipulation.

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IT IS SO ORDERED.

Dated this 13th day of November, 2012.



Neil V. Wake
United States District Judge