



GRANTED

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Transaction ID 60971977
Case No. 11655-VCG



EXHIBIT

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

3-SIGMA VALUE FINANCIAL)
OPPORTUNITIES LP, BRH)
OPPORTUNITIES FEEDER, LLC, BRH)
OPPORTUNITIES III, LLC,)
BLUEMOUNTAIN FINANCIAL)
HOLDINGS, LLC, TDSS EQUITY)
INVESTMENTS A LLC, and SCOPESII)
EQUITY INVESTMENTS A LLC, on)
Behalf of Themselves and all others)
Similarly Situated and Derivatively on)
Behalf of Nominal Defendant,)
CERTUSHOLDINGS, INC.,)

Plaintiffs,)

v.)

C.A. No. 11655-VCG)

MILTON JONES, WALTER DAVIS,)
CHARLES WILLIAMS, ANGELA)
WEBB, J. VERONICA BIGGINS,)
ROBERT J. BROWN, DOUGLAS)
JOHNSON, WILLIAM F. PICKARD,)
HILDY TEEGEN, ROBERT L.)
WRIGHT, INTEGRATED CAPITAL)
STRATEGIES HOLDINGS, LLC AND)
INTEGRATED CAPITAL)
STRATEGIES, LLC,)

Defendants,)

v.)

CERTUS HOLDINGS, INC.,)
Nominal Defendant.)

[PROPOSED] DISTRIBUTION ORDER

Plaintiffs BRH Opportunities Feeders, LLC, BRH Opportunities III, LLC, BlueMountain Financial Holdings, LLC, TDSS Equity Investments A LLC, and SCOPESII Equity Investments A LLC (collectively, “Plaintiffs”) have moved this Court for an order approving the distribution of the proceeds of the settlement of this Action (the “Settlement”), which was finally approved by the Court by its Final Order and Judgment entered on April 10, 2017, and the Court having considered all the materials and arguments submitted in support of the motion, including the Affidavit of Shannon M. Casey in Support of Plaintiffs’ Motion for Distribution Order (the “Casey Affidavit”) and the Affidavit of John J. Mills in Support of Plaintiffs’ Motion for Distribution Order, submitted therewith;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Casey Affidavit, in the Stipulation and Agreement of Settlement, Compromise and Release with Individual Defendants filed with the Court on February 8, 2017 (the “Individual Defendants Stipulation”), and in the Stipulation and Agreement of Settlement, Compromise, and Release with ICS filed with the Court on February 8, 2017 (together with the Individual Defendants Stipulation, the “Stipulations”), and all terms used herein shall have the same meanings as set forth in the Casey Affidavit or in the Stipulations.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Current Stockholders and Settlement Class Members.

3. The Court approves for payment from the Net Settlement Fund each of the Eligible Stockholders who have submitted a properly executed Form W-9 to the Settlement Administrator, including those stockholders who submitted a Form W-9 postmarked after April 20, 2017, as listed on Exhibit A to the Casey Affidavit. Each of the Eligible Stockholders listed on Exhibit B to the Casey Affidavit shall also be eligible for payment from the Net Settlement Fund in the event that a properly executed Form W-9 is submitted to the Settlement Administrator in accordance with the terms of the distribution plan set forth in paragraph 5 below.

4. The Court rejects for payment Stockholder ID Number 100060, which has submitted a Form W-9 to the Settlement Administrator but is ineligible for payment from the Net Settlement Fund because it is not a Current Stockholder.

5. Plaintiffs' plan for distribution of the Net Settlement Fund to Authorized Stockholders is **APPROVED**. Accordingly,

(i) The Court-approved Settlement Administrator, Garden City Group, LLC ("GCG"), shall allocate 100% of the available balance of the Net Settlement Fund, after deducting payment of any Taxes and any escrow fees, among each of the Eligible Stockholders listed in Exhibits A and B to

the Casey Affidavit on a *pro rata* basis. Specifically, an “Award Amount” shall be calculated for each Eligible Stockholder which shall be equal to the product of (a) the Net Settlement Fund and (b) a fraction, the numerator of which is the number of shares of Certus Common Stock held by each Eligible Stockholder as set forth on Exhibits A and B to the Casey Affidavit (“Eligible Shares”), and the denominator of which is a number representing the total number of Eligible Shares held by all Eligible Stockholders.

(ii) GCG shall distribute Award Amounts to the Eligible Stockholders who have submitted a properly executed Form W-9, as listed on Exhibit A to the Casey Affidavit (the “Authorized Stockholders”).

(iii) The Award Amounts for the Eligible Stockholders who have not submitted a Form W-9, as listed on Exhibit B to the Casey Affidavit (the “Non-Authorized Stockholders”), shall be held in reserve pending the submission of a properly executed Form W-9 in accordance with subparagraph (v) below.

(iv) In order to encourage Authorized Stockholders to cash their checks promptly, all initial distribution checks paid pursuant to subparagraph (ii) above shall bear the notation: “CASH PROMPTLY. VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [DATE 90 DAYS AFTER ISSUE DATE].”

(v) Any Non-Authorized Stockholder who submits a properly executed Form W-9 to GCG before the stale date of the initial distribution checks paid pursuant to subparagraph (ii) above shall become an “Authorized Stockholder” and shall be paid his, her or its Award Amounts from the funds held in reserve. Any Non-Authorized Stockholder who does not submit a Form W-9 by the deadline set forth in the preceding sentence shall irrevocably forfeit all recovery from the Settlement, and the Award Amounts allocated to these stockholders shall be available for redistribution to Authorized Stockholders in any subsequent distribution of the Net Settlement Fund described in subparagraph (vii) below.

(vi) After the initial distribution of the Net Settlement Fund, GCG shall make reasonable efforts to have Authorized Stockholders cash their distribution checks. Any Authorized Stockholders who do not cash their distribution checks prior to the completion of GCG’s follow-up efforts shall irrevocably forfeit all recovery from the Settlement, and the funds allocated to all such stale-dated checks shall be available to be redistributed to other Authorized Stockholders in any subsequent distribution of the Net Settlement Fund described in subparagraph (vii) below.

(vii) If there is any balance remaining in the Net Settlement Fund after six months from the date of the initial distribution to Authorized

Stockholders, the Settlement Administrator shall, after full payment of any Taxes, reallocate, if feasible, the remaining balance of the Net Settlement Fund among Authorized Stockholders who cashed their respective previously issued checks. If such reallocation is not feasible, any remainder in the Settlement Fund shall, after full payment of any Taxes, escheat to the State of Delaware.

(viii) Unless otherwise ordered by the Court, one year after the initial distribution of the Net Settlement Fund, GCG shall be authorized to destroy all paper documents for this administration, and one year after all funds in the Net Settlement Fund have been distributed, GCG shall be authorized to destroy all electronic records of the same.

(ix) All persons and entities involved in any aspect of the administration of the Settlement (including, without limitation, the review and processing of Form W-9s) or the taxation of the Settlement Fund are hereby released and discharged from any and all claims arising out of such involvement, and all current and former Certus stockholders, whether or not they receive payment from the Settlement Fund, are hereby barred from making any further claims against the Settlement Fund, Plaintiffs, Plaintiffs' Counsel, Certus' Counsel, the Settlement Administrator, the Escrow Agent or any other agent retained by Plaintiffs or Plaintiffs' Counsel in connection

with the administration of the Settlement or taxation of the Settlement Fund beyond the amount allocated to Eligible Stockholders.

IT IS SO ORDERED this _____ day of _____, 2017.

Vice Chancellor Sam Glasscock III

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Sam Glasscock

File & Serve

Transaction ID: 60968348

Current Date: Aug 11, 2017

Case Number: 11655-VCG

/s/ Judge Glasscock, Sam