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IN THE CIRCUIT COURT FOR THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

FILED
2017 SEP 12 AM 10:21
FOR THE CIRCUIT COURT
FOR MULTNOMAH COUNTY

IN RE RENTRAK CORPORATION
SHAREHOLDERS LITIGATION

CONSOLIDATED LEAD
CASE NO. 15CV27429

**ORDER GRANTING FINAL
APPROVAL OF CLASS
ACTION SETTLEMENT**

Assigned to Judge Litzenberger

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WHEREAS, the parties to the above-entitled consolidated action (the “Action”) entered into a Stipulation of Settlement dated May 12, 2017 (the “Stipulation”), which sets forth the terms and conditions for the Settlement of claims alleged in the Action; and the Court having read and considered the Stipulation and the accompanying documents; and the parties to the Stipulation having consented to the entry of this Order;

WHEREAS, on May 24, 2017, the Court entered its Order Consolidating Actions, Certifying Class, Preliminarily Approving Settlement, and Providing For Notice (“Preliminary Approval Order”), which, *inter alia*, certified the Class, preliminarily approved the Settlement, approved the form and manner of notice to the Class of the Settlement, and said notice having been provided to the Class, and a fairness hearing having been held; and

NOW, THEREFORE, based upon the Stipulation and all of the filings, records and proceedings herein, and it appearing to the Court upon examination that the Settlement set forth in the Stipulation is fair, reasonable and adequate, and upon a Fairness Hearing having been held after notice of the Settlement to the Class to determine if the Settlement is fair, reasonable, and adequate and whether this Judgment should be entered in the Action, **IT IS HEREBY ORDERED**, this 12th day of September 2017, that:

1. **Defined Terms.** Except for terms defined herein, the definitions in the Stipulation are adopted and incorporated for purposes of this Order.
2. **Jurisdiction.** The Court has jurisdiction over the subject matter of the Action and over all of the Parties and all members of the Class.
3. **Notice.** The Court finds that the form, content, and method of dissemination of the Notice were all implemented in accordance with the Court’s Preliminary Approval Order and:

- a. constituted the best notice practicable under the circumstances;
- b. were reasonably calculated, under the circumstances, to apprise Class members of: (i) the proposed Settlement; (ii) their right to object to any aspect of the proposed Settlement; (iii) their right to appear at the Fairness Hearing, either on their own or through counsel hired at their own expense, if they were not excluded from the Class; and (iv) the binding effect of this Judgment and all other orders and proceedings in the Action on all Class members;
- c. constituted due, adequate and sufficient notice to all persons entitled to be provided with notice; and
- d. fully satisfied all applicable requirements of Oregon law, due process and any other applicable law.

4. **Certification of a Settlement Class.** The Court has found that Andrew Nathan, John Hulme and Class Counsel fairly protected and adequately represented the interests of the Class and that the requirements of ORCP 32 are satisfied with respect to the Class. The Court certified the Class in its Preliminary Approval Order. The persons or entities that timely submitted valid requests for exclusion from the Class are set forth in Exhibit 1 to the Judgment. The persons or entities listed on Exhibit 1 are not bound by the Settlement or the Judgment, and such persons are not entitled to any rights or benefits provided to Class members by the terms of the Settlement and this Order.

5. **Plan of Allocation.** The Court finds that the Plan of Allocation, which is set forth in the Notice to Class members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class members, with due consideration having been given to administrative convenience and necessity.

6. **Final Approval of Settlement.** The Court finds that the Settlement is, in all respects, fair, reasonable, and adequate to the Class and the Parties. Accordingly, the Settlement is finally approved in its entirety. The Parties are hereby directed to effectuate the Settlement according to the terms of the Stipulation. The Parties and all Class members are hereby bound by this Final Order, the Judgment, and by the terms of the Settlement as set forth in the

Stipulation. The Parties are to bear their own costs. The class representatives and Class Counsel have fairly and adequately represented the interest of the Class members in connection with the Settlement, and the Stipulation was entered into by the Parties at arm's length and in good faith.

7. Releases.

Upon entry of this Final Approval Order, Plaintiffs and each Class member, on behalf of themselves and any of their personal representatives, spouses, domestic partners, trustees heirs, executors, administrators, successors or assigns, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged all Released Claims Against Rentrak Parties against the Released Rentrak Parties, and shall be forever barred and enjoined from instituting, prosecuting, participating, continuing, maintaining or asserting any Released Claims Against Rentrak Parties, or assisting anyone in instituting, prosecuting, participating, continuing, maintaining or asserting any Released Claims Against Rentrak Parties Claim against any of the Released Rentrak Parties, whether directly or indirectly, whether in the United States or elsewhere, whether on their own behalf or on behalf of any class or any other person, and regardless of whether or not such Class member executes and delivers a Proof of Claim.

1. Upon entry of this Final Approval Order, Plaintiffs and each Class member, on behalf of themselves and any of their personal representatives, spouses, domestic partners, trustees heirs, executors, administrators, successors or assigns, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged all Released Claims Against comScore Parties against the Released comScore Parties, and shall be forever barred and enjoined from instituting, prosecuting, participating, continuing, maintaining or asserting any Released Claims Against comScore Parties against the Released comScore Parties, or assisting anyone in instituting, prosecuting, participating, continuing, maintaining or asserting any Released Claims Against comScore Parties against the Released comScore Parties, whether directly or indirectly, whether in the United States or elsewhere,

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whether on their own behalf or on behalf of any class or any other person, and regardless of whether or not such Class member executes and delivers a Proof of Claim.

2. Upon entry of this Final Approval Order, each of the Released comScore Parties and each of the Released Rentrak Parties shall be deemed to have, and by operation of the Judgment shall have, fully, finally and forever released all Released Plaintiff Parties from all Released Claims Against Plaintiff Parties. For the avoidance of doubt, nothing in this Stipulation is intended to, nor shall it be deemed to, release any claim that the Defendants have, or any other person has, against any of their insurers.

3. The Released Rentrak Parties shall be responsible for moving to dismiss any claims asserted against them in the Federal Securities Action, if any such claims are still pending, on the basis of this Order and shall do so within ten business days of this Order.

4. The "Effective Date" shall be the date on which all of the following conditions have occurred: (a) Defendants have made or caused to be made the Settlement Payment; (b) the Judgment has become Final; and (c) all Released Claims Against Rentrak Parties asserted by Class members against the Released Rentrak Parties in the Federal Securities Action have been dismissed with prejudice and such dismissal with prejudice has become Final. Upon the occurrence of all of the events referenced in this paragraph, any and all remaining interest or right of the Defendants in or to the Settlement Fund, if any, shall be absolutely and forever extinguished.

5. Neither the Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be, or may be used as, a presumption, concession, or admission of, or evidence of, the validity of any Released Claim; (b) is or may be deemed to be, or may be used, as a presumption, concession, or admission of, or evidence of, any fault or omission of any of the Released Parties in any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal; or (c) is or may be deemed to be an admission or evidence that any claims or defenses asserted by any Party were either valid or not valid in any civil, criminal or administrative

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proceeding. comScore and the Released Rentrak Parties may file the Stipulation and/or the Judgment, or refer to them, in any action that may be brought against them in order to support a defense or counterclaim based on principles of res judicata, collateral estoppel, release, good faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim. The Released Rentrak Parties may file the Stipulation, Plaintiffs' motion seeking preliminary approval of the Settlement, the Preliminary Approval Order, the Notice, the Final Approval Order, the Judgment and/or any other papers concerning or describing the Settlement and/or the releases provided therein, in the Federal Securities Action in moving to dismiss the Released Claims Against Rentrak Parties asserted against them in the Federal Securities Action, if any such claims are still pending, on the basis of this Order and the Judgment. Any Party may file this Judgment in any action that may be brought to enforce the terms of the Stipulation or the Judgment and specifically may be filed by the Released comScore Parties or the Released Rentrak Parties in any subsequent insurance coverage litigation.

6. If the Settlement set forth in the Stipulation fails to become effective in accordance with its terms: (a) the Parties shall be restored to their respective positions in This Action as of April 14, 2017; (b) the terms and provisions of the Stipulation shall have no further force and effect with respect to the Parties and shall not be used in This Action or in any other proceeding for any purpose; (c) this Judgment and any other order entered by the Court in accordance with the terms of the Stipulation shall be treated as vacated; and (d) within fifteen (15) business days of the termination, Plaintiffs shall cause to be returned to the Defendants and/or their insurers, the Settlement Fund, in proportion to the amount each contributed to the Settlement Amount, less expenses which have either been disbursed pursuant to the Stipulation, or are determined to be actually incurred and chargeable to the Settlement Fund, along with an itemization and description of any and all expenses which have been disbursed from the Settlement Fund.

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7. **Attorneys' Fees and Expenses.** The Court hereby awards attorneys' fees of \$6,270,000, plus expenses in the amount of \$196,728.42, together with the interest earned thereon for the same time period and at the same rate as that earned on the Settlement Fund until paid, to be paid from the Settlement Fund. The Court finds that (a) Plaintiffs' Counsel have complied with all requirements of ORCP 32 M; and (b) the amount of fees and expenses awarded is fair and reasonable given (i) the time and effort expended by the attorney in the litigation, including the nature, extent, and quality of the services rendered; (ii) the results achieved and benefits conferred upon the class; (iii) the magnitude, complexity, and uniqueness of the litigation; (iv) the contingent nature of success; and (v) other appropriate criteria in Rule 1.5 of the Oregon Rules of Professional Conduct. Lead Counsel shall allocate the attorneys' fees amongst Plaintiffs' Counsel in a manner consistent with agreements amongst Plaintiffs' Counsel and which they in good faith believe reflects the contributions of such counsel to the prosecution and settlement of the Action. The awarded attorneys' fees and expenses and interest thereon shall be paid from the Settlement Fund as set forth in the Stipulation. The Defendants shall have no obligation with respect to the payment of any attorneys' fees and expenses.

8. Any order(s) regarding the Plan of Allocation, an award of attorneys' fees or expenses, or any appeal modification or change thereof, shall in no way disturb or affect the finality of this Final Approval Order or the Judgment and shall be considered separate from the Final Approval Order and the Judgment.

9. All agreements made and orders entered during the course of This Action relating to the confidentiality of information, including, but not limited to, the Stipulated Protective Order for the Exchange and Production of Confidential Information, dated December 16, 2015, shall survive this Stipulation.

10. **Retention of Jurisdiction.** Without affecting the finality of this Judgment in any way, the Court retains exclusive jurisdiction over the Action and: (a) implementation of this Settlement and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; (c) matters concerning the award of attorneys'

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fees and expenses and any interest thereon; and (d) all parties hereto for the purpose of
construing, enforcing, and administrating the Stipulation.

Good cause being shown, it is SO ORDERED:

Sept 12, 2017
Marilyn E. L. D. [Signature]